

**MINUTES
BOARD OF TRUSTEES MEETING
THOMAS EDISON STATE UNIVERSITY
March 12, 2021**

MEMBERS PRESENT: Kemi Alli, Chair; Gualberto Medina, Vice Chair; Merodie A. Hancock; Eric R. Lear; Brian Maloney; Lydia Stockman; Michael Toscani; Johnnie Whittington Sanket Shah (student trustee) and Jennifer Hutchinson (student trustee)

MEMBERS ABSENT: J. Stanley Justice

ALSO PRESENT: Cynthia Baum, Vice President and Provost; John Thurber, Vice President for Public Affairs; Dennis Devery, Vice President for Enrollment Management; Chris Stringer, Vice President and CFO; Robin Walton, Vice President for Community and Government Affairs; Jennifer Hoff, General Counsel; Jennifer Nelson, New Jersey State Librarian; Michael Mancini, Chief of Staff/COO and Secretary to the Board; Jeffrey Harmon, Vice Provost for Strategic Initiatives and Inst. Effectiveness; and Jamie Adams, Executive Assistant to the President.

Dr. Kemi Alli officially called the public meeting to order at 9:05 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, which states, *“In compliance with the New Jersey Open Public Meetings Act and with Chapter 231 of the Public Laws of 1975, notice has been given of this meeting by way of announcements in the Star Ledger and the Trenton Times. I hereby call this meeting of the Thomas Edison State University Board of Trustees to order.”*

EXECUTIVE SESSION

Dr. Alli presented the following resolution to enter into Executive Session:

BE IT HEREBY RESOLVED pursuant to N.J.S.A. 10:4-13 and 10:4-12 that the Board of Trustees of Thomas Edison State University holds a closed session at 10:00 a.m. on March 12, 2021, for the purpose of consultation with counsel as provided by the Open Public Meetings Act.

It is expected that the discussion undertaken in closed session will not be made public due to the confidentiality of this matter.

Mr. Medina made, and Mr. Lear seconded, a motion to adopt the resolution. The motion carried to adjourn.

The public meeting reconvened at 10:40am.

CONSIDERATION OF MINUTES

Dr. Alli presented the minutes of the December 11, 2020 and January 28, 2021 board meetings for approval and adoption.

Mr. Lear made, and Mr. Maloney seconded, a motion to approve the minutes. Motion carried unanimously.

PRESIDENT'S REPORT

Dr. Hancock presented her report, which is attached.

REPORT OF THE ADMINISTRATION, AUDIT AND FINANCE COMMITTEE

Dr. Alli introduced Mr. Lear to present the Administration, Audit and Finance Committee Report. Mr. Lear briefed the Board on the committee meeting held on February 19, 2021. The report is attached.

CONSIDERATION OF BID WAIVERS

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 \$34,400; 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 has approved the "Thomas Edison State University Purchasing and Contracting Policy," which governs purchases and contracts for the University and Library; 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. **TouchNet Credit Card Processing - \$1,200,000**

The University received approval for a \$500,000 bid waiver to cover the annual support and hosting of the University's e-commerce vendor (TouchNet) on June 5, 2020. This system is used to process all credit card payments to the University and other associated applications. The University is seeking approval to increase the bid waiver amount by \$700,000 and extend the contract term through June 30, 2025. The cost will not exceed \$1,200,000 for the period from July 1, 2020 through June 30, 2025. 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.

2. **Academic Program Portfolio Analysis - \$85,000**

The University seeks approval for a bid waiver for consultant services to conduct a detailed analysis of the current programs and learning outcomes against high demand fields in growing professions. This inventory assessment will include an in-depth study of programs related to the health, business and technology professions. Other disciplines including the university's "degree completion" programming will be included as time and resources allow. Data will be pulled in an organized and interpretable manner from multiple sources related to student demand, employer demand, employment trends, and existing programs/competitors. This information will inform the University in the evaluation of our existing program inventory and supplementing our Academic Program Review as we consider each program for revision or termination. Identified knowledge, skills, and abilities (KSAs) will strengthen our offerings with professionally relevant academic content and learning outcomes, further strengthening our marquee programs and the university's reputation for providing relevant high- demand degrees. The project will be completed by December 31, 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 -curricular or programmatic review.

3. **Watson Institute Strategic Plan - \$80,000**

The University seeks approval for a bid waiver for consultant services for the development of a strategic plan for the John S. Watson Institute for Public Policy. The President and the Institute leadership will develop a comprehensive strategic plan that will guide the work of the Institute over the next five years. The consultant will be familiar with New Jersey and the greater Trenton area in particular, as well as funding sources for the types of initiatives to be implemented by the Institute. The outcome of the strategic plan is expected to identify the best means to advance the mission of the Institute, including enhancing awareness of its work, deepening its impact, promoting its sustainability, and more fully integrating its activities within the University. The cost will not exceed \$80,000. The project will be completed by December 31, 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.

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

REPORT OF THE ACADEMIC AFFAIRS COMMITTEE

Dr. Alli introduced Mr. Maloney to present the Academic Affairs Committee Report. Mr. Maloney briefed the Board on the committee meeting held on February 19, 2021. The report is attached.

CONSIDERATION OF AWARD OF DEGREES POLICY

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

WHEREAS: Thomas Edison State University offers students pathways to earn multiple degrees;

WHEREAS: Thomas Edison State University's established policies allow students flexible options for earning a degree with two areas of study;

WHEREAS: Thomas Edison State University has the responsibility to ensure its policy language is clear and comprehensible for the student population;

WHEREAS: The Award of Degrees Policy revision reorders the degree sections in order to make the degree level language across the associate, baccalaureate and master's level consistent;

WHEREAS: The Provost's Cabinet reviewed the revisions to the Award of Degrees Policy, concurred that the changes are succinct, and recommended that the revised policy be presented to the University Academic Council;

WHEREAS: The University Academic Council has reviewed the revised Award of Degrees Policy and has recommended the changes as presented to the Provost and President;

WHEREAS: The Academic Affairs Committee of the Board of Trustees has reviewed and concurred with the recommendation as presented; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby affirm the revised Award of Degrees Policy as presented and incorporated herein by reference.

Mr. Lear made, and Mr. Toscani seconded, a motion to approve. Motion carried unanimously.

CONSIDERATION OF GRADUATE REENROLLMENT POLICY

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

WHEREAS: Thomas Edison State University drives retention efforts by encouraging graduate students to return to complete their degrees;

WHEREAS: Thomas Edison State University's established policies, graduate program criteria, and benchmarks are established to support student success en route to a Master's degree;

WHEREAS: Thomas Edison State University supports returning graduate students by evaluating their academic record and program for success;

WHEREAS: A returning graduate student may have an academic record that could prevent or put at risk successful degree completion;

WHEREAS: The Provost's Cabinet reviewed the proposed Graduate Student Reenrollment Policy requiring that at risk returning graduate students be evaluated by the dean or their designee of their assigned school in order to determine appropriate pathways towards degree completion, and recommended that the Graduate Student Reenrollment Policy be presented to the University Academic Council;

WHEREAS: The University Academic Council has reviewed the new Graduate Reenrollment Policy and has recommended the changes as presented to the Provost and President;

WHEREAS: The Academic Affairs Committee of the Board of Trustees has reviewed and concurred with the recommendation as presented; and now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby affirm the Graduate Student Reenrollment Policy as presented and incorporated herein by reference.

Mr. Toscani made, and Mr. Whittington seconded, a motion to approve. Motion carried unanimously.

CONSIDERATION OF PROPOSAL TO RENAME AND EXPAND THE W. CARY EDWARDS SCHOOL OF NURSING AND HEALTH PROFESSIONS

- WHEREAS:** The Board of Trustees of Thomas Edison State University has the authority and the responsibility for oversight of academic governance; and
- WHEREAS:** The development of a School of Nursing and Health Professions would benefit the University from a strategic and enhanced operational efficiency perspective;
- WHEREAS:** The development of the School will raise awareness of allied health programs outside of Thomas Edison State University and allow for program expansion as the market demands;
- WHEREAS:** The formation of a School of Nursing and Health Professions will allow for targeted support of students within the specific areas of allied health;
- WHEREAS:** The Provost and Vice President has the authority to recommend changes to the President regarding matters surrounding the organizational structure to the division of Academic Affairs;
- WHEREAS:** The President of the University recommends the proposal as presented; and
- WHEREAS:** The Academic Affairs Committee of the Board of Trustees has reviewed and concurred with the recommendation as presented; now therefore, be it
- RESOLVED:** That the Board of Trustees of Thomas Edison State University does hereby affirm the renaming and expansion of the W. Cary Edwards School of Nursing to the W. Cary Edwards School of Nursing and Health Professions as presented and incorporated herein by reference.

Mr. Medina made, and Mr. Toscani seconded, a motion to approve. Motion carried unanimously.

CONSIDERATION OF CANDIDATES FOR DEGREE

Dr. Alli presented the following resolution:

The Board of Trustees of Thomas Edison State University does hereby approve the awarding of the appropriate degrees to those March 12, 2021, 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. Maloney made, and Mr. Medina seconded, a motion to approve. Motion carried unanimously.

REPORT OF THE NOMINATION AND GOVERNANCE COMMITTEE

Dr. Alli introduced Mr. Medina to review the report of the nomination and governance committee. The report is attached.

CONSIDERATION OF A REVISION TO THE CHARTER FOR THE NOMINATIONS AND GOVERNANCE COMMITTEE

- WHEREAS:** P.L. 2009, Chapter 308, effective July 2010, mandates that State college boards of trustees establish certain committees; and
- WHEREAS:** The Thomas Edison State University Board of Trustees (“Board”) Nominations and Governance Committee (the “Committee”) was established to oversee matters directly affecting the governance of the University; and
- WHEREAS:** The Committee’s current responsibilities pursuant to its governing Charter entail: (1) overseeing matters directly affecting the governance of the institution, (2) periodically reviewing and updating board bylaws, (3) identifying and screening candidates for membership on the governing board, and (4) referring candidates to the governing board for the consideration of the board in making its recommendations to the Governor on potential new members; and
- WHEREAS:** The Committee wishes to amend its Charter, adding the following language to its purpose and responsibilities: facilitate presidential and board development and goal setting on an annual basis, the process for such is reviewed each year by the committee and maintained in board records; and
- WHEREAS:** The President and Committee members recommend that the Board approve amending the Committee Charter with the language stated above; now, therefore, be it
- RESOLVED:** That the Thomas Edison State University Board of Trustees does hereby approve the amendment to the Nominations and Governance Committee Charter as recommended by the President and the Nominations and Governance Committee members, and as reflected in the attached document.

Ms. Stockman made, and Dr. Alli seconded, a motion to approve. Motion carried unanimously.

CONSIDERATION OF CONTRACT RENEWALS

Dr. Alli presented the following resolution to approve contract renewals:

- 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. Maloney made, and Mr. Medina seconded, a motion to approve. Motion carried unanimously.

CONSIDERATION OF PERSONNEL ACTIONS

Dr. Alli presented the following resolution to approve the personnel actions:

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

WHEREAS: The President has made the employee-appointment recommendations as indicated on the lists attached and incorporated herein by reference; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby accept the President's recommendations and approves the appointment of employees as indicated on the lists attached and incorporated herein by reference.

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

NEW BUSINESS

No new business discussed

ADJOURNMENT

There being no further business, the meeting adjourned at 11:55 a.m.

Submitted by,



Merodie A. Hancock, PhD
Secretary of the Board

Approved by,



Dr. Kemi Alli
Chair