



TMC
Board of Directors
BI-Monthly Meeting
Live/Via Conference Call
San Antonio, Texas
November 14, 2009
9:00 AM
Official Minutes

Call to order Mr. Louis Daniel Liskai

Let it be remembered that a regular Meeting of the TMC Board of Directors (BOD) was held on Saturday, November 14, 2009, at 9:00 A.M. live and via Conference Call, in San Antonio, Texas.

Roll Call Ms. Diana Palacios: the following 16 members were present.

Mr. Louis Daniel Liskai	Board Chair
Ms. Grace Camargo	Vice-Chair
Ms. Diana Palacios	Secretary
Mr. Leonel Lopez	Treasurer
Ms. Sandra Martinez	Sgt. At Arms
Dr. Rene Cantu	Member

Mr. Vidal Cantu, Jr.	Charter Member
Mr. Blas Castaneda	Member
Mr. Francisco Flores	Member
Mr. Ricardo Gonzalez	Member
Mr. Miguel Lopez	Member
Dr. Hilda Medrano	Member
Ms. Blanca Munoz	Member
Senator Cynthia Nava	Member
Rev. Chester Phyffer	Member
Ms. Claudia Salazar	PC President

Not Present:

Mr. Juan Jose Balli	Charter Member
Mr. Juan Massey	Member
Rev. Tino Espinoza	Member

Thus constituting a quorum, the TMC Board of Directors proceeded to act upon the Agenda as presented in the meeting notice of November 14, 2009.

Also present was Ms. Mary Capello, CEO, Mr. Manny DuQue, COO, Mr. Jerald Sparenberg, Ms. Cordelia L. Valdez , Board Secretary and Mr. Javier Rodriguez, MIS Department.

At this time, Mr. Louis Daniel Liskai, Chair of the TMC Board, administered the Oath of Office to two new board members: Senator Cynthia Nava (New Mexico) and Mr. Ricardo Gonzalez (Nevada).

03.09.11.25. Action to Approve Minutes of the September 25, 2009 Meeting.

It was moved by Ms. Sandy Martinez and seconded by Ms. Grace Camargo to approve the minutes as presented.

04. 09.11.252. **TMC BOARD TO DISCUSS AND ACT ON THE FOLLOWING:**

- a. Discussion and possible action to make the final selection of a Building Contractor from the following RFP finalists (presentation by Building Committee/corporate staff).
- KQC , Investors, LLC
 - TTX Commercial Group

A power point presentation was presented by corporate staff of the two finalists. After a lengthy discussion, the Board Committee proceeded to recommend the selection of KQC Investors, LLC, as the finalist to proceed with plans for the new TMC corporate office building.

It was moved by Ms. Diana Palacios and seconded by Ms. Sandy Martinez to approve the recommendations of the Building Committee and award the bid to KQC Investors, LLC, and ensure that management follow target project dates as presented, with the continued involvement of the board building committee.

Motion was approved unanimously.

- b. Election of officers for 2010-2011. Discussion and possible action to approve the Nominations as recommended by the nominating committee as follows:

Mr. Louis Daniel Liskai- Chair
Ms. Graciela Camargo- Vice Chair
Ms. Diana Palacios- Secretary
Mr. Leonel Lopez- Treasurer
Judge Juan Velasquez, Sgt. At Arms

It was moved by Ms. Sandy Martinez and seconded by Mr. Miguel Lopez to approve the slate of officers as recommended by the nominating committee for the 2010-2011 calendar years.

Motion was approved unanimously.

- c. Discussion and possible action to approve the revised TMC Corporate Organizational Chart.

After review of the Organizational Chart and a brief synopsis by Ms. Mary Capello, CEO, it was moved by Ms. Sandy Martinez, and seconded by Mr. Blas Castaneda to approve the Organizational Chart as presented.

Motion was approved unanimously.

- d. Discussion and possible action to approve the Chief Executive Officer's (CEO) performance appraisal for 2009 (executive session requested personnel matters).

It was moved by Ms. Sandy Martinez and seconded by Ms. Grace Camargo to go into executive session.

No Action was taken in executive session.

It was moved by Dr. Rene Cantu and seconded by Mr. Francisco Flores to return to regular session.

It was moved by Ms. Sandy Martinez and seconded by Mr. Vidal Cantu to approve the CEO evaluation.

It was also moved by Dr. Rene Cantu and seconded by Mr. Blas Castaneda to approve a wellness program for Ms. Mary Capello and reward Ms. Mary Capello with a 2.5% increase in salary.

- e. Discussion and possible action to approve the Results of the Board's 2009 Self Assessment and training needs for the coming year.

It was moved by Mr. Blas Castaneda and seconded by Ms. Grace Camargo to approve the results of the Boards' 2009 Self Assessment and training needs as discussed.

Motion was approved unanimously.

05. 09.11.253. **TMC BOARD OF DIRECTOR'S COMMITTEE REPORTS**

- a. Executive Committee
- b. Fiscal Committee
- c. Building Committee
- d. Programs/Research and Evaluation. Committee
- e. Board Liaison report
- f. MSHS Policy Council President Report

A verbal status report was summarized by each committee to the board. It was also reported to calendar February 24-26, 2010, as a possible trip to Washington for the MSHS Conference and July 10-13, 2010, for the NCLR Annual Conference in San Antonio, Texas.

It was moved by Mr. Miguel Lopez and seconded by Dr. Rene Cantu to schedule these specific dates for the TMC Board Calendar and to approve the committee reports as presented.

Motion was approved unanimously.

A 15 Minute Break was taken at 10:45 A.M.

The meeting returned to regular session at 11:00 A.M.

06.09.11.254. **CHIEF EXECUTIVE OFFICER'S REPORT**

- a. CEO Corporate Report

Ms. Mary Capello, CEO, reported to the Board summarizing that the months of September and October were extremely busy with several fundraisers; The Second Annual Rio Grande Valley Golf Tournament, chaired by Mr. Leonel Lopez, with the conclusion of the Early Care

and Education Conference in South Padre Island, Texas. This conference served well over 800 participants that attended a two day conference that was very powerful, educational, rewarding and a huge success. Ms. Capello gave thanks to all involved, the board members who attended and to the TMC staff that worked for several months to accomplish this venture. Dr. Hilda Medrano also gave her congratulations to Ms. Mary Capello and the staff for being able to pull the conference with the magnitude of powerful speakers and vendors. Monies were still coming in and Mr. Jerald Sparenberg reported about \$50,000.00 will be collected. Appreciation Gifts were distributed to the Board Members present.

It was moved by Ms. Sandy Martinez and seconded by Mr. Vidal Cantu to approve the CEO report as submitted with additional distinction for Ms. Mary Capello and her outstanding leadership.

Motion was approved unanimously.

b. Financial Reports

Mr. Milo Martinez, from Martinez, Rosario and Company, LLP, gave the board a full presentation regarding Governance letter, budgets, BOD financial reporting and internal controls, related statement of activities, functional expenses and cash flows as of January 31, 2009. The audit was conducted in accordance with auditing standards accepted in Government Auditing Standards Manual. It was recommended by the auditors to establish a limit on the dollar amount signed with the electronic check card. It was agreed that at least one of the two signatures be a manual signature for an amount of \$100,000.00 or more and for payroll checks in the amount of \$10,000.00 or more. Mr. Milo Martinez, Martinez, Rosario and Company, LLP, stated that TMC has been in compliance with all federal and state audits reporting no weaknesses, deficiencies or compliance issues.

It was moved by Dr. Hilda Medrano and seconded by Mr. Vidal Cantu to approve the Financials as presented.

Motion was approved unanimously.

c. Programs Report

- Child Care Austin
- Golden Crescent
- Head Start/Early Head Start
- Migrant Seasonal Head Start
- Healthy Marriage
- Laredo Webb County Safe Haven
- TSR! Project

d. Corporate Compliance Report

e. Communications Report

f. Human Resources Report

g. Purchasing/Contracts Report

It was moved by Mr. Francisco Flores and seconded by Mr. Miguel Lopez to approve the programs reports as presented.

Motion was approved unanimously.

07.09-11-255. **OTHER BUSINESS**

None

08.09-11-256. **SOUND OFF SESSION**

None

09.09-11.257. **EXECUTIVE SESSION**

Item 4 d was moved into Executive Session (see item for minutes).

With no further business it was moved by Ms. Diana Palacios and seconded by Mr. Miguel Lopez to adjourn the meeting.

Respectfully submitted

A handwritten signature in cursive script that reads "Diana Palacios". The signature is written in black ink and is positioned above the printed name.

Diana Palacios
TMC Board Secretary