

**The Senior Alliance  
Board Reorganization Ad-Hoc Committee Minutes  
August 27, 2009**

**Held at The Senior Alliance**

**Members Present**

David Ippel  
Tom Jankowski  
Helen Morrison  
Tony Woods

**Staff Present**

Bob Brown  
Jessica Larsen  
Cherie Mollison  
Debra Waugh

**Guests Present**

Denise Champagne  
Gary Hayden  
Richard Henningsen\*  
Marsha Koet  
Pat McKarge  
John Pedit  
Gay Ware  
Kari West

**Members Excused**

Ed Bagale

\* Officer of the Board



Chairman Tom Jankowski called the meeting to order at 9:05 a.m.

**ROLL CALL**

A quorum was present.

**WELCOME/INTRODUCTIONS**

Chairman Jankowski welcomed the committee members and introductions were made.

**PUBLIC COMMENT**

Chairman Jankowski opened the floor for public comment.

Gay Ware, Board Delegate from Livonia, stated that she can understand change and progress, but wants to make sure the process is done effectively and with the communities in mind.

Denise Champagne, Board Delegate from Inkster, stated that she is somewhat confused why, if the issue of conflict of interest was discussed 4 years ago, the reorganization wasn't mandated sooner.

Tom Jankowski read a written testimony, received via email, from Ron Lieberman, as follows:

*“TSA Board of Directors Re - Organization Ad - Hoc Committee*

*my name is ronald lieberman.*

*i am vice chairman of the TSA advisory council.*

*i am privileged to be a member of the program/finance committee*

*i also have been a MMAP counselor/volunteer with TSA for 15 or so years.*

*i believe the reorganization of the TSA board as suggested by OSA unnecessary.*

*two issues seem to be the problem:*

1. *conflict of interest*

- *the concept that having senior center directors serve as board members may be a conflict of interest denies the fact that the director does not personally benefit from any board action. the same concept would deny any municipality elected official, employee or resident from serving. in fact no wayne county resident could serve as a board member. further, no TSA employee could live in wayne county.*
- *the present method used where the service center directors abstain from voting on items that only affect their municipality may be cumbersome but it works and usually happens only at the annual contract award meetings*

2. *number of board members*

- *the number of board members is large. the TSA operation is managed by a very talented and dedicated staff. the executive committee properly makes executive decisions as required and that system works well. the program/finance committee diligently reviews and recommends to the board all financial and program issues and that system works well. the board at large provides an enormous wealth of information regarding senior needs that can not be captured in any other way. a two minute presentation at the board meeting is very very limiting.*

*TSA is different. this does not necessarily mean TSA is wrong. the TSA area is contained within one county. several AAA's include several counties. TSA is all urban. some AAA's are all rural. the TSA was formed with the help and commitment of the municipalities it serves who agreed at the start to help finance the organization and provide qualified people to serve on it's board.*

*the TSA works with the present systems in place.*

*i recommend the ad hoc committee work with OSA to consider a solution satisfactory to OSA and retaining the valued input of the senior center directors.”*

### **BACKGROUND INFORMATION**

Gary Hayden, legal consultant, reviewed the legal issues regarding OSA's requirements and findings. The two findings regarding the current Board of Directors are the number of Board members that have a duality or conflict of interest, and the large size of the Board. These findings violate principles of good governance of non-profit boards and must be addressed. Mr. Hayden recommends that the committee develop a process based upon Six Sigma principles to identify and resolve defects. The first step would be to define the scope of the reorganization and agree upon the committee goals.

These goals must certainly include correcting the compliance issues identified by OSA, but might also include other matters such as optimizing the performance of the board. Chairman Jankowski noted that the goals must be specific, measurable, and realistic.

Cherie Mollison distributed a handout outlining Board of Directors statistics for all the Area Agencies on Aging in Michigan. The committee reviewed the handout. TSA has the largest Board and is one of the few Boards that allow contractors/vendors to sit on the committee. However, the other 2 AAA's each have less than 5 contractors/vendors on their Board and TSA has 23, which is over half the makeup of the committee. Other AAA's utilize the input from providers on their Advisory Council instead. A lengthy discussion ensued regarding the differences between the various AAA boards and the way in which board members are appointed.

### **RECOMMENDED APPROACH**

Gary Hayden discussed the previously mentioned Six Sigma process. This consists of:

- Define
  - Develop committee goals
- Measure
  - Gather facts
- Analyze
  - Complete a thorough analysis
- Implement
  - Implement ideas and ensure compliance with governing bodies
- Control
  - Test solution

At the next meeting, members will define their goals and establish the principles and priorities they will follow based on OSA standards, best practices identified by the National Association of Area Agencies on Aging, and the mission of TSA.

### **COMMITTEE TIMELINES AND PROCESS ISSUES**

Cherie Mollison and Debra Waugh informed members and guests that the Public Hearing for the Ad-Hoc Committee will be on September 30, 2009 at The Senior Alliance. Also, all information regarding the Ad-Hoc Committee is on TSA's website; you can access the information by going to [www.aaalc.org](http://www.aaalc.org) and clicking on "What's New." Lastly, letters were sent out regarding the Ad-Hoc Public Hearing to all Board Delegates and Alternates, Mayors/Supervisors, City Managers, Michigan Representatives in PSA, Michigan Senators in PSA, Wayne County Commissioners in PSA, Robert Ficano, and Sharon Gire.

### **NEXT STEPS/ADDITIONAL INFORMATION-ACTION ITEMS**

Members discussed the information they would like emailed before or passed out at the next meeting.

The action items are as follows:

- Cherie will take the lead in asking that OSA and the DCH lawyer coming to the September 24<sup>th</sup> Board meeting describe the findings related to the TSA Board in terms of the OSA Operating Standards for AAA's.
- Debra to provide statistics concerning the attendance of Board members and their Alternates at the TSA Board meetings.
- Cherie to obtain and share a copy of the State Advisory Council report on Senior Centers.
- Gary to look into the issue of counties having the "first right of refusal" for AAA designation.
- Cherie to obtain models from select AAA's indicating how other Advisory Councils interact with the Board of Directors.
- Cherie to secure Lynn Kellogg's attendance at the September 16<sup>th</sup> or the September 30<sup>th</sup> Ad-Hoc meeting for a brief presentation.
- Cherie will work with Debra and Bob to get a flow chart developed outlining the relation of all TSA committees and how they relate to TSA operations, including the roles and functions of each committee.
- Cherie to distribute a sample of what Board Source provides.

**ADJOURNMENT**

The meeting adjourned at 11:20 a.m.

A motion by Helen Morrison and seconded by David Ippel to:

**ADJOURN THE MEETING.**

**MOTION CARRIED UNANIMOUSLY.**

Recorded by:

Approved by:

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*Jessica Larsen, TSA Staff*

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*Tom Jankowski, Chairman*