

Area Agency on Aging Serving Napa and Solano
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Minutes of Board Meeting: Tuesday October 21, 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	Present
3	Donald Bond, Past Chair	Present
4	Richard Lundin	Present
5	Michael Donnellan	Excused
At-Large	James McCully	Present
At-Large	Rev. Dr. Tony Ubalde, Secretary	Present
At-Large	Stephen Murphy, Vice Chair	Present

Napa County

Dist. 1	Heather Stanton	Present
2	Thomas McNicholas, Vice Chair	Present
3	Vacant	
4	Laurence Koross	Present
5	Larry Kromann	Present
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, Suzanne Blakeley – Advisory Council Vice-chair.

Public Comment: None.

Regular Business

1. **Motion by Larry Kromann to approve the agenda for the October 21, 2014 meeting as presented, seconded by Marilyn Manfredi, motion carried.**
2. **Motion by Donald Bond to approve the minutes for the September 16, 2014 meeting as presented, seconded by Thomas McNicholas, motion carried.**
Stephen Murphy, Heather Stanton and Larry Kromann abstained.
3. Finance / Treasurer's Report:
 - a) Doug Hanson, CFO, presented the September 2014 financial reports that were included in the meeting packet. He explained that this report reflects the first quarter activity, but does not include the additional revenue that is in Budget Amendment #1 (The budget reports will reflect the new amounts after the Budget revision is approved by CDA), and answered questions from the members. **Motion by Marilyn Manfredi to accept the September 2014 financial statements, seconded by Larry Kromann, motion carried.**
 - b) Doug Hanson, CFO presented the Area Plan Budget AP-1415-28 Revision 1 for FY 2014-15 that was mailed to members with the agenda Packet, and answered questions from members. Recommended action to accept revised budget as submitted to CDA. **Motion by Thomas McNicholas, to accept revised budget as submitted to CDA, seconded by Stephen Murphy, motion carried.**

- c) Doug Hanson CFO indicated that the bank required a resolution of the Board to increase the agency credit card limit. **“Be it resolved by the Board of Directors of the Area Agency Serving Napa and Solano at their regularly scheduled meeting on October 21, 2014 that the agency credit card limit be increased to \$20,000 to cover the increase in the Executive Director’s credit card to \$3,000.” Motion made by Edwin Warren, seconded by Marty Kuehneman, motion carried.**
4. Advisory Council Report. Suzanne Blakeley reported that the Advisory Council had not met in October, so there were no recommendations to bring to the Board. Leanne Martinsen indicated that the Advisory Council membership was currently less than 10, but two applications from potential members have been received.
5. Correspondence – Letter from California Department of Aging dated September 22, 2014, Approval of Area Plan Update for FY 2014-15 that was submitted on May 1. In response to a question, Leanne Martinsen explained that the waivers to provide direct services reflected services that have been provided by staff, but also by contract. For example Molly’s Angels provides volunteer transportation in Napa County, Telephone Reassurance is provided by Catholic Social Services in Solano County, and we are seeking a contractor to provide this service in Napa County.
6. Committee Reports:
- a) Executive Committee – Carolyn Wrage reported that the Executive Committee had not met.
- b) Membership Committee – Rev. Tony Ubalde reported that all of the Board vacancies had been filled until the recent resignation of Stephanie Bunch. Leanne Martinsen indicated that Ms. Bunch had been nominated by the Supervisor for District 3 in Napa County, and perhaps Larry Kromann could seek that nomination, since that is where he actually resides, and this would create a vacancy that could be filled by a nomination from District 5.
- c) Bylaws Committee – Edwin Warren indicated that the draft copy of the Board Bylaws that was distributed with the agenda packet included all of the recommended changes as discussed at prior meetings. He stated that he also had a concern about Article IV., Section 3, item (B), *“Any Director may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the office of the Attorney General or other appropriate agency of this state.”* There was a discussion regarding whether there was another appropriate agency that should be specified, and whether this was something required by the Articles of Incorporation or the Older American’s Act. **Motion by Edwin Warren to approve the bylaws as amended, seconded by Marilyn Manfredi.** In the discussion that followed, Donald Bond requested to add an item that the Board will hold at least one joint meeting with the Advisory Council each year, and also that the changes to the section IV.9.(C) regarding remote participation in Board Meetings should apply to regular meetings only. His concern was that if the meeting went into executive or closed session,

remote participation should not be allowed. **The motion carried, with three members voting no. Motion by Larry Kromann to have the Bylaws committee to follow up on the concerns raised, and bring a report back to the Board at the next meeting, seconded by Edwin Warren, motion carried.** Stephen Murphy volunteered to join Edwin Warren and Larry Kromann on the Bylaws committee.

- d) Marketing and Resources Committee – Larry Kromann distributed a summary of the committee meeting that was held on October 14, copies of a proposed marketing brochure/annual report document. He also shared some examples of logos that are easily identified without any explanatory verbiage. He discussed the need to “brand” AAoA, so that when the logo was seen, people would be so familiar with it that they would associate it with the Agency and the work that we do. There was a discussion regarding how Area Agencies on Aging are named, and Leanne Martinsen stated that only organizations that have been designated by the state unit on Aging (CDA in California) can use “Area Agency on Aging” in their name, but they are not required to do so, and there is no standard naming convention, nor is there a specific logo that is used by other Area Agencies. In response to a question, Larry indicated that the committee wanted to mail the brochure to leaders and others in both Napa and Solano County, and was intended to inform them about the organization, but it was not designed to go into great detail, just to start the conversation. The examples had been printed on the color copier in-house on glossy paper, and could be reproduced at a very reasonable cost. **Motion by Ed Warren to use the logo without the associated verbiage as appropriate, seconded by Heather Stanton, motion carried.** Larry Kromann reported that the committee is recommending a review of the AAoA’s business plan for updates or changes to meet the challenges of our new economy and reduction in Federal Funding. The committee also recommends creating short and long term strategic goals and objectives to promote and increase the mission of the AAoA, and creating various new sustainable income sources for corporate operations. The committee suggest that the AAoA Board utilize local business oriented consultants for wider input regarding marketing strategies and best practices, and that the Board to provide a budget, proposed scope of work and commitment of board participation in the process. He indicated that the anticipated cost would be about \$6,000 for marketing and \$5,000 for a consultant. There was a spirited discussion regarding the current climate of local foundation funding, the unique challenges in both Napa and Solano County, and how the AAoA could be more successful in attracting this funding. Rev. Ubalde stated that he would be opposed to using any of the funds that were raised from the variety shows to pay for a consultant, as that was not the intent. **Motion by Donald Bond to accept the report of the Marketing/Resources Committee, seconded by James McCully, motion carried.**
- e) Dr. Lundin reported on Legislation and Veterans issues. He indicated that he was the liaison to the Advisory Council, and the chair of the Council participates in the Triple-A Council of California (TACC), a statewide organization that meets about 4 times a year, and the meetings are facilitated

by the Executive Director of the California Commission on Aging. He also distributed a copy of the Napa Valley Register story on the State Senate Select Committee on Aging and Long Term Care hearing that was held at the California Veteran's Home in Yountville, where many issues related to senior veterans were discussed. Edwin Warren and Leanne Martinsen were in attendance at this hearing. Dr. Lundin also discussed the Pathways Home program at the home that provides treatment for younger veterans with Traumatic Brain Injury and Post-Traumatic Stress Disorder.

7. Executive Director Leanne Martinsen, Executive Director provided a written report on recent AAoA Activity, and commented on some of the events and meetings that she had participated in the past month, representing the AAoA.
 - Senior Coalition of Solano County – State of Seniors Report/Poverty Summit
 - Healthy Aging Population Initiative (HAPI) Collaborative and committees (Napa)
 - Live Healthy Napa County Steering Committee
 - Senate Select Committee on Aging and Long Term Care hearing in Yountville
 - Napa Senior Celebration
 - Napa Valley Vintners, Auction Napa Valley award announced \$70,000 funding to support SFNV & HM-HAP (FY 2014-15)
 - We have hired new staff to implement grants to provide Nutrition education in both counties and a fall prevention program in Solano County. We currently have one vacancy and are interviewing for the MIS position next week.

In response to a question, Leanne discussed the succession plan when Doug Hanson retires. She indicated that a potential strategy would be to hire someone as "Office Manager" who would be responsible for many of the day-to-day tasks that Doug has been handling, but do not really fall under the duties that are expected of a Fiscal Officer. Then it would be advisable to recruit widely for someone with the appropriate background to fill the position of CFO. Also as a response to a question, Leanne indicated that she was updating the AAoA Organizational Chart to include the new staff and the funding sources for the various programs and positions.

Old Business: Napa County Code of Ethics. Board members are required to sign this annually, to comply with our contract to claim reimbursement for Medicaid Administrative Activities (MAA). Any members who have not done so are requested to complete the certification form at their earliest convenience

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: None

The meeting was adjourned at 4:10 PM.

The next meeting will be on at 2:30 on November 19, 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: _____