

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

March 23, 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; Reverend Maria Harris, King William County; Ms. Lynda Smith, Mathews County; Charles Adkins, Esq., King & Queen County; and Ms. Karen Lewis, Westmoreland County

Board Members Absent: Ms. Cynthia Talcott, Richmond 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; Ms. Karen LaForge, Associate, Amy Nisenson Consulting; and Ms. Kay Vose, Director, Bay Aging Foundation Board

Staff Present: Ms. Kathy Vesley, President & CEO; Mr. Tinsley Goad, Chief Financial Officer; Ms. Stephanie Hutton, Manager, Administration & Operations; Mr. Bobby Vassar, Sr. Counselor to the President & CEO; 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; Mr. Pat Frere, Director, Planning & Development; Mr. Bill Smith, Deputy CFO; Ms. Jennifer Beck, Director, Community Living Programs; Ms. Cathey Eades, Director, Care Transitions; and Ms. Fran Anderson, Project Manager, Community Care Hub.

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on March 23, 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 9:40 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled March 23, 2023 Board of Directors Meeting.

Public Comment:

None

A moment of silence was observed for the late Bill Reisner, prior Board Director.

Program:

Ms. Nisenson and Ms. LaForge re-introduced themselves as the consultants working on Bay Aging's Strategic Plan. Draft goals and objectives were presented to Directors. Directors were mailed a copy in advance of today's meeting and they were given the opportunity for feedback and comment. The next step is to develop measurable initiatives to fall under each main goal. Directors will be provided with an update once those are developed by staff.

Ms. Hutton shared a video interview by WTVR-TV with Mr. Bob Taylor, musician who lives in Bay Aging's Colonial Beach Apartments.

Consent Agenda:

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

Mr. Wilbanks made a motion to approve the Consent Agenda. Seconded by Ms. Lee, the motion was approved unanimously.

New Business:

Ms. Lewis presented the Bay Aging FY2022 Audit and Form 990. Both were also made available to Directors prior to today's meeting via their online portal. She stated it was a clean audit with no major findings.

Ms. Lewis stated the Audit committee met jointly with the Foundation Committee last week and reviewed in depth the Bay Aging Audit for FY2022 and Form 990 and recommends the Bay Aging Board of Directors approve same. Seconded by Rev. Harris, the motion was approved unanimously.

Mr. Clarke stated the Finance Committee met last week and reviewed the financials through January 2023. There was a discussion on baking security considering recent events at the Silicon Valley Bank. Mr. Goad indicated there is no indication something similar would happen with any of the banks Bay Aging does business with and all funds are within secure, FDIC protected accounts.

Mr. Clarke reported the Finance Committee reviewed in depth the Bay Aging Financials through January 2023, 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. Clarke presented the Bay Aging Foundation financials through January 2023. He reminded Directors that no action is needed since these financials will be approved by the Bay Aging Foundation Board.

Mr. Goad reviewed the financials for Mercer Place and Daffodil Gardens II. It was requested vacancies be added to the report. Directors unanimously agreed to review reports for these properties quarterly.

Ms. Vesley reviewed the monitoring report from the Department of Aging and Rehabilitative Services and the report from the Department of Rail and Transportation. She presented a required Protest of Award Policy, which Directors received in advance of today's meeting.

Mr. Carter reported the Executive Committee recommends approval of the Protest of Award Policy and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Doyle, the motion was approved unanimously.

Mr. Gemerek presented a resolution concerning closing funding for the Daffodil Gardens Phase II project. This resolution is very similar to the one passed at the January meeting, except this one accounts for an additional \$515k received from the Department of Housing and Community Development. Directors were provided with the resolution in advance of today's meeting.

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

Board Member Comments:

Mr. Carter congratulated Ms. Vesley and her staff for the successful work to develop the Community Care Hub.

Rev. Harris questioned if there would be more affordable housing available in King William County. Ms. Vesley stated funding continues to be a huge challenge in developing affordable housing.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training document titled *Recommended Governance Practices: A Three Part Series - Part III, Compliance 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 meeting frequency, executive compensation, Review of Form 990, document destruction and retention, and Whistleblower Process..

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.

At the request of the Board in January, Ms. Vesley shared a listing of the low-income tax credit partnerships that Bay Aging is currently involved with or was included as a potential partner for properties that were not funded.

Mr. Doyle called the Directors' attention to the Caregiver report and draft press release for the recent Caregiver Conversations. He encouraged Directors to read the findings and consider how to Foundation can support Bay Aging in any caregiver initiatives.

Unfinished Business:

Closed Session:

Dr. Gross made a motion to reconvene in Closed Session at 11:13 a.m. to discuss matters concerning compensation 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. Wilbanks, the motion was approved.

The Chairman, Dr. Carter, called to reconvene in Open Session at 11:24 a.m. and asked for certification from each director by saying,

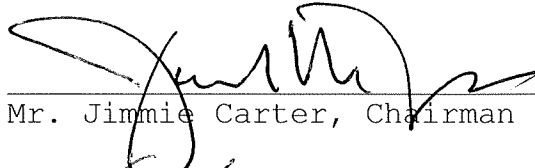
"I so certify" that, to the best of their knowledge, only matters lawfully exempted from open meeting requirements under Virginia law that were identified in the motion convening in the Closed Session were heard, discussed or considered in the Closed Session. If the director cannot certify, indicate the specifics of any unauthorized item heard, discussed or considered. Ms. Hutton called roll and the board unanimously responded, "I so certify".


Dr. Gross made a motion to accept the compensation report and authorize a compensation study to be pursued as discussed in closed session. Seconded by Mr. Adkins, the motion was approved.

Next Meeting: The next meeting is scheduled to be held on May 25, 2023 at 9:30 a.m. Meeting method (Hybrid or Zoom only) will be determined closer to the meeting date.

There being no further business, Mr. Carter adjourned the meeting at 11:26 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      Date      3/25/23

  
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Ms. Vera Lee, Secretary      Date      03/25/2023