

## **NEW JERSEY INSTITUTE OF TECHNOLOGY**

### **RESOLUTION TO AMEND BYLAWS OF THE BOARD OF TRUSTEES**

**WHEREAS**, in furtherance of its review of best practices in Board governance, the Board of Trustees (“Board”) wishes to amend the Board bylaws; and

**WHEREAS**, the Board intends to amend the Committee charge for the Executive Committee; and

**WHEREAS**, the Board intends to amend the Board bylaws and eliminate the New Jersey Innovation Institute Committee; and

**WHEREAS**, the Board intends to amend the Board bylaws to add a Governance, Compliance, and Risk Committee; and

**WHEREAS**, the Board intends to amend the name and Committee charge for the Campus Life Committee; and

**WHEREAS**, the Board wishes to amend the Bylaws to reflect updated titles of certain administrators, changing Foundation Board of Overseers to the updated Foundation Board of Directors, and other minor, non-substantive edits; and

**WHEREAS**, these amendments will enable the Board to continue to govern in the best interests of the university; and

**NOW THEREFORE BE IT RESOLVED**, that the bylaws are hereby amended as follows:

1. Article IV (Committees of the Board), Section 1 (Standing and Special Committees) is amended to eliminate the current description of Section 1.1 (Executive Committee) and replace same with the following language:
  - 1.1 Executive Committee – The Executive Committee consists of the Chair, the Chair-Elect and the Vice-Chair(s) of the Board. The Executive Committee may act, if necessary, on behalf of the Board, subject to subsequent ratification of the Board and consistent with the Open Public Meetings Act. The Executive Committee is responsible for oversight of governmental relations, personnel, executive compensation and strategic and long-range planning. The Executive Committee shall also serve as the Compensation Committee, having the responsibility to establish and evaluate the compensation and performance measures for the President, Vice-Presidents and other senior administrators of the university.
2. Article IV (Committees of the Board), Section 1 (Standing and Special Committees) is amended to eliminate Section 1.8 (New Jersey Innovation Institute “NJII” Committee).

3. Article IV (Committees of the Board), Section 1 (Standing and Special Committees) is amended to add a new Section 1.8 (Governance, Compliance, and Risk Committee) with the following language:

1.8 Governance, Compliance, and Risk Committee – The Governance, Compliance, and Risk Committee will assist the Board in reviewing the university's compliance obligations with applicable laws, regulatory requirements, and policies. Additionally, the Governance, Compliance, and Risk Committee will review and oversee the efficacy and independence of the university's compliance program and risk management. The Governance, Compliance, and Risk Committee also oversees matters directly affecting the governance of the university, including the periodic review and update of the Board bylaws.

4. Article IV (Committees of the Board), Section 1 (Standing and Special Committees) is amended to rename Section 1.6 (Campus Life Committee) to Section 1.6 (Committee on Student Affairs). Additionally, Section 1.6 is amended to eliminate the current description and replace same with the following language:

The quality of campus and student life is of utmost importance to the overall success of our students. While many units on campus provide opportunities for active participation outside the classroom, it is the Senior Vice Provost for Academic Affairs and the Vice President for Student Affairs and Dean of Students that provide leadership in this area. Its mission is to continually assess and improve the quality of the student experience in programs, services, activities and facilities as they impact the sense of community, recruitment, learning, student welfare, engagement, retention, and graduation. Its objectives are to cultivate a courteous and welcoming campus climate, enhancing student leadership, satisfaction, and success. The Committee on Student Affairs develops a service-focused message for all staff and faculty following the systematic examination of current practices. It examines and modifies university academic and non-academic policies, procedures and practices lending consistency and fairness to the continuing process of improving campus life. The Committee on Student Affairs expanded a service center to promptly address student questions and direct students to appropriate offices as needed, streamlining and tracking efforts to meet student's needs. It has also facilitated sustainable and supported campus events and experiences such as athletics, and academically oriented teams like debating and chess, engaging the entire university community and enhancing campus and student life. Finally, the Committee on Student Affairs continually monitors campus security to provide a safe environment for students. Two Student Committee Members may be appointed to serve on the Committee on Student Affairs for a one-year term that coincides with the Fiscal Year. The Student Committee Members must recuse themselves from, or be excused from discussion related to personnel, contract negotiations, transactions related to real property or investments, and matters falling within the attorney-client privilege.

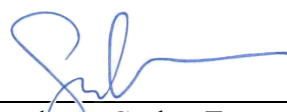
5. Article I (General), Section 2 (Location) is amended to eliminate the current description and replace same with the following language:

NJIT is located in Newark, New Jersey. Nothing contained in these By-Laws shall prevent the holding of meetings or the transaction of business pertinent to NJIT at some other place, either within or outside of New Jersey, upon such notice as is proper and otherwise in accordance with New Jersey's Open Public Meetings Act.

6. Article IV (Committees of the Board), Section 1 (Standing and Special Committees) is amended to delete reference to the term "Board of Overseers" and replace it with "Board of Directors."
7. Article IV (Committees of the Board), Section 1.7 (Joint Committee on Investments) is amended to delete reference to the term "Board of Overseers" and replace it with "Board of Directors."
8. Article IV (Committees of the Board), Section 2 (Trustee Liaisons) is amended to replace the description and replace the same with the following language:

There shall be liaisons appointed to the Board of Directors of the Foundation at New Jersey Institute of Technology to the following Board of Directors Committees: Development & Alumni Relations and Strategic Communications and Marketing Committee. These appointments shall be made by the Chairperson of the Board as set forth in Section 1.

9. Except as otherwise specifically amended by this Resolution, the existing Bylaws shall remain unchanged.



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