

**BYLAWS
OF
UNIVERSITY HOSPITAL
COMMUNITY OVERSIGHT BOARD**

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**ARTICLE I
MISSION STATEMENT**

In accordance with the provisions of Public Law 2012, c. 45, the New Jersey Medical and Health Sciences Education and Restructuring Act (hereinafter the “Act”), the purpose of the University Hospital Community Oversight Board shall be to ensure that the mission of University Hospital and the intent of the “Agreements Reached Between Community and Government Negotiators Regarding New Jersey College of Medicine and Dentistry and Related Matters of April 30, 1968” to provide a comprehensive health program to the community in the City of Newark, including, but not limited to, ensuring access to all essential health care services provided by the hospital, are upheld.

**ARTICLE II
BOARD OF DIRECTORS**

1. **MEMBERS**

In accordance with the Act, the Community Oversight Board (hereinafter the “Board”) shall have Nine (9) members (each hereinafter a “Member”) who shall be, or are appointed, as follows:

- a. The President of Rutgers, The State University (serving *ex officio*);
- b. The Chief Executive Officer of the Hospital (serving *ex officio*);
- c. The Chief Financial Officer of the Hospital (serving *ex officio*);
- d. The Chief Medical Officer of the Hospital (serving *ex officio*);
- e. Five (5) public members:
 - i. Two (2) individuals representing organized labor, one appointed by the head of the largest union affiliated with the AFL-CIO that represents employees of the Hospital, and one appointed by the head of the largest union that is not affiliated with the AFL-CIO that represents employees of the Hospital;
 - ii. One (1) individual who is a resident of the City of Newark, New Jersey, appointed by the Governor of the State of New Jersey with the advice and consent of the State Senate;

- iii. One (1) individual who is a resident of the City of Newark, New Jersey, appointed by the President of the State Senate; and
- iv. One (1) individual, appointed by the Speaker of the State General Assembly.

All Members, including all Members who serve by virtue of their offices (i.e., *ex officio* members) shall have one (1) vote on all matters presented to the Board for consideration.

2. TERM

The public Members of the Board shall serve five-year terms, provided however, that with respect to the public Members first appointed, the Member appointed by the head of the largest union affiliated with the AFL-CIO that represents employees of the Hospital shall have a term of five (5) years, the Member appointed by the head of the largest union that is not affiliated with the AFL-CIO that represents employees of the Hospital shall have a term of five (5) years, the Member appointed by President of the State Senate shall have a term of five (5) years, the Member appointed by the Speaker of the State General Assembly shall have a term of three (3) years, and the Member appointed by the Governor with the advice and consent of the State Senate shall have a term of two (2) years.

3. VACANCIES

Any vacancies in the membership of the Board occurring other than by natural expiration of a Member's term shall be filled in the same manner as the original appointment, *provided however*, that such replacement shall serve only for the remaining balance of the term of the Member whose resignation or departure created the vacancy.

4. APPOINTMENT OF BOARD ROLES

The Members shall designate one of the Members as Chairperson of the Board and may designate another Member as the Vice-Chairperson. The Chairperson shall appoint a Secretary who need not be a Member.

5. MEETINGS

a. First Meeting

The Board shall organize and hold its first meeting as soon as possible following the appointment of its Members.

b. Regular Meetings

- i. Regular bi-annual 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.

- ii. No notice shall be required of any regular meeting of the Board and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board shall fix or change the time or place of any regular meeting when such time and place was fixed before such change, notice of such action shall be given to each Member who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in these Bylaws with respect to special meetings, unless such notice shall be waived in the manner set forth in these Bylaws.

c. Special Meetings

- i. Special meetings of the Board shall be held at such time and place as may be specified in the respective notices or waivers of notice thereof. Such notices or waivers of notice thereof shall also specify the business to be brought before such special meeting and no business other than that specified in such notice shall be transacted.
- ii. Special meetings shall be called by the Chairperson if requested by not fewer than three (3) Members.
- iii. Written notice of special meetings shall be mailed directly to each Member, addressed to him or her at his or her residence or usual place of business, or shall be delivered to him or her personally, or given to him or her orally at least five (5) days before the day on which the special meeting is to be held.
- iv. Notice of any special meeting shall not be required to be given to any Member who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him or her, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

d. Quorum

- i. A majority of the Members appointed as of the day of any regular or special meeting shall constitute a quorum and shall be necessary to conduct the business of the Board.
- ii. A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists.
- iii. All Members may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all

persons participating in the meeting, including the public when required, to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

e. Executive Session

- i. At any regular or special meeting of the Board, the Members may, by resolution, close the meeting to the public to meet in executive session as authorized by the Senator Byron M. Baer Open Public Meetings Act, N.J.S.A. 10:4-6 *et seq.* (hereinafter the “OPMA”).
- ii. Any resolution to meet in executive sessions shall state as precisely as possible the time or circumstances under which the discussions conducted in executive sessions can be disclosed to the public. Minutes of executive sessions shall be taken and shall be disclosed to the public when deemed appropriate by the Board.

f. Action of the Board

Any action approved by a majority of all of the Members at any meeting of the Board at which a quorum is present shall be the act of the Board.

g. Rules of Order

The Board may make such rules and regulations covering its meetings as it may, in its reasonable discretion, determine to be necessary.

h. Notice.

- i. No later than January 10th of every year, the Board shall publish a schedule of its regular meetings to be held by the Board during the year. Said schedule shall be posted and made available to the public in accordance with the OPMA.
- ii. Notice of special meetings shall be posted and made available to the public in accordance with the terms of the OPMA.

6. APPOINTMENT OF COMMITTEES

The Board shall have the power to appoint and regulate the duties, functions, powers and procedures of committees, standing or special, from among the Members. The Board shall have the power to establish any and all committees which it deems appropriate to carry out its duties and obligations. The bylaws, rules, and regulations of all such bodies shall be subject to approval by the Board. Any authority delegated by the Board to such bodies shall be subject to the Board’s right to rescind any such delegation at any time.

7. COMPENSATION

Members of the Board shall not receive compensation for their services. Notwithstanding the foregoing, each Member shall be reimbursed for his or her actual expenses incurred in the performance of his or her duties as a Member.

8. DUTIES AND POWERS

- a. As required by Section 149 of the Act, for a period of five (5) years commencing on July 1, 2013, the Board shall review all plans that could, or are intended to, make substantive changes that will result in the diminution, deterioration, or reduction to essential health care services currently provided by the Hospital to the community of the City of Newark, New Jersey (including, but not limited to, emergency, pediatric, surgical, family health, outpatient ambulatory diagnostic treatment and clinical services, cancer treatment services, and all services essential to maintaining “level one” trauma status.
- b. As required by Section 18 of the Act, the Board shall review any contract proposed to be entered into by the Hospital with a nonprofit corporation to operate and manage, or to assist in the operation and management of, the Hospital.
- c. As required by Section 17 of the Act, for a period of five (5) years following a sale of the Hospital, the Board shall review all plans that could, or are intended to, make substantive changes to the essential health care services provided by the Hospital to the community of the City of Newark, New Jersey.

ARTICLE III
CHANGES TO THE BYLAWS

1. AMENDMENT AND REPEAL

The Bylaws may be altered, amended, or repealed at any meeting of the Board by the affirmative vote of a majority of the Board, after written notice of such intention is provided by the Secretary to each Member at least five (5) days prior to the meeting.

2. SUSPENSION

Any provision of these Bylaws (or these Bylaws in their entirety) may be suspended by the unanimous consent of the Members at any duly constituted meeting of the Board.