

MINUTES
MEDICAL UNIVERSITY HOSPITAL AUTHORITY
BOARD OF TRUSTEES MEETING
February 13, 2009

The Board of Trustees of the Medical University Hospital Authority convened Friday, February 13, 2009, with the following members present: Dr. Charles B. Thomas, Jr., Chairman; Thomas L. Stephenson, Esquire, Vice Chairman; Dr. Stanley C. Baker, Jr.; Mr. Melvyn Berlinsky; Mr. William H. Bingham, Sr.; 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 W. Schulze; The Honorable Robin Tallon; Dr. James E. Wiseman, Jr.; Emeritus Member: The Honorable Phillip D. Sasser. Absent: Mr. William B. Hewitt.

The following administrative officials were present: Dr. Raymond S. Greenberg, President; Dr. John Raymond, Vice President for Academic Affairs and Provost; Mr. Stuart Smith, Vice President for Clinical Operations and Executive Director, MUHA; Dr. Jerry Reves, Vice President for Medical Affairs and Dean, College of Medicine; Ms. Lisa Montgomery, Vice President for Finance and Administration; Mr. Jim Fisher, Vice President for Development and Dr. Frank Clark, Vice President for Information Technology and CIO.

The following deans were present: Dr. Jack Sanders, College of Dental Medicine; Dr. Mark Sothmann, Dean, College of Health Professions; Dr. Jerry Reves, College of Medicine; Dr. Joseph DiPiro, Executive Dean, South Carolina College of Pharmacy and Dr. Arnold Karig, MUSC Campus Dean, College of Pharmacy.

Item 1. Call to Order-Roll Call.

There being a quorum present, Chairman Thomas called the meeting to order. Ms. Celeste Jordan called the roll.

Item 2. Secretary to Report Date of Next Meeting.

The date of the next regularly scheduled meeting is Friday, April 17, 2009.

Item 3. Approval of Minutes of the Regular Meeting of the Medical University Hospital Authority of December 12, 2008 and the Conference Call of January 21, 2009.

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:

Item 4. General Informational Report of the President.

Dr. Greenberg welcomed Dr. and Mrs. Peter Gazes to the meeting. Dr. Greenberg recognized Dr. Gazes, as the "father" of cardiology in South Carolina, who has been one of the most loyal and dedicated faculty members of the Medical University and

one who has made extraordinary contributions the University. He said the Board wanted to recognize Dr. Gazes' contributions and Dr. O'Bryan read a resolution on behalf of the Board.

Dr. Greenberg asked Dr. Raymond to introduce Dr. Andrew Kraft. Dr. Raymond said Dr. Kraft was brought to the University to accomplish a goal the University has had for two decades which was to get NCI designation for the cancer center. He came from fine institutions – UAB and the University of Colorado where he had major leadership roles. He came to the University five years ago and yesterday the University received the news the Cancer Center received the NCI designation.

Dr. Kraft discussed what an NCI designation means and its impact on the University. There are only 61 NCI designated centers in the United States. Clearly this is a designation that marks the University as one of the major cancer centers in the country if not in the entire world. He thanked the Board and Dr. Greenberg for their support to help achieve this designation.

The NCI designation represents a foundation on which to build. The role of the Director is to push the Center from NCI designation to the next status which is Comprehensive status. There are only 39 NCI Centers that are Comprehensive Centers which means a strong program in prevention and control of cancer; as well as a major statewide-effort in education, advocacy, patient care, professional education and training. Dr. Kraft asked for the Board's continued support as he seeks the Comprehensive level for the Hollings Cancer Center.

Dean Reves introduced Dr. Steve Glazier. Dr. Glazier is Surgical Director of the MUSC Comprehensive Epilepsy Center and also serves as Chief of the Division of Neurological Surgery of the Department of Neurosciences and the Director of Pediatric Neurological Surgery. He went to medical school at Georgetown University and did his surgical residency at the University of Pennsylvania. His interest and international recognition is in epilepsy care and Dean Reves said Dr. Glazier has accomplished amazing things in a short period while at MUSC in terms of setting up a collaborative program of pediatricians around the state.

Dr. Glazier talked about the technology and the clinical results of the epilepsy program at MUSC as well as the direction for the program. In 2008, the epilepsy program received the Level 4 Epilepsy Center status which is the National Association of Epilepsy Center's highest level of accreditation. The University's program is the only program in the State with that designation. The goal is to have MUSC's Level 4 Epilepsy center be a regional and national focus for epilepsy care.

Epilepsy is the number one neurological disorder and not stroke as most people assume. About 40,000 people in SC have epilepsy. Technology such as brain mapping and the gamma knife are key to the continued success of the program. He thanked the Board for their support in that area. Additional technology that would be beneficial to the residents of the state would be magnetoencephalography which provides a noninvasive tool to study epilepsy and brain function. Also, the SC Lightrail is critical to getting resources to all citizens of the state so he hoped funding would be made available for that technology as well.

The Board asked the cost of the magnetoencephalography technology. Dr. Glazier said it would be about \$2-2.5M. Dr. Greenberg asked for any information Dr. Glazier could share with him as he talks with people around the state about Lightrail. Dr. Clark asked Dr. Glazier to identify the particular sites he would like the Lightrail to reach.

Dr. Johnson stated it was an interesting program and felt the people in the community and the state should hear more about the program.

Recommendation of Administration: That the 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.

OLD BUSINESS: None.

NEW BUSINESS:

Item 6. MUSC Medical Center Status Report.

Statement: Dr. Baker said Mr. Stuart Smith reported to committee that the average daily census through January showed an increase of 3.9%. The total patient activity including discharges and observation cases increased 2.5% and operating room cases increased by 14.5%

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 7. MUSC Medical Center Financial and Statistical Report.

Statement: Dr. Baker reported that information on the Medical Center financial status had been received by the Board from Ms. Montgomery.

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. Conflict of Interest Policy.

Statement: Dr. Baker said the Committee had reviewed the Conflict of Interest Policy and recommended the Board approve the policy.

Recommendation of Administration: That the policy be approved.

Recommendation of Committee: That the Conflict of Interest Policy be approved.

Board Action: A motion was made, seconded and unanimously voted to approve the Conflict of Interest Policy.

Item 9. Report on Quality and Patient Care.

Statement: Dr. Baker said the committee had received a report on Quality and Patient Care from Mr. Chris Rees which was received as information.

Recommendation of Administration: Received as information.

Recommendation of Committee: Received as information.

Board Action: Received as information.

Item 10. Report of the Vice President for Medical Affairs and Dean, College of Medicine.

Statement: Dr. Baker stated Dean Reves had provided his report in an earlier session.

Recommendation of Administration: Received as information.

Recommendation of Committee: Received as information.

Board Action: Received as information.

Item 11. Report on University Medical Associates.

Statement: Dr. Baker said Mr. Steve Valerio had provided a report 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 12. Legislative Update.

Statement: Dr. Baker said no 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 13. Other Committee Business. None.

Item 14. Special Healthcare Alternative Retirement Plan (SHARP) Amendment (consent item).

Statement: A Special Healthcare Alternative Retirement Plan Amendment was presented to committee for approval.

Recommendation of Administration: That the (SHARP) Amendment be approved.

Recommendation of Committee: That the (SHARP) Amendment be approved.

Board Action: A motion was made, seconded and unanimously voted to approve the Amendment to the Special Healthcare Alternative Retirement Plan.

Item 15. Medical University Hospital Authority Appointments, Reappointments and Delineation of Privileges (consent item).

Statement: A revised list of Appointments, reappointments and delineation of privileges to the medical staff were presented for approval. A copy of the revised list is attached.

Recommendation of Administration: That the appointments, reappointments and delineation of privileges to the medical staff be approved as presented.

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

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

Item 16. Medical Executive Committee Minutes (consent item).

Statement: Minutes of the Medical Executive Committee meeting were presented to the Board.

Recommendation of Administration: That this be received as information.

Recommendation of Committee: That this be received as information.

Board Action: 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.

Item 18. University Medical Associates Report (consent item).

Statement: Dr. Baker stated that Mr. Steve Valerio had presented outreach initiatives and capital purchases for approval. The committee recommended the following be approved:

1. New Outreach Initiatives

a. Department of Urology – Male Fertility Program

b. Department of Pediatrics – Myrtle Beach Relocation

c. Department of Neurosciences

- i. Hilton Head/ Bluffton Expansion
- ii. Georgetown/Horry Expansion

d. Department of Obstetrics and Gynecology – Charleston Health Center Clinic

2. Capital Expenditures

a. Department of Pediatrics

- i. Phillips Echo Machine - **\$138,543.12**

b. Department of Urology

- i. Sirenmobil 2000 Digital Mobile C-arm
- ii. Mt Pleasant Office
- iii. Urodynamic procedures
- iv. Unit Price - **\$29,000**
 - 1. Over 5 yr period
 - 2. \$1 buyout at end of lease

c. Department of Ophthalmology

- i. Mt Pleasant Office
- ii. WinStation 5000 Fundus Camera
- iii. Retinal and Glaucoma Imaging Technology
- iv. Estimated cost \$35,000

Recommendation of Administration: That the outreach initiatives and capital purchases be approved.

Recommendation of Committee: That the outreach initiatives and capital purchase be approved.

Board Action: A motion was made, seconded and unanimously voted to approve the outreach initiatives and capital purchases as presented.

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 19. Facilities Procurements/Contracts.

Statement: Mr. Bingham said the committee recommended approval of the following:

- Lease of 94,751 square feet of office/clinical space located on various floors within the University Hospital, Children's Hospital and Ashley River Tower to UMA/College of Medicine. Annual lease income: \$2,000,193.61. Note that the lease period was changed and approved for a two year period.
- MUHA Cafeteria Renovation Project. Total project will cost approximately \$5.8M. Sodexo will fund most of the \$5 million portion of the project and MUHA will repay Sodexo \$1.5 million over a 5 year period. MUHA will also pay \$800,000 in capital costs which will be in the capital budget for FY2010. Total MUHA cost is \$2.3 million.

Recommendation of Administration: That the procurements/contracts be approved as presented.

Recommendation of Committee: That the procurements/contracts be approved at presented.

Board Action: a motion was made, seconded and unanimously voted to approve the procurements/contracts as presented.

Item 20. Update on Projects.

Statement: Mr. Bingham reported that Mr. Dennis Frazier had provided an update on various Authority projects 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 21. Other Committee Business. None

Item 22. Facilities Contracts Awarded (consent item).

Statement: Facilities contracts awarded 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.

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.

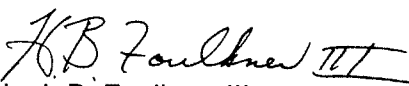
Board Action: It was moved, seconded and unanimously voted that the consent agenda be approved.

Item 24. **New Business for the Board of Trustees.** None

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

There being no further business, the Hospital Authority meeting was adjourned.

Respectfully submitted,

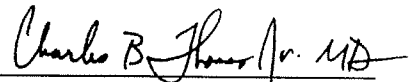

Hugh B. Faulkner III
Secretary

/wcj
Attachments

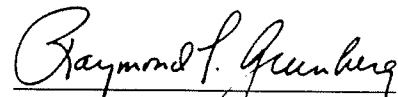
Resolution in Appreciation of Peter C. Gazes, M.D.

- WHEREAS the Medical University of South Carolina Board of Trustees is grateful for the outstanding contributions of our most successful faculty members; therefore, be it known that Peter C. Gazes, M.D., Professor of Medicine and Distinguished University Professor, has been one of our institution's most successful and influential clinicians, scholars and mentors throughout his fifty-nine years of exemplary service to MUSC, and
- WHEREAS Dr. Gazes earned a B.S. from the College of Charleston and an M.D. from the Medical University of South Carolina, and performed a rotating internship at the Jersey Medical Center, a medical residency and cardiology research fellowship at the Philadelphia General Hospital, and a teaching fellowship in Cardiology and Pharmacology at the Medical University of South Carolina, and
- WHEREAS he joined the faculty at the Medical University of South Carolina in 1950 as an Instructor in Medicine, rising through the faculty ranks to full Professor of Medicine in 1967 and Distinguished University Professor in 1982, and
- WHEREAS he has served the institution as Director of the Division of Cardiology and as Assistant Dean of Alumni Affairs in the College of Medicine; and has served on numerous editorial boards and in leadership positions of subspecialty societies including the Governorship of the South Carolina Chapter of the American College of Cardiology and the Presidency of the South Carolina Heart Association, and
- WHEREAS his outstanding service to our institution, the field of Cardiology, and to the State of South Carolina were recognized by numerous teaching awards; the Medical University of South Carolina Distinguished Faculty Service Award; Distinguished Alumni designations from the College of Charleston and the Medical University of South Carolina; Honorary Doctoral Degrees from the College of Charleston and the Citadel; presentations of the Order of the Palmetto by Governor David N. Beasley and the Order of the Silver Crescent by Governor Jim Hodges; and by designation of the Gazes Cardiac Institute and Research Building in his name, and
- WHEREAS he has published two hundred and fifty full-length manuscripts and book chapters, and two books; and has served on the Advisory Council of the National Heart, Lung and Blood Institutes of the National Institutes of Health, and
- WHEREAS he is widely recognized as the founder of Cardiology in South Carolina and is one of the key figures who shaped the purpose, vision and successes of the Medical University of South Carolina over the last fifty-eight years.

HEREBY, BE IT KNOWN, that the Board of Trustees of the Medical University of South Carolina expresses its sincere admiration for Dr. Peter C. Gazes' many significant accomplishments and remarkable contributions, and appreciation for his successes as a clinician, scholar and mentor; unanimously and enthusiastically resolved this Thirteenth day of February in the year Two Thousand and Nine.



Charles B. Thomas, Jr. M.D.
Chairman, Board of Trustees



Raymond S. Greenberg, M.D., Ph.D.
President

**Medical University Hospital Authority
Board of Trustees
Hospital Operations and Finance Committee
February 12, 2009
Minutes**

Attendees:

Dr. Stanley Baker, Chair
Mr. Melvyn Berlinsky
Mr. William Bingham
Dr. Cotesworth Fishburne
Dr. Donald Johnson
Dr. Conyers O'Bryan, Jr.
Dr. Thomas Rowland
Mr. Charles Schulze
Thomas Stephenson, Esq.
Dr. Charles Thomas
Hon. Robin Tallon
Dr. James Wiseman
Dr. Raymond Greenberg
Mr. Stuart Smith

Ms. Lisa Montgomery
Dr. John Raymond
Dr. J. G. Reves
Mr. Jim Fisher
Ms. Susan Barnhart
Mr. Chris Rees
Mr. Casey Liddy
Dr. Marilyn Schaffner
Dr. Phil Costello
Mr. Steve Valerio
Mr. Betts Ellis
Joseph Good, Esq.
Annette Drachman, Esq.

The meeting was called to order by Dr. Stanley Baker, Chair, at 12:30 p.m.

Item 6. MUSC Medical Center Status Report

Mr. Smith briefed the committee on medical center activity. The average daily census through January reflects an increase of 3.9%. Total patient activity including discharges and observation cases increased 2.5% and operating room cases have increased by 14.5%.

Mr. Smith also reported that Trident Regional Medical Center has withdrawn its protest of our North Area Clinic Certificate of Need application.

Action: Received as information

Item 7. MUSC Medical Center Financial and Statistical Report

Ms. Montgomery briefed the committee on the medical center financial status in an earlier session of the board.

Action: Received as information

Item 8. Conflict of Interest Policy

The MUSC/MUHA conflict of Interest Policy was presented and approved as presented.

Action: Recommend approval

Item 9. Report on Quality and Patient Safety

Mr. Chris Rees, Director, Quality and Patient Safety, updated the committee on the current process for reviewing sentinel events as well as events deemed serious while not sentinel. In order to place more emphasis on these events, an Administrative Review Group is convened to address any event which is considered serious or sentinel. This group, after discussing the event, makes a determination on its severity. Events which are deemed sentinel undergo a comprehensive sentinel event review and events which are deemed serious but not sentinel are monitored through a quality monitoring process. After review, these events are brought to the hospital administrative team to determine processes for improvement and monitoring for sustained improvement.

Mr. Rees also reported that the peer review process has been enhanced and recently the committee has had 13 referrals for peer review from sentinel or serious events.

Mr. Rees updated the committee on sentinel events and discussed areas of concern and possible vulnerabilities.

Mr. Rees also updated the committee on MUHA's patient satisfaction reporting. MUHA is currently rated 2nd within the UHC hospitals which report HCAHPS results, and 3rd out of the 52 UHC hospitals which report through Press Ganey. MUSC is currently ranked 2nd highest in HCHAPS among the hospitals in South Carolina whose data is currently publicly reported.

Action: Received as information

Item 10. Report of Vice President for Medical Affairs and Dean, College of Medicine

Report presented at earlier session

Item 11. Report on University Medical Associates

Mr. Steve Valerio, CEO, University Medical Associates, briefed the committee on outreach initiatives in the Departments of Urology, Pediatrics, and Neurosciences. He also presented requests for capital expenditures by the Department of Pediatrics, Department of Urology and Department of Ophthalmology as outlined in the agenda.

Action: Report received as information and expenditures recommended for approval.

Item 12. Legislative Update

No report

Item 13. No other committee business

CONSENT AGENDA:

Item 14. Special Healthcare Alternative Retirement Plan (SHARP) Amendment

A resolution was presented to amend the Special Healthcare Alternative Retirement Plan in order to comply with IRS Code Section 415 which sets limitations on the amount that can be allocated to plan participants' accounts.

Action: Recommend approval of resolution

Item 15. Medical University Hospital Authority Appointments, Reappointments, and Delineation of Privileges

The Committee reviewed and ratified appointments, reappointments and delineation of privileges which were approved by the Board of Trustees Credentialing Subcommittee on December 17. These were approved effective December 28, 2008.

Action: Approved

Item 16. Medical Executive Committee Minutes

The minutes for November and December, 2008 were presented to the committee.

Action: Received as information

Item 17. Medical Center Contracts and Agreements

Contracts and agreements entered into since the last meeting of the Board were presented for information.

Action: Received as information

Item 18. University Medical Associates Report.

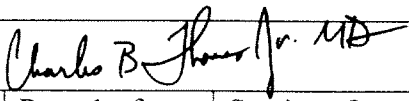
Discussed under Item 11.

There being no further business, the committee adjourned at 1:00 p.m.

Respectfully Submitted,

Teresa K. Rogers

Medical University of South Carolina and Medical University Hospital Authority Policies and Procedures

Policy Name: MUSC/MUHA – Conflict of Interest Policy			
Approved – Board of Trustees 		Date: 2/13/09	
Effective Date: 2/13/09	Page 1 of __	Section: General (Miscellaneous)	Policy Number: N/A
Replaces Policy: N/A			Dated: N/A

Persons covered by this policy

This policy applies to all Trustees, Officers, Faculty, Administrators, and Staff, including all full-time, part-time, temporary, and contract Employees of Medical University of South Carolina (“MUSC”) and Medical University Hospital Authority (“MUHA”). Affiliates (entities which derive their not for profit status from MUSC, such as University Medical Associates, the MUSC Foundation, and the MUSC Foundation for Research Development) shall as a condition of continued business with MUSC and MUHA adopt a policy substantially similar to this Policy, adapted to accommodate those affiliate employees who are not public employees.

Preamble

1. Enhancing the public good through improved health initiatives and superior economic development is the foundation of many government policies. MUSC, as a contemporary, public research university, has a responsibility to actively participate and promote these initiatives even if conflicts of interest are more likely and many times unavoidable. Conflicts of interest, therefore, may arise from ordinary and appropriate activities as a part of assigned employment duties so the existence of a conflict should not imply wrongdoing. When conflicts of interest do arise, however, they must be recognized and disclosed, then eliminated or appropriately managed. The Board of Trustees for MUSC and MUHA has a duty to govern those State entities in a manner such that conflicts are appropriately reviewed and acted on to maintain public confidence in the integrity of our institutions.

2. This policy provides a framework for recognizing and managing employee conflicts of interest, and should minimize even the appearance of conflicts of interest. The primary goal of this policy is to prevent an employee's activities from adversely influencing MUSC or MUHA operations.

3. Particular departments and activities of MUSC or MUHA may have specific conflict of interest policies. It is intended, however, that this policy will apply to the entire MUSC enterprise, providing a framework for those specific additional policies to operate under, such that those specific policies will not supersede this policy unless approved by the Board of Trustees.

4. This policy references South Carolina Code (S.C. Code § 8-13-10 *et seq.*) (the “Ethics Law”), which makes it unlawful for public officials, public members, and public employees to use their position to obtain an economic interest or to have a financial interest in most any contract or purchase connected with MUSC/MUHA, unless certain exceptions apply. This policy is implemented in addition to all requirements of the Ethics Law and does not supersede it. The South Carolina Ethics Law is at www.scstatehouse.net/code/t08c013.htm.

5. As MUSC conducts research funded by the Public Health Service and other federal agencies, it is required by federal law to maintain an appropriate written, enforced policy on conflict of interest that complies with 42 CFR Part 50 Subpart F – “Responsibility of Applicants for Promoting Objectivity in Research for which Public Health Service Funding is Sought” (http://grants.nih.gov/grants/compliance/42_CFR_50_Subpart_F.htm) as well as all other relevant policies of federal funding and oversight agencies.

A. Statement of general policy

1. MUSC/MUHA policy is that its employees conduct the affairs of MUSC/MUHA in accordance with the highest legal, ethical and moral standards.

2. MUSC/MUHA policy is that employees of MUSC/MUHA shall disclose perceived and real conflicts of interest.

3. MUSC/MUHA policy is that employees shall not use their position to secure personal financial benefits or economic interest for themselves, any member of their immediate family, any individuals or entity with whom the employee has a business relationship that renders an employee economic benefit. A perceived and/or real conflict of interest arises whenever the employee has the opportunity to influence University or Authority operations or business decisions in ways that could result in a personal financial benefit or economic gain to the employee, a member of an employee's immediate family, or individuals or entities with whom the employee has a business relationship which renders the employee economic benefit. Although certain specific examples of conflicts of interest are provided in this policy, they are meant only as illustrations, and supervisors and employees are expected to use good judgment to identify possible conflicts of interest that may adversely influence MUSC/MUHA operations, and to avoid or manage them as appropriate.

4. This policy is not intended to prohibit approved and appropriately managed economic development activities related to MUSC/MUHA generated intellectual property, including MUSC/MUHA employee involvement with startup companies, Small Business Administration (SBIR/STTR) funded research and Centers of Economic Excellence Activities. However, any such activities by MUSC/MUHA employees that make use of University or Authority property, facilities, equipment or other resources for personal benefit shall be approved as required herein, of benefit to MUSC/MUHA, and for fair value.

5. Nothing in this policy shall be construed to permit, even with disclosure, any activity that is prohibited by law.

B. Definitions

1. *Conflicts of interest* occur when an employee or immediate family member receives personal financial benefit or an economic interest from the employee's position in a manner that may inappropriately influence the employee's judgment, compromise the employee's ability to carry out MUSC/MUHA responsibilities or, be a detriment to MUSC/MUHA integrity.
2. *Immediate family* includes the employee's parents, spouse, siblings, children, stepchildren, and grandchildren.
3. *Manage and managing* means an affirmative action by the University or the Authority to establish parameters or conditions that minimize or eliminate the risk of the perceived or real conflict of interest.
4. *Personal financial benefit or economic benefit* is defined as anything of monetary value, including salary, commissions, fees, honoraria, gifts of more than nominal value, equity interests, interests in real or personal property, dividends, royalty, rent, capital gains, intellectual property rights, loans, and forgiveness of debt. "Personal financial benefit" does not include:
 - a. compensation or payments received from MUSC/MUHA or any of its affiliates or the Ralph H. Johnson Department of Veterans Affairs Medical Center;
 - b. payments for participation in seminars, lectures or other educational activities as long as not acting in the employee's official capacity, or reasonable expenses for the same activities even if acting in official capacity;
 - c. payments for participation in seminars, lectures or other educational activities, and reasonable expenses for the same activities as long as acting within the context of an individual's Faculty Appointment Contract;
 - d. any financial interest arising solely by means of investment in a mutual, pension, or other institutional investment fund over the management and investments of which the employee or an associated immediate family member does not exercise control; and
 - e. investments in publicly traded entities as long as employee owns less than a five percent and/or less than \$10,000 stake in said entity.
5. *University* means Medical University of South Carolina.
6. *Authority* means the Medical University Hospital Authority.
7. *MUSC or MUHA responsibilities* are defined as the responsibilities of an employee to perform MUSC or MUHA activities as defined by management or contract.

C. Policy provisions

1. An employee shall disclose any situation in which the employee has, or may have, a real or potential conflict of interest as defined herein. These conflicts of interest must be reported annually to the appropriate Office of Compliance. Modifications to existing disclosures or a new activity will require submittal of an additional disclosure in a timely manner. An authorized group of employees shall review the disclosure and recommend to the appropriate Vice President a suitable action plan to eliminate or manage the conflict of interest so as to ensure that MUSC or MUHA business is not improperly influenced or adversely affected. In the event that there is no reasonable way to manage a conflict of interest, then the employee may be prohibited from participating in related MUSC/MUHA affairs until such a time as the conflict is eliminated. In other words, employees and Officers of MUSC/MUHA have a duty to immediately disclose, manage or eliminate any real or potential conflicts of interest that are not in the best interests of the University or Authority.

a. An employee shall disclose conflicts of interest in writing on an approved paper or digital Conflicts of Interest Disclosure Form, including a statement describing the nature and extent of the conflict, to their supervisor and to the appropriate Compliance Office. This disclosure must be completed annually, on a form designated for such purposes. A new disclosure form must be completed whenever a new conflict of interest arises or when a significant change occurs concerning an existing disclosure. See the following Web site for this disclosure form: Annual Conflict of Interest Disclosure < _____ >.

b. If a supervisor becomes aware of a conflict of interest that an employee has not disclosed, the supervisor shall discuss the situation with the employee, require that a written disclosure be made as provided in this policy, and inform the Office of Compliance to anticipate the receipt of a new Disclosure Form.

c. All conflicts of interest shall be reported to the MUSC or MUHA Office of Compliance. The Board of Trustees or its designee will retain authority to take such action as it deems appropriate regardless of any action or inaction by an Officer of MUSC and/or MUHA.

2. The following are examples of conflicts of interest requiring disclosure. These examples are illustrations only and are not meant to be exclusive.

a. Employee or immediate family member has a financial interest in a business entity with which the University or Authority does or proposes to do business, and the employee is in a decision-making role or otherwise is in a position to influence the University's or Authority's business decisions regarding the business entity. Business entity examples for which an employee disclosure is required:

- i) finance or accounting services
- ii) equipment services
- iii) marketing services
- iv) construction services

- v) consulting
- vi) counseling
- vii) catering
- viii) computer supplies
- ix) programming
- x) architectural services
- xi) legal services
- xii) grant preparation
- xiii) temporary personnel services
- xiv) office or laboratory supplies
- xv) painting services
- xvi) lawn and grounds services

b. Employee holds or assumes an executive, officer or director position in a for-profit or not-for-profit business or entity engaged in commercial, educational, or research activities similar to those in which the University or Authority engages.

c. Employee participates in consultation activities for a for-profit or not-for-profit business or entity engaged in commercial, educational or research activities similar to those of the University or Authority.

d. Employee holds or assumes an executive, officer or director position in a for-profit or not-for-profit business or entity that does business with the University or Authority.

3. The activities listed below are prohibited unless sanctioned by an Officer of the University or Authority. Sanctioned activities are those activities documented within an individual's Faculty Appointment Contract, contained within an employee's job description or expectations, appropriately authorized agreements, Memoranda of Understanding, or otherwise approved by the employee's Vice President.

a. Significant use of University or Authority property, facilities, equipment or other resources in any manner other than as part of the employee's responsibilities, that results in personal financial benefit or economic interest to an employee, a member of an employee's immediate family or business with which the employee has a business relationship.

b. Using significant University or Authority property, facilities, equipment or other resources in any manner to support an entity not associated with the University or Authority unless special permission is provided in writing by an authorized Officer of MUSC or MUHA.

c. Using University or Authority stationery, letterhead, logo, or trademark in connection with outside activities, other than activities having a legitimate relationship to the performance of University or Authority business.

d. Using University or Authority facilities, resources, or the employee's position at the University for the purpose of advocating, endorsing, or marketing the sale of any goods or services, other than as part of the employee's responsibilities, without the prior approval in writing by an authorized Officer of MUSC or MUHA.

e. Using the University or Authority name, trademark or trade name for personal business or economic gain to the employee, a member of the employee's immediate family or a business with which the employee has a business relationship.

f. Using any University or Authority intellectual property data or information that is not in the public domain for personal financial benefit or economic gain to the employee or a member of the employee's immediate family, or a business which the employee has a business relationship.

g. Using any University or Authority employee for any outside activity during normal work time for which he or she is receiving compensation from the University or Authority (not applicable when employees are on a paid or unpaid leave).

h. Participating in the selection or awarding of a contract between the University or Authority and any entity with which an employee is dually employed, is seeking employment or has been offered employment.

i. Other activities may be prohibited if there is no reasonable way to manage an associated conflict of interest.

D. Employee responsibilities

1. Employees shall not engage in the prohibited activities listed above unless sanctioned in advance or in any other activity that has been prohibited following a completed review of an employee's conflict of interest disclosure.

2. Employees shall disclose a real or perceived conflict of interest as described above:

a. As soon as the employee knows of the conflict, and then annually thereafter for as long as the conflict continues to exist;

b. In writing on the approved Conflict of Interest Disclosure Form;

c. To the appropriate MUSC or MUHA Office of Compliance;

3. Employees shall avoid any involvement with all related University or Authority activities and decisions until such time as the conflict of interest has been evaluated and the disclosed activity been approved.

4. If there is any question whatsoever about an activity representing a conflict of interest, then the employee should consult with an MUSC or MUHA Office of Compliance or an MUSC or MUHA Office of Legal Counsel for direction.

E. MUSC/MUHA responsibilities

1. Supervisors shall ensure that all new employees are informed of this policy.
2. Supervisors and administrators of MUSC and MUHA shall ensure that all current employees are reminded of this policy on a periodic basis.
3. The University and Authority shall develop a peer process to evaluate conflict of interest disclosures, and to review the conduct of approved Management Plans.
4. In the event that a reported conflict of interest is approved, the corresponding Office of Compliance shall ensure there is an appropriate Management Plan in place to monitor and manage the situation so that resources are used in an appropriate manner and that there is no improper influence on University or Authority decisions.
5. The Offices of Compliance shall ensure that Conflicts of Interest Disclosure forms are retained for future reference. Upon an employee's transfer from the unit or termination from the University or Authority, associated Conflict of Interest Forms shall be retained by the Offices of Compliance for a minimum of three years.
6. Supervisors shall establish and maintain a work environment that encourages employees to ask questions about real or potential conflicts of interest.
7. If supervisors have any question whatsoever about an external activity representing a conflict of interest, they should consult with an Office of Compliance or an Office of Legal Counsel.

F. Sanctions for violation

1. Violations of University or Authority policies, including the failure to avoid a prohibited activity or disclose a conflict of interest in a timely manner, will be dealt with in accordance with applicable policies and procedures that may include disciplinary actions up to and including termination of employment.
2. The Board of Trustees, as the ultimate governing body, or its designee retains authority to make a final determination of any matter covered by this Policy.

G. South Carolina state law

1. The South Carolina Ethics Government Accountability and Campaign Reform Act (herein the "Ethics Law") S.C. Code § 8-13-100, among other things, makes it unlawful for a public official, public member or public employee to knowingly use his official office, membership or employment to obtain economic interest for himself, a member of his immediate family, an individual with whom he is associated* or a business with whom he is associated**. This policy is implemented in addition to any requirements of the Ethics Law. Certain persons associated with the Authority or University are required to make filings with the South Carolina Ethics Commission and completion of the form attached to this policy will not satisfy that requirement.

* Defined in the Act as: "Individual with whom he is associated" means an individual with whom the person or a member of his immediate family mutually has an interest in any business of which the person or a member of his immediate family is a director, officer, owner, employee, compensated agent, or holder of stock worth one hundred thousand dollars or more at fair market value and which constitutes five percent or more of the total outstanding stock of any class.

** Defined in the Act as: "Business with which he is associated" means a business of which the person or a member of his immediate family is a director, an officer, owner, employee, a compensated agent, or holder of stock worth one hundred thousand dollars or more at fair market value and which constitutes five percent or more of the total outstanding stock of any class.

Office responsible for this policy

University and Authority Compliance Offices.

Policy Review.

This Policy, if approved, establishes a set of conditions that may have an unanticipated impact on existing MUSC, MUHA, and affiliate policies and procedures. Given the breadth of this policy, it seems reasonable that not only may some unforeseen consequences surface but that State or federal compliance regulations may require some alterations to this Policy. A periodic review of this Policy by the Vice President for Academic Affairs and Provost, acting on behalf of the Vice Presidents, seems most appropriate. If proposed change(s) is(are) considered necessary and appropriate, a Vice President may ask the Board of Trustees to modify this Policy by approving the change(s).

AMENDMENT NEEDED FOR SPECIAL RETIREMENT PLAN
TO COMPLY WITH CHANGE TO IRS REGULATIONS

KEY POINTS

The Medical University Hospital Authority adopted the Special Healthcare Alternative Retirement Plan (SHARP) in July 2002.

The UMA and Hospital Authority leadership advocated implementation of the SHARP to minimize burden on UMA Ambulatory Care employees who were required to transfer to the Authority payroll in July 2002.

The State Retirement System authorized the Authority to implement the SHARP. Also, State Retirement regulations enable certain categories of employees (such as nursing personnel) to opt not to enroll in the State Retirement Plan and this enables interested new hires to have the option to select the SHARP.

The SHARP, unlike the State Retirement Plan, does not require an employee contribution. The Authority's employer contribution to SHARP for which employees can become vested is the same as the State's Optional Retirement Plan.

A recent change to IRS regulations necessitates an amendment to the SHARP. The amendment is needed to comply with IRS Code Section 415 which sets limitations on the amount that can be allocated to plan participants' accounts.

Operationally the SHARP has been in compliance with the IRS regulation change; however, formal approval of an amendment to the plan effective December 29, 2008, is needed by the Board of Trustees.

AMENDMENT OF
THE SPECIAL HEALTHCARE ALTERNATIVE RETIREMENT PLAN

THIS AMENDMENT (this "Amendment"), is made this 13th day of February, 2009, amending the Special Healthcare Alternative Retirement Plan (the "Plan"), by the Medical University Hospital Authority (hereinafter referred to as the "Employer").

WITNESSETH:

WHEREAS, the Employer sponsors the Plan, has reserved the authority to amend the Plan, and desires to exercise such authority in connection with Plan amendment required to comply with the final U.S. Treasury Regulations promulgated under Internal Revenue Code Section 415.

NOW, THEREFORE, effective as of December 29, 2008, the Employer does hereby amend the Plan in accordance with "'Good Faith' Amendment Regarding the Final Regulations Under Code Section 415 for Defined Contribution Plans" which is incorporated herein by reference, and does hereby ratify any and all actions taken by each representative of the Employer to amend the Plan.

FURTHER RESOLVED, that each representative of the Employer (acting alone or jointly) is hereby authorized, empowered and directed to execute such document, and take such action, in connection with the preceding resolution, as each such representative deems necessary or appropriate, and the actions of each representative of the Employer taken in connection with the preceding resolution are hereby ratified and approved.

IN WITNESS WHEREOF, the Employer, by its duly authorized representatives, have executed this Amendment effective December 29, 2008.

EMPLOYER:

Medical University Hospital Authority

By: _____
Its Authorized Officer

A RESOLUTION

AUTHORIZING AN AMENDMENT TO THE MEDICAL UNIVERSITY HOSPITAL
AUTHORITY'S SPECIAL HEALTHCARE ALTERNATIVE RETIREMENT PLAN

WHEREAS, the Authority sponsors the Special Healthcare Retirement Plan, has reserved authority to amend the Plan, and desires to exercise such authority as required in connection with the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, BE IT RESOLVED that the Plan amendment is authorized ratified and approved to comply with IRS Code Section 415 annual limitations on the amount that can allocated to plan participants' accounts.

Secretary, Medical University Hospital Authority

Date

ROSTER
Board of Trustees Credentialing Subcommittee
December 28, 2008

The Medical Executive Committee reviewed the following applicants for appointment/reappointment/change in privileges
December 17, 2008 and recommends approval by the Board of Trustees effective 12/28/08.

New Appointments

First Name	Last Name	Degree	Department
Christina	Areheart	PAC	Otolaryngology
Vikas	Bansal	MD	Anesthesiology
Karen	Drawdy	PAC	Otolaryngology
Adam	Fernandez	CCP	Surgery
Heather	Haley	DO	Medicine
Ashley	Hodge	CCP	Surgery
Mary	McCall	CCP	Surgery
Stefanie	Owczarski	PAC	Surgery
Alicia	Sievert	CCP	Surgery
Joseph	Sistino	CCP	Surgery

Reappointments

First Name	Last Name	Degree	Department
Raymond	Anton	MD	Psychiatry
Agha	Babanoury	MD	Urology
Jeanne	Barreira	CNM	OBGYN
Charles	Beischel	MD	Ophthalmology
Christina	Bourne	MD	Medicine
Kathleen	Brady	MD, PhD	Psychiatry
Mohammad	Chaudry	MD	Radiology
Bruce	Elliot	MD	Surgery
Paul	Everman, Jr.	MD	Psychiatry
Ricardo	Fermo	MD	Psychiatry
Pamela	French	APRN	Psychiatry
David	Garr	MD	Family Medicine
Gary	Gilkeson	MD	Medicine
Marcelo	Guimaraes	MD	Radiology
Therese	Killeen	CNS, PhD	Psychiatry
Sarah	Koepp	PAC	Otolaryngology
David	Lewin	MD	Pathology & Lab. Medicine
Alok	Madan	PhD, MPH	Psychiatry
Kimberly	Mallin	MD	Family Medicine
Robert	Mallin	MD	Family Medicine
Jill	Mauldin	MD	OBGYN
Donald	Pagley, Jr.	CRNA	Anesthesiology
Ross	Pollack	MD	Dermatology
Alyssa	Rheingold	PhD	Psychiatry
Jeana	Rhodes	CNM, PhD	OBGYN
Jennifer	Ridgeway	PAC	Surgery
Catherine	Rubinstein	FNP	Surgery
Michael	Saladin	PhD	Psychiatry
Stephen	Schabel	MD	Radiology
William	Spencer	MD	Medicine

Reappointments Continued

First Name	Last Name	Degree	Department
Jaime	Torres	MD	Anesthesiology
Joyce	Veitch	FNP	Family Medicine
Mark	Wagner	MD	Psychiatry
Sharlene	Wedin	PsycD	Psychiatry
Frances	Zinko	CRNA	Anesthesiology

Request for Change in Privileges

First Name	Last Name	Degree	Department	Details
Kellie	McLain	ANP	Medicine	Replacement: Update to address and protocol
Lisa	Moore	PAC	Medicine	Replacement: Update for departmental consistency
Crispin	Reaves	PAC	Medicine	Replacement: Update for departmental consistency
Lancer	Scott	MD	Medicine	Addition: Deep Sedation
David	White	PAC	Medicine	Replacement: Update for departmental consistency
Kevin	Harmon	PAC	Medicine	Replacement: Update for departmental consistency
Pauline	Meekins	MD	Medicine	Addition: Deep Sedation
Douglas	Schutz	PAC	Medicine	Replacement: Update for departmental consistency
Kristen	Stanley	PAC	Medicine	Replacement: Update for departmental consistency
Darlene	Fischer	PAC	Medicine	Replacement: Update for departmental consistency

Medical University of South Carolina
Board of Trustees
University Medical Associates Report
February 2009

1. New Outreach Initiatives

a. Department of Urology – Male Fertility Program

b. Department of Pediatrics – Myrtle Beach Relocation

c. Department of Neurosciences

- i. Hilton Head/ Bluffton Expansion
- ii. Georgetown/Horry Expansion

d. Department of Obstetrics and Gynecology – Charleston Health Center Clinic

2. Capital Expenditures

a. Department of Pediatrics

- i. Phillips Echo Machine - **\$138,543.12**

b. Department of Urology

- i. Sirenmobil 2000 Digital Mobile C-arm
- ii. Mt Pleasant Office
- iii. Urodynamic procedures
- iv. Unit Price - **\$29,000**
 - 1. Over 5 yr period
 - 2. \$1 buyout at end of lease
- v. Approved by Department of Radiology, Phil Costello, MD, Chairman

c. Department of Ophthalmology

- i. Mt Pleasant Office
- ii. WinStation 5000 Fundus Camera
- iii. Retinal and Glaucoma Imaging Technology
- iv. Estimated cost \$35,000

**Medical University Hospital Authority
Physical Facilities Committee
February 12, 2009
Minutes**

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 19. Facilities Procurements/Contracts Proposed

Mr. Dennis Frazier presented the following for approval:

- Lease of 94,751 square feet of office/clinical space located on various floors within the University Hospital, Children's Hospital and Ashley River Tower to UMA/College of Medicine. Annual lease income: \$2,000,193.61. Note that the lease period was changed and approved for a two year period.
- MUHA Cafeteria Renovation Project. Total project will cost approximately \$5.8M. Sodexho will fund most of the \$5 million portion of the project and MUHA will repay Sodexho \$1.5 million over a 5 year period. MUHA will also pay \$800,000 in capital costs which will be in the capital budget for FY2010. Total MUHA cost is \$2.3 million.

Recommendation of Committee: That the procurements/contracts be approved as presented.

Item 20. **Update on Projects**

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

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

Item 21. **Other Committee Business**

None

CONSENT Items for Information:

Item 22. **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

**FACILITIES
HOSPITAL AUTHORITY
LEASE OUT
FOR APPROVAL**

FEBRUARY 13, 2009

DESCRIPTION OF LEASE OUT: This lease will provide 94,751 square feet of office/clinical space located on various floors within the University Hospital, Children's Hospital and Ashley River Tower to University Medical Associates/College of Medicine. The per square foot rate for this lease is \$21.11. The monthly rental rate will be \$166,682.80 (rounded), resulting in an annual income of \$2,000,193.61.

NEW LEASE AGREEMENT X
RENEWAL LEASE AGREEMENT

LANDLORD: Medical University Hospital Authority

LANDLORD CONTACT: Rachel Jones, Leasing Manager, 792-5996

TENANT NAME AND CONTACT: University Medical Associates, Marty Phillips, 852-3109

SOURCE OF FUNDS: University Medical Associates

LEASE TERMS:

LEASE TERM: Five (5) years
AMOUNT PER SQUARE FOOT: \$21.11
ANNUALIZED LEASE INCOME: \$2,000,193.61
TOTAL INCOME FROM LEASE: \$10,000,968.05

EXTENDED TERM(S): N/A

OPERATING COSTS:

FULL SERVICE X
NET