

Middle Alabama Area Agency on Aging
Board of Directors Meeting (Minutes)
June 24, 2009 (Wednesday) at the M4A Office in Calera, Alabama

Board members in attendance: Mr. Richard Lovelady, Board Chair, Mr. Gene Ford, Mr. Earl Cunningham, Mr. Chris Green, Ms. Lee Ann Clark, Ms. Gay West, Commissioner Jon Parker, Commissioner Dan Acker, and Mr. Reggie Holloway.

Staff members in attendance: Carolyn Fortner, Dianne Nance, and Kelly Lippert-Flick.

Guests in attendance: Rux Bentley (Rux Carter Insurance), Sheila Baker (Senior Aide Program), Pam Green (Wife of Chris Green), Billy Cox (Auditor with Aldridge Borden) and Scott Grier (Auditor with Aldridge Borden).

- A. The meeting was called to order at 10:12 a.m. by Board Chair, Richard Lovelady in the M4A Boardroom. It was determined that a quorum was present. There were no proxies presented that were not already on record. Mr. Earl Cunningham provided the blessing.
- B. The agenda was reviewed and subsequently approved first by Mr. Gene Ford and second by Ms. Gay West. All were in favor, no one opposed.
- C. The minutes were reviewed and approved first by Mr. Gene Ford and second by Mr. Chris Green. All were in favor, on one opposed.
- D. The Executive Directors Report was presented by Carolyn Fortner.
 - a. Carolyn informed the board that she had received the NGA for the SCSEP program. She introduced Sheila Baker, the program coordinator and expressed to the board Sheila's past experience with the program and the smooth transition M4A anticipates will occur. Sheila relayed to the board her interest and appreciation in joining M4A and then departed the board meeting. Carolyn provided the board with a memo that answers questions previously asked in the last board meeting regarding SCSEP.
 - b. Carolyn informed the board that M4A is required to obtain Workers Comp Insurance for SCSEP participants and that she is working with Rux Bentley to secure this. The plan must be in place by 7/1/09 when the program transitions to M4A from the Regional Planning Commission of Greater Birmingham.
 - c. Carolyn informed the board that M4A has spent the entire Stimulus funding it was given. She explained that it is ideal to spend the Stimulus funds first, then state and local funds second as they can be carried over from year to year, thus allowing M4A to provide meals securely until 2011. Carolyn reiterated that because of the Stimulus funding, M4A will be able to maintain the same number of meal clients for FY10 and FY11, but that other sources of revenue will be needed for FY 12. This is a problem across the state and was identified unanimously at the recent A4A Directors' Retreat. A4A is working on a coordinated advocacy effort to ensure needed funds for nutrition services, as well as shared regional goals to further strengthen and unify the statewide vision and service priorities for Alabama's older adults. Kelly added that the M4A Nutrition Program is in the process of re-evaluating all current clients who receive frozen meals across the region. Once they complete current clients, they will begin evaluating clients on the waiting list and adding those in need to the meal program.
 - d. Carolyn informed the board that the City of Springville has expressed interest in receiving meals from M4A under the Nutrition Program for the Elderly. She said there were criteria that Springville would have to meet in order to receive meals but if M4A had the budget to

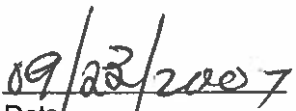
provide meals (ADSS would need to review M4A's budget), she thought M4A should. This decision, however, would be a board decision and the board would need to consider all factors, including the current waiting list for meals and M4A's capacity to maintain level meal service to our existing clients.

- e. Carolyn introduced Rux Bentley, M4A's current insurance provider. Rux provided the board with a detailed handout (see handout) answering several questions the board posed at the previous meeting and the current insurance policies M4A has in place. Much discussion ensued and reasonably the board was satisfied with the present coverage (see old business).
- E. Highlights of the programs were provided by Kelly Lippert-Flick. A detailed report that was provided to each board member outlined more specific information about each program.
- F. A report of fiscal matters was presented by Dianne Nance, who turned the floor over to Billy Cox and Scott Grier, independent auditors hired by M4A to perform yearly audits. Mr. Cox and Mr. Grier provided each board member and staff person present with a bound report of the 2008 audit as well as a Governance Letter which highlights key areas and findings. The only finding recorded was the internal fraud (forgery) perpetrated by M4A's former bookkeeper. Mr. Cox commended M4A for the way the incident was handled internally and for the measures put in place to ensure this wouldn't reoccur. Mr. Cox suggested M4A reevaluate its travel and expense policy and offered to provide samples if needed. He further referred to a COG (Council of Government) in the state that is under scrutiny for certain travel expenditures. In closing, Mr. Cox stated the importance of encouraging "tips" as most fraud incidents are discovered externally by banks.
- G. In discussing old business, a motion was made first by Mr. Gene Ford and second by Commissioner Acker to obtain competitive quotes on all existing M4A insurance coverages, with particular attention to a general liability policy (\$1 million coverage with a \$1 million umbrella) to include sexual abuse. The board expressed concern at M4A's exposure to sexual abuse claims from clients who receive in-home case management/assessment from M4A staff. It was pointed out that M4A is covered for sexual harassment under its current Employment Practices Liability Insurance, which is different from sexual abuse coverage. It was agreed that M4A would obtain quotes from Rux Bentley as well as other agents on these coverages. Commissioner Jon Parker suggested obtaining a quote from the Allen Agency in Montevallo. Kelly Flick suggested consulting with independent agents affiliated with area Chamber of Commerce. All were in favor of the motion, no one opposed.
- H. In discussing new business, Carolyn Fortner presented the board with 3 contracts that needed approval. The contracts were with Davis and Neal, the current legal and SHIP/SMP provider for the agency and were for continued services of legal issues and health insurance/fraud awareness programs. Mr. Chris Green made motion to approve the SHIP, SMP, and legal services agreements with Davis and Neal and Mr. Earl Cunningham seconded the motion. All were in favor, no one opposed.
- I. The meeting was adjourned at 1:07 p.m. by motion made by Mr. Earl Cunningham and seconded by Commissioner Acker. All were in favor, no one opposed this decision.

The next Board meeting will be Wednesday, September 23, 2009; venue M4A office in Calera.

Approved:


Richard Lovelady, M4A Board Chairman


Date