

**The Senior Alliance
Board Reorganization Ad-Hoc Committee
October 14, 2009**

Held at The Senior Alliance

Members Present

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

Staff Present

Bob Brown
Jessica Larsen
Jason Maciejewski
Cherie Mollison
Consultant
Maggie Watson
Debra Waugh

Guests Present

Denise Champagne
Joan Gebhardt
Marsha Koet
Ron Lieberman
Barbara Marcum
John Pedit

Members Excused

Ed Bagale

* Officer of the Board



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

WELCOME/INTRODUCTIONS

Chairman Jankowski welcomed the committee members. A quorum was present.

PUBLIC COMMENT

Chairman Jankowski called for Public Comments.

John Pedit: Mr. Pedit stated that the At-Large members of the new Board should have the same amount of alternates available as the elected officials, in whichever model is approved.

Ron Lieberman: Mr. Lieberman reviewed his attached written comment. He also expressed that the new By-Laws should state, in detail, who can and can not serve on the Board from a municipality. Lastly, a discussion ensued regarding the Board Treasurer's resignation. Chairman Jankowski reiterated that neither the Treasurer, nor any Board member, have been suspected of doing anything wrong.

APPROVAL OF THE AGENDA

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

APPROVE THE AGENDA, AS PRESENTED.

MOTION CARRIED UNANIMOUSLY.

APPROVAL OF THE MINUTES

A motion was made by Tony Woods and seconded by David Ippel to:

APPROVE THE MEETING MINUTES OF SEPTEMBER 30, 2009.

MOTION CARRIED UNANIMOUSLY.

TIMELINES FOR AD-HOC RECOMMENDATIONS TO TSA BOARD

Debra Waugh reiterated the importance of sticking to the timeline to get recommendations to the Board of Directors at the December 10, 2009 meeting. Therefore, it's imperative that a model be chosen today, from the information given at the last meeting. There are two more meetings scheduled that would be best utilized reviewing the model and making any necessary changes. The goal of TSA Staff is to have the Board Reorganization recommendations, as well as By-Law changes, mailed to the Board of Directors as early as possible. Ideally, TSA would like to have the materials mailed out no later than November 14, 2009.

REPORT FINDINGS & DISCUSSION OF CONTACT WITH CWW, DCC & WAYNE COUNTY OFFICIALS

Jason Maciejewski spoke with Jim Perry, Downriver Community Conference; Marsha Bianconi, Conference of Western Wayne; a staff member of Edward Boike, Jr., Wayne County Commission Chair; and Alan Helmkamp, Assistant Wayne County Executive; regarding the Board Reorganization process and the possible solutions for membership appointments. Jason said that the Wayne County Charter has a provision stating that no Wayne County Commissioner can elect/appoint someone to any position. The Wayne County Executive has the right to appoint with Commission approval. Unfortunately, elected officials have a lot of responsibilities and time constraints are a great concern.

The Downriver Community Conference and the Conference of Western Wayne have experience in appointing members to Boards; ie. The Transit Authority. Because elected officials have so many other obligations, it was suggested that language include "up to" a particular number of elected official appointments. By using the Conferences model, the vast community makeup could allow for rotating representation. TSA would attend DCC and CWW monthly meetings, to present information and be available for questions. The population information discussed is available on www.aaal.c.org.

OLD BUSINESS/ACTION ITEMS

Cherie Mollison answered a question that was presented at the last meeting; whether or not other AAA's have Corporate Committees. She stated that she has 8 out of 16 AAA's By-Laws and none of them have a Corporate Committee. Also, upon speaking with someone at the State level, he was under the impression that no other AAA in Michigan has a Corporate Committee. Also, it was requested to learn the difference between a "finding" and "recommendation," per OSA's definition. Cherie stated that the conflict of interest is a finding, and needs to be resolved. The large Board size is a recommendation, as of now. However, if the size became a problem, it could then turn into a finding. The other action items were already reviewed; population statistics from DCC and CWW, to speak to individuals from CWW, DCC & Wayne County Commission.

SELECT MODEL TO PRESENT TO TSA BOARD

A discussion ensued regarding Ron Lieberman's suggestion to keep the current mechanism for appointing Board members, while either eliminating all funding to communities for Senior Center Staffing, Evidence Based Disease Prevention, and Transportation or preventing any city/township employees from serving on the Board. A lengthy discussion ensued on the presented Board models.

A motion was made by Dick Henningsen and seconded by David Ippel to:

ELIMINATE CONSIDERATION OF UTILIZING THE CURRENT BOARD MECHANISM FOR APPOINTMENTS WITHIN THE 34 COMMUNITIES; EVEN IF PROHIBITING CITY AND TOWNSHIP EMPLOYEES FROM SERVING, OR BY ELIMINATING SENIOR CENTER STAFFING, EVIDENCE BASED DISEASE PREVENTION AND TRANSPORTATION FUNDING.

MOTION CARRIED UNANIMOUSLY.

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

UTILIZE MODEL #2 FOR THE NEW BOARD OF DIRECTORS STRUCTURE.

**4-YAY (Dick Henningsen, David Ippel, Tom Jankowski, Helen Morrison)
1-NAY (Tony Woods)
MOTION CARRIED.**

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

ALTER MODEL #2 TO ALLOW CONFERENCE OF WESTERN WAYNE AND DOWNRIVER COMMUNITY CONFERENCE EACH 6 MEMBERS, 5 AT-LARGE MEMBERS, AND 1 ADVISORY COUNCIL CHAIR; FOR THE TOTAL OF 18 MEMBERS.

MOTION CARRIED UNANIMOUSLY.

A motion was made by Dick Henningsen and seconded by Tony Woods to:

ALLOW 1 ALTERNATE, WHICH WOULD BE THE ADVISORY COUNCIL VICE-CHAIR, TO ATTEND THE BOARD MEETINGS BUT ONLY VOTE WHEN THE ADVISORY COUNCIL CHAIRPERSON IS ABSENT.

MOTION CARRIED UNANIMOUSLY.

A motion was made by Dick Henningsen and seconded by Tony Woods to:

NOT HAVE AN AGE REQUIREMENT FOR THE BOARD OF DIRECTORS.

MOTION CARRIED UNANIMOUSLY.

A motion was made by Tony Woods and seconded by Dick Henningsen to:

**TABLE THE CONFLICT OF INTEREST ITEM UNTIL THE NEXT MEETING.
MOTION CARRIED UNANIMOUSLY.**

A motion was made by Tony Woods and seconded by Dick Henningsen to:

**TO REQUIRE THREE YEAR, STAGGERED TERMS WITH NO TERM LIMITS
FOR THE BOARD OF DIRECTORS.
MOTION CARRIED UNANIMOUSLY.**

DEFINE NEXT STEPS/REVIEW ACTION ITEMS

Cherie Mollison reviewed the items requested for the next meeting. They are as follows:

- Tom Jankowski to give a full Ad-Hoc report to the Board on October 22nd.
- Cherie Mollison and Gary Hayden to compose a conflict statement, after reviewing the work accomplished today and other AAA's By-Laws.
- Cherie Mollison to look into having the Nominating Committee be in charge of nominating At-Large members.
- Cherie Mollison to prepare a list of unresolved issues and recommendations on the outstanding items to be presented at the next meeting.
- To discuss committee structure; Finance/Program, etc.

PUBLIC COMMENT

Ron Lieberman: Mr. Lieberman stated that the Advisory Council would benefit from senior center directors and their vast knowledge. The Advisory Council would become a kind of "steering wheel" and steer the Board in the right direction. He also disliked the idea of requiring CWW or DCC to appoint Board members based on a matrix. Lastly, Ron asked that Tom Jankowski update the Board members at the Oct. 22nd meeting on all the information and decisions made from today's meeting.

Marsha Koet: Ms. Koet added that she would like to see veterans and disabled individuals on the matrix for desired demographics for the Board, due to the fact that TSA is expanding their programs. Also, she would like to see the Ad-Hoc Committee discuss TSA's committee structure, and possibly separate Finance and Program Committees, like was previously done.

Joan Gebhardt: Ms. Gebhardt stated that she came in late and wondered who talked to the Commission regarding the possible appointment mechanism, and who did they talk to. Jason Maciejewski stated that he spoke with a staff member from Edward Boike, Jr.'s office, who is the Chair of the Wayne County Commission and Alan Helmkamp, Assistant Wayne County Executive.

John Pedit: Mr. Pedit stated that, again, he thinks the new Board should have a retreat that was done in prior years. During the retreat, it should be explained what's expected of a Board member. He also stated that the current Board will vote on a topic and approve it, but never hear about it again, and that should be changed; there should be a follow up process. Lastly, he stated that the Corporate Chair should also be a member of the Advisory Council.

ADJOURNMENT

The meeting adjourned at 11:40 a.m.

A motion by Dick Henningsen and seconded by Tony Woods to:

ADJOURN THE MEETING.

MOTION CARRIED UNANIMOUSLY.

Recorded by:

Approved by:

Jessica Larsen, TSA Staff

Tom Jankowski, Chairman

enc. 1

October 14, 2009

Mr. Chairman, members

My name is Ronald Lieberman

I and others have made comments to the committee at your previous meetings and the public hearing. Thank you for permitting those comments. However, during the ensuing meetings I do not recall any response or acceptance or agreement or discussion or denial. There is no mention of the committee response in the minutes. It suggests the comments were received, filed and not even considered.

I ask the ad hoc committee to make public their assessment and decision on the several comments that were presented to the committee.

Previous comments

- **Possible reorganization solution #1**
- **Possible reorganization solution #2**
- **Establish and publish rules and guidelines for what is considered conflict of interest with specific details for senior center directors and municipality representatives.**
- **Extend the time line for implementation. Now more crucial due to the potential difficulty there may be to compile a new board of qualified people.**

Additional concerns

- **Explain in detail the sequence of the senior center directors being in conflict of interest particularly from the time the senior center funding was a line item of OSA funding to the date of the findings.**
- **Confirm if there was actual conflict of interest or potential conflict. If no actual, make a statement boldly saying so, so that senior center directors will have the shadow of guilt removed.**
- **The timeliness and method of removing the treasurer's position was awkward at best. I suggest a public statement be made that there was no actual benefits derived and again the move was made to prevent future possible or perceived conflict. An apology on the timing and method would be most helpful.**