

Area Agency on Aging Serving Napa and Solano

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Minutes of Board Meeting: Tuesday September 17, 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	Excused
At-Large	Rev. Dr. Tony Ubalde, Secretary	Excused
At-Large	Stephen Murphy	Excused

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	Present
At-Large	Edwin Warren	Excused
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, Sharon Monck, Advisory Council chair, Suzanne Blakeley, Advisory Council member.

Public Comment. None.

Regular Business

- 1. Motion by Thomas McNicholas to approve the agenda for the September 17, 2013 meeting. The motion was seconded by JoAnn Busenbark, motion carried.**
- 2. Motion to approve the minutes for the August 20, 2013 meeting as presented by JoAnn Busenbark, seconded by Larry Kromann, motion carried.**
- Finance / Treasurer's Report:
 - a) Doug Hanson, CFO, presented the August 2013 financial report and answered questions from Board Members. **Motion to accept the August 2013 financial report by JoAnn Busenbark, seconded by Carolyn Wrage, motion carried.**
 - b) Doug Hanson distributed copies of the peer review report for Grant Bennett Associates (the audit firm that we use) for the year ended June 30, 2012, indicating that the corporation had received a peer review rating of pass. **Motion by Carolyn Wrage to appoint Grant Bennett Associates as the auditors for Fiscal Year ended June 30, 2013, seconded by Thomas McNicholas, motion carried.**
 - c) Doug Hanson referred to the Area Plan Budget A3 1314-28, Revision 1 for FY 2013-14, and explained that this budget included the one-time-only funds awarded in the revised planning estimate. He answered questions from Board Members. **Motion to accept the Area Plan Budget A3 1314-28, Revision 1 for FY 2013-14 as presented by Carolyn Wrage, seconded by Larry Kromann, motion carried.** Doug Hanson reported that we have yet to receive any funds for July, August or September. (We normally receive our funding

from CDA in the first 10 days of each month.) We have paid our providers and usual expenses, but will not be able to continue operations if payments are not received by the end of this month. After some discussion, the consensus was that the Board should write a letter to CDA, expressing concern about the delay in payments. Doug Hanson distributed a spreadsheet that illustrated the impact of sequestration. With the reduction in federal program funding, the state and local matching funds are also reduced. In the example, \$1,000,000 in program funding with the addition of required state and local match would total \$1,233,000, but after sequestration we only receive \$888,880, and the administrative funding was reduced from \$144,330 to \$107,140.

d) Doug Hanson indicated that the building addition construction was going well, and he invited Board Members to come by to check on the progress.

4. Advisory Council Report. Advisory Council Chair, Sharon Monck, reported that the Advisory Council is working to update their bylaws. She also indicated that the Council wanted to bring back to the Board of Directors, the suggestion to conduct an organizational assessment and develop recommendations for implementing system changes that would benefit the Agency on Aging. With the recent reductions in staffing, perhaps an outside source could recommend ways that staff could work better, not harder. She had heard concerns that the telephone was not being answered for some time in the past month, and is concerned that low salaries and increasing work load might cause some staff to leave. Leanne Martinsen responded that the staffing has been reduced, and we have volunteers answering the telephone at the main office when the administrative assistant is not on the schedule. There had been a problem with the telephone system last month, and for a few days, when the first phone line was in use, the incoming calls were not rolling to the next available line. When we identified the problem the phone company was able to restore service. JoAnn Busenbark stated that there is value to peer review, and there are people who specialize in organization/environmental change. The Board could take a look to see if we are doing this in a way that is most effective for staff. She stated that the Board should provide support to the Executive Director. Tom McNicholas indicated that the Board should be proactive rather than reactive. Larry Kromann stated that the Board is responsible for setting policy, and is not there to operate the agency. The Executive Director is the employee of the Board, and is expected to manage the organization, so should be a part of the assessment process. Leanne Martinsen reported that she had polled the management team, and the response was mixed. She indicated that she also had mixed feelings. On one hand, it would be great if a consultant could come in and help us identify areas where we could operate more efficiently. On the other hand, we have very little latitude in how we administer most of our programs and services, and we are monitored by CDA to ensure compliance with that contract. Also, there are consultants who specialize in non-profits, but our organizational structure is very complex, with the federal and state funding, government and foundation grants, etc. It would be very difficult to recruit a consultant with the capacity to deal with all of this, and it could be very expensive. She indicated that it has been frustrating trying to maintain programs and staff morale when we haven't had funds to increase salaries in the past three years, but questioned whether the Board wants to spend the funds that were

raised at the three benefit events for organizational assessment. We had an understanding that the initial funds raised would be used to support future fund development. There should be discussion about the fundraising or marketing plan, and we should also identify specific programmatic needs, and approaches that provide potential donors an understanding of how we can make a difference. JoAnn Busenbark commented that we have a lot of good people working in the Agency, they have ownership and they want respect and the opportunity for input, whether we do it with an outside facilitator or within the organization. Doug Hanson stated that the management team meets regularly, and works together to identify problems and solutions. The phones are a frustration within the organization as well. For example, with the increased use of e-mail, the phones are not as busy as they used to be, but we still need multiple phone lines at both the main office and the drop-in center. We are only able to “call forward” the main line number to the other location, so we are not able to have all the phones answered at one location. The consensus was that the phone situation is just a symptom, and the Board should not focus on this symptom, but listen to learn what the real issues are. **Motion by Carolyn Wrage to establish an ad hoc committee, consisting of two Board members and two Advisory Committee members to look at the current working environment and organizational structure to determine whether we are operating efficiently and ensuring the highest services for our clients, seconded by Marty Kuehneman, motion carried.** Stephanie Bunch and Michael Donnellan volunteered to serve on this committee, with JoAnn Busenbark as the alternate. The Advisory Council will appoint two members to serve together with the Board on the committee. In the discussion that followed, it was clarified that scope of work for this committee needed to be clearly defined, and that the work should be completed in a short time, before the end of the calendar year. The focus of the committee is not to evaluate the Executive Director, it is about learning from staff how they are coping, during this challenging time. It was suggested that this should be named the Ad Hoc Efficiency Committee.

4. Correspondence – none.
5. Committee Reports
 - a) Executive Committee: The committee had not met.
 - b) Membership Committee: Motion by Carolyn Wrage, to extend the terms of the “at large” member JoAnn Busenbark, and members with Supervisorial reappointments (Thomas McNicholas, Stephanie Bunch, and Donald Bond) with terms to expire on June 30, 2015.
 - c) Edwin Warren was not present to report, but Larry Kromann reported that the Bylaws committee had met with Constance Boulware from the Advisory Council, and Leanne Martinsen. The focus of the group was how to improve communications both ways. He stated that the Board Bylaws should have a more clear statement of the role of the Advisory Council, and has proposed the following wording: "Advisory Council to the Agency on Aging serves Napa and Solano Counties and is an advisory body of the Area Agency on Aging with consumer, provider, and general public representation. The Council is responsible for assisting the Area Agency on Aging (AAA) in advocating,

promoting, developing and implementing planning activities for persons aged 60 and over. The Advisory Council operates as part of the Area Agency on Aging organization as an independent agency pursuant to the Older Americans of 1965 as amended, and has its own rules of procedure or Bylaws."

- d) Larry Kromann distributed a document proposing operating concepts and actions for the fund development committee. He proposed that membership should be comprised of Board members, Advisory Council members, and others with expertise in marketing and fundraising, with the Executive Director serving as secretary. **Motion by Larry Kroman to change the name of the committee to "Marketing and Resources Committee", seconded by Carolyn Wrage, motion carried.** There was also discussion regarding the use of technology to conduct meetings with remote access. There was concern whether the Brown Act applied to the Board and Committees of the Board for the agency. Leanne Martinsen stated that we have never received a formal legal opinion on this, but since we are operating with government funds, and some of our Board members are appointed by elected officials, we have operated according to the Open meetings act in terms of our agendas, etc. She will follow up with County Counsel to see if we can get an official determination on this.

7. Executive Director / Staff Report:

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

- The next Advisory Council Meeting is scheduled for Thursday, October 3 at 1:00 PM at the Veterans Home in Yountville, and we would welcome a Board Member to volunteer as liaison at this meeting.
- Look for us on Facebook, like us and share, as it is a good way to market the Agency and our programs and services.
- Fiscal Closeout (2012-13) has been accepted by CDA.
- Revised Planning Estimate received from CDA, with One-Time-Only funds distributed to contract & direct services, that must be expended by September 30.
- FY 2013-2014 Provider contract modifications issued for July-September (3 months) to include One-Time-Only funds, which providers can use for baseline.
- Anticipate CDA Site Monitor between November and next May.
- CDA audit team will conduct MSSP fiscal audit in November, and Title III & VII programs in April.
- Both Solano & Napa Guides are updated, and are also available in Spanish.
- Issued RFP for FCSP Respite in Vallejo, no response at scheduled bidder's conference.
- Nutrition Providers have reduced service due to funding reductions. MOWSC has reduced congregate meal service at some sites, and CANV reports that they have a waiting list for HDM.
- Received notification of Auction Napa Valley award (\$64,000) for StopFalls Napa Valley for next year.
- Napa MSA funding cycle begins with applicant conference in October
- The Napa Senior Celebration on October 5 and the Solano Walk to end Alzheimer's on October 26 are fundraising opportunities for AAoA.
- AAoA representation at various Commission and Coalition meetings

- Live Healthy Napa Valley (Community Health Assessment and Health Improvement Plan) facilitating at forum in Napa on September 25, Board members are invited to participate.
- Common Ground leaders meeting is focused on the Vallejo city elections, contacting candidates and planning an “accountability forum”.
- Invited Board members to attend the Napa Nonprofit Coalition meeting tomorrow, there will be a presentation on “Low Pay” “Make Do” “Do Without” - The implications of under-investing in the nonprofit sector.
- Vacation scheduled in October.

Leanne Martinsen shared the following “One-minute message”: At the Area Agency on Aging Serving Napa and Solano, we believe that older adults prefer to remain in their own homes throughout their lives. Every day, we work with our community partners to provide information and resources to support seniors and caregivers, because sometimes they need a bit of help to remain safe, independent and engaged in our community. This message is not intended to explain all that we do, nor is it intended to replace the mission statement. This should be a consistent message designed to elicit a “tell me more” response from someone you have met, potential donors, etc.

She also shared another summary statement from a recent training. “The effective nonprofit board speaks with one voice, is transparent, keeps lines of communication open and furthers the mission of the organization.”

Old Business: None

Tabled Business: None

New Business: There were no other recommendations from Advisory Council

Information Items: The Schedule of Events was included in the meeting packet.

Roundtable/Announcements: Stephanie Bunch commented on a recent news article about Calistoga, and Larry Kromann responded that this is a real concern. The AAoA has been working with organizations, including the Rebuilding Calistoga and the Calistoga Family Resource Center, to increase Senior’s access to services. Napa County HHS has assigned staff to study the issues and we hope that the County will expand their presence and the AAoA will be there with them. JoAnn Busenbark announced that Napa County will be honoring Centenarians on September 24 in Yountville.

The meeting was adjourned at 4:20 PM.

The next meeting will be on October 15, 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: October 15, 2013