

**Texas Migrant Council, Inc.**  
**BOARD OF DIRECTORS**  
**MONTHLY MEETING and TRAINING MINUTES**

**LOCATION:** VPN with All TMC Regional Offices  
 Crystal City Regional  
 Donna Regional  
 Laredo Headquarters  
 Ohio Regional

**DATE:** February 12, 2005

**ROLL CALL:**

MEMBER	PRESENT/ABSENT
Ms. Sandra Martinez, Chairwoman	Present - (conference call) - Tardy
Mr. Daniel Liskai, Vice-Chairman	Present
Mr. Russell Donohue, Treasurer	Present - (conference call)
Ms. Graciela Camargo, Secretary	Present
Ms. Maribel Garcia, Sgt. At Arms	Present
Mr. Juan Jose Balli, Charter Member	Present
Mr. Vidal Cantu, Jr., Charter Member	Present
Mr. Blas Castaneda, Member	Present
Mr. Francisco Flores, Member	Present - (conference call)
Mr. Leonel Lopez, Member	Absent
Mr. Miguel Lopez, Member	Present
Dr. Hilda Medrano, Member	Present - Tardy
Ms. Blanca Munoz, Member	Present
Ms. Diana Palacios, Member	Absent
Ms. Lorena Cuellar, PC President	Present - Tardy

**Gallery Present**

Ms. Mary G. Capello	Chief Executive Officer
Ms. Wendy L. Kissman	Board of Directors Executive Secretary
Ms. Lydia Garza	Secretary Donna Regional Office
Mr. Nestor Atkinson	IT Director, Donna Regional Office
Ms. Carmen Valle	MIS Coordinator, Donna Regional Office
Ms. Alicia Yanez	MSHS Director, Crystal City Regional Office
Mr. Dennis Shultz	Human Resource Director
Mr. Jerald Sparenberg	Chief Financial Officer
Mr. Javier Rodriguez	IT Department Staff
Mr. Cesar Sotelo	MSHS Budget Director

Agenda:  (y) (n)

Materials provided/distributed:  (y) (n)

Minute Taker: Wendy L. Kissman, Board of Directors Executive Secretary

Item/Subject	Discussion Referenced materials, copies, etc.	Action/ Motions
1. Meeting Called to Order	Mr. Dan Liskai, board vice-chair, called monthly board training and the monthly board meeting to order at 9:10 a.m.	<i>Called to Order</i>
2. Roll Call	Ms. Graciela Camargo, board secretary, called roll. Ten (10) out of Fifteen (15) board members were present. Quorum was established.	<i>Quorum Established</i>
3. Action Items	<p><b>A. Approval of Consent Agenda Items</b> (Previously e-mailed)(October Monthly Meeting Minutes, Contracts Reports, Workforce/CCMS Management Programs Report, MSHS Monthly Reports): Mr. Blas Castaneda, board member, moved to approve the consent agenda items as presented.</p> <ul style="list-style-type: none"><li>○ Ms. Grace Camargo, board member, seconded.</li><li>○ <b>Approved Unanimously.</b></li><li>○ No Discussion.</li></ul> <p><b>B. Approval of TMC Personnel Policies</b> Mr. Blas Castaneda, board member, moved to table the TMC Personnel Policies until the entire board had the opportunity to review. Mr. Castaneda also moved to take the lead on obtaining any comments the board may have concerning the TMC Personnel Policies.</p> <ul style="list-style-type: none"><li>○ Mr. Rusty Donohue, board member, seconded.</li><li>○ <b>Approved Unanimously.</b></li><li>○ Discussion.</li></ul> <p>Mr. Blas Castaneda, board member, suggested that the members of the board take the next thirty (30) days to review the TMC Personnel Policies. Mr. Castaneda also volunteered to take the lead in obtaining board members comments concerning the personnel policies. Ms. Blanca Munoz, board member, suggested that training be scheduled to ensure all members of the board understand the Personnel Policies. Ms. Mary Capello, CEO, agreed and stated that training will be done at the March Monthly Board Meeting.</p>	<p><i>Handouts Approved</i></p> <p><i>Handouts Tabled</i></p>

**C. Approval of MSHS Program Governance System**  
Mr. Vidal Cantu, board member, moved to approve the MSHS Program Governance System as presented in writing to the Board of Directors.

- o Mr. Rusty Donohue, board member, seconded.
- o **Approved Unanimously.**
- o No Discussion.

*Handout  
Approved*

**D. Approval of MSHS Self Assessment System**  
Ms. Lorena Cuellar, board member, moved to approve the MSHS Self Assessment System as presented in writing to the Board of Directors.

- o Mr. Blas Castaneda, board member, seconded.
- o **Approved Unanimously.**
- o No Discussion.

*Handout  
Approved*

**E. Approval of Board By-Laws Committee Recommended Amendments to TMC Board By-Laws.**  
Ms. Blanca Munoz, board member, moved to table the recommended changes to the board by-laws until members of the board could obtain appropriate training on the by-laws committee's recommendations.

- o Mr. Miguel Lopez, board member, seconded.
- o **Tabled.**
- o Discussion.

*Handout  
Tabled*

Ms. Blanca Munoz, board member, stated that this item requires board training to ensure that all board members understand the modifications and/or changes to the by-laws.

**F. Approval of Board Chairs memorandum BOD 65/2005 Addressing the Board Chair and Board Treasure's recommendation to create an ad-hoc Audit Committee consisting of: Leonel Lopez, Sandra Martinez, Blas Castaneda, Vidal Cantu, Rusty Donohue, Mary Capello and Jerald Sparenberg.**

*Handout  
Approved*

Mr. Blas Castaneda, board member, moved to approve the Board Chair's and Board Treasurer's recommendation to create an Ad-hoc Audit Committee consisting of the above members.

- o Mr. Vidal Cantu, board member, seconded.
- o **Approved Unanimously.**
- o No Discussion.

<p>4. Board of Directors Committee Reports</p>	<p><b>A. Executive/Planning/Quality Assurance</b>  Mr. Dan Liskai, board vice-chair, gave an oral report of the Executive Committee Meeting held on February 4, 2005. The committee recommended the four items below for approval:  <b>Mr. J.J. Balli, board member, moved to table the Executive/Planning/Quality Assurance Committees following recommendation.</b></p> <ol style="list-style-type: none"> <li>1. Executive Committee Monthly meeting Schedule</li> <li>2. Board Committee Chairs Submission of Monthly Committee Meeting Schedule</li> <li>3. Board Attendance to Monthly Board and Committee Meetings</li> <li>4. Board Member Travel Arrangements <ul style="list-style-type: none"> <li>o Mr. Miguel Lopez, board member, seconded.</li> <li>o Tabled.</li> <li>o No Discussion.</li> </ul> </li> </ol> <p>Mr. Rusty Donohue, board member, opened a discussion on monthly board information being emailed; he recommended that the monthly board agenda be emailed separately from the email of monthly information. Ms. Grace Camargo, board member, recommended that all monthly information be sent in one email. Ms. Camargo stated that receiving multiply emails confuses things. Ms. Mary Capello, CEO, stated that the only report that would be emailed after the monthly information was sent out was the monthly fiscal report, due to the fiscal committee requesting up to the minute reporting.</p> <p><b>B. Fiscal/Insurance/Risk Management</b>  Mr. Rusty Donohue, committee chair, orally reported that on February 11, 2005, the Fiscal committee attempted to meet but did not meet quorum requirements. The members present reviewed the monthly reports with no action taken. Mr. Jerald Sparenberg, CFO, reviewed the monthly fiscal reports with the members of the board.</p> <p><b>C. Education/Programs</b>  No Monthly Meeting was held therefore no report was given.</p> <p><b>D. Legislative/By-Laws/Board Development</b>  Mr. Dan Liskai, committee chair, orally reported on the by-laws committee meeting held on February 10, 2005, during the action item portion of the board meeting.</p> <p><b>E. Special Advisory Board</b>  Ms. Mary Capello, CEO, advised the board that a meeting is being scheduled for April 9<sup>th</sup> in San Antonio with the entire Board of Directors.</p>	<p><i>Oral Report Tabled</i></p>
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<p>5. BOD Chairs Monthly Report</p>	<p>Ms. Sandra Martinez, board chair, requested that board committee chairs submit a written monthly committee meeting schedule as soon as possible via email to Ms. Wendy L. Kissman, Board of Directors Executive Secretary. Ms. Martinez also reported on her monthly TMC activities: Assisted in the interview process of the Community Representative. She was present on a conference call with Ms. Mary Potter. Ms. Martinez stressed the importance of board member's attendance to all monthly board and committee meetings.</p> <p style="text-align: center;"><b>Approval of Board Memorandum BOD 66/2005.</b></p> <p>Ms. Maribel Garcia, board member, moved to approve Board Memorandum BOD 66/2005, which changes the July monthly board meeting to VPN instead of traveling to Austin, Texas; moving the August monthly meeting to an in-person meeting in Laredo on July 31, 2005; allowing members of the board to be present for the first day of the Federal Review. If members of the board can not be present in person to the federal review arrangements will be made for the members to attend via VPN on Sunday, July 31, 2005 and on Monday, August 1, 2005.</p> <ul style="list-style-type: none"> <li>o Mr. Blas Castaneda, board member, seconded.</li> <li>o <b>Approved Unanimously.</b></li> <li>o No Discussion.</li> </ul>	
<p>PPC President /Board Liaison Monthly Report</p>	<p>Ms. Lorena Cuellar, PPC President, orally reported on the February 11, 2005 PC meeting. She also reported on the positive outcome of her trip to New Mexico to attend the National Head Start Hispanic Institute and the NMSHSA meetings. Ms. Cuellar reported that the next PC meeting is scheduled for Friday, April 1<sup>st</sup> and Saturday, April 2<sup>nd</sup> in Laredo.</p>	
<p>7. Chief Executive Officers Monthly Report</p>	<p>Ms. Mary Capello, CEO, orally touched on the highlights of her written monthly report previously emailed to the board of directors.</p> <p>Ms. Capello reported that TMC's relationship with the Bureau has grown but she does have some concerns with outstanding funding proposals. Ms. Capello stated that the Bureau has made key staff changes; the new fiscal staff has no understanding of how Migrant programs operate. This has programs receiving their funding at least 11 months behind schedule. Ms. Capello went on to say that although TMC is documenting all communication and every correspondence received from the Bureau she is afraid that it may have an impact on TMC's Fiscal Audit for the year ending January 31, 2005.</p>	

<p>8. Executive Session</p>	<p>Adjourned to Executive Session at 9:58 a.m.  <i>Mr. Dan Liskai, board member, moved to adjourn to Executive Session at 10:20 a.m., as per Ms. Mary Capello, Chief Executive Officers, recommendation.</i></p> <ul style="list-style-type: none"> <li>o Mr. Blas Castaneda, board member, seconded.</li> <li>o <b>Approved Unanimously.</b></li> <li>o No Discussion.</li> </ul> <p><i>Adjourned out of Executive Session at 11:40 a.m.</i></p> <p><i>Mr. Blas Castaneda, board member, moved to approve the recommendation of administration to continue the annual audits for all the 5500 filings from the year 2002 and forward.</i></p> <ul style="list-style-type: none"> <li>o Mr. Vidal Cantu, board member, seconded.</li> <li>o <b>Approved Unanimously.</b></li> <li>o Discussion in Executive Session.</li> </ul> <p><i>Mr. Blas Castaneda, board member, moved to approve the recommendation of Administration to continue establishing three (3) clean years (no findings) on the fiscal audit.</i></p> <ul style="list-style-type: none"> <li>o Mr. Vidal Cantu, board member, seconded.</li> <li>o <b>Approved Unanimously.</b></li> <li>o Discussion in Executive Session.</li> </ul> <p><i>Mr. Blas Castaneda, board member, moved to authorize the CEO to continue the follow-up on remedies in regard to this issue and take appropriate action as she deems necessary.</i></p> <ul style="list-style-type: none"> <li>o Mr. Vidal Cantu, board member, seconded.</li> <li>o <b>Approved Unanimously.</b></li> <li>o Discussion in Executive Session.</li> </ul>	
<p>9. Sound Off Session</p>	<p>Mr. Dan Liskai, board vice-chair, asked if any board member had anything to say during the Sound Off Session.  Mr. Blas Castandea, board member, stated that he felt it was imperative that the board and administration be prepared for the joint Special Advisory Board and Board of Directors Meeting scheduled for April. Mr. Castandea requested that administration prepare a program (i.e. video, power point) showcasing TMC's achievements. This will show the Special Advisory Board that TMC is worth their time and get them excited to help with raising unrestricted funds. Mr. Dan Liskai, board vice-chair, agreed with Mr. Castaneda and stated that the video would be a great idea; visual presentations seem to work well.</p>	

10. Adjourn

Mr. Vidal Cantu, board member, moved to adjourn.

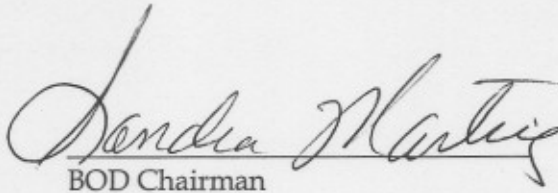
- o Mr. Francisco Flores, board member, seconded
- o **Approved Unanimously.**
- o No discussion.

*Adjourned*

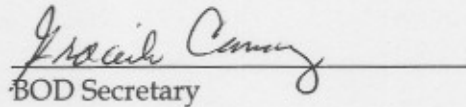
Meeting Adjourns at 11:15a.m.

*\* A recording of the monthly board meeting is available, upon request, from Ms. Wendy L. Kissman, Board of Directors Executive Secretary.*

APPROVED BY:

  
BOD Chairman

WITNESSED BY:

  
BOD Secretary

APPROVAL DATE: March 12, 2005