



**RESOLUTION OF THE BOARD OF DIRECTORS TO APPOINT A
PRESIDENT AND CHIEF EXECUTIVE OFFICER OF UNIVERSITY HOSPITAL**

WHEREAS, the Bylaws of University Hospital (the “Bylaws”) require the Board of Directors to designate Officers of the Hospital; and

WHEREAS, Article V, Section 1, of the Bylaws specifies the qualifications and appointments of Officers of the Hospital; and

WHEREAS, Article V, Section 5, of the Bylaws specifies Officers and their duties, and further states that the Hospital’s Officers may consist of, among other Officers, a President and a Chief Executive Officer, which may be held by the same person; and

WHEREAS, pursuant to Article V, Section 3, of the Bylaws and Resolution 2018-1213-65, the Board of Directors appointed Judith M. Persichilli, R.N., B.S.N., M.A. to serve as Acting President and Chief Executive Officer of University Hospital on an interim basis;

WHEREAS, pursuant to Article III, Section 8, of the Bylaws and Resolution 2019-0131-69, the Board established a Special Selection Committee to conduct a public search for the next President and Chief Executive Officer to assume this role following Ms. Persichilli’s departure from University Hospital; and

WHEREAS, the Special Selection Committee of the Board immediately began a public search for the next President and Chief Executive Officer by advertising the position on University Hospital’s website and other publicly accessible search engines; and

WHEREAS, in response to this advertisement, the Special Selection Committee received and reviewed over fifty nationwide applications for the position, and pursued multiple rounds of interviews with a diverse group of the most qualified candidates from across the country; and

WHEREAS, following this rigorous search, the recommendation of the Special Selection Committee is to appoint Shereef M. Elnahal, M.D., M.B.A., to the position of President and Chief Executive Officer at a salary not to exceed the average salary for this position based on regional and public hospital market surveys provided by SullivanCotter, along with goals and metrics to measure performance and a portion of that salary at risk based on improvements at University Hospital, which shall be finalized by the Chair prior to the start date and not later than July 15, 2019; and

WHEREAS, as President and Chief Executive Officer of University Hospital, Dr. Elnahal shall have the authority to exercise all powers and duties of President and Chief Executive Officer provided for by Article V, Section 5 including, without limitation, the authority to execute bonds, mortgages, and other contracts on behalf of the Hospital, and shall cause the seal to be affixed to any instrument requiring it;

NOW, THEREFORE, BE IT RESOLVED THAT, pursuant to Article V, Section 3, of the Bylaws, the Board hereby concludes the appointment of Judith M. Persichilli as Acting President and Chief Executive Officer of University Hospital, effective not later than July 15, 2019; and

BE IT FURTHER RESOLVED THAT, pursuant to Article V, Section 1, of the Bylaws, the Board hereby appoints Shereef M. Elnahal, M.D., M.B.A., to serve as President and Chief Executive Officer of the Hospital, effective not later than July 15, 2019, at a salary not to exceed the average salary for this position based on regional and public hospital market surveys provided by SullivanCotter, along with goals and metrics to measure performance and a portion of that salary at risk based on improvements at University Hospital, which shall be finalized by the Chair prior to the start date; and

BE IT FURTHER RESOLVED THAT, pursuant to Article V, Section 5, of the Bylaws, Dr. Elnahal shall have all of the powers and duties currently associated with the positions of President and Chief Executive Officer without limitation; and

BE IT FURTHER RESOLVED THAT, pursuant to Article III, Section 8, of the Bylaws and Resolution 2019-0131-69, the Special Selection Committee is hereby dissolved.

Resolution Adopted: May 1, 2019



RESOLUTION OF THE BOARD OF DIRECTORS TO APPOINT AN INDEPENDENT AUDITOR

WHEREAS, Article III, Section 11, of the Bylaws of University Hospital (the “Bylaws”) provides that the Board of Directors shall have the power to engage an Independent Auditor in accordance with Executive Order 122, dated July 23, 2004; and

WHEREAS, Article IV, Section 4, of the Bylaws specifies that the Finance, Investment, Administration and Audit Committee (the “FIAA Committee”) is responsible for assisting the Board of Directors with, among other items, assessing the independence, qualifications, and performance of the Hospital’s Independent Auditor, including performing the tasks set forth in Executive Order 122, dated July 23, 2004; and

WHEREAS, pursuant to a resolution dated March 18, 2014 and following a public bid, University Hospital previously engaged the services of KPMG to perform external audit services for a three-year term, with two optional one-year extensions, which concluded upon the completion of the Fiscal Year 2018 audit; and

WHEREAS, in accordance with the requirements of Executive Order 122 and under the supervision of the FIAA Committee, University Hospital conducted a public contracting process to retain the services of an Independent Auditor for a three-year term, with two optional one-year extensions, commencing with the Fiscal Year 2019 audit; and

WHEREAS, upon review of all proposals, the FIAA Committee recommends that the Board retain KPMG to perform the services of the Independent Auditor at a total cost not to exceed \$1,810,300, including all optional contract extensions;

NOW, THEREFORE, BE IT RESOLVED THAT, pursuant to Article III, Section 11 of the Bylaws, and upon the recommendation of the FIAA Committee, the Board hereby appoints KPMG as the Independent Auditor for University Hospital for a three-year term, with two optional one-year extensions, beginning with the Fiscal Year 2019 audit at a total cost not to exceed \$1,810,300, including all optional contract extensions.

Resolution Adopted: May 1, 2019