

**RESOLUTION OF UNIVERSITY HOSPITAL ADOPTING,  
AFFIRMING AND RATIFYING ACTIONS OF THE EXECUTIVE  
COMMITTEE AND ACTIONS OF THE OFFICERS OF THE  
HOSPITAL IN FURTHERANCE OF P.L. 2012, c. 45**

**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 25, 2020 (the "Hospital Bylaws"), the Executive Committee of the Board of Directors is empowered to act on behalf of the Board of Directors between the Board of Directors' regular meetings and shall review and make recommendations to the Board of Directors on issues including ethics, strategic planning, initiatives and programs, external affairs, community relations development, compensation and senior management employment matters, subject to ratification; and

**WHEREAS**, on July 22, 2020, the Hospital Executive Committee adopted Resolution 2020-0722-106 pertaining to certain Disciplinary Matter (as defined therein) reviewed by the Medical Executive Committee and approved by the Quality and Safety Committee involving a member of the Hospital's medical staff; and

**WHEREAS**, on July 22, 2020, the Hospital Executive Committee adopted Resolution 2020-0722-107 pertaining to certain amendments to the *Procurement and Purchasing and Delegation of Authority to Contract Policy* (Resolution 2019-0917-83 adopted September 26, 2019); and

**WHEREAS**, on September 4, 2020, the Hospital Executive Committee adopted Resolutions 2020-0904-108 and 2020-0904-109 pertaining to medical staff matters, in particular, the approval of credentials and privileges for certain current and new providers (as set forth therein); and

**WHEREAS**, in accordance with the Hospital Bylaws, the Hospital intends to adopt, affirm and ratify the actions of the Executive Committee taken July 22, 2020 and September 4, 2020; and



# UNIVERSITY HOSPITAL

Newark, New Jersey

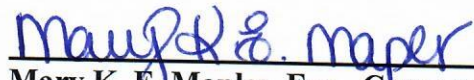
**WHEREAS**, having considered the activities of the Hospital and lawful actions of its officers since the last Annual Meeting, the Hospital further intends to adopt, affirm and ratify all such actions;

**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 actions of the Executive Committee taken July 22, 2020 and September 4, 2020, and the lawful actions of the officers of the Hospital taken since the last Annual Meeting are hereby adopted, affirmed and ratified.
3. This Resolution shall take effect immediately upon the adoption hereof.

**I hereby certify that this Resolution 2020-0924-110 is a true copy of actions duly adopted by University Hospital as of the date hereof.**

**RESOLUTION ADOPTED: September 24, 2020**

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





**UNIVERSITY HOSPITAL**

Newark, New Jersey

**RESOLUTION OF UNIVERSITY HOSPITAL APPROVING  
ITS ANNUAL PUBLIC MEETING SCHEDULE FOR  
JANUARY – DECEMBER 2021**

**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**, the Open Public Meetings Act, *N.J.S.A. 10:4-6 et seq.*, requires that the Hospital annually give notice of its schedule of regular public meetings to be held during the succeeding year by posting, mailing to newspapers, and giving notice to certain persons requesting such notice;

**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 schedule appended hereto shall represent the Annual Schedule of Regular Public Meetings for the Hospital for January through December 2021.
3. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2020-0924-111 a true copy of actions duly adopted by University Hospital as of the date hereof.

**RESOLUTION ADOPTED: September 24, 2020**

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

**Exhibit “A” to Resolution 2020-0924-111 dated September 24, 2020**

University Hospital 2021 Annual Schedule of Regular Public Meetings

*See attached.*



**UNIVERSITY HOSPITAL**  
Newark, New Jersey

### **Annual Meeting Notice**

In accordance with the Open Public Meetings Act, N.J.S.A. 10:4-6, et seq., University Hospital's Board of Directors will hold regular meetings, open to the public, on the following dates and times for calendar year 2021:

January 28, 2021		10:00 a.m.
March 25, 2021		10:00 a.m.
May 27, 2021		10:00 a.m.
June 24, 2021		10:00 a.m.
September 30, 2021	Annual Meeting	10:00 a.m.
November 18, 2021		10:00 a.m.

The above-listed meetings of University Hospital's Board of Directors will be held at the Rutgers Cancer Institute of New Jersey at University Hospital, 205 South Orange Avenue, Board Room B-1120, Newark, NJ 07103.





# UNIVERSITY HOSPITAL

Newark, New Jersey

## RESOLUTION OF UNIVERSITY HOSPITAL AUTHORIZING CERTAIN PROCUREMENTS IN FURTHERANCE OF P.L. 2012, c. 45

**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 25, 2020 (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 (hereinafter the "Procurement Policy"); and

**WHEREAS**, the Hospital intends to award certain contracts which were competitively solicited in accordance with the Procurement Policy, in particular: (i) Charity Care Eligibility and Self-pay Accounts Receivable Management Services under RFP UH-P20-016 to Sutherland Healthcare Solutions, Inc for an initial term of three years with two additional one-year renewal options, with an aggregate contract value of \$4.3 million; (ii) No Fault/Workers' Compensation Accounts Receivable Management Services under RFP UH-P20-002 to Med-Matrix, LLC for an initial term of three years with two additional one-year renewal options, with an aggregate contract value of \$4.1 million; and (iii) Retail Pharmacy Design, Construction, Start-up and Operation under RFP UH-P20-006 to Shields Pharmacy of University, LLC for an initial term of three years with two additional one-year renewal options, with an aggregate contract value of \$1.57 million and expected contribution margin of 25 percent; and

**WHEREAS**, the Hospital further intends to extend its current revenue contracts with Siddhivinayak Inc, d/b/a Bergen Pharmacy (Newark) and Siddhipriya Inc, d/b/a Bergen Pharmacy (Elizabeth) for the provision of Specialty Pharmacy Services originally solicited under RFP UH-P16-008 for a one-year period expiring October 4, 2021, with an aggregate annual contract value of approximately \$13 million; and



# UNIVERSITY HOSPITAL

Newark, New Jersey

**WHEREAS**, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to approve the foregoing transactions; and


**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 procurements set forth herein 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 2020-0924-112 is a true copy of actions duly adopted by University Hospital as of the date hereof.

**RESOLUTION ADOPTED: September 24, 2020**

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





# UNIVERSITY HOSPITAL

Newark, New Jersey

**RESOLUTION OF UNIVERSITY HOSPITAL APPROVING AN EXECUTIVE SESSION IN ACCORDANCE WITH THE SENATOR BYRON M. BAIR OPEN PUBLIC MEETINGS ACT, N.J.S.A. 10:4-6 ET SEQ.**

**WHEREAS**, in accordance with the Senator Byron M. Bair Open Public Meetings Act, N.J.S.A. 10:4-6 *et seq.*, University Hospital (the "Hospital") is permitted to discuss certain matters in a session closed to the public; and


**WHEREAS**, the Hospital desires to go into an executive session during its public meeting on September 24, 2020;

**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 will meet in executive session during its public meeting on the 24<sup>th</sup> of September 2020, in accordance with Senator Byron M. Bair Open Public Meetings Act, N.J.S.A. 10:4-12b.
3. The subjects to be discussed in executive session concern attorney-client privilege matters and contract negotiations related to pending solicitations, and personnel matters related to the Hospital's affiliated entities.
4. The Hospital may take official action on the items discussed during the executive session.
5. The discussion conducted during the executive session will be disclosed to the public as fully as possible during the public portion of the meeting of the Hospital on September 24<sup>th</sup> 2020 or thereafter, in accordance with the Senator Byron M. Bair Open Public Meetings Act.
6. This Resolution shall take effect immediately upon the adoption hereof.

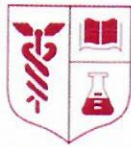
I hereby certify that this Resolution 2020-0924-113 is a true copy of actions duly adopted by University Hospital as of the date hereof.

**RESOLUTION ADOPTED: September 24, 2020**

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

Resolution No. 2020-0924-113





# UNIVERSITY HOSPITAL

Newark, New Jersey

## 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 individuals set forth herein to serve as trustees 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 individuals 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:

Shane' Harris  
Colin Newman  
Marjorie Perry

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.




# UNIVERSITY HOSPITAL

Newark, New Jersey

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

I hereby certify that this Resolution 2020-0924-114 is a true copy of actions duly adopted by University Hospital as of the date hereof.

**Resolution Adopted:**            **September 24, 2020**

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





**RESOLUTION OF UNIVERSITY HOSPITAL  
APPOINTING MEMBERS TO THE BROADWAY HOUSE  
FOR CONTINUING CARE 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 April 9, 1992, the Newark AIDS Consortium, Inc t/a Broadway House for Continuing Care ("Broadway House") was incorporated as a New Jersey nonprofit corporation to provide services to patients afflicted with the HIV/AIDS virus, and thereafter the Broadway House Board of Trustees (the "BH Board") adopted Bylaws, as amended (the "Broadway House Bylaws"), with the Hospital as its sole member; and

**WHEREAS**, as sole member, the Hospital has, among other powers, the right to: (a) determine the number of trustees comprising the BH Board, (b) appoint, remove (with or without cause), any trustee, and (c) elect, re-elect and remove the Chairperson of the BH Board; and

**WHEREAS**, pursuant to the Broadway House Bylaws, the President of the Hospital is required to annually nominate trustee-candidates to the BH Board, subject to approval of the Hospital Board; and

**WHEREAS**, upon nomination by the President, the Hospital intends to appoint the individuals set forth herein to serve as trustees for Broadway House for a term of one-year, and with such rights and privileges as set forth in the Broadway House 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 Broadway House Board of Trustees, to serve for a one-year term from the date hereof, and with such other rights and privileges as set forth in the Broadway House Bylaws:

Robert Iannaccone



# UNIVERSITY HOSPITAL

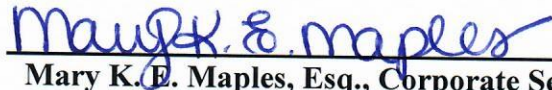
Newark, New Jersey

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 2020-0924-115 is a true copy of actions duly adopted by University Hospital as of the date hereof.

**Resolution Adopted: September 24, 2020**



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