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MINUTES
BOARD OF TRUSTEES MEETING
THOMAS EDISON STATE COLLEGE

December 13, 2013

MEMBERS PRESENT: Gualberto Medina, Chairman; Brian Maloney, Vice Chairman; George A. Pruitt; J. Stanley Justice; E. Harvey Myers; Frances Parrales (student trustee); Marilyn Pearson (via teleconference); and Eric R. Lear (via teleconference).

MEMBERS ABSENT: Fred Abbate; Richard Arndt; Ida Hammond; and Valerie Sampson (student trustee).

ALSO PRESENT: William Seaton, Vice President and Provost; John Thurber, Vice President for Public Affairs; Dennis Devery, Vice President for Planning and Research; Mary Ellen Caro, Vice President for Enrollment Management and Learner Services; Robin Walton, Vice President for Community and Government Affairs; Christopher Stringer, Vice President of Administration and Finance; Mary Chute, State Librarian; Barbara Kleva, General Counsel; Linda Meehan, Chief of Staff; and Esther H. Paist, Secretary to the Board of Trustees.

Mr. Medina officially called the public meeting to order at 10:15 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

The Minutes of September 13, 2013, were presented by Mr. Medina for approval and adoption. Reverend Justice made, and Mr. Maloney seconded, a motion to accept the resolution. The motion carried unanimously.

PRESIDENT'S REPORT

Dr. Pruitt reported that much has happened since September. The College had a successful Commencement and a festive Gala, where the Spirit of Edison award winners were John

and Eileen Martinson and Ernest Wooden. It appears that, now, all members of the Wooden family are current students or alumni.

In describing other developments since September, Dr. Pruitt explained that the recent elections in the State of New Jersey have resulted in no changes except for the speaker of the house, the Glen Cairn Arms has now been demolished, and work is starting on preparation of the NJBIA building for use by our Center for Learning and Technology (CLT). We have also acquired and hung the N. C. Wyeth painting of George Washington entering Trenton, which we have on long-term loan from Wells Fargo Bank; the bank assumed all expenses involved with moving the painting and insuring it. In addition, John Martinson has given the College his extensive collection of Edison memorabilia. An architect will advise us on the best way to create a permanent display of the collection. The Martinson family has also made a very generous gift to support the work of the CLT.

Dr. Pruitt also commented on the statistics concerning risk assessment described at the September 2013 meeting. That assessment cited the increasing demands for compliance posed by federal regulations connected with the reauthorization of the Higher Education Act. However, Dr. Pruitt is now serving on the Commission on Higher Education Accreditation (CHEA) board, and he is also the chairperson of the Middle States board of commissioners. These posts, as well as his involvement with COREC, are important in that they allow him to participate in the national discussion about quality assurance and will place the College in a position to influence decisions relative to the reauthorization of the Higher Education Act. Mr. Medina commented that this is indeed a great honor and recognizes Dr. Pruitt's wisdom and the reputation of the College. The Board expressed its support of Dr. Pruitt's work in this regard.

Mr. Stringer presented information on the quarterly financials, noting that the College is at more than 100% percent of goal in total revenue. Our revolving accounts are in very good shape. Our contract revenues will be affected by the federal sequestration in the next quarter, but at the moment, we are ahead. Our expenses are 29% ahead of last year, largely due to increases in what we must pay out for fringe benefits. The College also has had increases in expenses for student services and mentors, due to increased enrollments. However, we currently have \$4.4m in surplus.

Ms. Caro reported that our enrollments continue to be strong and that our enrollment management plan is yielding good results in that we are enrolling more high-margin student types. Mr. Medina asked about the College's work with incarcerated students, including those in military brigades. Ms. Caro responded, saying that we have increasing numbers of incarcerated students now. Students' families pay the tuition, and we make accommodations for those who do not have access to the Internet. We have staff dedicated to working with penal institutions. Dr. Pruitt clarified the difference between contract students (e.g., those coming to us from the military and UPS) and traditional students. UPS tuition is at 128% of plan, and UPS is one of our most important contract partners. However, since contract relationships can be volatile,

exposed as they are to shifting economic and regulatory forces, we must also carefully manage our traditional enrollments, which comprise our core.

Mr. Seaton explained that not only did we have increased course enrollments during the past quarter but we also did this while making a transition to an entirely new Moodle Learning Management System. As a result of adopting the new system, the College must adapt all of our courses to new media delivery systems, and the Martinson grant will assist with this. Integration of course delivery with social media and addition of "smart interaction" software are both essential, and we are successfully doing this. Our new system has been up and running for several months. Mr. Seaton also explained that ABET made a site visit regarding accrediting our Electronic Engineering degree program and expressed concern that we did not have students who completed lab courses as degree requirements. We do have students who have completed these courses now, and the ABET team will return and reconsider accrediting the program. In other accreditation news, Mr. Seaton reported that CCNE accreditors have unanimously recommended that our Nursing programs be reaccredited. The CCNE site-visit team had no recommendations for improvement; this is unusual and reflects very well on the College's School of Nursing.

In closing comments, Dr. Pruitt mentioned that the Foundation will provide a \$185,000 grant to support development of a master's degree in Information Technology. He also mentioned that we now have closed on the purchase of a new parking lot with dedicated spaces for visitors and for all Board of Trustee members.

REPORT OF THE ADMINISTRATION, AUDIT, AND FINANCE COMMITTEE

Mr. Maloney reported that the committee made a close examination of the outside audit, finding that that college is financially strong and trending upward in revenue. He also commented on audit findings concerning the IRS and vendor and student reporting: our records had some mismatches of SSNs with IRS information. Mr. Stringer commented that we have sent the IRS a letter on this and that we have made changes to respond to this. He also commented that the United States Department of Education (USDOE) requested the College reimburse the federal government for financial aid over-awards that were noted in the fiscal year 2012 A-133 audit performed by KPMG. The over-awards were due to a one year "Making Work Pay" tax credit that was not included in student's award calculations. The College has reimbursed the \$30,000 over award for this and the committee agreed that the finding did not rise to the level of being material.

CONSIDERATION OF BID WAIVERS

Mr. Maloney 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 College, after public advertising, for bids for contracts in excess of \$32,100; 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 College by resolution of its Board of Trustees without public advertising for bids; and

WHEREAS: The Board of Trustees approved the Thomas Edison State College Purchasing and Contracting Policy, governing purchases and contracts for the College and Library, on December 14, 2012; and

WHEREAS: Background information on each bid waiver is provided in the attached document entitled "Bid Waiver Request"; and

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

- use the services of certain mentors and course-construction consultants for the College's undergraduate and graduate programs and courses offered through the various Schools, at a cost not to exceed \$100,000 for FY 2014;
- use the services of Oxford Communications in FY 2014 for planning, production, media placements, agency account, and creative services, at a cost not to exceed \$250,000;
- continue with digital advertising and search engine marketing efforts for an additional cost of \$50,000 in FY 2014;
- purchase additional statewide database licenses for the State Library for FY 2014, at a cost not to exceed \$286,345;
- use RFIDTraxx, LLC to procure equipment and radio frequency ID (RFID) tags and customize software programming for audiobooks and mailers for the Talking Book & Braille Center, at a cost not to exceed \$46,875;
- use the services of Conservation Center for Art and Historic Artifacts (CCAHA) to focus attention on urgent collections-care needs in New Jersey through educational programs and training, at a cost not to exceed \$191,350 for FY 2014;
- contract with Kaltura to provide a comprehensive video management and repository system for a period of two years, December 2013 through December 2015, at a cost not to exceed \$75,000;
- acquire an integrated payment plan application from Touchnet that will integrate with the College's student information system (Colleague) for a period of three years, December 2013 through December 2016, at a cost not to exceed \$150,000;
- use Ellucian to provide on-going consultation services to support various projects throughout the College for a period of one year, December 2013 through December 2014, at a cost not to exceed \$100,000;
- support projects that expand usage of the College's Enterprise Content Management System (On-Base) for a period of one year, December 2013 through December 2014, at a cost not to exceed \$200,000;

- use products supplied by Blackboard, including BBLearn, Moodlerooms, BBAntalytics, and maintenance and consulting services, to support the College's LMS applications for a period of one year, December 2013 through December 2014, at a cost not to exceed \$250,000;
- use the services of Blackbaud, Inc., for the College's alumni and donor database system, a cost not to exceed \$60,000;
- use the services of Camoin Associates to develop an urban-focused policy strategy to address the region's high unemployment, high numbers of unskilled workers, lagging new business development, aging infrastructure, and local economic disaster resiliency plans, at a cost not to exceed \$110,000;
- use the services of Workforce Solutions of America to develop a multifaceted Continuing Education program with distinct target markets and revenue streams, at a cost not to exceed \$60,000; and
- use MWW Group to tailor a program specific to the College that will maximize our impact on higher education issues and initiatives on the federal level, at a cost not to exceed \$100,000

in accordance 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: use the services of certain mentors and course-construction consultants for the College's undergraduate and graduate programs and courses offered through the various Schools, at a cost not to exceed \$100,000 for FY 2014; use the services of Oxford Communications in FY 2014 for planning, production, media placements, agency account, and creative services, at a cost not to exceed \$250,000; continue with digital advertising and search engine marketing efforts for an additional cost of \$50,000 in FY 2014; purchase additional statewide database licenses for the State Library for FY 2014, at a cost not to exceed \$286,345; use RFIDTraxx, LLC to procure equipment and radio frequency ID (RFID) tags and customize software programming for audiobooks and mailers for the Talking Book & Braille Center, at a cost not to exceed \$46,875; use the services of Conservation Center for Art and Historic Artifacts (CCAHA) to focus attention on urgent collections-care needs in New Jersey through educational programs and training, at a cost not to exceed \$191,350 for FY 2014; contract with Kaltura to provide a comprehensive video management and repository system for a period of two years, December 2013 through December 2015, at a cost not to exceed \$75,000; acquire an integrated payment plan application from Touchnet that will integrate with the College's student information system (Colleague) for a period of three years, December 2013 through December 2016, at a cost not to exceed \$150,000; use Ellucian to provide on-going consultation services to support various projects throughout

the College for a period of one year, December 2013 through December 2014, at a cost not to exceed \$100,000; support projects that expand usage of the College's Enterprise Content Management System (On-Base) for a period of one year, December 2013 through December 2014, at a cost not to exceed \$200,000; use products supplied by Blackboard including BBLearn, Moodlerooms, BBAntalytics, maintenance and consulting services, to support the College's LMS applications for a period of one year, December 2013 through December 2014, at a cost not to exceed \$250,000; use the services of Blackbaud, Inc., for the College's alumni and donor database system, a cost not to exceed \$60,000; use the services of Camoin Associates to develop an urban-focused policy strategy to address the region's high unemployment, high numbers of unskilled workers, lagging new business development, aging infrastructure, and local economic disaster resiliency plans, at a cost not to exceed \$110,000; use the services of Workforce Solutions of America to develop a multifaceted Continuing Education program with distinct target markets and revenue streams, at a cost not to exceed \$60,000; and use MWW Group to tailor a program specific to the College that will maximize our impact on higher education issues and initiatives on the federal level, at a cost not to exceed \$100,000.

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

CONSIDERATION OF THE COLLEGE'S INVESTMENT POLICY

Mr. Maloney presented the following resolution:

- WHEREAS:** The College's Investment Policy has been revised to strengthen the prudent stewardship and oversight of the College's financial assets; and
- WHEREAS:** Updating the Policy with the proposed changes will increase management's ability to maximize investment earnings while minimizing risk; now, therefore, be it
- RESOLVED:** That the Board of Trustees of Thomas Edison State College does hereby adopt the Thomas Edison State College Investment Policy, as set forth in the attached document.

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

CONSIDERATION OF COLLEGE'S FIXED ASSET POLICY

Mr. Maloney presented the following resolution:

WHEREAS: The College's Fixed Asset Policy has been revised for improved efficiency and clarity; and

WHEREAS: Updating the Policy with the proposed changes will increase productivity and reduce paperwork requirements; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State College does hereby adopt the Thomas Edison State College Fixed Asset Policy, as set forth in the attached document.

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

CONSIDERATION OF PUBLIC BID THRESHOLD

Mr. Maloney presented the following resolution:

WHEREAS: The Board of Trustees has previously passed resolutions that increase the bid threshold for College procurements; and

WHEREAS: A section of the State College Contracts Law, N.J.S.A. 18A:64-54(b), provides for automatic adjustment of the bid threshold for State College procurement, upon the Governor's approval; and

WHEREAS: A Board action is not required once the Governor establishes the threshold adjustment; now, therefore, be it

RESOLVED: That the Board of Trustees hereby discontinues its practice of confirming an increase in the College bid threshold, and acknowledges that the bid threshold will be adjusted by operation of the law.

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

CONSIDERATION OF COLLEGE'S REIMBURSEMENT AUTHORIZATION

Mr. Maloney presented the following resolution:

WHEREAS: On March 1, 2013, the Board of Trustees approved the undertaking, implementation, and financing of the Nursing Education Center, in accordance with the Building Our Future Bond Act ("Go Bond Act"), and authorized the College's submission of an application for Go Bond funding and the fulfillment of all conditions for such Project funding; and

WHEREAS: On the same date the Board approved the undertaking, implementation and financing of the Center of Learning and Technology and renovations to the Kelsey and Townhouse complex, in accordance with the Capital Improvement Fund Act ("CIF"), and authorized the College's submission of applications for CIF funding and the fulfillment of all conditions for funding of those Projects; and

WHEREAS: On March 1, 2013, the Board also approved the undertaking, implementation, and financing of the acquisition of simulation laboratory equipment in accordance with the Higher Education Equipment Leasing Fund Act ("ELF"), and authorized the College's submission of an application for ELF funding and the fulfillment of all conditions for such Project funding; and

WHEREAS: New Jersey Educational Facilities Authority and the 2014 Higher Education Capital Facilities Programs Due Diligence process requires a Board declaration of the College's official intent that the College reasonably expects and intends to reimburse expenditures for costs of these funded Projects paid prior to issuance of Tax-Exempt Bonds or other tax-exempt debt issued to fund these Projects; now, therefore, be it

RESOLVED by the Thomas Edison State College Board of Trustees as follows:

1. The Vice President for Administration and Finance or his designee ("authorized officer") is hereby authorized and directed to approve, execute, and deliver any and all agreements necessary to undertake, implement, and finance the Projects referenced above, and any and all other financing documents and instruments in the form approved by the authorized officer executing the same in the name of and on behalf of the College, in as many counterparts as may be necessary, and to attest the same and such execution and attestation will be conclusive evidence of the approval of the form and content of such agreements and other documents and instruments necessary to undertake, implement and finance the Projects and to pay Financing Costs including through the financing thereof. The authorized officer is 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 may be deemed to be appropriate to implement the purposes of this resolution to undertake, implement and finance the Projects and Financing Costs and the payment and/or repayment thereof.
2. This Resolution is a declaration of the official intent of the College that the College reasonably expects and intends to reimburse expenditures for costs of the Projects paid prior to issuance of Tax-Exempt Bonds or other tax-exempt debt issued to fund the Projects in accordance with Treasury Regula-

tion Section 1.150-2 and that the maximum principal amount of the Tax-Exempt Debt expected to be issued to finance costs of the Projects including amounts to be used to reimburse expenditures for such costs paid prior to the issuance of the such Tax-Exempt Debt is \$16,621,000 (including Financing costs).

I hereby certify that the Thomas Edison State College Board of Trustees adopted this Resolution on December 13, 2013.

George A. Pruitt
President
Secretary of the Thomas Edison State
College Board of Trustees

Dated

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

REPORT OF THE ACADEMIC AFFAIRS COMMITTEE

Reverend Justice reported that the committee met briefly via teleconference to consider the proposed change to title of joint degrees on November 13, 2013. The main topic discussed was a proposed change to titles of joint degree programs that the College had created with UMDNJ. Statute requires that the Board approve changes in the titles of degree programs, since enrollment in such degrees is reported by degree-name to the federal government. Now that Rutgers has taken over UMDNJ, they wish to change the names of joint degree programs that the College had developed with UMDNJ. Nothing has changed in the curricula; the only change is to the name of the degrees' titles.

CONSIDERATION OF CANDIDATES FOR DEGREE

Reverend Justice presented the following resolution:

WHEREAS: The Board of Trustees of Thomas Edison State College has the authority and the responsibility to determine the educational curricula and academic policies of the College; and

WHEREAS: The Board of Trustees of Thomas Edison State College also has the authority and the responsibility to approve the awarding of the appropriate degrees to those December 13, 2013 candidates cited on the lists provided and incorporated herein by reference; and

WHEREAS: The action taken herein 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, now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State College does hereby approved the awarding of the appropriate degrees to those December 13, 2013 candidates.

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

CONSIDERATION OF PROPOSED CHANGE TO TITLES OF JOINT DEGREES

Reverend Justice presented the following resolution:

WHEREAS: The Board of Trustees of Thomas Edison State College has the authority and the responsibility to determine the educational curricula and academic policies of the College; and

WHEREAS: The Academic Council has recommended approval of the proposed changes to the titles of joint degree programs developed with UMDNJ (now part of Rutgers, The State University of New Jersey – School of Health Related Professions) as presented; and

WHEREAS: The President has concurred with the recommendation as presented; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State College does hereby approve the proposed changes to the titles of joint degree programs developed with UMDNJ (now part of Rutgers, The State University of New Jersey – School of Health Related Professions) as presented and incorporated herein by reference.

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

CONSIDERATION OF CONTRACT RENEWALS

Mr. Medina presented the following resolution:

WHEREAS: The Board of Trustees of Thomas Edison State College is authorized to approve and act on contract renewal recommendations for employees of the College, 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 College does hereby approve the contract recommendations as indicated on the lists provided and incorporated herein by reference.

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

CONSIDERATION OF PERSONNEL ACTIONS

Mr. Maloney presented the following resolution:

WHEREAS: The Board of Trustees of Thomas Edison State College is authorized to approve and act on employee-appointment recommendations for employees of the College, 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 employee-appointment recommendations as indicated on the lists provided and incorporated herein by reference; now, therefore, be it

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

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

ADJOURNMENT

Reverend Justice made, and Mr. Maloney seconded, a motion to adjourn the meeting.
The motion carried unanimously.

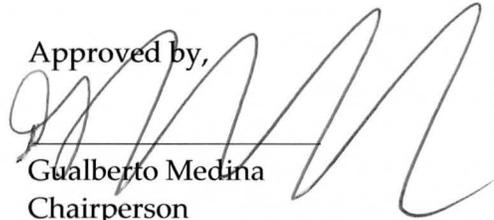
The meeting was adjourned at 11: 45 a.m.

Submitted by,



George A. Pruitt
Secretary to the Board

Approved by,



Gualberto Medina
Chairperson