

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

March 26, 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; Mr. Ben Owen, King & Queen County; Ms. Jeanne Hockaday, Gloucester County; Ms. Belinda Johnson, Westmoreland County; Pastor Douglas Riley, King William County; and Ms. Cynthia Talcott, Richmond County.

Board Members Absent: Ms. Donna Cogswell, Westmoreland County; and Rev. Dr. Meade Walker, Northumberland County.

Guests Present: Rev. Maria Harris; Ms. Tiffany Speas, CEO of Peninsula Agency on Aging; and Diane Hartley, Vice President of Care Coordination at Peninsula Agency on Aging.

Staff Present: Ms. Angie Alley, Director, Community Living Programs; Ms. Jennifer Beck, Director, Veterans Services; Ms. Janice Burse, Assistant Director of Single-Family Housing - Weatherization; Ms. MaDena DuChemin, Director, Human Resources; Mr. David Fols, Transit Director; 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; Ms. Jennifer White, Marketing & Communications Specialist; Mr. Robert Butler, Director - IT; Mr. Scott Price, Assistant Director - IT; Mr. Bobby Vassar, Senior Counselor to the President; Ms. Mary Arthur, Lead Options Counselor - Caregiver Support; Ms. Kelsie Houston, Options Counselor; Ms. Brianna Noel, VDC, Enrollment & Data Services Manager; and Jordan Abbott, Board & Development 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

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on March 26, 2026. Chairman, Dr. Gross, called the meeting to order at 9:40 a.m.

Roll Call: Ms. Hudgins called roll, and a quorum was established for the scheduled March 26, 2026 Board of Directors Meeting.

Pastor Douglas Riley was introduced as the newest member of the Board. He provided a brief overview of his background. Ms. Vesley recognized the presence of Rev. Maria Harris, whose seat Pastor Riley is filling. Ms. Vesley also introduced Ms. Tiffany Speas, CEO of Peninsula Agency on Aging.

Public Comment:

None

Program:

Dr. Gross presented a resolution honoring Rev. Maria Harris for her leadership and contributions to the Bay Aging Board of Directors. Rev. Harris resigned from the Board effective December 31, 2025 due to health reasons. Rev. Harris was presented with her framed resolution and commended Bay Aging's growth during her time on the Board.

Mr. Carter made a motion for the Bay Aging Board of Directors to approve the resolution for Rev. Harris as presented. Seconded by Mr. Dudley, the motion was approved unanimously.

Mr. Goad introduced Mr. Butler, Director of IT, who presented on HITRUST (Health Information Trust Alliance). Bay Aging is close to receiving a HITRUST certification, which has involved the replacement of 80% of our software to improve security. Ms. Vesley stated that this process has been labor intensive, but worthwhile, as Bay Aging will be the only Area Agency on Aging with this certification. Ms. Vesley thanked Mr. Wilbanks for the guidance he has provided during this project.

Ms. Vesley introduced Ms. Arthur and Ms. Houston, who discussed the progress of the GUIDE Model. There are 41 patients currently enrolled, with one awaiting CMS approval. Five others were formerly aligned but lost eligibility after entering hospice care. Caregiver Support hosts 11 support groups and four memory cafes throughout our service area. The respite program has been well received. Mr. Dudley stated that Ms. Houston spoke at his church recently, and he commended her for her informative presentation.

Consent Agenda:

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- Minutes - January 22, 2026
- Agenda - March 26, 2026

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

New Business:

Mr. Carter reviewed the FY2025 Bay Aging audit and Form 990. Audit and 990 were provided to the Board of Directors in advance of today's meeting.

Mr. Carter reported that the Audit Committee reviewed the FY2025 Bay Aging audit and Form 990 and recommends the Bay Aging Board approve the same. Seconded by Mr. Craig, the motion was approved unanimously.

Mr. Carter reviewed the Foundation Form 990, provided to the Board of Directors in advance of the meeting. Form 990 is approved by the Bay Aging Foundation Board, so no action is required by the Board of Directors.

Mr. Goad led the review of the Bay Aging financials through January 31, 2026, including a dashboard, which provides monthly analysis of programs, service, and outcomes. He noted that microtransit service is coming to New Kent.

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

Mr. Carter asked for an update on the proposed budget cuts impacting Bay Transit in Middlesex County. Ms. Vesley stated the Middlesex Board of Supervisors has restored the funds. She thanked the Transit team, Mr. Dudley, and Mr. Wilbanks for their advocacy.

Mr. Goad led the review of the Bay Aging Foundation financials in depth through January 31, 2026. Bay Aging Foundation had approved the report; no action was needed. Ms. Hudgins explained that the Jessie Ball duPont Fund gave an additional \$5,000 as part of the match program.

Ms. Vesley announced that Pastor Douglas Riley has been appointed to the Bay Aging Board and Apartment Boards to represent King William County. She requested the Board affirm this election, noting that

the Board also appoints new members to the Bay Aging Apartment Boards.

Dr. Gross reported the Executive Committee recommends to the Bay Aging Board of Directors affirmation of election of Pastor Douglas Riley to the Bay Aging Board and Bay Aging Apartments Boards. Seconded by Mr. Dudley, the motion was approved.

Ms. Vesley shared that Dianne Hartley of the Peninsula Agency on Aging (PAA) was recommended to serve on the Bay Aging Apartment Board for Parker View Apartments in James City County. She currently oversees Care Coordination at PAA but has an interest in housing and has experience in property management.

Dr. Gross reported the Executive Committee recommends to the Bay Aging Board of Directors affirmation of appointment of Diane Hartley to the Parker View Apartment Board. Seconded by Mr. Dudley, the motion was approved.

Ms. Vesley stated there were no issues with the Q4 Affirmative Action Plan report that was posted to the website for review.

Mr. Craig made a motion to approve the Affirmative Action Plan report for Q4. Ms. Hockaday seconded, and the motion was approved.

Ms. Vesley explained that the 2025 Annual Compliance Report details human resources investigations for the year. The findings of the report were discussed.

Ms. Talcott made a motion to approve the 2025 Annual Compliance Report. Seconded by Mr. Owen, the motion was approved.

Ms. Vesley announced that a vote was needed to raise minimum wage at Bay Aging from \$16 to \$16.25. This increase will help keep the organization ahead, improve employee retention and morale, and support the organization's long-term workforce stability.

Mr. Craig made a motion to approve the increase of Bay Aging's minimum wage from \$16 to \$16.25. Seconded by Mr. Wilbanks, the motion was approved unanimously.

Dr. Gross detailed the 2025 Board Self Evaluation and encouraged Board members with questions or comments to contact him to discuss.

Mr. Clarke stated there was recently a board leadership training held in White Stone through the River Counties Community Foundation. He and Ms. Lee attended and found it to be informative. Mr. Clarke stated that he felt Bay Aging's Board is well positioned based on what was discussed during the training.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training, Results Oriented Management & Accountability (ROMA). This document was shared with the Directors in advance of the meeting. She explained that ROMA standards come from Community Action. ROMA centers around what the organization should be doing to provide the best possible service. There has been a recent push to consider needs and resources through the categories of family, agency, or community.

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 caregiver updates. 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.

Mr. Clarke reported that Grace Episcopal Church in Millers Tavern recently became vacant, and it was suggested that it become a community center. Mr. Clarke approached the Board with the idea of using it as an Active Lifestyle Center, and he, Mr. Owen, and Ms. Vesley met with the Virginia diocese and some members of the church to discuss the idea. Mr. Clarke stated that the building is owned and maintained by the Virginia diocese, and they needed to determine what the cost of restoring the building would be before a decision could be made. Mr. Owen added that the diocese sounds willing to help. There being no Active Lifestyle Center in Essex, this would be an asset to the community.

Ms. Vesley has a meeting regarding the Virginia Rural Vitality tomorrow. She is hopeful that this meeting will give the organization more access to funding.

The Electronic Health Record software is up and running. It is being utilized within the GUIDE Program.

Unfinished Business:

None.

Closed Session:

Ms. Lee made a motion to reconvene in Closed Session at 11:13 a.m. to discuss matters concerning the President and CEO Compensation 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. Craig, the motion was approved.

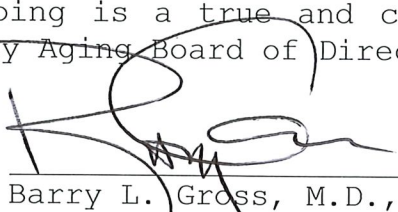
Chairman, Dr. Gross, called to reconvene in Open Session at 11:25 a.m. and asked for certification from each Director by saying, "I so certify" that, to the best of their knowledge, only matters lawfully exempted from open meeting requirements under Virginia law that were identified in the motion convening 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 each member unanimously responded, "I so certify."

Mr. Carter made a motion to approve the President & CEO's evaluation as discussed in the closed session. Seconded by Mr. Craig, the motion was approved unanimously.


Next Meeting: The next meeting is scheduled to be held on May 28, 2026, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Dr. Gross adjourned the meeting at 11:26 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

05/21/26  
Date

  
Mr. Stanley Clarke, Secretary

03/26/26  
Date

  
Recorded By: Jordan Abbott  
Board & Development Specialist

03/26/26  
Date