



State of New Jersey

PHILIP D. MURPHY
Governor

NEW JERSEY MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY
P. O. Box 101
TRENTON, NEW JERSEY 08608-0101

TAHESHA L. WAY
Lt. Governor

Lisa A. Asare
President & CEO

NEW JERSEY MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY BOARD MEETING AGENDA

WEDNESDAY, August 28, 2024

10:00AM

Dial: 1 (646) 828-7666

Meeting ID: 161 240 9687

Passcode: 461021

<https://www.zoomgov.com>

- I. Call to Order
- II. Open Public Meetings Act Statement
- III. Roll Call
- IV. Update from Chair
- V. CEO's Report to Board
- VI. Matters Requiring Board Action
 - a. Approval of Previous Month's Minutes
 - b. Resolution to Enter into Memorandum of Understanding with the Department of Health for Transfer of The New Jersey Maternal Care Quality Collaborative
 - c. Resolution to adopt Maternal Care Quality Collaborative Bylaws
 - d. Resolution to Enter into Executive Session
 - i. Resolution to Exit Executive Session and Re-enter Public Session
- VII. Executive Session (If required)
- VIII. Public Comment
- IX. Other Business
- X. Meeting Adjournment



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NEW JERSEY MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY BOARD MEETING

Minutes of the Meeting June 26, 2024

Minutes of the meeting of the New Jersey Maternal and Infant Health Innovation Authority ("MIHIA") held virtually on Wednesday, June 26, 2024 at 10:00 AM Eastern Standard Time.

MEMBERS OF THE BOARD IN ATTENDANCE

Shakira Abdul-Ali – Public Member
Vineeta Kapahi (Designee for Sarah Adelman) – Governor Representative
Dr. Philip Bonaparte – Public Member
Rosalee Boyer - Public Member
Barbara George Johnson - Public Member
Gillian Gutierrez (Designee for Holly Low) – Governor Representative
Andrea Martinez-Mejia - Public Member
Dr. Damali Campbell-Oparaji – Public Member
Maritza Raimundi-Petroski - Public Member (Joined after roll call)
Kaitlan Baston – Governor Representative
Katherine Stoehr- Governor Representative
Mary Maples (Designee for Tim Sullivan) - Governor Representative
Dawn Thomas (Designee for Justin Zimmerman) - Governor Representative
Dr. Brian Bridges -Governor Representative (Joined after the vote to approve previous month's meeting minutes)

ADDITIONAL ATTENDEES

Lisa Asare, President & CEO, New Jersey Maternal and Infant Health Innovation Authority
Roza Dabaghyan, Deputy Attorney General, Department of Law and Public Safety, Division of Law
Alexis Franklin, Office of the Governor, Authorities Unit
Anita Bliss, Treasury
Pamela Taylor, Economic Development Authority.

President & CEO Asare called the meeting to order and announced that MIHIA was in compliance with the provisions of Open Public Meetings Act and the adequate notice of the meeting had been provided in the manner prescribed by law.

President & CEO Asare took roll call and welcomed representatives from the First Lady's Office, Governor's Office, Governor's Authorities Unit, Attorney General's Office and Treasury.

Barbara George Johnson requested a motion to approve Governor Representative Kaitlan Baston to serve as an Acting Chair for the meeting.

A motion was made by Andrea Martinez-Mejia and seconded by Rosalee Boyer. All members present voted in favor. The motion carried.

The meeting was turned over to Acting Chair Baston.

Update from the Acting Chair

Acting Chair Baston greeted the Board and announced that the Department of Health (DOH) hosted demo of the Maternal Data Center Hospital Portal in collaboration with the New Jersey Hospital Association (NJHA).

Acting Chair Baston noted that members of the public who are in attendance will have the opportunity to comment during the public comment portion of the meeting.

Acting Chair Baston requested a motion to approve the minutes of the May 22, 2024 meeting. Barbara George Johnson made the motion. Shakira Abdul-Ali seconded the motion. Acting Chair Baston called for a vote. All present members voted in favor. The motion carried.

President & CEO Statement

President & CEO Asare provided an update about the recent Commonwealth Fund Report, where the US has ranked the highest amongst high income countries in Maternal Mortality. The report suggested that the US must eliminate birthing deserts, increase home visitation, and build the perinatal workforce, areas in which New Jersey is currently working to improve.

Additionally, Ms. Asare reported on the engagement of a communications firm to assist with the MIHIA launch.

Finally, Ms. Asare reported on recent public engagements as follows:

On June 21, 2024, President and CEO Asare attended the National Academy of Public Administration's Social Equity Leadership Conference at the University of Connecticut. President and CEO Asare and her colleagues from the New Jersey Office of Equity and the New Jersey Department of State participated in the Public Sector Roundtable: On the Frontlines of Diversity Equity Inclusion and discussed the impact of public policy on social equity.

On June 24, 2024, The National Pan-Hellenic Council, whose members hold membership in the Nine Black Greek Letter Organizations, known as the Divine Nine, hosted a Legislative Day in Trenton. President and CEO Asare participated in Black Maternal

Health panel. The discussion was centered around the contribution of structural inequities in black maternal mortality and potential solutions.

Other Business

Shakira Abdul-Ali suggested that the Board research the Joy Bank Fund program from Philadelphia. She also requested a site visit to the Maternal and Infant Health Innovation Center (MIHIC).

Mary Maples advised that EDA has identified an architecture/engineering and construction management firm for MIHIC.

Public Comment

There was no Public Comment.

Executive Session

There was no Executive Session.

Adjournment

Acting Chair Baston requested a motion to adjourn. Andrea Martinez- Mejia made the motion to adjourn. Dr. Philip Bonaparte seconded the motion. All members voted in favor. The motion carried.

I hereby certify this to be a true and original copy of the June 26, 2024, New Jersey Maternal and Infant Health Innovation Authority Board meeting minutes.



Lisa Asare,
President and CEO.

**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 HEALTH**

ADOPTED
August 28, 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 New Jersey Maternal Care Quality Collaborative (“MCQC”) was created pursuant to N.J.S.A. 26:18-1 *et seq* (P.L.2019, c.75) and organized within the Department of Health to work with the Governor's office to coordinate all efforts and strategies to reduce maternal mortality, mobility, and racial and ethnic disparities in the State; 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, upon the organization of the MIHIA Board’s first meeting, all powers, duties, functions and responsibilities authorized pursuant to P.L. 2019, c.75 (C.26:18-1 *et al*) shall be transferred from MCQC to MIHIA; and

**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 HEALTH**

ADOPTED
August 28, 2024

WHEREAS, in order to undertake the functions and responsibilities of the MCQC, MIHIA requires assistance from the Department of Health (“Health”), which has expertise in this area; and

WHEREAS, Health is willing to provide assistance to MIHIA with regard to the operation of MCQC until September 30, 2024 and the full transfer of functions are absorbed by MIHIA; and

WHEREAS, the Board determined it is in the best interest of the Parties to enter into Memorandum of Understanding (attached hereto) with the Health.

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

1. The Board authorizes the execution of the attached Memorandum of Understanding between MIHIA and the Department of the Health.
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: August 28, 2024



State of New Jersey
DEPARTMENT OF HEALTH

PHILIP D. MURPHY
Governor

PO BOX 360
TRENTON, N.J. 08625-0360

TAHESHA L. WAY
Lt. Governor

www.nj.gov/health

KAITLAN BASTON, MD, MSc, DFASAM
Commissioner

MEMORANDUM OF UNDERSTANDING BY AND BETWEEN

THE NEW JERSEY DEPARTMENT OF HEALTH

AND

THE NEW JERSEY MATERNAL AND INFANT HEALTH INNOVATION AUTHORITY

FOR

**TRANSFER OF THE NEW JERSEY MATERNAL CARE QUALITY COLLABORATIVE
PURSUANT TO THE NEW JERSEY MATERNAL AND INFANT HEALTH INNOVATION
ACT**

WHEREAS, on July 17, 2023, Governor Murphy signed into law the “New Jersey Maternal and Infant Health Innovation Center Act” (hereinafter “the Act”), N.J.S.A. 26:18-17 et seq., which reformed the State’s oversight and regulation of maternal and infant health by establishing the Maternal and Infant Health Innovation Authority (“Authority”) and amending P.L.2019, c.75.

WHEREAS, the Act, pursuant to N.J.S.A. 26:18-20(4)(c), provides that the Authority is to be established in, but not of, the Department of the Treasury, and the Authority upon organization, shall serve as the agency primarily responsible for coordinating efforts and strategies to reduce maternal mortality, morbidity, and racial and ethnic disparities in the State, by assuming the powers, duties, and responsibilities with regard to the regulation and oversight of activities related to maternal and infant health authorized pursuant to N.J.S.A. 26:18-1 et seq;

WHEREAS, the Authority will assume all powers, duties, and responsibilities authorized pursuant to N.J.S.A.26:18-1 et seq., which currently sits with the New Jersey Maternal Care Quality Collaborative (“NJMCQC”) residing in the New Jersey Department of Health (“DOH”);

WHEREAS, the DOH will assume all powers, duties, and responsibilities authorized under the Maternal Mortality Review Committee;

WHEREAS, it is in the public’s best interest that the DOH and the Authority, collectively referred to as “the Parties,” or individually a “Party,” agree to work collaboratively to ensure a seamless and efficient transfer of the oversight of all activities authorized pursuant to N.J.S.A. 26:18-1 et seq., to ensure its continued and uninterrupted work;

WHEREAS, the DOH and the Authority agree that the transfer of oversight shall be carried out in accordance with the “State Agency Transfer Act,” N.J.S.A. 52:14D-1 et seq., and shall include transfer of all files, books, papers, records, equipment, and other property or resources held by the NJMCQC,

including, but not limited to, any State funds that have been appropriated to the DOH for the exclusive use of the NJMCQC, which shall be deposited in accounts as may be permitted or required by law;

WHEREAS, pursuant to the Act, the Authority and the DOH are permitted to enter an interagency agreement, as necessary and appropriate pursuant to N.J.S.A. 52:14-1 et seq; and

WHEREAS, the Authority and DOH have determined that this MOU outlines the agreement between the Parties regarding the continuation of necessary services to effectuate an orderly, efficient, and timely transition.

NOW THEREFORE, to carry out the mandates of the Act and to define the structure and operation of the partnership between the Authority and DOH, in accordance with the Act, intending to be legally bound, the Parties hereby agree as follows:

I. Obligations of the Authority for Transition

1. The Authority shall assume the responsibility of supervising and overseeing the NJMCQC, pursuant to N.J.S.A. 26:18-17 et seq. upon execution of this MOU.
2. The Authority shall collaborate with the DOH to develop NJMCQC quarterly meeting agendas, reports, and participate in any meeting planning/preparation.
3. The Authority shall within 30 calendar days before September 30, 2024, assign a Maternal and Infant Health Innovation Authority (MIHIA) representative to shadow DOH staff on the completion of items set out in Section II.4. The MIHIA representative shall complete all training by September 30, 2024.
4. The Authority shall ensure that the NJMCQC continues to operate as the Maternal Health Task Force (MHTF) without interruption for the Health Resources and Services Administration (HRSA) funded State Maternal Health Innovations Program (SMHIP, Grant # U7AMC33715) at the DOH. This shall include, but is not limited to:
 - i. Assist the DOH in bringing together maternal health stakeholders and serve as the central coordinating body for advancing maternal health within the state. The MHTF will examine maternal health data specific to the State and then create and put into action innovative strategies backed by evidence and data. These strategies will address gaps and needs in maternal health identified through a strategic planning process. The MHTF shall consider the underlying factors affecting maternal health disparities.
 - ii. The MHTF's membership should be comprised of, but not limited to, state and local public health experts, such as representatives from the State Department of Health, State Title V Maternal and Child Health (MCH) Program, State Medicaid Program, and State Maternal Infant and Early Childhood Home Visiting Program. Membership should also include liaisons from the DOH's Maternal Mortality Review Committee (MMRC); individuals who have experienced pregnancy and the postpartum period; clinical providers like midwives and doulas; hospitals; representatives from community organizations focusing on reducing maternal mortality; tribes or tribal organizations; insurers; and representatives from different sectors such as transportation, housing, and corrections. The leadership and membership of the task force should reflect the communities impacted in the State.

5. The Authority shall support the NJMCQC to meet the requirements of the HRSA SMHIP (Grant #U7AMC3715).

II. Obligations of the DOH

1. The DOH shall transition the NJMCQC to the Authority by September 30, 2024.
2. The DOH shall assume the Maternal Mortality Review Committee from the NJMCQC back under its authority and complete all requirements as outlined in the statute.
3. The DOH shall engage in good faith negotiations with the Authority to extend the transition date through an amendment to this MOU, if tasks under Section II.3-5 are not fully transitioned to the Authority by the agreed-upon date.
4. At this time, the DOH has two (2)) staff members who dedicate a total of 10% of their time to providing and facilitating support to the NJMCQC. The DOH will continue to provide the following support to the Authority until September 30, 2024:
 - i. Schedule the NJMCQC quarterly and workgroup meetings. This includes all notifications to the NJMCQC members of the scheduled meetings via either print, website, or NJMCQC listserv;
 - ii. Create an agenda for the NJMCQC quarterly meetings, which includes reaching out to various presenters to confirm attendance and presentations;
 - iii. Meet with the chair and co-chair of the NJMCQC prior to each quarterly meeting to discuss any outstanding concerns;
 - iv. Serve as the Collaborative's Secretary by facilitating the NJMCQC quarterly meetings and ensuring that the meetings adhere to Robert's Rules of Order;
 - v. Record meeting minutes for both the quarterly and workgroup meetings and subsequently share said minutes with the corresponding NJMCQC and workgroup leads; and
 - vi. Meet with the chairs of the workgroups on an "as needed" basis when any issue requiring attention should arise.
5. The DOH shall ensure the transfer of all files, books, papers, records, equipment, and other property or resources held by the NJMCQC, including, but not limited to, any State funds that have been appropriated to the Department of Health for the exclusive use of the NJMCQC, which shall be deposited in accounts as may be permitted or required by law.
 - i. **Documents:** At this time, the DOH is only in possession of and will transfer all NJMCQC files, books, papers, and records as identified below:
 - a. Quarterly meeting agendas and minutes;
 - b. Workgroup meeting agendas, minutes, and reports;
 - c. Committee membership approvals;
 - d. Open Public Records Act (OPRA) Requests; and
 - e. See Section II, 6 for all ethics records.
 - ii. **Equipment:** There is no NJMCQC equipment or other property. As such, there shall be no transfer of equipment or other property.
 - iii. **Personnel:** There are no full or part-time employees funded under the NJMCQC, as such, there shall be no transfer of staff.

- iv. **State Funds:** There are no state funds appropriated to the NJMCQC or to support projects overseen by the NJMCQC, as such, there shall be no transfer of state funds.
 - v. **Contracts/Agreements:** The NJMCQC has not awarded any contracts or agreements, as such, there shall be no transfer of contracts or agreements.
6. The DOH shall ensure that all ethics matters pursuant to N.J.S.A 52:13D-12, et seq involving the NJMCQC are transferred to the Authority's Ethics Liaison within 30 calendar days from the execution of this MOU which shall include the following:
- i. Record of MCQC members completion of annual ethics training requirements;
 - ii. All MCQC member Outside Employment;
 - iii. All recusals on file for the NJMCQC members; and
 - iv. All other documentation submitted by the members of the NJMCQC shall be transferred or made available to the Authority's Ethics Liaison as necessary.
7. DOH staff shall be made available to the Authority to answer questions pertaining to any of the items specified in Section III-IV above when deemed necessary.
8. DOH staff shall be made available to the Authority's Ethics Liaison to answer questions pertaining to any of the items specified in Section V above when deemed necessary.

III. Additional Services

- 1. Any additional services required by the Authority will be negotiated separately from this MOU.
- 2. Any increase or decrease in services requested by the Authority that will require an adjustment in the number of DOH employees assigned to the Authority, or that will modify the scope of the Parties' responsibilities under this MOU, will be negotiated separately but may be made part of this MOU by amendment.
- 3. All Open Public Records Act requests concerning the Authority, or the Maternal Care Quality Collaborative received by DOH on or after **September 30, 2024**, will either be fulfilled by DOH or redirected to the Authority, as determined by the nature of the request. DOH agrees to work with the Authority on the migration of data/OPRA records, as applicable.

IV. General Terms

- 1. **Term and Conditions Oversight:** DOH and the Authority shall establish a process for monitoring and evaluating the effectiveness of the terms and conditions set forth in this MOU within seven (7) days of execution of the MOU. DOH and the Authority shall schedule bi-weekly meetings, or more frequently as deemed necessary to discuss the progress of the transition.
- 2. If either Party is delinquent in the performance of any of the terms and conditions of this MOU, the Parties shall meet to discuss the delay and/or omission. The meeting to resolve any disputes regarding performance under this MOU shall include any staff member(s) and

leadership involved in the delinquent service and subject to Dispute Resolution described in Section IV. 2. No bi-weekly meeting or dispute resolution shall occur without the presence of the DOH Chief of Staff and/or their designee. Reference Section III.2.

4. Dispute Resolution: All disputes and conflicts between the staff of the Authority and the staff of the DOH regarding the terms and conditions of this MOU shall be brought to the attention of the Authority's President and the DOH's Chief of Staff and the Deputy Commissioner of the Public Health Services Branch within seven (7) days of the dispute. If the staff from the respective agencies are unable to agree to a mutual resolution within thirty (30) days, the Authority's President, and the Commissioner of the DOH, shall collaborate and decide how to resolve such conflicts. All resolved conflicts will be memorialized and made a part of this MOU by amendment.
5. Records Retention: DOH, and the Authority shall maintain records in accordance with applicable State record retention schedule requirements.
6. Severability: If any provision of this MOU is invalidated by State or federal authority, or because it subjects the State of New Jersey to disallowance or deferral of federal funding or other resources, the provision may be nullified or amended, and the remainder of the MOU shall not be affected and shall be in effect as if the invalid provision did not exist, if the intent of the Act can be effectuated. To this end, the terms and conditions of this MOU are declared severable.
7. Entire Agreement: This MOU represents the entire agreement between the Parties and shall supersede any prior understanding, conduct, negotiations, expectations, or representations, whether written or oral. This MOU is a complete integration and constitutes the entire agreement of the parties with respect to the subject matter encompassed by this MOU and the Parties have read, understood, and approved this MOU in its entirety.
8. Amendment: This MOU may be amended only by written agreement executed by both Parties.
9. Assignment: This MOU shall not be assigned without the prior written consent of both Parties to this MOU.
10. Additional Agreements: The Authority and DOH shall identify additional inter-agency agreements that are required to accomplish the goals of this MOU and will collaborate and negotiate those agreements in good faith.
11. Non-Waiver: Failure by either party to this MOU to exercise any right or demand performance of any obligation under this MOU shall not be deemed a waiver of such right or obligation.
12. Confidentiality: The DOH and the Authority recognize that confidentiality of their respective data is of paramount importance and must be observed except where disclosure is allowed by this MOU, state law, federal law, or court order.

The Parties' obligation to maintain the confidentiality of information under this MOU is conditioned upon and subject to the Parties' obligation under the New Jersey Open Public Records Act, N.J.S.A. 47:1A-1 et. seq., ("OPRA"), the New Jersey common law right to know, and any other lawful document request or subpoena.

13. Applicable Laws: The Parties agree to comply with all applicable Federal, State, and local laws, rules, and regulations (collectively, "laws"), including but not limited to the following: State and local laws relating to safeguarding of confidential information.
14. Privacy and Security Laws: Any access or services provided for in this MOU shall operate in accordance with all applicable privacy laws, and regulations governing confidentiality.
15. Choice of Law: The laws of the State of New Jersey shall govern this MOU.
16. Headings: Section headings are not to be considered a part of this MOU and are not intended to be a full and accurate description of the contents hereof.
17. Acknowledgement: The terms of this MOU have been read and understood by the parties whose signatures appear below. The Parties agree to comply with all terms and conditions of the MOU, including any attachments or amendments.
18. Counterparts: This MOU may be executed in counterparts.
19. Independent entity: The Parties to this MOU are independent entities and neither Party shall hold itself out as an agent, partner, or representative of the other.
20. Communications: The Parties agree that electronic communication via email to the principal contacts identified under Section VI below is the preferred method for the exchange of correspondence, deliverables, invoices, etc., for this MOU unless stated otherwise herein.

V. Termination

1. This MOU shall be effective upon the full execution of the MOU. This MOU may be terminated at any time by mutual written agreement of both Parties which shall terminate upon thirty (30) days advanced written notice to the Principal Contacts in Section VI. below, by Legislative mandate, or by Executive Order.
2. This MOU may be extended by written consent of both Parties.
3. Notice of termination shall be delivered via email to all the respective Principal Contacts identified in Section VI. below and the Deputy Commissioner of the Public Health Services Branch within the Department of Health.

VI. Principal Contacts

1. The principal contacts for all notifications required or otherwise necessary under this Agreement shall be as follows:
 - A. The principal contacts under the MOU for DOH shall be:

Program Contact: Carly Slutsky
Address: Office of the Assistant Commissioner,
Division of Family Health Services,
55 North Willow Street, Trenton, NJ 08625,
Telephone: (609) 292-4043
Email: Carly.Slutsky@doh.nj.gov

B. The principal contacts for the Authority under this MOU shall be:

Program Contact: Lisa Asare, President & Chief Executive Officer
Address: New Jersey Maternal and Infant Health Innovation Authority,
225 E. State St. 2nd Floor
Telephone: (609)-246-5131
Email: Lisa.Asare@njmihia.gov

VII. Signatories

We, the undersigned, consent to the contents of this MOU. This MOU shall be effective upon the date of the last party to sign this MOU below.

In Witness Whereof, the Parties hereby consent to the terms of this MOU.

STATE OF NEW JERSEY DEPARTMENT OF HEALTH

BY: _____

Kaitlan Baston, MD MSc DFASAM, Commissioner

DATE: _____

**STATE OF NEW JERSEY
MATERNAL AND INFANT
HEALTH INNOVATION
AUTHORITY**

BY: _____

Lisa Asare, President & CEO

DATE: _____

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

ADOPTED
August 28, 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 New Jersey Maternal Care Quality Collaborative (“MCQC”) was created pursuant to N.J.S.A. 26:18-1 *et seq* (P.L.2019, c.75) and organized within the Department of Health and to work with the Governor's office to coordinate all efforts and strategies to reduce maternal mortality, mobility, and racial and ethnic disparities in the State; 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 MIHIA Board is held the first Board meeting on March 27, 2024, in accordance with the provisions of the Open Public Meeting Act, P.L. 1975, c. 231, and amended; and

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

ADOPTED
August 28, 2024

WHEREAS, pursuant to the Act, upon the organization of the MIHIA Board at its first meeting, all powers, duties, and responsibilities authorized pursuant to P.L. 2019, c.75 (C.26:18-1 et al.) shall be transferred from MCQC to MIHIA; and

WHEREAS, no previous bylaws have been adopted for the regulation of the affairs of the MCQC; and

WHEREAS, is it deemed in the best interest of the Board to adopt the MCQC bylaws attached hereto as EXHIBIT A.

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

1. The members of the Board hereby approve the adoption of the MCQC 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: August 28, 2024

NJ Maternal Care Quality Collaborative

AMENDED By-Laws

Approved – August 24, 2024

Preamble

The New Jersey Maternal Care Quality Collaborative (NJMCQC or “Collaborative”) was established pursuant to N.J.S.A. 26:18-1, et seq. to coordinate all efforts and strategies to reduce maternal mortality, morbidity, and racial and ethnic disparities in the State.

I. Description of Membership

The NJMCQC shall be composed of 39 members, including eight ex-officio members and 31 public members appointed by the Governor.

- (a) The ex officio members shall include the following persons or their designees:
 - the Deputy Commissioner of Health Systems in the Department of Health (“NJDOH”);
 - the Deputy Commissioner of Public Health Services in the Department of Health;
 - the Director of the Office of Minority and Multicultural Health in the Department of Health;
 - the Director of the Division of Medical Assistance and Health Services in the Department of Human Services;
 - the Assistant Commissioner of Health and Life Insurance Plans in the Department of Banking and Insurance;
 - the Director of the Division of Consumer Affairs in the Department of Law and Public Safety;
 - the Director of the New Jersey Maternal Data Center in the Department of Health; and
 - the president and chief executive officer of the New Jersey Maternal and Infant Health Innovation Authority, who shall serve as Chairperson of NJMCQC.
- b) The public members appointed by the Governor shall include members representing each of the following groups:
 - the New Jersey Hospital Association;
 - the New Jersey Health Care Quality Institute;
 - the Catholic HealthCare Partnership of New Jersey;
 - the Hospital Alliance of New Jersey;
 - the Fair Share Hospitals Collaborative;
 - the New Jersey section of the American College of Obstetricians and Gynecologists;
 - the New Jersey Affiliate of the American College of Nurse Midwives;
 - the New Jersey Medical Society;
 - two medical directors of health plans in the State, as recommended to the Commissioner by the President of the New Jersey Association of Health Plans;
 - the New Jersey Section of the Association of Women’s Health Obstetric and Neonatal Nurses;
 - the New Jersey Chapter of the American College of Emergency Physicians;
 - the New Jersey affiliate of Planned Parenthood;

- the New Jersey Association of Osteopathic Physicians and Surgeons;
- the New Jersey Primary Care Association;
- the Partnership for Maternal and Child Health of Northern New Jersey;
- the Central Jersey Family Health Consortium;
- the Southern New Jersey Perinatal Cooperative;
- each of the four existing Regional Health Hubs as provided in P.L.2019, c.517 (c.30:4D-8.16 et seq.) or any successor organization to that Regional Health Hub;
- The Perinatal Health Equity Initiative; and
- eight additional public members appointed on the recommendation of the Governor, one member who is engaged in maternal health advocacy; one who is engaged in health equity advocacy; one member who has personal experience in receiving perinatal services in one of the 10 New Jersey municipalities with the highest infant mortality rates in the State; one member who has expertise in maternal or infant health workforce development or graduate health education; one member who has expertise in behavioral health; one member who has expertise in providing doula services; one member who has expertise in providing lactation services as an international board certified lactation consultant; and one member who is engaged in healthcare consumer advocacy.

II. Terms of Office of Appointed Members

- 1) The public members of the NJMCQC shall serve without compensation and shall each serve for a term of three years.
- 2) Each public Collaborative member shall serve for the term of their appointment and shall remain a member in holdover status until a successor is appointed and qualified.
- 3) A public Collaborative member may be reappointed to the Collaborative upon the expiration of their term.
- 4) Only members identified by the governing legislation can serve as appointed, voting members on the Collaborative.
- 5) Any vacancy in the membership of the Collaborative shall be filled, for the unexpired term, in the same manner as provided for in the original appointment. No vacancy in the membership of the Collaborative shall impair the right of a quorum to exercise all the rights and perform all the duties of the Collaborative.

III. Meetings of the Collaborative

- 1) Quorum and Voting Requirements at all Meetings
 - (a) A simple majority of the total number of members currently appointed to the Collaborative shall constitute a quorum for the conducting of official Collaborative business during regular and special meetings.
 - (b) A simple majority of voting members shall be required for the Collaborative to take action at any meeting where a quorum is present
 - (c) Only ex-officio members can send designees to Collaborative meetings to report on information requested by the Collaborative and vote on official business.
 - (d) No appointed public members shall be permitted to appoint a designee or vote by proxy.

2) Frequency and Place of Meetings

- a) Elections of Collaborative Officers shall be held during a regular Collaborative meeting.
- b) In the event that neither the Chairperson nor the Vice-Chairperson is present at a meeting of the Collaborative, and provided that a quorum exists, the members constituting the quorum shall elect a Chairperson Pro Tempore for that meeting. Such office is terminated by the entrance of the Chairperson or Vice-Chairperson.
- c) The Collaborative shall meet quarterly, and it shall additionally meet at the call of the Chairperson.
- d) The Collaborative shall meet either in-person or virtually as needed, at the location provided in the notice.
- e) The Chairperson shall have authority to cancel a regular meeting upon posting of a notice.

3) Special Meetings

The Chairperson shall have the authority to call for additional meetings to propel activities and decisions by the Collaborative.

4) Meetings by Telephone and/or Video Conference

The Chairperson shall have the authority to hold meetings by telephone and/or video conference.

5) Open Public Meetings Act

- a) Meetings will be held in public and are subject to the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq. (OPMA).
- b) Notice of all public meetings shall be provided as required by OPMA electronically on the Collaborative's website and other locations as deemed appropriate by the Chairperson.

IV. Sub-Committees

- 1) The Collaborative may establish sub-committees as it deems necessary and appropriate.
- 2) Sub-committees shall meet as often as necessary to accomplish the purpose for which the sub-committees were formed.
- 3) Sub-committees shall be comprised of at least one member of the Collaborative and, when deemed appropriate, other non-member individuals who have specialized expertise necessary to accomplish the purpose for which the sub-committees were established.
- 4) Sub-committee leads shall be a member of the Collaborative and responsible for directing members, creating timely resources and reporting to the Collaborative in quarterly public meetings on sub-committees activities.

V. Attendance Requirements at Meetings

- 1) Members of the Collaborative shall attend all regular and special meetings of the Collaborative.
- 2) If any appointed member is absent, without reasonable cause to be determined by the Chairperson, from two (2) consecutive meetings within a twelve-month period, the Chairperson shall alert the original appointing authority of the possibility of removal of the absentee member from the Collaborative.

VI. Election and Removal of Officers

- 1) The president and chief executive officer of the New Jersey Maternal and Infant Health Innovation Authority, shall serve as the Chairperson.
- 2) The Collaborative shall organize as soon as practicable following the appointment of a majority of its members.
- 3) The Chairperson may appoint a Secretary at their discretion. The Secretary shall provide administrative and note keeping support for the Collaborative as deemed appropriate by the Chairperson. The Secretary shall be a member of the Collaborative.
- 4) Upon the vacancy of any Collaborative appointee positions and at least annually, the Chairperson, or acting Chairperson, shall accept nominations of officers prior to the next regularly scheduled meeting of the Collaborative and the nominee(s) shall be presented at the following meeting of the Collaborative.
- 5) Votes for election of the vice-chair shall be by open ballot.
- 6) Any officer of the Collaborative may be removed from office by open ballot with a two-thirds majority vote of all members of the Collaborative. All appointed NJMCQC members are required to vote on the removal of a Collaborative officer.

VII. Duties of Officers

- 1) Chairperson
 - a) Shall preside over the Collaborative meetings.
 - b) Has the authority to call special meetings.
 - c) Has authority to cancel a regular meeting upon a notice.
 - d) Shall be a member of and attend the meetings of the Collaborative.
- 2) Vice-Chairperson
Shall perform the duties of the Chairperson when the Chairperson is absent or when requested by the Chairperson.
- 3) Secretary
Shall attend regular and special meetings of the Collaborative. Take roll call, record minutes and votes of the meetings.

VIII. Powers and Duties of the Collaborative (As defined in N.J.S.A. 26:18-3)

1. Adopt and implement the Nurture New Jersey strategic plan for the State of New Jersey to reduce maternal mortality, morbidity and racial and ethnic disparities. The NJMCQC shall meet quarterly to develop recommendations to submit to the Board of the New Jersey Maternal and Infant Health Innovation Authority for review and approval. Such recommendations shall include but shall not be limited to, proposed activities that forward this and other applicable strategic plans, strategies on future activities, solicit funding opportunities, action items based on the data generated and collected by, the Maternal Data Center, the Healthcare Quality and Informatics Unit, the Maternal Mortality Review Committee, the Department of Health, and its partners, and strategies to communicate goals and achievement of these goals with stakeholders.
2. Pursuant to NJSA 26:18-3f, the New Jersey Maternal and Infant Health Innovation Authority (MIHIA) Board, on behalf of the Collaborative can:
 - (a) Apply for and accept any grant of money from the federal government, private foundations or other sources, which may be available for programs related to maternal mortality, morbidity, and racial and ethnic disparities; and
 - (b) Coordinate with the Department of Health to receive federal funds specifically designated for programs concerning maternal mortality, morbidity, and racial and ethnic disparities.
3. In coordination with MIHIA, serve as an advisory taskforce to help implement all strategies funded under the NJDOH's Human Services and Resources Administration (HRSA) State Maternal Health Innovation Program and any other federal programs necessary to execute the goals, priorities, and activities of NJDOH under the maternal health portfolio.
4. Work with MIHIA to identify and enter into contracts with individuals, organizations, and institutions necessary for the performance of its duties under P.L.2019, c.75 (C.26:6C-1 et al.).
5. Establish and coordinate among sub-committees as necessary to achieve the purposes of NJMCQC.

IX. Conflict of Interest

- 1) All members of the NJMCQC are Special State Officers as defined by N.J.S.A. 52:13D-13 and accordingly are subject to and shall comply with the New Jersey Conflicts of Interest Law (N.J.S.A. 52:13D-12, et seq.) rules (N.J.A.C. 19:61-1.1, et seq.) and the Uniform Ethics Code (<https://www.nj.gov/ethics/ethics/state/>).
- 2) Should a conflict of interest arise, the NJMCQC member must inform the NJMCQC Chair and designated Ethics Officer for the Collaborative.

X. Enactment and Adoption of By-Laws

- 1) The Collaborative may enact and may amend its By-Laws by a two-thirds of the quorum vote.
- 2) All members of the Collaborative shall be given a copy of the By-Laws upon appointment to the Collaborative.

Adopted: August 28, 2024

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

ADOPTED
August 28, 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: August 28, 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
August 28, 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: August 28, 2024