

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

July 22, 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. 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; Ms. Lynda Smith, Mathews County; Ms. Karen Lewis, Westmoreland County; and Mr. Bill Doyle, Northumberland County

Board Members Absent: Ms. Vera Lee, Secretary, Lancaster County; Rev. Maria Harris, King William 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; Mr. Bobby Vassar, Senior Counselor to the President; Ms. Julie Northcott-Wilson, Statistician; Ms. Lisa Walker, VP Advocacy Resources; Ms. Jennifer Beck, Director Community Living Programs; and Ms. Cathey Eades, Director Care Transitions.

Guest Present: Ms. Mary Arthur, Dementia Care Consultant and Advisor

Call to order: The Bay Aging Board of Directors met in person and via Zoom teleconference, on July 22, 2021. Due to the Coronavirus (COVID 19) pandemic, Directors were given the option to attend in person or via teleconference. Chairman Jimmie Carter called the meeting to order at 9:36 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled July 22, 2021 Board of Directors Meeting.

Public Comment: None

Program:

Ms. Arthur gave a presentation on her background and expertise in Dementia care and caregiver training/support. She discussed statistics and need within the local community and the importance of reducing stigma around the disease. She stated there is a great

need in our community for caregiver supports and offered to partner with Bay Aging in Dementia/Alzheimer's focused initiatives.

Mr. Goad and Ms. Vesley presented the FY 2022 Budget and Area Plan updates.

Consent Agenda:

- Minutes - May 27, 2021
- Agenda - July 22, 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 May 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 Mr. Craig, the motion was approved unanimously.

Mr. Clarke reviewed the Bay Aging Foundation Financials through May 2021 and the Foundation Budget for FY22. He reminded Directors that the Foundation Financials are approved by the Foundation Board, so no action is required.

Mr. Clarke stated the Finance Committee met last week and reviewed the proposed FY22 Bay Aging Budget.

Mr. Clarke reported the Finance Committee reviewed in depth the Bay Aging Budget for FY22 and recommends the Bay Aging Board of Directors approve same. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley presented the Area Plan update for FY22. The Area Plan had already been approved by Bay Aging's Advisory Board and Executive Committee and is now presented to the full Board for review and consideration of approval. Directors were provided a copy in advance of today's meeting via email.

Mr. Carter reported the Executive Committee met last week and reviewed the Area Plan updates for FY22 and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Clarke, the motion was approved unanimously.

Ms. Vesley announced the Bay Aging Foundation Board has identified Mr. Jackson Neal as a Director to serve on the Board.

Mr. Carter reported the Executive Committee recommended appointment of Mr. Neal to the Bay Aging Foundation Board unanimously via email on June 1, 2021 and recommends the Bay Aging Board of Directors approve same. Seconded by Ms. Jones, the motion was approved unanimously.

Ms. Vesley shared a "white paper" outlining priorities around caregiver supports, focusing on memory care for the Bay Aging Foundation.

Mr. Carter reported the Executive Committee met last week and discussed the proposed "White Paper" in detail and recommends the Bay Aging Board of Directors approve same. 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 three: Well-Designed and Well-Implemented Programs and Strategies.

Prior to this meeting the Directors received via email and through their internal portal the Board Notes. 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 the Neighborhood Assistance Program (NAP) tax-credits would be available soon. Directors should expect and email from Ms. Jean Duggan with instructions if they wish to purchase.

Unfinished Business: None

Board Member Comments:

There was a discussion on the status of Bay Aging's ALC Grant application, which would assist Bay Aging/VAAACares® in forming a Community Integrated Health Network (CIHN). Announcement of funding recipients has not been made.

There was a discussion on funding Bay Aging has received to pay for assistance with access to COVID-19 vaccines.

Closed Session:

Mr. Craig made a motion to reconvene in Closed Session at 11:45 a.m. to discuss matters concerning real property acquisition and related matters lawfully exempted from public discussion under Sections 2.2-3711(A)(3) and 2.2-3712 of the Code of Virginia (the Virginia Freedom of Information Act). Seconded by Mr. Clarke, the motion was approved.

The Chair, Mr. Carter, called to reconvene in Open Session at 11:58 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 committee unanimously responded, "I so certify".

Dr. Gross made a motion to approve a resolution for interim and USDA financing for purchase and renovation of office space in Montross pursuant to discussion in closed session. Seconded by Mr. Doyle, the motion was approved unanimously.

Dr. Gross made a motion to approve a resolution for interim and USDA financing for purchase and renovation of office space in Urbanna pursuant to discussion in closed session. Seconded by Mr. Doyle, the motion was approved unanimously.

Dr. Gross made a motion to approve conceptual acquisition of real property, Mercer Place, pursuant to discussion in closed session. Seconded by Mr. Doyle, the motion was approved unanimously.

Dr. Gross made a motion to approve conceptual acquisition of real property, Rawley Park, pursuant to discussion in closed

session. Seconded by Mr. Doyle, the motion was approved unanimously.

Next Meeting: The next meeting is scheduled to be held on September 23, 2021 at 9:30 a.m. as a hybrid meeting (in-person and via Zoom).

There being no further business, Mr. Carter adjourned the meeting at 12:01 p.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