

BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

November 20, 2025

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; Ms. Donna Cogswell, Westmoreland County; Mr. James Dudley, Middlesex County; Ms. Donna Givens, Mathews County; Ms. Jeanne Hockaday, Gloucester County; Ms. Belinda Johnson, Westmoreland County; Mr. Ben Owen, King & Queen County; and Ms. Cynthia Talcott, Richmond County.

Board Members Absent: Ms. Vera Lee, Lancaster County and Reverend Maria Harris, King William County.

Guests Present: Mr. Sydney Johnson, Essex County Board of Supervisors

Staff Present: Ms. Angie Alley, Director, Community Living Programs; Ms. Fran Anderson, Project Manager Community Care Hub and Care Transitions; 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; Ms. Cathey Eades, Director, VAAACares®; Mr. David Fols, Transit Director; Mr. Pat Frere, Director, Planning & Development; Mr. Tinsley Goad, Chief Financial Officer; Ms. Stephanie Hudgins, Director, Administration & Operations; Anna Jaynes, AmeriCorps VISTA; 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. Kenosha Stewart, Assistant Director, Housing Choice Voucher Program; Mr. Bobby Vassar, Sr. Counselor to the President; 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 November 20, 2025. Chairman, Dr. Gross, called the meeting to order at 9:39 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. Carter introduced Ms. Givens, the new Director from Mathews County. She was appointed by the Mathews Board of Supervisors to serve a 5-year term. Ms. Givens gave a brief overview of her background, which includes work in business development, Health and Human Services, and social work.

Ms. Vesley announced that quarterly updates have been made to Bay Aging's Strategic Plan. Each department head gave a brief overview of 1-2 of the most impactful updates to their goals this quarter. The full plan and all updates were posted to the Board's internal portal for review prior to today's meeting.

Mr. Craig made a motion for the Bay Aging Board of Directors to approve the Bay Aging Strategic Plan updates as presented. Seconded by Mr. Dudley, the motion was approved unanimously.

Consent Agenda:

- Minutes - September 25, 2025
- Agenda - November 20, 2025

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

New Business:

Ms. Vesley stated the Executive Committee discussed the potential impacts of a prolonged Federal Government shutdown. Continuing appropriations were passed through January 30, 2026, but there are still uncertainties. Bay Aging is positioned well with reserves and should weather a short-term shutdown.

Mr. Goad led the review of the Bay Aging financials through September 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 September 2025 in depth and recommends the Bay Aging Board approve the same. Seconded by Mr. Dudley, the motion was approved unanimously.

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

Dr. Gross announced that the Mathews County Board of Supervisors has appointed Ms. Donna Givens to serve as their representative on the Bay Aging Board and Bay Aging Apartments Boards. Additionally, he shared that Dr. Kathy Menefee is interested in serving on the Bay Health Solutions (BHS) Board of Directors. She is a Registered Nurse and has worked at management level positions in nursing. She is community minded and resides in Gloucester County. With the current BHS Board composition, this would be the last seat Bay Aging would need to appoint for the BHS Board at this time.

Dr. Gross reported that the Executive Committee recommends appointment of Donna Givens to the Bay Aging and Apartments Boards of Directors and Kathy Menefee to the Bay Health Solutions Board of Directors and recommends the Bay Aging Board approve the same. Seconded by Mr. Clarke, the motion was approved unanimously.

Ms. Vesley presented a non-exclusive revenue opportunity to contract with Embrace Prevention Care for the GUIDE program. Under this proposal, Bay Aging would receive a share of payments from AAAs recruited through Embrace's network, focusing solely on new clients to avoid interference with existing leads. The primary identified risk involves CMS data quality oversight regarding Electronic Health Record access. Ms. Vesley requested Board approval to further explore this business concept.

Dr. Gross reported that the Executive Committee recommends conceptual approval of the business opportunity with Embrace and recommends the Bay Aging Board approve the same. Seconded by Ms. Givens, the motion was approved unanimously.

Dr. Gross stated the Q3 Affirmative Action Report was posted to the internal Board site. Ms. Vesley added that there were no concerns or issues identified.

Ms. Hockaday made a motion to approve the Q3 Affirmative Action Report. Seconded by Mr. Clarke, the motion was approved unanimously.

Chief Executive's Report:

Ms. Vesley reviewed the Governance Training, Governance for Good: Top 10 Tips for Board Directors, emphasizing the board's collective responsibility to align actions with Bay Aging's charitable purpose, maintain financial oversight, and follow organizational bylaws. The session highlighted the duty of directors to provide individual input during discussions while maintaining a unified voice and prioritizing the organization's best interests over personal ones. 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. Vesley reviewed the 2025 CSBG Dashboard, which revealed that Bay Aging served 8,268 individuals and is currently meeting all 58 organizational standards. She emphasized that an engaged board is vital for strategic leadership and effective governance, particularly in assessing community needs and ensuring the fiscal soundness of the agency's budget. She informed Directors that this report is not comprehensive of all Bay Aging's programs and services, just those captured through Community Action.

Ms. Hudgins announced that the duPont match campaign is underway. Bay Aging recently welcomed a new Marketing & Communications Specialist, Ms. Jennifer White, who has worked on updating the match website, Click & Pledge donation platform page, and emails for Directors to send to their giving circles. Matching rules this year remain the same - only online donations of individuals up to \$500 per transaction will be matched. This year, however, the matching ratio is 7:1 and will not be unlocked until Bay Aging raises \$7,000 in eligible online donations. The campaign will run through December 31, 2025.

Ms. Vesley informed Directors that Angie Alley has been selected to fill the Director of Community Living Programs position. Ms. Alley has worked for Bay Aging in the housing division for almost 15 years and has completed both Leadership Institute programs (1.0 and 2.0).

Ms. Vesley shared the Virginia Rural Vitality Plan, noting that it outlines themes from proposals submitted for the Rural Health Transportation funding opportunity. The Plan provides guidance and vague structure for how the funding will ultimately be allocated. She stated that those interested will need to re-apply once the official notice of funding announcement is made.

Ms. Vesley invited Directors to a lunch in the new Montross commercial kitchen. It was suggested to hold the November Board meeting there; however, there is not enough space to fit Directors and staff. She encouraged Directors to let her know if they are interested in a small group lunch.

Mr. Goad shared that he recently attended a Health and Human Services event with speakers that included Robert Kennedy, Jr., U.S. Secretary of Health; Doug Collins, U.S. Secretary of Veterans Affairs; Mary Lazare, Administrator, Administration for Community Living; and other dignitaries in support of caregiving. Clients from Bay Aging's Veteran Directed Care (VDC) Program also spoke in support of the program and their continued success living independently because of the program. Mr. Goad said it was an excellent event and there was much support for Bay Aging and the VDC program. Ms. Vesley commended Ms. Beck for finding a client and their caregiver to attend at such short notice.

Ms. Hudgins reminded Directors to please complete and submit the annual governance documents: Conflict of Interest, Code of Conduct, Director Position Description, and Self-eval.

Ms. Northcott-Wilson updated Directors on the new go-live date for the Electronic Health Record (EHR) software, which will now be December 1st. This is later than the previously announced November 1st date due to potential business with Embrace and the requirement for six weeks of tech support post go-live. Ms. Robins added that staff training in the software will be completed on November 25.

Closed Session:

Mr. Clarke made a motion the Bay Aging Executive Committee reconvene in closed session at 11:01 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 11:14 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 January 22, 2026, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Dr. Gross adjourned the meeting at 11:15 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 1/22/26
Date



Mr. Stanley Clarke, Secretary 01/22/26
Date



Recorded By: Stephanie Hudgins, 01/22/2026
Date
Director, Administration & Operations