

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

July 25, 2019

Board Members Present: Mr. Stanley Clarke, Essex County; Mr. Ron Saunders, Gloucester County; Ms. Marcia Jones, Middlesex County; Barry L. Gross, M.D., Gloucester County; Mr. William Reisner, Northumberland County; Mr. Jimmie Carter, Lancaster County; Mr. Bruce Craig, Northumberland County; Rev. Maria Harris, King William County; Mr. Ed Clayton, Mathews County; Ms. Gracie Tiggler, Lancaster County; and Mr. Jim Dudley, Middlesex County

Board Members Absent: Mr. Charles Adkins, Esq., King & Queen County; Ms. Belinda Johnson, Westmoreland County; Ms. Karen Lewis, Westmoreland County; and Ms. Cynthia Talcott, Richmond County

Staff Present: Ms. Kathy E. Vesley, President/CEO; Ms. Stephanie Hutton, Executive Assistant; Mr. Josh Gemerek, Sr. VP Housing; Mr. Tinsley Goad, CFO; Mr. Bobby Vassar, Senior Counselor to the President; Mr. Bob Butler, IT Director; Ms. Jean Duggan, Director of Development; Mr. Bill Smith, Deputy CFO; Ms. Melissa Blake, Veteran Directed Care Administrator; Mr. Michael Norvell VP of Business Development and Marketing; Mr. Ken Pollock, Transit Director; Ms. Cathey Eades, Director, Care Transitions; Ms. Tiffany Robins, Director of Home and Community Based Programs, Director of Care Coordination; Mr. Pat Frere, Director of Development and Planning; and Ms. Jennifer Beck, Director of Community Living Programs

Members of the Public Present: Ms. Carolyn Carpin, Middlesex County Resident

Call to order: Chairman Mr. Clarke called the meeting to order at 9:42 a.m.

Roll Call: Ms. Stephanie Hutton called roll and a quorum was established for the scheduled July 25, 2019 Board of Directors Meeting.

Public Comment:

Ms. Carpin presented Ms. Vesley and Mr. Clarke a typed letter. She expressed that she feels prior issues she has brought to Bay Aging staff have not been resolved. She requested a meeting with the board to discuss these unresolved issues. Mr. Clarke thanked Ms. Carpin for her comment.

Program:

The planned program for the July meeting is a presentation of the Area Plan and Budget for FY2020. Each of those items will be presented with then corresponding agenda item instead of at the beginning of the meeting.

Consent Agenda:

- Minutes - May 23, 2019
- Agenda - July 25, 2019

Ms. Jones made a motion to approve the Consent Agenda.
Seconded by Rev. Harris, the motion was approved

New Business:

Mr. Saunders stated the Finance Committee met last week and reviewed the financials.

Mr. Saunders reported the Finance Committee reviewed in depth the Bay Aging Financials through June 2019, including a dashboard instrument, which provides a monthly analysis of programs and services and their outcomes, and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Craig, the motion was approved.

Mr. Saunders stated the Finance Committee met last week and reviewed the Bay Aging Foundation financials.

Mr. Saunders reported the Finance Committee reviewed in depth the Bay Aging Foundation Financials through June 2019 and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Craig, the motion was approved.

Ms. Vesley reviewed Bay Aging's proposed Area Plan for Aging Services. The Area Plan is required to be submitted every 4 years to the state with updates yearly. The plan has been recommended by Bay Aging's Advisory Council on July 17, 2019. Mr. Goad presented the proposed Bay Aging budget for FY2020.

Mr. Saunders reported the Finance Committee reviewed in depth the proposed Bay Aging FY 2020 budget and recommends the Bay Aging Board of Directors approve. Seconded by Mr. Reisner, the motion was approved.

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Mr. Clarke reported the Executive Committee reviewed in depth the Area Plan and recommends the Bay Aging Board of Directors approve. Seconded by Ms. Jones, the motion was approved.

Ms. Vesley called attention to Bay Aging's current Vision. She suggested the Board may want to reword the statement to be more inclusive of programs that serve all of Virginia or have a multi-state service area. The suggested wording is: Every person in our service areas will have a CHOICE and range of services that will assist them to remain independent in their chosen home.

Mr. Clarke reported the Executive Committee reviewed the proposed change in Vision statement and recommends the Bay Aging Board of Directors approve. Seconded by Mr. Dudley, the motion was approved.

Ms. Vesley shared two commitment letters from Virginia Community Capital (VCC) for a tax credit bridge loan in the amount of \$3.4 million and a construction loan for \$1.9 million. These funds will be used for the Daffodil Gardens II project.

Mr. Clarke reported the Executive Committee reviewed the commitment letters and recommends the Bay Aging Board of Directors approve Ms. Vesley to sign. Seconded by Mr. Carter, the motion was approved.

Ms. Vesley informed Directors that the Older Americans Act (OAA) is up for reauthorization in September. A letter was passed around the meeting for directors to sign in support of our aging community and advocating the importance of the OAA.

Mr. Clarke reported the Executive Committee requested the letter to be drafted and recommends the Bay Aging Board of Directors authorize the letter to be sent on their behalf. Seconded by Ms. Jones, the motion was approved.

Ms. Vesley announced that the Bay Aging Foundation Board met last week, and minutes of each meeting can be found on the Director's website, once they are approved. The Foundation Board also approved the FY2020 Foundation budget, which directors can find on page 25 of their packets.

Ms. Vesley shared an update on the Bay Aging video production a website design. Both projects are being wrapped up and should be complete by early August. Ms. Vesley played the completed Meals on Wheels video for directors.

Other New Business:

Ms. Vesley called attention to the Bay Aging bylaws stating that a nominating committee must be appointed. Currently, there are no officer positions vacant and the current slate was elected to serve until 2020. Ms. Jones, Mr. Carter, and Mr. Adkins were appointed by Mr. Clarke to serve on the 2019 Nominating Committee in case any officer could not complete his/her term.

Ms. Vesley reviewed the Indoor Plumbing Program Income Plan and Management Plan. She requested directors approve both plans.

Ms. Jones made a motion to approve the Indoor Plumbing Program Income Plan and Management Plan. Seconded by Dr. Gross, the motion was approved.

Governance:

As part of Bay Aging's ongoing Board governance training, Ms. Vesley, introduced a new segment on The Performance Imperative. She reviewed the importance of having courageous, adaptive executive and board leadership. She reviewed lessons on how the board can maintain high performance to deliver meaningful, measurable, and financially sustainable results for the people or causes that Bay Aging serves. The document was included in the Board package for their review and to prepare for the discussion prior to the meeting. There was a discussion of ROMA standards.

Chief Executive's Report:

Ms. Vesley announced there is still \$1,923.07 left of Neighborhood Assistance Program (NAP) tax credits available from Bay Aging. The individual would donate to Bay Aging and in return receive 65% as a tax write off for the state of Virginia. Mr. Carter announced he would purchase the remaining NAP tax credits. Bay Aging will request to be added to the wait list to receive more NAP tax credits from the state.

Prior to this meeting the Directors received via email and through their internal portal the Board Notes; this document was also included in their meeting binders. Board Notes provide programmatic updates, celebrate successes and highlights for new or up and coming programs and services. The Board also receives copies of press releases and other materials that reflect Bay Aging initiatives. Ms. Vesley encouraged Directors to review the materials at their leisure and welcomed any questions they may have.

Ms. Vesley announced the Department of Rail and Transportation has selected Gloucester as a potential location for a drop off/pick up point on a micro-transit bus service to/from Washington D.C. Ken Pollock is in touch with Gloucester officials.

Ms. Vesley shared that the Virginia Housing Development Authority will be building a manufactured home to display at the upcoming Governor's Conference on Housing. The house will then be donated to Bay Aging. Bay Aging will sell the house to a qualified first time homebuyer and keep any profits. At this time, there are no details on where the house will be permanently settled or other logistics.

Ms. Vesley informed Directors that Bay Home Care has responded to a Request for Proposal to provide services to the Newport News, York County, Poquoson, Hampton, Williamsburg, and James City County areas.

Ms. Vesley advised Directors of Gen. Wood's interment on August 8, 2019 at 1p.m. in Arlington. Ms. Hutton will disseminate an email to gauge interest in arranging a Bay Transit bus to transport Directors and staff who wish to attend.

Unfinished Business:

Mr. Carter made a motion to send a letter of appreciation to the Meals on Wheels volunteer and recipient featured in the promotional video for their superb job representing the program. Seconded by Ms. Jones, the motion was approved.

Ms. Vesley announced that lunch would be a taste test comparison and evaluation report of two potential vendors for the Meals on Wheels contract.

Closed Session:

Ms. Jones made a motion to reconvene in Closed Session at 11:22 a.m. to discuss real property acquisition, business expansion and related matters lawfully exempted from public discussion under Sections, 2.2-3711(A)(3), 2.2-3711(5) and 2.2-3712 of the Code of Virginia (the Virginia Freedom of Information Act. Seconded by Dr. Gross, the motion was approved.

The Chairman, Mr. Clarke, called to reconvene in Open Session at 11:26 a.m. and asked for certification from each director by saying, "I so certify" that, to the best of their knowledge, only matters lawfully exempted from open meeting requirements under Virginia law that were identified in the motion convening in the Closed Session were heard, discussed or considered in the Closed Session. If the director cannot certify, indicate the specifics of any unauthorized item heard, discussed or considered. Ms. Hutton called roll and the board unanimously responded, "I so certify".

Mr. Craig moved to approve the Articles of Incorporation and the addition of three Directors, Mr. Saunders, Mr. Clarke, and Ms. Lewis, pursuant to the discussion regarding Bay Health Solutions, Inc. in closed session. Seconded by Dr. Gross, the motion was approved.

Other New Business:

Ms. Vesley announce Mr. Dudley is interested and willing to serve on the Bay Aging Foundation Board.

Mr. Carter moved to appoint Mr. Dudley to the Bay Aging Foundation Board of Directors. Seconded by Ms. Jones, the motion was approved.

Board Member Comments: None

Next Meeting: The next meeting is scheduled to be held on November 21, 2019 at 9:30 a.m. at Port Town Village.

There being no further business, Mr. Clarke adjourned the meeting at 11:30 a.m.

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I certify that the foregoing is a true and correct copy of the minutes approved by the Bay Aging Board of Directors.


Mr. Stanley Clarke, Chairman


Mr. William Reisner, Secretary