

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

July 8, 2014

11:00 a.m.

Cooper Medical School of Rowan University
401 South Broadway
Camden, NJ 08103

AGENDA

1. CALL TO ORDER
2. STATEMENT OF COMPLIANCE WITH THE OPEN PUBLIC MEETINGS ACT
3. ROLL CALL
4. PLEDGE OF ALLEGIANCE
5. EXECUTIVE SESSION
6. CEO REPORT
7. COMMITTEE CHAIRMAN REPORT
8. PUBLIC COMMENT ON AGENDA ITEMS
9. MATTERS PRESENTED BY THE CHAIRMAN
 - a. Resolution acknowledging and confirming the submission of invoices for FY 2015 to Rowan University and Rutgers-Camden pursuant to New Jersey Medical and Health Sciences Education Restructuring Act (hereinafter "Restructuring Act"), P.L.2012, c.45, s.34
 - b. Resolution adopting procurement policy for the Rowan University/Rutgers-Camden Board of Governors
 - c. Resolution approving liability insurance for the Rowan University/Rutgers-Camden Board of Governors leased office space
 - d. Resolution appointing personnel action
 - e. (Resolution added at the meeting) Resolution authorizing the Rowan University/Rutgers-Camden Board of Governors to begin its August 12, 2014 meeting directly in Executive Session
10. COMMENTS BY BOARD MEMBERS
11. PUBLIC COMMENT ON NON-AGENDA ITEMS

12. CLOSING COMMENTS

13. ADJOURNMENT

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION

Funds

No. 2014-07-01

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 Restructuring Act provides that Rowan University and Rutgers-Camden shall each appropriate \$2.5 Million to the Board annually for operation of the Board; and

WHEREAS, the Board having been duly constituted and convened its inaugural meeting on April 7, 2014 to begin the work as authorized under the Restructuring Act; and

WHEREAS, the Board is seeking funds for FY 2015.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the Chair to submit necessary documentation to Rowan University and Rutgers-Camden to facilitate the transfer of funds in the amounts and as authorized under the Restructuring Act for FY 2015.

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

Rowan University/Rutgers-Camden Board of Governors

July 8, 2014

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Authorizing a Procurement Policy No. 2014-07-02

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 during its inaugural meeting on April 7, 2014 authorized the Chair to take necessary actions to initiate operations of the Board; and

WHEREAS, the Board as a public body should have a procurement policy that is in conformance with state procurement laws and transparent to vendors and the public;

NOW, THEREFORE, BE IT RESOLVED that the Board is approving the adoption of the attached procurement policy that is in conformance with state law and the by-laws of this Board; and

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

Rowan University/Rutgers-Camden Board of Governors
July 8, 2014

Attachment: Procurement Policy and Scoring Sheet

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

PROCUREMENT POLICY

1. Award of Contracts Consistent with the Provisions of N.J.S.A. 18A:64-52 et seq.

Purchases and Contracts involving Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”) as the receiver of goods and services is governed by the State College Contracts Law (N.J.S.A. 18A:64-52 *et seq.*). Under the statute, the definition of “contracts” includes “contracts or agreements for the performance of work or the furnishing or hiring of services, materials or supplies as distinguished from contracts of employment.” Thus, employment contracts are not covered by these Policies and Procedures.

While the State College Contracts Law governs only those contracts set forth in N.J.S.A. 18A:64-52 *et seq.*, this Policy, as a matter of Board standard operating procedure, shall apply to all contracts (except employment contracts) regardless of whether the Board provides the services, materials or supplies, or whether the Board receives the services, materials or supplies, whether or not payment is received or made for such services, materials or supplies.

2. Purchases or Contracts Not Requiring Public Bidding Process.

The State College Contracts Law established limited circumstances in which bids are not required for goods or services where Board funds are to be expended. These circumstances are as follows:

(i) *Purchases or Contracts Below the Bid Threshold Amount.* Any purchase or contract below the bid threshold amount established from time-to-time by the New Jersey Department of Treasury (currently \$32,100) does not require public bidding. By adopting this Policy, the Board authorizes the Chief Executive Officer to execute such contracts below the bid threshold, provided however, that all such purchases and contracts shall be reported to the Board through the Chair and Finance Committee of the Board.

Notwithstanding that a purchase or contract is below the bid threshold, the Board shall employ the following procedures as to obtain the lowest responsible bid, most advantageous to the Board, price and other factors considered for the item or contract in question:

(a) \$0 to 10% of Bid Threshold Amount (currently \$3,210) – may be by direct purchase – no quotes required;

(b) Above 10% of Bid Threshold Amount up to 20% of Bid Threshold Amount (currently \$6,420.00) – requires telephone quotes from at least three vendors; and

(c) 20% of Bid Threshold Amount to maximum under bid threshold – written quotes from at least three vendors.

Pursuant to N.J.S.A. 18A:64-70, if the Chief Executive Officer deems it impractical to solicit competitive quotations, or having sought quotations, determines that an award should not be made on the basis of price and other factors, he or she shall file a written statement of explanation of the reasons and place the statement on file with the contract and inform the Chair and the full Board through the Finance Committee.

3. Purchases and Contracts Requiring Public Bidding.

All purchases and contracts above the bid threshold limit (currently \$32,100) are required to be bid under applicable state law. (See N.J.S.A. 18A:64-65 *et seq.*) All purchases and contracts exceeding the bid threshold amount and requiring public bidding shall be authorized and approved by the full Board after consideration by the Committee of Jurisdiction.

Upon receiving authorization from the Board, the Chief Executive Officer may include the prequalification of potential proposers and shall include the solicitation of proposals on forms to be developed by the Chief Executive Officer or Counsel. The award of a contract shall be based on the evaluation of the proposals, based on criteria which may include, but not necessarily be limited to the following criteria: accessibility; understanding of the assignment; price; methodology/plan for accomplishing the assignment; general experience; experience specific to the assignment; sufficiency of resources to perform the task; and performance of services within the United States of America.

The proposals shall be evaluated by a committee consisting of the CEO; General Counsel; the Capital Committee Chair or his/her designee; the Finance/Audit Committee Chair or his/her designee; and the Executive Committee Chair or his/her designee.

The evaluation shall be conducted in private. As part of the evaluation, the evaluation committee may request supplemental information, request presentations and may conduct negotiations with one or more proposers.

The instructions to the bidders shall specify that unsuccessful bidders who wish to contest an award should contact the Chief Executive Officer within 3 days of the publication of the award. The Chief Executive Officer will advise the protester of the process for challenging the award. Normally, the first step in the processing of a challenge is to provide an informal hearing, conducted by a Board officer, to examine the appropriateness of the process of selection.

The award to the successful bidder shall be made by resolution adopted by the appropriate Committee of jurisdiction. If the Committee of jurisdiction approves the award of a contract, then a resolution approving the contract is eligible to be placed on the full Board's agenda. The

unsuccessful proposals shall not be disclosed to the public in order to protect the bidders' confidential and/or business proprietary information.

4. Special Provisions Relating to Construction and Renovation Contracts.

Contracts for construction of buildings and improvements are governed by N.J.S.A. 18A:64-74 *et seq.* Contracts for construction and renovation of buildings shall be awarded to the "lowest responsible bidder whose bid, conforming to the invitation for bids, will be the most advantageous to the University." N.J.S.A. 18A:64-76.1(b). The public bidding process shall be conducted by the Board in accordance with public bidding laws applicable to the state colleges and universities.

The Board shall authorize the procurement of all construction and renovation bids and award of such contract(s). Under no circumstances will a construction contract be awarded to a vendor unless there has been appropriate approval of a total project budget by the Finance Committee and the full Board. In the event it is determined at some point in time that the overall budget must be increased, the increase in budget must be specifically approved by the Board, as the case may be, before any contract is awarded that is in excess of the original budget. The total project budget shall include items such as: architect and engineering fees; permitting fees; advertisement, printing and bidding costs; construction contract costs; specialty consultant fees (e.g., commissioning agent); ff&e (fixtures, furnishings and equipment) and project contingency.

Change Orders are a matter particularly unique to construction contracts. A change order is defined as a change in the plan or design in a project as directed and approved by the Board. The Board shall approve all change orders.

Contingency amounts and allowances also are a matter particularly unique to construction contracts. Contingency amount(s) and allowances shall be incorporated in an overall project budget approved as set forth above, and shall include only those items specifically identified by the Board in advance and included in the total project. A contingency amount is the Board's reserve amount in a total project budget for unforeseen circumstances such as a major change in scope or cost overrun due to unforeseen delays. The Chief Executive Officer may approve contingency payments as a change order only if approved by the Board.

At the conclusion of a project, any unused contingency and/or allowance amounts shall be credited back to the Board through a change order that reduces the total contract amount.

5. Emergency Situations.

When the Chief Executive Officer has received sufficient reasonable information that an emergency exists that affects the health, safety or welfare of occupants of Board property or the integrity of Board owned property, requiring immediate delivery of materials or supplies or the performance of necessary work, the Chief Executive Officer may award a contract for the work, materials or supplies needed to address the emergency only after consultation with the Chair of the Board. If the materials, supplies or services are below the bid threshold, a contract shall be

awarded following the procedures for such purchases or contracts set forth above, to the maximum extent reasonably possible under the circumstances. In any event, the Chief Executive Officer shall detail and report to the Board all emergency event expenditures incurred at the next scheduled Board meeting.

6. Duration of Contracts.

Normally a contract may not exceed a term of three (3) years. The term of a contract does not necessarily coincide with a fiscal or calendar year. See N.J.S.A. 18A:64-79 and N.J.S.A. 18A:64-54. There are, however, certain kinds of contracts that may extend beyond three years, provided the contracts contain a clause making them subject to the availability and appropriation annually of sufficient funds to meet the extended obligations or contain an annual cancellation clause. The contracts that may extend beyond three years include, but are not limited to the following:

- (i) Retention of architect, engineer, construction manager or other consultant in connection with a specific construction project (length of time necessary to complete the project); and
- (ii) Banking, financial and e-commerce services (up to five years).

The fact that a contract may be entered into for a term of three years or longer does not require that a contract be entered into for such a term. Sufficient justification for a contract term beyond one year must be submitted by the Chief Executive Officer to the Board before public advertising is made, and the justification for an extended term must include more than administrative convenience.

7. Contracts Not Requiring Board Expenditure.

Contracts or agreements that do not require an expenditure of University funds or which potentially result in income to the Board may be negotiated and entered into by the Chief Executive Officer upon consultation with the Chair and the Finance Committee. Contracts that generate annual revenues in excess of \$25,000 shall be reported to and approved by the Board.

8. Application for and Acceptance of Grant Awards.

The Chief Executive Officer is authorized to apply for any and all grants from external entities; the Board shall be notified of such application. The receipt of all grant awards shall be reported to the Board at the next regular meeting of the Board following receipt of the award. If a matching expenditure is required of the Board, the Chief Executive Officer shall seek Board's approval prior to applying for any such grants.

9. Contracts Related to Real Property.

The Board shall specifically approve all contracts and transactions involving the acquisition, conveyance or lease of real property. Upon such approval, the contracts and transaction documents shall be executed by the Chief Executive Officer.

10. Record of Contracts Awarded.

The Board shall maintain in the Office a written record of all contracts entered into by the Board under the within Policies and Procedures, and such record shall contain the following information: name and address of the vendor; term of the contract; amount; purpose of the contract; and any special circumstances attendant to its execution (such as emergency). In addition, the Board shall retain all final scoring sheets and evaluation forms.

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

SCORING CRITERIA FOR PROCUREMENT

<u>EVALUATION FACTORS</u>	<u>SCORE</u>
Points are awarded based on information contained in the technical proposal, any supplemental information obtained and information gathered during the interview, if one is conducted	
A. Technical proposal contains all required information 5 Points	
B. Relevance and extent of qualifications, and experience 25 Points	
C. Relevance and extent of similar engagements performed 25 Points	
D. Plan for performing engagement is thorough, and demonstrates knowledge of requirements and personnel availability 25 Points	
E. Reasonableness of cost proposal 20 Points	
TOTAL	

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Insurance No. 2014-07-03

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

WHEREAS, the Board during its inaugural meeting on April 7, 2014 authorized the Chair to take necessary actions to initiate operations of the Board, including obtaining necessary insurance policies; and

WHEREAS, the Chair assigned the responsibility to evaluate insurance needs and vendor proposals to the Executive Committee; and

WHEREAS, the Executive Committee solicited and reviewed at least two proposals from insurance agents to recommend necessary personal and property liability insurance and workman’s compensation policy for the Board’s offices and operations; and

WHEREAS, it is advantageous to the Board to retain an insurance agent who may then recommend and obtain appropriate insurance coverage for the Board.

NOW, THEREFORE, BE IT RESOLVED that the Board is approving the appointment of M&C as the insurance agent for the Board and authorizing the purchase of personal and property liability insurance and workman’s compensation policy for the Board’s offices and operations from Wesco Insurance Company and Preserver Insurance Company; and

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

Rowan University/Rutgers-Camden Board of Governors
July 8, 2014

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Appointment of Personnel No. 2014-07-04

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 is an instrumentality of the State of New Jersey; and

WHEREAS, the Board during its inaugural meeting on April 7, 2014 authorized the Chair to take necessary actions to initiate operations of the Board, including the appointment of personnel to run the day-to-day operations of the Board; and

WHEREAS, the Executive Committee has approved the appointment of an Executive Assistant.

NOW, THEREFORE, BE IT RESOLVED that the Board is approving the appointment of Ms. Yanelis Fernandez as Executive Assistant to the Board, authorized by the Chair as contained in the letter of employment attached here/to; and

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

Rowan University/Rutgers-Camden Board of Governors
July 8, 2014

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

Hon. Jack Collins, Esq.
Chairman
Mr. Louis S. Beizch
Vice-Chairman
Mr. Chad M. Bruner
Ms. Michellene Davis, Esq.
Mr. Fred Graziano
Mr. Robert Mortensen
Hon. Dana Redd
Kris Kolluri, Esq.
Chief Executive Officer

200 Federal Street
Suite 300
Camden, NJ 08103
856-203-6757 (p)
856-379-3953 (f)

July 7, 2014

Ms. Yanelis Fernandez



Subject: Employment Offer

Dear Ms. Fernandez:

I am writing on behalf of the Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”) to extend to you an offer to become the Executive Assistant (hereinafter “Executive Assistant” or “Employee”) to the Chief Executive Officer (hereinafter “CEO”) and the Board pursuant to the following terms:

1. The Board agrees to employ Employee as Executive Assistant, and Employee agrees to be employed by the Board as Executive Assistant. The Employee shall report directly to the CEO. The CEO shall review the performance of the Employee on an annual basis. Unless otherwise directed by the CEO or the Board, the Employee shall have general administrative responsibilities. The Employee shall perform the following duties in addition to any other duties assigned to her by any other provisions of the by-laws or by the CEO: (1) manage the day-to-day operations of the office; (2) organize and maintain files and records; (3) plan and schedule meetings and appointments of the CEO and Board members; (4) manage projects and conduct research when assigned by the CEO or the Board; (5) prepare and edit correspondence, reports, and presentations; (6) make travel arrangements for CEO and Board members if necessary; and (7) provide professional and courteous service to visitors and people who call the Board office.

2. The Employee is an “at-will” employee.

3. The Employee shall be compensated Thirty Thousand Dollars (\$30,000) annually. The Board shall pay the Employee’s salary on a bi-monthly basis. For administrative purposes only, the employee’s pay will be processed through the Rowan University payroll system.

4. The Employee’s vacation shall be similar to those offered to Managing Administrative Assistants at Rowan University. The vacation policy of Rowan University shall govern administration of these benefits during employment and at termination of the Employee’s service to the Board as applicable.

5. The Board shall seek guidance from the State regarding the Board's eligibility to offer retirement and health benefits to its employees as governed by applicable state law provisions related to higher education institutions. If the State does not afford pension and health benefits to the Employee, then the Board shall provide Employee no more than a comparable health care plan and private retirement benefits such as a standard tax-deferred plan. In no case shall the Employee be eligible for any more benefits than those offered to state employees.

6. This Agreement shall be governed and construed exclusively in accordance with the laws and rules of the State of New Jersey.

Please indicate your acceptance of this offer by signing the letter in the space below and returning it to me. I look forward to working with you, Yanelis.

Sincerely,

Hon. Jack Collins
Chairman
Rowan University/Rutgers-Camden Board of Governors

AGREED AND ACCEPTED

Ms. Yanelis Fernandez
07/08/14

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Meeting Times No. 2014-07-05

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors (hereinafter “Board”), desires to facilitate public attendance and participation in the most effective manner and to avoid causing the public to be present at the beginning of Board meetings and then sit idle while the Board typically moves in to Executive Session.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorized to begin its August 12, 2014 meeting at 11:00 a.m. directly in Executive Session and to begin its Public Session at 11:45 a.m.; and

BE IT FURTHER RESOLVED that a further resolution be considered at the August 12, 2014 meeting to amend the annual meeting schedule to include a similar provision for all future 2014-2015 Board meetings.

Rowan University/Rutgers-Camden Board of Governors
July 8, 2014