

NEW JERSEY MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY

BOARD MEETING

WEDNESDAY, MARCH 27, 2024

10:00AM

- I. Call to Order
- II. Open Public Meetings Act Statement
- III. Roll Call
- IV. Update from the Chair
- V. Matters Requiring Board Action
 - a. Resolution to Adopt Bylaws
 - b. Resolution to Enter into Executive Session to Discuss Employment Matters
 - i. Resolution to Exit Executive Session and Re-enter Public Session
 - c. Resolution to Appoint President and Chief Executive Officer
 - d. Resolution to Enter Into Memorandum of Understanding with the Department of the Treasury
 - e. Resolution Authorizing the Participation in the New Jersey State Health Benefits Plan
 - f. Resolution Guaranteeing Remittance of Share of Social Security Coverage and Pension Contribution of Employees
 - g. Resolution Authorizing Fiscal 2024 Plan
 - h. Resolution Authorizing the Creation of an Audit Committee
 - i. Resolution Authorizing the Procurement of Insurance
 - j. Resolution Designating an Open Public Records Act Custodian of Record
 - k. Resolution Authorizing a Funding Level Agreement with the Division of Law
 - l. Resolution Adopting a Meeting Schedule of the Board for Calendar Year 2024
 - m. Resolution Regarding CEO Signing Authority
- VI. Executive Session (If necessary)
- VII. CEO Statement
- VIII. Public Comment
- IX. Other Business
- X. Meeting Adjournment

**RESOLUTION OF THE NEW JERSEY MATERNAL AND INFANT HEALTH
INNOVATION AUTHORITY AUTHORIZING THE ADOPTION OF BYLAWS FOR
THE REGULATION OF THE AFFAIRS OF THE BOARD**

ADOPTED
MARCH 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA”) was created and established, pursuant to N.J.S.A. 26:18-17 *et seq* (the “Act”), in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State; and

WHEREAS, MIHIA is charged with establishing and overseeing the New Jersey Maternal and Infant Health Innovation Center, which shall coordinate with governmental agencies, as well as private organizations, to, among other things: (a) provide perinatal, infant care, related health services and other services to the residents of the City of Trenton; (b) promote equitable maternal and infant health care services; and (c) implement strategies related to health care and social service delivery, perinatal workforce development, community engagement, data collection, research, and analysis; and

WHEREAS, the Act created a governing body consisting of fifteen members, seven of whom shall serve *ex officio* and eight of whom shall be appointed public members (collectively, the “Board”); and

WHEREAS, pursuant to the Act, the Board is charged with the start-up and administration of MIHIA; and

WHEREAS, the Board is holding its first Board meeting on March 27, 2024, in accordance with the provisions of the Open Public Meetings Act, L. 1975, c. 231; and

WHEREAS, no previous bylaws have been adopted for the purpose of governing the affairs of the Board; and

WHEREAS, is it deemed in the best interest of the Board to adopt the bylaws attached

**RESOLUTION OF THE NEW JERSEY MATERNAL AND INFANT HEALTH
INNOVATION AUTHORITY AUTHORIZING THE ADOPTION OF BYLAWS FOR
THE REGULATION OF THE AFFAIRS OF THE BOARD**

ADOPTED
MARCH 27, 2024

hereto as EXHIBIT A; and

NOW, THEREFORE, BE IT RESOLVED by the Board, as follows:

1. The members of the Board hereby approve the adoption of the bylaws attached hereto as Exhibit A.
2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

BY-LAWS
OF THE
NEW JERSEY MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY

Preamble

The New Jersey Maternal and Infant Health Innovation Authority (the “Authority”) was established by the New Jersey Maternal and Infant Health Innovation Center Act, N.J.S.A. 26:18-17 *et seq.* (hereinafter referred to as the “Act”). The Authority was created and established in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government.

ARTICLE I

GENERAL PROVISIONS

Section 1. Scope and Provisions of By-laws. These by-laws are adopted pursuant to Section 5(i)(8) of the Act. Subject to applicable law, they are intended to govern the affairs and the conduct of the business of the Authority with respect to the performance of its functions, powers, and duties under the Act, as well as the performance of any other functions, powers, or duties that have been or hereafter are transferred to it pursuant to the Executive Reorganization Act (P.L. 1969, Chapter 203) or other law.

Section 2. Principal Office. The principal office of the Authority shall be at 225 East State Street, 2nd Floor Trenton, NJ 08625 or at such other location as the Board may designate. All communications to the Authority shall be addressed to its principal office except as may be otherwise specified by rule or regulation. The Authority may also have offices at such other places, and may receive communications at other Authority offices, as the President and Chief Executive Officer (“CEO”) may from time-to-time designate.

Section 3. Seal. The seal of the Authority shall bear the name of the Authority and the year of its creation (2023). It shall be of such design as determined by the Authority.

Section 4. Capitalized Words and Phrases. Words and phrases used in these by-laws that are capitalized but not defined shall have the meaning ascribed to them in the Act.

Section 5. Effect. These are the by-laws of the Authority in their entirety as of the date approved by the Board.

ARTICLE II

MEMBERS AND DESIGNEES

Section 1. Members and Terms of Membership.

(a) In accordance with the Act, the Authority shall be governed by a Board consisting of 15 members as follows:

- i. The Commissioner of Health or designee serving *ex officio*;
 - ii. The Chief Executive Officer of the New Jersey Economic Development Authority or designee serving *ex officio*;
 - iii. The Commissioner of Human Services or designee serving *ex officio*;
 - iv. The Commissioner of Banking and Insurance or designee serving *ex officio*;
 - v. The Commissioner of Children and Families or designee serving *ex officio*;
 - vi. The Secretary of Higher Education or designee serving *ex officio*;
 - vii. The Commissioner of Labor or designee serving *ex officio*; and
 - viii. Eight (8) public members to be appointed by the Governor as follows:
 - a. One (1) public member appointed upon the recommendation of the Mayor of Trenton;
 - b. One (1) public member appointed upon the recommendation of the Senate President in consultation with the New Jersey Black, Latino, and Asian-American Legislative Caucuses;
 - c. One (1) public member appointed upon the recommendation of the Speaker of the General Assembly in consultation with the New Jersey Black, Latino, and Asian-American Legislative Caucuses; and
 - d. Five (5) additional public members.
- (b) A member serving *ex officio* may designate an individual to represent him or her at meetings of the Board, including in any Committee meetings. Such designee may lawfully vote and otherwise act on behalf of such member, provided that such designation shall be in writing and delivered to the Board in advance of any meeting at which the designee shall be in attendance. A designation, if so specified, shall continue in effect until written notice of revocation or amendment is delivered to the Board.
- (c) The public members shall serve for a term of five years or until their successors are appointed, except that, of the public members first appointed to the board, two shall serve for one year, three shall serve for two years, and three shall serve for five years.
- (d) Each member shall hold the office for the term of the member's appointment and until the member's successor shall have been appointed and qualified. A member shall be eligible for reappointment. Any vacancy in the membership occurring other than by the expiration of term shall be filled in the same manner as the original appointment but for the unexpired term only.
- (e) The public members of the Board shall receive an annual salary of \$20,000. The *ex officio* members of the Board and their designees, if any, shall serve without compensation but shall be reimbursed for necessary expenses incurred in the performance of their official duties.

Section 2. Removal of Members. Public members appointed by the Governor may be removed from the Board by the Governor, for cause, after a public hearing, and may be suspended by the Governor pending the completion of such hearing. Each member before entering upon the member's duties, shall take and subscribe an oath to perform the duties of the member's office

faithfully, impartially, and justly to the best of the member's ability. A record of such oaths shall be filed in the office of the Secretary of State.

ARTICLE III

MEETINGS

Section 1. Annual Meetings. The annual meeting of the Board shall be held at the principal office of the Authority in March of each year, or at such a date as the Chairperson may designate in accordance with the notice provisions hereinafter provided. The annual meeting shall be conducted for the purposes of:

- (a.) electing the Treasurer of the Authority;
- (b.) designating other officers and officials as permitted by these by-laws or required by law;
- (c.) adopting the annual notice of meetings; and
- (d.) for the transaction of such other business as may properly come before the Board.

Section 2. Regular Meetings. The Board shall meet regularly on a monthly basis at such times and places as may be determined by resolution of the Board in accordance with the provisions of the Open Public Meetings Act, N.J.S.A. 10:4-6 *et seq.*

Section 3. Special Meetings. Special meetings of the Board may be called at any time by the Chairperson and must be called by the Chairperson upon receipt of the request of three other members of the Authority. Such meetings shall be scheduled in conformity with the provisions of the Open Public Meetings Act. Notice of any such meeting shall be in writing, shall be given personally or by regular or electronic mail to each member of the Authority at the member's address as it appears on the books or records of the Authority unless the member shall have filed a written request with the Secretary that notice intended for the member shall be mailed to the address designated in such request. Notice of such meeting shall be given no less than forty-eight (48) hours prior to the date of such meeting, and shall specify the time, place and purpose or purposes of the meeting. At such meetings, any and all matters may be considered and acted upon by the members of the Authority.

Section 4. Emergency Meetings. Emergency meetings of the Board may be called by the Chairperson at any time in accordance with the Open Public Meetings Act.

Section 5. Executive Session. At any regular or special meeting of the Board, the Board by resolution may close its session to the public to meet in Executive Session as authorized by the Open Public Meetings Act. Any resolution to meet in Executive Session shall state the general matter or subjects to be discussed in Executive Session and state as precisely as possible the time and circumstances under which the discussions conducted in Executive Session, and the minutes of such Executive Session, can be disclosed to the public.

Section 6. Quorum.

(a) At any meeting of the Board, a majority of the Board members appointed as of the day of the meeting shall constitute a quorum and shall be necessary to conduct the business of the Board. No vacancy in the membership shall impair the right of a quorum to exercise all the rights and perform all of the duties of the Board.

(b) All members may participate in a meeting of the Board by means of a conference telephone, or remote video or web conference, or similar communications equipment allowing all persons to participate in the meeting, if so desired, during the discussion of the matter they vote upon, including the public when required. Participation by such means shall constitute presence in person at a meeting.

(c) If a quorum shall not be present at any meeting of the Board, a majority of the Board members present may adjourn the meeting to another time or place. Notice of any such adjourned meeting shall be given in accordance with the requirements of the Open Public Meetings Act.

Section 7. Voting. At every meeting of the Board, each voting member shall be entitled to one vote. All elections shall be had, action may be taken, and motions and resolutions adopted by the affirmative vote of a majority of the members present. Except when the vote is unanimous, the yeas and nays shall be entered into the minutes.

Section 8. Submission of the Minutes to the Governor and the Legislature. A true copy of the minutes of every meeting of the Board shall be delivered to the Governor. No action taken at any meeting of the Board shall have force or effect until approved by the Governor or until ten days (10) after such copy of the minutes shall have been delivered. If, in this 10-day period, the Governor returns the copy of the minutes with a veto of any action taken by the Board or any member thereof at the meeting, such action shall be null and of no effect. The Governor may approve all or part of the action taken at such meeting prior to the expiration of the 10-day period.

Section 9. Certificate of Resolutions. Each member of the Authority is authorized to certify, when required, the records, proceedings, documents, or resolutions of the Authority, and to affix the seal of the Authority to all contracts, documents and instruments to be executed by the Authority.

ARTICLE IV

OFFICERS

Section 1. Officers. The officers of the Authority shall be the Chairperson, the Vice-Chairperson, the Secretary, the Assistant Secretary(ies), and the Treasurer.

Section 2. Election. The Treasurer shall be elected for a term of one year by the members of the Authority from their number at each annual meeting of the Board, and shall serve for said term until their successors shall have been duly elected, except as Section 3 of this Article provides otherwise for filling vacancies.

Section 3. Vacancies. In case any elected officer of the Authority, except any office which is held ex-officio, becomes vacant by death, resignation, removal or any other cause, or in

the event additional offices are created by the Board, the members may at a meeting elect an officer to fill such vacancy or additional office, and the officer so elected shall serve until the next annual meeting of the Authority and until the election of the officer's successor.

Section 4. The Chairperson. The Governor shall annually select the Chairperson. At least one of the Chairperson and Vice-Chairperson shall be the Commissioner of Health, the Commissioner of Human Services, or their designee. Any such appointment shall be in writing and shall continue in effect until revoked or amended in writing by the Governor. The Chairperson shall coordinate the activities of the Board, preside at all meetings of the Board, and rule on all questions of order, subject to appeal by the members.

Section 5. The Vice-Chairperson. The Governor shall annually select the Vice-Chairperson. At least one of the Chairperson and Vice-Chairperson shall be the Commissioner of Health, the Commissioner of Human Services, or their designee. In the event that the Chairperson position is vacant, the Chairperson is absent from a meeting of the Board, or the Chairperson is unable to perform their duties by reason of illness, inability, or disability, the Vice-Chairperson shall act as Chairperson of the Board. The Vice-Chairperson shall have such other powers and perform such other duties as the Board may prescribe from time to time by resolution.

Section 6. The Secretary. The CEO shall serve as Secretary of the Authority. The Secretary shall act as clerk of all meetings of the Board, shall keep the official minutes of the actions taken at Board meetings and shall transmit the minutes of the Board to the Governor on behalf of the Authority, and shall cause such minutes to be kept in such a manner as to ensure their permanence. The Secretary shall ensure that the Authority provides notices as and when required, shall have charge of such books, documents and papers as the Authority may determine, and shall have the custody of the Authority's seal and the power to affix and attest the same. The Secretary shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board and shall have such other powers to do and perform such other duties as the Board may prescribe from time to time by resolution. The Secretary shall also keep a record, containing the names of all persons who are members of the Authority or duly appointed designees of members, showing their places of business and dates of membership or dates of designation.

Section 7. Assistant Secretary. The Board may by resolution appoint one or more Assistant Secretaries. At the request of the Secretary or in the event of the Secretary's absence or inability, an Assistant Secretary may perform any and all duties and possess all the powers of the Secretary.

Section 8. The Treasurer. The Treasurer shall have custody of all funds of the Authority. The Treasurer shall perform, in general, all the duties incident to the office of Treasurer, and such other duties as may from time to time be assigned by the Board. The Treasurer shall keep account of the Authority's funds, securities and property. The Treasurer shall keep or cause to be kept regular books of account for the Authority, and shall render such accounts and present such statements as the Board may direct. The Treasurer shall have such additional powers and perform such additional duties as the Board may prescribe from time to time by resolution.

Section 9. Removal of Officers. Any officer or agent of the Authority other than the

Chairperson or Vice-Chairperson may be removed by the Board whenever in its judgment the best interest of the Authority will be served thereby. The removal of a member as an officer or agent of the Authority shall in no way constitute such member's removal as a member of the Authority.

ARTICLE V

STAFF

Section 1. President and Chief Executive Officer. The Authority shall employ a president and chief executive officer (CEO) who shall be responsible for the selection of properly qualified staff of the Authority. The CEO of the Authority shall be an individual selected by a majority vote of the members of the Board; except that the Governor shall select the initial CEO of the Authority. The CEO shall receive an annual salary as provided by the Board. The Board shall have the authority to consider, investigate, and evaluate any and all matters or issues relevant to the performance of the CEO. The CEO shall have responsibility for the general and active management of the Authority and shall ensure that all orders and resolutions of the Authority are carried out. Subject to the limitations of the Act, these by-laws, and other applicable law, the Board may from time to time delegate authority to the CEO to perform such functions or duties as the Board deems necessary, appropriate, or convenient, including, without limitation, any such delegation in a delegation policy adopted by the Board from time to time by resolution. The CEO may enter into and execute contracts and other documents in the name of the Authority which are authorized, generally or specifically, by the Board.

In addition to any other duties assigned to the CEO by these by-laws, by resolution of the Authority, or as delegated by the Board from time to time, the CEO shall have the following powers and duties:

- (a) supervise and manage the internal operations and organization of the staff of the Authority;
- (b) serve as lead on matters related to policy, legislation, governance, compliance and strategic initiatives;
- (c) represent the Authority at business meetings, legislative sessions, committee meetings and other appropriate functions; interface with the Executive and Legislative branches of government; and maintain relations with State and local government officials, and other State agencies, departments, authorities and other instrumentalities;
- (d) represent the Authority and enhance the Authority's interests with respect to legislative, regulatory, litigation and other legal matters;
- (e) assign functions and duties to any member of the staff and modify such assignments as needed;
- (f) appoint, promote, remove, suspend, discipline, and supervise employees of the Authority;
- (g) oversee the procedures for procurement of all goods, supplies, materials, equipment and professional, technical and other services needed for the efficient and effective operation of the Authority, subject to the requirements of the Act;
- (h) execute on behalf of the Authority documents and other instruments by original or facsimile signature (or electronic signature where permitted by law and the Authority's policy) in

connection with any contract, agreement, or other transaction to which the Authority is a party, including, but not limited to, grants;

(i) prepare and submit a proposed fiscal plan for the Authority for adoption by the Board;

(j) oversee operations to ensure efficiency, quality, service and the cost- effective management of resources;

(k) review all activities of the Authority, including activities related to the Center and other Authority real property;

(l) oversee and review all activities by the New Jersey Maternal Care Quality Collaborative; and

(m) oversee legal representation of the Authority.

Section 2. Other Staff. The CEO may from time to time employ such additional personnel as the CEO may deem necessary to assist the CEO in performing the CEO's responsibilities as CEO and Secretary of the Authority and to exercise the Authority's powers, duties and functions as prescribed by law. Subject to existing law, the CEO may:

(a) Create, determine and prescribe the duties of new and existing positions and qualifications for appointments made thereto;

(b) Make appointments of staff to such positions;

(c) Make promotions and demotions within the staff;

(d) Terminate appointments to the staff;

(e) Grant or authorize the granting of vacations, sick leave, other leaves of absence and take all other necessary actions affecting personnel;

(f) Approve, administer and maintain salaries, salary ranges and adjustments thereto, merit increases and employee benefit programs in accordance with the Authority's policies and programs;

(g) Prepare, approve, and enact additions, deletions, and modifications to the Employee Handbook and to other personnel policies and procedures; and

(h) Approve mobility and other staff assignments to other State entities.

In addition to the powers set forth elsewhere in this Article, the CEO may delegate to any staff member as the CEO may designate, any of the powers and duties listed above in addition to any other duties assigned by these by-laws, by resolution of the Authority or by delegation from the Board, unless the by-laws, resolution or delegation prohibit further delegation.

ARTICLE VI

WAIVER OF NOTICE

To the extent permitted by law, whenever the Authority or any officer thereof is authorized to take any action or to hold any meeting or proceeding after notice required within these Bylaws or after the lapse of a prescribed period of time, such actions may be taken, or such meeting or proceeding held, without notice and without the lapse of any period of time, if at any time before or after the action to be completed or the meeting or proceeding to be held, the notice or lapse of time requirements be waived in writing by the member, person or body entitled to said notice or entitled

to the benefit of the lapse of time.

ARTICLE VII

FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of the Authority shall commence on July 1st and conclude on June 30th.

Section 2. Auditing. At the closing of each fiscal year of the Authority, the books and records of the Authority shall be audited by an independent Certified Public Accountant or other person satisfactory to the members in accordance with applicable law or Executive Order.

Section 3. Inspection of Books. Financial statements of the Authority shall be available as required by law.

ARTICLE VIII

AUDIT COMMITTEE

Section 1. Members. The Chairperson of the Audit Committee shall be appointed by the Chairperson of the Authority. The Audit Committee shall consist of the Chairperson, and from one to four members of the Board appointed by the Chairperson of the Authority for a minimum total of three (3) members and not more than six (6) members, but in no event equal to or exceeding the Board quorum. At least one member shall have accounting or related financial expertise. All members shall be independent of the Authority and have knowledge of the Authority's governmental functions and sufficient time to accomplish the responsibilities of the Audit Committee. The Audit Committee shall have a direct relationship with the external, independent auditor.

Section 2: Meetings. Meetings of the Audit Committee shall be held quarterly, unless otherwise determined by the Committee's Chairperson.

Section 3. Duties. The Committee shall monitor the financial operations of the Authority and perform the duties required by Executive Orders. The Audit Committee shall perform such other duties as may be prescribed from time to time by the Board by resolution.

ARTICLE IX

THE COMMUNITY ADVISORY COMMITTEE

Section 1. Members. The Chairperson and Vice-Chairperson of the Community Advisory Committee shall be annually selected by the Governor from among the public members of the Board. The Community Advisory Committee shall consist of eleven (11) members appointed by the Governor. The Community Advisory Committee members shall represent diverse community groups with relevant experience as providers of maternal, infant, and childhood health care services or as recipients of maternal health care services, with a preference

for individuals who received maternal health care services within the past three years. Four members of the Community Advisory Committee, including either the Chairperson or Vice-Chairperson of the Community Advisory Committee, shall be residents of the City of Trenton with background as either a mother with personal experience in receiving perinatal services in Trenton or as a community stakeholder. The remaining members of the Community Advisory Committee shall be residents of municipalities in different geographic regions of the State with the highest rates of Black and Hispanic infant mortality, and shall have backgrounds as mothers with personal experience in receiving perinatal services or as community stakeholders. The members of the Community Advisory Committee shall serve for a term of three (3) years, except that, of the appointments first made, five (5) shall serve for a term of one (1) year and six (6) shall serve for a term of two years. The successors to the initially appointed members shall each be appointed for a term of three (3) years, except that any person appointed to fill a vacancy shall serve only for the unexpired term. The members of the Community Advisory Committee shall be eligible for reappointment to the Community Advisory Committee.

Section 3. Stipends. The Community Advisory Committee members, including the public members appointed to serve as Chairperson and Vice-Chairperson of the Community Advisory Committee, shall receive an annual stipend of \$20,000, to be paid in increments as determined by the Board.

Section 4. Activities and Meetings. The Chairperson shall coordinate the activities of the Community Advisory Committee, including setting the times, places, and agenda of the Community Advisory Committee. In the event that the Chairperson position is vacant or the Chairperson is absent from a meeting of the Community Advisory Committee, the Vice-Chairperson shall act as Chairperson of the Community Advisory Committee.

Section 5. Duties. The Community Advisory Committee shall provide guidance and feedback to the Board related to the purposes of the Authority and the Act. The Board shall additionally meet on a quarterly basis with the Community Advisory Committee.

ARTICLE X

COMMITTEES

Section 1. Establishment of Ad Hoc Committees. The Board or the Chairperson may, in the Board's or the Chairperson's discretion, appoint and abolish temporary or ad hoc committees, other than those standing committees provided herein, as is necessary or convenient to address the affairs of the Authority, which may include, but shall not be limited to, an executive committee or a nominating committee. The Chairperson of the Authority shall appoint the chairperson of these committees, determine the membership of these committees (to be at least three (3) members but no more than six (6) members on each committee, but in no event equal to or exceeding the Board quorum); and set forth the duties of such committees, including an obligation to provide reports of the committee's activities to the full Board from time to time. The committee chairperson shall determine the meeting frequency and place for that committee.

Section 2. The New Jersey Maternal Care Quality Collaborative (NJMCQC) will operate pursuant to P.L. 2019, c. 75, as amended by P.L. 2023, c. 109.

ARTICLE XI

FORCE AND EFFECT OF BYLAWS

Force and Effect of Bylaws. These bylaws are subject to the provisions of applicable New Jersey law and to any restrictions or conditions in the Authority's regulations, as the same may be amended from time to time. Anything in these bylaws that is inconsistent with applicable law or the Authority's regulations shall be null and void.

ARTICLE XII

AMENDMENTS

Amendments to By-Laws. The by-laws may be altered, amended, or repealed at any meeting of the Board by the same number of affirmative votes required for any Board action; provided that notice of the proposed action and a copy of such alteration or amendment or a copy of the provisions to be repealed are inserted in the notice of such meeting, given at least seven days in advance of the meeting at which the motion on adoption on such resolution is to be made.

ARTICLE XIII

SUSPENSION OF BY-LAWS

Suspension of By-Laws. Any and all provisions of these by-laws may be suspended by unanimous consent of the members present at any duly constituted meeting of the Board.

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
AUTHORIZING THE BOARD TO ENTER INTO EXECUTIVE SESSION**

ADOPTED
MARCH 27, 2024

WHEREAS, pursuant to the Open Public Meeting Act, P.L., 1975, c. 231, as amended N.J.S.A. 10:4-6 et seq. (“OPMA”), members of the public are permitted to be excluded from a meeting of the Board to discuss certain matters as set forth in Section 7 of the OPMA (N.J.S.A. 10:4-12) in an executive session; and

WHEREAS, the Board of the Maternal and Infant Health and Innovation Authority (“MIHIA”) wishes to enter into executive session to discuss employment matters; and

WHEREAS, in order to enter into executive session, the Board is required to adopt a resolution in compliance with the requirements of the provisions of Section 8 of the OPMA (N.J.S.A. 10:4-13); and

WHEREAS, the minutes of the executive session shall be released to the public after the need for confidentiality no longer exists.

NOW, THEREFORE, BE IT RESOLVED by the Board, that,

1. The Board hereby authorizes entry into executive session pursuant to the provisions of Section 7(b)(7) of the OPMA (N.J.S.A. 10:4-12(b)(7)) and Section 8 of the OPMA (N.J.S.A. 10:4-13) to discuss employment matters.

2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
AUTHORIZING THE BOARD TO EXIT EXECUTIVE SESSION AND
TO RE-ENTER PUBLIC SESSION**

ADOPTED
MARCH 27, 2024

WHEREAS, pursuant to the Open Public Meeting Act, P.L., 1975, c. 231, as amended N.J.S.A. 10:4-6 et seq. (“OPMA”), members of the public are permitted to be excluded from a meeting of the Board to discuss certain matters as set forth in Section 7 of the OPMA (N.J.S.A. 10:4-12) in an executive session; and

WHEREAS, the Board of the Maternal and Infant Health and Innovation Authority (“MIHIA”) entered into executive session to discuss employment matters; and

WHEREAS, after discussion in the closed session, the Board wishes to exit executive session and re-enter the public session.

NOW, THEREFORE, BE IT RESOLVED by the Board, that,

1. The Board hereby authorizes the exit from executive session and the re-entry into public session.

2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days, Saturdays, Sundays, and public holidays excepted, after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
AUTHORIZING THE APPOINTMENT OF THE PRESIDENT AND CHIEF
EXECUTIVE OFFICER**

ADOPTED
MARCH 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA”) was created pursuant to N.J.S.A. 26:18-17 *et seq* (the “Act”) and was created and established in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State; and

WHEREAS, pursuant to the Act, MIHIA shall employ a president and chief executive officer, who shall be hired without regard to the provisions of Title 11A of the New Jersey Statutes, and shall be deemed confidential employees for the purposes of the New Jersey Employer-Employee Relations Act, P.L.1941, c.100 (C.34:13A-1 *et seq*); and

WHEREAS, MIHIA is charged with establishing and overseeing the New Jersey Maternal and Infant Health Innovation Center, which shall coordinate with governmental agencies, as well as private organizations, to, among other things: (a) provide perinatal, infant care, related health services and other services to the residents of the City of Trenton; (b) promote equitable maternal and infant health care services; and (c) implement strategies related to health care and social service delivery, perinatal workforce development, community engagement, data collection, research, and analysis; and

WHEREAS, the Act created a governing body consisting of fifteen members, seven of whom shall serve *ex officio* and eight of whom shall be appointed public members (collectively, the “Board”); and

WHEREAS, the Board emphasizes the need for critical functions of MIHIA to be executed by an experienced professional with the requisite experience in managing policy and administrative matters at the highest levels; and

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
AUTHORIZING THE APPOINTMENT OF THE PRESIDENT AND CHIEF
EXECUTIVE OFFICER**

ADOPTED
MARCH 27, 2024

WHEREAS, pursuant to the Act, Governor Philip Murphy has selected the inaugural president and chief executive officer of the MIHIA; and

WHEREAS, the Board emphatically concurs with and affirms the Governor's selection.

NOW, THEREFORE, BE IT RESOLVED by the Board, that,

1. Lisa Asare is hereby named the President and Chief Executive Officer of the MIHIA, effective March 27, 2024, at an annual salary of \$225,000.
2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
AUTHORIZING A MEMORANDUM OF UNDERSTANDING BETWEEN THE
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY AND THE
DEPARTMENT OF THE TREASURY**

ADOPTED
MARCH 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA”) was created pursuant to N.J.S.A. 26:18-17 et seq (the “Act”) and was created and established in, but not of, the Department of the Treasury (“Treasury”) and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State and to oversee the Maternal and Infant Health Innovation Center; and

WHEREAS, in support of the purposes of MIHIA and in an effort to assist MIHIA, Treasury will provide support services required to carry out the administrative operations and policies of MIHIA; and

WHEREAS, in order to undertake the fiscal, procurement, human resources, public information, emergency response, ethics, and emergency response functions, MIHIA requires assistance from Treasury, which has expertise in these areas; and

WHEREAS, Treasury is willing to provide these administrative and support service to assist MIHIA during its start-up of the operations; and

WHEREAS, the Board has determined that it is in the best interests of MIHIA to enter into this Memorandum of Understanding between MIHIA and the Department of the Treasury attached hereto.

NOW, THEREFORE, BE IT RESOLVED by the Board, that,

1. The Board authorizes the execution of this Memorandum of Understanding between MIHIA and the Department of the Treasury.

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
AUTHORIZING A MEMORANDUM OF UNDERSTANDING BETWEEN THE
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY AND THE
DEPARTMENT OF THE TREASURY**

ADOPTED
MARCH 27, 2024

2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

**MEMORANDUM OF UNDERSTANDING
BETWEEN THE NEW JERSEY MATERNAL INFANT HEALTH INNOVATION
AUTHORITY AND TREASURER OF THE STATE OF NEW JERSEY**

This Memorandum of Understanding (“MOU”), made as of March 27, 2024, will confirm the mutual understanding and intention between the New Jersey Maternal and Infant Health Innovation Authority (“MIHIA”) and the State of New Jersey, Department of the Treasury (“Treasury”), (collectively, referred to as the “Parties”), as to the following:

WHEREAS, MIHIA was created pursuant to N.J.S.A. 26:18-17 et seq (the “Act”) and was created and established in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State; and

WHEREAS, the New Jersey Legislature, in the Act appropriated \$2,220,000 to support the purposes of MIHIA; and

WHEREAS, in order to undertake the fiscal, procurement, human resources, public information, emergency response, ethics, and emergency response functions, MIHIA requires assistance from Treasury, which has expertise in these areas; and

WHEREAS, Treasury is willing to provide these administrative and support service to assist MIHIA in its start-up of the operations; and

WHEREAS, in furtherance of the mission, the Act established the New Jersey Maternal and Infant Health Innovation Authority Fund (the “Fund”), which is a special, nonlapsing fund, that shall be used to deposit such monies as may be appropriated by the State for the purpose of the Fund, and such monies as shall be received by MIHIA from the repayment of loans or other extensions of credit made pursuant to the Act; and any other such monies of MIHIA; and

WHEREAS, it is in the best interest of the Parties to enter into this MOU regarding the provision of Treasury administrative and support services in support of MIHIA; and

WHEREAS, the Parties enter into this MOU as an inter-department governmental agreement pursuant to N.J.S.A. 52:14-1 et seq.

NOW, THEREFORE, Treasury and MIHIA, in order to effectively and efficiently carry out their respective statutory mandates, do hereby agree to the following:

1. Treasury will make available on an as-needed basis Treasury staff who will utilize a portion of their time as follows:

- a. Fiscal Activities. Treasury shall assist MIHIA in carrying out the fiscal functions related to the start-up of operations, which assistance may include, but may not be limited to:
 - i. The development and administration of the annual internal operating budget of MIHIA;
 - ii. Receipt, recording, and deposit of all revenue received in support of MIHIA, except for activities related to the designation of non-for-profit tax exempt status and the collection of tax-exempt donations;
 - iii. Review of all MIHIA's internal operating transactions that result in the disbursement of funds to pay MIHIA's operating expenses;
 - iv. Development and preparation of periodic management reports of MIHIA's receipt and disbursement of those revenues set forth in Section 1.a.ii of this MOU; and
 - v. Review of all invoices prior to payment, following MIHIA's confirmation of receipt of any goods and services.
- b. Procurement Activities. Treasury shall assist MIHIA in carrying out procurement activities, in accordance with applicable Treasury Circular Letters and procurement regulations, which assistance may include, but many not be limited to:
 - i. Coordinate with staff to develop a scope of work for various vendors as needed;
 - ii. Distribute requests for proposals or qualifications;
 - iii. Receipt of responses; and
 - iv. Evaluation of responses and recommendations for award;

Notwithstanding anything to the contract, MIHIA shall make the final determinations of such procurement awards as required by law and pursuant to its authority under the Act.
- c. Human Resources. Treasury shall assist MIHIA with human resources functions, which assistant may include, but may not be limited to:
 - i. Assist staff in drafting and finalizing postings for job openings, and placing such postings on appropriate public websites or other forums;
 - ii. Assist staff in its receipt, recording, and review of all resumes and applications for employment; and
 - iii. Assist staff as need in other human resources functions such as conducting interviews, on-boarding new hires, coordinating any necessary training and disclosures, coordinating physical access, or related tasks.
- d. Providing administrative and support services to meet the needs of MIHIA, including, but not limited to:

- i. corporate governance and public information support services such as MIHIA Board meeting support, liaison with Governor's Office and Authority's Unit;
 - ii. records custodian and assistance with Open Public Records Act information requests;
 - iii. guidance on ethics matters and liaison with State Ethics Commission, media outreach and management, and legislative support;
 - iv. emergency response strategic planning for the safety of staff and visitors and in order for continuity of operations in emergencies or disasters; and
 - v. guidance on equal employment opportunities/affirmative action matters and liaison with the Division on Civil Rights and the Civil Service Commission.
2. As part of the services provided by Treasury in paragraph 1 above, in addition to any Deputy Attorney General assigned to MIHIA, Treasury will provide legal services to MIHIA from Treasury-assigned Deputy Attorneys General.
3. Treasury agrees to provide written reports as needed, and upon request, to the MIHIA Board detailing any staff services provided for in paragraph 1 above. Both Parties anticipate that the MIHIA Board will meet on a monthly basis unless more frequent meetings become necessary.
4. It is the intent of the Parties that MIHIA will not compensate Treasury for the costs incurred on behalf of MIHIA for the services provided for in paragraph 1 above.
5. Staff services set forth in paragraph 1 will be conducted from Treasury's main or satellite offices or as otherwise allowed by Treasury policy for Treasury personnel.
6. Treasury will identify a Treasury staff who will be the primary contact staff for the public and the MIHIA Board regarding MIHIA matters.
7. The MIHIA Board, as constituted by statute, will function as the exclusive entity empowered to make discretionary decisions for MIHIA, including the selection of independent auditors, except as delegated from time to time.
8. Nothing in this MOU shall be construed as providing Treasury an exclusive right to support MIHIA and MIHIA shall have the ability to seek these services from any other government entity, including but not limited to the New Jersey Department of the Treasury.
9. If at any time during the fiscal year Treasury determines that the funds will be insufficient to cover the above costs, Treasury shall inform MIHIA of an estimated additional amount necessary to cover the remaining salary and direct, non-salary costs for the fiscal year. Within one (1) month, MIHIA shall remit to Treasury an amount equal to such estimate to be added to the funds. This MOU does not make Treasury responsible for any payment on behalf of MIHIA for which MIHIA has not provided funding
10. Starting on May 1, 2024 Treasury will provide to MIHIA, by the tenth day of each month, an itemized account of all costs paid by Treasury from the Fund during the previous month.
11. At the end of the fiscal year, Treasury shall provide to MIHIA an itemized account of all costs paid by Treasury from the Fund. MIHIA may request that Treasury return any

amount remaining in the Fund or may elect to use any amount remaining for the subsequent fiscal year

12. Entry into this MOU by Treasury and MIHIA does not create any obligation on behalf of Treasury for or make Treasury responsible for any MIHIA budgeting, fiscal operations, or procurement. If requested by MIHIA, Treasury will assist MIHIA on budgeting (including reconciling any MIHIA bank accounts), fiscal operations, human resources, or procurement in an advisory capacity only and at no cost to MIHIA.
13. This MOU shall be effective as of March 27, 2024 and shall remain in effect for one year. This MOU may then be extended for one year upon mutual written consent of the Parties. This MOU may also be terminated by the Parties as set forth below.
14. The Parties acknowledge that they are both public entities of the State of New Jersey. Therefore, the Parties agree that each entity shall be liable for its own conduct and any claims against it without indemnification from the other.
15. The Parties are entering into this MOU for the sole purpose of evidencing the mutual understanding and intention of the Parties. It may be amended, modified, and supplemented at any time by mutual consent and in writing signed by the undersigned or their designees. This MOU may also be terminated by mutual consent of the Parties upon 45 days' notice. There are no third-party beneficiaries of this MOU.
16. All notices, demands or communications to any party to this MOU shall be sent to the addresses set forth below or as may be otherwise modified in writing:

State of New Jersey – Department of the Treasury	
Name	
Title	
Address	
Telephone	
Email	@treas.nj.gov

New Jersey Maternal Infant Health Innovation Authority	
Name	
Title	
Address	
Telephone	
Email	

17. This MOU may be signed in counterparts, which, when taken as a whole, shall constitute one and the same document.

IN WITNESS HEREOF, The State of New Jersey, Department of the Treasury and New Jersey Maternal Infant Health Innovation Authority have executed this MOU on the dates below:

State of New Jersey

New Jersey Maternal Infant Health Innovation Authority

Signature

Date

Print Name and Title

**The State of New Jersey
Department of the Treasury**

Print Name and Title

Date

**Approved as to Form
Matthew J. Platkin, Attorney General
State of New Jersey – Department of Law and Public Safety**

Signature

Date

Print Name and Title

**RESOLUTION OF THE NEW JERSEY MATERNAL AND INFANT HEALTH
INNOVATION AUTHORITY AUTHORIZING THE PARTICIPATION IN THE NEW
JERSEY STATE HEALTH BENEFITS PLAN**

ADOPTED
MARCH 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA”) was created and established, pursuant to N.J.S.A. 26:18-17 et seq (the “Act”), in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State; and

WHEREAS, MIHIA is charged with establishing and overseeing the New Jersey Maternal and Infant Health Innovation Center, which shall coordinate with governmental agencies, as well as private organizations, to, among other things: (a) provide perinatal, infant care, related health services; and other services to the residents of the City of Trenton; (b) promote equitable maternal and infant health care services; and (c) implement strategies related to health care and social service delivery, perinatal workforce development, community engagement, data collection, research, and analysis; and; (d) serve as an incubator of new enterprises, therapeutics, and technological innovations leading to better health outcomes and reduced mortality and morbidity rates for women and children; and

WHEREAS, the Act created a governing body consisting of fifteen members, seven of whom shall serve ex officio and eight of whom shall be appointed public members (collectively, the “Board”); and

WHEREAS, pursuant to the Act, the Board is charged with the start-up and administration of MIHIA; and

WHEREAS, pursuant to N.J.S.A. 26:18-21(i) and N.J.S.A. 26:18-22 of the Act, MIHIA is an independent state authority with the power to, among other things, hire staff as necessary to support the

**RESOLUTION OF THE NEW JERSEY MATERNAL AND INFANT HEALTH
INNOVATION AUTHORITY AUTHORIZING THE PARTICIPATION IN THE NEW
JERSEY STATE HEALTH BENEFITS PLAN**

ADOPTED
MARCH 27, 2024

authority's operations without regard to Title 11A of the State's statutes; and

WHEREAS, it is the intention of MIHIA to provide health benefits to its employees through the New Jersey State administered State Health Benefits Plan for medical, dental, and prescription coverage; and

WHEREAS, the Department of the Treasury, Division of Pensions and Benefits requires the MIHIA to adopt a resolution to participate in the State Health Benefits Plan.

NOW, THEREFORE, BE IT RESOLVED by the Board, as follows:

1. The Board appoints Jaclyn Pabers of the Department of the Treasury's Human Resources Office as the MIHIA certifying officer.

2. The Board authorizes the MIHIA certifying officer complete the necessary documents, including the attached Resolution, for submission to the Department of the Treasury, Division of Pensions and Benefits to participate as a local employer in the State Health Benefits Plan for medical, dental, and prescription coverage administered by the Division of Pensions and Benefits.

3. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
GUARANTEEING REMITTANCE OF MIHIA SHARE OF SOCIAL SECURITY
COVERAGE AND PENSION CONTRIBUTIONS OF ITS EMPLOYEES**

ADOPTED
MARCH 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA”) was created pursuant to N.J.S.A. 26:18-17 et seq (the “Act”) and was created and established in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State and to oversee the Maternal and Infant Health Innovation Center; and

WHEREAS, pursuant to the Act, specifically, Section 6(a) therefore, MIHIA is an independent state authority with the power to, among other things, hire, promote, and fire its employees without regard to Title 11A of the State’s statutes; and

WHEREAS, it is the intention of MIHIA to provide pension and benefits to its employees through the New Jersey State administered retirement systems and health benefit systems; and

WHEREAS, in order for MIHIA to assume its role as an employer participating in the public retirement systems administered by the Division of Pensions and Benefits, it must be included in the State of New Jersey’s agreement with the Social Security Administration (“Section 218 Agreement”); and

WHEREAS, the Division of Pensions and Benefits requires that, in order for MIHIA to be included in the Section 218 Agreement, MIHIA must guarantee the remittance of MIHIA’s share of Social Security coverage and the pension contributions for its employees by resolution of MIHIA’s Board.

NOW, THEREFORE, BE IT RESOLVED by the Board, that

1. MIHIA guarantees the remittance of MIHIA’s share of Social Security coverage and the pension contributions for its employees.

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
GUARANTEEING REMITTANCE OF MIHIA SHARE OF SOCIAL SECURITY
COVERAGE AND PENSION CONTRIBUTIONS OF ITS EMPLOYEES**

ADOPTED
MARCH 27, 2024

2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
APPROVING THE ADMINISTRATIVE BUDGET FOR FISCAL YEAR 2024**

ADOPTED
MARCH 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA”) was created pursuant to N.J.S.A. 26:18-17 et seq (the “Act”) and was created and established in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State; and

WHEREAS, MIHIA is charged with establishing and overseeing the New Jersey Maternal and Infant Health Innovation Center, which shall coordinate with governmental agencies, as well as private organizations, to, among other things: (a) provide perinatal, infant care, related health services and other services to the residents of the City of Trenton; (b) promote equitable maternal and infant health care services; and (c) implement strategies related to health care and social service delivery, perinatal workforce development, community engagement, data collection, research, and analysis; and

WHEREAS, the Act created a governing body consisting of fifteen members, seven of whom shall serve ex officio and eight of whom shall be appointed public members (collectively, the “Board”); and

WHEREAS, pursuant to the Article V of the bylaws, the President and Chief Executive Officer shall have the responsibility for the general and active management of the Authority and shall submit a proposed fiscal plan for MIHIA for adoption by the Board; and

WHEREAS, a proposed fiscal plan for Fiscal Year 2024 has been submitted to the Board for its consideration, attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED by the Board, that,

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
APPROVING THE ADMINISTRATIVE BUDGET FOR FISCAL YEAR 2024**

ADOPTED
MARCH 27, 2024

1. The members of the Board hereby approve the proposed fiscal plan for Fiscal Year 2024 attached hereto as Exhibit A.
2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

New Jersey Maternal and Infant Health Innovation Center Act

Object	Object Description	Startup Budget
1210	SALARIES AND WAGES	1,685
	SALARIES AND WAGES (1x)	1,685
2110	OFFICE SUPPLIES	4
2120	PRINTING	4
2140	PHOTOCOPY RENTALS	4
2410	MISCELLANEOUS	8
	MATERIALS AND SUPPLIES (2x)	20
3010	TRAVEL STATE BUSINESS	5
3015	CONFERENCES CONVENTIONS	5
3110	TELEPHONE	5
3210	POSTAGE	5
3310	INSURANCE	20
3450	MAINTENCE OF COMPUTERS (14 x \$4k)	56
3610	CONSULTANT/ADVISORY PROF SERVICES	500
3630	LEGAL SERVICES	100
3810	STAFF TRAINING	5
3825	ADVERTISING	5
3890	MISCELLANEOUS SERVICES	114
3891	DAGS LEGAL SERVICES	100
3xxx	Stipend: 11 Advisory Committee @ \$20k	220
	SERVICES OTHER THAN PERSONAL (3x)	1,140
4010	MAINTENANCE BUILDINGS/GROUNDS	5
4110	MAINTENANCE OF EQUIPMENT	5
4510	CENTRAL MOTOR POOL (1 vehicle)	5
4710	RENT / OCCUPANCY COSTS (25k sf @ \$35/sf)	0
	MAINTENANCE AND FIXED CHARGES (4x)	15
7410	VEH EQUIP PASSENGER CARS VANS	0
7610	OTHER EQUIPMENT	0
7611	OFFICE FURNITURE (14 x \$5k)	70
7710	COMPUTER /TELEPHONE EQUIPMENT (14 x \$5k)	70
	ADDITIONS, IMPROVEMENTS, EQUIPMENT (7x)	140
	TOTAL	3,000

FTE:	Employees	Salary
1	Executive Director	225,000
13	Other Staff @ \$100k	1,300,000
8	Public Board Members @ \$20k	160,000
22		1,685,000

Fringe rate	77.15%
Fringe Cost	1,299,978

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
AUTHORIZING THE CREATION OF AN AUDIT COMMITTEE OF THE BOARD
AND THE APPOINTMENT OF AUDIT COMMITTEE MEMBERS**

ADOPTED
MARCH 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA”) was created pursuant to N.J.S.A. 26:18-17 et seq (the “Act”) and was created and established in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State; and

WHEREAS, MIHIA is charged with establishing and overseeing the New Jersey Maternal and Infant Health Innovation Center, which shall coordinate with governmental agencies, as well as private organizations, to, among other things: (a) provide perinatal, infant care, related health services and other services to the residents of the City of Trenton; (b) promote equitable maternal and infant health care services; and (c) implement strategies related to health care and social service delivery, perinatal workforce development, community engagement, data collection, research, and analysis; and

WHEREAS, the Act created a governing body consisting of fifteen members, seven of whom shall serve ex officio and eight of whom shall be appointed public members (collectively, the “Board”); and

WHEREAS, pursuant to Article VIII of the bylaws, the Board shall establish an Audit Committee, which shall be appointed by the Chairperson of the Authority. The Audit Committee shall consist of a Chairperson and two to five additional appointees from the Board; and

WHEREAS, the Audit Committee shall have a minimum total of three (3) but not more than six (6) members, and in no event, shall equal or exceed the Board quorum; and

WHEREAS, the members of the Audit Committee shall be appointed by the Chairperson;
and

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
AUTHORIZING THE CREATION OF AN AUDIT COMMITTEE OF THE BOARD
AND THE APPOINTMENT OF AUDIT COMMITTEE MEMBERS**

ADOPTED
MARCH 27, 2024

WHEREAS, at least one member of the Audit Committee shall have accounting or related financial experience; and

WHEREAS, all members of the Audit Committee shall be independent of the Authority, but shall have knowledge of the Authority's governmental functions in order to accomplish the responsibilities of the Audit Committee.

WHEREAS, the Audit Committee shall have a direct relationship with the external, independent auditor.

NOW, THEREFORE, BE IT RESOLVED by the Board, that,

1. The Board hereby approves the creation of an Audit Committee, with the members to be appointed by the Chairperson of the Authority.
2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

AGENDA ITEM V(i)

**RESOLUTION OF THE NEW JERSEY MATERNAL AND INFANT HEALTH
INNOVATION AUTHORITY AUTHORIZING THE PROCUREMENT OF DIRECTOR
AND OFFICER INSURANCE**

ADOPTED
MARCH 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA”) was created and established, pursuant to N.J.S.A. 26:18-17 et seq (the “Act”), in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State; and

WHEREAS, MIHIA is charged with establishing and overseeing the New Jersey Maternal and Infant Health Innovation Center, which shall coordinate with governmental agencies, as well as private organizations, to, among other things: (a) provide perinatal, infant care, related health services, and other services to the residents of the City of Trenton ; (b) promote equitable maternal and infant health care services; and (c) implement strategies related to health care and social service delivery, perinatal workforce development, community engagement, data collection, research, and analysis; and (d) serve as an incubator of new enterprises, therapeutics, and technological innovations leading to better health outcomes and reduced mortality and morbidity rates for women and children; and

WHEREAS, the Act created a governing body consisting of fifteen members, seven of whom shall serve ex officio and eight of whom shall be appointed public members (collectively, the “Board”); and

WHEREAS, pursuant to the Act, the Board is charged with the start-up and administration of MIHIA; and

WHEREAS, pursuant to N.J.S.A. 26:18-21(i)(2), the Board is authorized to procure insurance against any losses in connection with its property, operations, or assets in such amounts and from such insurers as it deems appropriate; and

WHEREAS, the Board determined it is in the best interest of the Board to procure insurance; and

WHEREAS, the Board wishes to authorize the Board’s procurement of insurance.

NOW, THEREFORE, BE IT RESOLVED by the Board, as follows:

1. The Board hereby authorizes the Board’s procurement of insurance from XYZ in

AGENDA ITEM V(i)

**RESOLUTION OF THE NEW JERSEY MATERNAL AND INFANT HEALTH
INNOVATION AUTHORITY AUTHORIZING THE PROCUREMENT OF DIRECTOR
AND OFFICER INSURANCE**

ADOPTED
MARCH 27, 2024

the amount of 123. _____

2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
DESIGNATING OPEN PUBLIC RECORDS CUSTODIAN**

ADOPTED
MARCH 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA”) was created pursuant to N.J.S.A. 26:18-17 *et seq* (the “Act”) and was created and established in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State; and

WHEREAS, MIHIA is charged with establishing and overseeing the New Jersey Maternal and Infant Health Innovation Center, which shall coordinate with governmental agencies, as well as private organizations, to, among other things: (a) provide perinatal, infant care, related health services and other services to the residents of the City of Trenton; (b) promote equitable maternal and infant health care services; and (c) implement strategies related to health care and social service delivery, perinatal workforce development, community engagement, data collection, research, and analysis; and

WHEREAS, the Act created a governing body consisting of fifteen members, seven of whom shall serve *ex officio* and eight of whom shall be appointed public members (collectively, the “Board”); and

WHEREAS, P.L., 2001, c.404, commonly referred to as the Open Public Records Act (“OPRA”), establishes that government records shall be readily accessible for inspection, copying, or examination by the citizens of this State, with certain exceptions, for the protection of the public interest, and any limitations on the right of access accorded by P.L.1963, c.73 (C.47:1A-1 *et seq.*) as amended and supplemented, shall be construed in favor of the public's right of access; and

WHEREAS, all government records shall be subject to public access unless exempt from such access by: P.L.1963, c.73 (C.47:1A-1 *et seq.*) as amended and supplemented; any other statute; resolution of either or both houses of the Legislature; regulation promulgated under the authority of any

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
DESIGNATING OPEN PUBLIC RECORDS CUSTODIAN**

ADOPTED
MARCH 27, 2024

statute or Executive Order of the Governor; Executive Order of the Governor; Rules of Court; any federal law, federal regulation, or federal order; and

WHEREAS, a public agency has a responsibility and an obligation to safeguard from public access a citizen's personal information with which it has been entrusted when disclosure thereof would violate the citizen's reasonable expectation of privacy; and nothing contained in P.L.1963, c.73 (C.47:1A-1 et seq.), as amended and supplemented, shall be construed as affecting in any way the common law right of access to any record, including but not limited to criminal investigatory records of a law enforcement agency; and

WHEREAS, it is necessary that MIHIA designate a custodian for the purposes of carrying out the functions and responsibilities of OPRA; and

WHEREAS, the Board has determined that is in the best interests of MIHIA to appoint the CEO and President as the official OPRA Custodian.

NOW, THEREFORE, BE IT RESOLVED by the Board, that,

1. The Board hereby designates the CEO and President of MIHIA as MIHIA's OPRA Custodian.
2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
APPROVING THE FUNDING AGREEMENT WITH THE DIVISION OF LAW**

ADOPTED
MARCH 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA”) was created pursuant to N.J.S.A. 26:18-17 et seq (the “Act”) and was created and established in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State; and

WHEREAS, MIHIA is charged with establishing and overseeing the New Jersey Maternal and Infant Health Innovation Center, which shall coordinate with governmental agencies, as well as private organizations, to, among other things: (a) provide perinatal, infant care, related health services and other services to the residents of the City of Trenton; (b) promote equitable maternal and infant health care services; and (c) implement strategies related to health care and social service delivery, perinatal workforce development, community engagement, data collection, research, and analysis; and

WHEREAS, the Act created a governing body consisting of fifteen members, seven of whom shall serve ex officio and eight of whom shall be appointed public members (collectively, the “Board”); and

WHEREAS, the Department of Law & Public Safety is organized into various Divisions, Offices, and Commissions that cover a broad range of responsibilities. Each of these programs operate under the supervision of the Attorney General; and

WHEREAS, pursuant to N.J.S.A. 52:17A-4 (e), the Division of Law, acts as the sole legal adviser, attorney or counsel, notwithstanding the provisions of any other law, for all officers, departments, boards, bodies, commissions and instrumentalities of the State; and

WHEREAS, the Board has determined that is in its best interest to enter into a funding

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
APPROVING THE FUNDING AGREEMENT WITH THE DIVISION OF LAW**

ADOPTED
MARCH 27, 2024

agreement with the Division of Law for the provision of legal counsel.

NOW, THEREFORE, BE IT RESOLVED by the Board, that,

1. The Board delegates authority to the Chief Executive Officer of the MIHIA to enter into a funding level agreement with the Division of Law annually.
2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

**DIVISION OF LAW
CLIENT AGENCY REIMBURSEMENT AGREEMENT**

FISCAL YEAR 2024

CLIENT AGENCY: NJ MATERNAL & INFANT HEALTH INNOVATION AUTH

Full Time Equivalent (FTE) Staff Agreement:	Phase-in Factor	Deputy Attorney General	Paralegal	Other Professional	Clerical/ Secretarial
Current (Continuation into FY 2024):	100.00%	2.00	.00	.00	.00
Request (Additional Proposal):	100.00%	.00	.00	.00	.00

Billings are made at the rate of 1,200 annual hours per FTE.

NJCFS Account No. for Division of Law: 100-066-1010-069-YLAW-0038

Division of Law Fed ID No: 00-001-5105-57

	Fiscal Year 2024	Current Projected Cost:	Additional Request Proj. Cost:	COMBINED TOTAL COST:
Salary: *	DAG:	\$236,971	\$0	\$236,971
	Paralegal:	\$0	\$0	\$0
	Other Professional:	\$0	\$0	\$0
	Clerical/Secretarial:	\$0	\$0	\$0
	Salary Subtotal:	\$236,971	\$0	\$236,971
	Fringe Benefits: **	\$0	\$0	\$0
Current Fringe Benefit Rate:	<u>77.25%</u>			
	Operational Support: ***	\$30,806	\$0	\$30,806
	Nonsalary: ****	\$34,500	\$0	\$34,500
Furniture, Equipment and Other Direct Expenses: ***** (Actual Expenses -- With Agency Prior Approval.)		\$0	\$0	\$0
TOTAL REIMBURSEMENT DUE:		\$302,278	\$0	\$302,278

Client Agency is expected to make timely payments as billed.

* This is a salary estimate based upon certain assumptions. The actual salary rates for FY 2024 will be based upon both the implementation of Salary Regulations and also upon contractual obligations with employee unions.

** This assumes the current Fringe Benefits Rate of 77.25% which is subject to annual review and updating by the Department of the Treasury, per annual Circular Letter.

*** Operational Support is calculated at the rate of 13.00% of DAG salaries to recover the costs of nonattorney support positions (pool), and is charged when the costs of comparable positions are not recovered by specific funding agreements.

**** This is a nonsalary cost estimate based on the applicable Federal Cost Allocation Plan and the FY 2024 Budget. The actual costs charged will be based upon the current Federal Cost Allocation Plan. Also, litigation expenses such as court reporters, experts, fees, transcripts, etc. are not included. These expenses are paid directly by the client agency.

***** Other Direct Expenses have not been provided within this estimate. Upon Client Agency request, such expenses will be negotiated on an as needed basis.

Assignment Level and Cost Reimbursement Level Accepted:

Department Head/Designate

Signature

Date

**DIVISION OF LAW
CLIENT AGENCY REIMBURSEMENT AGREEMENT**

FISCAL YEAR 2024

Client Agency: NJ MATERNAL & INFANT HEALTH INNOVATION AUTH

Fiscal Year 2024

Client Agency Approval Official, responsible for the prior approval of Other Direct Expenses:
Note: The absense of listing this official waives the client agency's option of prior approval.

Client Agency Approval Official

Title

Payment to be made by:

Check: _____

Intergovernmental
Payment Voucher: _____

Federal Id. No.: _____

Client Agency Funding
Account (NJCFS) No: _____

Budget Contact:

Fiscal Contact:

Name: _____

Title: _____

Telephone: _____

Email Address: _____

Address: _____

(Building, Room) _____

(Street) _____

(P.O. Box) _____

Town, N.J. Zip _____

WHEN COMPLETE, PLEASE RETURN BOTH PAGES TO:

DIVISION OF LAW

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
APPROVING THE SCHEDULE OF OPEN PUBLIC MEETINGS DATES FOR
CALENDAR YEAR 2024**

ADOPTED
MARCH 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA”) was created pursuant to N.J.S.A. 26:18-17 *et seq* (the “Act”) and was created and established in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the; and

WHEREAS, MIHIA is charged with establishing and overseeing the New Jersey Maternal and Infant Health Innovation Center, which shall coordinate with governmental agencies, as well as private organizations, to, among other things: (a) provide perinatal, infant care, related health services and other services to the residents of the City of Trenton; (b) promote equitable maternal and infant health care services; and (c) implement strategies related to health care and social service delivery, perinatal workforce development, community engagement, data collection, research, and analysis; and

WHEREAS, the Act created a governing body consisting of fifteen members, seven of whom shall serve ex officio and eight of whom shall be appointed public members (collectively, the “Board”); and

WHEREAS, pursuant to Article III of the MIHIA bylaws, the Board shall establish a Regular Meeting schedule; and

WHEREAS, the Board wishes to approve a Regular Meeting Schedule, which has been presented for consideration, attached hereto as Exhibit A.

NOW, THEREFORE, BE IT RESOLVED by the Board, that,

1. The members of the Board hereby approve the Regular Meeting schedule for Calendar Year 2024, attached hereto as Exhibit A.

**RESOLUTION OF THE NEW JERSEY
MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
APPROVING THE SCHEDULE OF OPEN PUBLIC MEETINGS DATES FOR
CALENDAR YEAR 2024**

ADOPTED
MARCH 27, 2024

2. This resolution shall take effect immediately, but no action authorized herein shall have force and effect until 10 days after a copy of the minutes of the Authority meeting at which this resolution was adopted has been delivered to the Governor for his approval, unless during such 10-day period the Governor shall approve the same, in which case such action shall become effective upon such approval, as provided by the Act.

DATED: March 27, 2024

NEW JERSEY MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY

Notice of Proposed Meeting Schedule

Calendar Year 2024

Wednesday, March 27, 2024, 10:00 AM

Wednesday, April 24, 2024, 10:00 AM

Wednesday, May 22, 2024, 10:00 AM

Wednesday, June 26, 2024, 10:00 AM

Wednesday, July 24, 2024, 10:00 AM

Wednesday, August 28, 2024, 10:00 AM

Wednesday, September 25, 2024, 10:00 AM

Wednesday, October 23, 2024, 10:00 AM

Wednesday, November 20, 2024, 10:00 AM

Wednesday, December 18, 2024, 10:00 AM

**RESOLUTION OF THE NEW JERSEY MATERNAL AND INFANT HEALTH
INNOVATION AUTHORITY CONFERRING SIGNING AUTHORITY TO THE
PRESIDENT/CHIEF EXECUTIVE OFFICER TO USE FUNDS ON BEHALF OF MIHIA
AS NECESSARY AND APPROPRIATE TO CARRY OUT THE DUTIES OF MIHIA**

ADOPTED
March 27, 2024

WHEREAS, the New Jersey Maternal Infant Health Innovation Authority (“MIHIA” or “Authority”) was created and established, pursuant to N.J.S.A. 26:18-17 *et seq* (the “Act”), in, but not of, the Department of the Treasury and independent of any supervision or control by the principal departments of the Executive Branch of the State Government; and

WHEREAS, MIHIA was created to reduce maternal mortality, morbidity and racial and ethnic disparities in the State; and

WHEREAS, MIHIA is charged with establishing and overseeing the New Jersey Maternal and Infant Health Innovation Center, which shall coordinate with governmental agencies, as well as private organizations, to, among other things: (a) provide perinatal, infant care, related health services and other services to the residents of the City of Trenton; (b) promote equitable maternal and infant health care services; and (c) implement strategies related to health care and social service delivery, perinatal workforce development, community engagement, data collection, research, and analysis; and

WHEREAS, the Act created a governing body consisting of fifteen members, seven of whom shall serve ex officio and eight of whom shall be appointed public members (collectively, the “Board”); and

WHEREAS, N.J.S.A. 26:18-23 provides that the Authority may enter in to contracts, agreements and purchases; and

WHEREAS, the Governor has appointed the initial President/Chief Executive Officer for the Authority who, pursuant to the bylaws adopted on this date, is responsible for the general and active management of the Authority; and

WHEREAS, in accordance with the Bylaws, the Board may, by resolution delegate authority to the CEO to perform such functions or duties as the Board deems necessary, appropriate, or convenient; and

WHEREAS, the bylaws provide that the President/CEO may enter into and execute contracts and other documents in the name of the Authority which are authorized, generally or specifically, by the Board; and

WHEREAS, in order to streamline the Board’s business and create greater operational efficiency, and to facilitate certain purchases, the Board desires to delegate the authority to review, approve contracts and expenditures to the President/CEO;

NOW, THEREFORE, BE IT RESOLVED by the Board, as follows:

1. The Board delegates authority to the President/CEO of the MIHIA to review and approve expenditures for goods and services where the value of such expenditure does not exceed \$250,000. The President/CEO shall notify the Board of any such expenditure at the next regularly scheduled Board meeting.
2. All contracts for goods and services which require competitive proposals or the solicitation

**RESOLUTION OF THE NEW JERSEY MATERNAL AND INFANT HEALTH
INNOVATION AUTHORITY CONFERRING SIGNING AUTHORITY TO THE
PRESIDENT/CHIEF EXECUTIVE OFFICER TO USE FUNDS ON BEHALF OF MIHIA
AS NECESSARY AND APPROPRIATE TO CARRY OUT THE DUTIES OF MIHIA**

ADOPTED
March 27, 2024

- of bids, or where the estimated costs will exceed the delegated purchasing authority pursuant to N.J.S.A. 52:34-7, must be approved by the Board.
3. Notwithstanding any other provision of this resolution, when any declared emergency, such as when a public health emergency, pursuant to the Emergency Health Powers Act or a state of emergency has been declared by the Governor which requires the immediate execution of a contract for work or services, or any immediate purchases of materials equipment, supplies, services or construction items, the President/CEO is authorized to execute any contracts or make purchases necessary to respond to the existing declared emergency. The President/CEO shall seek the Board's ratification of the purchase if the purchase was over the President/CEO's signing authority.

DATED: March 27, 2024