

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

SEPTEMBER 09, 2014

**BOARD MEMBERS
IN ATTENDANCE**

Chad Bruner
Lou Bezich (Vice-Chair)
Jack Collins (Chair)
Michellene Davis
Fred Graziano (via teleconference)
Robert Mortensen
Dana Redd

**BOARD MEMBERS
ABSENT**

None

**UNIVERSITY
REPRESENTATIVES
PRESENT**

Joanne Connor, Executive Assistant to the President, Rowan University
Steve Weinstein, Sr.V.P. for Governmental Relations and General Counsel, Rowan University
Kris Kolluri, CEO, Rowan University/Rutgers-Camden Board of Governors
Joan K. Gustin, Recording Secretary for the Board of Trustees, Rowan University
Yanellis Fernandez, Executive Assistant, Rowan University/Rutgers-Camden Board of Governors

OTHERS

Members of the Press
Members of the University community

CALL TO ORDER

A meeting of the Rowan University/Rutgers-Camden Board of Governors was held on September 09, 2014 at the Cooper Medical School of Rowan University (CMSRU), Camden, NJ. Chair Collins welcomed everyone to the meeting, called the Public Session of the meeting to order at 12:03 p.m., and requested that all cell phones be turned off.

Chair Collins stated in accordance with resolution #2014.07.05, which was adopted on July 8th, 2014, that today's meeting was planned to begin in Executive Session at 11:00 a.m. He noted that because there were no discussion items, there was no Executive Session today. He asked Dr. Connor to read the Open Public Meetings Act Statement.

**OPEN PUBLIC MEETINGS ACT
STATEMENT**

Dr. Connor read the Open Public Meetings Act Statement.

ROLL CALL

Chair Collins asked Dr. Connor to conduct attendance by calling the roll.

PLEDGE OF ALLEGIANCE

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

PRESENTATION

Chair Collins introduced Mr. Jared Susco, Chief Operating Officer for the Camden Coalition. Mr. Susco presented a PowerPoint and provided a hard copy of same for the members of the Board. He presented on the topic of Community-Based, Multi-disciplinary Care Management for Vulnerable Populations.

CEO REPORT

Mr. Kolluri began his report by congratulating Mr. Mortensen for his election as Chairman of the Rutgers-Camden Board of Directors.

Mr. Kolluri acknowledged the attendance of Chancellor Phoebe Haddon, Vice Chancellor Larry Gaines, and Associate Chancellor Mike Sepanic.

Mr. Kolluri provided an update on the Health Science Building. He noted the meetings with Chancellor Haddon, President Houshmand, President Yannuzzi, and President Keating were very productive and the process has begun for meeting with the provosts, deans, and faculty of each respective institution to develop a facility plan.

Mr. Kolluri noted the resolution being presented to the Board today to approve issuance of a Request for Proposal for architectural services to aid the effort to submit financial and architectural plans needed to obtain funding. He also noted the resolution to authorize the issuance of a Request for Proposal to hire a property appraisal firm to evaluate site options.

Mr. Kolluri noted the Executive Committee has consented to advertise for a project manager and Mr. Kolluri will keep the Board informed as to the process as it develops.

Mr. Kolluri noted the receipt of proposals and the selection of Cozen O'Connor and Schnader to be the primary outside counsel and conflict counsel respectively and that they will assume the formal role of counsel to the Board on all matters and he noted the timeliness of this appointment.

Academically, Mr. Kolluri reported he continues to work with the provosts of both Rowan and Rutgers-Camden to evaluate and develop recommendations for the Board.

Regarding research, Mr. Kolluri reporting partnering with both institutions and outside entities to develop ideas which will be reported to the Board for its consideration and approval.

Lastly, Mr. Kolluri reported Ms. Ehert has developed protocols and is in the process of developing an accounting policy to ensure full compliance with audit requirements.

PUBLIC COMMENTS ON

Chair Collins opened the floor to comments from the public

AGENDA ITEMS

that are specifically related to the resolutions on the Agenda and none were offered.

MATTERS PRESENTED BY THE CHAIRMAN/ACTION ITEMS

RESOLUTION No. 2014-09-01

APPOINTMENT OF OUTSIDE LEGAL COUNSEL

Mr. Kolluri stated the first resolution approves legal counsel for the Rowan University/Rutgers-Camden Board of Governors.

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 will be undertaking the development and construction of a Health Science Building in Camden and as such will require outside legal services with regards to construction, real estate, and financing matters; and

WHEREAS, the Board is also ramping up its operations and will need legal guidance on governance matters in order to effectively carry out its statutory mandate; and

WHEREAS, on April 15, 2014, the Board issued a Request for Proposals for outside legal counsel services; and

WHEREAS, the procurement committee considered the proposals from various law firms and sent its recommendations to the Executive Committee; and

WHEREAS, the Executive Committee considered and consented to the procurement committee's recommendations of outside legal counsel and agreed to send it to the full Board for its consideration; and

WHEREAS, on August 12, 2014, the Board approved the FY 2015 Operating Budget which contained an expenditure line-item for hiring outside legal services.

NOW, THEREFORE, BE IT RESOLVED that the Board is approving the appointment of Cozen O'Connor and Schnader Harrison Segal & Lewis, LLP as outside legal and conflict counsel respectively; and

BE IT FURTHER RESOLVED that the Board is authorizing the engagement of legal services to an amount not to exceed \$125,000 for fiscal year 2015; and

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

Mr. Kolluri opened the floor to questions and none were offered. Chair Collins entertained a motion from Mr. Bruner and seconded by Mr. Bezich to approve Resolution No. 2014-09-01. Chair Collins asked Dr. Connor to take a roll call vote. A roll call vote was taken; 7-0 in favor, and Resolution No. 2014-09-01 was approved.

RESOLUTION No. 2014-09-02

PROPERTY APPRAISAL SERVICES

Mr. Kolluri stated the second resolution authorizes the Rowan University/Rutgers-Camden Board of Governors to issue a Request for Proposal for property appraisal services.

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 will be undertaking the development and construction of a Health Science Building in Camden; and

WHEREAS, under Restructuring Act, the Board can acquire, by gift, purchase, condemnation or otherwise, own, lease, dispose of, use and operate property, whether real, personal or mixed, or any interest therein, which is necessary or desirable for its purposes; and

WHEREAS, the Board must follow established legal protocols to acquire property, including but not limited to, conducting appraisals of property in a manner prescribed by state law; and

WHEREAS, the Board does not possess in house expertise to conduct appraisals of property and therefore must seek such services from a qualified outside vendor.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the Chief Executive Officer to issue a Request for Proposals for property appraisal services; and

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

Chair Collins entertained a motion from Mr. Mortensen and seconded by Ms. Redd to approve Resolution No. 2014-09-02. Chair Collins opened the floor to questions from the Board. There being none, Chair Collins asked Dr. Connor to take a roll call vote. A roll call vote was taken; 7-0 in favor, and Resolution No. 2014-09-02 was approved.

RESOLUTION No. 2014-09-03

ARCHITECTURAL SERVICES

Mr. Kolluri stated the third resolution authorizes the Rowan University/Rutgers-Camden Board of Governors to issue a Request for Proposal for architectural services.

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 will be undertaking the development and construction of a Health Science Building in Camden; and

WHEREAS, as a part of its submission for funds, the Board must provide architectural concepts and baseline facility plans; and

WHEREAS, the Board does not employ architects in house and therefore must seek such services from a qualified outside vendor.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the Chief Executive Officer to issue a Request for Proposals for architectural services; and

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

Chair Collins entertained a motion from Ms. Davis and seconded by Mr. Bruner to approve Resolution No. 2014-09-03. Chair Collins opened the floor to questions from the Board. Chair Collins asked Dr. Connor to take a roll call vote. A roll call vote was taken; 7-0 in favor, and Resolution No. 2014-09-03 was approved.

RESOLUTION No. 2014-09-04

HEALTH BENEFITS

Mr. Kolluri stated the fourth resolution approves health care benefits for employees of the Rowan University/Rutgers-Camden Board of Governors.

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

WHEREAS, the Board's full-time employees are supposed to receive health care benefits after 60 days of employment; and

WHEREAS, the Executive Committee evaluated three health care plans and selected one based on its cost effectiveness and coverage; and

WHEREAS, the Board will offer the selected health care plan to its full time employees on a temporary basis until such time the Board is eligible to participate in the state health benefits plan; and

WHEREAS, on August 12, 2014, the Board approved the FY 2015 Operating Budget which contained an expenditure line-item for employee fringe benefits at a level mandated by the state.

NOW, THEREFORE, BE IT RESOLVED that the Board ratifies the Executive Committee's selection of AmeriHealth and Metlife using Professional Benefit Consultants, Inc. to provide full time employees of the Board health care and dental insurance respectively until such time the Board is eligible to participate in the state health benefits plan; and

BE IT FURTHER RESOLVED that the employer and employee contributions towards these benefits shall comport with state law based on the 2014 benefits schedule; and

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

Chair Collins entertained a motion from Ms. Redd and seconded by Mr. Davis to approve Resolution No. 2014-09-04. Mr. Bezich recused himself from this resolution. Chair Collins opened the floor to questions from the Board. Discussion ensued. Chair

Collins asked if there were any additional questions. There being none, he asked Dr. Connor to take a roll call vote. A roll call vote was taken; 6-0 in favor, noting the one recusal, and Resolution No. 2014-09-04 was approved.

RESOLUTION No. 2014-09-05

APPROVAL OF ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS CALENDAR FOR 2014-2015

Mr. Kolluri stated the fifth resolution was added to the Agenda, and officially approves the calendar of the Rowan University/Rutgers-Camden Board of Governors for 2014-2015.

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 "within seven days following an annual organization or reorganization meeting of a public body, every public body shall post and maintain a schedule of regular meetings of the public body to be held during the succeeding year" (C. 10:4-18), and

WHEREAS, the Rowan University/Rutgers-Camden Board of Governors desires to be in full compliance with statutory provisions

WHEREAS, at the beginning of each Board meeting immediately following the opening preliminary agenda items, the Rowan University/Rutgers-Camden Board of Governors has typically voted to go into closed session to discuss matters permitted to be discussed in closed session, resulting in the public attending the meeting waiting for anywhere from 30 to 60 minutes for the open session to resume; and

WHEREAS, the Board is desirous of avoiding this situation while complying in all respects with the proper procedures by which to conduct open meetings and closed sessions and maintaining transparency.

THEREFORE BE IT RESOLVED that the Rowan University/Rutgers-Camden Board of Governors does hereby adopt the following "Annual Notice" of scheduled meetings,

<u>Date</u>	<u>Time</u>	<u>Location</u>
September 09, 2014	11:00 a.m. Closed and Public Sessions	Cooper Medical School of Rowan University, Room 522, Camden
October 14, 2014	11:00 a.m. Closed and Public Sessions	Waterfront Tech Center, Room 119, Camden
November 11, 2014	11:00 a.m. Closed and Public Sessions	Waterfront Tech Center, Room 119, Camden
December 09, 2014	11:00 a.m. Closed and Public Sessions	Rutgers University, Room tbd, Camden

January 13, 2015	11:00 a.m. Closed and Public Sessions	Waterfront Tech Center, Room 119, Camden
February 10, 2015	11:00 a.m. Closed and Public Sessions	Waterfront Tech Center, Room 119, Camden
March 10, 2015	11:00 a.m. Closed and Public Sessions	Waterfront Tech Center, Room 119, Camden
April 14, 2015 (reorganization meeting)	11:00 a.m. Closed and Public Sessions	Waterfront Tech Center, Room 119, Camden
May 12, 2015	11:00 a.m. Closed and Public Sessions	Waterfront Tech Center, Room 119, Camden
June 09, 2015	11:00 a.m. Closed and Public Sessions	Waterfront Tech Center, Room 119, Camden
July 14, 2015	11:00 a.m. Closed and Public Sessions	Waterfront Tech Center, Room 119, Camden
August 11, 2015	11:00 a.m. Closed and Public Sessions	Waterfront Tech Center, Room 119, Camden
September 08, 2015	11:00 a.m. Closed and Public Sessions	Waterfront Tech Center, Room 119, Camden

BE IT FURTHER RESOLVED, that at all the regularly scheduled meetings of the Rowan University/Rutgers-Camden Board of Governors listed above (designated as “Regular Meeting”), that the Board is authorized to conduct a closed session addressing issues deemed proper for such discussion beginning at 11:00 a.m. and that the open session of said regular meeting will begin at 12:00 p.m. (or 60 minutes prior to the time of the open meeting if the time of the meeting varies) in the place so designated for such open meeting; that at the beginning of the open session, after the preliminary matters are attended to, the Board Chair or other Board member so acting shall state for the record whether a closed session was held and, in appropriate general terms, the topics covered or discussed in such closed session in the same manner as would be stated prior to such a closed session or state that no closed session was held. Additional closed sessions during or at the end of the open sessions may still be held and normal authorization procedures will apply.

BE IT FURTHER RESOLVED, that this annual meeting schedule be published, posted, and filed as required by law.

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

Chair Collins entertained a motion from Ms. Bruner and seconded by Mr. Graziano to approve Resolution No. 2014-09-05. Chair Collins opened the floor to questions from the Board. There being none, he asked Dr. Connor to take a roll call vote. A roll call vote was taken; 7-0 in favor, and Resolution No. 2014-09-05 was approved.

PUBLIC COMMENTS ON NON-

Chair Collins invited members of the audience to address the

AGENDA ITEMS

Board. No comments were offered.

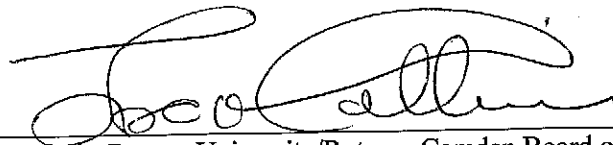
CLOSING COMMENTS

Chair Collins opened the floor to comments by members of the Board. None were offered.

ADJOURNMENT

There being no further comments from members of the Board and members of the audience, Chair Collins entertained a motion for adjournment from Ms. Redd and seconded by Mr. Bezich. A unanimous vote was made and Chair Collins adjourned the meeting at 12:57 p.m.

Joan K. Gustin, Interim Recording Secretary
for the Rowan University/Rutgers-Camden Board of Governors

A handwritten signature in black ink, appearing to read 'Joan K. Gustin', written over a horizontal line.

Chair, Rowan University/Rutgers-Camden Board of Governors