

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

September 22, 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; Ms. Cynthia Talcott, Richmond County and Reverend Maria Harris, King William County; Ms. Lynda Smith, Mathews County; and Ms. Karen Lewis, Westmoreland County

Guests Present: Mr. Sidney Johnson, Essex County Board of Supervisors; Mr. Bill Massey, Bay Aging Apartments Board and Peninsula Agency on Aging President & CEO; Ms. Kay Vose, Director, Bay Aging Foundation Board; and Mr. Jackson Neal, Director, Bay Aging Foundation Board

Staff Present: Ms. Kathy Vesley, President & CEO; 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. Fran Anderson, Project Manager, Community Integrated Health Network; Mr. Robert Butler, IT Director; Mr. Bill Smith, Deputy CFO; and Ms. Jennifer Beck, Director, Community Living Programs

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on September 22, 2022. Given the number of 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 9:40 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled September 22, 2022 Board of Directors Meeting.

Public Comment: None

Program:

Ms. Vesley announced that Bay Aging had nominated Ms. Beck for the Sister Alice Marie Quinn Award for her superior leadership and

innovation in the Meals on Wheels Program, especially during the COVID-19 outbreak. Ms. Vesley summarized the nomination submission for Directors.

Ms. Vesley shared the Caregiver Conversations flyer, announcing the upcoming listening sessions to be held in the community. Mr. Doyle shared this is an initiative of the Bay Aging Foundation Board to develop programs/services focused on easing the caregiver crisis in our community and encouraged Directors to attend a session closest to them.

Ms. Hutton and Ms. Northcott-Wilson announced that duPont has selected Bay Aging for a second-year match campaign. The campaign will differ slightly from last year's in that only online donations made in November will count towards the match and Giving Tuesday will yield a 2:1 match up to \$10,000. The remainder of the month will be a 1:1 match with the same rules as last year. The Bay Aging Foundation has opted to focus on Caregiver Supports as the focus of Director outreach for the campaign. Directors will receive marketing materials closer to the kick-off to help drive the campaign.

Consent Agenda:

- Minutes - July 28, 2022
- Agenda - September 22, 2022

Ms. Talcott 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 through July 2022.

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

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

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.
  - 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 22, 2022 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.

Mr. Carter 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 Ms. Smith, the motion was approved unanimously.

Ms. Vesley reminded Directors that her annual performance evaluation is completed each fall. Ms. Hutton will be sending an email with the evaluation form, which is to be completed and returned to the Vice Chair, Dr. Gross. Discussion of the compiled evaluation will take place during the November Executive Committee and Board meetings.

Ms. Johnson stated the Nominating Committee met and recommends the following slate of eligible officers:

- Chair: Mr. Jimmie Carter
- Vice-Chair: Dr. Barry Gross
- Treasurer: Mr. Stanley Clarke
- Secretary: Ms. Vera Lee

Ms. Johnson called for nominations from the floor. Hearing none, she called for a vote.

Mr. Wilbanks made a motion to approve the proposed slate of officers for October 1, 2022 through September 30, 2024. Seconded by Rev. Harris, the motion was approved unanimously.

Mr. Carter, continuing into the second term as chair, reaffirmed the current Finance and Executive Committee members to stand as is.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training document titled Results Oriented Management and Accountability (*ROMA*) for the Board: *AN Introduction*. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She reviewed how the ROMA cycle and many standards can help the Board become aware of needed improvements in the community or determine if a current service is beneficial.

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. Hutton announced a firm to complete Strategic Planning has been identified from the submissions in response to the recent Request for Proposals. The evaluation committee is doing some due-diligence background checks on the firm, but plan to make the announcement early next week.

Dr. Gross provided an update on the Community Integrated Health Network (CIHN) project. He stated an area of difficulty has been in software and data sharing. Mr. Wilbanks attended a recent software demo and stated he is impressed with the progress that has been made so far. Ms. Vesley announced the next Stakeholders meeting is scheduled for November 15, 2022, and Directors are encouraged to attend.

Unfinished Business:

None

Board Member Comments:

Directors commended the quality of the Board Packets and Board Notes in helping to keep them up to date on Agency activities.

Next Meeting: The next meeting is scheduled to be held on November 17, 2022 at 9:30 a.m. The majority of Directors agreed an in-person meeting should be explored for the November meeting, but COVID infection rates should be examined closer to the meeting date for the final determination.

There being no further business, Mr. Carter adjourned the meeting at 11:15 a.m.

I certify that the foregoing is a true and correct copy of the minutes approved by the Bay Aging Board of Directors.

  
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Mr. Jimmie Carter, Chairman

  
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Ms. Vera Lee, Secretary

# **Attachment A - Annual Meeting Documents 2022**

## **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 – BA Continuous Quality Improvement Summary 2021-2022](#) – Home Care

[ADC Handbook, ADC Policies and Procedures Manual & Infection Control](#) – Adult Day Care

- Oxygen Administration Policy has been added and revised in Handbook and Policies & Procedures.
- Attachments for Infection Control Policy have been updated via CDC standards.

[Bay Aging Affirmative Action Plan, Appendix A & B,-AAP for People with Disabilities, AAP Veterans](#)

[Home Care Manual](#)

- References to Medicaid Personal Care Removed
- Virginia Department for Aging (VDA) updated to reflect Virginia Department of Aging and Rehabilitative Services (DARS)
- Added Home Care Manager duties and personnel responsibilities
- Revised referrals can be received from Options Counselors or a Care Coordinator
- Mileage reimbursement amount and procedure to obtain reimbursement
- Remove references to submitting aide records to receive a paycheck
- Revised documentation policies that referenced paper documentation to reflect the use of electronic health records (EHR)

**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.

### NNMPHC Policies and Procedures

- Added B. Rapid Rehousing Overview, Grievances, and Termination of Assistance Policy line item to Table of Contents, page 1, VIII. Appendix
- Updated I. Background section on page 2
- Updated III. Governance policy on page 2
- Updated IV. Collaborative Funding policy on page 2
- Updated V. CE, Assessment, and Prioritization policies on page 3
- Updated VI. Overview of Programs section on page 4
- Updated Appendix A, Participant Eligibility section on page 9
- Updated Appendix A, Case Management section on page 11
- Appendix B changed to Rapid Rehousing Program Overview, Grievance, and Termination of Assistance Policy on page 12
- Appendix C changed to Emergency Shelter COVID-19 Prioritization of Funds for Motel Vouchers on page 13
- Appendix D changed to Bay Aging Department of Veteran Services (DVS) Homeless Veterans Fund Application on page 14
- Added Appendix E BoS-Approved Prevention Prioritization Tool on page 15

### NNMPHC Bylaws

- Article I, Section 1: Name “will be” changed to “is” on page 1
- Article I, Section 3: Address “390” changed to “5370 Old” and “Suite B” deleted on page 1
- Article II, Section 3: “an eligible applicant to manage the HMIS when funding becomes available” changed to “establish data quality measures to evaluate performance” on page 1
- Article II, Section 4: “Point in Time” capitalized, added “people”, deleted “persons”, deleted “Virginia” and added “and Special Needs Housing”, deleted “VHSP” and added “HSNH, Housing Trust Fund” and “Competition” on page 2
- Article II, Section 6: deleted “submit an application” and added “apply” on page 2
- Article III, Section 1: deleted “Homeless or formerly homeless individuals who are not on the staff or Board of Directors of a member organization” and added “People with lived experience of homelessness or precarious housing”, and deleted “Neighborhood groups” and added “Legal Aid and/or consumer services” on page 2
- Article V, Section 2: “CoC” changed to “NNMPHC” and “VHSP” changed to “HSNH” on page 4
- Article VII, Section 1: “Program Committee” changed to “Program Funding Committee” and “CoC” changed to “LPG” on page 7
- Article VIII, Section 1: “Final” changed to “The final” on page 8

## Bay Aging – Financial Policy and Procedures Updated for FY23

### **Note:**

This year's changes to the Financial Policies and Procedures manual include a specific attempt to reflect the differences in financial processes between Bay Aging and Bay Aging Apartments. There are a number of technical policy differences due to the HUD requirements placed upon the apartment entities, and as this manual is intended to cover the entire organization, we developed additional language specific to the apartment operations.

Another specific group of changes reflects Bay Aging's continued progress away from paper-based processes to digital approvals, payments, and workflows.

Beyond minor typographical and employee title corrections, the follow changes are recommended.

### **Specific Changes:**

- Page 9, to include review of Apartment finances among the Finance Committee responsibilities.
- Page 11, to specify the breakout of the Finance team between Bay Aging and Apartments duties.
- Page 14, to clearly define gifts of more than \$20 from vendors to purchasing managers as a potential conflict of interest.
- Page 19: Defining security of financial records that are paper-based.
- Page 24: Clearly stating the fiscal years of the apartment entities.
- Page 39: Adding the cash receipts processes specific to the Apartments.
- Page 43: Noting the different procedures used by the Apartments in processing purchase orders.
- Page 44: Recommend increasing the purchase limit requiring 3 written bids from \$5,000 to \$10,000.
- Page 55: Adding language covering the option to request an extension of an existing Indirect Cost Rate Agreement.
- Page 64: Rewording of Cash Disbursements to encompass Electronic Funds Transfer as an option for disbursing payments. Internal controls of approval by a non-finance team member who is also an authorized check signer will remain. Also, removal of Development Director and addition of Statistician on the authorized check signing list.
- Page 65: Removed language from last year regarding electronic payments, redundant to changes on page 64.
- Page 68: Including ADP electronic data as approved employee records.



- Page 69: Removal of redundant procedure in processing of payroll.
- Page 91: To reflect the fact that ADP is responsible for preparing and filing state and federal payroll tax returns.
- Page 100: To reflect current and proposed insurance coverage.

#### [Bay Aging Information Systems Cybersecurity Policy](#)

- Updates to Windows File Servers and Providers

#### [2022 Bay Aging Personnel Policy Handbook, Appendix 10](#)

- All changes are notated on pages 1-2 of the handbook

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

- Removed all references to the Emergency Savings Fund from all manuals.
- Updated the criminal history/sex offender background search policy to state that searches will be conducted prior to an employee's approval to start date and to state that employees convicted of barrier crimes will not be eligible for employment unless VA approval is granted at the request of the veteran/employer.
- Updated pay period to bi-weekly and removed references to mailing paychecks to employees.
- Added references to approving electronic timesheets and added a reference about calculating overtime based on the weighted average method as outlined in the U.S. Department of Labor's Overtime Pay Requirements of the Fair Labor Standards Act.

#### [VDC FMS Policy and Procedure](#)

- Added Kansas, Missouri, New Jersey, and Georgia as states approved for FMS.
- Updated forms under Participant Enrollment.
- Added processes related to adding employers, consumers, and employees in FMS Engine in addition to CYMA.
- Updated forms under Worker Enrollment.
- Updated criminal history/sex offender search policy.
- Added notation about electronic pay stubs and W-2s being available through the Employee Self Service Portal.
- Added a notation about electronic statements being available through Participant Dashboard in FMS Engine.
- Updated reports created in the Reporting section.
- Removed references to the Emergency Back-Up/Planned Savings fund.
- Added notation about sending direct deposit pre-note file bi-weekly to C&F Bank.

- Added a reference about calculating overtime based on the weighted average method as outlined in the U.S. Department of Labor's Overtime Pay Requirements of the Fair Labor Standards Act.
- Updated policy related to paper and electronic timesheet submission and data entry in FMS Engine.
- Added a reference about the Options Counselor's ability to override approved overspending in a month.
- Added a notation about the next day deposit rule for 941 liabilities of \$100,000.00 or more. Updated 2022 FICA threshold to \$2,400.00.
- Updated invoice processing to include the requirement to complete the VDC Vendor Purchase checklist for each payment request and notated that all invoices must be submitted for payment by the 15<sup>th</sup> of the month following the purchase.
- Updated customer service contact information.

## Revised and Approved Since September 2021 – Reaffirm

- [Indoor Plumbing Program – Management Plan](#)
- [Bay Aging Disaster Recovery and Business Continuity Plan](#)
- [Bay Aging \(Transit\) Title VI Plan](#)
- [Bay Transit EEO](#)
- [NCQA Program Discharge Policy](#)
- [Bay Aging Weatherization Deferral/Denial Policy](#)

## 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 Aging Corporate Authorization Resolution](#)
- [Bay Transit Charter Policy](#)
- [Bay Transit Drug Alcohol Policy](#)
- [Medication Management Policy](#) – Adult Day Care
- [Policy for QA & QA for Infection Control](#) – Adult Day Care
- [Home Care Policies and Procedures](#)

- [Active Lifestyle Center Manual](#)
- [Program income](#) - Indoor Plumbing Program
- [HMIS Policies and Procedures](#) – Homeless Programs (Sub-grantee) ([Doc here: https://irp.cdn-website.com/5f4255d0/files/uploaded/HGIS\\_Policies\\_and\\_Procedures\\_09022020.pdf](https://irp.cdn-website.com/5f4255d0/files/uploaded/HGIS_Policies_and_Procedures_09022020.pdf))
  
- 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](#)

**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](#)
- [Tobacco Free Policy – Bay Aging Apartments](#)

