

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: November 12, 2009

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

ROLL CALL

PRESENT: Maryl Bedenko (out 10am), Jim Blum, Tony Bylewski (out 10:50am), Jackie Carpenter, Paul Corbelli, Bob Hoag, Mary Anne Kermis, Norm Kirchner, Pat Schanzer (out 11am), Edna Scherf, Neil Struebing (out 11am), Janet Vito, Bill Westley, Darrell Young.

EXCUSED: Roselle LaBruna

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (absent)

PLEDGE OF ALLEGIANCE - Mission Statement - Bill Westley

SECRETARY'S REPORT- Jim Blum

Distributed attachments for August and September minutes. Pointed out attachments to June and October minutes.

Attachments to minutes - Observed that after using procedure and content recommendations of Ad Hoc Committee on Minutes for two months everything worked ok except regarding attachments. A list of reasons for discontinuing attachments was distributed and read. A motion that the Board authorize the Secretary to discontinue use of attachments to minutes while continuing to include written items submitted at Board meetings to be "kept on file" and attachments connected to the minutes since the approval of the Ad Hoc Committee recommendation to be disconnected from minutes was made by Jim Blum. Second by Darrell Young.

After lengthy discussion including points such as don't go back on Minutes Ad Hoc Committee job, better to err with too much in minutes, and minutes are supposed to be what is done not what is said, a motion to table the matter made by Bob Hoag. Second by Janet Vito.

Ayes 12 (Bedenko, Blum, Bylewski, Carpenter, Corbelli, Hoag, Kermis, Kirchner, Schanzer, Struebing, Vito, Young). Nay 1 (Scherf) . Motion carried - matter tabled.

Minutes of October 8 - Suggestions also involved August minutes. Secretary suggested that this be covered during the Old Business item on minutes.

Motion to go out of order and discuss October minutes in Old Business where there was an item to consider Old Minutes was made by Jim Blum. Second by Bob Hoag. Voting aye 6 (Blum, Hoag, Kermis, Kirchner, Struebing, Young). Voting nay 7 (Bedenko, Bylewski, Carpenter, Corbelli, Schanzer, Scherf, Vito). Motion denied. (no chair vote)

Discussion on number of items involved and possible time involved and whether one member could request each item be voted separately. Vote to be on full package per discussion at Minutes Committee. If full package failed, then voting on individual items would be done.

Motion that the Secretary's report accurately reflect the minutes in accordance with the Ad Hoc Committee "Minutes Content" unanimously approved by the Board of Directors on 9/10/2009. Corrections submitted by Board member Janet Vito be retained as stated in the attached Matter for the Record dated 11/12/2009 made by Janet Vito. Second by Paul Corbelli.
Voting aye 7 (Bedenko, Bylewski, Carpenter, Corbelli, Kermis, Scherf, Vito), Voting nay 6 (Blum, Hoag, Kirchner, Schanzer, Struebing, Young). Motion carried. (no chair vote).

Motion that the minutes of October 8 be approved with approved corrections made by Edna Scherf?. Second by Janet Vito.
Voting aye 9(Bedenko, Bylewski, Carpenter, Corbelli, Kermis, Kirchner, Scherf, Struebing, Vito)
Voting nay 1 (Blum). Voting abstain 3 (Hoag, Schanzer, Young). Motion Carried.

TREASURER'S REPORT - Darrell Young

Report received and referred for audit.

CHAIRPERSON'S REPORT - Bill Westley

Board Christmas Luncheon - Friday, December 11 @ Brookfield. Sign up sheet in packet. Everyone should sign up.

Letter to Town - A copy of the letter to the Town regarding Board applicants was in the packet..

Nominating Committee - Chair announces removal by Executive Committee of two non Board members to meet By-law requirements of three Nominating Committee members and minimum of three Board members. Chair noted that the Executive Committee has the responsibility to name the Nominating Committee.

Board member Vito asked if there were minutes of the Executive Committee. Chair stated no. Discussion on whether Executive Committee could do appointments or take members off the Nominating Committee.

Motion to refer the Executive Committee decision on Nominating Committee membership to the By-laws Committee to make a recommendation as to whether it is appropriate or not made by Corbelli. Second by Carpenter. Voting aye 7 (Bedenko, Bylewski, Carpenter, Corbelli, Kirchner, Scherf, Vito). Voting nay 6 (Blum, Hoag, Kermis, Schanzer, Struebing, Young).
Motion carried. (no Chair vote)

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 11/12/2009

As of 10/31/2009 - paid members 1,146; total van mileage 82,493 .

Month of October - new members 25; total attendance 2,552, meals served 1,254,
van riders 231; van miles 1,729 .

Dash's Tape Saver program receipts - \$350 in October and total of \$3,613 in about one year from November 2008 to October 2009.

Wilson Center Project - (to educate and empower individuals on self management of healthcare) has been postponed until 2010.

Intergenerational Activity - School student programs with or for our seniors including art show (tonight), art partner, and other programs where students from both High School and Middle School are involved with our members.

TOWN BOARD LIAISON REPORT - Liaison absent (comments from floor)

Meals on Wheels Sidewalk - Parks repaired two sections of sidewalk and relocated a bench.

Parking Lot Exit Apron - Cost \$500 to 600. Parks has funds. Liaison will try to have parks do the repair. Executive Director was asked to press Parks to do it and talk to Supervisor's office if Parks needs support.

COMMITTEE REPORTS

FINANCE - Maryl Bedenko

COF 9/16, 9/24 & 10/19/2009

FundEZ - Bookkeeper is continuing training. Moving to FundEZ for the Activities manually prepared spreadsheet and will eventually eliminate the manual version.

Unsigned Checks - Were cashed at bank. Need to be more careful.

Activities Savings - Plan to move \$7,000 for member enhancement (free classes).

Funds - Should we investigate an endowment fund? Consensus that setup would be costly. Direct gifts to dedicated purposes may be better.

MEMBERSHIP - Pat Schanzer (Edna Scherf comments)

COF 11/03/2009

Tri-Fold Handout- Minor corrections in spacing and words listed in Membership minutes approved by unanimous consent.

Member Questions/Comments - Proposed answers in Membership Committee minutes approved by unanimous consent.

NOMINATING - Mary Anne Kermis.

COF 11/10/2009

Nominations - Slate of nominations for 2010 officers presented. Chairperson - Bill Westley, Vice-Chairperson - Edna Scherf, Treasurer - Darrell Young, Assistant Treasurer - Neil Struebing, Secretary - Open.

Following discussion it was decided to add names for the Open nomination of two nominations from the floor for Secretary below the Committee slate. Names added are Jim Blum and Janet Vito.

Good Standing - Janet Vito inquired if the Nominating Committee verified all Board members in "Good Standing" to be eligible to be candidates and/or vote in the election. She stated that certain factors need to be considered including 75% attendance for meetings. Nominating Committee Chair (new Board member) requested Secretary to review and provide to the Nominating Committee Chair.

LEGISLATION & BY-LAWS - Tony Bylewski

Draft COF 9/30/2009

By-laws Condition - Committee Chair reminded the Board that there are issues with the By-laws and requested suggestions at next meeting whether to consider 1) return to old original By-laws, 2) revise existing By-laws or 3) create new By-laws. One suggestion was to revise the most important issues in the current By-laws - possibly remove Committee duties as an example.

PERSONNEL - Neil Struebing

COF 10/21/2009

Job Descriptions - Motion to approve updates to four job descriptions made by Committee. Jobs are Office Associate, Driver, Nutrition Coordinator, and Executive Director. Motion carried unanimously.

PLANNING - Jim Blum

Draft COF 10/22/2009

Minutes - Those distributed should be considered draft as comments received will be covered at next Committee meeting.

Specifications - Working on specifications for bus/van and computer systems audit.

PROGRAMS/PUBLICITY - Edna Scherf

Draft COF 11/3/2009

Contribution - Committee moves that we give \$100 to the Clarence HS Wind Ensemble toward a trip. Discussion covered the relationship between Clarence HS programs and the Senior Center. Seniors have been invited to dress rehearsals, music performances, and have been art partners. Comments regarding need for caution on donations, issues related to CSC non profit status, and our Certificate of Incorporation. Some felt that it would be more appropriate to consider some activity fee payment. Finally a motion to table the matter was made by Tony Bylewski. Second by Jackie Carpenter. Motion carried unanimously.

SPECIAL PRESENTATION - The Board took a recess from 10:35 to 11:45 for a presentation on board governance by Denise Paszkiewicz of People, Inc. She reviewed the Principles of Policy Governance as well as responding to many questions.

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

Violet Oldenski - Protests that a volunteer on the Nominating Committee was removed. She presented a written memo of protest expressing her disappointment. COF 11/12/2009

Ruth Haas - Doesn't think CSC should do donations to anything. She believes that a motion was passed in prior years to that effect.

OLD BUSINESS

Old Minutes - October reviewed early in this meeting. Two prior months remain to be reviewed by the Executive Committee before coming to the Board.

Board Governance - Covered in guest presentation.

NEW BUSINESS

None -

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

Rosemond Ruhland - Read and submitted Matter for the Record - an Open Letter to the CSC , Inc. Board of Directors 11/12/2009. The letter regarding the CSC Board and certain officers was signed by Board members Jackie Carpenter, Paul Corbelli and Janet Vito. Also signed by Center members Ruth Haas, Violet Oldenski, Rosemond Ruhland and Renee Williams.
Copy attached.

Paul Corbelli - Referred to the reading of the Pledge of Allegiance and the Mission Statement. He would like to know if everyone knows them and thinks they should review those words.

EXECUTIVE SESSION - None.

ADJOURNMENT - Motion to adjourn at 11:45am by Darrell Young. Second by Mary Anne Kermis. Motion approved by unanimous consent.

Next Meeting - December 10, 2009

Jim Blum, Secretary