



UNIVERSITY HOSPITAL
Newark, New Jersey

RESOLUTION

WHEREAS, the University Hospital (UH) Bylaws provide that Regular Meetings of the Board shall be held within the State of New Jersey at such times and at such places as the Board shall fix or, in the case of Special Meetings, at such times and such places as shall be specified in the respective notices or waivers of notice thereof; now therefore

BE IT RESOLVED, that the UH Board of Directors hereby adopts the attached Schedule of Board Meeting Dates for FY 2014.

August 5, 2013



UNIVERSITY HOSPITAL

Newark, New Jersey

BOARD OF DIRECTORS
2013-2014 MEETING SCHEDULE

Tuesday, September 17, 2013	UH Board of Directors Meeting The Cancer Center 205 S. Orange Avenue, B-1120 Newark, New Jersey 8:30 a.m.
Tuesday, November 19, 2013	UH Board of Directors Meeting The Cancer Center 205 S. Orange Avenue, B-1120 Newark, New Jersey 8:30 a.m.
Tuesday, January 21, 2014	UH Board of Directors Meeting The Cancer Center 205 S. Orange Avenue, B-1120 Newark, New Jersey 8:30 a.m.
Tuesday, March 18, 2014	UH Board of Directors Meeting The Cancer Center 205 S. Orange Avenue, B-1120 Newark, New Jersey
Tuesday, May 20, 2014	UH Board of Directors Meeting The Cancer Center 205 S. Orange Avenue, B-1120 Newark, New Jersey
Tuesday, July 15, 2014	UH Board of Directors Meeting The Cancer Center 205 S. Orange Avenue, B-1120 Newark, New Jersey 8:30 a.m.
Tuesday, September 16, 2014	UH Board of Directors Meeting The Cancer Center 205 S. Orange Avenue, B-1120



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Newark, New Jersey
8:30 a.m.

Tuesday, November 18, 2014

UH Board of Directors Meeting
The Cancer Center
205 S. Orange Avenue, B-1120
Newark, New Jersey
8:30 a.m.



Office of the Board of Directors

150 Bergen Street
PO Box 27050
Newark, NJ

RESOLUTION

WHEREAS, pursuant to the Bylaws of University Hospital in Newark, New Jersey (the “Bylaws”), the University Hospital (“UH”) Board of Directors (“the Board”) shall have and exercise all the powers, rights, and privileges that are incident to UH’s status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

WHEREAS, in order to ensure that the day-to-day business of UH is carried out in a timely and efficient manner, UH’s predecessor, the University of Medicine and Dentistry of New Jersey (“UMDNJ”), developed and implemented various policies related to the operations and practices of UH; and

WHEREAS, on July 1, 2013, the Board specifically adopted certain revised policies and also generally adopted all other policies that had been previously put in place by UMDNJ; and

WHEREAS, the Board now wishes to revise and adopt the Internal Audit Policy for UH; now therefore

BE IT RESOLVED, that the Board hereby adopts the attached Internal Audit Policy, effective immediately.

August 5, 2013

Attachment



Office of the Board of Directors

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UNIVERSITY HOSPITAL POLICY

SUBJECT:	ADMINISTRATION	TITLE:	INTERNAL AUDIT CHARTER		
CATEGORY: Check One	Board of Trustees <input checked="" type="checkbox"/>	Presidential <input type="checkbox"/>	Functional <input type="checkbox"/>	School/Unit <input type="checkbox"/>	
Responsible Executive:	President		Responsible Office:	Internal Audit Function	
CODING:		ADOPTED:		AMENDED:	

I. PURPOSE

To outline the responsibilities of the Internal Audit function performing audits at the request of the Audit Committee of the Board of Directors of University Hospital (UH) and/or the President/CEO of University Hospital, and the responsibilities of University Hospital management while these audits are being conducted.

II. ACCOUNTABILITY

The management, supervision, and administration of University Hospital shall be vested in an 11-member Board of Directors of University Hospital. The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Chair of the Audit Committee of the Board and the President/CEO of University Hospital shall ensure compliance with and implement this policy.

III. DEFINITION

Internal Audit provides an independent and objective assurance service designed to add value and improve operations through improved controls. Internal Audit helps University Hospital accomplish its objectives by applying a systematic, disciplined approach to evaluate and assess the effectiveness of risk management, control and governance processes.

IV. POLICY

A. Role of the Internal Audit Function

An Internal Audit review will determine the effectiveness of internal controls, adherence with applicable laws and regulations, and reliability of financial reporting. In assessing the control environment, the following will be considered:



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1. The condition of the system of internal control and quality of operations;
2. The criticality of area to the organization/business;
3. Inherent business risks;
4. Staffing levels and experience;
5. The adequacy of management supervision and cognizance of controls;
6. Compensating controls;
7. The criticality and severity of audit findings; and,
8. Resolution of previous audit recommendations.

B. Independence

Independence is essential for an effective audit function. This independence is achieved primarily through organizational status and also the adherence by Internal Audit and its personnel to the professional auditing standards.

1. **Organizational Status:** Internal Auditing is the functional responsibility of the UH Board of Directors Audit Committee and the administrative responsibility of the President/CEO. These relationships ensure the independence of auditors and the adequate consideration of audit findings and recommendations.
2. **Objectivity:** Internal audit personnel will not be responsible for developing or implementing procedures, preparing records, or engaging in any activity which they would normally review and appraise and which could reasonably be construed as compromising their independence. In this regard, auditors are not to be used as auxiliary line accounting, finance or information systems staff.

C. Authority and Responsibility

1. In carrying out their duties, Internal Audit is authorized to have full, free, and unrestricted access to all records, properties, systems, and personnel relevant to the subject areas reviewed. Internal Audit will have authority to review at periodic intervals any processes, departments, business units or entities. These reviews will provide an assessment of the operational, financial, information technology and compliance controls necessary to minimize the risk of material loss and meet the Hospital's functional objectives.



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2. Internal Audit will have access to review and appraise policies, procedures, plans and any other records necessary to effectively perform their audit responsibilities. Internal Audit is authorized to obtain the necessary assistance of personnel in departments of UH where they perform audits, as well as specialized services from within or outside the organization.
3. The internal audit function is responsible for:
 - a. Providing the Board of Directors Audit Committee and the President/CEO the Internal Audit Charter as well as their plans, activities, staffing and organizational structure.
 - b. Providing assessments for the area under review on the adequacy and effectiveness of processes for controlling its activities and managing its risks to ensure controls are effective and functioning as intended.
 - c. Informing and advising the Audit Committee and management of all audit findings with recommendations for appropriate corrective measures.
 - d. Providing the Audit Committee and senior management with an overall assessment of financial, operational, compliance and information technology controls necessary to minimize the risk of material loss and meet the Hospital's functional objectives.
 - e. Conducting follow-up reviews to ensure satisfactory actions are taken by management to resolve significant audit findings.
 - f. Notifying executive management and the Audit Committee of the results of investigations of significant suspected fraudulent activities requested by management and/or the Audit Committee.
 - g. Providing periodic updates to the Audit Committee on the status of engagements contained in the annual audit plan, including any findings warranting the attention of the Audit Committee.
 - h. Coordinating Internal Audit activities with other control and monitoring functions (Compliance & Ethics, Risk Management, Security, Legal, and External Audit firm) to best achieve the objectives of UH.
 - i. Maintaining a professional audit staff with sufficient knowledge, skills, experience, training and professional certifications to meet the requirements of this policy. Periodically assess the overall effectiveness of the department training program.



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- j. Keeping the Audit Committee informed of emerging trends and best practices in internal auditing.

D. Scope and Objectives

The scope of Internal Audit is to determine whether the Hospital's activities of risk management, control, and governance processes, as designed and represented by management, are adequate and functioning in a manner that ensures:

- Risks are appropriately identified and managed by management through an effective internal controls environment at a reasonable cost.
- Significant financial, mission, managerial and operating information is accurate, reliable and timely.
- Employee's actions are in compliance with established policies, procedures plans, governmental regulations and contractual obligations in support of the Compliance Program.
- Personnel and the organization are upholding the principles and standards included in the Code of Conduct.
- Resources are acquired economically, used efficiently, and adequately protected in accordance with UH policies and procedures.
- Programs, plans, and objectives are achieved. That quality and continuous improvement are fostered in control processes.
- Significant legislative or regulatory issues impacting the organization are recognized and addressed properly.
- Planning, designing, development, implementation, and operation of major information technology based systems: (a) incorporate adequate controls; (b) thorough systems' testing is performed at the appropriate stage; (c) retain complete and accurate documentation; and (d) meet the needs of the user organizations. Internal Audit should be notified when operational and technology departments are planning to make changes to applications and systems that affect or ultimately affect data that is used in financial reporting and clinical application systems.

E. Management Support



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Internal Audit has neither direct responsibility, nor authority over the operations or activities that are reviewed. Thus, Internal Audit review and appraisal does not relieve management of their assigned responsibilities. Internal Audit does not make operating decisions, and does not have the authority to direct activities, including implementation of corrective actions. These activities and tasks remain the responsibility of appropriate operating management.

President