

## Area Agency on Aging Serving Napa and Solano

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### **Minutes of Board Meeting: Tuesday, June 20, 2017, 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	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	Present
3	Charles Morse	Excused
4	Beverly Saxon-Leonard	Present
5	Vacant	
At-Large	Jo Ann Busenbark	Present
At-Large	Carolyn Wrage, Chair	Present
At-Large	Kelly Abernathy	Excused

The meeting was called to order at 2:35 PM by Chair Carolyn Wrage. A quorum was present.

Present: Leanne Martinsen – Executive Director, Jacquelin Bell, CFO, Vincent Valenzuela -- Planner, Arnold Koenig – Advisory Council member.

#### Regular Business

- 1. Motion by Betty Rhodes to approve the agenda for the June 20, 2017 Board meeting as presented, seconded by Marilyn Manfredi, motion carried.**
- 2. Motion by Robert Panush, to approve the minutes for the May 16, 2017 meeting as presented, seconded by Betty Rhodes, motion carried, with Rev. Dr. Tony Ubalde and Marilyn Manfredi abstaining.**
- Finance / Treasurer's Report:
  - Jacquelin Bell, CFO, reported that the Finance Committee had met just prior to the Board meeting. She distributed and reviewed the Fiscal Notes and the Finance reports for the period ending May 31, 2017 that were included on pages 9-11 of the meeting packet. She noted that there was a discrepancy between the Financial Accounting System and the payroll account, which has been reconciled. She stated that she has queried the system and identified one posting error, as well as other transactions which she has requested that the CPA auditors review. There was a spirited discussion about cash flow challenges in prior years, and the Board's responsibility to authorize financial transactions, including indebtedness, and whether the loan was covered in the independent audit. Leanne Martinsen will research the matter to determine when the line of credit was accessed, and a loan was accepted (*Note: subsequently determined to be 2008*). It was also clarified that a committee was appointed at the May 2017 Board meeting to address the line of credit and cash flow needs of the organization, but the committee has not yet met. Carolyn Wrage noted that the Board has established as priority, the Long-Term

Financial Health of the Agency. **Motion by Michael Donnellan that the Board authorize an increase in the line of credit to \$150,000, seconded by Marilyn Manfredi. The motion was amended by James McCully, to task the CFO, Executive Director and Treasurer to follow through and inform the Board of such actions, seconded by Robert Panush. The amendment and motion both carried.** The Committee will meet and report to the Board at the July meeting. Rev. Ubalde commented that the Board needs to be made aware of cash flow issues as they occur. Jacquelin revisited the current cash management situation with delayed payments from CDA, tracking reimbursements, and making sure that grant funds are expended before the end of this fiscal year. She noted that the reconciliation for the current and past fiscal year has been completed, which should save time and expenses with the annual audit. The team from Grant Bennett is scheduled to be on site the last week in June to complete work on the 2015-16 independent audit, and it is anticipated that they will present their report at the July 18, 2017 meeting of the Board of Directors. Jacquelin also recommended that we consider options for engaging an audit firm for the 2016-17 annual audit. This item will be placed on the agenda for the July Board meeting. **Motion by Marilyn Manfredi to accept the Finance Report, seconded by Betty Rhodes, motion carried.** Michael Donnellan indicated that he had met with Solano County Supervisor Skip Thomson (who had appointed him), and the Board of Supervisors would welcome more information from the AAoA. There was more discussion about informal presentations and an annual report, as well as a discussion of strategies on how the Executive Director and Board members could work together on communications with the respective County Boards of Supervisors.

4. Correspondence: None
5. Advisory Council Report: Leanne Martinsen reported that the Advisory Council had met on June 8. The Council did not have any specific recommendations for the Board of Directors at this time, and adopted a revised meeting schedule for the summer months, so the next meeting will be on August 10.
6. Board Committee and Work Group Reports:
  - a) Executive Committee: Carolyn Wrage indicated that JoAnn Busenbark had agreed to chair the ad hoc committee to establish Goals and Objectives for the Executive Director and to develop an evaluation, as was recommended in the recent organizational assessment. JoAnn reported that the other members that had agreed to serve on the committee are Rev, Ubalde, Marilyn Manfredi and Kelly Abernathy. She indicated that the ED job description had been shared with the Board, and also referenced pages 11-12 from the Board Manual in defining the tasks of the committee.
  - b) Membership Committee: Rev, Ubalde noted that members serving in at-large positions that expire on June 30, 2017 had contacted him to indicate their intent to continue serving on the Board. In response to a question, Leanne Martinsen noted that Napa County posts the positions for a period of time and then appoints for the next term. There is still a vacancy in Napa for District 5,

and that will be posted along with Districts 2 and 3 which are represented by incumbents who wish to continue serving on the Board of Directors.

- c) Legislative and Veterans Issues: Dr. Lundin commented on the war in Afghanistan, which has been going on for 17 years, and recent events in North Korea. He noted that the response from the US military, including new equipment, and recruiting new personnel with specialized skills to respond to the current situations. Rev. Ubalde questioned how the AAoA supports veterans, and Leanne Martinsen replied that our Direct Service Staff (Information & Assistance, Outreach, etc.) works closely with and refers to the Veterans Service Officers in both Counties, to connect veterans to services for which they are eligible.
7. Leanne Martinsen distributed a written report on recent AAoA Activity, and focused on the development of provider contracts for 2017-18, recruitment for the Long-Term Care Ombudsman Coordinator for Napa County, Transition of the Solano Long-Term Care Ombudsman Program to a contractor. She also noted that the Planner's position has been posted, as Vincent Valenzuela is transferring to fill a Case Manager vacancy in the Solano Prevention and Early Access Program.
8. Vincent Valenzuela indicated that this would be his last meeting as the Planner, as his new position with the AAoA PEAS program would begin on July 10.

Public Comment: Arnold Koenig thanked staff for participating with NCASE on the Elder Abuse Prevention Symposium on June 15, and the follow-up on June 16 to bring stakeholders from Napa, Solano and Sonoma Counties to share information. There was also a representative from McGeorge Law School in Sacramento County, and Dr. Bill Weddington gave a presentation on the proposed caregiver training curriculum at Napa Valley College. Sonoma County has received a grant to establish an Elder Justice initiative, and has agreed to host the next meeting on October 9 in Petaluma to share best practices. Arnold also discussed opportunities to work with media (local radio and Cable Access TV) to promote our causes.

Old Business:

1. Marilyn Manfredi was recognized for her efforts in planning the reception that was held on June 15. She indicated that this was an initial effort, and she was pleased that over 30 attended, including 4/5 Napa County Supervisors, and one from Solano County, a majority of the Board of Directors, several Advisory Council members, and AAoA staff. She thanked her committee members, Heather Stanton and Rev. Ubalde, and especially James McCully and Steve Rozensky for donating the wine. It was suggested that this be followed up with another event in a few months, and expanded to include contracted providers. It was also recommended that providers be invited to Board meetings in the future for brief presentations.

Tabled Business: None

New Business:

1. Discussion and Action Item: Reporting out on the June 3 Board Retreat and Planning session, Marilyn Manfredi indicated that she had been in contact with Connie Harris, Director of the Solano Community Foundation regarding Board training, and her fees would be \$100/hour, with a 2 hour minimum. The Solano Community Foundation has a series of classes in their Nonprofit Partnership, with a different topic each month, and Board members are welcome to sign up and attend these workshops. The one in July is Operating your non-profit organization as a business. Carolyn Wrage encouraged Board members to review the Retreat session notes, and focus on the top priorities that were adopted, including the Financial Health of the organization, communication with the Boards of Supervisors, and Performance Evaluation for the Executive Director. Leanne Martinsen noted that the communications assigned for June were completed, and the items that were noted for inclusion on Board meeting agendas for July-September are on track. In the discussion that followed, Jacquelin invited Board members to contact her if they have concerns about any of the financial information provided to the Board, and it was suggested that when the Finance Committee has the opportunity to review reports in detail, the information provided at the Board meeting should reflect a summary from the committee. **Motion by Betty Rhodes to engage Connie Harris with the Solano Community Foundation, to provide training to the Board of Directors on reading and understanding financial reports, seconded by James McCully, motion carried.** If Ms. Harris is available, Leanne Martinsen will schedule this training in August or September. There was also discussion regarding developing agendas for future meetings of the Board of Directors with consent items, which may provide more efficient handling of routine matters and allow time for provider presentations and other items of concern.

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

Roundtable Announcements: None

The meeting was adjourned at 4:20 PM.

The next meeting will be on at 2:30 on July 18, 2017 in Napa.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

Approved by \_\_\_\_\_, Secretary to the Board

Date: July 18, 2017