

**Region 2 Area Agency on Aging**  
**Minutes of a Regular Meeting of the Board of Directors**  
**December 20, 2018 at 2:00 p.m.**  
**102 N. Main Street, Brooklyn, Michigan**

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**Members Present:** John Burtka (speaker phone), Matt Dame, Debbie Eccleton, Curtis Gale, Bob Knoblauch, Stephen Rajzer, Carl Rice, Jr., Keith Williams, Chris Wittenbach

**Members Excused:** Megan Kiser

**Members Absent:** None

**Staff:** Glen Ashlock, Brenda Lang, Kara Lorenz, Margaret O'Malley, Greg Schira, Mollie Shinski, Julie Wetherby

**Guests:** Sherri King

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 2:00 p.m. on December 20, 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

Curtis Gale moved to approve the agenda as printed, Bob Knoblauch seconded. Motion carried with no one opposed.

4. Guests

Stephen Rajzer invited the guests to introduce themselves.

5. Approval of Minutes

Carl Rice, Jr. moved to approve the minutes of the regular Board Meeting on November 20, 2018 as presented, Chris Wittenbach seconded. Motion carried with no one opposed.

Carl Rice, Jr. moved to approve the minutes of the Board Work Session on November 20, 2018 as presented, Debbie Eccleton seconded. Motion carried with no one opposed.

Bob Knoblauch moved to approve the minutes of the closed Board Meeting on November 20, 2018 as amended, Carl Rice, Jr. seconded. Motion carried with no one opposed.

6. Public Comment: None

7. Presentation

Glen Ashlock and Mollie Shinski updated the Board on the operation of WellSky, a software used at Region 2 AAA, separate from COMPASS, that assists with data reporting. Staff, using WellSky, may create custom assessments and surveys, and generate monthly reports regarding calls received at the Agency. The data stored in WellSky may also be used to develop grant proposals, and develop targeted marketing.

8. Reports

a. Michigan Aging and Adult Services Agency (AASA)

Sherri King reported the following: the AASA is still in a “holding pattern” due to the pending change in state administration, and staff are closing out the year and assembling information to send to the AAAs regarding submission of new multi-year plans. Sherri also reported that Governor-elect Whitmer is considering breaking up the DHHS that Governor Snyder merged four years ago. Sherri cited an article in Crain’s Detroit Business, describing the possible break-up.

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 highlighted activity of the Strategic Committee of the Area Agencies on Aging Association of Michigan, and a recent meeting with Ric Scheele and Derek Eisele from the Jackson County Facilities department to discuss utilization of space in the Region 2 AAA building. Board members discussed the lack of response from Frontier Communications regarding the offer to purchase the parking lot, how the potential break-up of the DHHS could affect Region 2 AAA, examples of criminal conduct to which the Compliance section of Julie’s report refers, and a request for a report showing activity of the building generator.

9. Committee Business

a. Personnel Committee

Chris Wittenbach, Personnel Committee Chairperson, reported the following from the meeting of the Personnel Committee on December 17, 2018:

1. Present: Debbie Eccleton, Curtis Gale, Megan Kiser, Stephen Rajzer, Chris Wittenbach.
2. The Committee members reviewed a draft of a CEO Evaluation Policy and approved the evaluation timeline with the due date of each item moved up one month.
3. The Committee members reviewed a draft of a new CEO performance evaluation form, and approved the form with changes.
4. The Committee reviewed a report of Julie’s growth opportunities since September, 2018.
5. The Committee members reviewed questionnaires submitted for membership on the Advisory Council and, based on the recommendation of the current Council members, recommended to accept the requests for membership.

Chris Wittenbach moved, by the direction of the Personnel Committee, that Linda Dale be accepted as a regular member of the Advisory Council,

representing Jackson County, Curtis Gale seconded. Motion carried with no one opposed.

Chris Wittenbach moved, by the direction of the Personnel Committee, that Charles Peart and Martha Walker be accepted as regular members of the Advisory Council, representing Lenawee County, Curtis Gale seconded. Board Members discussed the Advisory Council Bylaws concerning membership, noting that each county may have six representatives.

Curtis Gale moved to amend the motion regarding Charles Peart and Martha Walker to include Merlin Rajala, Chris Wittenbach seconded. Motion carried with no one opposed.

Chris Wittenbach moved that Charles Peart, Merlin Rajala, and Martha Walker be accepted as regular members of the Advisory Council, representing Lenawee County, Curtis Gale seconded. Motion carried with no one opposed.

Chris Wittenbach moved, by the direction of the Personnel Committee, that Ellen Miller, a current member of the Advisory Council, representing Lenawee County, be accepted as a representative of Hillsdale County, Carl Rice, Jr. seconded. Motion carried with no one opposed.

b. Finance Committee

Bob Knoblauch reported the following from the meeting of the Finance Committee on December 18, 2018:

1. Present: Matt Dame, Curtis Gale, Bob Knoblauch, and Keith Williams.
2. The Committee discussed a proposed Net Asset (Reserves\Fund) Balance Policy, and agreed to table further discussion until after the CFO position is filled.
3. The members of the Committee recommended approval of the auditor engagement letter for FY 2018.

Bob Knoblauch moved, by the direction of the Finance Committee, to approve the engagement letter from Rehmann Robson for the FY 2018 financial audit, Keith Williams seconded. Board Members discussed bidding out the financial audit. Julie Wetherby noted that Region 2 AAA is committed to Rehmann Robson for one more year, and that Rehmann would increase the cost of the FY 2018 audit if the Agency engaged a different firm for FY 2019. Board requested that Julie find out the amount of the cost increase, bid out the audit, and compare the two costs. Motion carried with John Burtka opposed.

4. 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 November FY 2019 Financial Report, the November FY 2019 Check Register,

the YTD Revenue Detail & Expense Summary Report for the two months ending 11/30/2018,  
the YTD Expense Detailed Report for the two months ending 11/30/2018,  
the YTD Revenue & Expense Contractor Report for the one month ending 10/31/2018,  
the YTD Statement of Financial Position for the two months ending 11/30/2018,  
the Credit Card Payments for the statement ending 11/25/2018, 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 11/30/2018, 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 December 17, 2018:

1. Present: Matt Dame, Curtis Gale, Stephen Rajzer, Chris Wittenbach, Russ Graves, Greg Schira, and Julie Wetherby.
2. The Committee members began a line-by-line review of the Bylaws as edited by Russ Graves, and Curtis Gale, since the November meeting of the Policy Committee.
3. The Committee discussed creating a combined Compliance and Policy Committee.

10. Unfinished Business

CQAR (Clinical Quality Assurance Review)

Kara Lorenz-Goings provided an update on the CQAR, including the great score for home visits during FY 2018, case assistants are making sure that assessments are accurate for those receiving more skilled care, the Quality team is working on being more preventative for FY 2019, and the Supports Coordinator team leads, and additional clinical supervisor, have contributed to a more effective process.

11. New Business

Financial One Contract

The Board Members reviewed documents concerning contracting with Financial One Accounting, and hiring a CFO (attached).

John Burtka moved to approve the Accounting Services Agreement with Financial One Accounting, effective January 7, 2019, Carl Rice, Jr. seconded. Motion carried with no one opposed.

John Burtka moved to approve the Business Associate Agreement between Financial One Accounting and Region 2 Area Agency on Aging, Carl Rice, Jr. seconded. Motion carried with no one opposed.

Bob Knoblauch moved to approve a total of up to \$175,000 for the contract for Financial One Accounting, beginning January 7, 2019, Keith Williams seconded. Board Members discussed the funding source and agreed to amend and update the budget in January. Motion carried with no one opposed.

12. Board Member Comments and Questions

- Carl Rice, Jr. reported that the Jackson County Commissioners have not made a decision regarding Carl's seat on the Region 2 AAA Board. Carl commended the Board Members for their service, and noted the progress of Region 2 AAA since his association with the Agency.
- John Burtka said he was pleased with the direction of the Agency, and stressed the importance of deciding how to handle spending of reserves. He also said that serving on the Board has been an honor.
- Stephen Rajzer thanked Board members for attending the Region 2 AAA open house. He commented favorably on a recent meeting between himself and Julie of which a walk around the building and conversations with staff were part. Stephen thanked Carl and John for serving on the Board.
- Julie informed the Board that she will be out of town for the next two weeks, and thanked the members for their work.

13. Adjournment

The Board members adjourned the meeting at 3:26 p.m. after a motion by Bob Knoblauch, and support by Curtis Gale.

**Next meeting: January 24, 2019 at 2:00 p.m.**  
**Region 2 Area Agency on Aging**  
**102 N. Main Street, Brooklyn, Michigan**

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Greg Schira, Executive Assistant

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Julie Wetherby, Board Secretary

Approved by the Board of Directors as presented on January 24, 2019.