

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: November 4, 2010

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

ROLL CALL

PRESENT: Jim Blum, Jackie Carpenter, Paul Corbelli, Norm Kirchner, Rosemond Ruhland, Neil Struebing, Janet Vito, Bill Westley, Darrell Young.

EXCUSED: Roselle LaBruna.

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (did not attend)

PLEDGE OF ALLEGIANCE - Mission Statement - Darrell Young

SECRETARY'S REPORT- Jim Blum

October 14, 2010 Minutes - Motion to approve October 14, 2010 minutes draft #2 made by Jim Blum. Second by Darrell Young. Motion carried unanimously.

October 25, 2010 Special Meeting Minutes - Motion to approve October 25, 2010 minutes draft #1 made by Jim Blum. Second by Darrell Young. Motion carried unanimously.

Special Committee Meeting - Board member Janet Vito commented that there were no minutes from the meeting of 10/18. The Chair stated that the report was the draft that was presented to the Board.

TREASURER'S REPORT - Darrell Young

October Report reviewed, received and referred for audit. Fact that Activities savings appeared high referred to the Executive Director.

CHAIRPERSON'S REPORT - Bill Westley

Election Report - At Chair request Nominations Chair stated results: 1214 ballots sent, 425 ballots returned, three invalid ballots. All five candidates were elected to be referred for Town Board confirmation. Henry Becker, Darlene Feinen, Violet Oldenski, Paul Schulz, and Holly Zuffranieri. Chair welcomes all to the Board. See you at the Board meetings after the first of the year. There will be a public announcement today.

Financial Advisory Panel - Report has been received pending some signatures. Referred for Board evaluation. There are important attachments from the NYS Charities Bureau to look at and evaluate with the report.

Board member Janet Vito noted date discrepancy of 10/01 and 11/01 on the report and only two of five panel members have signed the report. Chair will check regarding the typo on conflict of dates. Report should be dated November 1.

Board Standing Committees - Chair has updated Standing Committees list for Board confirmation. Nominating Committee has already been done. Requests confirmation of Chair assignments to committees numbered 1,2,3, 5, and 6. (all committees except nominations)

Motion to approve committee assignments of committees 1,2,3, 5, and 6 made by Darrell Young. Second by Neil Struebing. Voting aye (5) Blum, Carpenter, Kirchner, Struebing, Young. Voting nay (3) Corbelli, Ruhland, Vito. Motion carried.

Motion to reconsider the previous motion and leave the Finance Committee intact as originally appointed made by Janet Vito. Second by Rosemond Ruhland. Voting aye (3) Corbelli, Ruhland, Vito. Voting nay (5) Blum, Carpenter, Kirchner, Struebing, Young. Motion denied.

Christmas Luncheon - Brookfield the Friday after the December Board meeting (12/10/2010) at around noon. Cost \$20 per spouse. Inviting the new Board members.

Benchmarks - Motion to approve proposed draft benchmark memo made by Darrell Young. Second by Norm Kirchner. Proposed draft memo reviewed in depth with various suggestions considered. Emphasis is on top three issues - micromanaging, length of Board meetings, length of Board minutes. Some changes developed during discussion were made.

Amended motion to approve benchmarks memo with modifications to be sent to Town after final approval at December CSC Board meeting made by Darrell Young. Second by Norm Kirchner. Board Chair to talk to Town Liaison to decide if time and what we are saying is reasonable. Voting aye (5) Blum, Carpenter, Kirchner, Struebing, Young. Voting nay (2) Corbelli, Vito. Voting abstain (1) Ruhland. Motion carried.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 11/04/2010

As of 10/31/2010 - paid members 1,229; total van mileage 104,690

Month of October - new members 18; total attendance 2,787; meals served 1,236;
van riders 281; van miles 1,994

Membership - Now over 1229 members.

Dash's Receipts - Total over the year received \$3,360. Thanks to Violet Oldenski for getting us involved in this program. Thanks to Joan Pionessa for adding up the receipts.

Activity Waivers - Activities occur both inside and outside the Center. A dancer recently fell and was not injured. Other places have participation waivers. Our insurance covers our outside activities. Matter referred to the Program Committee for a recommendation.

TOWN BOARD LIAISON REPORT - Bernie Kolber

No report.

COMMITTEE REPORTS

NOMINATING - Jackie Carpenter

COF 10/28/2010

Proposed Slate of Officers - Everyone was asked. There are nine Board members eligible for five Board Officer positions. Additional nominations will be accepted at the December meeting. Slate of candidates for 2011 are: Chairperson, Bill Westley; Vice Chairperson, Neil Struebing; Secretary, Jim Blum; Treasurer, Darrell Young; Assistant Treasurer, Jackie Carpenter.

Board member Janet Vito inquired if all Board members were reviewed for member in good standing for fulfilling responsibilities for attendances and responsibilities as an officer. All are members in good standing.

LEGISLATION & BY-LAWS -

No Report.

PERSONNEL - Jim Blum

COF 10/21/2010

Salary Administration - Motion that the Board authorize a salary budget line increase for the year 2011 of 3% over the December 2010 year end salary total and make related adjustments in other salary based lines (ie. FICA, etc.) and add \$1,000 in addition for additional per diem work made by the Committee. Voting aye (4) Blum, Carpenter, Struebing, Young. Voting nay (4) Corbelli, Kirchner, Ruhland, Vito. Chair Westley votes nay. Motion denied. Chair states we can look at in December after we see what the Town does.

Motion that the Board authorize a Christmas gratuity total of \$800 to be distributed equitably to CSC staff employees by the Executive Director made by the Committee. Discussion regarding balance of about \$500 of the original \$1,000 in Management Expense that was intended to cover this. Voting aye (4) Blum, Kirchner, Struebing, Young. Voting nay (4) Carpenter, Corbelli, Ruhland, Vito. Chair Westley votes aye. Motion carried.

PLANNING - Janet Vito

COF 10/27/2010

Youth Van - Committee discussed need to have safe access to the youth van for seniors. Committee discussed utilizing step stool vs running Board (Youth Director not in favor of running Board). Executive Director states that both Senior Center drivers do not feel that the portable step which has been suggested is safe. Matter continues to remain under discussion with Executive Director, Highway Superintendent and Youth Liaison, Councilman DiCostanzo.

Office of Aging Grant - Committee discussed purchase of 16 dining room tables prior to receiving additional \$5000 grant funds. First half of grant (\$5000) purchased office computers. NYS requests purchase receipts prior to sending remaining \$5000 grant funds to the Center. Concern that there is risk that State may not reimburse us due to the financial situation. Committee motion recommends purchase of 16 tables, at \$5,000, as submitted in the grant application. Motion carried unanimously.

Computers - Computers were under audit review by Planning Committee. Planning Committee felt a little slighted that action was taken without Planning Committee input. Board member Norm Kirchner commented that two members of the Planning Committee were involved. Committee requests in the future Board to direct the Committee as to their responsibilities carrying out particular assignments.

Van Towing Insurance - There is no towing insurance on the van. Town owns the van and makes the decision. Recent time was first the Van has been towed. Cost \$250.

Policies - Disposal of Surplus Property and Transportation policies were reviewed and there are no proposed changes.

FINANCE - Janet Vito

COF Draft 10/20/2010

September 2010 Financials - Motion to approve from the Committee. Motion carried unanimously.

Executive Director Memo - Motion that the Board direct the Executive Director to submit supporting documentation regarding allegations submitted at the Board of Directors meeting 10/14/10 made by the Committee. Voting aye (3) Corbelli, Ruhland, Vito. Voting nay (5) Blum, Carpenter, Kirchner, Struebing, Young. Motion denied.

Cell Phone for Van Drivers - Motion to purchase Corporate cell phone for use of the van drivers made by the Committee. Motion carried unanimously.

Offsite Computer Systems Backup - Committee recommended that office and accounting files be kept off premises at a secure location. Executive Director commented arrangements made to keep backup files in Town safe.

Benchmarks - Committee submitted benchmarks for consideration at the special meeting.

Other items - Treasurer response to the Audit review - Has been returned to the Treasurer for clarification - Nothing received to date. Committee awaiting two responses from the Executive Director 1) Board directed response to the Audit review and 2) request for staff procedures being utilized that have not been approved by the Board.

Finance Committee - Discussion on operation of the Committee for the remainder of the year.

MEETING TIME - Chair observed that the meeting has exceeded our 90 minute time limit. Motion to continue to the end of the agenda made by Rosemond Ruhland. Second by Janet Vito. Membership comments and the tabled motion remain. Motion carried unanimously.

MEMBERSHIP, PROGRAMS & PUBLICITY - Edna Scherf

COF 10/27/2010

Suggestion Box - Comments and two proposed answers were read by Rosemond Ruhland. Motion by Committee to approve Committee report responses to Suggestion Box items. Motion carried unanimously.

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

Ruth Haas - Asked several questions regarding Board operation and Town request for benchmarks. Don't understand if Chair can dismiss committees at will, change names of committees, different people on committees without a vote, don't know if I'm on a committee or not, don't understand how I've aggravated any staff member. Thinks Town wanted things done by January first.

Jenny Esmond - Commented on rumors and allegations going around.

Violet Oldenski - Commented on petition to remove a Board member. Commented on allegations regarding her candidacy for the Board. Commented on fact that she will vote the way she wants to if elected to the CSC Board in spite of allegations being made. She submitted a statement.

Henry Becker - Commented that he didn't know what the Board could do about comments.

Holly Zuffranieri - Thanked for the invitation to the pot luck. Made several comments particularly regarding controls on length of Board meetings. Examples are over 90 minutes has issues, control on agenda time allocation is option, etc.

Rene Williams - As a member of the Finance Committee, I am deeply offended by being accused of micromanaging and aggravating the staff. Committee followed rules of the mandate of the Board. Main problem with the divisiveness on the Board could have been solved many months ago, but Board did not bother and this has gone on month after month.

We should have some control on picking center members for committees.

Larry Vito - Commented on a petition that is being discussed by members and fact that he is getting approached at the Center and other places.

OLD BUSINESS

Financial Controls - Tabled Motion from 10/14/2010 Board Meeting.

Motion to return from table made by Jim Blum. second by Darrell Young.
Motion carried unanimously.

Motion to table the prior motion and refer it to the auditor for review and advice and recommendation made by Janet Vito. Second by Rosemond Ruhland. Voting aye (2) Ruhland, Vito. Voting nay (6) Blum, Carpenter, Corbelli, Kirchner, Struebing, Young. Motion denied.

Original motion to replace language in Financial Controls regarding cash flow disbursements and accounts payable as follows:

In Cash Flow disbursements:

Replace "All checks prepared after invoices approved by Executive Director and in some cases by Program Coordinator" with

"All checks prepared after payment is approved." and "Executive Director to delegate responsibility to authorize items for payment to appropriate staff according to types of items and dollar amounts." and eliminate the phrase "Checks prepared weekly."

And in Accounts Payable:

Replace "Approval of all invoices by Executive Director" and "Approval of all Activities invoices by Program Coordinator" with

"Executive Director to delegate responsibility to authorize approval of invoices for payment to appropriate staff according to types of items and dollar amounts."

Voting on the original motion. Voting aye (4) Blum, Kirchner, Struebing, Young. Voting nay (4) Carpenter, Corbelli, Ruhland, Vito. Chair Westley votes aye. Motion carried.

NEW BUSINESS

None.

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

Pat Schanzer - Suggested meetings always be done in executive session so people couldn't go out and talk about it.

Ruth Haas - Observed the counting of ballots and was not thinking about accusing anyone of tampering.

Janet Vito - Stated that she gives notice to the Board and the Center members that she has retained legal counsel and that all allegations of harassment, slander, defamation are being reviewed for appropriate action. CSC, Inc will be held responsible for any related incurred expenses related to the petition being circulated to have Janet Vito removed from the Board of Directors.

EXECUTIVE SESSION

None.

ADJOURNMENT - Motion to adjourn at 11:05 am by Norm Kirchner.

Second by Jackie Carpenter. Motion approved by unanimous consent.

Next Meeting - December 9, 2010

Jim Blum, Secretary