MINUTES
MEDICAL UNIVERSITY HOSPITAL AUTHORITY
BOARD OF TRUSTEES MEETING
April 9, 2010

The Board of Trustees of the Medical University Hospital Authority convened Friday, April 9, 2010, with the following members present: Dr. Charles B. Thomas, Jr., Chairman; Mr. Thomas L. Stephenson, Esquire, Vice Chairman; Dr. Stanley C. Baker, Jr., Mr. Melvyn Berlinsky; Mr. William H. Bingham, Sr.; Mr. William B. Hewitt; Dr. E. Conyers O’Bryan, Jr.; Dr. Paula E. Orr; Dr. Thomas C. Rowland, Jr.; Mr. Charles W. Schulze; Dr. James E. Wiseman, Jr.; Mrs. Claudia W. Peeples, Emerita. Absent: Dr. Cotesworth P. Fishburne, Jr.; Dr. Donald R. Johnson II; The Honorable Robin M. Tallon.

The following administrative officials were present: Dr. Raymond S. Greenberg, President; Dr. John Raymond, Vice President for Academic Affairs and Provost; Ms. Lisa Montgomery, Vice President for Finance and Administration; Mr. Stuart Smith, Vice President for Clinical Operations and Executive Director, MUHA.

The following deans were present: Dr. Jack Sanders, College of Dental Medicine; Dr. Mark Sothmann, College of Health Professions; Dr. Joseph DiPiro, South Carolina College of Pharmacy; Dr. Gail Stuart, College of Nursing.

Item 1. Call to Order-Roll Call.

There being a quorum present, Chairman Thomas called the meeting to order at 9:00 a.m. Ms. Celeste Jordan called the roll.

Item 2. Secretary to Report Date of Next Meeting.

The date of the next regularly scheduled meeting is Thursday, May 20, 2010.

Item 3. Approval of Minutes of the Regular Meeting of the Medical University Hospital Authority of February 12, 2010.

Board Action: It was moved that the Minutes be approved. The motion was seconded, voted on and unanimously carried.

RECOMMENDATIONS AND INFORMATIONAL REPORTS OF THE PRESIDENT

OLD BUSINESS: None.

NEW BUSINESS:


Dr. Greenberg stated that Dr. Peter Kalivas will make a presentation. He is co-chair of the Department of Neurosciences and leads the basic research effort there. The success of that program has been one of the stars of MUSC. The most recent validation was the current NIH rankings for departments listing our neuroscience department as number two in the country behind the University of California-San Francisco and having passed Johns Hopkins. This is an incredible tribute to Dr. Kalivas and the team he has assembled.
Dr. Kalivas talked about the first half decade of progress of the Department of Neurosciences and then focused on the monetary metrics of the Department.

**Recommendation of Administration:** That these reports be received as information.

**Board Action:** Received as information.

**Item 5. Other Business.** None.

**MEDICAL UNIVERSITY HOSPITAL AUTHORITY OPERATIONS AND FINANCE COMMITTEE. CHAIRMAN: DR. STANLEY C. BAKER, JR.** (Detailed committee minutes are attached to these minutes).

**OLD BUSINESS:** None.

**NEW BUSINESS:**

**Item 6. MUSC Medical Center Status Report.**

**Statement:** Mr. Stuart Smith reported an abbreviated presentation was given to committee by Casey Liddy and Marilyn Schaffner about the experience that the hospital has had over the last few years. The hospital has made a lot of progress on the financial side as well as in the patient safety area. He also reported the hospital had received accreditation from the Joint Commission.

**Recommendation of Administration:** That the report be received as information.

**Recommendation of Committee:** Received as information.

**Board Action:** Received as information.

**Item 7. MUSC Medical Center Financial and Statistical Report.**

**Statement:** Ms. Lisa Montgomery said she had reported to committee that through February the hospital has a net income of $25 million which is substantially above budget and the operating margin is 7.7% which is probably one of the best among academic peers. We are doing well and should finish well above budget. We are focused on cash. The hospital has about 17 days of operating cash with a goal of 21 days by fiscal year end.

**Recommendation of Administration:** That this report be received as information.

**Recommendation of Committee:** That this report be received as information.

**Board Action:** Received as information.
Item 8. **Report on Quality and Patient Safety.**

**Statement:** Dr. Baker stated a report on patient safety had been given to committee.

**Recommendation of Administration:** That the report be received as information.

**Recommendation of Committee:** That the report be received as information.

**Board Action:** Received as information.

Item 9. **Report of the Vice President for Medical Affairs and Dean, College of Medicine.**

**Statement:** Dr. Baker stated a report had been given to committee.

**Recommendation of Administration:** That the report be received as information.

**Recommendation of Committee:** That the report be received as information.

**Board Action:** Received as information.

Item 10. **Report on University Medical Associates.**

**Statement:** Dr. Baker stated Mr. Valerio had given a report to the committee that the OB/GYN and Psychiatry will expand services at the West Ashley site and two full-time OB faculty will be hired for that location.

**Recommendation of Administration:** That the outreach be approved.

**Recommendation of Committee:** That the outreach be approved

**Board Action:** A motion was made, seconded and unanimously voted to approve the outreach activities as presented by UMA.

Item 11. **Legislative Update.**

**Statement:** Dr. Baker stated no legislative report had been given to committee.

**Recommendation of Administration:** That this report be received as information.

**Recommendation of Committee:** That this report be received as information.

**Board Action:** Received as information.

Item 12. **Other Committee Business.** None

Item 13. **Medical University Hospital Authority Appointments, Reappointments and Delineation of Privileges (Consent Item).**

**Statement:** An updated list of appointments, reappointments and delineation of privileges to the medical staff were presented for approval.
Recommendation of Administration: That the appointments, reappointments and delineation of privileges to the medical staff be approved.

Recommendation of Committee: That the appointments, reappointments and delineation of privileges to the medical staff be approve.

Board Action: Dr. Baker moved that the list of appointments, reappointments and delineation of privileges to the medical staff be approved. The motion was seconded, voted on and unanimously carried.

Item 14. Letter of Support for Trauma Center (Consent Item).

Statement: A letter of support for the Trauma Center was presented for approval.

Recommendation of Administration: That the Letter of Support be approved.

Recommendation of Committee: That the Letter of Support be approved.

Board Action: Dr. Baker moved that the Letter of Support for the Trauma Center be approved. The motion was seconded, voted on and unanimously carried.

Item 15. MUSC/MUHA/MUSCF Affiliation Agreement (Consent Item).

Statement: The annual renewal of the MUSC/MUHA/MUSCF Affiliation Agreement was presented for approval.

Recommendation of Administration: That the Affiliation Agreement be approved.

Recommendation of Committee: That the Affiliation Agreement be approved.

Board Action: A motion was made, seconded and unanimously voted to approve the MUSC/MUHA/MUSCF Affiliation Agreement.

Item 16. Medical Executive Committee Minutes (Consent Item).

Statement: Minutes of the Medical Executive Committee for were presented for information.

Recommendation of Administration: That this be received as information.

Recommendation of Committee: That this be received as information.

Board Action: The minutes of the Medical Executive Committee for January and February 2010 were received as information.

Item 17. Medical Center Contracts and Agreements (Consent Item).

Statement: Contracts and Agreements which have been signed since the last board meeting were presented for information.
Recommendation of Administration: That this be received as information.

Recommendation of Committee: That this be received as information.

Board Action: Received as information.

MEDICAL UNIVERSITY HOSPITAL AUTHORITY PHYSICAL FACILITIES COMMITTEE. CHAIRMAN: MR. WILLIAM H. BINGHAM, SR. (Detailed committee minutes are attached to these minutes).

OLD BUSINESS: None

NEW BUSINESS:

Item 18. Update on Projects.
Statement: Mr. Bingham reported that Mr. Frazier presented an update on Authority projects to the committee.

Recommendation of Administration: That this report be received as information.

Recommendation of Committee: That this report be received as information.

Board Action: Received as information.

Item 19. Other Committee Business. None

Item 20. Facilities Contracts Awarded (Consent Item).
Statement: Facilities Contracts awarded since the last meeting were presented for information.

Recommendation of Administration: That this be received as information.

Recommendation of Committee: That this be received as information.

Board Action: Received as information.

MEDICAL UNIVERSITY HOSPITAL AUTHORITY AUDIT COMMITTEE. CHAIRMAN: THOMAS L. STEPHENSON, ESQUIRE. (Detailed committee minutes are attached to these minutes).

OLD BUSINESS: None

NEW BUSINESS:

**Statement:** Mr. Stephenson stated a report had been received from the Internal Auditor.

**Recommendation of Administration:** That this report be received as information.

**Recommendation of Committee:** That this report be received as information.

**Board Action:** Received as information.

Item 22. **Other Committee Business.** None

**OTHER BUSINESS FOR THE BOARD OF TRUSTEES:**

**Item 23. Approval of Consent Agenda.**

**Statement:** Approval of the Medical University Hospital Authority consent agenda was requested.

**Recommendation of Administration:** That the consent agenda be approved.

**Board Action:** It was moved, seconded and unanimously voted that the consent agenda be approved.

**Item 24. New Business for the Board of Trustees.**

**Statement:** The MUHA Bylaws have been reviewed and updated and were presented to the board for approval.

**Board Action:** A motion was made, seconded and unanimously voted to approve the updated MUHA Bylaws.

**Item 25. Report from the Chairman.**

There being no further business, the Hospital Authority meeting was adjourned and the University Board of Trustees meeting was convened.

Respectfully submitted,

[Signature]

Hugh B. Faulkner III
Secretary

/wcj
Attachments
Board of Trustees
Medical University Hospital Authority
Operations and Finance Committee
Minutes
April 8, 2010

Attendees:

Dr. Stanley C. Baker, Chair
Mr. Melvyn Berlinsky
Mr. William H. Bingham, Sr.
Mr. William B. Hewitt
Dr. E. Conyers O’Bryan, Jr.
Dr. Thomas C. Rowland
Mr. Charles W. Schulze
Thomas L. Stephenson, Esq.
Hon. Robin M. Tallon
Charles B. Thomas
James E. Wiseman, Jr.
Dr. Raymond Greenberg
Mr. Stuart Smith
Ms. Lisa Montgomery
Dr. Frank Clark
Dr. John Raymond

Dr. J. G. Reves
Mr. Thomas Anderson
Mr. Maurice Snook
Joseph Good, Esq.
Mr. Betts Ellis
Ms. Susan Barnhart
Mr. John Cooper
Dr. Marilyn Schaffner
Annette Drachman, Esq.
Mr. Steve Valerio
Dr. Dennis Frazier
Mr. Steve Hargett
Mr. Casey Liddy
Ms. Elizabeth Schreiner
Ms. Gina Ramsey

The meeting was called to order by Dr. Stanley Baker, Chair.

Item 6. MUSC Medical Center Status Report

Administrative Resident: Mr. Smith introduced Ms. Elizabeth Schreiner who will serve as an Administrative Resident in Hospital Administration. Ms. Schreiner received her MHA from The Ohio State University in 2008. The Medical Center is pleased to have Ms. Schreiner on staff.

The Joint Commission survey: Mr. Smith reported that The Joint Commission has awarded MUHA full accreditation. As always, the Medical Center will respond to issues identified during the survey. These responses indicating evidence of compliance are due within 60 days.

“Turning a Battleship” – Dr. Marilyn Schaffner and Mr. Casey Liddy briefed the committee on a presentation made recently to the University Healthcare Consortium. This presentation chronicled the Medical Center’s recent successful financial turn-around. The Medical Center found itself struggling financially when Ashley River
Tower opened at the same time the national recession hit. Faced with a temporary excess capacity, nationwide financial downturn, and state budget cuts, the Medical Center leadership focused on improving the financial situation while continuing to focus on patient safety and employee and patient satisfaction. These efforts culminated in a positive bottom line, increased cash, increased patient and employee satisfaction as well as positive growth in patient safety.

Action: Report received as information

**Item 7. Financial and Statistical Report**

Ms. Montgomery reported that through February, the volume continues to increase, and that net patient service revenue is ahead of budget. She also reported that net income is $25 million and there is currently 17.5 days cash on hand, with the goal of 21 days by year end.

Action: Report received as information

**Item 8. Quality and Patient Safety Report**

Presented as part of Item 6

**Item 9. Report of Vice President for Medical Affairs and Dean, College of Medicine**

Dr. Reves reported that he is currently working with his replacement to assure a smooth transition of the deanship.

**Item 10. Report on University Medical Associates**

Mr. Valerio reported that the OB/GYN and Psychiatry will expand services at the West Ashley site. Two full time OB Faculty will be hired for the West Ashley site.

Action: Recommend approval

**Item 11. Legislative Update**

No report

**Item 12. Other Business**

No items
Consent Agenda

Item 13. **Medical University Hospital Authority Appointments and Reappointments and Delineation of Privileges.**

Credentialing Roster from January 28, 2010 was presented to the committee. These applications have been reviewed and recommended for approval by the Medical Executive Committee.

Item 14. **Letter of Support for Trauma Center**

The Board endorsed a letter of support for the MUSC Trauma Center.

Item 15. **MUSC/MUHA/ MUSCF Affiliation Agreement**

The Board reviewed the MUSC/MUHA/ MUSCF Affiliation Agreement and recommended it’s renewal.

Action: Recommend approval

Item 16. **Medical Executive Committee Minutes**

The minutes from January and February, 2010 were presented to the committee, and were received as information

Action: Received as information

Item 17. **Medical Center Contracts and Agreements.**

The contracts and agreements entered into since the last meeting of the Board have been reviewed.

Action: Received as information

There being no further business, the committee adjourned.

Teresa K. Rogers
Attendees:

Mr. William H. Bingham, Sr., Chair
Dr. Stanley C. Baker, Jr.
Mr. Melvyn Berlinsky
Dr. Cotesworth P. Fishburne, Jr.
Dr. Donald R. Johnson, II
Dr. E. Conyers O’Bryan, Jr.
Dr. Paula E. Orr
Dr. Thomas C. Rowland, Jr.
Mr. Charles Schulze
Thomas L. Stephenson, Esquire
The Honorable Robin M. Tallon
Dr. Charles B. Thomas, Jr.
Dr. James E. Wiseman, Jr.
Mr. Hugh B. Faulkner, III
Dr. Raymond S. Greenberg
Ms. Susan H. Barnhart
Mr. John Cooper

Ms. Susie Edwards
Ms. Annette Drachman
Mr. Steve Hargett
Mr. Dennis Frazier
Mr. Joe Good
Mr. Chip Hood
Mr. Mike Keels
Dr. Steve Lanier
Mr. John Malmrose
Mr. Stewart Mixon
Ms. Lisa Montgomery
Ms. Jennifer Pearce
Dr. John Raymond
Dr. Jerry Reves
Mr. Stuart Smith
Mr. Maurice Snook
Mr. Steve Valerio
Mr. Patrick Wamsley

Mr. Bingham called the meeting to order.

REGULAR Items

Item 18 Update on Projects

Mr. Dennis Frazier presented an update on various Authority projects.

Recommendation of Committee: That the report be received as information.

Item 19 Other Committee Business

None

CONSENT Items for Information:

Item 20 Facilities Contracts Awarded

The facilities contracts since the last board meeting were presented for information.

Recommendation of Committee: That this report be received as information.

With no further business, the meeting was adjourned.

Respectfully submitted,

Celeste Jordan
Attendees:

Thomas L. Stephenson, Esquire, Chair
Dr. Stanley C. Baker, Jr.
Mr. Melvyn Berlinsky
Mr. William H. Bingham, Sr.
Dr. Cotesworth P. Fishburne, Jr.
Mr. William B. Hewitt
Dr. Donald Johnson, II
Dr. E. Conyers O’Bryan, Jr.
Dr. Thomas C. Rowland, Jr.
Mr. Charles W. Schulze
The Honorable Robin M. Tallon
Dr. Charles B. Thomas, Jr.
Dr. James E. Wiseman, Jr.
Dr. Raymond S. Greenberg
Ms. Susan H. Barnhart
Dr. Phil Costello
Ms. Annette Drachman
Ms. Lisa Montgomery
Ms. Jody O’Donnell
Ms. Gina Ramsey
Dr. John Raymond
Dr. Jerry Reves
Ms. Darlene Shaw
Ms. Reece Smith
Mr. Stuart Smith
Mr. Maurice Snook
Dean Mark Sothmann
Mr. Steve Valerio

Mr. Stephenson called the meeting to order.

REGULAR Items


Mr. Stephenson reported Ms. Susan Barnhart had provided audit information to the Board and if they had any questions, she was available to respond.

Recommendation of Committee: That the report be received as information.

Item 22  Other Committee Business.  None

Respectfully Submitted,

Celeste Jordan
Board of Trustees Credentialing Subcommittee  
January 28, 2010

The Medical Executive Committee reviewed the following applicants on January 20, 2010 and recommends approval by the Board of Trustees Credentialing Subcommittee effective January 28, 2010

<table>
<thead>
<tr>
<th>Medical Staff Initial Appointment and Privileges:</th>
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<tbody>
<tr>
<td>Grogan, Kelly                       MD Initial   Anes</td>
</tr>
<tr>
<td>Holmstedt, Christine               DO Active    Nsci</td>
</tr>
<tr>
<td>Stewart, Frank                     MD Initial   Anes</td>
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<table>
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<th>Medical Staff Reappointment and Privileges:</th>
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<td>Bailey, Melinda                            MD Active    Anes</td>
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<td>Basco, William                             MD Active    Peds</td>
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<td>Bolus, Kathy                               MD Affiliate  Medi</td>
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<tr>
<td>Brawman-Mintzer, Olga                      MD Active    Psych</td>
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<tr>
<td>Charity, Pamela                            MD Active    Medi</td>
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<tr>
<td>Cook, Joel                                 MD Active    Derm</td>
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<tr>
<td>Deas, Deborah                              MD Active    Psych</td>
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<tr>
<td>Esnoala, Nestor                            MD Active    Surg</td>
</tr>
<tr>
<td>Gaddy, Joe                                 MD Active    Medi</td>
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<tr>
<td>Grice, Charlene                            MD Active    Ophth</td>
</tr>
<tr>
<td>Habib, David                               MD Active    Peds</td>
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<tr>
<td>Hebar, Airody                              MD Active    FamMed</td>
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<tr>
<td>Hernandez, Antonio                         MD Affiliate  Medi</td>
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<tr>
<td>Kent, Alexander                            MD Affiliate  Ophth</td>
</tr>
<tr>
<td>Key, L. Lyndon                             MD Active    Peds</td>
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<tr>
<td>Kilpatrick, Donald                         MD Active    Anes</td>
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<td>Kline, Richard                             MD Affiliate  Surg</td>
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<td>LaRosa, Angela                             MD Active    Peds</td>
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<td>Marshall, David                            MD Active    RadOnc</td>
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<td>Milutinovic, Jovan                         MD Active    Medi</td>
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<tr>
<td>Minshall, Christian                       MD Active    Surg</td>
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<tr>
<td>Norcross, E. Douglass                      MD Active    Surg</td>
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<td>Nutaitis, Matthew                         MD Active    Ophth</td>
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<tr>
<td>O, Seung-Jun                               MD Affiliate  Surg</td>
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<td>Osguthorpe, J. David                       MD Active    Otol</td>
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<td>Pai, G. Shashidhar                        MD Active    Peds</td>
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<tr>
<td>Patrick, Celeste                           MD Active    Peds</td>
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<td>Quattlebaum, Thomas                       MD Affiliate  Peds</td>
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<td>Riemer, Ellen                              MD Active    Path</td>
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<td>Sachs, Barton                              MD Active    OrthoSurg</td>
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<td>Shamamian, Peter                           MD Active    Surg</td>
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<td>Sharpe, Elizabeth                         MD Affiliate  Ophth</td>
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<td>Shepard, Michelle                         MD Active    Medi</td>
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<td>Silver, Richard                           MD Active    Medi</td>
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<td>Southgate, William                         MD Active    Peds</td>
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<td>Sperry, John                               MD Affiliate  Peds</td>
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<td>Stuart, Robert                             MD Active    Medi</td>
</tr>
<tr>
<td>Name</td>
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<td>--------------------</td>
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<tr>
<td>Sturdivant, Rachel</td>
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<td>Summer, Andrea</td>
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<td>Weinstein, Victor</td>
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<td>Wharton, John</td>
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<td>Zwerner, Peter</td>
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**Medical Staff Reappointment with Change in Privileges:**

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<thead>
<tr>
<th>Name</th>
<th>Role</th>
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<td>Clarke, Harry</td>
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<td>Howell, Roy</td>
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<td>Manaker, Lawrence</td>
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<td>Pastis, Nicholas</td>
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**Medical Staff Change in Privileges:**

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<td>Bell, Ronald</td>
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**Professional Staff Initial Appointment and Privileges:**

<table>
<thead>
<tr>
<th>Name</th>
<th>Role</th>
<th>Specialty</th>
<th>Remarks</th>
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<tr>
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### Professional Staff Reappointment and Privileges:

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### Professional Staff Reappointment and Change in Privileges:

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April 9, 2010

E. Douglas Norcross MD
Medical Director Trauma Services
MUSC Medical Center
169 Ashley Ave.
Charleston, SC, 29425

Re: Letter of Support

Dear Dr. Norcross,

I am pleased to express my support and that of the entire Board of Trustees for the Trauma Center at the Medical University Hospital at the Medical University of South Carolina (MUSC).

As the only Level I trauma center in the Low Country, the Trauma Center at the Medical University Hospital provides quality care for the severely injured patients from our community and the surrounding region. We recognize that trauma is the leading cause of death for individuals up to the age of 45 and the fourth leading cause of death overall. The personal and economic costs of injury are staggering and the opportunity to mitigate the consequences of injury is part of our mission.

Along with an increase in patient volume and acuity, the trauma center has experienced tremendous growth and development over the last three years in research, educational/outreach, and injury prevention activities. These accomplishments fully support MUSC’s mission to provide quality care and to improve the health of our diverse communities.

The Trauma Program has demonstrated its commitment to the patient, the community, and the University by continuing to focus on performance improvement, by improving efficiency and by providing leadership and education in this important area. In addition, it has established partnerships with external programs and community organizations with the goal of improving care and preventing death and disability from trauma. We are committed to providing the best available care to our patients and fostering an environment of excellence in patient care, education, and research. We support the Trauma programs pursuit of Level I verification by the American College of Surgeons Committee on Trauma.

Thank you for your leadership and service excellence in trauma care.

Sincerely,

Charles B. Thomas, Jr., MD
Chairman, MUSC Board of Trustees

CBT:wcj
STATE OF SOUTH CAROLINA )
) THE MEDICAL UNIVERSITY OF SOUTH
COUNTY OF CHARLESTON )
) CAROLINA – THE MEDICAL UNIVERSITY
) HOSPITAL AUTHORITY – THE MEDICAL
) UNIVERSITY OF SOUTH CAROLINA
) FOUNDATION

AGREEMENT

This Agreement entered into this 1st day of May, 2014, by and among the Medical University of South Carolina, an educational institution and an agency of the State of South Carolina, hereinafter referred to as the “University”, the Medical University Hospital Authority, an agency of the State of South Carolina, hereinafter referred to as the “Authority”; and the Medical University of South Carolina Foundation, a private, nonprofit corporation, hereinafter referred to as the “Foundation”;,

WITNESSETH:

WHEREAS, the University, the Authority and the Foundation wish to reduce to writing their long-standing and mutually beneficial relationship and understanding; and

WHEREAS, the University and the Authority seek to maximize their responsibility to raise private funds; and

WHEREAS, the Foundation receives and manages private funds for the exclusive benefit and support of the University and the Authority; and

WHEREAS, in order to further its objectives for the benefit of the University and the Authority, the Foundation desires access to support personnel, office equipment certain administrative and support services from the University and the Authority; and

WHEREAS, the University and the Authority desire to furnish the Foundation said support personnel, office equipment and certain administrative and support services in accordance with the terms and conditions as set forth herein;

May, 2014
NOW, THEREFORE, in consideration of the relationship established between the parties and in consideration of the mutual covenants contained herein, the parties agree as follows:

1. Laws Applicable

This Agreement is made and entered into in the County of Charleston, State of South Carolina, and is governed and construed in accordance with the laws of the State of South Carolina.

2. Term

This Agreement is for a term commencing on July 1, 2014, and ending on June 30, 2017, and shall automatically be renewed for like annual terms unless otherwise amended or cancelled as herein outlined.

3. Duties of the University and the Authority

The University and the Authority agree to and shall:

3.1 Provide support personnel to assist the Chief Executive Officer of the Foundation to carry out the normal and regular administrative functions and operations of the Foundation's business, the cost of which shall be reimbursed as described in Section 5.5 of this Agreement. It is understood and agreed that said personnel will include, but not be limited to: clerical, accounting and reasonable administrative support, and the level of staffing and compensation of such personnel will be recommended jointly by the Vice President for Finance and Administration of the University, the Vice President for Finance and Administration of the Authority and the Chief Executive Officer of the Foundation and shall be submitted to the University President, the University Board of Trustees, the Authority Chief Executive Officer and the Authority Board of Trustees for prior approvals. Such personnel will retain their status as employees of the University or the Authority and will be governed by applicable University or Authority rules, regulations, policies and procedures, but will report to and be evaluated by the Chief Executive Officer of the Foundation.

May, 2014

2
3.2 Provide the Foundation access to office equipment and program services on an as needed basis, the cost of which shall be reimbursed as described in Section 5.5 of this Agreement.

3.3 Furnish to the Foundation telephone and computer line access and similar services required for use in normal Foundation business, the cost of which shall be reimbursed as described in Section 5.5 of this Agreement.

3.4 Provide the Foundation with normal custodial, security and grounds maintenance services, the cost of which shall be reimbursed as described in Section 5.5 of this Agreement.

3.5 Provide the Foundation with access, at the rates in effect for all University or Authority units, to printing, mail and other services provided by the University or the Authority and to day-to-day maintenance and technical support of the Foundation's offices and equipment located at 18 Bee Street, Charleston, South Carolina. These expenses and costs to be paid by the Foundation upon receipt of invoices from the University or the Authority, as applicable.

4. Duties of the Foundation

The Foundation agrees to and shall:

4.1 Provide to or for the use of the University or University affiliated individuals and programs, the sole benefit of all gifts and gift income received by the Foundation for the benefit of the University.

4.2 Provide to or for the use of the Authority or Authority affiliated individuals and programs, the sole benefit of all gifts and gift income received by the Foundation for the benefit of the Authority.

4.3 Carry on independent activities and programs which support or benefit the University and the Authority.
4.3 Provide a portion of the annual budget for the University’s and the Authority’s Central Development Office in an amount to be determined by the Board of Directors of the Medical University of South Carolina Foundation.

5. Agreement of Both Parties

The University, the Authority and the Foundation mutually agree as follows:

5.1 The Foundation shall continue to publish an annual report which shall account for the major activities of the Foundation and for the receipts and disbursements thereof.

5.2 The Foundation will provide to the University, upon request of the President of the University or the Board of Trustees of the University, or to the Authority, upon request of the Chief Executive Officer of the Authority or the Board of Trustees of the Authority, all such names of donors, prospective donors and all other related information, provided, however, that such information shall be kept in confidence and not disclosed to others.

5.3 All Foundation activities and records shall be subject to confidential inspection and review at any time by the South Carolina State Auditor’s Office and the University’s or the Authority’s Internal Auditor.

5.4 All proposed salary supplements or other salary payments by the Foundation to state employees at the University or the Authority shall be submitted to the University President and the University Board of Trustees, or to the Authority Chief Executive Officer and the Authority Board of Trustees, as appropriate, for prior approvals. Those payments which require reporting to the State Budget and Control Board, shall be reported by the University or the Authority, as appropriate, annually.

5.5 Within sixty (60) days after the conclusion of the fiscal year of the University, the Authority and the Foundation, the parties shall review the financial records of the Foundation and shall make an equitable, written accounting of the state property, personnel or resources used.
directly by the Foundation. The Foundation shall pay to the University or the Authority, as appropriate, the cost of such state resources upon receipt of such written accounting.

5.6 At all times, the President of the University shall be an ex-officio, non-voting member of the Foundation Board of Directors, and three (3) members of the University Board of Trustees, or other persons appointed by the University Board of Trustees (with the aggregate total of Trustee/appointee membership not to exceed three (3)), shall be members of the Foundation Board of Directors with full voting powers.

5.7 The Foundation's Board of Directors shall prepare an annual operating budget based on projected expenses and revenues from unrestricted funds and shall share this budget with the University's Board of Trustees and the Authority's Board of Trustees. (Unrestricted funds are funds which do not carry a donor designated restriction.)

6. Tax Exempt Status

The Foundation shall maintain and observe all state and federal requirements of an Internal Revenue Code Section 501(c)(3) tax exempt non-profit organization.

7. Notices

Any notices or demands shall be given to the University in care of University Legal Counsel, 2 Doughty Street, MSC 204, Charleston, South Carolina 29425-2040, to the Authority in care of Authority Legal Counsel, MSC 332, Charleston, South Carolina 29425-3320 and to the Foundation in care of the Foundation's Chief Executive Officer, 18 Bee Street, MSC 450, Charleston, South Carolina 29425-4500.

8. Renewal

The University, the Authority and the Foundation shall automatically renew this Agreement in subsequent fiscal years unless notice or intent to decline renewal or extension of this Agreement and its contents shall be given either by the Foundation, the University or the Authority May 2023.
at least sixty (60) days prior to June 30th of the close of the year in which the Agreement is in effect.

9. Modifications

The University, the Authority and the Foundation agree to full and complete performance of the covenants herein and that this Agreement constitutes the sole, full, and complete Agreement by and between the parties; and no amendments, changes, additions, deletions, or modifications to or of this Agreement shall be valid unless reduced to writing, signed by the parties and attached hereto.

10. Cancellation

Any party shall have the right at any time during this Agreement to cancel this Agreement with respect to its rights and obligations contained herein upon giving the other parties not less than sixty (60) days prior written notice of such cancellation. If such notice be given, this Agreement shall expire and terminate with respect to such party at the expiration of such period of sixty (60) days as fully and completely as if such date were the date herein specified for the expiration of the term of this Agreement.

11. Entire Agreement

The foregoing is a complete written Agreement by and among the University, the Authority and the Foundation. There are no other agreements expressed or implied by or between the parties hereto.
IN WITNESS WHEREOF, the parties hereto have this day and year as above stated
executed this Agreement.

WITNESSES:

THE MEDICAL UNIVERSITY OF SOUTH CAROLINA

BY:
RAYMOND S. GREENBERG, M.D., Ph.D.
PRESIDENT

THE MEDICAL UNIVERSITY HOSPITAL AUTHORITY

BY:
W. STUART SMITH
ITS: EXECUTIVE DIRECTOR

THE MEDICAL UNIVERSITY OF SOUTH CAROLINA FOUNDATION

BY:
THOMAS P. ANDERSON
CHIEF EXECUTIVE OFFICER AND SECRETARY

May, 2014
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FOREWORD

1. The Medical University Hospital Authority does not discriminate on the basis of race, color, creed, sex, age, national origin, veteran status, or marital status in the administration of admission policies, educational policies, financial aid, employment, or any other Authority activity.

2. Since the English language contains no singular pronoun which includes both sexes, wherever a masculine term appears in this document it signifies both genders.

3. The meetings of the Board of Trustees are held in conformance with the Freedom of Information Act as amended, passed by the General Assembly of the State of South Carolina and approved by the Governor on June 12, 1998.
Medical University Hospital Authority
Central Administration Organization
(As referenced in these Bylaws)
BYLAWS OF THE BOARD OF TRUSTEES OF
THE MEDICAL UNIVERSITY HOSPITAL AUTHORITY

Section I. Powers and Duties of the Board of Trustees

(A) The final authority and responsibility for the governance of the Medical University Hospital Authority (the “Authority”, MUHA, or the Medical Center), its hospitals and clinics (the “Medical Center”), the outreach programs, and ancillary functions are vested in the Board of Trustees of the Authority in accordance with the statutes of the State of South Carolina pertaining thereto.

(B) The Board of Trustees, directly or through its authorized committees, shall establish the general policies of the Authority, shall define its general program of educational activity, shall annually at its August meeting fix and approve the Authority’s application for State appropriations, if any, and shall approve the budget for the next fiscal year.

(C) The Board of Trustees avoids conflict of interest. Any Trustee having a potential or perceived conflict of interest should make a full disclosure of the facts to the Chairman and should refrain from voting on the matter. The minutes of the meeting should reflect that disclosure was made and the member abstained from voting.

(D) The Board of Trustees shall name the principal officers of the Authority as prescribed in Section V of these Bylaws, but it may delegate to those elected officers the employment of subordinate officers and employees.

(E) The Board of Trustees shall review these Bylaws at least every two (2) years, adopting amendments as needed.

Section II. Meetings of the Board of Trustees

(A) Regular Meetings. Regular meetings of the Board of Trustees shall be held on the second Friday of February, April, August, October, and December, and on the day before the commencement of the Medical University of South Carolina, provided that the place and/or time of any regular meeting may be changed by the Chairman of the Board of Trustees.

(B) Special Meetings.

(1) Special meetings of the Board of Trustees may be called at the will of the Chairman.

(2) Upon the written request of three or more members, the Chairman shall call a special meeting of the Board. At least seven (7) days’ notice of any such meeting shall be given to the members of the Board of Trustees.
(C) **Agenda.** Prior to each regular meeting of the Board of Trustees and with the notice of any special meeting, the Secretary of the Board shall include a proposed Agenda and pertinent information for the meeting.

(D) **Quorum.** A majority of the elected and ex-officio voting Trustees shall constitute a quorum.

(E) **Order of Business.** The order of business for all meetings of the Board of Trustees shall be as follows:

1. Roll call.
2. Corrections and approval of all minutes of regular and special Board and Committee meetings not previously approved.
3. Reports and recommendations of the President, who may at his discretion call upon other officials of the Medical Center for reports on their areas of authority.
4. Reports of standing committees.
5. Reports of special committees.
6. Old business.

(F) **Rules of Order.** Except as charged by specific rules and regulations of the Board of Trustees, the current edition of *Robert’s Rules of Order* shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its several Committees.

**Section III. Officers of the Board of Trustees**

(A) **Ex-Officio Chairman.** The Governor of the State of South Carolina is the voting ex-officio Chairman of the Board of Trustees and he shall preside at those meetings of the Board which he attends. The Governor’s designee will vote for the Governor in his absence.

(B) **Chairman.** The Chairman of the Board of Trustees of the Medical University of South Carolina shall serve as the Chairman of the Board of Trustees of the Authority. The Chairman shall:

1. Preside at all meetings at which the ex-officio Chairman does not preside,
2. Appoint all board committees not otherwise provided for,
3. Be an ex-officio member of all standing committees of the Board,
4. Execute all legal documents and instruments on behalf of the Board, and
5. Represent the Board in making any budget requests to the General Assembly of the State.
The Chairman of the Board shall be the official spokesman of the Board.

(C) Vice Chairman. The Vice Chairman of the Board of Trustees of the Medical University of South Carolina shall serve as the Vice Chairman of the Board of Trustees of the Authority. The Vice Chairman shall perform the duties of the Chairman in his absence, disability, or unavailability.

(D) Secretary.

(1) The Secretary of the Board of Trustees of the Medical University of South Carolina shall serve as the Secretary of the Board of Trustees of the Authority. The Secretary shall also serve as Secretary of all committees of the Board.

(2) Duties. It is the duty of the Secretary to arrange for all Board meetings and to act as Secretary to all Board committees, to keep records and minutes of Board actions, to review the Bylaws of the Board every two (2) years, and to complement the links with the President. In this role, the Secretary's primary responsibility is to the Board members.

SPECIFICALLY, THE SECRETARY WILL:

(a) Prepare agenda, place requests in proper format for Board meetings and Board action, record minutes of all meetings, and mail notices and other information to Trustees;

(b) Assist the Board in reviewing the bylaws of the Board every two (2) years. Upon completion of the review by the Board, incorporate all adopted amendments, and submit changes to other parts of the bylaws which are reasonably implied by the adopted amendments;

(c) Obtain necessary legal opinions pertaining to the Board of Trustees as an entity and to individual members in their official capacities;

(d) Receive all direct correspondence, reports, telephone calls, etc., for the Board. Formulate proposed actions and communicate results to the Chairman and Board members;

(e) Relay to the President requests received by Board members from constituents;

(f) Make all arrangements for meetings of the Board of Trustees and committees, make travel accommodations and meal arrangements, including social functions when appropriate;

(g) Keep all records of Board actions taken via mail or telephone between meetings;

(h) Administer the Board of Trustees budget covering annual supplies, printing, binding, travel, subsistence, per diem;
(i) Take care of routine correspondence on behalf of the Chairman and Board members;

(j) Provide copies of minutes of Board of Trustees meetings to members and other addressees as appropriate;

(k) Arrange for screening of the General Assembly’s daily calendars and journals, proposed legislation, relevant newspapers, and other information sources. Report pertinent information to the Board and to the President;

(l) Keep a log of term of office and appropriate filing duties and procedures for Trustee members;

(m) Insure compliance with the requirements of the South Carolina Freedom of Information Act as it pertains to Board meetings and records; and

(n) Ensure that the Board of Trustees fills certain seats on affiliate boards, as specified by the affiliates’ Bylaws. As such positions come available, all Board members will be made aware of the open seat prior to the Board electing an individual to fill the seat. Where two or more seats are available on an affiliate board, consideration shall be given to filling the slots with one professional and one lay person from the Board of Trustees.

(E) Internal Auditor.

(1) The Internal Auditor of the Medical University of South Carolina shall serve as the Internal Auditor of the Authority. The Board directs that the Internal Auditor’s position and its support staff shall report and be accountable directly to the Board of Trustees. It is further directed that the Board of Trustees of the Medical University of South Carolina shall be responsible for managing the Internal Auditor’s tenure and for setting the financial budget for the Internal Audit Department, including salaries, operational expenses, and support costs.

(2) Duties. The Internal Auditor is responsible for managing a professional Internal Audit Department to provide analyses, appraisals, recommendations, counsel, and information concerning the activities reviewed to management, and ultimately to the Board of Trustees.

(3) The Internal Auditor is also responsible for providing the Board of Trustees with information about the adequacy and effectiveness of the organization’s system of internal control and the quality of performance.

(4) The Internal Auditor will assist the Audit Committee of the Board of Trustees in carrying out their duties as stated in Section IV(D)(3) of these Bylaws.

(5) The Internal Auditor will assist the Audit Committee in the selection, oversight, and evaluation of the External Auditor.

(F) Trustees Emeriti.
(1) The Board of Trustees of the Medical University Hospital Authority may recognize a former trustee for loyal, dedicated and significant service to the Authority. Trustee Emeritus status will be granted when a former Board member is nominated in writing by a current Board member and elected by a two-thirds majority vote. To be eligible, the former Board member must have served at least eight (8) consecutive years or have been awarded an honorary degree by the Medical University of South Carolina.

(2) Trustees Emeriti will be elected for life. Trustees Emeriti will be non-voting, ex-officio members who are not reimbursed from appropriated funds. These Board Members will be invited to all Board functions and events and will provide support for the Authority as knowledgeable friends and ambassadors.

Section IV. Committees of the Board.

(A) Standing Committees. In addition to such special committees as from time to time may be appointed or elected by the Board of Trustees, there shall be the following standing committees:

(1) Operations and Finance

(2) Physical Facilities

(3) Audit

(B) Organization and Terms of Office. All standing committee assignments shall be made by the Chairman of the Board of Trustees from the membership of the Board within 30 days following the August meeting each even numbered year. Their terms of service shall be for two (2) years. Each standing committee shall be composed of a minimum of three (3) members. Each standing committee shall elect its own chairman from its members by a majority vote taken by secret ballot at the first committee meeting following the August meeting of the Board at which a Board Chairman is elected, excluding special elections, or at the first regular meeting of a new standing committee. Board members may only serve as Chairman of more than one standing committee of the Authority or the Medical University of South Carolina Boards when the same committee (e.g., Physical Facilities, Audit) serves both entities.

(C) Quorum. A majority of the membership of any standing committee shall constitute a quorum.

(D) Powers and Duties of Standing Committees. The standing committees shall have the following powers and duties:

(1) Operations and Finance Committee.

(a) The principal objectives of the Authority and the Medical Center, to include all hospitals and clinics, the outreach programs, and all services rendered to all patients, are to support the tri-part mission of the Medical University of South Carolina and the Medical University Hospital Authority including:
(i) To deliver direct health services as a corollary to the primary objective of education and to establish a medical center for the needs of the State of South Carolina, and

(ii) To improve the organization and delivery of the health care system to society as a demonstration of responsibility, in conjunction with the appropriate State professional organizations.

(b) In order to implement these objectives, the Operations and Finance Committee shall concern itself with the operations of the Medical Center, to include all hospitals and clinics, the outreach programs, and all services rendered all patients. This Committee will recommend and seek Board approval for necessary outpatient clinics in off-campus locations. With Board approval, these recommendations will be forwarded to the Physical Facilities Committee.

(c) In like manner, the planning of hospital services; the organizational structure for the delivery of health care; human, financial, and informational resources of the Medical Center and related activities to include the development and approval of the budget, and all other specific financial and contractual matters, quality of care, quality assurance mechanisms, credentials review and privilege delineation, and review of the Committee’s performance annually are also responsibilities of this Committee.

(d) The Medical Director of the Medical Center, or his designee, shall report quality assurance findings to the Operations and Finance Committee at each meeting. This report shall include quality indicators, departmental activities and mechanisms for resolving patient care problems. The quality assurance findings of the Operations and Finance Committee shall be reported to and acted upon by the full Board of Trustees. These reports should include activities related to hospital-wide quality assurance.

(e) The Operations and Finance Committee shall review the recommendation of the President for the Vice President for Operations and Executive Director of the Medical Center and the recommendation of the Medical Director of the Medical Center for the medical staff and department chairmen and shall make its recommendations thereon to the Board of Trustees.

(f) The Operations and Finance Committee shall concern itself with the broad financial overview of the Authority, as well as with the operation, routine care, and maintenance of the existing physical facilities of the Authority. Specific financial details for physical facilities will be provided in the Physical Facilities Committee of the Board of Trustees.

(g) The Committee shall especially concern itself with such matters as procurement, accounting, budgeting, and information systems.

(h) The Committee shall concern itself with the financial and fiscal policies and procedures of the Authority.
(i) The Committee will assist the Audit Committee in setting the appropriate tone in communicating the importance of internal control and directing management to establish appropriate internal controls.

(j) The proposed annual budget for the Authority shall be prepared by the appropriate Authority officers for review by the Committee.

(k) The Committee shall concern itself with personnel policies and personnel administrative programs to achieve satisfactory quality, productivity, and morale of personnel of the Authority.

(l) The Committee will make appropriate and timely reports and recommendations to the Board of Trustees which, upon approval by the Board of Trustees, shall become established policy.

2) Physical Facilities Committee.

(a) The Physical Facilities Committee shall concern itself with the real property and improvements thereto of the Medical Center. It shall be responsible for prioritizing and implementing all development plans for Authority properties and their improvements. It shall solicit, evaluate, and select suggestions and proposals from administration, consultants, and other professionals relating to the development and capital improvements of the physical facilities and make recommendations to the Board of Trustees. This Committee will only be concerned with capital projects exceeding cost limits specified in approved Board policies. This Committee shall assume full responsibility of the Medical University Hospital Authority Facility Plan, to include, but not be limited to, 1) selecting architects, engineers and other related professionals; 2) prioritizing all requests for facilities; 3) conducting feasibility studies; and 4) reviewing major renovations required for the installation of equipment.

(b) To help carry out the duties of the Physical Facilities Committee, the Committee Chairman can appoint one member of the Physical Facilities Committee and two members of the Board of Trustees at large as a separate project committee for each major building project for architect/engineer and related construction professionals selections. There may be multiple project committees with different Trustees functioning concurrently for different projects. A project committee is an active part of the Physical Facilities Committee and serves at the supervision, control and direction of the Physical Facilities Committee. The Physical Facilities Committee Chair shall take into account any expertise or experience of Board members and of their willingness to serve on a committee for a specific project.

(c) The Committee shall be familiar with and report to the Board of Trustees preliminary details of costs associated with various developments and improvements of physical facilities.
(d) The Committee shall be charged with the responsibility of all Board matters relating to the physical properties of the Authority; the design and location of new buildings, master planning, and improvements or remodeling of buildings and all other matters having to do with the preservation of the Authority’s physical facilities. It shall report to the Board of Trustees with its recommendations thereon and on all contracts relating to new construction, capital improvements, and major repairs/renovations to existing buildings and grounds.

(e) The Committee will establish a formal mechanism decreeing the time and appropriate ceremony to formally accept any completed project.

(f) At each Board meeting, the Vice President for Operations and Executive Director of the Medical Center or his designee will update the Physical Facilities Committee on: 1) construction progress, 2) budgetary increases on construction/facility improvements, and 3) all change orders to date.

(g) Once the Physical Facilities Committee accepts and prioritizes capital project(s) for development, the project(s) will be forwarded to the Operations and Finance Committee of the Board of Trustees for funding consideration. The Operations and Finance Committee will have the responsibility for seeking appropriate funding in consideration of the Authority’s budgetary status, bonding requirements and other financial requirements or restrictions of the Authority. In accordance with approved Board policies, the Operations and Finance Committee will make recommendations for approval of expenditures to the full Board.

(h) The Committee shall report to the Board on all financial matters in its area of concern.

3) Audit Committee.

(a) The Audit Committee shall concern itself with assisting the Board of Trustees in discharging its fiduciary and stewardship obligations relative to the reliability and integrity of 1) systems of internal control, 2) accounting practices, 3) annual reporting, 4) internal and external audit processes, 5) management of business exposures and 6) compliance with legal, regulatory, and ethical requirements.

(b) The Committee will provide an open avenue of communication among the internal and external auditors, management, and the Board. The full Board will continue to have complete access to management and the Internal Audit department and may continue to request the Internal Audit department to review areas of concern to them.

(c) The role of the Committee is oversight. It is not the duty of the Committee to prepare financial statements or to conduct audits to independently verify management’s representations or to determine that the financial statements are complete and fairly present the financial condition of MUHA. These are the responsibilities of management and the external auditors.
(d) The Audit Committee has the full authority to review/investigate any matter or activity within the scope of its responsibilities. It shall have direct access to management, Internal Audit, Legal Counsel and any other members of or resources within MUHA and its affiliated organizations. All employees shall be directed to cooperate as requested by members of the Committee. The Committee shall also have the resources and authority to retain special legal, accounting, or other experts it deems necessary in the performance of its responsibilities.

(e) In accordance with Section IV(B) of these bylaws, the Chairman of the Board shall appoint the Audit Committee members, all of whom shall be Trustees, and the Committee members will elect one individual to serve as Committee Chairman. Each member of the Committee, including the Chairman, shall be independent and by reason of education or experience possess such degree of financial literacy as required to oversee the performance of the internal and external auditors, review MUHA’s financial statements, and otherwise faithfully execute the role of the Audit Committee set forth in the bylaws. At least one member of the Committee should have appropriate experience with internal controls, an understanding of applicable accounting principals, the application of such principals in preparing or auditing financial statements, and an understanding of audit committee functions.

(f) Members of the Committee shall uphold their duty of care by attending and participating in meetings, strengthening his or her understanding of the institution and its operations, maintaining professional skepticism, addressing appropriate subjects, gathering adequate facts, making reasonable and prudent inquiries before making a decision, and seeking outside counsel when necessary.

(g) The Audit Committee shall meet at least two times per year. Internal Audit will coordinate the Committee’s agenda in consultation with the Committee Chair. All Board members are encouraged to attend and participate in the Audit Committee meeting.

(h) The Committee will set the appropriate tone in communicating the importance of internal control and direct management to establish appropriate internal controls.

(i) The Committee shall report to the Board on all financial matters in its area of concern.

Section V. The Officers and Administration of the Authority.

(A) The President. The Chief Executive Officer of the Authority shall be its President who shall be the President of the Medical University of South Carolina.

(1) The President shall have and exercise full executive powers over the Authority and its related operations within the framework of the policies established by the Board of Trustees.

(2) More specifically, the President shall be charged with the organization of the administrative and professional personnel of the Authority and the method of selecting the personnel, subject
only to the limitations imposed by these bylaws, South Carolina laws, and applicable State policies and procedures. He shall be the medium of formal communication between the Board of Trustees and the administrative organization of the Authority and also the official spokesman of the Authority except as to matters within the special province of the Board of Trustees, in which realm the Chairman of the Board of Trustees shall be the official spokesman. The President, with his appropriate executive officers and the appropriate committees, shall prepare or receive and forward all requisite reports, budgets, and presentations to public agencies and to the Board of Trustees of the Authority.

(3) The President shall present to the Board of Trustees an organizational chart showing divisions, departments, and lines of reporting and command in the administrative organization of the Authority. After approval of such organizational chart, any changes shall be made only after the proposed change has been approved by the Board.

(B) Vice President for Operations and Executive Director of the Medical Center. By and with the advice of the President and/or appropriate standing committee, the Board of Trustees shall elect the Vice President for Operations and Executive Director of the Medical Center and approve his total compensation package and subsequent changes thereto. The Vice President for Operations and Executive Director of the Medical Center will be elected by a majority vote of the Trustees, taken by secret ballot. Trustees must be present to vote. Votes shall not be cast by proxy, telephone, facsimile, electronic mail, or by any other communication device.

(1) The Vice President for Operations and Executive Director of the Medical Center is administratively responsible to the President for Medical Center functions and services that it provides and shall exercise control and responsibility for human, financial, and informational resources of the Medical Center and related activities. Except as otherwise provided in these bylaws, the officers and administrators of the Authority shall report to and through this officer to the President of the Authority.

(2) The Vice President for Operations and Executive Director of the Medical Center shall appoint officers and administrators of the Authority other than those whose appointment is otherwise provided for in these bylaws.

(3) The Vice President for Operations and Executive Director of the Medical Center shall formulate policies with respect to the educational and research activities of the Authority and shall submit such policies to the Board of Trustees for approval.

**Section VI. The Medical Director and Medical Staff.**

(A) Medical Director. The Vice President for Operations and Executive Director of the Medical Center in collaboration with the Vice President for Medical Affairs of MUSC will recommend a candidate(s) for the position of Medical Director of the Hospital Authority to the President for approval. The Board of Trustees delegates the general responsibility and authority for the operation of the Medical Center, the patient care programs, and related activities of the Medical Center to the Vice President for Operations and Executive Director of the Medical Center, under whom specific responsibility and authority for the patient care programs are assigned to the Medical Director of the Medical Center. The responsibility
and authority delegated in this matter by the Board of Trustees are intended to provide for administrative actions as may be deemed necessary or appropriate to the proper and effective conduct of patient care and related programs.

(B) **Medical Staff.**

(1) The Board shall create a medical staff organization to be known as the Medical Staff of the MUSC Medical Center, whose membership shall be comprised of professional healthcare providers (i.e., physicians, dentists, osteopaths, etc.), who are privileged to attend patients in the Medical Center. The selection of the Medical Staff and department chairmen is made by the Board of Trustees upon the recommendation of the Medical Director of the Medical Center with the review and recommendation of the Operations and Finance Committee. The Medical Staff shall propose and adopt bylaws for its internal governance, as specified in the Medical Staff Bylaws, which shall be effective when approved by the Board. **According to Joint Commission standards, neither the Board of Trustees nor the Medical Staff can unilaterally amend the Medical Staff Bylaws or Rules and Regulations.** These bylaws shall set forth the policies by which the Medical Staff exercises and accounts for its delegated authority and responsibilities. The bylaws shall include a mechanism for review of decisions, including the right to be heard at each step of the process, when requested by a member of the Medical Staff. Whenever the Board does not concur with the Medical Staff recommendation relative to appointment and clinical privileges, there must be a provision in the bylaws for a review of the recommendation by a joint committee of the Medical Staff and the Board before a final decision is reached by the Board.

(2) While the medical care provided to the patients in the Medical Center is the ultimate responsibility of the Board of Trustees, it is the policy of the Board of Trustees to delegate this function, insofar as is legally permissible, to the Medical Staff. Thus, the Medical Staff is responsible for the delivery of health services, for keeping pace with advances in medical science, for evolving new concepts of improved organization and for promoting better health care, education, and research. Nevertheless, the Board shall review the efforts of the Medical Staff in its conduct of ongoing appraisal of the quality of care provided at the Medical Center. In addition, the Board of Trustees shall have the final authority on all appointments, re-appointments, and other changes in the Medical Staff, the granting of clinical privileges, disciplinary actions, including a provision for the termination of professional healthcare providers that are members of the Medical Staff in a medico-administrative position in the Medical Center in accordance with procedures as established in the Medical Staff Bylaws, and all matters relating to professional competency.

**Section VII. Appeals to the Board.**

(A) **Medical Staff.** The right of appeal to the Board of Trustees by any member of the Medical Staff of the Medical Center or the administration is a right recognized by the Board and shall be exercised in accordance with the respective grievance procedures for the Medical Staff as approved by the Board of Trustees, **as outlined in the Medical Staff Bylaws.**

(B) **Administrative Personnel.** With respect to administrative personnel, the Board of Trustees, in its sole discretion, may grant a review of any adverse administrative action. However, if this review is
granted, the Board shall not be required to conduct a hearing or hear arguments but shall review the record of any proceedings.

Section VIII. Certain Income Tax Exemption Purposes Matters.

(A) General. In addition to the other purposes of the Authority as set forth in the Authority’s enabling legislation which is codified under South Carolina Code Ann. § 59-123-10 et seq., and other purposes set forth below, the Authority is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and other sources which are appropriate under the applicable provisions of the Internal Revenue Code of 1986, as amended (“Code”), governing income tax exempt organizations, and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profits of the Authority is or shall be distributable to, or inure to the benefit of, its trustees or officers except to the extent permitted under the applicable laws of South Carolina, and the applicable provisions of the Code governing income tax exempt organizations. No substantial part of the activities of the Authority shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Authority shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Authority’s enabling legislation, which is identified above, the Authority shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Code section 501(c)(3) or (ii) by a corporation, contributions to which are deductible under Code section 170(c).

(B) The funds or assets of the Authority shall not be distributed or otherwise made available to any organization or entity other than the State of South Carolina and its agencies and instrumentalities (including, without limitation, The Medical University of South Carolina), unless such funds or assets are transferred or exchanged in accordance with applicable South Carolina law; and in return for goods or services of equal value or unless such funds or assets are distributed or otherwise made available in furtherance of a scientific, educational, or charitable purpose, or for the purpose of lessening the burdens of government, qualifying as exempt under the aforementioned provisions of the Code.

Section IX. Amendment.

These bylaws may be amended at any regular meeting of the Board of Trustees by a favorable vote of at least two-thirds of the members present and voting, but the proposed amendment must first have been stated in writing and sent to each member of the Board at least 15 days prior to such meeting.
(j) With respect to accounting and financial matters, the Committee shall:

(i) Review with management, Internal Audit, and any outside professionals as the Committee considers appropriate items such as important trends, professional developments, or emerging issues relative to accounting and financial reporting practices and requirements and their effect on the financial statements.

(ii) Review reports and disclosures of internal and affiliated party transactions and operations.

(iii) Review the Comprehensive Annual Financial Report (CAFR) before its release and consider whether the information is adequate and consistent with members’ knowledge about MUHA’s operations. Internal Audit may perform this duty on behalf of the Committee when directed by a majority vote of the Committee. This review does not relieve management of its duties with regard to preparing the financial statements and supplemental information presented in the Report such that the Report completely and fairly presents the financial condition and operations of MUHA.

(iv) Be satisfied that regulatory compliance matters have been considered in the preparation of the financial statements.

(k) With respect to internal control, the Committee shall:

(i) Review and assess the internal practices for determining and managing the following key exposure areas as part of the control environment: 1) non-compliance with laws, regulations, standards and best practice guidelines; 2) important judgments and accounting estimates; 3) unusual transactions; 4) litigation and claims; 5) fraud and theft; and 6) other relevant business threats.

(ii) Review with management, Internal Audit and the external auditor the quality, adequacy and effectiveness of internal controls and the control environment regarding 1) all significant deficiencies and material weaknesses in the design or operation of internal control and 2) any significant changes to internal controls over financial reporting, including corrective actions, since the last report to the Committee.
(l) With respect to Internal Audit, the Committee shall:

(i) Review Internal Audit staffing needs and budget requirements to ensure appropriate structure and capability to effectively carry out responsibilities.

(ii) Oversee the scope of Internal Audit services and have access to the internal audit function without management presence.

(iii) Consult and concur with the Board, who will continue to have ultimate responsibility, in the appointment, compensation, evaluation, replacement, reassignment, or dismissal of the Chief Audit Executive.

(iv) Review Internal Audit’s annual risk assessment and audit plan, including any subsequent significant modifications to the audit plan, such as special requests by the Board or management.

(v) Provide an effective reporting line and maintain the independence and objectivity of the internal audit function.

(vi) Ensure that Internal Audit has the right to seek information and explanations from MUHA and its affiliated organizations. No unjustified restrictions or limitations shall be placed on Internal Audit, which shall have all necessary access to management and all employees and records of MUHA and its affiliated organizations.

(vii) Meet with Internal Audit at each meeting of the Audit Committee to discuss any necessary matters, to provide a forum for private comments including discussion of any restrictions on audit scope or access to required information, resources, or personnel and to communicate the Committee's expectations.

(viii) Review and consider the implications of all significant comments and suggestions noted by Internal Audit in its reports.

(ix) Evaluate management’s responsiveness to Internal Audit’s comments and suggestions to ensure that significant comments and suggestions are received, discussed and acted upon in an appropriate and timely manner.

(x) Work with Internal Audit to offer assistance in matters where the department has requested such advice.
(xi) Internal Audit shall act as the premier resource to aid the Committee in its oversight duties, as Internal Audit is independent, is on-site at all times, has significant experience with accounting practices and internal control, and has in-depth knowledge of the institution.

(xii) Internal Audit is accountable to the Board and shall report to the Board. Internal Audit shall also work with the Audit Committee and meet with and make reports to the Committee as required.

(m) **With respect to the external auditor, the Committee shall:**

(i) Be responsible for appointing, terminating, compensating, and overseeing the performance of the external auditor. The Committee will decide on the appointment process to include identifying and prioritizing selection criteria. Internal Audit will provide assistance in fulfilling this responsibility.

(ii) Review and pre-approve, as appropriate, any engagement of an external audit firm for audit, audit-related and non-audit services. Before approving non-audit services, review the related scope and fees, and consider how the performance of such services may affect the external auditor's independence, seeking Internal Audit’s advice when necessary.

(iii) Review and confirm the external auditor's assertion of independence in accordance with professional standards.

(iv) Meet with the external auditor in an entrance conference, coordinated by Internal Audit, to review the audit plan for the annual financial statement audit before work begins. Discuss audit scope and general audit approach, staffing needs, locations, the reliance upon management, and the impact of rotation requirements and other independence rules.

(v) Meet with the external auditor in an exit conference, coordinated by Internal Audit, to examine and discuss audit results and consider the implications of external audit findings. The Committee should meet with the external auditor without management present to discuss the audit outcomes.
(vi) Meet annually with the external auditors of each of the affiliated organizations in a joint conference for the purposes of coordinating audit effort, deadlines, the transfer of information, etc. Internal Audit may perform this duty on behalf of the Committee as directed by the Committee.

(vii) Attend the entrance and exit conferences with, and have direct access to, the external auditors of each of MUHA’s affiliated organizations. Further, the affiliated organizations and their auditors shall share their audit results (financial statements, audit findings, etc.) with the Committee. Internal Audit may perform this duty on behalf of the Committee as directed by the Committee.

(viii) Monitor and examine management’s response to the external auditor’s findings and recommendations to ensure that significant findings and recommendations are received, discussed and acted upon in an appropriate and timely manner, seeking Internal Audit’s assistance when necessary.

(ix) Examine all representation letters signed by management and ensure all information provided is complete and appropriate.

(x) Review with the external auditors any booked or waived audit adjustments and any audit problems or difficulties encountered in the course of the audit work, including any restrictions on the scope of external audit activities or on access to requested information, and any significant disagreements with management, as well as management’s response thereto.

(xi) Evaluate, at least annually, the external auditor’s experience, qualifications, rotation requirements and performance. This review will include an evaluation of the lead partner of the external audit firm and shall take into account the opinions of management and Internal Audit. The Committee shall present its conclusions with respect to the external auditor to the full Board.

(xii) Establish hiring policies with respect to employees or former employees of the external auditor.

(xiii) The external auditor is ultimately accountable to the Board and shall report directly to the Audit Committee.

(n) **With respect to reporting, the Committee shall:**
(i) Conduct in the manner the Committee deems appropriate, a self-evaluation, comparing performance with the requirements set forth in the bylaws in order to increase the effectiveness of the Committee as a whole.

(ii) Review the bylaws governing the Committee biennially in conjunction with the self-evaluation to determine the adequacy of the bylaws for current circumstances and recommend to the Board the formal adoption of any revisions for future operations of the Committee.

(iii) Request, if necessary, that any employees, members of management, Internal Audit, Legal Counsel, or outside firms attend Committee meetings and provide pertinent information or meet with any of the Committee's members or consultants.

(iv) On a regular basis, report to the Board significant matters covered at each Audit Committee meeting.

(o) With respect to compliance, the Committee shall:

(i) Receive annual reports for all entities regarding compliance.

(ii) Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management’s investigation and follow-up (including disciplinary action) on any fraudulent acts or other irregularities.

(iii) Receive reports on and monitor responses to complaints received by the institution or confidential anonymous submissions by employees (via the hotline or other avenues) regarding accounting, internal controls, general ethical conduct, fraud, inefficiencies, or unlawful activity. Review procedures for the receipt, retention and treatment of such information.

(iv) Review, as needed or requested, the results of the various audits or investigations performed by all areas that perform oversight or review functions.

(p) With respect to other matters, the Committee shall:

(i) Review and discuss with Legal Counsel significant legal, environmental, and regulatory issues.
(ii) Receive and review all outside audits, including the findings of any significant examinations by regulatory agencies or the results of significant consulting engagements not reported to another standing committee.

(iii) Advise the Board on appropriate ethical standards for the management of the organization.

(iv) Ensure the internal and external auditors keep the Committee informed about fraud, illegal or unethical acts, deficiencies in internal control, and other audit-related matters.

(v) Review as requested property and casualty insurance coverage including coverage of clinical and environmental risks. Consider the claims to which the organization may be liable in the conduct of its activities, the potential losses associated with such liability, and the manner in which protection is afforded through either purchased or self-insured programs, or a combination thereof.

(vi) Perform any other oversight functions as requested by the Board or deemed necessary in accordance with the bylaws.