



UNIVERSITY HOSPITAL

Newark, New Jersey

The Board of Directors of University Hospital

PUBLIC SESSION

March 28, 2017

8:30 a.m.

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

Present: Hon. Donald T. DiFrancesco, *Chair*; James M. Orsini, MD, *Vice-Chair*; Annette Catino, MBA; Cecile A. Feldman, DMD, MBA; Robert L. Johnson, MD, FAAP; Robert J. Rubino, MD; Brian L. Strom, MD, MPH; Michael A. Curi, MD

Present Via Teleconference: Robert L. Barchi, MD, PhD and David H. Brody, MD

Excused: Tanya L. Freeman, Esq. and Keith H. Green

University Hospital Attendees: John N. Kastanis, MBA, FACHE, *President and Chief Executive Officer*; Susan Ann Abookire, MD, MPH, *Interim Chief Medical Officer*; Thomas Daly, *Chief Financial Officer*; Joan Dauhajre, *Chief Experience Officer*; Nancy Hamstra, *Chief Operating Officer*; Carl A. Kirton, *Chief Nursing Officer*; Paul B. Matey, *Senior Vice President & General Counsel*; Richard Tunnell, *Chief Information Officer*; Gerard Garcia, *Chief Human Resources Officer*; and Tammy Robinson, *Special Assistant*

I. Opening

Chairman DiFrancesco opened the meeting by reading 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 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. Robinson:

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| Hon. Donald T. DiFrancesco | Present |
| Robert L. Barchi, MD, PhD | Present via teleconference |
| David H. Brody, MD | Present |
| Annette Catino, MBA | Present |
| Cecile A. Feldman, DMD, MBA | Present |
| Tanya L. Freeman, Esq. | Excused |
| Keith H. Green | Excused |
| Robert L. Johnson, MD, FAAP | Present |
| James M. Orsini, MD | Present |
| Robert Rubino, MD | Present |
| Brian L. Strom, MD, MPH | Present via teleconference |

With a quorum of members present, Chairman DiFrancesco called the meeting to order at 8:30 a.m.

II. Approval of Meeting Minutes

1. Chairman DiFrancesco presented the minutes of the January 24, 2017 meeting of the Board of Directors for approval. Chairman DiFrancesco accepted a motion to approve the minutes. The minutes were approved unanimously.

III. Report of the Chairman of the Board

None.

IV. Report of the President and CEO

1. Mr. Kastanis provided a brief update on the proposed repeal of the Affordable Care Act (the "ACA"). He stated that University Hospital participated in significant outreach efforts to elected officials regarding the impact of the proposed repeal. He further noted that even though the reform bill was temporarily rescinded, the healthcare industry anticipates future legislative actions to amend or repeal the law.

2. The Hospital is engaged in substantial preparation for unannounced surveys by The Joint Commission and The Joint Commission of the New Jersey Comprehensive Stroke Center before the end of May.

3. Mr. Kastanis recapped a recent series of CEO Employee Forums that yielded valuable insights into the employee experience at the Hospital. He noted that the forums were well attended, with active employee participation, questions and comments. To build on the success of the forums, he plans to establish an employee discussion luncheon series for the purpose of furthering the Hospital's mission and strategic goals.

4 The Commission on Cancer recently awarded a three year accreditation to the Rutgers Cancer Institute of New Jersey at University Hospital. Mr. Kastanis noted a recent round table discussion and tour of the Institute with Congressman Donald M. Payne, Jr., a leading advocate for increased awareness of colorectal cancer. In addition, Mr. Kastanis discussed a new marketing campaign to provide greater exposure for the cancer program, and increase the number of Essex County residents who receive their care at the facility.

5. The transition of physician practices from the Doctor's Office Center to the Ambulatory Care Center continues. Mr. Kastanis noted that in collaboration with the medical staff, a new governance structure has been established for the new integrated practice.

6. The Hospital's chaplaincy services are now located in a newly renovated chapel on the C-Level. Mr. Kastanis reported that the Hospital is also launching a new non-denominational chaplaincy network for patients and families.

7. The Quality and Patient Safety program is progressing with the key recruitment of Joan Gleason Scott, as Executive Director of Quality and Patient Safety Officer.

8. Mr. Kastanis addressed the recent Hospital Consumer Assessment of Healthcare Provider and Systems scores, noting that University Hospital's performance is gradually improving. In the second quarter, the scores began trending upward especially in comparison to the previous calendar year.

9. Mr. Kastanis announced new hires at University Hospital: Ms. Annette Hastings has joined the executive team as Chief Administrative Officer; Dr. Steven Kirshblum was appointed as Chair of the Department of Physical Medicine and Rehabilitation; Dr. Oscar Alvarez was recruited to assist in the development of the new Vascular Wound Care Center; and Alicia Verna, Paralegal, will serve as the initial point of contact for the Department of Legal Affairs.

10. Mr. Kastanis is chairing the Chief Medical Officer Search Committee along with Drs. Curi and Sambol, and other past presidents of the Medical Staff. During the search, Dr. Abookire graciously agreed to extend her time as Interim Chief Medical Officer. Chairman DiFrancesco recommended including Director Brody as a member of the search committee.

V. Committee Reports and Action Items

A. Report of the Compensation Committee

Chair, Mr. Keith H. Green

None.

B. Report of the Finance, Investment, Administration and Audit Committee

Chair, Ms. Annette Catino, MBA

1. 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 December 14, 2016; and b) the FIAA Committee Minutes of January 24, 2017. The Board accepted and approved the minutes unanimously.

2. Upon recommendation of the FIAA Committee, Ms. Catino requested that the Board accept and approve: a) the November 2016 Financial Statement; and b) the December 2016 Financial Statement. The Board accepted and approved the financial statements unanimously.

3. Ms. Catino reported that the IST separation plan continues to move forward with no anticipated obstacles.

4. Ms. Catino provided a brief update on the Fiscal Year 2017 Internal Audit work plan. The plan was reviewed by the Committee, and remains on schedule.

5. Ms. Catino reported that the Office of Ethics and Compliance dashboard and Fiscal Year 2017 work plan continue to progress on schedule.

C. Report of the Governance, Ethics and Legal Committee

Chair, Ms. Tanya L. Freeman, Esq.

None.

D. Report of the Medical Liaison Committee

Chair, Dr. James M. Orsini, MD

1. Upon recommendation of the Medical Liaison (“ML”) Committee, Dr. Orsini requested that the Board accept and approve: a) the ML Committee Minutes of January 24, 2017; and b) the ML Committee Minutes of March 8, 2017. The Board accepted and approved the minutes unanimously.

2. Upon recommendation of the ML Committee, Dr. Orsini requested that the Board accept and approve: a) Medical Executive Committee Minutes of November 29, 2016; and

b) Medical Executive Committee Minutes of January 24, 2017. The Board accepted and approved the minutes unanimously.

3. Upon recommendation of the ML Committee, Dr. Orsini requested that the Board accept and approve the Credentials Committee Minutes of January 9, 2017. The Board accepted and approved the minutes unanimously.

4. Upon recommendation of the ML Committee, Dr. Orsini requested that the Board accept and approve: a) the Bylaws Committee memo of February 10, 2017; and b) Credentials Committee Action Items of February 13, 2017. The Board accepted and approved the action items unanimously.

5. Ms. Catino commented that the reports from the Chiefs of Service are informative and valuable. Ms. Catino suggested inviting Chiefs of Service to address the Board at a future meeting. Dr. Curi agreed to pass the commendation on to the departments and noted that the Chiefs would appreciate the opportunity to meet with the Board.

E. Report of the Quality of Care Committee

Chair, Dr. David H. Brody, MD

1. 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, 2016; and b) the QOC Committee Minutes of January 24, 2017. The Board accepted and approved the minutes unanimously.

2. Dr. Brody provided summaries of the Quality Steering reports for Anesthesia Re-Intubation and Radiology Turn-Around Time.

VI. Public Comment

1. Chairman DiFrancesco noted that all business of the Board was completed and that there were no requests to provide public comment.

VIII. Executive Session

1. Chairman DiFrancesco accepted a motion to convene in Executive Session, and stated that the Board would convene in Executive Session by resolution:

BE IT RESOLVED, that the Board will meet in executive session on this date, March 28, 2017, 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 University Hospital Board of Directors will convene in Executive Session. We do not intend to conduct any additional public business.

VIII. Adjournment

There being no further business, the public meeting of the Board of Directors of University Hospital adjourned at 9:15 a.m. The next meeting of the Board is scheduled for Tuesday, May 16, 2017 at 8:30 a.m., in the Rutgers Cancer Institute of New Jersey at University Hospital located at 205 South Orange Avenue, Board Room B-1120, Newark, New Jersey.