
**MINUTES
BOARD OF TRUSTEES MEETING
THOMAS EDISON STATE UNIVERSITY
September 17, 2021**

MEMBERS PRESENT: Kemi Alli, Chair; Gualberto Medina, Vice Chair; Merodie A. Hancock; Eric R. Lear; Brian Maloney; Lydia Stockman; Michael Toscani; Johnnie Whittington; Jennifer Hutchinson (student trustee) and Jerome Ingram, Jr. (student trustee).

ABSENT: J. Stanley Justice

ALSO PRESENT: Cynthia Baum, Vice President and Provost; John Thurber, Vice President for Public Affairs; Dennis Devery, Vice President for Enrollment Management; Chris Stringer, Vice President and CFO; Robin Walton, Vice President for Community and Government Affairs; Jennifer Hoff, General Counsel; Jennifer Nelson, New Jersey State Librarian; Michael Mancini, Chief of Staff/COO and Secretary to the Board; Jamie Adams, Executive Assistant to the President; and William Seaton, former Provost and Vice President of Academic Affairs.

Dr. Alli officially called the public meeting to order at 9:04 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.

EXECUTIVE SESSION

Dr. Alli presented the following resolution to enter into Executive Session:

BE IT HEREBY RESOLVED pursuant to N.J.S.A. 10:4-13 and 10:4-12 that the Board of Trustees of Thomas Edison State University holds a closed session at 10:00 a.m. on September 17, 2021, for the purpose of discussing the annual evaluation of the President.

It is expected that the discussion undertaken in closed session will not be made public due to the confidentiality of this matter.

Rev. Justice made, and Mr. Lear seconded, a motion to adjourn to executive session at 9:06 a.m. The motion carried unanimously.

RESUMPTION OF PUBLIC SESSION

Dr. Alli called for a motion for the resumption of the public meeting, which Mr. Toscani made, and Mr. Whittington seconded to reconvene. The motion carried unanimously.

The public meeting reconvened at 10:00 a.m.

ELECTION OF STUDENT TRUSTEE

Dr. Hancock provided a brief overview of Jerome Ingram, Jr., and his accomplishments.

After Mr. Ingram recited the oath, Dr. Alli read the following resolution:

WHEREAS: New Jersey state law and the Bylaws of Thomas Edison State University 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 University has certified that Jerome Ingram, Jr. meets the criteria; and

WHEREAS: The President of the University does hereby nominate Jennifer M. Hutchinson 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 University does hereby elect Jerome Ingram, Jr. as student trustee alternate effective September 17, 2021, 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 2023.

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

CONSIDERATION OF MINUTES

Dr. Alli presented the minutes of the June 11, and September 3, 2021 board meetings for approval and adoption. Mr. Lear made, and Mr. Whittington seconded, a motion to adopt the minutes. Motion carried unanimously.

PRESIDENT'S REPORT

Dr. Hancock revealed that although COVID kept us on our toes as we experienced significant fluctuations in financial and human resources along with student enrollment patterns, we finished FY20-21 improvements in our aging technology, and a strong contribution to our reserves to support the rebuilding of our application base and the establishment of a joint Thomas Edison and NJ State Library Diversity, Equity and Inclusion Council.

Dr. Hancock took the time to acknowledge Robin Walton's service and dedication to the University and its students. She reported that Robin has accepted a new and exciting opportunity with Inspira Health. Dr. Hancock informed the trustees that she will make a formal announcement on her replacement shortly.

Dr. Hancock also informed the trustees that this is John Thurber's last meeting due to his retirement. She acknowledged Mr. Thurber's service and that he and his wife, Connie, have endowed \$25,000 to the Presidential Innovation Fund, as well as separately funding the Thurber Innovation Award Technology Innovative Thomas Edison employee each year.

Dr. Hancock said that Deb D'Arcangelo has been named his successor and will officially start on September 20th.

Dr. Hancock introduced Chris Stringer who reviewed Appendix A of the President's Annual Report and the accounting and auditing process with the board of trustees. Board discussion followed the presentation.

Dr. Hancock introduced Dr. Ann Marie Senior who presented the 2021 Key Numbers. Dr. Senior presented a snapshot of students actively enrolled on July 1, 2021. There was a decrease of 3% in the total number of students served for FY2021 totaling 14,351. This included degree seeking enrollments of 13,846 and non-matriculated of 505. For degree seeking enrollments for FY2020, there were 12,904 undergraduates and 982 graduates.

Total number of applicants for FY2021 are 9,413; 871 are graduate degree applicants and 8,542 are undergraduate degree applicants. Total students enrolled for FY2021 are 4,461; 440 for the graduate program, and 4,021 for the undergraduate program. In addition, 2,536 degrees were awarded in FY2021 for a total of 69,194 degrees awarded to date. A report providing additional details is attached.

REPORT OF THE ADMINISTRATION, AUDIT AND FINANCE COMMITTEE

Dr. Alli introduced Mr. Lear to present the items of the Administration, Audit and Finance Committee. Mr. Lear briefed the Board on the Bid Waivers, which were presented for a vote.

CONSIDERATION OF BID WAIVERS

Mr. Stringer provided a summary of the proposed bid waivers. Mr. Lear 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 University, after public advertising, for bids for contracts in excess of the established bid threshold; 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 University by resolution of its Board of Trustees without public advertising for bids; and

WHEREAS: The Board of Trustees approved the "Thomas Edison State University Purchasing and Contracting Policy," which governs purchases and contracts for the University and Library, on June 10, 2016; and

WHEREAS: The Board of Trustees finds that the following purchases and contracts have met the criteria for award without public bidding, under the provisions of N.J.S.A. 18A:64-56; now therefore, be it

RESOLVED: That the Thomas Edison State University Board of Trustees hereby approves waivers of advertisement for the following purchases and contracts for the purposes designated:

BID WAIVER REQUESTS

The State College Contracts Law requires that contracts be made and awarded by the University only after they are publicly advertised for bids. N.J.S.A. 18A:64-56, a provision of that law, allows the Board of Trustees to waive advertising for bids in certain instances. The Board authorized the Thomas Edison State University Purchasing and Contracting Policy, by resolution dated June 10, 2016. The Policy requires that items exceeding \$3,000 be obtained through some price competition. The following proposed contracts will be processed in accordance with that Policy.

1. **Legal Services - \$50,000**

The University seeks approval for a bid waiver to contract with outside legal counsel for legal representation and investigatory matters. N.J.S.A. 18A:64-56(a) (15) permits the University to make, negotiate, or award a contract, by Board resolution, for professional consulting services.

Mr. Maloney made, and Mr. Toscani seconded, a motion to adopt the resolution. Motion carried unanimously.

REPORT OF THE ACADEMIC AFFAIRS COMMITTEE

Dr. Alli introduced Mr. Maloney to present the Academic Affairs Committee Report. Mr. Maloney briefed the Board on the committee meeting held on August 23, 2021. The report is attached.

CONSIDERATION OF BACHELOR OF SCIENCE WITH AN AREA OF STUDY IN HEALTH STUDIES PROGRAM

Dr. Baum discussed the new program, which is the first one within the area of health professions in several years. She discussed the rationale for this new area of study and discussed the market research associated with the program

WHEREAS: The Board of Trustees of Thomas Edison State University has the authority and the responsibility for oversight of academic governance; and;

WHEREAS: The University Academic Council of Thomas Edison State University has the authority and the responsibility to determine the educational curriculum and academic policies of the University;

WHEREAS: The W. Cary Edwards School of Nursing and Health Professions offers pathways for nursing applicants interested in expanding their education to earn a bachelor's degree through the Bachelor of Science in Nursing Accelerated Program;

WHEREAS: Creating an area of study in Health Studies will allow Nursing applicants to earn a Bachelor of Science degree with the opportunity

to obtain financial aid, if necessary, promote relationships with Nursing advisors and continue seamlessly through their educational path at Thomas Edison State University as well as provide an alternative transfer-friendly program for individuals interested in a degree more closely aligned with the health professions;

WHEREAS: The W. Cary Edwards School of Nursing and Health Professions Curriculum Committee has reviewed and approved the creation of the Bachelor of Science with an area of study in Health Studies as presented herein;

WHEREAS: The Provost's Cabinet reviewed the proposed area of study in Health Studies and recommends presenting the newly proposed area to the University Academic Council;

WHEREAS: The Provost and Vice President of the University has reviewed and concurred with the Provost's Cabinet's recommendation, as referenced, to present the Bachelor of Science with an area of study in Health Studies to the University Academic Council;

WHEREAS: The University Academic Council has reviewed the proposed area of study as presented to the Provost and Vice President of the University, and recommends that the Board of Trustees adopt and affirm the program as presented and incorporated herein; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby adopt and affirm the Bachelor of Science with an area of study in Health Studies as presented and incorporated herein by reference

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

REPORT OF THE COMPENSATION COMMITTEE

Dr. Alli reported that the Compensation Committee met on August 26 and agreed to the adjustment in managerial compensation.

WHEREAS: The Board of Trustees of Thomas Edison State University is authorized to determine the compensation of University 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(a); and

WHEREAS: The Compensation Committee of the Board, in accord with its charge, has reviewed the President's recommendation that University and State Library managers be eligible for a two percent compensation adjustment; and

WHEREAS: The Compensation Committee recommended to the full Board that University and State Library managers be eligible for a two percent compensation adjustment; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby authorize the President to confer a two percent compensation adjustment for eligible University and State Library managers, and that the adjustment shall be effective October 1, 2021.

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

REPORT OF THE NOMINATION AND GOVERNANCE COMMITTEE

Mr. Medina provided an overview of the Nominations and Governance Committee report, which is attached.

WHEREAS: The Thomas Edison State University Board of Trustees has the authority, through its bylaws, to elect chairs at the annual organization meeting; and

WHEREAS: Dr. Kemi Alli was first elected Chair of the Board in September 2019, and is currently serving an additional term that started in September 2020, ending in September 2021; and

WHEREAS: Gualberto Medina was first elected Vice Chair of the Board in September 2019, and is currently serving an additional term that started in September 2020 ending in September 2021; and

WHEREAS: The Board of Trustee bylaws allow for the Chair and Vice Chair to serve two one-year terms; and

WHEREAS: On June 11, 2021, The Thomas Edison State University Board of Trustees resolved to allow Chair Alli and Vice Chair Medina be eligible to be reelected to serve in their current positions for one additional year-long term starting in September 2021 with an anticipated ending date of September 2022; now, therefore, be it

RESOLVED, that the Board of Trustees of Thomas Edison State University does hereby elect Dr. Kemi Alli and Mr. Gualberto Medina to serve as Chair and Vice Chair, respectively, for a year-long term starting in September 2021 and ending in September 2022.

Mr. Toscani made, and Mr. Whittington seconded, the motion to adopt the resolution. Motion carried unanimously.

CONSIDERATION OF CANDIDATES FOR DEGREE

Dr. Alli presented the following resolution:

The Board of Trustees of Thomas Edison State University does hereby approve the awarding of the appropriate degrees to those September 17, 2021 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. Toscani made, and Mr. Lear seconded, the motion to adopt the resolution. Motion carried unanimously.

CONSIDERATION OF PERSONNEL ACTIONS

Dr. Alli presented the following resolution to approve the personnel actions:

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

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

Dr. Alli made, and Ms. Stockman seconded, the motion to adopt the resolution. Motion carried unanimously.

CONSIDERATION OF CONTRACT RENEWALS

Dr. Alli presented the following resolution to approve the contract renewals:

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

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

NEW BUSINESS

CONSIDERATION OF PROVOST AND VICE PRESIDENT EMERITUS

Dr. Alli introduced Dr. Hancock who expressed her gratitude for Mr. Seaton's years of service and contribution to the University.

WHEREAS: The Board of Trustees of Thomas Edison State University has the authority, upon nomination by the President, to appoint administrative staff and other employees "as may be required for carrying out the purposes of the college and assign their duties," pursuant to N.J.S.A. 18A:64-6 (h) and (i); and

WHEREAS: The President has "such powers as shall be requisite for the executive management and conduct of the university...." N.J.S.A. 18A:64-8; and

WHEREAS: William Seaton was a pioneer educator who dedicated 37 years of service to the University; and

WHEREAS: He was instrumental in developing Directed Independent Adult Learning (DIAL) program; and

WHEREAS: Under his leadership of DIAL, the University was among the first accredited institutions of higher education in the country to offer courses and later complete degree programs online; and

WHEREAS: During his tenure the institution had grown from offering a handful of courses and 18 enrollments, to a robust University offering a full suite of programs, including doctoral degrees; and

WHEREAS: The Provost and Vice President, William Seaton, retired from his position on January 1, 2019; and

WHEREAS: The President has recommended that Mr. Seaton be considered for designation as Provost and Vice President Emeritus, effective January 1, 2019; and

WHEREAS: The Board wishes to recognize Mr. Seaton's distinguished service to Thomas Edison State University; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University expresses its deep appreciation to William Seaton for his support of the Board and positive impact on the University; and be it further

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby authorize the President to designate Mr. Seaton as Provost and Vice President Emeritus.

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

CONSIDERATION OF VICE PRESIDENT EMERITUS AND APPRECIATION OF SERVICE

Dr. Alli introduced Dr. Hancock to offer words of appreciation for Mr. Thurber's service and dedication to the University. Mr. Thurber expressed his gratitude serving as Vice President of Public Affairs over the years.

WHEREAS: John Thurber has provided outstanding service to the Foundation as Vice President for Public Affairs and Executive Vice President for the Foundation; and

WHEREAS: Mr. Thurber was appointed as Vice President for Public Affairs for Thomas Edison State University in January of 1996; and

WHEREAS: Mr. Thurber previously served the University as Executive Director of the Institute for Public Policy which later became the Watson Institute for Public Policy, and as the Executive Director of Trenton Office of Policy Studies; and

WHEREAS: Through this role, Mr. Thurber was responsible for the growth of the University's public service and partnership roles, providing policy research and analysis for a variety of partners; and

WHEREAS: In his role as Vice President for Public Affairs, Mr. Thurber has faithfully served the University and the Foundation Board with exceptional dedication and enthusiasm; and

WHEREAS: Mr. Thurber has strengthened the work, impact and effectiveness of the Foundation and made significant strides in the areas of public affairs and institutional advancement; and

WHEREAS: Through Mr. Thurber's deep commitment to the surrounding community and the pursuit of partnerships within the University, the University's community profile and impact in the region has grown substantially; and

WHEREAS: Under the leadership of Mr. Thurber, there has been significant growth of philanthropic support for the University through the Foundation, including the donation of a historic mural by N.C. Wyeth valued at \$4 million, a result of his collaboration with Wells Fargo; and

WHEREAS: The President of the University and the Chairperson of the Board of Trustees have expressed gratitude for the exceptional service of Mr. Thurber; now, therefore, be it

RESOLVED: That the Board of Trustees of Thomas Edison State University expresses its deep appreciation to John Thurber for his support of the Board and gratefully acknowledges his many years of outstanding service and numerous contributions to the work and success of the Foundation; and be it further

RESOLVED: That the Board of Trustees of Thomas Edison State University does hereby authorize the President to designate Mr. John Thurber as Vice President Emeritus.

ADJOURNMENT

There being no further business, the meeting adjourned at 12:16 p.m.

Submitted by,



Merodie A. Hancock, PhD
Secretary of the Board

Approved by,



Kemi Alli
Chair