

**CONNECTIONS AREA AGENCY on AGING
BOARD MEETING MINUTES**

DATE: September 27, 2018
TIME: 11:00AM – 12:30 PM
PLACE: Connections Board Rooms via Video Conferencing

ITEM

I. Call To Order – Tom Hoogestraat

- A. Roll Call** - Board members answering roll call were: Cathay Pringnitz, Barb Redmond, Tom Hoogestraat, George Gillespie, Bonnie Godden, Mark Monson, Lori Harvey; Kari Livermore was excused.
- B. Recognition of Visitors:** Kelly Butts-Elston, Bob Neumann, Sandy Wienhold, Linda Krei, Aubury Krueger, and Sherrie McDonald.
- C. Approval of August Minutes** – Bonnie Godden made a motion and George Gillespie seconded to approve the November meeting minutes. Motion carried.
- D. Agenda** – George Gillespie made a motion and Mark Monson seconded to approve the August minutes.

II. Reports

- A. CEO Report:** Kelly referred the board to her written report. In addition to her report Kelly added that she will be meeting with the Superintendent of Council Bluffs Community School District to discuss the Senior Corps Programs. Kelly also reported that conversations were being held with the Department on Aging about the Lifelong Links website and its functions and branding.
- B. Division Reports:**
- Housing:** Linda referred the board to her written report. Linda also added that audits for the housing program have been completed and reviewed.
 - Consumer Services:** Sherrie referred the board to her written report. Sherrie informed the board that the state was unsuccessful in their grant proposal for further funding for the Return to the Community program, but that we do have one year of guaranteed funding for the program. Sherrie also shared with the board that we have partnered with Siouxland Community Health, and they will be hosting a family caregiver support group meeting
 - Employee Services:** Sandy referred the board to her written report and had nothing further add.
 - Community Engagement:** Aubury referred the board to her written report, and acknowledged Terri Wilson and Kelly on their hard work on the successful Golf Tournament.
- C. Advisory Council Report:**

- Bob reported that the council is currently working on a recruitment plan for new advisory council members.

III. Business Requiring Action

A. Fiscal Report: In Ann's absence Kelly referred the board to the fiscal report and shared that the auditors are currently working on the agency audit and will report to the board at the November meeting.

Cathay Pringnitz made a motion, seconded by George Gillespie to accept and file the fiscal report. Motion carried.

B. Board Bylaws Revision Reading: Kelly reviewed and read the By-Law amendments as required in Article X Section 1. The following amendments are presented for board approval at the October 25, 2018 meeting:

Article IV Section 1.

Membership.

The Board of Directors shall be not less than nine (9) nor more than eleven (11). Members will be selected based on skills sets desired on the Board and maintaining equalized geographical representation. Previous service on the agency's advisory council or knowledge of the aging network will be viewed advantageously when filling an open board seat. Former employees who left the agency in good standing (resignation with proper notice or reduction in force) are eligible to be members after an absence from the agency of three years. Former employees who were not in good standing when they left the agency (termination, mutual agreement) are not eligible to be members.

Article IV Section 3.

Term of Office.

The term of office shall be for three years and shall be apportioned so that one-third (1/3) of the Directors shall be selected each year. The term shall run from July through June. No Director shall serve more than two (2) full terms in succession. After having served two (2) full successive terms, a Director shall not be eligible to serve again until at least a one (1) year hiatus from the Board. After every effort to recruit a replacement for a board member whose eligibility has expired is unsuccessful, the outgoing board member can be reappointed for an additional year with 2/3 approval of the membership.

Article IV Section 4.

Selection.

The Board, after soliciting suggestions for candidates for Directors, shall nominate successor Directors to fill terms expiring at the next annual meeting. The list of nominees shall be submitted to Board Members. A 2/3 majority vote of Directors shall be required to elect the new Directors. Directorships shall not be restricted on the basis of sex, age, race or ethnicity.

Article IV Section 7-4.

4. Each Director shall sign a disclosure statement declaring potential conflicts of interest upon onset of board service. These disclosure statements will be kept on file and updated should new conflicts arise

Article V Section 5.

Quorum. 2/3 of membership of the Board at any regular meeting or special meeting shall constitute a quorum.

Article VII Section 2.

Standing Committees. The Connections Area Agency on Aging will not have any standing committees. The Chairperson of the board can convene Ad Hoc committees at any time for any purpose.

Article VIII

Each member of the Board of Directors of The Corporation shall be personally responsible for maintaining a high standard of honesty, integrity, impartiality, and conduct. As a guide, the Board of Directors shall comply with the standards of Conduct for Title III of the "Older Americans' Act." Additionally, the board shall comply with Connections Employee Manual Policy 1.3, Code of Ethics, and Policy 1.5 Whistleblower Policy. The Board shall further be accountable for enforcing all Sections of The Corporation's Personnel Policies and Procedures Manual.

IV. Business Requiring No Action

- A. Update on Senior Corps Programs
- B. Board Training: Open Meetings Law: Kelly facilitated a training on Iowa Open Meetings Law. The meeting covered basics with questions and answers about Iowa's Open Meetings Law, including closed session, providing notice of meetings and agendas, and conference call meetings.

V. Open Forum

- A. Sherrie added that we recently underwent an audit for our case management program, and that the audit went well.

VIII. Adjournment:

Bonnie Godden made a motion, seconded by Barb Redmond to adjourn. Motion carried