



BOARD OF DIRECTORS MEETING

OCTOBER 16, 2025

Board Members Present: Terry Wilson, Linda Miller, Yvonne Pitsch, Rick Johnson, Susan Leuthauser and Dawn Dunnegan

Board Members Excused Absence: Peggy Fisher and Sheri Wilson

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

I. Call to Order

The meeting was called to order at 10:00 am.

II. Roll Call

Roll call was taken with two excused absences.

III. Approval of Agenda with the Addition of FY26 Budget and 3A-1 (report of projected SFY26 service unit and consumer totals)

Motion to approve the Agenda with the addition of FY26 budget and 3A-1 (report all units and consumers) made by Linda Miller and seconded by Terry Wilson. All were in favor.

IV. Approval of Board Minutes of August 21, 2025

Motion made by Linda Miller and seconded by Dawn Dunnegan to approve the Minutes of August 21, 2025. All were in favor.

V. CEO's Report

Becky took a moment to introduce the new board members, Rick Johnson and Linda Miller, and Dawn Dunnegan transferring from the Advisory Council to the Board and asked them to tell the Board a little bit about themselves. Becky brought the Board up to date regarding the settlement agreements and explained to the new members a bit about the background. Basically, she said we did not scale back quickly enough on additional services we provided during COVID and fell behind on bills. The Foundation sold the administrative building, and the proceeds of the sale enabled payments of 85% of unpaid invoices. There is only one remaining to settle, however we anticipate a positive outcome as they have signed the contract for FY26. Rick Johnson had some questions about the settlement agreement and Becky went into a little more detail to answer all his questions. Becky did tell them that the State was notified as soon as we realized the financial issues we had. The State put a Corrective Action Plan in place which we completed in June. An FY26 Corrective Action Plan was issued to continue the agency-wide restructuring of fiscal and programming oversight, and policies and procedures. We have also implemented new service delivery methods. We meet with the State regularly and are working on completing an area plan amendment to reflect the updated budget and programming changes we've made.

A mandatory Cyber Security Training was held in September for all employees using computers, as this is becoming more of an issue. We are also in the process of obtaining cyber insurance to protect the agency.

Rick suggested that Becky send a written CEO report before meetings and Linda agreed as it would give the Board a chance to formulate their questions ahead of the meetings. It was also suggested that there be an in-person board orientation and new member packet. A Motion was made by Rick Johnson and seconded by Linda Miller to have a board orientation. All were in favor. Becky will check on times and dates for the training. Becky mentioned that a board certification is also required and there are some courses online. Yvonne mentioned that there is a finance committee meeting on November 13, and that the committee is taking an active role in reviewing finances. There is a Public Hearing on November 13 for the area plan amendment. November 20 is the date for a Special Meeting for the board to approve the amendment.

Regarding the federal government shut down, the State payments are confirmed to the middle of November. AAAs are looking at how to suspend services if necessary. Yvonne asked how often we received money from the state and Becky replied that it was monthly.

VI. Financial Report

- a. Stephanie went over the revised and corrected June financials with the Board. Motion to accept the revised and corrected June financials made by Yvonne Pitsch and seconded by Linda Miller. All were in favor.
- b. Current financial reports were reviewed with the Board. Motion made by Linda Miller and seconded by Yvonne Pitsch to accept the current financial report. All were in favor.
- c. Stephanie went over the revised FY2026 Budget and 3A-1. In response to questions, Becky mentioned that the money for the Older American Act has not kept up with needs and that the State's allocation has remained flat for 13 years. Motion made to approve the Amended FY2026 Budget and 3A-1 made by Yvonne Pitsch and seconded by Dawn Dunnegan. All were in favor.

VII. Fiscal Presentation

Stephanie presented a power point explaining Milestones's fiscal policies and procedures to the Board.

VIII. Old Business – None

IX. New Business

- a. Milestones Finance Committee Report
 - i. Board acceptance of report. Normally Sheri Wilson would give the report, but she was unable to attend the Board Meeting, so Yvonne Pitsch reported for her. Yvonne stated all 4 members were present, and that a representative from the agency's auditing firm attending via Zoom for the purpose of answering questions about this year's agency audit and auditing process/procedures.
 - ii. Approval of Finance Committee Charter. The charter was created and is in the board packet for review and a Motion to approve needed. Susan Leuthauser asked if the finance committee had a written report or would be writing one and Becky stated it is covered in the charter. Motion made by Linda Miller and seconded by Yvonne Pitsch to approve the charter for the finance committee by verbal report since there was no written report.

iii. The committee requested consideration and approval Consideration and approval to contract with an external auditor to review, reconcile, and submit report on timeframe SFY2021-SFY2023 and thereabouts. Cost up to \$1,000. Motion made by Linda Miller and seconded by Rick Johnson to approve the audit by Toni Cameron. At this point Terry Wilson suggested the Motion to approve be tabled so that Peggy Fisher would have a chance to better explain what information she is looking for. Linda Miller then deferred her Motion to approve. Becky reviewed when the finance committee would meet again. Board decided to table to the request until the next meeting.

b. Discussion to evaluate continuation of Milestones' role as provider of MCO Wellpoint Iowa elderly waiver meals, and consideration to terminate contract. Lisa Harwood presented financial explanation of pros and cons of waiver meals. She stated that about \$10,000 in fixed costs each month would still remain even if the contract were terminated.

c. Information was given regarding the Amended SFY2026-2029 Area Plan and 3A-1, with summary outline of plan changes. Becky reminded that a special session is scheduled for November 20 to approve the amended Area Plan. Presently working with State and technical assistance team. Multi-year strategic Area Plan is due every 4 years and is required under the Older American Act. Just did new Area Plan early this year and board approved in May, State approved with specific conditions. Amendment required to reflect budget now that the actual numbers have been received and program objectives, strategies, and activities needed to be amended to reflect changes in agency's policies, procedures, service delivery methods, and to incorporate more extensive data analysis. Objectives and goals were explained by both Sonita and Lisa as they pertained to their areas.

X. Program Reports

a. Human Resources – Kathy briefly went over her report with the Board. We still have a few positions to fill. Working on parts of the CAP from the State. Open enrollment for insurance starts in May.

b. Nutrition Program – Lisa briefly went over her reports with the Board. No upcoming changes.

c. Social Services Program – Sonita went over some of the highlights of her reports and pointed out the maps created showing consumers receiving services by their locations.

d. Marketing Report – Devin mentioned that he is working on the upcoming November 15 Caregiver Conference and Santa for Seniors.

XI. Calendar Year 2025

Next Board of Directors meeting is December 11 at 10 am.

XII. Adjournment

The meeting adjourned at 2:15 pm.