

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

September 23, 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; Ms. Karen Lewis, Westmoreland County; Mr. Ron Saunders, Gloucester County; Ms. Lynda Smith, Mathews County; Mr. Charles Adkins, Esq., King & Queen County; and Ms. Cynthia Talcott, Richmond County

Board Members Absent: Ms. Vera Lee, Secretary, Lancaster County and Ms. Marcia Jones, Middlesex County

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. Bill Smith, Deputy CFO; and Mr. Bobby Vassar, Senior Counselor to the President.

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on September 23, 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 September 23, 2021 Board of Directors Meeting:

Program:

Ms. Vesley announced Bay Aging has received a grant from the Administration for Community Living (ACL) to set up a Community Integrated Health Network (CIHN). Dr. Gross discussed the framework and importance of the CIHN and stated it fits well with Bay Aging's mission. Several hospitals have already signed on to partner in the efforts. Ms. Vesley will co-chair the initiative with Beth Bortz, President & CEO, Virginia Center for Health Innovation. Ms. Northcott-Wilson added that grant was awarded for a 2-year project at \$289,345. Ms. Vesley offered to share the full application or

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talk with Directors individually for those who are interested in more information.

Ms. Robins announced that on September 7, 2021, after over 18 months of planning, policy and program development, Bay Aging achieved National Committee for Quality Assurance (NCQA) accreditation for Case Management for Long Term Services and supports. This achievement demonstrates that Bay Aging is dedicated to coordinating the delivery of care in a person-centered and integrated manner to help individuals function optimally in their preferred setting. Bay Aging met strict standards in areas such as conducting comprehensive assessments, managing care transitions, and for measuring quality improvement to support people to remain living independently. Case Management Accreditation moves Bay Aging closer to measuring quality across population health management initiatives. Bay Aging is one of only 90 community-based organizations nationwide to achieve accreditation for Case Management for Long Term Services and Supports.

Consent Agenda:

- Minutes - July 22, 2021
- Agenda - September 23, 2021

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

New Business:

Ms. Vesley reviewed the Bay Aging Policies and Resolutions - the entire list can be found in Attachment A.

- Authorization that the President can sign documents and take action on behalf of the Board on behalf of Bay Aging.
- Authorize resolution for staff who sign checks (remove and add signers).
- Authorize that the President is approved for agency travel.
- Adopt resolution for Board of Directors to reappoint themselves to the Bay Aging Board of Directors.
- Adopt a resolution to reappoint all Bay Aging Board Directors and Kathy Vesley to all Apartments' Boards.

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- o Exception: William S. Massey, CEO, Peninsula Agency on Aging, is to be appointed as a member of Bay Aging Apartments JCC, Inc. Board of Directors.
- Adopt a resolution for Board of Directors to reaffirm terms of current Foundation Directors and Kathy Vesley to the Bay Aging Foundation Board.

Prior to the September 23, 2021 Bay Aging Board of Directors Annual Meeting, all Bay Aging policies and procedures were updated and posted to the Board's website for review. At the annual meeting, Board Directors had opportunity to discuss any of the policies before voting.

Dr. Gross stated the Executive Committee met last week and reviewed the Bay Aging Policies and Resolutions and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Dudley, the motion was approved unanimously.

Mr. Carter announced the current slate of officers have all agreed to fulfill the second year of their two-year term and a nomination committee was not needed.

Ms. Lewis stated the Audit Committee met last week and reviewed the proposals received in response to Bay Aging's Request for Proposals for Audit Services.

Ms. Lewis reported the Audit Committee recommends the firm Keiter to provide audit services to Bay Aging effective October 1, 2021 and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Doyle, the motion was approved unanimously.

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 July 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. Lewis, the motion was approved unanimously.

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Mr. Carter presented a Memorandum of Understanding (MOU) for Rawley Park Workforce Housing. This MOU would allow Bay Aging to assume development planning of the property but would not commit Bay Aging to any monetary investments. There was much discussion.

Mr. Carter stated the Executive Committee met last week and reviewed the MOU for Rawley Park and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Doyle, the motion was approved. Mr. Dudley and Mr. Adkins abstained from the vote.

Mr. Doyle updated Directors on the Bay Aging Foundation's efforts around un-paid caregiver supports (The Benjamin Rose Institute) as well as updated on upcoming marketing initiatives for fundraising. Mr. Craig suggested Directors review the current caregiver supports being presented to Congress.

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 four: Financial health and sustainability.

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:

Board Member Comments:

Mr. Carter made a reminder to Directors about the upcoming Veteran Directed Care briefing. Directors received an email containing details and the link to join.

Closed Session:

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Mr. Doyle made a motion to reconvene in Closed Session at 11:05 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 11:43 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".

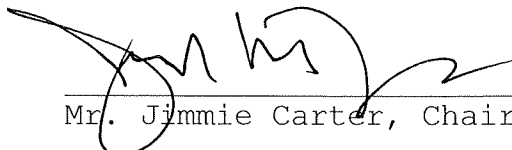
Dr. Gross made a motion to approve the President & CEO's evaluation and compensation as discussed in closed session. Seconded by Mr. Doyle, the motion was approved unanimously.

Mr. Doyle made a motion requesting staff conduct appropriate research regarding salary benchmarks for next year's evaluation. Seconded by Mr. Clarke, the motion was approved unanimously.

Next Meeting: The next meeting is scheduled to be held on November 18, 2021 at 9:30 a.m. Location will be determined based on the current COVID-19 cases and guidance for gatherings of in-person meetings.

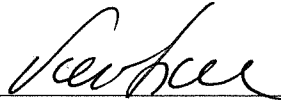
There being no further business, Mr. Carter adjourned the meeting at 11:47 a.m.

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

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A handwritten signature in cursive script, appearing to read 'Vera Lee', is written over a horizontal line.

Ms. Vera Lee, Secretary

Attachment A - Annual Meeting Documents 2021

Annual Resolutions

- Authorization that the President can sign documents and take action on behalf of the Board on behalf of Bay Aging.
- Authorize resolution for staff who sign checks (remove and add signers).
- Authorize that the President is approved for agency travel.
- Adopt resolution for Board of Directors to reappoint themselves to the Bay Aging Board of Directors.
- Adopt a resolution to reappoint all Bay Aging Board Directors and Kathy Vesley to all Apartments' Boards.
 - Exception: William S. Massey, CEO, Peninsula Agency on Aging, is to be appointed as a member of Bay Aging Apartments JCC, Inc. Board of Directors.
- Adopt a resolution for Board of Directors to reaffirm terms of current Foundation Directors and Kathy Vesley to the Bay Aging Foundation Board.

REVISED/NEW – Needs action

- NEW – NCQA Policies:
 - [LTSS1](#)
 - [LTSS2A](#), [LTSS 2A Population Assessment Demographics](#), [LTSS 2A Population Assessment CC](#), [LTSS 2B](#)
 - [LTSS 3](#)
 - [LTSS 4](#)
 - [LTSS 6](#)
 - [LTSS 7A](#), [LTSS 7 B-C](#), [LTSS 7D](#), [LTSS 7E](#)
- [NEW – BA Continuous Quality Improvement Summary 2020-2021](#) – Home Care
- [Home Care Manual & Home Care Policies and Procedures](#) – Home Care
 - Statement regarding following federal and state guidance on infection control added
- [ADB Handbook](#), [ADB Policies and Procedures Manual](#) & [Infection Control](#) – Adult Day Break
 - Statement regarding following federal and state guidance on infection control added
- [Tobacco Free Policy](#) – Bay Aging Apartments
 - Changes Tracked: Updated “Tenant” to “Resident”
- [Active Lifestyle Center Manual](#)
 - Pages 33-37 are NEW. They include the nutrition policy and COVID screening information.

- [Bay Aging Affirmative Action Plan, Appendix A & B, AAP for People with Disabilities, AAP Veterans](#)
- [HMIS Policies and Procedures](#) – Homeless Programs (Sub-grantee) ([New Doc here: https://irp.cdn-website.com/5f4255d0/files/uploaded/HGIS_Policies_and_Procedures_09022020.pdf](#))

[2021-9-10 BayAging_Personnel_Policy_Handbook_Final.docx](#), [Appendix 9 9-2021](#), [Appendix 10 9-2021](#)

All changes are notated on pages 1-4 of the handbook

Bay Aging – Financial Policy and Procedures Updated for FY22

- **Page 32**, Eliminated “Cash” as a category of In-Kind donations
- **Page 35**, Replaced existing language with updated guidance from FASB Accounting Standards Update 2018-08 regarding revenue recognition of contributions vs. exchange transactions, per recommendations from FY2020 audit.
- **Page 44**, Added language regarding use of Financial Edge online PO processing and approval
- **Page 54**, Included language describing the ADP process for allocating costs of salaried employees
- **Page 56**, Included Fiscal Administrator-Transit as an employee with mixed direct/indirect charges
- **Page 57**, Changed pension plan description from 403-b to 401-K
- **Page 58**, Changed cutoff date for A/P transactions from the 15th to the 11th of the month, to match Aging Monthly Report requirements
- **Page 64**, Removed reference to P/R checks furnished to C&F Bank, to reflect new payment processes with ADP
- **Page 65**, Included language regarding use of check signing machine during emergency situations
- **Page 65**, Added language regarding the online approval of voucher payments and EFT transfers via the Financial Edge NXT interface and protocols
- **Page 67-68**, Added language regarding the allocation of salaried employee hours and costs, changed description of timesheet approval process to match ADP systems and practices.
- **Page 70**, Added EFT payments to the authorized signers approval duties.
- **Page 89**, Adjusted language and cutoff dates for financial statements. New proposed schedule will have the board financial statements presented for the month ending approximately 45 days prior to each finance committee meeting. This will bring the schedule in line with the Apartment reports and allow staff adequate time to produce, review, and distribute reports prior to each meeting.

Veteran Directed Care Policy and Procedure Manual – ([ESAAA](#), [Hampton](#), [Richmond](#), and [SSSEVA](#),)

- Added mandatory direct deposit for all VDC employees, rapidPayCard availability if traditional bank accounts are not available, VA billing schedule change, bi-weekly pay frequency change, e-Timesheets availability, and updates to key staff.

VDC New Jersey

- **Page 14** removal of reference to “process a check” and “directly by mail”
- **Page 17** removal of reference to “which runs from October-September of each year”

Northern Neck Middle Peninsula Housing Coalition (NNMPHC) Policies and Procedures & Bylaws

Although this is technically the DHCD-recognized Local Planning Group (collaborative group of numerous organizations and departments in our service area), Bay Aging is the DHCD-recognized Lead Agency and its Rapid Rehousing Program and Coordinated Entry must comply with these policies.

- Updated subgrantee monitoring process on p. 11
- Added Department of Veteran Services Homeless Veterans Fund on p. 7 and 14
- Added Rapid Rehousing Program Overview and Grievances and Termination of Assistance Policy on p. 12

No Revision – Reaffirm

- [Bay Aging Bylaws](#)
- [Articles of Incorporation](#)
- [Code of Conduct](#)
- [Conflict of Interest](#)
- [Donor Policy](#)
- [Program Evaluation Policy](#)
- [Virginia Freedom of Information Act Policy](#)
- [Bay Transit Charter Policy](#)
- [Bay Aging \(Transit\) Title VI Plan](#)
- [Bay Aging Information Systems Cybersecurity Policy](#)
- [Bay Aging Corporate Authorization Resolution](#)
- [Bay Transit Drug Alcohol Policy](#)
- [Bay Transit EEO](#)
- [Bay Aging Disaster Recovery and Business Continuity Plan](#)
- [Medication Management Policy](#) – Adult Day Care
- Indoor Plumbing Program – [Management Plan](#) & [Program income](#)

Senior Apartment Policies -HUD REQUIRED:

- [Rental Housing Lease – Bay Aging Apartments](#)
- [Move Out Procedures – Bay Aging Apartments](#)
- [Disposing of Client Files Policy – Bay Aging Apartments](#)
- [Emergency Response Procedure – Bay Aging Apartments](#)
- [Section 504 Grievance Policy – Bay Aging Apartments](#)
- [Violence Against Women Act Policy – Bay Aging Apartments](#)
- [Reasonable Accommodation Policy – Bay Aging Apartments](#)
- [Unit Transfer Policy – Bay Aging Apartments](#)
- [Security Policy – Bay Aging Apartments](#)
- [Recordkeeping & Security Policy – Bay Aging Apartments](#)
- [Rent Collection Policy – Bay Aging Apartments](#)
- [Unit Inspection Policy – Bay Aging Apartments](#)
- [Marketing Procedure – Bay Aging Apartments](#)
- [Property Site Office Operating Procedures – Bay Aging Apartments](#)
- [Leasing, Move-Ins & Occupancy – Bay Aging Apartments](#)
- [Pet Rules – Bay Aging Apartments](#)
- [House Rules – Bay Aging Apartments](#)
- [Assistance Animal Policy – Bay Aging Apartments](#)
- [Maintenance and Preventative Maintenance Policy – Bay Aging Apartments](#)
- [Insurance Policy and Procedures Requirements – Bay Aging Apartments](#)
- [Eviction Procedure – Bay Aging Apartments](#)
- [Resident Selection Plan & Homeless Verification \(Appx E\) – Bay Aging Apartments](#)