

**Panhandle Community Services
Board of Directors' Meeting Minutes
Panhandle Community Services Central Office – 1309 SW 8th Ave. - Amarillo TX, 79101
Minutes for April 28, 2022 @ 10:00am**

Board Members by Sector:

<u>Low Income</u>		<u>Private</u>		<u>Public</u>	
Lydia Villanueva	P	Denese Skinner		Judge Cindy Irwin	P
Hobert Brown	P	Jo Anne Cook		Judge Rowdy Rhoades	A
Robert Coffee	P	Aaron Lopez		Judge Dan Looten	P
Amanda Quillin	P	John Sharp		Comm. Kirk Frye	P
Open Seat		Lori Quiroz		Judge Chris Porter	P

<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	Director of Utility Services
Audra Rea	Director of Family Services
Susie Ybarra	Director of Housing Choice Voucher Program
Melissa Darsey	Director of Outreach Services
Pam Palmer	Weatherization Auditor
Lisa Matthyse	Executive 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 10:02 a.m. central daylight 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. Magi York, Executive Director, led the prayer.

Consent Agenda

Judge Irwin referred to the consent agenda and asked if there were any questions over the agenda. Hearing no questions, Judge Irwin asked for a motion to approve the consent agenda. (The consent agenda and all reports associated with it were included in the Board Packet. Reports included Programs

Committee Red Light / Green Light Reports (OS 5.9) (PTE 1.3, 2.4), Resource Development Committee Red Light / Green Light Reports, previous Board meeting minutes, correspondence, a list of items signed by the Executive Director for ratification by the Board, and a list of grants submitted/received.)

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

Seat New Board Member (OS 5.5; OS 5.1)

Denese Skinner, Governance Committee Chair, asked Ms. York to comment on the potential Board Member's nomination. Ms. York said that she will follow-up with the nominee to confirm her interest and ability to join the Board at this time. No action was taken.

Board Training: Ethics (OS 5.8) (PTE 1.3) (30-minute Board Training Session)

Randy Cazarez, Human Resources Director, stated that he was substituting for Christine Vizcaino, who was originally scheduled to present the training. Mr. Cazarez gave a slideshow presentation entitled "All About Ethics". (The slides were emailed to Board members after the meeting.) The training covered the following subjects:

- Definition of Ethics.
- Community Action Ethical Standards.
- Ramifications of Unethical Behavior.
- Ethics in our Daily Work: Honesty and Fairness / Diversity and Respect / Workplace Violence and Harassment / Information Security / Electronic Communications / Health, Safety and the Environment / Alcohol and Drug Abuse / Conflicts of Interest / Bribes and Kick-Backs.

Governance Committee Report (OS 6.5, 9.3) (PTE 2.2, 2.4)

Ms. Skinner referred to the bylaws excerpt included in the Board packet and reviewed the revisions that were recommended by our lawyer. Recommendations included revisions to committee descriptions and adding an ex officio Board member to the Strategic Planning Committee. Ms. Skinner asked the Board to approve the revisions to the bylaws. She affirmed that the revisions were approved by the agency's lawyer.

Judge Irwin asked if there were any questions, then called for a motion.

Motion: To approve the revisions to the bylaws.
Moved By: Judge Dan Looten **Second:** Judge Chris Porter
Vote: Motion carried by voice vote

Board Engagement Series: Judge Chris Porter

Judge Chris Porter gave a talk about 'embracing failure' and how this philosophy has improved his community. Judge Porter said that blame can slow down the process of learning from failure, and noted that we should encourage others to speak up, embrace messengers, and ask for help.

Formally Adopt the Community Action Code of Ethics (Pathways to Excellence Standard (PTE) 1.2)

Ms. York said that the Board has never formally adopted the Community Action Code of Ethics, which is a requirement of Pathways. Ms. York presented the CAA Code of Ethics and asked that the Board be willing to honor it and be involved in the agency in the most ethical way. Ms. York asked that the Board formally adopt the CAA Code of Ethics and noted that the date on the "Adoption of the Community Action Code of Ethics" letter will be corrected before it is signed.

Motion: To formally adopt the Community Action Code of Ethics.
Moved By: Lydia Villanueva **Second:** Denese Skinner
Vote: **Motion carried by voice vote**

Executive Committee Report

Judge Irwin stated that the Executive Committee met earlier this week to discuss the security breach and wire transfer that was made. Judge Irwin said that the committee approved opening a line of credit with First State Bank Spearman so that it would be available if the agency needed to use it to meet financial obligations. Judge Irwin asked for a motion to accept the Executive Committee Report.

Motion: To accept the Executive Committee Report.
Moved By: John Sharp **Second:** Denese Skinner
Vote: **Motion carried by voice vote**

Policy Approval

Audra Rea, Director of Family Services, reminded the Board that they had asked for a lawyer to approve the language regarding 'refusal to sign' in the Fraud Policy. Ms. Rea reviewed our lawyer's revisions to the Release of Information section of the Fraud Policy (included in the packet), and asked that the Board approve the agency's use of the Fraud Policy.

Motion: To approve the agency's use of the revised Fraud Policy.
Moved By: Hobert Brown **Second:** Amanda Quillin
Vote: **Motion carried by voice vote**

Risk Assessment (PTE 4.3, 7.6) (OS 4.6)

Susie Ybarra, Director of Housing Choice Voucher Program, reviewed the need for an agency Risk Assessment. Ms. Ybarra said that agency directors did a risk assessment on the National Community Action Partnership (NCAP) portal and the results were included in the packet. The report gave recommendations for improving our level of risk. Ms. Ybarra stated that we will work on a plan of action based on the recommendations in the NCAP report, and present our Risk Assessment to the Board at the retreat in June. The Board discussed previous risk assessments and how they compare to the current process.

Finance Report (OS 8.7) (PTE 6.1)

Robert Carlton, CFO, asked John Mejia, Assistant Finance Director, to review the Audit and Finance Committee Report. Mr. Mejia reviewed the Balance Sheet, Balance Sheet Comparison, Grant Summary (an organization-wide report on revenue and expenditures that compares budget to actual, categorized by program), Unrestricted Funds, County Funds, and the March Finance Report. (All reports were included in the packet.) John Sharp, Treasurer and Chair of the Audit and Finance Committee, stated that the committee also reviewed internal controls.

Judge Irwin asked for a motion to approve the Audit and Finance Committee report.

Motion: To approve the Finance Report.
Moved By: Judge Dan Looten **Second:** Lydia Villanueva
Vote: Motion carried by voice vote

Convene to Closed Session (OS 7.4; OS 7.5)

Convened to Closed Session to Discuss the Following:

- Sec. 551.074 - Personnel Matters: Executive Director's Evaluation and Compensation
- Sec. 551.089 – Network Security Information

The Board may convene in closed session according to Texas Government Code, Chapter 551, Sec. 551.074 - Personnel Matters and Sec. 551.089 – Network Security Information. The Board convened into closed session at 11:17 am.

Reconvene in Open Session

The Board may convene in closed session according to Texas Government Code, Chapter 551, Sec. 551.074 - Personnel Matters and Sec. 551.089 – Network Security. The Board reconvened into open session at 12:13 pm.

Motion: To come out of closed session.
Moved By: Denese Skinner **Second:** Lydia Villanueva
Vote: Motion carried by voice vote

Judge Irwin asked for a motion to approve the Executive Director's compensation, which was discussed in closed session.

Motion: To amend the Meliora contract that ends 12/31/2023 for \$10,000.00 for Executive Director bonus plus 30% for fringe benefits.
Moved By: John Sharp **Second:** Lydia Villanueva
Vote: Motion carried by voice vote

Executive Director's Report

Ms. York reported on the following:

- Strategic Planning Committee (OS 6.5, 9.3) (PTE 2.2, 2.4) – Ms. York said that former Board member Amy Taylor has agreed to lead the Strategic Planning Committee. Ms. York said that she will ask Melissa Darsey, Director of Outreach Services, to be the Program Director in charge. Other committee members have yet to be chosen.
- Advocacy Meeting (PTE 1.6) – Ms. York reported on the advocacy meeting PCS will hold at the end of the month and the dinner following for local public officials where they will discuss what was heard at the meeting. Jason Sabo will be there.

Motion: To accept the Executive Director's report as presented.
Moved By: Denese Skinner **Second:** Judge Chris Porter
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: Judge Dan Looten **Second:** Comm. Kirk Frye
Vote: Motion carried by voice vote

Hearing no objections meeting was adjourned at 12:20 p.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 on May 19, 2022.

Signature: 
 Name: Judge Dan Looten
 Title: Board Secretary
 PCS Board of Directors' Meeting Minutes, April 28, 2022