



BOARD OF DIRECTORS MEETING

JUNE 19, 2025 VIA ZOOM

Board Members Present: Terry Wilson, Julie Schilling, Stephen Swisher, Sheri Wilson and Susan Leuthauser

Board Member Absent: Peggy Fisher

Staff Present: Becky Passman, Lisa Harwood, Stephanie Newton, Sonita Oldfield-Carlson, Devin Hansen, Kathy Hyde, and Sharon Schnoor

Before the actual meeting started Becky introduced the following: ADS Director Zach Rhein, ADS Agency contact Liz Fridley and HHS Representative Sonya Streit; Advisory Council member Yvonne Pitch from Sigourney. All were attending to learn more about the Board.

I. Call to Order

The meeting was called to order at 10:05 am.

II. Roll Call

Roll call was taken, and all were present except Peggy Fisher.

III. Approval of Agenda of June 19, 2025

Motion to approve the Agenda as written made by Julie Schilling and seconded by Susan Leuthauser. All were in favor.

IV. Approval of Board Minutes of March 20, 2025

Motion to approve the Minutes with edits made by Steve Swisher and seconded by Julie Schilling. All approved with Sheri Wilson abstaining.

V. CEO Report

Becky attended recent meeting regarding the Aging Disability Resource Center together with other AAAs regarding mental health and disability restructuring and establishment of disability access points. DAPs are to be a counterpoint to area agency on aging activity which involves information and assistance as well as options counseling and their mirror services. This is very new so bringing all together to compliment and assist each other. There are three directors in our PSA. Good to make the connection and looking at potential for having them use space in our Davenport office a few days a week. We received confirmation that the Area Plan was approved with special conditions. Conditions were outlined in a letter. Corrective actions carry through with fiscal year 2026, will continue to work with the State. Will continue to work toward goals and toward policy and procedures that will best position us for stability and growth. Service delivery methods are now including a Purchase of Service method. Some service delivery will continue via contract, others will move to purchase of services method that will involve individual ordering of services for people with higher needs. Providers will be a vendor list. This is a new process for the agency. We are getting ready to move to our new location. Our present building was sold and we'll be moving from present location by June 30. Will have to work remotely for a period if necessary. Working on getting more Board and Advisory members. The Foundation Board voted to disband after the building was sold and funds disbursed. Any remaining funds were put into the Agency's account. A Motion was made by the Foundation that upon disbursement of the funds and all final expenses were paid that any remaining assets should be distributed to Milestones to be used at its discretion. The Board is to determine how these funds are to be used. The intent is to use to take care of unpaid overdue bills. Documents show \$669,681 still owed which is not sufficient for all bills but for a reasonable settlement.

VI. Financial Report

Stephanie went over the various reports with the Board. Said she didn't have all the current amounts but going forward working to make sure they would all align. Terry asked if what was shown on the current statements were correct and Stephanie said they were as current as could be made at this time. One of the statements showed a large rent credit and Stephanie explained that the Foundation was going to write off the rent owed. Sheri Wilson had questions about expenses vs revenues and Stephanie said she is working in GMS to be able to give her what she wants. Terry mentioned that the Financial Committee needs to meet again in June. Motion made to accept the financial report for March and April with exception of budget column not up-to-date made by Terry Wilson and seconded by Steve Swisher. All were in favor.

VII. Old Business – None

VIII. New Business

a. Annual forms for signature (Conflict of Interest: Ethical and Good Faith Standards).

Forms were sent along with the packet. Kathy mentioned that she would like to see training regarding the Board's responsibilities. She said there are some good ones to use. Becky said could take 15-20 minutes to do some during a Board meeting.

b. Election of officers – Need to elect a new chair, vice-chair and secretary-treasurer. It was decided to table this and do later in a separate meeting.

c. Consideration of Application for Advisory Council membership

Kimberly Crutcher applied for membership to the Advisory Council. Motion made to approve Kim Crutcher to serve on the Advisory Council made by Susan Leuthauser and seconded by Julie Schilling. All were in favor.

d. Consideration of Application for Board of Directors membership

Sherli Childers applied for membership to the Board of Directors. Motion made to approve Sherli Childers to serve on the Board of Directors made by Sheri Wilson and seconded by Terry Wilson. All were in favor.

e. Consideration of Iowa HHS ADS “Specific Conditions for Milestones Area Agency on Aging’s SFY2026 Notice of Grant Award.” Motion made to accept the conditions as stated in the letter made by Susan Leuthauser and seconded by Julie Schilling. All were in favor.

f. Consideration to use funds from proceeds of the sale of the Davenport administrative building, gifted to the agency from the Milestones Foundation, to settle overdue unpaid FY25 invoices for goods/services rendered. Motion made by Steve Swisher and seconded by Susan Leuthauser to use the funds from proceeds of the sale of the Davenport administrative building gifted to the agency to settle overdue unpaid FY25 invoices. All were in favor except one. Sheri Wilson said she wants to make sure we know where we stand at the end of the month, so we know exactly where we are financially. Sheri abstained from the vote.

g. Determine what of the amount of the revenue generated from the proceeds may be used to settle the overdue accounts. Do we use 100% of money to pay as much as we owe? Or do we keep a certain sum in reserve to establish a reserve account. Becky would like to pay 80-85% and Board proceeded to discuss option. Terry mentioned we have a line of credit we can use but Sheri mentioned the line of credit should only be used in an absolute emergency. Discussed setting aside 15% of proceeds that came in from Foundation for reserve with double authorization from now on before withdrawals. Motion made by Steve Swisher and seconded by Julie Schilling to set aside 15% of proceeds in reserve with double authorization for any withdrawals. Sheri Wilson abstained from the vote.

h. Request permission to allow CEO to continue to work with vendors to resolve this situation, providing settlement agreement as provided by attorney Doug Lindstrom, with his continued guidance, and make settlement payments. Motion made to move forward with 85% payments to vendors for balance owed made by Julie Schilling and seconded by Steve Swisher. All were in favor.

i. ADS has determined that Milestones will continue a new Corrective Action Plan in FY26. Request a Board member or members be designated to attend the monthly CAP meeting, which is also attended by Director Rhein, beginning Tuesday, 6/24/25. Becky to ask Sherli Childers if she would be willing to be the volunteer.

IX. Program Reports

Because of time it was suggested that unless the Directors had anything new to add to their reports, we would not further discuss their information at this time.

X. Calendar Year 2025 next Board Meeting

Next board meeting is scheduled for 10 am on August 21.

XI. Adjournment

Motion made by Julie Schilling, and seconded by Susan Leuthauser, to adjourn the meeting at 11:35 am.