



**RESOLUTION OF UNIVERSITY HOSPITAL  
APPOINTING MEMBERS TO THE FOUNDATION FOR  
UNIVERSITY HOSPITAL BOARD OF TRUSTEES**

**WHEREAS**, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L. 2012, c. 45 (the "Restructuring Act"); and

**WHEREAS**, pursuant to the Restructuring Act, the Hospital's Board of Directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission, and in furtherance thereof, the Hospital adopted Bylaws dated March 17, 2015, as amended June 26, 2018 and June 25, 2020 (the "Hospital Bylaws"); and

**WHEREAS**, on or about May 5, 2014, the Foundation for University Hospital (the "Foundation") was formed as a New Jersey Nonprofit corporation to support the mission of the Hospital; and

**WHEREAS**, the Foundation adopted Bylaws in August of 2014, as amended (the "Foundation Bylaws"), with the Hospital as its sole member; and

**WHEREAS**, pursuant to the Foundation Bylaws, the Hospital, through a formal meeting of its Board, is responsible for appointing individuals to the Foundation's Board of Trustees; and

**WHEREAS**, the Hospital intends to appoint the individual set forth herein to serve as trustee for the Foundation each for a term of one-year, and with such rights and privileges as set forth in the Foundation Bylaws; and

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of University Hospital:

1. The above recitals are incorporated herein by this reference.
2. The Hospital hereby appoints the following individual to the Foundation Board of Trustees, each to serve for a one-year term from the date hereof, and with such other rights and privileges as set forth in the Foundation Bylaws:

Barbara Kauffman

3. The President and Chief Executive Officer is hereby authorized to take appropriate action in furtherance of this Resolution, in accordance with the Hospital Bylaws and applicable regulations.



4. This Resolution shall take effect immediately upon the adoption hereof, subject to ratification.

I hereby certify that this Resolution 2022-0425-169 is a true copy of actions duly adopted by University Hospital as of the date hereof.

**Resolution Adopted:            April 25, 2022**

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



**RESOLUTION OF UNIVERSITY HOSPITAL ACCEPTING THE  
FISCAL YEAR ENDING JUNE 30, 2021 AUDITED FINANCIAL  
STATEMENTS SUBMITTED BY KPMG LLP**

**WHEREAS**, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey (the "State"), pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L 2012, c. 45 (the "Restructuring Act"); and

**WHEREAS**, consistent with its powers and responsibilities under the Restructuring Act, the Hospital intends to accept the June 30, 2021 Fiscal Year Ending audited financial statements submitted by KPMG LLP; and

**WHEREAS**, the Finance and Audit Committee reviewed the audited financial statements prepared by KPMG LLP and recommends approval;

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

1. The above recitals are incorporated herein by this reference.
2. The audited financial statements for the year ended June 30, 2021, prepared by KPMG LLP, as attached hereto are hereby accepted and approved.
3. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2022-0425-166 is a true copy of actions duly adopted by University Hospital as of the date hereof.

**RESOLUTION ADOPTED: April 25, 2022**

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



**Audited Financial Statements for the period ending June 30, 2021**

**See attached.**



**RESOLUTION OF UNIVERSITY HOSPITAL  
APPOINTING AN ACTING CHIEF LEGAL OFFICER &  
CORPORATE SECRETARY**

**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 the Officers of the Hospital; and

**WHEREAS**, Article V, Section 3, of the Bylaws permits the Board of Directors to remove an existing officer, either with or without cause, and appoint a successor; and

**WHEREAS**, Article V, Section 1, of the Bylaws states that the Hospital’s Officers may consist of a President, a Chief Executive Officer, a Treasurer, a Chief Operating Officer, a Secretary, and such other officers as the Board may determine from time to time; and

**WHEREAS**, Article V, Section 5(c) of the Bylaws, the General Counsel shall serve as the Corporate Secretary; and

**WHEREAS**, the Board desires to appoint Tracy C. Forsyth as Interim Chief Legal Officer and Corporate Secretary of the Hospital; and

**WHEREAS**, the Board desires to remove the Officers previously appointed to the aforementioned positions;

**NOW, THEREFORE, BE IT RESOLVED THAT**, pursuant to Article V, Section 1, of the Bylaws, effective May 6, 2022, Tracy C. Forsyth is appointed as Interim Chief Legal Officer and Corporate Secretary of the Hospital; and

**BE IT FURTHER RESOLVED THAT**, pursuant to Article V, Section 3, of the Bylaws, effective May 6, 2022, the prior corporate officer in the aforementioned position is removed; and

**BE IT FURTHER RESOLVED THAT**, the interim Chief Legal Officer will have all the powers, duties, and responsibilities of the position.



I hereby certify that this Resolution 2022-0425-168 is a true copy of actions duly adopted by University Hospital as of the date hereof.

**Resolution Adopted:**            **April 25, 2022**

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