



## **BOARD OF DIRECTORS MEETING**

**DECEMBER 11, 2025**

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

**HHS Members Present:** Zach Rhein and Liz Fridley

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

**I. Call to Order**

The meeting was called to order at 10:03 am.

**II. Roll Call**

Roll call was taken and all were present.

**III. Approval of Agenda of December 11, 2025**

Motion made by Rick Johnson and seconded by Linda Miller to approve the Agenda.

**IV. Approval of Board Minutes of October 16 and November 20 Special Session**

Motion made by Linda Miller and seconded by Susan Leuthauser to approve the Minutes of October 16 and November 20 as written. All were in favor.

**V. Update from Iowa HHS Division of Aging and Disability Services – Division Administrator Zach Rhein**

Zach Rhein said he wanted to update the Board on where we were in carrying out the Action Plan. Approval of the Area Plan is successful if we fulfill all the corrective actions. Have reviewed the Plan and feel are very close to being able to approve

Plan with minor edits. Went through amendment and appreciate work of staff and lots of efforts provided. Linda Miller said interested as a Board in developing a line of services the State could help us with. Zach replied that he is not aware of any grants and not the source of any. Zach also mentioned that Medicaid rates have not been enough to make it viable in return to community and transitional services. Need some specific plan, including technical assistance. Interested in how other AAAs do it. Need a plan to get off the meals due to lack of enough reimbursement. Linda said can't tackle without a plan from HHS. Also said must be prepared to do individual discussions with MCOs. AAAs don't have much leverage. Becky said need to get better stabilized to be able to get IRTC developed to do properly next year. Becky also mentioned that the complex reporting system was also an issue with IRTC previously. Yvonne asked if staffing was also one of the issues. Zach said it would be good to ask other AAAs how they handled IRTC. Sonita mentioned that with IRTC it would have a person focused on time for care and moving back into their home. Interested in seeing how it would need to be operated when preparing to do Area Plan for Milestones. Zach said should look at ways to make it sustainable and looking for alternate ways to fund it. Talked about working with the Public Health locally and trying to coordinate as best can. Sonita mentioned that Public Health can decline cases that no one else is going to take. Linda said all things are coming together at one time. Not able to fill the gap and need to give us a chance to develop a plan and whatever reporting we need to do. Time frame is critical. Services are going to fall back to the AAAs. Linda said we need to understand what the State has prioritized and to figure out what we need to do. Zack said alignment currently working to align aging. Prior to joining HHS worked outside Health and Human Services. Working with AAAs to align services to better connect with people. Liz Fridley said working on outlining instructions to talk about corrective action as a whole and complete process through June.

## **VI. CEO's Report**

Becky said the financial difficulties spilled over on to others as well and vendors and providers impacted also. Intend to renew and re-establish closer partnership with vendors. Will underscore our role of leadership with the community.

Communication plan has 17 action items. Board and Advisory will be included on items and will know how we are working to reconnect. Linda said it is important to include the Board on connection and marketing plan. Becky said want to be sure we are tackling all points where needed and marketing plan to coordinate with material issues and vendor communication. Training on nutrition sites on how to reassure people. Going to reach out to County Board of Supervisors, draft sent to ads to

review, summarizes who we are and what we do. Tools to help people know us better. Yvonne asked if we have provided marketing in the past. Trying to be stronger in moving forward to show we are a good partnership. Rick said communication plan is going to be a large part. Linda said the Board is the voice throughout the community. Part of the Board plan is to improve the funding and function of leadership. Can't be done with the same approach as before. Susan said the message must be positive on what we are going to do. Becky said she will be sending the entire plan. Liz said the communication plan is part of the corrective action. Zack said identified our last steppingstones as a cohesive project – just a checking point. We are not going to monitor it but just help advise it.

## **VII. Financial Report**

Stephanie went over all the various reports with the Board. Rick asked Stephanie if she could spell out some of the abbreviations on the reports, at least until they are all familiar with what they stand for and Stephanie said she would. Lisa said part of the financial issues we had were because the nutrition program went over budget for services delivered. As a result, we reduced the numbers we could serve and created a waiting list. Working on establishing a partnership with HyVee in one of the counties we serve. Can't continue to do things the way we were doing them. Want to get unit cost down, diversify, and renegotiate rate on actual meal costs. Pointed out that Moms Meals don't pay any of the costs that we pay with MCO. Rick asked how we split costs for administrative programs and Stephanie explained how it was done. Motion to approve the financial report as written made by Rick Johnson and seconded by Yvonne Pitsch. All were in favor.

## **VIII. Milestones Finance Committee Report**

Linda said the committee met last month working on answers.

## **IX. Old Business**

a. Finance Committee withdrew its request for an external audit.

## **X. New Business**

a. Consideration of Application for Advisory Council membership – Laury Scheidler  
Motion made by Yvonne Pitsch and seconded by Linda Miller to approve Laury being added to the Advisory Council membership. All were in favor.

b. Determine Board meeting frequency for calendar year 2026 schedule  
Rick asked how often other boards meet and was told they meet quarterly. Rick also

asked if they could be provided with Minutes from the Advisory meetings and Becky replied that they could attend the meetings if they wanted but would not be able to ask questions, but she could start providing the Board with the Advisory Minutes. Rick then asked how many were on the Advisory Council and Becky replied that there were 5 at the present time. In the past there was a Board Member that was present at the Advisory Council meetings but with changes to the code could not have person be on the Board and the Advisory. Motion to approve the frequency of meetings for calendar year 2026 to monthly made by Linda Miller and seconded by Yvonne Pitsch. Bylaws will also have to be amended. All were in favor.

c. Determine Board action steps to be taken to reach compliance with Corrective Action items 4.D and 4.E

Becky said had a setback with resignations to the Board according to the new Code and policies from the State. Need to get the Bylaws updated. Must have a Board amendment to be in compliance. Linda Miller asked Liz if part of the problem was that we were under the required amount of board members. Liz replied that was not necessarily it as numbers can fluctuate. She further explained that it has to do with board leadership oversight and compliance and ensuring board is set up to be following Iowa Code and Agency Bylaws. Liz asked for clarification on what verbiage in Articles needed to be changed and Becky summarized what they were. The Articles do not get into characteristics that are called out in the bullets from the new State policy, and it would be an addition to the Articles for Board selection criteria. Rick Johnson pointed out that Article 2 needed to be updated. Becky offered to make the changes and send it to the Board for review and approval. There was further discussion regarding various things that Board members noted needed to be changed. Linda Miller made a Motion that Becky present the Board with new Bylaws that meet the criteria of the corrective action and the Board vote on it in a zoom meeting before January 1. Peggy Fisher seconded the Motion. Becky will go in and make the changes that are indicted in the handout. Susan Leuthauser again mentioned that it should also show that they cannot email votes and Becky said she would remove that also from the Bylaws. Per Rick Johnson's request a time was set for discussing the changes and it was decided on Wednesday, December 17 at 3:00 pm. There was also discussion regarding the time for Board meetings, but it was agreed that would not have to be part of the Bylaws and no decisions were made.

## **XI. Program Reports**

a. Human Resources – Kathy discussed her report with the Board regarding open positions, workman's comp and health benefits and end of the year reports. Rick

Johnson asked that Kathy put her name at the top of her reports the same as the other Directors do for transparency.

b. Nutrition Program – Lisa reviewed her nutrition reports with the Board. After reviewing the budget, they did increase Scott County meals from 3 to 4 days. Moving into alignment with wait list and prioritization. Yvonne Pitsch asked what changes were needed to be in compliance with the State. Liz Fridley explained the new policy effective October 1, 2025 and that they had given AAA's who had a wait list until July 2026 to be in compliance with the new regulations. Rick Johnson asked Lisa how hard it would be to get information presented to the Board for the month before the meeting and Lisa replied that she could not get them that quickly due to turn in times, review and processing. Stephanie explained that just like financials, they do not get numbers in time to present accurate financials for the previous month.

c. Social Services Program – Sonita mentioned that she realized her name is also not on her reports but will do so in the future. Sonita went on to explain the units are not universal across the state but are set by the State. Rick Johnson asked if the total numbers on the wait list could be added to the reports and Sonita replied that the report he is asking for does not exist yet.

d. Marketing Report – Devin explained his report to the Board and mentioned the Caregiver Conference numbers and the Santa for Seniors. Rick asked how closely Marketing works with meal sites to promote them. Devin explained that the meal site managers contact him. Rick also asked why the Caregiver Conference was only held in Davenport and Devin explained that most of the consumers are based in Davenport. Rick asked about rotating the sites and Sonita replied that the resources available are going to be by region and would not be as effective to rotate them. Becky suggested we could look at holding other caregiver events in other areas.

## XII. **Closed Session**

This was tabled to wait and do next month.

## XIII. **Calendar Year 2026 Board of Directors Meetings**

Rick asked if meetings are always held on the third Thursday of the month and was told yes except for December because of the holiday. Rick then asked if the meeting would stay at the 10 am time and Linda suggested they discuss that in the January meeting. Rick then asked about reimbursement for board or staff traveling. Becky stated there was a Board approved Milestones rate but that the staff ride together in

a company vehicle. Kathy stated that the reimbursement rate is 30 cents a mile and Stephanie confirmed the rate.

Peggy adjourned the meeting at 1:25 pm.