



## RESOLUTION OF THE BOARD OF DIRECTORS

**WHEREAS**, the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. 2012, c. 45) (hereinafter, the “Act”) vested the Board of Directors (the “Board”) of University Hospital (the “Hospital”) with the “power and duty to exercise general oversight over the affairs of University Hospital to ensure the fulfillment of its mission” including, *inter alia*, the power to enter into contracts on behalf of the Hospital; and

**WHEREAS**, Article V, Section 5, of the Bylaws of University Hospital (the “Bylaws”), delegates the Board’s authority to execute bonds, mortgages, and other contracts on behalf of the Hospital; and

**WHEREAS**, on July 1, 2013, the Board approved University Hospital Resolution No. 11, which adopted certain policies governing the contracting practices of the Hospital, as those polices may have since been amended by the Board from time to time; and

**WHEREAS**, the Board now desires that such policies be comprehensively reviewed and updated to reflect leading industry best practices;

**NOW, THEREFORE, BE IT RESOLVED**, the Hospital shall convene a Special Administrative Task Force on contracting consisting of three Hospital executives: the Chief Administrative Officer, or her designee; the Chief Financial Officer, or his designee; and the General Counsel, or his designee (the “Task Force”). The Task Force is charged with reviewing and amending Hospital policies related to contracting in a manner consistent with leading industry standards and in the best interests of the Hospital. The Task Force shall specifically review the Purchasing Policy, the Policy Regarding Waivers of Bids, the Signature Authorization and Delegation of Authority for Hospital Contracts and Other Agreements Policy, and any other policy as may have been adopted by the Hospital governing contracting practices. The Task Force is directed to call upon any department, office, or employee of the Hospital for information or other assistance; and

**BE IT FURTHER RESOLVED** that the Task Force shall provide the Chair of the Governance, Ethics, and Legal Committee of the Board recommendations pursuant to this Resolution within thirty days of adoption.

Resolution Adopted by Governance, Ethics and Legal Committee: March 7, 2018  
Resolution Ratified by Board of Directors: March 27, 2018



## **RESOLUTION OF THE BOARD OF DIRECTORS**

**WHEREAS**, the Bylaws of the Board of Directors of University Hospital (the “Board”) provide the Board with the power and authority to direct and control expenditures, and enter into contracts and agreements for conducting the business of University Hospital; and

**WHEREAS**, the Signature Authorization and Delegation of Authority for Hospital Contracts and Other Agreements Policy adopted by the Board on November 21, 2017 requires that proposed purchases by University Hospital in excess of \$1,000,000 resulting from the waiver of advertising, shall be recommended for approval by the Board after approval by the Finance, Investment, Administration and Audit Committee (the “FIAA Committee”); and

**WHEREAS**, lithotripsy services are a vital and critical line of service at University Hospital; and

**WHEREAS**, University Hospital and The Stone Center entered into an Under Arrangement Agreement for Lithotripsy Services made effective December 1, 2016 for an initial two year term; and

**WHEREAS**, in accordance with the Under Arrangement Agreement for Lithotripsy Services, University Hospital approved the fees for the initial period of December 1, 2016 through December 31, 2017 pursuant to Resolution No. 2017-0124-45; and

**WHEREAS**, the FIAA Committee met on March 27, 2018 and reviewed and approved a Request for Waiver of Public Bid captioned “UH-W18-083(s) for a waiver to enter an amendment to the Under Arrangement Agreement for Lithotripsy Services to set a fixed annual fee for calendar year 2018 in the amount of one million nine hundred and thirty-eight thousand dollars and zero cents (\$1,938,000.00), which represents the fair market value for these services (the “Contract Amendment”), and resulting from the waiver of advertising for the purchase of services of a technical and professional nature;

**NOW THEREFORE, BE IT RESOLVED**, that the Board accepts and approves the Contract Amendment.

Resolution Adopted by the Finance, Investment, Administration and Audit Committee: March 27, 2018  
Resolution Adopted by the Board of Directors: March 27, 2018