



**Board of Director's Meeting -- Tuesday, November 21, 2017 -- 2:30 PM  
Area Agency on Aging Serving Napa and Solano**

**Comprehensive Services for Older Adults (CSOA) Main Conference Room  
650 Imperial Way, Napa, CA 94559**

*The Area Agency on Aging Serving Napa and Solano does not discriminate against persons with disabilities and meetings of the Board of Directors are held in accessible facilities. If you wish to attend this meeting and you will require assistance in order to participate, please call the Area Agency on Aging office at 707-644-6612 at least 24 hours in advance of the event to make reasonable arrangements to ensure accessibility to this meeting.*

*Non-confidential materials related to an item on this Agenda submitted to the Advisory Council and/or Board of Directors after distribution of the agenda packet are available for public inspection at the office of the Area Agency on Aging Serving Napa and Solano, 400 Contra Costa Street, Vallejo, during normal business hours.*

**AGENDA**

Carolyn Wrage, Board Chair Presiding

2:30 PM Call to order, Quorum check / Sign-in, Introduction of Guests

Public Comment Period (10 minutes) *Please limit to 2 minutes for each speaker, and limit your comments within the subject matter jurisdiction of the Area Agency on Aging Advisory Council and Board of Directors. The Board and Council will hear public comments for up to ten minutes. Any additional public comments will be heard at the conclusion of the meeting. Items from the public will be taken under consideration without discussion by the Board and Council and may be referred to staff. Time limits and subject matter guidelines are to ensure that the Board may complete its agenda in a timely manner.*

**Regular Business**

1. Review / Amend / Approve Agenda for the November 21, 2017 meeting.
2. Review / Amend / Approve Minutes of October 17, 2017 Regular Board Meeting (copy attached).
3. Finance/Treasurer's Report: Note: Doug Hanson is working on the financial statements, but they were not complete at the time of this mailing. We anticipate that they will be available to distribute via e-mail by November 17. The Finance/Audit Committee will meet at 1:00 pm on Monday, November 20 in Vallejo to review the current financial status, as well as other current finance reports and the agency budget for 2017-2018.

- a. October 2017 Financial reports. Finance committee will review prior to regular Board meeting. Recommended Action: to accept report.
  - b. Agency Budget 2017-18. Finance committee will review prior to regular Board meeting. Recommended Action: to adopt budget.
  - c. Area Plan Budget Revision #1 (with distribution of One-Time-Only “OTO” funds), has been submitted to CDA, Recommended Action: to accept report.
  - d. Meeting of Executive Director and Board Chair with Community Business Bank on November 13 to respond to letter regarding freeze on line of credit (copy attached).
  - e. Any other items from Finance Committee.
4. Correspondence: Resignation of Board Member, Treasurer Marty Kuehneman
  5. Advisory Council Report and Recommendations: The Advisory Council met on November 2. Minutes of the October 5 meeting are included in the meeting packet. The next meeting will be held on December 7 in Napa.
  6. Board Committee and work group reports
    - a. Executive Committee – Carolyn Wrage may report on any committee activity.
    - b. Membership Committee – Rev. Tony Ubalde may report on any Membership Committee activity. Elaine Clark has been appointed to fill the vacancy from Solano County District 3, but is not available to participate this week. Leanne Martinsen, E.D. has been in contact with her to arrange for an orientation before the next Board meeting.
    - c. Personnel/Evaluation Committee – JoAnn Busenbark may report on any Committee activity.
    - d. Strategic Planning and Oversight Committee – Michael Donnellan may report on any Committee activity.
    - e. Legislative and Veterans Issues report from Dr. Richard Lundin.
  7. Executive Director Leanne Martinsen will present a report on recent AAoA Activity.

**Old Business:** None.

**Tabled Business:** None.

**New Business:**

1. Action Item: The Board may take action to accept the appointment of Elaine Clark to fill the Solano County District 3 position, with a term that will expire on June 30, 2019 (Certificate of Appointment attached).

2. Discussion Action Item: The Board may appoint or elect a member to serve as Treasurer for the remainder of the term, expiring on June 30, 2018.
3. Discussion Action Item: There is a need for at least 3 Board members to be authorized signers on the AAoA Checking account. Checks are generally issued on a weekly basis, and those in amounts over \$1,000 require two signatures. Members may volunteer, and direct staff to facilitate the arrangements with the bank(s).
4. Action Item: The Board may authorize staff to engage a Certified Public Accountant to assist with audit adjustments and prepare the financial records needed for the independent audit for the fiscal year ended June 30, 2017.
5. Action Item: The Board may vote to establish a new committee to coordinate the recruitment of a new Executive Director.
6. Action Item: Resolution authorizing that Leanne Martinsen, the Executive Director of the Agency, and Carolyn Wrage Chair be authorized and directed to execute and sign a grant agreement with Napa Valley Vintners Healthy Community Fund in the amount of \$88,000 to provide general operating funds in support of the overall mission, and to provide services that promote health and safety for older adults in Napa County. Copies of this contract have been sent to Board Members via e-mail.)
7. Action Item: The next Regular Board meeting is scheduled on December 19, 2017. Board may choose whether to hold the regular meeting as scheduled on, to cancel the December meeting or to have a special meeting on another date.

Information Items: For discussion      Schedule of Events (Copy attached).

Roundtable / Announcements (2 minutes, please). Comments by and Board Members

Adjournment.

The next Advisory Council meeting will be on Thursday December 7, 2017, at 1:00 pm at the Napa Senior Activity Center Annex, 1500 Jefferson St., Napa.

The next Board of Directors meeting will be on December 19, 2017, or another date to be determined, at 2:30 pm at the AAoA Conference room, 400 Contra Costa St. Vallejo.