

Area Agency on Aging Serving Napa and Solano

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Minutes of Board Meeting: Tuesday, February 16, 2:30 PM **Comprehensive Services for Older Adults (CSOA) Main Conference Room** **650 Imperial Way, Napa, CA 94559**

Carolyn Wrage, Presiding

Solano County

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| Dist.1 | Marty Kuehneman, Treasurer | Present |
| 2 | Marilyn Manfredi | Excused |
| 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

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| Dist. 1 | Heather Stanton | Present |
| 2 | Vacant | |
| 3 | Joice Beatty | Excused |
| 4 | Vacant | |
| 5 | Larry Kromann | Present |
| At-Large | Jo Ann Busenbark | Present |
| At-Large | Carolyn Wrage, Chair | Present |
| At-Large | Vacant | |

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 3:05 PM.

Present: Leanne Martinsen – Executive Director, Jacquelin Bell, CFO, Steven Rozensky – Advisory Council Chair, Teri Ruggiero and Arnold Koenig – Advisory Council members.

Public Comment: Arnold Koenig reported that the Napa County Alliance for Senior Education is working with Stanford and planning an event in June focused on Elder Abuse Awareness. He invited input from Board members on topics and panelists for the event. Several members suggested that he connect with Adult Protective Services and the District Attorney's office, as they have an active Elder Abuse Prevention Council in Napa County. He was also provided contact information for the Senior Coalition of Solano County, as they have an Elder Abuse Awareness committee.

Regular Business

- 1. Motion by Larry Kromann to approve the agenda for the February 16, 2016 Board meeting, with the addition of an item to discuss the Area Plan working group under committee reports, seconded by James McCully, motion carried.**
- 2. Motion by Heather Stanton, to approve the minutes for the January 21, 2016 meeting as presented, seconded by Robert Panush, motion carried.**
- Finance / Treasurer's Report:
 - Jacquelin Bell, CFO reviewed the January 2106 financial reports that were included in the agenda packet, reflecting activity for the first seven months of the current fiscal year. She explained that the Position Statement showing a negative balance in the payroll account was due to the timing of the statement, as funds are transferred to this account each pay period to cover the payroll

expenses. She also indicated that on the income statement, there were some areas that she would be following up to determine whether the grant revenue and contributions were on track for the year-to-date. **Motion by Larry Kromann, to approve the January 2016 Financial reports as presented, seconded by Heather Stanton, motion carried**

- b) The finance committee had not met, due to the holiday schedule.
4. Correspondence: none.
5. Advisory Council Report: Steven Rozensky commented on the Area Plan working group process. Teri Ruggiero discussed the Advisory Council Program Monitoring Report that was approved by the Advisory Council on February 4, 2016. The service delivery report for July through December 2016 was provided with the agenda packet and a copy of the committee report, which includes issues and recommendations, is in the Board Agenda packet. The committee is recommending watching two providers who were slightly under 50% at the mid-year point, and requested a written corrective action plan (CAP) on the AAoA direct services of Napa Information and Assistance and Solano Outreach. The committee will be meeting next on February 29 to review the CAP and also the mid-year adjustments to funding and service units that have been made with the “One-Time-Only” funding.
6. Committee Reports:
 - a) Executive Committee – Carolyn Wrage reported that the Executive Committee had not met since the last Board Meeting, but she had appointed an ad hoc committee to review the relationship between the Area Agency on Aging and Calistoga Affordable Housing (CAH). The members of the committee are Stephen Murphy, Heather Stanton and JoAnn Busenbark. The Chair thanked the committee members and staff for all the work that went into this process.
 - b) Ad Hoc Committee – Heather Stanton reported that the committee had reviewed the AAoA Board Bylaws and Code of Conduct, as well as the Government Code Sections 1090-1099. They reviewed records of StopFalls Napa Valley, a program of the AAoA, which has been funded in part by a grant from Auction Napa Valley as well as one from Napa County Master Settlement Agreement funds, and the Memorandum of Understanding between SFNV and CAH. AAoA did pay for some home modifications performed by vendors employed by CAH. They also reviewed information provided by Larry Kromann, who was President of CAH at the time of his appointment to the AAoA Board of Directors in 2013. Mr. Kromann received no financial compensation for his services as President of CAH. The committee concluded that Mr. Kromann had not violated the intent of either the AAoA bylaws or GC 1090, however, disclosure of his relationship would have been appropriate. The committee made recommendations that are included as action items under new business.
 - c) Area Plan Working Group – Leanne Martinsen indicated that the group has continued to meet and expects to have recommendations for the March Advisory Council and Board meetings, and public hearings and community

forums would be scheduled for additional community input. Heather Stanton thanked Leanne and Harriet for facilitating the work and commented that it has been a good process to look at the big picture of how programs and services are funded in both counties.

- d) Membership Committee – Rev. Tony Ubalde was not present to report on committee activities. The current vacancies are in Napa County, Districts 2 & 4, and one “at large” position. Leanne Martinsen indicated that she had been in contact with a former Board member from Napa who was interested in joining the Board again.
 - e) Dr. Lundin was not present to report on legislative and veterans issues.
7. Leanne Martinsen distributed a written report on recent AAoA Activity, highlighted the following.
- Evidence-Based Health Promotion Programs, including Chronic Disease Self-Management workshops, (Tai Chi Moving for Better Balance and Matter of Balance (both Fall Prevention programs) are going on now, and flyers promoting the current classes were distributed.
 - Application for Napa MSA grant to support StopFalls Napa Valley is due March 23.
 - Kaiser Community Benefit LOI completed, anticipate invitation to submit full application for funds to support Latino Outreach and Health Promotion that will be due on March 18.
 - Staffing: vacant positions posted
 - Meeting with Solano Co. D.A. this week to discuss re-establishing the SolanoFAST (Financial Abuse Specialist Team).

Old Business: None

Tabled Business: None.

New Business:

1. **Motion by James McCully to accept the report of the Advisory Council Program Monitoring Committee, seconded by Larry Kromann, motion carried.**
2. **Motion by Heather Stanton Resolution to authorize Leanne Martinsen, Executive Director to sign contract SP-1516-28 and all amendments with the California Department of Aging (CDA) for the period of October 1 2015 through September 30, 2016, seconded by JoAnn Busenbark, motion carried.** Leanne Martinsen explained that this is the second year of funding for SNAP-Ed (the award amount is \$25,367) to provide nutrition education activities (aligned with the current Dietary Guidelines for Americans), using evidence-based approaches at designated congregate nutrition sites, and to promote participation of older adults in the Supplemental Nutrition Assistance Program.
3. **Motion by James McCully that in the future all contracts whether they be initial, amended or seeking renewal for which the approval of the Board of Directors is sought be brought in writing to the Board for review prior to**

approval, seconded by JoAnn Busenbark, motion carried. There was discussion regarding the short turnaround time for some contracts, and that the Board members could review the scope of work as a document attached to an e-mail.

4. **Motion by James McCully that grant applications should also be brought in writing to the Board for approval prior to being submitted to any Grantors, seconded by Heather Stanton, motion carried.**

5. **Motion by JoAnn Busenbark that all relationships of Board members to any contractors or their vendors should be disclosed prior to any action by the Board of Directors, seconded by James McCully, motion carried.**

6. Information/Action Item: Information on Napa County Housing issues (provided by Larry Kromann), and Summary of Housing Status in Solano County (compiled by Jacquelin Bell) were distributed with the meeting packet, and additional information compiled by Harriett Dietz was also distributed. Heather Stanton distributed copies of the Healthy Aging Population Initiative's (HAPI) statement on Housing: desired outcome, priorities and measures. She reported that HAPI is planning a summit on housing, along with the Napa Nonprofit Coalition, Live Healthy Napa County, and other concerned organizations. This would be an appropriate forum to learn about and advocate for appropriate, affordable and accessible housing for older adults. JoAnn Busenbark indicated that Cass Walker is working with the Gasser Foundation and others to identify options, and also that seniors are considered a special needs group in housing.

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

Roundtable Announcements: James McCully requested that the next meeting agenda include an item to look at the resources the Agency has to support the ED and CFO. Leanne Martinsen shared information from a presentation on the Nonprofit Overhead Project, and there was a discussion regarding the real cost of providing services, and the necessity of sufficient funding for administration and indirect costs.

The meeting was adjourned at 4:30 PM.

The next meeting will be on at 2:30 on March 15, 2015 in Vallejo.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: March 15, 2016