

## Area Agency on Aging Serving Napa and Solano

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### Minutes of Board Meeting: Tuesday, November 18, 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	Excused
2	Marilyn Manfredi	Excused
3	Donald Bond, Past Chair	Present
4	Richard Lundin	Present
5	Michael Donnellan	Present
At-Large	James McCully	Present
At-Large	Rev. Dr. Tony Ubalde, Secretary	Present
At-Large	Stephen Murphy, Vice Chair	Excused

#### 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	Excused
At-Large	Carolyn Wrage, Chair	Present

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

Present: Leanne Martinsen – Executive Director, Doug Hanson – CFO.

Public Comment: None.

#### Regular Business

- 1. Motion by Larry Kromann to approve the agenda for the November 18, 2014 meeting, with the addition of an item under old business to discuss the process for replacement of the CFO, seconded by Donald Bond, motion carried.**
- 2. Motion by JoAnn Busenbark to approve the minutes for the October 21, 2014 meeting as presented, seconded by Larry Kromann, motion carried.**
- Finance / Treasurer's Report:
  - a) Doug Hanson, CFO, presented the October 2014 financial reports that were included in the meeting packet. He explained that this report reflects the activity for the first 4 months of the fiscal year, and answered questions from the members. Some providers have not requested reimbursement, and Heather Stanton expressed concern that the Advisory Council Program Monitoring Committee had not met to review the most current Service Provider Report. **Motion by Donald Bond to accept the October 2014 financial statements, seconded by Thomas McNicholas, motion carried.**
  - b) Doug Hanson, CFO reported that the independent auditors have been on site completing the field work for fiscal year 2013-14, and they will have the audit report completed by March 2015..
- Advisory Council Report. Leanne Martinsen reported that the Advisory Council had met in Napa on November 6, and had a presentation from Senior Legislators

Lauren Rolfe and Robert Hertan about the annual California Senior Legislature session in Sacramento. The list of top proposals is included in the Board Agenda Packet, as well as the minutes of the September 4 meeting (The Council did not meet in October). A new member orientation was held last week with one new member and two applicants.

5. Correspondence – None.

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.

c) Bylaws Committee – Edwin Warren was not present to report on committee activities. Donald Bond stated that the proposed revisions should be included in an updated copy of the bylaws, and sent to Board members with the meeting packet, so they would have time to review before the next meeting.

d) Marketing and Resources Committee – Larry Kromann distributed copies of a Business Plan Review Proposal that included a definition of a Business Plan, statement of need, and resolution calling for the committee to conduct a review of the business plan, with the rest of the Board of Directors, and engage business/marketing consultant(s) to facilitate the process. James McCully spoke in agreement that a Business/Strategic Plan would demonstrate that the organization was serious about how we conduct our work. Tom McNicholas suggested that it would be a good idea to have a pre-meeting before bringing in a consultant. There was some discussion regarding what funds would be available to pay a consultant, and Doug Hanson stated that it would have to be non-AoA funds, and that the AAoA did have retained earnings (donations without restrictions) that we could designate for this use. Larry Kromann recommended that it would be advisable to engage a business consultant and a marketing consultant, preferably ones with working knowledge of the local non-profit community, and estimated that the cost might be about \$10,000. Tom McNicholas suggested that such assistance/consultation might be available from the small business development center at the local community college, and that would be a cost effective solution. **Motion by Heather Stanton to hold an initial meeting to do the preliminary work and bring recommendations regarding next steps to the Board at the next meeting, seconded by Laurence Koross, motion carried.** Larry Kromann will coordinate the meeting, and the consensus was to hold the meeting between the Thanksgiving and Christmas holidays. He will poll the membership regarding dates, and encourage as many members as possible to participate.

e) Dr. Lundin distributed a handout on Legislation and Veterans issues. He reported that he was involved with the Pathways Home program at the Veterans Home in Yountville 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, including the Advisory group for Marin Clean Energy, that delivering electricity (from green sources) to the unincorporated areas of Napa County in January. She indicated that she would be out of the office for the remainder of this week, participating in the annual meeting and conference of the California Association of Area Agencies on Aging, and also that the AAoA offices would be closed on Thursday and Friday, November 27 and 28, for the Thanksgiving Holidays. In response to a question from JoAnn Busenbark, Leanne clarified that the grant from the California Wellness Foundation for StopFalls Napa Valley will be ending in 2015, and there is no opportunity for continued funding from TCWF. The Master Settlement Agreement (MSA) Fund in Napa County is an annual application and we intend to apply again for funds to support StopFalls Napa Valley. There has been discussion regarding applying to MSA for Healthy Minds-Healthy Aging as the Mental Health Services Act (MHSA) funding only provides about 40% of the funding needed for the program, Heather Stanton requested more information regarding the reauthorization of the Older Americans Act. Leanne distributed copies of an updated organizational chart that reflects current staffing.

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. **Motion by James McCully to hold a joint meeting with the Advisory Council in December, with holiday refreshments, seconded by Heather Stanton, motion carried.**
2. Discussion of succession planning and recruitment for Fiscal Officer. **Motion by Donald Bond that the Board present Doug Hanson a plaque for his years of service on his retirement, seconded by James McCully, motion carried.** In the discussion that followed, he recommended that a committee of Board Members to work with the Executive Director as a search committee to recruit a new CFO. In response to a question, Leanne Martinsen stated that there is a current job description for the CFO, and she is updating it in preparation for the recruitment. She also indicated that Doug had indicated his willingness to assist with the transition. It was recommended that the job description be shared with the Board members, and they may provide input, but the Board should not micro-manage, as this is the responsibility of the Executive Director. James McCully suggested that the Board thank Doug with a gift or take him out to dinner some time in January as an expression of appreciation. It was also recommended that we seek proclamations from elected officials, and issue a press release acknowledging his years of service.

Information Items: For discussion

1. Schedule of Events (Copy attached).

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

Roundtable/Announcements: Heather Stanton suggested that the Board of Directors consider alternating meeting locations between Napa County and the AAoA offices in Vallejo. Laurence Koross volunteered that meeting space may be available at the H&HS campus in the Napa Commons corporate park. Michael Donnellan stated that he was looking forward to the marketing plan development. Larry Kromann reported on Calistoga's efforts to establish a senior center, and the possibility of working with the City of Calistoga and the Boys and Girls Club that is planning to build a new facility on city property. Calistoga Affordable Housing is starting a new affordable housing project (8 units). Carolyn Wrage stated that she supports the business plan, but remember that we provide social services.

The meeting was adjourned at 4:15 PM.

The next meeting will be on at 2:30 on December 16, 2014 at the AAoA Conference/Training room in Vallejo. This will be a joint meeting with the Advisory Council, and Holiday Refreshments will be served.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

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

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