



UNIVERSITY HOSPITAL

Newark, New Jersey

Meeting of the
University Hospital Board of Directors

PUBLIC SESSION MEETING
January 26, 2016
8:30 a.m.

Rutgers New Jersey Medical School / University Hospital
Cancer Center
205 So. Orange Avenue, Board Room B-1120
Newark, New Jersey

Present – University Hospital (“UH”) Board of Directors: Hon. Donald T. DiFrancesco, *Chair*; James M. Orsini, MD, *Vice-Chair*; William D. Cassidy, III, PhD.; *Secretary*; Robert L. Barchi, MD, PhD; David H. Brody, MD; Annette Catino, MBA; Cecile Feldman, DMD, MBA; Tanya L. Freeman, Esq.; Robert L. Johnson, MD, FAAP and Brian L. Strom, MD, MPH

Excused – University Hospital (“UH”) Board of Directors: Keith H. Green

Via Conference Call - Amy Herbold, *Authorities Unit Office of the Governor*

Present – UH Leadership and Staff: Nancy Hamstra, *Interim President & Chief Executive Officer*; Suzanne Atkin, MD, *Chief Medical Officer*; Thomas Daly, *Chief Financial Officer*; Jerry Garcia, *Chief Human Resources Officer*; Carl Kirton, *Chief Nursing Officer*; Mary Jo Lopez, *Executive Director*; Paul Matey, *Senior Vice President & General Counsel*; John Ras, *Interim Chief Compliance & Privacy Officer*; Richard Tunnell, *Chief Information Officer* and Tammy Robinson, *Special Assistant*

Minutes

Chairman DiFrancesco read from the Open Public Meetings Act:

The notice requirements of the Senator Byron M. Baer Open Public Meetings Act and the New Jersey Medical and Health Sciences Restructuring Act have been satisfied. Notice of this meeting was timely sent to various newspapers in the State of New Jersey and was also timely posted on the website of University Hospital.

A roll call was conducted by Ms. Lopez:

Hon. Donald T. DiFrancesco	Present
Robert L. Barchi, MD, PhD	Present
David H. Brody, MD	Present
William D. Cassidy, III, PhD	Present
Annette Catino, MBA	Present
Cecile Feldman, DMD, MBA	Present
Tanya L. Freeman, Esq.	Present
Keith Green	Excused
Robert L. Johnson, MD, FAAP	Present
James M. Orsini, MD	Present
Brian L. Strom, MD, MPH	Present

With a quorum of members present, Chairman DiFrancesco called the meeting to order at 8:45 a.m.

Approval of Meeting Minutes

Dr. Sambol asked that the minutes reflect his attendance at the November 10th Board of Directors meeting. Chairman DiFrancesco accepted a motion from Dr. Barchi to approve the corrected minutes of November 10, 2015; the motion was seconded by Ms. Catino and approved unanimously.

Chairman's Report

Chairman DiFrancesco reported that Mr. John Kastanis, FACHE will begin his position as President and CEO of University Hospital on Monday, February 29.

Interim President and CEO Report

Nancy Hamstra provided a brief report regarding the following:

- Reported on the tremendous efforts of the UH staff during the recent snow storm. In particular she commended the staff of the emergency management, hospital operations and the clinical staff for braving the storm and ensuring patient safety and quality of care;
- Introduced Carl Kirton, RN, DNP, MBA the new Chief Nursing Officer for UH;
- Announced the transfer of EMS service in Camden was completed seamlessly;
- Provided an update regarding the negotiations with Rutgers Cancer Institute of New Jersey (“CINJ”) to establish a nationally designated cancer care at UH;
- Announced the upgrade of CT technology was completed in December and the

- medical staff has access to 128 Slice and 64 Slice CT Scanners;
- Advised that fourteen (14) surveyors from the Center for Disease Control (“CDC”) and NJ Department of Health (“DOH”) toured the UH Emergency Treatment Area (“ETA”) and reviewed policies, protocols, operational plans and training programs. Ms. Hamstra advised that UH received “excellent” ratings for each domain;
- UH was invited to join the National Electronic Injury Surveillance System (“NEISS”), a safety program to collect data and monitor consumer products;
- Information Services Technology (“IST”) successfully implemented Epic Beaker Clinical Laboratory System. This represents the last major implementation of the clinical systems for Epic;
- UH conducted its First Annual “Healthy Heart Program Award Ceremony” for fourteen patients who participated in the heart health program; and
- During the holiday season, UH displayed its spirit of giving by participating in Operation North Pole sponsored by United Airlines, served food and gave gifts at the United Community Shelter, and participated in the Salvation Army Adopt an Angel program.

In response to an inquiry by Dean Johnson regarding the status of the Emergency Treatment Area (“ETA”), Ms. Hamstra stated that due to the hospital’s proximity to an international airport, the ETA would remain in place, particularly with its assessment designation from the CDC. The ETA is located in an area that is optimal for attending to infectious or highly transmittable diseases without affecting patient safety in the hospital. Dr. Johnson noted that this program should have its own budget. Ms. Hamstra responded that UH receives funding to support and sustain the operation.

Committee Reports and Action Items

- **Report of the Compensation Committee – Chairman DiFrancesco**

With the absence of Mr. Green, Chairman DiFrancesco reported there was no Committee Report.

- **Report of the Finance, Investment, Administration and Audit Committee (“FIAA”) – Chair, Ms. Annette Catino**

Upon recommendation of the FIAA Committee, Ms. Catino presented the Committee meeting minutes of October 26, 2015, November 23, 2015 and December 21, 2015 for approval, and the Board accepted the meeting minutes unanimously.

Upon recommendation of the FIAA Committee, Ms. Catino requested that the Board review and accept the Preliminary Financial Statements for October 2015, November 2015 and December 2015. The Board approved the financial statements unanimously.

Ms. Catino reported the successful closing of revenue and refunding bonds. Dr. Barchi

inquired as to the rating UH received for the bonds. Ms. Catino reported that the rating without insurance was BBB, but with the purchase of the insurance the rating by Moody's was A- and Standard and Poor's was AA. Dr. Cassidy commended the senior leadership team for the excellent job they did in presenting the mission and scope of the hospital to the rating agencies.

Upon recommendation of FIAA Committee and the Governance, Ethics and Legal ("GEL") Committee, serving as the Executive Committee for the Board, Ms. Catino requested that the Board approve and adopt the following resolutions:

- Resolution No. 2015-1221-28 authorizing a purchasing waiver for Ellucian Services to administer the UH Banner Migration
- Resolution No. 2015-1221-30 authorizing the sale of land, building and equipment in Camden, NJ to Cooper Medical Center

The Board approved and adopted the resolutions unanimously.

Ms. Catino further reported that UH, in collaboration with Rutgers University, applied for \$60 million in funding from the New Jersey Energy Resilience Bank to reinvest in the hospital's cogeneration plant. Upgrades to the plant would provide lower energy costs and an alternate source of sustainable energy. In addition, UH would purchase four (4) generators to support the upgraded energy plant.

Upon recommendation of the FIAA Committee, Ms. Catino requested that the Board approve and adopt the following resolutions:

- Resolution No. 2015-0121-29 authorizing a purchasing waiver for capital planning and project management services to upgrade the emergency power system; and
- Resolution No. 2015-0121-32 authorizing a purchasing waiver for 340B outpatient services with Shields Pharmacy Services.

The Board approved and adopted the resolutions unanimously.

Ms. Catino reported that the FIAA Committee reviewed and approved the KPMG management letter and the KPMG Audited Financial Statement for FY 2015. The FIAA Committee recommended approval of the management letter and audited financial statement for 2015 to the GEL Committee, serving as Executive Committee of the Board of Directors.

Ms. Catino shared with the Board that the FIAA Committee reviewed the results of four (4) compliance audits: (1) internal audit of the University Hospital Auxiliary; (2) internal audit of the completeness of the UH focus arrangements database; (3) compliance outpatient evaluation and management codes billed at new-patient rate; and (4) compliance audit for the Unit 1 Dental Clinic.

- **Report of the Governance, Ethics and Legal (“GEL”) Committee** – Chair, Ms. Tanya Freeman, Esq.

Upon recommendation of the Governance, Ethics and Legal Committee serving as the Executive Committee, Ms. Freeman requested that the Board approve the following:

- KPMG Audited UH Financial Statement for FY 2015;
- Resolution No. 2015-1221-28 authorizing a purchasing waiver for Ellucian Services to administer the UH Banner Migration;
- Resolution No. 2015-1221-30 authorizing the sale of land, building and equipment in Camden, NJ to Cooper Medical Center; and
- Resolution No. 201-0121-31 ratify and adopt employment agreement for President and CEO

The Board accepted and approved the resolutions unanimously.

- **Report of the Medical Liaison Committee (“ML”) – Chair, Dr. James Orsini**

Upon recommendation of the Medical Liaison Committee, Dr. Orsini requested approval of the following:

- Minutes of the Medical Liaison Committee of October 26, 2015
- Minutes of the Medical Liaison Committee of November 23, 2015

The Board accepted and approved the ML Committee minutes unanimously.

Upon recommendation of the Medical Liaison Committee, Dr. Orsini requested approval of the following:

- Minutes of the Medical Executive Committee of October 27, 2015
- Minutes of the Credential Committee of September 21, 2015
- Minutes of the Credentials Committee of October 12, 2015
- Minutes of the Credentials Committee of November 9, 2015
- Minutes of the Credentials Committee of December 21, 2015
- Action Items for the Credential Committee of October 12, 2015
- Action Items for the Credential Committee of November 22, 2015
- Action Items for the Credential Committee of December 21, 2015
- Action Items for the Credential Committee of January 19, 2016
- Reappointments of the Medical Staff from April 1, 2016 through March 31, 2018
- Revised Delineation of Privileges for Orthopaedics

The Board accepted and approved the minutes and action items unanimously.

- **Report of the Quality of Care Committee (“QOC”) – Chair, Dr. David Brody**

Upon recommendation of the QOC Committee, Dr. Brody requested approval of the following QOC meeting minutes:

- Minutes of the Quality of Care Committee of October 26, 2015
- Minutes of the Quality of Care Committee of November 23, 2015

The Board accepted and approved the QOC Committee minutes unanimously.

Dr. Brody briefly discussed the Quality Measure dashboard that provides quality metrics and advised the Board that there was limited claims data available the last quarter of 2015. He shared with the Board that the Quality data analysts had reported that with the conversion of billing coding from ICD-9 to ICD-10 in October 2015 there was a backlog of processed claims. Ms. Catino advised that the FIAA Committee would investigate and provide an update at the next FIAA and QOC committee meetings. Dr. Barchi requested that the full Board be appraised of the claims processing issues at the next Board meeting. Dr. Orsini inquired whether the Barnabas consultants could assist as they have deployed coding teams at other member hospitals and were able to significantly reduce the claims backlog. Mr. Daly stated that he would like to deliver the coding plan to the Board prior to determining whether assistance by Barnabas is needed. Dr. Brody and Ms. Catino agreed to meet following the Board meeting to establish a preliminary plan of action.

Upon recommendation of the QOC Committee, Dr. Brody requested approval of the following:

- Minutes of the Quality Council Committee of July 30, 2015
- Minutes of the Quality Council Committee of September 30, 2015
- Minutes of the Quality Council Committee of November 2, 2015
- Minutes of the Patient Safety Committee of October 14, 2015
- Minutes of the Patient Safety Committee of November 11, 2015

The Board accepted and approved the Quality of Council and Patient Safety Committee minutes unanimously.

Dr. Brody provided an update on the hospital’s Leapfrog scores that remain at a “C” level. Dr. Sambol suggested that a Leapfrog Specialist may be retained by the hospital to help provide assistance in preparing responses for some of the more ambiguous questions. The Leapfrog Survey is completed twice a year.

- **Report of the Strategic Planning (“SP”) Committee – Chair, Dr. William Cassidy**

SP Chair, Dr. William Cassidy reported there was no Committee Report.

Organizational Matters

- **Board Committee Assignments**

Chairman DiFrancesco announced that Dr. Strom had accepted an assignment to the Strategic Planning Committee and Ms. Annette Catino was no longer assigned to Strategic Planning.

- **Appointment Secretary of the Board**

Chairman Di Francesco accepted a motion from Dean Feldman to appoint Paul Matey as Secretary of the Board. The motion was seconded by Ms. Catino and approved unanimously by the Board.

Public Comment

The Chairman stated that all business of the UH Board of Directors was completed and was open for public comment. There were no requests for public comment.

Executive Session

Chairman DiFrancesco read the Resolution to convene the Board into Executive Session at 9:32 a.m.:

BE IT RESOLVED, that the Board will meet in executive session on this date, January 26, 2016 to review matters falling within the attorney-client privilege and such other matters as may be discussed in executive session, in accordance with N.J.S.A. 10:4-12.

BE IT FURTHER RESOLVED that any necessary action will be taken at the earliest possible public meeting of the Board, and that each of these matters shall be made public when they have been resolved and/or concluded.

The Executive Session of the UH Board of Directors meeting convened at 9:32 a.m. and adjourned 9:57 a.m.

The public session of the UH Board of Directors meeting reconvened at 9:58 a.m. There being no further business, the meeting of the UH-Board of Directors Meeting adjourned at 9:59 a.m.

The next full meeting of the UH-Board of Directors is scheduled for Tuesday, March 15, 2016 at 8:30 AM in the Rutgers New Jersey Medical School/University Hospital Cancer Center located at 205 South Orange Avenue, B Level - Room 1120, Newark, New Jersey.