

MINUTES
BOARD OF TRUSTEES SPECIAL MEETING
THOMAS EDISON STATE UNIVERSITY
Virtual
January 23, 2023

MEMBERS PRESENT: Gualberto Medina, Chair; Michael Toscani, Vice Chair; Merodie Hancock, President; Kemi Alli, Eric R. Lear; and Lydia Stockman

ABSENT: Brian Maloney; J. Stanley Justice

ALSO PRESENT: Jennifer Hoff, General Counsel; Michael Mancini, Chief of Operations/Chief of Staff; and Jamie Adams, Executive Assistant

Mr. Medina officially called the public meeting to order at 5:30 p.m., followed by a statement of public notice pursuant to New Jersey Open Public Meetings Act and with Chapter 231 of the Public Laws of 1975.

Mr. Medina entertained a motion to go into executive session in order to discuss the President’s employment contract and to receive legal advice from counsel, which is a matter exempt from public discussion under 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.

The motioned carried unanimously to adjourn to executive session at 5:32 pm.

The Board of Trustees resumed the public session at 6:28 p.m.

Mr. Medina presented the following resolution for approval:

WHEREAS: The Board of Trustees of Thomas Edison State University is authorized to appoint and establish the terms and conditions of the employment of the University’s President, pursuant to N.J.S.A. 18A: 64-6(g); and

WHEREAS: The Board’s Nominations and Governance Committee, in consultation with the Compensation Committee, has recommended that the President’s current Employment Agreement be amended; and

WHEREAS: Such change is consistent with national norms and standards for such agreements; now, therefore, be it

RESOLVED: That the President’s Amended Employment Agreement, authorized by the Board on December 20, 2017, be amended in accordance with the “Amendment of President’s Employment Agreement,” attached hereto, and incorporated herein by reference; and be it further

RESOLVED: That the Board hereby authorizes the Board Chair to execute the Amendment on behalf of the University.

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

ADJOURNMENT

Mr. Medina requested a motion to adjourn the meeting. The motion carried unanimously.

There being no further business, the meeting adjourned at 6:33 p.m.

Submitted by,



3/15/2023
Jennifer Hoff
General Counsel

Date

Approved by,



3/15/2023
Mr. Gualberto Medina
Chair

Date