

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

July 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; Mr. Charles Adkins, Esq., King & Queen County; Reverend Maria Harris, King William County; Ms. Vera Lee, Secretary, Lancaster County; Mr. Bruce Craig, Northumberland County; Mr. James Dudley, Middlesex County; Mr. Bill Doyle, Northumberland County; Ms. Cynthia Talcott, Richmond County; Mr. Robert Wilbanks, Middlesex County; and Ms. Lynda Smith, Mathews County.

Board Members Absent: Mr. Ron Saunders, Gloucester County; Ms. Karen Lewis, Westmoreland County; and Ms. Belinda Johnson, Westmoreland County.

Guests Present: Mr. Sydney Johnson, Essex County Board of Supervisors.

Staff Present: Ms. Kathy Vesley, President & CEO; Ms. Melissa Blake, Director, Veteran Directed Care; Ms. Pat Sanders, Operations Manager; Ms. Jennifer Beck, Director, Community Living Programs; Mr. Josh Gemerek, Senior Vice President - Multi-Family Housing Development; Ms. Janice Burse, Assistant Director of Single-Family Housing - Weatherization; Ms. MaDena DuChemin, Human Resource Manager; Ms. Lisa Walker, VP - Advocacy Resources; Ms. Julie Horner, Administrative Assistant to Community Living Programs; Ms. Natasha Brown, Finance Director; Ms. Stephanie Hudgins, Manager, Administration & Operations; Ms. Tiffany Robins, Director of Health Services; Ms. Julie Northcott-Wilson, Statistician; Mr. Pat Frere, Director, Planning & Development; Ms. Kenisha Martin, Housing Case Manager for Older Adults; Mr. Bobby Vassar, Senior Counselor to the President; Mr. Peter Mertens, Administrative Coordinator; Ms. Brianna Noel, Veteran Directed Care - Enrollment Specialist; 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 July 25, 2024. Chairman, Mr. Carter, called the meeting to order at 9:35 a.m.

Roll Call: Ms. Hudgins called roll and a quorum was established for the scheduled July 25, 2024 Board of Directors Meeting.

Public Comment:

None

Program:

Ms. Walker presented to the Board of Directors a PowerPoint about the Virginia Insurance Counseling and Assistance Program's outreach to foster relationships with the local Native American Tribal communities. The presentation included the history of the local tribes, Bay Aging's outreach efforts, and plans to strengthen the relationship.

Ms. Vesley shared news from the national USAging Conference in Tampa, Florida, held from July 8 to July 11, 2024. She announced that Bay Aging had won four prestigious USAging awards: two Achievement Awards for the Caregiver Support and Healthy Harvest programs, and two Innovation Awards for the Leadership Institute program and the Community Care Innovation Collaborative. She noted that Bay Aging secured 2nd place overall in the Innovation Awards for the Community Care Innovation Collaborative, earning a monetary prize of \$1,500. She expressed her gratitude to the Board Directors and Bay Aging staff who played a crucial role in developing these programs. The Board discussed the idea of sending letters of appreciation to the Bay Aging staff who were instrumental in the development and facilitation of these award-winning initiatives.

Consent Agenda:

- Minutes - May 23, 2024
- Agenda - July 25, 2024

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

New Business:

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

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

Mr. Clarke presented the Bay Aging Foundation financials through May 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 reviewed the proposed Bay Aging budget for FY2025.

Mr. Clarke reported the Finance Committee reviewed in depth the Bay Aging Budget for FY2025 and recommends the Bay Aging Board of Directors approve same. Seconded by Ms. Smith, the motion was approved unanimously.

Ms. Vesley led a discussion on the Area Plan Update as part of the budget for Aging services, stating the plan had been reviewed in depth by the Advisory Council.

Mr. Craig made a motion to approve the Area Plan Update as presented. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley reminded Directors that Woda Cooper Companies Inc. has approached Bay Aging with an opportunity to be a no-risk non-profit partner for a Tax Credit Property named Malone Place in Petersburg, VA. Due to quickly approaching deadlines, the Executive Committee took action to approve the partnership via email on July 3.

Mr. Craig made a motion to approve the partnership with Woda Cooper Companies, Inc. for the Malone place LIHTC Property. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley reviewed the Board members whose terms are ending this year. Vera Lee, Cynthia Talcott, Jim Dudley, and Robert Wilbanks wish to serve another term. Karen Lewis and Charles Adkins wish to retire at the conclusion of their terms on September 30, 2024. Ron Saunders wishes to resign from the Board at the conclusion of the fiscal year due to health concerns. He is in the middle of his current term. Ms. Vesley informed the directors that she has contacted the county administrators for recommendations for new board appointees from each county, with hopes of having new appointees by the September Board of Directors meeting. Mr. Carter appointed the following nomination committee: Mr. Doyle, Rev. Harris, and Mr. Dudley, all of whom graciously accepted the role.

Ms. Vesley discussed an Advocacy Agenda for Bay Aging. She emphasized the importance of focusing on several advocacy issues

this year. One major point is pressing state legislators to have Managed Care Organizations (MCOs) be required to utilize Agencies on Aging (AAA) to perform Long-Term Services and Supports (LTSS). The goal is to persuade the General Assembly to ensure MCOs contract with AAAs for these services. No action was taken.

Board Comment

Mr. Dudley informed the Board of Directors that the next Foundation Board of Directors meeting was rescheduled from September 19 to September 26 due to scheduling conflicts with a few of the Directors. The Foundation Board will be meeting at 9:15 a.m. for a brief election of officers.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training on Risk Management. This document was shared with directors prior to the meeting and is also available on the internal Board website. This training detailed what risk management is, including controlling the possibility of financial loss in an efficient manner, approaches to managing risks, types of risks to manage through insurance coverage, and important considerations in selecting and evaluating coverage.

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 briefly shared an update on GUIDE Model, stating that Bay Aging is building partnerships to move forward with the program.

Closed Session:

None

Unfinished Business:

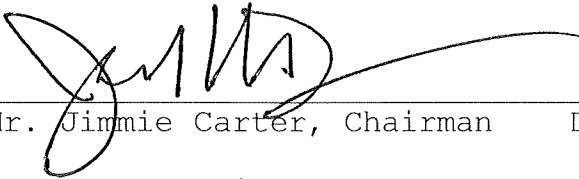
None

Next Meeting: The next meeting is scheduled to be held on September 26, 2024, at 9:30 a.m. via hybrid methods (Zoom and in-person).

Bay Aging  
Minutes of the Meeting of the Board of Directors  
July 25, 2024

There being no further business, Mr. Carter adjourned the meeting at 11:33 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      Date      9-26-24

  
\_\_\_\_\_  
Ms. Vera Lee, Secretary      Date      9-26-24

  
\_\_\_\_\_  
Recorded By: Mr. Peter Mertens      Date      9-26-24  
Administrative Coordinator