

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

ORIGINAL

LOCATION: *The Embassy Suites*
110 Calle Del Norte
Laredo, Texas 78041

DATE: *January 14, 2006*

ROLL CALL:

<i>MEMBER</i>	<i>PRESENT/ABSENT</i>
Ms. Sandra Martinez, Chairman	Present
Mr. Louis Daniel Liskai, Vice-Chairman	Present
Mr. Rusty Donohue, Treasurer	Present
Ms. Graciela Camargo, Secretary	Present
Ms. Maribel Garcia, Sgt. At Arms	Present
Mr. Juan Jose Balli, Charter Member	Absent
Mr. Vidal Cantu, Jr., Charter Member	Present
Mr. Blas Castaneda, Member	Absent
Mr. Francisco Flores, Member	Present
Mr. Leonel Lopez, Member	Present
Mr. Miguel Lopez, Member	Present
Dr. Hilda Medrano, Member	Present
Ms. Blanca Munoz, Member	Absent
Ms. Diana Palacios, Member	Present
Ms. Norma Gutierrez, PC President	Present

Gallery Present

Ms. Mary G. Capello	Chief Executive Officer
Ms. Wendy L. Kissman	Board of Directors' Executive Secretary
Mr. Jerald Sparenberg	Chief Financial Officer
Mr. Rodney Rodriguez	Corporate Compliance Officer
Ms. Carol Kolle	TMC Workforce Director, Golden Crescent
Ms. Alicia Yanez	MSHS Director
Ms. Isabel Flores	Visitor
Ms. Cynthia Garcia	Family Partnership Director
Ms. Ramona Barron	Family Partnership Coordinator, Valley
Mr. Pablo Garcia	Visitor
Ms. Linda Gonzalez	Parent
Ms. Minerla Carmona	Parent
Mr. Juan Munoz	Parent
Ms. Lupita Zepeda	SWB/ AT&T Representative
Ms. M. Monica Gonzales	Family Partnership Coordinator
Ms. Yolanda Rodriguez	Education Director
Mr. Romeo Sitientes	Laredo Regional Administrator

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 meeting to order at 10:10 a.m.	<i>Called to Order</i>
II. Roll Call	<p>Ms. Graciela Camargo, Board Secretary, called roll. Twelve (12) out of Fifteen (15) board members were present. Quorum was established.</p> <p>Mr. Louis Daniel Liskai, Board Member, moved for a 10-15 minute recess at 10:20 a.m.</p> <ul style="list-style-type: none">○ Mr. Russell Donohue, Board Member, seconded.○ Approved Unanimously.○ No Discussion. <p>Mr. Louis Daniel Liskai, Board Member, moved to reconvene the meeting at 10:40 a.m.</p> <ul style="list-style-type: none">○ Mr. Vidal Cantu, Board Member, seconded.○ Approved Unanimously.○ No Discussion.	<i>Quorum Established</i>
III. Action Items	<p>A. Approval of Consent Agenda Items <i>(previously emailed)</i> Ms. Graciela Camargo, Board Member, moved to approve the consent agenda items as presented to the members of the board.</p> <ul style="list-style-type: none">○ Mr. Russell Donohue, Board Member, seconded.○ Approved Unanimously.○ No Discussion. <p>B. Approval of the Board Legislative/By-Laws/Board Development/Personnel Committee Recommendations:</p> <p>1. Amendment to Board By-Laws. Mr. Daniel Liskai, Committee Chair, moved to table the approval of the amendment to the board by-laws until the March bi-monthly meeting.</p> <ul style="list-style-type: none">○ Ms. Diana Palacios, Board Member, seconded.○ Approved Unanimously.○ Discussion. <p>Mr. Daniel Liskai, Committee Chair, orally reviewed the committees' recommendations to the board by-laws with the members of the board. Mr. Liskai recommended that the board allow Ms. Wendy L. Kissman, Board of Directors Executive</p>	<i>Handout Approved</i> <i>Oral Report Tabled</i>

Secretary, to incorporate the recommended changes to the by-laws; submitting to the board for approval at the March Board of Directors' Meeting. Ms. Diana Palacios, Board Member, suggested that the changes and/or updates to the by-laws be highlighted, allowing quick reference for the members of the board.

2. Replacement for Victoria/Golden Crescent Board Vacancy

Mr. Daniel Liskai, Board Member, moved to approve the recommended nomination of Judge Juan Velasquez as the board member replacement for the Victoria/Golden Crescent Board Vacancy.

- Mr. Leonel Lopez, Board Member, seconded.
- **Approved Unanimously.**
- No Discussion.

Mr. Daniel Liskai, stated that the board self assessment document and the new CEO Evaluation form was pending; he requested assistance from Ms. Mary Capello, CEO and Ms. Wendy L. Kissman, Board of Directors Executive Secretary, to resolve the pending documents.

C. Approval of Board Fiscal Committee recommendation for Amendment to have Pension Plan Certificate of Corporation.

Mr. Russell Donohue, Board Member, moved to approve the Fiscal Committee recommendation for the required resolution to amend for the Pension Plan Certificate of Corporation.

- Mr. Daniel Liskai, Board Member, seconded.
- **Approved Unanimously.**
- No Discussion.

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**IV. Board of Directors
Committee
Reports**

A. Executive/Planning/Quality Assurance

No report; no meeting held.

B. Fiscal/Insurance/Risk Management

Mr. Russell Donohue, Committee Chair, orally reported on the fiscal committee meeting held Friday, January 13, 2006. Mr. Donohue recommended the board give consent to the CFO and CEO to proceed with a direct deposit system for employee payroll. Mr. Daniel Liskai, Board Member, moved to approve Mr. Donohue's recommendation to allow TMC CEO and CFO to proceed with direct deposit systems for payroll.

- Mr. Vidal Cantu, Board Member, seconded.
- **Approved Unanimously.**
- No Discussion.

	<p>C. Education/Programs No report; no meeting held. Ms. Sandra Martinez, Board Chair, requested the committee chair to provide her with a date and time of the next scheduled meeting. A discussion arose concerning an upcoming issue on budgets cuts, services cuts and giving teachers the much needed time for planning. Ms. Sandra Martinez, Board Chair, and Ms. Norma Gutierrez, Policy Council President, suggested TMC administration work with the parents and advise them of the importance of volunteer time. Ms. Gutierrez stated that if parents were to volunteer an hour to two hours a day in the class room it would allow teachers the time for planning time and services would not need to be cut.</p> <p>D. Legislative/By-Laws/Board Development/Personnel Meeting held Friday, January 13, 2006, oral report was given in action item section.</p> <p>E. Special Advisory Board No report; no meeting held.</p>	
V. BOD Chair's Monthly Report	No monthly report.	
VI. PC President - Board Liaison Monthly Report	Ms. Graciela Camargo, orally reported on the Policy Council President/Board Liaison report handout, no questions asked. Ms. Sandra Martinez, Board Chair, recommended and requested approval from the board, to keep Ms. Camargo as the board liaison to the Policy Council in an advisory position. Ms. Martinez stated that she was recommending this until TMC was advised on the direction of the Head Start Reauthorization. Ms. Mary Capello, CEO, reassured the members of the board that as long as Ms. Camargo continued in an advisory position, the board would be in compliance with the performance standards.	<i>Handouts</i>
VII. CEO's Monthly Report	<p>A. Review of CEO Monthly Report Ms. Capello, CEO, orally reviewed the CEO Monthly report previously emailed with the members of the board, highlighting on the following items: Ms. Capello stated that oral confirmation was received on the 1% budget cut, decreasing TMC MSHS annual budget by \$500,000.00. Ms. Capello also advised the board that U.S. Representative John Boehner, current Chair of the Head Start Reauthorization Committee, is being considered for the House Majority Leader. Should Representative Boehner be appointed to this new position, the work he has been done in support of reauthorization could go back to square one.</p>	<i>Handout</i>

B. Discussion/Review/Approval of Submission of South Texas Workforce Development Board Workforce Proposal.

Ms. Capello, CEO, stated that the budget for the proposal was not completed for review by the board; she recommended the board allow her and the administration to use their discretion to go forward in submitting the proposal.

Ms. Diana Palacios, Board Member, moved to approve Ms. Capello's recommendation allowing TMC CEO and TMC administration the authority and their discretion in submitting the South Texas Workforce Development Board (STWDB) Proposal.

- Ms. Maribel Garcia, Board Member, seconded.
- **Approved Unanimously.**
- No Discussion.

C. Financial Monthly Report and/or Issues

- a. *November Final Financial Report.*
- b. *December Projected Financial Report.*
- c. *New/Other Business.*

Mr. Jerald Sparenberg, CFO, orally reviewed the November and December Financial reports with the members of the board, no questions were asked, no action was needed.

D. Human Resources/Risk Management Monthly Report and/or Issues

- a. *Human Resources Monthly Report.*
- b. *Risk Management Monthly Report.*

Ms. Mary Capello, CEO, requested the Human Resources/Risk Management Monthly Reports be discussed in executive session.

Mr. Russell Donohue, Board Member, moved to recess the January Board Meeting for lunch at 11:55 a.m.

- Ms. Diana Palacios, Board Member, seconded.
- **Approved Unanimously.**
- No Discussion.

Mr. Daniel Liskai, Board Member, moved to reconvene the January Board Meeting at 1:25 p.m.

- Ms. Diana Palacios, Board Member, seconded.
- **Approved Unanimously.**
- No Discussion.

VIII. Executive Session	<p>Mr. Daniel Liskai, Board Member, moved to executive session at 1:26 p.m.</p> <ul style="list-style-type: none"> o Ms. Diana Palacios, Board Member, seconded. o Approved Unanimously. <p>Mr. Daniel Liskai, Board Member, moved to adjourn from executive session at 1:58 p.m.</p> <ul style="list-style-type: none"> o Ms. Diana Palacios, Board Member, seconded. o Approved Unanimously. o No action was needed or taken in Executive Session. 	
IX. Sound off Session	No item for Sound off Session.	
X. Adjourn	<p>Mr. Vidal Cantu, Board Member, moved to adjourn the January Board of Directors' Annual Meeting.</p> <ul style="list-style-type: none"> o Mr. Rusty Donohue, Board Member, seconded. o Approved Unanimously. o No Discussion. <p>Meeting Adjourns at 2:00 p.m.</p> <p><i>* A recording of the monthly board meeting is available upon request, from Ms. Wendy L. Kissman, Board of Directors Executive Secretary.</i></p>	<i>Adjourned</i>

APPROVED BY:

Sandra Martinez
BOD Chairman

WITNESSED BY:

Grocek Comang
BOD Secretary