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**MINUTES  
SPECIAL BOARD OF TRUSTEES MEETING  
THOMAS EDISON STATE COLLEGE  
October 12, 2012  
Via Teleconference**

**MEMBERS PRESENT:** George Pruitt; Eric R. Lear, Chair; Gualberto Medina, Vice Chair; Fred Abbate, Richard Arndt; J. Stanley Justice; Brian Maloney; E. Harvey Myers; Marilyn Pearson

**MEMBERS ABSENT:** Ida Hammond; and Cynthia Diogo (student)

**OTHERS PRESENT:** Mindi Shalita, Associate Vice President and Director of Human Services; Barbara Kleva, General Counsel; and Esther Paist, Secretary to the Board of Trustees

Mr. Lear officially called the public meeting to order at 10:30 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.

In opening remarks, Dr. Pruitt provided a very brief update on recent events, including the launch of a campaign in support of passage of the proposed Higher Education Bond Act.

**REPORT OF THE COMPENSATION COMMITTEE**

The Compensation Committee has recommended that three resolutions be considered by the full Board at this meeting as follows: a resolution authorizing a managerial salary increase; a resolution authorizing the President's salary; and a resolution authorizing adoption of amendments to the President's Employment Agreement. Each of these resolutions was considered.

**CONSIDERATION OF MANAGERIAL SALARY INCREASE**

Reverend Justice acknowledged that managers have not had a raise since July 2010 and that, therefore, providing for an increase at this time is most reasonable.

Eric R. Lear presented the following resolution:

**WHEREAS:** The Board of Trustees of Thomas Edison State College is authorized to determine the compensation of College managerial employees, pursuant to N.J.S.A. 18A: 64-6(h), as well as of State Library employees, pursuant to N.J.S.A. 18A: 73-34; and

- WHEREAS:** The Compensation Committee of the Board, in accord with its charge, has reviewed the President's recommendation that College and State Library managers who are meeting performance standards, be eligible for a 3.5% raise, excepting the President's own salary; and
- WHEREAS:** The Compensation Committee recognizes that managerial staff have not received any salary increases since July 2010; and
- WHEREAS:** The Compensation Committee has accepted the President's recommendation, and has, in turn, recommended to the full Board that managers who are meeting performance standards at the College and its affiliate, the New Jersey State Library, be eligible for a 3.5% salary increase, now, therefore, be it
- RESOLVED:** That the Board of Trustees of Thomas Edison State College does hereby authorize the President to confer a 3.5% salary increase for eligible managers, (excepting the President) who are meeting performance standards at the College and the State Library, and that the increase shall be made retroactive to July 2, 2012.

Mr. Arndt made, and Reverend Justice seconded, a motion to adopt the managerial salary increase. The motion carried unanimously.

#### **CONSIDERATION OF PRESIDENT'S SALARY**

Reverend Justice pointed out that Dr. Pruitt's competence and dedication are exemplary and that he is worthy of such a raise.

Mr. Lear presented the following resolution:

- WHEREAS:** The Board of Trustees of Thomas Edison State College is authorized to determine the compensation of the College President, pursuant to N.J.S.A. 18A: 64-6(g); and
- WHEREAS:** At his request, the President has received no salary increase since July 1, 2008; and
- WHEREAS:** The President enjoys the full confidence and support of the Board of Trustees; now, therefore, be it
- RESOLVED:** That the Board of Trustees of Thomas Edison State College does hereby fix the base annual salary of the President at \$309,000, effective July 1, 2012.

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

#### **CONSIDERATION OF AMENDMENTS TO THE PRESIDENT'S EMPLOYMENT AGREEMENT**

Mr. Lear guided the group through the amendments to the Employment Agreement, pointing out each one and describing them in turn. He then presented the following resolution:

**WHEREAS:** The Board of Trustees of Thomas Edison State College is authorized to establish the terms and conditions of the employment of the College's President; and

**WHEREAS:** The Compensation Committee of the Board, in consultation with the President, has recommended certain changes in the President's current Employment Agreement; and

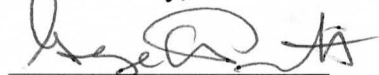
**WHEREAS:** Such changes are consistent with national norms and standards for such agreements; now, therefore, be it

**RESOLVED:** That the "President's Employment Agreement" as amended be adopted, as incorporated herein by reference.

The Board members agreed unanimously that such amendments should be made.

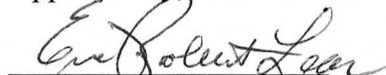
The meeting was adjourned at 10:50 a.m.

Submitted by,



George A. Pruitt  
Secretary to the Board

Approved by



Eric R. Lear  
Chairman