

**Billerica Council on Aging**  
**25 Concord Road, Billerica MA**  
**Board Meeting Minutes**  
Wednesday, September 15, 2021, 5:30 pm

Present: Jean Patel Bushnell, Dan Burns, Richard Carroll, Phil Doiron, Barbara Flaherty, Bill Neeb, John Pellegrino, Mary Riley, Mike Rosa, and Stephen Strykowski.

Absent: Joan DiOrio

The meeting was called to order at 5:30 PM by Vice Chair Mary Riley, followed by the Pledge of Allegiance and a moment of silence for the sick and departed.

First order of Business, Vice Chair Mary Riley opened the floor for nominations.

Stephen Strykowski made a motion to nominate Mary Riley as Chair. S/Phil Doiron Motion Passed

Barbara Flaherty made a motion to nominate Rich Carroll as Vice Chair. S/John Pellegrino. Motion Passed

Rich Carroll made a motion to nominate Stephen Strykowski to Vice Chair, S/Mary Riley Motion Passed

Bill Neeb to hold his current position as Recording Secretary

Second order of business is to amend the bylaws as presented by the Bylaws review committee.

Chair Mary Riley recognized Vice Chair Rich Carroll

Mr. Carroll offered to present amendments as a whole, or by each proposed change. Secretary Bill Neeb requested each item be addressed separately.

**Proposed Amendment 1 (To Replace Entire Article I):**

*The overall purpose of the Billerica Council on Aging (BCOA) is to enable local older adults, 60 years of age and older, to continue to live in the community for as long as possible maintaining their dignity, well-being and independence. This is achieved through:*

*1. Creating and sustaining a Center environment that encourages social connections and engagement*

*2. Packaging, bundling and updating solutions to a range of human services requests and qualified referrals readily accessible to families*

*3. Working with the Aging Network to empower and protect local seniors from abuse, neglect and exploitation*

*4. Playing an active advocacy role at the regional and state levels to procure added levels of support to address the rapid growth of the 60 years and older population in Billerica*

*5. Sustaining a commitment to helping family caregivers cope and avoid the common pitfalls of isolation, stress, burnout and deteriorating mental health*

*6. Staying current on macro Aging Services issues so as to influence the Aging agenda in Billerica as it relates to quality of life, well-being, level of satisfaction with life and positive health outcomes for local seniors*

*7. Forging meaningful partnerships with integrated health systems covering our area to keep local seniors healthier in the hopes of preventing or delaying the onset of chronic conditions*

**8. Supporting policies and practices that bring town departments and relevant organizations together to stimulate vibrancy, energy and productivity as people of all ages come together.**

Rich Carroll made a motion to adopt proposal amendment number 1 to the by-laws. S/Phil Doirion  
M/Passed

### **Proposed Amendment 2:**

*Pursuant to the Town of Billerica General By-Laws, the Council shall consist of a Board of seven (7) members, plus three (3) alternates, all appointed by the Select Board for a three (3) or two (2) year term, which shall be staggered as three year, two year, and two year terms upon appointment.*

Rich Carroll made a motion to adopt proposal amendment number 2 to the by-laws. S/Phil Doirion  
M/Passed

### **Proposed Amendment 3:**

*Alternates may become a full member when there is a vacancy, and will be considered in order of date appointed and voted upon by Select Board members. Since the Select Board is the appointing authority, the COA Board of Directors must notify the Select Board and request a formal ratification to the appointment. Alternates may take part in discussions but can only vote in the absence(s) of a regular member.*

Rich Carroll made a motion to adopt proposal amendment number 2 to the by-laws. S/Phil Doirion  
M/Passed

### **Proposed Amendment 4 (Addition to Article II to be inserted after above):**

*The Chairman shall have the discretion to choose which alternate or alternates shall be entitled to cast a vote or votes in the event of an absence of a regular Board member or multiple Board members.*

Selectmen Mike Rosa offered that when there are multiple alternates, so that there is no perception of favoritism, usually you have a 1<sup>st</sup> alternate, 2<sup>nd</sup> alternate, 3<sup>rd</sup> alternate. They take the position of vacancy in that order. How this works is that if a voting member is not there, the 1<sup>st</sup> alternate takes their spot. If a second voting member is absent, the 2<sup>nd</sup> alternate takes their spot. If the 1<sup>st</sup> alternate was absent, the 2<sup>nd</sup> alternate takes the spot of the 1<sup>st</sup> absent voting member. Alternates can be categorized in order of their appointment.

It was decided to table Proposed Amendment 4 so it can be re-written.

### **Proposed Amendment 5:**

*Six (6) consecutive absences without prior communication to the Chairman shall constitute a dismissal by the Billerica Select Board. After five (5) such absences, a letter shall be sent to the absent member reminding him or her of this rule, and asking his or her future intentions regarding attendance at meetings. If a sixth (6th) consecutive absence occurs without communication to the Chairman, the member shall be given the opportunity to resign before a letter is forwarded to the Select Board.*

Rich Carroll made a motion to adopt proposal amendment number 5 to the by-laws. S/Barbara Flaherty. Discussion ensued to consider absence caused by illness. It was decided that no change was necessary as it is covered by the use of communication. Motion Passed.

**Proposed Amendment 6:**

*In the event that a member wishes to resign from the Council, he or she must notify in writing, the Chairman of the Council on Aging, and the Select Board, in writing.*

Rich Carroll made a motion to adopt proposal amendment number 6 to the by-laws. S/Phil Doirion M/Passed

**Proposed Amendment 7:**

*The Officers of the Council shall consist of a Chairman, 1<sup>st</sup> Vice-Chairman, 2<sup>nd</sup> Vice Chairman, and Recording Secretary, elected by a majority vote of the Board.*

*The 1<sup>st</sup> Vice-chairman shall act as Chairman in the event that the Chairman is absent. In the event the Chairman and 1<sup>st</sup> Vice Chairman are absent, the 2<sup>nd</sup> Vice Chairman shall act as Chairman. The 1<sup>st</sup> Vice Chairman and 2<sup>nd</sup> Vice Chairman shall work closely with the Chairman and assist in carrying out duties when necessary.*

Rich Carroll made a motion to adopt proposal amendment number 7 to the by-laws. S/Phil Doirion M/Passed

**Proposed Amendment 8:**

*The Chairman shall serve as the initial spokesperson, or shall designate a Board member to represent the Board at meetings with the Select Board, Finance Committee, and Town Meeting, when necessary.*

Rich Carroll made a motion to adopt proposal amendment number 8 to the by-laws. S/Phil Doirion

A discussion ensued as to whether the proposed amendment is too restrictive to these three meetings. Any other committee established by the town that effects the viability and the wherewithal of the COA.

Selectmen Mike Rosa offers the action of strike out the committees that are listed, and replace with represent the Board at any meeting by the town relative to the COA.

Agreeing with striking the reference to the specific meetings and rewriting the proposal to a more broad scope language, Rich Carroll withdrew his motion, to be discussed at the October meeting.

**Proposed Amendment 9 (Addition to Article VI):**

*Starting in September of 2024, and every three (3) years thereafter, the Chairman shall appoint a committee of at least three (3) Board members to review the By-Laws contained herein. Said committee shall review these By-Laws, and may solicit input where appropriate regarding the applicability and appropriateness of these By-Laws. Furthermore, said committee may propose amendments to these By-Laws for consideration of adoption by the Board. Nothing in this section shall be construed to limit any Board member from proposing an amendment of these By-Laws at any time.*

**Rich Carroll made a motion to adopt proposal amendment number 9 to the by-laws. S/Phil Doirion M/Passed**

**Chair Mary Riley proposed a motion to send an unfavorable recommendation to the Special Town Meeting on October 5<sup>th</sup> of the Select Board warrant article seeking to add select Board members as voting members to the COA Board of Directors.**

**S/Rich Carroll**

**In a discussion of the motion Ms. Riley and Rich Carroll's argument is that the COA Board has not voted on the Selectmen's ability to vote at COA Board meetings. Secretary Bill Neeb referred to the minutes of the June meeting for review of the discussion of this subject.**

**Selectmen Dan Burns states that they (he and Mike Rosa) were following what they thought was the Boards desire to provide voting rights to Selectmen. Chair Riley does not agree with this explanation.**

**All agreed that the Board never took a vote to take this action.**

**Selectmen Mike Rosa defined the difference between the COA Bylaws and the Town Bylaws. The COA Bylaws is under this committee's control. The Bylaw that creates the COA is a town Bylaw. The only way that can be altered is through a town meeting action.**

**Mr. Rosa referred to the June minutes and the statement that the Board was in consensus to request the warrant article. Chair Mary Riley contends that there was not a consensus on voting rights of the Selectmen, and that they hold a liaison position.**

**Vice Chair Rich Carroll was recognized to speak to the liaison aspect of it. Per Mr. Carroll, there is language in the Board of Selectmen's policies and procedures that addresses the purpose of the appointments of the Select people to the given Board.**

**Section 11 – Other Appointments- Chair of the Board shall annually appoint no more than two Board members to each of the the following standing committees of the Board. The Senior Citizens Advisory Committee, now the COA, Selectmen appointed to these committees shall keep the entire Board apprised of important committee developments.**

**Per Mr. Carroll, it doesn't specifically state one way or the other the authority to vote. A reasonable person would believe this to be a liaison position.**

**Selectmen Dan Burns refers to the minutes of March 2021 when Jean Bushnell brought up the question of Selectmen's right to vote on the Board. Jean recalls that the question was raised as Mike Rosa told her that under Donna Popkin the Selectmen had the right to vote. Chair Mary Riley states that they were allowed to vote, though they didn't have the right to vote.**

**Vice Chair Carroll reports that the Town Charter Article 3, section 3-2 addressed the Board of Selectmen, specifically there is a sentence: The Board of Selectmen shall serve as chief policy making agency of the town, responsible for the issuance of policy, directives, and guidelines to be followed by all town agencies serving under it. Provided however that no individual member of the Board of Selectmen, nor a majority of them, shall at any time attempt to become involved in the day-to-day administration of the affairs of the town. It is the intention of this provision that the Board of Selectmen shall act only through the adoption of policies directives and guidelines. Which are to be implemented by officers' employees appointed by or under its authority.**

**So, I would propose to you that if Selectmen were in fact voting members, this Board deliberates on the operational policies of procedures of running the COA on a day-to-day basis, so therefore having a say or vote in this Board is contrary to that section of the town charter.**

**The second point is that no Selectman individually has an authority per se. You are a part of the Board as a body which is collective and deliberative. Casting an individual vote on a Board is**

contrary to that concept. So, are you casting the will of the Board of Selectmen representing that Board in this Board here, and what if Selectmen Rosa votes up on an issue and Selectmen Dan Burns votes down on an issue, is that representative of the will of the Board of Selectmen? So, it is contrary to that concept of the collective nature of a Board in the decision-making process that that Board would make in making decisions.

The third issue that Vice Chair Carroll has is that you are the appointing authority, and you get to decide what the members of any given Board is. This typically may not happen because there is not a lot of volunteers you should have a deliberative process and you should select the candidates and appoint the candidates that are consistent with your values. That authority is then delegated into the members of that Board that you are appointed to. To then say that we are going to appoint these members to this Board, then we are also going to vote on that Board ourselves, is effectively taking two bites of the apple.

In response, Selectmen Mike Rosa stated that he disagreed with the analysis of the Charter, because what the Charter is referencing is the employees that we hire, like the town manager the town accountant. Not the fact that we are on a Board and voting is not precluded by that section of the charter. For example [Selectmen] Dan and I both sit on the town Capital Needs assessment committee and we're voting members. I sit on the Housing Trust as a voting member. There are plenty of positions where Selectmen DeLorean sits on the bike path committee as a voting member. So actually 90% of the committees that we are on we are voting members of. This is the minority.

Mr. Carroll and Mr. Rosa have discussed this since March and have also talked to Town Counsel Now what the article actually says in section 2.2 The Council on Aging shall consist of seven (7) voting members, four (4) or more aged 60 or over, and three (3) alternate members, who vote in the absence of a regular member, appointed by the Board of Selectmen from the voters and residents of the Town for a term of three (3) years, each so arranged that as nearly an equal number of such terms of office as is possible shall expire each year.

That's exactly the language in the town bylaw that creates this committee. There is no reference that Madame Chairman alluded to that we are liaisons, we are members. We are appointed as members through the town policies. Further in the policies is the appointing process that we have which talks about appointing the most qualified person and what those qualifications are. It talks about if we have more applicants than we have positions that we will conduct interviews. The interviews will be done in the order that the applications are received and will be voted in the same order.

Policies are just that. It's no different than what you call bylaws. These are essentially policies.

Mr. Rosa agrees that he and Dan were not appointed as one of the seven voting members. The [Select] Board could appoint itself as one of the seven voting members. But that is not what we are trying to do. We are addressing what was discussed here in great detail, removing an alternate, agreement that it should go from three alternates down to two, so we'd have an uneven number of voting members. Also, there was an email dialog among members that if you put in the time you should be able to vote.

Madame Chair requested the names of the members referenced.

Vice Rich Carroll states that alternates is a separate issue than Selectmen voting rights.

Selectmen Mike Rosa referred to email communications following the last meeting originated by member Stephen Strykowski sent May 19<sup>th</sup>. Stephen did due diligence in researching neighboring COA Boards, how many regular members, how may alternates, how may Selectmen there were. This email was responded to by member John Pellegrino suggesting we go to eleven Board members, all voting, if you put in the time, you should put in the vote. Then Secretary Bill Neeb

asked if the eleven included the two Selectmen, or do they make thirteen. That was never answered and was the last email in the string.

Mr. Rosa offers this as proof of not only are the June minutes accurate of the conversation that we had, and that there were post meeting discussions that parallel the discussion we had at the meeting.

Chair Mary Riley responds that at no time was a vote taken to allow the two Selectmen to vote. Mike replied that he agrees that no one voted it.

Ms. Riley asks then why are you [Mr. Rosa] asking for this special town meeting to do this frivolous act.

The Chair then recognized a member of the public attending the meeting, Billerica resident Mike Riley Jr. Chair of the Capital Needs Facility. Mr. Riley stated the main objective is to build a state-of-the-art Senior Center. Per Mr. Riley the Board of Selectmen historically do not vote on the COA.

Mr. Riley states that he tries to keep politics out of his decisions. He claims that the last place we need politics is here in the COA. This is about the betterment of seniors lives when they are within this facility.

He goes on to state he feels that the two people in question are making this about themselves when their job should be about our seniors. Mr. Riley's question is if this Board does not want it, he will withdraw it. He confirms that Mr. Rosa [at the Selectmen's meeting of the night before] was that they were was asked by this Board to be voting members. He goes on to state that the Board of Selectmen being the appointing authorities sometimes make decisions he does not agree with.

It is an unbelievable amount of power they have, its their appointments, that's it. They don't need a voting seat on this Board. It makes it too political especially when we are looking to build a facility they have voting right, they wield the most power when it comes to the Board of Selectmen when it comes to building a new Senior Center. They have voting seats on the Facility needs. Mr. Riley express that they have enough power. You want their input, but you do not need the sway of their vote to try and sway other members votes. As Vice Chair Carroll stated, the Selectmen you put the people in place that hold your values, and that's what carries over into the vote of this Board.

The floor recognized selectman Dan Burns who state that he believes that some of the issues here have been misconstrued. As the June minutes note, the Selectmen were asked to prepare a warrant article to town counsel. It also stated that it was to be presented to this Board in September to decide if they want to move forward. So, when we ended in June we were assigned a task over the summer. It's now here to decide if this Board wants to move forward or not. This [warrant article] has not been submitted yet for the special town meeting. If the Board says no, it doesn't get submitted. The intent was to follow the will of this Board and the intent that they gave is last June to do something, and that is all this article is doing. You asked us to decrease the number of alternates.

Member Phil Doiron states that is all the Board asked to be done was to reduce the alternates. We never talked about the Selectmen voting on the Board.

Member John Pellegrino believes that it was also to have the vote for the Selectmen.

Per Mr. Rosa, nothing has been submitted because the warrant hasn't been opened yet. This is a draft. Mr. Burns stated that If the will of the Board is not to go forward, it does not get submitted and it's done.

With discussion ended a vote was taken. With the majority of members in favor, the motion passed.

Mr. Rosa wished to state that the Board change COA Bylaws to read COA policies to differentiate them from Town of Billerica bylaws which we have mirrored in here, but you can't change that.

The floor recognized member John Pellegrino regarding Joan DiOrio who wanted it known that her resignation was not due to health reasons. She resigned due to personal reasons.

Secretary Bill Neeb read a personal greeting from Joan DiOrio.

A discussion ensued about the effect on the Board with the resignation of Ms. DiOrio. This opens a position for a full member. Alternate member Phil Doiron is first in line for that voting position. The Selectmen reported on the process of posting the vacancy, and the Select Boards' procedure in filling the position.

With the agenda item closed, the Chair moved to the next item of approving the minutes of the previous meeting. Prior to discussion of the minutes, Secretary Bill Neeb requested an explanation of procedure of making motions as per other Boards, specifically as to who makes motions on these Boards. Mr. Rosa explained that in most of the Boards in town, the Chair does not usually make motions. The Chair's responsibility is to run the meeting. The secretary makes the motion for procedural items. The Chair will make a motion if it's an item they want to bring forward.

With discussion ended, member John Pellegrino made a motion to accept the minutes of the June 2021 meeting as presented. S/Phil Doiron, Motion passed.

Chair Mary Riley recognized Director Jean Bushnell for her report

The COA is doing everything within our power to negate Covid in our building via sanitation, reduction of exercise classes, and other program sizes.

Three people have been hired for the companion program.

This program is expected to lose \$20,000 this year. A lot of thought has been put into how to restructure this vital service.

Senator Cindy Friedman to visit the COA on Monday, Sept. 20. Who through her efforts, with support of Marc Lombardo and Mary Riley, the COA was awarded \$85,000. Funds will be used for capital improvements to the existing building to make it more functional.

Improvements will include storage, erecting walls, and providing private space for staff to assist with stress relief and emotional decompression. The large conference room can be modified to provide this space.

Activities have been on the rise thanks to our staff and volunteers. We are adding trips but mandating masks on the vans. For larger trips, some vendors are asking for proof of vaccination. The COA is in a healthy place. We are planning great events for the holidays, including the Cabot Lunch which will be held as a drive through, and Temple Shalom Emeth with a drop off lunch program.

Next meeting to be held Wednesday, October 13<sup>th</sup>, at 5:30 pm at the COA.

Motion made to adjourn by Secretary Bill Neeb, S/John Pellegrino, Motion passed.

Meeting adjourned at 6:48 pm

Respectfully Submitted

William Neeb  
Recording Secretary