

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

September 24, 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; Mr. Ed Clayton, Mathews County and Ms. Karen Lewis, Vice Chair, Westmoreland County; and Rev. Maria Harris, King William County

Board Members Absent: Mr. Charles Adkins, Esq., King & Queen County and Ms. Cynthia Talcott, Richmond County;

Other Board Members Present: Mr. William Massey, Peninsula Agency on Aging, Inc. President & CEO, Bay Aging Apartments Boards and Mr. Bill Doyle, Bay Aging Foundation Board Chair elect.

Staff Present: Ms. Kathy Vesley, President/CEO; Ms. Jennifer Beck, Director of Community Living Programs; Mr. Tinsley Goad, CFO; Ms. MaDena DuChemin, Human Resource Manager; Ms. Melissa Blake, Veteran Directed Care Administrator; Jean Duggan, Director of Development; Mr. Joshua Gemerek, Sr. VP Housing; Ms. Stephanie Hutton, Executive Assistant & Grants Specialist; Mr. Michael Norvell VP of Business Development and Marketing; Ms. Tiffany Robins, Director of Home and Community Based Programs, Director of Care Coordination; Mr. Bill Smith, Deputy CFO; Ms. Lisa Walker, VP, Advocacy Resources; Mr. Bobby Vassar, Senior Counselor to the President; Mr. Robert Butler, IT Director; Mr. Ken Pollock, Transit Director; Ms. Lauren Cobb, Assistant Director, Home and Community Based Services; and Ms. Elizabeth Whitaker, Fiscal Administrator.

Guests Present: Ms. Lynda Smith, Mathews County resident

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on September 24, 2020. Due to the Coronavirus (COVID 19) pandemic, in person meetings of 10 or more people are strongly discouraged by the Commonwealth of Virginia's Governor. Chairman Stanley Clarke called the meeting to order at 9:45 a.m.

Roll Call: Ms. Stephanie Hutton called roll and a quorum was established for the scheduled September 24, 2020 Board of Directors Meeting.

Program:

Mr. Clarke presented a resolution of gratitude to Mr. Clayton for his many years of service as a Director. Mr. Clayton made remarks about how gratifying the experience has been and that he loved telling the community about all the great programs and services Bay Aging offers. To Mr. Clayton, Bay Aging is top notch and has impacted his life greatly. Mr. Clayton's term will end September 30th and Ms. Lynda Smith will be filling his seat from Mathews County.

Ms. Vesley shared Bay Transit's *Ready to Go* video. The video shows the instillation of safety glass and other precautions taken to keep Bay Transit riders safe during the COVID-19 pandemic.

Each member of the leadership team gave a brief update on their programs and services. The staff's summaries included successes, current program status, goals, and other relevant updates.

Consent Agenda:

- Minutes - July 23, 2020
- Agenda - September 24, 2020

Ms. Jones made a motion to approve the Consent Agenda.
Seconded by Dr. Gross, the motion was approved unanimously.

New Business:

Ms. Johnson stated the nominating committee met and recommends the following slate to fill a two-year term ending September 30, 2022:

- Jimmie Carter, Chairman, Lancaster County
- Barry Gross, M.D., Vice-Chair, Gloucester County
- Stanley Clarke, Treasurer, Essex County
- Vera Lee, Secretary, Lancaster County

Ms. Johnson made a call for nominations from the floor, hearing none the nominations were closed, and the above slate of officers were appointed.

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 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 Rev. Harris, the motion was approved unanimously.

There was a discussion on Transit fares.

Ms. Vesley reviewed the Bay Aging Policies and Resolutions - the entire list can be found in Attachment A.

- Authorization that the President can sign documents and take action on behalf of 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.

Prior to the September 24, 2020 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.

Mr. Clarke stated the Executive Committee met last week and reviewed the Bay Aging Policies and Resolutions and recommends the Bay Aging Board of Directors approve same. Seconded by Ms. Jones, the motion was approved unanimously.

Ms. Vesley presented a proposed Tobacco/Smoke Free Campuses policy, sharing both negative and positive feedback from leadership staff. This would prohibit use of any tobacco or smoke products on all Bay Aging campuses.

Mr. Clarke stated the Executive Committee met last week and reviewed the Tobacco/Smoke Free Campuses Policy and recommends the Bay Aging Board of Directors approve same. Seconded by Ms. Jones, the motion was approved unanimously.

Chief Executive's Report:

Ms. Vesley proposed the board consider policy be written to allow hiring high school students (grade 12) age 17+ to fill companion aide positions. Currently, there is an aid shortage, and this would help to fill that gap in service.

Mr. Dudley made a motion to approve policy be written to hire high school students (grade 12) age 17+ to fill companion aide positions. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley presented a proposed policy change to allow exempt part-time employees to receive benefits at $\frac{1}{2}$ the rate of full-time employees.

Ms. Lee made a motion to amend policy and allow exempt part-time employees to receive benefits at $\frac{1}{2}$ the rate of full-time employees. Seconded by Ms. Jones, the motion was approved unanimously.

Ms. Vesley reviewed the Governance Training document on the Board in the Time of Coronavirus. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She reviewed how to operate the board during the crisis, what types of supports are needed from the board, balancing priorities, and how to stay ahead of the next normal.

Ms. Vesley suggested the newly elected executive committee meet for a retreat to discuss strategic planning and goals for the next two years. The new Executive Committee agreed to meet via Zoom on October 30th from 10AM - 12PM.

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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. Walk throughs are being completed and final office assignments are being made. Furniture is in the process of being selected and ordered. There was a discussion on handicap accessibility, and the complex is accessible.

Unfinished Business:

A reminder was made that Bay Transit is offering free and safe rides within the Middle Peninsula and Northern Neck to the voting polls on November 3rd. Interested individuals should call Bay Transit to schedule their free ride.

Board Member Comments:

Mr. Carter made a reminder to Directors that the Fiscal Year ends September 30th, but it is not too late to make their yearly contribution. No amount is too small and all is greatly appreciated.

There was a discussion on training for the high school companion aides.

Closed Session:

Ms. Jones made a motion 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) and Section 2.2-3712 of the Code of Virginia (the Virginia Freedom of Information Act). Seconded by Ms. Lee, the motion was approved.

The Chairman, Mr. Clarke, called to reconvene in Open Session at 11:36 a.m. and asked for certification from each director by saying,

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"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 made a motion to approve the action on the Adult Day Care Centers as discussed in closed session. Seconded by Mr. Craig, the motion was approved unanimously.

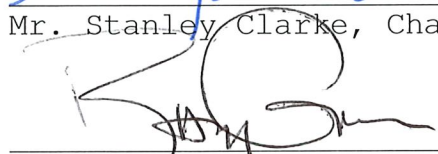
Next Meeting: The next meeting is scheduled to be held on November 19, 2020 at 9:30 a.m. Location will be determined based on the Governor's current mandate and guidance for gatherings of 10 or more people on the date of the next meeting.

There being no further business, Mr. Clarke adjourned the meeting at 11:38 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