

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

March 24, 2022

Board Members Present: Mr. Jimmie Carter, Chairman, Lancaster County; Barry L. Gross, M.D., Vice-Chair, Gloucester 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; Mr. Bill Doyle, Northumberland County; and Ms. Lynda Smith, Mathews County and Ms. Karen Lewis, Westmoreland County

Board Members Absent: Mr. Stanley Clarke, Treasurer, Essex County and Reverend Maria Harris, King William County

Guests Present: Mr. William Massey, President & CEO, Peninsula Agency on Aging, Bay Aging Apartments Board; and Mr. Sidney Johnson, Essex County Board of Supervisors

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; Mr. Ken Pollock, Director, Bay Transit; Mr. Bill Smith, Deputy CFO; Ms. Lisa Walker, VP Advocacy Resources; Ms. Cathey Eades, Director, Care Transitions; Ms. Melissa Blake, Veteran Directed Care Administrator; Mr. Patrick Frere, Director, Planning & Development; Ms. Lauren Cobb, Assistant Director, Care Coordination & Quality Improvement and Compliance Manager; Ms. Tiffany Robins, Director, Care Coordination & Director, Home and Community Based Services; and Ms. Penny Smith, VP Business Development

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on March 24, 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 March 24, 2022 Board of Directors Meeting.

Public Comment: Mr. Johnson introduced himself and stated he would be attending Bay Aging Board meetings on behalf of the Essex County Board of Supervisors to gain a better understanding of Bay

Aging's programs and services. The Essex County Board has appointed Supervisors to attend Board meetings of various organizations that provide services in Essex County. Mr. Johnson praised Mr. Clarke for his work on the Bay Aging Board in support of Essex County, and ensured his attendance has no impact on Mr. Clarke's appointment or role on the Bay Aging Board.

Program:

Department heads and program managers gave an overview of recent program accomplishments, initiatives, and activities. Topics included renovations of recently purchased office complexes, marketing and fundraising efforts, Art in Transit, Caregiver initiatives, Daffodil Gardens II progress, increased opportunities in health contracts, and more.

Consent Agenda:

- Minutes - January 27, 2022
- Agenda - March 24, 2022

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

New Business:

Mr. Goad reviewed the Bay Aging Consolidated Audit for FY21. There were no findings. Directors were provided a copy in advance of today's meeting.

Mr. Carter reported the joint Audit and Finance Committee reviewed in depth the Bay Aging Consolidated Audit for FY21 and recommends the Bay Aging Board of Directors approve same. Seconded by Dr. Gross, the motion was approved unanimously.

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

Mr. Carter reported the Finance Committee reviewed in depth the Bay Aging Financials through January 2022, 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. Goad 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.

Ms. Vesley announced the Executive Committee has meet twice and developed two offers regarding the solar panels on the Bay Transit facility. Both offers have been made to Trinity USA Contracting, Inc.'s attorney, and they verbally accepted the offer for Bay Aging to pay Trinity the energy savings accrued since installation through the end of 2022 (approx. \$45,000). After payment of savings, Trinity would donate the solar panels to Bay Aging. The payment of energy savings to Trinity will have no impact on donors, programs, or services since this savings was unanticipated extra funding received and not accounted for in the approved operating budget.

Mr. Dudley made a motion to approve the offer developed by the Executive Committee for Bay Aging to pay Trinity the energy savings accrued since installation through the end of 2022 and then receive the panels as a donation. Seconded by Ms. Smith, the motion was approved unanimously.

Ms. Vesley presented the Weatherization Deferral and Denial Policy. The policy outlines valid reasons why an individual may be deferred or denied weatherization services. It also includes an appeals process the client may utilize. The policy 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 Weatherization Deferral and Denial Policy and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Doyle, the motion was approved unanimously.

Ms. Vesley announced that Bay Aging has been informed of a repeal of the COVID-related safety mandates/law from the Dept. of Labor and Industry (DOLI), and suggested Directors approve relaxing Bay Aging policy concerning masking. Some departments may still require masking under other state mandates, such as Transit.

Mr. Carter stated the Executive Committee met last week and authorized Ms. Vesley to make changes to Bay Aging policy regarding masking, pending removal of the mandate from DOLI and keeping in compliance with any other state and federal regulating bodies and recommends the Bay Aging Board of

Directors approve same. Seconded by Mr. Doyle, the motion was approved unanimously.

Ms. Vesley reviewed Bay Aging's recent initiative on Caregiver Supports and announced staff is recommending forming a Caregiver Advisory Council/Group. Typically, Advisory Councils advise the Board of Directors, and Bay Aging currently has an established Advisory Council, so there is concern for confusion of the two. Executive Committee suggested "Group" over "Council". Staff is open to the Board's input on an appropriate name for the council.

Mr. Carter stated the Executive Committee met last week and reviewed the proposed Caregiver Advisor "Group" and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Doyle, the motion was approved unanimously.

Based on the Executive Committee's action taken during the February 17, 2022 Special Executive Committee meeting, authorizing Ms. Vesley to adjust travel reimbursement to a comparable amount, the rate has increased from \$.35 to \$.45 per mile. This adjustment was made to help alleviate increasing gas prices and will be a permanent change in reimbursement.

Mr. Dudley made a motion to approve the increase in travel reimbursement from \$.35 to \$.45 per mile. Seconded by Ms. Talcott, the motion was approved unanimously.

Ms. Vesley announced the Foundation Board has identified a qualified and interested candidate to serve on the Foundation Board, Ms. Barbara Fentress. Ms. Vesley gave an overview of her qualifications.

Mr. Craig made a motion to appoint Ms. Fentress to the Bay Aging Foundation Board. Seconded by Dr. Gross, 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 seven: External evaluation for mission effectiveness.

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:

None

Next Meeting: The next meeting is scheduled to be held on May 26, 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 10:56 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