

**Region 2 Area Agency on Aging
Minutes of a Regular Meeting of the Board of Directors
March 21, 2019 at 2:01 p.m.
102 N. Main Street, Brooklyn, Michigan**

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Members Present: Tony Bair, Bruce Caswell (call-in), Matt Dame, Debbie Eccleton, Curtis Gale, Bob Knoblauch, Stephen Rajzer, Keith Williams, Chris Wittenbach

Members Excused: Megan Kiser

Members Absent: None

Staff: Nichole Baker, Margaret O'Malley, Greg Schira, Anne-Marie Smith, Julie Wetherby

Guests: Sherri King, 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 2:01 p.m. on March 21, 2019.

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 presented, Matt Dame seconded. Motion carried with no one opposed.

4. Guests

Stephen Rajzer invited the guests to introduce themselves.

5. Approval of Minutes

Keith Williams moved to approve the minutes of the regular Board Meeting on February 21, 2019 as amended so that the motion in Item 9.a.1. reads "...and that Mark is a veteran and manages a residential facility for men in Jackson County", Curtis Gale seconded. Motion carried with no one opposed.

6. Public Comment: None

7. Presentations

Nichole Baker, AASA Planner & Coordinator, presented information about advocacy, including why it is important, the parameters for a non-profit organization, and ways to advocate. Nichole also presented several issues for which staff at Region 2 AAA are developing advocacy. Board Members reviewed the Region 2 AAA Advocacy Blueprint (attached), as part of the presentation. Nichole spoke about the Community Needs Assessment recently distributed by Region 2 AAA and encouraged the members of the Council to complete and return the survey.

Anne-Marie Smith provided information about the Fiscal Year 2019 Budget using a spreadsheet showing the budget as approved in September, 2018, amendments, and purchased services (attached).

8. Reports

a. Michigan Aging and Adult Services Agency (AASA)

Sherri King reported the following: proposed 2020 federal budget includes significant cut in Older American Act funding (assumption is that it will be reinstated; home-delivered meal funding and congregate meal funding may be combined in one package), Scott Wamsley, Acting Senior Deputy Director, and Phil Lewis, Public Information Officer, provided an update on AASA operations to Children, Seniors, and Families Committee, interviews to fill position of former director Richard Kline, who is now Executive Director of Senior Services in out of Kalamazoo, will soon be starting, paperwork for the next multi-year area plan is due in July (the needs assessment distributed by Region 2 AAA is part of this process), the Commission for Services to the Aging has formed four advocacy committees: Direct Care Workforce, Transportation, Elder Abuse and Neglect Prevention, and Waiting List (made up of providers, AAA directors, commissioners, advisory council members, and AASA staff; will draft compendium of best practices by the end of the year), Silver Key Coalition did a presentation at the state budget hearings and asked for \$6 mil more for home delivered meals and in-home services. ~~as Executive Director~~

e-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 spoke about the National Area Agencies on Aging Association annual Policy Briefing that she attended in Washington, DC, and the proposed cut to MI Choice Waiver funding in the 2020 state budget.

~~Julie also reported that 651 slots have been filled as of the day of the Board meeting, and the members of the Area Agencies on Aging Association of Michigan continue to work on developing a body to contract with insurance companies.~~

c. Advisory Council

The Board members reviewed a report of the Advisory Council meeting that took place on March 18, 2019 (attached). Julie Wetherby reported that Mike Butchart will no longer be able to represent Region 2 on the Michigan Senior Advocates Council (MSAC). Gary Grueneberg, a member of the Advisory Council is a representative on MSAC, and other Advisory Council members have been encouraged to volunteer to serve.

9. Committee Business

a. Personnel Committee

Chris Wittenbach, Personnel Committee Chairperson, reported the following from the meeting of the Personnel Committee on ~~February 19~~ March 18, 2019:

1. Board Members Present: Bruce Caswell, Matt Dame, ~~Megan Kiser~~ Debbie Eccleton, Stephen Rajzer, and Chris Wittenbach.

2. Julie Wetherby distributed a proposal for the restructuring of the Finance Department after which the members of the Committee began a closed meeting for a personnel discussion and review of a written legal opinion.
3. The Committee, after resuming the open meeting, agreed to forward the Finance Department restructuring proposal to the Finance Committee with a recommendation to approve.
4. The Committee members reviewed the process for Julie's performance evaluation and directed that the evaluation form be uploaded to Survey Monkey before the Board Meeting on Thursday, and that the Board Members will be required to submit the evaluation by April 10, 2019.
5. The members of the Committee reviewed a quote for conducting interviews with the Region 2 AAA staff members submitted by Katena Cain of Nonprofit Network, and agreed not to proceed with the interviews.
6. Julie provided information about the recent resignation of the Region 2 AAA Enrollment and Eligibility Supervisor.
7. Julie reported that a piece of Region 2 AAA property had been defaced, and described the procedure followed by Agency managers to deal with the incident.
 - Margaret O'Malley provided highlights of two recent exit interviews. Julie Wetherby reported that she and Margaret O'Malley are working on a proposal regarding the possible restructuring of the Agency.
2. The Committee members reviewed, and recommended approval of, the questionnaire submitted by Mark Mann for membership on the Advisory Council.
 - Chris Wittenbach moved, by the direction of the Personnel Committee, that Mark Mann be accepted as a member of the Advisory Council representing Hillsdale County. Curtis Gale seconded. Curtis noted that he spoke with Mark, and that Mark is a veteran and manages a residential facility for men in Hillsdale County. Motion carried with no one opposed.
2. The Committee reviewed a proposal to hire a Community Health Worker and recommended that the proposal be forwarded to the Finance Committee for further approval.
2. The Committee members reviewed two updated Employee Handbook policies, and recommended that they be approved.
 - Chris Wittenbach moved, by the direction of the Personnel Committee, that the updated Drug Free and Alcohol Free Workplace Policy, and the updated Paid Time Off Policy, be approved. Keith Williams seconded. Curtis Gale noted, during discussion, the lack of definition of "licensed practitioner" in the Drug Free and Alcohol Free Workplace Policy. Also, in regards to the PTO Policy, Curtis noted the following: 1) non-payment of earned PTO to staff who are terminated for cause, to non-exempt staff who resign without two

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~~weeks' notice, and exempt staff who resign without four weeks' notice, and 2) using PTO days when PTO has been exceeded. Curtis suggested tabling discussion and sending the item back to the Personnel Committee. Julie stressed that the only change in the PTO Policy is the addition of the last sentence: "This Policy meets or exceeds the mandated requirements of the 2019 State of Michigan Paid Medical Leave Act", and that making additional changes would constitute a revision of the policy. Stephen clarified that State law defines who determines those who qualify for medical marijuana, that the policies are being updated in an existing Employee Handbook due to new State laws, and that revising the Employee Handbook is not the Board's task at this time. Motion carried with no one opposed.~~

~~2. The Committee discussed staff attendance at work during extreme weather. Julie Wetherby and Margaret O'Malley reviewed the Agency procedure in regards to staff flexing their time, using PTO, or working from home when road conditions are unfavorable.~~

~~8. Julie Wetherby reported that a Region 2 AAA manager resigned on the day of the Board meeting.~~

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b. Finance Committee

~~Curtis Gale~~Bob Knoblauch reported the following from the meeting of the Finance Committee on ~~February~~March 19, 2019:

1. Board Members Present: Matt Dame, Curtis Gale, Bob Knoblauch, ~~Stephen Rajzer~~, and Keith Williams.
2. The Committee members reviewed an Operating Reserve Policy prepared by Anne Marie Smith, and a handout regarding nonprofit operating reserves provided by Matt Dame. Discussion centered around the amount of money to have in reserve, the necessity of continuing services as long as the reserve exists, and possible ways to use reserve funds such as making capital improvements and providing senior housing. The Committee agreed to table further discussion until the April Finance Committee Meeting. Bob Knoblauch reported that Julie has requested a draft of the FY 2018 audit.
3. Julie reported that the Finance staff will create a timeline for financial reporting after further evaluation of current procedures.
4. The Committee members reviewed a budget request for the 2019 Annual Meeting, and a report of 2018 expenses, with no action taken since funds for Annual Meeting expenses are already in the FY 2019 budget.
5. The members of the Committee reviewed, and recommended acceptance of, the Agency's financial records for the past reporting period.

Bob Knoblauch moved, by the direction of the Finance Committee, that the Income Statement for the Five Months Ended February 28, 2019, the Statement of Financial Position dated February 28, 2019, the Grant Spend Down Analysis dated February 28, 2019,

the Capitation and Bills Analysis Summary for the period October 1, 2018 – February 28, 2019, and the Credit Card Payments for the Statement ending March 4, 2019, be accepted, Curtis Gale seconded.

6. The Committee members reviewed a recommendation from the Personnel Committee to approve a proposal for the restructuring of the Finance Department, and recommended that the proposal be approved by the full Board.

Bob Knoblauch moved, by direction of the Finance Committee, to approve proposal for the restructuring of the Finance Department at an additional cost to the current budget of \$34,678.00, Matt Dame seconded. Discussion.

Chris Wittenbach moved to begin a closed meeting to discuss personnel issues and a written legal opinion, Bob Knoblauch seconded. Motion carried after a roll call vote: Debbie Eccleton-yes, Curtis Gale-yes, Matt Dame-yes, Bruce Caswell-yes, Bob Knoblauch-yes, Megan Kiser-absent, Chris Wittenbach-yes, Stephen Rajzer-yes, Keith Williams-yes, Tony Bair-yes.

Motion carried after a roll call vote: Matt Dame-yes, Curtis Gale-yes, Keith Williams-yes, Megan Kiser-yes, Debbie Eccleton-yes, Bruce Caswell-yes, Bob Knoblauch-yes, Chris Wittenbach-yes, Tony Bair-yes, Stephen Rajzer-yes.

7. Bob Knoblauch reported that the Agency has had communication regarding the purchase of the parking lot owned by Frontier Communications.

3. Julie Wetherby, and Anne Marie Smith, reported that preparations for the FY 2018 Financial Audit are on track for March 11, 2019.

4. The members of the Committee reviewed, and recommended acceptance of, the Agency's financial records for the past reporting period (attached), and

Curtis Gale moved, by the direction of the Finance Committee, that the Income Statement for the Four Months Ended January 31, 2019, the Statement of Financial Position dated January 31, 2019, the Grant Spend Down Analysis dated January 31, 2019, the Capitation and Bills Analysis Summary as January 31, 2019, and the Credit Card Payments for the Old National Bank Statement ending January 25, 2019, and the Huntington Bank Statement ending February 4, 2019,

be accepted, Bruce Caswell seconded. Curtis noted during discussion that the reports are being accepted rather than approved due to loss of approximately \$100,000 a month in Waiver. Motion carried with no one opposed.

12. The Committee members discussed the timeline for preparing the financial reports, including scheduling the Committee meetings and Board meeting during the fourth week of the month. Anne Marie Smith provided clarification for consideration of changes in the timeline.

13. ~~The Committee members reviewed a recommendation from the Personnel Committee to approve a proposal to hire a Community Health Worker, and recommended that the proposal be approved, with the provision that the Social Worker Supports Coordinator position that is currently part of Care Management would not be filled.~~

~~Curtis moved, by direction of the Finance Committee, to approve the proposal to hire a Community Health Worker, realizing a potential savings in wages of \$16,000 per year. Matt Dame seconded. Motion carried with no one opposed.~~

15. ~~Stephen reported that he attended a meeting of the Jackson City Council where a community member suggested that funds from a Community Development Bloek Grant be given to Region 2 AAA for housing for seniors.~~
16. ~~Stephen reported that he communicates regularly with the chair of the Jackson County Board of Commissioners regarding filling the vacancy on the Region 2 AAA Board.~~

Policy Review Committee

Curtis Gale reported, from the meeting of the Policy Review Committee on ~~February 21~~ March 18, 2019, that all Committee members were present, ~~work on the Bylaws is moving along, and the Committee hopes to finish "in a month or so", and continued a line-by-line review of the Bylaws beginning with Article VI: Advisory Council, as edited by Russ Graves. Curtis also reported that the Committee finished the review and directed that a final draft be prepared for the Policy Review meeting in April.~~

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10. Unfinished Business: None

11. New Business

FY 2020 Board Officers Meeting Schedule

~~Stephen noted that he and Julie will discuss the options of moving Board week and adjusting the reports received by the Finance Committee and include further discussion during the Board meeting next month. Stephen Rajzer reviewed Article II, Section 6 of the Bylaws and confirmed that election of Board Officers for FY 2020 will take place at the May Board Meeting. Stephen also noted that all of the current officers are completing their first year in their positions.~~

12. Board Member Comments and Questions

- ~~Keith Williams is encouraged by the progress of work of the Board.~~
- ~~Julie Wetherby thanked the Board members for their support and the Financial One staff for their work.~~
- ~~Stephen Rajzer reminded the Board about the Advocacy Strategy Session scheduled at Region 2 AAA on March 4, 2019, 9:00-11:00 a.m. Stephen also let the Board members know that he will be out of the country February 28 - March 10, 2019. Tony Bair requested the necessary information and history to function effectively as a Board Member.~~

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- Julie Wetherby thanked the Board Members for their support, noting that decisions are not taken lightly.
- Debbie Eccleton noted that the next Board Meeting will take place on April 25, 2019 rather than April 18, as indicated on the agenda.

13. Adjournment

The Board members adjourned the meeting at ~~4:07~~3:33 p.m. after a motion by ~~Chris Wittenbach~~Curtis Gale, and support by ~~Keith Williams~~Bob Knoblauch.

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Next meeting: ~~March 21~~April 25, 2019 at 2:00 p.m.
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Greg Schira, Executive Assistant

Julie Wetherby, Board Secretary

Approved by the Board of Directors on April 25, 2019.