



BOARD OF DIRECTORS MEETING

JANUARY 15, 2026

Board Members Present: Linda Miller, Yvonne Pitsch, Rick Johnson, Susan Leuthauser, and Peggy Fisher

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

HHS Member Present: Liz Fridley

I. Call to Order

The meeting was called to order at 10:15 am.

II. Roll Call

Roll call was taken, and all board members were present.

III. Approval of Agenda of January 15, 2026

Motion made by Linda Miller and seconded by Rick Johnson to approve the Agenda. All were in favor.

IV. Approval of Board Minutes for December 11 and December 17 Special Session

Motion made by Linda Miller and seconded by Susan Leuthauser to approve both the Minutes for December 11 and December 17 as written. All were in favor.

V. CEO's Report

Becky mailed to the Board the agency activities highlights for December. Rick had a question regarding the variance report and Becky explained what it entailed. Rick also asked about the Great River Health Hospital meeting that she highlighted and Becky went on to explain in more detail regarding the meeting and a potential guardian program partnership. This was just preliminary but Becky stated we would be willing to continue the discussion. Linda mentioned talking with Jennifer at the Office of Public Guardianship (OPG) in Iowa City. Rick mentioned that the guardianship would be a good thing and might be something we could eventually do with others.

VI. Financial Report

Stephanie went over various reports with the Board. She pointed out that we paid a security deposit to Sodexo of \$20,000 because of the financial shortfall issues we had last year. Yvonne asked if this was something we would have to do every year and Stephanie replied that she didn't think so. Talked about how we could get deferred balance down and opening more home delivered meals. Working on getting more contracted providers. Linda mentioned shifting some of the money to funding OPG. Rick asked how many people would be estimated to need guardianship for Great River and was told 10 people. Yvonne asked about the audit report and Stephanie replied that she is working on it right now. Motion made by Rick Johnson and seconded by Linda Miller to approve the financial report as written. All were in favor.

VII. Milestones Finance Committee Report

Linda wanted to make sure the board members received the financials at the end of the meeting. Want to make it as easy as possible to present reports.

VIII. Old Business – None

IX. New Business

a. Election of Chair to finish out SFY26 term to accommodate current Chair request to step down.

Rick Johnson nominated Linda Miller to become Chair. Susan Leuthauser seconded the nomination. All were in favor.

b. Consideration of application for Advisory Council membership – Michelle Dunn

Becky said our goal would be to have a member in each of our 17 counties if possible. Motion made by Peggy Fisher and seconded by Linda Miller to approve the application for membership to the Advisory Council. All were in favor.

c. Request to cancel Iowa Café contract with Red Lunch Box in Jefferson County

Lisa said we had a partnership with the owner of Red Lunch Box but ownership changed and the new owner didn't sign a new contract. Haven't been able to get him to sign and haven't received any units of services from restaurant. Motion to cancel contract with Red Lunch Box made by Rick Johnson and seconded by Linda Miller. All agreed.

d. Determine additional adjustments to bylaws in response to ADS feedback

Becky sent the Board a copy of the Bylaws with some of the changes they thought they would like made to the Bylaws. Under Section 7 of Article III the change made is as follows: Any Director who has a conflict may not vote to authorize such contract or transaction at the meeting. In that same Article II under Section 8 the second sentence is stricken and replaced by "Board member may vote at the meeting in person or vote by telephone." Under Article IV, Section 2 the last sentence is stricken. The sentence to be added is "each person can hold office for period of one year but can serve second year if want but no more than two years." Under Article V, Section 5, Quorum first sentence strike: "... including those who have left their proxy to vote in their absence..." Article VI, Section 1, b) Finance. Second sentence should read "Any committee participant must be a member of the Board of Directors to address concerns in order to maintain compliance with Iowa Open Meeting Law requirements." Motion made by Yvonne Pitsch and seconded by Susan Leuthauser to approve the changes to the Bylaws. All were in favor.

X. Program Reports

a. Human Resources – Kathy said she met with the State as part of Corrective Action Plan (CAP). Reviewed procedures on how we hire. ADS made some suggestions. Have been scheduling interviews for open positions. Rick Johnson asked how we handle hiring and Kathy explained the process. Questions asked about how and where we keep the Employee Handbook and Kathy answered all questions. Kathy said we are going to change some of our policies and will present changes to the Board, keeping with State policies and cross training policies.

b. Nutrition Program – Lisa said we have a new process on our wait list in compliance with the State requirements. Working with staff to make sure the right people are on the wait list. For Jefferson County we are talking with HyVee in Fairfield to see if they can help us with meals.

c. Social Services – Sonita discussed her reports with the Board. She said they were required to pull 5 or more cases and show internal operational procedures are in

compliance with new policy for Purchase of Service funding. The narrative report furnished to the state was shared with the Board. Rick asked if the report she submitted on units could be broken down by county and Sonita replied that she could do that. Yvonne asked if ADS would require the case audit Sonita described to be ongoing. Sonita explained expectations for ADS scheduled monitoring for the AAA.

d. Marketing – Devin was not able to be present at the meeting, so Becky gave the Board information on what he had been doing during the month such as Santa for Seniors. Becky mentioned we also received donations from TBC Bank and also from Nestle Purina.

The meeting ended at 12:09 pm at which time the Board went into Closed Executive Session.