

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

January 28, 2021

Board Members Present: Mr. Jimmie Carter, Chairman, Lancaster County; Barry L. Gross, M.D., Vice-Chair, Gloucester County; Ms. Vera Lee, Secretary, Lancaster County; Mr. Ron Saunders, Gloucester County; Mr. Bruce Craig, Northumberland County; Mr. James Dudley, Middlesex County; Ms. Belinda Johnson, Westmoreland County; Ms. Marcia Jones, Middlesex County; Ms. Lynda Smith, Mathews County; Ms. Karen Lewis, Westmoreland County; Ms. Cynthia Talcott, Richmond County; Rev. Maria Harris, King William County; and Mr. Bill Doyle, Northumberland County

Board Member Absent: Mr. Stanley Clarke, Treasurer, Essex County and Mr. Charles Adkins, Esq., King & Queen County

Other Board Members Present: Mr. William Massey, Peninsula Agency on Aging, Inc. President & CEO, Bay Aging Apartments Boards

Staff Present: Ms. Kathy Vesley, President/CEO; Mr. Tinsley Goad, CFO; Ms. MaDena DuChemin, Human Resource Manager; Mr. Joshua Gemerek, Sr. VP Housing; Ms. Stephanie Hutton, Executive Assistant & Grants Specialist; Ms. Tiffany Robins, Director of Home and Community Based Programs, Director of Care Coordination; Mr. Bill Smith, Deputy CFO; Mr. Bobby Vassar, Senior Counselor to the President; Ms. Cathey Eades, Director Care Transitions; Mr. Ken Pollock, Transit Director; and Ms. Penny Smith, VP Business Development

Guests Present: Dr. Marty Tennielle, Peninsula Agency on Aging Board Director

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on January 28, 2021. Due to the Coronavirus (COVID 19) pandemic, in person meetings are strongly discouraged by the Commonwealth of Virginia's Governor. Chairman Jimmie Carter called the meeting to order at 9:31 a.m.

Roll Call: Ms. Stephanie Hutton called roll and a quorum was established for the scheduled January 28, 2021 Board of Directors Meeting.

Public Comment: None

Program:

Bay Aging department heads and other leadership provided brief updates on various topics including NCQA certification, recent awards won, expansion of programs, Daffodil Gardens Phase II construction, and other exciting initiatives. Ms. Hutton shared there would be a virtual "walking tour" of the newly renovated Urbanna Professional Center following adjournment of today's meeting for Directors who were interested in seeing the new complex.

Consent Agenda:

- Minutes - November 19, 2020
- Agenda - January 28, 2021

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

New Business:

Mr. Goad, on Mr. Clarke's behalf, stated the Finance Committee met last week and reviewed the financials.

Mr. Goad reported the Finance Committee reviewed in depth the Bay Aging Financials through December 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. Doyle, the motion was approved unanimously.

Mr. Goad reviewed the Bay Aging Foundation Financials through November 2020. He reminded Directors that the Foundation Financials are approved by the Foundation Board, so no action is required.

Ms. Vesley informed Directors of a new 10% tax credit partnership possibilities, including one with the Woda Group in Augusta County and Tidewater. Bay Aging regularly partners with for-profit entities for tax credit benefits. Bay Aging receives approximately \$32,000 and first right of refusal as a partner, and Bay Aging assumes no liability or risk involved in the partnership.

Mr. Carter stated the Executive Committee met last week and reviewed the proposed tax credit partnerships with the Woda Group (or others) and recommends the Bay Aging Board of

Directors approve same. Seconded by Ms. Jones, the motion was approved unanimously.

Ms. Vesley reminded Mr. Carter that an Audit Committee will need to be appointed. Mr. Carter will reach out to Directors after the meeting to inquire about interest in serving.

Ms. Vesley requested Directors consider approving an expenditure of up to \$28,000 to cover the cost of increased materials for Daffodil Gardens Phase II. This expense will only be incurred if the contractor is unwilling to split the \$110,344.10 worth of extra costs. Contingency funds would be able to cover all 50% of increased costs but would be short \$28,000 if the full 100% is needed.

Mr. Carter stated the Executive Committee received a detailed email from Ms. Vesley on January 25, 2021 and reviewed the potential \$28,000 expenditure for increased material costs and recommends the Bay Aging Board of Directors approve same. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley stated the Bay Aging Foundation has a draft Request for Proposals (RFP) for investment firms that is expected to be released very soon. Outside help for infrastructure development for the Foundation is also being solicited from consultants/professionals in our community.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training document on *Board Basics*. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She shared what it means to be a good steward of Bay Aging and governance responsibilities.

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.

Ms. Vesley announced there have been contract discussions with an agency in Indiana through VAAACares®. This organization is currently

contracted with Anthem and is looking for a subcontractor to cover Care Transitions in Virginia. Staff are still examining the profitability of this opportunity.

Ms. Vesley informed Directors about a possible opportunity to partner with an organization in Missouri to provide Financial Management Services (FMS) for their Veteran Directed Care program.

Ms. Vesley updated Directors on the 2021 General Assembly Legislative Session. She advised staff would create talking points for Directors and provide contact information of representatives for Directors to reach out and advocate on why Aging Services are critical in the Northern Neck and Middle Peninsula.

Ms. Vesley alerted Directors the Virginia Health Department (VDH) is working to mitigate confusion and issues with scheduling to receive the COVID-19 vaccine. Virginia is not seeing a quick turnaround on vaccines and is currently performing poorly in distribution of the vaccine. Bay Aging has offered support to help administer the vaccine in any capacity that is helpful to the VDH. Advocacy for older adults 60+ to receive prioritization is still needed. 90% of COVID related deaths are in this age group. Ms. Vesley thanked Directors for their letters to the editor. Rev. Harris and Mr. Dudley gave updates on accessing vaccines through the VAMC.

Unfinished Business:

Board Member Comments:

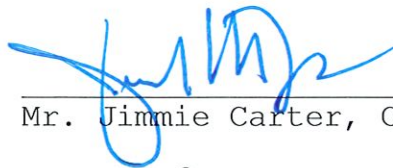
Next Meeting: The next meeting is scheduled to be held on March 25, 2021 at 9:30 a.m. Location will be determined based on the Governor's current mandate and guidance for in person gatherings on the date of the next meeting.

There being no further business, Mr. Carter adjourned the meeting at 10:56 a.m.

Ms. Hutton shared a virtual "walking tour" video of the newly renovated Urbanna Professional Center.

Bay Aging
Minutes of the Meeting of the Board of Directors
January 28, 2021

I certify that the foregoing is a true and correct copy of the minutes approved by the Bay Aging Board of Directors.



Mr. Jimmie Carter, Chairman



Ms. Vera Lee, Secretary