

Area Agency on Aging Serving Napa and Solano

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Minutes of Board Meeting: Tuesday, October 20, 2015, 2:30 PM

Area Agency on Aging Serving Napa and Solano

Training/Conference Room

400 Contra Costa Street, Vallejo, CA 94590

Stephen Murphy, Presiding

Solano County

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

The meeting was called to order at 2:35 PM by Vice Chair Stephen Murphy. A quorum was present at 2:40 PM.

Present: Leanne Martinsen – Executive Director, Jacquelin Bell – CFO.

Public Comment: None.

Regular Business

- 1. Motion by Edwin Warren to approve the agenda for the October 20, 2015 meeting, correcting a typographical error in item 3.c., and with agreement to include the action item on Board Bylaws during the Bylaws Committee Report agenda item, seconded by Marilyn Manfredi, motion carried.**
- 2. Motion by Marilyn Manfredi to approve the minutes for the September 15, 2015 meeting as presented, seconded by Heather Stanton, motion carried,** following discussion that the motion to place an item (discussion of staffing) on the agenda, and refer to the finance committee to give direction, and make this an action item on the next meeting agenda.
- Finance / Treasurer's Report:
 - Jacquelin Bell, CFO, reviewed the Finance Reports from August that were in the meeting packet, and indicated that the September reports were nearly completed, but a glitch had prevented her from having them ready for distribution at this meeting. She noted that the August statements reflected reduced revenues, as reimbursements from the California Department of Aging (CDA) were delayed, but payments were received in late September, so the cash flow situation is improved. CDA indicated that the implementation of a new accounting system at the state, had delayed payments. During this time, accounts payable increased, and payments to our vendors were delayed. Leanne Martinsen indicated that the issue of delayed reimbursement impacts

AAAs statewide, especially those that are non-profits. This concern has been raised to the California Association of Area Agencies on Aging (C4A), and the association has agreed to pursue advocacy for more timely payments. **Motion by Larry Kromann to send a letter to C4A, in support of advocacy with CDA to resolve the issues so that reimbursements are made on a timely basis, seconded by Richard Lundin, motion carried.** Jacquelin Bell also noted that the August Statement reflects that some providers had not submitted invoices for July or August, but most have done so now, and we have caught up our payments, so most are paid within 30 days.

- b) Jacquelin Bell, CFO, indicated that the Finance Committee had met yesterday and Larry Kromann reported the following:
- 1) Regarding low cash in bank during August, it is apparent that we are dependent on prompt grant payments, and need to find suitable emergency strategies when funding isn't available.
 - 2) CFO reviewed the July 1 2015 – June 30 2016 Budget Distribution, including expense projections for the various projects and programs of the AAoA.
 - 3) Forwarded recommendations to the Board:
 - Summary projection of \$10,738.52 revenue over expense at the end of the Fiscal Year, recommend that provision be made to allow for such revenue to be placed into a separate non-budgetary account as operating reserve for usage as might be designated by Board action.
 - Noted that past fund raising funds be also included in the Operating Reserve. Such monies are restricted for Board authorized use.
 - Noted anticipated \$1,200 bank charged expense, and discussed challenges with the current bank such as obtaining timely bank statements and sufficient time for reconciliation in order to meet payment deadlines and avoid penalties. In light of this, the committee is recommending to the Board that the Administration be authorized to investigate other bank/credit union options for banking that are more compatible with AAoA operations.

Motion by Edwin Warren to authorize the staff to investigate other bank/credit union options for banking, seconded Joice Beatty, motion carried. Motion by Joice Beatty to authorize the finance committee to investigate the establishment of a separate account for reserve funds, seconded by Larry Kromann, motion carried.

- 4) In other discussion, the committee requested that the CFO provide monthly reports to the committee regarding any and all programs that may be operating outside of the yearly budget. The objective is to identify and take corrective action as early as possible, before it becomes a large financial problem. Future committee meetings will explore the current AAoA

organizational structure regarding financial expediency and effectiveness in order to provide administration with additional operating options.

- c) Jacquelin Bell, CFO, reviewed the Area Plan Contract Budget Display Amendment #2, which is included in the meeting packet, indicating that an additional \$100,890 in One-Time-Only (OTO) funds is available, and these are categorical program funds. The revised budget is being prepared so that it will be submitted to CDA by October 30. Staff recommendation is to distribute these OTO funds to providers, on condition that they have met first quarter expectations, and in amounts proportional to the initial contract. Leanne Martinsen indicated that contract revisions would be issued before December 31, to include the revised funding levels as well as the revised language regarding payment at risk for failure to meet service goals, as directed by the Board at the September meeting.
4. Correspondence: Area Plan Approval Letter from the California Department of Aging (CDA) dated September 30, 2015.
5. Advisory Council Report: Advisory Council Chair, Steven Rozensky was unable to attend the Board meeting. The Advisory Council met on October 1, 2015. The minutes from the September 3, 2015 meeting were included in the agenda packet. The next meeting of the Program monitoring committee is scheduled on November 2, to review the first quarter provider service delivery reports prior to the November 5 Advisory Council meeting.
6. Committee Reports:
 - a) Executive Committee – No report or meeting.
 - b) Membership Committee – Rev. Tony Ubalde indicated that there were no new applications. Leanne Martinsen indicated that she had been in contact with the Clerk of the Board of Supervisors in both Napa and Solano County regarding the vacant Board positions in Solano County District 3 and in Napa County, Districts 2 & 4. She will follow up to determine the status of the nomination for Robert Panush, an applicant from Solano County who attended the last Board meeting.
 - c) Bylaws Committee – Edwin Warren indicated that the committee has not met, and it was his opinion that the action item on the agenda regarding member representation was not appropriate for bylaws, and he did not recommend that it be incorporated into the Board Bylaws. Heather Stanton stated that it would help new members to understand their role, and since it was in the Advisory Council Bylaws, she felt it would be appropriate to include it in the Board Bylaws as well. In the discussion that followed, that members generally agreed with the policy, and it was brought out that the agency does have a Code of Conduct that is to be signed by all Board and Advisory Council members, as well as staff. **Motion by Heather Stanton to have the Bylaws committee review the AAoA Code of Conduct, consider whether the issue is covered, and/or if perhaps this section could be incorporated into that document, seconded by JoAnn Busenbark, motion carried.**

- d) Marketing and Resources Committee – Larry Kromann reported that the committee is meeting with the Finance Committee.
- e) Dr. Lundin report on legislative and veterans issues.

He indicated that the Pathways Home in Yountville, which serves veterans with TBI and PTSD, but is not supported with VA funding, a residential program has had 500 graduates, and only 1 reported suicide since it was established. It is closed now as it is being refurbished with support from local trades, and also from the Wounded Warriors, and a new Director will be coming soon. He also reported that Honor Flight brings veterans to Washington DC to see the monument, and they are reaching out to find more WWII veterans who have not yet been there, and provided contact information, 937-521-2400 or www.honorflight.org. Governor Brown signed two bills that benefit veterans, one was that CA Driver Licenses and ID Cards will identify those that are veterans, and the other one provided funding for severely disabled veterans in California Veterans Homes.

- 7. Executive Director Leanne Martinsen, Executive Director distributed an organizational staff chart and a written report on recent AAoA Activity, and highlighted the following.

- Budget amendment #2 with OTO in various program categories (no funds for administration) is due to CDA by 10/30.
- Provider Contracts for 2015-16, scheduling contract review meetings in October, including discussions of One-Time-Only funds and provider contract revisions to adjust funding and service levels.
- Staffing: We have hired MIS and MSSP Nurse, but are holding off on other hires. With the higher than usual turnover this year, and the acquisition of the Solano Long-term Care Ombudsman program (with 3 employees), we now have 48 individuals who have been on our payroll since January 1, 2015. If we have more than 50 employees in a calendar year, it places the agency in a different category with respect to IRS, EEOC, ACA, FMLA, with additional reporting requirements, and mandated benefits (paid leave, transit passes, etc.) that are not in our budget currently, and to administer, would require additional HR staff. We do not anticipate that this agency will need to have or maintain 50+ employees in the long run, so for the remainder of this fiscal year, we will consider whether staffing needs can be met by increasing hours of part-time staff that are already on the payroll, or if it is appropriate to engage an independent contractor. For example, I have engaged Harriett Dietz Emerson as a contractor to begin preparation of the major Area Plan Update. I have also promoted Terry Ann Steffen to the position of Interim Direct Services Supervisor, and she continues to oversee the Family Caregiver Support Program for the remainder of this year. After December 31, at least 7-10 former employees will drop from the rolls. That gives us time to consider some reorganization and to budget and hire where the need is greatest in the new calendar year.

- Board Members are encouraged to join the AAoA Go-Getters team at the Solano County Walk to End Alzheimer's on Saturday, October 24, and donations are welcome.

Old Business: None

Tabled Business: None.

New Business:

1. **Motion by James McCully to ratify the votes that were taken before a quorum was present, to approve the agenda for this meeting and the minutes of the September 15 Board meeting, as amended, seconded by Heather Stanton, motion carried.**
2. Possible amendment to Board Bylaws was addressed during the committee report.
3. **Motion by JoAnn Busenbark to authorize Heather Stanton to represent the Board of Directors at the Area Plan Program Monitoring Committee and to participate by telephone, seconded by Michael Larry Kromann, motion carried.**
4. **Motion by Michael Donnellan to cancel the regular November Board meeting, seconded by Larry Kromann , motion carried.**

Information Items:

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 4:10 PM.

The next meeting will be on at 2:30 on December 15 in Napa.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: December 15, 2015