

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

January 26, 2023

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. 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

Board Members Absent: Charles Adkins, Esq., King & Queen County

Guests Present: Mr. William Massey, President & CEO, Peninsula Agency on Aging and Director, Bay Aging Apartments Board; Mr. Sidney Johnson, Essex County Board of Supervisors; Ms. Amy Nisenson, Owner, Amy Nisenson Consulting; and Ms. Karen LaForge, Associate, Amy Nisenson Consulting

Staff Present: Ms. Kathy Vesley, President & CEO; Mr. Tinsley Goad, Chief Financial Officer; Ms. Stephanie Hutton, Manager, Administration & Operations; Ms. Julie Northcott-Wilson, Statistician; Ms. Tiffany Robins, Director, Health Services; Mr. Bill Smith, Deputy CFO; Mr. Joshua Gemerek, VP Housing; Ms. MaDena DuChemin, Human Resources Manager; Ms. Lauren Cobb, Assistant Director, Care Coordination & Quality Improvement and Compliance Manager; Ms. Lisa Walker, VP - Advocacy Resources; Mr. Pat Frere, Director, Planning & Development; Ms. Angie Alley, Assistant Director, Housing Services; Ms. Hunter LeClair, Assistant Director, Multifamily Housing Management; Ms. Meghan Hall, Resident Service Coordinator; and Ms. Kenisha Martin, Housing Case Manager, Older Adults.

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on January 26, 2023. 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 9:44 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled January 26, 2023 Board of Directors Meeting.

Public Comment:

None

Program:

Staff from the multifamily housing department shared updates on recent initiatives. Ms. Martin informed Directors about the *A Home for the Holidays* project that took place over the Christmas holiday. Two older individuals who were homeless during the freezing temperatures over the holiday weekend were placed in a motel for temporary stay to escape the extremely low temperatures. Both have since been placed in permanent housing. This initiative was made possible by utilizing some of the bonus funds awarded from the Jessie Ball duPont Fund during the November match campaign. Ms. LeClair announced that Daffodil Gardens Phase II opened in November of 2022 and was fully occupied by the end of December 2022. She reviewed the timeline of the project as well as some challenges that were experienced prior to opening. Ms. Hall shared about the *Bringing Generations Together* event. Residents of Daffodil Gardens were paired with a home schooled student for ornament painting and a hand massage exercise. The event was a huge success and both the residents and students enjoyed spending time with each other. Similar events for the future are under consideration.

Ms. Nisenson and Ms. LaForge introduced themselves as the consultants working on Bay Aging's Strategic Plan. They shared the timeline and overview for the project. Directors will be kept informed and given opportunity for updates throughout the process. A Strengths, Weaknesses, Opportunities, and Challenges survey has been sent to Directors, staff, and key stakeholders to complete. Results of the survey will be used to help develop goal areas for the plan.

Ms. Vesley congratulated Ms. Robins and Ms. Cobb for leading Bay Aging to be a top performer across the nation regarding engagement of Elevance Health members. In December, Ground Game Health recognized four Bay Aging Community Health Coordinators as top performers for the number of assessments completed, the most follow-ups completed, and top success stories.

Consent Agenda:

- Minutes - November 17, 2022
- Agenda - January 26, 2023

Mr. Clarke made a motion to approve the Consent Agenda.  
Seconded by Rev. Harris, the motion was approved unanimously.

New Business:

Mr. Clarke stated the Finance Committee met last week and reviewed the financials through November 2022.

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

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

Ms. Vesley requested Directors consider endorsing Bay Aging advocate for support of the State Supplemental Funding budget amendments (Item 331 #2s and Item 331 #1h) that will affect aging services in many areas across the state. These budget amendments would allow for one-time supplemental funding of \$700,000 to be distributed to affected Area Agencies on Aging. This would offset losses that resulted from a funding distribution change of the Older Americans Act funding based on the 2020 census. Bay Aging was not affected by the reallocations, but many partnering Area Agencies Across the Commonwealth were greatly affected.

Mr. Dudley made a motion to support Bay Aging's advocacy in support of the State Supplemental Funding budget amendments. Seconded by Mr. Wilbanks, the motion was approved unanimously.

Ms. Vesley informed Directors that Robert Wilbanks was appointed to serve on the Bay Health Solutions, Inc. (BHS) Board via an email appointment from the Executive Committee on December 9, 2022. Mr. Wilbanks attended the first BHS meeting on January 9, 2023. Directors unanimously reaffirmed their appointment of Mr. Wilbanks to the BHS Board. The Board unanimously supported this appointment.

Ms. Vesley stated repairs are needed on the Adult Day Care building in Gloucester. She presented a slate of options for the future of the day care and possible pros and cons of each decision: make only necessity repairs, make necessity repairs plus building expansion, sell property and seek another location, convert property to office space and relocate the day care, or convert property and exit the adult day care service.

Mr. Carter reported the Executive Committee recommends approval of the option to make necessary repairs and add the additional expansion, estimated at \$125,000, and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Wilbanks, the motion was approved unanimously.

Ms. Vesley presented a resolution concerning closing funding for the Daffodil Gardens Phase II project. Directors were provided the resolution in advance of today's meeting.

Mr. Wilbanks made a motion to adopt the Daffodil Gardens Phase II resolution. Seconded by Mr. Dudley, the motion was approved unanimously.

Ms. Vesley presented a Low Income Housing Tax Credit (LIHTC) part ownership opportunity in Portsmouth with the Woda Group. Bay Aging would be 10% owner and receive a donation if the project is funded. Bay Aging would also have right of first refusal for 15 years after the completion of the project. There is no risk to Bay Aging, and the agency has partnered on several of these projects in the past.

Mr. Doyle made a motion to approve Bay Aging's 10% ownership in the Woda Group's Portsmouth LIHTC project. Seconded by Mr. Clarke, the motion was approved unanimously.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training document titled *Recommended Governance Practices: A Three Part Series - Part II, Leading Practices*. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She reviewed essential topics such as consent agendas, Board diversity and inclusion, Bylaws review, managing conflicts of interest, Board size, and From 990 posting.

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.

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Ms. Vesley informed Directors that the Community Caregiver Conversations have concluded, and a final report from Christy Jensen, Ph.D., Center for Excellence and Lifelong Health/Riverside Health System, is expected in March.

Unfinished Business:

Board Member Comments:

Closed Session:

Dr. Gross made a motion to reconvene in Closed Session at 11:23 a.m. to discuss matters concerning COO recruitment as it relates to succession planning 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. Doyle, the motion was approved.

The Chairman, Dr. Carter, called to reconvene in Open Session at 11:35 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".

No action was taken.

Next Meeting: The next meeting is scheduled to be held on March 23, 2023 at 9:30 a.m. via Zoom.

There being no further business, Mr. Carter adjourned the meeting at 11:36 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      1/26/23  
Date

  
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Ms. Vera Lee, Secretary      01-26-2023  
Date