

BOARD OF TRUSTEES

Rutgers, The State University of New Jersey

March 26, 2020

12:00 p.m.

Tentative Agenda

1. Call to Order
2. Statement of Compliance with the Open Public Meetings Act
3. Roll Call
4. Matters Presented by the Chair
 - a. Proposed Resolution Amending the Bylaws of the Board of Trustees of Rutgers, The State University of New Jersey
5. Consent Agenda
 - a. Approval of Minutes – December 17, 2019 and January 21, 2020
 - b. Nominating Committee – Slate of Nominees
 - (1) Election of Trustee Member to the Board of Governors
 - (2) Election of Chair of the Board of Trustees for 2020-2021
 - (3) Election of Vice Chairs of the Board of Trustees for 2020-2021
6. Adjournment



**PROPOSED RESOLUTION
AMENDING THE BYLAWS OF THE BOARD OF TRUSTEES
OF RUTGERS, THE STATE UNIVERSITY OF NEW JERSEY**

WHEREAS, the Bylaws of the Board of Trustees of Rutgers, The State University of New Jersey, were last updated by Resolution dated September 25, 2019, to include changes to formalize an outreach component to the Committee on Diversity and Inclusion; and

WHEREAS, it is now necessary to revise the Bylaws to provide the Board with flexibility to fulfill its fiduciary duties while adjusting for unprecedented and emergent national or world events that severely limit the Board's ability to meet on a regular basis; and

WHEREAS, membership of the Board of Trustees consists of 42 members, classified as five public Trustees appointed by the Governor of the State of New Jersey with the advice and consent of the New Jersey Senate, sixteen Alumni Trustees elected by the Board of Trustees, and twenty Charter Trustees, including at least 3 women and 3 Charter Trustees seats reserved for current Rutgers University students; and

WHEREAS, it is now appropriate to remove historical language in Sections I.2.C and I.2.D of the Bylaws regarding the Board's December 8, 2014 Resolution to reduce board membership through attrition, as the Board has effectuated the Resolution.

NOW, THEREFORE, BE IT RESOLVED that the Board of Trustees approves the attached revisions to the Bylaws of the Board of Trustees of Rutgers, The State University of New Jersey, with the deletions shown as strikeouts and with the additions shown as underlined text.

Attachment: Proposed Bylaws of the Board of Trustees

Rutgers, The State University
of New Jersey
Board of Trustees
March 26, 2020



BYLAWS OF THE BOARD OF TRUSTEES
(As Amended ~~September 25, 2019~~ March 26, 2020)

I. PURPOSE, POWERS, AND MEMBERSHIP

1. The Board of Trustees shall have and exercise the powers prescribed by the laws of the State of New Jersey, which include (a) acting in an overall advisory capacity, (b) controlling properties, funds, and trusts as permitted by statute, (c) exercising sole authority over the investment of funds under its control, (d) electing seven of its members to membership on the Board of Governors, and (e) providing advice and consent to the Board of Governors on the appointment of the President of the University.

The seven members of the Board of Trustees to be elected to membership on the Board of Governors shall be, as determined by the Board of Trustees, the most qualified candidates and shall be, by their experience and expertise, persons who can best further the mission of the University.

2. As prescribed by the laws of the State of New Jersey, and as further specified by the Board of Trustees, the membership of the Board of Trustees shall consist of forty-two members classified as follows:
 - A. One ex-officio Trustee without a vote, the President of the University.
 - B. Five Public Trustees appointed by the Governor of the State of New Jersey to the Board of Trustees with the advice and consent of the New Jersey Senate.
 - C. Sixteen Alumni Trustees, elected by the Board of Trustees. ~~Pursuant to Resolution adopted by the Board of Trustees on December 8, 2014, and commencing with the fiscal year beginning on July 1, 2015, the Board of Trustees will reduce the number of Alumni Trustees by attrition, until the number of Alumni Trustees reaches sixteen in accordance with this provision of the Bylaws.~~
 - D. Twenty Charter Trustees, of whom at least three shall be women, elected by the Board of Trustees. ~~Pursuant to Resolution adopted by the Board of Trustees on December 8, 2014, and commencing with the fiscal year beginning on July 1, 2015, the Board of Trustees will reduce the number of Charter Trustees by attrition, until the number of Charter Trustees reaches twenty in accordance with this provision of the Bylaws and provided that the number of Student Charter Trustees and the number of charter Trustees appointed in accordance with N.J.S.A. 18A-65:15d.ii shall not be reduced through attrition.~~ Three of the Charter Trustee positions shall be reserved for current Rutgers University students, and will be known as Student Charter Trustees. At least two of these three Student Charter Trustees shall be elected as undergraduate students who have completed two full years of undergraduate study at Rutgers University. The third Student Charter Trustee may be elected as an undergraduate or a graduate student who has completed two full

years of undergraduate study or one full year of graduate study at Rutgers University. Efforts will be made to the extent possible to diversify representation in these three positions among Rutgers University–New Brunswick, Rutgers Biomedical and Health Sciences, Rutgers University–Newark, and Rutgers University–Camden. If a Student Charter Trustee resigns during their term of office, the vacancy shall be filled by an eligible undergraduate or graduate student, so long as at least two Student Charter Trustees currently serving will have been elected to the Board as undergraduate students.

3. From time to time the Board may elect as Trustees Emeriti former members of the Board who have rendered distinguished service to the Board and the University. Trustees Emeriti shall enjoy all privileges of membership, except the vote and shall hold their Emerita/Emeritus designation for life. Trustees Emeriti will continue to be invited to actively participate in Board of Trustees meetings so long as they attend two-thirds of all Board of Trustees meetings over a trailing two-year period whereby the two-thirds attendance only has to be reached in one of those two trailing years. This attendance requirement shall be suspended for a Trustee Emerita/Emeritus for each year he or she serves on the Board of Governors. All regular and special Board of Trustees meetings in which teleconference is available for most of the meeting will count towards this attendance requirement. Trustees Emeriti who do not meet this attendance requirement shall nevertheless remain Trustees Emeriti and shall be invited to the Holiday Dinner, the Annual Dinner, and University Commencement but will not enjoy other membership privileges such as participation in board meetings. In the event of an extraordinary circumstance whereby an actively participating Trustee Emerita/Emeritus is rendered unable to temporarily meet the attendance requirement, the Chair of the Board of Trustees, with consent of the Executive Committee, will have the authority to reinstate said emeritus member as an active participant, subject to the same attendance requirements.

II. BOARD OF TRUSTEES APPOINTMENTS TO THE CAMDEN CAMPUS BOARD OF DIRECTORS

1. Pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, P.L. 2012, Chapter 45, Section 26, Item (b), (N.J.S.A. 18A:65-14.6), the Board of Trustees shall appoint two members to the Rutgers University–Camden Campus Board of Directors from among its non-public members (i.e., from among its Alumni and Charter trustees). Trustees shall be appointed to the Camden Campus Board of Directors from among those Trustees nominated by the Nominating Committee, which shall nominate sufficient Trustees to fill two positions, including vacant positions as may arise. The term of office of a member appointed by the Board of Trustees shall be coterminous with the Trustee's term on the Board of Trustees. Trustees appointed to serve on the Camden Campus Board of Directors shall serve the interests of the University and promote the development of Rutgers University–Camden consistent with the powers and limitations prescribed by law and as set forth in University policy, including applicable conflicts of interest, and ethics requirements. Vacancies on the Camden Campus Board of Directors shall be filled in the same manner as the original appointments for the remainder of the unexpired term.

2. Trustees serving on the Camden Campus Board of Directors shall report to the Board of Trustees concerning the operations and programs of Rutgers–Camden in such manner and frequency, but not less than twice per fiscal year, as the Board of Trustees shall determine.

III. MEETINGS OF THE BOARD

1. At least three regular meetings and one annual meeting of the Board shall be held each year, upon the call of the Chair, at Rutgers University, or at such other place in New Jersey as the Board or the Chair shall designate, at such time as shall be specified in the notice of the meeting, unless extenuating or emergent circumstances prohibit the ability to hold or reschedule a public meeting within the fiscal year. At least one meeting each year shall be held at Rutgers University–Camden or Rutgers University–Newark, unless prohibited by extenuating circumstances, and the annual meeting shall be held at Rutgers University–New Brunswick.
2. An agenda for each meeting shall be prepared by the Chair, in consultation with the President, which shall be transmitted to each Trustee, including actively participating Trustees Emeriti, at least five days prior to each meeting.
3. An annual year-end meeting shall be held during the month of June in each year for the appointment or election, as appropriate, of Governors and Trustees, and members of the Executive Committee, the Nominating Committee, the Rutgers Research and Educational Foundation, and the Camden Campus Board of Directors, and for the consideration of such other business as may require action by the Board. Officers of the Board of Trustees shall be elected at the spring meeting to ensure a seamless transition of leadership on July 1 of that calendar year.
4. Special meetings of the Board may be called by the Chair, or by the Secretary of the University upon the written request of seven or more Trustees, upon notice to the Trustees not less than 48 hours prior to the hour fixed for the meeting, stating the purpose of the meeting.
5. Meetings of the Board of Trustees shall be in conformance with the Open Public Meetings Act, P.L. 1975, Chapter 231 (N.J.S.A. 10:4-6, et seq.) and any amendment thereto. It is the policy of the Board that Trustees and Trustees Emeriti attend all meetings of the Board and all Committee meetings in person whenever possible. When a Trustee or Trustee Emerita/Emeritus determines such attendance is not feasible, the Chair of the Board or the Chair of a Board Committee may permit participation by the Trustee or Trustee Emerita/Emeritus via telephone conference call or videoconferencing. All such requests should be made to the Secretary of the University, who shall in turn consult with the Chair of the Board of Trustees for Board of Trustees meetings or the Chair of the Committee for committee meetings, at least two days in advance of the meeting. It is the policy of the Board that the use of such communications equipment should be requested and permitted only sparingly.
6. Any organization, group, or individual from within or without the University may be

recognized to be heard only on agenda action items approved in accordance with Section III.2 above and that will be voted on by the Board of Trustees at that meeting. These requests to be heard shall have been registered with the Secretary of the University at least 24 hours before the meeting at which the Board will take action on the agenda item. Presentations shall be subject to reasonable time limits, which shall generally be two minutes per presentation.

7. Recognizing the authority and responsibility invested in the Board of Trustees for the shared governance of the University, regular attendance at full Board and committee meetings is expected of all Trustees. Specifically, within a two-year rolling period, each Trustee is expected to attend a minimum of two-thirds of all Board of Trustees meetings (including full meetings of the Board, as well as the Trustee's assigned Board of Governors committee meetings and any special committee meetings). Each Trustee Emerita/Emeritus must attend two-thirds of all Board of Trustees meetings in a two-year trailing period whereby the two-thirds attendance only has to be reached in one of those two trailing years to remain an active participant in Board meetings. Each June the Board of Trustees Executive Committee will meet to review the attendance of each Trustee and Trustee Emerita/Emeritus. The Executive Committee may direct the Chair (or the Vice Chairs) to meet with any Trustee or Trustee Emerita/Emeritus whose attendance falls below the two-thirds expectation. Attendance will be a factor in determining whether a sitting Charter or Alumni Trustee will be renominated for a second term and whether a Trustee Emerita/Emeritus will remain an active participant in Board Meetings.

IV. OFFICERS OF THE BOARD

1. The officers of the Board shall be a Chair, two Vice-Chairs, a Treasurer, a Secretary, and an Associate Secretary, all of whom shall hold office until the annual meeting next succeeding their election and until their respective successors shall be elected, so long as they shall continue to be Trustees, except that the Treasurer, the Secretary, and Associate Secretary shall not be required to be Trustees and shall normally be the Executive Vice President for Finance and Administration and University Treasurer, the Secretary of the University, and the Associate Secretary of the University, respectively. The Chair and Vice-Chairs shall be ineligible to succeed themselves in their respective offices after serving three consecutive one-year terms.
2. The Chair shall preside over and be the chief officer of the Board; he or she shall be an ex officio member of all committees. In the absence or disability of the Chair, the Vice Chair designated by the Chair, or, in the absence of such designation, the Vice Chair who is senior in service, shall serve in his or her stead.
3. The Secretary shall attend all sessions of the Board and act as clerk thereof and record all votes and the minutes of all proceedings to be kept for archival purpose; and shall perform like duties for the committees of the Board when required. He or she shall give notice of all meetings of the Board and of its committees and shall perform such other duties as may be prescribed by the Board or by the Chair. In the absence of the Secretary, the Associate Secretary shall perform such duties.

4. The Treasurer shall act as the chief fiscal officer of the Board.
5. In case of the absence of any officer of the Board, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer, or to any Trustee, for the time being.

V. COMMITTEES OF THE BOARD

1. The Board shall have the following committees, the Trustee members of which, with the exception of the Executive and Nominating Committees, shall be appointed by the Chair following each annual meeting:

A. Standing Committees

- (1) **Executive Committee.** This committee shall consist of seven Trustees, including the Chair and Vice Chairs of the Board, elected at the annual meeting. Except as limited by statute, the Executive Committee shall have and exercise any and all powers of the Board in the intervals between meetings of the Board and shall be available for consultation and advice with the President, the Chair of the Board of Trustees, and the Chair of the Board of Governors as may be desired. No member of the Executive Committee shall serve for more than three consecutive one-year terms, except that any member who may be elected Chair or Vice-Chair of the Board shall continue his or her membership until his or her term of service as an officer of the Board expires. At the request of the Chair, meetings of the Executive Committee may be convened via telephone conference call.
- (2) **Nominating Committee.** This committee shall consist of no fewer than five nor more than ten Trustees. Each member of the Nominating Committee shall serve for one three-year term and shall not be immediately eligible for another term. Members shall be elected at the annual meeting according to a rotation system so that no more than two members shall be elected in one year, except in cases where additional members must be elected to ensure at least five Trustees are on the committee in any given year. In the event of resignation or death of a member during their three-year term on the committee, a successor shall be elected to fill the unexpired term. The chair of the Nominating Committee shall be appointed annually by the Chair of the Board of Trustees, and shall serve as chair for no more than two consecutive years. The Chair of the Board of Trustees shall serve as an ex officio member of the Nominating Committee and shall participate in the Nominating Committee's meetings to provide insight and advice, but shall not be included in the determination of a consensus unless a member of the Nominating Committee is recused from a discussion due to a conflict of interest.
 - (a) At the spring meeting, the Nominating Committee shall make

nominations for officers of the Board to be elected at such meeting with their terms of office beginning on July 1 of that calendar year. At each annual meeting, the Nominating Committee shall make the following nominations for individuals who are to be elected at such meeting: members of the Executive Committee; members of the Nominating Committee; members of the Rutgers Research and Education Foundation; members of the Camden Campus Board of Directors; members of the Board of Governors; Charter Trustees; and Alumni Trustees. After a broad call for nominations Student Charter Trustees shall be selected by the Committee from among at least three names to be submitted by the Division of Student Affairs for each Student Charter Trustee vacancy. The Nominating Committee shall also make nominations from time to time in order to fill vacancies in the foregoing positions arising from resignation, death, or other reason. Nominations may also be made by an instrument or instruments in writing signed by at least seven Trustees and filed with the Secretary of the University at least ten days before the date on which the election will take place.

- (b) From time to time the Nominating Committee shall also nominate former Trustees for election as Trustees Emeriti as more fully described in section I.3 of these Bylaws. A Trustee Emerita/Emeritus shall be elected no earlier than at the first fall meeting after his or her term on the Board of Trustees ends and shall begin their term at the next Trustee meeting following their election.
 - (c) Upon expiration of the maximum statutory period for service as an Alumni Trustee or as a Charter Trustee, two consecutive six-year terms, or equivalent service as a Trustee for at least twelve of the preceding sixteen years, there shall be a presumption against the renomination of that Trustee until four years have elapsed since the last year of service.
 - (d) There shall be a presumption against the renomination of a Trustee or former Trustee who, at the conclusion of the term for which nomination is proposed, will have served a total of more than twelve of the last sixteen years.
 - (e) In considering nominations to fill Charter Trustee vacancies, the Nominating Committee shall actively seek able individuals, prepared to serve the University, who otherwise might not be proposed for membership on the Board.
- (3) Committee on Diversity, Inclusion, and Outreach. This committee shall consist of no less than four Trustees, appointed by the Chair of the Board of Trustees. The Chair of the Board of Trustees will also appoint the Committee Chair. The term of membership on the committee will be for one year although a member may succeed himself or herself at the discretion of the

Chair of the Board of Trustees. The purpose of the Committee on Diversity, Inclusion, and Outreach is to provide ongoing guidance and advice to the Board of Trustees to ensure the board's diversity reflects the diversity of the State of New Jersey, and to identify and nominate potential board members that represent a range of different backgrounds, experience, and needed skill sets.

B. Joint Committees

- (1) Joint committees are created by actions of the Board of Governors and the Board of Trustees.
- (2) Committee on Investments. This committee, which shall meet at least quarterly, shall consist of four Governors and four Trustees of whom one shall be designated as chair by the Chair of the Board of Trustees. It shall oversee the investment of funds and monetary assets under the control and management of the respective Boards and advise each on the policy and procedure with respect thereto, including retention of investment advisers and oversight of the advisers' functions in accordance with the University's Investment Policy.

C. Trustees' Membership on Board of Governors' Committees. The Board of Governors and the University place great emphasis on the level of professional and personal experience and knowledge of members of the Board of Trustees, and shall request the advice and counsel of Trustees on a variety of University matters. The Chair of the Board of Trustees shall name the candidates from the Board of Trustees, and the Chair of the Board of Governors shall then appoint the membership from these candidates to serve in an advisory capacity on each of the following Board of Governors' committees:

- (1) Committee on Audit.
- (2) Committee on Finance and Facilities. In particular, the Trustees serving on this committee shall make recommendations to the Chairs of the Boards of Governors and Trustees and to the President with respect to buildings, grounds, and other property of which the Board of Trustees has control pursuant to Rutgers, The State University Law enacted in 1956 (N.J.S.A. 18A:65-1 et seq.), which is also known as the "Rutgers Act of 1956."
- (3) Committee on Academic and Student Affairs.
- (4) Committee on Intercollegiate Athletics.
- (5) Committee on Health Affairs.

D. Special Committees. The Chair of the Board may also appoint special committees from time to time and prescribe their powers and duties.

2. All committees shall report to the Board from time to time and make such recommendations as they may deem appropriate, and shall advise with respect to such matters within their province as may be requested by the President or the Chair of the Board.
3. Members of all committees shall hold office until the next annual meeting following their appointment, or until their successors shall be appointed. In the event of a conflict of interest, a Trustee may be reassigned to another committee at the discretion of the Chair of the Board of Trustees. In the event of a breach of confidentiality, a Trustee may be removed from governing board committees.

VI. FISCAL YEAR

The fiscal year shall begin on the first day of July and end on the thirtieth day of June in each year.

VII. BYLAWS AMENDMENTS

These Bylaws may be amended or supplemented by the affirmative vote of two-thirds of those present at any regular meeting or at any special meeting called for that purpose. Five days' notice of any proposed amendment or supplement shall be given, either setting forth such proposed amendment or supplement in full or summary thereof.

Adopted November 2, 1956.

Amended: June 1, 1957; September 26, 1958; June 13, 1960; February 10, 1961;
January 29, 1971; September 15, 1972; November 3, 1972; September 19, 1973;
December 4, 1974; June 15, 1977; April 23, 1980; February 18, 1982; April 21, 1983;
June 16, 1988; October 19, 1989; June 14, 1991; October 20, 1994; April 20, 1995;
October 16, 2003; June 12, 2008; April 30, 2009; June 25, 2009; October 29, 2009;
December 17, 2009; September 20, 2012; December 6, 2012; September 19, 2013;
March 13, 2014; June 19, 2014; December 8, 2014; February 5, 2015; March 10, 2016;
March 8, 2017; September 25, 2019; March 26, 2020.