



OPEN SESSION

AGENDA ITEM O-402

OCTOBER 2022

COMMITTEE OF BAR EXAMINERS

DATE: October 14, 2022

TO: Members, Committee of Bar Examiners

FROM: Natalie Leonard, Principal Program Analyst, Office of Admissions

SUBJECT: Action on Major Change - Merge John F. Kennedy Northcentral University with National University, Change Name, and Acquiesce to the Law School's non-JD Programs

EXECUTIVE SUMMARY

John F. Kennedy School of Law at Northcentral University filed a major change request with the Committee of Bar Examiners (Committee) seeking approval of the following changes: 1) merge with National University (Attachment A); 2) change its name to The JFK School of Law at National University (Attachment A); 3) receive acquiescence to its non-JD programs (Attachment B); and 4) receive expedited consideration to allow these changes to take place by November 1, 2022 (Attachment C).

BACKGROUND

THE LAW SCHOOL IS ALREADY PART OF THE NATIONAL UNIVERSITY SYSTEM

The law school has been an affiliate of the National University system since 2009. It first became affiliated while it was a standalone law school located in northern California, a fixed facility law school that added an online program in early 2020. Later in 2020, the law school merged with Northcentral University, a university newly affiliated with the National University System in 2019. At that point, the law school became known as John F. Kennedy School of Law at Northcentral University; as part of the transition, it ended the fixed-facility program and offered only an online JD program, consistent with Northcentral University's fully online strategy. As part of that change, the law school also moved its headquarters from Pleasant Hill,

California to La Jolla, California. In 2022, the law school moved its headquarters again to San Diego, California. The Committee of Bar Examiners approved each of these changes.

During that transition, the newly combined university was able to successfully complete the terms of its probation imposed due to failure to maintain a cumulative five-year bar passage rate of 40 percent or more, and it completed that term in 2021. The law school continues to report a compliant MPR, most recently reporting 41.9 percent in 2022.

NEXT LAW SCHOOL INSPECTION

The law school was last inspected in 2017 when it was in standalone format in Pleasant Hill, California. The Committee renewed the law school's accreditation and set the next inspection for 2022. The Committee affirmed that timing when the law school merged. That timing should likely be adjusted in light of this merger.

APPLICABLE AUTHORITY

Regarding the merger, the law school must file a major change pursuant to Rule 4.165 (A):

"[an] accredited law school contemplating a major change requiring advance approval must notify the Committee and obtain that approval at least 180 days before making the change. The notice must explain in detail any effect the change might have on the law school's compliance with these rules and be submitted with the fee specified in the Schedule of Charges and Deadlines. The Committee may require submission of additional information or an inspection as part of its consideration.

Here, the law school is requesting a change related to 4.165 (A)(6), "affiliating with another law school, college, or university, or modifying the law school's relationship with an affiliated college or university" and 4.165 (A) (8), "change in ownership or control of the law school, including affiliation, merger or severance with another law school, college, university, or organization."

The law school included request for a waiver of the 180-day time frame as part of its motion.

Regarding the name change, the law school must give notice of a change pursuant to Rule 4.165(B)(4) within 30 days of making the change.

In addition to offering a JD program, the law school will also offer several non-JD programs and, therefore, under Rule 4.165(D)(8), the law school filed the information needed to "apply to and obtain the advance acquiescence of the Committee, and must agree to use the disclosures prescribed by the State Bar in the law school's communications and enrollment agreements."

DISCUSSION

Here, the law school plans to merge with National University along with the rest of the programs currently offered by Northcentral University and requests an effective date of November 1, 2022. The law school has already been affiliated with the National University System for over ten years.

After the merger of Northcentral University with National University, the resulting school will be divided into a law school and a school for professional studies. The law school will be known as The JFK School of Law at National University and will house a JD program as well as an undergraduate program in legal studies and a paralegal certificate, much the way that the law school operates now. In addition, the law school will have a net gain in administrative headcount once the merger is complete. The law school provided detailed information about the structure of the law school and the staff assigned to support and operate the law school.

A merger taking place during the middle of a semester might normally be challenging. Here, however, the law school has taken steps to ensure that the transition will be smooth. The affiliation is not new, and the format of the program is not changing; therefore, students are unlikely to want to have the opportunity to consider a transfer. Also, the curriculum and information systems are already in place, so no technical or teaching interruption is expected. Students will complete their terms in the same manner and under the same conditions as prior to the merger. To ensure that financial aid disbursements are not affected, the law school will maintain its current financial aid number through the end of the year to ensure that all student loans are disbursed properly.

The law school also provided an application for acquiescence as to the non-JD programs that will continue to be taught in the law school, both an undergraduate law degree and a paralegal certificate. This acquiescence process ensures that the addition of other programs will not detract from the JD program. Here, the law school has demonstrated that these programs can successfully co-exist with the JD program. After the merger, there will be even more staff support than is currently available.

Regarding the law school's inspection schedule, the school was originally scheduled to be inspected in fall/winter 2022. Because changes will be taking place due to this merger, should it be approved to take effect on November 1, 2022, as requested, the law school suggests scheduling an inspection in late spring 2023. Staff suggests a modified proposal that allows for an initial inspection in winter 2023 to ensure that records are in order and that the transition is proceeding smoothly and then a full inspection in late spring 2023 as requested.

The law school filed its last two major change requests under conditions requiring expedited processing. Here, it does so again and includes a request for waiver of the 180-day time period. If the Committee finds it has sufficient information to determine whether the requests should be approved, it is recommended that this waiver be granted. The law school indicates that it understands that when it cannot file within prescribed time frames, it may not be able to receive a decision in the time frame requested, though requests will always be processed as quickly as practicable.

RECOMMENDATION

It is recommended that the Committee of Bar Examiners approve the merger of JFK School of Law at Northcentral with National University effective November 1, 2022, and grant the name change to The JFK School of Law at National University after the merger.

It is further recommended that the Committee acquiesce to the law school's plan to maintain an undergraduate legal studies program and paralegal certificate program as part of the law school after the merger.

Finally, it is recommended that the waiver of the requirement to seek approval 180 days in advance of the change be approved because the law school has provided sufficient information to establish that the law school will be able to maintain continuous compliance during and after the merger.

PROPOSED MOTION

Should the Committee of Bar Examiners agree with the staff recommendation, the following motion should be made:

MOVE, that the Committee of Bar Examiners approve the merger of JFK School of Law at Northcentral with National University effective November 1, 2022, and approve the name change to The JFK School of Law at National University after the merger.

FURTHER MOVE, that the Committee acquiesce to the law school's plan to maintain an undergraduate legal studies program and paralegal certificate program as part of the law school after the merger.

FURTHER MOVE, that the waiver of the requirement to seek approval 180 days in advance of the change be granted because the law school has provided sufficient information to establish that the law school will be able to maintain continuous compliance during and after the merger.

ATTACHMENTS LIST

- A. Application for Major Change
- B. Application for Acquiescence
- C. Application for Waiver of 180-Day Notice

John F. Kennedy School of Law at Northcentral University
Amended Major Change Request
Approval of Merger of Northcentral University (NCU) and National
University (NU) and Request for Acquiescence for Non-Professional Programs

On June 24, 2022, the JFK School of Law at Northcentral University ("JFK" or "NCU") submitted a Request for a Major Change- Name Change due to Merger of Northcentral University and National University ("Original Request"). After consultation with staff member Natalie Leonard in late July, in which she highlighted some additional concerns of the Committee, JFK requested that the Original Request be withdrawn from consideration for the August meeting of the Committee of Bar Examiners and informed Ms. Leonard that it would be submitting this Amended Major Change Request. This Amended Request includes:

- An Amended Request for approval of the proposed merger and associated name change to John F. Kennedy School of Law at National University,
- A Request for Acquiescence for the non-professional programs contained in the proposed College of Law and Professional Studies and
- A Request for a Waiver of the 180-day Notice Requirement in Rule 4.164 for consideration of these Requests by the Committee in its October meeting.

All of the information in the Original Request (as well as the information provided to the Committee per its requests following the filing of the Original Request) continues to be accurate¹ and is incorporated herein by reference. Declaration of Lisa Hutton at Paragraphs 2-4 and Exhibits A and B ("Hutton Decl.") As discussed at more length in the Original Request (and affirmed by Dr. John Cicero, Interim Provost of National University and Dr. Michael Cunningham, Interim President of National University and Chancellor of the National University System in a letter to the Committee dated July 11, 2022 and attached to the Hutton Decl. as part of Exhibit B), the JD program at JFK will merge in the same form it is today- faculty, leadership, courses and academics remain unchanged. The effect of the proposed merger is essentially a name change for the JD program.

The proposed merger will not have a negative effect on JFK or its students. To the contrary, JFK will greatly benefit from the proposed merger, which will result in increased academic, administrative, and financial support for the School of Law. The benefits of the proposed merger will flow directly to our students in many forms such as increased administrative

¹ The only two exceptions are: 1) that the proposed merged institution will now be seven schools instead of nine, but that change does not affect the College of Law and Professional Studies or the School of Law; and 2) on 8/11/22 the President of the proposed merged institution was named- Dr. Mark Milliron, who will begin at the commencement of the proposed merger, on October 1, 2022

support within the School of Law and being a part of a larger university system with a very large endowment.

The purpose of this Amended Request is to directly address the concerns of the Committee which have been brought to our attention. Specifically,

- 1) There is concern or confusion about the Organizational Structure of the proposed merged institution. Specifically, there is concern about the time devoted to the proposed merged JD program by the Dean of the College of Law and Professional Studies, Lisa Hutton. JFK will clarify and expand upon that in this Amended Request.
- 2) There is concern that the proposed merger date is in the middle of a semester. JFK will address this concern in the Amended Request.
- 3) There is concern that the timing of JFK's upcoming Site Visit will not provide adequate insight into the success of merger and the status of the School post- merger. JFK will address this concern in the Amended Request.
- 4) There is concern about the timing of JFK's requests and confusion about why JFK did not notify the Committee earlier about the proposed merger. JFK will clarify and expand upon that in the attached Request for Waiver of Rule 4.165.
- 5) JFK is aware that the Committee believes that a Request for Acquiescence for all programs contained in the College of Law and Professional Studies is required. JFK will address this in the attached Request for Acquiescence.

I. **Organizational structure of the proposed merged institution**

The Organizational Chart for the proposed College of Law and Professional Studies is attached to the Declaration of Lisa Hutton as Exhibit C. Pursuant to this structure the College will be led by a Dean of the College, who will devote her time to administering both the JFK School of Law and the School of Professional Studies. The Dean will also have a Manager of Dean Support.

Within the College, there will be two separate schools- the JFK School of Law and the School of Professional Studies. These schools will share three administrative positions: Curriculum Director, Assessment Director and Associate Dean of Students. Otherwise, each school has its own administrative staff and faculty. Each School has its own Associate Dean and its own Academic Operations Manager dedicated to the administration of their individual School.

Additionally, the School of Law also has the following staff members to aid in the administration of the school- a full time JD Support Staff, who will focus on the requirements of the Committee of Bar Examiners, including but not limited to filing all required reports to the Committee, receiving correspondence from the Committee, maintaining school records, and student degree plans, and will act as the primary liaison between the school and our online exam proctoring program, ExamSoft; a part-time Bar Coach, and the School's Internship and

Clinical Coordinator. For each individual program within each school, there will also be an Academic Program Director (APD), and full and part time faculty. Hutton Decl. at Paragraph 6.

For the School of Law *this structure results in more administrative support than currently exists*. As a result of the proposed merger, the School of Law will keep its current staff members and add a new Academic Operations Manager and an APD for the JD program (a position that does not currently exist). Additionally, the School of Law will also have the new Dean of Students (another position that does not currently exist), who will be working with both schools within the college, as well as support from the Manager of Dean Support.

A. The proposed organizational structure meets the requirements of the Rules and Guidelines

The Rules Regulating Accredited Law Schools ("Rules") require that each accredited school have:

- A dean responsible for the operation of the law school, and
- One administrator per campus with experience in educational administration.

Rule 4.160(8)(2).

The Rules further provide that the "dean and the administrator may be the same person.") Id.

The proposed merged JD program will have not one administrator, but *three*: a Dean of the College of Law and Professional Studies, an Associate Dean of the School of Law, and an APD for the JD program. Job descriptions for all three positions are attached as Exhibits E, F and G to the Hutton Decl.

Rule 4.160(B)(2) requires that the "Administrator must have graduated from a law school approved by the Council or accredited by the Committee or be admitted to practice law in any United States jurisdiction." All three of the people currently slated to hold these positions meet these requirements. Hutton Decl. at Paragraphs 7-9 and Exhibits D, E and F.

B. Both the Dean and Associate Dean will be able to devote adequate time to the JD program.

Rule 4.160(8)(2) further requires that the dean and administrator "must devote adequate time to their duties..."

The Dean will be able to devote adequate time to the JD program.

The Dean of the College of Law and Professional Studies will spend at least half of her time administering the School of Law, either directly (in the form of meetings with School of Law

leadership and/or direct involvement with administration of the School of Law) or indirectly {representing the School of Law at the Cabinet and University levels). Hutton Decl. Paragraph 7.

She will be able to do this because the Dean of the College will not be the primary administrator of the day-to-day operations of either the School of Law or the School of Professional Studies but will focus on the overall administration of both Schools, assisting each Associate Dean as required, and representing the interests of the College at the Cabinet and University levels. Just as the Associate Dean of the School of Law will be the primary administrator for the School of Law {see below}, so will the Associate Dean of the School of Professional Studies be the primary administrator for the School of Professional Studies, which has its own administrative staff, faculty and processes.

The Associate Dean will be able to devote adequate time to the JD program.

The Associate Dean will be the primary administrator for the School of Law. As it is now, the JD program will be her primary focus. The School of Law in the proposed merged institution will house only the JD program and the paralegal and undergraduate programs {which is the same structure of the School of Law today}. The paralegal and undergraduate programs will, as they do today, have their own, primary administrator who handles all of the day-to-day administration of those programs and who reports to the Associate Dean. Currently, the JFK Paralegal Programs are administered by the current Program Chair, which frees the Associate Dean to concentrate primarily on the JD.

In the proposed merged institution, the paralegal programs {which, as explained in the Request for Acquiescence, will be the NU Paralegal Programs} will continue to be primarily administered by the Academic Program Director {"APD"} {the new title that corresponds to the current Program Chair} who has been serving in that capacity for many years. Hutton Decl. at Paragraph 10. This will free the Associate Dean to focus on the JD program, where she will now be additionally supported by an APD for the JD program- a position that does not currently exist. The APD will work closely with the Associate Dean to administer the JD program.

The Associate Dean for the School of Law will have no responsibilities relative to any of the programs in the School of Professional Studies.

C. The School of Law and the School of Professional Studies will be completely separate.

The School of Law and the School of Professional Studies, although they both sit within the larger College of Law and Professional Studies, will be completely separate schools. The only thing they will have in common is the Dean, the Curriculum Director, the Assessment Director

and the Dean of Students. The faculty, classes, budgets and administration of the two schools will remain separate.²

The School of Law will not have students from any other school within the university in its classes (unless those students have applied for and been accepted to the JD program). The School of Law will continue to maintain its own Academic Standards Committee and Admissions Committee. The existence of the School of Professional Studies will not act as a drain on any of the resources of the School of Law.

II. Timing of the proposed merger

JFK is aware of the Committee's concern about the merger occurring in the middle of a semester.

The date of commencement of the proposed merger is October 1, 2022. The merger of two large universities is a huge undertaking and will not occur in a single day. Rather, the merger will be undertaken over a period of time to be determined by this and other accrediting bodies for the programs within the two universities. Declaration of Joseph Hoey ("Hoey Decl.") at Paragraph 2.

The proposed merger would not negatively affect the students even if it occurred during the semester.

As an initial matter, JFK would like to assure the Committee that if the proposed merger were approved by the Committee and were to occur in the middle of the semester, ***it would not have any negative effects on the students.***

NCU is not closing, it is merging. The faculty, administration, support staff, IT department, enrollment team, AFA team, etc. will all be the same people. The LMS utilized by the JFK School of Law now will remain the same, as will the entirety of the curriculum. There should be no interruption of classes. Most importantly for the students, NCU's financial aid identification number will remain active at least until the end of the fiscal year, so it should not affect any disbursement of financial aid to the students. Hoey Decl. at Paragraph 3.

If the Committee were to approve the merger in October, it would allow for a more seamless transition for the students, as the School of Law would be going through the process along with the rest of the university, which would allow for a more efficient transition.

Although JFK believes that the proposed merger will not result in a negative impact to the student experience, JFK would like to assure the Committee that the time period for the merger of the two universities will be as long as necessary to ensure continued accreditation. WSCUC

² One full time JD faculty member will be moving over to the School of Professional Studies. JFK anticipates being able to replace that faculty member in the next fiscal year. Hutton Decl. at Paragraph 15.

will continue to recognize NCU as an accredited institution until such time as NCU notifies WSCUC that the merger is completed. Hoey Decl. at Paragraphs 4-5.

JFK is committed to ensuring continued accreditation by the Committee and NU leadership has committed that they will not notify WSCUC of the completion of the merger until after the JFK School of Law is merged with the Committee's approval. Hoey Decl. at Paragraphs 4-5. Therefore, if the Committee feels strongly that the School of Law should not formally merge until after the end of the Fall 2022 semester, that is what will happen. Hoey Decl. at Paragraph 5.

III. Timing of JFK's upcoming site visit and the proposed merger

As the Committee is aware, JFK is due to file its 5-year Self Study and have the corresponding site visit this fall. Obviously conducting a site visit in the middle of a merger would be extremely difficult for both JFK and the Committee, but more importantly, doing so would not allow the Committee to see the results of the completed merger. Additionally, JFK is cognizant of the fact that there has been a lot of change to the School in the last two years, and that the Committee might naturally want to see the effect of those changes for itself.

JFK believes that the best way to show the Committee all that we have accomplished, the results of the merged institutions, and how the merger is benefitting our students is for the Committee to see those results for itself and conduct the site visit at a later date. Therefore, JFK would like to propose that the site visit be scheduled for late Spring, 2023 (with the self-study due earlier in the spring). This would allow JFK to complete the merger and articulate in the self-study the required information about the last five years, but also information on the merger itself. More importantly for the Committee, the site visit would provide the Committee with an opportunity to see the results of the merger for themselves.

IV. Conclusion

For all of the reasons set forth above and in the Original Request, **JFK hereby requests approval for the proposed merger and associated name change, specific guidance on the timing of any approved merger, and confirmation of a delay in the scheduling of JFK's upcoming site visit to late Spring 2023.**

9388 Lightwave Avenue
San Diego, CA 92123

September 30, 2022

Committee of Bar Examiners
State Bar of California
Attn: Ms. Natalie Leonard, J.D.
180 Howard Street
San Francisco, CA 94105

Re: JFK School of Law Major Change Request

Dear Ms. Leonard and the Committee of Bar Examiners,

This letter will serve to clarify to the Committee that if the School of Law is approved to merge the Juris Doctor program into National University during the fall semester, our students will not be negatively impacted, and it will be a seamless transition.

As we have advised staff, merging mid-semester will not negatively impact our students. For example, the NCU student information system (SIS) will continue to be NCU; the Learning Management System (LMS) which houses their courses will not change; their courses, including the faculty and the content of their courses, will not change; their tuition will not change nor will their financial aid OPIED number; the catalog the JD students are subject to will not change; and the support systems (library, ASC, bar coach, service desk) they enjoy will not change, and may be increased.

At this point in the merger, which will take years to complete, the majority of the changes are not student facing. The only change which will immediately affect our students is the name of their university – from Northcentral University to National University. This is why our initial request was only for a name change due to a merger.

We have notified the students in several written communications and have held four town halls to answer their questions. To date, there have been no student concerns raised, and in fact the merger allows for many benefits to our students. The merger creates a very large institution which brings with it significant additional student support and financial resources from which the Juris Doctor students should benefit.

Should the Committee approve the merger, we will notify the students of this immediately and offer another town hall to answer any additional questions they may have.

We hope this addressed any concerns the Committee may have, and we remain happy to meet with the Committee to address any additional questions or concerns.

Sincerely –

Lisa S. Hutton, J.D.
JFK School of Law
Interim Provost, Northcentral University

Institution Name: National University

Section I: Institutional Overview

A. Overview

1. Succinctly describe the proposed change.

As mission-aligned, adult-serving affiliate institutions of the National University System (NUS or System), National University (NU) and Northcentral University (NCU) propose to merge all academic programs and operations going forward under one institutional banner – National University. The next phase in Path 3-2-1, a long-term, System-wide transformative vision, this change will bring together the academic operations of both NU and NCU, resulting in increased scale and efficiency (**Attachment 1**). The change will result in NU offering doctoral research programs for the first time (in addition to its current doctorates of the practice). The proposal includes a transformative growth plan, adding multiple new programs over the next four years post-merger to increase bachelor's, master's and doctoral program enrollments to the point at which programs and personalized student support services can be provided far more efficiently than at present, in turn enabling lower student tuition, increased student scholarships, improved student outcomes, and longer-term institutional sustainability amid ongoing challenges in the higher education environment. The addition of NCU doctoral programs will provide a seamless academic pathway for students from undergraduate to graduate school and is another strength of the proposal.

2. Provide a brief description of the institution including the broader institutional context in which the change will exist. Describe the events and activities that initiated the proposed change and the subsequent rationale for the change. Identify any required changes to the mission, purpose, or strategic plan of the institution. (CFRs 1.1, 4.7)

Institutional Description: National University was founded in 1971 and is one of the largest private, nonprofit institutions of higher learning in California. It is committed to accessibility and offers programs at eight campuses in California and online. NU offers over 75 on-campus and online undergraduate and graduate programs including healthcare, business, education, engineering, law and criminal justice, and homeland security. Three doctorates of the practice are offered. National University is the flagship institution of the NUS.

National University is dedicated to making lifelong learning opportunities accessible, challenging, and relevant to a diverse student population. Its aim is to facilitate educational access and academic excellence through exceptional management of university operations and resources, innovative delivery systems and student services, and relevant programs that are learner-centered, success-oriented, and responsive to technology. The mission statement of National University is as below:

To deliver an exceptional student experience by providing superior programs and services that are relevant and result in meaningful learning.

National University's central purpose is to promote continuous learning by offering a diversity of instructional approaches, by encouraging scholarship, by engaging in collaborative community service, and by empowering its constituents to become responsible citizens in an interdependent, pluralistic, global community.

Northcentral University, founded in 1996, NCU is a private, non-profit, fully online institution affiliated with the NUS. NCU was accredited by HLC until it received accreditation from WSCUC in 2015. In 2019, NCU was acquired by the NUS and became a non-profit institution as part of the transition to NUS. NCU is headquartered in La Jolla, California. NCU is overseen by an independent, fiduciary Board of Trustees that operates according to its bylaws.

NCU offers three bachelor's, 25 master's, and 20 doctoral degrees in business and technology management, education, nursing and health administration, criminal justice, psychology, and marriage and family therapy to approximately 11,000 learners located around the world. As of January 2021, the John F. Kennedy College of Law, including the JD, the BA, and Paralegal Certificate Programs, was transitioned to NCU and retain its name as the JFK School of Law at NCU. The 500 faculty and staff of NCU are distributed geographically throughout the United States. The NCU mission statement is as follows:

Northcentral University educates professionals throughout the world and provides an accessible opportunity to earn a U.S. [nationally] accredited degree. Northcentral mentors students one-to-one with highly credentialed faculty via advanced delivery modalities. Northcentral commits to helping students achieve academically and become valuable contributors to their communities and within their professions.

National University System: Both NU and NCU are affiliates of NUS, which was established in 2001 to meet emerging demands for lifelong education in the 21st century. The System includes not only NU and NCU, but also City University of Seattle, Workforce Education Solutions, and the nonprofit programs Harmony Social & Emotional Learning, Inspire Teaching & Learning, and Fundraising Academy Cause Selling Education. NUS is a mission-driven organization, committed to student success for adult learners nationwide. The NUS mission is:

[T]o create a student-centered, world-class educational system that focuses on offering quality, market-relevant programs to lifelong learners.

National Education Partners: Both NU and NCU are supported operationally by National Education Partners (NEP). NEP is a for-profit online program management company, located in Scottsdale, AZ, and wholly owned by System Management Group (SMG), the tax-exempt supporting organization of NUS. NEP enters into master services contracts with NUS affiliates under a cost-plus-fixed-fee compensation structure. Such structure, together with NEP's ultimate ownership by the nonprofit SMG, reduces, if not eliminates the tension between the operation of a for-profit OPM and a traditional nonprofit university using in-house support services. To maintain oversight and ensure adherence to the WSCUC Agreements with Unaccredited Entities Policy and Guidelines, currently both service level agreements and a services governance structure are in place between both universities and NEP (**Attachments 2 and 3**). Any NEP proceeds return to the nonprofit SMG (and so support indirectly NUS and its affiliates, including NU and NCU). Although not a part of this proposal, the longer-term plan is to unify NEP with NU, a long-standing nonprofit institution.

Broader Context for the Change: NU expanded in the latter decades of the 20th Century to serve diverse adult learners more effectively through a series of widely distributed branch campuses and additional locations throughout California and into Nevada. Even prior to the pandemic, NU has witnessed a steady shift in learner preference to the online modality. Today, NU has over 80 percent online enrollment, exclusive of accredited disciplines that require onsite instruction. As a result of the pandemic, NU shuttered all of its onsite instructional facilities temporarily, and, with WSCUC approval, permanently closed 10 of its locations. That permanent realignment allowed NU to realign resources with learner preferences and to free up [REDACTED] in scholarships for needy students.

NCU began in 1996 as a disruptive innovation – a wholly online, graduate and doctoral institution with a one-to-one instructional model, which prior to being accredited by WSCUC in 2015 was previously accredited by HLC. That one-to-one instructional model has served its diverse learners well, and the university has experienced steady growth with superior student retention and graduation outcomes. Innovations already developed at NCU will be incorporated into academics and operations as the universities converge.

In terms of the broader environmental context, it appears the pandemic has accelerated shifts in the marketplace toward large-scale, nonprofit online institutions. Competing successfully in that market is a key challenge for NU and NCU and a key motivator for the transaction. Post-merger, NU and NCU will no longer compete for airtime. Instead, the merger will enable NU to compete with other large nonprofits by scaling programs, increasing efficiency, and driving down costs to students.

Post WSCUC approval and the merger of NCU, once NU has received re-approval for its Program Participation Agreement from the U.S. Department of Education (Department), this proposal envisions programmatic expansion in the time period from 2022 to 2025 to allow the University to offer higher educational opportunities to an underserved population and ensure its sustainability and its ability to provide quality programs to its target adult learner population at a substantially reduced cost that reflects the efficiencies gained through scale.

Rationale for the Change: The NUS vision is to become a sustainable, transformational education system that expands opportunities for students, enterprises, and communities. Within the stated context, this proposal will facilitate progress towards that vision by bringing together as one accredited, non-profit university within one organization and governance structure two currently separate yet highly aligned entities: National University and Northcentral University.

The rationale for the change is grounded in institutional similarities and compatibility. It brings together institutions not only with close similarities in mission, purposes, values, and populations served but also institutions with complementary strengths – NU in undergraduate and practice-oriented master’s programs, and NCU in graduate programs, especially in doctoral education.

Under this proposal, all WSCUC-approved NCU programs, including eleven doctoral research programs, are to be merged into NU. NU requests approval to offer doctoral research programs of study as part of the change. NCU already has substantial strengths in doctoral research programs. The doctoral support structures already developed at NCU ([Attachment 4](#)) will continue at NU to provide the requisite support for doctoral students and faculty, including extant research courses, a well-defined structure, and policies for dissertation supervision and faculty evaluation at the doctoral level. The NUS Library will continue to provide comprehensive reference librarians, substantial research databases, and other support to all students. The specific NCU doctoral research programs to be merged into NU include:

- Doctor of Philosophy in Human Resource Management
- Doctor of Philosophy in Instructional Design
- Doctor of Philosophy in Educational Leadership
- Doctor of Philosophy in Computer Science
- Doctor of Philosophy in Psychology
- Doctor of Philosophy in Marriage and Family Therapy
- Doctor of Philosophy in Business Administration
- Doctor of Philosophy in Data Science
- Doctor of Philosophy in Technology Management

- Doctor of Philosophy in Organizational Leadership
- Doctor of Philosophy in Education

Background: The NU Board of Trustees began discussion in 2018 of a long-term vision (that in 2019 was renamed Path 3-2-1) to transform NU into a unified, world-class institution that would have the scale to be sustainable. In 2019, the Board brought in former WSCUC President Dr. Mary Ellen Petrisko to address feasibility from an accreditation standpoint, and to develop a timeline for the plan. The plan sought to transform NUS into a system with a world-class university or universities and a supporting organization that would meet the needs of adult learners at multiple degree program levels. Since then, NUS and NU have:

- Optimized our regional footprint and real estate, delivering programs when and where our adult learners need them
- Improved operational efficiency, driving more student value
- Invested in innovation; promoted personalized education benefits directly to students
- Raised over [REDACTED] in philanthropic donations, funding scholarships and innovative programs such as the Center for Creative Leadership MBA
- Grown new programs (organically and through acquisitions)
- Acquired NCU and established NEP (centered on back-office support)
- Closed JFKU and successfully transitioned its programs and students to NU and NCU.

NUS has been working over the past year with an internationally recognized consulting firm to analyze all System affiliates in the current higher education context and marketplace. The consulting firm delivered a detailed report that highlighted key market characteristics that will inform which institutions continue to thrive: the rapid consolidation of undergraduate online enrollment, the need for scale to deliver market-relevant programs and excellent services to adult students at an affordable price point, and the rapidly closing window to achieve that scale and a sustainable level of enrollment.

The firm recommended the proposed merger as a response to the market characteristics. The merger will bring together under one institutional banner the largest affiliates of NUS to enable ongoing institutional sustainability and provision of outstanding, workforce-relevant programs to NU students. Four transformational goals have been articulated to drive this initiative forward:

1. Differentiate ourselves with exceptional student outcomes and personalized support.
2. Have the right programs and supports to enable learners' growth, well-being and success – while at NU and beyond.
3. Make the necessary operational improvements across the student journey – no matter where the students may be.
4. Build a highly recognized national brand.

NU, as the surviving nonprofit institution, will integrate extant NCU programs into its academic offerings. NEP will continue to provide operational, academic support, and student support services to NU as at present and will not become a division of NU at this time. At this stage, City University of Seattle, an NUS affiliate accredited by the Northwest Commission on Colleges and Universities (NWCCU), will remain an independent institution within NUS.

Approval of the proposed merger by the NU Board of Trustees and by the NCU Board of Trustees will be provided as **Attachments 5 and 6**.

Mission, Purpose and Strategic Plan: The mission of NU will not waiver from its north star of serving a diverse population of adult learners, delivering an exceptional student experience, and providing superior programs and services that are relevant and result in meaningful learning. The addition of NCU's doctoral research programs to NU's portfolio is wholly aligned with the NU mission. Likewise, no change in purpose is envisioned. Implementation of the NU Strategic Plan is well underway and will continue; current initiatives and implementation progress are detailed in **Attachment 7**. The strategic transformation goals articulated above are well-aligned with the NU strategic plan and will further strengthen its implementation. That alignment is depicted in the matrix below.

| Transformation Goals | Differentiate ourselves with exceptional student outcomes and personalized support. | Have the right programs and supports to enable learners' growth, well-being and success – while at NU and beyond. | Make the necessary operational improvements across the student journey – no matter where the students may be. | Build a highly recognized national brand. |
|--------------------------------|---|---|---|---|
| NU Strategic Plan Goals | | | | |
| Focus on Student Success | X | X | X | |
| Academic Excellence | X | X | | |
| Personalization and Innovation | X | X | X | |
| General Education Leadership | X | | | |
| Alumni and Community | | X | | X |
| NUS NEP Services | | | X | X |

For example, bringing NCU's additional high-quality doctoral research programs within the scope of NU's accreditation will enable further progress on academic excellence through bachelor's to doctoral program academic pathways (e.g., the NU Bachelor and Master of Science in Computer Science will have a pathway to the NCU Ph.D. in Computer Science). The continued provision of efficient and effective NEP services to NU will enable a focus on student success from point of entry to completion, in collaboration with our faculty.

B. Institutional Accrediting History Relevant to Substantive Change

1. Briefly respond to issues noted in prior substantive change reviews since the institution's last comprehensive review. (CFR 1.8)

Neither institution has had any substantive change reviews since the most recent comprehensive reviews, in 2019 for NU and in 2020 for NCU. NU has submitted and had approved multiple proposals to close ten of its locations during the COVID-19 pandemic, but none have risen to the level of substantive change.

2. Institutional response to issues noted in prior Commission or other Committee action letters or visiting team reports since the institution's last comprehensive review. (CFR 1.8)

This response addresses this topic with respect to NU and NCU in turn.

National University

NU received its Commission Action Letter from its last comprehensive review on February 26, 2020. The Commission directed the University to respond to seven recommendations, in preparation for a Special Visit to take place in fall 2023. Progress to date on each of those recommendations is summarized below.

Recommendation 1. Assure compliance with all current WSCUC requirements for the board structure and decision-making processes through a study of compliance with the WSCUC Governing Board Policy. (CFRs 1.8., 3.7, 3.9)

The NUS Board of Trustees commissioned a study of its governance model in early 2020, shortly after the last comprehensive visit, see [Attachment 8](#). The proposed merger will simplify and unify board governance by combining two separately accredited institutions under a single accredited entity and single governance board, in compliance with the WSCUC Governing Board Policy and Guidelines.

Recommendation 2. Articulate the financial and human resources, timelines, specific desired outcomes, and metrics needed to guide and monitor ongoing progress to achieve the 2023 strategic plan. (CFRs 4.5, 4.6, 4.7)

Implementation of the NU Strategic Plan began in April 2020 with the formation of an Implementation Council and subgroups of participating faculty, staff and administrators who were assigned to develop and implement specific initiatives within each of six overall objectives of the plan.

The implementation plan includes defined initiatives, outcomes, timelines, resources and metrics. As explained above, the proposed combination aligns well with the University's strategic plan. An internal SharePoint document was created to communicate with all NU internal stakeholders about progress on implementation of the strategic plan, and to seek stakeholder commentary. Core elements of the implementation plan and progress to date appear in [Attachment 7](#). For example, through the Badging and Microcredentials project, a total of 50 competency badges have been created with 1,058 badges awarded to date ([Attachment 9](#)).

Recommendation 3. Continue to align adjunct and part-time faculty development and support with the significance of their contribution to NU's instructional process and academic quality. Consider revitalization of the Adjunct Academy, a robust orientation to and training on NU's distinct pedagogy, and formal processes to ensure their voice in critical academic decision-making as appropriate. (CFRs 3.1, 3.2, 3.3, 3.10, 4.5)

NU successfully built its Adjunct Academy to recruit, professionally develop and retain part-time faculty, with specific responsibility for part-time faculty development and support assigned to the Vice Provost for Academic and Faculty Affairs. One specific accomplishment, for example, is the design and ongoing rollout of five professional development modules for all adjunct faculty on equity and inclusion-minded teaching within the online, asynchronous context. Module 1 of the series, tentatively scheduled for rollout in September 2021, is entitled "Creating an Inclusive Classroom." See [Attachment 10](#) for the outline of all Adjunct Academy DEI modules.

Recommendation 4. Implement a comprehensive change management process that successfully prepares faculty, staff, and students to anticipate, understand, contribute to, and excel in the rapidly changing ecosystem of National University. Employ effective communication strategies that work (including face-to-face engagement where appropriate), particularly related to changes in existing structures and processes, faculty governance, staff roles, and responsibilities to enhance morale and trust throughout the institution. (CFRs 4.3, 4.6, 4.7)

With the adoption of a new Interim Faculty Handbook in June 2020, two new representative bodies were put in place: The University Senate and the Academic Affairs Council (AAC). The aim from the outset was to involve a wide swath of NU Faculty in the creation of updates to NU structures and processes. Representative AAC Meeting Notes appear as [Attachment 11](#). A broad-based Faculty Handbook Subcommittee of the AAC began work on a new, permanent Faculty Handbook ([Attachment 12](#)). The Faculty Handbook became a joint project with the University Senate, as reflected in Meeting Notes of January 15, 2021 and April 26, 2021 ([Attachments 13 and 14](#)). Other broadly participative ad hoc subcommittees of the AAC were convened and tasked, for example the Robust Communication Subcommittee took on the task of defining a more effective communication structure for NU ([Attachment 15](#)).

In May 2021, EVP and Provost Gangaram Singh initiated a quarterly dialogue with all Academic Program Directors (APDs), the Provost's APD Advisory Council, through which all APDs are empowered to collaborate to serve a diverse student population ([Attachments 16 and 17](#)). Follow-up action from the first meeting in May 2021 was swift in response to APD concerns with the timeline under which adjuncts had been hired and scheduled for courses ([Attachment 18](#)).

NUS Chancellor & Acting NU President Michael Cunningham and Provost Singh discussed proposed changes in the NUS with the University Senate on June 14, 2021. They asked members of the NU University Senate to seek further commentary from the faculty ([Attachment 19](#)). On June 23, 2021, Dr. Cunningham released a video discussion across the NUS concerning the proposed changes ([Attachment 20](#)). The Chancellor followed up by undertaking an in-person regional listening tour to gain commentary from members of the NUS Community in San Diego, Los Angeles, Sacramento, and Phoenix, AZ ([Attachment 21](#)).

NUS is seeking to hire a VP of Change Management at the system level to coordinate all change efforts and ensure timely communication among all parties to changes and innovations, ([Attachment 22](#)), <https://nus.applytojob.com/apply/OhgjpH1jpS>.

Recommendation 5. Continue the improvement of student retention through the identification and implementation of impactful initiatives. Continue progress to measure and clearly articulate trends in student retention and graduation on a university-wide and a disaggregated basis, and communication of these trends to the community as a whole. (CFRs 1.2, 2.6, 2.7, 2.10, 4.1, 4.6)

Under the direction of the Vice President for Enrollment Management and Student Success and the Vice President for Academic Operations, NU worked closely with NEP to develop and implement a Holistic Student Support (HSS) initiative, a fully integrated educational system for providing the support that students need to achieve their career and academic goals. HSS manages student needs through data-informed and student-centered support and utilizes advanced technologies and student feedback to improve student outcomes ([Attachment 23](#)).

Meaningful disaggregation of student retention and graduation data has proceeded as part of the work of the NU Diversity, Equity and Inclusion Council. NU's diversity dashboard may be viewed at <https://public.tableau.com/app/profile/national.university/viz/DEIC/ActiveStudents>. Most recently, the Office of Institutional Research conducted a Scholarship Equity and Outcome Analysis that revealed equity gaps in provision of scholarships over time and will inform NU's provision of scholarship resources going forward ([Attachment 24](#)). At this point, retention rates at the undergraduate and graduate levels have begun to respond to NU student success initiatives. Since the comprehensive review in 2019, overall bachelor's one-year retention rates increased by 2.3 percentage points, and the 150%-time graduation rate increased by 3.2 percentage points. Broad gains in retention and graduation rates by gender, race and ethnicity, and military status also show positive trends through the most recent academic year ([Attachment 25](#)).

Recommendation 6. Continue progress to ensure a culture of diversity, equity, and inclusiveness through the work of the President's Diversity, Equity, and Inclusion Council, and its supporting committee work on access and equity, curricula, climate, andragogy, and the NU workplace. (CFRs 1.4, 3.1, 3.2)

The development of a System-level Office for Social Justice, Equity, Diversity and Inclusion (S-JEDI) led by Dr. Thomas Stewart, Vice Chancellor for S-JEDI (<https://www.nusystem.org/governance/s-jedi/>), and the formation of the S-JEDI Council constitute further and decisive elements of the commitment to addressing social justice, equity, diversity and inclusion across the NUS as well as within all NUS affiliates.

The NU President's Diversity, Equity and Inclusion Council (DEIC) has formed a strong alignment and partnership with S-JEDI. The Inclusive Excellence Framework informs the overall planning of the DEIC and S-JEDI. The DEIC, NCU, and the Office of S-JEDI are finalizing plans for FY22 within that framework and will collaborate closely going forward. NCU and NU have established an ethos of close collaboration on DEI initiatives since September 2020, beginning with using baseline diversity climate surveys across both institutions to establish a foundation of data and evidence for further DEI initiatives. DEIC Accomplishments in FY21 are detailed in **Attachment 26**.

Recommendation 7. Given the goal to produce graduates who are leaders in their fields, continue to develop and implement policies, services, and scholarly practices that support the distinct needs of doctoral faculty and students. (CFRs 2.2b, 2.6, 2.8, 2.9)

NU currently offers three doctoral degree programs. NU has maintained and steadily expanded its support for all three. The PsyD program relocated from JFKU to NU and retained its entire support structure, including its wide network of clinical placements and Office of Professional Training. For the Ed.D. in Organizational Innovation, NU reduced faculty workload to support doctoral students, designated research faculty, and provided the program with an envelope of support from Sanford Harmony and Inspire programs, including a network of researchers from around the nation. For the Doctor of Nurse Anesthesia Practice, the University has invested in eight additional faculty lines (**Attachment 27**) to permit program expansion and to maintain a faculty-student ratio that provides needed support for the students.

A highly beneficial outcome of this proposal will be the importation to NU of the well-developed support infrastructure for doctoral students and the graduate culture already established at NCU to support the distinct needs of doctoral faculty and students (**Attachment 4**). Implementation of the current proposal will facilitate rapid change and development of the graduate culture at NU as the institutions are brought together.

Northcentral University

On March 3, 2021, NCU received the WSCUC Commission Action Letter informing the institution of the outcome of NCU's reaffirmation of accreditation peer-review process. In the Action Letter, the Commission requested NCU submit an Interim Report by November 1, 2023, responding to the five recommendations articulated. The recommendations align with the pillars of NCU's 2021 Strategic Plan (Graduate Culture, Commitment to Sustainability, Student Success, Diversification of Learning, and Commitment to Communities) and NCU has incorporated the recommendations to create further opportunities for careful self-reflection and continuous improvement. Progress on each of the recommendations is summarized below.

Recommendation 1. Strengthen financial sustainability and drive greater operating surplus through improved expense efficiency, enrollment growth, and expansion of alternative revenue streams. (CFR 3.4)

NCU continues to thrive financially. Total revenue through March 31, 2021, was [REDACTED] and was favorable to budget [REDACTED] (4.5%). Compared to the prior year, revenue was favorable [REDACTED] (13.5%), due to higher

enrollment. Units taught was favorable to budget and prior year, 3.4% and 12.5%, respectively. Operating expenses of [REDACTED] were flat to budget and unfavorable to prior year 4.5%, driven by higher advertising spend. Unfavorable prior year variances in payroll, benefits, and advertising were offset by favorable variances in System allocation, professional services, and professional development. Operating contribution for NCU (before depreciation and amortization) was [REDACTED] (10.9% margin), which was favorable to budget (6.5%) and prior year (3.2%). As of June 30, 2021, units taught and total revenue are forecasted to exceed budget by 2.4% and 3.1%, respectively, while total expenses are projected to be flat to budget. Contribution margin is forecasted to be [REDACTED], compared to the budgeted of [REDACTED].

Recommendation 2. Review, revise as appropriate, communicate, and actively apply decision-making processes, levels of authority, and escalation protocols within NCU and across NCU, National University System, and National Education Partners. (CFRs 1.7, 3.7, 3.10)

Since NCU's migration into NUS, NEP and NCU have had a vendor-vendee relationship, and in accordance with their Master Services Agreement (MSA), NEP provides services to NCU with direct oversight by NCU personnel and committees. NCU provides oversight of each of these services using Service Level Agreements (SLA) between NCU and NEP functional departments. These services are routinely tracked at the department level through regular review of the SLAs and through NCU's departmental review process. Similarly, all NEP services are reviewed monthly by NCU and NEP leadership to measure effective delivery, to ensure service level performance agreements are met, and to discuss continued performance toward the stated objectives.

NCU and NEP collaborate on an annual review of all SLAs to ensure the expectations articulated in the SLAs continue to serve NCU's students, alumni, and faculty with excellence and efficiency. To support the regularly scheduled annual SLA review, NCU has continued to solicit feedback from its students, alumni, faculty, and staff on levels of satisfaction with service, communication, responsiveness, and outcomes to inform data-driven decision-making on potential improvements for the SLAs. NCU has continued to discuss, review, and assess NEP's performance on a monthly, quarterly, and annual basis, demonstrating commitment to ensuring the SLA review maintains a focus on continuous improvement in the context of a constantly evolving environment in higher education.

Recommendation 3. Apply a systematic and data-driven methodology to ensure the most impactful use of resources for student success. (CFRs 2.10, 4.1)

NCU has multiple departments that focus on supporting students and helping them feel like an integral part of the NCU community. Academic and Financial Advising, the Academic Success Center (ASC), The Commons, the Center for Teaching and Learning (CTL), NUS Library Services, and the Institutional Review Board (IRB) all support student success in various ways. Additionally, the NCU staff and administration within the student success departments are committed to making meaningful use of data that leads to continuous improvement based on the results of inquiry, evidence-gathering, and evaluation.

As done in previous years, NCU leadership utilized the Strategic Planning & Resource Cycle to develop the refined goals addressing the recommendations identified in the Academic Program and Department Reviews, in alignment with NCU's strategic plan. In the most recent Strategic Planning & Resource Cycle, NCU departmental leadership identified opportunities for continuous improvement in support of NCU's strategic pillar of Student Success, inclusive of (but not limited to) comprehensive reviews of the Academic & Financial Advising department and the IT department, and the launch of expanded 'Great Start' intervention initiatives to provide all students increased academic resources and support. As articulated in NCU's Planning and Effectiveness Handbook and NCU's Co-Curricular Learning Assessment Handbook, NCU has continued to collect, review, and

analyze direct and indirect measures of student learning and effectiveness of established and newly created initiatives to demonstrate the extent of student achievement within and external of courses.

Recommendation 4. Continue with the successful integration of the JFKU Law School into NCU and attention to bar passage rates. (CFR 2.1)

Since the transition of the JFK School of Law into NCU, the School of Law leadership worked closely with academic and departmental leadership to integrate into the NCU culture and align with NCU policies and processes. For example, NCU's Office of Planning and Institutional Effectiveness (OPIE) immediately began to work with JFK School of Law leadership to assist in acclimating the JFK School of Law to NCU's assessment processes, guidelines, and expectations. An initial step of the process was to review the prior Program Learning Outcomes (PLOs), rubrics, and assessment practices to understand and inform next steps for successful integration. OPIE collaborated with JFK School of Law leadership to draft revised PLOs in alignment with NCU's established learning outcome expectations. The revised PLOs are currently progressing through NCU's shared governance review and approval processes. Additionally, in its first year as an NCU academic school, the JFK School of Law leadership participated in NCU's Strategic Planning & Resource Cycle and began the creation of a school-based strategic plan and review, which are two integral components of NCU's assessment and planning practices.

The Committee of Bar Examiners for the State Bar of California is the accrediting body for the NCU JFK School of Law's Juris Doctor (J.D.) program. The rules governing accredited law schools require schools to maintain a multi-year bar pass rate (MPR) of at least 40%. JFK School of Law's most recent MPR (for 2020) fell just below the 40% threshold (the score was 39.7%, effectively missing the MPR by one student). The Committee asked for the NCU JFK School of Law to submit a plan to increase the MPR; in the meantime, the J.D. program will remain a State Bar of California-accredited law school, and NCU is confident that the law school will improve its MPR. **Attachment 28** summarizes improvements made so far.

NCU remains optimistic for the future of the JFK School of Law. NCU expects that the above efforts will better prepare students with the skills necessary to be successful in law school, on the CA Bar Examination, and in the practice of law.

Recommendation 5. Disaggregate and analyze graduation data for each undergraduate and graduate degree program by appropriate demographic and other categories. (CFR 2.10)

For NCU, student success is defined as strong retention, degree completion, and a rigorous, quality educational experience tied to meaningful learning outcomes. Providing access and educational opportunities to underserved and non-traditional populations is central to NCU's Mission, Vision, and Values. Therefore, NCU views student success through this lens and focuses on supporting its non-traditional student population. Given NCU's mission and student population, NCU has continued to make deliberate efforts to review its graduation rates for underrepresented minorities (URM) populations.

For example, graduation rate data are made available to faculty and staff (also publicly available on the NCU website). This data can be disaggregated (internally and on the NCU website) by academic discipline, degree program, cohort, race/ethnicity, and gender. NCU faculty and academic leaders consistently review and analyze this data; however, graduation rate is a delayed indicator of student performance because a comprehensive view of each cohort's collective performance can be assessed only after the student's maximum time to complete has passed. In the interim, efforts to analyze demographic data related to retention, course completion, student support resource usage, and achievement of learning outcomes have continued across all NCU department and schools.

As an example of NCU's ongoing focus on analyzing student success via data-informed decision-making, OPIE and ASC investigated the extent to which student participation in statistics coaching improved the final course grade. The results of the analysis indicated that statistics coaching had the greatest positive impact on final course grade among students with a lower GPA before the course. The analysis also indicated the level of positive improvement was not significantly different among the demographic classifications.

Additionally, NCU's commitment to continuous improvement has driven our pursuit and implementation of technology that supports student success and improves the student experience. NUS library services recently implemented EBSCO OpenAthens authentication. OpenAthens provides students with increased access points to the NUS library. OpenAthens provides NCU with data and insight into the resources and databases NCU students access, with the ability to report by academic discipline, degree program, cohort, race/ethnicity, and gender. This information has enhanced NCU's ability to make data-informed decisions for additional library resources and discover opportunities to provide resources effectively and efficiently to serve students' academic needs.

C. Planning/Approval Process

1. Describe the planning and approval process within the institution (and system, if applicable), indicating how the faculty and other groups (administrators, trustees, stakeholders, system office, etc.) were involved in the review and approval of the proposed change. Attach documentation of necessary approvals. CSU campuses must attach a letter of approval from the Chancellor's office. (CFRs 1.8, 4.1, 4.2)

Planning Process: As described above, starting in 2018, the Board of Trustees began to articulate the Path 3-2-1 vision as a strategic path forward. Realization of that path included the acquisition of NCU in 2019, as well as formation of NEP to provide administrative, technology and support services to the NUS affiliates. Over the past three years, an increasing proportion of those support services have been assumed by NEP across all NUS affiliates, most recently Information Technology and Library Services, to enable provision of superior services to students at a lower overall cost.

The next step taken towards Path 3-2-1 consolidation was the assimilation of the programs of the former JFKU into NCU and NU, as JFKU ceased operations.

At the request of the NU Board of Trustees, an internationally recognized consulting firm was engaged in 2020 to explore and recommend the most viable pathways towards sustainability and growth for NUS. Based on the comprehensive recommendations brought forward by the consulting firm, this next step in consolidation within Path 3-2-1 effectively brings the largest institutional affiliates of NUS, NU and NCU, together under one institutional banner – National University.

Communication Process: A detailed, multi-phase communications framework ([Attachment 29](#)) was developed for announcing the proposed change to groups of NU, NCU and NEP stakeholders. Beginning in May 2021 a broader group of administrators at NU and NCU was made aware of the broad outlines of the BOT plan and was tasked with developing a more detailed proposal. Members of the NU University Senate were introduced to this plan on June 14, 2021 and were asked to solicit faculty input. The entire NUS community was made aware of the plan in a video presentation by the Chancellor on June 21, 2021. The Chancellor then embarked on a multi-site listening tour to gather feedback and input from all NUS constituencies, from June 22 to July 15, 2021. As a result of the Chancellor's outreach, literally hundreds of comments and suggestions from faculty and staff have been submitted. Those suggestions are currently being organized thematically by Chancellor's Office staff to serve as input for further and collective creation of a more detailed blueprint and implementation plan for the merger, pending WSCUC approval. Going forward, collective faculty involvement will be critical to creation of

new programs and pathways, the teach-out of non-viable academic programs, and reassignment of duties as the merger is articulated within NU.

A draft letter has been prepared for NCU students, post-WSCUC approval ([Attachment 29A](#)). That letter will be tailored to meet the special needs of NCU students, especially those in accredited programs. In all cases of accredited programs, NU and NCU will work with the programmatic accreditors to ensure not only that current NCU students can complete their programs of study in an accredited program at NU post-merger, but also that the ongoing programmatic accreditation will be continued long-term at NU.

Approval Process: Documentation of approval of the NU and NCU merger by the NU Board of Trustees and by the NCU Board of Trustees will be submitted after the boards meet on July 30, 2021.

2. Describe the external and/or internal partners contributing and/or participating in this proposal, if applicable. Attach any Memoranda of Understanding (final and signed) between the requisite parties. If this is the first program offered 50% or more online at the institution, or if the LMS provider has recently changed, please provide the contract with the provider. If the program will be offered under contract with an institution or organization not certified to participate in Title IV, HEA programs, please see WSCUC's [Agreements with Unaccredited Entities Policy and Guidelines](#) and explain how this arrangement conforms with the policy. (CFRs 1.7, 1.8, 2.13, 2.14, 3.5)

While the proposed merger is based upon well-researched recommendations from an internationally recognized firm acting as a consultant to the NU Board of Trustees, there are no external partners to this proposal. Internal partners include the NUS Office, NCU, NEP, and the surviving institution from the merger, NU.

In accordance with WSCUC's Agreements with Unaccredited Entities Policy and Guidelines, the MSA between NU and NEP, as well as the service level agreements that articulate the services to be provided and service level benchmarks to be met, are included as [Attachments 2 and 3](#). NCU will either assign the current MSA and SLAs with NEP to NU ([Attachments 30 and 31](#)), or NU will enter into a new agreement with NEP substantially similar in the scope of services, service level benchmarks, and fee structure, but revised in certain respects to reflect increased student enrollment and other updates.

Section II: Description of the Change

A. Impact of the Change

1. **Marketing:** Describe the impact of the proposed change on the institution in terms of marketing and target audience.

The NUS Agency (NUSA, a unit of NEP) provides marketing services for all NUS affiliates. Marketing efforts and the target audience remain the same as at present – adult learners who are seeking to improve their lives and livelihoods through degree programs of study. For current academic programs, forming one institution from two separate accredited institutions will enable a focus on one brand, with a multi-channel approach and a rationalization of the marketing spend not currently available, with predictably increased targeting and outreach to potential students at a lower overall cost.

As outlined in the required budget, expansion of current marketing efforts will be necessary to enable NU to achieve scale within the planned four-year time frame. From [REDACTED] in FY2022, marketing expenses are anticipated to grow to [REDACTED] by FY2025.

2. Governance & Leadership: Describe the impact on governance and leadership. (CFRs 3.6, 3.10)

Consistent with applicable IRS and WSCUC requirements, NUS institutions and SMG have governing boards with overlapping membership, each with its own board chair. The proposed merger will eliminate the NCU board and board chair, with the NU board continuing as currently composed. The merger will simplify governance, consistent with the WSCUC Governing Board Policy and Implementation Guide.

The impact on university leadership will be to reposition the NUS System Chancellor as Interim President of NU, responsible to the NU Board of Trustees for the direction, focus and resource allocation to carry out the NU Strategic Plan and Transformational Goals as detailed above in Section 1A(2), Mission and Strategic Plan. The current leadership of NU and NCU will be repositioned within the overall administrative structure of NU. Organizational Charts appear as **Attachment 32**. Until the point at which NEP can be assimilated as part of NU, NEP will continue to provide OPM services under the Master Services Agreement and detailed SLAs, or NU will enter into a new, substantially similar agreement with NEP. (**Attachments 2 and 3**).

Current faculty governance bodies, the University Senate and the Academic Affairs Committee, will expand to encompass legacy NCU faculty but otherwise will continue as at present. The final version of the Faculty Handbook to be used by NU after the merger is attached as **Attachment 33**. The University Senate will meet regularly as an assembled body with Chancellor Cunningham, in his role as Interim President of NU. Other committee structures under the AAC will be implemented according to the Faculty Handbook. Participation of current NCU faculty in the NU University Senate post-merger will be addressed as part of the ongoing planning process.

3. Relationships: Describe the impact of the change on relationships with external bodies including government agencies, alumni groups, and sources of philanthropic support. (CFR 1.5, 1.7, 2.12, 2.13, 2.14, 3.9)

For those NCU programs with specialized/programmatic accreditation either offered or not currently offered by NU, the institutional merger will likely necessitate substantive change with the specialized or programmatic accreditor. The same is true for programs leading to licensure that are currently offered by both universities.

Notice to the California Attorney General, and approvals from other accreditors and government agencies will also be required. State authorization agencies, both the BPPE in California as well as in other states, will need to be informed of the change, and the combined institution will have to work with each of those agencies as needed to ensure ongoing approval. US Department of Education approval will be necessary. While the Department is completing its review of the change of ownership of NCU and its conversion to nonprofit status, NU and NCU are hopeful that the Department will approve the transaction quickly because it is a simple merger of two institutions, with the well-established nonprofit surviving. Federal-wide assurance for the protection of human subjects in research will need to be updated to reflect the unified institution as well.

Relations with alumni for both institutions should not be impacted by the change, since SMG handles alumni relations for all NUS affiliates. Likewise, relationships with sources of philanthropic support are not likely to be affected since those relations have long been handled primarily at the System level. An outcome of the philanthropic [REDACTED] Sanford gift in 2019 is that NU has since initiated [REDACTED] dollars in new student scholarships with the goal of reducing tuition by 20% and has committed millions of additional resources to technology and student support toward improving student success. As of May 31, 2021, about 7,000 students have received the Fast Track or Opportunity scholarships.

WSCUC Staff review comment: Please provide an update (if available) on the status of the Department of Education's approval of the change of ownership and legal status of NCU that was previously approved by WSCUC.

Updated NU Response 8/30/21: Northcentral University has been informed by the U.S. Department of Education that the Department is currently "[T]rying to tie up some loose ends on our review." The full communication from Erik Foster, Branch Chief at the San Francisco/Seattle School Participation Division, is attached as **Additional Attachment 1**.

4. Faculty & Staff: How will the proposed change affect faculty and staff compensation, required faculty qualifications, faculty training, and the process of curriculum design? If the change is a modality change, what analysis has the institution completed to identify faculty readiness to implement the modality with quality? What new/additional staff positions will be needed (CFRs 3.1, 3.2, 3.4)

Faculty compensation: The impact of this change on faculty compensation at NU will be minimal. Chancellor Cunningham has communicated to Faculty that all extant faculty contracts will be honored, regardless of length. Nearly two-thirds of those contracts will be up for renewal within three years; others will extend in some cases up to five years or longer. Compensation analysis for all faculty will need to be undertaken as part of the merger. Relevant to this discussion, a proposal from the Diversity, Equity and Inclusion Committee for a faculty salary equity study has been submitted to HR, S-JEDI, and has received approval for implementation from the Chancellor.

Faculty qualifications and training: NU has long used terminal qualification in the discipline as the standard for hiring full-time faculty. For adjunct faculty, NU uses one level of qualification in the teaching discipline above the degree level being taught as a basic standard for hiring, except in those instances where a compelling case can be made based on professional experience and expertise in the discipline. The 2019 AV Team commented favorably on the deliberate and well-researched creation of doctoral faculty policies for the Doctor of Professional Practice programs (**Attachment 34, p.28**). With the arrival of doctoral research programs at NU, the proposed change requires NU to introduce additional faculty qualifications for serving on and chairing doctoral dissertation committees. Those additional requirements are addressed in the updated Faculty Handbook that will be in force for all faculty post-merger (**Attachment 33**). Training for incoming faculty has taken place under the auspices of the Adjunct Academy, as noted in the response to NU Recommendation #3 in Section I.B, above. Specific responsibility for part-time faculty development and support is assigned to the Vice Provost for Academic and Faculty Affairs. Post-merger, faculty development and training will encompass both the current course-based model of NU as well as the one-to-one instructional model for graduate programs used successfully within NCU.

Course and curriculum design: No impact of the process of curriculum design is anticipated due to the merger. The great majority of current NU programs, and all NCU programs, are offered via distance education. In 2017, to better meet student needs and improve student learning NU began a shared-governance initiative to redevelop programs for asynchronous online delivery. The initiative is based on using backwards design principles, as has long been the practice at NCU, whereby faculty collaborate with instructional designers in the Center for Innovation in Learning (CIL) to ensure that a high level of quality in course design is maintained, using standards and course development rubrics promulgated by Quality Matters. That course development/redevelopment process received favorable mention in the 2019 AV Team Report, p.27 (**Attachment 34**), and has been carried across most programs of study since then. In the past year, as NU has migrated its LMS from Blackboard to D2L Brightspace, CIL personnel have collaborated with faculty program and course leads to ensure all courses adhere to backwards design/design for all course design standards and has

made professional development modules available for instructional faculty who are already and will increasingly be delivering course instruction in the Brightspace environment.

The new NUS Office of Innovation headed by Dr. Michelle Weise will manage all new program development and creation of online courses. Instructional Design staff previously working in CIL and for NEP have become a part of the NUS Office of Innovation. Collaboration with faculty members and subject matter experts will continue, as will the use of well-established backwards design principles for new and redeveloped courses, whether designed on the current NU course model or using the NCU one-to-one instructional model. Hiring of additional instructional design and other support roles will be necessary, as detailed in the Faculty and Staff Model, [Attachment 35](#).

Faculty and Staffing Model: NU will continue with the faculty/staff for existing programs. NCU will bring faculty and staff over to NU through the merger. In areas where there is overlap, the goal is to identify and discuss professional development to relocate faculty into existing programs or retrain for new programs. Critical to the institutional transformation and scaling envisioned is the development of a faculty and staff model, to be implemented on a timeline that will permit hiring of new faculty to develop new programs of study according to a defined schedule for new program development, approval by WSCUC through screening/substantive change, and program rollout. That faculty and staff model appears as [Attachment 35](#). NU will continue to demonstrate its capacity to support student success, improve student outcomes and make solid progress on equity of student outcomes not only within newly developed programs but across the board.

Staff compensation: Over the past two years, most of the academic and student support staff functions at NU and NCU have migrated to NEP and will continue to provide support as at present following the merger. This includes the NUS Library and Information Technology. No change in compensation of NEP staff is anticipated as a result of this merger.

Duplicate administration positions: With the merger and the plan to grow the number of programs, the number of positions will likely increase in the aggregate. However, some duplicate positions exist between the two institutions. Interim President Cunningham has announced his plan to offer professional development to existing administrators in such cases to help build the merged entity.

5. Academic Offerings: How will the proposed change affect current academic program offerings, program and course student learning outcomes, and institutional infrastructure (particularly regarding technology)? (CFRs 2.1, 2.2, 2.6, 3.1, 3.2, 3.4, 3.5)

The proposed merger will have a positive effect on academic program offerings for NU, enhancing student choice of programs as well as degree pathways from bachelor's through to doctoral programs. Program and student learning outcomes are already defined and assessed for all NU and NCU programs. For those instances where NU and NCU programs overlap, faculty collaboration will be required to reach consensus on any changes of program or course learning outcomes. It is not anticipated that updates will rise to the level of substantive change for the programs where duplication exists.

While faculty will make incremental changes to program and course learning outcomes going forward to comport with changes in the disciplines and workforce expectations of program graduates, those changes will be incremental and not necessarily affected by the merger. NCU students will be able to finish their current degree programs post-merger under the NCU catalog in force at the time of their admission. [Attachment 36](#) details all current NU and NCU programs, by location (for NU) and by enrollment. Programs with identical names that currently exist at both NU and NCU are identified.

Technology for Teaching and Learning, and IT Support: Positive change in technology for teaching and learning is anticipated as a result of improvements already underway. There should be no impact as a result of the merger. Faculty involvement and support are integral components to improvement of instruction and student learning, particularly given the high proportion of adjunct faculty at NU. Over the past year, the institution has been migrating all coursework to Brightspace as the substantial upgrade to its current LMS, Blackboard. CIL has been working with faculty to migrate extant coursework into Brightspace. At present that migration is approximately 67% complete. Resources for faculty development in the Brightspace environment have been and will continue to be made available to all faculty post-merger to permit adaptation and innovation in instructional practices in the enhanced online environment. The feature- and support-rich online course environment provided to students in Brightspace will substantially improve the student instructional experience.

IT support is provided to both NCU and NU as a support service by NEP, with well-defined performance metrics detailed in the Service Level Agreements. Current service levels will not change as a result of the merger.

Ongoing Assessment and Evaluation for Improvement: No impact from the merger is anticipated. NU will continue to assess the effectiveness of its instructional environment and student outcomes through end-of-course evaluations, quarterly pop-up surveys upon system login, evaluation of goal attainment on the application for graduation, annual assessment of student learning, academic program review, disaggregated analysis of student progression, retention and graduation outcomes by race, ethnicity, gender, military status, and through other means.

NCU Student Completion: Current students at NCU will have the ability to follow their programs of study through to completion under the NCU Catalog in effect at the time of students' matriculation. NCU students will be able to graduate with a degree from NCU, or if they prefer, from NU. NCU programs to be brought into NU through the merger are identified in [Attachment 36](#).

6. Off-campus Locations & Modalities: What are the implications of the change for existing programs at off-campus and international locations? Will the proposed change influence any plans for future expansion or contraction of these locations? How will the proposed change affect distance education offerings? (CFRs 2.1, 2.2, 3.4)

Prior to the advent of the Coronavirus pandemic, NU began to rationalize its physical footprint at locations throughout California in response to growing learner preference for online course modality and marked declines in onsite course enrollment. With the advent of the pandemic, that process was accelerated, ultimately resulting in the WSCUC-approved closure of ten NU additional locations. The merger will not affect the extant NU locations, nor will it change or influence any plans for further contraction or expansion of additional locations.

7. Infrastructure & Support Services: How will the proposed change impact infrastructure and support services (CFRs 2.13, 3.4, 3.5):

- a) **Library:** As directed by the Board of Trustees, for the past four years NUS has been on a path towards more consolidated and better use of its resources. The Digital Learning Commons project (renamed from "One Library") was a multi-year technology project, first rolled out to JFKU and NCU libraries in 2019 and to NU in 2020. This project was undertaken as part of a System-wide effort to develop and implement a scalable "federated" technology model to support future growth, improve library services/learning resources to students and faculty within the current library at each independent institution, and leverage the combined market of the NUS affiliate institutions to achieve better outcomes as well as meaningful cost efficiencies. No further change to the Library and Information Resources is planned as part of this proposal.

- b) **Information Technology:** The change is not anticipated to affect the provision of technology support to NU students, faculty and staff. The extant Tier I Helpdesk is a 24-hours-per-day, 7-days-a-week, 365-days-a-year resource for faculty, students, and administrators. The Helpdesk staff typically answer questions related to individual computer set-ups, browser problems, connectivity, how to, and general help. The Helpdesk staff also log and respond to questions related to system configurations, browser downloads, streaming media, chat sessions, firewalls and connectivity. They also resolve third-party software problems whenever possible. Tier I staff is comprised of individuals trained in computers, online course shells and administrative pages, Internet technology and troubleshooting.
- c) **Student Advising:** The merger is not anticipated to affect student admissions or academic advising. Upon admission to NU, each student is assigned an admissions advisor who advises the student on university policies and assists the student on planning a course of study for the entire program. Admissions advisors are trained on all NU programs and understand the requirements for individual programs. Each student also has an academic advisor who is the Academic Program Director (APD) for the program. Admissions advisors continue to advise students as they go through their programs. Students often contact their admissions advisor when they need assistance or clarification of certain rules or regulations; sometimes admissions advisors submit requests (for example, an independent study request) on behalf of students for approval. Admissions advisors are available during normal business hours; students can either make an appointment to visit their admissions advisor or talk by email or telephone.

Upon admission, students may contact their APD to assist them in making appropriate decisions about their educational or career path. The APD provides students the benefit of experience in professional practice and insight gathered from years of experience in the industry or in higher education. The APD for the program reviews students' grades and plans of study on regular basis to make sure they are meeting all program requirements and are on track for graduation. APDs advise students on curriculum content, course requirements, proficiency examinations and program goals on an ongoing basis and as needed. Student schedules and grades are available to the APD electronically through SOAR (Systems Organization and Resources), NU's student information system.

- d) **Academic Student Support Services:** the merger is not anticipated to affect academic support services. Since December 2020, NU has fully implemented its professional advising services in collaboration with NEP to meet the individual needs of academic programs and students, across all programs and modalities. NU has continuously enhanced its advising, support, and engagement infrastructure over the last year to improve student satisfaction and success outcomes. To support this holistic team approach to student success, the institution has invested in and implemented an expanded portfolio of support resources and technologies detailed in [Attachment 23](#).

B. Financial Resources (CFRs 3.4, 3.5, 4.2, 4.3 4.6, 4.7)

1. Provide a narrative describing the financial sustainability reflected in the attached budget. (CFRs 1.7, 3.4, 3.5)

The attached budget calls for an additional [REDACTED] in transformation investments in Y1. That investment will be funded from the NU Capital Reserve Fund which had a market value of [REDACTED] as of April 30, 2021. Subsequent years' transformation investments will be funded from operations. Contribution margins (including transformation investment costs) for years 2, 3, and 4 are projected to be [REDACTED], and [REDACTED], respectively.

2. Provide a narrative describing all start-up costs for the institution and how the costs will be covered, including direct program cost and institutional indirect cost. Explain how the institution effectively plans such that the impact of additional services and support for this change will be adequately supported as the institution evolves (i.e., are indirect costs charged on a program basis). Costs for licensing, hardware, software, technical support, training for faculty and students, and instructional design should be included. (CFRs 1.7, 3.4, 3.5, 3.6, 2.13)

The merger involves no cash consideration. NU and NCU each have adequate net assets (without donor restrictions) to cover all costs associated with the pending merger: NU, [REDACTED] total, and NCU, [REDACTED] total, as of June 30, 2020. On June 6, 2021, the NU and SMG boards of trustees voted to approve funding allocation of up to [REDACTED] to fund costs associated with the merger and integration. These funds will be sourced from the NU Capital Reserve Fund which had a market value of [REDACTED] as of April 30, 2021.

3. Provide evidence that the institution has the capacity and commitment to absorb startup costs. If the institution has incurred a deficit in the past three years, supplemental information describing the financial capacity of the institution to start and sustain the change is required. (CFRs 3.4, 3.6)

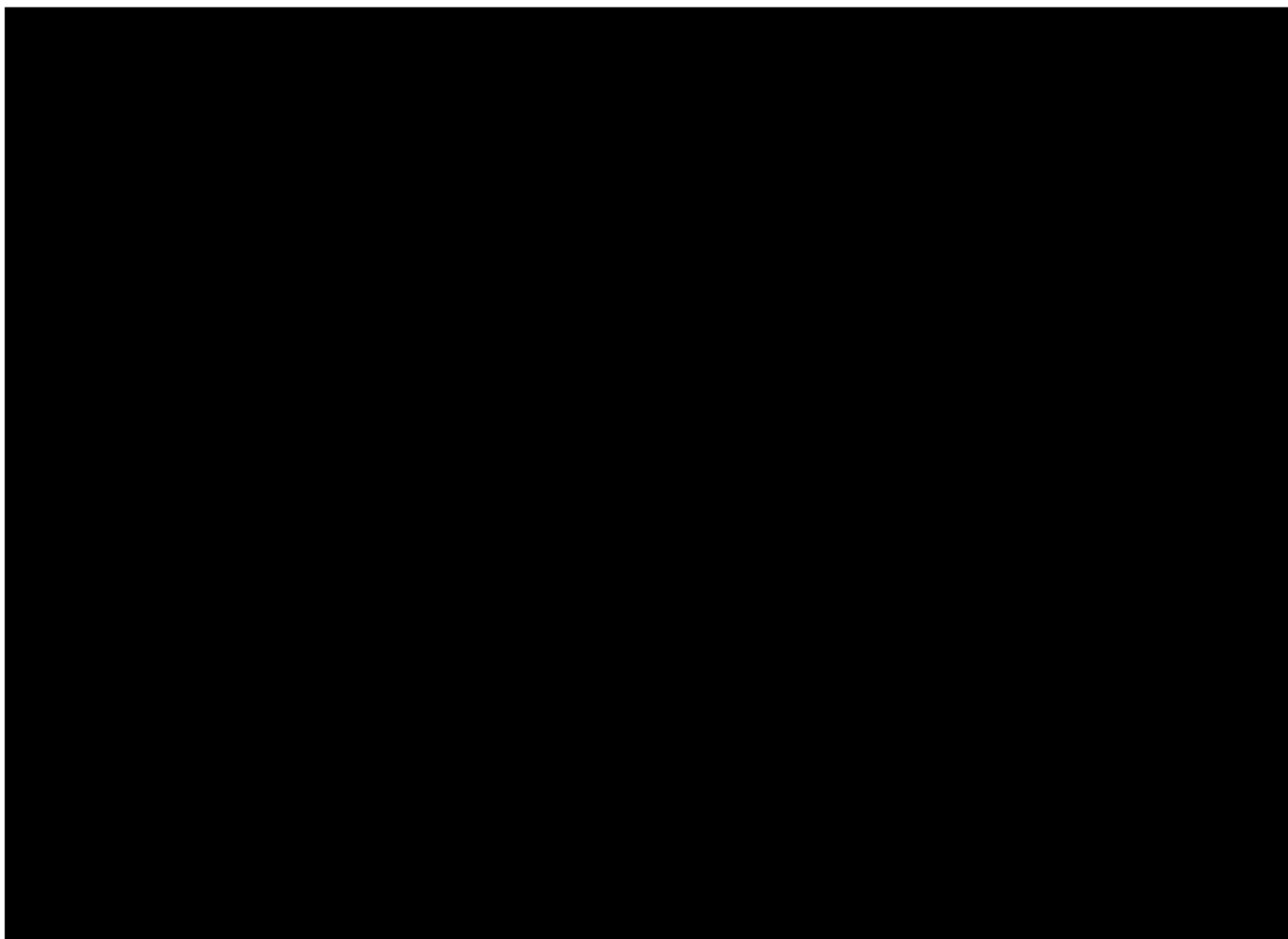
On June 6, 2021, the NU and SMG boards of trustees approved a recommendation from an internationally recognized consulting firm to implement a strategic transformation of the NUS. This transformation includes the merger of NCU and NU, as well as transformation of NEP and SMG. The boards voted to approve funding allocation of up to [REDACTED] for this initiative. These funds will be sourced from the NNU Capital Reserve Fund which had a market value of [REDACTED] as of April 30, 2021.

4. Clearly state the minimum number of students per year necessary to make the change financially viable. The budget should reflect anticipated attrition and should include plans to respond to low enrollment. (CFRs 3.4, 3.6, 4.1)

No new students are required to make the merger financially viable. No material attrition is anticipated as a direct result of this merger. See [Attachment 37](#) for detail narrative around enrollment trends and budget assumptions.

5. Provide a budget forecast, for at least the first three years of the proposed change, based on the projected enrollment data, including attrition, anticipated faculty hires, additional learning resources, and other projected revenues and expenditures. The enrollment data should include a market analysis. The budget should include all budgetary assumptions. (CFRs 1.7, 3.4, 3.5)

Below is a screenshot of the extensive budget that was developed to “price” the transformation. For more details, see accompanying [Attachment 37](#).



C. Academic Programming, Educational Effectiveness and Student Support Services

1. How is the proposed change in institutional philosophy, of the program philosophy, curriculum design, and pedagogical methods/instructional theory aligned with the target population, modality and degree nomenclature selected. (CFRs 1.1, 2.1, 2.8, 2.10, 2.13, 2.14)

The proposed merger will unify two mission-aligned, WSCUC-accredited, affiliate institutions of the NUS. Both institutions are dedicated to serving adult learners, primarily via online instruction. No change is anticipated in the guiding philosophy of adult learning/andragogy that already unites NU and NCU. Both institutions have been through recent comprehensive WSCUC reviews in which all programs of study have been found to correspond to generally accepted standards for similar academic programs at other institutions of higher education across the country. Both institutions also offer numerous degree programs approved through programmatic/specialized accreditors and/or licensure agencies. Those programs have been found to be aligned with the standards of

those accreditors or agencies and meet standards for curriculum design. NCU has concentrated almost exclusively on degree programs at the master's and doctoral levels, whereas NU has its primary degree program offerings at the bachelor's and master's degree levels. The proposal also facilitates access to comprehensive degree pathways for NU students in those disciplines where NU currently offers bachelor's and master's degree programs, and where NCU currently offers doctoral degree programs, ensuring continuity of the learning experience. **Attachment 36** details all NU and NCU current programs and those that overlap.

2. How has the curriculum design and pedagogical approach been adapted to the modality of this change? Provide specific strategies and instructional methods as well as learning theories that support any curricular change. (CFRs 2.1, 2.2, 2.4, 2.8)

This proposal does not envision any change in curriculum design or the primarily online instructional modality already in use by both NU and NCU.

3. If the proposed change requires curriculum change, describe how library resources will be used in the curriculum. Provide activities and assignments in the curriculum that will require library resources. (CFRs 2.1, 2.2a, 2.6)

Only 17 degree programs of NU and NCU overlap, as detailed in **Attachment 36**. Beyond approval of the merger and normal adjustments to coursework that can be expected to take place within those programs as faculty work through the differences, this proposal does not envision any initial changes to currently approved offerings of the institutions.

Post WSCUC approval, once the NU Program Participation Agreement is reapproved by the Department, NU intends to expand its programmatic offerings as part of the institutional transformation and scaling described elsewhere in this proposal.

4. Identify the type of student targeted (i.e., adult learners, full-time or part-time) who will enroll in programs associated with this change. (CFRs 2.2, 2.13)

For the past 50 years, NU has concentrated on offering accessible degree programs of study, both full-time and part-time, to adult learners seeking to better their lives and livelihoods. Similarly, NCU has since inception in 1996 offered opportunities for advanced study at the master's and doctoral levels to working professionals around the world and enabled them to meet their goals. No change in the type of student targeted is anticipated as a result of the merger.

5. Describe the plan for data collection, analysis, and the incorporation of findings into the existing program review process. (CFRs 3.7, 4.1, 4.2, 4.3)

Since 2008, NU has utilized an annual assessment process at the program level that feeds into a comprehensive program review every five years. A comprehensive analysis of quantitative program performance data is provided for each program going through review, to enable inclusion of analysis and recommendations for improvement in program self-studies. An external review is performed by competent experts in the disciplines. The process culminates in a Memorandum of Understanding between the program and the administration concerning action steps to be taken, the implementation of which is monitored annually through the assessment reporting process. Both annual assessment processes and the five-year review received favorable commentary in NU's most recent comprehensive review in 2019 (**Attachment 34**, p.35). Most recently, NU has developed a Programmatic Strategy Report, which will provide even more comprehensive data (from Institutional Research

and from Marketing) and enable each program to ascertain the effectiveness of its strategy to maintain workforce relevance and to guide further program development and growth. A summary of the Programmatic Strategy Report appears as **Attachment 38**.

As required by WSCUC, NCU also includes ongoing programmatic review and assessment processes. As NU and NCU integrate their assessment and program review processes, facilitated by no less than eight graduates of the WSCUC Assessment Leadership Academy, an even more robust set processes will doubtless emerge.

6. Describe the procedures to evaluate teaching effectiveness in the proposed modality. (CFRs 3.1, 3.2)

NU evaluates teaching effectiveness through peer reviews of teaching and through end-of-course evaluations of instruction, for both online and onsite courses. Full-Time Faculty complete an annual self-review based on their FPP (Faculty Performance Plan), which is used as part of the annual review process. The end-of-course evaluation form, peer review form, and FPP example are included as **Attachments 39, 40 and 41**.

At NCU, the annual evaluation process addresses multiple aspects of faculty performance, including quality of teaching, participation in faculty and professional development activities, adherence to standards and procedures, and participation in non-teaching responsibilities (e.g., attendance at required faculty meetings, support of curriculum revision, etc.). Faculty are initially invited to complete a self-evaluation as part of the evaluation process. Simultaneously, the Associate Directors of Faculty Support and Development (or Assistant/Associate Deans) in each School review their notes on coaching sessions and examine faculty work throughout the prior year to complete the evaluation. Deans or their designees then review completed evaluations for revision and approval. Evaluations are then sent to faculty with an invitation to discuss their review and self-evaluation with their Associate Directors of Faculty Support and Development or their Dean or designee.

A positive impact of the merger will be the planned widespread adoption within the combined institution of the more detailed annual faculty evaluation process in use at NCU.

7. Describe the sufficiency and accessibility of available student support services, appropriate to the modality of the program. If the target audience is different, describe additional or augmented student support services that will be required (CFR 2.13)

NU provides a comprehensive array of student support services. Services are available through the online student portal for both online and onsite students. For advising, please see 2A (7) (c) above. For academic and other support services, please see 2A (7) (d) above.

Comprehensive student support services are already available and accessible to NU and NCU students through the relationship with NEP and are regularly evaluated for effectiveness. No change in the on-demand philosophy of service or of current high levels of support is envisioned as a result of the merger.

8. Describe the impact that the proposed change will have on faculty workload for all involved, including teaching, research, and scholarship. Describe the institution's expectations for faculty scholarship. What will be the maximum number of students that each faculty member can advise? (CFRs 2.8 3.1, 3.2)

Faculty Workload

No change in NU's current method of allocating faculty workload is expected as a result of the merger.

According to the updated NU Faculty Handbook ([Attachment 33](#)), and similarly to current NCU faculty workload expectations, faculty workload at NU is determined as follows:

- College/School Deans determine faculty instruction, scholarship, and service responsibilities in consultation with Department Chairs and the Provost. These responsibilities are clearly articulated at the beginning of each fiscal year in the Faculty Performance Plan or appointment letter.
- Load equity: Faculty loads may be adjusted by the President or Provost to ensure consistency with stated loads. Required teaching loads will be identified in faculty letters of appointments consistent with university policy as approved by the Board of Trustees.
- Deans and Department Chairs will work with a centralized scheduling team to assure that the courses students need to progress are available and supported by appropriate faculty.
- Specific Faculty assignments are guided by the Colleges/School, Deans, or designee to meet the School and University needs, and approved by the Provost and President.

Expectations for Faculty Scholarship

NU has been primarily a teaching institution throughout its history, with faculty workload centered accordingly on teaching responsibilities. College/School Deans determine faculty instruction, research/scholarship, and service responsibilities in consultation with Department Chairs and the Provost.

NCU recognizes the importance of faculty research, scholarship, and creative activity as complements to effective teaching and educational quality. Faculty are expected to maintain their professional competencies by participating in professional and academic activities in their disciplinary field, such as conferences, seminars, and workshops. Schools and programs have specific requirements for research, scholarship, and professional development. These professional development, research, and scholarship activities are supported by Professional Development funds as well as Research Support Funding and Awards that are available to full-time and, in most cases, part-time faculty. NCU supports various research activities including individual faculty research, interdisciplinary research, and student and faculty research partnerships. To support a robust graduate culture, NCU regularly recognizes outstanding contributions to student learning. Each year at the Annual Symposium, NCU hosts an academic awards ceremony where exceptional contributors are publicly recognized and celebrated.

After the merger, those NU faculty involved with doctoral programs will logically see an appropriate adjustment to their teaching, research & scholarship, and public service workload expectations in line with their doctoral program responsibilities and with current practice at NCU. These responsibilities are clearly articulated at the beginning of each fiscal year and are articulated in the Faculty Performance Plan (FPP) or appointment letter. Specific faculty assignments are guided by the Colleges/School, Deans, or designee to meet the School and University needs, and approved by the Provost and President.

Expectations for Advising of Students

NU utilizes a professional advising model rather than a faculty advising model. No strict number of advisees is therefore established for faculty members. The university has adopted this advising model, outlined in the Strategic Plan, to increase the retention and completion rates of students as well as honor the mission of delivering an exceptional student experience. The advising model in use, in collaboration with NEP, allows for a more personalized approach to undergraduate student advising and will not change with the merger.

Students begin their academic career with an enrollment advisor who guides them through the onboarding

process. Resources include online course demonstrations, connectivity to specialized student support services, and program schedule information in the student information system. Once students matriculate through their first course successfully, they are transitioned to an academic advisor who supports the student for the remainder of the student's educational journey. During the first course the student takes, he or she is introduced to an academic advisor for a seamless transition. Academic advisors have been transitioned to a reduced student load and engage in ongoing professional development to deploy a holistic approach to advising.

Rather than strict ratios of advisors to students, the service level agreement in place for NEP to provide advising services specifies auditable benchmarks or conditions to be met. For example, undergraduate students who have a graduation application audit completed and are within 13.5 quarter units of completion should be scheduled for all remaining courses within 60 days before estimated final graduation notification.

Upon admission, students may also contact their APD to assist them in making appropriate decisions about their educational or career path. The APD provides students the benefit of experience in professional practice and insight gathered from years of experience in the industry or in higher education.

As expressed in the updated Faculty Handbook ([Attachment 33](#)) expectations for student advising in all master's and doctoral programs will adhere to the Teaching Through Engagement (TTE) philosophy, a 1x1 advising model long in place at NCU. We anticipate that the successful advising protocols in place at NCU for incoming students in master's and doctoral programs will be adopted for NU, in accordance with the TTE philosophy.

Section III: Required Documentation & Compliance Issues

A. Documentation

1. Please include documentation that will help the Committee understand the process by which the change was developed, such as former and proposed mission and/or objectives, summary of discussions with campus constituents (Board of Trustees, Academic Senate, students), strategic plans, financial plans, copies of Board minutes as appropriate, copies of draft legal documents regarding changes of ownership, sponsorship, and/or affiliation, and copies of draft legal documents dealing with matters of facilities and other institutional property as appropriate. (CFRs 1.5, 3.7, 3.9, 3.10)

WSCUC Staff Reviewer comment: Please provide the execution ready versions of the merger agreement, including any new articles of incorporation, bylaws or services agreements that may be created as a result of the merger.

Updated NU Response 8/30/21: The execution ready version of the merger agreement has been uploaded into Box as requested and now appears as [Additional Attachment 2](#). There are no necessary new articles of incorporation, bylaws, or services agreements needed.

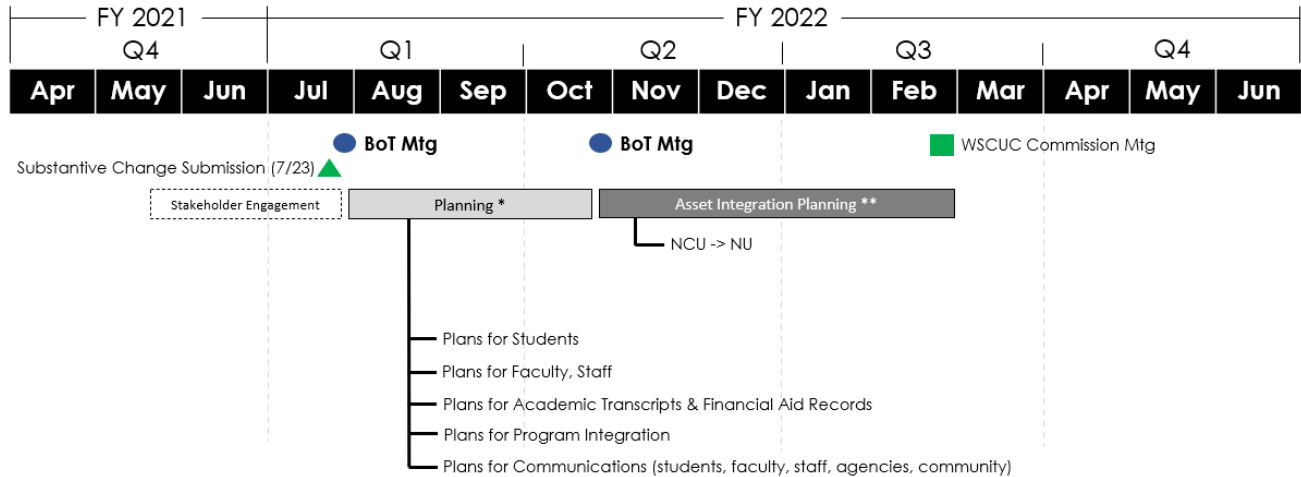
Requested Documentation

The process by which the merger and transformation plan were developed is detailed above in sections 1A (1) and (2). No change in the mission of NU is anticipated as a result of the merger. The extant NU strategic plan will be augmented through inclusion of four transformational goals, as articulated in the matrix in section 1A (2) above. The communication process through which information on the proposed merger has been shared with stakeholders and feedback sought is particularized in section 1C (1) above. Financial plans are included in

Attachment 37. The faculty and staff model appears as **Attachment 35**. Copies of the Board minutes demonstrating approval of the merger by the NU Board of Trustees and the NCU Board of Trustees will be uploaded after approval on July 30, 2021. The draft merger agreement and schedule of assets to be transferred is included as **Attachment 42**. The diagram of the legal transaction is included as **Attachment 43**.

Overall Timeline

Post WSCUC-approval, the implementation timeline for the merger contains a number of contingencies, including state authorization approval, discussed below in item 2, and receipt of a pre-acquisition review response from the U.S. Department of Education. Once all pre-closing approvals are obtained and the institutions are comfortable with the Department’s response, the transaction can close. Once the merger closes, NU will turn to implementation of various integration tasks.

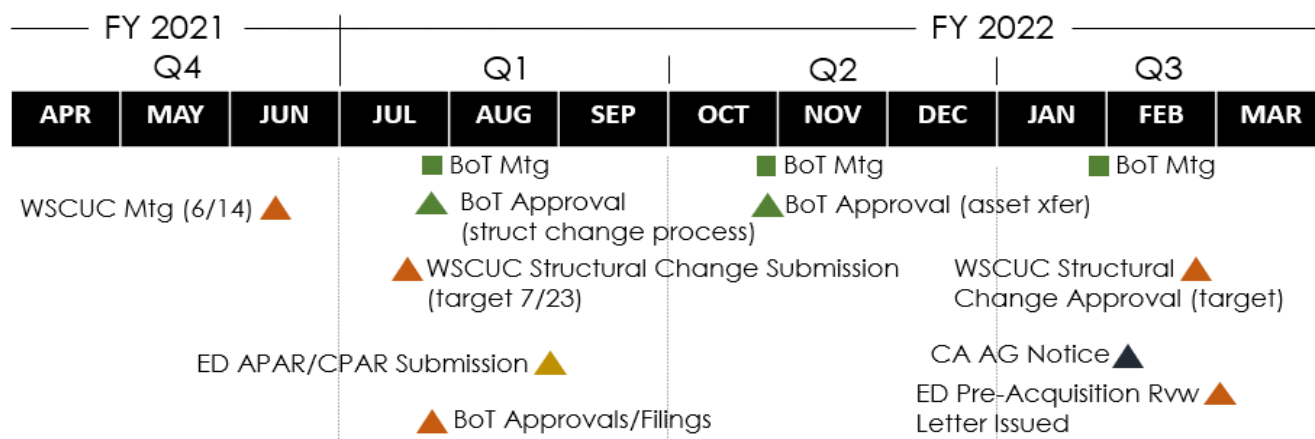


The rollout of governance, administrative and structural integration of NU and NCU and the process to be followed are still in development, as is the process for bringing both the NU and NCU faculty together into a unified governance structure. However, the updated Faculty Handbook provides for a University Senate and an Academic Affairs Council. The faculty membership of those bodies will be reconciled to provide for equitable representation (**Attachment 33**).

In the 17 instances where NU and NCU programs overlap, a timeline for integration of those academic programs will be developed and followed; adequate time must be allocated for faculty members from both institutions to collectively review and adjust courses and curricula (**Attachment 36**).

Where new programs are to be proposed as part of the organizational transformation and scaling initiative, adequate time, staff support, and faculty resources will need to be brought on board and integrated into the program development process to ensure the development of high-quality programs that meet workplace requirements and enable successful student outcomes. The anticipated annual expenditure for hiring new instructional and non-instructional staff is given in **Attachment 35**.

2. Description of any legal or compliance requirements regarding the change such as approvals from regulatory bodies or other accreditors. (CFRs 1.7, 3.6)



Overall, from a timing perspective, NU and NCU seek to obtain approvals and effectuate the merger as soon as feasible after receipt of all required pre-closing approvals and provision of all required pre-closing notices.

WSCUC Approval Timing

NCU requests WSCUC approval at the next available Commission meeting, if possible, in February 2022.

U.S. Department of Education Timing

Under the merger agreement, a condition to closing the transaction is receipt from the Department of a pre-acquisition review response. NU intends to submit the request for a pre-acquisition review by late August, but the timing of the Department's potential response is uncertain. In this regard, NCU's application for approval of its 2019 acquisition and conversion from for-profit to non-profit status is still pending with the Department. NU and NCU are hopeful that the proposed merger will either moot the need for the Department to approve the pending conversion transaction or speed its approval. NU intends to close the merger transaction promptly after receipt of a pre-acquisition review response (assuming it has obtained the other requisite approvals). As in any change of ownership and control, once the merger closes, NU will need to apply for approval to continue to participate in the Title IV programs and will need to participate in Title IV on provisional status for some period of time.

Other Regulatory Approval Timing

NU will need to notify the California Attorney General's Office of the proposed merger.

Both NU and NCU are both exempt from California Bureau of Private Postsecondary Education approval requirements under California Education Code § 94874, and each has entered into a contract with BPPE for BPPE to receive complaints under California Education Code § 94874.9, consistent with applicable Title IV requirements. NU and NCU will provide a courtesy notice to BPPE.

Outside California, NU is approved to offer degree programs in 48 other states and in the District of Columbia. Only Virginia has yet to grant authorization. The idiosyncratic nature of institutional and programmatic approval in each state may occasion delay of operating approval in states outside California. The timeline for approval of the merger and of NU's addition of (currently NCU) programs is not now known.

Update Addendum to July 2021 Merger Proposal between Northcentral University and National University

This document provides an update to those material aspects of National University (NU), Northcentral University (NCU), and the National University System (NUS) that have changed since the NCU – NU merger proposal was originally submitted in July 2021. The proposed change itself remains as originally articulated, however the timeline has shifted in anticipation of a June 2022 review and decision by the WSCUC Commission. This document also responds to the following WSCUC requests:

- Describe the developments regarding National Education Partners (NEP) moving under NUS.
- Describe any potential changes or revision to the NU mission statement that are anticipated.
- Describe any implications for the merger the university anticipates that may result given the determination letter for NCU.
- WSCUC is of the understanding that institutions that are provisionally certified to participate in Title IV programs are generally not permitted by the Department of Education to undergo a change of ownership or control until they are fully certified. Given that NCU is provisionally certified per the change in ownership approval decision that was recently received, will NU and NCU be able to proceed with the planned merger of the two institutions? Please advise on any guidance that has been provided by the Department, and/or if the proposed merger process will be delayed until the matter is resolved.

NEP incorporation into NUS

The NU - NCU merger proposal noted that the long-term plan involved eventual consolidation of NEP – a third-party servicer for both NU and NCU – into the combined NU. As an interim step, effective December 31, 2021, NEP has merged with and into System Management Group (“SMG”), the nonprofit, Internal Revenue Code § 501(c)(3) Type II supporting organization for all NUS institutions, with SMG surviving. As required by law, SMG has received consent from the California Attorney General for the merger of NEP into SMG. (Update Attachment 1, Letter from CA Attorney General).

National University notified the Department of Education (ED) of this merger. As previously mentioned, NUS has decided to pursue a strategy to consolidate operations. SMG will assume by operation of law all of NEP’s assets and liabilities, including NEP’s third-party servicer agreement with NCU and NU. Accordingly, for NCU, the only change will be the legal status of its third-party servicer and online program management company, from a for-profit servicer (NEP) wholly owned by NCU’s supporting organization (SMG) to solely the latter. Resolutions of SMG and NEP approving the merger appear as Update Attachment 2, NEP Resolutions to Merge NEP into SMG, and Update Attachment 3, SMG Resolutions to Merge NEP into SMG. The merger agreement appears as Update Attachment 4, Merger Agreement - National Education Partners Inc. AZ into System Management Group CA.

Out of an abundance of caution, NCU currently intends to update its E-App to remove NEP and add SMG as a third-party servicer. See 2021-22 FSA Handbook, 2-148. However, the university does not believe that SMG will constitute a third-party servicer. Although SMG is not the corporate parent of NCU or any other NUS institution, as a Type II supporting organization, SMG is required by law to support exclusively NCU and the other NUS institutions. The governing boards of SMG and all the NUS institutions are composed of the same individuals, each with their own chair. Cf. US Department of Education Decision

Letter at 14 (“[T]he the board of trustees of NCU was completely replaced by the same trustees that govern SMG and NUS, which is consistent with the above discussion of Type II Supporting Organizations.”) ([Update Attachment 5, NCU CIO Decision Letter-12-17-2021](#)). It appears to the university that SMG and the NUS institutions are part of the same shared governance system and SMG therefore would not constitute a third-party servicer for NCU or other NUS institutions.

Mission, Purpose and Strategic Plan

Since the submission of the original merger proposal, the Transformation Office within NUS has worked diligently to develop and implement the broad-based transformation of organizational processes as discussed in the original proposal, to effect meaningful improvements in functionality and effectiveness in service of the mission. This effort has been undertaken with the close collaboration of the consulting firm as indicated in the original proposal.

The Transformation Office utilized a broad-based user involvement framework (“Bottom-Up Planning”) and proprietary software application (“WAVE”) to facilitate participant involvement in articulating and planning each initiative. To date, 157 active transformation initiatives and numerous achievement milestones have been created and are underway. Progress on each initiative is tracked weekly in WAVE. Under the general leadership of the Transformation Office, the initiatives have been organized under seven separate workstreams, each with an executive owner and a designated workstream lead ([Update Attachment 6, Transformation WorkStream Leaders](#)). Threaded throughout each workstream and set of initiatives, alignment with relevant questions and considerations for social justice, equity, diversity and inclusion (S-JEDI) have been articulated by the Office of S-JEDI, collaborating with the NU Diversity, Equity and Inclusion Council and the NCU University Diversity Council ([Update Attachment 7, Workstream S-JEDI Lens Questions](#)). Initiatives are actively advised to utilize an equity lens in design and implementation by S-JEDI subject matter experts.

In the Organizational Health workstream of the Transformation, the Mission Initiative is preparing to meet with stakeholder groups to understand and articulate appropriate elements of what will eventually become a separate proposal to WSCUC for a revised Mission statement for the united NU. The revised Mission statement will reflect the intention to continue serving adult learners through degree programs as well as workforce-related non-degree programs. Revisions to the Mission statement are necessary with the emergence of new competitors, rapid changes in the world around us, and dynamic changes in student needs. There is a felt need to self-reflect and transform the university, reassessing how we teach, what we teach, how we support learners, and how all members of the university community support each other. Yet while the specific language of the NU Mission may change, the underlying and long-standing university objectives and values that support and particularize the mission – including access, quality, relevance, social justice/citizenship, and lifelong learning – are unlikely to change.

Governance and Leadership Changes

The leadership of National University has changed, in that Randy Frisch, the former President of the NUS Affiliate City University of Seattle, now serves as the Interim President of National University. A national search is underway for a permanent president of the united NU post-merger.

With the retirement of Dr. David Harpool on 12/31/21, the senior leadership at Northcentral University has changed. NCU leadership now consists of Dr. James Billings and Dr. Eugene Wilkerson, who serve as

interim co-presidents and retain their roles as school deans. Dr. Lisa Hutton and Dr. Andy Riggle serve as interim co-provosts for the university and continue to serve as school deans at NCU.

NEP, the formerly separate, wholly owned for-profit services provider affiliate of the NUS, has been assimilated under the reporting structure and nonprofit status of SMG. Its president now serves as the Vice Chancellor for Operations/Chief Operating Officer and reports directly to the NUS Chancellor. The new SMG Organizational Chart appears as [Update Attachment 8, NUS Organization Chart](#).

Relationships

The US Department of Education (Department) has approved in writing the change from for-profit to nonprofit status for Northcentral University. The letter received from the Department on December 17, 2021, appears as [Update Attachment 5, NCU CIO Decision Letter-12-17-2021](#).

Documentation

1. Please include documentation that will help the Committee understand the process by which the change was developed, such as former and proposed mission and/or objectives, summary of discussions with campus constituents (Board of Trustees, Academic Senate, students), strategic plans, financial plans, copies of Board minutes as appropriate, copies of draft legal documents regarding changes of ownership, sponsorship, and/or affiliation, and copies of draft legal documents dealing with matters of facilities and other institutional property as appropriate. (CFRs 1.5, 3.7, 3.9, 3.10)

As part of this update, the university was requested to advise WSCUC on any guidance provided by the Department regarding the feasibility of the planned merger, given the conditional Title IV status under which NCU is currently operating. National University has received the pre-acquisition review Program Participation Agreement template from the Department and expects to submit that along with other required pre-acquisition review documentation to the Department as soon as complete.

Under the merger agreement, a condition for closing the transaction is receipt from the Department of a pre-acquisition review response, but the timing of the Department's potential response is uncertain. NU intends to close the merger transaction promptly after receipt of a pre-acquisition review or an abbreviated pre-acquisition review response, assuming it has obtained WSCUC and other requisite approvals. As in any change of ownership and control, once the merger closes, NU will need to apply for approval to continue to participate in the Title IV programs and will need to participate in Title IV on provisional status for some period.

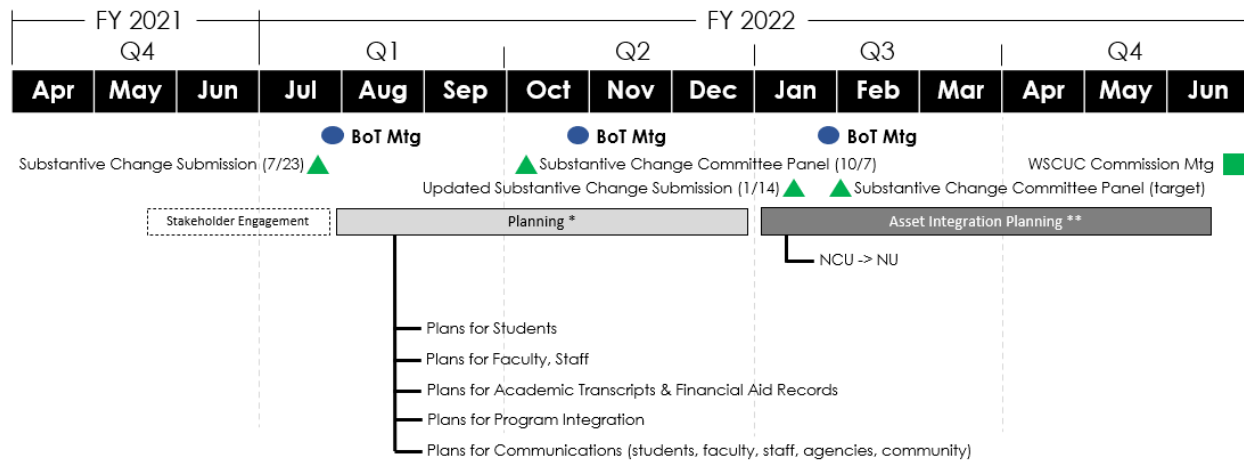
The December 17, 2021, NCU letter of determination from the Department places several conditions on the university. However, the effect of the merger appears to moot many of the restrictions placed on NCU, since for example any new programs or locations will be added by the surviving institution, National University.

Overall Timeline

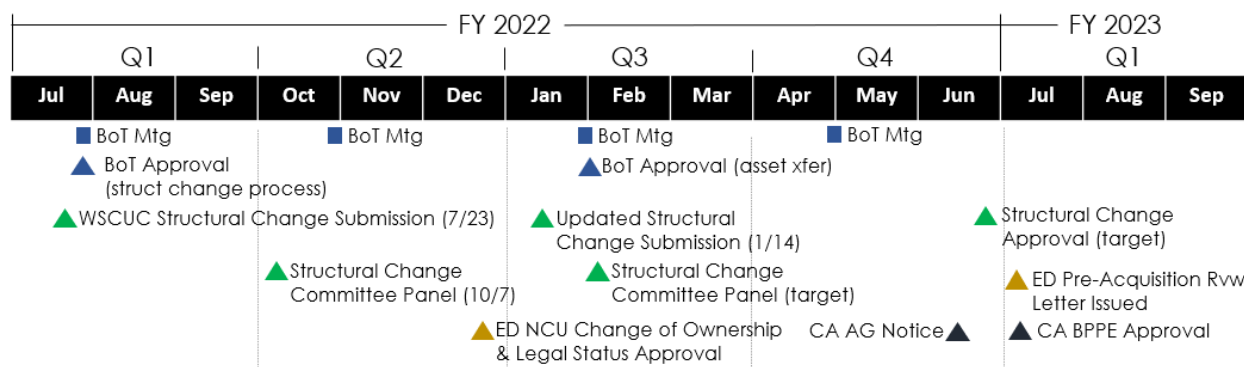
The overall timeline has shifted to anticipate a June 2022 review and decision by the WSCUC Commission.

Post WSCUC-approval, the implementation timeline for the merger contains several contingencies, including state authorization approval, discussed below in item 2, and receipt of a pre-acquisition review response from the U.S. Department of Education. Once all pre-closing approvals are obtained and the

institutions are comfortable with the Department's response, the transaction can close. Once the merger closes, NU will turn to implementation of various integration tasks.



2. Description of any legal or compliance requirements regarding the change such as approvals from regulatory bodies or other accreditors. (CFRs 1.7, 3.6)



As in the original proposal, from a timing perspective, NU and NCU seek to obtain approvals and effectuate the merger as soon as feasible after receipt of all required pre-closing approvals and provision of all required pre-closing notices.

WSCUC Approval Timing

NCU requests WSCUC approval at the next available Commission meeting, if possible, in June 2022.

U.S. Department of Education Timing

With the receipt of the Letter of Determination from the Department, NCU has been granted nonprofit status and that previous impediment to further consideration of the proposal has now been removed.

As noted above, under the merger agreement a condition for closing the transaction is receipt from the Department of a pre-acquisition review response, but the timing of the Department's potential response is uncertain. NU intends to close the merger transaction promptly after receipt of a pre-acquisition review or an abbreviated pre-acquisition review response, assuming it has obtained WSCUC and other requisite approvals. As in any change of ownership and control, once the merger closes, NU will need to

apply for approval to continue to participate in the Title IV programs and will need to participate in Title IV on provisional status for some period.

Other Regulatory Approval Timing

No changes are anticipated from those regulatory approvals articulated in the original proposal.

Response to WSCUC Request for Information of May 23, 2022

This document comprises an update to the original National University (NU)/Northcentral University (NCU) merger proposal of July 23, 2021 (Merger Proposal), as requested in the letter from John Hausaman of May 3, 2022. Previous updates to the proposal are referenced in this document. NU and NCU are grateful both to the Review Panel members and to the WSCUC staff for their willingness to conduct a Panel Visit in May 2022.

Our ultimate purpose in the proposed merger of NCU into NU is to transform the lives of our students through higher education. To continue to thrive and serve our students in the best way possible, we need to transform how we teach, what we teach, how we support learners on their journey and how we support each other. To be successful in that endeavor, we recognize that our effort must proceed at increased scale. As expressed in the Merger Proposal (page 3):

In terms of the broader environmental context, it appears the pandemic has accelerated shifts in the marketplace toward large-scale, nonprofit online institutions. Competing successfully in that market is a key challenge for NU and NCU and a key motivator for the transaction. Post-merger, NU and NCU will no longer compete for airtime. Instead, the merger will enable NU to compete with other large nonprofits by scaling programs, increasing efficiency, and driving down costs to students.

On the whole, we have little new information to report concerning the proposed merger since the Merger Proposal and previously requested updates. Many of the requested descriptions of changes to take place following the merger will in fact reflect current practice, that is, what both institutions are already doing. For example, program modalities utilized by each institution will be maintained following the merger, with NU offering its one-to-many coursework in all programs, and previously NCU programs continuing to use the one-to-one modality. Student services, advising and enrollment are and have been centralized in System Management Group (SMG), the supporting organization for the members of the National University System (NUS). SMG will continue to provide those services after the merger.

In the balance of this document our response follows the order of the items requested in the May 3, 2022, letter from John Hausaman.

1. *A description of how doctoral culture, particularly for programs at the research doctorate level, will be integrated into NU from the existing programs at NCU, including:*
 - a. *Integration of existing NCU faculty governance and academic structures into NU.* The NU Faculty Handbook contains a description of faculty governance. The University Senate contains elected faculty from each college who provide “the president and Board of Trustees advice and input concerning the academic performance of the University.” The Vice-Chair of the University Senate is a faculty member elected from among the faculty senators. Along with the University Senate, the Academic Affairs Council (AAC) contains seven elected faculty members who “provide advice, counsel, and recommendations for all academic matters at National University.” “[T]he AAC reviews and approves various policies and procedures that relate to the University faculty, their qualifications, professional development and work-life; University curriculum, its content and quality; academic technology, and its use in the teaching and learning activities of the University;

and the review, assessment and ongoing improvements of academic programs and student learning.”

NCU has an elected Faculty Senate and AAC. The Faculty Senate “serves as an effective method by which the faculty can meaningfully contribute to the shared governance of the University.” “The purpose of the AAC is to provide advice, counsel, direction, and decision recommendations and approvals for all academic matters at Northcentral University.”

As a step in the merger, the NU Provost & Chief Academic Officer (CAO) convened a Faculty Handbook Committee comprising equal representation from NU and NCU (three each) to propose the revision of the NU Faculty Handbook to incorporate NCU’s Faculty Senate and AAC into NU. The Faculty Handbook Committee makeup was announced on May 4, 2022, including:

- Dr. Ritika Bhawal (NU),
- Dr. Jan Parker (NU),
- Dr. Sonia Rodriguez (NU),
- Dr. Jaqueline Rogers (NCU),
- Dr. Elizabeth Banks (NCU),
- Dr. Stephanie Menefee (NCU), and
- Dr. Farhang Mossavar-Rahmani (NU, Chair).

NU and NCU faculty members can volunteer to serve on one of seven subcommittees (six members each) to further the work of the Faculty Handbook Committee. The Committee will provide its recommendation to the NU Provost & CAO, who will consult with the Vice Provosts and Deans of both institutions to facilitate the implementation of the recommendation. Once determined, which will likely be after the merger is complete, the Provost & CAO will seek Board approval through the President and Chancellor of NU.

NU consists of three large colleges and a school (JFK School of Psychology). One larger college (Professional Studies) contains several professional degrees (e.g., business, computer science, and criminal justice administration). NCU, on the other hand, contains seven smaller schools. NU, post-merger, will include this entire portfolio under nine colleges/schools, some of which are a combination of schools from each institution and some the same as before the merger. Please see [Attachment 01, United NU Academic Organizational Chart, p.1](#), for the college/schools within which current programs will be placed.

- b. *Library and research resource planning and integration for the new degree level.* Library and research resource planning were integrated into a system-level function two years ago, as described on p.16 and in Attachment 4 of the Merger Proposal. The [NUS Library](#) will continue to provide comprehensive [reference librarians](#), substantial [research databases](#), and [other support](#) to doctoral and all other students as it has been doing for

extant NCU research doctorate and NU doctoral programs. Library personnel, holdings, and services will not change as a result of the merger.

- c. *Short term and long-term plans for the addition, discontinuation, or merger of programs and faculty associated with the research doctorate level.* A central tenet of the proposed merger is that it should further facilitate student success. NU and NCU are both student-focused institutions. The culture and set of practices benefiting student success at all degree levels will remain in place following the merger. For example, the extant [Doctoral Dissertation Boot Camp](#) currently run by NCU doctoral faculty and staff will continue as at present, as a long-standing student success intervention. Ongoing student services and doctoral research activities that will continue after the merger are detailed in Item 1d below. All current NCU research doctoral faculty will become NU research doctoral faculty.

Following the merger, all current students in NCU doctoral research programs will be able to continue their program of study with no change in modality and with their current faculty. At graduation, those students will be eligible for a diploma from either NCU or NU.

At present there are no short- or long-term plans for the discontinuation or merger of programs and faculty associated with the research doctoral level. In the longer term the combined institution will evaluate each program on the basis of its performance, graduates, and student outcomes. The creation of any new doctoral programs following the merger will be undertaken only when qualified faculty and resources are sufficient to support the program and when demand is both evident and sufficient.

- d. *Continuity of Student Services and Doctoral-Level Research Activities:* The Merger Proposal (page 8) noted that a highly beneficial outcome of the NU/NCU merger would be the importation to the combined institution of the well-developed support infrastructure for doctoral students and the graduate culture already established at NCU to support the distinct needs of doctoral faculty and students, and that implementation of the merger would facilitate rapid change and development of the graduate culture at NU.

NCU brings a long-standing commitment to the continuous improvement of graduate culture into the future NU. NCU's institutional commitment centered on graduate education originated at NCU's launch in October 1996. Understanding the importance of student services and graduate culture through doctoral-level research activities, NU leadership will continue NCU's long-standing commitment to those areas and will make that commitment an institutional priority, post-merger. Specifically, NU will offer and support the following priorities and initiatives for students in bachelor, masters, and doctoral programs in the combined institution, without interruption:

- i. The student services provided to students through academic advising, the library, the Academic Success Center (ASC), and the Center for Teaching and Learning (CTL),

and the Institutional Research Board (IRB). These departments focus on supporting students, helping them feel like an integral part of the community, and will remain an uninterrupted and integral component to support student success in the United NU.

- ii. The Commons is a community-based environment providing students, alumni, faculty and staff a dedicated space to collaborate and interact (i.e., to “engage”) with one another across a variety of communities. The Commons hosts specific sub-communities organized around schools, departments, degree programs, specializations, and other areas of connection. With a diversified, global population of faculty, staff, and students, The Commons facilitates elaborate cross-constituent engagement through interaction, communication, and support, which enhances co-curricular engagement and promotes graduate culture.
- iii. The Career Resource Collaborative within The Commons, which focuses on professional and academic development through research opportunities for students, alumni, faculty and staff.
- iv. The regular recognition of outstanding contributions to student learning, scholarship, and their communities through initiatives celebrating student research and achievement, such as the Dissertation of the Year, Poster of the Year, and Alumni of the Year. These annual awards honor outstanding graduates who have made positive impacts on their community, discipline, or organization through their excellence in research or academic innovation.
- v. The continuation of the initiatives supporting faculty member recognition for individual faculty research, interdisciplinary research, and student and faculty research partnerships. The faculty members receiving the Faculty Research Capacity Award (FRCA), the Faculty Research Support Awards (FRSA), the annual faculty recognition awards, the Presidential Recognition Award, and the Academic Excellence Delphi Award (for part-time faculty) are celebrated at the annual Faculty Symposium. The awards support and highlight faculty achievement for excellence in research initiatives, innovative use of technology to support engagement with students, and demonstrated service to the University’s mission, vision, and values.
- vi. The continuation of hosting annual virtual conferences and research expositions, where students, alumni, faculty, and staff collaborate to present discipline-related research activities and panel sessions.

2. *Description of the impact of the merger of NU and NCU for existing faculty and staff at both institutions.* The expected impact of the merger for existing NU and NCU faculty is detailed on pages 21-23 of the Merger Proposal, encompassing faculty workload, scholarship, and advising expectations. That description remains current. Following the merger, extant NCU faculty will become NU faculty and will receive NU benefits, which are superior to NCU’s current faculty benefits. Current NCU faculty workload and compensation are under analysis by an external firm to determine adjustments needed to create parity with NU’s generally higher faculty compensation. Section 1a, above, describes faculty governance.

Subject to any changes of position accepted, extant NU staff will remain in their current positions and will continue to receive an NU benefits package. Current NCU staff are being transitioned to similar roles at NU and will also be provided an NU benefits package. The

academic staffing structure of NU following the merger will closely follow the more decentralized NCU model, wherein each school or college is staffed to support students and faculty within that school or college ([Attachment 01, United NU Academic Organizational Chart, p.2](#)).

As Panel members may recall, National Education Partners (NEP), which became a wholly owned subsidiary of SMG in 2018, merged into SMG in 2021. That change was described on page 1 of the January 19, 2022, update to the Merger Proposal. With the merger of NEP into SMG, all former NEP staff became SMG staff effective January 1, 2022, and were accorded SMG benefits. The NCU/NU merger will have no impact on the positions, salaries, or benefits of those SMG employees; their benefits have been upgraded to reflect the standard SMG benefits package.

3. *Description of the impact of the merger of NU and NCU on existing students enrolled online and in-person in programs at each institution.* All those involved in the NU/NCU merger recognize that NCU students may be concerned about the prospect of their institution combining into another institution. The communication framework and timeline (see Section 8, below) will help assure current NCU students of the continuity of all current NCU degree programs. We are committed to minimizing the impact of the merger on our students.

We plan that all current degree program students at NCU will be able to complete their degrees following the merger in the same 1x1 modality, with the same faculty, and following the same courses as stated in the NCU Catalog at their time of entry. Upon completion of their studies, those students will have the option to receive a diploma from either NCU or NU.

NU programs for which the specialized accreditor or licensure agency requires onsite courses will continue to be offered onsite, as they have been since limited campus reopening was permitted in 2020 under Governor Newsom's Emergency Order. The provision of student services will be unchanged from those described in the Merger Proposal (see pages 16-17 and page 21).

4. *Specific plans for the new institution's governance structure, including the proposed slate of board members for the new institution.* To clarify, the merger will not create a "new institution"; rather, NCU will be merged with and into and become part of NU. The merger will bring no change to the membership of the NU Board of Trustees. The NU governance structure will remain as is, and SMG will continue as a Type II supporting organization for NUS, as defined by the Internal Revenue Service (IRS) and as referenced in the WSCUC *Governing Board Policy Implementation Guide*. The NU Board of Trustees will remain as at present. Jeanne Connolly will remain Chair of NU Board of Trustees. NU Board members are listed at [Board of Trustees - National University \(nu.edu\)](#). Consistent with IRS Type II supporting organization requirements and NUS's longstanding practice, all of NU's Board members also serve on NCU's current Board, but each institution has a different chair.
5. *An updated description of the services that will be provided by National Education Partners and other unaccredited entities in the new structure, as well as copies or drafts of agreements with those entities.* As noted above in Item 2 above, NEP merged into SMG on December 31, 2021. As a result of that merger, SMG assumed NEP's obligations to NCU under the Master Services Agreement (MSA) between NCU and NEP, approved in the WSCUC 2020 comprehensive review of NCU. Effective January 1, 2022, all previous NEP employees have been transferred to SMG.

While the services and staff providing the services have not changed, SMG rather than NEP now provides the services.

When NCU merges into NU, NU will assume NCU's obligations under the MSA. The MSAs are comparable and identical in practice. The assumed MSA will remain in effect, specifying the scope and levels of services to be provided by SMG to NU. ([Attachment 03, NCU-NEP Master Services Agreement](#)). NU also has an existing MSA with NEP (subsequently also assumed by SMG), which will remain in effect. ([Attachment 04, NU-NEP Master Services Agreement](#)).

6. *Plans for the selection of the future National University President/CEO who will lead the merged entity, and any changes anticipated to the institution's current leadership structure and membership.* The NU Board of Trustees has contracted with Korn-Ferry International to implement the search for a permanent president of NU and has appointed NU Trustee Dr. Lee Rice as the chair of the search committee. Details concerning the search can be addressed as part of the meeting with members of the Board of Trustees during the Panel Visit. In the meantime, the Board has appointed Randy Frisch, previously President of the City University of Seattle (also an NUS affiliate institution), as Interim President of NU.

Interim NU President Randy Frisch and Provost Gangaram Singh have been working together for several months with NCU Co-Presidents James Billings and Eugene Wilkerson, as well as Co-Provosts Lisa Hutton and Andy Riggle, to define the academic leadership structure of NU after the merger. The finalized leadership structure and membership is depicted in the attached organizational charts ([Attachment 01, United NU Academic Organizational Chart](#), [Attachment 02 United NU Full Organizational Chart](#)).

7. *An update to the status of approval process with other accreditors and regulatory agencies for the merger of NU and NCU.* NCU and NU have developed a schedule and process for notification of other accreditors, state licensure agencies, and state authorization agencies, and the U.S. Department of Education (ED).

Programmatic Accreditors and State Licensure Agencies: Overall, the intent is to notify programmatic accreditors and state licensure agencies within 30 days before or after the merger, depending on each agency's particular requirements. Existing programs at NU with programmatic accreditation will follow the timeline outlined for each accreditor as the surviving institution ([Attachment 05, NU Programmatic Accreditor Notification Timeline](#)).

Understandably, it will take some time to combine the two institutions (and their respective programs) deliberately and carefully into one. Given the two institutions' similarly aligned mission, vision, and values (which support the strategic decision to merge NCU into NU), we anticipate that, with the relevant education regulatory approvals, there will be a period of time when two legacy programs that are similarly situated, but possibly with different programmatic accreditations, will run concurrently. That approach will allow all students enrolled in the programs to complete their coursework without interruption to their educational experience or their program's programmatic accreditation. For example, NU has a Master of Accountancy program (MAcc) accredited by the International Accreditation Council for Business Education, while NCU has a Master of Accounting program (MAcc) accredited by the Accreditation Council

for Business Schools and Programs (ACBSP). While such programs continue in parallel, the NU academic leadership will carefully determine how to structure the future NU program to meet the rigorous standards set by the programmatic accreditor that best aligns with the NU mission, vision, and values and best serves future NU students.

NCU has already taken steps to prepare its programs holding programmatic accreditation or state licensure agency approval for the NU and NCU merger and movement into NU. For example:

- ACBSP: NCU's School of Business leadership recently hosted a virtual meeting with ACBSP's Chief Accreditation Officer, Steve Parscale, to discuss the proposed merger. The meeting resulted in the decision that no immediate actions were required and that the NCU School of Business leadership will be responsible for communicating with ACBSP when NCU's institutional accreditor (WSCUC) acts on the merger. NCU's notification of WSCUC approval will begin the ACBSP's review process.
- American Bar Association (ABA): NCU and NU offer two similar programs that have the same ABA programmatic accreditations (Bachelor of Arts in Legal Studies and the Paralegal Certificate). NCU and NU faculty and leadership decided to sunset the NCU versions of the two programs post-merger, once the former NCU students complete the legacy NCU degree or certificate. Subsequently and post-merger, new students would enroll in NU's ABA-approved Bachelor of Arts in Legal Studies or Paralegal Certificate. Prior to the merger, the JFK School of Law will communicate with ABA to ensure the legacy NCU program and certificate remain ABA-accredited as students complete those programs.
- Commission for Accreditation of Healthcare Management Education (CAHME): NCU's School of Health Sciences leadership recently hosted phone calls with CAHME's Vice President of Accreditation Operations and Counsel to discuss the proposed merger. CAHME's leadership did not foresee the need for a substantive change process due to the merger and requested that the School of Health Sciences leadership communicate the updated institution name, address, contact information, and any leadership changes upon the merger. NCU's Master of Health Administration program is currently in candidacy status with CAHME, and the School of Health Sciences leadership is conducting its year-long self-study process, ending June 30, 2022. The self-study will address the merger, NU will submit the self-study to CAHME in November 2022, and the subsequent site visit is scheduled to occur in the spring of 2023.
- Commission on Accreditation for Marriage and Family Therapy Education (COAMFTE): NCU's School of Social & Behavioral Sciences leadership recently communicated with COAMFTE through the COAMFTE substantive change documentation to inform the agency of the potential merger. After multiple communications and updates between COAMFTE and the School of Social & Behavioral Sciences leadership, COAMFTE requested that the School of Social & Behavioral Sciences leadership inform COAMFTE

once the merger received approval from NCU's institutional accreditor (WSCUC) and ED. The School of Social & Behavioral Sciences leadership will remain in communication with COAMFTE regarding approvals and any potential future actions required to continue programmatic accreditation with COAMFTE.

- Commission on Collegiate Nursing Education (CCNE): NU and NCU both have Nursing programs accredited by CCNE. NCU's School of Health Sciences leadership met with CCNE representatives during a recent nursing conference to discuss the proposed merger. The discussion resulted in the determination that the School of Health Sciences will follow CCNE's 2018 Guidelines for Substantive Change. The Guidelines require NCU to give CCNE notification no earlier than 90 days prior to implementation or occurrence of the change, but no later than 90 days after implementation or occurrence of the change. NCU's notification of the merger to CCNE will launch the process of determining the required actions and timeline to continue programmatic accreditation with CCNE.
- The Committee of Bar Examiners for the State Bar of California (CBE): The JFK School of Law leadership began the process of submitting a major change request to obtain CBE's approval of the proposed merger. The JFK School of Law leadership will submit the major change request and seek permission from the CBE in late May 2022. The JFK School of Law leadership anticipates that the CBE will consider the request during the June 2022 or the August 2022 CBE meeting. If the request is approved, the merger can occur thereafter, ensuring continued programmatic accreditation for the Juris Doctor program.

State Authorization Agencies: The Compliance Office has developed a unified NU/NCU State Authorization tracker to facilitate its work ([Attachment 06: State Authorization Tracker](#)). The Compliance Office has diligently reached out to all 50 States in an effort to gather information on what they will need with regards to state authorization for the merger. All but six States have provided the necessary information for what they will need if WSCUC and ED approve the merger. Most States require only a list of the NCU programs already authorized in that State and will simply add them to NU's programs in their system, making this endeavor manageable and efficient. Attached is the tracker reflecting all the information required by each State for the merger, including correspondence, dates, and links to portals.

U.S. Department of Education (ED): In accordance with direction from ED, NCU has submitted an application for a pre-acquisition review of the proposed merger by ED. We are updating the draft Merger Agreement to account for ED's new two-step process for review of mergers and attached is the version we believe to be final ([Attachment 07, NU + NCU Final Merger Agreement](#)). As stated in our April 21, 2022, update to WSCUC, we do not expect that ED will require continued, separate accreditation of NCU after the merger. We do not anticipate any interruption in federal student financial aid funding as a result of the merger.

8. *A detailed communication plan to convey news of this proposed merger to all stakeholders and constituents at NU & NCU including current students and alumni.* We recognize that it is critically important to inform our stakeholders and constituents of the proposed merger. Since fall 2021, a carefully constructed communications framework and plan for multiple stakeholder groups has been implemented, first for all current NU and NCU faculty and staff members, describing the goals of the merger and institutional transformation ([Attachment 08, NUS Communications Framework for NU and NCU Integration](#)). With the finalization of dates for the Panel Visit, both institutions can reasonably move forward with informing current students of the proposal and timeline, followed by communications to NCU and NU alumni.

As part of the framework, an ongoing President's Forum has taken place since September 2021 to communicate openly with faculty and staff at both institutions. The President's Forum has served as an open and healthy opportunity to communicate changes, invite a variety of speakers to discuss aspects of the merger and transformation, and most importantly to create open, real-time dialogue with NCU and NU faculty and staff. Most President's Forum events draw at least 700 in-person and online attendees. Questions that could not be answered immediately have been followed up and communicated to faculty and staff shortly after each forum ([Attachment 09, Links to President's Forum Recordings](#); [Attachment 10, President's Forum slide presentation](#)).

To ensure the voices of NCU and NU faculty are clearly heard during the transition, on May 12, 2022, a faculty summit took place at the Spectrum Campus to which all NU and NCU faculty were invited. This summit included an open sharing of the information collected from feedback sessions conducted by the deans with both NU and NCU faculty and provided answers to the most frequent faculty questions and concerns expressed regarding the NU and NCU proposed merger. ([Attachment 11, May 12, 2022, Academic Summit Presentation](#)).

Appropriately, the communications framework speaks foremost to phased communications with NCU students who will be transitioning to NU following the approval and implementation of the proposed merger. Communications are also in development for NU students and alumni, as well as for NCU alumni ([Attachment 12, NCU Student Communications Plan](#); [Attachment 13, Draft NCU Student Communications](#)).

In Conclusion: The proposed merger of NCU into NU is rooted in our purpose: to transform the lives of our students through higher education. Our goal through the proposed merger and organizational transformation is to be a best-in-class university that is more inclusive, flexible, and financially accessible for adult learners, serving even more students from coast-to-coast. The stronger, combined institution will put us in an even better position to achieve that goal. We will achieve it through improved resources and services for students and consistently acting to improve student outcomes. For the consistent improvement orientation and guidance of the WASC Senior College and University Commission, we are grateful.

**John F. Kennedy University, College of Law
Major Change Request
Name Change due to Merger of Northcentral University (NCU) and National
University (NU)**

INTRODUCTION:

Pursuant to Rule 4.165 of the Committee of Bar Examiners *Accredited Law School Rules*, John F. Kennedy School of Law at Northcentral University (JFK School of Law, JFK or School of Law) is notifying the Committee of Bar Examiners (Committee) of this Major Change request seeking approval by the Committee. The request is to change the name of John F. Kennedy School of Law at Northcentral University to John F. Kennedy School of Law at National University as a result of a structural change to merge Northcentral University (NCU) and National University (NU) and to remain accredited by the Committee.

Both National University and Northcentral University are sister institutions affiliated within the National University System and both are accredited by WSCUC. On May 12, 2022, National University submitted to WSCUC the most recently requested update to the original comprehensive merger proposal of July 23, 2021. As a normal part of the substantive change review process, a WSCUC Substantive Change Review Panel held a one-day Structural Change Virtual Site Visit on May 25, 2022, to conduct interviews with preselected groups and individuals from Northcentral University and National University regarding the merger proposal. As a result of that request, WSCUC requested further information, which was provided. (Attached as Exhibit A are the WSCUC documents previously submitted to Natalie Leonard).

We expect WSCUC will place a motion to approve the merger on its agenda for their meeting currently scheduled for June 24, 2022. Although WSCUC has not rendered its final decision, to be as transparent and open with the Committee of Bar Examiners as possible, on May 27, 2022, JFK School of Law met with Natalie Leonard to request guidance regarding how to best proceed with both this Major Change Request and JFK School of Law's 5-year Self Study which is also scheduled for some time in 2022.

Ms. Leonard encouraged JFK School of Law to file the instant Major Change Request for the Committee's review as soon as possible, rather than waiting for WSCUC approval.

To this end, JFK School of Law hereby seeks approval for the following Major Change: change the name of John F. Kennedy School of Law at Northcentral University to John F. Kennedy School of Law at National University as a result of a structural change to merge Northcentral University and National University and to remain accredited by the Committee.

Although the two Universities will be merging, almost nothing will change for the School of Law, or its Juris Doctor Program. Our students should feel almost no (if any) effects due to the requested merger. To the extent that anything does change, we anticipate that it will only improve JFK and the student experience, as set forth below.

BACKGROUND

The Juris Doctor Program at JFK has been accredited by the Committee of Bar Examiners of the State Bar of California since 1981. In 2009, John F. Kennedy University (JFKU) affiliated with the National University System (NUS). This system includes three other degree awarding institutions – National University (NU), City University of Seattle (CityU), and Northcentral University (NCU) – with approximately 45,000 students and 250,000 alumni.

In 2019 and 2020, the Committee approved the following major changes: 1) Changing the JD Program from an in-person, on ground educational program, to one offered fully online, and 2) relocation of JFK School of Law to Northcentral University given JFK University's closure on Dec. 31, 2020, and 3) Changing administrative offices to 9388 Lightwave Ave. In San Diego, CA.

NATIONAL UNIVERSITY SYSTEM OVERVIEW

The National University System includes both NU and NCU as affiliates of NUS, which was established in 2001 to meet emerging demands for lifelong education in the 21st century. The System includes NU, NCU, City University of Seattle (CityU), Workforce Education Solutions (WES), and the nonprofit programs Harmony Social & Emotional Learning, Inspire Teaching & Learning, and Fundraising Academy Cause Selling Education. NUS is a mission-driven organization, committed to student success for adult learners nationwide. The NUS mission is:

To create a student-centered, world-class educational system that focuses on offering quality, market-relevant programs to lifelong learners.

National University and Northcentral University are mission-aligned, adult-serving affiliate institutions of the National University System. NU and NCU share office space housing each institution's headquarters at 9388 Lightwave Ave, San Diego, California. Like NCU, NU is a WASC Senior College and University Commission (WSCUC) accredited, private, 501(c)3 nonprofit institution. NCU and NU are overseen by independent, fiduciary Boards of Trustees that operate pursuant to clearly articulated board bylaws. NCU and NU offer doctoral, master's, and undergraduate degrees to a diverse community of learners primarily through online instruction. If WSCUC approves the merger of NCU and NU, the resulting university will be called National University.

THE MERGED NATIONAL UNIVERSITY

Organizational Structure

The merged entity's academic structure will be organized into nine (9) disciplinary schools or colleges. The JFK School of Law at National University will be housed within the College of Law and Professional Studies. This College will hold two schools: the JFK School of Law and the School of Professional Studies. The current dean, Dean Lisa Hutton, will serve as the Dean of the College and the Juris Doctor Program will remain in the JFK School of Law under the management of both Dean Hutton and Associate Dean, Nicole Mills, J.D.

Academic Programs

The merged university will continue to offer its students the same academic portfolio of programs as both currently offer, and in the same modality. For the Juris Doctor program, we will continue to offer the same curriculum to our cohort-based, online students that we offer today, as well as the same (if not enhanced) academic and student support services we offer today.

Current Juris Doctor Students

JFK School of Law does not anticipate any adverse effects on its students due to the proposed merger. This is, as noted, a merger of equals, not an acquisition. Neither NCU nor NU are closing. The proposal is to merge the two institutions with the resulting university called National University.

The School of Law faculty, administration, JD curriculum, platform and modality will stay the same.

NCU will maintain its Financial Aid Identification Number for at least the next two years, resulting in no financial aid changes for our students.

The students' JD credits earned, and their grades will remain with our students and there will not be an adverse impact to their Satisfactory Academic Progress, or timely completion of their JD degree due to the proposed merger. The most significant change for our students will be the name of the University they attend, although all current students will have the option to graduate with a degree that says either Northcentral University or National University.

To the extent that there are changes, we expect that they will be positive for our students. With the resources of the larger University, JFK School of Law will receive additional administrative support staff that do not exist now. Specifically, the following new positions will enhance the student experience and support the JFK School of Law:

- Manager, Dean Support
- Associate Dean of Students
- Curriculum Director
- Assessment Director
- School of Law Operations Manager

In addition, NU maintains a Capital Reserve Fund (endowment) valued at approximately [REDACTED]. The merger allows the merged institutions greater access to financial resources to expand academic support and scholarship opportunities for students.

COMPLIANCE WITH THE GUIDELINES

There will be no changes with respect to how the program complies with the rules and guidelines of the Committee, unless indicated below. Explanations are also provided for clarity and transparency.

Division 1 General Provisions.

Pursuant to **Guideline 1.7**, a law school must maintain its primary administrative offices and records in California.

The JFK School of Law's primary administrative offices will not change as a result of this proposed merger and will remain at 9388 Lightwave Ave., San Diego, CA 92123.

Division 2 Honesty and Integrity

No changes will be made with respect to our current policies and procedures under Division 2 as a result of the proposed merger.

Guideline 2.1 Honesty and Integrity requires a law school to be honest and forthright in all its activities.

No changes will be made with respect to our current policies and procedures under Guideline 2.1 as a result of the proposed merger. The JFK School of Law will continue its commitment to be honest and forthright in its activities regardless of whether this merger is approved.

Guideline 2.2 Honesty Regarding Finances requires that a law school must conduct its financial affairs honestly and in a forthright manner.

No changes will be made with respect to our current policies and procedures under Guideline 2.2 as a result of the proposed merger. Specifically, there will be no changes to our financial aid processes or refund policies due to this merger.

Guideline 2.3 Honesty in Communications.

Guidelines 2.3 (A)-(C) require a law school to be honest and forthright in all communications, including communications with the Committee, the legal profession, the public, prospective students, applicants, and students.

No changes will be made with respect to our current policies and procedures under Guideline 2.3 as a result of the proposed merger.

At all times, the JFK School of Law has endeavored to be honest and forthright with the Committee, the legal profession, the public, prospective students, applicants and students and will continue to do so.

With respect to the communications surrounding the proposed merger specifically, the Office of the Chancellor has informed all current NCU and NU students of the request to WSCUC and Dean Hutton sent a direct letter regarding the request to all JFK School of Law students assuring them that they would not be adversely affected if the merger were approved. University leadership of both institutions, including Dean Hutton, held three (3) town halls for all students and alumni to answer questions specific to the proposed merger, two on June 13, and one on June 20th. Additionally, should the merger be approved, Dean Hutton and Associate Dean Mills will host Q & A sessions with students as needed to answer any questions they may have. Dean Hutton and Associate Dean Mills are also committed to meeting individually with any students who would like to talk privately and will answer any questions they have.

If approved, all prospective JFK School of Law students will be notified of the University name change and merger date at the time of inquiry. Likewise, all applicants will be notified as soon as the decisions of WSCUC and this Committee are rendered.

Guideline 2.3D requires an accredited law school to include specific information regarding accreditation by the Committee, bar pass rates and qualifications to take the California Bar exam in its course catalog, handbook websites, admissions, and marketing.

No changes will be made with respect to our current policies and procedures under Guideline 2.3 as a result of the proposed merger.

The JFK School of Law will continue to make all required disclosures consistent with its obligations under this Guideline.

Guideline 2.4 Forms of Ownership requires that a law school may be organized as a corporation, partnership, LLP, LLC or sole proprietorship and may be for-profit or not-for-profit. National University is and will remain a 501(c)3 nonprofit corporation based in San Diego, Ca.

Guideline 2.5 Compensation Based on Number of Applicants, Enrollments, and Students Prohibited requires that a law school may not base the compensation paid any person for service to the law school (other than compensation paid a student or associate for reading and correcting papers or similar activity) on the number of persons enrolled or in any class or on the number of persons applying for admission to or registering to enroll in the law school.

No changes will be made with respect to our current policies and procedures under Guideline 2.5 as a result of the proposed merger.

Guideline 2.6 Fairness in Student Discipline requires that a law school must have a written policy for the imposition of student discipline and that policy must be fair.

No changes will be made with respect to our current policies and procedures under Guideline 2.6 as a result of the proposed merger. The JFK School of Law policies and procedures surrounding student discipline are published in our current catalog, which will be rebranded as the JFK School of Law at NU if the merger is approved. There will be no changes to the policies and procedures themselves.

Guideline 2.7 Fairness in Academic Standards and Student Assessment requires that a law school must adopt written academic standards that are fair.

No changes will be made with respect to our current policies and procedures under Guideline 2.7 as a result of the proposed merger. Currently, the JFK School of Law publishes its academic standards such as grades, grade appeal process, satisfactory academic progress, and academic integrity in the JFK School of Law at NCU catalog. If approved, the JFK School of Law catalog will be rebranded as the JFK School of Law at NU. The academic standards and policies will remain the same.

Guideline 2.8 Protection of Student Privacy and Confidentiality of Student Communications and Records requires that a law school must protect student privacy and the confidentiality of student communications and records.

No changes will be made with respect to our current policies and procedures under Guideline 2.8 as a result of the proposed merger and the JFK School of Law will continue to protect student communications and records in compliance with applicable laws.

Guideline 2.9 Security and Backup Systems requires that a law school establish and maintain security and backup procedures to protect its systems.

No changes will be made with respect to our current policies and procedures under Guideline 2.9 as a result of the proposed merger.

Guideline 2.10 Statement of Provided Student Service, Experiences, and Activities; Adequate Support and Resources for Provided Services, Experiences, and Activities requires that a law school **(A)** must publicly state what services, experiences, and activities are available to students at each campus, and must provide adequate support and resources for all such provided services, experiences, and activities; and **(B)** must provide academic counseling to students.

JFK School of Law, and NCU more generally, has multiple departments that focus on supporting students and helping them feel like an integral part of the NCU community, all of which will continue to be a part of the university if the merger is approved. Academic and Financial Advisors in the Student and Financial Services Department, the Academic Success Center (ASC), The Commons, the Center for Teaching and Learning (CTL), and Library Services support student success in various ways.

The JFK School of Law is committed to meeting our students where they are and providing them with the academic support necessary to set them up for success. To that end, we provide enhanced academic support throughout their time at JFK.

Through our Academic Support Center, we currently have a Legal Writing Coach (who is a J.D). She offers weekly group sessions on topics like IRAC, rule synthesis, and legal writing, etc. She also works one on one with students in scheduled meetings for more individualized support. We are in the process of hiring another dedicated support person who will serve in a new role offering supplemental instruction. That role will focus on our first-year students, helping them to develop the study skills necessary to succeed in law school. This person will work closely with our first-year faculty and will offer supplemental instruction in many of the foundational skills being taught in those classes. As part of our post course surveys, we received feedback from our students that because many of them had been out of school for years, they would appreciate more support developing those skills and we hope this program fills that need.

Our full-time faculty, led by our first year Legal Methods and Legal Research professor, have created a series of exam skills workshops that began this Spring and which will continue throughout the year to offer additional support for the development of exam skills.

Finally, we offer enhanced support for our graduating students and alumni taking the California Bar Exam. We have a part time Bar Prep program that we offer our graduates that begins with a Bar Bootcamp Kickoff and which includes both individualized and group support from both our part time Bar Prep Coach and our Assessment Director (both of whom are licensed attorneys and both of whom have experience with bar preparation) throughout their time studying for the Bar Exam.

All of this academic support will continue at the merged institution as outlined above. Additionally, all student support services will be published on the website for the JFK School of Law at NU, which will launch should this change be approved by the Committee.

Division 3 Governance

Guideline 3.1 Governance Requirement requires that the law school be governed, organized, and administered so as to maintain a sound program of legal education.

There will be no change to JFK School of Law's ability to remain compliant with this guideline as a result of the merger. The JFK School of Law will continue to be organized as a separate School of Law within the College of Law and Professional Studies. The School of Law will continue to be under the leadership of Dean Lisa Hutton and Associate Dean Nicole Mills. As noted above, the merger will also account for additional administrative positions, which will further ensure that the school is administered properly to maintain a sound program of legal education.

Guideline 3.2 Governing Board sets forth the requirements of the governing board.

There will be no change to JFK School of Law's ability to remain compliant with this guideline as a result of the merger. The merged National University will continue to be overseen by a fiduciary Board of Trustees that operates pursuant to clearly articulated Board Bylaws, which are aligned with the Association of Governing Boards' best practices. If any university policies conflict with the guidelines, the JFK School of Law will be exempt from those policies in order to ensure compliance with these guidelines. Dean Hutton will continue to maintain the authority and support necessary to discharge the responsibilities of the position.

Division 4 Dean, Full-Time Administrator, and Faculty

No changes will be made with respect to our current policies and procedures under Division 4, but clarity is provided where appropriate for certain guidelines under Division 4.

Guideline 4.1 Law School Dean; Full Time Administrator; Registrar Duties sets forth the requirements for the administration of the School of Law.

If the merger is approved, the current full-time Dean of the John F. Kennedy School of Law at NCU will be employed by National University as the full-time Dean of the College of Law and Professional Studies. The current full-time Associate Dean of the John F. Kennedy School of Law at NCU will be employed by National University as the full-time Associate Dean of the John F. Kennedy School of Law at National University. All four full-time core faculty in the school of law will likewise transition as full-time faculty at National University, as will all of our part-time faculty. Their roles at National University will be the same as they are now at NCU. If the merger is approved, National University's Registrar will be responsible for recording grades and issuing transcripts. The School of Law students and faculty will continue to have adequate and timely access to all services provided by the University Registrar.

Guideline 4.2 Faculty Participation in Formulation, Implementation, and Administration of Academic and Non-Academic Policies and Programs sets forth the expectations relative to faculty participation in policy formation.

If the merger is approved the resulting university will maintain a shared governance model that includes significant faculty representation on both the Academic Affairs Committee and University Senate.

Within the School of Law specifically, no changes will be made with respect to our current policies and procedures under Guideline 4.2 as a result of the proposed merger. Specifically, the composition and responsibilities of the School of Law Academic Standards Committee will remain the same.

Guideline 4.3 Faculty and Student-Faculty Ratio requires that a law school has sufficient faculty to maintain a sound program of legal education.

No changes will be made with respect to our current policies and procedures under Guideline 4.3 as a result of the proposed merger.

Guideline 4.4 Course Loads of Instructors; Availability of Instructors for Student Counseling sets forth the requirements relative to course loads for law school faculty.

No changes will be made with respect to our current policies and procedures under Guideline 4.4 as a result of the proposed merger.

Guideline 4.5 Faculty Credentials sets forth the requirements for faculty credentials.

No changes will be made with respect to our current policies and procedures under Guideline 4.5 as a result of the proposed merger. If the merger is approved, our faculty will remain the same so there will be no change to this Guideline.

Guideline 4.6 Duty of Instructors to Continuously Improve Teaching Skills and Substantive Expertise sets forth the expectations of faculty relative to professional development.

No changes will be made with respect to our current policies and procedures under Guideline 4.6 as a result of the proposed merger.

If the merger is approved, the resulting National University will continue Northcentral University's focus on being a "teaching university" and as such, faculty will continue to be expected to maintain their professional competencies by participating in professional and academic activities in their disciplinary field, such as conferences, seminars, and workshops. Professional development, research, and scholarship activities are supported by Professional Development funds as well as Research Support Funding and Awards that are available to full-time and, in most cases, part-time faculty, and will continue to be available in the future.

Our Center of Teaching and Learning will continue to operate as it does now within the merged institution.

Guidelines 4.7 & 4.8 Evaluation of Instructors & Basis for Instructor Evaluation set forth the requirements relative to instructor evaluation.

The School of Law administration currently evaluates all full and part time faculty on a yearly basis, as well as conducting student evaluations after each course. The faculty are evaluated based upon both measures. There will be no changes to the evaluation of instructors due to this merger, and the JFK School of Law will continue to conduct evaluations pursuant to the Guidelines and Rules set forth by the Committee.

Guideline 4.9 Academic Freedom Policy requires the law school to adopt an academic freedom policy.

There will be no changes to the JFK School of Law's Academic Freedom policy due to this merger.

Division 5 Admissions sets forth the requirements for admission to the law school.

No changes will be made with respect to the current policies and procedures under Division 5 as a result of the proposed merger.

The admissions standards that we now apply will be the same standards we will apply in the merged institution.

Division 6 Academic Program sets forth the requirements for the academic program at the school of law.

No changes will be made with respect to our current policies and procedures under Division 6 as a result of the proposed merger.

Division 7 Scholastic Standards sets forth the requirements for scholastic standards including academic standing, disqualification, and advancement

There are no changes to the current policies and procedures under Division 7 as a result of the proposed merger.

Division 8 Library Requirements

No changes will be made with respect to our current policies and procedures under Division 8 as a result of the proposed merger.

Our current library, including all resources, staff and support will remain the same in the merged institution. As such, and as they are currently, all required materials will continue to be accessible online via the NU library once merged, and as outlined in our annual report. In accordance with **Guideline 8.3**, the School of Law will continue to provide instruction in the use of both hard copy publications and electronic-based legal research. The Dean will ensure

Guideline 8.4 is satisfied via a public law library within currently enrolled students' regional area(s) and will file the appropriate declarations attesting to their permission to use said library for hard copy legal research needs and seek approval from this committee as needed.

Division 9 Physical Resources

Guideline 9.1 Physical and Infrastructure Requirements requires that a law school has physical and technological resources in an infrastructure adequate for its programs and operations.

No changes will be made with respect to our current policies and procedures under Division 9 as a result of the proposed merger. The J.D. Degree is now, and will continue to be, an online program on D2L and approved by the Committee. The administrative office and technology platform is, and will continue to be, maintained in California as required by this guideline, and as approved by the Committee.

Guideline 9.3 Instructional Equipment; Resources and Procedures to Address Technology Related Problems requires a school to have and maintain instructional equipment and distance learning technology that is adequate to support its educational program.

As we are both part of the same system, all operational divisions (e.g., IT and support) are already combined. As such, no changes will be made with respect to our current policies and procedures under Division 9 as a result of the proposed merger. The J.D. Program currently utilizes the Desire to Learn (D2L) platform and will continue to do so if the merger is approved.

Division 10 Financial Resources

Guideline 10.1 Financial Resources requires a law school have adequate present and anticipated financial resources

If the merger is approved, the JFK School of Law at National University will continue have sufficient funds to support its programs and operations, ensure students have the opportunity to complete the program, and pay any refunds to which students are entitled. National University is fiscally sound, and the combination of the two universities only enhances the financial stability of the resulting university. National University's financial and operational models ensure that it is, and will continue to be, a viable and sustainable entity into the future.

National University aligns (and will continue to align) its resources with institutional priorities defined by our commitment to student success, continuous improvement efforts, and the development of human capital within all aspects of the National University community. In addition, NU maintains a Capital Reserve Fund (endowment) valued at approximately [REDACTED]. The merger allows the merged institutions greater access to resources to financial resources to expand academic support and scholarship opportunities for students.

Guideline 10.2 Expenditure of Assets and Funds to Provide Sound Program of Education

requires a law school to use its assets and funds, including tuition, fees, and other charges collected from or on behalf of students, to provide a sound program of legal education.

There will be no negative changes to the current policies and procedures under Division 10.

While NCU is financially stable, the merger of NCU with NU will create a resulting university that has even more financial stability to ensure that the JFK School of Law is able to continue to provide a sound program of legal education. As noted above, NU has a large endowment worth approximately [REDACTED], that could provide additional funding or scholarship opportunities for our students in the future.

Guideline 10.3 Financial Reports requires that if a law school submits a financial report to another accrediting agency or governmental authority, a copy of that report must also be provided to the Committee.

There will be no changes to our compliance with guideline 10.3 due to this merger and all financial reports submitted to an accrediting or governmental authority will continue to be provided to the Committee.

Division 11 Records and Reports sets forth the requirements relative to recordkeeping and reporting.

No changes will be made with respect to our current policies and procedures under Division 11. The JFK School of Law's Annual Compliance Report for last year was timely submitted and the Annual Compliance Report for this year will likewise be timely submitted. Additionally, the JFK School of Law is currently working on its required Self-Study and preparing for a site visit from the Committee later this year.

Division 12 Minimum, Cumulative Bar Examination Pass Rate

The JFK School of Law MPR calculations for this year will either be submitted contemporaneous with this Request or will be submitted on Monday, June 27, as required by Guideline 12.1. By our calculations (and without any potential adjustments by the Committee for the Provisional Licensure Path students) our MPR currently stands at 40.45%, taking into account the results from the February 2022 Bar Examination covering graduates from Aug. 2016-Aug. 2021.

Division 13 Awarding of Professional Degrees in Addition to the JD Degree

No changes will be made with respect to our current policies and procedures under Division 13.

The JFK School of Law will not be offering any additional Professional Law Degrees. The only Professional Law Degree being offered by the JFK School of Law at National University will be the J.D. program already approved by the Committee.

Division 14 Equal Opportunity and Non-Discrimination

No changes will be made with respect to our current policies and procedures under Division 14.

Division 15 Opening and Operating a Branch or Satellite Campus.

The JFK School of Law is not seeking to open a branch or satellite campus. The J.D. program will continue to be offered entirely online, so Division 15 should not be impacted by the proposed merger.

John F. Kennedy School of Law at Northcentral University
Request for Acquiescence for Non-Professional Programs¹ in Support of Amended
Request for Approval of Major Change-Name Change due to Merger of
Northcentral University (NCU) and National University (NU)

Rule 4.160(D)(8) sets forth the requirement that "in order to award any professional law degree in addition to the JD degree, a law school must apply to and obtain the advance acquiescence of the Committee, and must agree to use the disclosures prescribed by the State Bar in the law school's communications and enrollment agreements."

The Rules define a "professional law degree" as the: LLB, EJD, JD, LLM, MLS, or "other post-graduate degree authorized by the Committee." Rule 4.105(L).

- I. JFK's Original Request did not include any Request for Acquiescence because JFK does not believe such a request is required under the rules.
 - A. The Rules and Guidelines explicitly limit the programs for which acquiescence must be sought.

The language of the Rule states that "in order to award **any professional law degree** in addition to the JD degree, **a law school** must apply to and obtain the advance acquiescence of the Committee, and must agree to use the disclosures prescribed by the State Bar in the law school's communications and enrollment agreements." Rule 4.165(D)(8) (emphasis added).

The Rule does NOT state that the entire University or college within which a law school resides must apply to and obtain advance acquiescence of the Committee, it is directed only at the law school. The Rule also does NOT require that acquiescence must be obtained for all programs—only for "professional law degrees." If the Rules had been intended to cover all degrees awarded by all colleges or entire universities simply because a law school is part of the university, the result would be that any university or college with a law school would have to seek acquiescence by the Committee for every single degree they award, whether related to a professional law degree or not.

¹ JFK is aware that there is a approved by the Committee for an Application for Acquiescence. However, after consultation with Natalie Leonard, JFK hereby submits this request in a narrative form, with formal requests utilizing the required form and with the accompanying fees, for two specific programs. As the Committee will see, JFK's request does not fit the normal format for such a request due to the number of programs listed here, the fact the law school is not awarding the vast majority of the degrees (and those it is awarding are expressly exempted from this requirement) and the fact that other than one program on teach out and one program that does not yet exist, none of the programs are awarding professional law degrees. JFK does not agree that any of these programs require acquiescence according to the express language of the rules and guidelines but submits this request as a show of good faith at the request of Ms. Leonard.

That this is clearly not the result contemplated by the Rules or Guidelines is further evidenced by the language of the form for the Application for Acquiescence approved by the State Bar, which clearly states that it is the form to be used *for law schools who want to award professional law degrees*. It further clarifies that the purpose of the form is to ensure that "the proposed professional law degree will not detract from your JD program" and requests information on items such as faculty, staffing, budgeting, enrollment, etc., none of which are applicable to programs being offered in completely different Schools, which by definition have their own staff, budgets, administration and faculty.

Instead, and consistent with the language of the Application itself, the Rules and Guidelines go out of their way to define "professional law degree" in Rule 4.105(L) as being an LLB, an EJD, a JD, an LLM, an MLS or other post graduate degree authorized by the Committee. Those are the programs for which acquiescence must be sought pursuant to the Rules. Furthermore, because they are specifically addressed to degrees (other than the JD) awarded by a "law school" the programs for which acquiescence must be sought under the explicit language of the Rules are professional law degrees awarded by the *law school*.

1. The School of Professional Studies is not the same as the School of Law

As discussed throughout these papers, the School of Professional Studies is a separate school within the College of Law and Professional Studies. It has its own administration, its own budget, its own staff and its own faculty, etc. The only thing that it shares with the School of Law is the College leadership. Nothing in the Rules, Guidelines or Application indicates that the rules are intended to require acquiescence for programs not within a law school.

2. JFK will not offer any post-graduate professional law degrees other than the JD.

The School of Law within the proposed merged institution will not offer any professional law degrees as defined by the Committee. The only professional law degree within the School of Law will be the JD program. For this reason, when JFK made its Original Request, it did not include any request for acquiescence.

3. JFK will continue to offer paralegal and undergraduate degrees, for which acquiescence is not required per Rule 4.101 and Guideline 13.1.

In the proposed merged institution, JFK will continue to offer a paralegal certificate and undergraduate degrees² as discussed below. Paralegal and undergraduate programs are

² JFK was recently made aware of a misunderstanding by the Committee. In JFK's Request for Major Change relating to its closure and adoption by NCU, JFK explicitly stated that the entire School of Law would be adopted by NCU. At that time, JFK had been offering its paralegal and undergraduate programs for many years, and the

explicitly excepted from the acquiescence requirement by the language of the Guidelines for Accredited Law School Rules ("Guidelines "):

"As provided in Rule 4.101C, *the Rules do not apply to paralegal programs, undergraduate degree programs, or other legal studies programs that do not lead to a professional degree in law.*" Guideline 13.1(emphasis added).

In light of the explicit language of Guideline 13.1, JFK does not believe acquiescence is required for any of the programs listed below, and so did not make such a request.

II. **Request for Acquiescence**

After discussion with Ms. Leonard, JFK is aware that the Committee would like JFK to make a request for acquiescence for all programs within both the School of Law and the School of Professional Studies, regardless of whether they are professional law degrees, because they are included under the umbrella of the College of Law and Professional Studies. While JFK continues to believe that acquiescence is not required by the explicit language of the Rules, the Guidelines and the Application itself, for programs which are not awarding professional law degrees or for programs within a separate School, in a show of good faith and transparency and at the direct request of Committee and Ms. Leonard, ***JFK makes this request/or acquiescence for the following existing programs that would be included in the merged College of Law and Professional Studies:***

JFK School of Law Programs (in addition to the JD Program):

JFK Paralegal Programs

- Paralegal Certificate (with and without legal tech specialty)
- Bachelor of Arts in Legal Studies (with and without legal tech specialty)

NU Paralegal Programs

- Paralegal Certificate (with Specialties in Litigation, Criminal Law and Corporations)
- Associate of Science in Paralegal Studies
- Bachelor of Science in Paralegal Studies
- Bachelor of Arts in Pre-Law Studies
- Minor in Pre-Law Studies
- Minor in Business Law

Committee was aware of those programs. JFK has been made aware that the Committee was under the impression that the paralegal and undergrad programs did not come with us to NCU, but rather transferred over to NU. That is incorrect. At no time did JFK either hide the existence of the paralegal programs or state that they would not be coming to NCU. Hutton Decl. at Paragraph 13.

School of Professional Studies Programs:

- Certificate- Alternative Dispute Resolution
- Bachelor of Arts in Criminal Justice
- Bachelor of Arts in Political Science
- Bachelor of Arts in Homeland Security and Emergency Management
- Master of Arts in Criminal Justice
- Master of Legal Studies (this is a discontinued program on teach out)
- Master of Law and Business (this is a proposed program that does not currently exist)
- Master of Arts in Public Administration
- Master of Arts in Forensic Science
- Master of Science in Homeland Security
- Doctorate in Criminal Justice
- Doctorate in Public Administration

JFK School of Law Programs: Paralegal and Undergraduate

Request for Acquiescence for Paralegal and Undergraduate Programs:

As discussed more fully in the Amended Request, the JFK School of Law will be administered by its own Associate Dean with her own administrative team dedicated solely to the School of Law, which includes an Academic Operations Manager, one full time staff member and two part-time staff members, as well as the ADP for the JD Program and the ADP for the Paralegal and Undergraduate Programs. She will also have the support of the Curriculum Director, Assessment Director and the Dean of Students, as well as the Dean of the College of Law and Professional Studies and the Manager of Dean Support, who work with both Schools within the College.

JFK has offered the following ABA approved paralegal and undergraduate programs since 2006: paralegal certificate and Bachelor of Arts in Legal Studies. Both programs are offered either with or without a legal tech specialty (collectively, "JFK Paralegal Programs"). As of July, 2022, the JFK Paralegal Programs ceased admissions and are in the process of working with the ABA to either teach out the current students or transition them over to the NU Paralegal Programs. Hutton Decl. at Paragraph 12. If the determination is to transition the students into the NU Paralegal Programs, these programs will not be part of the proposed merged institution, but JFK has included them here in case the determination is to teach them out, in which case they would exist only as long as it would take to teach them out.

National University currently offers the ABA approved paralegal and undergraduate programs listed above (collectively the "NU Paralegal Programs"). Because of the duplication of programs

within the proposed merged institution, the JFK Paralegal Programs will be phased out in accordance with direction from the ABA and WSCUC, and the NU Paralegal Programs will continue.

- The NU Paralegal Programs will be administered by their own APO, who is currently acting as the APO for these programs at NU and has held this position for many years. Hutton Deel. at ,i10.
- The APO for the paralegal programs will be responsible for administering the programs, including scheduling classes and faculty, administering any final exams and grades, maintaining ABA approval, and will be the first line of contact with students who have concerns or issues that need to be addressed.
- The NU Paralegal Programs come with their own faculty, so they will not represent a drain on the JD faculty. Hutton Deel. at ,i11.

The NU Paralegal Programs are financially stable and will not represent a drain on financial resources from the JD program. Hoey Deel. at,J17.

- The NU Paralegal Programs will continue to be approved by the ABA and will be subject to oversight by both the ABA and WSCUC. Hoey Deel. at ,J18.

This represents no structural change from JFK's current administration of the JFK Paralegal Programs. Currently, JFK has a Program Chair who administers the program just as the ADP does at NU and will do at the proposed merged institution. The existence of the NU Paralegal Programs within the JFK School of Law at the proposed merged institution represents will not impact the administration of the JD program in any way.

Based on the above, **JFK hereby requests acquiescence for the JFK Paralegal Programs** (to the extent that the ABA requires a teach out rather than transferring students into the NU Paralegal Programs) **and the NU Paralegal Programs.**

School of Professional Studies Programs:

As discussed more fully in the Amended Request, the School of Professional Studies will be administered by its own Associate Dean with her own administrative team dedicated solely to the School of Professional Studies that includes an Academic Operations Manager, and 9 APD's (one for each program). She will also have the support of the Curriculum Director, Assessment Director and the Dean of Students, as well as the Dean of the College of Law and Professional Studies and the Manager of Dean Support, who work with both Schools within the College. The

faculty teaching in these programs will be completely different faculty than the JD faculty³ and the School of Professional Studies will have its own, separate, budget. Hutton Deel. at 14.

As parts of a separately administered School, the programs within the School of Professional Studies represent no drain on the administrative, financial or academic resources of the JD program.

Additionally, with the exception of the MLS and MLB program (one of which is on teach out and one of which does not exist yet), none of the programs in the School of Professional Studies offers a professional law degree of any kind, nor could they create student confusion about whether or not awarding of any of these degrees would qualify a student to sit for the California Bar Exam or practice law.

These programs are:

- Certificate- Alternative Dispute Resolution
- Bachelor of Arts in Criminal Justice
- Bachelor of Arts in Political Science
- Bachelor of Arts in Homeland Security and Emergency Management
- Master of Arts in Criminal Justice
- Master of Arts in Public Administration
- Master of Arts in Forensic Science
- Master of Science in Homeland Security
- Doctorate in Criminal Justice
- Doctorate in Public Administration

Because these programs represent no drain on the academic, administrative, or financial resources of the JD Program, **JFK hereby requests acquiescence from the California Bar for the School of Professional Studies to continue to offer the above programs.**

Master of Legal Studies (MLS) and Proposed Master of Law and Business

Master of Legal Studies

In the past, NCU had offered an MLS degree through its School of Business. The MLS has always been part of the School of Business. It has never been under the School of Law umbrella. It has never been administered by School of Law administration and it is financially under the budget

³ One member of the JD faculty will be transitioning over to the School of Professional Studies. All of her classes have been reassigned to other faculty and the School of Law expects to be able to replace her position in the next fiscal year. Hutton Deel. at 15.

of the School of Business, so it has never posed a drain on the JD program either academically, administratively or financially. Hutton Deel. at ,J16.

The MLS was discontinued in January, 2022 and is on teach out. Under the organizational structure of the proposed merged institution, the MLS would move out of the School of Business and into the School of Professional Studies for the duration of the teach out. As of August, 2022, the MLS program has only 29 students. The School of Business expects the MLS to be fully retired as of January, 2024. Hutton Deel. at ,J17.

There is no longer be any marketing for the MLS degree, which is not accepting new applicants. However, if the Committee has any disclosures or acknowledgements, it would like the proposed merged institution to make to the students finishing their program, the institution will ensure that they are made in accordance with any requirements set forth by the Committee.

JFK hereby requests acquiescence for the MLS degree within the School of Professional Studies during its teach out. A formal Application is attached as Exhibit A in the form approved by the Committee and JFK has paid the requisite fee for this Application concurrent with the filing of this Request.

Proposed Master of Law and Business

Within the proposed merged institution, the School of Professional Studies intends to develop and offer a new degree- a Master of Law and Business. This degree does not currently exist at NCU, the program is not fully developed and is currently on hold until at least January, 2023, possibly later. It will not be housed in the School of Law and will be administered by the School of Professional Studies. See, Application for Acquiescence for MLB Program ("MLB Application"), attached hereto as Exhibit B.

As the program is not yet fully developed, JFK does not have complete information about the program, but has provided what is currently available. The MLB is intended to focus on the intersection of law and business with an emphasis on business. Its faculty, budget, administration and staff will all come from the School of Professional Studies. See, MLB Application.

JFK hereby requests acquiescence for the proposed Master of Law and Business within the School of Professional Studies. A formal Application is attached as Exhibit B in the form approved by the Committee and JFK has paid the requisite fee for this Application concurrent with the filing of this Request.

If the Committee would like a disclosure to accompany the marketing for the Master of Law and Business making clear that the program does not result in an ability to sit for the California

Bar Exam or practice law in the State of California, the proposed merged institution will ensure that the disclosures are made in accordance with any requirements set forth by the Committee.

CQnc:lj.Jsion

Although JFK does not believe acquiescence for the following programs is required by the language of the Rules, Guidelines or Application, in a show of good faith and pursuant to the request of the Committee, and for the reasons set forth above, **JFK requests acquiescence for the following programs in the proposed merged institution:**

JFK School of Law Programs (in addition to the JD Program):

JFK Paralegal Programs

- Paralegal Certificate (with and without legal tech specialty)
- Bachelor of Arts in Legal Studies (with and without legal tech specialty)

NU Paralegal Programs

- Paralegal Certificate (with Specialties in Litigation, Criminal Law and Corporations)
- Associate of Science in Paralegal Studies
- Bachelor of Science in Paralegal Studies
- Bachelor of Arts in Pre-Law Studies
- Minor in Pre-Law Studies
- Minor in Business Law

School of Professional Studies Programs:

- Certificate- Alternative Dispute Resolution
- Bachelor of Arts in Criminal Justice
- Bachelor of Arts in Political Science
- Bachelor of Arts in Homeland Security and Emergency Management
- Master of Arts in Criminal Justice
- Master of Arts in Legal Studies (this is a discontinued program on teach out)
- Master of Law and Business (this is a proposed program that does not currently exist)
- Master of Arts in Public Administration
- Master of Arts in Forensic Science
- Master of Science in Homeland Security
- Doctorate in Criminal Justice
- Doctorate in Public Administration

EXHIBIT A

Application for Acquiescence for
MLS degree offered by School of Professional Studies



**CALIFORNIA ACCREDITED LAW SCHOOL APPLICATION
FOR ACQUIESCENCE TO A NON-JD PROFESSIONAL LAW DEGREE PROGRAM**

Rule 4.160(0)

Name of School: JFK School of Law at Northcentral University
Contact Person: Nicole Mills, Interim Dean
Telephone: 925-378-8038
Email: nmills@ncu.edu

This Application for Acquiescence to a Professional Law Degree Program is to be used by Accredited Law Schools must be completed fully, including submitting any applicable attachments.

The law school must apply for Committee acquiescence of a professional law degree program on a form approved by the Committee and must demonstrate to the satisfaction of the Committee that granting it authority to issue one or more professional law degrees in addition to the Juris Doctor (JD) degree will not detract from the law school's ability to maintain its JD degree program.

A Professional Law Degree is the Bachelor of Laws (LLB), Executive JD Non-Bar-Qualifying Degree (EJD), Juris Doctor (JD), Masters of Law (LLM), Master of Legal Studies (MLS), or other degree authorized by the Committee. The JD degree may be granted only upon completion of a law program that qualifies a student to take the California Bar Examination."

Please note that while you are asked to provide specific and detailed information to best present to the Committee that the proposed professional law degree will not detract from your JD program, Committee acquiescence in a law school's professional law degree program other than for the JD degree is not approval of the content or quality of any such program.

FILING INSTRUCTIONS

Send one electronic copy of the application and all attachments to admissions@calbar.ca.gov and also mail a hard copy of the application, payment page, and fee to:

Department of Educational Standards
Office of Admissions
The State Bar of California
180 Howard Street
San Francisco, CA 94105-1639

Date: 8/12/22
School: College of Law and Professional Studies, National University
Street Address: 9388 Lightwave Avenue
City, State, Zip: San Diego, Ca 92123
Name of Proposed Program: Masters of Legal Studies

Proposed Program URL, if any:

Dean: Lisa Hutton
Dean Phone/Email: lhutton@ncu.edu
Contact Person: Nicole Mills
Contact Person's Phone: 925-378-0838
Contact Person's Email: nmills@ncu.edu

A. ENROLLMENT

1. What is the proposed starting term or date for the program? **Effective date of merger**
2. What is the anticipated initial enrollment of the proposed non-JD program? **This program currently has 31 registered students, 2 of whom are on LOA.**

Full-time: 31 Part-time:

3. What is the maximum enrollment for the program? **31- it is on teach out and the numbers will only go down.**
4. What is the anticipated enrollment of the JD program in the first term of the proposed non- JD program? **Unknown due to unknown date of merger. Current enrollment for the JD at start of Fall term (and prior to end of vesting period) is approximately 100 students.**

Full-time: Part-time:

5. Is the non-JD program:

Fixed Facility: D Online/Correspondence: xD Blended: D

6. Will students in the non-JD program be allowed to take courses offered in the JD program?

Yes: D No: X

☐

7. If the answer to the previous question is yes, list the courses, the number of non-JD program students anticipated to be enrolled and maximum enrollment in each for the initial year of the non-JD program. Indicate whether any of these courses are new courses. Attach a separate sheet if necessary:

| Name of Professor | Current or New Faculty | Course | Credit Hours | %Non-JD Students | # Non-JD Students | Maximum Enrollment | New Course? (Yes) |
|-------------------|------------------------|--------|--------------|------------------|-------------------|--------------------|--------------------------|
| | | | | | | | |
| | | | | | | | <input type="checkbox"/> |
| | | | | | | | |
| | | | | | | | <input type="checkbox"/> |

8. What policies or rules will allocate space in these courses between JD and non-JD students? Explain and provide the number of possible JD students who will be excluded and the courses from which they will be excluded or the changes that will be made to ensure that sufficient resources exist to accommodate the JD students. **N/A**
9. What will be the effect of grading scales or curves of the JD students if non-JD students are attending the same classes? **N/A**
10. Will courses be offered that are limited to students in the non-JD program? **N/A**

Yes: O No: O

11. List courses and the number of non-JD program students anticipated to be enrolled in each for the initial year of the non-JD program. Are any of these new courses? **This program is on teach out. The modality is a one-to-one teaching modality- the students are not in cohorts and the number of students in any particular class changes every week, so this question is not really applicable. As time goes on, the number of active courses and students in the program will only decrease. As of August, 2022, there are only 29 active students in the program. In the interest of transparency JFK has listed the courses in the program.**

| Course | # Non-JD Students | New Course? (Yes) |
|--|-------------------|-------------------|
| MLS- 5000 Introduction to Legal Studies | | |
| MLS- 5100 Legal Research and Writing | | |
| MLS-5300 Ethics for the Legal Professional | | |
| MLS- 5260- Legal Research and Writing II | | |
| MLS-5450- American Constitutional Law | | |
| MLS-5470 Civil Actions I | | |
| MLS- 5480- Criminal Actions | | |
| MLS- 5490 Civil Actions II | | |
| MLS- 5800 Advanced Topics in Tort Law | | |
| MLS-5820- Advanced Topics in Contracts Law | | |
| MLS-6000 MLS Capstone Project | | |
| | | |

B. FACULTY

- List the faculty, indicating whether they are part-time or full time, and their teaching experience. If they teach in the JD program now, how will course loads be affected, and will any resources be diverted from the JD program? Explain why or why not? **There is no faculty teaching in the MLS that also teach in the JD program. The MLS will not reside within the School of Law. The MLS currently has faculty within the School of Business, who will continue to teach out the MLS. There will be no effect on resources for the JD program.**
- Describe any additional resources that will be added during the initial year of the non-JD program: **No resources will be taken from the School of Law. The only overlapping resources listed here are the Dean of the College of Law and Professional Studies and the students will have access to the librarians, as do all students within the University. The School of Professional Studies will have its own Associate Dean and its own faculty (both full and part time).**

3.

| | Fall# | Spring# |
|-------------------------------------|-------|---------|
| Full-time Teachers | | |
| Deans/Administrators | | |
| Librarians | | |
| Teacher from Other Divisions | | |
| Clinical Instructors | | |
| Teaching Fellows, Instructors, etc. | | |
| Part-time Teachers | | |
| Grand Total | | |

4. Of the above faculty members, will any of them teach courses open solely to students in the non-JD program during any part of the academic year (initial year of the non-JD program)? If so, list each faculty member, the name of the course(s) taught and its related credit hours: **No faculty will come from the JD program; all classes in the MLS will be open only to students enrolled in the MLS.**

| Faculty Member | Course | Credit Hours |
|----------------|--------|--------------|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

1. Who will be in charge of this new non-JD program? **Until such time as the program is completely taught out, the Associate Dean of the School of Professional Studies.**
2. Will this person be a full-time faculty member? **The administrator of this program will be the Associate Dean of the School of Professional Studies BUT will not be a full time faculty member of the School of Law.**

Yes:D No:D

3. Attach the curriculum vitae of the director of the proposed non-JD program. **This program is on teach out and will be administered completely outside of the School of Law.**

C. STAFF

How does the law school plan to staff this program? Will additional personnel be used in career counseling, admissions, etc., or will current personnel be sufficient? Will there be any change in available staff, resources, or services to the JD students? Explain. **There will be no change in the available staff, resources or services to the JD students because law school does not plan to staff this program. It is not within the School of Law it will be in the School of Professional Studies and staffing decisions will be made by the Associate Dean of the School of Professional Studies and will come from her faculty.**

D. BUDGET

Provide the expenditures in the following categories for the non-JD program:

The budget for the MLS will be completely within the School of Professional Studies. No part of the MLS program budget will come from the School of Law budget. Additionally, as this program is on teach out, the expenses and income from this program will only decrease until the program is completely closed.

1. Provide the expenditures in the following categories for the non-JD program:

| | Academic Year One (\$) | Academic Year Two (\$) |
|--|--------------------------------|--------------------------------|
| Instructional Salaries | | |
| Library {Salaries and Operations} | | |
| Support Services (admissions, career services, counseling, etc.) | | |
| Administrative Service (clerical and secretarial salaries, supplies, etc.) | | |
| Student Financial Aid (scholarship, fellowship grants and work-study based funds) | | |
| Other {Specify): | | |
| Grand Total | | |

2. Provide the amounts of funds in the following categories relating to the non-JD program:

| | Academic Year One | Academic Year Two |
|--|----------------------|----------------------|
| | | |

| | | |
|---|--------|--------|
| | (\$) | (\$) |
| Tuition and Fees | | |
| University or State Allocation | | |
| Income from Grants and Gifts | | |
| Income from Endowments | | |
| Other Income (sale of publications, etc.) | | |
| Grand Total | | |

3. What are the proposed tuition and fees for students in the proposed program?

| | Academic Year One (\$) | Academic Year Two (\$) |
|-------------------|---|---|
| Full-time Student | | |
| Part-time Student | | |

E. CURRICULUM

- Attach the proposed curriculum for academic year one and academic year two of the proposed non-JD program.
 - The Master of Legal Studies program can be completed in 33 credits. • MLS-5000 - Introduction to Legal Studies (Must be successfully completed before MLS-5100) • MLS-5100 - Legal Research and Writing I (Must be successfully completed before MLS-5300) • MLS-5300 - Ethics for the Legal Professional • MLS-5260 - Legal Research and Writing II • MLS-5450 - American Constitutional Law • MLS-5470 - Civil Actions I • MLS-5480 - Criminal Actions • MLS-5490 - Civil Actions II • MLS-5800 - Advanced Topics in Torts Law • MLS-5820 - Advanced Topics in Contracts Law • MLS-6000 - MLS Capstone Project
- State the nature and extent of faculty involvement in the development of the non-JD program and provide copies of faculty actions e.g. minutes approving the academic content of the program. **JD faculty had no involvement in the development of this program. It has been housed in the School of Business and was developed by the faculty at the School of Business.**
- Please provide any proposals submitted to a university or law school faculty committee describing the program. **The governance procedures for the MLS program took place long ago and were spearheaded through the School of Business, not the School of Law.**

F. LIBRARY RESOURCES

Describe the anticipated additional library resources needed to support the proposed non-JD program for academic year one and academic year one. Address both collection development and personnel needs. **The university library currently supports this program and will continue to do so. There will be no increased need for library resources and in fact that need will decrease as the number of students in the program diminishes.**

G. INFRASTRUCTURE

Describe any changes to space requirements or information technology infrastructure needed for the non-JD program, including student study areas, offices for full-time faculty, part-time faculty, support staff, space for additional library materials, classrooms, and student lounges, etc. Will the space or information technology infrastructure available to JD students be affected? Explain. **The program will be fully online and will not require any space requirements. The program already utilizes the D2L LMS so no additional IT infrastructure should be necessary and in fact any resources needed will only decrease as the number of students in the program diminishes.**

H. AGREEMENTS REQUIRED

Please mark the check boxes below to signify the school's agreement with each of the responsibilities below.

NOTE: The law school cannot agree to operate this program in any manner because the law school is not operating the program. However, College of Law and Professional Studies can and does agree to do so as follows:

☒ **xD** The law school agrees to operate this program in a manner that will not detract from the law school's ability to maintain its Juris Doctor Degree program in compliance with the Rules for Accredited Law Schools.

☒ **xD** The law school agrees to maintain any authorized professional law degree program in compliance with any terms, conditions, and restrictions set by the Committee.

☒ **xD** The law school agrees that the State Bar may terminate the school's authority to issue a professional law degree program previously authorized following a notice of noncompliance process substantially similar to the Notice of Noncompliance procedure set forth in Chapter 6 of the *Rules*, except that the decision of the State Bar is final, and Rule 4.177 does not apply.

I. CERTIFICATION

The Dean must sign to certify that this application is true, complete and correct.

I hereby certify that the statements and all information contained in and attached to this Application for Committee Acquiescence to a Professional Law Degree Program are true and correct.

I further agree that the law school making this request will pay for the time spent on this request by State Bar staff and consultants at the rate of \$275/hour, plus any applicable

expenses and that I must enclose a deposit of \$250 with this application. I understand that the school will be billed by the State Bar on a periodic basis, and payments will be due within thirty days of mailing of the invoice. By signing this form, the school agrees to pay for the charges incurred and, if applicable, travel expenses incurred. Acceptable forms of payments: money order, check, or credit card (Credit Card Authorization Form Attached).

Signed:

Print Name:

Nie

Title:

Interim Dean, JFK School of Law

Email:

nmills@ncu.edu



The State Bar of California

OFFICE OF ADMISSIONS

Name of Law School: JFK School of Law at Northcentral University

CALIFORNIA ACCREDITED LAW SCHOOL APPLICATION FOR ACQUIESCENCE TO A NON-JD PROFESSIONAL LAW DEGREE PROGRAM

| Description | Quantity | Fee | Amount |
|--|----------|-------|--------|
| Application for Acquiescence (Major Change) Deposit Per Degree | 1 | \$250 | \$250 |
| Total Charges to be billed at a rate of \$275 per hour, plus expenses | | | |
| Subtotal, or total due if paying by check: | | | |
| Add 2.5% to the total if paying by credit card | | | |
| Total if paying by credit card: | | | |

Make checks payable to The State Bar of California and submit payment with this form to:

Department of Educational Standards
Office of Admissions
The State Bar of California
180 Howard Street
San Francisco, CA 94105-1639

OR: Fill out credit card information, and return this form to the address listed. ***Please note: The school will be charged a fee of 2.5% of the total amount for any credit card transactions.***

CREDIT CARD INFORMATION

Name on Card/ Bank Account:

Billing Address:

Billing City, State, Zip:

Telephone Number:

Email Address:

Credit Card Type:

☒

MasterCard

☐

Visa

☐ Amex

☐

Discover

Credit Card Number:

Credit Card Security Code:

Expiration Date:

Signature of Card/Account Holder:

EXHIBIT B

Application for Acquiescence for
MLB degree offered by School of Professional Studies



**CALIFORNIA ACCREDITED LAW SCHOOL APPLICATION,
FOR ACQUIESCENCE TO A NON-JD PROFESSIONAL LAW DEGREE PROGRAM**

Rule 4.160(0)

| | |
|-----------------|--|
| Name of School: | JFK School of Law at Northcentral University |
| Contact Person: | Nicole Mills, Interim Dean |
| Telephone: | 925-378-8038 |
| Email: | nmills@ncu.edu |

This Application for Acquiescence to a Professional Law Degree Program is to be used by Accredited Law Schools must be completed fully, including submitting any applicable attachments.

The law school must apply for Committee acquiescence of a professional law degree program on a form approved by the Committee and must demonstrate to the satisfaction of the Committee that granting it authority to issue one or more professional law degrees in addition to the Juris Doctor (JD) degree will not detract from the law school's ability to maintain its JD degree program.

A Professional Law Degree is the Bachelor of Laws (LLB), Executive JD Non-Bar-Qualifying Degree (EJD), Juris Doctor (JD), Masters of Law (LLM), Master of Legal Studies (MLS), or other degree authorized by the Committee. The JD degree may be granted only upon completion of a law program that qualifies a student to take the California Bar Examination."

Please note that while you are asked to provide specific and detailed information to best present to the Committee that the proposed professional law degree will not detract from your JD program, Committee acquiescence in a law school's professional law degree program other than for the JD degree is not approval of the content or quality of any such program.

FILING INSTRUCTIONS

Send one electronic copy of the application and all attachments to admissions@calbar.ca.gov and also mail a hard copy of the application, payment page, and fee to:

Department of Educational Standards
Office of Admissions
The State Bar of California
180 Howard Street
San Francisco, CA 94105-1639

Date: 8/12/22
School: College of Law and Professional Studies, National University
Street Address: 9388 Lightwave Avenue
City, State, Zip: San Diego, CA 92123
Name of Proposed Program: Master of Law and Business
Proposed Program URL, if any: NA
Dean: Lisa Hutton
Dean Phone/Email: lhutton@ncu.edu
Contact Person: Nicole Mills
Contact Person's Phone: 925-378-8038
Contact Person's Email: nmills@ncu.edu

A. ENROLLMENT

- **This program does not yet exist and development is currently halted; this program will not be offered in the School of Law but in the School of Professional Studies. Where information is not yet known b/c the program is not fully developed, JFK has so indicated**

1. What is the proposed starting term or date for the program? 1/1/23
2. What is the anticipated initial enrollment of the proposed non-JD program?

Full-time: Part-time:
unknown unknown

3. What is the maximum enrollment for the program? **unknown**
4. What is the anticipated enrollment of the JD program in the first term of the proposed non- JD program? **The program will not reside in the School of Law.**

Full-time: Part-time:

5. Is the non-JD program:

Fixed Facility: **D** Online/Correspondence: **X** Blended **0**
☐

6. Will students in the non-JD program be allowed to take courses offered in the JD program?

Yes: **D** No: **X**
☐

7. If the answer to the previous question is yes, list the courses, the number of non-JD program students anticipated to be enrolled and maximum enrollment in each for the initial year of the non-JD program. Indicate whether any of these courses are new courses. Attach a separate sheet if necessary: **N/A**

| Name of Professor | Current or New Faculty | Course | Credit Hours | %Non-JD Students | # Non-JD Students | Maximum Enrollment | New Course? (Yes) |
|-------------------|------------------------|--------|--------------|------------------|-------------------|--------------------|--------------------------|
| | | | | | | | |
| | | | | | | | <input type="checkbox"/> |
| | | | | | | | |
| | | | | | | | <input type="checkbox"/> |

8. What policies or rules will allocate space in these courses between JD and non-JD students? Explain and provide the number of possible JD students who will be excluded and the courses from which they will be excluded or the changes that will be made to ensure that sufficient resources exist to accommodate the JD students. **N/A**

9. What will be the effect of grading scales or curves of the JD students if non-JD students are attending the same classes? **N/A**

10. Will courses be offered that are limited to students in the non-JD program? **N/A**

Yes: **D** No: **O**

11. List courses and the number of non-JD program students anticipated to be enrolled in each for the initial year of the non-JD program. Are any of these new courses? **These would be all new courses. These courses will be developed and taught with the perspective that they are being taught to Non-JD students, the students are learning information necessary for business and the students are not being prepared to take the California Bar Exam. The first year of classes are core classes and the second year will be specialization classes focused on different areas of business such as healthcare**

compliance and ethics, employment law and labor relations, cross-cultural perspectives, and privacy and compliance.

| Course | # Non-JO Students | New Course? (Yes) |
|--|-------------------|-------------------|
| MLB 5000 Introduction to US Law and Legal System | | xD |
| MLB 5010 Legal Research, Writing and Analysis | | xD |
| MLB 5020 Ethics and Professional Conduct | | xD |
| MLB 5030 Civil Procedure and Litigation | | xD |
| MLB 5040 Contract Law: Analysis and Drafting | | |
| MLB 5050 Strategic Professional Communication | | |

FACULTY

- List the faculty, indicating whether they are part-time or full time, and their teaching experience. If they teach in the JD program now, how will course loads be affected, and will any resources be diverted from the JD program? Explain why or why not? **The faculty for the MLB will be within the School of Professional Studies and will not be faculty that teach in the JD Program.**
- Describe any additional resources that will be added during the initial year of the non-JD program: The program will exist within the School of Professional Studies. **No resources will be taken from the School of Law. The only overlapping resources listed here are the Dean of the College of Law and Professional Studies and the students will have access to the librarians, as do all students within the University. The School of Professional Studies will have its own Associate Dean and its own faculty (both full and part time).**

| | Fall# | Spring# |
|-------------------------------------|-------|---------|
| Full-time Teachers | | |
| Deans/Administrators | | |
| Librarians | | |
| Teacher from Other Divisions | | |
| Clinical Instructors | | |
| Teaching Fellows, Instructors, etc. | | |
| Part-time Teachers | | |
| Grand Total | | |

- Of the above faculty members, will any of them teach courses open solely to students in the non-JD program during any part of the academic year (initial year of the non-JD program)? If so, list each faculty member, the name of the course(s) taught and its related credit hours: **No faculty will come from the JD program; all classes in the proposed MLB will be open only to students enrolled in the MLB.**

| Faculty Member | Course | Credit Hours |
|----------------|--------|--------------|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

1. Who will be in charge of this new non-JD program? **The Associate Dean of the School of Professional Studies and the ADP for the program.**

2. Will this person be a full-time faculty member? **Unknown but they will be from the School of Professional Studies and will not be a full time JD faculty member.**

Yes:D No:D

3. Attach the curriculum vitae of the director of the proposed non-JD program. **The ADP for this program has not yet been identified b/c it is a proposed program and not an existing program.**

B. STAFF

How does the law school plan to staff this program? Will additional personnel be used in career counseling, admissions, etc., or will current personnel be sufficient? Will there be any change in available staff, resources, or services to the JD students? Explain. **There will be no change in the available staff, resources or services to the JD students because law school does not plan to staff this program. It is not within the School of Law it is in the School of Professional Studies and staffing decisions will be made by the Associate Dean of the School of Professional Studies and will come from her faculty.**

C. BUDGET

1. Provide the expenditures in the following categories for the non-JD program: **unknown because the program does not yet exist and is entirely within the budget of the School of Professional Studies**

| | Academic Year One (\$) | Academic Year Two (\$) |
|--|------------------------|------------------------|
| | | |

| | | |
|--|--|--|
| Instructional Salaries | | |
| Library (Salaries and Operations) | | |
| Support Services (admissions, career services, counseling, etc.) | | |
| Administrative Service (clerical and secretarial salaries, supplies, etc.) | | |
| Student Financial Aid (scholarship, fellowship grants and work-study based funds) | | |
| Other (Specify): | | |
| Grand Total | | |

2. Provide the amounts offunds in the following categories relating to the non-JDprogram:
unknown because the program does not yet exist and is entirely within the budget of the School of Professional Studies

| | Academic Year One (\$) | Academic Year Two (\$) |
|---|------------------------------|------------------------------|
| Tuition and Fees | | |
| University or State Allocation | | |
| Income from Grants and Gifts | | |
| Income from Endowments | | |
| Other Income (sale of publications, etc.) | | |
| Grand Total | | |

3. What are the proposed tuition and fees for students in the proposed program? **unknown because the program does not yet exist and has not yet gone through the governance at National University.**

| | Academic Year One (\$) | Academic Year Two (\$) |
|-------------------|------------------------------|------------------------------|
| Full-time Student | | |
| Part-time Student | | |

D. CURRICULUM

1. Attach the proposed curriculum for academic year one and academic year two of the proposed non-JD program. **Attached in its current form.**

2. State the nature and extent of faculty involvement in the development of the non-JD program and provide copies of faculty actions e.g. minutes approving the academic content of the program. **The JD faculty was not involved in the development of the MLB and it was not approved via the School of Law because the program is not within the School of Law. The program is awaiting the governance process at National University and will go through that process once the merger is completed.**
3. Please provide any proposals submitted to a university or law school faculty committee describing the program. **The program is awaiting the governance process at National University and will go through that process once the merger is completed.**

E. LIBRARY RESOURCES

Describe the anticipated additional library resources needed to support the proposed non-JD program for academic year one and academic year one. Address both collection development and personnel needs. **Unknown at this time because the program is not yet developed, however the program has made the decision to utilize Cengage online textbooks which would be embedded into the classes. Once they are embedded they should not require library resources. There might be research projects in some of the classes once they are developed but that is unknown at this time.**

F. INFRASTRUCTURE

Describe any changes to space requirements or information technology infrastructure needed for the non-JD program, including student study areas, offices for full-time faculty, part-time faculty, support staff, space for additional library materials, classrooms, and student lounges, etc. Will the space or information technology infrastructure available to JD students be affected? Explain. **The program will be fully online and will not require any space requirements. The program will utilize the D2L LMS that NCU currently uses in its programs so no additional IT infrastructure should be necessary.**

G. AGREEMENTS REQUIRED

Please mark the check boxes below to signify the school's agreement with each of the responsibilities below.

NOTE: The law school cannot agree to operate this program in any manner because the law school is not operating the program. However, College of Law and Professional Studies can and does agree to do so as follows:

- ☒ The law school agrees to operate this program in a manner that will not detract from the law school's ability to maintain its Juris Doctor Degree program in compliance with the Rules for Accredited Law Schools.

- ☒ The law school agrees to maintain any authorized professional law degree program in compliance with any terms, conditions, and restrictions set by the Committee.
- ☒ The law school agrees that the State Bar may terminate the school's authority to issue a professional law degree program previously authorized following a notice of noncompliance process substantially similar to the Notice of Noncompliance procedure set forth in Chapter 6 of the *Rules*, except that the decision of the State Bar is final, and Rule 4.177 does not apply.

H. CERTIFICATION

The Dean must sign to certify that this application is true, complete and correct.

I hereby certify that the statements and all information contained in and attached to this Application for Committee Acquiescence to a Professional Law Degree Program are true and correct.

I further agree that the law school making this request will pay for the time spent on this request by State Bar staff and consultants at the rate of \$275/hour, plus any applicable expenses and that I must enclose a deposit of \$250 with this application. I understand that the school will be billed by the State Bar on a periodic basis, and payments will be due within thirty days of mailing of the invoice. By signing this form, the school agrees to pay for the charges incurred and, if applicable, travel expenses incurred. Acceptable forms of payments: money order, check, or credit card {Credit Card Authorization Form Attached}.

Signed:

Print Name:

Title:

Email:

_____**N Mills**_____

Interim Dean, JFK School of Law
nmills@ncu.edu



The State Bar of California

OFFICE OF ADMISSIONS

Name of Law School: JFK School of Law at Northcentral University

CALIFORNIA ACCREDITED LAW SCHOOL APPLICATION FOR ACQUIESCENCE TO A NON-JD PROFESSIONAL LAW DEGREE PROGRAM

| Description | Quantity | Fee | Amount |
|--|----------|-------|--------|
| Application for Acquiescence (Major Change) Deposit Per Degree | 1 | \$250 | \$250 |
| Total Charges to be billed at a rate of \$275 per hour, plus expenses | | | |
| Subtotal, or total due if paying by check: | | | |
| Add 2.5% to the total if paying by credit card | | | |
| Total if paying by credit card: | | | |

Make checks payable to The State Bar of California and submit payment with this form to:

Department of Educational Standards
Office of Admissions
The State Bar of California
180 Howard Street
San Francisco, CA 94105-1639

OR: Fill out credit card information, and return this form to the address listed. ***Please note: The school will be charged a fee of 2.5% of the total amount for any credit card transactions.***

CREDIT CARD INFORMATION

Name on Card/ Bank Account:

Billing Address:

Billing City, State, Zip:

Telephone Number:

Email Address:

Credit Card Type:

☒

MasterCard

☐

Visa

☐ Amex

☐

Discover

Credit Card Number:

Credit Card Security Code:

Expiration Date:

Signature of Card/Account Holder:

Master of Law and Business

FIRST YEAR CORE COURSES

| | |
|----------|--|
| MLB 5000 | Introduction to U.S. Law and Legal Systems |
| MLB 5010 | Legal Research, Writing, and Analysis |
| MLB 5020 | Ethics and Professional Conduct |
| MLB 5030 | Civil Procedure and Litigation |
| MLB 5040 | Contract Law: Analysis and Drafting |
| MLB 5050 | Strategic Professional Communication |

SECOND YEAR SPECIALIZATION AND CAPSTONE

SPECIALIZATION 1: Healthcare Law, Compliance, and Ethics

| | |
|----------|-----------------------------|
| MLB 5100 | Healthcare Legal Compliance |
| MHA-5010 | Health Law and Ethics |
| MHA-5004 | Health Policy and Analysis |

SPECIALIZATION 2: Employment Law and Labor Relations

| | |
|----------|--|
| MLB 5200 | Law and Organizational Management |
| HRM-5003 | Labor Relations |
| HRM-5008 | Legal Issues in Human Resources Management |

SPECIALIZATION 3: Cross-Cultural Perspectives

| | |
|----------|---|
| MLB 5300 | Spanish for Professionals in Law and Business |
| MLB 5310 | Immigration Law |
| GBM-5001 | Global Leadership and Change |

SPECIALIZATION 4: Privacy and Compliance

| | |
|----------|----------------------------------|
| MLB 5400 | Intellectual Property |
| PAC 5010 | Privacy Law and Data Protection |
| PAC 5020 | Internal and External Compliance |
| MLB 6000 | MLB Capstone |

John F. Kennedy School of Law at Northcentral University
Request for Waiver of 180 Day Notice Required by Rule 4.165 in Support of
Amended Request for Approval of Major Change-Name Change due to Merger of
Northcentral University (NCU) and National University (NU)

Request for Waiver of 180- Day Rule and Consideration at October Meeting

JFK is aware that the Committee is concerned that the Original Request, and now the Amended Request, were not compliant with the 180-day notice period in Rule 4.165. For that JFK apologizes and offers the following explanation and timeline of events to assure the Committee that JFK was not (and is not) attempting to push the request through at the last minute or in any way intending to violate the rules set forth by the Committee. Instead, JFK has done its best to provide information to the Committee in a timely manner in a changing regulatory environment.

Since the beginning, having to navigate changing regulatory requirements at the US Department of Education (DOE) as part of our structural change/merger proposal with WSCUC has meant that NCU has been until very recently unsure of progress of the review, timing of the review, even whether or not it would eventually be considered by WSCUC or its eventual outcome. WSCUC itself has also not been certain of the process, and as such was unwilling to proceed until and unless the agency was provided reasonable guidelines by the Department of Education on how to proceed.

Throughout the process the lack of clarity from the Department of Education has repeatedly derailed the progress of consideration of the proposed merger and fundamentally disabled NCU's ability to provide reasonable certainty as to dates when either the Department of Education or WSCUC would be considering the proposed merger let alone any reasonable date by which the merger could be implemented. As explained more fully below, the proposed merger was placed on hold and taken off calendars at both agencies, leaving NCU in the dark about whether or not there would even be a merger to propose to the Committee and making compliance with the 180-day notice requirement fundamentally difficult.

Timeline of proposed merger

- e In July, 2021, NU and NCU filed a request for approval of a proposed structural change- a merger between the universities with WSCUC. Declaration of Joseph Hoey ("Hoey Decl.") at Paragraph 6.
- WSCUC informed both NU and NCU that without a Letter of Determination by the Department of Education (USDOE) it would not consider the proposed merger. Hoey Decl. at Paragraph 7
- The USDOE did not issue a timely Letter of Determination. Hoey Decl. at Paragraph 8.

- The lack of a timely Letter of Determination by the USDOE resulted in WSCUC discontinuing the structural change review then in process, on October 11, 2021. Hoey Decl. at Paragraph 9 and Exhibit A.
- The Letter of Determination from the USDOE was finally received on December 17, 2021. Hoey Decl. at Paragraph 10 and Exhibit B
- In the interim the USDOE had elected to put in place an as-yet undocumented "two-step" Merger/Change of Ownership procedure for the review of all merger actions. Hoey Decl. at Paragraph 11.
- After NU and NCU informed WSCUC of that two-step process and the requirements it entailed regarding temporary continuation of OPEID status for the merged institution, WSCUC again declined to consider the status of our merger proposal until substantial further clarification was received from the USDOE regarding these new processes. Hoey Decl. at Paragraph 12 and Exhibit C.
- This left NCU with no date certain for the merger and with no reasonable certainty that the application could even move forward. Hoey Decl. at Paragraph 13.
- In May 2022 WSCUC believed it had sufficient evidence of the USDOE's intentions and process for WSCUC to be assured it was acting appropriately in reassembling the Structural Change Review Panel and setting a date for the panel site visit. Hoey Decl. at Paragraph 14 and Exhibit D.
- It was at that point that Lisa Hutton reached out to Natalie Leonard at the California Bar to inform her of the probability of a merger proposal coming to the WSCUC Commission for consideration and to request guidance on how to proceed with a Major Change request in light of that. Declaration of Lisa Hutton ("Hutton Decl.") at Paragraph 18.
- On May 27, 2022, Natalie Leonard, Lisa Hutton, Nicole Mills and Jessica Hensley (NCU Accreditation Liaison Officer) met to discuss the proposed merger. At that meeting NCU let Ms. Leonard know the then-current status of the potential merger, the fact that the organizational structure and terms of the potential merger were still being worked out, the status of the WSCUC and DOE approvals and that NCU was hoping to have the Request considered at the August meeting of the Committee of Bar Examiners. Hutton Decl. at Paragraph 19.
- In May 2022, even as Lisa Hutton reached out to the Bar to let them know that there was a possibility of a merger and Major Change Request, it was still by no means certain that the merger proposal would be included on the WSCUC Commission's June 2022 agenda, given that 36 institutional reviews and 2 structural changes were already on the WSCUC Commission agenda for June 2022, and even if it was considered it was by no means certain that WSCUC would approve the proposed merger. Hoey Decl. at Paragraph 15.
- Finally, on June 6, 2022, NCU received notice that the WSCUC Commission would consider the proposal at the June 2022 meeting rather than postpone it to the November 2022 WSCUC Commission meeting. Hoey Decl. At Paragraph 16 and Exhibit D.
- On June 8, 2022 JFK provided Ms. Leonard with copies of NCU's filings with WSCUC and offered to provide additional information upon request. Declaration of Lisa Hutton ("Hutton Decl.") at Paragraph 20.

- On June 24, 2022, JFK filed its Request for Major Change with the Committee. Hutton Decl. at Paragraph 21.
- On July 7, 2022, Ms. Leonard requested additional information, including letters from the NUS and NU leadership, confirming the information found in NCU's Request, which affidavits were provided to Ms. Leonard on July 12. Hutton Decl. at Paragraph 22 and Exhibit B.
- On July 25, 2022 Ms. Leonard informed JFK that the Request for Major Change would be considered in August, but that the Committee would require a Request for Acquiescence as to the non-JD programs in the College of Law and Professional Studies. Hutton Decl. at Paragraph 23.
- On July 26, Nicole Mills and Natalie Leonard met to discuss the concerns of the Committee and for further clarification relative to the Request for Acquiescence. As a result of that meeting, on July 27, JFK withdrew its Original Request in order to provide this Amended Request to address the Committee's specific concerns. Hutton Decl. at Paragraph 24.

JFK provides this timeline of events for two reasons.

1. JFK acted in good faith and informed the Committee as soon as it had some reasonably concrete information

JFK is aware that the Committee was taken aback by the fact that while NU and NCU were communicating with WSCUC and the DOE, the Committee was not notified of the possibility of the merger. It is important to JFK that the Committee knows that at no time was JFK attempting to keep the Committee in the dark about the proposed merger. Rather, there was a constantly shifting landscape of regulatory decisions that left NCU and NU frequently in the dark about whether the proposed merger would be approved, and if so, when it would even be considered, to the point that consideration of the proposed merger was discontinued by WSCUC.

When NCU and NU first approached WSCUC about the proposed merger, it was quickly made clear that WSCUC would not even consider the merger without the Letter of Determination from the USDOE, which did not happen in a timely manner resulting in WSCUC discontinuing any consideration of the proposed merger. At that point, there was effectively no "proposed merger" about which to inform the Committee.

When the USDOE finally responded, the process was still effectively discontinued due to a two-step procedure at the USDOE that was so new it was not yet documented, resulting in the process with WSCUC continuing to be stalled and providing no guidance as to when any proposed merger might reasonably be expected to be considered.

Until May of 2022, it was still very unclear whether there was even anything to apprise the Committee about, and in light of that JFK continued to believe that the appropriate timing for

notifying the Committee was when there was some reasonable expectation that a merger might be considered by WSCUC. As soon as that happened, JFK reached out to Ms. Leonard so that the Committee would be apprised of at least the information JFK had available to it at the time.

JFK is committed to a strong, open and transparent partnership with the Committee. JFK is aware that there have been many changes with its parent universities in the last few years, but at all times, maintaining accreditation of our JD program has been- and always will be- our top priority.

2. Request for Waiver of Rule 4.165 180 Day Requirement

In light of the above, JFK hereby requests a waiver of the 180 days prior notification required by Rule 4.165 and consideration of the Amended Request and accompanying Request for Acquiescence and this Request for Waiver at the Committee's October meeting.

Rule 4.165 requires 180 days prior notification of any proposed major change. JFK requests the waiver on two grounds.

First, as the timeline above demonstrates, the shifting regulatory landscape, decisions, deferrals and discontinuances left JFK in the dark about whether there was anything to request from the Committee, and if so, what the timing of that request should look like. As soon as JFK had anything reasonably concrete to tell the Committee, it did so.

Second, the two universities are scheduled to begin to merge as of October 1. The merger of two large universities is a huge undertaking and will not occur in a single day. Rather, the merger will be undertaken over a period of time to be determined by this and other accrediting bodies for the programs within the two universities. Hoey Decl. at Paragraph 2.

Although the university has committed to ensuring that the School of Law does not officially merge unless and until the Committee has granted its approval (and the university is aware that the Committee's October meeting is about two weeks after the Committee's scheduled meeting date), should the Committee approve the requested Major Change, the logistics of merging along with the rest of the university will allow for a much smoother transition, which will only benefit the students. Alternatively, if the Committee determined that the official merger of the School of Law needed to happen after the conclusion of the Fall term, it would allow for that merger date prior to the start of the Spring term.

If, however, the Committee wishes to consider JFK's requests at the January meeting, that meeting will occur after the start of our Spring term and we would be in the same position we are in today- needing to either merge during a semester OR pushing off the merger until the

end of May 2023, which would be 8 months after the rest of the university merged, which could create a variety of logistical problems that would very likely be felt by the students.¹

When JFK withdrew the Original Request, it did so as soon as it realized a) that the Committee felt rushed to get the Request on the August calendar and b) that the Committee had concerns that were not addressed in the Original Request. While JFK acknowledges that consideration on the October calendar does not provide the full 180-day period contemplated under the rules, it does allow time for the Committee to request additional information if necessary.

Additionally, given the timing of the proposed merger, it allows for consideration of the proposed merger such that if the Committee were to approve the merger either immediately or as of January 1, the students would be able to begin the Spring term under the merged institution.

Conclusion

Based on the above, JFK hereby requests that the Committee waive the 180-day notice requirement for a major change request and consider JFK's Amended Request and accompanying Request for Acquiescence at its October Meeting.

¹ As always, JFK's first and foremost priority is maintaining accreditation at all times and NCU will continue as an accredited institution with WSCUC during the Committee's consideration of these requests. Hoey Decl. at Paragraphs 4-5.

**Declaration of J. Joseph Hoey, Ed.D., In Support of John F. Kennedy School of Law
at Northcentral University's Amended Request for Approval of Major Change-
Name Change due to Merger of Northcentral University (NCU) and National
University (NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and
Request for Acquiescence for Non-Professional Programs**

I, J. Joseph Hoey, Ed.D., declare the following:

1. I am currently the Vice Provost for Academic Services for National University.

Amended Request for Major Change

2. The date of commencement of the proposed merger is October 1, 2022. The merger of two large universities is a huge undertaking and will not occur in a single day. Rather, the merger will be undertaken over a period of time to be determined by this and other accrediting bodies for the programs within the two universities.
3. Northcentral University's (NCU) financial aid identification number will remain active at least until the end of the fiscal year. The proposed merger, whenever it shall occur, should not affect the disbursement of financial aid to NCU students, including students at the JFK School of Law at Northcentral University.
4. Both National University and NCU are accredited by WSCUC. In the letter approving the proposed merger, WSCUC specifically stated that NU will have the obligation to inform WSCUC when the merger is complete. Once WSCUC has been notified by NU of the completion of the merger, NCU will no longer be recognized as an accredited institution by WSCUC, but until that time NCU will continue to be recognized as an accredited institution.
5. JFK is committed to ensuring continued accreditation by the Committee. On behalf of NU and NUS, I hereby represent to the Committee that NU will not notify WSCUC of the completion of the merger until after the JFK School of Law is merged with the Committee's approval, whenever that shall be.

Request for Waiver of 180-Day Notice

6. In July 2021, NU and NCU filed a request for approval of a proposed structural change- a merger between the universities with WSCUC.
7. WSCUC informed both NU and NCU that without a Letter of Determination by the Department of Education (USDOED) it would not consider the proposed merger.
8. The USDOED did not issue a timely Letter of Determination.
9. The lack of a timely Letter of Determination by the USDOED resulted in WSCUC discontinuing the structural change review then in process, on October 11, 2021.

Attached hereto as Exhibit A is the letter from WSCUC discontinuing the merger review, dated October 11, 2021.

10. The Letter of Determination from the USDOED was finally received on December 17, 2021 and transmitted to WSCUC. Attached hereto as Exhibit B is the USDOED Letter of Determination.
11. In the interim, the USDOED had put in place an as-yet undocumented "two-step" Merger/Change of Ownership procedure for the review of all merger actions.
12. After NU and NCU informed WSCUC of that two-step process and the requirements it entailed regarding temporary continuation of OPEID status for the merged institution, WSCUC again declined to consider the status of our merger proposal until substantial further clarification was received from the USDOED regarding these new processes. Attached hereto as Exhibit C is the WSCUC letter discontinuing the merger review, dated April 15, 2022.
13. At this point, NCU had no date certain for the merger and no reasonable certainty that the application could even move forward.
14. In May 2022, WSCUC believed it had sufficient evidence of the USDOED's intentions and process for WSCUC to be assured it was acting appropriately in reassembling the Structural Change Review Panel and setting a date for the panel site visit. Attached hereto as Exhibit D is the WSCUC letter, dated May 3, 2022, advising NCU and NU that it would proceed with the Structural Change Panel Review.
15. In May 2022 it was still by no means certain that the merger proposal would be included on the WSCUC Commission's June 2022 agenda, given that 36 institutional reviews and 2 structural changes were already on the WSCUC Commission agenda for June 2022, and even if it was on the agenda it was by no means certain that WSCUC would approve the proposed merger.
16. On June 6, 2022, NCU received notice that the WSCUC Commission would consider the proposal at the June 2022 meeting rather than postpone it to the November 2022 WSCUC Commission meeting. Attached hereto as Exhibit E is the notification from WSCUC of the June 2022 appearance before the Structural Change Committee.

Request for Acquiescence

17. The NU Paralegal Programs are financially stable and will not represent a drain on financial resources from the JD program.
18. The NU Paralegal Programs will continue to be approved by the ABA and will be subject to oversight by both the ABA and WSCUC.

I declare that the foregoing is true and correct.

dl<!lug
Aug 12, 2022 13:43 PDT)

J. Joseph Hoey, Ed.D.

Aug 12, 2022

Date

Declaration of Dr. Joseph Hoey, Ed.D In Support of John F. Kennedy School of Law
at Northcentral University's Amended Request for Approval of Major Change•
Name Change due to Merger of Northcentral University (NCU) and National
University (NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and
Request for Acquiescence for Non-Professional Programs

EXHIBIT A

Letter from WSCUC to Dr. Joseph Hoey dated 10/11/21

October 11, 2021

Joseph Hoey
Vice Provost for Academic Services & ALO
National University
11355 North Torey Pines Road
La Jolla, CA 91731 .

RE: Merger with Northcentral University

Dear Dr. Hoey:

During a conference call on October 7, 2021, a panel of the WSCUC Substantive Change Committee considered National University's proposal to merge with Northcentral University.

The panel found it necessary to receive the outcome of the U.S. Department of Education's review of the 2018 Change of Ownership and Legal Status for Northcentral University prior to further consideration of this proposal.

When the requested information is available, please contact either me or Konami Chisholm to submit the information. This will begin the process for review of the information by the original review panel and further scheduling of the review.

You may submit this requested item for review within one year. After one year, a new proposal must be submitted if you choose to move forward with this change.

Sincerely,

yu l l

John Hausaman
Assistant Vice President, Substantive Change

Cc: Barbara Gross Davis, WSCUC Vice President
Members of the Substantive Change Committee Panel

Declaration of Dr. Joseph Hoey, Ed.D In Support of John F. Kennedy School of Law
at Northcentral University's Amended Request for Approval of Major Change-
Name Change due to Merger of Northcentral University (NCU) and National
University (NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and
Request for Acquiescence for Non-Professional Programs

EXHIBIT B

Letter dated 12/17/21 from Department of Education to Dr. David Harpool



December 17, 2021

Dr. David Harpool
President and CEO
Northcentral University
11355 N Torrey Pines Road
La Jolla, CA 92037-1013

Sent via email: dharpool@ncu.edu

Re: Review of the Change in Ownership and Conversion to Nonprofit Status of Northcentral University (OPE ID 03813300)

Dear Dr. Harpool:

At your request, U.S. Department of Education, office of Federal Student Aid ("Department") has completed its review of Northcentral University's ("NCU") application for continued participation in programs authorized by Title IV of the Higher Education Act of 1965, as amended, 20 U.S.C. §§ 1070 et seq. ("Title IV, HEA programs") following its change in ownership resulting in a change of control that occurred on December 31, 2018 ("CIO").

NCU seeks approval of its continued participation in Title IV, HEA programs following the CIO and its request to convert to nonprofit status for purposes of its participation in Title IV, HEA programs. This letter constitutes the Department's post-closing decision on the CIO and requested change of status from proprietary to nonprofit.

I. BACKGROUND ON THE TRANSACTION¹

A. The Ownership Structure

At the Department's request, NCU has provided voluminous documentation, including several diagrams describing the pre- and post-transaction ownership structure for NCU ("Ownership Diagrams"). As reported in Department systems and according to the Ownership Diagrams provided by NCU, the pre-transaction ownership structure is described in the following chart:

¹ Some information in this letter is shaded in gray as a result of NCU's designation of that information as confidential for purposes of exemption 4 of the Freedom of Information Act, consistent with the Department's directions when it requested documents from NCU. To the extent that this letter is released, the portion of the letter shaded in gray will be further reviewed for redactions prior to release.

Pre-Transaction²

| Ownership | NCU OPE ID 03813300 | State and date of incorporation or organization | Type of Entity | Percent Owned |
|------------------|--|--|------------------------------------|--------------------------|
| Level 1 | Northcentral University, Inc. ("NU-I"), | California, 8/24/1998 | Corporation/For Profit | 100% |
| Level2 | Innova Management Group, Inc. ("Innova") | Arizona, 4/30/2007 | Corporation/For Profit | 100% |
| Level 3 | NCU Holdings, LLC ("Holdings") | Delaware, 8/27/2008 | LLC/For Profit | 100% |
| Level4 | NCU Falcon, LLC ("Falcon") | Delaware, 11/5/2008 | LLC/For Profit | 31.7% |
| Level4 | NCU Investors, LLC ("Investors") | Delaware, 8/27/2008 | LLC/For Profit | 51.0% |
| Level4 | Falcon Strategic Partners III LP ("Falcon-SP") | Delaware, 5/13/2008 | Limited Partnership/ For Profit | 17.0% |
| Level4 | Chris Lynne | | Individual | 0.3% |
| Level4 | Eric Stoddard | | Individual | 0.1% |

The National University System ("NUS") is an alliance of operationally-independent and separately-accredited, nonprofit educational institutions and a public charter school. System Management Group ("SMG") is a California nonprofit public benefit corporation, has received tax exempt status under Internal Revenue Code (the "Code") Section 501(c)(3) and is a Type II supporting organization under Section 509(a)(3) of the Code.³ SMG was established for the purpose of supporting the nonprofit educational institutions that make up NUS. See National University System Sixth Amended and Restated Affiliation Contract ("Affiliation Contract").

On December 31, 2018, SMG, through its wholly-owned subsidiary NCU, Inc. ("NCU-I"), a newly created California for profit corporation, acquired Holdings (and thereby its wholly-owned subsidiaries Innova and NU-I) by way of a Securities Purchase Agreement ("SPA") dated May 3, 2018.⁴ The purchase price (after closing adjustments) of [REDACTED] was paid in cash by NCU-

² Level 4 percentage of ownership interests for Holdings are as of the closing date of the Transaction. These percentages differ slightly from NCU's pre-closing ECAR because of pre-closing adjustments.

³ A Type II supporting organization must be supervised or controlled in connection with its supported organization(s), typically by having a majority of the directors or trustees of the supported organization(s) serve as a majority of the trustees or directors of the supporting organization. See <https://www.irs.gov/charities-non-profits/charitable-organizations/supporting-organizations-requirements-and-types>

⁴ The SPA was amended on November 6, 2018 and December 27, 2018. First Amendment to Securities Purchase Agreement and Second Amendment to Securities Purchase Agreement.

1⁵. Second Amendment to SPA §2. Concurrent with the closing of the SPA, NCU-I changed its name to National Education Partners ("NEP"). The structure immediately following the closing of the SPA is described below:

Post-Closing of SPA

| Ownership | NCU OPE ID 03813300 | State of Incorporation | Type of Entity | Percent Owned |
|-----------|------------------------|---------------------------|--------------------------|------------------|
| Level 1 | NU-I | California, 8/24/1998 | Corporation/For Profit | 100% |
| Level 2 | Innova | Arizona, 4/30/2007 | Corporation/For Profit | 100% |
| Level 3 | Holdings | Delaware, 8/27/2008 | LLC/For Profit | 100% |
| Level 4 | NEP (formerly NCU-I) | California, 5/1/2018 | Corporation/For Profit | 100% |
| Level 5 | SMG | California, 4/22/2004 | Nonprofit Public Benefit | 100% |

WestMed College ("WMC") is a tax-exempt, California nonprofit public benefit corporation. WMC owned and operated an institution named WestMed College OPE ID: 04088300 ("WestMed"). WestMed gained initial certification to participate in Title IV, HEA programs as a nonprofit institution on November 28, 2011. Throughout its participation in Title IV, HEA programs, WestMed was also an affiliate of NUS. On April 21, 2017, SMG's board adopted a resolution to close WestMed. WMC's financial statements for the fiscal year ended June 30, 2017 indicate that on May 1, 2017, WMC changed its financial statement preparation from the accrual basis to the liquidation basis, to reflect the decision to close WestMed. WMC's 2018 financial statements were also prepared on the liquidation basis of accounting. WestMed withdrew from Title IV participation on December 14, 2018 and ceased providing instruction in all programs. According to a July 1, 2019 e-mail from NUS, WestMed's last six students completed their externships on May 28, 2019.

Pursuant to a Charitable Donation Agreement dated January 1, 2019, NEP donated certain academic assets as identified in Exhibit A of the agreement to WMC. Concurrent with the donation, WMC changed its name to Northcentral University ("NCU-NP"). On January 1, 2019, NCU-NP signed the Affiliation Contract with NUS. The structure immediately following the donation of the academic assets is described below:

Post-Donation

| Ownership | NCU OPE ID 03813300 | State of Incorporation | Type of Entity | Percent Owned |
|-----------|------------------------|---------------------------|--------------------------|------------------|
| Level 1 | NCU-NP (formerly WMC) | California, 4/22/2004 | Nonprofit Public Benefit | 100% |

5 Following the transaction, SMG conducted a bond offering in February 2019 and issued [REDACTED] in principal amount of tax-exempt bonds and [REDACTED] in principal amount of taxable bonds.

NCU-NP and NEP (owned by SMG) entered into a Master Services Agreement ("MSA") pursuant to which NEP provides services to NCU-NP, including marketing, student support services, financial aid processing, course and curriculum instructional design, and various back-office services (e.g., accounting, human resources, technology, etc.).

Together, the December 31, 2018 closing of the SPA, the January 1, 2019 donation of NEP's academic assets (*i.e.*, NCU) to WMC, and the MSA between NCU-NP and NEP are hereinafter collectively referred to as "the Transaction."

B. NCU's Post-Closing Financials

At closing, after adjustments to the Base Price as described in the SPA, SMG paid [REDACTED] to acquire Holdings (and thereby NCU). Holdings' audited financial statements for the fiscal year ended December 31, 2018 detail the fair value of the assets and liabilities acquired by SMG as of January 1, 2019 as follows:

| Asset/Liability Category | Fair Value |
|--|-------------------|
| Cash and Cash Equivalents | [REDACTED] |
| Accounts Receivable (net of allowance for doubtful accounts) | [REDACTED] |
| Prepays and Other Current Assets | [REDACTED] |
| Property and Equipment | [REDACTED] |
| Intangible Assets | [REDACTED] |
| Goodwill | [REDACTED] |
| Unearned Tuition | [REDACTED] |
| Accrued Expenses and Other Current Liabilities | [REDACTED] |
| Non-Current Liabilities | [REDACTED] |
| Total Fair Value | [REDACTED] |

See Consolidated Financial Statements-Holdings, Fiscal Year Ended December 31, 2018 at 15.

These financial statements describe the recording of the intangible assets including goodwill as follows:

The Company recorded intangible assets separate from goodwill that were identifiable related to student relationships, developed technology, accreditations, tradename, curriculum, and the organization's library. Goodwill was calculated as the fair value of the consideration paid less the value of the Company's tangible net assets and identifiable intangible assets. Key components of the goodwill arising from the acquisition include the following: knowledgeable and experienced workforce, market presence and time-to-market advantages and operational synergies.

Id.

C. Letters of Credit

In accordance with 34 C.F.R. § 600.20(g)(2)(iv), as one of the requirements to submit a materially complete application, an institution's new owner is required to submit audited financial statements from its two most recently completed fiscal years. Although NCU-NP (formerly WMC) had been in existence since 2004, its financial statements for June 30, 2017 and June 30, 2018 were prepared on a liquidation basis, and those financial statements were not acceptable to meet the requirements of 34 C.F.R. § 600.20(g)(2)(iv). Accordingly, NCU was required to submit an irrevocable letter of credit in the amount of 25% of the institution's Title IV funding during its most recently completed fiscal year ("25% New Owner LOC"). NCU satisfied this requirement by providing LOC number IS000070111U in the amount of [REDACTED] on January 29, 2019. NCU was also required to maintain and renew its existing letter of credit in the amount of 10% of the institution's Title IV funding during its most recently completed fiscal year, which was based on the composite score failure of Holdings under its for-profit ownership ("Financial Responsibility LOC"). NCU satisfied this requirement by providing LOC number IS00007013U in the amount of [REDACTED] on January 29, 2019.⁶ Upon acceptance of the 25% New Owner LOC, NCU the Department reviewed NCU's materially-complete application in accordance with 34 C.F.R. § 600.20(g)(2). Although a temporary provisional program participation agreement was not issued immediately, NCU's eligibility in Title IV, HEA programs was continued. A temporary provisional program participation agreement ("TPPPA") was issued to NCU on October 11, 2019.

In accordance with 34 C.F.R. § 600.20(h)(2)(iii), to allow for an extension of its TPPPA, NCU submitted an audited same-day balance sheet ("SDBS"). The Department reviewed the SDBS and determined that NCU's acid test ratio was 2.20:1 and its tangible net worth was [REDACTED]. NCU has been participating on a month-to-month basis since the TPPPA was issued.

D. Overview of the Master Services Agreement

Pursuant to the MSA, NEP provides Services to NCU-NP and NCU-NP pays a Services Fee. As described below, the Services Fee has been modified over the course of the last three years. The initial term of the MSA was five years ("Term"). Unless earlier terminated as provided in the MSA, the MSA automatically renews for successive five-year terms ("Renewal Terms") unless either party gives written notice to the other party of non-renewal at least six months prior to the end of the Term or any Renewal Term. *See* MSA §6.1. Exhibit B to the MSA describes the Services that NEP provides to NCU-NP:

- Marketing
- Student Support Services Counseling;
- Document Intake and financial aid processing;
- Course and Curriculum Instructional Design for Online
- Accounting Services

⁶ The 25% New Owner LOC and the Financial Responsibility LOC, which were initially submitted on January 3, 2019 did not comply with the Department's required LOC template format, and some corrections had to be made. The LOCs were accepted on January 29, 2019.

- Audit Services;
- Human Resources;
- Technology
- Business Analytics Services;
- Insurance; and
- Other Services,

NCU-NP further agreed that NEP would be the exclusive provider (during the Term) of certain services, identified in the MSA as "Exclusive Services," for which NCU-NP agreed it would not contract with any third party absent NEP's approval (which is subject to NEP's sole discretion). *See* MSA §3.1.1. The Exclusive Services are Marketing (MSA Exh. B §1) and Student Support Services Counseling (MSA Exh. B §2). NEP has the right to subcontract any of the services, as described in MSA §3.1.2.

Pursuant to MSA §5.1, the Services Fees are determined and paid in accordance with MSA Exhibit D. Prior to an amendment which is discussed below, the MSA provided for the payment of costs plus an annual fixed fee of [REDACTED], with such fee to be in accordance with prevailing market pricing for similar services as confirmed by a qualified, independent assessment of prevailing fair market pricing. The budgeted costs for the first full year of operation in 2018 were [REDACTED]. *See* MSA Exh. D. The estimated costs detailed in the MSA were based on 2018 projections, which included a three percent inflation adjustment. As set forth in MSA Exhibit D, invoices to NCU-NP are "based on actual costs on a weekly basis in arrears." Further, NCU-NP has the right to audit NEP's books once per fiscal year to confirm NEP's calculations of its costs. Additionally, beginning on the first anniversary of the Effective Date, as defined in the MSA, NCU-NP may "retain a qualified, independent third party" to conduct a fair market assessment to determine the prevailing costs for the services provided by NEP. MSA Exhibit D. In the event that the assessment reveals that the costs invoiced by NEP are more than five percent above prevailing costs, NCU-NP may request to amend Exhibit D. Should NCU-NP and NEP be unable to reach an agreement on the amended terms of Exhibit D, NCU-NP or NEP may terminate the MSA. In addition to the right of non-renewal, the MSA may be terminated as a result of a breach of the MSA. *See* MSA §6.2.⁷

In an e-mail dated September 1, 2021, Dr. Harpool advised the Department that in 2020, NCU-NP and NEP began negotiation on an adjustment to the fixed rate and agreed upon a new fixed fee of [REDACTED]. An amendment to Exhibit D of the MSA was executed on August 5, 2020, with an effective date retroactive to July 1, 2019 which reflected the change of the annual fixed fee from [REDACTED] to [REDACTED]. The basis of the modified annual fixed fee is discussed below.

11. THE ANDERSEN TAX STUDIES

NCU submitted to the Department three reports that were commissioned to support the financial terms of the Transaction. Each report was prepared by Andersen Tax ("Andersen").

⁷ The MSA limits NEP's liability for any claim to the amount paid by NCU to NEP in the most recently completed one year period. MSA §10.

A. November 20, 2018 Valuation of Assets

The Andersen valuation report is dated November 20, 2018 (with an "as of" date of December 1, 2018) and entitled "Northcentral University, Inc.- Valuation of Certain Acquired Assets Related to Northcentral University, Inc." ("Valuation Report"). It is marked "Preliminary Indications Subject to Change." As described in the cover letter, the Valuation Report provides an analysis of "certain acquired intangible assets" (referred to therein as the "Acquired Assets") of NU-I. The cover letter to the Valuation Report is addressed to Pillsbury Winthrop Shaw Pittman, LLP, which represented the buyer, NCU-I (later known as NEP) in the securities purchase transaction. *See* SPA at 103.

The Valuation Report Scope of Engagement includes the identification of all intangible assets related to NU-I and characteristics of their nature and contribution, including an assessment of goodwill; the quantification of the economies of each intangible asset and determination of each asset's fair value; and establishment of recommendations concerning the remaining economic lives of the assets for financial statement purposes. *See* Valuation Report at 3. The Valuation Report considers several different valuation methods: income approaches, market approaches, and cost approaches.

The following table identifies the intangible assets covered by the Valuation Report, and the valuation methods selected for each asset:

| Intangible Asset | Valuation Approach |
|-------------------------|----------------------------|
| Student Relationships | With-and-Without Method |
| Developed Technology | Excess Earnings Method |
| Accreditation | With-and-Without Method |
| Trade Name | Relief-from-Royalty Method |
| Curriculum | Cost Approach |
| Library | Cost Approach |
| Assembled Workforce | Cost Approach |

The Valuation Report describes the various valuation methodologies as follows:

- With-and-Without Method- an income approach which estimates an intangible asset's value by calculating the difference between two discounted cash-flow models: one that represents the status quo for the business enterprise with the asset in place, and another without it.
- The Excess Earnings Method - an income approach measures the value of the asset by calculating the present value of related future economic benefits, such as cash earnings.
- The Relief-from-Royalty Method- an income approach that estimates the cost savings that accrue to the owner of the intangible asset who would otherwise have to pay royalties on revenue earned through the use of the asset.
- The Cost Approach- based on the amount that would currently be required to replace the service capacity of an asset.

See Valuation Report at 18-19.

Andersen estimated the fair value of the intangible assets as follows:

[illegible]

See Valuation Report at 33.

B. February 19, 2019 Benchmarking Study

The Andersen benchmarking study is dated February 19, 2019 entitled "System Management Group - Benchmarking Studies Related to Services Performed by National Education Partners for the benefit of Northcentral University" ("Benchmarking Study"). Andersen states that it was engaged by SMG to provide "market-derived benchmark indicators" to test the arm's-length nature of certain related party transactions between NCU-NP and NEP. Based on the nature of the services to be provided by NEP to NCU-NP, Andersen placed the services into four categories: marketing support services, administrative/back-office support services, student support counseling services, and web development services. Andersen then reviewed public data to obtain market-derived benchmark indications to determine arm's-length compensation for such services. Once the four benchmark ranges were determined, Andersen applied a point between the upper and lower quartile of the range (i.e., markup percentage) for each of the categories.

Based on the analysis set forth in the Benchmarking Study, Andersen concluded that a markup between [REDACTED] (lower quartile) to [REDACTED] (upper quartile) would be consistent with the application of the arm's-length standard (i.e., such amount is comparable to what would be found agreeable by two unrelated parties acting at arm's length). See Benchmarking Study at 1.

The total compensation being paid to NEP for 2019 was expected to be full reimbursement for all direct costs of [REDACTED] plus a mark-up of [REDACTED]⁸ for a total of [REDACTED]. Because the mark-up falls within in the range of [REDACTED] to [REDACTED] Andersen concluded that compensation was reasonable and consistent with the application of the arm's length standard as set forth under Treasury regulations. *See* Benchmarking Study at 1.

⁸ The Benchmarking Study was completed prior to the renegotiation of the fee to [REDACTED]

C. February 18, 2021 Transfer Pricing Assessment

In the September 1, 2021 e-mail, Dr. Harpool provided the Department with an Andersen transfer pricing assessment dated February 18, 2021, entitled "National Education Partners, Inc. Transfer Pricing Assessment" ("Transfer Pricing Assessment"). The Transfer Pricing Assessment states that Andersen was engaged by NEP to perform transfer pricing analysis regarding certain intercompany transactions between NEP, NCU-NP, and the other members of NUS. Dr. Harpool further advised the Department that the Transfer Pricing Assessment will provide the framework for the Services fee beginning in fiscal year 2022. This is reflected in the August 6, 2020 amendment to Exhibit D to the MSA.

The Transfer Pricing Assessment states "[Transfer pricing] rules evaluate the reasonableness of a given taxpayer's intragroup transactions based on the arm's length standard. Note that related party transactions are defined by the price (or effective compensation) charged for exchanges involving tangible property, intangible property or services. The arm's-length standard essentially states that the price and terms of a related party transaction must be in line with the price and terms a third party would be willing to agree to if it were to enter into the same transaction." *See* Transfer Pricing Assessment at 16.⁹

Based on the nature of the services to be provided by NEP to NCU-NP, Andersen placed the services into four categories: marketing support services, administrative/back-office support services, student support advisory services, and course curriculum instructional design for online services. Andersen performed a Functional Analysis and a Contribution Analysis and also examined whether services in any of the four above-described categories of services were considered routine, non-integrated services for which no markup should be applied. Services for which no markup should be applied fall under the Service Cost Method ("SCM"). For non-SCM services, Andersen conducted a benchmarking analysis to determine a range for appropriate markup on costs for those services. *See* Transfer Pricing Assessment at 4-6 and 16-31.

Andersen's recommendation was that administrative/back-office support services be treated under SCM, and that no markup should be applied, and it recommended a range of markups for the other services. *See* Transfer Pricing Assessment at 33. In his September 1, 2021 e-mail, Dr. Harpool indicated that the MSA was amended "to reflect this new transfer pricing strategy for FY22." He further indicated that the parties had negotiated the following markups for services provided by NEP for NCU-NP (the ranges in the middle column are found at page 33 of the Transfer Pricing Assessment):

| Category | Transfer Pricing Assessment Recommended Markup Range | Markup for the period 7/1/2021 through 6/30/2022 |
|--------------------------|--|--|
| Marketing Support | 2.36% to 11.50% | 2.75% |
| Student Support Advisory | 3.28% to 14.38% | 3.5% |
| Instructional Design | 3.47% to 16.99% | 4.00/cJ |

⁹ Andersen notes that the Transfer Pricing Assessment was based on the applicable United States Treasury regulations.

On September 27, 2021, the Department requested a copy of the amended MSA that included the updated pricing. On September 28, 2021, NCU provided a copy of the signed Amendment to Exhibit D of the Master Services Agreement, dated July 1, 2021. The Amendment adjusted "... the fee for services from an annual fixed fee of [REDACTED] to a variable management fee as of the 1st day of July 2021. The management fee is a percentage that will vary based on expense category and the percentages by category will be provided annually to the University." *See* Amendment to Exhibit D of the Master Services Agreement.

II. THE DEPARTMENT'S REQUIREMENTS FOR NONPROFIT STATUS

The Department's regulations identify certain covered transactions for an institution that constitute a change in ownership which require the institution to apply for and obtain approval from the Department to continue participating in Title IV, HEA programs. These include instances where an institution is sold, is merged with one or more eligible institutions, experiences a change in the ownership of the controlling stock, has a transfer of assets that comprise a substantial portion of the education business of the institution, or has a change in status as a for-profit, nonprofit, or public institution. 34 C.F.R. § 600.31(d).

To establish eligibility and to continue participation in Title IV, HEA programs, an institution must demonstrate to the Department that, after the change, the institution qualifies to be certified to participate under 34 C.F.R. Part 668, Subpart B pursuant to 34 C.F.R. § 600.31(a)(3)(ii). *See also* 34 C.F.R. § 600.20(g) and (h) (requirements for temporary provisional certification following a change in ownership which results in a change of control).

Because NCU seeks to participate in Title IV, HEA programs as a nonprofit institution, it must meet the Department's requirements for that status. The Higher Education Act ("HEA") defines an institution of higher education as "a public or other nonprofit institution." HEA § 101(a)(4), 20 U.S.C. § 1001(a)(4); HEA § 102(a)(1), 20 U.S.C. § 1002(a)(1). The Department regulations define a nonprofit institution as an institution that:

- (i) Is owned and operated by one or more nonprofit corporations or associations, no part of the net earnings of which benefits any private shareholder or individual; and
- (ii) Is legally authorized to operate as a nonprofit organization by each State in which it is physically located; and
- (iii) Is determined by the Internal Revenue Service to be an organization to which contributions are tax deductible under 26 U.S.C. § 501(c)(3) of the Internal Revenue Code (26 U.S.C. § 501(c)(3)).

34 C.F.R. § 600.2 (definition of nonprofit); *see also* HEA § 103(13), 20 U.S.C.A. § 1003(13) (West) (a nonprofit institution is one in which "no part of the net earnings of which inures, or may lawfully inure, to the benefit of any private shareholder or individual").

State authorization to operate as a nonprofit organization and IRS 501(c)(3) tax-exempt status do not themselves confer nonprofit status for Title IV purposes. The Department must make an

independent determination that the institution is "owned and operated by one or more nonprofit corporations or associations, no part of the net earnings of which benefits any private shareholder or individual."

NCU-NP, a tax-exempt, California nonprofit public corporation, now owns and operates NCU, satisfying the "owned and operated by one or more nonprofit" entity requirement of the Department's definition of a nonprofit. NCU is also legally authorized to operate a private postsecondary degree-granting institution in California. NCU-NP, has been granted 501(c)(3) status by the IRS, meeting the requirement of subsection (iii) of the definition. *See* October 12, 2018 IRS Letter 4168 for EIN 90-0171867.

The remaining issue (*i.e.*, whether NCU's net earnings benefit any private shareholder or individual) requires a review of relevant authority under the Internal Revenue Code and an analysis of the purchase price and impact of the MSA on the regulatory requirements.

III. AUTHORITY UNDER THE INTERNAL REVENUE CODE

The Department's definition of a nonprofit institution mirrors the statutory language for tax exempt organizations found in 26 U.S.C. § 501(c)(3). Under Treasury regulations, the taxpayer has the burden to demonstrate that it is entitled to tax-exempt status pursuant to section 501(c)(3).¹⁰ This includes the requirement for tax exempt entities to meet both an organizational test and an operational test. 26 C.F.R. § 1.501(c)(3)-l(a)(1).

The organizational test requires a nonprofit organization to be organized exclusively for one or more exempt purposes and its articles of organization must: "(a) Limit the purposes of such organization to one or more exempt purposes; and (b) Do not expressly empower the organization to engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of one or more exempt purposes." 26 C.F.R. § 1.501(c)(3)-l(b). The Restated Articles of Incorporation of NCU-NP (formerly WMC) are consistent with these limitations.

The focus of the operational test is on the prohibition against private benefit and private inurement, and the related Treasury regulations examine both the primary activities of the organization and its distribution of earnings.¹¹ *See* 26 C.F.R. § 1.501(c)(3)-l(c)(1) (primary activities) and 26 C.F.R. § 1.501(c)(3)-l(c)(2) (distribution of earnings). Although there is significant overlap in the analysis of prohibited substantial private benefit under the primary

¹⁰ 501(c)(3). Rule 142(a)(1), *Tax Court Rules of Practice and Procedure*; *Bubbling Well Church of Universal Love, Inc. v. Commissioner*, 670 F.2d 104, 106 (9th Cir.1981).

¹¹ The final element prohibits the organization from being involved in political or lobbying activities. 26 C.F.R. § 1.501(c)(3)-l(c)(3).

activities test and private inurement under the distribution of earnings test,¹² the prohibition on private benefit encompasses a greater range of activities. See *Am. Campaign Acad. v. C.I.R.*, 92 T.C. 1053, 1068-69 (Tax 1989) ("while the private inurement prohibition may arguably be subsumed within the private benefit analysis of the operational test, the reverse is not true. Accordingly, when the Court concludes that no prohibited inurement of earnings exists, it cannot stop there but must inquire further and determine whether a prohibited private benefit is conferred"). Unlike private inurement, private benefit does not necessarily involve the flow of funds from an exempt organization to a related private party, it can also include other benefits from the activities of the exempt organization *to an unrelated party*. See *P.L.R. 200914063*, 2009 WL 889714 (IRS PLR Apr. 3, 2009) (citing Rev. Rul. 76-206, 1976-1 C.B. 154 which found that an organization formed to promote broadcasting and classical music in the community created a substantial financial benefit to an unrelated for-profit radio station); see also *Capital Gymnastics Booster Club, Inc. v. C.I.R.*, 106 T.C.M. (CCH) 154 (Tax 2013) ("Impermissible benefit to 'private interests' thus encompasses not only benefit to insiders but also benefits that an organization may confer on unrelated or even disinterested persons, *i.e.*, outsiders").

Where a purported nonprofit pays more than the fair market value¹³ for goods and services, the nonprofit's net earnings impermissibly benefit a private person or entity. See, e.g., *In re: Purchase of Professional Goodwill*, GCM 34256, 1970 WL 22533, *2 (I.R.S. 1970) (interpreting similar provision under federal tax code) (if purchase price paid by purported nonprofit to acquire for-profit's assets "is unreasonable and excessive in relation to the fair market value of the assets with the consequence that net earnings of the organization inure to the benefit of a private individual," it will defeat charitable exemption)¹⁴; *Texas Trade School v. Commissioner*, 30 T.C. 642 (1958), *aff'd* 272 F. 2d 168 (5th Cir. 1959) (net earnings of purported nonprofit school benefitted school's officers where school paid excessive rent to lease property owned by officers); *Church of Transfiguring Spirit v. Commissioner*, 76 T.C. 1, 6, 1981 WL 11377 (1981) (same result where purported nonprofit paid excessive salaries).

¹¹ See *Canada v. Commr. of Internal Revenue*, 82 T.C. 973, 981 (Tax 1984) ("In determining whether these conditions are satisfied, the 'operated exclusively for exempt purposes' and the 'private inurement' requirements often substantially overlap").

¹³ Fair market value is the price that property would sell for on the open market between a willing buyer and a willing seller, with neither being required to act, and both having reasonable knowledge of the relevant facts. See, e.g., IRS Publication 561 at 2, IRS Publication 17 at 168, and IRS Publication 526 at 10.

¹⁴ As stated at the conclusion of this IRS General Counsel Memorandum: "To summarize, we believe a charitable organization may pay a price for a going concern that reflects the value of, among other assets, goodwill, without jeopardizing its exempt status. However, we agree that the existence of goodwill and its value should be demonstrated, and the reason or reasons why the charity deemed it necessary to acquire such an asset as part and parcel of its purchase should be plainly indicated. In our opinion the Service is fully justified in insisting upon these safeguards as a prerequisite to its approval of exemption of an organization since the assurance of fairness that arm's length bargaining normally supplies is absent." 1970 WL 22533, *4.

Moreover, as noted in *Church of Transfiguring Spirit*, in response to the petitioner's contention that net earnings "should be defined as net profits and that after deduction of the housing allowance, no net profits remain which inure to an individual," the Tax Court explained that "net earnings as referred to in section 501(c)(3) include more than net profits and may inure to an individual in ways other than a distribution of dividends or excessive salaries." 76 T.C. at 6 (citing *Unitary Mission Church of Long Island v. Commissioner of Internal Revenue*, 74 T.C. 507, 512-13 (Tax Court, 1977); *Founding Church of Scientology v. U.S.*, 412 F.2d 1197, 1200, 188 Ct.Cl. 490, 497 (Ct.Cl. 1969)). See also *Northwestern Municipal Ass'n v. United States*, 99 F.2d 460, 463 (8th Cir. 1938) ("Net earnings" includes "more than the term net profits as shown by the books of the organization or than the difference between the gross receipts and disbursements in dollars").

Additionally, when a for-profit entity benefits substantially from activities of a nonprofit, the nonprofit will not qualify as a tax-exempt organization. See Non Docketed Service Advice Review, IRS NSAR 20010768R, 2001 WL 34818831 (Jan. 22, 2001); Non Docketed Service Advice Review, IRS NSAR 20010772R, 2001 WL 34818834 (Jun. 4, 2001) (inurement and private benefit present where directors profit from non-profit via receipt of wages, management fees, and lease payments); Non Docketed Service Advice Review, IRS NSAR 20010279R, 2001 WL 34789927 (May 24, 2001) (despite having additional members on the board, a board member receiving a salary and receiving rent payments was in control of the purported non-profit organization); Rev. Rul. 76-441, 1976-2 C.B. 147 (an entity with directors dealing with themselves and benefiting financially from a transaction does not qualify for tax exemption).¹⁵

IV. THE DEPARTMENT'S DETERMINATION ON THE REQUESTED CHANGE TO NONPROFIT STATUS

As described above, the Department makes its own determination of nonprofit status for a school's participation in Title IV. Although state and IRS approvals are required for nonprofit status under the Department's regulations, those approvals are not the sole determining factors, nor does the Department need to defer to those determinations. Moreover, unlike the IRS's initial grant of tax-exempt status, the Department's determination of nonprofit status considers the structure and planned operations of the institution when its owner(s) apply for that change of status and seeks to ensure that a nonprofit institution's revenues - a good portion of which are generated from Title IV funds - are primarily devoted to the mission of the school and not to other parties, including the shareholders of the prior owner.

Based on the tax authority cited above, the Department has determined that NCU meets the operational test's requirement that both the primary activities of the organization and its stream of revenue benefit the nonprofit itself. Here, based on the materials provided by NCU, the Department has determined that NEP provides services to NCU at a cost comparable to costs that would be charged by a third-party.

¹⁵ Although these Non Docketed Service Advice Reviews are not binding precedent, they illustrate the IRS' views on non-profit insiders receiving private benefit and self-dealing.

As described above, the Term of the MSA is five years, with automatic renewals thereafter for successive five years terms. *See* MSA §6.1. Further, either party can elect not to renew at the end of the Initial Term or any Renewal Term with six months' written notice to the other party "prior to the end of the then-current Term or Renewal Term." *See* MSA §6.1. The MSA does not provide for any penalty payment or accelerated payment as a result of termination or non-renewal.

According to NCU's cover letter received on November 21, 2018, in response to the Department's initial request for information related to the transaction, the former interest holders/owners of NU-I, Innova, and Holdings have no ownership interest in or governance over NCU-NP or NCU. In addition, they have no ongoing contracts with NEP or NCU.

According to the electronic application filed by NCU in conjunction with the CIO, the officers that led NCU as a for-profit institution exited their positions and the board of trustees of NCU was completely replaced by the same trustees that govern SMG and NUS, which is consistent with the above discussion of Type II Supporting Organizations. Two key salaried, non-owner employees were retained by NEP in executive positions, the former Chief Financial Officer and Financial Aid Director of NCU under its prior for-profit ownership. The former General Counsel and Provost of NCU under the for-profit ownership is now the university president.

As noted above, NEP, as funded by SMG, paid cash to acquire NCU at the closing. SMG subsequently became an obligor to a bond offering in February 2019 and issued [REDACTED] in principal amount of tax-exempt bonds and [REDACTED] in principal amount of taxable bonds for the purposes of financing or refinancing the acquisition of NCU. Moody's Investor Service assigned an A3 issuer rating to the bond offering, which indicates upper-medium-grade investment quality and low credit risk.

https://www.moody's.com/research/Moodys-assigns-initial-A3-issuer-rating-to-National-University-CA--PR_905691362

https://www.moody's.com/sites/products/productattachments/ap075378_1_1408_ki.pdf

As described above, the Services Fee under the MSA has been modified over time. The Department has determined that the cost plus a fee or cost-plus mark-up that is the basis of the Services Fee here (as modified over the past three years) does not result in an excessive fee to NEP. Also, both parties to the MSA -- NCU as the client and NEP as the provider - are owned by SMG, a tax-exempt, California nonprofit public benefit corporation. Therefore, the Services Fee that flows from the nonprofit NCU to the for-profit NEP remains within the system for the benefit of SMG and members of the NUS, including NCU.

Accordingly, based on its review of the Transaction, and the later amendments to the MSA, with support from the Andersen Tax studies, the Department has determined that NCU satisfies the remaining element of the Department's definition of a nonprofit institution because NCU's net earnings do not impermissibly benefit any "private shareholder or individual."

The Department approves the change in ownership application of NCU and approves NCU as a nonprofit institution for purposes of its continued participation in Title IV, HEA Programs.

VI. PPPA CONDITIONS¹⁶

A. Provisional Certification due to CIO

When an institution undergoes a change of ownership it participates under provisional certification. 34 C.F.R. § 668.13(c)(1)(i)(B). Any institution provisionally certified must apply for and receive approval by the Department for expansion or for a substantial change before it may award, disburse, or distribute Title IV, HEA funds based on the substantial change. Substantial changes generally include but are not limited to: (a) establishment of an additional location; (b) increase in the level of academic offering beyond what is listed in the institution's Eligibility and Certification Approval Report ("ECAR"); or (c) addition of any educational program (including degree, nondegree, or short-term training programs). Additional information on this condition is set forth below (*see* Growth Restrictions).

B. Financial Responsibility Condition

The Department has previously determined that NCU is not financially responsible under the standards set forth in 34 C.F.R. § 668.171(b)(1) and as result, NCU currently participates under the financial responsibility alternative standard described in 34 C.F.R. § 668.175(f)(provisional certification/LOC requirement). Until such time that the Department notifies the institution otherwise, NCU will continue to participate under the terms set forth in the Department's letter dated August 24, 2018 (relating to the failed financials for the fiscal year ended December 31, 2017).

C. Letters of Credit

See Section I-C above for a description of the New Owner LOC and the Financial Responsibility LOC.

The New Owner LOC must remain in place until the Department accepts, reviews, and approves audited financial statements which cover two full fiscal years under the new ownership. NCU must renew the New Owner LOC each year, no later than the 10th business day prior to its expiration in such amount as directed by the Secretary.

The Financial Responsibility LOC must be maintained and renewed until the Department advises NCU that it is relieved from that requirement.

D. Financial and Enrollment Reporting

NCU must submit the following reports on a monthly or bi-weekly basis as described below:

1. Bi-weekly cash balance submission that outlines NCU's available cash on hand. Please provide details of what is included in the cash balance.

¹⁶ To the extent that there is any difference between the standard PPPA requirements and the conditions set forth in this letter, the conditions set forth in this letter will apply.

2. Monthly report with the following information contained in a single report (Items b.i., b.ii., and b.iii. should be submitted at the level of NCU):
 - a. Actual and projected cash flow statement that breaks-out each anticipated inflow and outflow by line item and amount as indicated on the sample cash flow statement, with business and financial disclosure notes (sample included)
 - b. Any important financial transaction that has a material effect on NCU's financial condition;
 - c. Any mergers, acquisitions, business expansions, and/or corporate restructuring;
 - d. Any announced or upcoming location expansions and/or closures;
 - e. Any new programs that NCU plans to offer within the next 90 days at one or more locations that participate in the federal student aid programs;
 - f. Any decision to cease enrollment in any program(s) and provide the teach out plan/teach out agreement and the schedule for teach out of the program(s); and
 - g. Explanation of variances as indicated on the enclosed "Cash Receipt & Disbursements Instructions."
3. Monthly Student Roster submission for NCU in Microsoft Excel (sample format with required information and instructions is enclosed). Documents containing Personally Identifiable Information ("PII") being submitted to the Department via electronic delivery must be password protected. PII is any information about a student, which can be used to distinguish or trace the student's identity.

After NCU's submission and acceptance of a compliance audit and audited financial statements for five full fiscal years under its new ownership, the Department will review each subsequent year's compliance audits and audited financial statements to determine whether NCU can be relieved from the reporting requirements. Please submit Items 1-3 via email to James Johnson at james.johnson@ed.gov (cc: CIOdocuments@ed.gov). For submissions following the date of this letter, Item 1 is due to the Department on alternating Mondays, and the monthly submissions (Items 2 and 3 above) are due to the Department by the 20th of each month.

E. Growth Restrictions

Following the CIO and during the period in which NCU participates under provisional certification (either as a result of the CIO or because of the continuation of the Financial Responsibility LOC), NCU is not allowed make any of the following changes:

- add new programs that are not already approved by the Department and included in NCU's ECAR as of the date of the CIO;
- add new locations that are not already approved by the Department and included in NCU's ECAR as of the date of the CIO;

- increase the credential level of its offerings; and
- change the length of any programs (either to shorten or lengthen them).

NCU has submitted its audited financial statements and compliance audit that cover one complete fiscal year under NCU's new ownership (July 1, 2019 through June 30, 2020). Those financial statements are still in the initial screening process. Following the Department's acceptance, review, and approval of NCU's financial statements and compliance audits that cover the first complete fiscal year, NCU may seek the Department's approval for new programs that are initiated only as replacements for currently-established programs for which NCU ceases new student enrollments and commences a programmatic teach-out ("Program Replacements").

Following the Department's acceptance, review, and approval of NCU's financial statements and compliance audits that cover the second complete fiscal year of NCU's uninterrupted Title IV participation under the new ownership, and for the remainder of the period NCU participates under a PPPA or during the period of the Financial Responsibility condition (whichever period is longer), NCU may seek the Department's approval for new programs that are not Program Replacements, and may also seek the Department's approval to add new locations, increase the credential levels of its offerings, and change the length of programs.

During the period that the CIO application was under review by the Department, NCU applied to the Department for approval of the following programs, which were added to its E-App. These programs are approved with the issuance of NCU's PPPA, and the growth restriction condition does not apply to these programs.

- Juris Doctorate in Law
- Bachelor of Arts in Legal Studies
- Certificate in Paralegal Studies
- Bachelor of Arts in Management
- Master of Science in Applied Behavior Analysis
- Master of Science in Sport Psychology
- Master of Science in Clinical Mental Health Counseling
- Doctor of Philosophy in Cybersecurity

F. Nonprofit Monitoring

As a result of the Department's approval of nonprofit status, NCU is subject to the following additional conditions:

1. Continued 90/10 Reporting. The institution must continue to meet the requirement under 34 CFR §668.28(a) and §668.28(b) to demonstrate that no more than 90% of its revenues are derived from Title IV, HEA program funds until the Department has accepted, reviewed, and approved the institution's financial statements and compliance audits that cover two complete consecutive fiscal years with passing 90/10 reporting under its new ownership.

2. NCU must notify the Department within 10 business days of the receipt of any notices or other correspondence with the IRS relating to NCU/SMG's tax-exempt status.
3. NCU must notify the Department within 10 business days of the receipt of any notices or other correspondence relating to its status with its accrediting agency and/or state authorizing agency.
4. NCU must notify the Department within 10 business days if it enters into any agreement with any person or entity affiliated with any of the for-profit owners of NCU.
5. NCU must notify the Department within 10 business days of entering into any new or amended servicing agreements, including the MSA.
6. NCU must notify the Department within 10 business days when another entity assumes any of the responsibilities associated with the functional components of the institutions (in addition to the regulations requiring an institution to report changes related to third-party servicers).

NCU must comply with Items 2-6 for a period of five years following the Transaction closing date of December 31, 2018. Please submit these notifications to Erik Fosker at erik.fosker@ed.gov (cc: CI0documents@ed.gov). The notifications required in this section are in addition to the notifications that are required under the borrower defense to repayment regulations. Please see (OPE Announcements) Subject: Guidance Concerning Some Provisions of the 2016 Borrower Defense to Repayment Regulations | Knowledge Center for further information on the borrower defense regulations and directions for submitting the required notifications under those regulations.

The TPPPA will expire at the end of this month. The Department has included with this letter the provisional program participation agreement ("PPPA") for NCU. If NCU wants to continue to participate in Title IV, HEA programs without interruption, the PPPA should be signed by NCU and the Level 1 owner, NCU-NP. Please scan and return the PPPA to the Department no later than December 30, 2021 for counter-signature.

Please contact Erik Fosker at erik.fosker@ed.gov if you have any questions regarding the content of this letter.

Sincerely,

or &

Michael J. Froi[a]
Division Chief
Multi-Regional and Foreign Schools Participation Division

Cc: Deborah Cochrane (by email only to Deborah.Cochrane@dca.ca.gov)

California Bureau for Private Postsecondary Education

P.O. Box 980818

West Sacramento, CA 95798-0818

Jamienne S. Studley (by email only to jstudley@wscuc.org)

Western Association of Schools and Colleges - Senior College and University Commission

1001 Marina Village Parkway

Suite 402

Alameda, CA 94501

Department of Defense, via osd.pentagon.ousd-p-r.mbx.vol-edu-compliance@mail.mil

Department of Veteran Affairs, via INCOMING.VBAVACO@va.gov

Consumer Financial Protection Bureau, via CFPB _ ENF _ Students@cfpb.gov

Enclosures:

Cash Receipts and Disbursements Instructions and Requirement Disclosures

Sample Cash Flows

Sample Student Roster

Student Rosters Instructions

Declaration of Dr. Joseph Hoey, Ed.D In Support of John F. Kennedy School of Law
at Northcentral University's Amended Request for Approval of Major Change-
Name Change due to Merger of Northcentral University (NCU) and National
University (NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and
Request for Acquiescence for Non-Professional Programs

EXHIBIT C

Letter from WSCUC to Dr. Joseph Hoey dated 4/15/22

April 15, 2022

J. Joseph Hoey
WSCUC Accreditation Liaison Officer
National University
9388 Lightwave Avenue
San Diego, CA 92123

RE: Proposal for Merger with Northcentral University

Dear Dr. Hoey:

A panel of the WSCUC Substantive Change Committee has considered National University's (NU) proposal to merge with Northcentral University (NCU). In its initial consideration following a meeting on October 7th, 2021, the panel deferred action pending receipt of the U.S. Department of Education's approval of a previous request for a Change in Legal Status and Change of Ownership for NCU to the National University System (NUS). Following receipt of the Department's determination on that matter in December 2021, the panel and staff requested additional information to supplement the original proposal. On behalf of the panel, I thank you and your colleagues for providing additional information and clarification to supplement the proposal.

The panel and staff find that, in a few critical areas, the supplement to the original proposal describes a proposed structure that would be inconsistent with WSCUC Standards for Accreditation. Therefore, the panel acted not to accept the proposal, and NU and NCU are invited to resubmit it. WSCUC requires that the evidence in the proposal be sufficient to demonstrate compliance with WSCUC Standards and CFRs for a recommendation to be made to the Commission for its consideration.

This letter sets forth the areas in which revision is needed so that a proposed structure that complies with WSCUC Standards may be considered by the Substantive Change panel that will make a recommendation to the Commission.

The March 18, 2022 supplement to the proposal describes a need for the separate accreditation of NCU to continue following the completion of a merger of the California nonprofit public benefit corporations of NU and NCU. The following areas will need to be addressed in order to demonstrate the proposal meets WSCUC Standards:

1. WSCUC CFR 3.4 requires that an institution have an unqualified independent financial audit. While Northcentral University may be able to obtain a separate Title IV compliance audit following the merger, it does not appear possible for NCU to provide an independent financial audit as US generally accepted accounting principles and US generally accepted government auditing standards would require that the institution be a separate legal entity.
2. WSCUC Standard 3.9 requires that each institution have an independent governing board. If Northcentral University is legally part of National University Inc., it cannot have an independent governing board.
3. The request that Northcentral University continue to be recognized as an independent institution of higher education appears to be inconsistent with California's public benefit corporation law regarding the outcome of a merger of two public benefit corporations. WSCUC Standard 3 and specifically CFR 3.9 would require a structure consistent with the state's laws.

An institution must have autonomous and independent functions for academic offerings, governance, and finances to meet WSCUC Standards. If the corporate structure of NCU were merged into or acquired by NU, NCU would no longer have an independent governing board, autonomous academic decision making, or independent financial control, and would not meet WSCUC Standards. Accordingly, NCU would not be able to maintain separate accreditation post-transaction.

A request for continued independent accreditation by WSCUC for an institution undergoing a change in its ownership or control structure should describe a structure in which the change will allow it to demonstrate compliance with WSCUC Standards and CFRs. The current proposal and supplemental information provided does not describe a scenario to allow for this. Given the needs of NU and NCU, it may be beneficial to submit a new proposal document.

You may resubmit this proposal for review within one year. After one year, a new proposal must be submitted if you choose to move forward with this change. Please directly address the issues noted above within a resubmission proposal. For those sections in which the panel did not have concerns you should state that no additional concerns were noted (e.g., *NIA*). For those sections in which issues were cited, please state the concern as described in the action letter and respond directly to that concern.

When you are ready to resubmit your proposal, please notify the WSCUC Substantive Change staff to begin the process for resubmission of the information to the original review panel and scheduling of the resubmission review.

Sincerely,

A stylized, handwritten signature in black ink, appearing to read 'JH'.

John Hausaman
Assistant Vice President, Substantive Change

Cc: Randy Frisch, National University Interim President
Barbara Gross Davis, WSCUC Vice President
Members of the Substantive Change Panel

Declaration of Dr. Joseph Hoey, Ed.D In Support of John F. Kennedy School of Law
at Northcentral University's Amended Request for Approval of Major Change-
Name Change due to Merger of Northcentral University (NCU) and National
University (NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and
Request for Acquiescence for Non-Professional Programs

EXHIBIT D

Letter from WSCUC to Dr. Joseph Hoey dated 5/3/22

May 3, 2022

J. Joseph Hoey
Accreditation Liaison Officer
National University
9388 Lightwave Avenue
San Diego, CA 92123

Dear Dr. Hoey:

During a videoconference on October 7, 2021, a panel of the WSCUC Substantive Change Committee reviewed a proposal from National University (NU) for a merger with Northcentral University (NCU). The proposed change is considered a Structural Change as defined by WSCUC's Substantive Change Policy and Procedures.

At that time, the panel acted to defer consideration of the proposal pending receipt of the Department of Education's determination on the Change of Ownership and Legal Status of NCU's 2018 acquisition by the National University System. Following receipt of that determination in December 2021, additional documentation was submitted by NU at the request of WSCUC to account for how NU may accommodate any of the conditions imposed on NCU as part of Department of Education's determination that may continue post-merger.

The panel in April 2022 requested that the proposal be resubmitted after NU indicated in an update to its integration plans that it may need to request that the accreditation of NCU continue post-merger. NU responded to that resubmission request by stating that it would not request independent accreditation of NCU post-merger and will proceed with the original proposal.

Following receipt of that correspondence, the panel acted to proceed to a site visit to evaluate the contents of the original proposal to merge NU & NCU with NU being the surviving institution. Prior to a visit, the panel requests additional information to assist with its evaluation.

The additional information includes:

- 1. A description of how doctoral culture, particularly for programs at the research doctorate level will be integrated into NU from the existing programs at NCU, including:**
 - a. Integration of existing NCU faculty governance and academic structures into NU.**
 - b. Library and research resource planning and integration for the new degree level.**
 - c. Short term and long-term plans for the addition, discontinuation, or merger of programs and faculty associated with the research doctorate level.**
 - d. Continuity of student services such as advising for current and future students in doctoral programs, and continuity of doctoral research activities available to students.**

- 2. Description of the impact of the merger of NU and NCU for existing faculty and staff at both institutions.**
- 3. Description of the impact of the merger of NU and NCU on existing students enrolled online and in-person in programs at each institutions.**
- 4. Specific plans for the new institution's governance structure, including the proposed slate of board members for the new institution.**
- 5. An updated description of the services that will be provided by National Education partners and other unaccredited entities in the new structure, as well as copies or drafts of agreements with those entities.**
- 6. Plans for the selection of the future National University President/CEO who will lead the merged entity, and any changes anticipated to the institution's current leadership structure and membership.**
- 7. An update to the status of approval process with other accreditors and regulatory agencies for the merger of NU and NCU.**
- 8. A detailed communication plan to convey news of this proposed merger to all stakeholders and constituents at NU & NCU including current students and alumni.**

Please submit these materials on or before Monday, May 16, 2021. You will work with Konami Chisholm, WSCUC Accreditation Resources Coordinator, to schedule the visit dates. A team comprised of members from the Substantive Change panel will conduct the visit, and in coordination with the WSCUC staff finalize the visit details and agenda.

In developing an agenda for this visit, the team will want to meet with stakeholders including:

- **Senior Executives from NU & NCU managing the transition (CEOs, CAOs, CFOs, Student Services)**
- **Enrollment management and admissions staff from both institutions**
- **Representatives from the Boards of Trustees**
- **Faculty and faculty leadership from both institutions**
- **Students and alumni**
- **Sample of staff members from various functional areas of the institutions.**

The team may identify additional individuals or groups with whom they wish to speak and additional documents they wish to review.

The primary purpose of the visit under the structural change process is to explore in detail the proposed change and to convey information to the Commission for its consideration. The information requested in the items above is important to allow the panel to complete its review to make a recommendation to the Commission. The panel members will write a report of the visit, the findings of which will be sent to you for correction of errors of fact. The panel will then

review it and, if accepted, the complete proposal and supporting documentation, this letter, and the site visit report will be forwarded to the Commission's Structural Change Committee. Following its review, the Committee will then make a recommendation on the proposal for the Commission's consideration.

Please contact me if you have any questions or if I can be of help as the process continues.

Sincerely,

C;fkll

John Hausaman

Assistant Vice President, Substantive Change

cc: Barbara Gross Davis, WSCUC Vice President
Randy Frisch, National University Interim President
Members of the Substantive Change panel

Declaration of Dr. Joseph Hoey, Ed.D In Support of John F. Kennedy School of Law
at Northcentral University's Amended Request for Approval of Major Change-
Name Change due to Merger of Northcentral University (NCU) and National
University (NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and
Request for Acquiescence for Non-Professional Programs

EXHIBIT E

Email from John Hausaman to Joseph Hoey dated 6/6/22

From: [John Hausaman](#)
To: [Joseph Hoey](#)
Cc: [Konami Chisholm](#)
Subject: WSCUC Structural Change report: National University merger with Northcentral University
Date: Monday, June 6, 2022 5:22:53 PM
Attachments: [National University Merger with Northcentral University Structural Change Visit Report Draft 6 June 2022.pdf](#)
Importance: High

Dear Joseph,

Thank you for your assistance with the recent review of National University's proposed merger with Northcentral University.

The visiting team has completed their report (see attached). We invite you to read the draft report, share it with the necessary National University and Northcentral University representatives that may be required, and send any request for changes to the report before it is finalized, in keeping with the instructions below.

You may request correction of errors of fact. We will correct any errors of fact concerning such things as names, titles, dates, numbers, etc.

As you read the report, please keep in mind that the team cannot add new or different information that was not available at the time of the visit, and will not make changes concerning the team's findings and recommendations.

Please send your request for corrections or by to me by 5pm on **June 8th**. Please do not make changes on the draft report, but send them in an email. The visit chair will consider this response and make those corrections that they believe are purely factual in nature. The chair may also consult the other team members, as necessary, to correct or clarify factual matters.

Once the facts in the report are confirmed, we will forward the report, the original substantive change proposal, and supporting documentation to the Structural Change Committee of the Commission for consideration.

This review of the draft is not your official institutional response to the report or its recommendations. Once the report is finalized, you will have an opportunity to respond to it in writing. Your written response will become part of the record that will be reviewed by the Commission. If National University would like to provide a written response, please plan to provide it to me by **June 10th**.

Representatives from National University and Northcentral University will be invited to meet in panel format with the Committee for any questions it may have as part of its review. Once the time is set I will extend a formal invitation. In person representation is limited to 2 individuals. An audio line will be made available for any other needed participants.

Thank you,
John

John Hausaman
Assistant Vice President, Substantive Change
WSCUC
510.995.3172 | jhausaman@wscuc.org

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Declaration of Lisa Hutton In Support of John F. Kennedy School of Law at Northcentral University's Amended Request for Approval of Major Change-Name Change due to Merger of Northcentral University (NCU) and National University (NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and Request for Acquiescence for Non-Professional Programs

I, Lisa Hutton, declare the following:

1. From January 1, 2021 until July 14, 2022 I was the Dean of the John F. Kennedy School of Law at Northcentral University. On January 1, 2022, I also began serving as the Interim Co-Provost of Northcentral University. On July 14, the Associate Dean for the JFK School of law, Nicole Mills, was named Interim Dean for the JFK School of law while I continued in my role as Interim Co-Provost. At the conclusion of the merger I will resume my position Dean of the College of Law and Professional Studies and Nicole Mills will resume her position as Associate Dean for the School of Law.

Amended Request for Major Change and Request for Acquiescence

2. The original Request for Approval of Major Change-Name Change due to Merger of Northcentral University (NCU) and National University (NU) ("Original Request") is attached hereto as Exhibit A.
3. On June 8, 2022, in response to a request by Natalie Leonard, JFK provided Ms. Leonard with a copy of the original submissions to WSCUD as well as updates, which were submitted as addendums to the original request. In July, Ms. Leonard requested further information, to which I responded on July 12. In that communication, I submitted a letter from NU leadership affirming the contents of the Original Request. A copy of my email response to Ms. Leonard and the attached letter from NU leadership are attached hereto as Exhibit B.
4. All of the information in the Original Request, with two exceptions, is still correct. The two exceptions are that 1) initially the proposed merged institution would have nine schools, but it is now seven; and 2) on 8/11/22 the President of the proposed merged institution was named- Dr. Mark Milliron, who will begin at the commencement of the proposed merger, on October 1, 2022.
5. The Organizational Chart for the proposed College of Law and Professional Studies is attached hereto as Exhibit C.
6. Each School within the College of Law and Professional Studies has its own Associate Dean and its own Academic Operations Manager dedicated to the administration of their individual School. Additionally, the School of Law also has the following staff members to aid in the administration of the school- a full time JD Support Staff, who will focus on the requirements of the Committee of Bar Examiners, including but not limited to filing all required reports to the Committee, receiving correspondence from the

Committee, maintaining school records, and student degree plans, and will act as the primary liaison between the school and our online exam proctoring program, ExamSoft; a part-time Bar Coach, and the School's Internship and Clinical Coordinator. For each individual program within each school, there will also be an Academic Program Director (APD), and full and part time faculty.

7. The approved job description for the Dean of the College of Law and Professional Studies is attached hereto as Exhibit D. I will hold the position of Dean of the College of Law and Professional Studies following the proposed merger. I received my JD from John F. Kennedy University College of Law, a California accredited institution in compliance with the requirements of Rule 4.160(B)(2). As Dean of the College of Law and Professional Studies, I will spend at least half of my time administering the School of Law, either directly (in the form of meetings with School of Law leadership and/or direct involvement with administration of the School of Law) or indirectly (representing the School of Law at the Cabinet and University levels).
8. The approved job description for the Associate Dean for the School of Law is attached hereto as Exhibit E. Nicole Mills will hold the position of Associate Dean for the School of Law following the proposed merger. Nicole received her JD from Cornell Law School, an ABA accredited institution in compliance with the requirements of Rule 4.160(B)(2).
9. The approved job description for the Academic Program Director (APD) for the JD program is attached hereto as Exhibit F. Pamela Zimba will hold the position of APD for the JD program following the proposed merger. Pamela received her JD from Ventura College of Law, a California accredited institution and her LLM from Golden Gate Law School, an ABA accredited institution in compliance with the requirements of Rule 4.160(B)(2).
10. In the proposed merged institution, the paralegal programs will continue to be primarily administered by the APD for the paralegal and undergraduate programs. Bryan Hance will be serving as the AOD for the paralegal and undergraduate programs in the proposed merged institution. He has served in this capacity at National University for many years.
11. The NU Paralegal Programs will come to the proposed merged institution with their own faculty and will not represent a drain on the JD faculty.
12. As of July, 2022 the JFK Paralegal Programs ceased admissions. The Program Chair for the JFK Paralegal Programs is currently working with the ABA to either teach out the current students or transition them over to the NU Paralegal Programs.
13. When JFK made its request for a Major Change for approval of the closure of JFK and adoption of JFK by NCU, JFK explicitly stated that the entire School of Law would be adopted by NCU. At that time, JFK had been offering its paralegal and undergraduate programs for many years, and the Committee was aware of those programs. At no time has JFK either hidden the existence of the paralegal programs or stated that they would

not be coming to NCU.

14. In the proposed merged institution, the School of Professional Studies will be administered by its own Associate Dean with her own administrative team dedicated solely to the School of Professional Studies that includes an Academic Operations Manager, and 9 APD's (one for each program). She will also have the support of the Curriculum Director, Assessment Director and the Dean of Students, as well as the Dean of the College of Law and Professional Studies and the Manager of Dean Support, who work

with both Schools within the College. The faculty teaching in these programs will be completely different faculty than the JD faculty and the School of Professional Studies will have its own, separate, budget.

15. One current JD faculty member will transition over to the School of Professional Studies faculty. Her current teaching load has been re-assigned to different, part-time faculty members, so there will not be additional strain on the full-time faculty. The School of Law expects to be able to replace her in the next fiscal year.
16. In the past, NCU had offered an MLS degree through its School of Business. The MLS has always been part of the School of Business. It has never been under the School of Law umbrella. It has never been administered by School of Law administration and it is financially under the budget of the School of Business, so it has never posed a drain on the JD program either academically, administratively or financially.
17. The MLS was discontinued in January, 2022 and is currently being taught out. Under the organizational structure of the proposed merged institution, the MLS would move out of the School of Business and into the School of Professional Studies for the duration of the teach out. As of August, 2022, the MLS program has only 29 students active students (with 2 on LOA) and the School of Business expects the MLS to be fully retired as of January, 2024.

Request for Waiver of 180-Day Notice

18. In mid-May, 2022 I reached out to Natalie Leonard at the California Bar to inform her of the probability of a merger proposal coming to the WSCUC Commission for consideration and to request guidance on how to proceed with a Major Change request in light of that.
19. On May 27, Natalie Leonard, Nicole Mills, Jessica Hensley (NCU Accreditation Liaison Officer) and I met to discuss the proposed merger. At that meeting JFK let Ms. Leonard know the then-current status of the potential merger, the fact that the organizational structure and terms of the potential merger were still being worked out, the status of the WSCUC and DOE approvals and that NCU was hoping to have the Request considered at the August meeting of the Committee of Bar Examiners.
20. On June 8, 2022 JFK provided Ms. Leonard with copies of NCU's filings with WSCUC and offered to provide additional information upon request.
21. On June 24, 2022, JFK filed its Request for Major Change with the Committee.
22. On July 7, 2022, Ms. Leonard requested additional information, including affidavits from the NUS and NU leadership, confirming the information found in NCU's Request, which affidavits were provided to Ms. Leonard on July 12 and which are attached hereto as Exhibit B.
23. On July 25, 2022 Ms. Leonard informed JFK that the Request for Major Change

would be considered in August, but that the Committee would require a Request for Acquiescence as to the non-JD programs in the College of Law and Professional Studies.

24. On July 26, Nicole Mills and Natalie Leonard met to discuss the concerns of the Committee and for further clarification relative to the Request for Acquiescence. As a result of that meeting, on July 27, JFK withdrew its Original Request in order to provide this Amended Request to address the Committee's specific concerns.

I declare that the foregoing is true and correct.

Lisa Hutton, JD

QjJ2,/ 2-0 L'-

Date

Declaration of Lisa Hutton In Support of John F. Kennedy School of Law at Northcentral University's Amended Request for Approval of Major Change-Name Change due to Merger of Northcentral University {NCU) and National University {NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and Request for Acquiescence for Non-Professional Programs

EXHIBIT A

Original Request for Approval of Major Change-Name Change
due to Merger of Northcentral University (NCU) and National University (NU)

John F. Kennedy University, College of Law
Major Change Request
Name Change due to Merger of Northcentral University (NCU) and National
University (NU)

INTRODUCTION:

Pursuant to Rule 4.165 of the Committee of Bar Examiners *Accredited Law School Rules*, John F. Kennedy School of Law at Northcentral University (JFK School of Law, JFK or School of Law) is notifying the Committee of Bar Examiners (Committee) of this Major Change request seeking approval by the Committee. The request is to change the name of John F. Kennedy School of Law at Northcentral University to John F. Kennedy School of Law at National University as a result of a structural change to merge Northcentral University (NCU) and National University (NU) and to remain accredited by the Committee.

Both National University and Northcentral University are sister institutions affiliated within the National University System and both are accredited by WSCUC. On May 12, 2022, National University submitted to WSCUC the most recently requested update to the original comprehensive merger proposal of July 23, 2021. As a normal part of the substantive change review process, a WSCUC Substantive Change Review Panel held a one-day Structural Change Virtual Site Visit on May 25, 2022, to conduct interviews with preselected groups and individuals from Northcentral University and National University regarding the merger proposal. As a result of that request, WSCUC requested further information, which was provided. (Attached as Exhibit A are the WSCUC documents previously submitted to Natalie Leonard).

We expect WSCUC will place a motion to approve the merger on its agenda for their meeting currently scheduled for June 24, 2022. Although WSCUC has not rendered its final decision, to be as transparent and open with the Committee of Bar Examiners as possible, on May 27, 2022, JFK School of Law met with Natalie Leonard to request guidance regarding how to best proceed with both this Major Change Request and JFK School of Law's 5-year Self Study which is also scheduled for some time in 2022.

Ms. Leonard encouraged JFK School of Law to file the instant Major Change Request for the Committee's review as soon as possible, rather than waiting for WSCUC approval.

To this end, JFK School of Law hereby seeks approval for the following Major Change: change the name of John F. Kennedy School of Law at Northcentral University to John F. Kennedy School of Law at National University as a result of a structural change to merge Northcentral University and National University and to remain accredited by the Committee.

Although the two Universities will be merging, almost nothing will change for the School of Law, or its Juris Doctor Program. Our students should feel almost no (if any) effects due to the requested merger. To the extent that anything does change, we anticipate that it will only improve JFK and the student experience, as set forth below.

BACKGROUND

The Juris Doctor Program at JFK has been accredited by the Committee of Bar Examiners of the State Bar of California since 1981. In 2009, John F. Kennedy University (JFKU) affiliated with the National University System (NUS). This system includes three other degree awarding institutions- National University (NU), City University of Seattle (CityU), and Northcentral University (NCU) - with approximately 45,000 students and 250,000 alumni.

In 2019 and 2020, the Committee approved the following major changes: 1) Changing the JD Program from an in-person, on ground educational program, to one offered fully online, and 2) relocation of JFK School of Law to Northcentral University given JFK University's closure on Dec. 31, 2020, and 3) Changing administrative offices to 9388 Lightwave Ave. In San Diego, CA.

NATIONAL UNIVERSITY SYSTEM OVERVIEW

The National University System includes both NU and NCU as affiliates of NUS, which was established in 2001 to meet emerging demands for lifelong education in the 21st century. The System includes NU, NCU, City University of Seattle (CityU), Workforce Education Solutions (WES), and the nonprofit programs Harmony Social & Emotional Learning, Inspire Teaching & Learning, and Fundraising Academy Cause Selling Education. NUS is a mission-driven organization, committed to student success for adult learners nationwide. The NUS mission is:

To create a student-centered, world-class educational system that focuses on offering quality, market-relevant programs to lifelong learners.

National University and Northcentral University are mission-aligned, adult-serving affiliate institutions of the National University System. NU and NCU share office space housing each institution's headquarters at 9388 Lightwave Ave, San Diego, California. Like NCU, NU is a WASC Senior College and University Commission (WSCUC) accredited, private, 501(c)3 nonprofit institution. NCU and NU are overseen by independent, fiduciary Boards of Trustees that operate pursuant to clearly articulated board bylaws. NCU and NU offer doctoral, master's, and undergraduate degrees to a diverse community of learners primarily through online instruction. If WSCUC approves the merger of NCU and NU, the resulting university will be called National University.

THE MERGED NATIONAL UNIVERSITY

Organizational Structure

The merged entity's academic structure will be organized into nine (9) disciplinary schools or colleges. The JFK School of Law at National University will be housed within the College of Law and Professional Studies. This College will hold two schools: the JFK School of Law and the School of Professional Studies. The current dean, Dean Lisa Hutton, will serve as the Dean of the College and the Juris Doctor Program will remain in the JFK School of Law under the management of both Dean Hutton and Associate Dean, Nicole Mills, J.D.

Academic Programs

The merged university will continue to offer its students the same academic portfolio of programs as both currently offer, and in the same modality. For the Juris Doctor program, we will continue to offer the same curriculum to our cohort-based, online students that we offer today, as well as the same (if not enhanced) academic and student support services we offer today.

Current Juris Doctor Students

JFK School of Law does not anticipate any adverse effects on its students due to the proposed merger. This is, as noted, a merger of equals, not an acquisition. Neither NCU nor NU are closing. The proposal is to merge the two institutions with the resulting university called National University.

The School of Law faculty, administration, JD curriculum, platform and modality will stay the same.

NCU will maintain its Financial Aid Identification Number for at least the next two years, resulting in no financial aid changes for our students.

The students' JD credits earned, and their grades will remain with our students and there will not be an adverse impact to their Satisfactory Academic Progress, or timely completion of their JD degree due to the proposed merger. The most significant change for our students will be the name of the University they attend, although all current students will have the option to graduate with a degree that says either Northcentral University or National University.

To the extent that there are changes, we expect that they will be positive for our students. With the resources of the larger University, JFK School of Law will receive additional administrative support staff that do not exist now. Specifically, the following new positions will enhance the student experience and support the JFK School of Law:

- Manager, Dean Support
- Associate Dean of Students
- Curriculum Director
- Assessment Director
- School of Law Operations Manager

In addition, NU maintains a Capital Reserve Fund (endowment) valued at approximately [REDACTED]. The merger allows the merged institutions greater access to financial resources to expand academic support and scholarship opportunities for students.

COMPLIANCE WITH THE GUIDELINES

There will be no changes with respect to how the program complies with the rules and guidelines of the Committee, unless indicated below. Explanations are also provided for clarity and transparency.

Division 1 General Provisions.

Pursuant to **Guideline 1.7**, a law school must maintain its primary administrative offices and records in California.

The JFK School of Law's primary administrative offices will not change as a result of this proposed merger and will remain at 9388 Lightwave Ave., San Diego, CA 92123.

Division 2 Honesty and Integrity

No changes will be made with respect to our current policies and procedures under Division 2 as a result of the proposed merger.

Guideline 2.1 Honesty and Integrity requires a law school to be honest and forthright in all its activities.

No changes will be made with respect to our current policies and procedures under Guideline 2.1 as a result of the proposed merger. The JFK School of Law will continue its commitment to be honest and forthright in its activities regardless of whether this merger is approved.

Guideline 2.2 Honesty Regarding Finances requires that a law school must conduct its financial affairs honestly and in a forthright manner.

No changes will be made with respect to our current policies and procedures under Guideline 2.2 as a result of the proposed merger. Specifically, there will be no changes to our financial aid processes or refund policies due to this merger.

Guideline 2.3 Honesty in Communications.

Guidelines 2.3 (A)-(C) require a law school to be honest and forthright in all communications, including communications with the Committee, the legal profession, the public, prospective students, applicants, and students.

No changes will be made with respect to our current policies and procedures under Guideline 2.3 as a result of the proposed merger.

At all times, the JFK School of Law has endeavored to be honest and forthright with the Committee, the legal profession, the public, prospective students, applicants and students and will continue to do so.

With respect to the communications surrounding the proposed merger specifically, the Office of the Chancellor has informed all current NCU and NU students of the request to WSCUC and Dean Hutton sent a direct letter regarding the request to all JFK School of Law students assuring them that they would not be adversely affected if the merger were approved. University leadership of both institutions, including Dean Hutton, held three (3) town halls for all students and alumni to answer questions specific to the proposed merger, two on June 13, and one on June 20th. Additionally, should the merger be approved, Dean Hutton and Associate Dean Mills will host Q & A sessions with students as needed to answer any questions they may have. Dean Hutton and Associate Dean Mills are also committed to meeting individually with any students who would like to talk privately and will answer any questions they have.

If approved, all prospective JFK School of Law students will be notified of the University name change and merger date at the time of inquiry. Likewise, all applicants will be notified as soon as the decisions of WSCUC and this Committee are rendered.

Guideline 2.3D requires an accredited law school to include specific information regarding accreditation by the Committee, bar pass rates and qualifications to take the California Bar exam in its course catalog, handbook websites, admissions, and marketing.

No changes will be made with respect to our current policies and procedures under Guideline 2.3 as a result of the proposed merger.

The JFK School of Law will continue to make all required disclosures consistent with its obligations under this Guideline.

Guideline 2.4 Forms of Ownership requires that a law school may be organized as a corporation, partnership, LLP, LLC or sole proprietorship and may be for-profit or not-for-profit. National University is and will remain a 501(c)3 nonprofit corporation based in San Diego, Ca.

Guideline 2.5 Compensation Based on Number of Applicants, Enrollments, and Students Prohibited requires that a law school may not base the compensation paid any person for service to the law school (other than compensation paid a student or associate for reading and correcting papers or similar activity) on the number of persons enrolled or in any class or on the number of persons applying for admission to or registering to enroll in the law school.

No changes will be made with respect to our current policies and procedures under Guideline 2.5 as a result of the proposed merger.

Guideline 2.6 Fairness in Student Discipline requires that a law school must have a written policy for the imposition of student discipline and that policy must be fair.

No changes will be made with respect to our current policies and procedures under Guideline 2.6 as a result of the proposed merger. The JFK School of Law policies and procedures surrounding student discipline are published in our current catalog, which will be rebranded as the JFK School of Law at NU if the merger is approved. There will be no changes to the policies and procedures themselves.

Guideline 2.7 Fairness in Academic Standards and Student Assessment requires that a law school must adopt written academic standards that are fair.

No changes will be made with respect to our current policies and procedures under Guideline 2.7 as a result of the proposed merger. Currently, the JFK School of Law publishes its academic standards such as grades, grade appeal process, satisfactory academic progress, and academic integrity in the JFK School of Law at NCU catalog. If approved, the JFK School of Law catalog will be rebranded as the JFK School of Law at NU. The academic standards and policies will remain the same.

Guideline 2.8 Protection of Student Privacy and Confidentiality of Student Communications and Records requires that a law school must protect student privacy and the confidentiality of student communications and records.

No changes will be made with respect to our current policies and procedures under Guideline 2.8 as a result of the proposed merger and the JFK School of Law will continue to protect student communications and records in compliance with applicable laws.

Guideline 2.9 Security and Backup Systems requires that a law school establish and maintain security and backup procedures to protect its systems.

No changes will be made with respect to our current policies and procedures under Guideline 2.9 as a result of the proposed merger.

Guideline 2.10 Statement of Provided Student Service, Experiences, and Activities; Adequate Support and Resources for Provided Services, Experiences, and Activities requires that a law school **(A)** must publicly state what services, experiences, and activities are available to students at each campus, and must provide adequate support and resources for all such provided services, experiences, and activities; and **(B)** must provide academic counseling to students.

JFK School of Law, and NCU more generally, has multiple departments that focus on supporting students and helping them feel like an integral part of the NCU community, all of which will continue to be a part of the university if the merger is approved. Academic and Financial Advisors in the Student and Financial Services Department, the Academic Success Center (ASC), The Commons, the Center for Teaching and Learning (CTL), and Library Services support student success in various ways.

The JFK School of Law is committed to meeting our students where they are and providing them with the academic support necessary to set them up for success. To that end, we provide enhanced academic support throughout their time at JFK.

Through our Academic Support Center, we currently have a Legal Writing Coach (who is a J.D). She offers weekly group sessions on topics like IRAC, rule synthesis, and legal writing, etc. She also works one on one with students in scheduled meetings for more individualized support. We are in the process of hiring another dedicated support person who will serve in a new role offering supplemental instruction. That role will focus on our first-year students, helping them to develop the study skills necessary to succeed in law school. This person will work closely with our first-year faculty and will offer supplemental instruction in many of the foundational skills being taught in those classes. As part of our post course surveys, we received feedback from our students that because many of them had been out of school for years, they would appreciate more support developing those skills and we hope this program fills that need.

Our full-time faculty, led by our first year Legal Methods and Legal Research professor, have created a series of exam skills workshops that began this Spring and which will continue throughout the year to offer additional support for the development of exam skills.

Finally, we offer enhanced support for our graduating students and alumni taking the California Bar Exam. We have a part time Bar Prep program that we offer our graduates that begins with a Bar Bootcamp Kickoff and which includes both individualized and group support from both our part time Bar Prep Coach and our Assessment Director (both of whom are licensed attorneys and both of whom have experience with bar preparation) throughout their time studying for the Bar Exam.

All of this academic support will continue at the merged institution as outlined above.

Additionally, all student support services will be published on the website for the JFK School of Law at NU, which will launch should this change be approved by the Committee.

Division 3 Governance

Guideline 3.1 Governance Requirement requires that the law school be governed, organized, and administered so as to maintain a sound program of legal education.

There will be no change to JFK School of Law's ability to remain compliant with this guideline as a result of the merger. The JFK School of Law will continue to be organized as a separate School of Law within the College of Law and Professional Studies. The School of Law will continue to be under the leadership of Dean Lisa Hutton and Associate Dean Nicole Mills. As noted above, the merger will also account for additional administrative positions, which will further ensure that the school is administered properly to maintain a sound program of legal education.

Guideline 3.2 Governing Board sets forth the requirements of the governing board.

There will be no change to JFK School of Law's ability to remain compliant with this guideline as a result of the merger. The merged National University will continue to be overseen by a fiduciary Board of Trustees that operates pursuant to clearly articulated Board Bylaws, which are aligned with the Association of Governing Boards' best practices. If any university policies conflict with the guidelines, the JFK School of Law will be exempt from those policies in order to ensure compliance with these guidelines. Dean Hutton will continue to maintain the authority and support necessary to discharge the responsibilities of the position.

Division 4 Dean, Full-Time Administrator, and Faculty

No changes will be made with respect to our current policies and procedures under Division 4, but clarity is provided where appropriate for certain guidelines under Division 4.

Guideline 4.1 Law School Dean; Full Time Administrator; Registrar Duties sets forth the requirements for the administration of the School of Law.

If the merger is approved, the current full-time Dean of the John F. Kennedy School of Law at NCU will be employed by National University as the full-time Dean of the College of Law and Professional Studies. The current full-time Associate Dean of the John F. Kennedy School of Law at NCU will be employed by National University as the full-time Associate Dean of the John F. Kennedy School of Law at National University. All four full-time core faculty in the school of law will likewise transition as full-time faculty at National University, as will all of our part-time faculty. Their roles at National University will be the same as they are now at NCU. If the merger is approved, National University's Registrar will be responsible for recording grades and issuing transcripts. The School of Law students and faculty will continue to have adequate and timely access to all services provided by the University Registrar.

Guideline 4.2 Faculty Participation in Formulation, Implementation, and Administration of Academic and Non-Academic Policies and Programs sets forth the expectations relative to faculty participation in policy formation.

If the merger is approved the resulting university will maintain a shared governance model that includes significant faculty representation on both the Academic Affairs Committee and University Senate.

Within the School of Law specifically, no changes will be made with respect to our current policies and procedures under Guideline 4.2 as a result of the proposed merger. Specifically, the composition and responsibilities of the School of Law Academic Standards Committee will remain the same.

Guideline 4.3 Faculty and Student-Faculty Ratio requires that a law school has sufficient faculty to maintain a sound program of legal education.

No changes will be made with respect to our current policies and procedures under Guideline 4.3 as a result of the proposed merger.

Guideline 4.4 Course Loads of Instructors; Availability of Instructors for Student Counseling sets forth the requirements relative to course loads for law school faculty.

No changes will be made with respect to our current policies and procedures under Guideline 4.4 as a result of the proposed merger.

Guideline 4.5 Faculty Credentials sets forth the requirements for faculty credentials.

No changes will be made with respect to our current policies and procedures under Guideline 4.5 as a result of the proposed merger. If the merger is approved, our faculty will remain the same so there will be no change to this Guideline.

Guideline 4.6 Duty of Instructors to Continuously Improve Teaching Skills and Substantive Expertise sets forth the expectations of faculty relative to professional development.

No changes will be made with respect to our current policies and procedures under Guideline 4.6 as a result of the proposed merger.

If the merger is approved, the resulting National University will continue Northcentral University's focus on being a "teaching university" and as such, faculty will continue to be expected to maintain their professional competencies by participating in professional and academic activities in their disciplinary field, such as conferences, seminars, and workshops. Professional development, research, and scholarship activities are supported by Professional Development funds as well as Research Support Funding and Awards that are available to full-time and, in most cases, part-time faculty, and will continue to be available in the future.

Our Center of Teaching and Learning will continue to operate as it does now within the merged institution.

Guidelines 4-.7 & 4.8 Evaluation of Instructors & Basis for Instructor Evaluation set forth the requirements relative to instructor evaluation.

The School of Law administration currently evaluates all full and part time faculty on a yearly basis, as well as conducting student evaluations after each course. The faculty are evaluated based upon both measures. There will be no changes to the evaluation of instructors due to this merger, and the JFK School of Law will continue to conduct evaluations pursuant to the Guidelines and Rules set forth by the Committee.

Guideline 4.9 Academic Freedom Policy requires the law school to adopt an academic freedom policy.

There will be no changes to the JFK School of Law's Academic Freedom policy due to this merger.

Division 5 Admissions sets forth the requirements for admission to the law school.

No changes will be made with respect to the current policies and procedures under Division 5 as a result of the proposed merger.

The admissions standards that we now apply will be the same standards we will apply in the merged institution.

Division 6 Academic Program sets forth the requirements for the academic program at the school of law.

No changes will be made with respect to our current policies and procedures under Division 6 as a result of the proposed merger.

Division 7 Scholastic Standards sets forth the requirements for scholastic standards including academic standing, disqualification, and advancement

There are no changes to the current policies and procedures under Division 7 as a result of the proposed merger.

Division 8 Library Requirements

No changes will be made with respect to our current policies and procedures under Division 8 as a result of the proposed merger.

Our current library, including all resources, staff and support will remain the same in the merged institution. As such, and as they are currently, all required materials will continue to be accessible online via the NU library once merged, and as outlined in our annual report. In accordance with **Guideline 8.3**, the School of Law will continue to provide instruction in the use of both hard copy publications and electronic-based legal research. The Dean will ensure

Guideline 8.4 is satisfied via a public law library within currently enrolled students' regional area(s) and will file the appropriate declarations attesting to their permission to use said library for hard copy legal research needs and seek approval from this committee as needed.

Division 9 Physical Resources

Guideline 9.1 Physical and Infrastructure Requirements requires that a law school has physical and technological resources in an infrastructure adequate for its programs and operations.

No changes will be made with respect to our current policies and procedures under Division 9 as a result of the proposed merger. The J.D. Degree is now, and will continue to be, an online program on D2L and approved by the Committee. The administrative office and technology platform is, and will continue to be, maintained in California as required by this guideline, and as approved by the Committee.

Guideline 9.3 Instructional Equipment; Resources and Procedures to Address Technology Related Problems requires a school to have and maintain instructional equipment and distance learning technology that is adequate to support its educational program.

As we are both part of the same system, all operational divisions (e.g., IT and support) are already combined. As such, no changes will be made with respect to our current policies and procedures under Division 9 as a result of the proposed merger. The J.D. Program currently utilizes the Desire to Learn (D2L) platform and will continue to do so if the merger is approved.

Division 10 Financial Resources

Guideline 10.1 Financial Resources requires a law school have adequate present and anticipated financial resources

If the merger is approved, the JFK School of Law at National University will continue have sufficient funds to support its programs and operations, ensure students have the opportunity to complete the program, and pay any refunds to which students are entitled. National University is fiscally sound, and the combination of the two universities only enhances the financial stability of the resulting university. National University's financial and operational models ensure that it is, and will continue to be, a viable and sustainable entity into the future.

National University aligns (and will continue to align) its resources with institutional priorities defined by our commitment to student success, continuous improvement efforts, and the development of human capital within all aspects of the National University community. In addition, NU maintains a Capital Reserve Fund (endowment) valued at approximately [REDACTED]. The merger allows the merged institutions greater access to resources to financial resources to expand academic support and scholarship opportunities for students.

Guideline 10.2 Expenditure of Assets and Funds to Provide Sound Program of Education requires a law school to use its assets and funds, including tuition, fees, and other charges collected from or on behalf of students, to provide a sound program of legal education.

There will be no negative changes to the current policies and procedures under Division 10.

While NCU is financially stable, the merger of NCU with NU will create a resulting university that has even more financial stability to ensure that the JFK School of Law is able to continue to provide a sound program of legal education. As noted above, NU has a large endowment worth approximately [REDACTED] that could provide additional funding or scholarship opportunities for our students in the future.

Guideline 10.3 Financial Reports requires that if a law school submits a financial report to another accrediting agency or governmental authority, a copy of that report must also be provided to the Committee.

There will be no changes to our compliance with guideline 10.3 due to this merger and all financial reports submitted to an accrediting or governmental authority will continue to be provided to the Committee.

Division 11 Records and Reports sets forth the requirements relative to recordkeeping and reporting.

No changes will be made with respect to our current policies and procedures under Division 11. The JFK School of Law's Annual Compliance Report for last year was timely submitted and the Annual Compliance Report for this year will likewise be timely submitted. Additionally, the JFK School of Law is currently working on its required Self-Study and preparing for a site visit from the Committee later this year.

Division 12 Minimum, Cumulative Bar Examination Pass Rate

The JFK School of Law MPR calculations for this year will either be submitted contemporaneous with this Request or will be submitted on Monday, June 27, as required by Guideline 12.1. By our calculations (and without any potential adjustments by the Committee for the Provisional Licensure Path students) our MPR currently stands at 40.45%, taking into account the results from the February 2022 Bar Examination covering graduates from Aug. 2016-Aug. 2021.

Division 13 Awarding of Professional Degrees in Addition to the JD Degree

No changes will be made with respect to our current policies and procedures under Division 13.

The JFK School of Law will not be offering any additional Professional Law Degrees. The only Professional Law Degree being offered by the JFK School of Law at National University will be the J.D. program already approved by the Committee.

Division 14 Equal Opportunity and Non-Discrimination

No changes will be made with respect to our current policies and procedures under Division 14.

Division 15 Opening and Operating a Branch or Satellite Campus.

The JFK School of Law is not seeking to open a branch or satellite campus. The J.D. program will continue to be offered entirely online, so Division 15 should not be impacted by the proposed merger.

Declaration of Lisa Hutton In Support of John F. Kennedy School of Law at Northcentral University's Amended Request for Approval of Major Change-Name Change due to Merger of Northcentral University (NCU) and National University (NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and Request for Acquiescence for Non-Professional Programs

EXHIBIT B

letter dated July 11, 2022 from Dr. John Cicero and Dr. Michael Cunningham
to the Committee of Bar Examiners;

AND

Email dated 7/12/22 from Lisa Hutton to Natalie Leonard;



OFFICE OF THE CHANCELLOR

9388 Lightwave Avenue, San Diego, CA 92123
(858) 642-8103 • www.nusystem.org

July 11, 2022

Re: JFK School of Law's Major Change Request

Dear Committee of Bar Examiners for the State Bar of California:

I am the Interim Provost of the National University (NU), I, along with the Chancellor of the National University System and Interim President of National University, Dr. Michael R. Cunningham, have reviewed the JFK School of Law's Major Change request to the Committee dated June 24, 2022, We affirm the accuracy of the content contained therein.

Since the filing of said request on June 30, 2022, WSCUC has formally approved the merger of the two institutions, Both the School of Law leadership and the National University leadership will make themselves available to the committee to answer any questions the Committee may have pertaining to the Major Change request.

We appreciate your consideration and look forward to formally merging the two institutions under the name National University, while continuing to comply with the Committee's rules governing State Bar accredited law schools.

Sincerely,

Dr. John A. Cicero
Interim Provost, National University
Jcicero@nu.edu | Cell: 858.401.9226

Dr. Michael R. Cunningham
Interim President, National University
Chancellor, National University System
mcunningham@nu.edu | Cell: 858.945,2596

JFK School of Law - Response to questions

Lisa Hutton <lhutton@ncu.edu>

Tue 7/12/2022 2:15 PM

To: Leonard, Natalie <Natalie.Leonard@calbar.ca.gov>

Cc: Nicole Mills <NMills@ncu.edu>

@ 1 attachments (100 KB)

Cal Bar Letter - Cunningham-Cicero-7.11.2022 (2).pdf;

Natalie -

In blue are my responses to the questions posed in your latest email. Please let me know if you have additional questions.

The proposal indicates that the merger, including a change to the law school's ownership or control, was noticed to WASC in mid-2021. In the future, the State Bar should be co-advised, consistent with prior law guidance to the law school. Please advise any reason for the delay in this case. [I was made aware that NU and NCU had submitted a request to WASCUC to merge the two institutions in late June 2021. At that time, I was advised this was confidential information and the system's legal counsel advised both NU and NCU leadership to refrain from alerting our students or alumni until after WASCUC approved the merger. It was decided that programmatic accreditors would be advised of our request to merge the two institutions once WASCUC scheduled their site visit to consider the request. WASCUC did not schedule their site visit until May 25, 2022. Once the May 25, 2022, date was set, on May 17, 2022, I wrote to Ms. Leonard and asked for a meeting to discuss our "likely upcoming" major change request. Ms. Leonard, Associate Dean Mills and I met on May 27, 2022, and thereafter filed our request with the Committee on June 24, 2022. I honestly believed this was the correct timeline to advise the Committee. I apologize if waiting to inform the Committee until WASCUC scheduled their site visit was an error, and I apologize to the Committee for making this mistake. Please know this was not done to maliciously keep information from the Committee.](#)

Please include a separate letter or memorandum from National University leaders affirming the law school's representation of the plan and providing contact information for those leaders. [A letter from the Chancellor/NU President, and NU's Provost is attached.](#)

The law school's application indicates that the law school will be exempted from any National University policies, procedures or practices that conflict with the Committee's requirements. Please confirm that a review of such policies has been completed and advise as to any exemptions that will be implemented. [The work of combining the two institutions policies, procedures, and practices is ongoing and not yet completed. To date, I have reviewed several proposed policies, procedures and practices and none have conflicted with the Committee's requirements. I do not expect any exemptions to be implemented at this time and will advise the Committee if that changes once the policies, procedures, and practices are in place.](#)

It may be helpful to schedule an online meeting including the leadership of the law school and National University this month as the staff recommendation is prepared, in order to be able to fully address Committee questions. [We are happy to schedule a meeting in advance of the Committee meeting. However, it now appears that the formal merger will not occur until October 2022 and therefore it may be best to allow for more time and be heard at the October Committee meeting instead of the August meeting. I am open to your suggestions.](#)

Upon approval, it is assumed that the transcripts may change again. If a sample transcript is available, it will be helpful to see it as soon as possible prior to the end of the first course period after the merger. Please advise timing as to the availability of a sample transcript. [The official merger will not be until sometime in October. Once we have merged, I will send to you a copy of a sample transcript for our fall 2022 term, ending in December 2022,](#)

prior to the end of the term for your review. Our summer term will be transcribed as NCU and will not change

from the updated transcripts approved recently. Transcripts at both NU and NCU will comply with the Committee's guidelines.

Please confirm which degrees will be offered in the law school, as well as which degrees will be offered by the College of Law. If any degrees other than the JD degree are offered by the law school, please include an application for acquiescence. Will any courses be cross listed between the law school and the college of law? If so, please provide a list.

No JD courses will be cross listed with any other offerings.

The College of law and Professional Studies will have two schools: the School of law and the School of Professional Studies.

The School of Law will offer the following degrees:

Juris Doctor
BA in Prelaw Studies
BS in Paralegal Studies
Paralegal Certificate
AS Paralegal Studies

The School of Professional Studies will offer the following degrees:

Doctor, MA and BA of Criminal Justice
Doctor, MA and BA of Public Administration
BA Political Science (may be taught out)
MS Forensic Science
MS Homeland Security
MA Law and Business (being developed; not yet launched)

Please confirm that the law school's Exam Track JD program will not continue past spring 2022 and no new students will be admitted through this track. Confirmed. We have ended the Exam Track option for admission.

In the past, the law school has indicated it may consider adding a fixed facility JD program. Will that be pursued as part of this merger combination? At this time, no. There are no plans to add a fixed facility JD Program.

When planning ahead for the law school's inspection, it is currently planned to take place in fall 2022. If this major change request is approved in August 2022, will the combined systems be fully in place by the fall or, if not, what would be the expected timetable? The time for the official merger will not occur until sometime in October. I ask that the law school's inspection be sometime after the formal merger has occurred.

There is one more recent development that I need to share with you. Today, Monday July 11, 2022, I was informed that the formal merger will be delayed until sometime in October 2022 and, as such, I will remain the interim Provost of NCU until that time. Given this, Associate Dean Nicole Mills will become Interim School of Law Dean until my Provost position has ended. Is there anything we need to do to advise the Committee other than this notification?

Thank you for all your guidance.

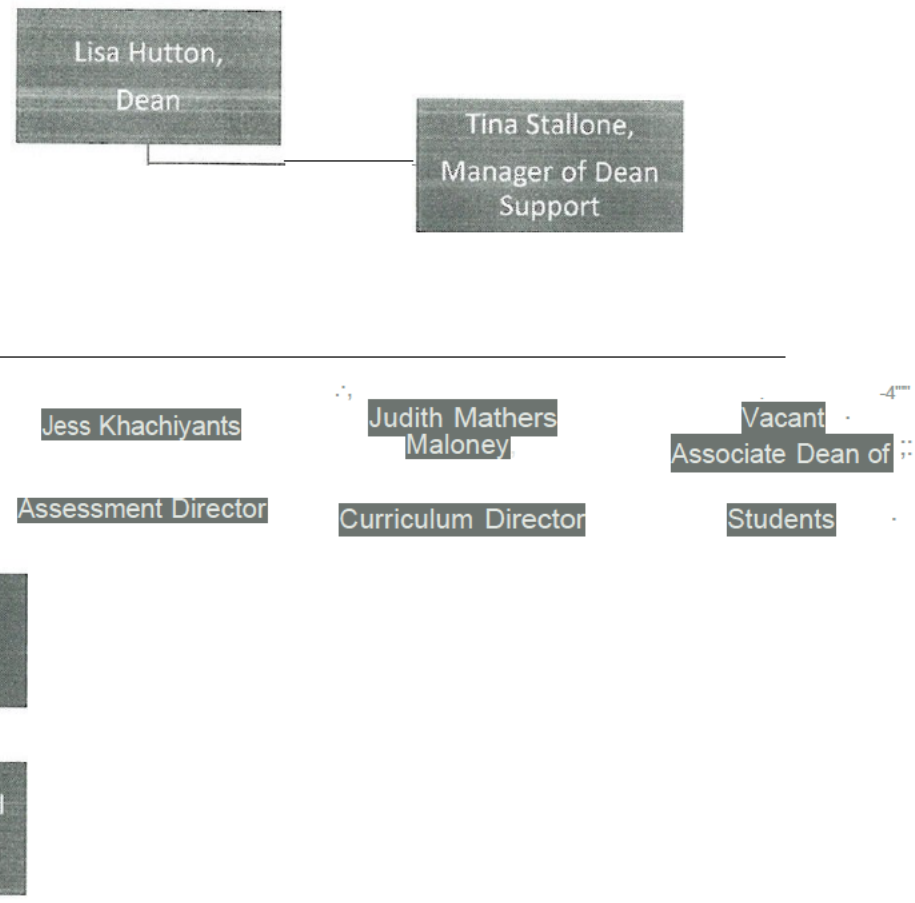
Declaration of Lisa Hutton In Support of John F. Kennedy School of Law at Northcentral University's Amended Request for Approval of Major Change-Name Change due to Merger of Northcentral University {NCU) and National University {NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and Request for Acquiescence for Non-Professional Programs

EXHIBIT C

Organizational Chart for

Proposed College of Law and Professional Studies at National University

National University
College of Law and Professional Studies
7.15.22



Declaration of Lisa Hutton In Support of John F. Kennedy School of Law at Northcentral University's Amended Request for Approval of Major Change-Name Change due to Merger of Northcentral University (NCU) and National University (NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and Request for Acquiescence for Non-Professional Programs

EXHIBIT D

Job Description for Dean of
Proposed merged institution- National University



JOB DESCRIPTION

Incumbent Name

| | | | |
|---------------------|----------------------------------|---------------|---------------------|
| Job Title | Dean | System Title | |
| Job Family | Management | FLSA Category | Exempt |
| Business Unit | School/College | Department | School/College |
| Reports To | Executive Vice President/Provost | Affiliate | National University |
| Headcount Authority | Dean, School/College of XXXX | Salary Grade | EXE |
| Prepared By | Sr. HRBP Academics, Deans | Prepared Date | 4/7/22 |
| Revised By | | Revised Date | 4/10/22 |
| IPED Class Code | | Description | |

Position Summary:

As the primary strategic leader of the School/College, the Dean provides support for the faculty, staff, and students by creating an inclusive environment for instructional excellence, scholarship, research, and professional engagement, as well as service to the University and community. The Dean is responsible for exceptionally high-value academic programs, as well as an operational strategy which supports growth. This position manages the fiscal and human resources of the School/College. The Dean builds on the success of each department by further strengthening the individual programs and by enhancing interdisciplinary collaboration and integration among appropriate disciplines inside and outside the School/College. This role builds partnerships with alumni and the community and seeks supplemental financial support for both new and existing programs and professional development. The Dean reports directly to the Provost/Executive Vice President.

Essential Functions:

- Serves as the Chief Academic Officer of the School/College.
- Spearheads the development and implementation of the strategic vision for the School/College.
- Supports for the faculty, staff, and students by creating an inclusive environment for instructional excellence, scholarship, research, and professional engagement, as well as service to the University and community.
- Ensures academic programs align with the University's mission, and distinctive and innovative curricula are developed in the school.
- Manages financial resources and talent (faculty and staff) for the School/College. Develops and administers assigned budgets for the School/College.
- Leads faculty development, community development, and external fundraising/partnership activities to ensure quality in teaching and growth.
- Develops strategic partnerships with alumni, organizations, and the community.
- Leads the recruitment, selection, development, and evaluation of faculty and staff in the instructional programs and other areas of responsibility.
- Drives student success in a diverse environment. Ensures school/college embraces and builds a culture of Social Justice, Equity, Diversity and Inclusion (SJEDI).



JOB DESCRIPTION

- Collaborates with the Registrar's Office, Office of Strategic Initiatives (OSI), Advising, Enrollment, Faculty Scheduling, Finance, Human Resources, and other departments to develop and implement policy, governance, and compliance related to academic operations. Advocates for school/college to all other university departments
- Serves as a member of the Provost's Cabinet, the President's Cabinet and may be appointed by the Provost to serve on the Academic Affairs Council (AAC) and University Senate.
- Development and utilization of Professional Advisory Councils to support the functionality of Schools/Colleges.
- Other job-related duties as assigned.

Supervisory Responsibilities: This position will directly or indirectly supervise all faculty and staff within the School/College, including but not limited to: Associate Dean(s), Assistant Dean(s), Academic Program Directors, Chair(s) (if applicable), etc.

- Screens applications, interviews candidates, and recommends individuals for hiring.
- Trains and assigns work to new and continuing employees.
- Delegates tasks and provides effective direction to team members to produce substantial business results.
- Independently conducts frequent performance feedback weekly, quarterly and annually, to include annual performance evaluations.
- Makes recommendations for salary increases, merit increases, promotions and reclassifications.
- In conjunction with HR, determines corrective action (staff) or progressive discipline (faculty) as needed.

Requirements:

Education & Experience:

- Earned doctorate or other terminal degree.
- Significant academic and administrative experience demonstrated by career progression.
- Strong demonstrated experience discerning and resolving underlying organizational issues.
- Demonstrated experience leveraging technology to enhance student learning.
- Demonstrated innovation in support of student success.
- Demonstrated experience design and continuous implementation of the strategic planning process.
- Demonstrated experience building a comprehensive program of advancement activities.

Competencies/Technical/Functional Skills:

- Demonstrated capacity for leadership of a multi-disciplinary unit.
- Strong demonstrated ability to lead and support a community of diverse faculty and staff by facilitating a collegial and inclusive culture.
- Proven track record in building successful partnerships with alumni, organizations, and the community.
- Ability to work effectively with a diverse campus community and commitment to support and expand inclusive excellence.
- Strong interpersonal skills and the ability to effectively communicate with a wide range of individual of constituencies in a diverse community.
- Strong demonstrated ability to work independently and foster a cooperative spirit within a large and/or small team of diverse cultures, while working in a fast-paced environment with multiple deadlines and frequently changing priorities.



JOB DESCRIPTION

- Strong demonstrated ability to drive towards achieving measurable and challenging goals to support organizational success. Demonstrates the ability to focus on achieving results consistent with the organization's objectives. As a leader, develops goals based on the organization's vision, mission, strategic goals and objectives.
- Accepts personal accountability, proactively seeks resolution for personal limitations head-on; and supports honesty and respect towards others, the company and oneself.
- Actively seeks to influence, build effective relationships and gain alignment with peers, functional partners and/or external partners to accomplish business objectives.
- Develops new insights into situations; questions conventional approaches; encourages new ideas and innovations; designs and implements new or cutting-edge programs/processes. Ability to generate and/or recognize imaginative or creative solutions that generate successful outcomes.
- Working knowledge, principles and practices of office management/systems within a higher education environment.
- Ability to participate as an active team member of the team and organization and work toward a common goal. Contributes fully to the team effort and plays an integral part in the smooth running of teams without necessarily taking the lead.
- Intermediate use of computers and Microsoft Office Suite Applications such as Word, Excel, Power Point, Outlook. Experience using Student Information System (SIS) such as SOAR/Peoplesoft systems.

Physical Demands/Environment:

Sedentary work. Exerting up to 10 pounds of force occasionally and/or negligible amount of force frequently or constantly to lift, carry, push, pull or otherwise move objects. The worker is required to have close visual acuity to perform an activity such as preparing and analyzing data and figures and viewing a computer terminal. The work is performed in an office environment.

Travel: Occasional travel required for Commencement, meetings, conferences.

DISCLOSURE AND ACKNOWLEDGEMENT:

All job requirements are subject to possible modification to reasonably accommodate individuals with disabilities. Some requirements may exclude individuals who pose a direct threat or significant risk to the health and safety of themselves or other associates.

This job description in no way states or implies that these are the only duties to be performed by the incumbent of this position. Employees will be required to follow any other job-related instructions and to perform other job-related duties requested by the supervisor in compliance with Federal and State Laws.

Requirements are representative of minimum levels of knowledge, skills and/or abilities. To perform this job successfully, the incumbent must possess the abilities or aptitudes to perform each duty proficiently. Continued employment remains on an "at-will" basis, meaning that either National University System or an employee may terminate the employment relationship at any time, with or without cause, notice, reason, or justification.

Incumbent Name

Incumbent Title



JOB DESCRIPTION

Incumbent Signature

Date

Manager Name

Manager Title

Manager Signature

Date

Declaration of Lisa Hutton In Support of John F. Kennedy School of law at Northcentral University's Amended Request for Approval of Major Change-Name Change due to Merger of Northcentral University (NCU) and National University (NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and Request for Acquiescence for Non-Professional Programs

EXHIBIT E

Job Description for Associate Dean of School of Law

Proposed merged institution- National University



JOB DESCRIPTION

Incumbent Name

| | | | |
|---------------------|---|---------------|---------------------|
| Job Title | Associate Dean for School of Law | System Title | Associate Dean |
| Job Family | Management | FLSA Category | Exempt |
| Business Unit | College of Law and Professional Studies | Department | JFK School of Law |
| Reports To | Dean, College of Law and Professional Studies | Affiliate | National University |
| Headcount Authority | Dean, College of Law and Professional Studies | Salary Grade | Proposed as E30 |
| Prepared By | Sr. HRBP Academics, Dean, College of Law and Professional Studies | Prepared Date | 4/26/22 |
| Revised By | | Revised Date | |
| IPED Class Code | | Description | |

Position Summary:

The Associate Dean for the School of Law, under the direction of the Dean, provides strategic leadership for all administrative functions for the JFK School of Law as well as leadership support for the Dean. In this context, academic affairs refers to: all activities involving the creation, maintenance, revision, or deletion of curriculum, courses, sequences of courses and programs of study offered by or within the College; and the support of students. A primary focus of this role is to work alongside the Dean as a thought partner and strategic collaborator with a lens toward academic efficiency from the vantage of a senior administrator. The Associate Dean proactively creates a strategy for developing and implementing new initiatives that address merger and transformational systems and structures. This position assists the Dean with academic program administration, project management (as needed), state authorization/compliance when necessary, and represents the Dean in his/her absence. As such, the Associate Dean is the College's senior liaison to NU support departments, including but not limited to: Marketing, Finance, Student Services, Human Resources (HR), Office of Strategy and Innovation and Campus Operations. The Associate Dean for Academic Affairs works closely with the School Faculty, who report directly to the Dean or Associate Dean. This position supports and advances the Dean's strategic vision and will engage all stakeholders in an effort to improve organizational health and establish a college culture that upholds the shared values of equity, inclusion, and diversity as established by the Dean.

Essential Functions:

Administration:

- As an academic administrator, provides high level support to the Dean and assists with the development and implementation of the College's goals and strategic plan, which cascade down from the University's strategic plan.
- Directs administrative functions for College in accordance with licensing body regulations, accreditation requirements, and University policies, in close coordination with Dean.
- Analyzes existing programs for subscription, growth, faculty ratios, course utilization, and provides data-driven recommendations for divestment/investment. In this regard, Associate Dean liaises with Finance to determin1

appropriate strategic resource allocation.

- Mentors school faculty and oversees their work, including course schedules and evaluation.



JOB DESCRIPTION

- Communicates frequently with the Dean regarding the College operation and progress.
- Suggests areas in need of continuous improvement with possible intervention strategies.
- Develops and manages the Student and Faculty Advisory Councils if applicable.
- Promotes an academic culture of scholarship, teaching, research, service, and practice.
- Develops and supports positive engagement with the community, in coordination with College leadership and other key internal stakeholders.
- Manages the development of periodic analyses and reports for APD's, highlighting trends and potential areas of concern regarding the academic populations, and manages special analyses as needed.
- Liaises with Registrar's office and other functional teams on strategic program development.
- Liaises and coordinates with Academic Affairs and compliance team on issues related to state authorization, program disclosure and other compliance issues.
- Liaises and coordinates with Marketing and Enrollment on College web site content and program level marketing initiatives.
- Liaises and coordinates with other functional areas (e.g., IT, Facilities, Campus Operations) to ensure smooth and efficient school operations.
- Represents Dean and/or College in designated and ad hoc meetings, committees and projects.
- Completes needed special projects and other duties as assigned by the Dean.

Leadership:

- Directs key managers in the management of administrative and professional staff with specialized roles (e.g., Director of Curriculum, and Assistant Dean of Students) some of which may have their own direct reports; and is responsible for hiring and retaining staff, and their career development, engagement, and performance.
- Advises APD's, directors, and other faculty leaders as necessary and ancillary to the function of academic affairs.
- Direct supervisor for School Operations Manager and JFK School staff.
- Supervises staff as appropriate, ensuring they are successfully following appropriate program operations, protocol, policies, and procedures. Consults with HR as needed on employee relations issues.
- Influences policies, processes, and systems at NU that will streamline processes and improve outcomes.
- Responsible for the retention of faculty and staff.

Supervisory Responsibilities: This position supervises staff. Direct reports may include but are not limited to: School of Law Operations Manager, and other specialized staff roles, some of which may have their own direct reports.

Supervisor duties to include:

- Screens applications, interviews candidates, and recommends individuals for hiring.
- Trains and assigns work to new and continuing employees.
- Delegates tasks and provides effective direction to team members to produce substantial business results.
- Independently conducts frequent performance feedback weekly, quarterly, and annually, to include annual performance evaluations.
- Participates in the annual performance evaluations of staff and implements improvement plans, as well as corrective action or progressive discipline as directed by the Dean in conjunction with HR.
- In conjunction with HR, determines corrective action or progressive discipline as needed for direct reports.



JOB DESCRIPTION

Requirements:

Education & Experience:

- Doctoral degree from a regionally accredited institution aligned with School/College offerings required.
- 10+ years of management experience preferred.
- 5+ years of Director level or higher management experience, in an operations, or academic environment, preferred.
- Higher education teaching and leadership experience.
- 5+ years of experience supervising professional faculty and staff including planning, organizing, directing, and evaluating daily.
- 5+ years of experience with curriculum development and/or assessment.
- 5+ years of experience in higher education preferred

Competencies/Technical/Functional Skills:

- Strong demonstrated leadership and management skills, with emphasis on employee development and retention.
- Strong demonstrated ability to strategize program and project development, organization, and management.
- Knowledge of programmatic policies and procedures including applicable accreditation requirements
- Strong demonstrated knowledge of academic and business workings of higher education.
- Outstanding ability to apply quality principles of leadership, basic human resources strategy, and strategic program planning, development, and evaluation.
- Strong demonstrated ability to organize and direct work efforts and manage several competing priorities.
- Knowledge of adult learning theory and effective instructional principles.
- Ability to initiate new ideas, improvements, and effective operational procedures.
- Skill in diplomacy and collaboration.
- Strong analytical and critical thinking skills.
- Ability to participate as an active team member of the team and organization and work toward a common goal. Contributes fully to the team effort and plays an integral part in the smooth running of teams without necessarily taking the lead.
- Accepts personal accountability, proactively seeks resolution for personal limitations head-on; and supports honesty and respect towards others, the University and oneself.
- Actively seeks to influence, build effective relationships, and gain alignment with peers, functional partners and/or external partners to accomplish business objectives.
- Develops new insights into situations; questions conventional approaches; encourages new ideas and innovations; designs and implements new or cutting-edge programs/processes. Ability to generate and/or recognize imaginative or creative solutions that generate successful outcomes.
- Working knowledge, principles, and practices of office management/systems within a higher education environment, preferred. Demonstrates an understanding of underlying organizational issues.
- Ability to drive towards achieving measurable and challenging goals to support organizational success. Demonstrates the ability to focus on achieving results consistent with the organization's objectives. As a leader, develops goals based on the organization's vision, mission, strategic goals, and objectives.
- Strong interpersonal skills and the ability to effectively communicate with a wide range of individual of constituencies in a diverse community including, but not limited to e-mail, learning platforms, chat rooms, videoconferencing and other technology-based on communication media.
- Work independently and foster a cooperative spirit within a large and/or small team of diverse cultures, while working in a fast-paced environment with multiple deadlines and frequently changing priorities.



JOB DESCRIPTION

- Proficient with Microsoft Word and other applications in the Microsoft Office Suite. Familiar with and proficient in effectively using a Student Information Systems (SIS) software platform.

Physical Demands/Environment:

Sedentary work. Exerting up to 10 pounds of force occasionally and/or negligible amount of force frequently or constantly to lift, carry, push, pull or otherwise move objects. The worker is required to have close visual acuity to perform an activity such as preparing and analyzing data and figures and viewing a computer terminal. The work is performed in an office environment.

Location: Remote

Travel: Occasional travel may be required for Commencement, meetings, conferences.

DISCLOSURE AND ACKNOWLEDGEMENT:

All job requirements are subject to possible modification to reasonably accommodate individuals with disabilities. Some requirements may exclude individuals who pose a direct threat or significant risk to the health and safety of themselves or other associates.

This job description in no way states or implies that these are the only duties to be performed by the incumbent of this position. Employees will be required to follow any other job-related instructions and to perform other job-related duties requested by the supervisor in compliance with Federal and State Laws.

Requirements are representative of minimum levels of knowledge, skills and/or abilities. To perform this job successfully, the incumbent must possess the abilities or aptitudes to perform each duty proficiently. Continued employment remains on an "at-will" basis, meaning that either National University System or an employee may terminate the employment relationship at any time, with or without cause, notice, reason, or justification.

Incumbent Name

Incumbent Title

Incumbent Signature

Date

Manager Name

Manager Title

Manager Signature

Date

Declaration of Lisa Hutton In Support of John F. Kennedy School of Law at Northcentral University's Amended Request for Approval of Major Change-Name Change due to Merger of Northcentral University (NCU) and National University (NU); Request for Waiver of 180 Day Notice Required by Rule 4.165; and Request for Acquiescence for Non-Professional Programs

EXHIBIT F

Job Description for Academic Program Director

Proposed merged institution- National University

Academic Program Director Job Responsibilities

Position Summary:

The Academic Program Director (APO) directs the strategy, operations and support for the degree program for which this role is responsible. As the primary spokesperson for all program (part-time and full-time) faculty and students, the APO will act as the primary source of information about specific programmatic strategies, needs and daily operations and implement change to assure program quality, driving student engagement and success. The APO serves as the lead discipline expert for the program as well as primary contact for multiple stakeholders. This position collaborates with program faculty in support of student success, as well as the Director of Assessment to conduct program assessment on a regular basis to ensure the program is meeting the needs of the student and the program's related industry(s) and where applicable, the programmatic accreditation requirements. This position ensures the incorporation of identified trends or changes into the curriculum, in collaboration with the Director of Curriculum, and serves in either a direct or consulting role during course development, updating, and maintenance. The APO meets regularly with the School/College leadership (Associate Dean and/or Department Chair, Dean) to ensure that the program aligns with University and School/College goals and priorities.

Essential Functions:

- Assist and support daily activities related to the degree program including working with School/College full-time and part-time faculty, administration, staff, academic advisors, and other team members.
- Screens applications, interviews candidates, and recommends individuals for hiring.
- Model the improvement of quality teaching to faculty that ensures attainment of student learning outcomes while maintaining an inclusive, welcoming learning environment.
- Participates in departmental planning.
- Conducts regular program faculty meetings.
- Assist with the development and implementation of goals and strategies related to the degree program that are consistent with School/College mission.
- Collaborates with the Director of Assessment to manage and participate in the development and implementation of a quality assessment program within the degree program.
- Collaborates with the Director of Curriculum to support curricular changes and improvements.
- Provides training as necessary to Academic and Finance Advisors, Enrollment Advisors, and other University staff as needed.
- Manages and is responsible for, in conjunction with leadership, the pursuit and maintenance of programmatic accreditation (if applicable) for the degree program, including evaluating compliance with accreditation standards.
- Works with internal and external partners to ensure that all literature, exhibiting, marketing, etc. is accurate and aligned with strategic planning, as well as the mission, vision, values and goals of the degree program.

- May work directly with students as a visible representative of the program to prospective students.
- Teach and may serve on dissertation committees.
- Maintains professional development through membership and participation with state, regional, and national associations, presentations at professional conferences, and continued involvement in academic research leading to scholarly publications.
- Participates in University committees and completes additional assignments at the discretion of the Dean, the Provost, and the President, as needed.
- Promotes a culture of scholarship, teaching, service, and practice.
- Completes all required professional development activities as defined in the Faculty Handbook or by the School/College.
- Responds to student questions and concerns escalated beyond the Academic Financial Advisor level as needed.
- Works collaboratively with School/College team members to ensure a positive and successful student experience, addressing student and faculty concerns, representing the program to accrediting bodies (as applicable), managing the applicant evaluations process (if applicable), program requirements, and graduation requirements.
- Other job-related duties as assigned by School/College leadership.

Requirements:

Education & Experience:

- Must hold a terminal degree in a discipline related to the program.
- Experience in academic program administration, including accreditation (if applicable), developing and teaching program courses.
- Evidence of related scholarship and/or research.
- Demonstrated success and experience working in a complex, academic environment.
- Experience with the delivery of higher education (traditional and online) and associated support systems.
- Experience providing work direction for professional faculty including planning, organizing, directing, and evaluating.
- Experience with program development, assessment, and evaluation.
- Demonstrated experience as an effective team leader working with a diverse community.
- Experience with curriculum development preferred.
- Experience working in a technology-driven enterprise preferred.

Competencies/Technical/Functional Skills:

- Knowledge of program educational best practices in a traditional and/or online environment.
- Knowledge of programmatic accreditation (if applicable).
- Ability to apply strategic and program planning, curriculum planning and development, evaluation, and technology implementation.
- Knowledge of Teaching through Engagement pedagogy preferred.

- Ability to drive towards achieving measurable and challenging goals to support organizational success. Demonstrates the ability to focus on achieving results consistent with the organization's objectives. As a leader, develops goals based on the organization's vision, mission, strategic goals and objectives.
- Work independently and foster a cooperative spirit within a large and/or small team of diverse cultures, while working in a fast-paced environment with multiple deadlines and frequently changing priorities.
- Actively seeks to influence, build effective relationships and gain alignment with peers, functional partners and/or external partners to accomplish business objectives.
- Strong interpersonal skills and the ability to effectively communicate with a wide range of individual of constituencies in a diverse community, including-mail, chat rooms, videoconferencing and other technology based on communication media.
- Highly skilled in verbal and written communication, capability to receive and provide effective feedback.
- Ability to participate as an active team member of the team and organization and work toward a common goal. Contributes fully to the team effort and plays an integral part in the smooth running of teams.
- Accepts personal accountability, proactively seeks resolution for personal limitations head-on; and supports honesty and respect towards others, the company and oneself.
- Develops new insights into situations; questions conventional approaches; encourages new ideas and innovations; designs and implements new or cutting-edge programs/processes. Ability to generate and/or recognize imaginative or creative solutions that generate successful outcomes.
- Ability to make presentations and represent the School/College and the program well in various media when called upon.
- Ability to represent and market the program effectively to new students and employers who may hire and/or promote graduates of the degree program.
- Working knowledge, principles and practices of office management/systems within a higher education environment, preferred. Demonstrates an understanding of underlying organizational issues.
- Ability to work independently, manage time appropriately and meet required deadlines.
- Strong analytical and critical thinking skills.
- Skill in document/report preparation.
- Strong attention to detail and accuracy in work.
- Intermediate use of computers and Microsoft Office Suite Applications such as Word, Excel, Power Point, Outlook. Experience using Student Information System (SIS) such as SOAR/Peoplesoft systems.
- Skill in operating office equipment, such as personal computer, cell phone, fax, copier, phone system.