

TRENTON STATE COLLEGE BOARD OF TRUSTEES

Thursday, February 17, 1994
Brower Student Center, Room 202W

BOARD MEETING MINUTES

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

The meeting was called to order at 5:00 p.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.

Ms. Horne announced that two people (Leon Brooks and Arthur Steinman) had registered to speak, and that the student trustee (Rob Barletta) had asked to speak. All three addressed the Board. Ms. Horne then spoke on behalf of the Board to the invitation to Khalid Muhammad to speak at the college on February 28.

II. Pledge of Allegiance

The Pledge of Allegiance was recited.

III. Approval of the Minutes of the December 2, 1993 Public Board Meeting

It was moved by Mr. Kane, seconded by Dr. Kibler, that the minutes be approved, with two corrections. The motion passed unanimously.

IV. Report of the President

The President made his report.

V. Report of the Board Officers

Dr. Kibler reported in his role as GBA representative.

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

Mr. Greenberg made his report.

VII. Unfinished Business

There was no unfinished business.

VIII. 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 Dr. Kibler, that the following personnel actions be approved. After discussion, the motion carried unanimously.

a. Reappointments -- Faculty (ATTACHMENT A)

b. Promotions -- Faculty (ATTACHMENT B)

c. Appointments -- Faculty (ATTACHMENT C)

It was moved by Ms. Horne, seconded by Mrs. Naglak, that the following personnel actions be approved. The motion carried unanimously.

d. Medical Leaves/Exchanges/Sabbaticals -- Faculty (ATTACHMENT D)

It was moved by Ms. Horne, seconded by Mr. Barletta, that the following personnel actions be approved. Following comment, the motion carried unanimously.

- e. Appointments/Change of Status/Resignations -- Staff (ATTACHMENT E)

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

- f. Reappointments -- Staff (ATTACHMENT F)

It was moved by Ms. Horne, seconded by Dr. Kibler, that the following personnel actions be approved. The motion carried unanimously.

- g. Appointments -- Graduate Assistants (ATTACHMENT G)

- 2. Consideration of a resolution approving the implementation of FY94 salary adjustments for non-unit employees (ATTACHMENT H)

It was moved by Dr. Rhett, seconded by Ms. Horne, that the resolution be approved. Following comment, the motion carried unanimously.

- 3. Consideration of a resolution approving the amended by-laws of the Trenton State College Development Corporation (ATTACHMENT I)

It was moved by Ms. Horne, seconded by Dr. Kibler, that the resolution be approved. Following comment, the motion carried unanimously.

- 4. Consideration of a resolution concerning the report of the Governance Review Committee (ATTACHMENT J)

It was moved by Mr. Kane, seconded by Mr. Greenberg, that the resolution be approved. Following comment, the motion carried unanimously.

B. Report of the Academic Affairs Committee

Mr. Peck reported for the committee.

- 1. Consideration of a resolution approving an International Business concentration (ATTACHMENT K)

It was moved by Ms. Horne, seconded by Dr. Rhett, that the resolution be approved. After discussion, the motion carried unanimously.

2. Consideration of a resolution approving a major in Spanish (ATTACHMENT L)

It was moved by Dr. Rhett, seconded by Dr. Kibler, that the resolution be approved. After discussion, the motion carried unanimously.

3. Consideration of a resolution honoring Susan Boughn, NJ CASE Professor of the Year (ATTACHMENT M)

The resolution passed by acclamation.

C. Report of the Budget and Finance Committee

Dr. Rhett reported for the committee.

1. Consideration of a resolution authorizing the conveyance of land to the New Jersey Educational Facilities Authority for a certain project to be built thereon and authorizing the execution and delivery of a lease and agreement in connection therewith (ATTACHMENT N)

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

2. Consideration of a revised resolution concerning submission of proposals for the purchase of equipment through the Equipment Leasing Fund (ATTACHMENT O)

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

3. Consideration of a resolution approving a waiver of advertising for construction contracting purposes: Environmental Waste Management Associates, Inc. (ATTACHMENT P)

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

4. Consideration of a resolution approving a waiver of advertising for construction contracting purposes: professional design/build consultant services associated with the Cogeneration project (ATTACHMENT P)

It was moved by Dr. Rhett, seconded by Dr. Kibler, that the resolution be approved. After discussion, the resolution was approved unanimously.

5. Consideration of a resolution approving a waiver of advertising for college business purposes: Nittany Valley Offset (ATTACHMENT Q)

It was moved by Dr. Rhett, seconded by Mrs. Naglak, that the resolution be approved. The resolution was approved unanimously.

6. Consideration of a resolution approving a waiver of advertising for college business purposes: Ernst and Young (ATTACHMENT Q)

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

7. Consideration of a resolution approving a waiver of advertising for college business purposes: Rolm (ATTACHMENT Q)

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

D. Report of the College Relations Committee

Mr. Kane reported for the committee.

IX. Adjournment

Ms. Horne adjourned the meeting at 6:45 p.m. A reception honoring Susan Boughn, NJ CASE Professor of the Year, followed the meeting.

Submitted by,



William Kane,
Secretary

FACULTY REAPPOINTMENTS TO A 2ND YEAR 1994 - 1995

ATTACHMENT A

Alvin, Glenda	Librarian II	Library
Baenninger, MaryAnn	Assistant Professor	Psychology
Bradley, Lynn	Assistant Professor	Chemistry
Brooks, Leon	Librarian II	Library
Cruser, Paul	Associate Professor	English
Howard, Priscilla	Assistant Professor	Music
Jacko, Julie	Assistant Professor	Engineering
Naples, Michele	Associate Professor	Economics
Robertson, Michael	Assistant Professor	English
Rodriguez, Aleida	Assistant Professor	Modern Languages
Still, Julie	Librarian II	Library

February 17, 1994

PROMOTIONS EFFECTIVE SEPTEMBER 1, 1994

TO PROFESSOR

Marlene Kayne	Biology
Yong Lee	Computer Science
Denis Murphy	Modern Languages

TO ASSOCIATE PROFESSOR

Georgia Arvanitis	Chemistry
Susan Blair-Larsen	Reading and Language Arts
Amelia Blyden	Special Education
George Facas	Engineering
Jean Kirnan	Psychology
Elizabeth Mackie	Art
Barbara Strassman	Speech Pathology, Audiology, and Education of the Hearing Impaired

APPOINTMENTS -- FACULTY

Maureen Botros	Assistant Professor Biology Effective: January 17, 1994 (one semester temporary)
Georgia Heiberger	Assistant Professor Nursing Effective: January 17, 1994 (one semester temporary)
Harold J. Johnson	Instructor Special Education Effective: January 17, 1994 (one semester temporary; 3/4 time)
Karl J. Kundel	Associate Professor Speech Pathology and Audiology Effective: January 17, 1994 (one semester temporary)
Brenda Leake	Associate Professor Elementary and Early Childhood Education Effective: January 17, 1994
Donald Leake	Associate Professor Educational Administration and Secondary Education Effective: January 17, 1994
Gunda Simpkins	Assistant Professor Nursing Effective: January 17, 1994 (one semester temporary)

EXCHANGES -- FACULTY

Peter Winkel	Germany 1994-95
--------------	--------------------

SABBATICALS -- FACULTY

William Alexander	Vocational Education Spring 1995
-------------------	-------------------------------------

Gerald Barnes	Philosophy 1994-95
---------------	-----------------------

Elizabeth Bernsten	Political Science 1994-95
--------------------	------------------------------

Joyce Cochrane	Health and Physical Education Fall 1994
----------------	--

Anne Gormly	Psychology Fall 1994
-------------	-------------------------

Robert Mehlman	English 1994-95
----------------	--------------------

Michael Mendoza	Music Spring 1995
-----------------	----------------------

Norman Neff	Computer Science Fall 1994
-------------	-------------------------------

Joe Smith	Educational Administration and Secondary Education 1994-95
-----------	---

Marcia Taylor	Art Fall 1994
---------------	------------------

Patricia Wallace	Business Spring 1995
------------------	-------------------------

Dent Williamson	Music Spring 1995
-----------------	----------------------

MEDICAL LEAVES -- FACULTY (Spring Semester 1994)

Michael Ekizian	Assistant Professor English
Daniel Hall	Professor Economics 1/17/94 - 5/20/94
Nadine Shanler	Professor Educational Administration and Secondary Education (half time)
David Smits	Professor History

February 17, 1994

APPOINTMENTS -- STAFF

Sharon Allen	Professional Services Specialist 4 Admissions (temporary) Effective: December 13, 1993
Andrea Hausner	Professional Services Specialist 4 Development and Alumni Affairs (temporary) Effective: January 27, 1994 - April 29, 1994
James Holmes	Project Specialist Campus Police (temporary) Effective: January 14, 1994
Beverly Kalinowski	Professional Services Specialist 3 Records and Registration Effective: February 21, 1994
Ceceilia O'Callaghan	Associate Director 3 Career Services Effective: January 31, 1994
Thomas Thompson	Director 3 Campus Police Effective: January 31, 1994

CHANGE OF STATUS -- STAFF

William Klepper	From: Dean of Student Life
	To: Vice President for Student Life
	Effective: February 17, 1994

RESIGNATION -- STAFF

Cynthia Duncan	Managing Assistant Director 2 Development and Alumni Affairs Effective: December 23, 1993
----------------	---

ONE YEAR REAPPOINTMENTS -- STAFF 7/1/94 - 6/30/95 (12 month)

Alan Bowen	Professional Services Specialist 3 Information Management
Ann DeGennaro	Professional Services Specialist 3 Student Life
Donna Merchant	Professional Services Specialist 2 Speech Pathology, Audiology, Education of the Hearing Impaired (part time)

ONE YEAR REAPPOINTMENTS -- STAFF 9/1/94 - 6/30/95 (10 month)

John Castaldo	Assistant Director 3 Athletics
Steven Gardner	Program Assistant Media and Technology (part time)
Barbara Greenstein	Professional Services Specialist 4 Community Development Services/Residence Life
Dawn Henderson	Assistant Director 3 Athletics
Veronica Owles	Professional Services Specialist 4 Community Development Services/Residence Life

ONE YEAR REAPPOINTMENTS -- STAFF 8/1/94 - 6/1/95 (10 month)

Jacqueline Rosoff	Professional Services Specialist 3 Community Development Services/Campus Life
-------------------	--

THREE YEAR REAPPOINTMENTS -- STAFF 7/1/94 - 6/30/97 (12 month)

Maura Graber	Assistant Director 4 Media and Technology
--------------	--

GRADUATE ASSISTANTS

SPRING 1994

S T I P E N D

Barszczewski, Lisa
Admissions

Dziemian, Karyn
Sports Information

Friedman, Lauren
Business

Huyghebaert, Sue Ellen
Library

Lowrie, Carolanne
Counseling/Personnel Services

Schlentz, Marilyn
Nursing

N O N - S T I P E N D

Becker, Kenneth
History

Held, April
Career Services

Hobson, Deaphne
International Exchange

Ivins, Jennifer
Nursing

RESOLUTION TO IMPLEMENT FY94 SALARY ADJUSTMENTS FOR NON-UNIT EMPLOYEES

- WHEREAS: The Board of Higher Education established in 1989 a performance-based compensation system for non-unit employees at the state colleges; and
- WHEREAS: The current regulations governing the compensation of managerial and other non-unit employees at the state colleges (NJAC 9:6A-4) authorize the College to implement annual salary adjustments within the base minimum and maximum range limits prescribed by the Board of Higher Education; and
- WHEREAS: The State College Compensation Schedule approved by the Board of Higher Education on September 20, 1991 established the applicable minimum and maximum salaries for each range assigned to non-unit employees; and
- WHEREAS: Trenton State College has developed and implemented performance evaluation procedures for non-unit employees which are in compliance with all applicable Board of Higher Education regulations; therefore be it
- RESOLVED: That the Board of Trustees hereby authorizes the President to implement FY94 salary adjustments for non-unit employees corresponding to each employee's most recent performance evaluation rating; and be it further
- RESOLVED: That, pending formal action by the Board of Higher Education to advance the non-unit range maximums for the current fiscal year, lump sum payments that do not accrue to base equal to the salary increases authorized for employees at the current range maximums shall be issued in two equal installments; and that, at the point that the range maximums are officially advanced by the Board of Higher Education, the base salaries of the affected employees shall be adjusted in accordance with the authorized increases; and be it further
- RESOLVED: That said adjustments shall not exceed a total of 5.59% for the pool of non-unit employees.

ATTACHMENT I

RESOLUTION AMENDING BYLAWS OF THE
TRENTON STATE COLLEGE DEVELOPMENT CORPORATION

WHEREAS: The Bylaws of the Trenton State College Corporation (incorporated as Trenton State College Development Corporation) were passed by unanimous vote at the August 26, 1988 meeting by the 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 Board of Directors of the Development Corporation has reviewed their Bylaws and approved with a two-thirds affirmative vote the amended Bylaws at their meeting on January 18, 1994; and

WHEREAS: Article XIV of the Trenton State College Development Corporation Bylaws states that the Trenton State College Board of Trustees must approve amendments to the Corporation's Bylaws.

BE IT RESOLVED:

That the Trenton State College Board of Trustees approves the amended Bylaws that were approved by the Board of Directors of the Trenton State College Development Corporation on January 18, 1994.

February 17, 1994

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. Regular Meetings. The Corporation Board of Directors ("Board") shall hold a minimum of four regular meetings (including the annual meeting) within each fiscal year.

3. [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 [")].

4. [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.

5. [4.] Quorum. Five of the nine [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.

6. [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)] nine (9) 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 [,] (President).
- d. Two (2) currently enrolled full-time students of the College
- e. One (1) current member of the Trenton State College Faculty
- f. [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, the faculty member, 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 faculty member shall be appointed to a term of three years.
- d. [c.] The student members shall be appointed to terms of two years, provided that the appointments shall be staggered.
- e. [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.]

There shall be no limitations on the number of terms an individual may serve. 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. 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. The president of the college shall not serve as an officer of the Corporation.

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, and the Secretary [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 assure that the minutes of meetings are recorded [record minutes of meetings], shall assure [maintain] maintenance of all 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, a standing committee, shall execute the policies of the Board and transact the business of the Corporation between meetings of the Board, as authorized by the Board. Any action of the Executive Committee shall be ratified at each subsequent meeting of the Board. If an emergency

situation requires the Executive Committee to take an action not previously authorized by the Board of Directors, the Board will be polled within five working days to determine whether it wishes to consider the action taken by the Executive Committee at a Special Meeting or whether it wishes to officially ratify the action at the next regularly scheduled meeting. [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.

Revenues of the Corporation are also used to reimburse the college for the services provided by college employees on behalf of the Corporation. The Board may declare certain revenues as being in excess of the needs of the Corporation and, thereby, transfer such funds to the Board of Trustees of the College, for use by the College.

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, consistent with the New Jersey Public College Auxiliary Organization Act. [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;]
3. [4.]The adoption of an official seal; and
4. [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 within paragraphs

RESOLUTION CONCERNING THE REPORT
OF THE
GOVERNANCE REVIEW COMMITTEE

- WHEREAS: On February 15, 1990, the Trenton State College Board of Trustees approved the document entitled "College Governance Structure and Processes: Standing Committees"; and
- WHEREAS: That document indicates that "The Standing Committee structure will be reviewed every three years in a process recommended by the President of the College"; and
- WHEREAS: The Trenton State College Board of Trustees resolved that the new committee structure was to be effective September 1990; and
- WHEREAS: The President of the College charged the committee on July 27, 1993 and requested a report containing the review and the resulting recommendations by December 19, 1993; and
- WHEREAS: The Committee has submitted its report, which contains the establishment of a Human Relations Advisory Council, as well as minor editorial changes, committee and council membership adjustments, the elimination of selected Area Advisory Committees, and general recommendations relative to distribution of information; and
- WHEREAS: The President has recommended approval of the report,
- THEREFORE
BE IT
RESOLVED: That the Trenton State College Board of Trustees approves the section of the report recommending the formation of a Human Relations Advisory Council be adopted, and
- BE IT
FURTHER
RESOLVED: That the remaining sections of the report be presented to the Board for consideration at its April meeting.

February 17, 1994

RECOMMENDATION CONCERNING A NEW ADVISORY COUNCIL

The Governance Review Committee recommends that an advisory council on Human Relations be formed and become part of the governance process. The recommended charge and membership is as follows:

HUMAN RELATIONS ADVISORY COUNCIL

THE CHARGE TO THE COUNCIL:

Human Relations Advisory Council:

The Human Relations Advisory Council has the responsibility to give life to the College's belief that all members of the campus community are enriched by the diversity of the community. This council will be chaired by the Affirmative Action Officer. The Human Relations Council advises the Committee on the Quality of Campus Life.

MEMBERSHIP (ALL 27 MEMBERS WILL VOTE:

Faculty (elected under procedures established by each school):

- 4 School of Arts and Sciences
- 2 School of Education
- 1 School of Nursing
- 1 School of Business
- 1 School of Technology
- 1 Faculty Senate President or permanent designee

Students:

- President of the SGA or permanent designee
- 5 students appointed by the SGA representing the diversity of the student body.

Administration:

- Affirmative Action Officer
- Director of EOF
- VP of Student Life
- Academic Dean (one)
- V.P. of Academic Affairs (or permanent designee)
- Director of Facilities
- Chair of MEC
- Director of Campus Police
- Director of the Office of Psychological Counseling
- Director of Admissions
- Director of College Relations

All terms, except administrative appointments, which are office specific, shall be three years.

RESOLUTION APPROVING A CONCENTRATION IN INTERNATIONAL BUSINESS

WHEREAS: Curricula with an international scope are becoming increasingly important in a rapidly changing and interdependent world; and

WHEREAS: An international focus in the curriculum is consonant with the college's goal of multiculturalism; and

WHEREAS: Students can be enriched by the opportunity to combine their study of international business with appropriate courses in foreign language and other areas of the liberal arts; and

WHEREAS: The School of Business has faculty with the appropriate expertise who offer courses examining the international aspects of management, marketing, finance, and economics; and

WHEREAS: Trenton State College already offers a certificate program and a minor in international business,

THEREFORE, BE
IT RESOLVED: That a concentration in International Business be approved within the School of Business.

February 17, 1994

RESOLUTION CONCERNING A PROGRAM ANNOUNCEMENT DOCUMENT
FOR A BACHELOR OF ARTS IN SPANISH

WHEREAS: There has been growing recognition nationally and within the State of New Jersey of the need for foreign language study; and

WHEREAS: Trenton State College has a history of foreign language study and already offers a minor in Spanish; and

WHEREAS: A major in Spanish would support institutional goals of diversity and multiculturalism; and

WHEREAS: Many of the college's students enter with significant academic preparation in Spanish and an interest in pursuing that study at a more advanced level; and

WHEREAS: A distinctive program has been designed that is devoted to the study of the Spanish-speaking world, embracing both Western and non-Western cultures; and

WHEREAS: An external evaluator strongly recommends approval of this program,

THEREFORE BE
IT RESOLVED

THAT: A Program Approval Document (PAD) be submitted to the New Jersey Department of Higher Education, seeking approval for a Bachelor of Arts degree in Spanish.

February 17, 1994

RESOLUTION HONORING
DR. SUSAN BOUGHN
CASE 1993 NEW JERSEY PROFESSOR OF THE YEAR

- WHEREAS: The commitment to excellence is central to the vision that drives Trenton State College; and
- WHEREAS: In addition to academic research, the college values the commitment to teaching as a mark of the excellence of the Trenton State College faculty; and
- WHEREAS: Through the Professor of the Year program, CASE, the Council for Advancement and Support of Education, recognizes as the most outstanding undergraduate instructors in the country, those who excel as teachers and influence the lives and careers of their students; and
- WHEREAS: Dr. Susan Boughn both embodies those values personally and represents the dedication and commitment of the Trenton State College faculty as a whole; and
- WHEREAS: Dr. Boughn's qualities as a teacher have been recognized not only on campus but by her being named the CASE 1993 New Jersey Professor of the Year:
- THEREFORE
BE IT
RESOLVED: That the Board of Trustees extends its congratulations to Dr. Boughn and wishes her continued success in the classroom and in her work with students.

February 17, 1994

Resolution of the Board of Trustees of Trenton State College
Authorizing the Conveyance of Land to the New Jersey Educational
Facilities Authority for a Certain Project to be Built Thereon
and Authorizing the Execution and Delivery of a
Lease and Agreement in Connection Therewith

WHEREAS: The Board of Trustees of Trenton State College ("Board") had previously approved the construction of a Student Residence Facility and Parking Garage ("Project"); and

WHEREAS: The Board is authorized to convey to the New Jersey Educational Facilities Authority ("Authority") a certain parcel of land at Trenton State College (the "Public College") upon which the Project is to be constructed; and

WHEREAS: The Board has been submitted a form of lease and agreement ("Agreement"), by and between the Authority and the Board; and

WHEREAS: It is deemed advisable in respect of the Project to approve the form of and authorize the execution and delivery of the Agreement and to approve the conveyance of land; and

NOW, THEREFORE,

BE IT

RESOLVED: By the Board of Trustees of Trenton State College as follows:

Section 1. That the Public College's legally available monies shall, at all times, be sufficient to meet the costs of operation of the Project, Annual Rentals for the Project as specified in the Agreement between the New Jersey Educational Facilities Authority and the Board of Trustees of the Public College, and the other costs of the Authority in connection with the Project.

Section 2. That the Board hereby approves the conveyance of land, which parcel of land will constitute the site of the Project.

Section 3. That the form of the Agreement, in substantially the form attached hereto and made a part hereof as fully as if set forth verbatim herein with such changes, omissions, insertions and revisions as shall be approved by the Authority and the hereinafter authorized officers of the Board, entered into in connection with the financing of the Project, be and the same is hereby authorized to be entered into and approved and the Chairman and Vice Chairman of the Board and the President and Vice President of the College are hereby authorized and directed, for and on behalf and in

the name of the Board, to execute and deliver said Agreement and the Secretary of the Board is authorized to affix the seal and attest hereto.

Section 4. That the Chairman or Vice Chairman and the Secretary of the Board of Trustees and the President or Vice President of the Public College are hereby authorized and directed, for and on behalf and in the name of the Board and the Public College to execute and deliver a deed in the customary form to the Authority with respect to the parcel of land which will constitute the site of the Project.

Section 5. That the Chairman, Vice Chairman and the Secretary of the Board and the President and Vice President of the College are hereby authorized and directed to make, execute and deliver all such additional and supplemental documents and to do and perform such acts and to take such actions as may be necessary or required for the consummation of the transactions provided for and contemplated by the aforesaid Agreement and for the construction and financing of the Project.

Section 6. That all resolutions, orders and other actions of the Board in conflict with the provisions of this resolution to the extent of such conflict are hereby superseded, repealed or revoked.

Section 7. That this Resolution shall take effect upon the approval of the said project by the Board of Higher Education.

February 17, 1994

RESOLUTION CONCERNING SUBMISSION OF REVISED PROPOSALS
FOR THE PURCHASE OF EQUIPMENT
THROUGH THE EQUIPMENT LEASING FUND,
TOTALING \$2,960,000

- WHEREAS: P.L. 1993, C. 136 established the Equipment Leasing Fund to enable Institutions of Higher Education to purchase scientific, engineering, technical, computer, communications or instructional equipment to provide for the education and training of the work force of the future and to advance science and technology through research; and
- WHEREAS: Trenton State College has been allocated \$2,960,000 under the Equipment Leasing Fund; and
- WHEREAS: The Department of Higher Education has established regulations, subject to final approval by the Board of Higher Education, for the submission and approval of purchases through the Equipment Leasing Fund; and
- WHEREAS: The Board of Trustees at its Meeting on December 2, 1993 approved a resolution for the purchase of equipment under the Equipment Leasing Fund that included communications cabling that has since been judged to be excluded from purchase under that fund; and
- WHEREAS: The College has revised its proposal for the purchase of equipment under the Equipment Leasing fund to exclude communications cabling; and
- WHEREAS: The College has revised its proposal for the purchase of equipment under the Equipment Leasing Fund to include Academic Lab Equipment for Biology, Academic Lab Equipment for Chemistry and Academic Lab Equipment for Physics in addition to the previously approved Information Technology Equipment (excluding cabling); and
- WHEREAS: The revised Proposals for the purchase of equipment through the Equipment Leasing Fund have been reviewed by the Budget and Planning Standing Committee and the Computer Advisory Committee at Trenton State College; and
- WHEREAS: The Vice President for Administration and Finance, with the approval of the President, has reviewed with the Finance Committee of the Trenton State College Board of Trustees the proposed equipment purchases under the Equipment Leasing Fund; and
- WHEREAS: The Finance Committee of the Board recommended its approval;
- THEREFORE, BE
IT RESOLVED: That the Trenton State College Board of Trustees approves the revised proposals for equipment purchases through the Equipment Leasing Fund totaling \$2,960,000 and directs the President to transmit those proposals to the Board of Higher Education and to indicate that the College commits itself to funding 25% of the principal and interest on the bonds issued to acquire the equipment.

February 17, 1994

RESOLUTION APPROVING WAIVERS
OF ADVERTISING
FOR CONSTRUCTION CONTRACTING PURPOSES

WHEREAS: State College Contract 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>
Environmental Waste Mangement Associates (\$12,575.00)	Environmental Engineering Services related to the oil spill and subsequent site remediation associated with the Cogeneration project
(\$981,000.00)	Professional Design/Build Consultant Services associated with the Cogeneration project

February 17, 1994

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>
Nittany Valley Offset (\$13,600.00)	Printing and folding of Search Brochure
Ernst and Young (\$40,000.00)	External auditing services
Rolm (\$2,342,116.00)	Voice, data and video communications infrastructure projects

February 17, 1994