

**MEDICAL UNIVERSITY HOSPITAL AUTHORITY BOARD OF TRUSTEES MEETING MINUTES  
OCTOBER 14, 2022**

The MUHA Board of Trustees convened on October 14, 2022, with the following board members present: Dr. James Lemon, Chair; Charles Schulze, Vice-Chair; Terri Barnes, Jim Battle; Bill Bingham; Dr. Melvin Brown; Dr. Fritz Butehorn; Dr. Guy Castles; Dr. Richard Christian; Dr. Paul Davis; Barbara Johnson-Williams; Dr. Murrell Smith; Mr. Michael Stavrinakis, and Mr. Tom Stephenson. MUSC officials present were Dr. David Cole; Rick Anderson; Kate Azizi, Dr. Patrick Cawley; Annette Drachman; Dr. Terry Steyer; Dr. Lori McMahon; Dr. Lisa Saladin; and Mark Sweatman.

**Item 1. Call to Order.**

There being a quorum present, Chairman Lemon called the meeting to order.

**Item 2. Roll Call for the MUHA and MUSC Board of Trustees.**

Katherine Haltiwanger, Board Secretary, called the roll and announced that “In compliance with FOIA, the notice of meetings and agendas were furnished to all news media and persons requesting notification.”

**Item 3. Date of Next Meeting.**

The date of the next meeting of the MUSC/MUHA Board of Trustees is December 9, 2022.

**Item 4. Approval of Minutes.**

Chairman Lemon called for a motion to approve the minutes of August 10 and 12, 2022.

*Board Action: The motion was made by Mr. Schulze, was seconded, and unanimously carried.*

**RECOMMENDATIONS AND INFORMATIONAL REPORTS OF THE PRESIDENT**

**Item 5. General Informational Report of the President.**

Dr. Cole called on Dr. Paul Davis, Board of Trustees member, who introduced, Mr. Rainey Josey. Mr. Josey was diagnosed at age 17 with hypertrophic cardiomyopathy and received a heart transplant at MUSC on July 25, 2018. Mr. Josey shared his journey over the years living with this condition leading up to his heart transplant. He gave accolades to the doctors, nurses, and others who cared for him and praised MUSC’s leadership. After hearing his heartwarming story, Dr. Lemon, on behalf of the Board, thanked Mr. Josey for sharing his story and stated that hearing a patient’s story is just one of many reasons that make us all proud to be a part of MUSC.

*Board Action: Report received as information.*

**Item 6. Other Business.**

None.

**AUTHORITY OPERATIONS, QUALITY & FINANCE COMMITTEE. CHAIR: DR. MURRELL SMITH, SR.**

***(Detailed committee minutes attached.)***

**Item 7. Election of Committee Chair.**

Charles Schulze, Vice Chair, nominated Dr. Murrell Smith for Chair of the Authority Operations, Quality and Finance Committee.

*Board Action: Dr. Lemon made a motion to reelect Dr. Smith as Chair; the motion was second, voted on, and unanimously carried.*

**Item 8. MUSC Health Status Report.**

Dr. Smith reported that Dr. Cawley gave the MUSC Health Status report and gave an update on FY2023 organization goal performance.

*Board Action: Report received as information.*

**Item 9. Certificate of Need Request.**

Dr. Smith made a motion to approve the request for MUHA to apply for Certificate of Need (CON) Applications for the following:

- 20 additional acute care beds for Med-Psych and 20 additional acute care beds for Med-Surg to be located at MUSC Health Charleston University Medical Center.
- 25 additional psychiatric beds to be located at MUSC Health Florence Rehabilitation Hospital-Cedar Tower.

*Board Action: The motion made by Dr. Smith was seconded, voted on, and unanimously carried.*

**Item 10. MUHA Financial Report.**

Dr. Smith reported that Lisa Goodlett, Chief Financial Officer, MUSC Health, reported on financial performance through August 31, 2022, at the system level and by each market.

*Board Action: Report received as information.*

**Item 11. Capital Reprioritization Requests for Approval.**

Dr. Smith made a motion to approve the following capital reprioritization requests:

- MUSC Health Charleston a request to increase the construction budget on the Rutledge Tower Air Handler project from \$600,000 to \$850,000 and increase the construction budget on West Campus Phase II Expansion Enabling Project from \$1 million to \$1.3 million.
- MUSC Health Chester a request to fund the replacement of all existing Long-term patient room heating and cooling units at the Nursing Center for \$300,697.

*Board Action: The motion made by Dr. Smith was seconded, voted on, and unanimously carried.*

**Item 12. Quality and Patient Safety Report.**

Dr. Smith reported that Dr. Danielle Scheurer, Chief Quality Officer, MUSC Health, gave the quality and patient safety report focused on Quality WINS and scorecards.

*Board Action: Received as information.*

**Item 13. Legislative Update.**

Dr. Smith reported that Mark Sweatman, Chief of Governmental Affairs, gave an update on legislative activities at the state and federal levels.

*Board Action: Received as information.*

**Item 14.** Item removed.

**Item 15. Other Committee Business.**

None.

**MUHA AND MUSC PHYSICAL FACILITIES COMMITTEE. CHAIR: MR. BILL BINGHAM  
(Detailed committee minutes attached.)**

**Item 16. Election of Committee Chair.**

Charles Schulze, Vice Chair, nominated Mr. Bill Bingham for Chair of the MUHA and MUSC Physical Facilities Committee.

*Board Action: Dr. Lemon made a motion to reelect Mr. Bingham as Chair; the motion was second, voted on, and unanimously carried.*

**Item 17. Major Projects Status Report.**

Mr. Bingham reported that Mr. Tom Crawford, Chief Operating Officer, MUSC Health, gave an update on major projects in the Charleston, Florence, and Lancaster divisions.

*Board Action: Received as information.*

**Item 18. MUHA Leases for Approval.**

Mr. Bingham made a motion to approve the following:

- Lease renewal for 1,600 SF of office space at 125 Doughty Street, Suite 440, in Charleston for MUSC Bone Marrow Transplant. Five-year lease term for a total cost of \$283,680.
- Lease renewal for 4,456 SF of office space at 125 Doughty Street, Suite 460, in Charleston for MUSC Digestive Disease. Five-year lease term for a total cost of \$790,050.53.
- New lease for 11,494 SF of office space at 125 Doughty Street, Suites 370, 400, 600, and 695, in Charleston for Women's Behavioral Health, Risk Management, Department of Psychiatry, COM General Pediatrics and Genetics. Five-year lease term for a total cost of \$2,037,890.66.

*Board Action: The motion made by Mr. Bingham was seconded, voted on, and unanimously carried.*

**Item 19. West Campus Enabling Project Budget Adjustment for Approval.**

Mr. Bingham made a motion to approve the West Campus Enabling Project budget adjustment

increase of \$300,000 for a new total project cost of \$1,300,000.

*Board Action: The motion made by Mr. Bingham was seconded, voted on, and unanimously carried.*

**Item 20. Deferred Maintenance Capital Project FY23 Rutledge Tower AHU 2-2 Replacement Budget Adjustment for Approval.**

Mr. Bingham made a motion to approve the Rutledge Tower Air Handling Unit 2-2 Replacement budget increase of \$350,000 for a new total project cost of \$850,000.

*Board Action: The motion made by Mr. Bingham was seconded, voted on, and unanimously carried.*

**Item 21. MUSC Combined Heat and Power Facility Budget Adjustment for Approval.**

Mr. Bingham made a motion to approve MUSC Combined Heat and Power Facility budget adjustment including moving forward with securing the revised construction cost estimates, which is contingent upon confirmation of the up to 40% tax credits, master lease debt not to exceed \$58 million, positive cash flow by year 8, and project simple payback by year 13.

*Board Action: The motion made by Mr. Bingham was seconded, voted on, and unanimously carried.*

**Item 22. Construction Manager at Risk Selections for College of Health Professions and College of Medicine Building Projects for Approval.**

Mr. Bingham made a motion to approve Rodgers Thompson Turner as the Construction Manager at Risk for the College of Health Professions and College of Medicine Building projects.

*Board Action: The motion made by Mr. Bingham was seconded, voted on, and unanimously carried.*

**Item 23. Architect/Engineer Selections for Campus Connector Bridges and Children's Research Institute AHU #1 & 2 Replacement Projects for Approval.**

Mr. Bingham made a motion to approve the selection of the SLAM Collaborative as the architect/engineer for the Campus Connector Bridges and DWG Consulting Engineers as the architect/engineer for the Children's Research Institute Air Handler Units 1 and 2 replacement projects.

*Board Action: The motion made by Mr. Bingham was seconded, voted on, and unanimously carried.*

**Item 24. Other Committee Business.**

None.

**MUHA AND MUSC AUDIT COMMITTEE. ACTING CHAIR: MR. TOM STEPHENSON**  
*(Detailed committee minutes attached.)*

**Item 25. Election of Committee Chair.**

Charles Schulze, Vice Chair, nominated Mr. Tom Stephenson for Chair of the MUHA and MUSC Audit Committee.

Board Action: Dr. Lemon made a motion to reelect Mr. Stephenson as Chair; the motion was second, voted on, and unanimously carried.

**Item 26. Enterprise Compliance Report.**

Mr. Stephenson reported that Stacey Dodd, MUHA Compliance Officer, gave the compliance report on the MUSC Enterprise.

Board Action: Received as information.

**Item 27. Report of the Office of Internal Audit.**

Mr. Stephenson reported that results from recent audits were mailed to board members.

Board Action: Received as information.

**Item 28. Other Committee Business.**

None.

**OTHER BUSINESS FOR THE BOARD OF TRUSTEES**

**Item 29. Rescindment and Approval of MUHA Board of Trustees Policies.**

Dr. Lemon asked if there were any questions or discussion needed regarding the proposed policy changes and there being none, Dr. Lemon made a motion to approve.

Board Action: The motion made by Dr. Lemon was seconded; voted on, and unanimously carried.

**Item 30. Approval of Consent Agenda.**

Approval of the consent agenda was requested.

Board Action: Chairman Lemon called for a motion to approve the consent. The motion was made by Mr. Schulze, the motion was seconded and unanimously carried.

**Item 31. Executive Session.**

A motion was made by Mr. Jim Battle to move into closed session to discuss the following items pursuant to sections 30-4-70(a) of the South Carolina Code for the following:

- the employment, appointment, and compensation of an employee, student, or a person regulated or appointed by a public body,
- negotiations of pending contracts related to the possible expansion of clinical services and other strategic initiatives, the proposed sale or purchase of real property on the Charleston campus,
- discussion of contracts related to the proposed COGEN plant,
- and the receipt of legal advice relating to matters covered by the attorney-client privilege.

Board Action: The motion made by Mr. Battle was seconded, voted on, and unanimously carried. Chairman Lemon announced that the Board of Trustees would move into closed session following the

conclusion of the MUSC Board of Trustees Regular Agenda.

**Item 32. New Business for the Board of Trustees.**

None.

**Item 33. Report from the Chairman.**

None.

**CONSENT AGENDA**

**AUTHORITY OPERATIONS, QUALITY & FINANCE COMMITTEE**

**Item 31. Appointments, Reappointments, and Delineation of Privileges.**

Appointments, reappointments, and delineation of privileges requests for May, June, and July 2022 were presented for approval.

Board Action: The motion made by Dr. Smith was seconded, voted on, and unanimously carried.

**Item 32. Revised Withholding / Withdrawing Life-Sustaining Treatment Policy.**

The revised Withholding / Withdrawing Life-Sustaining Treatment Policy was presented for approval.

Board Action: The motion made by Dr. Smith was seconded, voted on, and unanimously carried.

**Item 33. Revised Medical Staff Rules and Regulations.**

The revised Medical Staff Rules and Regulations were presented for approval.

Board Action: The motion made by Dr. Smith was seconded, voted on, and unanimously carried.

**Item 34. MEC Minutes.**

MEC minutes from April, May, and June 2022, were presented for information.

Board Action: Received as information.

**Item 35. Contracts and Agreements.**

Contracts and agreements since the last board meeting were presented for information.

Board Action: Received as information.

**MUHA AND MUSC PHYSICAL FACILITIES COMMITTEE**

**Item 36. MUSC FY2023 Active Projects >\$250,000.**

MUSC active projects exceeding \$250,000 were presented for information.

Board Action: Received as information.

**Item 37. MUSC Facilities Contracts Awarded.**

Facilities contracts awarded were presented for information.

Board Action: Received as information.

There being no further business, the meeting of the MUHA Board of Trustees was adjourned.

Respectfully submitted,

*Katherine S. Haltiwanger*

Katherine S. Haltiwanger, Board Secretary

**Hospital Operations, Quality, and Finance Committee Minutes**  
**October 13, 2022**

**Item 7. Election of Committee Chair.**

Charles Schulze, Vice Chair, nominated Dr. Murrell Smith for Chair.

*Committee Action: Dr. Lemon made a motion to reelect Dr. Smith as Chair; the motion was second, voted on, and unanimously carried.*

**Item 8. MUSC Health Status Report.**

Dr. Patrick Cawley, CEO, MUSC Health, gave an update on the Fiscal Year 2023 goal performance. Dr. Cawley reviewed how the health system sets its organizational goals longitudinally and reminded the Board of MUSC Health's Strategic Intent 2026. He reported on year-to-date goal performance by division with Charleston at 2.97, Florence at 1.96, Lancaster at 2.48, and Midlands at 2.51.

*Committee Action: Report received as information.*

**Item 9. Requests to Apply for Certificate of Need (CON) Applications.**

Dr. Cawley requested approval for MUHA to apply for CON Applications for the following:

- 20 additional acute care beds for Med-Psych and 20 additional acute care beds for Med-Surg to be located at MUSC Health Charleston University Medical Center.
- 25 additional psychiatric beds to be located at MUSC Health Florence Rehabilitation Hospital-Cedar Tower.

*Committee Action: Recommend approval.*

**Item 10. MUHA Financial Report.**

Lisa Goodlett, CFO, MUSC Health, reported on MUHA's Consolidated financial performance through August 31, 2022. She reported 59 Days cash on hand; debt service coverage of .99; debt service coverage adjusted for non-cash pension and OPEB of 2.48; operating margin of \$2.1 M favorable to a fixed budget and a total margin of \$1.8 M favorable to a fixed budget. Ms. Goodlett also reported on the financial performance of each of the markets including Charleston, Florence, and Lancaster.

*Action: Report received as information.*

**Item 11. Capital Reprioritization Requests for Approval.**

Lisa Goodlett requested approval of the following capital reprioritization requests:

- MUSC Health Charleston a request to increase the construction budget on the Rutledge Tower Air Handler project from \$600,000 to \$850,000 and increase the construction budget on West Campus Phase II Expansion Enabling Project from \$1 million to \$1.3 million.
- MUSC Health Chester a request to fund the replacement of all existing Long-term patient room heating and cooling units at the Nursing Center for \$300,697.

*Action: Recommend approval.*

**Item 12. Quality and Patient Safety Report.**



Dr. Danielle Scheurer, Chief Quality Officer, MUSC Health, reported on Quality WINS and scorecards. Quality WINS include the Florence division quality gains of highest overall quality score in system FY22; Leapfrog scores of “A” for Florence and “C” for Marion; CMS star ratings “3”; dramatic improvements in Vizient rankings and mortality index of 0.48. Other quality wins include in CY2023 the REACH ACO which rewards health equity, and CAUTI (a hospital-acquired infection) was very low across all divisions. Dr. Scheurer reported on the FY22 Quality scorecards across the system and by division. FY23 year-to-date overall quality score at the system level is 2.7; Charleston at 2.4; Florence at 2.4; Lancaster at 2.7; and Midlands at 3.0.

*Committee Action: Received as information.*

**Item 13. Legislative Update.**

Mark Sweatman, Chief of Governmental Affairs, reported on legislative activities at the state and federal levels. Mr. Sweatman also introduced Ms. Sarah Hearn who is the new Governmental Affairs Manager who joined the team on October 10.

*Committee Action: Received as information.*

**Item 14.** Item removed.

**Item 15. Other Committee Business.** None.

**Item 34. Appointments, Reappointments, and Delineation of Privileges (Consent item).**

Appointments, reappointments, and delineation of privileges requests for August and September 2022 were presented for approval.

*Action: Recommend approval.*

**Item 35. Revised Medical Staff Credentialing Policy and Procedure Manual (Consent item).**

Revisions to the Medical Staff Credentialing Policy and Procedure Manual were presented for approval.

*Action: Recommend approval.*

**Item 36. MEC Minutes (Consent item).**

MEC minutes from July and August 2022 were presented for information.

*Committee Action: Received as information*

**Item 37. Contracts and Agreements (Consent item).**

Contracts and agreements since the last board meeting were presented for information.

*Committee Action: Received as information*

There being no further business, the committee adjourned. *Jane L. Scott*

**MUHA and MUSC Physical Facilities Committee Minutes**  
**October 13, 2022**

**Item 16. Election of Committee Chair.**

Charles Schulze, Vice Chair, nominated Mr. Bill Bingham for Chair of the MUHA and MUSC Physical Facilities Committee.

*Committee Action: Dr. Lemon made a motion to reelect Mr. Bingham as Chair; the motion was second, voted on, and unanimously carried.*

**Item 17. Major Projects Status Report.**

Mr. Tom Crawford, COO, MUSC Health, gave an update on the following major projects:

- MUSC Charleston: West Ashley Medical Pavilion; Sea Islands Medical Pavilion; MUSC Health Specialty Pharmacy at CSC; and, E-PACS
- MUSC Florence: Black River Medical Center and IS Updates
- MUSC Lancaster: SCDoC - Chester Acute Inpatient Unit; SCDoC – Lancaster Women's Behavioral Health Unit; and VIR Cath Lab

*Committee Action: Received as information.*

**Item 18. MUHA Leases for Approval.**

Jessica Paul, Chief Real Estate Officer, MUSC Health, presented the following lease renewals and a new lease for approval:

- Lease renewal for 1,600 SF of office space at 125 Doughty Street, Suite 440, in Charleston for MUSC Bone Marrow Transplant. Five-year lease term for a total cost of \$283,680.
- Lease renewal for 4,456 SF of office space at 125 Doughty Street, Suite 460, in Charleston for MUSC Digestive Disease. Five-year lease term for a total cost of \$790,050.53.
- New lease for 11,494 SF of office space at 125 Doughty Street, Suites 370, 400, 600, and 695, in Charleston for Women's Behavioral Health, Risk Management, Department of Psychiatry, COM General Pediatrics and Genetics. Five-year lease term for a total cost of \$2,037,890.66.

*Committee Action: Recommend approval.*

**Item 19. West Campus Enabling Project Budget Adjustment for Approval.**

Greg Weigle, Interim Chief Facilities Officer, presented for approval the West Campus Enabling Project budget adjustment increase of \$300,000 for a new total project cost of \$1,300,000.

*Committee Action: Recommend approval.*

**Item 20. Deferred Maintenance Capital Project FY23 Rutledge Tower AHU 2-2 Replacement Budget Adjustment for Approval.**

Greg Weigle, Interim Chief Facilities Officer, presented the Rutledge Tower Air Handling Unit 2-2 Replacement budget increase of \$350,000 for a new total project cost of \$850,000.

*Committee Action: Recommend approval.*

**Item 21. MUSC Combined Heat and Power Facility Budget Adjustment for Approval.**

Greg Weigle, Interim Chief Facilities Officer, presented the MUSC Combined Heat and Power Facility budget adjustment for approval.

Committee Action: Recommend approval to move forward with securing the revised construction cost estimates, contingent upon confirmation of the up to 40% tax credits, master lease debt not to exceed \$58 million, positive cash flow by year 8, and project simple payback by year 13.

**Item 22. Construction Manager at Risk Selections for College of Health Professions and College of Medicine Building Projects for Approval.**

Greg Weigle, Interim Chief Facilities Officer requested approval of the selection of Rodgers Thompson Turner as the Construction Manager at Risk for the College of Health Professions and College of Medicine Building projects.

Committee Action: Recommend approval.

**Item 23. Architect/Engineer Selections for Campus Connector Bridges and Children’s Research Institute AHU #1 & 2 Replacement Projects for Approval.**

Greg Weigle, Interim Chief Facilities Officer requested approval of the selection of the SLAM Collaborative as the architect/engineer for the Campus Connector Bridges and DWG Consulting Engineers as the architect/engineer for the Children’s Research Institute Air Handler Units 1 and 2 replacement projects.

Committee Action: Recommend approval.

**Item 23. Other Committee Business.**

None.

**CONSENT AGENDA**

**Item 38. MUSC FY2023 Active Projects >\$250,000.**

MUSC active projects exceeding \$250,000 were presented for information.

Committee Action: Received as information.

**Item 39. MUSC Facilities Contracts Awarded.**

Facilities contracts awarded were presented for information.

Committee Action: Received as information.

There being no further business, the committee meeting was adjourned.



**MUHA and MUSC Audit Committee Minutes**  
**October 13, 2022**

**Item 25. Committee Chair Election**

Charles Schulze, Vice Chair, nominated Mr. Tom Stephenson for Chair of the MUHA and MUSC Audit Committee.

*Committee Action: Dr. Lemon made a motion to reelect Mr. Stephenson as Chair; the motion was seconded, voted on, and unanimously carried.*

**Item 26. Enterprise Compliance Report.**

Stacey Dodd, MUHA Compliance Officer, gave the annual Enterprise HIPAA Update for MUHA, MUSC, MUSC-P, and RHN. Ms. Dodd reported on enterprise compliance initiatives including an ongoing collaboration with and auditing of the Office of Clinical Research; written standards and education including a campaign for privacy responsibilities; coordination related to post-COVID waivers; and assessment of policy and training; and, coordination with Information Security and Legal including first-tier downstream related entities; and personally identifiable information inside response. collaboration on policies and education; and, continued collaboration with Information Security. Ms. Dodd also gave an update on compliance initiatives and reported allegations/questions by each of the entities.

*Committee Action: Received as information.*

**Item 27. Report of the Office of Internal Audit.**

Mr. Stephenson reported that Susan Barnhart, Director of Internal Audit, shared the results of recent audits conducted by her office and she would be glad to answer any questions.

*Committee Action: Received as information.*

**Item 28. Other Committee Business.**

None.

With no further business, the meeting was adjourned.

Respectfully submitted,

