

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

May 27, 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. Stanley Clarke, Treasurer, Essex 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. Cynthia Talcott, Richmond County; Rev. Maria Harris, King William County; and Mr. Bill Doyle, Northumberland County

Board Members Absent: Ms. Lynda Smith, Mathews County; Ms. Karen Lewis, Westmoreland 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. Joshua Gemerek, Sr. VP Housing; Mr. Tinsley Goad, CFO; Ms. Stephanie Hutton, Executive Assistant & Grants Specialist; Ms. Hunter LeClair, Program Manager; Mr. Bill Smith, Deputy CFO; Mr. Bobby Vassar, Senior Counselor to the President; Ms. MaDena DuChemin, Human Resource Manager; and Ms. Julie Northcott-Wilson, Statistician

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on May 27, 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 9:39 a.m.

Roll Call: Ms. Stephanie Hutton called roll and a quorum was established for the scheduled May 27, 2021 Board of Directors Meeting.

Public Comment: None

Program:

Ms. Vesley presented the Commonwealth Council on Aging's First-place Best Practices Award for Bay Aging's Older Adults Experiencing Homelessness submission. Mr. Gemerek spoke about how this program is symbolic of the integration of all housing programs to best serve the community and housing needs of older adults.

Consent Agenda:

- Minutes - March 25, 2021
- Agenda - May 27, 2021

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

New Business:

Mr. Clarke stated the Finance Committee met last week and reviewed the financials.

Mr. Clarke reported the Finance Committee reviewed in depth the Bay Aging Financials through April 2021, 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. Jones, the motion was approved unanimously.

Mr. Clarke reviewed the Bay Aging Foundation Financials through March 2021. He reminded Directors that the Foundation Financials are approved by the Foundation Board, so no action is required.

Ms. Vesley announced staff submitted a grant through the Dept. of Health and Human Services and the Administration on Community Living to form a Community Integrated Health Network (CIHN) across the Commonwealth. Several key partners have signed letters of support and Bay Aging is the only applicant from Virginia.

Closed Session:

Mr. Clarke moved to reconvene in Closed Session at 10:07 a.m. to discuss matters concerning personnel compensation, real property acquisition and related matters lawfully exempted from public discussion under Sections 2.2-3711(A)(1), 2.2-3711(A)(3) and 2.2-3712 of the Code of Virginia (the Virginia Freedom of Information Act). Seconded by Mr. Doyle, the motion was approved.

The Chairman, Mr. Carter, called to reconvene in Open Session at 10:35 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".

Mr. Doyle made a motion to approve the three resolutions (CEO may sign application, close on the purchase, and interim financing) concerning the purchase of the Urbanna office building as presented in closed session. Seconded by Rev. Harris, the motion was approved unanimously.

Ms. Jones made a motion to approve the three resolutions (CEO may sign application, close on the purchase, and interim financing) concerning the purchase of the Montross office building as presented in closed session. Ms. Johnson sustained from the vote due to a business conflict of interest. Seconded by Mr. Doyle, the motion was approved.

New Business Cont.:

Mr. Doyle announced the Bay Aging Foundation Board will be holding a retreat focused on professional Board development, fundraising, and board expansion on June 17, 2021.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training document titled *Seven Pillars of High Performing Organization*. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She reviewed pillar two: Disciplined, people focused management.

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.

Unfinished Business: None

Board Member Comments:

Bay Aging
Minutes of the Meeting of the Board of Directors
May 27, 2021

The Board shared their gratitude and congratulations to Ms. Jean Duggan on her upcoming retirement after 17 years of service to Bay Aging.

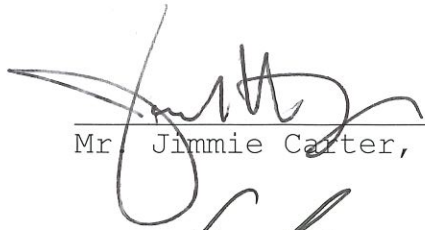
Next Meeting: The next meeting is scheduled to be held on July 22, 2021 at 9:30 a.m. as a hybrid meeting (in-person and via Zoom).

There was a discussion on the scheduled November 11, 2021 Executive Committee, Finance Committee, and Foundation Board meeting, which falls on a holiday (Veterans Day). Directors unanimously agreed to move the meeting to Wednesday, November 10, 2021.


Bay Aging's Leadership Institute joined the meeting and presented an overview of Bay Aging services.

There being no further business, Mr. Carter adjourned the meeting at 11:28 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. Jimmie Carter, Chairman



Ms. Vera Lee, Secretary