



**RESOLUTION OF UNIVERSITY HOSPITAL ADOPTING THE
2023 FISCAL YEAR ANNUAL BUDGET IN FURTHERANCE OF
THE RESTRUCTURING ACT, P.L. 2012, c. 45**

WHEREAS, in accordance with the Restructuring Act, P.L. 2012, c. 45, University Hospital (the "Hospital") is required to prepare and adopt an annual budget; and

WHEREAS, the Hospital intends to adopt its annual budget for fiscal year 2023 in the form substantially as set forth in Exhibit "A" appended hereto and made a part hereof (the "FY 2023 Budget"); and

WHEREAS, the Hospital's Finance and Audit Committee reviewed the proposed action and recommends approval;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital

1. The above recitals are incorporated herein by this reference.
2. The FY 2023 Budget, substantially in the form as set forth on Exhibit "A" is hereby approved in accordance with the Restructuring Act.
3. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to effectuate the purposes of this Resolution.
4. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2022-0623-175 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 23, 2022

A handwritten signature in black ink, appearing to read "Tracy Forsyth", written over a horizontal line.

Tracy C. Forsyth, Esq., Corporate Secretary



Exhibit “A” – See attached FY23 Budget as presented.



**RESOLUTION OF UNIVERSITY HOSPITAL APPROVING THE
PROCUREMENT OF INSURANCE COVERAGE IN FURTHERANCE OF
ITS OBLIGATIONS UNDER THE RESTRUCTURING ACT, P.L. 2012, c.
45 FOR FISCAL YEAR 2022**

WHEREAS, the University Hospital (the “Hospital”) is required to maintain insurance coverage in furtherance of, and has engaged Willis Towers Watson as its broker of record to place various lines of insurance consistent with, its obligations under the Restructuring Act, P.L. 2012, c. 45; and

WHEREAS, in accordance with the Hospital’s Bylaws (as amended), the Hospital approved a *Procurement and Purchasing and Delegation of Authority to Contract Policy* pursuant to Resolution 2019-0917-83 adopted September 26, 2019, as amended (hereinafter the “Procurement Policy”); and

WHEREAS, in accordance with the Procurement Policy, the Hospital intends to bind insurance coverage with an aggregate annual premium not to exceed \$2.23 million for fiscal year 2022, substantially in the form as set forth on Exhibit “A” appended hereto and made a part hereof; and

WHEREAS, the Hospital’s Finance and Audit Committee reviewed the proposed action and recommends approval;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital

1. The above recitals are incorporated herein by this reference.
2. The insurance coverage substantially in the form as set forth on Exhibit “A” are hereby approved in accordance with the Procurement Policy, subject to annual appropriations.
3. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to effectuate the purposes of this Resolution.
4. This Resolution shall take effect immediately upon the adoption hereof.



I hereby certify that this Resolution 2022-0623-176 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 23, 2022

A handwritten signature in black ink, appearing to read "Tracy Forsyth".

Tracy C. Forsyth, Esq., Corporate Secretary



Exhibit "A" – See attached Insurance Renewal Memorandum dated June 23, 2022

Resolution No. 2022-0623-175

Resolution No. 2022-0623-176

**RESOLUTION OF UNIVERSITY HOSPITAL AUTHORIZING
CERTAIN PROCUREMENTS, IN FURTHERANCE OF P.L. 2012, c. 45**

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey (the "State"), pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's board of directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission and to: (1) direct and control expenditures of Hospital funds; (2) borrow money; (3) enter into contracts with the State or federal government, or any individual, firm or corporation; (4) solicit and accept grant moneys; (5) acquire, own, lease, dispose or, use, and operate property; (6) sue and be sued; (7) enter into a contract or other agreement with a nonprofit corporation operating one or more hospitals in New Jersey to operate and manage or assist in the operation and management of the Hospital; and (8) hire, fire, and fix salaries for all employees of the Hospital; and

WHEREAS, in accordance with the Hospital's amended bylaws adopted June 26, 2018 (the "Bylaws"), the Hospital approved a new *Procurement and Purchasing and Delegation of Authority to Contract Policy* pursuant to Resolution 2019-0917-83 adopted September 26, 2019, as amended pursuant to Resolution 2020-0722-107 adopted July 22, 2020 (hereinafter the "Procurement Policy"); and

WHEREAS, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to approve and affirm the following alternative procurements: (i) AP23B-001 for various suppliers funded through donor or grant-directed purchases in an amount not to exceed \$6.5 million; (ii) AP23B-002 for various group purchasing organization purchases in an amount not to exceed \$125 million; (iii) AP23B-003 for purchases of blood and blood products in an amount not to exceed \$4.5 million; (iv) AP23B-004 for purchases of organs for transplant in an amount not to exceed \$3.0 million; and (v) AP23-005 for legal services in an amount not to exceed \$500 thousand; and

WHEREAS, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to approve and affirm the following contracts: (i) for purchasing the reagents/assays to pest patients for Influenza(Flu A/B), Respiratory Syncytial Virus(RSV) and SARS-CoV-2(Covid-19) from Cepheid, with a total contract value not to exceed \$2.5 million; and (ii) for purchasing Simplexa COVID-19 Direct tests Kits from Diasorin Molecular LLC, with a contract not to exceed \$1.5 million; and (iii) for contracting with Epic Systems Corporation for annual software subscription fees, maintenance, service, upgrades and training, with a contract not to exceed \$3.4 million; and (iv)

WHEREAS, in accordance with the Procurement Policy, the Hospital entered into a

contract dated March 5, 2020 with GenMark Diagnostics for use of their ePlex System (the "Contract") under AP20-136 in an amount not to exceed \$696 thousand, and supplemented by \$385 thousand, and the Hospital intends to again amend AP20-136 to increase the spending authorization thereunder by an additional \$600 thousand for a total Contract value not to exceed \$1.681 million; and

WHEREAS, in accordance with the Procurement Policy, the Hospital entered into a contract in FY22 with Prime Staffing for temporary nursing services (the "Contract") under AP22-021 in an amount not to exceed \$1.0 million, and supplemented by \$8.3 million, and the Hospital intends to amend AP22-021 to increase the spending authorization thereunder by an additional \$5.3 million for a total Contract value not to exceed \$14.6 million; and

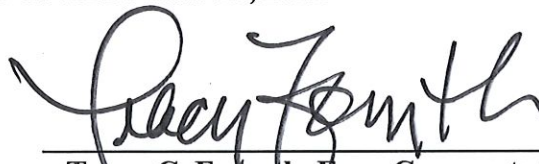
WHEREAS, the Hospital's Finance and Audit, Committee has reviewed the proposed action and recommends approval;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital

1. The above recitals are incorporated herein by this reference.
2. The procurements are hereby approved in accordance with the Procurement Policy, subject to annual appropriations.
3. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to effectuate the purposes of this Resolution.
4. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2022-0623-177 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 23, 2022



Tracy C. Forsyth, Esq., Corporate Secretary

RESOLUTION OF UNIVERSITY HOSPITAL TO APPROVE CONTRACT UH-P22-008, FOR TEMPORARY NURSING AND RELATED SERVICES

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey (the "State"), pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's Board of Directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission and to: (1) direct and control expenditures of Hospital funds; (2) borrow money; (3) enter into contracts with the State or federal government, or any individual, firm or corporation; (4) solicit and accept grant moneys; (5) acquire, own, lease, dispose or, use, and operate property; (6) sue and be sued; (7) enter into a contract or other agreement with a nonprofit corporation operating one or more hospitals in New Jersey to operate and manage or assist in the operation and management of the Hospital; and (8) hire, fire, and fix salaries for all employees of the Hospital; and

WHEREAS, in accordance with the Hospital's amended bylaws adopted June 26, 2018 (the "Bylaws"), the Hospital approved a new *Procurement and Purchasing and Delegation of Authority to Contract Policy* pursuant to Resolution 2019-0917-83 adopted September 26, 2019, as amended pursuant to Resolution 2020-0722-107 adopted July 22, 2020 (hereinafter the "Procurement Policy"); and

WHEREAS, in accordance with the Procurement Policy and subject to annual appropriation, the Hospital intends to execute multiple contracts under publicly bid RFP # UH-P22-008 to permit the Department of Nursing Administration to engage the services of the awarded contractors to provide temporary nursing staff on an as needed basis. The Contract spend is estimated to be \$30 million for the initial three-year contract term: \$12.8 million in FY23 and \$8.6 million in each of FY24 and FY25.

WHEREAS, the Hospital's Finance and Audit Committee has reviewed the proposed action and recommends approval;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital

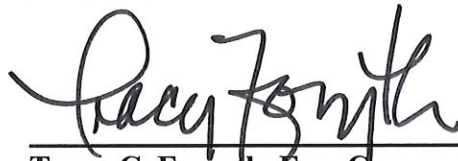
1. The above recitals are incorporated herein by this reference.
2. The procurement amendments are hereby approved in accordance with the Procurement Policy, subject to annual appropriations.

3. The President and Chief Executive Officer is hereby authorized to take the steps necessary and desirable to effectuate the purposes of this Resolution.

4. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2022-0623-178 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: June 23, 2022



Tracy C. Forsyth, Esq, Corporate Secretary



RESOLUTION OF UNIVERSITY HOSPITAL PERTAINING TO MEDICAL STAFF MATTERS

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L. 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's Board of Directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission (including the disposition of credentials and privileges of medical staff serving the Hospital), and in furtherance thereof, the Hospital adopted Bylaws dated March 17, 2015, as amended June 26, 2018 and June 25, 2020 (the "Hospital Bylaws"); and

WHEREAS, in accordance with Medical Staff Bylaws dated February of 2020 (the "Medical Staff Bylaws"), at its May 10, 2022 and June 7, 2022 meetings, the Medical Executive Committee (the "MEC") recommended various providers for credentials, privileges, and appointment, expansion, change of status, and transfer of service thereof, such providers as listed on Exhibit "A" appended hereto and made a part hereof; and

WHEREAS, following review and recommendation for approval by the Safety and Quality Committee, at the June 15th 2022 committee meeting, in which the committee reviewed all MEC actions, and recommends approval;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital:

1. The above recitals are incorporated herein by this reference.
2. The Hospital hereby adopts and affirms the recommendations, as appended hereto, and authorizes the President and Chief Executive Officer to take appropriate action in furtherance of this Resolution, in accordance with the Hospital Bylaws and applicable regulations.
3. This Resolution shall take effect immediately upon the adoption hereof, subject to ratification.



I hereby certify that this Resolution 2022-0623-179 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED:

A handwritten signature in black ink, reading "Tracy Forsyth". The signature is written over a horizontal line.

Tracy Forsyth, Esq., Corporate Secretary



Exhibit "A" - Memorandum dated May 10, 2022 from Dr. Natale-Pereira to Dr. Feldman re: Recommendation to approve medical staff credentials and privileges.

Exhibit "B" - Memorandum dated June 7, 2022 from Dr. Natale-Pereira to Dr. Feldman re: Recommendation to approve medical staff credentials and privileges.

See attached.

**RESOLUTION OF UNIVERSITY HOSPITAL PERTAINING
TO MEDICAL STAFF MATTERS**

WHEREAS, University Hospital (the "Hospital") was duly established and validly exists as an independent public healthcare institution and an instrumentality of the State of New Jersey, pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, L. 2012, c. 45 (the "Restructuring Act"); and

WHEREAS, pursuant to the Restructuring Act, the Hospital's Board of Directors (the "Board") has the power and duty to exercise general oversight over the affairs of the Hospital to ensure fulfillment of its mission; and

WHEREAS, pursuant to the Restructuring Act, the Hospital adopted Bylaws dated March 17, 2015, as amended June 26, 2018 and June 25, 2020 (the "Hospital Bylaws"); and

WHEREAS, pursuant to the Medical Staff Bylaws adopted February of 2020, the Medical Executive Committee (the "MEC") met on June 7, 2022 to deliberate and formalize a recommendation regarding the successful completion of remedial actions and full reinstatement of privileges pertaining to a member of the Medical Staff (the "Remedial Matter"); and

WHEREAS, on June 23rd, 2022, pursuant to Hospital Bylaws, the Safety and Quality Committee met to review, and approved, the recommendations of the MEC pertaining to the Remedial Matter;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital:

1. The above recitals are incorporated herein by this reference.
2. The Hospital hereby accepts and adopts the recommendations, and approval thereof, of the Medical Executive Committee and Safety and Quality Committee, respectively, and authorizes the President and Chief Executive Officer to take appropriate action in furtherance of this Resolution, in accordance with the Hospital Bylaws and applicable regulations.
3. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2022-0623-180 is a true copy of actions duly adopted by University Hospital as of the date hereof.

Resolution Adopted: June 23, 2022



Tracy C. Forsyth, Esq., Corporate Secretary

**RESOLUTION AUTHORIZING AN EXECUTIVE (CLOSED) SESSION IN
ACCORDANCE WITH THE NEW JERSEY OPEN PUBLIC MEETINGS ACT (N.J.S.A.
10:4-6, ET SEQ.) FOR DISCUSSION OF MATTERS INVOLVING EMPLOYMENT
AND THE SEARCH FOR A NEW PRESIDENT AND CEO**

WHEREAS, the New Jersey Open Public Meetings Act generally requires that meetings be open to the public; and

WHEREAS, the Open Public Meetings Act further provides that a public body may exclude the public from a portion of the meeting at which the public body discusses certain items identified in the Open Public Meetings Act at N.J.S.A. 10:4-12(b); and

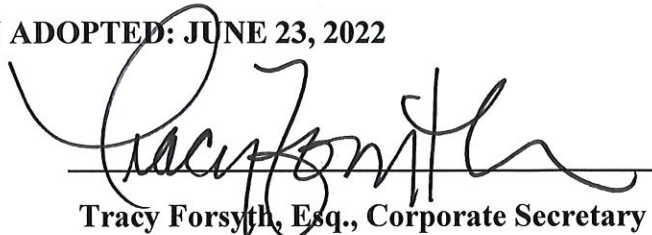
WHEREAS, the Board of Directors is of the opinion that such circumstances presently exist and it is necessary and appropriate to discuss certain matters in a meeting not open to the public consistent with N.J.S.A. 10:4-12(b).

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of University Hospital as follows:

1. The Committee shall immediately hold an Executive Session from which the public shall be excluded.
2. The general nature of the subjects to be discussed at said Executive Session shall be as follows: Matters involving confidential matters pertaining to medical staff privileges and personnel matters protected by the attorney client privilege.
3. The Minutes of the Executive Session shall be made available for disclosure to the public, consistent with N.J.S.A. 10:4-13, when the items which are the subject of the closed session discussion are resolved and the reason for confidentiality no longer exists.
4. Following the closed session, the Committee may take action on the matter which is the subject of the closed session.
5. This resolution shall take effect immediately upon the adoption hereof.

I hereby certify that this Resolution 2022-0623-181 is a true copy of actions duly adopted by University Hospital as of the date hereof.

RESOLUTION ADOPTED: JUNE 23, 2022



Tracy Forsyth, Esq., Corporate Secretary