

## Area Agency on Aging Serving Napa and Solano

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### **Minutes of Board Meeting: Tuesday, February 17, 2015, 2:30 PM** **Veterans Home of California, 100 California Drive Yountville, CA 94599**

#### **Carolyn Wrage, Presiding**

##### **Solano County**

Dist.1	Marty Kuehneman, Treasurer	Present
2	Marilyn Manfredi	Present
3	Vacant	
4	Richard Lundin	Present
5	Michael Donnellan	Excused
At-Large	James McCully	Present
At-Large	Rev. Dr. Tony Ubalde, Secretary	Excused
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	Excused
5	Larry Kromann	Present
At-Large	Jo Ann Busenbark	Excused
At-Large	Edwin Warren	Excused
At-Large	Carolyn Wrage, Chair	Present

There was not a quorum at 2:30 PM and Chair Carolyn Wrage suggested that those present start with announcements and reports that did not require quorum for action. Harriett Dietz announced that the AAoA was hosting a Shared Housing Workshop on Wednesday February 25 from 10:00 to 12:00 at Queen of the Valley Hospital, and the Community Forums/Area Plan Public Hearings would be held on Tuesday February 24 in Napa and Wednesday February 25 in Vallejo. The Senior Coalition of Solano County is sponsoring a Mini Medical School series on Saturdays in March. More information about these and other events is printed in the schedule of events in the meeting packet. Dr. Lundin shared information about Veterans issues and his work with the Pathways program for veterans with TBI and PTSD at the Veterans Home in Yountville. Teri Ruggiero reported that the Advisory Council Program Monitoring Committee had met with staff on February 3 and presented the report from the Committee that was approved by the Advisory Council at their February 5 meeting and included in the meeting packet. The recommendations to the Board included 1.) Direct staff to request corrective action plans from contract and direct service providers that had delivered less than 50% of service units by the end of December, 2.) That all contractors be held accountable to turn in their statistical reports per the contract agreement, 3.) Direct staff to provide remaining information about current year reductions and work with the Advisory Council for next year to ensure discussion regarding adjustment of contract goals occurs prior to the recommendation of the contracts to the Board, and 4.) Request that the new CFO be assigned to assist in the analysis of variances in unit costs between Napa and Solano in several areas. A quorum was present, and the meeting was called to order at 3:00 PM.

Present: Leanne Martinsen – Executive Director, Jacquelin Bell – CFO, Harriett Dietz – Planner, Steven Rozensky – Advisory Council Chair, Teri Ruggiero -- Advisory Council member.

Public Comment: None.

## Regular Business

1. **Motion by Heather Stanton to approve the agenda for the February 17, 2015 meeting, with the addition of an item to discuss the event planned to honor Doug Hanson on his retirement, seconded by Marilyn Manfredi, motion carried.**
2. **Motion by Heather Stanton to approve the minutes for the January 20, 2015 meeting, seconded by Richard Lundin, motion carried.**
3. Finance / Treasurer's Report:
  - a) Jacquelin Bell, CFO, reviewed the January 2015 financial reports that were included in the meeting packet. She explained that this report reflects the activity for the first 7 months of the fiscal year, and answered questions from the members. She stated that after a week and a half on the job, she was impressed with the overall financial management and that the revenues were in line for this point in the fiscal year. Her focus has been to look at the cash flow, and she intended to have more details to share. There was a discussion regarding the design of the financial reports, restricted and unrestricted funds. Jacquelin Bell indicated that she would like to take a closer look at this in a historical context. Heather Stanton commented that the Program Monitoring Committee was concerned about calculating the unit costs for services provided. **Motion by Thomas McNicholas to accept the January 2015 financial statements, seconded by Larry Kromann, motion carried.**
4. Correspondence: None.
5. Advisory Council Report: Steven Rozensky reported that he also serves on the Area Plan Subcommittee, and they had met to provide input on the Area Plan Update. He spoke about the serious issue of Elder Financial Abuse related to telemarketing and internet scams. **Motion by Heather Stanton to accept the recommendations from the Advisory Council Monitoring Subcommittee, seconded by James McCully.**
6. Committee Reports:
  - a) Executive Committee – Carolyn Wrage reported that the Executive Committee had not met.
  - b) Membership Committee – Rev. Tony Ubalde was not present to report. Leanne Martinsen indicated that she had been in touch with the clerks in both counties regarding the vacancies. Napa County has posted the vacancy in District 3, and there is at least one applicant for that position.
  - c) Bylaws Committee – Edwin Warren was not present, and Larry Kromann reported that the committee had met and was discussing the section of bylaws that deals with the duties of the Treasurer, and CFO which may need to be updated to reflect current practices.

- d) Marketing and Resources Committee – Larry Kromann stated that the purpose of the Marketing and Resources Committee is to find ways to sustain the operations of the Agency. The task is difficult because the AAoA is both a “pass-through” for some contracted services, as well as a provider of some services. He has contacted the Center for Volunteer and Nonprofit Leadership, an organization from Marin County that has merged with the Napa Volunteer Center and may be able to provide consultation. He also mentioned a capacity –building training that is being offered by the Napa Valley Community Foundation, that Leanne Martinsen and Jacquelin Bell will be participating.
  - e) Dr. Lundin shared information regarding Veterans earlier in the agenda.
  - f) Marilyn Manfredi reported that she has made arrangements for a luncheon to honor Doug Hanson on his retirement. It will be on March 10 at the Green Valley Country Club. Members that wish to come should RSVP to her as soon as possible. Leanne Martinsen indicated that the AAoA will pay for Doug’s meal, and attendees can contribute towards the cost of their meal. Leanne will send the invitation to Board Members who are not present, as well as Advisory Council Members and Providers who may wish to attend. More information and driving directions will be provided.
7. Executive Director Leanne Martinsen, Executive Director provided a written report on recent AAoA Activity, including the following.
- Next Board of Directors. Meeting Tuesday 3/17/2015 @ 2:30 PM at AAoA training room. Grant Bennett will present audit report for FY 2013-14.
  - Next Advisory Council Meeting Thursday 3/5/2015 @ 1:00 PM at AAoA training room.
  - CFO hired, Jacquelin Bell -- worked with Doug Hanson some transition time, please make her welcome.
  - Direct Services Supervisor resigned effective 1/31, to accept another position. We are considering some reorganization within that division before posting the position.
  - StopFalls Napa Valley invited to make full application, due 3/6 for Napa Master Settlement funds to maintain program in FY 2015-16.
  - We have been invited to submit a full application to Kaiser for agrant to continue Latino Outreach, due 3/6.
  - We had a site visit with the Solano Community Foundation last week, and they seem satisfied and interested in sustaining funding for this program.
  - Our Health Educator has started the Nutrition Education – SNAP-Ed at some congregate nutrition sites in Solano County, and will add sites in both counties.
  - Contract with Molly’s Angels for Napa Telephone Reassurance was issued, started in January.
  - Provider monitoring site visits began in January. Advisory Council members encouraged to participate.
  - AAoA representation at various events, Commission and Coalition meetings

8. Harriett Dietz reported that the Area Plan Update is due to CDA on May 1, and the community forums/public hearings will be held on February 24 in Napa and 25 in Vallejo, with additional opportunities for input at Board and Advisory Council meetings. The current version of the Area Plan is posted on the AAoA website, and paper copies are also available for review. Information from Live Healthy Napa County, the Senior Coalition of Solano County's Senior Poverty Summit working group, the Senior Survey conducted by the Napa Healthy Aging Population Initiative (HAPI) Coalition and other local sources will be incorporated into the needs assessment section. The Advisory County Area Plan Subcommittee met and has recommended two additional objectives: one to respond to the need for more education about elder financial abuse, cyber and scams, and the other to establish a working group to study the allocation of Title IIIB funds between programs and between Napa and Solano Counties, and to develop recommendations for changes in preparation for the next major Area Plan Update for the 4-year plan that will be due on May 1, 2016. The recommendations will be considered at the March 5 Advisory Council meeting, and approval of the Area Plan Update for 2015 will be on the agenda for the March 17 Board of Directors meeting. She also announced that the AAoA will be holding a shared housing workshop in Napa on February 25.

Old Business:

1. The policies and procedures on AAoA Procurement were included in the meeting packet for information. The consensus was that no action was indicated at this time.
2. The March meeting will be in Vallejo, and since the Napa Senior Center is not going to be an option, other Napa locations should be considered for alternate months. After some discussion, it was decided to keep the meeting location item on the agenda in March. Leanne Martinsen will follow up on the availability of meeting space at or other locations in Napa County.
3. Issues related to provider contracts were addressed during the Advisory Council Provider Monitoring Committee Report.
4. In the discussion of the marketing plan and next steps, Heather Stanton asked if there would be another session to continue the work that started at the (December 6 workshop), which she thought was helpful, and questioned what the next steps should be. Larry Kromann stated that he felt a professional facilitator would be needed to take the discussion to the next level. The challenge is that as a nonprofit organization that serves two counties, we don't have a "normal" business plan that we can present to potential donors (i.e. corporations) to solicit funding to sustain operations. In the discussion that followed, Jacquelin Bell indicated that one way to accomplish this would be to establish a separate organization (foundation) with a purpose to raise funds. It was also recommended that we identify other organizations that are similar to ours that have increased resources, to learn from their success. **Motion by Heather Stanton, seconded by James McCully that staff identify other organizations similar to ours that have been successful in increasing resources/raising funds, and bring this information back to the Board at the next meeting, motion carried.**

Tabled Business: None.

New Business:

1. The Advisory Council recommendations were accepted earlier in the meeting, under the Council report agenda item.
2. Heather Stanton requested that the next meeting agenda include a review of the policy that is reflected in provider contracts that requires the contractor to provide at least 90% of contracted units during the contract period, in order to receive full payment.
3. Heather Stanton requested that staff number the pages of agenda packets in the future.

Information Items: For discussion

1. Schedule of Events (Copy attached).

Marilyn Manfredi reminded those present to RSVP to her for Doug Hanson's retirement luncheon.

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

The meeting was adjourned at 4:25 PM.

The next meeting will be on at 2:30 on March 17, 2015 at the AAoA office in Vallejo. The Independent audit report will be presented.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

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

Date: \_\_\_\_\_ March 17, 2015