

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

November 18, 2021

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

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

Guests Present: Mr. Bill Massey, President & CEO, Peninsula Agency on Aging, Inc., Bay Aging Apartments Boards Director.

Staff Present: Ms. Kathy Vesley, President & CEO; Ms. MaDena DuChemin, Human Resource Manager; Mr. Pat Frere, Director of Development and Planning; Mr. Joshua Gemerek, Sr. VP Housing; Mr. Tinsley Goad, Chief Financial Officer; Ms. Stephanie Hutton, Executive Assistant and Grants Specialist; Ms. Julie Northcott-Wilson, Statistician; Ms. Tiffany Robins, Director of Home and Community Based Programs, Director of Care Coordination; Mr. Bobby Vassar, Senior Counselor to the President; Ms. Fran Anderson, Project Manager Community Integrated Health Network; Ms. Cathey Eades, Director, Care Transitions; Ms. Jennifer Beck, Director, Community Living Programs; Mr. Ken Pollock, Director, Bay Transit; and Ms. Lauren Cobb, Assistant Director, Care Coordination & Quality Improvement and Compliance Manager.

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on November 18, 2021. Given the rise in COVID-19 infections, in person meetings are strongly discouraged by the Commonwealth of Virginia's Governor. Chairman, Mr. Carter, called the meeting to order at 9:38 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled November 18, 2021 Board of Directors Meeting.

Program:

Ms. Hutton and Ms. Northcott-Wilson gave an overview of the Giving Tuesday (November 30th) campaign. The Jessie Ball duPont Fund is offering matching donations up to \$500 per online donation for a

total match up to \$25,000. Directors were sent a marketing tool kit to help them spread the word to family, friends, and community members. The match period is November 1 - December 31, 2021.

Ms. Northcott-Wilson explained the Community Needs Assessment to Directors. The assessment is done every three years and helps Bay Aging to determine strategic goals and focus areas for specific programs and services. Mr. Frere informed Directors that assessment is available both electronically and on paper. Copies and links were sent to various community organizations and governmental offices, Bay Transit has copies available on buses, and all Bay Aging Apartment residents received a copy. Mr. Craig suggested also sending to local churches, libraries, and Departments of Social Services.

Ms. Vesley presented a PowerPoint presentation on the goals and buildout of the Community Integrated Health Network (CIHN). Ms. Anderson introduced herself as the Project Manager for this initiative and gave a brief biography.

Consent Agenda:

- Minutes - September 23, 2021
- Agenda - November 18, 2021

Mr. Dudley 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 September 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. Smith, the motion was approved unanimously.

Mr. Clarke presented the Bay Aging Foundation financials through September 2021. He reminded Directors that no action is needed since these were approved by the Bay Aging Foundation Board last week.

Ms. Vesley presented two Loan Resolution Security Agreements, one for the Montross Senior Community Building and one for the Urbanna Veterans Care Building. Directors were provided a copy of both documents in advance of today's meeting.

Mr. Carter stated the Executive Committee met last week and reviewed the two Loan Resolution Security Agreements and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Doyle, the motion was approved unanimously.

Ms. Vesley shared the proposed Program Discharge Policy for the community-based care coordination program (NCQA). Directors were provided a copy of the policy in advance of today's meeting.

Mr. Carter stated the Executive Committee met last week and reviewed the program Discharge Policy and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Clarke, the motion was approved unanimously.

Ms. Vesley reviewed proposed Bay Aging policy regarding COVID-19 vaccine and testing requirements - Employee choice. This policy meets OSHA's Emergency Temporary Standard requiring employers of 100 or more workers to mandate COVID-19 vaccination or a weekly test for all employees. Directors were also informed of the option of a no choice policy requiring all staff to be fully vaccinated without a weekly testing option. Directors were provided a copy of the policies in advance of today's meeting. There was much discussion.

Mr. Carter stated the Executive Committee met last week and reviewed the Bay Aging policy regarding COVID-19 vaccine and testing requirements - Employee choice and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Doyle, the motion was approved. Rev. Harris abstained from the vote.

Ms. Vesley announced that she made a presentation to the Middlesex Board of Supervisors regarding Rawley Park Workforce Housing. She discussed Bay Aging's background and qualifications regarding successful construction and management of apartment properties. The Board of Supervisors endorsed Rawley Parking moving forward with Bay Aging, and staff are working with a lawyer to draw up the standard forms to keep progressing with the project. Mr. Carter announced the Lancaster School Board and Board of Supervisors as well as the Kilmarnock Town Council have planned meetings regarding Mercer Place Workforce Housing in December. Directors are welcome to attend.

Ms. Vesley presented the revised Bay Transit Title VI Plan and Procedures. This policy is required by the Department of Rail & Public Transportation. Directors were provided a copy of the plan in advance of today's meeting.

Mr. Clarke made a motion to approve the Bay Transit Title VI Plan and Procedures as presented. Seconded by Mr. Dudley, the motion was approved unanimously.

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 five: A culture that values learning.

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:

Mr. Craig announced he saw an AARP announcement that Northumberland was the second most isolated county in the country. He requested staff investigate this report.

Board Member Comments:

Mr. Carter wished Directors and staff Happy Holidays.

Closed Session:

Mr. Clarke made a motion to reconvene in Closed Session at 11:20 a.m. to discuss matters concerning personnel evaluation and related matters lawfully exempted from public discussion under Sections 2.2-3711(A)(1) and 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. Carter, called to reconvene in Open Session at 11:35 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".

No action was taken on the matters discussed in closed session.

Next Meeting: The next meeting is scheduled to be held on January 27, 2022 at 9:30 a.m. Location will be determined based on the current COVID-19 cases and guidance for gatherings of in-person meetings.

There being no further business, Mr. Carter adjourned the meeting at 11:40 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