



Meeting of the
University Hospital Board of Directors

PUBLIC SESSION MEETING

November 13, 2014

The Cancer Center
205 South Orange Avenue, B- Level, Room
B1120, Newark, New Jersey

Present – University Hospital (“UH”) Board of Directors: Hon. Donald T. DiFrancesco, *Chair*; James M. Orsini, M.D., *Vice-Chair*; William D. Cassidy, III, Ph.D; *Secretary*, Robert L. Barchi, M.D., PhD(telephone); David H. Brody, M.D.; Tanya L. Freeman, Esq.; Keith Green, and Brian L. Strom, M.D., MPH

Excused– University Hospital (“UH”) Board of Directors: Cecile A. Feldman, D.M.D., MBA; and Robert L. Johnson, M.D., FAAP

Present - UH Leadership: James R. Gonzalez, MPH, FACHE, *President & Chief Executive Officer*; Suzanne Atkin, M.D., *Chief Medical Officer*; Vincent Barba, M.D., *Chief Quality Officer*; Thomas Daly, *Chief Financial Officer*; Nancy Hamstra, *Chief Operating Officer & Secretary*; Mary Jo Lopez, *Chief of Staff*; Susan Palma, *Interim Chief Nursing Officer*; John Ras, *Interim Chief Compliance & Privacy Officer*; and Paul Wermuth, Esq., *General Counsel*

Present - UH Board Office Staff: Simone Bellamy, *Special Assistant* and Tammy Robinson, *Special Assistant*

Present - Guests: Regina Egea, Chief of Staff, Office of the Governor - State of New Jersey

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 special 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. Bellamy:

Hon. Donald T. DiFrancesco - *Present*
Robert L. Barchi, M.D., PhD- *Present*
David H. Brody, M.D. – *Present*
William D. Cassidy, III, Ph.D- *Present*
Tanya L. Freeman, Esq. - *Present*
Keith Green - *Present*
James M. Orsini, M.D. - *Present*
Brian L. Strom, M.D., MPH- *Present*

Call to Order

With a quorum of members present, Chairman DiFrancesco called the meeting to order at 8:34a.m.

The Chairman publically welcomed Ms. Tanya Freeman, the Board’s newest member and thanked all members who were in attendance.

Approval of Meeting Minutes

The Board unanimously approved the minutes of the September 16, 2014, UH Board of Directors Public Session meeting.

Upon recommendation, and pursuant to the requirements of The Joint Commission, the Board approved the following:

- Credentials Committee Action Items - September 8, 2014 and October 13, 2014
- Credentials Committee Minutes – July 14, 2014 and September 8, 2014
- Reappointment Roster for January 01, 2015 – December 31, 2016
- MEC Minutes – July 22, 2014 and September 23, 2014

Chairman’s Report

The Chairman introduced the UH Board of Directors, Schedule of Meetings for 2015, and the list of Board committee assignments. Members accepted the schedule and Board assignments.

President & CEO's Report

Mr. Gonzalez reported:

- Based on an October 2014 review, the NJ Trauma Center at UH was granted three-year verification by the American Colleges of Surgeons. The reviewers acknowledged the Hospital's key strengths, which included overall program support, the exceptional leadership of the trauma center, and well coordinated performance improvements across all departments including EMS. The reviewers also cited a well managed palliative care team, the staffing of a PM & R specialist on the trauma team, and a comprehensive transfusion protocol.
- In September 2014, the five-year time frame of the Corporate Integrity Agreement (CIA) concluded. John Ras, Interim Chief Compliance & Audit Officer and his staff are conducting close-out activities to assure that mandated reviews and follow-up assessments by third party consultants are complete.

Mr. Gonzalez asked Mr. Ras to provide an update to the Board on the progress.

Mr. Ras reported:

- The Independent Review Organization (IRO) Ernst and Young, has completed its review and has provided a draft report that will be presented to the Audit Committee. The IRO reviewed fifty Medicaid and Medicare Inpatient discharges as well as Focus Arrangement Procedures. The claims review resulted in a zero percent error rate, which is consistent with prior years.
- Review of focus arrangements also went well. Ernst and Young made recommendations related to process improvements and policies as well as amending terms in the Master Affiliation Agreement with Rutgers. Management action plans based on these recommendations have been developed. The results of the Compliance Effectiveness Review conducted by an outside compliance expert are expected shortly as well.

Mr. Gonzalez continued his report providing an update on UH's Ebola preparedness activities. The information shared included a detailed overview of the process by which leadership managed the screening, assessment, and care of five individuals transported to UH for possible exposure to the Ebola virus. Mr. Gonzalez outlined the efficiency of the extended treatment area and the level of coordination with the Center for Disease Control, Department of Health and Senior Services, Office of the Governor, New Jersey State Police, and Homeland Security; required of the UH staff during each incidence.

A discussion ensued whereby members inquired of the costs accrued by UH during the management of the Ebola preparedness activities. Mr. Gonzalez stated that expenses are being tracked, a contract re-negotiation with the CDC is underway, and that UH is in the final stages of submitting a grant to the Prudential Foundation to acquire funding for future efforts.

Audit Committee Report

The Board accepted of the minutes of the August 27, 2014 and September 3, 2014, Audit Committee meetings.

The Chairman stated that on October 14, 2014, KPMG provided a status update to the Committee on the audit of the FY2014 financial statements. The Audit Committee will review the draft report from the IRO, Ernst & Young (which covers the fifth and final year of the CIA) during the meeting scheduled on November 13, 2014.

Governance & Ethics Committee Report

The Board accepted of the minutes of the October 14, 2014, Governance & Ethics Committee meeting.

Quality of Care Committee Report

The Chairman stated that the Quality of Care committee is scheduled to meet after the Board proceedings on November 13, 2014, and will provide a report at the next meeting of the UH Board of Directors on January 27, 2015.

Finance Report

Mr. Daly reported:

- The audited financial statements are complete and reflect the financials forecasted during the September 2014, Board of Directors meeting.
- The July and August preliminary results have been finalized. UH is trending better than that which was budgeted in the preliminary results, with both higher revenue and volume as a result of controlling UH's expenses.
- A draft report for the Hospital's first quarter results ending on September 30, 2014, will be shared with the Finance Committee.



Executive Session

The Chairman stated that the UH Board of Directors did not have business which required members to formerly move into executive session. The Chairman motioned for the approval of the minutes of the July 15, 2014, Board of Directors, Executive Session Meeting. Members unanimously approved the meeting minutes.

Public Comment

The Chairman stated that all business of the University Hospital Board of Directors was finished and opened the meeting floor to comments from the public. No request was made. Chairman DiFrancesco emphasized the importance of the Board being made aware of matters important to the community through the public comment received. He publically thanked fellow Board members for volunteering to serve as the governing body works to make the Hospital a better place.

The Chairman adjourned the meeting at 9:05 a.m.

There being no further business, the UH-Board of Directors Meeting was adjourned at 9:05 a.m. The next full meeting of the UH-Board of Directors will be held at 8:30 a.m. on Tuesday, January 27, 2014, Cancer Center, 205 South Orange Avenue, B-Level, Room B1120, Newark, New Jersey.