

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

November 17, 2022

Board Members Present: 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

Board Members Absent: Mr. Jimmie Carter, Chairman, Lancaster County

Guests Present: Mr. Sidney Johnson, Essex County Board of Supervisors

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; Ms. Tiffany Robins, Director, Home and Community Based Services, Director, Care Coordination; Ms. Cathey Eades, Director, Care Transitions; Ms. Fran Anderson, Project Manager, Community Integrated Health Network; Mr. Bill Smith, Deputy CFO; Ms. Jennifer Beck, Director, Community Living Programs; Mr. Joshua Gemerek, VP Housing; Ms. Melissa Blake, Director, Veteran Directed Care; Ms. MaDena DuChemin, Human Resources Manager; Ms. Lauren Cobb, Assistant Director, Care Coordination & Quality Improvement and Compliance Manager.

Call to order: The Bay Aging Board of Directors met via Zoom teleconference, on November 17, 2022. Given the number of COVID-19 infections, the Board has determined it will not hold in-person meetings at this time. Vice-Chairman, Dr. Gross, called the meeting to order at 9:38 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled November 19, 2022 Board of Directors Meeting.

Public Comment:

None

Program:

Ms. Hutton shared a Meals on Wheels marketing video that was filmed in Mathews County through a grant from the Click & Pledge Foundation. The video was released on November 2, 2022, and is being used as a marketing tool for the duPont match campaign. Ms. Hutton and Ms. Northcott-Wilson reminded Directors that the duPont match campaign kicked-off on November 1 and ends November 30, 2022. They updated on the current amount of funds raised to date as well as provided suggestions to help maximize Bay Aging's match to be earned. Directors were provided marketing materials to share with their giving circles via email, social media, and print.

Consent Agenda:

- Minutes - September 22, 2022
- Agenda - November 19, 2022

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

New Business:

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

Mr. Clarke reported the Finance Committee reviewed in depth the Bay Aging Financials through September 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 September 2022. He reminded Directors that no action is needed since these financials will be approved by the Bay Aging Foundation Board.

Ms. Vesley presented the Bay Transit Driver Handbook. The handbook is very similar to Bay Aging's Employee Handbook, except it also includes drug and alcohol testing and other federal and state mandated driver specific policies.

Dr. Gross reported the Executive Committee reviewed in depth the Bay Transit Driver Handbook and recommends the Bay Aging

Board of Directors approve same. Seconded by Mr. Doyle, the motion was approved unanimously.

Ms. Vesley announced that Bay Health Solutions (BHS), which is a separate non-profit entity that Bay Aging operates in partnership with Peninsula Agency on Aging, requires Bay Aging to appoint Directors to serve on the BHS Board. Currently, Jimmie Carter and Dr. Barry Gross's terms expired May of 2022, and Ron Saunders, Karen Lewis, and Stanley Clarke's terms expired July 2022. These individuals are interested in continuing and request the Bay Aging Board's re-appointment. Directors serve 3-year terms. Ms. Vesley also shared that Peninsula Agency on Aging has appointed an additional Director to serve on the BHS Board, so to stay in compliance with the by-laws, Bay Aging will also need to appoint another Director. Anyone who is interested or has suggestions, please let Ms. Hutton or her know.

Dr. Gross reported the Executive Committee recommends appointment of Jimmie Carter and Dr. Barry Gross effective May 2022 through May 2025 and Ron Saunders, Karen Lewis, and Stanley Clarke effective July 2022 through July 2025 to the BHS Board of Directors and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Dudley, the motion was approved unanimously.

Mr. Goad presented an early retiree benefit that offers Bay Aging employees who retire between age 62 and 65 the option of remaining on the organization's group health/dental/vision insurance plan. The early retiree would continue to receive the Bay Aging funded monthly stipend and pay the additional monthly premium from their own resources. The retiree must have worked for Bay Aging 25 uninterrupted years. The proposed benefit was shared with Directors in advance of today's meeting.

Dr. Gross reported the Executive Committee reviewed in depth the proposed early retiree benefit and recommends the Bay Aging Board of Directors approve same. 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 I, Essential 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 attendance, term limits, board recruitment, strategic planning and budgeting, and audit responsibilities.

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 that the strategic planning project is about to kick-off and volunteers to serve on a Steering Committee are needed. Interested Directors should let Ms. Hutton or her know.

Ms. Vesley gave an update on the Community Integrated Health Network project, stating the Administration for Community Living is pushing to develop a concise replicable design to address needs. Bay Aging has been making great progress and our grant has been extended. Ms. Anderson added that a workshop for non-profits has been established to provide guidance in implementing strategies to sustain Social Determinants of Health.

Ms. Vesley reminded Directors that the Caregiver Conversations are happening around the service area. Directors were provided a flyer with dates, locations, and time of each event. Dr. Gross, Mr. Saunders, Mr. Dudley, and Ms. Lee all shared their positive experiences attending one of these sessions.

Ms. Vesley presented a PowerPoint titled: *VAAACares®: Business Opportunities for Area Agencies on Aging*. She gave this presentation to the Elevating Aging Workgroup on November 7, 2022.

Unfinished Business:

None

Board Member Comments:

None

Closed Session:

Mr. Wilbanks made a motion to reconvene in Closed Session at 10:52 a.m. to discuss matters concerning personnel evaluation 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. Craig, the motion was approved.

The Vice-Chairman, Dr. Gross, called to reconvene in Open Session at 11:02 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".

Ms. Johnson made a motion to approve the evaluation and compensation as discussed in closed session. Seconded by Mr. Wilbanks, the motion was approved unanimously.

Next Meeting: The next meeting is scheduled to be held on January 19, 2023 at 9:30 a.m. via Zoom.

There being no further business, Dr. Gross adjourned the meeting at 11:14 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