

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

November 16, 2023

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; Mr. Ron Saunders, Gloucester County; Reverend Maria Harris, King William County; Ms. Lynda Smith, Mathews County; Ms. Cynthia Talcott, Richmond County; Mr. Robert Wilbanks, Middlesex County; and Mr. William Massey, Director of Peninsula Agency on Aging.

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

Staff Present: Ms. Kathy Vesley, President & CEO; Ms. Mary Jane Kipper, Options Counselor - Veterans Directed Care Program; Ms. Jennifer Beck, Director, Community Living Programs; Ms. Justine Coates, Community Living Programs Assistant; Ms. Melissa Blake, Director, Veteran Directed Care; Ms. Janice Burse, Assistant Director of Single-Family Housing - Weatherization; Ms. Tamara Wright, Veteran Directed Care - Customer Service Manager; Ms. Kenisha Martin, Housing Case Manager; Ms. Amanda Gravatt, Assistant Director of Planning and Development; Ms. Mary Arthur, Lead Options Counselor, Caregiver Support; Ms. Shelly Cameron, Team Leader, Adult Day Care; Ms. Natasha Brown, Finance Director; Ms. MaDena DuChemin, Human Resource Manager; Mr. Pat Frere, Director, Planning & Development; 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. Bobby Vassar, Senior Counselor to the President; Elizabeth Whitaker, Finance Manager; Mr. Peter Mertens, Administrative Coordinator; Ms. Lisa Walker, Vice President of Advocacy Resources; and Ms. Brianna Noel, Veteran Directed Care Enrollment Specialist.

Guest Present: Mr. Matt Fitzgerald, Director of Office of Economic Activity, Virginia Department of Social Services.

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 November 16, 2023. Chairman, Mr. Carter, called the meeting to order at 9:42 a.m.

Roll Call: Ms. Hutton called roll and a quorum was established for the scheduled November 16, 2023 Board of Directors Meeting.

Public Comment: None

Program:

Ms. Vesley introduced the guest speaker, Mr. Fitzgerald. He discussed a partnership between Virginia Department of Social Services and Community Action Agencies like Bay Aging. Mr. Fitzgerald discussed implementing a whole family approach throughout all agencies, and that Social Services currently has a pilot project with six agencies. Mr. Fitzgerald shared Virginia Department of Social Services is currently working with families to address their needs through coaching and mentoring, and social services hopes the assessments will be added to the government's budget to expand to all Virginia Community Action Programs. Mr. Fitzgerald discussed recent initiatives with Community Action led broadband planning and implications, specifically around digital equity, and stated the importance of Community Action programs to stay involved to make sure their clients can use this infrastructure. Mr. Fitzgerald discussed using an AmeriCorp Vista to help build an economic opportunity toolkit, stating their goal launch date is December 2023 or January 2024. Mr. Fitzgerald discussed Social Services free learning management system "Learnworld" and its availability to agencies. Mr. Frere shared the Digital Opportunity Plan is being constructed and informed Mr. Fitzgerald that Community Action staff have heard a good report about digital equity. Mr. Frere stated Bay Aging is eager to implement whole family approach throughout the agency.

Ms. Vesley discussed a resolution to honor Deputy CFO, Mary Simpson.

Mr. Carter reported the Executive Committee reviewed the Resolution last week, and recommended the Bay Aging Board of Directors approve the resolution to honor Mary Simpson. Seconded by Ms. Talcott, the motion was approved unanimously.

Ms. Vesley was pleased to announce recipients of the staff awards were in attendance. She called on awardees supervisors to introduce and present the Bay Aging Staff Award winners.

- Ms. Jennifer Beck introduced:
  - Ms. Mary Arthur - Presidential Award
  - Ms. Mary Jane Kipper - Team Player Award
  
- Ms. Melissa Blake introduced:

- o Ms. Brianna Noel - Inspirational Leader Award
- o Ms. Tamara Wright - Superior Customer Service Award
  
- Ms. Tiffany Robins introduced:
  - o Ms. Shelly Cameron - Unsung Hero Award
  
- Ms. Amanda Gravatt introduced:
  - o Ms. Kenisha Martin - Pinnacle Award
  
- Ms. Stephanie Hutton introduced:
  - o Mr. Peter Mertens - Team Player Award

A few awardees were unable to attend, but they will be present at the January 25 Board meeting. The Board of Directors thanked the award winners for their service to Bay Aging.

Consent Agenda:

- Minutes - September 28, 2023
- Agenda - November 16, 2023

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

New Business:

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

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

Ms. Vesley presented the prioritization of Special Funds Allocations update. She shared that in case of a government shutdown, our programs will still have the funds needed to continue. Mr. Carter discussed Bay Aging assisting with emergency medical trips in the

winter, more funding for Homeless Solutions program, and possibly hiring or contracting a public relations manager.

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 reviews the Pillar 5 - A Culture that Values Learning, which talks about the board benchmarking themselves against, and learn from, peer organizations; being open and transparent about their results; continually seeking to do even better for the people or causes they serve; and to create and environment in which staff members feel safe acknowledging when there are problems.

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.

Closed Session:

Dr. Gross made a motion to reconvene in Closed Session at 11:12 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. Clarke, the motion was approved.

Chairman, Mr. Carter, called to reconvene in Open Session at 11:20 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. Carter made a motion to approve the performance evaluation of the CEO to the Board as discussed in Closed Session. Seconded by Ms. Lee, the motion was approved unanimously.

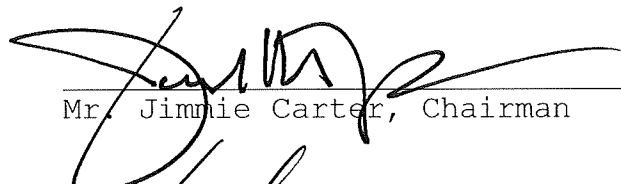
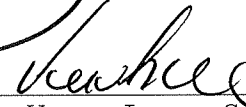
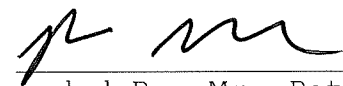
Unfinished Business:

There was discussion about offering stipends for community college and transit scholarships. No action was taken.

Next Meeting: The next meeting is scheduled to be held on January 25, 2024, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Mr. Carter adjourned the meeting at 11:30 a.m.

I certify that the foregoing is a true and correct copy of the minutes approved by the Bay Aging Board of Directors.

	1/25/24
Mr. Jimmie Carter, Chairman	Date
	1/25/24
Ms. Vera Lee, Secretary	Date
	1/25/24
Recorded By: Mr. Peter Mertens	Date
Administrative Coordinator	