

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: June 10, 2010

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

ROLL CALL

PRESENT: Jim Blum, Tony Bylewski, Jackie Carpenter, Norm Kirchner, Rosemond Ruhland, Edna Scherf, Neil Struebing, Janet Vito, Bill Westley, Darrell Young.

EXCUSED: Paul Corbelli, Roselle LaBruna.

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (Absent)

PLEDGE OF ALLEGIANCE - Mission Statement - Norm Kirchner

SECRETARY'S REPORT- Jim Blum

May 13, 2010 Minutes - Minutes were distributed. Proposed changes by two members have all been incorporated. Motion to approve May 13, 2010 minutes draft #2 made by Jim Blum. Second by Darrell Young. Motion carried unanimously.

TREASURER'S REPORT - Darrell Young

May Report reviewed, received and referred for audit.

CHAIRPERSON'S REPORT - Bill Westley

Annual Meeting - June 24 at 1:15pm in the Senior Center. Draft of Annual Report will be reviewed later in the meeting. Any changes must get to the office for update to the Powerpoint Presentation.

July Board Meeting - Chair commented that we have not normally held a July meeting.

According to bylaws we would meet. Need motion if we do not want to meet.

Motion to not hold meeting in July made by Darrell Young. Second by Neil Struebing.

Discussion regarding much business to consider including election proposals, 2011 Operating Budget, bylaws proposals and insurance. Voting aye (2) Struebing, Young.

Voting nay (7) Blum, Bylewski, Carpenter, Kirchner, Ruhland, Scherf, Vito.

Motion denied. We will meet in July.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 06/10/2010

As of 05/31/2010 - paid members 1088; total van mileage 95,127.

Month of April - new members 19; total attendance 2,374; meals served 1,178;
van riders 244; van miles 1,875

Numbers - Reviewed that most numbers are going up.

Clarence Recreation Task Force - Town has set up a Recreation Task Force to develop recreation plans. Senior Center is not included at this time but Town Recreation Director has requested use of the Senior Center building for operating programs when CSC has nothing scheduled. Programs may include adult classes or any age. General consensus that since Town owns the building they should be able to use it when available. We assume that they would man the building and we would not have staff participation.

Strategic Direction - Some discussion that we should be thinking about where we may be in a few years as the Town Recreation plans evolve. We are a tenant contractor in the building on an annual contract with the Town. The Town could drop our contract and we would be a Corporation with little funds. The Town owns the building and grounds as well as all major capital items. Most other Senior Centers near us are operated as town departments. Many towns and counties have senior services as a recreation department. We need a vision for five years out including what options may be possible and which we support. We know that the Town has looked at the operation of other recreation centers and has thought about taking control of the senior services as they did with youth. The Chair asked that we think about this and bring ideas to the next meeting.

Flea Market - Successful with good turnout. A couple hundred walked through. The bake sale went well. We got members through it. The net income was about \$1,300. There are a few items left. It was suggested that a thank you to be sent to Violet Oldenski who coordinated and organized the Flea Market.

TOWN BOARD LIAISON REPORT - Bernie Kolber

No Report.

COMMITTEE REPORTS

FINANCE - Janet Vito

COF 5/27/2010, Draft 6/1/2010

Post Audit Draft December 2009 Financials - \$764 of County Nutrition year to date money (\$4,083.67 total) should have been in 2008. This made all 2009 year to date figures less by that amount. Adjusted journal entries show correct December actual for 2009 amounts.

April Financials - Motion to approve April Financials from Finance Committee.
Motion carried unanimously.

Finance Chairperson - Finance Committee voted to recommend that the acting Chair be made the Finance Committee Chair. Bylaws authorize Board Chair to make all appointments with confirmation by the Board. Comment that the Board made appointments in February (Chair accepted Board recommendations?). There was a request to discuss this in Executive Session related to CPA need. Chair will consider the Committee recommendation.

2009 Financial Review - Committee recommends sending Finance Report (COF 6/1/2010) to the Personnel Committee to review control procedures and staff training/cross training. Motion to consider this recommendation in the Executive Session made by Edna Scherf. Second by Jim Blum. Voting aye (7) Blum, Bylewski, Carpenter, Kirchner, Scherf, Struebing, Young. Voting nay (2) Ruhland, Vito. Motion carried.

2009 Independent Audit - Management Letter - Request for some audit documentation has been made to the auditor as discussed in Finance report.

Controls - Bank statements are now on same date cycle as of June 2010.
- Petty Cash control is under review.

Auditor Proposals - Auditor proposals are a work in progress.

Directors & Officers (D & O) Liability Insurance - Renewal due July 15. Quote requests are pending.

2011 Operating Budget - Suggestions are welcomed. Personnel Committee to offer recommendation on staff pensions.

MEMBERSHIP, PROGRAMS & PUBLICITY - Edna Scherf Draft COF 5/25/2010

Suggestion Box Answer - Committee motion to approve answer regarding awarding of plants on Mother's Day that it is referred to the Program Coordinator. Motion carried unanimously.

NOMINATING - Jackie Carpenter COF 4/15/2010

Advisory Panel - Motion to form an Advisory Panel of professionals from the community and center members made by the Committee. Discussion on similar concept under consideration for proposed bylaws, specifics of duties not known, prefer to act on the attorney who has shown interest without expanding the concept, meaning of "Panel", availability of expertise if advisor, how we know if we need advise if advisor not present.

Voting aye (4) Bylewski, Carpenter, Ruhland, Vito. Voting nay (5) Blum, Kirchner, Scherf, Struebing, Young. Motion denied.

Motion for Board Chair to send a letter to candidate Paul Schultz, attorney, inviting him to become an advisor to the CSC Board made by Carpenter. Second by Ruhland. Discussion regarding memo sent to Schultz by Darrell Young, who knows Schultz, that was authorized but not signed by the Board Chair. Letter was read. Wording was discussed with some not comfortable with some wording. Chair satisfied with wording. Possible limited wording of proposed Chair letter offered. Motion carried unanimously.

LEGISLATION & BY-LAWS - Tony Bylewski

No Report.

Comments - Bylaws were sent to NYCON. A completion date before the July meeting will be requested.

- Bylaws draft version for review is dated 5/24/2010.
- Some of Board member Young's suggestions were included in the 5/24/2010 version.

PERSONNEL - Jim Blum

COF 5/20/2010

No Report.

Full Time - Discussion on the definition of "Full Time" that is recommended and was used for insurance applications. The definition of 30 hours or more on average as full time is in the new Federal Health Reform Law. On that basis Jim Blum, Personnel Committee Chair, made a motion to adopt 30 or more hours as full time in line with the new Health Reform Law. Second by Tony Bylewski. Motion carried unanimously.

PLANNING - Janet Vito

Draft COF 5/27/2010

Five Year Capital Budget - Briefly reviewed status of items covered in 5/27/2010 Committee minutes.

Computer Systems Audit - Have reconsidered and now prefer internal review with our key support person, Dave Schupp, and to use his expertise rather than go out for quotes.

Entrance Foyer Cold - Discussing alternatives to avoid the cold issue at the main entrance foyer. Item will be included in Five Year Capital Plan.

Youth Van - Running board issue because Youth department does not want a running board which we prefer for seniors. This is an impediment to our possible use of youth van. Executive Director will continue follow up with the Town.

Electronic Check-in - Removed from plan for now. Discussion of value of information it might provide and difficulty of getting people to sign in for everything. Other bigger centers are not currently planning to use for now. An electronic counter was suggested. Board member Scherf thinks the information on what people are here for is very valuable and suggests a closer look at this. Issue to be reconsidered.

House Next Door - House now owned by Town and used for storage. How could we possibly use it. Need for parking was expressed. Enlarging the parking lot by one row can pick up a small number of spaces (possibly 16) but need access lanes. Several other possibilities were discussed. Town Liaison to be asked about uses of the property next door.

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

Barbara Anderson - Observed that she often goes in and out many times so that an electric beam counter that was discussed would not be effective.

Larry Vito - Is the recreation building a done deal? Answer was "Not at all!" Only thing done is a study.

OLD BUSINESS

Policy Governance Model - Board member Scherf is trying to contact Denise Paszkiewicz to request that she help us with implementation. We passed a motion that we would follow the Policy Governance Model in March 2010. Our bylaws were developed with the Policy Governance Model in mind. Discussion also covered having her review our proposed by-laws draft for her input.

Vision Statement - We will be meeting to develop revisions to both the vision statement and mission statement.

NEW BUSINESS

2009 Annual Meeting Report - Draft report distributed for review and corrections.
Board members to see that they are satisfied, check for corrections, etc.

Election Procedures Draft 5/5/2010 - Developed by the Bylaws Committee as a working model. COF 5/5/2010
Board member Blum distributed a set of recommendations related to the Election Procedure for inclusion in the discussion. COF 6/7/2010

Each item in the Election Procedures Draft was discussed in detail.

A suggestion was made that the election (mechanical) process be separated from the recruiting and nomination process.

There was discussion regarding the need for a screening process and possibly a recruiting process to attract and select candidates for election who had needed skills, abilities and backgrounds. A list of qualification standards for a public company board was read as a sample of items considered in a screening process. There was a suggestion that some small number of Board members be appointed by the Board to assure that key skills be made available. There was a suggestion that we need to advertise Board openings to seek candidates.

There was discussion regarding item 8 of what to do if there were equal or less candidates than there were openings. There was opposition to allowing candidates on the ballot who had not been screened to meet the qualifications needed on the Board. It was observed that, if voting does not take place under control at the Center, there is no way to know who prepared the ballot.

It was suggested that each candidate provide a written summary of qualifications. This idea was discussed and various means to get a list of qualifications were offered.

Item 2 comment was that the control lists are only to check on who voted.

There was general agreement regarding items 5 & 6 that the ballots should be delivered by first class mail to all eligible voters and that would be the only way ballots would be distributed. Advertising would then not be a requirement since all eligible voters would receive the ballots.

There were no comments on item 7, counting ballots.

Item 9 results would be the subject of a press release to appropriate places.

Each item was discussed in detail with several suggestions generally agreed. The Chair observed that Items 1, 4, and 8 of the draft need the most further review.

An idea from Norm Kirchner for item 8 should be distributed to the Board for review for the next meeting. (vote yes or no on each candidate even when less than enough candidates and have a way to determine how many yes would elect)

Since we want to conduct an election in the fall, the Chair asked that Board members be prepared to continue discussion of the election procedures at the July meeting and hope to reach agreement.

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

Violet Oldenski - Has an objection to the eventual dissolution of the Program & Publicity/Membership Committee. The Committee is a direct connection between membership, staff, and Board and there have been many productive discussions and ideas that have come through the Committee. We need more cooperative opportunities, not less.

EXECUTIVE SESSION

Motion to go into Executive Session at 10:52am under NYS Law 105(1f) to discuss the work history of a particular person made by Jackie Carpenter. Second by Darrell Young. Motion carried unanimously.

Motion to go out of Executive Session at 11:55am made by Darrell Young. Second by Rosemond Ruhland. Motion carried unanimously.

Finance Committee - Motion to refer related Finance Committee report to the Personnel Committee as recommended during the Committee report earlier made by the Committee. Voting aye (8) Blum, Bylewski, Carpenter, Kirchner, Ruhland, Scherf, Struebing, Vito. Voting nay (1) Young. Motion carried.

ADJOURNMENT - Motion to adjourn at 12:05pm by Rosemond Ruhland. Second by Jackie Carpenter. Motion approved by unanimous consent.

Next Meeting - July 8, 2010

Jim Blum, Secretary