

**Meeting of the
University of Medicine and Dentistry of New Jersey
Board of Trustees
PUBLIC SESSION
February 17, 2009**

RWJMS-Research Tower
675 Hoes Lane, Deans Conference Room
New Brunswick, New Jersey

Present-UMDNJ Board of Trustees: Eric S. Pennington, Esq.; Kevin Barry, M.D.; Mary Ann Christopher, RN, MSN, FAAN; Kevin Covert, Esq.(via telephone); Michael Critchley, Esq.; Mary Sue Henifin, J.D., M.P.H; Bradford Hildebrandt; John Hoffman, Esq.; Milton Hollar-Gregory, Esq.(via telephone); Heather Howard, J.D.; Robert J. Maro, M.D., Harold Shapiro, Ph.D.; and Anita Spivey, Esq.

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

Excused: Robert Del Tufo, Esq.; James Broach, Ph.D.; Jonathan Orenstein, D.M.D; and Oliver Quinn, Esq.

Minutes

Mr. Pennington chaired the meeting in Mr. Del Tufo's absence. Mr. Pennington 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 January 27, 2009 meeting as revised by Mr. Hoffman.

Mr. Pennington then opened the floor to individuals requesting an opportunity to address the Board.

Two representatives of the Health Professionals and Allied Employees (HPAE) Union addressed members of the Board regarding matters such as the need for increased security for staff at UH and concerns over recent budget reductions. Mr. Pennington thanked each representative for their comments.

Chair's Report, provided by Mr. Pennington

Mr. Pennington deferred the Chair's Report until the Board's March 2009 meeting.

President's Report, provided by Dr. Owen

Revenue Diversification at SOM

Dr. Owen introduced Dr. Thomas Cavalieri, Dean, School of Osteopathic Medicine (SOM). Dr. Cavalieri provided a presentation entitled "*Diversification as a Strategy in Challenging Times*". Presentation highlights included:

- An overview of factors effecting both governmental and non-governmental sources of revenue to SOM was presented. An emphasis was placed on sources which fund education and healthcare, as well as extramural funding sources that stem from philanthropic endeavors.
- FY 2006 to FY 2009 statistics depicting sources of revenue such as: State appropriations, student tuitions and fees, practice plans, philanthropy, and hospital affiliations were graphed.
- A ten-point plan to enhance revenue diversification and ensure financial stability for SOM was presented. The plan detailed such activities as the expansion of SOM's class size and private contract base, the recruitment of clinical faculty with high demand specialties, as well as an increase in inter-school collaborations.

Members posed questions regarding the impact of the proposed cuts on SOM's mission, its recruitment activities, and its current affiliations. Dr. Cavalieri informed the Board that SOM is working under the assumption of a fifteen percent budget cut that will have an effect on some

programs as well as recruitment. Dr. Owen advised the Board that the proposed fifteen percent budget cut is not one posed by the State, but an internal guidance to Deans in advance of anticipated State revenue cuts which may exceed or reduce this percentage.

Campus Safety

Dr. Owen introduced Mr. Christopher Koseff, Interim SVP HR & Administration to provide the third of a series of four inter-related presentations on Campus Safety. Mr. Koseff introduced Ms. Cherie Castellano, Program Director, Cop 2 Cop and NJ Fire/EMS and NJ Veterans Helpline to facilitate the presentation entitled : *University of Medicine & Dentistry of New Jersey 9/11/01 & The “New Normal” Lessons Learned*. Presentation highlights included:

- An overview of the psychological and physical challenges experienced by individuals exposed to trauma during the events of September 11, 2001 was presented. Key clinical terms such as primary, secondary, and tertiary victims were defined.
- The Disaster Mental Health Model was outlined. The Model defined the types of disasters which may occur, the University’s preparedness and proposed response to such incidents, as well as services the University is required to provide to the public in the event of a disaster.
- Information on the network of mental health support organizations formed as a result of the institution of the 9/11Victims-Department of Defense Appropriations Act 2002 was presented.
- Short and long term disaster responses enacted by UBHC were presented. Initiatives such as the creation of an access center for all NJ residents and UBHC’s Cop 2 Cop Program were highlighted. The success of the Cop 2 Cop Program was emphasized with hotline representatives having responded to over 23,000 calls to date.

Members posed questions regarding UBHC’s sources for program funding and the possibility of increasing services contracted with private industry. Mr. Koseff advised members that UBHC programs have varied lines of funding which include grants. Mr. Koseff added that UBHC is eligible to apply for grant funding through FEMA as well, and currently receives five percent of its revenue from contracts with private industry. Mr. Koseff mentioned early explorations of private funding opportunities.

Campus Diversity

Dr. Owen reminded members that senior management was tasked with providing the Board with information on diversity as it relates to the demographic of students and faculty on the University's campuses. Dr. Owen stated that presenting this information will involve taking a closer look at the University's societal obligations and its service to its diverse clientele. Dr. Owen also described initiatives such as the Healthy People 2010 plan developed by former Surgeon General David Satcher and the health disparities evident throughout the State of New Jersey as matters that relate to diversity in academic health centers and ultimately that of UMDNJ.

Dr. Owen stated that the presentation by Dr. Rodgers on campus diversity originally slated for the Board's February 2009 meeting will be deferred until March 2009 to ensure that the proper time on the meeting agenda is devoted to the scope of information gathered by management on this topic.

UH Board of Directors, provided by Ms. Christopher

Ms. Christopher reported to members of the Board:

Upon recommendation, the Board accepted and approved the UH Board of Directors meeting minutes dated November 19, 2008 and the Joint Meeting of the UMDNJ BOT and UH BOD on October 21, 2008.

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

- Acceptance, ratification and approval of the Strategic Planning and Development Committee meeting minutes of October 27, 2008
- Acceptance, ratification and approval of the Strategic Planning and Development Committee meeting minutes of November 11, 2008
- Acceptance, ratification and approval of the Quality of Care Committee meeting minutes of September 24, 2008
- Acceptance, ratification and approval of the Credentials Committee and MEC Approval memo of October 13, 2008
- Acceptance, ratification and approval of the Medical Executive Committee meeting minutes of October 28, 2008
- Acceptance, ratification and approval of the Credentials Committee meeting minutes of October 13, 2008

- Acceptance, ratification and approval of the Credentials Committee meeting minutes of November 10, 2008
- Acceptance, ratification and approval of the Credentials Committee and MEC Approval memo of November 25, 2008
- Acceptance, ratification and approval of the Medical Executive Committee meeting minutes of November 25, 2008
- Acceptance, ratification and approval of the Credentials Committee meeting minutes of December 8, 2008

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 February 4, 2009.

Mr. Hildebrandt informed members that the Committee is aggressively recruiting for two positions, that of VP of Internal Audit and the SVP, Chief Ethics and Compliance Officer.

Compensation Committee, provided by Mr. Critchley

Mr. Critchley reported to members of the Board:

Upon recommendation, the Board accepted the Compensation Committee meeting minutes dated November 10, 2008.

Diversity Committee, provided by Dr. Maro

Dr. Maro reported to members of the Board:

- In celebration of the Black History Month, a number of events are being held on the Newark, Piscataway/New Brunswick, and Stratford campuses. These events include a workshop facilitated by Ms. Diane Weathers, senior vice president for University Advancement and Communications entitled “*Women Beating the Odds*” and an outreach event hosted by the Student National Medical Association.
- The Summary Report on UMDNJ Student Enrollment was reviewed. The Report reflects an overall increase in student enrollment over last year, with decreases in enrollment

noted for the both the Schools of Nursing and Public Health. This decline is due largely to a decrease in the numbers of instructors, lack of scholarship funding for students, and the phasing out of partnerships with county colleges for some programs

- Faculty, students, and staff are being asked to complete the University's Race and Ethnicity survey. This information will be used in Federal and State reporting in the fall of 2009.
- The Office of Supplier Diversity and Vendor Development received the "Celebrate Our Partners" Award from the Women President's Educational Organization for its work with minority business owners.
- Results of the 2008 Procurement Event Survey were presented with almost all attendees providing positive feedback regarding their participation.
- The Capital construction Projects Quarterly Report was presented. There is one construction project in progress: a fire alarm project in the Stanley S. Bergen Building. The project is on schedule, within budget, and exceeds the small business participation goal.

Finance, Investment, and Administration Committee Report,
provided by Mr. Hoffman

Mr. Hoffman reported to members of the Board:

Upon recommendation, the Board accepted the Finance, Investment, and Administration Committee Executive Summary dated February 4, 2009.

Mr. Hoffman stated that all educational units have a positive variance. To date, UH has experienced a \$16.7 million loss which is on target with projections made for the first six months.

Mr. Hoffman informed members that Moody's has verbally indicated that the bond rating is anticipated to be re-affirmed and the outlook upgraded to stable. Management expects a formal report.

Mr. Hoffman submitted to the Board a Resolution for the approval of five separate contracts.

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.

Mr. Hoffman recused himself for the approval of the Resolutions concerning G.E. Healthcare and General Electric due to a conflict of interest and returned to the room once the approval was completed.

Ms. Christopher submitted to the Board the Resolutions for the approval of two contracts concerning G.E. Healthcare and General Electric.

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.

Governance and Ethics Committee, provided by Mr. Pennington

The report of the Governance and Ethics Committee was deferred until the Board's meeting of March 2009.

Joint Conference/Planning Committee, provided by Ms. Christopher

Ms. Christopher reported to members of the Board:

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

- Minutes of the Joint Conference/Planning Committee Meeting of November 18, 2008
- Minutes of the University Behavioral HealthCare Executive Committee Meetings of October 21, 2008 and November 18, 2008

- University Behavioral HealthCare Staff Appointments, Reappointments and Clinical Privileges of November 18, 2008 and December 16, 2008

Legal Committee, provided by Mr. Pennington

Members agreed to approve the following items held over from the Board's January 27, 2009 meeting.

- Authorization for the settlement amounts of Claims A and B presented in January 2009
- Approval of the Hires and Separations Report of January 12, 2009
- Approval of four employee separations listed on the Hires & Separations Report of December 8, 2008.

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

Dr. Shapiro informed members that the Committee did not meet in February and will report to the Board at its March 2009 meeting.

Degree Candidates, provided by Dr. Owen

The Board approved the Resolutions for degree candidates submitted by the following Schools:

- UMDNJ-Graduate School of Biomedical Sciences dated February 4, 2009
- UMDNJ-School of Nursing dated February 6, 2009

Mr. Pennington recommended that the Board convene in 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 January 27, 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 2:39 p.m.
Public Session re-opened at 4:27 p.m.**

Legal Committee, provided by Ms. Henifin

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

Mr. Hoffman recused himself for the approval on Claim C due to a conflict of interest and returned to the room once the approval was completed

- Authorized the trial of Claim A
- Authorized the trial of Claim B
- Authorized the settlement of Claim C

Personnel Actions:

Following the discussion in Executive Session, the Board approved the Hires and Separations Report of February 9, 2009.

Following the discussion in Executive Session, the Board approved a salary adjustment for the position currently held by Ms. Julane Miller-Armbrister.

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

BE IT RESOVLED, that retroactively effective September 1, 2008, Ms. Miller-Armbrister's salary will be \$187,500.

There being no further business, the UMDNJ Board of Trustees meeting was adjourned at 4:30 p.m. The next meeting of the UMDNJ Board of Trustees will be held at 1:30 p.m. on Tuesday, March 17, 2009, at Stanley S. Bergen Building, Board Room, Newark, New Jersey.