

BOARD OF TRUSTEES
Rutgers, The State University of New Jersey
June 17, 2025

A meeting of the Board of Trustees of Rutgers, The State University of New Jersey, was held on Tuesday, June 17, 2025, at 3:30 p.m. in the Board Room at Winants Hall in New Brunswick, New Jersey. Ms. Amy Mansue, Chair of the Board of Trustees, presided.

Present and constituting a quorum were Amjad, Azzara, Bender (Jennifer, via Zoom), Boguchwal, Caldwell Epps, Case, Chaplin, Christ (via Zoom), Chropuvka, Covington, de los Rios (via Zoom), DuHaime, Edelman (via Zoom), Elkins, Falzon, Fox, Friedman, Gillis, Harris (David), Hendricks, Johnson, Le-Cadre, Lew, MacDonald (via Zoom), Mansue, Martin (via Zoom), McCarthy, Papamarkou, Perez, Redd, Rivers, Scalo (via Zoom), Servance, and Wilson.

Absent were Druskin, Foglio, and Sampson-Landers.

Attending was Towers, Chair of the Board of Governors.

The following Trustees Emeriti were present: Bender (Gregory), Best, Cantor, Chyb, DiMartino, Dougherty, Eichert, Harris (Wilma), Hershhorn (via Zoom), Hundley, Lal, Nachtigal (via Zoom), Paranicas, Piazza (via Zoom), Rears (via Zoom), Stevenson (via Zoom), and Tuosto.

Present from the University administration were Ballentine, Calcado, Conway, Gower, Holloway, Melillo, Norin, Pastva, Pfeiffer, Richtermeyer, Robinson, Roesener, and Strom.

Also attending was Purcell, Senate Representative to the Board of Trustees.

ANNOUNCEMENT PURSUANT TO CHAPTER 231, PUBLIC LAW 1975
(OPEN PUBLIC MEETINGS ACT)

Ms. Mansue called on Ms. Kimberlee Pastva, Secretary of the University, who announced that pursuant to Public Law 1975, Chapter 231 (Open Public Meetings Act) public notice of this meeting was filed on June 26, 2024, with the Office of the Secretary of the State of the New Jersey and three newspapers, the Cherry Hill *Courier-Post*, the New Brunswick *Home News Tribune*, and the Newark *Star-Ledger*. Public notice of the meeting was posted in the following University libraries: the Alexander Library, New Brunswick; the Dana Library, Newark; and the Robeson Library, Camden. Pursuant to Public Law 2020, Chapter 11, public notice of the meeting was posted on the Rutgers Website, under Governing Boards.

CONFLICT OF INTEREST STATEMENT

Secretary Pastva asked the members of the Board if they had read the meeting agenda and supporting documents and if anyone had a possible conflict of interest to disclose. The responses from the members indicated that no conflicts existed.

MATTERS PRESENTED BY THE CHAIR

Ms. Mansue thanked the Trustees for their service this year and their commitment to the University's students and mission. She expressed her appreciation to Vice Chairs Johnson and Papamarkou, the members of the Executive Committee, and the Office of the Secretary. Ms. Mansue also recognized the Senate and Student representatives to the Board of Trustees and noted that Dr. Walter MacDonald will serve as Chair of the Task Force on Assessment, adding that in July, Trustees will be sent a survey that should be completed within a month.

MEMORIAL RESOLUTION – GENE O’HARA, III, TRUSTEE EMERITUS

Ms. Mansue asked Mr. Hundley to present the memorial resolution honoring Gene O’Hara, Trustee Emeritus. Mr. Hundley presented the following resolution:

Let it be recorded in deepest sorrow that Gene O’Hara, an inductee of the Rutgers Hall of Distinguished Alumni, who faithfully served the University as a member of the Board of Trustees and the Board of Governors, passed away on May 4, 2025.

Throughout Gene’s extraordinary 39 years of service to Rutgers, beginning with his appointment as a Charter Trustee in 1986, then as a Public Governor, Public Trustee, Alumnus Trustee, and Trustee Emeritus, he always demonstrated his steadfast devotion to the University’s students and all members of the Rutgers community.

Gene’s legacy includes his tenures as Chair and Vice Chair of the Board of Governors, where his exemplary leadership helped shepherd Rutgers through transformative moments as it established itself as one of the nation’s finest research universities.

A native son of Newark and proud graduate of University College–Newark, Gene took night courses while embarking on his career at Prudential Insurance Company, where he gained a keen understanding of the needs of students, including those who studied part-time and at night, or who came from inner-cities, which inspired him to work tirelessly to ensure that Rutgers provided those young learners with the resources they needed to succeed.

During his service on the Boards, Gene enrolled in classes to gain a better understanding of the student experience, and he supported initiatives that led to the establishment of the Academic Health Division; played a vital role in the transformation of undergraduate education that led to the establishment of the School of Arts and Sciences at Rutgers–New Brunswick; and chaired the Task Force on Alumni Relations, which established the Rutgers University Alumni Association.

Gene also led the search that led to the appointment of Richard L. McCormick as the University’s 19th President, and under his leadership as Chair of the Board of Governors, Rutgers conducted a comprehensive study on the perception of the University, which resulted in numerous University-wide branding initiatives that continue to influence Rutgers.

Gene’s extraordinary accomplishments in support of Rutgers were recognized with the Scarlet Oak Meritorious Service Award from the Rutgers Excellence in Alumni Leadership Program and an Honorary Doctorate of Humane Letters, which was bestowed upon him in 2004.

BE IT RESOLVED THEREFORE, that as an expression of the Boards’ grateful remembrance of Gene O’Hara’s dedication to Rutgers, The State University of New Jersey, this memorial resolution shall be recorded in the minutes of the Board of Governors and the Board of Trustees, and a copy shall be sent to his family along with our heartfelt and deepest condolences.

The motion was seconded, and there being no discussion, the Board unanimously approved the Memorial Resolution Honoring Gene O’Hara, Trustee Emeritus.

MATTERS PRESENTED BY THE PRESIDENT

Ms. Mansue turned the floor over to President Jonathan Holloway, noting that this is his last Board of Trustees meeting as President of the University, and highlighted some of his achievements.

President Holloway reviewed some key accomplishments of his leadership team over the past few years, including Rutgers' performance in the *U.S. News & World Report* rankings and the significant increase in applications since the University's adoption of the Common App. President Holloway continued by reporting on enrollment, noting this fall will see the University's largest class in its history. He also reviewed increases in fundraising, including giving by alumni, and shared highlights related to Rutgers' research. Next, President Holloway shared updates on the University's endowment and Scarlet Promise grants, before highlighting the integration of the medical schools and various initiatives and capital projects. He expressed his pride in his team's accomplishments, especially during such challenging times, and thanked the Trustees for giving him the opportunity to lead the University.

MATTERS PRESENTED BY THE VICE CHAIR

Resolution Recognizing Amy B. Mansue, Chair of the Board of Trustees. President Holloway concluded his comments and ceded his remaining time to Mr. Kenneth Johnson, Vice Chair of the Board of Trustees. Mr. Johnson presented the following resolution:

WHEREAS, Rutgers, The State University of New Jersey, has benefited greatly from your selfless service on the Board of Trustees since 2013, when you were inducted as a Charter Trustee; and

WHEREAS, your term as a Charter Trustee and Chair of the Board of Trustees will come to a close on June 30, 2025; and

WHEREAS, your discerning judgment and wise council have helped guide the Board of Trustees through numerous milestones and challenges and your insightful leadership and thoughtful consideration of important issues has positioned the Board of Trustees for future success as it continues its work in support of the University community; and

WHEREAS, you have further demonstrated superb leadership as Chair of the Board of Trustees Executive Committee, and your efforts with the Nominating Committee, Ad-Hoc Trustee Nominations Committee, and the Task Forces on Legislative Engagement and Assessment have established a model of good governance for current and future Trustees to emulate; and

WHEREAS, throughout your impressive legacy of service, you always considered the best interests of students through such measures as strengthening the Scarlet Promise Endowment, and you shared your vast knowledge of the health and pharmacy industries during your eleven years as a member of the Board of Governors Committee on Health Affairs; and

WHEREAS, as the University took on the essential task of naming a new President, you again answered the call to serve by playing an integral role in the selection process that culminated in the appointment of Dr. William F. Tate IV as the 22nd President of Rutgers, The State University of New Jersey; and

NOW, THEREFORE, BE IT RESOLVED that the members of the Board of Trustees of Rutgers, The State University of New Jersey, express their deepest gratitude and heartfelt thanks to Amy Mansue for her distinguished service to the University and the Board of Trustees, and extends to her sincere best wishes for continued success; and

BE IT FURTHER RESOLVED that Amy Mansue will continue to enjoy our highest esteem and that her colleagues look forward to reaping the benefits of her experience and inspiration as she continues to serve Rutgers University as a member of the Board of Governors.

The motion was seconded, and there being no discussion, the Board unanimously approved the Resolution Recognizing Amy B. Mansue.

CHANCELLOR’S REPORT/CONTINUING EDUCATION PRESENTATION

Ms. Mansue turned the floor over to Dr. Brian Strom, Chancellor of Rutgers Biomedical and Health Sciences (“RBHS”) and Executive Vice President for Health Affairs. Chancellor Strom began his presentation by reviewing his goals and RBHS entities and sharing a progress report. Chancellor Strom detailed grants and awards won by Rutgers Health and shared slides on Rutgers Health National Institutes of Health (“NIH”) grant totals and rankings, as well as NIH funding to New Jersey universities and colleges.

He continued by sharing a slide breaking down NIH awards by school and updated the Board on FY25 awards and submissions. Chancellor Strom also reported on federal award termination notices sent to Rutgers Health and shared a breakdown of terminations by campus. He stated that terminations are devastating for targeted areas but that from an institutional point of view, terminations are dwarfed by overall growth. Next, Chancellor Strom reviewed capital improvements and the Rutgers Health Physical Master Plan, during which he highlighted several Rutgers Health projects, as well as projects under the RBHS Newark Physical Master Plan. Chancellor Strom also updated the Board on fall student enrollment across Rutgers Health schools; an Ernest Mario School of Pharmacy student who has been named a Truman Scholar; and the Rising Stars program.

ADDITIONAL MATTERS PRESENTED BY THE CHAIR

Approval of Minutes – April 3, 2025 and May 19, 2025. Ms. Mansue called the Trustees’ attention to the April 3, 2025 minutes and the May 19, 2025 special meeting minutes that were posted to the portal. She noted that a proposed resolution that would have enabled the University Senate to elect four representatives from within its own membership, as opposed to specifying the election of two faculty and two student members, was tabled during that meeting would not be moved forward. Trustees shared their comments and Ms. Mansue asked if any Trustees had any additions or corrections to the minutes.

There being no additions or corrections, on motion and duly seconded, the Board unanimously approved the minutes as distributed by the Secretary of the University.

Executive Committee
May 27, 2025 and June 10, 2025

Proposed Schedule of Meetings for 2025-2026. Ms. Mansue drew the Board’s attention to the proposed schedule of meetings for 2025-2026 and asked if members would like to discuss the schedule:

<u>BOARD OF TRUSTEES MEETING SCHEDULE</u> <u>2025-2026</u>	
<u>BOARD OF TRUSTEES</u>	
Tuesday, September 16, 2025 – <i>Rutgers–Camden</i> (EST – 12:00–2:30 p.m.)	Thursday, March 5, 2026 – <i>Rutgers–Newark</i> (EST – 12:00–2:30 p.m.)
Tuesday, December 19, 2025 – <i>Rutgers–New Brunswick</i> (EST – 3:30–6:00 p.m.)	Tuesday, June 23, 2026 – <i>Rutgers–New Brunswick</i> (Annual Meeting) (EST – 3:30–6:00 p.m.)

There being no discussion, Ms. Mansue called for a motion, a second, and then the vote, and the Board unanimously approved the schedule of meetings for 2025-2026.

Proposed Resolution Amending the Board of Trustees' Charge to the Trustees Executive Committee.
Ms. Mansue called for a motion to approve the following proposed resolution:

WHEREAS, the Board of Trustees of Rutgers, The State University of New Jersey, last amended its Charge to the Trustees Executive Committee on June 20, 2024; and

WHEREAS, the Board Trustees determined that it would like to incorporate the practices reflected in the Board goals into the Charge to the Trustees' Executive Committee to ensure they were carried out indefinitely as part of the annual duties and responsibilities of the Trustees' Executive Committee; and

WHEREAS, on June 10, 2025, the Chair and Vice Chairs of the Board of Trustees reviewed the attached proposed revisions with the Executive Committee of the Board of Trustees and the Executive Committee recommended approval by the Board of Trustees.

NOW, THEREFORE, BE IT RESOLVED that, upon the recommendation of the Executive Committee of the Board of Trustees, the Board of Trustees of Rutgers, The State University of New Jersey, approves the attached proposed revisions to its Charge to the Executive Committee, with the deletions shown as strikeouts and with the additions shown as underlined bold text.

Attachment: Proposed Revisions to the Charge to the Executive Committee

There being no discussion, Ms. Mansue called for a motion, a second, and then the vote, and the Board unanimously approved the Proposed Resolution Amending the Board of Trustees' Charge to the Trustees Executive Committee.

Proposed Resolution Accepting Changes to the Emeriti Consideration and Nominating Process.
Ms. Mansue then called for a motion to approve the following proposed resolution:

WHEREAS, the Board of Trustees of Rutgers, The State University of New Jersey, became aware that the Board's emeriti membership was close to eclipsing the voting membership on the Board and determined that an examination of the process for Emeriti consideration and nomination was warranted; and

WHEREAS, the Board of Trustees Executive Committee requested that the Board of Trustees' Nominating Committee hold nominations for Trustees Emeriti until clarity could be brought to the process and the broader membership of the Board and both voting members and Emeriti, had the opportunity to provide their feedback and perspective on the process; and

WHEREAS, the Board of Trustees Executive Committee met numerous times throughout fiscal year 2025 and gathered feedback from voting members of the Board, as well as Trustees Emeriti, many of whom served in leadership roles during their time as voting Board members, and incorporated that feedback into the proposed changes; and

WHEREAS, on April 3, 2025, at a regular meeting of the Board of Trustees, the Board engaged in a robust discussion of the proposed changes, which were outlined in a memo provided in the meeting materials, through which feedback from the Board provided support for the changes and provided constructive feedback which was subsequently incorporated into the final changes presented herein; and

WHEREAS, on May 27, 2025, the Trustees Executive Committee conducted a final review of the proposed changes to the Emeriti consideration and nomination process and 1) approved revisions to the Operating Procedures of the Nominating Committee and the

Nomination Procedure for Trustees Emeriti to reflect these changes; and 2) endorsed corresponding amendments to the Bylaws of the Board of Trustees for Board of Trustees approval.

NOW, THEREFORE, BE IT RESOLVED that, upon the recommendation of the Trustees Executive Committee, the Board of Trustees of Rutgers, The State University of New Jersey, hereby accepts and affirms the changes to the Emeriti consideration and nomination process and requests that they be memorialized in the appropriate board documents; and

BE IT FURTHER RESOLVED that this Resolution shall take effect immediately.

Attachment: Memo to the Trustees Executive Committee Regarding Changes to the Emeriti consideration and nomination process.

The motion was seconded, and there being no discussion, the Board unanimously approved the Resolution Accepting Changes to the Emeriti Consideration and Nominating Process.

Proposed Resolution Amending the Bylaws of the Board of Trustees of Rutgers, The State University of New Jersey. Ms. Mansue then called for a motion to approve the following proposed resolution:

WHEREAS, the Bylaws of the Board of Trustees of Rutgers, The State University of New Jersey, were last updated by Resolution dated June 22, 2021, to memorialize the Committee on Trustee Philanthropy; and

WHEREAS, on this day, June 17, 2025, the Board of Trustees voted to incorporate changes to the consideration and nominating process for Trustees Emeriti and update all relevant documentation to reflect those changes; and

WHEREAS, it is now necessary to revise the Bylaws to incorporate changes to the consideration and nominating process for Trustees Emeriti; and

WHEREAS, on June 10, 2025, the Executive Committee of the Board of Trustees approved the attached proposed revisions to the Board's Bylaws and recommended approval of these revisions by the full Board.

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 additions shown as underlined text.

Attachment: Proposed Revisions to the Bylaws of the Board of Trustees

The motion was seconded, and there being no discussion, the Board unanimously approved the Resolution Amending the Bylaws of the Board of Trustees of Rutgers, The State University of New Jersey.

Nominating Committee – Proposed Slate of Nominees. Ms. Mansue turned the floor over to Mrs. Linda Rivers, Chair of the Board of Trustees Nominating Committee. Mrs. Rivers thanked the members of the Committee and stated that the Nominating Committee met twelve times between October 7, 2024 and March 19, 2025. She then informed the Board that the Committee's recommendations for candidates for election to the following positions have been posted on the governing board portal: Officers of the Board; Charter Trustees; Student Charter Trustees; Alumni Trustees; members of the

Executive Committee; members of the Nominating Committee; members of the Rutgers Research and Educational Foundation; member of the Camden Board of Directors; and Trustee Member and Trustee Governor to the Board of Governors.

Mrs. Rivers continued by presenting the nominations for the Board's consideration:

Election of Officers of the Board of Trustees for 2025-2026. Mrs. Rivers recommended the following nominations on behalf of the Nominating Committee for the officers indicated for the term July 1, 2025, to June 30, 2026:

Treasurer	–	J. Michael Gower
Secretary	–	Kimberlee M. Pastva
Associate Secretary	–	Patrick L. Melillo

Mrs. Rivers moved the aforementioned nominations, Ms. Mansue called for a second, any discussion, and then the vote, and the Board unanimously approved the Officers of the Board of Trustees for 2025-2026.

Election of Charter Trustees. Mrs. Rivers stated that on behalf of the Nominating Committee, she was recommending the following individuals for Charter Trustee positions for the term July 1, 2025 to June 30, 2031:

Danielle Bechta
Peter N. DeNigris
Maria P. Vallejo

Next, Mrs. Rivers stated that on behalf of the Nominating Committee, she was recommending the following individual for a Charter Trustee position for the four-year partial term July 1, 2025 to June 30, 2029:

Deborah De Santis

Mrs. Rivers moved the aforementioned nominations, Ms. Manse called for a second, any discussion, and then the vote, and the Board unanimously approved the election of Charter Trustees.

Election of Student Trustees. Mrs. Rivers stated that on behalf of the Nominating Committee, she was recommending the following individual for a Student Charter Trustee position for the six-year term July 1, 2025 to June 30, 2031:

Ameya Ketankumar Patel

Mrs. Rivers also recommended the following individual for a Student Charter Trustee position for the two-year partial term July 1, 2025 to June 30, 2027:

Christopher Godoy

Mrs. Rivers moved the aforementioned nominations, Ms. Mansue called for a second, any discussion, and then the vote, and the Board unanimously approved the election of Student Charter Trustees.

Election of Alumni Trustees. Mrs. Rivers asked Secretary Pastva to place Dr. MacDonald in the Zoom waiting room. She then stated that in order to fulfill all seats in accordance with the Rutgers Act of 1956, Charter Trustee Walter B. MacDonald, who is also an alumnus, will be moved to the Alumni slot and finish out his term on the Board as an Alumnus Trustee for the term indicated.

Mrs. Rivers recommended the following individual for an Alumni Trustee position for the four-year unexpired term July 1, 2025 to June 30, 2029:

Walter B. MacDonald

Mrs. Rivers moved the aforementioned nomination, Ms. Mansue called for a second, any discussion, and then the vote, and the Board unanimously approved the election of an Alumni Trustee.

Dr. MacDonald was brought back to the meeting on Zoom. Mrs. Rivers asked Dr. Lew and Ms. Perez to leave the meeting. She then recommended the following individuals for Alumni Trustee positions for the six-year term July 1, 2025 to June 30, 2031:

Christiana R. Foglio
Indu Lew
Ilce Perez

Mrs. Rivers moved the aforementioned nominations, Ms. Mansue called for a second, any discussion, and then the vote, and the Board unanimously approved the election of Alumni Trustees.

Election of Membership on the Executive Committee for 2025-2026. Dr. Lew and Ms. Perez returned to the room, and Mrs. Rivers asked Mr. Friedman to assume the Chair of the Nominating Committee during the Board's votes on the election of members of the Executive Committee. Mrs. Rivers left the room and Mr. Friedman asked Mr. Harris and Mr. Servance to leave the room while the Board voted on the election of members of the Executive Committee.

Mr. Friedman, on behalf of the Nominating Committee, recommended for approval the following nominations for membership on the Executive Committee of the Board of Trustees for the term July 1, 2025 to June 30, 2026:

Christiana R. Foglio
David L. Harris
Linda D. Moton Rivers
Squire J. Servance

Mr. Friedman moved the aforementioned nominations, Ms. Mansue called for a second, any discussion, and then the vote, and the Board unanimously approved the election of members to the Executive Committee.

Election to Membership on the Nominating Committee. Ms. Mansue congratulated Ms. Foglio, Mr. Harris, Mrs. Rivers, and Mr. Servance as they returned to the room and Mrs. Rivers resumed the Chair of the Nominating Committee. Mrs. Rivers asked Dr. Le-Cadre to leave the room while the Board voted on the election of members of the Nominating Committee and the Rutgers Research and Educational Foundation. Mrs. Rivers also asked Secretary Pastva to place Ms. Bender in the Zoom waiting room.

Mrs. Rivers, on behalf of the Nominating Committee, recommended for approval the following nominations for membership on the Nominating Committee of the Board of Trustees for the term July 1, 2025 to June 30, 2028:

Jennifer C. Bender
Yanique D. Le-Cadre

Mrs. Rivers moved the aforementioned nominations, Ms. Mansue called for a second, any discussion, and then the vote, and the Board unanimously approved the election of members of the Nominating Committee.

Election to membership on the Rutgers Research and Educational Foundation. Mrs. Rivers asked Mr. Friedman, Ms. Hendericks, Ms. Papamarkou, and Ms. Perez to leave the room and join Dr. Le-Cadre while the Board voted on the election of members of the Rutgers Research and Educational Foundation. Next, Mrs. Rivers, on behalf of the Nominating Committee, recommended for approval the following nominations for membership on the Rutgers Research and Educational Foundation for the term July 1, 2025 to June 30 2026:

Robert H. Friedman
Joyce P Hendricks
Yanique D. Le-Cadre
Mary Papamarkou
Ilce Perez

Mrs. Rivers moved the aforementioned nominations, Ms. Mansue called for a second, any discussion, and then the vote, and the Board unanimously approved the election of members of the Rutgers Research and Educational Foundation.

Election to Membership on the Camden Board of Directors. Mrs. Rivers continued by asking Mr. McCarthy to leave the room while the Board voted on the election of a member to the Camden Board of Directors. Mrs. Rivers, on behalf of the Nominating Committee, recommended for approval the following nomination for membership on the Camden Board of Directors:

James P. McCarthy

Mrs. Rivers moved the aforementioned nomination, Ms. Mansue called for a second, any discussion, and then the vote, and the Board unanimously approved the election of a member of the Camden Board of Directors.

Election of Trustees to Membership on the Board of Governors. Ms. Mansue congratulated Mr. McCarthy as he returned to the room and asked Mr. Johnson the assume the Chair of the Board during the Board's consideration of Trustee Members of the Board of Governors. Ms. Mansue left the room and Mrs. Rivers continued her report.

Mrs. Rivers, on behalf of the Nominating Committee, recommended for approval the following nomination for a Trustee Member of the Board of Governors to succeed Mary I. DiMartino for the term July 1, 2025 to June 30, 2031:

Amy B. Mansue

Next, Mrs. Rivers, on behalf of the Nominating Committee, recommended for approval the following individual for re-election as a Trustee Member of the Board of Governors to succeed himself for the term July 1, 2025 to June 30, 2031:

Hollis A. Copeland

Mrs. Rivers moved the aforementioned nomination, Mr. Johnson called for a second, any discussion, and then the vote, and the Board unanimously approved the election of Trustee Members of the Board of Governors.

Mr. Johnson offered his congratulations to Ms. Mansue as she returned to the room and resumed the Chair, and Mrs. Rivers concluded the Report of the Nominating Committee.

Board Goals for Fiscal Year 2025 & Leadership Goals Dashboard. Ms. Mansue reported on the Board's goals for the year, noting that the Board is very close to fulfilling its goal of 100% giving to the Scarlet Promise Endowment, adding that she is confident the Board will reach its deadline. She then stated

that the Board has fulfilled its goal of serving as ambassadors to the University and defining the culture of a Board of Trustees that celebrates its commitment to the University through stewardship and engagement. She also discussed the path to leadership positions among the Trustees and thanked the Trustees for their efforts.

REPORT OF THE BOARD OF THE COMMITTEE ON TRUSTEE PHILANTHROPY

Ms. Mansue turned the floor over to Ms. Dina Elkins, Chair of the Committee on Trustee Philanthropy, who stated that the Committee met four times since the previous Board of Trustees meeting. She thanked the Trustees who made gifts to the Scarlet Promise Endowment this year; highlighted the Board's goal of 100% participation; and asked Trustees who have not yet made a gift to consider doing so. Next, Ms. Elkins discussed the Committee's responsibility to make recommendations for the distribution of the Board's pre-existing endowments to Scarlet Promise, emergency funding, and food pantries, and reported that the Committee reevaluated the method the Board uses to determine distribution of the funds to best fulfill the needs of students across all campuses. She stated that Trustees have been provided with a report that includes a reallocation of funds based on the Committee's findings. Ms. Elkins noted that the Committee has compiled a set of questions with the goal of forming a consistent method of utilization of funds at each campus from year to year and concluded her report.

JOINT COMMITTEE ON INVESTMENTS

Ms. Mansue turned the floor over to Mr. Gary Chropuvka, Chair of the Joint Committee on Investments, who reported that the Committee met on May 16, during which members engaged in a virtual discussion on AI with one of the endowment's venture capital partners. He then shared an update on the Committee's meeting on June 10, 2025, during which members reviewed asset allocation and the Investment Policy Statement, making no recommendations, and approved two managers. Mr. Chropuvka also shared an update on the endowment and the intern program and answered questions from Trustees.

COMMITTEE ON AUDIT

Ms. Mansue asked Mr. J. Michael Gower, Executive Vice President – Chief Financial Officer and University Treasurer, to share a report on the Board of Governors Committee on Audit. Mr. Gower stated that during its meeting on May 29, the Committee reviewed and discussed proposed amendments to its committee charge, which have been approved by the Board of Governors. Mr. Gower reported that the Committee heard from KMPG regarding the planned audit procedures, deliverables, and timeline for the FY25 audit, as well as new accounting standards. Mr. Gower informed the Board that he updated the Committee on enrollment, the budget, and the federal and state landscapes. He then reported that the Committee received updates on litigation related to Name, Image, and Likeness; the University's cybersecurity review; the University's Enterprise Risk Management process; the results of Audit and Advisory Services' self-assessment; and the annual audit plan, which the Committee approved.

REPORT OF THE COMMITTEE ON DIVERSITY, INCLUSION, AND OUTREACH

Ms. Mansue asked Dr. Yanique Le-Cadre, Chair of the Report on Diversity, Inclusion, and Outreach, to share a report. Dr. Le-Cadre stated that during its meeting on June 2, 2025, members finalized two tools to assist in the Committee's outreach. She then presented the first tool, a pamphlet to be presented to groups during recruitment efforts in search of candidates from underrepresented demographics. She asked Trustees to review the pamphlet and provide any feedback they may have. Dr. Le-Cadre also updated the Committee on a proposed video that will feature testimonials from Trustees about their service. She noted that the Committee has discussed the format and timing of the videos and has agreed on a path forward, adding that the Office of the Secretary will pursue putting that plan into action in the upcoming year.

REPORT OF THE TASK FORCE ON LEGISLATIVE ENGAGEMENT

Ms. Mansue turned the floor over to Mr. Michael DuHaime, Chair of the Task Force on Legislative Engagement. Mr. DuHaime discussed the Task Force's goal and work in support of the University Administration and the Government Relations team. He thanked the Trustees who have contacted their local legislators and who participated in events organized by Government Relations. Mr. DuHaime also updated the Board on the Task Force's meetings with legislative leaders and briefly discussed the state's political landscape.

REPORT ON THE CAMDEN BOARD OF DIRECTORS

Ms. Mansue asked Dr. James Dougherty, Chair of the Camden Board of Directors, to present the report on the Camden Board of Directors. Dr. Dougherty began by noting that during the Board's meeting on January 22, 2025, Mr. Jose Piazza was inducted as a member of the Rutgers University–Camden Board of Directors. Dr. Dougherty stated that the Board approved the minutes of its September 24, 2024 meeting and that Chancellor Antonio D. Tillis presented a report, during which he introduced new members of his team and shared updates on enrollment, graduation rates, and student success. Next, Dr. Dougherty reported that Dr. Jimmy Jung, Senior Vice Chancellor for Student Success and Enrollment Management, provided the Board with a report on student debt and financial aid. He also stated that board members discussed program options for students at the School of Nursing who do not graduate.

Dr. Dougherty continued by reporting on the Board's meeting on June 12, 2025, during which members approved the minutes of its January 22, 2025 meeting. Next, he stated that Chancellor Tillis shared an informative overview of developments at Rutgers University–Camden, and that the Board heard reports on developments related to marketing and communications and campus athletics, as well as an informative update on the Rowan University/Rutgers–Camden Board of Governors.

OLD BUSINESS

None was reported.

NEW BUSINESS

None was reported.

ADJOURNMENT

Ms. Mansue shared some closing remarks, and the meeting was adjourned at approximately 4:50 p.m.

Respectfully submitted,



Anthony Stoeckert
Writing Associate



**BOARD OF TRUSTEES
CHARGE TO THE
TRUSTEES EXECUTIVE COMMITTEE**

The Executive Committee of the Board of Trustees shall include as members seven Trustees, including the Chair and Vice Chairs of the board, as recommended by the Nominating Committee and elected by the Board of Trustees at the annual meeting. 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. The Trustees Executive Committee shall have the authority to act in accordance with relevant state laws and regulations, including, but not limited to, the Open Public Meetings Act.

The Trustees Executive Committee shall facilitate decision-making between board meetings or in urgent or crisis circumstances. It shall be responsible for all matters related to board governance, including amendments to the Bylaws of the Board of Trustees and other rules, regulations, and policies adopted by the board; may prioritize issues for board leadership to address; and is responsible for providing feedback to board leadership on the performance and effectiveness of the board and its individual members. This Committee 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.

The Trustees Executive Committee shall:

1. Review agenda items for each Board of Trustees meeting.
- ~~2.~~ Review and recommend for approval by the Board of Trustees proposed actions and resolutions affecting Board of Trustees' land as well as the issuance of bonds, or any changes to existing bonds.
- ~~3.~~ Review proposed changes to the Bylaws of the Board of Trustees and recommend approval by the Board of Trustees.
- ~~2.4.~~ Review the Annual Conflict of Interest Policy for Members of the Rutgers Boards of Governors and Trustees, Camden Board of Directors and University Officers and the Investment Policy and, in conjunction with the Executive Committee of the Board of Governors, recommend changes as appropriate.

Review and recommend to the Board of Trustees any revisions to the Policy on Confidentiality or the Procedures for Board of Trustees Meetings.

- ~~3.5.~~
- ~~4.~~ Monitor the board's adherence to its rules of conduct and confidentiality, including the Conflict of Interest and Disclosure Policy.
- ~~5.6.~~ At the request of the Chair, provide feedback on the performance of individual Trustees in accordance with the Primary Responsibilities and Expectations of Trustees, specifically with regard to Trustee engagement and performance on committees, ad-hoc committees, and Task Forces. Such feedback may be used by the Chair to provide insight and advice to the Nominating Committee, on which the Chair serves *ex officio*.
- ~~6.7.~~ Review and recommend for approval by the Board of Trustees recommendations made by the Nominating Committee.

- ~~7-8.~~ Establish and maintain an evaluation process to assess whether the Board of Trustees functions effectively, efficiently, and with integrity, and make recommendations for improvements as necessary by providing the board's leadership with direct feedback.
- ~~8-9.~~ Anticipate future needs with respect to the skill sets needed on the Board of Trustees and the Board of Governors and, in consultation with the Board of Governors, communicate these needs to the Nominating Committee. In making such needs assessment determinations, the Executive Committee shall consider skills that are appropriate to the mission of the institution and which complement the range of expertise contributed to the board by its existing members.
- ~~9-10.~~ Be appointed as needed by the Chair to serve as *ex officio* members on Board of Governors' and Board of Trustees' committees, task forces, and ad hoc committees.
- ~~11.~~ Periodically assess the performance, structure, and charge of all Board of Trustees committees, task forces, and ad-hoc committees ~~and special task forces~~ and recommend changes as warranted. In conjunction with the Board of Governors, assess the structure and charge of any joint committees and recommend changes as needed. The Executive Committee may make minor changes to a Board of Trustees committee charge but any significant change to the scope of a committee charge must be presented to the full Board of Trustees for their approval.
- ~~10-12.~~ Meet with the Chair and Vice Chairs of the Board of Trustees on a regular basis, as defined by the Chair, to serve in an advisory capacity on issues and topics relevant to the board and act as an extension of the board's leadership to support and champion the strategy of the University and the president.
- ~~13.~~ Lead or participate in any special projects or initiatives as defined by the Chair and Vice Chairs.
- ~~14.~~ Organize and convene an annual retreat for the Board of Trustees.
- ~~14-15.~~ Facilitate board member engagement, including events designed to introduce new Trustees, continuing education programs or events, and/or social activities.

Board of Trustees

Adopted September 18, 2014

Amended March 10, 2016

Amended December 6, 2018

Amended September 28, 2022

Amended June 20, 2024

Amended June 17, 2025



**BOARD OF TRUSTEES
CHARGE TO THE
TRUSTEES EXECUTIVE COMMITTEE**

The Executive Committee of the Board of Trustees shall include as members seven Trustees, including the Chair and Vice Chairs of the board, as recommended by the Nominating Committee and elected by the Board of Trustees at the annual meeting. 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. The Trustees Executive Committee shall have the authority to act in accordance with relevant state laws and regulations, including, but not limited to, the Open Public Meetings Act.

The Trustees Executive Committee shall facilitate decision-making between board meetings or in urgent or crisis circumstances. It shall be responsible for all matters related to board governance, including amendments to the Bylaws of the Board of Trustees and other rules, regulations, and policies adopted by the board; may prioritize issues for board leadership to address; and is responsible for providing feedback to board leadership on the performance and effectiveness of the board and its individual members. This Committee 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.

The Trustees Executive Committee shall:

1. Review agenda items for each Board of Trustees meeting.
2. Review and recommend for approval by the Board of Trustees proposed actions and resolutions affecting Board of Trustees' land as well as the issuance of bonds, or any changes to existing bonds.
3. Review proposed changes to the Bylaws of the Board of Trustees and recommend approval by the Board of Trustees.
4. Review the Annual Conflict of Interest Policy for Members of the Rutgers Boards of Governors and Trustees, Camden Board of Directors and University Officers and the Investment Policy and, in conjunction with the Executive Committee of the Board of Governors, recommend changes as appropriate.
5. Review and recommend to the Board of Trustees any revisions to the Policy on Confidentiality or the Procedures for Board of Trustees Meetings.

Monitor the board's adherence to its rules of conduct and confidentiality, including the Conflict of Interest and Disclosure Policy.

6. At the request of the Chair, provide feedback on the performance of individual Trustees in accordance with the Primary Responsibilities and Expectations of Trustees, specifically with regard to Trustee engagement and performance on committees, ad-hoc committees, and Task Forces. Such feedback may be used by the Chair to provide insight and advice to the Nominating Committee, on which the Chair serves *ex officio*.
7. Review and recommend for approval by the Board of Trustees recommendations made by the Nominating Committee.
8. Establish and maintain an evaluation process to assess whether the Board of Trustees functions effectively, efficiently, and with integrity, and make recommendations for improvements as necessary by providing the board's leadership with direct feedback.

9. Anticipate future needs with respect to the skill sets needed on the Board of Trustees and the Board of Governors and, in consultation with the Board of Governors, communicate these needs to the Nominating Committee. In making such needs assessment determinations, the Executive Committee shall consider skills that are appropriate to the mission of the institution and which complement the range of expertise contributed to the board by its existing members.
10. Be appointed as needed by the Chair to serve as *ex officio* members on Board of Governors' and Board of Trustees' committees, task forces, and ad hoc committees.
11. Periodically assess the performance, structure, and charge of all Board of Trustees committees, task forces, and ad-hoc committees and recommend changes as warranted. In conjunction with the Board of Governors, assess the structure and charge of any joint committees and recommend changes as needed. The Executive Committee may make minor changes to a Board of Trustees committee charge but any significant change to the scope of a committee charge must be presented to the full Board of Trustees for their approval.
12. Meet with the Chair and Vice Chairs of the Board of Trustees on a regular basis, as defined by the Chair, to serve in an advisory capacity on issues and topics relevant to the board and act as an extension of the board's leadership to support and champion the strategy of the University and the president.
13. Lead or participate in any special projects or initiatives as defined by the Chair and Vice Chairs.
14. Organize and convene an annual retreat for the Board of Trustees.
15. Facilitate board member engagement, including events designed to introduce new Trustees, continuing education programs or events, and/or social activities.

Board of Trustees

Adopted September 18, 2014

Amended March 10, 2016

Amended December 6, 2018

Amended September 28, 2022

Amended June 20, 2024

Amended June 17, 2025

Memo: Changes to Emeriti Consideration and Nomination Process

From: Board of Trustees Executive Committee

To: Board of Trustees

Presented for consideration is the following Q&A detailing revisions suggested by the Executive Committee for our Trustee Emeriti nomination process and continuing service guidelines.

The number of Trustees Emeriti is beginning to eclipse the membership on the Board of Trustees and there are no mechanisms in place to ensure that there are more voting members than emeriti members. There are currently 32 emeriti on the Board (26 of which are actively participating in meetings) with an additional 6 members eligible for election as emeriti since their terms ended on June 30, 2024. If all or most of these 6 former Trustees (or any of the former Trustees within the current 3-year look-back period) were to be nominated and elected as Trustees Emeriti, this would bring the total number of Emeriti members to approximately 38 (with the potential for 32 Emeriti who actively participate in meetings), while there are only 37 current voting members on the Board of Trustees.

Best Practices

For best practices, the Leadership Team examined literature from the Association of Governing Boards (AGB) which gives guidance on the customs and norms of governing and foundation boards of institutions of higher education. and has extensive data on common practices. Below are excerpts from AGB's *Best-Practice Guidelines for the Continuing Engagement of Former Board Members* which represents the themes that emerged throughout much of the literature on the subject of emeriti:

1. To be meaningful, honorary status must be awarded sparingly. Limiting the number of these honorary appointments also encourages thoughtful consideration of candidates.
2. any policy defining a special honorary status should be intentionally crafted to ensure that honorary board members are, like all former members, excluded from direct involvement in governance.
3. an honorary appointment ought to be made for a fixed term that may be subject to renewal or termination or allowed to expire by the board. Lifetime appointments are to be avoided, as removal of a "life trustee" can be prohibitively difficult.
4. To ensure that the award of honorary status remains the exception, not the rule, for retiring board members, the selection process should be clearly defined by board policy.

Proposed Changes and Rationale

Change: After a Trustee's term ends, 1 year shall pass before they are considered for Emeriti status. That will include this academic year. Emeriti may be considered in September of 2025.

Rationale: The Executive Committee felt that it was important to have a gap between an individual's Board service and consideration of emeriti status. The Board has an extraordinary camaraderie among its members and that is critical to the Board's ability to function, but it is not a consideration in election for emeriti status. This break allows for the Nominating Committee to put a more significant focus on the criteria for election of emeriti laid out in the Nominating Committee's Operating Procedures.



BYLAWS OF THE BOARD OF TRUSTEES

(As Amended ~~June 22, 2021~~ June 17, 2025)

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.
 - D. Twenty Charter Trustees, of whom at least three shall be women, elected by the Board of Trustees. 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.

Change: The Nominating Committee may recommend no more than 3 former Trustees for emeriti status each year.

Rationale: Once attrition takes hold, a cap of three emeriti a year will ensure that there are never more than 36 emeriti in total and therefore will not exceed the number of voting Trustees.

Change: Emeriti are “active” for 12-year terms, then become Distinguished Emeriti. Emeriti can opt to be Distinguished Emeriti members at any time. Distinguished Emeriti will not receive meeting invitations or meeting materials but will continue to be included in social events such as board dinners, Commencement, etc.

Rationale: A term limit ensures that the 36 emeriti cap is adhered to. The fact that the term limit is 12 years is also equitable, as it is identical to the term limit that all voting members are eligible for.

Change: Distinguished Emeriti will continue to be invited to Board social events and ambassador opportunities (including the holiday dinner, end-of-year dinner, commencement and convocations, etc.)

Rationale: Distinguished Emeriti will still be able to be a part of the Board of Trustees community and maintain all the relationships they have built over their 18 years or, in some cases, 24 years of involvement with the Board. This allows the Board to continue its tradition of lifetime emeriti and provide expertise to board chairs.

Change: Look-back limited to 6 years. Trustees terming off the board may be considered for emeriti status each year for up to 6 years after becoming eligible for emeriti status.

Rationale: Following a six-year period, Board members would have had sufficient time to be considered for emeriti status. There would have been considerable turnover in the voting membership of the Board after six years and leaving an open-ended eligibility period opens the door for members to campaign for election as emeriti members decades after their Board service.

The nominating committee has the ability in an extraordinary circumstance to bring an applicant forward to the Executive Committee for consideration and that could be one of the three candidates for that year.

Change: Eliminate attendance requirement for Emeriti

Rationale: Emeriti status is an honorary title and attendance requirements present an onerous obligation. Emeriti should provide guidance and counsel to the Board when called upon and not be expected to perform as voting members of the Board.

Change: Exit interview for Trustees as their terms come to an end.

Rationale: It is important to understand the Board member’s plans for Board engagement at the end their service to determine if election as an emeritus/a member is appropriate. This will also provide feedback to the leadership on ways to improve board practices.

Resources on Best Practices:

1. *Policies, Practices, and Composition of Governing and Foundation Boards 2016*, AGB 2016
2. *Best-Practice Guidelines for the Continuing Engagement of Former Board Members*, AGB 2019
3. “What Is the Role of a Trustee Emeritus?” by Thomas K. Hyatt, *Trusteeship*, July/August 2015

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-, in accordance with the Operating Procedures of the Nominating Committee. Trustees Emeriti shall hold this honorary title for life, and shall enjoy all privileges of membership, except the vote ~~and shall hold, for a total of twelve years following their Emerita/election as a Trustee Emeritus designation for life. Trustees-/a member. After twelve years, Trustees~~ Emeriti will become Distinguished Trustees Emeriti and 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~~social functions 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~~Board including 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 – Chief Financial Officer 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.

- (4) Committee on Trustee Philanthropy. This committee shall consist of no less than five Trustees, appointed by the Chair of the Board of Trustees, plus the Chair and/or Vice Chair(s) of the Board as the Chair of the Board of Trustees shall determine. 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 Trustee Philanthropy is to track and report on Trustee participation in giving initiatives, provide guidance on funds held by the Board that can be utilized for philanthropic initiatives, perform outreach and education to the Board in support of philanthropic initiatives, and foster relationships with constituents around the University that advance the Board's philanthropic aspirations.

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; June 22, 2021-; June 17, 2025.



BYLAWS OF THE BOARD OF TRUSTEES
(As Amended June 17, 2025)

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.
 - D. Twenty Charter Trustees, of whom at least three shall be women, elected by the Board of Trustees. 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, in accordance with the Operating Procedures of the Nominating Committee. Trustees Emeriti shall hold this honorary title for life, and shall enjoy all privileges of membership, except the vote, for a total of twelve years following their election as a Trustee Emeritus/a member. After twelve years, Trustees Emeriti will become Distinguished Trustees Emeriti and will continue to be invited to all social functions of the Board including the Holiday Dinner, the Annual Dinner, and University Commencement but will not enjoy other membership privileges such as participation in board meetings.

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). The Board of Trustees Executive Committee will meet to review the attendance of each Trustee. Attendance will be a factor in determining whether a sitting Charter or Alumni Trustee will be renominated for a second term.

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 – Chief Financial Officer 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.

- (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.

- (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.
- (4) Committee on Trustee Philanthropy. This committee shall consist of no less than five Trustees, appointed by the Chair of the Board of Trustees, plus the Chair and/or Vice Chair(s) of the Board as the Chair of the Board of Trustees shall determine. 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 Trustee Philanthropy is to track and report on Trustee participation in giving initiatives, provide guidance on funds held by the Board that can be utilized for philanthropic initiatives, perform outreach and education to the Board in support of philanthropic initiatives, and foster relationships with constituents around the University that advance the Board's philanthropic aspirations.

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; June 22, 2021; June 17, 2025.