



TMC  
Board of Directors  
BI-Monthly Meeting  
Live/Via Conference Call  
Laredo Texas  
January 14-15, 2011  
1:30 PM  
MINUTES

Call to Order Mr. Louis Daniel Liskai

Let it be remembered that a Regular Meeting of the Board of Directors was held on Friday, September 14, 2011 and Saturday, January 15, 2011 Central Time Live and via Conference Call.

Roll call by Ms. Cordelia L. Valdez; the following members were present:

Mr. Louis Daniel Liskai  
Ms. Grace Camargo  
Ms. Diana Palacios  
Mr. Leonel Lopez  
Judge Juan Velasquez, III  
Ms. Sandra Martinez  
Mr. Vidal Cantu, Jr.  
Mr. Francisco Flores

Mr. Timothy Ingle  
Dr. Hilda Medrano  
Mr. Blanca Munoz  
Reverend Chester Phyffer  
Reverend Tino Espinoza  
Ms. Evelyn Rodriguez

Not Present:  
Mr. Juan Jose Balli  
Dr. Rene Cantu  
Mr. Blas Castaneda  
Mr. Miguel Lopez  
Senator Cynthia Nava  
Ms. Maria Rios

Also present was Ms. Mary G. Capello, President/CEO, Mr. Manny Duque, VP of Operations, Mr. Rodney Rodriguez, VP of Compliance, Mr. Jerald Sparenberg, VP of Finance, Mr. Rene Gonzalez, Communications Manager, Mr. Manuel Ochoa, Regional Director of the RGV, Mr. Javier Rodriguez, MIS, and Ms. Cordelia L. Valdez, BOD Secretary.

03.11.01.103. Action to Approve Minutes of November 13, 2010 Meeting and Minutes of September 30, 2010.

It was moved by Ms. Blanca Munoz and seconded by MS. Grace Camargo to approve the minutes of September 30, and November 12, 3010 as presented.

Motion was approved unanimously

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

a. Discussion and Possible Action to approve TMC's Self Assessments for TMC Migrant Seasonal Head Start /Head Start/ Early Head Start Programs for 2011; authorization for

President/CEO to execute all relevant documents and any matters incident thereto.(information will be forthcoming).

It was recommended by President /CEO Ms. Mary Capello, to table the item for the March 2011 meeting as the Self Assessments were just completed and would need to be reviewed and finalized for presentation then.

It was moved by Mr. Vidal Cantu and seconded by Ms. Sandy Martinez to table item as recommended by Ms. Mary Capello.

Motion was approved unanimously.

- b. Discussion and Possible Action to Approve the Migrant and Seasonal Head Start Food Expense Summary for October 2009 through August 2010 by Region for a Total Reimbursement of \$1,673,244.25; authorization for President/CEO to execute all relevant documents and any matters incident thereto.

It was moved by Ms. Grace Camargo and seconded by Reverend Chester Phyffer to approve the MSHS Food Expense Summary for October 2009 August 2010 as presented.

Motion was approved unanimously

- c. Discussion and Possible Action to Approve Proposed Amendments to Dress Code Policy; authorization for President/CEO to execute all relevant documents and any matters incident thereto.

After reviewing the Dress Code Policy by the Board it was moved by Ms. Blanca Munoz and seconded by Dr. Hilda Medrano to approve the Dress Code Policy as presented.

Motion was approved unanimously.

- d. Discussion and Possible Action to Approve Investment Policy Statement Annual Review and Amendments; authorization for President/CEO to execute all relevant documents and any matters incident thereto.

Ms. Mary Capello presented the 401(k) Investment Policy and the proposed amendments. Mr. Marshall Cobb, Cobb Investment Consultant via conference call, explained the amendments. After a brief discussion it was moved by Mr. Leonel Lopez, and seconded by Ms. Grace Camargo to approve the item as presented.

Motion was approved unanimously.

- e. Discussion and Possible Action to approve/ratify the proposed budget amendment for Migrant Seasonal Head Start Program for fiscal year 2010; and to grant authorization for the President/CEO to execute all relevant documents and any matters incident thereto.

It was moved by the Reverend Chester Phyffer and seconded by Ms. Blanca Munoz to ratify the proposed budget amendment as recommended and previously approved by the Fiscal Committee.

Motion was approved unanimously.

- f. Discussion and Possible Action to approve and amend Section 5.03 (b) of the TMC By Laws as follows:

“The Board, at its annual meeting may delegate additional authority to the Fiscal/Insurance/Risk Management Committee to include the authority to review and approve any grant applications, or associated grants, or re-funding of existing grants, and any fiscal audits and/or Pension audits; ratification by the entire Board of such action shall be done at any future special or regular meeting of the Board. The Board ratification of the action taken by the committee relates back to, and takes effect on, the date the committee approved it.”

Judge Juan Velasquez, Chair of the By-laws Committee, addressed the Board regarding this item. He explained that the By-Laws Committee had met regarding the Amendment to Section 5.03 of the TMC By-Laws. He clarified the logic behind the amendment and recommended the approval. Judge Velasquez explained that the amendment would reflect for the Board to delegate the stated authority in Section 5.03 to the Executive Committee instead of the Fiscal/Insurance/Risk Management Committee. Dr. Hilda Medrano articulated her approval and expressed the wise decision regarding the change. All present were in agreement with the change to the TMC By-Laws.

It was moved by Ms. Grace Camargo and seconded by Ms. Diana Palacios to approve the amendment as discussed and presented.

Motion was approved unanimously.

05.11.01.106.

### **TMC BOARD OF DIRECTORS COMMITTEE REPORTS**

- a. Executive Committee
- b. Fiscal Committee Minutes November 12, 2010.
- c. Programs, Research and Evaluation Committee
- d. Building Committee
- e. MSHS Policy Council President Report
- f. HS/EHS Policy Council President Report
- g. HS/EHS Board Liaison Report
- h. MSHS Board Liaison Report

**Executive Committee:** No Report

**Fiscal Committee Minutes:** It was moved by Mr. Vidal Cantu moved and seconded by Ms. Sandy Martinez to approve the Minutes of the Finance Committee Meeting of November 12, 2010 as presented.

Motion was approved unanimously.

**Building Committee:** Mr. Vidal Cantu addressed the Boards concerns for a new building in a period of proposed budget cuts. He explained that rent would continue to increase at the present site, with no additional space to expand. TMC needs to push forward instead of staying idle. Mr. Leonel Lopez expressed his concern over the expenses that Mr. Kaplan had already incurred with the survey, staking of the property, etc... Mr. Kaplan would be willing to continue taking the risk since we did not know if the funding would be available. Ms. Mary Capello explained that according to recent federal government news funding cuts were coming. She further stated that given the expected cuts, TMC should proceed cautiously but recommended moving forward and placing the item on the agenda and making a decision then.

It was moved by Ms. Diana Palacios and seconded by Mr. Vidal Cantu to place the item on the agenda for the March Board meeting for continued discussion.

Motion was approved unanimously.

**Programs, Research and Evaluation Committee: No Report**

**MSHS Policy Council President Report: No Report**

**Head Start/EHS:** Ms. Evelyn Rodriguez, President of the Head Start/Early Head Start Policy Council gave her oral report to the Board on the HS/EHS. Ms. Rodriguez stated that the HS/EHS staff has been working diligently to ensure quality medical services for both children and parents. Ms. Rodriguez also gave the Board a complete report on the activities held at the center during the months of November and December. Recruitment and enrollment were continuing both in Zapata and Starr counties.

It was moved by Ms. Sandy Martinez and seconded by Ms. Grace Camargo to approve the Head Start/Early Head Start report for the record.

Motion was approved unanimously.

**Head Start Board Liaison Report: No Report**

**MSHS Board Liaison Report: No Report**

06.11.01.107.

**CORPORATE OPERATIONS REPORTS**

**a. President/CEO Administration Report**

Ms. Mary Capello reported to the board that staff had spent a considerable amount of time on a response for the Ohio Federal review; the final outcome was received in mid-December with no disallowed costs. TMC was extremely excited with the news after so many reviews that TMC had endured

Ms. Mary Capello reported the President/CEO & VP's retreats; they have been very successful for planning the future of TMC and the upcoming board retreat. The next retreat is scheduled for February to continue planning for the year.

TMC also had a federal review of the Webb County Head Start Program; the week of January 3-6, 2011. TMC is a delegate. Outcome: no findings.

TMC is preparing for the upcoming state legislative session and the big session in Washington; proposed cuts are planned for all budgets. A Texas E rate bill is coming up again and all is looking very favorable. We are expecting support from our Congressman Cuellar. All in all we have started the year very positive and looking to a great year.

**b. Financial Reports**

- October 2010
- Purchasing/Contracts Report

**c. Bank Reconciliation October 2010**

**OCTOBER 2010**

- CCS Austin
- General Fund
- Workforce Victoria Bank
- Starr-Zapata Head Start/Early Head Start AP
- Starr-Zapata Head Start-Early Head Start PR MSHS AP  
IBC Indirect Pool
- Webb County EHS
- MSHS PR Compass
- Health Insurance Employer
- Risk Management Fund
- TSR
- Health Insurance Employee
- Healthy Marriage
- Ohio Department of Education
- Laredo Webb County Safe Haven
- Community Based Obesity Prevention
- Scholarship Fund

**American Express October 2010**

- Account # 1010
- Account # 1044
- Account # 1009
- Account # 1005
- Account # 2026
- Account # 2067

Mr. Jerald Sparenberg reviewed in detail the Financial reports for the Month of October 2010 with the Board; in addition, Mr. Sparenberg explained that the Finance Committee had also reviewed and recommended approval for the Bank Reconciliation, American Express Statements and the Purchasing/Contracts reports.

It was moved by Ms. Diana Palacios and seconded by Ms. Grace Camargo to approve the Financial Reports for the month of October 2010.

Motion was approved unanimously.

It was moved by Ms. Sandra Martinez and seconded by Ms. Blanca Munoz to approve the Purchasing/Contracts Report as presented.

Motion was approved unanimously.

It was moved by Ms. Blanca Munoz and seconded by Dr. Hilda Medrano to approve the Bank Reconciliation for the month of October 2010.

It was moved by Ms. Grace Camargo and seconded by Dr. Hilda Medrano to approve the American Express for the Month of October 2010 as presented.

Motion was approved unanimously.

Mr. Jerlad Sparenberg elaborated on the MSHS budget process that Mr. Cesar Sotello had presented to the Finance Committee. The Committee was very impressed at the comprehensive process, time consuming and broad range work done by Mr. Sotello. Mr. Sotelo explained, that he developed this special budget process in order to be able to access any center at any time and view any line-items whether it be supplies, transportation, salaries, etc.. The process allows the Center Managers put input and have hands- on their respective budgets. Every Center has its own budget identified specifically and Center Mangers are able would be able to track the spending and

accountability on a monthly basis. All Board members present at the Finance Committee meeting expressed their appreciation at the extensive work done by Mr. Sotello and they were very impressed with all the detail work.

**d. Corporate Programs Reports**

- Child Care Services Program – Austin
- Golden Crescent one-Stop Workforce- Victoria Head Start/Early Head Start Program Migrant Seasonal Head Start Program and
- Healthy Marriage/Together in Texas Program
- Laredo-Webb County Safe Haven Program
- Texas School Ready -TSR

It was moved by Ms. Grace Camargo and seconded by Mr. Francisco Flores to approve the Corporate Programs Report as presented.

Motion was approved unanimously.

**e. Corporate Compliance Report**

It was moved by Ms. Blanca Munoz and seconded by Ms. Grace Camargo to approve the Corporate Compliance Report as presented.

Motion was approved unanimously.

**f. Corporate Human Resources Report**

- Personnel
- Benefits

It was moved by Ms. Blanca Munoz and seconded by Reverend Tino Espinoza to approve the Corporate Human Resources Report as presented.

Motion was approved unanimously.

**g. Communications Report – No Report**

07.11.01.108.

**OTHER BUSINESS**

- **Elections for 2011**
- **Calendar of Events 2011**

Ms. Mary Capello presented the calendar of events to the Board with the dates listed. Board members discussed the NCLR Conference and decided to review the calendar for the month of July at the Board retreat.

It was moved by Mr. Vidal Cantu and seconded by Dr. Hilda Medrano to approve the calendar as presented; further review and adjustment would take place at the next meeting of the Board in March during the Board retreat.

Judge Juan Velasquez, Chairman of the Elections Committee, addressed the Board. The Elections committee had met and all were in agreement with the procedure to be taken for the election of officers. The process was explained in writing to the Board prior to the meeting all received the information via regular mail with complete instructions.

In addition, Board members whose term was up on the Board were also notified. A response by them, in writing, was to be forwarded to Judge Juan Velasquez requesting their re-nomination to the Board for an additional three year term. There was only one member who did not wish to be re-nominated to the Board; as he expressed his thanks however, due to his extremely complex work schedule he would not be able to comply and attend board meetings.

Re-nominated to the Board for a three year terms were:

**Mr. Louis Daniel Liskai**  
**Ms. Blanca Munoz**  
**Ms. Diana Palacios**  
**Ms. Leonel Lopez**  
**Ms. Grace Camargo**  
**Dr. Rene Cantu**  
**Mr. Miguel Lopez**  
**Ms. Sandy Martinez**

**These Board members would be sworn in at the next Bi-monthly board meeting as per the TMC By-laws.**

**Proxy Votes were also introduced by Judge Juan Velasquez, Chairman of which was noted for the record in order to exercise those Board members not present due to extenuating circumstances.**

**The election process was as follows:**

**Nominations accepted:**

**From the floor**

**By ballot**

**By mail**

**Chairman, Juan Velasquez proceeded to open the nominations from the floor and then announced those nominations received by regular mail. Nominations were open and all candidates were in good standing. It was moved by Mr. Vidal Cantu and seconded by Ms. Sandy Martinez to cease the nominations from the floor. The nominations were as follows:**

<b>Chairman:</b>	<b>Mr. Louis Daniel Liskai</b>
<b>Vice Chair:</b>	<b>Ms. Grace Camargo</b>
<b>Secretary:</b>	<b>Ms. Diana Palacios</b>
	<b>Dr. Hilda Medrano</b>

Treasurer: Mr. Leonel Lopez  
Sgt.- at- Arms: Judge Juan Velasquez  
Mr. Francisco Flores

Chairman, Juan Velasquez then proceeded to name each candidate and repeat the name to the Board three times as per Roberts Rules of Order. He accepted nominations from the floor; Mr. Francisco Flores withdrew his name from the nominating list. All nominated were elected by acclamation; the secretarial position by ballot. The following members were elected:

Mr. Louis Daniel Liskai –Chairman (acclamation)  
Ms. Grace Camargo –Vice Chair (acclamation)  
Secretary – Ms. Diana Palacios (ballot)  
Treasurer – Mr. Leonel Lopez (acclamation)  
Sgt. At. Arms/Parliamentarian - Judge Juan Velasquez, III  
(acclamation)

Congratulations were given to the Board Members elected to serve for the calendar year of January 2011- December 2011.

A brief presentation was done by Mr. Javier Rodriguez, Network Operations Manager, (MIS Department) regarding the TMC Web page access for the board agenda. This web page access will save time, and avoid sending the disk via overnight. This will also allow every board member to access the agenda immediately. The link/access would be provided to each board member with their own password to be able to view and navigate to the files. All files will be viewed confidentially. Agendas for all committee meetings will also be included.

With no other business it was moved by Ms. Grace Camargo and seconded by Reverend Chester Phyffer to recess the meeting for Saturday, January 15, 2011 at 9:00 AM

**08.11.01.109. SOUND OFF SESSION – None**

The Meeting was called to order by Mr. Louis Daniel Liskai, Saturday, January 15, 2011, @ 10:00 AM (due to a power outage). The Board proceeded with the Installation Ceremony.

The Honorable Joe Lopez, 49<sup>th</sup> District Court Judge, installed the newly elected officers to the TMC Board to their elected positions. Congratulations were in order to all.

Ms. Mary Capello then announced that TMC would be commemorating its 40<sup>th</sup> Anniversary in 2011. Ms. Mary Capello read the meaning of the Ruby Gem Stone which is the stone for the 40<sup>th</sup> anniversary and what it signifies and represents.

Ms. Capello also announced to the Board that Mr. & Mrs. Henry Cisneros in San Antonio, Texas, American Sunrise Learning Center has approached TMC for a possible partnership with TMC to operate its Learning Center. Mr. Henry Cisneros was very impressed with TMC. Ms. Capello and some of the VP's will be visiting the center in San Antonio sometime in February to check out the possibilities. There are a lot of questions that need to be answered before any final decisions are made. The Board agrees, however the final decision will be made once everything has been reviewed and everyone is in agreement.

At this time it was moved by Mr. Leonel Lopez and seconded by Blanca Munoz to continue the dialogue with American Sunrise and place an item on the board agenda in March for final decision.

Motion was approved unanimously.

Ms. Mary Capello also addressed the Conflict of Interest statement for Head Start Performance Standards. The form was signed by the Board Members for filing for official record.

The 2011 Calendar was also updated and distributed to the Board for final approval. The Board agreed to travel and have the Board meeting on the evening of March 24, 2011 and 25 & 26 for the Board Retreat; return on Sunday, March 27, 2011.

09.11.01.110. **EXECUTIVE SESSION**

It was moved by Ms. Grace Camargo and seconded by Mr. Francisco Flores to go into Executive Session at 11:42 AM.

Motion was approved unanimously.


It was moved by Mr. Leonel Lopez and seconded by Ms. Blanca Munoz to return to regular session.

No Action was taken in Executive Session.

With no other business it was moved by Ms. Grace Camargo and seconded by Mr. Francisco Flores to adjourn.

Motion was approved unanimously.

Respectfully Submitted



Diana Palacios  
Diana Palacios, TMC Board Secretary