

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: December 10, 2009

Meeting called to order at 9:00 am by Chair Bill Westley.

ROLL CALL

PRESENT: Maryl Bedenko, Jim Blum, Tony Bylewski, Jackie Carpenter, Paul Corbelli, Bob Hoag, Mary Anne Kermis, Norm Kirchner, Roselle LaBruna, Pat Schanzer, Edna Scherf, Neil Struebing, Janet Vito, Bill Westley, Darrell Young.

EXCUSED: None

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (10:15am)

PLEDGE OF ALLEGIANCE - Mission Statement - Darrell Young

SECRETARY'S REPORT- Jim Blum

Minutes - Suggested revisions to November Minutes were reviewed. Motion by Jim Blum to approve minutes as revised. Second by Darrell Young. Motion carried unanimously.

TREASURER'S REPORT - Darrell Young

Report received and referred for audit.

CHAIRPERSON'S REPORT - Bill Westley

Board Christmas Luncheon - Friday, December 11 @ Brookfield at noon. Try to be there.

Agenda Today - Would like to move up Executive session and begin Election at 10:30am because some members have to leave shortly after 11am. Approved by unanimous consent.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 12/11/2009

As of 11/30/2009 - paid members 1,161; total van mileage 84,005 .

Month of November - new members 16; total attendance 2,229, meals served 1,207,
van riders 189; van miles 1,512

Van Miles - Note that we do not include miles using the Youth van which was used some last November.

E & W G Foundation - Approved a grant of \$3419.80 to purchase two new defibrillators.

Debbie Santiago - Completed probationary period as Program Coordinator very successfully.

EXECUTIVE SESSION

Motion to go into Executive Session under section 105 (1f) to discuss the historical performance of particular persons made by Darrell Young. Second by Mary Anne Kermis.

Voting aye (10) Bedenko, Blum, Hoag, Kermis, Kirchner, LaBruna, Schanzer, Scherf, Struebing, Young. Voting nay (4) Bylewski, Carpenter, Corbelli, Janet Vito.

Motion carried.

Motion to end debate on PEC Evaluation of Executive Director made by Bob Hoag. Second by Mary Anne Kermis. Voting aye (12) Blum, Bylewski, Carpenter, Corbelli, Hoag, Kermis, Kirchner, LaBruna, Schanzer, Scherf, Struebing, Young. Voting nay (2) Bedenko, Vito.

Motion carried.

Motion to approve PEC Evaluation of Executive Director as modified made by Mary Anne Kermis. Second by Bob Hoag. Voting aye (11) Blum, Corbelli, Hoag, Kermis, Kirchner, LaBruna, Schanzer, Scherf, Struebing, Young. Voting nay (3) Bylewski, Carpenter, Vito.

Motion carried.

Motion to approve Budget amount of \$2,000 for Executive Director to use for merit salary increases made by Personnel Committee. Motion approved unanimously.

Motion to go out of Executive Session made by Tony Bylewski. Second by Bob Hoag. Motion carried unanimously.

TOWN BOARD LIAISON REPORT - Bernie Kolber (after Executive Session)

Adopt a Highway - Signs up.

Meals on Wheels Access - Concrete work on sidewalk and windbreak completed.

Parking Lot Seal Coating - Now out of season for this year.

Town Stipend to CSC - Final amount \$215,000.

COMMITTEE REPORTS

FINANCE - Maryl Bedenko

COF 12/01/2009

Town Stipend - Stipend not communicated to Finance Committee except by Treasurer indirect information.

2010 Budget - Adjustments recommended to adjust to final Town stipend were reviewed using Finance Committee report and copy of proposed 2010 Budget. Motion by Finance Committee to approve proposed 2010 Budget revisions. Motion carried unanimously.

MEMBERSHIP - Pat Schanzer (Edna Scherf reporting)

Tri-Fold Brochure and member questions with answers will be handled next month.

NOMINATING - Mary Anne Kermis No Report

LEGISLATION & BY-LAWS - Tony Bylewski

Draft COF 11/23/2009

Committee draft report was reviewed.

Executive Committee Action on Nominating Committee - L & B Committee recommendation "The decision to remove Center members from Nominations Committee be null and void and the full Board needs to determine best course of action for selecting officer candidates." was a Committee motion. Ayes (8) Bedenko, Bylewski, Carpenter, Corbelli, Kirchner, Schanzer, Scherf, Vito. Nays (6) Blum, Hoag, Kermis, LaBruna, Struebing, Young. Motion carried.

By-Laws - L & B Committee recommendation "CSC Board should retain an attorney, preferably Thomas Palmer, to create new CSC, Inc. Bylaws based on his best case law and his best legal advice and submit it to the Board for review and approval." Estimated cost of \$2,000-8,000. Much discussion including reference to Carver book on governance which stated that an attorney should not write bylaws for an organization but should review them - organization should develop their own set of rules. Comment on fact that NYS Committee on Open Government attorney has reviewed CSC Bylaws and only advised removing proxy voting. Several Board member attorneys have been involved with CSC bylaws over many years without making suggestion for major changes. Impact of discussions on new governance for CSC. Why not make changes without starting over?

Motion to table the Bylaws matter for further review made by Bob Hoag. Second by Mary Anne Kermis. Motion carried unanimously.

NEW BUSINESS (10:25AM)

Annual Election of Officers - Conducted in line with CSC Nominations and Elections of Officers Policy by the Chair. All nominations received from the floor.

Nominations for Chair: Westley, Bylewski.

Voting result: Westley 9 votes, Bylewski 6 votes. Bill Westley elected Chair.

Nominations for Vice-Chair: Scherf

Voting result: Secretary casts one vote for Scherf. Edna Scherf elected Vice-Chair.

Nominations for Treasurer: Young, Carpenter.

Voting result: Young 9 votes, Carpenter 6 votes. Darrell Young elected Treasurer.

Nominations for Assistant Treasurer: Carpenter, Struebing.

Voting result: Carpenter 8 votes, Struebing 7 votes. Jackie Carpenter elected Assistant Treasurer.

Nominations for Secretary: Blum, Vito.

Voting result: Blum 9 votes, Vito 6 votes. Jim Blum elected Secretary.

COMMITTEE REPORTS

PERSONNEL - Neil Struebing No Report COF 12/04/2009

PLANNING - Jim Blum No Report COF 11/16/2009

PROGRAMS/PUBLICITY - Edna Scherf No Report

MEMBERSHIP COMMENTS ON AGENDA ITEMS (3 minute maximum, 30 minute total)

None.

OLD BUSINESS

Board Governance - Lengthy discussion including comments regarding governance under consideration that included: 1) concept would clearly define separation of Board and Executive Director, 2) Board would define guidelines and rules, 3) More would be expected of Executive Director in operation of the Center, 4) Committees would report to Executive Director rather than the Board. In the past the Board members have provided functions in support of the staff. Should the Board agenda be revised to emphasize policy and guidelines rather than organizational committee matters? The Governance Committee would like to find out what other information the Board needs in order to make a decision and would appreciate reaction and input from more Board members. The Governance Committee will try to get copies of workbooks or further explanatory information for use by Board members.

Minutes - Consideration of attachments to minutes and two past months revisions deferred.

NEW BUSINESS

Community Center - Comment that Town Board appointment of senior representative to the Town Committee should have input from CSC. Comment that we lose continuity if change representative.

GOOD OF THE CENTER (1 minute maximum, 15 minute total)

Rene Williams - Will Board governance take power away from Board?

Janet Vito - Provided three items for updates to manuals: 1) Revised dates for Executive Director, Office Associate, Driver, and Nutrition Coordinator job descriptions should be 11/12/2009 in Administrative Manual, 2) Residency preference in Employee Policy Manual is not consistent with Administrative Manual, 3) Financial Commitment and Pension Policies revised 04/09/2009 need to be included in Policy Manual.

ADJOURNMENT - Motion to adjourn at 11:20 am by Bob Hoag. Second by Jackie Carpenter. Motion approved by unanimous consent.

Next Meeting - January 14, 2010

Jim Blum, Secretary

