

**Panhandle Community Services  
Board of Directors Annual Meeting Minutes  
Panhandle Community Services Central Office – 1309 SW 8<sup>th</sup> Ave. - Amarillo TX, 79101  
Minutes for December 15, 2022, @ 10:00 am**

**Board Members by Sector:**

<u>Low Income</u>		<u>Private</u>		<u>Public</u>	
Lydia Villanueva	P	Denese Skinner	P	Judge Cindy Irwin	P
Amy Taylor	P	Jo Anne Cook	A	Judge Rowdy Rhoades	P
Robert Coffee	P	Aaron Lopez	P	Judge Dan Looten	P
Amanda Quillin	P	John Sharp	P	Comm. Kirk Frye	P
Audriana Vandiver	A	Brian Gillispie	P	Judge Chris Porter	A

<u>Staff</u>	<u>Position/Title</u>
Magi York	Executive Director
Robert Carlton	Chief Financial Officer
John Mejia	Asst. Director of Finance
Dennis Garvey	Information Services Director
Randy Cazarez	Human Resources Director
Lylene Springer	Transportation Director
Kaitlin Mosley	RSVP & Health Services Director
Christy Hilbert	Communications Director
Christina Cristan	Energy Assistance Director
Audra Rea	Family Services Director
Susie Ybarra	Housing Choice Voucher Program Director
Melissa Darsey	Outreach Services Program Director
Alex Hughes	Weatherization Director
Lisa Matthyse	Executive Administrative Assistant

**NOTICE** – This meeting was publicized in compliance with the state open meetings law, as documented in Appendix A to these minutes. Appendix A also includes a list of the documents provided to members with the meeting notice and agenda. Appendix B includes committee meeting minutes.

**Call to Order**

Judge Cindy Irwin, President, called the regular business meeting to order at 10:10 a.m. central standard time (Organizational Standard 2.4) and announced the Initial Public Comment Period. Lisa Matthyse, Executive Assistant, called roll and determined that a quorum of directors was present (OS 5.5). Judge Irwin led the Pledge of Allegiance and the recital of the Panhandle Community Services (PCS) mission statement and vision statement. Magi York, Executive Director, led the prayer.

**Consent Agenda (OS 5.9)**

Judge Irwin referred to the Consent Agenda and asked if there were any questions. Hearing none, Judge Irwin asked for a motion to approve the consent agenda. (The consent agenda and all associated reports were included in the Board Packet. Reports included correspondence, November 17, 2022, Board of Directors Meeting Minutes, November 10, 2022, Strategic Planning Committee Meeting Minutes, a list of signed items presented for ratification by the Board, a list of grants submitted/received, and the *Three Things for the Board to Know* program highlight report (OS5.9).)

**Motion:** To approve the consent agenda.  
**Moved By:** John Sharp **Second:** Lydia Villanueva  
**Vote:** **Motion carried by voice vote**

**Annual Designation of the Number of Board Members (OS 5.1, PTE 1.3, Board Bylaws Article III, Section C)**

Denese Skinner, Governance Committee Chair, reviewed Article III, Section C of the Board Bylaws, which states: *The Board shall consist of no less than fifteen (15), but no more than twenty-seven (27) Directors, with the total number of Directors being divisible by three (3).* The Board discussed the new service center regions and how they might affect Board member recruitment and sector distribution. Ms. York stated that we recently formed an Advisory Council of representatives from across our service area, which will regularly report to the Board. Ms. York asked to be given time to evaluate the effectiveness of the service center reorganization and the Advisory Council. She requested that the Board wait a year before considering a change to the Board's regions or the size of the Board.

**Motion:** To approve keeping the number of Board Members at 15.  
**Moved By:** John Sharp **Second:** Denese Skinner  
**Vote:** **Motion carried by voice vote**

**Annual Review of the Five Areas of Sector Distribution (OS 5.1, PTE 1.3, Board Bylaws Article III, Section D)**

Ms. York stated that the current regions were established a few years ago to serve low-income families in the area best. She noted that counties were added to Region 2 to increase the population in that area. Ms. York said that the regions could be changed at any time at the discretion of the Board but that they were required to review the five areas (regions) of sector distribution once a year.

**Motion:** To approve retaining the current five areas of sector distribution.  
**Moved By:** Lydia Villanueva **Second:** Amanda Quillin  
**Vote:** **Motion carried by voice vote**

**Reseat Board Members for Second Term (OS 5.1, OS 5.5, Board Bylaws Article III, Sections D and F)**

Ms. Skinner reported that three Board members were seeking to serve a second term on the Board. The three Board members, Judge Dan Looten, Denese Skinner, and Robert Coffee, confirmed that they would like to continue serving on the PCS Board of Directors.

Judge Irwin asked for a motion to reseal the following Board members:

- Judge Dan Looten – Region 2, Public Sector Seat
- Denese Skinner – Region 2, Private Sector Seat
- Robert Coffee – Region 4, Low-Income Sector Seat

**Motion:** To reseal the Board members as presented.  
**Moved By:** Comm. Kirk Frye **Second:** Amy Taylor  
**Vote:** **Motion carried by voice vote**

**Remove Audriana Vandiver from the Board** (*Board Bylaws Article III, Section H*)

Ms. Skinner reviewed Article III, Section H of the bylaws, which states that a Director may be removed from the Board if the “*Director has three (3) or more unexcused absences from regular Board meetings within any twelve (12) month period.*” Ms. York said that an absence would be considered unexcused if the Director did not notify us before the Board meeting or failed to respond to our repeated attempts to contact them after they missed a meeting. An absence would be excused if prior notice was given. Ms. Skinner clarified that the bylaws state three unexcused absences in a year, not three in a row. Judge Irwin asked for a motion to remove Audriana Vandiver from the Board.

**Motion:** To remove Audriana Vandiver from the Board.  
**Moved By:** Comm. Kirk Frye **Second:** Lydia Villanueva  
**Vote:** **Motion carried by voice vote**

**Seat New Board Members** (*OS 5.1, OS 5.5, Board Bylaws Article III, Section E*)

Ms. Skinner stated that Friona City Councilmember Esmeralda Mills has agreed to serve on our Board to fill the Region 5 Public Sector Seat for a term starting January 1, 2023. Ms. Skinner said Ms. Mills came highly recommended by the Friona City Manager. Comm. Kirk Frye, the current Public Sector Representative from Region 5, also recommended Ms. Mills to serve on the Board when his term ends on December 31, 2022.

Ms. Skinner asked Ms. York to report on the other two vacancies. Ms. York stated that Jo Anne Cook (Region 5 Private Sector Representative) was looking for a candidate from Oldham County to fill her seat on the Board as her term ends this year. Ms. York hopes to have a candidate before the January Board Meeting. Ms. York stated that we have reached out to a possible candidate for the Low-Income Sector representative from Region 3 and hope to seat her at the January Board meeting.

**Motion:** To seat Esmeralda Mills to the Region 5 Public Sector seat on the Board.  
**Moved By:** John Sharp **Second:** Brian Gillispie  
**Vote:** **Motion carried by voice vote**

**Election of 2023 Officers** (*OS 5.1, Board Bylaws Article V.*)

Judge Irwin asked Amanda Quillin, Chair of the Nominating Committee, to present her report. Ms. Quillin stated that she and the other members of the Nominating Committee spoke to the current Board officers, and all

agreed to serve a second term in their respective offices. Ms. Quillin recommended the following slate of officers to the Board:

- President – Judge Cindy Irwin (Region 3 Public Sector)
- Vice-President – Lydia Villanueva (Region 5 Low-Income Sector)
- Treasurer – John Sharp (Region 1 Private Sector)
- Secretary – Judge Dan Looten (Region 2 Public Sector)

**Motion:** To approve the slate of officers as presented.  
**Moved By:** Denese Skinner **Second:** Robert Coffee  
**Vote:** **Motion carried by voice vote**

#### **Election of 2023 Executive Committee Member-at-Large (Board Bylaws Article VI, Section B(3))**

Ms. Skinner asked Ms. York to explain the role of an Executive Committee Member-at-Large. Ms. York said that we ask one Director to be the Executive Committee Member-at-Large each year. This allows us to have five members on the Executive Committee and gives us another Director who can sign checks. Ms. York asked Denese Skinner to serve another term as the Executive Committee Member-at-Large, and Ms. Skinner agreed.

**Motion:** To retain Denese Skinner as the Executive Committee Member-at-Large.  
**Moved By:** Lydia Villanueva **Second:** John Sharp  
**Vote:** **Motion carried by voice vote**

#### **Finance Report (OS 8.7) (PTE 6.1)**

Robert Carlton, CFO, presented the October Finance Report. Mr. Carlton stated that we had started reorganizing the Finance department and had hired a second senior accountant. Mr. Carlton said he would present the 2023 budget to the Board in January and submit a new indirect cost rate and the revised Finance Manual early next year. He reported that we had had a cash flow problem and drew on the \$300,000.00 line of credit. He said the funds would be paid back soon.

Mr. Carlton reviewed the balance sheet and comparative balance sheet and noted that our vehicle insurance increased due to a lawsuit and purchasing of new buses. Mr. Carlton reported that all grants on the grant summary were within budget limits. Mr. Carlton reported on County Funds and noted that the balance was for 2012 forward. He stated that we had a loss in Unrestricted Funds this year because we had to co-fund Weatherization and pay for the cyber fraud earlier this year. Discussion followed. (The October Finance Report, Balance Sheet, Comparative Balance Sheet, Grant Summary (an organization-wide report on revenue and expenditures that compares budget to actual, categorized by program), County Funds, and Unrestricted Funds were included in the packet sent to the Board.)

Judge Irwin asked for a motion to accept the Finance Report.

**Motion:** To accept the Finance Report.  
**Moved By:** Lydia Villanueva **Second:** Amy Taylor  
**Vote:** **Motion carried by voice vote**

### Festival of Trees Recap

Christy Hilbert, Communications Director, spoke about the success of the Festival of Trees event. She commended those who volunteered their time and efforts to make the evening memorable. She reported that we had forty sponsors who decorated the trees. Ms. Hilbert said the event was held at The Derrick art gallery for the first time, and we hope to use the venue again next year. The People's Choice Award for Favorite Tree was also new this year. Ms. Hilbert reported that our numbers increased in every financial category and said that the Board Basket was auctioned off for \$1,000.00. The Board discussed how to make the event more impactful in the future.

### HUD Fair Market Rent and Payment Standards

Susie Ybarra, HCV Program Director, reported that the US Department of Housing and Urban Development (HUD) released the 2023 Fair Market Rents and said that the HUD rates increased significantly this year. Ms. Ybarra said that we set our payment standards at 110% of HUD rates to help get decent homes for our families. Ms. Ybarra asked that the Board approve the Fair Market Rent and Payment Standards. (The report was included in the Board Packet.)

Ms. Ybarra stated that this would be her last report for the Housing Choice Voucher (HCV) program. She said she accepted another position within the agency and that Audra Rea, Family Services Director, would take over the HCV program.

**Motion:** To approve the HUD Fair Market Rent and Payment Standards.  
**Moved By:** Amy Taylor **Second:** John Sharp  
**Abstain:** Amanda Quillin  
**Vote:** **Motion carried by voice vote**

### Executive Director's Report

Ms. York reviewed the following:

- 2023 Board Meeting Calendar – Ms. York referred to the calendar included in the Board Packet and asked if anyone had a conflict with any of the dates. After discussion, the Board decided to move the January meeting date to Wednesday, January 18, 2023.

Ms. York asked for a motion to change the January meeting date.

**Motion:** To move the January Board Meeting to January 18, 2023.  
**Moved By:** Lydia Villanueva **Second:** Denese Skinner  
**Vote:** **Motion carried by voice vote**

- CAPLAW Conference Reminder – Ms. York encouraged Board members to attend the CAPLAW conference, which will be held June 27-29, 2023, in Austin, Texas.
- 2023 Committee Assignments – Ms. York reviewed the committee descriptions in the packet and asked Board members to rank their preferences for committee assignments.

- Board Annual Self-Assessment and Demographics – Ms. York asked Board members to fill out the Board Member Demographics and Skills survey to help fulfill a requirement of the Pathways to Excellence program. She said the survey was anonymous, and the information would not be shared.
- Staffing Update – Ms. York reported on a situation that occurred during the hiring process for the new Senior Accountant. She said the situation resulted from miscommunications and that the matter had been resolved. Ms. York stated that we would be changing job descriptions to state that experience could be used in lieu of education as a qualification for the job. Ms. York said that she approves job descriptions for the agency and brings them to the Board as a courtesy.
- Monitoring Update – Ms. York reported that Michael De Young from the Texas Dept. of Housing and Community Affairs (TDHCA) would send a team in January to review our response to the recent monitoring. She said they would also advocate for us with the monitoring team.

Ms. York asked for a motion to accept her report.

**Motion:** To accept the Executive Director’s report as presented.  
**Moved By:** Amy Taylor **Second:** Lydia Villanueva  
**Vote:** Motion carried by voice vote

**Final Public Comment Period**

Judge Irwin called for public comment. No public comments were made.

**The Promise of Community Action**

Judge Irwin led the board in reciting the Promise of Community Action:

*Community Action changes people’s lives, embodies the spirit of hope, improves communities, and makes America a better place to live. We care about the entire community, and we are dedicated to helping people help themselves and each other.*

**Motion to Adjourn**

**Motion:** To adjourn.  
**Moved by:** John Sharp **Second:** Amanda Quillin  
**Vote:** Motion carried by voice vote

Hearing no objections, the meeting was adjourned at 11:52 a.m. (OS 2.4).

*I hereby certify that this is a true and correct copy of the minutes approved by the Panhandle Community Services Board of Directors.*

Signature: 

Name: Judge Dan Looten

Title: Board Secretary

PCS Board of Directors Meeting Minutes, November 17, 2022