



Texas Government Accountability Association

Board of Directors Meeting Minutes

June 26, 2025

09:30 AM

Video Conference

Meeting Agenda

1. Call to Order
2. Invocation
3. Roll Call
4. Minutes for 2025/03/04 Meeting
5. Discuss and consider a new director to fill a vacancy in Director Class 1.
6. Convene in Executive Session pursuant to Texas Government Code:
 - a. Section 551.071 for private consultation with the General Counsel to seek legal advice with respect to pending and contemplated litigation and including all matters on this agenda to which the General Counsel has a duty under the Texas Rules of Discipline and Professional Conduct regarding confidential communication with the Board.
7. Discuss and consider TGAA Interlocal Agreement changes and matters related thereto.
8. Announcements and updates on pending or new matters.
9. Adjournment

Agenda Date: June 26, 2025

Agenda Number: 3

Contact/Presenter: Anthony Wilder

Agenda Item: Roll Call

Background: A roll call was performed. The following were confirmed via voice roll call.

- Kathy Wheat – Board Vice-President
- Anthony Wilder – Board Chairman
- Art Martinez de Vara – General Counsel

Agenda Date: June 26, 2025

Agenda Number: 4

Contact/Presenter: Anthony Wilder

Agenda Item: Minutes for 2025/03/04 meeting.

Background: Review and approve the March 4, 2025 board meeting minutes, which are attached as Schedule A.

Minutes:

None – The board did not propose any changes to the minutes as presented.

Board Action:

A motion was made by Wheat in favor of the minutes as presented without changes and a second was made by Wilder. The motion passed with the following vote:

Aye – 2 – Wheat, Wilder

Nay – 0 – None

Note: 1 director is vacant.

Agenda Date: June 26, 2025

Agenda Number: 5

Contact/Presenter: Anthony Wilder

Agenda Item: Discuss and consider a new director to fill a vacancy in Director Class 1.

Background: Matt Krause has resigned from the Board of Directors. He served in Director Class 1. We will discuss and consider a candidate to fill the vacancy per the TGAA Constitution Section 4.2.A, which is provided below for reference.

TGAA Constitution Section 4.2.C. Vacancies. Any vacancy occurring in a director's position prior to the expiration of such director's term shall be filled by the affirmative vote of at least a majority of the directors present at a meeting at which a quorum is present; provided that, a vacancy need not be filled unless that vacancy would leave only two directors then serving. A director elected to fill an unexpired term shall be elected for the unexpired term of his or her predecessor in office. Any vacancy resulting from the expiration of a director's term shall be filled by the affirmative vote of at least a majority of the directors present at a meeting at which a quorum is present including any director whose term is expiring. In filling all vacancies, the Board shall select those persons to the Board (i) who are willing to devote the time and energies necessary for serving as a member of the Board, (ii) whose interests are similar to the interests of the Association, and (iii) who will share with the other members of the Association the common goal of providing high-quality services to the Association.

Minutes:

Wilder provided a short bio of Scott Sanford and proposed him as a replacement for the vacant director. There was no further discussion.

Board Action:

A motion was made by Wilder to place Scott Sanford in Director Class 1 and a second was made by Wheat. The motion passed with the following vote:

Aye – 2 – Wheat, Wilder

Nay – 0 – None

Note: 1 director was vacant.

Agenda Date: June 26, 2025

Agenda Number: 6

Contact/Presenter: Anthony Wilder

Agenda Item: Convene in Executive Session pursuant to Texas Government Code:

- Section 551.071 for private consultation with the General Counsel to seek legal advice with respect to pending and contemplated litigation and including all matters on this agenda to which the General Counsel has a duty under the Texas Rules of Discipline and Professional Conduct regarding confidential communication with the Board.

Start: 9:45 AM

Stop: 10:00 AM

Board Action:

There was no board action after the executive session.

Agenda Date: June 26, 2025

Agenda Number: 7

Contact/Presenter: Anthony Wilder

Agenda Item: Discuss and consider TGAA Interlocal Agreement changes and matters related thereto.

Background: Discuss and consider the proposed changes to the Interlocal Agreement, which are attached to the agenda packet as Schedule B. A version with no markup is attached to the agenda packet as Schedule C to display the Interlocal Agreement if all changes are approved.

Minutes:

Anthony Wilder provided an overview of the proposed changes followed by discussion.

Board Action:

A motion was made by Sanford to approve the proposed changes to the TGAA Interlocal Agreement and a second was made by Wheat. The motion passed with the following vote:

- Aye – 3 – Sanford, Wheat, Wilder
- Nay – 0 – None

Agenda Date: June 26, 2025

Agenda Number: 8

Contact/Presenter: Anthony Wilder

Agenda Item: Announcements and updates on pending or new matters.

Minutes:

None

Board Action:

None

Agenda Date: June 26, 2025

Agenda Number: 9

Contact/Presenter: Anthony Wilder

Agenda Item: Adjournment

Minutes:

None

Board Action:

A motion was made by Sanford to adjourn the meeting and a second was made by Wheat. The motion passed with the following vote:

- Aye – 3 – Sanford, Wheat, Wilder
- Nay – 0 – None