

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

September 26, 2024

Board Members Present: Mr. Jimmie Carter, Chair, Lancaster County; Barry L. Gross, M.D., Vice-Chair, Gloucester 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; Ms. Belinda Johnson, Westmoreland County.

Board Members Absent: Mr. Ron Saunders, Gloucester County; Ms. Karen Lewis, Westmoreland County; and Mr. Stanley Clarke, Treasurer, Essex County.

Guests Present: Mr. Sydney Johnson, Essex County Board of Supervisors; Mr. Ben Owen, FY2025 Bay Aging Board of Directors member - King and Queen County; Ms. Donna Cogswell, FY2025 Bay Aging Board of Director member - Westmoreland County; and Ms. Jeanne Hockaday, FY2025 Board of Directors member - Gloucester County.

Staff Present: Ms. Kathy Vesley, President & CEO; Mr. Tinsley Goad, CFO; Ms. Justine Coates, Community Living Programs Assistant; Mr. Alan Walker, Assistant Director, Multifamily Housing Development; Ms. Angie Alley, Assistant Director, Housing Services; Ms. Elizabeth Whitaker, Finance Director - Housing; 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 Director; Ms. Lisa Walker, VP - Advocacy Resources; Ms. Natasha Brown, Finance Director; Ms. Stephanie Hudgins, Director, Administration & Operations; Ms. Tiffany Robins, Director of Health Services; Ms. Julie Northcott-Wilson, Statistician; Mr. Pat Frere, Director, Planning & Development; Ms. Kenisha Martin, Assistant Director, Planning and Development; Mr. Bobby Vassar, Senior Counselor to the President; Mr. Peter Mertens, Administrative Coordinator; and Ms. Brianna Noel, Veteran Directed Care - Enrollment Manager.

Call to order: The Bay Aging Board of Directors met via hybrid method: in-person at Bethpage Camp-Resort Group and Rally Center (679 Browns Ln, Urbanna, VA) and via Zoom teleconference on September 26, 2024. Chairman, Mr. Carter, called the meeting to order at 9:45 a.m.

Mr. Carter stated the Nominating Committee met and recommends the following slate of eligible officers:

- Barry Gross, M.D. - Chairman
- Mr. Robert Wilbanks - Vice-Chair
- Ms. Lynda Smith - Treasurer
- Mr. Stanley Clarke - Secretary

Mr. Carter called for nominations from the floor. Hearing none, he called for a vote.

Mr. Dudley made a motion to approve the proposed slate of officers for October 1, 2024 through September 30, 2026. Seconded by Mr. Adkins, the motion was approved unanimously.

Mr. Goad led the review of the Bay Aging Financials through July 2024 and explained the financial review process for each meeting to the incoming directors.

Mr. Carter reported the Finance Committee reviewed in depth the Bay Aging Financials through July 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.

Mr. Goad presented the Bay Aging Foundation financials through July 2024. He reminded Directors that no action is needed since these financials were approved by the Audit Committee and the Bay Aging Foundation Board.

Ms. Vesley reviewed the list of appointed and elected directors set to serve from October 1, 2024, through September 30, 2029.

- Ben Owen - King & Queen Country, appointed Rep of Private Sector
- Cynthia Talcott - Richmond County, appointed Rep of Private Sector
- Donna Cogswell - Westmoreland County, appointed Rep of Elected Public Officials
- James Dudley - Middlesex County - elected Rep of Low-Income Families
- Jeanne Hockaday - Gloucester County, appointed Rep of Elected Public Officials
- Robert Wilbanks - Middlesex County, appointed Rep of Elected Public Officials
- Vera Lee - Lancaster County, appointed Rep of Elected Public Officials

Mr. Doyle made a motion to approve the appointment of the named Bay Aging Board of Directors, serving 5-year terms. Seconded by Dr. Gross, the motion was approved unanimously.

Ms. Vesley led the review of the special fund update, emphasizing the importance of setting aside funds for programs that serve individuals who do not meet the usual eligibility requirements. She invited Single Family Housing staff members—Ms. Martin, Ms. Burse, Mr. Frere and Ms. Alley—to share how these special funds have provided flexibility in assisting households and individuals. They presented these details to the Directors.

Mr. Carter presented resolutions honoring this year's retiring Board Members: Mr. Charles Adkins, Mr. Ron Saunders, and Ms. Karen Lewis. He personally presented the resolution to Mr. Adkins, offering heartfelt words of appreciation for his dedicated service. Ms. Hockaday accepted the resolution on behalf of Mr. Saunders, and Ms. Johnson accepted the resolution on behalf of Ms. Lewis.

Board Comment

None

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training on Policy Making. This document was shared with directors prior to the meeting and is also available on the internal Board website. This training detailed the Board's role in policy making and the degree of involvement, included major, secondary, functional and minor policies.

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, Dr. Gross, Ms. Northcott-Wilson and Ms. Robins briefly shared an update on GUIDE Model, stating that Bay Aging is building partnerships to move forward with the program.

Closed Session:

None

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Unfinished Business:

None

Next Meeting: The next meeting is scheduled to be held on November 21, 2024, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Mr. Carter adjourned the meeting at 11:45 a.m.

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

 9/26/24

Barry Gross, M.D., Chairman Date

 09/26/24

Mr. Stanley Clarke, Secretary Date

 09/26/24

Recorded By: Stephanie Hudgins Date
Director, Administration & Operations

Attachment A - Annual Meeting Documents 2024

Annual Resolutions

- Authorization that the President can sign documents and take action on behalf of the Board on behalf of Bay Aging.
- Authorize resolution for staff who sign checks (remove and add signers).
- Authorize that the President is approved for agency travel.
- Adopt resolution for Board of Directors to affirm themselves as the Bay Aging Board of Directors beginning FY2025.

*James N. Carter, Jr.
Stanley Clarke
Donna Cogswell
Bruce Craig
Bill Doyle*

*James Dudley
Barry L. Gross, M.D.
Rev. Maria Harris
Jeanne Hockaday
Belinda Johnson*

*Vera Lee
Ben Owen
Lynda Smith
Cynthia Talcott
Robert Wilbanks*

- Adopt a resolution to reappoint all Bay Aging Board Directors and Kathy Vesley to all Apartments' Boards beginning FY2025.
 - Exception: William S. Massey, CEO, Peninsula Agency on Aging, is to be appointed as a member of Bay Aging Apartments JCC, Inc. Board of Directors.
- Adopt a resolution for Board of Directors to reappoint terms of current Foundation Directors and Kathy Vesley to the Bay Aging Foundation Board beginning FY2025.

*James N. Carter, Jr.
Stanley Clarke
Bill Doyle*

*James Dudley
Barbara Fentress
Barry L. Gross, M.D.*

*Jackson Neal
Kathy Vesley*

- Adopt a resolution to reaffirm terms of current Bay Health Solutions Directors representing Bay Aging to the Bay Health Solutions Board of Directors beginning FY2025.

*James N. Carter, Jr.
Stanley Clarke
Barry. L. Gross, M.D.*

*Robert Wilbanks
Kathy Vesley, Ex-Officio
Vacancy

**Vacancy*

- Reaffirm Advisory Council Members to two year terms.

*Betty Ackley
Carla Minor-Blake
Jessica Bradby
Stephanie Brown
Sheriff Stanley Clarke (Ret.)
Jackie Clayton
Jill Coffey
Keri Cusick
Edna Davenport*

*Harrison Dixon
Eric Faudree
Christial Foster
Justine Greenwood
Rebecca Hill
Liz Hayes
Bryant Hudgins
Doug Jenkins
Erin Laster*

*Vanesa Livingstone
Ruth Morrison
Kim McCartney
Dionne McLean
Candace Mickelborough
Donna Powell
Clinton D. Roye
Adele Soule'
Amanda Tevis*

Annual Reminders

- Bay Aging owns a Key Person Life Insurance policy on Kathy Vesley.
- A current Middlesex County resident has named Bay Aging for a substantial real property bequest.

REVISED/NEW – Needs action

Richmond VAMC is provided as a model for VDC documents. The following VAMCs have handbooks and P&P documents in which identical updates were made: Perry Point, MD; Durham, NC; Fayetteville, NC; Salisbury, NC; Altoona, PA; Erie, PA; Butler, PA; Lebanon, PA; Columbia, SC; Johnson City, TN; Hampton, VA; Salem, VA; Beckley, WV; Martinsburg, WV, Washington, D.C., Caribbean, PR

Veteran Directed Care Handbook – Richmond

- Added criminal background search for representative
- Updated allowed timeframe for break in care

Veteran Directed Care FMS Policies and Procedures – Richmond

- Added criminal background search for representative
- Added detail regarding referral communication and processing
- Updated assessment tool from Virginia Uniform Assessment to Functional Assessment Tool

ADC Handbook & ADC Policies and Procedures Manual – Adult Day Center

- Revised to reflect Virginia legislation passed in the 2024 General Assembly that requires Adult Day Care facilities to be known as Adult Day Centers.

NCQA - LTSS1

- LTSS 5 CQI: Performance Measures->Resource Utilization Measures- revised to read: Less than 25% of the enrolled participants will utilize the emergency department or hospital for unplanned/avoidable visits and/or admissions. This is reviewed quarterly.
 - Previously read: Reduce unplanned/avoidable hospitalization and emergency department visits by at least 25% for each participant annually.

Bay Aging Disaster Recovery and Business Continuity Plan

- Updated staff listing
- Updated alternative Business Sites to add UB-D location
- Minor word changes to Multi-family Housing Plan

Bay Aging – Financial Policy and Procedures Updated for FY25

- Page 19, Security: Updated to reflect current practice of using fireproof safe to secure sensitive documents and check stock.
- Page 49, Special Purchasing Conditions: Sentence added to clarify sole source requirements.
- Page 56, Indirect Cost Rate: Redrafted section to reflect the change in Agency practice relative to the allocation of Indirect Costs, due to recent changes in the OMB Uniform Guidance including raising the maximum rate from 10% to 15% effective October 1, 2024. After review of these changes and consultation with our auditors, Bay Aging is moving to the de minimis rate calculation. This change will decrease the administrative burden of the annual rate application and will be more than sufficient to fully allocate total Indirect Costs for the Agency.
- Page 65, Payment Preparation: Updated to reflect the fact that ACH payment processes are now fully implemented.
- Page 77, Procedures and Reporting: Changed statement regarding timing of annual investment report to the Foundation board to reflect current practice.
- Page 83, Software Acquisition and Development Costs: Added sub-section describing Agency practice for amortizing annual subscription fees, given the recent launches of several new program systems.

Flexible Spending Account Benefit Plan

- Updated Termination must be reported thru portal:
 - Minimum balance allowed for annual roll over –\$100. (Currently no minimum balance specified)
 - Terminated employees have 90 days after termination to utilize funds; only expenses incurred while actively employed are eligible.

2024 Bay Aging Personnel Policy Handbook

- Redesigned format for easier access finding information.
- Most policies that were previously in an Appendix have been incorporated into the main document.

- Section 2-4 Reasonable Accommodations & Interactive Dialogue Policy-expanded information on the process.
- Section 3-8 Safe Harbor Policy for Exempt Employees-New
- Section 5-12 Dating and Romantic Relationships-New
- Section 9-12 Leave for Court Attendance-New
- Section 9-13 Leave for Crime Victims-New
- Section 9-14 Leave for Local Electoral Board Members, Assistant General Registrars or Officers of Election-New
- Section 9-15 Leave for Civil Air Patrol Volunteers-New
- Appendix B- Copies of Employee Notices (also posted on Employee Communication Boards with required postings)

Bay Aging (Transit) Title VI Plan

- Pg 34 – Updated Bay Aging Advisory Board “Minority Representation on Committees by Race”

Virginia Housing HCVF Administrative Plan

- Phase 2 updates
- Phase 3 updates

Revised and Approved Since September 2024 – Reaffirm

- Bay Aging Affirmative Action Plan, Appendix A & B,-AAP for People with Disabilities, AAP Veterans (May 2024)

No Revision – Reaffirm

- Articles of Incorporation
- Code of Conduct
- Conflict of Interest
- Donor Policy
- Program Evaluation Policy
- Virginia Freedom of Information Act Policy
- Bay Aging Corporate Authorization Resolution
- Medication Management Policy – Adult Day Center
- Infection Control – Adult Day Center
- Policy for QA & QA for Infection Control – Adult Day Center

- [Home Care Manual](#)
- [Home Care Policies and Procedures](#)
- [Bay Aging Information Systems Cybersecurity Policy](#)
- [Active Lifestyle Center Manual](#)
- [Bay Transit Charter Policy](#)
- [Bay Transit Driver Handbook](#)
- [Bay Transit Drug Alcohol Policy](#)
- [Bay Transit EEO](#)
- [Bay Aging Weatherization Deferral/Denial Policy](#)
- [Program income](#) - Indoor Plumbing Program
- Indoor Plumbing Program – [Management Plan](#)
- [NNMPHC Policies and Procedures](#)
- [NNMPHC Bylaws](#)
- [HMIS Policies and Procedures](#) – Homeless Programs (Sub-grantee) ([Doc here: https://irp.cdn-website.com/5f4255d0/files/uploaded/HGIS_Policies_and_Procedures_09022020.pdf](#))

- NCQA Policies:
 - [LTSS2A, LTSS 2A Population Assessment Demographics, LTSS 2A Population Assessment CC, LTSS 2B](#)
 - [LTSS 3](#)
 - [LTSS 4](#)
 - [LTSS 6](#)
 - [LTSS 7A, LTSS 7 B-C, LTSS 7D, LTSS 7E](#)
 - [NCQA Program Discharge Policy](#)

Senior Apartment Policies -HUD REQUIRED:

- [Rental Housing Lease – Bay Aging Apartments](#)
- [Move Out Procedures – Bay Aging Apartments](#)
- [Disposing of Client Files Policy – Bay Aging Apartments](#)
- [Emergency Response Procedure – Bay Aging Apartments](#)
- [Section 504 Grievance Policy – Bay Aging Apartments](#)
- [Violence Against Women Act Policy – Bay Aging Apartments](#)
- [Reasonable Accommodation Policy – Bay Aging Apartments](#)
- [Unit Transfer Policy – Bay Aging Apartments](#)
- [Security Policy – Bay Aging Apartments](#)
- [Recordkeeping & Security Policy – Bay Aging Apartments](#)

- [Rent Collection Policy – Bay Aging Apartments](#)
- [Unit Inspection Policy – Bay Aging Apartments](#)
- [Marketing Procedure – Bay Aging Apartments](#)
- [Property Site Office Operating Procedures – Bay Aging Apartments](#)
- [Leasing, Move-Ins & Occupancy – Bay Aging Apartments](#)
- [Pet Rules – Bay Aging Apartments](#)
- [House Rules – Bay Aging Apartments](#)
- [Assistance Animal Policy – Bay Aging Apartments](#)
- [Maintenance and Preventative Maintenance Policy – Bay Aging Apartments](#)
- [Insurance Policy and Procedures Requirements – Bay Aging Apartments](#)
- [Eviction Procedure – Bay Aging Apartments](#)
- [Resident Selection Plan & Homeless Verification \(Appx E\) – Bay Aging Apartments](#)
- [Tobacco Free Policy – Bay Aging Apartments](#)