

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

March 28, 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. Charles Adkins, Esq., King & Queen County; Mr. Bruce Craig, Northumberland County; Mr. James Dudley, Middlesex County; Ms. Belinda Johnson, Westmoreland County; Reverend Maria Harris, King William County; Ms. Cynthia Talcott, Richmond County; Mr. Robert Wilbanks, Middlesex County; Ms. Karen Lewis, Westmoreland County; and Mr. Bill Doyle, Northumberland County.

Board Members Absent: Mr. Ron Saunders, Gloucester County and Ms. Lynda Smith, Mathews 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; Mr. Tinsley Goad, CFO; 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; Ms. Stephanie Hutton, Manager, Administration & Operations; Ms. Julie Northcott-Wilson, Statistician; Mr. Bobby Vassar, Senior Counselor to the President; Mr. Peter Mertens, Administrative Coordinator; Mr. Kenneth Pollock, Bay Transit Director; Ms. Julie Horner, Administrative Assistant - Community Living Programs; Ms. Jill Sears, Community Engagement and Operations Manager; 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 March 28, 2024. 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 March 28, 2024 Board of Directors Meeting.

Public Comment: None

Program:

Ms. Vesley reviewed updates on the strategic plan, specifically discussing resolutions related to the relationship with Native American tribes, increased hours at the Adult Day Care (ADC) center, and progress on the ADC building expansion. Following her update, Mr. Goad provided further details on the ADC, while Mr. Pollock addressed questions regarding transit services. Additionally, Ms. Vesley offered insights into the expansion of the Veterans department.

Consent Agenda:

- Minutes - January 25, 2024
- Agenda - March 28, 2024

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

New Business:

Mr. Adkin provided an update for the audit committee, sharing with the board of directors the Bay Aging Audit and Form 990.

Mr. Wilbanks recommended the approval of the Bay Aging Audit and Form 990. Seconded by Ms. Johnson, the motion was approved unanimously.

Mr. Adkins reviewed the Foundation Form 990, sharing it with the Board of Directors. No action is needed by the Board of Directors.

Mr. Clarke led the review of the Bay Aging Financials through January 2024.

Mr. Clarke reported the Finance Committee reviewed in depth the Bay Aging Financials through January 2024, 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 Ms. Johnson, the motion was approved unanimously.

Mr. Clarke presented the Bay Aging Foundation financials through January 2024. He reminded Directors that no action is needed since these financials were approved by the Audit Committee and the Bay Aging Foundation Board.

Mr. Goad provided updates on financial interruptions in reimbursements for Veteran Directed Care (VDC), following a large data hack to Change Healthcare. Bay Aging has made a full recovery, and VDC is expecting to see commencement of payments starting in the next couple of weeks. Dr. Gross provided additional information regarding the hack, with Ms. Blake adding that VDC staff have done well monitoring updates and staying on top of the news. The Board agreed to send out thank you letters to the Veteran Directed Care staff who were responsible for the timely re-instatement of payments.

Ms. Vesley presented updates on the Veteran Directed Care program policy regarding Veteran's hiring employees with barrier crimes, which was previously discussed by the executive committee in last week's meeting. She outlined revisions to the policy, highlighting key changes for the Board's attention. Additionally, Mr. Vassar offered guidance on the hiring process for individuals with prior criminal records identified during pre-employment background checks. He clarified the procedures and criteria for determining eligibility to be hired in such cases.

Ms. Vesley reviewed the reaffirmed Bay Aging Bylaws updates, which were presented at the January Board meeting. These updates have been posted internally on the Board Website for all directors to review more than 20 days prior to today's meeting.

Mr. Wilbanks made a motion to reaffirm the Bay Aging Bylaw Updates. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley presented to the Board that Medicaid has announced contracts with five Managed Care Organizations, stating Bay Aging currently has relationships with all organizations named. There was a discussion around the reauthorization of the Older Americans Act and its potential implications for Bay Aging. There was a discussion about efforts to advocate for the removal of contracting provisions from the act and the potential consequences for Bay Aging's programs. Directors expressed concerns about the impact on the agency's ability to provide services and maintain partnerships if these changes are implemented. Additionally, there was discussion of drafting formal comments and letters to communicate with relevant partners regarding these concerns. The discussion also touches on other topics such as grants received for infrastructure projects and upcoming events involving Senator Warner. Mr. Vassar had stated that because there is no public funding involved, private pay services are not subject to the "Cost Sharing" provisions under the

Older Americans Act. There was a discussion about adding this topic to the agenda for a future meeting.

Board Comment

Ms. Vesley called for Board Member comments. Mr. Dudley mentioned that he had observed Ms. Lisa Walker, VP of Advocacy Resources, deliver a presentation about Bay Aging at an event, commending her for her excellent presentation skills.

Mr. Massey then discussed the success of the 42nd Forum on Aging, which took place on March 6 and was promoted and organized by the Peninsula Agency on Aging.

Mr. Wilbanks gave praise for the veteran department expansion in Puerto Rico and U.S Virgin Islands.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training, Cultivating Curiosity. This document was shared with Directors in advance of the meeting and is also posted to the internal Board website. She reviewed examples of what can happen when the Board lacks curiosity, such as lost opportunities to add value, advocating answers to the wrong questions, and falling short in their fiduciary duties. She highlighted the benefits of curiosity, including fewer decision-making errors, reduced group conflicts, and improved communication, leading to better team performance.

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.

Closed Session:

Dr. Gross made a motion to reconvene in Closed Session at 10:55 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 11:10 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. Johnson made a motion to approve the compensation plan as discussed in Closed Session. Seconded by Mr. Craig, the motion was approved unanimously.

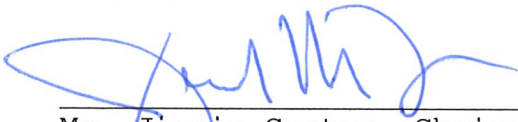


Unfinished Business:

None

Next Meeting: The next meeting is scheduled to be held on May 23, 2024, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Mr. Carter adjourned the meeting at 11:14 a.m.

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

 _____	Date
Mr. Jimmie Carter, Chairman	
 _____	3-28-24
Ms. Vera Lee, Secretary	Date
 _____	3-28-24
Recorded By: Mr. Peter Mertens	Date
Administrative Coordinator	