



Graduate School of Biomedical Sciences  
New Jersey Dental School  
New Jersey Medical School  
Robert Wood Johnson Medical School  
School of Health Related Professions  
School of Nursing  
School of Osteopathic Medicine  
School of Public Health

Board of Trustees

**University of Medicine and Dentistry of New Jersey  
Board of Trustees Meeting  
February 20, 2007**

Dean's Conference Room 1302  
UMDNJ-Robert Wood Johnson Medical School  
125 Paterson Street  
New Brunswick, New Jersey.

**Present:** Robert J. Del Tufo, Esq., *Chair*; Kevin Barry, M.D.; Mary Ann Christopher, RN, MSN, FAAN; John A. Hoffman, Esq.; Milton Hollar-Gregory, Esq.; Fred M. Jacobs, M.D., J.D. (*ex-officio*); Hon. Alexander J. Menza; Jonathan Orenstein, D.M.D.; Oliver Quinn, Esq.; Eric S. Pennington, Esq.; Harold Shapiro, Ph.D.; and Anita V. Spivey, Esq.;

**Excused:** Anthony Terracciano

**Also attending:**

Ana Alaya, the Star Ledger  
Peter Amenta, Interim Dean, RWJMS  
Simone Bellamy, Special Assistant, Board of Trustees  
Edward Burke, CFO, UH, and Special Advisor to the President  
William Cambria, Esq., McElroy, Deutsch, Mulvaney, & Carpenter, LLP  
Thomas Cavalieri, Interim Dean, SOM  
Michael Clarke, Esq., Vice President, Chief Ethics and Compliance Officer  
Darlene Cox, President & CEO of University Hospital  
Aristide Economopoulos, the Star Ledger  
Anna Farneski, Director of Communications & Media Relations, University Affairs  
Cecile Feldman, Dean, NJDS  
David Gibson, Dean, SHRP  
Michael Gonnella, Esq., Deputy Attorney General, State of New Jersey  
Sarah Greenblatt, the Courier Post  
Richard Hamilton, Esq., Stern & Kilcullen, LLP  
John Inglesino, Esq., Stern & Kilcullen, LLP  
Robert Johnson, Interim Dean, NJMS  
Michael Knecht, Senior Vice President, Government & University Affairs  
Maryann Master, Senior Vice President of Administration  
Julane Miller-Armbrister, Vice President of Government Affairs  
Denise Mulkern, C.P.A., Senior Vice President, Finance

Donna M. Perry, Executive Assistant to the President  
Sharon Price-Cates, Esq., Office of the Governor's Authorities Unit  
Denise Rodgers, M.D., Executive Vice President, Academic & Clinical Affairs  
David Roe, Associate Dean and CFO, NJMS  
James Rowan, Vice President and University Chief of Staff  
Patrick Ryan, University Hospital  
Susan Salmond, Interim Dean, SN  
Robert Schwartz, NJMS, Faculty Secretary  
Alexandra Sedehi, Special Assistant to the President  
Herbert Stern, Esq., Stern & Kilcullen, LLP  
Walter Timpone, Esq., McElroy, Deutsch, Mulvaney, & Carpenter, LLP  
Bruce C. Vladeck, Ph.D., Interim President

### Minutes

- The public session was called to order at 1:00 p.m. by Mr. Del Tufo.
- Mr. Del Tufo read from the Open Public Meetings Law:  
"The notice requirements provided for in the Open Public Meetings Law have been satisfied. Notice of this meeting was properly given in the Annual Notice which was transmitted to the Secretary of State. Notice of this meeting was also sent to various newspapers in the State and posted throughout the University."
- Mr. Del Tufo stated that the Board would now convene in Executive Session.

**WHEREUPON** the following Resolution was introduced, seconded, and unanimously approved:

**BE IT RESOLVED** that the Board of Trustees will convene in closed session to discuss approval of minutes of the Executive Session meeting conducted on January 16, 2007; pending or anticipated litigation under subsection (7) of N.J.S.A. 10:4-12b, and personnel matters under subsections (3) and (8) of N.J.S.A. 10:4-12b.

**BE IT FURTHER RESOLVED** that each of these matters shall be made public when they have been resolved and/or concluded.

**The Board adjourned to Executive Session at 1:01 p.m.  
Public Session re-opened at 2:59 p.m.**

- The Board approved the Public Session minutes of the January 16, 2007 meeting.

*Chair's Report*, provided by Mr. Del Tufo:

- Dr. Jacobs provided the Board with an update on the work of the Ad Hoc Cardiology Committee:
  - o Dr. Maria Soto-Greene, the Vice Dean at NJMS, and Dr. Suzanne Atkin, the Chief of Staff at UH spoke with the Committee regarding their analysis of the

staff required to meet the educational and clinical responsibilities of the Cardiology Department. In particular, they emphasized the need for expertise in electrophysiology, since it is both a required component of training cardiology fellows, and a critical care requirement of cardiac patients. The analysis concluded that three part-time electrophysiology staff members are needed to meet educational and clinical needs at NJMS and UH, as well as two more part-time cardiology faculty members to support invasive and interventional procedures, on-call needs, and the educational mission of the Program.

- Dr. Atkin provided the Committee with information about the UH credentialing process, and at its February 16 meeting, the Committee received information about the Board certification of the 12 part-time members of the cardiology program. All were Board certified in at least two relevant areas, with the exception of one, who was educated abroad and is a member of the Royal College of Physicians, which is more or less the equivalent of U.S. Board certification. Each of these physicians met the NJMS guidelines for faculty appointments, and in addition, each physician was approved by the NJMS faculty council. The Dean determined that five part-time cardiology fellows are required to maintain the excellence of the program. The Committee recommends the immediate conversion of the additional seven part-time cardiology faculty members to volunteer status. This will occur during the week of February 19.
- Additionally, the law firm of Garfunkel, Wild & Travis (“GWT”) provided the Committee with a draft legal opinion addressing the terms and conditions under which part-time cardiologists can provide educational and clinical services and still maintain full compliance with the Stark and Anti-Kickback laws. In addition, GWT provided the Committee with a draft Modification of Employment document, specifying compensation, responsibilities, hours, and other key terms. UMDNJ would be responsible for determining fair market value, likely using community physician incomes, with compensation preferably provided to the community cardiologists through a third party. GWT also recommended an evaluation of the commercially reasonable clinical needs of the cardiologists’ services. Dr. Jacobs stated that the Committee will present its final report at the March Board meeting, including appropriate recommendations from the GWT final opinion, the tally of paid and volunteer cardiac faculty, and the status of the acceptance of the terms of employment for the part-time paid cardiology faculty.
- Mr. Del Tufo stated that the Board had acted on a number of personnel issues during Executive Session. First, the Board agreed unanimously that it would at Public Session extend Dr. Vladeck’s contract until September 1, 2007, notwithstanding that a new President might be engaged and commence service prior to September 1. The Board concluded that extension would benefit the University by insuring a continuity of leadership of UMDNJ until a new President takes charge as well as insure the availability of Dr. Vladeck thereafter for consultation services through the end of his contract. In this regard, the extension shall call for Dr. Vladeck to continue as Interim President until a new President is inducted and thereafter to be available to assist and consult with the new President as and when asked and needed through September 1. During the consultation period, Dr. Vladeck will, of course, be free to pursue other, non-conflicting professional interests and/or to make plans certain for his future