



University Hospital Board of Directors  
Emergency Special Board Meeting

**PUBLIC SESSION**

October 6, 2015

University Hospital  
150 Bergen Street  
Newark, NJ

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

Excused – UH Board of Directors: Robert L. Barchi, MD, Ph.D.

Participating via teleconference – Office of the Governor: John Spinello, Esq., Director - Authorities Unit; Amy Herbold, Esq., Senior Counsel - Authorities Unit

Present – UH Leadership: Paul B. Matey, Esq., Senior Vice President and General Counsel

**Minutes**

A roll call was conducted by Mr. Paul B. Matey, Esq., General Counsel:

Hon. Donald T. DiFrancesco, Esq.	<i>Present via teleconference</i>
Dr. Robert L. Barchi	<i>Excused</i>
Dr. David H. Brody	<i>Present via teleconference</i>
Dr. William D. Cassidy, III	<i>Present via teleconference</i>
Ms. Annette Catino	<i>Present via teleconference</i>
Dr. Cecile A. Feldman	<i>Present via teleconference</i>
Ms. Tanya Freeman, Esq.	<i>Present</i>
Mr. Keith Green	<i>Present via teleconference</i>
Dr. Robert L. Johnson	<i>Present via teleconference</i>
Dr. James M. Orsini	<i>Present via teleconference</i>
Dr. Brian L. Strom	<i>Present via teleconference</i>

In public session, with a quorum of members being present, Chairman DiFrancesco called the meeting to order at 8:32 a.m.

Chairman DiFrancesco requested that Members adopt and approve Resolution #2015-1006-22 requesting an emergency special Board meeting and publically recited a segment of the Public Meetings Law which addresses the requirements for an emergency special Board meeting:

*“Pursuant to NJS.A. 10:4-9, Resolution #2015-1006-22 is being presented to convene an emergency special Board meeting of the UH Board of Directors to update the bylaws of the Broadway House and employment for James R. Gonzalez. Both issues constitute urgent matters of importance that must be considered without delay in order to avoid substantial harm to the public’s trust in the charitable mission of service to the community performed by both University Hospital and the Broadway House.”*

A roll call was conducted by Mr. Matey.

Hon. Donald T. DiFrancesco, Esq.	Yes
Dr. David H. Brody	Yes
Dr. William D. Cassidy, III	Yes
Ms. Annette Catino	Yes
Dr. Cecile A. Feldman	Yes
Ms. Tanya Freeman, Esq.	Yes
Mr. Keith Green	Yes
Dr. Robert L. Johnson	Yes
Dr. James M. Orsini	Yes
Dr. Brian L. Strom	Yes

The resolution was adopted 10-0.

#### **Executive Session**

Chairman DiFrancesco announced by Resolution that the UH Board of Directors would convene in Executive Session:

*“Be It Resolved, that the Board will meet in Executive session on this date, October 6, 2015 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 convened at 8:33am and adjourned at 8.56am.

The public session of the Emergency Special Meeting of the Board of Directors reconvened at 8:57am.

Chairman DiFrancesco noted that the Board was advised that the bylaws of the Newark AIDS, Consortium, Inc., known as Broadway House, are outdated and possibly inconsistent with the bylaws of University Hospital, and other provisions of New Jersey law. As having outdated bylaws may hamper the proper functions of Broadway House, the Board felt it in the best interest of Broadway House to revise the bylaws to ensure proper functioning of Broadway House.

Chairman DiFrancesco introduced and summarized Resolution #2015-1006-23 to amend and restate the bylaws of Broadway House. The Chairman motioned for approval.

A motion was made to adopt Resolution #2015-1006-23; the motion was duly seconded and unanimously approved.

The Board was also advised that Broadway House, in order to ensure the engagement of a manager necessary to support its mission wishes to employ Mr. James R. Gonzalez. Previously, Mr. Gonzalez served as President and CEO of University Hospital and assisted in the restructuring of University Hospital, as well as the management of Broadway House. For that reason, it is the interest of the Board to ensure that both University Hospital, and Broadway House, remain able to employ Mr. Gonzalez.

Chairman DiFrancesco introduced and summarized Resolution #2015-1006-24 to authorize the Governance, Ethics and Legal ("GEL") of the UH Board of Directors to complete negotiations to retain James R. Gonzalez as a Special Advisor to the President of University Hospital, and the Interim President and CEO of University Hospital is authorized and directed to execute the final agreement as approved by GEL.

A motion was made to adopt Resolution #2015-1006-24; the motion was duly seconded and unanimously approved.

As the sole member of Broadway House, the Members of the UH Board of Directors are empowered to request a special meeting of the Board of Trustees of Broadway House to discuss terms which would permit Mr. Gonzalez to render services to Broadway House.

Chairman DiFrancesco introduced and summarized Resolution #2015-1006-25 whereby the Board of Trustees of Broadway House is requested to hold a special meeting on Thursday, October 8, 2015 to consider the proposed engagement of James R. Gonzalez by Broadway House.

A motion was made to adopt Resolution #2015-1006-25; the motion was duly seconded and unanimously approved.

There being no further business, Chairman DiFrancesco accepted a motion to adjourn the emergency special Board meeting of the UH Board of Directors. By unanimous vote, the meeting adjourned at 8.59am.