

## Area Agency on Aging Serving Napa and Solano

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### **Minutes of Board Meeting: Tuesday, September 19, 2017, 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	Vacant	
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*

\*participated via telephone

##### **Napa County**

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

Present: Leanne Martinsen – Executive Director, Jacquelin Bell - CFO, Ruth Clark - Planner, Arnold Koenig – Advisory Council Member.

The meeting was called to order at 2:30 PM by Chair Carolyn Wrage. A quorum was present. Leanne Martinsen introduced Ruth Clark, who was hired as Planner, started on August 28, so this is the first Board meeting that she has attended. She shared a bit about her previous work experience, and Board members introduced themselves as well.

Public Comment: None.

#### Regular Business

- 1. Motion by Betty Rhodes, to approve the agenda for the September 19, 2017 Board meeting as presented, seconded by Marilyn Manfredi, motion carried.**
- 2. Motion by Marilyn Manfredi, to approve the minutes for the August 15 2017 regular Board meeting as presented, seconded by Beverly Saxon-Leonard, motion carried, with Betty Rhodes and Joan Bennett abstaining.**
- 3. Motion by Beverly Saxon-Leonard, to approve the minutes for the August 22 2017 special Board meeting as presented, seconded by Michael Donnellan, motion carried, with Charles Morse, Marilyn Manfredi, and Joan Bennett abstaining.**
- Finance / Treasurer's Report:
  - Jacquelin Bell, CFO, noted that the Finance Committee met yesterday and discussed the draft audit report with auditors from Grant Bennet Associates. She distributed copies of the Statement of Position and Report of Income and Expenses as of July 31, 2017. She provided an update on the current cash flow situation, indicating that the check for the Area Plan Closeout in the amount of \$621,093 had been received. She also distributed a vendor report, showing that subrecipients (contract providers) had been paid through the

month of June. She indicated that the lines of credit had been repaid, and it was clarified that the Community Bank line of credit was for \$150,000, but only \$100,000 had been drawn down, and that the Bank of the West line of credit had also been repaid and closed. There was a discussion regarding the transition of banks, and at this time we have operating accounts at both banks, and we may need to retain an account at Bank of the West, where we have a mortgage, for the convenience of making cash deposits locally. Heather Stanton requested a written report to clarify the providers and other vendors that had been paid from the \$621,093. A spirited discussion followed, with several members expressing their concern that the situation had become so critical, that the communication had not been as timely or clear as it should have been. **Motion by James McCully to hold agenda items 4a. (acceptance of July 2017 Financial Reports), 4b. (acceptance of the 2017-18 Agency Budget, and c. (other items from the Finance committee) until the next meeting, seconded by JoAnn Busenbark, motion carried.**

5. Correspondence: None
6. Advisory Council Report: The Advisory Council did not meet in September and there was no report. The next meeting will be on October 5 in Napa.
7. Board Committee and Work Group:
  - a) Executive Committee: Carolyn Wrage indicated that the Executive Committee had not met this month. James McCully suggested that the bylaws committee be reactivated, and review the committee structure and functions.
  - b) Membership Committee: Rev. Ubalde indicated that there was no report from the committee.
  - c) Personnel/Evaluation Committee – The committee met on September 12. JoAnn Busenbark reported that Joan Bennett had joined the committee and the committee is considering formats for the Performance Review of the Executive Director, and will meet again on September 26.
  - d) Strategic Planning and Oversight Committee – The committee met on September 12 with the Executive Director and CFO. Michael Donnellan reported that the Committee had met 5 times, and also communicated with members of the Boards of Supervisors, and discussed potential partnerships for funding, as well as working with a county auditor. Heather Stanton noted that the meeting on September 12 had provided the group with an opportunity to have questions answered about the various programs.
  - e) Legislative and Veterans Issues: Dr. Lundin reported that the armed forces are responding to the areas hit by hurricanes, and also commented on recent collisions between Navy ships and commercial freighters.
8. Leanne Martinsen distributed a written report on recent AAoA Activity, and highlighted the following.
  - Much time has been spent working with CFO to respond to the cash flow situation that resulted in delayed payments to providers and other vendors.
  - Hired Ruth Clark, Planner.

- Participated in annual retreat with the California Association of Area Agencies on Aging (C4A) last week.

She responded to a question regarding the application for funding from the Napa Valley Vintners Association to support StopFalls and other Health Promotion programs in Napa County.

Old Business: None

Tabled Business: None

New Business:

1. Action Item: **Motion by JoAnn Busenbark to accept the appointment of Joan Bennett to fill the Napa County District 5 position, with a term expiring on June 30, 2018, seconded by Heather Stanton, motion carried.**
2. Discussion Item: Joan Bennett noted that as a new member, she had reviewed the organizational assessment, and was very concerned about several of the recommendations, but especially the lack of a recent performance review and the need to provide the Executive Director with direction/expectations.
3. Action Item: **Motion by JoAnn Busenbark that Leanne Martinsen, the Executive Director of the Agency, be authorized and directed to execute and sign, Contract SP-1718-28 and all amendments with the California Department of Aging (CDA) for fiscal year 2017-2018. (The award is \$26,204, and the grant period is 10/1/2017 through 9/30/2018, seconded by Rev. Ubalde, motion carried.**
4. Action Item: **Motion by James McCully to hold the remainder of the agenda items, and proceed to the closed executive session, seconded by Heather Stanton, motion carried.**

The meeting was adjourned to closed session at 4:00 pm and ended at 5:00 pm.

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

The next meeting will be at 2:30 on October 17, 2017 in Vallejo.

Action Item Summary:

Submitted by: Leanne Martinsen, Executive Director

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

Date: October 17, 2017