

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

July 28, 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; Mr. Charles Adkins, Esq., King & Queen County; Mr. Bill Doyle, Northumberland County; Ms. Cynthia Talcott, Richmond County and Reverend Maria Harris, King William County and Ms. Karen Lewis, Westmoreland County

Board Members Absent: Ms. Vera Lee, Secretary, Lancaster County and Ms. Lynda Smith, Mathews County

Guests Present: Mr. Sidney Johnson, Essex County Board of Supervisors; Mr. Percy Ashcraft, County Administrator, King William County; and Ms. Dionne Hatchett, Department of Social Services, King William County.

Staff Present: Ms. Kathy Vesley, President & CEO; Ms. MaDena DuChemin, Human Resource Manager; Mr. Tinsley Goad, Chief Financial Officer; Ms. Stephanie Hutton, Manager, Administration & Operations; Ms. Julie Northcott-Wilson, Statistician; Mr. Bobby Vassar, Senior Counselor to the President; Mr. Patrick Frere, Director, Planning & Development; Ms. Tiffany Robins, Director, Home and Community Based Services, Director, Care Coordination; Ms. Lisa Walker, VP - Advocacy Resources; Ms. Cathey Eades, Director, Care Transitions; Ms. Lauren Cobb, Assistant Director, Care Coordination, Quality Improvement and Compliance Manager; and Ms. Fran Anderson, Project Manager, Community Integrated Health Network

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on July 28, 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 9:41 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled July 28, 2022 Board of Directors Meeting.

Public Comment: None

Program:

Ms. Vesley and Mr. Goad shared the proposed FY23 Bay Aging Budget. Mr. Goad highlighted major changes over FY22 and called attention to the Aging Services budget, which is included in the proposed Area Plan update.

Consent Agenda:

- Minutes - May 26, 2022
- Agenda - July 28, 2022

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

New Business:

Mr. Goad stated the Area Plan updates were covered in the budget presentation at the start of the meeting. Bay Aging's Advisory Board has reviewed and recommends approval of the proposed updates. A copy of the plan was made available to Directors in advance of today's meeting.

Mr. Doyle made a motion to approve the updates to the Area Plan as presented. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley presented the Indoor Plumbing Rehab Management Plan. The plan was made available to Directors in advance of today's meeting.

Rev. Harris made a motion to approve the Indoor Plumbing Rehab Management Plan as presented. Seconded by Mr. Dudley, the motion was approved unanimously.

Ms. Vesley presented updates to the Bay Aging Disaster Recovery and Business Continuity Plan including staff contact information, safety information required by contracting entities for VAAACares®, and adding/updating office locations since renovations and office purchases.

Mr. Dudley made a motion to approve the updates to the Bay Aging Disaster Recovery and Business Continuity Plan as presented. Seconded by Mr. Clarke, the motion was approved unanimously.

Mr. Goad presented the Bay Aging proposed FY23 budget during today's meeting program. A copy of the FY23 budget was made available to Directors in advance of today's meeting.

Mr. Clarke reported the Finance Committee reviewed in depth the proposed Bay Aging FY23 budget 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 through May 2022.

Mr. Clarke reported the Finance Committee reviewed in depth the Bay Aging Financials through May 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 Mr. Doyle, the motion was approved unanimously.

Mr. Clarke presented the Bay Aging Foundation FY23 budget and financials through May 2022. He reminded Directors that no action is needed since they will be approved by the Bay Aging Foundation Board.

Ms. Vesley announced the need to increase home care rates to cover costs. The proposed rates would be \$28 per hour for personal care and \$25 per hour for companion care, effective this fall. These rates are lower than other local providers.

Mr. Craig made a motion to approve the proposed new home care rates effective fall 2022. Seconded by Mr. Dudley, the motion was approved unanimously.

Ms. Vesley shared a potential roadblock for future VAAACares® contracts which would allow State oversight of contracts and processes currently protected in the Older Americans Act. She requested Directors' support in advocating against the removal of this protection.

Mr. Wilbanks made a resolution of support to maintain flexibility to conduct business as is protected in the Older Americans Act. Seconded by Mr. Adkins, the motion was approved unanimously.

Mr. Carter appointed a Nominating Committee. The members are Ms. Johnson, Chair; Mr. Saunders; and Mr. Dudley. All officers are

eligible to serve a second term. Directors unanimously approved of the appointment.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training document titled *The Fiduciary Responsibility and Nonprofit Boards*. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She reviewed what responsibilities are held by each director and best practices to ensure compliance.

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 announced a Request For Proposals (RFP) for Strategic Planning services was released and is due September 12, 2022. A copy is available on the Bay Aging website. Interested parties should contact Ms. Hutton with questions or to submit a proposal.

Ms. Vesley gave a brief update on COVID cases within the agency. Cleaning and safety protocols are still in place. HR continues to receive reports of new positive cases.

Unfinished Business:

None

Board Member Comments:

There was a discussion on a capital improvement budget (newly purchased offices).

Next Meeting: The next meeting is scheduled to be held on September 22, 2022 at 9:30 a.m. via Zoom.

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There being no further business, Mr. Carter adjourned the meeting at 11:30 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