

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

July 27, 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; Reverend Maria Harris, King William County; Ms. Lynda Smith, Mathews County; Ms. Cynthia Talcott, Richmond County; Mr. Bill Doyle, Northumberland County; and Ms. Karen Lewis, Westmoreland County

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

Bay Aging Foundation Board Members Present: Ms. Kay Vose, Lancaster County

Guests Present: Mr. William Massey, President & CEO, Peninsula Agency on Aging and Director, Bay Aging Apartments Board and Mr. Sidney Johnson, Essex County Board of Supervisors

Staff Present: Ms. Kathy Vesley, President & CEO; Ms. Fran Anderson, Project Manager, Community Integrated Health Network; Ms. Jennifer Beck, Director, Community Living Programs; Ms. Melissa Blake, Director, Veteran Directed Care; Ms. Janice Burse, Assistant Director of Single Family Housing - Weatherization; Ms. MaDena DuChemin, Human Resource Manager; Mr. Pat Frere, Director, Planning & Development; Mr. Joshua Gemerek, Senior Vice President, Housing; Mr. Tinsley Goad, Chief Financial Officer; Ms. Amanda Gravatt, Assistant Director of Planning and Development; Ms. Stephanie Hutton, Manager, Administration & Operations; Ms. Julie Northcott-Wilson, Statistician; Ms. Tiffany Robins, Director of Health Services; Mr. Bill Smith, Deputy CFO; Mr. Bobby Vassar, Senior Counselor to the President; Elizabeth Whitaker, Finance Manager; Ms. Mary Simpson, Deputy CCFO; Ms. Natasha Brown, Finance Director; and Ms. Julie Horner, Administrative Assistant, Community Living Programs.

Call to order: The Bay Aging Board of Directors met via hybrid method: in-person at the Bay Aging Main Administration Building (5306 Old Virginia Street, Urbanna, VA) and via Zoom teleconference on July 27, 2023. Chairman, Mr. Carter, called the meeting to order at 9:38 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled July 27, 2023 Board of Directors Meeting.

Public Comment:

None

Program:

Mr. Carter announced that Ms. Vesley was awarded the Excellence in Leadership Award at the USAging Conference in Salt Lake City, UT on July 16, 2023. He read her nomination aloud and commended her for her years of hard work and dedication to serve older adults, people with disabilities, and clients of all ages. Mr. Carter also shared that Bay Transit won an Aging Innovations Award for the Micro-transit program. He also commended Ms. Beck and Ms. Blake for their superior presentation on the Veteran Directed Care Program at the conference and presented each with a letter from the Board recognizing their work.

Ms. Hutton shared an overview of the detailed Bay Aging Strategic Plan 2023 - 2028. The plan was provided to Directors in advance of today's meeting.

Mr. Dudley made a motion to approve the Bay Aging Strategic Plan 2023 - 2028 as presented. Seconded by Ms. Smith, the motion was approved unanimously.

Consent Agenda:

- Minutes - May 25, 2023
- Agenda - July 27, 2023

Dr. Gross made a motion to approve the Consent Agenda. Seconded by Mr. Dudley, the motion was approved unanimously.

New Business:

Mr. Clarke stated the Finance Committee met last week and reviewed the financials through May 2023.

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

Mr. Clarke presented the Bay Aging Foundation financials through May 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 proposed Bay Aging budget for FY2024 and proposed allocations to expend net revenues.

Mr. Clarke reported the Finance Committee reviewed in depth the Bay Aging Budget for FY2024 and proposed allocations to expend net revenues and recommends the Bay Aging Board of Directors approve same. Seconded by Dr. Gross, the motion was approved unanimously.

Mr. Goad presented the Area Plan. The plan was approved by Bay Aging's Advisory Council and recommended for approval by the Bay Aging Board of Directors. The Plan was posted in advance to the Board's internal website for review.

Mr. Carter reported the Executive Committee reviewed the Area Plan and recommends the Bay Aging Board of Directors approve same. Seconded by Mr. Clarke, the motion was approved unanimously.

Ms. Vesley shared the Affirmative Action Plans for Bay Aging: General, Veterans, and Individuals with Disabilities. These plans were posted to the Board's internal website prior to today's meeting.

Mr. Carter reported the Executive Committee reviewed the Affirmative Action Plans for Bay Aging: General, Veterans, and Individuals with Disabilities and recommends the Bay Aging Board of Directors approve same. Seconded by Ms. Lee, the motion was approved unanimously.

Ms. Vesley shared proposed regulations for the Older Americans Act that would require Area Agencies on Aging to allow their State Unit on Aging to review and approve private contracts. Mr. Vassar stated that the State Unit does not have the background or expertise in health care contracts and would not have the wherewithal to accurately review. He stated Bay Aging is a private non-profit and review of contracts infringes on the organization's ability to conduct business as the agency sees appropriate. Funders should not have the ability to review contracts unrelated to services provided

under their funding allocations. Ms. Vesley added that this review is a violation of signed non-disclosure agreements and health care entities will not want to release competitive proprietary information to the State Units on Aging, resulting in loss of contracts for AAAs. She informed Directors that appropriate legal counsel has been identified and is willing to provide a legal analysis of the proposed legislation to advocate against it. Since the comment period ends August 12, she requested the Executive Committee take action to allow staff to immediately hire an attorney to support the opposition of the proposed legislation. Rates could reach \$500 per hour, but it is unknown at this time how many hours will be required to develop a strong rebuttal. Mr. Carter reported the Executive Committee approved expending funds to retain a qualified attorney, \$500 per hour for a reasonable timeframe, to review the proposed legislation and recommends the Bay Aging Board of Directors approve same.

Dr. Gross made a motion to approve the expense for an attorney as recommended. Seconded by Ms. Smith, the motion was approved unanimously.

Ms. Vesley shared her job description and sample CEO recruitment process with Directors. She has not announced her retirement; however, Directors requested this information so the Succession Planning Committee, appointed by Mr. Carter, can prepare for when she retires in the future.

Mr. Carter appointed Mr. Clarke and Mr. Craig to the Bylaws Committee to review and suggest any needed updates or revisions to Bay Aging's bylaws.

Chief Executive's Report:

Ms. Vesley reviewed the Organizational Standards relevant to Strategic Planning as the Governance Training for the July 2023 meeting. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She reviewed the Organizational Standards and explained the importance of the Board's role in the creation and implementation of the plan.

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.

Unfinished Business:

None

Board Member Comments:

None

Closed Session:

None

Next Meeting: The next meeting is scheduled to be held on September 28, 2023 at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Mr. Carter adjourned the meeting at 11:21 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 9-28-23
Date



Ms. Vera Lee, Secretary 9-28-23
Date



Recorded by Stephanie Hutton, Manager, Administration & Operations 09-28-2023