

Area Agency on Aging Serving Napa and Solano

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Minutes of Board Meeting: Tuesday, October 17, 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	Excused
3	Vacant	
4	Richard Lundin	Excused
5	Michael Donnellan	Present
At-Large	James McCully	Excused
At-Large	Rev. Dr. Tony Ubalde, Secretary	Present
At-Large	Stephen Murphy, Vice Chair	Present

Napa County

Dist. 1	Heather Stanton	Present
2	Betty Rhodes	Present
3	Charles Morse	Excused
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	Excused

The meeting was called to order at 2:30 PM by Chair Carolyn Wrage. A quorum was present.

Present: Leanne Martinsen – Executive Director, Ruth Clark – Planner, Arnold Koenig – Advisory Council member.

Regular Business

- 1. Motion by Betty Rhodes to approve the agenda for the October 17, 2017 Board meeting as presented, seconded by Heather Stanton, motion carried.**
- 2. Motion by Heather Stanton, to approve the minutes for the September 19, 2017 meeting as presented, seconded by Beverly Saxon-Leonard, motion carried.**

Presentation of Audit Report for FY 2015-16. Bryan Wagner and Michael Marucheu, participating by telephone conference line, presented the report of the independent audit for the fiscal year ended June 30, 2016, conducted by Grant Bennett Associates. Copies of the Financial Statements and Supplemental Information report, dated October 17, 2017 were distributed to those present. Bryan Wagner reviewed required communications letter and the Independent Auditor's Report. He noted that the audit report indicated an Unmodified Opinion, which is the best opinion that can be issued. Michael Marucheu summarized the financial statements, noting an increase in grants receivable as compared to the prior year, and a change in net assets of \$7,687. He also noted that the management and administrative expenses were about 7%, and program services expenses about 93% of the total, consistent with prior years. In response to a question, he indicated that the change in cash from the beginning to the end of the year probably had to do with the timing of certain grants. The notes to the financial statements explain the significant accounting policies and related information. The supplemental schedules and reports are required to show how Federal and State funds are distributed, and

how much was passed through to service providers. He explained that compliance testing was performed on the Aging Cluster, which covered approximately 70% of the total cash and noncash federal award program expenditures. He also noted that the report on internal control disclosed no instances of noncompliance or other matters that are to be reported under Government Auditing Standards, and that the Area Agency complied with the types of compliance requirements for the major federal programs for this year. The Summary of Auditors Results indicated that for both the Financial Statements and Federal Awards, the type of auditor's report was Unmodified, and although there were material weakness(es) identified, there were no significant control deficiency(s) identified that are not considered to be material weakness(es). There was no noncompliance material to the financial statements, and no audit findings disclosed that are required to be reported in accordance with the Uniform Guidance. In response to a question, he indicated that at least two of the findings are very common with smaller non-profit organizations. They discussed the findings, recommendations and management's responses. They answered questions from Board members, and indicated that Board members could call them if there were additional questions or concerns.

3. Carolyn Wrage reported that the Board had conducted Executive (closed) sessions on September 19 and October 3. She indicated that the September session focused on the employment status of the Chief Financial Officer (Jacquelin Bell is leaving at the end of October). The October 3 session focused on the employment status of the Executive Director, with a vote taken at that meeting to release the E.D. from employment by December 31, 2017.
4. Finance / Treasurer's Report:
 - a) Leanne Martinsen reported that the Finance Committee had met just prior to the Board meeting to review the financial reports, the July and August Financial statements and the Agency Budget, that were included in the agenda packet. She indicated that technical difficulties prevented the printing of the September financial statements.
 - b) There were some questions on the budget categories, which she will research and get back to the committee at their next meeting.
 - c) **Motion by Heather Stanton, to accept the audit report for FY 2015-16 as presented today, seconded by JoAnn Busenbark, motion carried.**
5. Correspondence: None
6. Advisory Council Report: Leanne Martinsen reported that Steve Rozensky was unable to attend today, and that the Advisory Council had met on October 5, and approved the minutes from their August 10 meeting, which were included in the meeting packet. They had an informative presentation from Tiffanie Walker about the Collabria Care Senior Services, now under contract with the AAoA to provide Information and Assistance, Case Management, Caregiver Referral Registry and Outreach, as well as an overview of the Napa Aging and Independence Website. The Council did not have any specific recommendations for the Board of Directors at this time. The next meeting will be on November 2 in Vallejo.

7. Board Committee and Work Group Reports:
 - a) Executive Committee: Carolyn Wrage indicated that the Executive Committee had met on September 27 with Leanne Martinsen, Executive Director to present a notice of expectations that the Board had developed during the closed Executive session on September 19. After October 3 meeting, the Executive Committee met with Leanne, and subsequently requested that Beverly Saxon-Leonard draft the termination notice, which was delivered to Ms. Martinsen. A letter accepting the Counties offer of technical assistance was signed and sent on October 5. She also noted that she had attended the Advisory Council meeting on October 5 and informed them that the Board had been working on the Agency's financial situation, and answered their questions about the line of credit. Prior to the Board meeting today, the Executive Committee authorized Leanne Martinsen to recruit to fill the CFO position. Leanne Martinsen indicated that she had asked former CFO Doug Hanson to assist during the transitional period, to insure that the fiscal reporting to CDA continues and financial reports are produced.
 - b) Membership Committee: Rev, Ubalde noted that he had called Supervisor Springing to remind him that there was a vacancy on the Board for district 3. Leanne Martinsen indicated that she had also had a conversation with Mr. Springing last month, when he indicated that he was preparing to appoint a member from his district.
 - c) Personnel/Evaluation Committee –JoAnn Busenbark indicated that she had distributed the draft of the tool that the committee had developed for the Executive Director performance evaluation. They are also considering the job description and asked the Board how they wished to proceed. The consensus was that the evaluation tool was acceptable, and the priority was to update the job description to provide to the Counties that will assist with the recruitment. It was recommended that the next step was to obtain job descriptions from other AAA's, and to share with the Board.
 - d) Strategic Planning and Oversight Committee – Michael Donnellan reported that he had written a letter to the County Supervisors requesting that County HR assistance with the recruitment process. Due to the short time frame, Heather Stanton suggested that the Executive Committee be empowered to act on behalf of the Board. JoAnn Busenbark commented on the posting of the CFO position, suggesting that it would be a good opportunity for someone just getting started.
 - e) Legislative and Veterans Issues report from Dr. Richard Lundin was not present to report.
8. Leanne Martinsen distributed a written report on recent AAoA Activity, including staffing changes, working to submit a revised Area Plan Budget, that includes additional categorial funding for Older Americans Act funded programs, and preparation for the CDA site monitor visit that is scheduled to take place in January. She also provided copies of the letter that was written to the County Supervisors on October 4, accepting their offer of technical assistance and noted that we are still awaiting a response. She distributed a status report on the

response to recommendations from the Organizational Assessment report. She discussed the response to the recent fire emergency, and the summary that had been sent to CDA on Friday.

Old Business: None

Tabled Business: None

New Business:

1. **Motion by Heather Stanton, to engage Grant Bennet Associates to conduct the independent audit report for FY 2016-17 as presented today, seconded by Betty Rhodes, motion carried.**
2. **Motion by Heather Stanton, to maintain the regular meeting schedule, with the next meeting to be held on November 21 at CSOA in Napa, seconded by Betty Rhodes, motion carried.** Carolyn Wrage indicated that she will not be available to chair the scheduled December Board meeting.
3. **Motion by Rev. Ubalde, to adopt the meeting schedule for 2018 as presented, seconded by Heather Stanton, motion carried.**

January	16	Napa	July	17	Napa
February	20	Vallejo	August	21	Vallejo
March	20	Napa	September	18	Napa
April	17	Vallejo	October	16	Vallejo
May	15	Napa	November	20	Napa
June	19	Vallejo	December	18	Vallejo

Information Items: Arnold Koenig asked the Board for input on the response to emergencies like the recent fires. Leanne Martinsen responded that the Agency has an Emergency Action Plan, which describes how the organization will prepare for and respond to local disaster emergencies. While the AAA does not have resources to act as first responders on a 24/7 basis, the priority is to provide Information and Assistance, communicating with provider organizations, and connecting folks to needed resources. The Long-Term Care Ombudsman program followed residents who had been evacuated from facilities, and the Home-Delivered meal providers had to adjust as evacuations were implemented, and volunteers were not available. Emergency supplies (flashlights, bottled water, granola bars, first aid kits, etc.) are stocked at both the main office and the Drop-In Center, and we realized that we need to add face masks to provide when the emergency results in poor air quality. It was noted that the reported fatalities were older adults. In response to a question from Rev. Ubalde, Arnold Koenig stated that outreach, and prevention through education are important components, and legislation as well.

Roundtable Announcements: JoAnn Busenbark announced that the Napa Centenarian Celebration was postponed and will be rescheduled. The Cirque de Napa event was cancelled on October 14. Joan Bennett announced that the Senior Fair in American Canyon was cancelled and would be rescheduled. Heather Stanton reported that the next meeting of the Napa Commission on Aging on Monday October 23 would be held at the Upper Valley Campus of the Napa Valley College in St. Helena. Ruth Clark noted that the Ombudsman Services of Contra Costa and Solano had invited AAoA staff to

participate in a training that they were providing on the Veterans Aid and Attendance Benefit next week. In response to a question, she indicated that she was really impressed by the evidence-based health promotion programs that are provided by the AAoA. Leanne thanked the Board members for supporting the AAoA Go-Getters team that will be participating in the Solano County Walk to End Alzheimer's on October 28.

The meeting was adjourned at 4:05 PM.

The next regular meeting will be on at 2:30 on November 21, 2017 in Napa.

Submitted by: Leanne Martinsen, Executive Director

Approved by _____, Secretary to the Board

Date: November 21, 2017