



The Board of Directors of University Hospital

ANNUAL MEETING
PUBLIC SESSION
September 20, 2016
11:00 a.m.

Rutgers New Jersey Medical School Cancer Center
205 South Orange Avenue, Board Room B-1120
Newark, New Jersey

Present: Hon. Donald T. DiFrancesco, *Chair*; James M. Orsini, MD, *Vice-Chair*; Robert L. Barchi, MD, PhD; David H. Brody, MD; Tanya L. Freeman, Esq; Keith H. Green; Robert L. Johnson, MD, FAAP; Justin Sambol, MD; Brian L. Strom, MD, MPH

Present Via Teleconference: Annette Catino, MBA

Excused: Cecile A. Feldman, DMD, MBA

University Hospital Attendees: John N. Kastanis, FACHE, *President and Chief Executive Officer*; Nancy Hamstra, *Chief Operating Officer*; Thomas Daly, *Chief Financial Officer*; Susan Ann Abookire, MD, MPH, *Interim Chief Medical Officer*; Gerard Garcia, *Chief Human Resources Officer*; Carl A. Kirton, *Chief Nursing Officer*; Richard Tunnell, *Chief Information Officer*; and Tammy Robinson, *Special Assistant*

Excused: Paul B. Matey, *Senior Vice President & General Counsel*

Guest: Mary K. E. Maples, Esq, *Authorities Unit, Office of the Governor*

I. Opening

Chairman DiFrancesco opened the meeting by reading from the Open Public Meetings Act:

The notice requirements of the Senator Byron M. Baer Open Public Meetings Act and the New Jersey Medical and Health Sciences Restructuring Act have been satisfied. Notice of this meeting was timely sent to various newspapers in the State of New Jersey and was also timely posted on the website of University Hospital.

A roll call was conducted by Ms. Robinson:

Hon. Donald T. DiFrancesco	Present
Robert L. Barchi, MD, PhD	Present
David H. Brody, MD	Present
Annette Catino, MBA	Present via teleconference
Cecile A. Feldman, DMD, MBA	Excused
Tanya L. Freeman, Esq	Present
Keith H. Green	Present
Robert L. Johnson, MD, FAAP	Present
James M. Orsini, MD	Present
Brian L. Strom, MD, MPH	Present

With a quorum of members present, Chairman DiFrancesco called the meeting to order at 10:04 a.m.

Chairman DiFrancesco welcomed all to the annual meeting of the Board of Directors. He stated that the purpose of this meeting is to discuss the operations of University Hospital, to provide the community with information about the hospital and to give an opportunity for members of the public to ask questions and express areas of concern.

II. Approval of Meeting Minutes

Chairman DiFrancesco accepted a motion to approve the minutes of the June 28, 2016 meeting of the Board. The minutes were approved unanimously.

III. Report of the Chairman of the Board

There was no report.

IV. Report of the President and CEO

Mr. Kastanis summarized his report to the Board. He noted that his 90-Day Initial Assessment was included with the June 28, 2016 Board materials and that further details would be provided during the Executive Session.

A. Mr. Kastanis reported that discussions regarding a proposed public/private partnership continues with RWJ Barnabas Health and staff from the office of the Governor. The Board will be kept abreast of all developments in this regard.

B. Mr. Kastanis announced that Dr. Susan Abookire has assumed the role of Interim Chief Medical Officer (CMO), replacing Dr. Suzanne Atkin. Dr. Atkin continues to serve as a faculty member of Rutgers, New Jersey Medical School.

C. Mr. Kastanis stated that five of seven union contracts have been settled. He anticipates that one more potential settlement could occur in the near future.

D. Mr. Kastanis reported that University Hospital would undergo various surveys including The Joint Commission (TJC) Mock Survey on October 18-20; this survey assesses the hospital's readiness for the upcoming, unannounced survey that will occur in or before May 2017. The hospital is also preparing for the TJC Heart Failure Certification Survey, which will occur between December 21, 2016 - March 21, 2017, and the TJC Comprehensive Stroke Survey, which will occur between April 19 - June 19, 2017.

E. Mr. Kastanis briefly reported that UH finalized an agreement with the City of Newark for Emergency Medical Services which resulted in an upfront payment of \$5 million for calendar years 2015 and 2016.

F. Mr. Kastanis recognized two UH employees who were recipients of the Healthcare Foundation of New Jersey Lester Z. Lieberman Humanism in Healthcare Award. Cathy Carter, Lead Therapist in Physical Medicine and Rehabilitation, and Sima Farid, Social Worker in the Social Work Department were honored at an awards ceremony and presented with a plaque and check in the amount of \$500.

G. Mr. Kastanis announced that two important positions at UH have been filled. Ms. Danette Slevinski would assume the role of Chief Compliance Officer effective September 26 and Mr. Thomas Shick would assume the role of Director of Internal Audit effective October 3.

H. Mr. Kastanis reported that the cutover project for the separation of the Banner system and other systems that interface with Banner continues in conjunction with the project team at Rutgers University. Following a scheduled data freeze, the go-live is set for Monday, September 26th.

I. Mr. Kastanis briefly reported that UH conducted an "Active Shooter" drill. During the exercise, staff performed Triage and established a casualty collection point and practiced with new bleeding control equipment received through a Homeland Security grant. The drills are conducted to prepare staff as if an actual response was in effect.

J. Mr. Kastanis provided an update of the Hospital Consumer Assessment of Healthcare Providers and Systems (HCAHPS) scores and next steps. He noted that the Patient Experience Committee has been focusing on implementing strategies to enhance the patient experience as well as to increase HCAHPS scores. He emphasized that the Patient Experience Committee's goal for 2017 is to reach the 26th percentile and 3rd Quartile for UHC Academic Medical Centers.

K. Mr. Kastanis described upcoming hospital events. The Annual End of Summer Staff Appreciation Barbeque is September 21, the Staff Appreciation Breakfast is October 5, and the Annual Holiday Party is December 16 at the Hanover Manor.

L. Mr. Kastanis informed the Board of the sudden passing of Gloria Igwe, Assistant Director of Nursing for the Nursery and Pediatric Intensive Care Unit. Mr. Kastanis noted Ms. Igwe's leadership at UH and that many of Ms. Igwe's colleagues have expressed condolences to the family. UH will hold a memorial service honoring Ms. Igwe in the near future.

M. Mr. Kastanis reported that UH has established a High Incident Plan and introduced a revised Incident Action Plan (IAP) for trauma and emergency preparedness. He noted that recent events, including a major bus accident in downtown Newark, and the hospital's proximity to the airport and large cities, make these endeavors a priority for UH.

V. Committee Reports and Action Items

A. Report of the Compensation Committee

Chair, Mr. Keith H. Green

Upon recommendation of the Compensation Committee, Mr. Green requested that the Board accept and approve the Minutes of the April 4, 2016 meeting of the Compensation Committee. The Board accepted and approved the minutes unanimously.

B. Report of the Finance, Investment, Administration and Audit Committee

Chair, Ms. Annette Catino, MBA

1. Upon recommendation of the Finance, Investment, Administration and Audit ("FIAA") Committee, Ms. Catino requested that the Board accept and approve: a) the Minutes of the June 28, 2016 meeting of the FIAA Committee; and b) the Minutes of the July 27, 2016 meeting of the FIAA Committee. The Board accepted and approved the minutes unanimously.

2. Upon recommendation of the FIAA Committee, Ms. Catino requested that the Board approve and adopt Resolution 2016-0914-41 for McKesson software for licensing and implementation of Performance Analytics. The Board approved and adopted the resolution unanimously.

3. Upon recommendation of the FIAA Committee, Ms. Catino requested that the Board accept and approve: a) the June 2016 Financial Statement; b) the July 2016 Financial Statement; c) the fourth quarter Secondary Market Disclosure Statement; and d) the Broadway House Financial Statement. The Board accepted and approved the financial and disclosure statements unanimously.

4. Ms. Catino commented that the June 2016 Financial Statement showed that revenue exceeded budget by over \$11 million. Ms. Catino noted that this positive outcome is the result of the ongoing process improvements, significant volume increases and a positive case mix adjustment. She acknowledged the work of the Healthcare Finance staff that contributed to the positive start to Fiscal Year 2017.

C. Report of the Governance, Ethics and Legal Committee

Chair, Ms. Tanya L. Freeman, Esq

Upon recommendation of the Governance, Ethics and Legal Committee ("GEL"), Ms. Freeman requested that the Board accept and approve: a) the Minutes of the GEL Committee of March 23, 2016; and b) the Minutes of the GEL Committee of April 25, 2016. The Board accepted and approved the minutes unanimously.

D. Report of the Medical Liaison Committee

Chair, Dr. James M. Orsini, MD

1. Upon recommendation of the Medical Liaison ("ML") Committee, Dr. Orsini requested that the Board accept and approve: a) the Minutes of the Credentials Committee of June 12, 2016; and b) the Minutes of the Credentials Committee of July 11, 2016. The Board accepted and approved the minutes unanimously.

2. Upon recommendation of the ML Committee, Dr. Orsini requested approval of: a) the Credentials Committee Action Items of July 26, 2016; b) the Credentials Committee Action Items of September 13, 2016; and c) the Reappointment Roster for October 1, 2016 - September 30, 2018. The Board approved the Action Items and Reappointment Roster unanimously.

E. Report of the Quality of Care Committee

Chair, Dr. David H. Brody, MD

1. Upon recommendation of the Quality of Care Committee ("QOC"), Dr. Brody requested that the Board accept and approve the Minutes of the QOC Committee of June 28, 2016. The Board accepted and approved the minutes unanimously.

2. Upon recommendation of the QOC Committee, Dr. Brody requested that the Board accept and approve: a) the Minutes of the Quality Council Committee of May 23, 2016; and b) the Minutes of the Quality Council Committee of June 27, 2016. The Board accepted and approved the minutes unanimously.

3. Upon recommendation of the QOC Committee, Dr. Brody requested that the Board accept and approve the Minutes of the Patient Safety Committee of June 8, 2016. The Board accepted and approved the minutes unanimously.

4. Upon recommendation of the QOC Committee, Dr. Brody requested that the Board accept and approve the Quality Dashboard Report. The Board accepted and approved the dashboard unanimously.

VI. Public Comment

The Chairman stated that all business of the Board was complete, and acknowledged that there were no requests for public comments.

VII. Executive Session

Chairman DiFrancesco stated that the Board would convene in Executive Session by resolution:

BE IT RESOLVED, that the Board will meet in executive session on this date, September 20, 2016, to review matters falling within the attorney-client privilege and such other matters as may be discussed in executive session, in accordance with N.J.S.A. 10:4-12.

BE IT FURTHER RESOLVED, that any necessary action will be taken at the earliest possible public meeting of the Board, and that each of these matters shall be made public when they have been resolved and/or concluded.

The University Hospital Board of Directors will convene in Executive Session. We do not intend to conduct any additional public business.

VIII. Adjournment

There being no further business, the public meeting of the Board of Directors of University Hospital adjourned at 10:51 a.m. The next meeting of the Board is scheduled for Tuesday, November 15, 2016 at 8:30 a.m., in the Rutgers New Jersey Medical School Cancer Center located at 205 South Orange Avenue, Board Room 1120, Newark, New Jersey.