



The Board of Directors of University Hospital

PUBLIC SESSION
March 27, 2018
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: Robert L. Johnson, MD, FAAP, *Chair*; David H. Brody, MD; Annette Catino, MBA; Cecile A. Feldman, DMD, MBA; Tanya L. Freeman, Esq.; Keith H. Green; David T. Molowa, PhD; James M. Orsini, MD and Michael A. Curi, MD

Present Via Teleconference: Robert J. Rubino, MD; Brian L. Strom, MD, MPH

Excused: Robert L. Barchi, MD, PhD

I. Opening

Chairman Johnson opened the meeting with University Hospital's statement of compliance with the Open Public Meetings Act and the New Jersey Medical and Health Sciences Education Restructuring Act.

At the direction of Chairman Johnson, Ms. Tammy Robinson conducted a roll call. With a quorum of members present, the meeting was called to order at 10:02 a.m.

II. Approval of Meeting Minutes

Chairman Johnson presented the minutes of the January 23, 2018 meeting of the Board of Directors for approval. Chairman Johnson accepted a motion to approve the minutes. The minutes were approved with all in favor and none opposed.

III. Report of the Chairman of the Board

Chairman Johnson welcomed new Board member, Dr. David Molowa to the meeting.

IV. Report of the President and CEO

Mr. John N. Kastanis provided highlights of his report in an abbreviated presentation. He reported that the Hospital has new initiatives underway to build high-end medical specializations and upgrade quality and patient safety as it is anticipated that federal and state funding is likely to decrease significantly. The Hospital is focused on increasing patient revenue, controlling costs and generating value.

Several strategic recruitments have taken place including completing a final employment agreement for a new Chief Medical Officer. In addition, the Liver Transplant program was recently reinstated with James V. Guarrera, MD, FACS as Program and Surgical Director. The Hospital will also open its new Vascular and Wound Care Center in May 2018. One of the strategic decisions made in response to market dynamics was the plan to transition in-patient pediatric care to the Children's Hospital at Newark Beth Israel. Recent operating results have shown that these initiatives are producing positive results.

In collaboration with Mayor Ras Baraka's Newark 2020 initiative, the Hospital has committed to hiring 120 Newark residents by the year 2020. A brief discussion ensued wherein it was clarified that the goal of the initiative is for anchor institutes in Newark, such as University Hospital and Rutgers University, to increase employment of Newark residents by adding new positions and staff.

Mr. Kastanis further reported that the current Hospital Consumer Assessment of Healthcare Providers and Systems (HCAHPS) scores for University Hospital trended upward in seven of eleven categories with many closely meeting or exceeding targets. These important improvements were achieved through by the dedicated staff who deliver care. Mr. Kastanis noted that this dedication to teamwork and excellence was evident at the Employee Service Awards when 108 employees marking work anniversaries ranging from 25 to 40 years of service were honored.

V. Committee Reports and Action Items

A. Report of the Compensation Committee

Chair, Mr. Keith H. Green

Upon recommendation of the Compensation Committee, Mr. Green requested that the Board accept and approve the Compensation Committee Minutes of December 16, 2017. The Board accepted and approved the minutes unanimously with none opposed.

Mr. Gerard Garcia provided a brief update on the already settled contracts, as well as the three that are pending. Mr. Green commended the department of Human Resources for its hard work in completing the contract negotiations.

B. Finance, Investment, Administration, and Audit Committee

Chair, Ms. Annette Catino, MBA

Upon recommendation of the Finance, Investment, Administration, and Audit (“FIAA”) Committee, Ms. Catino requested that the Board accept and approve: a) the FIAA Committee Minutes of January 23, 2018; and b) the FIAA Committee Minutes of February 27, 2018. The Board accepted and approved the minutes unanimously with none opposed.

Upon recommendation of the FIAA Committee, Ms. Catino requested that the Board accept and approve the: a) December 2017 University Hospital Financial Statement; b) January 2018 University Hospital Financial Statement; c) February 2018 University Hospital Financial Statement; and d) December 2017 Broadway House Financial Statement. The Board accepted and approved the financial statements with none opposed.

Upon recommendation of the FIAA Committee, Ms. Catino requested that the Board accept and approve the Secondary Market Disclosure Statement of December 31, 2017. The Board accepted and approved the statement with none opposed.

Upon recommendation of the FIAA Committee, Ms. Catino requested that the Board accept and approve: a) Resolution No. 2018-0327-57 supplement to The Stone Center. The Board accepted and approved the resolution with none opposed.

B. Report of the Governance, Ethics and Legal Committee

Chair, Ms. Tanya Freeman, Esq.

Upon recommendation of the Governance, Ethics and Legal (“GEL”) Committee, Ms. Freeman requested that the Board accept and approve: a) the GEL Committee Minutes of September 13, 2017; and b) the GEL Committee electronic vote of December 11, 2017. The Board accepted and approved the minutes unanimously with none opposed.

Upon recommendation of the GEL Committee, Ms. Freeman requested that the Board accept and approve Resolution No. 2018-0307-56 convening a Special Administrative Task Force charged with reviewing and amending Hospital contracting policies. The Board accepted and approved the resolution unanimously with none opposed.

C. Medical Liaison Committee

Chair, Dr. James M. Orsini, MD

Upon recommendation of the Medical Liaison (“ML”) Committee, Dr. Orsini requested that the Board accept and approve: a) the ML Committee Minutes of January 23, 2018; b) the ML Committee Minutes of February 28, 2018. The Board accepted and approved the minutes unanimously with none opposed.

Upon recommendation of the ML Committee, Dr. Orsini requested that the Board accept and approve: a) the Medical Executive Committee Minutes of January 16, 2018. The Board accepted and approved the minutes unanimously with none opposed.

Upon recommendation of the ML Committee, Dr. Orsini requested that the Board accept and approve: a) the Credentials Committee Minutes of January 8, 2018; and b) the Credentials Committee Minutes of February 12, 2018. The Board accepted and approved the minutes unanimously with none opposed.

Upon recommendation of the ML Committee, Dr. Orsini requested that the Board accept and approve: a) the Medical Executive Committee Actions of February 27, 2018; and b) the Medical Executive Committee Actions of March 21, 2018. The Board accepted and approved the actions unanimously with none opposed.

C. Report of the Quality of Care Committee

Chair, Dr. David H. Brody, MD

Upon recommendation of the Quality of Care (“QOC”) Committee, Dr. Brody requested that the Board accept and approve: a) the QOC Committee Minutes of December 21, 2017; and b) the QOC Committee Minutes of January 23, 2018. The Board accepted and approved the minutes unanimously with none opposed.

VI. Public Comment

Chairman Johnson noted that all business of the Board was completed and opened the meeting for public comment. There were no requests for public comment.

VII. Executive Session

Chairman Johnson accepted a motion for the Board to convene in Executive Session 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.

VIII. Adjournment

There being no further business, the public meeting of the Board of Directors of University Hospital adjourned at 10:43 a.m. The next Meeting of the Board of Directors is scheduled for Tuesday, May 22, 2018 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.