



## **RESOLUTION OF UNIVERSITY HOSPITAL PERTAINING TO MEDICAL STAFF MATTERS**

**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, 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 (including the disposition of credentials and privileges of medical staff serving the Hospital), and in furtherance thereof, the Hospital adopted Bylaws dated March 17, 2015, as amended June 26, 2018 and June 25, 2020 (the "Hospital Bylaws"); and

**WHEREAS**, in accordance with Medical Staff Bylaws dated February of 2020 (the "Medical Staff Bylaws"), at its December 13, 2022, and January 10, 2023 meetings, the Medical Executive Committee (the "MEC") recommended various providers for credentials, privileges, and appointment, expansion, change of status, and transfer of service thereof, such providers as listed on Exhibit "A" appended hereto and made a part hereof; and

**WHEREAS**, following review and recommendation for approval by the Safety and Quality Committee, at the January 18, 2023 committee meeting, in which the committee reviewed all MEC actions, 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 Hospital hereby adopts and affirms the recommendations, as appended hereto, and authorizes the President and Chief Executive Officer to take appropriate action in furtherance of this Resolution, in accordance with the Hospital Bylaws and applicable regulations.
3. This Resolution shall take effect immediately upon the adoption hereof, subject to ratification.



**I hereby certify that this Resolution 2023-0126-193 is a true copy of actions duly adopted by University Hospital as of the date hereof.**

**RESOLUTION ADOPTED: January 26, 2023**

  
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**McKenzie Wilson, Esq., Corporate Secretary**



**RESOLUTION OF UNIVERSITY HOSPITAL PERTAINING  
TO BROADWAY HOUSE**

**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, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L. 2012, c. 45 (the "Restructuring Act"); and

**WHEREAS**, University Hospital is the sole member of Newark AIDS Consortium, Inc, a New Jersey nonprofit corporation which has tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, Newark AIDS Consortium, Inc, operates as the Broadway House for Continuing Care (hereinafter "Broadway House"); and

**WHEREAS**, in accordance with Article III, Paragraph 2 of the Bylaws of Broadway House, as amended on October 6, 2015, University Hospital has expressly reserved certain enumerated powers, which include among others, the power to approve the annual capital and operating budgets of Broadway House; and


**WHEREAS**, on January 18, 2023, the Hospital's Finance and Audit Committee reviewed the proposed 2023 capital and operating budgets for Broadway House, as presented by Mr. James Gonzalez, President and CEO of Broadway House, 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 Hospital hereby approves the Broadway House budget as presented, appended hereto as Exhibit A, and authorizes the President and Chief Executive Officer to take appropriate action in furtherance of this Resolution, in accordance with the Hospital Bylaws and applicable regulations.
3. This Resolution shall take effect immediately upon the adoption hereof. I hereby certify that this Resolution 2023-0126-194 is a true copy of actions duly adopted by University Hospital as of the date hereof.

**I hereby certify that this Resolution 2023-0126-194 is a true copy of actions duly adopted by University Hospital as of the date hereof.**

**RESOLUTION ADOPTED: January 26, 2023**

  
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**McKenzie Wilson, Esq., Corporate Secretary**

*Resolution 2023-0126-194*



Exhibit "A" - 2023 Capital and Operating Budgets for Broadway House.

See attached.



**RESOLUTION OF UNIVERSITY HOSPITAL  
APPOINTING MEMBERS TO THE FOUNDATION FOR  
UNIVERSITY HOSPITAL BOARD OF TRUSTEES**

**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, 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 in furtherance thereof, the Hospital adopted Bylaws dated March 17, 2015, as amended June 26, 2018 and June 25, 2020 (the "Hospital Bylaws"); and

**WHEREAS**, on or about May 5, 2014, the Foundation for University Hospital (the "Foundation") was formed as a New Jersey Nonprofit corporation to support the mission of the Hospital; and

**WHEREAS**, the Foundation adopted Bylaws in August of 2014, as amended (the "Foundation Bylaws"), with the Hospital as its sole member; and

**WHEREAS**, pursuant to the Foundation Bylaws, the Hospital, through a formal meeting of its Board, is responsible for appointing individuals to the Foundation's Board of Trustees; and

**WHEREAS**, the Hospital intends to appoint the individual set forth herein to serve as trustee for the Foundation each for a term of one-year, and with such rights and privileges as set forth in the Foundation Bylaws; and

**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 Hospital hereby appoints the following individual to the Foundation Board of Trustees, to serve for a one-year term from the date hereof, and with such other rights and privileges as set forth in the Foundation Bylaws:

Jennifer Erdelyi

3. The President and Chief Executive Officer is hereby authorized to take appropriate action in furtherance of this Resolution, in accordance with the Hospital Bylaws and applicable regulations.



4. This Resolution shall take effect immediately upon the adoption hereof, subject to ratification.

I hereby certify that this Resolution 2023-0126-195 is a true copy of actions duly adopted by University Hospital as of the date hereof.

**Resolution Adopted:                      January 26, 2023**



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**McKenzie Wilson, Esq., Corporate Secretary**

**RESOLUTION OF UNIVERSITY HOSPITAL AUTHORIZING  
CERTAIN PROCUREMENTS, IN FURTHERANCE OF P.L. 2012, c. 45**

**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 amended bylaws adopted June 26, 2018 (the "Bylaws"), the Hospital approved a new *Procurement and Purchasing and Delegation of Authority to Contract Policy* pursuant to Resolution 2019-0917-83 adopted September 26, 2019, as amended pursuant to Resolution 2020-0722-107 adopted July 22, 2020 (hereinafter the "Procurement Policy"); and

**WHEREAS**, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to approve and affirm the following alternative procurement: (i) AP23-070 contract with the vendor, Global Nursing Recruiters Inc., to provide international nurses who wish to relocate to the United States as three-year temp-to-perm placements. The Department is requesting an alternative procurement in the not to exceed amount of \$4,000,000.00 annually for a 3-year period.

**WHEREAS**, the Hospital's Finance and Audit 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.
- a. The procurements are hereby approved in accordance with the Procurement Policy, subject to annual appropriations.

b. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to effectuate the purposes of this Resolution.

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

**I hereby certify that this Resolution 2023-0126-196 is a true copy of actions duly adopted by University Hospital as of the date hereof.**

**RESOLUTION ADOPTED: January 26, 2023**



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**McKenzie Wilson, Esq, Corporate Secretary**