



UNIVERSITY HOSPITAL

Newark, New Jersey

University Hospital Board of Directors
Emergency Special Board Meeting

PUBLIC SESSION
April 29, 2015

University Hospital
150 Bergen Street
Newark, NJ

Participating via teleconference – University Hospital (“UH”) Board of Directors: Hon. Donald T. DiFrancesco, Esq., Chair; William D. Cassidy, III, Ph.D., 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; Brian L. Strom, MD, MPH

Excused – UH Board of Directors: Keith H. Green; James M. Orsini, MD, Vice-Chair

Participating via teleconference – Office of the Governor: Amy Herbold, Esq., Assistant Counsel, Authorities Unit

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

Participating via teleconference – UH Leadership: Paul Wermuth, Esq., General Counsel; Mary Jo Lopez, Chief of Staff; Tammy Robinson, Special Assistant

Minutes

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

Hon. Donald T. DiFrancesco, Esq.	<i>Present via teleconference</i>
Dr. Robert L. Barchi	<i>Present via teleconference</i>
Dr. David H. Brody	<i>Present via teleconference</i>
Dr. William D. Cassidy, III	<i>Present via teleconference</i>
Ms. Annette Catino	<i>Present via teleconference</i>
Dr. Cecile A. Feldman	<i>Present via teleconference</i>
Tanya Freeman, Esq.	<i>Present via teleconference</i>
Mr. Keith Green	<i>Excused</i>
Dr. Robert L. Johnson	<i>Present via teleconference</i>
Dr. James M. Orsini	<i>Excused</i>
Dr. Brian L. Strom	<i>Present via teleconference</i>

In public session, with a quorum of members being present, Chairman DiFrancesco called the meeting to order at 8:20 a.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 Directors was called to order.”

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

Chairman DiFrancesco called for a motion to conduct the emergency special Board meeting of the UH Board of Directors. Upon motion by Ms. Catino, duly seconded by Ms. Freeman, a vote by way of roll call was conducted by Mr. Wermuth. The vote was reflected as:

Hon. DiFrancesco	yes
Dr. Barchi	yes
Dr. Brody	yes
Dr. Cassidy	yes
Ms. Catino	yes
Dr. Feldman	yes
Ms. Freeman	yes
Dr. Johnson	yes
Dr. Strom	yes

The resolution was adopted 9-0.

Mr. Wermuth noted that the required number of voting Board members were present constituting a quorum for the emergency special Board meeting.

Chairman DiFrancesco introduced a resolution to accept the resignation of James R. Gonzalez, as President and Chief Executive Officer (“CEO”) of UH, effective May 31, 2015. Mr. Gonzalez will remain as an employee of the hospital and continue to serve as President and CEO of Newark AIDS Consortium, Inc. doing business as Broadway House for Continuing Care, of which UH is the sole Member.

WHEREUPON, the following resolution was voted upon by way of roll call conducted by Mr. Wermuth:

BE IT RESOLVED, that this Board resolution is a declaration that the UH Board of Directors accepts, by affirmative vote of the majority of the Board, the resignation of James R. Gonzalez, as President and CEO of UH, effective May 31, 2015. Mr. Gonzalez will remain an employee of UH and continue to serve as President and CEO of Newark

AIDS Consortium, Inc. doing business as Broadway House for Continuing Care, of which UH is the sole Member.

Upon a motion by Dr. Barchi, duly seconded by Ms. Freeman, a vote by way of roll call was conducted by Mr. Wermuth. The vote was reflected as:

Hon. DiFrancesco	yes
Dr. Barchi	yes
Dr. Brody	yes
Dr. Cassidy	yes
Ms. Catino	yes
Dr. Feldman	yes
Ms. Freeman	yes
Dr. Johnson	yes
Dr. Strom	yes

The resolution was adopted 9-0.

The members of the Board of Directors wish to thank Mr. Gonzalez for his leadership role during the implementation of the New Jersey Medical and Health Sciences Education Restructuring Act, which established UH as an independent body corporate and politic and an instrumentality of the State of New Jersey.

WHEREAS, in accordance with The Joint Commission accreditation requirements as well as operational necessity, UH requires a President and CEO at all times;

Chairman DiFrancesco requested authorization from the Board to complete negotiations and execute a contract on behalf of UH with Dr. John A. Brennan, the candidate, for President and CEO.

WHEREUPON, the following Resolution was voted upon authorizing the Chairman of the Board to complete negotiations and execute a contract on behalf of UH with Dr. John A. Brennan, the candidate, for UH President and CEO:

BE IT RESOLVED, that the Board authorizes the Chairman of the Board of UH to (i) to complete negotiations and execute a contract on behalf of UH with Dr. John A. Brennan, the candidate, for UH President and CEO, 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 by Ms. Catino, duly seconded by Dr. Cassidy, the Board accepted the above resolution to appoint Dr. John A. Brennan as President and CEO of UH. A roll call vote was conducted by Mr. Wermuth approving the resolution:

Hon. DiFrancesco	yes
Dr. Barchi	yes
Dr. Brody	yes
Dr. Cassidy	yes
Ms. Catino	yes
Dr. Feldman	yes
Ms. Freeman	yes
Dr. Johnson	yes
Dr. Strom	yes

The resolution was adopted 9-0.

There being no further business, Chairman DiFrancesco accepted a motion from Dr. Cassidy, duly seconded by Ms. Catino, to adjourn the emergency special Board meeting of the UH Board of Directors. By unanimous vote, the meeting adjourned at 8:26 a.m.