

## MINUTES

### **MEETING OF THE BOARD OF TRUSTEES OF THE WILLIAM PATERSON UNIVERSITY OF NEW JERSEY**

**Friday, November 19, 2021**

The meeting was called to order at 9:00 a.m. in the 1800 Valley Road Board Room. Trustees were both in attendance and participating via virtual platforms due to the ongoing COVID-19 pandemic.

BOARD MEMBERS PRESENT: Ms. Cortez (virtual), Mr. Galandak, Mr. Godfrey (virtual), Mr. Gruel (virtual), Mr. Guarasci (virtual), Mr. Lenahan, Ms. McDowell (virtual), Mr. Neilley (virtual), Ms. Niro (virtual), Mr. Pesce (virtual), Ms. Rodriguez, Mr. Seeve, Mr. Taylor (virtual), Dr. Zastocki (virtual), and President Helldobler.

ABSENT: Mr. Velli.

OTHERS PRESENT: Vice President Boucher-Jarvis, Vice President Cammarata, Vice President de Veyga, Vice President Ferguson, Associate Vice President Garvey, Vice President Goldstein, Vice President Green, Associate Provost Hill, Associate Provost Lincoln, Provost Powers, General Counsel Reardon Henry (virtual), Chief Information Officer Rosenberg (virtual), Vice President Ross, Chief of Staff Mc Laughlin Vignier, Ms. Oleski, administrators, faculty, and others.

#### ANNOUNCEMENT CONCERNING ADEQUATE NOTICE OF MEETING:

In accordance with the "Open Public Meetings Act," the Chairperson publicly announced and had entered into the minutes that "adequate notice" of this meeting was provided. In compliance with the Statute, this notice was posted in advance on the University's web page and distributed to The Herald News, The Record, and The Star Ledger more than 48 hours prior to this meeting.

It was moved and seconded to adopt the following resolution:

11-21-1 - RESOLUTION, TO MOVE INTO EXECUTIVE SESSION

At approximately 11:03 a.m., the Public Session resumed.

It was moved by Mr. Galandak and seconded by Ms. Niro to adopt the following resolution:

#### APPROVAL OF MINUTES SEPTEMBER 24, 2021, BOARD OF TRUSTEES MEETING:

The minutes of the September 24, 2021, Board Meeting were approved as distributed.

#### CHAIR'S REPORT:

Chair Seeve welcomed everyone to the in-person and virtual meeting and explained that many agenda items had been discussed at the Committee meetings held on November 4, 2021. Mr. Seeve briefly stated that the Board members are in regular contact with President Helldobler

regarding campus activities, including the challenges the University is facing in enrollment and layoffs. Mr. Seeve further mentioned that the Board remains confident in the leadership of President Helldobler and Cabinet members during these difficult times.

Mr. Seeve then recognized Student Trustee, Mr. Kendall Godfrey, with a special resolution honoring him and the work he has done during his time serving on the Board. President Helldobler, Chair Seeve, Trustee Galandak, Trustee Pesce, and Vice President Cammarata, read the resolution. Mr. Seeve thanked Mr. Godfrey and congratulated him on his upcoming graduation.

The following resolutions were recommended for approval by the Board:

It was moved by Mr. Pesce and seconded by Mr. Galandak to adopt the following resolution:

11-21-2 - RESOLUTION, HONORING STUDENT TRUSTEE, KENDALL GODFREY

The resolution was unanimously adopted.

Mr. Seeve stated that Student Trustee, Mr. Donovan Taylor, would be moving into his new position as a voting member and will serve on the Finance, Audit, and Institutional Development Committee. Mr. Seeve reported that the process for identifying a new Student Trustee was ongoing and this individual would be sworn in at the March 2022 Board of Trustees meeting.

#### PRESIDENT'S REPORT:

President Helldobler began his report by briefly mentioning the opening of the Center for Latinidad, which will serve as a resource for students and joins the Center for Diversity and Inclusion and the Black Cultural Center. The President thanked Trustee Rodriguez for her remarks at the ribbon-cutting event. President Helldobler spoke of the naming ceremony for the Tennis Courts held on October 1, in honor of Professor Emerita Dr. Ginny Overdorf. He stated that the generous gift from Dr. Overdorf will support the maintenance of the courts and the development of opportunities for the tennis program. The President spoke of the University's receipt of the \$4.99M grant from the U.S. Department of Education for Hispanic serving institutions to increase STEM majors and stated that earlier this month the University was also notified of its selection into the AASCU Transformation Accelerator Cohort. He described the program by stating that it was designed to help institutions eliminate race, ethnicity, and income as predictors of student success.

President Helldobler then displayed a photo of the University's Bowling Club Team and congratulated them on being ranked 9<sup>th</sup> nationally. He reported that the team had placed second at a recent tournament in Marietta, Georgia. The President also thanked Trustees Seeve and McDowell for their attendance and time meeting with students at the Donor Scholarship Dinner on November 10.

The President presented a brief update on the University KPI's and stated that the number of cardinal KPI's increased from 17 to 22. He described the updated numbers and specifically noted the addition of new KPI's that include post-graduation outcomes and social mobility index from

both College Net and US News and World Report (Regional Universities North). He stated that the non-returning students KPI would provide important data in this area and help with enrollment going forward. Dr. Cammarata, Vice President for Student Development, reported that the University was at 82% for post-graduation rates for the Class of 2020, which was above the all public data point goal of 78.1%. Trustee Galandak asked how far back the numbers go for the post-graduation outcomes and Dr. Cammarata reported that the information is annual and national, but we are outpacing what is happening nationally. President Helldobler stated that the University saw a decrease in terms of the full-time first-year one-year retention rate in 2020-2021 due to going online from the COVID-19 health crisis, but he was hopeful these numbers would be better in the future.

President Helldobler's written report is included in the Board Materials, and is incorporated into the minutes of this meeting.

#### POST-CENSUS ENROLLMENT UPDATE:

Vice President Ross provided a brief update on Fall enrollment and stated that the freshmen number decreased significantly. He stated that the pandemic and policy changes had a large impact on students, but the freshmen GPA was up slightly from 2.92 at Fall Census 2020 to 2.95 at the second Fall Census date for 2021. Dr. Ross reviewed the key enrollment drivers, both negative and positive. He noted that the negative key enrollment drivers included full-time undergraduate rate with a decrease of 11.5% from last year's Fall 2020 census, smaller entering cohort, first-year retention, vaccine non-compliance registration cancellation, and that 62.7% of freshmen who were dropped for vaccine non-compliance failed to return. He reported the positive key enrollment drivers included an increase in graduate enrollment by 34.7%, an increase in transfer students by 23.4%, significant impacts of WP Online that are 218% above goal, new enrollment increase of 15%, new enrollment numbers for undergraduate students increase of 7.4%, and dual enrollment increase of 91%. Dr. Ross stated that it costs more to recruit than to retain students and that student credit hours (SCH) is the single most important driver of the budget. President Helldobler was happy to hear of the headcount growth and thanked Dr. Ross and his team, as well as Provost Powers and all College Deans, for their work and getting WP Online up and running. Chair Seeve thanked Dr. Ross for his report.

#### BUDGET REDUCTION PLAN:

President Helldobler and Vice President de Veyga presented the budget reduction plan that would take place over the next three years. VP de Veyga stated that this plan would make the University more financially solvent, and will require a number of hard decisions to be made in order to accomplish it. The plan will be revisited if necessary based on circumstances.

The following resolution was recommended for approval by the Board:

It was moved by Mr. Seeve and seconded by Mr. Galandak to adopt the following resolution:

11-21-6 - RESOLUTION, FISCAL YEAR 2022 BUDGET

The resolution was unanimously adopted.

#### UNIVERSITY STRATEGIC PLAN TOPICS RECOMMENDATIONS & BRAND AND IDENTITY RECOMMENDATIONS:

President Helldobler began by briefly reviewing the two potential paths forward for the University that were previously presented to the Board. He stated that WP (You) is directed towards the “how” we offer our content and WPU (Specific) is focused more on “what” content is offered. The President said that after reviewing the survey data from different groups across campus, he is recommending the Board adopt the WP (You), “how” strategy, for the University’s branding and identity. President Helldobler mentioned that there would be a review in the Spring and the Board would be provided with more information in June 2022, as he will be consulting with Faculty Senate and other departments on campus.

President Helldobler then summarized the strategic plan surveying done across campus through focus groups. He presented recommendations for his top five University strategic plan topics that include exploring alternate credentials and certificates, decolonizing the University, revising the Mission Statement, developing and implementing strategies to reduce attrition, and developing robust policies, programs, and delivery modalities for adult learners. President Helldobler stated that he will continue working with Trustee Pesce and working groups will be developed to continue discussions on each of the top five topics. The President noted that the fourth topic on developing and implementing strategies to reduce attrition is the biggest opportunity for enrollment growth and retention. Trustee Rodriguez commended the President on taking the opportunities to have the conversations that people do not all want to have and stated that the fourth topic was very important in keeping students. Trustee Pesce thanked the President and VP de Veyga for their work.

President Helldobler stated that action items and benchmarks for each topic would be presented at the June 2022 Board of Trustees meeting and the topics will be launched in the Fall of 2022.

#### GOVERNMENT AND COMMUNITY AFFAIRS REPORT:

Vice President de Veyga provided his Government Affairs report as part of the Board materials. Dr. de Veyga mentioned that the House had just passed the Build Back Better plan earlier in the day, which would provide much-needed support to low-income New Jersey families. He stated that four out of the five bills he listed in his report had been passed.

#### FINANCE, AUDIT AND INSTITUTIONAL DEVELOPMENT COMMITTEE REPORT:

Mr. Lenahan reported that the Finance, Audit and Institutional Development Committee met on November 4, 2021.

During the Committee meeting, Committee members first received a presentation from Ms. Andrea Caladie and Ms. Chendan Zhao of Baker Tilly, on various matters including their financial audit for Fiscal Year 2021. Ms. Caladie informed the Committee at their meeting that there were no significant findings during their audit, and was present on the call during the Board meeting to answer any questions.

Mr. Lenahan stated that the Committee then heard a brief report from VP Ross on Enrollment Management, where he noted that final census would take place on November 12. Mr. Lenahan mentioned that Associate Vice President Green, along with Mr. Tim Lever, Director of University Budgets and Financial Planning, reviewed the All Funds report on the University revenues and

expenses. Ms. Green and Mr. Lever presented the Committee with information on two bonds the University could refinance, which would result in long-term savings, as well as a leasing opportunity at 1600 Valley Road that will bring in modest revenues. Mr. Lenahan stated that Ms. Green reviewed the Fiscal Year 2020-2021 budget with the Committee. Vice President de Veyga also informed the Committee of several bid waivers to be reviewed and approved to move forward to the full Board.

Mr. Lenahan reported that the Committee heard a brief report on Institutional Advancement from Ms. Judy Linder, Senior Director of Major Gifts and Planned Giving, where she spoke of the division raising \$1.149M in new cash and commitments in the last 90-days. Mr. Lenahan specifically noted the estate gift in the amount of \$438K from Mr. Woody Shapiro and highlighted the recent fundraising events including the annual Golf Outing and Homecoming events.

The following resolutions were recommended for approval by the Board:

It was moved by Mr. Seeve and seconded by Dr. Zastocki to adopt the following resolution:

11-21-3 - RESOLUTION, EXTERNAL AUDIT – FISCAL YEAR 2021

The resolution was unanimously adopted.

It was moved by Ms. Rodriguez and seconded by Dr. Zastocki to adopt the following resolution:

11-21-4 - RESOLUTION, REFINANCING OF 2012C AND 2012D BOND SERIES

The resolution was unanimously adopted.

It was moved by Mr. Seeve and seconded by Mr. Galandak to adopt the following resolution:

11-21-5 - RESOLUTION, APPROVING SUBLEASE OF OFFICE SPACE AT 1600 VALLEY ROAD

The resolution was unanimously adopted.

It was moved by Mr. Seeve and seconded by Ms. Cortez to adopt the following resolution:

11-21-7 - RESOLUTION, BID WAIVERS (CONSENT AGENDA)

The resolution was unanimously adopted.

EDUCATIONAL POLICY AND STUDENT DEVELOPMENT COMMITTEE REPORT:

Mr. Pesce reported that the Educational Policy and Student Development Committee met on November 4, 2021. Mr. Pesce began by stating that the Committee heard from a number of speakers about their progress this year and was presented with a resolution to confer the January 2022 degrees. The Committee was also asked to appoint members to the Board of Directors of the WPUNJ Auxiliary Services Organization. Mr. Pesce stated that Trustee Cortez would be serving on the Board of Directors as the Board of Trustees representative. Mr. Pesce reported that the Committee then heard a brief presentation from Associate Provost Lincoln on the conversion of two program tracks to stand alone degree programs in the Department of Kinesiology. Mr. Pesce stated that the two new graduate degrees would be an MS in Exercise Physiology and an MS in Sports Administration. Dr. Lincoln also presented the Committee with details on a new degree program, a Bachelor's degree in Social Work.

The following resolutions were recommended for approval by the Board:

It was moved by Ms. Cortez and seconded by Mr. Galandak to adopt the following resolution:

11-21-8 - RESOLUTION, CONFERRING OF DEGREES – JANUARY 2022

The resolution was unanimously adopted.

It was moved by Mr. Galandak and seconded by Ms. Rodriguez to adopt the following resolution:

11-21-9 - RESOLUTION, APPOINTING MEMBERSHIP TO THE BOARD OF DIRECTORS OF THE WILLIAM PATERSON UNIVERSITY AUXILIARY SERVICES ORGANIZATION, INC.

The resolution was unanimously adopted.

It was moved by Mr. Lenahan and seconded by Ms. Niro to adopt the following resolution:

11-21-10 - RESOLUTION, ON THE CONVERSION OF GRADUATE PROGRAM TRACKS TO STAND ALONE DEGREES

The resolution was unanimously adopted.

It was moved by Mr. Galandak and seconded by Mr. Seeve to adopt the following resolution:

11-21-11 - RESOLUTION, ON THE INITIATION OF A BACHELOR OF SOCIAL WORK

The resolution was unanimously adopted.

PERSONNEL AND COMPENSATION COMMITTEE REPORT:

Mr. Galandak provided the Personnel and Compensation Committee report on behalf of Mr. Neilley who was unable to attend the Committee meeting on November 4, 2021. The Committee reviewed personnel matters brought forth by the administration subsequent to the September 24, 2021 Board Meeting. He stated that the meeting was open to all Board members who are included in personnel decisions, and Cabinet members were also included. Mr. Galandak stated that General Counsel Reardon Henry discussed ongoing litigation matters. He reported that Trustee Gruel suggested there be an Executive Committee meeting following this Board of Trustees meeting to discuss the President's evaluation. Mr. Galandak stated that the outcome would be presented at the March 2022 Board of Trustees meeting.

The following resolution was recommended for approval by the Board:

It was moved by Mr. Seeve and seconded by Mr. Lenahan to adopt the following resolution:

11-21-12 – RESOLUTION, VARIOUS PERSONNEL MATTERS (CONSENT AGENDA)

The resolution was unanimously adopted.

NOMINATIONS AND GOVERNANCE COMMITTEE

Mr. Galandak reported that the Nominations and Governance Committee met on November 4, 2021. During the meeting, he stated that Chief of Staff McLaughlin Vignier provided a brief report on the status of finding a new Student Trustee to replace graduating senior, Mr. Kendall Godfrey. Mr. Galandak noted the change to the Executive Committee charge which will now include the Board of Trustees Secretary, Mr. Robert Guarasci. Mr. Seeve congratulated Mr. Guarasci on joining the Executive Committee.

The following resolution was recommended for approval by the Board:

It was moved by Mr. Seeve and seconded by Mr. Lenahan to adopt the following resolution:

11-21-13 – RESOLUTION, REVISION TO THE WILLIAM PATERSON UNIVERSITY BOARD OF TRUSTEE EXECUTIVE COMMITTEE CHARGE

The resolution was unanimously adopted.

OTHER BUSINESS

There being no further business, a motion was made to adjourn the meeting. It was moved and seconded, and the meeting was adjourned at 12:05 p.m.

Respectfully submitted,

A handwritten signature in black ink, reading "Robert Guarasci". The signature is written in a cursive style with a period at the end.

Robert Guarasci, Secretary  
William Paterson University  
Board of Trustees

RG/ao

APPENDIX 1  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-1 RESOLUTION, TO MOVE INTO EXECUTIVE SESSION**

WHEREAS: The New Jersey Open Public Meetings Act, N.J.S.A.10:4-6 et seq., permits the public's exclusion from certain portions of the Board meeting; now therefore be it

RESOLVED: That The William Paterson University Board of Trustees move into closed session to discuss matters pertaining to personnel issues including various appointments and resignations, attorney-client privileged communication, a review of active litigation matters, and real estate matters, and be it therefore

RESOLVED: That any actions taken in closed session will be made public as required by law.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 2  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-2                    RESOLUTION, HONORING STUDENT TRUSTEE, KENDALL  
GODFREY**

WHEREAS:                    Mr. Kendall Godfrey has served as student representative to the Board for over a year and has done so enthusiastically, effectively, and energetically, preparing thoroughly for Committee meetings and public Trustee meetings, representing the students as an engaged advocate on a wide range of topics and issues; and

WHEREAS:                    Mr. Godfrey, is a major in Criminology / Criminal Justice and Sociology with a minor in Ethics, has served on the Board of Trustees for over a year and is graduating in January 2022. Formerly, he served on the Student Government Association for two years as a senator, as well as the Vice-President of the Judicial Review Board. During Mr. Godfrey's tenure at William Paterson, he has also been actively involved with the Caribbean Student Association (CARIBSA) and with his fraternity, Lambda Sigma Upsilon, where he served as Vice President and helped recruit and sustain new members during these most challenging pandemic times; and

WHEREAS:                    Mr. Godfrey was president of the United Cultural Greek Council, and served on numerous committees representing the William Paterson student body including the meeting with the Middle States Accreditation Review Team. He completed WP LEADS digital badges in Civic Engagement and Leaders in Action for his active participation in these areas. Kendall also worked as a Campus Activities Student Manager for the office of Campus Activities, Service and Leadership where he helped to plan and oversee student events; and

WHEREAS:                    The Board of Trustees wishes to publicly recognize and extend its appreciation to Kendall Godfrey for the manner in which he gave of himself in support of William Paterson University. Now therefore, be it

RESOLVED:                    That the Board of Trustees of The William Paterson University of New Jersey commends the service of Mr. Kendall Godfrey and wishes him well as he embarks on his future professional and educational endeavors.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 3  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-3**

**RESOLUTION, EXTERNAL AUDIT – FISCAL YEAR 2021**

RESOLVED:

That the Board of Trustees of William Paterson University accepts the audit of the University Statement of Net Position; Statement of Revenues, Expenses and Changes in Net Position; and Statement of Cash Flows for the period July 1, 2020 through June 30, 2021 as presented by the independent auditor, Baker Tilly Virchow Krause LLP.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 4  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

11-21-4

**A RESOLUTION OF THE BOARD OF TRUSTEES OF THE WILLIAM PATERSON UNIVERSITY OF NEW JERSEY APPROVING AND AUTHORIZING THE REFUNDING OF ALL OR A PORTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY'S REVENUE BONDS, THE WILLIAM PATERSON UNIVERSITY OF NEW JERSEY ISSUE, SERIES 2012 C and 2012 D BONDS; APPROVING THE FORM OF AND AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE AND AGREEMENT AND ALL OTHER NECESSARY DOCUMENTS; AND AUTHORIZING OFFICERS OF THE WILLIAM PATERSON UNIVERSITY OF NEW JERSEY TO TAKE ALL ACTIONS DEEMED NECESSARY OR DESIRABLE IN CONNECTION WITH THE BONDS TO BE REFUNDED**

WHEREAS: The Board of Trustees (the "Board") of The William Paterson University of New Jersey (the "University") desires to approve the current refunding of all or a portion of the New Jersey Educational Facilities Authority's outstanding Revenue Bonds, The William Paterson University of New Jersey Issue, Series 2012 C and 2012D (the "Series 2012 C and 2012 D Bonds") through the issuance of new refunding bonds by the New Jersey Educational Facility Authority (the "Authority") in an amount not to exceed \$34,500,000 (the "2022 Bonds") (the "Refunding Project"); and

WHEREAS: The Series 2012 C and 2012 D Bonds were issued in the original aggregate principal amount of \$51,105,000. The Series 2012 C Bonds were issued to finance, together with other available funds: (i) the current refunding of all of the Authority's outstanding 2002 E Bonds to be refunded; (ii) the renovation, acquisition, installation and construction of certain capital improvements to the University's facilities (the "Capital Project"); and (iii) the payment of certain costs incidental to the issuance and sale of the Series 2012 C Bonds. The Series 2012 D Bonds were issued to finance: (i) together with other funds, the advance refunding of all or a portion of the Authority's outstanding 2004 A Bonds to be Refunded; and (ii) the payment of certain costs incidental to the issuance and sale of the Series 2012 D Bonds; and

WHEREAS: The Board wishes to refund the 2012 C and 2012 D series in order to achieve debt service saving through the issuance by the Authority of the

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

2022 Bonds in one or more series and bearing interest at such rates and maturing on such dates as determined by the Authorized Officers; and

WHEREAS: The University has determined that the 2022 Bonds will be secured by a Lease and Agreement and/or other such agreements or instruments necessary (collectively the "Agreement") pursuant to which the University will be obligated, inter alia; to pay annual rent in an amount sufficient to satisfy the Authority's debt service obligations with respect to the 2022 Bonds ; and

WHEREAS: The Board desires to authorize certain officers of the Board and the University to approve the form of and execute and deliver the Agreement, and all other documents and to take any and all action necessary to implement the Refunding Project and the financing thereof and all costs related thereto; therefore, be it

RESOLVED: By the Board of Trustees of The William Paterson University of New Jersey as follows:

Section 1. The Board hereby approves and authorizes the undertaking and implementation of the Refunding Project in an amount not to exceed \$34,500,000; and

Section 2. The Board hereby approves and authorizes the financing of all or a portion of the costs of the Refunding Project, including the costs of issuance and other related costs. The Authorized Officers (as hereinafter defined) are hereby authorized and directed, in consultation with the Authority, the financial advisor and the bond counsel to determine the structure and method of sale that is most advantageous to the University.

Section 4. The Board Chairperson, the Board Vice-Chairperson, the Board Secretary, the President, the Associate Vice President for Finance and Chief Financial Officer (the "Authorized Officers"), are hereby authorized and directed to execute, deliver and approve any and all agreements, documents, certificates, directions and notices, including (without limitation), a trust indenture, a bond insurance commitment, a bond purchase agreement, and an escrow letter of instructions, and to do and perform such acts and to take such other actions as may be necessary or required or which the Authority may deem to be appropriate to undertake, implement and finance the Refunding Project, including the costs of issuance and other related costs and to effectuate the execution and delivery of the Agreement and any other documentation necessary to

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

effectuate the undertaking, implementation and financing of the Refunding Project. Any Authorized Officer is hereby authorized and directed, for and on behalf of and in the name of the University, to attest and deliver said documentation and to affix the seal of the University to said documentation as applicable; and

Section 6. All resolutions, orders and other actions of the University in conflict with the provisions of this Resolution to the extent of such conflict are hereby superseded, repealed or revoked; and

Section 7. This Resolution shall take effect immediately.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 5  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-5                    RESOLUTION APPROVING SUBLEASE OF OFFICE SPACE AT  
1600 VALLEY ROAD**

WHEREAS: William Paterson University of New Jersey (WPUNJ) and New Jersey Department of Education (NJDOE) desire to enter into an arrangement whereby the Learning Resource Center (LRC) of the NJDOE will re-locate its North Satellite offices within WPUNJ facilities, specifically at 1600 Valley Road. The NJDOE/LRC would pay rent under a sublease agreement between WPUNJ and NJDOE/LRC. The arrangement also includes reimbursement of costs for certain personnel and operating expenses; and

WHEREAS: Operations of the LRC have synergies with those of the WPUNJ College of Education (COE) in that they are in support of teachers, administrators, and other educational professionals, so that this is a mutually beneficial arrangement that will expose the large LRC membership of teachers, parents and others interested in career and professional development to COE programs and other innovative offerings; and

WHEREAS: The New Jersey Educational Facilities Authority (NJEFA) previously issued and sold Revenue Bonds, The William Paterson University of New Jersey Issue, Series 2015 C (the “*Bonds*”), on behalf of the University. Such bonds financed and refinanced certain capital projects for WPU, including, *inter alia*, a building located at 1600 Valley Road in Wayne, New Jersey (the “*Leased Facility*”);

WHEREAS: In accordance with the terms of the August 1, 2015 Lease Agreement by and between the NJEFA and WPU relating to the Bonds, WPU shall not sublet any part of the Leased Facility without the prior consent of the NJEFA; and

WHEREAS: NJEFA’s consent to the sublet is subject to the execution and delivery of a sublease; now

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

**THEREFORE, BE IT RESOLVED THAT:**

1. Subject to a mutually acceptable sublease agreement negotiated between WPUNJ and NJDOE that meets all conditions of consent by the NJEFA,

The Board of WPUNJ approves entering into an arrangement whereby the NJDOE Learning Resource Center subleases space within 1600 Valley Road.

APPENDIX 6  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-6                      RESOLUTION, FISCAL YEAR 2022 BUDGET**

WHEREAS: William Paterson University preliminarily projected a structural operating deficit of \$31.6M at the September 9, 2021, Finance, Audit, and Institutional Development committee meeting. The revised structural operating deficit represented further decline from the \$11.6M operating deficit that the Board approved in May 2021 as part of the adopted operating budget for FY22; and

WHEREAS: University Administration proposed the development and implementation of a three-year budget deficit resolution plan that corrects the structural deficit; and

WHEREAS: The Finance, Audit and Institutional Development and Personnel and Compensation Committees reviewed and commented upon the plan developed by William Paterson University leadership at the November 4, 2021, committee meetings and recommend it for adoption; and

WHEREAS: The proposed plan includes increases in revenue streams, decreases in personnel and non-personnel costs, and improvements in operational efficiencies; therefore, be it

RESOLVED: That the Board of Trustees of William Paterson University of New Jersey does hereby accept the three-year Budget Deficit Correction Plan as presented by the University's administration.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 7  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-7                    RESOLUTION, BID WAIVERS (CONSENT AGENDA)**

WHEREAS:            The State College Contracts Law, N.J.S.A. 18A:64-52 et seq., requires that contracts be made and awarded by the state college/university only after public advertising for bids and bidding; therefore for contracts in excess of \$35,500, and

WHEREAS:            The State College Contracts Law, N.J.S.A. 18A:64-56, permits in certain specified instances that contracts may be made, negotiated, or awarded by the state college/university by resolution of its Board of Trustees without public advertising for bids and bidding, and

WHEREAS:            The Law requires that such waivers shall be approved by the Board of Trustees, and

WHEREAS:            At its meeting of November 4, 2021, the Finance, Audit and Institutional Development Committee of the Board of Trustees reviewed proposed waivers as detailed in the list below, and

WHEREAS:            The Finance, Audit and Institutional Development Committee reviewed the rationale and projected expenditure amount for each waiver, documentation citing each waiver's basis in the New Jersey State College Contracts Law, explanatory memos from the appropriate University staff members providing specific details about each waiver and discussed responses to questions posed by trustees to staff about specific waivers, and

WHEREAS:            The Vice President for Strategic Initiatives and University Relations has certified that there are sufficient budgeted funds available to pay the expenses authorized, and that the process employed in recommending these actions complies with all applicable statutes and regulations, and

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

WHEREAS: The Finance, Audit and Institutional Development Committee recommends that the Board of Trustees approve the following waivers, further specific details of which are enumerated in the attached documents, therefore, be it

RESOLVED: That the Board of Trustees of William Paterson University of New Jersey approves the waivers described in the attached documents.

VENDOR	AMOUNT NOT TO EXCEED	PREVIOUS ACTIVITY
CAE Healthcare, Inc.	Increase of \$94,000 from \$48,000 to \$142,000 for Fiscal Year 2022	Renewal
EAB Global	\$103,000 for Fiscal Year 2022 \$105,000 for Fiscal Year 2023	Renewal
Lyrasis	Increase of \$13,000 from \$168,000 to \$181,000 for Fiscal Year 2022	Renewal (Formerly WALDO)
Watermark Insights, LLC	\$53,000 for Fiscal Year 2023 \$50,000 for Fiscal Year 2024 \$51,000 for Fiscal Year 2025 \$52,000 for Fiscal Year 2026	Renewal (Formerly Digital Measures)

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 7  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**BID WAIVER, CAE HEALTHCARE, INC.**

- WHEREAS: The State College Contracts Law, N.J.S.A. 18A:64-52 et seq., requires that contracts be made and awarded by the state college/university only after public advertising for bids and bidding for contracts in excess of \$35,500; and
- WHEREAS: The State College Contracts Law, N.J.S.A. 18A:64-56, permits in certain specified instances that contracts may be made, negotiated, or awarded by the state college/university by resolution of its Board of Trustees without public advertising for bids and bidding; and
- WHEREAS: The University has determined that it needs to revise, for Fiscal Year 2022, the previously approved manufacturer's maintenance agreement, to add simulation manikins used in the Nursing Department; and
- WHEREAS: The purchase of this this service is exempted from public bidding pursuant to N.J.S.A. 18A:64-56 a. (9); and
- WHEREAS: The Vice President for Strategic Initiatives and University Relations has certified that there are sufficient budgeted funds available to pay the expense authorized, and that the process employed in recommending this action complies with all applicable statutes and regulations; and
- WHEREAS: The Finance, Audit and Institutional Development Committee recommends that the Board of Trustees approves this expenditure herein; therefore, be it
- RESOLVED: By the Board of Trustees that the University President or his designee be authorized to increase the amount paid to CAE Healthcare, Inc., of Sarasota, Florida, from \$48,000 to \$142,000 for Fiscal Year 2022.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 7  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**BID WAIVER, EAB GLOBAL, INC.**

- WHEREAS: The State College Contracts Law, N.J.S.A. 18A:64-52 et seq., requires that contracts be made and awarded by the state college/university only after public advertising for bids and bidding for contracts in excess of \$35,500; and
- WHEREAS: The State College Contracts Law, N.J.S.A. 18A:64-56, permits in certain specified instances that contracts may be made, negotiated, or awarded by the state college/university by resolution of its Board of Trustees without public advertising for bids and bidding; and
- WHEREAS: The University has determined the need to continue the current services provided by EAB Global, Inc. associated with the PAE Forum, the Higher Education Strategy Forum, and the virtual tour project that will help facilitate the identification of innovative solutions to our strategic and management challenges and support undergraduate and graduate student recruitment; and
- WHEREAS: The purchase of these services is exempted from public bidding pursuant to N.J.S.A. 18A:64-56 a. (15) and (19); and
- WHEREAS: The Vice President for Strategic Initiatives and University Relations has certified that there are sufficient budgeted funds available to pay the expense authorized, and that the process employed in recommending this action complies with all applicable statutes and regulations; and
- WHEREAS: The Finance, Audit and Institutional Development Committee recommends that the Board of Trustees approves this expenditure herein; therefore, be it
- RESOLVED: By the Board of Trustees that the University President or his designee be authorized to enter into an agreement with EAB Global, Inc., of Richmond, Virginia, in an amount not to exceed \$103,000 for Fiscal Year 2022 and \$105,000 for Fiscal Year 2023.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 7  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**BID WAIVER, LYRISIS**

- WHEREAS: The State College Contracts Law, N.J.S.A. 18A:64-52 et seq., requires that contracts be made and awarded by the state college/university only after public advertising for bids and bidding for contracts in excess of \$35,500; and
- WHEREAS: The State College Contracts Law, N.J.S.A. 18A:64-56, permits in certain specified instances that contracts may be made, negotiated, or awarded by the state college/university by resolution of its Board of Trustees without public advertising for bids and bidding; and
- WHEREAS: The University has determined that it needs to revise, for Fiscal Year 2022, the previously approved agreement for database, e-books and periodicals due to a change in the volume requirement; and
- WHEREAS: The purchase of these subscriptions is exempted from public bidding pursuant to N.J.S.A. 18A:64-56 a. (6); and
- WHEREAS: The Vice President for Strategic Initiatives and University Relations has certified that there are sufficient budgeted funds available to pay the expense authorized, and that the process employed in recommending this action complies with all applicable statutes and regulations; and
- WHEREAS: The Finance, Audit and Institutional Development Committee recommends that the Board of Trustees approves this expenditure herein; therefore, be it
- RESOLVED: By the Board of Trustees that the University President or his designee be authorized to increase the amount paid to Lyrasis, of Atlanta, Georgia, from \$168,000 to \$181,000 for Fiscal Year 2022.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 7  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**BID WAIVER, WATERMARK INSIGHTS, LLC**

- WHEREAS: The State College Contracts Law, N.J.S.A. 18A:64-52 et seq., requires that contracts be made and awarded by the state college/university only after public advertising for bids and bidding for contracts in excess of \$35,500; and
- WHEREAS: The State College Contracts Law, N.J.S.A. 18A:64-56, permits in certain specified instances that contracts may be made, negotiated, or awarded by the state college/university by resolution of its Board of Trustees without public advertising for bids and bidding; and
- WHEREAS: The University has determined that it requires a subscription for software provided by Watermark Insights for use by Academic Affairs; and
- WHEREAS: The purchase of this license is exempted from public bidding pursuant to N.J.S.A. 18A:64-56 a. (19) Information technology; and
- WHEREAS: The Vice President for Strategic Initiatives and University Relations has certified that there are sufficient budgeted funds available to pay the expense authorized, and that the process employed in recommending this action complies with all applicable statutes and regulations; and
- WHEREAS: The Finance, Audit and Institutional Development Committee recommends that the Board of Trustees approves this expenditure herein; therefore, be it
- RESOLVED: By the Board of Trustees that the University President or his designee be authorized to enter into an agreement with Watermark Insights LLC, of New York, New York, in an amount not to exceed \$53,000 for Fiscal Year 2023, \$50,000 for Fiscal Year 2024, \$51,000 for Fiscal Year 2025 and \$52,000 Fiscal Year 2026.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 8  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-8**

**RESOLUTION, CONFERRING OF DEGREES – JANUARY 2022**

RESOLVED:

That the Board of Trustees of The William Paterson University of New Jersey approves the conferring of degrees for January 2022 in accordance with the certification of the President. The record of each individual's name and the degree conferred shall be included in the minutes of this meeting.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 9  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-9            RESOLUTION, APPOINTING MEMBERSHIP TO THE BOARD OF DIRECTORS OF THE WILLIAM PATERSON UNIVERSITY AUXILIARY SERVICES ORGANIZATION, INC.**

WHEREAS:        The Board of Trustees of William Paterson University makes Appointments to the Board of Directors of the William Paterson University Auxiliary Organization, Inc.; therefore, be it

RESOLVED:      That the following individuals are appointed to the Board of Directors of the William Paterson University Auxiliary organization, Inc., consistent with membership composition stipulated in its By-Laws:

Lourdes Cortez, Board of Trustees Member

Samantha Green, Associate Vice President of Finance and CFO

Douglas Hamilton, Alumni Association

Anisa Kamara, Student Government Association President

Jevon Morgan, Academic Advisor/Retention Specialist

Nour Muhajer, Student Government Association Vice President of Student Life

Balmurli Natrajan, Faculty, Community & Social Justice Studies

Naima Ricks, Alumni Association

Kaydyn Rivera, Student Government Association Executive Vice President

Jorge Villar, Student Government Association Vice President of Allocations

Richard Helldobler, William Paterson University President\*\*

\*\*President's Designee – Miki Cammarata, Vice President for Student Development

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 10  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-10                    RESOLUTION, ON THE CONVERSION OF GRADUATE PROGRAM  
TRACKS TO STAND ALONE DEGREES**

WHEREAS: William Paterson University seeks to offer innovative educational programs consonant with the aspirations of its students and the career paths they choose, while building upon institutional strengths; and

WHEREAS: Two tracks within the Master of Science (M.S.) in Exercise and Sport Studies have sufficiently distinct curricula to justify converting these tracks to full degree programs; and

WHEREAS: The faculty of the Kinesiology Department have proposed creating the following degree programs by converting two tracks within the M.S. in Exercise and Sport Studies, which have been reviewed and recommended by the College of Science and Health Curriculum Committee and the Faculty Senate:

M.S. in Exercise Physiology  
M.S. in Sport Administration

WHEREAS: The College of Science and Health Dean, the Provost and Senior Vice President for Academic Affairs, and the President concur in recommending the initiation of these programs; and

WHEREAS: The Educational Policy and Student Development Committee has reviewed this recommendation and the rationale for the proposed programs and related documents and found them satisfactory; therefore be it

RESOLVED: The Board of Trustees of the William Paterson University of New Jersey approves and authorizes the administration to notify the New Jersey Higher Education Community of our intent to offer these graduate programs and, subsequent to review consistent with the Higher Education Restructuring Act, to take all necessary steps to implement the programs.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

APPENDIX 11  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-11                    RESOLUTION, ON THE INITIATION OF A BACHELOR OF SOCIAL WORK**

WHEREAS: William Paterson University seeks to offer innovative educational programs consonant with the aspirations of its students and the career paths they choose, while building upon institutional strengths; and,

WHEREAS: The University has developed a particular faculty expertise in the field of social work that responds to marketplace demands; and,

WHEREAS: The offering of a Bachelor of Social Work degree responds to the aspiration of many students currently and prospectively; and,

WHEREAS: The faculty of the Sociology & Criminal Justice Department have developed and proposed the offering of this program, which has been reviewed and recommended by the College of Arts, Humanities and Social Sciences Curriculum Committee and the Faculty Senate; and,

WHEREAS: The Dean of the College of Arts, Humanities and Social Sciences, the Provost and Senior Vice President for Academic Affairs, and the President concur in recommending the initiation of this program; and,

WHEREAS: The Educational Policy and Student Development Committee has reviewed this recommendation and the rationale for the proposed program and related documents and found them satisfactory; therefore be it

RESOLVED: The Board of Trustees of the William Paterson University of New Jersey approves and authorizes the administration to notify the New Jersey Higher Education Community of our intent to offer the Bachelor of Social Work and, subsequent to review consistent with the Higher Education Restructuring Act, to take all necessary steps to implement the program.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*



## MEMORANDUM

**TO: Personnel and Compensation Committee**

**FROM: Ms. Loretta Mc Laughlin Vignier, Chief of Staff to the President and Board of Trustees**

**RE: Executive Summary – Personnel Actions**

**DATE: October 28, 2021**

Included for Committee review are the following personnel actions and a resolution approving the various personnel actions taken by the University.

**1) Resolution, Various Personnel Matters (Consent Agenda)**

**2) Various Personnel Matters**

The spreadsheet shows personnel matters at the University that have been affected since the last Board Meeting on September 24, 2021, including appointments, temporary appointments, re-appointments, leaves of absence, resignations, retirements, and changes in employment status.

Administrative and Faculty Appointments

Since the Board of Trustees last met, the University has made five administrative hires. There are two Undergraduate Admissions Counselors - one in Undergraduate Admissions and one in Student Enrollment Services, one Accessibility Specialist in the Accessibility Resource Center, one Psychologist, Coordinator of Training, in the Counseling, Health, and Wellness Center, and one Confidential Administrative Assistant to the Vice President and Foundation Board of Directors in Institutional Advancement.

Total Cost: \$314,168.68

Temporary Appointments

The University has made three temporary hires for this academic year. There is one Sr. Health Promotion Specialist in Public Health, one Project Specialist in Human Resources, and one Director of Compliance and Employee Relations in HR Training.

The salaries for these positions = \$244,760.92

Leaves of Absence

This academic year we have one faculty member on medical leave without pay.

Total cost for the academic year = \$87,459.26

APPENDIX 12  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-12                      RESOLUTION, VARIOUS PERSONNEL MATTERS  
(CONSENT AGENDA)**

RESOLVED:                      That the Board of Trustees approves the various personnel matters as recommended by the President including appointments, temporary appointments, leaves of absence, resignations, retirements, and various changes in employee status, and directs that the actions be listed in the minutes of this meeting.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

FOR ACTION BY THE BOARD OF TRUSTEES AT THE NOVEMBER 19, 2021 MEETING							
William Paterson University Personnel Matters							
Personnel Action	Name	Position	Department	Range	Step	Salary	Effective Date
<b>APPOINTMENT:</b>	Stephanie Rodriguez	Undergraduate Admissions Counselor (PSS4, SC)	Undergraduate Admissions	U18	1	47,803.81	9/13/2021
	Megan Searles	Accessibility Specialist (PSS3, SC)	Accessibility Resource Center	U21	3	60,876.57	11/8/2021
	Kendahl Shortway	Psychologist, Coordinator of Training ( PSS1, SC)	Counseling, Health & Wellness	U27	4	85,295.21	9/13/2021
	John Sullivan	Confidential Administrative Assistant to the VP and Foundation Board of Directors(Conf. Secty.)	VP Institutional Advancement	19		70,000.00	9/25/2021
	Jenelle Walters-Egbeto	Undergraduate Admissions Counselor (PSS4, SC)	Student Enrollment Services	U18	2	50,193.09	11/8/2021
<b>APPOINTMENT (TEMPORARY):</b>	Vanesa Apaza	Sr. Health Promotion Specialist (PSS4, SC)	Public Health	U18	5	57,360.92	9/30/21 - 9/29/22
	Annette Baron	Project Specialist	Human Resources	01		75,000.00	9/1/21 - 12/31/21
	Kara Rabbitt	Associate Provost (Assoc. VP)	Provost Office	D35		208,300.00	7/1/21 - 6/30/22
	Regina Tindall	Director of Compliance and Employee Relations ( Dir. 2, SC)	HR Training	D30		112,400.00	9/1/21 - 12/31/21
<b>END OF GRANT APPOINTMENT:</b>	Christine Neudecker	Project Specialist	Sociology and Criminal Justice	01		60,000.00	9/30/2021
	Kate Stillman	Project Specialist	Sociology and Criminal Justice	01		35,000.00	9/30/2021
	Kathleen Williams	Project Specialist	Sociology and Criminal Justice	01		40,000.00	9/30/2021
	Michelle Wojcik	Project Specialist	Sociology and Criminal Justice	01		60,000.00	9/30/2021
<b>LEAVE OF ABSENCE:</b>	Teresa Purcell-Giles Medical w/o Pay	Assistant Professor	Music	U25	7	87,459.26	9/13/21 - 11/16/21
<b>RESIGNATION:</b>	Kyle Nicole Deveza	Admissions Counselor (PSS4, SC)	Undergraduate Admissions	U18	5	57,360.92	9/17/2021
	Maria Holguin	Clinical Instructor (NTPP 2 -12 Mo 1/2 Time)	Nursing	U22	9	40,677.83	9/10/2021
	Josephine Rodriguez	Clinical Instructor (NTPP 2 -12 Mo)	Nursing	U22	9	81,355.66	8/27/2021
<b>RETIREMENT:</b>	Paula Fernandez	Assistant Professor	Sociology and Criminal Justice	U24	12	99,286.35	5/1/2021
	Librada Sanchez	Director, Women's Center (Dir. 4, SC)	Women's Center	D26		96,800.00	10/1/2021
<b>CORRECTION:</b>							
Francisco Diaz, VP Student Development, from Associate VP for Campus Life (Assoc. Dean), \$162,100.00, to Associate VP for Campus Life (Dean), \$175,100.00, eff. 7/3/2021							
<b>PROMOTION:</b>							
Theresa Bivaletz, Office of Student Development, from Campus Victims Svc. Coord. (PSS4, SC), \$71,696.59 to Social Worker for Student Support and Resources (PSS1, SC), \$74,165.68, effective 9/25/2021							
Jeannine Evans, Payroll & Employee Benefits, from Associate Director, Payroll (Assoc. Dir. 3, SC), \$93,000.00 to Director, HR Processes and Systems Quality (Dir. 2, SC), \$104,625.00, Effective 7/3/2021							
Glenda Jara, Office of the Controller, from Assistant Controller (Assoc.Dir. 1,SC), \$121,300.00 to Associate Controller (Dir. 2, SC), \$131,000.00, effective 7/1/2021							

APPENDIX 13  
MINUTES OF BOARD OF TRUSTEES  
NOVEMBER 19, 2021 MEETING

**11-21-13                    RESOLUTION, REVISION TO THE WILLIAM PATERSON  
UNIVERSITY BOARD OF TRUSTEE EXECUTIVE COMMITTEE  
CHARGE**

WHEREAS:                The Board of Trustees of the William Paterson University of New Jersey has enacted Bylaws for the effective governance of itself and the University; and

WHEREAS:                The Board of Trustees of the William Paterson University of New Jersey has approved Committee Charges pursuant to those Bylaws; and

WHEREAS:                The Nominations and Governance Committee has conducted a review of the Committee Charge for the Executive Committee and has made a recommendation for a revision; and

WHEREAS:                The Members of the Board of Trustees have reviewed the attached highlighted revision to the Committee Charge and found it to be appropriate; therefore be it

RESOLVED:              That the Board of Trustees of the William Paterson University of New Jersey approves the revision to the William Paterson University of New Jersey Board Executive Committee Charge.

*Adopted by the Board of Trustees of The William Paterson University of New Jersey at its November 19, 2021 meeting.*

**Previous wording:**

Charge to the Executive Committee

The Chair, Vice Chair, and chairs of the standing committees shall constitute the Executive Committee of the Board of Trustees, as well as the president of the University as an ex-officio, non-voting member. The Executive Committee shall have the authority to take action on behalf of the Board of Trustees only in the rare circumstances when a quorum of the Board of Trustees cannot be assembled to consider an urgent decision required by the University's Administration. Such authority is granted to the extent permitted by law. Any such actions by the Executive Committee shall be reported to the Board of Trustees promptly, but no later than the next regularly scheduled meeting.

The Executive Committee is responsible for the evaluation of the President's performance on approved goals and compensation of the president, including goals, subject to approval by the Board of Trustees, and within the parameters set by the Personnel and Compensation Committee, as discussed in that Committee's charge.

**New wording:**

Charge to the Executive Committee

The Chair, Vice Chair, **Secretary** and chairs of the standing committees shall constitute the Executive Committee of the Board of Trustees, as well as the president of the University as an ex-officio, non-voting member. **If the Executive Committee, so comprised, constitutes a quorum of the Board of Trustees, the Executive Committee shall be composed of the Chair, Vice Chair, and chairs of the standing committees.** The Executive Committee shall have the authority to take action on behalf of the Board of Trustees only in the rare circumstances when a quorum of the Board of Trustees cannot be assembled to consider an urgent decision required by the University's Administration. Such authority is granted to the extent permitted by law. Any such actions by the Executive Committee shall be reported to the Board of Trustees promptly, but no later than the next regularly scheduled meeting.

The Executive Committee is responsible for the evaluation of the President's performance on approved goals and compensation of the president, including goals, subject to approval by the Board of Trustees, and within the parameters set by the Personnel and Compensation Committee, as discussed in that Committee's charge.