

MINUTES
BOARD OF TRUSTEES MEETING
THOMAS EDISON STATE UNIVERSITY
June 5, 2020

MEMBERS PRESENT: Kemi Alli, Chair; Gualberto Medina, (Vice Chair); Merodie A. Hancock, President; Richard W. Arndt; Frank Clyburn; J. Stanley Justice; Eric R. Lear; Brian Maloney; Marilyn Pearson; Monique Lewis-Hawkins, (student trustee); and Sanket Shah (student trustee)

MEMBERS ABSENT: None

ALSO PRESENT: Cynthia Baum, Provost and Vice President; Dennis Devery, Vice President for Enrollment Management; Barbara Kleva, General Counsel; Michael Mancini, Chief of Staff/COO and Secretary to the Board; Christopher Stringer, Vice President and Chief Financial Officer; John Thurber, Vice President for Public Affairs; Robin Walton, Vice President for Community and Government Affairs and Mary Chute, State Librarian

Dr. Alli officially called the public meeting to order at 10:10 a.m., followed by a statement of public notice pursuant to the Open Public Meetings Act, N.J.S.A. 10:4-6 to 10:4-21.

CONSIDERATION OF MINUTES

Dr. Alli presented the Minutes of March 13, 2020 for approval and adoption. Mr. Arndt made, and Ms. Pearson seconded, a motion to approve the Minutes. Motion carried unanimously.

Dr. Alli presented the Minutes of March 26, 2020 for approval and adoption. Mr. Maloney made, and Rev. Justice seconded, a motion to approve the Minutes. Motion carried unanimously.

PRESIDENT'S REPORT

Dr. Hancock opened the meeting reflecting on the current climate in the United States around race. She noted that while TESU has always been an inclusive place, it is important to assess where we are and is doing a 360 review on the University.

She noted that staff was doing a tremendous job teleworking.

Dr. Hancock advised the Board that we are cancelling fall commencement. We will may move to an early spring commencement and will invite students to attend in spring or to have the option to attend next year's fall ceremony. In addition, we will have a virtual ceremony this fall, and we may make this an

option going forward for students who cannot attend in person.

Rev. Justice had a question regarding obtaining federal funds, particularly for supporting black/brown community as unemployment increased for these communities in month of May. Dr. Hancock gave a breakdown in retention in the demographics, and noted that we have a goal to increase graduation outcomes across all student populations.

Dr. Hancock noted that, along with Vice President Walton, she is having conversations with congressional leaders to consider treating our students equitably in future COVID relief funding, as the first round disenfranchised online students.

PRESENTATION;

Dr. Baum introduced Jeff Harmon, who gave some structure and process of the Middle States self-study. They covered Standard VII in particular, given its connectivity to board governance. Dr. Hancock asked if there were any questions, and at any time if the Board wants to hear more about it, we will work with them. Mr. Arndt asked if we reviewed the last self-study in terms of recommending outcomes or changes that affect how we are doing now.

Dr. Hancock responded that we looked at that and our interim report, and that we are addressing it.

REPORT OF THE ADMINISTRATION, AUDIT AND FINANCE COMMITTEE

Dr. Alli introduced Mr. Lear to present the Administration, Audit and Finance Committee report.

Mr. Lear reported on the third quarter financial results, which was impacted by the coronavirus pandemic. He stated that graduate tuition was strong during the quarter and the fiscal year, but undergraduate tuition was below the prior year to date results. Our nursing program was down roughly 20%. Total revenue was nearly \$1.1 million above the prior year. Expenses were up 1% over the prior year that was primarily due to fringe benefits.

Dr. Hancock noted a change in enrollment patterns when Covid began. The University experienced a decline in enrollments during March and April.

THIRD QUARTER FINANCIAL RESULTS

Mr. Lear introduced Mr. Stringer to brief the Board on the third quarter financial results. Mr. Stringer reported that the University ended the third quarter with a surplus of \$1,300,223. This was an increase of 179% or \$834,828 over the prior year, which had a surplus of \$465,395. Revenue was higher by \$1,090,246 or 3%. This was due to increases in state appropriations and graduate tuition. Undergraduate tuition was 1% or \$453,231 below the prior year. Expenses were up by 1% or \$255,418. This was due to increases in fringe benefit expenses of \$1,114,198, which was mostly offset by decreases in other expense categories. The increase in fringe benefit cost was due to the University losing 95 state paid

fringe benefit positions.

CONSIDERATION OF FY2021 TUITION AND FEE INCREASE

Mr. Lear discussed in detail the tuition rate changes.

Mr. Lear presented the following resolution:

WHEREAS: The “Higher Education Restructuring Act of 1994,” Chapter 48 of Title 18A of the New Jersey Statutes requires the governing boards of public institutions to conduct public hearings prior to the date of the adoption of a tuition or fee schedule; and

WHEREAS: The Administration, Audit and Finance Committee of the Board of Trustees held a public hearing at Thomas Edison State University on May 22, 2020, and considered testimony presented; and

WHEREAS: The Administration, Audit and Finance Committee of the Board of Trustees has recommended the approval of the proposed tuition and fee changes to be effective July 1, 2020, as indicated on the schedule provided; and

WHEREAS: The action herein taken is pursuant to the recommendation of the President; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby approve the proposed schedule of tuition and fees as recommended and incorporated herein as referenced, effective July 1, 2020.

Mr. Medina made, and Mr. Arndt seconded, a motion to adopt the resolution.

FY2021 FIRST QUARTER BUDGET

Mr. Lear updated the Board on highlights of the budget. In lieu of a 12-month budget, we are proposing a 3-month budget. He asked the board to approve the 3-month budget and said we will reevaluate in the next quarter as the impacts of Covid and state funding is determined.

Mr. Lear asked Mr. Stringer to walk us through the budget. Mr. Stringer advised that we would not know about funding from the state until around September 30th. The FY 21 projection is down 2%, but we have another 2% that is frozen.

We have decreases across the board, except mentor expense. The salary forecast includes all collective bargaining Colas and increments. The budget does not include any management raises.

CONSIDERATION OF BID WAIVERS

Mr. Lear noted there is a large amount of bid waivers, which is typical for this time of year.

Mr. Stringer provided a summary of the proposed bid waivers. Mr. Lear presented the following resolution.

WHEREAS: The “State College Contracts Law, N.J.S.A. 18A:64-52 et seq. requires that contracts be made and awarded by the University, after public advertising, for bids for contracts in excess of \$33,300; and

WHEREAS: The State College Contracts Law, N.J.S.A. 18A:64-56, permits, in certain specified instances, that contracts may be made, negotiated, or awarded by the University by resolution of its Board of Trustees without public advertising for bids; and

WHEREAS: The Board of Trustees approved the “Thomas Edison State University Purchasing and Contracting Policy,” which governs purchases and contracts for the University and Library, on June 10, 2016; and

WHEREAS: The Board of Trustees finds that the following purchases and contracts have met the criteria for award without public bidding, under the provisions of N.J.S.A. 18A:64-56; now therefore, be it

RESOLVED: That the Thomas Edison State University Board of Trustees hereby approves waivers of advertisement for the following purchases and contracts for the purposes designated:

BID WAIVER REQUESTS

The State College Contracts Law requires that contracts be made and awarded by the University only after they are publicly advertised for bids. N.J.S.A. 18A:64-56, a provision of that law, allows the Board of Trustees to waive advertising for bids in certain instances. The Board authorized the Thomas Edison State University Purchasing and Contracting Policy, by resolution dated June 10, 2016. The Policy requires that items exceeding \$3,000 be obtained through some price competition. The following proposed contracts will be processed in accordance with that Policy.

1. Online Examinations - \$75,000

The University seeks approval for the ongoing services of Educational Testing Services (ETS) to provide online examinations to University students for the purposes of learning outcomes assessment. Payments to ETS for their service to our students will not exceed \$75,000 during FY 2021. N.J.S.A. 18A:64-56(a) (25) permits the University to make,

negotiate, or award a contract by Board resolution for consulting services involving curriculum.

2. Smart Catalog Curriculum and Catalog Management System- \$61,500

The University is requesting a bid waiver for Watermark Insights in support of objective seven of the strategic plan's operational efficiencies and effectiveness. Watermark's Smart Catalog Curriculum and Catalog Management System was identified to streamline university catalog and curriculum processes. The requested term is from September 2020 through September 2022 with a cost not to exceed \$61,500. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution for information technology.

3. Student Assistance- \$100,000

The University seeks approval for a bid waiver to allow for online student assistance services. The services will provide student assistance on emotional support, school-life balance, stress management, tools for daily living, time management etc. The "Madison Holleran Suicide Prevention Act", P.L.2016, c.18 (C.18A:3B-72 et seq.), requires that each institution of higher education have individuals with training and experience in mental health issues who focus on reducing student suicides and attempted suicides available on campus or remotely for students 24 hours a day, seven days a week. The cost will not exceed \$100,000 for FY 2021. N.J.S.A. 18A: 64-56 (a) (1) permits the University to make, negotiate, or award a contract by Board resolution for professional services.

4. VALE - \$140,000

The University seeks approval for the ongoing services of VALE (NJEdge.net) to provide online database subscriptions through Virtual Academic Library Environment (VALE) for student and mentor use. NJEdge.net is the fiduciary agent for VALE. The amount covers the September 1, 2020 through August 31, 2021 subscription period. Payments to NJEdge.net for their service will not exceed \$140,000 during FY 2021. N.J.S.A. 18A:64-56(a) (25) permits the University to make, negotiate, or award a contract by Board resolution for consulting services involving curriculum.

VALE is a consortium of approximately 50 higher education institutions in New Jersey. TESU has been a member for several years, starting under the immediate past University President. President Hancock has not participated in the approval process for this contract and has recused herself from any discussion.

5. Online Proctoring Service - \$600,000

The University seeks approval for the ongoing services of ProctorU to provide online proctoring services to University students enrolled in a significant amount of courses. Payments to ProctorU for their service to

our students will not exceed \$600,000 during FY 2021. N.J.S.A. 18A:64-56(a) (25) permits the University to make, negotiate, or award a contract by Board resolution for consulting services involving curriculum.

6. Online Book Vendor - \$1,500,000

The University seeks approval to contract with vendors to supply students with books and other prescribed media via online services. Students have the option to obtain textbooks and materials from any source they choose. The University provides all relevant information to students on the Thomas Edison State University website so they are able to secure textbooks and materials from chosen vendors. No funds pass directly from the University to the book vendor, but based on experience the total average annual revenue derived from sales to students is estimated to be \$1.5 million in FY 2021. N.J.S.A. 18A:64-56(a) (6) permits the University to make, negotiate, or award a contract by Board resolution for the purchase of books and other publications.

7. MyLab Course Resource - \$150,000

The University requests a bid waiver to use Pearson's MyLab Foundational Skills, which is a course resource customized to meet the University's need to specifically assess student performance in several important learning outcomes. No funds pass directly from the University to the course resource vendor, but based on experience the total average annual transaction value is estimated to be \$150,000 in FY 2021. N.J.S.A. 18A:64(a) (19) permits the University to make, negotiate, or award a contract by Board resolution for information technology.

8. Cybersecurity Lab Provider - \$210,000

The University is seeking a bid waiver to cover costs of providing custom-built cybersecurity labs for students taking courses within the new MS in Cybersecurity. The platform is integrated into Moodle so students have a seamless experience accessing these labs. The cost will not exceed \$210,000 for FY 2021. N.J.S.A. 18A: 64-56 (a) (19) permits the University to make, negotiate, or award a contract by Board resolution for information technology.

9. Technical Support for Nursing Courses - \$100,000

The University seeks a bid waiver to cover costs associated with technical support services for nursing courses for both mentors and students, at a cost not to exceed \$100,000, for a one-year period from July 1, 2020 through June 30, 2021. N.J.S.A. 18A:64-56(a) (25) permits the University to make, negotiate, or award a contract, by Board resolution, for consulting services involving curriculum.

10. Nurse Educators - \$650,000

On behalf of its Accelerated 2nd Degree BSN Program, the University seeks a bid waiver to contract with Capital Health System for educational services provided by nurse educators for a one-year period from July 1,

2020 through June 30, 2021. The educational services include the provision of clinical, laboratory and classroom experiences for students. The cost will not exceed \$650,000 for FY 2021. N.J.S.A. 18A:64-56(a) (25) permits the University to make, negotiate, or award a contract, by Board resolution, for consulting services involving curriculum.

11. Annual Maintenance & Support Services for the SIMULATIONiQ Platform - \$50,000

The University seeks approval for a bid waiver with Education Management Solutions (EMS) to cover costs for the TotalCARE Annual Maintenance & Support Services for the SIMULATIONiQ Enterprise Platform, the integrated software and digital audio recording system for the Simulation Laboratory, at a cost not to exceed \$50,000, for a one-year period from October 1, 2020 through September 30, 2021. N.J.S.A. 18A 64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution for information technology.

12. Standardized Assessment and Testing Resources for the Accelerated 2nd Degree BSN Program - \$100,000

The University seeks approval for a bid waiver to cover costs for standardized assessments and educational resources through Ascend Learning Holdings, LLC – Assessment Technologies Institute (ATI) for the Accelerated 2nd Degree BSN Program, at a cost not to exceed \$100,000, for a one-year period from July 1, 2020 through June 30, 2021. N.J.S.A. 18A:64-56 (a) (19) permits the University to make, negotiate, or award a contract by Board resolution for information technology.

13. Advanced Simulation Manikin / Virtual Simulation Equipment - \$100,000

The University seeks approval for a bid waiver for a contract to cover costs for the purchase, installation, maintenance and repair of an Advanced Simulation Manikin and/or virtual simulation equipment, at a cost not to exceed \$100,000. N.J.S.A. 18A:64-56 (a) (25) permits the University to make, negotiate or award a contract, by Board resolution, for consulting services involving curriculum.

14. Maintenance, enhancement, and expansion of Military and Veteran Portal (MVP) - \$150,000

The University seeks a bid waiver for the use of Indtai, Inc. to maintain, enhance, and expand the MVP to enable prospective and current military, veterans and dependents to complete computer-based pre-enrollment information with regard to identifying the best degree programs for current university and military credit, as well as employment opportunities currently available to those who earn the identified degrees. MVP includes a self-service electronic job search capability for graduates, once they have completed degrees. The Presidential Executive Order 13607 requires institutions using military tuition assistance and/or veterans' benefits to provide students personalized information that

covers the total cost of an educational program, including information on program costs, student debt estimates, and Federal financial aid options. Additionally, this order requires institutions to provide pre-enrollment counseling with regard to credit award for military and university courses completed prior to enrollment. Institutions also must counsel students on career options the student could expect after completion of the proposed degree. The project will enable the University to meet all of these requirements in an automated fashion while at the same time providing a platform that can be used by military and veterans' education professionals as a counseling tool. Expansion of this platform will allow all University students access. The cost of this project will not exceed \$150,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution for information technology.

15. Website Content Management - \$100,000

The University requests a bid waiver for a vendor to provide website content management services for the University website, supporting ongoing enhancements to the site and supporting the University's lead nurturing program and analytics of the program in FY 2021, at a cost not to exceed \$100,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution for information technology.

16. Invention Magazine Printing - \$65,000

The University requests a bid waiver for FY 2021 for a price not to exceed \$65,000 for the printing of the University's Invention magazine, which is distributed to students, both prospective and current, alumni, staff, mentors and other special audiences two times per year. Fulfillment (distribution) of this publication may be included under this bid waiver. The University will engage one or more vendors to provide printing and fulfillment services. N.J.S.A. 18A:64-56(a) (18) permits the University to make, negotiate or award a contract, by Board resolution, for printing services.

17. Marketing Outreach and Fulfillment Services - \$150,000

The University seeks approval of a bid waiver for marketing outreach and fulfillment services needed to increase student enrollment. The University will engage one or more vendors to provide direct marketing outreach solutions, including printing, mailing, and warehousing services, in FY 2021. The cost of goods/services will not exceed \$150,000. N.J.S.A. 18A:64-56(a) (20) permits the University to make, negotiate, or award a contract by Board resolution for advertisements seeking student enrollment.

18. Institutional and Targeted Marketing and Advertising - \$3,400,000

The University seeks approval of a bid waiver to continue deployment of its integrated marketing strategy, which utilizes both traditional and digital advertising tactics. Multiple vendors will be engaged to plan, place, produce, monitor, and evaluate paid media, and to undertake other relevant activities pertaining to the execution of marketing and advertising campaigns in FY 2021. The cost of goods/services will not exceed \$3,400,000. N.J.S.A. 18A:64-56(a) (20) permits the University to make, negotiate, or award a contract by Board resolution for advertisements seeking student enrollment.

19. MWW Group - \$80,000

The University seeks approval for a bid waiver to maintain its contract with MWWPRGroup, a Washington, DC – based government relations firm that specializes in providing clients with a broad base of federal liaison services, to tailor a program specific to the University that will maximize our impact on Congressional and executive branch activities. MWW Group will also work with coalitions, special task forces and organizations to build support for the University’s issues in order to offer the University a broader set of information sources on federal legislation, funding programs, regulations and policy developments. This project will not exceed \$80,000 during FY 2021. N.J.S.A. 18A:64-56(a) (15) permits the University to make, negotiate, or award a contract by Board resolution for professional consulting services.

20. Janitorial Services - \$120,000

The University seeks a bid waiver to engage a vendor to provide janitorial services for the Center for Learning and Technology and George A. Pruitt Hall. The cost will not exceed \$120,000. N.J.S.A. 18A:64-56(a) (23) permits the University to make, negotiate, or award a contract by Board resolution for services at cost below state contract pricing for the same service.

21. Leasing of Parking Spaces - \$45,000

The University requests a bid waiver to lease parking spaces at a cost not to exceed \$45,000. N.J.S.A. 18A:64-6(q) permits the University to make, negotiate, or award a contract by Board resolution, to lease and purchase real property which is necessary or desirable for University purposes.

22. Public Utility Service - \$400,000

The University requests a bid waiver for utility service for University facilities and properties. Payments to public utility companies for these services in FY 2021 will not exceed \$400,000. N.J.S.A. 18A:64-56(a) (8) permits the University to make, negotiate, or award a contract by Board resolution for public utility service.

23. HVAC Preventative Maintenance - \$140,000

The University requests a bid waiver to cover costs associated with planned maintenance for the HVAC - heating, ventilating, air conditioning

equipment and other mechanical equipment, located at the Kelsey Complex, Center for Learning and Technology (CLT), Kuser Mansion, Carriage House, and George A. Pruitt Hall. Preventative maintenance will occur four times per year as well as responding to any emergency service and repair calls within 24 hours, 7 days per week, at a cost not to exceed \$140,000 during FY 2021. N.J.S.A. 18A:64-56(a) (9) permits the University to make, negotiate, or award a contract by Board resolution for equipment repair service.

24. Student and Financial System - \$800,000

This requested waiver will cover the University's annual maintenance associated with the University's student and financial system (Ellucian). This system supports student records, registration, financial aid, student financials, general ledger, accounts payable, along with other sub-systems. This request will also accommodate any additional software applications and consulting engagements, from July 1, 2020 – June 30, 2021. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

25. Enterprise Content Management System - \$150,000

The University requests a bid waiver to cover the annual support for the University's ECM (enterprise content management) system. This system allows for scanning, storage and retrieval of documents, along with advanced workflow processing. The request also accommodates additional consulting and implementation engagements from July 1, 2020-June 30, 2021. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

26. Network Equipment - \$200,000

The University seeks a bid waiver to cover the cost of annual maintenance for the University's network infrastructure equipment (Cisco). Vendor to be determined. The contract will be one year from July 1, 2020 – June 30, 2021. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

27. Microsoft Product Maintenance - \$200,000

The requested waiver is to cover the annual maintenance for all Microsoft applications in use at the University. These include SQL database, MS Office, MS Exchange, D365, etc. Vendor to be determined. The contract will be from July 1, 2020 – June 30, 2021. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

28. Secondary Internet Connection - \$75,000

The University is seeking a waiver to cover the annual support contact with NJEdge who provides a secondary internet connection. The contract will be for one year July 1, 2020 – June 30, 2021. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

NJEdge has provided secondary internet service to TESU for several years, starting under the immediate past University President. President Hancock has not participated in the approval process for this contract and has recused herself from any discussion.

29. Online Testing System - \$75,000

The University seeks a bid waiver that will cover the costs associated with hosting the University's online testing system, supplied by Perception. This system will be fully hosted and available 24/7. The contract will cover one year, from July 1, 2020 through June 30, 2021, at a cost not to exceed \$75,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

30. Touchnet- \$500,000

The University seeks approval for a bid waiver for the annual support and hosting of the University's ecommerce vendor (Touchnet). This system processes all credit card payments to the University and other associated applications. Term will be from July 1, 2020 – June 30, 2021. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

31. Replacement for End-of-Life Telephone System -\$200,000

The requested waiver will provide for the acquisition and implementation of a replacement University phone system. The current phone system components are reaching end of support life by the vendors (End-of-Life is set for October 2021). The new phone system will advance security and communications capabilities. Vendor to be determined and the maintenance contract will last one year, July 1, 2020 – June 30, 2021. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

32. New Core Switch Components-\$100,000

The University is seeking a bid waiver that will be utilized for the acquisition and implementation of core switch components going end-of-life during FY21. These switch fiber and ethernet line cards are installed in the main core switches and provide networking capability for the entire University. Component installation and configuration will take approximately two months to complete. A Vendor is to be determined. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

33. New Backup System-\$225,000

The University is seeking approval for a bid waiver to procure and implement a replacement for the current antiquated enterprise backup system. Due to the expansive growth of University data over the past several years, the University's old primary backup system is unable to adequately handle the backup load. The current system has shown a markedly degraded restore capability (both from performance and reliability perspectives). The current software is not able to protect cloud servers and cloud services/data thus limiting the ability to offer new cloud services to staff. The new system will provide a modern backup and restore capability for both on premise and widely used cloud services. Vendor will be determined. New system implementation will take about six months to fully deploy. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

34. Data Center Improvements-\$150,000

The requested waiver will cover the acquisition costs for replacement servers and a backup cooling system in the University datacenter. The servers to be acquired are to replace numerous antiquated ones that have been in production since 2013. While these older servers are functional, they no longer receive full operational support from the vendor, including no offer of security updates (support is reduced to parts-only). The full support of these servers is important as the servers provide the core virtualization platform that host all on premise services. The new HVAC system will provide adequate redundant cooling of the datacenter should the primary until fail. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

35. Secure Remote Access-\$125,000

The University seeks approval of a bid waiver to cover the cost of acquiring technologies to enhance security of staff remote connectivity and access to University resources. The University does not currently offer a secure remote solution that provides security posturing or conditional access for remote endpoints. The current VPN/Remote Desktop solution in use as a response to the Covid-19 response does not provide adequate protection to University digital resources. The selected solution will provide security for staff remote connectivity which may include endpoint posturing and/or desktop virtualization services, in an amount not to exceed \$125,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology.

36. Statewide Virtual Catalog, Interlibrary Loan System and Authentication - \$350,000

Since FY 2003 Auto-Graphics Inc. has been providing a virtual web-based catalog system that enables the State Library to offer and maintain a

statewide interlibrary loan service, commonly referred to as JerseyCAT. This service allows New Jersey residents to locate, borrow and receive books and other library materials from throughout the State and nationally quickly and easily. The total cost will not exceed \$350,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

37. Adaptive Equipment for TBBC's Assistive Technology Program - \$150,000

The Talking Book & Braille Center, through a grant from the Commission for the Blind and Visually Impaired (CBVI), operates the Assistive Technology Loan Program to serve CBVI clients throughout the State. This waiver will permit TBBC to purchase adaptive equipment to loan to CBVI clients who participate in the program in FY 2021, as well as expand the computer equipment that is placed in partner public libraries should CBVI wish to continue this project in FY 2021 for an amount not to exceed \$150,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

38. Statewide Electronic Resources Licenses - \$2,200,000

This waiver reflects the estimated costs for FY 2021 electronic resource licenses with EBSCO Publishing, Infogroup and ProQuest. EBSCO's database package includes access to 20 separate resources including Academic Search Premier, Business Source Elite, Job and Career Accelerator, Novelist and Novelist K-8 and Rosetta Stone. Infogroup's license includes access to the suite of ReferenceUSA electronic resources, and the ProQuest license includes access to HeritageQuest Online. FY 2021 represents the second year of three-year contracts with each vendor. This waiver also allows for additional databases to be selected as needed to address stay-at-home requirements due to the COVID-19 pandemic such as statewide summer reading software. The total cost will not exceed \$2,200,000. N.J.S.A. 18A:73-35.1 permits the State Library to purchase library materials without advertising for bids.

39. Cold Storage Site for University System Backups - \$40,000

The requested waiver will cover the annual cost for the University to use Equinix as a cold storage site for system backups as part of the University's Business Continuity Plan. Servers that are backed up locally in Trenton are replicated off-site to Equinix and in the event of disaster data stored at Equinix would be restored to new equipment to bring the University services back online. Equinix is also used by the State Library to provide backup services for the JerseyConnect program. The annual cost for the incremental service to the University in FY 2021 will not exceed \$40,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information

technology, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

40. Board and University Consulting - \$75,000

The requested waiver will allow the University engage the Association of Governing Boards (AGB) to provide board development and other University consulting services. This project will not exceed \$75,000 during FY 2021. N.J.S.A. 18A:64-56(a) (15) permits the University to make, negotiate, or award a contract by Board resolution for professional consulting services.

41. E-rate Support - \$50,000

The State library will continue to use the services of Funds for Learning, LLC to provide e-rate consulting and application support for public libraries that connect to JerseyConnect. Through the services provided by Funds for Learning, participating libraries can apply for discounted rates for network services and wireless equipment, providing them with a way to sustain the cost of connectivity to the JerseyConnect network. The cost will not exceed \$50,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

42. Jersey Connect Statewide Technology System - \$700,000

The State Library maintains and supports the centralized JerseyConnect statewide technology system that provides internet access, email hosting, firewall protection, and other services to almost 300 libraries statewide. This waiver will permit the State Library to support Internet Service Providers, purchase hardware and software computer components, rent collocation space, continue to support the core network service from communications service providers, purchase consultative services, as needed, and support ongoing maintenance expenses to manage the Infrastructure Network System. The State Library will periodically review alternative pricing from competitors for services such as Internet Service Providers, co-location services, and/or core network services providers in an effort to obtain the best possible pricing. The cost will not exceed \$700,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

43. Library Materials - \$2,000,000

The Library requests the approval to spend \$2,000,000 for the purchase of library materials in both print and electronic formats to add to the collections housed at the State Library Information Center (SLIC), the Talking Book and Braille Center (TBBC), and at branch library locations within various state agencies. This includes a new agreement to provide library services to the NJ Office of the Attorney General in FY2021. The

Library will use multiple vendors for the purchase of books, periodicals, journals, electronic databases, online resources, and other formats to update and enhance the holdings of the State Library. The FY 2021 costs will not exceed \$2,000,000. N.J.S.A. 18A:64-56(a) (6) and N.J.S.A. 18A:73.35.1 permit the University to make, negotiate, or award a contract by Board resolution, for the purchase of library materials.

44. Library Public Awareness Campaigns - \$100,000

The New Jersey State Library will continue to sponsor public awareness campaigns to promote the value of public libraries and the services that libraries are providing for NJ residents in areas of continuing need such as workforce development and small business, digital literacy, e-government, education, high school completion and diversity. The public awareness plan will include traditional print and online media advertising, the use of the social media agency DJC Communications, Inc. to maintain existing Twitter, Facebook, Instagram, YouTube, Tumblr and LinkedIn accounts; and the use of Curious Light to maintain the Library's website. Marketing collateral pieces will be developed for individual libraries that will include pull-up banners, posters, brochures, rack cards, lawn signs, window decals and appropriate promotional give-aways. Additional costs may include those associated with the development and maintenance of strategic partnerships through various promotional events and related advertising fees. The total cost will not exceed \$100,000. N.J.S.A. 18A:64-56(a) (15) permits the University to make, negotiate, or award a contract by Board resolution, for professional consulting, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

45. Cataloging Library Materials - \$150,000

The State Library will continue to use the services of OCLC, a worldwide library technology cooperative, for services such as basic cataloging, statewide interlibrary loan, and statewide Union List of Serials. For all of these projects, the State Library holdings are maintained on a single worldwide database to be made available to all OCLC members. In FY 2017 the State Library moved to OCLC's hosted environment as identified in the Library's Business Continuity Plan. OCLC is the sole source for external cataloging, interlibrary loan and all associated projects. The total cost will not exceed \$150,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

46. SLIC Integrated Library System - \$50,000

Since the automation of library catalogs, SirsiDynix, and its predecessor companies, has been the provider of the State Library's automated integrated library system (ILS) called Horizon. The Horizon system is the entire cataloged database of library materials and holdings plus purchasing, receipt, borrower and checkout records, all contained in

various modules. In FY 2017 The State Library moved to a hosted environment that provides the security and redundancy identified in the Library's Business Continuity Plan. This bid waiver is for all services that SirsiDynix will provide to the State Library in FY2021, at a cost not to exceed \$50,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

47. TBBC Integrated Library System - \$60,000

The Talking Book & Braille Center (TBBC) migrated to WebReads, an integrated library catalog system specific to the population served by TBBC, in FY2019. WebReads is a remote web-hosted environment that provides the security and redundancy identified in the Library's Business Continuity Plan and was provided to TBBC at no cost by the Library of Congress. Software maintenance and support is provided exclusively by Data Management Associates of Melbourne, Florida. This bid waiver is for all services that Data Management will provide to the State Library in FY2021, at a cost not to exceed \$60,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

48. Temporary Library Staffing Services - \$150,000

The requested waiver will cover the estimated annual cost of utilizing Pro Libra Associates, Inc., a staffing firm specializing in library personnel, to provide temporary librarian staffing at the branch library located at the New Jersey Department of Transportation (DOT) in FY2021. The State Library has been providing onsite library services to DOT since 1998, which includes two full-time librarians. In FY2019 DOT issued a Request for Proposal for research that will provide guidance on creating a 21st Century Transportation Research Library and is awaiting the results of the subsequent study. DOT intends to issue a Request for Proposal for library services sometime in FY2021. Since there is no guarantee that the State Library will be awarded the subsequent contract, coupled with the retirement of both onsite librarians, the State Library began using temporary staff to provide library services to DOT in FY2020. It is the Library's assumption that these services will continue into FY2021 until the RFP for library services has been awarded. The annual cost for these services will not exceed \$150,000 in FY2021. N.J.S.A. 18A:64-56(a) (1) permits the University to make, negotiate, or award a contract by Board resolution, for professional services, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

49. GED Test Subsidies - \$78,000

The State Library has received a grant from the Institute of Museum and Library Services to support libraries, in collaboration with other government and nonprofit organizations, to provide services to citizens

returning to their home communities after being paroled or after completing their prison terms. One of aspect of the project will be to subsidize the GED test fees for 50 returning citizens per year per participating library for each of the two years of the grant. The GED exams are overseen by the New Jersey Department of Education and are provided by Educational Testing Service, GED Testing Service, and the Atlantic County One-Stop Center, so the Library would like to contract with these organizations in order to pay for the exam fees. The cost of these fees will not exceed \$78,000. N.J.S.A. 18A:64-56(a) (1) permits the University to make, negotiate, or award a contract by Board resolution, for professional services, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

50. Creative Engagement Training and Statewide Projects - \$80,000

The State Library has partnered with the Somerset County Library System to apply for a grant from the Institute of Museum and Library Services to create a statewide initiative to preserve the memories of New Jersey residents and historical organizations. One aspect of the grant involves teaming up with a community arts engagement non-profit to train and inspire librarians to create original content as well as engage diverse communities to come together and share experiences. If awarded the grant, the Library would like to engage coLAB Arts to provide training to librarians and work directly on creative engagements with selected cohort members. The cost of these services will not exceed \$80,000 over two years beginning October 1, 2020. N.J.S.A. 18A:64-56(a) (1) permits the University to make, negotiate, or award a contract by Board resolution, for professional services, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

51. Library Curation and Local Publishing Tool - \$100,000

The State Library has partnered with the Somerset County Library System to apply for a grant from the Institute of Museum and Library Services to create a statewide initiative to preserve the memories of New Jersey residents and historical organizations. One aspect of the grant involves making BiblioBoard Creator, a multimedia curation and publishing software tool, available to New Jersey's libraries, which will allow them to build their own collections of local history, art, music, etc. and make them available to everyone in the state and/or the whole world. If awarded the grant, the Library would like to engage Bibliolabs to provide training to librarians and work directly on creative engagements with selected cohort members. The cost of this software will not exceed \$100,000 over two years beginning October 1, 2020. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

52. DSPACE Hosting and Support - \$40,000

The State Library is currently using DSpace, an open source, digital repository, to house three library collections: legislative histories; NJ State government publications and Jerseyana; and the Battleship New Jersey collection. Each collection is housed on a different DSpace server and is maintained by Library IT staff. The State Library would like to move the DSpace collections to a hosted environment to ensure long-term use and preservation of the collections. The Library would like to engage Atmire, one of the DSpace providers in the United States, to migrate the DSpace collections to a hosted environment as well as provide training, support and maintenance on the DSpace software. The cost of these services will not exceed \$40,000. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

53. LSTA CARES Act State Support - \$802,851

Through the Institute of Museum and Library Services, and the Library Services and Technology Act, the State Library has been awarded \$802,581 in additional Grants to States funding through the Federal CARES Act stimulus program. Under the CARES Act, the funding is to be used for urgent needs of the libraries and to prevent, prepare for and respond to the impact of the coronavirus. This includes expanding digital network access, purchasing internet accessible devices, and providing technical support services. This waiver will permit the State Library to carry out this urgent directive by having the greatest impact on the state's public libraries and residents, including but not limited to expansion of digital resources, broadband connectivity and infrastructure, internet hotspots, access to online tools for summer reading and/or homework help, and direct financial support to libraries. The Library will review alternative pricing from competitors and utilize State contract pricing when available in order to obtain the best possible pricing. The cost of these efforts will not exceed \$802,851. N.J.S.A. 18A:64-56(a) (19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology, and N.J.S.A. 18A:73-43.4(d) extends this exception to the State Library.

54. Financial Advisor Services - \$50,000

The University seeks approval for a bid waiver to allow for financial advisor services in connection with debt refinancing services. D.A. Davidson will serve as a financial advisor with preparing a comprehensive credit presentation that will be used to solicit bank lending term sheets. They will conduct a competitive bank Request for Proposals process involving 25-35 commercial banks. They will summarize, quantify and coordinate due diligence sessions. They coordinate the NJEFA issuance process and assist in the selection of the financing team members. The cost will not exceed \$50,000. N.J.S.A. permits the University to make, negotiate, or award a contract by Board resolution for professional consulting services.

Mr. Arndt made, and Mr. Clyburn seconded, a motion to adopt the resolution.

DEBT REFINANCE

Mr. Lear spoke about refinancing the existing debt of \$8 million that financed the renovation of the Kuser Mansion. There is roughly \$4 million outstanding on the debt. The refinancing proposed is with the TESU Foundation. The TESU Foundation has not yet approved the debt. The resolution would allow the University to enter into the transaction if approved by the Foundation. The Foundation has \$4 million, which is earning a low interest rate and therefore would not have a negative impact. However, it would benefit the University, eliminating all closing costs to refinance the debt. The proposed interest rate is 1.01 %, which is a significant decrease from the current rate of 3.5%.

Mr. Lear said we need authorization from the Board to bring to the Foundation. He then presented the following Resolution:

WHEREAS: The Board of Trustees of Thomas Edison State University has the authority to borrow money for the needs of the University, as it deems requisite, for such time and upon such terms as it determines, pursuant to N.J.S.A 18A: 64-6 (t); and

WHEREAS: The Board desires to approve refinancing of debt financing that was used for the renovations of property located at 315 West State Street in Trenton, New Jersey known as the Kuser Mansion; and

WHEREAS: The University has calculated that the refinancing will lower the remaining debt service payments on the outstanding debt; and

WHEREAS: The University has determined that the University will receive below market rates by entering into an agreement with the Thomas Edison State University Foundation; and

WHEREAS: The President recommends that the Board authorize the University to proceed with this refinancing of debt; and

WHEREAS: The Board desires to authorize the Vice President and Chief Financial Officer to execute and deliver the loan Agreement and any and all other agreements and documents necessary or appropriate to the refinance the debt; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby approve the loan arrangement with the Thomas Edison State University Foundation to borrow \$3,921,216 that will be used to repay the outstanding balance of the TD bank Tax-Exempt Financing on the Kuser Mansion, and authorize the Vice President

and Chief Financial Officer to execute and deliver the necessary agreements and documents to accomplish the refinancing.

Mr. Medina made, and Mr. Clyburn seconded, a motion to adopt the resolution. Motion carried unanimously.

REPORT OF THE ACADEMIC AFFAIRS COMMITTEE

Dr. Alli introduced Mr. Maloney who reported that the Committee met by teleconference on May 15, 2020.

Dr. Baum discussed the first four items on the agenda, noting that there were three motions for approval and one notification.

CONSIDERATION OF CHANGES TO THE MASTER OF SCIENCE HOMELAND SECURITY CURRICULUM

Dr. Baum discussed changes in the Master of Science in Homeland Security that reduce the required core content in order to provide the opportunity to provide areas of study in high demand fields.

Mr. Maloney presented the following resolution:

WHEREAS: The Board of Trustees of Thomas Edison State University has the authority and the responsibility for oversight of academic governance; and

WHEREAS: The University Academic Council has reviewed and recommended the curriculum changes to the Master of Science in Homeland Security as presented; and

WHEREAS: The Academic Affairs Committee of the Board of Trustees has reviewed and concurred with the recommendation as presented; and

WHEREAS: The President of the University recommends the proposal as presented; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby approve the curriculum changes to the Master of Science in Homeland Security as presented and incorporated herein by reference.

Mr. Maloney moved, and Rev. Justice seconded, a motion to adopt the resolution. Motion carried unanimously.

CONSIDERATION OF NEW AREAS OF STUDY IN THE MASTER OF SCIENCE HOMELAND SECURITY CURRICULUM: EMERGENCY MANAGEMENT, COUNTERTERRORISM AND CYBERSECURITY

Dr. Baum discussed the five-year Academic Program Review and recommendation to add new areas of study that will lead to growth. The current program has steady enrollment but has not seen growth.

Mr. Maloney presented the following resolution:

WHEREAS: The Board of Trustees of Thomas Edison State University has the authority and the responsibility for oversight of academic governance; and

WHEREAS: The University Academic Council has reviewed and recommended the new areas of study of Emergency Management, Counterterrorism and Cybersecurity within the Master of Science in Homeland Security as presented; and

WHEREAS: The Academic Affairs Committee of the Board of Trustees has reviewed and concurred with the recommendation as presented; and

WHEREAS: The President of the University recommends the proposal as presented; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby approve the new areas of study of Emergency Management, Counterterrorism and Cybersecurity within the Master of Science in Homeland Security as presented and incorporated herein by reference.

Rev. Justice moved, and Mr. Clyburn seconded, a motion to adopt the resolution. Motion carried unanimously.

CONSIDERATION OF GRADUATE CERTIFICATE IN HOMELAND SECURITY

Dr. Baum noted that items C and D are a package, noting that we have a Graduate Certificate in Homeland Security as well as a change in curriculum. The first requires approval by the Board, and the second is a notification to the Board. Dr. Baum discussed the Graduate Certificate in Homeland Security and rationale for the new certificate.

Mr. Maloney presented the following resolution:

WHEREAS: The Board of Trustees of Thomas Edison State University has the authority and the responsibility for oversight of academic governance; and

WHEREAS: The University Academic Council has reviewed and recommended the graduate certificate in Homeland Security as presented; and

WHEREAS: The Academic Affairs Committee of the Board of Trustees has reviewed and concurred with the recommendation as presented; and

WHEREAS: The President of the University recommends the proposal as presented; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby approve the graduate certificate in Homeland Security as presented and incorporated herein by reference.

Mr. Lear moved, and Rev. Justice seconded, a motion to adopt the resolution. Motion carried unanimously.

DISCUSSION OF CONSIDERATION OF GRADUATE CERTIFICATE IN HOMELAND SECURITY NOMENCLATURE CHANGE

Dr. Baum discussed the rationale for the new certificate and advised that the University Academic Council has reviewed and recommended the nomenclature change of the graduate certificate in Homeland Security to Counterterrorism. No action was needed by the Board at this time.

UPDATE ON RETENTION PROJECT

Mr. Maloney said that Dr. Baum and her team have put together very informative, high level data and noted we are doing very well. Dr. Baum stated that moving the needle on retention is not easy and focused on front end of retention. She stated that if we can get students through their first and second terms, the rate of graduation would be higher.

Mr. Clyburn said the data is great and very helpful. He asked if we are prepared and proactive in what we will do if students have to stop because of finances. Dr. Baum noted that many students are having financial challenges. Dr. Hancock thanked Mr. Thurber for organizing a student emergency relief fund. Mr. Arndt asked about providing grants to those students who are in associate's degree programs to get them started in a bachelor's program by giving them a stipend to keep them. Dr. Hancock noted we had been looking at that. Mr. Clyburn and Dr. Hancock applauded Dr. Baum on the great analytics.

CONSIDERATION OF CANDIDATES FOR DEGREE

Mr. Arndt presented the following resolution:

The Board of Trustees of Thomas Edison State University does hereby approve the awarding of the appropriate degrees to those June 5, 2020, candidates cited on the lists provided and incorporated herein by reference.

The action herein taken is pursuant to a certification by the President that the aforementioned candidates have satisfied all relevant degree requirements as recommended by the Academic Council and as established by the Board of Trustees.

Mr. Clyburn moved, and Mr. Lear seconded, a motion to adopt the resolution. Motion carried unanimously.

CONSIDERATION OF CONTRACT RENEWALS

Dr. Alli presented the following resolution:

WHEREAS: The Board of Trustees of Thomas Edison State University is authorized to approve and act on contract renewal recommendations for employees of the University, pursuant to N.J.S.A. 18A: 64-6(h) and (i), as well as for State Library employees, pursuant to N.J.S.A. 18A: 73-34; and

WHEREAS: The President has made the contract recommendations as indicated on the lists provided and incorporated herein by reference; and

WHEREAS: The action taken herein is pursuant to an evaluation of each employee's work performance; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby approve the contract recommendations as indicated on the lists provided and incorporated herein by reference.

Mr. Arndt made, and Rev. Justice seconded, the motion to adopt the resolution. Motion carried unanimously.

CONSIDERATION OF PERSONNEL ACTIONS

Dr. Hancock reported the appointments were routine and presented the following resolution:

WHEREAS: The Board of Trustees of Thomas Edison State University is authorized to approve and act on contract renewal recommendations for employees of the University, pursuant to N.J.S.A. 18A: 64-6(h)

and (i), as well as for State Library employees, pursuant to N.J.S.A. 18A: 73-34; and

WHEREAS: The President has made the contract recommendations as indicated on the lists provided and incorporated herein by reference; and

WHEREAS: The action taken herein is pursuant to an evaluation of each employee's work performance; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby approve the contract recommendations as indicated on the lists provided and incorporated herein by reference.

Ms. Pearson made, and Mr. Lear seconded, the motion to adopt the resolution. Motion carried unanimously.

NEW BUSINESS

REPORT OF THE NOMINATION AND GOVERNANCE COMMITTEE

Dr. Hancock spoke about the nomination process of board members, the bylaws, and the governance documents. She discussed the charters of both the Nomination and Governance Committee and the Executive Committee. She noted that Mr. Medina stepped in as the chair of the Nomination and Governance Committee.

CHARTER FOR THE NOMINATION AND GOVERNANCE COMMITTEE **RESOLUTION TO CHANGE THE NOMINATION AND GOVERNANCE** **COMMITTEE CHARTER**

Mr. Medina presented the following resolution:

WHEREAS: P.L. 2009, Chapter 308, effective July 2010, mandates that State university Boards of Trustees establish certain board committees; and

WHEREAS: The Nominations and Governance Committee was established to oversee matters directly affecting the governance of the University including the Board bylaws, recommendation of candidates for Board membership, and recommendation of Board officers; and

WHEREAS: The Board set up the Nominations and Governance Committee to be comprised of no fewer than three members,

with, insofar as possible, the immediate past Board chairperson as Chair of the Committee, and limiting membership to only previously serving Board chairs; and

WHEREAS: The Board has the authority and discretion to determine the membership requirements for the Nominations and Governance Committee; and

WHEREAS: Removing the requirement that only past chairs are eligible for the Committee, will increase the representation of Committee membership and provide enhanced opportunities for all Board members to participate in the governance of the University. It will also allow increased interaction between experienced and new Board members; and

WHEREAS: The President and members of the Nominations and Governance Committee recommend that the Board of Trustees approve the removal of the membership requirement of being a previous past chair; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby approve the recommended change to the membership requirements for the Nominations and Governance Committee, by removing the requirement that only past Board chairs be members; and be it further

RESOLVED: That the Nominations and Governance Committee Charter is hereby amended to reflect this change, as indicated below.

**THOMAS EDISON STATE UNIVERSITY
BOARD OF TRUSTEES**

NOMINATIONS AND GOVERNANCE COMMITTEE CHARTER

Purpose and Responsibilities

The purpose of the Nominations and Governance Committee (the “Committee”) of the Board of Trustees (the “Board”) is to: (1) oversee matters directly affecting the governance of the institution, (2) periodically review and update board bylaws, (3) identify and screen candidates for membership on the governing board, and (4) refer candidates to the governing board for the consideration of the board in making its recommendations to the Governor on potential new members.

Membership

The Committee shall be comprised of no fewer than three members. Insofar as possible, the immediate past Board chairperson will serve as Chair of the Committee.

The President shall serve as an ex-officio member, without vote.

Mr. Medina made, and Mr. Lear seconded, the motion to adopt the resolution. Motion carried unanimously.

BOARD COMMITTEE ASSIGNMENTS

Dr. Hancock discussed the committee assignments and said she would like to pair experienced members with new members. It was noted that no action was needed by the Board.

POTENTIAL BOARD MEMBERS

Dr. Hancock discussed the two new potential board members, Richard Thigpen and Meredith Moore. She looked at their complimentary backgrounds, diversity, and political positions around the state. After much discussion, it was suggested by Mr. Medina not to take a formal vote today. He said we will have a special meeting of the Nomination and Governance Committee regarding the two candidates after Mr. Maloney speaks to Ms. Moore and Rev. Justice speaks to Mr. Thigpen.

REPORT OF THE EXECUTIVE COMMITTEE

The Executive Committee discussed the proposed changes to its Charter that would amend its membership.

RESOLUTION TO CHANGE THE EXECUTIVE COMMITTEE CHARTER

The Executive Committee supports the changes to the Charter and recommended the changes to the Board.

Dr. Alli presented the following resolution:

WHEREAS: P.L. 2009, Chapter 308, effective July 2010, mandates that State college Boards of Trustees establish certain Board committees; and

WHEREAS: The Executive Committee was established to review matters on behalf of the full Board, between regularly scheduled Board meetings; and

WHEREAS: The Executive Committee Charter currently states that the Executive Committee is expected to be comprised of the Board chair and vice chair, the immediate past chair, and the chair

of either the Administration, Audit and Finance Committee or Academic Affairs Committee; and

WHEREAS: The Executive Committee wishes to revise its membership requirements by removing the immediate past chair of the Board and requiring that the chairs of both the Administration, Audit and Finance Committee and the Academic Affairs Committee be members; and

WHEREAS: The President and members of the Executive Committee recommend that the Board of Trustees approve the changes in the Executive Committee membership and the revision to the Executive Committee Charter, reflecting the changes; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby approve the changes to the composition of the Executive Committee and its revised Charter, as recommended by the President and the Executive Committee, and as reflected in the attached document.

Mr. Lear made, and Mr. Clyburn seconded, the motion to adopt the resolution. Motion carried unanimously.

CONSIDERATION OF FY2021 BOARD MEETING DATES

Dr. Hancock presented the following resolution:

The Board of Trustees of Thomas Edison State University does hereby approve the following meeting dates for FY2020:

September 11, 2020	-	10:00 a.m.
December 11, 2020	-	10:00 a.m.
March 12, 2021	-	10:00 a.m.
June 11, 2021	-	10:00 a.m.

The action herein taken is pursuant to a recommendation by the President.

Rev. Justice made, and Mr. Lear seconded, the motion to adopt the resolution. Motion carried unanimously.

CONSIDERATION OF DEDICATED SERVICE

Dr. Hancock thanked Ms. Monique Lewis-Hawkins for her service as a Student Trustee. Dr. Alli presented the following resolution:

The Board of Trustees, President, and staff of Thomas Edison State University wish to heartily thank Ms. Lewis-Hawkins for her dedicated service as Student Trustee and for her specific and special interest in the growth and development of Thomas Edison State University.

We applaud and commend Ms. Lewis-Hawkins accomplishments and look forward to her continued interest in the University.

Ms. Lewis-Hawkins thanked the Board for the opportunity to serve as a Student Trustee. She felt this was a wonderful experience and felt very welcome as a student. She enjoyed working with good people and will have good memories. She advised the Board that she started a non-profit to support people with developmental disabilities.

OTHER NEW BUSINESS

Dr. Hancock thanked Barbara Kleva for her service, noting this is her last meeting. She is retiring at the end of this month. Dr. Hancock said Ms. Kleva was a tremendous source of information.

Ms. Kleva shared that she really appreciated getting to know them and their expertise on the Board. She said her 10 years have gone by quickly and she is appreciative that she had two wonderful presidents to serve.

Dr. Alli thanked her for her service.

Dr. Alli stated that the Executive Committee met to discuss bringing in an executive administrative consultant. The Committee has someone in mind and said the Board will have a special Board meeting, possibly in mid-July, to move forward with this consultant. Mr. Medina thanked Dr. Alli for initiating this.

ADJOURNMENT

There being no further business, the meeting adjourned at 12:24 p.m.

Submitted by,



Merodie A. Hancock, PhD
Secretary of the Board

Approved by,



Kemi Alli
Chair