



101 W. State St.
Trenton, NJ 08608-1176
www.tesc.edu

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

MINUTES
BOARD OF TRUSTEES MEETING
THOMAS EDISON STATE COLLEGE
December 14, 2012

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; and Valerie Sampson, Student

MEMBERS ABSENT: Ida Hammond; Cynthia Diogo, Student

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

Mr. Lear officially called the public meeting to order at 10:00 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 the September 7, 2012, and October 12, 2012 meeting were presented by Mr. Lear for approval and adoption. Mr. Myers made, and Reverend Justice seconded, a motion to accept the minutes. The motion carried unanimously.

CONSIDERATION OF REVISED BYLAWS

Dr. Pruitt explained that the Bylaws needed to be revised in accord with statute vis-à-vis student trustee residency requirements. Like other trustees, students do not need to be New Jersey residents; they merely must be US citizens.

Mr. Lear presented the following resolution:

WHEREAS: The Bylaws of Thomas Edison State College Board of Trustees may be amended, altered, repealed, or added to in any manner not inconsistent with the laws of the State of New Jersey, provided that a copy of the proposed amendment has been furnished to each member of the Board of Trustees by the Secretary at least 30 days before the meeting at which the vote upon the amendment is to be held; and

- WHEREAS: Statutory language and the codification of current practice require revisions to the Bylaws; and
- WHEREAS: Prior notification of said Bylaws revisions have been duly provided; now, therefore, be it
- RESOLVED: That the Board of Trustees of Thomas Edison State College does hereby adopt the proposed revisions to its Bylaws as attached and incorporated herein by reference.

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

SWEARING IN OF STUDENT TRUSTEE

Mr. Lear presented the following resolution:

- WHEREAS: New Jersey state law and the Bylaws of Thomas Edison State College provide for student representation on the Board of Trustees; and
- WHEREAS: Said Bylaws specify criteria for the selection of student trustees; and
- WHEREAS: The President of the College has certified that Valerie Sampson meets the criteria; and
- WHEREAS: The President of the College does hereby nominate Valerie Sampson as a student trustee alternate in accordance with the procedures of the Board; now, therefore, be it
- RESOLVED: That the Board of Trustees of Thomas Edison State College does hereby elect Valerie Sampson as student trustee alternate effective December 14, 2012, for a term of one year, followed thereby as student trustee for a period of one year, which shall conclude at the annual meeting of the Board to be held in June 2014.

SWEARING IN OF TRUSTEES

Mr. Richard Arndt and Ms. Marilyn Pearson, were reappointed to 6-year terms on the Board. They read the statement investing them as Trustees and swore to abide by it, in turn.

PRESIDENT'S REPORT

Dr. Pruitt referred the Board to the supporting materials presented in relation to the College's new Strategic Plan, including the Business Plan, and the Facilities Master Plan. He encouraged the group to become familiar with these materials and invited them to ask any questions they may have. The Facilities Master Plan is also related to the recently passed State Bond Issue that will provide \$247m for the state colleges and universities. The secretary of higher education will promulgate regulations and criteria for the awarding of this money to

individual institutions. The College must be ready to submit a proposal for a share of the money, and an important criterion will be that our projects be "shovel ready." The Legislature will have to approve how the money will be awarded. Thomas Edison State College has been in discussion with the City of Trenton regarding the Glen Cairn Arms site, which is currently occupied by a derelict building that we wish to replace with a new facility to house our School of Nursing, as well as a testing center, a continuing education center, and a "welcome" center and secured parking for those visiting the college. Dr. Pruitt directed the Board's attention to copies of architect's renderings for the new building and pictures of the old one. The cost is estimated at \$16.7m, and this is the figure that will be the basis for our request for bond funding. A complication is that this site is owned by the City, and demolition of the old building is required before new construction can begin. The site is small (.9 acre), and the derelict building has been there some 30 years. The proposed new construction, as detailed in the Facilities Master Plan, will add great value as a "gateway" to the city, and Dr. Pruitt informed the Board that there will be an executive session at the end of this meeting to discuss aspects of negotiating with the city on acquiring this land. Bond funding will support only 75% of the total cost; the College must borrow the other 25%, but we are confident we will be able to manage that debt. Our business plan assumes no additional resources from the State, but also reflects our confidence that we can afford all we wish to do.

Dr. Pruitt then introduced a presentation on the College's new Strategic Plan, and elaborated on the Facilities Master Plan and the Business Plan, which detail what we will do and how we will pay for the things we do in the Strategic Plan. The College will grow to 25,000 students, a stretch goal in the current environment but one that we believe we can achieve. Our revenues will depend on improved margins that will result from shifts in types of students we will enroll (e.g., more graduate students, fewer contract students). Tuition growth will be kept to ca. 3.5%, and we will probably add some 60 staff positions during the life of the plan, as enrollment numbers increase. The plan is aggressive and ambitious, but we believe we can achieve our goals.

The vice presidents and Ray Young then made a presentation on the Strategic Plan. A handout of the presentation's slides was also distributed. Context was set vis-à-vis the education marketplace, followed by an explanation of how the Plan was constructed, with representation from all parts of the College and based on our mission and our commitment to quality. Each of the Plan goals was explained, in turn, along with the various strategies associated with the particular goal.

The Plan foresees Thomas Edison State College as a public, adult-serving institution with a campus in downtown Trenton that has been bought and paid for. The Plan also foresees a 7.5% revenue margin each year, an institution with university status, an enrollment of 25,000 students, new, high quality programs, an enlarged technology base, and high-quality people to manage and run the institution. Our only impediments will be external, and somewhat unpredictable. However, we are establishing a national reputation and state and federal government and public agencies are now coming to us for advice and information, and this provides a good hedge against such impediments. Likewise, we are in a good position even as the face of higher education is changing.

CONSIDERATION OF ADOPTION OF STRATEGIC PLAN 2013-2017

Dr. Pruitt stated that this Strategic Plan articulates our marching orders for the next five years, and we look to Board authorization of the Plan through this resolution;

Dr. Pruitt presented the following resolution:

WHEREAS: The Board of Trustees of Thomas Edison State College has the authority and responsibility for developing the institutional plan; and

WHEREAS: A comprehensive Strategic Plan has been submitted for Board consideration; and

WHEREAS: Adoption of the Plan is pursuant to a recommendation by the President of the College; and

WHEREAS: The Plan has been introduced to and reviewed by the Board; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State College hereby approves and adopts the *2013—2017 Strategic Plan*, spanning the period of January 1, 2013, through June 30, 2017, as provided and incorporated herein by reference.

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

REPORT OF THE ADMINISTRATION, AUDIT, AND FINANCE COMMITTEE

Mr. Medina pointed out that the Committee meetings are intensive work sessions and that the issues under consideration have been vetted very carefully by the Committee. Mr. Medina also pointed out that the KPMG ratios presented at the last Committee meeting were instructive in that they demonstrate not only declining state support, but also the increased efficiency of the College in serving its students. Dr. Pruitt expressed his appreciation for the work of this committee.

CONSIDERATION OF PURCHASE OF REAL PROPERTY

Mr. Medina presented the following resolution:

WHEREAS: New Jersey law, N.J.S.A. 18A:64-6(q), authorizes the Board of Trustees of Thomas Edison State College to purchase real property which is necessary or desirable for college purposes; and

WHEREAS: A certain property, including land and such buildings, other improvements, fixtures on the land and any personal property specifically included, located in the City of Trenton, County of Mercer, State of New Jersey, and shown on the City of Trenton tax map as Lots 8 and 9, Block 3504, and commonly known as

102-104 West State Street, hereinafter the "Property," is available for sale; and

WHEREAS: It is in the best interest of the College to acquire this Property for the College's future use, consistent with the College's mission; and

WHEREAS: Representatives of the College have negotiated the terms of the sale with the seller of said Property, which terms have been memorialized in a certain document, "Contract for Purchase of 102-104 West State Street," the "Contract," which Contract is not yet executed and is subject to and conditioned upon approval of the Board of Trustees; now, therefore, be it

RESOLVED: That the Board of Trustees hereby approves the purchase of said Property in accordance with the terms and conditions set forth in the Contract for a purchase price not to exceed \$1,000,000; and be it further

RESOLVED: That the Board of Trustees hereby authorizes and directs the President, or his designee, to execute and deliver said Contract, and any and all reasonable and necessary amendments thereto, and any other agreements or documents as may be necessary to purchase the Property, in accordance with the terms of the Contract, and to take such actions and execute such documents, as are necessary or appropriate to consummate the closing of said purchase of the Property, in accordance with the terms of the Contract and any amendments thereto.

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

CONSIDERATION OF BID WAIVERS

Mr. Medina presented the following resolution:

WHEREAS: The "State College Contracts Law," Chapter 64 of Title 18A of the New Jersey Statutes requires that any purchase exceeding \$30,700 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:

- use the services of mentors and course-construction consultants for the College's undergraduate and graduate school programs and its courses offered through the various Schools at a cost that may exceed the bid threshold of \$30,700 per contractor;
- enter into a professional services contract with an architectural firm to develop construction documents for the new Nursing and Allied Health Building at a cost of approximately \$775,000;
- purchase online tutoring services from Smarthinking for students through August 2014 at a cost not to exceed \$154,000;
- use the services of ProctorU to provide online proctoring for course examinations for a one-year contract at a cost not to exceed \$700,000;
- acquire and implement a financial aid verification system from Hyland Systems at a cost not to exceed \$125,000;
- use Hyland Systems to migrate our current ECM (Singularity) system to OnBase at a cost not to exceed \$200,000;
- use the services of Ellucian Consulting to cover costs associated with any future consulting required to support various projects related to the College's ERP (Colleague) system, at a one-year cost not to exceed \$100,000;
- use the services of American Digital Corporation for a fully redundant hot backup and recovery server in support of the ERP system at a one-year cost not to exceed \$40,000;
- use the services of Ellucian Consulting for annual maintenance costs associated with the College's ERP system, at a cost not to exceed \$450,000;
- use Blackboard/Moodlerooms for products and services provided by Blackboard at a one-year cost not to exceed \$375,000

- use Touchnet to provide the College a secure credit card payment system for all student transactions for one year at a one-year cost not to exceed \$100,000;
- use Touchnet to provide UPay forms that are purchasing-card-industry compliant through fiscal year 2014 at a cost not to exceed \$80,000;
- use PeopleAdmin for the College's recruitment and evaluation processing at a one-year cost not to exceed \$45,000; and
- use Ceridian for the College's bi-weekly payroll processing and tax filing at a one-year cost not to exceed \$65,000; and
- engage the law firm of Fox Rothschild, LLP, for representation on intellectual property matters as a cost not to exceed \$50,000.

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: use the services of mentors and course-construction consultants for the College's undergraduate and graduate school programs and its courses offered through the various Schools at a cost that may exceed the bid threshold of \$30,700 per contractor; enter into a professional services contract with an architectural firm to develop construction documents for the new Nursing and Allied Health Building at a cost of approximately \$775,000; purchase online tutoring services from Smarthinking for students through August 2014 at a cost not to exceed \$154,000; use the services of ProctorU to provide online proctoring for course examinations for a one-year contract at a cost not to exceed \$700,000; acquire and implement a financial aid verification system for FY 2013 from Hyland Systems at a cost not to exceed \$125,000; use Hyland Systems to migrate our current ECM (Singularity) system to OnBase at a cost not to exceed \$200,000; use the services of Ellucian Consulting to cover costs associated with any future consulting required to support various projects related to the College's ERP (Colleague) system, at a one-year cost not to exceed \$100,000; use the services of American Digital Corporation for a fully redundant hot backup and recovery server in support of the ERP system at a cost not to exceed \$40,000; use the services of Ellucian Consulting for annual maintenance costs associated with the College's ERP system, at a cost not to exceed \$450,000; use Blackboard/Moodlerooms for products and services provided by Blackboard at a cost not to exceed \$375,000; use Touchnet to provide the College a secure

credit card payment system for all student transactions for one year at a cost not to exceed \$100,000; use Touchnet to provide UPay forms that are purchasing-card-industry compliant through fiscal year 2014 at a cost not to exceed \$80,000; use PeopleAdmin for the College's recruitment and evaluation processing at a cost not to exceed \$45,000; use Ceridian for the College's bi-weekly payroll processing and tax filing at a cost not to exceed \$65,000; and engage the law firm of Fox Rothschild, LLP, for representation on intellectual property matters as a cost not to exceed \$50,000.

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

CONSIDERATION OF COLLEGE'S TRAVEL POLICY

Mr. Medina pointed out that the new travel policy under consideration is in better alignment with federal standards, establishes a per diem reimbursement, and is consistent with what most other companies and institutions do.

Mr. Medina presented the following resolution:

WHEREAS: The College's Travel 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 Travel Policy, set forth in the attached document.

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

CONSIDERATION OF THE COLLEGE'S PURCHASING AND CONTRACTING POLICY

Mr. Medina pointed out that the policy is aligned with what the other state colleges do and provides for specific individuals to sign off on contracts.

Mr. Medina presented the following resolution:

WHEREAS: The College's Purchasing and Contract Policy has been updated and revised to ensure compliance with the State College Contracts Law; and

WHEREAS: The proposed changes in the Policy will also improve efficiency, clarify procurement requirements, and specify contracting authority; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State College does hereby adopt the Thomas Edison State College Purchasing and Contracting Policy, set forth in the attached document.

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

CONSIDERATION OF SELECTION OF AN INTERNAL AUDITOR

Mr. Medina presented the following resolution:

WHEREAS: The "State College Contracts Law" Chapter 64 of Title 18A of the New Jersey Statutes requires that any purchase exceeding \$30,700 must be publicly advertised for sealed bids; and

WHEREAS: N.J.S.A. 18A:3B-49 authorizes the Board of Trustees to approve the appointment of an internal auditor; and

WHEREAS: The College issued a Request for Proposals (RFP) and publicly advertised for an internal auditor on July 2, 2012; and

WHEREAS: Sealed bids received in accordance with the RFP were reviewed by a College committee, and the committee found that Clifton Larson Allen's bid was the most advantageous to the College, price and other factors considered; and

WHEREAS: The firm will provide internal audit services at a cost not to exceed \$100,000 per year for three calendar years, beginning January 2013; and

WHEREAS: The committee's finding was presented to the Administration, Audit, and Finance Committee of the Board, which, in turn, recommends that the Board approve the award of the internal auditor contract to Clifton Larson Allen; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State College does hereby approve the award of the contract for internal auditing services to Clifton Larson Allen for the College and its affiliate, the New Jersey State Library, at a cost not to exceed \$100,000 per calendar year for three years, beginning January 2013.

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

CONSIDERATION OF ACADEMIC COUNCIL APPOINTMENT OF MAUREEN CLARK-GALLAGHER

Mr. Abbate presented the following resolution:

The Board of Trustees of Thomas Edison State College does hereby appoint Maureen Clark-Gallagher, Chairperson of the W. Cary Edwards School of Nursing Curriculum Committee of Thomas Edison State College, to a three-year term on the Academic Council. The action herein taken is pursuant to a recommendation by the President of the College.

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

CONSIDERATION OF MASTER OF ARTS IN LIBERAL STUDIES GRADUATE CERTIFICATE IN PROFESSIONAL COMMUNICATIONS

Mr. Abbate pointed out that development of this program is consistent with the College's increased emphasis on graduate education. Mr. Seaton added that the program meets a need in that it helps students respond to the changing face of communications in the workplace.

Mr. Abbate 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 reviewed and recommended for approval the Master of Arts in Liberal Studies Graduate Certificate in Professional Communications proposal as presented; and

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

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

RESOLVED: That the Board of Trustees of Thomas Edison State College does hereby approve the Master of Arts in Liberal Studies Graduate Certificate in Professional Communications proposal as presented and incorporated herein by reference.

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

CONSIDERATION OF CANDIDATES FOR DEGREE

Mr. Seaton presented the following resolution:

The Board of Trustees of Thomas Edison State College does hereby approve the awarding of the appropriate degrees to those December 14, 2012, 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. Abbate made, and Mr. Medina seconded, a motion to adopt the resolution. The motion carried unanimously.

CONSIDERATION OF CONTRACT RENEWALS

Dr. Pruitt presented the following resolution:

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

CONSIDERATION OF PERSONNEL ACTIONS

Dr. Pruitt presented the following resolution:

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

ADJOURNMENT

There being no further business to discuss, Mr. Lear asked for a motion to adjourn.

EXECUTIVE SESSION

By resolution, the Board voted to go into Executive Session.

During the Executive Session, Dr. Pruitt briefed the Board on the recent negotiations with the City of Trenton regarding the property known as the Glen Cairn Arms site. The College is considering that site for construction of a building to house the School of Nursing, a Welcome Center, a testing facility, and parking for those visiting the College.

Submitted by,



George A. Pruitt
Secretary to the Board

Approved by,



Eric R. Lear
Chairperson