

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

September 26, 2019

Board Members Present: Mr. Charles Adkins, Esq., King & Queen County; Mr. Jimmie Carter, Lancaster County; Mr. Stanley Clarke, At-Large, Essex County; Mr. Ed Clayton, Mathews County; Mr. Bruce Craig, Northumberland County; Mr. James Dudley, Middlesex County; Barry L. Gross, M.D., Gloucester County; Rev. Maria Harris, King William County; Ms. Belinda Johnson, Westmoreland County; Ms. Marcia Jones, Middlesex County; Ms. Karen Lewis, Vice Chair, Westmoreland County; Mr. William Reisner, Secretary, Northumberland County; Mr. Ron Saunders, Treasurer, Gloucester County; and Ms. Cynthia Talcott, Richmond County

Board Members Absent: Ms. Gracie Tiggler, Lancaster County.

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

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; Mr. Joshua Gemerek, Sr. VP Housing; Ms. Stephanie Hutton, Executive Assistant; Ms. Laura Mathews, RSVP Coordinator & Mathews County Active Lifestyle Manager; 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; Mr. Bill Smith, Deputy CFO; Ms. Lisa Walker, VP, Advocacy Resources; and Mr. Rob Bailey, Transit Driver.

Call to order: Chairman Mr. Clarke called the meeting to order at 9:40 a.m.

Roll Call: Ms. Stephanie Hutton called roll and a quorum was established for the scheduled September 26, 2019 Board of Directors Meeting.

Program:

A plaque certificate of appreciation to Ms. Tiggler for her term on the Board of Directors was shared with Directors by Mr. Clarke. Ms. Tiggler filled the remainder of Mr. Currey's term ending September 30, 2019. Lancaster County has identified an individual to fill the upcoming vacancy and will vote on an appointment at their next Board of Supervisors Meeting.

Ms. Mathews spoke about her experience attending the Meals on Wheels Conference in Dallas, TX August 27-29. She thanked Bay Aging for allowing her to attend the conference and described it as one of the highlights of her career with the organization. One of her biggest take aways from the conference was establishing the three R's in volunteer engagement: Recruitment, Recognition, and Retention. She stated that volunteer engagement should be a mutually beneficial experience for the volunteers and the agency. Her presentation spurred a discussion about the current Meals on Wheels program and Directors expressed a need in proving hot meals daily in all 10 counties. Currently, Mathews County is the only county serving daily hot meals and utilizes 150 volunteers.

A Certificate of Appreciation was presented to Mr. Bailey for his delivery of a smooth and comfortable ride to Lt. General C, Norman Wood's (Ret. USAF) interment in Arlington, Virginia. Mr. Bailey provided transportation to the service on a Bay Transit bus for Bay Aging Directors and employees as well as members of the Tappahannock Rotary Club. Passengers praised Mr. Bailey for his thorough knowledge of the route to and from as well as his willingness to wait in the blazing heat/sun until the ceremony was over.

Consent Agenda:

- Minutes - July 25, 2019
- Agenda - September 26, 2019
- Bay Aging Policies and Resolutions - the entire list can be found in Attachment A.
 - o Authorization that the President can sign all general documents approved by the Board on behalf of Bay Aging
 - o Authorize resolution for staff who sign checks
 - o Authorize that the President is approved for agency travel
 - o Adopt a resolution for Board of Directors to reappoint themselves to the Bay Aging Board of Directors
 - o Adopt a resolution to reappoint all Bay Aging Board Directors and Kathy Vesley to all Apartments' Boards
 - Exception to this resolution: William Massey, CEO of Peninsula Agency on Aging, is to be appointed as a member of Bay Aging Apartments JCC, Inc. Board of Directors

Bay Aging
Minutes of the Meeting of the Board of Directors
September 26, 2019

- o Adopt a resolution for Board of Directors to reappoint current Foundation Directors and Kathy Vesley to the Bay Aging Foundation Board.

Prior to the September 26, 2019 Bay Aging Board of Directors Annual Meeting, all Bay Aging policies and procedures were updated and posted to the Board's website for review. At the annual meeting, Board Directors had opportunity to discuss any of the policies before voting.

Ms. Jones made a motion to approve the Consent Agenda, including all policies and resolutions. Seconded by Mr. Adkins, the motion was approved unanimously.

New Business:

Mr. Saunders reminded Directors that the end of the fiscal year is approaching and to please make a donation of any size to the Bay Aging Foundation.

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 August 2019 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 financials.

Mr. Saunders reported the Finance Committee reviewed in depth the Bay Aging Financials through August 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. Dudley, the motion was approved.

Ms. Vesley presented a non-binding letter of interest with Forest Heights Neighborhood to develop 50 age and income restricted housing units in James City County. Ms. Vesley emailed the letter to all directors prior to the meeting.

Mr. Clarke reported the Executive Committee reviewed in depth the letter of interest and recommends to the Board that that Kathy sign the letter of interest for Forest Heights Neighborhood. Seconded by Ms. Jones, the motion was approved.

Ms. Vesey requested Directors approve approximately \$500,000 in escrow for Daffodil Gardens II Low Income Housing Tax Credit. This would only be utilized if needed.

Mr. Clarke reported the Executive Committee recommends to the Board approval of approximately \$500,000 escrow for Daffodil Gardens II Low Income Housing Tax Credit. Seconded by Mr. Craig, the motion was approved.

Ms. Vesley shared the 2019 Annual Compliance Report for Whistleblowing. There were zero complaints and zero compliance concerns/issues identified.

Mr. Clarke reported the Executive Committee reviewed in depth the Compliance Report and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Dudley, the motion was approved.

Ms. Vesley announced there is an upcoming focus group on donor perspectives and motivation to give in Gloucester County. The Foundation Board meet last week and discussed how the focus group should be structured, what the expected outcomes were, and who should be invited to participate. The goal of the focus group is to understand why individuals make donations and then develop best tactics to approach future fundraising efforts.

Ms. Vesley shared the resume of Ms. Stephanie Heinatz from Consociate Media as a potential Foundation Board member. Ms. Vesley encouraged questions and welcomed Directors to inform her if they would like Ms. Heinatz to attend a meeting to meet her.

Other New Business:

Ms. Jones stated the nominating committee met with each current officer and all agreed to fulfil their full two-year term ending September 30, 2020. The officers are: Stanley Clarke, Chairman, Essex County; Karen Lewis, Vice-Chair, Westmoreland County; Ron Saunders, Treasurer, Gloucester County; and William "Bill" Reisner, Secretary, Northumberland County.

Mr. Clarke re-appointed all current standing committee members for another year in their respective committees.

Governance:

The Governance Training incorporated the first of four ROMA activities as required by the Office of Community Services. Through a power point presentation, the Board and Senior Leadership Team learned about the history of community action and how community action principles are interwoven with aging services.

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.

Ms. Vesley informed Directors the Administration for Community Living (ACL) will be visiting Bay Aging's offices in October. They would like to use our Veteran's programs as a model for other agencies. The visit will be one full day divided into three parts: a meeting with VAMC representatives, lunch with participating veterans and their caregivers, and a meeting with program staff members to review in-house procedures. The exact date of the site visit is to be determined.

Ms. Vesley invited Directors to join staff at the upcoming Alzheimer's Walk on October 5, 2019 on Mainstreet Gloucester. The team's name this year was Bay Aging Away with Alz. A flyer with more details is included in the board packet on page 28.

Unfinished Business:

None

Closed Session:

Ms. Lewis made a motion to reconvene in Closed Session at 11:10 a.m. to discuss personnel evaluation, real property acquisition, business

Bay Aging
Minutes of the Meeting of the Board of Directors
September 26, 2019

expansion and related matters lawfully exempted from public discussion under Sections, 2.2-3711(A)(1), 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 Ms. Jones, 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".

Ms. Johnson moved to approve the resolution to purchase Urbanna Professional Center (UPC) property with unanimous consent pursuant to discussion during closed session. Seconded by Mr. Dudley, the motion was approved.

Ms. Johnson moved to approve the USDA resolution for the UPC property pursuant to discussion during closed session. Seconded by Mr. Adkins, the motion was approved.

Board Member Comments:

There was a discussion on the status of Mercer Place and Rowley Park. Mr. Gemerek stated there was a delay, and he will send out notification once there is an update in status.

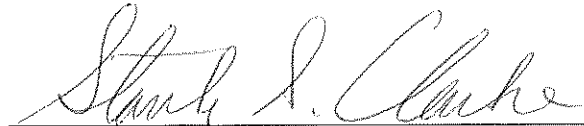
Mr. Carter shared his appreciation for Ms. Vesley and the VAAACares® staff for their aggressive expansion and running of the program. He stated that Dr. Coleman expressed to him that Bay Aging and Ms. Vesley are leaders in the Care Transition Intervention program.

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

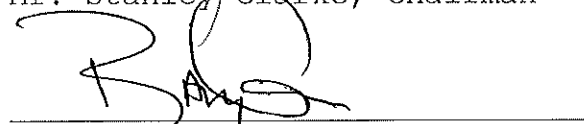
There being no further business, Mr. Clarke adjourned the meeting at 11:28 a.m.

Bay Aging
Minutes of the Meeting of the Board of Directors
September 26, 2019

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

Attachment A

Annual Meeting Documents 2019

REVISED – Needs action

Active Lifestyle Center Manual

- Minor grammatical changes

Bay Aging Personnel Policy Handbook

- Changed Compliance Officer designation to Human Resources Manager—*page 11*
- Added Americans with Disabilities Amendment Act reference in title—*page 12*
- Aligned process with process in section 9.4.a.—*page 17*
- Updated process for employee access to personnel records—*page 17*
- Clarified resources offered—*page 18*
- Updated reference—*page 29*
- Added reference—*page 35*
- Clarified when testing occurs—*page 36*
- Added USERRA reference—*page 46*

Whistleblower Policy

- Added revision date
- Changed Compliance Officer designation to Human Resources Manager

Bay Aging – Financial Policy and Procedures Updated for FY20

- Removal of references to outdated IRS circulars, replaced with reference to current OMB Uniform Guidance—*throughout document*
- Changed out-of-date Compliance Officer designation to Human Resources Manager—*page 16*
- Clarified the description of the Indirect Cost Rate and annual application—*page 54*
- Updated list of authorized check signers—*pages 63, 69*
- Per advice from auditors, increased capitalization threshold from \$500 to \$1,000—*pages 75, 76*
- Changed the description of Net Assets to comply with new FASB guidelines—*page 85*

Bay Aging Affirmative Action Plan

- Changes represent in linked red-line copy. Minor edits to wording

Adult Day Break Manual & Adult Day Break Participant Handbook

- Organizational chart

- Bay Transit Fees
- Notification to families of center closure due to inclement weather.

Home Care Manual

- References to attachments were removed
- Organizational chart updated
- Services updated to reflect our current program offerings
- Voluntary contributions for IIIB services removed
- Allowable services for personal care aides and personal assistants updated
- Personal Care Aide training course information updated
- Tuberculosis screening information updated

Bay Aging (Transit) Title VI Plan

- Dates and Logo updated

Bay Aging Information Systems Cybersecurity Policy

- Updated logo
- Updated Provider from MetroCast to Atlantic Broadband
- Updated TermServer to CYMA

Veteran Directed Care Policy and Procedure Manual – (ESAAA, Hampton, Richmond, and SSSEVA)

- Name changed from VD-HCBS to VDC
- Added references to other states that we are providing FMS in (MD, NC, SC)

Northern Neck Middle Peninsula Housing Coalition (NNMPHC) Policies and Procedures
Although this is technically the DHCD-recognized Local Planning Group (collaborative group of numerous organizations and departments in our service area), Bay Aging is the DHCD-recognized Lead Agency and its Rapid Rehousing Program must comply with these policies.

Annual Resolutions

- Authorization that the President can sign all general documents approved by the Board on behalf of Bay Aging.
- Authorize resolution for staff who sign checks (remove and add signers).
- Authorize that the President is approved for agency travel.
- Adopt resolution for Board of Directors to reappoint themselves to the Bay Aging Board of Directors.

- Adopt a resolution to reappoint all Bay Aging Board Directors and Kathy Vesley to all Apartments' Boards.
 - Exception: William S. Massey, CEO, Peninsula Agency on Aging, is to be appointed as a member of Bay Aging Apartments JCC, Inc. Board of Directors.
- Adopt a resolution for Board of Directors to reappoint current Foundation Directors and Kathy Vesley to the Bay Aging Foundation Board.

Revised/Approved FY19 – Reaffirm

- Indoor Plumbing Program – Management Plan & Program Income Plan
- Virginia Homeless and Special Needs Housing 2019-2020 Continuum of Care / Local Planning Group Agreement 20-CoC-521-17
- Amendment to Grant Agreement, Virginia Homeless Solutions Program, Program Year 2018-2019, 19-VHSP-137
- Agreement for Purchase of Services NNMPHC Rapid Re-Housing Program between Gloucester United Emergency Shelter Team (GUEST) and Bay Aging
- Agreement for Purchase of Services NNMPHC Rapid Re-Housing Program between The Haven Shelter and Services, Inc. and Bay Aging

No Revision – Reaffirm

- Code of Conduct
- Conflict of Interest
- Donor Policy
- Program Evaluation Policy
- Virginia Freedom of Information Act Policy
- Bay Transit Charter Policy
- Bay Aging Corporate Authorization Resolution
- Home Care Quality Management
- Bay Aging Compensation Schedule
- Bay Transit Drug Alcohol Policy
- Bay Transit EEO

Senior Apartment Policies -HUD REQUIRED:

- Rental Housing Lease – Bay Aging Apartments
- Move Out Procedures – Bay Aging Apartments
- Disposing of Client Files Policy – Bay Aging Apartments

- Emergency Response Procedure – Bay Aging Apartments
- Section 504 Grievance Policy – Bay Aging Apartments
- Violence Against Women Act Policy – Bay Aging Apartments
- Reasonable Accommodation Policy – Bay Aging Apartments
- Unit Transfer Policy – Bay Aging Apartments
- Security Policy – Bay Aging Apartments
- Recordkeeping & Security Policy – Bay Aging Apartments
- Rent Collection Policy – Bay Aging Apartments
- Unit Inspection Policy – Bay Aging Apartments
- Marketing Procedure – Bay Aging Apartments
- Property Site Office Operating Procedures – Bay Aging Apartments
- Leasing, Move-Ins & Occupancy – Bay Aging Apartments
- Pet Rules – Bay Aging Apartments
- House Rules – Bay Aging Apartments
- Assistance Animal Policy – Bay Aging Apartments
- Resident Selection Plan – Bay Aging Apartments
- Maintenance and Preventative Maintenance Policy – Bay Aging Apartments
- Insurance Policy and Procedures Requirements – Bay Aging Apartments
- Eviction Procedure – Bay Aging Apartments
- Tobacco Free Policy – Bay Aging Apartments
- PENDING HUD APPROVAL - Resident Selection Plan – Just an FYI, Will go for Board Action once HUD approves

Compliance Review:

- Indoor Plumbing Rehabilitation-Loan Program Compliance Review
- Veteran Directed Care Independent Accountants Report (3 year audit)