

**ROWAN UNIVERSITY
BOARD OF TRUSTEES Special WEBEX MEETING**

December 20, 2021

**BOARD MEMBERS IN
ATTENDANCE**

Isabelita Marcelo Abele
Brenda Bacon
Chad Bruner, Chair
Michael Carbone
Barbara Chamberlain
Jean Edelman
Thomas Gallia
Frank Giordano
Michael Harrington, (non-voting Student Trustee)
George Loesch
Robert Poznek, Vice Chair
Linda Rohrer
Larry Salva, Secretary
Virginia Smith
Ali Houshmand, ex officio

**BOARD MEMBERS NOT IN
ATTENDANCE**

Samantha Bollendorf (voting Student Trustee)

**UNIVERSITY REPRESENTATIVES
PRESENT**

Joe Cardona, V.P. University Relations
Joanne Connor, Chief of Staff/Board Liaison
Tabbatha Dobbins, V.P. Research/Dean, School of Graduate Studies
Terri Drye, V.P. Human Resources
Jeff Hand, Sr. V.P. Student Affairs
Sean Kennedy, V.P. Government Affairs & External Partnerships
Mira Lalovic-Hand, Sr. V.P. Information Resources & Chief
Information Officer
Tony Lowman, Provost & Sr. V.P. Academic Affairs
Joseph Scully, Sr. V.P. Finance & CFO
Horacio Sosa, V.P. Strategic Ventures & Partnerships
RJ Tallarida, V.P. University Relations
Melissa Wheatcroft, General Counsel
Lori McFadden, Recording Secretary for the Board of Trustees

OTHERS

Members of the Rowan faculty, staff, students, and members of the general public.

CALL TO ORDER

An emergency meeting of the Rowan University Board of Trustees was held on December 20, 2021 via WebEx. Chair Bruner welcomed everyone to the meeting, called the Public Session of the meeting to order at 9:07 a.m.

OPEN PUBLIC MEETINGS ACT STATEMENT

Dr. Connor read the Open Public Meetings Act Statement.

MOTION TO MOVE INTO CLOSED SESSION

Chair Bruner entertained a motion that was seconded to move into Closed Session. The Webex link to the open session will remain open so that it can be accessed immediately following the closed session report.

MOTION TO MOVE INTO PUBLIC SESSION

The Public Session reopened at 10:05 a.m.

PRESIDENT’S REPORT

President Houshmand discussed the resolutions on the agenda and entertained questions.

PUBLIC COMMENTS REGARDING PENDING RESOLUTIONS

There were none.

ACTION ITEMS FOR INDIVIDUAL CONSIDERATION

Chair Bruner stated that items #2021.12.41 through #2021.12.45 are being considered individually. He requested that if any Board members need to recuse themselves for any of the individually considered resolutions that they do so when asked before each vote. The specific votes for both Consent Agenda and individually considered resolutions were:

- Resolution #2021.12.41: 13-0 in favor
- Resolution #2021.12.42: 12-0 in favor (Dr. Gallia recused himself)
- Resolution #2021.12.43: 13-0 in favor
- Resolution #2021.12.44: 13-0 in favor
- Resolution #2021.12.45: 12-0 in favor (Dr. Gallia recused himself)

PUBLIC COMMENTS

There were none.

NEW BUSINESS

There was no new business.

COMMENTS BY TRUSTEES

There were no comments from the Trustees.

ADJOURNMENT

The open session adjourned at 10:13 a.m.

RESOLUTION #2021.12.41

**APPROVAL OF A CONTRACT WITHOUT COMPETITIVE BIDDING WITH
CARNEGIE DARTELET FOR UNDERGRADUATE
STUDENT RECRUITMENT 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. 18A:64-56, and

WHEREAS, pursuant to Resolution 2014.02.02 approved by the Board of Trustees at its February 19, 2014 meeting, the Board approved exceptions including an exception for Information Technology pursuant to 18A:64-56(a)(19) and recruitment services pursuant to 18A:64-56(a)(20), and

WHEREAS, Rowan University is in need of student recruitment Web design assistance and campaign materials for the Admissions Department, and

WHEREAS, Carnegie Dartelet is an industry leader in building Web platforms and campaign designs for student recruitment, and

WHEREAS, Rowan University wishes to purchase these services from Carnegie Dartelet, and

WHEREAS, the Senior Vice President for Finance and Chief Financial Officer anticipates that there will be sufficient budgeted funds available to pay the expense authorized herein in the FY22 budget

THEREFORE BE IT RESOLVED by the Board of Trustees that the Senior Vice President for Finance and Chief Financial Officer is authorized to enter into a contract with Carnegie Dartelet, of Westford, MA for an amount not to exceed \$250,000.

SUMMARY STATEMENT/RATIONALE

This resolution approves a contract with Carnegie Dartelet for undergraduate recruitment Web platforms and campaigns for FY22 for an amount not to exceed \$250,000 with a possibility of renewal for FY23, and FY24.

Chair Bruner entertained a motion that was seconded to approve Resolution #2021.12.41. Chair Bruner opened the floor to questions and recusals from the Board. There being none, a vote was taken 13-0 in favor and Resolution #2021.12.41 was approved.

RESOLUTION #2021.12.42

**AMENDMENT OF A CONTRACT WITHOUT COMPETITIVE BIDDING FOR
PROFESSIONAL CONSULTING SERVICES RELATING TO
HEALTHCARE CONSULTING**

WHEREAS, the New Jersey Medical and Health Sciences Education Restructuring Act, N.J.S.A.18A:64M-1, et seq. (“Restructuring Act”), permits Rowan University, a public research university, to enter into agreements for the procurement of services without public advertising pursuant to applicable state law as outlined in N.J.S.A. 18A:64M-9(k), 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 including an exception for professional consulting services in accordance with N.J.S.A. 18A:64-56, and

WHEREAS, the environment for physician education and training and the delivery of health care are rapidly changing in the state of New Jersey and nationally, and

WHEREAS, the Rowan University School of Osteopathic Medicine has seen a dramatic increase in the demand for payment for certain rotations for undergraduate medical education and Rowan Medicine has observed shifts in demands for its clinical services, among other significant changes in medical education and healthcare, and

WHEREAS, The Chartis Group (“Chartis”) has established a reputation as an entity capable of providing expert advice in the area of Healthcare Management, including assisting healthcare organizations engage in innovations in the areas of integration of virtual care in the broader delivery system, establishing beneficial affiliations to enhance medical education, and accelerate digitization and the use of data in healthcare and medical education delivery, and

WHEREAS, Rowan has engaged Chartis to assist in the evaluation of its healthcare practices and medical education model and Chartis has provided services to date which are directly beneficial to Rowan, and

WHEREAS, pursuant to Resolutions 2021.04.21 and 2021.06.68, the Board of Trustees authorized Rowan to enter into contract without competitive bidding with The Chartis Group for an amount not to exceed \$400,000 in total, and

WHEREAS, Rowan is satisfied with the retention thus far and expects that the retention will continue with Chartis providing useful information critical to the implementation of improvements and such work will require continued efforts on the part of Chartis, and

(continued)

RESOLUTION #2021.12.42 (continued)

WHEREAS, the University has concluded that continuing the engagement with Chartis for an additional amount of \$200,000 would be advantageous, 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 The Chartis Group to an amount not to exceed \$600,000 for Fiscal Year 2022.

SUMMARY STATEMENT/RATIONALE

This resolution amends a contract without competitive bidding with The Chartis Group for healthcare consulting services in a total amount not to exceed \$600,000.

Chair Bruner entertained a motion that was seconded to approve Resolution #2021.12.42. Chair Bruner opened the floor to questions and recusals from the Board. Dr. Gallia recused himself. A vote was taken 12-0 in favor and Resolution #2021.12.42 was approved.

RESOLUTION #2021.12.43

APPROVAL OF A CONTRACT WITHOUT COMPETITIVE BIDDING WITH COX MEDIA GROUP FOR UNDERGRADUATE STUDENT RECRUITMENT 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. 18A:64-56, and

WHEREAS, pursuant to Resolution 2014.02.02 approved by the Board of Trustees at its February 19, 2014 meeting, the Board approved exceptions including an exception for Information Technology pursuant to 18A:64-56(a)(19) and recruitment services pursuant to 18A:64-56(a)(20), and

WHEREAS, Rowan University is in need of student recruitment services using market research data mining and informatics, and

(continued)

RESOLUTION #2021.12.43 (continued)

WHEREAS, Cox Media Group works with Amazon’s network and customer base to target for recruitment individuals whose purchasing behavior make them ideal candidates for recruitment, and

WHEREAS, Rowan University wishes to purchase these services from the Cox Media Group, and

WHEREAS, the Senior Vice President for Finance and Chief Financial Officer has certified that there are sufficient budgeted funds available to pay the expense authorized herein in the FY22 budget

THEREFORE BE IT RESOLVED by the Board of Trustees that the Senior Vice President for Finance and Chief Financial Officer is authorized to approve the contract with Cox Media Group, of Atlanta, GA, for a not to exceed amount of \$150,000.

SUMMARY STATEMENT/RATIONALE

This resolution approves a contract with Cox Media Group for undergraduate recruitment services for FY22 for an amount not to exceed \$150,000 with a possibility of renewal for FY23, and FY24.

Chair Bruner entertained a motion that was seconded to approve Resolution #2021.12.43. Chair Bruner opened the floor to questions and recusals from the Board. There being none, a vote was taken 13-0 in favor and Resolution #2021.12.43 was approved.

RESOLUTION #2021.12.44

**APPROVAL OF A CONTRACT WITHOUT COMPETITIVE BIDDING WITH
ENROLLMENT BUILDERS FOR AN UNDERGRADUATE STUDENT
RECRUITMENT CALL CENTER**

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

WHEREAS, pursuant to Resolution 2014.02.02 approved by the Board of Trustees at its February 19, 2014 meeting, the Board approved exceptions including an exception for Information Technology pursuant to 18A:64-56(a)(19) and recruitment services pursuant to 18A:64-56(a)(20), and (continued)

RESOLUTION #2021.12.44 (continued)

WHEREAS, Rowan University is in need of a call center for student recruitment services in order to contact students upon receipt of their applications, and

WHEREAS, Enrollment Builders provides such call centers for student recruitment that contact students within minutes of completed applications, and

WHEREAS, Rowan University wishes to purchase these services from Enrollment Builders, and

WHEREAS, the Senior Vice President for Finance and Chief Financial Officer has certified that there are sufficient budgeted funds available to pay the expense authorized herein in the FY22 budget

THEREFORE BE IT RESOLVED by the Board of Trustees that the Senior Vice President for Finance and Chief Financial Officer is authorized to enter into a contract with Enrollment Builders, of Lexington, KY for an amount not to exceed \$275,000.

SUMMARY STATEMENT/RATIONALE

This resolution approves a contract with Enrollment Builders for a recruitment call center for FY22 for an amount not to exceed \$275,000 with a possibility of renewal for FY23, and FY24.

Chair Bruner entertained a motion that was seconded to approve Resolution #2021.12.44. Chair Bruner opened the floor to questions and recusals from the Board. Larry Salvia motioned to change the language to read in the proposed resolution to read that the CFO certifies that there is sufficient funding in the present fiscal year and it will be estimated for the remainder of the affiliation. There being none, a vote was taken 13-0 in favor and Resolution #2021.12.44 was approved.

RESOLUTION #2021.12.45

**AUTHORIZATION OF EXECUTION OF A MASTER AFFILIATION AGREEMENT
AND GIFT AGREEMENT WITH VIRTUA HEALTH, INC.**

WHEREAS, Rowan University is committed to expanding access to undergraduate, graduate, and professional educational opportunities for the residents of South Jersey, to expanding access to quality and affordable health care for patients in the region, and to expanding innovative research to spur economic development and job growth in the region, and is prepared to pursue and enter into affiliations necessary to advance these goals and to benefit the entire region as well as Rowan's students, patients, employees, community, and the region in its entirety, and

(continue)

RESOLUTION #2021.12.45 (continued)

WHEREAS, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act (“Restructuring Act”), Rowan University was designated as a public research university and charged with building capacity to enhance higher educational opportunities for residents of the state, enhance the likelihood of receipt of research funding, and enhance the reputation and quality of its Colleges and Schools, including its Medical Schools, N.J.S.A. 18A:64M-1, et seq., and

WHEREAS, pursuant to the Restructuring Act, the Board of Trustees of Rowan University (“Rowan”) is authorized to enter into contracts and agreements which are necessary or advisable for carrying out the mission of the University, N.J.S.A 18A:64M-9(k), and

WHEREAS, pursuant to Resolution #2021.10.03, the Board authorized Rowan to implement targeted actions to become an R1 institution and a leader in research and innovation to ensure the region’s access to a comprehensive R1 university for the direct benefit of students and the community as well as for the economic benefit of the region and state, including but not limited to affiliating with one or more private entities capable of research and innovation in the area of Medicine and Health Sciences to allow for the efficient leveraging of private resources for the benefit of the University, its students, its patients, the community, and the region, and

WHEREAS, Virtua Health, Inc., (“Virtua Health”) owns and operates a health system that provides a variety of clinical services through a network of doctors, including Virtua Medical Group (“VMG”), Virtua Our Lady of Lourdes School of Nursing, outpatient facilities, and inpatient facilities and is a leader in health care in the region, and

WHEREAS, Rowan has undertaken negotiations with Virtua Health, and has developed a Master Affiliation Agreement whereby the Parties will become one another’s affiliates for clinical education, research, and clinical practice, thereby ensuring access to clinical training sites for the students of RowanSOM and students in the allied health programs, enhancing growth opportunities for medical and health professions education, creating a talent pipeline for healthcare professionals, and spurring innovation and economic development, and

WHEREAS, the Master Affiliation Agreement contemplates that Virtua Health Foundation will make an endowed gift to the Rowan University Foundation and the Parties will use the spendable income from that gift as well as other contemplated investments to support the Virtua Health College of Medicine and Health Sciences of Rowan University subject to the terms of a Gift Agreement establishing the Virtua Health College of Medicine and Health Sciences of Rowan University Restricted Endowment Fund, and

(continued)

RESOLUTION #2021.12.45 (continued)

WHEREAS, the Master Affiliation Agreement sets the framework for the Parties' collaboration in areas of Graduate Medical Education, Undergraduate Medical Education, Physician Practice, Health Professions Education, and Research, and

WHEREAS, the Master Affiliation Agreement contemplates that they Parties will work collaboratively in the above-referenced areas and develop additional detailed implementation agreements for the Parties' relationship in each domain, and

WHEREAS, the Senior Vice President for Finance and Chief Financial Officer has certified that there are sufficient budgeted funds available for FY22 and estimates that there will be sufficient budgeted funds available in the future to support the necessary investment contemplated in the Master Affiliation Agreement with Virtua Health,

THEREFORE BE IT RESOLVED that the Chief Financial Officer and President are authorized to finalize and execute the Master Affiliation Agreement and Gift Agreement described above subject to final negotiation provided that there are no material changes to substantive transactional terms, and

BE IT FURTHER RESOLVED that the Senior Vice President of Finance and the President shall be authorized to negotiate and execute one or more agreements and legal instruments necessary to the consummation of the goals articulated in the Master Affiliation Agreement, including but not limited to the Implementing Agreements, and

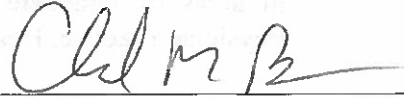
BE IT FURTHER RESOLVED that the Board of Trustees approves the naming of the Virtua Health College of Medicine and Health Sciences of Rowan University and the Virtua Health School of Nursing and Health Professions of Rowan University.

SUMMARY STATEMENT/RATIONALE

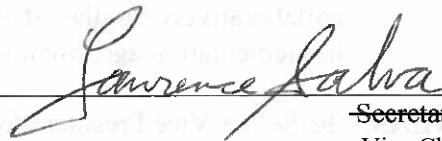
This resolution authorizes the execution of a Master Affiliation Agreement and Gift Agreement with Virtua Health, Inc. and the Virtua Health Foundation.

Chair Bruner entertained a motion that was seconded to approve Resolution #2021.12.45. Chair Bruner opened the floor to questions and recusals from the Board. There being none, a vote was taken 13-0 in favor and Resolution #2021.12.45 was approved.

Lori McFadden, Recording Secretary
for the Board of Trustees



Chair, Board of Trustees



Secretary, Board of Trustees
Vice Chair