

**MINUTES**  
**BOARD OF TRUSTEES MEETING**  
**THOMAS EDISON STATE UNIVERSITY**  
**September 8, 2023**

**MEMBERS PRESENT:** Gualberto Medina, Chair; Michael Toscani, Vice Chair; Merodie A. Hancock, President; Stanley J. Justice; Eric R. Lear; Brian Maloney; Lydia Stockman; and Michael Rakauckas (student trustee).

**ABSENT:** Kemi Alli

**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; and **Misty Isak**, Secretary to the Board.

Mr. Medina officially called the public meeting to order at 10:01 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**

Mr. Medina presented the following resolution to enter 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 on September 8, 2023, 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.

Mr. Lear made, and Mr. Maloney seconded, a motion to adjourn to executive session at 10:14 a.m. The motion carried unanimously.

**RESUMPTION OF PUBLIC SESSION**

Mr. Medina called for a motion for the resumption of the public meeting, which Mr. Maloney made, and Rev. Justice seconded to reconvene. The motion carried unanimously.

The Board of Trustees resumed the public session at 10:50am.

**ELECTION OF STUDENT TRUSTEE**

Dr. Hancock provided a brief overview of Michael Rakauckas, and his accomplishments.

After Mr. Rakauckas recited the oath, Mr. Medina 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 Michael Rakauckas meets the criteria; and

**WHEREAS:** The President of the University does hereby nominate Michael Rakauckas as a student trustee 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 Michael Rakauckas as student trustee effective September 8, 2023, for a term of one year, which shall conclude at the annual meeting of the Board to be held in June 2024.

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

### **CONSIDERATION OF MINUTES**

Mr. Medina presented the minutes of the June 9, 2023, board meeting for approval and adoption.

Ms. Stockman made, and Rev. Justice seconded, a motion to adopt the minutes. Motion carried unanimously.

### **PRESIDENT'S REPORT**

Dr. Hancock presented an update on the TESU 2022 – 2025 Strategic Plan as reflected in the attached materials. She also noted upcoming activities at the University, namely Commencement, to be held on September 30, highlighting our exceptional speakers, Senator Troy Singleton as our honorary degree recipient, and student speaker, Jon Runyan; and the Foundation Impact Awards on October 12, honoring Ahmed Azmy, Frank Clyburn, and Jeannine LaRue. Dr. Hancock then presented the 2023 Key Numbers, followed by brief Board discussion.

Following the President's report and review of 2023 Key Numbers, Dr. Hancock introduced Chris Stringer who reviewed the FY23 Financial Results of the President's Annual Report and the accounting and auditing process with the board of trustees.

There being no further discussion following the completion of the President's report, Mr. Medina invited Mr. Maloney to present the report of the Academic Affairs Committee.

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

Mr. Maloney provided a brief report of the Academic Affairs Committee before turning the meeting over to Dr. Baum. A formal report is attached.

### **CONSIDERATION OF UPDATED TRANSFER CREDIT POLICY**

Dr. Baum discussed the proposed changes to the policy.

Mr. Maloney presented the following resolution:

**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; and

**WHEREAS:** TESU has the responsibility to ensure its policies are clear and consistent to the extent appropriate across the student populations; and

**WHEREAS:** TESU currently accepts transfer credit from former regionally accredited institutions; and

**WHEREAS:** In 2019, the US Department of Education altered accreditation definitions removing former “regional” accreditors’ status and placing all accreditors of educational entities (not programs) under a single classification entitled “Institutional”; and

**WHEREAS:** The Middle States Commission on Higher Education in April 2020 endorsed the Statement of Principles on Acceptance of Credit, which specifies that “the award of credit should not be denied based on the type of accreditation of the sending institution, provided that the institution’s accreditor is, and remains, recognized by the Council for Higher Education Accreditation or the U.S. Department of Education.

**WHEREAS:** In 2020, TESU modified the Transfer Credit Policy to recognize the Department of Education’s new “Institutional” classification; however, TESU continued to limit the acceptance of transfer credit to the former regional accreditors; and

**WHEREAS:** The Provost’s Cabinet reviewed the expansion of the Transfer Credit Policy to accept transfer credit from US Department of Education institutionally accredited institutions and recommends presentation to the University Academic Council; and

**WHEREAS:** The Provost and Senior Vice President of the University reviewed and approved the recommendation from the Provost’s Cabinet to present the updated Transfer Credit Policy to the University Academic Council, and

**WHEREAS:** The University Academic Council of Thomas Edison State University supports presenting the Transfer Credit 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 Transfer Credit Policy as presented and incorporated herein by reference.

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

### **CONSIDERATION OF UPDATED MILITARY RE-ENROLLMENT POLICY**

Dr. Baum discussed the proposed changes to the policy.

Mr. Maloney presented the following resolution:

**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; and

**WHEREAS:** TESU currently allows our enrolled military population to return to their assigned catalog year to complete their degree requirements if they become inactive by not enrolling in a TESU course for a period of five (5) years or less; and

**WHEREAS:** All other enrolled students are granted a return to their assigned catalog year to complete their degree requirements if they become inactive by not enrolling in a TESU course for a period of three (3) years or less, and

**WHEREAS:** In order to ensure that military students benefit from updated curriculum and policies, and to align the enrollment policies and procedures across all populations, TESU proposes changing the re-enrollment timeframe for military populations from five (5) years to three (3) years; and

**WHEREAS:** The Provost's Cabinet reviewed the revision to the Military Re-enrollment Policy and recommends presentation to the University Academic Council; and

**WHEREAS:** The Provost and Senior Vice President of the University reviewed and approved the recommendation from the Provost's Cabinet to present the updated Military Re-enrollment Policy to the University Academic Council, and

**WHEREAS:** The University Academic Council of Thomas Edison State University supports presenting the Military Re-enrollment 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 Military Re-enrollment Policy as presented and incorporated herein by reference.

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

**CONSIDERATION OF PAUL E. SAM, PhD FOR MEMBERSHIP IN THE UNIVERSITY ACADEMIC COUNCIL**

Dr. Baum reviewed the credentials of Paul E. Sam.

Mr. Maloney presented the following resolution:

The Board of Trustees of Thomas Edison State University does hereby appoint Paul E. Sam, PhD, School of Business and Management mentor and Curriculum Committee chair, as a member of the University Academic Council for Thomas Edison State University during his term of service as Chair of the Curriculum Committee.

The action herein taken is pursuant to a recommendation by the Provost of the University.

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

Mr. Maloney concluded his report on the Academic Affairs Committee.

**CONSIDERATION OF CANDIDATES FOR DEGREE**

Mr. Medina invited the president to present the candidates for review. Dr. Hancock thanked the chair and invited the Provost to present the candidates for degree. Dr. Baum shared that there are two students that were approved outside the traditional graduation cycle in response to request for professional advancement.

The President has awarded these degrees on a date other than a scheduled graduation date due to exceptional circumstances, as authorized by Board of Trustees' Resolution on June 7, 2019.

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 September 8, 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.**

Dr. Toscani made, and Mr. Lear seconded, the motion to adopt the resolution. Motion carried with one abstention from Michael Rakauckas.

### **REPORT OF THE COMPENSATION COMMITTEE**

Mr. Medina reported that the Compensation Committee met on August 7 and supported the two resolutions for compensation adjustments and revised salary ranges.

### **CONSIDERATION OF MANAGERIAL COMPENSATION ADJUSTMENT**

**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 one percent compensation adjustment; and

**WHEREAS:** The Compensation Committee recommended to the full Board that University and State Library managers be eligible for a one 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 one percent compensation adjustment for eligible University and State Library managers, and that the adjustment shall be effective October 1, 2022.

**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 one or two percent compensation adjustment depending upon their annual salary as of October 1, 2023; and

**WHEREAS:** The Compensation Committee recommended to the full Board that University and State Library managers making \$200,000 or more per year as of October 1, 2023, be eligible for a one percent compensation adjustment and managerial staff making less than \$200,000 per year as of October 1, 2023, be eligible for a two percent compensation; now, therefore, be it

**RESOLVED:** That the Board of Trustees of Thomas Edison State University does hereby authorize the President to confer a one percent compensation adjustment for

University and State Library managers making \$200,000 or more per year as of October 1, 2023, and a two percent compensation adjustment for managerial staff making less than \$200,000 per year as of October 1, 2023, and that the adjustment shall be effective October 1, 2023.

Dr. Toscani made, and Ms. Stockman seconded, a motion to adopt the resolution authorizing the managers' compensation adjustment. Motion carried with one abstention from Michael Rakauckas.

### **CONSIDERATION OF PRESIDENTIAL SALARY ADJUSTMENT**

**WHEREAS:** The Board of Trustees of Thomas Edison State University is authorized to determine the compensation of the University President, pursuant to N.J.S.A. 18A: 64-6(g); 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 University does hereby approve a one (1) percent compensation adjustment for the President, effective October 1, 2023.

Rev. Justice made, and Dr. Toscani seconded, a motion to adopt the resolution authorizing the president's compensation adjustment. Motion carried with one abstention from Michael Rakauckas.

### **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 recommendation 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.

Dr. Toscani made, and Mr. Lear seconded, a motion to adopt the resolution authorizing the personnel actions. Motion carried with one abstention from Michael Rakauckas.

## **CONSIDERATION OF CONTRACT RENEWALS**

Mr. Medina 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.

Rev. Justice made, and Dr. Toscani seconded, a motion to adopt the resolution authorizing the contract renewals. Motion carried with one abstention from Michael Rakauckas.

## **REPORT OF THE NOMINATION AND GOVERNANCE COMMITTEE**

Dr. Toscani provided an overview of the Nominations and Governance Committee report, which is attached.

## **CONSIDERATION OF CHAIR AND VICE CHAIR**

Mr. Maloney made, and Mr. Lear seconded, a motion to appoint Mr. Gualberto (Gil) Medina as Chair and Dr. Michael Toscani as Vice Chair of the Board of Trustees. Motion carried unanimously with Mr. Medina and Dr. Toscani abstaining.

## **ADJOURNMENT**

In closing, the President welcomed our new student trustee, Michael Rakauckas.

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

Submitted by,



Merodie A. Hancock, PhD  
Secretary of the Board

12/11/2023

Date

Approved by,



Gualberto Medina  
Chair

12/18/2023

Date