

Meeting of the
University of Medicine and Dentistry of New Jersey
Board of Trustees
PUBLIC SESSION
September 15, 2009

Clinical Academic Building
125 Paterson Street, Room 1302
New Brunswick, New Jersey

Present-UMDNJ Board of Trustees: Robert Del Tufo, Esq.; Kevin Barry M.D.; James Broach, Ph.D.; Mary Ann Christopher, RN, MSN, FAAN;; Michael Critchley, Esq.; Bradford Hildebrandt; Milton Hollar-Gregory, Esq.; Heather Howard, J.D.; Robert J. Maro, M.D.; Eric S. Pennington, Esq.; Oliver Quinn, Esq.; Harold Shapiro, Ph.D. and Anita Spivey, Esq.

Present-UMDNJ Staff: William F. Owen, M.D.

Excused-UMDNJ Board of Trustees: Kevin Covert, Esq.; Mary Sue Henifin, J.D.,M.P.H.; and Jonathan Orenstein, D.M.D.

Minutes

The meeting was called to order at 1:31 p.m.

Mr. Del Tufo read from the Open Public Meetings Act:

“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.”

Approval of Minutes

The Board unanimously approved the Public Session minutes of its July 21, 2009 meeting.

Mr. Del Tufo opened the floor to individuals requesting an opportunity to address the Board. Ms. Mary Ann Taylor addressed the Board on behalf of her husband, sharing her

concerns regarding a billing matter and the customer service received by her family. Mr. Del Tufo acknowledged Ms. Taylor's comments and stated these matters would be researched.

Mr. Del Tufo requested that the Board move into Executive Session:

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

BE IT RESOLVED by the UMDNJ-Board of Trustees that the Board will convene forthwith in Executive Session to discuss approval of the minutes of the Executive Session meeting conducted on July 21, 2009; pending or anticipated litigation and/or contract negotiations 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 1:45 p.m.

Public Session re-opened at 2:23 p.m.

Chair's Report, provided by Mr. Del Tufo

Mr. Del Tufo indicated that by inadvertence the summary of a State law was omitted from the Board Policy adopted on July 21, 2009 which provided information about Federal and State laws imposing penalties for false or fraudulent claims. He said that the Resolution provided to the Board would remedy this situation and asked the Board to adopt it.

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

NOW THEREFORE BE IT RESOLVED, that the policy adopted on July 21, 2009 and entitled "Fraud, Waste, and Abuse and the Federal Deficit Reduction Act of 2005 be, and hereby is, amended to add to Article V of the policy the following new paragraph F:

F. The New Jersey Conscientious Employee Protection Act (NJSA 34:19-1 et seq.)

Under this statute, an employee is protected from retaliation in his/her employment if he/she: (1) Disclosed, or threatened to disclose, to a supervisor or public body an activity, policy or practice of the employer, or of another employer with whom there is a

business relationship, that the employee reasonably believed to be in violation of a law, or a rule or regulation issued under the law or (2) Provided information or testimony to a public body conducting an investigation, hearing or inquiry into any violation of law, or a rule or regulation issued under the law by the employer or another employer, with whom there is a business relationship or (3) Objected to or refused to participate in any activity, policy or practice which the employee reasonably believed: (a) is in violation of a law, or a rule or regulation issued under the law; (b) is fraudulent or criminal; or (c) is incompatible with a clear mandate of public policy concerning the public health, safety and welfare or protection of the environment.

Mr. Del Tufo reported on the CIA:

Mr. Del Tufo said that, as part of the settlement of the civil cardiology claims of the federal government, the University must enter into a Corporate Integrity Agreement which is a usual component of such settlements. He said that execution of this Agreement would be a milestone for UMDNJ because it would signify that the last vestige of impropriety by prior administrations which the new administration inherited had been resolved. He indicated that the CIA was designed to insure that reforms would be permanent and said he welcomed this opportunity to demonstrate further that the operation of the University meets the highest standards. He further said that the educational component of the CIA would be helpful to the University's on-going effort to improve employee awareness of proper conduct and the new policies and operation of the University. He said that UMDNJ was "ahead of the curve" because it already had in place reforms required by the CIA such as a Board Audit Committee, a Chief Compliance Officer who reports to the Board through the Audit Committee and a Code of Conduct. He concluded by praising UMDNJ's attorneys (Messrs Aron and Timpone) for negotiating changes in the CIA which are helpful and fair to the University in a situation where changes in the form of the CIA are rarely accepted. He stated that he is confident that UMDNJ's new leadership and new policies would insure that the University will fully comply with CIA requirements. He urged the Board to adopt a resolution prepared by Mr. Aron approving the CIA.

Mr. Aron read the Resolution he had prepared approving the Corporate Integrity Agreement in its entirety.

WHEREUPON the Resolution which reads as follows was introduced, seconded, and unanimously approved:

BE IT RESOLVED, that the University approve the terms of the Corporate Integrity Agreement, **AND**

BE IT FURTHER RESOLVED, that the University President is authorized to execute the Corporate Integrity Agreement.

Finally, Mr. Del Tufo reported on the planned creation of the "Office of Investigations and Ombudsman Services" to be headed by Mr. Schorr.

Mr. Del Tufo stated that the Board has for some time considered where the investigations unit should be housed within the University's organizational infrastructure. The discussion has been influenced from time to time by the identity and capacities of persons who might be available for the job. Also, for a significant period of time the Governance Committee has had under consideration whether or not the position of Ombudsman should be permanently created and whether Mr. Schorr should head it. Further review suggests that the Ombudsman and the Investigations Unit are compatible and could be merged. This would also economically benefit the University. Such review also suggested that Mr. Schorr, who has had significant investigative experience, could manage well a merged unit.

Mr. Schorr will report to both the Audit Committee and the President. Mr. Rowan will retain his other positions as Chief of Staff and VP of Internal Audit but plans to hire an Executive Director for Internal Audit to assist him. Mr. Aron, Mr. Schorr, and Ms. Van Camp will continue working together as a unit.

As part of the plan, the Investigations Sub-committee formed previously at the suggestion of Judge Stern will have three additional members - - Trustees Critchley, Henifin, and Pennington - - and will meet with staff on a regular basis to review investigative activity.

Ms. Christopher stated that it is critical for the Board to ensure that investigative matters relative to human resources be fast tracked to the Human Resource Department once the new Senior Vice President to head the Department is on board.

The Board concurred and also favored the creation of the "Office of Investigations and Ombudsman Services" to be headed by Mr. Schorr.

Mr. Del Tufo asked that the Public Session meeting break for a period of five minutes.

Public Session resumed at 2:55 p.m.

President's Report, provided by Dr. Owen

Dr. Owen stated that University Day will take place on September 16, 2009, adding that it is fitting that the CIA is approved the day before the event, bringing to a close an unpleasant era in University's past. Dr. Owen stated that the CIA validates how far the University has progressed, that operational and cultural enhancements have been put in place, and that UMDNJ is prepared to meet the new standards for its patients, faculty, and students.

Dr. Owen announced Mr. David Miller as the new Chief Financial Officer of the University and asked that Mr. Miller stand in acknowledgement of his new role.

Dr. Owen introduced Ms. Miller-Armbrister to provide an ARRA Update. Report highlights included:

- An overview of the types of awards and funding amounts secured by the University through August 2009. A focus was placed on three grantors: The National Institutes of Health, the Health Resources and Services Administration, and the National Science Foundation.
- An overview of pending grant applications, projected funding amounts, and an outline of upcoming grant opportunities for which the University qualifies was provided.
- Areas that the State authorizes funds for Health Information Technology for which the University may be eligible to apply were outlined.

Resolution Honoring Mr. Hoffman, provided by Mr. Del Tufo

Upon Mr. Hoffman's arrival, Mr. Del Tufo introduced the Resolution drafted in his honor. Mr. Kosseff provided an overview of UBHC's work in regard to the Children's Transitional House and that of Mr. and Mrs. Hoffman's dedication to the Program. Mr. Pennington read in its entirety the Resolution which renamed the UBHC Children's Transitional House Holiday Celebration after the John and Judy.

Mr. Hoffman expressed his sincere gratitude.

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

NOW THEREFORE BE IT RESOLVED, that the Board by this resolution expresses its gratitude to John in recognition of his exemplary service to the University, and

BE IT FURTHER RESOLVED, that the annual holiday celebration for the children residing at the Children's Transitional Residence hereafter be known as the John and Judy Hoffman Holiday Celebration.

Provost Report, provided by Dr. Rodgers

Dr. Rodgers reported to members of the Board:

- University Day will take place on September 16, 2009. The event will have three components: the induction of the 2010 Master Educators Guild (MEG) awardees, the MEG Grand Rounds, as well as the honoring of Commissioner Heather Howard as the recipient of the University Medal for Distinguished Leadership.
- A University-wide Student Senate has been formed, comprised of three representatives from each of the eight schools. Four Committees will be formed whereby students work closely with the University Affairs/ Research Committee and the Government and Community Affairs Department to develop relationships and share concerns.

UH Board of Directors, provided by Ms. Christopher

Ms. Christopher reported to members of the Board:

Ms. Christopher drew members attention to the minutes of the UH Board's June 24, 2009 meeting. The minutes indicate that UH is on track to end the fiscal year with a balanced budget. Ms. Christopher commended Commissioner Howard, Dr. Wittenstein, and Mr. Daly for their work in balancing the budget, given the Federal, State, and philanthropic restraints that were present.

Upon recommendation, the Board accepted and approved the UH Board of Directors meeting minutes of June 24, 2009.

Upon recommendation, the Board approved the recommendations of the UH Board of Directors regarding the following items:

- Acceptance, ratification and approval of the University Hospital Board of Directors Quality of Care committee minutes of May 27, 2009
- Acceptance, ratification and approval of the University Hospital Credentials committee and Medical Executive committee Action Items memo of June 8 and July 13, 2009
- Acceptance, ratification and approval of the University Hospital Medical Executive committee minutes of June 23, 2009
- Acceptance, ratification and approval of the University Hospital Credentials committee minutes of June 8, 2009
- Acceptance, ratification and approval of the University Hospital Medical Staff Reappointment Roster

Audit Committee, provided by Mr. Hildebrandt

Mr. Hildebrandt reported to members of the Board:

Upon recommendation, the Board accepted the Audit Committee Executive Summary dated September 2, 2009.

Compensation Committee, provided by Mr. Critchley

Mr. Critchley introduced and summarized the Resolution for the salary adjustment for Julane Miller-Armbrister, SVP Government & Community Affairs.

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

BE IT RESOLVED, that retroactively effective September 1, 2008 the salary for Julane Miller -Armbrister, Senior Vice President for Government and Community Affairs shall be \$218,800.

Finance, Investment, and Administration Committee Report (FIAC), provided by Dr. Barry

Mr. Del Tufo introduced Dr. Barry as the new Chair of the FIAC.

Dr. Barry reported to members of the Board:

Dr. Barry publically commended both Dr. Wittenstein and Mr. Daly for their work on the UH Budget. Dr. Barry informed members that the UMDNJ- Foundation is working on an agreement creating a long-term lease with SOM.

Upon recommendation, the Board accepted the Finance, Investment, and Administration Committee Executive Summary dated September 2, 2009.

Dr. Barry submitted Resolutions to the Board for the approval of five separate contracts and one lease agreement.

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

BE IT RESOLVED, that the University of Medicine and Dentistry of New Jersey Board of Trustees, upon recommendation of the Finance, Investment and Administration Committee, accepts, ratifies and approves the aforementioned contracts and lease.

Dr. Barry submitted to the Board the Resolution for the approval of a lease with the YMCA.

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

BE IT RESOLVED that the University of Medicine and Dentistry of New Jersey Board of Trustees, upon the recommendation of the Finance, Investment and Administration Committee accepts, ratifies and approves the aforementioned lease.

Dr. Barry submitted to the Board the Resolution for the approval and acceptance of a grant from the New Jersey State Department of Human Services.

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

BE IT RESOLVED that the Board of Trustees of the University of Medicine and Dentistry of New Jersey accepts a grant from the New Jersey State Department of Human Services to the maximum amount of \$156,546 from September 1, 2009 through August 31, 2010 for the Infants of Substance Abusing Mothers Program.

Diversity Committee, provided by Mr. Hollar-Gregory

Upon recommendation, the Board accepted the Diversity Committee meeting minutes of September 3, 2009.

Mr. Hollar-Gregory reported to members of the Board:

- The University's Annual Procurement Luncheon will be held on October 19, 2009 at the Woodbridge Renaissance Hotel and Conference Center. Members of the Board were invited to attend.
- Ms. Ernestine Watson, Assistant Vice President, of the Office of Supplier Diversity and Vendor Development will be recognized as an Outstanding Champion in Diversity in the October 2009 issue of *Diversity Plus Magazine*.
- The Committee was provided an overview of the number of employees filing complaints with the Labor and Employment Group. Management was asked to provide comparative data on other institutions in this area.
- The School of Osteopathic Medicine was noted for its rate of diversity which stands at thirty-three percent. The national average for other schools is eight percent.

Governance and Ethics Committee, provided by Mr. Del Tufo

Mr. Del Tufo informed members that the Governance and Ethics Committee will provide its regular report at the Board's October 2009 meeting.

Joint Conference/Planning Committee, provided by Ms. Christopher

Ms. Christopher reported to members of the Board:

- The largest number of soldiers will be returning to New Jersey since World War II. UBHC has been working to assist these soldiers with mental health services in their transition home.

- UBHC is coming upon its one year anniversary since taking over the physical health component of the NJDOC. The Committee intends to tour the facilities in the next few months.

Upon recommendation, and pursuant to the requirements of the Joint Commission on the Accreditation of Healthcare Organizations, the Board accepted and approved:

- Acceptance, ratification and approval of Minutes of the Joint Conference/Planning Committee Meeting of May 12, 2009
- Acceptance, ratification and approval of Minutes of the University Behavioral HealthCare Executive Committee Meetings of April 21, 2009 and May 19, 2009
- Acceptance, ratification and approval of University Behavioral HealthCare Staff Appointments, Reappointments and Clinical Privileges of May 19, 2009 and June 16, 2009

Legal Committee, provided by Mr. Pennington

Following the discussion in Executive Session, the Board approved the Hires and Separations Report of September 8, 2009.

Following the discussion in Executive Session, the Board approved the recommendations of the Legal Committee regarding the following items:

- Authorization for Claim A
- Authorization for Claim B
- Authorization for Claim C
- Authorization for Claim D

University Affairs/ Research Committee (UA/RC), by Dr. Shapiro

Upon recommendation, the Board accepted the UA/RC meeting minutes of July 1, 2009 and approved the proposed faculty actions. Dr. Shapiro introduced and summarized three separate Resolutions.

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

BE IT RESOLVED, that the Board of Trustees of the University of Medicine and Dentistry of New Jersey expresses its deep appreciation for thirty-four years of outstanding service by conferring upon Dr. Benjamin Henry Natelson the title of Emeritus Professor at the University of Medicine and Dentistry of New Jersey-New Jersey Medical School.

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

BE IT RESOLVED that the Board of Trustees of the University of Medicine and Dentistry of New Jersey, upon recommendation of the University Affairs/Research Committee, accept and approve the establishment of a Section of Urologic-Oncology within the Division of Urology in the Department of Surgery at UMDNJ-Robert Wood Johnson Medical School.

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

BE IT RESOLVED, that the University of Medicine and Dentistry of New Jersey Board of Trustees, upon recommendation of the University Affairs/Research Committee, accept and approve the amended bylaws of the UMDNJ-School of Health Related Professions.

Dr. Shapiro introduced and summarized the Resolutions for the conferral of degree candidates submitted by:

- GSBS on August 26, 2009
- NJMS on August 7, 2009
- SHRP on August 27, 2009
- SN on August 31, 2009
- SPH on August 22, 2009

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

BE IT RESOLVED, that the UMDNJ Board of Trustees accept and approve the conferral of these degrees on the recommended candidates, subject to the satisfactory completion of all academic requirements and the fulfillment of all financial and other obligations to the University.

Dr. Shapiro asked that the Board review the Annual Institutional Profile previously distributed to all members.

Other Business

Dr. Maro stated that the UH Report indicates that ER visits have increased as clinic visits have decreased. Dr. Maro proposed that the University consider a separate unit comprised of medical students and supervised residents that could triage and care for the less severe cases in the ER. Dr. Barry stated that UH is aware of this issue, which is largely due to an increase in the uninsured population. Ms. Christopher added that the closure of two area hospitals has also driven increases. Dr. Owen advised the Board that there are current initiatives that address this issue and asked that Dr. Rodgers and Dr. Wittenstein report back to the Board.

Mr. Hollar-Gregory inquired about the University preparedness for the H1N1 virus season. Dr. Rodgers informed members that the University is prepared Statewide. Dr. Barry added that the City of Newark is preliminarily scheduled for 60,000 vaccinations.

There being no further business, the UMDNJ Board of Trustees meeting was adjourned at 3:46 p.m. The next meeting of the UMDNJ Board of Trustees will be held at 1:30 p.m. on Tuesday, October 20, 2009, School of Health Related Professions, 1776 Raritan Road, Scotch Plains, New Jersey.