

**MINUTES**  
**BOARD OF TRUSTEES MEETING**  
**THOMAS EDISON STATE UNIVERSITY**  
**March 10, 2023**  
**Virtual**

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

**MEMBERS ABSENT:** J. Stanley Justice and Sharonda Graves (student trustee)

**ALSO PRESENT:** **Cynthia Baum**, Vice President and Provost; **Matthew Cooper**, Associate VP, Organizational Learning & Chief Technology Officer; **Dennis Devery**, Vice President for Enrollment Management; **Mary Heagley**, Vice President for Public Affairs; **Chris Stringer**, Vice President and CFO; **Marcela Maziarz**, Vice President for Community and Government Affairs; **Jennifer Hoff**, General Counsel; **Jennifer Nelson**, New Jersey State Librarian; **Michael Mancini**, Chief of Staff/COO; Misty Isak, Secretary to the Board; **Jamie Adams**, Executive Assistant to the President; and **Heather Brooks**, Chief Human Resources and Employee Success Officer

Mr. Medina 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, which states, *“In compliance with the New Jersey Open Public Meetings Act and with Chapter 231 of the Public Laws of 1975, notice has been given of this meeting by way of announcements in the Star Ledger and the Trenton Times. I hereby call this meeting of the Thomas Edison State University Board of Trustees to order.”*

**CONSIDERATION OF MINUTES**

Mr. Medina presented the minutes of the December 9, 2022, for approval and adoption.

Mr. Maloney made, and Mr. Lear seconded, a motion to approve the minutes. Motion carried unanimously.

Mr. Medina presented the minutes of the January 23, 2023, special board meeting for approval and adoption.

Mr. Lear made, and Dr. Alli seconded, a motion to approve the minutes. Motion carried unanimously.

## **PRESIDENT'S REPORT**

Dr. Hancock reviewed the attached report with the Board of Trustees.

## **HIGHER EDUCATION STATE CONVENING WITH STUDENT GOVERNMENT LEADERS REPORT**

Mr. Ingram, Jr. reviewed information that was provided at the Student Governments Leaders meeting.

## **EDI ROADMAP AND EMPLOYEE SUCCESS**

Ms. Brooks reviewed the presentation EDI Roadmap and Employee Success with trustees and staff where questions were entertained and responded.

## **REPORT OF THE ADMINISTRATION, AUDIT AND FINANCE COMMITTEE**

Mr. Medina introduced Mr. Lear along with Chris Stringer to present the Administration, Audit and Finance Committee Report. Mr. Lear briefed the Board on the committee meeting held on February 17, 2023. The report is attached.

## **CONSIDERATION OF EXTERNAL AUDIT**

Mr. Stringer provided a summary of the external audit. Mr. Lear presented the following resolution:

- WHEREAS:** It is the policy of the Board of Trustees to subject the University's finances and relevant administrative practices, and the finances and relevant administrative practices of its affiliate, the New Jersey State Library, to an independent audit; and
- WHEREAS:** It is the practice of the Board of Trustees to have said audit reviewed by the Administration, Audit and Finance Committee of the Board, acting as the audit committee and reporting its findings and conclusions to the Board; and
- WHEREAS:** The President has certified to the Board of Trustees that said audit contains no significant adverse findings; now, therefore be it
- RESOLVED:** That the Board of Trustees of Thomas Edison State University does hereby receive and accept the final audit report for the year ending June 30, 2022, as presented, and incorporated herein by reference.

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

## **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 has approved the “Thomas Edison State University Purchasing and Contracting Policy,” which governs purchases and contracts for the University and Library, on December 17, 2021; 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 December 17, 2021. The Policy requires that items exceeding \$10,000 be obtained through some price competition. The following proposed contracts will be processed in accordance with that Policy.

#### **1. Website Redesign and Development - \$625,000**

The University received approval for a \$400,000 bid waiver on June 10, 2022, to cover expenses associated with the redesign and development of the University website to include consulting, industry surveys, design theming, vanity URLs, content migration, web and domain hosting, ongoing security, and software updates. The University is seeking approval to increase the bid waiver amount to \$625,000. In addition to redesign and development services provided by Barkley, the waiver will also cover subscription and maintenance costs for a 3-year term beginning in FY 2023 for Barkley webservices and Cascade Content Management System (CMS) through Hannon Hill Corp. The cost will not exceed \$625,000. N.J.S.A. 18A:64-56(a) (1) permits the University to make, negotiate, or award a contract by Board resolution, for professional service. 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. N.J.S.A. 18A:64-56(a)(19) permits the University to make, negotiate, or award a contract by Board resolution, for information technology. N.J.S.A.

18A:64-56(a)(25) permits the University to make, negotiate, or award a contract by Board resolution, for consulting services involving information technology.

**2. Alumni CRM - \$150,000**

The University requests a bid waiver to use Blackbaud's RENXT, which is an alumni Customer Relationship Management (CRM) platform that includes Raiser's Edge (RE) database view, RENXT webview, insight designer, enhanced reporting, credit card processing, prospect research tools, fundraising web pages, e-newsletters, and email and social media tracking. The contract with Blackbaud will span three years from FY 2024 to FY 2026, at a cost not to exceed \$150,000. N.J.S.A. 18A:64-56(a)(19) permits the University to make, negotiate, or award a contract by Board resolution for information technology.

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

**CONSIDERATION OF SELECTION OF AUDIT SERVICES**

Mr. Stringer provided a summary of the selection of audit services. 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 or 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 December 17, 2021; and

**WHEREAS:** The University initiated a request for quotations (RFQ) process to select an external auditor for the University and its affiliate, the New Jersey State Library during fiscal year 2023; and

**WHEREAS:** The University received two quotations from qualified firms with KPMG proposing the lowest overall cost for the three-year period; and

**WHEREAS:** KPMG has executed the external audits for the University and its affiliate, the New Jersey State Library, in prior fiscal years with quality services; and

**WHEREAS:** The University has determined that KPMG continues to meet the specifications for such services; and

**WHEREAS:** KPMG audit services will be provided at an estimated cost of \$179,825, \$185,225, and \$190,625 for fiscal years 2023, 2024 and 2025, respectively; and

**WHEREAS:** The Administration, Audit and Finance Committee recommends that the Board approve the selection of KPMG for a three-year period starting in FY 2023; and

**RESOLVED:** That the Board of Trustees of Thomas Edison State University does hereby authorize the University to award the contract for auditing services to KPMG for the University for a three-year period.

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

### **REPORT OF THE ACADEMIC AFFAIRS COMMITTEE**

Mr. Medina introduced Mr. Maloney to present the Academic Affairs Committee Report. Mr. Maloney briefed the Board on the committee meeting held on February 21, 2023. The report is attached.

### **ADMINISTRATIVE POLICIES - OPTIONS FOR COURSE COMPLETION DUE TO MILITARY DEPLOYMENT**

Dr. Baum reviewed the administrative policies relating to the Options for Course Completion Due to Military Deployment.

**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 (TESU) has the authority and the responsibility to recommend through the Provost and President to the Board of Trustees the University educational curriculum and academic policies;

**WHEREAS:** Thomas Edison State University has the responsibility to ensure its policy language is clear and comprehensible for the student population and aligns with signed legislation from the State of New Jersey;

**WHEREAS:** The University has developed guidelines and procedures to align with Legislation Bill S-278 through the development of the Options for Course Completion Due to Deployment policy to address service members unable to complete their course(s) including, but not limited to, the assignment of letter and nonletter grades, incomplete or withdraw;

**WHEREAS:** Students enrolled in clinical/lab courses will not be able to complete the clinical or lab components at a later date; therefore, an exception for grades has been established;

- WHEREAS:** There is a Capstone course that is required by the University within all baccalaureate degrees for all students to demonstrate mastery within their chosen area of study. Successful completion of the Capstone course is determined through continuous development of a project throughout the course;
- WHEREAS:** The Options for Course Completion Due to Deployment policy does not take into account the cumulative nature of progression within Capstone courses and the effect of earning a grade without completing the Capstone final project;
- WHEREAS:** The Provost's Cabinet reviewed the revision of the Options for Course Completion Due to Deployment policy and recommends presentation to the University Academic Council;
- WHEREAS:** The Provost and Senior Vice President of the University reviewed and approved the recommendation from the Provost's Cabinet to present the updated policy to the University Academic Council;
- WHEREAS:** The University Academic Council of Thomas Edison State University supports presenting the Options for Course Completion Due to Deployment policy to the Board of Trustees; now, therefore, be it;
- RESOLVED:** That the Board of Trustees of Thomas Edison State University does hereby adopt and affirm the Options for Course Completion Due to Deployment policy as presented and incorporated herein by reference.

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

### **UPDATE ON ACADEMIC AFFAIRS STRATEGIC INITIATIVES**

Dr. Baum reviewed the attached slide that summarized the Academic Affairs goals.

### **CONSIDERATION OF CANDIDATES FOR DEGREE**

Mr. Medina presented the following resolution:

**The Board of Trustees of Thomas Edison State University does hereby approve the awarding of the appropriate degrees to those March 10, 2023, 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. Maloney, and Mr. Lear seconded, a motion to approve. Motion carried unanimously.

## **CONSIDERATION OF CONTRACT RENEWALS**

Mr. Medina presented the following resolution to approve 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. Toscani made, and Mr. Lear seconded, a motion to approve. Motion carried unanimously.

## **CONSIDERATION OF PERSONNEL ACTIONS**

Mr. Medina 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 the State Library, pursuant to N.J.S.A. 18A: 73-34; and

**WHEREAS:** The President has made the employee-appointment recommendations as indicated on the lists attached and incorporated herein by reference; now, therefore, be it

**RESOLVED:** That the Board of Trustees of Thomas Edison State University does hereby accept the President's recommendations and approves the appointment of employees as indicated on the lists attached and incorporated herein by reference.

Mr. Maloney made, and Ms. Stockman seconded, the motion to adopt the resolution. Motion carried unanimously.

## **NEW BUSINESS**

### **PUBLIC COMMENTS**

Tim Haresign – President of the State College Locals (AFT)

**ADJOURNMENT**

There being no further business, the meeting adjourned at 11:27 a.m.

Submitted by,



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**Merodie A. Hancock, PhD**  
**Secretary of the Board**

**Date**

Approved by,



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**Gil Medina**  
**Chair**

**Date**