

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

April 7, 2014

9:00 a.m.

Cooper Medical School of Rowan University

Room 522

401 South Broadway

Camden, NJ 08103

AGENDA

1. WELCOME, DR. PAUL KATZ, DEAN OF THE COOPER MEDICAL SCHOOL OF ROWAN UNIVERSITY
2. CALL TO ORDER
3. PLEDGE OF ALLEGIANCE, SARA MASSEY, STUDENT, RUTGERS UNIVERSITY-CAMDEN
4. STATEMENT OF COMPLIANCE WITH THE OPEN PUBLIC MEETINGS ACT
5. INDUCTION OF BOARD MEMBERS
6. ROLL CALL
7. ELECTION OF OFFICERS TO THE ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS
8. WELCOME AND INTRODUCTORY REMARKS
 - a. Hon. Senate President Stephen M. Sweeney
 - b. Hon. Senator Donald Norcross
 - c. Dr. Robert Barchi, Rutgers, the State University of New Jersey
 - d. Dr. Ali Houshmand, President, Rowan University
9. COMMENTS BY MEMBERS OF THE BOARD
10. PUBLIC COMMENT ON AGENDA ITEMS
11. MATTERS PRESENTED BY THE CHAIRMAN
 - a. Proposed Resolution approving the Bylaws of the Rowan University/Rutgers-Camden Board of Governors

- b. Resolution adopting a Conflict of Interest Policy Governing the Conduct of the Rowan University/Rutgers-Camden Board of Governors Members and Employees
- c. Resolution authorizing the Rowan University/Rutgers-Camden Board of Governors to take necessary administrative actions to begin regular operations
- d. Resolution designating banking institutions for the Rowan University/Rutgers-Camden Board of Governors
- e. Resolution authorizing procedures for the Rowan University/Rutgers-Camden Board of Governors meetings
- f. Resolution authorizing indemnification policy for members of the Rowan University/Rutgers-Camden Board of Governors meetings
- g. Resolution approving the date of the next meeting and the newspapers for official notification of the Rowan University/Rutgers-Camden Board of Governors meetings

12. PUBLIC COMMENT ON NON-AGENDA ITEMS

13. CLOSING COMMENTS

14. ADJOURNMENT

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Adopting the Bylaws of the Rowan University/Rutgers-Camden Board of Governors No. 2014-04-01

WHEREAS, the “New Jersey Medical and Health Sciences Education Restructuring Act” (hereinafter, the “Restructuring Act”) became effective on August 22, 2012; and

WHEREAS, in addition to integrating portions of the University of Medicine and Dentistry of New Jersey into Rutgers, the Restructuring Act created the Rutgers University – Camden Board of Directors (hereinafter “Camden Board of Directors”) and the Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”); and

WHEREAS, during today’s inaugural meeting, the Board desires to adopt bylaws to inform and guide its inaugural members and future members, as they carry out their duties as “member” of the Board.

NOW, THEREFORE, BE IT RESOLVED that the Board approves and adopts the attached; and

BE IT FURTHER RESOLVED that any amendments to the Bylaws be acted on by the Board; and

BE IT FURTHER RESOLVED that the Board welcomes its obligations and duties pursuant to the Restructuring Act.

Attachment: Proposed the Rowan University/Rutgers-Camden Board of Governors Bylaws.

**Rowan University/Rutgers-Camden Board of Governors
April 7, 2014**

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

Bylaws of the Rowan University/Rutgers-Camden Board of Governors Adopted April 7, 2014

I. PREAMBLE

A. General

On June 29, 2012 the Legislature adopted Assembly Bill No. 3102, known as the “New Jersey Medical and Health Sciences Education Restructuring Act” which became P.L. 2012, c. 45 on August 22, 2012 upon execution by the Governor of New Jersey (hereinafter, the “Restructuring Act”). Under Section 33 of the Restructuring Act, a Rowan University/Rutgers-Camden Board of Governors was established. These bylaws govern the actions and meetings of this Rowan University/Rutgers-Camden Board of Governors (hereinafter the “Board”).

Members of the Board (hereinafter, the “Members”) are covered by the “special state officer or employee” provisions of the New Jersey Conflicts of Interest Law (N.J.S.A. 52:13D-12 et seq.) and by the Conflicts of Interest Policy adopted by the Board. Members are covered by the Indemnification Policy adopted by the Board.

B. Functions of the Board

The Board has powers as set forth in the Restructuring Act. The Board is authorized to approve or disapprove of the establishment or expansion of any schools, programs or departments in the area of the health sciences proposed by either the board of trustees of Rowan University or the board of directors of Rutgers University-Camden. The Board can plan the operational and governance structure of health science facilities in addition to financing and developing them in Camden. The Board has the authority to enter into contracts and agreements, exercise the right of eminent domain, hire necessary staff, enter into public private partnerships, accept grants or contributions of money or property which the Board may use for its purposes or to acquire, own, lease, dispose of, use and operate property.

C. Composition of the Board

1. The Board shall be composed of seven Members as follows:

- (a) two members appointed by the board of trustees of Rowan University from among its members;
- (b) two members appointed by the board of directors of Rutgers University-Camden from among its members; and
- (c) three members appointed by the Governor with the advice and consent of the Senate.

2. The Board shall elect a chairperson and vice chairperson from among its membership. The term of office of a Member of the Board appointed by the board of trustees of Rowan University or the board of directors of Rutgers University-Camden shall be coterminous with his term on that respective body. The term of office of the Governor's appointees shall be six years. An appointed Member may be removed for cause by the respective body that appointed the Member, or by the Governor in the case of his appointees. Each Member shall serve until his successor is appointed and qualified, and vacancies shall be filled in the same manner as the original appointments for the remainder of the unexpired term.

3. Members shall serve without compensation but shall be entitled to be reimbursed for all reasonable and necessary expense.

4. Any Member may resign at any time by submitting a written notice to the Board Chair or the Board Secretary. Such resignation shall take effect at the time specified therein.

D. Open Public Meetings Act

Meetings of the Board, and of its committees (if any), shall be in conformance with the Open Public Meetings Act, P.L. 1975, Chapter 231, (N.J.S.A. 10:4-6 et seq.) and any amendments thereto.

II. MEETINGS OF THE BOARD

A. General

1. The Board shall meet and organize annually at a regular meeting, for the election (with a majority of the votes cast by voting Members), by and from its voting Members, of a chair (the “Chair”) and a vice-chair (the “Vice-Chair”) and for the consideration of such other business as may come before the Board. The Chair and the Vice-Chair positions shall be for a term of two years. Chair and Vice-Chair positions may be held by the same person more than once with the limitation that no Chair or Vice-Chair shall serve more than two consecutive terms.
2. In addition to the annual organizational meeting, at least nine other regular meetings shall be held during the year, at such hours as the Members may determine at a place in the City of Camden or at a location as determined by the Board. Each Member has a duty to attend regular and special meetings of the Board and his or her assigned committee meetings, if any.
3. Unless otherwise required by law, a majority of voting membership of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that if less than a quorum of the members are present at said meeting a majority of the Members present may adjourn the meeting without further notice.
4. Special meetings of the Board shall be called by the Chair if requested by three or more voting Members in writing and upon receipt of notice from them stating the purpose of the meeting. Notice of the special meeting must be sent to all Members of the Board and the Board Secretary in accordance with the terms of Section II.B herein.
5. It is the policy of the Board that all Members attend all meetings of the Board and all committee meetings in person whenever possible. When such attendance in person is not possible, the Chair of the Board or the Chair of a Board committee may permit participation by a Member via telephone conference call or videoconferencing.
6. Any action by the Board shall be decided by a majority of the voting Members of the Board present at the meeting.

B. Notice and Agenda of Open Meetings of the Board

1. Notice of meetings shall be given in accordance with the Open Public Meetings Act.

2. The agenda of each regular meeting of the Board or (special meeting called by the Chair) shall be prepared by the executive staff and be prepared in consultation with the Chair. The agenda of any special meeting of the Board called by the Chair in accordance with Section II.A.4 herein shall be prepared by the Chair or a Board designee. At the meeting, the Chair in his or her judgment may remove agenda items, or in accordance with the Open Public Meetings Act or the Restructuring Act, may add agenda items.

3. The agenda shall be made available on the website and at the office of Board Secretary at least five days before each meeting unless a shorter period is otherwise authorized under the Open Public Meetings Act. Memoranda or other materials pertinent to the agenda similarly shall be made available when distribution is consistent with the Open Public Meetings Act and the Open Public Records Act.

C. Conduct of Meetings

1. Open Meetings

(a) The Board shall conduct open meetings in accordance with the Open Public Meetings Act.

(b) There will be two opportunities for the public to speak. The first will be prior to consideration of agenda action items and will be restricted to comments on the action items. The second opportunity will be for comment on non-agenda items. Public comments on both agenda and non-agenda items will be subject to five-minute time limit. However, the Chair may waive these time limits at his or her discretion.

2. Closed Session

(a) Executive Session shall be held under circumstances and conditions, which meet the requirements of the Open Public Meetings Act and any amendments thereto.

III. OFFICERS OF THE BOARD AND THEIR DUTIES

A. The officers of the Board shall be Chair, a Vice Chair, Treasurer and a Secretary. The Chair and Vice Chair shall be voting Members.

B. The Chair shall preside over meetings of the Board. The Chair shall perform all duties commonly incident to the office and the Board. The Chair shall sign all reports or other documents required to be filed by law. The Chair shall also report to the Board on all matters that relate to the interests of the Board and require attention of the Board.

C. The Vice Chair shall act as Chair in the absence of the Chair.

D. The Secretary position shall be held by a professional staff member of the Board. The Secretary shall attend all meetings of the Board, act as its clerk and record all votes and the minutes of all proceedings, which shall be kept for archival purposes; shall perform like duties for the committees of the Board; shall give notice of all meetings of the Board and of its committees; and shall perform such other duties as may be prescribed by the Board or the Chair.

E. The Treasurer position shall be held by a professional staff member of the Board. The Treasurer shall render to the Board regular reports of the financial condition of the Board's finances and shall perform such other duties for the Board as may be prescribed by the Board or the Chair.

IV. COMMITTEES OF THE BOARD

A. The Chair may create standing and ad hoc committees as he or she deems appropriate to discharge responsibilities of the Board. Each committee shall have a written statement of purpose and primary responsibilities approved by the Board. Chair shall serve as *Ex Officio* member of all standing and ad hoc committees.

B. Each committee shall have 3 Members. Each committee shall have a chair and two members. Each committee shall have a designated administrative staff member to assist the committee with its work.

V. FISCAL YEAR

The fiscal year shall be from July 1 through June 30.

VI. WEBSITE

The Board Secretary shall maintain an Internet website for the Board. The purpose of the website shall be to provide increased public access to Board's operations and activities. The website shall be updated on a regular basis by the Board Secretary. The following information shall be posted on the Board's website:

- a. these bylaws and any additional rules, laws, regulations, resolutions, and official policy statements, if any;
- b. notice, posted at least five business days prior to a meeting of the Board or any of its committees, setting forth the time, date, location, and agenda of the meeting; and
- c. the minutes of each meeting of the Board.

VII. BYLAWS AMENDMENTS

These bylaws may be altered, amended or repealed by a majority of the voting Members of the Board at any regular, annual or special meeting. These bylaws, and any amendments hereto are subject to the Restructuring Act.

VIII. BYLAWS APPROVAL

These bylaws must be approved by a majority of the voting Members of the Board. Initially adopted on April 7, 2014.

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Conflict of Interest Policy No. 2014-04-02

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”), has been constituted under the New Jersey Medical and Health Sciences Education Restructuring Act," P.L.2012, c.45, s.34; and

WHEREAS, the Board is an instrumentality of the State of New Jersey and as such is “impressed with a public trust;” and

WHEREAS, members of the Board are “Special State Officers” and its officers are “State officers” under the terms of the New Jersey Conflicts of Interest Law (N.J.S.A. 52:13D-12 et seq.) and bound by the general standards of conduct set forth in the Code of Ethics approved by the State Ethics Commission; and

WHEREAS, Rutgers University and Rowan University are State institutions and their governing Board members and officers are subject to the New Jersey Conflicts of Interest Law (N.J.S.A. 52:13D-12 et seq.); and

WHEREAS, it is appropriate for the Rowan University/Rutgers-Camden Board of Governors to adopt the attached Conflict of Interest Policy for Members of the Board of Governors consistent with the New Jersey Conflicts of Interest Law (N.J.S.A. 52:13D-12 et seq.); and

NOW, THEREFORE, BE IT RESOLVED that the Board adopts the attached Conflict of Interest Policy; and

BE IT FURTHER RESOLVED that the Board shall ensure that the policy is distributed to all members and applicable staff upon adoption and that procedures are in place to ensure that the policy is being adhered to; and

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

Attachment: Rowan University/Rutgers-Camden Board of Governors Conflict of Interest Policy.

Rowan University/Rutgers-Camden Board of Governors
April 7, 2014

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

MEMORANDUM

TO: Members of the Rowan University/Rutgers-Camden Board of Governors

FROM: Steven D. Weinstein, Esq., Acting Legal Counsel

DATE: April 7, 2014

SUBJECT: Conflict of Interest Policy Governing the Conduct of the Rowan University/Rutgers-Camden Board of Governors Members and Employees

Introduction:

On June 29, 2012 the Legislature adopted Assembly Bill No. 3102, known as the “New Jersey Medical and Health Sciences Education Restructuring Act” which became P.L. 2012, c. 45 on August 22, 2012 upon execution by the Governor of New Jersey (hereinafter, the “Restructuring Act”). Under this Act, the Rowan University/Rutgers-Camden Board of Governors (hereinafter, the “Board”) was established. The Board is an instrumentality of the State of New Jersey and the members (hereinafter “Members”) of the Board have a fiduciary duty to the taxpayers. To that end, Board Members and employees of the Board (hereinafter “Employees”) may not act on matters in which they have financial or personal interest that might hinder their ability to perform their duties to the Board or employment. The purpose of this policy is to address how issues of actual, potential perceived conflict should be addressed.

I. Applicability of the New Jersey Conflicts of Interest Statute (N.J.S.A. 52:13D-12 et seq.)

Members of the Board are “Special State Employees” and Employees of the Board are “State Employees” under the terms of the New Jersey Conflicts of Interest Law (N.J.S.A. 52:13D-12 et seq.). The general standards of conduct in the New Jersey Conflicts of Interest Statute specifically applicable to Members of the Board and Employees are set forth in the Code of Ethics approved by the State Ethics Commission (formerly known as the Executive Commission on Ethical Standards) (the language reflects the wording found in the New Jersey Conflicts of Interest Law):

1. Members of the Board or Employees shall not have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity, which is in substantial conflict with the proper discharge of his or her duties in the public interest.
2. Members of the Board or Employees who engage in any particular business, profession, trade or occupation which is subject to licensing or regulation by a specific agency of State Government shall promptly file notice of such activity with the office of legal counsel.

3. Members of the Board or Employees shall not use or attempt to use their official positions at the Board to secure unwarranted privileges or advantages for themselves or others.
4. Members of the Board or Employees shall not act in their official capacities in any matter wherein they have a direct or indirect personal financial interest that might reasonably be expected to impair their objectivity or independence of judgment.
5. Members of the Board or Employees shall not accept any gifts, favors, services or other things of value under circumstances from which it might be reasonably inferred that such gifts, services or other things of value were given or offered for the purpose of influencing them in the discharge of their official duties.
6. Members of the Board or Employees shall not undertake any employment or service, whether compensated or not, which might reasonably be expected to impair their objectivity and independence of judgment in the exercise of official duties.
7. Members of the Board or Employees shall not knowingly act in any way that might reasonably be expected to create an impression or suspicion among the public having knowledge of their acts that they may be engaged in conduct violative of their trust as a special State Employee.
8. Members of the Board or Employees shall file secondary or outside employment forms with the Board's legal counsel concerning negotiation, appearance or representation on behalf of any party other than the State in connection with any cause, proceeding, application, or other matter pending before any State agency.

In addition to the general code of conduct, which sets forth guiding principles, there are also numerous specific prohibitions. Of course, these specific provisions would raise issues under the code of conduct provisions, but the legislature determined that conduct crossing certain lines should be beyond debate.

For example, no public employee or official may represent or negotiate with any company in which he or she has a 10% interest in any matter pending before any state agency (not just the agency with which the individual is involved) (N.J.S.A. 52:13D-16). Uncompensated Employees may represent or negotiate on behalf of third parties on matters that do not concern the agency involved; so Members of the Board may not represent or negotiate on behalf of third parties on Board matters. The statute also prohibits disclosure, whether or not for pecuniary gain, of information a Board Member or Employee acquires in the course of Board service, which is not generally available to the public (N.J.S.A. 52:13D-25).

The conflicts of interest law generally does not address how potential conflicts of interest issues are monitored. As a control group, Members of the Board need to be personally sensitive to potential conflicts issues so that possible conflicts are disclosed and discussed.

II. Annual Conflict of Interest Form

Each Member of the Board and Employee shall be required to file with the Secretary of the Board an annual Conflict of Interest Form, certifying: (1) that he or she has read the Conflicts of Interest Policy for Members of the Board and Employees; and (2) agrees to be governed by it;

and (3) agrees not to disclose any confidential information acquired in the course of Board service or employment which is not generally available to the public. The form will include the following questions:

1. Please list any occupation, trade, business, profession or employment presently engaged in by you and each member of your immediate family:

2. Do you hold a license issued by a state agency that entitles you to engage in a particular occupation, trade, business, profession or employment?

_____ Yes _____ No

If yes, please list the license held, the issuing state, and whether the license is active:

3. Are you or a member of your immediate family employed by the Board or have you or a member of your immediate family received or expect to receive payment, compensation, or remuneration from the Board?

_____ Yes _____ No

If yes, please list the name of the individual, their relationship to you, and the position for which payment or compensation is received or expected to be received below:

4. Are you or a member of your immediate family an Employee, director, trustee, partner (general or limited), employee or regularly retained consultant (compensated or uncompensated) of any company, firm or organization (profit or non-profit) that presently has business dealings with the Board or which might reasonably be expected to have business dealings with the Board in the coming year?

_____ Yes _____ No

If yes, please list the name of the individual and their relationship to you, the name of the company, firm or organization, the position held, and the nature of the business which is currently being conducted with the Board or which may reasonably be expected to be conducted with the Board in the coming year:

5. Do you or does any member of your immediate family have a financial interest of 10% or greater in a company, firm or organization which currently has business dealings with the Board or which may reasonably be expected to have such business dealings with the Board in the coming year?

_____ Yes _____ No

If yes, please list the name of the individual holding the interest and their relationship to you, the name of the company, firm or organization, the nature of the interest and the nature of the business which is currently being conducted with the Board or which may reasonably be expected to be conducted with the Board in the coming year:

6. Have you or a member of your immediate family accepted gifts, gratuities, lodging, dining, or entertainment that might reasonably appear to influence your judgment or actions concerning the business of the Board?

_____ Yes _____ No

If yes, please provide details below:

If any material change to the responses provided on the annual Conflict of Interest Form occurs before the next form is due, the Board Member or Employee is required to update the information on the form in writing, and submit the update to the Secretary of the Board.

III. Procedures for Disclosure and Management of Conflicts of Interest

In the event the Board is considering any transaction which may constitute a conflict of interest for a Board Member, the Board Member at the first knowledge of such a transaction must disclose the precise nature of the interest (unless previously disclosed) to the Secretary of the Board who shall assist the Board Member or Employee in determining whether recusal is appropriate. The Secretary of the Board may also, from time to time, bring a potential conflict of interest to the attention of a Board Member. The Secretary of the Board shall seek counsel from the Board's legal counsel where necessary. The legal counsel shall promptly make a determination as to whether such interest constitutes a conflict of interest requiring recusal and shall notify the Board Member and the Secretary of the Board.

Recusal constitutes a bar to any participation by the Board Member or Employee on the matter, which relates to the Board Member's or Employee's financial or personal interest and includes a prohibition on all communication by the Board Member or Employee on the matter to any Board Member. Recusal specifically requires that the Board Member or Employee not receive subsequent communications, documents or records regarding the proposed matter and absent himself or herself from the room during consideration or discussion of the proposed matter during a Board committee or Board meeting. Recusal also requires that the Board Member may not cast a vote on such an issue.

This policy statement shall be interpreted and applied in a manner that will best serve the interests of the Board. Should a Board Member or Employee disagree that a matter requires his or her recusal, the Board's legal counsel shall make the final, written determination. In the case of recusal of the legal counsel shall make the final written determination. The written determination shall be transmitted to the Board member or Employee and the Secretary of the Board. In the case of Employees, the legal counsel shall notify the Chief Executive Employee.

On an annual basis, the Secretary of the Board shall provide a summary report to the Board.

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Administrative Actions No. 2014-04-03

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”), has been constituted under New Jersey Medical and Health Sciences Education Restructuring Act (hereinafter “Restructuring Act”), P.L.2012, c.45, s.34; and

WHEREAS, under the Restructuring Act, the Board shall approve or disapprove of the establishment or expansion of any schools, programs, or departments in the area of health sciences proposed by either the board of trustees of Rowan University or the board of directors of Rutgers University-Camden; and

WHEREAS, under the Restructuring Act, the Board shall determine policies for the organization, administration, and development of curriculum and programs of Rowan University and Rutgers University-Camden in the area of the health sciences, including dual degree programs and partnerships between the institutions; and

WHEREAS, under the Restructuring Act, the Board shall make recommendations to Rowan University and to Rutgers, The State University for joint faculty appointments to Rowan University and Rutgers University-Camden;

WHEREAS, under the Restructuring Act, the Board shall provide curricular oversight of joint programs in the area of the health sciences of Rowan University and Rutgers University-Camden; and

WHEREAS, under the Restructuring Act, the Board shall develop plans for the operation and governance of health science facilities, including plans concerning the development and financing of capital improvements or expansions of health science facilities;

WHEREAS, the Board having been duly constituted and convened its inaugural meeting to begin the work as authorized under the Restructuring Act; and

WHEREAS, the Board needs to take administrative actions to initiate the operations of the Board.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the Chair to take necessary actions to initiate operations of the Board including submitting the necessary documents to Rowan and Rutgers Universities to transfer the funds authorized under the Restructuring Act, entering into a lease arrangement to house the Board’s operations, hiring

personnel, contracting professional services, entering into shared services agreement with Rowan University and Rutgers University-Camden and any other administrative actions deemed necessary and appropriate.

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

Rowan University/Rutgers-Camden Board of Governors
April 7, 2014

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Establishing a Banking Relationship No. 2014-04-04

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”), has been constituted under New Jersey Medical and Health Sciences Education Restructuring Act (hereinafter “Restructuring Act”), P.L.2012, c.45, s.34; and

WHEREAS, the Board may incur expenses and expend funds as necessary to carry out the functions authorized under the Restructuring Act; and

WHEREAS, the Board having been duly constituted and convened its inaugural meeting is ready to begin the work as authorized under the Restructuring Act; and

WHEREAS, the Board needs to establish a bank account.

NOW, THEREFORE, BE IT RESOLVED that the Board is designating TD Bank, which is the designated banking institution used by Rowan University. The Chair or Vice Chair are designated as the authorized signatures on the account. The Board also is authorizing the Chair to take necessary steps to open accounts at the designated bank(s); and

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

**Rowan University/Rutgers-Camden Board of Governors
April 7, 2014**

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Board Procedures No. 2014-04-05

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”), has been constituted under New Jersey Medical and Health Sciences Education Restructuring Act (hereinafter “Restructuring Act”), P.L.2012, c.45, s.34; and

WHEREAS, the Board has adopted bylaws during its inaugural meeting to inform and guide its members as they carry out their duties; and

WHEREAS, it is in the public interest for the Board to clearly enunciate the protocols for Board meetings and the ability of the public to participate in them.

NOW, THEREFORE, BE IT RESOLVED that the Board is adopting a policy pertaining to procedures governing Board meetings; and

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

**Rowan University/Rutgers-Camden Board of Governors
April 7, 2014**

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

PROCEDURES FOR THE ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS (Effective April 7, 2014)

1. Meetings are held in accordance with the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq., which provides for public notice of Board meetings and gives the public the opportunity to see and hear the Board conduct its business.
2. While public participation at Board meetings is not required under the Open Public Meetings Act, it will be the Board's customary practice to allow such participation with respect to specific, agenda action items. Any organization, group or individual from within or without Rowan or Rutgers Universities may be recognized to be heard only on agenda action items approved in accordance with Section II.B *the Notice and Agenda of Open Meetings* of the Bylaws of the Rowan University/Rutgers-Camden Board of Governors and that will be voted on at the meeting by the Board of Governors. Members of the public will also be provided an opportunity to comment on non-agenda items before the Board meeting adjourns. Presentations shall be subject to a five-minute time limit. However, the Chair of the Board at his discretion may revise the time limit to accommodate maximum public participation.
3. The agenda for each meeting, with the exception of the organizational meeting, will be prepared by the Chief Executive Officer of the Rowan University/Rutgers-Camden Board of Governors in consultation with the Chair of the Board. This draft agenda will be available in the Office of the Board Secretary and will be posted on the Rowan University/Rutgers-Camden Board of Governors website 5 business days before the meeting and distributed to the press, the Rowan University Office of the President and Rutgers University-Camden Office of the Chancellor and to any member of the public upon request.
4. Every opportunity will be given to admit all members of the public who wish to attend the meeting. However, the Board will conform to the occupancy limits established by the fire marshal. Priority will be given to members of the press. The remaining places for members of the public will be filled, prior to the start of the meeting, on a first-come, first-served basis.
5. Persons who engage in disruptive activities at the meeting may be required to leave the meeting room.

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Indemnification Policy No. 2014-04-06

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”), has been constituted under New Jersey Medical and Health Sciences Education Restructuring Act (hereinafter “Restructuring Act”), P.L.2012, c.45, s.34; and

WHEREAS, the Board is an instrumentality of the State of New Jersey; and

WHEREAS, the Board shall indemnify to the full extent permitted by the New Jersey Tort Claims Act, N.J.S.A. 59:1-1, et seq., and any amendments thereto, any member of the Board, officer or employee acting as an agent of the Board for any act or omission arising out of and in the course of the performance of the duties of his or her office, position or employment with the Board; and

WHEREAS, Board members and its employees’ ability to carry out the duties as authorized by the Restructuring Act in part require a clearly enunciated indemnification policy.

NOW, THEREFORE, BE IT RESOLVED that the Board is adopting an Indemnification Policy; and

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

**Rowan University/Rutgers-Camden Board of Governors
April 7, 2014**

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

MEMORANDUM

TO: Members of the Rowan University/Rutgers-Camden Board of Governors

FROM: Steven D. Weinstein, Esq., Acting Legal Counsel

SUBJECT: Indemnification Policy

DATE: April 7, 2014

The Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”), subject to the requirement of law and public policy of New Jersey and except as otherwise provided herein, shall indemnify to the full extent permitted by the New Jersey Tort Claims Act, N.J.S.A. 59:1-1, et seq., and any amendments thereto, any member of the Board, officer or employee acting as an agent of the Board for any act or omission arising out of and in the course of the performance of the duties of his or her office, position or employment with the Board, providing that the Board shall have the right to conduct the defense, including the appeals of any such member of the Board, officer or employee, it being understood, as well, that the Board shall defray all costs of defending such action, including reasonable counsel fees and expenses.

Any such indemnification may be made by the Board only as authorized in a specific case upon a determination that indemnification is proper under the circumstances because the member of the Board, officer or employee met the requisite standard of conduct set forth in the New Jersey Tort Claims Act; this determination shall be made by the Board’s legal counsel. The legal counsel may, however, in his or her discretion decide that it is appropriate to refer a particular matter to the Board for its determination. Such right of indemnification shall inure to the benefit of the legal representative of any such member of the Board, officer or employee.

The foregoing indemnification shall be in addition to, and not in restriction or limitation of, any statutory privilege or power, which the Board may have with respect to the indemnification or reimbursement of its members, officers or employees.

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Meeting Date and Newspaper Designation No. 2014-04-07

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”), has been constituted under New Jersey Medical and Health Sciences Education Restructuring Act (hereinafter “Restructuring Act”), P.L.2012, c.45, s.34; and

WHEREAS, the Board is an instrumentality of the State of New Jersey; and

WHEREAS, The Open Public Meetings Act (Chapter 231, P.L. 1975) requires that public meetings of the Board be announced in area newspapers and posted on the University website.

NOW, THEREFORE, BE IT RESOLVED that the Board directs the meeting schedule to be posted on the Board’s website and authorizes the Board Secretary to purchase advertising space in three regional newspapers. The designated papers are the South Jersey Times, the Courier-Post and the Philadelphia Inquirer;

BE IT FURTHER RESOLVED that the next meeting of the Board shall occur at the call of the Chair after communicating with the Board; and

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

**Rowan University/Rutgers-Camden Board of Governors
April 7, 2014**