

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

January 25, 2024

Board Members Present: Mr. Jimmie Carter, Chair, 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; Reverend Maria Harris, King William County; Ms. Lynda Smith, Mathews County; Ms. Cynthia Talcott, Richmond County; Mr. Robert Wilbanks, Middlesex County; and Mr. Bill Doyle, Northumberland County

Board Members Absent: Charles Adkins, Esq., King & Queen County; Mr. Ron Saunders, Gloucester County; and Ms. Karen Lewis, Westmoreland County.

Guests Present: Mr. William Massey, Director of Peninsula Agency on Aging and Mr. Sydney Johnson, Essex County Board of Supervisors

Staff Present: Ms. Kathy Vesley, President & CEO; 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. Amanda Gravatt, Assistant Director of Planning and Development; Ms. Natasha Brown, Finance Director; Ms. MaDena DuChemin, Human Resource Manager; Mr. Pat Frere, Director, Planning & Development; 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. Bobby Vassar, Senior Counselor to the President; Ms. Elizabeth Whitaker, Finance Director - Housing; Mr. Peter Mertens, Administrative Coordinator; Ms. Lisa Walker, Vice President of Advocacy Resources; Ms. Hunter LeClair, Assistant Director, Multi-Family Housing; Mr. Joshua Gemerek, Senior Vice President - Housing; Mr. Kenneth Pollock, Bay Transit Director; Ms. Julie Horner, Administrative Assistant - Community Living Programs; Ms. Claudia Pratt, Bay Transit Regional Supervisor; Ms. Megan Howell, Care Transitions, Quality Operations Admin; Ms. Cathey Eades, Director, Care Transitions - VAAACares®; and Ms. Fran Anderson, Project Manager Community Care Hub and Care Transitions.

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 January 25, 2024. 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 25, 2024 Board of Directors Meeting.

Public Comment: None

Program:

Ms. Hutton announced the recipients of the staff awards who were unable to attend the November 16, 2023 Board meeting were in attendance. She called on awardees' supervisors to introduce and present the Bay Aging Staff Award winners.

- Ms. Hunter LeClair introduced:
 - Ms. Mary Wilson - Team Player Award

- Mr. Kenneth Pollock introduced:
 - Ms. Claudia Pratt - Team Player Award

The Board of Directors thanked the award winners for their service to Bay Aging.

Consent Agenda:

- Minutes - November 16, 2023
- Agenda - January 25, 2024

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

New Business:

Mr. Clarke led a review of the Bay Aging Financial Reports through November 2023.

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

Ms. Vesley reported that the bylaws have undergone review by an external attorney, Mr. Pat McDermott, Esq. He deemed the updates sufficient, and provided suggested best practice edits, including gender-inclusive language and removing the requirement for the treasurer to be bonded, as they are covered under directors' and officers' insurance. Additionally, he proposed adding the signing of meeting minutes to the secretary's duties. Since the review was not completed in time to post the revisions with 20 days' notice, Ms. Vesley recommended that the Board approve the bylaws now, as the approved version is overdue for submission to the Community Action Plan and reaffirm the revisions at the March meeting to be in compliance with the 20-day notice. Directors can suggest further revisions at any time.

Mr. Dudley made a motion to approve the updates to the bylaws as presented. Seconded by Ms. Smith, the motion was approved unanimously.

Ms. Vesley reviewed the Affirmative Action Plan Q4 Report and stated that there were no anomalies present.

Mr. Craig made a motion to approve the Affirmative Action Plan Q4 Report. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley proposed an increase to the Bay Aging provided health insurance stipend for employees enrolled in a plan through Bay Aging. The increase from \$435 to \$485 per month is recommended to offset the approximate 10% increase in premiums. Directors agreed no action was needed as such adjustments were under Ms. Velsey's authority.

There was a discussion on an increase in the minimum wage. The Board decided to defer this discussion to closed session where compensation will be discussed.

Ms. Vesley presented to the Board a breakdown of the prioritization of Special Funds Allocations, as previously discussed in the Executive Meeting on January 18. These funds are proposed to be used to provide flexible funding for Bay Aging to assist with emergency services for individuals who do not meet the current criteria, special trips and activities for Active Lifestyle Centers, and housing supports such as ramps and home modifications. Mr. Dudley revisited a prior discussion on strategies for Bay Aging to raise funds, recalling Mr. Carter's suggestion for Bay Aging to reinvest in the community. Mr. Dudley proposed that this breakdown of funds

could serve as a presentation tool to demonstrate to other like-minded organizations the direction Bay Aging aims to pursue. He discussed setting a goal of organizing a proposal to present to community partners by June.

Board Comment

None

Chief Executive's Report:

Ms. Vesley reviews the Governance Training, with the Seven Pillars of a High Performing Organizations. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She reviewed Pillar 6 - Internal Monitoring and Continuous Improvement, which underscores the need for collective efforts from the Board, management, and staff in the collection and utilization of data. Additionally, it emphasizes the importance of the Board's receptiveness to feedback from constituents and their commitment to understanding the needs of those they serve. Notably, there was an emphasis placed on data regarding recruitment and engagement within the target population.

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.

Mr. Mertens briefed the Board on the total funds raised during the 2023 end-of-year Jessie Ball duPont match campaign. Following this report, Ms. Hutton and Ms. Northcott-Wilson addressed a query regarding the feasibility of requesting an increase in the maximum match amount from the Jessie Ball duPont Foundation.

Ms. Vesley provided details regarding the request from the Department for Aging and Rehabilitation Services (DARS) for information concerning our private contracts. The Executive Committee deliberated on this matter and decided not to disclose the information due to a Non-Disclosure Agreement (NDA).

Closed Session:

Dr. Gross made a motion to reconvene in Closed Session at 11:05 a.m. to discuss matters concerning personnel 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. Dudley, the motion was approved.

Chairman, Mr. Carter, called to reconvene in Open Session at 11:40 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. Mr. Carter called roll and the committee unanimously responded, "I so certify".

Mr. Doyle made a motion to approve the compensation plan as discussed in Closed Session. Seconded by Dr. Gross, the motion was approved unanimously.

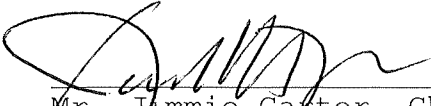
Unfinished Business:

None

Next Meeting: The next meeting is scheduled to be held on March 28, 2024, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Mr. Carter adjourned the meeting at 11:45 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 3/28/24
Date


Ms. Vera Lee, Secretary 3/28/24
Date


Recorded By: Mr. Peter Mertens 3/28/24
Administrative Coordinator Date