



**University
HOSPITAL**

Newark, NJ

**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:

Seamus Morley

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.



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

I hereby certify that this Resolution 2023-0629-210 is a true copy of actions duly adopted by University Hospital as of the date hereof.

Resolution Adopted: June 29, 2023

A handwritten signature in black ink, appearing to read 'M Wilson', written over a horizontal line.

McKenzie Wilson, Esq., Corporate Secretary

RESOLUTION OF UNIVERSITY HOSPITAL TO APPROVE CONTRACT UH-P23-012, FOR MEDICAL CODING 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 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 execute multiple contracts under publicly bid RFP # UH-P23-012 to permit the Department of Care Coordination to engage the services of the awarded contractors for the provision of care facilities for non-acute UH patients that have been determined by UH to be appropriate for long-term or short-term placement but do not have another source of payment. The Contract spend is estimated to be for the initial three-year contract term is \$9,600,000.

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.
2. The procurement amendments are hereby approved in accordance with the Procurement Policy, subject to annual appropriations.



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

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

I hereby certify that this Resolution 2023-0629-208 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 29, 2023

A handwritten signature in black ink, appearing to read 'McKenzie Wilson'.

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 procurements: (i) AP23B-001 for various suppliers funded through donor or grant-directed purchases in an amount not to exceed \$6.5 million; (ii) AP23B-002 for various group purchasing organization purchases in an amount not to exceed \$160 million; (iii) AP23B-003 for purchases of blood and blood products in an amount not to exceed \$5.5 million; (iv) AP23B-004 for purchases of organs for transplant in an amount not to exceed \$5.0 million; and (v) AP23-005 for legal services in an amount not to exceed \$500 thousand; and

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.
2. The procurements are hereby approved in accordance with the Procurement Policy, subject to annual appropriations.



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

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

I hereby certify that this Resolution 2023-0629-207 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 29, 2023

A handwritten signature in black ink, appearing to read 'McKenzie Wilson', written over a horizontal line.

McKenzie Wilson, Esq., Corporate Secretary



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**RESOLUTION OF UNIVERSITY HOSPITAL APPROVING THE
PROCUREMENT OF INSURANCE COVERAGE IN FURTHERANCE OF
ITS OBLIGATIONS UNDER THE RESTRUCTURING ACT, P.L. 2012, c.
45 FOR FISCAL YEAR 2024**

WHEREAS, the University Hospital (the “Hospital”) is required to maintain insurance coverage in furtherance of, and has engaged Willis Towers Watson as its broker of record to place various lines of insurance consistent with, its obligations under the Restructuring Act, P.L. 2012, c. 45; and

WHEREAS, in accordance with the Hospital’s Bylaws (as amended), the Hospital approved a *Procurement and Purchasing and Delegation of Authority to Contract Policy* pursuant to Resolution 2019-0917-83 adopted September 26, 2019, as amended (hereinafter the “Procurement Policy”); and

WHEREAS, in accordance with the Procurement Policy, the Hospital intends to bind insurance coverage with an aggregate annual premium not to exceed \$2.24 million for fiscal year 2024, substantially in the form as set forth on Exhibit “A” appended hereto and made a part hereof; and

WHEREAS, the Hospital’s Finance and Audit Committee 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 insurance coverage substantially in the form as set forth on Exhibit “A” are hereby approved in accordance with the Procurement Policy, subject to annual appropriations.
3. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to effectuate the purposes of this Resolution.
4. This Resolution shall take effect immediately upon the adoption hereof.



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I hereby certify that this Resolution 2022-0629-206 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 29, 2023

McKenzie Wilson, Esq., Corporate Secretary



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**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 May 9th, 2023 and June 13th, 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 June 21, 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.



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I hereby certify that this Resolution 2023-0629-204 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 29, 2023

McKenzie Wilson, Esq., Corporate Secretary



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**RESOLUTION OF UNIVERSITY HOSPITAL ADOPTING THE 2024 FISCAL
YEAR ANNUAL BUDGET IN FURTHERANCE OF THE RESTRUCTURING
ACT, P.L. 2012, c. 45**

WHEREAS, in accordance with the Restructuring Act, P.L. 2012, c. 45, University Hospital (the "Hospital") is required to prepare and adopt an annual budget; and

WHEREAS, the Hospital intends to adopt its annual budget for fiscal year 2024 in the form substantially as set forth in Exhibit "A" appended hereto and made a part hereof (the "FY 2024 Budget"); and

WHEREAS, the Hospital's Finance and Audit Committee 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 FY 2024 Budget, substantially in the form as set forth on Exhibit "A" is hereby approved in accordance with the Restructuring Act.
3. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to effectuate the purposes of this Resolution.
4. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2022-0629-205 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 29, 2023

McKenzie Wilson, Esq., Corporate Secretary



Exhibit "A" – See attached FY24