

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: February 11, 2010

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, Norm Kirchner, Roselle LaBruna, Rosemond Ruhland, Edna Scherf , Neil Struebing (out 11:05am), Janet Vito, Bill Westley, Darrell Young.

EXCUSED: None.

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (in 10:45am)

PLEDGE OF ALLEGIANCE - Mission Statement - Maryl Bedenko

SECRETARY'S REPORT- Jim Blum

January 14, 2010 Minutes - One set of suggestions received. Three of four suggested changes included. Other one did not occur in meeting. Motion to approve January 14, 2009 minutes draft #2 made by Jim Blum. Second by Tony Bylewski. Motion carried unanimously.

December 17, 2009 Emergency Meeting Minutes - One set of three suggestions with one comment received. One suggested change made regarding member comments. The rationale related to the other two suggestions was reviewed. One was a staff member comment made after being recognized by the Chair. The other was a member's reason for a vote. Member reasons have been included in the past. Both were recommended to be kept in the minutes. Motion to approve December 17, 2009 minutes draft #2 made by Jim Blum. Second by Darrell Young. Motion carried unanimously.

Attachments to Minutes - Secretary offered a definition of "Attachments" to minutes and discussed his background and background of Ad Hoc Minutes Committee recommendation regarding attachments to minutes. Members were asked to consider information distributed in a handout including nine related factors and possibly making a decision next month regarding the Secretary recommendation. The recommendation is to discontinue attachments to minutes while continuing to file any documents including "Attachments" offered in the meeting with the minutes. Comments were offered regarding certain content of Roberts Rules and their relation to this matter. Specific Roberts Rules citations would be helpful to allow reference review. Since minutes are published, certain rules apply. A Minutes Committee handout was referenced..

Secretary reiterated that the only issue is regarding incorporating "Attachments" with no limitations as to size or content and no approval by the Board into the "Official" minutes where they would be an internal part of what is put on the Town internet web site and distributed to the auditor. Items or "Attachments" submitted at the meeting would continue to be summarized in the minutes and filed with the minutes. Item to be Old Business next month.

TREASURER'S REPORT - Darrell Young

Report reviewed, received and referred for audit.

The Treasurer noted that travel funds included in fund balances are not available for other uses.

A request to include last month's numbers on the report was made.

Stipend expected during February.

Treasurer responded to a question from the Finance Chair that the CD matures in April in time to use if Town Stipend is delayed.

CHAIRPERSON'S REPORT - Bill Westley

Committee Appointments - Chair offered a revised slate of committee appointments dated 2/10/2010 including non-Board member appointments and Board member changes.

Chair has tried to have each Board member on two committees and each non-Board Center member on one committee.

Motion to approve the full slate of appointments dated 2/10/2010 made by Darrell Young.

Second by Norm Kirchner.

Finance Chair, Maryl Bedenko, asked for additional members to be appointed to the Finance Committee which were not done. Maryl Bedenko announced her resignation as Chair of the Finance Committee

Legislation & By-laws Committee Chair, Tony Bylewski, asked that another non-Board Center member be on that committee who served well last year.

Considerable discussion then ensued regarding many issues. Included issues were a request for other members on the Legislation & By-laws Committee, comment that Center members should not be limited to one committee, center members served on more than one committee in the past, why limit Board members to two committees, recruiting center members on committees helps recruiting for Board members, why no Center members on Nominating Committee, chair of committee should have influence on who become committee members, list of requestors should be given to committee chairs, if committee chair is willing to have volunteer on committee it should be allowed, were people appointed without asking them, did all Center members get appointed who applied, etc.

Chair reminded the Board that the By-laws state the Chair recommends committee appointments and the Board approves them. The Board Chair tried to make appointments for the overall good of the Center - to offer growth and experience to more people. The appointments could be made and modified later. Apparently the majority thinks it should be done differently.

Following discussion on the motion, voting aye (2) Blum, Young. Voting nay (10) Bedenko, Bylewski, Carpenter, Corbelli, Kirchner, LaBruna, Ruhland, Scherf, Struebing, Vito. Motion denied.

Motion to approve Personnel Committee as listed on 2/10/2010 slate made by Jim Blum. Second by Norm Kirchner. Discussion that Board decided some time ago to not include non Board members on the Personnel Committee so that is not an issue for Personnel. Voting Aye (11) Bedenko, Blum, Bylewski, Carpenter, Kirchner, LaBruna, Ruhland, Scherf, Struebing, Vito, Young. Voting nay (1) Corbelli. Motion carried.

Motion to approve Planning Committee as listed on 2/10/2010 slate which seems to include all of last year members made by Jim Blum. Second by Norm Kirchner. Motion carried unanimously.

Continuing discussion included why not let committee chairs pick committee members, why not have each committee chair meet with Board Chair and discuss each selection,

Motion to approve Nominating Committee as listed on 2/10/2010 slate made by Jim Blum. Second by Darrell Young. Voting aye (5) Blum, Kirchner, LaBruna, Struebing, Young. Voting nay (6) Bedenko, Carpenter, Corbelli, Ruhland, Scherf, Vito. Voting Abstain (1) Bylewski. Motion denied.

Motion to approve Legislation & By-laws Committee as listed on 2/10/2010 slate subject to review of work load by Committee Chair made by Norm Kirchner. Second by Jim Blum. Voting aye (2) Blum, Kirchner. Voting nay (7) Bedenko, Bylewski, Carpenter, Corbelli, Ruhland, Scherf, Vito. Voting abstain (3) LaBruna, Struebing, Young. Motion denied.

Discussion on committee membership of Finance Committee. Committee has no chair. Board member Vito offered to be interim/acting chair of Finance Committee.

Comments on responsibility of Board Chair to consider overall goals and recommend appointments accordingly.

Question: Is there any reason you can't add members later if we approve these committees today? Chair answer: Committee membership can be modified anytime.

Motion to approve Membership & Program Committee as listed on 2/10/2010 slate made by Norm Kirchner. Second by Roselle LaBruna. Committee Chair expressed desire to have another person on the committee before approval. Voting aye (4) Blum, Kirchner, Struebing, Young. Voting nay (8) Bedenko, Bylewski, Carpenter, Corbelli, LaBruna, Ruhland, Scherf, Vito. Motion denied.

Question: Would it help to call a recess for the Board Chair to meet with Committee Chairs. Comment: Chair has already met with some committee chairs. Comment: Should go into Executive Session to discuss specific individuals.

Motion to go into Executive Session at 10:06am to discuss work history of particular individuals under NYS law section 105 (1f) made by Edna Scherf. Second by Jackie Carpenter. Voting aye (11) Bedenko, Blum, Bylewski, Carpenter, Corbelli, Kirchner, LaBruna, Ruhland, Scherf, Struebing, Vito. Voting nay (1) Young. Motion carried.

Motion to go out of Executive Session at 10:42am made by Tony Bylewski. Second by Edna Scherf. Motion carried unanimously.

After discussion, motion to approve modified version of 2/10/2010 slate of committee appointments made by Norm Kirchner. Second by Jackie Carpenter.
Motion carried unanimously.

Committee of The Whole to Discuss Selecting Board Members - Chair asked Liaison to comment on what the Town Board would like this (CSC) Board to do.

Liaison comments included: There have been a lot of problems on this (CSC) Board, Town Board has been lobbied by all sides, Finally got to why is Town making the appointments, would like the CSC Board elected by members of the Senior Center and be responsible to them, concerned that we lost a number of very good CSC Board members recently which was a shame, and worried about getting good representation for certain talents like accounting and attorneys.

Liaison offered comments on packets of minutes revisions like "Who really cares?" Doesn't really help. Takes away time. Accountants and lawyers don't have a whole morning to listen to minutes. It's a tremendous waste of time. Clarence Town Board minutes are not word for word. They are summarized by the Town Clerk. Town Board lets it go as long as it's not an error that changes context. They (minutes) are not perfect.

Guideline/General Specification for Election of CSC Board members - Chair proceeded to solicit items for committee review. They included:

- 1) Election of CSC Board Members - Considerations include appointments of specialists by the Board? How handle outside professionals? Professionals do not have time for long meetings. Can specialists be advisory?
- 2) One Election Per Year? Can some needs wait?
- 3) Time of Year? Fall?
- 4) After Election Period Before in Office?
One possible concept: 15 members, Center members elect 12 (4 on rotating 3 year staggered terms to provide carryover for continuity) and CSC Board elect 3 to provide specialties.
- 5) Vetting Process - Should all candidates be vetted or can anyone be write in?
- 6) Election of Board Officers - After appointments to Board? When should Board appointments be made? Fall (Sept, Oct)?
- 7) Board Elect own officers? Timing to assure continuity? elect in December, install and take office in January.
- 8) Length of Term, Term Limits? For Board members and Officers? Consider difficulty of finding Board member candidates
- 9) President to be/President Elect & Past President Positions?

Proposed Objectives - Chair offered set of proposed CSC Board Objectives for 2010. After discussion regarding lack of specificity, an item was added to include measurable goals in 2011. Motion to adopt the proposed 2010 CSC Board Objectives with addition of item 7 regarding measurable goals made by Edna Scherf. Second by Tony Bylewski. Motion carried unanimously.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 02/ 11/2010

As of 01/31/2010 - paid members 905; total van mileage 85,256.

Month of January - new members 22; total attendance 2,074, meals served 887, van riders 203; van miles 1,548

2010 CSC Staff Objectives - Distributed. Request to add item regarding measurability similar to Board item.

CSC Age Demographics - Report distributed in Board packet. Shows how ages are changing. We have less younger members. How will we handle older, more limited members? How get more younger members?

Basket Raffle & BBQ - Scheduled Saturday, April 10, 2010. Have given each of Board members five envelopes including a letter requesting Basket Raffle donations. If you have contacts, please request that they donate.

TOWN BOARD LIAISON REPORT - Bernie Kolber

No comments except earlier discussion.

Sealing Parking Lot and Patching Entrance Drives - Funded but could not get done this year.

Adopt a Highway Signs - are up.

Meals on Wheels - Sidewalk done.

Entrance Doors - Slow opening and closing causes cold to enter. Maybe ask Parks for redesign (heated downdraft?) or adjust speed or adjust motion detectors. Both doors open at same time defeats concept of double door vestibule.

COMMITTEE REPORTS

FINANCE - Maryl Bedenko No report.

MEMBERSHIP, PROGRAMS & PUBLICITY - Edna Scherf

No quorum last meeting so could not take any specific actions.

CSC Web Site - Preview by Office Manager Susan Shisler was excellent. Will be up and running in May.

NOMINATING - Jackie Carpenter No report

LEGISLATION & BY-LAWS - Tony Bylewski No report.

By-laws - Attorney, Tom Palmer, has given me two samples of by-laws. I also have by-laws from other boards. Plan to have by-laws draft in three months. After CSC Board review, then attorney Palmer will review.

PERSONNEL - Jim Blum No report.

PLANNING - Janet Vito Draft COF 1/28/2010

Held organizational meeting. Norm Kirchner appointed vice-chair.

Utilization - Discussing utilization of Center van, youth van, and Center building. Referred to Executive Director for some statistics.

Wish List - For possible donations or grants is available in the office.

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

None.

OLD BUSINESS

Board Governance - No meeting yet. Meet next week.

April 2009 Minutes - Handout of remaining unresolved items from April 2009 minutes as distributed in the Board packet was reviewed by the Secretary. April minutes were previously approved with understanding that the proposals of one Board member would be reviewed later.

Motion to approve April 2009 minutes as revised by draft #3 made by Jim Blum. Second by Norm Kirchner.

Comment that we need the full draft #3. That the handout omitted some items from the initial response.

Comments by Town Liaison: This is what I talked about. Now talking about nine months ago. Doesn't make a bit of difference. Who cares?

Secretary indicated that handout covered only what was still to be resolved.

Voting aye (3) Blum, Kirchner, Young. Voting nay (5) Bedenko, Bylewski, Corbelli, Scherf, Vito. Voting abstain (3) Carpenter, LaBruna, Ruhland. Motion denied.

Suggestion that Draft #3 and comments on April 2009 Minutes be referred back to Executive Committee for them to meet with the person involved to work out and bring back to the Board. Motion to refer April 2009 Minutes back to Executive Committee to review and meet with Board member regarding the proposals and bring back to the Board made by Norm Kirchner. Second by Rosemond Ruhland. Motion carried unanimously.

NEW BUSINESS

Clarence HS Scholarship - Honoring former CSC Board member Marge Chase - You can make donations directly to the school.

Collection for Basket Raffle - Executive Director requests donations from the Board to provide items(s) for Basket Raffle.

Acknowledging CSC Board Members - Suggestion to post names and pictures of recently appointed Board members to acknowledge them. Upon realizing that no Board member information is posted, further suggestion that list of all Board members be posted.

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

None.

EXECUTIVE SESSION - Earlier in meeting.

ADJOURNMENT - Motion to adjourn at 11:55 am by Tony Bylewski. Second by Edna Scherf. Motion approved by unanimous consent.

Next Meeting - March 11, 2010

Jim Blum, Secretary