

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

May 22, 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; Mr. Jimmie Carter, Lancaster County; and Ms. Jeanne Hockaday, Gloucester County.

Board Members Absent: Ms. Donna Cogswell, Westmoreland County and Ms. Belinda Johnson, Westmoreland County.

Guests Present: Mr. William Massey, BHS Board of Directors, Ex-officio; 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. Jennifer Beck, Director, Community Living Programs; Ms. Kenisha Martin, Assistant Director of Single-Family Housing - Planning 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. Elizabeth Whitaker, Director, Finance - Housing; Ms. Lauren Quezada, Marketing and Communications Specialist; Ms. Penny Smith, VDC Tax Manager; Mr. Patrick Frere, Director, Planning and Development; Ms. Angie Alley, Assistant Director, Housing Services; Ms. MaDena DuChemin, Director, Human Resources; Ms. Rebecca Oliver, Administration & Operations Assistant; and Mr. David Fols, Transit Director; Ms. Pat Sanders, Operations Manager, Bay Transit; Ms. Melissa Blake, Director, Veteran Directed Care; and Ms. Brooke Foster, Assistant Director, Multi Family Housing.

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 May 22, 2025. Chairman, Dr. Gross, called the meeting to order at 9:33 a.m.

Roll Call: Ms. Hudgins called roll, and a quorum was established for the scheduled May 22, 2025, Board of Directors Meeting.

Public Comment:

None

Program:

Ms. Vesley noted that the information provided in the Community Needs Assessment will be pertinent to the budget planning for FY26. Ms. Northcott-Wilson reviewed several highlights; satisfaction with quality of life declined 6.6%; affordable housing was the number one concern; and access to internet / Wi-Fi, and the ability to meet financial obligations indicates a decrease in moderate- or middle-income families. The top four social issues of greatest concern: housing, poverty, systematic racism, and loneliness and social isolation. She also stated there will be a session later to review the full assessment plan. It will be recorded for those who cannot attend. Directors had access to review the plan via their online portal prior to today's meeting.

Mr. Craig made a motion to approve the Community Needs Assessment. Seconded by Ms. Harris, the motion was approved.

Ms. Vesley reported May is Older Americans Month and the theme for 2025 is Flip the Script on Aging. A short video was shared on anti-ism, educating on ways to flip the script.

Ms. Northcott-Wilson reported a quarterly update on the Strategic Plan: two members of the Pamunkey Tribe are serving on the advisory council; microtransit began in West Point; the Housing Choice Voucher Program is now managing Northumberland County; and a culinary manager was hired for the Montross kitchen facility.

Consent Agenda:

- Minutes - March 27, 2025
- Agenda - May 22, 2025

Mr. Criag made a motion to approve the March meeting Minutes and Consent Agenda. Seconded by Ms. Smith, the motion was approved unanimously.

New Business:

Mr. Smith led the review of the Bay Aging financials through March 2025, including a dashboard, which provides monthly analysis of programs, services, and outcomes. The board received this information in advance of the meeting.

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

Ms. Smith led the review of the Bay Aging Foundation financials in depth through March 2025. Bay Aging Foundation approved; no further action needed.

Ms. Vesley updated on the estimated Federal budget impacts and cuts to Bay Aging programs. She stated no direct impact at this time. The greatest funding concern for FY26 is around Ombudsman and VICAP.

Ms. Vesley reported to the Directors that there are two possible opportunities to access Epic Community Connect: Bon Secours now has a team investigating the CMS GUIDE Program; and Parkview Hospital, who already has a GUIDE Program running.

Ms. Vesley reviewed the Quarter 4 and Quarter 1 Affirmative Action Plan reports and Annual Compliance Report.

Ms. Vesley reported that the Executive has reviewed the Quarter 4 and Quarter 1 Affirmative Action Plan reports and recommends the Bay Aging Board approve the same. Seconded by Mr. Carter, the motion was approved unanimously.

Ms. Vesley reminded the directors of the Succession Plan for the CEO. Directors previously questioned if one was in place, so she provided a copy of the approved plan.

Ms. Vesley reported to the board the opportunity of exploring two property partnerships: Kingston Parrish in Mathews County becoming a duplex for housing, and Grace Episcopal in Essex County becoming an Active Lifestyle Center.

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 to stay in compliance with various local, state, and federal laws, regulations and acts. She stated Mr. Goad works diligently with the auditors drafting appropriate rules and regulations for Bay Aging, thereby limiting exposure to liability resulting from noncompliance.

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.

Ms. Northcott-Wilson reported the Community Chaplain position has been hired with a start date of July 1, 2025.

Ms. Hudgins reported that \$10,400 was raised through the surprise match opportunity presented by Jessie Ball duPont Fund. She thanked Directors for their donations which made up the bulk of the donations.

Ms. Vesley reminded all of two events coming up on May 30th, May Day, Deltaville Maritime Museum at noon and Art in Transit at RAL Center in Kilmarnock from 5 p.m. to 7 p.m.

Unfinished Business:

Closed Session:

Mr. Clarke made a motion to reconvene in Closed Session at 10:53 a.m. to discuss executive compensation, actual litigation and related matters lawfully exempted from public discussion under Sections 2.2-3711(A)1, 2.2-3711(A) (7) 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 11:42 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 executive compensation as discussed in the closed


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session and recommends the Bay Aging Board do the same. Seconded by Mr. Carter, the motion was approved by a 12 in favor and 1 abstained.

Next Meeting: The next meeting is scheduled to be held on July 24, 2025, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Dr. Gross adjourned the meeting at 11:46 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: Rebecca Oliver



Date