

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS MEETING

DECEMBER 9, 2014

BOARD MEMBERS IN ATTENDANCE

Chad Bruner
Lou Bezich (Vice-Chair)
Jack Collins (Chair)

BOARD MEMBERS ABSENT

Dana Redd
Fred Graziano
Michellene Davis

BOARD REPRESENTATIVES PRESENT

Kris Kolluri, CEO, Rowan University/Rutgers-Camden Board of Governors
Raymond G. Console, Esq., Legal Counsel for the Rowan University/Rutgers-Camden Board of Governors

OTHERS

Members of the Press
Members of the Public

CALL TO ORDER

A meeting of the Rowan University/Rutgers-Camden Board of Governors was held on December 9, 2014 at the Campus Center, Rutgers University – Camden, 326 Penn Street, Camden, New Jersey. The meeting was called to order by Mr. Collins at 12:20 p.m. Mr. Collins presided as Chair of the meeting.

OPEN PUBLIC MEETINGS ACT STATEMENT

Mr. Console read the Open Public Meetings Act Statement of Compliance.

ROLL CALL

At the direction of the Chair, Mr. Console took attendance by calling the roll.

PLEDGE OF ALLEGIANCE

Chair Collins asked everyone to rise for the Pledge of Allegiance.

OPEN SESSION

Chair Collins stated that, in accordance with Board Resolution No. 2014.08.04, adopted on August 12, 2014, today's meeting was started in Executive Session at 11:00 a.m. Topics discussed in Executive Session were personnel actions, real estate and

finance matters. Personnel actions taken in closed session are also being addressed in open session today. The only action that was taken in Executive Session was to accept the draft Concept Plan that was presented by HOK Architects, Inc. for the proposed Health Sciences Building in Camden, New Jersey. At that point, a motion was made, seconded and unanimously approved to move into open session.

APPROVAL OF PRIOR MEETING MINUTES

Chair Collins asked for a motion to approve the Minutes from the Board's previous meetings held on April 7, 2014, May 20, 2014, July 8, 2014, August 12, 2014, September 9, 2014 and October 14, 2014. A motion was made and seconded to approve the prior meeting Minutes. The motion was unanimously approved.

CEO REPORT

Mr. Kolluri presented his CEO Report. Thank you Mr. Chairman. I want to report on two specific matters today.

First, I want to give the Board a brief update on the Medical Assistants Training Program, which was approved by the Board. As you know, the Camden Coalition of Health Care Partners (CCHP) is assisting the Board in developing the program, and recruiting the students.

To date, we have made good progress. CCHP & One-Stop, which will oversee the grants for the students, met with guidance counselors & teachers from WWHS, Camden High, & Brimm. At that meeting, they introduced program & recruitment materials. Program application/parental consent & release form have been created and sent to guidance counselors. Application deadline has been tentatively set for December 11th to identify students for interviews.

Recruitment/onboarding project plan have been completed. The student interviews will happen around December 16th. Once the students have been identified, they will be sent for In-depth scholarship eligibility interviews in January. Once this step is finished, CCHP will work with partnering health care institutions to bring the students on as apprentices. The students will start this in February, 2015.

Second, Mr. Chairman, in October, the Board gave its approval to hire HOK architects to work on the concept plan for the new Joint Health Sciences Center. The Restructuring Act gives the Board the authority to advance capital projects.

Over the last eight weeks, we have worked with stakeholders to develop a draft concept plan from a programmatic and a facilities perspective. That draft plan was presented to the Board this am and will now be reviewed by the Board before it is finalized. The concept plan is a reflection of a unified and collaborative academic and research model solely intended to advance the board's mission and do so in a manner that is cost efficient.

One of the facilities that will be housed in the new Joint Health Sciences Center is the Rutgers/Rowan biomedical facility. Today the board will be giving the CEO authorization to seek funding from the state of New Jersey for the biomedical facility portion of the building.

Since the biomedical facility is a collaborative between Rutgers and Rowan Universities, the Board would need the approval and authorization of these two institutions to seek funding.

In fact, both Rutgers and Rowan Universities are in the process of within the next 24-hours will give the Board the authorization to seek funding from the State of New Jersey for biomedical facility portion of the Joint Health Sciences Center.

Over the next several weeks, I will work with other stakeholders to finalize the remaining component parts of the Joint Health Sciences Center and come back to the Board for approval. Mr. Chairman, I strongly believe that we would not finished the volume of work without the full cooperation of Rutgers and Rowan Universities.

However, the fact we are at a point to apply for funds from the State of New Jersey in a unified manner is itself a reflection of the Board's commitment to work with our partnering institutions.

At its very core, the purpose of the Joint Health Sciences Center will be house collaborative academic and research programs provided by a consortium of higher education institutions offering a vertically diverse range of degrees that best meet the market demands.

In conclusion, the Board believes that bringing such an integrated facility to fruition will serve as a model for other state funded institutions around New Jersey.

**PUBLIC COMMENTS ON
AGENDA ITEMS**

Chair Collins opened the floor to comments from the public specifically related to the resolutions on the Agenda. There were no public comments.

**MATTERS PRESENTED BY THE
CHAIR FOR ACTION
CONSIDERATION**

Chair Collins introduced Mr. Kolluri to present the Resolutions listed in the Agenda. Each Resolution presented by Mr. Kolluri was moved, seconded and unanimously approved by roll call vote. The following Resolutions were adopted by the Board:

Resolution 2014.12.01

Resolution authorizing the Chief Executive Officer to apply for State funds to advance a Collaborative Rutgers University and Rowan University Biomedical Research Facility to be housed within a Joint Health Sciences Center in Camden, New Jersey.

Resolution 2014.12.02

Resolution approving appointment of an Executive Assistant.

Resolution 2014.12.03

Resolution authorizing the Chief Executive Officer to procure payroll administration services.

The full text of each of these Resolutions is appended to these Minutes.

**COMMENTS BY BOARD
MEMBERS**

Chair Collins invited members of the Board to offer comments. There were no Board member comments.

**PUBLIC COMMENTS ON
NON-AGENDA ITEMS**

Chair Collins invited members of the audience to address the Board. Steve Weinstein, Sr. V.P. for Governmental Relations and General Counsel of Rowan University, praised the Joint Health Sciences Center initiative and the efforts by all parties involved to work collaboratively and expeditiously toward that objective.

Rayman Solomon, Provost of Rutgers-Camden University, similarly praised the Board's action and the efforts of all involved.

CLOSING COMMENTS

Chair Collins opened the floor for any closing comments by Board Members. None were offered.

ADJOURNMENT

There being no further business to come before the meeting, Chair Collins entertained a motion for adjournment. The motion for adjournment was seconded and unanimously approved, whereupon Chair Collins adjourned the meeting at 12:45 p.m.

Jack Collins, Chair, Rowan University/
Rutgers-Camden Board of Governors

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION

Development of a Collaborative Rutgers University and Rowan University Biomedical Research Facility to be housed within a Joint Health Sciences Center No. 2014.12.01

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,” (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 Restructuring Act gives the Board the authority to develop plans for the operation and governance of health science facilities, including plans concerning the development and financing of capital improvements or expansion of health science facilities; and

WHEREAS, the Board is undertaking the development and construction of a Joint Health Sciences Center in Camden, New Jersey that will contain (i) a Collaborative Rutgers University and Rowan University Biomedical Research Facility (“Collaborative Facility”), (ii) instructional space, and (iii) administrative space; and

WHEREAS, the development a Collaborative Facility to be housed within a Joint Health Sciences Center is part of a larger plan to build collaborative health sciences research and academic programs between Rowan University, Rutgers University and area institutions to increase academic capacity, increase access for future students in Camden and South Jersey, and to benefit the students of Rutgers University - Camden and Rowan University in this region of the State; and

WHEREAS, Rutgers and Rowan Universities have determined that the development of a Collaborative Facility to be housed within the Joint Health Sciences Center will assist in furthering the institutions’ goals and better meet the needs of their respective programs and students; and

WHEREAS, the Board has sought and received or will imminently receive authorization from Rutgers University and Rowan University to seek funding from the State of New Jersey to develop a Collaborative Facility to be housed within the Joint Health Sciences Center; and

WHEREAS, the Board intends to seek funding for the Collaborative Facility to be housed within the Joint Health Sciences Center through N.J.S.A. 34:1B-21.31 *et seq.* (the “Biomedical Research Act”); and

WHEREAS, the Board is fully committed to advancing and structuring the Collaborative Facility to be housed within the Joint health Sciences Center consistent with N.J.S.A. 34:1B-21.31 *et seq.* (the “Biomedical Research Act”) and the Restructuring Act; and

WHEREAS, Rutgers University and Rowan University have or will imminently authorize their respective officers to work with the Board to seek approval and authority from the New Jersey Economic Development Authority (“EDA”) and any other appropriate New Jersey State office, department or instrumentality (collectively, “State”) to use the funds outlined in the Biomedical Research Act, *inter alia*, for the development of the Collaborative Facility to be housed within the Joint Health Sciences Center.

NOW, THEREFORE, BE IT RESOLVED that the Board authorizes the Chief Executive Officer to take all necessary actions to apply for funds from the State of New Jersey pursuant to the Biomedical Research Act to advance the Collaborative Facility to be housed within the Joint Health Sciences Center to be located in Camden; and

BE IT FURTHER RESOLVED, that the Board authorizes the Chief Executive Officer to take all appropriate steps to conduct full and thorough due diligence to identify any outstanding financial, legal, organizational, governance or academic issues that may arise as a result of the development of the Collaborative Facility to be housed within the Joint Health Sciences Center (collectively, the “Board Due Diligence”); and

BE IT FURTHER RESOLVED, that with the support of Rutgers University and Rowan University the Board will (i) submit an application for funding of the Collaborative Facility from the EDA, and (ii) seek approval and authority from the EDA and/or State to use funds outlined in the Biomedical Research Act for the development of the Collaborative Facility to be housed within the Joint Health Sciences Center; and

BE IT FURTHER RESOLVED, that the Chief Executive Officer is authorized, on behalf of the Board to sign all documents and take all steps necessary to obtain funding from the EDA and/or State as outlined herein; and

BE IT FURTHER RESOLVED, that the use of funds granted under the Biomedical Research Act for the development of the Collaborative Facility is conditioned on satisfactory completion of the Board Due Diligence and Rutgers University and Rowan being satisfied (i) the State and/or EDA approve of the use of such funds for such purpose, and (ii) all the participating entities abide by the obligations and requirements of the Biomedical Research Act and the New Jersey Medical and Health Sciences Education Restructuring Act, including execution of the necessary Consortium and Operating Agreements.

BE IT FINALLY RESOLVED, that this Resolution shall take effect immediately.

**Rowan University/Rutgers-Camden Board of Governors
December 9, 2014**

ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS

RESOLUTION Appointment of Personnel No. 2014.12.02

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, including the appointment of personnel to run the day-to-day operations of the Board; and

WHEREAS, the Finance and Executive Committees have approved the appointment of an Executive Assistant.


NOW, THEREFORE, BE IT RESOLVED that the Board is approving the appointment of Ms. Sandra T. McAndrew as Executive Assistant to the Board and is authorizing the Chair to agree to the terms of employment contained in the letter of employment attached here/to; and

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

**Rowan University/Rutgers-Camden Board of Governors
December 9, 2014
Attachment: Employment Letter**

ROWAN UNIVERSITY/RUTGERS - CAMDEN BOARD OF GOVERNORS

December 9, 2014

Ms. Sandra T. McAndrew


Subject: Employment Offer

Dear Ms. McAndrew:

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.

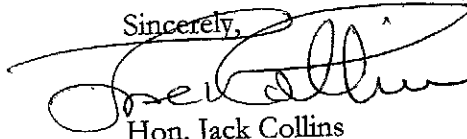
3. The Employee shall be compensated Thirty Six Thousand Dollars (\$36,000) annually. The Board shall pay the Employee’s salary on a bi-monthly basis. For administrative purposes only, the Employee’s pay will be processed through the Rowan University payroll system until such time the payroll is processed by an outside vendor.

4. 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

5. 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, Sandra.

Sincerely,



Hon. Jack Collins

Chairman

Rowan University - Rutgers Camden Board of
Governors

AGREED AND ACCEPTED

Sandra T McAndrew

Ms. Sandra T. McAndrew

12/09/14

**ROWAN UNIVERSITY/RUTGERS-CAMDEN
BOARD OF GOVERNORS**

**RESOLUTION
Payroll Services
No. 2014.12.03**

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, to date the Board has relied on Rowan University to administer the payroll and benefits of its employees; and

WHEREAS, the Board and Rowan University had agreed that the Board would seek an outside payroll vendor to administer the payroll and benefit functions of the Board starting in 2015; and

WHEREAS, the Finance and Executive Committees were briefed by the Chief Executive Officer regarding the need to procure the services of outside payroll company; and

WHEREAS, the Finance and Executive Committees authorized the Chief Executive Officer to procure the services of an outside payroll company.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the Chief Executive Officer to procure the services of an outside payroll company consistent with the Board’s procurement policy (Res. No. 2014-07-02); and

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

**Rowan University/Rutgers-Camden Board of Governors
December 09, 2014**