

**ROWAN UNIVERSITY
BOARD OF TRUSTEES MEETING**

July 13, 2022

AGENDA

SCHEDULE

3:30 p.m.

PUBLIC SESSION

PUBLIC SESSION

via WebEx

CALL TO ORDER

OPEN PUBLIC MEETINGS ACT STATEMENT

PRESIDENT'S REPORT

PUBLIC COMMENTS REGARDING PENDING RESOLUTIONS

ACTION ITEMS

2022.07.01 APPROVAL OF OPERATING BUDGET 2022-2023

Summary Statement: This resolution approves the attached budget for FY23 which includes expected funding from the State of New Jersey of \$243,382,000 including \$124,875,000 in state paid fringe benefits.

2022.07.02 APPROVAL OF AMENDED BYLAWS

Summary Statement: This resolution approves the revised Bylaws in accordance with the process for amendment of the Bylaws.

2022.07.03 APPROVAL OF LEASE FOR PARKING FOR ROWAN UNIVERSITY
SCHOOL OF OSTEOPATHIC MEDICINE

Summary Statement: This resolution authorizes a lease for the use of parking spaces to support the Rowan University School of Osteopathic Medicine.

PUBLIC COMMENTS

NEW BUSINESS

COMMENTS BY TRUSTEES

ADJOURNMENT

RESOLUTION #2022.07.01

**APPROVAL OF OPERATING BUDGET
2022-2023**

WHEREAS, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, the Board of Trustees has been empowered to direct and control expenditures and transfers of funds appropriated to the University as well as tuition received by the University, N.J.S.A. 18A:64M-9(e), provided such activities are conducted in accordance with the provisions of the State budget and appropriation acts of the Legislature, reporting changes and additions thereto and transfers thereof to the Director of the Division of Budget and Accounting in the State Department of the Treasury, and

WHEREAS, the Board is also empowered with respect to funds received from other sources, to direct and control expenditures and transfers in accordance with the terms of any applicable trusts, gifts, bequests or other special provisions, and

WHEREAS, all accounts of the University are subject to audit by the State at any time, and

WHEREAS, the University has proposed the attached operating budget for FY23 in the amount of \$636,479,608 including regular operating, auxiliary operations, Division of Global Learning & Partnerships, Cooper Medical School of Rowan University, Rowan University School of Osteopathic Medicine, and Rowan University School of Veterinary Medicine, and

WHEREAS, sufficient funding has been identified in the attached proposed operating budget to support the recommended expenditures, and

WHEREAS, the Board previously approve resolution #2022.06.05 at its June meeting which did not include funding for the Rowan University School of Veterinary Medicine and final State of New Jersey appropriations language, and

WHEREAS, this revised budget presented is reflective of the Rowan University School of Veterinary Medicine and revised appropriation language included in the approved FY23 State Budget, and

THEREFORE BE IT RESOLVED that the Board of Trustees of Rowan University approves the attached operating budget of \$636,479,608 for FY23.

SUMMARY STATEMENT/RATIONALE

This resolution approves the attached budget for FY23 which includes expected funding from the State of New Jersey of \$243,382,000 including \$124,875,000 in state paid fringe benefits.

Rowan University Consolidated Budget Analysis
Projected FY 2023 Budget

| | Projected FY 2023 Budget | | | | | | | Total |
|---|--------------------------|----------------------|---------------------|---------------------|----------------------|---------------------|---------------------|----------------------|
| | Regular University | Auxiliary Operations | Rowan Global | CMSRU | Rowan SOM | RUSVM | Eliminations | |
| Revenues | | | | | | | | |
| General State Appropriation | \$49,177,000 | \$0 | \$0 | \$23,329,000 | \$34,001,000 | \$12,000,000 | \$0 | \$118,507,000 |
| State Paid Fringe Benefits | \$87,313,000 | \$0 | \$0 | \$7,732,000 | \$29,830,000 | \$0 | \$0 | \$124,875,000 |
| Sub-Total State Support | \$136,490,000 | \$0 | \$0 | \$31,061,000 | \$63,831,000 | \$12,000,000 | \$0 | \$243,382,000 |
| Tuition | \$140,530,516 | \$0 | \$61,811,563 | \$21,668,870 | \$45,472,584 | \$0 | \$0 | \$269,483,533 |
| Student Fees | \$45,124,826 | \$10,059,483 | \$3,622,713 | \$1,403,260 | \$2,364,465 | \$0 | \$0 | \$62,574,747 |
| Scholarships/Waivers | (\$47,700,000) | \$0 | (\$5,000,000) | (\$149,694) | (\$1,699,420) | \$0 | \$0 | (\$54,549,114) |
| Sub-Total Net Tuition & Fees | \$137,955,342 | \$10,059,483 | \$60,434,276 | \$22,922,436 | \$46,137,629 | \$0 | \$0 | \$277,509,166 |
| Rental Income | \$546,833 | \$32,833,200 | \$0 | \$0 | \$60,000 | \$0 | \$0 | \$33,440,033 |
| Other Revenue | \$7,878,490 | \$1,849,317 | \$0 | \$1,784,629 | \$733,870 | \$0 | \$0 | \$12,246,306 |
| Commissions | \$2,101,000 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$2,101,000 |
| Revenue Centers Distributions | \$38,916,485 | \$0 | \$0 | \$0 | \$0 | \$0 | \$38,916,485 | \$0 |
| Distributions - Auxiliary/CMSRU/SOM | \$11,735,391 | \$0 | \$0 | \$0 | \$0 | \$0 | \$11,735,391 | \$0 |
| Foundation | \$7,532,000 | \$0 | \$0 | \$0 | \$800,000 | \$0 | \$0 | \$8,332,000 |
| Affiliate Revenue | \$0 | \$0 | \$0 | \$0 | \$2,564,303 | \$0 | \$0 | \$2,564,303 |
| Faculty Practice Plan Revenue | \$0 | \$0 | \$0 | \$0 | \$39,237,146 | \$0 | \$0 | \$39,237,146 |
| Housestaff Billings | \$0 | \$0 | \$0 | \$0 | \$9,346,939 | \$0 | \$0 | \$9,346,939 |
| Interest Earnings - Unrestricted | \$3,962,000 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$3,962,000 |
| Total | \$347,117,541 | \$44,742,000 | \$60,434,276 | \$55,768,065 | \$162,710,887 | \$12,000,000 | \$50,651,876 | \$632,120,893 |
| Expenditures | | | | | | | | |
| Salary | \$160,414,607 | \$7,967,844 | \$13,455,022 | \$14,346,769 | \$79,219,313 | \$2,547,279 | \$0 | \$277,950,834 |
| Fringe Benefits | \$88,393,302 | \$3,299,859 | \$3,558,981 | \$8,129,842 | \$43,234,246 | \$1,555,114 | \$0 | \$148,171,344 |
| Non-Salary - Operating | 67,218,284 | \$5,011,739 | \$1,773,558 | \$11,120,108 | \$25,581,620 | \$7,897,607 | \$0 | \$118,602,916 |
| Utilities | \$6,685,485 | \$3,723,394 | \$0 | \$1,171,172 | \$2,591,198 | \$0 | \$0 | \$14,171,249 |
| Tuition/Room/Board Expense | \$0 | \$3,424,980 | \$0 | \$0 | \$0 | \$0 | \$0 | \$3,424,980 |
| Malpractice | \$0 | \$0 | \$0 | \$0 | \$2,499,400 | \$0 | \$0 | \$2,499,400 |
| Rental Expense - Rowan Blvd. | \$2,899,500 | \$13,542,918 | \$1,792,785 | \$0 | \$0 | \$0 | \$0 | \$18,235,203 |
| College of Health Sciences Support | \$2,500,000 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$2,500,000 |
| Cooper Hospital Support | \$0 | \$0 | \$0 | \$9,079,000 | \$0 | \$0 | \$0 | \$9,079,000 |
| Distributions to Reg Univ. | \$0 | \$5,435,391 | \$30,250,485 | \$2,100,000 | \$4,200,000 | \$0 | \$41,985,876 | \$0 |
| Rev. Ctrs. Distrib. to Academic Affairs | \$0 | \$0 | \$8,666,000 | \$0 | \$0 | \$0 | \$8,666,000 | \$0 |
| Debt Service | \$26,495,324 | \$3,833,312 | \$0 | \$7,118,043 | \$4,398,003 | \$0 | \$0 | \$41,844,682 |
| Capital Projects | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 | \$0 |
| Total | \$354,606,502 | \$46,239,437 | \$59,496,831 | \$53,064,934 | \$161,723,780 | \$12,000,000 | \$50,651,876 | \$636,479,608 |
| Net | (\$7,488,961) | (\$1,497,437) | \$937,445 | \$2,703,131 | \$987,107 | \$0 | \$0 | (\$4,358,715) |

RESOLUTION #2022.07.02

APPROVAL OF AMENDED BYLAWS

WHEREAS, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act (“Restructuring Act”), by operation of law, effective July 1, 2013, Rowan University was designated as a Public Research University, N.J.S.A. 18A:64M-3(a), and

WHEREAS, pursuant to the Restructuring Act, the Board of Trustees was empowered with various rights and Rowan University was given certain rights attributable to a Public Research University, and

WHEREAS, those rights include the power to adopt bylaws necessary and proper for the administration and operation of Rowan University, N.J.S.A. 18A:64M-9(m), and

WHEREAS, the Board of Trustees of Rowan University, upon its regular review of the Bylaws, has concluded that certain revisions are necessary to ensure best practices in governance, and

WHEREAS, such Bylaws may be amended through an affirmative 2/3 roll call vote of the Board of Trustees members present at two consecutive public meetings of the Board,

WHEREAS, the required first reading of the Bylaws was accomplished on June 15, 2022 and documented in Resolution 2022.06.44.

THEREFORE BE IT RESOLVED by the Board of Trustees that the Rowan University Bylaws be considered for public vote and approval in accordance with the process outlined in the Bylaws for their amendment by the Board of Trustees of Rowan University, and

BE IT FURTHER RESOLVED that the Bylaws as amended in the attached document are hereby approved.

SUMMARY STATEMENT/RATIONALE

This resolution approves the revised Bylaws in accordance with the process for amendment of the Bylaws.

BYLAWS
BOARD OF TRUSTEES
of
ROWAN UNIVERSITY
Rowan University Mission Statement

Rowan University will become a new model for higher education by being **inclusive, agile,** and **responsive**, offering diverse scholarly and creative educational experiences, pathways, environments, and services to meet the needs of all students; maintaining agility by strategically delivering organizational capacity across the institution; and responding to emerging demands and opportunities regionally and nationally.

Preamble

The Board of Trustees of Rowan University (hereinafter referred to as the “Board”) is vested with the general supervision of the University pursuant to the laws of the State of New Jersey. The Board has been established in accordance with Title 18A of the New Jersey Statutes, including the Higher Education Restructuring Act of 1994, N.J.S.A. 18A:3B-1 et seq. and the New Jersey Medical and Health Sciences Education Restructuring Act, N.J.S.A. 18A: 64M-1 et. seq.

ARTICLE I

NAME AND MEMBERSHIP

Name

This organization shall be known as the Rowan University Board of Trustees.

Membership

Membership of the Board shall be in accordance with the applicable state law and shall consist of not less than seven (7) and not more than fifteen (15) Board members. The Board shall recommend potential new members to the Governor after recommendation by the Nominations and Governance committee.

The terms of office for members appointed by the Governor shall begin on July 1 and end on June 30. Members shall generally be recommended for appointment for two consecutive full terms, and trustees shall continue to serve until a qualified successor has been appointed by the Governor. Any member may be removed by the Governor for cause after notice and the opportunity to be heard. Vacancies occasioned by any cause shall be filled for the remainder of the unexpired term in the same manner as the original appointment.

The Board shall also include two students (one voting and one non-voting) who must be full-time, regularly-enrolled, and in good academic standing who serve pursuant to N.J.S.A.

18A:64M-8; and the University president who serves as an ex-officio member of the Board without a vote.

The Board expects that its members will make every effort to regularly attend its scheduled meetings, retreats and special University events. Board members are also expected to actively participate in the meetings of one or more Board committees to which they have been assigned. Board members are expected to participate in an orientation and ongoing education relating to the institution. Not attending a majority of meetings within any given year, without good reason, or other action deemed detrimental to the Board or the University, including without limitation, a material breach of confidentiality or ethics, may be grounds for recommendation to the Governor for removal from the Board.

ARTICLE II

Offices

The principal office of the Board will be in the Borough of Glassboro, County of Gloucester, State of New Jersey, at Rowan University. The Board may also establish and utilize such other offices as needed for the conduct of its business and as may from time to time be designated by the Board.

ARTICLE III

Powers and Duties

The Board shall have all the powers and duties granted to it by applicable law and shall exercise all such powers and do all such lawful acts as are necessary to supervise the management of the affairs of Rowan University. The Board's enabling legislation is specifically set out in N.J.S.A. 18A:3B-6 and N.J.S.A. 18A: 64M-1 et seq., including but not limited to, N.J.S.A. 18A: 64M-9 and N.J.S.A. 18A:64M-12.

ARTICLE IV

Officers

The executive officers of the Board shall be a chairperson, vice chairperson, and secretary who shall be elected for one year terms by a majority vote of the members of the Board. The election shall be held in accordance with applicable law. Officers shall be recommended by the Nominations and Governance Committee in advance of the Board's Annual Re-organization meeting or at other times as necessary where a vacancy occurs during the course of the year. Officers shall be reviewed on an annual basis by the Nominations and Governance Committee prior to such recommendation.

The Board may elect such other officers as it deems necessary from time to time to conduct the business and facilitate the administration of its affairs.

The chairperson shall preside at all meetings of the Board. The chairperson shall perform all duties commonly incident to the office and shall have general supervision of the affairs of the

Board, subject to the approval of the Board. The chairperson of the Board, is a member *ex-officio* of all committees without a vote and shall appoint the members and designate the chairperson of each committee. The chairperson shall sign all reports or other documents required to be filed by law. The chairperson shall also report to the Board on all matters that relate to the interests of the University and require attention of the Board.

The vice chairperson shall have and exercise all the powers and duties of the chairperson in the chairperson's absence or inability to act and shall perform such other duties as may be prescribed from time to time by the Board.

The secretary of the Board shall give or cause to be given notice of all meetings of the Board and shall affix or cause to be affixed the seal of the University to all documents that may require it. The secretary shall have charge of the seal of the University and such other books and papers as the Board may prescribe; shall make such reports to the Board as it may request; and shall prepare and file, or cause to be prepared and filed, such reports or statements as may be required by law and upon authorization from the Board.

The Board shall have the authority to employ a recording secretary for the purpose of attending public meetings of the Board and to perform other duties appropriate to the position. The recording secretary of the Board shall be responsible for recording all votes and the minutes of all proceedings in a book to be kept for that purpose which shall be kept at the principal office of the Board. Such personnel shall be appointed by the President, subject to Board approval, and shall have no official capacity on the Board.

ARTICLE V

COMMITTEES

Executive Committee

The annually elected officers, consisting of the chairperson, vice chairperson, secretary and chairpersons of the committees established by the Board shall act as the Executive Committee of the Board. The chairperson of the Board may appoint up to four (4) additional members to serve on the Executive Committee, which shall meet at the call of the chairperson. This committee shall propose the agenda for meetings of the Board, carry out and implement actions taken by the Board, conduct a comprehensive evaluation of the president, and perform any other duty which has been delegated or assigned to it. The Executive Committee shall make recommendations to the full Board for its approval and in accordance with and subject to the limitations set forth in N.J.S.A. 18A:3B-58, shall have authority to act on behalf of the full Board between full meetings of the Board.

Standing Committees

The Board shall have the power to create additional committees to aid it in carrying out the business of the Board. All committees shall report directly to the Board, which shall have the power to abolish or replace any standing committee. All standing committees shall have written

charters approved by the Board. Standing committees shall maintain minutes of their meetings. The current standing committees and some of their duties are as follows:

Academic and Student Affairs – To review and recommend to the Board additions/changes to curricula, including new programs, program reviews, program accreditations, degree designations, and departmental nomenclature changes. In addition, to review selected activities within the Student Affairs division, which are of significant university interest, including student life, campus housing, and other topics relating to the changing needs of students. When appropriate, the committee will recommend to the Board changes in programming and/or policy in the student affairs area.

Audit – To assist the Board in its financial oversight of the University consistent with the Audit Committee charter and review the annual external audit. The Audit Chair shall have accounting or related financial management expertise. When formal action is required, the committee will forward recommendations to the Board for review and approval.

Budget and Finance – To oversee current financial operations and recommend long-range fiscal planning guidelines for the University. Duties include but are not limited to review of the following: annual operating budget, capital budget, quarterly financial position, University investment strategy, long-range budget planning and contract awards. When formal action is required, the committee forwards recommendations to the Board for review and approval.

Facilities - To consider all major additions to or modifications of the physical plant of the University, as well as budgetary aspects, and report the results of its deliberations to the Board for their review and when necessary their approval.

University Advancement/University Relations – To support and enhance the University’s image among key constituent groups, with emphasis on prospective students and donors; and to review fundraising, alumni outreach, marketing, community relations, media publication, public relations policies and goals. When appropriate, the committee recommends to the Board changes in program and/or policy.

Nominations and Governance – To assist the Board in its recruitment efforts for Board and committee membership and periodically review and update the Bylaws.

Compensation – To make recommendations, set and evaluate the compensation for the president, vice-presidents, and senior administration of the University in accordance with N.J.S.A. 18A:3B-59. The Executive Committee members shall constitute the members of the Compensation Committee and when acting in that capacity, shall record any votes taken with respect to compensation.

Ad Hoc Committees

The chairperson of the Board shall have the power to establish temporary or ad hoc committees for a specific purpose. Upon the completion of the task for which the committee was formed, the committee shall be automatically dissolved unless specifically extended by a majority vote of the Board. Ad hoc committees may include but are not limited to the Risk committee.

ARTICLE VI

Meetings

A public university and State designated Comprehensive Public Research Institution Trustee Board is constituted as a public body organized under New Jersey law and collectively empowered as a voting body to perform a public governmental function affecting citizen rights and to expend public funds. As such, Board meetings are governed by the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq.

The Board shall meet and organize annually at a public meeting held in accordance with applicable law. At that time, the Board will announce the schedule for all regular Board meetings. Public notice of meetings shall be provided in accordance with applicable law and shall contain the time, date, location, and agenda of the meeting and will be sent to the Secretary of State of New Jersey and to officially designated media outlets/newspapers and will be provided to the University community.

A quorum, which is requisite for action on all matters coming before the Board, shall consist of more than one-half of the current-voting members of the Board.

All questions coming before the Board shall be determined by a majority (more than one half) vote of those present and eligible to vote at the meeting except in those cases where affirmative action by a larger majority is required by statute or these Bylaws.

Each trustee shall be entitled to one vote. No proxy votes shall be permitted. The student trustee is eligible to vote only on those matters allowed pursuant to N.J.S.A. 18A:64M-8.

Unless otherwise directed by a majority of the Board, or specified in these bylaws, all public meetings of the Board shall be conducted in accordance with parliamentary procedure.

Recusal Procedure

If a Board member finds or is advised by the University Ethics Officer or General Counsel that an incompatible financial or personal interest exists on a matter, the Board member must recuse themselves from that matter or seek advice from the State Ethics Commission. The recusal must be absolute. The Board member must have no involvement with the matter from which the member has been recused.

The process for recusal at Board meetings is as follows:

1. To the extent feasible, meeting materials involving a matter from which the Board member must recuse themselves should not be distributed to the Board member;
2. At the subject meeting, the Board member must place the recusal on the record prior to any discussion of the matter; and
3. The Board member must leave the room at a non-public portion of the meeting while the matter in question is under discussion.

ARTICLE VII

Amendments

These bylaws may be amended, altered, repealed, or added to in any manner not inconsistent with the laws of the State of New Jersey by the affirmative two-thirds roll call vote of the Board members present and eligible to vote at two consecutive public meetings of the Board, provided that any requests for alteration, deletion, or addition shall have been furnished to each member of the Board by the secretary at least 10 days before the applicable meeting at which the vote upon the amendment is to be held.

These bylaws shall be reviewed at least every five (5) years by the Board of Trustees to determine whether revision is necessary.

CODE OF ETHICS

The government, control, conduct, management and administration of Rowan University are vested in its Board. N.J.S.A. 18A:64M-9, et seq. As a duly appointed member of the Board, I acknowledge that acting in concert with my fellow Board members, I am responsible for the governance of the institution, and I pledge myself to the following code of ethics:

1. I will have no interest (financial or otherwise, direct or indirect), nor will I engage in any business transaction or professional activity that is in substantial conflict with the discharge of my duties as a Trustee.
2. I will not use or attempt to use my official position to secure unwarranted privileges for others or myself.
3. I will refrain from acting in any official capacity in any matter where I have a direct or indirect personal financial interest that might reasonably be expected to impair my objectivity or independent judgment in the exercise of my official duties.
4. I will not engage in any activity which might reasonably be expected to impair my objectivity and independence of judgment in the exercise of my official duties.

5. I will not accept any gift, favor, service or other item of value under circumstances from which it might be reasonably inferred that it was given or offered for the purpose of influencing me in the discharge of my duties.
6. I will not use the authority, title or prestige of my office to solicit or otherwise obtain a private, financial, social or political benefit that in any matter is inconsistent with the public interest.
7. I will not knowingly act in any way that might reasonably be expected to create an impression or suspicion among the public that I may be engaged in conduct violative of my trust as a public Trustee.
8. I will not use or allow to be used any information not generally available to members of the public for the purpose of securing financial gain for myself or others with whom I am associated.
9. I will abide by The State Conflict of Interest Law, N.J.S.A. 52:13D-12, et seq., the State Ethics Commission Rules, N.J.A.C. 19:61-1.1 et seq., the Rowan University Code of Ethics, and applicable Executive Orders.

Second approval
 Revised approval June 15, 2022
 Second approval December 13, 2017
 Revised approval October 26, 2017
 Second approval December 11, 2013
 Revised approval September 11, 2013
 Second approval December 9, 2009
 Revised approval September 9, 2009
 Second approval December 14, 2005
 Revised approval September 14, 2005
 Second approval December 13, 2000
 Revised approval September 13, 2000
 Second approval June 18, 1997
 Revised approval April 9, 1997
 Second approval October 11, 1995
 Revised approval September 13, 1995
 Revisions approval June 20, 1995
 Revised approval April 12, 1994
 Revised approval June 26, 1991
 Revised approval April 12, 1989
 Revised approval June 13, 1979
 Revised approval February 23, 1977
 Bylaws adopted November 13, 1969

RESOLUTION #2022.07.03

**APPROVAL OF LEASE FOR PARKING FOR ROWAN UNIVERSITY
SCHOOL OF OSTEOPATHIC MEDICINE**

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, due to increases in student enrollment, the Rowan School of Osteopathic Medicine (“Rowan SOM”) is experiencing parking shortages that are projected to be sustained or increase, and

WHEREAS, Rowan SOM is working on short term solutions to this parking shortage, and

WHEREAS, one short term solution includes renting parking spaces from Laurel Medical, LLC, or an affiliated corporation, who owns a vacant building with a parking lot at 109 E. Laurel Road, across the street from the Rowan SOM campus, and

WHEREAS, the price for this rental is \$3,500 per month for 30 parking spaces, and

WHEREAS, Rowan SOM desires to enter into a month to month Lease Agreement beginning July 18, 2022 for use of these spaces, and

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

THEREFORE BE IT RESOLVED that the Board of Trustees authorizes the negotiation and execution of a Lease Agreement for parking spaces at 109 E. Laurel Road to accommodate student growth at Rowan SOM, pursuant to acceptable terms within the financial parameters set forth above.

SUMMARY STATEMENT/RATIONALE

This resolution authorizes a lease for the use of parking spaces to support the Rowan University School of Osteopathic Medicine