**The Board of Directors of University Hospital**

PUBLIC SESSION

June 27, 2017

11:00 a.m.

Rutgers Cancer Institute of New Jersey

at University Hospital

205 South Orange Avenue, Board Room B-1120

Newark, New Jersey

**Present**: Hon. Donald T. DiFrancesco, *Chair*; David H. Brody, MD; Annette Catino, MBA; Cecile A. Feldman, DMD, MBA; Tanya L. Freeman, Esq.; Keith H. Green; Robert L. Johnson, MD, FAAP; Robert J. Rubino, MD; Michael A. Curi, MD

**Present Via Teleconference**: Robert L. Barchi, MD, PhD; James M. Orsini, MD; Brian L. Strom, MD, MPH

**I. Opening**

Chairman DiFrancesco opened the meeting by reading University Hospital’s statement of compliance with the Open Public Meetings Act and the New Jersey Medical and Health Sciences Education Restructuring Act.

At the direction of Chairman DiFrancesco, Ms. Tammy Robinson conducted a roll call. With a quorum of members present, the meeting was called to order at 11:00 a.m.

**II. Approval of Meeting Minutes**

 Chairman DiFrancesco presented the minutes of the May 16, 2017 meeting of the Board of Directors for approval. Chairman DiFrancesco accepted a motion to approve the minutes. The minutes were approved unanimously.

**III. Report of the President and CEO**

 Mr. John Kastanis, President and CEO, reported that the Hospital continues its efforts to deliver high quality patient care despite uncertainty surrounding changes to the Affordable Care Act and its impact on University Hospital. The Hospital’s continued commitment to serving the community is demonstrated by the Hospital’s partnership with Robert Wood Johnson Barnabas Health to develop a population health strategy. This endeavor is in line with the Hospital’s ongoing goal of becoming a premier academic medical center serving Newark and Essex County.

 The Foundation for University Hospital hosted its 6th Annual University Hospital Golf Classic. This event yielded $165,000 that will support the hiring of a Community Health Worker for the Healthy Heart program. The Foundation was also honored to present Congressman Donald M. Payne with the 2017 Friend of University Hospital award.

 Mr. Kastanis reported on renovation projects underway at the Hospital including the main lobby, Perioperative services, Labor and Delivery, and a full campus repaving project. Additionally, the integration of the Doctors Office Center practices into the Ambulatory Care Center progresses in phases with an anticipated completion in early 2018. In conjunction with the move, practitioners and staff will utilize the Epic Ambulatory Electronic Health Record and eligible providers will attest for the Meaningful Use program. These logistical improvements support the mission of creating a single standard of care for all patients across the University Hospital campus.

 The Joint Commission (TJC) conducted a follow up survey on June 19, 2017 and granted University Hospital a three-year renewal of its accreditation. An ongoing focus on quality and patient safety remains in the forefront as the Hospital moves toward becoming a high reliability organization.

 The Hospital achieved a marked improvement with new quality metrics over the first quarter of 2017, positioning University Hospital closer to Vizient-AAMC thresholds. In response to an inquiry, Mr. Kastanis confirmed that the scores were based upon the actual Vizient 50th percentile benchmark. With a goal of 90.7 percent for office staff quality on CGCAHPS scores, the Hospital has exceeded 80 percent over nine of the first eleven months of the implementation.

 On a continuing basis, University Hospital engages in a number of community programs. Most recently, four new hires were recruited from the Hire Newark initiative. In addition, the Hospital welcomed Jim Garrett as the Interim Information Security Officer and Helen Kurczynski as the manager for health chaplaincy services.

**IV. Committee Reports and Action Items**

**A. Report of the Finance, Investment, Administration and Audit Committee**

*Chair, Ms. Annette Catino, MBA*

 Upon recommendation of the Finance, Investment, Administration and Audit (“FIAA”) Committee, Ms. Catino requested that the Board accept and approve: a) the FIAA Committee Minutes of April 26, 2017; and b) the FIAA Committee Minutes of May 16, 2017. The Board accepted and approved the minutes unanimously.

 Upon recommendation of the FIAA Committee, Ms. Catino requested that the Board accept and approve the April 2017 Financial Statement. The Board accepted and approved the financial statement unanimously.

 Ms. Catino presented three resolutions for waivers of the advertised bidding for approval. Resolution No. 2017-0627-49 for five general waivers covered purchasing agreements for grant subcontractors; equipment, supplies and service; blood and blood products; organs for transplant services; and legal services. Two additional Resolutions 2017-0627-50 and 2017-0627-51 were for sole source vendors Epic Systems and Shields Pharmacy. Upon recommendation of the FIAA Committee, Ms. Catino requested that the Board approve and adopt the resolutions. The Board approved and adopted the three resolutions unanimously.

 Ms. Catino provided an overview of the Fiscal Year 2018 Operating Budget highlighting key revenue and expense assumptions. She noted a significant program adjustment due to the six month suspension of the Liver Transplant program. Additional important factors included allocations for positions related to performance improvement and other internal expenses and payments. Upon recommendation of the FIAA Committee, Ms. Catino requested that the Board approve and adopt the resolution for the Fiscal Year 2018 Operating Budget. The Board accepted and approved the resolution unanimously.

**B. Report of the Governance, Ethics and Legal Committee**

*Chair, Ms. Tanya L. Freeman, Esq.*

 Upon recommendation of the Governance, Ethics and Legal (“GEL”) Committee, Ms. Freeman requested that the Board accept and approve: a) the GEL Committee Minutes of September 14, 2016; and b) the GEL Committee Minutes of April 27, 2017. The Board accepted and approved the minutes unanimously.

**C. Report of the Medical Liaison Committee**

 *Chair, Dr. James M. Orsini, MD*

Upon recommendation of the Medical Liaison (“ML”) Committee, Dr. Orsini requested that the Board accept and approve the ML Committee Minutes of May 26, 2017. The Board accepted and approved the minutes unanimously.

Upon recommendation of the ML Committee, Dr. Orsini requested that the Board accept and approve the Medical Executive Committee Minutes of April 25, 2017. The Board accepted and approved the minutes unanimously.

 Upon recommendation of the ML Committee, Dr. Orsini requested that the Board accept and approve the Credentials Committee Minutes of April 10, 2017. The Board accepted and approved the minutes unanimously.

 Upon recommendation of the ML Committee, Dr. Orsini requested that the Board accept and approve the Credentials Committee Action memo of May 24, 2017. The Board accepted and approved the action memo unanimously.

**D. Report of the Quality of Care Committee**

*Chair, Dr. David H. Brody, MD*

 Upon recommendation of the Quality of Care (QOC) Committee, Dr. Brody requested that the Board accept and approve: a) the QOC Committee Minutes of March 28, 2017, and b) the QOC Committee Minutes of May 16, 2107. The Board accepted and approved the minutes unanimously.

 Dr. Brody provided summaries of the Quarterly Quality Scorecard, the Emergency Medical Service Rapid Assessment Area, and the Joint Commission survey. Mr. Kastanis added that the Comprehensive Stroke program is subject to a follow up survey by TJC in the coming months.

**V. Public Comment**

 Chairman DiFrancesco noted that all business of the Board was completed and that there were no requests to provide public comment.

**VI. Executive Session**

 Chairman DiFrancesco accepted a motion to convene in Executive Session, and stated that the Board would convene in Executive Session 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.

**VII. Adjournment**

 There being no further business, the public meeting of the Board of Directors of University Hospital adjourned at 11:42 a.m. The Annual Meeting of the Board of Directors is scheduled for Tuesday, September 19, 2017 at 10:00 a.m., in the Rutgers Cancer Institute of New Jersey at University Hospital located at 205 South Orange Avenue, Board Room B-1120, Newark, New Jersey.