

CLARENCE SENIOR CITIZENS, INC.

4600 THOMPSON ROAD

CLARENCE, NY 14031

REGULAR BOARD MEETING

Date: September 10, 2009

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

ROLL CALL

PRESENT: Maryl Bedenko, Jim Blum, Tony Bylewski, Jackie Carpenter, Paul Corbelli, Bob Hoag, Mary Anne Kermis, Norm Kirchner, Roselle LaBruna, Edna Scherf, Neil Struebing, Janet Vito, Bill Westley, Darrell Young.

Executive Director: Karla Madrid
Town Board Liaison: Bernie Kolber

Excused: Pat Schanzer

Introduction of new Board member Norm Kirchner.

PLEDGE OF ALLEGIANCE - Mission Statement - Neil Struebing

SECRETARY'S REPORT- Jim Blum

Ad Hoc Minutes Committee -

COF 9/02/2009

Brief review of Final Report covering procedure recommendations, content recommendations, and required vote records.

Motion from the Committee to adopt the recommendation for minutes procedure as a Special Rule of Order. Motion approved unanimously.

Motion from the Committee to adopt the recommendation for minutes content. Motion approved unanimously.

Minutes of August 13

Motion to approve proposed language for member content on page 4 by Janet Vito. Second by Jackie Carpenter. Motion approved. Voting aye 10 (Bedenko, Bylewski, Carpenter, Corbelli, Kermis, Kirchner, LaBruna, Scherf, Struebing, Vito). Voting nay 1 (Hoag). Abstain 2 (Blum, Young).

Names for vote were added to New Business item regarding Special Rules of Order based on information from Board member Vito.

Motion to approve minutes of August 13 with accepted revisions made by Jim Blum. Second by Tony Bylewski. Motion approved unanimously.

Motion to discharge Ad Hoc Minutes Committee as having fulfilled their duties made by Jim Blum. Second by Edna Scherf. Motion approved unanimously.

Held Board Minutes - April, May and June will be brought through the new procedure.
Ad Hoc Minutes Committee Minutes - Will be placed in a Committee file in the office.

TREASURER'S REPORT - Darrell Young

Reviewed report. Comment that Violet Oldenski has done yeoman work summarizing Dash's tapes. Received \$488 last month.
Report received and referred for audit.

CHAIRPERSON'S REPORT - Bill Westley

Committee Changes - With new Board member changes will be offered at next meeting.
Chair noted that appointments to the Nominating Committee must be made by the Executive Committee.

Letter to Town - Financial Stipend request and Long Range Capital plan have been submitted to the Town.

EXECUTIVE DIRECTOR'S REPORT - Karla Madrid

As of 08/31/2009 - paid members 1092; total van mileage 78,962.

Month of August - new members 20; total attendance 2,248, meals served 1,135,
van riders 283; van miles 1,811.

Numbers - Going up.

Aging Advisory Committee - 61st NYS Senatorial District - I have accepted an invitation from Senator Ranzenhofer to join this Committee consisting of leaders from various sectors of the aging community. They will meet 2-3 times per year to discuss issues on aging. The first meeting will be at the Clarence Senior Center on September 16, 2009.

Wilson Center Project - The goal of Take Control of Your Health (a non-political project) is to educate and empower individuals on self management of healthcare. The CSC will be the first location where individuals will be videotaped sharing their healthcare experiences with the Wilson Center staff.

Bookkeeper - Tammy Anderson has been hired and will work daily from 10am to 2pm.
Margaret Grindrod's last day is 9/11/2009.

Office Associate - Ad was placed in the Clarence Bee.

Budget for Woodcarvers - Question was asked about budgeted funds for woodcarvers who are interested in having a better scroll saw. Matter to be reviewed by staff. Have to weigh number of people interested against cost.

TOWN BOARD LIAISON REPORT - Bernie Kolber.

Parking Lot Seal Coating - Still planned for this year.

Parking Lot Exit Apron - Observation offered from Board member that exit apron has significant bump.

COMMITTEE REPORTS

FINANCE - Maryl Bedenko

Internal Review - Results in Finance Committee report.

Financials - June and July have been approved.

Town Stipend Accounting - Suggested change to show 1/12 each month by using deferred income account.

Revenue Projections - Suggest solicit where grants have come from before to project possible income.

Umbrella Insurance - Erie County Nutrition Program requires \$1 million coverage. We currently have minimum amount required by Town. Following discussion on possible coverage and related costs - Finance Committee offers a motion to acquire a \$2 million Umbrella insurance policy that will fulfill the Erie County Nutrition requirement. Motion approved unanimously.

MEMBERSHIP - Pat Schanzer (Edna Scherf reporting)

COF 8/24/2009

Member Proposal - Regarding members vote for Board officers is referred back for discussion at Board level.

NOMINATING - No report.

LEGISLATION & BY-LAWS - Tony Bylewski

COF 7/21/2009, Chair report 8/29/2009

Special Rules of Order Proposal - Committee feels that Roberts Rules provide sufficient control for the Board to determine items for discussion, length of and rules to limit debate.

By-law Changes Regarding Voting on Board Actions - Tom Palmer, our attorney, offers verbally the opinion that any changes to by-laws regarding voting by directors requires a 2/3 vote of the entire body. He wants to review our Certificate of Incorporation before finalizing his opinion.

Simple By-law Changes - Mr. Palmer advises that a 2/3 affirmative vote would be required from the members present at a meeting with a quorum.

Roberts Rules - The opinion above means that the vote to accept Roberts Rules as the parliamentary authority should not have failed. Following discussion regarding whether a proper publication of the proposed by-law change was done, it was decided to review the situation and handle it at the next meeting.

CSC By-laws - Mr. Palmer feels that they are not very clear and we would benefit from re-crafting the whole document. He felt that proposed changes should be gathered during a year and reviewed all at one time. Several thousand dollars in attorney fees would be involved for an attorney to formalize them.

PERSONNEL - Neil Struebing

COF 9/01/2009

2009 Objectives - Assignments to cover reviews have been made. Executive Directors name should be removed from assignments 1 & 4 shown in Personnel Committee minutes.

Job Descriptions - Four descriptions will be submitted for next month's Board meeting.

Personnel Files Audit - Covered by assignments on objectives. Draft Audit Form will be used initially until experience has been gained to determine if refinements should be made.

Executive Director Report - More discussions on cross training will occur after the new bookkeeper and office assistant are working. A replacement for Fund EZ will be considered in the future.

Open Jobs Status - Candidates were reviewed in executive session.

PLANNING - Jim Blum

COF 8/27/2009

Town Community Center - Packets of information have been distributed. Town's Consultant said our booklet was one of the best ever seen. Nothing further needs to be done until the consultant contacts us.

Wish List - List with rough idea of price will be given to the staff for publication and reference use when anyone shows interest in offering a grant or donation. Selections can then consider items and estimated prices.

PROGRAMS/PUBLICITY - Edna Scherf

COF 8/24/2009

Art Partner - Last year's partner art work will be framed to display in the Center. We would like to have an intergenerational art show to also showcase our members work.

Internet Web Page - We may want to do our own web page . The Library wants to do their own web page as well. Clarence High School students have the ability to set up a web page. We may be able to partner with the Library and the School to develop a web page.

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

Violet Oldenski - Are meetings being recorded?

Recorder was on table and announced at beginning of meeting.

Ruth Haas - When will the list of committee changes be posted? Next month.

Rosemond Ruhland - 1) Interested in report of Minutes Committee. Would like to read it.

Minutes of meetings and final report will be on file in the office.

2) Woodcarvers told me they are not using the old scroll saw.

Suggest you tell them about money available for woodcarving.

Mary Anne Kermis - Is very proud of the Minutes Committee. Worked collaboratively with lots of give and take. This spirit makes us a better Board.

OLD BUSINESS

Board Governance - Comments by Edna Scherf, Ad Hoc Committee on Board Governance.

Reviewed history of training and resulting energy. Offered renewed hope for our Board. Some benefits are a change to forward thinking, from reactive to proactive, more clarity, explicit, not mired in minutia, Board speak as one voice, etc. Better policy governance allows a Board to achieve what it should achieve.

Requests Board members review material handed out and ask questions. Also to re-examine the vision you bring to the Board.

Committee has not met but will begin to bring in more specifics each month.

Comment by Councilman Weiss: Set meeting time, must move along crisply due to time constraints, have committed time to be out of meeting. Members must monitor themselves accordingly.

Job Opening Policy - Board member Vito requests an explanation on Job Opening Policy at next meeting. Policy is on file.

NEW BUSINESS

Voting on CSC Board Officers - Motion by Jackie Carpenter "That Clarence Senior Center members, who were appointed to Board Committees, be granted voting privileges so they can take part in the election of Board officers starting with the year 2010 election." Second by Maryl Bedenko.

Discussion of issues including legal, corporation, per person or per committee, and others.

Motion by Darrell Young to table the previous motion until it can be further investigated. Second by Mary Anne Kermis. Motion approved to table. Voting aye 8 (Blum, Hoag, Kermis, Kirchner, LaBruna, Scherf, Struebing, Young), voting nay 4 (Bedenko, Carpenter, Corbelli, Vito), voting abstain 1 (Bylewski).

Referred to the Legislation & By-laws and Membership Committees for investigation and pros & cons.

Comments by Tony Bylewski regarding selection and appointment of board members.

CSC Member Proposal - Consideration Included above.

Discussion Request - Board member Vito requested time to discuss items previously identified. Chair stated that the Executive Committee analyzes to decide on agenda. A (Board) member has the opportunity to make a motion, when appropriate in the meeting, to get it considered.

Performance Evaluation Committee (PEC) - Board member Vito requested status of PEC. Chair stated that the procedure is being followed and the Committee will bring evaluation to the Board in the fourth quarter.

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

Violet Oldenski - Thanks to the Legion who have accepted a CSC box to collect Dash's receipts. Old cell phones can now be placed in the boxes also. Let us know of any other organization that might accept one of our collection boxes for Dash receipts or cell phones.

Rene Williams - As a stockholder, I get to vote. I Don't see why there is any difference if members vote for Board officers.

Ruth Haas - Don't know if it was the Ad Hoc Committee or the fact that two Town Board members were here but this is one of the best Board meetings I've attended.

Joe Weiss (TB member) - Let Town Board know who you want on the Board. Will they work in concert with the rest of the Board? Would like more involvement of members. Suggests to Board member who requests discussion - "Don't mince around, ask directly."

Bernie Kolber (TB Liaison) - Wonders why members are not electing Board members or at least making input if not electing. Commented that certain expertise is needed. Library Board makes recommendations to Town Board.

Janet Vito - Town Board and CSC Board should inform each other regarding Board candidates. In 2007 candidates were reviewed and a recommendation was given to the Town.

Ruth Haas - It may be a good start to let some members vote as a trial.

Bernie Kolber - Not sure it is legal to have non Board members vote for officers.

Rosemond Ruhland - Regarding the Carpenter proposal - would the committees meet separately or together. Chair comment that they would probably do both.

Tony Bylewski - Step to consider whether the Town Board could stop appointing Board members would require Town attorney to evaluate.

Bernie Kolber - Town Attorney says this is a corporation that must make its own decisions.

EXECUTIVE SESSION - Motion to go into Executive Session to consider work history of a specific employee under 105(1f) at 10:38 am by Neil Struebing. Second by Jackie Carpenter. Motion approved by unanimous consent.

Motion by Darrell Young that Executive Director workload be changed to 40 hours at the same rate. Second by Maryl Bedenko. Motion approved. Voting aye 10 ((Bedenko, Bylewski, Blum, Hoag, Kermis, Kirchner, LaBruna, Scherf, Struebing, Young). Voting nay 0. Voting abstain 3 (Carpenter, Corbelli, Vito).

Motion to go out of Executive Session at 11:05 am by Darrell Young. Second by Jackie Carpenter. Motion approved by unanimous consent.

ADJOURNMENT - Motion to adjourn at 11:08 am by Tony Bylewski. Second by Bob Hoag. Motion approved by unanimous consent.

Next Meeting - October 8, 2009

Jim Blum, Secretary