

**BOARD OF TRUSTEES
MINUTES OF SPECIAL MEETING – OPEN SESSION
OCTOBER 25, 2023
VIA ZOOM**

BOT Members Present	Nelida Valentin (<i>Chair</i>), Nancy Davis (<i>Vice Chair</i>), Jose Lozano (<i>Vice Chair</i>), Michelle Keates (<i>Secretary</i>), Ray Ciccone, Reverend Collins Days, Sr., Madeleine Deininger, Stanley Ellis, Sonia Gonsalves, Kristi Hanselmann, Michelle Keates, Amy Kennedy, Tim Lowry, Stephanie Lutz-Kock, Fotios Tjoumakaris, and President Joe Bertolino
Absent	Trustee Shalayby Parsons
Additional Guests	Terricita Sass and Brian Kowalski
Call to Order	Chair Valentin called the meeting to order at 9:31 a.m.
Chair’s Update	Trustee Valentin provided the following updates: <ul style="list-style-type: none"> • The Board had 100% participation in the Ospreys Give campaign. • Review of the Board’s Statement of Commitment and Responsibilities.
President’s Report	President Bertolino provided a report on the following items: <ul style="list-style-type: none"> • Campus Listening Session held on October 12th on global events occurring in the Middle East. • Participation in Governor Murphy’s economic mission to East Asia. • Campus response and support due to the conflict in the Middle East. • State of the University address scheduled for October 30th. • Successful Osprey Gives campaign that raised over \$400,000.
Finance and Professional Services Committee Report	<p>Action Item</p> <p>Committee Chair Trustee Ellis presented the following resolution for Board review and consideration:</p> <ul style="list-style-type: none"> • FY24 Bid Waiver Contracts <p>Upon a motion made by Trustee Lowry and seconded by Trustee Lozano, the Board unanimously approved adoption of the Resolution.</p>
Nominating and Governance Committee Report	<p>Committee Chair Trustee Deninger and Vice Chair Trustee Lowry provided a report on the proposed changes to the Bylaws and the following factors that considered with proposed changes:</p> <ul style="list-style-type: none"> • Provide flexibility and discretion to the Board Chair. • Follow good governance practices with transparency. • Recognition that no one trustee is more important than the other trustees. • The larger Board membership can provide additional help to the Executive Committee. <p>The Committee is proposing the following three areas for immediate revision:</p> <ul style="list-style-type: none"> • Trustee accountability.

- Committee Officers/Membership.
- Roles of Officers

The Committee will continue its review of the Bylaws for additional proposed revisions.

Trustee Valentin stated that due to the limited meeting time and to permit everyone an opportunity to speak, she was proposing to limit discussion to one speech of three minutes for each Board member. Trustee Valentin then asked for a motion and second to adopt these rules for the discussion of the proposed changes to the Bylaws.

Upon a motion made by Trustee Davis and seconded by Trustee Deininger, with a vote of two-thirds of the members in favor, the Board approved a limit on discussion on the amendments to the bylaws to one speech of three minutes for each member.

**University
Policies**

President Bertolino presented the Board with the following policy for a first reading.

- Policy I-9 – Board of Trustees By-laws

Trustee Deininger made a motion to approve the Bylaws changes as presented by the Nominating and Governance Committee on First Reading, and Trustee Lowry seconded the motion.

The Trustees discussed the proposed Bylaw changes.

Trustee Keates made a motion to amend Trustee Deininger’s motion to maintain the language in Article V, Section 1 of the current Bylaws to have the immediate past Chair continue to serve as a non-voting member of the Executive Committee. Trustee Davis seconded the motion. A majority of the Board did not vote to approve Trustee Keates’ motion to amend Trustee Deininger’s motion.

After no further discussion, Board Chair Valentin called for a vote on Trustee Deininger’s motion.

With a majority vote in favor, the Board voted to approve Trustee Deininger’s motion to approve on First Reading the Bylaws as presented by the Nominating and Governance Committee.

Item III.

Adjournment

Upon a motion duly made by Trustee Deininger and seconded by Trustee Davis, the Board voted to adjourn the meeting at 10:42 a.m.

Respectfully Submitted,
MICHELLE KEATES
Board Secretary

BRIAN KOWALSKI, Esq.
General Counsel

Approved by the Board of Trustees on December 6, 2023