

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

January 23, 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; 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; Ms. Donna Cogswell, Westmoreland County; and Mr. Jimmie Carter, Lancaster County.

Board Members Absent: Reverend Maria Harris, King William County

Guests Present: Mr. Josh Diamond, Vice-President - Transit Planning, WSP USA Inc. and Mr. Mike Kwan, Transportation Planner, WSP USA Inc.

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; Mr. Joshua Gemerek, Senior Vice President, Housing; Ms. Julie Horner, Administrative Assistant to 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. Brianna Noel, Veteran Directed Care - Enrollment Manager; 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, Finance Director - Housing; Mr. Ken Pollock, Transit Director; 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 January 23, 2025. Chairman, Dr. Gross, called the meeting to order at 9:45 a.m.

Roll Call: Ms. Hudgins called roll, and a quorum was established for the scheduled January 23, 2025 Board of Directors Meeting.

Public Comment:

None

Program:

Mr. Pollock shared the Bay Transit Development Plan and introduced the consultants from WSP USA Inc., Mr. Diamond and Mr. Kwan, who walked Directors through the plan. Mr. Diamond discussed the process used to develop the plan and presented an overview of current services, strategic planning goals, and recommendations for expansion and improvements to transit services. The full plan was posted to the Board's internal website prior to today's meeting for review.

Mr. Dudley made a motion to approve the Bay Transit Development Plan as presented. Seconded by Mr. Wilbanks, the motion was approved unanimously.

Mr. Pollock presented a resolution for Board consideration stating that the Bay Aging Board of Directors is grateful for the support received from the Federal Transit Administration and the VA Department of Rail and Public Transportation and furthermore pledges to provide the local match funds of all grants applied for on behalf of Bay Aging/Bay Transit.

Mr. Doyle made a motion to approve the resolution pledging match funding for transit grants as presented. Seconded by Ms. Smith, the motion was approved unanimously.

Ms. Vesley announced that Mr. Pollock will be retiring in February and Mr. Fols has been promoted as his successor. Mr. Fols has worked in the Bay Transit division as Fleet Manager for many years and is well suited to assume the Director position. The Board shared their appreciation of Mr. Pollock's dedication over his 20+ years of service. Mr. Clarke read a resolution honoring his service.

Mr. Craig made a motion to approve the resolution honoring Mr. Pollock's service to Bay Aging as presented. Seconded by Mr. Dudley, the motion was approved unanimously.

Ms. Vesley and Ms. Northcott-Wilson presented FY24 service numbers to Directors, highlighting the 36,181 people served and differences in service type compared to FY23.

Mr. Carter announced a River Counties Volunteer Capacity Building Project has been launched to develop an online volunteer portal for the region. The portal will make it easier for community members to volunteer; be more efficient for organizations, such as Bay Aging, to reach potential volunteers; and be more impactful for those who will benefit from a coordinated approach to service and

volunteerism. A Bay Aging representative is attending the initial launch event next week to gather more information about how Bay Aging will be involved.

Consent Agenda:

- Minutes - November 21, 2024
- Agenda - January 23, 2025

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

Closed Session:

Mr. Clarke made a motion to reconvene in Closed Session at 10:41 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. Owens, the motion was approved.

Chairman, Dr. Gross, called to reconvene in Open Session at 11:49 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".

Mr. Dudley made a motion to approve the President & CEO's evaluation and a compensation study as discussed in closed session. Seconded by Ms. Smith, the motion was approved unanimously.

New Business:

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

Ms. Smith reported the Finance Committee reviewed in depth the Bay Aging Financials through November 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. Craig, the motion was approved unanimously.

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

Ms. Vesley announced that Bay Aging is nearing open enrollment for employee health insurance. The currently offered Anthem plan premiums increased significantly this year. Bay Aging's broker, Towne Insurance, has suggested switching to United Healthcare (UHC). The coverage options are comparable to the current offerings and the plan costs, overall, would be flat; however, UHC would not cover out of network providers, except in emergency situations. The Executive Committee approved recommendation of an increase in Bay Aging's insurance stipend from \$485 per month to \$570 per month per employee to adhere to Affordable Care Act's requirement of affordability; however, when offering UHC Bay Aging's dental and vision coverage, premiums were lowered. Mr. Dudley suggested Bay Aging still increase the stipend per employee to cover the increase, not to exceed a total budget increase of \$20,000.

Mr. Dudley made a motion to increase the per month per employee health insurance stipend to cover the increase in premium for the lowest tier plan, not to exceed \$20,000 annually. Seconded by Mr. Wilbanks, the motion was approved unanimously.

Dr. Gross encouraged Directors to let Ms. Vesley know what training opportunities they would like for future meetings. During Executive Committee, Directors requested more training on the specific programs and services Bay Aging offers. Ms. Vesley share there are monthly all-staff trainings where departments make a presentation on their programs and services. These are recorded and will be shared with Directors after the meetings. Ms. Vesley also encouraged Directors to give any input for future agendas. Historically she creates the agenda but reminded Directors they can request topics to be discussed.

Ms. Vesley informed Directors that Advocacy Day in Richmond on February 5 did not get the response of interest needed to move forward. The event has changed from previous years and logistics were much different with new buildings and needing to walk a distance between buildings. She encouraged Directors to let Ms. Hudgins know if they were interested in meeting with their representative, and she would arrange a meeting on another day.

Dr. Gross stated there is a need for Directors to serve on the Audit Committee and the Bay Health Solutions Board. Interested Directors should let him know.

Ms. Hudgins announced there was a total of \$50,840 raised during the 2024 End of Year Campaign. This included the \$10,000 bonus from duPont. Since Bay Aging was a Year 4 participant, there was not a match opportunity, so cash and checks as well as business and employee donations were also included in the campaign total. She thanked Directors for their donations and efforts to help raise awareness of the campaign.

Ms. Vesley shared a request from Virginia Housing for Bay Aging to take over administration of the Housing Choice Voucher Program (HCVP) for Northumberland County. Bay Aging administers HCVP currently in seven other counties and is well positioned to acquire the Northumberland vouchers.

Mr. Craig made a motion to approve Bay Aging administering the HCVP program in Northumberland County. Seconded by Mr. Wilbanks, the motion was approved unanimously.

Board Comment
None

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training, which was shared with Directors prior to the meeting. She presented on Organizational Planning, highlighting the strategic planning steps and process. She reminded Directors that Bay Aging has a plan currently in place that was developed with Director input and approved by the Board. Ms. Northcott-Wilson tracks metrics associated with the plan and provides quarterly updates to staff and Directors.

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.


Unfinished Business:

Directors questioned Ms. Vesley if there are any concerns about programs and services given the change in presidency. Ms. Vesley stated there are currently no confirmed changes, but she will keep Directors informed of updates.

Next Meeting: The next meeting is scheduled to be held on March 27, 2025, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Dr. Gross adjourned the meeting at 11:43 a.m. Directors were invited to stay for a luncheon honoring Mr. Pollock.

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

 01/23/25

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

 01/23/25

Mr. Stanley Clarke, Secretary Date

 01/23/25

Recorded By: Ms. Stephanie Hudgins Date
Director, Administration & Operations