

**ROWAN UNIVERSITY**  
**BOARD OF TRUSTEES MEETING**

April 20, 2016

**AGENDA**

**SCHEDULE**

3:00 p.m.

**CLOSED AND PUBLIC SESSIONS**

**CLOSED SESSION**

Personnel, Real Estate, and Litigation Matters

Room 221  
Chamberlain Student Center

**PUBLIC SESSION**

4:00 p.m.

Eynon Ballroom  
Chamberlain Student Center

**CALL TO ORDER**

**PLEDGE OF ALLEGIANCE**

**OPEN PUBLIC MEETINGS ACT STATEMENT**

**PUBLIC HEARING FOR FY17 BUDGET PROPOSAL**

HEARING ON FY17 BUDGET PROPOSAL, TUITION AND STUDENT COSTS

**APPROVAL OF MINUTES FOR FEBRUARY 16, 2016 AND FEBRUARY 17, 2016**

**PRESIDENT'S REPORT**

**PUBLIC COMMENTS REGARDING PENDING RESOLUTIONS**

**Please Note:** Individuals may speak only in reference to those resolutions under consideration for Board Action. All other comments will be heard prior to New Business if the President's Office was properly notified.

**ACTION ITEMS FOR CONSENT AGENDA**

**2016.04.01** APPROVAL OF CHANGES TO SUB-MAJORS: MINORS, CONCENTRATIONS, SPECIALIZATIONS, CERTIFICATES OF UNDERGRADUATE STUDY, AND AREA OF STUDY CERTIFICATION PROGRAM AND SENATE CURRICULAR PROGRAM DEFINITIONS

*Summary Statement: This resolution approves changes to sub-majors: minors, concentrations, specializations, certificates of undergraduate study, and area of study certification program and Senate curricular program definitions.*

- 2016.04.02** APPROVAL OF BACHELOR OF ARTS IN GEOLOGY  
*Summary Statement: This resolution approves the offering of the academic program, Bachelor of Arts in Geology. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.*
- 2016.04.03** APPROVAL OF BACHELOR OF ARTS IN LITERACY STUDIES  
*Summary Statement: This resolution approves the offering of the academic program, Bachelor of Arts in Literacy Studies. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.*
- 2016.04.04** APPROVAL OF BACHELOR OF FINE ARTS IN BIOMEDICAL ART AND VISUALIZATION  
*Summary Statement: This resolution approves the offering of the academic program, Bachelor of Fine Arts in Biomedical Art and Visualization. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.*
- 2016.04.05** APPROVAL OF BACHELOR OF SCIENCE IN COMMUNITY HEALTH ADVOCACY AND EDUCATION  
*Summary Statement: This resolution approves the offering of the academic program, Bachelor of Science in Community Health Advocacy and Education. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.*
- 2016.04.06** APPROVAL OF BACHELOR OF SCIENCE IN GEOLOGY  
*Summary Statement: This resolution approves the offering of the academic program, Bachelor of Science in Geology. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.*
- 2016.04.07** APPROVAL OF MINOR IN CHEMICAL ENGINEERING  
*Summary Statement: This resolution approves the offering of the Minor in Chemical Engineering. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.*
- 2016.04.08** AMEND CONTRACT WITHOUT COMPETITIVE BIDDING FOR PROFESSIONAL AUDITING SERVICES  
*Summary Statement: This resolution authorizes an increase of \$11,000 to the base contract with KPMG, LLP of Short Hills, New Jersey for external auditing services. This resolution increases the base contract to a new not to exceed amount of \$262,000.*
- 2016.04.09** AMEND OPERATIONS AGREEMENT AND OPERATING POLICIES/PROCEDURES OF THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC TO SUPPORT THE CREATION OF ROWAN INNOVATIONS  
*Summary Statement: This resolution will approve recommended revisions to the operating agreements between Rowan University and The South Jersey Technology Park to allow the University to take advantage of the SJTP's decision to begin offering products and services for sale, particularly but not exclusively in furtherance of Rowan Innovations.*

**2016.04.10** AWARD OF CONTRACT WITHOUT COMPETITIVE BIDDING FOR PROFESSIONAL CONSULTING SERVICES

*Summary Statement: This resolution authorizes a contract between Rowan University and UNISA, Inc., an experienced company with expertise in overseeing Student Private Loans which will allow better loan terms to students.*

**2016.04.11** AWARD OF CONTRACT WITHOUT COMPETITIVE BIDDING FOR PROFESSIONAL AUDITING SERVICES

*Summary Statement: This resolution authorizes a one year extension of the contract with KPMG, LLP of Short Hills, New Jersey in order to provide external auditing services for the FY16 Audit.*

**2016.04.12** APPROVAL OF CONTRACT FOR WEB SERVICES DESIGN AND MAINTENANCE

*Summary Statement: This resolution authorizes the execution of a contract without competitive bidding with OHO of Cambridge, Massachusetts for FY16 and 17 for Web services design and maintenance, in an amount not to exceed \$45,000.*

**2016.04.13** APPROVAL OF TOTAL PROJECT BUDGET FOR CORE NETWORK REPLACEMENT

*Summary Statement: This resolution approves the total project budget for the Core Network Replacement project.*

**2016.04.14** AMEND UNIVERSITY-WIDE STATEMENT OF PRINCIPLES TO INCLUDE STATEMENT ON DIVERSITY

*Summary Statement: This resolution amends the Statement of Principles to include the University's Statement on Diversity to emphasize the University's commitment to diversity.*

**ACTION ITEMS**

**2016.04.15** PERSONNEL ACTIONS

*Summary Statement: This resolution approves personnel actions which include the hiring of new appointments, full-time temporary faculty, adjuncts, coaches and graduate research/teaching fellows.*

**2016.04.16** REAPPOINTMENTS TO THE ROWAN UNIVERSITY FOUNDATION

*Summary Statement: This resolution authorizes the reappointment of the individuals noted to three-year terms to the Rowan University Foundation Board of Directors.*

**2016.04.17** APPROVAL OF AMENDMENT TO LEASE AGREEMENT BETWEEN ROWAN UNIVERSITY AND THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC

*Summary Statement: This resolution approves the lease amendment attached hereto between Rowan University and the South Jersey Technology Park for space leased in the Samuel Jones Innovation Center. The amendment increases the leased square footage by 22,798 square feet as of July 15, 2016.*

**2016.04.18** APPROVE FINAL RESOLUTION OF CONTRACTORS' CLAIMS RELATING TO THE CONSTRUCTION OF THE COOPER MEDICAL SCHOOL OF ROWAN UNIVERSITY

*Summary Statement: This resolution approves the final resolution of the claims filed by the contractors who performed construction work on the Cooper Medical School of Rowan University.*

**2016.04.19** REVISING CHARTER OF THE AUDIT COMMITTEE

*Summary Statement: This resolution adopts the revised Charter for the Audit Committee.*

**2016.04.20** CONFERRAL OF HONORARY DEGREE FOR GEORGE HILL

*Summary Statement: This resolution approves the awarding of an honorary Doctor of Science degree to George C. Hill for his contributions to the advancement of the fields education and medicine and his work to improve diversity and inclusivity in medical schools.*

**2016.04.21** BOARD COMMENDATION FOR KUNAL PATEL

*Summary Statement: This resolution is a board commendation for the outgoing Student Trustee, Kunal Patel.*

**2016.04.22** DESIGNATION OF MSSSL, INC AS A SUB-REDEVELOPER, PHASE I, FOR THE REDEVELOPMENT OF CERTAIN TRACTS OF LAND LOCATED WITHIN THE HARRISON TOWNSHIP REDEVELOPMENT PROJECT ON ROWAN UNIVERSITY'S WEST CAMPUS

*Summary Statement: This resolution designates MSSSL, Inc as the Phase I Preliminary Sub-Redeveloper for the redevelopment of certain tracts of land located on the West Campus of Rowan University.*

REPORT ON THE COOPER MEDICAL SCHOOL OF ROWAN UNIVERSITY –  
PAUL KATZ

REPORT ON THE ROWAN UNIVERSITY SCHOOL OF OSTEOPATHIC MEDICINE – TOM  
CAVALIERI

REPORT ON THE THOMAS N. BANTIVOGLIO HONORS CONCENTRATION –  
LEE TALLEY

REPORT FROM CHAIR OF THE SOUTH JERSEY TECHNOLOGY PARK BOARD –  
SHREEK MANDAYAM

REPORT FROM CHAIR OF FOUNDATION BOARD – JOSEPH BOTTAZZI

REPORT FROM STUDENT TRUSTEE – KUNAL PATEL

PUBLIC COMMENTS

Individual remarks must be consistent with the topics previously listed with the President's Office.

NEW BUSINESS

COMMENTS BY TRUSTEES

ADJOURNMENT

## **RESOLUTION #2016.04.01**

### **APPROVAL OF CHANGES TO SUB-MAJORS: MINORS, CONCENTRATIONS, SPECIALIZATIONS, CERTIFICATES OF UNDERGRADUATE STUDY, AND AREA OF STUDY CERTIFICATION PROGRAM AND SENATE CURRICULAR PROGRAM DEFINITIONS**

**WHEREAS,** the changes represent the recognized need to streamline and clarify sub-major/minor degrees available to students, and

**WHEREAS,** currently five official degree or degree-related options are available to students, and

**WHEREAS,** the distinctions between specialization, concentration, track and minor are often unclear to students, parents, employers, graduate institutions and other constituencies, and

**WHEREAS,** this proposal reduces those six options to four, making our undergraduate offerings clearer to our local constituencies; more consistent with state terminology, other institutions of higher education; and more compatible with current record keeping systems such as Banner.

**THEREFORE BE IT RESOLVED** that additionally, this proposal more clearly defines the boundaries of each of these non-degree options, allowing the university to communicate more clearly our students' educational achievements.

#### **SUMMARY STATEMENT/RATIONALE**

This resolution approves changes to sub-majors: minors, concentrations, specializations, certificates of undergraduate study, and area of study certification program and Senate curricular program definitions.

Recommended for Approval By:  
Academic Affairs/Student Affairs Committee (4/5/16)  
Executive Committee (4/14/16)

## **RESOLUTION #2016.04.02**

### **APPROVAL OF BACHELOR OF ARTS IN GEOLOGY**

**WHEREAS**, the academic program, Bachelor of Arts in Geology, has been developed and approved by the Department of Geology, and

**WHEREAS**, the Bachelor of Arts in Geology and the concurrently proposed Bachelor of Science in Geology will be the initial programs anchoring the School of Earth and Environment and its Departments of Geology and Environmental Science, and

**WHEREAS**, the geosciences offer critical insights into some of the most dramatic global challenges, including environmental sustainability, energy and climate change, and

**WHEREAS**, demand for graduates is high for consulting, industry, government, and foundation positions.

**WHEREAS**, this program has been approved by the University Senate Curriculum Committee, the Dean of the School of Earth and Environment, and the Provost, and

**WHEREAS**, this program has been reviewed and approved by the Academic Affairs Committee of the Board of Trustees.

**THEREFORE BE IT RESOLVED** that the academic program, Bachelor of Arts in Geology, be approved for anticipated Fall 2017 implementation.

**AND BE IT FURTHER RESOLVED** that this program is undertaken as a revenue-neutral program with a goal of 60 majors within 5 years, at which time it will be reviewed for continuation.

### **SUMMARY STATEMENT/RATIONALE**

This resolution approves the offering of the academic program, Bachelor of Arts in Geology. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.

Recommended for Approval By:  
Academic Affairs/Student Affairs Committee (4/5/16)  
Executive Committee (4/14/16)

## **RESOLUTION #2016.04.03**

### **APPROVAL OF BACHELOR OF ARTS IN LITERACY STUDIES**

**WHEREAS**, the academic program, Bachelor of Arts in Literacy Studies, has been developed and approved by the Department of Language, Literacy and Sociocultural Education, and

**WHEREAS**, the Bachelor of Arts in Literacy Studies is currently a specialization within the Bachelor of Arts in Liberal Studies program, and

**WHEREAS**, schools are looking for prospective teachers who are skilled in the teaching of reading and writing, and

**WHEREAS**, the creation of a stand-alone Bachelor of Arts in Literacy Studies major will enhance the employability of our graduates.

**WHEREAS**, this program has been approved by the University Senate Curriculum Committee, the Dean of the College of Education, the Provost, and the Academic Affairs Committee of the Board of Trustees.

**THEREFORE BE IT RESOLVED** that the academic program, Bachelor of Arts in Literacy Studies, be approved for anticipated Fall 2016 implementation.

**AND BE IT FURTHER RESOLVED** that this program is undertaken as a revenue-neutral program with a goal of 240 majors within 5 years, at which time it will be reviewed for continuation.

### **SUMMARY STATEMENT/RATIONALE**

This resolution approves the offering of the academic program, Bachelor of Arts in Literacy Studies. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.

Recommended for Approval By:  
Academic Affairs/Student Affairs Committee (4/5/16)  
Executive Committee (4/14/16)



**RESOLUTION #2016.04.04**

**APPROVAL OF BACHELOR OF FINE ARTS IN  
BIOMEDICAL ART AND VISUALIZATION**

**WHEREAS**, the academic program, Bachelor of Fine Arts in Biomedical Art and Visualization, has been developed and approved by the Department of Art, and

**WHEREAS**, the degree is designed to have a comprehensive and interdisciplinary focus on applied arts and sciences, and

**WHEREAS**, the Bachelor of Fine Arts in Biomedical Art and Visualization program combines fine and applied art, science-based information, and a variety of digital-based technologies to create visual education materials, information and interactive outcomes on scientific and medical topics.

**WHEREAS**, this program has been approved by the University Senate Curriculum Committee, the Dean of the College of Communication and Creative Arts, the Provost, and the Academic Affairs Committee of the Board of Trustees.

**THEREFORE BE IT RESOLVED** that the academic program Bachelor of Fine Arts in Biomedical Art and Visualization be approved for anticipated Fall 2016 implementation.

**AND BE IT FURTHER RESOLVED** that this program is undertaken as a revenue-neutral program with a goal of 52 majors within 5 years, at which time it will be reviewed for continuation.

**SUMMARY STATEMENT/RATIONALE**

This resolution approves the offering of the academic program, Bachelor of Fine Arts in Biomedical Art and Visualization. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.

Recommended for Approval By:  
Academic Affairs/Student Affairs Committee (4/5/16)  
Executive Committee (4/14/16)

4/20/16

**RESOLUTION #2016.04.05**

**APPROVAL OF BACHELOR OF SCIENCE IN COMMUNITY  
HEALTH ADVOCACY AND EDUCATION**

**WHEREAS**, the academic program, Bachelor of Science in Community Health Advocacy and Education, has been developed and approved by the Department of Health and Exercise Science, and

**WHEREAS**, the fastest growing careers in the United States today are in the preventive health and medical fields, and

**WHEREAS**, the Bachelor of Science in Community Health Advocacy and Education will provide a sought-after degree program to attract a larger number of well-qualified students into a major with potential for growth.

**WHEREAS**, this program has been approved by the University Senate Curriculum Committee, the Dean of the School of Health Professions and the Provost, and

**WHEREAS**, this program has been reviewed and approved by the Academic Affairs Committee of the Board of Trustees.

**THEREFORE BE IT RESOLVED** that the academic program Bachelor of Science in Community Health Advocacy and Education be approved for anticipated Fall 2016 implementation.

**AND BE IT FURTHER RESOLVED** that this program is undertaken as a revenue-neutral program with a goal of 175 majors within 5 years, at which time it will be reviewed for continuation.

**SUMMARY STATEMENT/RATIONALE**

This resolution approves the offering of the academic program, Bachelor of Science in Community Health Advocacy and Education. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.

Recommended for Approval By:  
Academic Affairs/Student Affairs Committee (4/5/16)  
Executive Committee (4/14/16)

## **RESOLUTION #2016.04.06**

### **APPROVAL OF BACHELOR OF SCIENCE IN GEOLOGY**

**WHEREAS**, the academic program, Bachelor of Science in Geology, has been developed and approved by the Department of Geology, and

**WHEREAS**, the Bachelor of Science in Geology and the concurrently proposed Bachelor of Arts in Geology will be the initial programs anchoring the School of Earth and Environment and its Departments of Geology and Environmental Science, and

**WHEREAS**, the geosciences offer critical insights into some of the most dramatic global challenges, including environmental sustainability, energy and climate change, and

**WHEREAS**, demand for graduates is high for consulting, industry, government, and foundation positions.

**WHEREAS**, this program has been approved by the University Senate Curriculum Committee, the Dean of the School of Earth and Environment, and the Provost, and

**WHEREAS**, this program has been reviewed and approved by the Academic Affairs Committee of the Board of Trustees.

**THEREFORE BE IT RESOLVED** that the academic program, Bachelor of Science in Geology, be approved for anticipated Fall 2017 implementation.

**AND BE IT FURTHER RESOLVED** that this program is undertaken as a revenue-neutral program with a goal of 60 majors within 5 years, at which time it will be reviewed for continuation.

### **SUMMARY STATEMENT/RATIONALE**

This resolution approves the offering of the academic program, Bachelor of Science in Geology. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.

Recommended for Approval By:  
Academic Affairs/Student Affairs Committee (4/5/16)  
Executive Committee (4/14/16)

## **RESOLUTION #2016.04.07**

### **APPROVAL OF MINOR IN CHEMICAL ENGINEERING**

**WHEREAS,** the Minor in Civil Engineering is designed to provide non-ChE majors with a wide understanding of chemical engineering topics and the profession, and

**WHEREAS,** the minor will provide the necessary foundation courses in chemical engineering to allow these graduates to pursue higher degrees in the field, and

**WHEREAS,** the minor may also improve employment opportunities for science majors holding a BA or BS in their respective areas.

**WHEREAS,** this program has been approved by the Dean of the College of Engineering, the University Senate Curriculum Committee, the Provost, and the Academic Affairs Committee of the Board of Trustees.

**THEREFORE BE IT RESOLVED** that the Rowan University Board of Trustees grants approval of the Minor in Chemical Engineering and instructs the University administration to forward the program to the Academic Issues Committee of the New Jersey Presidents' Council for their review and approval.

**AND BE IT FURTHER RESOLVED** that this program is undertaken as a revenue-neutral program with a goal of 5-10 students pursuing this minor in any given year. These students will come from other majors in Physics, Chemistry, Mathematics, and other engineering disciplines.

### **SUMMARY STATEMENT/RATIONALE**

This resolution approves the offering of the Minor in Chemical Engineering. It will now be forwarded to the Academic Issues Committee of the Presidents' Council for review.

Recommended for Approval By:  
Academic Affairs/Student Affairs Committee (4/5/16)  
Executive Committee (4/14/16)

## **RESOLUTION #2016.04.08**

### **AMEND CONTRACT WITHOUT COMPETITIVE BIDDING FOR PROFESSIONAL AUDITING SERVICES**

**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. 52:34-9 and 10, and

**WHEREAS**, pursuant to Resolution #2013.06.25 approved by the Board of Trustees at its June 12, 2013 meeting, the Board approved these exceptions which include an exception for services of a technical and professional nature, and

**WHEREAS**, on April 8, 2015 the Board of Trustees approved Resolution #2015.04.20 to KPMG, LLP for external auditing services in an amount not to exceed \$251,000, and

**WHEREAS**, the University has determined that it currently requires additional auditing services due to certain unexpected work, and

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

**THEREFORE BE IT RESOLVED** by the Board of Trustees that the Senior Vice President for Finance and Chief Financial Officer be authorized to amend the contract with **KPMG, LLC** of Short Hills, New Jersey to a new not to exceed amount of \$262,000.

### **SUMMARY STATEMENT/RATIONALE**

This resolution authorizes an increase of \$11,000 to the base contract with KPMG, LLP of Short Hills, New Jersey for external auditing services. This resolution increases the base contract to a new not to exceed amount of \$262,000.

Recommended for Approval By:  
Audit Committee (3/29/16)  
Budget and Finance Committee (4/4/16)  
Executive Committee (4/14/16)

**RESOLUTION #2016.04.09**

**AMEND OPERATIONS AGREEMENT AND OPERATING  
POLICIES/PROCEDURES OF THE SOUTH JERSEY TECHNOLOGY PARK AT  
ROWAN UNIVERSITY, INC TO SUPPORT THE CREATION OF  
ROWAN INNOVATIONS**

**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 enter into contracts and agreements with any corporation which are deemed necessary or advisable lease, use, and operate real property as is necessary or desirable for university purposes, and

**WHEREAS,** the South Jersey Technology Park at Rowan University, Inc. (Technology Park) was organized under the College Auxiliary Organizations Act (N.J.S.A. 18A: 64-26 et seq.) (the “Act”) and performs selected functions or operations of Rowan while maintaining an identity distinct from that of the University, and

**WHEREAS,** the Board of Trustees of the University established Policies and Procedures and Operations Guidelines for the Administration of the Technology Park, as amended December 17, 2013, and

**WHEREAS,** as a result of the strategic planning undertaken by Rowan’s leadership, Rowan has determined that the best interests of Rowan would be served by having a separate division of the Technology Park provide a wide variety of products and services needed by tenants in the Technology Park, start-up businesses (including but not limited to those being funded by the Rowan University Foundation Venture Capital Fund), existing businesses (especially those requiring technology services), universities and other not-for-profits institutions; and use those business services to support Rowan’s research centers, incentivize and facilitate faculty participation in consulting and other business endeavors, and meaningfully engage students in real-world projects, all of which have been combined under the concept called “Rowan Innovations”, and

**WHEREAS,** the Technology Park is positioned to support the University in this strategic development and has approved resolution R5-15 creating the Division of Rowan Innovations

**NOW THEREFORE BE IT RESOLVED** that the Board of Trustees of Rowan University hereby concurs with the decision of the Board of Directors of The South Jersey Technology Park to expand its mission to “Rowan Innovations,” and

(continued)

**RESOLUTION #2016.04.09 (continued)**

**BE IT FURTHER RESOLVED** that the requested changes to the Operations Agreement and the Operating Policies and Procedures attached hereto to effectuate the purposes of Rowan Innovations are approved, and

**BE IT FURTHER RESOLVED** and the President and/or Chief Financial Officer are hereby given the authority to execute said agreements and to take any and all action necessary to effectuate the changes.

**SUMMARY STATEMENT/RATIONALE**

This resolution will approve recommended revisions to the operating agreements between Rowan University and The South Jersey Technology Park to allow the University to take advantage of the SJTP's decision to begin offering products and services for sale, particularly but not exclusively in furtherance of Rowan Innovations.

Recommended for Approval By:  
Facilities Committee (4/4/16)  
Budget and Finance Committee (4/4/16)  
Executive Committee (4/14/16)

**AMENDED AND RESTATED**  
**BUSINESS OPERATIONS AGREEMENT**

**THIS BUSINESS OPERATIONS AGREEMENT** (this “Agreement”) is made and entered into this \_\_\_day of \_\_\_\_\_, 2016, by and between **ROWAN UNIVERSITY**, a public institution of higher education within the New Jersey system of higher education, located at 201 Mullica Hill Road, Glassboro, New Jersey 08028 (“Rowan”) and The **SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC**, a corporation established under the Public College Auxiliary Organization Act, located at 107 Gilbreth Parkway, Suite 103, Mullica Hill, NJ 08062-4446.

R E C I T A L S

A. Rowan owns in fee simple absolute a certain parcel of real property located at Block 261, Lot 9 in Mantua Township, Gloucester County, New Jersey, (the “Property”) which parcel has been designated by Rowan as the site for a technology park designed and intended to support the educational mission of Rowan to promote economic development in South Jersey by fostering growth in private sector companies looking to develop new technologies through research and development and to enable start up businesses to thrive and also to assist Rowan University faculty in their research projects, particularly in providing assistance in inventing and bringing new technologies to market. The Property is more particularly described and shown on Exhibit A attached hereto and made a part hereof.

B. SJTP has been established as a separate corporate entity under the New Jersey Public College Auxiliary Organization Act (N.J.S.A. 18A:64-26 *et seq.*) to provide certain services for and on behalf of Rowan, and in particular to conduct, administer and be responsible for the management of all aspects of the business to be conducted at the location of the Property.

C. To assist the SJTP in fulfilling its responsibilities as an auxiliary services corporation, Rowan has agreed to lease the Property (upon which is located the Samuel H. Jones Innovation Center constructed and owned by the SJTP) to SJTP under the terms and conditions set forth in a certain Master Lease dated even date according to which Master Lease SJTP will manage and operate the Property and also the Samuel H. Jones Innovation Center and any additional buildings that may hereafter be constructed on the Property, as a technology park, as more specifically defined in the Master Lease.

D. In addition to the Master Lease according to which SJTP leases the Property from Rowan, Rowan has agreed to lease the major part of the first floor of the Samuel H. Jones Innovation Center (the first building constructed on the Property) from SJTP under the terms and conditions of a certain Lease dated even date.



E. The purpose of this Business Operations Agreement is to delineate the business services to be provided by Rowan to SJTP and to established and respective rights and obligations of the parties as they relate to the Property and the building(s) constructed or to be constructed on the Property.

F. The academic affairs and service components of the SJTP are not a part of this Business Operations Agreement, but are or may be the subject of a separate agreement by and between the parties that is concerned with such subjects.

G. Included as part of this Agreement, however, is Rowan Innovations. Designated by the State as a research institution in 2013, Rowan pursues use-inspired research and economic impact, faculty and student real-world engagement, and acquiring new revenue streams to protect its undergraduate teaching mission while supporting its research mission, within the unifying concept of “Rowan Innovations.” Its method is to integrate the research centers, incentivize and facilitate faculty participation, and meaningfully engage students in the creation and commercialization of new knowledge and in the sale of goods and services through the SJTP. It does this with the encouragement of the Rowan Innovation Venture Fund, a private-equity fund established by The Rowan University Foundation in 2014.

**NOW, THEREFORE**, in consideration of the mutual covenants, conditions and agreements which follow, the parties hereby agree as follows:

## **ARTICLE I**

### **BUSINESS SERVICES RELATED TO PERSONNEL OF THE**

#### **SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.**

Section 1.01. – Appointment of Members of the Board of Directors of SJTP. The Members of the Board of Directors of SJTP shall be appointed by the Board of Trustees of Rowan, as is required by the State College Auxiliary Organization Act (N.J.S.A 18a:64-26 *et seq.*). The minimum number of members, terms of members and the specific composition of the Board of Directors is established by said statute, but so long as the minimum requirements are satisfied, the membership may be expanded as deemed appropriate by the Board of Trustees of Rowan. Prior to making appointments to the Board of Directors the Board of Trustees of Rowan will consult with the then existing members of the Board of Directors for their recommendations as to which persons should be selected to serve on the Board of Directors.

Section 1.02. Responsibilities of Board of Directors of SJTP. Subject to the provisions of the Certificate of Incorporation and Bylaws of SJTP, the Board of Directors will have general supervision over the business activities of the SJTP, and shall recommend the appointment, promotion and removal (with or without cause) and conduct

the evaluation of any and all principal officers of the SJTP in the manner set forth in this Agreement.

Section 1.03.- Responsibilities of the Officers of SJTP. The officers of SJTP shall have such responsibilities and perform such functions as may be established by employment contracts approved by Rowan, upon the advice of the Board of Directors of SJTP. The officers may have full-time or part-time responsibilities pertaining to SJTP operations, as shall be determined by Rowan.

Section 1.04. – Appointment of Chief Administrative Officer of SJTP. The chief administrative officer of SJTP (currently “Executive Director and CEO”) shall be an employee of Rowan with specific assignment to perform services for SJTP. Rowan shall provide an employment contract for each such officer that will delineate the responsibilities and establish the other terms and conditions of the employment relationship. The reporting relationship of the chief administrative officer of SJTP shall be dual in that the officers shall report both to the Board of Directors of SJTP and the President of Rowan or his or her designee. There shall be annual evaluations of the performance of the chief administrative officer of the SJTP by both the Board of Directors and the President of Rowan or his or her designee. Salary increases, if granted, shall be granted by Rowan, after consideration of the evaluations. The chief administrative officer shall have such benefits, including but not limited to health, retirement and termination benefits available to other Rowan employees of similar rank, title and responsibilities.

Section 1.05. - Appointment of Other Administrative Officers of SJTP. Consistent with the Bylaws of the SJTP, the Chief Administrative Officer of SJTP shall, after obtaining the recommendation of the Board of Directors of the SJTP, nominate persons to serve in administrative capacities to the President of Rowan University who may, in his or her discretion, appoint such officers in accordance with the laws, rules and regulations that govern the appointment of other administrative officers of Rowan. Rowan shall provide an employment contract for each such employee and the employee shall be evaluated and compensated in accordance with Rowan policies governing such matters

Section 1.06. – Appointment of Other Employees of SJTP.

SJTP shall have the authority to hire its own employees to serve the needs of the SJTP. Such employees shall be appointed, evaluated and compensated in accordance with SJTP policies governing such matters. Upon consultation between the SJTP board and President of Rowan, SJTP may request assignment of Rowan employees to perform services for the SJTP..

Section 1.07. - Reimbursement of Salaries and Benefits of Chief Administrative Officer, Other Administrative Officers and employees of SJTP. To the extent that there is sufficient net revenues, the SJTP will reimburse Rowan for the actual cost of salaries

and benefits paid by Rowan of the Chief Administrative Officer, Other Administrative Officers and employees assigned to SJTP. The determination of whether there is sufficient net revenue in any fiscal year shall be determined by the President of Rowan upon the advice of the Board of Directors of SJTP. If there is deemed to be insufficient net revenue in any single fiscal year, the President of Rowan shall determine which sum, if less than full reimbursement, shall be applied.

## **ARTICLE II**

### **SERVICES RELATED TO THE BUSINESS AFFAIRS OF THE SOUTH**

#### **JERSY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.**

Section 2.01. - In General. The business affairs, including but not limited to the handling of fiscal affairs (including processing of payments and payroll, purchasing, accounting, and auditing, including internal auditing, and investments; facilities (including planning, construction, management, environmental concerns and operations); and personnel (including hiring, evaluation, promotion, removal and equal employment opportunity concerns) shall be performed by Rowan unless and until the President of Rowan, upon the recommendation of the Board of Directors of the SJTP, determines that some or all of the said services shall be performed by the staff of the SJTP or outsourced to a third party. The President of Rowan shall seek the advice from time to time of the Chief Administrative Officer with respect to such matters. Nothing herein shall prohibit the Chief Administrative Officer of the SJTP from evaluating the cost and effectiveness of Rowan in its performance of its services, and bringing such matters to the attention of Rowan, through the liaisons established in Section 2.08 below, the President of Rowan or the Board of Trustees of the SJTP, as may be appropriate. If the performance is deemed unsatisfactory or if the SJTP is not being appropriately charged the matter will be addressed as set forth in this Article II.

Section 2.02. – Cost to SJTP for Such Services. The SJTP shall be charged by Rowan for the fair value for such services as are provided in the business affairs area. However, Rowan shall not charge more than the cost of such services as they may be obtained by SJTP from a third party. From time to time the Chief Administrative Officer of SJTP shall report to the President of Rowan his or her analysis of the market value of such services if obtained from a third party; and if it is determined that Rowan is charging more than the cost of such services if they were obtained from outside entities, at the determination of the President of Rowan, Rowan will either reduce its costs to the appropriate level or direct that the SJTP obtain such services from an outside entity. In the event the SJTP utilizes outside entities for services, as provided in Section 2.03

below, it shall follow then existing Rowan purchasing policies and procedures to obtain such services.

Section 2.03. – Policies and Procedures to Govern Business Affairs of SJTP In General. In performing the business affairs functions of SJTP Rowan will utilize the policies and procedures that have been established for Rowan’s own use, with the following two exceptions related to purchasing: (a) the threshold for purchases not requiring bid (or quotes) shall be \$50,000.00; and (b) rather than requiring Requests for Proposals (RFPs), SJTP may utilize the concept of Requests for Quotes (RFQs), which allows for formal presentation of quotations for goods and services. Both the SJTP and Rowan will monitor the effectiveness of the policies and procedures that govern fiscal affairs of the SJTP, and will jointly recommend changes as appropriate.

Section 2.04. – Purchasing, Payroll, Budget Control and Auditing (Including Internal Auditing). Unless it is determined that the services or some of them shall be provided by an outside entity, the SJTP will utilize the services of the Rowan Office of Fiscal Affairs for all of its purchasing, payroll, budget control and auditing (including internal auditing) functions. The Rowan Office of Fiscal Affairs will determine whether it is able to provide a particular service or whether the service should be outsourced. If the service is outsourced, the outsourcing will be in accordance with Rowan policies and procedures, except as provided in Section 2.03 above. If the Chief Administrative Officer of the SJTP disagrees with the determination of Rowan’s Office of Fiscal Affairs, the matter will be brought to the attention of the President of Rowan, or his or her designee, who will decide the issue after considering both sides of the issue.

Section 2.05. – Construction and Construction Planning. Unless it is determined that the functions or some of them shall be provided by an outside entity, the SJTP will utilize the services of the Rowan Office of Facilities Planning & Construction for all of its planning, design and construction needs. The Rowan Office of Facilities Planning & Construction will determine whether it is able to provide a particular function or whether the function should be outsourced. If the service is outsourced, the outsourcing will be in accordance with Rowan policies and procedures, except as provided in Section 2.03 above. If the Chief Administrative Officer of SJTP disagrees with the determination of Rowan’s Office of Facilities Planning & Construction, the matter will be brought to the attention of the President of Rowan, or his or her designee, who will decide the issue after considering both sides of the issue.

Section 2.06. – Plant Operations. Unless it is determined that the services or some of them shall be provided by an outside entity, the SJTP will utilize the services of the Rowan Office of Facilities Management and Operations for all of its custodial, maintenance, repair and grounds needs. The Rowan Office of Facilities Management and Operations will determine whether it is able to provide a particular function or whether the function should be outsourced. If the service is outsourced, the outsourcing will be in accordance with Rowan policies and procedures. If the Chief Administrative Officer of

SJTP disagrees with the determination of Rowan's Office of Facilities Management and Operations, the matter will be brought to the attention of the President of Rowan, or his or her designee, who will decide the issue after considering both sides of the issue.

Section 2.07. – Human Resources. For those officers and employees of the SJTP who will be employed by Rowan, the SJTP will utilize the services of the Rowan Office of Human Resources for all personnel actions, including but not limited to hiring, compensation, benefits, evaluation, termination and retirement. For those employees of SJTP, the SJTP may request the Rowan Office of Human Resources to provide consulting services for such personnel actions.

Section 2.08. – Food Service. The SJTP will utilize the Rowan foodservice provider (currently Sodexo) for its catering and other food service (except vending) needs.

Section 2.09. - Liaisons Between Rowan and SJTP Related to Business Affairs Matters. On a day-to-day basis, Officers of the SJTP will interact with the following Rowan officers: (a) Senior Vice President for Fiscal Affairs or his designee as to general budget, accounting and auditing functions; (b) Senior Director of Purchasing or his designee as to purchasing functions; (c) Assistant Vice President for Facilities Construction, Planning and Operations or his designee for facilities planning and construction and environmental concerns; (d) Director of Plant Operations or his designee related to matters involving custodial, maintenance, repair and grounds; (e) Associate Vice President of Human Resources or his designee regarding personnel issues; and (e) the Rowan foodservice provider for catering and other foodservice needs. The Chief Administrative Officer shall meet regularly with Rowan's Senior Vice President for Administration & Finance for general coordination issues related to business interaction between the two entities.

## **ARTICLE III**

### **ADMINISTRATIVE PROVISIONS**

Section 3.01 Nondiscrimination. Any discrimination by SJTP or its agents or employees on account of race, color, gender, age, religion, national origin, sexual orientation, marital status or handicap in its practices is prohibited; and alleged violations shall be investigated and determined in accordance with the policies and practices in effect at the time at Rowan.

Section 3.02. Ethical Standards. The SJTP will at all time comply with the polices and procedures that relate to ethical standards in effect for Rowan employees, and to that end its employees shall report and gain approval for any outside employment; will not accept as gifts from any vendors or potential vendors, etc.

Section 3.03 – Notices. Formal notices or other communications from one party to the other must be sent by (a) personal delivery; (b) overnight delivery with proof of delivery; (c) by registered or certified United State mail, postage prepaid; or (d) prepaid telecopy if confirmed by expedited delivery service of by mail in the manner previously described, addressed as follows:

To Rowan:

Dr. Ali A. Houshmand, President  
Bole Hall  
Rowan University  
201 Mullica Hill Road  
Glassboro, NJ 08028

With a copy to:

Melissa Wheatcroft  
General Counsel  
Bole Hall  
Rowan University  
201 Mullica Hill Road  
Glassboro, NJ 08028

To SJTP:

Shreekanth A. Mandayam, Executive Director  
South Jersey Technology Park at Rowan University,

Inc.

Rowan University  
107 Gilbreth Parkway, Suite 103

Mullica Hill, NJ 08062-4446

With a copy to: Charles A. Rizzi, Jr., Esq.  
Capehart & Scatchard, P.A.  
8000 Midlantic Drive, Suite 300S  
Mt. Laurel, NJ 08054

Section 3.04. Governing Law. This Agreement shall be construed under and in accordance with the laws of the State of New Jersey and any actions brought hereunder shall be venued in the courts located in the State of New Jersey.

Section 3.05. – Rights Cumulative. All rights and remedies of the parties are cumulative and no one will be exclusive of the other.

Section 3.06. – Waiver. No waiver by either party of a breach of any of the covenants, conditions or restrictions of this Agreement will constitute a waiver of any subsequent breach of any of the covenants, conditions or restrictions of this Agreement. The failure of one party to insist on the strict performance of any of the covenants will not constitute a waiver or relinquishment for the future of any such covenant.

Section 3.07. – Severability. If any clause or provision of this Agreement is illegal, invalid or unenforceable under present or future laws, it is the intention of the parties that the remainder of this Agreement shall not be affected thereby.

Section 3.08. – Entire Agreement. This Agreement consists of the entire agreement between the parties with respect to the subject matter of the Agreement.

Section 3.09. – Amendment. No amendment, modification, or alteration of this Agreement will be binding unless in writing, dated on or subsequent to the date of this Agreement, and duly executed by the parties in the manner and form of this Agreement.

Section 3.10. – Successors and Assigns. All of the covenants, agreements, terms and conditions to be observed and performed by the parties will be applicable to and binding upon their respective successors and assigns.

**IN WITNESS WHEREOF, the parties have executed this Agreement on the date first set forth above.**

WITNESS:

Rowan University

By: \_\_\_\_\_  
Joseph Scully, Jr.  
Vice President for Finance &  
CFO

The South Jersey Technology Park at  
Rowan University, Inc.

By: \_\_\_\_\_  
Shreekanth A. Mandayam  
Executive Director



**REVISED MARCH 2016**

**With proposed amendments to facilitate Rowan Innovations**

**POLICIES AND PROCEDURES**

**FOR THE OPERATION & ADMINISTRATION OF THE SOUTH JERSEY TECHNOLOGY PARK AT  
ROWAN UNIVERSITY, INC.**

**Adopted by The**

**BOARD OF TRUSTEES OF ROWAN UNIVERSITY**

**ARTICLE I**

**GENERAL PROVISIONS**

Section 1.01. – Purposes of South Jersey Technology Park at Rowan University, Inc. (“SJTP”). The SJTP, a New Jersey Nonprofit Corporation, was incorporated under the Public College Auxiliary Organizations Act (N.J.S.A. 18A:64-26 *et seq.*) to perform selected functions or operations of Rowan University ("Rowan") while maintaining an identity that is distinct from Rowan. More specifically, the SJTP is established to establish, control, maintain and expand a technology and business innovation park or center to support the educational mission of Rowan, to promote economic development in South Jersey by fostering growth in private sector technology or technology related companies, to provide space and services to enable startup businesses to thrive and also to assist Rowan University faculty and students in their research projects, particularly in providing assistance in inventing and bringing new technologies to market.

Section 1.02 – Rowan Innovations. Designated by the state as a research institution in 2013, Rowan pursues use-inspired research and economic impact, faculty and student real-world engagement, and acquiring new revenue streams to protect its undergraduate teaching mission while supporting its research mission, within the unifying concept of “Rowan Innovations.” Its method is to integrate the research centers, incentivize and facilitate faculty participation, and meaningfully engage students in the creation and commercialization of new knowledge and in the sale of goods and services through the SJTP. It does this with the encouragement of the Rowan Innovation Venture Fund, a private-equity fund established by The Rowan University Foundation in 2014.

Section 1.03. – Conveyance by Rowan of Land and/or Buildings to SJTP. Rowan owns in fee simple absolute a certain parcel of real property located at Block 261, Lots 9 in Mantua Township, Gloucester County, New Jersey (the "Property"). The Property has been designated by Rowan as a site for the technology park referred to in Section 1.01 above. From time to time Rowan may convey to SJTP a legal interest (including but not limited to fee simple ownership or leasehold interest) in and to the Property and/or buildings owned by it and located on the Property. As required by N.J.S.A. 18A:64-39, the SJTP shall reimburse the University for the fair value of the legal interest conveyed.

Section 1.04. – SJTP’s Authority to Lease All or a Portion of Buildings Owned by It on the Property. It is expected that SJTP shall lease portions or all of the buildings currently located or hereafter constructed on the Property and owned or otherwise controlled by it to rent-paying tenants (including Rowan who may lease a portion of any building on the Property for its own use for educational purposes). SJTP shall retain the net proceeds from the said leases for its business purposes as hereinafter set forth. SJTP will pay for planning, design and

construction of additional building or buildings and related capital improvements (see Section 3.02) on the Property. The relationship between Rowan and SJTP regarding the obligation of SJTP to operate and manage the said property shall be more particularly set forth in business operations agreements to be entered into by and between the parties and approved by the Board of Trustees of Rowan, after having received the recommendation of the Board of Directors of SJTP.

Section 1.05. – Revenue Received by SJTP from Rental of All or Portion of Buildings on the Property. SJTP shall retain the net revenue from rentals of building or buildings located on the Property for the specific purpose of providing the financial resources to enable it to satisfy any debt obligation and construct additional building or buildings on the Property, all of which shall be consistent with the educational mission of Rowan as may be determined from time to time by the Board of Trustees of Rowan.

Section 1.06 – No Pledge of Credit of the State or University. As set forth in N.J.S.A. 18A:64-30, the SJTP "shall not in any manner pledge the credit of the State." Nor shall it pledge the credit of the University.

Section 1.07 – Legal Counsel. As provided in N.J.S.A. 18A:64-35, the SJTP "shall obtain legal counsel and shall not be represented by the Attorney General."

## ARTICLE II

### BOARD OF DIRECTORS OF SJTP

Section 2.01. – Appointment to Membership on Board of Directors of SJTP. The Public College Auxiliary Organizations Act (the "Act") requires that the Board of Trustees of Rowan appoint at least five (5) citizens of New Jersey (at least two of whom shall be students) to the Board of Directors of SJTP; and that the President of Rowan, or his or her designee, and a member of the Rowan Board of Trustees shall be *ex officio* members of the Board of Directors. Prior to making appointments to the Board of Directors of the SJTP, the Board of Trustees of Rowan will seek the advice of the Board of Directors as to the appropriate composition of the Board and as to specific membership.

Section 2.02. – Compliance With Educational Purposes of Rowan University. It shall be the responsibility of the Board of Directors to assure that transactions of the SJTP are within the educational purposes of Rowan. To that end, the minutes of all meetings shall be formally sent to the Board of Trustees and a written report of all financial, real property and personnel transactions shall be reported at least quarterly to the Board of Trustees through the President of Rowan.

Section 2.03. – Other Requirements for Membership on Board of Directors of SJTP. No member of the Board of Directors may have a financial interest in any contract or other transactions entered into by the Board of Directors.

Section 2.04. – Open Public Meetings Act. All meetings of the Board of Directors shall be subject to the New Jersey Open Public Meetings Act (N.J.S.A. 18A:64-33).

Section 2.05. – Compensation and Conflicts of Interest. As set forth in N.J.S.A. 18A:64- 32, no member of the Board of Directors of SJTP shall receive any compensation for his or her membership on the Board. Further, no member of the Board of Directors shall have a financial interest in any contract or other transaction entered into by the Board of Directors of which he or she is a member. Any contract or transaction entered into in violation of this section is void.

Section 2.06. – Bylaws. The Board of Directors of SJTP shall adopt Bylaws for the operation of the

business of SJTP, provided however, that the Bylaws shall be consistent with the provisions of these Policies and Procedures and the Act.

Section 2.07. – No Limitation on Number of Terms. There shall be no limitation on the number of terms an individual may serve on the Board of Directors as set forth in N.J.S.A. 18A:64-31.

Section 2.08. – Removal. Any member of the Board of Directors (other than an *ex officio* member), or officer of the Corporation, may be removed either with or without cause, at any time, by a majority vote of the Board of Trustees. Prior to any vote for removal, the Board of Trustees, through the President of the University, shall inform the Executive Committee of the Board of Directors of the contemplated action.

### ARTICLE III

#### POLICIES AND PROCEDURES RELATED TO FISCAL AFFAIRS

Section 3.01. – In General. – The fiscal affairs of the SJTP, including but not limited to the processing of payments and payroll, purchasing, accounting and auditing, budget control, internal auditing and investments shall be performed by Rowan unless and until the President of Rowan, upon the recommendation of the Board of Directors of SJTP, determines that some or all of the fiscal affairs functions shall be performed by the staff of SJTP or outsourced to a third party.

Section 3.02. – Payments for Construction/Loan(s) and Collateral. The SJTP shall be responsible for paying for the construction of any and all building(s) and other capital improvements (including but not limited to roads, utilities, plantings or parking areas or facilities) on the Property, and may accept grants or gifts to support the same. In the event grants and/or gifts are not sufficient to pay for said construction, SJTP may make application for and take out loan(s) in its own name as may be required for the financing of planning, design and construction of existing and future buildings and other improvements on the Property. In the event SJTP takes out said loan(s), the SJTP may utilize any leases, including but not limited to the lease to Rowan, investment accounts and any other asset, to collateralize said loan(s). Copies of any and all financing documents shall be made available prior to their execution to the Rowan Board of Trustees, through the President of Rowan, for review and approval.

Section 3.03. – Policies and Procedures to be Utilized by SJTP. In performing the fiscal affairs functions of SJTP, SJTP will utilize the policies and procedures that have been established for Rowan's own use, with the following two exceptions: (a) the threshold for purchases not requiring bids (or quotes) shall be \$250,000; and (b) rather than requiring formal Requests for Proposals (RFPs), SJTP may utilize the concept of Requests for Quotes (RFQs), which allows for formal presentation of quotations for goods and services. Notwithstanding anything to the contrary, SJTP shall be permitted to make purchases as are necessary to its operations in accordance with the laws governing auxiliary organizations.

Section 3.04. – Cost to SJTP for Fiscal Affairs Services Provided by Rowan. The SJTP shall be charged by Rowan for the fair value for fiscal affairs services actually provided.

Section 3.05. – Bank Account(s). The SJTP shall maintain its own bank accounts, which accounts may be with the banking institution utilized by Rowan. One bank account shall be utilized to pay the expenses of SJTP and another shall be utilized to hold the excess revenue over expenses. Other bank accounts may be established as needed or appropriate.

Section 3.06. – Investments. From time to time, consistent with Rowan's policies and procedures related

to investments, an amount of excess revenues over expenses shall be moved from the bank account holding such funds to an investment account. The investment account, including earnings contained therein, shall be retained as investments for the specific purpose of collateralizing any existing loan for which the SJTP will be responsible or for future construction or other projects.

Section 3.07. – Annual Budget. The Board of Directors of SJTP shall adopt an annual budget for the fiscal year that coincides with the Rowan fiscal year. After adoption, the annual budget shall be sent to the Board of Trustees of Rowan for its review and approval.

Section 3.08. – Audits. The SJTP shall utilize the services of the external independent audit firm used by Rowan; and the internal auditor of Rowan shall perform internal audit services as appropriate for the SJTP. Internal and external audit reports shall be provided simultaneously to the Board of Directors and the Audit Committee of the Board of Trustees.

## ARTICLE IV

### POLICIES AND PROCEDURES RELATED TO FACILITIES

Section 4.01. – In General. The facilities management, including but not limited to handling of planning, design, construction of new buildings and the management of the physical plant and grounds, shall be performed by Rowan unless and until the President of Rowan, upon the recommendation of the Board of Directors of SJTP, determines that some or all of the said facilities management functions shall be performed by the staff of SJTP or outsourced to a third party.

Section 4.02. – Policies and Procedures to be Utilized by SJTP. In performing the facilities management functions of SJTP, SJTP will utilize the policies and procedures that have been established for Rowan's own use in accordance with Section 3.03 of this Agreement.

Section 4.03. – Cost to SJTP for Facilities Management Services Provided by Rowan. The SJTP shall be charged by Rowan for the fair value of the facilities management services actually provided.

## ARTICLE V

### POLICIES AND PROCEDURES RELATED TO PERSONNEL

Section 5.01. – In General. The personnel and human resources function, including but not limited to hiring, promotion, retention, evaluation discipline and termination, shall be performed by SJTP.

Section 5.02. – Policies and Procedures to be Utilized in the Personnel/Human Resources Area. Consistent with its mission to support Rowan Innovations, the SJTP offers products and services not only to Rowan but to other purchasers, and does so primarily on the basis of short-term, temporary arrangements. Accordingly, the employees of the SJTP shall be employees of SJTP. They shall serve at will and not be subject to any of the University's policies, rules and regulations.

Section 5.03. – Cost to SJTP for Personnel/Human Resources Services. Rowan's Office of Human Resources will provide consulting services to SJTP as deemed appropriate by SJTP, and will not charge SJTP for its routine services. In the event non-routine services are required, such as investigations of allegations of violations of Rowan, State or Federal laws, rules, regulations or policies, SJTP will be charged at fair market value for such services. Notwithstanding the above, SJTP will reimburse Rowan for its actual costs (including salaries

and benefits) attributable to the employment of persons who are hired to perform work specifically for SJTP.

## **ARTICLE VI**

### **BUSINESS OPERATIONS AGREEMENT**

Section 6.01. – Business Operations Agreement. Rowan and SJTP shall enter into a Business Operations Agreement, to be approved by the Board of Trustees of Rowan and the Board of Directors of SJTP, which Agreement shall specify the services to be provided by SJTP for (1) the management, control and further development of the Property, or (2) Rowan Innovations. The Agreement shall provide broad authority to SJTP to perform the functions, consistent with the educational mission of Rowan. Amendments to the Agreement shall be approved by the Board of Trustees of Rowan and the Board of Directors of the SJTP.

## **ARTICLE VII**

### **JOINT MEETINGS OF BOARDS**

Section 7.01. – Joint Meeting of the Boards. At least one time per year, within two (2) months after the close of the fiscal year of the SJTP, or at such other date as the Boards may jointly agree, there shall be a joint meeting of the Board of Trustees of Rowan and the Board of Directors of SJTP to discuss matters of mutual concern. The meeting shall be scheduled by the President of Rowan.

## **ARTICLE VIII**

### **AMENDMENTS**

Section 8.01. – Amendments to the Policies and Procedures. Amendments to these policies and procedures shall be made by the Board of Trustees of Rowan, provided however, that the Board of Directors of SJTP shall be provided with at least thirty (30) days' written notice of the proposed amendment(s). Nothing herein shall prevent the Board of Directors of SJTP to propose amendments to the Board of Trustees of Rowan.

**SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.**

**OCTOBER 16, 2008**

**CORPORATE RESOLUTION**

**ACCEPTANCE OF PROPOSED POLICIES AND PROCEDURES FOR THE OPERATION AND ADMINISTRATION OF THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.**

**WHEREAS,** The South Jersey Technology Park at Rowan University, Inc. ("SJTP") is governed in part by the State College Auxiliary Organizations Act (N.J.S.A. 18A:64-26 *et seq.*) (the "Act") in that it performs selected functions or operations of Rowan University while maintaining an identity distinct from that of the University; and

**WHEREAS,** the Act provides that the Board of Trustees of the University establish policies and procedures for the operation and administration of SJTP; and

**WHEREAS,** the Board of Trustees has been presented with proposed policies and procedures for the operation and administration of SJTP, and has requested that SJTP review and consider the said proposed policies and procedures prior to adopting them; and

**WHEREAS,** the Board of Directors has reviewed and considered the said proposed policies and procedures and finds that they are adequate and satisfactory for the business operation of SJTP;

**NOW THEREFORE BE IT RESOLVED,** that the Board of Directors reports to the Board of Trustees of Rowan University that the proposed Policies and Procedures for the Operation and Administration of the South Jersey Technology Park at Rowan University, Inc., a copy of which is attached hereto, be and they hereby are accepted; and

**BE IT FURTHER RESOLVED,** that the Board of Directors recommends to the Board of Trustees that the Board of Trustees adopt said proposed Policies and Procedures for the Operation and Administration of SJTP.

**RESOLUTION #2016.04.10**

**AWARD OF CONTRACT WITHOUT COMPETITIVE BIDDING  
FOR PROFESSIONAL CONSULTING SERVICES**

**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. 52:34-9 and 10, and

**WHEREAS**, pursuant to Resolution 2013.06.25 approved by the Board of Trustees at its June 12, 2013 meeting, the Board approved these exceptions which include an exception for professional consulting services, and

**WHEREAS**, Rowan wishes to engage the services of a consultant to assist in the offering of Private Loans to its students, to supplement its loan offerings, and

**WHEREAS**, UNISA, Inc. is an expert in the field of Private Education Loans and has the ability to provide better loan terms to students at Rowan University, and

**WHEREAS**, Rowan has determined that having UNISA, Inc. oversee Rowan University’s Student Private Loans will serve the university’s needs and improve the terms of the Private Loans Rowan University offers to its students, and

**WHEREAS**, the services to be rendered by UNISA, Inc. are highly technical professional services and specialized in nature and are exempt from public bidding under the State procurement law and established Board resolution, and

**WHEREAS**, UNISA, Inc. will provide training to Rowan University’s business office and financial aid staff and will oversee Rowan University’s Private Educational Loans; and

**WHEREAS**, UNISA, Inc. will oversee Rowan University’s Student Private Loans and in doing so will be able to provide better loan terms to students

**THEREFORE BE IT RESOLVED** by the Board of Trustees that Rowan is authorized to enter into a contract with **UNISA, Inc.** of Englewood, Colorado to allow it to oversee Rowan University’s Student Private Loans in the amount of \$20,000 annually.

(continued)

**RESOLUTION #2016.04.10 (continued)**

**SUMMARY STATEMENT/RATIONALE**

This resolution authorizes a contract between Rowan University and UNISA, Inc., an experienced company with expertise in overseeing Student Private Loans which will allow better loan terms to students.

Recommended for Approval By:  
Budget and Finance Committee (4/4/16)  
Executive Committee (4/14/16)



## RESOLUTION #2016.04.11

### AWARD OF CONTRACT WITHOUT COMPETITIVE BIDDING FOR PROFESSIONAL AUDITING SERVICES

**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. 52:34-9 and 10, and

**WHEREAS**, pursuant to Resolution #2013.06.25 approved by the Board of Trustees at its June 12, 2013 meeting, the Board approved these exceptions which include an exception for services of a technical and professional nature, and

**WHEREAS**, the University has determined that it requires Professional Services for external auditing services for Rowan University and its affiliated entities for the Fiscal Year 2016 audit, and

**WHEREAS**, pursuant to applicable law under N.J.S.A. 18A:3B-50, the Board shall retain the services of an independent external auditor who is a certified public accountant, and

**WHEREAS**, the University has previously used the services of KPMG, LLP for these services, and the Board has concluded that KPMG, LLP meets the requirements set forth by statute and wishes to continue to use their services, and

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

**THEREFORE BE IT RESOLVED** by the Board of Trustees that the Senior Vice President for Finance and Chief Financial Officer be authorized to extend the contract with **KPMG, LLC** of Short Hills, New Jersey to cover the FY16 Audit in the base amount of \$193,000 plus \$8,800 for each additional major financial assistance program audit, as needed, over the four major program audits included in the base amount, in an amount not to exceed a total of \$265,000.

### SUMMARY STATEMENT/RATIONALE

This resolution authorizes a one year extension of the contract with KPMG, LLP of Short Hills, New Jersey in order to provide external auditing services for the FY16 Audit.

Recommended for Approval By:  
Audit Committee (3/29/16)  
Budget and Finance Committee (4/4/16)  
Executive Committee (4/14/16)

4/20/16

**RESOLUTION #2016.04.12**

**APPROVAL OF CONTRACT FOR WEB SERVICES  
DESIGN AND MAINTENANCE**

**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 Resolution 2014.02.02 approved by the Board of Trustees at its February 19, 2014 meeting, the Board approved these exceptions which include an exception for technology and consulting purchases, and

**WHEREAS,** Rowan University has determined that the University is in need of additional technology consulting, maintenance, and development services in the area of Web Services to ensure that Web technology is able to meet the changing needs of the Rowan community and the educational needs of Rowan students, and

**WHEREAS,** Rowan has developed a budget, timeline, and plan to meet this critical need, and

**WHEREAS,** Rowan has used OHO for these services in the past and Rowan has determined that OHO is best suited to continue the process of providing Web services and Web maintenance services to Rowan, and

**WHEREAS,** the Senior Vice President for Finance and Chief Financial Officer has certified that there are sufficient funds available to pay the expense associated with these services

**THEREFORE BE IT RESOLVED** that the Senior Vice President for Finance and Chief Financial Officer be authorized to enter into a contract for FY 16 and 17 with **OHO** of Cambridge, Massachusetts in an amount not to exceed \$45,000 for consulting services in connection with Web design and development.

**SUMMARY STATEMENT/RATIONALE**

This resolution authorizes the execution of a contract without competitive bidding with OHO of Cambridge, Massachusetts for FY16 and 17 for Web services design and maintenance, in an amount not to exceed \$45,000.

Recommended for Approval By:  
Budget and Finance Committee (4/4/16)  
Executive Committee (4/14/16)

**RESOLUTION #2016.04.13**

**APPROVAL OF TOTAL PROJECT BUDGET FOR  
CORE NETWORK REPLACEMENT**

**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,** the University has determined the need to replace its core network, and

**WHEREAS,** the Rowan University core network is the central connectivity mechanism used to interconnect all of the Rowan University buildings on the same network, and the current core equipment has been deemed by the vendor as something that they will no longer sell, and is beyond any expansion capabilities, and

**WHEREAS,** the new buildings (Holly Pointe Commons, College of Engineering, College of Business) will not be able to be connected to the Rowan University’s network without this replacement, and

**WHEREAS,** the cost of this total project budget is not anticipated to exceed \$980,000, and

**WHEREAS,** the Senior Vice President for Finance and Chief Financial Officer has certified that the funds to be used for the project will be provided from previously approved capital funds

**THEREFORE BE IT RESOLVED** by the Board of Trustees that the total project budget for Core Network Replacement is approved in an amount not to exceed \$980,000, and

**BE IT FURTHER RESOLVED,** by the Board of Trustees that procurement of services related to this project shall be conducted in accordance with applicable law and policy.

**SUMMARY STATEMENT/RATIONALE**

This resolution approves the total project budget for the Core Network Replacement project.

Recommended for Approval By:  
Budget and Finance Committee (4/4/16)  
Executive Committee (4/16/16)

**RESOLUTION #2016.04.14**

**AMEND UNIVERSITY-WIDE STATEMENT OF PRINCIPLES  
TO INCLUDE STATEMENT ON DIVERSITY**

**WHEREAS,** the Rowan University Board of Trustees adopted a University-wide Statement of Principles in October 2015 (Resolution 2015.10.01), recognizing that our University’s strategic future depends upon a shared commitment to the core values that bind us together, and,

**WHEREAS,** Rowan’s faculty, students, staff, and administrators have joined together in endorsing a Statement on Diversity that says:

“Rowan University promotes a diverse community that begins with students, faculty, administration and staff who respect each other and value each other’s dignity. By identifying and removing barriers and fostering individual potential, Rowan will cultivate a community where all members can learn and grow. The Rowan University community is committed to a safe environment that encourages intellectual, academic and social interaction and engagement across multiple intersections of identities. At Rowan University, creating and maintaining a caring community that embraces all types of diversity is among the highest priorities.”

**NOW THEREFORE, BE IT RESOLVED** that the Board of Trustees of Rowan University adopts this Statement on Diversity as part of the shared commitment each of us should have to the tenet of Respect for Others and Preservation of a Respectful Workplace that is expressed in the Statement of Principles.

**SUMMARY STATEMENT AND RATIONALE**

This resolution amends the Statement of Principles to include the University’s Statement on Diversity to emphasize the University’s commitment to diversity.

Recommended for Approval By:  
Audit Committee (3/29/16)  
Facilities Committee (4/4/16)  
Budget and Finance Committee (4/4/16)  
Academic Affairs/Student Affairs Committee (4/5/16)  
University Advancement Committee (4/6/16)  
Executive Committee (4/14/16)



## Rowan University Policy

Title: *Statement of Principles*

Subject: *University Community*

Policy No: *2015:XX*

Applies: *University-wide*

Issuing Authority: *Board of Trustees*

Responsible Authority: *President*

Adopted: *10/29/2015*

Last Revision: *1/4/2016*

Last Reviewed: *10/28/2015*

### I. PURPOSE

To articulate in one place the principles to which all parts of the University - its trustees, administration, faculty, staff, students, employees, volunteers, and contractors – should aspire in their daily interactions. The Statement of Principles expresses our shared commitment to integrity in all of our actions while pursuing the University's mission – excellence in teaching, patient care, research, and public service through ethical conduct in the discharge of one's duties, responsibilities, and all other University activities. All members of the University community owe it to each other to adhere to these principles as well as applicable laws, regulations, and University policies. This Statement does not address every possible situation; rather, it expresses in one place the core principles that we expect will guide the conduct of every member of the University Community.

### II. ACCOUNTABILITY

Under the direction of the Chairperson of the Board of Trustees, the President, Provost, Executive Vice President for Administration and Strategic Advancement, Ethics Liaison Officer, Chief Compliance and Privacy Officer, and General Counsel, shall implement and encourage support for the Statement of Principles.

### III. APPLICABILITY

These principles are intended to be observed by all members of the Board of Trustees, Officers (President and Vice Presidents), Deans, Academic Department Heads and Chairs, Faculty, Staff, Student Employees, and Volunteers (collectively, "University personnel") and to any contractor performing work or services on any Rowan campus or in any Rowan facility. For the purpose of this Statement, the term "University" applies to Rowan University and all of its campuses, locations and operations.

Whenever a question arises concerning the relevance of this Statement for a particular action or situation, the advice of a direct supervisor, the General Counsel, Ethics Liaison Officer, and/or Chief Compliance and Privacy Officer should be sought as appropriate.

### IV. REFERENCES

The following policies provide additional and related information:

- Rowan Core Values
- Code of Ethics Faculty/Professional Staff Rowan University
- Reporting Compliance & Ethics Concerns
- Family Educational Rights and Privacy Act (FERPA)
- Rowan University Contracting & Purchasing Policy & Procedure
- Rowan Excluded Individuals & Entities
- RowanSOM Responding to Anti-Kickback Violations with Potential Implications
- Accounting and Disclosure of Health Information
- Access to Individual Protected Health Information (PHI)
- CMSRU By-Laws
- Rowan SOM By-Laws
- New Jersey State Policy Prohibiting Discrimination
- Laws enforced by the US Equal Employment Opportunity Commission
- Rowan University Workplace Violence Policy
- Board of Trustees By-Laws

### V. POLICY

#### A. Basic Tenets:

The core values of Rowan are: Quality Education, Student Centeredness, Leadership, Engagement, Accountability, Team Work, Customer Focus, Inclusiveness, and Entrepreneurship. Accordingly, all parts of the University community call on each of us to do our utmost to support, protect and defend that environment. In particular, the University community encourages support for the following basic tenets:

- Commitment to the Student
- Respect for Academic Freedom
- Respect for Educational Mission
- Respect for Research Mission
- Individual Integrity, Responsibility, and Accountability

- Respect for Others and Preservation of a Respectful Workplace
- Respect for University and State Resources
- Compliance with University, Federal and State Laws, Rules, Policies, and Regulations
- Compliance with New Jersey Conflict of Interest Laws and State Ethics Code
- Protection of Confidentiality and Privacy of Records
- Accuracy in Reporting
- Adherence to Internal Controls
- Fair Dealings in Agreements
- Protection from Retaliation

Commitment to the Student – University personnel will encourage free pursuit of learning while respecting both the students’ rights to form their own views, and the diversity of cultures, backgrounds, and perspectives of our students. University personnel will deal justly and considerately with each student. University personnel will avoid exploitation of students for private advantage while respecting the confidential nature of the relationship between the professor/staff member and student. University personnel will provide recognition and acknowledgement of significant contributions by students. When necessary, University personnel will share information about students’ educational needs with appropriate individuals within the parameters of applicable privacy laws and policies.

Respect for Academic Freedom – The free exchange of ideas on campus is essential to quality education and research. To achieve its potential, the University must provide academic freedom and a ‘safe haven’ to all, allowing inquiry and ensuring spaces where students and scholars can create new knowledge and challenge conventional wisdom in any field—art, science, religion, politics and others—without fear of reprisal.

Respect for Educational Mission – The University must remain committed to providing high quality academic services in accordance with all laws, regulations, program requirements and academic accreditation standards, and to the accurate representation of credentials and requirements for admission and graduation.

Respect for Research Mission – Affiliated researchers shall conduct their research with integrity, intellectual honesty, and appropriate respect for human and animal subjects. All research involving human subjects is subject to approval by an Institutional Review Board. All research involving non-human vertebrate animal subjects must be approved by the Institutional Animal Care and Use Committees. All such research shall remain in compliance with all conditions imposed by the respective committee. Research must be conducted for the advancement of knowledge while meeting the highest standards of honesty, accuracy, and objectivity. Researchers are obligated to demonstrate accountability for the funds of sponsors and payers while remaining in total compliance with specific terms and conditions of contracts and grants.

Individual Integrity, Responsibility and Accountability – The relationship between students and University personnel shall reflect an environment that focuses on education, professionalism, integrity, honor, and ethical conduct. To that end, the University will not permit behavior that improperly interferes with the learning environment, including harassment, discrimination and violence, including but not limited to arrangements having real or perceived power (e.g., faculty/coach-student, supervisor-supervisee, healthcare provider/patient). With respect to confidentiality, University personnel must follow all rules and regulations as outlined in the Family Educational Rights and Privacy Act (FERPA).

Respect for Others and Preservation of a Respectful Workplace – The University is committed to maintaining an environment of respect and inclusivity. Our community must and will have zero tolerance for illegal discrimination. All University personnel should adhere to the basic principles of honesty, professionalism, integrity, and ethical standards, and must adhere to the maintenance of a workplace devoid of hostility and harassment.

[Rowan University promotes a diverse community that begins with students, faculty, administration and staff who respect each other and value each other's dignity. By identifying and removing barriers and fostering individual potential, Rowan will cultivate a community where all members can learn and grow. The Rowan University community is committed to a safe environment that encourages intellectual, academic, and social interaction and engagement across multiple intersections of identities. At Rowan University, creating and maintaining a caring community that embraces diversity in its broadest sense is among the highest priorities.](#)

Respect for University and State Resources – University personnel shall use all university equipment and facilities efficiently, economically, and for authorized university purposes only in accordance with University policy and State law.

Compliance with University, Federal and State Laws, Rules, Policies and Regulations – All University personnel should do their best to act in compliance with all applicable federal and state laws, rules, and regulations as well as University policies, procedures, agreements, and guidelines.

Compliance with New Jersey Conflict of Interest Laws and State Ethics Code – All University personnel must comply with the State of New Jersey Conflict of Interest Laws, State of New Jersey Ethics Guidelines, and University policies to avoid actual or perceived conflicts (including their personal and/or financial interests) and, in situations where they might arise or do exist, to disclose them immediately and to participate no further in them unless and until approved by the appropriate Rowan New Jersey Ethics Liaison Officer or his/her designee.

Protection of Confidentiality and Privacy of Records – University personnel with access to confidential information, including but not limited to Protected Health Information under the Health Insurance Portability and Accountability Act (HIPAA) as well as confidential student information under the Family Educational Rights and Privacy Act (FERPA), shall maintain the confidentiality and privacy of that information to protect all parties, to include written and oral communication.

Accuracy of Reporting – All University records, including student records, accounting and financial records, expense reports, medical records, time sheets and effort reports, admission, retention, and graduation data, and other documents, including any submitted to or subject to possible review by government agencies, must be accurate, clear and complete in accordance with generally acceptable accounting principles, government entities, bond covenant agreements, and other requirements.

Adherence to Internal Controls – Internal control comprises the plans, methods, and procedures used to meet the University's mission, goals, and objectives. To this end, all business units or department heads are specifically responsible for ensuring that internal controls are established, properly documented, and maintained for activities within their jurisdiction and followed. Any person entrusted with funds, including principal investigators, is responsible for ensuring that adequate internal controls exist over the use and accountability of such funds.



Fair Dealings in Agreements– University policies governing procurement, including public bidding requirements and New Jersey laws where applicable, must be followed insofar as vendors, potential vendors, excluded individuals or companies when obtaining goods and/or services. At all times federal and state laws must be followed relating to anti-referral and anti-kickback arrangements while adhering to the highest ethical standards in regards to business arrangements for selection, negotiation, determination of awards, and the administration of all purchasing activities. Persons affiliated with the University have an obligation to be honest and consistent in all marketing and advertising practices, must adhere to fair business practices, and must honor the spirit as well as the specific language of these laws.

Protection from Retaliation – People who make reports of suspected violations of this Statement, or of any policy, regulation, rule, or law, in good faith and in the ways expected of them, are acting to protect our special community. As such, we all owe them the commitment that we will not punish them in any way for doing so, and will comply with all policies protecting them from retaliation.

B. Tenets Specific to RowanSOM and CMSRU

In addition to the tenets expressed above, we also are committed to these tenets in the context of providing health care:

- Respect for Clinical Mission
- Compliance with all State and Federal Healthcare Program Statutes, Regulations, directives, and guidelines

Respect for Clinical Mission – The RowanSOM and CMSRU Clinical Communities must remain committed to providing high quality health care in a manner that is appropriate, medically necessary, and efficient, in accordance with current medical and ethical standards to include the obligation to provide medical screening exams or emergency care consistent with all applicable laws while displaying total respect for patient rights regarding choice of care and/or refusal of treatment.

Full Compliance with all state and federal healthcare program statutes, regulations, directives and guidelines – Federal and State health care programs, Medicare, and Medicaid require RowanSOM and CMSRU to comply with all applicable statutes, regulations, directives, and guidelines. This also includes the rules of Medicare fiscal intermediaries or carriers, RowanSOM and CMSRU policies and procedures, and any agreements that RowanSOM and CMSRU may enter into with state or federal organizations or regulatory agencies. Persons affiliated with RowanSOM and CMSRU may be required to attest to their compliance with federal and state rules and regulations as failure to fully comply could jeopardize participation in said healthcare programs. RowanSOM and CMSRU will not conduct business with any individual or entity currently excluded by the Office of Inspector General (OIG) and/or General Service Administration (GSA) and, to this end, persons affiliated with RowanSOM and who perform healthcare services (including administrative services) are subject to periodic background checks.

- C. The University community shall always strive to create and sustain a culture in which ethical conduct is recognized, respected, and promoted on all levels. University core values include a commitment to diversity, personal mentorship, professionalism, collaboration and mutual respect, civic responsibility, patient advocacy, and life-long learning.

*Note:* The foregoing Statement of Principles is expressly intended to be aspirational. It is not intended to be enforceable by the University through any adverse personnel action.

## RESOLUTION #2015.04.15

### PERSONNEL ACTIONS

**BE IT RESOLVED** that the Board of Trustees accepts and approves the following recommendations concerning personnel actions.

<u>Name</u>	<u>Highest Degree</u>	<u>Rank</u>	<u>Department</u>	<u>Effective Dates</u>
<b><u>NEW APPOINTMENTS</u></b>				
Alexander, Janelle	M.A.S.	Assistant Director	SEM/Admissions	
Cloys, John	B.A.	Design Assistant	Global Learning & Partnerships	02/20/16-06/30/16
Fleming, Stephen	M.A.	Assistant Dean	College Humanities & Social Sciences	02/22/16-08/31/17
Garron, Harold	M.S.	Network Monitoring Administrator	Network Operations	03/05/16-08/31/17
Marshall, Amie	B.A.	Associate Director of Annual Giving	University Advancement	04/04/16-08/31/17
Sicat, John	M.S.	Assistant Bursar	Bursar's Office	03/21/16-08/31/17
Thomas, Brittnie	M.Ed.	Assistant Director of Financial Aid	Global Learning & Partnerships	03/07/2016-03/07/17
Tweedie, Sanford	Ph.D.	Interim Dean	College of Communication & Creative Arts	07/01/16-08/31/17
<b><u>TENURE TRACK APPOINTMENT</u></b>				
Alpaugh, Mary	Ph.D.	Associate Professor	Biological Sciences/Biomedical Translational Sciences	09/01/16/06/30/17
Barnes, Adrian	Ph.D.	Assistant Professor	Music	09/01/16-06/30/17
Bazemore, Dawn Marie	MFA	Assistant Professor	Theatre/Dance	09/01/16-06/30/17
Callueng, Carmelo	Ph.D.	Assistant Professor	Educational Services & Leadership	09/01/16-06/30/17
Capellan, Joel	Ph.D.	Assistant Professor	Law & Justice Studies	09/01/16-06/30/17
Carone, Benjamin	Ph.D.	Assistant Professor	Biological Sciences	09/01/16/06/30/17
Elder, Brent	M.Ed.	Assistant Professor	Interdisciplinary & Inclusive Education	09/01/16-06/30/17
Ferguson, Sarah	M.S.	Assistant Professor	Interdisciplinary & Inclusive Education	09/01/16-06/30/17
Fife, Dustin	Ph.D.	Assistant Professor	Psychology	09/01/16-06/30/17
Ho, Shen-Shyang	Ph.D.	Assistant Professor	Computer Science	09/01/16-06/30/17
Hornbacher, Marya	B.A./ABD	Instructor	Writing Arts	09/01/16-06/30/17
Kapri, Kul P.	Ph.D.	Assistant Professor	Political Science & Economics	09/01/16-06/30/17
Mike, Gracemarie	M.A.	Assistant Professor	Writing Arts	09/01/16-06/30/17
Pattwell, Ashley	Ph.D.	Assistant Professor	Public Relations & Advertising	09/01/16-06/30/17
Poteau, Christine	Ph.D.	Assistant Professor	Foreign Languages & Literatures	09/01/16-06/30/17
Rich, Jennifer	M.Ed.	Assistant Professor	Interdisciplinary & Inclusive Education	09/01/16-06/30/17
Sam, Cecile	Ph.D.	Assistant Professor	Educational Services & Leadership	09/01/16-06/30/17

Wang, Min	Ph.D.	Assistant Professor	Mathematics	09/01/16-06/30/17
Winkler, Christopher	M.A.	Assistant Professor	Radio, Television & Film	09/01/16-06/30/17

### **TENURE APPOINTMENTS**

Ammar, Nawal	Ph.D.	Dean	College Humanities & Social Sciences	08/01/16-08/31/18
Weaver, Robert	Ph.D.	Professor	Health & Exercise Science	09/01/16-06/30/17
Zion, Shelley	Ph.D.	Executive Director CASE	Language, Literacy & Sociocultural Education	07/01/16-08/31/17

### **FULL TIME TEMPORARY**

Baker, Laurie	M.S.	Academic Advisor for Adult Learners	Global Learning & Partnerships	03/19/06-30/16
Beury, James	B.S.	Program Assistant	Global Learning & Partnerships	03/07/16-06/30/16
Grayson, Julius	M.Ed.	Residential Learning Coordinator	Residential Learning & University Housing	03/28/16-06/30/16
Mueller, Amy	B.S.	Portal Project Manager	Information Resources & Technology	04/25/16-04/25/17

### **ADJUNCTS**

Cooper, Luke	Ph.D.	Adjunct	Psychology	09/01/16-06/30/17
Destralo-Caporusso, Marion	M.S.N.	Adjunct	Nursing	05/03/16-06/30/17
Dunn, Philip	M.A.	Adjunct	Journalism	09/01/16-06/30/17
Forrest, Dana	MSW & M.Ed.	Adjunct	Psychology	09/01/16-06/30/17
Gilmartin, Caitlin	PsyD	Adjunct	Psychology	09/01/16-06/30/17
Haldolaarachchige, Neel	Ph.D.	Adjunct	Physics & Astronomy	03/01/16-06/30/16
Hall, Susan	Ed.D.	Adjunct	Nursing	05/03/16-06/30/17
Neimeyer, Gregory	Ph.D.	Adjunct	Psychology	09/01/16-06/30/17
Schultz, Anya	M.S.	Adjunct	Psychology	09/01/16-06/30/17
Seitz, Kristine	MSW & M.Ed.	Adjunct	Psychology	09/01/16-06/30/17
Sisti, Helene	Ph.D.	Adjunct	Psychology	09/01/16-06/30/17
Suh, Sora	M.S.	Adjunct	Language, Literacy & Sociocultural Education	03/01/16-06/30/16
Sumpter, Philip	M.A.	Adjunct	Theatre/Dance	09/01/16-06/30/17

### **GRADUATE ASSISTANTS/ RESEARCH/TEACHING FELLOWS**

Rabbani Fahad, MD Golam	B.S.	Research Fellow	Civil Engineering	01/21/16-06/30/16
Xue, Ye	B.S.	Research Fellow	Biomedical Engineering	02/15/16-06/30/16

### **PART TIME**

Yaqub, Raziq	Ph.D.	¾ time temporary	Electrical & Computer Engineering	01/04/16-06/30/16
Rothschild, Christopher	M.A.	¾ time temporary	Writing Arts/English Language Program	09/01/16-06/30/17
Suh, Sora	M.S.	¾ time temporary	Language, Literacy & Sociocultural Education	09/01/16-06/30/17
Trefsgar, Katie	M.A.	Professional Services Specialist 3/Part Time Temporary	Global Learning & Partnership	04/04/16-06/30/16

**CMSRU (COOPER EMPLOYEES)**

Carter, Lakeisha	M.S.	M3 Education Coordinator	Office of Medical Education	03/14/16-03/14/17
Nabavizadeh, Ali	Ph.D.	Assistant Professor	Biomedical Sciences	07/18/16-06/30/18
Siddiquee, Mahmudul	B.S.	Application Developer	I.T.	03/14/16-03/14/17

**CMSRU CLINICIAN APPOINTMENTS**

Aguilar, Francis	M.D.	Instructor of Psychiatry	Psychiatry	05/01/16
Barroeta, Julieta	M.D.	Associate Professor of Pathology	Pathology	05/01/16
Cheng, Jed-Sian	M.D.	Assistant Professor of Surgery	Surgery	05/0/116
Coleman, Ashley	D.O.	Assistant Profess or of Clinical Medicine	Medicine	05/01/16
Fernandes, Michael	M.D.	Assistant Professor of Clinical Emergency Medicine	Emergency Medicine	05/01/16
Freeland, Erik	D.O.	Instructor of Orthopaedics	Orthopaedics	05/01/16
Gaughan, John	Ph.D.	Professor of Medicine	Medicine	05/01/16
Hewlett, Guy	M.D.	Associate Professor of Clinical OB/Gyn	OB/Gyn	05/01/16
Kwiatt, Michael	M.D.	Assistant Professor of Surgery	Surgery	05/01/16
Levy, Jodi	M.D.	Assistant Professor of Pediatrics	Pediatrics	05/01/16
Mangold, Melissa	D.O.	Instructor of Medicine	Medicine	05/01/16
Newman, Andrew	M.D.	Assistant Professor of Surgery	Surgery	05/01/16
Nussbaum, Charlotte	M.D.	Assistant Professor of Clinical Pediatrics	Pediatrics	05/01/16
Puri, Nitin	M.D.	Associate Professor of Medicine	Medicine	05/01/16
Slater-Myer, Linda	M.D.	Assistant Professor of Pediatrics	Pediatrics	05/01/16
Stanford, Ala	M.D.	Associate Professor of Pediatrics	Pediatrics	05/01/16
Squillante, Christian	M.D.	Assistant Professor of Medicine	Medicine	05/01/16
Xu, Qianyi	Ph.D.	Assistant Professor of Radiation Oncology	Radiation Oncology	05/01/16
Yun, Dug Su	D.O.	Instructor of Orthopaedics	Orthopaedics	05/01/16

**CMSRU VOLUNTEERS/ADJUNCTS**

Goldenberg-Sandau, Anna	D.O.	Clinical Instructor of Surgery (CR)		05/01/16
Morrow, Gabrielle	M.D.	Clinical Instructor of Emergency Medicine		05/01/16
Nguyen, Jonathan	M.D.	Clinical Instructor of Surgery (CR)		05/01/16

**CMSRU CHANGE IN STATUS/RANK**

Bosley, Thomas	M.D.	Status change from Professor o Neurology to Clinical Professor of Neurology	5/1/16
Pelletier-Bui, Alexis	M.D.	Status Change from Instructor of Emergency Medicine to Assistant Professor of Emergency Medicine	5/1/16

**RETIREMENTS**

Moore, Edward		Public Relations/Advertising	07/01/16
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**RESIGNATION(S)**

Balin, Elif		Educational Services & Leadership	06/30/16
Dougherty, Edward		Mathematics	06/30/16
McCafferty, Jacqueline		International Center	05/13/16
O'Neill, Cheryl		Institutional Research & Technology	03/21/16
Park, Sun-Young		Public Relations/Advertising	6/30/16
Sunkett, Jeremy		Facilities Administration	03/25/16

**SABBATICAL DEFERRED**

Isik, Ihsan	FROM: AY2017	TO: AY2018
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Recommended for Approval By:  
Executive Committee (4/14/16)

**RESOLUTION #2016.04.16**

**REAPPOINTMENTS TO THE ROWAN UNIVERSITY FOUNDATION**

**WHEREAS,** the Board of Trustees on March 15, 1994 approved the reorganization of the Rowan University Foundation under a new set of Bylaws for this organization, and

**WHEREAS,** recent statute authorizes such funds and establishes guidelines for its operation, and

**WHEREAS,** it is important that the Rowan University Foundation Board of Directors recruits and maintains a membership of individuals who have been identified for their integrity, professional expertise, and commitment to the University and its mission, and

**WHEREAS,** Board membership should include business and civic leaders who will lend their expertise and knowledge to assist the Foundation in meeting its true potential to support the University, and

**WHEREAS,** the Board's Bylaws|Governance Committee in accordance with its approved process has provided due diligence to review participation and service as members of the Board,

**THEREFORE BE IT RESOLVED** that the Board of Trustees reappoint the following named individuals to three-year terms as public members of the Rowan University Foundation.

George J. Awad  
*Managing Director/Founder*  
IAMG, LLC  
Philadelphia, PA

Stephen H. Clark  
*Senior Vice President & Chief Financial Officer*  
South Jersey Industries, Inc.  
Folsom, NJ

April Carty-Sipp '93  
*Vice President/Director of Progaming*  
6abc, WPVI-TV  
Philadelphia, PA

(continued)

**RESOLUTION #2016.04.16 (continued)**

Paul J. Tully '99  
*Registered Principal, CFP*  
Eagle Wealth Strategies  
Woodbury, NJ

**SUMMARY STATEMENT/RATIONALE**

This resolution authorizes the reappointment of the individuals noted to three-year terms to the Rowan University Foundation Board of Directors.

Recommended for Approval By:  
University Advancement Committee (4/6/16)  
Nominations Committee (4/6/16)  
Executive Committee (4/14/16)



**RESOLUTION #2016.04.17**

**APPROVAL OF AMENDMENT TO LEASE AGREEMENT BETWEEN ROWAN UNIVERSITY AND THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC**

**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 lease, use, and operate real property as is necessary or desirable for university purposes, and

**WHEREAS,** the South Jersey Technology Park at Rowan University, Inc. (Technology Park) and Rowan University entered into a lease agreement for 19,950 square feet of space at the Samuel Jones Innovation Center on February 14, 2008, and

**WHEREAS,** the tenant who occupies the second floor of the Samuel Jones Innovation Center, will be vacating those premises on or before July 15, 2016 and will be vacating space consisting of 22,798 square feet, and

**WHEREAS,** Rowan University is in need of additional space for academic researchers and other academic purposes and is interested in renovating the aforementioned into wet laboratory facilities to accommodate its academic and research activities,

**NOW THEREFORE BE IT RESOLVED** that the Board of Trustees approves the amendment of the existing lease agreement to include the additional 22,798 square feet available on the second floor of the building as of July 15, 2016 at the current square footage rate pursuant to the existing lease with the same escalation provisions, and

**BE IT FURTHER RESOLVED** that the Board of Trustees authorizes the President and/or Chief Financial Officer of Rowan University to execute any and all documents necessary to implement the lease amendment.

**SUMMARY STATEMENT/RATIONALE**

This resolution approves the lease amendment attached hereto between Rowan University and the South Jersey Technology Park for space leased in the Samuel Jones Innovation Center. The amendment increases the leased square footage by 22,798 square feet as of July 15, 2016.

Recommended for Approval By:  
Executive Committee (4/14/16)

**SECOND AMENDMENT TO LEASE AGREEMENT**  
**(Additional Space In Building)**

**THIS SECOND AMENDMENT TO LEASE AGREEMENT** (“Second Amendment”) is entered into as of this \_\_\_\_ day of \_\_\_\_\_, 2016, by and between **THE SOUTH JERSEY TECHNOLOGY PARK AT ROWAN UNIVERSITY, INC.** (hereinafter called “Landlord”), and **ROWAN UNIVERSITY** (hereinafter called “Tenant”).

**Recitals**

A. Landlord and Tenant are parties to a certain Agreement of Lease dated February 14, 2008 (the “**Lease**”) whereby Landlord leased to Tenant those certain premises (the “**Demised Premises**”) on the first floor of the building known as the Samuel H. Jones Innovation Center (the “**Building**”) located in Mantua Township, Gloucester County, New Jersey, as more particularly described in the Lease.

B. The parties entered into a certain First Amendment to Lease Agreement (the “First Amendment”) dated December 9, 2008 which clarified certain terms utilized in the Lease.

C. Tenant wishes to lease from Landlord the entire second floor of the Building (the “Second Floor Premises”) and Landlord wishes to lease same to Tenant pursuant to the terms of this Second Amendment.

**NOW, THEREFORE**, in consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, the parties mutually covenant and agree as follows:

1. **Capitalized Terms.** Capitalized terms used in this Second Amendment which are not specifically defined herein shall have the meanings given to such terms in the Lease.
2. **Term/Lease Year.** The Term of the lease of the Second Floor and the Lease Year of such lease shall be coterminous with the Term set forth in the Lease, commencing on \_\_\_\_\_, 2016 (the “Effective Date”).
3. **Tenant’s RSF.** As of the Effective Date, Tenant’s RSF (rentable square footage) shall consist of 19,950 rentable square feet under the Lease and the First Amendment and 22,798 rentable square feet under this Second Amendment, for a total of 42,748 rentable square feet.
4. **Tenant’s Fraction.** As of the Effective Date, Tenant’s Fraction shall be 99.17%, which is Tenant’s RSF (42,748 RSF) divided by Landlord’s RSF (43,108 RSF).
5. **Annual Base Rent.** As of the Effective Date and continuing during the current Lease Year, Tenant’s monthly payment of Annual Base Rent shall be \$49,155.20 for the Second Floor Premises plus the current monthly rent for its first floor premises of \$43,014.57, for a total monthly payment of Annual Base Rent due under the Lease as amended by the First Amendment and this Second Amendment of \$92,169.77.

6. **Utilities.** As of the Effective Date, Tenant shall pay for utilities provided to the Second Floor Premises in the same manner as provided in the Second Amendment.

7. **Tenant's Share of Operating Expenses.** Effective \_\_\_\_\_, 2016, Tenant's share of Operating Expenses under the Lease, as amended by the First and Second Amendment, shall be 99.17%.

8. **Tenant Improvements.** Tenant has inspected the Second Floor Premises, is familiar with the condition thereof, and accepts the Second Floor Premises in its "AS IS" condition, without any representation or warranty by Landlord, express or implied. Tenant acknowledges that Landlord shall have no obligation to perform any improvements to the Second Floor Premises to prepare same for Tenant's occupancy.

9. **Certification.** Tenant, by executing this Second Amendment, hereby certifies that: (a) the Lease is in full force and effect and has not been modified except as provided herein; (b) there are no prepayments by or credits due Tenant under the Lease; and (c) Tenant is not aware of the existence of any default by Landlord, nor of any event which with the giving of notice or passage of time, or both, would constitute a breach or default by Landlord under the Lease.

10. **Counterparts.** This Second Amendment may be executed in separate counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument (e-mail transmission of such signature pages shall be acceptable, provided that the parties agree to thereafter cause at least one fully executed original First Amendment to be delivered to each other).

11. **Entire Agreement/Ratification.** This Second Amendment represents the entire understanding of the parties with respect to the subject matter hereof, and the Lease as hereby amended remains in full force and effect and may not be modified further except in writing executed by the parties to be bound thereby. Unless expressly modified herein, the terms and conditions of the Lease shall continue in full force and effect, and the parties hereby confirm and ratify the same.

12. **Conflicting Terms.** In the event there is any conflict between the terms and conditions of the Lease, the First Amendment and this Second Amendment, the parties hereto acknowledge and agree that the provisions of this Second Amendment shall control. All other terms and conditions of the Lease and First Amendment not in conflict with the terms and conditions of this Second Amendment shall remain in full force and effect.

**IN WITNESS WHEREOF**, the parties hereto have executed this Second Amendment or caused this Second Amendment to be executed by their duly authorized representatives the day and year first above written.

**LANDLORD:**

**THE SOUTH JERSEY TECHNOLOGY PARK  
AT ROWAN UNIVERSITY, INC.**

BY: \_\_\_\_\_  
Name: Shreekanth A. Mandayam  
Title: Executive Director  
Date:

**TENANT:**

**ROWAN UNIVERSITY**

By: \_\_\_\_\_  
Name:  
Title:  
Date:

**RESOLUTION #2016.04.18**

**APPROVE FINAL RESOLUTION OF CONTRACTORS' CLAIMS RELATING TO  
THE CONSTRUCTION OF THE COOPER MEDICAL SCHOOL OF  
ROWAN UNIVERSITY**

**WHEREAS,** the construction of the Cooper Medical School of Rowan University ("CMSRU") was substantially completed in 2012, and

**WHEREAS,** following the completion of CMSRU, the contractors involved in the project indicated their entitlement to additional moneys for change orders, additional labor hours, and contractual payments, and

**WHEREAS,** those contractors eventually filed litigation in state and federal courts against Rowan University alleging entitlement to those moneys, and

**WHEREAS,** the parties have now reached a global resolution of the outstanding contractual claims and have concluded that all claims can be resolved for a payment in the amount of \$3,475,000 to the contractors,

**NOW THEREFORE, BE IT RESOLVED** that the Board of Trustees of Rowan University approves the global resolution of the contractors claims, and

**BE IT FURTHER RESOLVED** that the University is authorized to pay the full amount of the contractors' claims in the amount of \$3,475,000, and

**BE IT FURTHER RESOLVED** that the President and Chief Financial Officer are authorized to take any and all actions and to execute relevant documents to formally resolve the claims.

**SUMMARY STATEMENT AND RATIONALE**

This resolution approves the final resolution of the claims filed by the contractors who performed construction work on the Cooper Medical School of Rowan University.

Recommended for Approval By:  
Executive Committee (4/14/16)

4/20/16

**RESOLUTION #2016.04.19**

**REVISING CHARTER OF THE AUDIT COMMITTEE**

**WHEREAS,** the Rowan University Board of Trustees adopted a charter for the Audit Committee on December 15, 2010 pursuant to Resolution #10, which has remained unchanged since that date, and

**WHEREAS,** as a result of the growth in the number of legal and regulatory requirements that affect the University's operations, which have varying levels of materiality and risk, it is appropriate to expand the responsibilities of the Ad Hoc Committee on Risk Management to include oversight over certain of those requirements, and to have it refer to the Audit Committee any matter on which it believes further investigation is required, and

**WHEREAS,** the Audit Committee and Executive Committee concur that the proposed revision to the Audit Committee's Charter is appropriate, and that the charge to the Ad Hoc Committee on Risk Management (as provided by the Executive Committee) should be enlarged.

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Trustees of Rowan University adopts the attached Charter for the Audit Committee, and authorizes the Executive Committee of the Board to amend the charge to the Ad Hoc Committee on Risk Management as appropriate.

**SUMMARY STATEMENT/RATIONALE**

This resolution adopts the revised Charter for the Audit Committee.

**ROWAN UNIVERSITY  
BOARD OF TRUSTEES**

**AUDIT COMMITTEE CHARTER**

**Purpose**

The primary purpose of the Audit Committee is to assist the Rowan University Board of Trustees in fulfilling its oversight responsibilities for (1) the integrity of the University's financial statements, (2) the University's compliance with certain legal and regulatory requirements, (3) the external auditor's qualifications and independence, (4) establishing the annual audit plans for the University's internal audit and healthcare compliance functions, (5) evaluating the performance of the University's external auditors and internal audit and compliance functions, and (6) ensuring that all allegations of misconduct or conflict of interest are evaluated and investigated.

**Membership**

The Audit Committee is a standing committee of the Board of Trustees. Its chair is selected by the Chair of the Board of Trustees in consultation with the Board of Trustees Nominations Committee. Members are appointed by the Chair of the Board of Trustees in consultation with the Board of Trustees Nominations Committee at the annual Board of Trustees reorganization meeting in September of each year. There shall be at least five members appointed, including the Chair of the Committee and a student trustee.

All members of the Audit Committee (excluding the student Trustee) shall have knowledge of the primary activities of the University, be able to read and understand fundamental nonprofit financial statements, including the University's balance sheet, income statement and statement of cash flows. The chair shall have accounting or related financial management expertise. All members of the Committee shall be independent of the University and its management, and free from any relationship that would, or could be perceived to, interfere with the exercise of his or her independent judgment.

The Chair of the Board of Trustees and the President shall be ex-officio members of the Audit Committee.

The Chair of the Audit Committee shall serve as a member of the Executive Committee of the Board.

**Meetings**

The Committee shall meet at least four times a year. At these meetings, the Committee will meet with the internal auditor, the healthcare compliance officer, and such other members of management as it shall decide. The Committee shall meet with the external auditor at least twice a year. At its discretion, the Committee may meet with individuals in separate and/or closed sessions. The Committee shall keep and post minutes of its meetings.

Additional meetings may be scheduled as required, at the call of the Chair of the Committee or a majority of the members thereof.

**Responsibilities**

The Board of Trustees and management are responsible for creating and maintaining a culture of honesty and high ethical standards. The Audit Committee's principal responsibility is one of oversight. The fundamental responsibility for the accuracy, reliability and integrity of University's financial statements and disclosures rests with management and the external auditor. The Audit Committee is responsible for:

- Oversight of the financial reporting process and oversight of the internal controls over financial reporting.
- Oversight of the establishment and maintenance of programs and internal controls designed to prevent and detect fraud.
- Oversight of the University's compliance with certain legal, regulatory and ethical requirements, and the University's Integrity Hot Line.

In furtherance of these responsibilities, the Committee shall:

1. Assist the Board in retaining an external auditor to conduct an annual audit of the University's financial statements by making a recommendation to the Board after engaging in an auditor selection process. The Committee shall have the responsibility to review the credentials of the external auditor, to recommend appointment or replacement of the external auditor, and to recommend related audit fees. The Board of Trustees shall review the recommendations of the Committee with due deference to its expertise.
2. Conduct any investigation it deems necessary to fulfilling its responsibilities, and retain, at the University's expense, such special legal, accounting or other consultants or experts it deems necessary. It shall have direct access to the independent auditors, internal audit staff and compliance staff, as well as anyone in the University, and all employees of the University are obligated to use their best efforts to respond to and assist in any such investigation.
3. Have direct reporting relationships with the University's chief internal auditor, chief healthcare compliance officer, and ethics liaison officer.

The Audit Committee shall also:

1. Review reports relating to internal controls and procedures, including but not limited to information security, and recommendations for establishing or enhancing same.
2. Review the audited financial statements and recommendations with the external auditor; determine whether they are consistent with information known to Committee members and review findings and recommendations with the President, Chief Financial Officer and other senior members of the administrative staff.
3. Review with the chief internal auditor and chief compliance officer, and approve, the annual audit and compliance plans for the year, as well as any recommended changes thereafter.
4. Receive and consider reports from the University Ethics Liaison Officer whenever there is an alleged or actual violation of law, regulation, or policy.
5. Approve any non-audit functions before they are conducted by the external auditor.
6. Review and assess the Audit Committee Charter annually.

Charter adopted December 15, 2010  
Revisions approved: Audit Committee on March 29, 2016  
Executive Committee on April 14, 2016



## **PROPOSED CHARGE**

### **ROWAN UNIVERSITY BOARD OF TRUSTEES**

#### **AD HOC COMMITTEE ON RISK MANAGEMENT**

##### **Purpose**

As originally constituted in 2013 following the acquisition of Rowan School of Osteopathic Medicine (“RowanSOM”), the Committee was created specifically to review claims of medical malpractice where the potential liability of the RowanSOM-related health care provider could be in excess of \$1 million [amended in December 2015 to \$3 million], to provide authorization to pursue settlement, and to ensure that the organization learned from the incident. The Committee was charged in 2014 with reviewing the program of insurances that the university was considering, and making recommendations to the Board of Trustees with respect to the purchase thereof; and with oversight of the various risk-minimization programs that were directly related to those insurances.

As a result of the Board of Trustees’ redefinition of the charter of the Audit Committee in April 2016, the charge to this Committee was amended to include reviewing the University’s compliance with certain legal and regulatory requirements that do not directly affect the University’s financial statements, but which could have material consequences (reputational as well as financial) for the University. Those areas include, but are not limited to, equal employment opportunity, the Americans with Disabilities Act, occupational safety and health (OSHA), Title VI of the Civil Rights Act of 1964 (relating to race), Title IX of the Education Amendments of 1972 (relating to sex), the Violence Against Women Act, the Jeanne Clery Disclosure of Campus Security Policy and Campus Crime Statistics Act, the rules and regulations issued by the National Collegiate Athletic Association, and those affecting the safety of Rowan’s physical spaces for its faculty, employees, students, volunteers and guests.

Accordingly, the primary purpose of the Committee is to assist the Board of Trustees in confirming that the University’s administration is effectively identifying, assessing, and managing material risks that are not directly within the jurisdiction of the Audit Committee.

##### **Membership**

The Committee on Risk Management is an *ad hoc* committee of the Board of Trustees, subject to dissolution at any time by the Executive Committee of the Board. Its chair is selected by the Chair of the Board of Trustees in consultation with the Board’s Nominations Committee. Members are appointed by the Chair of the Board of Trustees at the annual Board of Trustees reorganization meeting.

There shall be at least five members appointed, including the Chair of the Committee and a student trustee; and, when possible, a representative from the following standing Committees: Academic Affairs/Student Affairs, and Audit.

##### **Meetings**

The Committee on Risk Management shall meet at least twice a year to conduct its business. At those meetings, it shall meet with the General Counsel, the Chief Internal Auditor, and the Senior Director, Risk Management and Insurance. The Committee shall also meet at least once each year with the Chief Equity Compliance Officer, the Assistant Athletic Director for Compliance, the Associate Director for Clery Compliance, the Assistant Vice President of Facilities Operations and Plant Management, the Director of

Emergency Management, and the Director of Environmental Health and Safety. Additional meetings may be scheduled as required, at the call of the Chair of the Committee or a majority of the members thereof.

At its discretion, the Committee may meet with individuals in separate and/or closed sessions. The Committee shall keep and post minutes of its meetings.

### **Responsibilities**

Except as otherwise within the authority of the Audit Committee, the Ad Hoc Committee on Risk Management shall consider:

- Compliance with laws and policies affecting illegal discrimination, workplace violence, and reporting of crime,
- Compliance with rules and regulations applicable to intercollegiate sports,
- The health and safety of the physical spaces in which Rowan students, employees and volunteers work,
- Emergency preparedness and disaster recovery, and
- The University's risk management and insurance programs.

In furtherance of these responsibilities, the Committee shall:

1. Receive reports relating to compliance with regulatory programs and risk control systems, including but not limited to reported violations, and the university's responses thereto.
2. Receive reports on malpractice claims and related quality initiatives.
3. Receive reports on related educational programs.
4. Report to the Audit Committee any matter in which the Committee believes further review and/or an investigation is warranted.

Presented to/Approved by:  
Chair of Risk Management on March 21, 2016  
Audit Committee on March 29, 2016  
Academic Affairs/Student Affairs Committee on April 5, 2016

**RESOLUTION #2016.04.20**

**CONFERRAL OF HONORARY DEGREE FOR GEORGE C. HILL, PH.D.**

**WHEREAS,** Rowan University seeks to honor outstanding citizens whose work improves higher education and the world at large; 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 George C. Hill, Ph.D. is such an individual and deemed worthy of receiving an honorary degree from Rowan University; and

**WHEREAS,** George C. Hill is a founding member of the Medical School Board at Cooper Medical School of Rowan University; and

**WHEREAS,** this native of Camden and graduate of Rutgers-Camden (B.A), Howard University (M.S.) and New York University (Ph.D.) has had a long career as an educator, researcher and expert in African trypanosomes; and

**WHEREAS,** he has been a leading voice for diversity, inclusivity and social diversity in American medical schools at both Meharry Medical College and Vanderbilt University Medical School, where his impact on fostering the admission and success of underrepresented minorities is legendary; and

**WHEREAS,** the Board of Trustees is in agreement with the recommendation to award an honorary degree to George C. Hill 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 George C. Hill.

**SUMMARY STATEMENT/RATIONALE**

This resolution approves the awarding of an honorary Doctor of Science degree to George C. Hill for his contributions to the advancement of the fields education and medicine and his work to improve diversity and inclusivity in medical schools.

Recommended for Approval By:  
Executive Committee (4/14/16)

4/20/16

**RESOLUTION #2016.04.21**

**BOARD COMMENDATION**

**WHEREAS,** Kunal Patel holds the distinction of serving as a student member of the Rowan University Board of Trustees, and

**WHEREAS,** he has represented the student body of this University in an exemplary manner during his term of office, and

**WHEREAS,** during his tenure as the student voting member he has fulfilled his obligations as a dedicated, enlightened and enthusiastic young man who has gained the respect of the University community, as well as the admiration of his colleagues on the Board.

**THEREFORE BE IT RESOLVED** and reflected in the minutes, that we acknowledge with deep appreciation his dedicated efforts on behalf of Rowan University and congratulate him while at the same time we wish him continued success and personal fulfillment in all future endeavors.

**SUMMARY STATEMENT/RATIONALE**

This resolution is a board commendation for the outgoing Student Trustee, Kunal Patel.

Recommended for Approval By:  
Executive Committee (4/14/16)

**RESOLUTION #2016.04.22**

**DESIGNATION OF MSSL, INC AS A SUB-REDEVELOPER, PHASE I, FOR THE REDEVELOPMENT OF CERTAIN TRACTS OF LAND LOCATED WITHIN THE HARRISON TOWNSHIP REDEVELOPMENT PROJECT ON ROWAN UNIVERSITY'S WEST CAMPUS**

**WHEREAS,** Harrison Township has previously created a Redevelopment Area for lands owned by Rowan University and affiliated state entities located on portions of the West Campus, including the following Blocks and Lots: Block 1, Lots 1, 2, 4, 5, 6, 8, 9, 9.01, and 11; Block 2.01, Lots 1 and 1.01, Block 2.02, Lots 1, 1.01, 1.02, 1.03, 1.04, 2, 3, 4, 5, 6, 7, 8, 9, and 10, Block 4, Lot 2, and Block 24.02, Lot 1 and appointed Rowan as the primary Redeveloper for same; and

**WHEREAS,** Rowan's Board of Trustees, in Resolution 2015.09.36 consented to said delegation; and

**WHEREAS,** Rowan's Board of Trustees, in Resolution 2015.04.19 previously authorized a Feasibility Study to be conducted by MSSL, Inc. to examine the possibility of MSSL or its designee ("MSSL"), constructing and operating a sports complex that would serve both the University's purposes and provide an extensive array of youth development sporting opportunities that would create an economic opportunity for Harrison Township and the surrounding area; and

**WHEREAS,** said Feasibility Study has been completed at MSSL's expense and proposes the construction of such a complex which would potentially include outdoor playing fields for soccer and other field sports, an indoor arena, a football stadium with an array of retail and entertainment opportunities, and a hotel; and

**WHEREAS,** the Feasibility Study provides for MSSL to Ground Lease certain of the Rowan owned parcels on the West Campus on a long term basis, to construct all facilities at no cost to Rowan and to operate said facilities as a private enterprise but provide for the priority use by Rowan of all such facilities upon terms to be negotiated, with Rowan retaining rights to long term ownership and reversion rights upon any failure to meet completion schedules and operating parameters to be negotiated; and

**WHEREAS,** MSSL has developed financing options and partnerships with other entities to construct, operate, rent and/or partner with it and has received tentative support from such organizations ("Potential Partners"); and

**WHEREAS,** Rowan has reviewed the Feasibility Study and is desirous of moving forward to the next step of determining whether MSSL is able to finalize relationships with such Potential Partners;

(continued)

## **RESOLUTION #2016.04.22 (continued)**

**NOW, THEREFORE BE IT RESOLVED** that the Rowan Board of Trustees, in accordance with applicable Redevelopment Law, does hereby designate MSSSL as the Preliminary Sub-Redeveloper for portions of the lands designated above, such parcels to be fully described pursuant to a land survey, to take the next steps in finalizing the financing and partnership agreements identified in the MSSSL Feasibility Study with the following conditions and terms:

1. MSSSL shall have 90 days from the effective date of this designation (which time may be extended as agreed mutually by Rowan and MSSSL) in which to present to Rowan and Harrison Township financing agreements and partnership agreements as identified in the Feasibility Study which exhibit sufficient financial and other commitments to satisfy Rowan, in its sole discretion, that the proposed Project will be successful. MSSSL shall be responsible for all costs and commitments it makes in this process.
2. Rowan and its consultants and the Township shall have the opportunity to conduct their own due diligence of such proposals presented to it by MSSSL. They shall attempt in good faith to analyze the arrangements presented to them by MSSSL in an expeditious manner. MSSSL will pay the reasonable and necessary amounts to reimburse Rowan or the Township for due diligence, legal representation and other related costs, such reimbursements to be transactional costs paid at the time that project financing is obtained from MSSSL's lenders and equity partners or, if the Project does not proceed, within 30 days of the decision to terminate the Project.
3. Provided the University and the Township are satisfied with the materials supplied pursuant to Section 1 and 2, then in order to finalize the process and create any rights in MSSSL, both Rowan and the Township shall be required to take all necessary steps to appoint MSSSL or its designee as the Final Sub-Redeveloper for the Project and to enter into definitive agreements as required. In all respects, MSSSL shall be responsible to obtain all government approvals at all levels to effectuate the development anticipated.

**AND BE IT FURTHER RESOLVED** that the President and Chief Financial Officer are hereby authorized to execute any and all documents and to take any and all action required to consummate the above-described actions.

### **SUMMARY STATEMENT AND RATIONALE**

This resolution designates MSSSL, Inc as the Phase I Preliminary Sub-Redeveloper for the redevelopment of certain tracts of land located on the West Campus of Rowan University.