

SUSSEX COUNTY COMMUNITY COLLEGE
Board of Trustees
Annual Organization Meeting



Tuesday, November 26, 2024 – 4:30 p.m.
Executive Office Board Room



**Board of Trustees
ORGANIZATION MEETING
Tuesday, November 26, 2024 – 4:30 p.m.
Board Room
AGENDA**

1. Organizational Matters
 - a. Call to Order
 - b. Public Statement: Adequate and electronic notice of this meeting specifying the time and location was transmitted via fax, email, posted to the Sussex County Community College Website, and in the main entry of the Administration Building, on Thursday, November 21, 2024, pursuant to the Open Public Meetings Act, N.J.S.A. 10:4-8.
 - c. Roll Call
 - d. Welcome to Guests
 - e. Public Session (Courtesy of the Floor)

All members of the public who provide public comments shall first identify themselves. Public comments may be submitted to the Board of Trustees Secretary via email or written letter if received at least (8) hours before the meeting. Written public comments shall be read at the meeting with the same time restrictions as all public comments. Duplicative comments may be summarized at the discretion of the Board of Trustees Chair.

2. Election of Officers

The Chair of the Nominating Committee will chair the meeting during the election of officers. Votes will be cast via voice vote. (Resolution RO11262024-1)

ACTION

- a. Action on the Nominating Committee Recommendations/Election (The newly elected officers immediately assume their respective offices once elected. After any comments elected officers wish to make, the Chair resumes with the order of the day.)

EXECUTIVE SESSION – Contract Discussion

Now, be it resolved that the Board of Trustees will go into an executive session to discuss matters pertaining to a contract. The matters discussed will be made public if and when the circumstances requiring confidentiality no longer exist; however, it is not presently known if and when that will be. It is expected that the Executive Session will last approximately 15 minutes.

3. Code of Ethics Policies Acknowledgement. (Attachment pgs. 1-16)
4. Appointment of Legal Counsel
- ACTION/RC** 4a. **Recommendation:** General Counsel – Florio Perrucci Steinhardt Cappelli & Tipton, LLC. (Resolution No. RO11262024-2)
- ACTION/RC** 4b. **Recommendation:** Special Counsel Services – Porzio, Bromberg & Newman. (Resolution No. RO11262024-3)
- ACTION/RC** 4c. **Recommendation:** Special Counsel Services – Weiner Law Group. (Resolution No. RO11262024-4)
- ACTION/RC** 4d. **Recommendation:** Special Counsel Services – Laddy, Clark, and Ryan. (Resolution No. RO11262024-5)
- ACTION/RC** 5. Appointment of an Auditing Firm
Recommendation: PKF O’Conner Davies (Resolution No. RO11262024-6)
- ACTION/RC** 6. Re-Appointments of On-Call Engineering and Architectural Firms
Recommendation: Mott McDonald, HQW Architects, LLC, USA Architects, and J.G. Petrucci Co./Iron Hill, Inc. as Existing Service Providers. (Resolution No. RO11262024-7)
- ACTION/RC** 7. Appointment of Bank Depositories
Recommendation: Provident Bank, and First Hope Bank (Resolution No. RO11262024-8)
- ACTION/RC** 8. Appointment of Insurance Brokers of Record
Recommendation: Arthur J. Gallagher Risk Management Services, LLC. and SAIF (School Alliance Insurance Fund). (Resolution No. RO11262024-9)
- ACTION/RC** 9. **Recommendation:** IT Consulting Services for FY25 – Managed IT Services, Distinctive Voice and Date, LLC, Little Falls, NJ. (Resolution No. RO11262024-10)
- ACTION/RC** 10. **Recommendation:** Security Control System Services – Open System Integrators, Inc., Hamilton, NJ. (Resolution No. RO11262024-11)
- ACTION/RC** 11. Appointments to the College’s Board of School Estimate. (Resolution No. RO11262024-12)
- ACTION/RC** 12. Naming of the Board’s Official Newspaper/s of Record
Recommendation: The New Jersey Herald and The New Jersey Star Ledger (Resolution No. RO11262024-13)

- ACTION** 13. Selection of the Date, Time, and Location of Meetings (Attachment pgs. 17, Resolution No. RO11262024-14)
- (*) ACTION** 14. Consideration of the Appointment of Standing and Ad Hoc Committees. Current Committees Include: (Resolution No. RO11262024-15)
- a. Executive Committee – The four officers of the Board
 - b. Personnel and Curriculum Committee
 - b. Finance and Facilities Committee
 - d. Audit and Policy Committee
- (*) ACTION** 15. Appointment of a Representative (Board Chair) and Alternate to the New Jersey Council of County Colleges (Resolution No. RO11262024-16)
- ACTION** 16. Appointment of Foundation Liaison (Resolution No. RO11262024-17)
- ACTION/RC** 17. First Reading of Amended Board of Trustees Bylaws. Section 3.4, regarding the election of Board of Trustees officers, is changed to read, “The election shall be by voice vote or by written ballot providing, however, the written ballots shall be cast and read aloud during open session identifying each member’s vote to the public and said votes shall be published in the meeting minutes. The change appears on page 4 of the Bylaws. (Attachment pgs. 18-33, Resolution No. RO11262024-18)
- ACTION** 18. Appointment of Recording Secretary to the Board
Recommendation: Wendy Fullem with Saliha Iftikhar as Alternate (Resolution No. RO11262024-19)
- ACTION** 19. Appointment of Title IX Coordinator for a Year – November 2024 – November 2025
Recommendation: Stacie Caputo (Resolution No. RO11262024-20)
- ACTION** 20. Appointment of Public Agency Compliance Officer (PACO) for Equal Employment Opportunity (EEO)
Recommendation: Stacie Caputo (Resolution No. RO11262024-21)
21. Other Business
22. Public Session (Courtesy of the Floor)
23. Adjournment
- (*)** Trustee Bylaws provide authorization for the Board Chair to make these appointments upon confirmation by a majority of the voting Board members.

I Acknowledge that I have received, read, and agree to abide by the Board of Trustees Code of Ethics Policies 101.2-101.4

(Trustee Name)

(Trustee Signature)

(Date)

101.2 Code of Ethics – Financial Conflicts of Interest for the Board of Trustees

101.3 Code of Ethics – Non-financial Conflicts of Interest for the Board of Trustees

101.4 Code of Ethics – Code of Conduct for the Board of Trustees

SUSSEX COUNTY COMMUNITY COLLEGE

Policy No.: 101.2

Area: Board of Trustees

Adopted: September 22, 2022

101.2 Code of Ethics – Financial Conflicts of Interest for the Board of Trustees

PURPOSE OF THE POLICY

The purpose of this policy is to provide structure for the Board of Trustees to manage financial conflicts of interest as such issues may arise.

GENERAL STATEMENT FOR CODE OF ETHICS – FINANCIAL CONFLICTS OF INTEREST FOR COLLEGE TRUSTEES

In keeping with the Middle States Commission on Higher Education (MSCHE), which is the accrediting entity that allows Sussex County Community College (SCCC) to receive federal financial aid, Trustees should avoid financial conflicts of interest. Trustees serve only one ultimate authority, SCCC's mission. This policy is consistent with MSCHE Standard VII 2.

101.2.1 Procedures for Implementation of Code of Ethics – Financial Conflicts of Interest for the Board of Trustees

The Code of Ethics – Financial Conflicts of Interest for the Board of Trustees is applicable to members of the Board of Trustees of SCCC. It is designed to assist SCCC Trustees to identify situations that present potential financial conflicts of interest and provide procedures to appropriately manage them in accordance with legal requirements and the goals of accountability and transparency in SCCC’s operations. This policy is intended to supplement, but not replace, any applicable state and federal laws governing financial conflicts of interests applicable to SCCC.

Definitions

These terms have the following meanings, unless otherwise indicated.

“SCCC Matter” means any application, award, bid, claim, contract, license, proceeding, relationship, grant, loan, resolution or transaction made by, to, against or with SCCC, or which requires any official action by the board, officers or employees.

“Family Member” means the spouse, domestic partner, son, daughter, sister, brother, parent, grandparent, grandchild, father-in-law, mother-in-law, daughter-in-law, son-in-law, or any person living in the immediate household of the employee on a regular basis.

“Interest” means the ownership or control of more than 10% of the profits, assets or stock of a business organization but shall not include the control of assets in a nonprofit entity or labor union.

1. Code of Ethics - Financial Conflicts of Interest for the Board of Trustees

- a) A Trustee must disclose if he/she, or member of his/her immediate family has a financial interest in a business organization or engage in any business, transaction, or professional activity, which is in substantial conflict with the proper discharge of his/her duties.
- b) No Trustee shall use or attempt to use his/her official position to secure unwarranted privileges or advantages for himself/herself or others;
- c) No Trustee shall act in his/her official capacity in any matter where he/she, a member of his/her immediate family, or a business organization in which he/she has an interest, has a direct or indirect financial or personal involvement that might reasonably be expected to impair his/her objectivity or independence of judgment;

- d) Trustees must disclose any undertakings or employment or service, whether compensated or not, which might reasonably be expected to prejudice his/her independence of judgment in the exercise of his/her official duties;
- e) No Trustee, member of his/her immediate family, or business organization in which he/she has an interest, shall solicit or accept any gift, favor, loan, political contribution, service, promise of future employment, or other thing of value based upon an understanding that the gift, favor, loan, contribution, service, promise, or other thing of value was given or offered for the purpose of influencing him/her, directly or indirectly, in the discharge of his/her official duties.
- f) No Trustee shall use, or allow to be used, his/her public office or employment, or any information, not generally available to the members of the public, which he/she receives or acquires in the course of and by reason of his/her office or employment, for the purpose of securing financial gain for himself/herself, any member of his/her immediate family, or any business organization with which he/she is associated;
- g) No Trustee shall be deemed in conflict with these provisions if, by reason of his/her participation in the enactment of any resolution or matter required to be voted upon or which is subject to executive approval or veto, no material or monetary gain accrues to him/her as a member of any business, profession, occupation or group, to any greater extent than any gain could reasonably be expected to accrue to any other member of such business, profession, occupation or group.

2. Disclosure of Potential Financial Conflict of Interest

- a) Each Trustee is required by law to file the financial disclosure form required by the state of NJ annually. Each new Trustee shall file the financial disclosure form with the state within 30 days after taking the oath of office.
- b) Prior to the Board of Trustees voting on an SCCC matter or any other bid, contract, business arrangement, or hiring any individual, corporation, partnership or other business entity, or taking any action involving a financial conflict of interest, any Trustee who has a conflict with the individual, corporation, partnership or other business entity shall disclose the conflict of interest at the Board meeting prior to any discussion or action on the matter. Such disclosure shall be reflected in the minutes of the meeting. If a Trustee is aware that another Trustee has a financial conflict of interest, the Trustee should advise a member of the Executive Committee in advance of the meeting at which the vote will be taken.
- c) A Trustee who does not plan to attend a meeting at which he/she has reason to believe that the Board will act on a matter in which the person has a financial conflict of interest shall disclose to the Chair of the meeting all facts material to the financial conflict of interest. The

chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

- d) A Trustee who has a financial conflict of interest shall remove themselves from committee or Executive Session discussion of the matter, except to disclose material facts and to respond to questions. Such person shall not attempt to exert his/her personal influence with respect to the matter, either at or outside the meeting.
- e) A Trustee who has a financial conflict of interest with respect to an SCCC matter that will be voted on at a meeting shall not be counted in determining the presence of a quorum for the purposes of the vote.
- f) The Trustee with a financial conflict of interest may not vote on the SCCC matter. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

3. When a Trustee is Aware of a Financial Conflict of Interest Involving Him/Herself in a College Matter

- a) The Trustee shall immediately advise the Chair and President when the matter is presented to the Board in written materials or at the Board Meeting itself.
- b) The Trustee shall state the name of the entity with which he/she has a financial conflict and the nature of the conflict (e.g., a business relationship, an ownership interest, a personal relationship).
- c) During a committee meeting or Executive Session, the Trustee with the financial conflict of interest shall then leave the room. At a Board Meeting the Trustee shall then recuse him/herself from the matter, push away from the table, and take no part in the discussion or vote. If the item is on the Consent Agenda, the Trustee with the conflict should state such, and the item will be removed from the Consent Agenda, and voted on separately. The individual with the conflict would not have their name called on the separate vote.
- d) If the conflicted Trustee is the Chair, he/she shall immediately turn the meeting over to the Vice Chair until the matter is concluded.

4. When a Trustee is Unsure of Whether He/She has a Financial Conflict of Interest

- a) The Trustee shall disclose the possible conflict to the Chair and the Board Attorney. The Board Attorney shall render an advisory opinion to the Trustee and Chair.
- b) If the matter is not resolved, the Board Attorney, at his/her discretion, may contact the Local Finance Board (N.J.S.A. 40A:9-22.7e) for an advisory opinion.
- c) The Trustee shall recuse him/herself from participation in any discussion or action on the matter in the manner described above in paragraph 1 (Code of Ethics-Financial Conflicts of

Interest for the Board of Trustees) until the question of whether a conflict exists is resolved by the Commission.

5. When any Trustee has Reason to Believe that a Trustee Other than Him/Herself has a Financial Conflict of Interest Involving any College Matter and Has Not Disclosed It

- a) The Trustee shall immediately advise the Chair (or Vice Chair) and the President/CEO. Persons desiring to make complaints concerning violations of this Code of Ethics – Financial Conflicts of Interest shall be requested to make such allegations in writing, to present information in support of their allegations and to be available to meet with representatives of the Board of Trustees in person.
- b) The Chair or Vice Chair, in concert with the President/CEO, shall immediately advise the Board Attorney who shall then contact the potentially conflicted Trustee and inquire about the potential conflict.
- c) The Board Attorney shall then report the results of the inquiry to the Chair (or Vice Chair) and President/CEO.
- d) In the event it is determined there is a conflict or a potential conflict, the procedures outlined in paragraphs 2 (Disclosure of Potential Financial Conflicts of Interest) and 3 (When a Trustee is Aware of a Financial Conflict of Interest Involving Him/Herself in a College Matter) above shall be followed.

Annual Review of Ethics

At the annual reorganization meeting, a person well-versed in ethics shall provide a brief presentation of the policies that comprise the Board of Trustees Code of Ethics.

Annual Acknowledgement of this Code of Ethics

Prior to the annual reorganization meeting, all Trustees shall be provided with a copy of the Code of Ethics policies. All Trustees shall sign and date their copies, indicating that the policies have been read and that the individual is in compliance with policy provisions.

The Secretary to the Board shall maintain the signed copies until the next reorganization meeting when they shall be replaced with the newly signed copies.

Confidentiality

- a) Any information regarding an SCCC matter, obtained by a Trustee in a non-public session of the board, or in a committee meeting of the Board, in a non-public discussion with a college officer, or in discussion with a fellow Trustee, cannot be disclosed to any party other than Trustees, the President/CEO, or other SCCC administrators, if appropriate, unless the Trustee is authorized by the Board of Trustees to do so or until such college matter becomes disclosed publicly at a public meeting of the Board of Trustees by a duly authorized officer of SCCC.
- b) No Trustee should willfully disclose to any person or party any information not generally available to the general public that he/she receives or acquires in the course of his/her official duties as a Trustee.

Code of Ethics Adoption

This Code of Ethics is adopted in accordance with Executive Order 14 (adopted May 12, 2006) governing non-financial conflicts of interest and financial disclosure for members of State University and college governing boards.

SUSSEX COUNTY COMMUNITY COLLEGE

Policy No.: 101.3

Area: Board of Trustees

Adopted: September 27, 2022

101.3 Code of Ethics – Non-Financial Conflicts of Interest for the Board of Trustees

PURPOSE OF THE POLICY

The purpose of this policy is to provide structure for the Board of Trustees to manage non-financial conflicts of interest as such issues may arise.

GENERAL STATEMENT OF THE CODE OF ETHICS PERTAINING TO NON-FINANCIAL CONFLICTS OF INTEREST FOR THE BOARD OF TRUSTEES

In keeping with the Middle States Commission on Higher Education (MSCHE), which is the accrediting entity that allows Sussex County Community College (SCCC) to receive federal financial aid, Trustees should avoid non-financial conflicts of interest. Such conflicts may include, but are not limited to receiving or awarding patronage, engaging in influence peddling, nepotism, or championing the positions not consistent with SCCC's mission. Carrying into Board discussions the agendas of other parties not serving on the Board is a Trustee-by-surrogate practice, and represents a non-financial conflict of interest. SCCC Trustees serve only one ultimate authority, SCCC's mission. This policy is consistent with MSCHE Standard VII 2.

101.3.1 Procedures for Code of Ethics – Non-Financial Conflicts of Interest for the Board of Trustees

The Code of Ethics – Non-Financial Conflicts of Interest for College Trustees is applicable to members of the Board of Trustees of the College. It is designed to assist SCCC Trustees to identify situations that present potential non-financial conflicts of interest and provide procedures to appropriately manage them in accordance with legal requirements and the goals of accountability and transparency in SCCC’s operations. This policy is intended to supplement, but not replace, any applicable state and federal laws governing non-financial conflicts of interests applicable to SCCC.

Definitions

These terms have the following meanings, unless otherwise indicated.

“SCCC Matter” means any application, award, bid, claim, contract, license, proceeding, relationship, grant, loan, resolution or transaction made by, to, against or with SCCC, or which requires any official action by the board, officers or employees.

“Family Member” means the spouse, domestic partner, son, daughter, sister, brother, parent, grandparent, grandchild, father-in-law, mother-in-law, daughter-in-law, son-in-law, or any person living in the immediate household of the Trustee on a regular basis.

“Interest” means the ownership or control of more than 10% of the profits, assets or stock of a business organization but shall not include the control of assets in a nonprofit entity or labor union.

1. Code of Ethics – Non-Financial Conflicts of Interest for the Board of Trustees

- a) A Trustee must disclose if he/she, or member of his/her immediate family has a non-financial interest in a business organization or engage in any business, transaction, or professional activity, which is in substantial conflict with the proper discharge of his/her duties.
- b) No Trustee shall use or attempt to use his/her official position to secure unwarranted privileges or advantages for himself/herself or others;
- c) No Trustee shall act in his/her official capacity in any matter where he/she, a member of his/her immediate family, or a business organization in which he/she has an interest, has a non-financial or personal involvement that might reasonably be expected to impair his/her objectivity or independence of judgment;
- d) Trustees must disclose any undertakings or any employment or service, whether compensated or not, which might reasonably be expected to prejudice his/her independence of judgment in the exercise of his/her official duties;

- e) No Trustee, member of his/her immediate family, or business organization in which he/she has an interest, shall solicit or accept any gift, favor, loan, political contribution, service, promise of future employment, or other thing of value based upon an understanding that the gift, favor, loan, contribution, service, promise, or other thing of value was given or offered for the purpose of influencing him/her, directly or indirectly, in the discharge of his/her official duties.
- f) No Trustee shall use, or allow to be used, his/her public office or employment, or any information, not generally available to the members of the public, which he/she receives or acquires in the course of and by reason of his/her office or employment, for the purpose of securing financial gain for himself/herself, any member of his/her immediate family, or any business organization with which he/she is associated;
- g) No Trustee shall be deemed in conflict with these provisions if, by reason of his/her participation in the enactment of any resolution or matter required to be voted upon or which is subject to executive approval or veto, no material or monetary gain accrues to him/her as a member of any business, profession, occupation or group, to any greater extent than any gain could reasonably be expected to accrue to any other member of such business, profession, occupation or group.

2. Disclosure of Potential Non-Financial Conflict of Interest

- a) Prior to the Board of Trustees voting on an SCCC matter or any other bid, contract, business arrangement, or hiring any individual, corporation, partnership or other business entity, or taking any action involving a non-financial conflict of interest, any Trustee who has a conflict with the individual, corporation, partnership or other business entity shall disclose the non-financial conflict of interest at the Board meeting prior to any discussion or action on the matter. Such disclosure shall be reflected in the minutes of the meeting.
- b) A Trustee who does not plan to attend a meeting at which he/she has reason to believe that the Board will act on a matter in which the person has a non-financial conflict of interest shall disclose to the Chair of the meeting all facts material to the non-financial conflict of interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c) A Trustee who has a non-financial conflict of interest shall remove themselves from committee or Executive Session discussion of the matter, except to disclose material facts and to respond to questions. Such person shall not attempt to exert his/her personal influence with respect to the matter, either at or outside the meeting.
- d) A Trustee who has a non-financial conflict of interest with respect to an SCCC matter that will be voted on at a meeting shall not be counted in determining the presence of a quorum for the purposes of the vote.
- e) The Trustee with a non-financial conflict of interest may not vote on the SCCC matter. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

3. When a Trustee is Aware of a Non-Financial Conflict of Interest Involving Him/Herself in a College Matter

- a) The Trustee shall immediately advise the Chair and President/CEO when the matter is presented to the Board in written materials or at the Board Meeting itself.
- b) The Trustee shall state the name of the entity with which he/she has a non-financial conflict and the nature of the conflict (e.g., a business relationship, an ownership interest, a personal relationship).
- c) During a committee meeting or Executive Session, the Trustee with the non-financial conflict of interest shall then leave the room. At a Board Meeting the Trustee shall then recuse him/herself from the matter, push away from the table, and take no part in the discussion or vote. If the item is on the Consent Agenda, the Trustee with the conflict should state such, and the item will be removed from the Consent Agenda, and voted on separately. The individual with the conflict would not have their name called on the separate vote.
- d) If the conflicted Trustee is the Chair, he/she shall immediately turn the meeting over to the Vice Chair until the matter is concluded.

4. When a Trustee is Unsure of Whether He/She has a Non-Financial Conflict of Interest:

- a) The Trustee shall disclose the possible conflict to the Chair and the Board Attorney. The Board Attorney shall render an advisory opinion to the Trustee and Chair.
- b) The Trustee shall recuse him/herself from participation in any discussion or action on the matter in the manner described above in paragraph 1 (Code of Ethics-Non-Financial Conflicts of Interest for the Board of Trustees) until the question of whether a conflict exists is resolved.

5. When any Trustee has Reason to Believe that a Trustee Other than Him/Herself has a Non-Financial Conflict of Interest Involving any College Matter and Has Not Disclosed it:

- a) The Trustee shall immediately advise the Chair (or Vice Chair) and the President/CEO. Persons desiring to make complaints concerning violations of this Code of Ethics – Non-Financial Conflicts of Interest shall be requested to make such allegations in writing, to present information in support of their allegations and to be available to meet with representatives of the Board of Trustees in person.
- b) The Chair or Vice Chair, in concert with the President/CEO, shall immediately advise the Board Attorney who shall then contact the potentially conflicted Trustee and inquire about the potential conflict.
- c) The Board Attorney shall then report the results of the inquiry to the Chair (or Vice Chair) and President/CEO.
- d) In the event it is determined there is a conflict or a potential conflict, the procedures outlined in paragraphs 2 (Disclosure of Potential Non-Financial Conflict of Interest) and 3 (When a Trustee is Aware of a Non-Financial Conflict of Interest Involving Him/Herself in a College Matter) above shall be followed.

Annual Review of Ethics

At the annual reorganization meeting, a person well-versed in ethics shall provide a brief presentation of the policies that comprise the Board of Trustees' Code of Ethics.

Annual Acknowledgement of this Code of Ethics

Prior to the annual reorganization meeting, all Trustees shall be provided with a copy of the Code of Ethics policies. All Trustees shall sign and date their copies, indicating that the policies have been read and that the individual is in compliance with policy provisions.

The Secretary to the Board shall maintain the signed copies until the next reorganization meeting when they shall be replaced with the newly signed copies.

Confidentiality

- a) Any information regarding an SCCC matter, obtained by a Trustee in a non-public session of the board, or in a committee meeting of the Board, in a non-public discussion with an SCCC officer, or in discussion with a fellow Trustee, cannot be disclosed to any party other than Trustees, the President/CEO, or other SCCC administrators, if appropriate, unless the Trustee is authorized by the Board of Trustees to do so or until such college matter becomes disclosed publicly at a public meeting of the Board of Trustees by a duly authorized officer of SCCC.
- b) No Trustee should willfully disclose to any person or party any information not generally available to the general public that he/she receives or acquires in the course of his/her official duties as a Trustee.

Code of Ethics Adoption

This Code of Ethics is adopted in accordance with Executive Order 14 (adopted May 12, 2006) governing non-financial conflicts of interest and financial disclosure for members of State University and college governing boards.

SUSSEX COUNTY COMMUNITY COLLEGE

Policy No.: 101.4

Area: Board of Trustees

Adopted: September 27, 2022

101.4 Code of Ethics – Conduct of the Board of Trustees

PURPOSE OF THE POLICY

This policy is designed to provide the Sussex County Community College (SCCC) Board of Trustees with a structure to manage conduct as issues may arise.

GENERAL STATEMENT FOR CODE OF ETHICS – CONDUCT OF THE BOARD OF TRUSTEES

Each Trustee is expected to adhere to the highest standard of ethical conduct and to act in accordance with SCCC's Mission and Core Values.

101.4.1 Procedures for Code of Ethics – Conduct of the Board of Trustees

The Code of Ethics – Conduct of the Board of Trustees is applicable to members of the Board of Trustees of SCCC. It is designed to assist SCCC Trustees to identify situations that present potential issues pertaining to conduct of Trustees, and provide procedures to appropriately manage them in accordance with legal requirements and the goals of accountability and transparency in SCCC's operations. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conduct of Trustees applicable to SCCC.

1. Behavior Unbecoming

- a) Members of the Board of Trustees are expected to exercise responsibility to SCCC in their actions and their decisions not to act. Each individual Trustee is expected to conduct the business of SCCC in accordance with this Code of Ethics – Conduct of the Board of Trustees, in order to best serve the interests of SCCC. Trustees are responsible for the prompt reporting of any violations of this Code to the Board Chair, Member of the Board Executive Committee, or SCCC President/CEO.
- b) No Trustee shall act in any way that might reasonably be expected to create an impression among the public, having knowledge of the Trustee's acts, that he/she might be engaged in conduct that violates his/her trust as a public official.

2. Decorum

- a) Trustee participation in SCCC Board of Trustee committee and board meetings is valued and respected, and individuals should be allowed to state opinions. Meetings or functions of the Board of Trustees, whether they take place on or off premises, shall be conducted in a professional and courteous manner.
- b) The Board Chair shall maintain order and preserve the decorum of the Board of Trustees meetings as provided in the policy. Each Trustee shall cooperate with the Board Chair in preserving order and decorum, and not, by conversation or otherwise, delay or interrupt the proceedings of the Board, nor disturb any person while speaking.

3. Responsibilities

- a) Trustees will recognize that their responsibility is not to administer SCCC but, together with fellow Trustees, provide that it is well informed and administered.
- b) Trustees will recognize that authority rests with the whole Board of Trustees assembled in public meeting and will make no personal promises nor take any private action which may compromise SCCC.

4. Enforcement

- a) If the Board of Trustees has reasonable cause to believe that a Trustee has violated the Code of Ethics – Conduct of the Board of Trustees, it shall inform the Trustee of the basis for such belief and afford the Trustee an opportunity to explain the alleged violation.
- b) If, after hearing the Trustee’s response and making further investigation as warranted by the circumstances, the Board determines the Trustee has violated the Code of Conduct, it may take any or all of the following steps:
 - Removal as an Officer of the Board,
 - Removal as a committee member,
 - Reprimand,
 - Censure.
- c) In its discretion, the Board may also recommend to the appointing authority that the Trustee be removed.
- d) When Trustee behavior violates this policy, or threatens physical safety or property, the Board Chair, President/CEO, or responsible college employee may require the Trustee to leave SCCC’s premises, meeting, function, or discussion.

Annual Review of Ethics

At the annual reorganization meeting, a person well-versed in ethics shall provide a brief presentation of the policies that comprise the Board of Trustees’ Code of Ethics.

Annual Acknowledgement of this Code of Ethics

Prior to the annual reorganization meeting, all Trustees shall be provided with a copy of the Code of Ethics policies. All Trustees shall sign and date their copies, indicating that the policies have been read and that the individual is in compliance with policy provisions.

The Secretary to the Board shall maintain the signed copies until the next reorganization meeting when they shall be replaced with the newly signed copies.

Confidentiality

- a) Any information regarding an SCCC matter, obtained by a Trustee in a non-public session of the board, or in a committee meeting of the Board, in a non-public discussion with a college officer, or in discussion with a fellow Trustee, cannot be disclosed to any party other than Trustees, the President/CEO, or other SCCC administrators, if appropriate, unless the Trustee

is authorized by the Board of Trustees to do so or until such college matter becomes disclosed publicly at a public meeting of the Board of Trustees by a duly authorized officer of SCCC.

b) No Trustee should willfully disclose to any person or party any information not generally available to the general public that he/she receives or acquires in the course of his/her official duties as a Trustee.

Code of Ethics Adoption

This Code of Ethics is adopted in accordance with Executive Order 14 (adopted May 12, 2006) governing non-financial conflicts of interest and financial disclosure for members of State University and college governing boards.



**Board of Trustees
Meeting Dates for 2025**

BOARD MEETING DATES

The Board of Trustees convenes on the fourth Tuesday of each month, excluding August and December, during which no meetings are held unless a Special Meeting is called. All meetings commence at 5:00 p.m. unless stated otherwise. Board meetings are held in the Board Room in the Executive Office on the Sussex County Community College campus, One College Hill Road, Newton, NJ 07860. Should there be changes to this schedule in any way, including but not limited to location, change of dates, or additional dates, public notice will be transmitted as per the Open Public Meetings Act, N.J.S.A. 10:4.1.

January 28, 2025	February 25, 2025
March 25, 2025	April 22, 2025
May 27, 2025	June 24, 2025
July 22, 2025	August – No Scheduled Meeting
September 23, 2025	October 28, 2025
November 25, 2025	December – No Scheduled Meeting

COMMITTEE MEETING DATES

Board committee meetings are conducted virtually. They are scheduled to convene on the third Tuesday of each month, excluding August and December, when no meetings are planned.

<u>Audit & Policy</u>	<u>Personnel & Curriculum</u>	<u>Finance & Facilities</u>
3:00 p.m.	4:00 p.m.	5:00 p.m.
January 21, 2025	February 18, 2025	
March 18, 2025	April 15, 2025	
May 20, 2025	June 17, 2025	
July 15, 2025	August – No Scheduled Meeting	
September 16, 2025	October 21, 2025	
November 18, 2025	December – No Scheduled Meeting	

**SUSSEX COUNTY COMMUNITY COLLEGE
BOARD OF TRUSTEES
BYLAWS**

ARTICLE I. GENERAL PROVISIONS

1.1 Citation of Authority. These bylaws are adopted, and may from time to time be amended, as provided by the County College Act, N.J. S.A. 18A:64A-1 et seq., more specifically, N.J.S.A. 18A:64A-12, New Jersey Administrative Code 9A-1.6, New Jersey Open Public Meetings Act, N.J.S.A. 10:4-9, and by the Higher Education Restructuring Act of 1994.

1.2 Effective Date. These bylaws shall take effect immediately upon adoption, and shall remain in effect until repealed or superseded.

1.3 Amendment of Bylaws. These bylaws may be amended at any annual, regular or special meeting of the Board of Trustees following the meeting at which such amendment is introduced. Copies of the proposed amendment shall be sent to each Trustee at least five (5) calendar days before it is to be introduced. The name of the Trustee introducing the amendment and time and date of the meeting at which it is to be acted upon shall be set forth. No proposed amendment shall be adopted at the meeting at which it is introduced. An amendment of these bylaws shall require the affirmative vote of a majority of the voting members currently serving on the Board of Trustees at a meeting scheduled a minimum of fourteen (14) days after the meeting at which the amendment was introduced.

1.4 Official Names. The official name of the College is SUSSEX COUNTY COMMUNITY COLLEGE. The legal name of the body corporate is BOARD OF TRUSTEES OF SUSSEX COUNTY COMMUNITY COLLEGE.

1.5 Official Address. The official address of the College is Sussex County Community College, One College Hill Road, Newton, New Jersey 07860.

The business address of each Trustee and the President/CEO shall be that of the College as stated above. The College shall not disclose Trustee/President/CEO home addresses to any person or entity seeking to contact a Trustee/s/ and/or President/CEO for the purpose of conducting an item of business directly related to the legal duties and responsibilities of the office of Trustees/President/CEO.

ARTICLE II. STATEMENT OF MISSION AND GOALS

2.1 Mission, Vision, and Strategic Plan. The current statements of the SCCC Mission, Vision, and copy of the SCCC Strategic Plan can be found on the SCCC website.

ARTICLE III. BOARD OF TRUSTEES ORGANIZATION

3.1 Composition of the Board of Trustees. The Board of Trustees consists of eleven (11) voting members, broadly representative of the citizens of Sussex County, and appointed according to law. In addition, the Board of Trustees has two non-voting members, the President/CEO of the College ex officio, and the representative elected by the student body in accordance with N.J.S.A. 18A:64A-8. Each newly appointed/reappointed Trustee shall take an oath of office prior to participating in Board of Trustees activities.

3.2 Powers and Duties of the Board of Trustees. The most critical organizational element is an institution's governing board. Consistent with the institution's mission, the Board of Trustees oversees all legal aspects of its operations, sets institutional policy, plans for the institution, monitors progress toward fulfilling the mission, and ensures continuous institutional assessment and planning. In addition, the Board of Trustees should develop and maintain policies (bylaws) that specify its own duties, responsibilities and procedures, as well as its membership, manner of appointment, and terms of office. The Board is responsible for selecting the institution's President/CEO, who leads its administration. The Board of Trustees in addition to such other powers expressly granted to it by law, has the authority to:

- a. adopt or change the name of the college;
- b. adopt and use a corporate seal;
- c. sue and be sued;
- d. determine the educational curriculum and program of the college, consistent with the programmatic mission of the college or approved by the New Jersey Commission on Higher Education;
- e. appoint and fix the compensation and term of office of a President/CEO who shall be the executive officer of SCCC and an ex officio member of the Board of Trustees; and to appoint the President/CEO to a concurrent position on the faculty, on a case-by-case basis, in the sole discretion of the Board of Trustees, upon the recommendation of the Chief Academic Officer. A President/CEO so appointed to concurrent faculty rank shall be considered a managerial executive, confidential employee, and supervisor, excluded from the faculty bargaining unit;

- f. appoint, upon nomination of the President/CEO, members of the administrative and teaching staffs and fix their compensation and terms of employment subject to the provisions of N.J.S.A. 18A:64A-13;
- g. appoint or employ such other officers, agents, and employees as may be required to carry out the provisions of N.J.S.A. 18A:64A, and to fix and determine their qualifications, duties, compensation, terms of office, and all other conditions and terms of employment and retention;
- h. fix and determine tuition rates and other fees to be paid by students;
- i. grant diplomas, certificates, or degrees;
- j. enter into contracts and agreements with the state or any of its political subdivisions or with the United States or with any public body, department, or other agency of the State or the United States, or with any individual firm or corporation which are deemed necessary or advisable by the Board of Trustees for carrying out the provisions of N.J.S.A. 18A:64A;
- k. accept from any government or governmental department, agency, or other public or private body or from any other source grants or contributions of money or property which the Board of Trustees may use for or in aid of any of its purposes;
- l. acquire (by gift, purchase, condemnation, or otherwise), own, lease, use, and operate property, whether real, personal or mixed, or any interest therein, which is necessary or desirable for college purposes;
- m. prepare an annual budget for submission to the Sussex County Board of School Estimate in such form and at such times as required;
- n. determine that any property owned by SCCC is no longer necessary for college purposes and to sell the same at such price and in such manner and upon such terms and conditions as shall be established by the Board of Trustees;
- o. exercise the right of eminent domain pursuant to the provisions of Title 20, Eminent Domain, of the New Jersey Revised Statutes, to acquire any property or interest therein;
- p. make and promulgate such rules and regulations, not inconsistent with law or with the rules and regulations promulgated by the 1994 Higher Education Restructuring Act, that are necessary and proper for the administration and operation of the college and to implement the provisions of N.J.S.A. 18A:64A; exercise all other powers which may be reasonably necessary or incidental to the establishment, maintenance, and operation of SCCC not inconsistent with law, N.J.S.A. 18A:64A; [N.J.S.A. 18A:3B-6; N.J.S.A. 18A:64-12; N.J.A.C. 9A:1-1.6 (c)].

3.3 Officers of the Board of Trustees. The officers of the Board of Trustees shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. They shall be elected by and from the voting membership of the Board of Trustees. The officers of the Board of Trustees shall serve as the Executive Committee. The office of Secretary/Treasurer may be held by the same person. The office of Chairperson and Vice Chairperson of the Board of Trustees shall not be held by the same person. The Board of Trustees at its discretion may elect co-chairpersons or co-vice chairpersons, but the Executive Committee shall not be comprised of more than 5, or fewer than 3 members.

3.4 Election of Officers. During the month of September, the Board of Trustees Chairperson shall appoint an ad hoc Nominating Committee composed of a chairperson and at least two other Board of Trustees members. The Nominating Committee shall prepare a slate of proposed officers to be announced by the committee's chairperson at the October meeting of the Board of Trustees, one month before the Organizational meeting. No member of the Nominating Committee is eligible for election as an officer of the Board of Trustees unless nominated from the floor. Nominations will be accepted from the floor for all positions at the Organization meeting. ~~The election shall be by ballot. A simple majority of the votes cast by the Board of Trustees present shall be required for election.~~

~~The election shall be by voice vote or by written ballot providing, however, the written ballots shall be cast and read aloud during open session identifying each member's vote to the public and said votes shall be published in the meeting minutes.~~

The officers shall be elected at the annual organizational meeting and shall take their office at that meeting. If an incumbent officer vacates his/her position during his/her term of office, a replacement shall be elected under this process.

3.5 Duties of the Chairperson. The Chairperson or designee shall preside at all meetings of the Board of Trustees. His/her duties shall include those usually and customarily performed by a Chairperson. S/he shall be a member ex officio of all committees and shall be entitled to vote at all meetings of the Board of Trustees and of all its committees. Following Board of Trustees' action, the Chairperson and President/CEO shall sign all documents requiring the signature of an authorized representative of the Board of Trustees and SCCC; the Secretary shall sign as the Attester of the Board of Trustees' action. The Chairperson shall coordinate all Board of Trustees activities and shall endeavor to insure compliance

with all Board of Trustees' directives and policies. The Chairperson shall control the Board of Trustees' meeting agenda and has the power to modify or add matters to the agenda as needed. When it is necessary for the Board of Trustees, as a body, to be publicly heard, the Chairperson or his/her designee shall make all public statements on behalf of the Board of Trustees. The President/CEO or his/her designee shall make all public statements on behalf of SCCC. The Chairperson does not have the authority to act on behalf of the Board of Trustees or direct the President/CEO to act unilaterally.

3.5.1 Appointment to Committees. Unless otherwise provided herein or otherwise determined by the Board of Trustees, the Chairperson shall appoint all members of the Standing, Ad Hoc, and Advisory committees and shall designate the Chairperson of each such committee. A majority of the voting members of the Board of Trustees shall confirm the appointments prior to any formal action by the committee(s). If the Board of Trustees chooses not to confirm the recommendations, the Chairperson will prepare a new slate for the Board of Trustees' confirmation.

3.6 Duties of the Vice-Chairperson. The Vice-Chairperson shall act for the Chairperson at the Chair's request or in the Chairperson's absence and shall perform such other duties as the Chairperson may delegate from time to time.

3.7 Duties of the Secretary. The Secretary or his/her designee shall see to the preparation of notices, agenda, and minutes of all meetings of the Board of Trustees and shall submit them to each member of the Board of Trustees. S/he or his/her designee shall direct the distribution of the agenda and all materials for each regular meeting to all Board of Trustees members and others entitled to receive them at least three (3) days in advance of such meeting. S/he shall be responsible for the Board of Trustees' compliance with all requirements of the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq.

S/he shall ensure that all official correspondence, public records and papers of the Board of Trustees are accurately and safely kept and shall attest to all of its legal documents. The Secretary shall perform such additional duties as may be assigned from time to time by the Board of Trustees. At meetings, the Secretary shall call the roll and read resolutions or cause others to make such readings when requested by the Chairperson. In case of the absence of the Secretary at a meeting, the Chairperson shall appoint a Secretary pro tempore.

3.8 Duties of the Treasurer. The Treasurer shall be responsible for the

safekeeping of all monies paid to SCCC. These funds shall be deposited in bank accounts in the name of Sussex County Community College in such banks, trust companies, brokerage firms, or other depositories, as the Board of Trustees approves or designates. The Treasurer shall ensure the proper custody, accountability, receipt, and disbursement of all funds belonging to SCCC. S/he shall review the current financial statement of SCCC prior to each regular meeting of the Board of Trustees, and whenever else the Board of Trustees may designate. With the approval of the Board of Trustees, the Treasurer may delegate any part of or all of his/her duties to the financial officer of SCCC, specifically including responsibility for the preparation of the annual budget, the submission of regular monthly, quarterly, and annual financial reports, the annual audit file for Board of Trustees acceptance and/or approval, and preparation of such additional reports of the financial status of SCCC as may be required. Any reports prepared by the financial officer shall be reviewed by the Treasurer prior to their submission to the Board of Trustees.

3.9 Duties of the President/Chief Executive Officer (CEO). The President/CEO of SCCC is the Chief Executive Officer (CEO) of the College and holds a statutory, non-voting seat on the Board of Trustees. The President/CEO shall be responsible to the Board of Trustees and shall have such powers as provided by law and which are requisite for the management and conduct of SCCC in all departments, branches, and divisions, and for the execution and enforcement of the bylaws, rules, regulations, and orders governing the management, conduct, and administration of SCCC. Reporting to the governing board, the President/CEO is responsible for the following:

- a. Administering the Governing Board's policies;
- b. Providing general educational leadership and promoting educational effectiveness;
- c. Maintaining appropriate administrative records;
- d. Establishing academic/administrative regulations and procedures dealing with:
 - i. Organizational structure;
 - ii. Personnel appointments, reappointments, tenure, and promotions;
 - iii. Salary schedules;
 - iv. Budgets;
 - v. Planning, development, and management of facilities;
 - vi. Educational programs, academic policies, and research;
 - vii. Granting of degrees; and
 - viii. Community service;
- e. Preparing and submitting such reports as the Governing Board, the New Jersey

President's Council, or the Middle States Commission on Higher Education may request, and;

- f. Providing official publications, such as student and faculty handbooks, a catalog, and other related documents or publications, to interested persons at intervals sufficient to ensure currency of information. (N.J.A.C. Title 9A:1-1.6)

Additionally, the President/CEO shall execute documents requiring such execution which reflect the actions, decisions and directives of the Board of Trustees. The President/CEO shall execute contracts, all legal documents dealing with property transactions and other legal documents requiring both that are necessary for the benefit of SCCC and the performance of their position with SCCC.

The President/CEO, in consultation with the Board of Trustees Chairperson, shall prepare the agenda for the Board of Trustees monthly meeting, special meetings, etc., and shall coordinate the times, dates, and agenda preparation for the Board of Trustees committees. The President/CEO shall be responsible for keeping Board of Trustees members informed of all supporting information and data related to agenda action items the Board of Trustees may consider at legally advertised meetings. The President/CEO shall prepare a follow-up list of action items and provide copies of resolutions of actions taken by the Board of Trustees after each meeting.

The President/CEO shall hold the sole responsibility of placing before the Board of Trustees, for action and consideration, the appointment, reappointment, promotion, tenuring, salary increase/decrease recommendations, changes in title, changes in employment status, reductions-in-force and termination for all full and part-time employees, with the exception of any of the aforementioned collective bargaining agreements.

The President/CEO will serve as the principal public spokesperson for SCCC. On occasion, the latter responsibility may be delegated to the Director of Public Information. In the absence of the President/CEO and/or under certain other circumstances the Chairman of the Board of Trustees will assume the role of official public spokesperson for SCCC. The President/CEO will also be responsible for working with the Board of Trustees in drafting institutional policies for the Board of Trustees' review and approval. The President/CEO shall, in addition to the duties included in this section, fulfill all of the stated provisions included in the College President's/CEO's, Board of Trustees approved, position description, and executed employment agreement.

(N.J.S.A. 18A:64A-1 et seq.; N.J.A.C. 9A:1-1.6(d), N.J.A.C. 9A:7-1.1.)

3.10 Attendance of Trustees at Board of Trustees Meetings. Every Trustee is expected to attend every regular and special meeting of the Board of Trustees, as well as every meeting of each committee to which s/he is assigned. A Trustee is permitted to conference into any regular or special meeting virtually or via telephone with all powers of a Trustee in attendance. No Trustee shall miss more than three (3) consecutive committee or Board of Trustees meetings in any year without good cause. The Board Secretary will inform the Chairperson of any such occurrences. Said failure may result in the Chairperson of the Board of Trustees referring said member's attendance record to the Sussex County Board of County Commissioners or to the Governor of the State of New Jersey for action.

3.11 Standing Committees. The Board of Trustees shall designate standing committees for a detailed review of administrative items prior to Board of Trustees meetings on an annual basis, as it deems appropriate in order to ensure policy oversight, short-and long-term planning, and outcome/result assessment.

The Standing Committees of the Board of Trustees shall include the Curriculum and Personnel Committee, the Finance and Facilities Committee, the Audit and Policy Committee, and as necessary, the Board of Trustees Litigation Committee.

The responsibilities of the Personnel and Curriculum Committee shall include a review of:

- a. Reports relating to curricula and other educational matters;
 - b. Monthly personnel reports including but not limited to: authorized versus actual numbers of employees and an annual report from management to insure that each employee has received an annual performance review, which notes those employees by department who have not received a satisfactory review and that corrective measures have been instituted;
 - c. Student-related issues;
 - d. Submit to the Board of Trustees based on a recommendation from the President/CEO;
 - i. New hires, resignations, retirements, terminations of full-time employees;
 - ii. Part-time and overload compensation on a semester basis;
 - iii. New academic degrees, certificates, and options;
 - iv. Negotiation of labor contracts;
 - v. Promotions, sabbaticals, and tenure of full-time faculty;
 - vi. Policies regarding curricular and personnel issues;
- (N.J.A.C. 9A:7-1.1)

The responsibilities of the Finance and Facilities Committee shall include a review of:

- a. Monthly financial accounting report;
- b. Safety and security issues;
- c. Updates and compliance pertaining to use and maintenance of adequate financial systems;
- d. Recommend to Board of Trustees:
 - i. Annual budget (operating and capital);
 - ii. Solicitations and awarding of bids;
 - iii. Acceptance of grants/changes in grant budgets;
 - iv. Facilities construction/renovations;
 - v. Policies regarding finance and facilities issues;
 - vi. Review annual audit;

The responsibilities of the Audit and Policy Committee shall include:

- a. Overseeing and evaluating the independent Certified Public Accounting firm to audit the annual financial statements and the internal controls over financial statements;
- b. Periodically, in conjunction with the President/CEO, interview and recommend audit firms to the Board of Trustees;
- c. Review of the quarterly/annual financial statements and the audit report with management and the independent Certified Public Accounting firm;
- d. Review of SCCC's procedures relative to business ethics;
- e. Review of policies relating to risk assessment and management;
- f. Developing, recommending, and monitoring corporate governance policies and procedures for SCCC and the Board of Trustees;
- g. Insuring that the Board of Trustees periodically reviews SCCC's plans regarding succession of senior management;
- h. Review of Annual Audit;

The responsibilities of the Board Litigation Committee shall include:

- a. Review of pending lawsuits against SCCC;
- b. Monitoring the progress of existing lawsuits;
- c. Periodic review of SCCC's policies and practices to determine ways to minimize potential lawsuits;

The Board of School Estimate shall consist of three members of the Board of County

Commissioners, appointed by their Director and two members of the SCCC Board of Trustees, selected by the Chairperson of the Board of Trustees. The Secretary of the Board of Trustees shall serve as the Secretary of the Board of School Estimate (NJSA 18A:64A-15&16).

3.12 Ad Hoc Committees. Whenever it shall appear advisable to the Board of Trustees to create an ad hoc committee to assist it in handling any particular matter upon which it desires or is required to act, it may do so. The Chairperson of the Board of Trustees may appoint members to serve on such ad hoc committees and may assign to it such duties as appropriate. Each ad hoc committee shall submit one or more written or oral reports to the Board of Trustees. Upon acceptance by the Board of Trustees of such committee's final report, such committee shall be disbanded and its members discharged by the Chairperson of the Board.

3.13 Consultants/Advisory Committees. The Chairperson of the Board of Trustees, with the consent of the Board, may hire or employ any person whose expertise or viewpoint is useful to the Board of Trustees to serve as a consultant or as a member of an advisory committee established from time to time to assist the Board of Trustees in policy development in assessing overall institutional outcomes and in the determination of community needs, perceptions, etc. All Trustees shall hold ex officio membership on all advisory committees. Trustees on an advisory committee shall serve at the pleasure of the Board of Trustees. Advisory committee members may be reimbursed for reasonable expenses incurred in pursuance of Consultant/Committee work, provided that prior written approval of the Board of Trustees of such expenses has been obtained. Nothing herein shall exclude the President/CEO from recommending to the Board of Trustees the appointment of citizens to serve, pro bono, on SCCC academic program advisory committees or as academic program development consultants in accordance with the Higher Education New Program Review Process.

3.14 Legal Counsel. Licensed practicing attorney/s/ at law of the State of New Jersey shall be retained by the Board of Trustees to render legal services as needed in accordance with the provisions of law. N.J.S.A. 18A:64A-12; 18A:64A-25.2; 18A:64A-25.5.

3.15 Auditor. An auditor, licensed to audit governmental and educational accounts pursuant to State of New Jersey accounting systems, shall be employed to audit all SCCC accounts. His/her duties shall include consultation and preparation of special reports, financial statements, and the annual audit report as required by the Board and law. N.J.S.A. 18A:3B-6; 18A:64A-25.2; N.J.S.A. 18A:64A-25.5.

3.16 Executive Committee. The Executive Committee shall consist of the officers of the Board of Trustees; the President/CEO shall serve as ex officio. The Executive Committee at the direction of the Board Chairperson shall address topics that would benefit from the perspectives of the members, including suggesting items for inclusion in the agenda for the Board of Trustees. The Executive Committee shall not take any formal action on behalf of the Board of Trustees.

ARTICLE IV. BOARD MEETINGS

4.1 Regular Meetings. The Board of Trustees shall hold at least ten (10) regular business meetings each year on a day and hour to be fixed at the annual meeting. Regular meetings shall be held at SCCC or at such other place in Sussex County, or virtually, as may be fixed by the Board of Trustees. Nothing herein precludes the Board of Trustees from holding more than ten (10), up to twelve (12) regular meetings per year.

4.1.1 Regular Meeting Agendas. The order of business shall be:

- Call to Order;
- Public Statement by Board of Trustees Secretary;
- Roll Call;
- Pledge of Allegiance;
- Welcome to Guests;
- Courtesy of the Floor on Agenda Items Only (Public Session – 5 minutes per speaker);
- Approval of Minutes;
- Consent Agenda;
- Acknowledgement of Receipt and Review of Financial Statements;
- Items Not Included on Consent Agenda that Require Discussion/Separate Vote;
- Correspondence File;
- Courtesy of the Floor on General Matters(Public Session – 5 minutes per speaker);
- Trustee Activity Update;
- Alumni Trustee Report;
- President’s Report;
- Chairperson’s Comments;
- Other Business;
- Announcements;
- Executive Session When Necessary;

- Adjournment.

The Chairperson may change the order of business, with the consent of the majority of the voting members of the Board of Trustees present at the meeting.

4.2 Notice of Regular Meeting. Adequate notice of all regular meetings shall be given in accordance with the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq., and shall be given by posting, maintaining, distributing, and submitting a schedule of the regular meetings of the Board of Trustees during the succeeding year as provided by N.J.S.A. 10:4-18.

4.2.1 Emergency Meetings. Upon the affirmative vote of three quarters of the Board of Trustees present, the Board of Trustees may hold a meeting notwithstanding the failure to provide adequate notice in accordance with the provisions of N.J.S.A. 10:4-9(b).

4.2.2 Executive Session. The Board of Trustees may exclude the public from that portion of a meeting in which the Board of Trustees will have reason to discuss those items which are permitted by statute to be discussed in a closed session. N.J.S.A. 10:4-12, 13

4.3 Special Meetings. The Board of Trustees may convene a special meeting at the call of the Chairperson or at the request of any five (5) voting members. Whenever a special meeting is called, the Secretary will provide notice of the date, time, and place of such meeting to all of the Trustees and to the public in accordance with Article 4.2. The notice to Trustees may be in writing or provided orally (including telephone), and shall be given not less than forty-eight (48) hours in advance of said meeting. The notice shall include the specific matter or matters to be presented to the Board of Trustees for its consideration at such special meeting.

4.3.1 Virtual or Telephone Meetings. N.J.S.A. 10:4-8(6) permits meetings where governing board members are gathered for deliberative proceedings either "corporeally or by means of communication equipment." SCCC shall, from time to time, but not as a matter of routine, schedule and/or announce virtual or telephone meetings. Generally, such meetings will be held when an urgent matter of business is at hand and there is some question whether a quorum (as defined as a majority of the voting members currently on the Board of Trustees) can be secured in a timely fashion. Such virtual or telephone meetings shall, at all times, conform to the provisions of the Open Public Meetings Act and its prior public notice of

meetings provision.

4.4 Annual Organization Meeting. The annual organization meeting of the Board of Trustees shall be held at the regular Board of Trustees meeting in November. At such annual organization meeting, the order of business shall include a report from the Nominating Committee (appointed annually in September by the Chairperson), an election of officers, election or appointment of two (2) members to serve on the Board of School Estimate, re-adoption of these bylaws, reaffirmation of existing Board of Trustees policies, determination of a schedule of regular meetings for the year, and the presentation of the Annual Financial Audit.

The order of business shall be:

- Organizational Matters
- Call to Order (By the Board of Trustees' Secretary who serves as Presiding Officer, pro tem.);
- Public Statement;
- Roll Call/Pledge of Allegiance;
- Welcome to Guests;
- Public Session/Courtesy of the Floor (Agenda Items)
- Report of Nominating Committee for Board of Trustees Officers and Action Thereon;
- Ethics Presentation/Collection of Signed Ethics Policy;
- Appointment of General and Other Legal Counsels;
- Appointment of an Auditing Firm;
- Appointment/Re-Appointments of On-Call Engineering/Architecture Firms;
- Appointment of Depository/s;
- Appointment of Insurance Brokers of Record;
- Appointments to the College's Board of School Estimate;
- Naming of the Board of Trustees' Official Newspapers/s of Record;
- Selection of the Date, Time, Location of Meetings;
- Consideration of the Appointment of Committees and Committee Chairs;
- Appointment to New Jersey Council of County College Posts;
- Appointment of Foundation Liaison;
- Adoption/Re-Adoption of the Board of Trustee Bylaws;
- Appointment of Recording Secretary to the Board of Trustees;
- Appointment of Title IX Coordinator;
- Appointment of Public Agency Compliant Officer (PACO) for Equal Employment Opportunity (EEO);

- Other Business;
- Public Session/Courtesy of the Floor (General Reorganization Matters);
- Adjournment.

4.5 Quorum. A quorum is as defined as a majority of the voting members currently on the Board of Trustees. No action or discussion shall be taken at any meeting without a quorum being present in person, virtually, or via telephone. If a quorum is not present at any Board of Trustees meeting or portion thereof, the Chairperson may direct the Secretary to call the roll, record the names of absentees, and declare the meeting adjourned.

4.6 Call to Order. Meetings shall be called to order by the Chairperson or Vice-Chairperson at the designated time or at such time as a quorum is present. In the event that both the Chairperson and Vice-Chairperson are absent at the designated time, and the Chairperson has not designated a substitute convener, eligible voting Trustees present may proceed with the meeting by choosing from their number a temporary Chairperson who shall call the meeting to order and preside until the Chairperson or Vice-Chairperson appears.

4.7 Taking Action. All SCCC matters to be acted upon shall come before the Board of Trustees as recommendations by the President/CEO and shall be brought before the Board of Trustees by a motion duly made and seconded. The vote on any given motion shall be "Yes," "No," or "Abstain" and the result shall be entered in the minutes. An abstention shall count neither as a "yes" or a "no" vote, but the abstainer shall be counted as part of a quorum. In the event a Trustee has a conflict of interest, the Trustee must recuse him/herself from the matter in accordance with the Code of Ethics and state the reason for the conflict of interest. The recused Trustee will not be counted as part of the quorum for that vote. Except as otherwise specifically required by law or regulation or these bylaws, all action item votes shall be decided by a majority vote of the Board of Trustees members present and voting.

Voting shall be by recorded roll call vote for elections, budget approval, all employment actions, the expenditure of funds not included in the approved budget, the receipt of external grant funds and on any action so required by local, state, and federal statute or regulation and/or whenever requested by any individual Trustee. On all other matters, voting shall be by voice vote. When the vote is a tie, the motion shall be defeated. If there is lack of unanimity on a voice vote, or there is uncertainty about the actual result of a voice vote, a re-vote shall be taken by call of the roll. On roll call votes, the Chairperson's vote shall be called for last.

4.8 Robert's Rules of Order. Where no specific provision is made by general law, the County College Act, the H.E.R.A. of 1995, or these bylaws, the conduct of Board of Trustees meetings shall be governed by the most recent edition of "Robert's Rules of Order."

4.9 Adjourned Meetings. Any legal meetings of the Board of Trustees may be adjourned to a specific date, time and place with proper notice pursuant to the Open Public Meetings Law discussed in Article 4.2. Only items on the agenda of the meeting adjourned may be acted upon at the adjourned meeting.

ARTICLE V. MISCELLANEOUS PROVISIONS

5.1 College Fiscal Year. The fiscal year of SCCC shall be from July 1 to June 30 next following.

5.2 Security. The Board of Trustees shall provide crime and fidelity coverage on each of its officers and each senior administrative officer and any employee handling funds of SCCC for the faithful performance of his/her duties as adequate protection to SCCC, the cost thereof to be borne by SCCC.

5.3 Compensation of the Board of Trustees. The Board of Trustees shall receive no compensation for their services, but shall be reimbursed, as the Board of Trustees may direct, for reasonable expenses actually and necessarily incurred in the performance of their duties.

5.4 Books and Records. All books, records, and files of SCCC shall be kept in the Executive Office of SCCC unless otherwise specified by the Board of Trustees. The Board of Trustees shall not, either collectively or singly, remove SCCC books, records or files from the SCCC's premises. The minutes of Board of Trustees meetings shall be posted online on SCCC's website as well as be available in a book in the Executive Office so that there is access to them by any citizen. Any citizen who reviews the Minutes Book must complete and sign entries in a logbook indicating the date and time in and time out. SCCC's Minutes Books pertaining to Executive Session Minutes will be retained and secured by the Executive Assistant to the Board of Trustees and kept confidential until the need for such confidentiality no longer exists as determined by the Board of Trustees. The Minutes Book may be reviewed only in the presence of an SCCC representative authorized by the President/CEO or his/her designee.

5.5 Claims and Expenditures. No claim or demand shall be incurred or paid unless it is authorized by law or by the Board of Trustees, and funds thereof have

been appropriated by the Board of Trustees. Any expenditure that exceeds the New Jersey Bid Threshold for County Colleges shall be brought to the Board of Trustees for approval with the following exclusions: prior approved negotiated personnel contracts, Chapter 12 Capital Project disbursements, normal wire transfers for Employee Payroll, State Medical and Pension Benefits, grants, financial aid, or bids. In the case of an emergency where the cost would exceed the Bid Threshold, the President/CEO shall bring the matter for board action under 4.3.1 (Virtual or Telephone Meetings).

5.6 Bank Accounts. All funds received by SCCC shall be deposited promptly to the credit of SCCC in authorized accounts in such banks, trust companies, or other depositories as the Board of Trustees approves or designates. Accounts will be solicited through a Request for Proposal. College funds shall be withdrawn only by checks properly signed in accordance with procedures approved by the Board of Trustees.

5.7 Indemnification/Civil Action (N.J.S.A. 18A:64A-25.34 Insurance Authorized). In the event that a civil or administrative action has been brought against any individual member/s/ or the collective Board of Trustees or the senior officers of SCCC for any act or omission arising out of and in the course of performing their assigned duties or as representative of the Board of Trustees or SCCC, SCCC shall defray all costs of defending such action, including actual and reasonable attorney fees and expenses, together with costs of the appeal, if any, and shall save harmless and protect such person from any financial loss resulting therefrom. SCCC may arrange for and maintain appropriate insurance to indemnify and cover all such damages, losses, and expenses.

5.8 Indemnification/Criminal Action. In the event any criminal or quasi-criminal action has been or shall be brought against any individual member/s/ or the collective Board of Trustees or the senior officers of SCCC for any act or omission arising out of and in the course of performing their assigned duties , or as representative of the Board of Trustees, SCCC shall defray all costs of defending such action, including actual and reasonable attorney fees and expenses, together with costs of appeal, if any, and shall save harmless and protect such person from any financial loss resulting there from. SCCC may arrange for and maintain appropriate insurance to indemnify and cover all such damages, losses and expenses. Should any criminal action be instituted against any individual member/s of the Board of Trustees for any act or omission arising out of his/her own independent, individual actions or conduct outside the scope of and separate from the individual's duties and responsibilities, he/she will pay for his/her own

defense and legal costs, regardless of the outcome of the legal action.

Should a criminal action be instituted against any individual Trustee for actions, acts, or conduct outside the scope of and separate from the individual's Trustee duties and responsibilities, said Trustee shall be placed on temporary Trustee leave from their position on the Board of Trustees during which the Trustee shall not attend any meetings of the Board of Trustees, or its committees, nor shall the individual cast a vote on any action before the Board of Trustees. The Trustee shall continue to receive all appropriate Board of Trustees correspondence in order to remain current with the work of the Board of Trustees. In the event the action is dismissed or results in a final disposition in favor of said Trustee, the individual shall be reinstated to full Board of Trustees membership status. In the event the Trustee is convicted, following all subsequent appeals, the individual's seat shall be declared vacant, by action of the full Board of Trustees, provided that the appeal process did not result in a reversal of the conviction.

5.9 Minutes of Proceedings. The Secretary shall see that the minutes of the proceedings of the previous Board of Trustees meeting/s are prepared, distributed, or delivered to the members of the Board of Trustees at least forty-eight (48) hours before the time of the next regular meeting. The minutes of the preceding meeting/s shall be approved by the Board of Trustees and signed by the Board of Trustees' Secretary. A copy of all motions shall be carefully recorded. The names of those who make and second motions and the record of the vote shall be recorded. The official minutes shall be bound and kept in the Executive Offices of SCCC.

The Secretary shall see that the minutes of all Executive Sessions are prepared and secured in closed files until the matter/s which were the subject/s of the Executive Session are fully resolved, closed, or abandoned. No Executive Session minutes, or parts thereof, may be released to the public without the Board of Trustees voting by majority, upon the recommendation of the Board of Trustees' Chairperson that the matters contained in the minutes are resolved/completed and that said minutes may be released to the public.

5.10 Citizen Participation. The Board of Trustees shall welcome and from time to time solicit the advice and counsel of citizens in planning and operating SCCC. Meetings of the Board of Trustees shall be open to the public. The Board of Trustees' monthly meeting agenda shall provide opportunities for citizen input. The Chairperson shall allot each such citizen, at the appropriate time, not more than five minutes to speak, unless the time is increased or decreased by action of

the majority of the Board of Trustees.

5.11 Compliance with State Regulations. Notwithstanding these bylaws, the Board of Trustees will act consistent with all state statutes and regulations pertaining to the operation of a county college.

5.12 Code of Ethics. Individuals who accept a trusteeship shall have no other interest than: 1) a commitment to the mission of the institution; 2) the welfare of students/citizens who enroll at SCCC or otherwise use its services and/or its facilities; 3) the overall welfare of SCCC as a public institution of higher education, including its reputation; and 4) the outcomes and success of the institution and its enrollees. In carrying out the duties and responsibilities of trusteeship, each member shall, at all times and in all actions, be guided by the New Jersey Local Government Ethics Law, N.J.S.A. 40A:9-22.1 et seq. It shall be considered unethical for trustees to use their Board of Trustees position for pecuniary gain, for personal power, for the purpose of influencing contracts, and/or agreements with external vendors, to secure employment for family, friends, acquaintances, etc. or for some political advantage. In the event a charge of unethical conduct is lodged against one or more members of the Board of Trustees, the Board of Trustees shall follow the procedures as stated in the appropriate Code of Ethics for the Board of Trustees policy:

101.2 Code of Ethics–Financial Conflicts of Interest for the Board of Trustees

101.3 Code of Ethics–Non-Financial Conflicts of Interest for the Board of Trustees

101.4 Code of Ethics–Code of Conduct for the Board of Trustees

All Trustees are required to acknowledge the Code of Ethics Policies for the Board of Trustees (101.2 Financial Conflicts of Interest for the Board of Trustees, 101.3 Non-Financial Conflicts of Interest for the Board of Trustees, and 101.4 Code of Conduct for the Board of Trustees), via signature a review of the policies at the annual Organization Meeting.

5.13. Financial Disclosure. Members of the Board of Trustees shall annually file such financial disclosures as required by law. N.J.S.A. 40A:9-22.6

Re-adopted November 28, 2023



Kurt Gewecke, Chair