

## **TSA Board of Directors Meeting Minutes March 24, 2022**

**Location:**

The Senior Alliance, 5454 Venoy Road, Wayne, MI 48184

*Convened as an electronic meeting under COVID-19 Pandemic Emergency Health Order issued by the State of Michigan.*

**Call to Order:**

Chairman Jankowski called the meeting to order at 9:32 a.m.

**Roll Call and Introductions:**

**Present:** Ashker (attending remotely from Dearborn Heights, MI), Boyd (Brownstown Twp., MI), Brothers (Livonia, MI), Harris (Westland, MI), Hatley (Lincoln Park, MI), Jackson (Van Buren Twp., MI), Jankowski (Canton Twp., MI), King (Wyandotte, MI), Myers (Canton Twp., MI), Taj (Canton Twp., MI) and Vaslo (Lincoln Park, MI)

**Excused:** Frucci, Ippel and McIntyre

**Absent:**

**Guests:**

**Staff and Consultants:** Dabrowski, Faber, Gold, Hawkins, Maciejewski, McMurtry, Radocaj, and Winton

**Agenda Item #4 Approval of the Agenda:**

A motion by Taj and seconded by Brothers to approve the agenda for the March 24, 2022 Board of Directors meeting as submitted. Motion carried unanimously.

**Agenda Item #5 Minutes of the Board Meeting February 24, 2022:**

A motion by Hatley and seconded by Taj to approve the minutes of the February 24, 2022 Board of Directors Meeting as submitted. Motion carried unanimously.

**Agenda Item #6 Minutes of the Special Board Meeting March 11, 2022:**

A motion by Vaslo and seconded by Jackson to approve the minutes of the March 11, 2022 Special Board of Directors Meeting as submitted. Motion carried unanimously.

**Agenda Item #7 Public Comment/Announcements/Presentations:**

None.

**Agenda Item #8 ACLS Update:**

McMurtry announced the 2022 Spring ACLS All-Star Meeting is currently taking place. Therefore, she will be jumping on and off this meeting to attend the All-Star Meeting. McMurtry also reported the state's AMPS planning software tool should be opening soon.

*Kathleen McIntyre joined the meeting at 9:41 a.m.*

### **Agenda Item #9 CEO Agency Reports and Requests:**

Maciejewski reported on the Direct Care Work Wage Increase clawback action taken by MDHHS, issuance of the RFP Letter of Intent Notice, status of the Transportation Program, the Annual Fiscal Audit, the COVID-19 Vaccination Booster Outreach grant, migration of Information Technology services to cloud-based servers, the MDHHS/ACLS Diversity, Equity & Inclusion goal in the Multi-Year Plan, The Senior Alliance Meals-On-Wheels Route, the continued need for Meals-On-Wheels volunteers, the new podcast, social media activity, and an overview of the Board Orientation Session & Special Board Meeting for the Bylaw rewrite. He also noted his appointment to Blue Cross Blue Shield of Michigan's Senior Advisory Committee and job openings at The Senior Alliance.

*Jeff Hawkins joined the meeting at 9:49 a.m.*

Vaslo asked Maciejewski how the Return-to-Work Plan was coming along. Winton explained it is going well and The Senior Alliance staff will begin working hybrid effective April 25, 2022.

A motion by Taj and seconded by Harris to receive and file the CEO's Report as submitted. Motion carried unanimously.

### **Agenda Item #10 Agency Committee Updates:**

Advisory Council: Brothers reported the members met on March 14, 2022 and received an update on Meals-On-Wheels. Volunteers are still needed to deliver meals for the regular home-delivered program. She announced Senior Action Week starts May 9<sup>th</sup> and Older Michiganians Day is May 11<sup>th</sup>. Brothers noted the Advisory Council's discussion of the 2023-2025 Multi-Year Plan and how Board Orientation will be given to all Advisory Council members this fall.

Executive Committee: No meeting since last Board of Directors meeting.

Finance Committee: Vaslo reported the financial statements and reports were found to be in good order. He noted The Senior Alliance is almost halfway through the fiscal year. He reported employee costs are steady and everything is in good order.

Jackson commented that he appreciated the Board Orientation Session.

Governance Committee: No meeting since last Board of Directors meeting.

Compliance Committee: No meeting since last Board of Directors meeting.

Personnel Committee: McIntyre reported the committee reviewed an updated COVID-19 Vaccination Policy, which will be discussed later in the meeting.

Target Communities Task-Force: Maciejewski reported the committee met March 18, 2022 (with a total of three meetings completed) and has recommended two targeted communities for The Senior Alliance to focus on under the 2023-2025 Multi-Year Plan. Those communities are the Arab-American and Hispanic communities.

A motion by Brothers and seconded by Vaslo to receive and file all committee reports as submitted. Motion carried unanimously.

**Agenda Item #11 Election of TSA Board Officers for 2022:**

Jankowski announced he would be interested in serving as Board Chair. He then asked for other nominations. Vaslo asked Jankowski if he could offer up a slate of The Senior Alliance Board Officers. Jankowski stated the following: Jankowski as Board Chair, Hatley as Vice-Chair, Vaslo as Treasurer, and King as Secretary.

A motion by Vaslo and seconded by Brothers to elect Jankowski as Chair, Hatley as Vice-Chair, King as Secretary and Vaslo as Treasurer to serve as Officers of The Senior Alliance Board for a term beginning April 1, 2022 and ending September 30, 2022. Motion carried unanimously.

**Agenda Item #12 Approval of TSA Board Committee Assignments:**

Jankowski announced The Senior Alliance Board committees do have board member participation. However, the Request for Proposal (RFP) Review Committee has vacancies, which need to be filled accordingly. Those interested in being a part of the RFP Review Committee are Vaslo, Brothers, Jackson and Harris.

Jankowski reported the Executive Committee will now be updated to have Hatley as Vice-Chair and King as Secretary.

Maciejewski reported that Jack Frucci announced at the beginning of the Finance Committee meeting that he is resigning from the Board of Directors effective immediately. Jankowski commented that Mr. Frucci admitted to struggling with the remote meetings and will be doing some extensive traveling. Thus, he has chosen to step down. This also means the Finance Committee now has a vacancy.

A motion by Vaslo and seconded by Jackson to approve the TSA Board Committee Assignments for a term beginning April 1, 2022 to September 30, 2022 as submitted with the addition of Brothers, Jackson and Harris to the RFP Review Committee. Motion carried unanimously.

**Agenda Item #13 Approval of Advisory Council Membership:**

A motion by Vaslo and seconded by Hatley to appoint the Advisory Council membership as submitted for a term beginning April 1, 2022 and ending September 30, 2022. Motion carried unanimously.

**Agenda Item #14 Approval of Advisory Council Officers:**

A motion by Vaslo and seconded by Hatley to appoint the following Advisory Council Officers to a term beginning April 1, 2022 and expiring September 30, 2022 as recommended by the Advisory Council: Dr. Denise Brothers—Chairperson, Joan Siavrakas—Vice-Chairperson, and Rosemarie Shim—Secretary. Motion carried unanimously.

**Agenda Item #15 Approval of Targeted Communities for 2023-2025:**

Maciejewski reviewed what was discussed in the three Targeted Communities Task Force meetings. He reported how Board Members and Advisory Council members were both on this

committee and it was decided by the committee to have The Senior Alliance focus on the Arab-American and Hispanic communities in the 2023-2025 Multi-Year Plan.

Jankowski announced that Amne Darwish Talab from ACCESS will be happy to partner with The Senior Alliance when reaching out to the Arab-American community.

A motion by McIntyre and seconded by Jackson to approve the Arab American and Hispanic communities as the Targeted Communities in the agency's 2023-2025 Multi-Year Plan, as recommended by the Targeted Communities Task Force. Motion carried unanimously.

**Agenda Item #16 Approval of ACLS Program Contract Boilerplate:**

Gold reported the ACLS Program Contract Boilerplate is the contract we do for other organizations. She announced the only revisions are the changing of the AASA abbreviation to the new ACLS name and the background check information will now be added to the contract.

A motion by Harris and seconded by Brothers to approve the ACLS Program Contract Boilerplate inclusive of subsequent non-substantive and technical edits. Motion carried unanimously.

**Agenda Item #17 State of the Nutrition Program:**

Gold gave a Meals Program update. She discussed the three vendors that are currently involved with The Senior Alliance: Wayne County Senior Services, the LaJoy Group and Trio Foods. Gold also reviewed data showing year-to-year and FY 2022 1<sup>st</sup> Quarter comparisons between Home Delivered Meals and Congregate Meals participation.

Jankowski asked how Wayne County Senior Services will re-start congregate meals. Maciejewski explained The Senior Alliance has offered assistance to Wayne County. He reported how other AAAs are surprised that our meal numbers are going down versus going up during the pandemic. Maciejewski feels some of the factors for the decline in numbers is because some on the program do not like the frozen meals and more outreach needs to occur.

Discussion ensued.

**Agenda Item #18 First Reading of Rewritten Organizational By-Laws:**

Maciejewski reported the Governance Committee met four times with Mark Kopson to discuss and debate a rewrite of the Organizational Bylaws. He then reviewed the major changes that are proposed.

Hatley commented that she is not in favor of adding term limits to the by-laws.

Vaslo commented that he believes there is no need for term limits. He announced he will vote for the by-laws because he is a man of his word and stated he would support the final product, regardless of the term limits issue. But wants the rest of the Board members to know that he stands with Hatley on not agreeing to term limits.

Discussion ensued.

Myers cited a couple of resources, including Board Source, noting that most boards have some form of term limits. Myers believes term limits are a best practice for Boards.

King commented she feels there is tension regarding the term limits questions and wants the Board members to not feel they are being pushed out.

Harris stated this was probably his last year on the Board and is OK with the term limits. He appreciates the diversity on the Board and encouraged The Senior Alliance continues to include people with disabilities as well.

Discussion ensued.

A motion by Jackson and seconded by Taj to give a first reading to the amended and restated By-Laws of The Senior Alliance, as presented, on March 24, 2022.

AYES: Ashker, Boyd, Brothers, Harris, Jackson, Jankowski, King, McIntyre, Myers, Taj and Vaslo

OPPOSED: Hatley

**Agenda Item #19 Approval of COVID-19 Vaccination Policy:**

Winton reviewed the proposed COVID-19 Vaccination Policy.

Ashker asked Winton to review what constitutes a religious exemption, which she did. Ashker noted that she appreciates The Senior Alliance's firmness with mandating the COVID-19 vaccine and feels the agency is on the right track.

A motion by Hatley and seconded by Jackson to approve the Mandatory COVID-19 Vaccination Policy as recommended by the Personnel Committee. Motion carried unanimously.

**Agenda Item #20 Advocacy Update:**

Maciejewski announced the FY 2022 federal budget has been approved. He reported a supplemental bill was approved for \$4.8 billion dollars by the state, which included dollars for housing.

McIntyre asked about state-level advocacy on aging issues. Maciejewski stated that step 1 was changing our state association's lobbyist to GCSI. With step 2 being the adoption of an offensive posture on the MI Choice program. Advocacy action will then follow under this framework.

Myers commented that it is especially important that Board members convey what Maciejewski is saying and take action when needed.

Discussion ensued.

**Agenda Item #21 Old Business:**

None.

**Agenda Item #22 New Business:**

None.

**Next Meeting Date and Time:**


The next meeting is scheduled for Thursday, April 28, 2022 at 9:30 a.m. in person at The Senior Alliance, 5454 Venoy, Wayne, MI 48184.

**Agenda Item # 23 Adjournment:**


Meeting adjourned at 11:35 a.m.

Respectfully submitted by:

Suzanne M. Radocaj

  
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Recorder

Dr. Denise Brothers

  
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Secretary