

## Area Agency on Aging Serving Napa and Solano

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### Minutes of Board Meeting: Tuesday September 16, 2014, 2:30 PM Area Agency on Aging Serving Napa and Solano Training/Conference Room 400 Contra Costa Street, Vallejo, CA 94590

#### Carolyn Wrage, Presiding

#### Solano County

Dist. 1	Marty Kuehneman, Treasurer	Present
2	Marilyn Manfredi	Excused
3	Donald Bond, Past Chair	Present
4	Richard Lundin	Excused
5	Michael Donnellan	Present
At-Large	James McCully	Excused
At-Large	Rev. Dr. Tony Ubalde, Secretary	Present
At-Large	Stephen Murphy, Vice Chair	Present

#### Napa County

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

The meeting was called to order at 2:30 PM by Chair Carolyn Wrage. A quorum was present.

Present: Leanne Martinsen – Executive Director, Doug Hanson – CFO, Harriett Dietz, Planner, Steve Rozensky -- Advisory Council Chair.

Public Comment: None.

#### Regular Business

- 1. Motion by Donald Bond to approve the agenda for the September 16, 2014 meeting as presented, seconded by Stephen Murphy, motion carried.**
- 2. Motion by JoAnn Busenbark to approve the minutes for the August 19, 2014 meeting as amended to correct attendance, seconded by Stephen Murphy, motion carried.** Donald Bond and Thomas McNicholas abstained.
- Finance / Treasurer's Report:
  - a) Doug Hanson, CFO, presented the August 2014 financial reports that were included in the meeting packet. He explained that this report reflects two months activity, and answered questions from the members. **Motion by Edwin Wren to accept the August 2014 financial statements, seconded by Donald Bond, motion carried.**
  - b) Doug Hanson requested action to appoint Grant Bennett Associates as auditors for the fiscal year ended June 30, 2014. Following discussion... **Motion by Edwin Wren to appoint Grant Bennett Associates for Fiscal Year ended June 30, 2014, and to develop a Request for Proposal to obtain bids for auditors for the next fiscal year, seconded by Donald Bond, motion carried, with Rev. Ubalde voting no.**
  - c) Doug Hanson reported that payments of Federal and State Funds by CDA have been delayed. A check for July funds from CDA was received yesterday,

funds that we should have received by July 10, and we still have not received funds for August or September, which has depleted available operating funds, and even with reduced spending so far this fiscal year cash flow could be a problem if the delays continue. **Motion by Rev. Ubalde, to access the line of credit to meet current obligations, if necessary, seconded by Marty Kuehneman, motion carried.**

- d) Doug Hanson discussed the current credit card limit of \$1,000 on all agency credit cards, and the trend toward vendors requiring payment by credit card. **Motion by JoAnn Busenbark to approve an increase in the credit card limit for the Executive Director to \$3,000.00, with a review in one year, seconded by Marty Kuehneman, motion carried.**
4. Advisory Council Report. Steve Rozensky reported that the Advisory Council had met on September 4. An informative presentation on the Senior Center Without Walls was made by Program Director Krista Brown. The Council also discussed the Request for Proposal (RFP) to provide a telephone reassurance program for Napa County, and recommended that the Board of Directors direct staff to release the RFP.
5. Correspondence – None.
6. Committee Reports:
- a) Executive Committee – Carolyn Wrage reported that met with Leanne Martinsen to develop a plan of improvement based on the evaluation that has just been completed, and some performance goals have been established.
- b) Membership Committee – Rev. Tony Ubalde reported that all of the Board vacancies had been filled. Leanne Martinsen indicated that she would arrange a date for new member orientation.
- c) Bylaws Committee – Edwin Warren lead the discussion of bylaws changes that was continued from the July 15, Board meeting, based on the report of the Bylaws committee dated June 17, 2014. The Board has approved some of the recommended changes, and when they have considered the remaining recommendations, the updated bylaws will be brought back to the Board for a vote to adopt the changes.

Regarding Article IV, Section 1, **Motion by JoAnn Busenbark to delete “(C), A Director having served less than six months on the Board may not participate in the written performance appraisal of the Executive Director.” The motion was seconded by Edwin Warren, motion carried, with Donald Bond voting no.**

Regarding Article IV, Section 9, **Motion by JoAnn Busenbark to add “(C) Remote Participation in Board Meetings,**  
**(a) “Any meeting regular or special Board meeting may be held by remote (conference telephone, or electronic video screen communication).**  
**(b) Each director must be able to communicate with each other and participate in board discussions and actions.**  
**(c) The Agency shall adopt a system that verifies remote Directors.**

**(d) Board members will be limited to remote participation, no more than two (2) meetings per year without Board approval.”**

- d) Marketing and Resources Committee – Larry Kromann was not present to report on committee activity.
  - e) Dr. Lundin was not present to give a report on Legislation and Veterans issues.
6. Executive Director Leanne Martinsen, Executive Director reported on recent AAoA Activity, including.
- Telephone system installed September 5 – there have been multiple issues, but incoming and outgoing calls, as well as voice mail are working now, and we continue to work on the remaining issues.
  - The Earthquake on August 24 impacted providers, but all continue to provide services. CANV Meals on Wheels did not miss a day of delivery, and only one day of congregate meal service at the Napa Senior Center, that was damaged, but they were able to resume service on the bocce ball courts the next day. Legal Aid of Napa offices were in one of the severely damaged buildings, and they have been working from alternate locations. Our staff that is co-located with Napa County Comprehensive Services for Older Adults has been relocated temporarily, as the building that housed several Napa County offices, including elections, clerk-recorder and the District Attorney is not habitable. The office that houses the Napa Long-Term Care Ombudsman and StopFalls Napa Valley programs did not have structural damage, but they had a lot of items to pick up. No records, equipment or property were lost. AAoA Information & Assistance provided information and referrals, but few calls reported. Existing client issues were addressed, mostly requests for help cleaning up broken items, and reassurance, but no relocations needed. Central Vallejo received significant damage as well, but this did not impact our operations. There was discussion regarding the importance of reporting damage, to insure that cities qualify for disaster relief.
  - CDA payment delays – there is a potential for cash flow problems, if the delays continue.
  - CDA has accepted Plan of Correction submitted in July (for site visit in February 2014).
  - Napa Valley Vintners, Auction Napa Valley award announced \$70,000 funding to support SFNV & HM-HAP (FY 2014-15)
  - Solano Community Foundation RFP for fall prevention in Solano County. We have been awarded \$60,000 to establish a program that incorporates evidence based model and are working closely with Solano County Public Health and the Solano Co. Fall Prevention Partnership.
  - The Napa Senior and Caregiver Resource Guide has been updated, and includes a new “Napa” # 255-4284 for I&A in the guide. The Napa # will also be included in reprinting of AAoA brochure and other publications going forward.
  - Staff has developed a RFP for Napa Telephone Reassurance, for release later this month.
  - There are currently four employment opportunities posted on the AAoA website.
  - AAoA representation at various Commission and Coalition meetings

- Senior Coalition of Solano County – State of Seniors Report/Poverty Summit
  - Healthy Aging Population Initiative (HAPI) Collaborative and committees (Napa)
- Harriett Dietz reviewed the Request for Proposals (RFP) to provide telephone reassurance services for older adults in Napa County that was prepared by staff and that the Advisory Council has recommended to the Board of Directors. The purpose of a telephone reassurance program is to reduce isolation and loneliness, and the RFP has an optional pilot project that would require that the provider conduct an assessment, using a standard 3-question loneliness questionnaire on enrollment and after services have been provided for a time, and also that the provider report on the client outcomes, which we hope will provide information about the effectiveness of this program. A bidder’s workshop will be conducted in early October, and the applications will be due on October 27, so that a provider contract could be issued some time in December. In response to questions, Leanne Martinsen reported that the AAoA contracts with Catholic Social Services to provide telephone reassurance services in Solano County. **Motion by JoAnn Busenbark to accept the Advisory Council’s recommendation and direct staff to release the RFP, seconded by Donald Bond, motion carried.** Harriett also reported that we had hosted a meeting of planners from other Area Agencies in Northern California last week, and about 20 had participated.

Old Business: None

Tabled Business: None.

New Business:

1. .Action items were addressed earlier in the meeting, during the committee reports.

Information Items: For discussion

1. Schedule of Events (Copy attached).

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

Roundtable/Announcements: Thomas McNicholas reported on a letter from Kaiser that promoted (Emergency Response) button and Mom’s Meals (home-delivered) that are available for purchase. Leanne Martinsen reminded Board members that all need to sign the Napa County Code of Ethics to comply with our contract that provides funding for Medi-Caid Administrative Activities (MAA), in Napa County. This is required annually, so even though members signed when the initial contract was issued, or when they came on the Board in the past year, it is time to revisit and sign another copy for the files.

The meeting was adjourned at 4:00 PM.

The next meeting will be on at 2:30 on October 21, 2014 at the AAoA Conference/Training room in Vallejo.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by \_\_\_\_\_, Secretary to the Board

Date: \_\_\_\_\_