

**ROWAN UNIVERSITY
BOARD OF TRUSTEES RETREAT**

Thursday, October 24, 2019

AGENDA

SCHEDULE

9:00 A.M.

CLOSED AND PUBLIC SESSIONS

Alumni Engagement Center
Shpeen Hall

CALL TO ORDER

OPEN PUBLIC MEETINGS ACT STATEMENT

CLOSED SESSION

Discussion items to include matters related to personnel and real estate matters.

PUBLIC SESSION

Discussion items to include strategic initiatives, update on the joint board, board assessment tool review, and financial wellness

ACTION ITEMS

- 2019.10.01** Authorization to Negotiate and Execute a Memorandum of Understanding with Inspira Health Network for Collaboration in Clinical Research and Medical Education
Summary Statement: This resolution provides the President and Executive Leadership Team with the authority to negotiate and execute a Memorandum of Understanding for collaboration in clinical research and medical education with Inspira Health Network of New Jersey.
- 2019.10.02** Authorize First Amendment to the Contract between Rowan University and President Ali Houshmand
Summary Statement: This resolution approves an Amendment to the contract of employment for Ali Houshmand as President of the University, and amends the Agreement of September 14, 2016.
- 2019.10.03** Authorization to Negotiate and Execute a Purchase and Sale Agreement with Ingerman Development Company, LLC
Summary Statement: This resolution provides the President and/or the Senior Vice President for Finance and Chief Financial Officer with the authority to finalize negotiations and execute a purchase and sale agreement with Ingerman for a certain parcel of land.

- 2019.10.04** Authorization to Negotiate and Execute a Memorandum of Understanding Relating to Land Use with a Potential Owner of a Restaurant and Conference Center
***Summary Statement:** This resolution provides the President and/or the Senior Vice President for Finance and Chief Financial Officer with the authority to negotiate and execute a Memorandum of Understanding relating to the use of a University-owned land in Harrison Township on West Campus.*
- 2019.10.05** Conferral of Honorary Degree for Adam Whitney Savage
***Summary Statement:** This resolution approves the awarding of an honorary Doctor of Science degree to Adam Whitney Savage in recognition of his exemplary work to popularize science and technology while also promoting education, communication, the humanities and the arts.*
- 2019.10.06** Amend Total Project Budget for the Security of the University Networks
***Summary Statement:** This resolution amends the previously established project budget relating to University Network Security, as well as management of the Data and Access and authorizes the university to undertake the necessary procurement and contracting in connection with these projects in accordance with applicable law.*
- 2019.10.07** Authorizing a Total Project Budget for Professional Consulting Services Relating To Due Diligence Activities
***Summary Statement:** This resolution approves the establishment of a total project budget for consulting services in connection with due diligence activities relating to strategic partnerships in the area of higher education in an amount not to exceed \$350,000 for FY20.*

PUBLIC COMMENTS

NEW BUSINESS

ADJOURNMENT

RESOLUTION #2019.10.01

AUTHORIZATION TO NEGOTIATE AND EXECUTE A MEMORANDUM OF UNDERSTANDING WITH INSPIRA HEALTH NETWORK FOR COLLABORATION IN CLINICAL RESEARCH AND MEDICAL EDUCATION

WHEREAS, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act (“Restructuring Act”), Rowan University is permitted to enter into contracts and agreements with any entity or corporation as are necessary or desirable for university purposes, N.J.S.A. 18A:64M-9(k), and

WHEREAS, Inspira Health Network is a New Jersey non-profit health care organization with its principal place of business in New Jersey that is currently in the final stages of the development and construction of hospital and medical center adjacent to the West Campus of Rowan University, and

WHEREAS, the University is committed to helping the region and state in fulfilling unmet needs in the areas of training qualified and talented health care professionals, including primary care physicians as well as creating opportunities to enhance the quality of health care in the region and state, and

WHEREAS, the University and Inspira have discussed opportunities for collaboration to enhance the opportunities available for students at Rowan, including undergraduate and graduate research and internships as well as Graduate Medical Education, and

WHEREAS, the University and Inspira have concluded that collaboration in clinical research, including clinical trials as well as medical devices, clinical orthopedic research, and other affiliated research and collaboration in medical education and allied health education will directly benefit the community, Rowan students, patients in the region, and may result in increased revenue opportunities for both institutions, and

WHEREAS, the Parties have begun negotiations of a Memorandum of Understanding (“MOU”) which shall outline the parameters of this collaboration but shall be subject to the negotiation and execution of definitive documents subject to the approval of the Board of Trustees of Rowan and the relevant governing body of Inspira, and

WHEREAS, the MOU seeks to establish a collaborative enterprise between the parties which shall consist of jointly developed Allied Health Educational Programs, collaboration in research, sharing of costs and revenues associated with these enterprises, and

WHEREAS, Inspira’s initial investment in this enterprise shall include the construction and development of a building of sufficient size to house the enterprise and related functions, and

(continued)

RESOLUTION #2019.10.01 (continued)

WHEREAS, Rowan's initial investment in this enterprise shall include an initial financial investment to fund joint research, the online platform for the allied Health Educational Programs, and requisite staff to support any expansion of Rowan's existing programs as may be appropriate for placement in the new building as determined by the Senior Vice President of Finance in consultation with Executive Leadership of Rowan,

WHEREAS, the Board of Trustees wishes to delegate the authority to negotiate the terms of the MOU to the President and Executive Leadership

THEREFORE BE IT RESOLVED by the Board of Trustees that Rowan, through its Executive Leadership Team, is authorized to negotiate the terms of the MOU Inspira, and

BE IT FURTHER RESOLVED that the President and Senior Vice President and Chief Financial Officer are authorized to execute the MOU with Inspira on terms acceptable to the President and Senior Vice Presidents of Facilities, Finance, Health Sciences, and the Provost, and

BE IT FURTHER RESOLVED that the terms of such MOU shall be reported to the Board of Trustees through its Academic Affairs, Budget and Finance, and Facilities Committee at the meeting following the negotiation of the MOU, and

BE FURTHER IT RESOLVED that such MOU shall be subject to the negotiation of final and binding definitive agreements between Inspira and Rowan which shall be presented to the Board of Trustees prior to finalization.

SUMMARY STATEMENT/RATIONALE

This resolution provides the President and Executive Leadership Team with the authority to negotiate and execute a Memorandum of Understanding for collaboration in clinical research and medical education with Inspira Health Network of New Jersey.

RESOLUTION #2019.10.02

**AUTHORIZE FIRST AMENDMENT TO THE CONTRACT BETWEEN
ROWAN UNIVERSITY AND PRESIDENT ALI HOUSHMAND**

WHEREAS, Ali Houshmand has served the University as Provost, Provost and CEO, Interim President and, since May 2012, as President, and

WHEREAS, he continues to lead the University in an exemplary fashion, moving the institution forward during times of dramatic change at the University and in higher education in the state of New Jersey and throughout the United States, and

WHEREAS, he remains focused on the achievement of the Four Pillars of Excellence for Rowan, including ensuring Quality, Affordability, Access, and Rowan's role as an Economic Engine for the region and state, and

WHEREAS, where many of the University's competitor institutions are currently dealing with issues of shrinking census and economic issues but through his leadership through tumultuous times, the University has strengthened partnerships in its region to stabilize census while enhancing quality of students, and

WHEREAS, the Board of Trustees understands and acknowledges the importance of stability in leadership and continued focus on the vision, mission, and strategic pillars of the University,

WHEREAS, the Board of Trustees entered into an employment contract with Ali Houshmand on September 14, 2016, adopting Resolution 2016.09.09 formally approving that contract, and

WHEREAS, the terms and conditions of that contract have not been updated since that time, and the President and Board of Trustees now wish to modify the employment contract on the terms and conditions agreeable to the President and Board of Trustees, which shall remain in full force and effect through June 30, 2026, and

WHEREAS, the Board of Trustees has considered, reviewed, and recommended a First Amendment to the Amended and Restated Agreement of Appointment as President Between the Board of Trustees of Rowan University and Ali A. Houshmand ("Agreement")

THEREFORE BE IT RESOLVED that the Board of Trustees approves the amendment of the Agreement on the terms outlined in the Amendment.

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RESOLUTION #2019.10.02 (continued)

SUMMARY STATEMENT/RATIONALE

This resolution approves an Amendment to the contract of employment for Ali Houshmand as President of the University, and amends the Agreement of September 14, 2016.

RESOLUTION #2019.10.03

**AUTHORIZATION TO NEGOTIATE AND EXECUTE A PURCHASE AND SALE
AGREEMENT WITH INGERMAN DEVELOPMENT COMPANY, LLC**

WHEREAS, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act (“Restructuring Act”), Rowan University has been designated as a public research university as of July 1, 2013, and

WHEREAS, pursuant to the Restructuring Act, Rowan is permitted to own, lease, dispose of, use and operate real property as is necessary or desirable for university purposes, and

WHEREAS, the University has concluded that certain of its housing inventory requires renovation and/or replacement to ensure the delivery of student housing of high quality capable of enhancing the experience for freshman and sophomore students, and

WHEREAS, the University wishes to achieve this goal without sacrificing its strategic pillars of ensuring continued access and affordability in student housing and its programs, and

WHEREAS, pursuant to Resolution 2018.06.45, the Board of Trustees authorized Rowan University to explore a variety of transaction structures, including a private affiliated housing model, for the replacement of a portion of its housing inventory, and

WHEREAS, pursuant to Resolution 2018.09.32, Rowan University authorized the execution of a Term Sheet, Letter of Intent and Agreement for Private Affiliated Housing with Ingerman Development Company, LLC (“Ingerman”) who had been named redeveloper of a certain Redevelopment Zone by the Borough of Glassboro, and

WHEREAS, Ingerman intended to create student housing in certain areas of the designated Redevelopment Zone, and

WHEREAS, this original project did not materialize, and

WHEREAS, the University has deemed the Triad Building and surrounding underutilized University owned land is in need of redevelopment, and

WHEREAS, Rowan University has determined that engaging in a collaboration with Ingerman for the development of this parcel in furtherance of the University’s mission housing inventory is the best way to ensure appropriate development of this parcel, and

(continued)

RESOLUTION #2019.10.03 (continued)

WHEREAS, the University and Ingerman have reached agreement on the essential business terms of the transaction, and

WHEREAS, the University has determined that it shall sell the following parcels to Ingerman: Block 363, Lots 1.01, 1.02, 1.03 and 1.04 and as Block 362.01, Lot 7 on the Tax Map of the Borough of Glassboro for a purchase price of \$2,000,000 and Ingerman's agreement that it shall be solely responsible for the development and construction of acceptable Student Housing for use by Rowan students, and

WHEREAS, the University wishes to expedite the process in order to ensure that delivery deadlines may be achieved and must have the flexibility to complete the negotiations of the Purchase and Sale Agreement

THEREFORE BE IT RESOLVED by the Board of Trustees that Rowan, through its President and/or the Senior Vice President for Finance and Chief Financial Officer, is authorized to finalize negotiations of the Purchase and Sale Agreement with Ingerman Development Company, LLC, and

BE IT FURTHER RESOLVED that the President and/or the Senior Vice President for Finance and Chief Financial Officer, is authorized to execute the Purchase and Sale Agreement with Ingerman Development Company, LLC, and

BE IT FURTHER RESOLVED that the finalized agreement shall be presented to the Board through its Facilities and Budget and Finance Committee.

SUMMARY STATEMENT/RATIONALE

This resolution provides the President and/or the Senior Vice President for Finance and Chief Financial Officer with the authority to finalize negotiations and execute a purchase and sale agreement with Ingerman for a certain parcel of land.

RESOLUTION #2019.10.04

AUTHORIZATION TO NEGOTIATE AND EXECUTE A MEMORANDUM OF UNDERSTANDING RELATING TO LAND USE WITH A POTENTIAL OWNER OF A RESTAURANT AND CONFERENCE CENTER

WHEREAS, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act (“Restructuring Act”), Rowan University has been designated as a public research university as of July 1, 2013, and

WHEREAS, pursuant to the Restructuring Act, Rowan is permitted to own, lease, dispose of, use and operate real property as is necessary or desirable for university purposes, and

WHEREAS, the South Jersey Technology Park at Rowan University (“SJTP”) was created as an auxiliary enterprise of the University pursuant to N.J.S.A. 18A: 64-26 and according to its Bylaws, the mission of SJTP is to expand and strengthen the unique research and learning environment of Rowan University; establish a technology-based entrepreneurial economy; and create value for its surrounding communities in their economic, physical and social development, and

WHEREAS, SJTP is the anchor facility in the physical development of the West Campus, which currently includes Inspira Hospital and will be the home of GoPuff research and logistics center, and

WHEREAS, it is advantageous to the University to foster development on West Campus in support of the current projects, including dining and lodging space, and

WHEREAS, Rowan is currently discussing the potential of locating a restaurant and conference center on the West Campus with a reputable provider of hospitality services in Gloucester County, and

WHEREAS, the University and such provider have determined that the provider wishes to purchase up to six acres of Rowan owned land on the West Campus proximate to future and current development on the West Campus on which the provider would like to construct and develop a restaurant and conference center, and

WHEREAS, the University is in the process of identifying the appropriate parcel based on its development plans and once identified, the University will procure an appraisal of such parcel, and

WHEREAS, the Board of Trustees wishes to delegate the authority to negotiate a Memorandum of Understanding (“MOU”) for use by the Provider in obtaining financing commitments relative to the purchase, and

(continued)

RESOLUTION #2019.10.04 (continued)

WHEREAS, the MOU will be on such terms as are acceptable to the President and Senior Vice Presidents of Facilities and Finance and shall include a purchase price for an approximate three (3) acres based on fair market value with an additional option to purchase up to three (3) acres with appropriate remuneration for that option

THEREFORE BE IT RESOLVED by the Board of Trustees that Rowan is authorized to enter into a Memorandum of Understanding with the proposed provider of hospitality services for the use of the relevant parcels, and

BE IT FURTHER RESOLVED that the President and Senior Vice President for Finance and Chief Financial Officer are authorized to execute the Memorandum of Understanding on terms acceptable to the President and Senior Vice Presidents of Facilities and Finance, and

BE IT FURTHER RESOLVED that the terms of such Memorandum of Understanding shall be reported to the Board of Trustees through its Budget and Finance and Facilities Committees at the meeting following the finalization of same and shall be subject to definitive terms as outlined in the Parties final agreements which shall be subject to approval of the Board of Trustees.

SUMMARY STATEMENT/RATIONALE

This resolution provides the President and/or the Senior Vice President for Finance and Chief Financial Officer with the authority to negotiate and execute a Memorandum of Understanding relating to the use of a University-owned land in Harrison Township on West Campus.

RESOLUTION #2019.10.05

CONFERRAL OF HONORARY DEGREE FOR ADAM WHITNEY SAVAGE

WHEREAS, Rowan University seeks to honor individuals who are stalwarts in their field and who demonstrate a commitment to serving others through their leadership and mentorship, and

WHEREAS, Rowan University recognizes such individuals by awarding honorary degrees, and

WHEREAS, the President of the University has recommended to the Board of Trustees that Adam Whitney Savage is such an individual and deemed worthy of receiving an honorary degree from Rowan University; and

WHEREAS, Adam Whitney Savage a beloved figure in various realms, including science and technology, television, communication, animation and business, and

WHEREAS, Adam Whitney Savage's work has advanced knowledge of science and technology through "MythBusters," his Emmy-nominated Discovery Channel television series, and through other ventures; and

WHEREAS, Adam Whitney Savage has successfully blended his scientific, artistic, hands-on and theoretical talents to educate and inspire scientists, engineers and artists, and

WHEREAS, Adam Whitney Savage has earned accolades as a supporter of the arts and higher education, while generously giving of his time to assist a number of non-profit organizations; and

WHEREAS, Adam Whitney Savage has been recognized for his cultural humanism; and

WHEREAS, Adam Whitney Savage has given of his time and talents to assist in the creative design of the future Edelman Fossil Park Museum; and

WHEREAS, the Board of Trustees is in agreement with the recommendation to award an honorary degree to Adam Whitney Savage for the reasons aforesaid;

THEREFORE BE IT RESOLVED that the Rowan University Board of Trustees approves the awarding of an honorary degree of Doctor of Science to Adam Whitney Savage.

SUMMARY STATEMENT/RATIONALE

This resolution approves the awarding of an honorary Doctor of Science degree to Adam Whitney Savage in recognition of his exemplary work to popularize science and technology while also promoting education, communication, the humanities and the arts.

RESOLUTION #2019.10.06

**AMEND TOTAL PROJECT BUDGET
FOR THE SECURITY OF THE UNIVERSITY NETWORKS**

WHEREAS, the New Jersey Medical and Health Sciences Education Restructuring Act, N.J.S.A.18A:64M-1 et seq. ("Restructuring Act"), permits Rowan University, a public research university, to direct and control expenditures to further the mission of the University, and

WHEREAS, pursuant to Resolutions 2016.12.09 and 2018.06.23, the Board of Trustees of Rowan University authorized a total project budget designed to allow Rowan to address the Security of the Network, as well as the management of Data and Access Management within the Information Technology area through the implementation of new infrastructure and policies to ensure best practices and to address concerns of audits conducted in these areas, and

WHEREAS, the Board originally approved \$4,000,000 for Phase I and \$3,500,000 for Phase II including the purchase of services as well as the procurement of equipment necessary to improve the infrastructure in Phase I and Phase II of the project, and

WHEREAS, the University has determined that additional upgrades of University Technology and infrastructure are necessary to ensure a more secure environment, and

WHEREAS, such improvements include but are not limited to, role based access control, data encryption, threat detection and monitoring, data loss prevention, end point protection, network redundancy and other improvements designed to increase efficiency and scalability, and

WHEREAS, this third Phase of the project shall not exceed the total cost of \$2,620,000 and

WHEREAS, the source for such funding is the University's Reserve Funds, and

WHEREAS, the Senior Vice President for Finance and Chief Financial Officer has certified that there are sufficient Reserved Funds available to pay the expense authorized herein

THEREFORE BE IT RESOLVED by the Board of Trustees that the Network Redesign project is hereby amended and increased by \$2,620,000 for a total approved budget not to exceed \$10,120,000, and

BE IT FURTHER RESOLVED that Rowan is hereby authorized to undertake the necessary contracting and procurement of all project services and related activities as may be necessary to advance the project in accordance with applicable law.

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RESOLUTION #2019.10.06 (continued)

SUMMARY STATEMENT/RATIONALE

This resolution amends the previously established project budget relating to University Network Security, as well as management of the Data and Access and authorizes the university to undertake the necessary procurement and contracting in connection with these projects in accordance with applicable law.

RESOLUTION #2019.10.07

**AUTHORIZING A TOTAL PROJECT BUDGET
FOR PROFESSIONAL CONSULTING SERVICES RELATING TO
DUE DILIGENCE ACTIVITIES**

WHEREAS, the New Jersey Medical and Health Sciences Education Restructuring Act, N.J.S.A.18A:64M-1 et seq. (“Restructuring Act”), permits Rowan University, a public research university, to enter into agreements for the procurement of services without public advertising pursuant to applicable state law as outlined in N.J.S.A. 18A:64-56, and

WHEREAS, pursuant to Resolution 2014.02.02 approved by the Board of Trustees at its February 19, 2014 meeting, the Board approved exceptions including an exception for professional services through N.J.S.A. 18A:64-56(a)(1), and

WHEREAS, Rowan University has need for consulting services relating to the valuation of potential business partners, due diligence activities relating to potential business partners, and support in the area of strategic partnership and joint ventures, and

WHEREAS, Rowan University is currently in search of appropriate professional consultants, including consultants in the area of financial aid evaluation, valuation, regulatory, and other matters specifically relating to strategic partnerships in the area of higher education, and

WHEREAS, it has been determined that the costs associated with these services will not exceed \$350,000 for FY20, and

WHEREAS, the Senior Vice President for Finance and Chief Financial Officer has certified that there are sufficient funds available from the funds in the amount of \$3,000,000 that were set aside for the development of new programs to pay the expense associated with these consulting services

THEREFORE BE IT RESOLVED that the Senior Vice President for Finance and Chief Financial Officer is authorized to create a total project budget for the above-referenced services in an amount not to exceed \$350,000, and

BE IT FURTHER RESOLVED that any such procurement of these services shall be conducted in accordance with applicable law and policy.

(continued)

RESOLUTION #2019.10.07 (continued)

SUMMARY STATEMENT/RATIONALE

This resolution approves the establishment of a total project budget for consulting services in connection with due diligence activities relating to strategic partnerships in the area of higher education in an amount not to exceed \$350,000 for FY20.