

## **COA Board Meeting Minutes, July 21, 2022**

The meeting was called to order at 8:31 a.m. by Chair, Linda Johnson. She read Governor Baker's Order, Pursuant to Chapter 22 of the Acts of 2022, which includes an extension of the March 12, 2020, Order Suspending Certain Provisions of the Open Meeting Law. Linda noted that this extension had been extended again through March 2023. This meeting was conducted via ZOOM.

**Present:** Mignonne Murray (Director), Linda Johnson (Chair), Joan Heilbronner (Vice Chair), Betsey Boyd, Jane Donnelly, Paul Foley, Sue Ruskin Friend, Bob Froh, Wayne Johnson, Brian Kardon, Jean MacQuiddy, Tom Nicholson (Associate Member), Carol Ott, Prather Palmer, Sue Pauker, Gerri Scoll (Associate Member), and Shirley Small-Rougeau (Associate Member).

**Absent:** Alice Benson (Associate Member) and Vida Goldstein (Associate Member).

There were no resident concerns or comments.

The June minutes were reviewed and approved unanimously as submitted.

### **Director's Report:**

Mignonne noted the close of the fiscal year and also the extension of the extension of Governor Baker's Order allowing for a remote option for open meetings.

The bidding process for the taxi contract is concluded and JFK has been re-signed.

The MAPC grant that was used for taxi services for transportation to medical appointments is no longer available, but a grant through Mass Development is, and an application for \$50,000 has been submitted. Decisions are still pending. This grant would make funds available for this fiscal year only. In the meantime, other grant funds are being used to fill the gap.

New double sided signs have been ordered. One will be at the Recreation entrance upstairs and one downstairs at the COA.

Mignonne said they now have the capacity to accept credit card payments, but a few details need to be addressed before moving forward.

**Treasurer's Report:** Mignonne shared the COA year-end budget report. As of June 30, the COA operating budget was \$.99 under budget. Salary expenditures were 84.3% of funds allocated due to the part-time social worker vacancy for most of the fiscal year. Funds remaining in operating budget accounts can not carry forward, but other special revenue accounts (formula grant, Harvard Pilgrim Grant, MAPC Grant, the Zolla account, and other gift accounts) can carry forward. Wayne asked about the level of direct giving from the COA Board, which Mignonne agreed to share. Tom asked when 2020 census numbers will be available. This is still unknown. In the meantime, they are using estimates to calculate formula grants which may be based on Donahue Institute estimates rather than the 2010 census.

Prather expressed his hope that we will have more regular budget reports this fiscal year and that we can re-visit some projects that were under consideration pre-Covid. He suggested it was time to meet with the Friends of the COA to discuss fundraising. Linda said she plans to meet with Holly Tolley to get to know her and will invite her to a Board meeting so we can re-connect with this important partner organization.

### **COA Director's Job Description and Performance Review.**

Joan and Linda will meet with Lisa Yanakakis, likely in August, to give input about Mignonne's job performance and asked any Board member to call with any feedback. Joan asked Mignonne whether part of the review included going through the job description to, at a minimum, update language to reflect our current terminology. Jean asked about the grading system and shared her opinion that the description sounded more administrative than professional. Linda and Joan will reinforce the need to update the job description and inquire about Mignonne's pay grade. Mignonne believes she is well compensated compared with peers in other communities but can't speak to her pay in relation to other Weston employees. Mignonne reinforced the high level of responsibility

with the COA Director's job and her opinion that the job should require more than 3-5 years of experience. Betsey mentioned that the MCOA has a standardized Board of Director's manual and wondered whether something similar existed for Directors which may be useful as a resource.

**Draft of Board Responsibilities:** Linda presented the most recent draft of the document entitled Board Responsibilities, which follows in its entirety.

## **Board Responsibilities**

*4th DRAFT, 13 July 2022*

**The COA Board consists of 9-13 residents of the Town of Weston. Board members are appointed by the Weston Select Board for a 4 year term which may be renewed for a second consecutive term.**

### **Mission Statement**

The Weston Council on Aging is dedicated to supporting the welfare and interests of Weston's older adults and those who care for them.

### **Expectations of the Board as a Whole**

The Weston COA Board is an advisory body responsible for:

- Providing oversight of the mission, budget, programs, and services offered by the COA
- Promoting awareness and support of the COA's programs and services in the community and beyond
- Supporting and complying with all applicable laws, bylaws, policies, and board resolutions.
- Establishing policies and procedures for the Board
- Strategic and organizational planning
- Participating in the selection of the Director and giving input to the Assistant Town Manager regarding his/her performance

- Providing guidance and support to the Director
- Ensuring Board continuity and effectiveness by actively promoting Board service and recruiting qualified candidates for vacancies
- Assessing its own performance

### **Expectations of Individual Board Members**

Each individual board member is expected to:

- Know the COA's mission, policies and procedures, programs, services, and needs
- Serve as an active COA advocate and ambassador in the community and beyond
- Fully participate in identifying and securing the resources and partnerships necessary for the advancement of the mission
- Review and understand the annual budget and financial reports
- Prepare for, attend, and fully participate in board meetings and when unable to attend, advise the Chair in advance
- Actively participate in at least one committee, working group or task force, and be willing to serve as a committee chair, liaison to another organization, and/or board mentor when requested by Chair
- Support and comply with all applicable laws, bylaws, policies, and board resolutions
- Attend and complete in a timely manner all required training programs
- Disclose potential conflicts-of-interest
- Maintain confidentiality about all internal matters of the COA
- Track volunteer hours and provide that information to staff

### **Individual Board members may not:**

- Make written or oral representation on behalf of the COA unless authorized by the Chair
- Conduct any business on behalf of the COA
- Make requests or assignments to any staff member other than the Director

- Use or share personal contact information of other Board members for purposes outside of COA business

**Discussion:** At the outset of the discussion, the the Board was asked to consider whether the mission statement should be made more specific as it relates to the definition of older adults. This will be discussed at the next Board meeting. Then Linda reviewed each section of the document seeking Board input.

In the first section relating to Board responsibilities, Bob questioned whether there should be more context added to the provision relating to compliance with applicable laws. Betsey mentioned the Board of Director's manual that she and others have been working on, and suggested it may help to provide more specificity. She believes that the current language in the document is a good summary of the more specific information included in the Board of Director's manual. Linda noted that the decision to use less specific language was purposeful to avoid having to revise documents too often to address minor policy changes in the future. Sue P. asked about term limits, and Linda explained that these are set by the Town and would require Town approval for any change.

During the discussion of the second section relating to expectations of individual members, Linda reminded the Board of fundraising limitations and how the COA Board is different from other boards and not permitted to fundraise. Any fundraising is done through the Friends; however, any donations by Board members must be given directly to the COA. Additionally, Linda stressed the importance of tracking volunteer hours to ensure that the Town and State are aware of the amount of uncompensated work being done on behalf of the COA. Since this is a new fiscal year, now is a good time to start. Mignonne suggests that Board members submit hours once a month and should include any time spent on any task which advances the mission of the COA. Linda asked whether hours could be put directly into the system to avoid burdening staff. Mignonne will look into this.

During the discussion pertaining to what Board members may not do, Wayne asked for clarification as to whether presentations given by Board members as a result of affiliations with related organizations like Springwell would run afoul of this

section. Linda said that the section is intended to keep Board members from going rogue as opposed to holding positions and acting in their capacity as members on other boards or organizations which promote awareness of the COA and its programs, which would be fine.

**Coming Soon:** Linda mentioned that the Governance Committee is reviewing Organizational Guidelines and expects to bring a draft to the Board for review in September.

**Board Bios:** Linda reminded Board members who have not yet done so, to submit their bios and encouraged all to review the staff bios that had been shared. Linda asked the Board about sharing their bios with the staff, and all agreed.

**Other Business:** The monthly coffee and conversation was well attended and those present enjoyed meeting the new Chief of Police, Denis Linehan. He promised to return for the August coffee. Additionally, Justin Woodhouse has been promoted to Fire Chief. Linda suggested inviting both to a Board meeting. Additionally, Linda reminded Board to think about recruitment and committee preferences.

Linda adjourned the meeting at 9:34 a.m.

**Next Meeting: Thursday, September 15, at 8:30 a.m.**

Respectfully submitted by Joan Heilbronner

10 September 2022