



**RESOLUTION OF THE BOARD OF DIRECTORS TO TAKE NECESSARY ACTIONS
PERTAINING TO THE SELECTION OF PRESIDENT AND CEO**

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 III, Section 1, 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, Dr. Shereef Elnahal, former President and Chief Executive Officer, resigned his position, effective May 6, 2022.

WHEREAS, pursuant to Article III, Section 8, of the Bylaws, the Board now desires to convene a Search Committee of the Board to review and evaluate prospective applicants for this position and take all necessary actions in furtherance of this effort; and

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

1. The above recitals are incorporated herein.
2. All actions taken in connection with the resignation of Dr. Shereef Elnahal are hereby ratified and accepted.
3. The recommendations of the Board Chair regarding compensation for the Interim President and CEO are hereby accepted by the Board, and the Board Chair is authorized to take any and all necessary actions in this regard.
4. A Search Committee is hereby created to review and evaluate prospective applicants for this position and shall conduct any and all activities necessary to identify a qualified candidate to serve in the position of President and Chief Executive Officer of University Hospital. The Search Committee will ultimately provide a recommendation to the Board of Directors, and its authority shall expire upon the Board’s appointment of a permanent President and Chief Executive Officer.

5. The Search Committee is hereby authorized, in connection with its duties, to take any and all actions necessary to negotiate and finalize an agreement with an executive search firm, selected from the Hospital's publicly solicited pool of such firms.

I hereby certify that this Resolution 2022-0526-170 is a true copy of actions duly adopted by University Hospital as of the date hereof.

Resolution Adopted:

May 26, 2022



Tracy Forsyth, Esq., Corporate Secretary

RESOLUTION OF UNIVERSITY HOSPITAL ACCEPTING GRANT FUNDS AWARDED PURSUANT TO THE VICTIMS OF CRIME ACT, 34 U.S.C. 201 ET. SEQ.

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, 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 to: (1) direct and control expenditures of Hospital funds; (2) borrow money; (3) enter into contracts with the State or federal government, or any individual, firm or corporation; (4) solicit and accept grant moneys; (5) acquire, own, lease, dispose or, use, and operate property; (6) sue and be sued; (7) enter into a contract or other agreement with a nonprofit corporation operating one or more hospitals in New Jersey to operate and manage or assist in the operation and management of the Hospital; and (8) hire, fire, and fix salaries for all employees of the Hospital; and

WHEREAS, by correspondence dated on or about March 29, 2022 from the New Jersey Office of the Attorney General, the Hospital was notified of a pending award of grant funds for its Trauma Recovery Center in accordance with the Victims of Crime Act, 34 U.S.C. 201 *et seq.* (the "VOCA") in the total amount of \$1,142,857 of which amount, 100% would be sourced from funds administered under the VOCA, with \$0 provided as a match from the Hospital, under sub-award number HVP-09-19 for the period October 1, 2021 through September 31, 2022 (hereinafter referred to as the "VOCA Grant"); and

WHEREAS, in accordance with the Restructuring Act and the Hospital's bylaws, the Executive Committee is authorized to accept and intends to accept the VOCA Grant;

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

1. The above recitals are incorporated herein by this reference.
2. The Hospital hereby accepts the VOCA Grant, as may be modified from time to time and authorizes the President and Chief Executive Officer to execute all agreements and documents necessary and desirable to effectuate award of the VOCA Grant in support of the Hospital's Trauma Recovery Center.
3. This Resolution shall take effect immediately upon the adoption hereof, subject to ratification.

I hereby certify that this Resolution 2022-0526-171 is a true copy of actions duly adopted by University Hospital as of the date hereof.

Resolution Adopted: May 26, 2022



Tracy Forsyth, Esq., Corporate Secretary

**RESOLUTION OF UNIVERSITY HOSPITAL PERTAINING TO
MEDICAL STAFF MATTERS**

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 (including the disposition of credentials and privileges of medical staff serving the Hospital), 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, in accordance with Medical Staff Bylaws dated February of 2020 (the "Medical Staff Bylaws"), at its April 14, 2022 meeting, the Medical Executive Committee (the "MEC") recommended various providers for credentials, privileges, and appointment, expansion, change of status, and transfer of service thereof, such providers as listed on Exhibit "A" appended hereto and made a part hereof; and

WHEREAS, following review and recommendation for approval by the Safety and Quality Committee, at a May 3, 2022, electronic meeting reviewed the MEC action, 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 Hospital hereby adopts and affirms the recommendations, as appended hereto, and authorizes the President and Chief Executive Officer to take appropriate action in furtherance of this Resolution, in accordance with the Hospital Bylaws and applicable regulations.
3. This Resolution shall take effect immediately upon the adoption hereof, subject to ratification.

I hereby certify that this Resolution 2022-0526-172 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED:



Tracy Forsyth, Esq., Corporate Secretary

Exhibit "A" - Memorandum dated April 14, 2022 from Dr. Natale-Pereira to Dr. Feldman re: Recommendation to approve medical staff credentials and privileges.

See attached.



RESOLUTION OF UNIVERSITY HOSPITAL TO APPROVE AN AMEDMENT TO CONTRACT UH-P19-016, GENERAL CONTRACTING SERVICES FOR MEDICAL ICU & SURGICAL ICU RENOVATIONS

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, 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 to: (1) direct and control expenditures of Hospital funds; (2) borrow money; (3) enter into contracts with the State or federal government, or any individual, firm or corporation; (4) solicit and accept grant moneys; (5) acquire, own, lease, dispose or, use, and operate property; (6) sue and be sued; (7) enter into a contract or other agreement with a nonprofit corporation operating one or more hospitals in New Jersey to operate and manage or assist in the operation and management of the Hospital; and (8) hire, fire, and fix salaries for all employees of the Hospital; and

WHEREAS, in accordance with the Hospital's amended bylaws adopted June 26, 2018 (the "Bylaws"), the Hospital approved a new *Procurement and Purchasing and Delegation of Authority to Contract Policy* pursuant to Resolution 2019-0917-83 adopted September 26, 2019, as amended pursuant to Resolution 2020-0722-107 adopted July 22, 2020 (hereinafter the "Procurement Policy"); and

WHEREAS, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to approve and affirm the following amendment to UH-P19-016 The Facilities Management Department seeks approval to increase the above referenced contract by \$232,147.00 to account for additional work not included or anticipated in the original contract nor addressed in prior Amendments to the contract. This amount is a final "Close-Out" dollar-value for all remaining claims and credits encountered during the project timeline. Project was completed and a Certificate of Approval of the completed project was received from NJ DCA State Building Unit November 10, 2021.

WHEREAS, the Hospital's Finance and Audit Committee has reviewed the proposed action 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 procurement amendments are hereby approved in accordance with the Procurement Policy, subject to annual appropriations.
3. The President and Chief Executive Officer 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 2022-0526-173 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: May 26, 2022



Tracy C. Forsyth, Esq Corporate Secretary

RESOLUTION OF UNIVERSITY HOSPITAL ACCEPTING GRANT FUNDS AWARDED PURSUANT TO THE VICTIMS OF CRIME ACT, 34 U.S.C. 201 ET. SEQ.

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, 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 to: (1) direct and control expenditures of Hospital funds; (2) borrow money; (3) enter into contracts with the State or federal government, or any individual, firm or corporation; (4) solicit and accept grant moneys; (5) acquire, own, lease, dispose or, use, and operate property; (6) sue and be sued; (7) enter into a contract or other agreement with a nonprofit corporation operating one or more hospitals in New Jersey to operate and manage or assist in the operation and management of the Hospital; and (8) hire, fire, and fix salaries for all employees of the Hospital; and

WHEREAS, by correspondence dated on or about May 2, 2022 from the New Jersey Office of the Attorney General, the Hospital was notified of a pending award of grant funds for its Spiritual Care for Victims of Crime Project in accordance with the Victims of Crime Act, 34 U.S.C. 201 *et seq.* (the "VOCA") in the total amount of \$137,500 of which amount, 100% would be sourced from funds administered under the VOCA, with \$0 provided as a match from the Hospital, under sub-award number VAG-237-18 for the period September 1, 2021 through August 31, 2022 (hereinafter referred to as the "VOCA Grant"); and

WHEREAS, in accordance with the Restructuring Act and the Hospital's bylaws, the Executive Committee is authorized to accept and intends to accept the VOCA Grant;

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

1. The above recitals are incorporated herein by this reference.
2. The Hospital hereby accepts the VOCA Grant, as may be modified from time to time and authorizes the President and Chief Executive Officer to execute all agreements and documents necessary and desirable to effectuate award of the VOCA Grant in support of the Spiritual Care for Victims of Crime Project.
3. This Resolution shall take effect immediately upon the adoption hereof, subject to ratification.

I hereby certify that this Resolution 2022-0526-172 is a true copy of actions duly adopted by University Hospital as of the date hereof.

Resolution Adopted: May 26, 2022



Tracy Forsyth, Esq., Corporate Secretary