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Minutes of the Special Meeting of the Board of Trustees

June 22, 2016

The Board of Trustees of the Texas Southmost College District convened in open session on June 18, 2016, at 5:30 p.m., in the Gorgas Board Room at Texas Southmost College. Board members present were Trey Mendez, Vice Chair; Dr. Reynaldo García; Adela G. Garza; Ramon Champion Hinojosa; Ruben Herrera and Art Rendon. Absent was Ed Rivera, Secretary. Also present was Dr. Lily F. Tercero, President of Texas Southmost College.

1. Call to Order

The meeting was called to order by Vice Chairman Mendez at 5:30 p.m.

2. Discussion and Possible Action regarding current TWIA and Excess Windstorm & Hail Insurance Policies

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Vice Chairman Mendez called on Dr. Tercero to present the item. Dr. Tercero called on Carlos Pecero, Controller, to make the presentation. Mr. Pecero gave a brief summary of the insurance policies. Mr. Pecero stated that staff is proposing to move forward with a Request for Proposals (RFP).

Mr. Rendon asked Dr. Tercero if there would be any repercussions if TSC continued with the current insurance. Dr. Tercero stated that when TSC found out about the situation, TSC moved forward so the College was protected with insurance, and staff also reviewed to see if there was any changes in the insurance - and there was not. She stated that when staff did further review, there were some actions taken that should have been taken to the Board. Dr. Tercero stated that the recommendation is to move forward with the RFP.

Vice Chairman Mendez stated his concern that the procurement of the current policy had expired and needed to be brought to the Board earlier in the year.

Mr. Herrera asked Dr. Tercero who recommended the signing of the contract without coming to the Board. Dr. Tercero stated that it was Mr. Pecero and staff that recommended. Mr. Herrera asked if the contract was supposed to come to the Board.

Dr. Tercero stated that at first with the review and research that staff had completed, there was still one more year for renewal. She said after further evaluation was done staff then recommended to take it to the Board.

Mr. Herrera asked Frank Perez, Board attorney to clarify that a contract that is not done properly and not taken to the Board is illegal.

Mr. Perez stated that this situation is a government bid contract that comes to an expiration point and, if another contract is entered into in violation of a civil statute, then under certain circumstances that new contract maybe void. He stated that we would need to review the RFP, and communications between the College and insurance company to see whether or not it is a void contract, or it is a voidable contract at the option of one of the parties.

Mr. Herrera stated that there might be a void contract. Mr. Perez stated that it could be. Mr. Mendez asked if Mr. Perez meant a void contract between the College and the agency, not between the College and the insurance company. Mr. Perez said that a void contract is not binding or enforceable between the parties of the contract, which are the College and the insurance company.

Mr. Herrera moved to have the Board attorney hire independent counsel to look into the legalities and if there is anything that can be done, or there is anything that the board has done wrong, including liabilities as a Board and liabilities as a school.

Mr. Herrera motioned to hire someone to independently look at this and see if we are fine, if we have no criminal or civil liabilities, and if we don't, we move on but right now we don't know if we have a contract. He stated "contracts 101" says that an illegal contract is a void contract.

A motion was made by Mr. Herrera to have the Board attorney hire independent counsel to look at the legality of the contract that TSC went into and are there any civil or criminal implications in doing this. Also for counsel to come back and report to the board and the president within 30 days. Also to direct the president to cooperate with the person the attorney hires. The motion was seconded by Mrs. Garza and carried. Mr. Mendez, Mrs. Garza, Mr. Herrera and Mr. Hinojosa voted for. Dr. García and Mr. Rendon voted against. Motion passed.

A motion was made by Mrs. Garza to rescind the current contract and to move forward with the RFP process and implement a new policy period to start in August, as long as the College is not without coverage. The motion was seconded by Mr. Hinojosa and carried unanimously. *Exhibit "A"*

3. Update on the TSC ADN Nursing Program

Vice Chairman Mendez called on Dr. Tercero to give an update. Dr. Tercero called on Dr. Marti Flores, Vice President of Instruction; Mrs. Celia de la Garza, Program Director, Associate Degree Nursing; and Mr. Tony Cortez, Interim Coordinator of Allied Health and Nursing, to provide the update. Dr. Flores said the faculty have done an extraordinary job. Dr. Flores stated that Texas A&M University staff visited with TSC faculty and staff. She stated that the Texas A&M staff reviewed curriculum, testing scores, and collected data so that may give recommendations in the next couple of weeks. She also stated that faculty reached out to staff at Austin Community College.

Dr. Flores also noted that 28 students graduated from the ADN program in the spring semester. She mentioned that the students were given many opportunities before and after graduation to go through case studies to prepare for their state exam.

4. Report on the 2016 Tax & Budget Calendar

Vice Chairman Mendez called on Dr. Tercero to give the report. Dr. Tercero called on Mr. Pecero to give the report. Mr. Pecero stated that this is a planning calendar that meets all state requirements. He stated budgets are approved in August each year after receiving the property values that are certified late July. *Exhibit "B"*

5. Discussion and Possible Action on Standing Committees of the Board

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A motion was made by Mr. Herrera to table the item on Standing Committees of the Board until all Board Members are on Board. The motion was seconded by Mr. Rendon and carried unanimously.

6. Report on TSC Marketing Initiatives

Vice Chairman Mendez called on Mr. Edgar Chrnko-Salas to present the item. Mr. Chrnko-Salas provided an overview of TSC marketing initiatives that have been ongoing throughout the year. *Exhibit "C"*

7. Discussion and Possible Action regarding the Child Care Development Degree Plan for the Upcoming Fall Semester

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Vice Chairman Mendez called on Mr. Herrera to present the item. He stated that Ninos, Inc. Head Start that has a number of employees that have educators that need a CCD license for them to work with children. Dr. Tercero called on Dr. Flores to further discuss the item. Dr. Flores gave an overview of the field study for the child care development program.

A motion was made by Mr. Herrera for the President to Implement the CCD Plan to accommodate non-traditional students by the Fall Semester. The motion was seconded by Mrs. Garza and carried. Dr. García opposed.

Adjournment

The meeting was adjourned by Vice Chairman Mendez at 7:39 p.m.