



Annual Meeting of the
University Hospital Board of Directors

PUBLIC SESSION MEETING

September 15, 2015

1:00 p.m.

Rutgers New Jersey Medical School / University Hospital
Cancer Center
205 So. Orange Avenue, Board Room B-1120
Newark, New Jersey

Present – University Hospital (“UH”) Board of Directors: Hon. Donald T. DiFrancesco, *Chair*; James M. Orsini, MD, *Vice-Chair*; William D. Cassidy, III, PhD.; *Secretary*, MD; David Brody, MD; Annette Catino, MBA; Tanya L. Freeman, Esq.; Robert L. Johnson, MD, FAAP;

Excused – UH Board of Directors: Robert L. Barchi, MD, PhD; Cecile A. Feldman, DMD, MBA; Keith Green; Brian Strom, MD, MPH

Present – UH Leadership: Nancy Hamstra, *Interim President & Chief Executive Officer*; Suzanne Atkin, MD, *Chief Medical Officer*; Jill Cooperman, *Associate General Counsel*; Thomas Daly, *Chief Financial Officer*; Mary Jo Lopez, *Executive Director*; Paul Matey, *Senior Vice President & General Counsel*; Susan Palma, *Interim Chief Nursing Officer*; John Ras, *Interim Chief Compliance & Privacy Officer*; and Paul Wermuth, Esq., *General Counsel*

Present – UH Board Office Staff: Tammy Robinson, *Special Assistant*

Present – Office of the Governor: John Spinello, *Director, Authorities Unit*

Minutes

Chairman DiFrancesco read 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	Excused
David H. Brody, MD	Present
William D. Cassidy, II, PhD	Present
Annette Catino, MBA	Present
Cecile Feldman, DMD, MBA	Excused
Tanya L. Freeman, Esq.	Present
Keith Green	Excused
Robert L. Johnson, MD, FAAP	Present
James M. Orsini, MD	Present
Brian L. Strom, MD, MPH	Excused

Call to Order

With a quorum of members present, Chairman DiFrancesco called the meeting to order at 1:01 p.m.

Chairman's Report

Chairman DiFrancesco welcomed everyone in attendance. The Chairman stated that all proceedings of the UH Board of Directors are public, pursuant to New Jersey P.L.2008, c.59, but the Annual Hospital meeting is held specifically 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.

Chairman DiFrancesco noted that regular business of the Board would be completed and accepted a motion from Dr. William Cassidy to accept and approve the minutes of the May 19, 2015 and June 29, 2015 public sessions of the UH Board of Directors; the motion was seconded by Ms. Tanya Freeman and approved unanimously.

Chairman DiFrancesco accepted a motion from Dr. Cassidy to accept the appointments of four Trustees to The Foundation for UH; the motion was seconded by Ms. Freeman and approved unanimously. Chairman DiFrancesco welcomed Michael Curi, MD, Cecilia Lassiter, Esq., Calvin Ledford, Jr., and Jim Leonard as Trustees of The Foundation for University Hospital.

Chairman DiFrancesco also publically welcomed William Sumas, a recently appointed member of the Foundation Board of Trustees. Ms. Catino stated that the new appointments to the Foundation represent a fine group of dedicated volunteers for the hospital.

Chairman DiFrancesco announced the formation of the Community Advisory Council. This new committee will serve as an advisory group to the Board of Directors to help identify improved program and resources at UH.

Interim President and CEO's Report

Ms. Hamstra reported highlights of UH activities for the last three months which included:

- US News and World Report ranked UH thirteenth in the Northern New Jersey and Metro Service Areas;
- UH was awarded certification as an Advance Comprehensive Stroke Center by The Joint Commission;
- The Cancer program at UH received a three year Accreditation with contingency from the American College of Surgeons' Commission;
- UH is meeting with Cooper Hospital leadership to discuss the work plan to withdraw from providing EMS services in Camden County effective January 3, 2016;
- The end of summer employee appreciation events (barbeque and breakfast) were most successful and attended by a large number of UH and Rutgers medical staff and residents;
- HR has successfully conducted a number of open house recruitment events to hire additional nursing staff. In particular, UH was able to offer employment to ten (10) experienced nurses for the Emergency Room and eight (8) for the Operating Room.

Committee Reports

- **Report of the Compensation Committee**

With Mr. Green's excused absence, the Chairman presented the meeting minutes of April 20, 2015 for approval and the Board accepted the meeting minutes unanimously.

- **Report of the Finance, Investment, Administration, & Audit ("FIAA") Committee – Chair, Ms. Annette Catino**

Ms. Catino presented the meeting minutes of April 23; May 21; June 19; June 29; and July 21, 2015 for approval; the Board accepted the meeting minutes unanimously.

Ms. Catino reported that senior staff and outside legal counsel continue to work with state officials to prepare for a public offering to refinance the bonds for University Hospital. Ms. Catino presented a resolution that authorizes the hospital to take action steps to refinance the bond debt for the hospital. Dr. Cassidy made a motion and it was seconded by Dr. Brody to adopt this resolution. A roll call was conducted and the resolution was unanimously adopted by the Board members present.

Ms. Catino advised that the committee had reviewed the unaudited draft financial statements for the twelve months ending June 30, 2015. She then requested Mr. Tom Daly, CFO, to summarize the hospital's preliminary financial statement for July 2015 and summarize the Broadway House unaudited draft statements for the six (6) months ending June 30, 2015.

- **Report of the Governance, Ethics & Legal Committee (“GEL”)** – Chair, Ms. Tanya Freeman, Esq.

Ms. Tanya Freeman requested that the Board approve committee minutes for:

- Legal Committee of March 3, 2015
- Governance & Ethics Committee of March 3, 2015
- Governance, Ethics & Legal Committee of June 9, 2015

The Board accepted the approved all meeting minutes unanimously.

Ms. Freeman then requested that the Board approve the resolution to offer employment to Paul Matey, Esq. to serve as Senior Vice President and General Counsel for the hospital. Dr. Cassidy made the motion and it was seconded by Annette Catino to adopt the resolution. The Board adopted the resolution unanimously

- **Report of the Medical Liaison Committee** – Chair, Dr. James Orsini

Dr. Orsini presented the following Committee minutes for approval:

- Medical Liaison Committee Minutes for April 20, 2015
- Medical Liaison Committee Minutes for May 21, 2015
- Medical Liaison Committee Minutes for June 29, 2015

The Board accepted and approved unanimously the Medical Liaison Committee minutes.

Dr. Orsini presented the following Medical Executive Committee minutes for approval:

- Medical Executive Committee Minutes for March 24, 2015

The Board accepted and approved unanimously Medical Executive Committee minutes.

Dr. Orsini requested that the Board approve the reappointment of the Medical Staff from October 1, 2015 through September 30, 2017. The Board approved the action to appoint the medical staff unanimously.

Dr. Orsini presented the following Credential Committee action items for approval:

- Credential Committee action Items for February 9, 2015
- Credential Committee action Items for March 9, 2015
- Credential Committee action Items for April 13, 2015
- Credential Committee action Items for May 11, 2015
- Credential Committee action Items for June 8, 2015
- Credential Committee action Items for July 13, 2015

The Board accepted and approved unanimously the Credential Committee action items.

- **Report of the Quality of Care Committee** – Chair, Dr. David Brody

Dr. Brody presented the following Committee minutes for approval:

- Quality of Care Committee Minutes for April 20, 2015
- Quality of Care Committee Minutes for May 21, 2015

The Board accepted and approved unanimously the Quality of Care Committee minutes.

Dr. Brody reviewed and discussed with the Board the quality metrics for medical services at the hospital. He briefly discussed those metrics that require more attention and highlighted metrics that the hospital is doing quite well. He also shared with the Board that our Press Ganey satisfaction scores remain extremely low and advised that staff are working with the Rutgers physicians to improve these scores.

Dr. Brody presented the following Quality Council Committee minutes for approval:

- Quality Council Minutes for January 26, 2015
- Quality Council Minutes for February 23, 2015
- Quality Council Minutes for March 30, 2015
- Quality Council Minutes for April 25, 2015
- Quality Council Minutes for May 7, 2015
- Quality Council Minutes for May 18, 2015
- Quality Council Minutes for June 22, 2015

The Board accepted and approved unanimously the Quality Council minutes.

Dr. Brody presented the following Patient Safety Committee minutes for approval:

- Patient Safety Minutes for January 14, 2015
- Patient Safety Minutes for March 11, 2015
- Patient Safety Minutes for April 8, 2015
- Patient Safety Minutes for June 10, 2015

The Board accepted and approved unanimously the Patient Safety minutes.

Dr. Brody also reported that he has met one-on-one with all the Chiefs of Service for the hospital.

- **Report of the Strategic Planning Committee – Chair, Dr. William Cassidy**

Dr. Cassidy presented the minutes of the April 7, 2015 meeting of the Strategic Planning Committee for approval. The Board accepted the minutes unanimously.

Dr. Cassidy noted that Dr. Bruce Siegel, the former Commissioner of Health for New Jersey, who is currently President and CEO of America's Essential Hospitals, is scheduled to make a presentation at the September 16th meeting of the Strategic Planning Committee. He encouraged Board members to attend.

Dr. Cassidy also noted the Becker's Hospital Review 4th Annual CEO Roundtable and CFO/CIO Roundtable is scheduled for November 18-19, 2015, and encouraged the Board members to consider attending.

Public Comment

The Chairman stated that all business of the UH Board of Directors was completed and opened the meeting to comments from the public. Three members of the public addressed the Board:

- Mr. David Hungerford, representing the Coalition for Social Justice expressed his concern regarding the Navigant Report and the recommendation to close Saint Michael's Hospital. He also distributed a questionnaire to Board members that identified accounting issues at Saint Michael's. Chairman DiFrancesco advised that the Board would review his questions and provide an appropriate response.
- Mr. Robert Palmer, representing the Coalition for Social Justice stated that his attendance was to support Mr. Hungerford and ensure that all of the aforementioned questions posed by Mr. Hungerford were heard.
- Imam Abdul Aleem Razzaq, a religious leader serving patients and employees at UH for over 18 years, expressed his thanks to University Hospital's public relations and marketing staff for their assistance in advertising and supporting workshops sponsored by his organization at the hospital.

Chairman DiFrancesco acknowledged the public comments and noted that for questions and concerns that related to University Hospital, a written response would be provided.

Executive Session

Chairman DiFrancesco requested that the Board met in Executive Session. He read the Resolution to convene the Board into Executive Session:

BE IT RESOLVED, that the Board will meet in executive session on this date, September 15, 2015, 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 Executive Session of the UH Board of Directors meeting convened at 1:50 p.m. and adjourned 3:24 p.m.

The public session of the UH Board of Directors meeting reconvened at 3:24 p.m. and adjourned 3:25 p.m.

Meeting Adjournment

There being no further business, the UH-Board of Directors Meeting was adjourned at 3:25 p.m.

The next full meeting of the UH-Board of Directors will be held at 8:30 a.m. on Tuesday, November 10, 2015, Cancer Center, 205 South Orange Avenue, B-Level, Room B1120, Newark, New Jersey.