

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

March 26, 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. Ed Clayton, Mathews 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 and Rev. Maria Harris, King William County; Ms. Marcia Jones, Middlesex County; and Ms. Cynthia Talcott, Richmond County

Board Members Absent: Mr. Charles Adkins, Esq., King & Queen County and Ms. Karen Lewis, Vice Chair, Westmoreland County;

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

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on March 26, 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 9:43 a.m.

Roll Call: Ms. Stephanie Hutton called roll and a quorum was established for the scheduled March 26, 2020 Board of Directors Meeting.

Consent Agenda:

- Minutes - January 23, 2020
- Agenda - March 26, 2020

Ms. Jones made a motion to approve the Consent Agenda.
Seconded by Ms. Johnson, 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 February 2020, including a

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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 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.

Ms. Jones stated that the Audit and Finance Committee met last week and reviewed the Consolidated Bay Aging Audit for FY end September 30, 2019. The audit was provided to Directors for review prior to the meeting via the board's internal website.

Ms. Jones reported the Finance Committee reviewed in depth the Consolidated Bay Aging Audit for FY end September 30, 2019 and recommends the Bay Aging Board of Directors approve same. Seconded by Ms. Talcott, the motion was approved unanimously.

Ms. Jones stated that the Audit and Finance Committee met last week and reviewed the Bay Aging Foundation Form 990 for FY end September 30, 2019. The Form 990 was provided to Directors for review prior to the meeting via the board's internal website.

Ms. Jones reported the Finance Committee reviewed in depth the Bay Aging Foundation Form 990 for FY end September 30, 2019 and recommends the Bay Aging Board of Directors approve same. Seconded by Rev. Harris, the motion was approved unanimously.

Ms. Vesley announced a vacancy on the Bay Aging Rehab Board. This board is separate from the full Bay Aging Board.

Mr. Clarke reported the Executive committee met last week and recommends the Bay Aging Board of Directors appoint Ms. Vera Lee to the Bay Aging Rehab Board. Seconded by Mr. Carter, the motion was approved unanimously.

Ms. Vesley updated Directors on the agency's current response to the COVID 19 pandemic. She encouraged Directors to regularly check email since there were a number of updates that were sent out, and she will continue to send email updates as services, operations, or staffing changes. Ms. Vesley thanked Directors for their willingness to hold committee and board meetings via WebEx. Staff has already

moved to working from home or set up flex scheduling to avoid multiple people in the offices at once. Transit is currently still operating but is following guidance from the Department of Rail and Transportation on safety for drivers and passengers. Active Lifestyle Centers and Adult Day Cares have shut down and attendees are being offered home delivered Meals on Wheels, in-home care, and receive daily wellness calls. Ms. Vesley assured Directors that staff and client safety is priority and Senior Leadership is working on creative methods for safely delivering needed services to the community.

Ms. Vesley presented an Emergency Leave Policy that would allow all active employees, both full-time and part-time, the opportunity to maintain their position with Bay Aging while needing to be away from work during a crisis. The Emergency Leave Policy also provides unpaid leave and may also be able to provide paid leave to staff while Bay Aging and its staff recovers from such crisis.

Mr. Clarke reported the Executive committee met last week and recommends the Bay Aging Board of Directors approve the Emergency Leave Policy. Seconded by Rev. Harris, the motion was approved unanimously.

Ms. Vesley presented proposed amendments to Bay Aging's fiscal policies that would allow for the following procedures to take place during the COVID 19 pandemic. These amendments do not waive any approvals but obtains them electronically. Fiscal controls are still paramount, and documentation will be maintained for future internal review and external audit purposes.

- For payments, Accounts Payable (AP) Administrator will enter bills into the general ledger as received. Those that are routine will be placed in line for payment, and an email will be circulated to document approval for the file.
- For non-routine bills, AP Admin will circulate bill details via email to directors for email approval before being placed in line for payment.
- For checks, AP Admin will use the signature plate for signing checks. She will maintain the register and this will be reviewed by the check signers.
- For cash receipts, checks collected by the receptionist will be placed in the receptionist lock box after collection from the post office and after recording in the green book. Accounts Receivable (AR) Administrator will collect the checks from this point and deposit. If Fiscal collects directly from the PO,

then fiscal will still record in the green book prior to deposit. A list of the checks and deposits will be maintained for future reconciliation.

- Foundation checks will be deposited directly into the Bay Aging account, and coded either to the Foundation element for undesignated contributions, or directly to the designated program.

Mr. Clarke reported the Executive Committee met last week and recommends the Bay Aging Board of Directors approve the proposed Emergency Fiscal Policy Waivers. Seconded by Mr. Dudley, the motion was approved unanimously.

Ms. Vesley shared a Public Service Announcement with Directors that was sent to local media sources about a Facebook volunteer sign up form to help make deliveries or provide other services to those in need or self-quarantining during the pandemic.

Ms. Vesley shared that Dr. Gross, Mr. Carter, Mr. Goad, and her attended a Trusted Broker Model meeting. While there is no traction in Virginia yet, health plans are interested in Bay Aging's VAAACares® program. Mr. Carter and Ms. Vesley also attended a national meeting where VAAACares® was recognized several times, including in the Department of Health and Human Service's blog.

Ms. Vesley reminded Directors that minutes from the Bay Aging Foundation Meetings are posted to the board website.

Ms. Vesley announced the Bay Aging Foundation Board has developed a subcommittee to work on re-writing the Investment Policy to align more with the current Foundation's functions. A copy of the plan was provided to Directors for their review and suggestions.

Ms. Vesley alerted Directors there are updates on the current giving campaigns on page 59 of the board packets.

Governance:

As part of Bay Aging's ongoing Board governance training, Ms. Vesley, introduced a new segment on Governance as Leadership. Ms. Vesley posed questions to the Directors that invited creativity and exploration and encouraged reaction or system processes from the questions. The list of questions 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 mailed to each Director. 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.

Mr. Goad shared the progress of the Urbanna Professional Center renovations. Best Way Custom Homes was awarded the contract. Employees will be moving out of the main office building by May 1. The project was under-budget and should be underway soon.

Unfinished Business:

Board Member Comments:

Mr. Carter commended Ms. Vesley and staff for their amazing leadership and hard work during these difficult times.

Mr. Carter recommended that the Executive Committee, in consultation with Bay Aging leadership staff, be given authority to change budgets and access all cash in all accounts to meet the needs of the Agency and/or community during the COVID 19 pandemic.

Mr. Clarke reported the Executive Committee met last week and recommends the Bay Aging Board of Directors approve the proposed temporary authority to the Executive Committee to change budgets and access all cash in all accounts to meet the needs of the Agency and/or community during the COVID 19 pandemic. Seconded by Ms. Jones, the motion was approved unanimously.

Closed Session:

Mr. Carter requested a motion be read by Vassar on his behalf to reconvene in Closed Session at 10:44 a.m. to discuss personnel evaluation and related matters lawfully exempted from public

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discussion under Sections, 2.2-3711(A) (1), (3) and (5) and 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 10:10 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 accept the work model to further develop the Joint Venture with Peninsula Agency on Aging and to pay for legal counsel to advise on same as presented in closed session. Seconded by Ms. Jones, the motion was approved.

Ms. Johnson moved to develop a contract to purchase office space pursuant to discussions in closed session. Seconded by Rev. Harris, the motion was approved.


Next Meeting: The next meeting is scheduled to be held on May 28, 2020 at 9:30 a.m. Location will be determined based on the Governor's current mandate for gathers of 10 or more people on the date of the next meeting.

There being no further business, Mr. Clarke adjourned the meeting at 11:12 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