



**UNIVERSITY HOSPITAL**

Newark, New Jersey

Office of the Community Oversight Board

150 Bergen Street  
PO Box 27050  
Newark, NJ

University Hospital Community Oversight Board  
Tab Number 3

## **RESOLUTION**

**WHEREAS**, the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. 2012 c. 45) (hereinafter the “Act”) integrates all units of the former University of Medicine and Dentistry into Rutgers, the State University of New Jersey, except for the School of Osteopathic Medicine and University Hospital (“UH”) (which shall operate as a stand-alone entity), effective July 1, 2013; and

**WHEREAS**, the Act also provides for the formation of a Community Oversight Board (the “Board”) which for a period of five (5) years commencing on July 1, 2013, shall review all plans that could, or are intended to, make substantive changes that will result in the diminution, deterioration, or reduction to essential health care services currently provided by UH to the community of the City of Newark, New Jersey (including, but not limited to, emergency, pediatric, surgical, family health, outpatient ambulatory diagnostic treatment and clinical services, cancer treatment services, and all services essential to maintaining “level one” trauma status; and which shall also review any contract proposed to be entered into by UH with a nonprofit corporation to operate and manage, or to assist in the operation and management of, UH; and which, for a period of five (5) years following a sale of UH, shall also review all plans that could, or are intended to, make substantive changes to the essential health care services provided by UH to the community of the City of Newark, New Jersey; and

**WHEREAS**, pursuant to the Act, the Board shall organize as soon as practicable following the appointment of its members; and

**WHEREAS**, it is essential for the efficient and effective governance and operation of the Board that it adopt Bylaws; now therefore

**BE IT RESOLVED**, that the Board accepts and approves the attached Bylaws of the University Hospital Community Oversight Board in Newark, New Jersey, effective immediately.

July 18, 2013  
Attachment



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## **RESOLUTION**

**WHEREAS**, the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. 2012 c. 45) (hereinafter the “Act”) integrates all units of the former University of Medicine and Dentistry into Rutgers, the State University of New Jersey, except for the School of Osteopathic Medicine and University Hospital (“UH”) (which shall operate as a stand-alone entity), effective July 1, 2013; and

**WHEREAS**, the Act also provides for the formation of a Community Oversight Board (the “Board”) which for a period of five (5) years commencing on July 1, 2013, shall review all plans that could, or are intended to, make substantive changes that will result in the diminution, deterioration, or reduction to essential health care services currently provided by UH to the community of the City of Newark, New Jersey (including, but not limited to, emergency, pediatric, surgical, family health, outpatient ambulatory diagnostic treatment and clinical services, cancer treatment services, and all services essential to maintaining “level one” trauma status; and which shall also review any contract proposed to be entered into by UH with a nonprofit corporation to operate and manage, or to assist in the operation and management of, UH; and which, for a period of five (5) years following a sale of UH, shall also review all plans that could, or are intended to, make substantive changes to the essential health care services provided by UH to the community of the City of Newark, New Jersey; and

**WHEREAS**, the Board is committed to providing an opportunity for interested members of the public to be heard on the matters being reviewed by the Board; now therefore

**BE IT RESOLVED THAT**, the Board adopts the attached Protocol for Public Comment at UH Community Oversight Board Meetings.

July 18, 2013  
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## **RESOLUTION**

**WHEREAS**, the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. 2012 c. 45) (hereinafter the “Act”) integrates all units of the former University of Medicine and Dentistry into Rutgers, the State University of New Jersey, except for the School of Osteopathic Medicine and University Hospital (“UH”) (which shall operate as a stand-alone entity), effective July 1, 2013; and

**WHEREAS**, the Act also provides for the formation of a Community Oversight Board (the “Board”) which for a period of five (5) years commencing on July 1, 2013, shall review all plans that could, or are intended to, make substantive changes that will result in the diminution, deterioration, or reduction to essential health care services currently provided by UH to the community of the City of Newark, New Jersey (including, but not limited to, emergency, pediatric, surgical, family health, outpatient ambulatory diagnostic treatment and clinical services, cancer treatment services, and all services essential to maintaining “level one” trauma status; and which shall also review any contract proposed to be entered into by UH with a nonprofit corporation to operate and manage, or to assist in the operation and management of, UH; and which, for a period of five (5) years following a sale of UH, shall also review all plans that could, or are intended to, make substantive changes to the essential health care services provided by UH to the community of the City of Newark, New Jersey; and

**WHEREAS**, the Bylaws of the Board provide for the election of a Chairperson of the Board; now therefore

**BE IT RESOLVED**, that the Board hereby elects James Gonzalez to serve as Board Chairperson, effective immediately, until such time as a replacement is elected.

July 18, 2013



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Tab Number 8

## **RESOLUTION**

**WHEREAS**, the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. 2012 c. 45) (hereinafter the “Act”) integrates all units of the former University of Medicine and Dentistry (“UMDNJ”) into Rutgers, the State University of New Jersey, except for the School of Osteopathic Medicine and University Hospital (“UH”) (which shall operate as a stand-alone entity), effective July 1, 2013; and

**WHEREAS**, the Act also provides for the formation of a Community Oversight Board (the “Community Oversight Board”) which for a period of five (5) years commencing on July 1, 2013, shall review all plans that could, or are intended to, make substantive changes that will result in the diminution, deterioration, or reduction to essential health care services currently provided by UH to the community of the City of Newark, New Jersey (including, but not limited to, emergency, pediatric, surgical, family health, outpatient ambulatory diagnostic treatment and clinical services, cancer treatment services, and all services essential to maintaining “level one” trauma status; and which shall also review any contract proposed to be entered into by UH with a nonprofit corporation to operate and manage, or to assist in the operation and management of, UH; and which, for a period of five (5) years following a sale of UH, shall also review all plans that could, or are intended to, make substantive changes to the essential health care services provided by UH to the community of the City of Newark, New Jersey; and

**WHEREAS**, the Act authorizes UH, through a competitive contracting method, to enter into an agreement that provides for consulting services to UH by a nonprofit corporation operating one or more hospitals in New Jersey; and

**WHEREAS**, pursuant to the Act, on March 8, 2013 UMDNJ issued a Request for Proposal for Management Services for UH (the “RFP”); and

**WHEREAS**, an Evaluation Committee, comprised of members of UMDNJ’s senior leadership, conducted a thorough review of proposals from qualified applicants; and

**WHEREAS**, the Evaluation Committee presented a recommendation for the award of an agreement which satisfied and maintained all the requirements of the Act, conformed to the RFP and was advantageous to UH (price and other factors included); and



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**WHEREAS**, the form of consulting agreement (the “Form of Agreement”) was presented to and recommended for approval by the Executive Committee of the UMDNJ Board of Trustees (the “UMDNJ Board of Trustees”); and

**WHEREAS**, the UMDNJ Board of Trustees was satisfied, in its sole discretion, that the proposed Form of Agreement further allows UH to continue its public mission and commitment to provide a comprehensive healthcare program and services to the greater Newark community; maintains the status of UH employees as public employees within the meaning of subsection d. of section 3 of the “New Jersey Employer-Employee Relations Act,” P.L. 1941 c. 100, (C:34:13A-3); and does not disturb the tax-exempt status of any future government bonds proposed to be issued on behalf of UH; and preserve UH’s employee benefits/pension plans as governmental plans, as required by the Act; and

**WHEREAS**, the Senior Vice President and General Counsel of UMDNJ approved this action as to form and legality; and

**WHEREAS**, the UMDNJ Board of Trustees, upon recommendation of the Executive Committee, (i) issued a Notice of Intent to Award to Barnabas Health, Inc.; (ii) directed that notice be posted on the UMDNJ website consistent with N.J.S.A. 18A:64G-6.1(e); (iii) submitted this notice and Form of Agreement to the members of the Community Oversight Board and to the Commissioner of the New Jersey Department of Health for review pursuant to the Act; and (iv) authorized and directed the execution and delivery of any documents, including the document entitled “Approval of Form Consulting Agreement,” necessary to carry out the intent and accomplish the purposes of the foregoing resolution; and

**WHEREAS**, the publication of the Notice of Intent to Award on the UMDNJ website on June 6, 2013 initiated a sixty (60) review period that will conclude on August 6, 2013; and

**WHEREAS**, the Form of Agreement was transmitted to the Commissioner of Health for review and approval and to the members of the Community Oversight Board appointed as of that date for appropriate review; and

**WHEREAS**, on July 1, 2013, the duly constituted UH Board of Directors acknowledged the foregoing and directed the UH Chief Executive Officer (i) to confirm review by the Community Oversight Board; (ii) to confirm review and approval by the Department of Health; (iii) to confirm acceptance of any proposed changes from the Department of Health with Barnabas Health, Inc.; and (iv) to make a determination to its satisfaction, and the satisfaction of its legal counsel, in their sole discretion, that the execution of the Form of Agreement shall not disturb the tax-exempt status of



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bonds issued to finance UH or disturb the governmental and tax qualified status of the State pension and health benefits plans; *and* take any other actions as necessary to execute the agreement on or after August 6, 2013; now therefore

**BE IT RESOLVED THAT**, the Community Oversight Board acknowledges receipt of the Form of Agreement attached hereto and confirms that it has reviewed the Form of Agreement.

July 18, 2013  
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