# AREA AGENCY ON AGING OF PASCO-PINELLAS, INC.

# BOARD OF DIRECTORS MEETING MINUTES

# January 11, 2021

**Board Members Present in Person**

President Camille Hernandez, Mayor City of Dade City, Pasco County

Immediate Past President Chris Comstock

Audrey Baria

Barbara Sheen Todd

Charlie Justice, Commissioner, Pinellas County Board of County Commissioners

Elithia Stanfield

Judge George Jirotka, 6th Judicial Circuit

Julie Hale

Robert Hatfield

**Board Members Present Via Zoom Video**

Vice President, Charles Robinson, Esq

Secretary, Virginia Rowell

Treasurer, Harriet Crozier

Anne Corona

Linda Lee

Paul McClintock

Stuart Strikowsky

**Board Members Not Present:**

Sallie Parks (excused)

**Others Present:**

Ann Marie Winter, Executive Director, Area Agency on Aging of Pasco-Pinellas

Tawnya Martino, ADRC Director, Area Agency on Aging of Pasco-Pinellas

Jason Martino, Director of Planning Area Agency on Aging of Pasco-Pinellas

Wendy Arroyo, HR Administrator, Area Agency on Aging of Pasco-Pinellas

Stacie Bolen, Director of Outreach, Area Agency on Aging of Pasco-Pinellas

Colleen Flynn, Legal Counsel, Area Agency on Aging of Pasco-Pinellas

Paula Moore, CPA Financial Consultant

LaShanna Young, Controller, Area Agency on Aging of Pasco-Pinellas

Virginia Cruz, Executive Assistant, Area Agency on Aging of Pasco-Pinellas

**Agenda Item #1 – Call to Order**

The Area Agency on Aging of Pasco-Pinellas, Inc. and Board of Directors Meeting was held Monday

January 11, 2021 at 9549 Koger Blvd, Gadsden Bldg., St Petersburg FL 33702.

President Camille Hernandez called the meeting to order at 9:35 a.m.

**Agenda Item #2 – Introduction of Audience**

President Hernandez invited the audience to introduce themselves if they wished to, there were no responses.

**Agenda Item #3 – Public Meeting Notice**

President Hernandez announced the meeting was publicly noticed.

**Agenda Item #4 – Roll Call**

Ms. Ann Marie Winter, Executive Director, called the roll. A quorum of board members was physically present.

**Agenda Item #5 – Public Comments for Items on Agenda**

None.

**Agenda Item #6 – Addendum Item(s) or any Item Requiring Discussion**

None.

**Agenda Item #7 – Consent Agenda**

President Hernandez stated that the items on the Consent Agenda were: Board Meeting Minutes – November 16, 2020; Finance Committee Meeting Minutes – November 5, 2020; Surplus/Deficit Report:

October 31, 2020 and November 30, 2020; Budget vs Actual Revenue and Expense; October 31, 2020 and November 30, 2020; Balance Sheet October 31, 2020 and November 30,2020; Fiscal Monitoring Reports -Pinellas Opportunity Council – Older Americans Act Title IIIB/IIIE, Community Care for the Elderly, Home Care for the Elderly and Emergency Home Energy Assistance for the Elderly Program; Community Aging and Retirement Services Inc - Alzheimer’s Disease Initiative, Community Care for the Elderly, Home Care for the Elderly, Older Americans Act Title IIIB; Neighborly Care Network - Alzheimer’s Disease Initiative, Community Care for the Elderly, Older Americans Act Title IIIB; Pasco County Senior Services - Older Americans Act Title IIIB, Local Service Program and Emergency Home Energy Assistance for the Elderly Program; Gulf Coast Jewish Family and Community Services, Inc. - Community Care for the Elderly, Alzheimer’s Disease Initiative, Home Care for the Elderly, Older Americans Act; Program Monitoring Reports - Pasco County Public Transportation – Older Americans Act Title IIIB/LSP – Transportation Program – Annual Review; Pasco County Senior Services – Older Americans Act Title IIIC1/IIIC2/LSP – Nutrition Program – Annual Review; Neighborly Care Network - Older Americans Act Title IIIC1/IIIC2/LSP – Nutrition Program – Annual Review. There were no questions or comments.

Ms. Elithia Stanfield requested that the Agenda Item 7G (1) Program Monitoring Report for Pasco County Public Transportation – Older Americans Act Title IIIB/LSP – Transportation Program – Annual Review be pulled. There were no other questions or comments. Dr Audrey Baria made a motion to approve the Consent Agenda without Agenda Item 7G (1). Mr. Chris Comstock seconded. None opposed, motion carried.

**Agenda Item #8 – Items for Discussion from the Consent Agenda**

Ms. Elithia Stanfield referred to the recent RFP process where Pasco County Public Transportation proposal did not meet fatal criteria, which resulted in a request for an RFQ. Ms. Stanfield enquired whether all paperwork from Pasco County Public Transportation was in order and if there had been any changes in staffing. Ms. Winter informed that Pasco County Public Transportation has been very responsive, based on the monitoring report there are no issues related to the provider. There were changes in program staff and not in leadership. Ms. Winter informed that the provider is well aware of the requirement of the OAA Contract and it is being done successfully. Ms. Elithia Stanfield made a motion to accept Agenda Item # 7 G (1). Judge George Jirotka seconded. None opposed, motion carried.

**Agenda Item #9 – DOEA Funding**

Ms. Ann Marie Winter, AAAPP Executive Director informed that the Agency has been notified by the Department of Elder Affairs that funding in the amount of $7,903,377 has been allocated to the AAAPP to provide services under the Older American Act (OAA) Title III programs for 2021. Mr. Chris Comstock made a motion to approve funding in the amount of $7,903,377 for OAA Title III programs for 2021. Ms. Julie Hale seconded. None opposed, motion was carried.

**Agenda Item #10 – AAAPP Annual Luncheon**

Ms. Ann Marie Winter, Executive Director presented four options for consideration regarding the 2021 Annual Meeting and Luncheon.

1. *Direct staff to identify a date and work towards creating the Luncheon on that date.*
2. *Hold off until the end of first quarter to determine if to proceed with the annual luncheon later in the year.*
3. *Hold a virtual event later in the year, with no fundraising goal attached.*
4. *Cancel 2021 luncheon and prepare for 2022.*

Discussions ensued on the matter. The Board agreed on (Option 3. Hold a virtual event later in the year, with no fundraising goal attached), the event will be held in the second or third quarter within June to September, 2021. Staff will on work on specifications of the event and will report to the Board at the February board meeting. Ms. Elithia Stanfield made a motion to approve Option 3. Ms. Barbara Sheen-Todd seconded. None opposed, motion carried.

**Agenda Item #11 – Emergency Bylaws**

Ms. Colleen Flynn Esq, AAAPP Legal Counsel presented the AAAPP Emergency Bylaws in relation to Covid-19 and virtual board meetings. Ms. Flynn informed that the AAAPP was created as a *Not-For-Profit Corporate Statute* and not by virtue of a special act of a legislature, therefore the AAAPP has to only abide by Sunshine Law and can refer to the Bylaws on how meetings are held and what constitutes a quorum provided that all other aspects of Sunshine Law are met.

Ms. Flynn further stated that Florida *Not-For-Profit Corporation Statute* permits meeting electronically. As a result, it is permissible for the AAAPP to conduct virtual meetings. The AAAPP Bylaws permits in person quorum and does not prohibit Emergency Bylaws. The AAAPP can institute Emergency Bylaws under the *Not-For-Profit Corporation Statute* in such circumstances as a pandemic, the AAAPP can invoke the emergency ByLaws to meet virtually.

The Emergency Bylaws states as follows:

**EMERGENCY BYLAWS OF AREA AGENCY ON AGING OF PASCO-PINELLAS, INC.**

Section 1. Generally. The Emergency Bylaws of the Area Agency on Aging of Pasco-Pinellas, Inc. (“the Corporation”) provided herein shall be operative during any emergency as authorized by F.S. 617.0207. An emergency can be declared by Board action or by the President of the Board in conjunction with the Executive Director. All provisions of the regular bylaws of the Corporation that are not modified by these Emergency Bylaws shall remain in effect during such emergency. Upon the termination of the emergency as declared by either Board action or by the President of the Board in conjunction with the Executive Director, the Emergency Bylaws shall cease to be operative.

Section 2. Operative Provisions. During any such emergency:

1. Any and all requirements contained in the regular bylaws that a quorum must be physically present to conduct business are suspended;
2. Any and all requirements contained in the regular bylaws that a meeting must be held at the Corporation’s principal office or at such other place within PSA 5 are suspended;
3. The Board of Directors may meet and conduct business via any means of communication authorized by F.S. 617.0820 including, but not limited to, electronic communication or telephonic conference. A director participating in a meeting by this means is deemed to be present in person at the meeting for purposes of quorum and voting; and

(d) The Board of Directors during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers of the Corporation shall for any reason be rendered incapable of discharging their duties.

Section 3. Amendment of Emergency Bylaws. These Emergency Bylaws shall be subject to repeal or change by further action of two-thirds vote of those present at any meeting of the Board of Directors where a quorum is assembled and provided notice of the amendment to the Emergency Bylaws has been sent in writing via electronic or regular mail to each member at least 7 calendar days prior to any such meeting.

Judge George Jirotka made a motion to Adopt the Emergency Bylaws of the Area Agency on Aging of Pasco-Pinellas Inc. as prepared by Ms. Colleen Flynn, AAAPP Legal Counsel. Dr Audrey Baria seconded. None opposed, motion was carried.

Commissioner Charlie Justice made a motion that AAAPP Board of Directors Invoke the Emergency Bylaws of the Area Agency on Aging of Pasco-Pinellas Inc. Dr Audrey Baria seconded. None opposed, motion was carried.

**Agenda Item #12 – AAAPP Board Officers**

Commissioner Charlie Justice (Chair) stated that it was time to consider officer positions for the next term (2021-2022) and that according to the AAAPP Bylaws the current officers were not eligible to serve another term in their current positions. The AAAPP Leadership forms were presented for all Board members to complete and indicate their interest in serving as an officer. Commissioner Charlie Justice informed that the Membership and Nominating Committee would be meeting prior to the February Board meeting to establish a proposed slate of officers. There were no questions or comments. Information only, no action necessary.

**Agenda Item #13 – Renewal of Terms of Board Members**

Commissioner Charlie Justice (Chair) announced that there were six Board Members: Barbara Sheen Todd, Elithia Stanfield, Harriet Crozier, Julie Hale, Linda Lee, Robert Hatfield who have terms ending with the Annual Meeting on March 15, 2021. Commissioner Justice encouraged Board members to consider renewal for another term and asked that Board members communicate their decision as soon as possible to the Executive Director. Commissioner Justice informed that the Membership and Nominating Committee would also be reviewing “terms of office” for the above-mentioned members. There were no questions or comments. Information only, no action necessary.

**Agenda Item #14 – Board Member Resignation**

President Hernandez announced that effective November 17, 2020 Board Member Ms. Martha Lenderman had resigned from the Board. President Hernandez informed that Ms. Lenderman has served for 22 years and she has been a pillar of the board. President thanked Ms. Lenderman for her remarkable achievement, her attention, support and love for the Agency.

Ms. Lenderman stated that it was an honor to serve and was grateful to be of help to the board, staff, service providers and the elders of Pasco and Pinellas Counties. She is also proud of the fact that the AAAPP has taken on the issue of mental health as a priority. Ms. Lenderman stated she is willing to continue assisting the Agency in the area of MSW intern supervision.

**Agenda Item #15 – President’s Report**

President Hernandez wished everyone a happy new year and looks forward to new opportunities and challenges. Thanked the Executive Director and the leadership team for creating a working environment for staff in order to continue providing services to the seniors of Pasco and Pinellas during this pandemic.

Thanked all Board members for their time, especially members who attended in person.

**Agenda Item #16 – Executive Director Report**

The Executive Director reported as follows: vacancies exist on the AAAPP Board of Directors and the AAAPP Advisory Council, working towards potential new members; introduced Ms. LaShanna Young, new AAAPP Controller; finalizing recruitment of new Grant Accountant position, CFO position will be posted when Grant Accountant position is filled; Human Resources and Finance Department have implemented an automated cloud-based payroll system as of January 1, 2021; the Executive Director continues to serve as Secretary of F4A; hired Kristina Jalazo as new AAAPP Director of Program Accountability; Helpline backlog is now down from 14 to 7 days; working with Social Venture Partners on a project to help providers increase their capacity; continue working to keep Leadership Team and staff motivated during pandemic; in 2020 Health Aid Company donated $10,410.67 in kind donations of incontinence supplies; as of November 30, 2020 AAAPP received $11,227 in cash donations. The Executive Director amid this pandemic has now focused efforts on media engagements and outcome of these have been articles in Tampa Bay Times, The Laker Lutz News, Ask The Expert, You Tube Podcast, ABC Action News and The Suncoast News.

**Agenda Item #17 – Board Members Comments**

For information purposes, Commissioner Charlie Justice informed that the county has been receiving request for the covid-19 vaccine. He informed that County Commissioners have no control over the distribution of the vaccines. The process involves the release of the vaccine from the federal government to the state and department of health releases through local departments of health or through hospital and other distribution networks.

Director Elithia Stanfield in terms of the administration of the vaccine stated that she wished to publicly commend the staff of the Department of Health throughout the state for the work that they do during this pandemic.

For information purposes, Judge Jirotka informed that due to covid-19 all re-trials have been suspended in Pasco and Pinellas County until further notice.

Mr. Chris Comstock wished everyone a Happy New Year.

**Agenda Item #18 – Open Agenda/Public Comments**

None.

**Agenda Item #19 – Adjourn**

There being no other items for discussion the meeting adjourned at 11:05 a.m.

Respectfully Submitted, Harriet Crozier, Secretary

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 Approved if signed

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Virginia Cruz

Recording Secretary

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**MEMBERS OF THE PUBLIC PRESENT:**

Martha Lenderman

Courtney Vandenberg, Executive Aide to Commissioner Charlie Justice

Kristina Jalazo, Program Director, GCJFCS

Kristi Sullivan