

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

January 27, 2022

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. James Dudley, Middlesex County; Ms. Belinda Johnson, Westmoreland County; Mr. Ron Saunders, Gloucester County; Ms. Vera Lee, Secretary, Lancaster County; Ms. Cynthia Talcott, Richmond County; Mr. Charles Adkins, Esq., King & Queen County; and Ms. Karen Lewis, Westmoreland County

Board Members Absent: Mr. Bill Doyle, Northumberland County; Reverend Maria Harris, King William County; and Ms. Lynda Smith, Mathews County

Guests Present: Mr. Brennan Reese, JD MS, Principle, Mercer

Staff Present: Ms. Kathy Vesley, President & CEO; Ms. MaDena DuChemin, Human Resource Manager; 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; Mr. Bobby Vassar, Senior Counselor to the President; Ms. Fran Anderson, Project Manager Community Integrated Health Network; Mr. Ken Pollock, Director, Bay Transit; Mr. Bill Smith, Deputy CFO; and Ms. Lisa Walker, VP Advocacy Resources

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on January 27, 2022. Given the rise in COVID-19 infections, the Board has determined it will not hold in-person meetings at this time. Chairman, Mr. Carter, called the meeting to order at 9:43 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled January 27, 2022 Board of Directors Meeting.

Program:

Ms. Hutton gave a summary of the donations from Giving Tuesday (November 30th) and end of year match campaign. The Jessie Ball duPont Fund offered matching donations up to \$500 per online donation for a total match up to \$25,000 for November 1 - December 31, 2021. Bay Aging raised a total of \$12,615 in online donations, with 43 of the donations eligible for matching funds of \$9,500, plus additional bonuses of \$500 for total number of donors, \$500 for total number of new donors, and \$1,200 for participating in the

BRIDGE program. With the matches and bonuses, Bay Aging raised a total of \$24,315.

Ms. Vesley introduced Mr. Wilbanks as the new Director representing Middlesex County. Mr. Wilbanks was appointed by the Middlesex Board of Supervisors on December 7, 2021 to complete the remaining term of Ms. Marcia Jones, who resigned October 1, 2021. Mr. Wilbanks gave Directors a summary of his background and interests.

Ms. Vesley requested in the interest of time for the planned closed session, the remaining two program items (Community Needs Assessment and Community Integrated Health Network Overview) be moved to the end of the meeting, time permitting. Directors unanimously agreed.

Consent Agenda:

- Minutes - November 18, 2021
- Agenda - January 27, 2022

Ms. Lewis 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 November 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 Dr. Gross, the motion was approved unanimously.

Mr. Clarke presented the Bay Aging Foundation financials through November 2021. He reminded Directors that no action is needed since they will be approved by the Bay Aging Foundation Board.

Mr. Goad requested Directors consider authoring an increase to the amount Bay Aging contributes to employee health insurance premiums from \$415 per month to \$435 per month. Plan costs for this year have risen 10-15% across all plans, and the increase would contradict the recent raise Bay Aging gave non-exempt employees to be more at levels of a living wage. Bay Aging currently has 75 employees

enrolled in the health plan and the increase would cost Bay Aging an additional \$1,500 per month.

Mr. Clarke stated the Finance Committee met last week and reviewed the requested increase in Bay Aging's contribution to employee health insurance premiums and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Dudley, the motion was approved unanimously.

Ms. Vesley presented the Affirmative Action Plan for Individuals with Disabilities and Veterans Quarterly Reports for 2021. There were no Equal Employment Opportunity or Affirmative Action concerns. Ms. DuChemin, HR Manager, was available for questions. The reports were posted to the Board's internal website for review prior to today's meeting.

Mr. Carter stated the Executive Committee met last week and reviewed the Affirmative Action Plan for Individuals with Disabilities and Veterans Quarterly Reports for 2021 and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Dudley, the motion was approved unanimously.

Ms. Vesley shared the 2021 Compliance Report. This is a yearly report generated by Bay Aging's Human Resources Department. There were two complaints received but no compliance or ethical violations during the 2021 fiscal year. Ms. DuChemin, HR Manager, was available for questions. The report was posted to the Board's internal website for review prior to today's meeting.

Mr. Carter stated the Executive Committee met last week and reviewed the 2021 Compliance Report and recommends the Bay Aging Board of Directors approve same. Seconded by Ms. Talcott, the motion was approved unanimously.

Ms. Vesley reviewed the resolution needed for the Bay Aging Flexible Spending Account Plan. The full plan and resolution were posted to the Board's internal website for review prior to today's meeting.

Mr. Carter stated the Executive Committee met last week and reviewed the resolution needed for the Bay Aging Flexible Spending Account Plan and recommends the Bay Aging Board of Directors approve same. Seconded by Ms. Lee, the motion was approved unanimously.

Ms. Vesley reviewed Bay Transit's updated Equal Opportunity Plan. Mr. Pollock, Transit Director, was available for questions. The full plan and summary of changes were posted to the Board's internal website for review prior to today's meeting.

Mr. Carter stated the Executive Committee met last week and reviewed the Bay Transit's updated Equal Opportunity Plan and recommends the Bay Aging Board of Directors approve same. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley announced an opportunity for Bay Aging to provide property management of an income restricted apartment complex (annual incomes at or below 60% of the HUD Area Median Income limits), Powhatan Terrace, in James City County. There is no age restriction for residents, however, the property will reserve five units for residents with intellectual and/or developmental disabilities. The property is owned and being developed by Housing Partnerships, Inc., a non-profit organization based in Williamsburg. There is no financial risk involved for Bay Aging nor plans to purchase or invest in the property. Housing staff has the capacity to manage this property and believes the income received for such services will be of benefit to help cover current apartment and maintenance staff wages. The property is located approximately 5 miles from Parker View and, although construction has not yet begun, is expected to begin operations in 2023/2024. Directors were provided a two-page Project Operating Assumptions document, which offered a theoretical annual snapshot analysis of the project to reflect the income and expense of managing the property. Mr. Gemerek, Sr. VP Housing, was available to answer questions.

There was discussion on how financials and operating health of projects such as these will be presented once operational.

Mr. Carter stated the Executive Committee met last week and reviewed the Powhatan Terrace property management opportunity and recommends conceptual approval for Bay Aging to continue conversations on property management of Powhatan Terrace to the Bay Aging Board of Directors. Seconded by Ms. Talcott, the motion was approved unanimously.

Ms. Vesley presented a Low-Income Housing Tax Credit opportunity for three properties being developed by the Woda Cooper Companies, Inc. Bay Aging has participated in 13 similar past projects since they align with Bay Aging's mission to increase the affordable housing stock in the Commonwealth. Bay Aging would be a 10% owner in the three proposed properties but bears no financial risk or

liabilities. Bay Aging would receive a \$32,000 financial fee if the property becomes operational. Additionally, Bay Aging would have Right of First Refusal to acquire the respective property after the property's completion of the 15-year housing credit compliance period. Bay Aging has no intentions to property manage or acquire full ownership of these properties at this time. Mr. Gemerek, Sr. VP Housing, was available to answer questions.

Mr. Carter stated the Executive Committee met last week and reviewed the Low-Income Housing Tax Credit opportunity for three properties through Woda Cooper Companies, Inc. and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Clarke, the motion was approved unanimously.

Mr. Carter announced Ms. Kay Vose is interested in serving on the Bay Aging Foundation Board. He reviewed her background and qualifications. Ms. Vose's resume was posted to the internal website for Director's review prior to today's meeting.

Mr. Carter stated the Executive Committee met last week and reviewed Ms. Vose's qualifications and recommends appointment of Ms. Vose to the Bay Aging Foundation Board to the Bay Aging Board of Directors. Seconded by Ms. Lee, 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 six: Internal monitoring for continuous improvement.

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 stated the COVID-19 Vaccine/Testing policy the Board adopted in November is now in full effect. Ms. DuChemin announced

cases and exposures continue to rise, with 32 positive cases and 81 exposures among staff. Ms. Vesley stated there have been staff questions regarding the Board reversing the policy given the recent ruling regarding the Federal mandates for similar policy being struck down by the Supreme Court. Concerns were presented to the Executive Committee, but Directors unanimously decided for health and safety reasons to not take any action regarding Bay Aging's current COVID-19 Vaccination and Testing Policy.

Ms. Vesley announced staff are working on new initiatives around memory care/caregiver supports and marketing for the Benjamin Rose Institute scholarships.

Ms. Vesley stated that language and agreements regarding Mercer Place and Rawley Park have been submitted to Virginia Housing. Bay Aging is waiting to hear back before the projects may progress any further.

Ms. Vesley requested Directors hold a work session to review the Community Needs Assessment results and begin the strategic planning process. Directors unanimously agreed. Ms. Hutton will send out a Doodle Poll to determine the best date and time.

Unfinished Business:

None

Board Member Comments:

None

Closed Session:

Dr. Gross made a motion to reconvene in Closed Session at 11:01 a.m. to discuss matters concerning compensation 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. Clarke, the motion was approved.

The Chairman, Mr. Carter, called to reconvene in Open Session at 12:00 p.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

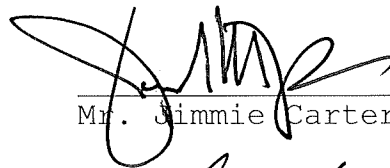
director cannot certify, indicate the specifics of any unauthorized item heard, discussed or considered. Ms. Hutton called roll and the board unanimously responded, "I so certify".

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

Next Meeting: The next meeting is scheduled to be held on March 24, 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 12:03 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