



The Board of Directors of University Hospital

Public Meeting
September 26, 2019
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; Cecile A. Feldman, DMD, MBA; Keith H. Green; Robert L. Johnson, MD, FAAP (via teleconference); David T. Molowa, PhD; Mary O'Dowd, MPH; Robert J. Rubino, MD (via teleconference); Brian L. Strom, MD, MPH

Absent: James M. Orsini, MD

I. Call to Order and Opening Statement

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.

Chairwoman Freeman directed the members' attention to the updated Committee assignment list and an ethics training memorandum, both of which had been discussed previously. In addition, Chairwoman Freeman stated that the annual meeting schedule was included in the meeting materials.

Chairwoman Freeman acknowledged Dr. Diane Hill, Chair of the Community Oversight Board and Mr. Ciro Scalera, Chair of the Foundation for University Hospital. She thanked them for attending and noted that future Board meetings may include presentations by these affiliated organizations.

II. Report of the President and Chief Executive Officer

Dr. Shereef Elnahal provided an overview of important priorities for the Hospital, including, building a foundation of trust and respect with employees, improving quality and patient safety, and fiscal sustainability. He stated that he is meeting employees in their units to obtain input and feedback regarding the management of the Hospital. Dr. Elnahal emphasized that improving the engagement of the workforce is a leading indicator of the Hospital's overall quality. In addition, Dr. Elnahal stated that regulatory compliance with respect to the

environment of care and a continuous monitoring of compliance to improve vulnerabilities goes hand-in-hand with an engaged workforce. He stated that as part of his priorities, he will continue to work on these areas. Chairwoman Freeman acknowledged that Dr. Elnahal's efforts to engage with the staff is already making a noticeable difference.

III. Public Comment

Chairwoman Freeman opened the meeting to public comment, and introduced Ciro Scalera and Deanna Breglia who serve as Chairman and Executive Director, respectively, of the Foundation for University Hospital. Mr. Scalera and Ms. Breglia reviewed the Foundation's efforts to support the Hospital, and announced the upcoming Hero's Ball to be held on Thursday, October 24 and invited members of the Board of Directors to attend the first-ever gala highlighting the over 85 "heroes" who were nominated by their Hospital coworkers. Chairwoman Freeman thanked Mr. Scalera and Ms. Breglia for joining the meeting, and suggested that they provide updates to the Board, at least twice a year.

Chairwoman Freeman invited members of the public to provide comments. Mr. Pankaj Kapadia stated that the Hospital needs to better allocate expenses to meet its objectives. Ms. Ingrid Hill thanked Dr. Elnahal for his attendance at community meetings, and his efforts to improve the Hospital's engagement with the community. Ms. Hill presented a petition bearing over 400 signatures calling for greater community engagement and offering the community's ongoing support to the Hospital.

IV. Committee Reports

A. Report of the Finance, Investment, Administration, and Audit Committee ("FIAA")

Chair, David Molowa, PhD

Dr. Molowa called upon Mr. Thomas Daly to present a report of the August, 2019 financial statements. Mr. Daly summarized the balance sheet and stated that an anticipated cash decrease occurred due to the pending Delivery System Reform Incentive Program (DSRIP) payment from the prior year. He reported that expansion of the observation unit resulted in a slight increase in receivables; the Hospital submitted bills that were held pending approval of the expansion. All bills will be submitted for retroactive payment from May, 2019. The revenue and expenses showed variances in patient revenue due to fluctuations in volume. Mr. Daly reported that detailed reviews of the variances were held with the department heads to determine causes and to implement corrective action plans.

The FIAA Committee minutes, financial statements and resolutions were submitted for approval as part of the consent agenda.

B. Report of the Governance, Ethics and Legal Committee ("GEL")

Chair, Tanya L. Freeman, Esq

Ms. Freeman presented the proposed annual meeting schedule for calendar year 2020 and highlighted that one of the meetings was set to convene in the evening. Following a discussion, it was determined that the date of that meeting would be changed to Wednesday, May 27, 2020 after Memorial Day and graduations. Following a suggestion from Dr. Rubino to hold Committee meetings on the same day as Board meetings, Ms. Freeman stated that the Board office would reach out to individual Directors for input in finalizing the 2020 Committee schedule.

Ms. Freeman called upon Ms. Mary Maples to report on the mandatory Board training that needs to be completed in accordance with State regulations. In addition, Ms. Maples reviewed an updated procurement and signature policy being presented for approval by the Board.

The minutes of the Governance, Ethics and Legal Committee were submitted for approval as part of the consent agenda.

C. Report of the Medical Liaison Committee (“ML”)

Chair, James M. Orsini, MD

The minutes of the Medical Liaison Committee were submitted for approval as part of the consent agenda.

D. Report of the Quality of Care Committee (“QOC”)

Chair, Cecile A. Feldman, DMD, MBA

Dr. Cecile Feldman provided an update on the activities of the Quality of Care Committee. Dr. Feldman briefly reported that the Committee discussed two main themes surrounding culture change as related to quality improvement and root cause analysis for recommending actions for change. Dr. Feldman stated that going forward, the meeting format for the QOC would consist of alternating agendas of traditional quality topics and ongoing review of Joint Commission readiness.

The minutes of the QOC Committee were submitted for approval as part of the consent agenda.

V. Proposed Actions – Consent Agenda Items

Ms. Mary Maples presented the consent agenda proposed actions, which included the following items:

A. Approval and ratification of the following Board and Committee meeting minutes:

- Board of Directors minutes of June 27 and August 20, 2019
- FIAA Committee minutes of July 16 and August 20, 2019
- GEL Committee minutes of June 24, 2019

- ML Committee electronic votes of May 31, June 27, July 26 and August 26, 2019
 - QOC Committee minutes of May 21, June 16 and August 20, 2019
- B. Approval and acceptance of the August, 2019 Financial Statements
- C. Approval and acceptance of the June, 2019 Secondary Market Disclosure Statement
- D. Adoption of the following resolutions:
- Resolution 2019-0926-84 for the 2020 Public Meeting Schedule
 - Resolution 2019-0917-82 for Johnson & Johnson Health Care Systems and Allscripts
 - Resolution 2019-0917-83 for Procurement, Purchasing and Delegation of Authority to Contract

Chairwoman Freeman requested a motion for approval of all of the consent agenda items. Upon motion, duly seconded, the consent agenda was approved by unanimous vote of the Directors.

VI. New Business

There was no new business for discussion.

VII. Executive Session

Chairwoman Freeman accepted a motion, duly seconded, to convene an Executive Session to discuss contract negotiation matters. The motion was approved unanimously by the Directors.

VIII. Actions Coming out of Executive Session

- A. Adoption of Resolution 2019-0926-85 for Professional Services Agreement

Chairwoman Freeman asked Ms. Maples to present Resolution 2019-0926-85 for approval of a professional services agreement between University Hospital and Dr. Peter Pronovost in collaboration with Ernst and Young, LLP. Upon motion, duly seconded, the action was approved by unanimous vote of the Directors.

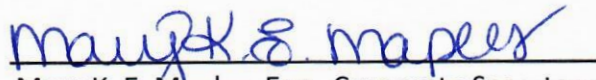
Dr. Elnahal briefly commented that the collaboration delineated in the resolution represented a significant change toward implementing improvements to care delivery, employee engagement, and organizational change at the Hospital.

IX. Adjournment

There being no further business, the public meeting of the Board of Directors of University Hospital adjourned at 11:30 a.m. The next Meeting of the Board of Directors is scheduled for Tuesday, November 26, 2019 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 September 26, 2019.



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