



## RESOLUTION OF THE BOARD OF DIRECTORS

**WHEREAS**, the Bylaws of University Hospital (the “Bylaws”) require certain approvals in advance of settlements;

**WHEREAS**, Article IV, Section 2(b), of the Bylaws specifies that “[a]ll settlements less than \$250,000 need approval from the CEO and General Counsel, with notice provided to the Governance, Ethics, and Legal Committee in advance of settlement”; and

**WHEREAS**, Article IX, Section 1, of the Bylaws, provides, in relevant part, that the Bylaws “may be altered, amended, or repealed at any meeting of the Board by the affirmative vote of a majority of the Board, after written notice of such intention is provided by the Secretary to each Member at least five (5) days prior to the meeting”; and

**WHEREAS**, University Hospital seeks to amend the Bylaws to ensure that the day-to-day business of University Hospital is carried out in a timely and efficient manner; and

**WHEREAS**, the Board desires the General Counsel to oversee and manage University Hospital’s litigation, disputes, and settlements, as directed by the President and Chief Executive Officer (“CEO”); and

**WHEREAS**, Article V, Section 5(b) of the Bylaws, authorizes the President to execute contracts on behalf of University Hospital; and

**WHEREAS**, pursuant to Board Resolution No. 2016-0315-33, adopted by the Board on March 16, 2016, the General Counsel has the power to execute contracts, as directed by the President and CEO;

**NOW, THEREFORE, BE IT RESOLVED THAT**, that Article IV, Section 2(b) of the Bylaws is hereby amended in its entirety as follows:

### Purpose

Generally, the Governance, Ethics, and Legal Committee shall be responsible for all matters relating to the organization and governance of the Hospital and shall perform the traditional duties of an Executive Committee. Subject to ratification by the Board, when necessary and in the best interest of the Hospital, the Governance, Ethics, and Legal Committee shall act on behalf of the Board

between the Board's regular meetings and shall review and make recommendations to the Board on issues involving strategic planning, external affairs, community relations development, senior management employment matters, and matters regarding credentialing and privileges of medical staff.

In addition, Governance, Ethics, and Legal Committee shall be responsible for reviewing, monitoring, and making recommendations to the Board concerning the defense and settlement of all liability claims and all litigation against the Hospital that are equal to or in excess of \$250,000. All settlements less than \$250,000 need approval from the CEO or General Counsel. The Governance, Ethics, and Legal Committee shall also assist the General Counsel of the Hospital in the assignment and engagement of outside counsel, shall oversee the process, and shall make recommendations to the Board when necessary or desirable. The Governance, Ethics, and Legal Committee shall also address other legal matters which the Board may assign to it from time to time.

**BE IT FURTHER RESOLVED THAT**, that Article IV, Section 2(c)(iii)(1) of the Bylaws is hereby amended in its entirety as follows:

Review, monitor, and make recommendations to the Board concerning the defense and settlement of liability claims and litigation against the Hospital, as provided herein.

**BE IT FURTHER RESOLVED THAT**, the Board repeals the Settlement of Claims Policy adopted on July 1, 2013 pursuant to UH Board Resolution No. 11.

Resolution Adopted: January 24, 2017



**UNIVERSITY HOSPITAL**  
Newark, New Jersey

## **RESOLUTION OF THE BOARD OF DIRECTORS**

**WHEREAS**, the Bylaws of the Board of Directors of University Hospital (the “Board”) provide the Board with the power and authority to direct and control expenditures, and enter into contracts and agreements for conducting the business of University Hospital; and

**WHEREAS**, University Hospital proposed to purchase lithotripsy services in an amount not to exceed two hundred and forty thousand (\$240,000) resulting from the waiver of advertising for the purchase of services of a technical and professional nature; and

**WHEREAS**, lithotripsy services are a vital and critical line of service at University Hospital; and

**WHEREAS**, University Hospital proposed to enter a new contract captioned “UH-W17-083” for lithotripsy services in an amount not to exceed two million forty-seven thousand eight hundred thirty-three dollars and thirty-three cents (\$2,047,833.33), for a term of December 1, 2016 through December 31, 2017, for a total amount of two million two hundred eighty-seven thousand eight hundred thirty-three dollars and thirty three cents (\$2,287,833.33) resulting from the waiver of advertising, in accordance with N.J.S.A. 52:34-9(a) (the “Contract”);

**NOW THEREFORE, BE IT RESOLVED**, that the Board accepts and approves the Contract.

Resolution Adopted: January 24, 2017



## **RESOLUTION OF THE BOARD OF DIRECTORS**

**WHEREAS**, the Bylaws of the Board of Directors of University Hospital (the “Board”) provide the Board with the power and authority to direct and control expenditures, and enter into contracts and agreements for conducting the business of University Hospital; and

**WHEREAS**, University Hospital proposed to purchase software and implementation services from Epic Systems Corporation for both the Kaleidoscope Ophthalmology and the Beacon Oncology specialty modules resulting from the waiver of advertising because only one source of supply is available; and

**WHEREAS**, the software and implementation services from Epic Systems Corporation are an integral part of University Hospital’s procedure documentation and scheduling needs; and

**WHEREAS**, University Hospital proposed to enter a new contract captioned “UH-W17-085” for the purchase of software and implementation services from Epic Systems Corporation for both the Kaleidoscope Ophthalmology and the Beacon Oncology specialty modules in the amount of “not to exceed” \$1,267,800.00, resulting from the waiver of advertising, in accordance with N.J.S.A. 52:34-10(c) and N.J.S.A. 52:34-10(g) (the “Contract”);

**NOW THEREFORE, BE IT RESOLVED**, that the Board accepts and approves the Contract.

Resolution Adopted: January 24, 2017