

BOARD OF GOVERNORS
Rutgers, The State University of New Jersey

April 7, 2020

12:00 p.m. - open session / 12:05 p.m. - closed session / 1:00 p.m. - open session

Tentative Agenda

1. CALL TO ORDER
2. STATEMENT OF COMPLIANCE WITH THE OPEN PUBLIC MEETINGS ACT
3. ROLL CALL
4. RESOLUTION TO CONDUCT CLOSED SESSION – April 7, 2020
5. CLOSED SESSION
6. RESUMPTION OF OPEN SESSION
7. MATTERS PRESENTED BY THE PRESIDENT
8. CONSENT AGENDA
 - a. Approval of Minutes – February 18, 2020 and February 28, 2020
 - b. Resolution Recognizing Peter Cartmell
 - c. Executive Committee
 - (1) Proposed Resolution Amending the Bylaws of the Board of Governors of Rutgers, The State University of New Jersey
 - d. Committee on Academic and Student Affairs – March 10, 2020
 - (1) Faculty Appointment Recommendations
 - (2) Faculty Reappointment and Promotion Recommendations
 - (3) Administrative Appointment Recommendations
 - (4) Proposed Resolution Approving Revisions to University Policy 50.2.1: Senate – Membership and Organization
 - (5) Proposed Resolution Establishing the Master of Applied Behavior Analysis Degree Program at the Graduate School of Applied and Professional Psychology
 - (6) Proposed Resolution Establishing the Occupational Therapy Doctorate Degree Program at the School of Health Professions
 - e. Committee on Finance and Facilities – March 10, 2020
 - (1) Proposed Resolution Approving Changes to University Physician Associates of New Jersey, Inc.'s Corporate Structure and Relationship with New Jersey Medical School
 - (2) Proposed Resolution Approving the Rutgers University Network Master Plan for All Campuses
 - (3) Proposed Resolution Authorizing Contracts with Oracle America, Inc. in Connection with the Cornerstone Project, Ongoing Enterprise Resource Planning System Operations and Associated Programs
 - (4) Proposed Resolution Authorizing a Single Source Contract with Forte Research Systems to Provide Oncore Subscription Software License Solution Services and New Applications
 - (5) Proposed Resolution Approving a Purchase and Associated Financing for the Center for Excellence in Addictions Research, Training, and Treatment in Plainfield, New Jersey
 - f. Committee on Health Affairs – March 5, 2020
 - (1) Minutes of the University Behavioral Health Care Leadership Meetings of December 17, 2019 and January 21, 2020
 - (2) Proposed University Behavioral Health Care Staff Appointments, Reappointments and Clinical Privileges of January 21, 2020 and February 18, 2020
9. OLD BUSINESS
10. NEW BUSINESS
11. ADJOURNMENT



**PROPOSED RESOLUTION
ADOPTING REVISIONS TO THE
BYLAWS OF THE BOARD OF GOVERNORS**

WHEREAS, the Bylaws of the Board of Governors of the Corporation (“Bylaws”) were last amended on June 19, 2019; and

WHEREAS, the University has undertaken significant enhancements to its financial services which has afforded it the ability to set its budget, tuition, room, board and residential education fees, and mandatory student fees earlier in the academic year; and

WHEREAS, it has been determined that approving the budget earlier in the academic year would more appropriately align with admissions and financial aid processes and allow the University to provide students with financial information earlier, which will positively impact the student experience with regard to student services such as registration; and

WHEREAS, the Board traditionally utilized its sixth regularly scheduled meeting solely to approve the University’s budget, tuition and fees, which would no longer be required if the budget were approved earlier in the academic year; and

WHEREAS, the Board has determined that additional procedural changes to the Bylaws were necessary to ensure that the Board can effectively conduct its business; and

WHEREAS, the Governors’ Executive Committee reviewed the proposed revisions to the Bylaws of the Board of Governors and recommended approval by the full board.

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 attached revisions to the Bylaws, with deletions shown in strikeout and additions underlined; and

BE IT FURTHER RESOLVED that the revisions to the Bylaws shall take effect immediately.

Attachment: Proposed Revisions to the Bylaws of the Board of Governors

Board of Governors
Rutgers, The State University
of New Jersey
April 7, 2020



**BYLAWS OF THE BOARD OF GOVERNORS
OF THE CORPORATION**

Amended ~~June 19, 2019~~ April 7, 2020

PREAMBLE

A. General

Rutgers, The State University, is a body incorporated under the name of "The Trustees of Queen's College in New Jersey," by Royal Charter dated November 10, 1766 (amended March 20, 1770) confirmed and amended by Acts of the Legislature of the State of New Jersey adopted June 5, 1781, and May 31, 1799, respectively, and having perpetual succession and existence, its name having been changed to Rutgers, The State University, by act of the Legislature in 1956. Hereinafter the corporation of Rutgers, The State University, shall be known as Rutgers, The State University.

Members of the Board of Governors are covered by the "special state officer or employee" provisions of the New Jersey Conflicts of Interest Law (N.J.S.A. 52:13D-12 et seq.) and by the University Conflicts of Interest Policy for Members of the Boards of Governors and Trustees, Camden Board of Directors and University Officers, as adopted by the Board of Governors and Board of Trustees. Members of the Board of Governors are covered by the indemnification provisions of the Rutgers, The State University Law enacted in 1956 (N.J.S.A. 18A:65-1 et seq.), which is also known as the "Rutgers Act of 1956," and the University Indemnification Policy.

B. Functions of the Board

The Board of Governors has general supervision over and is vested generally with the government, control, conduct, management and administration of Rutgers, The State University. To this end, it appoints a President, Secretary and Associate Secretary, and Treasurer of the Board, and a Secretary, Associate Secretary, Treasurer, and Associate Treasurer of the University Corporation. Upon the recommendation of the President and in accordance with Section IV.B.4, the Board of Governors will act on the appointments of University Officers as defined in Section III.A of these Bylaws. Moreover, the Board of Governors delegates to the President and his or her administration the responsibility to manage and administer its policies regarding, among other matters, the organization, administration, and development of the University. It also delegates certain powers to the University Senate and the faculties under existing regulations.

C. Open Public Meetings Act

Meetings of the Board of Governors shall be in conformance with the Open Public Meetings Act, P.L. 1975, Chapter 231, (N.J.S.A. 10:4-6 et seq.) and any amendments thereto.

I. MEETINGS OF THE BOARD

A. General

1. An annual meeting for the election and appointment of officers of the Board and for the consideration of such other business as may come before the Board shall be held in June on such date as the Board shall designate.
2. At least ~~six~~ five regular meetings shall be held, at such hours as the Board of Governors may determine, on any campus of Rutgers University or at such other place in New Jersey as the Board shall designate, unless extenuating or emergent circumstances prohibit the ability to hold a public meeting within the fiscal year. Each Governor has a duty to attend regular and special meetings of the Board and his or her assigned committee meetings.
3. Special meetings of the Board may be called at the discretion of the Chair. Special meetings shall also be called by the Chair at the request of three voting members and upon receipt of notice from them stating the purpose of the meeting.
4. It is the policy of the Board that all Governors attend all meetings of the Board and all committee meetings in person whenever possible. When such attendance in person is ~~impossible~~ not possible, the Chair of the Board or the chair of a board committee may permit participation by a Governor via telephone conference call or videoconferencing. All such requests should be made to the Secretary of the University, who shall in turn consult with the Chair of the Board of Governors for Board of Governors meetings, or the Chair of the Committee for committee meetings, at least two days in advance of the meeting. It is the policy of the Board that the use of such communications equipment should be requested and permitted only sparingly.

B. Notice and Agenda of Open Meetings

1. Notice of meetings shall be given in accordance with the Open Public Meetings Act.
2. The agenda of each meeting shall be prepared by the President of the University in consultation with the Chair and transmitted to each Governor at least five days before the meeting. At the meeting, the Board in its judgment may remove agenda items, or in accordance with the Open Public Meetings Act, may add agenda items.
3. The agenda shall be made available at the Office of the Secretary of the University a reasonable time before each meeting. Memoranda or other materials pertinent to the agenda similarly shall be made available when distribution is consistent with public policy, University Regulations, precedent, and the Open Public Meetings Act.
4. Any organization, group, or individual from within or without the University may request that an item of business be placed on the agenda.

(a) The request shall be filed in writing with the Secretary of the University who, after consultation with the Chair and the President, shall respond promptly to the petitioner. The request shall (i) define the issue, and (ii) demonstrate that the issue has been explored fully and sequentially with the Dean, or Director of the University division concerned, the appropriate Chancellor, the Senior Vice President for Academic Affairs, the Executive Vice President for Finance and Administration and University Treasurer or the Executive Vice President for Strategic Planning and Operations and Chief Operating Officer, and, finally, the President, and specify the results at each level of consideration. The Chair of the Board shall have the discretion to recognize individuals and groups, when the Chair deems appropriate, who have not made a request to the Secretary of the University in accordance with the procedures set forth in this paragraph.

(b) When the request involves an administrative decision not normally reviewable by the Board, the request also shall show affirmatively that a substantial injustice has been or may be suffered or that there has been a substantial failure of due process in the consideration of the issue presented to the Administration. (The sole fact that the petitioner's request has been rejected by the Administration is not sufficient reason for the Board to review it.)

C. Conduct of Meetings

1. Open Meetings

(a) The Board shall conduct open meetings in accordance with the Open Public Meetings Act.

(b) Where action is the subject of concern or dispute, the Chair or the President shall explain the basis of such action.

(c) Any organization, group, or individual from within or without the University may be recognized to be heard only on agenda action items approved in accordance with Section I.B above and that will be voted on by the Board of Governors at that meeting. Motions to go into closed session, to go into recess, and to adjourn shall not be considered agenda action items on which an individual may speak. If an individual requests to speak on an action agenda item scheduled to be on the Board's consent agenda, said action agenda item will be moved from the consent agenda. These requests to be heard shall have been registered with the Secretary of the University at least 24 hours before the meeting at which the Board will take action on the agenda item. Presentations shall be subject to reasonable time limits, which shall generally be two minutes per presentation.

2. Closed Meetings

(a) Closed meetings shall be held only under circumstances and conditions in said Act.

II. OFFICERS OF THE BOARD AND THEIR DUTIES

- A. The officers of the Board shall be a Chair, a Vice Chair, a Secretary, an Associate Secretary, and a Treasurer. The Chair and Vice Chair shall be voting Governors.
- B. The Chair shall preside over meetings of the Board and shall be a voting member of all committees. The Chair shall serve for no more than three successive one-year terms.
- C. The Vice Chair shall act as Chair in the absence of the Chair.
- D. The Secretary of the University shall attend all meetings of the Board, act as its clerk and record all votes and the minutes of all proceedings to be kept for archival purposes; shall perform like duties for the committees of the Board; shall give notice of all meetings of the Board and of its committees; and shall perform such other duties as may be prescribed by the Board or the Chair. In the absence of the Secretary, the Associate Secretary shall perform such duties. For administrative purposes, the Secretary of the University will report to the President, and the Associate Secretary of the University will report to the Secretary of the University.
- E. The Treasurer of the Board shall be the chief fiscal officer of the Board. The Treasurer shall render to the Board regular reports of the financial condition of the University and shall perform such other duties for the Board as may be prescribed by the Board or the Chair.
- F. For any reason that the Board may deem sufficient, it may delegate the powers and duties of any officer of the Board to any other officer of the Board, or to any Governor, for the time being.

III. OFFICERS OF RUTGERS, THE STATE UNIVERSITY AND THEIR DUTIES

- A. The Officers of the University shall be a President; a Senior Vice President for Academic Affairs; an Executive Vice President for Finance and Administration and University Treasurer (who serves as the University's Chief Financial Officer); an Executive Vice President for Strategic Planning and Operations and Chief Operating Officer; a Chancellor, Rutgers University–New Brunswick; a Chancellor, Rutgers Biomedical and Health Sciences and Executive Vice President for Health Affairs; a Chancellor, Rutgers University–Newark; a Chancellor, Rutgers University–Camden; a Secretary of the University; a Senior Vice President for External Affairs; a President of the Rutgers University Foundation and Executive Vice President for Development and Alumni Relations; a Senior Vice President for Research and Economic Development; a Senior Vice President and General Counsel; and such other officers as the President, in consultation with the Board, may determine.
- B. The President shall have such duties as are or may be prescribed by law, University Policies and Regulations, and the Board.
- C. The President, the Senior Vice President for Academic Affairs, the Executive Vice President for Finance and Administration and University Treasurer, and the Executive Vice President for Strategic Planning and Operations and Chief Operating Officer or their designees, shall execute contracts on behalf of Rutgers, The State University of New Jersey. The

Chancellor, Rutgers University–New Brunswick, the Chancellor, Rutgers Biomedical and Health Sciences and Executive Vice President for Health Affairs, the Chancellor, Rutgers University–Newark, the Chancellor, Rutgers University–Camden, or their designees, shall execute contracts on behalf of their respective campuses. All such persons shall be custodians of the deeds, securities and other documents, and monies of Rutgers, The State University. The Executive Vice President for Finance and Administration and University Treasurer, or his or her designees, shall make disbursements from the funds which are under the control and management of the Board by check or by an alternative form of electronic payment. Checks shall be signed personally or by facsimile by the Executive Vice President for Finance and Administration and University Treasurer, an Associate Treasurer, or by an Assistant Treasurer. Non-aggregated discretionary payments valued at \$1 million or greater shall be approved at the invoice level by the Executive Vice President for Finance and Administration and University Treasurer and, in addition, by any one (1) of the following University Officers: the Chair of the Board of Governors, President, Senior Vice President for Academic Affairs, Executive Vice President for Strategic Planning and Operations and Chief Operating Officer, or Secretary of the University.

D. Senior Vice President and General Counsel. The Senior Vice President and General Counsel shall have the duty to manage and supervise all legal affairs for the University, shall serve as the general legal officer of the Board of Governors and the University, and shall serve as legal adviser to the Board of Governors, to the President, and to other administrative officers of the University. The Senior Vice President and General Counsel shall, in general, give advice on specific matters and represent the University and the Board of Governors in all legal proceedings, and has the responsibility and authority to designate outside counsel to fulfill these functions as needed.

E. Other officers of the University shall have such duties as may be prescribed by law or by the Board or the President in conformance with law and University Policies and Regulations.

F. For any reason that the Board may deem sufficient, it may delegate the powers and duties of any officer of the University to any other person, including another officer of the University and any Governor, for the time being.

IV. COMMITTEES OF THE BOARD

A. General

1. Membership. Except as otherwise provided, (a) committees shall consist of such numbers of voting Governors, voting Trustees, and representatives of the University Senate elected to either Board as the Board of Governors shall determine; (b) the Chair of each Board shall name the candidates from his or her respective board, and the Chair of the Board of Governors shall then appoint the membership from these candidates; and (c) the Chair of the Board of Governors shall designate each committee chair, except as noted in Section IV.D.2. In the event of a breach of confidentiality, a Member may be removed from governing board committees and the governing boards.

2. Open Meetings. When a committee has been delegated power to act in the name of the Board, action shall be taken only at a meeting open to the public of which notice has been given in conformance with the said Open Public Meetings Act.

B. Standing Committees. The standing committees shall be:

1. Committee on Audit. This committee, which shall meet a minimum of five times per year, or as requested by the Chair, shall advise the Board concerning all appropriate audit and accounting matters. Members of the committee shall meet alone at least once with the University's independent auditors to receive their report on their findings at the conclusion of the annual audit of the University. The Committee on Audit shall recommend to the Board of Governors, with input from the University's financial management, the appointment of the University's Chief Audit Executive of the University's Internal Audit Department as well as the appointment of the external audit firm. The Chief Audit Executive shall report to the Committee on Audit functionally, and to the Senior Vice President and Chief Enterprise Risk Management, Ethics, and Compliance Officer administratively, and will have direct access to the President and Board of Governors, when necessary. The committee shall be furnished by the Executive Vice President for Finance and Administration and University Treasurer with reports on any significant fiscal matters. It shall be kept informed by the officers of the corporation of any irregularities or need for changes in fiscal procedures which may become known to them. The Executive Vice President for Finance and Administration and University Treasurer shall report to the committee all recommendations of the independent auditors and shall state with reasons agreement or disagreement with such recommendations. The Senior Vice President and Chief Enterprise Risk Management, Ethics, Audit and Compliance Officer shall furnish the committee with internal compliance reports, including the content and status of hotline complaints. The University's Chief Audit Executive of the University's Internal Audit Department shall furnish the committee with the annual internal audit workplan, internal audit reports and the corresponding responses from management.

2. Committee on Finance and Facilities. This committee shall be kept informed on, consider proposals for, and make recommendations to the Board with respect to the fiscal affairs and facility needs of the University. Unless the Board determines otherwise, every proposal for significant expenditure of funds beyond ordinary operations shall be submitted to the committee for review before consideration by the Board. The committee shall have oversight of the University's: (a) capital planning and capital financing activities; (b) debt management and derivative policies; (c) need for public and private funds; (d) annual operating budgets; (e) development activities; (f) facility needs with respect to the real estate, buildings, grounds and equipment owned, possessed, occupied or utilized by the University; (g) other matters related to the preservation and maintenance of physical plant assets; and (h) policy for the naming of University divisions, campuses, and other facilities and shall recommend specific names therefore.

The committee may recommend to the Board, subject to the consent of the Board of Trustees with respect to buildings, grounds, and other property of which the Board of Trustees has control pursuant to Rutgers, The State University Law enacted in 1956 (N.J.S.A. 18A:65-1 et

seq.), the acquisition, sale or other disposition or use of real estate or buildings by purchase, exchange, sale or lease, and the alteration, improvement, erection or construction of buildings or equipment.

3. Committee on Academic and Student Affairs. This committee shall conduct a continuing study of the University's organizational and educational effectiveness and shall advise the Board on immediate action and long-term plans to determine and advance the instructional, research, and public service missions of the University. It shall: (a) have general oversight of the educational programs of the University; (b) consider tenure appointments and promotions of academic personnel and make recommendations to the Board with respect thereto; (c) review and make recommendations to the Board of Governors of persons who are of acknowledged distinction or high professional attainment to receive honorary degrees or serve as Commencement Speaker; (d) anticipate contingencies that might hamper performance of the University's missions and inform the Board of them; and (e) review programs and services in student affairs and other areas of the University that support the quality of student life and that contribute to ensuring a positive multicultural environment.

Student complaints, grievances, and petitions are addressed by the University through established institutional policies and are not within the scope of duties for which this committee is responsible.

4. Governors Executive Committee. This committee shall conduct a continuing study of the compensation of the President, and shall review the performance of and determine the salary of the President. This committee shall also review the President's recommendations on the appointments of University Officers as defined in Section III.A. of the Bylaws, and shall present in the form of a resolution the initial appointment of an individual to a position as a University Officer for approval by the full Board of Governors. The President shall review with the committee the performance measures and targets and his assessments of the performance of the University Officers, Vice Presidents, Chancellors, and other senior executive officers and his recommendations on their compensation (including the amounts, types, and components of any compensation plan). This committee shall nominate members of the Board of Governors or Board of Trustees for appointment by the Board of Governors to the Rutgers-Camden campus board of directors as more fully described in Section V. of these Bylaws. This committee shall receive regular and comprehensive updates on state and federal legislative matters and shall review and endorse new or revised University Policies for action by the Board. This committee shall also be responsible for all matters related to Board governance, including amendments to the Bylaws as well as presenting at the annual meeting a slate of candidates for officers of the Board and of the corporation to be elected or appointed for the following fiscal year. The Chair of the Board, or any other committee member, shall not vote in cases where his or her name has been placed in nomination.

5. Committee on Intercollegiate Athletics. This committee shall act in an advisory capacity to the President and the Board of Governors on matters related to intercollegiate athletics at Rutgers University-New Brunswick, Rutgers University-Newark and Rutgers University-Camden. The committee shall exercise oversight and broad policy formulation on all aspects of

intercollegiate athletics including academic integrity; the overall development of student athletes; compliance with University, NCAA, and governmental regulations; and gender equity, financial, facilities, fundraising, and public relations matters. This committee shall also evaluate the overall goals and objectives of the athletics programs and recommend ways in which Athletics can continue to serve the overall mission and goals of the University.

6. Committee on Health Affairs. This committee shall review and report to the Board of Governors on matters concerning the health care services provided by all schools and programs at the University, including but not limited to: Cancer Institute of New Jersey, School of Nursing in Newark and New Brunswick, School of Nursing–Camden, New Jersey Medical School, Rutgers School of Dental Medicine, Robert Wood Johnson Medical School, School of Health Related Professions, School of Pharmacy, School of Public Health, ~~and University Behavioral Health Care, and Rutgers Health~~. For all schools and programs, this committee shall review and recommend for Board action such matters as may be appropriate and as are identified in the Board’s Charge to the Committee on Health Affairs.

C. Ad Hoc Committees. Ad hoc committees may be created by the Chair with the approval of the Board.

D. Joint Committees.

1. Joint committees may be created by the Board of Governors and the Board of Trustees.

2. Committee on Investments. This committee, which shall meet at least quarterly, shall consist of four Governors and four Trustees of whom one shall be designated as chair by the Chair of the Board of Trustees. It shall oversee the investment of funds and monetary assets under the control and management of the respective Boards and advise each on the policy and procedure with respect thereto, including retention of investment advisers and oversight of the adviser’s function in accordance with the University’s Investment Policy.

V. APPOINTMENTS TO RUTGERS–CAMDEN CAMPUS BOARD OF DIRECTORS

1. Pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, P. L. 2012, Chapter 45, Section 26, Item (b), (N.J.S.A. 18A:65-14.6), the Board of Governors shall appoint three members to the Rutgers University–Camden campus board of directors. These appointments shall be made from among the members of the Board of Governors and Board of Trustees, as determined by the Board of Governors. Directors shall be appointed to the Camden campus board of directors from among those Governors or Trustees nominated by the Governors Executive Committee, which shall nominate sufficient Governors or Trustees to fill three positions, including vacant positions as may arise. The term of office of a member appointed by the Board of Governors shall be coterminous with the member’s term on the Board of Governors or Board of Trustees, as the case may be. Governors or Trustees appointed to serve on the Camden campus board of directors shall serve the interests of the University and promote the development of the Camden campus consistent with the powers and limitations prescribed by law and as set forth in University policy, including applicable conflict of interest,

and ethics requirements. Vacancies on the Camden campus board of directors shall be filled in the same manner as the original appointments. Governors or Trustees serving on the Camden campus board of directors shall report to the Board of Governors concerning the operations and programs of Rutgers University–Camden in such manner and frequency, but not less than twice per fiscal year, as the Board of Governors shall determine.

VI. FISCAL YEAR

The fiscal year shall be from July 1 through June 30.

VII. BYLAWS AMENDMENTS

These Bylaws may be altered, amended or repealed by majority vote of the Board at any regular, annual, or special meeting provided that five days' notice of the proposal shall have been given.

Adopted November 12, 1956. Amended: July 6, 1960; July 10, 1961; July 9, 1962; November 19, 1971; June 11, 1976; July 14, 1978; December 8, 1978; September 14, 1979; June 12, 1981; September 11, 1981; November 12, 1982; December 8, 1989; June 12, 1990; July 12, 1991; October 11, 1991; April 10, 1992; October 14, 1994; October 9, 1998; April 12, 2002; November 8, 2002; February 13, 2004; July 14, 2006; June 12, 2008; December 12, 2008; February 26, 2009; June 25, 2009; June 22, 2010; December 14, 2012; July 11, 2013; October 2, 2013; June 19, 2014; July 16, 2014; July 16, 2015; February 3, 2016; February 8, 2017; June 19, 2019; April 7, 2020.



PROPOSED RESOLUTION
APPROVING REVISIONS TO UNIVERSITY POLICY SECTION 50.2.1:
SENATE – MEMBERSHIP AND ORGANIZATION

WHEREAS, University Policy 50.2.1: Senate – Membership and Organization was last revised on July 1, 2013 by Resolution of the Board of Governors, of Rutgers, The State University of New Jersey, to include necessary changes after the New Jersey Medical and Health Science Education Restructuring Act integrated most of the schools and units of the former University of Medicine and Dentistry of New Jersey into Rutgers University; and

WHEREAS, the University Structure and Governance Committee of the Rutgers University Senate subsequently proposed that adjustments be made to align the policy with current position titles and academic unit nomenclature, to increase the number of Senators representing University staff and alumni, to modify the composition of the Executive Committee of the University Senate, to implement phrasing and capitalization consistency throughout the policy, and to reformat the policy in alignment with current guidelines; and

WHEREAS, following the affirmative voting of the majority of members of the Rutgers University Senate it was approved to undertake the aforementioned policy updates; and

WHEREAS, following subsequent affirmative voting of the majority of members of the Rutgers University Senate it was approved to increase the number of Senators representing the University Libraries to two and to align and document the terms of Senators representing faculty, staff, University libraries, and alumni at three years beginning on July 1 of the respective term; and

WHEREAS, on March 10, 2020, with the endorsement of Senior Vice President for Academic Affairs Barbara A. Lee, the Board of Governors Committee on Academic and Student Affairs reviewed the attached proposed revisions to Policy Section 50.2.1: Senate – Membership and Organization, 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, approves the attached Policy Section 50.2.1: Senate – Membership and Organization, with deletions shown in strikeout and additions underlined, effective immediately.

Attachment: Proposed Revisions to Policy 50.2.1: Senate – Membership and Organization

Board of Governors
Rutgers, The State University
of New Jersey
April 7, 2020

RUTGERS UNIVERSITY POLICY

Section: 50.2.1

Section Title: University Senate

Policy Name: Senate—Membership and Organization

Formerly: Book 2.2.1

Approval Authority: Board of Governors

Responsible Executive: Executive Vice President for Academic Affairs

Responsible Office: Office of Academic Affairs

Originally Issued: 1959

Revisions: 12/10/1999; 6/9/2005; 2/28/2013; 7/1/2013

Errors or Changes? Contact: policies@oaa.rutgers.edu

<u>Policy Name:</u>	Senate – Membership and Organization				
<u>Section #:</u>	50.2.1	<u>Section Title:</u>	Governance & Legal Matters: University Senate	<u>Formerly Book:</u>	2.2.1
<u>Approval Authority:</u>	Board of Governors	<u>Adopted:</u>	1959	<u>Reviewed:</u>	04/07/2020
<u>Responsible Executive:</u>	Senior Vice President for Academic Affairs	<u>Revised:</u>	12/10/1999; 06/09/2005; 02/28/2013; 07/01/2013; 04/07/2020		
<u>Responsible Office:</u>	Office of the Senior Vice President for Academic Affairs	<u>Contact:</u>	svpaa@oq.rutgers.edu		

1. Policy Statement

This policy is intended to inform those members of the Rutgers community interested in becoming University Senators, as well as those responsible for conducting elections of University Senators. It also informs the Rutgers administration and community regarding the representation and election of the University Senate Members.

2. Reason for Policy

This policy codifies eligibility of members of the Rutgers community to become members of

~~All regulations and procedures are subject to amendment.~~

All policies are subject to amendment. Please refer to the Rutgers University Policy Library website (policies.rutgers.edu) for the official, most recent version.

the University Senate and guides Rutgers units in understanding how they are represented in the activities of the Senate.

3. **Who Should Read This Policy**

- All members of the Rutgers University community

4. **Related Documents/Resources**

4.

University Policy 10.1.2: Academic Matters—Academic Units

University Policy 50.2.2: University Senate – Duties and Powers

University Policy 50.2.3: University Senate – Procedures

University Policy 60.5.2: Faculty—Academic Titles and Rank Equivalencies for Tenured, Tenure-Track and Non-Tenure Track Faculty

[Rutgers University Senate](https://senate.rutgers.edu) – Phone 848-932-7642

<https://senate.rutgers.edu>

5. **Definitions**

Contacts

Rutgers University Senate—Phone 848-932-7642-

<https://senate.rutgers.edu>

1. The term "faculty member" as used in paragraphs A(1), A(2), A(3), A(4), A(5), and A(6) with respect to eligibility to vote for a representative and/or to be elected to the Senate shall refer to tenure-track, non-tenure-track, and clinical faculty members of the University (other than part-time lecturers) holding the ranks defined in Policy Section 60.5.2 A and B of the University Policy Library.
2. The term "faculty member" as used in paragraphs A(2) and B(1)-(6) with respect to being counted for the purpose of determining the entitlement of a unit shall refer to all budgeted instructional, research, clinical, and extension faculty lines assigned to each faculty, school, and division of the University in the fall semester of each academic year.
3. The term "part-time lecturers" as used in Definitions (1), and in paragraphs A(5) and B(1) with respect to eligibility to vote for a representative and/or to be elected to the Senate, shall refer to lecturers hired on a semester/course basis. All part-time lecturers employed by the University at the time of the election are eligible to vote in their respective major campus elections. Those who have taught at the University for at least three semesters during the last three calendar years are eligible to serve.
4. The term "full-time-equivalent student" as used in paragraphs B(1), B(2), B(3), B(4), and C shall be defined as the number of full-time students plus two-fifths the number of part-time students matriculated in each school in the fall semester of each academic year.
5. The term "Graduate Schools" as used in paragraphs A(2) and B(4) shall refer to the School of Graduate Studies, the Graduate School–Newark, and the Graduate School–Camden.

All regulations and procedures are subject to amendment.

All policies are subject to amendment. Please refer to the Rutgers University Policy Library website (policies.rutgers.edu) for the official, most recent version.

6. The term "staff" as used in paragraphs A(1), A(9) and E(1) with respect to eligibility to vote and/or be elected to the Senate shall refer to full-time employees of the University who are not faculty members as defined in Definitions (1) and (3).

5.6. The Policy:

50.2.1 MEMBERSHIP AND ORGANIZATION OF THE SENATE

A. Definitions

1. ~~The term "faculty member" as used in paragraphs B(1), B(2), B(3), B(4), B(5), and B(6) with respect to eligibility to vote for a representative and/or to be elected to the Senate shall refer to full-time tenure-track, non-tenure-track, and clinical faculty members of the University (other than part time lecturers) holding the rank of professor, associate professor, assistant professor, instructor, lecturer or the equivalent academic ranks as defined in Policy Section 60.5.2 A and B of the University Policy Library.~~
2. ~~The term "faculty member" as used in paragraphs B(2) and C(1) (6) with respect to being counted for the purpose of determining the entitlement of a unit shall refer to all budgeted instructional, research, clinical, and extension faculty lines assigned to each Faculty, college, school and division of the University in the fall semester of each academic year.~~
~~The term "part time lecturers" as used in paragraph A(1), and in paragraphs B(5) and C(1) with respect to eligibility to vote for a representative and/or to be elected to the Senate, shall refer to lecturers hired on a semester/course basis. All part-time lecturers employed by the University at the time of the election are eligible to vote in their respective major campus elections. Those who have taught at the University for at least three semesters during the last three calendar years are eligible to serve.~~
3. ~~The term "full-time equivalent student" as used in paragraphs C(1), C(2), C(3), C(4), and D(1) shall be defined as the number of full-time students plus two-fifths the number of part-time students matriculated in each school or college in the fall semester of each academic year.~~
4. ~~The term "Graduate Schools" as used in paragraphs B(2) and C(4) shall refer to the School of Graduate Studies, the Graduate School—Newark, the Graduate School—New Brunswick, and the Graduate School—Camden, and the Graduate School of Biomedical Sciences.~~
5. ~~The term "part-time lecturers" as used in paragraphs B(5) and C(1) with respect to eligibility to vote for a representative and/or to be elected to the Senate shall refer to lecturers hired on a semester/course basis. All part-time lecturers employed by the university at the time of the election are eligible to vote in their respective campus elections. Those who have taught at the University for at least three semesters during the last three calendar years are eligible to serve.~~
6. ~~The term "annuals" as used in paragraphs B(5) and C(1) with respect to eligibility~~

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~~to vote for a representative and/or to be elected to the Senate shall refer to non-tenure track faculty hired on a part-time basis for a calendar or academic year.~~

7. ~~The term "staff" as used in paragraphs B(1), and B(9) and paragraph F(1) with respect to eligibility to vote and/or be elected to the Senate shall refer to full-time employees of the uUniversity who are not faculty members as defined in paragraph A (1), (5) or (6) and A(3).~~

~~B.A.~~ Membership and procedures

1. The voting members of the University Senate shall be the ~~fFaculty sSenators~~, elected by and from the faculty members of the faculties, colleges, schools, major campuses, and other units of the University as described in paragraphs ~~CB(1)-(5), the sStudent sSenators as described in paragraph DC, 1420~~ representatives from among the staff, and six~~eight~~ representatives elected by the Rutgers University Alumni Association. ~~The President of the University, the ExecutiveSenior Vice President for Academic Affairs, the SeniorExecutive Vice President for Finance and Administration and University Treasurer, the Chancellor-New Brunswick, the Chancellor-Rutgers Biomedical and Health Sciences, the Chancellor-Newark, the Chancellor-Camden, the Chancellor-Biomedical and Health Sciences, the Chancellor-New Brunswick, the Vice President for Information Services and University Librarian, and one additional member of the administrative staff to be named by the President shall also be voting members of the Senate. The immediate past chairperson of the University Senate, if not already serving as an elected Ssenator, shall remain a voting Ssenator for one further year. The Senate may also appoint non-voting members.~~
2. ~~By December 1 of each year, Tthe President of the University or the President's designee shall certify to the Executive Secretary of the University Senate the number of faculty members and full-time-equivalent students in each unit and the number of members and associate members of the graduate faculties on December 1 of each year for the purpose of determining the faculty representation for the following academic year. A faculty member shall be counted only in the unit to which the faculty member's faculty line is budgeted, with the exception that a member of the faculty of one of the regionalmajor campus graduate schools will be counted as a faculty member of that graduate school in accordance with paragraph CB(4) below, in addition to the faculty member's home division.~~
3. The election of ~~fFaculty sSenators~~ shall be in accordance with their unit's bylaws and shall be at-large within each unit unless otherwise provided in the unit's bylaws. ~~When representatives are elected at-large for a major campus, the elections shall be conducted by the Office of the Executive Vice President for Academic Affairs (in New Brunswick), or the respective sChancellor's' Oeoffices in Newark and Camden. Each major campus shall have the option of conducting elections of at-large fFaculty Senators through action of its respective campus-wide faculty body/group in lieu of campus-wide elections.~~
4. For the purpose of voting for a representative to the University Senate and/or being elected to the University Senate, a faculty member, excluding members of the graduate faculties, shall have eligibility to vote and/or to be elected in the

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unit in which the largest share of the faculty member's line is budgeted, providing that in the event a line is equally distributed between or among academic units, such faculty member shall choose and thereafter continue to be associated with the chosen unit for the purposes set forth in this paragraph.

5. Faculty ~~s~~Senators shall normally serve a term of three years. The terms of ~~f~~Faculty ~~s~~Senators shall be specified by the Executive Committee of the Senate in accordance with the principle that approximately one-third of the terms of ~~f~~Faculty ~~s~~Senators from each unit shall end each year, without excluding the possibility of re-election. The term of ~~f~~Faculty ~~s~~Senators shall begin on July 1. Senators representing part-time lecturers ~~and annuals~~ shall be elected annually by vote of part-time lecturers ~~and annuals~~. The term of part-time lecturer/~~annual~~ representatives will be for a period of one year and will begin on July 1.
6. When an elected ~~f~~Faculty ~~s~~Senator leaves the unit from which the senator is elected, the respective Senate seat shall be deemed vacant. When an elected ~~f~~Faculty ~~s~~Senator assumes a new position within the unit from which the senator is elected (i.e., a position other than that of a faculty member as defined in ~~section A-Definitions~~ above), then the Senate seat shall be declared vacant if the senator is not eligible to be elected to the Senate from the new position in accordance with the respective unit's bylaws at the time the senator assumes the new position. Vacancies when this occurs shall be filled in accordance with the respective unit's bylaws.
7. All matriculated students at the University shall be eligible to vote for and to be elected as ~~s~~Student ~~s~~Senators. The time, place, and manner of the election of ~~s~~Student ~~s~~Senators shall be determined by the student governing body in each of the schools and colleges of the University. Student ~~s~~Senators shall serve for a term of one year without excluding the possibility of re-election. When an elected ~~s~~Student ~~s~~Senator leaves the unit from which the senator is elected, the respective Senate seat shall be deemed vacant, and the vacancy shall be filled in accordance with the respective student governing body's bylaws. Student Senators shall have full rights to participate in the affairs of the Senate, including voting and holding office. The term of ~~s~~Student ~~s~~Senators shall begin on July 1.
8. The presidential nomination of one member of the administrative staff shall be for a term of one year and shall be forwarded to the Executive Secretary of the University Senate by June 15 each year. When individuals hold multiple titles of administrative positions which are included in paragraph ~~BA~~(1) for membership in the Senate or when vacancies exist in administrative positions which are included in paragraph ~~AB~~(1) for membership in the Senate, the President of the University, in consultation with the individual holding multiple titles in the unit may designate another administrative member of that unit to serve in lieu of the affected positions as members of the ~~s~~Senate until the titles are separately held or the vacancies filled. The names of designees shall be forwarded to the Executive Secretary of the University Senate.
9. The ~~44~~20 staff representatives will be elected at-large from their respective campuses, with seven senators representing New Brunswick, six senators representing Rutgers Biomedical and Health Sciences, four Ssenators representing Newark, and three Ssenators representing Camden. _Staff

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~~s~~Senators will serve for a term of ~~two~~three years starting on July 1. When vacancies exist among these ~~S~~senators, new representatives will be elected to finish their term.

10. When an elected senator will be on leave for a period of one semester or more, that senator shall inform the Executive Secretary of the University Senate and the dean (or the chancellor if an at-large senator) that the senator will be on leave and state whether or not the senator can attend to Senate business during that time; the dean (or chancellor) will then seek the advice of that faculty or student governing body, as appropriate, as to whether or not they wish to have a replacement elected according to the bylaws of that unit for the period of the leave of the regularly elected senator.

11. The dean of each faculty, ~~and school and college~~ shall be a non-voting *ex-officio* member of the Senate with voice.

- ~~11.~~12. Senators representing alumni shall serve for terms of three years starting on July 1.

G.B. Faculty Representation

1. The University Senate shall have its faculty membership distributed among the units of the University in proportion to the number of faculty members or full-time-equivalent students in each unit as provided in paragraph ~~CB~~(2) through ~~BC~~(6) below, to be elected in accordance with each unit's bylaws. In addition, each of the ~~three~~four geographic major campuses shall be represented by three senators-at-large and ~~one~~two senators-at-large representing part-time lecturers and ~~annuals~~.
2. Each undergraduate and graduate professional college or school (except those listed in (3) below) shall be entitled to the larger number of ~~#~~Faculty ~~s~~Senators based upon: (a) one senator for each 60 budgeted faculty lines or major fraction thereof, or, (b) one senator for each 800 full-time-equivalent students or major fraction thereof, except that: (i) each college or school shall be entitled to at least one representative; (ii) for a college or school whose entitlement has reached 10 ~~#~~Faculty ~~s~~Senators, further entitlement shall be based on the larger number of ~~#~~Faculty ~~s~~Senators based upon: (a) one senator for each 120 budgeted faculty lines or major fraction thereof, or (b) one senator for each 1600 full-time-equivalent students or major fraction thereof; and (iii) the maximum number of ~~#~~Faculty ~~s~~Senators for each college or school shall be 20. This provision applies to those undergraduate and graduate and professional colleges or schools not specifically included in ~~CB~~(3) below.
3. Faculty representation in units that share faculty (the Faculty of Arts and Sciences—~~Newark~~, the ~~Newark College of Arts and Sciences~~School of Arts and Sciences—Newark, University College—~~Newark~~, the Faculty of Arts and Sciences—~~Camden~~, Camden College of Arts and Sciences, and University College—~~Camden~~) shall be the larger number based on the same formula as provided in ~~CB~~(2), and the number for each campus shall be distributed as follows: one-half to the colleges and one-half to the faculty or faculties (in case the number is uneven, the extra senator is to be assigned to the faculty or faculties); for the colleges, the number is to be divided among the appropriate units on each campus in proportion to full-time-equivalent student enrollment,

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except that each college shall have at least one representative; for the faculties of a campus, the number is to be divided in proportion to faculty lines, except that each faculty shall have at least one representative.

4. The graduate schools shall be entitled to a number of ~~f~~Faculty ~~s~~Senators which is the greater of: (a) one senator for each 60 budgeted faculty lines or major fraction thereof plus one senator for each additional 267 members and associate members of that graduate school faculty or major fraction thereof, or (b) one senator for each 800 full-time-equivalent students, or major fraction thereof, except that: (i) for a graduate school whose entitlement has reached 10 ~~f~~Faculty ~~s~~Senators, further entitlement shall be based upon the greater of: (a) one senator for each 120 budgeted faculty lines or major fraction thereof plus one senator for each additional 533 members and associate members of that graduate school faculty or major fraction thereof, or (b) one senator for each 1200 full-time-equivalent students, or major fraction thereof; and (ii) the maximum number of ~~f~~Faculty ~~s~~Senators for each graduate school shall be 20.
5. The University Libraries shall be represented by ~~one~~two senators ~~for each 60 budgeted faculty lines or major fraction thereof~~with the title Librarian who shall serve for a term of three years starting on July 1.
6. Other research and academic units on a major campus shall collectively comprise one unit (for the purpose of Senate representation) which shall be entitled to one senator for each 60 budgeted faculty lines or major fraction thereof. This provision shall include the research and academic units as maintained on a current listing by campus in the Office of Institutional Research and Academic Planning, as provided in University Policy Section 10.1.2: Academic Units of University Policies, unless such units are otherwise provided for above, plus any faculty lines budgeted to the Division of Continuing Studies.

~~D.C.~~ Student Representation

One ~~s~~Student ~~s~~Senator shall be elected for each 1200 full-time-equivalent students, or major fraction thereof, of each school or college offering degrees, except that: (i) each school or college shall be entitled to at least one student representative; (ii) for a school or college whose entitlement has reached 10 ~~s~~Student ~~s~~Senators, further entitlement shall be based on one senator for each 2400 full-time-equivalent students or major fraction thereof; and (iii) the maximum number of ~~s~~Student ~~s~~Senators for each school or college shall be 20.

~~E.D.~~ Officers

1. The elected officers of the Senate shall consist of a ~~e~~Chairperson and ~~v~~Vice-~~e~~Chairperson who shall be elected from among the voting membership of the Senate. The officers of the Senate shall assume office on July 1 following the date of their election and shall serve a period of one year.
2. The ~~e~~Chairperson of the Senate shall serve for no more than three consecutive one-year terms.

~~F.E.~~ Executive Committee

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1. ~~_____~~ There shall be an Executive Committee of the Senate consisting of the ~~eChairperson, vVice eChairperson, fivesix~~ faculty members, ~~threefour~~ student members, one part-time lecturer/~~annual representative member~~, one staff ~~representativemember~~, and one alumni member elected from the Senate. All members of the Executive Committee must be voting ~~S~~senators. One faculty ~~representativemember~~ shall be elected from each major campus with the additional members elected at large. One student ~~representativemember~~ shall be elected from each major campus. ~~The immediate past chairperson of the Senate shall become an additional member of the Executive Committee, with vote, for one year following the member's chairpersonship. If not serving as the current Chair of the Senate, the Chair from the preceding year becomes the Immediate Past Chair and serves for one year as an additional voting member of the Executive Committee.~~ Members of the Executive Committee shall assume office on July 1 following the date of their election, and shall serve for a period of one year.
- 4.2. ~~_____~~ The Executive Committee shall be responsible for coordinating the activities of the Senate and its committees, exercising such powers as the Senate may delegate to it and acting on its behalf between meetings of the Senate. ~~At least one representative from each major campus (Camden, Newark, and New Brunswick) shall be elected to serve on the Executive Committee. If the Executive Committee deems a member to be excessively absent from its meetings, it may request that member's resignation or recall from the Executive Committee. Vacancies on the Executive Committee shall be filled by the Executive Committee nominating a replacement, which shall be voted upon by the Senate at its next meeting. Other nominations may be made from the floor at that time. If a vacancy occurs on the Executive Committee, a replacement will be appointed by the Executive Committee as soon as possible. The Executive Committee should then advance that appointment to the Senate, to be voted upon at the next meeting of the Senate.~~

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**PROPOSED RESOLUTION
ESTABLISHING THE MASTER OF APPLIED BEHAVIOR ANALYSIS
DEGREE PROGRAM AT THE GRADUATE SCHOOL
OF APPLIED AND PROFESSIONAL PSYCHOLOGY**

WHEREAS, the Graduate School of Applied and Professional Psychology at Rutgers, The State University of New Jersey, seeks to establish a Master of Applied Behavior Analysis degree program; and

WHEREAS, there is demand for a master's program that prepares graduates to become eligible for professional certification as behavior analysts; and

WHEREAS, the proposed degree program has been reviewed by external consultants who have recommended its approval, and resources to launch the program are being provided; and

WHEREAS, the proposed program has been approved by the Faculty and Dean Francine Conway of the Graduate School of Applied and Professional Psychology, Chancellor of Rutgers University–New Brunswick Christopher J. Molloy, Senior Vice President for Academic Affairs Barbara A. Lee, and University President Robert L. Barchi; and

WHEREAS, on March 10, 2020, the Committee on Academic and Student Affairs reviewed the proposal establishing the Master of Applied Behavior Analysis 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 Applied Behavior Analysis (M.A.B.A.) degree program, to be offered by the Graduate School of Applied and Professional Psychology; 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 Applied Behavior Analysis degree program by the Board of Governors, the proposal shall be forwarded to the New Jersey Presidents' Council for action.

Board of Governors
Rutgers, The State University
of New Jersey
April 7, 2020



**PROPOSED RESOLUTION
ESTABLISHING THE OCCUPATIONAL THERAPY DOCTORATE
DEGREE PROGRAM AT THE SCHOOL OF HEALTH PROFESSIONS**

WHEREAS, the School of Health Professions at Rutgers, The State University of New Jersey, seeks to establish an Occupational Therapy Doctorate degree program; and

WHEREAS, this program will prepare practitioners to meet the growing demand for occupational therapists; 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 being provided; and

WHEREAS, the proposed program has been approved by the Faculty and Dean of the School of Health Professions Gwendolyn M. Mahon, Chancellor of Rutgers Biomedical and Health Sciences Brian L. Strom, Senior Vice President for Academic Affairs Barbara A. Lee, and University President Robert L. Barchi; and

WHEREAS, on March 10, 2020, the Committee on Academic and Student Affairs reviewed the proposal establishing the Occupational Therapy Doctorate 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 Occupational Therapy Doctorate (O.T.D.) degree program, to be offered by the School of Health Professions; 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 Occupational Therapy Doctorate degree program by the Board of Governors, the proposal shall be forwarded to the New Jersey Presidents' Council for action.

Board of Governors
Rutgers, The State University
of New Jersey
April 7, 2020



**PROPOSED RESOLUTION
APPROVING CHANGES TO
UNIVERSITY PHYSICIAN ASSOCIATES OF NEW JERSEY, INC.'S
CORPORATE STRUCTURE AND RELATIONSHIP WITH NEW JERSEY MEDICAL SCHOOL**

WHEREAS, in October 1990, the former University of Medicine and Dentistry of New Jersey ("UMDNJ") entered into an Affiliation Agreement with University Physician Associates of New Jersey, Inc. a New Jersey non-profit corporation ("UPA") pertaining to the operation of New Jersey Medical School's ("NJMS") faculty practice program (as amended in 1998 and again in 2008, the "UPA Affiliation Agreement"); and

WHEREAS, as a result of the integration of most of the units of the former UMDNJ (including NJMS) into Rutgers, The State University of New Jersey ("Rutgers" or "University") pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, P.L. 2012, c. 45, Rutgers assumed UMDNJ's rights and obligations as set forth in the UPA Affiliation Agreement; and

WHEREAS, in August 2016 Rutgers and UPA amended the terms of the UPA Affiliation Agreement and agreed that the UPA Affiliation Agreement between Rutgers and UPA would expire on June 30, 2020, subject to certain limited post-termination obligations; and

WHEREAS, in July 2018 Rutgers entered into an affiliation with RWJ Barnabas Health, Inc., a New Jersey nonprofit corporation ("RWJBH") for the purpose of developing a world-class academic health system by, *inter alia*, recruiting leading academic, research, and clinical practitioners; advancing health science innovation; developing centers of excellence across a wide spectrum of clinical specialties; enhancing the delivery of, and the accessibility to, advanced, evidence-based health care; dedicating the parties' collective resources to educating health professionals, innovating, and delivering patient care to improve health; and committing to operate in a coordinated manner, with meaningful and active participation across entities and fully aligned strategic plans (the "RWJBH Affiliation"); and

WHEREAS, as part of the RWJBH Affiliation, the parties expect RWJBH to assume responsibility for running a joint, multi-specialty clinical practice plan through which the professional health care providers of both RWJBH and Rutgers (including faculty members of NJMS) would practice; and

WHEREAS, in light of the pending expiration of the UPA Affiliation Agreement and the plan for RWJBH to operate the combined clinical enterprise of Rutgers and RWJBH, Rutgers and RWJBH have recognized that continuing the revenue cycle and certain other clinical practice services currently provided by UPA on behalf of NJMS clinical faculty would be valuable to RWJBH and would allow it to more seamlessly assume management over the clinical services provided by NJMS faculty; and

WHEREAS, to keep UPA's business functions on behalf of NJMS practitioners in place and minimize any disruption to those functions, Rutgers, RWJBH and UPA have agreed that RWJBH will assume governance control of UPA by becoming its sole corporate member and by revising the UPA bylaws and corporate charter to memorialize RWJBH's assumption of control over UPA's governance; and

WHEREAS, the UPA Affiliation Agreement requires that Rutgers' Board of Governors consent in writing to the proposed corporate changes to UPA as described above; and

WHEREAS, the details of the plan to revise the UPA corporate structure as generally described above, including the composition of UPA's new board of directors, the governance control to be vested in

RWJBH, the distribution of UPA assets resulting from these pending changes, and the anticipated changes to its operations, were presented to and discussed during the Committee on Health Affairs meeting on March 5, 2020, and the Committee on Finance and Facilities meeting on March 10, 2020, and both committees endorsed the plan to the full Board of Governors for approval.

NOW, THEREFORE, BE IT RESOLVED that, upon the recommendation of the Chancellor of Rutgers Biomedical Health Sciences and other members of senior management, the Committee on Health Affairs, and the Committee on Finance and Facilities, and in light of the significant benefits that Rutgers will experience as a result of having RWJBH assume governance control of UPA, the Board of Governors of Rutgers, The State University of New Jersey, does hereby approve any and all changes to the UPA By-Laws and UPA Certificate of Incorporation as may be necessary to accomplish RWJBH's assumption of control of UPA's governance as described herein and consistent with applicable law; and

BE IT FURTHER RESOLVED that the President of the University, the Chancellor of Rutgers Biomedical and Health Sciences, and the Executive Vice President for Finance and Administration and University Treasurer, or their designees, as appropriate (the "Authorized Officers"), enter into all those documents, in the name of and on behalf of the University, as may be necessary and appropriate to carry out the intent and purpose of this Resolution, provided the forms of such documents are acceptable to the Senior Vice President and General Counsel and Rutgers' outside counsel, including, but not limited to, written consents to the revised Certificate of Incorporation and Bylaws of UPA, and agreements with "post-reconstitution" UPA as may be necessary or advisable to allow UPA to continue to carry out the revenue cycle and other clinical practice services currently provided on behalf of NJMS practitioners; and

BE IT FURTHER RESOLVED that in addition to and without limiting the generality of the foregoing resolutions, the Authorized Officers and their designees, are, and each of them hereby is, authorized and directed to take such further actions and execute and deliver such further documents as such officers, with the advice of counsel, may deem appropriate, or are required by law, in order to carry out the intent and purpose of this Resolution; and

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

Board of Governors
Rutgers, The State University
of New Jersey
April 7, 2020



**PROPOSED RESOLUTION
APPROVING THE RUTGERS UNIVERSITY NETWORK MASTER PLAN
FOR ALL CAMPUSES**

WHEREAS, like all major institutions, Rutgers, the State University of New Jersey relies on its network for fast and reliable internet connectivity which is needed to support the daily functioning of virtually every department and unit of the University; and

WHEREAS, after extended evaluation Rutgers' Office of Information Technology ("OIT") has identified several concerns regarding Rutgers' existing network including the lack of key network infrastructure (e.g., fiber, routers, servers, and the physical spaces needed to house such equipment), the lack of network speed for modern applications, the fact some buildings have no network connectivity, the lack of redundancy, and the lack of a prudent financial plan that assures operation, maintenance and upgrades will be available to maintain the network; and

WHEREAS, to address these shortcomings and to plan for and operate a network that will meet the needs of a major public research university, OIT has developed a ten-year strategy to ensure that Rutgers' network will continue to serve the needs of the University community ("Network Master Plan"); and

WHEREAS, the Network Master Plan includes, among other things, increasing the network backbone from 10G to 100G, adding connectivity to buildings that currently have none, upgrading existing infrastructure inside buildings, adding resiliency and reliability through key redundancies, adding appropriate physical spaces within buildings to house network equipment, and continually refreshing and upgrading the key equipment used to run the network; and

WHEREAS, the incremental additional annual cost of implementing the Network Master Plan is expected to ramp up over the next five fiscal years at approximately \$7.0 million per year (used for three primary cash flows: debt service payments for debt on physical infrastructure work, equipment lease payments, and net operating costs for implementing the Network Master Plan) thus adding approximately \$35.0 million to the baseline budget necessary to operate Rutgers network by fiscal year 2025; and

WHEREAS, the University may elect to finance the costs of this Network Master Plan investment with debt issued by the University at a later date ("Project Bonds"); and

WHEREAS, the University may pay for certain Network Master Plan investment costs with non-borrowed funds prior to the time the Project Bonds are issued to finance the Network Master Plan investment costs; and

WHEREAS, on March 10, 2020, the Committee on Finance and Facilities reviewed and discussed the Network Master Plan proposed by OIT and, in light of the significant benefits

Rutgers obtains from a modern, reliable and fast network, recommended it 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 Network Master Plan project as described herein with the understanding that the proposed ramp up of spending over five fiscal years culminating in approximately \$35.0 million per year as additional spending over Rutgers baseline budget for its network is an estimate, and that actual spending will be approved by the Executive Vice President for Finance and Administration, in consultation with the Senior Vice President and Chief Information Officer; and

BE IT FURTHER RESOLVED the Board of Governors of the University reasonably expects to reimburse the expenditure of Network Master Plan investment costs paid prior to 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 expenditure of Network Master Plan investment costs paid prior to the issuance of the Project Bonds, with proceeds of such Project Bonds, 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 Finance and Administration and University Treasurer, on behalf of Rutgers, with advice from the Senior Vice President and Chief Information Officer and the Senior Vice President and General Counsel, is hereby authorized and directed to take such steps; negotiate, approve, execute and perform all necessary agreements, contracts, certificates; and issue such reports and documents, on behalf of Rutgers, that are necessary for the successful execution of this project.

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

Board of Governors
Rutgers, The State University
of New Jersey
April 7, 2020



**PROPOSED RESOLUTION
AUTHORIZING CONTRACTS WITH ORACLE AMERICA, INC.
IN CONNECTION WITH THE CORNERSTONE PROJECT,
ONGOING ENTERPRISE RESOURCE PLANNING SYSTEM OPERATIONS
AND ASSOCIATED PROGRAMS**

WHEREAS, after the integration of the University of Medicine and Dentistry of New Jersey into Rutgers, The State University of New Jersey ("Rutgers"), Rutgers desired to migrate two separate Enterprise Resource Planning ("ERP") platforms into one enterprise-wide ERP platform and undertook an evaluation of its current ERP platforms to identify their functionalities, capacities and gaps; and

WHEREAS, the result of the evaluation identified Oracle America, Inc. ("Oracle") as the software company that would best meet the University's needs for an ERP platform; and

WHEREAS, to begin the process of migrating to one ERP platform, on April 2, 2015 the Board of Governors approved Phase 1 of the Administrative and Student Information Systems Initiatives consisting of Financial Management, Budget and Financial Planning, Cost Management, Procurement Applications, integration of Rutgers Biomedical and Health Sciences employees into the existing HCM/Payroll system, and HR/Payroll business process and organizational review ("Phase 1"); and

WHEREAS, on June 18, 2015 and pursuant to Rutgers' policy on single source contracts over \$1 million, the Board of Governors approved an agreement between Rutgers and Oracle related to cloud based services (the "Master Agreement") which was to serve as the foundational legal agreement governing all Oracle modules and applications purchased pursuant to Phase 1 (and later phases) of the Administrative and Student Information Systems Initiatives; and

WHEREAS, on June 15, 2016, the Board of Governors approved Phase 2 of the Administrative and Student Information Systems Initiatives consisting of implementation of additional modules related to Financial Management and Budget and Financial Planning, implementation of a cloud-based Human Resources system, and Research Administration system modules ("Phase 2"); and

WHEREAS, on February 12, 2019, the Board of Governors approved Phase 3 of the Administrative and Student Information Systems Initiatives consisting of the implementation of additional modules related to Financial Management, Budget and Financial Planning, Research Administration, and Procurement as well as continued implementation of the cloud-based Human Resource system, implementation of an enterprise-wide Customer Relationship Management system and implementation of a new Student Information System ("Phase 3"); and

WHEREAS, a resolution related to the approval of Phase 4 of the Administrative and Student Information Systems Initiatives is expected to be presented to the Board of Governors at its June, 2020 meeting ("Phase 4" and, collectively with Phase 1, Phase 2 and Phase 3, the "Cornerstone Project"); and

WHEREAS, the Master Agreement is due to expire on July 16, 2020 though several Oracle modules and applications purchased separately will extend beyond such date; and

WHEREAS, to continue implementing the entirety of the Cornerstone Project transparently and without undue delay and to continue to operate the ERP platform once the Cornerstone Project is complete, the University administration wishes to obtain and memorialize the authority to renew needed licenses for existing modules, purchase new licenses/modules, and purchase the support services provided by Oracle therefor, and ratify, if and as applicable, all prior acquisitions with Oracle authorized by Phases I, II, and III; and

WHEREAS, on March 10, 2020, the Board of Governors' Committee on Finance and Facilities reviewed the documentation supporting the ratification of current contracts with Oracle as well as the delegation of procurement authority for all contracts with Oracle necessary to fully implement the Cornerstone Project, and to continue to operate the ERP platform thereafter, to the Executive Vice President for Finance and Administration and University Treasurer, and agreed to recommend approval of such actions 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 ratifies all existing contracts between Rutgers and Oracle related to the acquisition of licenses for Oracle modules and products and of support services therefor in connection with the Board of Governors-approved Phases 1, 2 and 3 of the Cornerstone Project; and

BE IT FURTHER RESOLVED that procurement authority to enter into any single-source contract with Oracle necessary to acquire new licenses for Oracle modules and products and arrange for support services from Oracle related thereto, as deemed necessary for the implementation of any phase of the Cornerstone Project as may be approved by the Board of Governors, is hereby delegated to the Executive Vice President for Finance and Administration and University Treasurer with spending authority up to the amounts approved by the Board of Governors for any phase of the Cornerstone Project; and

BE IT FINALLY RESOLVED that procurement authority to enter into any single-source contract with Oracle necessary to renew licenses and acquire new licenses for Oracle modules and products and arrange for continuing support services from Oracle related thereto, as deemed necessary for the continued operation of the University's ERP platform after the Cornerstone Project is fully implemented, is hereby delegated to the Executive Vice President for Finance and Administration and University Treasurer with spending authority up to the amounts for ERP operations as set forth in budgets approved by the Board of Governors.

Board of Governors
Rutgers, The State University
of New Jersey
April 7, 2020



PROPOSED RESOLUTION
AUTHORIZING A SINGLE SOURCE CONTRACT WITH FORTE RESEARCH SYSTEMS
TO PROVIDE ONCORE SUBSCRIPTION SOFTWARE
LICENSE SOLUTION SERVICES AND NEW APPLICATIONS

WHEREAS, prior to its integration into Rutgers, The State University of New Jersey ("Rutgers") in 2013, the Cancer Institute of New Jersey ("CINJ") utilized Forte Research Systems, Inc.'s ("Forte") OnCore subscription solution ("OnCore Solution") as its clinical trial software management system and CINJ has continued and expanded its use thereafter; and

WHEREAS, The OnCore Solution is used by a number of National Cancer Institute designated Comprehensive Cancer Centers and allows for collaboration on research projects with those centers; and

WHEREAS, Rutgers Biomedical and Health Sciences ("RBHS") seeks to continue the current usage of the OnCore Solution by CINJ as well as expand its usage to other units of RBHS to improve operation of those units' clinical trials through this software-driven subscription, patient enrollment and data management system; and

WHEREAS, Rutgers and Forte have negotiated a proposed contract that will renew existing services at CINJ and allow for the expansion of services to other Rutgers units for a five-year term commencing July 17, 2020 and ending July 16, 2025; and

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

WHEREAS, on March 10, 2020, the Board of Governors' Committee on Finance and Facilities reviewed the documentation supporting the proposed single source contract with Forte 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 Forte, authorizes Rutgers to execute a single source contract with Forte as described above for an initial term of five years and to renew or extend said contract as necessary to support ongoing CINJ and RBHS clinical trial operations for so long as Forte's OnCore Solution remains the system to be utilized by those units, in amounts authorized pursuant to approved University budgets.

Board of Governors
Rutgers, The State University
of New Jersey
April 7, 2020



PROPOSED RESOLUTION
APPROVING THE PURCHASE OF A BUILDING FOR THE UNIVERSITY
BEHAVIORAL HEALTH CARE CENTER FOR EXCELLENCE IN ADDICTIONS
RESEARCH, TRAINING, AND TREATMENT
IN PLAINFIELD, NEW JERSEY

WHEREAS, the 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 substance use disorder treatment including, without limitation, inpatient withdrawal management, partial inpatient care, intensive outpatient care, and medication assisted treatment services; and

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

WHEREAS, UBHC has been presented with an opportunity to purchase a newly renovated 20,000 square foot, four story building at 1200 Randolph Road in a target market for a purchase price of \$4.5 million; and

WHEREAS, the University expects to pay this cost through UBHC reserves and/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 prior to the time the Project Bonds are issued to finance this acquisition; and

WHEREAS, the acquisition was presented to the Committee on Finance and Facilities on March 10, 2020 and the Committee recommended it for approval by the Board of Governors of Rutgers, The State University of New Jersey, at the purchase price of \$4.5 million.

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 acquisition of the building at 1200 Randolph Road in Plainfield, New Jersey for the UBHC Center for Excellence in Addictions Research, Training, and Treatment for \$4.5 million.

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 Vice President of Facilities and the Office of General Counsel, is hereby authorized and directed to enter into and close a purchase and sale agreement with the owner/developer for the purchase of the building and take any and all other steps that are reasonably necessary for the successful acquisition of this building; and

BE IT FURTHER RESOLVED the Board of Governors of the University reasonably expects to reimburse the expenditure of costs for this building acquisition paid prior to 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 prior to 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.

Board of Governors
Rutgers, The State University
of New Jersey
April 7, 2020