

**Meeting of the
University of Medicine and Dentistry of New Jersey
Board of Trustees
PUBLIC SESSION
November 18, 2008**

Oral Health Pavilion
50 12th Avenue, Multipurpose Room
Newark, New Jersey

Present-UMDNJ Board of Trustees: Robert Del Tufo, Esq.; 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.; 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 Barry, M.D.

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 October 21, 2008 meeting as revised by Mr. Hoffman.

Chair's Report, provided by Mr. Del Tufo

Mr. Del Tufo introduced the Resolution on the Protocol for Comment at Public Meetings, explaining that the protocol was developed as a way for the public to participate in Board proceedings. Mr. Del Tufo then read the protocol in its entirety.

Members suggested a number of revisions to the protocol such as adding a specific segment of time in the meeting for members of the public to speak and the circulation of the public session agenda in advance of the Board meetings.

Mr. Del Tufo noted the recommendations and stated that the Governance and Ethics Committee will re-draft the protocol, presenting it to the Board again at its December 2008 meeting.

President's Report, provided by Dr. Owen

Dr. Owen introduced Dr. Rodgers to provide the Provost Report. Dr. Rodgers updated members of the Board on the activities of the School of Nursing (SON) and its François-Xavier Bagnoud (FXB) Center:

- Dr. Rodgers read the mission statement of the FXB Center in its entirety citing its mission of work to improve the health of women, children and families affected by HIV/Aids.
- FXB has been awarded a \$17 million contract from the State to provide children affected by HIV/Aids that are living outside their homes under DYFS supervision with acute care and follow up services.
- FXB facilitates a national HIV resource center for educators on the care of individuals affected by HIV/Aids. The Center is involved in both the global prevention of mother to child transmission and pediatric care areas such as the Caribbean and Africa.
- FXB conducts clinical trial groups to help countries develop protocol for the treatment and prevention of HIV/Aids.

- Students of the School of Nursing Ambassador's Program conducted a holiday food drive for the Apostle House Food Pantry. Students also engaged in an Adopt- a-Family Program to provide Christmas presents for a number of children in the City of Newark.

Dr. Rodgers informed members that tours to learn more about the FXB Center are available upon request.

Revenue Diversification at NJMS, Presented by Dr. Johnson

Dr. Owen introduced Dr. Johnson to provide a presentation on revenue diversification. Dr. Johnson presented as follows:

- Reduced State appropriations, increases in salaries due to collective bargaining agreements, and grant eliminations are factors contributing to declining revenue and expense increases affecting the University's educational units.
- Revenue diversification was emphasized as a means for NJMS to take advantage of opportunities for advancement, to offset funding losses and expense increases in FY' 09, and to promote fiscal flexibility.
- Overviews of NJMS' primary sources of revenue along with the School's revenue diversification goals were detailed. Management's efforts will focus largely on enhancements in the Cancer Center and areas such as research funding, faculty practice, clinical enterprise, and principle endowments.

A discussion ensued whereby members posed varied questions surrounding the use of endowments and unrestricted funds, the impact of alumni giving, and the level of current support from NIH grants. Members also posed questions regarding the number of Foundation staff dedicated to NJMS, and the proposed use of clinical space at the Cancer Center.

Dr. Johnson responded to the Board, highlighting the fact that NJMS has the oldest active alumni association and that NJMS alumni provide substantial scholarships to current students. Dr. Johnson added that most endowments consist of restricted funds and that with increased Foundation staff NJMS could seek out additional donors. Dr. Johnson stated that plans to occupy space and to hire clinicians at the Cancer Center will be reviewed.

Campus Safety: Part II-Disaster Preparedness, by Brendon McClusky

Mr. Kosseff introduced Mr. Brendon McClusky, Executive Director, Office of Emergency Management and Occupational Health and Safety to provide the second of a three part presentation series on campus safety. Mr. McClusky presented as follows:

- An overview was provided on ways in which the University manages disasters and emergencies on its campuses.
- Using the example of the devastation of Hurricane Ike on the University of Texas Medical Branch (UTMB) members were provided an estimate on the damages sustained by UTMB in areas such as equipment loss and business interruption.
- Members were provided with an assessment of possible hazards and vulnerabilities that may be presented if the University were confronted with a disaster.
- Proactive measures such as communication coordination and resource positioning are actions taken by the University prior to a posed disaster. Modes of internal communications such as emergency systems for mass text messaging and e-mails were also highlighted.
- The process by which UMDNJ uses a scaled response system in its disaster plans was detailed. The University mobilizes its internal resources before seeking assistance from Municipal, State, and Federal sources. A diagram reflecting the University's tiered response system was highlighted.
- Areas in which the University has excelled in its disaster program as well as areas in which the University strives to ensure improvement were also presented.

Trustee Hildebrandt suggested that a small committee of Trustees be made available for consultation in matters regarding disaster management. Dr. Shapiro stated that studies have indicated that hospitals acting proactively, not relying solely on outside agencies, were more effective in their disaster management efforts.

UMDNJ Day at the Statehouse 2008, provided by Ms. Miller-Armbrister

Ms. Miller-Armbrister updated members on the first UMDNJ Day at the Statehouse in Trenton. The event, facilitated to create greater visibility for UMDNJ and to educate legislators about various UMDNJ schools, spurred the attendance of over eighty students and faculty.

UMDNJ was well represented with students who took great pride in actively engaging legislators and attending hearings on the behalf of the University. The School of Nursing Mobile Health Van was also on site for the day.

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 September 24, 2008.

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

- Acceptance, ratification and approval of the Action Items for the Credentials Committee August 11, 2008 and Medical Executive Committee of September 23, 2008
- Acceptance, ratification and approval of the Medical Executive Committee minutes of July 22, 2008
- Acceptance, ratification and approval of the Credentials Committee minutes of August 11, 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 November 5, 2008.

Members were informed that PWC has completed its financial review and will be issuing an independent audit report to the Committee in the near future.

Compensation Committee, provided by Dr. Orenstein

Upon recommendation, the Board accepted the Compensation Committee meeting minutes dated October 13, 2008.

Mr. Del Tufo asked that the revision of the Compensation Philosophy be addressed upon the appointment of the SVP for Human Resources and Administration.

Dr. Orenstein introduced the staff/employee report and asked that Dr. Rodgers provide members with an overview on the process used to determine the proposed salary for Dr. Peter Amenta, Dean of RWJMS.

Dr. Rodgers informed members that varied information was used to determine Dr. Amenta's proposed salary, largely through the recommendation of the Compensation Committee and the University's consultant Sullivan Cotter. These sources include data from the AAMC report which collects salary information from medical schools across the country. Management also considered Dr. Amenta's current salary as well as the scope of new areas of responsibility for RWJMS, the faculty practice plan, the Cancer Institute, and the Child Health Institute.

Mr. Del Tufo asked that members discuss the matter of Dr. Amenta's proposed salary further in Executive Session. Mr. Aron placed on record that Dr. Amenta received Rice Letter notification, confirming that the matter could be discussed in closed session.

Diversity Committee, provided by Mr. Hollar-Gregory

Mr. Hollar-Gregory informed members that not having met in November, the Diversity Committee will report to the Board at its December 2008 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 November 5, 2008.

All educational units have favorable variances. UH has experienced an \$8.2 million loss over the last few months.

Mr. Hoffman submitted to the Board a Resolution for the approval of two 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.

Mr. Hoffman presented the Resolution for approval of the establishment of a bank account with Standard Chartered Bank of Tanzania:

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, hereby accepts, ratifies and approves the establishment of a bank account with Standard Chartered Bank of Tanzania.

Mr. Hoffman then presented the Resolution for the establishment of a bank account with Bank of America to serve as the Special Account for UPA.

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, hereby accepts, ratifies and approves the establishment of a bank account with the Bank of America to serve as the Special Account.

Legal Committee, provided by Mr. Aron

Mr. Aron introduced the Resolution to temporarily retain pre-existing senior position titles under the Legal Commitment Authority Policy.

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

BE IT RESOLVED, that when all senior positions titles have been finalized the Board of Trustees will adopt a fully revised Table of Organization and Legal Commitment Authority Policy.

University Affairs/ Research Committee, by Dr. Shapiro

Upon recommendation, the Board approved the proposed faculty actions. Dr. Shapiro asked that the Resolution for the proposed revision of University Policy on Student Residence and In-State Tuition be deferred and addressed at the Board's December 2008 meeting.

Degree Candidates, provided by Dr. Owen

The Board approved the lists of degree candidates submitted by the UMDNJ-Graduate School of Biomedical Sciences dated November 7, 2008.

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 October 21, 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 1:40 p.m.
Public Session re-opened at 4:46 p.m.**

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

- Authorized that the case for Claim A be tried

Personnel Actions:

Following the discussion in Executive Session, the Board approved the Hires and Separations Report of November 10, 2008.

Mr. Del Tufo introduced the Resolution approving the proposed salary of \$500,000 for Dr. Amenta. Mr. Aron read the revised Resolution in its entirety noting the addition of language which refers to the Board's use of the compensation philosophy, its consultation with Sullivan Cotter, and fair market benchmarks in determining and approving the proposed salary.

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

BE IT RESOLVED, that Dr. Peter Amenta be appointed to the position of Dean of Robert Wood Johnson Medical School at the annual salary of \$500,000.00 to be effective October 21, 2008.

There being no further business, the UMDNJ Board of Trustees meeting was adjourned at 4:50 p.m. The next meeting of the UMDNJ Board of Trustees will be held at 12:30 p.m. on Tuesday, December 16, 2008, at the Oral Health Pavilion, 50 12th Avenue, Multipurpose Room, Newark, New Jersey.