

Area Agency on Aging Serving Napa and Solano

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Minutes of Board Meeting: Tuesday, December 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	Excused
2	Marilyn Manfredi	Present
3	Robert Panush	Present
4	Richard Lundin	Excused
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	Excused
2	Vacant	
3	Joice Beatty	Present
4	Vacant	
5	Larry Kromann	Present
At-Large	Jo Ann Busenbark	Present
At-Large	Edwin Warren	Excused
At-Large	Carolyn Wrage, Chair	Present

The meeting was called to order at 2:40 PM by Chair Carolyn Wrage. A quorum was not present at that time, so reports were received, and business was commenced when a quorum was confirmed at 3:00 PM.

Present: Leanne Martinsen – Executive Director, Arnold Koenig – Advisory Council applicant.

Public Comment: None.

Regular Business

- 1. Motion by Larry Kromann to approve the agenda for the December 15 2015 Board meeting, with the addition of an item to discuss the Area Plan working group under committee reports, seconded by Marilyn Manfredi, motion carried.**
- 2. Motion by Marilyn Manfredi, to approve the minutes for the October 20, 2015 meeting as presented, seconded by Larry Kromann, motion carried.**
- Finance / Treasurer's Report:
 - Larry Kromann, reported that the Finance/Marketing/Resource Committee met on the afternoon of Monday, December 7, and he expressed appreciation for staff providing reports in the requested format. The committee reviewed a policy statement regarding Federal guidelines for distributing Federal funds and monitoring sub-recipient organizations for compliance. The internal auditors and auditors from CDA were on site in November, and their reports will be provided to the Board when available. The internal audit should be concluded in January. Reviewed the report on a separate account for internal fundraising that had been requested, and the net accumulated funds are \$5,039, which can be used for Board authorized projects. A follow-up on the banking situation revealed that the issues have been resolved to the satisfaction of

Administrative staff, so no change will be made at this time. The committee reviewed the detailed financial reports of the sub-accounts representing the projects, direct and indirect. All 50 appear to be operating within their respective budgets. He also noted that the accounting system is based on the accounting requirements of the Federal and State grants the AAoA receives, and is not geared toward the usual business-oriented profit and loss review. The reports do show the monthly and year-to date expenses, and the committee will keep the Board apprised of cash on hand, and work on a manageable reporting system to provide the required accounting for federal and state grants as well as operating on a positive cash flow. The committee is also discussing how the AAoA organization-administration can be reorganized to reduce the current overload of day-to-day work on the Executive Director and CFO. The basic recommendation is to fill open positions to share the administrative load, so that priority is given to recruiting sub organizations to provide services, as well as supervising and monitoring the service delivery. The committee also discussed the findings of needs assessment showing the need for more senior housing, and potential means to address this issue. The concept of marketing services to hospitals and health systems was presented. For example, providing fall prevention services can reduce costs for the health facilities (reducing ER visits & readmissions) while providing an income stream for the AAoA. Following up on the issues related to Housing, JoAnn Busenbark reported on a housing task force that has been established in Napa, and recommended that we work with this group. Larry pointed out that it needs to be a cooperative between the County and the Cities, and the upvalley needs are different than the City of Napa. James McCully asked about the motivation for developers and others to provide affordable housing options. **Motion by Joice Beatty, to accept the report of the Finance Committee, seconded by Marilyn Manfredi, motion carried.** JoAnn Busenbark requested that the Housing issue be an agenda item for future meetings. There was some discussion about the recently established shared housing program in Napa. James McCully also reported that he has met with Solano County Supervisors and Kaiser to share information and seek support for the AAoA.

- b) Leanne Martinsen reviewed the October 2015 financial reports that were included in the agenda packet, reflecting activity for the first four months of the current fiscal year. **Motion by Marilyn Manfredi, to approve the October 2015 Financial reports as presented, seconded by Joice Beatty, motion carried**
 - c) The banking options were addressed in the finance committee report.
4. Correspondence: none.
5. Advisory Council Report: Teri Ruggiero was not present to discuss the Advisory Council Program Monitoring Report that was approved by the Advisory Council on November 5. A copy of this report is attached to the Advisory Council minutes in the Board Agenda packet. The report reflected the committee meeting of a review of the service delivery from July 2015 through September 2016, issues and recommendations. Several providers were recommended to watch, but no actions

were requested. **Motion by JoAnn Busenbark to place this report on the agenda for the January Board meeting, with the full report with all categories of service delivered, seconded by Joice Beatty, motion carried.** Leanne Martinsen indicated that the next scheduled meeting of the Advisory Council Program Monitoring Committee is scheduled for the first week in February, when the provider service delivery reports for July-December (first half of the fiscal year) will be reviewed.

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. Robert Panush has been appointed to fill the vacant position for Solano County, District 3. The chair welcomed him. The remaining vacancies are in Napa County, Districts 2 & 4. Edwin Warren has indicated that he would be resigning at the end of this month, which will leave an “at large position vacant in Napa County as well. Arnold Koenig, applicant for the Advisory Council introduced himself and discussed his work with the Napa Alliance for Senior Education.
- c) Bylaws Committee – Edwin Warren was not present, but had sent an email and encouraged Stephen Murphy to take on the leadership of this committee.
- 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.
- f) Leanne Martinsen reported that with the assistance of Harriett Dietz Emerson, who has been retained on a consultant basis, the Area Plan Work Group has been established, and membership includes three Advisory Council members who serve on the Area Plan subcommittee. Other work group members include three Board Members (Heather Stanton, Larry Kromann and Marilyn Manfredi), Kris Brown deputy director at Napa CSOA, Joyce Goodwin interim director at Solano ODAS, and community stakeholders from both Napa and Solano Counties. The first meeting of the work group is scheduled for December 16. The group will be reviewing the current funding levels for the programs supported by the Older Americans Act through CDA, considering the range of services that could potentially be funded with Title IIIB (supportive services), as well as Title IIIC (congregate and home-delivered nutrition), Title IIID (Health promotion), Title IIIE (Family Caregiver Support), as well as the Title IIIB and Title VII funds that are designated for the Long-Term Care Ombudsman programs. The workgroup will also review needs assessment findings, and the task of the work group is to develop recommendations as to how the available funding should be allocated to meet the local needs. These recommendations will be considered by the Advisory Council and Board of Directors in preparation for the 4-year Area Plan for 2016-2020, which is due to CDA on May 1, 2016.

7. Executive Director Leanne Martinsen, Executive Director distributed a written report on recent AAoA Activity, and highlighted the following.
 - Budget amendment #2 with OTO in various categories approved by CDA
 - Provider Contracts for 2015-16, held contract review meetings in October, OTO contract adjustments in process
 - Legal Aid of Napa Valley merger with Bay Area Legal Aid. Guidance from CDA that we can amend current contract to provide continued services.
 - Community Action Napa Valley has moved cooking facilities to Salvation Army, and established an additional congregate meal site at Rohlf's Manor in Napa.
 - StopFalls Napa Valley staffing has been reduced, planning to restore, now that Auction Napa Valley has granted funding for 2016. (ANV funding information shared with Board, not widely until after their announcement).
 - Have transitioned Napa Caregiver Permit Application Processing duties to staff member working at Napa office on Main St. effective August 1. Updated Ordinance necessitated by new state law that established licensing of home care agencies and their employees. Making related changes to application process and website. The ordinance requires permits for individual caregivers, but exempts those that are an employee of licensed home care agencies and listed on the state registry. Independent caregivers affiliated with caregiver referral agencies are required to obtain the Napa County permit. It also requires applicants to provide proof of freedom from tuberculosis.
 - AAoA representation at various events, Commission and Coalition meetings
 - Senior Coalition of Solano County – Poverty & Legislative work groups
 - Healthy Aging Population Initiative (HAPI) Collaborative and committees (Napa)
 - Live Healthy Napa County Steering Committee
 - Healthy Solano Steering Committee
 - Solano Transportation Authority –CTSA Advisory Committee & Seniors and People with Disabilities Transportation Advisory Committee

Old Business:

1. Leanne Martinsen distributed copies of the AAoA organizational chart, and reported that the discussion regarding reorganization is taking place in the Finance Committee. Larry Kromann indicated that the committee is encouraging administration to consider options for a management team to increase effectiveness and efficiency in service delivery.

Tabled Business: None.

New Business:

1. There were no recommendations from the Advisory Council.
2. **Motion by Joice Beatty to accept the appointment of Robert Panush to fill the vacant position for District 3 in Solano County, with a term expiring June 30, 2017.**
3. There was no recommendation presented to change the code of conduct, but the bylaws committee may choose to bring this back on a future agenda.

4. **Motion by JoAnn Busenbark to accept the proposed meeting schedule for 2016, with one change, to eliminate the November meeting, seconded by Joice Beatty, Motion carried.** The meeting schedule is:

January	19	Vallejo	
February	16	Napa	
March	15	Vallejo	Approval of 4-year Area Plan (CDA)
April	19	Napa	Approval of Initial Area Plan Budget (CDA)
May	17	Vallejo	
June	21	Napa	Election of Officers, Approval of Provider Contracts
July	19	Vallejo	
August	16	Napa	
September	20	Vallejo	
October	18	Napa	
December	20	Vallejo	

Leanne Martinsen will make room reservations based on this schedule.

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

Roundtable Announcements: None offered.

The meeting was adjourned at 4:00 PM. Holiday refreshments were served.

The next meeting will be on at 2:30 on January 19, 2015 in Vallejo.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: January 19, 2016