

**Meeting of the
University of Medicine and Dentistry of New Jersey
Board of Trustees
PUBLIC SESSION
April 21, 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; Kevin Covert, Esq.; Michael Critchley, Esq.; Mary Sue Henifin, J.D., M.P.H; Bradford Hildebrandt; John Hoffman, Esq.; Milton Hollar-Gregory, Esq.; Robert J. Maro, M.D.; Eric S. Pennington, Esq.; Oliver Quinn, Esq.; Harold Shapiro, Ph.D. and Anita Spivey, Esq.

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

Excused: Heather Howard, J.D. and Jonathan Orenstein, D.M.D.

Minutes

The meeting was called to order at 1:39 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 March 17, 2009 meeting.

Mr. Del Tufo opened the floor to individuals requesting an opportunity to address the Board. No matters were brought to the attention of the Board.

Conflict of Interest Form Presentation, provided by Ms. Farber

Dr. Owen introduced Ms. Rhonda Farber, Director, Ethics Programs & Ethics Liaison Officer. Ms. Farber provided a Conflict of Interest (COI) Briefing to members of the Board. Presentation highlights included:

- Guidelines on completing the online COI form.
- An overview of the UMDNJ-Ethics and Compliance webpage and site navigation
- Instructions on gaining access to submission forms and authentication codes
- A demonstration on accessing and searching the online vendor database

Members inquired of how Trustees could obtain information on mutual funds doing business with the University. Members were advised that Trustees would receive information on the mutual funds promptly.

Chair's Report, provided by Mr. Del Tufo

Mr. Del Tufo stated that matters concerning his report would be addressed under the Governance and Ethics Committee Report.

President's Report, provided by Dr. Owen

Dr. Owen updated members of the Board on a number of recent process improvements and matters concerning talent identification:

Process Improvements

- Concerns regarding due process were expressed by faculty during the public comment segment of the Board's March 17, 2009 meeting. Under the leadership of both Dr. Rodgers and Mr. Rowan, management is working to resolve both disciplinary and investigative matters. Trustees will be provided an overview of these process improvements at the Board's June 2009 meeting.

Talent Identification

- The selection of a finalist for the position of CFO is expected over the next two to four weeks.

- The search for a permanent Dean for the School of Nursing is progressing. Both Drs. Owen and Rodgers are in process of interviewing candidates.
- The search for the permanent President & CEO, UH will commence in the next few weeks and will be led by Dr. Bunyad Haidar, Interim Chair and Professor, Department of Medicine.

Governor's Budget Proposal

Dr. Owen introduced Ms. Miller-Armbrister to provide the Board with an update on the status of the Governors budget proposal.

- Of the State's \$29.8 billion budget, the University has obtained stabilization funds as a direct line item and has maintained its funding levels for 2009.
- CINJ has been most affected with a \$2 million decrease in funding for 2010. Management is not aware at this time of the funding for both UH and GME.
- The University will continue its advocacy efforts with legislators with continued messaging to its constituents. The University has undertaken actions to gain support such as facilitating an on campus tour for the Chairman of the State Budget Committee.

Dr. Owen stated that CINJ has an aggressive fundraising plan in place and that management has been advised that the thirty percent increase in American Recovery and Reinvestment Act (ARRA) funding includes monies that may offset the decline in funds for CINJ.

Status of UH

Dr. Owen introduced Dr. Wittenstein to provide a brief update on the status of UH.

- Management is in discussion with the State concerning money that may become available with the closings of both St. James and Columbus Hospitals. It is expected that information on possible funds may be received over the next few days.
- UH anticipates that the FY 2009 budget will be close to its target of \$23 million. Management is currently completing the FY 2010 budget that will include a number of previous and newly created initiatives.

- The length of stay for UH has decreased from six and a half days to less than five days.

Cooper Hospital

Dr. Owen informed members that the logistics for the site visit from Dr. Steven Wartman and a team from the Association of Academic Health Centers has been confirmed. Dr. Owen added that Commissioner Howard plans to participate in the visit and that Ms. Oates has been invited to attend.

Match Day

Dr. Owen informed the Board that RWJMS Match Day was a success. Dr. Owen stated that many of the graduates achieved their first school choice with many selecting UMDNJ as their first preference.

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 of February 25, 2009.

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

- a. Acceptance, ratification and approval of the Medical Executive Committee minutes of January 27, 2009

Ms. Christopher invited members of the Board to participate in the series celebrations planned at University Hospital in honor of National Nurses Week, May 6-12, 2009

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 April 1, 2009.

The interviewing process will soon be underway for the position of VP Audit & Investigations. The Committee has received a good selection of candidates.

Compensation Committee, provided by Mr. Critchley

Mr. Critchley introduced and summarized the Resolution to extend the contract of Sullivan Cotter and Associates. Mr. Critchley asked that the Resolution be revised to state that the hourly pricing analysis fees for managing consultants is up to \$575.

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 Compensation Committee, accepts, ratifies and approves the extension of the agreement with Sullivan Cotter and Associates, Incorporated through September 2010.

Diversity Committee, provided by Mr. Hollar-Gregory

Members were informed that the Diversity Committee did not meet in April and will report to the Board at its May 2009 meeting.

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 April 1, 2009.

Mr. Hoffman submitted to the Board a Resolution for the approval of two separate contracts and three leases.

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 leases.

Mr. Hoffman introduced and summarized the Resolution for the approval of the continuation of Ryan White Title I funding.

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 proposal for the continuation funding for Ryan White Title I.

Governance and Ethics Committee, provided by Mr. Del Tufo

Mr. Del Tufo stated that the Policy Life Cycle Management, Code of Conduct, and Reporting Compliance and Ethics Concerns policies originally slated for discussion would be addressed at a later date. The Committee would like to further review the policies.

Dr. Owen introduced and summarized the Resolution for the Separation of the Vice President Human Resources & Administration Position. Dr. Owen provided members with a number of reasons why management has asked for the separation of the two roles. Management has requested with the Governance & Ethics Committee that Mr. Kosseff continue in the role of Vice President Administration while a new search is re-opened for the restructured position of Vice President Human Resources.

Mr. Del Tufo asked that the last line of the Resolution be revised.

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 senior management, accepts, ratifies and approves the separation of the Vice President, Human Resources and Vice President, Administration positions.

In response to a question posed by Trustee Hoffman, Dr. Owen informed the Board that Mr. Kosseff will assume the additional role with no increase in salary.

Mr. Del Tufo introduced and summarized the Resolution for the Appointment of Christopher Kosseff as Vice President Administration.

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 senior management, accepts, ratifies and approves the appointment of Christopher Kosseff as Vice President, Administration.

Dr. Owen introduced and summarized the Resolution concerning the American Recovery and Reinvestment Act (ARRA) grants, stating that ARRA provides access to substantial funding opportunities for Universities in three areas of focus: capital purchases, rehabilitation or renovation, and large new building projects.

Dr. Owen stated that ARRA grants include an extensive application and review process with a very short turn around for the submission of information. In order to ensure the University is eligible to apply for the ARRA funds, management is working with school leadership to streamline the University processes by which large capitol projects are reviewed. Efforts will ensure the Board maintains an appropriate level of due diligence and oversight during the application process.

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 January 27, 2009
- Minutes of the University Behavioral HealthCare Executive Committee Meetings of December 16, 2008 and January 20, 2009
- University Behavioral HealthCare Staff Appointments, Reappointments and

Clinical Privileges of January 20, 2009 and February 17, 2009

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

Members were informed that the University Affairs Research Committee did not meet in April and will report to the Board at its May 2009 meeting.

Degree Candidates, provided by Dr. Owen

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

- Resolution for degree candidate submission by the Graduate School of Biomedical Sciences dated April 14, 2009
- Resolution for degree candidate submission by the New Jersey Dental School dated March 10, 2009.
- Resolution for degree candidate submission by the New Jersey Medical School dated April 2, 2009
- Resolution for degree candidate submission by the Robert Wood Johnson Medical School dated February 10, 2009.
- Resolution for degree candidate submission by the School of Public Health dated April 2 and April 13, 2009

Mr. Del Tufo 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 March 17, 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 2:40 p.m.

Public Session re-opened at 5:01 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:

- Authorization for the trial and settlement amount of Claim A
- Authorization for the settlement amount of Claim B
- Authorization for the settlement amount of Claim C

Dr. Maro recused himself from the vote on Claim C.

- Authorization for the trial and settlement amount of Claim D
- Authorization for the trial and settlement amount of Claim E

Personnel Actions:

Following the discussion in Executive Session, the Board approved the Hires and Separations Report of April 13, 2009 with the exception of Item 3 three on Page 2.

Mr. Aron re-introduced the Resolution concerning the American Recovery and Reinvestment Act (ARRA).

Mr. Hoffman expressed concern over whether the proposed Resolution overrides the Finance Investment and Administration Committee's (FIAC) contract approval process. Mr. Aron advised the Board that the structure of the Resolution is solely to allow the University to take advantage of the time constraints of the State's application process concerning these funds.

Mr. Aron added that the Resolution does not over step the FIAC Committee, but allows management a one-time opportunity to submit an application outside of the time lines of the formal FIAC process. Mr. Aron added that the FIAC will receive both an executive summary on the proposal that is submitted. Should the University be awarded a grant, a program document would be presented to the FIAC for review and approval.

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

BE IT RESOVLED, that the Board of Trustees waives the provisions of policies 00-01-00-45:00: (Renovations/Alterations/New Construction) and 00-01-70-20:00 (Program Document) for purposes of grant applications submitted pursuant to the American Recovery and Reinvestment Act and the State, Accountable, Flexible, Efficient Transportation Equity Act, **AND**

BE IT FURTHER RESOLVED, that the University will follow the procedural requirements contained in the attached document.

There being no further business, the UMDNJ Board of Trustees meeting was adjourned at 5:10 p.m. The next meeting of the UMDNJ Board of Trustees will be held at 1:30 p.m. on Tuesday, May 12, 2009, at the School of Osteopathic Medicine, Deans Conference Room, Stratford, New Jersey.