

TRENTON STATE COLLEGE BOARD OF TRUSTEES

Thursday, October 21, 1993  
Passaic Lake Room, AT&T

BOARD MEETING MINUTES

Present: Ms. Eleanor V. Horne, Chair; Mr. Marvin Greenberg, Vice-Chair; Mr. Bruce Hasbrouck; Dr. Lynden Kibler; Mrs. Jeanne Naglak; Dr. Haskell Rhett; Ms. Paula Weaver; Mr. Rob Barletta, Student Trustee; Mr. Jonathan Peck, Alternate Student Trustee; Dr. Alan Waterman, and Dr. Susan Boughn, Faculty Representatives to the Board; Dr. Larry Marcus, DHE; Dr. Harold Eickhoff, President; Dr. Susan Karr, Secretary to the Board

The meeting was called to order at 9:33 a.m.

I. Announcement of Compliance

Ms. Horne read the following statement:

*It is hereby announced and recorded that the requirements of the Open Public Meetings Act as to proper notification of time and place of meeting have been satisfied.*

*The Open Public Meetings Act, or Sunshine Law, requires that the Board notify the public of impending meetings, and that it conduct those meetings in public. It does not require participation in those meetings.*

*The Board has published procedures to offer members of the public and members of the campus community opportunities to address issues relevant to the Board's powers and duties. Requests to speak to the agenda items must be registered at least 24 hours in advance of the meeting. Request to speak to other items relevant to the Board's powers and duties must be submitted in writing one week prior to the Board meeting, and should specify in detail the nature of the topic and comments. Forms to register are available in the Office of the President. These procedures are designed to encourage the orderly conduct of the Board's business, to support duly established College relationships, and to ensure that thoughtful discourse characterizes the Board's deliberation.*

*Comments from persons registered to speak are limited to a reasonable length of time. Members of the public may not make motions. The Board may choose, after hearing a comment, to refer the issue to committee, to refrain from action entirely, or to defer discussion to a more appropriate time.*

II. Pledge of Allegiance

The Pledge of Allegiance was recited.

III. Approval of the Minutes of the September 9, 1993 Public Board Meeting

It was moved by Dr. Kibler, seconded by Dr. Rhett, that the minutes be approved. The motion passed unanimously.

IV. Report of the Board Officers

There were no reports.

V. Report of the Trustee Member of the Trenton State College Development Corporation

Mr. Greenberg made his report.

VI. Unfinished Business

Dr. Kibler updated the Board on the progress on revising the Board by-laws.

VII. New Business

A. Report of the Executive Committee

Eleanor Horne reported for the committee.

1. Personnel Actions

It was moved by Ms. Horne, seconded by Mr. Greenberg, that the following personnel actions be approved. The motion passed unanimously.

a. Appointments -- Staff (ATTACHMENT A)

B. Change of Status -- Staff (ATTACHMENT A)

c. Resignations -- Staff (ATTACHMENT A)

d. Leave of Absence -- Staff (ATTACHMENT A)

e. Appointments -- Graduate Assistants (ATTACHMENT A)

2. Consideration of a resolution concerning presidential compensation (ATTACHMENT B)

It was moved by Ms. Horne, seconded by Dr. Rhett, that the resolution be approved. The motion passed unanimously.

3. Consideration of a resolution concerning the revised by-laws of the Trenton State College Development Corporation (ATTACHMENT C)

Ms. Horne announced that this agenda item had been withdrawn from the agenda.

4. Consideration of a resolution concerning the evaluation of the rental component of the housing program (ATTACHMENT D)

It was moved by Ms. Horne, seconded by Mr. Greenberg, that the resolution be approved. After discussion, the motion passed unanimously.

B. Report of the Budget and Finance Committee

Dr. Rhett reported for the committee.

1. Consideration of a resolution approving waivers of advertising for college business purposes (ATTACHMENT E)

It was moved by Dr. Rhett, seconded by Mrs. Naglak, that the resolution be approved. After discussion, the motion passed unanimously.

VIII. President's Report

The President made his report. It included a review of higher education's recent history and the college's efforts to restructure public undergraduate education at Trenton State College; a review of how the college plans; a discussion of the college's goals; and an overview of the eleven items on the college's planning agenda, with an in-depth presentation on three of the items: governance, facilities and faculty promotions.

IX. Adjournment

The following resolution was moved by Ms. Horne, seconded by Dr. Kibler:

RESOLVED: That the Board of Trustees will hold closed session on Thursday, December 2, 1993 and at any other time as necessary to consider personnel matters, labor relations, any pending litigation, and any other matters specifically exempted by the Open Public Meetings Act. It is anticipated that decisions made in closed session will be made public at future meetings.

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BE IT

FURTHER

RESOLVED: That the next public meeting of the Trenton State College Board of Trustees will be held at 4:30 p.m. on Thursday, December 2, at a location to be announced.

BE IT

FURTHER

RESOLVED: That this meeting be adjourned.

The meeting was adjourned at 3:15 p.m.

Submitted by,

William Kane,  
Secretary

APPOINTMENTS -- STAFF

John Castaldo	Assistant Director 3 - 10 Month Athletics Effective: October 4, 1993
Steven Gardner	Program Assistant - 10 Month Media and Technology Effective: September 7, 1993
Dawn Henderson	Assistant Director 3 - 10 Month Athletics Effective: October 4, 1993
Kristine Dueker	Professional Services Specialist 4 - 10 Month Community Development Services Effective: October 11, 1993 to June 30, 1994 (temporary, part-time)
Veronica Owles	Professional Services Specialist 4 - 10 Month Community Development Services Effective: September 27, 1993
Elaine Prendergast	Project Specialist Human Resources & Facilities Management and Planning Effective: October 18, 1993 - June 30, 1994 (temporary)
Jacqueline Rosoff	Professional Services Specialist 3 - 10 Month Community Development Services Effective: October 11, 1993

CHANGE IN STATUS -- STAFF

Penny Lehman	From: Managing Administrative Assistant 1 Academic Affairs To: Director 4 (Acting) Institutional Research Effective: September 21, 1993
Toni Pusak	From: Professional Services Specialist 3 Auxiliary Services To: Managing Assistant Director 3 Auxiliary Services Effective: October 4, 1993

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RESIGNATIONS -- STAFF

K. Martin Wood	Director 3 Development & Alumni Affairs Effective: November 15, 1993
Judith Wodynski	Managing Assistant Director 2 Development & Alumni Affairs Effective: October 22, 1993

LEAVE OF ABSENCE -- STAFF

Nevolia Ogletree	Professional Services Specialist 2 - 10 Month Academic Development Services Effective: October 1, 1993 - June 30, 1994 (3/4 leave)
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APPOINTMENTS -- GRADUATE ASSISTANTS (Stipend)

Frances Bardusco	International/Overseas Teaching
Mary Griffin	Institutional Research
Patrick Leary	Career Services
Jennifer Marue	Graduate Studies
Terrence McStravick	Athletics
Kara McVey	Athletics
Megan Mount	Health/Physical Education
Karen O'Brien	Technological Studies
Jeffrey Reiss	Athletics
Michele Verrekia	Athletics

APPOINTMENTS -- GRADUATE ASSISTANTS (Non-Stipend)

Peter Lauffer	Music
Nancy Ventura	Counseling/Personnel Services

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RESOLUTION CONCERNING IMPLEMENTATION OF INCREASE IN  
COMPENSATION FOR THE PRESIDENT OF TRENTON STATE COLLEGE

WHEREAS: The Trenton State College Board of Trustees is authorized under the provisions of N.J.S.A. 18A:64-6 to "appoint and fix the compensation of a president of the college, who shall be the executive officer of the college"; and

WHEREAS: The Trenton State College Board of Trustees last approved an increase in compensation for the president of Trenton State College on June 4, 1992 for Fiscal Years 1989, 1990, 1991 and 1992

THEREFORE,  
BE IT

RESOLVED: That the Trenton State College Board of Trustees, consistent with the salary adjustments awarded to administrative staff for Fiscal Year 1993, authorizes a three percent increase for the president; and

BE IT  
FURTHER

RESOLVED: That this increase have an effective date of September 1, 1992.

A RESOLUTION TO AMEND THE BYLAWS OF THE  
TRENTON STATE COLLEGE DEVELOPMENT CORPORATION

WHEREAS: The Bylaws of the Trenton State College Corporation (incorporated as the Trenton State College Development Corporation) were passed by unanimous vote at the August 24, 1988 meeting by the Board of Directors; and

WHEREAS: Article XIV of the Trenton State College Development Corporation Bylaws states that the Trenton State College Board of Trustees will be requested to approve amendments to the Corporation's Bylaws that have received a two-thirds affirmative vote by the Corporation's Board of Directors; and

WHEREAS: The Board of Trustees recommended at its June 17, 1993 public meeting that the Corporation review its Bylaws and reorganize and amend them as deemed necessary and appropriate by the Corporation's Board of Directors; and

WHEREAS: The Development Corporation has reviewed its Bylaws and passed, by unanimous vote on August 24, 1993, the amended Bylaws; and

WHEREAS: The Trenton State College Development Corporation's Board of Directors requests that the Trenton State College Board of Trustees approve the amended Bylaws at its October meeting;

THEREFORE,  
BE IT

RESOLVED: That the Trenton State College Board of Trustees hereby approves the amended Bylaws acted on by the Board of Directors of the Trenton State College Development Corporation on August 24, 1993.



BY LAWS  
OF  
TRENTON STATE COLLEGE DEVELOPMENT CORPORATION

ARTICLE I - ORGANIZATION

The name of this organization shall be the Trenton State College Development Corporation ("the Corporation"). The Corporation is a body corporate and politic organized and subsisting pursuant to the New Jersey Public College Auxiliary Organization Act, Chapter 16, N.J.S.A. 18A:64-27 to 18A:64-44.

ARTICLE II - MEETINGS

1. Annual Meetings. The annual meetings of the Corporation will be held at Trenton State College ("College") during the last regularly scheduled meeting of the fiscal year [month of October each and every year].
2. Special Meetings. Special meetings may be called at any time by the Corporation chairperson or upon the written request of four members of the Corporation Board of Directors ("Board").
3. Notices. Notice for all meetings shall be in accordance with the Open Public Meetings Act, N.J.S.A. 10:4-6 to 10:4-21. [The Secretary shall give all] Directors shall be given notice of each meeting and the purpose or purposes of each meeting. The agenda and supporting materials will be sent to the Directors in whatever manner is necessary to insure their receipt of those documents 72 hours before the actual meeting.
4. Quorum. Five of the eight voting members of the Board shall constitute a quorum for the transaction of business at any regular or special meetings. If no quorum is present at any meeting so called, a lesser number may meet and adjourn from time to time until a quorum is present. No formal vote may be taken without a quorum present.
5. Voting. At each meeting, each Director shall be entitled to one vote. There shall be no proxy voting.

## ARTICLE III - BOARD OF DIRECTORS

1. Membership. The Corporation Board of Directors shall consist of eight (8) persons:

- a. A member of the Trenton State College Board of Trustees ("Trustees")
- b. The president of the College or his/her designee;
- c. The President of the Corporation,
- d. Two (2) currently enrolled full-time students of the College
- e. Three (3) citizen members

2. Selection of Membership

- a. The Trustee member shall be appointed by the Chairperson of the Board of Trustees.
- b. The President of the College or his or her designee shall serve Ex-Officio with vote.
- c. The President of the Corporation, the two student members and the three citizen members shall be appointed by the Board of Trustees upon the recommendation of the President of the College.

3. Term of Office

- a. The Trustee member shall be appointed to a three year term and may be appointed to additional terms. However, service on the Corporation shall cease when the Trustee member leaves the Board of Trustees. If the appointed term has not been completed, the Chair of the Board of Trustees shall appoint a Trustee member to fill the unexpired term on the Board of Directors.
- b. The President of the Corporation shall be appointed for a three year term, and shall be eligible for successive terms.
- c. The student members shall be appointed to terms of two years, provided that the appointments shall be staggered.
- d. The citizen members shall be appointed to three year terms, provided that the appointments shall be staggered. [Citizen members shall be limited to three full terms.]

Vacancies related to Article III.3.b.-d. shall be filled by appointment to the unexpired terms by the Trustees on nomination of the President of the College. Each member shall serve until a successor is appointed and qualified, except in cases of removal of a Director or termination of another office or position upon which the Board membership is based.

3. Duties and Powers. The Corporation Board shall have the control and management of the affairs of the Corporation, and shall exercise all such powers and do all such lawful acts and things necessary or expedient in the control and management of the Corporation as it may deem proper and appropriate, subject to and consistent with the laws of the State of New Jersey.

4. Removal. The Corporation Board may recommend to the Trustees the removal of any Director upon the affirmative vote of two-thirds of the remaining members of the Board of Directors, provided that the Director to be removed is given ten days written notice of the proposed action and reasons therefore. If requested by the Board of Directors, the Board of Trustees may remove a Director of the Corporation upon an affirmative vote of the Board of Trustees.

5. Conflict of Interest [; Expenses]. Any Director or officer who has a financial interest in any contract or other transaction entered into by the Board or, because of other reasons of conflicting interest, is unable to consider impartially any matter to come before the Board or Committee, shall immediately disqualify himself or herself from taking part in the consideration or disposition of such matters, and shall promptly notify the other members of the Board or of such committee, as the case may be, of such disqualification. Any contract, transaction, or other matter entered into by the Board which is in violation of this section shall be void. [No member of the Board shall have a financial interest in any contract or other transaction entered into by the Board. Any contract or transaction entered into in violation of this section is void. The members of the Board shall receive no compensation for their services as Board members, but shall be paid their necessary expenses in performing their duties.]

6. (NEW) Compensation and Expenses. Members of the Board shall receive no compensation for their services as Board members, but shall be paid their necessary expenses in performing their duties.

## ARTICLE IV - OFFICERS

1. Officers. The officers of the Corporation shall be the Chairperson, Vice Chairperson, President, Treasurer and Secretary.
2. Election of Officers. The Chairperson, Vice Chairperson, Secretary, and Treasurer shall be elected by the Corporation Board at the annual meeting, and shall serve for a term of one year or until their successors are elected and qualified. Should an office be vacated prior to the end of the fiscal year, the office shall be filled by majority vote of the Directors on an acting basis for the remainder of the year. No Director may hold more than one such office. The Chairperson and Vice Chairperson, at least, shall be elected from the membership of the sitting Corporation Board. The Treasurer shall be elected from among the staff of the Corporation.
3. Duties of the Chairperson. The Chairperson shall, when present, preside at all meetings of the Board and shall have general supervision of the affairs of the Board, subject to the approval of the Corporation Board.
4. Duties of the Vice Chairperson. The Vice Chairperson shall preside over meetings in the absence of the Chairperson and shall carry out such additional duties as may from time to time be assigned by the Chairperson or the Corporation Board.
5. Duties of the President. The President shall be the chief executive officer of the Corporation. He or she shall exercise such duties as customarily pertain to the office of President, and shall be responsible for the general management of the property and affairs of the Corporation, subject to the supervision and control of the Board of Directors. Furthermore, the President shall perform such other duties as may be prescribed [from time to time] by the Board of Directors, [or] the Executive Committee, or by the Auxiliary Corporation Regulations and the By-Laws. At each [annual] meeting of the members and the Board of Directors, he or she shall present a report of the condition and finances of the Corporation. The President shall present the annual budget of the Corporation to the Board of Directors for its approval at the annual meeting. Subject to the approval of the Board of Directors he or she shall be responsible for appointing, and removing, employing and discharging, and fixing the compensation of all agents, legal counsel, [certified public accountants,] and employees of the Corporation. The President shall insure that the books, reports, statements and certificate required under New Jersey law are properly made, kept, and filed. He or she shall enforce these By-Laws and perform all duties incident to the position and office which are required by law.

6. Duties of the Treasurer. The Treasurer shall have responsibility for the maintenance of all financial records, shall prepare and submit financial reports as requested by the Corporation Board, and shall have general responsibility for all other related financial affairs. All of the Corporation's books and records shall be open to inspection by any Director at any time on reasonable notice to the Treasurer.

7. Duties of the Secretary. The Secretary shall record minutes of meetings, shall assure [maintain] maintenance of records, files and historical data of the Corporation, shall prepare correspondence; [shall send notices of meetings together with the proposed agenda thereof;] shall serve as signatory for the Corporation on appropriate legal documents; and shall perform related duties.

#### ARTICLE V - COMMITTEES

1. Executive Committee. The Chairperson, Vice Chairperson, and President will constitute the Executive Committee. The Executive Committee shall execute the policies of the Board and transact the business of the Corporation between meetings of the Board. Any action of the Executive Committee shall be ratified at each subsequent meeting of the Board. It shall be a standing committee.

2. Nominating Committee. The chairperson of the Board of Directors shall appoint a Nominating Committee from among the Board of Directors, which shall propose officers for recommendation for election at each year's annual meeting or from time to time as needed. It shall be a standing committee.

3. Other Committees. The Chairperson of the Board may from time to time appoint such other ad hoc committees as may be necessary for the transaction of any business of the Corporation.

#### ARTICLE VI - EMPLOYEES OF THE CORPORATION

The Corporation shall engage from time to time such employees as are necessary to conduct its affairs in conformity with the New Jersey Public College Auxiliary Organization Act.

## ARTICLE VII - APPLICATION OF REVENUES

The entire revenues of the Corporation, including any endowments and income therefrom, shall be applied for its support, for the increase of any endowments, for the increase of its efficiency and facilities, for the repair, maintenance, and acquisition of any properties, for the operation of any enterprises it maintains, and for the general purposes of the Corporation as set forth in the Certificate of Incorporation.

Upon dissolution of the Corporation, all assets shall be distributed, as directed by the Board of Trustees, to and among institutions or groups exempt from Federal income taxation under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

## ARTICLE VIII - AUDIT

A Certified Public [Accountant] Accounting firm shall [be selected by the Board who shall] annually audit the Corporation's funds, and shall submit an audit report to the Board of Directors, which in turn shall submit it to the Board of Trustees and others as may be required by law. The audit firm shall be the same firm approved by the Board of Trustees to perform the audit of Trenton State College and its entities.

## ARTICLE IX - POWERS OF INVESTMENT

The Board shall be entitled to hold and maintain the assets of the Corporation in such amounts and in such form as it may from time to time deem appropriate, without regard to whether such investments, by nature or by extent, are authorized by the statutes of the State of New Jersey.

Nothing herein contained shall be construed to authorize the investment in, or maintenance of, any property, real or personal, other than in the exercise of the sound and prudent discretion of the Board.

Unless otherwise directed by resolution of the Board, the Corporation President shall have full authority on behalf of the Corporation to attend, to act, and to vote at any meeting of the stockholders, the bondholders or other security holders of any corporation, trust, or association in which the Corporation may hold securities, either in person or by proxy.

## ARTICLE X - PROCEDURES

All meetings of the Board of Directors shall be conducted according to Robert's Rules of Order, revised edition. Any Director may waive any notice requirement or other formality, insofar as it [e]affects him or her, in a signed writing or in person at a meeting.

[Any Director or officer who, for reasons of conflicting interest or otherwise, shall be unable to consider impartially any matter to come before the Board or any committee thereof, shall immediately disqualify himself or herself from taking any part in the consideration or disposition of such matter, and shall promptly notify the other members of the Board or of such committee, as the case may be, of such disqualification.]

The Board shall from time to time adopt rules and regulations, consistent with the New Jersey Public College Auxiliary Organization Act to govern:

1. The establishment, custody and operation of required reserves, or special or designated funds;
2. The execution of documents, including checks, drafts, notes, or other evidence of indebtedness, contracts, pledges, mortgages, transfers and other written instruments for the transfer or encumbrance of property, real or personal;
3. The Corporation's fiscal year and regular accounting periods;
4. The adoption of an official seal; and
5. Such other policies as the Board deems necessary or desirable for the orderly carrying out of the purposes of the Corporation.

## ARTICLE XI - ENTERPRISES

The Board may establish, own, and operate, or license or delegate the operation of, self-supporting business enterprises as authorized by N.J.S.A. 18A:64-29. Any net revenues generated by any such enterprises shall be used to support the Corporation.

ARTICLE XII - LIABILITY OF BOARD MEMBERS  
AND COMMITTEE MEMBERS

Board members and members of any committee designated by the Board shall discharge their duties in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

In discharging their duties, Board members and members of any committee designated by the Board shall not be liable if, acting in good faith, they rely on the opinion of counsel for the Corporation or upon written reports setting forth financial data concerning the Corporation and prepared by an independent public accountant or certified public accountant or firm of accountants or upon financial statements, books of account or reports of the Corporation represented to them to be correct by the Corporation President, the officer having charge of the books of accounts, or the person presiding at a meeting of the Board.

ARTICLE XIII - INDEMNIFICATION

Any officer or Director, his or her heirs, executors, or administrators, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with or resulting from any claim, action, suit or proceeding in which he may be involved by reason of holding or having held such office. The term "costs and expenses" includes but is not limited to attorney's fees, court costs and amounts of judgements against or settlements made by any such Director or officer which shall have been approved by the Board.

However, no officer or Director shall be held harmless or indemnified under this Article with respect to any matter in which it is finally adjudged that he or she was guilty of willful misconduct or criminal activity in the performance of his or her duty, or with regard to any matter wherein he or she acted outside of his or her authority as a Director or officer.

The Corporation shall procure insurance to cover this indemnification.

ARTICLE XIV - AMENDMENTS

Amendments to the Corporation Bylaws and to the Certificate of Incorporation may only be initiated by the Corporation's Board of Directors. Such amendments are effective upon the two-thirds affirmative vote of the Board of Directors and subsequent approval by the Board of Trustees.



[The Corporation Board may recommend to the Board of Trustees amendments to the Corporation Bylaws and to the Certificate of Incorporation upon the affirmative vote of two-thirds the Board of Directors. If requested by the Board of Directors, the Board of Trustees may change the Bylaws and the Certificate of Incorporation upon the affirmative vote of the Board of Trustees.]

[ ] = omitted

— = addition or rewording

RESOLUTION CONCERNING THE EVALUATION OF  
HOUSING PROGRAMS AT TRENTON STATE COLLEGE

WHEREAS: A college is a place of learning, a community of scholars and learners guided by both beliefs and actions; and

WHEREAS: Trenton State College's beliefs of service, excellence, diversity and a sense of community are at the heart of the college's mission; and

WHEREAS: Some of the components of the community of scholars and learners, including the purchase/option portion of the faculty/staff housing program, have yet to be implemented, and others, including the rental portion of the same program, have been in operation only a short time; and

WHEREAS: On June 17, 1993, the Trenton State College Board of Trustees directed that a process be developed to evaluate the faculty/staff housing program; and

WHEREAS: A review of the literature reveals that housing programs exist at other colleges and universities, and that evaluations of these programs are informal and limited to one criterion, their support of the recruitment of faculty and staff; and

WHEREAS: Conversations with these same colleges and universities confirm that recruitment is the sole criterion by which the programs are evaluated

THEREFORE,  
BE IT

RESOLVED: That the Trenton State College Board of Trustees directs that a process be developed to evaluate the rental component of the faculty/staff housing program as a means to recruit faculty and staff to Trenton State College, and that in the future this process include other factors the Board deems appropriate, including the contribution of the program to the community of scholars and learners and

BE IT  
FURTHER  
RESOLVED:

That this evaluation take place by July 1, 1995, by which time the program will have been in effect for four years and

BE IT  
FURTHER  
RESOLVED:

That the College continue to work toward implementation of the purchase/option portion of the faculty/staff housing program, and that when it is fully operational, that it also be evaluated.

RESOLUTION APPROVING WAIVERS  
OF ADVERTISING  
FOR COLLEGE BUSINESS PURPOSES

WHEREAS: State College Contracts Law permits waivers of advertising for specified purchases in excess of \$11,100, and

WHEREAS: The Law provides that such waivers shall be approved by the Trenton State College Board of Trustees, and

WHEREAS: Waiver requests have been reviewed and are recommended by the Finance Committee, a subcommittee of the Trenton State College Board of Trustees,

NOW, THEREFORE,  
BE IT RESOLVED: The Trenton State College Board of Trustees approves waivers to the following vendors for purposes as designated herein:

<u>VENDOR</u>	<u>PURPOSE</u>
Clapp and Eisenberg (\$30,000.00)	Professional services rendered in connection with the Board of Higher Education inquiry

October 21, 1993