



Rowan University/Rutgers – Camden Board of Governors

April 14, 2015
11:00 am
Water Front Technology Center
200 Federal Street
Camden, NJ 08103

AGENDA

EXECUTIVE SESSION

(11:00 a.m. to 12:00 p.m. as authorized by Resolution #2014.08.04)

PUBLIC SESSION – 12:00 p.m.

CALL TO ORDER

STATEMENT OF COMPLIANCE WITH THE OPEN PUBLIC MEETINGS ACT

ROLL CALL

PLEDGE OF ALLEGIANCE

APPROVAL OF MEETING MINUTES

CEO REPORT

PUBLIC COMMENT ON AGENDA ITEMS

MATTERS PRESENTED BY THE CHAIRMAN

- 2015.04.01** Resolution authorizing the Chief Executive Officer to procure the services of an auditing firm.
- 2015.04.02** Resolution authorizing the Chief Executive Officer to negotiate design fees with HOK/Joseph F. McKernan Jr. Architects & Associates.
- 2015.04.03** Resolution authorizing the Chief Executive Officer to initiate the process to prequalify vendors for the Joint Health Sciences Center.
- 2015.04.04** Resolution amending the bylaws of the Board and establishing a meeting schedule for the 2015-2016 calendar year.
- 2015.04.05** Resolution authorizing the establishment of a 457 (b) plan.

2015.04.06 Resolution authorizing the Chief Executive Officer to initiate property acquisition and related processes for the Joint Health Sciences Center.

2015.04.07 Resolution authorizing the Chief Executive Officer to enter into shared services agreement with governmental agencies to employ the services of a property acquisition specialist.

COMMENTS BY BOARD MEMBERS

PUBLIC COMMENT ON NON-AGENDA ITEMS

CLOSING COMMENTS

ADJOURNMENT



Rowan University/Rutgers – Camden Board of Governors

RESOLUTION Auditing Services No. 2015-04-01

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 Board is subject to auditing compliance requirements under state law; and

WHEREAS, the Finance and Executive Committees were briefed by the Chief Executive Officer regarding the need to procure the services of outside auditing firm and received authorization.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the Chief Executive Officer to procure the services of an outside auditing 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
April 14, 2015



Rowan University/Rutgers – Camden Board of Governors

RESOLUTION **Architectural Services** **No. 2015-04-02**

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 (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 is undertaking the development and construction of a Joint Health Sciences Center in Camden (hereinafter the “Project”); and

WHEREAS, on October 14, 2014, the Board engaged the services of HOK/Joseph F. McKernan Jr. Architects & Associates through a public procurement process for the pre-design phase of the Project with an option to extend the contract for the design phase; and

WHEREAS, the Board is prepared to commence the design phase of the Project; and

WHEREAS, the Chief Executive Officer sought and received authorization from the Capital, Finance and Executive Committees to negotiate fees with HOK/Joseph F. McKernan Jr. Architects & Associates for the design phase of the Project.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the Chief Executive Officer to negotiate fees with HOK/Joseph F. McKernan Jr. Architects & Associates for the design phase of the Project; and

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

Rowan University/Rutgers - Camden Board of Governors
April 14, 2015



Rowan University/Rutgers – Camden Board of Governors

RESOLUTION Pre-Qualification No. 2015-04-03

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 is undertaking the development and construction of a Joint Health Sciences Center in Camden; and

WHEREAS, the Joint Health Sciences Center is a specialized construction project incorporating, among other things, unique site conditions, dedicated laboratory facilities and equipment; and

WHEREAS, the specialized nature of the project warrants the Board to take actions to assure that all construction related vendors possess appropriate background and experience to work within the constraints and scheduling needs of the project; and

WHEREAS, a fair and balanced way to achieve the Board’s objective is to pursue a public procurement process to prequalify construction related vendor services; and

WHEREAS, the Chief Executive Officer sought and received authorization from the Capital and Executive Committees to initiate the process to prequalify construction related vendor services.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the Chief Executive Officer to initiate a public procurement process to prequalify construction related vendor services.

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

Rowan University/Rutgers- Camden Board of Governors
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Rowan University/Rutgers – Camden Board of Governors

RESOLUTION Amendment to the Bylaws & Adoption of Schedule No. 2015-04-04

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, on April 7, 2014, the Board adopted bylaws to govern its actions and a schedule of Board meetings; and

WHEREAS, pursuant to the bylaws, any amendments to it require a vote by the full Board; and

WHEREAS, the Chief Executive Officer presented an amendment to Section II(A)(2) of the bylaws for consideration by the Executive Committee along with a schedule of Board meetings for the 2015-2016 calendar year and both were approved.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing an amendment to Section II(A)(2) of the bylaws and the schedule of Board meetings for 2015-2016 calendar year as approved by the Executive Committee; and

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

**Rowan University/Rutgers- Camden Board of Governors
April 14, 2015**

**Attachments:
Bylaws
2015-2016 Schedule**



Rowan University/Rutgers – Camden Board of Governors

Bylaws of the Rowan University/Rutgers-Camden Board of Governors

Adopted April 7, 2014
Amended April 14, 2015

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 five 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

2015-2016 Calendar

	DATE	TIME	LOCATION
Closed & Public Session	May 12, 2015	11:00 a.m. Closed Session 12:00 p.m. Open Session	Waterfront Tech Center Room 119 Camden, NJ
Closed & Public Session	June 9, 2015	11:00 a.m. Closed Session 12:00 p.m. Open Session	Cooper Medical School of Rowan Univ., Rm 522 Camden, NJ
Closed & Public Session	July 14, 2015	11:00 a.m. Closed Session 12:00 p.m. Open Session	Waterfront Tech Center Room 119 Camden, NJ
Closed & Public Session	September 8, 2015	11:00 a.m. Closed Session 12:00 p.m. Open Session	Waterfront Tech Center Room 119 Camden, NJ
Closed & Public Session	October 13, 2015	11:00 a.m. Closed Session 12:00 p.m. Open Session	Waterfront Tech Center Waterfront Tech Center
Closed & Public Session	December 8, 2015	11:00 a.m. Closed Session 12:00 p.m. Open Session	Rutgers-Camden Room TBD Camden, NJ
Closed & Public Session	February 9, 2016	11:00 a.m. Closed Session 12:00 p.m. Open Session	Waterfront Tech Center Room 119 Camden, NJ
Closed & Public Session	March 8, 2016	11:00 a.m. Closed Session 12:00 p.m. Open Session	Waterfront Tech Center Room 119 Camden, NJ



Rowan University/Rutgers – Camden Board of Governors

RESOLUTION

457(b) Plan

No. 2015-04-05

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 authorized and budgeted fringe benefits for its employees at a cost comparable to the Board’s contribution for such benefits if provided to employees under the New Jersey State Employee Retirement Plan (“State Plan”); and

WHEREAS, the Board has sought guidance from the New Jersey Division of Pensions and Benefits (“Division”) regarding the eligibility of Board employees to participate in the State Plan; and

WHEREAS, the Division has not yet rendered a determination on whether it will permit Board employees to participate in the State Plan; and

WHEREAS, in order to provide Board employees with a non-pensionable retirement savings vehicle consistent with the terms of their employment and state law, the Board could establish a 457(b) Plan; and

WHEREAS, State instrumentalities are among the types of employers eligible to sponsor a 457(b) Plan; and

WHEREAS, establishment of a 457(b) Plan for its employees is within the general authority of the Board granted under the Restructuring Act to enter into contracts and agreements which are deemed necessary or advisable by the Board for carrying out the purposes for which the Board was established; and

WHEREAS, should the Division allow Board employees to participate in the State Plan, then the 457(b) Plan will continue to serve as a vehicle for employees to make voluntary pre-tax contributions within the plan limits.

WHEREAS, the State of New Jersey has a list of pre-approved retirement plan management firms from which the Board can choose one to manage its 457 (b) plan; and

WHEREAS, the establishment of a 457(b) plan was presented to the Finance and Executive Committees for consideration and approved.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the establishment of a 457(b) plan and is giving the Chief Executive Officer the operating authority to identify a retirement plan management firm from the State's pre-approved list; and

BE IT FURTHER RESOLVED that the employer and employee contributions towards the 457(b) plan shall comport with the thresholds identified in the State Plan; and

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

Rowan University/Rutgers- Camden Board of Governors
April 14, 2015



Rowan University/Rutgers – Camden Board of Governors

RESOLUTION Property Acquisition No. 2015-04-06

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 can plan the operational and governance structure of health science facilities in addition to financing and developing them in Camden;

WHEREAS, the Board has the authority to acquire, own, lease, dispose of, use and operate property; and

WHEREAS, the Board is undertaking the development and construction of a Joint Health Sciences Center in Camden; and

WHEREAS, acquiring property is considered a front-end activity requiring careful planning and execution within a prescribed legal framework; and

WHEREAS, the Chief Executive Officer presented to the Capital, Finance and Executive Committees a property acquisition plan, which was approved; and

WHEREAS, the Chief Executive Officer presented the property acquisition plan approved by the Capital, Finance and Executive Committees in the closed session of the Board meeting in accordance with the Open Public Meetings Act, P.L. 1975, Chapter 231, (N.J.S.A. 10:4-6 et seq.) and any amendments thereto and received approval.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the property acquisition plan presented by the Chief Executive Officer and approved in closed session of the Board in accordance with the Open Public Meetings Act, P.L. 1975, Chapter 231, (N.J.S.A. 10:4-6 et seq.) and any amendments thereto; and

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

**Rowan University/Rutgers - Camden Board of Governors
April 14, 2015**



Rowan University/Rutgers – Camden Board of Governors

RESOLUTION Shared Services Agreement No. 2015-04-07

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

WHEREAS, the Board must follow established legal protocols to acquire property; and

WHEREAS, the Board does not possess in house expertise to acquire property and therefore must look to government agencies which employ people with property acquisition and related skills; and

WHEREAS, the Chief Executive Officer sought and received authorization from the Finance, Capital a Executive Committees to enter into shared services agreements with governmental agencies that employ people with property acquisition and related skills.

NOW, THEREFORE, BE IT RESOLVED that the Board is authorizing the Chief Executive Officer to enter into a shared services agreement with governmental agencies that employ people with property acquisition and related skills; and

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

**Rowan University/Rutgers - Camden Board of Governors
October 14, 2014**