



TMC  
Board of Directors  
Meeting  
Live/Via Conference Call  
Aguilares/Laredo Texas  
March 24, 2011  
7:00 PM Central Time

MINUTES

Call to Order Mr. Louis Daniel Liskai

Let it be remembered that a Regular Meeting of the Board of Directors was held on Thursday, March 24, 2011 Central Time Live and via 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. Sandra Martinez  
Mr. Vidal Cantu, Jr.  
Mr. Francisco Flores

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

Not Present:

Mr. Juan Jose Balli  
Dr. Rene Cantu  
Senator Cynthia Nava  
Ms. Leeann Benavides

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. Javier Rodriguez, MIS, Ms. Rosa Herrera, Administrative Assistant and Ms. Cordelia L. Valdez, BOD Secretary.

03.11.03.113. Approval of Minutes of January 14-15, 2011.

It was moved by Ms. Grace Camargo and seconded by Reverend Chester Phyffer to approve minutes of January 14-15, 2011 as presented.

Motion was approved unanimously.

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

- a. Discussion and Possible Action to resume the negotiations of a Build-to-Suite Lease Agreement between TMC and KQC Investors for approximately 46,000 square feet of office space constituting property known as Lot 3 Block 2 (7.27 acres) NE Division, City of Laredo, Texas, Webb County, Texas, and authorizing the President/CEO to execute all relevant documents (Item tabled from January 2011 meeting).

Ms. Mary Capello explained to the Board that she had been in contact with Mr. Hal Kaplan and due to the pending federal budget cuts and the uncertainty in the future she was recommending to the Board to continue tabling the item and review the item at a later time.

It was moved by Ms. Diana Palacios and seconded by Reverend Chester Phyffer to table the item as discussed.

Motion was approved unanimously.

- b. Discussion and Possible Action to Approve the submittal of a Proposal to the WorkSource of Greater Austin Area Workforce Board for the operation of the Child Care Services; and authorizing the President/CEO to approve all relevant documents and any matters incident thereto (Requested by Mr. Rodney Rodriguez, VP of Compliance).

It was moved by Ms. Blanca Munoz and seconded by Dr. Hilda Medrano to approve the submittal of the Proposal to the WorkSource of Greater Austin Area Workforce Board for the operation of the Child Care Services.

Motion was approved unanimously.

- c. Discussion and Possible Action to Approve the submittal of a Proposal to the Workforce Solutions Golden Crescent Workforce Board for operation of the One Stop Workforce Center Program; and authorizing the President/CEO to approve all relevant documents and any matters incident thereto (Requested by Mr. Rodney Rodriguez, VP of Compliance).

It was moved by Ms. Grace Camargo and seconded by Ms. Blanca Munoz to approve the submittal of the Proposal to the Workforce Solutions Golden Crescent Workforce Board for the operation of the One-Stop Workforce Center Program.

Motion was approved unanimously.

- d. Discussion and Possible Action to Approve Self Assessments for TMC's 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.

After a brief discussion regarding the Self Assessment it was moved by Ms. Sandy Martinez and seconded by Ms. Diana Palacios to approve the Self Assessment as presented.

Motion was approved unanimously.

- e. Discussion and Possible Action to Approve TMC's Family Medical Leave Act Policy (FMLA) for TMC.

Mr. Leonel Lopez asked if there was a policy in place and Ms. Mary Capello explained that this policy was written in accordance with federal laws and regulations. With no other discussion it was moved by Ms. Blanca Munoz and seconded by Reverend Chester Phyffer to approve as TMC's FMLA policy presented.

Motion was approved unanimously.

- f. Discussion and Possible Action to Approve Amendments to TMC's Dispute Resolution Policy (Requested by Ms. Norma Ybarra, VP of HR).

Ms. Mary Capello explained the amendment process to the Board regarding the Dispute Resolution Policy and Procedure. An employee has several steps that she/he must follow with this procedure. Mr. Dan Liskai explained that he had reviewed the process with reference to the amendments and everything all was in order. Mr. Vidal Cantu moved and Mr. Francisco Flores seconded to approve the Dispute Resolution Policy as presented.

Motion was approved unanimously.

- g. Discussion and Possible Action to Approve Amendments to HR Policy 230, "Terminations" (Requested by Ms. Norma Ybarra, VP of HR).

Ms. Diana Palacios questioned who the final authority is with regards to terminations. Ms. Capello explained that the final authority would be the President/CEO. Ms. Capello also explained the whole process to the Board. Ms. Blanca Munoz agreed with the Amendments and agreed all the employees should follow the procedure. With no further discussion it was moved by Ms. Blanca Munoz and seconded by Mr. Vidal Cantu to approve the amendments to the HR Termination Policy 230.

Motion was approved unanimously.

- h. Discussion and Possible Action to Approve amendments to TMC's Organizational Chart.

Ms. Mary Capello explained the amendments to the organizational chart as follow: Ms. Norma Ybarra added a Benefits Enrollment Clerk to the HR department; Fiscal added a Benefits Fiscal Clerk that will report directly to Mr. Jerald Sparenberg. Three staff was moved under the supervision of Mr. Jorge Torres, Director of Accounting of Operations for MSHS. A Computer Operator and Data Entry Clerk were moved to be supervised by the Senior Accountant and the Computer Operator under the supervision of the Payroll Supervisor; The Director of Children and Family Services and the CIO were new positions added. The Assistant HR Director position was eliminated. It was moved by Ms. Blanca Munoz and seconded by Vidal Cantu to approve the Amended Organizational Chart as presented.

Motion was approved unanimously.

It was moved by Mr. Ricardo Gonzalez and seconded by Mr. Tim Ingle to recess for dinner at 8:45 PM.

The meeting was called back to order by Board Chairman at 9:15 PM.

- i. Discussion and Possible Action to approve the Fiscal Committee's recommendations to approve the Pension Audits 401(k) as presented by Martinez, Rosario & Company, LLP as follows:

- Management Letter 401 (k)
- Communication with those charged with Governance
- Financial Statement 401 (k) December 30, 2009

Mr. Jerald Sparenberg presented the Board with the Management Letter, Communications and the 401 (k) Financial Statement for the period ending December 2009 as previously presented by Mr. Milo Martinez to the Fiscal Committee. The Fiscal Committee reviewed each. Mr. Leonel Lopez, chairman of the Fiscal Committee recommended Board Approval. It was moved by Mr. Francisco Flores and seconded by Mr. Leonel Lopez to approve as presented.

Motion was approved unanimously.

- j. Discussion and Possible Action to Approve Possible Partnership for the Operation of American Sunrise Learning Center located in San Antonio, Texas; authorization for President/CEO to execute all relevant documents and any matters incident thereto.

Ms. Mary Capello addressed the Board regarding the possible Partnership with American Sunrise Learning Center. Several questions were raised by the Board: Dr. Hilda Medrano asked what role TMC would play in this partnership. Ms. Mary Capello explained that the VP's had visited the Learning Center together with Mr. Henry and Mrs. Mary Alice Cisneros. Mr. Cisneros assured TMC that American Sunrise Learning Center would support the funding for the Learning Center. Final details would be reviewed and brought before the board for final approval. It was moved by Ms. Sandy Martinez, and seconded by Ms. Diana Palacios.

Motion was approved unanimously.

- k. Discussion and Possible Action regarding Conflicts of Interest of Board of Directors, as per Head Start/Early Head Start and Migrant Seasonal Head Start Conflict of Interest Statement.

After careful review of the Statement; Ms. Capello explained to the Board the reason this statement was need and required. It was moved by Ms. Sandy Martinez and seconded by Ms. Diana Palacios to approve as presented.

Motion was approved unanimously.

- l. Discussion and Possible Action regarding the Calendar of Events for 2011 with possible changes.

After review of the Calendar the following changes were approved as follows:

1. The May Meeting was changed to May 13, 2011 at 5:30 p. m. via Conference Call.
2. The July meeting would be held in San Antonio July 8-10, 2011(place to be determined).
3. The September meeting would be in Indiana September 9-11, 2011.

05.11.03.115.

**TMC BOARD OF DIRECTORS COMMITTEE REPORTS**

- a. Executive Committee – No Report
- b. Fiscal Committee
- c. Programs. Research and Evaluation Committee
- d. Building Committee – No Report
- e. MSHS Policy Council President Report
- f. HS/EHS Policy Council Presidents Report
- g. MSHS Board Liaison Report – No Report
- h. HS/EHS Board Liaison Report - No Report

It was moved by Ms. Sandy Martinez and seconded by Mr. Tim Ingle to approve the Finance and the Programs/Research and Evaluation, Corporate Compliance Committee Reports as presented. No other reports were presented.

Motion was approved unanimously.

06.11.03.116.

**TMC CORPORATE STAFF REPORTS**

a. President/CEO Corporate Report

- Migrant Seasonal Head Start Ohio Conclusion
- Migrant Seasonal Head Start Triennial Report
- OHS Decision on alleged unallowable costs and Erroneous Payment Review
- Early Head Start Triennial
- MSHS FAA
- HS-EHS
- New Federal Financial Reporting Format and Due Dates
- OHS Review of 2008 Audit.

Ms. Capello gave a detailed report to the Board regarding MSHS Ohio Conclusion, Triennial, Unallowable costs and Erroneous Payment Reports as submitted. TMC established and maintained efficient and effective record-keeping systems to provide accurate and timely information retarding staff; therefore, it was in compliance with the regulations. All unallowable costs OHS determined that the Federal funds were not misspent and therefore, the OHS would not issue a disallowance related to any expenditures associated with the agency's implementation of its Migrant Head Start relocation policies and practices. Ms. Capello was very happy to announce that there was no finding and all reviews have been closed.

b. Discussion and Possible Action to approve Financial and Purchasing Reports:

- Financial Report 09-30-10
- Financial Report 11-20-10 Actual
- Financial Report 12-31-10 Actual
- Purchasing/Contracts Report

Mr. Jerald Sparenberg reviewed the financials and purchasing contracts report as submitted with reference to all programs banks and other accounts with the Board. After careful examination of the financials and purchasing contracts report, it was moved by Ms. Sandy Martinez and seconded by Ms. Blanca Munoz to approve the financials for September 2010 and the Financials for November and December Actual and Purchasing Contracts report 2010 as presented.

Motion was approved unanimously.

- c. Discussion and Possible Action to approve the Bank Reconciliation Statements for the months of November and December 2010 as follows:

**November 2010**

- CCS Austin
- General Fund
- Workforce Victoria
- HS/EHS AP
- HS/EHS PR
- MSHS AP IBC
- Indirect Pool
- Webb County EHS
- MSHS AP (Compass)
- MSHS PR ( Compass)
- Health Insurance - Employer
- Risk Management Fund
- TSR
- Health Insurance – Employee

- Healthy Marriages
- Ohio Department of Education
- Safe Haven
- Community Based Obesity Scholarship Account

Mr. Jerald Sparenberg provided the Board a review of all the bank reconciliation statements for the month of November 2010. With no questions, it was moved by Ms. Diana Palacios and seconded by Ms. Grace Camargo to approve the bank reconciliations for the month of November 2010.

Motion was approved unanimously.

#### **December 2010**

- CCS Austin General Fund Workforce Victoria
- HS/EHS AP
- HS/EHS PR
- MSHS AP IBC
- Indirect Pool Webb County EHS MSHS AP (Compass)
- MSHS PR (Compass)
- Health Insurance - Employer Risk Management Fund
- TSR
- Health Insurance – Employee
- Healthy Marriages Ohio Department of Education
- Safe Haven
- Community Based Obesity
- Scholarship Account

It was moved by Ms. Sandy Martinez and seconded by Mr. Tim Ingle to approve the bank reconciliations for the month of December 2010 as presented.

Motion was approved unanimously.

- d. Discussion and Possible Action to approve the American Express statements for the months of November and December 2010 as follows:

**November 2010**

- American Express Card # 1005
- American Express Card # 1009
- American Express Card # 1010
- American Express Card # 1044
- American Express Card # 2026
- American Express Card # 2067

**December 2010**

- American Express Card # 1005
- American Express Card # 1009
- American Express Card # 1010
- American Express Card # 1044
- American Express Card # 2026
- American Express Card # 2067

After careful review of the American Express Statements for the months of November and December 2010 it was moved by Ms. Blanca Munoz and seconded by Ms. Diana Palacios to approve the American Express Statements as presented.

Motion was unanimously.

- e. Discussion and Possible Action to Approve the Corporate Operations Programs, Compliance, Human Resources and Communications' Reports as follows:

- Child Care Services – Austin
- Golden Crescent – Victoria
- Head Start/Early Head Start Migrant Seasonal Head Start Program and Enrollment
- Healthy Marriage/Together in Texas/Lee Y Seras/Safe Haven
- Texas School Ready –TSR
  - Laredo
  - McAllen
- Community Based Obesity Prevention Program
- TMC CORPORATE COMPLIANCE REPORT
- TMC HUMAN RESOURCE REPORT
- TMC COMMUNICATIONS REPORT

It was moved by Reverend Chester Phyffer and seconded by Mr. Vidal Cantu to approve the Corporate Operations, Compliance and Human Resources Reports as presented.

Motion was approved unanimously.

07. 11.03.117.

**EXECUTIVE SESSION**

It was moved by Ms. Sandy Martinez and seconded by Dr. Hilda Medrano to go into Executive Session at 10:21 PM.

No Action was taken in Executive Session. The Board resumed back into regular session at 10:35 PM.

08. 11.03.118.

**OTHER BUSINESS**

NONE

09.11. 03.119.

**SOUND-OFF SESSION**

None

With no other business it was moved by Ms. Diana Palacios and seconded by Dr. Hilda Medrano to adjourn the meeting.

Respectfully submitted

*Diana Palacios*

Diana Palacios  
Board Secretary