

Area Agency on Aging Serving Napa and Solano

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Minutes of Board Meeting: Tuesday, September 15, 2015, 2:30 PM **Comprehensive Services for Older Adults (CSOA) Main Conference Room** **650 Imperial Way, Napa, CA 94559**

Carolyn Wrage, Presiding

Solano County

Dist.1	Marty Kuehneman, Treasurer	Present
2	Marilyn Manfredi	Excused
3	Vacant	
4	Richard Lundin	Excused
5	Michael Donnellan	Present
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	Vacant	
3	Joice Beatty	Excused
4	Vacant	
5	Larry Kromann	Present
At-Large	Jo Ann Busenbark	Excused
At-Large	Edwin Warren	Present
At-Large	Carolyn Wrage, Chair	Present

The meeting was called to order at 2:40 PM by Chair Carolyn Wrage. A quorum was present.

Present: Leanne Martinsen – Executive Director, Jacquelin Bell – CFO, Teri Rugiero, Advisory Council member, Robert Panush.

Public Comment: None.

Regular Business

1. **Motion by Larry Kromann to approve the agenda for the September 15 2015 meeting, as presented, seconded by Heather Stanton, motion carried.**

2. **Motion by Heather Stanton to approve the minutes for the July 21, 2015 meeting as presented, seconded by Michael Donnellan, motion carried.**

3. Finance / Treasurer's Report:

- a) Jacquelin Bell, CFO, reported that the Finance Committee met on the afternoon of Friday, September 11, and discussed how to provide more detailed information on the various projects and what would be helpful for marketing. She is requesting feedback from committee members to refine the reports. She also indicated that she would be meeting with the CPA-auditors in late October to early November, and would be bringing more information back to the Board following this. Larry Kromann indicated that the information provided was helpful, and it is very complicated, and the agency administration needs to have sufficient support to accomplish all that needs to be done. James McCully requested that we put a timeline together for additional personnel, and staffing. **Motion by Heather Stanton to place this item (discussion of staffing) on the agenda for the October meeting, seconded by Edwin Warren, motion carried.** Heather Stanton requested that the next Finance Committee meeting be scheduled at a time that would be more convenient for Napa County residents to participate.

- b) Jacquelin Bell, CFO, reviewed the July 2015 financial reports that were included in the agenda packet, reflecting activity for the first month of the current fiscal year. Heather Stanton inquired about how to identify unrestricted funds. Jacquelin indicated that the accounting system does not capture in a precise manner, the unrestricted, temporarily restricted and restricted funds, and in practice, we treat all funds as restricted funds. Separate budgets (for about 135 cost centers) are established for each project, and the information rolls up into the agency financial statements. In response to a question, she indicated that the total agency budget is approximately 4.3 million dollars. There was also a discussion of in-kind requirements and how that is reported as required by the funders.
 - c) Jacquelin Bell, CFO, reviewed the Area Plan Budget, revision 1 for Fiscal Year 2015-16 that has been submitted to CDA (Enclosure #1 in the agenda packet). The revision was necessitated because additional funding (\$44,000) was received for the Long-Term Care Ombudsman programs, bringing the grand total of Federal and State funds for the current year to \$2,229,621.
 - d) Jacquelin Bell, CFO, reviewed the Area Plan Contract Financial Closeout Report for FY 2014-15 approved by CDA 8/14/2015 (Enclosure #2 in the agenda packet).
 - e) Jacquelin Bell, CFO, reviewed the Year-End consolidated/columnar report for FY 2014-15, prepared for auditors (Enclosure #3 in the agenda packet).
4. Correspondence: none.
5. Advisory Council Report: Teri Ruggiero distributed copies of the report of the Advisory Council Program Monitoring Report that was approved by the Advisory Council on 9/3/2015. A copy of this report is attached to these minutes. The report reflected the committee meeting of August 6, 2015, a review of the service delivery from July 2014 through June 2015, issues and recommendations, as well as a proposed meeting schedule for the current fiscal year, which will allow quarterly reporting to the Board of Directors.
6. Committee Reports:
- a) Executive Committee – Carolyn Wrage reported that the Executive Committee had not met since the last Board Meeting, and she had met with Leanne Martinsen to discuss the agenda for this meeting.
 - b) Membership Committee – Rev. Tony Ubalde was not present to report on committee activities. Leanne Martinsen indicated that she had been contacted by the Clerk of the Board of Supervisors in Solano County regarding the application to fill the vacancy in Solano District 3 from Robert Panush, and had extended an invitation for him to attend this meeting. The chair welcomed him. The remaining vacancies are in Napa County, Districts 2 & 4.

- c) Bylaws Committee – Edwin Warren indicated that the committee had dealt with the item regarding the treasurer, and he did not have anything else to report, so recommended that the bylaws committee item be removed from the agenda until another issue is identified. Heather Stanton indicated she still had concerns, so if the committee takes this up, they will notify staff to keep this item on the agenda for the next meeting.
 - d) Marketing and Resources Committee – Larry Kromann reported that the committee is meeting with the Finance Committee.
 - e) Dr. Lundin was not present to report on legislative and veterans issues.
7. Executive Director Leanne Martinsen, Executive Director distributed a written report on recent AAoA Activity, and highlighted the following.
- At the end of the first quarter, meetings will be scheduled Providers to review the Contracts and first quarter service delivery reports.
 - We have hired a new Program Assistant for MIS, and he will be working closely with providers, maintaining the database and producing reports.
 - Many outreach opportunities with numerous health fairs and flu shot clinics in the next couple of months.

Old Business: As an introduction to the discussion regarding the current contract language, policies and procedures and other issues related to service provider performance, Leanne Martinsen distributed a handout that included:

- excerpts from the California Department of Aging guidance on monitoring provider performance,
- Item 13 “Scope of Work” from Exhibit A of the current Area Plan Contract with CDA that specifies the Area Agency’s responsibility to monitor the contractor’s use of Federal and State Funds,
- 22 CCR, Section 7314 that references the allocation, use and transfer of Federal Funds
- Applicable sections of the current provider contracts, including Exhibit B Budget Detail, Payment Provisions and Closeout, Article II, item A, Budget and Revision, and Article III Payment, Items B, C, E, and F that specify how providers request reimbursement and payments are made by the AAA.
- Program Monitoring Guidelines from the MIS Policy and Procedure manual.

In the discussion that followed, Leanne Martinsen indicated that our provider contracts mirror the contract between the AAA and CDA, with a plan and a budget, and service goals, and also that AAoA staff does review provider performance reports monthly and quarterly and communicates concerns when performance levels are below expectations. Larry Kromann noted that the contracts language is based on reimbursable costs, not strictly performance-based. Several members indicated that the current clause Exhibit B, item III.F that reads *“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.”* was not sufficient, and should be changed to allow for intervention before the end of the

contract year. Heather Stanton stated that the issue is that we are spending taxpayer dollars for services and we should put language in the contract that says there will be consequences for non-performance. In response to a question, Jacquelin Bell indicated that contracts should specify the quantity and quality of services expected. **Motion by Heather Stanton to remove the following words “by the end date of this contract”, so that the clause will read “If Contractor shall fail to deliver the service units agreed upon in this contract, a percentage of the total funding equal to the percentage of the undelivered units may be subtracted from the total contracted amount.” seconded by Michael Donellen, motion carried. Motion by Heather Stanton to review provider service delivery levels no later than mid-year after the second quarter, so that underperforming providers will be provided assistance and/or put on notice that a portion of their funding is at risk, seconded by Michael James McCully, motion carried.** Leanne Martinsen indicated that she would request guidance from CDA regarding this revised contract language, and the revised contract language can be included in contract modifications that are customarily done with mid-year funding adjustments.

Tabled Business: None.

New Business:

1. **Motion by Heather Stanton, to accept Advisory Council’s Program Monitoring recommendations as presented by Teri Ruggiero, seconded by James McCully, motion carried.**
2. **Motion by Edwin Warren to accept the July 2015 financial reports, Area Plan Budget for AP-1516-28, Revision 1, and the Area Plan Contract Financial Closeout report for FY 2014-15, as presented in the Finance/Treasure’s report, seconded by Michael Donellen, motion carried.**

Information Items: For discussion Members agreed that they would like to continue meeting in this room on alternate months. October agenda item to discuss staffing.

1. Schedule of Events (Copy attached).

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

Roundtable Announcements:

The meeting was adjourned at 4:30 PM.

The next meeting will be on at 2:30 on October 20, 2015 in Vallejo.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: October 20, 2015