

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

September 25, 2025

Board Members Present: Barry L. Gross, M.D., Chair, Gloucester County; Mr. Robert Wilbanks, Vice-Chair, Middlesex County; Ms. Vera Lee, Lancaster 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; Ms. Donna Cogswell, Westmoreland County; Ms. Jeanne Hockaday, Gloucester County; Ms. Belinda Johnson, Westmoreland County; and Mr. Jimmie Carter, Lancaster County.

Board Members Absent: Ms. Lynda Smith, Treasurer, Mathews County; Mr. Stanley Clarke, Secretary, Essex County; and Reverend Maria Harris, King William County.

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

Staff Present: Ms. Angie Alley, Assistant Director, Housing Services; Ms. Fran Anderson, Project Manager Community Care Hub and Care Transitions; Ms. Jennifer Beck, Director, Community Living Programs; Ms. Melissa Blake, Director, Veteran Directed Care; Ms. Natasha Brown, Director, Finance; Ms. Janice Burse, Assistant Director of Single-Family Housing - Weatherization; Mr. Bob Butler, IT Director; Ms. MaDena DuChemin, Director, Human Resources; Mr. David Fols, Transit Director; Mr. Joshua Gemerek, Senior Vice President, Housing; Mr. Tinsley Goad, Chief Financial Officer; Ms. Stephanie Hudgins, Director, Administration & Operations; Dr. Rev. Mary Ligon, Community Chaplain; Ms. Kenisha Martin, Assistant Director of Single-Family Housing - Planning and Development; Ms. Brianna Noel, Enrollment Manager, Veteran Directed Care; Ms. Julie Northcott-Wilson, Statistician; Ms. Tiffany Robins, Director, Health Services; Ms. Suzanne Shepherd, Housing Support Specialist; Mr. Bill Smith, Deputy CFO; Ms. Kenosha Stewart, Assistant Director, Housing Choice Voucher Program; Mr. Bobby Vassar, Sr. Counselor to the President; Ms. Kathy Vesley, President & CEO; and Mr. Alan Walker, Assistant Director, Multifamily Housing Development.

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 September 25, 2025. Chairman, Dr. Gross, called the meeting to order at 9:37 a.m.

Roll Call: Ms. Hudgins called roll, and a quorum was established for the scheduled September 25, 2025, Board of Directors Meeting.

Public Comment: None

Program: Dr. Gross presented resolutions honoring Mr. Doyle and Ms. Smith for their leadership and contributions to the Bay Aging Board of Directors. Both of their terms will end September 30, 2025, and they have elected not to be reappointed for another term. Mr. Doyle was presented with his framed resolution and made a few remarks praising Bay Aging and his time on the Board. Ms. Smith was not present, so she will be invited to a future meeting for presentation.

Mr. Carter made a motion for the Bay Aging Board of Directors to approve the honorary resolutions for Mr. Doyle and Ms. Smith as presented. Seconded by Ms. Talcott, the motion was approved unanimously.

Consent Agenda:

- Minutes - July 24, 2025
- Agenda - September 25, 2025

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

New Business:

On behalf of the Nominating Committee, Dr. Gross stated that the committee met and recommends Bruce Craig to fill the remaining term as Treasurer. Dr. Gross called for nominations from the floor. Hearing none, he called for a vote.

Mr. Carter made a motion to approve Bruce Craig as Treasurer of the Bay Aging Board. Seconded by Mr. Dudley, the motion was approved unanimously.

Mr. Goad led the review of the Bay Aging financials through July 2025, including a dashboard, which provides monthly analysis of programs, service, and outcomes.

Dr. Gross reported that the Finance Committee has reviewed the Bay Aging financials through July 2025 in depth and recommends the Bay Aging Board approve the same. Seconded by Mr. Doyle, the motion was approved unanimously.

Ms. Vesley stated the announcement about funding for the Senior Employment Program ending made during last week's Executive Committee meeting is inaccurate. Mr. Vassar provided clarification that funding will remain through the state fiscal year, ending June 2026.

Mr. Carter announced that Bay Aging has submitted a proposal for Rural Health Transformation funding. This is federal funding passed to the states to support rural health. A listening session was held last week in Warsaw, and Mr. Carter, Ms. Velsey, Ms. Northcott-Wilson, and Mr. Goad attended. Mr. Carter emphasized that Bay Aging/VAAACares® is well positioned for the pilot since we have been integrating social needs with clinical care for years. Ms. Vesley added that the funding is for 5 years, and Bay Aging has requested \$1.2 million per year to support the building out of an Electronic Health Record across the state for other Area Agencies on Aging and interested Community Based Organizations. A decision should be announced for selected pilots by the beginning of the calendar year.

Ms. Vesley reminded Directors that Bay Aging has submitted a proposal to the Diocese of Virginia requesting Grace Episcopal Church be utilized as an Active Lifestyle Center. The proposal is still under review. Mr. Owen offered his support in reaching out to other local churches in the Diocese.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training, Board Self-Assessment. This document was shared with the Directors in advance of the meeting. The Board Self-Assessment is done annually as a tool for the Board to assess itself. It is meant to be used as a foundation for assessing the board's strengths and weaknesses and to facilitate discussion around improving the board's governance model. Ms. Hudgins announced that the self-assessment along with the Conflict of Interest, Position Description, and Code of Conduct were shared with Directors today and are due at the November Board meeting.

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. Vesley announced the open position of Director, Community Living Programs. She stated that Jennifer Beck had been serving in this role as well as overseeing the Veteran Directed Care Options Counselor Services simultaneously. The workload with Veteran Directed Care had grown, and the two functions needed to be separated. Ms. Beck will remain Director, Veteran Services. No action needed.

Ms. Vesley reminded Directors that Bay Aging has selected athenahealth, Inc. as the Electronic Health Record (EHR) for the GUIDE Model. Ms. Northcott-Wilson and Ms. Robins are working to build out the software.

Ms. Hudgins announced that Bay Aging still has Neighborhood Assistance Program (NAP) tax credits available. A minimum donation of \$500 is required for an individual to qualify for credits. She also announced that there will be a match opportunity from the Jesse Ball duPont Fund again this year and staff are awaiting further clarification on the rules for this year. Anyone interested in credits is encouraged to align their donation with the November - December match campaign. She encouraged Directors to let her know if they are interested.

Ms. Vesley stated there has been several monitorings happening across the agency in Aging, Housing, and Transportation. She indicated correction plans had been submitted and she is glad to brief Directors on contents.

Ms. Vesley announced that the commercial kitchen in Montross is operating and Directors are invited to lunch in Montross to try the Meals on Wheels meal options. There was a discussion on holding the November Board meeting at the Montross office, followed by a lunch from the new kitchen.

A discussion was held regarding the proposed Smoke-free Campus Policy for Bay Aging apartments. Mr. Gemerek reported that the policy aligns with recommendations from HUD but requires a detailed process for collecting tenant input and considering all pros and cons. Historically, smoking issues have centered on tenants smoking inside units; however, new complaints concern smoke from designated outdoor areas affecting non-smoking residents. Mr. Vassar assured the Directors that implementation of the policy would not lead to immediate evictions, as a lengthy process involving warnings and smoking cessation support would be instituted prior to initiating eviction proceedings.

There was a discussion on housing projects in Northumberland County. One property has sold, so Bay Aging is no longer pursuing. Reedville Manor is still a potential project; however, there have been difficulties reaching the owner.

A discussion was held regarding the potential impact of a government shutdown on Bay Aging's operations. Mr. Goad assured the Directors that Bay Aging is well positioned for the short-term. He noted that C&F Bank has previously affirmed its readiness to provide bridge loan funding, if needed, to sustain critical programs. Furthermore, Bay Aging maintains strong relationships with all local financial institutions, offering various options should a long-term solution be required.

Closed Session:

Mr. Dudley made a motion the Bay Aging Executive Committee reconvene in closed session at 11:03 a.m. to discuss potential litigation, real property acquisition, and related matters lawfully exempted from public discussion under Sections 2.2-3711(A)(7), 2.2-3711(A)3, 2.2-3712 of the Code of Virginia (the Virginia Freedom of Information Act). Seconded by Mr. Doyle, the motion was approved.

Dr. Gross called to reconvene in Open Session at 11:18 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 board unanimously responded, "I so certify".

No action was taken regarding matters discussed in closed session.

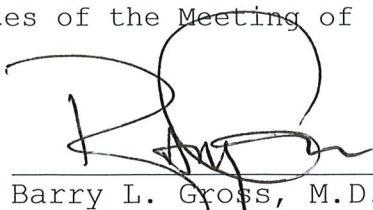
Unfinished Business: None

Next Meeting: The next meeting is scheduled to be held on November 20, 2025, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Dr. Gross adjourned the meeting at 11:21 a.m.

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

Bay Aging
Minutes of the Meeting of the Board of Directors
September 25, 2025



Barry L. Gross, M.D., Chairman

09/25/2025

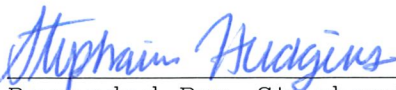
Date



Mr. Stanley Clarke, Secretary

09/25/25

Date



Recorded By: Stephanie Hudgins,
Director, Administration & Operations

09/25/2025

Date

Attachment A - Annual Meeting Documents 2025

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 FY2026.

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

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

Vera Lee
Ben Owen
Cynthia Talcott
Robert Wilbanks
**Vacancy*

- Adopt a resolution to reappoint all Bay Aging Board Directors and Kathy Vesley to all Apartments' Boards beginning FY2026.
 - 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 FY2026.

James N. Carter, Jr.
Stanley Clarke

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 FY2026.

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

Robert Wilbanks
Kathy Vesley, Ex-Officio
**Vacancy*

**Vacancy*

- Reappoint Advisory Council Members to two year terms.

Carla Minor-Blake
Jessica Bradby
Stephanie Brown
Jackie Clayton
Linda Cooke
Keri Cusick
Harrison Dixon
Eric Faudree

Christial Foster
Justine Greenwood
Claudette Henderson
Rebecca Hill
Liz Hayes
Bryant Hudgins
Doug Jenkins
Erin Laster

Vanesa Livingstone
Dionne McLean
Candace Mickelborough
Donna Powell
Clinton D. Roye
Adele Soule'
Dr. Karen Sturtevant
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

**NEW - Collaboration with the Tribes - Outlines the policies and procedures for Bay Aging to coordinate services with Virginia's Native Tribes, specifically the Mattaponi, Pamunkey, Rappahannock, and Upper Mattaponi. The policies cover outreach, information sharing, collaboration, and ensuring services are culturally appropriate.

**NEW - Bay Transit Fueling Policy – Requirement of DARS

**NEW – IT Server Backup Policy

**NEW – IT Acceptable Use Policy

**NEW – IT Network Patch Management

Bay Aging Bylaws

- Clarifying correction made to filling vacancies under sections 5.08 and 7.03

Information Systems Cybersecurity Policy

- Pg 2 – Steering Committee update
- Pg 4 – Updates to File Servers

HMIS/HCIS Policies and Procedures – Homeless Programs (Sub-grantee)

- Added section 2.2.6 HCIS Client Grievance Procedures Policy: Clients are required to contact the Participating Agency with which they have an HMIS data-related grievance for the resolution of any issues.

Virginia Housing HCVP Administrative Plan – Virginia Housing policy based on HUD requirements to administer the program. Not a Bay Aging policy, but Bay Aging must administer the Housing Choice Voucher Plan in accordance. Updated July 1, 2025

[NCQA LTSS 2](#) - Revised to reflect use of Bay Aging's Information Systems Cybersecurity Policy to protect individual protected health information. (Please disregard any text in red or highlighted information. This is required to demonstrate compliance items to NCQA in our upcoming renewal survey.)

[Bay Transit Driver Handbook](#) – Added clause for driver point retention - *If a driver of a revenue vehicle is convicted of a moving violation and the safe driving point balance on their DMV record drops below +3 that driver must complete a certified driver improvement clinic course and a copy of the completion certificate must be given to their supervisor. Failure to comply may result in disciplinary action up to and including termination.*

[Bay Transit Drug Alcohol Policy](#) – Added third party testing on pg 3

[Bay Transit EEO](#)

- Pg 7 & 8 - Employee numbers updated
- Pg 9 - Testing requirements changed
- Pg 10 - Updated employee numbers in the charts

[Bay Aging – Financial Policy and Procedures Updated for FY26](#)

- Page 20, Change to disposal processes for computer equipment reflecting new arrangement with Iron Mountain for secure disposal services.
- Page 23, Refining definition of Equity accounts
- Page 25, Updating procedures for reviewing journal entries, reflecting use of accounting software approval process and audit trail
- Page 65, Updating cash disbursement policies for Bay Aging Apartments to reflect our move toward electronic payment processes.
- Page 67, Refining process related to use of check signing machine
- Page 72, Updating description of general checking account to include new money market sweep facility, replacing previous overnight US investment sweep.
- Page 97, Updating language relating to budget management of grant-funded programs .

[Bay Aging Disaster Recovery and Business Continuity Plan](#)

- Updated staff listing
- Removed Twitter and added Instagram for Emergency Notification Social Media Platforms
- Pg 21 - Added wording for departments to maintain high-need client lists to be compliant with DARS Emergency Planning requirements.

2025 Bay Aging Personnel Policy Handbook

- Section 4-4 Added last paragraph to reflect the evaluation process for the President/Chief Executive Officer.
- Section 7-1 paragraph 2, clarified language to read “ **Employees cannot use social media for personal reasons through work computers due to the need to prevent the spread of computer viruses and “phishing” attempts.**” Personal devices should only be used during the workday during breaks/lunch and only as necessary. Excessive use of social media may result in disciplinary action by the Supervisor.
- Section 11-3 bolded font regarding the resignation notice required for full-time staff (hourly and exempt) which is a 30-day notice.
- Appendix A- Reintegration Memo is updated. All protocols remain the same for prevention of the spread of COVID-19.

Veteran Directed Care Handbooks

- [Fayetteville VAMC](#)-updated contact information
- [Salisbury VAMC](#)-updated contact information
- [Columbia VAMC](#)-updated contact information
- [Salem VAMC](#)-updated contact information
- [Erie VAMC](#)-updated contact information
- [Lebanon VAMC](#)-updated contact information
- [Martinsburg VAMC](#)-updated contact information
- [Johnson City VAMC](#)-updated contact information
- [Caribbean VAMC](#)-updated contact information
- [Caribbean VAMC \(Spanish version\)](#)-updated contact information
- [Washington DC VAMC](#)-updated contact information & added list of Allowable Goods & Services
- [Hampton VAMC](#)-updated contact information & added list of Allowable Goods & Services
- [Richmond VAMC](#)-updated contact information & added list of Allowable Goods & Services
- [Butler VAMC](#)-updated contact information & added list of Allowable Goods & Services
- [Beckley VAMC](#)-updated contact information
- [Altoona VAMC](#)-updated contact information
- [Perry Point VAMC](#)-updated contact information & added list of Allowable Goods & Services

Revised and Approved Since September 2024 – Reaffirm

- [Bay Aging Affirmative Action Plan for People with Disabilities](#) and [AAP Protected Veterans](#) (July 2025)

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](#)
- [ADC Handbook](#) – Adult Day Center
- [ADC Policies and Procedures Manual](#) _Adult Day Center
- [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 Aging \(Transit\) Title VI Plan](#)
- [Bay Transit Safety, Security, and Emergency Preparedness Plan](#)
- [Bay Aging Weatherization Deferral/Denial Policy](#)
- [Program income](#) - Indoor Plumbing Program
- Indoor Plumbing Program – [Management Plan](#)
- [NNMPHC Policies and Procedures](#)
- [NNMPHC Bylaws](#)
- [Flexible Spending Account Benefit Plan](#)
- NCQA Policies:
 - [NCQA - LTSS1](#)
 - [LTSS 3](#)
 - [LTSS 4](#)
 - [LTSS 6](#)
 - [LTSS 7A, LTSS 7 B-C, LTSS 7D, LTSS 7E](#)
 - [NCQA Program Discharge Policy](#)

Veteran Directed Care Policy & Procedure Manuals:

- Fayetteville VAMC
- Salisbury VAMC
- Columbia VAMC

- Salem VAMC
- Erie VAMC
- Lebanon VAMC
- Martinsburg VAMC
- Johnson City VAMC
- Caribbean VAMC
- Caribbean VAMC (Spanish version)
- Washington DC VAMC
- Hampton VAMC
- Richmond VAMC
- Butler VAMC
- Beckley VAMC
- Altoona VAMC
- Perry Point VAMC

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](#)

