

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: October 14, 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 (9:15am -11am)

PLEDGE OF ALLEGIANCE - Mission Statement - Janet Vito

SECRETARY'S REPORT- Jim Blum

September 2, 2010 Minutes - Special Meeting on Bylaws - Minutes distributed during last meeting. Also distributed again in the packet. One suggestion received and one word of minutes revised accordingly.

Motion to approve September 2, 2010 minutes draft #2 made by Jim Blum.

Second by Neil Struebing. Voting aye (7) Blum, Carpenter, Corbelli, Kirchner, Ruhland, Struebing, Young. Voting nay (0). Voting abstain (1) Vito (not at meeting). Motion carried.

September 9, 2010 Minutes - Updated minutes were distributed. Received suggestions from one Board member. All additions from the Board member were included along with some additional information from the recording that was closely related to the additions.

Motion to approve September 9, 2010 minutes draft #3 made by Jim Blum.

Second by Darrell Young. Voting aye (6) Blum, Corbelli, Kirchner, Ruhland, Struebing, Young. Voting nay (1) Vito. Voting abstain (1) Carpenter (not at meeting). Motion carried.

Executive Committee Minutes - Two items as Matters for the Record distributed to all Board members by Board member Janet Vito included 1) detail statements from the Executive Committee meeting regarding denial of her request to attend the Executive Session and 2) fact that notice of meeting of Performance Evaluation Committee had not been posted.

TREASURER'S REPORT - Darrell Young

September Report reviewed, received and referred for audit. Discussion regarding amount (\$15,000) of drop in Operations Savings account that may have been related to \$5,000 for computers and normal transfers for payroll and operations checking.

CHAIRPERSON'S REPORT - Bill Westley

Resignations - Chair announced resignations of Tony Bylewski and Edna Scherf from the Board. Thank you for service letters to be sent.

Town Officials Visit - Chair announced that the Town Supervisor and our Town Liaison will be here for comments and open discussion around 10am.

Financial Panel - Panel has met and has talked to the Board Chair and the Executive Director. They have a draft of a final report. When the final report is available I will e-mail the Board and put it in your folders.

Christmas Luncheon - Same time and place as last few years - Brookfield the Friday after the December Board meeting (12/10/2010) at around noon. Estimated cost around \$20 per guest. Total cost less than \$500. Board members completing term will be invited.

Meet the Board - Wednesday, October 20 at 5:15pm with the pot luck supper. Board and Board candidates to meet members. People should sign up for it.

Skills Inventory - When you have yours turn it in to Nominating Committee Chair.

Board Standing Committees - Not appointing new Chair of Legislation & By-laws. Leaving that to the new (Board) Chair. Discussion on Program & Membership Committee Chairmanship. Paul Corbelli turns down the position feeling that current Chair (Edna Scherf) should continue even though not a Board member or the Vice Chair (Violet Oldenski), also not a Board member, should automatically move up. Board Chair to discuss with Edna Scherf before deciding. Comment that committee chairs had normally been Board members. Discussion on committee chairs and committee member changes due to resignations.

Nominating Committee - Committee motion to appoint Center member Jennie Esmond and Board member Neil Struebing to the Nominating Committee. Voting aye (5) Blum, Carpenter, Kirchner, Struebing, Young). Voting nay (3) Corbelli, Ruhland, Vito. Motion carried.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

COF 10/14/2010

As of 09/30/2010 - paid members 1,195; total van mileage 102,696

Month of September - new members 32; total attendance 2,587; meals served 1,109; van riders 249; van miles 1,770

Membership - Up and over 1200 today. Offering the van quite a bit for extra activities.

Office Computers - Purchased with grant money through the NYS Office for the Aging and Senator Ranzenhofer.. Old computers are in the ED office. We will set up another computer for members in the Library, offer remnants to the Town and dispose of what is left.

Board Governance Project for Women - Program of the Volunteer Services Committee of the United Way of Buffalo and Erie County. Executive Director attending weekly workshop sessions for eight weeks. Passing the written material to the Board Chair. Very interesting and valuable insights.

Harassment Allegation - Have not filed a formal harassment complaint. Wrote memo to the Board. Used the word harassment when it was not a good choice. Replacing the memo with a new memo and replacing the word harassment with the word aggravation. Replacement letter distributed.

Ranzenhofer Grant - Status of the other \$5,000. We have to purchase and then submit the bill to the state. Concern that we will put \$5,000 at risk that we may not be reimbursed.

Auto Accident With Town Van - Subject came up in Finance Committee yesterday. About 1 ½ months ago our Bus was rear ended by a Morgan Linen truck. No one was in the bus but our driver. When our driver got out to investigate damage his ear piece phone flew off and was damaged. There was not extensive damage to our van. Town was notified and Town paralegal handled the insurance claim. Town received payment and Highway department did repairs on the van and the Town reimbursed us for any related cost we incurred.

TOWN BOARD LIAISON REPORT - Bernie Kolber

Parking Lot - Finally done.

Power Outlets - Responding to question - Comment by Executive Director - Town will be putting in another outlet due to overload on one circuit related to new computers.

COMMITTEE REPORTS

MEMBERSHIP, PROGRAMS & PUBLICITY - Report by Rosemond Ruhland COF 9/29/2010

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

Center Member Concerns - Document had been distributed to some Center members. Copy submitted for the record.

NOMINATING - Jackie Carpenter

COF 10/04/2010

Committee Minutes - Committee Chair read from Committee minutes reviewing election plans. Discussion on review of candidate backgrounds and regarding contacts with candidates and materials they were furnished. Discussion on number of Board openings and possibility of continuing openings if some are not elected. Letter to members including candidate information and ballot were reviewed.

Election Procedure - Committee recommends a different way of numbering related to ballots. Board member Vito presented a memo objecting to changes. Motion to approve change in numbering procedure to use random numbers as described in Committee minutes made by Jackie Carpenter. Second by Neil Struebing. Procedure detail described. Voting aye (6) Blum, Carpenter, Corbelli, Kirchner, Struebing, Young. Voting nay (2) Ruhland, Vito. Motion carried.

**CSC Board left agenda for inclusion of Clarence Town Board members at about 10:05am
Special Subject - Discussion with Town Supervisor Scott Bylewski, Town Liaison Bernie
Kolber and Town Board members Pat Casilio, Jr and Joe Weiss occurred at this point.**

Supervisor Bylewski

Opening Comments - Thanks the Board and the Center for having us here today.

Want to talk about seven overview items.

- 1) General statement of support for the direction that the overall Center is heading in as a Corporation as well as for the Executive Director.
- 2) Regarding the CSC budget request the Supervisor has reviewed it and has offered a tentative budget at the same level of funding as last year which the entire Town Board is now reviewing.
- 3) One of the chief reasons why we are here today has to do with a lot of the comments that we hear regarding the Board of the Center. Comments that the Center is succeeding in spite of the Board. That there is a lot of dysfunction occurring right now on the Center Board. There have been requests for the Town Board to step in.
- 4) One way to do that would be in our annual contract with the Center to set some sort of performance benchmarks to be met.
- 5) Contingent upon meeting certain quarterly benchmarks the Center would be paid on a quarterly basis as opposed to a lump coming from the Town. Several examples of possible benchmarks were mentioned.
- 6) If those performance benchmarks were not met, the possibility of the Town no longer funding the CSC, Inc and going along the lines of the model that was done with the former Clarence Youth Center to the Youth Bureau or to go to a different Corporation. Those options are all on the table depending on what develops with the Corporate body known as Clarence Senior Citizens, Inc.
- 7) Regarding the Community Facility the Town is waiting for information on the scope of the facility and some hard financials to come back from the consultant.

Liaison Kolber comments

After problems with prior Executive Directors or administrative people running the Center we feel the Center is doing well. We have positive comments. He views the Board as the problem. I do not want to go through a situation where the people running the Center do not want to come to work, hate coming to work, are miserable, feel they're being micromanaged and can't do their job to serve the membership through programming. I read the programs going on at the Town Board. It's amazing what they offer here.

Some members want to stay away because they just don't like the infighting. It's destructive. He fully supports and stands by the administration of the Center. He wants to make sure this Board does not destroy that and does not compromise the efforts to run the Center for its ongoing purpose.

Councilman Casilio comments

At this point for a lot of you in your life this Senior Center and you being a member of this Board should be a fun thing for you to do. It shouldn't be so challenging that there are mountains of paperwork generated, subcommittees after subcommittees working on miniscule items especially on the accounting side of it. This should really be a fun thing for you to do. Board meetings should be planning your next fun event, not worrying where a buck fifty went on a budgeted line item. I'm just reflecting what I read in minutes and what I see in reports from this Board.

After years of trying to reestablish this Board, it still has gotten to where you unfortunately are spending a lot of time trying to figure things out that maybe you don't have to figure out. The stipend from the Town is over \$200,000. I can't believe the time that is spent trying to balance books for what reason I don't know. Time is money and when you are distracting your own employees chasing down items from two or three years ago those employees aren't working for you now to move forward with you now. So, I just want to say that I support whatever decisions Scott makes in moving forward.

Maybe we have to modify the contract with you and maybe take some financial responsibilities away from you and put it under a different envelope so that you can focus on fun events - the events that make this Center good and not be hung up month after month after month on miniscule details, for example accounting work that goes on at the Center and items similar to that.

So I'm ready to make radical decisions to try and make it easier for you. Not to hurt anybody. I want to make sure that I can walk through these doors comfortable that it is headed in the right direction.

The programs are amazing, that you have now, especially for the cost. There's no doubt that this is a bargain for the people of Clarence. I hate seeing this Board, its Board members and its former Board members - whenever people come on this Board - two months later very qualified great people leave this Board - get hung up on items that maybe we've proven over the years that you shouldn't maybe even be dealing with.

Councilman Weiss comments

You've got some bull heads on this Board. He's sick of the BS going on with this Board.

Constant bickering is crap.

Karla is going to be here. We're thrilled with the job she's doing. She does a hell of a job

All this constant bickering is bothering her. People on this Board had better not be interfering with her work because that's what needs to be done.

We've got talent here and we need to keep it. I will do whatever has to be done.

I want to see this thing prosper.

We'll make changes. They will be very swift.

If we have to take over the whole Board or take over the building or whatever we have to do we will do.

Councilman Kolber

I think the thing that really bothers me is not only how little gets done and how much arguing goes on but the talent that you've lost on this Board - from attorneys, from accountants, some very, very smart people who wanted to do the best for the Center to work in the community and just gave up. Anybody who is working for a living who is putting the time into it and they can't be here for three hours and get nothing accomplished - and just be arguing the whole time.

Supervisor Bylewski

You have some items that I mentioned in the opening such as coming up with some of those performance criteria that you think would be appropriate in the contract with the Town. I think would be more appropriate for this body to consider and then come back to the Town Board. There's not a lot of time but you still have a few months to do that before the end of the year.

Last year I had some hesitancy but went along with the idea of letting Center elect own Board members. If it goes in a certain direction, the Town Board should be prepared to go in another direction. Either the Town provide it or another non profit provide it.

We want to make sure the senior members of the Town benefit from the Center.

Another question was regarding cutting the contract but it is going to be up to this body to help us make that determination

Councilman Kolber

We're deadly serious about this.

We have an obligation as stewards of Town taxpayer money that supports this Center. We have an obligation to support intents of the contract that supports their (seniors) interest. I was in favor of members electing their Board members. We haven't yet had the members elect Board members. Direction things have gone - we can't keep going. May have to retake control. Want to make sure that this Center operates in a functional manner and in a friendly, warm constructive manner rather than being self destructive.

Supervisor Bylewski

We would not shut down senior activities. We could cut funding money to CSC, Inc. Town have another not for profit run it or Town take it over.

Councilman Casilio

Have heard negative comments about the way the Board is operating, not negative comments about the Board. Everybody is working very hard on what they are doing. Working too hard in certain areas wasting time, wasting money.

Thinks Board is too big. Would like to see five member Board. Need committees to do things and assign people to do things. Actual Board members is too big. Need at least a plan by Jan 1 or not in favor of contract with CSC, Inc. Board meetings have become work sessions. Should not talk about things over and over again.

Supervisor Bylewski

Perhaps one way to get that focus is to have it as part of the contract . Certain requirements that the Center must meet - whether it's attracting new members, holding certain programs - things that this body can discuss further. Those items can help that focus.

The Councilmen then continued discussions with Board and Center members input.

Other items discussed included:

Requirements as part of contract to help focus.

Perhaps a mediator. Waste of thousands of dollars. No reason you need a referee to teach people to get along with each other.

Factions in membership. Too much fighting going on. Members don't want to deal with it.

Long time members want status quo - hard to go forward.

Some very talented individuals have left the Board.

Some very wonderful things have been done by the Board.

Some of the goals are things that the Center has been achieving right along.

Some goes back to Town Board automatically appointing. Don't see as part of the problem.

You told us(Town) who to put on the Board last year. We may dump the whole Board.

ED states the atmosphere is very upsetting. Her job depends on who and how many come.

Recent years we've shifted from Board members providing volunteer free staff support to concern with detail rules. Need members to develop as officers.

Later Comments by Councilman Kolber

Rules have to be followed but there shouldn't be arguments on rules on this Board. Board should direct vision of where the Center should go, what services, where we are going, what is our future, and have an overall grasp of what is going on. Cannot and should not micro-manage the day-to-day operations. (Gave examples from Town) Have to follow the rules to some extent. There should not be a battle about every last little dotted I and crossed T or what is going on.

Create the vision, guide the programming, steward the funds - that's what this Board should be doing.

Just because a committee comes up with an idea, doesn't mean that it will be approved.

Summary of later comments by Supervisor Bylewski

Come back to the Town with a proposal. Senior activities are extremely successful; we think they could be even more successful. Benchmarks. Board has enough capable members that can come up with reasonable criteria. Benchmarks, goals to be part of contract. Quarterly targets would constrain funding. Operations and overall policies. Need input quick - by end of year. You may need special meetings to deal with it. Would like to see the proposal from this Board. Center itself is extremely successful. As sign of good faith for this Board to come up with ideas (for goals, benchmarks).

Three points. 1) There are rules that have to be followed. 2) The ends don't justify the means. 3) The journey is important too on how you get to that vision and goals along the way.

Regarding Minutes - Up to this body to decide how it wants to do it. Legally don't need much except who made motion, who seconded, the action and votes. Suggests cut back to bare minimum.

Regarding Board Size - Understand your concern about going from a very heavy working Board to one dealing more with policy and governance. Ways that you can go about doing that would be to establish ad hoc committees. Some organizations out there have separate subcommittees of lawyers because they know that if they provide free legal advice they will get some business down the road. Same thing applies to any profession. Can have that talent without having a seat on the Board. Thinks ideally the most effective board size is five to nine people and the average is seven.

Regarding Officers - Not every organization has it that you have to be on the board of directors to be an officer. You may have to have previously served as a director and worked your way through the chairs.

Town Board members left and CSC Board went back to agenda of Committee Reports at approximately 11am.

LEGISLATION & BY-LAWS -

No Report.

PERSONNEL - Jim Blum

No Report.

PLANNING - Janet Vito

No Report.

FINANCE - Janet Vito

COF 9/29/2010

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

Auditors - Amato-Fox came and made a presentation and reviewed background information. They will be reviewing information in preparation for beginning the audit in January.

Basics for Non Profits - (Accounting, Legal & Tax) - Presentation by NYS Society of CPA's on October 26 at the Millennium Hotel at cost of \$15. Board Chair authorized that CSC will pay registration fee for Board or Committee members who attend.

Corporate Cell Phone - Van Driver still uses personal cell phone.

Six Month Financial Review - Discussion on need for Executive Director and Treasurer to provide responses to recommendations in the report in line with the Internal Audit Policy. Motion by Finance Committee to direct the Executive Director follow the audit policy and to respond to the Six Month Audit review. Discussion regarding the recommendations of the audit which were read. The reaction should be a response to the recommendations listed in the six month financial review. Motion carried unanimously.

Motion by Finance Committee to request an appropriate response from the Treasurer to the Six Month Audit Review. Motion carried unanimously.

Financial Controls (payments) - 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."

Motion made by Jim Blum. Second by Darrell Young.

Purpose of motion is related to 1) the customer service people dealing with the customer resolving the matter and 2) eliminate wording regarding checks prepared weekly.

Discussion that this is similar to what many local businesses do where the person who is authorized to handle the item also authorizes related refunds or payments. Comment that we should wait for report of Financial Panel before changing anything. This is in response to the audit that was referred to the Board.

Motion to table the Financial Controls motion made by Janet Vito. Second by Rosemond Ruhland. Voting aye (6) Carpenter, Corbelli, Kirchner, Ruhland, Struebing, Vito.

Voting nay (2) Blum, Young. Motion carried to table Financial Controls motion.

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

None.

OLD BUSINESS

None.

NEW BUSINESS

Performance Benchmarks - Discussion on various possibilities for Committee recommendations and other approaches to develop performance benchmarks for the Annual Contract with the Town of Clarence. Benchmarks could include developing plans as well as specific objectives. They could be over quarter years or several years. They should be able to be measured. Should have something to approve by the next Board meeting. What can be done to support the purpose and mission of the Board. Mission to Program, ad hoc committee to meet very shortly. Small group

Discussion that Chair could form an Ad Hoc Committee to make recommendations to the full Board for consideration. Is it appropriate for me (Chair) to head the ad hoc committee. General consensus for the Board Chair to proceed to get a group together and develop ideas very soon. The plan may include some items that will be done soon and some items for which there may be a plan for later.

Following discussion regarding possible dates, agreement by unanimous consent that we should hold a Special Board Meeting on Monday, October 25 at 9am to consider targets for the 2011 Contract (with the Town).

Summary - Board meeting 10/25, special committee will meet before then and then we will develop topics - something that this Board can approve at the November 4 meeting.

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

Ruth Haas - I'd like to see you getting along better and I hope you all work on that.

EXECUTIVE SESSION

None.

ADJOURNMENT - Motion to adjourn at 11:20am by Rosemond Ruhland. Second by Darrell Young. Motion approved by unanimous consent.

Next Meeting - November 4, 2010

Jim Blum, Secretary