

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

May 26, 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; Ms. Vera Lee, Secretary, Lancaster 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; and Ms. Lynda Smith, Mathews County and Ms. Karen Lewis, Westmoreland County

Board Members Absent: Ms. Cynthia Talcott, Richmond County and Reverend Maria Harris, King William County

Guests Present: Ms. Kay Vose, Bay Aging Foundation 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, Manager, Administration & Operations; Ms. Julie Northcott-Wilson, Statistician; Mr. Bobby Vassar, Senior Counselor to the President; Mr. Ken Pollock, Director, Bay Transit; Mr. Bill Smith, Deputy CFO; Mr. Patrick Frere, Director, Planning & Development; and Ms. Fran Anderson, Project Manager, Community Integrated Health Network

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on May 26, 2022. Given the rise in COVID-19 infections, the Board has determined it will not hold in-person meetings at this time. Due to an injury, Mr. Carter joined the meeting in listen-only mode and requested Dr. Gross to chair the meeting. Vice Chairman, Dr. Gross, called the meeting to order at 9:39 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled May 26, 2022 Board of Directors Meeting.

Public Comment: None

Program:

Ms. Vesley shared a video of Congressman, Rob Wittman addressing the Bay Aging Leadership Institute. The Congressman shared his leadership wisdom and answered questions the class sent him prior.

Ms. Northcott-Wilson shared photos of two Bay Aging Leadership Institute graduates who recently graduated from Liberty University. Ms. Amber Hatton who earned a Bachelor of Social Work and Ms. Stephanie Hutton who earned a Juris Master in Compliance.

Consent Agenda:

- Minutes - March 24, 2022
- Agenda - May 26, 2022

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

New Business:

Mr. Goad reviewed the Bay Aging Form 990. The Form 990 was posted to the Board's internal website prior to today's meeting.

Mr. Clarke reported Finance Committee reviewed in depth the Bay Aging Form 990 and recommends the Bay Aging Board of Directors approve same. Seconded by Ms. Smith, the motion was approved unanimously.

Mr. Clarke stated the Finance Committee met last week and reviewed the financials through March 2022. Mr. Craig requested an annual detailed summary of all programs.

Mr. Clarke reported the Finance Committee reviewed in depth the Bay Aging Financials through March 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. Goad presented the Mercer Place Initial Financial Summary. No action is required.

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

Ms. Vesley presented the Flexible Spending Account Plan for plan year 2022. The policy was posted to the Board's internal website for review prior to today's meeting.

Dr. Gross stated the Executive Committee met last week and reviewed the Flexible Spending Account Plan and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Doyle, the motion was approved unanimously.

Ms. Vesley shared the Community Needs Assessment Report and Executive Summary. The assessment will be used as a tool for Bay Aging's Strategic Planning, which will take place in the fall. Ms. Northcott-Wilson was available for questions. The Report was posted to the Board's internal website for review prior to today's meeting.

Dr. Gross stated the Executive Committee met last week and reviewed the Community Needs Assessment Report and Executive Summary and recommends the Bay Aging Board of Directors approve same. Seconded by Ms. Lewis, the motion was approved unanimously.

Ms. Vesley announced the need to appoint an Indoor Plumbing Rehab Board. The purpose of the Board is to review and approve or deny potential projects to be completed by Bay Aging with funding through the Virginia Department of Housing and Community Development. The proposed Board members are Robert Wilbanks, Vera Lee, Bruce Craig, Stanley Clarke, and Rev. Harris.

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

Mr. Pollock stated the need to increase fares on Bay Transit's fixed routes from \$0.50 to \$1.00 per trip. Public hearings regarding the fare increase are required. An announcement was made that the Trolley in Kilmarnock will not run this summer due to an inability to find drivers despite the numerous efforts from staff and community partners.

Dr. Gross stated the Executive Committee met last week and recommends approval for public hearings to be held regarding the Bay Transit fare increase on fixed routes and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Dudley, the motion was approved unanimously.

Ms. Vesley alerted Directors that the number of COVID cases in some counties of Bay Aging's service area are now in the medium range. Staff positivity and exposure rates are also rising.

Dr. Gross stated the Executive Committee met last week and authorized Ms. Vesley to change staff masking requirements, as needed, in response to positivity rates, and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Dudley, the motion was approved unanimously.

Mr. Carter announced the need to appoint an additional member to the Executive Committee. Mr. Doyle is interested in serving on the committee and Mr. Carter recommended appointment.

Ms. Johnson made a motion to accept the appointment of Mr. Doyle to the Executive Committee. Seconded by Ms. Lewis, the motion was approved unanimously.

Mr. Carter announced a need to appoint additional members to the Finance Committee, but he has not yet contacted the potential Directors to gauge interest. The item was tabled.

Mr. Doyle updated Directors on the Bay Aging Foundation Board's efforts to support caregivers in the service area. The phone counseling is not as popular as planned, so the Board is re-focusing on determining a new approach to provide caregiver supports.

Ms. Vesley presented a proposed Part-time Employee Paid Leave Policy to be more competitive in recruiting and retaining part-time employees. Paid leave would be offered to part time employees who worked at least 1,000 hours the previous fiscal year (October - September). Employees would earn up to 5 paid days off based on the number of years of service to Bay Aging.

Mr. Doyle made a motion to adopt the Part-time Employee Paid Leave Policy as presented. Seconded by Mr. Dudley, the motion was approved unanimously.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training document titled *Recruiting New Board Members*. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She reviewed key steps in recruiting new

Directors such as turning to volunteers, analyzing Bay Aging's donor base, and broad community searches.

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 renovations to the Veteran Directed Care Office (Rubusto Building) in Urbanna are set to begin soon. As a result, some employees will be temporally working in the main admin office's Boardroom. Since this is the space utilized for Board meetings, all future Board meetings will need to meet via Zoom until renovations are complete.

Dr. Gross gave an update on the Community Integrated Health Network (CIHN) project. He stated there are issues around funding and software, but many of the grantees are also struggling in these areas. The project continues to make progress and staff are searching for solutions to the challenges.

Unfinished Business:

None

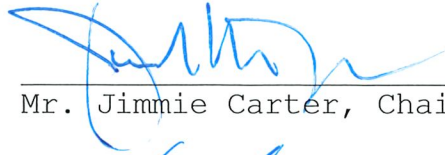
Board Member Comments:

Mr. Dudley encouraged Directors to meet with their Board of Supervisors prior to budget planning to pitch their support for Bay Aging's programs and services.

Next Meeting: The next meeting is scheduled to be held on July 28, 2022 at 9:30 a.m. via Zoom.

There being no further business, Mr. Carter adjourned the meeting at 11:19 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