

Area Agency on Aging Serving Napa and Solano
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Minutes of Board Meeting: Tuesday, July 19, 2:30 PM
Area Agency on Aging Serving Napa and Solano
Training/Conference Room
400 Contra Costa Street, Vallejo, CA 94590

Carolyn Wrage, Presiding

Solano County

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

Napa County

Dist. 1	Heather Stanton	Present
2	Vacant	
3	Vacant	
4	Vacant	
5	Vacant	
At-Large	Jo Ann Busenbark	Present
At-Large	Carolyn Wrage, Chair	Present
At-Large	Vacant	

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, Arnold Koenig – Advisory Council member, Michael Marucheau and Bryan Wagner – Grant Bennett Associates.

Public Comment: None.

Presentation: Michael Marucheau and Bryan Wagner presented the report of the independent audit for the fiscal year ended June 30, 2015, conducted by Grant Bennett Associates. There was discussion regarding the audit adjustments to the accounting system, and three findings with recommendations and management response. The audit report indicated an Unmodified Opinion, which is the best opinion that can be issued, and a 95% confidence level that the financial statements are free of material misstatements. They noted that over 93% of the expenses were program related, with about 6.5% going for administration. They answered questions from Board members.

Regular Business

- 1. Motion by JoAnn Busenbark to approve the agenda for the July 19, 2016 Board meeting as presented, seconded by Marilyn Manfredi, motion carried.**
- 2. Motion by JoAnn Busenbark, to approve the minutes for the April 19, 2016 meeting as presented, seconded by Marilyn Manfredi, motion carried.** The Board meetings scheduled in May and June were not held, due to the lack of a quorum.
- 3. Motion by JoAnn Busenbark, to approve the minutes for the June 21, 2016 Executive Committee meeting as presented, seconded by Rev. Ubalde, motion carried.**

4. Finance / Treasurer's Report:

- a) Jacquelin Bell, CFO discussed the response to the findings in the audit report, specifically whether additional staff or an independent contractor should be hired to prepare GAAP financial statements. Jacquelin also reviewed the April and May 2106 financial reports that were included in the agenda packet, reflecting activity for the first eleven months of the current fiscal year. She explained that the June financial reports are not available, as this is the final accounting period for the fiscal year, and the books are still open. **Motion by Heather Stanton, to approve the April and May 2016 Financial reports as presented, seconded by James McCully, motion carried.** Jacquelin also indicated that there some concerns about practices that she would like to have the finance committee review and commented that participation on the Finance committee has declined with the recent resignation of members. Marty Kuehneman is the Treasurer, and James McCully also serves on the committee, and it was determined that the best time for the committee to meet would be immediately preceding the regular Board meetings each month.
- b) **Motion by Marilyn Manfredi to accept the initial Area Plan Budget for FY 2016-2017, which was distributed to the members, and has been submitted to CDA, seconded by Robert Panush, motion carried.**
- c) Leanne Martinsen presented the CDA Notice of Intent to award Area Plan Contract Amendment and related planning estimate. With the passing of the State budget, additional funds will be available for the long-term care ombudsman and home-delivered meal programs. This funding will be reflected in a contract amendment to be issued with the next notice of award after the end of the Federal Fiscal Year, and a budget revision will be required at that time.

5. Correspondence: Carolyn Wrage shared a letter that had been received from Supervisors Brad Wagenknecht (Napa County) and James Spering (Solano County). **Motion by Rev. Ubalde that a written response be prepared, and that the members of the executive committee representing both counties, along with the Executive Director arrange to meet with these County Supervisors to address their concerns, seconded by Marty Kueneman, motion carried.**

6. Advisory Council Report: As no Advisory Council members were available, Heather Stanton reviewed the report of the program monitoring committee dated June 21, that was included in the meeting packet. The recommendations from the Advisory Council to the Board of Directors are:

- The AAoA Director and Program Supervisor meet with the Napa County Comprehensive Services for Older Adults (CSOA) Program to better coordinate with the staff stationed at the site to improve outreach, case management, and information and assistance goals.
- The AAoA Program Supervisor continue to make it a high priority to monitor staff performance in Napa
- The AAoA Board of Directors commission a study through an independent contractor to look at the implications of the rising minimum wage, agency

turnover trends, a salary and benefit study in comparison to other similar agencies, staff to program ratios, and any other pertinent information. The hope is that a study like this will provide insight and guide the Board in making program decisions, and setting goals in the future.

Motion by Heather Stanton to accept these recommendations from the Advisory Council, seconded by James McCully, motion carried. Staff will follow up and bring information back to the Board of Directors regarding the costs of engaging an independent consultant to conduct a salary and benefits survey.

7. Committee Reports:

- a) Executive Committee – Carolyn Wrage noted that the record of the Executive Committee meeting on June 21 had been addressed under regular business.
- b) .Membership Committee – Rev. Tony Ubalde reported that the current vacancies are in Napa County, Districts 2 3, 4, and 5, and one “at large” position. Leanne Martinsen indicated that she had been in contact with the clerks at both counties, and had a copy of the recruitment announcement that was published on July 18. Rev. Ubalde also noted that the following members have terms that expired on June 30, and are eligible to serve another two-year term: Heather Stanton, Martha Kueneman, Marilyn Manfredi, Rev. Dr. A.C. Tony Ubalde, and James McCully.

- c) Nominating Committee – Rev. Tony Ubalde provided the following slate of members nominated for officer positions:

Chairperson	Carolyn Wrage
1 st Vice Chair	Stephen Murphy
2 nd Vice Chair	Heather Stanton
Secretary	Rev. A.C. “Tony” Ubalde
Treasurer	Martha Keuhemann

Heather Stanton stated that she was withdrawing her name from consideration.

- d) Area Plan Workgroup – This group has completed their tasks, and the Area Plan was submitted to the California Department of Aging on April 29. Additional information has been provided when requested, and approval anticipated soon..
- e) Housing Concerns – A Housing Summit was held on June 6 in Napa, and a follow-up is planned for September. Members are encouraged to participate.
- f) Legislative and Veterans Issues report from Dr. Richard Lundin. He indicated that the VA is contracting to handle the workload for Veterans healthcare, and there will be events at the Veterans Home in Yountville and the Sonoma Raceway.

8. Leanne Martinsen distributed a written report on recent AAOA Activity, highlighted the following.

- Both nutrition contractors (Community Action of Napa Valley and Meals on Wheels of Solano County) are subcontracting with Valley Services, a company that has been providing senior nutrition services in other counties for many years. This will result in some changes: Program budgets will reflect purchase of catered meals instead of raw food and kitchen labor. Our dietitian is working with the

subcontractor's dietitian on the menus and safety and sanitation protocols. The meals are going to be prepared in the Meals on Wheels kitchen in Suisun City, and the Home-Delivered meals will be delivered cold, as they have been in Solano County for several years. This will be a change in Napa, so clients will be assessed to insure that they have adequate refrigeration and microwave ovens to heat the meals. Clients who do not have microwaves will be provided a simple one, and 1:1 training will be provided to ensure that the clients have the ability to safely prepare and consume meals. AAoA staff will follow the transition and provide technical assistance as needed. The congregate meals at the senior center sites will continue to provide hot meals as usual.

- Participated in Auction Napa Valley kick-off events. The application for funds to support community health programs in Napa (Including StopFalls Napa Valley) is due on August 15. One of the questions on the application is "What percentage of your Board of Directors' members make annual financial donations to your organization?"
- Staffing: Posted Bilingual Navigator-Case Manager for Healthy Minds-Healthy Aging program in Napa, and the Planner position will be posted next month.

Old Business: None

Tabled Business: None.

New Business:

1. **Motion by JoAnn Busenbark to extend the terms of the following members for a term expiring on June 30, 2018: Heather Stanton, Martha Kueneman, Marilyn Manfredi, Rev. Dr. A.C. Tony Ubalde, and James McCully, seconded by Robert Panush, motion carried.**
2. JoAnn Busenbark accepted the nomination for the office of 2nd vice chair. **Motion by Marilyn Manfredi to elect the amended slate of officers to serve terms expiring on June 30, 2018, seconded by James McCully, motion carried.**
3. The Board voted to accept the recommendations from the Advisory Council during committee reports.
4. **Motion by Rev. Ubalde that Leanne Martinsen, the Executive Director of the Agency, be authorized and directed to execute and sign, a Grant Award from Kaiser Foundation Hospitals to provide Latino Outreach in Napa and Solano Counties (the award is \$20,000, and the grant period is 7/1/2016 through 6/30/2017), seconded by Heather Stanton, motion carried.**
5. **Motion by Rev. Ubalde to authorize for Leanne Martinsen to submit application to Napa Valley Vintners for Auction Napa Valley Community Support Funds to maintain Fall Prevention and Health Promotion services for older adults in in Napa County, seconded by Heather Stanton, motion carried.** The current year grant amount is \$80,000, and we propose to request \$100,000 for calendar year 2017. The on-line application is due on August 15
6. Discussion & Possible Action re: engagement of audit firm for FY ending 6/30/2016. Was postponed until the next Board meeting.

7. Discussion regarding proposed changes to service delivery of Home-Delivered meals in by Community Action Napa Valley was handled during the Executive Director's Report.
8. The Board discussed the option of cancelling the regular meeting in August, but decided to meet as scheduled.
9. Discussion regarding the Board hosting a social event for the Board and Advisory Council members and AAoA Staff. The consensus was to discuss next month whether a fall or winter holiday event would be possible.

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

Roundtable Announcements: None.

The meeting was adjourned at 4:15 PM.

The next meeting will be on at 2:30 on August 21, 2016 in Napa.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: August 16, 2016