



**BOARD OF DIRECTORS  
TUESDAY, November 28, 2017**

The Board of Directors members met Tuesday, November 28, 2017 at 10:00 a.m. at the Ainsworth Four Corner Restaurant and Fuel Stop, 3112 Hwy 92, Ainsworth, Iowa.

Board Chairperson, Bob Howard, called the meeting to order at 10:00 a.m.

**CALL TO ORDER**

**Board Members Present:** Jeri Dean, Lynelle Diers, Bob Howard, Jim Howell, Duffy Kester, Stephen Swisher, Julie Schilling, and Bill Thom

**ROLL CALL**

**Staff Present:** Becky Passman, Dawn Carstensen, Kim Goering, Tina Jaegers, Jeri Swisher, Pam Taylor, and Sharon Schnoor

Bob Howard asked for comments or changes to the board minutes from August 17 and September 12, 2017. Motion made by Jim Howell, seconded by Steve Swisher, to accept both minutes into record after the corrections of the September meeting to show in the heading that the actual date is the 12<sup>th</sup> and not the 21<sup>st</sup> as shown. Also correct Action #3 Closure to show Motion seconded by Bob Howard and not Bob Howell as shown. Motion carried unanimously.

**APPROVAL OF  
MINUTES**

Bob Howard introduced the new CEO, Becky Passman, and welcomed her. Bob said the Board is interested in moving forward and is interested in hearing Becky's ideas and suggestions for the future of Milestones. Jim Howell thought, even though she was already hired, it would be good to have a Motion to accept the hiring of Becky as the new CEO. Jim Howell moved, and Duffy Kester seconded the Motion. All agreed.

**APPROVAL OF HIRING  
NEW CEO**

Tina Jaegers introduced Dan with TD&T CPAs and Advisors, PC. Dan mentioned that the handouts were for both Milestones, Milestones Foundation, and the 990s. Dan went through various pages of the handout that had previously been sent to the Board, starting with the Independent Auditors' Report. Dan mentioned that Milestones' cash had increased from last year by a little over \$185,000 due to both collections and receivables. He also covered items regarding the Profit and Loss Statement and the receivables. A question was asked regarding the bad debt expense. Tina said the bad debts are still on the books with time limits as to when billings can be sent. Fiscal Billing Clerk Ann Trowers is working hard at getting more monies collected. Everything else was pretty much the same as the previous year according to Dan. Questions were asked from the Board about the relationship between the Board and the Foundation and whether the Board had controlling interest over the Foundation. It was also asked why we had to prepare two separate documents – one for the Foundation and one for Milestones and they were told that there are two separate tax IDs so they both have to be audited.

**REPORTS**

**Auditor's Report**

The Board is also interested in the original Articles of Incorporation and Bylaws along with information on where the monies for the purchase of the building originally came from. On Part IV, Checklist of Required Schedules (Form 990) there was a question regarding item 34 – “Was the organization related to any tax-exempt or taxable entity?” And also Section B. Policies, Part VI (Form 990) Number 10a “Did the organization have local chapters, branches, or affiliates?” Dan said he would check on the questions presented by the Board and would get the answers to Tina Jaegers. For now, future discussion was tabled.

A Motion to approve the audit report, pending clarification of some questions, was moved by Bill Thom and seconded by Jim Howell. All were in favor.

## **APPROVAL OF AUDIT REPORT**

Motion made by Duffy Kester, seconded by Stephen Swisher, to approve the Financial Report as presented. The motion was carried unanimously.

## **APPROVAL OF FINANCIAL REPORT**

Approval for the Form 990 was tabled at this time. Tina mentioned we had filed for an extension, which has been approved, so approval for the 990 can wait until the next meeting.

Nutrition – Pam Taylor said originally there were plans to reduce operations in Nutrition and to cut hours in some areas. Some of the changes will take effect the first of December. Originally Pam said she recommended closing the Ottumwa meal site and keeping home delivered meals. Pam said she should not have recommended closing the Ottumwa meal site. Pam is asking for a Motion to keep the Ottumwa meal site open. Two meal sites – Lockridge and Seymour - haven’t been serving many meals. Seymour had a higher count but the County in that area has decided not to use Milestones services at their Senior Center resulting in no meals to be served at that site. We are picking up a few more people from other towns, which has enhanced our goal of serving more rural areas. The County has decided to do something else in their community. We have 12 home delivered meals in Seymour. Consequently, Pam would like to look at not closing the Ottumwa meal site. The goal would be to keep one meal location open 5 days a week. Wapello County is the only place where there is a site. And we are struggling with maintaining staff. Pam mentioned that the people in Seymour are not doing without food. Duffy Kester volunteered to keep us apprised as to what is happening in Seymour. In Donnelson, Iowa, the nursing home came down to the congregate meal site and offered for the participants to come and have a meal at their nursing home. The fee is \$3.00 but can’t be done on a contribution basis.

## **REPORTS**

### **Nutrition**

Lynelle Diers made a Motion to close the Lockridge and Seymour sites. Steve Swisher seconded the Motion. All were in favor.

## **APPROVAL OF MEAL CENTER CLOSURES**

Steve Swisher rescinded the Motion of closing the Ottumwa site and Lynelle Diers seconded the Motion. All were in favor.

Tina Jaegers gave a budget update. Tina gave a handout for October along with a check listing. The handout shows the budget before the final cuts and “B” is the current budget and shows where the agency is

### **Budget Updates**

spending money. Some meal center and office rents will be going away. Some rents we can't do anything about. Insurance is high right now because of having an increase in workmen's comp claims. Case Managers' last day is December 15. We originally had taken out Christa's salary but have a cushion for the new CEO. We are pretty close to the number we need to be at for the end of this fiscal year.

Dawn Carstensen talked about the phone lines as one area where cuts have been made. Payments were being made for lines that were no longer needed or used. These lines have been cancelled. There are still some opportunities to rein in other areas of the budget.

Tina said the Well Fargo credit card for Becky Passman will be on the next agenda as we need approval to get a card for Becky.

Kim talked about the Area Plan and said it has been approved as of November 14.

Managed Care Organizations update: Amerihealth will withdraw their contract as of the 30<sup>th</sup> of this month. It is not clear which MCO will service their beneficiaries. Milestones is still contracted to provide meals. It was announced today that the Medicaid clients who have switched to AmeriGroup after the 16<sup>th</sup> of November are going back to DHS. It has been implied that Milestones may retain some clients who are being serviced by DHS. However, plans and processes have been changing daily. At this time, no true process has been established.

Lee McClure sent in his letter of resignation. A plaque of recognition has been ordered for him in recognition of his service. There was some discussion about whether it was necessary to replace Lee and it was agreed that we should look at the Bylaws. It was also suggested that if a replacement was necessary that the person be from the Clinton area again, especially since that would give us information as to what is going on in the community. Jeri Swisher is going to find a copy of the Bylaws and send them out to the Board members.

Lynelle Diers asked about the policy of an employee working away from the office. In this particular instance she was informed that the employee in question had gotten previous permission from the original CEO and then from the temporary acting CEO. Becky Passman, the new CEO, also mentioned that in today's work environment it is certainly not unusual for employees to be able to do their work remotely in a lot of instances. Jeri Swisher, the HR Director, is to work on a policy regarding working remotely.

Bob Howard mentioned we had received a letter from the Davenport Civil Rights Commission directed to the Board and Linda Miller for mediation. The letter will be presented to our attorney, Gayla Harrison.

Bill Thom gave an update of various things happening within the legislature. Bill Thom said they are working on possible future bills. One would be to find alternate funding to restructure long term care ombudsman. Another bill would be to allow states to find funding to

## **Miscellaneous Items**

## **OIL REPORT**

increase funds to Lifelong Links. All Area Agencies are members of Older Iowans Legislation this year. Because Iowa Area Agencies are looking for funding they are going to ask Older Iowa Legislatures and AARP to help contact Legislatures in order to get funding. Also to increase funds for senior nutrition and transportation for seniors. Also would like a bill to approve funds for housing for sex offenders. Bill mentioned there are two facilities that are not being used that might be able to house the sex offenders. Bill also mentioned they are working on a bill to write executive orders on workforce shortage and database expansion with nursing homes. Bill said there are two people, Chuck and Donna Schilling, that have been working very hard drafting letters to create financial alternate funding for some of these things, whether through grants or getting interest from other organizations.

The next Board Meeting will be held in Columbus Junction, in the Senior Center (behind Casey's) on January 23, 2018, at 10:00 a.m.

**NEXT MEETING**

The meeting was adjourned.

**ADJOURNMENT**