

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

**LOCATION:** Lower Rio Grande Valley Regional Office  
110 S. Daniel Salinas Blvd  
Donna, Texas 78537

**DATE:** March 13, 2004

**ROLL CALL:**

<b>MEMBER</b>	<b>PRESENT/ABSENT</b>
Ms. Sandra Martinez, Board Chair	Present
Mr. Louis Dan Liskai, Board Vice-Chair	Present
Mr. Russell Donohue, Treasurer	Present
Ms. Grace Camargo, Secretary/PPC Liaison	Present
Ms. Maribel Garcia, SGT. At Arms	Present
Mr. Juan Jose Balli	Absent
Mr. Vidal Cantu, Jr.	Absent/Proxy
Mr. Blas Castaneda	Present
Mr. Edward Cortez	Present
Mr. Francisco Flores	Present
Mr. Leonel Lopez	Present
Mr. Miguel Lopez	Absent/Proxy
Mr. Hilda Medrano	Present
Ms. Blanca Munoz	Present
Ms. Diana Palacios	Absent/Proxy
Dr. MA. Alma Gonzalez-Perez	Absent
Ms. Lorena Cuellar, PPC President	Present

**Gallery Present**

Ms. Mary G. Capello	Chief Executive Officer
Ms. Wendy L. Kissman	Board of Directors Executive Secretary
Mr. Terry Downey	Chief Financial Officer
Mr. Richard Perales	TMC Planner
Mr. John E. Gonzales	TMC
Ms. Alicia Yanez	MSHS Director
Ms. Isabel Flores	Visitor
Mr. Mario Bermea	LRGV Administration

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
I. Meeting Called to Order	Ms. Sandra Martinez, board chair, called the meeting to order at 9:35 a.m.	<i>Called to Order</i>
II. Roll Call	Ms. Grace Camargo, board secretary, called roll. Twelve (12) out of seventeen (17) board members were present. Quorum was established.  <u>Ms. Diana Palacios</u> , board member, present by proxy to Mr. Edward Cortez. <u>Mr. Vidal Cantu</u> , board member, present by proxy to Mr. Daniel Liskai. <u>Mr. Miguel Lopez</u> , board member, present by proxy to Ms. Blanca Munoz.	<i>Quorum Established</i>
III. Monthly Board Training	<b>A. Board Policies vs. Administration Procedures:</b> <i>Presented by Mr. Daniel Liskai, Board Vice-Chair.</i> <ul style="list-style-type: none"><li>➤ Ethics and Disclosure</li><li>➤ Ethics and Fraternizing</li></ul> <b>B. MIS Presentation:</b> <i>Presented by Mr. Nestor Atkinson, MIS Director.</i> <ul style="list-style-type: none"><li>➤ TMC Web Site</li><li>➤ Board Computers Update</li></ul>	<i>Handout Power Point Presentation  Presentation</i>
IV. Action Items	<b>A. Approval of Consent Agenda Items.</b> <ul style="list-style-type: none"><li>➤ <b>Monthly Board of Directors Meeting Minutes</b></li><li>➤ <b>Contract Report</b></li><li>➤ <b>Workforce/CCMS Management Programs Report</b></li><li>➤ <b>Migrant Head Start Report.</b></li></ul> Mr. Daniel Liskai, board member, moved to approve the consent agenda items as presented to the members of the board. <ul style="list-style-type: none"><li>○ Mr. Leonel Lopez, board member, seconded.</li><li>○ Approved Unanimously.</li><li>○ No Discussion.</li></ul>	<i>Handout</i>

**B. Discussion/Approval of TMC name change.**

Mr. Blas Castaneda, board member, moved to approve the board chair's recommendation for the CEO to make a formal presentation to all TMC staff expressing the need for a name change.

- Mr. Edward Cortez, board member, seconded.
- Approved Unanimously.
- Discussion.

Ms. Mary Capello, CEO, reviewed with the members of the board the reason behind the name change which was a result of a recommendation from the Special Advisory Board. Ms. Sandra Martinez, board member, recommended that Ms. Capello, CEO, take this item back to TMC staff and explain the need for the name change.

**C. Approval of recommended names to the Special Advisory Board.**

Mr. Dan Liskai, board member, moved to approve the CEO's Special Advisory Board member recommendations. Mr. Liskai also moved to approve the recommendation of Ms. Blanca Munoz, board member, granting Ms. Mary Capello, CEO, the authority to place qualified members to the Special Advisory Board without board approval.

- Mr. Blas Castaneda, board member, seconded.
- Approved Unanimously.
- Discussion.

Ms. Mary Capello, CEO, reviewed the recommendation of adding Special Advisory Board members. Ms. Sandra Martinez, board chair, asked if there was a conflict of interest with Mr. Julian "Kiki" DeAyala, since he helps with Dia de los Ninos. Ms. Capello answered no; followed by Mr. Russell Donohue and Mr. Leonel Lopez, board members, stating that since the Special Advisory Board has no voting rights, there would not be a conflict of interest.

**D. Discussion/Approval of RFP on bank and utility services.**

Mr. Edward Cortez, board member, moved to approve moving forward with submitting an RFP for banking and utility services. Mr. Cortez also recommended the RFP specify "overdraft protection" and other services TMC may need.

- Ms. Blanca Munoz, board member, seconded.
- Approved Unanimously.
- Discussion.

Ms. Mary Capello, CEO, stated that members of the board requested an RFP be submitted regarding banking and energy company. Mr. Blas Castañeda, board member, recommended that we specify in the RFP what type of services was needed, not only in Texas but throughout TMC's regions. Mr. Leonel Lopez, board member, recommended that the RFP specify that banks offer overdraft protection.

Ms. Capello stated that Mr. Cantu had previously recommended that the administration look into other energy providers. Mr. Russell Donohue, board member, reported that the fiscal committee is looking into this recommendation and after the committee has amply time to review the information they will bring their recommendation to the board for approval.

**E. Discussion/Approval of Personnel Policies Manual.**

Mr. Dan Liskai, board member, moved to table the approval of the Personnel Policies Manual upon the board chair's recommendation.

- Mr. Edward Cortez, board member, seconded.
- Approved Unanimously.
- Discussion.

Ms. Sandra Martinez, board member, recommended that the Personnel Policies Manual be tabled until such time as the Board Personnel Committee has had the opportunity to meet, review, discuss, and/or make corrections. The committee will then bring their recommendations back to the board for final approval.

**F. Discussion/Approval of TMC Risk Management Policies.**

Mr. Leonel Lopez, board member, moved to approve the tabling of the Risk Management Policies on the recommendation of Mr. Russell Donohue, risk management committee chair.

- Edward Cortez, board member, seconded.
- Approved Unanimously.
- Discussion.

Mr. Russell Donohue, board member, requested that the risk management policies manual be tabled until such time as the risk management committee meets to discuss, review and/or suggest corrections; then bring the recommendations, if any, to the board for final approval.

**V. Board of Directors  
Committee Reports**

**A. Executive/Planning/Quality Assurance**

Ms. Sandra Martinez, committee chair, reported that an executive committee meeting was held Friday, March 12, 2004. The committee reviewed the corporation's finances. The committee directed Ms. Capello, CEO, to review the indirect budget and make cuts within the indirect budget. Mr. Blas Castañeda, board member, asked if there is a document in place that indicates how the Chief Executive Officer deals with individual managers with respect to budgets, as well as, weekly or monthly consolidations. Ms. Capello stated that she would advise Mr. Castañeda on his request within the next week. Ms. Martinez informed the members of the board that the executive committee was recommending that the April 17<sup>th</sup> monthly board meeting be changed from a VPN to an in-person (executive session) meeting. This meeting will be held in San Antonio, Texas, and will only cover the corporation's finances.

	<p style="text-align: center;"><b>B. Fiscal/Insurance/Risk Management</b></p> <p>Mr. Russell Donohue, committee chair, reported that the fiscal committee met on March 3, 2004. The committee reviewed and discussed the negative amounts reported on the 2003 indirect budget. Mr. Donohue explained that Mr. Downey, CFO, did not participate in the development of the 2003 indirect budget process; wherein expenses were not all accounted for and/or placed in the wrong category. Mr. Donohue requested that financial reports with negative line items to be accounted for by having explanations on the financial statements. Mr. Donohue also reported that the executive committee was recommending that the establishment of a for-profit corporation be placed on hold and requested that Ms. Capello submit in writing to the committee the steps and ideas for the for-profit corporation.</p> <p style="text-align: center;"><b>C. Education/Programs</b></p> <p>Ms. Grace Camargo, committee chair, reported that the committee did not have a quorum but did meet with the Parent Policy Council (PPC) education committee on Friday, March 12, 2004. Ms. Camargo also reported that the committee will meet with the PPC education committee again in April. Ms. Camargo will submit a written report along with committee minutes at the next board meeting.</p> <p style="text-align: center;"><b>D. Legislative/By-Laws/Board Development/Personnel</b></p> <p>Mr. Daniel Liskai, committee chair, reported that the committee met on Friday, March 12, 2004 to review and to update the current by-laws. Mr. Liskai asked all board members to review the current by-laws over the next week and advise him of any suggested changes/corrections. Mr. Liskai stated that the changes to the by-laws are in draft form and will be given to the TMC attorney to review.</p> <p style="text-align: center;"><b>E. Special Advisory Board/ Fundraising (Ad-hoc).</b></p> <p>Ms. Sandra Martinez, board chair, reported that a meeting was scheduled for Thursday, March 25, 2004 in San Antonio, Texas.</p>	<i>Handout</i>
VI. Chief Executive Officers Report	<p>Ms. Capello, CEO, reviewed the CEO monthly reports with the members of the board. Ms. Capello reported that the executive committee has requested modified CEO monthly reports beginning with the April report, consisting of two (2) pages, with no additional department attachments, and will be emailed by the 10<sup>th</sup> of each month.</p> <p>Ms. Capello requested that due to budget set backs, the board allow her and Ms. Wendy L. Kissman, Board of Directors Executive Secretary, to rework monthly board meetings on July 10, 2004 in San Antonio, Texas and November 13, 2004 in New Mexico to better fit the boards travel budget. All members of the board agreed to allow Ms. Capello and Ms. Kissman to make other arrangements for the July 10, 2004 and November 13, 2004</p>	

	monthly board meetings.	
VII. Board Chairs Report	Ms. Sandra Martinez, board chair, reported to the board on her very informative trip to Ohio with Senator DeWine's staff. Ms. Martinez also informed the board that the roles and responsibilities of the committees had been emailed to everyone. She asked for everyone to review them and if they may have any suggestions, to please advise her.	
VIII. TMC Fiscal Departments Monthly Report		<i>Handout</i>
IX. Executive Session	Mr. Russell Donohue, board member, moved to adjourn to executive session at 10:25a.m. <ul style="list-style-type: none"> <li>o Mr. Daniel Liskai, board member, seconded</li> <li>o Approved Unanimously.</li> <li>o Discussion.</li> </ul> No Action was taken in executive session.	
X. Adjourn	<b>Mr. Leonel Lopez, board member, moved to adjourn.</b> <ul style="list-style-type: none"> <li>o Dr. Hilda Medrano, board member, seconded</li> <li>o <b>Approved Unanimously.</b></li> <li>o No discussion.</li> </ul> Meeting Adjourns at 10:50a.m.  <i>* A recording of the monthly board meeting is available upon request, from Ms. Wendy L. Kissman, Board of Directors Executive Secretary.</i>	<i>Adjourned</i>

APPROVED BY: \_\_\_\_\_  
BOD Chairperson

WITNESSED BY: \_\_\_\_\_  
BOD Secretary