

Community Services, Inc.

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• Corsicana, Texas 75151-0612

Created to Serve



MEETING NOTICE – COMMUNITY SERVICES, INC. BOARD OF DIRECTORS The Wolens Building - 811 South Main Street - Corsicana, Texas 75110 6:00 P.M. Tuesday, November 21, 2017

Mission Statement

The mission of Community Services, Inc. is to provide support services that empower and enrich low-income individuals, families, and communities.

REMINDERS: Dinner for Board Members only served at 5:30 P.M.

- All attendees must sign Attendance records at entrance.
- **Board members unable to attend the meeting are encouraged to contact the Board Chair, Executive Director, and/or designee as soon as feasible.**
- Board members must submit mileage stipend reports to ensure timely reimbursement – please make sure all calculations are correct and please sign your report.

2017-195
FILED FOR RECORD
AT 9:36 O'CLOCK M.

Agenda

1. Call to order, establishment of quorum.
2. Introductions – Document Absent Member(s) (Excused and/or Unexcused) Tracks Monthly
3. Community Input – (Limit 3-minutes) – Note: Comments are not allowed for items on the current agenda.
4. **Approval of Agenda as submitted.*
5. **Consent Agenda:*
 - a. **Accept/Approve Minutes: CSI Board of Director's Meetings held October 17, 2017.*
 - b. **Accept/Approve recommendations of management to enter contracts with approved IT vendor and making the selection from the following RFPs received by the agency as part of the procurement process: 1. Featherston Media, 2. Switch Technologies, & 3. Phronetik.*
 - c. *Accept/Approve amended Executive Succession Plan. (See Attached Revised Copies)*
 - d. *Accept/Approve amended Section 9 cited below of Agency Bylaws to meet requirements of applicable TAC Rules/Regulations and to comply with the Administrative Agency - Texas Department of Housing and Community Affairs (TDHCA) "Corrective Actions" recommendations regarding findings cited for the Community Service Block Grant Contract specific to Contract #61170002628 and specifically to correct Deficiency #6: Open Meeting Requirements cited during the monitoring On-Site Review Conducted August 14-16, 2017.*

NOV 16 2017

SHERRY DOWD, County Clerk
NAVATCO BOARD TEXAS
BY *[Signature]* DEPUTY

Deficiency #6: Open Meeting Requirements

Because Eligible Entities are included in the definition of governmental body in Section 551.001 of the Texas Gov't Code, CSI is required to follow the Texas Open Meetings



Act. The process for removal of a board member listed in CSI's bylaws appears to violate the requirements of the Texas Open Meetings Act. Section 9 of CSI's bylaws states the following:

"Removal for absences without just cause or misconduct of Clients Served class Directors may be accomplished by a 2/3 vote, by secret ballot, of the seated Directors (other than the Director in question) taken in closed session at a regular or special Board meeting.

Required Corrective Action:

CSI must ensure the processes listed within their bylaws, if followed, could not lead them to violate the requirements outlined in the Texas Open Meetings Act. The CSBG Organizational Standards require all CSBG Eligible Entities to have their bylaws reviewed by an attorney; therefore, the Department is requiring CSI to confer with a properly procured attorney (if paid for with federal or state funds) and have them opine on whether the procedures described in Section 9 of CSI's bylaws is in compliance with Texas Open Meetings Act. As part of their response to this report, CSI must submit their attorney's position on this matter for Department review. Alternately, CSI can remove this provision from its bylaws (in accordance with the procedure identified in its bylaws), and submit this executed amendment to the Department.

Original Bylaw Language Section 9
Section 9. Removal from Board.

Any Director of the Board may be removed for absences without just cause, as noted in Section VII, or for willful misconduct, such as repeated disruption of Board or Committee meetings, making false statements on documents, or any action which is illegal, in violation of Agency Articles of Incorporation, By-Laws, conflict of interest policy or program rules, or could be considered detrimental to the interests or purposes of the Agency.

Removal for absences without just cause or misconduct of Clients Served class Directors may be accomplished by a 2/3 vote, by secret ballot, of the seated Directors (other than the Director in question) taken in closed session at a regular or special Board meeting, provided that the individual to be removed has been given written notice of the intent to remove, together with the reasons for removal, at least ten (10) days before the meeting, and provided further that the individual to be removed is permitted the opportunity to speak at the meeting, representing him/herself to the Board of Directors, prior to any vote. Removal votes shall be taken by secret ballot, and counted in open session by the President of the Board and the Executive Director of the Agency.

Public Officials or their designated alternates or Civic/Private Sector class representatives may be removed from the Board by the Board in the same manner, with written documentation provided to the governmental body, entity or organization appointing the representative, and the Board of Directors shall in all instances make the final vote on the removal and election of directors after the appropriate selection process has been completed.



Amended Bylaw Language Section 9

Any Director of the Board may be removed for absences without just cause, as noted in Section VII, or for willful misconduct, such as repeated disruption of Board or Committee meetings, making false statements on documents, or any action which is illegal, in violation of Agency Articles of Incorporation, By-Laws, conflict of interest policy or program rules, or could be considered detrimental to the interests or purposes of the Agency.

Removal for absences without just cause or misconduct of Client's Served class Directors may be accomplished by a 2/3 vote of directors. The board shall provide all directors, including the director proposed to be removed, with at least ten (10) days' notice of the meeting at which the removal is to be considered. The notice must specify that a purpose of the meeting is to consider removal of the director. A vote 2/3 directors is required to remove the director.

Public Officials or their designated alternates or Civic/Private Sector class representatives may be removed from the Board by the Board in the same manner, with written documentation provided to the governmental body, entity or organization appointing the representative, and the Board of Directors shall in all instances make the final vote on the removal and election of directors after the appropriate selection process has been completed.

Applicable TAC

Texas Gov't Code §551.071 requires the following:

A governmental body may not conduct a private consultation with its attorney except:

(1) when the governmental body seeks the advice of its attorney about:

(A) pending or contemplated litigation; or

(B) a settlement offer; or

(2) on a matter in which the duty of the attorney to the governmental body under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with this chapter.

Texas Gov't Code §551.072 requires the following:

A governmental body may conduct a closed meeting to deliberate the purchase, exchange, lease, or value of real property if deliberation in an open meeting would have a detrimental effect on the position of the governmental body in negotiations with a third person.

Texas Gov't Code §Sec. 551.073 requires the following:

A governmental body may conduct a closed meeting to deliberate a negotiated contract for a prospective gift or donation to the state or the governmental body if deliberation in an open meeting would have a detrimental effect on the position of the governmental body in negotiations with a third person.

Texas Gov't Code §551.074



- (a) This chapter does not require a governmental body to conduct an open meeting:
 - (1) to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee; or
 - (2) to hear a complaint or charge against an officer or employee.
- (b) Subsection (a) does not apply if the officer or employee who is the subject of the deliberation or hearing requests a public hearing.
- e. **Accept/Approve** amended section of the Accounting Manual – Section 5.00 Credit Cards and specifically 5.10 Policies to comply with the General Concern cited by the Department during the monitoring On-Site Review Conducted August 14-16, 2017.

General Concerns:

During the case file review of CSBG Contract No. 61160002378, No. 61170002628 and CEAP Contract No. 58160002335, Department staff noted the following items of concern which do not require corrective action submitted to the Department. Concerns may be subject to subsequent review. Repeat concerns may be elevated to deficiencies. Procedures must be developed to ensure these concerns are corrected in the future:

Internal Controls. *The current policies governing the use of credit cards indicate that the Accounts Payable Clerk verifies the purchases that post to the credit card. Once reviewed the Accounts Payable Clerk then provides the statements to the Executive Director or Director of Finance & Operations for approval. This process does not allow for the appropriate segregation of duties as one employee performs more than one essential function for check creation & credit card statement review and approval.*

Required Corrective Action:

CSI must update their financial policies and procedures to meet the requirements for proper segregation of duties as mandated in 10 TAC §1.404.

Original Accounting Manual Language Section 5.00 and Specifically 5.10 Policies

5.10 Policies

CSI authorizes credit cards for key staff for the purpose of facilitating CSI's purchases, including business travel that is not easily handled through normal disbursement processing. Due to the potential for theft, misuse, and auditing problems, use of CSI's credit cards is monitored carefully. The Executive Director or Chief Financial Officer or Accounts Payable Clerk reviews all credit card purchases and the Executive Director or Chief Financial Officer must approve all payments. In the absence of the Chief Financial Officer will be the Accounting Manager. Misuse of credit cards or failure to follow these procedures will lead to restrictions or loss of credit card privileges or termination of employment.

Amended Accounting Manual Language Section 5.00 and Specifically 5.10 Policies

5.10 Policies

CSI authorizes credit cards for key staff for the purpose of facilitating CSI's purchases, including business travel that is not easily handled through normal disbursement processing. Due to the potential for theft, misuse, and auditing problems, use of CSI's credit cards is monitored carefully. The Executive Director or Accounts Payable Clerk reviews all credit card



purchases. The Financial Analyst will post entries into the accounting system upon review. The Chief Financial Officer must approve all payments. In the absence of the Chief Financial Officer will be the Accounting Manager. Misuse of credit cards or failure to follow these procedures will lead to restrictions or loss of credit card privileges or termination of employment.

Staff Reports (Programmatic Reports Distributed On-site Quarterly)

Finance/Audit Committee – Harry Hickey – Financial Reports/Audit/Form 990 Update (When Applicable – Audit/Form 990)

**Accept/Approve Audit/Finance Committee Recommendation (Financials) – Cedric Fields – Treasurer, and Lakeshea Brown – Committee Member – Need additional appointment to Audit/Finance Committee.*

CSBG activities – Dee Hatchell/Denise Freeman

✓ Program Specific Updates;

○ CSBG Contract, Budget, CAP Strategies/Implementation Activities

- 1.1A- Target is (40) - Unemployed & Obtained a job - We have (35);
- 1.1B- Target is (18) - Employed & Maintained a job for at least 90 days- We have (3);
- 1.1C- Target is (10) - Employed & obtained an increase in employment income &/or benefits- We have (10);
- 1.1D-Target is (7) - Achieved “Living Wage” Employment &/or benefits - We have (7);
- 1.3B- Target is (2) - Number & percent of participants who obtained court ordered child support payments -We have (0); and
- 1.3D-Target is (35) - Number & percent of participants demonstrating ability to complete & maintain a budget for over 90 days- We have (35).

○ ROMA Cycle & ROMA Next Generation (NG) – Implementation Activities

○ Strategic Planning - Staff/Committee Activities

○ Needs Assessment Update Activities – Update Due 2018 – *Note: Agency utilized CNA to drive strategic planning process and SP will be reviewed and revisited once CNA is updated to determine if updates are required.*

✓ Community Transit Services – **Katie Regan/Arlette Cobb**

Month-Year	Unlinked Passenger Trips (UPT)	Vehicle Revenue Miles (VRM)	Vehicle Revenue Hours (VRH)	Vehicles Operated in Maximum Service (VOMS)	Safety and Security Incidents	Days of Service
October-17	5,054	18,491	1,086	8	0	26



Total Transit Revenue for the month of October- \$6,399.00 based on fares collected.

✓ **MAGNET Home Delivered Meals – Doris Anderson**

Monthly Reports - MAGNET Program					
Oct-17					
	Title XX	Superior	Molina		
Meals	1,383	52	223		
Rate	\$ 4.95	\$ 6.12	\$ 5.51		
Billed	\$6,845.85	\$318.24	\$1,228.73	\$	8,392.82
Total Billed for Reporting Period				\$	8,392.82

TDA Contract - Texans Feeding Texans – 267 meals served for the reporting period.

✓ **CEO's Update – Daniel Edwards**

6. ***Accept/Approve Evaluation Committee Appointments - Board Chair to appoint Evaluation Committee to facilitate Annual Evaluation process for Executive Director's annual review due January 21, 2018.**

7. Sharing of Agency Updates, Best Practices, etc. – CSI assisted **24** clients and **8** households identified as Board, employee, or relative of either Board or CSI employee for the reporting period.

8. Other Business/Announcements.

✓ **Next Board Meeting December 19, 2017, same time & location.**

Executive Session

9. The board may go into Executive Session Pursuant to Tex. Gov't Code §551.075 for the purposes of discussing personnel matters including to deliberate the appointment, employment, evaluation, reassignment, duties, discipline, or dismissal of a public officer or employee.

Open Session

10. *If there is an Executive Session, the Board will reconvene in Open Session and may take action on any item taken up in Executive Session. Except as specifically authorized by applicable law, the Board may not take any action in Executive Session.

11. Adjourn.

*** Indicates motion required.**