

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: November 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, Violet Oldenski, Norm Kirchner (out 10:20am), Rosemond Ruhland, Paul Schulz (in 9:10am), Neil Struebing, Janet Vito, Bill Westley, Darrell Young.

EXCUSED: Holly Zuffranieri.

Executive Director: Karla Madrid

Town Board Liaison: Bernie Kolber (not present)

PLEDGE OF ALLEGIANCE - Mission Statement - Henry Becker

ELECTION RESULTS - Nominations Chair, Jackie Carpenter, elections dates stated, thanked all who helped during the election process and announced that there had been 191 ballots cast resulting in election of Jim Blum, Neil Struebing and Darrell Young.

SECRETARY'S REPORT- Jim Blum

October 13 Minutes - Revised per the two suggestions received. Motion to approve minutes of October 13, 2011 made by Jim Blum. Second by Darrell Young. Motion carried unanimously.

Committee Minutes - Question raised regarding why Board did not receive copies of Executive Committee and PEC Committee minutes. Secretary offered explanation that they are all on file and available to anyone, there were no action items for the Board and in the case of the PEC they are mainly executive session.

Motion to distribute copies of Executive and PEC Committee minutes to the Board made by Rosemond Ruhland. Second by Paul Corbelli. Voting aye (6) Carpenter, Corbelli, Kirchner, Oldenski, Ruhland, Vito. Voting nay (4) Becker, Blum, Struebing, Young. Motion carried.

TREASURER'S REPORT - Darrell Young

October Treasurer's report reviewed, received and referred for audit.

Stipend - Came in October 14.

CHAIRPERSON'S REPORT - Bill Westley

Christmas Lunch - All have received invitation. Scheduled at Brookfield on the second Friday of December (12/9/2011) - Let the office know whether you will go and pay for a guest you may bring. Town Supervisor and Town Liaison have been invited.

2011 & 2012 Benchmarks - Plan is for you and each committee chair get suggestions to the Board Chair or the Executive Committee. Executive Committee to develop a draft list for the December Board meeting.

Potential Benchmarks - Board member Janet Vito described two suggestions for benchmarks:

Budget Process - Reviewed the process and suggestion is basically start earlier to let Board responsibly assess the budget. Needs to go to the Finance Committee earlier for review. Comment that moving up one month seems like a good idea.

Motion to refer the Budget Process suggestion to the Finance Committee for recommendations made by Jackie Carpenter. Second by Paul Corbelli.
Motion carried unanimously.

Nomination and Election Process - Overview of the process and the proposal was described. Comments on whether Board should approve candidates and on Board evaluation criteria. There were some criteria in both previous bylaws and current bylaws policy proposals. Comments that there should be some criteria or approval process.

Motion to refer the Nominations and Election Process suggestion to the Nominations and Bylaws Committees for recommendations made by Jim Blum. Second by Henry Becker.
Motion carried unanimously.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 11/10/2011

As of 10/31/2011 - paid members 1, 295; total van mileage 124,652

Month of October - new members 19; total attendance 2,563; meals served 1,118;
van riders 248; van miles 1,971

Results Numbers - Some going down. Staff will be examining the numbers closely and plan to bring back up. AARP Driving classes are down and causing some effect. ED says what seniors like is changing possibly due to working longer or other reasons.

Chamber of Commerce - Having meeting here this month as has been done in the past.

Dues - Membership keeps going up with few negative comments about the dues.

Attendance - Current numbers are based on sign in on arrival. Not everyone signs in and some sign in for multiple items. Staff cares about who is coming to participate in activities and we are reviewing attendance at various programs. Discussion on various issues related to count of people coming in and what they are here for. Comments on Town use of the attendance number to evaluate us.

TOWN BOARD LIAISON REPORT - Bernie Kolber (not present)

No report.

Comments on issues -

Entrance - Doors operation allows cold to enter. Town is possibly out for a grant for handicapped that may include revisions to the Senior Center doors.

Benchmarks - Discussion on what Town expects and possible new thinking with changes on Town Board and Liaison assignments. Comment to make as few benchmarks as possible.

COMMITTEE REPORTS

FINANCE - Neil Struebing

No report.

MEMBERSHIP, PROGRAMS & PUBLICITY - Edna Scherf by Violet Oldenski COF 11/7/2011

Referrals - Discussion on how to get responses back to the Committee from other Committees and from member input at Board meetings. Minutes copy, e-mail or direct communication are possible alternatives.

Travel Policy - Discussion on various aspects of center members paying vendors by check or credit card. Existing process was described. Motion that Travel policy state that "Checks payable to the vendor will be collected by the Center and forwarded to the vendor." was made by the Committee. Motion carried unanimously.

Comments that members can pay using credit card by calling vendor direct and seat assignment will depend on date payment is made.

Revised Travel Policy proposal to be in next months Board packet.

Membership Handbook - Motion to approve revisions to Handbook as stated in Committee report made by Henry Becker. Second by Jackie Carpenter. Motion carried unanimously.

- Revisions:
- 1) Update of dues information
 - 2) Addition of Music Lovers to follow Theatergoers
 - 3) Omitting Yoga
 - 4) Addition of Stretch & tone and Zumba

Suggestion Box - Motion to approve proposed answers to five (5) questions as proposed made by the Committee. Brief discussion on speakers in dining room. Motion carried unanimously.

NOMINATING - Jackie Carpenter

COF 11/7/2011

Officers Slate 2012 - Committee nominates Bill Westley for Chair, Neil Struebing for Vice-Chair, Jim Blum for Secretary, Darrell Young for Treasurer, and Jackie Carpenter for Assistant Treasurer. Nominations will also be accepted from the floor at the December Board meeting before voting on each office.

Motion that the Board commend Jackie Carpenter and the Nominating Committee for their outstanding work in the 2011 elections made by Darrell Young. Second by Neil Struebing. Voting aye (10) Becker, Blum, Carpenter, Corbelli, Kirchner, Oldenski, Ruhland, Schulz, Struebing, Young. Voting nay (0) Voting abstain (1) Vito.

Election - Proxy Voting - Board member Janet Vito questioned the handling of proxy voting and whether the membership meeting was a valid meeting. Response by Board member Paul Schulz was that the process included signature and the statute doesn't require privacy. Also that the meeting doesn't matter because the Bylaws were never changed so the Town still must make the appointments. Board member Vito made further comments regarding proxy should be signed, secrecy of ballot, need for quorum, and need for more Board direction of the Nominating Committee. Board member Schulz stated that the Board considered the member issue and did not change the bylaws.

Motion to send the ballot results to the Town made by Jackie Carpenter. Second by Henry Becker. Voting aye (7) Becker, Blum, Carpenter, Kirchner, Schulz, Struebing, Young. Voting nay (3) Corbelli, Ruhland, Vito. Voting abstain (1) Oldenski. Motion carried.

Election Validity - Board member Janet Vito raised a question as to whether the membership meeting was a valid meeting and, if not, the election didn't take place so there should be a new election. After further comments challenges were submitted by Board member Vito (COF 11/9/2011).

LEGISLATION & BY-LAWS - Norm Kirchner

COF 10/19/2011

Bylaws Proposals (COF 11/10/2011) - Committee Chair offered review and comments on proposals regarding Article VII Board Committees and a Policy on Committee Duties and Responsibilities.

Bylaws Committee Chair requests all Committee Chairs and Board members to submit comments or suggestions on these proposals in writing to the Bylaws Committee Chair.

Note that the proposal states that the Board will approve the Committee Chairs selected by the Board Chair but not the individual members of a committee. Five members of the Nominating Committee proposed by the Executive Committee will be approved by a majority of the full Board. Removal of committee chair and committee members to be approved by the Board. The Membership Committee is not proposed as a standing committee. Other committees can also be set up. Some feel that the Board will always need oversight committees.

PERSONNEL - Jim Blum

COF 11/03/2011

Job Descriptions - Motion from the Committee to approve changes in Section II B Executive Director, Section II C Program Coordinator, and Section II I Driver as stated in report.

Proposed revisions are:

In Section II B. Executive Director - change wording of item 2. to begin with "Supervises staff and volunteers to provide....." rather than "Supervises staff to provide...."

In Section II C. Program Coordinator - change wording of item 3. to "Assists volunteer program coordinators..." rather than "Supervises volunteer program coordinators..."

In Section II I. Driver - change wording in minimum qualifications to "...hand assist . passengers...." rather than "...physically assist passengers..."

Following discussion voting aye (10) Becker, Blum, Carpenter, Corbelli, Oldenski, Ruhland, Schulz, Struebing, Vito, Young. Voting nay (0) Voting abstain (1) Kirchner. Motion carried.

Comment regarding an item on the Office Manager job description where it states "Under direction of the Chair of the Board" referred to the Personnel Committee for evaluation.

PLANNING - Jim Blum

COF 11/03/2011

Strategic Plan - Motion by Committee to approve Threats and Strategic Impact Areas as stated in the report for inclusion in the Strategic Plan as follows:.

THREATS - (No particular order)

- A) Town Funding Reduction - For operations or facility (building & grounds)
- B) Town Support Reduction - Other use of building,
- C) Services Competition - Seniors patronize other places due to programs, times or other desirable services provided by churches, schools, homeowners associations, fire companies
- D) Obsolescence - Building, facilities, activities, or programs
- E) Changing Times - Seniors interests changes, economy, seniors health, grandchildren
- F) Funds Competition - Grants (Federal, State, County, Town, Foundations, Individuals)
- G) Capacity Limitations - Building, Large groups, special facilities (computers,)
- H) Staff Shortage - Limits expansion of programs
- I) Board Capability Losses - Leadership, special skills, momentum

STRATEGIC IMPACT AREAS - (No particular order)

- A) Demographics - Study expected changes
- B) Programs, Activities, Services - What, where, how, how many
- C) Executive Director, Staff & Volunteer Leadership - Maintenance & succession
- D) Partners, Collaborators, Sponsors - Joint programs, alternative locations
- E) Governance - Board member skills, policies, bylaws
- F) Funding - Solidify current and expand sources
- G) Facilities - Planning, sufficient, current, state of the art

Motion carried unanimously.

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

Rene Williams - Expressed concern about seating commitments in relation to method of payment for travel.

Ruth Haas - Questions

- 1) Benchmarks - Aren't we supposed to go to nine Board members next year?
- 2) Committee chairs - Shouldn't they be Board members?
- 3) Election - Why can't the Board send in all four names to the Town?
Nomination at meeting should have been on the ballot.
- 4) Question Answers - Used to be in minutes and newsletter. Can we get that done again?

Larry Vito - I would like to see more input on the election from the membership on setup of the election. There was a carnival atmosphere at the sign in table.

Violet Oldenski - Read statement regarding her feelings about the circumstances surrounding the resignation of Board member Holly Zuffranieri. (COF 11/10/2011)

Rene Williams - Ask for a (Town Board) Liaison that can come regularly.

OLD BUSINESS

None.

NEW BUSINESS

None.

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

Jackie Carpenter - Nominating Committee meeting at 10 am on December 15 , 2011 will include election process evaluation. Open to anybody who would like to come and any ideas should be submitted there.

EXECUTIVE SESSION

None.

ADJOURNMENT - Motion to adjourn at 10:40am made by Paul Corbelli. Second by Henry Becker. Motion approved by unanimous consent.

Next Meeting - December 8, 2011

Jim Blum, Secretary