

**CLARENCE SENIOR CITIZENS, INC.**

**4600 THOMPSON ROAD**

**CLARENCE, NY 14031**

**REGULAR BOARD MEETING**

**Date: February 10, 2011**

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

**ROLL CALL**

PRESENT: Henry Becker, Jim Blum, Jackie Carpenter, Paul Corbelli, Darlene Feinen, Norm Kirchner, Violet Oldenski, Rosemond Ruhland, Paul Schulz, Neil Struebing, Janet Vito, Bill Westley (out 9:45am), Darrell Young, Holly Zuffranieri.

EXCUSED: None (all present)

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (in 9:30am)

**PLEDGE OF ALLEGIANCE** - Mission Statement - Paul Corbelli

**MODIFIED AGENDA** - Chair Bill Westley

Chair requested unanimous consent for a modified agenda to consider Roberts Rules proposal, Operating Budget, and Activities Budget first due to his need to go to a doctor with his wife. Upon objection by Janet Vito, chair requested a motion. Motion to approve the request for agenda modification as described by the chair made by Henry Becker. Second by Neil Struebing. Voting aye (10) Becker, Blum, Carpenter, Corbelli, Feinen, Kirchner, Schulz, Struebing, Young, Zuffranieri. Voting nay (3) Oldenski, Ruhland, Vito. Motion carried.

**EXTERNAL AUDIT** - Richard Ertel of the external audit firm Amato-Fox presented a preliminary draft of the audit for 2010 and answered questions. He indicated that CSC is in a real good position, everything is in order and the controls are in place and working properly. He discussed the sampling they did. They did more samples (35%) than normal (10%) as it was the first time they had done an audit on CSC books. There will be suggestions in the management letter including possible comment on use of rubber stamp signature and on handling bank deposits.

In response to a question about possible replacement of FundEz software which CSC uses for books, he indicated that Quick Books and Peachtree are the most common software packages used. He commented on some strengths and weaknesses of each. There was discussion on the issues involved in changing accounting software including security concerns.

He mentioned accrual basis accounting suggesting that, for our circumstances, it may be more trouble than it is worth.

The tax statements and management letter will be available shortly.

Chair requested that Board members review the information presented and direct questions through the Finance Committee, the Chair or the Executive Director to be forwarded.

**Board Standing Committees** - Chair has updated Standing Committees list. Chair reviewed the list distributed (COF rev 1/26/11) dated and identified the modifications. Center members Barb Anderson and Art Sambuchi are added to the Legislation & Bylaws Committee and Jim Blum is appointed Chair of the Planning Committee. Motion to approve committee assignments as presented made by Darlene Feinen. Second by Henry Becker.

Janet Vito raised questions regarding the Nominating Committee and the Ad Hoc Training Committee. Whether the Nominating Committee appointments came from the Executive Committee, whether the 2010 Nominating Committee chair continued and why the Training Committee had not been approved by the Board. Chair responded that the Committee and chair continued until replaced and the other question was not related to the proposal at hand.

Voting aye (12) Becker, Blum, Carpenter, Corbelli, Feinen, Kirchner, Oldenski, Ruhland, Schulz, Struebing, Young, Zuffranieri. Voting nay (0). Voting abstain (1) Vito. Motion carried.

**Benchmarks** - Chair reviewed a copy of Board benchmarks (COF Action 2/10/11) with proposed responsibilities for follow and reporting. Proposed that Chair submit Board approved progress report quarterly to the Town. Janet Vito questioned what CSC had heard from the Town. Chair responded nothing in writing but received positive verbal feedback. There has been no comment from the Town about stipend distribution as to annually or quarterly or how the benchmarks might be connected with the annual contract.. Some Board comments regarding progress to date on the benchmark items. Discussion regarding need to follow the items.

Motion to approve the reporting scheme proposed by the Chair made by Henry Becker. Second by Jackie Carpenter. Discussion that we try this and change if its not working. Reporting would be to the Board through the Chair. Proposed report would be approved by the Board. Voting aye (12) Becker, Blum, Carpenter, Corbelli, Feinen, Kirchner, Oldenski, Ruhland, Schulz, Struebing, Young, Zuffranieri. Voting nay (0). Voting abstain (1) Vito. Motion carried.

**Training** - Chair made comments regarding the Training Committee and various alternatives. Proposes that CSC Board evaluate the alternatives such as the Town's consultant on Lean Six Sigma (Jim Frost), United Way Six Sigma for non profits, Fern Koch ( non profits consultant), Frank Polkowski (non profits consultant) and possibly others. Comments on the matter included committee needs to be approved, meetings have to be posted, and discussion on additional members. Motion that the Board ratify the appointment of the Ad Hoc Committee including members Feinen, Schulz, Vito, Westley made by Paul Schulz. Second by Darlene Feinen. Motion carried unanimously.

**Roberts Rules Proposal** - Bylaws Committee has made a proposal including additional wording read by Norm Kirchner to be a revision to the existing Bylaws. Complete proposal is "Robert's Rules of Order, newly revised, shall be used as a guideline in answering all questions of proper parliamentary procedure with any deviations from such rules to be made by the Chairperson, in his or her discretion, having due regard for the rights of Board members to be heard and the timely and efficient conduct of the Board's business." This would replace Article IV DIRECTORS, SECTION 1A7 in the current bylaws.

Motion to approve the proposal as modified for posting made by the Committee. Voting aye (12) Becker, Blum, Carpenter, Corbelli, Kirchner, Oldenski, Ruhland, Schulz, Struebing, Vito, Young, Zuffranieri. Voting nay (0). Voting abstain (1) Feinen. Motion carried.

**Operating Budget Proposal** - Motion by the Finance Committee to approve the operating budget proposal submitted. Discussion centered on the fact that the budget did not have line items adjusted to be balanced according to the Town stipend and if the salaries line was revised in line with the Board motion in December. .  
Voting aye (9) Becker, Blum, Carpenter, Feinen, Kirchner, Schulz, Struebing, Young, Zuffranieri. Voting nay (3) Corbelli, Ruhland, Vito. Voting abstain (1) Oldenski.  
Motion carried. Operating Budget is approved.

**Chair left and Vice-Chair assumed the chair of the meeting.**

**Activities Budget Proposal** - Motion by the Finance Committee to approve the activities budget proposal submitted. Discussion regarding lack of past information for comparison and use of a previous budget presentation format and review by Membership, Program & Publicity Committee. Discussion regarding various line items. Comment that Activities budget is primarily controlled by the staff and not as significant for Board to review in as much detail.

Voting aye (9) Becker, Blum, Carpenter, Feinen, Kirchner, Schulz, Struebing, Young, Zuffranieri. Voting nay (4) Corbelli, Oldenski, Ruhland, Vito.  
Motion carried. Activities Budget is approved.

**TREASURER'S REPORT** - Darrell Young

January Treasurer's Report reviewed, received and referred for audit. Figures for last year were left on the report. Comparing January 2010 to January 2011 and adjusting by removing Travel we are about \$6,000 higher than last year.

**SECRETARY'S REPORT**- Jim Blum

January 13, 2011 Minutes - Suggestions received from two Board members. All suggested items except two revised. One was related to no longer using draft numbers and one was regarding whether copies of November financials were passed out during the January meeting. Motion to approve January 13, 2011 minutes made by Jim Blum. Second by Darrell Young. Janet Vito commented that we should use the word draft without a number and the Secretary agreed to do so..  
Motion carried unanimously.

Janet Vito pointed out incorrect date in Executive Committee minutes. She also questioned the length of and compliance for executive session at January and February Executive Committee meetings and that times were not reported.

**EXECUTIVE DIRECTOR'S REPORT - Karla Madrid**

COF 02/10/2011

**As of 01/31/2011** - paid members 1,018; total van mileage 109,941

**Month of January** - new members 24; total attendance 2,173; meals served 937;  
van riders 167; van miles 1,483 .

**Membership** - Renewals are much higher than last year.

**Van Mileage** - More miles used and getting up in miles. Van was out for three days for repairs.

**CSC Basket raffle** - Flyer distributed. Keep the date, Saturday April 2, open. Something new - Using Kentucky Greg's Hickory Pit BBQ including pulled pork and chicken. Donations are starting to come in. A basket is to be passed for Board donations for a prize basket.

**Senior Center 30th Anniversary** - June 22. Would like to tie with Annual Meeting. Have meeting and follow with celebration. ED to discuss with Board Chair and check bylaws.

**Questions to ED** - Why stop membership cards? Card is provided to anyone who wants one. Why "Or current resident" on Silver Streak newsletter addresses? More costly if P.O. returns due to various reasons. Discussion on reasons why some came back in the past. Purge currently occurs due to end of subscription if membership not renewed.

**TOWN BOARD LIAISON REPORT - Bernie Kolber**

**Van** - Comments regarding Town doesn't want to put step on Youth van due to size. Alternatives discussed including possibility of County Going Places van and possible need for youth van to meet ADA requirements. County van is shared with Newstead, set up by appointments, medical is first priority, and is not available on Tues or Fri.

**Entryway Draft** - Cold because both doors open at once, no airlock. Town Engineer retiring. Will ask new Town Engineer to look again.

**Building Insulation** - Energy Audit may lead to changes.

**COMMITTEE REPORTS**

**FINANCE** - Neil Struebing

COF 01/28/2011

Committee Report - Available. Action items covered during Board Chair report.

**MEMBERSHIP, PROGRAMS & PUBLICITY - Edna Scherf**

No report.

**NOMINATING** - Jackie Carpenter

No report.

**LEGISLATION & BY-LAWS** - Norm Kirchner

COF 02/03/2011

**Report** - In the Board envelope. In 2011 we plan to work on revising the Bylaws using the present bylaws as a basis also keeping in mind the objections raised by members in 2010.

**Governance** - Motion that the Bylaws Committee shall continue to adopt and implement the concept of the Policy Governance model endorsed by last year's Board of Directors made by the Committee. Committee would like to know if that's the way the Committee should go.

Motion to table consideration of the Governance model motion made by Jim Blum. Second by Darlene Feinen. Voting aye (10) Becker, Blum, Carpenter, Corbelli, Feinen, Kirchner, Oldenski, Schulz, Young, Zuffranieri. Voting nay (2) Ruhland, Vito. Motion approved.

Discussion requesting distribution of information regarding the Policy Governance Model that was distributed to the Board last year.

**PERSONNEL** - Jim Blum

No report. Meetings to be set up beginning next week.

**PLANNING** - Jim Blum

No report. Meetings to be set up beginning next week.

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

Barb Ucci - Glad Darlene (Feinen) raised issue of ADA compliance for youth van. Youth Director is willing to let CSC use it but is not willing to have a running board added.

**OLD BUSINESS**

**Van** - Assigned to transportation in the Planning Committee. All related issues including backup will be considered.

**NEW BUSINESS**

**Robert's Rules** - Covered during Board Chair items.

**Board Member Self-Evaluation** - Chair requests fill out and turn in. Comments that probably too early for new Board members.

**Comments - No motions for Board action.**

Previous Finance Committee request - Rosemond Ruhland wondered when ED would respond to previous request made in June by previous Finance Committee members.

Current Finance Committee - Janet Vito commented on Activities Budget. Discussed various matters related to Activities reports to the Board. Only summaries provided to Board on Monthly basis - details not necessary each month. Budget comparison monthly is needed.

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

No Comments.

**EXECUTIVE SESSION**

None.

**ADJOURNMENT** - Motion to adjourn at 10:30am made by Jim Blum. Second by Darrell Young. Voting aye (10) Becker, Blum, Carpenter, Corbelli, Feinen, Kirchner, Oldenski, Schulz, Young, Zuffranieri. Voting nay (2) Ruhland, Vito. Motion approved.

**Next Meeting** - March 10, 2011

Jim Blum, Secretary