

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

March 27, 2025

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; Reverend Maria Harris, King William County; Mr. Ben Owen, King & Queen County; Mr. Bruce Craig, Northumberland County; Mr. James Dudley, Middlesex County; Ms. Cynthia Talcott, Richmond County; Mr. Bill Doyle, Northumberland County; and Mr. Jimmie Carter, Lancaster County.

Board Members Absent: Ms. Jeanne Hockaday, Gloucester County; Ms. Donna Cogswell, Westmoreland County; and Ms. Belinda Johnson, Westmoreland County.

Guests Present: Mr. Brennan Rees, JD MS, Principal, Career Practice - Executive and Workforce Rewards Mercer; and Mr. Sydney Johnson.

Staff Present: Ms. Kathy Vesley, President & CEO; Mr. Tinsley Goad, Chief Financial Officer; Mr. Alan Walker, Assistant Director, Multifamily Housing Development; Ms. Lisa Walker, VP - Advocacy Resources; Ms. Jennifer Beck, Director, Community Living Programs; Ms. Janice Burse, Assistant Director of Single-Family Housing - Weatherization; Ms. Kenisha Martin, Assistant Director of Single-Family Housing - Planning and Development; Ms. Stephanie Hudgins, Director, Administration & Operations; Ms. Julie Northcott-Wilson, Statistician; Ms. Fran Anderson, Project Manager Community Care Hub and Care Transitions; Mr. Bobby Vassar, Sr. Counselor to the President; Ms. Tiffany Robins, Director, Health Services; Ms. Elizabeth Whitaker, Director, Finance - Housing; Ms. Lauren Quezada, Marketing and Communications Specialist; Ms. Cathey Eades, Director, Care Transition; Ms. Penny Smith, VDC Tax Manager; Mr. Patrick Frere, Director, Planning and Development; Ms. Natash Brown, Director, Finance; Ms. MaDena DuChemin, Director, Human Resources; Ms. Rebecca Oliver, Administration & Operations Assistant; and Mr. David Fols, Transit Director

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 27, 2025. Chairman, Dr. Gross, called the meeting to order at 9:30 a.m.

Roll Call: Ms. Hudgins called roll, and a quorum was established for the scheduled March 27, 2025, Board of Directors Meeting.

Closed Session:

Mr. Clarke made a motion to reconvene in Closed Session at 9:31 a.m. to discuss matters concerning the President and CEO 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. Craig, the motion was approved.

Chairman, Dr. Gross, called to reconvene in Open Session at 10:29 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".

Dr. Gross reported that the Executive Committee reviewed in depth the compensation plan and recommends the Bay Aging Board do the same as discussed in the closed session. Seconded by Mr. Craig, the motion was approved unanimously.

Public Comment:

None

Consent Agenda:

- Minutes - January 23, 2025
- Agenda - March 27, 2025

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

New Business:

Mr. Carter reviewed in depth the Bay Aging audit and Form 990. Audit and 990 were provided to the Board of Directors in advance of today's meeting.

Mr. Carter reported that the Audit Committee reviewed in depth the Bay Aging audit and Form 990 and recommends the Bay Aging Board approve the same. Seconded by Mr. Clarke, the motion was approved unanimously.

Mr. Carter reviewed the Foundation Form 990, provided to the Board of Directors in advance of the meeting. Form 990 is approved by the Bay Aging Foundation Board, so no action is required by the Board of Directors.

Ms. Smtih led the review of the Bay Aging financials through January 31, 2025, including a dashboard, which provides monthly analysis of programs, service, and outcomes.

Ms. Smith reported that the Finance Committee has reviewed in depth the Bay Aging financials in depth and recommends the Bay Aging Board approve the same. Seconded by Mr. Craig, the motion was approved unanimously.

Ms. Smtih led the review of the Bay Aging Foundation financials in depth through January 31, 2025. Bay Aging Foundation approved; no action needed.

Ms. Vesley reported that the Executive Committee has approved the health stipend of \$570 per employee and recommends for the Board of Directors approve as originally presented.

Dr. Gross reported that the Executive Committee reviewed in depth the employee health stipend and recommends the Bay Aging Board do the same. Seconded by Ms. Smith, the motion was approved unanimously.

Ms. Vesley reported to the Directors, Bay Aging is in negotiations with several managed care organizations for value-based contracting healthcare. There is potential for not only reimbursement per episode, but also performance-based bonus. She suggested a future closed session to discuss in more detail. Current non-disclosure prevents open meeting discussion.

Ms. Northcott-Wilson reported there was a strong applicant pool for the Community Chaplain position. She is working in partnership with the Lantz Foundation. The first round of interviews has been completed, moving forward to second round interviews in-person and are on target for start date of June/July.

Ms. Hudgins announced that the Jessie Ball duPont Fund has offered a surprise match opportunity through March 31, 2025.

Match eligibility rules are the same as previous years and only online donations will be matched.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training, Fiscal Oversight. This document was shared with the Directors in advance of the meeting. She reviewed Fiscal management of Bay Aging is one of the most complex areas of responsibility. It encompasses many critical components, including ensuring the organization has adequate resources - fundraising, grant writing, building reserves, budgeting, internal controls, insurance, compliance with federal, state, and local tax rules. She also reviewed Fiscal Oversight is a major and involved area of responsibility. The fiscal department developed a comprehensive Accounting & Financial Policies and Procedures manual for Bay Aging, Bay Aging Apartments and Bay Aging Foundation.

Prior to this meeting the Directors received via email, and through their portal, the Board Notes. Board Notes provide updates relevant to the Strategic Plan, celebrate successes and highlight new or up and coming programs and services, including the caregiver update. The Board also receives copies of press releases and other material that reflects Bay Aging initiatives. Ms. Vesley encouraged Directors to review the material at their leisure and welcomed any questions. Ms. Vesley provided major program updates relevant to the strategic plan.

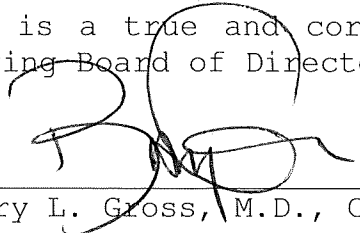
There was a discussion regarding possible impact on Bay Aging under the current Trump Administration. Ms. Vesley assured the Board this situation is being monitored closely, and the contingency is what this Board built, the strong reserves.

Unfinished Business:

Next Meeting: The next meeting is scheduled to be held on May 22, 2025, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Dr. Gross adjourned the meeting at 11:31 a.m.

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

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

Bay Aging  
Minutes of the Meeting of the Board of Directors  
March 27, 2025

  
Mr. Stanley Clarke, Secretary

03/22/25

Date

  
Recorded By: Rebecca Oliver

5/22/25

Date