



NAPA / SOLANO AREA AGENCY ON AGING

275 Beck Avenue, Fairfield, CA 94533



OVERSIGHT BOARD MEETING

Monday, October 25, 2021
10:00 am to 12:00 pm (noon)

Virtual Meeting: Zoom

<https://us02web.zoom.us/j/89953090023?pwd=QnN4YTJldzI2amFDRXQ4bThBN0ZrZz09>

Meeting ID -- 899 5309 0023

Passcode -- 396628

Phone: 669-900-6833

NAPA/SOLANO AREA AGENCY ON AGING MEETING ROTOCOL

IN RESPONSE TO CORONAVIRUS COVID-19

California Governor Gavin Newsom issued Executive Order N-25-20 on March 12, 2020, relating to the convening of public meetings in light of the COVID-19 pandemic. The Napa/Solano Area Agency on Aging hereby provides notice that it will continue to convene its regularly scheduled public meetings of the Oversight Board and Advisory Council telephonically, as provided in the publicly posted agenda notice, and until further notice. Pursuant to the Executive Order, and to maintain the orderly conduct of the meeting, the Napa/Solano Area Agency on Aging will allow Board members and Council members to attend the meetings telephonically and to participate in the meetings to the same extent as if they were present.

Members of the public who wish to participate may participate telephonically. For members of the public who wish to participate, but not to attend telephonically, you may submit written comments on any matter within the Board or Council's subject matter jurisdiction, regardless of whether it is on the agenda for Board or Council consideration or action, and those comments will be entered into the administrative record of the meeting. To submit written comments by U.S. Mail or email for inclusion in the meeting record, they must be received by the Napa/Solano Area Agency on Aging staff no later than 9:00 a.m. on the morning prior to the noticed meeting. To submit written comments by email, please forward them to eclark@solanocounty.com. To submit such comments by U.S. Mail, please forward them to:

Elaine Clark

Napa/Solano Area Agency on Aging

275 Beck Avenue

Fairfield, CA 94533

All meetings are recorded.

Agenda available online at: <https://www.aaans.org/oversight-board>



NAPA / SOLANO AREA AGENCY ON AGING

275 Beck Avenue, Fairfield, CA 94533



Agenda

CALL TO ORDER – 10:00am

ROLL CALL

ITEMS FROM THE PUBLIC --This portion of the meeting is your opportunity to address the Oversight Board on a matter not listed on the Agenda, but it must be within the subject matter jurisdiction of the Oversight Board. Items from the public must be submitted in advance and will be taken under consideration without discussion by the Oversight Board and may be referred to staff.

WELCOME – Monica Brown

APPROVAL OF THE AGENDA

APPROVAL OF THE MINUTES FROM September 27, 2021 -- Attached

REPORTS – Presented by N/S AAA staff; no Action required.

1. Receive budget update – **Attached** – Jay Peno
2. Receive quarterly update on ACOA activities – **Attached** --Elaine Clark

ACTION ITEMS – These items require Action by the Oversight Board; if no quorum exists, these items will be for discussion only, and they will carry over to a subsequent meeting of the Oversight Board for Action.

1. Vote to approve changes to the Bylaws of the Advisory Council on Aging – **Attached**
2. Vote to approve additional funding allocations -- **Attached**

BOARD MEMBER COMMENTS

ADJOURN

To the next scheduled virtual meeting of the Napa/Solano AAA Oversight Board on December 6, 2021.

Napa/Solano Area Agency on Aging Oversight Board

Meeting Minutes September 27, 2021

Location: Virtual Meeting – Zoom:
<https://us02web.zoom.us/j/89953090023?pwd=QnN4YTJldzl2amFDRXQ4bThBNOZrZz09>
Meeting ID 899 5309-0023
Passcode 396628
Phone: 1-669-900-6833

Date: Monday, September 27, 2021
Time: 10:00 am – 12:00 pm

Attendees: Board Members: Supervisor Monica Brown, Supervisor Brad Wagenknecht, Mayor Robert McConnell, Councilwoman Liz Alessio, Steve Sillen
AAA Staff: Elaine Clark, Gwendolyn Gill

Approval of Agenda moved by Liz Alessio, seconded by Steve Sillen and passed unanimously.

Approval of Minutes from June 28, 2021, moved by Robert McConnell, seconded by Liz Alessio and passed unanimously.

Reports

- Update on SNAP-Ed, Area Plan Amendment 1, and Vaccine Outreach – Elaine Clark
- Discussion about open positions representing Napa County – Monica Brown/Brad Wagenknecht

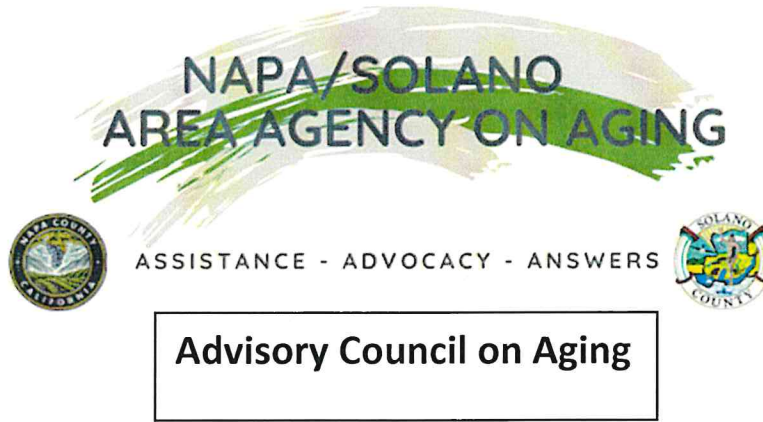
Action Items

- Vote to approve AAA Service Provider Complaint Policy
 - Motion to approve by Steve Sillen, seconded by Liz Alessio, passes unanimously
- Vote to approve service contract with Innovative Health Solutions to provide vaccine outreach in accordance with CDA Program Memo 21-12 to older adults in Napa and Solano Counties
 - Motion to approve by Brad Wagenknecht, seconded by Liz Alessio, passes unanimously
- Vote to approve resolutions to continue meeting virtually in October
 - Motion to approve resolution to meet virtually in October by Liz Alessio, seconded by Steve Sillen, passes unanimously

Board Member Comments

- Kris Brown posted link: 93% of Seniors in Napa County are vaccinated – Brad Wagenknecht
- Walk to end Alzheimer's and Dementia Napa County raised \$230,000 with a possible match for additional \$80,000 – Liz Alessio

Meeting adjourned 10:46 a.m. to October 25, 2021.



ACOA/NSAAA: QUARTERLY REPORT

JULY – SEPTEMBER 2021

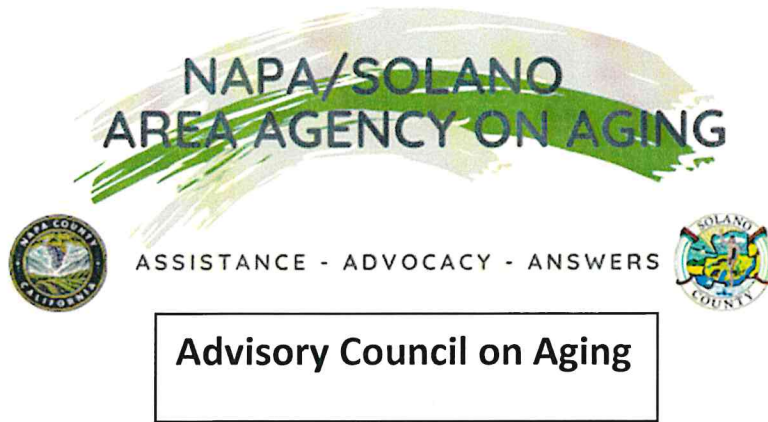
This report is for the period July 1 – September 30, 2021, and like the April - June recap, summarizes the key activities of the Advisory Council to the Napa/Solano Area Agency on Aging.

Area Plan

- The Council continues to focus its efforts on localizing the 2020-2024 Area Plan with the State’s Master Plan for Aging (MPA). As an example, with affordable housing scarce throughout the Bay Area, including Solano County, the Council learned more about one possible solution – Community Land Trusts through a relationship with the Northern California Land Trust (NCLT). The ACOA continues to advocate for additional, affordable housing for older adults.
- The Council developed an abridged version (in Excel format) of the MPA, highlighting its five big goals, 32 strategies, and 129 initiatives. This tool is being used as a template for localizing advocacy efforts and establishing local funding priorities.
- The Council initially learned about “age-friendly communities” through a pre-COVID presentation from AARP’s Julie Bates and recognized many similarities between the AARP’s seven “livability index” components and the Area Plan and MPA. The Council recommends that both counties initiate adoption of the Age-Friendly designation.

Advocacy

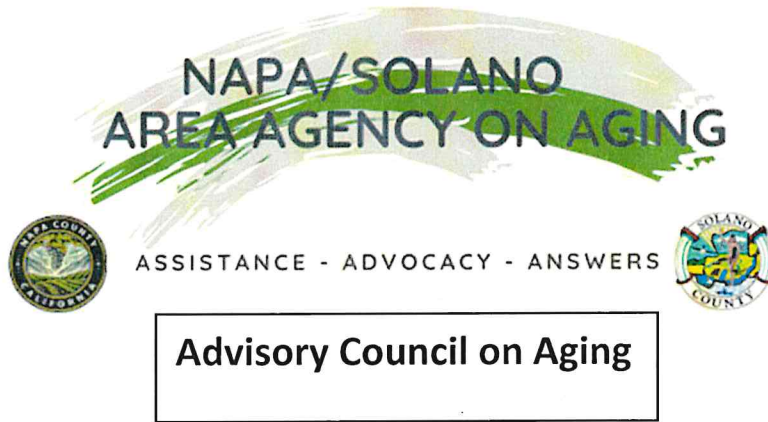
- Issued letters of support for SB515/AB911 to establish a Long-Term Services and Support Benefit Task Force. A long-term insurance task force has been created under AB567 (Calderon) and meets bi-monthly; its final report is due on or before 1/1/23.
- The Council approved a letter be sent to the Solano County BOS mandating the use of masks indoors until the virus is rendered less harmful. Mayors of the seven cities received copies and a version of the letter was published in several county newspapers.



- The legislative session closed on 10/10; the Council tracked and monitored nearly 40 bills; please see the attached page of key bills being tracked. Each of these bills, if passed, will promote, protect, and enhance the health and dignity of older adults, the disabled, and caregivers.

Communications

- The “Volunteer” page of the AAA web site was updated to align services with specific providers to facilitate access to important health information. Updates also included links to the Council’s quarterly *AgeWell newsletter* and COAD (Community Organizations Active in Disaster). These tools will assist community members in finding needed resources and volunteer activities.
- Approved Bylaws changes which were forwarded to the Oversight Board for review and approval. Major changes include adding 2 “Alternate” positions to attend meetings when a regular member is absent and a clearly defined requirement for attending meetings to remain in office, to align with JEPA requirement.
- With the continued persistence of the COVID virus and the passage of AB361, Council meetings will continue to be virtual through the end of 2021. The December meeting has been cancelled.
- The initial issue of the ACOA’s quarterly newsletter, *AgeWell*, was published and e-mailed to Solano County older adults. The Council has been trying, unsuccessfully so far, to secure a similar e-mail distribution list for Napa County older adults, disabled, and caregivers. The 2nd edition will be sent in October. *AgeWell* highlights local senior issues, service providers, and activities.
- Cheryl Johnson, an ACOA member from Solano County, reported on the activities of the *Alzheimer’s Association*, including two upcoming walks in September and October. ACOA members participated in both walks.
- Donna Altes, an ACOA member from Napa, reported on *Share the Care*, an AAA service provider that recently opened a new storefront in Napa to increase access to free, durable medical equipment.



Education

- The Area Plan reports that nutrition ranked #3 in its needs assessment survey, slightly below housing and transportation. The Council broadened its knowledge of home-delivered and congregate meals with a presentation by Stella Wu Chu, Senior Nutritionist. Stella defined the process for menu creation and opportunities for community input. The ACOA further discussed how to inform community members about the process.

Membership

- Welcomed Janice Burger and Fern Yaffa to the Council as Napa representatives.
- Fern graduated from USF with a B.S. in Nursing, followed by an MPA, Health Services. Her career with Kaiser as a health care professional spans 16 years. Her expertise is in management and service delivery within the healthcare field.
- Janice comes to the Council after a 30-year career as a pharmacist and volunteers with an AAA provider agency, Collabria Care. On her application to join the Advisory Council,
- Janice said, "I feel a great compassion for our senior population and would like to put that compassion into action".
- All eight Council seats representing Solano County are filled; one seat remains open in Napa County.

Recognition

- New Council officers' terms began 7/1: Richard White, Chair; Verneal Brumfield, Vice-Chair; Susan Ensey, Acting Secretary. These officers comprise the Executive Committee.

Looking Forward

- The Council continues its work to develop a Diversity, Equity, and Inclusion statement.
- Support the County and AAA efforts to become "age-friendly".

Summary of Important Changes to ACOA Bylaws:

Types of Membership:

- A) Regular Members are expected to attend all regular Council Meetings as voting members.
- B) Alternate Members are encouraged to attend all meetings, but are designated as Alternate 1 and Alternate 2 for each county and are expected to attend when asked to vote in place of an absent regular member from the same county.

	REGULAR MEMBERS	ALTERNATE MEMBERS
<p>APPOINTMENT AND NUMBER</p> <p><i>BYLAWS ARTICLE III – MEMBERSHIP DEFINITION OF MEMBERSHIP & SECTION 1. QUALIFICATIONS</i></p>	<p>Approved and appointed by the Board of Supervisors</p> <p>Total of 16, with 8 representing each county</p>	<p>Same</p> <p>Up to total of 4, with up to 2 representing each county. Designated as alternate 1 and alternate 2 from each county</p>
<p>VOTING</p> <p><i>BYLAWS ARTICLE III – MEMBERSHIP SECTION 1. QUALIFICATIONS</i></p>	<p>Full authority to vote on Council Actions</p>	<p>When a regular member is absent from a meeting, the first alternate member, i.e., alternate one, from the same county, will be expected to attend the meeting and may vote in their absence.</p> <p>When a regular member is absent and alternate one is unable to attend, alternate two will be expected to attend the meeting and may vote.</p>
<p>ATTENDANCE AT MEETINGS</p> <p><i>BYLAWS ARTICLE IV – MEETINGS SECTION 4. ATTENDANCE</i></p>	<p>Expected to attend all regular council meetings.</p> <p>If absent four or more times within a <u>rolling</u> twelve-month period will be removed as a regular member.</p>	<p>Encouraged to attend all regular council meetings.</p> <p>If called to attend, but do not attend on two or more occasions within a <u>rolling</u> twelve-month period, will be removed as an alternate member.</p>
<p>TERM OF OFFICE</p> <p><i>BYLAWS ARTICLE III – MEMBERSHIP, SECTION 2. TERM OF OFFICE</i></p>	<p>Serve for two years from appointment. Option to be reappointed for two additional two-year terms.</p> <p>Effective ____ one time change in term dates to stagger odd and even year terminations.</p>	<p>Same</p> <p>Same</p> <p>N/A</p>
<p>COMMITTEES AND TASK FORCES</p> <p><i>BYLAWS ARTICLE VII - COMMITTEES AND TASK FORCES</i></p>	<p>The Advisory Council may establish informal, short term projects and project teams. Project teams comprised of seven or fewer members are not subject to the Brown Act.</p>	<p>Alternate members are encouraged and expected to participate in work groups with the same input and voting as regular members.</p>

Napa / Solano Area Agency on Aging
275 BECK AVE, FAIRFIELD CA 94533
(707) 784-8207 FAX (707) 784-2440

Advisory Council of the Napa / Solano Area Agency on Aging

BY-LAWS

ADOPTED (September 24, 2019)

(July 22, 2021 recommended revisions in red)

ARTICLE I – GENERAL PROVISIONS

SECTION 1. NAME

The name of this organization shall be the Advisory Council of the Napa / Solano Area Agency on Aging ("Advisory Council").

SECTION 2. AUTHORIZATION

The Advisory Council shall function according to the provisions of the Joint Exercise of Powers Agreement Between Napa County and Solano County ("JEPA Agreement") approved by the Napa and Solano County Board of Supervisors on September 11, 2018, and all laws and regulations, including the Older Californians Act of 1996 and the Older Americans Act.

The JEPA Agreement established the Napa / Solano Area Agency on Aging, the agency designated by the California Department of Aging (CDA) within PSA 28 pursuant to 22 C.C.R. §7206 ("AAA"), and the joint operation of it.

ARTICLE II – DUTIES AND RESPONSIBILITIES

SECTION 1. DUTIES AND RESPONSIBILITIES

The Advisory Council shall:

1. Serve in an advisory capacity to the Oversight Body **Board** of the AAA.
2. Serve in an advisory, planning and advocacy capacity for seniors, adults with disabilities and their caregivers, and for other organizations designated by either one or both of the Boards of Supervisors for Napa and/or Solano Counties taking positions on matters pertaining to federal, State, and local policies, programs, procedures, and any legislation affecting older persons.
3. Actively seek advice from senior advocacy organizations, elected officials, local aging commissions, and the general public for the purpose of advocating for and making formal presentations on issues of concern to seniors, adults with disabilities, and their caregivers.

4. Seek advice from local seniors, adults with disabilities, and caregiver advocates and organizations on specific legislation pending before local, State, and federal governments.
5. Disseminate information of interest to local senior advocates, seniors, adults with disabilities, and their caregivers.
6. Work with AAA staff to develop, implement, and monitor the four-year Area Plan and annual updates.
7. Work with AAA staff to hold public hearings on the four-year Area Plan and updates in accordance with all legal requirements.
8. Work with AAA staff to produce the annual report in accordance with the Older Californians Act. The report shall be prepared within six (6) months of the close of the fiscal year and shall contain a summary of the Advisory Council's activities and projects, finances, a list of Advisory Council members, and any other information specifically requested by the Napa or Solano Board of Supervisors or CDA.
9. Review program and fiscal monitoring and outcomes of AAA contractors along with AAA staff. Recommend programmatic funding areas and funding levels for AAA services/contracts to the Oversight Board.
10. Review and comment on all community policies, programs and actions which affect older persons with the intent of assuring maximum coordination and responsiveness to older persons.

ARTICLE III – MEMBERSHIP

DEFINITION OF MEMBERSHIP

The Advisory Council shall consist of sixteen (16) regular members and up to four (4) alternate members, with eight (8) regular members appointed ~~for-by each County Board of Supervisors~~, and up to two (2) alternate members appointed ~~for-by each County Board of Supervisors~~. ~~A Board of Supervisors may choose not to appoint alternate members.~~ The differences between the two memberships are described in detail throughout the ~~By-Laws~~. The primary difference is that regular members are expected to attend all Council meetings as voting members. Alternate members are encouraged to attend all meetings, but are designated as alternate one (1) and two (2) for each county and are expected to attend when asked to vote in place of an absent regular member from the same county.

For purposes of these ~~By-Laws~~, the term "regular member" refers only to regular members, the term "alternate member" refers only to alternate members, and the term "member" appearing without designation refers to both.

SECTION 1. QUALIFICATIONS

The Advisory Council membership shall consist of sixteen (16) regular members and up to four (4) alternate members as follows:

1. More than 50 percent older (60+) persons, including minority individuals, who are participants or who are eligible to participate in programs under 45 CFR 1321.57;

2. Representatives of older individuals;
3. Representatives of health care provider organizations, including providers of veterans' health care;
4. Representatives of supportive services provider organizations;
5. Persons with leadership experience in the private and voluntary sectors;
6. Local elected officials;
7. Family caregiver representative; and
8. The general public.

~~No more than three (3) members may be affiliated with any single representation listed in categories 3-8 above. The Advisory Council shall strive to represent a balance of the above eight (8) representation areas with no one area being over or under represented.~~

~~The Advisory Council shall represent the senior population in respect to ethnic, and racial, gender, and geographical distribution.~~

~~Solano and Napa Each County Boards of Supervisors each shall appoint one-half (½), eight (8) of the regular members, and may, if they so choose, appoint one-half (½), up to two (2) of the alternate members. Prior to each Board's appointment, the AAA staff shall review proposed appointments to the Advisory Council to ensure that each county's appointments meet the representation requirements. The Advisory Council may appoint a subcommittee to review and recommend membership applications to the full Advisory Council. The Advisory Council, by a majority vote, will forward its recommended applicants to each respective county for appointment.~~

~~The two (2) alternate memberships for each county will be designated as alternate one and alternate two. When a regular member is absent from a meeting, the first alternate member, i.e., alternate one, representing the same county as the regular member, will be expected to attend the meeting and may vote in their absence. When a regular member is absent from a meeting and alternate member one is unable to attend, alternate member two will be expected to attend the meeting and may vote.~~

SECTION 2. TERM OF OFFICE

~~Advisory Council members serve for two (2) years from their appointment and may be re-appointed for one additional two-year term. Initially, four (4) members from each county shall be selected by the Advisory Council to serve an initial four (4) year term, with a re-appointment term limited to two (2) years. (Move the following sentence to bottom paragraph.) Any member of the Advisory Council may be removed at any time by their appointing authority. In addition, any member shall be removed at any time if required by these Bylaws, or if the member ceases to meet their representation category.~~

~~Regular and alternate Advisory Council members serve for two (2) years from their appointment and may be reappointed for two (2) additional two (2) year terms.~~

~~A regular member who wishes to reapply to serve on the Advisory Council as a regular member following their three (3) terms may do so when a regular vacancy occurs, and after a minimum of one (1) year break in their regular member service. A regular member who wishes to apply to serve as an alternate member may do so when an alternate vacancy occurs anytime during their tenure, and anytime following their three (3) terms as a regular member.~~

~~An alternate member who wishes to apply to serve as a regular member may do so when a regular vacancy occurs any time during their tenure, and anytime following their three (3) terms as an alternate member.~~

~~Each term begins July 1 and ends on June 30. If a member leaves during their term, the replacement~~

Commented [FRK1]: As noted below, balancing is addressed by the AAA, but ultimately it is the Boards' responsibility to make appointments that consider these 8 elements.

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Commented [FRK2]: The original language comes from the JEPAs between Napa and Solano that created the Advisory Council.

A change to the bylaws would not have a binding effect on the two Counties when they make future appointments.

This is a good idea for a change, but it wouldn't be controlling unless it's included in an amendment to the JEPAs.

Commented [FRK3]: To clarify, are all applications sent to the BOS for consideration along with recommendations by the Advisory Council? Or does the Advisory Council have a gatekeeping function that allows them to weed out applications?

member will fill out the leaving member's remaining two-year term.

Effective, 2021, a one-time only change is made in term expiration dates in order to have have four (4) members' terms from each county expire in the even years, and four (4) members' terms expire in the odd years. To make this change, four (4) members from each county have their terms extended by one (1) year. The Advisory Council approves the list of members whose terms are extended.

Any member of the Advisory Council may be removed at any time by their appointing authority. In addition, any member shall be removed at any time if required by these Bylaws, or if the member ceases to meet their representation category.

SECTION 3. VACANCIES

Any vacancy shall be filled by the appointing authority within 90 days expeditiously, with the new member's term coinciding with the vacating member's term. Notice of vacancies shall be published countywide.

SECTION 4. COMPENSATION

The members of the Advisory Council shall serve without compensation.

SECTION 5. CONFLICTS OF INTEREST

No member shall make, participate in making or in any way attempt to use their official position to influence a governmental decision in which they know or have reason to know they have a financial interest.

A member of the Advisory Council shall not have a financial interest in any entity funded by the Area Agency on Aging (AAA) (as provided for in Government Code, 1090. et seq., and Government Code 87100, et seq). Notwithstanding those laws, "financial interest" shall include income received from or a position of management in, any nonprofit entity funded by the AAA, whether received or held by the member of his or her spouse or their immediate family.

ARTICLE IV - MEETINGS

SECTION 1. SCHEDULE

The Advisory Council shall meet monthly or at least six (6) times a year at a stated date, time, and place to be decided by the Advisory Council. All meetings shall be subject to the Brown Act. Advisory Council meetings shall be held in different communities served by the AAA, when feasible.

SECTION 2. QUORUM

A majority of the Advisory Council, with a minimum of four (4) members serving from each county, shall constitute a quorum.

SECTION 3. RULES OF ORDER

The meetings of the Advisory Council shall be governed by the authority of "Robert's Rules of Order."

Commented [FRK4]: This is addressed under "Vacancies"

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SECTION 4. ATTENDANCE

Attendance at regular meetings is expected and important in achieving Council business. Each member's attendance will be recorded as present or absent, and will be reported in the Advisory Council quarterly reports.

If any Advisory Council a regular member has absences totaling four (4) or more within a rolling twelve (12) month period, ~~more than (3) unexcused absences in a calendar year, the Advisory Council shall recommend to that member's appointing authority that the member should be removed and replaced. they will~~ shall be removed from the Advisory Council as a ~~voting~~ regular member. The remainder of their term will be filled by an alternate member, or a new regular member appointed to complete the remainder of their two-year term.

If an alternate member has two (2) or more occasions within a rolling twelve (12) month period in which they are called to attend but ~~are unavailable or unwilling to do not~~ attend, they shall be removed from the Advisory Council as an alternate member. The remainder of their term will be filled by a new alternate member appointed to complete the remainder of their two-year term.

ARTICLE V – OFFICERS

SECTION 1. OFFICERS

The officers of the Advisory Council shall consist of the following positions with representation from both counties:

1. Chairperson
2. Vice-Chairperson
3. Secretary
4. Such other officers as the Advisory Council deems necessary to perform duties as determined by the Advisory Council.

SECTION 2. DUTIES OF OFFICERS

1. Duties of the Chairperson:
 - A. The Chairperson shall preside at all meetings of the Advisory Council; may appoint any member of the Advisory Council to preside as Chairperson at an Advisory Council meeting should both the Chairperson and the Vice Chairperson be unable to attend.
 - B. The Chairperson may call special meetings of the Advisory Council when necessary.
 - C. In conjunction with members of the Advisory Council and County AAA Staff, the Chairperson shall develop agendas for the Advisory Council meetings. Agenda items from Advisory Council members shall be given to the Chairperson or AAA staff 72 hours in advance of the upcoming meeting.
 - D. The Chairperson shall serve as an ex-officio member of all committees.
 - E. The Chairperson shall inform the Oversight Board of the Advisory Council's actions and decisions.
 - F. The Chairperson shall ensure adherence to the Brown Act and Robert's Rules of Order.
 - G. The Chairperson shall perform all duties necessary or incidental to this office. The Chairperson shall represent the Advisory Council at functions.
 - H. The Chairperson shall appoint a temporary Secretary in the event of the absence of the Secretary and their alternate at any meeting of the Advisory Council.

- I. The Chairperson shall perform other tasks as authorized by the Advisory Council.
2. Duties of the Vice-Chairperson:
 - A. The Vice Chairperson shall perform the duties of and exercise the power of the Chairperson during the absence of the Chairperson.
 - B. The Vice Chairperson shall carry out other duties assigned by the Chairperson or Advisory Council.
 - C. The Vice Chairperson will automatically become Chairperson and assume the full powers of the Chairperson until the end of the term should the position of Chairperson become vacant. Should the Vice Chairperson be unable or unwilling to assume the Chairperson role, the Advisory Council membership will elect and vote to fill the Chairperson position.
3. Duties of the Secretary:
 - A. The Secretary shall review the minutes of each Advisory Council meeting which are recorded, kept and distributed to each member of the Advisory Council along with the agenda for upcoming meetings.
 - B. In the absence of the Chairperson and Vice-Chairperson, the Secretary shall perform the duties of and exercise the power of the Chairperson during their absence.
 - C. ~~The Secretary shall read all correspondence addressed to the Advisory Council at each meeting.~~
 - D. The Secretary shall keep a record of member attendance at Advisory Council meetings and to advise the Chair, and to include for inclusion in in the quarterly report. ~~of members with an unexcused absence.~~
4. Absence of the Officers:

In the absence of all of the officers ~~and the alternates~~ at any Advisory Council meeting, the members present shall choose a presiding officer for that meeting.

SECTION 3. ELECTION AND TERMS OF OFFICERS

1. Officers are regular members and may serve two (2) consecutive one (1) year terms in any one office. As feasible, the officers shall represent both counties. No member shall hold more than one office at any time. Except for a vacancy in the office of Chairperson, vacancies of officers shall be filled by appointment of the Advisory Council for the remainder of the unexpired term.
2. Nomination of Officers
 - A. The Nominating Committee shall represent both counties and consist of three (3) regular members: one person selected by the Executive Committee at their March meeting, one selected by the Chairperson of the Advisory Council at or prior to the March meeting, and one elected by the Advisory Council at the March meeting.
 - B. The Advisory Council Chairperson shall appoint the Chairperson of the Nominating Committee from the three members.
 - C. The members of the Nominating Committee shall serve no more than one (1) consecutive appointment.
 - D. The Nominating Committee shall meet prior to the April Council meeting to prepare a slate of nominees. The Nominating Committee report shall be signed by each member and indicate the nominees to the offices of Chairperson, Vice- Chairperson, and Secretary.

- E. No member of the Nominating Committee shall be nominated nor accept a nomination to office during their tenure on said committee.
- F. The slate will be presented to the full Council at their April meeting. Additional nominations may be made from the floor at that time.
- G. ~~After the April meeting, this slate of officer candidates, comprised after the April meeting,~~ shall be **delivered personally or by mail (postal or electronic)** mailed to all members of the Advisory Council **at least** one (1) week prior to the May Council meeting.

3. Election of Officers

- A. The election shall take place at the Advisory meeting held in May at which time all nominees must either be present to affirm their consent to serve or have provided a written consent to serve.
- B. Nominations from the floor will again be considered. These nominees must also give verbal or written consent to serve.
- C. An individual receiving a majority of votes for any office shall be deemed to have been elected.
- D. In the event of a tie vote, there shall be a second vote on that particular office. If a second vote also ends in a tie, the office shall be filled by the toss of a coin.
- E. Elected Officers shall begin their term on July 1st.

ARTICLE VI – REPORTS AND PUBLIC STATEMENTS

All reports of the Advisory Council ordinarily shall be delivered personally or by mail (postal or electronic) to each member of the Advisory Council and posted on the AAA web site 72 hours prior to the date of the meeting at which the report is proposed for consideration and action thereon by the Advisory Council.

Approval of any report, oral or written, or public statements of Advisory Council members shall require an affirmative vote of the majority of ~~the active members~~ **both regular members, and alternate members who are designated to vote in place of regular members,** who are present at the meeting ~~or who respond electronically~~.

Commented [FRK6]: This method of voting is not consistent with the Brown Act.

None of the above shall preclude any Advisory Council member from expressing their opinions or recommendation when acting solely as an individual and not as a member of the Advisory Council.

All communications from the Advisory Council shall be sent out with the authorized signature of the Chairperson of the Advisory Council.

ARTICLE VII – COMMITTEES AND TASK FORCES

The Advisory Council has the power to establish and dissolve standing or ad hoc committees as necessary to carry out its work. No standing or action committee may exercise the authority of the Advisory Council. Such committees shall adhere to the Brown Act, to the extent required by law, and shall contain representatives of both counties.

The Advisory Council may establish informal, short-term projects and project teams. Project teams comprised of seven (7) or fewer members are not subject to the Brown Act.

ARTICLE VIII – AMENDMENTS

Notice of any proposed amendment to these ~~Bylaws~~ **By-Laws** shall be delivered personally or by mail (postal or electronic) to each member of the Advisory Council, and posted on the AAA website at least thirty (30) days in advance of the meeting when the amendment is to be considered.

Amendments to the ~~Bylaws~~ **By-Laws**, after thirty (30) days' notice, may be adopted by the affirmative vote of two-thirds (2/3) of ~~all members~~, **both regular members, and alternate members who are designated to vote in place of regular members** of the Advisory Council present at the meeting ~~or who respond electronically~~, and with the approval of the Oversight Board.

Commented [FRK7]: "bylaw" and "by-law" are correct spellings

Area Plan Amendment 1 Funding and Redistribution of Program Development (PD) and Coordination (C) and Emergency Funding from the Area Plan.

Below is the proposed distribution of funding from Area Plan 1 Amendment and reallocation of \$115,856 funding previously allocated for Program Development and Coordination in anticipation of hiring support staff to assist with PD and C work this year and possible emergency services.

Funding Breakout

Area Plan Amendment 1 included additional funding for senior nutrition, ombudsman, and administration. \$307,715 (\$100,000 for administrative costs).

\$75,000 was set aside in the Area Plan for PD and C staff hours, which will not be spent. PD and C dollars are being redistributed to service providers.

\$40,856 was set aside for emergency services if needed during the pandemic.

Proposed Direct Service Allocations

Contractors	Orig Ct Ttl	Dist Inc	New Ct Ttl
CANV	\$ 388,247	\$ 49,856	\$ 438,103
MOW	\$ 1,181,004	\$ 153,312	\$ 1,334,316
Molly's Ang	\$ 234,493	\$ 3,731	\$ 238,224
Emp Aging	\$ 319,865	\$ 10,724	\$ 330,589
Food Bank	\$ -	\$ 31,000	\$ 31,000
Benicia FRC	\$ -	\$ 74,948	\$ 74,948
Total Dist	\$ 2,123,609	\$ 323,571	\$ 2,447,180

Fund Source

AP A1	\$ 207,715
AP Redist	\$ 115,856
Total	\$ 323,571