



ElderSource (Area Agency on Aging)  
Board of Directors  
Governance, Personnel, & Bylaws Committee Meeting  
10/30/2023 at 4:00 PM Via Zoom  
Meeting ID: 862 7457 0175  
Passcode: 266068

1. Approval of Minutes (Pg. 2)
2. Personnel
  - a. Presentation of 2024 Health Benefits Tameka
3. Bylaws
  - a. Updates (Pg. 4) Linda
4. Governance Linda
  - a. New Member (Pg.18)
  - b. Draft Succession Plan (Pg.21)
  - c. Updated Position Descriptions (Pg. 25)
  - d. Updated Board Policy (Pg. 34)
5. Other
6. Adjournment

Vision: Older adults and adults with disabilities are valued and have the resources they need to live with dignity and security in an age- and ability-friendly community.

Mission: ElderSource empowers people to live and age with independence and dignity in their homes and their communities.

Inclusion Statement: ElderSource values all people – including but not limited to all nationalities, socio-economic backgrounds, abilities, races, genders, religious perspectives, sexual orientations and gender identities – in everything we do. We welcome the unique insights and perspectives of all persons in our quest to fulfill our mission.

ElderSource  
Governance, Personnel, & Bylaws  
Committee Conference call  
8/29/2023 at 9:00 AM

**Minutes**

**Present:**

Amanda Smith, Chair  
Shelley Hirsch  
Vivile Dietrich

**Absent:**

Catherine Whitworth

**Staff:**

Linda Levin, Chief Executive Officer  
Trina Nullet, Chief Financial Officer  
Bernadette Brown, Employee Experience Manager  
Jessica Del Rio, Executive Expediter

**Call to Order:**

Amanda Smith opened the meeting of the Governance, Personnel and Bylaws Committee at 9:02 AM.

**Turnover Report/Exit Interview Data**

Bernadette Brown, Employee Experience Manager, presented the Turnover Report/Exit Interview data with the Committee. She compared turnover data from 2021, 2022, and 2023.

The turnover rate has started to slow down, in 2021 was 31.5% and in 2022 it went down to 28.1%. At the end of 2021 ElderSource had 56.9 positions and at the end of 2022 ElderSource had 63.2 position. Bernadette reported that there are less vacant positions and more new positions.

Bernadette highlighted the terminations reasons and exit interview data for 2021-2023. Overall the data from the report is positive and the turnover is slowing down.

Linda Levin noted that we have hired a Organizational Development Consultant to review our organizational structure and to make recommendations tht will improve efficiency and effectiveness as well as create opportunities for career advancement.

After discussion the Committee had no questions.

**Governance Contract**

The Committee reviewed each line item on the Contract on Governance from the Department of Elder Affairs. After discussion, the Committee agreed to present to the full Board at the next Board meeting.

Linda noted that the Bylaws will need to be updated in response to the new contract.

**Board Resignations**

Linda stated that there are no new resignations. Brenda Ezell did request some time to take a break from the Board while she takes on more in her position within the Florida Bar. The Committee agreed to give her the time.

**Board Recruitment**

The Committee talked about their recruitment efforts. Committee will encourage the entire Board to assist with new Board member recruitment.

**Adjournment:**

Having no further business, the meeting adjourned at 9:47 AM.

Ms. Jessica Del Rio, ElderSource Expediter, prepared the minutes.

Amended September 18, 2002  
Effective---January 1, 2003  
Amended--- May 26, 2004  
Amended--- May 25, 2005  
Amended--- September 28, 2005  
Amended--- July 19, 2006  
Amended--- November 15, 2006  
Amended--- March 19, 2008  
Amended--- September 17, 2008  
Amended--- March 17, 2010  
Amended--- September 15, 2010  
Amended--- March 21, 2012  
Amended--- March 19, 2014  
Amended--- September 17, 2014  
Amended--- March 15, 2017  
Amended--- September 19, 2018  
Amended--- March 17, 2021

BYLAWS  
  
OF THE  
  
NORTHEAST FLORIDA AREA AGENCY  
  
ON AGING, INC.  
  
dba ELDERSOURCE

## BYLAWS

### NORTHEAST FLORIDA AREA AGENCY ON AGING, INC. dba ELDERSOURCE

#### ARTICLE I NAME

Section A. The name of this Corporation is the Northeast Florida Area Agency on Aging, Inc. hereinafter referred to as the Corporation.

#### ARTICLE II: MISSION AND PURPOSES

Section A. The Mission of this Corporation is “To empower individuals to age with independence and dignity by providing leadership, direction, advocacy, and support for a comprehensive coordinated continuum of care.”

Section B. The specific Purposes for which the Corporation is organized include, but are not limited by, the following:

1. To operate as an area agency designated by the State of Florida, in accordance, with the Older Americans Act of 1965 as amended, and as defined in the State Community Care for the Elderly Act and to engage in the planning, provision, and supervision of a broad range of social services, programs, and activities for older persons within a designated planning and service area designated as Planning and Service Area Four (PSA 4).
2. To receive and administer grants and other funds from the U.S. Government, state governments, local government entities, private corporations, associations and foundations, and individuals in accordance with the purposes of the Older Americans Act and the State of Florida Department of Elder Affairs, hereinafter referred to as DOEA.
3. To perform only those activities permitted to be carried out by a corporation exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United

States Internal Revenue Law).

4. To exercise all powers generally allowed to not for profit corporations under the laws of the State of Florida for the purpose of carrying out the legislative intent regarding area agencies on aging as expressed in the Older Americans Act of 1965 as amended, and which include:
  - (a) To promote the independence, dignity, health and well-being of older persons;
  - (b) To serve as the advocate and focal point for all information concerning older persons in the planning and service area;
  - (c) To foster the development of a more comprehensive and coordinated system of services for older persons in the planning and service area known as PSA 4, which encompasses Baker, Clay, Duval, Flagler, Nassau, St. Johns, and Volusia Counties.

### ARTICLE III: RESPONSIBILITIES

Section A. The Responsibilities of this Corporation include, but are not limited to:

1. To develop and submit annually to DOEA an Area Plan designed to develop comprehensive and coordinating services and programs for older persons throughout the planning and service area;
2. To accept, allocate and disburse funds to assist in meeting the needs of the elderly;
3. To establish measurable program objectives and priorities for implementation of the Area Plan in keeping with the objectives established by the DOEA;
4. To evaluate the effectiveness of the services provided by public and private agencies in the planning and service area;
5. To evaluate activities carried out pursuant to the Area Plan, including therein the views of the older persons participating in such activities;
6. To establish an Area Agency Advisory Council consisting of representatives of program participants and the general public, including low income and older minority persons; at least one half of the membership

of such Advisory Council shall be made up of actual consumers of services under the Area Plan; the function of such Advisory Council being to advise the Corporation on such matters relating to the development of the Area Plan (See ARTICLE XI).

#### ARTICLE IV OFFICERS

##### Section A. Officers

The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and two At-Large officers. All officers shall be elected by majority vote of a quorum of Corporation members. No person shall hold more than one office.

##### Section B. Duties of officers

Elected officers shall perform the following duties:

1. The President shall preside at all Corporation meetings and also be the Chair of the Corporation. The President shall appoint Corporate members to committees specified in the Bylaws and established from time to time by Corporate resolution; provide testimony relative to issues on aging before bodies conducting hearings and forums on topics of importance to older persons; serve as Chair of the Executive Committee and ex officio member of all committees; prepare the annual evaluation of the Chief Executive Officer, with input from the Executive Committee, and recommend to the Corporation the annual salary of the Chief Executive Officer.
2. The Vice President shall perform such duties as are assigned by the President, including the duties of President in his or her absence.
3. The Secretary shall assure appropriate maintenance of all Corporation records, shall assure the recording of the minutes of all Corporate meetings, shall require the sending of all notices and minutes of the Corporation and shall perform or delegate any other duties as may be prescribed by the Corporation or the President.
4. The Treasurer shall assure the proper compilation and maintenance of the books of account of the Corporation. The Treasurer shall serve as Chair of the Finance Committee and shall perform any other duties usually pertaining to the office of Treasurer or as may be prescribed by the Corporation or the President.
5. The purpose of the At-Large officer positions shall be to ensure contiguous

succession planning. The At-Large officers shall not have signatory privileges. The At-Large officers shall serve on the Executive Committee and shall be permitted to vote on actions of the Executive Committee.

- Section C. Officers shall be elected at the annual meeting of the Corporation from a slate presented by the Nominating Committee and nominations from the floor. The officers shall take office January 1.
- Section D. Any officer of the Corporation may be removed from office, with or without cause, by a majority vote of the entire membership of the Corporation.
- Section E. Officers shall be elected for a two year term and may be re-elected for a second consecutive term after which time they are ineligible to serve in such elected position for a minimum of one year.
- Section F. Vacancies in Officer Positions due to resignation, death or other reasons shall be filled by majority vote of all Corporation members present at any meeting at which a quorum is present. The new officer elected to fill the unexpired term shall serve the remainder of the term.

#### ARTICLE V: MEMBERSHIP

- Section A. The Corporation membership that comprises PSA4 shall consist of persons who shall be representatives from each of the following counties: Baker, Clay, Duval, Flagler, Nassau, St. Johns, and Volusia. A representative of a county shall be a resident of that county, or principally employed in that county, during the term of service on the Corporation. A representative who changes both his/her county residency or principal place of employment from the represented county shall be deemed to have resigned from the Corporation effective upon the Corporation becoming aware of such change of county residency or principal place of employment. Each representative shall immediately inform the Chief Executive Officer of the Agency of any change in his/her county of residency or principal place of employment.
- Section B. The membership of the Corporation shall be the chair of the Advisory Council plus a minimum of fifteen (15) members consisting of one (1) member elected from each of the seven (7) counties with the remaining members elected based on the Board's needs regardless of county. The Advisory Council chair is a non-voting member.



Section C. Members of the corporation shall be nominated and elected at the Annual Meeting. ElderSource, Inc. dba AgeWise may nominate individuals for positions on the Board and will have approval authority of all nominees.

Each member of the Corporation shall be elected for a term of two (2) years and may be elected for a maximum of three full consecutive two (2) year terms. A fourth two (2) year term may be approved by seventy-five percent (75%) of the entire membership of the Corporation. Any member may be reelected to the Corporation and shall be eligible for three (3) more two (2) year terms after an intervening absence from Corporation membership ~~for one (1) year~~ two (2) years or more.

A member's term shall commence on the first business day following the meeting of the corporation at which they were elected.

Section D. No person who is a member of a governing Corporation, advisory committee or council, or staff of a service provider, under contract with the Agency or family member thereof (defined as ascendants, descendants, siblings, uncles, aunts), will be elected to Corporation membership. An elected member whose status changes to one of the prohibited statutes shall be deemed to have resigned from the Corporation effective upon the Corporation becoming aware of such prohibited status. Each member shall immediately inform the Chief Executive Officer of any changes which may result in his/her prohibited position status.

Section E. No Corporation member or employee of the Corporation shall have or hold any employment or contractual relationships with any person or entity which is subject to regulations of and/or receives funds through the Area Agency on Aging of Northeast Florida, Inc. except county commissioners or other elected officials.

Section F. Attendance at Corporation meetings is essential. The Chief Executive Officer shall bring recurring absences to the attention of the Corporation for review and action. Unexcused Aabsences of a member from three (3) consecutive regular meetings within one fiscal year shall be grounds for immediate dismissal upon vote of a majority of the Corporation members present at any meeting at which a quorum is present. Any member absent from four (4) meetings in any twelve (120 month period, whether excused or unexcused, shall be removed by a majority of the directors in office voting for the removal.

Section G. Corporation members may be removed for cause by a majority vote of the members present and may be removed without cause by vote of a seventy-five percent (75%) of the entire membership of the Corporation.

Section H. A board member may voluntarily resign as a member by tendering written notice of resignation to the President of the Board of Directors. The effective date of resignation shall be immediately upon receipt of the notice by the President of the Board or at such time specified in the written notice.

Section I. The Northeast Florida Area Agency on Aging, Inc. wishes to honor and provide ongoing recognition to members who have donated extensive, meritorious service to the Corporation and, hence, to the older adults of northeast Florida, thus the honorary status of Honorary Life Membership is established. Provisions for Honorary Life Membership are:

1. Honorary Life Membership may be awarded, to those members who have retired from active membership within the Corporation.
2. Honorary Life status may be awarded upon the affirmative vote of two-thirds of the active membership of the Corporation.
3. Nominees for Honorary Life status will be made by the members of the Corporation.
4. Nominations may be received at any regular business meeting.
5. Honorary Life Members may attend all meetings and special events, but shall be non-voting participants.

#### ARTICLE VI: BOARD OF DIRECTORS

Section A. The members of the Corporation shall be the governing authority responsible for developing policies and overseeing corporate operations in accordance with applicable laws and regulations and the provisions of the Corporation's Articles and Bylaws.

Section B. In carrying out its responsibilities, the members of the Corporation shall:

1. Be responsible and accountable for the authorization of the execution of contractual obligations per the policies of the Corporation;
2. Be responsible for financial management oversight of the Corporation;
3. Approve the annual budget and variances thereof and personnel policies;
4. And provide for an annual evaluation by the Executive Committee of the Corporation's activities and issuance of an annual report by June 30 of each year.

Section C. As the policy making body of the Area Agency on Aging, the members of the

Corporation shall also:

1. Employ a qualified full-time Chief Executive Officer;
2. Establish policies and procedures for conduct of all Corporation and agency functions, in keeping with prevailing rules, regulations and operating manuals from DOEA and other funding agencies;
3. Assure the development, approval and oversight of administration of the annual Area Plan;
4. Assure the proper expenditures of all funds made available to the Corporation and expended by the agency;
5. Determine the allocation of state and federal funds for entering into contracts with applicant organizations;
6. Accomplish the oversight necessary for the proper programmatic and fiscal performance of organizations under contract to deliver services to older persons in PSA 4.

Section D. The Corporation is subject to the State of Florida Government in the Sunshine Law, and all directors and other personnel of the Area Agency will strictly comply with said law.

Section E. The President of the Corporation is authorized to sign official documents related to the business management of the Corporation. In those instances when the President is unavailable and there is a need for immediate signature on documents the signature authority is passed on in accordance with the following priority schedule:  
Vice President – First Alternate  
Secretary – Second Alternate

Any or all of the above authorities may be withdrawn or altered with the approval of the Corporation.

## ARTICLE VII: MEETINGS

Section A. Annual Meeting: The annual meeting of the Corporation shall be held during the month of November at a time and place established by the Corporation. The purpose of the Annual Meeting shall be to elect members to fill vacancies of those whose terms are due to expire as of the January meeting, and to elect officers, to receive reports of the President and Treasurer, and to transact all of the regular business of the Corporation, including a review of the Corporation's banking relationship, auditing relationship and law firm relationship.

- Section B. Corporation Meetings: The Corporation shall hold its meetings at the Agency's principal office or at such other places, within the planning and service area, as the Corporation may from time to time determine. The Corporation shall meet bi-monthly or hold no fewer than six (6) meetings per year.
- Section C. Meeting Notice: Notice of all meetings of the Corporation shall be sent to all members at least three (3) working days in advance of such meeting.
- Section D. Special Meetings: A special meeting of the Corporation may be called at any time upon at least five (5) calendar days' notice in advance of such meeting by the President of the Corporation or by a majority of the corporate members.
- Section E. Quorum: Corporate members must be present to vote. A quorum shall consist of a simple majority of the total voting membership. When a quorum is present, a majority of those present may take action on matters properly presented at the meeting. Business shall be transacted only at regular or specially called meetings and shall be duly recorded in the minutes thereof; provided a written resolution signed by all Corporation members or by all members of a committee shall be the act of the Corporation or such committee.
- Section F. Meeting Conduct: Roberts Rules of Order, Current Revised Edition, shall guide the board in conducting its business, except where superseded by these bylaws or by any special rules of order adopted by the Corporation.
- Section G. Conflict of Interest: Any member of the Corporation who has a real or potential conflict of interest shall declare that conflict. Such member shall specify the basis for such conflict. In no case shall a member having the conflict have the right to advocate or vote on matters regarding the conflict.
- Section H. When these Bylaws use words or phrases such as meeting, place, location, quorum, attending, attendance, present, official meeting, cannot be readily assembled, or any other word or phrase, all such words or phrases shall not be construed to limit the authority of this Corporation to conduct meetings as authorized by Section 617.0820, Florida Statutes. Nothing in these bylaws shall be construed to limit the Board's authority to hold meetings by any communication methods authorized by Section 617.0820, Florida Statutes. In addition, nothing in these bylaws shall be construed to limit the statutory right in Section 617.0820, Florida Statutes, of any director participating in a meeting by such communication methods to be deemed to be present in person at such meeting.
- Section I. Electronic Signatures of Minutes: The Secretary may sign minutes of meetings electronically following approval of minutes by the Board of Directors.

ARTICLE VIII:  
STANDING COMMITTEES

Section A. Executive Committee: The President, Vice President, Secretary, Treasurer, Immediate Past President and two At-Large members of the Corporation, elected by the members of the Corporation, which then may or may not be the Chairman of a standing committee, shall be the voting members of the Executive Committee. Other Corporate members may attend the meetings of the Executive Committee and may participate as non-voting members. A quorum shall consist of a simple majority of the members present of the Executive Committee entitled to vote.

1. The Executive Committee shall have the power to act for and on behalf of the Corporation, and shall be accountable to the Corporation.

2. The Executive Committee shall coordinate and oversee, from time to time as appropriate, with the Chief Executive Officer:

- (a) Development and maintenance of employee compensation and benefit plans
- (b) Review and revision of Agency personnel policies and procedures
- (c) Review and revision of staffing patterns and organization structure
- (d) Conducting periodic comparative wage analyses for the establishment of appropriate salaries.

Section B: Finance Committee: The Treasurer shall serve as Chair, and the President shall appoint additional Corporation members to serve on the Finance Committee.

1. The Finance Committee will ensure that its financial management practices comply with the generally accepted accounting principles and applicable State and Federal laws and regulations.

The Finance Committee will perform long term- and short term financial forecasting and planning for the Agency.

2. Responsibilities of the Finance Committee include: review of financial reports, financial policies and procedures, and annual administrative budget and subsequent revisions.

Section C. Governance Committee: The President shall appoint Corporation members, and shall appoint a Corporation member as committee chair. The governance committee is responsible for ensuring board effectiveness, maximum participation and performance; to recommend new board members in a timely fashion; to ensure board policies are being observed; to implement board development and growth opportunities throughout the year; to ensure all board members receive orientation; and to annually recommend a slate of officers to the board for approval.

Section D: Program and Planning Committee: The President shall appoint Corporation members to serve on the committee and shall designate the chair.

1. The Program and Planning Committee will review program policies and guidelines for short range and long range program plans.
2. Responsibilities of the Program and Planning Committee include:
  - (a) Developing services priorities and performance standards;
  - (b) Evaluating program ideas and identifying areas for special study;
  - (c) Reviewing/analyzing programmatic reports;
  - (d) Observing program monitoring process;
  - (e) Participating in development of the multi-year Area Plan;
  - (f) Reviewing bid instruments;
  - (g) Evaluating proposals;
  - (h) Making recommendations for fund allocations to the Corporation for approval.

Section E. Other Committees: The President may from time to time appoint special and ad hoc committees subject to Corporation approval.

Section F. Meetings and Voting by Electronic Technology: Meetings and voting by any communication methods authorized by Section 617.0820, Florida Statutes, may be adopted by any committee for committee members.

#### ARTICLE IX: MANAGEMENT PROCEDURES

Section A. All monies belonging to the Area Agency/Corporation shall be deposited in a bank or banks designated by resolution of the Corporation. No money shall be withdrawn from an Agency/Corporation account unless checks are signed by such officers or employees of the Agency as are designated by resolution of the Corporation.

Section B. The fiscal year of the corporation shall be from January 1 to December 31.

Section C. An Annual Financial Report with a pre-audited balance sheet shall be provided to the Corporation at the July meeting. A certified audit of the financial statements and records of the Corporation shall be made by an independent firm of certified public accountants, selected by the Corporation.

Section D. The Area Agency shall purchase insurance for the purpose of indemnifying members of the Corporation, and the Chief Executive Officer. Employees and Corporation members who sign checks will be bonded as directed by resolution of the Corporation.

Section E. The Corporation shall be responsible for approving the appointment and dismissal of the Chief Executive Officer-of the designated Area Agency, and the adoption and maintenance of appropriate personnel policies and procedures. (Duties and responsibilities of the respective personnel shall be as outlined in the position descriptions that are on file at the Northeast Florida Area Agency on Aging, Inc.). The Chief Executive Officer shall be responsible for the daily operations of the Area Agency, including hiring, supervision and dismissal of all staff.

The Chief Executive Officer of the corporation is authorized to sign contracts/amendments for the Corporation. Such contracts and amendments shall be ratified by the Board or Executive Committee of the Board at an immediate subsequent meeting.

#### ARTICLE X: INDEMNIFICATION

Section A. Limitation of Liability: A member or officer of the Corporation shall not be personally liable for monetary damages to any person or entity for any act, statement, vote, decision, or failure to take an action, if such member or Officer acted, or failed to act, in good faith in the reasonable belief that such action or omission was in the best interest of the Corporation, and in criminal actions or proceedings if such member or officer acted without reasonable grounds for belief that such action was unlawful except (a) liability for any gross breach or intentional failure to perform the Officer's or member's duties (b) for improper personal benefit, or gross recklessness or an act committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

The Corporation/Area Agency shall not be liable nor indemnify any officer that has breached his duty as an Officer or member as defined in Chapter 617.0285, Laws of Florida, as same exists or hereinafter may be amended. If the Legislature of Florida amends Chapter 617.0285, Laws of Florida, hereinafter to authorize the further elimination of limitation of the liability of an Officer or member, then the liability of an Officer or member of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the Laws of Florida. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a member or Officer of the Corporation existing at the time of such repeal or modification.

ARTICLE XI:  
ADVISORY COUNCIL

- Section A. The Corporation shall ensure the establishment of an Advisory Council consisting of persons, including minority individuals equal to the percentage of minorities in the PSA, who are participants or who are eligible to participate in programs assisted under the Older Americans Act, representatives of older individuals, local elected officials, providers of veterans' health care (if appropriate), and the general public, to advise the Corporation continuously on all matters relating to the development of the area plan, the administration of the plan and operations conducted under the plan.
- Section B. The Vice-President of the Corporation or his/her designee, will attend the Advisory Council meetings. The Chair of the Advisory Council or his/her designee will present a report to the Corporation at each regular meeting of the Corporation.
- Section C. Members of the Advisory Council may be appointed to serve on committees of the Corporation.

ARTICLE XII:  
**EMERGENCY BYLAWS**

- Section A. Designation of Emergency Bylaws. The sections of this Article shall be called the Emergency Bylaws.
- Section B. When Effective. These Emergency Bylaws shall be effective only when a quorum of the corporation's Directors cannot readily be assembled because of some catastrophic event. Such catastrophic event is called an Emergency in this Article. These Emergency Bylaws are not effective after the Emergency ends.
- Section C. Relation to Other Bylaws. These Emergency Bylaws supersede any different provision in the other Articles of these bylaws. All provisions of the regular bylaws consistent with these Emergency Bylaws remain effective during the Emergency.
- Section D. General Emergency Powers. During an Emergency, the Board of Directors may take action in a manner or at times inconsistent with other Articles of these bylaws if the manner or times described in other Articles is impractical to follow because of the Emergency.
- Section E. Notice of Meetings. During an Emergency, a meeting of the Board of Directors may be called by any Director or the President and CEO. The meeting shall be held at such times and place as the person calling the meeting may specify in the notice of the meeting. Such notice may be given in writing or orally or by such



other means of communication (including any mass communication method) as in the judgment of the person giving the notice are feasible to reach as many of the Directors as is reasonably possible to reach under the prevailing circumstances.

- Section F. Location of Meetings and Principal Office. During an Emergency, the Board Directors may meet at any location in or out of the state, may change the location of the principal office of the corporation, designate one or more alternative locations, or authorize one or more Officers or Directors to do so.
- Section G. Quorum. During an Emergency, two Directors shall constitute a quorum for the transaction of business at any such meeting.
- Section H. Minutes and Contracts. During an Emergency, minutes, contracts, and other actions of the Board of Directors may be prepared and established in such media as determined appropriate by the Board of Directors.
- Section I. Vacancies. If, during an Emergency, any or all Directors, Officers, or agents of the corporation are incapable of discharging their duties, the Board of Directors may change the method of selecting Directors, Officers, or agents or designate additional or substitute Directors, Officers, or agents.
- Section J. Protection Granted by Chapter 617, Florida Statutes. Corporate action taken in good faith in accordance with these Emergency Bylaws: (a) Binds the corporation; and (b) May not be used to impose liability on a corporate Director, Officer, employee, or agent.
- Section K. Amendment of Emergency Bylaws. During an Emergency, the Board of Directors may amend these Emergency Bylaws or the bylaws at any meeting.

#### ARTICLE XIII: AMENDMENTS

- Section A. The Bylaws may be amended or repealed or approved wholly or in part by a quorum of the Corporate Body at any meeting, if notice of the proposed action was included in the notice of the meeting.
- Section B. With approval of the Board of ElderSource, Inc., these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a simple majority of the Directors present then holding office provided that advance written notice that the bylaws may be amended is given to each Director not less than ten (10) days nor more than thirty (30) days prior to the next Regular or Special meeting wherein a resolution seeking to amend these bylaws will be considered.



## BOARD OF DIRECTORS APPLICATION

### I. Your Contact Information:

Name: \_\_\_\_\_

Home Phone: \_\_\_\_\_ Business Phone: \_\_\_\_\_

Home Address: \_\_\_\_\_

Business Address: \_\_\_\_\_

Occupation: \_\_\_\_\_ Email: \_\_\_\_\_

### II. Your Background (Please attach a resume)

What is your area of expertise either through work or education?

Accounting      Investment      Finance  
Marketing      Website Development      Fundraising      IT/MIS  
Planning      Business Development      Law (specify type): \_\_\_\_\_  
Other: \_\_\_\_\_

What sector would you say you represent?

Health Care      Business      Government      Higher Education  
Faithbased Organization      Disabilities  
Other: \_\_\_\_\_

Please list other community boards and committees you currently serve on, and years of involvement:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

List other aging agencies and or other community activities in which you have been involved:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

List three references:

Name

Phone Number

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**III. Your Ability to Serve:**

I am able to regularly attend bi-monthly Board meetings. ☐ Yes ☐ No  
I am able to serve on Committees in addition to Board meetings. ☐ Yes ☐ No  
I am be able to commit to additional time for training and retreats. ☐ Yes ☐ No  
I understand I am expected to make a financial commitment meaningful to me. ☐ Yes ☐ No

**IV. Your Views on our Organization (use reverse side for additional comments):**

What is your interest in the Northeast Florida Area Agency on Aging d/b/a ElderSource?

Please write a brief statement of your understanding of the mission of the organization:

Signature:  \_\_\_\_\_

Date: \_\_\_\_\_

Please attach a resume.



**ElderSource**  
**BOARD OF DIRECTORS CONFLICT OF INTEREST QUESTIONNAIRE**

Name: Alexander Moore Date: 9/25/2023

List any business and professional activities in which you are an owner, partner, officer, board member, employee or member as of the date of this application:

Names of Business/Professional  
Organization with which you are  
associated

Position held

YouMeCare

CEO

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

I have read the by-laws and conflict of interest policy of the Northeast Florida Area Agency on Aging and have listed any possible conflict below:

X I have no interests which would result in a conflict with the Northeast Florida Area Agency on Aging.

       I have interests, as described below, which could result in a conflict with the Northeast Florida Area Agency on Aging.

\_\_\_\_\_

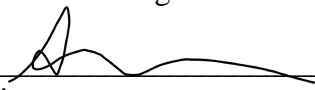
\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

When acting as a member of the Board of Directors of the Agency, I will place the interest of the Agency above all other interests. I will promptly inform the board chair of ElderSource, Inc. of any material change that develops in the information contained in the foregoing statement.

  
Signature

9/25/2023

Date

# DRAFT CEO SUCCESSION PLAN



10688 Old St. Augustine Road, Jacksonville, FL 32257

**Purpose:** The purpose of the succession plan is to ensure continuous coverage of the critical CEO duties that are so vital to the ElderSource's sustainability in the event of the current CEO vacancy. The purpose of this process is to share the expertise of the departing CEO with the successor and also to prepare the successor and the nonprofit to fully support the successor.

**Definition:** A permanent absence is defined as an existing CEO that will not be returning to the position. A long-term absence is 90 days or more. This may be planned or unexpected.

**Procedures:**

The board of directors will consider whether they need to look outside the nonprofit in their quest to recruit and hire an Interim CEO rather than appoint an acting CEO from within the organization. The board should guide their decision by:

1. Identifying internal candidates for the CEO position.
2. The expected timeframe for hiring a permanent executive.
3. The needs of the nonprofit at the time of the transition.
4. The board of directors will appoint a succession planning committee to implement the CEO succession plan to transition to a new permanent CEO.

**Hiring an Interim/Acting CEO:**

The Board should appoint an Interim/Acting CEO. The Interim/Acting CEO may be an existing staff person or may be a Board member. It is recommended that the Board consider internal candidates with experience in the ongoing of the organization for the Interim/Acting CEO. In an emergency transition, natural positions to consider for Interim/Acting CEO are COO, CFO or Board member.

If it is determined that a Board member will act as Interim CEO, that Board must resign from the Board. The Board member may return to the Board when the CEO position is filled. The board president and executive committee will negotiate an independent contractor agreement with a defined scope of work with the Interim/Acting CEO. The scope of the agreement with an interim CEO will be determined based on the nonprofit's needs at the time of the leadership transition. The rate of compensation will be based on the availability of organizational resources, experience of the candidate and a market analysis.

**Responsibilities of the Interim/Acting CEO**

1. The interim/acting CEO will have the full authority for the daily decision-making and independent action as exercised by the regular CEO.
2. The interim CEO will make decisions in consultation with the board president and/or executive committee including hiring staff, terminating staff, financial issues, initiating new projects, media communications, and taking policy positions on policy on behalf of the nonprofit.

**Board Oversight and Support to the Interim/Acting CEO**

1. The interim/acting CEO reports to the board president.
2. The executive committee will support the needs of the interim/acting CEO in this temporary role. The executive committee will meet monthly, or more frequently is

needed, when a CEO is hired. They may hold meetings in person, via conference call, or via video call as called by the board president.

3. The board president and executive committee are responsible for gathering input from staff and reviewing the performance of the interim CEO.
4. The board president and executive committee should conduct an initial review of the interim/acting CEO after 30 days and every 90 days thereafter.

### **Preparation for Search of New Permanent CEO**

1. The Board shall review the CEO position description and update as needed.
2. The Board should work with the Vice President of Communications to execute a Communication Strategy related to the transition. See Crisis Communication Plan.
3. The Board shall communicate the executive transition with appropriate constituencies including, but not limited to: staff, volunteers, contracted service providers, Department of Elder Affairs and other funders.
4. The Board shall conduct an organizational assessment to determine leadership needs relevant for the next chief executive.
5. The Board President shall appoint a succession planning committee to conduct the search, including creating a chief executive profile, recruiting candidates, ranking candidates, interviewing candidates, checking references and recommending selection.

### **Search for New Permanent CEO**

1. The board's role is to assess the permanent leadership needs of the nonprofit to ensure they select a qualified and effective CEO that is compatible with the mission, vision, values, and goals of their nonprofit and its membership, and who has the necessary skills to lead the nonprofit.
2. The succession planning committee should strive to develop a diverse candidate pool when seeking qualified CEO candidates. It's best to narrow the final selection to three finalist candidates for the interview process.
3. The succession planning committee should first explore the interest of any potential internal candidates for the CEO position.
4. The succession planning committee will also consider the merits of conducting a comprehensive external recruitment and selection process.
5. The succession planning committee should also determine whether the current CEO's participation is a valuable resource in pursuing the search process and whether he or she would be beneficial to the process or the outcome. If so, the succession planning committee is responsible to outline the scope of the current CEO's involvement and negotiate an agreement that would allow for the CEO's input, insights, and observations. The CEO will not, however, be a part of the decision making.
6. The succession planning committee will develop a plan for conducting interviews with potential candidates and determine which other people should be included in the interview process.

7. The succession planning committee is authorized to set appropriate salary terms with the finalist candidates, along with input from the executive committee and the finance committee.
8. The succession planning committee will provide the names and qualifications of the prospective candidate(s) for CEO to the Secretary of the Department of Elder Affairs for review and consultation prior to a vote.
9. The succession planning committee will make a recommendation regarding hiring the new permanent CEO to the executive committee and then to the full board of directors for approval.
10. The succession planning committee and the executive committee will ensure that the new CEO has an appropriate orientation process that may include participation by the current CEO, interim CEO, or any other key management staff or board members.

### **Post Selection**

1. The position description and current strategic plan will be provided to the new CEO.
2. The Board will work with the VP of Communications to inform the community of the new CEO.
3. The Board will coordinate with the Department of Elder Affairs the provision of a formal orientation for the new chief executive.
4. The Board and new CEO will agree on written goals and expectations.
5. The Board will conduct annual performance appraisals of the CEO as well as conduct annual Board assessments.





**ElderSource  
BOARD OF DIRECTORS  
POSITION DESCRIPTION**

**Board Member**

1. Complets an annual Conflict of Interest questionnaire and updates the disclosure as necessary.
2. Discloses potential conflicts before meetings and actual conflicts during meetings.
- ~~4.3.~~ Regularly attends Board meetings and important related meetings.
- ~~2.4.~~ Makes serious commitment to participate actively in committee work.
- ~~3.5.~~ Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
- ~~4.6.~~ Stays informed about committee matters, prepares themselves well for meetings, and reviews and comments on minutes and reports.
- ~~5.7.~~ Gets to know other committee members and builds a collegial working relationship that contributes to consensus.
8. Is an active participant in the committee's annual **Board** evaluation and planning efforts.
- ~~6.9.~~ Participates in assessments and/or surveys of Officers' performance.
- ~~7.10.~~ Participates in fund raising for the organization, including but not limited to making a personal meaningful financial contribution.
11. In consultation with the Board President and Executive Committee, participates in the annual evaluation of the Chief Executive Officer, including compensation.
- 8.

**ElderSource  
(AAA/ADRC)  
BOARD OF DIRECTORS  
POSITION DESCRIPTION**

**Board Treasurer**

1. Is a member of the Board.
2. Chairs Finance Committee of the Board.
3. Provides guidance and oversight to the Board and Staff on all financial matters of the organization including, but not limited to:
  - a. Annual budgets and amendments
  - b. Financial policies and procedures
  - c. Investment strategies
  - d. Bank relationships
  - e. Cash management
  - f. Annual and special audits
- f.4. Coordinates the preparation of the financial reports as requested by the Board of Directors or the President.
- 4.5. Reports to the Board on all financial matters in a timely and appropriate manner.
- 5.6. Works closely with the President, the Chief Executive and ~~other staff as agreed to by the Chief Executive~~ and the CFO, acting as the Board liaison with the CFO in managing the Board's account(s).

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**ElderSource  
(AAA/ADRC)  
BOARD OF DIRECTORS  
POSITION DESCRIPTION**

**Board Vice President**

1. Is a member of the Board.
2. Performs the administrative duties and responsibilities of the President ~~when the President cannot be available~~ in the absence of the President (see President Position Description).
3. Reports to the Board's President.
4. Works closely with the President, the Chief Executive and other staff as agreed to by the Chief Executive.
5. Chairs the Planning and Program's Committee
- 5-6. Works closely with the President to ensure a smooth transition of officers.
- 6-7. Performs other responsibilities as assigned by the Board.

**ElderSource  
(AAA/ADRC)  
BOARD OF DIRECTORS  
POSITION DESCRIPTION**

**Board President**

1. Is a member of the Board.
2. Serves as the Chief Volunteer of the organization.
3. Is a partner with the Chief Executive Officer (CEO), acting a liaison between the Board and CEO, to help ensure the Board's directives and resolutions are carried out in achieving the organization's mission.
4. Provides leadership to the Board of Directors, who sets policy and to whom the CEO is accountable.
5. Chairs meetings of the Board after developing the agenda with the CEO.
6. Encourages Board's role in strategic planning.
7. Appoints Board members to committees and appoints the chairpersons of those committees, in consultation with other Board members.
8. Serves ex officio as member of the committees, with the exception of the Nominating Committee, and may attend their meetings.
9. Discusses issues confronting the organization with the CEO.
10. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
11. Reviews with the CEO any issues of concern to the Board.
12. Reviews financial planning and financial reports with the Treasurer.
- ~~13.~~ Plays a leading role in fund development activities.
- ~~14.~~ Ensures ongoing recruitment, development and contributions of Board members.
- ~~13-15.~~ Works closely with the Vice President to ensure a seamless transition of officers.
- ~~14-16.~~ Formally evaluates the performance of the CEO in consultation with the Executive Committee and the Board of Directors and recommends to the Board the annual salary of the CEO.
- ~~15-17.~~ Annually evaluates, in consultation with others, the performance of the organization in achieving its mission.
- ~~16-18.~~ Provides testimony relative to issues on aging before bodies conducting hearings and forums on topics of importance to older persons.
- ~~17-19.~~ Performs other responsibilities assigned by the Board.

## ElderSource Job Description

Job Title: Chief Executive Officer  
Salary Grade: ~~10~~  
Department: Administrative  
Reports To: Board of Directors  
FLSA Status: Exempt  
Approved By:  
Approved Date: ~~November 19, 2018~~

### Summary

The CEO is responsible for directing and administering the total operation of the Area Agency on Aging and Aging and Disability Resource Center for Northeast Florida in accordance with policies guidance and decisions established by the Board of Directors operating under the Area Agency on Aging for Northeast Florida Inc bylaws thereof and federal and state policies rules and regulations. The CEO is assisted by a staff under his/her direct supervision. The CEO is hired by and reports to, works under the President of the Board of Directors and is evaluated by the Board of Directors.

Critical features of this job are described under the headings below. They may be subject to change at any time due to reasonable accommodation or other reasons.

- I. Essential Duties and Responsibilities** include the following. Other duties may be assigned.
- A. Ensures adherence to agency's mission, vision and values.
  - ~~B.~~ Plans, directs and coordinates the activities of Area Agency on Aging and Aging and Disability Resource Center staff. Directs personnel by assuring that policy formulation and implementation is consistent with overall agency policies and objectives
  - ~~B.C.~~ Responsible for the efficient operation of the organization to include: all operations, implementing fiscal and other policy decisions of the Board, supervision of staff, development of plans, grants and other new programs, and other such duties as the Board shall delegate.
  - ~~C.D.~~ Directs the total management process of the Agency, including the Aging and Disability Resource Center.
  - ~~D.E.~~ Establishes, develops and maintains effective working relationships with the State, other Area Agencies on Aging and Aging and Disability Resource Centers, and contracted services providers.
  - ~~E.F.~~ This position requires extensive interpersonal and communication skills and the ability to effectively interact with such diverse group as government officials, elected representative, corporate executives, business leaders and other non-profit organization, the media and other constituencies.
  - ~~F.G.~~ Directs and coordinates studies to evaluate the quality and efficiency of existing policies and programs and Aging and Disability Resource Center.
  - ~~G.H.~~ Plans for the efficient and effective use of program resources.
  - ~~H.I.~~ Serves as spokesperson and advocate for PSA4

- H.J. Directs the preparation of an annual budget including developing the overall estimates and rationales for program changes makes presentation to the Board of Directors and Department of Elder Affairs.
- J.K. Directs expenditures of Agency's budget consistent with goals and objectives revenue total agency programs aid services top defined areas on need of additional resources for future improvement.
- K.L. Meets, confers with Federal, State, and local officials, the Area Agency on Aging Advisory Council and the Aging and Disability Resource Center local Coalition Advisory Workgroup.
- L.M. Directly supervises senior staff, oversees employment and evaluation of all employees.
- M.N. Directs and participates in all planning processes of the Agency, including Emergency Management Plans, Continuity of Operations Plan, Strategic Plan, preparation of the Area Plan for the agency.
- N.O. Insures that an appropriate and effective process to allocate, monitor and account for funds made available by the federal, state and local governments or voluntary sector, is in place, and meets acceptable standards
- O.P. Achieves an effective volunteer leadership to fulfill the AAA functions by their participation on policy, programmatic or technical committees.
- P.Q. Periodically evaluate organization structure (including position descriptions and salary) ranges. Make recommendations within constraints of available funding and marketplace requirements (in conjunction with the senior management staff). Maintaining a continuing program for the training of the staff of the agency
- Q.R. Creates public awareness of the needs, problems, and opportunities of the area's older population, including the availability of the Aging and Disability Resource Center.
- R.S. Provides leadership to the Board of Directors, identifying new sources of funding which may include foundation grants fund raising events and other local government support.
- S.T. Identifies and pursues business development opportunities.

This job description reflects management's assignment of essential functions; it does not prescribe or restrict the tasks that may be assigned.

## II. Supervisory Responsibilities

Manages 6 subordinate supervisors ~~who supervise a total of 57 employees in~~ of the Finance, Operations (inclusive of Human Resources) Planning and Programs, Aging and Disability Resource Center/Community Services, and Communications Departments and the Executive Expeditor. Is responsible for the overall direction, coordination, and evaluation of these units. Carries out supervisory responsibilities in accordance with the organization's policies and applicable laws. Responsibilities include interviewing, hiring, terminating, and training employees; planning, assigning, and directing work; appraising

performance; rewarding and disciplining employees; addressing complaints and resolving problems.

### **III. Competency**

To perform the job successfully, this position should demonstrate the following competencies:

- A. Analytical - Synthesizes complex or diverse information; Collects and researches data; Uses intuition and experience to complement data; Designs work flows and procedures.
- B. Project Management - Develops project plans; Coordinates projects; Communicates changes and progress; Completes projects on time and budget; Manages project team activities.
- C. Interpersonal Skills - Focuses on solving conflict, not blaming; Maintains confidentiality; Listens to others without interrupting; Keeps emotions under control; Remains open to others' ideas and tries new things.
- D. Oral Communication - Speaks clearly and persuasively in positive or negative situations; listens and gets clarification; Responds well to questions; Demonstrates group presentation skills; Participates in meetings.
- E. Written Communication - Writes clearly and informatively; Edits work for spelling and grammar; Varies writing style to meet needs; Presents numerical data effectively; Able to read and interpret written information.
- F. Delegation - Delegates work assignments; Matches the responsibility to the person; Gives authority to work independently; Sets expectations and monitors delegated activities; Provides recognition for results.
- G. Leadership - Exhibits confidence in self and others; Inspires and motivates others to perform well; effectively influences actions and opinions of others; Accepts feedback from others; Gives appropriate recognition to others.
- H. Managing People - Includes staff in planning, decision-making, facilitating and process improvement; Takes responsibility for subordinates' activities; Makes self available to staff; Provides regular performance feedback; Develops subordinates' skills and encourages growth; Solicits and applies customer feedback (internal and external); Fosters quality focus in others; Improves processes, products and services.; Continually works to improve supervisory skills.
- I. Cost Consciousness - Works within approved budget; Develops and implements cost saving measures; Contributes to profits and revenue; Conserves organizational resources.
- J. Ethics - Treats people with respect; Keeps commitments; inspires the trust of others; Works with integrity and ethically; Upholds organizational values.
- K. Organizational Support - Follows policies and procedures; Completes administrative tasks correctly and on time; supports organization's goals and values; Benefits organization through outside activities; Supports affirmative action and respects diversity.
- L. Planning/Organizing - Prioritizes and plans work activities; Uses time efficiently; Plans for additional resources; Sets goals and objectives; Organizes or schedules other people and their tasks; Develops realistic action plans.

- M. Professionalism - Approaches others in a tactful manner; Reacts well under pressure; Treats others with respect and consideration regardless of their status or position; Accepts responsibility for own actions; Follows through on commitments.
- N. Initiative - Volunteers readily; Undertakes self-development activities; Seeks increased responsibilities; Takes independent actions and calculated risks; Looks for and takes advantage of opportunities; Asks for and offers help when needed
- O. Quality - Demonstrates accuracy and thoroughness; Looks for ways to improve and promote quality; Applies feedback to improve performance; Monitors own work to ensure quality.

#### **IV. Qualifications**

To perform this job successfully, this position must be able to perform each essential duty satisfactorily. The requirements listed below are representative of the knowledge, skill, and/or ability required. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

#### **V. Education and/or Experience**

Fifth year college or university program certificate; Education must be in the field of Social Work, Gerontology, Public Administration or years related experience and/or training; and/ or four to ten years of work experience in social services program management, including at least three at the supervisory level. Experience must include responsibility for budget preparation and management. Any exception to the degree requirements must comply with current regulation and must be approved through the Department of Elder Affairs.

#### **VI. Language Skills**

- A. Ability to read, analyze, and interpret general business periodicals, professional journals, technical procedures, or governmental regulations.
- B. Ability to write reports, business correspondence, and procedure manuals.
- C. Ability to effectively present information and respond to questions from groups of managers, clients, customers, and the general public.

#### **VII. Mathematical Skills**

- A. Ability to apply mathematical operations to such tasks as frequency distributions, determination of test reliability and validity, analysis of variance, correlation techniques, amply theory and factor analysis.

#### **VIII. Reasoning Ability**

- A. Ability to define problems, collect data, establish facts, and draw valid conclusions.
- B. Ability to interpret an extensive variety of technical instructions in mathematical or diagram form and deal with several abstract and concrete variables.



**IX. Computer Skills**

To perform this job successfully, this position should have knowledge of Internet software; Database Software, Spreadsheet software and Word Processing software.

**X. Certificates, Licenses, Registrations**

**XI. Other Skills and Abilities**

- A. Knowledge of Federal and Grant management process
- B. Knowledge of various social programs for the elderly.

**XII. Other Qualifications**

Ability to acquire and disseminate in-depth knowledge of programmatic and fiscal regulation and procedures.

**XIII. Physical Demands**

The physical demands described here are representative of those that must be met by this position to successfully perform the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

While performing the duties of this Job, this position is regularly required to sit; use hands to finger, handle, or feel; reach with hands and arms and talk or hear. This position must occasionally lift and/or move up to 25 pounds.

**XIV. Work Environment**

The work environment characteristics described here are representative of those that this position encounters while performing the essential functions of this job. Reasonable accommodations may be made to enable individuals with disabilities to perform the essential functions.

The noise level in the work environment is usually moderate.

# ElderSource

## Policy and Procedure

Area: Board	No.: B-13	No. of Pages: 2
Title: Board Recruitment	Issued: May 25, 2005	Revised: October 18, 2019 <u>November 15, 2023</u>
Signature:		

**Policy:** Governance Committee will recruit, review and recommend new members for the Board. They will ensure members are qualified and membership is diverse and meets the requirements of the bylaws.

### Procedures:

- I. Recommendations for Board members will be made to the Governance Committee for consideration.
- II. Governance Committee will maintain a profile of the Board members to determine needs. When a recommendation for a Board member is received, the Governance Committee will consult the “profile” for appropriateness and determine whether or not to accept the recommendation based on the needs of the Board. Governance Committee will also consult the “profile” to assist in their active recruitment of Board members.
- III. Prospective Board members will be sent a Board Member Position Description, an Application, ~~a copy of the agency's by laws~~ and a conflict of interest questionnaire.
- ~~III.~~IV. Prospective Board members will also have a level 2 Background Screen conducted before taking office.
- ~~IV.~~V. Upon receipt of a completed Application, a copy of the application will be sent to all members of the Governance Committee. The Committee will have approximately ten (10) days to review the application. Committee members will be assigned to contact references regarding the prospective Board member. After the initial review of the application and references by the Governance Committee, a meeting or conference call with the prospective Board member will be established to allow a member of the Committee a chance to interview the prospective Board member.

A. The following items may be discussed with the prospective Board member:

1. Organization mission
2. Programs and services provided
3. Area plan information
4. Board structure

B. The following questions may be asked of the prospective Board member:

1. Please identify relevant experience and/or relevant employment that would qualify you to serve on this Board.
2. Why do you wish to serve on our Board?
3. What contributions can you make to our Board? Do you have experience in fundraising, public relations, finance, planning, human resources, or legal? What other experience do you have that would benefit this agency?
4. What other volunteer commitments do you currently have? What employment commitments do you have? What travel plans do you currently have for the upcoming year? Are you a full time resident?
5. Can you contribute the time necessary to be an effective Board member?
6. Do you have any conflicts of interest of which you are aware? Do you have a fiduciary commitment to a contracted provider of vendor of this agency?

~~V.~~VI. After the interview is conducted, all members of the Committee will discuss endorsement by the Committee. Additional meetings or conference calls can be scheduled as needed.

~~VI.~~VII. The agency will make copies of the applications endorsed by the Committee. The applications will be sent to all Board members with the next Board meeting's agenda and meeting notice so that each Board member will have an opportunity review the applications prior to the Board meeting.

~~VII.~~VIII. Following the Board meeting, letters will be sent to the nominees indicating the outcome of their nomination. Members approved by the Board take office the next business day following the acceptance of the nomination.

~~VIII.~~IX. ~~Position descriptions and~~ Statement of Commitment will be sent to the new Board member and orientation will be scheduled.

**FLORIDA DEPARTMENT OF ELDER AFFAIRS**

**AND**

**NORTHEAST FLORIDA AREA AGENCY ON AGING, INC. D/B/A ELDERSOURCE**

**CONTRACT ON GOVERNANCE**

**THIS CONTRACT** is entered into between the Florida Department of Elder Affairs (Department or DOEA) and Northeast Florida Area Agency on Aging, Inc. d/b/a ElderSource (Contractor), collectively referred to as the “Parties.”

**WITNESSETH THAT:**

**WHEREAS**, Contractor is a designated area agency on aging (AAA) under section 430.04, Florida Statutes;

**WHEREAS**, pursuant to section 430.04, Florida Statutes, the Department is responsible for ensuring that each AAA operates in a manner to ensure seniors of the State of Florida receive the best services possible; and

**WHEREAS**, the Department and the Contractor mutually agree to enter into this Agreement to set forth the foundation of best practices on which the Contractor shall build upon to provide the best services possible for the seniors of the State of Florida.

**NOW THEREFORE**, in consideration of the mutual obligations of the parties and other valuable consideration, the Parties agree as follows:

**1. Incorporation of Documents within the Contract:**

The contract will incorporate attachments as an integral part of the contract, except to the extent that the contract explicitly provides to the contrary. In the event of conflict in language among any of the attachments referenced above, the specific provisions and requirements of this contract shall prevail.

**2. Term of Contract:**

This contract shall begin at twelve (12:00) A.M., Eastern Standard Time **January 1, 2024**, or on the date the contract has been signed by the last party required to sign it, whichever is later. It shall end at eleven fifty-nine (11:59) P.M., Eastern Standard Time **December 31, 2026**.

**3. Renewals:**

By mutual agreement of the Parties, the Department may renew the contract for a period not to exceed three years, or the term of the original contract, whichever is longer. Any renewal is subject to the same terms and conditions as the original contract and contingent upon satisfactory performance evaluations by the Department.

**4. Human Resources:**

**4.1.** To ensure fair and equitable practices for recruiting and retaining qualified employees and volunteers, the Contractor shall ensure there is a dedicated Human Resources office to administer daily activities of, and for, its personnel and volunteers. Human Resources shall establish procedures and policies as appropriate, pending approval of the executive director/chief executive officer and the Contractor’s Board of Director’s (“Board”) review. Human Resources policies and procedures must adhere to standard best practices. Human Resources shall report to the chief officer of operations, chief financial officer, the executive director/chief executive director, or to a member of senior leadership who reports to the executive director/chief executive officer.

**4.2.** Human Resources must submit to the Board, through the executive director/chief executive officer, a plan for recruitment and retention by **April 1, 2024**, and annually thereafter. The plan can be a one-page summary.

**4.3.** Human resources shall be in-house, and its duties will be consistent with the established procedures and policies provided herein. Human Resources that is currently outsourced shall be brought in-house no later than **December 31, 2023**. Staff may perform other duties as assigned in addition to their respective human resources duties.

**4.4.** The executive director/chief executive officer shall be the liaison between the Board and Human Resources.

**4.5.** The Contractor shall adhere to all applicable federal and state employment laws.

**5. Board Terms and Vacancies:**

**5.1.** The Board shall be composed of volunteers who represent the community and are committed to the best interests of the Contractor and its mission and no other party, including themselves.

**5.2.** The Board of Directors is defined as the group of persons vested with the management of the affairs of the corporation, who are referred to herein as Board members.

**5.3.** A standard Board term is three (3) years, and no member shall serve more than three (3) consecutive terms or nine (9) consecutive years. However, Board members who have exceeded the term limit, shall continue to serve until such time as a new member has been nominated and voted on by the Board, but may not serve more than three (3) months after the expiration of their term. A Board member may remain on the Board as a non-voting member for a period of six (6) months if they are nominated and elected by the Board as a non-voting member.

**5.4.** If a Board member has served for three (3) terms consecutively or nine (9) consecutive years, the Board member must sit out two (2) years before the Board member can be renominated for Board membership.

**5.5.** The Board must have a committee of at least one member dedicated to Board member recruitment. This committee shall provide comprehensive updates of its recruitment efforts to the Board during the Board meetings.

**5.6.** Any Board member may be removed by a majority vote of the Board with or without cause prior to the expiration of their term, pursuant to section 617.0808, Florida Statutes.

**5.7.** Members of the Board shall be nominated and elected by the Board.

**5.8.** Vacancies occurring during a term will be filled for the unexpired portion in the manner provided above.

**5.9.** Vacancies that are filled with less than one (1) year of the term remaining will not be counted as a term for the purpose of eligibility to serve three (3) terms consecutively.

**5.10.** All Board members shall hold office until the expiration of their terms and until their successors have been elected (subject to Section 5.3), or until their earlier resignation, removal, or death.

**5.11.** Any member who shall become incapacitated or become unable to carry on his/her duties, shall resign or be replaced in accordance with the Contractor's bylaws. The Board shall nominate and vote on a new member in accordance with the Contractor's bylaws.

**5.12.** The Board shall create staggered terms for Board members pursuant to section 617.0806, Florida Statutes.

**5.13.** The Board, in consultation with the executive director/chief executive officer, shall establish an orientation process for new Board members to commence after a satisfactory level 2 background check has been completed pursuant to section 430.0402, Florida Statutes, and Chapter 435, Florida Statutes.

**5.14.** The Contractor shall agree to amend their respective bylaws no later than December 31, 2023, to incorporate conforming language of the provisions 5.3 through 9 as set forth in this Agreement into their bylaws, if the bylaws do not already contain such language. If this contract is signed by September 30, 2023, the deadline to amend the contractor's bylaws accordingly, is no later than June 30, 2024.

**6. Board Attendance and Quorum:**

**6.1.** The requirement of attendance at Board meetings shall be enforced. Any member who fails to attend three (3) consecutive meetings of the Board, unless excused by the Board, shall be removed by a majority of the directors in office voting for the removal. Any member absent from four (4) meetings in any twelve (12) month period, whether excused or unexcused, shall be removed by a majority of the directors in office voting for the removal.

6.2. The presence of not less than fifty percent plus one of the members, in person, shall constitute a quorum, which shall be necessary to conduct the business of the organization. If the meetings allow for attendance other than in person, the presence of not less than sixty percent of the members shall constitute a quorum.

6.3. A quorum is required for the rescheduled meeting.

**7. The Board:**

7.1. The Board shall review and revise procedures to define the parameters of the oversight, responsibilities, and duties of the Board. The plan should also include defined roles for the Board, its officers, and the executive director/chief executive officer, who will oversee the staff and the day-to-day operations.

7.2. The Board shall adhere to the position descriptions for Board members attached hereto as Attachment I. These descriptions provide a minimum of the duties required of the Board members and are not exhaustive.

7.3. The Board shall establish a process to assess their performance as individuals and as a Board. The assessment shall be completed annually and can be one page in length. This performance measure and the assessment shall also be submitted annually to the Secretary of DOEA.

7.4. No Board member shall serve concomitantly as an elected state or federal official. This is to avoid an actual breach of the Code of Ethics found in sections 112.311-112.318, Florida Statutes, and to also avoid any appearance of such a violation.

7.5. The Contractor shall publish and maintain a current list of all Board members on its website.

**8. Officers:**

8.1. The Board shall elect officers from among its membership.

8.2. The Board shall have a chair and a treasurer and should have a vice-chair and secretary.

8.3. Officers shall be elected to serve a term of two (2) years. No officer shall serve more than two (2) successive terms in the same office.

8.4. An officer, except for the treasurer, shall serve until their successor is installed in office but may not serve more than three (3) months after the expiration of their second term. A treasurer may serve up to nine (9) months after the expiration of their second term.

8.5. There shall be no grandfathering clause for officers who have exceeded the term limits described in paragraph 8.3 and have served four (4) or more years at the time of the execution of this contract, whether or not the Board previously had term limits in place. Any current officer, other than a treasurer, who has already served four (4) consecutive years in the same office must be replaced within three (3) months from the date this contract is executed. A current treasurer who has already served four (4) consecutive years in that office must be replaced within nine (9) months from the date this contract is executed.

8.6. No Board member should occupy more than one (1) officer position at the same time.

8.7. The Board shall adhere to the position descriptions for its Board officers attached hereto as Attachment II. These descriptions provide a minimum of the duties required of the Board officers, and are not exhaustive.

8.8. All Board members and officers are responsible for adhering to the DOEA's standards as set forth in, but not limited to, this governance contract with Attachments I and II, and the service contracts.

**9. Executive Director/Chief Executive Officer:**

9.1. The Board shall notify the Secretary of DOEA of any proposed employment actions involving the executive director/chief executive officer. Any such employment actions must be taken at a public meeting. The Board shall consult with the Secretary of DOEA in the hiring or dismissal of the executive director/chief executive officer prior to any action being taken. Consultations require Contractor, prior to taking any action, to confer with the

Secretary and to consider the Secretary's assessment. The contractor shall periodically inform the Secretary regarding actions taken.

**9.2.** When the executive director/chief executive officer position is vacant, the Board shall provide a detailed briefing on the steps it will take to secure an interim or acting executive director/chief executive officer; and an outline defining the search process for the hiring of an executive director/chief executive officer to the Secretary of DOEA. Additionally, the Board shall provide status updates on the search process every two weeks.

**9.3.** The executive director/chief executive officer shall be the point of contact between Contractor's staff and the Board.

**9.4.** The Board shall develop a succession plan for the executive director/chief executive officer in the event the position is vacant. The Board shall provide the names and qualifications of the prospective candidates for the executive director/chief executive officer position to the Secretary of DOEA for review and consultation prior to a vote.

**10. Access to Records:**

**10.1.** Board members shall have access to records of the organization in accordance with Chapter 617, Florida Statutes. Board members shall not have unfettered access to records and/or protected or confidential information of clients (recipients of services) unless specifically authorized by law. Protected health information and/or confidential information (e.g., information involving a victim of abuse, sexual assault, crime) should not be shared with Board members, or any other individuals, unless such disclosure is specifically authorized by law and necessary to the performance of their specific duties.

**10.2.** Areas that intake or store protected health information and/or confidential information shall have restricted access limited to those employees/volunteers who are authorized by law to access such information.

**10.3.** The Contractor shall secure all protected and/or confidential information, and shall implement appropriate safeguards to protect unauthorized disclosure of such information in accordance with this Agreement.

**11. Florida Sunshine Law and Public Records:**

**11.1.** The Contractor's Board shall hold all meetings in accordance with Chapters 286, Florida Statutes. No formal actions shall be considered binding except as taken or made at a meeting that has been properly noticed.

**11.2.** The Contractor shall notice all Board meetings on their respective websites two weeks in advance of the scheduled meeting. In the case of emergency or special meetings, emergency or special meetings should be afforded the most appropriate and effective notice under the circumstances.

**11.3.** The Contractor shall also provide a notice, agenda, and copies of any related meeting materials to the DOEA Division Director for Statewide Community Based Services.

**11.4.** The Contractor shall comply with all applicable Florida and federal laws, including but not limited to, Chapters 119, 286, and 617, Florida Statutes.

**12. Florida Government in the Florida Public Records Law, and HIPAA:**

The Contractor acknowledges that Department or other state business conducted by any means, including electronic forms of communication, social media, or through personal cellular communication, is subject to Florida's Public Records Law, Chapter 119, Florida Statutes, and the Health Insurance Portability and Accountability Act (HIPAA).

**13. No Waiver of Sovereign Immunity:**

Nothing contained in this contract is intended to serve as a waiver of sovereign immunity by any entity to which sovereign immunity may be applicable.

**14. Venue:**

If any dispute arises out of this contract, the venue of such legal recourse shall be Leon County, Florida.

**15. Entire Contract:**

This contract contains all the terms and conditions agreed upon by the Parties. No oral agreements or representations shall be valid or binding upon the Department or the Contractor unless expressly contained herein or by a written amendment to this contract signed by both Parties.

**16. Force Majeure:**

The Parties will not be liable for any delays or failures in performance due to circumstances beyond their control, provided the party experiencing the force majeure condition provides immediate written notification to the other party and takes all reasonable efforts to cure the condition.

**17. Severability Clause:**

The Parties agree that if a court of competent jurisdiction deems any term or condition herein void or unenforceable, the other provisions are severable and shall remain in full force and effect.

**18. Waiver:**

The delay or failure by the Department to exercise or enforce any of its rights under this contract will not constitute or be deemed a waiver of the Department's right thereafter to enforce those rights, nor will any single or partial exercise of any such right preclude any other or further exercise thereof or the exercise of any other right.

**19. Compliance:**

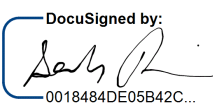

The Contractor shall abide by all applicable current federal statutes, laws, rules, and regulations as well as applicable current state statutes, laws, rules, and regulations. The Parties agree that failure of the Contractor to abide by these laws shall be deemed an event of default of the Contractor and subject the contract to immediate unilateral cancellation of the contract at the discretion of the Department.

**20. Termination:**

**20.1 Termination for Convenience.** The Department, by written notice to the Contractor, may terminate this contract in whole or in part when the Department determines in its sole discretion that it is in the State's interest to do so with 30 days' notice.

**20.2 Termination for Cause.** The Department may immediately terminate this contract if the Contractor fails to:  
(1) honor any term of the contract or (2) abide by any statutory or regulatory requirement.

**IN WITNESS WHEREOF,** the Parties have caused this Contract to be executed by their officials as duly authorized and agree to abide by the terms, conditions, and provisions. This Contract is effective on the last date it has been duly signed by both Parties.

<b>CONTRACTOR: NORTHEAST FLORIDA AREA AGENCY ON AGING, INC. D/B/A ELDERSOURCE</b>	<b>STATE OF FLORIDA, DEPARTMENT OF ELDER AFFAIRS</b>
SIGNED BY:  <small>DocuSigned by: 0018484DE05B42C...</small>	SIGNED BY:  <small>DocuSigned by: A9A2BE65E6554B1...</small>
NAME: Dr. Sandy Robinson, Board President	NAME: MICHELLE BRANHAM
TITLE: Board President	TITLE: SECRETARY
DATE: 9/26/2023	DATE: 9/28/2023



INDEX OF ATTACHMENTS

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**ATTACHMENT I**  
**POSITION DESCRIPTIONS OF BOARD MEMBERS**

Board members shall conduct an annual performance review of the Executive Director.

Board members shall conduct annual assessments of the Board and its work.

Board members shall conduct annual assessments and or surveys of its officers' performance.

Board members shall sign an annual conflict-of-interest disclosure and update the disclosure during the year, if necessary, as well as disclose potential conflicts before meetings and actual conflicts during meetings.

## **ATTACHMENT II**

### **POSITION DESCRIPTIONS OF BOARD OFFICERS**

#### **President or Chair**

Preside at all meetings of the Board and must use Robert's Rules of Order.

Be a member ex-officio of all committees except the Nominating Committee.

Act as a liaison between the Board and the Executive Director or Chief Executive Officer to help ensure the Board's directives and resolutions are carried out.

Ensure ongoing recruitment, development, and contributions of Board members.

Review any issues of concern with the Executive Director or Chief Executive Officer.

Work closely with the vice president or vice chair to ensure seamless transition of officers.

#### **The Vice-President or Vice Chair**

The Vice-President or Vice Chair shall perform the administrative duties and responsibilities of the president in the absence of the president.

The Vice-President or Vice Chair shall work closely with the President to ensure smooth transition of officers.

#### **Treasurer**

The Treasurer shall coordinate the preparation of financial reports as requested by the Board of Directors or the president.

He or she will act as Board liaison with the corporation's fiscal officer in managing the Board's account(s).

#### **Secretary**

The Secretary shall ensure the following is created and maintained: an accurate record of all proceedings of the organization, and a current list of all Board Members.

#### **Executive Director or Chief Executive Officer**

The Board of Directors shall employ an Executive Director or Chief Executive Officer, who shall execute the affairs of the organization.

The Executive Director or Chief Executive Officer shall be responsible to the Board of Directors, and for the performance of the duties connected to his/her office.

The Executive Director or Chief Executive Officer shall be responsible for the efficient operation of the organization to include: all operations, implementing fiscal and other policy decisions of the Board, supervision of staff, development of plans, grants and other new programs, and other such duties as the Board shall delegate.

All other staff members, to include the Human Resources office, shall be responsible to the Executive Director.

# ElderSource Board Assessment 2023

8  
Responses

05:09  
Average time to complete

Active  
Status

1. How satisfied are you that the Board understands the organization's mission, vision and strategic goals?

Very satisfied	6
Somewhat satisfied	2
Neither satisfied nor dissatisfied	0
Somewhat dissatisfied	0
Very dissatisfied	0



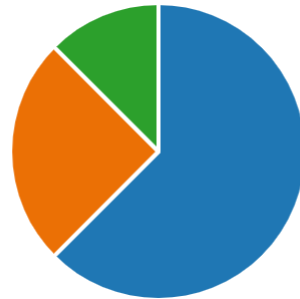
2. How satisfied are you that the Board kept the vision and strategic plan in mind during board discussions?

Very satisfied	5
Somewhat satisfied	2
Neither satisfied nor dissatisfied	1
Somewhat dissatisfied	0
Very dissatisfied	0



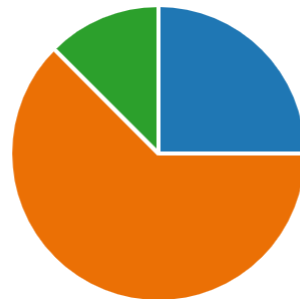
3. How satisfied are you that the Board communicated ideas for the organization's future direction?

Very satisfied	5
Somewhat satisfied	2
Neither satisfied nor dissatisfied	1
Somewhat dissatisfied	0
Very dissatisfied	0



4. How satisfied are you that the Board has knowledge about the bylaws?

Very satisfied	2
Somewhat satisfied	5
Neither satisfied nor dissatisfied	1
Somewhat dissatisfied	0
Very dissatisfied	0



5. How satisfied are you that the Board is knowledgeable about major programs and services?

Very satisfied	4
Somewhat satisfied	4
Neither satisfied nor dissatisfied	0
Somewhat dissatisfied	0
Very dissatisfied	0



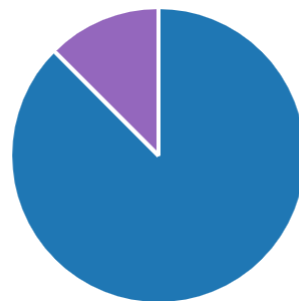
6. How satisfied are you that the Board understands the organization's financial statements?

Very satisfied	4
Somewhat satisfied	4
Neither satisfied nor dissatisfied	0
Somewhat dissatisfied	0
Very dissatisfied	0



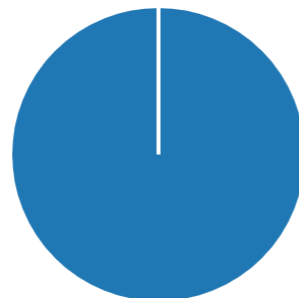
7. How satisfied are you that the Board makes knowledgeable and prudent decisions on finances?

Very satisfied	7
Somewhat satisfied	0
Neither satisfied nor dissatisfied	0
Somewhat dissatisfied	0
Very dissatisfied	1



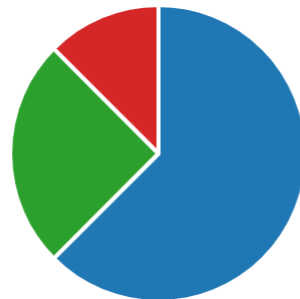
8. How satisfied are you that the Board ensures legal compliance with federal and state regulations and that contract obligations are fulfilled?

Very satisfied	8
Somewhat satisfied	0
Neither satisfied nor dissatisfied	0
Somewhat dissatisfied	0
Very dissatisfied	0



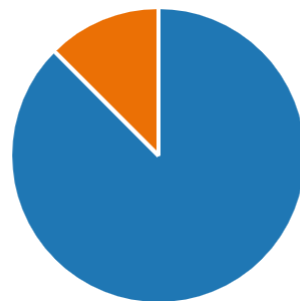
9. How satisfied are you that the Board acts as ambassadors to the community on behalf of the organization?

Very satisfied	5
Somewhat satisfied	0
Neither satisfied nor dissatisfied	2
Somewhat dissatisfied	1
Very dissatisfied	0



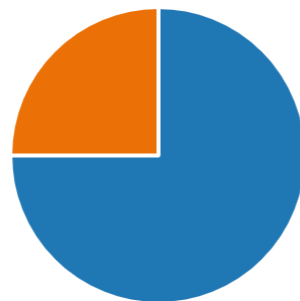
10. How satisfied are you that the Board members understand the respective roles of the Board and staff?

Very satisfied	7
Somewhat satisfied	1
Neither satisfied nor dissatisfied	0
Somewhat dissatisfied	0
Very dissatisfied	0

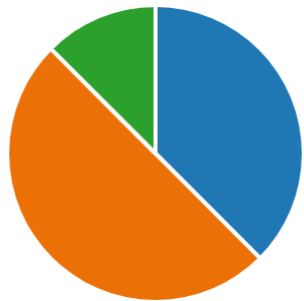
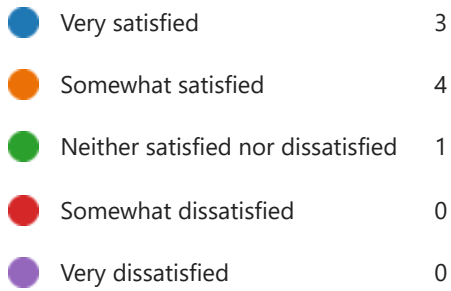


11. How satisfied are you that the Board members execute their responsibilities?

Very satisfied	6
Somewhat satisfied	2
Neither satisfied nor dissatisfied	0
Somewhat dissatisfied	0
Very dissatisfied	0

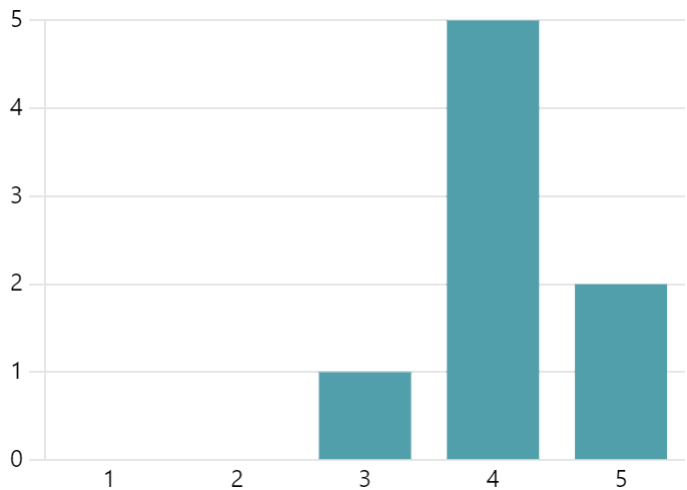


12. How satisfied are you that Board members prepare for board meetings by reading agenda materials?



13. Please rate the Board's overall performance.

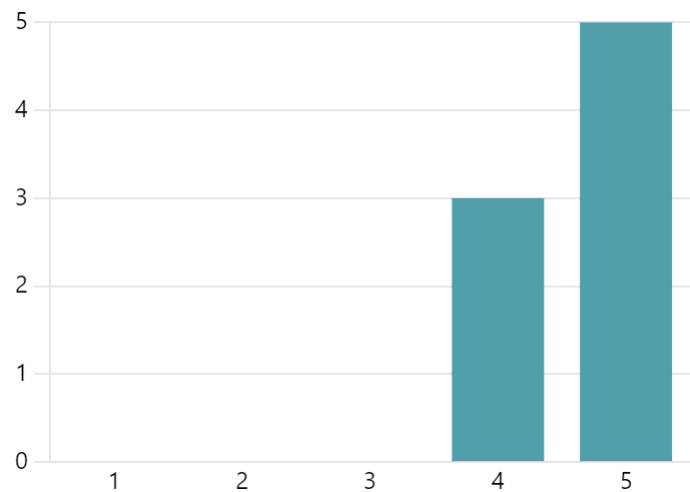
4.13  
Average Rating





14. Please rate the degree to which you find your service on the Board satisfying and rewarding.

4.63  
Average Rating

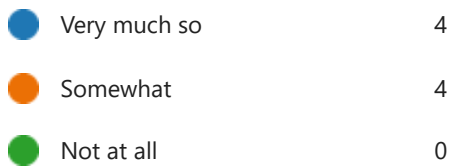


15. Do you feel you participate in furthering the agency's mission and vision by serving consultant to staff on various things, serving on committees, attending board meetings, serving as ambassador, helping make connections in the community?

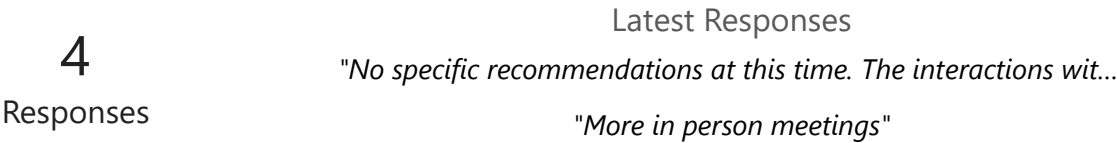
- Very much so 4
- Somewhat 4
- Not at all 0



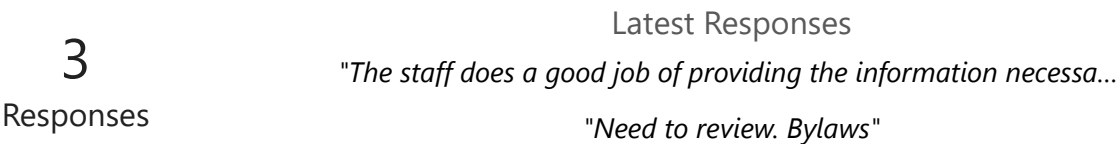
16. Do you feel like you contribute financially in a way that is meaningful to you and the organization?



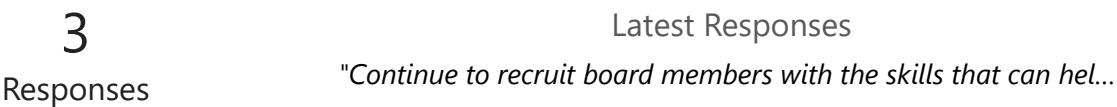
17. What can be done to make your board service more satisfying?



18. What information - whether about the organization, the field, non-profit management or non-profit boards, applicable laws, etc. - would you like to get to help you be a better board member?



19. What suggestions do you have for the Board Chair or the CEO about the board, your role, or any other aspect of the organization?



20. Are there any gaps on our Board in terms of expertise for which we should recruit new members? Do you know anyone specifically who you would recommend for the Board?

5

Responses

Latest Responses

*"Yes, recommendations have been submitted."*

*"Financial background is always helpful"*

---

21. Would you like the Board President or CEO to contact you?

4

Responses

Latest Responses

*"Not at this time. I am comfortable reaching out to either of the..."*

*"No"*

---

22. Is there anything else you would like to add?

3

Responses

Latest Responses

*"It has been a pleasure serving on the board. It is rewarding to ..."*

---