

**AREA AGENCY ON AGING 1-B
Board of Directors Meeting
Friday, November 18, 2022, 9:30 a.m.**

**TELEPHONIC MEETING
Revised AGENDA**

Microsoft Teams meeting

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+1 989-341-4489 United States, Saginaw
Phone Conference ID: 476 669 62#

Members are requested to mute their phones or computers when not speaking, so as not to disrupt the meeting proceedings with unnecessary background interference.

9:30 a.m. Call to Order and Roll Call

9:35 a.m. Call to the Public

9:40 a.m. Agenda Approval

Action requested to approve the agenda for the November 18, 2022 meeting.

AGENDA ITEMS

9:42 I. [Minutes of the September 23, 2022 Board of Directors Meeting](#)..... (DOC 3a)
Action requested to approve the minutes of the September 23, 2022 Board of Directors meeting.

[Minutes of the June 15, 2022 Advisory Council Meeting](#)..... (DOC 3b)
Action requested to accept and file the minutes of the June 15, 2022 Advisory Council meeting.

9:45 II. [Executive Report](#) (DOC 4)
Presenter: Michael Karson, Chief Executive Officer
- Informational

10:00 III. [Executive Committee Report](#).....(DOCS 5a-b)
Presenter: Jeff Chang, Chairperson
A. CEO Evaluation (to be discussed in closed session)
B. 2023 Proposed Meeting Dates

Action requested to approve the proposed Board, Advisory Council and Committee meeting dates for 2023, as recommended by the Executive Committee.

Action requested to accept and file the Executive Committee report.

- 10:05 IV. [Finance Committee Report](#).....(DOCS 6a-b)
Presenter: Marc Zwick, Chairperson
A. September 2022 Financial Report
B. New Business Opportunity

Action requested to accept and file the Finance Committee report.

- 10:15 V. [Compliance Committee Report](#).....(DOCS 7a-h)
Presenter: Howard Collens, Chairperson
A. OIG Related Discussion
B. Policy Updates

Action is requested to approve the Corporate Compliance Program policy as amended to include the prohibition on accepting monetary or things of value, as recommended by the Compliance Committee.

Action is requested to approve the False Claims Act Whistle Blower policy, as recommended by the Compliance Committee.

- C. MDHHS Matters
- D. Risk Assessment

Action is requested to approve the FY23 Risk Assessment as recommended by the Compliance Committee

- E. Notable Activity

Action requested to accept and file the Compliance Committee report.

- 10:35 VI. [Governance Committee Report](#).....(DOC 8)
Presenter: Tom Miree, Chairperson
A. Terms of Non-Governmental Directors

Action is requested to approve terms beginning 01/01/2023 and ending 12/31/2024 for Jeff Chang, Howard Collens, Kelli Dobner, Michelle Hodges, Kathy Lyall, Hamza Osto, Sue-Anne Sweeney, and Marc Zwick, as recommended by the Governance Committee.

Action requested to accept and file the Governance Committee report.

MOVE TO CLOSED SESSION

MOTION: I move that the Board meet in closed session under section 8(a) of the Open Meetings Act for the purpose of considering the personnel evaluation of Michael Karson.

- 10:45 VII. Annual Performance Review for CEO
Presenter: Jeff Chang, Chairperson

RETURN TO OPEN MEETING

Action requested to approve the recommendations made during the Closed Session.

- 11:25 VIII. Member Information Exchange
- 11:30 IX. Adjournment

Next Board of Directors Meeting
Friday, February 24, 2023, 9:30 a.m.