

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

May 28, 2020

Board Members Present: Mr. Stanley Clarke, At-Large, Essex County; Ms. Karen Lewis, Vice Chair, Westmoreland 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 Ms. Marcia Jones, Middlesex County; and Ms. Cynthia Talcott, Richmond County

Board Members Absent: Mr. Charles Adkins, Esq., King & Queen County and Rev. Maria Harris, King William County

Apartments Board Member Present: Mr. William Massey, President & CEO, Peninsula Agency on Aging, Inc.

Staff Present: Ms. Kathy Vesley, President/CEO; Ms. Stephanie Hutton, Executive Assistant; 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 May 28, 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 May 28, 2020 Board of Directors Meeting.

Consent Agenda:

- Minutes - March 26, 2020
- Agenda - May 28, 2020

Ms. Jones made a motion to approve the Consent Agenda.
Seconded by Dr. Gross, 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 April 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 Mr. Carter, 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. Vesley presented the Bay Aging Articles of Incorporation (AOI) for re-approval. No changes were made but in order to formally file the articles with the SCC, we needed to revise the date of adoption. The previous date of May 24, 2018 was past the deadline for filing.

Mr. Clarke reported the Executive committee met last week and recommends the Bay Aging Board of Directors re-approve the Bay Aging Articles of Incorporation. Seconded by Ms. Jones, the motion was approved unanimously.

Ms. Vesley shared resolutions for a general partner of Holley Pointe with limited partnership. These are tax-credit partnerships that benefit Bay Aging at no risk or cost to the organization.

Mr. Clarke reported the Executive committee met last week and recommends the Bay Aging Board of Directors approve the resolutions for Holley Pointe as presented. Seconded by Talcott, the motion was approved unanimously.

Ms. Vesley presented a Temporary Telecommuting Arrangements Policy that would allow employees to temporarily telework during the COVID-19 outbreak. This would apply to employees whose job duties are conducive to working from home but who do not regularly telecommute.

Mr. Clarke reported the Executive committee met last week and recommends the Bay Aging Board of Directors approve the

Ms. Vesley shared a video of all Senior Leadership giving updates on their department's efforts and successes during the COVID19 pandemic. Directors expressed they are pleased with Bay Aging's COVID19 response.

Ms. Vesley stated proposals are being drafted to recommend to County Board of Supervisors to continue the Helping Neighbors hot meal program.

Ms. Vesley gave several short updates on the expansion of the Veteran Directed Care program into Kansas and New Jersey, Adult Day Cares opened on May 18th, May Day will be virtual this year, and the Urbanna Professional Center is making great progress and expected to start completions the end of July and finish in September.

There was a discussion on how the agency is handling any COVID19 positive residents in the apartments.

There was a discussion on telehealth initiatives.

Unfinished Business:

Board Member Comments:

Closed Session:

Mr. Carter requested a motion be read by Vassar on his behalf to reconvene in Closed Session at 11:10 a.m. to discuss personnel evaluation 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. Dudley, the motion was approved.

The Chairman, Mr. Clarke, called to reconvene in Open Session at 11:31 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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Ms. Johnson moved to accept the CEO evaluation and compensation effective June 1, 2020 as discussed in closed session. Seconded by Mr. Saunders, the motion was approved.

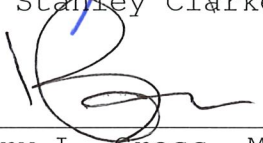
Next Meeting: The next meeting is scheduled to be held on July 23, 2020 at 9:30 a.m. Location will be determined based on the Governor's current mandate for gathers of 10 or more people on the date of the next meeting.

There being no further business, Mr. Clarke adjourned the meeting at 11:35 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