

Area Agency on Aging Serving Napa and Solano

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Minutes of Board Meeting: Tuesday, August 16, 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	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	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, Charles Morse applicant for membership.

Public Comment: Introduction of Charles Morse, who has made application to Napa County for appointment to the Board of Directors. Mr. Morse has served as a board member previously, and expects the appointment to be made in September. He is an attorney, and indicated that he was needed at his office so was not able to stay for the entire meeting.

Regular Business

- 1. Motion by Heather Stanton to approve the agenda for the August 16, 2016 Board meeting as presented, seconded by Marilyn Manfredi, motion carried.**
- 2. Motion by Marilyn Manfredi, to approve the minutes for the July 19, 2016 meeting as presented, seconded by Robert Panush, motion carried.**
- Finance / Treasurer's Report:
 - a) Jacquelin Bell, CFO discussed the June 2016 (Fiscal year-end financial reports that were included in the meeting packet. Although the total revenues exceeded the annual budget (primarily in the in-kind revenue), and expenditures were generally in line with the budget. There were some line items with variances that were questioned by Board members. She indicated that the excess revenues over expenses, about \$9,000 over the amount budgeted. There were some line items with variances that were questioned by Board members. **Motion by Heather Stanton, to defer acceptance of the June 2016 Financial reports, until more information was available, seconded by James McCully, motion carried.**
 - b) Jacquelin Bell reviewed the Area Plan Budget Financial Closeout Report that reflects the actual expenditures for the past fiscal year (Older Americans Act

- funded services). This was submitted to CDA on August 1, and we are awaiting approval. She reported that before payments were made to providers, it was verified that they had met the service delivery goals in their contracts. She indicated that it was a challenge to get the June closing statements from providers in time to complete the closeout by the end of July.
- c) Jacquelin Bell reported that the Finance Committee had met just prior to this Board meeting and reviewed the cash flow situation. She reiterated that during the first couple of months of the fiscal year, revenue is often lagging, necessitating management of payables to insure sufficient operating funds.
4. Correspondence: Copies of the letter that had been received from Supervisors Brad Wagenknecht (Napa County) and James Spering (Solano County) and the written response were included in the meeting packet
 5. Advisory Council Report: As the Council did not meet in August, Arnold Koenig reported that the Napa County Alliance for Senior Education was developing community workshops on topics of interest to seniors.
 6. Committee Reports:
 - a) Executive Committee – Carolyn Wrage noted that some members of the Executive Committee had been invited to meet with County Supervisors Brad Wagenknecht (Napa County) and James Spering (Solano County), and the meeting had taken place on August 10, with AAoA Board members Carolyn Wrage, Rev. Tony Ubalde and JoAnn Busenbark, as well as Heather Stanton (chair of the Napa Commission on Aging) were present. Also present were Howard Himes, Director of Napa County Health and Human Services, Gerald Huber, Director of Solano County Health and Social Services, Kris Brown, Napa Comprehensive Services for Older Adults and Joyce Goodwin Solano Older and Disabled Adult Services. She distributed the agenda that was provided to them at the meeting, and shared the concerns that were discussed that day. There was discussion about the changes in the home-delivered meal program (delivering cold meals rather than hot meals), and the perception that there should have been an opportunity for community input and better communication before this change. There was discussion about the population growth (Solano faster than Napa) and the perception that Napa County is being shortchanged. There was a concern about a perceived lack of oversight by the Board of Directors. Heather Stanton reported that she had stated at the meeting, that when the Board of Directors became aware of situations, such as providers not meeting their contract goals, the Board has taken corrective action, but has not always followed up. At the end of the meeting, the recommendation from the counties was that a consultant should be engaged to look at the entire organization, including the CEO, and County staff was directed to write a letter outlining this request (a scope of service for the consultant/organizational evaluation) and there will be another meeting next Thursday to follow up. Several Board members commented, and in response, Leanne Martinsen stated that it was apparent that the Supervisors were responding to feedback from their constituents, and that it was important to

- listen to these concerns. There is room for improvement, and if the Counties are willing to provide additional assistance and advice, we should be open to constructive criticism, and consider making changes that will make the AAoA more efficient and effective. The Counties seem willing to share in the cost of a consultant, and some AAoA resources are available, but the scope of work will determine how much funding is needed, and the AAoA will have to follow procurement policies to engage a consultant.
- b) Membership Committee – Leanne Martinsen reported that the current vacancies are in Napa County, Districts 2, 3, 4, and 5, and one “at large” position, and had a copy of the recruitment announcement that was published on July 18. Charles Morse has applied for the District 3 position. The recruitment period closes on August 26, and appointments are anticipated in September.
 - c) Housing Concerns – A Housing Summit was held on June 6 in Napa, and a follow-up is planned for October. JoAnn Busenbark reported on the planning process.
 - d) Legislative and Veterans Issues, there was no report from Dr. Richard Lundin. He had called to let us know that he would not be present, as his daughter had passed away, and they were still out of state with family..
7. Leanne Martinsen distributed a written report on recent AAoA Activity, highlighted the following.
- The Area Plan was submitted to CDA on April 29, awaiting approval.
 - The Area Plan Budget has been approved by CDA.
 - Worked with CFO to accomplish fiscal closeout reports for fiscal year-end.
 - Following up with both nutrition contractors regarding transition to subcontract with Valley Services. Our dietitian is working with the subcontractor’s dietitian on the menus and safety and sanitation protocols. The meals are being 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 is a change in Napa. AAoA staff will follow the transition and provide technical assistance as needed. Providers will be invited to come to Advisory Council meeting in September or October to provide an update.
 - Staffing: hired Navigator Case Manager for the Healthy Minds-Healthy Aging program in Napa. Will be posting the Planner position soon. Processing wage increases per Area Plan Budget - 3% for positions funded by Older Americans Act (Note MSSP and Solano PEAS were adjusted with their respective budgets.) The matter of salary adjustment for the Executive Director will be on the agenda for the next Board meeting.
 - Attended National Association of Area Agencies on Aging (N4A) annual conference in San Diego July 24-28. Throughout the year, I appreciate the advocacy that N4A provides on the federal level, and this was an opportunity to learn about what other AAAs across the country are doing. I have shared a page from the conference program that summarized the focus areas. I brought back information to share on best practices in Healthy Aging, Business Development, Livable Communities and more. This information is timely and helpful as we consider the path forward for this organization.

Old Business:

1. Following the recommendation from the Advisory Council at the August Board meeting, the decision to engage an independent consultant to conduct a salary and benefits survey, the consensus was to hold off, in anticipation that this might be included in a larger organizational assessment, as proposed.
2. As discussed at a previous Board meeting, changes to the proposed staffing levels for the current fiscal year will be reflected in the budget revision that is anticipated in October.

Tabled Business: None.

New Business:

1. **Motion by JoAnn Busenbark to engage Grant Bennett Associates to conduct the financial audit for the fiscal year ended June 30, 2016, seconded by James McCully, motion carried.**
2. The discussion and action regarding scope of work for proposed consultant to conduct a salary and benefits survey and or additional organizational study, and identify resources to support this expenditure, will be carried over to the next Board meeting, anticipating that advice will be forthcoming from the next meeting that the Executive Committee has with the group from both Counties.
3. Discussion regarding the Board hosting a social event for the Board and Advisory Council members and AAoA Staff during the winter holiday season. Marilyn Manfredi suggested that members consider potential locations and continue this discussion at the next meeting.

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

Roundtable Announcements: JoAnn Busenbark announced that there would be a Texas Holdem fundraiser for Molly's Angels at the Napa Senior Center. Arnold Koenig reported that the Napa County Alliance for Senior Education was progressing well with their organizational work.

The meeting was adjourned at 4:25 PM.

The next meeting will be on at 2:30 on September 20, 2016 in Vallejo.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: September 20, 2016