

Texas Migrant Council, Inc.
BOARD OF DIRECTORS
ANNUAL BOARD TRAINING AND MEETING MINUTES

LOCATION: Laredo / Conference Call

DATE: January 11, 2008

ROLL CALL:

| MEMBER | PRESENT/ABSENT |
|--|-----------------------|
| Ms. Sandra Martinez, Board Chair | Present |
| Mr. Louis Dan Liskai, Board Vice-Chair | Present |
| Mr. Leonel Lopez, Treasurer | Present |
| Ms. Grace Camargo, Secretary | Present |
| Ms. Diana Palacios, Sgt at Arms | Present |
| Mr. Juan Jose Balli | Absent |
| Mr. Vidal Cantu, Jr. | Absent |
| Mr. Blas Castaneda | Absent |
| Judge Juan Velasquez | Present |
| Mr. Francisco Flores | Present |
| Mr. Miguel Lopez | Present |
| Dr. Hilda Medrano/PC Liaison | Present |
| Ms. Blanca Munoz | Present |
| Ms. Maribel Garcia | Present |
| Dr. Rene Cantu | Present |
| Mr. Juan Massey | Present |
| Ms. Elaine Tafolla PC President | Present |

Agenda: (y) (n)

Materials provided/distributed: (y) (n)

Minute Taker: Ms. Minerva Mendoza

| Item/Subject | Discussion Referenced materials, copies, etc. | Action/ Motions |
|-----------------------------------|--|----------------------------|
| I. Meeting Called to Order | Ms. Sandy Martinez, Board Chair, called the Annual Training and Meeting to order at 7:00 p.m. | Called to Order |
| II. Roll Call | Ms. Grace Camargo, Board Secretary, called roll. Fourteen (14) out of seventeen (17) board members were present. Quorum was established. | Quorum Established |

III. Topic Overview

A. Board of Directors' Roles and Responsibilities and Code of Ethics. Mr. Sigifredo Perez, Corporate Counsel, gave a presentation on the duties and responsibilities as Board of Directors and provided a handout. Acting as a Director for Texas Migrant Council, Inc. is considered a fiduciary. Fiduciary means all decisions that you make should be for the betterment of the organization taking into consideration the mission and purpose rather than making the decision to best benefit yourself. The Board of Directors does not have the responsibility to micromanage the day-to-day activities of the corporation. The Board entrusted that aspect to the CEO, as well as to the employees she hired to assist her. The Board's responsibility is to plan strategically, set policy, review and approve fiscal budgets, and to stay informed of changes in the corporate structure, and the operations of TMC. In the event that Board Members have any issues with respect to a particular transaction, operation or an employee, the protocol is to address that issue with the CEO. The CEO will then address that issue with that department head or individual. Board Members are members of a non-profit organization governed by law. The law expects Board Members to abide by three (3) duties which are duty of care, duty of loyalty and duty of obedience. If the Board Members abide by these duties, the Board as a whole will not be liable for any particular transaction that you voted on that may have gone array involving the corporation.

1. Duty of care is based on the premise that you must exercise your decision in good faith with the care of an ordinarily prudent person; that the decision you made was reasonably believed to be in the best interest of the corporation.
2. Duty of loyalty is intermeshed with conflict of interest; as Directors you have to avoid conflicts of interest. Your responsibility as Board Members is to disclose any perceived conflict of interest to the remaining Board.
3. Duty of obedience as a Board Member means agreeing to follow through with the purposes of the corporation, to follow its Articles of Incorporation, By-laws and the policies and procedures that it has adopted. If there is a question on a decision that a Board as a whole ever made (a bad decision for the corporation), the board's decision will be judged using the Business Judgment Rule. The Director will not be liable for that decision if the director acted in good faith and in a manner reasonably believed to be in the corporations', best interest, independent and based on informed judgment.

Handouts

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| | <p>B. <u>Budget Process</u>. Mr. Jerald Sparenberg, Chief Financial Officer, made a presentation on the budget process. At the conclusion of this training, Mr. Sparenberg reported he would be reviewing the feasibility of revising the vacation plan for employees whereby employees would be entitled to more vacation commensurate with tenure. Mary Capello, CEO, mentioned that research done supported its allowability. Ms. Capello mentioned that TMC is also going to explore the feasibility of fully upgrading its imaging software, developing a paperless system of records keeping and automating its procurement process beyond headquarters.</p> <p>C. <u>Re-Authorization of Head Start Overview</u>. Mr. Manny DuQue, Chief Operations Officer, made a presentation on the highlights of the Head Start Reauthorization Act and provided a handout with important items from the Head Start Act. Mr. DuQue went over the term "deficiency", unresolved areas of non compliance, and new requirements for Board composition and the funding formula.</p> <p>D. <u>Mileage</u>. Mr. Jerald Sparenberg, Chief Financial Officer, advised the board of the changes in the mileage rate from .485 to .505. The Board previously approved a motion to authorize the CEO to make any necessary changes in mileage rates consistent with state and or federal changes.</p> <p>E. <u>State Reimbursement Rates</u>. Mr. Jerald Sparenberg, Chief Financial Officer, announced the changes in the state travel reimbursement rates from \$99.00 per day to \$109.00 per day.</p> | |
| <p>IV. Adjourn</p> | <p>Mr. Dan Liskai, Board Vice Chair, moved to adjourn.</p> <ul style="list-style-type: none"> o Ms. Hilda Medrano, Board Member, seconded. o Approved Unanimously. o No discussion. <p>Meeting Adjourns at 8:15 p.m.</p> | <p>Adjourned</p> |

APPROVED BY:

Graciela Camargo
 BOD Secretary