

**The Senior Alliance  
Board Reorganization Ad-Hoc Committee Minutes  
September 16, 2009**

**Held at The Senior Alliance**

**Members Present**

Ed Bagale  
Richard Henningsen\*  
*Ex-Officio*  
David Ippel  
Tom Jankowski  
Helen Morrison  
Tony Woods

**Staff Present**

Bob Brown  
Gary Hayden  
*Contracted Facilitator*  
Jessica Larsen  
Cherie Mollison  
*Consultant*  
Debra Waugh

**Guests Present**

Denise Champagne  
Marsha Dotson  
Marsha Koet  
Ron Lieberman  
Barbara Marcum  
John Pedit  
Gil Talbert  
Kari West

\* Officer of the Board



Chairman Tom Jankowski called the meeting to order at 9:00 a.m.

**ROLL CALL**

A quorum was present.

**WELCOME/INTRODUCTIONS**

Chairman Jankowski welcomed the committee members and introductions were made.

**APPROVAL OF THE MINUTES**

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

**APPROVE THE MEETING MINUTES OF AUGUST 27, 2009.**

**MOTION CARRIED UNANIMOUSLY.**

**APPROVAL OF THE AGENDA**

A motion was made by Richard Henningsen and seconded by Helen Morrison to:

**APPROVE THE AGENDA, AS PRESENTED.**

**MOTION CARRIED UNANIMOUSLY.**

**PUBLIC COMMENT**

Chairman Jankowski opened the floor for public comment.

John Pedit stated that he read the Board Source information online and noticed that most of the Area Agencies on Aging agree on having a retreat for Board and other committee members.

He stated that he was present when TSA had a retreat around 5 years ago and that it accomplished a lot and brought forth many benefits. Also stated, Mr. Pedit believes if TSA and TSA's Board of Directors must follow Robert's Rules of Order, then all Board members, moving forward, should be issued a copy of the book.

Denise Champagne announced that she was pleased to hear, at the last Ad-Hoc meeting, that all business conducted in these meetings will be on TSA's website and/or emailed to the Board of Directors, or by some other form of notification. She stated she was unhappy to learn of Bob Brown speaking about the Board Reorganization/Ad-Hoc Committee at the Conference of Western Wayne. Mr. Brown responded by informing Ms. Champagne that the Conference of Western Wayne is a standing appointment on his calendar, that he and Jason Maciejewski attended. He was not on their agenda to speak about this issue. A question was raised regarding the Reorganization, and he answered the question, explaining the reason for OSA's finding, and gave the Public Hearing date to the attendees.

Ron Lieberman recited his written comment, as follows, for the committee.

"In my comments to the committee on August 27, I expressed my thoughts re conflict of interest on the TSA board stating: ***"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."***

I request the committee address that concept.

In addition, during previous arguments I had with myself, I posed the following concept: ***Similar concerns arise in other situations such as the state legislature where representatives from Dearborn or Detroit must decide and vote on awards to their municipality. Somehow that does not seem to be a problem.***

***Further, today's news read "bishop international airport in flint will receive a \$1,848,902 federal aviation grant, Rep. Dale Kildee, d-flint announced Monday" suggesting Kildee voted for the award.***

I request the committee address these thoughts.

I ask these questions so that all involved, not just the ad hoc committee, has access to all the information used to make the suggested changes so that all are VERY comfortable with the final outcome.

Additional thoughts I had (08-15-09 are:

POSSIBLE SOLUTIONS (re: conflict)

1. Continue board membership as is but permit voting on all contracts similar to state legislature.
2. Continue board membership as is. Board members who represent municipalities continue to abstain any contract to their municipality

3. Continue board membership as is but eliminate all awards given to specific municipalities but defer to contractors who would bid on and manage services at various senior centers such as senior meals
4. Have no members of municipalities serve on board BUT increase the role of the advisory council and have rotating members from municipalities serve as council members.
5. Have no representatives from municipalities

POSSIBLE SOLUTIONS (re: # of board members)

1. Cluster board membership with senior center directors by areas within TSA.”

Further, Mr. Lieberman complimented TSA for being transparent during this process, for putting all the pieces of information discussed or handed out to the Ad-Hoc Committee on TSA’s website; [www.aaalc.org](http://www.aaalc.org).

Gil Talbert made a comment that he was curious as to why this conflict of interest finding has come up now. His question was addressed and explained that the current conflict of interest problem happened slowly over the years, and became more apparent after OSA eliminated Senior Center Staffing funding as a line item and TSA kept it.

Kari West stated that this will be a difficult process but thinks that TSA and the Ad-Hoc Committee are handling it properly and putting a lot of thought into it.

**LYNN KELLOGG-CEO OF REGION IV AAA, PRESIDENT OF N4A**

Lynn Kellogg was conferenced in to the meeting to speak about her experience with her own Board of Directors and the reorganization she experienced some years ago. In early 1980’s, it was apparent that Region IV had to reorganize their Board of Directors due to conflict of interest. Once completed, their Board of Directors began operating very smoothly, and still does today. Their agency covers 3 counties. Their Board is composed of 9 County appointed members, and 3 alternates; one alternate per county. They also have incorporated up to 6 resource persons. Currently, only 3 of those spots are filled. They include an administrative person from a health clinic, a person from Benton Harbor, and one attorney. The alternates are not counted towards a quorum or given voting privileges unless the delegate isn’t there.

Ms. Kellogg also discussed Project 2020 and the direction the aging network is headed. The first component of Project 2020 is to strengthen and advance Information and Assistance on a National scale. Project 2020 is also moving towards collaboration with other networks, such as disability networks.

**OLD BUSINESS/ACTION ITEMS**

Cherie Mollison reviewed handouts given to the Ad-Hoc members as a result of questions raised at last month’s meeting. Ms. Mollison spoke about a recent SAC report on senior centers. Senior centers are very different throughout the state. They target their population.

They can range from serving 500-5,000 individuals annually. Some are aimed towards the frail elderly population, while others are aimed towards the active “baby boomer” population. Next, Debra Waugh presented the committee members with a flow chart of TSA committees and operations. All information handed out is on TSA’s website. A discussion ensued regarding the information that’s presented and put on the website. The Board of Directors has been informed that they will be able to view all presented information.

The only question/problem that was raised was to ensure that Board members did not get offended by any information posted on the website. For example, the Board attendance sheet for 2008 and 2009 that was reviewed by the committee. The consensus was that all information must be posted in the website.

A motion was made by Helen Morrison and seconded by Tony Woods to:

**POST ANY AND ALL INFORMATION GIVEN TO THE AD-HOC COMMITTEE ON THE SENIOR ALLIANCE (TSA) WEBSITE, IN LIGHT OF THE FACT, THAT TSA IS A PUBLIC ENTITY AND ALL MEETINGS ARE OF PUBLIC NATURE.**

**MOTION CARRIED UNANIMOUSLY.**

Gary Hayden and Tom Jankowski discussed briefly their phone conversation with OSA staff persons. They were informed that abstention from voting is not enough when such a high amount of conflict exists.

Unfortunately, the meeting ran over on time and the remaining agenda items will have to be continued at the next meeting. The Ad-Hoc Committee members were reminded that the next meeting will be held on September 30, 2009 in conjunction with the Ad-Hoc Public Hearing.

Next, Cherie reviewed the information requested to be presented at the next meeting.

They are as follows:

- To see if other Advisory Councils review incoming contracts for the agency?  
-Cherie Mollison
- To view the funding sources; “Yellow Brick Road” document-Debra Waugh
- A short synopsis on Robert’s Rules of Order-Debra Waugh
  - (ie. Why it was established, basic principles, etc.)
- More information on Project 2020-Cherie Mollison
- Get a copy of the Board Source article on the unique challenges of appointed Boards.
- For Cherie Mollison, Tom Jankowski & Gary Hayden to meet and develop models, for the committee’s review, to determine the route to be taken to proceed with reorganizing the Board of Directors.

**ADJOURNMENT**

The meeting adjourned at 11:50 a.m.

A motion by David Ippel and seconded by Helen Morrison 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*