

**WellWise Services Area Agency on Aging
107 Chicago Street
Brooklyn, Michigan**

Mission Statement

Supporting older adults, adults with disabilities and their caregivers to live safely and independently.

Core Values/Beliefs

- We strive to be aging experts and are continuous learners
- We provide quality and efficient care to those we serve
- We are committed to helping older adults and adults with disabilities, make informed decisions about living where and how they choose
- We network and build community partnerships in advocating for those we serve
- We serve with honesty and compassion
- We hold each other to be accountable, ethical and respectful

Board of Directors

Regular Meeting Agenda for February 22, 2024, 2:00 p.m.

- 1. Call to Order**
- 2. Opening Ceremony and Roll Call of Members**
- 3. Approval of Agenda**
- 4. Guests**
- 5. Approval of Minutes ***
- 6. Public Comment (5 minutes)**
- 7. Presentation**
- 8. Reports**
 - Aging, Community Living, and Supports (ACLS) Bureau
 - Agency Chief Executive Officer *
- 9. Committee Business**
 - Personnel Committee (H)
 - Finance Committee (H)
- 10. Unfinished Business**
- 11. New Business**
- 12. Board Member Comments and Questions**
- 13. Adjournment**

<https://us02web.zoom.us/j/86359353758>

Audio Access Only: (312) 626-6799, Meeting ID: 863 5935 3758, Passcode: 652425

Next Board of Directors Meeting: March 19, 2024, 2:00 p.m.

*Key: * = Attached (H) = Handout (P) = Previously distributed*

Members Present: Tony Bair, Curtis Gale, Megan Kiser, Brent Leininger, Aimrie Ream-Taylor, Bill Richardson, Debbie Shepard, Keith Williams, Chris Wittenbach, Ken Wyatt (Boynton Beach, Florida)

Members Excused: None

Members Absent: None

Staff: Nichole Baker, Kara Lorenz-Goings, Greg Schira, Claire Warner, Julie Wetherby, Jeff Willet

Guests: Ashley Ellsworth, Ward Wilson

1. Call to Order, Opening Ceremony, and Roll Call of Members

Chairperson Brent Leininger called a regular meeting of the WellWise Services Area Agency on Aging Board of Directors to order at 2:02 p.m. on February 22, 2024. All recited the Pledge of Allegiance, Brent read the WellWise Services mission statement, and the executive assistant called the roll.

2. Approval of Agenda

Tony Bair moved to approve the agenda as amended to include CFO Services Contract With Financial One under Unfinished Business, Chris Wittenbach seconded. Motion carried with no one opposed.

3. Guests

The guests introduced themselves.

4. Approval of Minutes

Tony Bair moved to approve the minutes of the January 18, 2023 Board Meeting as amended to include the correct spelling of Board Member Curtis Gale's name in two locations in the minutes, Curtis Gale seconded. Motion carried with no one opposed.

5. Public Comment: None

6. Presentation: None

7. Reports

a. Bureau of Aging, Community Living and Supports (ACLS)

Ashley Ellsworth reported the following:

- The federal government continues to operate under a continuing resolution in place of an approved budget. The ACLS has issued another month of funding.
- Older Americans Act regulations have been updated; last update was in 1988. The final rule has been released, and may be found at [acl.gov/oaarule](https://www.acl.gov/oaarule). It will take effect on March 15, 2024. Accountability to the updated rule will take effect on October 1, 2025.
- The Commission on Services to the Aging has approved extending the multi-year plan for another year to align with the state plan on aging

b. Agency Chief Executive Officer

The Board Members reviewed a report from Julie Wetherby and WellWise Services managers on activities for the past month (attached). Julie added the following:

- The permanent building stand-by generator has been installed but still needs to be connected to the natural gas line.
- Working on refurbishing the lights in the Randolph Street parking lot, and defining who pays for the power.
- WellWise Services 50th anniversary celebration will take place in May 2024. Scott Wamsley, one of the MDHHS directors, will be the keynote speaker. Planning is underway for the annual Safe Haven benefit event.
- The Waiver budget for the year is based on 597 clients.
- Rescheduling of appointments, people unable to leave home due to inclement weather, staff transitions, incoming calls not being MI Choice appropriate contributed to the decrease in people served in December 2023 and January 2024. WellWise is still meeting Waiver benchmark in spite of the recent decreases.
- Network Adequacy refers to monitoring the provider network by the Michigan Department of Health and Human Services to ensure the appropriate ratio for the number of clients served and the number of providers contracted for each service in a region.
- AAAAM report includes advocacy to the State and legislators for permanent increases in budgeted amounts.
- Unit 1 in the Safe Haven house was unoccupied during most of January due to repair projects in the unit and the unit being held for a person who was transitioning from a nursing home.

8. Committee Business

a. Personnel Committee: Keith Williams reported the following:

1. The Personnel Committee met on February 20, 2024 with Curtis Gale, Brent Leininger, Keith Williams, and Chris Wittenbach attending in person, and Ken Wyatt participating virtually.
2. The Committee members went into closed session to discuss the WellWise Services attorney's opinion on a contract from Financial One Accounting, and, after resuming the open meeting, tabled a motion to forward the contract from Financial One to the Finance Committee.
3. The Committee members went into a second closed session for a discussion on the WellWise Services attorney's position on the employment agreement with the CFO contract, and, after resuming the open meeting, voted to forward the contractual position of a CFO to the Finance Committee for further approval.
4. The Committee members tabled review of the Executive Assistant/Facility Manager job description.
5. The Committee members voted against forwarding the CFO contract from Financial One dated December 1, 2023 to the Finance Committee and instead discussed pursuing the issue at the Board Meeting under Unfinished Business.

b. Finance Committee: Bill Richardson reported the following:

1. The Finance Committee met on February 20, 2024 with Tony Bair, Brent Leininger, Bill Richardson, and Debbie Shepard present in person.

2. The Committee members reviewed analytics for the MI Choice Waiver Program for Fiscal Years 2019 – 2023.
3. The Committee members reviewed a report of WellWise Services vendors paid from October 1, 2023 – February 19, 2024.
4. The Committee members reviewed Statements of Contract Award (SCA) for Older Americans Act funding for the period October 1, 2023 – February 29, 2024, and recommended approval.

Bill Richardson moved that the SCA in the amount of \$29,902 for the Hillsdale County Senior Services Center, \$92,249 for the Jackson County Department on Aging, \$69,466 for the Lenawee Department on Aging, \$2,836 for Catholic Charities, and \$5,207 for the Michigan Advocacy Program of Legal Services of South Central Michigan, be approved, Tony Bair seconded. Motion carried with no one opposed.
5. The members of the Committee reviewed the financial reports for the month ended December 31, 2023, and recommended approval.

Bill Richardson moved to approve the financial reports and accept Julie Wetherby's credit card statement for the month ended December 31, 2023 as presented, Tony Bair seconded. Motion carried with no one opposed.
6. The Committee members went into closed session to discuss attorney-client privilege information, and, after resuming the open meeting, voted to recommend entering into employment contract negotiations for the CFO position.

Bill Richardson moved to enter into employment contract negotiations for the CFO position and a salary range as specified, Keith Williams seconded. The Board Members discussed first establishing the job description for the CFO position.

Keith Williams moved to amend the motion by adding to establish the job description for the CFO position, Tony Bair supported. Motion carried with no one opposed.

Original motion carried with no one opposed.

Curtis Gale moved to authorize the Executive Committee of the Board to enter into contract negotiations for the CFO position, Bill Richardson supported. Julie Wetherby requested to be involved in the negotiations. Motion carried with no one opposed.

9. Unfinished Business

CFO Services Contract With Financial One: Julie Wetherby reported that Financial One is firm on the 50% buyout rate and lowered the hourly compensation rate to \$140.

Keith Williams, after Board discussion moved to sign the Financial One contract at the hourly rate of \$140 and the buyout rate of 50%, Tony Bair supported. Motion carried after a roll call vote: Curtis Gale-no, Megan Kiser-yes, Brent Leininger-yes, Aimrie Ream-Taylor-yes, Bill Richardson-yes, Debbie Shepard-yes, Chris Wittenbach-no, Keith Williams-yes, Ken Wyatt-yes, Tony Bair-yes.

10. New Business: None

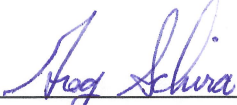
11. Board Member Comments and Questions

Brent Leininger noted the vendor payment list from the Finance Committee meeting made available to the Board Members to reference when signing the WellWise Services conflict of interest statement.

Ken Wyatt requested that Glen Ashlock be scheduled to give a presentation to the Board.

12. Adjournment: The Board Members adjourned the meeting at 3:12 p.m. after a motion by Tony Bair and support by Bill Richardson with no one opposed.

Next Board Meeting: March 21, 2024 at 2:00 p.m.



Greg Schira, Executive Assistant



Julie Wetherby, Board Secretary

Approved by the Board of Directors on March 21, 2024.