

The Board of Directors of University Hospital

Public Meeting
March 25, 2021
10:00 a.m.

Via Zoom
University Hospital
Newark, New Jersey

Present: Tanya L. Freeman, Esq., Chair; Cecile A. Feldman, DMD, MBA; Keith H. Green, BS; Heather Howard, JD; Robert L. Johnson, MD, FAAP; David T. Molowa, PhD; Mary O'Dowd, MPH; James M. Orsini, MD; Eric S. Pennington, Esq.; Robert J. Rubino, MD; Brian L. Strom, MD, MPH

MINUTES

I. Opening Statement and Roll Call

Chairwoman Freeman welcomed all in attendance, called the meeting to order and asked Ms. Tammy Robinson to 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 call the roll. With a quorum of members present, the meeting convened at 10:05 a.m.

II. Patient Safety Story

Dr. William Holubek, Chief Medical Officer, shared a patient story that exemplified the high reliability behavior "ARCC" which prompts one to *ask* a question, make a *request*, voice *concern*, and follow the *chain of command*.

Dr. Holubek recounted that a patient care technician was taking a blood pressure and noticed redness and swelling around the patient's intravenous (IV) line. The technician raised this concern with the bedside nurse who agreed and changed the IV. Dr. Holubek underscored that this type of observation and action are important behaviors that greatly avoid patient harm and reinforce high reliability behaviors.

III. Report of the President and Chief Executive Officer

Dr. Shereef Elnahal reported that the hospital's leadership role has placed it at the forefront of vaccination efforts for the region and State. The hospital currently offers three vaccines in its clinic, including the single dose Johnson & Johnson shot which has proven to be effective, easy to administer and portable. Dr. Elnahal further stated that the hospital is a participant in Newark's Equitable Vaccine Initiative aimed at increasing access and equity of Covid-19 vaccine distribution in the City. He encouraged continued vigilance in vaccinations due to the presence of virus variants which resulted in a recent uptick in cases. He remains optimistic that overall cases are on the decline and that the State will continue toward vaccination rates above 50% of the population.

Dr. Elnahal also briefly commented on the annual audit report and commended the Finance department staff for their efforts to maintain cost reduction measures and for successfully addressing audit observations from the previous fiscal year.

IV. Public Comment

There were no requests for public comment.

V. Review and Approval of Board Meeting Minutes of January 29, 2021

Chairwoman Freeman accepted a motion, duly seconded to approve the minutes. The motion was approved by vote of the members, with Mr. Pennington abstaining from the vote.

VI. Discussion Items and Reports

A. Finance Report – Overview of Audit Results for the year ended June 30, 2020

Ms. Maria Tiso, Lead Engagement Partner and Mr. Ryan Santonacita, Lead Senior Manager, of KPMG presented the audit results for the year ended June 30, 2020. Ms. Tiso additionally provided an overview of the 2021 audit plan and financial statements. She summarized the deliverables and required communications, a privity letter and a report on internal control over financial reporting.

Ms. Tiso further reported that no material deficiencies arose in the audit, and, therefore, KPMG would not need to issue a management letter. Ms. Tiso stated that the firm would submit an unqualified opinion and signed auditor's report following the Board's acceptance of the audit.

VII. Proposed Actions

Ms. Mary Maples, Corporate Secretary, presented the following action items and corresponding resolutions for approval, all of which were reviewed and recommended for approval in Committee.

- A. Resolution 2021-0325-126 for approval of the Audited Financial Statement for June 30, 2020 and 2019;
- B. Resolution 2021-0325-127 for approval of the Internal Audit Amended and Restated Charter;
- C. Resolution 2021-0325-128 for approval of the Johnson Controls, Inc. Contract to upgrade the Metasys Building Maintenance System;
- D. Resolution 2021-0325-129 for approval of an extension of Covid-19 Procurement Authorization for Covid-19 related goods and services; and
- E. Resolution 2021-0325-130 for approval of the Medical Executive Committee Recommendations of March 9, 2021

Chairwoman Freeman accepted a motion, duly seconded, to approve the Resolutions. The motion was approved by unanimous vote of the members.

VIII. Informational Reference Materials

Chairwoman Freeman noted that the minutes of the Finance and Audit, Safety and Quality, and Executive Committee meetings were included for informational purposes.

IX. Adjournment

There being no further business, upon motion, duly seconded, the members voted to adjourn the public meeting of the Board of Directors of University Hospital at 10:25 AM. The next Meeting of the Board of Directors is scheduled for Thursday, May 27, 2021 at 10:00 AM.



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 Public Session of the University Hospital Board of Directors meeting conducted on March 25, 2021.

A handwritten signature in blue ink that reads "Mary K. E. Maples". The signature is written in a cursive style and is positioned above a solid blue horizontal line.

Mary K. E. Maples, Esq.

Chief Legal Officer and Corporate Secretary