



Meeting of the  
University Hospital Board of Directors

**PUBLIC SESSION MEETING**

February 3, 2015

11:30 a.m.

The Cancer Center  
205 South Orange Avenue, B- Level, Room  
B1120, Newark, New Jersey

**Present** – University Hospital (“UH”) Board of Directors: Hon. Donald T. DiFrancesco, *Chair*; James M. Orsini, M.D., *Vice-Chair*; William D. Cassidy, III, Ph.D; *Secretary*, David H. Brody, M.D.; Annette Catino, MBA; Cecile A. Feldman, D.M.D.; Tanya L. Freeman, Esq.; Keith Green, Robert L. Johnson, M.D., FAAP

**Excused**– University Hospital (“UH”) Board of Directors: Robert L. Barchi, M.D., PhD and Brian L. Strom, M.D., MPH

**Present** - UH Leadership: James R. Gonzalez, MPH, FACHE, *President & Chief Executive Officer*; Suzanne Atkin, M.D., *Chief Medical Officer*; Jill Cooperman, *Associate General Counsel*; Thomas Daly, *Chief Financial Officer*; Nancy Hamstra, *Chief Operating Officer & Secretary*; Mary Jo Lopez, *Chief of Staff*; Susan Palma, *Interim Chief Nursing Officer*; John Ras, *Interim Chief Compliance & Privacy Officer*; and Paul Wermuth, Esq., *General Counsel*

**Present** - UH Board Office Staff: Simone Bellamy, *Special Assistant* and Tammy Robinson, *Special Assistant*

**Present** - Guests: Amy Herbold, Senior Counsel, Authorities Unit – Office of the Governor - State of New Jersey and John Spinello, Director, Authorities Unit – Office of the Governor – State of New Jersey

**Minutes**

Chairman DiFrancesco read from the Open Public Meetings Act:

*The notice requirements of the Senator Byron M. Baer Open Public Meetings Act and the New Jersey Medical and Health Sciences Restructuring Act have been satisfied. Notice of this special meeting was timely sent to various newspapers in the State of New Jersey and was also timely posted on the website of University Hospital.*



A roll call was conducted by Ms. Bellamy:

Hon. Donald T. DiFrancesco - *Present*  
Robert L. Barchi, M.D., PhD- *Absent*  
David H. Brody, M.D. – *Present*  
William D. Cassidy, III, Ph.D- *Present*  
Annette Catino, *Present*  
Cecile A. Feldman, D.M.D- *Present*  
Tanya L. Freeman, Esq. - *Present*  
Keith Green – *Present*  
Robert L. Johnson, M.D., FAAP - *Present*  
James M. Orsini, M.D. - *Present*  
Brian L. Strom, M.D., MPH- *Absent*

### **Call to Order**

With a quorum of members present, Chairman DiFrancesco called the meeting to order at 11:31 a.m.

The Chairman publically welcomed Annette Catino, the Board’s newest member.

The Chairman reported:

- The UH Board of Directors has reached its full composition of eleven members.
- All eleven members of the Board have been assigned to serve on one or more of the eight Board committees as set forth in the UH Bylaws.
- The Hospital is in the final stages of forming its Foundation which will have a separate governing body. Additional information regarding the Foundation will be share at the Board’s next meeting.

### **Approval of Meeting Minutes**

The Board unanimously approved the minutes of the November 13, 2014, UH Board of Directors Public Session meeting.

### **President & CEO’s Report**

Mr. Gonzalez reported:

- During the first snowstorm of the year over 200 hospital and physician staff remained overnight at UH. There was a full day of cases in neurosurgery, liver transplant, and trauma departments.
- On December 15, 2014, UH submitted its Year Five Annual Report to the Office of Inspector General (OIG). The OIG has advised that UH has complied with all requirements of the Corporate Integrity Agreement (CIA) and a letter terminating the CIA will be provided to management.
- Financial counselors will be available at UH to assist patients and their families during open enrollment days scheduled at UH on November 22, December 13 and January 31. Enrollment ends nationwide on February 15, 2015.
- UH leadership hosted “Leadership Newark” on January 14, 2015. Leadership Newark is a two-year leadership development program focused on public policy and civic engagement.
- As part of the Ebola preparedness update, members were informed that the DOH has asked UH leadership to consider conducting trainings for other New Jersey Hospitals on the subject of Personal Protective Equipment (PPE) training.
- The Joint Commission is currently conducting an on-site survey for certification of the UH Advanced Heart Failure program. UH has invested significant funding to hire patient navigators and additional personnel to support this program.
- UH staff is preparing for a number of surveys scheduled in 2015. These surveys include:
  - “Mock” Joint Commission Survey scheduled for March 2015.
  - The Joint Commission 1<sup>st</sup> biannual survey for certification in Advanced Stroke.
  - Clinical Learning Environment Review (CLER) in conjunction with ACGME scheduled for February 17 – 19, 2015.
  - ACS Commission on Cancer, Cancer Program Recertification scheduled for June 29, 2015.
- In light of recent events occurring throughout the country, management is in the process of scheduling “active shooter” drills at UH.

### **Audit Committee Report**

The Chairman informed attendees of Ms. Catino’s recent appointment as Chair of the Audit committee.



The Chairman reported the following regarding the Audit Committee meeting held on December 4, 2014:

- Members participated in a presentation by UH Staff on the Year - End Audited Financial Statements.
- The Committee discussed and accepted the KPMG Review of the Audited Financial Statements as of June 30, 2014.
- The Committee participated in a presentation by Fox Rothschild, LLP, compliance expert, David Sokolow, Esq. and discussed the adoption of the formal resolution to accept the compliance report.

Ms. Catino asked that the Board defer the acceptance of the compliance report until the Committee has an opportunity to further review the language of the report and the UH management letter. Members agreed.

Mr. Daly informed members that the audited financial statements represent “clean and unqualified opinions”. Mr. Daly stated that the excess of revenue over expenses of \$25 million is consistent with the figures reported throughout the year in the internal statements. Mr. Daly added that the figure is included in the one-time relief funds from the State of \$49 million.

### **Compensation Committee**

The Chairman informed the Board that the first meeting of the Compensation Committee will be held on February 17, 2015. The Committee’s first report to the Board will occur in March 2015.

### **Finance, Investment & Administration Committee**

The Chairman reported that during the January 12, 2015, Committee meeting members participated in presentations by Mr. Daly on the Hospital’s finances and from Ms. Hamstra on a number of capital projects.

### **Governance & Ethics Committee Report**

The Chairman reported the following regarding the Governance & Ethics Committee meeting held on January 6, 2015:

- UH Compliance Officer, John Ras, advised of Board member compliance with State mandated training.
- The UH staff presented information on the proposed revisions to the Hospital Bylaws.

- Members reviewed committee lists prepared by outside counsel, Inglesino, Wyciskala & Taylor, LLC, that are required of UH for licensing by the DOH and Joint Commission Accreditation.
- The committee referred the recommended revisions of the Hospital Bylaws to the Medical Liaison Committee for review and approval.

Dr. Johnson inquired if matters of concern to the Medical staff would be addressed in the review and revision process of the UH Bylaws. A discussion ensued, whereby Mr. Wermuth informed members that the review of the UH Bylaws (in relation to the Medical staff) would be well - vetted between the Governance & Ethics and Medical Liaison committees.

### **Legal Committee Report**

The Legal Committee report was deferred until the March 2015 Board of Directors meeting.

### **Medical Liaison Committee Report**

Upon recommendation of the Medical Liaison Committee and pursuant to the requirements of the Joint Commission, the Board accepted and approved:

- Medical Liaison Committee meeting minutes of December 22, 2014.
- Medical Executive Committee Credentials Committee Action Items of November 11 and December 9, 2014.

Dr. Orsini informed the Board that the Medical Liaison Committee will review the proposed revisions of the UH Bylaws and will submit its recommendations to the Governance & Ethics Committee within the next thirty days.

### **Quality of Care Committee Report**

Upon recommendation of the Quality of Care Committee and pursuant to the requirements of the Joint Commission, the Board accepted and approved the Quality of Care Committee meeting minutes of November 13, 2014.

Dr. Brody reported the following regarding the Quality of Care Committee meeting held on November 13, 2015:

- Dr. Atkin was publically acknowledged for coordinating the presentation of data for review and co- staffing the Committee during a change in leadership.

- University Hospital staff provided presentations on the National Patient Safety Goals (NPSG) Scorecard, the Quality of Care Performance Metrics Dashboard, and Hospital-Acquired Conditions. The Committee also extended the time frame of its meeting to discuss the performance metrics in detail, particularly those matters which affect payments from CMS.
- Staff has taken proactive measures to decrease the overall occurrence of patient infections. Areas of the Quality of Care Performance Metrics Dashboard that reflect the need for improvement are being reviewed closely.

Dr. Johnson requested that plans to resolve issues noted on the metrics be included in the Committee meeting minutes reported to the Board. Dr. Atkin stated that Committee members have received detailed information on the corrective measures implemented over time and the subsequent outcomes. A discussion ensued. Members agreed that corrective actions to address ratings be included in the public meeting information.

### **Strategic Planning Committee**

Dr. Cassidy reported the following regarding the Strategic Planning Committee:

- The Committee has engaged in a number of meetings to discuss future strategies concerning UH.
- A panel of expert advisors has been put together to assist the Committee in its work.
- The Navigant Report will have an impact on the work of the Committee and members have agreed to wait for the release of the report to determine the group's next steps.

### **Public Comment**

The Chairman stated that all business of the UH Board of Directors was finished and opened the meeting floor to comments from the public. No request was made.

### **Executive Session**

Chairman DiFrancesco read the Resolution to move the Board into Executive Session:

**BE IT RESOLVED**, that the Board will meet in executive session on this date, February 3, 2015, 2014, to review matters falling within the attorney-client privilege and such other matters as may be discussed in executive session, in accordance with N.J.S.A. 10:4-12.

**BE IT FURTHER RESOLVED**, that any necessary action will be taken at the earliest possible public



meeting of the Board, and that each of these matters shall be made public when they have been resolved and/or concluded.

**The Board adjourned to Executive Session at 12:04 p.m.**

**Public Session re-opened at 1:02 p.m.**

The Chairman adjourned the meeting at 1:03 p.m.

**There being no further business, the UH-Board of Directors Meeting was adjourned at 1:03 p.m.**

**The next full meeting of the UH-Board of Directors will be held at 8:30 a.m. on Tuesday, March 17, 2015, Cancer Center, 205 South Orange Avenue, B-Level, Room B1120, Newark, New Jersey.**