



**RESOLUTION OF THE BOARD OF DIRECTORS**

**WHEREAS**, the Bylaws of University Hospital (the “Bylaws”) require the indemnification of directors, officers, and employees under specified circumstances;

**WHEREAS**, Article IX, Section 1, of the Bylaws, provides, in relevant part, that the Bylaws “may be altered, amended, or repealed at any meeting of the Board by the affirmative vote of a majority of the Board, after written notice of such intention is provided by the Secretary to each Member at least five (5) days prior to the meeting”; and

**WHEREAS**, the Board of Directors seeks to amend the Bylaws to clarify University Hospital’s indemnification obligations;

**NOW, THEREFORE, BE IT RESOLVED THAT**, that Article VIII of the Bylaws is hereby amended in its entirety as follows:

To the extent consistent with applicable laws, the Hospital shall indemnify any Member, officer holding an office pursuant to Article V above, and/or any Hospital employee (each a “Hospital Indemnitee”) against a Hospital Indemnitee’s expenses and liabilities in connection with any proceeding involving the Hospital Indemnitee that arises directly from the Hospital Indemnitee’s service to or on behalf of the Hospital if (a) the Hospital Indemnitee acted in good faith and in manner that the Hospital Indemnitee reasonably believed to be in or not opposed to the best interests of the Hospital; and (b) with respect to any criminal proceeding, the Hospital Indemnitee had no reasonable cause to believe the conduct was unlawful. Notwithstanding the foregoing, indemnification for any expenses and liabilities, including without limitation any compromise or settlement payment, equal to or in excess of \$250,000.00 shall be approved by a majority vote of a quorum of Members who are not at that time parties to the proceeding.

Adopted by the Governance, Ethics and Legal Committee: June 20, 2018

Adopted by the Board of Directors: June 26, 2018



**UNIVERSITY HOSPITAL**  
Newark, New Jersey

## **RESOLUTION OF THE BOARD OF DIRECTORS**

**WHEREAS**, the Bylaws of the Board of Directors of University Hospital (the “Board”) provide the Board with the power and authority to direct and control expenditures, and enter into contracts and agreements for conducting the business of University Hospital; and

**WHEREAS**, the Signature Authorization and Delegation of Authority for Hospital Contracts and Other Agreements Policy adopted by the Board on November 21, 2017 requires that proposed purchases by University Hospital in excess of \$1,000,000 resulting from the waiver of advertising, shall be recommended for approval by the Board after approval by the Finance, Investment, Administration and Audit Committee (the “FIAA Committee”); and

**WHEREAS**, University Hospital proposed to purchase services provided through various grants awarded to University Hospital that are in excess of \$1,000,000 and resulting from the waiver of advertising because only one source of supply is available; and

**WHEREAS**, University Hospital proposed to purchase services in excess of \$1,000,000 resulting from the waiver of advertising because more favorable terms can be obtained from a primary source of supply including the purchase of equipment, supplies, and services through group purchasing organizations; and

**WHEREAS**, University Hospital proposed to purchase services in excess of \$1,000,000 resulting from the waiver of advertising for the purchase of perishable, subsistence supplies, including blood and blood products; and

**WHEREAS**, University Hospital proposed to purchase organs for transplant in excess of \$1,000,000 resulting from the waiver of advertising because only one source of supply is available; and

**WHEREAS**, University Hospital proposed to purchase services in excess of \$1,000,000 resulting from the waiver of advertising for the purchase of services of a technical and professional nature, including legal and similar professional services; and

**WHEREAS**, each of these proposed purchases (collectively the “Contracts”) is an essential function of the Hospital’s ordinary and usual operation; and

**WHEREAS**, the FIAA Committee met on June 26, 2018 and reviewed and approved a Request for Waiver of Public Bid captioned “UH-W19B-001” for a blanket waiver to contract for

services provided through grant awards to University Hospital in an amount not to exceed \$6,500,000, for a term of July 1, 2018 through June 30, 2019; and

**WHEREAS**, the FIAA Committee met on June 26, 2018 and reviewed and approved a Request for Waiver of Public Bid captioned "UH-W19B-002" for the purchase of equipment, supplies, and services through group purchasing organizations in an amount not to exceed \$90,000,000, for a term of July 1, 2018 through June 30, 2019; and

**WHEREAS**, the FIAA Committee met on June 26, 2018 and reviewed and approved a Request for Waiver of Public Bid captioned "UH-W19B-003" for the purchase of blood and blood products in an amount not to exceed \$6,000,000, for a term of July 1, 2018 through June 30, 2019; and

**WHEREAS**, the FIAA Committee met on June 26, 2018 and reviewed and approved a Request for Waiver of Public Bid captioned "UH-W19B-004" for the purchase of organs for transplant in an amount not to exceed \$3,000,000, for a term of July 1, 2018 through June 30, 2019; and

**WHEREAS**, the FIAA Committee met on June 26, 2018 and reviewed and approved a contract captioned "UH-W19B-005" for legal, technical, and professional services in an amount not to exceed \$1,000,000, for a term of July 1, 2018 through June 30, 2019; and

**WHEREAS**, the FIAA Committee recommends the Board approve these Contracts;

**NOW THEREFORE, BE IT RESOLVED**, that the Board accepts and approves the Contracts.

Adopted: June 26, 2018



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Newark, New Jersey

## **RESOLUTION OF THE BOARD OF DIRECTORS**

**WHEREAS**, the Bylaws of the Board of Directors of University Hospital (the “Board”) provide the Board with the power and authority to direct and control expenditures, and enter into contracts and agreements for conducting the business of University Hospital; and

**WHEREAS**, the Signature Authorization and Delegation of Authority for Hospital Contracts and Other Agreements Policy adopted by the Board on November 21, 2017 requires that proposed purchases by University Hospital in excess of \$1,000,000 resulting from the waiver of advertising, shall be recommended for approval by the Board after approval by the Finance, Investment, Administration and Audit Committee (the “FIAA Committee”); and

**WHEREAS**, University Hospital proposed to purchase services for the Epic Software System in excess of \$1,000,000 resulting from the waiver of advertising because only one source of supply is available; and

**WHEREAS**, the services for the Epic Software System are an integral part of University Hospital’s electronic medical records; and

**WHEREAS**, the FIAA Committee met on June 26, 2018 and reviewed and approved a Request for Waiver of Public Bid captioned “UH-W19-039” for a contract for services supporting the Epic Software System in an amount not to exceed \$2,093,181, for a term of July 1, 2018 through June 30, 2019 (the “Contract”);

**NOW THEREFORE, BE IT RESOLVED**, that the Board accepts and approves the Contract.

Adopted: June 26, 2018



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Newark, New Jersey

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**WHEREAS**, the Bylaws of the Board of Directors of University Hospital (the “Board”) provide the Board with the power and authority to direct and control expenditures, and enter into contracts and agreements for conducting the business of University Hospital; and

**WHEREAS**, the Signature Authorization and Delegation of Authority for Hospital Contracts and Other Agreements Policy adopted by the Board on November 21, 2017 requires that proposed purchases by University Hospital in excess of \$1,000,000 resulting from the waiver of advertising, shall be recommended for approval by the Board after approval by the Finance, Investment, Administration and Audit Committee (the “FIAA Committee”); and

**WHEREAS**, on June 27, 2017, by Resolution Number 2017-0627-49, the Board reviewed and approved a Request for Waiver of Public Bid captioned “UH-W18B-002” for the purchase of equipment, supplies, and services through group purchasing organizations in an amount not to exceed \$80,000,000, for a term of July 1, 2017 through June 30, 2018; and

**WHEREAS**, University Hospital’s projected purchases for Fiscal Year 2018 will exceed the amount approved pursuant to Resolution Number 2017-0627-49 by \$10,000,000; and

**WHEREAS**, the FIAA Committee met on June 26, 2018 and reviewed and approved a Request for Waiver of Public Bid captioned “UH-W18-002S” to increase the waiver for the purchase of equipment, supplies, and services through group purchasing organizations to an amount not to exceed to a total of \$90,000,000, for a term of July 1, 2017 through June 30, 2018 (the “Contract”);

**NOW THEREFORE, BE IT RESOLVED**, that the Board accepts and approves the Contract.

Adopted: June 26, 2018



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## **RESOLUTION OF THE BOARD OF DIRECTORS**

**WHEREAS**, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, Public Law 2012, c. 45 (the “Restructuring Act”), the management, supervision, and administration of University Hospital is vested in the Board of Directors of University Hospital; and

**WHEREAS**, the Finance, Investment, Administration and Audit Committee (the “FIAA Committee”) is charged with assisting the Board in fulfilling its responsibilities concerning the fiscal condition of University Hospital; and

**WHEREAS**, the FIAA Committee met on June 26, 2018 to review and approve the proposed Fiscal Year 2019 Operating Budget for University Hospital (the “FY19 Budget”); and

**WHEREAS**, the FIAA Committee reviewed and approved the FY19 Budget, and has referred the FY19 Budget to the Board of Directors;

**NOW THEREFORE, BE IT RESOLVED**, that the Board of Directors approves and adopts the FY19 Budget.

Adopted: June 26, 2018