

**Meeting of the
University of Medicine and Dentistry of New Jersey
Board of Trustees
PUBLIC SESSION
October 21, 2008**

Oral Health Pavilion
50 12th Avenue, Multipurpose Room
Newark, 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.; Mary Sue Henifin, J.D., M.P.H; Bradford Hildebrandt; John Hoffman, Esq.; Milton Hollar-Gregory, Esq.; Heather Howard, J.D.; Robert J. Maro, M.D.; Jonathan Orenstein, D.M.D.; Eric Pennington, Esq.; Oliver Quinn, Esq.; Harold Shapiro, Ph.D.; and Anita Spivey, Esq.

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

Excused: Kevin Covert, Esq.

Minutes

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 approved the Public Session minutes of its September 16, 2008 meeting as revised by Mr. Hoffman.

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 Board of Trustees of the University of Medicine and Dentistry of New Jersey that the Board will convene forthwith in Executive session to discuss approval of minutes of the Executive Session meeting conducted on September 16, 2008; pending or anticipated litigation under subsection (7) of N.J.S.A. 10:4-12b; and personnel matters under subsections (3), (7), 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 11:45 a.m.
Public Session re-opened at 12:30 p.m.

President's Report, provided by Dr. Owen

Dr. Owen introduced a video created by the UMDNJ-School of Health Related Professions (SHRP) highlighting SHRP's accomplishments under the leadership of Dr. David Gibson. Dr. Owen commented on Dr. Gibson's many contributions as Dean of SHRP, and asked that on the occasion of the Dean's retirement the presentation be shown to members of the Board.

Mr. Del Tufo then read the Resolution acknowledging Dr. Gibson's service in its entirety.

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

WHEREAS, Dr. Gibson is scheduled to retire from his service with the University on November 14, 2008; Now Therefore,

BE IT RESOLVED, that the Board of Trustees of the University of Medicine and Dentistry of New Jersey hereby congratulate and thank Dr. David M. Gibson for his

extraordinary service to the University and its many constituents including students, faculty, staff, patients and the citizens of New Jersey.

Dr. Gibson thanked members of the Board, the President, his fellow Deans, faculty and staff for their support during his years of service to the University.

Provost Report, provided by Dr. Rodgers

Dr. Rodgers updated members of the Board on the activities of a number of faculty and students of NJDS:

- Dr. Daniel H. Fine, Chair, Department of Oral Biology, is leading a longitudinal study of Local Periodontal Disease (LPD) in a group of Newark children. The study is being conducted to examine the link between oral health and overall health. Children participating in the study will receive treatment for the disease.
- Dr. Rosa Chaviano-Moran, Assistant Professor and Director of Multicultural Affairs, NJDS, and Dr. Rebecca Reed, Assistant Professor, Community Health, fashioned mouth guards for the Science Park High School Boy's Basketball Team of Newark.
- As part of the Special Smiles Program, NJDS students provided oral health screenings during the New Jersey Special Olympics.
- NJDS students volunteered their time to teach oral health hygiene to a group of Newark elementary school children and to conduct examinations at the Hopi Indian Reservation located in Arizona.
- Dr. Shahid R. Aziz, Oral Surgeon and Assistant Professor, Department of Oral & Maxillofacial Surgery conducted a clef palate mission in the country of Bangladesh.

Dr. Rodgers informed members that amidst the nation's economic crisis, the University's Office of Financial Aid continues to work with lenders to ensure that UMDNJ students have access to loan programs vital to the continuance of their educations.

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 July 30, 2008.

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

- Resolution for proposal between University Hospital and Newark Community Health Centers, Inc.
- Acceptance and approval of the Credentials Committee and Medical Executive Committee Action items of July 22, 2008
- Acceptance and approval of the Credentials Committee Minutes of July 14, 2008
- Acceptance and approval of the Medical Executive Committee Meeting minutes of June 24, 2008

Ms. Christopher stated that further discussion on UH will be deferred until the Joint meeting of both Boards.

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 October 1, 2008.

Members were informed that the Audit Committee would provide its next formal update at the Board's November 2008 meeting.

Compensation Committee, provided by Dr. Orenstein

Dr. Orenstein reported to members of the Board:

Upon recommendation, the Board accepted the Compensation Committee meeting minutes dated September 8, 2008.

- The Committee has requested that a waiver be filed for a one-year continuation on the contract of Sullivan Cotter that expired in September 2008. The Committee anticipates the appointment of the SVP for Human Resources and Administration and plans to extend the contract until new leadership is able to manage the process.

- The Compensation Philosophy Statement was provided to the Board. It was noted that management wanted revisions to the Statement to comply with State laws regarding discrimination and to clarify the process around salaries offered above a certain market percentage. Information on the Statement was presented for the Trustees to review in anticipation of its approval at the Board's November 2008 meeting.

Diversity Committee, provided by Mr. Hollar-Gregory

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

- The Committee reviewed the degrees and certificates awarded during the 2006-2007 academic year. It was noted that the University ranks second, nationally in the number of minorities receiving medical degrees, and third in the number of African Americans who received medical degrees. The Committee suggested broader advertisement of this accomplishment.
- The Executive Director of the Labor and Employment Group provided an update on the complaint activity and resolutions over the last year.
- A new requisition unit will be established by the Contract Management Department to identify small business opportunities for purchases made by the University under the threshold of \$17,000. Supply Chain Management continues to explore ways in which the University can take advantage of vendor discounts and increase savings.
- The Procurement Event sponsored by the Office of Supplier Diversity and Vendor Development was held on October 20, 2008, at the Woodbridge Hotel in Woodbridge, New Jersey. The event was well attended and included workshops on various topics related to the UMDNJ procurement process.
- The University's Layoff Policy was reviewed. The Committee determined that procedural changes will be made to the policy to incorporate the review of employment liabilities into the process.

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 October 1, 2008

UH has experienced a \$5.5 million loss over the last few months. Mr. Hoffman stated that the UH budget will be further discussed during the Joint Meeting of the two Boards.

Mr. Hoffman submitted to the Board a Resolution for the approval of seven contracts and one lease.

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.

Governance and Ethics Committee, by Mr. Del Tufo

Mr. Del Tufo announced the finalization of the Memorandum of Agreement (MOA) between UMDNJ and UPA. Mr. Del Tufo publically commended Dr. Owen, Mr. Aron, Dr. Johnson, Dr. Frohman, and the firm of Garfunkel, Wilde & Travis for their work in resolving this longstanding matter.

Mr. Hoffman asked that the Resolution be revised to provide Dr. Owen signatory authority and that a copy of the entire MOA be affixed to the Board's October 21, 2008 meeting minutes.

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

BE IT RESOLVED, that the University of Medicine and Dentistry of New Jersey Board of Trustees approves the Memorandum of Agreement in the form approved by the University Physician Associates Board and recommended by the Governance and Ethics Committee, hereby amending and supplementing the 1990 Affiliation Agreement, as amended in 1998, as the faculty practice plan for New Jersey Medical School.

Mr. Del Tufo provided a brief overview of the process by which the Board addressed the matter concerning the distribution of funds to Cooper Hospital in relation to Resolution 1136B. Under the assistance of the New Jersey Department of Health and Senior Services (NJDOHSS), the University has enacted a grant review process that will ensure that all monies dispersed are used for a public purpose.

Mr. Del Tufo publically thanked Commissioner Howard, Ms. Joyce, Dr. Owen, and Mr. Aron for their work in creating the new process.

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

BE IT RESOLVED, that the University of Medicine and Dentistry of New Jersey hereby enters into an Intergovernmental Agreement with the State of New Jersey, Department of Health and Senior Services, to facilitate the management and oversight of the grant to Cooper Hospital provided for in the fiscal year 2009 State Budget, as interpreted in the New Jersey Attorney General's letter to the University dated September 12, 2008.

Mr. Hoffman introduced the Resolution for the proposed revisions to the RWJMS-Camden Budget.

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 approves the revised FY 2009 operating budget in the amount of

\$1,732,016,000; provided that any subsequent amendments to the budget be approved by the Finance, Investment and Administration Committee and recommended to the Board of Trustees for approval in the future.

Joint Conference/Planning Committee, provided by Ms. Christopher

Ms. Christopher stated that members of JCPC had the opportunity to visit UBHC. She commended the work of Mr. Kosseff and the staff of UBHC.

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

- The JCPC meeting minutes dated June 17, 2008
- The University Behavioral HealthCare Executive Committee Meeting Minutes dated May 20 and June 17, 2008
- The UBHC Staff appointments, Reappointments, and Clinical Privileges dated June 17 and July 17, 2008.

Legal Committee, provided by Mr. Hollar-Gregory

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

- Authorized settlement limits for Claim A

University Affairs/ Research Committee, by Dr. Shapiro

Dr. Shapiro introduced the Resolution to approve amendments to the School of Public Health (SPH) bylaws. Dr. Shapiro stated that the Resolution originally set before the Board at its September 2008 meeting, has been reviewed by Legal Management and is presented again with minor revisions.

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 Public Health.

Degree Candidates, provided by Dr. Owen

The Board approved the lists of degree candidates submitted by the UMDNJ-Graduate School of Biomedical Sciences dated October 8, 2008.

Personnel Actions:

Following the discussion in Executive Session, the Board approved the Hires and Separations Report of October 13, 2008.

Dr. Shapiro introduced the Resolution appointing Julie O’Sullivan-Maillet as Interim Dean, School of Health Related Professions.

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 appoints Dr. Julie O’Sullivan Maillet to the position of Interim Dean of the University of Medicine and Dentistry of New Jersey-School of Health Related Professions, effective November 15, 2008.

Revenue Diversification at RWJMS, Presented by Dr. Amenta

Dr. Owen introduced Dr. Peter Amenta, Dean, RWJMS to provide a presentation on revenue diversification. Dr. Amenta presented as follows:

- An overview of RWJMS’s 2006 operating environment was presented. The overview highlighted a number of significant financial challenges faced by RWJMS, as well as areas in which there is opportunity for growth.
- The impact of State funding reductions was highlighted which included comparisons between enterprise allocation, salary program expenses, and State appropriation reductions since FY 07.
- Using data from the American Association of Medical Colleges (AAMC) from years 2003-2007, a national comparison of RWJMS to all regional medical schools was presented. Areas of focus were: endowment and gift revenue, total Federal research grants and contracts, and Non-Federal grants and contracts.
- Data comparing the financial status of the top ten university medical schools and owned health systems was presented. Annual gains and losses in such areas as education, research, new ventures, philanthropy, and alternative care were reflected in the comparison.

- Strategies for addressing RWJMS financial challenges were presented which include such actions as the re-negotiation of managed care contracts, the addition of new services and departments within the University Medical Group, and the exploration of both clinical and corporate research opportunities.
- Information on the designation of four research grants awarded to RWJMS from National Institutes of Health, Robert Wood Johnson Foundation, and the National Institute of Environmental Health Science were also presented.

The UMDNJ Board of Trustees' adjourned to the Joint Meeting of the UMDNJ Board of Trustees' and UH Board of Directors' at 1:53 p.m.