

Area Agency on Aging Serving Napa and Solano

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Minutes of Board Meeting: Tuesday, October 18, 2016, 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	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	Excused
2	Betty Rhodes	Excused
3	Charles Morse	Present
4	Beverly Saxon-Leonard	Present
5	Vacant	
At-Large	Jo Ann Busenbark	Present
At-Large	Carolyn Wrage, Chair	Present
At-Large	Vacant	

The meeting was called to order, following introductions PM by Chair Carolyn Wrage. A quorum was present at 2:45.

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

Public Comment: None.

Regular Business

1. **Motion by James McCully to approve the agenda for the October 18, 2016 Board meeting as presented, seconded by Rev. Ubalde, motion carried.**
2. **Motion by James McCully, to approve the minutes for the September 20, 2016 meeting as presented, seconded by JoAnn Busenbark, motion carried.**
3. Finance / Treasurer's Report:
 - a) Jacquelin Bell, CFO noted that the finance committee had not met this month, She discussed the September 2016 Finance Report, which accurately reflects activity for the first quarter of the fiscal year. She pointed out some anomalies in the report that are the result of how our present system is a complex hybrid of cash and accrual methods of accounting. This impacts how the accounting software handles entries related to year-end close-out reports. For example, due to the short time between the end of the fiscal year (June 30) and the due date for submitting the close-out report to CDA (July 31), it is difficult to have actual financial invoices from all contract providers and vendors, so it has been our practice to use estimated amounts in order to expedite the reporting process, and then reconciling adjustments are made. She indicated that the accounting system is very robust, and has the capacity to conduct forensic accounting capture all transactions. Our current practices are not completely compliant with Government Accounting Standards. She is recommending that

the auditors partner with the AAoA to determine what is feasible, given the complexities of our funding, and recommend the steps to take to transition from the current practices to accounting methods that are compliant with current standards. She suggested that, in an effort to maintain transparency, a special meeting of the finance committee be scheduled in November. She noted that it would be good if the committee could meet the week of November 7, when the independent auditors are scheduled to be on site, and available for consultation. **Motion by JoAnn Busenbark to accept the September 2016 Financial reports, seconded by James McCully, motion carried.**

4. Correspondence: None
5. Advisory Council Report: Steven Rozensky reported that the Council met on October 6, and indicated that the Advisory Council did not have any recommendations for the Board of Directors. Teri Ruggiero indicated that the Program Monitoring Committee will be meeting on October 31 to review the provider service delivery reports for the first quarter of the fiscal year. She also reported that Cathy Lavaroni Hall, Executive Director of Meals on Wheels of Solano County had provided an update on senior nutrition programs in Solano County. She discussed the arrangement of contracting with Valley Services for meal preparation, and the advantages of providing frozen meals in the home-delivered meal program.
6. Committee Reports:
 - a) Executive Committee – Carolyn Wrage noted that the committee had met with the Executive Director on October 3, to revise the proposed scope of work for Bruce Wagstaff, the consultant to conduct an organizational assessment of the AAoA. JoAnn Busenbark referred to the document in the meeting packet which illustrated the changes, deletions and additions to the initial proposal offered by Mr. Wagstaff. Leanne Martinsen indicated that Mr. Wagstaff had subsequently provided an outline of a work plan, and she had used that information to develop a draft contract, which was provided to the board members for their consideration.
 - b) Membership Committee – Rev. Ubalde stated that the Napa County Board of Supervisors had made appointments as listed under New Business, and the committee had an opportunity to meet with them. **Motion by Rev. Ubalde to accept the re-appointment of Heather Stanton, and the appointments of Charles Morse, Beverly Saxon-Leonard and Betty Rhodes to the AAoA Board of Directors, seconded by JoAnn Busenbark, motion carried.**
 - c) Housing Concerns – A Housing Summit will be held this Friday, October 21 in Yountville. Leanne Martinsen reported that she and at least three Advisory Council members have registered, and Carolyn Wrage and JoAnn Busenbark also reported that they will be participating.

- d) Legislative and Veterans Issues, Dr. Richard Lundin indicated that there have been reports of a very slight increase in Social Security. He reported on the Stand Down events in Pleasanton and Dixon that provide access to services for homeless veterans, and also discussed new housing for veterans in Dixon and Vacaville.
7. Leanne Martinsen distributed a written report on recent AAoA Activity, highlighted the following.
- We have received Budget Amendment #1 from CDA, additional funds \$159,088 – One-Time-Only for Home-Delivered Meals and LTC Ombudsman programs. Also smaller amounts for Congregate Nutrition and Tittle IIIB and IIIE that will be offered to providers as contract amendments (IIIB OTO is about 9% of baseline, IIIE OTO is about 13.5% of baseline). This also triggers a CDA budget amendment, within the next 30 days, so this will be brought to the Board at your next meeting. Note that this is categorical funding, and there are no additional funds for Administration.
 - Independent Audit for Fiscal Year ended June 30, 2016 scheduled during November
 - CDA Fiscal Audit for Fiscal Years 2011/12 through, 2014/15 scheduled in January 2017.
 - Notified by Napa Valley Vintners/ Auction Napa Valley funds to support community health programs in Napa (Including StopFalls Napa Valley) \$80,000 award for next year, not to announce until after they have made their public announcement.
 - Staffing: Interviewed and expect to hire a full-time Planner this week. Posted part-time clerical assistant position to support Fiscal operations.
 - Many outreach opportunities during the fall season, Health and Resource Fairs in many communities. We have a team, the AAoA Go-Getters” walking in the Solano walk to End Alzheimer’s on Saturday October 23. You are welcome to join us. At last check our team had raised \$850.00, and we would like to reach \$1,000, so your donations are welcome. You can donate on-line or make a check out to the Alzheimer’s Association.

Old Business: None

Tabled Business: Discussion & Possible Action re: Executive Director Performance Review and Compensation: There was discussion about the consultant providing performance evaluation tools, and In response to a question, Leanne Martinsen noted that other staff in programs funded by the Older Americans Act received a 3% increase in July, as this was included in the initial Area Plan Budget, but that the budgeted increase for the Executive Director was not processed, pending approval of the Board of Directors. Jacquelin Bell noted that the Executive Director is not the most highly compensated employee in the AAoA organization, and in response to a question agreed to provide information about staff salaries for the Board’s consideration. **Motion by James McCully, to authorize a 3% salary increase for Leanne Martinsen, Executive Director, retroactive to July, seconded by JoAnn Busenbark, motion carried.**

New Business:

1. Action Item: Voted during Membership Committee agenda item to accept the re-appointment of Heather Stanton to fill the position for Napa County District 1 and serve the remainder of the term expiring on June 30, 2018.
2. Action Item: Voted during Membership Committee agenda item to accept the appointment of Charles Morse to fill the position for Napa County District 3 and serve the remainder of the term expiring on June 30, 2017.
3. Action Item: Voted during Membership Committee agenda item to accept the appointment of Betty Rhodes to fill the position for Napa County District 2, and serve the remainder of the term expiring on June 30, 2017
4. Action Item: Voted during Membership Committee agenda item to accept the appointment of Beverly Saxon-Leonard to fill the position for Napa County District 4, and serve the remainder of the term expiring on June 30, 2018.
5. Action Item re: scope of work for proposed consultant to conduct an organizational assessment of the Area Agency on Aging. **Motion by Marilyn Manfredi, to authorize Leanne Martinsen, Executive Director, to initiate the proposed contract with Bruce Wagstaff to conduct an organizational assessment of the AAoA, and contracts with both Napa and Solano County to cover their share of the costs, seconded by JoAnn Busenbark, motion carried, with one member voting nay.** Leanne Martinsen indicated that the total cost of the contract is estimated to be \$31,265, which will be invoiced to the AAoA. Both Napa and Solano Counties have agreed to contribute \$12,500 to the AAoA to cover 40% of the costs, and the remaining \$6,265, (20%) would come from AAoA funds. There was discussion about the concerns of “community stakeholders”, what is their role, and since they are not identified, how do we know what specific complaints have been made, and that it is our job to address them. The consensus was that the consultant should be directed to include these individuals or groups in the evaluation process.
6. Discussion and Possible Action re: Board Meeting Schedule in November. The Executive Director will be out of town on Tuesday November 15, to participate in the C4A annual meeting & conference. **Motion by JoAnn Busenbark, to cancel the regular meetings of the Board of Directors in November and December, and schedule a Board meeting on November 6 in Vallejo, seconded by Robert Panush, motion carried.** The Finance committee will meet in November, on a date to be determined, preferably after the November 8 election, and when the independent auditors are conducting field work on site.
7. Discussion regarding the Board hosting a social event for the Board and Advisory Council members and AAoA Staff during the winter holiday season. The consensus was to plan something after the holidays, and that this item should be on the meeting agenda in December.

8. **Motion by Marilyn Manfredi to accept the proposed schedule of meeting dates and locations for calendar year 2017, seconded by JoAnn Busenbark, motion carried.** There was also discussion about considering changing the time of the meeting, as 2:30 pm is inconvenient for members who are not retired, and this should also be an item on the meeting agenda in December.

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 December 6, 2016 in Vallejo.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: December 6, 2016