



**The Board of Directors of University Hospital**

Public Meeting  
January 30, 2020  
10:00 a.m.

Rutgers Cancer Institute of New Jersey  
at University Hospital  
205 South Orange Avenue, Board Room B-1120  
Newark, New Jersey

**Present:** Tanya L. Freeman, Esq., Chair; James M. Orsini, MD, Vice Chair; Cecile A. Feldman, DMD, MBA; Keith H. Green (via teleconference); Robert L. Johnson, MD, FAAP; David T. Molowa, PhD; Mary O'Dowd, MPH (via teleconference); Robert J. Rubino, MD (via teleconference); Brian L. Strom, MD, MPH

**I. Opening Statement and Roll Call**

Chairwoman Freeman opened the meeting and welcomed all in attendance. At the direction of Chairwoman Freeman, Ms. Tammy Robinson read University Hospital's statement of compliance with the Senator Byron M. Baer Open Public Meetings Act and the New Jersey Medical and Health Sciences Education Restructuring Act, and called the roll. With a quorum of members present, the meeting was called to order at 10:05 a.m.

**II. Report of the President and Chief Executive Officer**

Dr. Shereef Elnahal provided brief comments regarding the ongoing efforts to improve culture and effect change in quality and financial performance. He reported that implementation of a number of initiatives that directly engage frontline staff and the community will be integral to the decisions that chart the future of the hospital. Those initiatives include implementation of a Shared Governance model, an examination of cost per unit of service initiative, and a focus on continuous improvement and compliance in anticipation of the Joint Commission inspection.

Lastly, Dr. Elnahal reported that Governor Murphy recently signed legislation amending the Restructuring Act. The amendments increase the number of Board of Directors to thirteen members, add the Mayor of Newark as an *ex officio* member, and require the appointment to the Board of a member with expertise in health care, hospital management, or population health. The Act was also amended to allow all *ex officio* members to designate a proxy.

### **III. Public Comment**

Chairwoman Freeman opened the meeting to public comment. Three members of the Newark, Essex County community presented comments regarding the improved interaction and relationship between the Hospital and community. In addition, six medical staff Residents raised concerns pertaining to staffing and funding issues within their respective departments.

### **IV. Committee Reports**

#### **A. Compensation Committee**

*Chairperson Keith H. Green*

No report at this time.

#### **B. Report of the Finance, Investment, Administration, and Audit Committee ("FIAA")**

*Chairperson David T. Molowa, PhD*

Dr. Molowa called upon Mr. Gary Huck, Interim Chief Financial Officer, to present the December, 2019 financial statements which included an overview of the balance sheet, statement of revenue and expenses, key operating indicators and the benchmark statistics.

In response to an inquiry regarding a substantial decrease in revenue variance for the Observation unit, Mr. Huck stated that those decreases reflect the downward trend of volume. Dr. Elnahal added that the initial budget assumptions included an increase in Observation with the allowance from the Department of Health to use any bed within the hospital. He stated that since this endeavor did not occur timely, the implementation is behind schedule. Additionally, a number of staff identified for Observation were rolled back to the Emergency Department (ED). Dr. Elnahal noted that the appropriateness of the rollback process and utilization management would be reviewed taking into consideration the stated needs of the ED physicians.

The FIAA Committee also reviewed procurement resolutions for approval as part of the actions items.

#### **C. Report of the Governance, Ethics and Legal Committee ("GEL")**

Ms. Freeman reported that the Committee submitted minutes of September 17, 2019 for reference in the meeting materials.

#### **D. Report of the Medical Liaison Committee ("ML")**

Dr. Orsini reported that the Committee submitted the electronic votes of September 26, October 24, November 26 and December 9, 2019 for reference in the meeting materials.



#### **E. Report of the Quality of Care Committee ("QOC")**

Dr. Feldman reported that the Committee submitted minutes of November 18 and December 17, 2019 for reference in the meeting materials. In addition, she stated the priority topics being discussed include Quality Metrics, Joint Commission preparedness and advancing the High Reliability Organization initiative.

#### **V. Proposed Actions**

The following proposed action items were presented for approval, to be voted on after the Executive Session portion of the meeting:

##### **A. Review and approval of contracts**

Resolution 2020-0130-91 for procurement contracts requiring approval over a certain dollar amount, as a sole source provider or to increase the total value of an existing contract.

##### **B. Approval and ratification of Board meeting minutes**

The minutes of the regular Board meeting of November 6, 2019 and the special Board meeting of January 7, 2020.

##### **C. Acceptance of the University Hospital Financial Statements for December 2019**

#### **VI. Informational/Reference Materials**

The Committee meeting minutes approved prior to the January 30, 2020 meeting of the Board of Directors were provided for reference.

#### **VII. Executive Session**

Chairwoman Freeman accepted a motion, duly seconded, to convene an Executive Session to discuss potential, pending litigation and personnel matters; the motion was approved by unanimous vote of the Directors.

#### **VIII. Actions Coming Out of Executive Session**

Ms. Mary Maples, Board Secretary, called for a vote for the following action items. Upon motion, duly seconded, the below actions were approved by unanimous vote of the Board.

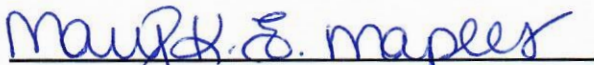
1. Review and approval of contracts - Resolution 2020-0130-91 Procurements
2. Approval and ratification of Board meeting minutes
3. Acceptance of the University Hospital Financial Statements for December 2019

## **IX. Adjournment**

There being no further business, the public meeting of the Board of Directors of University Hospital adjourned at 10:50 a.m. The next Meeting of the Board of Directors is scheduled for Thursday, March 26, 2020 at 10:00 a.m., in the Rutgers Cancer Institute of New Jersey at University Hospital located at 205 South Orange Avenue, Room B-1120, Newark, New Jersey.

### **CERTIFICATION**

I, MARY K. E. MAPLES, Chief Legal Officer and Corporate Secretary of University Hospital, do hereby certify that the foregoing is a true and complete copy of the Minutes of the University Hospital Board of Directors meeting held on January 30, 2020.

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