**LeadingAge Ohio Board of Directors**

**Meeting Minutes**

**November 19, 2020**

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| **Board member attendance via ZOOM:** |
| **Class of 2021**Cynthia Bougher, *Chair* Linda Casey, *Treasurer* Rev. Kenneth Daniel, *Immediate Past Chair*Kerry HamiltonLaura LambTroy Snyder **Class of 2022**Rich BoysonLarry GuminaWendy Price KiserLarry Monroe, *Secretary*Michelle NorrisCynthia StrukChris Widman**Class of 2023**Scott BuchananAnn ConnGayle MattsonAllison Salopeck, *Vice Chair* Kristi Strawser |

**Not attending**: N/A

**Staff members**: Kathryn Brod, Corey Markham

**Guest:** Katie Smith Sloan, LeadingAge

1. **CALL TO ORDER**

Rev. Kenneth Daniel called the meeting to order at 10:00am.

1. **BOARD COMMITMENT/RECOMMITMENT & CONFLICT OF INTEREST STATEMENT**

Ken Daniel welcomed the new Class of 2023 Board members and led all Board members through a recitation of the board commitment statement. He reminded all to return signed conflict of interest statements to Bobbi Dolan.

1. **REFLECTION**Chris Widman shared Shel Silverstein’s “Little Boy & Old Man”, a poem that captures a bit of the indignity toward aging that COVID-19 has highlighted.
2. **PROPOSED 2020-2021 BOARD OFFICER SLATE**Nominating Committee member Larry Gumina presented a proposed slate of officers for the 2020-2021 Board year:

Chair: Cynthia Bougher

Vice-Chair: Allison Salopeck

Secretary: Larry Monroe

Treasurer: Linda Casey
**On motion, the Board approved the slate of the individuals above.**Kathryn Brod thanked Ken Daniel for his multi-year leadership on the Advocacy Committee as well as his two-year role as Board chair. The LeadingAge Ohio plaque has been engraved to reflect Ken’s service.

1. **APPROVAL OF AGENDA, AUGUST 13 MEETING SUMMARY AND CONSENT AGENDA**

The meeting agenda was considered, the August Board meeting summary reviewed and consent agenda highlighted.

**On motion the August 13, 2020 Board meeting summary and consent agenda were accepted as submitted.**

1. **ANNUAL BOARD SURVEY**Chair Cynthia Bougher encouraged board members to participate in the annual board self-assessment conducted by HW&Company. 100% participation is desired.
2. **LEADINGAGE ALIGNMENT AGREEMENT**Katie Smith Sloan, LeadingAge President/CEO, presented the background for the original 2001 development of an Alignment Agreement between LeadingAge (national) and the LeadingAge state partners. She noted that the purpose of the agreement was to articulate the common principles and specific duties of each respective entity’s work. The most significant change incorporated as a result of the recent 2020 Alignment Agreement review is the ability for proprietary organizations to join LeadingAge. Several additional changes (e.g. an increase in the percentage of states’ dues that can come from for-profit members) follow from this shift. While many state partners, including Ohio, allow for-profits to join their state associations, until now, these members could not be joint members of LeadingAge (national). Katie reviewed the ideals that reflect LeadingAge, its work and its members. These ideals offer a new language for describing who LeadingAge members are and what they stand for without discussing tax status. Board members concurred that a commitment to these ideals, both at the state and national level, will create an important distinctive foundation for the mission-driven work of LeadingAge members.

**On motion, the Board approves LeadingAge Ohio’s commitment to the 2020 LeadingAge Alignment Agreement.**
3. **CEO REPORT**Kathryn Brod provided a visual dashboard of the revised 2020 goals accomplished to date. She reported a key initiative in each of the strategic plan’s pillars: Advocacy (UNC’s Economic Impact of LeadingAge Ohio members); Identity (LeadingAge Ohio’s work to have the state implement DiseaseWatch, an infection surveillance tool); and Workforce (LeadingAge Ohio’s continued work with the registered apprenticeship program). Kathryn encouraged board members to review the summary of the recently completed member pulse survey for it provides insights into members’ views of LeadingAge Ohio’s COVID-19 response.
4. **RESOLUTION TO CHANGE THE NAME OF MIDWEST CENTER FOR HOME, HOSPICE AND PALLIATIVE CARE EDUCATION (MCE) TO LEADINGAGE OHIO FOUNDATION**When the MCE and LeadingAge Ohio Foundation boards agreed to merge the respective funds, both boards – as well as their member, the LeadingAge Ohio board – agreed that renaming the MCE Foundation to LeadingAge Ohio Foundation was an appropriate next step. All agreed that given the amount of time since the merger, LeadingAge Ohio’s name has greater name recognition than MCE’s. To complete the name change, legal counsel has provided the resolution that must be adopted by the LeadingAge Ohio Board.

**On motion, the Board approves signing the resolution to change the name of the MCE foundation to the LeadingAge Ohio Foundation.**
5. **ADVOCACY COMMITTEE AGENDA**Wendy Price Kiser, Advocacy Committee Chair, provided a brief overview of election results and the federal initiatives for which LeadingAge is advocating in order to provide financial support to its members. She also reviewed the state of Ohio election results and the implications of the results for the state’s legislative lame duck session. While lame duck is the most immediate work at hand, she drew Board members’ attention to the subcommittee meeting summaries as evidence of the work underway to prepare for the next biennium budget. Kathryn reported that the Post-Acute Regional Rapid Testing (PARRT) program could be potentially scaled across the state.

**On motion the Advocacy Committee meeting summaries and Hospice, Home Health & HCBS, SNF/AL and Housing Subcommittees’ summaries were accepted as submitted.**
6. **TREASURER’S REPORT**Linda Casey, Treasurer, provided an overview of the September 2020 financials. She reminded board members that while the budget for 2020 was not revised because of the public health emergency, earlier in the year staff “tightened their belts” and began working toward a revised 2020 forecast. As a result of that work, the bottom line far (before realized/unrealized gains and losses) exceeds budget.
 **On Motion, the Budget & Finance Committee recommended that the Board of Directors receive the September 2020 LeadingAge Ohio financial statements as submitted.**

The 2021 Operating and Capital Budgets have been prepared based on the assumption that COVID-19’s impact will continue and, as a result, a net loss of approximately $100k is budgeted for operations. Though a 10% reduction across all salaries would produce a positive gross margin, should staff be able to continue to create additional virtual education opportunities, the negative margin could be mitigated. The Budget & Finance Committee members reviewed the education assumptions in more detail and recommended that -- given the ongoing uncertainty of COVID-19 and a just completed federal election -- staff should provide a quarterly update on 2021 year-end projections. Should the financial situation deteriorate or assumptions play out in a more negative way than anticipated, staff salary adjustments or additional adjustments might then be considered. Board members concurred with this approach.

**On motion, the Budget & Finance Committee recommended that the Board of Directors reapprove the 2021 LeadingAge Ohio Operating and Capital Budgets.**

1. **BOARD COMPOSITION**Linda Casey, Laura Lamb and Michelle Norris led the board through a discussion of how the LeadingAge Ohio Board could – through its own work – set an example of leadership in diversity, equity and inclusion for its members. The discussion was informed through a pre-meeting survey of board members’ work in their own organizations and through a Zoom poll of board members’ opinions on LeadingAge Ohio’s work to-date. After setting the stage for the discussion with an opening prayer that contained portions of Martin Luther King’s “I Have a Dream” speech, Kathryn was asked to describe the current process by which nominations and election to LeadingAge Ohio’s Board occurs; she noted a nomination practice that includes the breadth of service lines, gender diversity, and geographic diversity. To date candidates have been sought who are CEOs or COOs (or similar).

Board member discussion included:
	1. the necessity of having members grow diversity in their own organizations’ leadership; participating in LeadingAge Ohio committee work might help foster these opportunities.
	2. the challenge of creating more “fertilization”, i.e. education, programming, partnerships, etc., to grow and develop diversity in the leadership of our respective organizations.
	3. the importance of ensuring that the culture of the LeadingAge Ohio Board is welcoming; this may require that a mentoring role be established to come alongside new Board members.
	4. the importance of having the Board skill sets to move our vision forward.

Board members agreed that building a successful diversity, equity and inclusive culture is hard work/emotional work and, therefore, the Board’s success isn’t accomplished by simply checking off a box that board composition has changed. A video on microagressions stressed the importance of ensuring meaningful impact vs. having good intentions. The Board’s feedback and comments will be reviewed and a suggested path forward will be proposed at its next meeting.

1. **Adjournment**

Board members were encouraged to complete the meeting evaluation. The meeting adjourned at 12:32 pm.

1. **Executive Session**

As was customary, the board met in Executive Session following the close of the meeting.

Larry Monroe, Secretary, LeadingAge Ohio Board of Directors Date