

Region 2 Area Agency on Aging
Minutes of a Regular Meeting of the Board of Directors
October 18, 2018 at 2:02 p.m.
102 N. Main Street, Brooklyn, Michigan

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Members Present: Matt Dame, Debbie Eccleton, Curtis Gale, Megan Kiser, Bob Knoblauch, Stephen Rajzer, Carl Rice, Jr., Chris Wittenbach

Members Excused: John Burtka, Keith Williams

Members Absent: None

Staff: Brenda Lang, Kara Lorenz, Susan McCarty, Greg Schira, Julie Wetherby

Guests: Marce Wandell

1. Call to Order

Chair Stephen Rajzer called a regular meeting of the Region 2 Area Agency on Aging Board of Directors to order at 2:02 p.m. on October 18, 2018.

2. Opening Ceremony and Roll Call of Members

The Board members and guests recited the Pledge of Allegiance, after which the executive assistant called the roll.

3. Approval of Agenda

Carl Rice, Jr. moved to approve the agenda as presented, Curtis Gale seconded. Motion carried with no one opposed.

4. Guests

Stephen Rajzer invited the guests to introduce themselves.

5. Approval of Minutes

Curtis Gale moved to approve the minutes of the regular Board meeting on September 18, 2018 as presented, Matt Dame seconded. Motion carried with no one opposed.

Curtis Gale moved to approve the minutes of the closed Board meeting on August 23, 2018 as presented, Bob Knoblauch seconded. Motion carried with no one opposed.

Bob Knoblauch moved to approve the minutes of the closed Board meeting on September 18, 2018 as presented, Curtis Gale seconded. Motion carried with no one opposed.

6. Public Comment: None

7. Presentation

Julie Wetherby, CEO, presented an update on the Region 2 AAA Strategic Plan for FY 2019. The presentation included a review of the Region 2 AAA mission, successes in FY 2018, the timeline of the plan development and implementation, and a review of the six initiatives with initial and current objectives. Julie concluded the presentation by leading a discussion of next steps. Board members discussed reviewing an updated outline and possibly scheduling a planning retreat.

8. Reports

a. Michigan Aging and Adult Services Agency (AASA)

No report.

b. Agency CEO

The Board members reviewed a report from Julie Wetherby that included updates from the Agency managers on Care Management, Nursing Facility Transition, Quality Improvement, Human Resources, Information Technology, Education, managers' networking and professional development activities in the past month, and general operations of the Agency (attached). Julie also reported that the AAAAM is forming a group to contract with insurance companies as one unit rather than AAAs contracting individually in response to the MDHHS plan for long-term supports and services.

9. Committee Business

a. Personnel Committee

Chris Wittenbach reported the following from the meeting of the Personnel Committee on October 15, 2018:

1. Present: John Burtka, Debbie Eccleton, Curtis Gale, Megan Kiser, Stephen Rajzer, and Chris Wittenbach.
2. The Committee members continued the discussion on staff attendance.
3. The Committee members recommended the reappointment of Ellen Miller, whose term ended on September 30, 2018, to the Advisory Council.

Chris Wittenbach moved, by the direction of the Personnel Committee, to reappoint Ellen Miller to the Advisory Council for a term ending September 30, 2020, Curtis Gale seconded. Motion carried with no one opposed.

Curtis suggested assembling a folder of materials to use for recruiting Advisory Council members.

4. The Committee members reviewed the report of manager wage ranges for 2017-2018 with the upper ranges adjusted for inflation that had been distributed at the September Personnel meeting, and agreed to recommend approval.

Chris Wittenbach moved, by the direction of the Personnel Committee, to approve the upper ranges of the manager wage ranges that support the inflation factor for 2017-2018, Curtis Gale seconded. Motion carried with no one opposed.

5. The Committee members reviewed the section from the Staff Handbook regarding management PTO, and discussed the management PTO schedule. Julie reported that managers and union staff have the same benefits package in response to a question that they might be different.

6. The Committee members agreed to drop the item Human Resources Assistant from future Personnel agendas.
7. Julie Wetherby reported that two Case Assistants, two Social Worker Supports Coordinators, and the Compliance Officer have been hired. She also reported that the current Case Assistant has filled the open I&R Specialist position.
8. The Committee members recommended approval of Julie Wetherby's request to use PTO from FY 2018 in the current fiscal year.

Chris Wittenbach moved, by direction of the Personnel Committee, to approve Julie Wetherby's request to use 32 hours of PTO, scheduled in FY 2018 but canceled due to Agency business, on October 30-November 2, 2018, Megan Kiser seconded. Motion carried with no one opposed.

Julie reported that she plans to use PTO on December 24, 2018 – January 4, 2019. This PTO does not violate her contract since four of the days are Agency closure days.

9. Julie reported that Region 2 AAA and a union staff member are in the process of signing a last chance agreement as a result of progressive discipline according to the union contract.
10. The Committee members reviewed the current CEO performance evaluation form, and one developed by Julie, and Debbie Eccleton, based on the evaluation used at Lifeways. The Committee agreed to bring the CEO evaluation back next month for further discussion.
11. Julie presented job duties of the Operations Director position, and information on how the position title came about, in response to questions regarding the title.
12. Julie presented a report of growth opportunities for the CEO position for FY 2019 based on areas identified by the Board.

Stephen Rajzer directed the Board members to reach out to Julie, or himself, for accurate information in response to hearsay regarding Agency issues. Stephen also added that a period of PTO of over two weeks for the CEO requires Board approval.

b. Finance Committee

Bob Knoblauch reported the following from the meeting of the Finance Committee on October 16, 2018:

1. Present: Matt Dame, Curtis Gale, Bob Knoblauch, Carl Rice, Jr., and Keith Williams.
2. The members of the Committee heard a presentation from representatives of Huntington Bank on treasury management and investment for the Region 2 AAA, and recommended approval of a proposal to accept Huntington Bank as the bank for Region 2 AAA.

Bob Knoblauch moved, by the direction of the Finance Committee, to accept Huntington Bank as the official banking institution for Region 2 AAA, Matt Dame seconded. Motion carried with no one opposed.

3. The Committee recommended obtaining an additional Agency credit card, in the name of Kara Lorenz-Goings, Assistant Director.

Bob Knoblauch moved, by the direction of the Finance Committee, to approve obtaining an additional Agency credit card in the name of Kara Lorenz-Goings with the usual credit limit of \$10,000, Carl Rice, Jr. seconded. Motion carried with no one opposed.

4. The members of the Committee recommended approval of a reallocation request from the Lenawee Department on Aging.

Bob Knoblauch moved, by the direction of the Finance Committee, to approve the reallocation of \$6,350 from Respite Care to Volunteer Transportation for FY 2018 at the Lenawee Department on Aging, Curtis Gale seconded. Motion carried with no one opposed.

5. The members of the Committee recommended approval of a fund transfer request for FY 2018 from the Hillsdale County Senior Services Center.

Bob Knoblauch moved, by the direction of the Finance Committee, to approve the transfer of the following funds: \$1,024 in Merit Funding from In-home Respite to Adult Day Care; \$3,596 in Merit Funding from In-home Respite to Transportation; \$3,136 in 3E Caregiver Funding from In-home Respite to Adult Day Care, and \$123 in State Respite Funding from In-home Respite to Adult Day Care at the Hillsdale County Senior Services Center, Curtis Gale seconded. Motion carried with no one opposed.

6. The members of the Committee recommended approval of a Statement of Grant Award (SGA) from the Aging and Adult Services Agency (AASA).

Bob Knoblauch moved, by the direction of the Finance Committee, to approve the SGA from the AASA for the period of October 1 – December 31, 2018 in the amount of \$782,475, Carl Rice, Jr. seconded. Motion carried with no one opposed.

7. The members of the Committee recommended approval of Statements of Contract Award per Statement of Grant Award 2019-1.

Bob Knoblauch moved, by the direction of the Finance Committee, to approve the following awards for the period October 1 – December 31, 2018: \$290,095 to the Jackson County Department on Aging; \$198,837 to the Lenawee Department on Aging; \$94,139 to the Hillsdale County Senior Services Center; \$16,699 to Michigan Advocacy Program; and \$9,044 to Catholic Charities, Matt Dame seconded. Motion carried with no one opposed.

8. The members of the Committee recommended approval of the Agency's financial records for the past reporting period.

Bob Knoblauch moved, by the direction of the Finance Committee, that the September FY 2018 Financial Report, the September FY 2018 Check Register, the YTD Revenue Detail & Expense Summary Report for the 12 months ending 9/30/2018, the YTD Expense Detailed Report for the 12 months ending 9/30/2018, the YTD Revenue & Expense Contractor Report for the 11 months ending August 31, 2018, the YTD Statement of Financial Position for the twelve months ending September 30, 2018, the Credit Card Payments for the statement ending September 25, 2018, the MI Choice Waiver Finance Report, the Care Management Financial Reports, the Grant Purchase of Service Report, and the Capitation and Bills Analysis Summary as of 9/30/2018, be approved, Curtis Gale seconded. Motion carried with no one opposed.

c. Policy Review Committee

Curtis Gale reported the following from the meeting of the Policy Review Committee on October 15, 2018:

1. Present: Matt Dame, Curtis Gale, Stephen Rajzer, Chris Wittenbach, Greg Schira, Julie Wetherby.
2. The Committee members continued reviewing the Region 2 AAA Bylaws, and discussed or recommended the following:

Article II Officers, Sections 2, 3, 4, Item A: “Shall have been a member of the Board of Directors...”

Article II Officers, Section 2: Add Item D: “Shall be familiar with the Agency’s Bylaws, policies and rules, and applicable State laws.”

Article II Officers, Section 3: Item D: “Shall be familiar with the Agency’s Bylaws, policies and rules, and applicable State laws.”

Article III Meetings, Section 7: Committee members directed Julie to draft this section concerning participation in meetings by conference call (electronic participation).

Article II Officers, Section 5, Item A: “Shall be the resident agent of the Agency.” Committee members discussed the term “resident agent”.

Article I Members, Section 7: “The Board may, by a three-quarters roll call vote of all members serving, remove the CEO for the best interests of the Agency.”

3. The Committee members directed Julie to create a booklet of current Board policies for review at the Committee meeting in November.
4. The Committee members agreed to ask the Finance Committee to work on a reserve fund policy.

Curtis noted that his participation in the Personnel Committee meeting on October 15, 2018 was a violation of the Open Meetings Act.

Stephen requested that the Jackson County fund policies that Matt Damon distributed at the Policy Review meeting be forwarded to the Finance Committee.

Carl Rice, Jr. inquired about the nature of the discussion about the term “resident agent”.

d. Advisory Council

The Board members reviewed a report submitted by the Advisory Council including an update on the 2018 Area Plan for the month of September (attached).

10. Unfinished Business

CEO Contract

The Board members reviewed the contract for Julie Wetherby, Chief Executive Officer, and

Carl Rice, Jr. moved to approve the contract for Julie Wetherby, Chief Executive Officer for the period October 1, 2018 – September 30, 2020, Bob Knoblauch seconded. Motion carried after a roll call vote: Debbie Eccleton-yes, Bob Knoblauch-yes, Curtis Gale-yes, Keith Williams-absent, John Burtka-absent, Carl Rice, Jr.-yes, Matt Dame-yes, Stephen Rajzer-yes, Megan Kiser-yes, Chris Wittenbach-yes.

11. New Business

November Meeting Schedule

The Board members reviewed a proposal to revise the meeting schedule in November, 2018, and April, 2019, and

Bob Knoblauch moved to approve the following meeting schedule changes:

November 20, 2018: Finance Committee at 1:30 p.m., Board meeting at 3:00 p.m.

April 22, 2019: Policy Review at 1:00 p.m., Personnel Committee at 2:00 p.m.; April

23, 2019: Finance Committee at 1:30 p.m.; April 25, 2019: Board meeting at 2:00 p.m., Megan Kiser seconded. Motion carried with no one opposed.

Stephen Rajzer directed Greg Schira, Executive Assistant to send Outlook invitations to the Board members for the new meeting times and dates.

12. Board Member Comments and Questions

- Chris Wittenbach commented that Julie Wetherby’s presentation on the Strategic Plan was ambitious, and shared information about an organization that helps people manage their medication.
- Stephen Rajzer
 - commented favorably on the staff celebration held on October 3, 2018, and thanked Board members for attending.
 - asked the Board members to not leave documents from Board meetings on the table or in the wastebasket.

- noted the letter sent to Board members requesting donations to *Holidays at Home*.
- noted the town hall meeting on ballot proposals facilitated by Senator Mike Shirkey at Region 2 AAA on October 12, 2018.
- directed the Board members to complete and submit the Code of Ethics form, Conflict of Interest Disclosure form, and False Claims attestation before leaving the meeting room.
- Julie Wetherby referred the Board members to the memo included in the packet of meeting documents that provided information about the merger of United Methodist Retirement Communities with Porter Hills (attached).

13. Adjournment

The Board members adjourned the meeting at 3:29 p.m. after a motion by Curtis Gale, and support by Chris Wittenbach.

Next meeting: November 20, 2018 at 3:00 p.m.
Region 2 Area Agency on Aging
102 N. Main Street, Brooklyn, Michigan

Greg Schira, Executive Assistant

Julie Wetherby, Board Secretary

Approved by the Board of Directors on November 20, 2018.