



## **RESOLUTION OF THE BOARD OF DIRECTORS UNIVERSITY HOSPITAL**

**WHEREAS**, University Hospital (“UH”) is the sole member of The Foundation for University Hospital, a New Jersey nonprofit corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Foundation”); and

**WHEREAS**, pursuant to the Bylaws of the Foundation, the Board of Trustees of the Foundation is currently three (3) Trustees; and

**WHEREAS**, it is in the best interests of UH that the Board of Trustees of the Foundation be expanded to bring in additional individuals interested in, and committed to, the welfare of UH; and

**WHEREAS**, in accordance with N.J.S.A. 15A:2-10 and pursuant to Article VI of the Bylaws, the Bylaws of the Foundation may only be amended by the action of UH as the sole member of the Foundation; and

**NOW THEREFORE BE IT RESOLVED**, that Section 1 of Article III of the Bylaws of the Foundation is deleted in its entirety and the following new Section 1 is inserted in lieu thereof:

### **1. TRUSTEES**

The Board of Trustees of the Corporation (hereinafter the “Board”) shall have not less than three (3) and not more than fifteen (15) members (each hereinafter a “Trustee”).

Resolution Adopted: March 17, 2015



**RESOLUTION OF THE BOARD OF DIRECTORS  
UNIVERSITY HOSPITAL**

**WHEREAS**, the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. 2012 c. 45) (hereinafter, the "Act") provides that University Hospital ("UH") is a body corporate and politic and instrumentality of the State of New Jersey, effective July 1, 2013; and

**WHEREAS**, the Act provides that the management, supervision, and administration of UH is vested in a Board of Directors (hereinafter, the "Board") with the power and duty to exercise general oversight over the affairs of UH and ensure the fulfillment of its mission; and

**WHEREAS**, pursuant to the Bylaws of University Hospital in Newark, New Jersey (the "Bylaws"), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH's status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

**WHEREAS**, in order to ensure that the day-to-day business of UH is carried out in a timely and efficient manner, the Board is charged with, among other things, reviewing and approving policies related to the governance of the operations and practices of UH; and

**WHEREAS**, on July 1, 2013, UH's Board adopted, by UH Board Resolution No. 11, that all policies that had previously been in force and effect at the former University of Medicine and Dentistry of New Jersey ("UMDNJ"), as of July 1, 2013, the effective date of the Act, would continue in effect and to apply to UH after July 1, 2013; and

**WHEREAS**, a UMDNJ Policy entitled "Excluded Individuals and Entities," No. 831-200-545 (hereinafter the "Policy"), was one such policy that was in effect at UMDNJ as of July 1, 2013, that was adopted by UH's Board effective July 1, 2013; and

**WHEREAS**, the Policy sets forth the procedure, among other things, for screening proposed employees prior to hire by UH, as well as all individuals and entities with whom UH proposes to enter into professional services and other vendor agreements, that may be identified on federal and/or state lists of individuals and/or entities excluded or debarred from participating in federal and state healthcare programs; and

**WHEREAS**, UH seeks to amend the Policy, in certain particular respects, which amendments are set forth in the first attached copy hereto, so as to expand the prohibitions against engaging with so-called “Excluded Individuals and Entities” to, among other things, hospital volunteers permitted at UH, to the donation of services to UH, and/or to non-UH physicians from whom UH may, at times, receive orders and/or prescriptions for services for patients who present to UH; now

**BE IT RESOLVED**, that this Board Resolution is a declaration of the official intent of the Board (i) accepting and adopting, by an affirmative vote of a majority of the Board, the proposed amendments to the Policy, as reflected in the first attachment hereto, and (ii) that, after having voted to accept and approve all of the amendments to the Policy, that the Board hereby accepts and adopts as the Policy on Excluded Individuals and Entities the second attachment hereto, to be made effective immediately, and to be implemented at UH hereafter, and that no further approvals by the Board are necessary to implement this Resolution.

Resolution Adopted: March 17, 2015

Attachment (2)



**RESOLUTION OF THE BOARD OF DIRECTORS  
UNIVERSITY HOSPITAL**

**WHEREAS**, University Hospital (“UH”) is the sole member of The Foundation for University Hospital, a New Jersey nonprofit corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Foundation”); and

**WHEREAS**, it is in the best interests of UH that the Board of Trustees of the Foundation be expanded to bring in additional individuals interested in, and committed to, the welfare of UH; and

**WHEREAS, Mr. Ciro Scalera** is interested in, and committed to the welfare of UH and is willing to serve on the Board of Trustees of the Foundation to advance the welfare of UH;

**NOW THEREFORE BE IT RESOLVED**, that pursuant to Section 4 of Article III of the Bylaws of the Foundation, **CIRO SCALERA** is hereby appointed as a Trustee of the Foundation.

Resolution Adopted: March 17, 2015



**RESOLUTION OF THE BOARD OF DIRECTORS  
UNIVERSITY HOSPITAL**

**WHEREAS**, the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. 2012 c. 45) (hereinafter, the "Act") provides that University Hospital ("UH") is a body corporate and politic and instrumentality of the State of New Jersey, effective July 1, 2013; and

**WHEREAS**, the Act provides that the management, supervision, and administration of UH is vested in a Board of Directors (hereinafter, the "Board") with the power and duty to exercise general oversight over the affairs of UH and ensure the fulfillment of its mission; and

**WHEREAS**, pursuant to the Bylaws of University Hospital in Newark, New Jersey, adopted by the Board, and made effective, as of July 1, 2013 (the "Bylaws"), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH's status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

**WHEREAS**, the Bylaws, ARTICLE IX. CHANGES TO THE BYLAWS, at Section 1 thereof, provide, in relevant part, that the Bylaws "may be altered, amended, or repealed at any meeting of the Board by the affirmative vote of a majority of the Board, after written notice of such intention is provided . . . to each Member at least five (5) days prior to the meeting"; and

**WHEREAS**, UH seeks to amend, in certain relevant parts, the Bylaws, such changes to be made as necessary, either to ensure that the day-to-day business of UH is carried out in a timely and efficient manner, and/or as necessary to maintain, at all times, compliance with the Hospital Licensing Standards, N.J.A.C. 8:43G-1.1 et seq., and the accreditation requirements of The Joint Commission; and

**WHEREAS**, in support of the proposed amendments to the Bylaws, UH circulated, at various times up through and including, the Meeting of the Board scheduled for March 17, 2015, proposed changes to the particular sections affecting specific Standing Committees, for purposes of discussion and vote by the respective Standing Committees; and

**WHEREAS**, UH and all of the respective Standing Committees have voted to approve and submit to the Board their respective proposed changes to the Bylaws, as reflected by the collective highlighted text in the document, attached hereto (hereinafter, the "Proposed Bylaws Amendments Submitted March 17, 2015"); now

**BE IT RESOLVED**, that this Board Resolution is a declaration of the official intent of the Board (i) accepting and adopting, by an affirmative vote of a majority of the Board, the Proposed Bylaws Amendments Submitted March 17, 2015, as reflected in the first attachment hereto, and (ii) that, after having voted to accept and approve all of the changes in the Proposed Bylaws Amendments Submitted March 17, 2015, the Board hereby accepts and adopts, as the Bylaws of University Hospital, the second attachment hereto, said Bylaws to be made effective immediately, and to be implemented at UH hereafter, and that no further approvals by the Board are necessary to implement this Resolution.

Resolution Adopted: March 17, 2015

Attachments (2)

**RESOLUTION OF THE BOARD OF DIRECTORS  
UNIVERSITY HOSPITAL**

**WHEREAS**, the New Jersey Medical and Health Sciences Education Restructuring Act (P.L. 2012 c. 45) (hereinafter, the "Act") provides that University Hospital ("UH") is a body corporate and politic and instrumentality of the State of New Jersey, effective July 1, 2013; and

**WHEREAS**, the Act provides that the management, supervision, and administration of UH is vested in a Board of Directors (hereinafter, the "Board") with the power and duty to exercise general oversight over the affairs of UH and ensure the fulfillment of its mission; and

**WHEREAS**, pursuant to the Bylaws of University Hospital in Newark, New Jersey (the "Bylaws"), the Board shall have and exercise all the powers, rights, and privileges that are incident to UH's status as a body corporate and politic and an instrumentality of the State of New Jersey and necessary for the proper governance, conduct, and management of UH, and the control of its properties and funds; and

**WHEREAS**, in order to ensure that the day-to-day business of UH is carried out in a timely and efficient manner, the Board is charged with, among other things, reviewing and approving whether to support clinical and educational programs that will benefit patients and the mission of UH; and

**WHEREAS**, The Stroke Center at University Hospital's Neurological Institute of New Jersey ("NINJ") in Newark, New Jersey, certified by The Joint Commission ("TJC") as a Primary Stroke Center and licensed as a Comprehensive Stroke Center by the New Jersey Department of Health ("NJDOH"), is one of New Jersey's outstanding academically-based comprehensive stroke programs, is a leader in New Jersey and in the New York metropolitan area in all phases of acute stroke treatment and prevention, is fully integrated with the New Jersey Medical School, where all of the Center's physicians teach and conduct research, and operates as a university-level "Center of Excellence" bringing together topflight clinicians and basic science researchers from a variety of subspecialties; and

**WHEREAS**, UH, a New Jersey Level I Trauma Center incorporating the NorthSTAR helicopter emergency and critical care transport system, is a high volume stroke center, treating close to 1,000 patients annually presenting with all forms of acute stroke, about 20 per cent of which involve hemorrhagic stroke, which is well above the average 15 percent seen at other New Jersey hospitals, and UH has thereby assumed a leadership role in the acute stroke treatment and stroke prevention and early intervention services for Northern New Jersey residents; and

**WHEREAS**, the Board of UH, recognizing that The Stroke Center at University Hospital is a premier referral destination for the acute stroke treatment, prevention and education services to the Northern New Jersey community and wishing to support and promote the Center's mission, purpose and goals by supporting The Stroke Center's comprehensive stroke treatment and education programs, the physicians of The Stroke Center, and the multidisciplinary team of stroke specialists, all in the name of providing the community and patients with experienced and expert acute stroke care, hereby agrees and is proud to provide financial support of the physicians at The Stroke Center who participate in UH-sponsored Quality Assurance and other treatment and education-based programs, including, but not limited to, the expansion of the clinical and academic programs at The Stroke Center, as and when they may be approved by UH in the future, as recommended by TJC; now

**BE IT RESOLVED**, that this Board Resolution is a declaration of the official intent of the Board accepting and adopting the above-stated Recitals and the Board approves and authorizes the undertaking and implementation of financial support for physician participation and the expansion of programs as recognized by UH, effective immediately, and that no further approvals by the Board are necessary to implement this Resolution.

Resolution Adopted: March 17, 2015