

**Agenda**  
**Middle Alabama Area Agency on Aging**  
**Board of Director's Meeting**  
**April 18, 2006**

**Present at the Board meeting:**

Julie Oetting Miller (M4A)  
Carolyn Fortner (M4A)

Mr. Lovelady (Chairperson from Walker)  
Comm. Strength (Vice Chairperson from Chilton County)  
Joy Thompson (St. Clair County Manager/Board alternate member from St. Clair)  
Comm. Acker (Board member from Shelby)  
Reginald Holloway (Board alternate member from Shelby)  
Jon Parker (Board member from Shelby)  
Comm. King (Board member from Blount)  
Rev. Bynum (Board member from Blount)  
Comm. Cochrane (Board member from Blount)

Chris Green (Blount County Manager/Board alternate from Blount County: presence not counted toward quorum)

**Agenda:**

- Open with Prayer
- Announce new board members
- Other announcements: Alfredia
- ED position on \$15,000.00
- Motion to approve minutes of previous Board Meeting
- ED position on \$15,000.00
- Motion to Rescind Motion from previous Board Meeting
- Definition of Direct Service
- Blount County Transition Plan/Discussion Regarding M4A contracts with counties
- Area Plan Approval: Need Motion
- Ombudsman Annual Operating Element Approval: Need Motion
- Board Training Date
- Adjourn
- Visit New Building
- Next Board Meeting: June 20, 2006

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Prayer: Rev. Bynum opened in prayer.

Introduction of New Board members: Julie Miller introduced the new alternates: Joy Thompson (St. Clair) and Reginald Holloway (Shelby). She also introduced Chris Green and Comm. Acker, the new Board member from Shelby County. She introduced new Chilton Board members: Martha Thornburg and Gaye West of the Chilton County Extension, both of whom were not present at the meeting. Ms. Thornburg is a caregiver and a volunteer in Chilton County. There are vacancies in Walker but a request has been sent to Walker for another Board member. Ms. Thompson stated that Comm. Brown will replace Comm. Roberts in St. Clair County, who is resigning.

Announcement regarding the absence of the treasurer's reports: Ms. Miller explained that there would not be a treasurer's report because Alfredia Norris, fiscal officer, has had a blood clot in her leg. Ms. Norris will not be back to work for two weeks; therefore, M4A does not have any financial reports but Ms. Miller said that the reports will be made available to Board members at another date.

***Motion to re-open the previous board meeting for the purpose of addressing the motion from Judge King regarding the \$15,000.***

Mr. Lovelady said that the previous meeting needed to be reopened so that the Board could correct a previous motion; Mr. Lovelady said that correcting the motion would be in the best interest of the Board.

No one on the Board knew the appropriate parliamentary procedure for addressing a previous motion from a previous Board meeting. However, Rev. Bynum said that as a matter of parliamentary procedure, the Board cannot reopen the previous meeting but that a person voting in favor of the previous motion could make a motion to readdress the issue.

There was opposition to doing this based on appropriate parliamentary procedure so there was no motion either to reopen the previous meeting or to readdress the previous motion. Instead, the board meeting was opened with a motion to approve the minutes of the previous meeting.

**Motion to approve the Board minutes: King  
Second: Cochran**

Discussion: Comm. Parker said that the Board needed to correct the Board minutes to address whatever issue was needed to be addressed.

Rev. Bynum said that the Board was simply voting as to whether or not this was the action of the Board. He stated that the Board cannot go back and change something that did not happen. Joy Thompson agreed with this.

**Yes: All Board members, except the following abstained: Thompson, Holloway**

*The Board then went into a discussion of the ED's position on the Conflict of Interest regarding the \$15,000.00*

Ms. Miller read her statement but noted that she received clarification from ADSS that if the money was sent back then it would not benefit anyone; in other words, it would go into the general fund.

Ms. Miller said that she read her statement because she thought her position needed to be clear. Ms. Miller read the following statement:

**Executive Director's Position on the Board Motion to Rescind Previous Motion Regarding \$15,000.0 Allocation for Blount Transition Costs**

The Executive Director of Middle Alabama Area Agency on Aging supports the Motion to Rescind the Previous aforesaid motion for the following reasons:

1. It was a violation of the Board's *Conflict of Interest* policy for the Board member from Blount County to present the motion to the Board;
2. There has been considerable confusion as to whether the \$15,000.00 allocated from ADSS was a result of the M4A "wish list" which requested additional funding to offset costs experienced by M4A because of the transition; or discussions the Blount Contractor (also an M4A Board member) had with ADSS regarding transportation costs experienced by the Contractor as a result of the transition;
3. There has been confusion as to whether ADSS intended the \$15,000.00 to go towards M4A's transition costs in Blount or whether ADSS intended to use M4A as a conduit or "pass-through" agency to funnel \$15,000.00 to Blount County, as a contractor of M4A. Requests for clarification from ADSS have supported the Executive Director's interpretation, that being that the \$15,000.00 was to be applied to the AAA's transition costs in Blount; and
4. If M4A had been directed by ADSS to give the \$15,000.00 directly to Blount County, then the M4A Board would have to determine whether M4A should be a "pass-through" Agency—an Agency by which government entities could funnel money to public and private contractors.

**Background and Discussion**

Prior to fiscal year 2003, M4A had contracts with nonprofits in Chilton, Shelby, St. Clair and Walker Counties and one contract directly with Blount County to provide nutrition services and transportation in these respective counties. This meant that M4A Board members from Blount County, two of whom were also County Commissioners, were approving contracts as Board members for themselves as County Commissioners/contractors.

This conflict of interest has been an audit issue for M4A. To mitigate and address these conflicts of interest, a conflict of interest policy was adopted in 2003.

In Blount County, County officials (which included M4A Board members) determined that it would be politically unpopular and financially burdensome to local communities if Blount County immediately ceased being a direct service provider. The plan for the other counties, which has since proved

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successful, required M4A to contract with local cities and towns for nutrition services and to outsource transportation to a regional, nonprofit transportation provider. Local support and responsibility are prerequisites to receiving government funding for senior services pursuant to the Older Americans Act. Thus, placing accountability for senior programs at the local (city/town) level not only removed audit issues for M4A, it also brought M4A into compliance with its federal/state assurances as an Area Agency on Aging.

In FY 04, the Blount County Commission Chair submitted a proposal to the board and made a motion for the vote which determined the financial obligations of the contract with Blount County. In FY 05, Blount County submitted to the AAA a 3 year transition plan via the Request for Proposal Process. This transition plan submitted by Blount County as part of the RFP process required gradual placement of the responsibility of nutrition services on local communities. In FY 05 and FY 06, AAA staff made recommendations that the AAA contract directly with cities/towns for the senior nutrition programs and not with counties.

In FY 2005, one of the M4A Board members from Blount (who is also the chair of the Blount County Commission) approached the Alabama Department of Senior Services (ADSS) requesting money from the State for assistance with transportation costs and other costs associated with the County continuing to provide direct services to senior citizens. It was the understanding of ADSS that the Board member/Commission chair was requesting money as an M4A Board member, as it is the policy of ADSS not to meet with local contractors.

About the same time, the Executive Director was asked by ADSS to submit a "Wish List" for additional funding. The AAA submitted a request for additional funding to cover the transitional costs associated with changes which occurred in FY 05.

In FY 2005, ADSS was able to appropriate additional funding to M4A for transition costs, \$15,000.00 of which ADSS appropriated for Blount County. Upon learning of this appropriation, the Board member from Blount insisted that M4A appropriate this money directly to Blount County as a result of his prior meeting at ADSS. The Executive Director explained that M4A would designate this money for transition costs in Blount County but could not give this money directly to a contractor. The Director also asked for written and verbal confirmation from ADSS regarding the allocation of these funds. The Director received verbal confirmation that her interpretation of the funds was correct and she again explained that the money from the State was allocated to go to M4A's transition costs in Blount and not to the contractor's transportation program. The contractor/board member then expressed his concern as he had promised these funds to the local cities with senior programs.

The Director believes this funding was never intended to be earmarked as "pass-through" "pork funding" to Blount County, that the AAA under her leadership will not become a pass through agency, it would be a direct conflict of interest and would not be in the best interest of the agency as it has transition costs that must be covered with state or local funding.

In January 2006, the Board member from Blount County made a motion that the Board direct the Executive Director to either give this \$15,000.00 directly to the contractor or to return the money to ADSS. This motion passed. However, the Executive Director believed that the motion was inappropriate because the Board member violated M4A's conflict of interest policy. The Board

member from Blount believed there was no conflict of interest. The motion passed. The Executive Director has not complied with this motion because of the aforementioned reasons.

**(End of Ms. Miller's Statement)**

Judge King said that he resented being brought to the Board meeting. He said that Blount experienced 75K more in transitional costs and the only reason that Blount agreed to sign the MOA with M4A was because M4A had made assurances that there would be additional money for Blount County. He also said that he resented the use of the term "pork." Mr. Lovelady said that he and Ms. Miller met with ADSS and that ADSS said that ADSS would not cut a check directly to Blount.

Mr. Lovelady tried to explain the conflict of interest policy and explained why this might be a conflict of interest.

Carolyn Fortner, legal counsel for M4A, stated that issue before the Board was whether it was a conflict of interest for a Board member from Blount, who was also chair of the Blount Commission, to make a motion that the ED of M4A be directed to give \$15K of M4A transition money to a contractor, Blount County. Ms. Fortner also stated that if another Board member had made the motion, then the issue of conflict of interest would not now be before the Board; however, in such a case, the Board would have to decide whether M4A would become an agency in which other state and federal organizations could funnel monies directly to a contractor.

Comm. Acker stated that if that was the case, then someone from Shelby County (i.e., Comm. Acker) could make the motion for Blount County to receive the \$15K directly.

Judge King stated that he simply wanted "those two women" (referring to Ms. Miller and Comm. Irene Collins of ADSSS) to do what they said that they would do and give him his money.

Ms. Miller then told Judge King that she had addressed this conflict of interest policy with him and he had told her that she did not need to tell him what a damn conflict of interest was.

Ms. Thompson then asked what would happen if the \$15K went to Blount. Ms. Miller said that M4A is in the red. If this money went to Blount, then the other counties would then be asked to pay this back. She added that part of the problem with the overage is that M4A did not cut any meals.

Judge King said that if he did not get the \$15K, then he would not send the \$18,000.00 (Blount County is supposed to send per the MOA) to M4A but that he would deduct the \$15,000.0 from this.

Mr. Holloway made a motion to rescind the previous motion.

***Motion: Rescind motion to either send \$15,000 to Blount County or if inappropriate return \$15,000 to ADSS because it was a conflict of interest.***

**Motion: Holloway**

**Second: Parker**

Rev. Bynum clarified that he was not a Commissioner and, therefore, can vote.

**Judge King and Comm. Cochran wanted it as a matter of record that they were not allowed to vote because the Chair determined it was a conflict of interest.**

Ms. Fortner stated that the conflict of interest policy was not designed to be punitive but it was designed to protect Board members and the Board. She also pointed out that M4A did not operate in a vacuum but all public officials should be aware of the State conflict of interest policies, on which M4A's conflict of interest policy was based. She also stated that public officials who violate conflict of interest policies open themselves to liability and sanction by the State Ethics Commission. Comm. Cochran then stated that the State Ethics Commission was a joke. Later, he clarified that it was the Attorney General's Office that was a joke.

The chairman asked Comm. Cochran and Judge King; however, both objected and wanted their objection as a matter of public record.

**All members voted to rescind, except Rev. Bynum who abstained.**

Discussion:

There was discussion by Comm. Acker as to why Blount was given \$15,000.00 for transition costs when all the other counties had transition costs.

Judge King said that he, Ms. Miller and Comm. Collins sat down with him (Blount) and he explained to Comm. Collins the transition costs that Blount would experience. He said that Blount would not have signed the MOA with M4A but for the assurance of additional money for Blount County.

Judge King said that Ms. Miller and Comm. Collins told him that "this is your money." Mr. Lovelady said that he and Ms. Miller were told differently by Irene Collins—that if the money was returned then it would be returned to the general fund.

Comm. Lovelady said that it was easy to "pass the buck" (i.e., blame) to ADSS but they are in the same position as ADSS: in other words, no one would benefit from this money if it is returned.

*Comm. Lovelady said that the Board next needed to address what to do with the money: leave it in the M4A pot or return it.*

**Motion by Acker not to return and to leave it where it is in the M4A budget**

**Second Holloway**

**Clarification: M4A can keep the \$15 and not give it to Blount County.**

**Bynum make an amendment to the motion:** that this money staying with M4A be deducted from the \$18K contribution from Blount and that Blount's obligation be \$3K to M4A in its annual payment to Blount. This was the same suggestion made by Judge King previously and restated by Bynum as an amendment to the motion made by Comm. Acker.

Mr. Acker agreed with this by saying that since Blount took the initiative to go to the State to request money, then Blount County deserved some kind of recompense for this initiative.

Ms. Miller explained that this money (\$15K) was not transition money to go directly to Blount. It was to offset the meals costs in Blount.

Ms. Miller said that Judge King requested the money for its transition costs and not specifically for transportation: He said he would give it to the cities with senior centers.

Mr. Parker asked if Judge Kind had anything in writing from ADSS. Judge King said "no" but that someone's word should mean something. Mr. Parker said that it was politics.

Ms. Miller said that ADSS had clarified the \$15: Comm. Collins had said that the money was for transition; in other words, if M4A wanted to appropriate to another county it was in the red then M4A could this. This clarification from ADSS was verbal and not in writing.

Ms. Miller explained that all the counties are in the red: There was an additional 5K appropriated to Chilton and 2K Walker County.

There was no second to Bynum's amendment. Mr. Parker said that this amendment would leave the other counties to make up the difference. Ms. Thompson said that the Board would need financials. **No second to the amendment; the original motion and second were voted on.**

**All voted in favor, except Cochran and Bynum with Judge King reiterating that he wanted it as a matter of record that he was not being allowed to vote.**

Discussion: Comm. Acker asked how the money would be distributed now that it was in the M4A pot. Ms. Miller said that M4A was in the red for FY 05 and it would be applied for this.

Ms. Thompson said that the Board should help Blount with its overage (on transitional costs).

***Motion: Effective 10/01/06 the AAA will no longer contract with Blount County for direct program services related to the senior programs. The AAA will continue with existing transition plan to contract with cities to provide services as they relate to the Senior Nutrition Program.***

**There was no motion or second to this item on the agenda. The Board members, rather, agreed that this motion was a political "hot potato" for those elected officials in Blount County, serving as M4A Board members, who are also currently running for re-election.**

Discussion:

There was then discussion as to whether the AAA would continue to contract with counties for direct services.

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Ms. Miller explained why this motion was important and also said that this was something that had come up before with the Board. She referred to a page that would define direct services.

Ms. Miller said that Blount had a plan its RFP to transition responsibilities to the local communities. M4A and Blount would continue with this plan but move the deadline up one fiscal year because of the ongoing conflict of interest problems on the Board. Comm. Acker clarified that M4A would contract with the 4 cities in Blount that had senior centers instead of with Blount County Commission.

Ms. Miller said that M4A has spoken with Judge King, Mr. Green and Ms. Sivley about this transition. The primary purpose was to eliminate the conflict of interest.

Ms. Miller stated that M4A had a plan in place to transition Blount to local communities.

Mr. Parker stated that it would help Blount with its conflict of interest.

Judge King said that this was an ultimatum. He said that this was a political hot potato because it was an election year. He said that it should be put off for a year because it was an election year.

Strength said that in Chilton said that we had 3 centers and now we had 2 and the nutrition programs have slacked off. She said that the county could not get two cities to keep one center open.

Ms. Thompson agreed with Judge King that the issue before the Board was a political hot potato and action by the Board to address the conflict of interest problem in Blount by ceasing to contract with the County would affect the election adversely for Judge King and Comm. Cochran. Comm. Cochran said that he has been eaten alive by this issue because he is also up for election.

Mr. Holloway: motion to table until after the election. Mr. Lovelady said this was unnecessary because there was no motion.

Ms. Strength also agreed that the issue should be tabled until after the elections.

Mr. Bynum asked how the Board could help people understand what we do. Mr. Lovelady said that in Walker County local people fought for the senior programs and put pressure on the city councils; once this happened (i.e., the people came together to support their senior programs), then things worked out. He said that 2 of his mayors would not come on-board initially but there were 50 people who showed up at the council meeting and the mayor changed his mind. He said that once people realized that they would have to go along with it or the centers would close.

Judge King said that it is different in Blount because the nutrition program and transportation had always been county programs. He said that the cities do not want the responsibility.

Mr. Parker said Shelby County had the same problem. He said he was put in office by seniors. Mr. Parker said that he has had to go to his constituents to explain things to them and he said you have to have a relationship with your constituents and trust in order to explain things to them. Shelby County went from a county program to a local program, as well and the seniors did not like this but people in general don't like change. To help people understand the necessity of change, he said that he had to

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go those people, talk, take M4A staff in necessary, and build trust. Even then, he said that there will still be problems.

Ms. Miller said that there was a perception that it was a county program in all of the counties.

Mr. Holloway suggested to Bynum that he take some of the people in the counties who have experienced the problems and have them explain.

Ms. Miller said that cities were resistant to change until the people in the local communities got involved. She said that local communities are being given more power through local ownership.

Mr. Holloway reiterated that there were 3 counties: Chilton, St. Clair and Shelby who could be resources to show that it will work.

Judge King again asked if this could be tabled for one year. He said that all 4 centers contribute but that they need more time because of the political ramifications.

Mr. Parker said that he would go to Blount after the election and assist Judge King with the transition.

Mr. Green interjected: he is the county manager. He asked whether the Board is going to enter into a MOU/MOA for one more year for FY 07.

Mr. Lovelady said that we would extend this to a later date but did not anticipate a problem with the Board pushing not to enter into an MOU with Blount County for one more year.

He said that the Board would ensure that any further discussion of ending contracts with Blount would occur after the election. Judge King said that this would involve entering into a MOU for another year.

***Motion: To approve draft copy of Area Plan to be submitted to ADSS.***

**Motion:**                     Holloway                          **Second:**                     Thompson                    

Discussion:

Ms. Miller said that this plan is a draft plan because M4A is in the process of getting a needs assessment through United Way and felt that this needs assessment was important to properly plan for the seniors over the next 4 years; final draft will be submitted in September. She said we need them to vote on a draft plan, which must be submitted to ADSS.

Mr. King said he was hesitant to approve a draft if he did not read it.

Ms. Thompson asked if there were significant changes:

Cleaning up M4A administrative issues



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Prepared by: Carolyn G. Fortner  
Submitted by: Julie Miller

Approved: Richard Lovelady, Chairman M4A Board