

**The College of New Jersey
Board of Trustees
December 7, 2010
3:00 p.m.
201 Loser Hall/106 Paul Loser Hall**

Minutes

Present: Christopher Gibson, Vice Chair; Brad Brewster, Secretary; Robert Altman; Jorge Caballero; Eleanor Horne; Rosie Hymerling; Anne McHugh; Barbara Pelson; Miles Powell; Thomas Little, Student Trustee; Randi Lynn Veenstra, Alternate Student Trustee; Orlando Hernandez, Faculty Representative; John McCarty, Faculty Representative; Richard Kroth, Staff Representative; Jacqueline Deitch-Stackhouse, Staff Representative

Not Present: Susanne Svizeny, Chair; Gayle Matthei-Meredith; Joshua Zeitz

I. **Announcement of Compliance**

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

II. **Motion to go into closed session**

It is moved by Mr. Brewster, seconded by Ms. Horne, that the Board go into closed session to discuss personnel actions including Faculty Appointments, Retirements Emeritus, Staff New Appointments, Change of Status, Change of Status Temporary, Resignations, Retirements, and One-Year Reappointments AFT, 3 Year Reappointments AFT, all pending litigation including Fiocco v. TCNJ, Shockley, Evans and Harris v. TCNJ, et al., and William Rogers v. TCNJ and William Rudeau, anticipated litigation; items exempt under the Open Public Meetings Act.

III. **Closed Session**

IV. **Resumption of Public Session/Pledge of Allegiance - A Moment of Silence was observed for alumnus Joseph Martin**

V. **Approval of the Minutes of the October 5, 2010 Public Meeting**

It was moved by Ms. McHugh, seconded by Mrs. Hymerling, that the minutes be approved. The motion carried unanimously.

VI. **Report of the President**

No report was given.

VII. Report of the Board Officers

No report was given.

VIII. Report of the Trustee member of the TSC Corporation

No report was given.

IX. Report of the Trustee member of the TCNJ Foundation

Ms. Horne gave her report.

X. Report of the Trustee Liaison to the New Jersey Association of State Colleges and Universities

No report was given.

XI. New Business

A. Executive Committee

Mr. Gibson reported for the committee.

1. Faculty Actions – Attachment A

It was moved by Ms. McHugh, seconded by Dr. Altman, that the resolution be approved. The motion carried unanimously.

2. Staff Actions – Attachment B

It was moved by Dr. Altman, seconded by Ms. McHugh, that the resolution be approved. The motion carried unanimously.

3. Resolution Honoring Barbara Wineberg for Service to The College of New Jersey – Attachment C

It was moved by Mr. Gibson, seconded by Ms. Horne, that the resolution be approved. The motion carried unanimously.

4. Resolution Approving Settlement of Litigation, Claims and Separation Agreement Policy – Attachment D

It was moved by Mrs. Pelson, seconded by Ms. McHugh, that the resolution be approved. The motion carried unanimously.

B. Academic Affairs

Dr. Altman reported for the committee.

C. Finance and Investments

Mr. Powell reported for Mr. Caballero.

1. The College of New Jersey Board of Trustees Resolution Approving the Fiscal Year 2012 State Budget Request – Attachment E

It was moved by Mr. Gibson, seconded by Ms. McHugh, that the resolution be approved. The motion carried unanimously.

2. Resolution Approving Waivers of Advertising for College Business Purposes – Attachment F

It was moved by Ms. McHugh, seconded by Mrs. Pelson, that the resolution be approved. The motion carried unanimously.

D. Audit Risk Management and Compliance

Ms. McHugh reported for the committee.

1. Resolution approving the Audit, Risk Management & Compliance Committee Charter – Attachment G

On behalf of the committee, Ms. McHugh indicated that Section II.B. of the Policy should be modified to read: “The chair of the Committee and, to the extent practicable, a majority of the Committee members shall have risk management, compliance, and accounting or related financial management expertise.”

It was moved by Mr. Powell, seconded by Mrs. Pelson, that the resolution be approved. The motion carried unanimously.

E. Building and Grounds

Mr. Gibson reported for the committee.

1. Resolution Approving Waivers of Advertising for College Business Purposes – Attachment H

It was moved by Dr. Altman, seconded by Ms. McHugh, that the resolution be approved. The motion carried unanimously.

F. College Advancement

Ms. Horne reported for the committee.

G. Student Life and Enrollment Management

Mrs. Pelson reported for the committee.

XI. Cognitive Marketing Presentation

Mr. Peter Holloran, President of Cognitive Marketing, presented his report and recommendations on the College's marketing initiatives.

XIII. Adjournment

The following resolution was moved by Ms. McHugh, seconded by Mr. Powell. The motion carried unanimously.

Be It

Resolved: That the next public meeting of The College of New Jersey Board of Trustees, will be held on Tuesday, March 1, 2011 at a time and location to be announced.

Be It

Further

Resolved: That this meeting be adjourned.

Respectfully submitted,



Brad Brewster
Secretary

New Appointments – Staff

Erik Clare	Office of Development Assistant Director Effective: November 6, 2010
Kathleen Golazeski	Student Financial Services Program Assistant Effective: October 9, 2010
Tieka Harris	EOF Department Professional Services Specialist 3 Effective: October 18, 2010
Kelly Hennessy	Residential Education & Housing Director Effective: October 30, 2010
Gwendolyn Rajski	Residential Education & Housing Professional Services Specialist 4-10 month Effective: October 27, 2010
Danielle Silva	Grants & Sponsored Research Program Assistant Effective: November 1, 2010

Change of Status – Staff

William Behre	From: Dean (School of Education) To: Assistant Vice President (College Advancement) Effective: November 15, 2010
Matthew Golden	College Advancement From: Executive Director To: Vice President Effective: November 1, 2010
Christine Kucha	Admissions From: Program Assistant (AFT) To: Assistant Director (NU) Effective: November 6, 2010
Peter Manetas	College Advancement From: Assistant Vice President To: Associate Vice President Effective: November 1, 2010
Amy Mercogliano	Finance & Business Services From: Director To: Assistant Treasurer Effective: January 1, 2011

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Change of Status – Staff (continued)

Nicole Parkman	IT & Enrollment Services From: Director (Temp) To: Director (Perm) Effective: October 23, 2010
Lloyd Ricketts	Office of the Treasurer From: Associate Treasurer To: Treasurer Effective: January 1, 2011
Stacy Schuster	College Advancement From: Director To: Executive Director Effective: November 1, 2010
Debra Watson	Finance & Business Services From: Associate Director To: Director Effective: January 1, 2011

Change of Status – Temporary - Staff

Mark Kiselica	Academic Affairs From: Vice Provost To: Vice Provost/Interim Dean of School of Education Effective: November 15, 2010 until appointment of permanent Dean
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Resignations - Staff

Christopher Chamberlin	Facilities & Administrative Services Director Effective: October 22, 2010
Philip Hernandez	Residential Education & Housing Professional Services Specialist 4-10 Effective: December 31, 2010
Jeffrey Lail	Student Center Program Assistant 10 month Effective: October 22, 2010
John Marcy	College Advancement Vice President Effective: November 1, 2010

Retirements – Staff

Ruth Leono	Payroll Office Assistant Director Effective: December 31, 2010
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Retirements – Staff – Change to Effective Date

Patricia Coleman – Boatwright

Community Relations & Special Campus Events
Assistant Vice President
Effective: January 31, 2011

One Year Reappointments (Effective July 1, 2011 – June 30, 2012) – AFT Staff

Bobby Acosta

Athletics & Recreation
Assistant Director 3

Benjamin Akuma

User Support Services
Professional Services Specialist 3

Jonathan Blair

Network & Technical Services
Professional Services Specialist 3

Dana Brown

Office of Development
Professional Services Specialist 3

Virginia Brown

STEP Office
Program Assistant

Matthew Cesari

Network & Technical Services
Professional Services Specialist 3

Jessica Claar

Student Activities & Leadership Development
Professional Services Specialist 3

Cecelia Colbeth

English Department
Program Assistant

David Conner

Student Activities & Leadership Development
Professional Services Specialist 3

Ashleigh Esteves

Alumni Affairs
Program Assistant

Kimberly Ferguson

Records & Registration
Professional Services Specialist 4

Elizabeth Gallus

Student Affairs
Assistant Director 2

Alexis Gettings

Office of Development
Program Assistant

Kathleen Golazeski

Student Financial Services
Program Assistant

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One Year Reappointments (Effective July 1, 2011 – June 30, 2012) – AFT Staff (continued)

Lynette Harris	Career Center Assistant Director 3
Tieka Harris	EOF Department Professional Services Specialist 3
David Ilaria	Intramurals & Recreation Professional Services Specialist 2
Jason Jacobs	Admissions Professional Services Specialist 4
Tami Jakubowski	School of Nursing, Health, & Exercise Science Professional Services Specialist 2
Jamal Johnson	Admissions Professional Services Specialist 4
Kris Kinney	User Support Services Professional Services Specialist 3
Justin Lindsey	Athletics & Recreation Professional Services Specialist 3
Bryce Liskovec	Network & Technical Services Professional Services Specialist 3
Colleen Maeder	Residential Education & Housing Professional Services Specialist 4-10 month
Sabrina Magliulo	EOF Department Professional Services Specialist 3
Nicole Maldonado	School of Education Professional Services Specialist 4
Yakima Melton	Student Center Program Assistant
Katherine Miklosz	Admissions Professional Services Specialist 4
Sergiusz Monasterski	Athletics & Recreation Professional Services Specialist 3
Allison Montgomery	Residential Education & Housing Professional Services Specialist 4-10 month

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One Year Reappointments (Effective July 1, 2011 – June 30, 2012) – AFT Staff (continued)

Ashwani Mukheja	Student Financial Services Professional Services Specialist 3
Judith Obenhaus	Records & Registration Professional Services Specialist 4
Eileen Rose	Student Financial Assistance Professional Services Specialist 3
Tiffany Ross	Grants & Sponsored Research Program Assistant
Mary Sanders	Public Relations & Communications Professional Services Specialist 4
Stephen Scaffa	User Support Services Professional Services Specialist 3
Jason Schweitzer	Center for Institutional Effectiveness Professional Services Specialist 3
Jennifer Sizoo	Records & Registration Professional Services Specialist 4
James Slizewski	Records & Registration Professional Services Specialist 3
Paul Smisek	User Support Services Professional Services Specialist 3
Marie Tuscano	Center for Institutional Effectiveness Professional Services Specialist 3
Kyle Williams	Residential Education & Housing Professional Services Specialist 4-10 month
Richard Wilson	Bonner Center Civic & Community Engagement Program Assistant
Amanda Winfield–Summiel	Records & Registration Professional Services Specialist 3

Three Year Reappointments (Effective July 1, 2011 – June 30, 2014) – AFT Staff

Jacqueline Deitch–Stackhouse	Student Affairs Professional Services Specialist 3
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Three Year Reappointments (Effective July 1, 2011 – June 30, 2014) – AFT Staff (continued)

Leon Duminiak	Chemistry Department Professional Services Specialist 3
Debra Frank	Center for Institutional Effectiveness Professional Services Specialist 2
Dean Glus	Athletics & Recreation Professional Services Specialist 2
Helen Kull	Biology Department Program Assistant
Wesley LaBar	Records & Registration Assistant Director 3
Rasheed Muse	Alumni Affairs Professional Services Specialist 4
Kelly Perkowsky	Residential Education & Housing Professional Services Specialist 4-10 month
Brunelle Tomsky	Psychology Department Professional Services Specialist 3

**The College of New Jersey
Board of Trustees
Resolution Honoring
Ms. Barbara Wineberg**

Whereas: Barbara Wineberg began her association with the College as an undergraduate student receiving her B.A. with honors in Psychology in 1974, and her BS with honors in Accounting in 1981; and

Whereas: Barbara Wineberg started her career at The College of New Jersey as an accountant immediately upon her graduation. Her extraordinary talent was quickly recognized as she was promoted to a number of positions, and was ultimately appointed to the position of Treasurer in October 2001; and

Whereas: In the position of Treasurer, Ms. Wineberg was responsible for maintaining the financial well being of the institution, for managing the institution's \$204 million budget, and for providing advice and counsel for the management of \$60 million in reserves; and

Whereas: Throughout her distinguished career, Barbara Wineberg's dedication to The College of New Jersey and her ability to keep the mission at the center of all budget planning have enabled us to continue offering the highest quality undergraduate educational experience at the very lowest cost, despite the persistent, deep cuts to our state appropriations; and

Whereas: In 2007-2008, during a time of deterioration for the auction rate bond market, Treasurer Wineberg provided the foresight and leadership to convert the College's auction rate variable bonds to fixed rate, thus avoiding the extremely negative impact experienced by many institutions across the region; and

Whereas: Ms. Wineberg announced her retirement from The College of New Jersey effective December 31, 2010.

Therefore,
Be It
Resolved:

That The College of New Jersey Board of Trustees honors Ms. Barbara Wineberg for over 30 years of extraordinary service to the institution and wishes her well in her future endeavors.

December 7, 2010

**The College of New Jersey Board of Trustees Resolution
Approving a Policy for
Settlement of Litigation, Claims and Separation Agreement**

Whereas: In accordance with State law, including N.J.S.A. 18A:64-1 et seq., the New Jersey Contractual Liability Act (N.J.S.A. 59:13-1 et seq.), and the New Jersey Tort Claims Act (N.J.S.A. 59:1-1 et seq.), the Board of Trustees has authority to settle claims and litigation and enter into separation agreements for consideration paid or received by the College, and to delegate such authority; and

Whereas: For the efficient operation of the College, it is prudent that the Board delegate certain authority to settle claims and litigation and enter into separation agreements for consideration paid or received by the College, while retaining proper concern for oversight, accountability and transparency; and

Whereas: The Board has regularly received reports from, delegated authority to, and ratified actions of the President and other senior administrators of the College regarding separation agreements and the settlement of claims and litigation; and

Whereas: It is appropriate that certain authority to settle claims and litigation and enter into separation agreements for consideration paid or received by the College now be formally delegated pursuant to a detailed College policy that contains consultation and reporting requirements.

Therefore,
Be It

Resolved: That the Board hereby approves the attached Settlement of Litigation, Claims and Separation Agreement Policy; and

Be It
Further

Resolved: That the Chair of the Board and the Chair of the Committee on Finance and Investments, President, General Counsel and other officers of the College be and they hereby are authorized to take such actions, prepare such documents and amendments, and affix their signatures on behalf of the College to such documents and amendments, all as may in their judgment be necessary or desirable to accomplish the purposes of this resolution consistent with the Settlement of Litigation, Claims and Separation Agreement Policy.



The College of New Jersey

Section:	I. 1. 2
Title:	Settlement of Litigation, Claims and Separation Agreement Policy
Effective Date:	December 7, 2010
Approved By:	Board of Trustees
Responsible Unit:	Office of the General Counsel ogc@tcnj.edu
History:	Approved December 7, 2010

Related Documents:

18A:64-6, 64-7 Board powers and duties – describes general and specified powers and duties of the Board of Trustees.

"New Jersey Contractual Liability Act" (N.J.S. 59:13-1 *et seq.*) - deals with contract claims and suits against public entities including the College, including the presentation and consideration of claims; and prohibition of recovery against the College for punitive or consequential damages arising out of contract or for claims based upon implied warranties or upon contracts implied in law.

"New Jersey Tort Claims Act" (N.J.S.59:1-1 *et seq.*) - provides for (i) the State tort claim fund to cover loss or damage from liability for the College's own acts or omissions and for acts or omissions of its officers, employees or servants arising out of and in the course of the performance of their duties; and (ii) representation from the Attorney General of the College and employees on account of an act or omission in the scope of employment.

I. INTRODUCTION

This policy (the "Settlement of Litigation, Claims and Separation Agreement Policy" or "Policy") of The College of New Jersey ("the College") applies to the settlement of litigation and claims and the separation of employees from the College. It establishes the authority of the Board, the President, and the General Counsel and provides reporting requirements with respect to settlements and separation agreements.

II. DEFINITIONS

1. Claim

"Claim" shall refer to any demand for payment from an entity or individual, including a College employee, which is disputed in whole or in part and is made other than through litigation. A request or demand to adjust amounts payable under a commercial (non-employment) contract (e.g., change order request) shall not be treated as a "claim."

2. Litigation

"Litigation" shall refer to legal proceedings in the form of a lawsuit, arbitration proceeding, or internal or external administrative proceeding.

3. Separation Agreement

"Separation Agreement" shall refer to an agreement with a College employee by which the employee separates from College employment, but which does not involve a "claim" or "litigation," as defined above.

4. Consideration

"Consideration" shall refer to a monetary commitment on the part of the College, whether in the form of a lump sum cash payment, or compensation for services for a specified term, or individually negotiated benefits or payments for benefits (e.g., tuition remission for dependents), or a non-monetary commitment on the part of the College; it excludes payments for salary and benefits previously earned by the employee (e.g., earned vacation leave) or continued employment on the same terms as existed prior to the agreement. When consideration is received by the College, it can also be monetary or non-monetary.

5. Tort Claim Matter

"Tort Claim Matter" shall refer to a claim or litigation that is covered by The Tort Claims Act and for which the College receives legal representation by the New Jersey Office of the Attorney General.

III. POLICY

1. Settlement Authority of the President

The President shall have authority to settle claims and to enter into separation agreements when the consideration paid or received by the College has a value of \$150,000 or less. In matters for which there is a cognizant vice president (e.g., the Vice President for Human Resources for employment matters or Provost for faculty matters), the President shall consult with and seek the concurrence of that cognizant vice president. Settlement of claims or separation agreements when the consideration paid or received by the College exceeds \$50,000 shall require the concurrence of the General Counsel. The release provisions of all settlements of claims and separation agreements, regardless of the amount of consideration, shall be in a format approved by the General Counsel. Settlement of claims and separation agreements by the President shall be subject to appropriate funding, certified by the Treasurer.

2. Settlement Authority of the General Counsel

The General Counsel shall have authority to settle claims and litigation when the consideration paid or received by the College has a value of \$150,000 or less. In matters for which there is a cognizant vice president (e.g., the Vice President for Facilities Management, Construction and Campus Safety for construction related matters), the General Counsel shall consult with and seek the concurrence of that cognizant vice president. Settlement of claims or litigation when the consideration paid or received by the College exceeds \$25,000 shall require the concurrence of the President. All litigation settlements shall be reviewed and approved by the General Counsel. Settlement of claims or litigation by the General Counsel shall be subject to appropriate funding, certified by the Treasurer.

3. Settlement Actions Reserved to the Board

- a. The following proposals for settlements of claims or litigation or for separation agreements shall be submitted to the authority listed below for prior approval:
 - 1) To the Chair of the Board and the Chair of the Committee on Finance and Investments, when the consideration to be paid or to be received by the College has a value greater than \$150,000 but not exceeding \$500,000.
 - 2) To the Board, when the consideration to be paid or to be received by the College has a value in excess of \$500,000.
 - 3) To the Board, when settlements or separation agreements of any amount involve significant questions of College policy.

- 4) To the Board, when settlements or separation agreements of any amount are with members of the President's Cabinet, Officers of the College or Trustees of the College.
- b. All settlement and separation agreement proposals which require approval by either (i) the Chair of the Board and the Chair of the Committee on Finance, or (ii) the full Board, shall be accompanied by the recommendation of the President and General Counsel and a statement of the applicable fund source by the Treasurer.

4. Faculty

With regard to a faculty member with tenure or security of employment, in the event that the faculty member's resignation and severance compensation is deemed by the President to be in the best interests of the College, any resulting separation or settlement agreement shall be subject to this policy.

5. Tort Claim Matters

To the extent that the authority to settle a Tort Claim Matter is subject to the approval of the Office of the Attorney General and/or the New Jersey Department of Treasury, Bureau of Risk Management, the authority to settle provided hereunder is so constrained and may be interpreted as the authority to make a recommendation to settle to or accept a settlement recommendation from the Office of the Attorney General and/or the New Jersey Department of Treasury, Bureau of Risk Management.

6. Reporting of Settlements and Separation Agreements

- a. The General Counsel shall annually report to the Audit, Risk Management and Compliance Committee of the Board all settlements of claims and litigation, and all separation agreements, when the consideration paid or received by the College has a value greater than \$50,000.
- b. At each regular meeting of the Board, the Board shall receive a report from the General Counsel of all settlements of claims and litigation, and all separation agreements, when the consideration paid or received by the College has a value greater than \$50,000 but not exceeding \$150,000.
- c. At each regular meeting of the Board, the Board shall receive a report of all settlements of claims and litigation and all separation agreements approved by the Chair of the Board and the Chair of the Committee on Finance and Investments pursuant to section 3.a.1 hereof.

**The College of New Jersey
Resolution Concerning Submission of the
FY 2012 Budget Request
Totaling \$222,822,000**

- Whereas: Under P.L. 1994, C.48, The College of New Jersey Board of Trustees has the power and duty to “Submit a request for state support to the Office of Management and Budget in the Department of Treasury and to the Commission on Higher Education in accordance with the provisions of the law;” and
- Whereas: This budget request must be submitted in accordance with planning guidelines promulgated by the Office of Management and Budget; and
- Whereas: The Treasurer has reviewed with the Finance and Investments Committee of The College of New Jersey Board of Trustees the FY 2012 operating budget request prepared in accordance with the FY 2012 Office of Management and Budget planning guidelines; and
- Whereas: The Finance and Investments Committee of the Board has recommended its approval;
- Therefore, Be
It Resolved: That the Board of Trustees approved the FY 2012 operating budget request of \$222,822,000 of which \$41,944,000 would be state appropriations.

THE COLLEGE OF NEW JERSEY

FY 2012 BUDGET REQUEST

PROJECTED INCOME

TUITION AND FEES	72,814,000
APPROPRIATION	41,944,000
FRINGE	26,389,000
CAPITAL FEE	16,715,000
RESIDENCE LIFE	41,975,000
STUDENT CENTER & CONFERENCE CENTER	3,290,000
SUMMER SCHOOL	4,120,000
COLLEGE SELF SUPPORTING ACCOUNTS	6,126,000
SPECIAL FUNDS REVENUE (Federal & Private Grants)	7,538,000
MISCELLANEOUS INCOME	<u>1,911,000</u>
TOTAL BUDGET	\$222,822,000

APPROPRIATION

2012 BASE APPROPRIATION	29,317,000
ADDITIONAL BUDGET INITIATIVES:	
ADDITIONAL STATE POSITIONS	0
MERIT SCHOLARSHIP FUNDING	2,627,000
ACQUISITION & RENOVATION OF SYPEK CENTER	<u>10,000,000</u>
TOTAL APPROPRIATION REQUEST	\$41,944,000

**Resolution Approving Waivers
Of Advertising
For College Business Purposes
(Finance and Investments Committee)**

Whereas: State College Contracts Law permits waivers of advertising for specified purchases in excess of \$30,100, and

Whereas: The Law provides that such waivers shall be approved by The College of New Jersey Board of Trustees, and

Whereas: Waiver requests have been reviewed and are recommended by the Finance and Investments Committee, a subcommittee of The College of New Jersey Board of Trustees, and

Therefore,
Be It

Resolved: The College of New Jersey Board of Trustees approves waivers to the following vendors for purposes as designated herein:

VENDOR	PURPOSE	FUNDING SOURCE
Craig Robinson Inc. \$45,000	Performance sponsored by the College Union Board: Craig Robinson	Student Activity Fees Ticket Sales
William Morris Endeavor Entertainment, LLC \$45,000	Performance sponsored by the College Union Board: Margaret Cho	Student Activity Fees Ticket Sales
3OH3, Inc. \$45,000	Performance sponsored by the College Union Board: 3OH!3	Student Activity Fees Ticket Sales
Kid Cudi Tours, Inc. \$75,000	Performance sponsored by the College Union Board: Kid Cudi	Student Activity Fees Ticket Sales
ACCENT \$72,600	2011 Maymester Study Tour in Rome	Self Funded Revenue
AustraLearn \$51,232	Summer Study Tour in Australia	Self Funded Revenue
Synch-Solutions Inc. \$412,368	HR Upgrade Consultant	College Operating Reserves

**The College of New Jersey Board of Trustees Resolution
Approving an
Audit, Risk Management and Compliance Committee Charter**

Whereas: The Audit, Risk Management and Compliance Committee assists the Board of Trustees in fulfilling its responsibility for oversight of the quality and integrity of the College's: accounting, auditing, and reporting practices; approach to the management of institutional risk; and program for compliance with applicable legal, ethical and regulatory requirements; and

Whereas: The Audit, Risk Management and Compliance Committee has been operating under a charter that was prepared in the spirit of the Sarbanes-Oxley Act of 2002 and proper concern for the duties that relate to the conduct of the College's operations and governance, and in the interest of promoting proper oversight, accountability and transparency; and

Whereas: To ensure compliance with best practices and certain requirements of P.L.2009 c.308 (the "Lesniak Bill"), the Audit, Risk Management and Compliance Committee and Administration have revised and strengthened the Committee's charter and do recommend that the Board of Trustees approve the attached Audit, Risk Management and Compliance Committee Charter.

Therefore,
Be It

Resolved: That the Board hereby approves the attached Audit, Risk Management and Compliance Committee Charter; and

Be It
Further

Resolved: That the Chair of the Audit, Risk Management and Compliance Committee be and hereby is authorized to take such actions, prepare such documents and amendments, and affix signatures on behalf of the College to such documents and amendments, all as may in its judgment be necessary or desirable to accomplish the purposes of this resolution consistent with the Audit, Risk Management and Compliance Committee Charter, including, without limitation, engaging an independent outside auditor who is a certified public accountant selected by the Board of Trustees to conduct an annual audit of the College's financial accounts in accordance with nationally recognized auditing and accounting standards, and engaging third party individuals or firms in accordance with policies concerning professional services contracts when necessary to ensure that the Committee has the requisite financial expertise to carry out its duties; and

Be It

Further

Resolved: That the President, Treasurer and other appropriate officers of the College be and they hereby are authorized to take such actions, prepare such documents and amendments, and affix their signatures on behalf of the College to such documents and amendments, all as may in their judgment be necessary or desirable to accomplish the purposes of this resolution consistent with the Audit, Risk Management and Compliance Committee Charter.

The College of New Jersey Board of Trustees

Audit, Risk Management and Compliance Committee Charter

I. Purpose

The Audit, Risk Management and Compliance Committee assists the Board of Trustees in fulfilling its responsibility for oversight of the quality and integrity of the College's accounting, auditing, and reporting practices; approach to the management of institutional risk; and program for compliance with applicable legal, ethical and regulatory requirements. The Committee's role includes a focus on the qualitative aspects of financial reporting and adequacy of internal controls and auditing, and on the College's processes to manage risk and achieve compliance.

II. Membership

- A. The Committee is comprised of publicly appointed members of the Board of Trustees.
- B. The chair of the Committee and, to the extent practicable, a majority of the Committee members shall have risk management, compliance and accounting or related financial management expertise.

III. Meetings and Communications

- A. The Committee provides open lines of communication with the Board of Trustees and among the internal auditor, independent outside auditor, external consultants retained by or for the Committee, and management.
- B. The Committee shall meet at least two times per year; however, the Chair of the Committee has the power to call additional meetings whenever necessary.
- C. Appropriate College management and staff will attend the Committee meetings to provide pertinent information and support.
- D. The Committee shall keep minutes of its meetings.

IV. General Duties

- A. The Committee shall assist the Board of Trustees in:
 - 1. ensuring that the College adheres to applicable financial accountability standards and internal control standards;
 - 2. ensuring and safeguarding the integrity of the College's financial statements;

3. overseeing and evaluating the performance of the independent outside auditor retained by the College, as more fully described in Section V hereinbelow;
 4. overseeing and evaluating the performance of the College's internal audit function, as more fully described in Section VI hereinbelow;
 5. ensuring that allegations of misconduct or conflict of interest are evaluated and investigated;
 6. ensuring the College's compliance with all relevant legal, ethical and regulatory requirements; and
 7. reviewing proposals and interviewing firms (as necessary) in connection with the selection of the independent outside auditor, and recommending to the Board of Trustees the firm that best fits the overall needs of the College.
- B. When necessary to ensure that the Committee has the requisite financial expertise to carry out its duties, the Committee may engage third party individuals or firms in accordance with policies concerning professional services contracts.
- C. The Committee shall perform duties with respect to external audit, internal audit, risk management and compliance as set forth in this policy.
- D. The Committee will consider the coordination of the internal and external audits to assure completeness of coverage, reduce redundancy, and use audit resources effectively.
- E. The Committee shall prepare an annual Committee report for submission to the Board of Trustees.
- F. Other duties of the Committee include:
1. periodically reviewing and making recommendations to the Board of Trustees for the updating of the Committee's charter, in light of experience, and new legal or regulatory requirements or recognized best practices;
 2. meeting with the independent outside auditor and internal auditor outside the presence of College management personnel at least once per year and otherwise confirming and assuring the independence of the outside auditor and internal auditor;
 3. reviewing "whistleblower" complaints received by the College;
 4. annually reporting to the Board of Trustees on the Committee's performance and fulfillment of its Charter obligations; and
 5. performing such other functions as may be provided by the College By-laws or assigned by the Board of Trustees.

V. External Audit

- A. The Committee shall recommend to the Board of Trustees an independent outside auditor who is a certified public accountant to conduct an annual audit of the College's financial accounts in accordance with nationally recognized auditing

and accounting standards adopted by the New Jersey Higher Education Commission.

- B. The Committee shall be responsible for the oversight of the College's outside audit firm, including resolving any disputes between the independent outside audit firm and College management.
- C. The Committee will review and evaluate the professional relationship with the independent outside auditor, including periodic requests for proposals; continuity of partner, manager, and staff; level of service; and proper rotation of the engagement lead partner.
- D. After the independent outside auditor has reviewed any problems identified through the audit with the president, chief financial officer, and other senior members of the College's administrative staff and management has evaluated those findings and recommendations, the Committee will receive from the independent outside auditor a report of findings and recommendations and review any significant risks found and findings and recommendations made by the independent outside auditor, together with management's responses to them.
- E. The Committee shall report the findings of the independent auditor and the evaluation of those findings by the College's senior staff to the Board of Trustees. The Committee shall recommend actions it deems necessary to rectify any identified deficiencies in internal controls.
- F. The Committee shall assist the Board of Trustees in ensuring and safeguarding the integrity of the College's financial statements. Shortly after the annual examination of the College's financial statements is completed, the Committee shall receive reports on, and review the following with management and the independent outside auditor:
 - 1. The annual audit and report on the financial statements and related notes;
 - 2. The independent outside auditor's qualitative judgments about the appropriateness of accounting principles and disclosures;
 - 3. The effect of any regulatory and accounting initiatives, as well as off balance sheet transactions, if any;
 - 4. All critical accounting policies and practices used by the College;
 - 5. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of each alternative, and the treatment preferred by the College;
 - 6. All material written communications between the independent outside auditor and management, such as any management letter or schedule of unadjusted differences;
 - 7. Any significant changes required in the independent outside auditor's audit plan;
 - 8. Any serious difficulties or disputes with management encountered during the audit;
 - 9. Any legal and regulatory matters that, in the opinion of management, may have a material impact on the financial statements; and
 - 10. Any serious difficulties or disputes with College management that the independent outside auditor encountered during the audit.

- G. The Committee will review any interim financial reports issued since the last meeting.

VI. Internal Audit

- A. The Committee will confirm and assure the independence of the internal audit function and also review and approve the scope of the internal audit plan.
- B. The Committee will review the adequacy of the system of internal controls in consultation with College management, the internal auditor, the independent outside auditor, and any external firms retained to perform internal audit functions.
- C. The Committee will review tests and reports on the College's internal controls received from the internal auditor, together with management's responses to them.
- D. The Committee will review with management:
 - 1. significant findings on internal audits and management's responses thereto;
 - 2. any difficulties the internal auditor encountered in the course of its audits, such as restrictions on the scope of its work or access to information;
 - 3. any changes required in the scope of internal audits; and
 - 4. the internal audit function.

VII. Risk Management

- A. The Committee is responsible for oversight of the processes for the identification and assessment of the College's general business risk, reviewing the outcomes of programmed risk assessments, and advising the Board of Trustees as necessary.
- B. The Committee will inquire of management, the independent outside auditor, and internal auditor about significant risks or exposures facing the College; assess the steps management has taken or proposes to take to minimize such risks; and periodically review compliance with such steps.
- C. The Committee will review the procedures for the receipt, retention, and treatment of complaints received by the College regarding accounting, internal accounting controls, or auditing matters; conflict of interest or other ethics violations; or misconduct or illegal waste, fraud and abuse that may be submitted by any internal or external party, including complaints covered by the Conscientious Employee Protection Act; and review the status of any such complaint.

VIII. Compliance

- A. The Committee shall periodically review the College's Ethics Code to ensure that it is adequate and up-to-date.

- B. The Committee shall review with appropriate staff and consultants the results of review of compliance with the College's Ethics Code.
- C. The Committee shall periodically review the College's Compliance Policy to ensure that it is adequate and up-to-date.
- D. The Committee shall periodically review the College's Compliance Best Practices to ensure that it is adequate and up-to-date.
- E. The Committee shall coordinate with College management and the Executive Committee of the Board of Trustees to identify any areas that warrant compliance review.
- F. The Committee shall review College compliance programs and reports received from regulators.

**Resolution Approving Waivers
Of Advertising
(Buildings and Grounds)**

Whereas: State College Contracts Law permits waivers of advertising for specified purchases in excess of \$30,100, and

Whereas: The Law provides that such waivers shall be approved by The College of New Jersey Board of Trustees, and

Whereas: Waiver requests have been reviewed and are recommended by the Buildings and Grounds Committee, a subcommittee of The College of New Jersey Board of Trustees,

Therefore,
Be It
Resolved: The College of New Jersey Board of Trustees approves waivers to the following vendors for purposes as designated herein:

VENDOR	PURPOSE	FUNDING SOURCE
TBS Services, Inc. \$93,500	Design services related to the Packer Hall envelope remediation and HVAC equipment replacement project	E&G Asset Renewal Reserves
USA Environmental Management, Inc. \$38,022	Professional environmental consulting services related to the Cromwell Hall renovation project	Housing Capital Reserves
Kimmel-Bogrette Architecture + Site \$418,550	Design services related to the Cromwell Hall renovation project	Housing Capital Reserves
Buck Simperts Architect + Associates \$53,075	Design services related to the Eickhoff Dining expansion project	Housing Capital Reserves