



**Minutes
Annual Business Meeting
Wednesday, September 1
by Zoom**

Call to Order

LeadingAge Ohio Board chair Cynthia Bougher (President/CEO of Valley Hospice) called the Annual Business Meeting to order at 11:03am. For the second consecutive year, due to COVID-19 LeadingAge Ohio's Annual Business Meeting was held via Zoom.

Treasurer's Report

LeadingAge Ohio Board Treasurer Linda Casey (Chief Operating Officer Post Acute Services of Aultman Healthcare Delivery System) presented LeadingAge Ohio's 2020 financial results. She noted the growth in the organization's assets, in part due to the positive equity markets in 2020, but also due to the positive bottom line achieved by the staff's management of all of the impacts of COVID on operations. The 2020 financial results were reviewed by Bodine Perry. Linda directed members to LeadingAge Ohio's website for a full copy of the report.

Approval of 2020 Annual Business Minutes

LeadingAge Ohio Board secretary Larry Monroe (President/CEO of Christian Village Communities) directed attendees to the minutes of the 2020 Annual Business meeting that had been placed on the LeadingAge Ohio website earlier in the year; members were alerted 30 days in advance about how to access the meeting minutes. No corrections were noted. Larry indicated that the minutes were approved as submitted.

New Board Member Election

Larry Monroe reminded those attending that 30 days prior to the 2021 annual business meeting a slate of new board members was presented via email to all members. The slate included six individuals seeking a first term and one returning board member.

Seeking election for first term

- Brett Kirkpatrick, President & CEO, Community First Solutions (Hamilton)
- Rick Marshall, President & CEO, Genacross Lutheran Services (Toledo)
- Eric Murray, Executive Director of Senior Services, Heritage Manor - Youngstown Area Jewish Federation (Youngstown)
- Terry Spitznagel, SVP, Chief Growth Officer, United Church Homes (Marion)
- Danielle Willis, SVP Employee Engagement & Chief Diversity Officer, National Church Residences (Columbus)
- Dr. James ("Jimmy") Wilson, Vice President, Affordable Living, Episcopal Retirement Services, Inc. (Cincinnati)

Seeking re-election for second term

- Kerry Hamilton, President & CEO, Hospice of Central Ohio (Newark) & Chief Strategy Officer, Ohio's Hospice (Dayton)

On motion, by Zoom vote, members approved the proposed slate of Class of 2024 LeadingAge Ohio Board of Directors.

Larry thanked the four individuals leaving the LeadingAge Ohio Board of Directors at the end of this term:

- Linda Casey, Chief Operating Officer Post-Acute Services, Aultman Healthcare Delivery System (Canton)
- Rev. Ken Daniel, President/CEO, United Church Homes (Marion)
- Laura Lamb, President & CEO, ERS (Cincinnati)
- Troy Snyder, CEO, Brethren Care Village (Ashland)

Larry closed by thanking ALL LeadingAge Ohio members for their service.

By-Laws changes

Cynthia Bougher reviewed the two by-laws changes requested by the Board of Directors. The first change was proposed in order to mitigate the potential for board terms to impact continuity and weaken the board's 'brain trust'. The current LeadingAge Ohio by-laws don't provide flexibility for the Board to address this scenario by offering flexibility in board terms. Legal counsel provided and the LeadingAge Ohio Board of Directors recommended a change to Article III, Section 2 of the by-laws as follows (proposed change is *italicized text*):

Director Terms. Term of office shall be three (3) years unless the Director is the Chair, hereinafter "Chair," Vice-Chair, or Immediate Past Chair, and shall begin immediately following their installation.

- a. An individual may be re-elected to a second three (3) year term but may not serve more than two (2) consecutive three (3) year terms.
- b. An individual who has previously served two (2) consecutive three (3) year terms as a director may be re-elected to the Board after a two (2) year absence.
- c. The term of office for the Chair, the Vice-chair and the Immediate Past Chair continues until that individual completes service as the Immediate Past Chair, unless the provisions of Article V section 2 apply. *Notwithstanding paragraphs a and b above, and to assure continuity in governance, the Board of Directors may extend a board member's term of office for up to three years.*

Vacancy. *In the event of a vacancy in a Board position, the Board of Directors is authorized to select a qualified individual to fulfill the unexpired term. Such individual shall then be eligible to stand for election for two subsequent terms.*

Via a poll created to obtain members' votes, the membership approved this by-laws change unanimously.

Cynthia explained that the second by-laws change requested was to make LeadingAge Ohio's by-laws consistent with a policy change made by LeadingAge in late 2020. LeadingAge (LeadingAge Ohio's national affiliate) changed its bylaws and affiliation agreement to permit membership for investor-owned (or for-profit) organizations; prior to 2020 LeadingAge didn't permit investor-owned organization membership. As a result of this change in policy, the LeadingAge Ohio by-laws need to be amended accordingly.

Via a poll created to obtain the vote, the membership approved the necessary by-laws change. Those who voted that they did not approve the motion were asked to contact Kathryn Brod with their concerns.

State of LeadingAge Ohio

Kathryn Brod, President/CEO of LeadingAge Ohio, provided an overview of LeadingAge Ohio's work in the past year by comparing LeadingAge Ohio's staff and members' efforts to those of the recently completed Olympic athletes. She highlighted the 'wins' of the state's biennium budget process and other advocacy in the following: adult day, rebasing, affordable housing, MOLST, Certificate of Need, and HCBS reimbursement. In addition, work of the past year has included: LeadingAge Ohio receiving an appointment to the Governor's Alzheimer's & Dementia Task Force; LeadingAge Ohio continuing to facilitate efforts for a group of our affordable housing members to innovate service coordination payments; and, finally, LeadingAge Ohio's commitment to innovating workforce solutions remains as strong as ever.

Kathryn closed her comments by acknowledging the significant PR work undertaken in the last year (focused media campaign, with legislative newsletters, letters to the editors, geofencing ads, and other print and social media efforts). This PR work included an economic impact study of LeadingAge Ohio members' work; the results were used to help educate policy makers and others. And, finally, Kathryn reported that the education team had worked to provide nimble responses to the fluctuating COVID situation by offering both in-person as well as virtual events throughout the year.

Cynthia Bougher brought participants' attention to the recent announcement of Kathryn's upcoming retirement.

Strategic Planning & Advocacy

Allison Salopeck, LeadingAge Ohio Chair-elect and President/CEO of Jennings, provided an overview of the strategic planning work that has been underway by LeadingAge Ohio's Strategic Planning Committee. The draft strategic plan for 2022+ includes a heavy emphasis on workforce as well as advocacy. She encouraged ALL members to engaged in advocacy work and noted the importance of PAC to LeadingAge Ohio's advocacy efforts.

Adjournment

ON MOTION, members approved the adjournment of the meeting at ____ am.

Respectfully Submitted,

Larry Monroe, LeadingAge Ohio Board Secretary

Date:

LeadingAge Ohio Annual Business Meeting
September 1, 2021
Page 2

Approved: _____
2022 Annual Business Meeting, _____, 2022