



**RESOLUTION OF THE BOARD OF DIRECTORS TO APPOINT AN
ACTING PRESIDENT AND CHIEF EXECUTIVE OFFICER OF UNIVERSITY HOSPITAL**

WHEREAS, the Bylaws of University Hospital (the “Bylaws”) require the designation of Officers of the Hospital; and

WHEREAS, Article V, Section 1, of the Bylaws specifies the qualifications and duties of Officers of the Hospital; and

WHEREAS, Article V, Section 1, of the Bylaws further states that the Hospital’s Officers may consist of, among other Officers, a President and a Chief Executive Officer, which may be held by the same person; and

WHEREAS, Article V, Section 2, of the Bylaws permits any officer to resign at any time by giving written notice of such resignation to the Hospital; and

WHEREAS, the Board is in receipt of such written resignation from President and Chief Executive Officer John N. Kastanis, MBA, FACHE; and

WHEREAS, Article III, Section 11, of the Bylaws permits the Board of Directors to appoint and fix the compensation and terms of office of the President of the Hospital; and

WHEREAS, in accordance with regulatory and accreditation requirements as well as operational necessity, the Board desires to appoint an Acting President and Chief Executive Officer of University Hospital on an at-will basis until such time the Board completes a candidate search for the position of President and Chief Executive Officer; and

WHEREAS, the Board desires to appoint Judith M. Persichilli, R.N., B.S.N., M.A. to serve as Acting President and Chief Executive Officer of University Hospital; and

WHEREAS, as Acting President and Chief Executive Officer of University Hospital, Judith M. Persichilli shall have the authority to exercise all powers and duties of President and Chief Executive Officer provided for by Article V, Section 5 including, without limitation, the authority to execute bonds, mortgages, and other contracts on behalf of the Hospital, and shall cause the seal to be affixed to any instrument requiring it; and

WHEREAS, Article V, Section 3, of the Bylaws permits the Board to rescind the appointment of Judith M. Persichilli as Acting President and CEO of University Hospital at any time and for any reason;

NOW, THEREFORE, BE IT RESOLVED THAT, pursuant to Article V, Section 2, of the Bylaws, the Board hereby accepts the resignation of John N. Kastanis as President and Chief Executive Officer of University Hospital, effective immediately; and

BE IT FURTHER RESOLVED THAT, pursuant to Article V, Section 1, of the Bylaws, Judith M. Persichilli is appointed as Acting President and Chief Executive Officer of the Hospital, effective immediately, for an appointment that will last up to but not beyond June 30, 2019; and

BE IT FURTHER RESOLVED THAT, pursuant to Article V, Section 5, of the Bylaws, Ms. Persichilli shall have all of the powers and duties currently associated with the positions of President and Chief Executive Officer; and

BE IT FURTHER RESOLVED THAT, the Board will take immediate action to initiate a recruitment process for a permanent President and Chief Executive Officer, and also take whatever actions are needed to explore other options to fill these positions, should the board ultimately deem those options necessary or desirable.

Resolution Adopted: December 13, 2018



**RESOLUTION OF THE BOARD OF DIRECTORS TO PRIORITIZE THE
INITIATIVES RECOMMENDED PURSUANT TO GOVERNOR MURPHY'S EXECUTIVE ORDER 32**

WHEREAS, University Hospital was established pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, P.L. 2012, Ch. 45, to serve as the principal teaching hospital of the New Jersey Medical School; Rutgers School of Dental Medicine, formerly known as New Jersey Dental School; and any other Newark-based medical education program, including Rutgers Biomedical and Health Sciences; and

WHEREAS, the Board of Directors remains committed to the mission of the Hospital to improve the quality of life for all those we touch through excellence in patient care, education, research and community service, including the provision of primary, secondary, tertiary and quaternary care to the citizens of Newark, as provided by all the Newark-based Rutgers Biomedical and Health Sciences health schools; and

WHEREAS, pursuant to Executive Order 32 issued by Governor Murphy on July 27, 2018, the Commissioner of the New Jersey Department of Health appointed a Monitor to assess the quality of care and financial stability of University Hospital; and

WHEREAS, the Monitor issued a report on December 7, 2018, that identified a series of findings and recommendations for the Hospital; and

WHEREAS, the Board desires to prioritize the implementation of these recommendations to ensure the Hospital remains focused on the quality of care provided to our patients;

NOW, THEREFORE, BE IT RESOLVED THAT, the Board directs the Acting President and Chief Executive Officer of the Hospital to prioritize the implementation of the report recommendations specifically related to patient safety, regulatory compliance and quality of care; and

BE IT FURTHER RESOLVED THAT, the Board expects a robust communication mechanism with the Acting President and Chief Executive Officer to ensure that Directors are informed of actual or emerging issues related to all state and federal regulatory visits and surveys, as well as employee safety concerns; and

BE IT FURTHER RESOLVED THAT, the Acting President and Chief Executive Officer of the Hospital shall also prioritize taking action related to the employee engagement efforts highlighted in the report and shall compile and present the action planning initiatives to the Board; and

BE IT FURTHER RESOLVED THAT, the Strategic Planning Committee of the Board will engage in a robust strategic planning process and develop a recommendation to be delivered to the Board not later than May 30, 2019, which will be immediately delivered to the Governor for swift review.

Resolution Adopted: December 13, 2018