

Area Agency on Aging Serving Napa and Solano

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Minutes of Board Meeting: Tuesday, August 15, 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

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

Napa County

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| Dist. 1 | Heather Stanton | Present |
| 2 | Betty Rhodes | Excused |
| 3 | Charles Morse | Present |
| 4 | Beverly Saxon-Leonard | Present |
| 5 | Vacant | |
| At-Large | Jo Ann Busenbark | Excused |
| At-Large | Carolyn Wrage, Chair | Present |
| At-Large | Kelly Abernathy | Present |

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, Joan Bennett, Applicant for Napa County District 5 appointment.

Regular Business

1. **Motion by Heather Stanton to approve the agenda for the August 15, 2017 Board meeting deleting the presentation of the audit report, seconded by Kelly Abernathy, motion carried.**

2. **Motion by James McCully, to approve the minutes for the July 18, 2017 meeting as presented, seconded by Kelly Abernathy, motion carried, with Heather Stanton and Charles Morse abstaining.**

3. Finance / Treasurer's Report:

- a) 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 internal draft Year-End reports for the Year-End. She noted that there would be adjustments made as the contract provider close-out reports were reviewed so this report had not been finalized. The finance committee notes addressed the draft audit report for FY 2015-16 and noted that changes in the Code of Federal Regulations and GASB recommendations require that the AAoA restructure how to engage internal and external audit services. She indicated that she would send a powerpoint presentation to Board members that covers many of the new requirements. She noted that the external auditors expect that auditees present audit-ready documents that are reconciled, accurate and reviewed. It is best practice that no one person/employee have control over all aspects of this function, and this has been a challenge with the limited number of employees. **Motion by Heather Stanton to accept the recommendation to execute a consulting contract with a CPA or internal auditor/GAAP**

compliance specialist to provide the objective separation and review work, for 80-120 hours at \$100/hour, seconded by James McCully, motion carried.

Another recommendation was consideration of applying for a negotiated indirect cost rate for administration of public funds, which could result in more appropriately covering the increased costs of complying with the administrative and audit requirements, as well as realistic cost of benefits and technology. The consensus was that staff should survey other AAAs that have a negotiated indirect cost rate, and bring this matter back to the board for consideration at the next meeting. Jacquelin also revisited the current cash management situation with delayed payments from CDA, although the receivable amount is estimated to be \$500,000, and the bank line of credit that has been accessed to cover essential operating expenses. There was discussion about the timeline of events.

4. Correspondence: None
5. Advisory Council Report: Leanne Martinsen reported that the Advisory Council had met on August 10. The Council did not have any specific recommendations for the Board of Directors at this time. The next meeting will be on October 5 in Napa.
6. Board Committee and Work Group Reports:
 - a) Executive Committee: Carolyn Wrage indicated that the Executive Committee had not met since the last Board meeting.
 - b) Membership Committee: Rev, Ubalde noted that the other committee member is Carolyn Wrage, and he would welcome another member. Kelly Abernathy volunteered. He noted that the committee had met just before the regular meeting and interviewed Joan Bennett, who has an application pending with Napa County to fill the vacancy in District 5, and he looks forward to having all of the Napa County positions filled. He also noted that Robert Panush has resigned, so the Solano County District 3 position is currently vacant.
 - c) Personnel/Evaluation Committee – This committee consists of JoAnn Busenbark, Carolyn Wrage, Rev, Ubalde, Marilyn Manfredi and Kelly Abernathy. JoAnn was not present, and other members noted that a meeting is scheduled for September 12 in the morning.
 - d) Strategic Planning and Oversight Committee – Michael Donnellan, Marilyn Manfredi, James McCully and Heather Stanton are on this committee. Michael Donnellan reported that the committee’s approach is to get a better understanding of agency operations, and will be meeting with Leanne Martinsen and Jacquelin Bell on September 12 in the afternoon, to formulate a plan to approach County Government for support. James McCully has requested that the insurance carrier come to a meeting and explain the fiduciary responsibilities of the Board, and Leanne Martinsen indicated that has been tentatively scheduled for the October Board meeting. He also commented that the training on financial reports was scheduled for next Wednesday, August 23 at the Solano County Community Foundation.

- e) Long-Term Financial Health/Stability Committee – This committee was formed before the Board retreat, and the consensus was that after the activation of the Strategic Planning and Oversight Committee, the tasks were similar, and should be merged.
 - f) Legislative and Veterans Issues report from Dr. Richard Lundin was not present to report. James McCully reported on the impact of a gas tax increase of \$.12/gallon on agencies and organizations.
7. Leanne Martinsen distributed a written report on recent AAoA Activity
- Area Plan Update for 2017 submitted on time to CDA on May 1, awaiting feedback/approval.
 - Area Plan Budget and Contract for FY 2017-18 approved by CDA on August 3.
 - Independent Audit for Fiscal Year ended June 30, 2016 still underway, Auditors not prepared to present report at Board of Directors meeting on August 15, will reschedule as soon as possible.
 - Hired candidate for Napa Long-Term Care Ombudsman Coordinator.
 - Arranged for recognition of Elizabeth Mautner’s retirement as Napa Long-Term Care Ombudsman Coordinator at the August 28 meeting of the Napa Commission on Aging, in Yountville.
 - Followed through with Transition Plan for Solano Long Term Care Ombudsman Program and met with E.D. from Contra Costa LTC Ombudsman regarding contract and arrangements.
 - Hired Planner to fill vacant position, will start on 8/28.
 - Continued to work with Collabria regarding the transition of the Napa Information and Assistance, Case Management, Caregiver Referral Registry and Outreach Programs to the new contract, and logistics with co-location at CSOA, the new telephone number is 707-253-4248, and the 1-800-510-2020 number has been re-routed for calls initiated in Napa County to the Napa location as well. Collabria will be coordinating outreach and marketing of this with the Network of Care Launch in the fall.
 - CDA on-site visit scheduled January 8-12, 2018 to monitor Older Americans Act funded programs and services.
 - HICAP counseling site at AAoA on 2nd Friday of the month, by appointment only.
 - Represented AAoA at community forums:
 - Both Napa and Solano Board of Supervisors public comments on Independence in July.

Old Business:

1. Financial Report training for Board Members scheduled on Wednesday, August 23 from 2-4 PM at the Solano Community Foundation Training Room, 744 Empire St., Suite 240, Fairfield, CA. All Board members and Advisory Council members are invited to participate.
2. The bank line of credit (\$50,000) was accessed on August 9 to cover basic operating expenses, including payroll.

3. An application to increase the bank line of credit to \$150,000 has been made to Bank of the West in early July. There was a slight delay when the branch manager requested additional information, but the documentation was provided the same day. Jacquelin Bell indicated that if this is not approved soon, there are other banks that will advance us on a more secured basis, based on an assignment of the proceeds from the accounts receivable from the state. **Motion by James McCully, to authorize the CFO to go to a new lender, and if necessary to transfer all of our business, seconded by Heather Stanton, motion carried.** Charles Morse stated that in an informal conversation with the Director of the Napa Valley Community Foundation a while back, he had inquired as to whether the Foundation had ever served in the role of providing a line of credit, and the answer was that they had done this once before. This might be worth exploring, but the timing would be more appropriate to approach the foundation after the audit reports are finalized.

Tabled Business: None

New Business:

1. Information and possible action item: At the July meeting, several members proposed exploration of philanthropic organizational support in Solano County. Rev. Ubalde, James McCully, and Dr. Richard Lundin agreed to follow up at that time, but Mr. McCully indicated that until more financial information was available, he was not comfortable with approaching potential donors.
2. Information and possible action item: At the July meeting, Jaquelin Bell, CFO indicated that she was compiling a list of qualified audit firms for consideration. The Board may direct staff to proceed with a process to select/engage an Audit firm for FY ending 6/30/2017. The consensus was to carry this over until the next meeting.

Information Items: Heather Stanton requested presentations from the Health Insurance and Advocacy Program (HICAP) and the Multipurpose Senior Services Program (MSSP) at future meetings, as well as a presentation by Jason Curletto on the Program Data/(MIS) reports. The Schedule of Events was included in the meeting packet.

Roundtable Announcements:

- Heather Stanton encouraged members to come to the Napa County Commission on Aging meeting on Monday, August 28 in Yountville, when the AAoA and Commission will be honoring Elizabeth Mautner on her retirement after 20 years as a Long Term Care Ombudsman in Napa County.
- Charles Morse indicated that he needed to step back from committee assignments for a while due to an increased work load.
- Marilyn Manfredi shared a newspaper article about the chair of the Senior Coalition of Solano County, and indicated that it would be nice if the AAoA could have similar media coverage.

The meeting was adjourned at 3:45 PM.

The next regular meeting will be on at 2:30 on September 19, 2017 in Napa.

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: _____