



UNIVERSITY HOSPITAL

Newark, New Jersey

University Hospital Board of Directors
Emergency Special Board Meeting

PUBLIC SESSION
April 27, 2015

University Hospital
150 Bergen Street
Newark, NJ

Conducted via teleconference – University Hospital (“UH”) Board of Directors: Hon. Donald T. DiFrancesco, Chair; William D. Cassidy, III, PhD, Secretary; Robert L. Barchi, MD, PhD; David H. Brody, MD; Annette Catino, MBA; Cecile A. Feldman, DMD, MBA; Tanya L. Freeman, Esq.; Robert L. Johnson, MD, FAAP; James M. Orsini, MD (*in person*); Brian L. Strom, MD, MPH

Excused – UH Board of Directors: Keith H. Green

Present – UH Leadership: Jill Cooperman, Associate General Counsel; Mary Jo Lopez, Chief of Staff; Paul Wermuth, Esq., General Counsel

Present – Office of the Governor: John Spinello, Director, Authorities Unit

Present – Guests: H. Glenn Tucker, Esq., Greenberg Dauber Epstein & Tucker; Jennifer Saal, Esq. Greenberg Dauber Epstein & Tucker

Minutes

A roll call was conducted by Mr. Paul Wermuth, Esq., General Counsel:

Hon. Donald T. DiFrancesco	<i>Present via teleconference</i>
Robert L. Barchi	<i>Present via teleconference</i>
David H. Brody	<i>Present via teleconference</i>
William D. Cassidy, III	<i>Not Present</i>
Annette Catino	<i>Present via teleconference</i>
Cecile A. Feldman	<i>Present via teleconference</i>

Tanya Freeman	<i>Present via teleconference</i>
Keith Green	<i>Excused</i>
Robert L. Johnson	<i>Present via teleconference</i>
James M. Orsini	<i>In Person</i>
Brian L. Strom	<i>Not Present</i>

In public session, with a quorum of members being present, Chairman DiFrancesco called the meeting to order at 5:35 p.m.

Chairman DiFrancesco publically read a segment of the Public Meetings Law which addressed the requirements for an emergency special Board meeting:

“Pursuant to NJSA 10:4-9, an emergency special Board meeting of the UH Board of Director was called to Order.”

Chairman DiFrancesco introduced a personnel matter that required conducting an emergency special Board meeting of the UH Board of Directors.

At this time, William D. Cassidy, III, PhD, was acknowledged as joining the teleconference meeting.

WHEREUPON the following Resolution was voted upon to convene an emergency special Board meeting by way of roll call vote was conducted by Mr. Paul Wermuth, Esq., General Counsel:

BE IT RESOLVED, that this Board Resolution is a declaration of the official intent of the Board (i) accepting and adopting, by affirmative vote of a majority of the Board, the convening of an emergency special Board meeting of the Board of Directors notwithstanding the failure to provide adequate notice of such meeting due to the necessity of addressing a matter of such urgency and importance that a delay for the purpose of providing adequate notice would likely result in substantial harm to the public interest, as reflected in the first attachment hereto, and (ii) that, after having voted to accept and approve the Resolution, that no further approvals by the Board are necessary to implement this Resolution.

Upon motion the Board of Directors accepted the above Resolution to conduct the emergency special Board meeting of the UH Board of Directors. The vote was reflected as:

Mr. DiFrancesco	-yes	Dr. Barchi	-yes
Dr. Brody	-yes	Dr. Cassidy	-yes
Ms. Catino	-yes	Dr. Feldman	-yes
Ms. Freeman	-yes	Dr. Johnson	-yes
Dr. Orsini	-yes		

Chairman DiFrancesco publically announced that the UH Board of Directors would convene in Executive Session:

“Be It Resolved, that the Board will meet in Executive session on this date, April 27, 2015 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.”

A motion was made to accept the above Resolution to convene Executive Session. The vote was reflected as:

Mr. DiFrancesco	-yes	Dr. Barchi	-yes
Dr. Brody	-yes	Dr. Cassidy	-yes
Ms. Catino	-yes	Dr. Feldman	-yes
Ms. Freeman	-yes	Dr. Johnson	-yes
Dr. Orsini	-yes		

Following discussion in the Executive Session on personnel matters, the Board reconvened in public session. At this time, Dr. Brian Strom was acknowledged as joining the teleconference meeting.

There being no further business, Chairman DiFrancesco accepted a motion from Dr. Brody, duly seconded by Dr. Orsini, to adjourn the emergency special Board meeting of the UH Board of Directors. By unanimous vote, the meeting adjourned at 5:50 p.m.