

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

July 23, 2020

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

Board Members Absent: Mr. Ed Clayton, Mathews County and Ms. Karen Lewis, Vice Chair, Westmoreland County;

Staff Present: Ms. Kathy Vesley, President/CEO; Ms. Stephanie Hutton, Executive Assistant & Grants Specialist; Mr. Bobby Vassar, Sr Counselor to the President & CEO; Mr. Tinsley Goad, CFO; and Mr. Bill Smith, Deputy CFO

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on July 23, 2020. Due to the Coronavirus (COVID 19) pandemic, in person meetings of 10 or more people are not permitted per mandate from the Commonwealth of Virginia's Governor. Chairman Stanley Clarke called the meeting to order at 9:38 a.m.

Roll Call: Ms. Stephanie Hutton called roll and a quorum was established for the scheduled July 23, 2020 Board of Directors Meeting.

Program:

Ms. Vesley reviewed CARES Act funding approved by several counties to be distributed to Bay Aging for various COVID-19 response services. Approved programs include: Helping Neighbors hot meal delivery, expanded transit services, in-home care and adult day care scholarships, and the rent and mortgage relief program. Ms. Vesley informed directors each county was offered a menu of services and could choose which to fund, if any.

Consent Agenda:

- Minutes - May 28, 2020
- Agenda - July 23, 2020
- Rent and Mortgage Relief Program Grievance Policy

Ms. Jones made a motion to approve the Consent Agenda.
Seconded by Mr. Saunders, 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 June 2020, 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 Ms. Talcott, the motion was approved unanimously.

Mr. Goad reviewed the proposed Bay Aging FY2021 budget.

Mr. Saunders reported the Finance Committee reviewed in depth the proposed Bay Aging FY2021 budget and recommends the Bay Aging Board of Directors approve same. Seconded by Ms. Jones, the motion was approved unanimously.

Mr. Saunders stated the Finance Committee met last week and reviewed the Bay Aging Foundation financials. The financials were approved by the Bay Aging Foundation Board and are provided to the Bay Aging Board as a status report.

There was a discussion on the Neighborhood Assistance Program (NAP), requesting when more funds would be available and how they are accounted for within the agency.

Ms. Vesley reviewed a report she was asked to compile summarizing the impact of moving the current Office for Aging Services/State Unit on Aging (SUA) out of Department of Aging & Rehab Services (DARS) and into the Department of Social Services (DSS) or into placement as a stand-alone agency. This is in response to House Bill 30 Conference Committee Report Item 1 / 2c. The report is a thoughtful description of the purpose and desired attributes of a SUA and a summary of information that Board Directors of AAAs, as the major players in the Aging Network in Virginia, will want to consider as this study moves forward. This is an important policy

matter since it could impact some of the planning around the Joint Venture, Bay Health Solutions, Inc. (BHS).

Mr. Clarke appointed Ms. Johnson, Mr. Carter, and Ms. Jones to the nominating committee to select a slate of officers for consideration at the September Annual meeting. Ms. Johnson volunteered to chair the committee.

Ms. Vesley stated the Advisory Board met and reviewed in-depth the Area Plan updates. The area plan was made available to directors prior to today's meeting on the internal Board website. Mr. Goad briefly reviewed the changes that were made for this year's version.

Dr. Gross made a motion to approve the updates to the Area Plan as presented. Seconded by Mr. Dudley, the motion was approved unanimously.

Ms. Vesley gave a brief update on the Bay Aging Foundation fundraising efforts. Facebook and website traffic is up and well as unsolicited donations. Development staff members are working on a direct mail campaign that will be sent out in the upcoming weeks.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training document on the seven pillars of high performance that organizations like Bay Aging commit to pursuing. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She went over their role in a crisis including risk assessment and management strategies to reduce the risk related to COVID19.

Prior to this meeting the Directors received via email and through their internal portal the Board Notes; this document was also mailed to each Director. Board Notes provide programmatic updates relevant to the Strategic Plan, 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.

Mr. Goad shared an update on the Urbanna Professional Center. Renovations are going well, and plans are to occupy the space by end of September.

Unfinished Business:

Board Member Comments:

Rev. Harris thanked Ms. Vesley and the staff for their hard work and hours of committee during the pandemic.

There was a discussion on the Senior Cool/Fan Program.

Directors observed a moment of silence for Representative John Lewis.

Closed Session:

Rev. Harris requested a motion be read by Mr. Vassar on her behalf to reconvene in Closed Session at 11:26 a.m. to discuss personnel consideration/assignment, real property acquisition, prospective business expansion, and related matters lawfully exempted from public discussion under Sections, 2.2-3711(A)(1), (3) and (5), and Section 2.2-3712 of the Code of Virginia (the Virginia Freedom of Information Act). Seconded by Mr. Saunders, the motion was approved.

The Chairman, Mr. Clarke, called to reconvene in Open Session at 11:34 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".

No action was taken on matters discussed in closed session.

Next Meeting: The next meeting is scheduled to be held on September 24, 2020 at 9:30 a.m. Location will be determined based on the Governor's current mandate for gatherings of 10 or more people on the date of the next meeting.


There being no further business, Mr. Clarke adjourned the meeting at 11:36 a.m.

Bay Aging
Minutes of the Meeting of the Board of Directors
July 23, 2020

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