

Community Services of Northeast Texas, Inc.
Special Board Meeting MINUTES
November 3, 2022
301 East Houston, Linden Community Center
Linden, Texas 75563

Board Members Present

Ross Hyde, Chairman

Representing State Representative, Gary VanDeaver, Public Sector

Donna Early, Treasurer – Via Zoom

Representing Cass County Judge Becky Wilbanks, Public Sector

Judge Doug Reeder, Parliamentarian

Morris County Judge, Public Sector

Dr. Arcolia Jenkins, Vice Chairman via Zoom

Representing Creating Opportunities in Marion County, Private Sector

Alexa Rainge/Kerri Winters

Representing Linden-Kildare CISD, Private Sector

Cecelia Huff, Secretary

Representing Bowie County, Poverty Sector

John Baxter

Representing Texana Bank, Private Sector

Board Members Absent

Sandra Wright

Representing Marion County Judge Leward Lafleur, Public Sector

Lee Elliott

Representing LEDC, Private Sector

Angela Thompson

Representing Bowie County, Poverty Sector

Harmony Roberson

Representing Cass County, Poverty Sector

CALL TO ORDER

Ross Hyde, Chairman, called the meeting to order at 12:24 p.m.

Quorum: established six of 11, members present, seven counting one via Zoom.

AGENDA

Ross Hyde, Board Chair – Approval of the Agenda before us.

Dan Boyd noted there were two items missing from the agenda which caused us not to have the meeting. Dan wanted to point out that one of the items are still missing. The meeting that was held on 10.13.22, since there was action taken at that meeting; that action needs to be ratified by the full board, and nowhere on this agenda does it allow for that ratification. So therefore, until that ratification happens then the action taken on 10.13, did not happen. So, you can leave that to another meeting but you cannot operate as if that 10.13 meeting happened. I'm just pointing that out, not trying to stop the meeting. You guys, you can move forward, Ya'll can move forward, I'm just telling you the constraints you are under.

Donna Early, Treasurer – What do you suggest Judge Reeder?

Judge Doug Reeder, Parliamentarian – My understanding was the October 13, meeting was supposed to be a full board meeting, not an executive meeting. The full board was present and an open meeting, not an executive committee meeting. Not sure of how it was titled, but I know the full board was here and the intent was from my understanding to have the full board here.

Dan Boyd said that is what triggers the ratification requirement, it doesn't matter who was here, it matters that it was an Executive Committee Meeting and there was action taken. That action has to be ratified by the board, which can be done at a later date. I just want to note that it is not present here.

Arcolia Jenkins, Vice-Chair – My understanding then is that we can go ahead and approve the minutes if we omit 10.13.22. Is that correct?

Dan Boyd, well if you omit minutes of 10.13.22, you put yourself back in the same situation that you were in last week. I think when we get to the approval of the minutes there's gonna be some changes to the minutes anyway of 10.13. Which you can do that, I'm just saying going forward past number four of this agenda you can't refer to any of the actions of 10.13, because it hasn't been ratified yet.

Donna Early, Treasurer – And did I understand that we could not add that to this? So how do you ratify it without it being on there?

Dan Boyd, you put it on a subsequent meeting. Put it on the next meeting. Because even though normally, the next meeting would be in December, we are gonna have to have some meetings before then. Because ya'll have things you have to do. So, you can just put it on the next one, for next week, or whenever the next meeting is.

Donna Early, Treasurer – OK.

Dan Boyd, my comments were just a notation that that element is missing and it causes constraints for you, that's all. The rest we can move on with. You can even approve the minutes, once they are corrected from 10.13. But they do need to be corrected. Because they are incorrect.

Ross Hyde, Board Chair – Inaudible, so we can't go into Executive Session?

Dan Boyd, well you are not going to go into Executive Session anyway. Because Section 551.074 of the Texas Government Code says if I'm the subject of the closed session, I can require it to be open. Which I will do.

Judge Doug Reeder, Parliamentarian – I don't think it is necessary, and I think we are on item three approval of agenda, so I think we need to stick with that and not worry about what's further down the agenda.

Ross Hyde, Board Chair – I need a motion to approve the agenda before us.

Motion: Cecelia Huff, Secretary

Second: John Baxter

All in favor voted aye, none opposed, the motion carried unanimously

MINUTES

Ross Hyde, Board Chair – Now we have the minutes before us.

Dan Boyd, and I think Judge Reeder can help you walk through the corrections.

Judge Doug Reeder, Parliamentarian – Yea, I make a motion with regard to the minutes of 10.13. The minutes state that the motion was approved to terminate the executive director. That is incorrect, that needs to be corrected. The vote was to ask Mr. Boyd for his resignation. So, I will make a motion that we approve the minutes with the change on the minutes from 10.13.22, striking where it says motion was approved to terminate the executive director.

Ross Hyde, Board Chair – Any other corrections to any of the minutes?

Dan Boyd, not that I know of.

Ross Hyde, Board Chair – Motion to approve minutes from 9.27, Not 10.13, and 10.25.

Motion: Donna Early, Treasurer makes a motion to approve the three minutes.

Second: John Baxter

All in favor voted aye, none opposed, the motion carried unanimously

CHAIRMAN'S COMMENTS AND RECOGNITIONS

None

TRAINING / PRESENTATIONS

- A. Board Roles and Responsibilities – Berny Harris

COMMITTEE REPORTS

- A. Planning & Evaluation – No current report required
B. Personnel –No current report required
C. Finance – No current report required
D. Executive –No current report required
E. Nominating – Committee met 11:30 before November 3, board meeting. The slate of nominees were presented to the full board as a motion by Judge Doug Reeder, Parliamentarian, and Second by Donna Early to be seated effective December 1, 2022.

List of nominees presented three (3) times each:

Arcolia Jenkins – Board Chair
Motion to cease: John Baxter
Second: Donna Early

Judge Doug Reeder – Vice-Chair
Motion to cease: John Baxter
Second: Arcolia Jenkins

Donna Early – Treasurer
Motion to cease: Cecelia Huff
Second: John Baxter

Cecelia Huff – Secretary
Motion to cease: Arcolia Jenkins
Second: Judge Doug Reeder

Parliamentarian
Appointed by Chair

Judge Doug Reeder questioned the number of poverty members on committees. All can be balanced out before December meeting.

After discussions, Dan Boyd made a suggestion that will validate the committee's action.

- F. By Laws- No current report

The Chair may make changes to committee rosters and/or develop new committees.

ACTION ITEMS

A. Meagan Kirkland to be seated as appointee for LEDC

Meagan called and said she had a conflict today, however looks forward to participating as a board member.

Motion: John Baxter

Second: Arcolia Jenkins

All in favor voted aye, none opposed, the motion carried unanimously

B. Approve Consent Agenda*

- 1) Head Start/EHS & PIR Reports..... (OS 5.9).....Berny Harris
- 2) Head Start Standard Operating Procedures.....Berny Harris
- 3) Head Start Standard Operating Manuals & FormsBerny Harris
- 4) Financial Policies, Procedures, and Financial Code of Conduct.....Berny Harris
- 5) Personnel Policies & Procedures..... Berny Harris
- 6) Job Descriptions.....Berny Harris
- 7) Updated Volunteer Rates.....Berny Harris
- 8) 2023 Community Assessment Update.....Berny Harris
- 9) Disability Waiver Grant #06CH011282/04.....Berny Harris
- 10) County Services Report.....(OS 5.9)..... Michelle Morehead
- 11) Human Resource Report.....(OS 5.9).....Charlotte Hall
- 12) Payee Report..... (OS 5.9)Savannah Coates
- 13) Service & HS Transportation Reports..... (OS 5.9)Tommy Hooper

Motion: Donna Early, Treasurer

Second: John Baxter

All in favor voted aye, none opposed, the motion carried unanimously

STAFF REPORTS

- A. Financial-1.2.3.4.5.6.7.8.9.10.11.....(OS 8.7) Shelley Mitchell

EXECUTIVE DIRECTOR REPORT

Dan welcomed Savannah Coates, hired from RPM, and Amy Perales, Employee of the Year. Both from the Mount Pleasant office.

DISCUSSION ITEMS

A. Fall 2022 Circle Assessment Data

B. Date of Annual Meeting in December – Tuesday, December 6, 2022

AUDIENCE COMMENTS

Michelle Morehead shared exciting news of the Organizational Standards being met at 98.28%. Thanks to the staff for doing their part.

Last July 27, the board approved the executive director's compensation, and that has not been done yet for 2022. So that is why we did not meet that one standard. But I am super excited about the standards we did meet.

Note:

Per Dan Boyd at the writing of these minutes, the board approved compensation rates for 2021 and 2022 at the July 27, 2021 meeting.

EXECUTIVE SESSION

Pursuant to Section 551.074 (b) of the Texas Government Code, Dan Boyd, Executive Director called for this executive session to be opened.

Discussion was had with board members, employees of CSNT, and Dan Boyd, Executive Director.

Another Special Called Board Meeting has been scheduled for November 16, 2022.

REQUIRED ACTION FROM EXECUTIVE SESSION

ADJOURN

Board Chair Ross Hyde asked for a motion to adjourn.

Motion: John Baxter made the motion to adjourn at 3:07pm.

Second: Judge Doug Reeder, Parliamentarian

Approved by: _____, on _____, 2022
(Board Secretary) (Date)

1. The mission statement addresses poverty; and
2. The organization's programs and services are aligned with the mission.

X Yes No Date: October 26, 2021

Organizational Standard 4.4

The governing board receives an annual update on the success of specific strategies included in the Community Action plan. Date August 23, 2022

Organizational Standard 5.1

Is the Board structured in compliance with the CSBG Act? Yes

Total number of Board seats = 12

Total number of democratically elected representatives of the low-income community = Three (3) (must be at least 4) X NO

Total number of local elected officials = Four (4) (must be exactly 4) X Yes

Total number of members from major groups and interests in the community = Four (4) (must be the remainder) X Yes

Organizational Standard 5.2

Does the Board have written procedures that document a democratic selection process for low-income board members adequate to assure that they are representative of the low-income community? X Yes No

Where is it? Bylaws – Article V – Section 3

Organizational Standard 5.3

The organization's bylaws have been reviewed by an attorney within the past five years. X Yes No Date: 09.29.2021

Organization Standard 5.4

The organization documents that each governing board member has received a copy of the bylaws within the past two years. X Yes No Date 3-22-2022, 4-26-2022

Organizational Standard 5.8

Governing board members have been provided with training on their duties and responsibilities within the past two years. X Yes No Date: 7.27.2021

Organizational Standard 5.9

The organization's governing board receives programmatic reports at each regular board meeting.

X Jan X Feb X Mar X Apr X May X June X July X Aug X Sept X Oct X Nov X Dec

Organizational Standard 6.1

The organization has an agency-wide strategic plan in place that has been approved by the governing board within the past five years. X Yes No Date: 09.29.2021

Organizational Standard 6.5

The governing board has received and update(s) on progress meeting the goals of the strategic plan within the past 12 months. X Yes No Date: September 27, 2022

Organizational Standard 7.1

The organization has written personnel policies that have been reviewed by an attorney and approved by the governing board with the past five years.

X Yes No Date: 09.29.21

Organizational Standard 7.2

The organization makes available the employee handbook (or personnel policies in cases without a handbook) to all staff and notifies staff of any changes.

X Yes No Date: 8.6.21

Organizational Standard 7.3

The organizational has written job descriptions for all positions, which have been updated with the past five years. X Yes No Date: 10.26.19

Organizational Standard 7.4

Performance appraisal of Executive Director X Yes No Date: 8.23.2022

Organizational Standard 7.5

Reviews and approves Executive Director Salary X Yes No Date: 7.27.2021

Organizational Standard 7.6

The organization has a policy in place for regular written evaluation of employees by their supervisors. X Yes No Date: 10.22.19

Organizational Standard 7.7

The Organization has a whistleblower policy that has been approved by the governing board. X Yes No Date: 10.22.19

Organizational Standard 7.8

All staff participate in a new employee orientation within 60 days of hire. X Yes No (Human Resources keeps a spreadsheet)

Organizational Standard 7.9

The organization conducts or makes available staff development/training (including ROMA) on an ongoing basis. X Yes

<u>ROMA Training for 12 staff</u>	<u>Sept 05, 2019</u>
<u>What Children & Young People Say</u>	<u>April 20, 2020</u>
<u>Making Sense of Ourselves</u>	<u>April 23, 2020</u>
<u>Facilitating Group Discussions</u>	<u>April 24, 2020</u>
<u>Microbes-Friend or Foe</u>	<u>April 27, 2020</u>

Organizational Standard 8.1

The organization’s annual audit (or audited financial statements) is completed by a Certified Public Accountant on time in accordance with Title 2 of the Code of Federal Regulations, Uniform Administrative Requirements, Cost Principles, and Audit Requirement (if applicable) and/or State audit. X Yes Date November 29-December 1, 2021

Organizational Standard 8.2

All findings from the prior year’s annual audit have been assessed by the organization and addressed where the governing board has deemed it appropriate. Yes Date NO FINDINGS

Organizational Standard 8.3

The organization’s auditor presents the audit to the governing board via zoom. X Yes Date March 22, 2022

Organizational Standard 8.4

The governing board formally receives and accepts the audit.

X Yes Date March 22, 2022

Organizational Standard 8.5

The organization has solicited bids for its audit within the past five (5) years.

X Yes Year 2021

Organizational Standard 8.6

The IRS Form 990 is completed annually and made available to the governing board for review.

X Yes Date May 24, 2022

Organizational Standard 8.7

The governing board receives financial reports at each regular meeting that include the following: 1) Organization-wide report on revenue and expenditures that compares budget to actual, categorized by program; and 2) Balance sheet/statement of financial position.

X Jan	X April	X July	X October
X Feb	X May	X Aug	X November
X Mar	X June	X Sept	X December

Organizational Standard 8.8

All required filings and payments related to payroll withholdings are completed on time.

X Yes No - checked and verified by Jim Howard, Payroll Coordinator

Organizational Standard 8.9

The governing body annually approves and organization-wide budget.

X Yes No - September 27, 2022

Organizational Standard 9.1

The organization has a system or systems in place to track and report client demographics and services customers receive. X Yes No Shah Software

Organizational Standard 9.2

The organization has a system or systems in place to track family, agency, and/or community outcomes. X Yes No Shah Software

Organizational Standard 9.3

The organization has presented to the governing board for review or action, at least within the past 12 months, an analysis of the agency's outcomes and any operational or strategic program adjustments and improvements identified as necessary. Yes No

Organizational Standard 9.4

The organization submits its annual CSBG Information Survey Data Report and it reflects client demographics and organization-wide outcomes. Yes No Annual Report to TDHCA