

RARITAN VALLEY COMMUNITY COLLEGE  
BOARD OF TRUSTEES' REORGANIZATION MEETING  
DECEMBER 13, 2022

MINUTES

I. Call to Order

The Reorganization Meeting of the Board of Trustees of Raritan Valley Community College was held on Tuesday, December 13, 2022, in-person and via Zoom webinar. Chair Caren Bateman called the Annual Reorganization meeting to order at 5:30 p.m., and made the following statement in compliance with the Open Public Meetings Act of the State of New Jersey:

“Adequate notice of this meeting has been given in accordance with the  
Open Public Meetings Act of the State of New Jersey.”

II. Swearing In New Trustees Jinnee Min DeMarco and Adam Shain

Richard Flaum, College Counsel, swore in new Board of Trustee members Jinnee DeMarco and Adam Shain both from Bernardsville. On behalf of the Board of Trustees, President McDonough and Chair Bateman congratulated Jinnee DeMarco and Adam Shain on their appointments and indicated that they look forward to working with them in their new roles as members of the RVCC Board of Trustees.

III. Roll Call of Members

The roll call was taken as follows:

Present:	Caren Bateman (In-Person)	Absent:	Howard Opdyke
	Thomas Borkowski (Virtual)		
	Zenon Christodoulou (In-Person)		
	Preston Clawson (Virtual)		
	Jinnee Min DeMarco (In-Person)		
	W. Timothy Howes (In-Person)		
	Roger Jinks (Virtual)		
	Roger Locandro (Virtual)		
	Nidhi Makhija (Virtual)		
	Adam Shain (In-Person)		
	Margaret Sullivan (Virtual)		
	Helena Swanicke (Virtual)		
	Juan Torres (In-Person)		
	James Von Schilling (In-Person)		

Also in attendance: Michael J. McDonough, President; and Richard Flaum, Esq., College Counsel; and members of the College community.

A quorum was present.

III. Governance/Nominating Committee/Election of Officers

Trustee Timothy Howes, chairman of the Governance/Nominating Committee, reported that the Committee met to review the nomination of officers for 2023. There being no other recommendations received for consideration prior to the Annual Reorganization meeting, the Governance/Nominating Committee then unanimously recommended to the full Board of Trustees the following slate of officers for election by the Raritan Valley Community College Board of Trustees until December 2023:

Chair	Caren Bateman
Vice Chair (Somerset)	Helena Swanicke
Vice Chair (Hunterdon)	Roger Locandro
Secretary	Juan Torres

Treasurer Thomas Borkowski

Trustee Howes then asked the Board for any additional nominations. The following slate of officers were offered from the floor:

Chair	Zenon Christodoulou/moved by Adam Shain and seconded by Jinnee DeMarco
Vice Chair (Somerset)	Adam Shain/moved by Zenon Christodoulou and seconded by Jinnee DeMarco
Vice Chair (Hunterdon)	Roger Locandro
Secretary	Jinnee DeMarco/moved by Adam Shain and seconded by Zenon Christodoulou
Treasurer	Nidhi Makhija/moved by Jinnee DeMarco and seconded by Adam Shain

There being no further nominations at the time, a motion to close nominations was moved by Trustee Margaret Sullivan, seconded by Trustee Roger Locandro, and unanimously approved by voice vote.

Following roll call vote, the following officers were elected by the Board of Trustees:

Chair	Caren Bateman, 8-6 vote
Vice Chair (Somerset)	Helena Swanicke, 12-2 vote
Vice Chair (Hunterdon)	Roger Locandro, unanimous
Secretary	Juan Torres, 9-4 vote

The nomination for Treasurer as described above resulted in a tie (7-7); therefore, the Nomination committee will reconvene in January 2023.

The President and members of the Board of Trustees congratulated Caren Bateman and Roger Locandro on being re-elected Chair of the Board of Trustees and Vice Chair-Hunterdon respectively. The Board further congratulated Trustees Helena Swanicke on her election as Vice Chair-Somerset and to Juan Torres on his re-election as Secretary.

IV. Governance Committee Resolutions

Trustee Timothy Howes then presented the following Consent Agenda Resolutions #51-FY23 through #53-FY23. On motion by Chair Bateman, seconded by Trustee Torres, the above stated Consent Agenda resolutions were approved unanimously by voice vote.

Resolution #51-FY23 Establish Time and Place for Board of Trustees Meetings

WHEREAS, in accordance with the "Open Public Meetings Act of the State of New Jersey," it is necessary to notify the public of the provisions of the law:

NOW, THEREFORE, BE IT RESOLVED, THAT:

1. The Board of Trustees meets monthly ten times per year.
2. The Board of Trustees hereby designates the following calendar as the dates of its regular meetings, except and unless otherwise modified by resolution. Such meetings shall commence at 5:30 p.m.

The Meeting schedule for 2023 is as follows:

January 24, 2023	August 22, 2023
February 21, 2023	September 19, 2023
March 21, 2023	October 24, 2023
April 18, 2023	December 12, 2023
May 23, 2023	

June 20, 2023

3. Except as hereinafter provided, notice of regular and special meetings of the Board of Trustees shall be posted 48 hours in advance at the following location: Bulletin Board at west entrance, Mall Level, Somerset Hall of academic complex;

4. The following two newspapers, circulating in Somerset and Hunterdon Counties, are hereby designated official newspapers for the publishing of all legal notices concerning these meetings of the Board of Trustees:

The Courier News  
The Hunterdon Democrat

A copy of this Resolution, together with advance notice of regular and special meetings of the Board of Trustees, shall be mailed to the above-named newspapers;

5. A copy of advance notices of regular and special meetings of the Board of Trustees shall be filed with the Clerks of Somerset and Hunterdon;

6. Any person may request in writing that the Board of Trustees, or its designated custodian of public records—the Vice President Finance & Facilities, send him/her a copy of the schedule of regular meetings or any other document deemed to be in the public domain per New Jersey statutes 47:1A as amended by Assembly Bill 559 and Senate Bill 1212. The fee which is to be pre-paid is \$.05 per page for letter sized pages and smaller, or \$.07 per page for legal size pages and larger. There is no fee if sent electronically – i.e., records sent via email or facsimile.

7. All advance notices referred to in this Resolution of regular, special, rescheduled meetings of the Board of Trustees, shall, to the extent known include: (a) the agenda, and (b) those matters upon which formal action may be taken;

8. Upon the affirmative vote of three-quarters of the members present a public body may hold a meeting notwithstanding the failure to provide adequate notice if:

A. such meeting is required in order to deal with matters of such urgency and importance that a delay for the purpose of providing adequate notice would be likely to result in substantial harm to the public interest; and

B. the meeting is limited to discussion of and acting with respect to such matters of urgency and importance; and

C. notice of such meeting is provided as soon as possible following the calling of such meeting by posting written notice of the same in the public place described above, and also by notifying the newspapers described above by telephone, telegram, or by delivering a written notice of same to such newspapers; and

D. either (a) the public body could not reasonably have foreseen the need for such meeting at a time when adequate notice could have been provided; or (b) although the public body could reasonably have foreseen the need for such meeting at a time when adequate notice could have been provided, it nevertheless failed to do so.

9. This Resolution shall remain in full force and effect until the next Annual Reorganization Meeting of the Board of Trustees in December 2023.

Resolution #52-FY23 Designation of Official College Newspapers

BE IT RESOLVED, by the Board of Trustees of Raritan Valley Community College that The Courier-News, Bridgewater, and the Hunterdon Democrat, Flemington, New Jersey be, and are hereby, designated as the official newspapers for all legal College advertisements; and

BE IT FURTHER RESOLVED, that this Resolution shall remain in full force and in effect until December 2023, the date of the next Reorganization Meeting of the Raritan Valley Community College Board of Trustees.

Resolution #53-FY 23 Designation of Banks as Depositories for the College

BE IT RESOLVED, by the Board of Trustees of Raritan Valley Community College that all commercial banks, savings banks, and savings and loan associations having offices, and/or branch offices in the Counties of Somerset and Hunterdon, are hereby designated as depositories for all funds of the Board of Trustees of Raritan Valley Community College provided, however, that all such banking institutions have FDIC deposit insurance protection and are certified by the New Jersey Department of Banking as eligible to act as a depository for public funds under the Governmental Unit Deposit Act; and

WHEREAS, there exists in our current accounting practices five account categories, namely: Agency Fund (Student Activities Fund), Plant Fund (Capital Construction Funds), Loan Fund, Restricted Fund, and Current Fund; and

WHEREAS, the Vice President for Finance and Facilities is authorized to establish disbursement and deposit accounts with any of the aforementioned types of banks that meet the described location and insurance criteria;

NOW, THEREFORE, BE IT RESOLVED, that the aforementioned types of banks be, and are hereby, authorized to pay funds from any of these accounts; and

BE IT FURTHER RESOLVED, that this Resolution shall remain in full force and in effect until the date of the next Annual Reorganization Meeting of the Raritan Valley Community College Board of Trustees in December 2023.

V. Other Agenda Items

Chair Caren Bateman welcomed our newly appointed Board members Jinnee Min DeMarco and Adam Shain, to the RVCC Board of Trustees. Chair Bateman commented that we must say with sadness “good-bye” and “thank you” to two great trustees from Somerset County, Tracy DiFrancesco Zaikov and Paul Hirsch. The Chair reported that Tracy has been involved in many important decisions over the past twelve years. She has been instrumental in the leadership of the Strategic Planning Committee and during her tenure she oversaw the construction of the Workforce Center and was involved in upcoming plans to expand its footprint. She was also instrumental in creating our metrics for measuring the success of our Strategic Plan. On behalf of the President, the Board of Trustees, and the entire College community, Chair Bateman expressed her appreciation to Tracy for all she has done for RVCC.

Chair Bateman commented that it is with a tear in her eye that she must also say good-bye with a heartfelt thank you to a man who has dedicated nearly four decades of his life to the success of Raritan Valley Community College. The Chair commented that Dr. Paul Hirsch has used all the resources at his disposal, a keen intellect, sound judgement, a historical perspective, a gentle personality, an amazing vision for the future of this College, and a calm voice to all discussions, even the challenging ones. The Chair further commented that Paul Hirsch mentored most of the trustees and made us understand good governance and our fiduciary roles as trustees, always keeping the College’s mission in our view. Dr. Hirsch has been involved in nearly all significant decisions during his 36 year tenure that resulted in RVCC becoming a state, regional, and nationally recognized institution. Dr. Hirsch’s knowledge of the economic needs of the bi-county area has driven RVCC’s role in providing a well-educated workforce to fuel our local economy. Dr. Hirsch also served on the RVCC Foundation Board of Directors and was a driving force in the creation and completion of The Institute of Holocaust and Genocide Studies at RVCC. He has served on the Presidential Selection committees and helped selected our current President. Dr. Hirsch has been involved in most of the infrastructure changes to the College and in formulating the direction we move in today. Chair Bateman commented that there is so much more but for now she expressed a “thank you” to Dr. Hirsch on behalf of the entire College community and further commented that he will be greatly missed.

Trustee Timothy Howes also expressed several of the same sentiments and commented that Dr. Hirsch mentored him on trusteeship and fiduciary responsibilities and that he was grateful for his guidance and expertise.

President Michael McDonough thanked all the staff who had helped organize the return to an in-person meeting. Then, he welcomed the two new trustees to the Board, Adam Shain and Jinnee Min DeMarco. At the same time, he acknowledged the loss of two long-serving members, Tracy DiFrancesco Zaikov and Dr. Paul Hirsch. And while these two members will be honored at the next Board meeting, the president wanted to acknowledge the profound role that Dr. Hirsch has played at the College. For over thirty-six years, Dr. Hirsch has served the institution with integrity, offering innovative and inspiring solutions, and guiding the Board with a clear vision. Always placing students first, Dr. Hirsch has proved to be an eloquent and relentless champion of access, affordability, and excellence. The president ended his brief remarks with a reference to E.B. White's classic novel *Charlotte's Web*. The president said that he will miss most Paul's easy and comforting friendship the most, but that he was reminded of Charlotte's heartfelt comment to Wilbur that "you've been my friend. That is a tremendous thing."

VI. Public Questions/Comments

Chair Bateman read the following statement into record:

"The Board will take any comments from the public at this time relating to the Annual Reorganization meeting. There will also be an opportunity for public comment during the Regular Board meeting, which will immediately follow this meeting once adjourned. The Board will not respond to comments made and speakers are limited to two minutes."

There were no public comments at the time.

VII. Adjournment

The Reorganization Meeting adjourned at 5:57 p.m.

Respectfully submitted,  
Sheri Lang Pontarollo  
Manager, Executive Office and  
Secretary to the RVCC Board of Trustees