

MINUTES of the REGULAR BOARD MEETING
of the BOARD OF TRUSTEES of VICTORIA COLLEGE
September 28, 2020

√ V. Bland Proctor	√ Catherine McHaney
√ Luis A. Guerra	√ Dr. Josie Rivera
√ Ron Walker	√ John Zacek

STAFF

√ Dr. Jennifer Kent	√ Mary Ann Rodriguez
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MEDIA

√ Samantha Douty (VA)

Also in attendance: *InPerson:* Matt Wiley, Cindy Buchhoz, Dr. Edrel Stoneham, Darin Kazmir, Terri Kurtz, Keith Blundell, Bobby Cubriel, Rachel Winkenwerder, Babette Lowe and Marty Deckard.
The Board Meeting was also Livestreamed.

The Victoria College Board of Trustees met for a special board meeting on Monday, September 28, 2020 at 4:00 PM in the Meeting Hall 101 of the Emerging Technology Complex located at 7403 Lone Tree Rd, Victoria, TX. Mr. Bland Proctor, Chair, presided over the meeting.

A. Call to Order:

1. Quorum Call:

Mr. Bland Proctor called the meeting to order at 3:58 p.m. and announced that a quorum of board members was present.

2. Certification of the Posting of the Notice of the Agenda

Dr. Jennifer Kent certified that the agenda had been properly posted per Texas statute also in accordance with the provisions of Sections 551.125 and 551.127 of the Texas Government Code.

B. Citizen Communication:

1. At this time, the public is invited to address the Board of Trustees.

No members of the public spoke to the Board

C. Items for Consideration:

1. CONSIDER Certification of Unopposed Candidates and Cancellation of the General Election.

Dr. Kent reminded the board that at the August 17, 2020 board meeting, they declined the Joint Election agreement since all candidates were unopposed. We are now asking for an official cancellation of the general election. Mr. John Zacek moved to accept the certification of all four unopposed candidates as presented. Mr. Luis Guerra seconded the motion. Motion carried unanimously. Mrs. Catherine McHaney moved to accept the cancellation of the general election as presented. Mr. Luis Guerra seconded the motion. Motion carried unanimously.

2. CONSIDER Minutes of the Open Finance & Resources Committee Meeting on August 17, 2020.

Mr. Ron Walker moved to accept the minutes as presented. Dr. Josie Rivera seconded the motion. Motion carried unanimously.

3. CONSIDER Minutes of the Special Board Meeting and Public Hearing held on August 17, 2020

Mrs. Catherine McHaney moved to accept the minutes as presented. Mr. John Zacek seconded the motion. Motion carried unanimously.

4. CONSIDER 2020 July Financial Statements

Mr. Keith Blundell presented. He noted that the financials were discussed in detail at the 3:30 pm publicly posted Finance & Resources Committee meeting. Mr. Blundell discussed the Statement of Net Assets as compared to the same time last year, noting most balances are comparable. Cash and cash equivalents are at \$11.2 million and restricted is at \$5.4 million. Total net position is \$14.4 million as compared to \$15.3 million the same time last year. Mr. Blundell then reviewed the Statement of Revenues, Expenditures and Changes in Net Assets for the consolidated fund and the Gonzales Center and other projects funds. He compared current year actual to 2019 actual and explained any differences. Tuition and fees for credit classes are at approximately a little over 100% of budget and non-credit is at 72.58%. Non-credit is low in comparison to this time last year due to COVID and not functioning at capacity. Total expenditures are at 98.75% of budget. Mr. Blundell noted on page 12 of 21, budget adjustments are at net \$0. Mr. John Zacek questioned a balance in the local restricted funds from prior year, that was an error, Mr. Blundell clarified that it did zero out and would make correction to show. The budget adjustments on page 18 of 21 in Auxiliary Enterprises net to zero and to date, we currently have \$2.7 million in the master plan budget. Mr. Luis Guerra made a motion from the Finance & Resources Committee to approve the July 2020 financials as presented, no second was needed due to motion coming out of committee. Motion carried unanimously.

5. CONSIDER 2019-2020 Fourth Quarter Investment Report

Mr. Keith Blundell presented. This is the required quarterly disclosure of our investments for the quarter ended 08-31-20. Due to the current interest rate environment, the majority of the College's excess funds were transferred from Texpool Prime accounts to the depository accounts at Prosperity Bank during the quarter. The Endowment Fund, General Fund, Auxiliary Fund, Debt Service Fund and Construction Fund accounts are at \$800.64 interest earned or 0.426% for the quarter. Mrs. Catherine McHaney moved to accept the report as presented. Mr. Luis Guerra seconded the motion. Motion carried unanimously.

6. CONSIDER Pipeline Easement with Citgo Products Pipeline Company

Mr. Keith Blundell presented. He shared with the board that during our recent review of the campus, as part of the master facilities planning process, it was noted that the pipeline easement for the Citgo liquid products that cross the main campus did not have a clearly defined description of the pipeline's location throughout the campus or a defined right-of-way easement. This new easement defines the pipeline's points across the campus including depth. It grants a fifty-foot right-of-way, which allows the college to better plan facilities without interfering with the pipeline.

The original pipeline easement was executed in 1945 and it was amended since then to clarify for the actual pipeline location and when the pipeline was moved to accommodate the Fine Arts Auditorium. This easement supersedes the previous agreements.

This easement was originally approved by the board in January 2019, however, Citgo had further changes regarding indemnity and liability for damages. Mr. Bland Proctor clarified that this is a gasoline line and agreement was negotiated until the very end. All maintenance belongs to CITGO. Mr. John Zacek made a motion from the Facilities Committee to approve the 2020 Pipeline Easement with CITGO as presented, no second was needed due to motion coming out of committee. Motion carried unanimously.

7. CONSIDER VC Board of Trustees Conflict of Interest Statement

Dr. Jennifer Kent presented. She shared with the board that The Policy Manual for the Victoria College Board of Trustees, Regulation 005 II B and II C, outlines the legal requirements board members must follow to file a Substantial Interest Affidavit, abstain from voting and/or file a Conflict of Interest Statement for College activities related to contracting with vendors, business entities or in real property transactions with which the board member or family member has a substantial interest.

This policy does not specifically address other areas of potential conflict of interest, such as community organizations, other non-profit organization relationships, etc... Non-profit boards have such statements and annually review their Conflict of Interest Policy and acknowledge in writing that they are aware of the organization's disclosure requirements. It is recommended that members of the College's governing board also annually sign a Conflict of Interest Statement that is included in every board member's binder. Dr. Josie Rivera moved to accept the conflict of interest statement as presented. Mrs. Catherine McHaney seconded the motion. Motion carried unanimously.

Informational Items:

Ms. Cindy Buchholz, Vice President of Instruction, shared that there was one faculty resignation since the last board meeting, Dr. Cary Voss. All classes have been covered by other faculty members.

Ms. Cindy Buchholz also shared the Fall 2020 Progress Report, Ms. Buchholz had a handout for all board members. VC contact hours are down 13% from last fall, we know COVID has had a tremendous impact on this, but are pleased to report that our Spring 2020 retention rate was maintained at 89%. A brief summary was also given on Tutoring, academic coaching, and wrap-around services.

Ms. Terri Kurtz shared that Victoria College had once again been named as a "Great College To Work For" for the 4th year in a row. We are planning an employee celebration in the next couple of weeks.

8. Executive Session


An Executive Session was called at 4:28 p.m. under authority of the Texas Open Meetings Act, in accordance with Texas Government Code, Section 551.074, to discuss personnel matters, annual evaluation process and goal settings for the College President, board self-assessment process and board committee structure. Mr. Bland Proctor, board chair, asked Dr. Jennifer Kent to remain for closed session, others in attendance were asked to please be seated in the ETC atrium if staying.

The meeting was called back into open session at 5:10 p.m.

There being no further business, the meeting was adjourned at 5:10 PM.



Bland Proctor, Chair



John Zacek, Secretary