

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

January 22, 2026

Board Members Present: Barry L. Gross, M.D., Chair, Gloucester County; Mr. Robert Wilbanks, Vice-Chair, Middlesex County; Mr. Bruce Craig, Treasurer, Northumberland County; Mr. Stanley Clarke, Secretary, Essex County; Mr. Jimmie Carter, Lancaster County; Mr. James Dudley, Middlesex County; Ms. Donna Givens, Mathews County; Ms. Vera Lee, Lancaster County; and Mr. Ben Owen, King & Queen County

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

Guests Present: Mr. Sydney Johnson, Essex County Board of Supervisors and Dr. Kathy Menefee, Bay Health Solutions Board Director.

Staff Present: Ms. Angie Alley, Director, Community Living Programs; Ms. Jennifer Beck, Director, Veterans Services; Ms. Melissa Blake, Director, Veteran Directed Care; Ms. Janice Burse, Assistant Director of Single-Family Housing - Weatherization; Ms. MaDena DuChemin, Director, Human Resources; Mr. David Fols, Transit Director; Mr. Pat Frere, Director, Planning & Development; Mr. Joshua Generek, Sr VP - Housing; Mr. Tinsley Goad, Chief Financial Officer; Ms. Julie Horner, Nutrition Programs Manager; 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. Lauren Murray, Assistant Director, VDC; Ms. Elizabeth Myers, Finance Director - Housing; Ms. Julie Northcott-Wilson, Statistician; Ms. Tiffany Robins, Director, Health Services; Ms. Kenosha Stewart, Assistant Director, Housing Choice Voucher Program; Ms. Kathy Vesley, President & CEO; Mr. Alan Walker, Assistant Director, Multifamily Housing Development; Ms. Lisa Walker, VP, Advocacy Resources; and Ms. Jennifer White, Marketing & Communications Specialist.

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 22, 2026. Chairman, Dr. Gross, called the meeting to order at 9:36 a.m.

Roll Call: Ms. Hudgins called roll, and a quorum was established for the scheduled November 20, 2025, Board of Directors Meeting.

Public Comment: None

Program:

Mr. Walker provided an overview of two current housing projects: Forest Heights, a proposed 50-unit development in James City County, and Rawley Park, a 24-unit workforce development in Middlesex County. His presentation included elevation drawings, site maps, and projected timelines for both locations. Additionally, Mr. Walker detailed the current funding structures and identified specific financial gaps remaining for the completion of the projects.

Consent Agenda:

- Minutes - November 20, 2025
- Agenda - January 22, 2026

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

New Business:

Mr. Goad led the review of the Bay Aging financials through November 2025, including a dashboard, which provides monthly analysis of programs, service, and outcomes. Directors requested adding the GUIDE Program to the dashboard once fully operational.

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

Mr. Goad led the review of the Bay Aging Foundation financials in depth through November 2025. Bay Aging Foundation approved; no action needed.

Ms. Vesely announced that Rev. Dr. Randolph Meade Walker was elected to the Bay Aging Board of Directors by the Northumberland Active Lifestyle Center members to represent low-income families in Northumberland County. She requested the board affirm this election, noting that the Board also appoints new members to the Bay Aging Apartment Boards.

Mr. Craig report the Executive Committee recommends to the Bay Aging Board of Directors affirmation of election of Rev. Dr.

R. Meade Walker to the Bay Aging Board and Bay Aging Apartments Boards. Seconded by Mr. Clarke, the motion was approved.

Ms. Vesley shared the summary of proposed Transit policies: Vendor Payments for Capital Expenditures, Performance Tracking, Vehicle Inventory, and Project Reimbursement Timing. These policies were created in response to a recent monitoring by the Department of Rail and Public Transportation and were made available to Directors prior to today's meeting.

Mr. Craig report the Executive Committee recommends approval of the proposed Transit policies to the Bay Aging Board of Directors. The motion was approved unanimously by consensus.

Ms. Vesley reported that staff encountered significant challenges identifying a viable employee health insurance package for the upcoming year due to rising premium costs. With the current plan set to renew on March 1, premiums across all options have increased by approximately 50%. While staff researched a self-pay alternative, it was determined to be unfeasible for the organization. Given the substantial increase in commercial carrier premiums, Bay Aging's contribution per employee is proposed at \$674 to ensure continued compliance with the Affordable Care Act.

Mr. Dudley made a motion to grant Ms. Vesley and Mr. Goad the authority to increase Bay Aging's contribution as they see necessary to remain compliant and offset burden on staff. Seconded by Mr. Carter, the motion was approved unanimously.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training, Results Oriented Management & Accountability (ROMA). She reviewed Bay Aging's mission and the components of a good mission statement. This document was shared with the Directors in advance of the 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. Hudgins announced that Bay Aging unlocked the matching funding through the Jessie Ball duPont Fund during our end of year campaign. We raised \$7,600 in eligible online donations earning a match of \$1,085.71. She shared a breakdown on the funds received and thanked Directors for their support.

Ms. Vesley reminded Directors that appropriations for the federal budget have been passed through January 31, 2026. Should government programs shut down on February 1, 2026, Bay Aging has a healthy level of reserves to support programs for several months. A meeting of the Board would be called if reduction in services were warranted.

Ms. Northcott-Wilson announced that 17 patients have aligned with CMS for the GUIDE Model and 5-10 more are in the pipeline to be aligned. Dr. Gross commended Ms. Northcott-Wilson and Ms. Robins on their work to get the GUIDE program up and running. Ms. Vesley updated the board on the GUIDE program partnership with Embrace, noting that while Bay Aging lacks the capacity for a statewide rollout, Embrace provides the necessary billing and clinical infrastructure. Anticipating future DARS requirements for caregiver services, Ms. Vesley has invited all Virginia AAAs to participate. While projected as a break-even initiative, the program offers a potential revenue source for agencies conducting their own assessments. Currently, Peninsula Agency on Aging, Inc. (PAA) is participating via Bay Health Solutions, with one additional AAA signed on and four others expressing interest. Ms. Vesley's goal is to make Virginia a national leader in GUIDE program utilization.

Ms. Vesley provided updates on the Virginia Rural Vitality Plan, noting that Virginia is one of twelve states willing to work with Area Agencies on Aging. Staff is currently working on a proposal submission under the category "Live Well Together: Integrated Care for Duals," highlighting that this initiative has the potential for rapid statewide implementation.

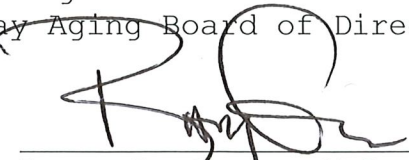
Ms. Vesley shared that the new Governor's priorities for Virginia focused on food insecurities and benefits consortiums, which would allow non-profits to combine benefits with other non-profits to lower premiums.

Unfinished Business: None

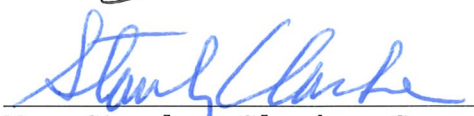
Next Meeting: The next meeting is scheduled to be held on March 26, 2026, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Dr. Gross adjourned the meeting at 11:17 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

 01/22/26

Mr. Stanley Clarke, Secretary Date



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