

UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
Minutes of Board of Directors Meeting

March 6, 2013

PRESENT: David Walsh (Chair), Jeffrey Bartell, Wendy Coomer, Dean Robert Golden, Dean Katharyn May, Sen. Luther Olsen, Pablo Sanchez, Dr. Humberto Vidaillet (by telephone), and Dr. George Wilding

EXCUSED: Tom Basting, Michael Falbo, Rick Fetherston, Rep. Howard Marklein, Lisa Reardon, Michael Weiden, and Chancellor David Ward

LIAISONS: Donna Katen-Bahensky and Nathan Rudin, MD

STAFF: Kristi Amelong, Mike Buhl, Jan Bultema, Mike Dallman, Jim Dechene, Chris Green, MD, and Jay Robaidek

GUESTS: Jon Matsumura, MD, Alan Zuckerman, and Board of Directors and staff of the UW Medical Foundation.

1. Call to Order

Mr. Walsh, Chair, opened the meeting of the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority. A quorum was present.

2. Approval of Minutes of February 6, 2013, Authority Board Meeting

Mr. Bartell moved approval of the minutes of the February 6, 2013 meeting. Dean Golden seconded the motion and it passed unanimously.

3. Review and Approval of Medical Staff Membership and Clinical Privileges

Dr. Nathan Rudin, President of the Medical Staff, presented the Medical Board recommendations concerning medical staff memberships and clinical privileges. Mr. Bartell moved that the recommendations be approved. Sen. Olson seconded the motion and it passed unanimously.

4. Approval of Support of Level 1 Pediatric and Adult Trauma Program.

Dr. Chris Green, Senior Vice President/Medical Affairs, presented the proposed resolution of Support of Level 1 Pediatric and Adult Trauma Program [Attachment 1]. Mr. Bartell moved approval. Sen. Olson seconded the motion and it passed unanimously.

5. Other Matters

Mike Buhl, Chief Financial Officer, presented a proposed resolution [Attachment 2] authorizing the establishment of a Cash Securities Account with Merrill Lynch with Mike Buhl and Bob O'Keefe as authorized representatives. This will assist in completing the bond transactions previously approved by the Board. Sen. Olson moved approval. Dean Golden seconded the motion and it passed unanimously.

6. Closed Session

There being no other matters for the open session, Mr. Walsh proposed to take the meeting into closed session as previously announced. Mr. Walsh announced that the purpose for the closed session was for the discussion of financial and other matters, including budgetary matters which for competitive reasons require a closed session, as provided in section 19.85(1)(e), Wis. Stat.; and to consider employment and performance evaluation data of public employees, as provided in section 19.85(1)(c), Wis. Stat.; and for review of the services of health care providers, pursuant to section 146.38, Wis. Stat.

Sen. Olson moved that the Board enter closed session. Dean Golden seconded the motion. The motion passed with a unanimous roll call vote. The following members voted for the motion: David Walsh (Chair), Jeffrey Bartell, Dean Robert Golden, Dean Katharyn May, Sen. Luther Olsen, Pablo Sanchez, Dr. Humberto Vidaillet (by telephone), and Dr. George Wilding. Wendy Coomer was not present at the time of the vote.

The Board took no action in the closed session.

The meeting adjourned.

Respectfully Submitted,

James C. Dechene, Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS
OF THE UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY**

Approved March 6, 2013

WHEREAS, the Board of Directors of the University of Wisconsin Hospitals and Clinics Authority (UWHC) supports the mission and activities of the UWHC Level One Adult and Pediatric Trauma Centers; and

WHEREAS, achieving and maintaining Level One Trauma Center status is an important continuing strategic objective of UWHC; and

WHEREAS, the Board wishes to reaffirm its commitment to maintain the high standards of the UWHC Adult and Pediatric Trauma Center; and

WHEREAS, the Board further wishes to reaffirm its support for the important outreach and educational components that the UWHC Level One Adult and Pediatric Trauma Centers bring to the south central region of Wisconsin;

NOW THEREFORE, the Board approves the attached letter of support of the UWHC Level One Adult and Pediatric Trauma Centers.



University of Wisconsin
Hospital and Clinics

Hospital Administration
600 Highland Avenue
Madison, WI 53792

608.263.8000
608.263.9830 Fax

March 6, 2013

Michael F. Rotondo, MD, FACS
Chair, Committee on Trauma
American College of Surgeons
55 East Erie Street
Chicago, IL 60611

Dear Dr. Rotondo:

The University of Wisconsin Hospital and Clinics Authority Board unanimously support the mission and activities of the University of Wisconsin Hospital and Clinics Level One Adult and Pediatric Trauma Centers. As we commit to maintain the high standards of care to adult and pediatric patients, we do so also support the important outreach and educational components our facility brings to the south central region of Wisconsin.

Achieving and maintaining Level I status since March of 1998 serves as a great source of pride for UWHC and we remain committed to supporting this high level of clinical quality and service excellence to patients in our region.

Sincerely,

David Walsh, Chair
University of Wisconsin Hospitals and Clinics Authority Board

DW/CGG/smr

cc: Suresh Agarwal, MD
Ankush Gosain, MD



Account # _____

CERTIFICATION OF AUTHORITY FOR CORPORATIONS

To: Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPF&S")

The following resolutions ("Resolutions") have been duly adopted by the Board of Directors of

UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS
(Name of Corporation) AUTHORITY

(the "Corporation"), at a duly called meeting or by unanimous written consent:

1. Resolved, that the Corporation is authorized to establish either a (check one):

Cash Securities Account

or a

Margin Securities Account with the Margin Lending Program (A properly executed Code 0857, "Margin Lending Program client agreement" must accompany this Certification of Authority),

(hereinafter referred to as the "Securities Account") with MLPF&S for the purchase and sale (including short sales if the Securities Account is established with the Margin Lending Program) of stocks, bonds, options and/or other securities, commodities and commodity futures, on margin (if the Securities Account is established with the Margin Lending Program) or otherwise; and

2. Resolved, further, that each of the following named individuals, hereinafter referred to as "Authorized Representative(s)":

a. Name	<u>MICHAEL D. BUHL</u> (Authorized Representative)
Title	<u>CHIEF FINANCIAL OFFICER</u>
Signature	_____
b. Name	<u>ROBERT D. O'KEEFE</u> (Authorized Representative)
Title	<u>VICE PRESIDENT, FINANCE</u>
Signature	_____

c. Name	_____	(Authorized Representative)
Title	_____	
Signature	_____	
d. Name	_____	(Authorized Representative)
Title	_____	
Signature	_____	

is hereby authorized individually, without counter-signature or co-signature, to give instructions on behalf of the Corporation for transactions in the Securities Account, and specifically: (i) to give written or oral instructions, by mail, telephone, telegraph or otherwise, to MLPF&S to buy or sell (including short sales if the Securities Account is established with the Margin Lending Program) stocks, bonds, options and/or other securities, commodities and commodity futures, whether for immediate or future delivery, and (ii) to borrow money from or through MLPF&S, if the Securities Account is established with the Margin Lending Program, and to secure payment therefor with property of the Corporation, including, but not limited to, stocks, bonds, options, and/or other securities; and (iii) to instruct the transfer of funds, including but not limited to, the entire Securities Account, by wire, check or otherwise from the Securities Account of the Corporation to or for the account of any other person, including the Authorized Representative(s) giving the instruction; and

3. Resolved, further, that MLPF&S is authorized to: (i) receive from any Authorized Representative or employee of the Corporation, stocks, bonds, options and/or other securities or property as collateral or margin for loans for the Securities Account of the Corporation with MLPF&S if the Securities Account is established with the Margin Lending Program; and (ii) accept instructions from any Authorized Representative with respect to the registration of stocks, bonds, options and/or other

securities, commodities and commodity futures purchased by the Corporation and as to delivery of stocks, bonds, options and/or other securities from the Securities Account of the Corporation, and at the direction of any named Authorization Representative, to cause stocks, bonds, options and/or other securities held in the Securities Account to be transferred to any Authorized Representative of the Corporation in the discretion of such Authorized Representative. Any such delivery of stocks, bonds, options and/or other securities, registered as directed by him or her, shall be deemed delivered to the Corporation. All confirmations, notices and demands upon the Corporation may be delivered by MLPF&S orally or in writing by mail, telegraph, or telephone to any such Authorized Representative; and

4. Resolved, further, MLPF&S is authorized to receive from the Corporation checks and drafts drawn upon the Corporation's funds by any Authorized Representative, or any employee of the Corporation and apply the same to the credit of the Corporation or its account; and

5. Resolved, further, that each Authorized Representative of the Corporation is authorized to take any and all steps, do any and all things, and execute and deliver any and all documents in the name and on behalf of the Corporation as may be necessary or appropriate to carry out the purposes of these Resolutions; and

6. Resolved, further, that all actions heretofore taken with respect to the matters authorized in these Resolutions be, and they hereby are, ratified, confirmed and approved; and

7. Resolved, further, that these Resolutions shall be and remain in full force and effect until written notice of the revocation hereof shall be delivered to, and receipt acknowledged by, MLPF&S.

CERTIFICATION BY CORPORATE SECRETARY

I, _____,
(Name of Corporation's Secretary)

Secretary of UNIVERSITY OF WISCONSIN HOSPITALS AND CLINICS AUTHORITY
(Name of Corporation)

a WISCONSIN
(Jurisdiction of Incorporation)

corporation, do hereby certify that the foregoing Certification of Authority is true and correct, that said Corporation is duly organized and existing and has the power to take the action called for by the foregoing Resolutions.

In Witness Whereof, I have hereunto set my hand and affixed, if one, the corporate seal, of the Corporation on the _____ day of _____, 20 _____.

(Place Corporate Seal Here)

(Secretary's Signature)

(Note: If the Secretary is the only Authorized Representative named above, this Certification must be signed by an officer other than the Secretary unless the Secretary also holds all other officer positions.)