

**Panhandle Community Services
Board of Directors Meeting Minutes
Panhandle Community Services Central Office – 1309 SW 8th Ave. - Amarillo TX, 79101
Minutes for January 18, 2024, @ 10:00 am**

Board Members by Sector:

<u>Low Income</u>		<u>Private</u>		<u>Public</u>	
Reyna Ruiz	P	Denese Skinner	P	Judge Cindy Irwin	P
Amy Taylor	P	Jason Vanosdol	P	Judge Rowdy Rhoades	A
Robert Coffee	A	John Sharp	P	Judge Dan Looten	P
Amanda Quillin	P	Brian Gillispie	P	CM Esmeralda Mills	A
Teresa Lane	P	Brian Hevrin	P	Judge Chris Porter	P

<u>Staff</u>	<u>Position/Title</u>
Magi York	Executive Director
John Mejia	CFO
Dennis Garvey	Information Services Director
Randy Cazarez	Human Resources Director
Lylene Springer	Transportation Director
Kaitlin Mosley	RSVP & Health Services Director
Christy Hilbert	Communications Director
Audra Rea	Director of Family Services
Christina Cristan	Energy Assistance Director
Susie Ybarra	Community Relations Director
Melissa Darsey	Outreach Services Program Director
Benita San Miguel	Weatherization Director
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

John Sharp, Board President, called the regular business meeting to order at 10:00 a.m. Central 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). Mr. Sharp led the Pledge of Allegiance and the recital of the Panhandle Community Services (PCS) Mission Statement and Vision Statement. Jason Vanosdol led the prayer.

Consent Agenda (OS 5.9)

Mr. Sharp referred to the Consent Agenda and asked if anyone would like to remove an item from the consent agenda for discussion. Hearing no requests for discussion, Mr. Sharp said he would entertain a motion to approve the consent agenda. (The consent agenda and all associated reports were included in the Board Packet. Reports included minutes from the December 6, 2023, Annual Board of Directors Meeting, the December 6, 2023, Programs Committee Meeting, the December 6, 2023, Resource Development Committee Meeting, the December 13, 2023, Advisory Council Meeting, and the December 14, 2023, Strategic Planning Committee Meeting; correspondence; a list of signed items presented for ratification by the Board; Funding Applications Report; Board Parking Lot; and the “Three Things for the Board to Know” Program Highlight Report (OS5.9).)

Motion: To approve the consent agenda.

Moved By: Judge Cindy Irwin

Second: Judge Dan Looten

Vote: Motion carried by voice vote

Board Training: Ethics – Conflict of Interest and Confidentiality (OS 5.8)

Mr. Sharp introduced Mallory Herrin, HR Consultant, who presented training on “Conflicts of Interest and Confidentiality in Ethics.” Ms. Herrin reviewed the following:

- Confidentiality – Confidentiality refers to the obligation to protect information from unauthorized access. Confidentiality is not only a legal requirement but an ethical commitment, and Board members should conduct themselves honestly and ethically at all times, consistent with their duty of loyalty.
 - a. Code of Ethics Requirements
 - b. Confidentiality Policy
 - c. Management and HR Concerns
 - d. Whistleblower Protection
- Conflicts of Interest – How to define, identify, prevent, and manage conflicts of interest.
 - a. Proactive Identification of Conflicts
 - b. Regular Disclosure Requirements
 - c. Clear Reporting Procedures
 - d. Training and Awareness Programs
 - e. Maintaining Transparency and Accountability
- Reporting – Procedures for reporting violations, conflicts and concerns.
- Legal Compliance – Organizational and personal levels of legal compliance.

Brian Hevrin entered the meeting at 10:13 a.m.

Board Engagement Series: Board President John Sharp – Vision for 2024

Mr. Sharp asked that when Board members present the “Board Engagement Series,” they tell the Board a little about themselves. He then spoke about his family, career, and what brought him to Dumas, Texas.

Mr. Sharp presented his vision for the Board of Directors in 2024. He began with a quote by Jim Collins, author of “Good to Great,” and talked about “having the right people in the right seats on the bus.” Mr. Sharp said board members should be committed to being on the Board and involved in community events, especially those in their areas. Mr. Sharp also asked the Board to be more involved in succession planning. Mr. Sharp said his vision for 2024 is more involvement and moving the organization from where it stands today to a greater place.

(The meeting paused at 10:34 a.m. for the Board to accept a check from Atmos Energy and have a photo taken. The meeting resumed at 10:40 a.m.)

Executive Director’s Report

Magi York, Executive Director, reported the following:

- **Bragging Rights** – Ms. York congratulated Randy Cazarez and Oscar Herrera for earning certificates and the IT team for helping to develop a pilot program.
 - Randy Cazarez, HR Director, received his Senior Professional in Human Resources (SPHR) certification.
 - Oscar Hernandez, Energy Assistance Specialist, earned six certificates in safety and is working on the safety rules for the agency.
 - IT Team – Dennis Garvey, IS Director, and Quinton Smith, IS Specialist, worked with Energy Assistance Director Christina Cristan to develop the Appointment Assistance Pilot Program and install the necessary equipment in our centers. The program is an effort to reduce travel costs for our families and specialists. (The Board discussed internet access and the availability of laptops and tablets for low-income families.)
- **CAPLAW Conference** – Ms. York encouraged Board members, especially new members, to attend the 2024 CAPLAW conference.
- **2024 Board Calendar** – Ms. York reviewed the 2024 Board Calendar (included in the packet). She said committees would continue to meet quarterly and review the Red-Light/Green Light Program Status Reports, but there will no longer be a Board meeting afterward. Committees will meet at 10:00 a.m. on the scheduled dates. Before the committee meetings, there will be training sessions for all Board members. Training will begin at 9:30 a.m.

Motion: To accept the 2024 Board Calendar.

Moved By: Denese Skinner

Second: Reyna Ruiz

Vote: Motion carried by voice vote

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

Motion: To accept the Executive Director's Report.
Moved By: Teresa Lane **Second:** Amanda Quillin
Vote: Motion carried by voice vote

Finance Report (OS 8.7)

John Mejia, CFO, referred to the Finance Report Memo and reviewed cash flow, training, budgeting, reconciling accounts at year-end, and preparing for the audit. Mr. Sharp asked when the 2024 budget would be ready. Mr. Mejia said he would present a preliminary budget to the Finance Committee in February. Discussion followed.

In response to a question by Board member Reyna Ruiz, Mr. Mejia said that financial statements could be broken down by individual counties. Ms. Cristan reviewed the process of monitoring services on an individual county basis. Christy Hilbert, Communications Director, and Ms. York spoke about community outreach in rural communities.

Mr. Mejia reviewed the financial statements for the period ending November 30, 2023, and answered board members' questions. He began with the Balance Sheet and the Comparative Balance Sheet. He reviewed the Total Current Revenue and Expenditure line item, noting the amount that was generated from Weatherization Fund 311. He said we have expended nearly \$400,000, yet we do not have a receivable.

Mr. Mejia reviewed the Grant Summary. He noted the inter-fund activities on the chart and said the funds are allocated back to the programs. Mr. Mejia said his team focuses on the programs that have a red light next to them on the summary chart. The Board discussed grant extensions and their effect on costs. They also discussed unrestricted funds and fundraising.

Lastly, Mr. Mejia reviewed the County Funds and General Unrestricted statements. Mr. Mejia referred to the Building Construction / Remodel line item and the Weatherization line item, saying they make up most of the \$600,000 shortfall in Revenue and Expenditures.

(The Finance Report (memo), November 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.)

John Sharp asked for a motion to accept the Finance Report.

Motion: To accept the Finance Report
Moved By: Reyna Ruiz **Second:** Amanda Quillin
Vote: Motion carried by voice vote

Ratify Executive Committee Recommendations (OS 4.5)

Mr. Sharp reported on the January 11, 2024, Executive Committee Meeting. He reviewed the “Executive Continuity Plan for Succession and Transition” and stated that it is based on the original succession plan and satisfies the requirements of the Organizational Standards. Mr. Sharp said the Executive Committee reviewed the Executive Director Job Description and recommended revising the qualifications for the position to allow for internal applications. Mr. Sharp reported that the Executive Committee recommended Kaitlin Mosley be approved as the 2nd Alternate Executive Director (for short-term absences) and that the Organizational chart be updated accordingly. (The “Executive Continuity Plan for Succession and Transition” and its appendices (the revised Executive Director Job Description and Organizational Chart, the Executive Director Resource Inventory, and the Executive Continuity Policy) were included in the packet given to the Board.)

Mr. Sharp requested a motion to approve RSVP and Health Services Director Kaitlin Mosley as the 2nd Alternate Executive Director.

Motion: To approve Kaitlin Mosley as the 2nd Alternate Executive Director.
Moved By: Brian Hevrin **Second:** Amy Taylor
Vote: **Motion carried by voice vote**

Mr. Sharp stated that the Executive Committee voted to adopt the succession plan with the proposed changes to the job description and organizational chart (included in the meeting packet). Mr. Sharp asked for a motion to ratify the actions taken by the Executive Committee.

Motion: To ratify the actions taken by the Executive Committee
Moved By: Denese Skinner **Second:** Judge Cindy Irwin
Vote: **Motion carried by voice vote**

Mr. Sharp referred to the Executive Continuity Policy and requested a motion to approve the policy.

Motion: To approve the Executive Continuity Policy
Moved By: Judge Dan Looten **Second:** Jason Vanosdol
Vote: **Motion carried by voice vote**

The Promise of Community Action

Mr. Sharp stated that the Board adopted the Promise of Community Action on March 17, 2022, as part of Pathways to Excellence. He asked for a motion to reaffirm the Promise of Community Action.

Motion: To reaffirm the Promise of Community Action.
Moved By: Judge Cindy Irwin **Second:** Denese Skinner
Vote: **Motion carried by voice vote**

The Community Action Code of Ethics

Mr. Sharp stated that the Board annually reaffirms its commitment to the Community Action Code of Ethics, formally adopted on April 28, 2022.

Motion: To reaffirm the Community Action Code of Ethics.
Moved By: Jason Vanosdol **Second:** Reyna Ruiz
Vote: Motion carried by voice vote

Review Select Correspondence

Ms. York reviewed the Texas Department of Housing and Community Affairs letter regarding the PY22 Onsite Monitoring Report. She reported that all issues had been cleared except for DOE and LIHEAP. Ms. York reviewed the steps she and Weatherization Director Benita SanMiguel had taken in response to the letter. Discussion followed.

Transit: Rural Service Expansion Projects

Lylene Springer, Transportation Director, reported that she was applying for the Rural Service Expansion Projects grant. She said it is a state grant, and she must match it with local money. Ms. Springer said it is a two-year grant for \$682,000, and the purpose of the grant is for service expansion. Ms. Springer said she would extend service hours for Transit. She said she also added another shift for transporting dialysis patients. Discussion followed. (The Rural Service Expansion Projects report was included in the Board packet.)

TexPool Resolution

Mr. Mejia referred to the TexPool Resolution Amending Authorized Representatives. He stated that we needed to add our current Treasurer, Brian Gillispie, and Secretary, Amy Taylor, as authorized representatives on the TexPool account and remove John Sharp and Judge Looten. Mr. Sharp requested a motion to approve the TexPool Resolution, amending the authorized representatives from himself and Judge Looten to Brian Gillispie and Amy Taylor.

Motion: To approve the TexPool Resolution, amending the authorized representatives from himself and Judge Looten to Brian Gillispie and Amy Taylor.
Moved By: Brian Hevrin **Second:** Denese Skinner
Vote: Motion carried by voice vote

Approve Authorized Signatories

Mr. Mejia reported that the authorized signatories on our two Happy State Bank accounts and the First State Bank account needed to be updated because of the changes in our Board officers. Mr. Sharp said we needed to add Treasurer Brian Gillispie and Secretary Amy Taylor to the Happy State Bank accounts and that Amy Taylor needed to be added to the First State Bank account. Mr. Mejia stated that Judge Dan Looten would be removed from the accounts, and Denese Skinner, John Sharp, and Judge Cindy Irwin would remain on the accounts.

Motion: To add Brian Gillispie and Amy Taylor as authorized signatories on the Happy State Bank accounts.
Moved By: Brian Hevrin **Second:** Reyna Ruiz
Vote: **Motion carried by voice vote**

Motion: To add Amy Taylor as an authorized signatory on our First State Bank account.
Moved By: Amanda Quillin **Second:** Reyna Ruiz
Vote: **Motion carried by voice vote**
Abstain: **Brian Gillispie**

Move to Executive Session

Closed to Executive Session: *The Board may convene in executive session pursuant to Texas Government Code, Chapter 551:*

- a. Sec. 551.074 – Executive Director’s Evaluation

Motion: To convene in executive session.
Moved By: Judge Cindy Irwin **Second:** Teresa Lane
Vote: **Motion carried by voice vote**

Reconvene to open session. *Except as specifically authorized by applicable law, the board may not take any actions in executive session.*

Motion: To reconvene to open session.
Moved By: Denese Skinner **Second:** Judge Cindy Irwin
Vote: **Motion carried by voice vote**

Accept the Executive Director's Evaluation and Approve Compensation (OS 7.4, 7.5)

Mr. Sharp stated that the board voted to accept Ms. York's evaluation and approve a 3% cost of living wage increase. Mr. Sharp requested a vote to approve these actions.

Motion: To approve the Executive Director's Performance Evaluation and a 3% Cost of Living Wage Increase.
Moved By: Judge Dan Looten **Second:** Jason Vanosdol
Vote: **Motion carried by voice vote**

Final Public Comment Period

John Sharp called for public comment. No public comments were made.

The Promise of Community Action

Mr. Sharp 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: Denese Skinner **Second:** Judge Dan Looten
Vote: **Motion carried by voice vote**

Hearing no objections, the meeting was adjourned at 12:26 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.

Signature: _____ 

Name: Amy Taylor

Title: Board Secretary

PCS Board of Directors Meeting Minutes, January 18, 2024