



TMC
Board of Directors
Bi-Monthly Meeting
Live/Via Conference Call
Laredo Texas
November 14, 2010
8:00 A.M. Central Time

MINUTES

Call to order Louis Daniel Liskai

Let it be remembered that a Regular Meeting of the TMC Board of Directors (BOD) was held on Saturday, November 13, 2010, at 8:00 A.M. central time via Live/Conference Call.

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

Mr. Louis Daniel Liskai
Ms. Grace Camargo

Ms. Diana Palacios
Mr. Leonel Lopez
Ms. Sandy Martinez
Mr. Vidal Cantu, Jr.
Mr. Francisco Flores
Mr. Ricardo Gonzalez
Mr. Miguel Lopez
Dr. Hilda Medrano
Ms. Blanca Munoz
Reverend Chester Phyffer
Reverend Tino Espinoza
Ms. Evelyn Rodriguez

Not Present:

Judge Juan Velasquez, III
Mr. Juan Jose Balli
Dr. Rene Cantu
Mr. Blas Castaneda
Mr. Tim Ingle
Mr. Juan Massey
Ms. Maria Rios

Thus constituting a quorum the TMC Board of Directors proceeded to act upon the Agenda as presented in the meeting notice of November 13, 2010.

Also present was Ms. Mary G. Capello, President/CEO, Mr. Manny Duque, TMC VP of Operations, Mr. Rodney Rodriguez, VP of Compliance, Mr. Jerald Sparenberg, VP of Finance, Ms. Norma Ybarra, VP of Human Resources, Mr. Rene Gonzalez, Communications Manager, and Ms. Cordelia L. Valdez, Board Secretary.

03.10.11.170. Action to approve Minutes of September 30, 2010 Meeting.

It was moved by Mr. Leonel Lopez and seconded by Mr. Francisco Lopez to table the minutes of September 30, 2010.

Motion was approved unanimously.

04.10.11.171.

**TMC BOARD TO DISCUSS AND ACT ON TH FOLLOWING
FROM MIGRANT SEASONAL HEAD START PROGRAM:**

- a. Discussion and Possible Action to approve the Migrant and Seasonal Head Start Food Expense Summary for October through June by Region for Program Year 2009-2010 for a Total Reimbursement of \$1,929,186.67; authorization for the President/CEO to execute all relevant documents and any matters incident thereto (Requested by Mr. Nestor Atkinson, MSHS Director/Ms. Sonia Cotto-Moreno CCFP Director).

It was moved by Ms. Grace Camargo and seconded by Mr. Leonel Lopez to approve the MSHS Expense Summary for October through June for Program Year 2009-2010.

Motion was approved unanimously.

- b. Discussion and Possible Action to approve/ratify the submittal of the Head Start Refunding Application and Budget to the U.S. Department of Health & Human Service for Fiscal Year 2011-2012 for a total amount of \$5,442,336; authorize the Chairman of the Board to execute Form 424 along with Board Resolution; and authorize the President/Chief Executive Officer to execute all relevant documents and any matters incident thereto. (Manny Duque, VP of Operations).

It was moved by Ms. Grace Camargo and seconded by Ms. Diana Palacios to approve /ratify the submittal of the Head Start Refunding Application and Budget to the U.S. Department of Health & Human Service for Fiscal Year 2011-2012 for a total amount of \$ 5,442,336.00.

Motion was approved unanimously.

- c. Discussion and Possible Action to approve/ratify the submittal of the Early Head Start Refunding Application and Budget to the U.S.

3

Department of Health & Human Service for Fiscal Year 2011-2012 for a total amount of \$501, 958.00; authorize the Chairman of the Board to execute Form 424 along with Board Resolution; and authorize the President/Chief Executive Officer to execute all relevant documents and any matters incident thereto.(Manny Duque, VP of Operations).

It was moved by Mr. Francisco Flores and seconded by Ms. Grace Camargo to approve/ratify the submittal of the Early Head Start Refunding Application and Budget to the U.S. Department Health & Human Services for Fiscal Year 2011-2012 for a total amount of \$501,958.00.

Motion was approved unanimously.

- d. Discussion and Possible Action to approve/ratify the submittal of the Migrant Seasonal Head Start Refunding Application and Budget to the U.S. Department of Health & Human Service for Fiscal Year 2011-2012 for a total amount of \$67,489,696.00; authorize the Chairman of the Board to execute Form 424 along with Board Resolution; and authorize the President/Chief Executive Officer to execute all relevant documents and any matters incident thereto. (Manny Duque, VP of Operations/Mr. Nestor Atkinson, MSHS Director).

It was moved by Mr. Francisco Flores and seconded by Dr. Hilda Medrano to approve/ratify the submittal of the Migrant Seasonal Head Start Refunding Application and Budget to the U.S. Department of Health and Human Services for Fiscal year 2011-2012 for a total amount of \$67,489,696.00.

Motion was approved unanimously.

- e. Discussion and Possible Action to appoint a Nominating Committee to name recommendations for the new Slate of Officers for 2011. (Requested by Mr. Dan Liskai).

Mr. Dan Liskai asked if anyone wanted to be named to the nominating committee, with no volunteers the following Board Members were named to the nominating committee and chair:

Judge Juan Velasquez, III, Chair
Reverend Chester Phyffer
Mr. Juan Massey
Dr. Rene Cantu
Dr. Hilda Medrano
Mr. Dan Liskai

Dr. Hilda Medrano questioned the composition of the nominating committee and she was advised that the members were chosen representing the different states. Mr. Dan Liskai also mentioned that Judge Juan Velasquez would call a meeting of the committee as soon as possible to commence the election process for January 2011.

It was moved by Ms. Diana Palacios and seconded by Ms. Grace Camargo to approve the naming of the nominating committee as directed by Mr. Dan Liskai.

Motion was approved unanimously.

- f. Discussion and Possible Action to approve the Catto & Catto as Insurance Broker of Record; and to enter into a One (1) Year Contract Agreement for 2011 and Authorizing the President/Chief Executive Officer to execute all relevant documents and any matters incident thereto.

Mr. Leonel Lopez asked if this was a renewal and Ms. Capello explained that the three year contract for Catto & Catto expired. RFP's were submitted and a committee was appointed to review all the RFP's. There were a total of 6 companies that submitted proposals. After final tabulations were submitted, Catto & Catto was selected for a one-year contract. Close to the end of the contract year The Committee will review and evaluate any recommendations.

It was moved by Ms. Diana Palacios and seconded by Reverend Chester Phyffer to approve the one (1) year contract renewal for Catto & Catto.

Motion was approved unanimously.

- g. Discussion and Possible Action to approve the Holiday Schedule for TMC 2011-2012.

Ms. Mary Capello corrected the Holiday Schedule to replace January 2, 2012 with January 3, 2011; she also corrected Cesar Chavez day to read March, 28, 2011.

With no other corrections it was moved by Mr. Leonel Lopez and seconded by Dr. Hilda Medrano to approve the Holiday Schedule as presented with corrections.

Motion was approved unanimously.

- h. Discussion and Possible Action to approve the Pension Plan Audit prepared by Martinez, Rosario & Company, LLP, for the six month period ending December 31, 2009 as required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Mr. Leonel Lopez, Chair of the Finance Committee, advised the Board of the detailed report given by Mr. Milo Martinez, of Martinez Rosario & Company, LLP regarding TMC's Pension Plan Audit for the period ending December 31, 2009. After reviewing each report (Management Letter, Report on the 401(k) Plan and the 401(k) Financial Statement), Mr. Lopez recommended to the Board to approve each report and audit.

It was moved by Mr. Leonel Lopez and seconded by Ms. Diana Palacios to approve the audit and accompanying reports as presented by Martinez Rosario & Company LLP for audit year December 31, 2009.

Motion was approved unanimously.

- i. Discussion and Possible Action to approve/ratify the renewal of General Liability, Automobile and Excess Liability Policies for a term of one (1) year effective November 1, 2010 through October 31, 2011 and Authorizing the President/CEO to execute all relevant documents and any matters incident thereto.

Mr. Leonel Lopez asked if all policies were in compliance with all Federal requirements. Ms. Mary Capello advised the Board these were the standard insurance policies up for renewal for TMC and they were allowable and in compliance with Federal regulations

It was moved by Mr. Miguel Lopez and seconded by Dr. Hilda Medrano to approve and renew polices as necessary.

Motion was approved unanimously.

- j. Discussion and Possible Action to approve the renewal of the Special Risk Accident Medical Claims Policy and the Employee Dishonesty Policy for a term of one year (1) effective December 1, 2010 through November 30, 2011 and Authorizing the President/CEO to execute all relevant documents and any matters incident thereto.

It was moved by Reverend Chester Phyffer and seconded by Mr. Francisco Flores to approve the Special Risk Accident-Medical Claims Policy and the Employee Dishonesty Policy for one year.

Motion was approved unanimously.

- k. Discussion and Possible Action to approve and /or Amend TMC's Investment Committee Charter and any matters incident thereto. Ms. Capello requested to table this item as additional research was need to finalize the Charter. It was moved by Mr. Ricardo Gonzalez and seconded by Dr. Hilda Medrano to table item k.

Motion was approved unanimously.

05.10-11-172.

TMC BOARD OF DIRECTORS COMMITTEE REPORTS

- a. Executive Committee – No Report
- b. Building Committee – No Report
- c. Finance /Insurance/Risk Management Committee -
- d. Programs/Research & Evaluation, Corporate Compliance Committee – No Report
- e. Fund Development Committee – No Report
- f. MSHS Policy Council President Report – No Report
- g. HS/EHS Policy Council President Report – No Report
- h. MSHS Liaison Report – No report
- i. HS/EHS Liaison Report – No Report

No Reports were submitted. It was moved by Mr. Leonel Lopez and seconded by Ms. Blanca Munoz to table the minutes of the Finance Committee.

Motion was approved unanimously.

06.10.11.173.

PRESIDENTS/CEO REPORT

- a. Corporate Report
 - Letter to Senator
 - Head Start Monitoring Review Change
 - Letter from OHS Center of Excellence Application –Norton Center
 - Letter from OHS ARRA Early Learning Mentor Coaches
 - Letter from OHS ARRA Early Mentor Coaches # LMC 111

- Workforce Solutions Laredo Proposal
- Letter from Department of Health & Human Services
Kendall County Application Consideration

Ms. Capello gave the board a complete and detailed report on all the activities and status regarding the letter submitted to Senator John Cornyn. Ms. Blanca Munoz expressed her discontent with Senator Cornyn regarding the injustice to Hispanic students. All Board members agreed; voicing their discontent with injustices that are occurring with the Hispanic students. After a lengthy discussion, Dr. Hilda Medrano suggested TMC send letters to President Barack Obama and a copy to Senator John Cornyn voicing this discontent.

b. Financial Report

- August 2010
- September 2010
- Purchasing/Contracts Report

All the financials were reviewed and approved individually by month.

It was moved by Ms. Blanca Munoz and seconded by Mr. Miguel Lopez to approve the August 2010 financials.

Motion was approve unanimously.

It was moved by Ms. Diana Palacios and seconded by Ms. Blanca Munoz to approve the September 2010 financials.

Motion was approved unanimously.

It was moved by Ms. Blanca Munoz and seconded by Mr. Leonel Lopez to approve the Purchasing/Contract report for August and September 2010.

Motion was approved unanimously.

c. Bank Reconciliations August 31, 2010
Bank Reconciliations September 30, 2010

AUGUST 2010

- CCS Austin
- General Fund
- Workforce Victoria Bank
- HS/Early Head Start AP Bank
- HS/Early Head Start PR Bank
- MSHS AP and
- Indirect Pool Bank
- Webb County EHS
- MSHS AP Bank
- MSHS PR Bank
- Health Insurance Employer
- Health Insurance Employee
- Workers Compensation
- TSR
- Healthy Marriage
- Ohio Department of Education
- Safe Haven
- Community Based Obesity
- Scholarship Account

SEPTEMBER 2010

- CCS Austin
- General Fund
- Workforce Victoria Bank
- HS/Early HS AP Bank
- Hs/Early HS PR Bank
- MSHS AP
- Indirect Pool Bank
- Webb County EHS
- MSHS AP Bank
- MSHS PR Bank

- Health Insurance Employer
- Health Insurance Employee
- Workers Compensation
- TSR
- Healthy Marriage
- Ohio Department of Education
- Safe Haven
- Community Based Obesity
- Scholarship Account

Mr. Jerald Sparenberg addressed the board and explained the Bank Reconciliations for the months of August and September 2010. Mr. Sparenberg told the board that the Finance Committee had reviewed the bank statements in detail. Mr. Sparenberg then conceded the floor to Mr. Leonel Lopez, Finance Committee Chair. Mr. Leonel Lopez expressed some ideas to the board regarding the information being sent to the Finance Committee. To facilitate the information swiftly, Mr. Lopez recommended logging in to the web site with a personal pass code to view (viewing only) all bank and American Express statements on line instead of waiting for disk and or federal express. He mentioned this would definitely save money and time for all. This recommendation was to be researched by the MIS department and we would have some information for the next board meeting in January.

With no other questions from the Board, Mr. Leonel Lopez informed the board that all was in order with the Finance Committee and he recommended approval of all bank reconciliations statements. It was moved by Mr. Leonel Lopez and seconded by Dr. Hilda Medrano to approve the August 2010 Bank Reconciliation.

It was moved by Mr. Miguel Lopez and seconded by Ms. Grace Camargo to approve the September 2010 Bank Reconciliation.

Motion was approved unanimously.

- d. American Express August 31, 2010
American Express September 30, 2010

AUGUST 31, 2010

- Account # 1044
- Account # 11105
- Account # 2026
- Account # 21009
- Account # 1010

SEPTEMBER 30, 2010

- Account# 1010 Mary Capello
- Account # 1044 Rosa Herrera
- Account # 2067 Jerald Sparenberg
- Account# 1009 Jerald Sparenberg
- Account # 1005 Sandra Caudillo

Mr. Jerald Sparenberg reviewed the American Express statements for August and September 2010 with the Board. Mr. Leonel Lopez again advised the members of the Board that all had been assessed and reviewed in detail. With no other questions, it was moved by Mr. Miguel Lopez and seconded by Ms. Grace Camargo to approve the August and September 2010 American Express statements as recommend by the Finance Committee.

Motion was approved unanimously.

e. Programs Report

- Child Care Service Program- Austin and
- Golden Crescent –Victoria and
- Head Start/Early Head Start
- Migrant and Seasonal Head Start Program and Enrollment
- Healthy Marriage/Together in Texas/ Lee Y
Seras/Fatherhood /Safe Haven
- Texas School Ready – TSR
 - Laredo Newsletter
 - Starr County Newsletter

Mr. Manny Duque reviewed the programs with the Board. He particularly discussed the Migrant Seasonal Head Start Programs projected enrollment shortage due to the delay with the Up-Stream transfer package. Ms. Grace Camargo asked where in particular was the shortage and Mr. Duque replied that all the areas were experiencing a shortage. He also shared that the Golden Crescent was doing extremely well along with the Child Care Service Program in Austin. Head Start/Early Head Start was also doing very well. Healthy Marriage was over and above meeting its program measures with the program doing extremely well. Texas School Ready program has been growing by leaps and bounds and doing exceptionally well with the RGV growing strong.

With no other questions by the board it was moved by Ms. Diana Palacios and seconded by Dr. Hilda Medrano to approve the Programs Reports.

Motion was approved unanimously.

f. Corporate Compliance Report

- UMOS Program Improvement Plan
- Child Care Food Program (CCFP) Facility Pre-Approved Visits Monitor Review
- Golden Crescent Compliance Report
- Child Care Capital Area Compliance Report

Mr. Rodney Rodriguez reviewed the Compliance Report and audits of most programs recently conducted. He discussed detailed findings and advised the Board that all were taken care of onsite with a plan of action to follow up within 15 days.

It was moved by Ms. Blanca Munoz and seconded by Reverend Chester Phyffer to approve as presented.

Motion was approved unanimously.

- g. Human Resources Report
- h. Communications Report

Ms. Ybarra, VP of Human Resources, presented the HR report to the Board. Ms. Ybarra reported to the Board that HR finalized the hiring of the Regional Administrator in Ohio and have been preparing for all federal reviews with staff in order to have all documentation up to date and in order. A question was raised by Ms. Diana Palacios regarding COBRA. Ms. Ybarra advised Ms. Palacios that a letter would be sent to all employees that would be laid off explaining /offering the COBRA package. Ms. Ybarra mentioned that the COBRA coverage is expensive and that would be the only option for laid off employees to take. However, TMC is researching the matter regarding continuous coverage for employees that are seasonal and or part-time.

With no other questions it was moved by Ms. Grace Camargo and seconded by Reverend Chester Phyffer to approve the Human Resources report as presented.

Motion was approved unanimously.

With no questions regarding the Communications Report it was moved by Ms. Grace Camargo and seconded by Ms. Sandy Martinez to approve the Communications Report as presented.

Motion was approved unanimously.

07.10.11.174. **EXECUTIVE SESSION**

It was moved by Dr. Hilda Medrano and seconded by Ms. Sandy Martinez to go into executive session at 11:26 a.m.

The Board reconvened at 12:06 P.M. No action was taken in Executive Session.

08.10.11.175. **OTHER BUSINESS**

Ms. Capello reminded the Board of the Francisco Flores Building Dedication scheduled for November 30, 2010, in Progreso, Texas. Ms. Capello invited all to join us if their schedules permitted.

09.10.11.176. **SOUND OFF SESSION**

None

With no other business it was moved by Ms. Diana Palacios and seconded by Ms. Sandy Martinez to adjourn the meeting at 12:10 P.M.