

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

May 23, 2019

Board Members Present: Mr. Stanley Clarke, Essex County; Mr. Ron Saunders, Gloucester County; Ms. Marcia Jones, Middlesex County; Ms. Belinda Johnson, Westmoreland County; Barry L. Gross, M.D., Gloucester County; Mr. William Reisner, Northumberland County; Ms. Karen Lewis, Westmoreland County; Mr. Jimmie Carter, Lancaster County; Mr. Bruce Craig, Northumberland County; Rev. Maria Harris, King William County; and Ms. Cynthia Talcott, Richmond County

Board Members Absent: Mr. Charles Adkins, Esq., King & Queen County; Mr. Ed Clayton, Mathews County; Ms. Gracie Tiggle, Lancaster County; and Jim Dudley, Middlesex 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; Ms. Mary Simpson, Deputy CFO; Mr. Bob Butler, IT Director; 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. Lisa Walker, VP, Advocacy Resources; Ms. Tiffany Robins, Director of Home and Community Based Programs, Director of Care Coordination; Jean Duggan, Director of Development; Mr. Pat Frere, Director of Development and Planning; Ms. Brooklyn Jarratt, Fiscal Assistant VDC; Chris Mielnik, Fiscal Assistant VDC; Ms. Mary Jane Kipper, Options Counselor; Mr. Ronnie Ryals, Transit Driver; Ms. Sandy Ball, Options Counselor; Ms. Phonecia Blake, Options Counselor; and Ms. Sandy Wilson-Blackwell, Options Counselor.

Call to order: Chairman Mr. Clarke called the meeting to order at 9:37 a.m.

Roll Call: Ms. Stephanie Hutton called roll and a quorum was established for the scheduled May 23, 2019 Board of Directors Meeting.

Public Comment:

There were no comments.

Program:

Ms. Vesley introduced Mr. Ryals and presented a resolution honoring him for his 17 years of outstanding service and his performance in the 2019 State Driving Roadeo. Mr. Ryals took first place in Passenger Stop, Smoothness of Operation, Right Tire Clearance, Offset Street and Diminishing Clearance and also brought home the

1st place overall trophy. This is the first time in Bay Transit history a driver has placed 1st overall in the Virginia State Rodeo. He recently represented Virginia in the National Rodeo. Transit financed travel for him and his wife.

Ms. Blake showcased two awards recently won in the Veteran Directed Care (VDC) Program. In April, Ms. Blake was awarded the Excellence in Financial Management Services Award during the Self-Direction Awards Reception in Baltimore Maryland. Ms. Blake and Ms. Jennifer Beck also traveled to Denver on May 15th to receive the 2018 Healthcare Achievement Award for Community Impact and Innovation awarded by Intalere. VDC staff shared with Directors what their role in the program is and why they enjoy working with the veterans and their caregivers.

Ms. Vesley shared photos from May Day and thanked Directors who attended the event: Mr. Clarke, Ms. Jones, Dr. Gross, Mr. Dudley, and Mr. Saunders. Directors made comments about their experience at the event, stating how wonderful it is to see the seniors so active and enjoying themselves.

Consent Agenda:

- Minutes - March 28, 2019
- Agenda - May 23, 2019

Ms. Jones made a motion to approve the Consent Agenda.
Seconded by Dr. Gross, 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 April 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. Seconded by Mr. Reisner, 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 April 2019 and recommends the Bay Aging Board of Directors approve. Seconded by Ms. Talcott, the motion was approved.

Ms. Vesley presented an opportunity for Bay Aging to assume the property management role for two workforce multifamily affordable housing apartment complexes within Bay Aging's service area, Mercer Place and Rawley Park. Being offered management of these properties was a huge compliment to Bay Aging's current property management functions and also aligns with Bay Aging's mission of ensuring affording housing in our region. Fiscal staff has reviewed budgets for both properties and recommends to the Board that Bay Aging pursue property management for these two properties.

Mr. Clarke reported the Executive Committee reviewed in depth the offer for Bay Aging to manage both workforce properties and recommends the Bay Aging Board of Directors approve. Seconded by Ms. Jones, the motion was approved.

Ms. Vesley proposed the goal of increasing Bay Aging's minimum wage from \$8 per hour to \$10 per hour by the end of 2019. This would impact those employees making below the \$10 per hour threshold and those employees who are currently at the \$10 per hour mark. Employees currently earning at least \$10 per hour or more will see a proportionate increase in pay. Ms. Vesley stressed this proposed increase is an ethical obligation Bay Aging has to pay its employees a fair, livable wage.

Mr. Clarke reported the Executive Committee reviewed in depth the proposed goal of a minimum wage increase and recommends the Bay Aging Board of Directors approve. Seconded by Mr. Craig, the motion was approved.

Mr. Gemerek announced that Daffodil Gardens II received a \$10,000 grant from the Gloucester Economic Development Authority. These funds will go toward the \$100,000 leverage amount approved at the prior Board Meeting. Daffodil Gardens II was also selected for additional tax credits due to scoring as the top non-profit in the state.

Ms. Vesley informed Directors that the Key Man insurance policy Bay Aging purchased is now in effect.

Ms. Vesley announced that the newly constituted Bay Aging Foundation Board has met twice since the last Bay Aging Board meeting. Minutes for those meetings can be accessed on the Board Directors internal website.

Mr. Carter informed Directors about the 'One Big Thing' brainstorming the Foundation Board is doing to identify an event or way to target big donors. One suggested idea is an awards banquet which would recognize a donor who has made significant monetary contributions and someone who has made significant community service contributions. This event would gather the award recipients likeminded friends and enforce the message of what we do, who we are, and why you should give to us. Mr. Carter welcomes Directors to contact him with any ideas they may have.

Ms. Vesley updated Directors on the progress of the new media for Bay Aging. The new website is progressing and the video and still image photography to accompany the website is about to be shot. The draft scripts have been written and are available for Director feedback.

Other New Business:

There was a discussion about the new bus shelters. Mr. Norvell informed directors there will be another ribbon cutting ceremony at the Tappahannock Riverside Hospital on June 5th at 11 a.m. Directors are welcome to attend.

There was a discussion on the solar panel reimbursement for the Gloucester Bay Transit facility. Mr. Pollock will follow up and give Mr. Carter an update.

Governance:

As part of Bay Aging's ongoing Board governance training, Ms. Vesley, introduced a new segment on Diversity That Builds a Culture of Inquiry. Ms. Vesley reviewed the importance of having a diverse board, not only in gender and race, but also in personality types. Ms. Vesley walked Directors through each of the 8 types of personalities and encouraged Directors to think about which category they, and fellow Directors, fall into. The document was included in the Board package for their review and to prepare for the discussion prior to the meeting.

Chief Executive's Report:

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.

Unfinished Business: None

Announcements:

Mr. Saunders reminded Directors to make a donation to the Bay Aging Foundation.

Mr. Pollock announced that the trolleys in Urbanna and Colonial Beach will be free Memorial Day through Labor Day this year thanks to generous sponsors.

Closed Session:

Ms. Lewis made a motion to reconvene in Closed Session at 11:11 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 Mr. Reisner, the motion was approved.

The Chairman, Mr. Clarke, called to reconvene in Open Session at 11:37 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".

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Mr. Carter moved to expend funds for renovations, assuming the purchase of the Urbanna Professional Center, pursuant to the discussion in closed session. Seconded by Ms. Jones, the motion was approved.

Mr. Carter moved to adopt the resolutions outlined for continued development of a joint venture pursuant to the discussion in closed session. Seconded by Ms. Jones, the motion was approved.

Mr. Carter made a motion to appoint himself as Treasurer and Dr. Gross as Vice Chair on the Board of Directors for the joint venture pursuant to the discussion in closed session. Seconded by Mr. Craig, the motion was approved.

Board Member Comments: None

Next Meeting: The next meeting is scheduled to be held on July 25, 2019 at 9:30 a.m. at Port Town Village.

There being no further business, Mr. Clarke adjourned the meeting at 11:40 a.m.

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