

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

November 21, 2024

Board Members Present: Barry L. Gross, M.D., Chair, Gloucester County; Mr. Robert Wilbanks, Vice-Chair, Middlesex County; Ms. Lynda Smith, Treasurer, Mathews County; Mr. Stanley Clarke, Secretary, Essex County; Ms. Vera Lee, Lancaster County; Ms. Jeanne Hockaday, Gloucester County; Mr. Ben Owen, King & Queen County; Mr. Bruce Craig, Northumberland County; Mr. James Dudley, Middlesex County; Ms. Belinda Johnson, Westmoreland County; Ms. Cynthia Talcott, Richmond County; Mr. Bill Doyle, Northumberland County; and Mr. Jimmie Carter, Lancaster County.

Board Members Absent: Reverend Maria Harris, King William County and Ms. Donna Cogswell, Westmoreland County.

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

Staff Present: Ms. Kathy Vesley, President & CEO; Mr. Alan Walker, Assistant Director, Multifamily Housing Development; Ms. Lisa Walker, VP - Advocacy Resources; Ms. Jennifer Beck, Director, Community Living Programs; Ms. Justine Coates, Community Living Programs Assistant; Mr. Joshua Gemerek, Senior Vice President, Housing; Ms. Julie Horner, Administrative Assistant to Community Living Programs; Ms. Angie Alley, Assistant Director, Housing Services; Ms. Melissa Blake, Director, Veteran Directed Care; Ms. Janice Burse, Assistant Director of Single-Family Housing - Weatherization; Ms. Megan Howell, Quality Improvement, Compliance and Operations Administrator; Ms. Kenisha Martin, Assistant Director of Single-Family Housing - Planning and Development; Ms. MaDena DuChemin, Human Resource Director; Ms. Natasha Brown, Finance Director; Mr. Tinsley Goad, CFO; Ms. Stephanie Hudgins, Director, Administration & Operations; Ms. Penny Smith, VP Business Development; Mr. Pat Frere, Director of Planning and Development; Ms. Julie Northcott-Wilson, Statistician; Mr. Peter Mertens, Administrative Coordinator; Ms. Brianna Noel, Veteran Directed Care - Enrollment 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 November 21, 2024. Chairman, Dr. Gross, called the meeting to order at 9:42 a.m.

Roll Call: Ms. Hudgins called roll and a quorum was established for the scheduled November 21, 2024 Board of Directors Meeting.

Public Comment:

None

Program:

Ms. Vesley introduced the updated Bay Aging Board of Directors Handbook and reviewed its sections with the Directors. The handbook includes the following: Bay Aging History and Overview, Board of Directors information, Bylaws, Articles of Incorporation, Foundation Board information, Governance documents, Bay Aging Apartments information, Budget, Strategic Plan, Emergency Plan, and the 2024 Bay Aging Employee Handbook. Directors were encouraged to review the contents at their convenience and informed that updates would be provided throughout their term.

There was a discussion regarding the Strategic Plan 2023-2028 update. Ms. Northcott-Wilson highlighted several objectives, including expanding trip opportunities for Bay Transit, completing more home repairs under the Weatherization program, strengthening and building partnerships with VAAACares®, and broadening Veteran Directed Care (VDC) service areas to cover the entire Mid-Atlantic and Southeastern United States. She also informed the Directors about upgrades to the VDC section on the Bay Aging website, which now includes a self-service portal, an e-timesheet manual, video tutorials, and navigation instructions. She encouraged the Directors to explore these enhancements. Additionally, she shared the Strategic Plan update relevant to supporting employee professional development, with the Leadership Institute set to evolve in 2025 to include a course focused on Management Training. The Directors discussed the possibility of scheduling a meeting to review each objective in detail.

Consent Agenda:

- Minutes - September 26, 2024
- Agenda - November 21, 2024

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

New Business:

Ms. Smtih led the review of the Bay Aging Financials through September 2024.

Ms. Smith reported the Finance Committee reviewed in depth the Bay Aging Financials through September 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 Mr. Dudley, the motion was approved unanimously.

Ms. Smith presented the Bay Aging Foundation financials through September 2024. She reminded Directors that no action is needed since these financials were approved by the Audit Committee and the Bay Aging Foundation Board.

Dr. Gross discussed the revision to Article VII, Section 7.01 of the bylaws, which removed the requirement for the Chairperson and Vice Chairperson to reside in different planning districts. This change was previously addressed in the Executive Committee and brought before the Board of Directors for approval during the September 26 meeting.

Ms. Smith made a motion to approve reaffirming the requirement that the Chairperson and Vice Chairperson must reside in different planning districts from the bylaws. Seconded by Mr. Craig, the motion was approved unanimously.

Dr. Gross provided an update on the GUIDE Model Financial Investment and progress, discussing various strategies and potential partnerships to secure an electronic records platform. He discussed the proposed plan of operating the GUIDE program through Bay Health Solutions (BHS), a partnership between Bay Aging and the Peninsula Agency on Aging, Inc., to expand service coverage to both rural and urban areas. As Bay Aging is the majority partner in BHS, it would bear the majority of the associated costs.

Mr. Craig made a motion to recommend approval of Bay Aging supporting investing in the GUIDE Model program through BHS. Seconded by Ms. Smith, the motion was approved.

Ms. Hudgins reminded the Directors that the Governance Documents—including the Board Director Position Description, Board Self-Evaluation, Conflict of Interest form, and Code of Conduct—had been mailed to them along with their full Board packets. She also informed the new Directors that they had already completed these documents during the New Director Orientation.

Ms. Vesley led a review of the Quarter 3 Affirmative Action Report for period July 1 to September 30, 2024.

Mr. Dudley made a motion to recommend approval of the Quarter 3 Affirmative Action report. Seconded by Mr. Craig, the motion was approved.

There was Board discussion about appointing new members to the Executive, Finance and Audit Committee and to Bay Health Solutions (BHS) Board. Dr. Gross proposed the appointment of Mr. Jimmie Carter, Mr. Bill Doyle, and Ms. Vera Lee to the Executive Committee. Further, he reappointed the following to the Finance Committee: Ms. Belinda Johnson, Mr. Robert Wilbanks, and Mr. Stanley Clarke.

Mr. Craig made a motion to recommend the approval of the proposed above appointments to the Executive and Finance Committee. Seconded by Mr. Dudley, the motion was approved.

Dr. Gross invited volunteers from the Board to join the Audit Committee and the BHS Board. Mr. Owen volunteered to serve on the Audit Committee and Dr. Gross appointed him.

Ms. Hudgins provided an update on Bay Aging's end-of-year fundraising campaign. This marks Bay Aging's fourth year participating in the duPont fundraising campaign. Lightful Academy has indicated there is an opportunity to earn a bonus by completing the required activities. There is not a donor match opportunity for this year.

Board Comment

There was a discussion about partnering with the Lantz Foundation to provide secular pastoral counseling service, with a focus on caregiving. This partnership could enhance the range of services available to caregivers throughout Bay Aging's service areas. Additionally, there was a discussion about exploring grant opportunities through the Day 1 Families Fund. Mr. Frere and Mr. Gemerek agreed to further investigate this option.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training and Board Recruitment materials, which were shared with directors prior to the meeting and are also available on the internal Board website. She presented the Virginia Office of Economic Opportunity's Virginia CSBG Data Dashboard, which highlights key demographics of clients served, such as age, race, gender, household income, and housing status. The

dashboard also outlines overall outcomes, outcomes by domain, and organizational standards. Additionally, she discussed the fiscal review, including the CSBG budget breakdown by domain, strategies for advancing equity to drive performance and sustainable success, the integration of ROMA and the Whole-Family Approach, and notable program highlights.

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. Dudley announced that he had attended the "Community Connections" presentation on Caregiver Support and praised Mary Arthur, Lead Options Counselor for Caregiver Support, for delivering an informative presentation. He encouraged the Directors to spread the word about the upcoming presentations on Caregiver Support.

Closed Session:

Mr. Clarke made a motion to reconvene in Closed Session at 11:30 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. Dudley, the motion was approved.

Chairman, Dr. Gross, called to reconvene in Open Session at 11:41 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. Ms. Hudgins called roll and the committee unanimously responded, "I so certify".

No action was taken regarding matters discussed in closed session.

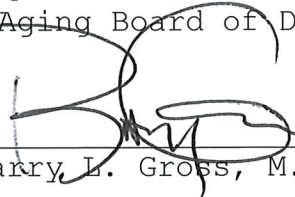
Unfinished Business:

None

Next Meeting: The next meeting is scheduled to be held on January 23, 2025, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Dr. Gross adjourned the meeting at 11:42 a.m.

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



Barry L. Gross, M.D., Chairman Date



Mr. Stanley Clarke, Secretary Date



Recorded By: Mr. Peter Mertens** Date
Administrative Coordinator

**On the date of approval, Peter Mertens was no longer employed by Bay Aging. Signed by Ms. Stephanie Hudgins, Director, Administration & Operations as his supervisor.