



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL AUTHORIZING THE PROCUREMENT OF CERTAIN GOODS, MATERIALS AND SERVICES

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey (the "State"), pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's board of directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission and to: (1) direct and control expenditures of Hospital funds; (2) borrow money; (3) enter into contracts with the State or federal government, or any individual, firm or corporation; (4) solicit and accept grant moneys; (5) acquire, own, lease, dispose or, use, and operate property; (6) sue and be sued; (7) enter into a contract or other agreement with a nonprofit corporation operating one or more hospitals in New Jersey to operate and manage or assist in the operation and management of the Hospital; and (8) hire, fire, and fix salaries for all employees of the Hospital; and

WHEREAS, in accordance with the Hospital's bylaws (the "Bylaws") (as amended by Resolution 2018-0620-58 adopted June 26, 2018), pursuant to Resolution 2013-0701-11 adopted July 1, 2013, the Hospital approved several policies, as appended thereto, including those certain policies entitled, *Purchasing Process* and *Waiver of Bids* (singly and collectively referred to hereinafter as the "Procurement Policy"); and

WHEREAS, pursuant to Resolution 2017-1121-54 adopted November 21, 2017 in accordance with the Bylaws, the Hospital adopted that certain revised *Signature Authorization and Delegation of Authority for Hospital Contracts and Other Agreements* (referred to hereinafter as the "Delegation of Authority Policy"); and

WHEREAS, in accordance with the Procurement Policy and the Delegation of Authority Policy, the Board is required to review and approve certain purchases of goods, materials and services in excess of \$1.0 million; and

WHEREAS, the Hospital intends to approve the purchase of: (i) certain consumables utilized by the Cardiac Catheterization Department in the amount of \$750,000 (which is in addition to prior approved procurements in the amount of \$879,331 for an aggregate total of \$1,629,331), as more fully detailed in the Request for Waiver of Public Bid Number W19-101SS (attached hereto and made a part hereof as Exhibit A-1),

and (ii) application software licenses, maintenance and support, and infrastructure migration and remote hosting services in the amount of \$3,913,140, as more fully detailed in Request for Waiver of Public Bid Number W20-056 (attached hereto and made a part hereof as Exhibit A-2); and

WHEREAS, the Hospital's Finance, Investment and Administration Committee has reviewed the proposed action and recommends approval;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital

1. The above recitals are incorporated herein by this reference.
2. Purchases W19-101SS and W20-056 are hereby approved in accordance with the Procurement Policy.
3. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to effectuate the purchases approved herein.
4. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2019-0917-82 is a true copy of actions duly adopted by University Hospital as of the date hereof.

Resolution Adopted: September 26, 2019



Mary K. E. Maples, Esq., Corporate Secretary



RESOLUTION OF UNIVERSITY HOSPITAL REVISING POLICIES PERTAINING TO PROCURMENT OF GOODS, MATERIALS AND SERVICES, AND DELEGATION OF AUTHORITY TO CONTRACT ON BEHALF OF THE HOSPITAL

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey (the "State"), pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's board of directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission and to: (1) direct and control expenditures of Hospital funds; (2) borrow money; (3) enter into contracts with the State or federal government, or any individual, firm or corporation; (4) solicit and accept grant moneys; (5) acquire, own, lease, dispose or, use, and operate property; (6) sue and be sued; (7) enter into a contract or other agreement with a nonprofit corporation operating one or more hospitals in New Jersey to operate and manage or assist in the operation and management of the Hospital; and (8) hire, fire, and fix salaries for all employees of the Hospital; and

WHEREAS, in accordance with the Hospital's bylaws (the "Bylaws") (as amended by Resolution 2018-0620-58 adopted June 26, 2018), pursuant to Resolution 2013-0701-11 adopted July 1, 2013, the Hospital approved several policies, as appended thereto, including those certain policies entitled, *Purchasing Process* and *Waiver of Bids* (singly and collectively referred to hereinafter as the "Procurement Policy"); and

WHEREAS, pursuant to Resolution 2017-1121-54 adopted November 21, 2017 in accordance with the Bylaws, the Hospital adopted that certain revised *Signature Authorization and Delegation of Authority for Hospital Contracts and Other Agreements* (referred to hereinafter as the "Delegation of Authority Policy"); and

WHEREAS, the Hospital intends to amend, restate and combine the Procurement Policy and the Delegation of Authority Policy with the goal of facilitating more timely procurement of goods, materials and services, and the requisite approvals therefor, consistent with applicable federal and State laws and regulations and the Hospital's Code of Conduct; and

WHEREAS, the Hospital further intends to examine its supply chain management system to identify opportunities to streamline and bring more efficiency to its procurement processes, including identifying potential automation of procedures currently managed manually; and

WHEREAS, assessment of the supply chain management system and the roll out of the Amended and Restated Policy (as defined below) will likely occur over a period of months, require revisions to existing standard operating procedures and training of affected personnel, and further require engagement of professional services to facilitate timely implementation; and



UNIVERSITY HOSPITAL

Newark, New Jersey

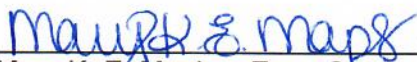
WHEREAS, the Hospital's Finance, Investment and Administration Committee has reviewed the proposed action and recommends approval;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital

1. The above recitals are incorporated herein by this reference.
2. The Procurement Policy and Delegation of Authority Policy are hereby amended and restated by the policy attached hereto and made a part hereof as Exhibit "A" (the "Amended and Restated Policy").
3. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to implement the Amended and Restated Policy, including dissemination and training of revised standard operating procedures, and engagement of professional consultancy resources, consistent with this Resolution (including the Amended and Restated Policy) and the Code of Conduct. The Procurement Policy and Delegation of Authority Policy will remain in effect pending the complete roll-out of the Amended and Restated Policy, however, the President and Chief Executive Officer, in consultation with the Chief Financial Officer and the Chief Legal Officer, may implement aspects of the Amended and Restated Policy, in a phased approach, to address particular needs of the Hospital and to otherwise serve the public interest.
4. The President and Chief Executive Officer shall periodically report to the Board of Directors the status of the roll out of the Amended and Restated Policy.
5. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2019-0917-83 is a true copy of actions duly adopted by University Hospital as of the date hereof.

Resolution Adopted: September 26, 2019



Mary K. E. Maples, Esq., Corporate Secretary



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL APPROVING ITS ANNUAL PUBLIC MEETING SCHEDULE FOR JANUARY – DECEMBER 2020

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey (the "State"), pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq., requires that the Hospital annually give notice of its schedule of regular public meetings to be held during the succeeding year by posting, mailing to newspapers, and giving notice to certain persons requesting such notice;

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital

1. The above recitals are incorporated herein by this reference.
2. The schedule appended hereto shall represent the Annual Schedule of Regular Public Meetings for the Hospital for January through December 2020.
3. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2019-0926-84 is a true copy of actions duly adopted by University Hospital as of the date hereof.

Resolution Adopted: September 26, 2019

Mary K. E. Maples, Esq., Corporate Secretary



UNIVERSITY HOSPITAL

Newark, New Jersey

Annual Meeting Notice

In accordance with the Open Public Meetings Act, N.J.S.A. 10:4-6, et seq., University Hospital's Board of Directors will hold regular meetings, open to the public, on the following dates and times for calendar year 2020:

January 30, 2020	10:00 a.m.
March 26, 2020	10:00 a.m.
May 27, 2020	6:00 p.m.
June 25, 2020	10:00 a.m.
September 24, 2020 – Annual Meeting	10:00 a.m.
November 19, 2020	10:00 a.m.

The above-listed meetings of University Hospital's Board of Directors will be held at the Rutgers Cancer Institute of New Jersey at University Hospital, 205 South Orange Avenue, Board Room B-1120, Newark, NJ 07103.



UNIVERSITY HOSPITAL

Newark, New Jersey

RESOLUTION OF UNIVERSITY HOSPITAL APPROVING THE NEGOTIATION AND EXECUTION OF A PROFESSIONAL SERVICES AGREEMENT IN AN AMOUNT NOT TO EXCEED \$2.2 MILLION TO ADVANCE A COLLABORATION WITH DR. PETER PRONOVOST, MD AND ERNST AND YOUNG, LLP

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey (the "State"), pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's Board of Directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission and to, *inter alia*, direct and control expenditures of Hospital funds and enter into contracts with the State or federal government, or any individual, firm or corporation; and

WHEREAS, in accordance with the Hospital's bylaws (the "Bylaws"): (i) pursuant to Resolution 2013-0701-11 adopted July 1, 2013, the Hospital approved several policies, as appended thereto, including those certain policies entitled, *Purchasing Process* and *Waiver of Bids* (singly and collectively referred to hereinafter as the "Procurement Policy"), and (ii) pursuant to Resolution 2017-1121-54 adopted November 21, 2017 the Hospital adopted that certain revised *Signature Authorization and Delegation of Authority for Hospital Contracts and Other Agreements* (referred to hereinafter as the "Delegation of Authority Policy"); and

WHEREAS, pursuant to Resolution 2019-0917-83 adopted on September 26, 2019, the Hospital amended, restated and combined the Procurement Policy and the Delegation of Authority Policy (the "Amended and Restated Policy") with the goal of facilitating more timely procurement of goods, materials and services, and the requisite approvals therefor, consistent with applicable federal and State laws and regulations and the Hospital's Code of Conduct; and

WHEREAS, since the late 1800's, the Hospital currently and through its predecessors has provided healthcare to the people of the City of Newark and surrounding communities, and currently serves as the principal teaching hospital and academic medical center for the Rutgers Biomedical and Health Sciences program, and is home to the region's only Level I Trauma Center; and

WHEREAS, since the spring of 2018, the Hospital has faced significant negative, publicly-reported reviews of the quality of care provided to its patients, including multiple unsatisfactory quality of care ratings from The Leapfrog Group, a nonprofit watchdog organization that collects, analyzes and disseminates hospital quality of care and safety data; and

WHEREAS, concurrent with the publication of the 2018 Leapfrog grade, Governor Murphy issued Executive Order No. 32 (2018) ("EO 32") on July 27, 2018 directing the State of New Jersey Health Commissioner to install a monitor (the "State Monitor") to, among other duties, assess the level of care provided at the Hospital; and

WHEREAS, on December 7, 2018, in accordance with EO 32, the State Monitor issued the *Monitor's Report on the Assessment of University Hospital* (the "Report"), which (i) identified shortcomings in the areas of Hospital governance, leadership, regulatory compliance, quality of care, infection prevention, emergency room services, and community and employee engagement, and (ii) set forth numerous objectives in all of the foregoing areas, including the pronouncement of a goal to improve the quality and safety of care that will lead to improvement of the Leapfrog scores to an "A" or "B" within two years; and

WHEREAS, in furtherance and full support of these goals, the Board set a Strategic Plan for University Hospital that directs the President and Chief Executive Officer, and his leadership team, to aggressively and intentionally act to achieve these benchmarks, and reimagine University Hospital for the future; and

WHEREAS, in recognition of the urgent need in the public's interest to ignite this process expeditiously and in accordance with the Amended and Restated Policy, the Hospital has determined to take immediate action to engage external expert professional services and has identified Dr. Peter Pronovost, MD (a nationally recognized expert) ("Dr. Pronovost") and the US Government and Public Sector Health Services group at Ernst and Young, LLP ("EY") as proven leaders with a successful track record of timely delivery and implementation of sustainable organizational change for academic medical centers, particularly in the operational areas of quality of care, safety and patient experience; and

WHEREAS, Dr. Pronovost in collaboration with EY has outlined a program, modeled on Dr. Pronovost's successful projects at Veterans Affairs Medical Centers, of detailed analysis and sustainable organizational change to redefine governance and accountability infrastructure to accelerate care delivery, employee engagement and patient experience excellence (the "Program"), and to otherwise expeditiously and fully implement the State Monitor's recommendations, as detailed in the Report, and the goals and objectives of the Hospital's Strategic Plan; and

WHEREAS, the Board intends to fully participate in the implementation of the Program, and will measure the Hospital's executive leadership performance against realization of the goals and objectives of the Strategic Plan; and

WHEREAS, the Hospital's Quality of Care Committee has reviewed the proposed action and recommends approval;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital

1. The above recitals are incorporated herein by this reference.
2. The Board recognizes that the Hospital's efforts to effectively address quality of care and patient safety must deliver results more quickly.
3. The Hospital must take immediate steps to effectuate organizational change in order to fulfill its mission to provide excellent healthcare to the communities that it serves, and

more particularly to bring appreciable and lasting improvement in the areas of patient quality of care, safety and experience.

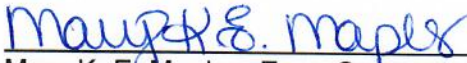
4. The President and Chief Executive Officer is hereby authorized to promptly negotiate and execute a professional services agreement with Dr. Pronovost in partnership with EY in an amount not to exceed \$2.2 million to fully and completely effectuate a governance and accountability infrastructure design and implementation program, focusing on, amongst other details, governance, leadership and accountability, employee engagement, patient safety and patient experience.

5. The President and Chief Executive Officer shall periodically report to the Quality of Care Committee of the Board of Directors and to the full Board the status of the engagement with EY and progress toward achieving goals and objectives of the Strategic Plan, particularly pertaining to patient quality of care, safety and experience.

6. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2019-0926-85 is a true copy of actions duly adopted by University Hospital as of the date hereof.

Resolution Adopted: September 26, 2019



Mary K. E. Maples, Esq., Corporate Secretary