

William Paterson
University of New Jersey

Board of Trustee Charges

THE WILLIAM PATERSON UNIVERSITY OF NEW JERSEY
BOARD OF TRUSTEES

BOARD OF TRUSTEE CHARGES

All committees shall keep minutes of their meetings.

Charge to the Educational Policy and Student Development Committee

The Educational Policy and Student Development Committee reviews and makes recommendations to the Board of Trustees concerning all policies that shape and govern the academic mission, educational programs and student life at the institution. Areas of attention include but are not limited to:

- Review of academic, faculty and student development strategic plans
- Proposals for new academic programs and major changes to existing programs, including the application of technology to teaching and learning
- Educational and programmatic effectiveness, including the development and monitoring of relevant “dashboard indicators” in the academic, faculty and student development areas
- Enrollment management, including enrollment goals, admission requirements, retention and graduation rate goals and policies
- Conferral of degrees, including honorary degree and president’s medal nominees
- Student development policies
- Athletics
- Residence life matters
- Student diversity
- Student health and campus safety

Charge to the Executive Committee

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

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

Charge to the Finance, Audit and Institutional Development Committee

The Finance, Audit and Institutional Development Committee is charged with assuring sound fiscal and administrative oversight of the University by developing recommendations to the Board of Trustees in at least the following areas:

- Operating budgets for the coming year(s)
- Capital budget
- Tuition and fees
- Policies and guidelines on revenue sources and expenditure distributions
- Long- and short-range fiscal, technology and facilities planning
- Planning for capital expansion / replacement / renewal
- Property acquisition / utilization / disposition
- Monitoring of relevant “dashboard indicators” in the finance, audit and institutional development areas
- Recommending to the board an independent outside auditor, who shall be selected by a majority vote of the members of the board present at the board meeting where the recommendation is made.
 - Review and evaluation of annual audit by independent outside auditors, with the institution’s president, CFO and other senior members of institution’s administrative staff, who shall evaluate the auditor’s findings and file comments in response to those findings with the audit committee.
 - Recommend actions it deems necessary to rectify any deficiencies in internal controls.
- Recommending to the Board of Trustees the appointment of the internal auditor and reviewing the internal audit schedule and results of internal audits
- Requests for bid waivers
- Legal issues pertaining to administrative operations of the University
- Institutional development, fundraising, marketing and alumni relations in collaboration with the Foundation Board and Alumni Executive Council
- Assisting the board in ensuring and safeguarding the integrity of the institution’s financial statements
- Assisting the board in overseeing and evaluating the performance of outside auditors retained by the institution
- Assisting the board in overseeing and evaluating the performance of the institution’s internal audit function
- Ensuring that allegations of misconduct or conflict of interest are evaluated and investigated. With regard to allegations of conflict of interest on the part of trustees, the committee charges the Nominations and Governance Committee with evaluating and investigating such allegations, and providing findings to the full board.
- Ensuring the institution’s compliance with all relevant legal and regulatory requirements
- Preparing an annual audit committee report for submission to the institution’s governing board
- Policies concerning professional services contracts which, at a minimum, shall include procedures for the review of proposed professional services contracts to verify the need for the proposed services, determining whether conflicts of interest exist between the vendor and the institution, ensuring appropriate procurement procedures are utilized, determining whether the proposed compensation is reasonable, and monitoring the services delivered by the vendor

Charge to the Nominations and Governance Committee

The Nominations and Governance Committee shall support the Board of Trustees by undertaking the following:

- Overseeing matters directly affecting the governance of the institution
- Periodically reviewing and updating board by-laws
- Identifying and screening candidates for membership on the governing board
- Referring candidates to the governing board for the consideration of the board in making its recommendations to the Governor on potential new members. In identifying candidates for appointment to the governing board, the committee shall seek individuals with skills that are appropriate to the mission of the institution and which complement the range of expertise contributed to the governing board by its existing members. The committee shall seek candidates of diverse background and experience, as well as those with ties to the institution. Recommendations of the committee shall be voted upon by the committee.
- Establishing criteria for the identification, qualification, and recommendation of prospective candidates for appointment to the board. The criteria shall include qualification criteria that are consistent with the statutory responsibilities of the board and tailored to the institution.
- Preparing, maintaining, and overseeing an orientation program for newly-appointed Trustees that includes: a) provision of all appropriate reference material, b) an understanding of the Board's practices and modes of operation, c) introductions to key members of the administration, d) an understanding of the "culture" of Board operations, e) the Board's relationship to the university President and the recent history of the Board's role in institutional progress and f) the applicable conflict of interest, legal and code of ethics guidelines for trustees
- Being attentive to the contributions and circumstances of individual Trustees with the intent of helping to improve their ability to contribute, adjusting to their time limitations where necessary, and, where mutually agreed upon, supporting a recommendation to the Board chair and President to propose their reappointment by the Governor to an additional term.
- Preparing a slate of officers for election to office (Chair, Vice Chair, Secretary) as required by State statute or when vacancies occur.

Charge to the Personnel and Compensation Committee

The Personnel and Compensation Committee reviews and makes recommendations to the Board of Trustees concerning personnel actions brought forward by the President that affect faculty, professional and managerial staff. Areas of attention include but are not limited to:

- Establishing and evaluating the compensation for the president, vice-presidents and other senior administrators
- Making recommendations to the board on issues relating to compensation of the president, vice-presidents, and other senior administrators including the amounts, types, and components of compensation plans, and the performance measures and targets upon which institutional administrators shall be evaluated for purposes of calculating incentive awards. Any recommendations shall be voted on by the committee.
- With regard to the president only, the Executive Committee will obtain at the commencement of a search approval from the committee of a salary range within which the Executive Committee may make an offer. No additional approvals will be required from the committee unless there is a need to exceed the approved range. With regard to compensation for administrators other than the

president, the president will obtain at the commencement of a search approval from the committee of a salary range within which the president may make an offer. No additional approvals will be required from the committee unless there is a need to exceed the approved range.

- Reviewing recommendations of the President concerning appointment and reappointment of vice presidents and senior administrators, faculty appointments and reappointments, including reappointments conferring tenure and professional staff reappointments, including appointments and reappointments to multi-year contracts
- Consistent with the University Faculty Retention Policy, review written appeals of non-recommended candidates for reappointment who allege “inadequate consideration.”

Revised: November 19, 2021

Revised: November 22, 2019