

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

September 28, 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; and Ms. Cynthia Talcott, Richmond County.

Board Members Absent: Mr. Bill Doyle, Northumberland County; Charles Adkins, Esq., King & Queen County; Mr. Robert Wilbanks, Middlesex County; and Ms. Karen Lewis, Westmoreland County.

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. Stephanie Hutton, Manager, Administration & Operations; Ms. Julie Northcott-Wilson, Statistician; Ms. Tiffany Robins, Director of Home & Community Based Programs and Director of Care Coordination; Mr. Bill Smith, Deputy CFO; Mr. Bobby Vassar, Senior Counselor to the President; Elizabeth Whitaker, Finance Manager; Mr. Peter Mertens, Administrative Coordinator; Ms. Pat Sanders, Operations Manager; Ms. Julie Horner, Administrative Assistant to Community Living Programs; Ms. Lisa Walker, Vice President of Advocacy Resources; Ms. Cathey Eades, Director, Care Transition; and Ms. Brianna Noel, Veteran Directed Care Enrollment Specialist.

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 September 28, 2023. Chairman, Mr. Carter, called the meeting to order at 9:41 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled September 28, 2023 Board of Directors Meeting.

Public Comment:

None

Program:

Ms. Vesley stated that staff have been developing new opportunities for FY2024. Ms. Vesley called upon Bay Aging staff to present the Opportunities in 2024 to the Board of Directors.

Ms. Robins and Ms. Eades lead the new opportunities for Community Care Hub and Managed Care Organizations (MCOs). Ms. Robins stated The Virginia Medicaid Cardinal Contract was released prior to Labor Day. Bay Aging is working with all current plans, as well as plans hoping to be awarded the new contract. Bay Aging is exploring contracts for care transitions, care management, caregiver support, health equity solutions, and assisting with redetermination to ensure eligible individuals maintain eligibility. The contract is expected to be awarded by the first of the year and the changes will go live in July, 2024.

Ms. Blake and Ms. Beck led the discussion on opportunities for Veteran Directed Care expansion. Ms. Blake stated Bay Aging has served 639 veterans from October 2021 to September 2022 and 746 veterans from October 2022 to July 2023. Ms. Beck stated that they are experiencing rapid growth in referrals every year. Ms. Blake stated they are working on an expansion that would involve the Virgin Islands and Puerto Rico and are looking into expanding into 12 potential new states. Currently, Bay Aging is active in six states.

Mr. Gemerek and Mr. Frere led the discussion on opportunities for Housing. Mr. Frere reported to the Board that the single-family housing program, with assistance from the community action program, has been preparing for an increase in weatherization funding for FY2024. Bay Aging has been hiring additional staff in preparation for the increase of funding. Mr. Gemerek said the multi-family housing program recently applied and was selected to participate in the 2023 Supportive Housing Institute of Virginia. This curriculum will allow Bay Aging to move forward with prospective projects.

Ms. Sanders led the discussion on opportunities for Bay Transit. Bay Transit has received national recognition for Micro transit. Bay Transit is looking to expand Micro transit into other neighboring counties in the next year.

Ms. Beck led the discussion on opportunities for Aging Services. Bay Aging is looking to improve meal quality for Meal on Wheels, adding more workshops for the Active Lifestyle Centers, and expanding the farmers market program.

Consent Agenda:

- Minutes - July 27, 2023
- Agenda - September 28, 2023

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

New Business:

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

Mr. Clarke reported the Finance Committee reviewed in depth the Bay Aging Financials through July 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. Goad presented the Bay Aging Foundation financials through July 2023. 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 Bylaws updates. Directors were provided with a copy of the Bylaws in advance of today's meeting.

Mr. Carter reported the Executive Committee reviewed the Bylaws' updates and recommends the Bay Aging Board of Directors approve same. Seconded by Dr. Gross, the motion was approved unanimously.

Prior to the September 28, 2023 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. Ms. Vesley reviewed the Bay Aging Policies and Resolutions - the entire list can be found in Attachment A

Mr. Carter reported the Executive Committee reviewed Policy Documents and Annual Resolutions and recommends the Bay Aging Board of Directors approve same. Seconded by Dr. Gross, the motion was approved unanimously.

A Resolution was discussed by the Board of Directors for Bay Aging that authorized the release of Board Member's social security number and birthdates to be utilized for required background checks.

Mr. Carter reported the Executive Committee reviewed the Resolution to share Director Information and recommends the Bay Aging Board of Directors approve same. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley shared the Affirmative Action Plan Q2 Report.

Mr. Carter reported the Executive Committee reviewed the Affirmative Action Plan Q2 Report and recommends the Bay Aging Board of Directors approve same. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley shared the HR Annual Compliance Report.

Mr. Carter reported the Executive Committee reviewed the HR Annual Compliance Report and recommends the Bay Aging Board of Directors approve same. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley announced that it is time for the Annual CEO Evaluation. Completed evaluations should be sent to Dr. Gross.

Ms. Vesley announced that the Board Members were mailed Annual Governance Documents prior to the meeting, and the documents need to be returned to Ms. Hutton as soon as possible.

Chief Executive's Report:

Ms. Vesley reviews the Governance Training, with the top 10 markers of a high-performance board. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She reviewed the components of the dashboard and explained the importance of the Organizational Standards relevant to the Governing Board.

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 provided Major Program updates relevant to strategic plan 2023-2028.

Ms. Vesley congratulated Mr. Dudley on becoming Chairman of the Bay Aging Foundation Board, effective October 1.

Ms. Hutton provided an update on the Jessie Ball duPont Match Campaign, noting the differences between last year's campaign and this year.

Unfinished Business:

There was discussion about honoring a front-line worker at each meeting. Ms. Vesley informed Directors that there will be staff awards given out at the upcoming staff retreat. It is customary for recipients to attend a board meeting to be recognized. Directors unanimously agreed on this approach.

Board Member Comments:

Ms. Vesley stated this is her 50th consecutive board meeting, equaling 25 years of perfect attendance.

Closed Session:

None


Next Meeting: The next meeting is scheduled to be held on November 16, 2023, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Mr. Carter adjourned the meeting at 11:25 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 11-16-23
Date



Ms. Vera Lee, Secretary 11-16-23
Date



Recorded By: Mr. Peter Mertens 11-16-23
Administrative Coordinator Date

Attachment A - Annual Meeting Documents 2023

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.
- Adopt a resolution to reaffirm terms of current Bay Health Solutions Directors representing Bay Aging to the Bay Health Solutions Board of Directors
- **NEW** – Reappoint Advisory Council Members to two year terms

REVISED/NEW – Needs action

Bay Aging Bylaws

- Several housekeeping updates to be gender inclusive (using he/she and Chairperson) and fix typos, punctuation, and formatting.
- Article III – Naming the counties served by OAA funding in response to a DARS requested update.
- § 5.03 – Including language to clarify Directors can serve consecutive or intermittent terms in response to a DARS requested update.
- § 5.04 – Addition of GED or equivalent for educational requirement.
- § 6.01.C – Allow notice of special meetings to be given via electronic means.
- § 7.04 – Adding approve and sign minutes to duties of the Chairperson in response to a DARS requirement.
- § 7.06 – Changing requirements for minutes to be distributed from one week to five calendar days.
- § 8.01.B – Adding language to state the Treasurer will chair the Finance Committee.
- § 8.0.C – Addition of Audit Committee as a standing committee.
- Article IX – Clarification on the Advisory Council's role in relation to the Bay Aging Board of Directors.
- Update signatories to add Board Chair and Secretary

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

- Updated enrollment process to primarily in person.
- Updated Risk Negotiation process.

VDC FMS Policy and Procedure

- Added references to U.S. Virgin Islands, Missouri, Georgia, Kansas, & New Jersey throughout the document.
- Updated forms under Participant Enrollment.
- Updated forms under Worker Enrollment.
- Updated criminal history/sex offender search policy.
- Updated reports created in the Reporting section.
- Updated 2023 FICA threshold to \$2,600.00.
- Updated customer service contact information.

Bay Aging Information Systems Cybersecurity Policy

- Updates for minor grammatical/spelling errors

ADC Handbook, ADC Policies and Procedures Manual & Infection Control– Adult Day Care

Policy and Procedure Manual:

- Policy updated to reflect 24-hour reporting requirement to the Department of Social Services for major facility incidents.

Home Care Manual

- Policy updated to reflect current Home Care Aide mileage stipend.
- Employee titles updated.

NCQA Program Discharge Policy

- The Program Discharge Policy updated to reflect how participants are discharged from Care Coordination when goals are met, how the participant is notified, and program termination if the participant is unable to be contacted.

NCQA LTSS 2B

- LTSS 2B Assessment Process revised to include the completion of the Accountable Health Communities Health-Related Social Needs Screening Tool to be utilized to determine unmet health related social needs.

Bay Aging Disaster Recovery and Business Continuity Plan

- Updated staff listing
- Updated Montross address to Peach Grove Lane

Bay Aging – Financial Policy and Procedures Updated for FY24

In addition to corrections made to typographical or syntax errors, the following specific changes are proposed for FY2024.

- Page 8: Updated the mission statement to match website
- Page 10 and throughout: Changed finance department personnel title from Deputy CFO to Finance Director to match new positions
- Page 12 and throughout: We are transitioning from ADP to Paycom as our payroll/HR platform, effective October 16, 2023.
- Page 19: Updated policy with respect to office security, to reflect new access control at Building A
- Page 41 and throughout: Standardizing reference to the Accounting Department
- Page 58: Revised process for Invoice processing, reflecting the digital processes being adopted within Blackbaud. Invoice requests, formally known as Voucher Packages, are now processed within the system. All controls for approval of invoices remain, with a full digital audit trail in place.
- Page 64: New procedures for processing payments to vendors via electronic payments (ACH). Bay Aging will be transitioning to this form of payment of all vendors who will accept ACH. As with the invoice approvals, all controls for review and approval remain in place with full digital audit trails.

- Page 68: Further edits to reflect Bay Aging’s movement toward digital management of employee files.
- Page 70: New procedure for processing payroll on a less-than full cycle. Paycom has the capability of allowing employees to draw salary earned on as short as a daily cycle, while maintaining full tracking of hours and earnings.
- Page 71: Updated description of main cash account to include the overnight sweep, which provides protection for funds above the FDIC maximum.
- Page 75: Updated policy of interest tracking, to reflect actual practice.
- Page 89: Updated definition of Statement of Functional Expenses to reflect actual practice
- Page 102: Added Fiduciary Bond description under Insurance Definitions. This is the bond required by the 401K plan.

[2023 Bay Aging Personnel Policy Handbook, Appendix 10](#)

- Page 11 Section 3-3 a. Equal Employment Opportunity -added “pregnancy, childbirth, or related medical conditions due to new Pregnant Workers Fairness Act (PWFA)
- Page 15 Section 4-3 Timecards- add ‘ after employees 3rd line, 4th sentence.
- Page 16 Section 4-7 Separation From Employment- last line delete “the” in front of Bay Aging.
- Page 16 Section 5-1 added paragraph regarding meals, breaks, and breaks for nursing mothers -Providing Urgent Maternal Protections (PUMP) Act.
- Page 21 Section 5-9 Added sentence “These policies are not intended to restrict employee’s rights under the National Labor Relations Act (NLRA).”
- Page 25 Section 7-2 Annual Leave- last sentence “Scheduling of vacation must be “requested and approved in advance” ...”
- Page 26 Section 7-2 Sick Leave 3rd paragraph first line change use to “request” and add to last sentence “Requests should be made as soon as possible.”
- Appendix 11 new Virginia State Law for Unpaid Leave for Organ and Bone Marrow Donation
- Appendix 12 Equal Employment Opportunity-added pregnancy, childbirth, or related medical conditions.

Revised and Approved Since September 2023 – Reaffirm

- [Bay Transit Drug Alcohol Policy](#) (May 2023)
- [Bay Aging Affirmative Action Plan, Appendix A & B,-AAP for People with Disabilities, AAP Veterans](#) (July 2023)

No Revision – Reaffirm

- [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](#)
 - [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](#)
 - [Bay Transit Charter Policy](#)
 - [Bay Transit Driver Handbook](#)
 - [Bay Aging \(Transit\) Title VI Plan](#)
 - [Bay Transit EEO](#)
 - [Bay Aging Weatherization Deferral/Denial Policy](#)
 - [Program income](#) - Indoor Plumbing Program
 - Indoor Plumbing Program – [Management Plan](#)
 - [NNMPHC Policies and Procedures](#)
 - [NNMPHC Bylaws](#)
 - [HMIS Policies and Procedures](#) – Homeless Programs (Sub-grantee) ([Doc here: https://irp.cdn-website.com/5f4255d0/files/uploaded/HCIS_Policies_and_Procedures_09022020.pdf](https://irp.cdn-website.com/5f4255d0/files/uploaded/HCIS_Policies_and_Procedures_09022020.pdf))
 - [Virginia Housing HCVP Administrative Plan](#)
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- NCQA Policies:
 - [LTSS1](#)
 - [LTSS2A, LTSS 2A Population Assessment Demographics, LTSS 2A Population Assessment CC,](#)
 - [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](#)