

Area Agency on Aging Serving Napa and Solano
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Minutes of Board Meeting: Tuesday, March 17, 2015, 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	Vacant	
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	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, Jacquelin Bell – CFO, Harriett Dietz – Planner, Teri Ruggiero -- Advisory Council member, Erin Hannigan – Solano County Supervisor, Josette Lacey, Dave Wilson and Bryan Wagner.

Public Comment: None.

Presentation: Grant Bennett Associates – Dave Wilson and Bryan Wagner presented the Audit Report for FY 2013-14, and answered questions from Board members. The audit report indicated an Unmodified Opinion, which is the best opinion that can be given, and a 95% confidence level. They noted that about 93% of the expenses were program related, with less than 7% going for administration. They answered questions from Board members.

Regular Business

1. **Motion by Marilyn Manfredi to approve the agenda for the March 17, 2015 meeting, as presented, seconded by Tom McNicholas, motion carried.**
2. **Motion by Edwin Warren to approve the minutes for the February 17, 2015 meeting as presented, seconded by Marilyn Manfredi, motion carried.**
3. Finance / Treasurer’s Report:
 - a) Jacquelin Bell, CFO, reviewed the February 2015 financial reports that were included in the meeting packet. She explained that this report reflects the activity for the first 8 months of the fiscal year, and answered questions from the members. She stated that the revenues and expenses were on track.
Motion by Marilyn Manfredi to accept the February 2015 financial statements, seconded by Stephen Murphy, motion carried.

4. Correspondence: Leanne Martinsen read a letter from former board member, Donald Bond, stating his thanks for the luncheon and certificate of appreciation, and that his twelve years on the Board had been most rewarding.
5. Advisory Council Report: Teri Ruggiero, chair of the Advisory Council program monitoring committee, reported that the committee had met on March 2, and discussed the report that had been approved by the Advisory Council at their regular meeting on March 5, that was included in the Board meeting packet. The committee reviewed the provider service delivery report through January 2015. She commented on the provider service areas that were below what they should be at this point in the year. No Board Action was requested. The report also specified action items due by the date of the next committee meeting, which is March 30, 2015. It was requested that the contract fund amounts be indicated on the report. **Motion by Laurence Koross to accept the recommendations from the Advisory Council Monitoring Subcommittee, seconded by Michael Donnellan, motion carried.**
6. Committee Reports:
 - a) Executive Committee – Carolyn Wrage reported that several members of the Executive Committee had gone to lunch with former Board member Donald Bond, and also commented on the luncheon to honor Doug Hanson on his retirement, and thank him for his many years of dedicated work.
 - b) Membership Committee – Rev. Tony Ubalde indicated that he had no recent information. 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 indicated that the committee had met and discussed the section of bylaws that deals with the duties of the Treasurer. In the discussion, it was noted that the bylaws refer to the Treasurer as Chief Financial Officer, which is the title of the staff position, and the duties described are for the most part, the responsibilities of that staff person.
Article VII, Section 6, (D), currently reads:

(D)TREASURER

- (1) The Treasurer is the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director.*
- (2) The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Chair of the Board and the Directors, whenever requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board may prescribe.*
- (3) If required by the Board, the Treasurer shall give the Corporation a bond, paid for by the Corporation, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office, and for restoration to the Corporation of all its books, papers, vouchers, money and*

other property of every kind, in the possession or under the control of the Treasurer on the death, resignation, or removal from office of that officer.

(4) The Treasurer shall act as Chairperson of the Finance Committee.

Motion by Marilyn Manfredi to remove (1)- (4) and replace with: “The Treasurer serves as an officer of the Board and Chairperson of the Finance Committee”, seconded by Larry Kromann, motion carried with Tom McNicholas, and Rev. Ubalde abstaining.

- d) Marketing and Resources Committee – Larry Kromann stated that the Marketing and Resources Committee is in a holding pattern. Heather Stanton commented that staff had been requested to provide information about other organizations fundraising efforts, and she was disappointed that this was not on the agenda this month. Larry Kromann indicated that he had been provided with some information, and Leanne Martinsen will provide this to the Board before the next meeting.
- e) Dr. Lundin shared information about the House Federal budget proposal that would take away sequestration from the armed services, and impact HHS. He also commented on the military focus on SE Asia, and training for Reserve Military Police, and his work with the Vets Board and the Pathways program at the Veterans Home in Yountville. Tom McNicholas commented on the CSL Senior Rally Day, and asked if there would be carpools going to Sacramento. Leanne Martinsen indicated that this was being promoted in the Advisory Council. Larry Kromann reported that Lauren Rolfe was interested in developing a proposal for CSL to deal with issues related to shared housing and difficulties experienced in Calistoga.
7. Executive Director Leanne Martinsen, Executive Director provided a written report on recent AAoA Activity, including the following.
- The next Board of Directors Meeting is on Tuesday 4/21/2015 @ 2:30 PM at Napa Valley Hospice and ADS.
 - The next Advisory Council Meeting is on Thursday 4/2/2015 @ 1:00 PM at Napa Senior Center.
 - Submitting Letter of Intent to apply to Auction Napa Valley for funding to support StopFalls Napa Valley and Healthy Minds-Healthy Aging programs, due 3/20.
 - We were notified today that Legal Services of Northern California will not be renewing the contract for the Long-Term Care Ombudsman program in Solano County. Staff is evaluating whether it would be advisable to issue an RFP or to hold this as a direct service in the next fiscal year.
 - Information regarding the reauthorization of the Older Americans Act, and the State Budget action proposal sponsored by the California Association of Area Agencies on Aging is available, both opportunities for advocacy.
 - AAoA representation at various events, Commission and Coalition meetings
 - Request from JoAnn Busenbark for more information about Live Healthy Napa County at a future meeting.

8. Harriett Dietz referred to the information in the Board meeting packet and distributed a matrix of proposed changes to the Area Plan Update that the Area Plan Update is due to CDA on May 1. There were two public hearings, on February 24 in Napa and February 25 in Vallejo to solicit input. The recommendations to update goals and objectives were reviewed and approved by the Advisory Council at their last meeting: one to respond to the need for more education about elder financial abuse, cyber and scams, one to study the feasibility of establishing a representative payee program, one 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, one to look at options for locating administrative offices for the Napa Caregiver Permit Application in Napa, and also one to consider options to provide I&A at various senior center locations in both Napa and Solano County. Harriett answered questions regarding the Area Plan Subcommittee membership (3 Advisory Council members) and the proposed make-up of the proposed working group (members of the Advisory Committee, Board of Directors and other stakeholders).

Old Business:

Information item: Meeting space has been reserved at Napa Valley Hospice and Adult Day Services for the April 21 meeting, and at the Napa City-County Library for the June 16 meeting. The Board may consider scheduling future meetings in alternate locations. There will be space available in Napa when the Comprehensive Services for Older Adults moves to its new location (tentatively in May) at no charge.

Tabled Business: None.

New Business:

1. **Motion by JoAnn Busenbark, to accept the Audit Report for the Fiscal Year ended June 30, 2014, as presented by Grant Bennett Associates at this meeting, seconded by James McCully, motion carried.**
2. **Motion by JoAnn Busenbark, to accept the recommendations of the Advisory Council Program Monitoring Committee presented at this meeting, seconded by Marilyn Manfredi, motion carried.**
3. **Motion by Heather Stanton, to accept the recommendations of the Advisory Council regarding the Area Plan Update presented at this meeting, seconded by Marilyn Manfredi, motion carried.**
4. There were no additional recommendations from the Advisory Council.
5. Leanne Martinsen reported that contracts with service providers are developed to mirror the contract that the AAoA has with CDA. She referred to the pages in the meeting packet that were from contracts issued in 2001-02 and 2002-03, when the following sections were added to the payment section:

D. All payments shall be made to Contractor on a cost reimbursement basis. Monthly payments generally shall not exceed 1/12 of the contract amount.

E. If Contractor (except Ombudsman Contractors) shall fail to deliver at least 90% of the service units agreed upon in this Contract by the end date of this Contract, a percentage of the total funding equal to the percentage of undelivered units will be subtracted from the total contracted amount. If Agency projections indicate that failure to deliver at least 90% of the required units is likely, Agency may, at its sole discretion, withhold funds in advance. Contractor may be subject to this withholding if less than 22.5% of the required units are delivered in any one quarter.

She indicated that she had reviewed board minutes from that era, and had not found evidence that the Board had directed staff to make this change, but these sections have been in contracts since that date. Following discussion, **Motion by Heather Stanton, to strike the language in section “E” in future Provider Contracts, seconded by JoAnn Busenbark, motion carried, with the following Board Members abstaining: Tom McNicholas, Edwin Warren, Larry Kromann, Rev. Ubalde.**

Information Items: For discussion

1. Schedule of Events (Copy attached).

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

Roundtable Announcements: JoAnn Busenbark shared message from Dr. VanDyke on “Old Vines” why elders are important. Tom McNicholas shared information regarding the plans for repairing and updating the Napa Senior Center. JoAnn Busenbark indicated that the Napa Co. Commission on Aging and the HAPI coalition had participated in the focus groups to provide input about the Napa Senior Center. Edwin Warren commented on the issues of caregiving and the impact of minimum wage increases, which has been in the news recently, and Teri Ruggiero commented on how the IHSS program is dealing with these issues. Heather Stanton reported that the Napa Commission on Aging will be presenting a report on the Caregiver Permit program to the Napa Board of Supervisors.

The meeting was adjourned at 4:40 PM.

The next meeting will be on at 2:30 on April 21 at Napa Valley Hospice and Adult Day Services.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: May 19, 2015