



**RESOLUTION OF THE COMMUNITY OVERSIGHT BOARD
ESTABLISHING THE COMMUNITY ADVISORY COUNCIL**

WHEREAS, pursuant, and subject, to the New Jersey Medical and Health Sciences Education Restructuring Act, L 2012, c. 45 (the "Restructuring Act"), the University Hospital Community Oversight Board (the "Oversight Board") was established to ensure that the mission of University Hospital (the "Hospital") and the intent of the *Agreements Reached Between Community and Government Negotiators Regarding New Jersey College of Medicine and Dentistry and Related Matters of April 30, 1968* (the "*Newark Accords*") to provide a comprehensive health program to the community in the city of Newark, including, but not limited to, ensuring access to all essential health care services provided by the hospital, are upheld; and

WHEREAS, in accordance with bylaws adopted July 18, 2013, the Oversight Board may appoint committees, as it deems appropriate to carry out its duties and obligations; and

WHEREAS, to facilitate the *Newark Accords*, and foster more engaged and meaningful involvement of the community served by the Hospital, the Oversight Board intends to establish a Community Advisory Council with a Charter, in substantially the form of Exhibit "A" as appended hereto;

NOW, THEREFORE, BE IT RESOLVED by the Oversight Board of University Hospital

1. The above recitals are incorporated herein by this reference.
2. The Community Advisory Council of the University Hospital Community Oversight Board is hereby constituted and shall be organized and governed in accordance with the Charter substantially in the form appended hereto and in accordance with the Restructuring Act.
3. The Chairperson is hereby authorized to take the steps necessary and desirable to effectuate the purposes of this Resolution.
4. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2020-0707-06 is a true copy of action duly adopted by the Community Oversight Board as of the date hereof.

RESOLUTION ADOPTED: July 7, 2020



Mary K. E. Maples, Esq., Corporate Secretary



Exhibit A to Community Oversight Board Resolution dated July 7, 2020



University Hospital Community Oversight Board

Community Advisory Council

Charter

Article I: Statement of Purpose

The Community Advisory Council (the “Council”) shall serve as an *ad hoc* committee of the University Hospital Community Oversight Board (the “Oversight Board”) for such purpose and duration as deemed beneficial in the sole discretion of the Oversight Board. The Council shall inform the Oversight Board, as it seeks to implement its mission of supporting University Hospital’s fulfillment of the *Agreements Reached Between Community and Government Negotiators Regarding New Jersey College of Medicine and Dentistry and Related Matters of April 30, 1968 (the “Newark Accords”)*.

Article II: Members and Terms of Membership

1. The Council shall consist of up to seven (7) members representing the Greater Newark region, as appointed, and with such qualifications as determined, by the Oversight Board. All Council members shall have one (1) vote on all matters presented for the body’s consideration. The Council chairperson and vice-chairperson shall be designated by the Oversight Board. The Council chairperson, and in his or her absence, the vice-chairperson, shall preside over all meetings of the Council. The chairperson shall appoint a secretary, who need not be a member of the Council, and shall perform such duties and services as may be prescribed by the Council from time to time.

2. The chairperson and vice-chairperson may resign such offices at any time, upon written notice to the Council and Oversight Board specifying the date of resignation. Resignation from such office shall not automatically include resignation from the Council unless so specified. The vice-chairperson may be removed from such position at any time, with or without cause, by the majority vote of the Council. Notwithstanding such removal as officer, the individual shall continue as a Council member.

3. Three of the seats on the Council shall have a term of two (2) years each, and four of the seats on the Council shall have a term of one (1) year each.

4. Any vacancies in the membership of the Council occurring other than by natural expiration of a member’s term shall be filled in the same manner as the original appointment, *provided, however*, that such replacement shall serve only for the remaining balance of the term of the member whose resignation or departure created the vacancy. A member may serve in holdover status until such time as they are reappointed or replaced in accordance with these bylaws.

5. Members of the Council shall not receive compensation for their services. However, each member shall be reimbursed for his or her actual expenses incurred in the performance of his or her duties as a member.

Article III: Meetings and Quorum

1. The Council shall organize and hold its first meeting as soon as possible following the appointment of its members.

2. The Council shall hold meetings at least twice a year and more often as needed, within the State of New Jersey, at such times and at such places as the Council shall fix.

3. At least two (2) days written notice to members shall be required of any meeting of the Council and shall specify the purpose of the meeting. In case the Council shall fix or change the time or place of any meeting when such time and place was fixed before such change, written notice of such action shall be given to each member who shall not have been present at the meeting at which such action was taken within forty-eight (48) hours of such meeting, unless such notice shall be waived by a writing signed by the member so waiving, either before or after the meeting.

4. A majority of the members appointed as of the day of meeting shall constitute a quorum and shall be necessary to conduct the business of the Council. No vacancy in the Council shall impair the right of a quorum to perform all the duties of the Council. A majority of the members present at the time and place of any meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists. All members may participate in a meeting of the Council by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

5. The Council may make such rules covering its meetings as it may, in its reasonable discretion, determine to be necessary.

6. The chairperson shall timely transmit minutes of the Council meetings to the secretary of the Oversight Board. The chairperson may also invite individuals to Council meetings, as considered necessary and desirable to conduct the business of the Council, provided however, that these individuals shall not have the right to vote.

Article IV: Responsibilities

1. To further the intent of the *Newark Accords* and to foster accountability around the strategic goal of health equity, the Council shall provide advice to the Oversight Board in the areas of:

- (a) community input and recommendations for healthcare and allied services,
- (b) prioritization of healthcare and allied services based on local needs,
- (c) community health needs assessment and community-centered health and social service initiatives,
- (d) expanding access to, and increasing community awareness of, University Hospital in the greater Newark region, and
- (e) such other responsibilities as assigned by the Oversight Board.

2. The Council's charter will be evaluated by the Oversight Board every two years or with such frequency as the Oversight Board may determine to assess whether the Council is satisfying the responsibilities set forth herein, and otherwise accomplishing its intended purpose.