

Area Agency on Aging Serving Napa and Solano

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Minutes of Board Meeting: Tuesday August 20, 2013, 2:30 PM
Florence Douglas Senior Center, 333 Amador Street, Vallejo, CA 94590

Donald Bond, Presiding

Solano County

Dist. 1	Marty Kuehneman, Treasurer	Present
2	Vacant	
3	Donald Bond, Chair	Present
4	Vacant	
5	Michael Donnellan	Present
At-Large	James McCully	Present
At-Large	Rev. Dr. Tony Ubalde, Secretary	Present
At-Large	Stephen Murphy	Present

Napa County

Dist. 1	Carolyn Wrage, Vice Chair	Present
2	Thomas McNicholas, Vice Chair	Present
3	Stephanie Bunch	Present
4	Larry Kromann	Present
5	Vacant	
At-Large	Jo Ann Busenbark	Excused
At-Large	Edwin Warren	Present
At-Large	Vacant	

The meeting was called to order at 2:35 PM by Chair Donald Bond. A quorum was present.

Present: Leanne Martinsen – Executive Director, Doug Hanson CFO, Anne Payne, Direct Services Supervisor, Suzanne Blakeley, Advisory Council member, Constance Boulware, Advisory Council member.

Public Comment. None.

Regular Business

- 1. Motion by Rev. Ubalde to approve the agenda for the August 20, 2013 meeting, with the following changes: the addition of a fundraising committee report, under the bylaws committee, consideration of a provision that would allow Board members to participate in meetings by telephone, and moving the bylaws committee report up in the agenda, to accommodate an Advisory Council member's request. The motion was seconded by Edwin Warren, motion carried.**
- 2. Motion to approve the minutes for the July 16, 2013 meeting as presented by Carolyn Wrage, seconded by Marty Kuehneman, motion carried, with Rev. Ubalde abstaining.**
- Finance / Treasurer's Report:
 - a) Doug Hanson, CFO, presented the July 2013 financial report and answered questions from Board Members. **Motion to accept the July 2013 financial report by Larry Kromann, seconded by James McCully, motion carried.**
 - b) Doug Hanson distributed copies of the FY 2012-2013 Statement of Support, Revenue and Expenses (that had been sent via e-mail attachment). He explained that this document represents the income and expenses from all sources for the entire agency, and will be provided to the independent auditors. He answered questions from Board Members. **Motion by Rev. Ubalde to accept the FY 2012-2013 Statement of Support, Revenue and Expense as**

presented, and direct staff to provide this document to the auditors. The motion was seconded by Stephanie Bunch, motion carried.

- c) Doug Hanson distributed copies of the Area Plan Fiscal Closeout Report for FY 2012-13 (that had been sent via e-mail attachment), and explained that this document represents the income and expenses from Title III and VII received from CDA. He answered questions from Board Members. **Motion to accept the Area Plan Fiscal Closeout Report for FY 2012-13 as presented by Stephanie Bunch, seconded by Thomas McNicholas, motion carried.**
 - d) Fiscal Audit for year ending June 30, 2013. **Motion by Rev. Ubalde consider changing auditors, and to put the audit out to bid this year, 2nd by Donald Bond.** In the discussion that followed Board members indicated that they wanted the minutes to reflect this discussion, and that they had no concerns about the audit firm that has been used for several years, but some stated that it might be time for a change and others pointed out that relatively few firms are able to conduct the Single audit that is required by our contract with the California Department of Aging. Doug Hanson noted that the audit firm sends different (junior) auditors to conduct the audit each year, and that our auditors are required to have peer review. He also noted that other entities, including CDA conduct audits periodically. **Edwin Warren made an amendment that the procurement should be conducted for the next fiscal year, 2nd by Donald Bond, the amendment was defeated. Larry Kromann made an amendment that the Board discuss the concept, and the feasibility of issuing a RFP for an audit in the future, 2nd by Stephanie Bunch, the amendment carried. Edwin Warren called the question on the amended motion, the vote was defeated.** The chair reiterated that there was no suggestion of any problem with the current audit firm.
 - e) Doug Hanson indicated that the building addition construction had started, and he invited Board Members to come by to check on the progress.
4. Advisory Council Report. Leanne Martinsen reported that the Advisory Council Chair was not available for today's meeting, and had delegated the report to Suzanne Blakeley. Suzanne reported that the Advisory Council had met in American Canyon on August 1, and at that meeting, Lauren Rolfe, Advisory Council member and California Senior Legislature Assembly Member had presented the legislative principles that were first proposed about two years ago, as a guide in determining whether specific legislation should be supported, and the Council agreed that these principles should be retained and expanded in a couple of areas. The Advisory Council is reviewing and updating their bylaws, and welcomed a new member, Mary Spry-Danner. The Council voted to recommend to the Board that the RFP to provide out-of-home respite for Family Caregivers in the Vallejo area be released. Advisory Council Chair, Sharon Monck, had stated her concern that sequestration had reduced resources and staff was having to take on additional duties as positions were reduced and combined, and felt consideration should be given to engaging a consultant to conduct a comprehensive organizational assessment and develop recommendations for implementing system changes. An example of a proposal was distributed for information, and the consensus of the Advisory Council was that this concept should be presented

to the Board of Directors, so that the Board could consider the option of hiring a consultant, and possibly that the proceeds from the benefit variety shows could be used to cover the costs of the assessment. The Council is aware that this is a matter for the Board to decide, and that there would need to be a procurement process to identify and retain a consultant, if the Board chooses to proceed. The Board Chair indicated that in this matter, the Board would like to hear from Management staff before proceeding.

5. Correspondence – none.
6. Committee Reports
 - a) Executive Committee: The committee had not met.
 - b) Membership Committee: Rev. Ubalde reported that the membership committee had met with Michael Donnellan prior to this meeting and recommended that the Board confirm the appointment of Supervisor Skip Thomson, and also that the Board appoint Stephen Murphy to fill the vacant at-large position in Solano County. **Motion by James McCully, 2nd by Larry Kromann, to accept the recommendations of the Membership Committee, and appoint Michael Donnellan and Stephen Murphy to terms expiring on June 30, 2015, motion carried.** In the discussion that followed, it was noted that Mr. Murphy had expressed concern that his duties sometimes prevented him from attending Board meetings, and inquired as to whether he could participate by telephone. It was noted that the current bylaws do not have a provision for remote participation, recommended that the committee look into this, and bring proposed changes to the Board for consideration.
 - c) Edwin Warren reported that the bylaws committee had not met, but he had addressed the Advisory Council at their August 1 meeting, and requested that they provide feedback to Constance Boulware about what they would recommend to include in a document that would clarify the relationship between the Board and Advisory Council. Constance Boulware stated that the overarching issue was the relationship between the Board of Directors, Advisory Council and Staff, how we interact and support each other. It was recommended that the committee draft a document to which the Council and Board could respond. Suzanne Blakeley indicated that the Advisory Council was concerned about the current imbalance balance of membership, and attendance, and the Advisory Council bylaws committee is considering recommending changes to address these issues. Edwin Warren also recommended that the Board of Directors have a representative at Advisory Council meetings (note: It has been our practice to ask Board members to volunteer to serve as a liaison to the Advisory Council meetings on a rotating basis for several years.)
 - d) Donald Bond noted that Rev. Tony Ubalde has done an outstanding job of chairing the fundraising committee, but he has other demands on his time now (school board and endowment board), and has expressed a desire to be relieved of the chairmanship. Larry Kromann has agreed to take on this task and would like to bring to the Board a concept for the direction of the fund development committee.

7. Executive Director / Staff Report:

Leanne Martinsen reported on current activities, including the following items:

- The next Advisory Council Meeting is scheduled for Thursday, September 5 at 1:00 PM at the Suisun City Sr. Ctr., and we would welcome a Board Member to volunteer as liaison at this meeting.
- AAA reductions in staff to accommodate sequestration cuts The Administrative Assistant at the main office (Beverly) is now part-time, and the chair recommended that the Board write a letter thanking her for her service. The MIS position has been changed to part-time, currently posted, with duties being shared with Harriett and Terry Ann. Two volunteers are in training this week, will be providing phone support at the main office and also at the Drop-In Center.
- Look for us on Facebook, site is live.
- Procurement policies and procedures being updated.
- Building addition / classroom, work has started, members are invited to come by following the meeting to check out the progress.
- The Area Plan Budgets (2013-14) have been approved by CDA, and the Fiscal Closeout (2012-13) was submitted on time.
- We anticipate that CDA will schedule a site visit between November and next May.
- CDA fiscal audits scheduled for November 2013 (MSSP) and April 2014 (Area Plan).
- Updated Napa Guide is available now. Solano guide is at the printers, both Solano & Napa Guide are also available in Spanish.
- Issuing RFP for FCSP Out of Home Respite in Vallejo.
- Catholic Social Services contract for telephone reassurance in Solano Co.
- Faith in Action to retain contract for home visits in Solano Co.
- Molly's Angels new contract for volunteer transportation in Napa Co.
- FY 2013-2014 Provider contracts issued for July-September (3 months) and October-June (9 months), to correspond to our CDA contract.
- Continuing to work with Napa County to develop contract to claim funds under Medicaid Administrative Activities (MAA) for some of our Napa programs. Requires checking to make sure that covered staff, supervisors, and Board of Directors are not in databases as excluded from providing Medicare or MediCal, and also sign the Napa County Code of Conduct, as conditions for contracting.
- Napa Contract amendment approved \$1.00/senior supplemental funds to preserve Caregiver Permit Application and enhance services in Napa Co.
- Wrote request letter to Chair of Solano Co. Supervisors for \$1.00/senior
- Napa Senior Celebration on October 5 and Solano Walk to End Alzheimer's on October 26 are fundraising opportunities for AAoA. Anne Payne is coordinating the Solano walk, and the group has already raised \$23,000 in sponsorships. She also reported that the agency has formed a team "AAoA Senior Rockers", and half of the money the team raises comes back to the Agency. We would like the support of Board members, and donations can be made on the website. The main purpose of the event is to raise awareness about the disease and funds for research. Anne and other AAoA staff will also be at the Napa Walk to End Alzheimer's on September 7, providing outreach and advocacy.
- AAoA representation at various Commission and Coalition meetings

- Common Ground meeting to organize advocacy around shared concerns, including homelessness in both Napa and Solano Counties.
- Attended workshop at Solano Community Foundation with Larry Kromann on Board Roles and Fundraising.
- Opportunity to see demonstration of “Ad Palz” (on-line fundraising), Stephanie Bunch volunteered to attend event on August 21.
- Shared “Aging In America: We Can Do Better” brochure from NASUAD that illustrates the dilemma of decreasing funding and increasing population and needs of older adults, related to the Older Americans Act reauthorization and the impact of sequestered funds.
- An orientation for new and prospective Board and Advisory Council members is scheduled on August 28.

Old Business: None

Tabled Business: None

New Business:

1. Since there were no responsive applications to provide out of home respite for family caregivers in the Vallejo area during the general RFP earlier this year, the Advisory Council has recommended that this single-program RFP be issued. (Sent via e-mail attachment). **Motion by Carolyn Wrage, to authorize staff to release the RFP to provide out of home respite for family caregivers in the Vallejo area to the public, seconded by Larry Kromann, motion carried.**
2. No other recommendations from Advisory Council

Information Items:

1. The Schedule of Events was included in the meeting packet.

The meeting was adjourned at 4:05 PM.

The next meeting will be on September 17, 2013 at the Florence Douglas Senior Center in Vallejo.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: _____