



UNIVERSITY HOSPITAL
Newark, New Jersey

Special Meeting of the
University Hospital Board of Directors

PUBLIC SESSION MEETING

June 29, 2015

10:30 a.m.

University
Hospital
150 Bergen Street, H Level, Rooms 342 and 349
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*, MD; Annette Catino, MBA; Cecile A. Feldman, DMD, MBA; Tanya L. Freeman, Esq.; Keith Green; Robert L. Johnson, MD, FAAP; Brian L. Strom, MD, MPH (*via telephone*)

Present – Nancy Hamstra, *Interim President & Chief Executive Officer*; Suzanne Atkin, MD, *Chief Medical Officer*; Jill Cooperman, *Associate General Counsel*; Thomas Daly, *Chief Financial Officer*; Mary Jo Lopez, *Executive Director*; 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 – Office of the Governor: John Spinello, *Director, Authorities Unit*

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. Bellamy:

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

Call to Order

With a quorum of members present, Chairman DiFrancesco called the meeting to order at 10:34 a.m.

Chairman's Report

On behalf of the Board of Directors, the Chairman of the Board recognized Mr. James Gonzalez for his services and leadership at University Hospital. Chairman DiFrancesco presented Mr. Gonzalez with a plaque memorializing his efforts on behalf of University Hospital. In addition to the Board's recognition, Congressman Donald Payne, Jr. recognized Mr. Gonzalez's efforts dedicated to the Newark community and presented him with a U.S. flag that was flown over the Capitol Building in Washington, D.C...

In addition, Chairman DiFrancesco presented Mr. Gonzalez with proclamations from county and city elected officials recognizing his years of service, achievements and leadership on behalf of University Hospital. Recognition was also presented by way of:

- Joint Resolution from Senator Ronald Rice, Assemblywoman Cleopatra Tucker and Assemblyman Ralph Caputo
- Commendation from the Essex County Board of Chosen Freeholders
- Proclamation from Mayor Ras Baraka on behalf of the City of Newark
- Resolution from the Newark Municipal Council

Mr. Gonzalez thanked the Board, Congressman Payne, and the many county and city elected officials who acknowledged his dedication and efforts of stewardship of University Hospital. Mr. Gonzalez thanked his staff for their tireless efforts to ensure that every patient always

received the best medical care. He also noted the accomplishments of his leadership team in ensuring the financial stability of the hospital, particularly after the separation from UMDNJ.

Chairman DiFrancesco accepted a motion from Dr. William Cassidy to adopt the resolution appointing William Sumas to the Board of Trustees for The Foundation for University Hospital; the motion was seconded by Dr. James Orsini and approved unanimously.

Interim President and CEO's Report

Ms. Nancy Hamstra reported to the Board that the fourth annual University Hospital Golf Classic on June 4th was a huge success. She expressed that there were a number of physician leaders to thank for the incredible success of the outing and dinner, but she particularly noted the tireless efforts of Dr. Michael Curi and his wife Lisa.

Ms. Hamstra advised the Board that The Joint Commission ("TJC") survey team visited the hospital campus June 11th and 12th to assess our readiness to become a comprehensive stroke center as recognized by TJC. The team that evaluated our programs gave the hospital high marks for the collaboration and multi-disciplinary approach to acute stroke treatment and prevention. Ms. Hamstra advised that hospitals typically go for a primary stroke survey first and then they go for comprehensive certification. The TJC surveyor team was extremely impressed that UH went directly to a comprehensive survey review. The survey team applauded our efforts and the hospital received only five (5) recommendations for improvement. Once the hospital has addressed these recommendations and submitted action plans to TJC, it is anticipated that the hospital will be awarded comprehensive stroke center designation by TJC. The program is currently certified as a Primary Stroke Center and licensed as a Comprehensive Stroke Center by the New Jersey Department of Health ("NJDOH").

Ms. Hamstra reported that the Department of Health ("DOH") completed a two (2) day survey on June 17th and 18th on behalf of the Centers for Medicare & Medicaid Services ("CMS") focusing on patient rights and nursing services. This survey was requested by CMS due to recently reported patient elopement issues involving the walk-out from the Emergency Department by an eighty-year-old woman, and a prisoner patient who escaped from the custody of the Newark Police while receiving medical care at the hospital. Staff has completed detailed 'root cause analyses' for these two (2) patient elopements. We are confident that the corrective actions that we have taken will address all the issues identified in the CMS citations. We are awaiting the results of the CMS survey.

Ms. Hamstra was pleased to announce that University Hospital and staff member Dennis Boos were respectively nominated by NJBIZ as finalists in their *Healthcare Heroes Awards* program. Mr. Boos was a finalist in the *Innovation Hero* category and University Hospital in the

Outstanding Hospital category. Ms. Hamstra noted that these nominations were a very special honor, and we should all be very proud of the recognition.

The senior leadership team has been very active in their negotiation efforts with Rutgers Medical and Dental schools to renegotiate the terms and pricing for the current clinical services agreement and graduate medical education agreement. Everyone on both sides has dedicated countless hours to work through the remaining outstanding issues. Senior leadership hopes to have the remaining terms and pricing finalized for the next Board meeting.

On a final matter, Ms. Hamstra was pleased to announce that The Broadway House completed a five day survey with the NJDOH regarding re-certification. The survey found no deficiencies, and The Broadway House has been re-certified by the NJDOH.

End of the Fiscal Year Matters

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

Ms. Catino presented a resolution to accept and adopt the selection of Morgan Stanley as the senior managing underwriter for the refinancing of the Bonds. In making this recommendation, Ms. Catino referenced a memo to the Board from the Finance, Investments, Administration and Audit Committee that outlines the qualifications and experience of Morgan Stanley for this project. Dr. Cassidy motioned to adopt Resolution #2015- 0629-15 and the motion was approved unanimously.

Ms. Catino presented a resolution to accept and adopt the FY2016 Budget. Dr. William Cassidy motioned to adopt Resolution #2015-0629-14 and the motion was approved unanimously.

Ms. Catino presented a resolution to accept and adopt a purchasing waiver #UH-W16B-018 for the provision of lithotripsy services for the UH Stone Center in the amount of \$1,450,000.00. Dr. Orsini motioned to adopt Resolution #2015-0629-12 and the motion was approved unanimously.

Ms. Catino presented a resolution to accept and adopt a purchasing waiver # UH-W16B-019 for software maintenance provided by Epic, a sole-source provider in the amount of \$1,958,968.00. Dr. Robert Johnson motioned to adopt Resolution #2015-0519-06 and the motion was approved unanimously.

Ms. Catino requested that Mr. Thomas Daly provide a summary of the UH Financial Statements for the eleven months ending May 31, 2015. Ms. Catino also shared that the

FIAA Committee approved the renewal of the insurance program prepared by AON earlier in the day. The renewed insurance policies will be effective July 1, 2015.

Ms. Catino also reported that an Information Security Officer was hired and would begin employment on June 17, 2015.

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

Ms. Tanya Freeman presented the minutes of the May 28, 2015 meeting of the Governance, Ethics and Legal Committee, convening as the Executive Committee of the Board of Directors. Ms. Catino motioned to accept the minutes and the motion was approved unanimously.

Ms. Freeman presented a resolution to appoint Nancy Hamstra to serve as the Interim President and CEO for University Hospital. Dr. Cassidy motioned to accept Resolution #2015-0528-10 and the motion was approved unanimously.

Ms. Freeman presented a resolution to accept and approve Nancy Hamstra and Thomas Daly, as new signatories on the UH Bank accounts. Dr. Johnson motioned to accept Resolution #2015-0528-09 and the motion was approved unanimously.

Ms. Freeman presented a resolution to accept and approve Jill Cooperman to serve as Secretary to the Board. Dr. Orsini motioned to accept Resolution #2015-0528-11 and the motion was approved unanimously.

- **Report of the Medical Liaison Committee** – Chair Dr. James Orsini

Dr. Orsini presented the Credential Committee Action Items of April 13 and May 11, 2015 for approval and adoption. Dr. Johnson motioned to accept the respective Credential Committee Action items and the motion was unanimously approved.

- **Public Comment**

Mr. John Gerow, President of Teamsters Local 97, commented on the ongoing union negotiations with University Hospital. He noted that union employees have worked sixteen months without a new contract, and stated that the financial piece of the negotiations is very important to his members. Mr. Gerow spoke highly of past discussions with UH leadership and he is confident that negotiations will ultimately be resolved amicably.

- **Meeting Adjournment**

There being no further business, the meeting adjourned at 11:14 a.m.