

**CLARENCE SENIOR CITIZENS, INC.  
4600 THOMPSON ROAD  
CLARENCE, NY 14031**

**SPECIAL BOARD MEETING**

**Date: September 21, 2011**

**Meeting called to order at 2:00 pm by Chair Bill Westley.**

**ROLL CALL**

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

EXCUSED: Henry Becker, Violet Oldenski.

Executive Director: Karla Madrid

Town Supervisor : Scott Bylewski (in 2:05pm, out 2:45pm)

Town Board Liaison: Bernie Kolber (not present)

**PLEDGE OF ALLEGIANCE** - Mission Statement - Darrell Young

**BOARD SIZE BENCHMARK -**

Board Chair opened discussions welcoming the Town Supervisor and with comments including opinion of most of the CSC Board that the 2011 benchmark regarding board size was accomplished and that there was a misunderstanding regarding the 2012 benchmark on Board size.

Town Supervisor commented that there is a big disagreement because of the Town Board understanding based on the contract. There is a question whether the Town will agree to modify the contract.

Under Schedule A of the contract reduce Board size is number 4. Strategy is adjust size by attrition in fall elections. Re-evaluate in 2012 to verify if nine and then seven make sense. Completion date section -13 in 2011, 9 in 2012 (by September 31 2011) taken to mean that the decision has to be made by September 31, 2011 with respect to nine for 2012.

Supervisor commented on suggestions for smaller board size including a two tier structure with a small governing board and an advisory board. Take advantage of larger number for advisory input and have the nimbleness of a smaller Board which is what we were talking about over a year ago. These are things for the Senior Center Board to consider.

Supervisor doesn't have clear direction from the Town Board. Whether they would stick with this goal that was mutually agreed upon or whether they would be willing to deviate with respect to the number.

**CSC Board September 21, 2011 - Board Approved 10132011**

The Supervisor stated that no decision can be reached today and because the benchmark has not been met, he can't cut the check unless it is approved by the Town Board.

Chair states that we could get to nine by attrition in 2012 if it makes sense. Some (CSC Board) members question if that makes sense.

Responding to question, Supervisor states the goal is to go to nine in 2012 and then reevaluate if nine and seven make sense.

Discussion on Town meaning of the board size benchmark and possibilities for going to nine member board. Town Board is concerned about the large size and direction of the Senior Center Board and conversations emerging from the CSC Board directors. Comment that the benchmarks were mutually agreed goals and part of the contract. These goals were not imposed unilaterally by the Town. Comment that some Town Board members feel this should be a smaller board.

Supervisor comment that the Town Board feels that the Center is running very well.

Comment that we will lose leadership if we go to nine board members now and don't do the election.

Senior Center Board has a concern about the (CSC) Board size and the Town Board has concern about the size also.

Chair comments that we like a 12-13-14-15 member (CSC) Board.

Chair suggests possibly modify the 2012 benchmark goal and maybe stay at 13 with goal to get to 11 in 2012 while we look again.

Supervisor suggests that the contract could possibly be renegotiated as to the benchmark.

CSC Board Chair commented on difficulty of getting Board members and the annual attrition. We can get to almost any number by just standing still.

Comment that internet research shows most non profits seem to have six standing committees. Secretary reviewed current activities of the existing six standing committees compared to other non profits. As CSC now has to find new board members where the Town has done it, we will need a Board development committee to seek out and find potential Board members.

Supervisor comment (regarding six standing committees) that if each member were on three committees, a nine member board would work.

Further comments by the Supervisor on the board size benchmark included why did the CSC Board agree to it and how long did the benchmarks circulate among Senior Board members? Why did you agree with it?

Board member Vito commented on need to come into conformity with the benchmarks, standing committee assignments, and meetings without a quorum. She also commented that skill sets and recruitment (of Board members) are crucial. (COF dated 9/16/11) Committee work load should be more evenly divided (if skills available).

Discussion on committees and that there is a generally accepted principle to serve on not more than two committees. NYS Non profit law requirements for three Board members on each standing committee.

Supervisor comment that you are essentially at a good range (regarding size).

Board member Schulz commented that we are at 13. He doesn't think a different board configuration like using advisory members would reduce acrimony where it exists. We didn't realize the Town was so firm on the belief that we should be at eleven next year. We would like to renegotiate the board size benchmark to the satisfaction of the Town. We need to get the stipend.

Town Supervisor commented that this issue still needs to go to the Town Board and it needs to be more saleable. There are some Town Board members who feel fairly strongly about the size reduction on the Senior Center Board. He's not sure that 13 will carry. Also that CSC Board should be thinking about benchmark proposals for next year so that they can be discussed and be agreed at the end of the year. The Town has made multi year contracts with some organizations. Having proposals for next contract may make this easier to sell to the Town Board.

Supervisor suggests that one way to reduce board size next year might be to decide on a number and have an election for all board seats. Then the top vote getters would be assigned to a three year term, the next level of votes would get a two year term, the next level would get a one year term and the remainder would not serve.

Comments on our (CSC) experience with use of pro bono help and the difficulty to get timely help when need is urgent.

There is urgency for a CSC response regarding board size because the Town Board meets next week (9/28) and, if approved then, the stipend would come two weeks later. If no agreement, the current (contract) agreement would stand.

**Town Supervisor left at 2:46pm.**

## **BOARD DISCUSSION ON SIZE BENCHMARK**

Discussion that a gradual change in governance may reduce need for board members.

Comment that we should honor the contract and go down to nine board members or the Center and customers are at risk. Discussion regarding options like go to 11, past Board members on committees or as advisors, take a step toward the nine. Contrasting comment that we should propose what we think is the right number with the skills to do the job best. The way the Town does business is changing. Contracts are renegotiated all the time for good reasons.

Discussion on what CSC should propose as to possible board size and a committee reduction. Norm Kirchner has decided against running for reelection which could put CSC Board at 12 at the beginning of 2012. Comments that we should consider Membership Committee report to staff, reduce one committee, and reduce Board size to eleven (11) in 2012.

Bylaws Committee has discussed keeping a range of 5 to 15 in the bylaws to allow flexibility and opportunity to add a board member when a unique opportunity occurs. The fact that our current bylaw proposals and related NYS law would require a special membership meeting to elect a replacement for a board member who resigns or to fill an opening on the Board was discussed.

Motion to offer a Board size of eleven effective January 1, 2012 made by Norm kirchner. Second by Jackie Carpenter. Voting aye (6) Carpenter, Corbelli, Kirchner, Ruhland, Schulz, Zuffranieri Voting nay (4) Blum, Struebing, Vito, Young. Motion carried.

Discussion on content of Board Chair letter to the Town included that we would consider board size and decide if eleven is too few or too many by September 2012 to be effective for January 1, 2013. Chair to draft a letter to the Town and distribute to the CSC Board for feedback.

Comment that we need to have proposed benchmarks for 2012 ready for discussion before year end. Probably should have more benchmarks related to the Center mission. Possibly a smaller number of big ones (benchmarks).

Copy of previous letter and attachment to Town to be distributed to Board for background.

Motion that the Board Chair draft a letter stating that we propose to modify the benchmark for 2011 by going to 11 Board members for 1/1/2012, analyze and decide what number we think is right at the August 2012 Board meeting and consider the Board proofreading feedback, decide on the final content, and send the letter to the Town made by Paul Schulz. Second by Jim Blum. Motion carried unanimously.

## **BOARD CANDIDATES**

Nominating Chair reports there are no more applicants. There are only three candidates as Norm Kirchner has declined to run. Comment that we will be voting for two Board members from the three candidates unless someone else resigns.

Discussion on how the candidates were evaluated.

## **BYLAWS**

Bylaws Committee distributed proposed Bylaw revisions (COF 9/21/2011) that would write the Town out of the bylaws, cover members electing Board, and made a motion to approve them for posting.

Discussion followed regarding the need for chance to review, urgency, lack of comparison of proposed to current, need posted now to be in time for elections, must be posted for 30 days, does not affect the election, and possibility of challenge. We approve it for posting for 30 days and then approve it after the 30 days.

Comment that the Town has asked that we send proposed bylaws changes for review by the Town attorney before we approve them and that the last time we posted something this way there was a big reaction from Center members. We can do the election the same way as last year with the Town appointing those that are elected if we have to do so..

Motion to table the bylaws proposal made by Janet Vito. Second by Rosemond Ruhland. Voting aye (9) Blum, Carpenter, Corbelli, Ruhland, Schulz, Struebing, Vito, Young, Zuffranieri. Voting nay (0). Voting abstain (1) Kirchner. Motion carried.

**ADJOURNMENT** - Motion to adjourn at 3:40pm made by Paul Corbelli. Second by Jim Blum. Motion approved unanimously.

**Next Meeting** - October 13, 2011

Jim Blum, Secretary