

MINUTES

The Arc of Texas Board of Directors December 8-9, 2006 The Arc of Texas State Office, Austin, Texas

Friday, December 8, 2006

Call to Order:

President Laura Butler called the Board of Directors meeting to order at 12:55 p.m. on Friday, December 8, 2006 at The Arc of Texas State Office in Austin. A quorum of the Board was present.

Members Present:

Laura Butler
Pat Munoz
Nancy Lepley
Charles Huber
Dennis Greer
Stacie Marthiljohni
Judy Kantorczyk
Clay Boatright
Carol Maxwell
Stacie Rogers

Members Absent:

Jamie Travis
Rick Fritsche
Ron Brown*
Hortencia Mendoza
Ricky Broussard

Staff Present:

Mike Bright
Beverly Main
Rona Statman
Amy Mizcles
Lisa Rivers
Chris Rodriguez
William Pate

* Ron Brown attended the Saturday session of the Board meeting.

Introductions:

President Butler introduced three new Board members and asked each to tell of their connections to The Arc.

Award Presentation:

On behalf of the Board of Directors, President Butler presented an award to Geoff Courtney for his support of people with intellectual and developmental disabilities as The Arc's attorney in the McCarthy litigation.

Consideration of Public Comments:

Mike Bright noted that no one had requested an opportunity to present comments to the Board of Directors.

Consideration of the Minutes of the Previous Meeting:

President Butler called for consideration of the minutes of the previous meeting. Charlie Huber MOVED that the minutes of the September 15-16, 2006 meeting of The Arc of Texas Board of Directors be approved as presented. Dennis Greer SECONDED THE MOTION. THE MOTION WAS ADOPTED.

Consideration of the Report of the President:

President Butler reported on her activities since assuming the presidency of The Arc of Texas. Items discussed in her report included:

- Nomination to fill the remaining vacancy on the Board of Directors
- Nomination to fill the local Executive Directors' representative position of the Board
- Nomination of Board Members to serve on the Executive Committee
- Board Member Agreements
- Board Member Conflict of Interest attestations
- Future Board meeting formats to be based on a consent agenda

Pat Munoz MOVED that, subject to her agreement, Therese Polumbi be elected to a one-year term to The Arc of Texas Board of Directors effective immediately. Judy Kantorczyk SECONDED THE MOTION. THE MOTION WAS ADOPTED.

Nancy Lepley MOVED that Judy Kantorczyk be elected to the Board as the local Executive Directors' representative and that Rick Fritsche and Stacie Marthiljohni be elected to serve on

the Executive Committee. Pat Munoz SECONDED THE MOTION. THE MOTION WAS ADOPTED.

The report of the President required no further action by the Board of Directors.

Consideration of the Report of the Texas Advocates:

In the absence of President Ricky Broussard, James Meadours presented the report of the Texas Advocates. Items discussed in the Texas Advocates report included:

- Respectful language resolution
- 2007 Texas Advocates Conference in The Woodlands
- Planning for Texas Advocates participation in Capitol Day
- Peer to Peer grant project update

The report of the Texas Advocates required no action by the Board of Directors.

Consideration of the Report of The Arc of the United States:

Mike Bright updated the Board on The Arc of the United States activities. Items discussed in his report included:

- January 2007 Medicaid Conference in Washington, D.C.
- Follow-up to 2006 National Conference
- 2007 Affiliation Fees

The report on The Arc of the United States required no action by the Board of Directors.

Consideration of the Report of the Executive Director:

Mike Bright presented the Executive Director's Report. Items discussed in his report included:

- Marketing of building lease space
- Household Recycling business review report
- Grievance filed by former employee
- Proposed New Danville residential community
- 2007 Board calendar
- 2006-2007 Board demographics
- Board training needs assessment
- Recent Houston-area Drop Box program problem

Following Mr. Bright' report, President Butler referred the following to the Finance and Operations Committee:

- To meet with Sterling and Baxter to follow up on Drop Box issues and to plan for future operations

The report of the Executive Director required no action by the Board of Directors.

Consideration of Staff Program Reports:

Rona Statman, Director of Family Support Services, updated the Board on:

- 2007 Inclusion Works Conference
- Master Pooled Trust

Lisa Rivers, Director of Development, updated the Board on:

- Real Life project
- Development activities

President Butler encouraged 100% Board participation in the Share the Vision Campaign. She noted that The Arc's staff had already made a 100% commitment to the project.

The staff program reports required no action by the Board of Directors.

Consideration of the Report of the Household Recycling Consultant:

Marvin Cole, consultant, presented a report of his findings from his review of business operations and structure of the Household Recycling program. Discussion followed.

President Butler referred the following to the Finance and Operations Committee:

- To review the consultant's report in detail and present recommendations as appropriate to the Board of Directors.

Consideration of the 2007 Operating Plan:

Mike Bright presented the proposed 2007 Operating Plan. Discussion followed. Judy Kantorczyk MOVED that the 2007 operational plan be approved as presented. Pat Munoz SECONDED THE MOTION. THE MOTION WAS ADOPTED.

Consideration of the 2007 Operating and Capital Budgets:

On behalf of the Finance and Operations Committee, Charlie Huber, Treasurer, presented the proposed 2007 Operating Budget. Discussion followed.

The Finance and Operations Committee MOVED that the 2007 Operating Budget be adopted as presented. THE MOTION WAS ADOPTED.

On behalf of the Finance and Operating Committee, Charlie Huber, Treasurer, presented the proposed 2007 Capital Budget. Discussion followed.

The Finance and Operations Committee MOVED that the 2007 Capital Budget be approved as presented. THE MOTION WAS ADOPTED.

Consideration of the Finance and Operations Committee Report:

Charlie Huber presented the report of the Finance and Operations Committee. Items discussed in his report included:

- Household Recycling progress report
- Investments update
- Third Quarter Financial Statements
- Bank signature amendments

The Finance and Operations Committee MOVED that The Arc of Texas Board of Directors (1) approve the deletion of Ron Brown and Beth Turner and add Laura Butler and Charlie Huber as signers on The Arc of Texas main checking account, and (2) approve the deletion of Sandy Hafner and the addition of Maria Gonzales to the San Antonio Household Recycling checking account. THE MOTION WAS ADOPTED.

Consideration of the Report of the Governmental Affairs Committee:

Laura Butler presented the report of the Governmental Affairs Committee. Items discussed in her report included:

- Update on key issues
- Planning for 2007 Capitol Day
- Media Campaign progress report
- 2007 Legislative Platform

Pat Munoz MOVED that the 2007 Legislative Platform be approved as presented. Dennis Greer SECONDED THE MOTION. THE MOTION WAS ADOPTED.

Recess:

President Butler recessed the meeting until 8:30 on Saturday, December 9th.

Saturday, December 9, 2006

Call to Order:

President Butler called the meeting to order at 8:30 a.m. on Saturday, December 9, 2007 at The Arc of Texas State Office. A quorum of the Board was present.

Consideration of the Report of the Chapter Services Committee:

Chris Rodriquez and Judy Kantorczyk presented the report of the Chapter Services Committee. Items discussed in their report included:

- Recap of 2006 Family Retreat and planning for 2007 event
- The Arc of the United States Forbes report
- August to December field visit summary
- 2007 Capitol Day stipends distribution

The report of the Chapter Services Committee required no action by the Board of Directors.

Consideration of Old Business:

President Butler noted that setting the date of the spring 2007 Board Meeting had been deferred until this meeting.

BY CONSENSUS the Board accepted March 16-17, 2007 as the date for the Spring Board meeting.

BY CONSENSUS, the Board requested the Executive Director to present a plan at the next Board Meeting to implement a HCS Provider on-line finder service for families.

Consideration of New Business:

President Butler called for new business. There was no new business presented by Board members.

Executive Session:

President Butler called the Board to sit in Executive Session. Staff and guests were excused. Following the Executive Session, the Secretary noted that the following actions had been taken:

- Charles Huber MOVED to give a \$500 holiday bonus to full time employees and a \$250 bonus to part-time employees. Stacie Marthiljohni SECONDED THE MOTION. THE MOTION WAS ADOPTED.
- The Executive Committee MOVED that the Board deny the appeal of termination of employment of Phyllis Bowser.

Board Brainstorming Session:

The Board engaged in a facilitated discussion about how The Arc can attract and serve families with younger children.

Review of Board Meeting Follow-up items:

- The Executive Director and Secretary will prepare and distribute minutes
- The President will contact Therese Polumbi regarding Board membership
- The Executive Director will update the Board Calendar
- The Executive Director will update the Board demographics list
- The Executive Director and President will develop a Board training schedule for 2007-2009
- The Finance and Operations Committee will follow-up on the Household Recycling Report and the Drop Box issue.
- The Executive Director and CFO will follow-up on implementing new signature amendments
- The Executive Director will prepare a plan for review by the Finance and Operations Committee for an on-line HCS Providers finder service for families.
- The Executive Director will prepare an Executive Report for distribution in between Board meetings.

Adjournment:

There being no further business, President Butler adjourned the meeting at 12:00 p.m.

Respectfully submitted,

Nancy Lepley - Secretary

