

Office of the President
(609) 984-1105
FAX: (609) 989-9321
gpruitt@tesc.edu

MINUTES
BOARD OF TRUSTEES MEETING
THOMAS EDISON STATE COLLEGE

June 3, 2011

MEMBERS PRESENT: J. Stanley Justice, Chair; George Pruitt; Fred Abbate; Richard Arndt; Ida Hammond; Brian Maloney; Marilyn Pearson; Eric Lear; Gualberto Medina; E. Harvey Myers; Stacy Slomko, Student; and Debra Schmelzer, Student

MEMBERS ABSENT: None

ALSO PRESENT: William Seaton, Vice President and Provost; Michael Scheiring, Vice President and Treasurer; Penelope Brouwer, Vice President for Planning and Research; John Thurber, Vice President for Public Affairs; Mary Ellen Caro, Vice President of Enrollment Management and Learner Services; Norma Blake, New Jersey State Librarian; Barbara Kleva, General Counsel; Terri Tallon-Hammill, Executive Assistant to the President; and Robin Walton, Director of Government Affairs.

Reverend Justice officially called the public meeting to order at 2:00 p.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

The Minutes of the March 4, 2011, meeting were presented by Reverend Justice for approval and adoption.

Mr. Arndt made, and Mr. Lear seconded a motion to accept the minutes. The motion carried unanimously.

PRESIDENT'S REPORT

Dr. Pruitt welcomed Board members and meeting attendees. He briefed the board on the current situation with the state budget, the federal stimulus, and other issues affecting funding for higher education. He discussed the need to assume continued reductions in funding and

plan to insulate ourselves from the budget crisis as much as possible. There was general discussion regarding the final stages of the state budget.

Dr. Pruitt advised Board members of a host of new legislative actions that have been introduced and their relevance to our operations.

Dr. Pruitt also advised Board members of litigation with Edison State College, which was once Edison Community College. He explained that Edison Community College became a baccalaureate institution and is pursuing the use of our trademark. Rather than come to an agreement with us to share the name, they are seeking legal action.

Dr. Pruitt indicated that the College will end the year with a slight financial margin. He further explained that within the next fiscal year spending patterns will be managed in a disciplined and controlled way to build back financial resources.

REPORT OF THE ADMINISTRATION, AUDIT AND FINANCE COMMITTEE

Minutes for the May 17, 2011 meeting were presented and approved by a unanimous vote of the Administration, Audit and Finance Committee. Committee Chair, Eric Lear, discussed in detail the third quarter financial results. In addition, Mr. Lear expanded on Dr. Pruitt's discussion regarding the reduction of state funding prior to introduction of the resolutions that were presented.

CONSIDERATION OF BID WAIVERS

Reverend Justice introduced the Bid Waiver resolution.

WHEREAS: The "State College Contracts Law," Chapter 64 of Title 18A of the New Jersey Statutes requires that any purchase exceeding \$30,100 must be publicly advertised for sealed bids in the local newspapers; and

WHEREAS: Section 5a of the additional article to Chapter 64 Title 18A of the New Jersey Statutes states that the College may waive the bidding procedures by resolution of the Board of Trustees of the College; and

WHEREAS: The purchasing policies of Thomas Edison State College approved by the Board of Trustees on October 10, 1986, provide for the granting of categorical prior approval and post reporting to the Board of such purchases; and

WHEREAS: Background information on each bid waiver will always be provided in one attached document entitled "Bid Waiver Request;" and

WHEREAS: The College is requesting bid waivers to do the following:

- continue to use the services of its advertising agency, Sigma Group, for the College's advertising, at an approximate cost of \$600,000;
- identify a vendor to perform its search engine marketing services at an approximate cost of \$100,000;
- use the services of a consultant to provide search engine optimization services at a cost not to exceed \$36,000;
- hold the 2011 National Institute on the Assessment of Experiential Learning from June 15-17, 2011 at Caesars in Atlantic City, at an approximate cost of \$50,000;
- acquire a customer relationship manager (CRM) application for the purpose of providing a state-of-the-art application infrastructure at an estimated cost of \$200,000;
- use the services of Auto-Graphics, Inc. to provide a virtual Web-based catalog system, allowing the State Library to offer the statewide interlibrary JerseyCat loan service, at a cost of approximately \$286,000;
- use OCLC, a worldwide library technology cooperative, for cataloging materials purchased for the State Library's collection, at an approximate cost of \$65,000;
- purchase statewide database licenses from EBSCO Publishing and ReferenceUSA, at an approximate cost of \$2,416,000;
- maintain and support the centralized New Jersey Connect statewide technology system at an approximate cost of \$700,000;
- continue the Consortium of User Libraries software maintenance for the Talking Book & Braille Center (TBBC) at an approximate cost of \$32,000;
- provide increased broadband access, equipment, databases/content, training and materials at an approximate cost of \$2,000,000, using federal and Gates Foundation grant funding;
- engage the services of MWW Group to develop a marketing plan for the State Library, at an approximate cost of \$48,000;
- purchase adaptive equipment for visually impaired clients served by the TBBC at an approximate cost of \$35,000;
- finance through EFA the replacement of the current shelving system on Level 1 of the State Library at a cost of approximately \$528,000;
- purchase webinar software for the State Library at an approximate cost of \$35,000; and

in accord with the explanation and description of each project as set out in the attached "Bid Waiver Request"; now, therefore, be it

RESOLVED: That the Board of Trustees does hereby authorize bid waivers for the College and its affiliate, the New Jersey State Library, to do the following: continue to use the

services of its advertising agency, Sigma Group, for the College's advertising, at an approximate cost of \$600,000; identify a vendor to perform its search engine marketing services at an approximate cost of \$100,000; use the services of a consultant to provide search engine optimization services at a cost not to exceed \$36,000; hold the 2011 National Institute on the Assessment of Experiential Learning from June 15-17, 2011 at Caesars in Atlantic City, at an approximate cost of \$50,000; acquire a CRM application for the purpose of providing a state-of-the-art application infrastructure at an estimated cost of \$200,000; use the services of Auto-Graphics, Inc. to provide a virtual Web-based catalog system, allowing the State Library to offer the statewide interlibrary JerseyCat loan service, at a cost of approximately \$286,000; use OCLC, a worldwide library technology cooperative, for cataloging materials purchased for the State Library's collection, at an approximate cost of \$65,000; purchase statewide database licenses from EBSCO Publishing and ReferenceUSA, at an approximate cost of \$2,416,000; maintain and support the centralized New Jersey Connect statewide technology system at an approximate cost of \$700,000; continue the Consortium of User Libraries software maintenance for the Talking Book & Braille Center (TBBC) at an approximate cost of \$32,000; provide increased broadband access, equipment, databases/content, training and materials at an approximate cost of \$2,000,000, using federal and Gates Foundation grant funding; engage the services of MWW Group to develop a marketing plan for the State Library, at an approximate cost of \$48,000; purchase adaptive equipment for visually impaired clients served by the TBBC at an approximate cost of \$35,000; finance through EFA the replacement of the current shelving system on Level 1 of the State Library at a cost of approximately \$528,000; purchase webinar software for the State Library at an approximate cost of \$35,000.

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

CONSIDERATION OF NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY

Reverend Justice introduced the following resolution.

WHEREAS: The Board of Trustees of Thomas Edison State College (the "College") desires to replace the current movable shelving system on Level 1 of the State Library, and to acquire and install certain equipment and technology hardware to support the College's continued enrollment growth; and

WHEREAS: The College has determined that the Project will benefit the College and the State Library, and assist in serving the ongoing needs of its students and the operation of the College; and

WHEREAS: The Board of Trustees of the College desires to approve an amount necessary to finance the Project, in an amount not to exceed nine hundred forty-eight thousand dollars (\$948,000); and

WHEREAS: The College has further determined that the financing of the Project and the related costs of issuance should be accomplished by a tax-exempt lease financing (the "Financing") through the New Jersey Educational Facilities Authority (the "Authority") pursuant to a Master Equipment Lease and Sublease Agreement (the "Agreement") and any other documents considered necessary to effectuate the Financing (the "Other Financing Documents") and desires to authorize certain officers to the College to take all action necessary to accomplish the Financing of the Project and the related costs of issuance; now, therefore be it

RESOLVED: That the Board of Trustees hereby approves the Project as presented and the Financing of the Project through the Authority in an amount not to exceed nine hundred forty-eight thousand dollars (\$948,000) (including financing costs); the Board of Trustees approves the College's submission to the New Jersey State Legislature for the financing of a non-revenue producing project; the Board of Trustees authorizes any of the authorized officers, as defined herein, to finalize the structure and details of the Financing that will be considered the most advantageous structure to fit within the means of the budget of the College; in order to finance the Project and the related costs of issuance, the Board of Trustees hereby authorizes the entering into of the Agreement and Other Financing Documents to guarantee repayment of the tax-exempt lease funds borrowed through the Authority to finance the Project and the related costs of issuance; the Agreement, in substantially the form to be provided, with such changes, omissions, insertions, and revisions as shall be approved by the Authority and the hereinafter Authorized Officers of the College are hereby approved. The President and the Vice President of Administration and Finance (the "Authorized Officers") are hereby authorized and directed to approve, execute, and deliver the Agreement and all Other Financing Documents in the name of and on behalf of the Board of Trustees of the College, in as many counterparts as may be necessary, and to affix or impress the official seal of the College thereon and to attest the same. Such execution and attestation to be conclusive evidence of the approval of the form and content of such Agreement and the Other Financing Documents necessary to effectuate the Project, the Financing of the Project, and related costs of issuance by the Authority. The Authorized Officers are further authorized and directed to do and perform such other acts and to take such other actions as may be necessary or required, or which the Authority may deem to be appropriate to implement the purposes of

this resolution to consummate the Project and the financing of the Project and the costs related thereto. All resolutions, orders, and other actions of the Board of Trustees of the College in conflict with the provisions of this Resolution to the extent of such conflict are hereby superseded, repealed, or revoked; and this Resolution shall take effect immediately.

Ms. Hammond made, and Mr. Myers seconded a motion to adopt the resolution. The motion carried unanimously.

CONSIDERATION OF FEE INCREASE

Mr. Lear introduced the proposed schedule for tuition and fee increases. A discussion ensued regarding the extensive review of business practices and enrollment projections that led to the new fee structure. Reverend Justice presented the following resolution for adoption.

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 College on May 17, 2011, 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 immediately, as indicated on the schedule provided; and

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

RESOLVED: That the Board of Trustees of Thomas Edison State College does hereby approve the proposed schedule of tuition and fees as recommended and incorporated herein as referenced, effective July 1, 2011.

Ms. Hammond made, and Mr. Arndt seconded a motion to adopt the resolution. The motion carried unanimously.

REPORT OF THE ACADEMIC AFFAIRS COMMITTEE

Mr. Abbate provided a summary of the Academic Affairs meeting held on May 25, 2011. Minutes of the meeting were approved unanimously by members of the committee. Mr. Abbate followed by opening a discussion regarding the Heavin School of Arts and Sciences Degree Review, which was undertaken as a quality assurance measure.

CONSIDERATION OF CANDIDATES FOR DEGREE

Reverend Justice presented the resolution for Candidates for Degree. Mr. Abbate mentioned that the list of candidates presented was the largest cohort for a June graduation in the history of the College.

The Board of Trustees of Thomas Edison State College does hereby approve the awarding of the appropriate degrees to those June 3, 2011 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 the relevant degree requirements as recommended by the Academic Council and as established by the Board of Trustees.

Mr. Abbate moved, and Mr. Arndt seconded a motion to adopt the resolution. The motion carried unanimously.

CONSIDERATION OF HONORARY DEGREE RECIPIENT, JOHN MCGOLDRICK

Mr. Abbate presented the name of John McGoldrick and recommended he be considered to receive the honorary degree of Doctor of Humane Letters at the October 15, 2011 commencement ceremony. Dr. Pruitt provided a broad background summary of Mr. McGoldrick. The following resolution was presented:

WHEREAS: John L. McGoldrick, is a distinguished leader currently serving as Chairman of the Board of Directors for the NYSE-listed world wide leader in orthopedic reconstruction products Zimmer Holdings, Inc., is special advisor to the International AIDS Vaccine Initiative (IAVI), has previously served as Executive Vice President of the Bristol-Myers Squibb Company; and has served as director or trustee of various public and private boards; and

WHEREAS: He is an elected member of the American Law Institute, a Fellow of the American College of Trial Lawyers, a Fellow of the American Bar Association, a Fellow of the American Academy of Appellate Lawyers, a member of the Association of General Counsel, the Council of Chief Legal Officers, a member of the Executive Committee of the CPR Institute for Dispute Resolution, and serves as President of the Association of the Federal Bar of New Jersey; and

WHEREAS: As a graduate of Harvard and the Harvard Law School, and in keeping with the best spirit of what Thomas Edison State College stands for, he has maintained a life long interest in education, law, and public health; therefore, now be it

RESOLVED: That the Board of Trustees of Thomas Edison State College, upon the recommendation of the President does hereby award John McGoldrick the degree of Doctor of Humane Letters, *honoris causa*; and be it further

RESOLVED: That said degree be conferred upon him at the College's Commencement Ceremony, to be held on October 15, 2011.

Mr. Abbate moved, and Mr. Arndt seconded a motion to adopt the resolution. The motion carried unanimously.

CONSIDERATION OF HONORARY DEGREE RECIPIENT, IDA HAMMOND

Mr. Abbate presented the name of Ida Hammond and recommended she be considered to receive the honorary degree of Doctor of Humane Letters at the October 15, 2011 commencement ceremony. Dr. Pruitt provided a broad background summary of Ms. Hammond. The following resolution was presented:

WHEREAS: Ida Hammond has served with distinction on the Thomas Edison State College Board of Trustees since 1995; and

WHEREAS: She has announced her intention to step down from the Board of Trustees after long and distinguished service; and

WHEREAS: She has been a tireless advocate for higher education for adults throughout the State of New Jersey both professionally and as a volunteer tutor in the Adult Literacy Program for the Volunteers of America, the Literacy Tutorial Program for the Department of Education, and served on the Thomas Edison State College Alumni Association, the College's Academic Council, and the Institutional Self-Study Task Force; and

WHEREAS: She has been a most dedicated member of the Board of Trustees, serving as its Chair from 2004 to 2006 and as a member of the Academic Affairs Committee for many years, as well; and

WHEREAS: Her many years of conscientious work and wise counsel on behalf of the Board of Trustees are worthy of the highest recognition Thomas Edison State College can bestow now; therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State College, upon the recommendation of the President, does hereby award Ida Hammond the degree of Doctor of Humane Letters, *honoris causa*; and be it further

RESOLVED: That said degree be conferred upon her at the College's Commencement Ceremony, to be held on October 15, 2011.

Mr. Abbate moved, and Mr. Arndt seconded a motion to adopt the resolution. The motion carried unanimously.

REPORT OF THE NOMINATIONS AND GOVERNANCE COMMITTEE

Ms. Pearson asked for approval of the Nominations and Governance Committee minutes for May 25, 2011. The minutes were approved unanimously. She summarized the action taken by Committee members regarding the designation of emeriti, in addition to the criteria for receiving emeriti status, and presented the resolutions for consideration.

CONSIDERATION OF EMERITI DESIGNATION

Reverend Justice introduced the following resolution:

- WHEREAS:** Conferral of emeritus/emerita status is an honor that may be granted to a Board of Trustee member upon retirement of service to a College; and
- WHEREAS:** The Board of Trustees wishes to establish this honorary designation at Thomas Edison State College, in order to recognize Board members who have made extraordinary and significant contributions to the College; and
- WHEREAS:** The Board of Trustees wishes to set up the following criteria for conferral of this honor as follows: service of a minimum of 14 years; service in a leadership position for a period of time; achievement of a record of distinction by being instrumental in developing the Board's vision, strategic directions and policies; and
- WHEREAS:** The Board of Trustees intends to make decisions on conferring the designation of Trustee Emeritus/Emerita on an individual basis; now, therefore be it
- RESOLVED:** That the Board of Trustees of Thomas Edison State College hereby establishes the honorary status of Trustee Emeritus/Emerita in recognition of a past Board member's dedicated service. Conferral of the honor will be made by Board Resolution, upon fulfillment of the criteria as stated above and recommendation of the Nominating and Governance Committee.

Mr. Arndt made, and Mr. Lear seconded a motion to adopt the resolution. The motion carried unanimously.

CONSIDERATION OF RECIPIENT FOR EMERITA STATUS, ELEANOR SPIEGEL

Reverend Justice introduced the following resolution:

- WHEREAS:** Conferral of emeritus/emerita status is an honor that may be granted by the Board of Trustees upon retirement of service to the College; and
- WHEREAS:** The Board of Trustees is grateful for the past service and numerous contributions of Eleanor Spiegel and chooses to recognize her extraordinary and significant contributions to the College; and

WHEREAS: The Board of Trustees may confer emerita status to a Board member who has served a minimum of 14 years, served in a leadership position of the Board, and who has achieved a record of distinction by being instrumental in developing the Board's vision, strategic directions and policies; and

WHEREAS: The Board of Trustees has determined, upon the recommendation of the President, that Eleanor Spiegel deserves this honor; now, therefore be it

RESOLVED: That the Board of Trustees of Thomas Edison State College upon recommendation of the Nominations and Governance Committee, confers upon Eleanor Spiegel the honorary status of Trustee Emerita in recognition of her dedicated service to the College.

CONSIDERATION OF RECIPIENT FOR EMERITI STATUS, GEORGE FRICKE

WHEREAS: Conferral of emeritus/emerita status is an honor that may be granted by the Board of Trustees upon retirement of service to the College; and

WHEREAS: The Board of Trustees is grateful for the past service and numerous contributions of George Fricke and chooses to recognize his extraordinary and significant contributions to the College; and

WHEREAS: The Board of Trustees may confer emeritus status to a Board member who has served a minimum of 14 years, served in a leadership position of the Board, and who has achieved a record of distinction by being instrumental in developing the Board's vision, strategic directions and policies; and

WHEREAS: The Board of Trustees has determined, upon the recommendation of the President, that George Fricke deserves this honor; now, therefore be it

RESOLVED: That the Board of Trustees of Thomas Edison State College upon recommendation of the Nominations and Governance Committee confers upon George Fricke the honorary status of Trustee Emeritus in recognition of his dedicated service to the College.

CONSIDERATION OF RECIPIENT FOR EMERITI STATUS, GEORGE HANFORD

WHEREAS: Conferral of emeritus/emerita status is an honor that may be granted by the Board of Trustees upon retirement of service to the College; and

WHEREAS: The Board of Trustees is grateful for the past service and numerous contributions of George Hanford and chooses to recognize his extraordinary and significant contributions to the College; and

WHEREAS: The Board of Trustees; may confer emeritus status to a Board member who has served a minimum of 14 years, served in a leadership position of the Board, and who has achieved a record of distinction by being instrumental in developing the Board's vision, strategic directions and policies; and

WHEREAS: The Board of Trustees has determined, upon the recommendation of the President, that George Hanford deserves this honor; now, therefore be it

RESOLVED: That the Board of Trustees of Thomas Edison State College upon recommendation of the Nominations and Governance Committee, confers upon George Hanford the honorary status of Trustee Emeritus in recognition of his dedicated service to the College.

CONSIDERATION OF RECIPIENT FOR EMERITA STATUS, IDA HAMMOND

WHEREAS: Conferral of emeritus/emerita status is an honor that may be granted by the Board of Trustees upon retirement of service to the College; and

WHEREAS: The Board of Trustees is grateful for the past service and numerous contributions of Ida Hammond and chooses to recognize her extraordinary and significant contributions to the College; and

WHEREAS: The Board of Trustees may confer emerita status to a Board member who has served a minimum of 14 years, served in a leadership position of the Board, and who has achieved a record of distinction by being instrumental in developing the Board's vision, strategic directions and policies; and

WHEREAS: The Board of Trustees has determined, upon the recommendation of the President, that Ida Hammond deserves this honor; now, therefore be it

RESOLVED: That the Board of Trustees of Thomas Edison State College upon recommendation of the Nominations and Governance Committee, confers upon Ida Hammond the honorary status of Trustee Emerita in recognition of her dedicated service to the College.

CONSIDERATION OF RECIPIENT FOR EMERITI STATUS, NICHOLAS CARNEVALE

WHEREAS: Conferral of emeritus/emerita status is an honor that may be granted by the Board of Trustees upon retirement of service to the College; and

WHEREAS: The Board of Trustees is grateful for the past service and numerous contributions of Nicholas Carnevale and chooses to recognize his extraordinary and significant contributions to the College; and

WHEREAS: The Board of Trustees may confer emeritus status to a Board member who has served a minimum of 14 years, served in a leadership position of the Board, and who has achieved a record of distinction by being instrumental in developing the Board's vision, strategic directions and policies; and

WHEREAS: The Board of Trustees has determined, upon the recommendation of the President, that Nicholas Carnevale deserves this honor; now, therefore be it

RESOLVED: That the Board of Trustees of Thomas Edison State College upon recommendation of the Nominations and Governance Committee, confers upon Nicholas Carnevale the honorary status of Trustee Emeritus in recognition of his dedicated service to the College.

Mr. Arndt made, and Ms. Pearson seconded a motion to adopt the resolutions. The motion carried unanimously.

CONSIDERATION OF CONTRACT RENEWALS

Reverend Justice introduced the following resolution for contract renewals:

The Board of Trustees of Thomas Edison State College does hereby approve the contract recommendations as indicated on the lists provided and incorporated herein by reference.

The action taken herein is pursuant to an evaluation of each employee's work performance and the recommendation of the President.

Mr. Abbate moved, and Ms. Pearson seconded a motion to adopt the resolution. The motion carried unanimously.

CONSIDERATION OF PERSONNEL ACTIONS

Reverend Justice presented the following resolution for adoption:

The Board of Trustees of Thomas Edison State College does hereby approve all appointments as indicated on the lists provided and incorporated herein by reference.

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

Mr. Arndt made, and Mr. Abbate seconded a motion to adopt the resolution. The motion carried unanimously.

NEW BUSINESS

A final resolution was read by the Board Chair regarding the expiration of term of service for Board member, Stacey Slomko. Ms. Slomko thanked Board members for their

dedication to all of the students at Thomas Edison State College. She thanked the Members for their hard work and commitment to a quality education.

CONSIDERATION OF FY 2012 MEETING DATES

Reverend Justice asked for a motion to adopt the schedule of meeting dates for FY 2012.

The Board of Trustees of Thomas Edison State College does hereby approve the following meeting dates for FY 2011:

September 9, 2011	-	10:00 a.m.
December 16, 2011	-	10:00 a.m.
March 2, 2012	-	10:00 a.m.
June 8, 2012	-	2:00 p.m.

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

Ms. Pearson made, and Mr. Lear seconded a motion to adopt the Board of Trustees FY 2012 meeting dates. The motion carried unanimously.

ADJOURNMENT

There being no further business to discuss, Reverend Justice asked for a motion to adjourn.

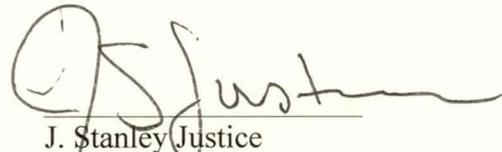
Mr. Lear made, and Mr. Maloney seconded a motion to adjourn. The motion carried unanimously. The meeting was adjourned at 3:45 p.m.

Submitted by,



George A. Pruitt
Secretary to the Board

Approved by,


J. Stanley Justice
Chairman