

**RESOLUTION**

**WHEREAS**, University Hospital wishes to employ James Gonzalez; and

**WHEREAS**, University Hospital is informed that the Newark AIDS Consortium, Inc. (“Broadway House”) also wishes to employ James Gonzalez; and

**WHEREAS**, University Hospital, Broadway House, and Mr. Gonzalez desire to agree to terms which will permit Mr. Gonzalez to render services to both University Hospital and Broadway House; and

**NOW THEREFORE BE IT RESOLVED THAT** the engagement of Mr. Gonzalez as Special Advisor to the President of University Hospital is hereby approved; and

**BE IT FURTHER RESOLVED THAT** upon the completion of the negotiations by the members of the Governance, Ethics, and Legal Committee of the Board of Directors, and upon the express direction of the Governance, Ethics, and Legal Committee of the Board of Directors, **the Chairman of the Board for University Hospital** is authorized and directed to execute the final agreement as approved by the Governance, Ethics, and Legal Committee of the Board of Directors.

Adopted by Executive Committee October 6, 2015:

Amended by Executive Committee November 5, 2015

Adopted by UH BOD November 10, 2015

## **RESOLUTION**

**WHEREAS**, Rutgers University and University Hospital (“Parties”) entered into a Master Affiliation Agreement dated July 1, 2013 (“Master Agreement”) governing the relationship between the Parties which Master Agreement acknowledged that the Parties entered into numerous additional Affiliation Agreements coincident with execution of the Master Agreement; and,

**WHEREAS**, the Parties hereto entered into a Transition Services Agreement whereby Rutgers and the Hospital provided certain specifically enumerated services to one another; and,

**WHEREAS**, the Parties agreed to amend the Transition Services Agreement by Amendments 1, 2 and 3 whereby Rutgers and the Hospital agreed to certain short term services beyond June 30, 2015; and,

**WHEREAS**, all University Hospital technology infrastructure is currently residing in a Rutgers owned and operated data center on the Rutgers Newark campus and the University Hospital Enterprise Resource Planner is currently supported and operated by Rutgers University; and,

**NOW, THEREFORE, BE IT RESOLVED**, that University Hospital is seeking approval to move forward with a plan to exit the Transition Services Agreement with Rutgers and to allocate approximately \$18 million in capital funding for this technology migration plan.

Resolution Adopted: November 10, 2015



# UNIVERSITY HOSPITAL

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Newark, New Jersey

## Resolution of the Board of Directors University Hospital

**WHEREAS**, University Hospital is the sole member of Newark AIDS Consortium, Inc., operating as the Broadway House for Continuing Care (hereinafter “Broadway House”); and

**WHEREAS**, the Bylaws of Broadway House grants University Hospital, as the sole member of Broadway House, the authority to determine the number of Trustees that will comprise the Broadway House Board of Trustees; and

**WHEREAS**, the Bylaws of Broadway House further grant University Hospital, as the sole member of Broadway House, the authority to elect and remove, with or without cause, any Trustee from the Broadway House Board of Trustees; and

**WHEREAS**, University Hospital, as the sole member of Broadway House, desires to appoint a member of the University Hospital Board of Directors to serve as a Trustee to Broadway House;

**NOW THEREFORE BE IT RESOLVED** that pursuant to Article 3 of the Bylaws of Broadway House, William D. Cassidy, III, Ph.D., is hereby appointed to the Board of Trustees of Broadway House.

Resolution Adopted: November 10, 2015

Resolution No. 2015-1110-27