



Our mission is to deliver innovative support to lead aging agencies as we work together to promote, protect, and enhance the well-being of older people in Wisconsin.

Board Meeting Minutes

Friday, December 12, 2025 | 10:00 a.m.

ADRC of Portage County and
Microsoft Teams Video Conference Call

Members present: *Beth Esser, Rob Wilkinson, Dave Hoberg, Bob Borremans, Wes Martin, Rowena Nelson, Cookie Lough, John Helling, Steve Ahlgren, Catherine Jones-Ferk*

Members excused:

Others Present: *John Schnabl, Executive Director; Patrick Metz, Fiscal Manager; Jean Lynch, Program Specialist Manager; Nick Musson, OAA Consultant; Neal Minogue, Older Americans Act Program Supervisor, State Office on Aging (BADR); Rosanna Mazzara, Operations Coordinator; Melissa Penass, Stockbridge-Munsee Tribal Specialist*

Call to Order

Beth Esser, Board Chair

The meeting was called to order at 10:04 a.m. by Beth Esser, Chair.

Review and Approval of December 12, 2025 Agenda (ACTION)

Motion by Rob Wilkinson, seconded by Steve Ahlgren, to approve December 12, 2025 agenda, however, shifting the order of certain agenda items. Motion carried.

Review and Approval of October 10, 2025 Draft Meeting Minutes (ACTION)

Motion by Wes Martin, seconded by Dave Hoberg, to approve October 10, 2025, draft meeting minutes with suggested amendment to take Bob Borremans off as present at



the meeting along with deleting “in Dane county” under RFP for Legal Benefit Assistance on page 4. Motion carried.

Public Comment **None**

Comments from Chair

Beth Esser, Board Chair

- This is the last meeting that I will be chairing. It's been quite an experience; I've learned a lot. We have outstanding board members with a lot of knowledge and experience. We have an outstanding GWAAR staff. We have amazing programs with many accomplishments. I think there's been a lot of growth and change this past year, a lot of questions asked, a lot of questions answered. I think there's going to be more in the future. I think that's good for any organization. I think as an organization we have to keep our eye on the ball as to what our purpose is and we want to do it right. Some questions and things are going to be coming up and tweaking of the bylaws, getting the articles of incorporation completed, a policy for reserve funds, and having a firewall for the segregation of VA funds. As always, I have concerns about people north of 29 receiving their share of the services. I will always advocate for those in the north woods. I think it's always a good to ask about the numbers, the actual numbers of people receiving services, not just how many programs there are. It's been an honor working with everybody; I think we have a great team going. I think a lot of good things are going to be happening. So, keep the mission statement as a focus and the board will continue to play a great role. Thank you everyone.

Board Elections **(ACTION)**

Beth Esser, Board Chair

- Beth Esser and Bob Borremans' second term have ended. There was discussion that the two term maximum be done away with. This topic will be discussed as a possible change to the bylaws at the next board meeting.



Reelection for second terms:

- John Helling, Cookie Lough, Rob Wilkinson and Wes Martin were reelected to second 3-year terms.
- *Motion by Dave Hoberg, seconded by Steve Ahlgren, to reelect John Helling, Cookie Lough, Rob Wilkinson and Wes Martin to a second term. Motion carried.*

Election of Board Officers:

- Beth read the bylaws regarding Board Member duties before entertaining a vote for board officers.

CHAIR:

- Steve Ahlgren was nominated for Chair by Wes Martin. He declined. He felt that it should be a more seasoned Board Member.
- Rob Wilkinson was nominated by Wes Martin.
- Dave Hoberg was nominated by Steve Ahlgren. Dave Hoberg respectfully declined and feels he can best serve as Treasurer.
- *Motion by Dave Hoberg, seconded by Wes Martin to close nominations for Chair. Rob Wilkinson shall be Board Chair. Motion carried.*

VICE CHAIR:

Rob Wilkinson nominated Steve Helling

Kathy Jones nominated Cookie Lough.

- *Motion by Wes Martin, seconded by Rob Wilkinson to close nominations for Vice Chair.*
- First round of voting resulted in a tie.
- Second round of voting:



For Steve Ahlgren:

Rob Wilkinson
Rowena Nelson
Wes Martin
Beth Esser

For Cookie Lough:

John Helling
Steve Ahlgren
Dave Hoberg
Bob Borremans
Cookie Lough
Kathy Jones

Cookie Lough became Vice Chair by a 6 to 4 vote.

TREASURER:

- Wes Martin nominated Dave Hoberg. Beth Esser seconded the nomination.

Motion by Steve Ahlgren, seconded by John Helling to close nominations and elect Dave Hoberg Treasurer. Motion carried.

Annual Meeting Designations

1) Bank: **First Business**

- Dave Hoberg asked if we could send RFP's out in the near future to see if we could find a financial institution that could open up a line of credit for GWAAR. Discussion will continue at Finance Committee.

2) Insurance Carrier: **Philadelphia – General Liability**

- Current policies renew May 23rd. Dave Hoberg asked if Housman (GWAAR's Broker) could check for better quotes and have it as an agenda item for the April Finance/Board meeting.

3) Signatory Authority: **John Schnabl, Executive Director**

- For expenses greater than \$5,000 both John Schnabl and Patrick Metz must sign off. There was discussion that perhaps there should be specific fiscal policies in place or a change to the bylaws regarding which employees can be a signatory when/if someone is incapacitated.

4) Audit Firm: **SVA**

5) Human Resources Contract Entity: **Vensure**

- Our contract with Vensure ends August 31st. Dave Hoberg suggested we get RFP's out to see what could be available to us.

6) DFI Registered Agent: **Patrick Metz, Fiscal Manager**

AAA Area Plan Amendment (ACTION)

Jean Lynch, Program Specialist Manager

Nick Musson, Transportation and Aging Plan Program Specialist

Nick:

- Nick discussed why GWAAR needs an amendment to GWAAR's 2025-2027 Aging Plan. This amendment is needed to include the C1 flexibility for the carry out meal policy. GWAAR identified the need for a formal policy that allows up to 25% of the Title 3C1 congregate nutrition funds to be used for carry out meals. Because this is a change to how C1 funds may be allocated and administered across all aging units, it represents a material change to our aging plan. Under our plan requirements, any significant policy change that affects the program operations, service delivery or the structure of the program must be added to our current plan. The Advisory Council reviewed this amendment on November 14th and recommended that the Board approve the proposed amendment to the GWAAR 2025-2027 Aging Plan to include this new policy.



Jean Lynch:

- Shelf-stable, pick-up, carry-out, drive-through, or similar meals may be provided as part of the congregate meals program only if the State plan and AAA plan include this option. Such carry-out meals must not exceed 25% of the Title III-C1 funds expended by the State agency and by any Area Agency on Aging.
ACL added carry-out flexibility to modernize OAA nutrition services, expand access, reflect real-world needs revealed during COVID, and ensure equity—while still protecting the core intent of congregate meals. This flexibility can only be used in situations written into the plan.

Motion by Steve Ahlgren, seconded by Beth Esser, to adopt amendment to GWAAR's Aging Plan to include the C1 flexibility that will allow up to 25% for carry out meal policy. Motion carried.

Finance Committee Report

Dave Hoberg, Treasurer

Patrick Metz, Fiscal Manager

Dave Hoberg:

- We came up with the idea of trying to arrive at a pay policy variability based on performance instead of a sweeping percent for all employees. It will take some conversations to see where that goes.
- Our conversation about the 2026 budget also included a 3% raise for all employees.
- There were discussions on creating a fiscal policy on reserve funds and how they can be used.
- Steve Ahlgren expressed that the fiscal information shared is overwhelming. Dave Hoberg said that at the last meeting we came up with a different way of presenting some financial information. Graphs have been created and board members were encouraged to feel free to attend Finance Committee Meetings or chat with Patrick about areas that they have questions on.



Patrick Metz:

To try to give everyone a big picture of what GWAAR does fiscally, what we do is we're reimbursors of expenses, so we get the expenses in and it takes a while for that to work through the system. So, at any given time, we're probably 1 to 2 months at best, behind the curve. We're always trying to catch up, because we are a statewide agency, we have 100 plus providers submitting claims to us on a regular basis. At any given time, there's a huge variability of who's getting their claims in on time and who is not and what happens in September, because it's federal fiscal year, we make an absolute insane effort to generate everything through the end of September, because we're going to be giving a federal report, several federal reports and state reports that need to reflect where we are at, at the end of the federal fiscal year. So for us to give something less than what they're expecting is not a good thing. So we make tremendous effort to get all the information in and have it be accurate. Essentially, November 15th, we try to get all of our claims through September in, and if we don't have it then, if the money's not been claimed at that point in time within the state system, we lose availability to that. There's just a lot of very, very complicated things that are happening. Having lived in this world for quite some time, I'm very comfortable with our fiscal position, evidenced by the amount of cash we have in in play. When I first started there was only a \$250,000 note. That doesn't barely cover our payroll in a given month. We've made extra efforts to increase that reserve that we need to continue to function and have cash flow. So 3 million in reserves is not a huge amount given we are spending well over \$1,000,000 in expenses in a given month. That's payroll, that's to pay VA monies to 3rd party that manages all the claims. At any given time, I've got one or two million that are in flux. So that's why when I hear someone say I have too much money in my checking account, I think I don't have enough because at any given moment, I have over one million to cover while waiting for revenue to come in and reimburse us. This type of reimbursement is a key distinction between how these kinds of government programs operate and what might be common private sector accounting logic. It's a hybrid between cash and accrual accounting which makes it difficult for our auditors.

- There was more discussion regarding the GWAAR 2026 budget with a final motion to approve.

Motion by Beth Esser, seconded by Dave Hoberg, to approve the GWAAR 2026 budget which includes a 3% raise for employees. Motion carried.

Motion by Beth Esser, seconded by Wes Martin, to place financial statements on file as presented. Motion carried.



Executive Director Report

John Schnabl, Executive Director

Update on PEO RFP Process:

- It was recommended that we change the PEO at the beginning of the year as opposed to mid-year if possible. We are planning to send out an RFP first quarter of 2026. We are asking for a cost on each piece of the services that they provide. The human resources side, the benefits coordination as well as payroll processing.

Legal Services Contract Update:

- We're getting ready to go and getting things in place to provide this service for those who are 60 and older in our service area, as well as Dane County. Legal Action of Wisconsin in partnership with Judicare has created a flyer and they presented it at an ADRC Director's meeting. They explained to them how things are going to work and there's still some questions about what gets referred to them and what doesn't or what gets handled by other organizations. The state is working really hard to try to define exactly who gets what, but the reality is, there's going to be some confusion depending on what door they enter, and where they get referred to. Right now, there might be a few kinks to work out as to what happens when someone contacts the ADRC and new specific unforeseen scenarios come up. Ultimately only time and documented situations will create a long-term policies and procedures. Judicare is going to continue doing their support for Tribal Benefits Specialists in 2026 as they have done in the past. Our attorneys that work with the Elder Ben Specs are going to be put in a position to advise the ADRC Ben Specs whether or not they keep the case, or if this case is more appropriate for the new legal services entity to handle. Any issues that arise with any provision of service by this entity will be coming to us. Angie Sullivan is our staff person who is providing the oversight on the contract and then would have to look into the matter.

GLITC Update:

- They had hired two people not too long ago and one quickly left, and the other was let go. However, they now have two very promising applicants which we hope will work out and provide stability in servicing the tribes.



Executive Committee Report

Board Applicant:

- Sabrina Cyrus' resume and application were distributed to the board. She currently works as a Transportation and Adult Protective Services Manager in Buffalo County. There was concern regarding her age but agreed that her background would be valuable.

Motion by Dave Hoberg, seconded by Kathy Jones to waive the bylaw requirement of 60 years of age and therefore accept Sabrina Cyrus as a member of the board. Motion carried.

Inclusa Foundation Gift:

Jean Lynch:

- The Inclusa Foundation is offering to gift GWAAR \$1.5 million dollars to help in our home delivered meal programs of Wisconsin. The board was given supporting documents that gave additional details. Accepting this gift is an action item on the board's agenda and I am hoping the board gives us approval. They would be disbursing these funds to us by the end of 2025 and would need to be spent in 2026 and 2027. Their criteria are fairly vague, but it does have some stipulations that it needs to be used for the home delivered meal program, for programs that have a wait list, and for programs that aren't able to serve five days a week. Once we are given permission to accept the gift, our next steps will be to develop some type of process or framework for how we're going to allocate and distribute those funds to the county nutrition programs. We also want to engage a couple of our nutrition leaders on this process before we get started doing that so that we can get some input. We also then want to look at a way to be accountable to the Inclusa Foundation for the money spent. Patrick will be setting up a separate account to keep track and grow these funds. We will explain our disbursement process and logic behind it to the board for their review and input as well.
- Bob Borremans suggested upon accepting this gift the GWAAR Budget needs to be modified and accounted for in GWAAR's accounting system.

Motion by Beth Esser, seconded by Steve Ahlgren, to accept Inclusa Foundation gift of \$1.5 million. Motion carried.



AAA and Non-Profit Status Ad Hoc Committee

Beth cited topics discussed with Neal from BADR:

- Reaching out to attorney in regard to questions around the reserve funds and the VA program and how it affects our nonprofit status.
- Schedule 990 form
- Service area definition
- Developing a board policy on what reserve funds can be used for
- Older American Act funds and VA funds can never comingle and a firewall is needed

John shared the attorney's response regarding AAA and nonprofit status:

Attorney's response:

GWAAR can make a profit, and accumulated amounts in reserve, without any dollar limit. As long as the primary purpose of GWAAR remains the social services that it provides (i.e., the primary purpose does not become the investment and management of funds), GWAAR is not jeopardizing its status as a tax-exempt organization described in IRC section 501(c)(3).

As you and I also discussed, I see no reason for GWAAR to become registered in IL or MN or any other state in which GWAAR serves veterans or gets paid by the VA as part of the VA program. True, any organization (profit or not-for-profit) is technically required to become "registered" (or "authorized to do business") by the secretary of state (or similar corporate registration agency) in each state in which the organization is doing business (generally measured by the presence of employees or facilities), no state imposes a monetary penalty for failure to be registered. Doing business in another state is primarily an issue in the tax arena: organizations that have a substantial economic presence in another state can be required to file tax returns in those states. Based on my understanding of the limited activities of GWAAR in IL and MN, those states would not require GWAAR to file tax returns.

Brian L. Anderson, JD, LL.M., CPA, CEBS



- A restatement of Articles of Incorporation was presented for vote. One of the points open for discussion was the agency purpose of the corporation.

ARTICLE II: PURPOSES OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning Section 501(c)(3) of the Internal Revenue Code. To the extent consistent with these general purposes, the specific purposes of the Corporation shall be to promote, protect, and enhance the well-being of older adults, adults with disabilities, and their care-givers.

- There was discussion and all agreed on presented purpose. The restated articles would ultimately get rid of every all of the original articles which include 4 amendments to the original 1973 articles.

Motion by Wes Martin, seconded by Dave Hoberg to accept presented restated Articles of Incorporation to be filed with the state. Motion carried.

Bylaw Changes Discussion

There was general open discussion on some additional bylaw changes some board members would like to see. Some of the discussion included:

- Address correction
- Who steps in incase John is incapacitated and cannot perform his duties.
- GWAAR purpose
- Term limits
- Board requirements and age
- Who has authorization to sign checks

It was determined that the ad hoc Bylaw Committee will form once again to tackle some of these issues. The committee will consist of Steve Ahlgren, Cookie Lough and Dave Hoberg. A meeting will be scheduled in the near future.



Advisory Council Report

Nick Musson, Transportation & Aging Plan Program Specialist

The Advisory Council last met on November 14th at 10:00 a.m. It was a virtual meeting. We had a presentation on the Veterans Self-Directed Service Program from Lisa Droon and then we also had a presentation on the Elder Abuse Program from Donna Rosner.

In addition to that, we also reviewed GWAAR's 2025-2027 Aging Plan goals. We also reviewed the aging plan amendment and approved it to forward it on to the board for approval. The next meeting is scheduled for February 20th at 10:00 a.m. and so far for the agenda we have our very own Tony Omernik and he's going to be talking about health coalitions and give us a little bit of information about some coalitions that he's been working on in his area.

The other thing that I wanted to just call your attention to is that in the one of the attachments that Rosanna sent out to everybody titled GWAAR 2025-2027 Aging Plan Goal Updates. It is a list of all of our goals for our 2025-2027 Aging Plan. The first page of that document shows how each consultant goes in and updates the plan. We utilize colored colored text to represent the year that we're putting in updates. Please take a look at that and let me know if you have any questions.

Advocacy Report

Janet Zander, Advocacy & Public Policy

- See written report.

Bureau Report

Neal Minogue, Older Americans Act Program Supervisor (BADR)

I'm happy to hear GLITC has hired two new staff. Technical assistance is very much needed for the tribes. My understanding is that tribes are in the middle of trying to get their Title 6 applications in by the 18th. I was on a call yesterday with several other States and many tribes are struggling getting their Title 6 applications in, secondary to the lack of support from the federal government who has not been very supportive. And that is certainly the case that in Wisconsin as well we have very little support from the ACL anymore. Many of you are probably keenly aware of this, the threat to the



SNAP program or food share in Wisconsin. That in and of itself caused significant alarm throughout the aging network as we started to see direct impacts to meal sites where people were starting to show up because they were in fear of losing their SNAP benefits in future months. Now, fortunately, we understand that during the last meeting of our federal government, they did approve funding for SNAP through September 30th. What is of concern to us all though, is that there is a requirement by the federal government that blue states in particular, provide specific kinds of information relating to SNAP beneficiaries, and I fear that we're going to get balled up into some lawsuits where SNAP funding could be paused again. I hope that doesn't happen because the result is everybody who's on the SNAP program in Wisconsin, 70,000 people, are impacted and certainly older adults who are impacted could see their SNAP food share benefits paused. We haven't heard that's going to be the case, but it is a concern. Patrick talked about these transfers earlier in the meeting and he just mentioned that there are ways that aging units can transfer a certain amount of their funding to from C1 to C2. Again, that takes federal approval and to get those approvals. Initially we thought that we weren't going to see those approvals, but the state was going to move ahead with those transfers, assuming that eventually we would get them. Today we got them. So, Patrick and other counties throughout the state will benefit from those new notices of award. All in all, this is to say that there is nothing normal about this at all. And in fact, there's been nothing normal about funding for the last six years. Because we just got done living through COVID and now we're dealing with a very stop and start kind of federal government. And I think that we have to come to grips with the idea that there's a certain amount of chaos that is going to be part of the work that we do for potentially years to come. I can't see a path out of that, but it does cause a certain amount of stress for our provider agencies. Certainly, for our AAA's that we've worked very closely with, but we also have heard from counties and tribes alike that this creates a very difficult environment to do business. Thank you to GWAAR and their fiscal team and all the staff that has been working in this environment where we're trying to make these programs work for older adults. I also wanted to thank the nutrition team who have closed out doing nutrition trainings over the last several months. Some 3.7 million meals a year go out to older adults, and it is an amazing feat that happens in our state. If that doesn't speak to the needs of older adults in our state, nothing does. That has garnered a lot of attention, but I thank the nutrition team for going out and providing education and training to the people who deliver and provide those 3.7 million meals during 2024. I don't know what the numbers are for 2025, but I can tell you they'll probably go up. It's an amazing set of trainings that takes an immense amount of time and coordination by the nutrition team to travel around the state, set up sites, do the training, speak to people, engage with people and help them do their best work in providing a very regulated part of the Older Americans Act. There are some 80 pages of operations manual in the state operations manual related to this program. It is probably



one of the most detailed and storied programs of all Older American Act programs. So, thank you nutrition staff for the work that you're doing. And finally, thank you to the Board. All of you are doing something that is incredibly important for older adults. Being an older adult, as all of you are, I greatly appreciate the work that you do on behalf of the citizens of our state. Your reach is immense, and I don't think that people tell you that often enough, that your volunteerism is incredibly valuable to the lives and livelihood and the health, safety and welfare of older adults across the state.

Executive Director Evaluation

- *Motion to convene into closed session pursuant to Wisconsin statutes 19.85 (c) for the purpose of considering matters related to employment, promotion, compensation or performance data.*

Motion by Beth Essser, seconded by Wes Martin, to convene into closed session. Motion carried.

- *Motion to end closed session.*

Adjournment:

Next Meeting Date: ***February 13, 2026 – Virtual Teams Meeting***

Meeting Dates for 2026

April 10, 2026

June 12, 2026

August 14, 2026

October 9, 2026

December 11, 2026

Rosanna Mazzara, Operations Coordinator; Recorder