

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

November 21, 2019

Board Members Present: Barry L. Gross, M.D., Secretary, Gloucester County; Mr. Ron Saunders, Treasurer, Gloucester County; Mr. Jimmie Carter, Lancaster County; Mr. Ed Clayton, Mathews County; Mr. Bruce Craig, Northumberland County; Mr. James Dudley, Middlesex County; Rev. Maria Harris, King William County; Ms. Belinda Johnson, Westmoreland County; Ms. Vera Lee, Lancaster County; and Ms. Cynthia Talcott, Richmond County

Board Members Absent: Mr. Charles Adkins, Esq., King & Queen County; Mr. Stanley Clarke, At-Large, Essex County; Ms. Marcia Jones, Middlesex County; and Ms. Karen Lewis, Vice Chair, Westmoreland County;

Bay Aging Apartment Board Member Present: Mr. William Massey, CEO, Peninsula Agency on Aging, Inc.

Bay Aging Foundation Board Member Present: Mr. Bill Doyle

Staff Present: Ms. Kathy Vesley, President/CEO; Ms. Jennifer Beck, Director of Community Living Programs; Ms. MaDena DuChemin, Human Resource Manager; Ms. Cathey Eades, Director, Care Transitions; Ms. Melissa Blake, Veteran Directed Care Administrator; Jean Duggan, Director of Development; Ms. Stephanie Hutton, Executive Assistant; Mr. Michael Norvell VP of Business Development and Marketing; Ms. Tiffany Robins, Director of Home and Community Based Programs, Director of Care Coordination; Ms. Mary Simpson, Deputy CFO; Ms. Lisa Walker, VP, Advocacy Resources; Mr. Bobby Vassar, Sr Counselor to the President & CEO; Mr. Bob Butler, IT Director; Mr. Ken Pollock, Transit Director; Ms. Jane Wyatt, Admin Specialist; Ms. Brooklyn Jarratt, Fiscal Assistant - VDC; Ms. Sue Mayhue, Payroll Administrator/Assistant HR Administrator; Ms. Cody Koehl, HCVP Assistant; Ms. Tiffany Newhouse, Office Manager and Homeless Programs Assistant; Ms. Debbie Brown, Dispatcher/Scheduler; and Ms. Josephine Reed, Dispatcher/Scheduler.

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

Call to order: Secretary Dr. Gross called the meeting to order at 9:44 a.m.

Roll Call: Ms. Stephanie Hutton called roll and a quorum was established for the scheduled November 21, 2019 Board of Directors Meeting.

Mr. Carter introduced Ms. Lee as the new Director from Lancaster County. He stated he believes she encompasses Mr. Joe Curry's spirit and passion for serving the residents of our community and will make a great addition to the Board.

Public Comment: Ms. Carpin stated she wanted to address unresolved problems with Bay Transit and the Middlesex and Gloucester Active Lifestyle Centers (ALC). She discussed her prior successful business she owned and explained her abusive marriage. She explained she wanted to supply the Directors with background knowledge about herself so they would know she can run a successful company, and she is only speaking out to improve services to the people in her community. She expressed that she sent many, many emails to Bay Aging staff, and she believes there is a lack of communication between upper level management and schedulers/dispatchers. She states that not all transit staff give her consistent answers to her questions, information at bus stops is outdated, there are not enough brochures/info in popular community businesses about transit services, and there need to be weekend bus services as well as restoring circulator hours back to original hours. Ms. Carpin also stated activities in the Gloucester ALC have been changed or discontinued. The computer classes, line dancing, church services, and other activities are no longer offered, and she is not pleased with how the center is being run. She states the center employees do not treat her with respect nor do they adhere to the posted center hours of operation. Dr. Gross thanked Ms. Carpin for her concerns and informed her she would receive a written response from the Board.

Program:

Staff nominated Award Winners for 2019 were announced and each supervisor provided a quick summary of the winner's nomination and work ethics/attitude. Winners were:

- Team Player
 - o Administration - Sue Mayhue, Payroll Administrator/Assistant HR Administrator
 - o Health Services - Kenisha Martin, Floater Aide
 - o Housing Services - Cody Koehl, Housing Choice Voucher Program Assistant
 - o Transit Services - Jane Wyatt, Admin Specialist

- Unsung Hero - Tiffany Newhouse, Customer Service Specialist/Homeless Program Assistant

Bay Aging
Minutes of the Meeting of the Board of Directors
November 21, 2019

- Inspirational Leader - Debbie Brown, Dispatcher/ Scheduler, Bay Transit
- Superior Customer Service - Josephine Reed, Dispatcher/ Scheduler, Bay Transit
- President's Award - Brooklyn Jarratt, Fiscal Assistant, Veteran Directed Care

Ms. Vesley announced Mr. Bill Reisner has resigned from the Board due to health reasons. Ms. Vesley will be contacting Mr. Reisner to arrange for him to attend the January meeting to receive a resolution.

Consent Agenda:

- Minutes - September 26, 2019
- Agenda - November 21, 2019

Mr. Carter made a motion to approve the Consent Agenda.
Seconded by Mr. Sanders, the motion was approved unanimously.

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 September 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 unanimously.

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 September 2019 and recommends the Bay Aging Board of Directors approve same. Seconded by Rev. Harris, the motion was approved unanimously.

There was a discussion on fundraising efforts and marketing Bay Aging's image.

Bay Aging
Minutes of the Meeting of the Board of Directors
November 21, 2019

Ms. Vesley reviewed the Bay Aging Quality Management Summary. This three-page summary was not complete for the Annual Policy and Procedure review but is a standard review of Bay Home Care done each year. The document was available to Directors prior to the meeting via the Board Website for review.

Dr. Gross reported the Executive Committee reviewed in depth the Bay Aging Quality Management Summary and recommends the Bay Aging Board of Directors approve same. Seconded Ms. Johnson, the motion was approved unanimously.

Ms. Vesley announced Ms. Lee was appointment by the Lancaster Board of Director to serve on the Bay Aging Board and recommended the Board appoint her to all the Bay Aging Apartment Boards as well.

Dr. Gross reported the Executive Committee recommends the Bay Aging Board of Directors appoint Ms. Lee to all Bay Aging Apartment Boards. Seconded by Mr. Dudley, the motion was approved unanimously.

Dr. Gross announced that with the resignation of Mr. Reisner, there was a vacancy for the office of Secretary. Ms. Lewis, acting as chair in the absence of Chairman Mr. Clarke, appointed Dr. Gross during the November 14, 2019 Executive Committee meeting to fulfil the remainder of Mr. Reisner's term as Secretary. Dr. Gross welcomed comments or rebuttal of the appoint from the Board. Hearing none, the appointment remains.

Ms. Vesley announced the focus group in Gloucester was completed. The participants provided useful information to help form marketing campaigns for donors in the future. The major themes from the participants were lack of knowledge about the breadth of Bay Aging's services and that Bay Aging is not a government agency so donations/volunteers are needed.

Ms. Vesley stated Ms. Stephanie Heinatz from Consociate Media is an interested potential Foundation Board member. Her resume was shared with Directors at the September Board of Directors Meeting and she also attended the most recent Foundation Board Meeting.

Mr. Saunders made a motion to appoint Ms. Heinatz to the Bay Aging Foundation Board. Seconded by Rev. Harris, the motion was approved.

Governance:

Ms. Vesley explained the importance of completing the Board Self-evaluation, Code of Conduct, Board Position Description, and Conflict of Interest forms. Directors complete these annually to remind them of their specific role and gives them an opportunity to review how well they are performing their duties as a Board and make necessary adjustments. All forms were provided to the directors via email prior to today's meeting for review.

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

Board Member Comments:

There was a discussion about volunteer recognition events. Ms. Beck informed Directors of prior and current events/gifts for volunteers.

Closed Session:

Mr. Carter made a motion to reconvene in Closed Session at 11:30 a.m. to discuss personnel evaluation and related matters lawfully exempted from public discussion under Sections, 2.2-3711(A)(1) and 2.2-3712 of the Code of Virginia (the Virginia Freedom of Information Act). Seconded by Mr. Saunders, the motion was approved.

The Secretary, Dr. Gross, called to reconvene in Open Session at 11:40 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

Bay Aging
Minutes of the Meeting of the Board of Directors
November 21, 2019

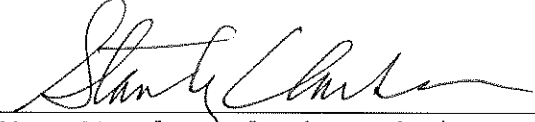
were heard, discussed or considered in the Closed Session. If the director cannot certify, indicate the specifics of any unauthorized item heard, discussed or considered. Ms. Hutton called roll and the board unanimously responded, "I so certify".

No action was taken regarding matters discussed in closed session.


Next Meeting: The next meeting is scheduled to be held on January 23, 2020 at 9:30 a.m. at Port Town Village.

There being no further business, Dr. Gross adjourned the meeting at 11:43 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



Barry L. Gross, M.D., Secretary