



TMC  
Board of Directors  
Special Meeting  
Official Minutes  
October 19, 2009  
5:00 PM CT

01. 09.10.242. **Call to order by Louis Daniel Liskai.**

Let it be remembered that a regular Meeting of the TMC Board of Directors (BOD) was held on Monday, October 19, 2009, at 5:00 P. M. Via Conference Call from TMC Corporate Office in Laredo, Texas.

02. 09.10.243. **Roll Call**

Roll Call by Ms. Diana Palacios, 14 members were present.

Thus constituting a quorum, the TMC Board of Directors proceeded to act upon the Agenda as presented in the meeting notice of October 19, 2009. The following member's were present to-wit:

Louis Dan Liskai	Board Chair
Grace Camargo	Vice-Chair
Diana Palacios	Secretary
Leonel Lopez	Treasurer
Judge Juan Velasquez, III	Sgt. At Arms
Dr. Rene Cantu	Member
Vidal Cantu, Jr.	Member
Blas Castaneda	Member
Francisco Flores	Member
Ricardo Gonzalez	Member
Miguel Lopez	Member
Blanca Munoz	Member
Rev. Chester Phyffer	Member
Rev. Tino Espinoza	Member

**Not in Attendance:**

Senator Cynthia Nava	Member
Sandra Martinez	Ex. Officio
Juan Jose Balli	Charter Member
Juan Massey	Member
Dr. Hilda Medrano	Member
Claudia Salazar	PC President

Also present were Ms. Mary Capello, TMC CEO, Mr. Manny Duque, TMC COO, Mr. Jerald Sparenberg, TMC CFO, Ms. Cordelia L. Valdez, TMC Board Secretary and Mr. Milo Martinez, from Martinez, Rosario & Company, LLP.

03. 09.10.244. **Action of TMC Board Minutes**

It was moved by Ms. Diana Palacios and seconded by Dr. Rene Cantu to approve the Minutes of September 24, 2009.

Motion was approved unanimously.

04. 09.10.245. **TMC BOARD TO DISCUSS AND ACT ON THE FOLLOWING**

- a. Discussion and Possible Action to Approve the Employee Benefits Package (Medical, Dental, Vision and Life) at the agreed upon fees and schedule proposed by Catto & Catto, and to enter into a One (1) year Contract Agreement for 2010. Authorization for the Chief Executive Officer to execute all relevant documents and any matters incident thereto.

A detailed and complete explanation regarding the Employee Benefits Package was explained by Ms. Capello with current and recommended options as prepared by Catto & Catto Benefits Group, LLP. Ms. Camargo asked if the Co pay would remain the same and Ms. Capello explained that the Co pay would be increased by \$10.00 for Primary Physician. The health care deductible would be \$500.00 p/p on the High Plan and \$1,500 per family in the Basic plan. The employee has the option of choosing the plan prefer. The Health Care Benefits would be effective January 1, 2010.

It was moved by Ms. Diana Palacios and seconded by Dr. Rene Cantu to approve Employees Benefits Package (Medical, Dental, Vision and Life) as presented.

Motion was approved unanimously.

b. Discussion and Possible Action to Approve the submittal of the three (3) Continuation Proposal Applications and Budgets to the U.S. Department of Health & Human Services for 2010-2011 as follows:

- Migrant Seasonal Head Start
- Head Start (project Summary attached)
- Early Head Start (project Summary attached)

And, authorizing the Chief Executive Officer to execute all relevant documents and any matters incident thereto.

Ms. Capello and Mr. Manny Duque briefed the Board on the three (3) applications that would be submitted for the coming year. Mr. Duque explained that these were standard Continuous Proposal Applications with appropriate Budgets included that are submitted on a yearly basis to the U.S. Department of Health & Human Services. All budgets were reviewed by the Fiscal Department and ready to go. A total amount of \$67, 039,439 would be requested for Migrant Seasonal Head Start for the second year cycle and a total of \$ \$5,841,141 for Head Start/Early Head Start for the third year of services.

It was moved by Mr. Blas Castaneda and seconded by Mr. Miguel Lopez to approve the three (3) Continuation Proposal Applications and Budgets to the U.S. Department of Health and Human Services.

Motion was approved unanimously.

c. Discussion and Possible Action to Approve Head Start/Early Head Start Organizational Chart.

Mr. Manny Duque explained to the Board the Revised Organization Chart for Head Start/Early Head Start addressing the changes approved by the Head Start Policy Council at their meeting of September 23, 2009.

It was moved by Ms. Grace Camargo and seconded by Ms. Diana Palacios to approve the MSHS Organizational Chart as presented.

Motion was approved unanimously.

- d. Discussion and Possible Action to Amend the TMC Human Resource Policy Manual Section 5.0 and the TMC Team Member Handbook Section 4.11 regarding the Cost of Living Adjustment (COLA) Compensation Plan and authorizing the Chief Executive Officer to execute all relevant documents and any matters incident thereto.

Ms. Capello explained the revision of Cost of Living Adjustment (COLA) wherein the COLA adjustment would be determined by the Consumer Price Index (CPI) and it would be determined that adequate funds would be available from the funding sources, that the employee would be actively employed at the point in time that the incentive Bonus is distributed or on active lay off on the effective date of the Cost of Living Adjustment.

It was moved by Dr. Rene Cantu and seconded by Rev. Chester Phyffer to Amend the TMC Human Resource Policy Manual Section 5.0 and the Team Member Handbook Section 4.11.

Motion was approved unanimously.

- e. Discussion and Possible Action to Approve TEEM Salary Schedule Option for 9 months or 12 months and authorizing the Chief Executive Officer to execute all relevant documents and any matters incident thereto.

Ms. Capello explained to the Board the Salary Option for TEEM referring to the teacher's salary as per the public school system. Several questions by Ms. Camargo were asked regarding the work schedule of the TEEM mentors and suggested that they follow the schedule as per the public school system with reference to holidays and other work related activities.

It was moved by Ms. Diana Palacios and seconded by Mr. Francisco Flores to approve the "TEEM Salary Scheduled Option" as presented.

- f. Discussion and Possible Action to appoint a Nominating Committee to name recommendations for the new Slate of Officers for 2010 (Requested by Mr. Dan Liskai).

Mr. Dan Liskai announced to the Board the appointment of the nominating committee to propose Board members to the different positions on the board. The committee would be chaired by Judge Juan Velasquez and would call a meeting to discuss the procedure.

It was moved by Ms. Diana Palacios and seconded by Rev. Chester Phyffer to approve for Board Chair to appoint a Nominating Committee to proceed with the process as set in the Board By-Laws.

Motion was approved unanimously.

- g. Discussion and Possible Action Regarding Recommendations for Meeting site for the upcoming TMC Board of Directors Meeting of November 14, 2009 (Requested by Mr. Dan Liskai).

Ms. Capello gave the Board a tentative schedule for the upcoming Board meeting in San Antonio, Texas as follows:

Arrive in San Antonio, Texas, Friday, November 13, 2009

Joint Meeting with Policy Council

Saturday, November 14, 2010

Board Meeting and Election of Officers.

A motion was made by Ms. Diana Palacios and second by Judge Juan Velasquez III to approve San Antonio, Texas as the next meeting site for the TMC Board Meeting of November 14, 2009.

Motion was approved unanimously.

- h. Discussion and Possible Action to make final selection and award Bid for construction of New TMC Corporate Building and location as per the proposals by the following RFP'S as submitted. (Requested by Mr. Dan Liskai).

- KQC , Investors, LLC
- TTX Commercial Group
- JR Medina Investments, LTD
- Carranco and Lawson, PPC.

After a lengthy presentation given by Mr. Sparenberg, Mr. Manny Duque and Mrs. Capello regarding square footage, cost, land site the Board requested a full presentation by TMC staff at the next

regular meeting in San Antonio, Texas in November. The Board wants a full report with reference to rental versus ownership with complete estimate on all computations of a full scale operation (i.e., operational costs, maintenance, utilities etc...) in order to make a final decision on the RFP .

It was moved by Ms. Diana Palacios and seconded by Mr. Vidal Cantu to select KQC, Investors, LLC and TTX Commercial as the two (2) finalists for New TMC Corporate Building and Location. Corporate staff to make power point presentation with the following:

- Building – right out purchase vs. Lease
- Land Location
- Acreage needed
- Infrastructure
- Price per Square foot
- Projected Growth
- Total Projected Cost
- What would the monthly rent be? What is TMC paying right now?
- How much money does TMC presently have?
- Explore the different Funding possibilities? Is it available and what other options does TMC have with reference to Funding sources?

05.09.10.246.      **OTHER BUSINESS**

No other Business was presented.

06.09.10.247.      **SOUND-OFF SESSION**

None

It was moved by Mr. Francisco Flores and seconded by Ms. Diana Palacios to go into Executive Session.

No action was taken in Executive Session.

It was moved by Ms. Diana Palacios and seconded by Ms. Grace Camargo to return to Regular Session.

With no further business it was moved by Ms. Diana Palacios and seconded by Vidal Cantu to adjourn the meeting. The meeting was adjourned at 6:30 p.m.

Respectfully Submitted,



Diana Palacios  
TMC Board Secretary