

Budget and Finance Committee, Rutgers University Senate  
Senate Charge S-2308, Conflict of Interest Declarations  
Mar 18, 2024

**Executive Summary:**

This interim report describes findings related to potential conflicts of interest by the Rutgers Board of Governors. Several issues have been identified.

- Conflict of Interest disclosures by Board members are required to be publicly available by university policy, state statute, and governor’s executive order, but are not.
- The Board voted for a candidate for an influential position whom they refused to name. The candidate turned out to be one of their own, and has reported conflicts with that position.
- On multiple occasions, Board members have voted on matters in which they have personal and financial interests, and that they have specifically been instructed to recuse from.
- A recent lawsuit alleges that two Board members are serving in violation of state law.

These issues are deeply concerning, and challenge the fairness, openness, and legitimacy of the Board and its decision-making practices. We urge the President and the Board to make meaningful changes to address these serious concerns. We additionally recommend that the Attorney General and the State Ethics Commission examine these issues to prevent their recurrence in the future.

**Chronology:**

The Budget and Finance Committee (BFC) was tasked *Feb. 17, 2023* with the following charge.

*“Investigate and make recommendations on public declarations of conflicts of interest by politically exposed persons at Rutgers, including all members of the Rutgers Board of Governors (BoG) and all those involved in significant financial decision-making.”*

Following initial investigation, members of the BFC provided written questions related to these issues to EVPAA P. Moghe prior to the *Dec. 14, 2023* Senate meeting. At that meeting, Dr. Moghe revealed that he had uploaded responses to the questions. Senators did not have time to read or consider these responses at the meeting itself, but once we had the chance to do so, we found that several were unrelated, incomplete, or incorrect.

We followed up to Dr. Moghe with a written itemization of outstanding issues on *Jan. 11, 2024*, cc-ing President Holloway, VPAPA O’Halloran and VP Honig, with a request for responses 2 weeks in advance of our next Senate meeting, *Feb. 16, 2024*, to provide time for consideration. VP O’Halloran proposed we wait until the next meeting itself to receive responses, however after further conversation agreed to a goal of providing responses by *Feb. 12, 2024*. Responses arrived *Feb. 14*: this did not provide adequate time for committee consideration, however we include here responses as notes in proof, and we include commentary during the *Feb. 16* BFC meeting in blue text. Relevant reference materials are cited in endnotes.

Our investigations have focused on three primary topics:

- 1) Apparent conflicts of interest within the Rutgers University Board of Governors
- 2) Potential conflicts of interest involving Rutgers University executive leadership
- 3) Impediments to transparency related to possible conflicts of interest.

Details of findings on the first topic are presented below.

## **1) Potential Conflicts of Interest within the Rutgers University Board of Governors**

### ***Background***

Rutgers University budget exceeds \$5 billion, and includes major real estate, financial, educational, and athletics projects. As a public university, the state and citizens of New Jersey have an interest in ensuring that budgetary decisions are fairly assessed, transparent, and free of undue personal or political influence.

Historically, this has not always been the case at Rutgers – for example, Rutgers’ medical school was found to have double- and over- billed tens of millions of dollars in Medicare and Medicaid charges<sup>1</sup>, engaged in political hiring and kickback practices<sup>2</sup>, and was subject to 5 years of federal monitoring<sup>3</sup> as a result. Similarly, Rutgers’ entry into the Big10 in 2014 was accompanied by repeated documented reports<sup>4,5</sup> of misleading accounting and debt concealment practices. The BFC takes no position on these historic findings and reports, but their longstanding and repeated nature motivates us to advocate for diligence in financial decision making.

Under the Rutgers Act of 1956<sup>6</sup>, the Board of Governors (BoG) is the body with authority and responsibility for “*general supervision over and ... conduct of the university [and it shall] determine policies for the organization, administration and development of the university.*” According to the 1956 Act, each member of the BoG shall “*perform the duties of his office faithfully, impartially and justly,*” and the BoG itself has established bylaws<sup>7</sup> that specify that members are covered by the “*New Jersey Conflicts of Interest Law ... and by the University Conflicts of Interest Policy...*”

A final semantic note arose in discussions: We define a conflict of interest here as a situation in which a party has multiple interests, and so one cannot tell whether a decision is motivated by a desired interest (e.g. education and research at Rutgers University) or a different interest (e.g. personal or professional advancement). So, if a BoG member were to vote in favor of a motion, and could benefit from that vote (e.g. if their superiors might prefer a yay, and disapprove of a nay) then we in the Rutgers community would not be able to tell whether these considerations influenced the vote. It is not our task to demonstrate a *quid pro quo*, or corruption, or conspiracy: we only seek to identify situations in which serving in multiple roles could cast doubt on whether a vote in one role (BoG member) has been influenced by another role (e.g. external employment).

The Rutgers University Senate Budget and Finance Committee expresses concern over BoG conflict of interest practices in the following areas.

**a) Missing financial disclosures:**

Relevant regulations:

All Rutgers personnel are subject to Rutgers' Code of Ethics<sup>8</sup>, Policy 50.1.2, which is applicable:

*“to all members of the Boards of Governors and Trustees, officers (President and vice presidents), deans, academic department chairs, administration department heads, faculty and staff members including student employees.”*

Beyond these requirements, BoG members are explicitly required by Governor Murphy's Executive Order #2 (EO-2), “*Outlining ethics standards,*” to file public conflict of interest declarations<sup>9</sup>:

*“Every public employee and public officer ... shall file a sworn and duly notarized Financial Disclosure statement, or other such authentication as the Ethics Commission may require to facilitate electronic filing, ...” (EO-2, page 2)*

*“Public officer shall mean ... the members of the following boards, commissions [including] ... the members of the governing boards of State Colleges and Universities.” (EO-2, page 11)*

*“The Ethics Commission shall review each statement [and] upon approving such a statement for filing, the Commission shall file and maintain a copy of it for public inspection and copying in accordance with the procedures set forth in N.J.S.A. 47:1A-1\* et seq. and shall post the statement on its website pursuant to N.J.S.A. 52:13D-21\*\*” (EO-2, page 6)*

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*\* NJ Open Public Records Act<sup>10</sup>*

*\*\* State Ethics Commission; membership; powers; duties; penalties<sup>11</sup>*

Available information:

Several actions were taken to obtain the legally mandated BoG disclosures.

- A search of the State Ethics Commission Financial Disclosure Database<sup>12</sup> was completed. The database was found not to contain disclosures for Rutgers BoG members, although it does for other NJ Universities.
- An email seeking additional information was sent to the Commission at the address on their website<sup>13</sup>, as follows:

*Sent: Wednesday, June 9, 2021 11:38 AM*

*Subject: inquiry*

*Hi,*

*I'd like to find out how I can obtain a high ranking public employee's annual financial disclosures with the state. I tried the NJOIT Open Data Center<sup>14</sup>, but the person of interest is at Rutgers, and no one at Rutgers appears there.*

*Thank you for any information.*

This returned the following email:

*From: OIT.ContactDataNJ@tech.nj.gov*

*Subject: RE: inquiry*

Hello,

Thank you for contacting us.

We only publish what we receive. If the data you are looking for is not included, we don't have any further information.

Thanks,

The Data NJ Team

- Following this exchange, a request under the NJ Open Public Records Act (OPRA) was made of the University Custodian of Records for “*All financial disclosures, ethics disclosures and conflict of interest declarations by ... all members of the Rutgers Board of Governors*” for the years 2016-2021 (OPRA request #R006677-060921). This returned the response through the Rutgers Open Public Records Center<sup>15</sup> [boldface is editorial emphasis]:

*“The University has reviewed your request and would like to note the following information:*

***The University does not maintain Board of Governor’s Conflict of Interest disclosures. The University only ensures that those disclosures are filed on time. To obtain those records, please contact the New Jersey State Ethics Commission ... ”***

- A second email was then sent to the State Ethics Commission to confirm:

*“I have a problem that I hope you can help with.*

*According to Governor Murphy's Executive Order 2<sup>16</sup>, Rutgers Board of Governors are specifically required to file with your office; here<sup>[17]</sup> (p. 11, item (2))*

*Moreover, according to Jewell Battle, Rutgers' OPRA Administrator,*

*“The University does not maintain Board of Governor’s Conflict of Interest disclosures. The University only ensures that those disclosures are filed on time. To obtain those records, please contact the New Jersey State Ethics Commission.”*

*Despite these statements, I cannot find in your database disclosures for any member of Rutgers' Board of Governors. Perhaps I am searching incorrectly? ...*

*Thank you for any assistance you can provide.”*

This returned the same reply as before, reiterating that the Commission does not have any further information. We note that notwithstanding these emails, some communication between the BoG and the Commission does take place prior to installation of BoG members<sup>18,19</sup>. What we can confirm here is that CoI disclosures are not available through the Commission, as mandated in the Governor’s Executive Order #2 (see Notes in Proof below).

- Financial declarations by BoG members are filed annually with the Secretary of the University, K. Pastva, so she was contacted twice, as follows.

*Sent: Wednesday, June 16, 2021 5:52 PM*

*To: pastva@oq.rutgers.edu*

*Subject: Information request*

*Dear Kimberlee,*

*I have been trying to obtain the Rutgers Board of Governors financial disclosures (required by Governor Murphy's Executive Order #2 (p. 11, item (2))). According to Jewell Battle, Rutgers' OPRA Administrator,*

*"The University does not maintain Board of Governor's Conflict of Interest disclosures. The University only ensures that those disclosures are filed on time. To obtain those records, please contact the New Jersey State Ethics Commission."*

*I have contacted the NJ State Ethics Commission, and they have assured me that they do not have these records.*

*Can you advise me? Are they in your office, or were they sent to a different State office, or...?*

*Thank you.*

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*Sent: Monday, June 21, 2021 10:40 AM  
To: pastva@oq.rutgers.edu  
Subject: Re: Information request*

*Hi,*

*Following up, please let me know the situation.*

*Thanks!*

Neither request received any reply. We note that this occurred when the sender was Senate representative to the BoG, and other emails from the sender to the same address were received and replied to.

- During the period of this charge, Rutgers' president offered to answer questions through an online form<sup>20</sup> administered by Rutgers' Executive Vice President for Academic Affairs (EVPAA). We used this form to attempt to resolve our difficulties locating CoI information, and received a response dated 12/14/23 from the Chief of Staff for the EVPAA<sup>21</sup>. That document includes the statement that:

*"University Officers ... have to file separate conflict of interest disclosures with the University Secretary. This requirement applies to Board of Governors and Board of Trustees members as well. **The Secretary's Office maintains the completed forms** and uses them to determine whether an officer, governor, or trustee must be recused from any individual matter pending before the University's governing or advisory boards."*

There is manifestly a contradiction between the OPRA response, that "***The University does not maintain Board of Governor's Conflict of Interest disclosures***" and the statement from the EVPAA's office, "***The Secretary's Office maintains the completed [conflict of interest disclosure] forms.***"

- Note 1 in proof: The response received by the BFC chair on Feb. 14, 2024 in response to questions (included in Appendix) exhibited some disagreement over the procedure to obtain disclosures.

In particular, the EVP-CFO forwarded from the State Ethics Commission the following clarification:

*"We do consider the COI forms public documents subject to OPRA. Anyone who wants to request them under OPRA would need to complete the appropriate forms. The updated link to LPS's website for OPRA is: <https://www.njoag.gov/contact/public-records-request/>. They can also contact us (SEC) by email, but we would just direct them to the website as we cannot accept OPRA requests by email or fax."*

We appreciate this additional information, and filed request W213948 for both EO-2 and EO-14 files through this website on 2/18/24; for reference, the State Ethics Commission is not listed, but can be found under the Law and Public Safety pulldown menu item. This generated the following email reply:

*The Department of Community Affairs, Office of Ethics, is in receipt of your OPRA request W213948, which seeks:*

*“I request all conflict of interest and other financial declarations under EO-2 (Murphy) and EO-14 (Corzine) for the members of Rutgers Board of Governors between 2014 and the present.”*

*The Office has conducted a search and found no documents that are responsive to your request. As a suggestion, you could contact the State Ethics Commission.*

*Your request is now closed.*

*Donald Palombi  
Chief Regulatory Officer, DCA  
[Donald.Palombi@dca.nj.gov](mailto:Donald.Palombi@dca.nj.gov)*

Rutgers’ Chief University Compliance Officer noted by followup email on 2/28/24 that DCA is a separate agency from the State Ethics Commission. We cannot account for why the OPRA request, sent to the “State Ethics Commission” under the “Law and Public Safety” pulldown menu was directed to the DCA.

Nevertheless, we did make one final attempt, through the Office of Attorney General OPRA webpage<sup>22</sup>, which at the bottom has two links to “*make a formal OPRA request.*” The first of these links goes to what appears to be a mirror of the State Government Records Request Form<sup>23</sup> previously used to obtain the DCA response: we confirmed that this first link leads to the identical OPRA form<sup>24</sup> as previously used to file W213948. The second link<sup>25</sup> returns a “Page not found” response.

At this stage we can confirm that multiple attempts to obtain BoG CoI disclosures through all available websites and links have consistently failed, despite the statement on the Ethics Commission website<sup>26</sup> of Governor Murphy’s order:

*“The Order also requires that designated special State officers file [Financial Disclosure Statements], including members of boards, commissions and authorities and the New Jersey members of designated interstate or bi-state agencies. Pursuant to section 21(2)(n) of the Conflicts Law, **FDSs required to be submitted to the Commission by law, regulation or executive order must be made available to the public, promptly after receipt, on the Commission’s website.**” [Ed. emphasis]*

- Note 2 in proof: In a regular BFC meeting on Feb. 16, 2024, we were informed by Rutgers’ Chief University Compliance Officer (VPCCO) that there are two separate Executive Orders governing ethics disclosures: EO-2<sup>27</sup> issued in 2018 by current Governor, Murphy, described immediately above, and EO-14<sup>28</sup> issued in 2006 by former Governor Corzine, possibly related to the “COI forms” referred to through the EVP-CFO. The VPCCO indicated that there may also be an ambiguity between the terms “financial disclosures” and “conflict of interest disclosures.”

We cannot comment on this ambiguity, but to the best of our knowledge the information above concerning EO-2 disclosures is accurate, and notwithstanding persistent efforts, we have received either no information or contradictory statements concerning whether or not Rutgers has CoI disclosures.

- Note 3 in proof: Rutgers' VPCCO followed up by email 2/18/24 to explain that the forms held by the University Secretary are different from either EO-2 or EO-14 disclosures, and are described in University Policy 50.1.12, §III<sup>29</sup>. Evidently there are three sets of disclosures that we have so far been unable to obtain.

Based on available information, it appears that:

- 1) BoG members are required by University policy and Governor's Executive Order to file annual "EO-2" Conflict of Interest (CoI) disclosures.
- 2) These disclosures are required by EO-2 to be filed with the NJ State Ethics Commission.
- 3) Email inquiries to the email listed on the Commission's website returned denials that the disclosures were filed.
- 4) An OPRA response to the University asserts that it does not maintain these disclosures.
- 5) There may in addition be EO-14 CoI disclosures by BoG members, filed directly with the state. An OPRA request through the State OPRA webpage for either EO-2 or EO-14 disclosures produced an email that a search revealed no responsive documents.
- 6) Attempts to access the information through the Office of Attorney General's webpage have also failed.
- 7) The EVPAA's office states that CoI disclosures are maintained by the Secretary of the University. These may constitute a third type of CoI disclosure.
- 8) The Secretary did not respond to repeated requests for clarification from the Senate Representative to the BoG.

The BFC cannot explain why the process of obtaining BoG Conflict of Interest disclosures required by Governor's Executive Order is quite so byzantine, but the disclosures should be made publicly available, as required by University policy, Executive Order, and prudent practice.

***b) Secretive and conflicted voting:***

Related to the contradiction between required and actual availability of CoI disclosures is the observation that the BoG makes decisions according to practices that appear to contradict New Jersey's Open Public Meetings Act<sup>30</sup> (OPMA: distinct from OPRA). Three examples follow.

- i) ***Voting for unnamed candidate:*** At the April 14, 2021 BoG meeting<sup>31</sup>, the Board elected a member of the Rutgers Camden Board of Directors (BoD)<sup>32</sup>. This vote took place in public as required by the OPMA, however the BoG refused during their public meeting to name the candidate whom they were electing (recording of relevant exchange is in Ref. 33). The Board maintained their refusal to name the candidate even when asked specifically for this information by a journalist during the public comment session of the meeting. The minutes recorded of this exchange only say:

*“[the chair of the Board] called on a member of the public that signed up to speak on action items contained on the agenda. The speaker spoke about the nomination of a member to the Camden Board of Directors contained on the consent agenda.”*

The minutes confirm that the nomination and name of the candidate, whom we will refer to as “Member 1”, arose during Executive session, and the name was included in the written minutes (p.9 of minutes attached in Appendix). The candidacy was unanimously approved in public in the Consent agenda by all Governors present, including Member 1 himself.

It is difficult to rationalize refusing to name a candidate whom the Board is voting for in public, especially since the candidate was bound to be revealed by the following BoD meeting, on May 21, 2021. It is additionally notable that the candidate himself was a member of the very BoG that elected him, at this same meeting, which he attended without recusing<sup>34</sup> himself.

Without open public information one can only speculate, the leading speculation being that there was an underlying motivation for refusing to name the candidate. Since the name turned out to be Member 1, who has both represented<sup>35</sup> the City of Camden and is personal attorney<sup>36</sup> to well-known Camden developer George Norcross, this speculation leads to disturbing questions. These might be laid to rest if the BoG would commit to transparency – and speculation would not arise at all if the BoG were to adhere to common conflict of interest standards. The BFC strongly recommends both of these outcomes.

This example is sufficiently singular that it seems important to unambiguously reiterate the situation. On April 14, 2021, the BoG:

- Refused in public session to name a candidate whom they were voting onto the Camden BoD,
- That candidate was a paid representative of a major developer in the Camden waterfront area, where Rutgers Camden is located,
- The candidate did not recuse himself from this vote, in which he had both personal and financial interests.
- The minutes omit mention of the Board’s refusal to name the candidate.

We can construct no scenario in which a candidate’s name for an influential public position should be secret. In this case the candidate had multiple apparent conflicts, and should in any case have been recused from consideration, discussion, and vote on his own nomination and election. We recommend that the State Ethics Commission examine this case in particular, and the circumstances that permitted the case to arise in general.

ii) **Voting without public discussion:** New Jersey statutes and legal decisions stipulate that:

- *“No person or public body shall fail to invite a portion of its members to a meeting for the purpose of circumventing the provisions of [the OPMA]” (NJSA 10:4-11 (1976)<sup>37</sup>)*
- *“[an agency cannot] close its doors when conducting negotiations or hammering out policies, and then to put on an appearance of open government by allowing the public to witness the proceedings at which its action is formally adopted.” (NJ 562 (1977)<sup>38</sup>).*
- *“both discussion and voting [of public bodies shall] take place in public” (Guidelines on the Open Public Meetings Law, C. Whitman, Governor (1996)<sup>39</sup>)*



By contrast, the BoG customarily votes without public discussion and refuses to answer questions from the public. A second example typical of this conduct arose in the June 22, 2021 meeting, whose minutes<sup>40</sup> make clear that contrary to these statutes and decisions:

- Committees of the BoG meet in private to discuss important matters:

*"... the proposed budget was presented in detail by the University administration and **discussed by the committee** [Ed. emphasis] at its June 8th meeting [and] committee members analyzed and questioned the budget assumptions in order to understand and endorse the proposed budget, as well as the administration's recommendations for tuition, fees, and room and board rates for the upcoming academic year. "*

- The public BoG meeting contains no discussions of these matters:

*"The motion was seconded, and **there being no discussion**, [Ed. emphasis] the Board unanimously approved the resolutions for the Fiscal Year 2021 – 2022 tuition rates, mandatory student fees, room and board rates, and residence education fees."*

It is important to stress that this vote without discussion did not occur by chance: it is done following policy, as a declared, though little known, device that, combined with a complete absence of discussions in public meetings, effectively circumvents the OPMA. This is explained in the "Policy Statement for Committees of the Board of Governors on Confidentiality of Proceedings of Governors' Committee Meetings" (included in Appendix):

*"The membership of these committees does not comprise an 'effective majority' for the purpose of acting in the name of the Board. Therefore, under the terms of the Open Public Meetings Law, **Board committees are not required to hold open meetings** [Ed. emphasis]"*

Though not itself confidential *per se*, this policy statement is only provided to BoG members and representatives, and has not to our knowledge previously been publicly discussed.

Significantly, discussing matters in private and voting on them in public as a device that circumvents the OPMA has been addressed in the 1977 NJ Supreme Court case, *Polillo v. Dean*<sup>41</sup>, which, it is worth repeating, found in part that:

*"[an agency cannot] close its doors when conducting negotiations or hammering out policies, and then to put on an appearance of open government by allowing the public to witness the proceedings at which its action is formally adopted."*

iii) Voting on conflicted matters: In the absence of BoG conflict of interest declarations, the BFC sought information on conflicts from public sources. Of obvious importance are votes that have taken place by the BoG and that appear to have benefitted entities associated with individual board members.

In principle, the NJ Recusal rule<sup>42</sup> (mentioned earlier: NJAC 19:61-7.1 et seq) prohibits BoG members from voting on any matter in which they have personal or financial interest, and requires that they absent themselves from consideration or discussion of the matter. Rutgers Policy<sup>43</sup> 15.1.12 reiterates these conditions.

In practice, exemptions have been provided for specific board members, for example for the President of RWJ Barnabas<sup>44</sup> and for an Executive Director of JP Morgan<sup>45</sup>. The first of these exemptions was granted in advance of budgetary decisions that may have involved the conflicted financial entities, the second was granted to clarify that the Director was not involved in the relevant budgetary decision. In the absence of an exception, Executive Order 14<sup>46</sup> would apply, which:

*“... prohibits a member of a State college or university governing board from being employed by or deriving or receiving any compensation from a firm, association, or partnership that does business with the institution that the board member governs.”*

Lacking conflict of interest declarations, we cannot comment on other possible conflicts, but we summarize what is publicly available in the first exemption, which involve matters of significant current importance.

**Vote on merger of medical schools:**

On July 10, 2023, “Member 2” met with the BoG and voted for the merger of Rutgers’ medical schools, Robert Wood Johnson University Hospital (RWJUH) and Rutgers New Jersey Medical School (NJMS). He did so despite his position as President and CEO of Robert Wood Johnson Barnabas Health (RWJBH). The merger is itself the topic of separate Senate charge, S-2302.

RWJBH is explicitly mentioned in the resolution approving the Rutgers medical school merger, and prior to the exemption that Member 2 received from the NJ State Ethics Commission, Rutgers’ Counsel and Ethics Liaison Officer advised him<sup>47</sup> to “*recuse on all matters involving RWJBH.*” After the exemption, Member 2 was instructed by the Commission (see Appendix) to:

*“... abide by a written recusal from official duties involving RWJBH, where the interests of Rutgers and RWJBH are adverse, and must obtain prior approval to participate in matters where the interests are not adverse.”*

The Commission described adverse interests as including but not limited to:

*“Joint facilities projects between Rutgers and RWJBH.”*

The proposed merger involves both competition for existing facilities between RWJBH and the combined medical schools, and new facilities projects joined by both Rutgers and RWJBH, including the following.

- **Existing facilities:** Since medical schools share medical and resident facilities with their host hospitals, it is not difficult to construct scenarios in which RWJBH’s bottom line (recently over \$200M in the red<sup>48</sup>) could compete with Rutgers’ educational, research and service imperatives.

For example, under justifications of training, ICU, OR and microsurgery resources could be organized to shift higher risk, lower revenue functions<sup>49</sup> (such as family care) to Newark, while lower risk, higher revenue functions (such as endoscopic surgeries) could be retained by New Brunswick. This would benefit RWJ Barnabas, though not

necessarily medical training, research or service. It seems to us likely that scenarios such as this could have been on Rutgers' counsel's mind in cautioning Member 2 to recuse.

- **New facilities:** The HELIX<sup>50</sup> complex of buildings being developed in New Brunswick is reported to include<sup>51</sup>:

*“a new medical school and research facility ... Rutgers Health at the HELIX will be the new one-campus home to Rutgers Robert Wood Johnson Medical School and a Rutgers translational research facility equipped with a variety of labs to advance the work of 80 research teams.”*

The initial cost of the first of three HELIX buildings will exceed \$500 million. In his capacity as president of RWJBH of HELIX, Member 2 says<sup>52</sup>:

*“RWJBarnabas Health is incredibly proud to be associated with the HELIX project ...”*

We provide no criticism or comment on the goals of either the proposed merger or the HELIX project. We include these quotes to make evident that Member 2 has, and acknowledges, interests in facilities of both. Despite the explicit statement from the NJ State Ethics Commission (see Appendix) that he must “*abide by a written recusal*” from such matters, he did not do so. The BFC views this as a serious issue.

Equally serious are two other major sources for conflicts by Member 2 between his positions as president of RWJBH and as BoG member for Rutgers.

- **Integrated Partnership Agreement:** In 2020, RWJBH and RWJUH entered into a formal “Integrated Partnership Agreement” (IPA)<sup>53</sup>, making RWJBH responsible for “*administration of the [RWJUH] clinical enterprise.*”
- **Nurse's strike:** In 2023, RWJBH nurses engaged in an unprecedented 134-day strike<sup>54</sup>. During this strike, RWJBH attempted to use RWJUH medical students to fill resulting nursing shortfalls<sup>55</sup>. Arguably a merger with a second school would increase the pool of available students.

#### Remark from EVP-CFO at 2/16/23 BFC Committee<sup>56</sup>:

Timestamp 33:13, EVP-CFO: “... *to clarify on the Helix facility, the medical school component of the HELIX facility has no Robert Wood Johnson Barnabas Health component to it. There's two parts of the building, one that's called the ... Robert Wood Johnson Medical School unit, and then the other component in which Robert Wood Johnson Barnabas Health will have some office space, but is not part of the university's deal. The university deal relative to that facility was strictly in the medical school component and they have no ...place in that piece. It's strictly the school.*”

#### BFC commentary:

We appreciate this information. We reiterate that the nature of a conflict of interest is not a determination that the conflicted party is acting against the interests of, in this case, the university, it is that the presence of multiple interests makes it impossible to know whose interests the party is acting in.

There are any number of synergistic or competitive influences between a medical services corporation and a medical school that raise questions concerning whether the President of one is or is not acting in the interests of the other – even if they occupy

different offices in the same facility. Beyond the examples itemized above, physicians in the school could preferentially refer patients to services in the corporation, or the corporation could sponsor students in the school with the recognition that this would influence patient care in the corporation. Or, as we have mentioned, the hospital could leverage the school's students for its own staffing needs<sup>57</sup>.

Because of this well-recognized nature of conflicts of interest, when a Rutgers BoG member employed by a medical corporation votes in matters concerning an affiliated<sup>58</sup> medical school, we cannot have confidence that their vote was in the interests of the school, and of Rutgers.

These examples involve apparent conflicts of interest and follow recurring themes in BoG practices that are deeply concerning. These practices appear to include:

- 1) *Refusing to answer pertinent questions from the public and from the media,*
- 2) *Failing to follow EO-2, EO-14 and recusal instructions from the State Ethics Commission,*
- 3) *Indulging in conflicts involving personal and financial gains.*

To this list, we add a fourth, centrally important practice:

- 4) *Failing to provide public meeting minutes, as follows.*

According to NJSA 10:4:14<sup>59</sup>,

*"Each public body shall keep reasonably comprehensible minutes of all its meetings showing the time and place, the members present, the subjects considered, the actions taken, the vote of each member, and any other information required to be shown in the minutes by law, which shall be promptly available to the public [with exceptions for non-public portions of meetings<sup>60</sup>]"*

Notwithstanding this State Act, it can readily be confirmed that the BoG minutes are not available to the public. The few examples of minutes that are included in the Appendix have been found as parts of lawsuits. The BFC requested the two most recent BoG minutes from the University Secretary, who replied that they were not yet approved, but after approval *"you may request the minutes through OPRA"*.

The practice of requiring OPRA requests for public meeting minutes seems unique: sampling of other NJ universities<sup>61</sup> and other Big10 public universities<sup>62,63,64,65</sup> reveals that they are all available online. The unique imposition of an OPRA obstacle interferes with the public's ability to determine who was present, who voted, and whose interests BoG members may serve.

To conclude, all available evidence indicates that the BoG fails to post meeting minutes, does not enforce recusals, discusses important actions entirely in private, and does not respond to basic questions, even as basic as who is being voted into office or what companies are involved in large financial transactions.

The four practices identified above enable serious conflicts of interest, and we urge the President and the BoG to make meaningful changes to these practices as first steps toward developing a transparent governance structure free of inappropriate influences.

***c) Superseding residency lawsuit:***

Since the present charge was originally issued, two Board of Governors members have been accused in a Superior Court lawsuit<sup>66</sup> of unlawfully serving in their positions. These accusations could on the one hand support the view that some BoG members have acted as if they are exempt from legal and ethical standards, and on the other hand they could lead to their removal, making CoI accusations, for those members, moot. In either case the suit seems relevant, and its outcome may affect future CoI considerations.

**Background:**

In 2013, the New Jersey Medical and Health Sciences Education Restructuring Act<sup>67</sup> integrated Rutgers, Rowan University, and the University of Medicine and Dentistry of New Jersey. To ensure representation by communities impacted by the combined University's decisions, this Act required one member of the Rutgers BoG to reside in each of Camden, Essex, and Middlesex counties<sup>68</sup>.

**Allegations:**

A recent media article<sup>69</sup> contends that these two members, Member 1 and "Member 3", do not reside in their specified counties. According to the author of the state law, cited within the article, this discovery disqualifies the members from serving on the board. Since one of these members is an established attorney who has long represented Camden influencers, and the second is managing director of a major accounting and audit corporation who previously served as the NJ Governor's Ethics Liaison Officer<sup>70</sup>, they should be particularly aware of and responsible for these geographic and legal requirements.

Associated with this article, Rutgers' Faculty Union filed a lawsuit calling for a Superior Court judge to remove these members from the Board of Governors. It is not clear how the court might address either the validity of votes cast during these members' tenures, or the potential usurping of representation by Essex and Middlesex residents. It is similarly unclear whether the vote to install Member 1 as Rutgers Camden Board of Directors member would stand following this suit.

Allegations that BoG members may have deliberated, and voted, on matters without legal authority to do so may impact implications of recommendations made under the present charge.

**Disclaimer:**

Source documents have been difficult to obtain, and so our information is limited. All sources are cited or appended here. Good faith efforts have been made to provide the best relevant information and to follow up with corroborating sources wherever possible. At every stage we have solicited corrections and revisions from all parties. These are still, and will continue to be, welcomed by the Senate Budget & Finance Committee.

**Followup:**

We note that the BFC received additional remarks from VP Gower at 9:46 pm March 21, prior to a 10 am March 22 meeting. There will be a followup report on this same charge that will include these, and any additional, remarks, as well as discussions and proposals for the remainder of the charge.

## References:

- 1 <https://www.state.nj.us/sci/pdf/HigherEdFinalReport.pdf>
- 2 <https://www.reliasmedia.com/articles/102211-problems-at-umdnj-not-likely-a-surprise-to-leaders>
- 3 <https://www.nj.com/education/2015/04/rutgers-umdnj-federal-fraud-monitoring-ends.html>
- 4 <https://www.northjersey.com/story/opinion/2021/09/23/rutgers-debt-scandal-how-did-happen/5825275001/>
- 5 <https://www.northjersey.com/in-depth/news/watchdog/2021/09/04/rutgers-athletics-265-m-in-debt-borrows-to-keep-pace-in-big-ten/8047865002/>
- 6 <http://rutgersact-njsa.doc>
- 7 <http://oirap.rutgers.edu/MiddleStates/Roadmap/RoadmapDocuments/BOG Bylaws February 3, 2016- FINAL.pdf>
- 8 <http://uec.rutgers.edu/wp-content/uploads/CodeofEthics.pdf>
- 9 <https://www.nj.gov/infobank/eo/056murphy/pdf/EO-2.pdf>
- 10 <https://www.nj.gov/grc/pdf/act.pdf>
- 11 <https://law.justia.com/codes/new-jersey/2022/title-52/section-52-13d-21/>
- 12 <https://data.nj.gov/Government-Finance/State-Ethics-Commission-Financial-Disclosure-Datab/u7sw-fvgt/data>
- 13 <https://www.nj.gov/ethics/about/contact/>
- 14 From the State Ethics Commission website, link: <https://data.nj.gov/Government-Finance/State-Ethics-Commission-Financial-Disclosure-Datab/u7sw-fvgt/data>
- 15 <https://uec.rutgers.edu/programs-2/opra/>
- 16 <https://www.nj.gov/ethics/disclosure/>
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- 19 E.g. [https://nj.gov/ethics/docs/final/2023\\_009-23\\_decision\\_manigan.pdf](https://nj.gov/ethics/docs/final/2023_009-23_decision_manigan.pdf),  
[https://www.nj.gov/ethics/docs/final/2019\\_035-19\\_decision\\_dimartino.pdf](https://www.nj.gov/ethics/docs/final/2019_035-19_decision_dimartino.pdf),  
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[https://www.nj.gov/ethics/docs/final/decision\\_best\\_053-18\\_01.pdf](https://www.nj.gov/ethics/docs/final/decision_best_053-18_01.pdf)
- 20 <https://senate.rutgers.edu/information-for-senators/>
- 21 “BFC Questions Pending Charges Dec 2023.docx”
- 22 <https://www.nj.gov/oag/opra/>
- 23 [https://www-njlib.nj.gov/NJ\\_OPRA/department.jsp](https://www-njlib.nj.gov/NJ_OPRA/department.jsp)
- 24 [https://www-njlib.nj.gov/NJ\\_OPRA/opraRequest.jsp](https://www-njlib.nj.gov/NJ_OPRA/opraRequest.jsp)
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- 27 <https://www.nj.gov/infobank/eo/056murphy/pdf/EO-2.pdf>
- 28 <https://nj.gov/infobank/circular/eojsc14.htm>
- 29 <https://policies.rutgers.edu/B.aspx?BookId=11828&PageId=458686&Search=conflict%20of%20interest%20board%20of%20governors>
- 30 <https://www.aclu-nj.org/en/know-your-rights/guide-new-jersey-sunshine-law>
- 31 Minutes no longer available online; file “BoG-21.04.14 minutes.PDF” included in Appendix
- 32 <https://governingboards.rutgers.edu/camden-board-directors/camden-board-directors-membership-listing>
- 33 <https://nb.today/april14rubog>
- 34 Some details of the NJ Recusal Rule are provided in the text following, but in short BoG members are prohibited from voting or attending discussions of matters in which they have personal or financial interest.
- 35 <https://www.inquirer.com/business/dranoff-norcross-camden-waterfront-development-20200929.html>
- 36 <https://www.inquirer.com/news/george-norcross-investigation-camden-nj-platkin-dranoff-sheridan-20230628.html>
- 37 <https://www.njsba.org/wp-content/uploads/2016/02/open-public-meetings-act.pdf>
- 38 <https://law.justia.com/cases/new-jersey/supreme-court/1977/74-n-j-562-0.html>
- 39 <https://dspace.njstatelib.org/xmlui/bitstream/handle/10929/21048/a6731996a.pdf?sequence=1>
- 40 Minutes no longer available online; file “BoG-21.06.22 minutes.PDF” included in Appendix
- 41 <https://law.justia.com/cases/new-jersey/supreme-court/1977/74-n-j-562-0.html>
- 42 <https://nj.gov/ethics/docs/statutes/recusal.pdf>
- 43 <https://oirap.rutgers.edu/msa/Documents/50.1.12.pdf>
- 44 [https://nj.gov/ethics/docs/final/2023\\_009-23\\_decision\\_manigan.pdf](https://nj.gov/ethics/docs/final/2023_009-23_decision_manigan.pdf)
- 45 [https://www.nj.gov/ethics/docs/final/2019\\_035-19\\_decision\\_dimartino.pdf](https://www.nj.gov/ethics/docs/final/2019_035-19_decision_dimartino.pdf)
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- 47 [https://nj.gov/ethics/docs/final/2023\\_009-23\\_decision\\_manigan.pdf](https://nj.gov/ethics/docs/final/2023_009-23_decision_manigan.pdf)
- 48 2022 figure, <https://www.rwjbh.org/why-rwjbarnabas-health/financial-reporting/>
- 49 Sometimes referred to as low revenue ACO under medicare/Medicaid designations (e.g. <https://www.naacos.com/naacos-assessment-of-high-low-revenue-designations>)
- 50 [https://en.wikipedia.org/wiki/HELIX\\_\(New\\_Brunswick,\\_New\\_Jersey\)](https://en.wikipedia.org/wiki/HELIX_(New_Brunswick,_New_Jersey))

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51 <https://www.mycentraljersey.com/story/news/health/2023/03/21/new-rutgers-medical-school-research-facility-new-brunswick-nj/70034522007/>

52 <https://www.njeda.gov/helix-in-new-brunswick-becomes-first-project-approved-under-the-aspire-tax-credit-program/>

53 <https://www.rutgers.edu/news/rutgers-university-and-rwjbarnabas-health-announce-clinical-alignment>

54 <https://www.fiercehealthcare.com/providers/new-jerseys-rwjh-nurses-union-strike-tentative-deal-end-contentious-4-month-strike>

55 <https://patch.com/new-jersey/newbrunswick/robert-wood-hospital-asks-med-students-volunteer-nursing-strike>

56 <https://drive.google.com/file/d/14-ZjUdAm7XqOtI7KDMcjNHJ-oq8EbcHo/view>

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58 <https://www.rutgers.edu/news/rutgers-university-and-rwjbarnabas-health-announce-clinical-alignment>

59 <https://law.justia.com/codes/new-jersey/2022/title-10/section-10-4-14/>

60 <https://law.justia.com/codes/new-jersey/2016/title-10/section-10-4-12>

61 <https://rurcbog.com/meeting-schedule/>

62 <https://regents.umn.edu/meeting-materials>

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65 <https://www.bot.uillinois.edu/meetings/minutes>

66 <https://www.insidernj.com/press-release/rutgers-faculty-union-seeks-judicial-action-to-remove-two-illegal-board-of-governors-members/>

67 [https://integration.rutgers.edu/45\\_Final\\_HigherEd\\_Restructuring\\_Bill\\_Corrected.pdf](https://integration.rutgers.edu/45_Final_HigherEd_Restructuring_Bill_Corrected.pdf)

68 18A:65-14.a.i of the act (page 47)

69 <https://subscriber.politicopro.com/article/2023/12/residency-changes-raise-questions-for-rutgers-board-members-00130105>

70 [https://www.nj.gov/ethics/docs/final/exit\\_waiver\\_wood\\_gov.pdf](https://www.nj.gov/ethics/docs/final/exit_waiver_wood_gov.pdf)

# Appendix

## **Senate Charge S-2308**

### Contents:

Questions by Budget & Finance Committee (BFC), responses (from K. O'Halloran), and  
BFC replies & followup questions, Jan 6, 2024

Responses to followup questions (from JM Gower), Feb. 14, 2024

Policy Statement on Confidentiality of Proceedings of Board of Governors',

Board of Governors minutes, April 14, 2021

Board of Governors minutes, June 22, 2022

State Ethics Commission Decision, Case 09-23, in the matter of Mark Manigan

*(file 1-6\_2024 Senate Col appendix)*





6 January, 2024

Dear Budget & Finance Committee,

As you know, the BFC is charged with S-2308: Conflict of interest declarations, as follows:

*“Investigate and make recommendations on public declarations of conflicts of interest by politically exposed persons at Rutgers, including all members of the BoG and all those involved in significant financial decision-making”*

To acquire information, I asked EVPAA Moghe several questions, and received a reply Dec. 14, 2023 from VP Kim O’Halloran:

*On behalf of the Budget & Finance Committee, Senator Shinbrot submitted questions related to pending Senate charges 2308 (Conflict of Interest Declarations) and 2320 (Timing and Process re. Tuition and other charges) through the online form. I am responding on behalf of EVP Moghe as his Chief of Staff.*

*As these are charges currently under discussion by the Budget and Finance Committee, I am sharing the attached response compiled by the relevant administrative units within the University administration. Until we receive a final charge report accepted by the full University Senate for Administrative Response, we believe that the forum best suited for these clarifying discussions is the Budget & Finance Committee. Mr. Gower and Mr. Moore serve as representatives of the Administration on that committee, and in that capacity, they can provide insight and/or assist in the process of answering any additional questions that may arise.*

*Thank you for your active participation in these important discussions.*

*Best,  
Kim*

Questions, responses, and discussion are provided below for BFC consideration, color coded as follows:

**Green** items are agreed.

**Orange** items are nonresponsive or unrelated to the question.

**Red** items are illogical or incorrect.

I emphasize that the discussions that I provide are based on incomplete information. As always, comments are my own and may not represent the views of the BFC as a whole; feedback and corrections welcome as always.

Best,

-Troy

*PS 1/17/24: questions based on this information appended at end.*

Question:	Response:	Discussion:
<p><b><i>Does the administration agree that politically exposed persons (e.g. senior vice presidents) within Rutgers should disclose information concerning their potential financial conflicts?</i></b></p>	<p>The term “politically exposed persons” comes from the financial industry, and refers to the “know your customer,” or KYC, obligations that the Bank Secrecy Act, Patriot Act, and other anti-money-laundering laws and regulations impose on banks. The term typically applies to foreign nationals who hold a position in their home country that would expose them to bribery or other forms of corruption. Banks are required to be particularly diligent in identifying and reporting unusual patterns of financial activity in accounts belonging to such persons.</p> <p>It does not relate to financial disclosures by public employees.</p>	<p>The preamble here is not relevant. Regarding the final sentence’s assertion that PEP “does not relate to financial disclosures by public employees,” this does not appear to agree with common usage, e.g.</p> <ul style="list-style-type: none"> <li>- <u>Nexis-Lexis</u>: “A Politically Exposed Person is someone who is more susceptible to being involved in bribery or corruption...” e.g. “<b>State-Owned Enterprises</b>: A PEP would typically be anyone from a senior executive upwards...”</li> <li>- <u>Wikipedia</u>, “A Domestic PEP is an individual who holds or has held a significant public position within their own country...” e.g. “Persons who are or have been entrusted with a <b>prominent function by a state owned enterprise...</b>”</li> <li>- <u>Dow Jones</u>: “There is no international consensus on the definition of a PEP but the Financial Action Task Force defines a PEP as ‘<b>an individual who is or has been entrusted with a prominent public function.</b>’”</li> </ul> <p><b><u>Conclusion</u>: The response does not answer the question and appears in any case to be incorrect.</b></p>
<p><b><i>Does the administration know whether senior vice presidents have investments or other conflicts with companies that Rutgers does significant business with (e.g. Huron, NACUBO, Oracle and subsidiaries).</i></b></p>	<p>That being said, all Rutgers employees, senior vice presidents included, are already required to disclose information concerning their potential financial conflicts.</p> <p>First, all faculty and staff are required to file annual outside activity questionnaires (OAQs) in eCOI+ that must identify, among other things, all outside sources of income. The OAQs are reviewed by the employee’s supervisor and University Ethics &amp; Compliance for conflicts of interest purposes (as well as for conflicts of commitment, employment of relatives, and other ethical restrictions). UEC will not approve outside activity that presents a conflict of interest unless an appropriate recusal is filed with the Ethics Commission.</p> <p>Second, “University Officers” (as defined in the bylaws of the Board of Governors) also have</p>	<p>All Rutgers employees are aware of the requirement to file eCOI+ responses.</p> <p>The response does not address the question. To make clear the motivation for the question, below I lay out a case to <u>question</u> whether Rutgers’ attention to potential conflicts of interest is adequate.</p> <p>My intent is not to impugn the integrity of any Rutgers VP, but to illustrate that their integrity <u>could</u> be challenged, and to ask whether anyone has done due diligence to determine whether conflicts exist.</p> <p>As an example, there is nothing wrong with a VP investing in a company, but if a VP repeatedly sent business to a company, even after it performed poorly, then the question of whether that VP had significant investments with the company should, in my opinion, be asked.</p> <p>My question, then, is “has this been asked” with respect to several specific organizations that could raise suspicions. There may be others, but the ones that I can identify are as follows.</p> <p>1) <u>Huron Consulting &amp; Huron Education</u>:</p> <ul style="list-style-type: none"> <li>- <i>Our Chief Financial Officer (CFO) was fired from the University of Vermont</i></li> </ul>

	<p>to file separate conflict of interest disclosures with the University Secretary.</p> <p>This requirement applies to Board of Governors and Board of Trustees members as well. The Secretary’s Office maintains the completed forms and uses them to determine whether an officer, governor, or trustee must be recused from any individual matter pending before the University’s governing or advisory boards.</p>	<p><i>specifically for providing unauthorized funds to Huron. He did so in collaboration with the Managing Director of Health and Education (MDHE) at Huron.</i></p> <ul style="list-style-type: none"> <li>- <i>Our CFO then went to Yeshiva, where he left following charges of policy violations, and during this time he co-produced a presentation with the same Huron MDHE to promote Huron’s capabilities to design a “Chart of Accounts” (CoA). The Huron-designed CoA is now intrinsic to Rutgers’ Marketplace software.</i></li> <li>- <i>Additionally, Huron was the chosen provider of numerous problematic software packages that are mandated for use by Rutgers employees. These include:</i> <ul style="list-style-type: none"> <li>• <i>ECRT (effort certification),</i></li> <li>• <i>eCOI+ (ethics declarations),</i></li> <li>• <i>EthicsArmor (ethics training),</i></li> <li>• <i>RAPSS (research proposal management),</i></li> <li>• <i>SalesForce (vetting students) and</i></li> <li>• <i>ROC (onboarding).</i></li> </ul> </li> <li>- <i>Our former Chief Ethics, Audit &amp; Compliance Officer came to us from a position as Director at Huron, and while working at Rutgers authorized funding of a Huron project that was flagged twice for violation of Rutgers policy (see 5 Jan 2024 analysis of responses to S-2307).</i></li> </ul> <p>2) <u>NACUBO:</u></p> <ul style="list-style-type: none"> <li>- <i>Our CFO served as Board member with NACUBO, and hired NACUBO to review the CoA project under a Waiver of Bid justification.</i></li> </ul> <p>3) <u>Oracle:</u></p> <ul style="list-style-type: none"> <li>- <i>Our CFO likes Oracle on Facebook: Rutgers has spent over \$37M for Marketplace-related software that cannot be described in positive terms.</i></li> </ul> <p><u>Conclusion:</u> <i>The response describes the system for collecting information, but does not address the question asked: whether senior VPs have investments or conflicts with companies that Rutgers does significant business with.</i></p>
<p><b><i>Will the administration provide this information to the BFC for its charge?</i></b></p>	<p>No response.</p>	<p>This question is important because OPRA requests for information concerning both VP and Board of Governors’ potential conflicts were denied. For example, OPRA request R006677-060921 for:</p> <p><i>“All financial disclosures, ethics disclosures and conflict of interest declarations by the following individuals for the years 2016-2021,” (followed by an itemized listing of all members of the Rutgers Board of Governors)</i></p>

		<p>produced the response:</p> <p><i>“...records responsive to your request do not exist...”</i></p> <p><b><u>Conclusion:</u> This is why the Conflict of Interest charge is important. We, as Rutgers Senators, and as taxpayers, do not have access to any information about potential conflicts with the governors of the university.</b></p>
	<p><i>New Jersey courts have ruled that OAOs are not public documents and are instead confidential and exempt from disclosure under OPRA.</i></p> <p><i>The person who decides which New Jersey public employees should file public financial disclosures, as opposed to confidential financial disclosures like the OAO, is the Governor of the State of New Jersey.</i></p> <p><i>When Governor Murphy took office, he issued Executive Order 2, which governs this question. It requires that public financial disclosures be filed by anyone falling within the definition of “public employee” or “public officer” set forth in the Order.</i></p> <p><i>The definition of “public employee” includes “Presidents of the State Colleges and Universities.” The definition of “public officer” includes “[t]he members of the governing boards of the State Colleges and Universities.” No other employees or officers of state colleges or universities are included.</i></p> <p><i>Pursuant to Executive Order 2, President Holloway files a public financial disclosure with the Ethics Commission every year that can be readily obtained via the Commission’s website. <b>The members of the Board of</b></i></p>	<p>The preamble is not relevant to the question.</p> <p>The final sentence is relevant, but is <b>incorrect</b>.</p> <p>The State Ethics Commission Financial Disclosure Database is <a href="#">here</a>. This database does not contain Rutgers Board of Governors members, although it does for other NJ Universities. Two emails to the commission on successive dates seeking additional information each returned the following.</p> <p><i>From: <a href="mailto:OIT.ContactDataNJ@techni.com">OIT.ContactDataNJ@techni.com</a> Sent: Wednesday, June 9, 2021 11:42 AM To: <a href="mailto:shinbrot@soe.rutgers.edu">shinbrot@soe.rutgers.edu</a> Subject: RE: inquiry</i></p> <p><i>Hello,</i></p> <p><i>Thank you for contacting us.</i></p> <p><i>We only publish what we receive. If the data you are looking for is not included, we don’t have any further information.</i></p> <p><i>Thanks,</i></p> <p><i>The Data NJ Team</i></p> <p>Two subsequent emails to Secretary Pastva provided no reply of any kind. This was during the period when I was a Senate representative to the Board of Governors, whose meetings and affairs are managed by Secretary Pastva. The emails follow.</p> <p><i>From: <a href="mailto:shinbrot@soe.rutgers.edu">shinbrot@soe.rutgers.edu</a> Sent: Monday, June 21, 2021 10:40 AM To: <a href="mailto:pastva@oq.rutgers.edu">pastva@oq.rutgers.edu</a> Subject: Re: Information request</i></p> <p><i>Hi,</i></p> <p><i>Following up, please let me know the situation.</i></p> <p><i>Thanks!</i></p> <p><i>-Troy</i></p> <hr/> <p><i>From: <a href="mailto:shinbrot@soe.rutgers.edu">shinbrot@soe.rutgers.edu</a> Sent: Wednesday, June 16, 2021 5:52 PM To: <a href="mailto:pastva@oq.rutgers.edu">pastva@oq.rutgers.edu</a> Subject: Information request</i></p> <p><i>Dear Kimberlee,</i></p> <p><i>I have been trying to obtain the Rutgers Board of Governors financial disclosures (required by Governor Murphy's Executive Order #2 (p. 11, item (2)11, item (2)). According to Jewell Battle, Rutgers' OPRA Administrator,</i></p>

	<p><b>Governors do likewise, and their disclosures can be requested from the Commission.</b></p>	<p>"The University does not maintain Board of Governor's Conflict of Interest disclosures. The University only ensures that those disclosures are filed on time. To obtain those records, please contact the New Jersey State Ethics Commission."</p> <p>I have contacted the NJ State Ethics Commission, and they have assured me that they do not have these records.</p> <p>Can you advise me? Are they in your office, or were they sent to a different State office, or...?</p> <p>Thank you.</p> <p>Best regards,</p> <p>-Troy</p> <p><u>Conclusion:</u> 1) <b>The relevant part of the response is incorrect.</b></p> <p>2) <b>It is problematic that the highest levels of Rutgers management are unaware that what they are saying is not true.</b></p> <p>3) <b>More than this, it is a <u>problem of the highest order that:</u></b></p> <ul style="list-style-type: none"><li>- the OPRA administrator says that Conflict of Interest records do not exist but that they are filed with the State,</li><li>- the State says that they do not have the records, and</li><li>- the intermediary, the Secretary of Rutgers University will not respond to a Senate Representative to the Board of Governors.</li></ul>
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6 January, 2024

Questions conveyed by T. Shinbrot to C. White 1/17/24, ordered from most to least immediate (hopefully within 2 weeks; at any rate before next Senate meeting):

- Where are required Conflict of Interest disclosures from members of the Board of Governors? When can the Budget and Finance Committee receive them?
  - It has been asserted that “The members of the Board of Governors ... disclosures can be requested from the [State Ethics] Commission.”
  - This is incorrect – or more precisely, requests can be made, but in response to two such requests, the Commission has written and confirmed that they do not have them.
  - The Administrator of Rutgers’ OPRA office has written that she does not have them.
  - The Secretary of the University has not responded to two written requests for these disclosures.
  - Please address.
  
- Does the administration agree that politically exposed persons (e.g. senior vice presidents) within Rutgers should disclose information concerning their potential financial conflicts?
  - No substantive response to date: please address.
  
- Do senior VPs have investments or conflicts with companies that Rutgers does significant business with?
  - The Committee has particular interest in Huron (-Consulting and -Education), Oracle, SciQuest, Accenture, PeopleSoft, Hyperion, Deloitte, Ernst & Young and their subsidiaries.
  - No substantive response to date: please address.
  
- Rutgers’ Chief Financial Officer appears to have served on the Board of NACUBO and approved a contract with NACUBO.
  - Is this a concern to the Ethics & Compliance office? Why or why not?
  
- Rutgers’ Chief Financial Officer collaborated with Huron Education officers to produce a webinar advertising Huron’s capabilities for “Designing a Chart of Accounts [CoA] that Meets Your Institution’s Changing Needs.” Rutgers subsequently chose Huron to design our CoA: an ongoing project over the past decade.
  - Is this a concern to the Ethics & Compliance office? Why or why not?





## RESPONSES TO SENATE BUDGET & FINANCE COMMITTEE QUESTIONS RE: COI

#1

**Where are required Conflict of Interest disclosures from members of the Board of Governors? When can the Budget and Finance Committee receive them?**

Pursuant to Executive Order 14, the members of the Board of Governors file their state-mandated conflict of interest disclosures directly with the New Jersey State Ethics Commission. Rutgers does not receive or maintain copies of them.

**It has been asserted that “The members of the Board of Governors ... disclosures can be requested from the [State Ethics] Commission.” This is incorrect – or more precisely, requests can be made, but in response to two such requests, the Commission has written and confirmed that they do not have them. The Administrator of Rutgers’ OPRA office has written that she does not have them. The Secretary of the University has not responded to two written requests for these disclosures. Please address.**

With regard to the fact that neither the Rutgers OPRA Administrator nor the Secretary’s Office have produced the EO 14 disclosures, that is because these offices do not have them. As we previously informed you, these disclosures are filed directly with the State Ethics Commission.

Regard the Committee’s other statements, it is difficult to accurately address an issue that relates to a document request that was apparently made to a non-Rutgers entity, but based on the email excerpts included, it appears that the wrong data was requested from the wrong State agency. Specifically, it appears that the individual requested data from Open Data NJ, which maintains a database of various forms of data that the State makes available on a public-facing website. The conflict of interest disclosures filed by the members of the Rutgers Board of Governors are not among those data. To request copies of the conflict of interest disclosures, you must file an OPRA request with the Ethics Commission, which in turn should be submitted via the New Jersey Office of the Attorney General.

#2

**Does the administration agree that politically exposed persons (e.g. senior vice presidents) within Rutgers should disclose information concerning their potential financial conflicts? No substantive response to date: please address.**

We disagree with your claim that we have not already answered this question. We have. That said, we do agree that senior vice presidents, and indeed every Rutgers employee, should disclose information concerning their potential financial conflicts.

We explained in our previous response how those disclosures are made. As previously stated, the disclosures are governed by State law, which requires the annual filing of an Outside Activity Questionnaire (OAQ). According to State law, OAQs are not public documents. They are reviewed and approved by the employee’s supervisor and University Ethics and Compliance (UEC). By Executive Order of the Governor, the President of the University is required to file an additional financial disclosure form that is available on a public facing website. “Senior vice presidents” are not subject to this additional requirement.

Regarding the position that the term “politically exposed persons” is relevant to this discussion, the Committee may wish to review

[https://www.fincen.gov/sites/default/files/shared/PEP%20Interagency%20Statement\\_FINAL%20508.pdf](https://www.fincen.gov/sites/default/files/shared/PEP%20Interagency%20Statement_FINAL%20508.pdf)

This is a jointly issued statement by every federal government agency in the United States that is involved in financial regulation, and among other things, it states: “The Agencies do not interpret the term ‘politically exposed persons’ to include U.S. public officials. BSA/AML regulations do not define PEPs, but the term is commonly used in the financial industry to refer to foreign individuals who are or have been entrusted with a prominent public function, as well as their immediate family members and close associates.”

#3

**Do senior VPs have investments or conflicts with companies that Rutgers does significant business with? The Committee has particular interest in Huron (-Consulting and -Education), Oracle, SciQuest, Accenture, PeopleSoft, Hyperion, Deloitte, Ernst & Young and their subsidiaries. No substantive response to date: please address.**

We cannot provide this information because, as we noted in our previous response, it is confidential under New Jersey law. As a general matter, when *any* Rutgers employee has an actual or potential conflict of interest with a company with which Rutgers does business, UEC ensures that such conflict is managed through a filing of a recusal with the State Ethics Commission and/or a compliance monitoring plan.

#4

**Rutgers’ Chief Financial Officer appears to have served on the Board of NACUBO and approved a contract with NACUBO. Is this a concern to the Ethics & Compliance office? Why or why not?**

UEC does not provide advisory opinions about other employees’ conduct, let alone other employees’ hypothetical or “apparent” conduct. UEC reviews the OAQs that are filed by Rutgers employees, and ensures that if a conflict of interest exists, an appropriate recusal is filed with the State Ethics Commission. This requirement applies to the CFO. If UEC receives a report that a Rutgers employee at any level has acted inappropriately based upon an alleged conflict of interest, we will conduct a confidential investigation of that report and transmit the findings to the appropriate level of management.

#5

**Rutgers’ Chief Financial Officer collaborated with Huron Education officers to produce a webinar advertising Huron’s capabilities for “Designing a Chart of Accounts [CoA] that Meets Your Institution’s Changing Needs.” Rutgers subsequently chose Huron to design our CoA: an ongoing project over the past decade. Is this a concern to the Ethics & Compliance office? Why or why not?**

Again, UEC does not provide advisory opinions about other employees’ alleged conduct. UEC reviews the OAQs that are filed by Rutgers employees, and ensures that if a conflict of interest exists, an appropriate recusal is filed with the State Ethics Commission. This requirement applies to the CFO. If we receive a report that a Rutgers employee at any level has acted inappropriately based upon an alleged conflict of interest, we will conduct a confidential investigation of that report and transmit the findings to the appropriate level of management.

A correction to the record is also required. Huron Consulting did not design the university’s chart of accounts as is stated in the Committee’s question. University personnel designed the chart of accounts, with assistance during the early stages of implementation in 2015 from Deloitte. Huron was engaged in 2017, after real use in the new financial system, to assess the effectiveness of the chart and to provide recommendations for improvement. The University elected to implement some of the recommended adjustments that resulted from this assessment, but not all of them.





**Handbook  
for  
Members of  
Governing Boards**



**Policy Statement for Committees of the Board of Governors  
on Confidentiality of Proceedings of Governors' Committee Meetings**

The Board of Governors of Rutgers, The State University of New Jersey is empowered to perform a variety of functions, including the expenditure of public funds, and is therefore subject to Public Law 1975, Chapter 231, The Open Public Meetings Law. The various committees created by the Board are empowered only to investigate, advise and recommend actions to the Board. The membership of these committees does not comprise an "effective majority" for the purpose of acting in the name of the Board. Therefore, under the terms of the Open Public Meetings Law, Board committees are not required to hold open meetings.

The principal reason committee meetings without an "effective majority" were not required by law to be open to the public was to encourage the freest possible exchange of information, feelings and opinions among committee members; the intention was to encourage tentative suggestions, imaginative, creative and unusual solutions to problems, and full participation in discussion of members of the Board who might be reticent to "open up" fully in public. These objectives can only be attained if committee meetings are held on the principle of confidentiality of discussion, and without press publicity or other forms of disclosure to non-committee members.

We note, however, that on some occasions, committees of the Board invite public participation in their meetings, prior to their own confidential discussions. This serves the very helpful purpose of informing the committee of all relevant facts and community attitudes. Moreover, we note that once a committee agrees upon a recommendation which is to be brought before the full Board, committee members are free to discuss the substance of that recommendation publicly. This should be done, however, without violating the confidential nature of the discussion which preceded the recommendation and especially without publicly associating ideas or opinions expressed with individual committee members. Finally, we note that once a committee recommendation is brought before the full Board, members of the committee and the other members of the Board may be called upon publicly to state their views on the matter, thereby insuring public accountability.

Some other related issues of detail should be touched upon briefly:

(1) With the exceptions noted below, matters pending before a committee may be the subject of discussion outside the committee even before public action or a committee recommendation is made as long as the confidentiality of committee discussions is not breached.

(2) No discussion of real estate transactions, contracts, negotiations, litigation, or personnel actions considered in committee meetings should be publicly aired before action is taken, however, because of the adverse effect disclosure could have on the University and other parties. Even after public action on such a matter, the general injunction above against disclosing views of committee members should still be observed.

(3) To preserve the attorney-client privilege concerning matters relating to present or anticipated future litigation involving the Board or the University, all such matters should be discussed only in the presence of University legal counsel whenever possible.

(4) Members of the Board and other committee members are under no obligation to respond to press inquiries about committee meetings or other matters before the Board. Where a question is still before a committee the policy of confidentiality set out above would require that inquiries not be answered. If a committee has agreed upon a recommendation, however, members of the committee are free to discuss its substance with the press or anyone else. It is suggested, however, that frequently information concerning committee action can be communicated most clearly and effectively by the University's Department of University Relations and press calls should be directed there.

(5) Another requirement of the system of maintaining the effectiveness and confidentiality of committee meetings is that members of the University administration release confidential information to all members of the committee, if any are to receive it. Therefore, requests for such material should be made at committee meetings or should be made to the President, the Executive Vice President for Academic Affairs, the Senior Vice President for Administration and Chief Financial Officer, or the Secretary of the University who will then transmit the required information to all members of the committee or the Board, as the occasion permits and requires.

Revised and Confirmed on September 20, 2000

Revised and Confirmed on June 29, 2004

Revised and Confirmed on July 7, 2006

**BOARD OF GOVERNORS**  
**Rutgers, The State University of New Jersey**  
**April 14, 2021**

A virtual meeting of the Board of Governors of Rutgers, The State University of New Jersey, was held on Wednesday, April 14, 2021, at 12:00 p.m. Mr. Mark Angelson, Chair of the Board, presided.

Present and constituting a quorum were Angelson, Banks, Best, Brown, Derrick, DiMartino, Dougherty, Egan, Hundley, Stewart, Tambussi, Taylor, Towers, and Zubair.

Present was Piazza, Chair of the Board of Trustees.

Also attending were Oliver and Shinbrot, senate representatives to the Board of Governors, and Mayes, student representative to the Board of Governors.

Attending for the University administration were Ballentine, Bueschel, Calcado, Cantor, Gower, Hoffman, Holloway, Marsh, McDonough, Melillo, Molloy, Pastva, and Strom.

**ANNOUNCEMENT PURSUANT TO CHAPTER 231, PUBLIC LAW 1975**  
**(OPEN PUBLIC MEETINGS ACT)**

Mr. Angelson called on Secretary Kimberlee Pastva, who announced that pursuant to Public Law 1975, Chapter 231 (Open Public Meetings Act) public notice of this meeting was filed on July 9, 2020, and amended on April 5, 2021, with the Office of the Secretary of the State of the New Jersey and three newspapers, the Cherry Hill Courier-Post, the New Brunswick Home News Tribune, and the Newark Star-Ledger. Pursuant to Public Law 2020, Chapter 11, public notice of the meeting was posted on the Rutgers Website, under Governing Boards.

**CONFLICT OF INTEREST STATEMENT**

Secretary Pastva asked the members of the Board if they had read the meeting agenda and supporting documents and if anyone had a possible conflict of interest to disclose. Mr. Kevin Egan disclosed that he would have to recuse himself during the vote on the Proposed Resolution Authorizing Negotiation and Execution of Easement Agreement with Middlesex County and the City of New Brunswick. Board members indicated that no additional conflicts existed.

**RESOLUTION TO CONDUCT CLOSED SESSION**

Mr. Angelson called on Mr. William Best, Vice Chair of the Board of Governors, who read and moved the following resolution:

**BE IT RESOLVED**, that the Board meet in immediate closed session on this date, April 14, 2021, to discuss personnel matters including faculty appointments, reappointments and promotions and matters falling under the attorney-client privilege as well as matters related to prospective commencement speakers and honorary degree awardees, the disclosure of which would constitute an unwarranted invasion of privacy, in accordance with Chapter 231, Public Law 1975, Section 7, Items b(3), (7), and (8). Any necessary actions related to the commencement speakers and honorary degrees, and personnel matters are expected to be taken in the open session immediately following the closed session.

*The motion was seconded, unanimously approved, and the Board of Governors moved into Closed Session.*

### **RESUMPTION OF OPEN SESSION**

The Board resumed the public session of the meeting at approximately 1:00 p.m.

### **MATTERS PRESENTED BY THE CHAIR**

Mr. Angelson stated that the Open Hearing on the University's Tuition, Fees, and Housing and Dining Charges for 2021-2022 would be held on Wednesday, April 28, 2021, from 6:00 p.m. to 8:00 p.m. via Zoom. He added that the Open Hearing website went live on March 17, 2021, and that on the website, members of the University Community can register to speak at the hearing or submit comments to the Board. He explained that comments would be compiled and shared with the University administration and Board members to review prior to the Virtual Open Hearing.

### **MATTER PRESENTED BY THE PRESIDENT**

Mr. Angelson called on President Jonathan Holloway to present his report to the Board. President Holloway began his report highlighting accomplishments of students and faculty. He noted that two Rutgers students received Goldwater Scholarships and five Rutgers students were awarded Fulbright Scholarships. He added that Rutgers is halfway to becoming a top producing university for the 13th straight year and that awardees will be heading to locations around the world including Taiwan, Finland, Turkey, and Spain. He then discussed faculty honors, noting that Dr. Seth Koven, G.E. Lessing Distinguished Professor of History and Poetics at Rutgers University–New Brunswick was awarded a Guggenheim Fellowship and Dr. Elise Boddie, Henry Rutgers Professor and Professor of Law at Rutgers University–Newark has been appointed to the Presidential Commission on the Supreme Court. He added that Dr. Cathy Park Hong, a Professor in the MFA in Creative Writing program at Rutgers–Newark, and Dr. Nicole Fleetwood, Professor of American Studies and Art History in the School of Arts and Sciences at Rutgers–New Brunswick, won 2020 National Book Critics Circle Awards, and that Dr. Nancy Sinkoff, a Professor of Jewish Studies and History at Rutgers–New Brunswick, won a National Jewish Book Award in the category of biography. He congratulated all of the faculty members and students for their accomplishments and stated that their brilliance shines a bright light upon Rutgers.

President Holloway then provided additional University updates and began by discussing the University's decision to require students returning to campus be vaccinated against COVID-19. He added that this requirement will apply to those coming to campus, attending in-person classes, and residing in University housing. He explained that students will need to show proof of their COVID-19 vaccinations and that there would be exemptions for religious reasons. He noted that this requirement was the best way to ensure that the University would have the safest possible campus and that President Biden's announcement that there would be enough vaccines for all adults by the end of May is what helped facilitate the decision. He then spoke about the enormous media attention surrounding the University's announcement and praised Executive Vice President and Chief Operating Officer, Mr. Antonio Calcado, for his work as a spokesman for the University. President Holloway also discussed his recent media appearance explaining the University's announcement to require vaccinations and noted that many Universities around the country were calling on Rutgers for consultation and advice. He added that Rutgers was able to make this decision due to the State's unique regulatory and statutory environment and that the University feels very confident in its decision from a legal and ethical standpoint.



Next, President Holloway discussed labor negotiations and highlighted the recent settlement ratified regarding the fiscal emergency declaration made by the University. He expressed his relief that the University was able to avoid going to arbitration and thanked both sides of the negotiations for reaching an agreement that he believed was best for the University and its employees. He added that any benefits agreed to would also be applied to non-union employees to ensure the University was being as equitable as it possibly could. Finally, President Holloway reviewed ongoing leadership searches and explained that the University is very close to completing the search for the next Chancellor of Rutgers–Camden. He added that the search for a Senior Vice President for Research is now in the late stages and that the University would launch the search for the next Rutgers University Foundation President in the very near future.

### **PUBLIC COMMENT**

Mr. Angelson called on a member of the public that signed up to speak on action items contained on the agenda. The speaker spoke about the nomination of a member to the Camden Board of Directors contained on the consent agenda.

### **COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS**

Mr. Angelson called on Mr. Frank Hundley, Chair of the Committee on Academic and Student Affairs, to present his report. Mr. Hundley stated that the committee first heard from Chancellor Nancy Cantor who reviewed a change to the total credit requirements for the Master of Science in Supply Chain Analytics degree program offered by the Rutgers Business School from 36 to 33 credits as a result of a curriculum revision. He stated that Chancellor Cantor noted that the changes to the curriculum have enhanced the course offerings in analytics to meet the trends and market needs in Supply Chain Analytics and have also given more flexibility in the course selection. Mr. Hundley explained that the committee then heard from Interim Chancellor Margaret Marsh who explained that the School of Business–Camden is changing the total credit requirements for the Master of Business Administration (MBA) degree program from 57 to 42 as a result of curriculum revision and that this change allows the Business School to keep up with competitors and aligns with trends in MBA education. She added that significant curriculum revisions accompanied this credit change. He stated that Interim Chancellor Marsh also reviewed two new offerings for stand-alone Graduate Certificate in Accounting Analytics and Forensic Science Accounting and explained that each 12-credit certificate will require four three-credit courses and that the programs will be offered online.

Next, Mr. Hundley stated that Dr. Christopher Molloy, Chancellor of Rutgers–New Brunswick, presented the last item for information and reviewed two new stand-alone certificate offerings in the School of Graduate Studies, including a Graduate Certificate in Business Innovation: Technology Entrepreneurship and Commercialization which will require 12 to 14 credits and a Graduate Certificate in Community College Leadership which will require four three-credit courses. Mr. Hundley explained that the committee then met in Executive Session where Dr. Prabhas Moghe, Executive Vice President for Academic Affairs, reviewed the role of the committee and Board in faculty personnel actions involving appointment and promotion to and within the tenured ranks. He added that the committee concluded its meeting with a discussion of personnel matters, which included faculty promotion and tenure appointment recommendations. He added that those recommendations were endorsed for Board approval and have been placed on the Consent Agenda.

Mr. Hundley then presented candidates for the award of Honorary Degrees and to be named as Commencement Speakers in May 2021 for the Board's approval. He began with Rutgers University–Newark and presented Mr. Wendell Pierce for an honorary Doctorate of Fine Arts degree and to be named

Commencement Speaker for May 2021. He stated that Mr. Pierce was born into humble circumstances in New Orleans and gained the opportunity to develop his prodigious talent as an actor through education. He added that, throughout his career, Mr. Pierce used his talent to draw attention to the pressing issues of urban America, most famously through his work on ‘The Wire,’ one of the most acclaimed shows in television history and the inspiration for both a recurring course and a lecture series at Rutgers–Newark.

Mr. Hundley then presented Dr. Robert Parris Moses for an honorary Doctorate of Laws degree. He stated that Dr. Moses is an educator and civil rights leader who rose rapidly to direct one of its most important civil rights efforts of the early 1960s: The Student Non-Violent Coordinating Committee’s Mississippi Voter. He added that Dr. Moses also co-directed the Council of Federated Organizations and was a lead organizer for the 1964 Mississippi “Freedom” Summer Project. Mr. Hundley noted that, after winning the MacArthur Foundation Fellowship, he used his fellowship to begin the Algebra Project, which uses mathematics as an organizing tool for quality education for all children in America. He explained that the Algebra Project has helped thousands of middle and high school students who previously performed in the lowest quartile on standardized exams to graduate high school on time in four years, prepared to take college-level math. Mr. Hundley then put both recommendations forward for Board approval.

***The motion was seconded, and there being no discussion, the Board unanimously approved the candidates for the award of Honorary Degrees and to be named as Commencement Speakers for Rutgers University–Newark in May 2021.***

Mr. Hundley then presented the candidates for award of Honorary Degrees and Commencement Speaker in May 2021 for Rutgers–New Brunswick. First, he presented Ms. Natasha Trethewey for an honorary Doctorate of Letters and to deliver the Commencement Address at the May 2021 University Commencement. He explained that Ms. Trethewey is a Pulitzer Prize-winning poet and former United States Poet Laureate and Poet Laureate for the State of Mississippi. He noted that her most recent book, *Memorial Drive* (2020) became an instant New York Times bestseller and received numerous accolades and that Ms. Trethewey authored five collections of poetry focusing on the intersections and contentions between public and personal history, national memorialization and forgetting, and the fraught legacy of race in America. Mr. Hundley stated that Ms. Trethewey seamlessly blends individual and collective experience, from the civil war to civil rights, as her work illuminates the history of American trauma and resilience.

Next, Mr. Hundley presented Ms. Laurie Garrett for the award of an honorary Doctorate of Science at the May 2021 University Commencement. He noted that Ms. Garrett was recently named the “prophet of this pandemic” by the New York Times, and is the only writer to have been awarded all three of the big “Ps” of journalism: the Peabody, the Polk (twice), and the Pulitzer. He explained that Ms. Garrett is a supreme example of knowledge-based journalism, using her background in immunology to research and investigate the causes and trajectories of infectious diseases, and writing about her findings to educate the citizenry and ultimately, influence policy.

Mr. Hundley then present Dr. Rush D. Holt for the award of an Honorary Doctorate of Laws at the May 2021 University Commencement. He stated that Dr. Holt served as the United States Representative for the 12th congressional district of New Jersey from 1999 to 2015, and subsequently as the Chief Executive Officer of the American Association for the Advancement of Science from 2015-2019. He noted that, as Representative for the twelfth district of New Jersey, Dr. Holt served with passion, lending his scientific knowledge, intellectual curiosity, and genuine concern to a wide range of issues such as environmental conservation, election security, education, and access to healthcare.

Finally, Mr. Hundley presented Ms. Gwendolyn Willow Wilson for the award of an Honorary Doctorate of Letters at the May 2021 University Commencement. He explained that Ms. Wilson is a New Jersey native and comics writer, prose author, essayist, and journalist. He added that Ms. Wilson is the author of three books, a graphic novel, and many comic book series, and is also the co-creator of the Marvel character Kamala Khan, a teenager in Jersey City, New Jersey, who took on the mantle of Ms. Marvel after the previous Ms. Marvel, Carol Danvers, became Captain Marvel. He stated that Kamala Khan provides a positive depiction of a young Muslim-American female living in New Jersey as her friends are as diverse as the State of New Jersey, and her core values, struggles, emotions, and opinions are realistic and resonate with her readers. Mr. Hundley then put the recommendations forward for Board approval.

*The motion was seconded, and there being no discussion, the Board unanimously approved the candidates for the award of Honorary Degrees and to be named as Commencement Speakers for Rutgers University–New Brunswick in May 2021.*

#### **COMMITTEE ON FINANCE AND FACILITIES**

Mr. Angelson called on Mr. Keith Banks, Chair of the Committee on Finance and Facilities, who presented a report on behalf of the committee. Mr. Banks stated that the committee first heard from Executive Vice President and Chief Operating Officer Antonio Calcado who presented for endorsement a resolution Authorizing Negotiation and Execution of an Easement Agreement with Middlesex County and the City of New Brunswick. Mr. Banks explained that Rutgers owns a sidewalk traversing between Livingston Avenue and Bayard Street, adjacent to the Civic Square Building at 33 Livingston Avenue, and that the proposed easement would allow use of the traverse for modernized egress routes from the State Theatre as well as allowing the addition of an elevator to the theater. Mr. Banks then moved the resolution for board approval:

**WHEREAS**, Middlesex County (“County”) owns the property at 15 Livingston Avenue, New Brunswick, New Jersey (“STNJ Property”) on which a historic theater building commonly known as The State Theater New Jersey is operated by the County’s tenant, The State Theater Regional Arts Center at New Brunswick, Inc (“Theater Operator”); and

**WHEREAS**, the STNJ Property is adjacent to Rutgers’ property at 33 Livingston Avenue (“Rutgers Property”) commonly known as Civic Square that is evenly split between units of Rutgers’ Mason Gross School of Arts and the Edward J. Bloustein School of Planning and Public Policy and which contains a publicly-used sidewalk along an alley on Rutgers Property adjacent to both the Civic Square building and the STNJ Property and theater building; and

**WHEREAS**, the City of New Brunswick’s (“City”) City Hall abuts the Rutgers Property to the rear and members of the public use the City Hall property and Rutgers’ sidewalk to traverse between Livingston Avenue and Bayard Street as it is a convenient mid-block pedestrian connection between the City’s theater area and the City’s governmental and train station areas; and

**WHEREAS**, the Theater Operator is in the process of renovating the STNJ Property to modernize the egress routes from the auditorium and to add an elevator, among other improvements, and such elevator and egress ramps will extend to the property line between the STNJ Property and Rutgers Property; and

**WHEREAS**, the new ramps and elevator will force anyone exiting or entering the building to walk on the sidewalk on Rutgers Property as there will be no further area remaining on the STNJ Property for

pedestrian ingress/egress to the building, and the Theater Operator and County have requested an easement to use Rutgers Property allowing pedestrian ingress/egress to the building; and

**WHEREAS**, Rutgers' administration discussed the possibility of granting the easement to the County and Theater Operator, and also wishes to involve the City because there has never been a formal executed easement agreement addressing the reciprocal use of the Rutgers Property and the City Hall property by Rutgers and the City [since the Civic Square building was initially constructed in the early 1990s] and the Theater Operator's need for an easement presents an opportunity to resolve the proposed usage of Rutgers Property among all interested parties at one time; and

**WHEREAS**, the proposed easement, including the proposed business terms and attached project summary, were discussed during a meeting of the Committee on Finance and Facilities on April 1, 2021 and the Committee agreed to recommend approval to the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Governors of Rutgers, The State University of New Jersey, upon the recommendation of the Committee on Finance and Facilities, that the Executive Vice President and Chief Operating Officer, with the advice of counsel, is authorized to negotiate and enter into an easement agreement with the County (on behalf of its tenant the Theater Operator) and the City in which Rutgers will grant the County and the City an easement as shown on the project summary map upon agreement by the County and City to the business and legal terms required by Rutgers; and

**BE IT FURTHER RESOLVED** that this Resolution shall take effect immediately.

Attachments: Project Summary and Easement Map

Mr. Egan was placed in the Zoom waiting room during this vote, as he recused himself due to a conflict of interest.

***The motion was seconded, and there being no discussion, the Board unanimously approved the Proposed Resolution Authorizing Negotiation and Execution of an Easement Agreement with Middlesex County and the City of New Brunswick.***

Mr. Banks stated that the committee then heard from Executive Vice President–Chief Financial Officer and University Treasurer J. Michael Gower who presented for endorsement a resolution Adopting University Policy 40.2.24: Leasing of Real Estate. He stated that this policy codifies the existing practices used for review and approval of real estate leases and adds a review by the Board of Governors through its Committee on Finance and Facilities for leases with a net value greater than \$5 million. He added that this is on par with the threshold for capital construction and explained that the resolution has been placed on the consent agenda.

Next, Mr. Banks reviewed the matters for information covered during the meeting and stated that Mr. Calcado reviewed capital projects that were underway when the COVID-19 emergency commenced and are at or near completion including the Busch-Livingston Co-Generation Plant Upgrades, the Rutgers Center for Adult Autism Services, and the Barbara and Gary Rodkin Academic Success Center, all at Rutgers University–New Brunswick, as well as the John Cotton Dana Library Addition and Renovation at Rutgers University–Newark. He added that Mr. David Moore, Associate Vice President & Chief Budget Officer, discussed the FY 2021 financial report that incorporated a year-end forecast using financial performance from the first six months of the fiscal year. Mr. Banks noted that the University is facing a better financial

picture than projected earlier thanks to improved revenues in education and healthcare along with cost containment as a result of the measures taken last year. He stated that Mr. Moore continued with a review of the expense categories that showed each category below the level of expenditures experienced in the previous three fiscal years and that each of the Chief Financial Officers of the Chancellor-led units presented an overview of year-end projections for her or his unit. Finally, Mr. Banks stated that the committee concluded its meeting with an annual overview of the University's various insurance programs from Mr. William Troy, Executive Director of Risk Management and Insurance, and an update on cybersecurity and its impacts on Rutgers from Ms. Michele Norin, Senior Vice President and Chief Information Officer.

### **COMMITTEE ON AUDIT**

Next, Mr. Angelson asked Ms. Heather Taylor, Chair of the Committee on Audit, to present her report to the Board. Ms. Taylor explained that the Committee on Audit first heard from Ms. Shelly Masi, KPMG Lead Partner, and Ms. Lauren Sweigard, KPMG Senior Manager, who briefed the committee on the status of the Federal Single Audit and the State of New Jersey Single Audit for the year ended June 30, 2020. She stated that Ms. Masi also reported that the Independent Auditors' Report on the financial statements of the University for the year ended June 30, 2020 had been issued since the last committee meeting and that the Single Audit reports for the year ended June 30, 2020, as well as auditor reports on supplementary information and agreed-upon procedures, are expected to be issued by March 31, 2021.

Ms. Taylor stated that Mr. Kim Yozgat, Chief Healthcare Risk Officer, then provided an overview of the Rutgers Biomedical and Health Sciences Medical Malpractice Program, including a brief history, current levels of coverage, renewal challenges, recent claim activity, and loss prevention activities. She added that Ms. Michele Norin, Senior Vice President and Chief Information Officer, provided an update on cybersecurity and its impacts on Rutgers and that Mr. Eugene Simon, Associate Vice President and Deputy Chief Enterprise Risk Management, Ethics, and Compliance Officer, provided an update on the risk assessment process. Ms. Taylor noted that Ms. Ruth Philo, Chief Audit Executive, also informed the committee on updates to the 2021 Annual Audit Plan to maximize audit effectiveness with available resources and discussed personnel changes, audits in progress, and the implementation status of recommendations for past audits.

Ms. Taylor then reviewed the matters for action and explained that Mr. Gower presented the Proposed Resolution Reappointing KPMG, LLP as the University's External Auditors and Engaging KPMG to Perform Audit Services for the Fiscal Year Ending June 30, 2021, and Proposed Audit Services/Fees (Engagement Letter) for the June 30, 2021 Examination. She added that the committee unanimously endorsed the resolution for the approval of the Board of Governors at its April 14, 2021 meeting. Ms. Taylor stated that this resolution has been placed on the consent agenda. Lastly, Ms. Taylor explained that the committee met in private session with Dr. Timothy J. Fournier, Senior Vice President for Risk Management, Mr. John J. Hoffman, Senior Vice President and General Counsel, and Mr. Simon.

### **COMMITTEE ON HEALTH AFFAIRS**

Mr. Angelson then called on Ms. Amy Towers, Chair of the Committee on Health Affairs, to present her report on behalf of the committee. Ms. Towers explained that the committee first heard from Dr. Frank Ghinassi, President and Chief Executive Officer of University Behavioral Health Care ("UBHC") and University Correctional Health Care ("UCHC"), who cited two matters that required the committee's endorsement to move forward for Board of Governors' approval: 1) Minutes of the University Behavioral

Health Care Leadership Committee Meetings of December 15, 2020 and January 19, 2021; and 2) University Behavioral Health Care Staff Appointments, Reappointments and Clinical Privileges of January 19, 2021 and February 16, 2021. She explained that the items were endorsed by the committee and will be moved under the consent agenda.

Ms. Towers stated that Dr. Ghinassi then provided an update on the vaccine roll out across UBHC and UHC and discussed patient length of stay. She added that Dr. Ghinassi stated that UBHC is very close to adding an additional 19 acute involuntary beds on the Piscataway campus and that UBHC is working very closely with the Newark public schools by opening new partial hospitalization programs for youth. She stated that he also explained that new programs at UBHC are coming online and highlighted the Behavioral Health Training Institute at UBHC, which broke records in December and January by training over 5,000 individuals. Ms. Towers stated that Dr. Martin Blaser, Director of the Center for Advanced Biotechnology and Medicine (“CABM”) presented on the work being done at CABM. She noted that he explained the use of antibiotics, the consequences of their overuse and reviewed numerous studies that highlighted the drastic variation in the prescription of antibiotics among healthcare practitioners. She added that he then focused on antibiotic exposure in early life and the subsequent disease risk, and discussed possible solutions, including the control of the use of antibiotics and restoration of the microbiome. She explained that Dr. Blaser concluded by discussing the formation of the Rutgers University Microbiome Program (“RUMP”) and reviewed the pillars and functions of the program.

Next, Ms. Towers stated that the committee heard from Dr. Brian Strom, Chancellor for Rutgers Biomedical and Health Sciences (“RBHS”) and Executive Vice President for Health Affairs, who provided an overview and progress report for RBHS. She added that Dr. Strom reviewed recent leadership appointments, provided an overview of NIH funding, and discussed new rapid tests being developed at the Public Health Research Institute for COVID-19 variants that are emerging. She noted that Chancellor Strom then moved on to the pandemic and reviewed risk levels, case numbers, confirmed cases, hospitalizations, and deaths in New Jersey, as well as COVID-19 data specific to Rutgers. Ms. Towers explained that Chancellor Strom concluded his report by reviewing his FY21 goals. Ms. Towers stated that the committee then heard from Ms. Kathleen Bramwell, Senior Vice Chancellor of Finance and Administration, who provided an RBHS budget update which included a review of RBHS overall performance, as well as significant variance explanations. Lastly, Ms. Towers explained that Dr. Vicente Gracias, Senior Vice Chancellor for Clinical Affairs and Vice President for Health Affairs, updated the committee on Rutgers Health, which included an overview of the COVID-19 vaccine planning, as well as an overview of Graduate Medical Education and the Health Education Management System (“HEMS”). She added that Dr. Gracias concluded with a review of key performance indicators on the Rutgers Health Group dashboard.

### **COMMITTEE ON INTERCOLLEGIATE ATHLETICS**

Mr. Angelson asked Mr. Greg Brown, Chair of the Committee on Intercollegiate Athletics, to present his report on behalf of the committee. Mr. Brown explained that the committee on Intercollegiate Athletics met twice since the last Board of Governors meeting. He then discussed the first meeting, which occurred on March 15, 2021. Mr. Brown explained that he opened this meeting by congratulating the Rutgers Men’s Basketball team on their selection to the National Collegiate Athletic Association (“NCAA”) tournament and then called on Mr. Patrick Hobbs, Director of Intercollegiate Athletics for Rutgers University–New Brunswick, who provided brief remarks and introduced Men’s Basketball Head Coach Steve Pikiell. Mr. Brown stated that Coach Pikiell praised the student-athletes in the Men’s Basketball Program and then discussed his journey since he became the head basketball coach and his vision for the program. He added

that Coach Pikiell also discussed the impacts of COVID-19 on the team this year and then introduced Mr. Myles Johnson, member of the Men's Basketball Team, to say a few words. Mr. Brown stated that Mr. Johnson discussed his experience moving across the country to come to the University and the amazing experience he has had at the University, and Mr. Hobbs closed the meeting by recognizing the historic achievements of the team regardless of the outcome of the next game.

Mr. Brown then reviewed the second meeting, which occurred on April 14, 2021. He explained at this meeting the committee reviewed proposed employment contracts for two Assistant Football Coaches and endorsed both contracts. He added that Mr. Hobbs also reviewed the terms of a proposed contract extension for Coach C. Vivian Stringer, Head Women's Basketball Coach, with the committee. He noted that Mr. Hobbs detailed Coach Stringers' long and storied coaching career, as well as her success since joining Rutgers, and specifically highlighted Coach Stringers' success since the University joined the Big Ten. Mr. Brown stated that Mr. Hobbs explained that Coach Stringers' contract was set to expire on June 30, 2021, and that the University would like to extend her contract. Mr. Brown stated that Mr. Hobbs then reviewed the terms of the contract extension with the committee and the committee endorsed that item for review by the Board of Governors Executive Committee.

### **CONSENT AGENDA**

Mr. Angelson called upon Mr. William Best to introduce and move the Consent Agenda for vote. Mr. Best asked if any members of the Board wanted to remove any items from the Consent Agenda. There being none, and on behalf of the Committee on Academic and Student Affairs, Committee on Finance and Facilities, Committee on Health Affairs, Committee on Audit, and the Governors Executive Committee, Mr. Best moved for approval the following agenda items:

- Approval of Minutes of the Board of Governors – February 23, 2021 and March 9, 2021<sup>1</sup>

### **Executive Committee**

- Proposed Nomination of a Member to the Camden Board of Directors

### **Proposed Slate of Nominee**

Nomination for Board of Governors Member to the Camden Board of Directors for the term coterminous with the member's term on the Board of Governors:

William M. Tambussi (2024)

- Proposed Resolution Approving Contract Renewal Terms for C. Vivian Stringer, Head Coach of Women's Basketball

**WHEREAS**, C. Vivian Stringer, Head Coach of the Women's Basketball team, has been a continual source of pride for Rutgers University throughout her long and storied coaching career, surpassing the monumental 1,000 career victory milestone, currently

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<sup>1</sup> Available Upon Request in the Office of the Secretary of the University

ranking fifth all-time in National Collegiate Athletic Association (“NCAA”) women's basketball with 1,055 career victories; and

**WHEREAS**, Coach Stringer’s sustained winning culture will forever be ingrained in in the annals of NCAA Basketball, as she holds the NCAA record with 37 seasons of 20 or more victories, and she continues to win year after year, finishing in the Top 3 of the Big Ten Conference in two of the last three seasons; and

**WHEREAS**, Coach Stringer has been recognized for her success on and off the court, as she was recently honored with the John R. Wooden "Legends of Coaching" Award, inducted into the New Jersey Hall of Fame, and recognized by the Sports Business Journal as a Leader in Diversity and Inclusive Hiring; and

**WHEREAS**, the University intends to have Coach Stringer continue to lead the Rutgers Women’s Basketball team to prominence and wishes to extend her contract, which was set to expire on June 30, 2021; and

**WHEREAS**, President Jonathan Holloway consulted with the Committee on Intercollegiate Athletics and the Executive Committee of the Board of Governors regarding the renewal of Coach Stringer’s contract; and

**WHEREAS**, the proposed renewal contract for Coach Stringer sets forth a combined salary of \$1,000,000 in FY22 and gradually increases to \$1,250,000 in FY26; and

**WHEREAS**, the contract will also include incentives for Coach Stringer to maintain high academic standards for her players, as annual bonuses will be tied to the team’s average cumulative Grade Point Average, as calculated by the Office of the University Registrar, and the team’s multi-year Academic Progress Rate, as determined by the NCAA; and

**WHEREAS**, the contract will further include annual retention bonus incentives as well as performance bonus incentives based upon the athletic performance of the Women’s Basketball Team; and

**WHEREAS**, Coach Stringer will be allocated a salary pool of not less than \$510,500 for the hiring of assistant coaches that will support and enhance Coach Stringer’s efforts, with provisions for annual, incremental increases to the overall pool as well as a bonus pool for performance-based incentives for the assistant coaches; and

**WHEREAS**, on April 14, 2021, after consultation and discussion, the Committee on Intercollegiate Athletics and the Executive Committee of the Board of Governors concurred with President Holloway’s recommendation that the University renew Coach Stringer’s contract with the terms outlined above, and recommended approval by the Board of Governors.



**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendations of the Committee on Intercollegiate Athletics and the Executive Committee, the Board of Governors of Rutgers, The State University of New Jersey, approves the renewal contract terms for C. Vivian Stringer, Head Coach of Women's Basketball, as they are outlined above; and

**BE IT FURTHER RESOLVED** that the Board of Governors extends its best wishes for Coach Stringer's continued success as she leads the Women's Basketball Team.

**Committee on Academic and Student Affairs**

March 31, 2021

- Faculty Tenure Appointment Recommendations<sup>2</sup>
- Faculty Promotion and Reappointment Recommendations<sup>3</sup>

**Committee on Finance and Facilities**

April 1, 2021

- Proposed Resolution Adopting University Policy 40.2.24: Leasing of Real Estate

**WHEREAS**, Rutgers, The State University of New Jersey, has property in every New Jersey county and occupies approximately 2,800 acres of land on its three main campuses in Newark, Piscataway/New Brunswick, and Camden on which there are approximately 1,200 buildings totaling approximately 30 million square feet of usable space; and

**WHEREAS**, because of its myriad of programs and activities, the University often leases to, or allows portions of its buildings to be used by, third parties who may support the functions and programming of the University; and

**WHEREAS**, notwithstanding the University's significant land and building assets, there are times when programs or departments at the University must lease or use space owned by third parties; and

**WHEREAS**, the University administration wishes to formalize various guidance documents that currently exist regarding the leasing or use of space, whether as landlord of Rutgers-owned property or as tenant or occupant of third party-owned property, into a new board-level policy to be numbered University Policy 40.2.24; and

**WHEREAS**, on April 1, 2021, the Committee on Finance and Facilities reviewed the proposed University Policy 40.2.24 and recommended its approval by the Board of Governors.

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<sup>2</sup> Available Upon Request in the Office of the Secretary of the University

<sup>3</sup> Available Upon Request in the Office of the Secretary of the University

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, hereby approves and adopts University Policy 40.2.24: Leasing of Real Estate; and

**BE IT FURTHER RESOLVED** that this policy should take effect immediately.

Attachment: University Policy 40.2.24: Leasing of Real Estate

**Committee on Audit**

March 4, 2021

- Proposed Resolution Reappointing KPMG, LLP as the University's External Auditors and Engaging KPMG to Perform Audit Services for the Fiscal Year Ending June 30, 2021, and Proposed Audit Services/Fees (Engagement Letter) for the June 30, 2021

**WHEREAS**, on March 4, 2021, the members of Rutgers, The State University of New Jersey's Board of Governors' Committee on Audit were provided with the KPMG LLP letter of engagement dated March 4, 2021 (attached); and

**WHEREAS**, this engagement letter describes the proposed scope and fee structure for KPMG's audit services to perform the following audits of Rutgers University: (i) the examination of the University's financial statements for the fiscal year ending June 30, 2021, (ii) audits in accordance with the provisions of the single audit policies for recipients of federal grants, state grants and state aid, more particularly Title 2 U.S. Code of Federal Regulations Part 200 ("Federal Uniform Guidance") and New Jersey OMB Circular 15-08, and (iii) for the fiscal year ending June 30, 2021, agreed upon procedures to evaluate Rutgers' compliance with the National Collegiate Athletic Association (NCAA) Bylaw 3.2.4.17 and the Division of Intercollegiate Athletics' internal control over financial reporting as well as Rutgers' compliance with the financial test of self-insurance under CFR Title 40, Part 280, Section 95(c)(5) of the United States Environmental Protection Agency in accordance with the applicable NCAA and EPA regulations; and

**WHEREAS**, this engagement letter describes the proposed scope and fee structure for KPMG to perform the following non-audit services for Rutgers University: (i) assisting management in preparing the financial statements and related notes in accordance with U.S. generally accepted accounting principles; and

**WHEREAS**, on March 4, 2021, the Committee on Audit met and discussed the proposed engagement letter and audit fees of KPMG as described in the aforementioned engagement letter, and the Committee agreed to accept the proposed scope and fee structure for their audit services as set forth in this letter; and

**WHEREAS**, the Committee members also agreed to authorize Ms. Heather Taylor, in her capacity as Chair of the Committee on Audit, and J. Michael Gower, Executive Vice President – Chief Financial Officer and University Treasurer, to sign the letter of engagement appointing KPMG as the University's external auditors and engaging KPMG to perform both audit and non-audit services for the fiscal year ending June 30, 2021 and recommended that the Board of Governors approve the engagement awards of KPMG as described above.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Audit, the Board of Governors of Rutgers, The State University of New Jersey, accepts KPMG's proposals as described above and in the attached engagement letters dated March 4, 2021 and approves KPMG's reappointment as the external audit firm to perform the examination of Rutgers University's financial statements, audits in accordance with Federal Uniform Guidance and New Jersey OMB Circular 15-08, and the agreed upon procedures for Rutgers' Intercollegiate Athletics Program and the United States Environmental Protection Agency's Letter for the fiscal year ending June 30, 2021; and

**BE IT FURTHER RESOLVED** that the Board of Governors authorizes Ms. Taylor and Mr. Gower to sign the letter of engagement appointing KPMG as the University's external auditors as described above and engaging KPMG to perform audit services and non-audit services for the fiscal year ending June 30, 2021.

Attachments: KPMG Engagement Letters Dated April 14, 2021

#### **Committee on Health Affairs**

March 24, 2021

- Minutes of the University Behavioral Health Care (UBHC) Leadership Meetings of December 15, 2020 and January 19, 2021<sup>4</sup>
- Proposed University Behavioral Health Care Staff Appointments, Reappointments, and Clinical Privileges of January 19, 2021 and February 16, 2021<sup>5</sup>

*The motion was seconded, and there being no discussion, the Board unanimously approved the matters presented under the Consent Agenda.*

#### **REPORT OF THE EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER AND UNIVERSITY TREASURER**

Mr. Gower provided a report on behalf of the Joint Committee on Investments and noted that the committee met twice since the last meeting of the Board of Governors. He stated that the committee first met on March 5, 2021 at which time the committee conducted a regular review of asset allocation targets and chose to make no changes to those targets but did accept a recommendation to change a benchmark. He stated that the committee also approved three new commitments to private equity funds and approved five rebalancing actions within the investment pool. He added that as of December 31, 2020, the long-term investment pool has performed well, returning 9.1%, 7.4%, and 8.9% on a 1-, 3-, and 5-year basis, respectively. Finally, he stated that Dr. Brian Ballentine, Senior Vice President for Strategy, reviewed the process and recommendations from the Divestment Committee on Fossil Fuels and, after a thorough discussion, the committee endorsed the recommendation of divestment from fossil fuels—which was subsequently approved by the Board of Governors and Board of Trustees on March 9, 2021. He added that Mr. MacDonald concluded the meeting with a review the Endowment Office's FY21 current budget and discussed the FY22 proposed budget. Finally, Mr. Gower explained that at the second meeting on March 25,

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<sup>4</sup> Available Upon Request in the Office of the Secretary of the University

<sup>5</sup> Available Upon Request in the Office of the Secretary of the University

2021, the committee considered and endorsed four manager recommendations, which were included in the board materials posted to the governing board portal.

### **REPORT OF THE UNIVERSITY SENATE**

Mr. Angelson called on Mr. Jon Oliver, Chair of the University Senate, to provide his report. Mr. Oliver explained that the Senate was nearing the end of the academic year and that eight reports were received by the Senate in total with six voted on and approved by the full Senate already and two in process. He explained that the remaining two reports would be voted on at the Senate's final meeting of this academic year and that the resolutions already voted on have been transmitted in the Senate's advisory capacity to President Holloway. He then reviewed the name of each of the reports and explained that the reports, in addition to President Holloway's response, can be found on the Senate website. Mr. Oliver also stated that there were 18 active charges now under consideration by committee and that he would report on those upon the Senate's disposition of them. Mr. Oliver added that at the last meeting of the Senate for the academic year, President Holloway and Dr. Deborah Gray White would present on the Scarlet and Black Project. Finally, Mr. Oliver noted that there were two Senate meetings on April 30, 2021, including an organizational meeting of the 2021-2022 Senate where the Senate elects next year's Senate leadership.

#### **OLD BUSINESS**

None reported.

#### **NEW BUSINESS**

None reported.

#### **ADJOURNMENT**

The meeting was adjourned at approximately 1:45 p.m.

Respectfully submitted,



Patrick L. Melillo  
Associate Secretary of the University



**BOARD OF GOVERNORS**  
**Rutgers, The State University of New Jersey**  
**June 22, 2021**

A virtual meeting of the Board of Governors of Rutgers, The State University of New Jersey, was held on Tuesday, June 22, 2021, at 12:00 p.m. Mr. Mark Angelson, Chair of the Board, presided.

Present and constituting a quorum were Angelson, Banks, Best, Brown, Derrick, DiMartino, Dougherty, Egan, Hundley, Stewart, Tambussi, Taylor, and Zubair.

Absent was Towers.

Present was Piazza, Chair of the Board of Trustees.

Also attending were Oliver and Shinbrot, senate representatives to the Board of Governors.

Attending for the University administration were Ballentine, Branch, Bueschel, Calcado, Cantor, Gower, Hoffman, Holloway, Marsh, McDonough, Melillo, Molloy, Moghe, Pastva, Scotto, and Strom.

**ANNOUNCEMENT PURSUANT TO CHAPTER 231, PUBLIC LAW 1975**  
**(OPEN PUBLIC MEETINGS ACT)**

Mr. Angelson called on Secretary Kimberlee Pastva, who announced that pursuant to Public Law 1975, Chapter 231 (Open Public Meetings Act) public notice of this meeting was filed on July 9, 2020, and amended on June 15, 2021, with the Office of the Secretary of the State of the New Jersey and three newspapers, the Cherry Hill Courier-Post, the New Brunswick Home News Tribune, and the Newark Star-Ledger. Pursuant to Public Law 2020, Chapter 11, public notice of the meeting was posted on the Rutgers Website, under Governing Boards.

**CONFLICT OF INTEREST STATEMENT**

Secretary Pastva asked the members of the Board if they had read the meeting agenda and supporting documents and if anyone had a possible conflict of interest to disclose. Board members indicated that no conflicts existed.

**RESOLUTION TO CONDUCT CLOSED SESSION**

Mr. Angelson called on Mr. William Best, Vice Chair of the Board of Governors, who read and moved the following resolution:

**BE IT RESOLVED**, that the Board meet in immediate closed session on this date, June 22, 2021, to discuss matters falling within the attorney-client privilege; and personnel matters, including faculty appointments, promotions and administrative appointments in accordance with Chapter 231, Public Law 1975, Section 7, Items b(7) and (8). Any necessary action related to the tenure appointments is expected to be taken in the open session immediately following the closed session.

*The motion was seconded, unanimously approved, and the Board of Governors moved into Closed Session.*

**RESUMPTION OF OPEN SESSION**

The Board resumed the public session of the meeting at approximately 1:00 p.m.

## **INDUCTION OF MEMBER TO THE BOARD OF GOVERNORS**

Mr. Angelson called on Mr. Best to assume the chair for the reappointed member to be inducted. Mr. Best then called on Mr. Angelson to be inducted and asked Mr. John Hoffman, Senior Vice President and General Counsel and member of the Bar of the State of New Jersey, to administer the Oath of Allegiance and Office. Following the Oath, Mr. Angelson reassumed the chair.

### **MATTERS PRESENTED BY THE CHAIR**

Mr. Angelson called on Ms. Heather Taylor who read and moved the Memorial Resolution for Candace L. Straight:

*Let it be recorded in deepest sorrow that Candace L. Straight, former member of the Board of Governors and the Board of Trustees, died on June 13, 2021.*

*A trailblazer for women on Wall Street and a beacon of light in the political realm, Candy's business acumen and passion for promoting others shone through in every interaction—whether she was rising from an entry level position at Banker's Trust to Vice President in less than ten years or encouraging and supporting countless women over the years to not only become involved in politics, but to run for office. A pioneer in breaking the gender barrier within the financial industry, Candy held top positions at Merck & Co., Securitas Capital, L.L.C., and John Head and Partners; she served on the corporate boards of Montpelier Re, the Integon Corporation, and National Atlantic Holdings, among others; and most recently was Director of Neuberger and Berman's mutual funds, overseeing approximately \$40 billion in assets. Candy later forayed into the realm of television and movie production as Executive Producer of Equity, the first female-driven film about Wall Street, and An Acceptable Loss, and earned two Daytime Emmy nominations for her soap opera, Tainted Dreams.*

*Candy's dedication to public service was evident as she served on the New Jersey Sports and Exposition Authority for nine years and the Public Employees Retirement System for six years; co-founded Women for a Stronger New Jersey; served as Co-Chair of the Women's Campaign Fund; was a Trustee for the New Jersey Network Foundation; served as President of the Financial Women's Association of New York; and was a founding board member of the ERA Foundation think tank at Columbia Law School.*

*Appointed to the Rutgers Board of Governors and Board of Trustees in 2011 at one of the most significant junctures in the University's history, Candy demonstrated strong leadership and an abiding commitment to uphold the highest values in the advancement of higher education. Lending her financial expertise and political savvy to the proposed integration of most of the schools of the University of Medicine and Dentistry of New Jersey, Candy took on the role of Chair of the Committee on Audit in 2013-2016 and committed countless hours to deftly steer the University through the obligations of the Corporate Integrity Agreement that Rutgers inherited from the integration.*

***BE IT RESOLVED THEREFORE***, that as an expression of the Board's grateful remembrance of Candace Straight's insight, dedication and service to Rutgers, The State University of New Jersey, and her extraordinary footprint for women's advancement in the State of New Jersey and the nation, this memorial resolution shall be recorded in the minutes of the Board of Governors and the Board of Trustees, and a copy shall be sent to her family along with our heartfelt and deepest condolences.

***The motion was seconded, and there being no discussion, the Board unanimously approved the Memorial Resolution for Candace L. Straight.***

Mr. Angelson then asked Mr. Hundley who read and moved the Resolution Recognizing Sandy J. Stewart, Member of the Board of Governors:

***WHEREAS***, your term on the Board of Governors comes to a close on June 30, 2021, having served as Vice Chair in 2016-2017 and Chair in 2017-2019; and

***WHEREAS***, the end of your term marks the end of a distinguished and influential 15-year tenure as a member of a Governing Board at Rutgers, as your vice chairmanship in 2013-2014 and chairmanship in 2014-2015 of the Board of Trustees helped shepherd Rutgers through some of the most transformational moments in the University's history; and

***WHEREAS***, you have been an avid promoter and ambassador for the University, telling your remarkable story to inspire alumni and students, and a staunch champion of Rutgers University–Camden, fiercely defending the University's independence during the integration with the University of Dentistry and Medicine of New Jersey; and

***WHEREAS***, you have given generously to your alma mater, creating an endowment to ensure Rutgers–Camden students and faculty have cutting-edge instrumentation often found in core laboratories and affording students the opportunity to participate in original research with their faculty mentors, while also donating your time, teaching seminars to impart lessons from your storied career in the biotechnology industry to the next generation of entrepreneurs; and

***WHEREAS***, your business expertise and financial acumen were invaluable to the University as you served on the Committee on Finance and Facilities and Committee on Audit, and you played a critical role in the oversight of the University's endowment through your service on the Joint Committee on Investments for 12 years throughout your tenure, helping shepherd the University's endowment past the \$1 billion mark; and

***WHEREAS***, you have been a steadfast presence on the Camden Board of Directors, and a committed representative for Rutgers on the joint Rowan University/Rutgers–Camden Board of Governors, guiding collaboration between the two institutions to enhance health sciences education, transform the City of Camden, and improve access to healthcare throughout the region.

***NOW, THEREFORE, BE IT RESOLVED***, that the Board of Governors of Rutgers, The State University of New Jersey, warmly and appreciatively thanks Sandy J. Stewart for his service to the Board of Governors; and

***BE IT FURTHER RESOLVED*** that the members of the Board of Governors of Rutgers, The State University of New Jersey, express their deepest gratitude and heartfelt thanks to Sandy J. Stewart, for his distinguished service to Rutgers University, the Board of Governors, and the Board of Trustees, and extend their warmest best wishes for the future and look forward to his continued wisdom and guidance as an Emeritus member of the Board of Trustees.

***The motion was seconded, and there being no discussion, the Board unanimously approved the Resolution Recognizing Sandy J. Stewart, Member of the Board of Governors.***



Lastly, Mr. Angelson called on Mr. Best who read and moved the Resolution Recognizing Christopher J. Molloy, Chancellor for Rutgers University–New Brunswick:

***WHEREAS**, Christopher J. Molloy has rendered fourteen years of dedicated service to the University, serving at the highest levels of the University and providing resolute leadership during consequential moments in the University’s history; and*

***WHEREAS**, as an alumnus who received his undergraduate and graduate degrees from Rutgers, Dr. Molloy possesses a relentless passion and reverence for the University that has helped guide his effective and distinguished service in prominent administrative roles throughout the University; and*

***WHEREAS**, Dr. Molloy began his tenure at the University in 2007, where he served as Dean of the Ernest Mario School of Pharmacy until 2011, and then moved on to serve in top leadership positions across the University, often dedicating himself to areas of the University that needed his expertise and unique skill set, beginning with his appointment as Interim Provost for Biomedical and Health Sciences in 2011; and*

***WHEREAS**, Dr. Molloy played an instrumental role in one of the most transformative moments in the University’s history, overseeing the day-to-day operations of the integration of Rutgers with the University of Medicine and Dentistry of New Jersey (“UMDNJ”) during its infancy to ensure all accreditations remained intact, that there were no disruptions to any student’s education, and no interruptions to any patient medical care; and*

***WHEREAS**, under Dr. Molloy’s leadership, Rutgers effectuated the nation’s largest integration in higher education on July 1, 2013, and emerged a new, more comprehensive University with the ability to attract more revenue through grants and partnerships and provide students greater academic opportunities, following which Dr. Molloy graciously agreed to serve as Interim Chancellor of Rutgers Biomedical and Health Sciences; and*

***WHEREAS**, Dr. Molloy continued to serve the University as the Senior Vice President for the Office of Research and Economic Development from 2013 to 2018, providing oversight and strategic planning for the University’s \$680 million in annual research expenditures, until his appointment as interim chancellor of Rutgers–New Brunswick in 2018; and*

***WHEREAS**, upon his official appointment as Chancellor of Rutgers University–New Brunswick in 2019, Dr. Molloy brought the same level of passion and enthusiasm as he has throughout his tenure at the University leading Rutgers–New Brunswick through a global pandemic, continuing the expansion of access and affordability for students, and advancing academic programs and initiatives that helped raise the academic profile of the University.*

***NOW, THEREFORE, BE IT RESOLVED** that the Board of Governors of Rutgers, The State University of New Jersey, offers its sincere gratitude to Christopher J. Molloy for his unwavering devotion to his alma mater, dedicated service, and astute leadership during pivotal moments in the University’s path to becoming the vibrant and comprehensive institution it is today; and*

***BE IT FURTHER RESOLVED*** that the Board of Governors, on behalf of the entire university community, extends its very best wishes to Christopher J. Molloy for success in his future endeavors as he returns to the faculty of the University.

***The motion was seconded, and there being no discussion, the Board unanimously approved the Resolution Recognizing Christopher J. Molloy, Chancellor Rutgers University–New Brunswick.***

### **MATTERS PRESENTED BY THE PRESIDENT**

Mr. Angelson called on President Jonathan Holloway to present his report to the Board. President Holloway expressed appreciation to the Board and members of the Rutgers community for their efforts in navigating the pandemic as the University closed the academic year. He added that, although the University has been able to function relatively well through remote means during the pandemic, Rutgers is by nature an in-person institution. He stated that some employees have remained on campus throughout the pandemic, and he thanked those employees for their sacrifice and dedication. He then stated that the University would begin to repopulate the campuses starting July 6th and that he was excited to welcome students back at the beginning of the academic year. He explained that dormitories, student centers, libraries, and dining halls will be open in the fall and that classes at Rutgers–Newark and Rutgers–Camden will be in person. He added that Rutgers–New Brunswick will have a mix of in-person, hybrid, and remote classes and that the administration is working to increase the number of in-person classes at Rutgers–New Brunswick. President Holloway also explained that the University would learn from lessons over the past year and announced the creation of a task force that will examine the future of work and will be led by Ms. Vivian Fernández, Senior Vice President for Human Resources. He added that this task force will examine new policies and guidelines that will build on what has been learned throughout the COVID-19 pandemic.

President Holloway then moved on to discuss the University’s FY22 budget, noting that the budget is not simply a tally sheet of expenses and revenues but is a statement of the University’s values. He stated that it is a budget that, he hopes, reflects the return to robust in-person interactions that make the University such a dynamic institution. He added that Mr. J Michael Gower, Executive Vice President – Chief Financial Officer and University Treasurer, would present specific budget items later in the meeting, but he wanted to touch on a few high-level items. He explained that the University has come back from the worst of the financial changes resulting from the pandemic due to disciplined cuts and careful management and that the University’s financial outlook has improved but is not back to normal. He stated that the University still has ground to make up as the government funds were one-time resources and that the University needs to be vigilant to ensure it can get back to balance. He also explained that the University is still enrollment and tuition dependent so any fluctuations in enrollment numbers matter and there were lessons learned during the pandemic that will allow the University to operate in more cost effective and streamlined ways.

Next, President Holloway reviewed the work completed by the Task Force on Carbon Neutrality and Climate Resilience, which he explained would be issuing a final climate plan by the end of the month. He noted that the work of the Task Force began in the Fall of 2019 and represents a universitywide commitment to sustainability. President Holloway added that he plans to build the annual University Senate address as a response to that action plan. President Holloway then discussed the University committee charged with the 5-year review of the Responsibility Centered Management (“RCM”) budget model. He explained that he received a report from the committee and that he is grateful for the recommendations. He added that he would soon be communicating to faculty and staff about how the University will pursue the recommendations to improve the model, noting that this will be a multi-year project. President Holloway also discussed issues related to the legalization of *Cannabis* in New Jersey and explained that he has asked Mr. Antonio Calcado, Executive Vice President and Chief Operating Officer, to convene a Task Force to review University policies and procedures

related to *Cannabis* on campus. He added that the task force recently delivered a report to the President, and he will be communicating key actions to the community soon.

President Holloway then moved on to discuss issues related to the University's physical plant, noting that Administrative Services Building I had been transformed to the One-Stop Student Services Center. He added that, although this transformation predates his presidency, the transformation aligns with his vision for simplicity and creates a collaborative atmosphere for back-office operations that serve students and are often critical to their success. He added that he finds it fitting that this building, which is critical for supporting access and the student experience, would be renamed after Dr. Samuel Dewitt Proctor, a champion of civil rights who advocated tirelessly for students and served as a mentor and inspiration. He then reviewed Dr. Proctor's history as a civil rights advocate and his service to Rutgers as a distinguished professor.

President Holloway concluded his report by discussing key leadership changes at the University and began with the appointment of the new Senior Vice President for Research, Dr. Michael Zwick. He reviewed Dr. Zwick's impressive academic and administrative accomplishments and expressed excitement to work with him when he begins his new position. President Holloway then discussed Dr. Chris Molloy's return to the faculty, as Dr. Molloy announced that he would step down from the chancellorship of Rutgers–New Brunswick. He then highlighted Dr. Molloy's service to the University throughout the numerous prominent University leadership positions in which he served. Lastly, President Holloway thanked Dr. Margaret Marsh for her service as Interim Chancellor of Rutgers–Camden as Chancellor Antonio Tillis begins his tenure.

### **PUBLIC COMMENT**

Mr. Angelson stated that two members of the public signed up to speak on specific agenda items and explained that the speakers would be allotted two minutes for comment. He then called on both speakers who expressed concerns regarding the faculty salary and equity program at the University and regarding the proposed Resolution Approving Changes in the Bylaws of Rutgers Health Group, Inc. President Holloway offered additional remarks and addressed concerns regarding faculty salary and equity. He stated that he is not happy with the timeline of implementation of the University's pay equity program but that the administration is working deliberately to ensure that the process is done correctly.

### **EXECUTIVE COMMITTEE**

Mr. Angelson asked Mr. Best to assume the chair and present the Slate of Nominations for 2021-2022. On behalf of the Executive Committee, Mr. Best presented Mr. Mark A. Angelson for the nomination for Chair of the Board of Governors for the term July 1, 2021 to June 30, 2022.

***The motion was seconded, and there being no discussion, the board unanimously approved the nomination of Mr. Mark A. Angelson for Chair of the Board of Governors for the term July 1, 2021 to June 30, 2022.***

Mr. Angelson then resumed the Chair and presented Mr. William E. Best for Vice Chair of the Board of Governors for the term July 1, 2021 to June 30, 2022 on behalf of the Board of Governors' Executive Committee.

***The motion was seconded, and there being no discussion, the board unanimously approved the nomination of Mr. William E. Best for Vice Chair of the Board of Governors for the term July 1, 2021 to June 30, 2022.***

On behalf of the Executive Committee, Mr. Angelson presented the nominations for Officers of the Board of Governors for the term July 1, 2021 to June 30, 2022: Ms. Kimberlee M. Pastva as Secretary of the Board of Governors; Mr. Patrick L. Melillo as Associate Secretary of the Board of Governors; and Mr. J. Michael Gower as Treasurer of the Board of Governors.

***The motion was seconded, and there being no discussion, the board unanimously approved the nominations for Officers of the Board of Governors for the term July 1, 2021 to June 30, 2022.***

Mr. Angelson then presented the nominations for Officers of the University Corporation for the term July 1, 2021 to June 30, 2022 on behalf of the Board of Governors' Executive Committee. The nominations included Ms. Kimberlee M. Pastva for Secretary of the University Corporation, Mr. J. Michael Gower for Treasurer of the University Corporation, Mr. Patrick L. Melillo for Associate Secretary of the University Corporation, and Mr. Adam J. Day for Associate Treasurer of the University Corporation.

***The motion was seconded, and there being no discussion, the board unanimously approved the nominations for Officers of the University Corporation for the term July 1, 2021 to June 30, 2022.***

Mr. Angelson asked Ms. Pastva to place Dr. Dougherty in the Zoom waiting room for the election of the Board of Governors member to the Camden Board of Directors. Once Dr. Dougherty was in the waiting room, Mr. Angelson presented Dr. James F. Dougherty for the nomination for Board of Governors member to the Camden Board of Directors for the term coterminous with the member's term on the Board of Governors, from July 1, 2021 to June 30, 2026.

***The motion was seconded, and there being no discussion, the board unanimously approved the nomination of James F. Dougherty as a Board of Governors member to the Camden Board of Directors for the term coterminous with the member's term on the Board of Governors, from July 1, 2021 to June 30, 2026.***

Dr. Dougherty then rejoined the meeting.

#### **COMMITTEE ON FINANCE AND FACILITIES**

Mr. Banks stated that the Board of Governors Committee on Finance and Facilities plays a crucial role in the University's annual budget process and that the proposed budget was presented in detail by the University administration and discussed by the committee at its June 8th meeting. He added that committee members analyzed and questioned the budget assumptions in order to understand and endorse the proposed budget, as well as the administration's recommendations for tuition, fees, and room and board rates for the upcoming academic year. Mr. Banks noted that Mr. David Moore, Associate Vice President and Chief Budget Officer presented for endorsement the proposed resolution to approve the University's consolidated budget of \$4.8 billion for fiscal year 2021-2022. He stated that during that presentation, Mr. Moore explained the key revenue and expense items that resulted in variances from the third quarter forecast for Fiscal Year 2020-2021 and provided detailed budget presentations of the total university budget, as well as for each of the four chancellor units and for central administration. Mr. Banks then asked Mr. Moore and Mr. Gower to review the key points from the budget presentation.

Mr. Moore explained that Rutgers' annual budget reflects the values of the University in fulfilling its core priorities of outstanding teaching, research, service, and clinical care, while providing the best academic experience for Rutgers students. He then reviewed total university spending by highlighting key spending areas and the percentage of the budget spent on each area. He explained that the University spends 77.9% on the core missions of student instruction, research, public service, and patient care; 14.5% on administration, operations, and maintenance; 4.8% on auxiliary enterprise; and 2.8% on athletics. He similarly discussed total University

spending by expense function and then reviewed the revenue sources for the University. Mr. Moore explained that the University's revenues budget is comprised of tuition and fees (28.9%); patient care and services (21.8%); funding from the State of New Jersey (18.9%); miscellaneous sources (15%); sponsored research (13.9%); and one-time federal relief funds (1.5%). Mr. Moore stated that the University's aim is to keep Rutgers among the most affordable major public research universities in its peer groups.

Next, Mr. Moore explained that the budget proposes a 2.5% increase in tuition and a 2.9% increase in mandatory fees for most undergraduate and graduate programs. He added that, together, tuition and fees will increase by 2.6%, and that room and board rates and residence education fees will have a comparable increase. Mr. Moore noted that this proposed increase comes after a year when Rutgers was one of the few institutions in the country that proposed no increase and after a 2.9% increase two years ago. He then compared the proposed increases at Rutgers–New Brunswick to other Big Ten peers, noting that Rutgers' 5-year increase of 1.2% puts Rutgers in the bottom third of that cohort. He also compared Rutgers–Newark and Rutgers–Camden to their respective competitors and pointed out similar comparisons and trends. Mr. Moore then explained that all the information presented so far has been gross cost and is easily comparable from institution to institution because gross costs are publicly reported, but noted that students often do not pay full price. He added that the University puts a high priority on keeping Rutgers affordable by providing institutional student aid, qualifying State and federal financial aid and grant programs; and that there are many ways students and their families are able to reduce out of pocket costs. He then presented a graph depicting the total cost in comparison to the net price that students pay according to each Rutgers University location.

Mr. Moore turned the presentation over to Mr. Gower who explained that a normal budget process for the University takes an enormous amount of work, and that the demand was even greater this year given the impacts of the COVID-19 pandemic. He then thanked all the administrators involved in putting the budget together. Mr. Gower also thanked the State of New Jersey for its support and recognized that the appropriations bill for FY22 is progressing through the State legislature and that the University is optimistic that it will continue to receive support. Mr. Gower explained that there is uncertainty regarding the continued impacts resulting from the pandemic, which includes ongoing concerns about incoming classes and retention, international student enrollments, and the projected decline in high school graduates over the next several years. Mr. Gower then reviewed measures the University must continue to implement to ensure financial stability including: prudent spending controls; strategic use of limited federal relief funds to help bridge funding gaps over the next year; reserve funding to provide stable sources of funds during what could be a prolonged period of relatively unpredictable economic conditions; and implementation of operational lessons and strategies learned over the past year that will help Rutgers move into a post-pandemic world, stronger and more vibrant. Mr. Gower then turned the floor back to Mr. Banks.

Mr. Banks explained that Mr. Moore presented for endorsement proposed resolutions to set tuition, mandatory student fees, room rates, and board rates for Fiscal Year 2021–2022. He added that these included: proposed tuition increases of 2.5% for typical undergraduate and graduate programs; proposed mandatory student fee increases of 2.9%; proposed increases to housing room rates and residence education fees of 2.5%; and proposed increases to dining and board plan rates of 2.5%. Mr. Banks then moved for approval the resolutions for the Fiscal Year 2021–2022 tuition rates, mandatory student fees, room and board rates, and residence education fees:

- Resolution on Tuition for Fiscal Year 2021-22

**WHEREAS**, Rutgers, The State University of New Jersey, has a long and distinguished history of serving the State and its citizens through outstanding instructional programs, cutting-edge research, a statewide array of public service activities, and other offerings; and

**WHEREAS**, State appropriations for public higher education in New Jersey have failed to keep pace with enrollment growth and inflation for many years; and

**WHEREAS**, high school graduates, in New Jersey and throughout the country, often encounter significant financial challenges in their pursuit of a postsecondary degree; and

**WHEREAS**, on April 28, 2021, the administration and Board of Governors of Rutgers, The State University of New Jersey, hosted an open forum to receive comments from students and other concerned individuals regarding the University's Fiscal Year 2021-22 budget and related student charges; and

**WHEREAS**, in order to keep student charges as affordable as possible while securing the resources necessary to maintain educational quality, the administration has proposed modest tuition increases for Fiscal Year 2021-22, including 2.5% for most in-state undergraduate students, as detailed in the attached schedule; and

**WHEREAS**, on June 8, 2021, the Committee on Finance and Facilities considered the administration's proposed tuition increases for Fiscal Year 2021-22 and recommended their approval by the Board of Governors;

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, approves the tuition rate increases noted above and detailed on the attached schedule.

Attachment: Schedule of Proposed Tuition Rates for Fiscal Year 2021-22

- Resolution on Changes in Mandatory Student Fees for Fiscal Year 2021-22

**WHEREAS**, students at Rutgers, The State University of New Jersey, are best served in a high-quality learning environment that extends beyond the classroom into other aspects of campus life; and

**WHEREAS**, mandatory fees are required to support a wide range of programs, services, and facilities for Rutgers students that are not generally funded by tuition revenue; and

**WHEREAS**, to minimize the financial impact on students and their families, the administration has proposed moderate increases in total mandatory student fees for most Rutgers undergraduates of 2.9% for 2021-22; and

**WHEREAS**, certain University programs, particularly within Rutgers Biomedical and Health Sciences, require larger fee increases in the new fiscal year due to special needs and unique circumstances; and

**WHEREAS**, the proposed mandatory student, school, and computer fees for all Rutgers students are shown in the attached schedules; and

**WHEREAS**, on June 8, 2021, the Committee on Finance and Facilities considered the increases in mandatory fees proposed by the administration and recommended approval of the new charges by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, hereby approves the attached fee recommendations, effective fall 2021.

Attachment: Mandatory Student Fees Schedule for Fiscal Year 2021-22

- Resolution on Room and Board Rates and Residence Education Fees for Fiscal Year 2021-22

**WHEREAS**, at Rutgers, The State University of New Jersey, additional funds are essential to maintain the quality and variety of University housing and dining options, as well as residence education programs, needed to serve students during Fiscal Year 2021-22; and

**WHEREAS**, in order to maintain the quality of housing options with minimal impact on the affordability of such units, the administration has recommended a rate increase of 2.5% for housing, residence education, and other related charges; and

**WHEREAS**, the administration has similarly recommended moderate rate of up to 2.5% for student dining plans for operations managed by Rutgers; and

**WHEREAS**, on June 8, 2021, the Committee on Finance and Facilities reviewed the administration's proposed rate structures for the University's housing and dining operations and residence education programs for Fiscal Year 2021-22, as illustrated on the attached schedules, and recommended their approval by the Board of Governors;

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, approves the board rate increases and combined room, residence education, and related charges referenced above and illustrated on the attached schedules.

Attachments: Proposed Housing and Dining Rate Schedules for Fiscal Year 2021-22

***The motion was seconded, and there being no discussion, the Board unanimously approved the resolutions for the Fiscal Year 2021 – 2022 tuition rates, mandatory student fees, room and board rates, and residence education fees.***

Next, Mr. Banks moved the Resolution for Approval of the Fiscal Year 2021–2022 Working Budget:

**WHEREAS**, Rutgers, The State University of New Jersey, is America's eighth-oldest institution of higher learning and one of the nation's premier public research universities, serving the citizens of New Jersey at campuses, divisions, research centers, and clinical practices throughout the State; and

**WHEREAS**, the comprehensive Fiscal Year 2021-22 budget of Rutgers, The State University of New Jersey, is projected at \$4.8 billion; and

**WHEREAS**, this budget anticipates revenue derived from tuition and fee income, housing and dining charges, state appropriations, and restricted funds including grants, contracts, and student aid; and

**WHEREAS**, this budget provides for anticipated cost increases necessary to support and enhance the University's instructional, research, and public service missions; and

**WHEREAS**, this comprehensive University budget includes separate budgets for Rutgers Biomedical and Health Sciences, Rutgers University–Camden, Rutgers University–Newark, and Rutgers University–New Brunswick; and

**WHEREAS**, on June 8, 2021, the Committee on Finance and Facilities reviewed the attached proposed Fiscal Year 2021-22 budget and recommended its approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, approves the attached Fiscal Year 2021-22 expense budget of \$4.8 billion.

Attachment: Schedule of Proposed 2021-22 Budget

***The motion was seconded, and there being no discussion, the Board unanimously approved the Resolution for Approval of the Fiscal Year 2021–2022 Working Budget.***

Mr. Banks then reviewed the informational items covered during the meeting. He stated that Mr. Antonio Calcado, Executive Vice President and Chief Operating Officer, presented a resolution to increase the purchase price of the building that will house the Center for Excellence in Addictions Research, Training, and Treatment in Plainfield for University Behavioral Health Care. He added that the building cost will increase by approximately \$1.7 million to a total of \$6.19 million, reflecting additional renovations requested by the University and addressing an error in the original cost estimate for the project. Mr. Banks noted that the University reviewed both requests and considers them reasonable and explained that UBHC will pay the additional costs from its reserves. Mr. Banks stated that this resolution is on the consent agenda.

Next, Mr. Banks stated that Mr. Calcado presented a Resolution to Approve Phase II of Design and Infrastructure Work for the Medical Sciences Building at RBHS’s Newark campus. He added that Mr. Calcado explained that the total cost will be \$5 million, that Rutgers Biomedical and Health Sciences has funds reserved for this work, and that this will move the project from schematic design to design development. Mr. Banks then moved the Proposed Resolution Approving Phase II of Design and Infrastructure Improvement Work for the New Jersey Medical School Medical Science Building on The Newark Campus for Board approval:

**WHEREAS**, on December 17, 2019 the Board of Governors of Rutgers, The State University of New Jersey approved the Phase I portion of the New Jersey Medical School Medical Science Building modernization project as described in the Board’s resolution [attached hereto]; and

**WHEREAS**, Phase I of the project included upgrades to the building-wide fire alarm system and elevators as well as a schematic design for renovations for the entire building that include new medical research laboratories, improved medical education spaces, a new entrance pavilion, improved public circulation spaces, and enhancements to the exterior appearance of the building for a cost of \$14 million; and

**WHEREAS**, the University administration now wishes to undertake Phase II of the project which will build upon the schematic designs from Phase I and move into design development, particularly with respect to building-wide infrastructure upgrades and select research and academic spaces; and

**WHEREAS**, the total cost of Phase II will not exceed \$5 million, which, when added to the Phase I budget, brings the total approved project budget to \$19 million; and



**WHEREAS**, the cost of Phase II is expected to be paid with internal New Jersey Medical School (“NJMS”) funds, provided, however, that the University may elect to finance the costs of the Phase II (“Phase II Costs”) with debt issued by the University at a later date; and

**WHEREAS**, on June 8, 2021, the Committee on Finance and Facilities reviewed and discussed the Phase II portion of the NJMS Medical Science Building modernization project as well as the Phase II Project Summary attached hereto and recommended Phase II for approval by the Board of Governors of Rutgers, The State University of New Jersey.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, approves the Phase II portion of the NJMS Medical Science Building modernization project as described herein and in the attached Project Summary with spending authority for the Phase II Costs limited to \$5.0 million; and

**BE IT FURTHER RESOLVED** that the Board of Governors of the University reasonably expects it may reimburse the expenditure of Phase II Costs paid prior to the issuance of debt, with proceeds of such debt, and this Resolution is intended to be, and hereby is, a declaration of the official intent to reimburse the expenditure of Phase II Costs paid prior to the issuance of the debt, with proceeds of such debt, in accordance with Treasury Regulations Section 1.150 2; and

**BE IT FURTHER RESOLVED** that the University administration, acting through the Executive Vice President and Chief Operating Officer, in consultation with the Executive Vice President – Chief Financial Officer and University Treasurer, and the Senior Vice President and General Counsel, is hereby authorized and directed to negotiate, approve, execute, and perform all necessary agreements, contracts, certificates, reports, and documents on behalf of Rutgers that are necessary for the successful execution of the Phase II portion of the NJMS Medical Science Building modernization project; and

**BE IT FINALLY RESOLVED** that this Resolution shall take effect immediately.

Attachments: New Jersey Medical School Medical Science Building Renovations – Phase II Project Summary  
December 17, 2019 BOG Resolution

***The motion was seconded, and there being no discussion, the Board unanimously approved the Resolution Approving Phase II of Design and Infrastructure Improvement Work for the New Jersey Medical School Medical Science Building on The Newark Campus.***

Mr. Banks stated that Mr. Calcado then presented a resolution to name the Administrative Services Building I at Rutgers University–New Brunswick as the “Dr. Samuel Dewitt Proctor Hall.” He stated that, as described by the President, this hall now houses the new One-Stop Student Services Center for the New Brunswick Campus, and this action is in honor of Dr. Proctor, first holder of the Martin Luther King Professor of Education until his retirement in 1984. Mr. Banks stated that this resolution has been placed on the consent agenda.

Next, Mr. Banks explained that Mr. Calcado and Mr. Gower each presented two resolutions approving sole source contracts: maintenance and repairs for turbines at the Busch Campus Co-Generation Plant; maintenance and repairs for turbines at the Newark Health Sciences Co-Generation Plant; modifying and increasing the contract with Vault Medical Services for this fiscal year for the purchase of physician-ordered COVID-19 testing; and services and support for the Ex Libris resource management system for the libraries. Mr. Banks stated that this resolution has been placed on the consent agenda.

Mr. Banks further explained that Mr. Calcado gave a report on the University's principles and planning behind repopulating the University and "Return to the Workplace," which included key considerations and current thinking about how to phase back from remote work. He stated that this led naturally into a report from Ms. Fernández on the Future of Work Task Force established by President Holloway to develop findings and recommendations by next May.

Lastly, Mr. Banks explained that the committee heard from Mr. Gower who gave a brief report on projected year-end financial performance for the University and discussed the change in operating status for the Rutgers Health Group, a sub-corporation that previously had a distinct budget come before the committee. He explained that because of the Integrated Professional Agreement with RWJ Barnabas Health, this corporate structure and distinct budget is no longer needed.

### **COMMITTEE ON ACADEMIC AND STUDENT AFFAIRS**

Mr. Angelson called on Mr. Frank Hundley, Chair of the Committee on Academic and Student Affairs, to present his report. Mr. Hundley stated that the committee first heard from Dr. Brian Strom, Chancellor of Rutgers Biomedical and Health Sciences and Executive Vice President for Health Affairs, who informed the committee that the School of Public Health seeks to establish a Master of Science in Epidemiology degree program, which would be the first program of its kind to be offered in New Jersey. He added that the program would be a 36-credit research-oriented academic degree with a thesis requirement designed for students to gain a detailed understanding of the methodology of epidemiology. Mr. Hundley stated that the committee agreed to endorse the Proposed Resolution Establishing the M.S. in Epidemiology for Board approval, and it has been placed on the consent agenda.

Mr. Hundley stated that the committee then received a report from Mr. Calcado who advised the committee that the administration has been working over the last fifteen months to deal with the COVID-19 pandemic and explained that vaccine distribution has been a major development and enabled Rutgers to begin planning campus repopulation. He stated that Mr. Calcado then reviewed the repopulation plan and its guiding principles, as well as the tools that will help with the return. Mr. Hundley added that Mr. Calcado also explained that the vaccination program is very robust at the University and that faculty and staff are strongly encouraged to get vaccinated and that the testing program will remain in place for those who have not been vaccinated. He stated that Mr. Calcado then moved on to the return to campus plan and explained that the University would come back in a phased manner, which would include hybrid and remote schedules to accommodate social distancing. Mr. Hundley noted that Mr. Calcado then reviewed the plan for staff and faculty to return to campus.

Next, Mr. Hundley explained that he reviewed the University's Open Hearing on Tuition, Fees, and Housing and Dining Charges held on April 28, 2021, with the committee. He highlighted the presentation by Mr. David Moore, Associate Vice President and Chief Budget Officer, which walked the committee members through the budget process, and then reviewed key takeaways. Mr. Hundley stated that the committee then reviewed informational items and heard from Dr. Prabhas Moghe, Executive Vice President for Academic Affairs, who explained that the Graduate School of Applied and Professional Psychology will offer a new 30-credit option in Multi-Tiered Systems of Support within the Master of Applied Psychology degree program, which will be in addition to the Master of Applied Psychology as a 42-credit program already offered. He stated that Dr. Moghe also explained that the Graduate School of Applied and Professional Psychology will offer a stand-alone Graduate Certificate in Performance Psychology. Finally, he noted that Dr. Moghe stated that the School of Graduate Studies will offer two stand-alone Graduate Certificates in Machine Learning for Electrical and Computer Engineers, and Cybersecurity in Electrical and Computer Engineering and that each 12-credit certificate would require four three-credit courses and that the certificate programs will be offered online.

Mr. Hundley stated that the committee then met in Executive Session to discuss personnel matters, including faculty promotions and tenure appointments, as well as recommendations for administrative appointments with tenure. He noted that Dr. Margaret Marsh, Interim Chancellor for Rutgers University–Camden, presented the proposed appointment of Dr. Michael A. Palis, Provost and Executive Vice Chancellor of Rutgers University–Camden, as a University Professor. He added that Chancellor Marsh lauded Dr. Palis’ academic leadership in helping to transform Rutgers University–Camden.

Mr. Hundley stated that the committee then heard from Dr. Prabhas Moghe, Executive Vice President for Academic Affairs, who presented the Proposed Resolution on the Naming of Louis P. Masur as Board of Governors Professor of American Studies and History. He noted that Dr. Moghe highlighted Professor Louis P. Masur’s accomplishments in the field of American Studies and History, lauding his work as a historian of the Civil War and the United States presidency. Mr. Hundley stated that Dr. Moghe also presented Professor Camilla Townsend for consideration as a Board of Governors Professor of History. He added that Dr. Moghe stated that Dr. Townsend is a Distinguished Professor in the Department of History in the School of Arts and Sciences at Rutgers University–New Brunswick and that her research focuses on the histories of Indigenous peoples throughout the Americas from the sixteenth through nineteenth centuries. Mr. Hundley stated that Dr. Moghe also explained that Dr. Townsend is a leading participant in the Rutgers Scarlet and Black Project, having contributed her research on the intersecting histories of Rutgers University and the Lenni Lenape.

Next, Mr. Hundley explained that Chancellor Marsh reviewed the proposed nomination of Professor Samuel Rabinowitz to be named a Distinguished Service Professor. He explained that she highlighted Dr. Rabinowitz’s exemplary and distinguished service to the University, noting the passion and dedication to service that has defined his tenure. Mr. Hundley stated that Dr. Moghe then spoke about the proposal to name Dr. John P. Hughes as the second occupant of the George A. and Margaret M. Downsbrough Chair in Astrophysics. He added that Dr. Moghe stated that Dr. Hughes currently serves as Distinguished Professor in the Department of Physics and Astronomy and is internationally recognized for his outstanding contributions to the development and practice of X-ray astronomy, having compiled a brilliant record of research with more than 275 referenced papers. Finally, Mr. Hundley stated that the committee heard from Dr. Moghe who presented the Proposed Resolution Appointing Christopher J. Molloy as a University Professor. He added that Dr. Moghe stated that Dr. Molloy has been a prominent academic leader who helped transform Rutgers University and served as an exemplary steward for several key academic and administrative units, including the flagship campus at Rutgers–New Brunswick. Mr. Hundley advised that the committee agreed to endorse all six resolutions for Board approval, and they have been placed on the Consent Agenda.

### **COMMITTEE ON AUDIT**

Next, Mr. Angelson asked Ms. Heather Taylor, Chair of the Committee on Audit, to present her report to the Board. Ms. Taylor explained that the Committee on Audit first heard from Ms. Shelly Masi, KPMG Lead Partner, and Ms. Lauren Sweigard, KPMG Senior Manager, who presented a status update. She added that Ms. Masi confirmed that all reports related to the year ended June 30, 2020 had been issued on time, and Ms. Sweigard reviewed the details of the 2021 Audit Plan. She stated that Ms. Sweigard discussed the timeline, risk assessment, and the analysis of certain accounting standards, and that Ms. Masi highlighted KPMG’s enhancements to its audit process, its use of technology, and its increased commitment to Diversity, Equity, and Inclusion. Ms. Taylor stated that Ms. Pastva then reviewed the requirements of the University Conflict of Interest Policy for each member of the Board of Governors, Board of Trustees, Camden Board of Directors, and each university officer, reporting on any matter that needed recusal in the past year. She added that Ms. Pastva also mentioned the additional requirements of the Board of Governors to complete an on-line form for the New Jersey Ethics Commission annually as well as an ethics training every three years.

Next, Ms. Taylor explained that Mr. Gower provided an update on current system implementations, noting that two of the three systems going live in the next few months would enhance the student experience. She stated that Mr. Gower also provided the committee with an update on the University's financial position and that Dr. Timothy Fournier, Senior Vice President for Risk Management, provided an update on emerging risks affecting the University and how committees and task forces were moving forward to address them. Ms. Taylor added that Mr. Eugene Simon, Associate Vice President and Deputy Chief Enterprise Risk Management, Ethics, and Compliance Officer, provided a status update on initiatives to improve the efficiency and effectiveness of the university's compliance program. Finally, Ms. Taylor stated that Ms. Ruth Philo, Chief Audit Executive, informed the committee on changes to the 2021 Annual Audit Plan and provided highlights from recently completed reviews and reviews in-progress; shared the department's progress on its Diversity, Equity, and Inclusion initiatives; and reviewed the implementation status of recommendations for past audits. Ms. Taylor noted that the committee concluded the meeting with an Executive Session with Dr. Fournier, Mr. Hoffman, and Mr. Simon, and a separate private session with Mr. Hoffman and Ms. Philo.

### **COMMITTEE ON HEALTH AFFAIRS**

Mr. Angelson then called on Ms. Amy Towers, Chair of the Committee on Health Affairs, to present her report on behalf of the committee. Ms. Towers explained that the committee first heard from Dr. Frank Ghinassi, President and Chief Executive Officer of University Behavioral Health Care ("UBHC") and University Correctional Health Care ("UCHC"), who cited five matters that required the committee's endorsement to move forward for Board of Governors' approval: 1) Minutes of the University Behavioral Health Care Leadership Committee Meetings of February 16, 2021 and March 16, 2021; 2) University Behavioral Health Care Staff Appointments, Reappointments and Clinical Privileges of March 16, 2021 and April 20, 2021; 3) University Behavioral Health Care's Quality Improvement Annual Review for 2020; 4) University Behavioral Health Care's Quality Improvement Patient Safety Program Plan for 2021; and 5) University Behavioral Health Care's Medical Staff Bylaws. Ms. Towers stated that these five matters were endorsed by the committee and will be moved under the Consent Agenda.

Ms. Towers stated that Dr. Ghinassi then provided a UBHC update and reviewed national mental and behavioral statistics in light of the COVID-19 pandemic, advised the committee that UBHC was granted a waiver from the State of New Jersey to convert voluntary beds to involuntary beds, and spoke of a new State-wide hotline for any individuals experiencing psychological distress as a result of COVID-19. She added that Dr. Ghinassi also updated the committee on the partnership with the Emily Program for eating disorders and highlighted the start of a new treatment: transcranial magnetic stimulation. She stated that Dr. Ghinassi also noted that the Behavioral Research and Training Institute continues to be the largest training center for evidence-based behavioral health disorders and treatment in the State of New Jersey, training more than 5,000 health care professionals, and updated the committee on University Correctional Health Care's testing and vaccinations for the Department of Corrections. Ms. Towers explained that the committee then heard from Dr. Steven Libutti, Director of the Rutgers Cancer Institute of New Jersey ("CINJ"), who gave a presentation on the Cancer Institute and its footprint in the region. She stated that Dr. Libutti discussed the Cancer Consortium with Princeton University, the Cancer Institute's "Screen NJ" program, and the Cancer Institute's "Big Idea" championed by the Rutgers University Foundation. She noted that Dr. Libutti also highlighted a new branch of the Ludwig Institute for Cancer Research in Princeton and reviewed the expansion of facilities for the Cancer Institute.

Next, Ms. Towers explained that Chancellor Strom provided a RBHS progress report, pointing to an increase in admissions applications, key leadership appointments, and new searches currently underway. She stated that Chancellor Strom also highlighted the recent installation of a new 3.0 Tesla Siemens Prisma fMRI at the Brain Health Institute, reviewed increases in RBHS' research awards and total philanthropic dollars, and

provided an update on RBHS' media mentions and social media echo. She added that Chancellor Strom concluded his presentation with an overview of the COVID-19 pandemic. She explained that the committee then heard from Dr. Bishr Omary, Senior Vice Chancellor for Academic Affairs and Research, who presented on research at RBHS, which included an overview of RBHS research funding in comparison with national data, as well as total awards and "CARES Act" allocations, and provided an update on key leadership and faculty recruitments. She explained that Dr. Omary then reviewed the organizational structure of the Rutgers Research Business Development Office and discussed how the University plans to collaborate with industry and the strategic partnerships being established by RBHS. She stated that Dr. Omary ended his report with key takeaways and aspirational goals. Ms. Towers stated that Ms. Kathleen Bramwell, Senior Vice Chancellor of Finance and Administration, then provided an RBHS financial update, which included data regarding FY20 budget performance, the FY21 forecast to date, and the budget for FY22.

Lastly, Ms. Towers stated that Dr. Vicente Gracias, Senior Vice Chancellor for Clinical Affairs at RBHS, provided an update on Rutgers Health Group, Inc. She explained that Dr. Gracias reviewed the COVID-19 vaccine requirement for students, gave an overview of the Rutgers vaccine sites, and spoke about the Vaccine Assistance Program. She added that Dr. Gracias then updated the committee on the structure of the Graduate Medical Education ("GME") Oversight Committee, touched upon critical leadership updates, and discussed the professional wellness survey distributed to credentialed medical staff members, medical group physicians, residents, fellows, faculty, and advance practice professional across RBHS and RWJBH. She stated that Dr. Gracias also updated the committee on the activation of Epic, the system to be used across RBHS for medical records, and discussed DivePort, a customizable web portal that will standardize enterprise-wide data governance. Ms. Towers explained that, following his update, Dr. Gracias discussed changes in the Bylaws of Rutgers Health Group, Inc., and advised that the resolution was endorsed by the committee for board approval and has been placed on the Consent Agenda.

### **COMMITTEE ON INTERCOLLEGIATE ATHLETICS**

Mr. Angelson asked Mr. Greg Brown, Chair of the Committee on Intercollegiate Athletics, to present his report on behalf of the committee. Mr. Brown explained that the committee on Intercollegiate Athletics met twice since the last Board of Governors meeting. He then discussed the first meeting on April 27, 2021. Mr. Brown stated that Mr. Patrick Hobbs, Director of Intercollegiate Athletics, listed the recent successes and awards received by teams within the Division, as well as individual student-athletes. He stated that Mr. Hobbs began by highlighting Head Men's Basketball Coach Steve Pikiell's recent Peter A. Carlesimo Coach of the Year award and explained that this was the second consecutive season Coach Pikiell won the award and that Coach Pikiell became the first coach to win the award four times. He noted that Mr. Hobbs then explained that the Division had five teams ranked the prior week, and eight over the course of the 2021 competition season and that he reviewed the teams that were ranked at the time and reviewed the upcoming National Collegiate Athletic Association ("NCAA") and Big Ten Tournament games.

Mr. Brown stated that the committee then heard from Dr. Joshua Bershad, Chief Medical Officer for the Division of Athletics at Rutgers–New Brunswick, who provided an update on COVID-19 and vaccinations. Mr. Brown stated that Dr. Bershad announced that the Division would be hosting a webinar to further educate the student athletes on the vaccines and explained that the Division is also awaiting guidance from the Big Ten Athletic Conference as to what will happen with regard to COVID-19 protocols after the academic year concludes. Mr. Brown explained that Mr. Jeffrey Poulard, Assistant Athletic Director of Compliance, provided an overview of NCAA v. Alston, which, at the time, was pending before the United States Supreme Court. Mr. Brown stated that Mr. Poulard explained that the Court was considering the validity of the NCAA's rules prohibiting colleges from compensating student-athletes beyond cost of attendance, academic awards, meals and snacks, and other amenities, and that the Supreme Court's decision, in favor of the plaintiff student-athletes, has

since been rendered. Mr. Brown added that Mr. Poulard next spoke about how the Alston case could affect the movement to pay college athletes for use of their name, image, and likeness; highlighted the differences in each State law, as well as the NCAA's position; and advised that there is the possibility that a federal bill would be re-introduced regarding name, image, and likeness, and if signed into law, would supersede the state laws.

Mr. Brown stated that Mr. Poulard next discussed the Racial Justice Working Group formed in June 2020 to further solidify the Division's commitment to diversity, equity, and inclusion. He stated that Mr. Poulard reviewed the actions of the working group and touched upon the Division's focus on diversity, equity, and inclusion in its hiring and retention practices, civic advocacy, and campus and conference engagement. Mr. Brown explained that the committee then heard from Ms. Carly Northup, Senior Associate Athletic Director for Development, who updated the committee on the Division's feasibility study and concluded the meeting with an update from Mr. Mike Szul, Senior Associate Athletic Director for Finance, Administration, and Planning, who provided a budget update to the committee.

Mr. Brown then discussed the second meeting, which took place on June 14, 2021. He stated that Mr. Mark Griffin, Director of Athletics & Recreation Rutgers University–Newark, began the meeting with a brief overview of the teams within the Rutgers University–Newark Athletic Program and the history of championships and awards received over the years. He noted that Mr. Griffin also reviewed the make-up of Rutgers–Newark's student athletes; highlighted a few star athletes; reviewed the department's organizational chart and budget; and showed photos of the athletics and recreation facilities. Mr. Brown explained that the committee then heard from Mr. Jeffrey Dean, Director of Athletics and Recreational Services for Rutgers University–Camden, who provided an overview of the sports programs at Rutgers–Camden and highlighted the testing protocols that were followed which allowed for the success completion of the Spring FY21 season. Mr. Brown added that Mr. Dean then discussed the departmental staff, reviewed the budget for FY21, and highlighted the athletic successes of the teams and individual student-athletes. He added that Mr. Dean concluded by sharing the grade point average data from Fall 2020, noting that 81% of student-athletes achieved the Athletic Director's Honor Roll and 61% achieved the Dean's List.

Next, Mr. Brown stated that Mr. Hasim Phillips, Associate Athletic Director for Communications, highlighted the success of the programs within the Rutgers University–New Brunswick Division of Athletics and noted that this season could potentially be the most successful season ever for Rutgers. Mr. Brown added that Mr. Phillips explained that Rutgers had the best winning percentage in conference play within the Big Ten, eight programs ranked in national rankings, and a total of ten teams that made the National Collegiate Athletic Association ("NCAA") Tournament, either as a team or individual representative. He stated that Mr. Phillips concluded with a review of the success of each of the programs in the Division. Mr. Brown noted that the committee then heard from Mr. Matthew Pottorff, Senior Associate Athletic Director for Compliance, who provided a compliance update and spoke about proposed Name, Image, and Likeness legislation; updated the committee on the Austin case; explained the proposed legislation that would allow in-state betting on sporting events played in New Jersey; and reviewed the concerns and potential positive outcomes with such legislation.

Mr. Brown stated that Mr. Hobbs then updated the committee on the Division's facilities master plan and that the committee concluded its meeting with an update from Ms. Carly Northup, Senior Associate Athletic Director for Development, on the feasibility study currently being conducted with the Division of Athletics, as well as the timeline to deliver the completed study.

### **CONSENT AGENDA**

Mr. Angelson called upon Mr. Best to introduce and move the consent agenda for vote. Mr. Best asked if any members of the Board wanted to remove any items from the consent agenda. There being none, and

on behalf of the Executive Committee, Committee on Academic and Student Affairs, Committee on Finance and Facilities, and Committee on Health Affairs, Mr. Best moved for approval the following agenda items:

- Approval of Minutes – April 14, 2021, April 27, 2021, and May 21, 2021<sup>1</sup>
- Proposed Recommendation to Membership on the Board of Managers of the New Jersey Agricultural Experiment Station

**Appointment for the Term Ending July 1, 2021 to June 30, 2024**

James Abma – Bergen County

**Reappointment for the Term Ending July 1, 2021 to June 30, 2024**

Skip Bartlett – Passaic County  
 Patricia Butch – Monmouth County  
 David Dolbow – Salem County  
 Raymond Hlubik – Burlington County  
 Ben Jorritsma – Sussex County  
 Ken Osterman – Somerset County

- Proposed Recommendation to Membership on the School of Management and Labor Relations State Advisory Council

**NEW APPOINTMENTS: Term 7/1/2021 – 6/30/2024**

First	Last	Position	Organization	Representing
Francis	Guiliano	General Counsel	Okonite Company, Inc	Management
Allison	Barger	CFO	Mathematica	Management
Brando	McKoy	President	New Jersey Policy Perspective	Public
Erica	Smiley	Executive Director	Jobs with Justice	Labor
Mark	Stanwood	Director, NJ School Administrator Residency	New Jersey Association of School Administrators	Management
Steve	Swetsky	Executive Director	NJEA	Labor

**RE-APPOINTMENTS: Term 7/1/2021 – 6/30/2023**

First	Last	Position	Organization	Representing
Lisa	Charles	Arbitrator & Mediator	n/a	Public
Aaron	Fichtner	President	New Jersey Council of County	Public
Lauren	Jacobs	Executive Director	Partnership for Working Families	Public
Sheila	Rostiac	Senior Vice President - Human Resources, Chief Human Resources Officer	PSEG Services Corporation	Management
Robert	Weakley	Deputy Chief, Human	New Jersey Turnpike Authority	Management
Chris	Whalen	Executive Director	Health Professionals and Allied	Labor
Charles	Wowkane	President	NJ AFL-CIO	Labor

<sup>1</sup> Available Upon Request in the Office of the Secretary of the University

**Executive Committee**

- Proposed Schedule of Meetings for 2021-2022

<b>PROPOSED BOARD OF GOVERNORS MEETING SCHEDULE 2021-2022</b>	
<b><u>BOARD OF GOVERNORS</u></b>	
<p>Wednesday, October 6, 2021 – <i>Rutgers–Camden</i>            (EST – 12:00 p.m. – 3:00 p.m.)            (12:00 p.m. open session/12:05 p.m. closed session/            1:00 p.m. open session)</p> <p>Tuesday, December 7, 2021 – <i>Rutgers–New Brunswick</i>            (EST – 12:00 p.m. – 3:00 p.m.)            (12:00 p.m. open session/12:05 p.m. closed session/            1:00 p.m. open session)</p> <p>Wednesday, February 23, 2022 – <i>Rutgers–Newark</i>            (EST – 12:00 p.m. – 3:00 p.m.)            (12:00 p.m. open session/12:05 p.m. closed session/            1:00 p.m. open session)</p>	<p>Tuesday, April 12, 2022 – <i>Rutgers–New Brunswick</i>            (EST – 12:00 p.m. – 3:00 p.m.)            (12:00 p.m. open session/12:05 p.m. closed session/            1:00 p.m. open session)</p> <p>Tuesday, June 21, 2022 – <i>Rutgers–New Brunswick</i> (Annual Meeting)            (EST – 12:00 p.m. – 3:00 p.m.)            (12:00 p.m. open session/12:05 p.m. closed session/            1:00 p.m. open session)</p>
<b><u>SPECIAL EVENTS</u></b>	
Holiday Dinner	Tuesday, December 7, 2021 (6:30 p.m.)
Open Hearing	Wednesday, April 27, 2022 (6:00 p.m.)
Rutgers University Commencement	Sunday, May 15, 2022 (TBD)
End of Year Dinner	Tuesday, June 21, 2022 (6:30 p.m.)

- Proposed Resolution on the Appointment of Michael E. Zwick as Senior Vice President for Research

**WHEREAS**, on March 31, 2021, Dr. David Kimball retired from his position as Senior Vice President for Research, and Dr. Kathleen Scotto was appointed Interim Senior Vice President until such time as a permanent replacement could be found; and

**WHEREAS**, a Search Committee for the Senior Vice President for Research, consisting of members representing the Rutgers community, was appointed by President Jonathan Holloway and Dr. Prabhas Moghe, Executive Vice President for Academic Affairs, and chaired by Dr. M. Bishr Omary, Senior Vice Chancellor for Academic Affairs and Research, and Henry Rutgers Professor of Biomedical Sciences, Rutgers Biomedical and Health Sciences; and

**WHEREAS**, the Search Committee submitted its recommendations to Dr. Moghe, and after careful review and consideration, President Holloway and Dr. Moghe selected Dr. Michael E. Zwick to be appointed as Senior Vice President for Research; and

**WHEREAS**, Michael E. Zwick is an experimental population geneticist in both the *Drosophila* and human systems, who uses principles of genetics and bioinformatics to discover the



causes of rare and common disorders, and has served in numerous administrative and academic leadership positions including Associate Vice President for Research of the Robert W. Woodruff Health Sciences Center at Emory University and Associate Dean of Research and Professor of Human Genetics and Pediatrics in the Emory University School of Medicine; and

**WHEREAS**, the members of the search committee, Dr. Moghe, and President Holloway concluded that Michael Zwick is uniquely prepared to stimulate collaborative leadership and strengthen infrastructure to foster the changes needed to continue elevating Rutgers' research agenda and realize the University's full potential; and

**WHEREAS**, on June 22, 2021, after review and discussion of the qualifications of Dr. Zwick to fill this position, the Committee concurred with the selection and agreed to recommend for approval by the Board of Governors the appointment of Michael E. Zwick as Senior Vice President for Research.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Governors Executive Committee, the Board of Governors of Rutgers, The State University of New Jersey, approves the appointment of Dr. Michael E. Zwick as Senior Vice President for Research, effective September 1, 2021; and

**BE IT FURTHER RESOLVED** that Dr. Zwick shall thereafter serve as Senior Vice President for Research indefinitely, serving at the pleasure of the Executive Vice President for Academic Affairs; and

**BE IT FINALLY RESOLVED** that the Board of Governors, on behalf of the entire University community, offers its sincere gratitude to Dr. Kathleen Scotto for serving as Interim Senior Vice President for Research.

**Committee on Academic and Student Affairs**

May 26, 2021

- Faculty Appointment with Tenure Recommendations<sup>2</sup>
- Faculty Promotion Recommendations<sup>3</sup>
- Administrative Appointment with Tenure Recommendations<sup>4</sup>
- Proposed Resolution Establishing the M.S. in Epidemiology (School of Public Health)

**WHEREAS**, the School of Public Health at Rutgers, The State University of New Jersey, seeks to establish a Master of Science in Epidemiology degree program; and

**WHEREAS**, this program will address the need for well-trained methodologists to work at state health departments and in the pharmaceutical industry; and

**WHEREAS**, the proposed degree program has been reviewed by an external consultant who has recommended its approval, and resources to launch the program are in place; and

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<sup>2</sup> Available Upon Request in the Office of the Secretary of the University

<sup>3</sup> Available Upon Request in the Office of the Secretary of the University

<sup>4</sup> Available Upon Request in the Office of the Secretary of the University

**WHEREAS**, the proposed program has been approved by the Faculty and the Dean of the School of Public Health Perry N. Halkitis, Chancellor of Rutgers Biomedical and Health Sciences Brian L. Strom, Executive Vice President for Academic Affairs Prabhas V. Moghe, and University President Jonathan Holloway; and

**WHEREAS**, on May 26, 2021, the Committee on Academic and Student Affairs reviewed the proposal establishing the Master of Science in Epidemiology degree program and recommended its approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Academic and Student Affairs, the Board of Governors of Rutgers, The State University of New Jersey, approves the establishment of the Master of Science (M.S.) in Epidemiology degree program, to be offered by the School of Public Health; and

**BE IT FURTHER RESOLVED** that the Board of Governors affirms that the aforementioned degree program, under the standards of the Higher Education Restructuring Act of 1994, does not exceed or change Rutgers' mission, does not require significant new resources, and does not raise significant issues of duplication with existing New Jersey programs; and

**BE IT FURTHER RESOLVED** that, upon approval of the Master of Science in Epidemiology degree program by the Board of Governors, the proposal shall be forwarded to the New Jersey Presidents' Council for action.

- Proposed Resolution on the Appointment of Michael Palis as a University Professor

**WHEREAS**, University President Jonathan Holloway recommends Dr. Michael A. Palis for a University Professorship; and

**WHEREAS**, Dr. Palis has served on the faculty of Rutgers University since 1996, and has served as Provost and Executive Vice Chancellor at Rutgers University–Camden from June 2015 until his expected return to the faculty in July 2021; and

**WHEREAS**, Professor Palis has worked tirelessly to reconfigure academic affairs at Rutgers University–Camden, including the creation of the Office of Research in 2015, which almost doubled research funding in its first three years of operation; ensured the success of doctoral education on campus, resulting in Rutgers University–Camden's designation as a doctoral research university in 2018; expanded the campus' international reach with opportunities for experiential learning from engaged civic learning to study abroad; and worked with the Committee on Institutional Equity and Diversity to implement a program of mini-grants that support under-represented faculty across all disciplines and to secure membership in the National Center for Faculty Development and Diversity; and

**WHEREAS**, Dr. Palis has had an enduring impact on Rutgers University–Camden throughout his administrative career, having established the Center for Computational and Integrative Biology and led the development of the Ph.D. program in this field; implemented Rutgers–Camden's third Ph.D. program, Public Affairs; and was instrumental in the creation of the Center for Urban Research and Education; and

**WHEREAS**, Dr. Palis is an internationally recognized computer scientist with an outstanding academic career in parallel and distributed computing, who has published approximately 50 peer-reviewed journal articles and conference papers; is an elected Fellow of the American Association for the Advancement of Science; currently serves on the editorial board of the *International Journal of the Foundations of Computer Science*; and has been committed to bringing under-represented groups into STEM education and careers for decades; and

**WHEREAS**, on May 26, 2021, the Committee on Academic and Student Affairs of the Board of Governors endorsed the naming of Michael A. Palis as University Professor and recommended approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Governors of Rutgers, The State University of New Jersey, that Michael A. Palis is hereby appointed as University Professor with all the rights and responsibilities implied and understood by that title, effective July 1, 2021.

- Proposed Resolution on the Appointment of Board of Governors Professors (School of Arts and Sciences-American Studies)

**WHEREAS**, the nomination of Louis P. Masur to be named Board of Governors Professor of American Studies and History by the School of Arts and Sciences has been endorsed by Peter March, Executive Dean of the School of Arts and Sciences, Christopher J. Molloy, Chancellor of Rutgers University–New Brunswick, and Prabhas V. Moghe, Executive Vice President for Academic Affairs, and approved by Jonathan Holloway, President of the University; and

**WHEREAS**, Professor Masur has been acclaimed for his highly novel research on the history of the Civil War and the United States presidency, including his path-breaking work at the crossroads of 19th and 20th century cultural history, visual culture, and cultural theory; and

**WHEREAS**, Professor Masur has been widely recognized for his expertise, as evidenced by his award-winning scholarship, including his receipt of the Abraham Lincoln Institute's 2013 Book Award for *Lincoln's Hundred Days: The Emancipation Proclamation and the War for the Union*, and his authorship of eight additional books, four edited volumes, and numerous peer-reviewed articles; his numerous speaking engagements at prestigious conferences and academic institutions and his invitation to deliver the Robert Fortenbaugh Memorial Lecture at Gettysburg later this year, the most distinguished endowed lecture in Civil War history; the many honors he holds, such as elected membership to the American Antiquarian Society (2003), elected Fellow of the Society of American Historians (2005) and the Massachusetts Historical Society (2012), his appointment to the Historians' Council of the Gettysburg Trust (2012) and as Distinguished Lecturer by the Organization of American Historians (2018); his service as editorial board member and as Editor of *Reviews in American History*; and his thirty years of influential and inspirational teaching and mentoring of students; and

**WHEREAS**, Dr. Masur is a superb academic leader, generous university citizen, and leading public intellectual, who has greatly contributed to the project of civic knowledge and civic repair in the public sphere, drawing on his expertise as a historian of the presidency to serve as a commentator and writer for leading news programs and national newspapers, such as *The Washington Post*, *The New York Times*, *Slate*, *The American Scholar*, *The Chronicle of Higher Education*, and CNN; and

**WHEREAS**, on May 26, 2021, the Committee on Academic and Student Affairs of the Board of Governors endorsed the naming of Louis P. Masur as Board of Governors Professor of American Studies and History and recommended approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Academic and Student Affairs, the Board of Governors of Rutgers, The State University of New Jersey, names Louis P. Masur as Board of Governors Professor of American Studies and History, effective July 1, 2021.

- Proposed Resolution on the Appointment of Board of Governors Professors (School of Arts and Sciences-History)

**WHEREAS**, the nomination of Camilla Townsend to be named Board of Governors Professor of History by the School of Arts and Sciences, has been endorsed by Peter March, Executive Dean of the School of Arts and Sciences, Christopher J. Molloy, Chancellor of Rutgers University–New Brunswick, and Prabhas V. Moghe, Executive Vice President for Academic Affairs, and approved by Jonathan Holloway, President of the University; and

**WHEREAS**, Professor Townsend has been acclaimed for her highly original and influential research on the histories of Indigenous peoples throughout the Americas from the sixteenth through the nineteenth centuries, and works in numerous languages, including Spanish and Nahuatl; and

**WHEREAS**, Professor Townsend has been internationally recognized for her expertise, as evidenced by her numerous prizes for her six single-authored monographs, including her recent receipt of the Cundill History Prize, the world’s most lucrative and prestigious prize for non-fiction historical writing in English, for *Fifth Sun: A New History of the Aztecs*; the many honors and major national fellowships she has received, such as the John Simon Guggenheim Memorial Foundation Fellowship and the National Endowment for the Humanities Public Scholar Award; her many invitations to speak at prestigious international conferences and academic institutions; her appointment to the editorial board for *Colonial Latin American Review* and service as Associate Editor; and her inspirational teaching and mentoring of students; and

**WHEREAS**, Dr. Townsend is a generous university citizen and leading participant in the Rutgers Scarlet and Black Project, having contributed her research on the intersecting histories of Rutgers University and the Lenni Lenape, and regularly contributes her expertise to textbooks on Native American history, thereby reaching an even broader audience; has volunteered extensively in local schools, participated in numerous radio interviews, including on Pocahontas and Native American History for National Public Radio; and has served as consultant and interviewee for the television documentary *Pocahontas: Beyond the Myth* for the Smithsonian Channel, among others; and

**WHEREAS**, on May 26, 2021, the Committee on Academic and Student Affairs of the Board of Governors endorsed the naming of Camilla Townsend as Board of Governors Professor of History and recommended approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Academic and Student Affairs, the Board of Governors of Rutgers, The State

University of New Jersey, names Camilla Townsend as Board of Governors Professor of History, effective July 1, 2021.

- Proposed Resolution on the Appointment of Samuel Rabinowitz as a Distinguished Service Professor

**WHEREAS**, the nomination of Professor Samuel Rabinowitz to be named a Distinguished Service Professor by Monica Adya, Dean of the School of Business–Camden, has been endorsed by Margaret Marsh, Interim Chancellor of Rutgers University–Camden, and Prabhas V. Moghe, Executive Vice President for Academic Affairs, and approved by Jonathan Holloway, President of the University; and

**WHEREAS**, Professor Rabinowitz has had tremendous impact at Rutgers University on its culture of inclusiveness, shared governance, academic and financial success, through his sustained engagement with students to engender an inclusive environment that is deeply supportive of students with unique needs, including those with disabilities; is an outstanding teacher who has received the Warren I. Susman Award for Excellence in Teaching and the Lindback Distinguished Teaching Award for lifetime contributions to teaching; is an extraordinary university citizen, having served as Faculty Representative to the Board of Governors and the Board of Trustees, in addition to countless other committees, such as the Middle States Reaccreditation Committee, Students of Concern Committee, Disability Services Advisory Committee, and Commencement Committee; and is committed to fostering a culture of justice and inclusion, as evidenced by his receipt of the Clement A. Price Human Dignity Award; and

**WHEREAS**, Professor Rabinowitz has been recognized as a generous leader, and has had a formative and transformative effect on Rutgers University and the School of Business–Camden, having served for over 30 years on the University Senate and notably has been the only faculty member from the Camden campus to serve as its chairperson; has served in numerous administrative roles, and played a vital role in the first accreditation of the School of Business–Camden; and has been recognized for his service through numerous awards, including the Rutgers School of Business–Camden “Builders” Award, Rutgers School of Nursing–Camden Champion Award, and the Rutgers University–Camden Alumni Association’s Outstanding Faculty Award; and

**WHEREAS**, on May 26, 2021, the Committee on Academic and Student Affairs of the Board of Governors endorsed the naming of Samuel Rabinowitz a Distinguished Service Professor and recommended approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Academic and Student Affairs, the Board of Governors of Rutgers, The State University of New Jersey, names Samuel Rabinowitz as a Distinguished Service Professor, effective July 1, 2021.

- Proposed Resolution on the Appointment of John Hughes to the George A. and Margaret M. Downs brough Chair in Astrophysics

**WHEREAS**, the quality of the faculty is the most enduring hallmark of a great institution, and an endowed chair provides a singular opportunity to recognize and sustain innovative intellectual work that embraces teaching, discovery, and public engagement; and

**WHEREAS**, in 2011 the George A. and Margaret M. Downsbrough Chair in Astrophysics was established with a generous gift from the estate of Dr. Downsbrough to honor Dr. Downsbrough and his late wife, Margaret M. Downsbrough; and

**WHEREAS**, Professor John P. Hughes, Department of Physics and Astronomy, is internationally recognized for his outstanding contributions to the development and practice of X-ray astronomy, having compiled a brilliant record of research with more than 275 refereed papers, and has garnered numerous highly competitive distinctions throughout his career, including Fellow of the American Astronomical Society, Fellow of the American Physical Society, Director of the Southern African Large Telescope Board, and the NASA Public Service Medal; has served on the editorial board of *Advances in Astronomy*; and is deeply committed to shaping the future of the field of astrophysics, as demonstrated by his dedicated mentoring of a diverse set of graduate students and postdoctoral scholars, and his extensive service on the Atacama Cosmology Telescope Guiding Board, the Board of Directors for the Southern African Large Telescope, and the Chandra Users Committee; and

**WHEREAS**, Dr. Hughes has been recommended for the George A. and Margaret M. Downsbrough Chair in Astrophysics by his scientific peers and colleagues, and by Dr. Peter March, Executive Dean of the School of Arts and Sciences; Dr. Christopher J. Molloy, Chancellor of Rutgers University–New Brunswick; Dr. Prabhas V. Moghe, Executive Vice President for Academic Affairs; and Dr. Jonathan Holloway, the President of the University; and

**WHEREAS**, on May 26, 2021, the Committee on Academic and Student Affairs endorsed the naming of Dr. Hughes as the holder of the George A. and Margaret M. Downsbrough Chair in Astrophysics and recommended approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Academic and Student Affairs, the Board of Governors of Rutgers, The State University of New Jersey, appoints Dr. John P. Hughes to the George A. and Margaret M. Downsbrough Chair in Astrophysics, commencing July 1, 2021.

- Proposed Resolution on the Appointment of Christopher Molloy as a University Professor

**WHEREAS**, Rutgers University President Jonathan Holloway recommends Dr. Christopher J. Molloy for a University Professorship; and

**WHEREAS**, Dr. Molloy has served on the faculty of Rutgers University since 2007; as Dean of the Ernest Mario School of Pharmacy from 2007-2011; and in a number of administrative roles from 2011 to 2021, including Interim Chancellor and Interim Provost for Rutgers Biomedical and Health Sciences, Senior Vice President for the Office of Research and Economic Development, and Chancellor of Rutgers University–New Brunswick from 2018 until his expected return to the faculty in July 2021; and

**WHEREAS**, Professor Molloy has had an enduring impact on Rutgers University throughout his administrative career; providing strategic leadership by expanding the University's research innovation through patents, start-ups, and the transfer of technologies to industry and leading the successful integration of the University of Medicine and Dentistry of New Jersey (UMDNJ) as outlined in the New Jersey Medical and Health Sciences Education Restructuring Act of 2012, which to date has been cited as the largest successful university merger in higher education history in the United States; and

**WHEREAS**, Professor Molloy, a Distinguished Professor of Pharmacology and Toxicology, is an accomplished researcher with extensive experience in pioneering drug discovery research in varied frontier areas of the pharmaceuticals industry, who has published over 50 peer-refereed articles in high-impact journals such as *Nature* and *Proceedings of the National Academy of Sciences*; is an elected Fellow of the American Association for the Advancement of Science; and has served on the editorial board of *Pulmonary Pharmacology and Therapeutics*; and

**WHEREAS**, Professor Molloy has attained the academic stature that permits him the flexibility to teach and conduct research and educational activities across the disciplines, schools, and campuses of the University; and

**WHEREAS**, on May 26, 2021, the Committee on Academic and Student Affairs of the Board of Governors endorsed the naming of Christopher J. Molloy as a University Professor and recommended approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Governors of Rutgers, The State University of New Jersey, and upon the recommendation of the Committee on Academic and Student Affairs, that Christopher J. Molloy is hereby appointed as a University Professor with all the rights and responsibilities implied and understood by that title, effective July 1, 2021.

**Committee on Finance and Facilities**

June 8, 2021

- Proposed Resolution Approving an Increase to the Purchase Price for the Building in Plainfield, New Jersey for the Center for Excellence in Addictions Research, Training, and Treatment

**WHEREAS**, Rutgers Biomedical and Health Sciences' ("RBHS") University Behavioral Health Care ("UBHC") is in the process of developing and integrating a cohort of services that encompass several necessary components to treating substance use disorder, including, without limitation, inpatient withdrawal management, partial inpatient care, intensive outpatient care, and medication-assisted treatment services ("Program"); and

**WHEREAS**, the Program is designed to build on previous success in treating mental health conditions; and

**WHEREAS**, on April 7, 2020, the Board of Governors of Rutgers, The State University of New Jersey, approved the acquisition of a newly renovated 20,000 square foot, four-story building at 1200 Randolph Road for \$4.5 million ("Building"); and

**WHEREAS**, on May 26, 2020, the University entered into an Agreement of Sale ("Agreement") with Muhlenberg Urban Renewal, LLC ("Seller") to purchase the Building for \$4.5 million subject to Seller's completion of certain renovations outlined in the Agreement; and

**WHEREAS**, Seller has informed the University Administration that additional renovations requested by the University will require an increase to the Agreement purchase price of approximately \$900,000; and

**WHEREAS**, Seller has also informed the University Administration that Seller miscalculated its cost for the original project design and that Seller will not be able to complete the project without a further increase to the Agreement purchase price of \$789,604, and, after reviewing Seller's cost estimates and plea for this increase, the University Administration agrees the request is reasonable; and

**WHEREAS**, the University expects to pay this increased cost through UBHC reserves or a combination of reserves and an internal bank loan, and the University may elect to finance the costs of this acquisition with debt issued by the University at a later date ("Project Bonds") or with non-borrowed funds before the time the Project Bonds are issued to finance this acquisition; and

**WHEREAS**, on June 8, 2021, a proposal to amend the Agreement by increasing the purchase price by \$1,689,604.00 was presented to the Committee on Finance and Facilities and the Committee recommended it for approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, approves a \$1,689,604.00 increase to the Agreement purchase price for a total purchase price of \$6,189,604.00; and

**BE IT FURTHER RESOLVED** that the University Administration, acting through the Executive Vice President and Chief Operating Officer, in consultation with the Vice President of Facilities and the Office of General Counsel, is hereby authorized and directed to enter into an amendment to the Agreement with the Seller and take any and all other steps that are reasonably necessary for the successful acquisition of the Building under the amended Agreement; and

**BE IT FURTHER RESOLVED** that the Board of Governors of the University reasonably expects to reimburse the expenditure of costs for the Building acquisition paid before the issuance of Project Bonds, with proceeds of such Project Bonds, and this Resolution is intended to be, and hereby is, a declaration of the official intent to reimburse the costs of this acquisition paid before the issuance of the Project Bonds, with proceeds of such Project Bonds, in accordance with Treasury Regulations Section 1.150-2; and

**BE IT FINALLY RESOLVED** that this Resolution shall take effect immediately.

Attachment: Project Summary

- Proposed Resolution Authorizing a Sole Source Contract with Solar Turbines Incorporated to Provide Maintenance and Repairs for the Electric Power Generating Turbines at the Busch Campus Co-Generation Plant

**WHEREAS**, on April 6, 2017 the Board of Governors of Rutgers, The State University of New Jersey approved a significant upgrade of the Busch Campus Co-Generation Plant including installation of three new turbines and related equipment at a budgeted cost of \$30 million; and

**WHEREAS**, on April 9, 2019 the Board of Governors amended that initial upgrade project resolution by, among other things, increasing the budgeted cost to \$37 million; and



**WHEREAS**, in May 2018, Rutgers Department of Institutional Planning and Operations issued a competitive bid for design build services for the Busch Campus Co-Generation Plant upgrade project and retained DCO Energy, LLC; and

**WHEREAS**, based on the output needed from the plant and the design specifications, DCO Energy, LLC, with Rutgers' consent, elected to use turbines manufactured by Solar Turbines Incorporated ("Solar") based in California; and

**WHEREAS**, the upgrade project was completed and the new turbines were tested and commissioned in December 2020; and

**WHEREAS**, the Solar turbines must be maintained on a scheduled and routine basis and any repairs and consumable parts that require replacement must be performed by qualified mechanics and technicians; and

**WHEREAS**, the University is seeking to enter a support, maintenance, and repair contract with Solar – the manufacturer of the turbines – because Solar possesses software systems that monitor the turbines, specialized tools needed for maintenance and repair, experience, and trained mechanics and technicians to support, maintain and service the turbines; and

**WHEREAS**, the proposed contract with Solar is similar in scope to Rutgers' prior maintenance and repair contracts for the turbines that were replaced as part of the upgrade project; and

**WHEREAS**, the University has determined there is no other company that will maintain and service the Solar turbines and the scope of Solar's maintenance and repair work best meets the University's needs; and

**WHEREAS**, the University and Solar have negotiated a proposed contract that will bind Solar for a term of five years and includes a per month, per turbine pricing structure of \$34,100 (subject to annual escalation) equating to an approximate first year annual spend of \$1.2 million; and

**WHEREAS**, on June 8, 2021, the Board of Governors' Committee on Finance and Facilities received a presentation supporting the proposed single source contract with Solar and, upon review and discussion, agreed to recommend the Solar contract for the Busch Campus Co-Generation Plant for approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, hereby approves a waiver of bid procurement contract with Solar, authorizes the University, in consultation with counsel, to execute a sole source contract with Solar for a term of five years and at an initial year spend of approximately \$1.2 million (subject to annual escalation), and to renew or extend said contract as necessary to support, maintain, and repair the turbines at the Busch Campus Co-Generation Plant for so long as the turbines require support, maintenance, and repair work by Solar, in amounts authorized pursuant to approved University budgets; and

**BE IT FURTHER RESOLVED** that this Resolution shall take effect immediately.

- Proposed Resolution Authorizing a Sole Source Contract with Solar Turbines Incorporated to Provide Maintenance and Repairs for the Electric Power Generating Turbines at the Newark Health Sciences Co-Generation Plant

**WHEREAS**, on April 6, 2017 the Board of Governors of Rutgers, The State University of New Jersey approved a significant upgrade of the Newark Health Sciences Campus Co-Generation Plant including installation of three new turbines and related equipment at a budgeted cost of \$44.5 million; and

**WHEREAS**, on April 9, 2019 and again on October 2, 2019 the Board of Governors amended that initial upgrade project resolution by, among other things, increasing the budgeted cost to \$48.0 million; and

**WHEREAS**, in August 2018, Rutgers Department of Institutional Planning and Operations issued a competitive bid for design build services for the Newark Health Sciences Campus Co-Generation Plant upgrade project and retained Z&F Construction, Inc.; and

**WHEREAS**, based on the output needed from the plant and the design specifications, Z&F Construction, Inc., with Rutgers' consent, elected to use turbines manufactured by Solar Turbines Incorporated ("Solar") based in California; and

**WHEREAS**, the upgrade project was completed earlier this year and the new turbines are currently being tested and commissioned and are expected to go fully on-line in July 2021; and

**WHEREAS**, the Solar turbines must be maintained on a scheduled and routine basis and any repairs and consumable parts that require replacement must be performed by qualified mechanics and technicians; and

**WHEREAS**, the University is seeking to enter a support, maintenance and repair contract with Solar – the manufacturer of the turbines – because Solar possesses software systems that monitor the turbines, specialized tools needed for maintenance and repair, experience, and trained mechanics and technicians to support, maintain and service the turbines; and

**WHEREAS**, the proposed contract with Solar is similar in scope to Rutgers' prior maintenance and repair contracts for the turbines that were replaced as part of the upgrade project; and

**WHEREAS**, the University has determined there is no other company that will maintain and service the Solar turbines and the scope of Solar's maintenance and repair work best meets the University's needs; and

**WHEREAS**, the University and Solar have negotiated a proposed contract that will bind Solar for a term of five years and includes a per month, per turbine pricing structure of \$28,781 (subject to annual escalation) equating to an approximate first year annual spend of \$1.04 million; and

**WHEREAS**, on June 8, 2021, the Board of Governors' Committee on Finance and Facilities received a presentation supporting the proposed single source contract with Solar and, upon review and discussion, agreed to recommend approval the Solar contract for the Newark Health Sciences Campus Co-Generation Plant for approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, hereby approves a waiver of bid procurement contract with Solar, authorizes the University, in consultation with counsel, to execute a sole source contract with Solar for a term of five years and at an initial year spend of approximately \$1.04 million (subject to annual escalation), and to renew or extend said contract as necessary to support, maintain, and repair the turbines at the Newark Health Sciences Campus Co-Generation Plant for so long as the turbines require support, maintenance, and repair work by Solar, in amounts authorized pursuant to approved University budgets; and

**BE IT FURTHER RESOLVED** that this Resolution shall take effect immediately.

- Proposed Resolution Authorizing Public Exigency Contract with Vault Medical Services of New Jersey PC to Provide Physician-ordered COVID-19 Testing

**WHEREAS**, the University entered into a public exigency bid waived contract with Vault Medical Services of New Jersey PC ("Vault Medical") on June 8<sup>th</sup>, 2020, for physician-ordered COVID-19 testing developed by RUCDR Infinite Biologics (Rutgers Clinical Genomics Laboratory) ("RUCDR") using a provider-supervised telemedicine collection of a saliva specimen (at home), with physician-managed results reporting provided directly to the patient as well as applicable health authorities; and

**WHEREAS**, the Vault Medical contract was amended to permit the issuance of University Purchase Orders to facilitate the purchase of additional physician-ordered COVID-19 testing to meet the University's needs during the worldwide pandemic; and

**WHEREAS**, Rutgers University Procurement Services, on behalf of the University departments using these COVID-19 testing services, seeks approval of the value of this public exigency bid waived contract with Vault Medical as described herein in the amount of \$2,075,000; and

**WHEREAS**, on June 8, 2021, the Board of Governors' Committee on Finance and Facilities reviewed the documentation supporting the proposed modification to the public exigency contract with Vault Medical as described above and agreed to recommend approval of such contract by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, hereby approves the waiver of bid procurement with Vault Medical and authorizes Rutgers to execute a modified public exigency contract with Vault Medical through June 30<sup>th</sup>, 2021, at a total contract cost not to exceed \$2,075,000.

- Proposed Resolution Authorizing a Single Source Contract with Ex Libris USA to Provide Resource Management Applications and Software Services

**WHEREAS**, the Rutgers University Libraries have utilized Ex Libris Resource management systems since 2017 as the primary Library Information System and they seek to continue and expand their use of the software which they have determined best meets the University's needs; and

**WHEREAS**, the Rutgers Law School Libraries have utilized the Ex Libris Resource Management System as their Library Information System since 2020 and they seek to continue and expand their use of the software which they have determined best meets the University's needs; and

**WHEREAS**, Rutgers University Libraries and the Rutgers Law School Libraries seek to continue the current usage of the Ex Libris Resource Management Solutions for managing print, electronic, and digital materials through this software-driven subscription; and

**WHEREAS**, Rutgers and Ex Libris USA have negotiated a proposed contract extension that will renew existing services for Rutgers and will allow for the expansion of services to Rutgers University Libraries and the Rutgers Law School Libraries for a three-year term; and

**WHEREAS**, Rutgers University Procurement Services, in conjunction with Rutgers University Libraries and Rutgers Law School Libraries, seeks approval to enter into this single source contract with Ex Libris as described herein and to authorize any necessary renewals or extensions of the contract deemed necessary for ongoing Rutgers University Library operations in amounts authorized pursuant to approved University budgets; and

**WHEREAS**, on June 8, 2021, the Board of Governors' Committee on Finance and Facilities reviewed the documentation supporting the proposed single source contract with Ex Libris as described above and agreed to recommend approval of such contract by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, hereby approves the waiver of bid procurement process with Ex Libris, authorizes Rutgers to execute a single source contract with Ex Libris as described above for a term of three years and at a cost not to exceed \$1,383,989.86, and to renew or extend said contract as necessary to support ongoing Rutgers University Libraries and/or Rutgers Law School Libraries for so long as Ex Libris Applications remains the system to be utilized by at least one of those units, in amounts authorized pursuant to approved University budgets.

- Proposed Resolution Approving the Naming of Administrative Services Building 1 at Rutgers University–New Brunswick as "Dr. Samuel DeWitt Proctor Hall"

**WHEREAS**, Dr. Samuel DeWitt Proctor (July 13, 1921 – May 22, 1997) was an African-American minister, educator, and humanitarian, who was active in the Civil Rights Movement and is perhaps best known as a mentor and friend to Dr. Martin Luther King Jr.; and

**WHEREAS**, in 1969, Dr. Proctor was invited by Rutgers University to give a lecture on the one-year anniversary of the assassination of Dr. Martin Luther King, Jr., and in the process impressed the many University administrators in the audience; and

**WHEREAS**, soon after this address, Rutgers University offered Dr. Proctor the newly established position of Martin Luther King Distinguished Professor of Education, a position which Dr. Proctor accepted and held until his retirement in 1984; and

**WHEREAS**, a major renovation of the Administrative Services Building I on Busch Campus was recently completed, repurposing this building as a “one-stop” destination facility

serving students from across Rutgers University–New Brunswick seeking assistance in a variety of University-related business transactions, and provides an opportunity to rename the building to honor and highlight a person of significance; and

**WHEREAS**, the proposed naming supports the University's efforts to advance awareness of Diversity, Equity, and Inclusion, and President Jonathan Holloway's vision for creating a beloved community; and

**WHEREAS**, on April 27, 2021, the University Naming Committee considered a proposal submitted by Rutgers University New–Brunswick Chancellor Christopher Molloy and approved naming the Administrative Services Building I the “Dr. Samuel DeWitt Proctor Hall” and thereafter recommended approval to Rutgers President Jonathan Holloway who also approved the name; and

**WHEREAS**, on June 8, 2021, the Committee on Finance and Facilities reviewed the proposed naming and recommended approval by the Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of President Jonathan Holloway, the University Naming Committee, and the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, approves the renaming of Administrative Services Building I located at 65 Davidson Road, Piscataway on the Busch Campus as “Dr. Samuel DeWitt Proctor Hall.”

**Committee on Health Affairs**

June 3, 2021

- Minutes of the University Behavioral Health Care Leadership Committee Meetings of February 16, 2021 and March 16, 2021<sup>5</sup>
- University Behavioral Health Care Staff Appointments, Reappointments and Clinical Privileges of March 16, 2021 and April 20, 2021<sup>6</sup>
- University Behavioral Health Care’s Quality Improvement Annual Review for 2020<sup>7</sup>
- University Behavioral Health Care’s Quality Improvement Plan for 2021<sup>8</sup>
- University Behavioral Health Care’s Medical Staff Bylaws<sup>9</sup>
- Proposed Resolution Approving Changes in the Bylaws of Rutgers Health Group, Inc.

**WHEREAS**, on April 6, 2016 the Board of Governors of Rutgers, The State University of New Jersey (“Rutgers”) approved the creation of a subsidiary non-profit corporation to be called Rutgers Health Group (“RHG”) that will function as an integrated, interprofessional faculty practice plan with over nine hundred faculty health care providers; and

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<sup>5</sup> Available Upon Request in the Office of the Secretary of the University

<sup>6</sup> Available Upon Request in the Office of the Secretary of the University

<sup>7</sup> Available Upon Request in the Office of the Secretary of the University

<sup>8</sup> Available Upon Request in the Office of the Secretary of the University

<sup>9</sup> Available Upon Request in the Office of the Secretary of the University

**WHEREAS**, as RHG’s sole corporate member, Rutgers retained certain rights and controls as further specified in RHG’s bylaws, including the right to approve any changes in RHG’s bylaws; and

**WHEREAS**, on December 6, 2018, the Board of Governors approved changes to RHG’s bylaws in response to requirements set forth in the Master Affiliation Agreement by and among Rutgers, RWJ Barnabas Health, Inc. (“RWJBH”), and RHG dated July 1, 2018; and

**WHEREAS**, after 2018, RWJBH and Rutgers continued to refine the vision and plans for how the aligned clinical enterprise of both parties would be managed, and, RWJBH is expected to take primary responsibility for the day-to-day management of the aligned clinical enterprise of both parties; and

**WHEREAS**, the RWJBH-lead management structure of the aligned clinical enterprise renders the purposes and mission of RHG as essentially moot and Rutgers, as RHG’s sole corporate member, wishes to restructure the governance and committee structure of RHG so that it can maintain its corporate existence but in a dormant form; and

**WHEREAS**, on June 3, 2021, the Committee on Health Affairs reviewed and discussed the revisions to the RHG bylaws and agreed to recommend approval by Board of Governors.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Health Affairs, the Board of Governors of Rutgers, The State University of New Jersey, does hereby approve the changes to RHG’s bylaws as shown in the exhibit attached hereto; and

**BE IT FURTHER RESOLVED** that this Resolution shall take effect immediately.

Attachment: Proposed Changes to RHG’s Bylaws

*The motion was seconded, and there being no discussion, the Board unanimously approved the matters presented under the Consent Agenda.*

**REPORT OF THE EXECUTIVE VICE PRESIDENT – CHIEF  
FINANCIAL OFFICER AND UNIVERSITY TREASURER**

Mr. Angelson called on Mr. Gower to provide a report on behalf of the Joint Committee on Investments. Mr. Gower stated that the committee met on June 18, 2021 and began the meeting with a review of the investment policy. He stated that Mr. MacDonald reviewed the Investment Policy Statement and that changes were recommended to the Target Asset Allocation Ranges as well as slight grammatical changes throughout the document. He noted that these changes were accepted and will be presented to the Boards at a future meeting for review. Mr. Gower stated that Mr. MacDonald & FEG also reviewed the proposed changes to the portfolio’s asset allocation and classifications, as well as five investment recommendations, which the committee endorsed. Mr. Gower explained that Mr. MacDonald then reviewed the current portfolio and rebalancing strategy, including two redemptions and three addition recommendations, which were also endorsed by the committee.

Next, Mr. Gower stated that Mr. MacDonald reviewed the endowment’s FY21 investment activity, as well as longer-term opportunities, the FY22 pipeline, and recent portfolio highlights. He added that Mr. Hodson and Mr. MacDonald also discussed the Long-term Investment Pool’s (“LTIP”) performance and the current market environment. Mr. Gower stated that the LTIP as of March 31, 2021 for the 1-, 3-, and 5-year periods returned 38.6%, 9.8% and 10.3%, respectively. Finally, Mr. Gower explained that Mr. MacDonald discussed the

results of the Investment Office’s inaugural Environmental, Social and Governance (“ESG”) & Diversity, Equity, and Inclusion (“DEI”) surveys; provided a team update; and reviewed the Investment Office’s progress over the past five years.

### **REPORT OF THE CAMDEN BOARD OF DIRECTORS**

Mr. Angelson called on Mr. Hundley, Chair of the Camden Board of Directors (“CBOD”), to present his report on behalf of the CBOD. Mr. Hundley stated that the CBOD met three times since the fall. He added that the first of those three meetings occurred on January 14, 2021. He stated the CBOD began the meeting by approving the minutes of the September 10, 2020 meeting, and then received a report from Interim Chancellor Margaret Marsh regarding the status of the campus. Mr. Hundley explained that Dr. Marsh discussed a \$3.5 million gift donated anonymously by a faculty member to create the Rayman L. Solomon Scholars Program at the law school and extolled the School of Nursing–Camden for its nimble and effective response in delivering COVID vaccines by assembling a cohort of 300 students and faculty to deliver vaccinations to South Jersey residents. Mr. Hundley added that a number of significant awards to the campus were discussed and that Dr. Benedetto Piccoli, Vice Chancellor for Research, shared his perspective on Rutgers University–Camden’s growing strength as an R2 research university. Mr. Hundley added that Ms. Dana Redd, CEO of the Rowan University/Rutgers–Camden Board of Governors, provided an update on the Joint Health Sciences Center and discussed plans for the second phase of the Joint Health Sciences Campus in Camden.

Mr. Hundley then moved on to detail the second meeting, which occurred on April 27, 2021. He explained the first item was the induction of Mr. William Tambussi to the CBOD and stated that Mr. Tambussi was sworn in by Mr. Robert Roesener, Associate General Counsel. He explained that the CBOD then approved a resolution ratifying the compensation package of Dr. Antonio D. Tillis as the new Chancellor of Rutgers University–Camden. Mr. Hundley added that President Holloway spoke about his enthusiasm for this new leadership appointment and Chancellor Tillis thanked the board for its support.

Lastly, Mr. Hundley discussed the third meeting, which occurred on May 21, 2021. He stated that the CBOD first approved the minutes of the January 14, 2021 and April 27, 2021 meetings and then received a report from Interim Chancellor Margaret Marsh regarding the status of the campus. Mr. Hundley added that Dr. Marsh also introduced Dr. Lee Ann Westman, Director of the Honors College, and two Honors College students who spoke about the many positive attributes of the Rutgers–Camden Honors College. Mr. Hundley stated that members of the board offered thanks to Chancellor Marsh as her term as Interim Chancellor of Rutgers–Camden was coming to a close. Mr. Hundley explained that the CBOD then heard from Ms. Redd who provided an update on the Joint Health Sciences Center and discussed plans for the second phase of the Joint Health Sciences Campus in Camden. Mr. Hundley stated that the CBOD concluded the meeting by thanking the undergraduate student representative for his service, and as well as Ms. Jennifer Lewis and Mr. Sandy Stewart, as their terms on the CBOD were coming to an end.

### **NEW JERSEY AGRICULTURAL EXPERIMENT STATION BOARD OF MANAGERS ANNUAL REPORT**

Mr. Angelson called on Ms. Pat Butch, President of the New Jersey Agricultural Experiment Station (“NJAES”) Board of Managers, for her annual report. Ms. Butch thanked the Board for the opportunity to present at the meeting and explained that Rutgers has the distinction of being New Jersey’s land-grant University within which the NJAES is a central element. She added that she serves as the President of the NJAES Board of Managers (“BoM”) and that the Board is statutorily defined with representation from all 21 NJ Counties and the primary advisory body for the NJAES. She explained that the BoM is a grass-roots organization that provides two-way communication between the people and communities of New Jersey and the Rutgers, The State University of New Jersey, and works closely with the NJAES leadership. Ms. Butch stated that the Board of Governors voted on the appointment of about one-third of the membership of the NJAES BoM to new three-year terms earlier in the meeting.

Ms. Butch then elaborated on NJAES, explaining that the NJAES has a vast breadth of programs that are continually evolving to support and improve the health vitality and quality of life of all NJ residents. She added that the NJAES focuses on applied research that is responsive to the needs of the State and delivers programs to the people, communities, and businesses of New Jersey in all 21 counties. She also discussed the New Jersey Cooperative Extension, which is the outreach arm of the NJAES, and explained that the station's expertise is brought to bear on a wide range of issues impacting the State. She added that the NJAES also plays a critical role in identifying, monitoring, and controlling invasive species that pose potential human health risks, such as tick and other insect vectors, as well as present threats to our natural and agricultural ecosystems. Ms. Butch continued, stating that the NJAES also focuses on food nutrition and health, youth and community development, and public health concerns that range from household food insecurity to COVID-19 vaccine education among essential field workers. She noted that the evolution of the NJAES programs will bolster NJAES' capabilities in the critical and overarching areas of climate adaptation and resilience, health and wellness, and the future of food and agricultural systems. She added that the NJAES advances its research and outreach missions through an extensive network of campus-based and off-campus research centers and institutes, as well as business incubators; food and agricultural; environmental services and aquaculture; research farms; marine and coastal fields stations; and county cooperative extension offices. She then reviewed a slide that noted all the locations throughout the State.

Next, Ms. Butch elaborated on the Rutgers Cooperative Extension, which she explained is part of a national Cooperative Extension system with twenty offices throughout the State. She added that, for over 100 years, Rutgers Cooperative Extension faculty and staff have delivered science-based educational programs that respond to the community's needs, making the knowledge, resources, and expertise of Rutgers University accessible and impactful to all citizens of New Jersey. She stated that inclusivity is central to all the NJAES county extension offices, which contain a network of over 150 Rutgers and county extension personnel and enables residents to voice their needs and participate in the creation and delivery of programs that benefit their communities. She also lauded the efforts of volunteers and highlighted the master gardeners and 4-H youth development programs, which have more than 3700 adult and youth volunteers. She added that these individuals give over 325,000 hours of volunteer time at a value of \$9.6 million annually and bring Rutgers University to citizens of the State of New Jersey. She again thanked the Board for the opportunity to talk about the positive impacts of NJAES.

### **REPORT OF THE UNIVERSITY SENATE**

Mr. Angelson called on Mr. Jon Oliver, Chair of the University Senate, to provide his report. Mr. Oliver explained that the Senate met for two back-to-back meetings on Friday, April 30th. He explained that the first meeting was the organizational meeting of the 2021–2022 Senate with the only agenda item for the meeting being the election of senate officers for FY22. He then listed the positions the Senate elected for the next year, including his election as Chair of the Senate. He added that the Senate chair is term limited to three, one-year terms if re-elected each year and that this next term would be his last. Mr. Oliver explained that at the second meeting, which occurred on April 30th, the Senate received a presentation from President Holloway and Dr. Deborah Gray White, Board of Governors Distinguished Professor of History, on the Scarlet and Black Project. He then listed the reports debated and approved by the Senate at that meeting.

Next, Mr. Oliver explained that the Senate's Executive Committee met on June 4, 2021 where the committee debated and adopted a resolution in support of Dr. Audrey Truschke. He added that the Executive Committee also reviewed the selections of members of the Chancellor's Commencement Committees as well as the Senate meeting environment with respect to post-Covid gathering restrictions. Mr. Oliver then reviewed the



proposed charges, as well as the committee reports and resolutions, reviewed by the Executive Committee during the meeting.

**OLD BUSINESS**

None reported.

**NEW BUSINESS**

None reported.

**ADJOURNMENT**

The meeting was adjourned at approximately 1:43 p.m.

Respectfully submitted,

A handwritten signature in blue ink that reads "Patrick L. Melillo". The signature is written in a cursive style with a large initial 'P'.

Patrick L. Melillo  
Associate Secretary of the University

## **PROJECT SUMMARY**

New Jersey Medical School Medical Science Building Renovations – Phase II

Rutgers Biomedical and Health Sciences – Newark

June 8, 2021

### **Introduction**

Rutgers Biomedical and Health Sciences New Jersey Medical School (NJMS) is an academic, biomedical research, and health care enterprise whose mission is to meet the needs of the local and global community through outstanding education, pioneering research, cutting-edge clinical care, and public service. Founded in 1954 and based in Newark, NJMS educates students, physicians, and scientists to meet society's current and future health care needs.

NJMS occupies more than one million gross square feet across six facilities in Newark. Education, research, clinical care, and administrative operations are located in the Medical Science Building (MSB), the school's main building. The enormous 650,000 square-foot MSB, completed and occupied in 1976, was constructed to accommodate the medical education and medical research components of the then-recently-created New Jersey College of Medicine and Dentistry (later the University of Medicine and Dentistry of New Jersey and now, as part of Rutgers Biomedical and Health Sciences, the New Jersey Medical School.) The building has received routine maintenance over the last forty-three years, with comprehensive alterations/renovations limited to only a few areas of the building, most notably on the "A" Level in the areas occupied by the vivarium and related animal research support spaces. Much of the building's infrastructure has exceeded its useful life and is in need of replacement.

A feasibility study was completed in 2018 to assess needs, provide for infrastructure upgrades, and determine a phased approach to renovation that would address functional and programmatic needs. The renovated MSB would:

- Provide new medical research laboratories, laboratory support spaces and laboratory faculty staff workspaces which are efficient, flexible, collaborative and which will attract and retain the best and brightest principal investigators;
- Upgrade, reconfigure, and/or expand all medical education spaces to support the current pedagogical trends in medical education and exceed the expectations of instructors and students;

- Enhance the exterior appearance of the existing building, provide a new entrance pavilion, and reconfigure the major public spaces on Levels B and C in a way that will communicate that the building and its programs have undergone a major transformation.

The project was designed to be executed in phases, with Phase I focused on infrastructure and key research space. Phase II of the project has an estimated cost (FY21 dollars) of \$5 million. This figure will be refined as design progresses.

Phase I of the Medical Science Building Renovation, focusing on two areas (schematic design of the entire renovation and key early infrastructure upgrades) was approved by the Board of Governors at its December 2019 meeting. The schematic design is complete, and the key infrastructure construction is underway.

### **Scope**

The scope of work associated with the next phase (Phase II) of the project includes advancement of design. Design of Infrastructure upgrades for the entire building will continue, as will design of renovations of select areas of the building for research and academic use. Design will be developed based on the recently completed schematic design.

The work also includes necessary testing that will inform design. Structural assessment, asbestos testing, baseline vibration, and mechanical testing will be undertaken.

### **Benefits**

The primary benefits of the project are advancing design of the phased project to develop further the planning of the renovations, moving the project closer to final design. The design of renovations and infrastructure upgrades supports the NJMS and RBHS Strategic Plans and moves the project closer to commencement of the construction documents phase.

### **Financial**

The total cost of Phase II of the project is not expected to exceed \$5 million. When added to the Board-approved \$14 million Phase I project the revised approved project budget would be \$19 million.



**RESOLUTION**  
**APPROVING SCHEMATIC DESIGN AND INFRASTRUCTURE**  
**IMPROVEMENT WORK FOR THE NEW JERSEY MEDICAL SCHOOL**  
**MEDICAL SCIENCE BUILDING ON THE NEWARK CAMPUS**

**WHEREAS**, the Rutgers Biomedical and Health Sciences (RBHS) New Jersey Medical School (NJMS) currently provides on-campus services and programs to educate students, physicians, and scientists to meet society's current and future health care needs; and

**WHEREAS**, most of NJMS' programs are currently located in the Medical Science Building, a 650,000 square-foot building built in 1976; and

**WHEREAS**, the Medical Science Building has undergone minimal modernization and is ill-equipped to fulfill the health care, research, and education needs in line with today's standards; and

**WHEREAS**, NJMS proposes a multi-year phased approach enabling it to accomplish its' mission while undertaking construction activities to modernize the building in parallel; and

**WHEREAS**, schematic design of the entire modernization project, as well as replacement of the building-wide fire detection, annunciation, and alarm systems, and certain elevator upgrades, constitute "Phase I" of the overall modernization project, as more fully described in the attached Project Summary; and

**WHEREAS**, the cost of Phase I of the modernization project is estimated to be \$14.0 million with \$9.0 million paid for through internal NJMS funds and \$5.0 million through an internal bank loan, provided, however, that the University may elect to finance the costs of this Phase I ("Phase I Costs") with debt issued by the University at a later date; and

**WHEREAS**, on December 2, 2019, the Committee on Finance and Facilities reviewed and discussed the Phase I portion of the NJMS Medical Science Building modernization project and recommended Phase I for approval by the Board of Governors of Rutgers, The State University of New Jersey.

**NOW, THEREFORE, BE IT RESOLVED** that, upon the recommendation of the Committee on Finance and Facilities, the Board of Governors of Rutgers, The State University of New Jersey, approves the Phase I portion of the NJMS Medical Science Building modernization project as described herein and in the attached Project Summary with spending authority up to the currently available funding limit of \$14.0 million for Phase I Costs; and

**BE IT FURTHER RESOLVED** that the Board of Governors of the University reasonably expects to reimburse the expenditure of Phase I Costs paid prior to the issuance of debt, with proceeds of such debt, and this resolution is intended to be, and hereby is, a declaration of the official intent to reimburse the expenditure of Phase I Costs paid prior to the issuance of the debt, with proceeds of such debt, in accordance with Treasury Regulations Section 1.150-2; and

**BE IT FURTHER RESOLVED** that the University administration, acting through the Executive Vice President for Strategic Planning and Operations and Chief Operating Officer, in consultation with the Executive Vice President of Finance and Administration and University Treasurer, and the Senior Vice President and General Counsel, is hereby authorized and directed to negotiate, approve, execute, and perform all necessary agreements, contracts, certificates, reports, and documents on behalf of Rutgers that are necessary for the successful execution of Phase I, including a contract with the lowest responsible bidder for construction of the Phase I improvements; and

**BE IT FINALLY RESOLVED**, that this resolution shall take effect immediately.

Attachment: New Jersey Medical School Medical Science Building Renovations –  
Phase I / Infrastructure Project Summary

Board of Governors  
Rutgers, The State University  
of New Jersey  
December 17, 2019

## **PROJECT SUMMARY**

New Jersey Medical School Medical Science Building Renovations – Phase I / Infrastructure

Rutgers Biomedical and Health Sciences – Newark

December 2, 2019

### **Introduction**

Rutgers Biomedical and Health Sciences New Jersey Medical School (NJMS) is an academic, biomedical research, and health care enterprise whose mission is to meet the needs of the local and global community through outstanding education, pioneering research, cutting-edge clinical care, and public service. Founded in 1954 and based in Newark, NJMS educates students, physicians, and scientists to meet society's current and future health care needs.

NJMS occupies more than one million gross square feet across six facilities in Newark. Education, research, clinical care, and administrative operations are located in the Medical Science Building (MSB), the school's main building. The 650,000 square-foot MSB, completed and occupied in 1976, was constructed to accommodate the medical education and medical research components of the then-recently-created New Jersey College of Medicine and Dentistry (later the University of Medicine and Dentistry of New Jersey and now, as part of Rutgers Biomedical and Health Sciences, the New Jersey Medical School.) The building has received routine maintenance over the last forty-three years, with comprehensive alterations/renovations limited to only a few areas of the building, most notably on the "A" Level in the areas occupied by the vivarium and related animal research support spaces. Much of the building's infrastructure has exceeded its useful life and is in need of replacement.

A feasibility study was completed in 2018 to assess needs, provide for infrastructure upgrades, and determine a phased approach to renovation that would address functional and programmatic needs. The renovated MSB would:

- Provide new medical research laboratories, laboratory support spaces and laboratory faculty staff workspaces which are efficient, flexible, and collaborative and which will attract and retain the best and brightest principal investigators;
- Upgrade, reconfigure and/or expand all medical education spaces to support the current pedagogical trends in medical education and exceed the expectations of instructors and students;

- Enhance the exterior appearance of the existing building, provide a new entrance pavilion, and reconfigure the major public spaces on Levels B and C in a way that will communicate that the building and its programs have undergone a major transformation.

The project is designed to be phased over a number of years and was originally presented to the Board of Governors' Committee on Finance and Facilities in March of 2019. Phase I of the Medical Science Building Renovation focuses on two areas: schematic design of the entire renovation and key early infrastructure upgrades. These efforts are the first step in renovating the building and providing much needed progress toward modernization of the facility. The work contemplated is aligned with the longer-range facilities plan.

### **Scope**

The scope of work associated with this phase of the project includes schematic design for the entire building. Advancing design to schematic is required to calculate loads and demand on infrastructure, provide information for staging and temporary relocations, and provide information on phasing and costs for the next phase of work, which will renovate research space. The schematic design will address equipment and infrastructure work, public spaces and entry pavilion, academic and administrative spaces, exterior façade work, and demolition and renovation of research space.

The scope also includes design and provision of a new fire detection, annunciation, and alarm system throughout the building, including interface with campus notification systems. Finally, elevator upgrades are included to provide for new elevator controls, modern safety mechanisms, and refinished cabs.

### **Benefits**

The primary benefits of the project are advancing design of the phased project so as to develop further the planning of the renovations, enhancing life safety by replacement of the fire alarm system with a new system (including IT upgrades needed to support the modern system), and enhancing life safety and functionality of the building by upgrade of the elevators throughout the building.

The design of renovations and commencement of infrastructure upgrades supports the NJMS and RBHS Strategic Plans, reduces deferred maintenance burden, and will improve student, faculty, and staff safety and experience in the building.

### **Financial**

The total cost of the project (capital costs excluding cost of borrowing), based on a conceptual estimate prepared by University Facilities and the architect that completed the feasibility study, is not expected to exceed \$14 million.





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<b>IN THE MATTER OF</b>	:	<b>STATE ETHICS COMMISSION</b>
<b>MARK MANIGAN,</b>	:	
<b>MEMBER, BOARD OF GOVERNORS,</b>	:	
<b>RUTGERS UNIVERSITY</b>	:	<b>Commission Case No. 09-23</b>
	:	
	:	<b>DECISION</b>

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## **BACKGROUND**

Rutgers University (“Rutgers”) requested an exception from the requirements of Executive Order 14 (Corzine, 2006) (“EO 14”) on behalf of a Board of Governors member, Mark Manigan (“Manigan”). Manigan was appointed to the Rutgers Board of Governors by Governor Murphy on October 31, 2022, and was sworn in on December 6, 2022. EO 14 prohibits a member of a State college or university governing body from being employed by or deriving or receiving any compensation from an entity that does business with the institution that the board member governs. Manigan is employed by RWJ Barnabas Health, Inc. (“RWJBH”) as its President and Chief Executive Officer. Rutgers and RWJBH entered into a Master Affiliation Agreement (“MAA”) in 2018, with several subsequent agreements, and the two entities have a several decades long affiliation.

The affiliation of RWJBH with Rutgers (previously with University of Medicine and Dentistry of New Jersey (“UMDNJ”)) allows medical school and other health sciences faculty and staff to provide clinical care and experiential teaching at RWJ University Hospital. Additionally, in 2012, the New Jersey Legislature passed the New Jersey Medical and Health Sciences Restructuring Act (the “Act”), *N.J.S.A. 18A:64M-1 et seq.*, which transferred several health sciences schools, institutes and centers of the then-UMDNJ to Rutgers. Among the public purposes for the Act, was the State’s stated recognition of “commitment to sustaining and growing its universities” and achieving in the top tier of research universities. In 2016, Barnabas Health System merged with Robert Wood Johnson Health (which included RWJ University Hospital) and became RWJBH, for which Manigan is the current President and CEO.

In furtherance of the public goals identified in the Act, and to further the benefits of Rutgers’ continued affiliation with the State’s largest non-profit hospital system to create a world-class academic medical center, the two entities entered into the 2018 MAA, with several subsequent implementing agreements. These agreements provide for significant support to Rutgers’ recruitment of world-class medical researchers, educators, and clinicians and afford Rutgers’ faculty clinicians, medical students, and residents access to RWJ University Hospital and other RWJBH locations to provide both clinical services and educational opportunities. To further this relationship, the MAA includes provisions for collaboration between the leadership of each entity, including members of each serving on the others’ governing bodies. The MAA recognizes that, “individuals appointed to the governing boards, or committees of such boards . . . shall be subject to the applicable law and policies (including the conflict of interest policies) of either Party,

including with respect to University Board Designees, the applicable provisions of the New Jersey Conflicts Law.”

EO 14 expressly prohibits a member of a State college or university governing board and the board member's spouse, domestic partner, or child, parent, or sibling residing in the same household from being employed by or deriving or receiving any compensation from a firm, association, or partnership that does business with the institution that the board member governs. EO 14 defines the term “do business with” as “providing or receiving any goods or services or otherwise engaging in a transaction involving the exchange of anything of value.” Pursuant to paragraph 5 of EO 14, however, the State Ethics Commission is authorized to grant exceptions from this prohibition if “in the judgment of the Executive Director, the entity that is doing business with the institution is doing so pursuant to a contract awarded in accordance with the competitive bidding laws applicable to that institution or the public interest requires an exception to be made.”

Historically, where an EO 14 exception has been granted, the Commission has also always required that the member of the governing board recuse from all matters involving the entity which prompted the request for the exception. However, the Commission was asked to consider Rutgers’ request for a nuanced exception to this precedent. Rutgers requested that Manigan should not be required to recuse from all matters involving RWJBH while serving on the Rutgers Board of Governors if his participation in the matter serves the “public interest” and there is no “material and substantial conflict of interest.” The recusal rule, *N.J.A.C. 19:61-7.1, et seq.*, generally requires that a State official recuse from all matters where they have either a direct or indirect financial or personal interest which is incompatible with the discharge of their State duties. Such incompatible financial and personal interests requiring recusal are defined to include, among other things, outside employment, a fiduciary relationship, a source of income, “which interest might reasonably be expected to impair a State official’s objectivity and independence of judgment in the exercise of his or her official duties or might reasonably be expected to create an impression or suspicion among the public having knowledge of his or her acts that he or she may be engaged in conduct violative of his her trust as a State official.” *N.J.A.C. 19:61-7.4(c)*.

Since Manigan’s appointment to the Board of Governors and during the pendency of this application, Rutgers’ Counsel and Ethics Liaison Officer (“ELO”) counseled him to recuse on all matters involving RWJBH.

## **APPLICATION**

The State has a clear public interest in educating future health care providers, advancing medical and health care research, and providing quality medical care to the residents of New Jersey, particularly in underserved or impoverished communities. The MAA between Rutgers and RWJBH was entered into to promote these same public interest goals and furthers the cooperation between the two entities. Furthermore, appointment of a representative of RWJBH to the Rutgers governing board is contemplated by the MAA. Nothing in that agreement, however, eliminates the need for said appointee to comply with the Conflicts of Interest Law, which includes the obligation to recuse from matters involving the member’s employer and otherwise complying with the recusal rule, where Manigan’s employment with and fiduciary duty to RWJBH may impair his objectivity and independence of judgment in the exercise of his official duties as a member of the Rutgers

Board of Governors or might reasonably be expected to create an impression or suspicion among the public that he is engaged in conduct violative of his trust as a State official.

It is within the discretion of the Executive Director to grant waivers of EO 14, with the approval of the Commission. Here, the waiver is in the public interest and in furtherance of the agreement between Rutgers and RWJBH and further promotes the cooperation between the two entities. To ensure the integrity of the actions taken by the Rutgers Board of Governors and in recognition of the terms and intent of the MAA between Rutgers and RWJBH, approval of the EO 14 waiver should be conditioned upon Manigan's recusal from the Rutgers Board of Governors' matters involving RWJBH where the interests between the two entities are adverse, including by way of example, but not limited to:

- (1) Amendment, extension, or termination of any agreements between Rutgers and RWJBH;
- (2) Establishment, negotiation, or termination of any obligations or commitments between Rutgers and RWJBH;
- (3) Litigation or dispute resolution between Rutgers and RWJBH; and/or
- (4) Joint facilities projects between Rutgers and RWJBH.

However, in recognition of the unique circumstance arising from the existence of the MAA, which predated Manigan's appointment, and the strong public interest in these two entities continuing to work together for the benefit of the State of New Jersey, an exception to the absolute recusal requirement of past precedent should be permitted. Where the positions of Rutgers and RWJBH are not adverse, as determined only by the Ethics Liaison Officer ("ELO") for Rutgers, Rutgers' Counsel, or the State Ethics Commission staff, Manigan should be permitted to participate in those matters subject to such prior approval.

## **DECISION**

The Commission grants an EO 14 exception to Mark Manigan permitting him to serve as a Member of the Rutgers Board of Governors and adopts the recommendations that he must execute and abide by a written recusal from official duties involving RWJBH, where the interests of Rutgers and RWJBH are adverse, and must obtain prior approval to participate in matters where the interests are not adverse, as outlined above.

DECISION RENDERED BY THE  
STATE ETHICS COMMISSION ON  
THE 1<sup>ST</sup> DAY OF AUGUST 2023