BAY AGING

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

May 28, 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; and Rev. Dr. Meade Walker, Northumberland County.

Board Members Absent: Ms. Donna Cogswell, Westmoreland County; Pastor Douglas Riley, King William County; Ms. Cynthia Talcott, Richmond County; and Ms. Belinda Johnson, Westmoreland County.

Guests Present: None.

Staff Present: Ms. Angie Alley, Director, Community Living Programs; Ms. Janice Burse, Assistant Director of Single-Family Housing - Weatherization; Ms. MaDena DuChemin, Director, Human Resources; Mr. Joshua Gemerek, Senior VP - Housing; Mr. Tinsley Goad, Chief Financial Officer; Mr. Bobby Vassar, Senior Counselor to the President; 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. Julie Northcott-Wilson, Statistician; Ms. Tiffany Robins, Director, Health Services; Ms. Kathy Vesley, President & CEO; Mr. Alan Walker, Assistant Director, Multifamily Housing Development; Ms. Jennifer White, Marketing & Communications Specialist; Ms. Jordan Abbott, Board & Development Specialist; Ms. Lisa Walker, VP, Advocacy Resources; Ms. Julie Horner, Nutrition Programs Manager; Ms. Tamara Wright, VDC Customer Service Manager; Ms. Patricia Palmer, Administrative Specialist; Ms. Lynette Thurston, VICAP Coordinator & LTC Ombudsman; Ms. Pat Sanders, Operations Manager: Transit; Mr. David Fols, Transit Director; Ms. Natasha Brown, Finance Director; and Ms. Fran Anderson, Project Manager: Community Care Hub & Care Transitions.

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 on May 28, 2026. 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 May 28, 2026 Board of Directors Meeting.

Public Comment:
None.

Program:
Ms. Hudgins presented the 2026 Staff Award winners, selected by Bay Aging employees and honored at the April staff retreat. As the recipient of the President's Award, selected by Kathy Vesley, Ms. Walker spoke about her role and program. Ms. Horner was awarded the Unsung Hero Award. Ms. Wright received the Inspirational Leader Award. The Superior Customer Service Award went to Ms. LaVilla. The Team Player Award recipients were Ms. Palmer, Ms. Wilkins, Ms. Thurston, and Ms. Sanders.

Consent Agenda:

- Minutes - March 26, 2026
- Agenda - May 28, 2026

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

New Business:
Mr. Goad led the review of the Bay Aging financials through March 31, 2026, including a dashboard, which provides monthly analysis of programs, service, and outcomes. He stated that the care coordination contract has expired, and two new contracts are about to begin. By September, the updated targets will be reflected in the dashboard.

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 Mr. Carter, the motion was approved unanimously.

Mr. Goad led the review of the Bay Aging Foundation financials in depth through March 31, 2026. Bay Aging Foundation had approved the report; no action was needed.

Ms. Vesley stated there were no issues with the 2026 Affirmative Action Plan Q1 report that was posted to the website for review.

Mr. Craig made a motion to approve the Affirmative Action Plan Q1 report for 2026. Mr. Dudley seconded, and the motion was approved.

Ms. Vesley reviewed the 2026 Affirmative Action Plans for Individuals with Disabilities and Protected Veterans posted to the website for review, and asked for action.

> Mr. Craig made a motion to approve the Q1 Affirmative Action Plan. Mr. Owen seconded, and the motion was approved.

Dr. Gross explained that the agency is changing in how it's involved in healthcare and is beginning to take a more clinical approach. He and Ms. Vesley are discussing hiring a healthcare law firm to ensure the agency is compliant. There are no contracts for this yet.

Ms. Vesley spoke to two new program initiatives, MAHA Elevate and the Administration for Community Living's Health at Home Challenge. MAHA Elevate is a model awarding $100 million over three years to several community care hubs using evidence-based whole-person care. This program will not begin until October. The Health at Home Challenge awards $2 million to 10 community care hubs or superhubs in a tiered-system over several years. This challenge is very clinical and will require new services to be coded to CMS. VAAACares® was asked to participate, and it is a great opportunity for coverage and exposure. A letter of intent has been submitted, and the application for phase one of the challenge is due June 24.

Dr. Gross stated that there are ongoing discussions regarding the future of the Bay Health Solutions Board. Ms. Vesley added that she was planning to ask the Board to support hiring a consultant for the creation of a strategic plan, but the BHS Board does not feel ready to begin this process yet.

<u>Chief Executive's Report:</u>
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. This training focused on assessing community needs and emphasized the importance of making decisions and setting priorities based on information gathered from the people most affected.

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.

Ms. Vesley stated that the Virginia Rural Vitality Proposal has written us in. This proposal will be funded in 2028.

Ms. Vesley reminded the Board that an awards reception to honor this year's Art in Transit winners and unveil the winning bus will take place tomorrow at 5 p.m. at the RAL Art Center in Kilmarnock.

Ms. Vesley reported that the tour of Grace Episcopal Church, a potential site for a new Active Lifestyle Center in Essex County, has been postponed, with no additional updates at this time.

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

Unfinished Business:
None.

Closed Session:
Mr. Clarke made a motion to reconvene in Closed Session at 11:01 a.m. to discuss matters concerning executive compensation and hiring, pending litigation, 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 11:31 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. Dudley made a motion to approve the President & CEO's compensation as discussed in the closed session. Seconded by Mr. Owen, the motion was approved unanimously.

Next Meeting: The next meeting is scheduled to be held on July 23, 2026, at 9:30 a.m. via hybrid methods (Zoom and in-person).

There being no further business, Dr. Gross adjourned the meeting at 11:34 a.m.

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

5/28/26
Barry L. Gross, M.D., Chairman Date

05/28/26
Mr. Stanley Clarke, Secretary Date

5/28/26
Recorded By: Jordan Abbott Date
Board & Development Specialist