

Area Agency on Aging Serving Napa and Solano
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Minutes of Board Meeting: Tuesday, June 16, 2015, 2:30 PM
Napa City-County Library
580 Coombs St., Napa, CA 94559

Carolyn Wrage, Presiding

Solano County

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

Napa County

Dist. 1	Heather Stanton	Present
2	Thomas McNicholas, Vice Chair	Present
3	Joice Beatty	Excused
4	Vacant	
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, Teri Ruggiero -- Advisory Council Member.

Public Comment: None.

Regular Business

1. **Motion by Marilyn Manfredi to approve the agenda for the June 16, 2015 meeting, as presented, seconded by Stephen Murphy, motion carried.**
2. **Motion by Thomas McNicholas to approve the minutes for the May 19, 2015 meeting as presented, seconded by Marty Kuehneman, motion carried.**
3. Finance / Treasurer's Report:
 - a) Jacquelin Bell, CFO, reviewed the May 2015 financial reports that were included in the meeting packet. She stated that the revenues and expenses were on track, and answered questions from Board members. She also indicated that we are reviewing the individual contracts, projects and awards to be sure that funds are properly expended before the end of the fiscal year. **Motion by JoAnn Busenbark to accept the financial statements, seconded by Marilyn Manfredi, motion carried.**
 - b) Jacquelin reported that the Finance Committee had met on June 15, and discussed how the finance reports could be reconfigured to provide information in a format that the Board members would find more helpful. Marty Kuehneman indicated that some of the discussion had centered on whether the reports should more clearly separate expenditures by county. Jacquelin indicated that she was consulting with the CPA's regarding the issues of cash vs. accrual

methods, and she has asked the CPA to evaluate of what it would take to accomplish this in the next fiscal year.

4. Correspondence: none.
5. Advisory Council Report: Teri Ruggiero, Chair of the Advisory Council Program Monitoring Committee, reported that the committee had met on June 15, and discussed the report that had been approved by the Advisory Council at their regular meeting on June 4, that was included in the Board meeting packet, and included the provider service delivery report through April 2015. Meals on Wheels of Solano County has made progress toward the goals set for this year, but two areas of the Direct Services that are still under goal are Information and Assistance and Outreach for Solano County. No Board Action was requested at this time. The committee also met with staff on June 15 to review the proposed provider contracts for 2015-16, and that will be covered in new business. As requested by the Board of Directors, the committee recommended language be added to provider contracts (in place of the section which indicated that if a provider met 90% of the established goals, the full contract would be paid. That clause was removed by Board action in March 2015. Motion by Marilyn Manfredi, seconded by JoAnn Busenbark to include this clause “At the sole discretion of the Board, failure to fulfill contract obligations may result in reduced compensation” in provider contracts for 2015-16. After discussion, this motion did not pass. Stephen Murphy indicated that this language might be illusory, and not enforceable. Edwin Warren held that some allowance (perhaps 5%) should be allowable, and providers who make reasonable efforts should not be severely penalized when good faith efforts are made, but circumstances beyond their control result in not meeting 100% of the goals set. **Motion by Stephen Murphy, seconded by Marty Kuehneman that the provider contract should include the following “If Contractor shall fail to deliver 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 the undelivered units may be subtracted from the total contracted amount.” Motion carried.** After discussion it was recommended that the issue of how to deal with underperforming providers, and what could be done before the end of the year, would be brought back for discussion and potential action at a future meeting.
6. Committee Reports:
 - a) Executive Committee – Carolyn Wrage reported that the Executive Committee had not met since the last Board Meeting.
 - b) Membership Committee – Rev. Tony Ubalde was not present to report on committee activities. Tom McNicholas has informed us that he will not be renewing for another term, so there will be vacancies in Napa District 2 & 4, and Solano District 3 is also vacant. Carolyn Wrage commented that she had enjoyed working with Tom and that he will be missed.
 - c) Bylaws Committee – Edwin Warren indicated that the Bylaws Committee had not met.

- d) Marketing and Resources Committee – Larry Kromann reported that the committee met with the Finance Committee, and it was very enlightening to see that the accounting system was so robust, but also complicated, and it can be overwhelming, so it will take some time to generate reports that will allow us to evaluate individual programs. The finance committee plans to meet monthly with staff before the regular Board meeting, to focus on more project-specific issues. The committee members are Marty Kuenemann, Michael Donnellan, Larry Kromann and James McCully.
- e) Dr. Lundin was not present to report on Legislative and Veterans issues.
7. Executive Director Leanne Martinsen distributed a written report on recent AAoA Activity, and highlighted the following.
- Next Board of Directors. Meeting Tuesday 7/21/2015 @ 2:30 PM at AAoA office in Vallejo.
 - Next Advisory Council Meeting Thursday 8/6/2015 at AAoA office in Vallejo.
 - Staffing: Posted positions for Planner, Direct Service Supervisor, hired Accounting Technician.
 - Area Plan submitted to CDA on May 1, awaiting approval.
 - Received contracts & budget display for FY 2015-16 from CDA on 6/5. The funding amounts are quite similar to last year, and I will be working with Jacque on developing the initial budget, which will be due to CDA in 30 days, and also the provider contracts, which we will request Board approval at the June meeting to initiate contracts on July 1.
 - Met with the Program Monitoring Committee to review proposed contracts on 6/15, to prepare recommendations for the Board Meeting.
 - The State LTC Ombudsman has declined to designate Faith in Action, and is recommending that the AAoA be the Host agency for the Solano Long-Term Care Ombudsman for FY 2015-16. The transition plan is in place, and I will be meeting with the Solano LTCO coordinator May 20 to move forward on the arrangements.
 - StopFalls Napa Valley did not receive Napa Master Settlement funds for FY 2015-16. We have been informed that 2014-15 is the last year we will be receiving funding from The California Wellness Foundation (have received \$50,000/year for 6 years = \$300,000), as they have established new funding priorities. If additional funding is not secured, we will be scaling down this program in the next fiscal year.
 - Will transition Napa Caregiver Permit Application Processing duties to staff member working at Napa office on Main St. effective July 1.
 - Received notification of \$20,000 Kaiser Community benefit grant to continue Latino Outreach.
 - Invited to submit full application for Auction Napa Valley 3/20 \$75,000 for SFNV, \$22,000 for HM-HAP, Due 6/22.
 - Solano Co. Fall Prevention Partnership - StopFalls Solano Seniors. Filing report on first year and invited to apply for another year of funding.
 - A new contract with Solano Co. Public Health to train/certify staff in specific evidence based exercise programs “Stepping on” and “Tai Chi for Better Balance” and deliver training classes for at risk seniors in Solano County.

- Partners In Care, the organization that we have a contract with for Chronic Disease Self-Management Education, is applying for funding for two more years, and also another grant that would allow us to train leaders to provide other evidence-based programs related to fall prevention in both counties: Matter of Balance and Home Meds. This would be for next fiscal year.
- Invitation from SCAN Foundation to apply for a community benefit grant in support of direct services. Potentially \$15-20,000.
- The State Budget passed legislature on June 15, with additional funding for LTC Ombudsman programs. Waiting to see if the Governor will sign off on this.
- Discussion at the California Association of Area Agencies on Aging (C4A), regarding one possible source of ongoing funding for senior service programs has included the possibility of supporting a Marijuana initiative, if it is designed so that an adequate proportion of the proceeds would be designated for community-based programs for older adults. (This is the model that the lottery funds are directed to education and not subject to annual manipulation by the state budget process.)
- Notification from PG&E regarding planned electric service interruption on July 1 may necessitate closing the main office that day, as there will be no power for lights, AC or other equipment. Staff may be able to work at other locations, but will not have access to the computer files, as the server will need to be off for the duration of the outage.
- ED plans for vacation time the weeks of June 29 - July 4 and July 13-17.

Old Business: None

Tabled Business: None.

New Business:

1. **Motion by JoAnn Busenbark, to accept the report of the Advisory Council Program Monitoring Committee presented at this meeting, seconded by Marilyn Manfredi, motion carried.**
2. There were no additional recommendations from the Advisory Council.
3. **Motion by JoAnn Busenbark to authorize Leanne Martinsen, Executive Director to sign contracts AP-1516-28 and MS-1516-31 and all amendments with the California Department of Aging (CDA) for the period of July 1 2015 through June 30, 2016, seconded by Marilyn Manfredi, motion carried.** These are the Area Plan and Multipurpose Senior Services Program Contracts, and copies are available for review if Board Members wish to do so.
4. **Motion by JoAnn Busenbark that Leanne Martinsen, Executive Director be authorized and directed to execute and sign contacts with the County of Solano, County of Napa, Partners in Care Foundation, Kaiser Permanente, Auction Napa Valley, Solano Community Foundation and St. Joseph Health Community Partnership for Fiscal year 2015-2016, seconded by Marilyn Manfredi, motion carried.**

5. Leanne Martinsen distributed copies of the worksheet that was developed for the Advisory Council Program Committee to compare current year and proposed funding, as well as proposed service units for the coming year. Teri Ruggiero discussed some of the proposed changes, and indicated that the committee members supported the changes as listed. Leanne Martinsen indicated that all of the Provider's requests for continued funding, and the contracts were available for review if Board Members wished to do so. She summarized the major changes in the provider contract language. **Motion by Edwin Warren to approve renewing contracts with current providers (see chart below), and authorize staff to develop provider contracts for FY 2015-2016, seconded by JoAnn Busenbark, motion carried**

Contract Provider	Initial Amount
Community Action of Napa Valley (CANV) - (Congregate)	\$ 81,691
Community Action of Napa Valley (CANV) (Home-Delivered)	\$ 232,486
Meals on Wheels of Solano Co. (Congregate)	\$ 202,069
Meals on Wheels of Solano Co. (Home-Delivered)	\$ 563,941
Catholic Charities - Friendship Services	\$ 22,887
Faith In Action	\$ 22,887
Legal Services of Northern CA - Solano Co.	\$ 52,209
Legal Aid of Napa	\$ 23,700
Adult Day Services of Napa Valley (FCSP)	\$ 42,399
North Bay Adult Day Care (FCSP)	\$ 35,385
Molly's Angels (transportation)	\$ 19,152
Molly's Angels (telephone reassurance)	\$ 16,750

Information Items: For discussion

1. Schedule of Events (Copy attached).

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

Roundtable Announcements:

Carolyn Wrage stated that she would not be able to attend the Board Meeting on the scheduled date in August. Tom McNicholas indicated that he had volunteered at the Wine Auction and presented Carolyn Wrage with a fan/paddle.

The meeting was adjourned at 4:15 PM.

The next meeting will be on at 2:30 on July 21 at the AAoA office in Vallejo.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: July 21, 2015