

MINUTES
MEDICAL UNIVERSITY OF SOUTH CAROLINA
BOARD OF TRUSTEES MEETING
April 9, 2010

The Board of Trustees of the Medical University of South Carolina 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. 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 of South Carolina Board of Trustees 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:

Item 4. General Informational Report of the President.

Dr. Greenberg asked Dr. Rick Silver to introduce the speaker. Dr. Silver was pleased to introduce Dr. Mark Judson. He is a graduate of Stanford with a major in mathematics and earned his medical degree at Vanderbilt. His first academic appointment was at USC in Columbia where he served at the VA and USC. He has received a number of teaching awards and is a superb clinician. He has led a number of major initiatives within the Division of Pulmonary and Critical Care Medicine.

Dr. Judson discussed what has been a passion for him since he came to MUSC eighteen years ago. When he arrived at MUSC no one was doing research on sarcoidosis yet there were a number of cases being treated at MUSC. He said a proposal would be presented to the board today for approval of a Center for Sarcoidosis Comprehensive Care, Research and Education.

Sarcoidosis is a disease of unknown cause but can affect any organ of the body. The disease disproportionately affects African-American women but can affect anyone. MUSC is in the middle of a sarcoidosis belt in South Carolina.

A grateful patient has given MUSC money to help make MUSC the center for sarcoidosis study. It is Dr. Judson's goal to make MUSC the institution known nationally and internationally as the premier center in this regard.

Dr. Greenberg distributed his list of activities since the last meeting. He has spent a great deal of time in conversation with Dr. Pisano. The discussion with her about her vision for the future of the Medical University has been a privilege and the response from the internal and external community, pending Board approval today, has been very well received.

Recommendations of Administration: That these reports be received as information.

Board Action: Received as information.

Item 5. Other Business. None

RESEARCH AND INSTITUTIONAL ADVANCEMENT COMMITTEE. CHAIRMAN: DR. COTESWORTH P. FISHBURNE, JR. (Detailed committee minutes are attached to these minutes).

OLD BUSINESS: None.

NEW BUSINESS In Dr. Fishburne's absence, Dr. Wiseman chaired the committee.

Item 6. General Report of the Associate Provost for Research.

Statement: Dr. Wiseman said Mr. Fisher had reported to committee that MUSC has received extramural awards for grants and contracts totaling \$159.6 million as of February compared to \$125.1 million last year. He said the guest speakers for the committee were Dr. Dee Ford and Dr. Samir Fakhry who talked about a recent grant award they received.

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 7. General Report of the Vice President for Development.

Statement: Dr. Wiseman reported that Mr. Fisher had reported to committee on MUSC's Capital Campaign. As of March, the Capital Campaign has generated more than \$323 million in new gifts and pledges exceeding the goal of \$300 million.

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. General Report of the CEO of the MUSC Foundation.

Statement: Dr. Wiseman reported that Mr. Anderson had reported to committee the Foundation's year-to-date realized endowment return is a positive 33.6%.

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. General Report of the Executive Director of the MUSC Foundation for Research Development.

Statement: Dr. Wiseman reported Mr. Hood provided a positive report to committee.

Recommendation of Administration: Received as information.

Recommendation of Committee: Received as information.

Board Action: Received as information.

Item 10. MUSC/MUHA/MUSCF Affiliation Agreement.

Statement: Dr. Wiseman presented the MUSC/MUHA/MUSCF Affiliation Agreement 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 11. Other Business. None

EDUCATION, FACULTY AND STUDENT AFFAIRS COMMITTEE. CHAIRMAN: MR. MELVYN BERLINSKY. (Detailed committee minutes are attached to these minutes).

OLD BUSINESS: None.

NEW BUSINESS:

Item 12. General Report of the Vice President for Academic Affairs and Provost.

Statement: Mr. Berlinsky called on Dr. Raymond to summarize his report to committee. Dr. Raymond stated Mr. Vandy Gaffney gave a terrific presentation on "A Gentleman and a Scholar Mentoring Program." Dr. Raymond gave an update on the Center of Economic Excellence recruitment and reported the University is moving forward with the Funds Flow Task Force.

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

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

Board Action: Report received as information.

Item 13. FY 2011 Academic Charges and Fees.

Statement: At the request of the Deans of the Colleges of Dental Medicine, Graduate Studies, Health Professions, Medicine, Nursing and the South Carolina College of Pharmacy, administration presented for approval proposed changes in academic charges and fees, effective Fall Semester 2010.

Recommendation of Administration: That the proposed changes in Academic Charges and Fees be approved.

Recommendation of Committee: That the proposed changes in Academic Charges and Fees be approved.

Board Action: A motion was made, seconded and unanimously voted to approve the FY2011 Academic Charges and Fees.

Item 14. Faculty Contract Modifications.

Statement: Administration will present MUSC Faculty Contract Modifications for approval, effective April 9, 2010.

Recommendation of Administration: That Faculty Contract Modifications be approved.

Recommendation of Committee: That Faculty Contract Modifications be approved, as outlined in the Board resolution.

Board Action: A motion was made, seconded and unanimously voted to approve the Faculty Contract Modification as outlined in the board resolution.

Item 15. Revisions to the Faculty Senate Constitution and Bylaws.

Statement: Administration presented for approval the revisions to the Faculty Senate Constitution and Bylaws, effective April 9, 2010.

Recommendation of Administration: That the revisions to the Faculty Senate Constitution and Bylaws be approved.

Recommendation of Committee: That the revisions to the Faculty Senate Constitution and Bylaws be approved.

Board Action: A motion was made, seconded and unanimously voted to approve the Revisions to the Faculty Senate Constitution and Bylaws.

Item 16. Addition of Research Administration Certificate to the MRA Program.

Statement: At the request of the Dean of the College of Health Professions, administration presented for approval the addition of a Research Administration Certificate to the Masters in Research Administration Program, effective April 9, 2010.

Recommendation of Administration: That this addition of a Research Administration Certificate to the MRA Program be approved.

Recommendation of Committee: That this addition of a Research Administration Certificate to the MRA Program be approved.

Board Action: A motion was made, seconded and unanimously voted to approve the addition of a Research Administration Certificate to the MRA Program.

Item 17. Other Committee Business.

A. College of Medicine Deanship

Statement: Administration presented for approval the appointment of Etta D. Pisano, M.D., as Dean of the College of Medicine, effective July 1, 2010, and Dean Designate in the interim.

Recommendation of Administration: That this appointment be approved.

Recommendation of Committee: That this appointment be approved.

Board Action: Mr. Berlinsky made a motion, it was seconded and unanimously voted to approve the appointment of Dr. Etta Pisano as Dean of the College of Medicine effective July 1, 2010 and Dean Designate in the interim.

Item 18. Faculty Promotions.

Statement: At the request of the Deans of the Colleges of Dental Medicine, Health Professions, Medicine, Nursing, and the South Carolina College of Pharmacy, administration presented the following faculty promotions for approval, effective July 1, 2010:

College of Dental Medicine

From Assistant Professor to Associate Professor

Caroline Westwater, Ph.D., Department of Craniofacial Biology

From Associate Professor to Professor

Keith L. Kirkwood, D.D.S., Ph.D., Department of Craniofacial Biology

College of Health Professions

From Assistant Professor to Associate Professor

Charles Ellis, Jr., Ph.D., Department of Health Professions

From Associate Professor to Professor

Anthony James Chipas, Ph.D., Department of Health Professions

Karen A. Wager, D.B.A., Department of Health Professions

College of Medicine

From Associate Professor to Professor on the Academic Investigator Track (already tenured)

John M. Arthur, M.D., Ph.D., Department of Medicine, Division of Nephrology

L. Judson Chandler, Ph.D., Department of Neurosciences, Division of Neuroscience Research with dual appointment in the Department of Psychiatry and Behavioral Sciences

From Associate Professor to Professor (Academic Clinician Track, without tenure)

Anthony J. Alberg, Ph.D., Department of Medicine, Division of Biostatistics and Epidemiology

From Associate Professor to Professor on the Clinician Educator Track (without tenure)

Michael A. DeArellano, M.D., Department of Psychiatry and Behavioral Sciences

Edward C. Jauch, M.D., M.S., Department of Medicine, Division of Emergency Medicine, with a dual appointment in the Department of Neurosciences, Division of Neurology

Zoran Rumboldt, M.D., Department of Radiology and Radiological Science

From Assistant Professor to Associate Professor on the Academic Investigator Track

Monika Gooz, M.D., Ph.D., Department of Medicine, Division of Nephrology

Mirko Hennig, Ph.D., Department of Biochemistry and Molecular Biology

Michael G. Janech, Ph.D., Department of Medicine, Division of Nephrology

From Research Assistant Professor to Research Associate Professor

Zdzislaw Szulc, Ph.D., Department of Biochemistry and Molecular Biology

From Assistant Professor to Associate Professor on the Academic Clinician Track

Matthew J. Carpenter, Ph.D., Department of Psychiatry and Behavioral Sciences

Carla K. Danielson, Ph.D., Department of Psychiatry and Behavioral Sciences

Elizabeth G. Hill, Ph.D., Department of Medicine, Division of Biostatistics and Epidemiology

From Assistant Professor to Associate Professor on the Clinician Educator Track

James H. Abernathy, III, M.D., Ph.D., Department of Anesthesia and Perioperative Medicine

Varsha M. Bandisode, M.D., Department of Pediatrics, Division of Pediatric Cardiology

Laura A. Carpenter, Ph.D., Department of Pediatrics, Division of Child Development

Eugene Y. Chang, M.D., Department of Obstetrics and Gynecology

Jeffrey S. Cluver, M.D., Department of Psychiatry and Behavioral Sciences

Jyotika K. Fernandes, M.B.B.S., M.D., Department of Medicine, Division of Endocrinology

Pierre Giglio, M.D., Department of Neurosciences, Division of Neurology

Mary C. Kral, Ph.D., Department of Pediatrics, Division of Child Development

Diann Krywko, M.D., Department of Medicine, Division of Emergency Medicine

Angela M. LaRosa, M.D., M.S.C.R., Department of Pediatrics, Division of Child Development

Matthew D. McEvoy, M.D., Department of Anesthesia and Perioperative Medicine

Christopher G. Pelic, M.D., Department of Psychiatry and Behavioral Sciences

Jeremy B. Soule, M.D., Department of Medicine, Division of Endocrinology

M. Olivia Titus, M.D., Department of Pediatrics, Division of Pediatric Emergency Medicine

David R. White, M.D., Department of Otolaryngology – Head and Neck Surgery

Peter L. Zwerner, M.D., Department of Medicine, Division of Cardiology

College of Nursing

From Assistant Professor to Associate Professor

Sharon Bond, Ph.D., CNM, APRN-BC

South Carolina College of Pharmacy

From Assistant Professor to Associate Professor

Zhi Zhong, M.D., Ph.D., Department of Pharmaceutical and Biomedical Sciences

From Associate Professor to Professor

Patrick D. Mauldin, Ph.D., Department of Clinical Pharmacy and Outcome Sciences

Recommendation of Administration: That these faculty promotions be approved.

Recommendation of Committee: That these faculty promotions be approved.

Board Action: A motion was made, seconded and unanimously voted to approve the faculty promotions.

Item 19. Faculty Appointments.

Statement: At the request of the Deans of the Colleges of Health Professions and Medicine, administration presented the following faculty appointments for approval:

College of Health Professions

Steven A. Kautz, Ph.D., (dual appointment) as Professor with tenure in the Department of Health Professions, Division of Physical Therapy, effective February 1, 2010. Dr. Kautz' primary appointment resides in the Department of Health Sciences and Research.

College of Medicine

Richard C. Holgate, M.D., Clinical Associate Professor, Department of Radiology and Radiological Science, effective February 1, 2010

Recommendation of Administration: That these faculty appointments be approved.

Recommendation of Committee: That these faculty appointments be approved.

Board Action: A motion was made, seconded and unanimously voted to approve the faculty appointments.

Item 20. Changes in Faculty Status.

Statement: At the request of the Deans of the Colleges of Health Professions and Medicine, administration presented the following changes in faculty status for approval:

College of Health Professions

Emily L. Moore, Ed.D., from Adjunct Professor to Professor in the Department of Health Sciences and Research, effective January 1, 2010

College of Medicine

Mark C. Green, M.D., from Clinical Professor to Professor Emeritus, effective July 1, 2007

Charles G. Jackson, M.D., Professor, on the Clinician Educator Track, in the Department of Otolaryngology-Head and Neck Surgery, effective date changed from February 1, 2009 to February 1, 2010

Paul J. Nietert, Ph.D., from Research Associate Professor to Associate Professor, on the Academic Clinician Track, in the Department of Medicine, Division of Biostatistics and Epidemiology, effective January 1, 2010

Joseph G. Reves, M.D., from Professor and Dean to Professor and Dean Emeritus, effective June 30, 2010

Kerry D. Soloman, M.D., from Professor to Clinical Professor in the Department of Ophthalmology, effective December 2, 2009

Recommendation of Administration: That these changes in faculty status be approved.

Recommendation of Committee: That these changes in faculty status be approved, with the exception of Dr. Kerry Solomon's faculty status, which will be considered at a future date.

Board Action: A motion was made, seconded and unanimously voted to approve the changes in faculty status with the exception of Dr. Kerry Solomon's faculty status which will be considered at a future date.

Item 21. University Center Designation.

Statement: At the request of the Dean of the College of Medicine, administration presented for approval, university center designation for the following center, effective April 9, 2010:

Center for Sarcoidosis Comprehensive Care, Research, and Education(SACRED)

Recommendation of Administration: That this center be approved for university center designation.

Recommendation of Committee: That this center be approved for university center designation.

Board Action: A motion was made, seconded and unanimously voted to approve the university center designation for the following center: Center for Sarcoidosis Comprehensive Care, Research and Education (SACRED).

FINANCE AND ADMINISTRATION COMMITTEE. CHAIRMAN: MR. CHARLES W. SCHULZE.
(Detailed committee minutes are attached to these minutes).

OLD BUSINESS: None.

NEW BUSINESS:

Item 22. Financial Status Report of the Medical University of South Carolina.

Statement: Mr. Schulze said a positive report had been presented to the committee on the finances of the University.

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 23. Financial Status Report of University Medical Associates.

Statement: Mr. Schulze said a positive report had been presented to the committee on the finances of University Medical Associates.

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 24. Financial Status Report of the MUSC Foundation for Research Development.

Statement: Mr. Schulze said a positive report was given to the committee on the Foundation for Research Development.

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 25. Other Committee Business.

Mr. Schulze stated the Budget Committee meeting had been tentatively scheduled for June 18 in Columbia.

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

OLD BUSINESS: None.

NEW BUSINESS:

Item 26. Facilities Procurements/Contracts

Statement: Mr. Bingham presented the following for approval:

- Walton Research Building 7th Floor Lab Renovations. Estimated Budget: \$480,000.
- Lease Renewal for 5,404 sq. ft. located at 5900 Core Avenue in North Charleston.
Total Cost of lease: \$216,000.
- IDC Architectural Services for the University. Firms selected were:
Michael Keeshen & Associates, Inc.
Rosenblum Coe Architects, Inc.
Schmitt Walker Architects, Ltd., LLC

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

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

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

Item 27. Update on Projects.

Statement: Mr. Bingham stated that Mr. Malmrose had given an update to Committee on various University projects.

Recommendation of Administration: That this be received as information.

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

Board Action: The report was received as information.

Item 28. Other Committee Business. None

Item 29. Facilities Contracts Awarded (Consent Item).

Statement: The facilities contracts awarded since the last meeting were presented for information.

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.

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

OLD BUSINESS: None

NEW BUSINESS:

Item 30. Update on University Medical Associates Compliance Activities.

Statement: Mr. Stephenson stated a report had been provided to the committee by Ms. Julie Acker.

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 31. Audit Committee Charter.

Statement: Mr. Stephenson presented the Audit Committee Charter for approval.

Recommendation of Administration: That the Audit Committee Charter be approved.

Recommendation of Committee: That the Audit Committee Charter be approved.

Board Action: A motion was made, seconded and unanimously voted to approve the Audit Committee Charter.

Item 32. Report of Internal Auditor.

Statement: Mr. Stephenson stated a report had been provided to the board by 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 33. Other Committee Business. None

OTHER BUSINESS FOR THE BOARD OF TRUSTEES:

Item 34. Approval of Consent Agenda.

Statement: Approval of the University 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 35. New Business for the Board of Trustees.

Statement: The MUSC Bylaws are reviewed and updated and presented to the board for approval.

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

Item 36. Report from the Chairman.

Dr. Thomas welcomed Dr. Pisano to the University. Dr. Pisano stated she is very excited about the opportunity to join the University.

Dr. Thomas asked about the speaker for Commencement. Dr. Greenberg said the speaker will be Clifford Stanley, the undersecretary of personnel in the Department of Defense. In addition to Dr. Stanley, the Honorary Degree Recipients will be Dr. Kay Chitty, Mr. Walter Seinsheimer, Ms. Beverly Seinsheimer and Ms. Anita Zucker.

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

Respectfully submitted,

A handwritten signature in black ink, appearing to read "H.B. Faulkner III". The signature is written in a cursive, flowing style with a prominent "H" and "F".

Hugh B. Faulkner III
Secretary

/wcj
Attachments

Medical University of South Carolina

RESEARCH AND INSTITUTIONAL ADVANCEMENT COMMITTEE

MINUTES

Thursday, April 8, 2010

Committee Members Present: Mr. William H. Bingham, Sr., Dr. Cotesworth P. Fishburne, Jr., (Chair), Mr. William B. Hewitt, Dr. Paula E. Orr, Dr. Thomas C. Rowland, Jr., Thomas L. Stephenson, Esq., The Honorable Robin Tallon, Dr. James E. Wiseman, Jr.

Other Trustees Present: Dr. Stanley C. Baker, Jr., Mr. Melvyn Berlinsky, Dr. Conyers O'Bryan, Jr., Mr. Charles W. Schulze, Dr. Charles B. Thomas, Jr.

University Officers and Committee Staff Present: Mr. Thomas P. Anderson, Ms. Susan Barnhardt, Mr. Jim Fisher, Dr. Raymond S. Greenberg, Mr. William C. Hood, Ms. Lisa Montgomery, Dr. John R. Raymond, Dr. J.G. Reves, Ms. Peggy Schachte, Dr. Darlene Shaw, Mr. Stuart Smith

Guest Speakers: Dr. Dee Ford, Dr. Samir Fakhry

Regular Agenda

Item 6. General Report of the Associate Provost for Research

Mr. Fisher gave the report of the Associate Provost Research on behalf of Dr. Lanier, who was unable to be present. MUSC has received extramural awards for grants and contracts totaling \$159.6M as of Feb. 28 compared to \$125.1M for the same period in FY09, an overall increase of 27.6%. Most of the increase results from special ARRA (American Reinvestment and Recovery Act) awards, totaling \$30M so far this year fiscal year. Without ARRA funds, extramural grants and contracts are 3.6% ahead of the last year's pace. Thus, MUSC's research and sponsored programs funding base continues steady growth even in a difficult economy.

Significantly, MUSC is experiencing a dramatic increase in funding from the National Institutes of Health (NIH). Through Feb. 28, 2010, MUSC has received \$99.3M in NIH awards, including ARRA funds, an almost 80% increase over the same period last year. Excluding ARRA funds for purposes of direct comparison, this year's total to date is 30.7% higher than the previous year.

MUSC is a partner in a recent National Science Foundation "Partnership for Innovation" grant designed to integrate business processes with scientific knowledge and advance a cluster of biomedical and biotechnology companies at the Charleston Innovation Center. A diverse set of partners includes the College of Charleston, MUSC, Charleston Angel Partners, the Intertech Group (Anita Zucker, CEO), the South Carolina Research Authority, Charleston Regional Development Board, New Carolina, and the City of Charleston. Dr. Kelly Shaver, Professor and Chair of the Department of Management and Entrepreneurship, is the Principal Investigator for the College of Charleston. Dr. Mark Kindy, MUSC Professor of Neurosciences, is the lead investigator for MUSC. This innovative two-grant will stimulate knowledge transfer and innovation capacity.

Guest Speakers. Provost John Raymond introduced guest speakers, Dee W. Ford, MD, MSCR, Assistant Professor of Medicine, and Samir M. Fakhry, MD, FACS, Professor of Surgery. Drs. Fakhry and Ford are co-Principal Investigators of a "Challenge Grant" award recently received from the NIH National Center for Minority Health and Health Disparities. The Challenge Grant is a special NIH mechanism resulting from the American Reinvestment and Recovery Act (ARRA or "stimulus funds"). Of approximately 20,000 Challenge Grant applications submitted, only 894 were funded nationwide. This grant targets Rural Health Disparities with a medical focus on sepsis and a surgical focus on trauma. The approach employs telemedicine to bring advanced medical and surgical expertise into rural Emergency Departments via real-time electronic consultation. Currently three rural community hospitals are engaged in the project, with

6-8 additional sites in process. The overall impacts should be significant in terms of fewer deaths and complications resulting from sepsis and trauma, increased availability of specialized medical and surgical expertise in rural hospitals, shorter lengths of stay in intensive care units, and major healthcare cost savings.

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

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

Board Action:

Item 7.

General Report of the Vice President for Development and Alumni Affairs

Mr. Fisher provided an update on MUSC's Capital Campaign, *A Partnership of Promise*. As of March 31, the Capital Campaign has generated more than \$323M in new gifts and pledges, exceeding the goal of \$300M. Annual fundraising through 03/31/10 totals more than \$42M, compared with \$49M for the same period last year. Recent major gifts include an anonymous planned gift of \$2.5M to support the Storm Eye Institute and a new gift of \$250,000 in support of the Storm Eye Institute International Center. Additional recent gifts, pledges and alumni activities are summarized in the Board Agenda book.

Mr. Fisher summarized the agenda for the MUSC Board of Visitors meeting occurring concurrently with the April Trustees meeting. Deans Stuart (Nursing) and Sothmann (Health Professions) will provide overviews of their respective Colleges, Dr. Robert Adams will describe the REACH MD program for stroke acute care and prevention, and Dr. Betsy Davis will describe MUSC's Center for Functional Outcomes and Reconstructive Biotechnology. The visitors will tour the MUSC Simulation Center on the 1st floor of the College of Nursing Building and will have an optional tour of the Harper Student Wellness Center. Mr. Fisher extended an invitation to the trustees to join the visitors for tours and lunch in the Gaze Cardiac Research Institute, if schedules permit.

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

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

Board Action:

Item 8.

General Report of the CEO of the MUSC Foundation

Mr. Anderson reported that the MUSC Foundation's year-to-date realized endowment return is +33.6%, which is very close to the composite benchmark return of +34.8. He pointed out that, while the annual return is positive, overall endowment return is still negative at 2 and 3 years out, as the financial markets continue to rebound and rebuild. The MUSC Foundation recently hit a new record for total asset value. As of Feb. 28, 2010, total assets were estimated at \$332M. The foundation expects to pay out approximately \$4.5M in endowment distributions this year. Mr. Anderson reviewed the current allocation of assets, providing a set of color pie charts demonstrating that actual allocations are very close to target allocations.

The MUSC Foundation Board recently approved creation of two new committees – a Finance Committee and an Investment Committee – to replace the former Finance & Investment Committee.

Mr. Anderson reviewed proposed changes to the annual MUSC/MUHA/MUSCF Affiliation Agreement and noted that Board Action is indicated in Item 10. He pointed out that historically the Affiliation Agreement has been reviewed and approved by the Board each year. According to the current draft, the Affiliation Agreement will be renewed

automatically each year unless the Board takes other specific action. This proposed change originated in the Office of University Counsel.

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

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

Board Action:

Item 9. General Report of the Executive Director of the MUSC Foundation for Research Development

Mr. Hood reported good news about a startup company based on MUSC intellectual property that recently completed “first in man” trials in Switzerland, received an allowance from the US Patent Office for a new composition of matter patent, and raised several million dollars to support Phase II clinical trials. He also reported that two new exclusive license agreements were recently executed, another is close to final, and several others are in negotiation. The FRD is repositioning an existing diagnostic technology that has been negatively impacted by technology development issues. A new business start-up based on MUSC activities has received an equity investment of \$200,000 from SCLaunch. This service-based startup is located in the new Innovation Center and should be able to generate revenue fairly quickly, e.g., 1 to 2 years). The FRD continues to strive for increased industry engagement and MUSC revenues from industry. In this regard, Mr. Hood announced that the FRD is considering the establishment of a separate organization to facilitate projects with industrial and non-US sponsors. Examples of such projects might be those requiring indemnification that cannot be provided by MUSC under South Carolina law. In response to a question from Ms. Barnhardt, Mr. Hood confirmed that the FRD Board yesterday approved a proposal to structure it as a 501(c)(3) organization based on legal advice. FRD Board Chairman will discuss the details of the proposal at a future MUSC Board meeting to ensure confidence and comfort level prior to incorporation. Mr. Hewitt said that reputational risk should be considered as well as financial risk.

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

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

Board Action:

Item 10. MUSC/MUHA/MUSCF Affiliation Agreement.

The renewal of the MUSC/MUHA/MUSCF Affiliation Agreement was presented for approval. The Committee voted to approve the Affiliation Agreement as presented by General Counsel.

Recommendation of Administration: That the Agreement be approved.

Recommendation of Committee: That the Agreement be approved.

Board Action:

EDUCATION, FACULTY AND STUDENT AFFAIRS COMMITTEE. CHAIRMAN: MR. MELVYN BERLINSKY

April 9, 2010

REGULAR AGENDA

Item 12. General Report of the Vice President for Academic Affairs

Statement: A general report was given by Dr. John Raymond.

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

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

Board Action:

Dean Jerry Reves provided statistical information regarding the College of Medicine's Match results.

Mr. Vandy Gaffney, II, a 4th year College of Medicine student, and Founder and Director of "A Gentleman and a Scholar Mentoring Program", gave a brief overview of the program's progress since it was established in August of 2007. The program is a student-initiated and student-run mentoring program designed to increase the number of African-American males entering and successfully completing medical school from the State of South Carolina. Through "A Gentleman and A Scholar" prospective, MUSC students develop professional and personal skills that will make them better clinicians, scientists and members of society. Communication and teamwork skills are sharpened as students interact with the program participants and lead workshops. A major component of the mentoring is the holistic education of the African-American male student. The mentors will provide academic assistance in challenging course work, promote research of undergraduate and professional school criteria, teach professional development skills, and provide insight regarding various personal choices.

Dr. Raymond updated the Committee on the recruitment of nine exceptional faculty members who will hold or have been offered endowed chair positions in the South Carolina Centers of Economic Excellence Programs in Proteomics, Marine Genomics, Brain Imaging, and Cancer Stem Cell Therapy.

Dr. Raymond informed the Committee that funding mechanisms have been established for continuing construction on the Drug Discovery and Bioengineering Buildings beyond the current two grants that will expire in 2010.

Dr. Raymond stated that the administration is moving forward with an institutional funds flow analysis, chaired by Dean Mark Sothmann, and spearheaded by the Division of Finance and the Office of the Provost.

Item 13: Proposed Changes in Academic Charges and Fees.

Statement: At the request of the Deans of the Colleges of Dental Medicine, Graduate Studies, Health Professions, Medicine, Nursing and the South Carolina College of Pharmacy, administration presented for approval proposed changes in academic charges and fees, effective Fall Semester 2010.

Recommendation of Administration: That the proposed changes in Academic Charges and Fees be approved.

Recommendation of Committee: That the proposed changes in Academic Charges and Fees be approved.

Board Action:

Item 14. Faculty Contract Modifications

Statement: Administration will present MUSC Faculty Contract Modifications for approval, effective April 9, 2010:

Recommendation of Administration: That Faculty Contract Modifications be approved.

Recommendation of Committee: That Faculty Contract Modifications be approved, as outlined in the Board resolution.

Board Action:

Item 15: Revisions to the Faculty Senate Constitution and Bylaws

Statement: At the request of the Faculty Senate, administration presented revisions to the Faculty Senate Constitution and Bylaws, effective April 9, 2010.

Recommendation of Administration: That the revisions to the Faculty Senate Constitution and Bylaws be approved.

Recommendation of Committee: That the revisions to the Faculty Senate Constitution and Bylaws be approved.

Board Action:

Item 16. Addition of Research Administration Certificate to the MRA Program

Statement: At the request of the Dean of the College of Health Professions, administration presented for approval the addition of a Research Administration Certificate to the Masters in Research Administration Program, effective April 9, 2010

Recommendation of Administration: That this addition of a Research Administration Certificate to the MRA Program be approved.

Recommendation of Committee: That this addition of a Research Administration Certificate to the MRA Program be approved.

Board Action:

Item 17. Other Committee Business

A. College of Medicine Deanship

Statement: Administration presented for approval the appointment of Etta D. Pisano, M.D., as Dean of the College of Medicine, effective July 1, 2010, and Dean Designate in the interim.

Recommendation of Administration: That this appointment be approved.

Recommendation of Committee: That this appointment be approved.

Board Action

EDUCATION, FACULTY AND STUDENT AFFAIRS COMMITTEE. CHAIRMAN: MR. MELVYN BERLINSKY

April 9, 2010

CONSENT AGENDA

Item 18. Faculty Promotions

Statement: At the request of the Deans of the Colleges of Dental Medicine, Health Professions, Medicine, Nursing, and the South Carolina College of Pharmacy, administration presented the following faculty promotions for approval, effective July 1, 2010.

College of Dental Medicine

From Assistant Professor to Associate Professor

Caroline Westwater, Ph.D., Department of Craniofacial Biology

From Associate Professor to Professor

Keith L. Kirkwood, D.D.S., Ph.D., Department of Craniofacial Biology

College of Health Professions

From Assistant Professor to Associate Professor

Charles Ellis, Jr., Ph.D., Department of Health Professions

From Associate Professor to Professor

Anthony James Chipas, Ph.D., Department of Health Professions

Karen A. Wager, D.B.A., Department of Health Professions

College of Medicine

From Associate Professor to Professor on the Academic Investigator Track (already tenured)

John M. Arthur, M.D., Ph.D., Department of Medicine, Division of Nephrology

L. Judson Chandler, Ph.D., Department of Neurosciences, Division of Neuroscience Research with dual appointment in the Department of Psychiatry and Behavioral Sciences

From Associate Professor to Professor (Academic Clinician Track, without tenure)

Anthony J. Alberg, Ph.D., Department of Medicine, Division of Biostatistics and Epidemiology

From Associate Professor to Professor on the Clinician Educator Track (without tenure)

Michael A. DeArellano, M.D., Department of Psychiatry and Behavioral Sciences

Edward C. Jauch, M.D., M.S., Department of Medicine, Division of Emergency Medicine, with a dual appointment in the Department of Neurosciences, Division of Neurology

Zoran Rumboldt, M.D., Department of Radiology and Radiological Science

From Assistant Professor to Associate Professor on the Academic Investigator Track

Monika Gooz, M.D., Ph.D., Department of Medicine, Division of Nephrology

Mirko Hennig, Ph.D., Department of Biochemistry and Molecular Biology
Michael G. Janech, Ph.D., Department of Medicine, Division of Nephrology

From Research Assistant Professor to Research Associate Professor

Zdzislaw Szulc, Ph.D., Department of Biochemistry and Molecular Biology

From Assistant Professor to Associate Professor on the Academic Clinician Track

Matthew J. Carpenter, Ph.D., Department of Psychiatry and Behavioral Sciences

Carla K. Danielson, Ph.D., Department of Psychiatry and Behavioral Sciences

Elizabeth G. Hill, Ph.D., Department of Medicine, Division of Biostatistics and Epidemiology

From Assistant Professor to Associate Professor on the Clinician Educator Track

James H. Abernathy, III, M.D., Ph.D., Department of Anesthesia and Perioperative Medicine

Varsha M. Bandisode, M.D., Department of Pediatrics, Division of Pediatric Cardiology

Laura A. Carpenter, Ph.D., Department of Pediatrics, Division of Child Development

Eugene Y. Chang, M.D., Department of Obstetrics and Gynecology

Jeffrey S. Cluver, M.D., Department of Psychiatry and Behavioral Sciences

Jyotika K. Fernandes, M.B.B.S., M.D., Department of Medicine, Division of Endocrinology

Pierre Giglio, M.D., Department of Neurosciences, Division of Neurology

Mary C. Kral, Ph.D., Department of Pediatrics, Division of Child Development

Diann Krywko, M.D., Department of Medicine, Division of Emergency Medicine

Angela M. LaRosa, M.D., M.S.C.R., Department of Pediatrics, Division of Child Development

Matthew D. McEvoy, M.D., Department of Anesthesia and Perioperative Medicine

Christopher G. Pelic, M.D., Department of Psychiatry and Behavioral Sciences

Jeremy B. Soule, M.D., Department of Medicine, Division of Endocrinology

M. Olivia Titus, M.D., Department of Pediatrics, Division of Pediatric Emergency Medicine

David R. White, M.D., Department of Otolaryngology – Head and Neck Surgery

Peter L. Zwerner, M.D., Department of Medicine, Division of Cardiology

College of Nursing

From Assistant Professor to Associate Professor

Sharon Bond, Ph.D., CNM, APRN-BC

South Carolina College of Pharmacy

From Assistant Professor to Associate Professor

Zhi Zhong, M.D., Ph.D., Department of Pharmaceutical and Biomedical Sciences

From Associate Professor to Professor

Patrick D. Mauldin, Ph.D., Department of Clinical Pharmacy and Outcome Sciences

Recommendation of Administration: That these faculty promotions be approved.

Recommendation of Committee: That these faculty promotions be approved.

Board Action:

Item 19. Faculty Appointments

Statement: At the request of the Deans of the Colleges of Health Professions and Medicine, administration presented the following faculty appointments for approval:

College of Health Professions

Steven A. Kautz, Ph.D., (dual appointment) as Professor with tenure in the Department of Health Professions, Division of Physical Therapy, effective February 1, 2010. Dr. Kautz' primary appointment resides in the Department of Health Sciences and Research.

College of Medicine

Richard C. Holgate, M.D., Clinical Associate Professor, Department of Radiology and Radiological Science, effective February 1, 2010

Recommendation of Administration: That these faculty appointments be approved.

Recommendation of Committee: That these faculty appointments be approved.

Board Action:

Item 20. Changes in Faculty Status

Statement: At the request of the Deans of the Colleges of Health Professions and Medicine, administration presented the following changes in faculty status for approval:

College of Health Professions

Emily L. Moore, Ed.D., from Adjunct Professor to Professor in the Department of Health Sciences and Research, effective January 1, 2010

College of Medicine

Mark C. Green, M.D., from Clinical Professor to Professor Emeritus, effective July 1, 2007

Charles G. Jackson, M.D., Professor, on the Clinician Educator Track, in the Department of Otolaryngology-Head and Neck Surgery, effective date changed from February 1, 2009 to February 1, 2010

Paul J. Nietert, Ph.D., from Research Associate Professor to Associate Professor, on the Academic Clinician Track, in the Department of Medicine, Division of Biostatistics and Epidemiology, effective January 1, 2010

Joseph G. Reves, M.D., from Professor and Dean to Professor and Dean Emeritus, effective June 30, 2010

Kerry D. Soloman, M.D., from Professor to Clinical Professor in the Department of Ophthalmology, effective December 2, 2009

Recommendation of Administration: That these changes in faculty status be approved.

Recommendation of Committee: That these changes in faculty status be approved, with the exception of Dr. Kerry Solomon's faculty status, which will be considered at a future date.

Board Action:

Item 21. University Center Designation

Statement: At the request of the Dean of the College of Medicine, administration presented for approval, university center designation for the following center, effective April 9, 2010:

Center for Sarcoidosis Comprehensive Care, Research, and Education(SACRED)

Recommendation of Administration: That this center be approved for university center designation.

Recommendation of Committee: That this center be approved for university center designation.

Board Action

COMMITTEE ON FINANCE AND ADMINISTRATION
April 8, 2010
Minutes

Attendees:

Mr. Charles W. Schulze, Chair
Dr. Stanley C. Baker, Jr.
Mr. Melvyn Berlinsky
Mr. William H. Bingham, Sr.
Dr. Cotesworth P. Fishburne, Jr.
Mr. William B. Hewitt
Dr. E. Conyers O'Bryan, Jr.
Dr. Paula Orr
Dr. Thomas C. Rowland, Jr.
Thomas L. Stephenson, Esquire
The Honorable Robin M. Tallon
Dr. Charles B. Thomas, Jr.
Dr. James E. Wiseman, Jr.
Mr. Allan Stalvey, Emeritus
Dr. Raymond S. Greenberg
Ms. Susan H. Barnhart
Dr. Frank Clark
Mr. John Cooper

Dr. Phil Costello
Ms. Annette Drachman
Ms. Susie Edwards
Mr. Dennis Frazier
Mr. Steve Hargett
Ms. Sarah King
Dr. Steve Lanier
Mr. John Malmrose
Ms. Lisa Montgomery
Mr. Stewart Mixon
Ms. Jody O'Donnell
Ms. Gina Ramsey
Dr. Jerry Reves
Mr. Stuart Smith
Mr. Maurice Snook
Mr. Steve Valerio
Mr. Patrick Wamsley

Mr. Schulze called the meeting to order.

REGULAR Items

Item 22 Financial Status Report of the Medical University of South Carolina

Mr. Patrick Wamsley reported the adjusted operating revenues increased \$7M since the same time last year. Most of this increase is due to state stimulus monies. SRECNA has a bottom line of \$48M which is a \$58M increase over last year. The changes are due mainly to significant increases in capital appropriations, gifts and investment income. Operating cash continues to be strong.

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

Item 23 Financial Status Report of University Medical Associates

Ms. Gina Ramsey reported a very positive previous eight months. Gross charges are up 16%; net revenues up 11%; collections up 11%; operating margin of 18.4%; total margin of 2.6% and 236 days cash on hand.

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

Item 24 Financial Status Report of the MUSC Foundation for Research Development

Ms. Michelle Garbiras reported the net asset balance of the FRD has remained stable through the first eight months of the year at \$268,062. The Foundation expects to receive \$20k in the next week from an amount that was previously written off as bad debt.

Recommendation of Committee: That this report be received as information

Item 25 Other Committee Business.

Mr. Schulze announced a date, June 18, had been set for the annual budget approval meeting. It was decided that the meeting would be held in Columbia.

CONSENT AGENDA

None.

There being no further business, the meeting was adjourned.

**Medical University of South Carolina
Physical Facilities Committee
April 8, 2010
Minutes**

Attendees:

Mr. William H. Bingham, Sr., Chair
Dr. Stanley C. Baker, Jr.
Mr. Melvyn Berlinsky
Dr. Cotesworth P. Fishburne, Jr.
Mr. William B. Hewitt
Dr. E. Conyers O'Bryan, Jr.
Dr. Paula Orr
Dr. Thomas C. Rowland, Jr.
Mr. Charles W. Schulze
Thomas L. Stephenson, Esquire
The Honorable Robin M. Tallon
Dr. Charles B. Thomas, Jr.
Dr. James E. Wiseman, Jr.
Mr. Allan Stalvey
Dr. Raymond S. Greenberg
Ms. Susan H. Barnhart

Dr. Frank Clark
Mr. John Cooper
Dr. Phil Costello
Ms. Annette Drachman
Mr. Jim Fisher
Mr. Dennis Frazier
Mr. Steve Hargett
Ms. Sarah King
Mr. John Malmrose
Mr. Stewart Mixon
Ms. Lisa Montgomery
Ms. Jennifer Pearce
Ms. Gina Ramsey
Dr. Jerry Reves
Mr. Stuart Smith
Mr. Maurice Snook

Mr. Bingham called the meeting to order.

REGULAR Items

Item 26 Facilities Procurements/Contracts

Mr. John Malmrose presented the following for approval:

- Walton Research Building 7th Floor Lab Renovations. Estimated Budget: \$480,000.
- Lease Renewal for 5,404 sq. ft. located at 5900 Core Avenue in North Charleston. Total Cost of lease: \$216,000.
- IDC Architectural Services for the University. Firms selected were:
 - Michael Keeshen & Associates, Inc.
 - Rosenblum Coe Architects, Inc.
 - Schmitt Walker Architects, Ltd., LLC

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

Item 27 Update on Projects.

Mr. John Malmrose provided an update on the following: Energy Performance Contract; ;Drug Discovery Building and Bio-engineering Building.

Recommendation of Committee: Received as information.

Item 28 Other Committee Business. None

CONSENT Items for Information:

Item 29 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

**Medical University of South Carolina
Audit Committee
April 8, 2010
Minutes**

Attendees:

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

Mr. Stephenson called the meeting to order.

REGULAR Items

Item 30. Update on UMA Compliance Activities.

Ms. Julie Acker provided an update on UMA Compliance activities.

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

Item 31. Audit Committee Charter.

Mr. Stephenson presented the Audit Committee Charter for approval.

Recommendation of Committee: That the charter be approved.

Item 32. Report of the Internal Auditor.

Mr. Stephenson stated a report had been provided to the Board and Ms. Barnhart was available to answer any questions.

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

Item 33. Other Committee Business. None

Respectfully Submitted,

Celeste Jordan

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, 2010, and ending on June 30, 2011, and shall automatically be renewed for like annual terms unless otherwise amended or cancelled as herein outlined.

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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, 2010

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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.

4.2 Carry on independent activities and programs which support or benefit the University and the Authority.

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May, 2014

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

May, 2014

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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.

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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, 3 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.

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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, 2014

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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.

May, 2010

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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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Medical University of South Carolina
Current (FY10) & Proposed Changes (FY11) Schedule of Fees
(IN DOLLARS)

	<u>CURRENT</u> <u>(FY10)</u>	<u>PROPOSED</u> <u>(FY11)</u>	<u>\$ Increase</u>	<u>% Increase</u>
COLLEGE OF DENTAL MEDICINE				
Junior Class	4,000	4,400	400	10.0%
Dental Informatics Fee	5,500	6,000	500	9.1%
Clinical & Lab Support Fee (per year)	6,500	7,500	1,000	15.4%
COLLEGE OF HEALTH PROFESSIONS				
Cardiovascular Perfusion (formerly ECT) Program Fee	440	750	310	70%
Doctorate in Physical Therapy	361	550	189	52%
COLLEGE OF MEDICINE				
- Third and fourth year student (only)	\$ 35	\$ 70	\$ 35	100.0%
Sylabi Fee - (first year students)	400	300	(100)	-25.0%
Sylabi Fee - (second year students)	315	300	(15)	-4.8%
Examination and Technical Support Fee: (First , Second, and Fourth Year)		200		New
(Third Year)		500		New
Physical Diagnosis Fee (First Year)		650		New
Basic Life Support Fee (Second Year)		50		New
COLLEGE OF NURSING				
DNP clinical course fee (per clinical course)	150	250	100	66.7%
PhD Student fee - All 1st semester PhD students	35	45	10	28.6%

Medical University of South Carolina
Current (FY10) and Proposed (FY11) Schedule of Academic Charges
College of Dental Medicine

	CURRENT ACADEMIC CHARGE		PROPOSED ACADEMIC CHARGE		% Increase	
	In-State	Out-of-State	In-State	Out-of-State	In-State	Out-of-State
Full-Time (Each Term)						
Semester	\$ 13,144	\$ 22,979	\$ 13,801	\$ 24,128	5%	5%
Summer	10,057	17,873	10,560	18,767	5%	5%
Full-Time (Each Term) Master of Science in Dentistry						
Semester	\$ 1,250	\$ 1,250	\$ 1,313	\$ 1,313	5%	5%
Summer	1,150	1,150	1,208	1,208	5%	5%

Medical University of South Carolina
Current (FY10) and Proposed (FY11) Schedule of Academic Charges
College of Medicine

	CURRENT ACADEMIC CHARGE		PROPOSED ACADEMIC CHARGE		% Increase	
	In-State	Out-of-State	In-State	Out-of-State	In-State	Out-of-State
Full-Time (Each Term)						
Semester	\$ 14,719	\$ 26,385	\$ 15,602	\$ 27,968	6%	6%
Summer	7,722	11,282	NA	NA	NA	NA
Third Year	18,352	30,394	19,453	32,218	6%	6%

Medical University of South Carolina
Current (FY10) and Proposed (FY11) Schedule of Academic Charges
College of Graduate Studies

	CURRENT ACADEMIC CHARGE		PROPOSED ACADEMIC CHARGE		% Increase	
	In-State	Out-of-State	In-State	Out-of-State	In-State	Out-of-State
Full-Time (Each Term)						
<i>Master in Biomedical Sciences</i>						
Semester	\$ 5,842	\$ 9,116	\$ 6,426	\$ 10,028	10%	10%
Summer	4,698	7,176	5,168	7,894	10%	10%
<i>Ph.D. Program</i>						
Semester	\$ 5,497	\$ 8,143	\$ 6,047	\$ 8,958	10%	10%
Summer	4,504	6,455	4,955	7,101	10%	10%
Part-Time (Per Semester Hour)						
<i>Master in Biomedical Studies</i>						
Semester	\$ 492	\$ 754	\$ 541	\$ 830	10%	10%
Summer	492	754	541	830	10%	10%
<i>Ph. D. Program</i>						
Semester	\$ 491	\$ 749	\$ 540	\$ 824	10%	10%
Summer	491	749	540	824	10%	10%

Medical University of South Carolina
Current (FY10) and Proposed (FY11) Schedule of Academic Charges
College of Health Professions

	CURRENT ACADEMIC CHARGE			PROPOSED ACADEMIC CHARGE			% Increase	% Increase	% Increase
	In-State	Out-of-State	Out-of-State with Scholarship	In-State	Out-of-State	Out-of-State with Scholarship	In-State	Out-of-State	Out-of-State with Scholarship
Full-Time (Each Term)									
Undergraduate									
Semester	\$ 6,608	\$ 17,474	N/A	\$ 7,140	\$ 10,290	N/A	8%	-41%	N/A
Summer	6,608	17,474	N/A	7,140	10,290	N/A	8%	-41%	N/A
Graduate									
Semester	\$ 6,818	\$ 13,344	N/A	\$ 7,140	\$ 10,290	N/A	5%	-23%	N/A
Summer	6,818	13,344	N/A	7,140	10,290	N/A	5%	-23%	N/A
Cardiovascular Perfusion									
Semester	\$ 6,308	\$ 16,680	\$ 6,608	\$ 7,140	\$ 10,290	\$ 7,440	13%	-38%	13%
Summer	6,308	16,680	6,608	7,140	10,290	7,440	13%	-38%	13%
Anesthesia for Nurses									
Semester	\$ 6,818	\$ 13,344	\$ 7,118	\$ 7,140	\$ 10,290	\$ 7,440	5%	-23%	5%
Summer	6,818	13,344	7,118	7,140	10,290	7,440	5%	-23%	5%
Occupational Therapy									
Semester	\$ 6,818	\$ 13,344	\$ 7,118	\$ 7,140	\$ 10,290	\$ 7,440	5%	-23%	5%
Summer	6,818	13,344	7,118	7,140	10,290	7,440	5%	-23%	5%
Physician Assistant									
Semester	\$ 6,818	\$ 13,344	\$ 7,118	\$ 7,140	\$ 10,290	\$ 7,440	5%	-23%	5%
Summer	6,818	13,344	7,118	7,140	10,290	7,440	5%	-23%	5%
Masters in Healthcare Administration (Residential)									
Semester	\$ 6,507	\$ 12,737	\$ 6,807	\$ 7,140	\$ 10,290	\$ 7,440	10%	-19%	9%
Summer	6,507	12,737	6,807	7,140	10,290	7,440	10%	-19%	9%
Masters in Healthcare Administration (Executive Web-Based Graduate)									
Semester	\$ 6,818	\$ 7,363	N/A	\$ 7,140	\$ 7,731	N/A	5%	5%	N/A
Summer	6,818	7,363	N/A	7,140	7,731	N/A	5%	5%	N/A
Masters in Research Administration									
Semester	\$ 6,507	\$ 7,028	N/A	\$ 7,140	\$ 10,290	N/A	10%	46%	N/A
Summer	6,507	7,028	N/A	7,140	10,290	N/A	10%	46%	N/A
Doctorate in Physical Therapy									
Semester	\$ 6,818	\$ 13,344	\$ 7,118	\$ 7,140	\$ 10,290	\$ 7,440	5%	-23%	5%
Summer	6,818	13,344	7,118	7,140	10,290	7,440	5%	-23%	5%
Doctorate in Health Administration									
Annual Tuition	\$ 35,134	\$ 35,134	N/A	\$ 26,391	\$ 26,391	N/A	-25%	-25%	N/A
Doctorate in Health Administration - Interprofessional (IP) - New									
Annual Tuition				\$ 15,000	\$ 15,000	N/A			N/A
PhD in Health and Rehabilitation Science									
Semester	\$ 5,607	\$ 6,970	N/A	\$ 5,887	\$ 6,245	N/A	5%	-10%	N/A
Summer	5,607	6,970	N/A	5,887	6,245	N/A	5%	-10%	N/A

Medical University of South Carolina
Current (FY10) and Proposed (FY11) Schedule of Academic Charges
College of Health Professions

	CURRENT ACADEMIC CHARGE			PROPOSED ACADEMIC CHARGE			% Increase	% Increase	% Increase
	In-State	Out-of-State	Out-of-State with Scholarship	In-State	Out-of-State	Out-of-State with Scholarship	In-State	Out-of-State	Out-of-State with Scholarship
Part-Time (Per Semester Hour)									
Undergraduate									
Semester	\$ 552	\$ 1,456	N/A	\$ 829	\$ 1,377	N/A	50%	-5%	N/A
Summer	552	1,456	N/A	829	1,377	N/A	50%	-5%	N/A
Graduate									
Semester	\$ 703	\$ 1,464	N/A	\$ 829	\$ 1,377	N/A	18%	-6%	N/A
Summer	703	1,464	N/A	829	1,377	N/A	18%	-6%	N/A
Masters in Healthcare Administration (Residential)									
Semester	\$ 670	\$ 1,396	N/A	\$ 829	\$ 1,377	N/A	24%	-1%	N/A
Summer	670	1,396	N/A	829	1,377	N/A	24%	-1%	N/A
Masters in Healthcare Administration (Executive Web-Based Graduate)									
Semester	\$ 703	\$ 760	N/A	\$ 738	\$ 798	N/A	5%	5%	N/A
Summer	703	760	N/A	738	798	N/A	5%	5%	N/A
Masters in Research Administration									
Semester	\$ 670	\$ 724	N/A	\$ 829	\$ 1,377	N/A	24%	90%	N/A
Summer	670	724	N/A	829	1,377	N/A	24%	90%	N/A
Physician Assistant									
Semester	\$ 703	\$ 1,464	N/A	\$ 829	\$ 1,377	N/A	18%	-6%	N/A
Summer	703	1,464	N/A	829	1,377	N/A	18%	-6%	N/A

Medical University of South Carolina
Current (FY10) and Proposed (FY11) Schedule of Academic Charges
College of Nursing

	CURRENT ACADEMIC CHARGE		PROPOSED ACADEMIC CHARGE		% Increase	
	In-State	Out-of-State	In-State	Out-of-State	In-State	Out-of-State
Full-Time (Each Term)						
<i>Undergraduate</i>						
Semester	\$ 6,329	\$ 11,133	\$ 6,962	\$ 11,133	10%	0%
Summer	6,329	11,133	6,962	11,133	10%	0%
<i>Web Based Undergraduate</i>						
Semester	\$ 6,329	\$ 7,344	\$ 6,962	\$ 7,344	10%	0%
Summer	6,329	7,344	6,962	7,344	10%	0%
<i>Graduate (including PhD)</i>						
Semester	\$ 7,005	\$ 11,601	\$ 7,355	\$ 12,181	5%	5%
Summer	7,005	11,601	7,355	12,181	5%	5%
<i>Web Based Graduate (including PhD)</i>						
Semester	\$ 7,005	\$ 8,271	\$ 7,355	\$ 8,685	5%	5%
Summer	7,005	8,271	7,355	8,685	5%	5%
Part-Time (Per Semester Hour)						
<i>Undergraduate</i>						
Semester	\$ 573	\$ 1,030	\$ 630	\$ 1,030	10%	0%
Summer	573	1,030	630	1,030	10%	0%
<i>Web Based Undergraduate</i>						
Semester	\$ 573	\$ 666	\$ 630	\$ 666	10%	0%
Summer	573	666	630	666	10%	0%
<i>Graduate (including PhD)</i>						
Semester	\$ 722	\$ 1,151	\$ 758	\$ 1,208	5%	5%
Summer	722	1,151	758	1,208	5%	5%
<i>Web Based Graduate (including PhD)</i>						
Semester	\$ 722	\$ 852	\$ 758	\$ 895	5%	5%
Summer	722	852	758	895	5%	5%

Medical University of South Carolina
Current (FY10) and Proposed (FY11) Schedule of Academic Charges
South Carolina College of Pharmacy - MUSC Campus

	CURRENT ACADEMIC CHARGE			PROPOSED ACADEMIC CHARGE**			% Increase		
	In-State	Out-of-State	Out-of-State with Scholarship	In-State	Out-of-State	Out-of-State with Scholarship	In-State	Out-of-State	Out-of-State with Scholarship
Full-Time (Each Term)*									
Semester	\$ 8,450	\$ 12,600	\$ 10,740	\$ 8,950	\$ 13,400	\$ 11,390	6%	6%	6%
Summer	2,511	3,800	3,095	2,670	3,940	3,270	6%	4%	6%
Part-Time (Per Credit Hour)									
Semester	\$ 704	\$ 1,050	\$ 895	\$ 745	\$ 1,117	\$ 949	6%	6%	6%
Summer	704	1,050	895	745	1,117	949	6%	6%	6%

*Includes program fee of \$1200 for the current charge and \$1600 for the proposed charge

** All tuition and fee increases are subject to change due to the SCCP program with USC. The USC tuition and fee numbers have not been determined yet.

MUSC Board of Trustees Resolution

The Board instructs Administration to do the following:

- (1) Harmonize the recurring component of faculty salary (traditionally Part A) of the faculty contract to incorporate scale for academic rank as follows:

Instructor	\$50,000
Assistant Professor	\$60,000
Associate Professor	\$80,000
Professor	\$90,000

- 1a. Grandfathering: In such circumstances in which the faculty member's total compensation is less than the scale for rank as above, then recurring compensation will be the lesser of the amount in the scale above or the historical compensation, until such a time as the contracted total compensation exceeds the scale. In such circumstances in which a faculty member's current recurring (Part A) compensation exceeds the scale above, the difference shall be relocated to the variable component of compensation for this year, so that the no faculty member has a reduction in recurring compensation for this year.
- 1b. Source of funds: Any source of funds associated with faculty activities can be used to meet the salary commitment as outlined in the scale. Those include, but are not limited to, university funds from any source, funds from the University Medical Associates, Carolina Family Care, and MUSC-affiliated foundations; or the Department of Veterans Affairs. The fund source(s) can vary from year to year.
- 1c. Faculty contracts: parts A, B, and C of the faculty contract should be incorporated into two sections:
- university policy for rank and tenure; and
 - variable component.
- 1d. Timeline: This scale should be implemented immediately for FY10-11 faculty contracts.
- 1e. Revision: This scale can be periodically revised by action of the Board of Trustees. Administration should work with Faculty Senate to incorporate this policy into the *Faculty Handbook*.
- (2) The final implementation of this salary scale depends upon a suitable recommendation from MUSC administration to develop a more robust post-tenure review process.
- 2a. Key elements: The process should:
- Ensure expeditious review of faculty performance and action as necessary.
 - Align closely with annual performance evaluations.

- Allow for metric-driven assessments, feedback, and performance improvement plans.
- Incorporate “tripwires” for prompt feedback to faculty members about areas in which improvement is needed; the development of metric-based performance improvement plans; and an expedited post-tenure review process for cases in which the performance improvement plan has not been successful.

2b. Timeline: A proposed plan should be submitted for consideration by the Board of Trustees at or prior to their December 2010 meeting.

(3) Incorporate the changes in 1 and 2 into the *Faculty Handbook*.

APPENDIX 3.02 MUSC FACULTY SENATE CONSTITUTION AND BYLAWS

This Constitution defines the composition of the Faculty Senate, its role in the academic affairs of the University, and the basic principles of self-governance of the faculty of the Medical University of South Carolina as authorized by the Bylaws of the Board of Trustees of the Medical University of South Carolina, Section 6, Article b, August 1976.

Article I

The name of this representative body shall be: The Medical University of South Carolina Faculty Senate, referred to in this document as Faculty Senate or as Senate.

Article II

The purpose of the Faculty Senate shall be to act as the sole representative body of the faculty, to receive, organize and, if deemed appropriate, execute business of the faculty that is submitted to it by members of the faculty, the administration, or the Faculty Senate itself, and to represent the views of the faculty to the administration. The Faculty Senate serves as the voice of the faculty. In accordance with its vision and as permitted by state law, the Faculty Senate serves as an advisor to the administration in ensuring the success of the University's mission in teaching, research, and service.

Article III

Membership shall be limited to qualified faculty. Qualified faculty are defined as those persons holding full-time primary academic appointments at MUSC with ranks of Instructor or above, as identified in the current edition of the Faculty Handbook of the Medical University of South Carolina. (Paragraph Amended Feb 2007)

For the purpose of elections, the Faculty Senate shall be divided into seven Electoral Units: College of Medicine Basic Sciences, College of Medicine Clinical Sciences, Dental Medicine, Health Professions, Library Science and Informatics, Nursing, and Pharmacy. The Department or College of primary appointment determines Electoral Unit affiliation.

Senators

Electoral Units having 50 or fewer qualified faculty shall be represented by four Senators. Electoral Units having between 51 and 100 qualified members shall be represented by six Senators. Electoral Units with more than 100 qualified faculty members shall have six Senators and elect one additional Senator for every 33 additional qualified faculty members in excess of 100.

Alternate Senators

Each Electoral Unit shall have two Alternates. Electoral Units with more than 100 qualified faculty members shall choose one additional Alternate for each 66 faculty members over 100.

Candidates for membership on the Faculty Senate may be nominated by any qualified faculty member of their Electoral Unit, including themselves. Qualified faculty members are eligible for nomination only within the Electoral Unit with which they are affiliated.

All qualified faculty members are eligible to vote for Senators and Alternates. Faculty members shall vote only in the Electoral Unit with which they are affiliated.

The Governance Committee shall establish the rules and procedures for all regular elections according to sections of this Article governing Electoral Units, Representation, Nomination, Eligibility to Vote and Terms of Office.

Regular elections to the Faculty Senate shall be conducted during the months of August and September, with terms of office to begin at the Faculty Senate meeting in October.

Candidates receiving the greatest number of votes shall become the Senators for their Electoral Unit. Candidates with the next highest numbers of votes shall become Alternate Senators as determined by the formula in Article III.B. The Governance Committee shall retain the results of the election so that Alternate Senators with the highest numbers of votes may replace resigning Senators and the slots of Alternate Senators are refilled. In the case of a tie, candidates shall come to an agreement among themselves; otherwise Senators of the representative Electoral Unit shall vote for one of the candidates. The Governance Committee, upon notification of the Faculty Senate of a vacancy in the Faculty Senate between regular elections, shall notify the appropriate Electoral Unit Committee who shall appoint a replacement to complete the unexpired term. (Paragraph amended Feb 2007)

Senators shall be elected to a two-year term and shall be eligible to serve a maximum of three consecutive terms. The terms of Senators from each unit shall be staggered: one-half shall be elected each year. Senators who cannot complete their terms shall submit a letter of resignation to the Secretary of the Faculty Senate at least one month before the date of resignation.

Alternate Senators shall be elected to a one-year term. When a Senator resigns from his or her office, the Alternate with the greatest number of votes from the prior election automatically advances to the ex-Senator's position and completes the remainder of the ex-Senator's term of office. After succeeding the ex-Senator and serving the remainder of that term of office, the former Alternate may stand for election and ultimately serve for a period not exceeding a total of seven consecutive years. Alternate Senators who cannot complete their term of office shall submit a letter of resignation to the Secretary of the Faculty Senate at least one month before the date of resignation.

Article IV

The Officers of the Faculty Senate shall be the President, Vice President, and Secretary.

Election of Officers for the upcoming year (October – September) will be held at the October meeting. The Governance Committee shall call for nomination of Officers from the members of the Faculty Senate (Senators and Alternate Senators) after the election results become available. Any member of the Faculty Senate may nominate either another member of the Faculty Senate or himself or herself. The Governance Committee will then draw up a slate of individuals who agree to serve as President, Vice President, and Secretary. The Governance Committee shall oversee the voting process and report the results to the full Faculty Senate.

The President shall preside over the Faculty Senate; represent the Faculty Senate on appropriate University Committees; convene and preside at Executive Committee meetings; coordinate review of policy affecting the faculty; conduct the business of the Faculty Senate and fulfill other responsibilities incumbent on the leader of the Faculty Senate as deemed appropriate. At his or her discretion, the President may delegate these responsibilities.

The Vice-President shall assume the role of the President in the latter's absence and perform other duties as requested by the President.

The Secretary shall take attendance, record and publish minutes of meetings; publicize scheduled meetings and agendas and items for vote; and update the Faculty Senate archives. Prior to a vote by the Faculty Senate, the Secretary shall establish the existence of a quorum and determine those empowered to vote. The Secretary shall discharge other duties assigned by the President.

Article V

Faculty Senators shall represent the views and interests of the faculty of their respective Electoral Units and the faculty-at-large. Senators shall attend at least two-thirds of monthly meetings of the Faculty Senate and serve on at least one committee of the Faculty Senate. A Senator who knows in advance that he/she will be unable to attend a meeting of the Faculty Senate is responsible for arranging for one of the Electoral Unit's Alternate Senators to attend in his/her absence.

Alternate Senators are encouraged to attend all meetings of the Faculty Senate. Alternate Senators are eligible to vote when attending in place of a Senator who is unable to attend a meeting. Alternate Senators are eligible and encouraged to serve as members of Faculty Senate Committees.

Article VI

Officers, Senators or Alternates may be removed from the Faculty Senate if they are unable to fulfill their duties as stipulated in the Bylaws.

Article VII

Committees of the Faculty Senate have delegated authority to: consider, investigate and advise on those matters directly related to the operation and purposes of the Faculty Senate; and, to take action on behalf of the Faculty Senate commensurate with the committee's duties, or as specially authorized by the Faculty Senate. The members of the standing committees, *ad hoc* committees and subcommittees shall be members of the Faculty Senate or other qualified faculty. Committees shall be chaired by Senators or Alternate Senators.

The Executive Committee shall be composed of one Senator from each of the seven Electoral Units, the Officers of the Faculty Senate, and the immediate Past President of the Faculty Senate who shall serve as a non-voting, consultative member. The Executive Committee member from the respective Electoral Unit shall be selected by the Senators of that unit as stipulated in the Bylaws. The Executive Committee may go into executive session when discussing sensitive issues as permitted by state law.

Standing committees of the Faculty Senate and their duties are described in the Bylaws of the Faculty Senate.

Ad hoc committees of the Faculty Senate are constituted for focused tasks.

Article VIII

Meetings shall be held monthly at a regular time and designated place. Faculty Senate meetings are open to the faculty. The time and place of meetings (regular and special) shall be advertised to the faculty. Members of the faculty may request to be heard at Faculty Senate meetings, but have no vote or other legislative privilege. The President may call an executive session that is open only to Senators and Alternate Senators

Meetings of the Faculty shall be called and presided over by the President of the Faculty Senate. Notice of faculty meetings shall be given at least 30 days in advance. Meetings shall be held at least twice yearly.

Article IX

Procedural guidelines governing the work of the Faculty Senate are documented in the Bylaws of the Faculty Senate.

Article X

The Constitution of the Faculty Senate shall be ratified by a two-thirds vote of all Senators and a two-thirds vote of all qualified faculty present at a special meeting of the Faculty as called by the President of the Faculty Senate or two-thirds votes of all qualified faculty casting a vote in an electronically conducted vote. Upon ratification and henceforth, Articles of the Constitution shall not be changed. All changes to the Constitution shall be by Amendment, as described in Article XI. The Constitution shall be transmitted by the President of the Faculty Senate, through the appropriate administrative channels, to the Board of Trustees and shall take effect upon approval by the Board of Trustees. Prior to ratification of the Constitution or any Amendment, the Governance Committee will distribute pertinent documents to all qualified faculty members at least thirty days in advance of a regularly scheduled Faculty Meeting or electronically conducted vote (VIII.B), will invite written comment, and offer an opportunity for discussion.

Article XI

This Constitution may be amended as follows:

- A. Proposals for amendments to the Constitution may be made in writing to the President of the Faculty Senate. Any qualified faculty member may propose an amendment. The President of the Faculty Senate will have the item discussed at the Executive Committee. If a majority of the members of the Executive Committee agree, the item will be added to the agenda of the next regular meeting of the Faculty Senate.
- B. The President shall give notice of the proposed amendments to all Senators at least thirty days prior to the vote via the usual dissemination routes (e.g., email).
- C. Faculty Senate approval of amendments will be by a vote of two-thirds of the Faculty Senators.
- D. The President shall give notice of the proposed amendment to the Faculty at least thirty days prior to the vote via the usual dissemination routes (e.g., email).
- E. The proposed amendments shall be presented at a meeting of the Faculty. They shall be adopted by a two-thirds vote of all qualified faculty present at this meeting. Alternatively, the amendment will be presented via email to the Faculty, and an electronically conducted vote will be taken. Two-thirds vote of all qualified faculty casting a vote is required for adoption.
- F. All amendments shall be transmitted by the President of the Faculty Senate, through the appropriate administrative channels, to the Board of Trustees and shall take effect upon approval by the Board of Trustees.

The Bylaws may be revised as follows:

- A. Proposals for revisions to the Bylaws may be made in writing to the President of the Faculty Senate. Any qualified faculty member may propose a revision. The President of the Faculty Senate will have the item discussed at the Executive Committee. If a majority of the members of the Executive Committee agree, the item will be added to the agenda of the next regular meeting of the Faculty Senate.
- B. The President shall give notice of the proposed revision to all Senators at least thirty days prior to the vote via the usual dissemination routes (e.g., email).
- C. Faculty Senate approval of revisions will be by a vote of two-thirds of the Faculty Senators present at the meeting.
- D. The President shall give notice of the proposed revisions to the Faculty at least thirty days prior to the vote via the usual dissemination routes (e.g., email).
- E. The proposed revisions shall be presented at a regular meeting of the Faculty. They shall be adopted by majority vote of all qualified faculty present at this meeting. Alternatively, the amendment will be presented via email to the Faculty, and an electronically conducted vote will be taken. Two-thirds vote of all qualified faculty casting a vote is required for adoption.

Article XII

- A. There shall be a mandatory review of the Constitution five years after its adoption and at least every five years thereafter to occur on the decade and years ending in '5', for example 2009-2010, then 2014-2015.
- B. This review shall be carried out by the Governance Committee at the direction of the Executive Committee. The review shall include recommendations of the Executive Committee and standing committee chairs.

BYLAWS OF THE FACULTY SENATE

Article I. Quorum

- A. A quorum of the Faculty Senate necessary for the conduct of business shall be a simple majority of the voting members of the Faculty Senate except for changes to the Constitution and Bylaws as describe in Article XI of the Constitution.
- B. A quorum of the Executive Committee necessary for the conduct of business on behalf of the Faculty Senate shall be a simple majority of the voting members of the Executive Committee.
- C. Proxy votes shall not be allowed.

Article II. Conduct of Business

- A. The President shall appoint a Parliamentarian. The Parliamentarian shall be a qualified faculty member but need not be a Senator. The Parliamentarian shall act as advisor to the President on matters of rules of procedure.
- B. Business shall be conducted using the current edition of Robert's Rules of Order Newly Revised, except where otherwise specified in the Constitution and Bylaws.
- C. Business of the Faculty Senate is normally conducted at regular meetings, special meetings, and in standing or *ad hoc* committees.
- D. At the discretion of the President and with prior consent of the Faculty Senate, business of the Faculty Senate may also be conducted by distribution of information and ballots through mail, email or other transfer of information, provided that all other requirements of the Constitution of the Faculty Senate are met.
- E. Action items requiring a vote by the Faculty Senate shall be distributed by the Secretary of the Faculty Senate at least 10 days before the meeting.
- F. Action items requiring a vote by the faculty shall be distributed for comment at least 30 days prior to a regularly scheduled meeting or vote.

Article III. Standing Committees, *ad hoc* Committees, and Duties of Committee Members

Most work of the Faculty Senate is conducted by standing and *ad hoc* committees.

- 1. Membership of the Executive Committee is by election or by virtue of office and governed by Article VII.A. of the Constitution.
- 2. Each Senator shall serve on a minimum of one standing committee.
- 3. The Executive Committee appoints each committee chair from among Faculty Senators or from members of the Executive Committee.
- 4. Senators shall serve on standing committees for one-year terms and may serve multiple terms.
- 5. Members on *ad hoc* committees may serve until the assigned task is completed.

The Chair of each committee shall:

- Apportion committee work efficiently and fairly among the committee members and, in consultation with the other committee members, decide whether the appointment of subcommittees is appropriate;
- Seek advice from the faculty, from administrative and professional staff, and from students, if it is deemed beneficial to the committee's deliberations;
- Keep minutes or other records of proceedings that are adequate for efficient continuation of work throughout and beyond the committee's period of service;
- Submit an annual report to the Faculty Senate at the end of each academic year.

1. The Executive Committee shall:

- a. Appoint Senators, Alternate Senators and qualified faculty to all committees of the Faculty Senate, except for the Executive Committee itself;
- b. Appoint each committee chair from among Faculty Senators; members of the Executive Committee are eligible to serve as chair;
- c. Ensure that committee assignments are distributed fairly among Electoral Units and academic ranks;
- d. Initiate the formation and dismissal of *ad hoc* committees, as needed;
- e. Accept annual reports from each standing and *ad hoc* committee of the Faculty Senate;
- f. Submit to the faculty a written annual report at the end of each academic year;
- g. Appoint Senators, Alternate Senators or qualified faculty to represent the Faculty Senate on University-wide committees;
- h. Facilitate communication among the Administration of the University, the Faculty Senate, and the faculty by meeting with the President or the President's designee and the College Deans or their designees as necessary and by reporting to the faculty, as deemed appropriate;
- i. Act on behalf of the Faculty Senate in emergency situations. In circumstances requiring immediate action, the committee may advise the Administration of the University on behalf of the Faculty Senate. It shall report its recommendations to the Faculty Senate at the next Senate meeting.

2. The Governance Committee shall:

- a. Govern the proceedings of the Senate;
- b. Conduct Faculty Senate elections, certify eligibility of faculty for election, and maintain appropriate records of elections [See Amendment 1 and Amendment 2];
- c. Review the Faculty Senate's governing documents and recommend changes to these documents as deemed appropriate;
- d. Interpret the provisions of the Constitution and Bylaws;
- e. Codify changes or amendments to the Constitution and Bylaws, as deemed necessary;
- f. Call for nominations, establish slates, and conduct elections of officers of the Faculty Senate, as described in Article IV.A.;

- g. Monitor and, as necessary, manage changes to the practices and procedures of the Faculty Senate, by revision to Bylaws as appropriate.

3. The Institutional Advancement Committee shall:

- a. Monitor major trends in the life of the institution;
- b. Track progress of action items discussed in the Senate throughout the administrative channels of the University;
- c. Participate in strategic planning for the University;
- d. Report back to the Faculty Senate where deemed appropriate;
- e. Request that the Faculty Senate take a position or act on issues of general interest.
Examples of actions: Collect information and report on major building activities, and on creation, development, or discontinuation of major units or departments.

4. The Faculty and Institutional Relationships Committee shall:

- a. Consider issues pertaining to negotiations and procedures that, in a generic sense, apply to individual faculty. Examples of actions: Formulation of contracts, tenure/post-tenure review, promotions and rank, equity, sabbaticals, conflicts of interest, means of grievance.
- b. Accept and evaluate requests to change the Faculty Handbook.

5. The Communication Committee shall:

- a. Collaborate with other standing committees to inform faculty of issues;
- b. Inform the faculty about the work of the Senate through organized activities. Examples of actions: the organization of targeted workshops or retreats addressing themes such as faculty mentoring, tenure, interpretation of contracts, and sabbaticals.
- c. Maintain the Faculty Senate web site and ensure that Senate activities are published in University publications.

6. The Electoral Unit Committees shall:

- a. Consist of all elected Senators and Alternates from the particular Electoral Unit.
- b. Elect one representative to serve as a member of the Executive Committee for a one-year term. This election occurs immediately after the results of the Senate election are known. This name is submitted to the Governance Committee;
- c. Facilitate communication among the Faculty Senate and the dean and faculty of the Electoral Unit;
- d. Receive requests for Senate action from faculty of their respective units and decides whether the Faculty Senate should be involved in such action. If not, the Committee directly responds to the request.

- a. *Ad hoc* committees are composed of Senators, Alternates and qualified faculty for a focused task.
- b. Upon completion of the task, the chair presents a report to the Faculty Senate.

Article V. Procedure For Removal from Senate

- A. Any Officer, Senator or Alternate may resign his or her duties at any time by sending a letter to the Executive Committee; see Articles III.F.1 and III.F.2 of the Constitution.
- B. If the Senators of an Electoral Unit determine that one of their Senators or Alternates is ineffective, they shall contact that Senator. If no resolution is reached, the parties may take the case to the Executive Committee for deliberation and decision. These proceedings shall be confidential.
- C. A Senator or Alternate can be removed for cause from office by a two-thirds majority vote of the Electoral Unit Committee and the Executive Committee.

Article VI. Revisions to Bylaws

The Bylaws shall be reviewed at least once every two years and revisions to the Bylaws are governed by Article XI.B of the Constitution.



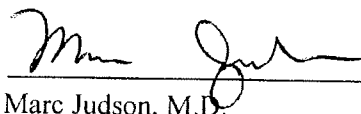
PROPOSAL FOR CENTER ESTABLISHMENT

PROPOSING UNIT: Department of Medicine/Division of Pulmonary, Critical Care, Allergy and Sleep Medicine

PROPOSING COLLEGE: College of Medicine

TITLE OF PROPOSED CENTER: MUSC Center for Sarcoidosis Research, Development and Education

PROPOSER:



Marc Judson, M.D.
Professor of Medicine

2/4/10

Date

APPROVING CHAIRMAN:

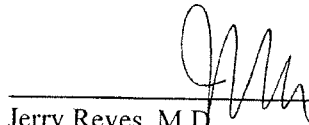


John R. Feussner, M.D., M.P.H.
Distinguished University Professor
Chairman
Department of Medicine

2/4/10

Date

APPROVING DEAN:



Jerry Reves, M.D.
Dean, College of Medicine
Vice President for Medical Affairs

2-4-10

Date

OVERVIEW

- The impact of sarcoidosis in terms of human health, health care costs and lost worker productivity poses an enormous threat to the economic vitality of South Carolina and the nation in the decades ahead.
- The mission of the MUSC Center for Sarcoidosis Research, Development and Education is to become a premier center of expertise in United States. This will be accomplished through:
 - Establishing a multidisciplinary team to treat all organs that could be potentially affected by sarcoidosis
 - Providing patient-centered health services
 - Increasing our clinical trial research programs
 - Developing a basic science sarcoidosis laboratory for basic science and translational research
 - Promoting public awareness of sarcoidosis
 - Establishing healthcare provider education programs addressing the clinical management of sarcoidosis
- The goals of the center are to take a more systematic, coordinated and focused approach to better address the challenge of sarcoidosis. Specifically, we believe the time has come for the Medical University to establish a nationally renowned Center of Excellence in Sarcoidosis.
- The center will be housed within the Department of Medicine / Division of Pulmonary, Critical Care, Allergy and Sleep Medicine. The Center Director will be Dr. Marc Judson.
- The Sarcoidosis Center will initially be funded using existing residual funds and charitable donations earmarked for sarcoidosis research that are held by the Division of Pulmonary, Critical Care, Allergy and Sleep Medicine in the Department of Medicine. Our goal is to raise \$10 million in private donations, which will empower us to become the leader in sarcoidosis.

INTRODUCTION

Statement of Need: Sarcoidosis is a disease of unknown cause that can affect any organ in the body. Ninety percent of the cases of sarcoidosis are found in the lungs. Other commonly affected sites are the skin, liver, lymph glands, eyes, the brain and/or nervous system, including the brain, the musculoskeletal system, the heart and kidneys. The disease can vary in severity from asymptomatic to a life threatening condition. Sarcoidosis affects people of all ages and races. In the United States, the disease affects African Americans somewhat more often and more severely than Caucasians. The disease also is slightly more common in women than in men. It usually develops between the ages of 20 and 50. Nationally, the incidence of sarcoidosis is approximately 20-40 per 100,000 people, or a total of 61,000-122,000 cases nationwide. South Carolina has a very high rate of sarcoidosis, and the incidence grows markedly higher as one approaches the state's coastal region. The estimated incidence in the Lowcountry approaches 350/100,000, which is approximately 10 times the national rate.

At this time, we do not know what causes sarcoidosis, and there is no cure for the disease.

Purpose of the Proposed Center: The mission of the MUSC Sarcoidosis Center of Excellence will be to fully integrate research, patient care and education. We will provide state-of-the-art services in the diagnosis, treatment, education, and research of sarcoidosis. We aim to place the MUSC Sarcoidosis Center at the national and international forefront of treatment and research by fostering collaborative endeavors with other institutions.

Goals of the Center: The goals of the Center are as follows:

1. To discover new insights and innovations;
2. To carry those new insights to the patient's bedside;
3. To train caregivers and patients alike how to manage the disease most effectively.

Date of Initiation: Pending approval by the Dean's Council, Provost, President and Board of Trustees, the Center will be constituted in November 2009

PROGRAM DESCRIPTION

Mission: The mission of the MUSC Sarcoidosis Center is to be recognized as the leading center in the United States for treatment, research and education.

Relationship of the Center to the College and University: The Sarcoidosis Center will be based within the Department of Medicine in the MUSC College of Medicine. The expectation is that the Center will support and develop collaborative research and educational programs with dermatology, cardiology, hepatology, ophthalmology, and neurology.

Program Description: The Sarcoidosis Center mission will be accomplished through focused activities in three areas: research, development, and provider education.

Research: To increase competitiveness for extramural research funding, the Center must bring multi-disciplinary teams of clinicians and scientists together around resources that enable research projects that are beyond the scope of individual investigators, such as

dermatology, hepatology, ophthalmology, neurology, and basic scientists. Developing and ensuring the continued stability of these resources will be a goal of the Sarcoidosis Center. In addition, a fully endowed Sarcoidosis Center would be able to support pilot projects aimed at generating preliminary data in pursuit of extramural funding in Sarcoidosis research.

- Basic Research

- One study that the medical University was involved with has identified a group of proteins and signaling molecules (called IL-12 and IL-23) that appear to play a role in the formation of sarcoid granulomas. If we can better understand this role, we can explore ways to “interrupt” the process on a molecular level and prevent the formation of granulomas.
- We have been involved with studies that identified genes that appear to make people more susceptible to the disease than others.
- While we do not yet understand the exact cause of sarcoidosis, we know that it appears to be triggered by an interaction between an abnormality in the immune system and an outside environmental agent. Now that we know some of the genes involved in the onset of the disease, we can identify individuals possessing those genes and, through patient education, help them avoid the exposures that appear to trigger sarcoid formation.

- Clinical and Translational Research

- As mentioned, the disease now can be treated pharmacologically. Prednisone and other steroids have proven effective in suppressing granuloma formation (the pathologic lesion of sarcoidosis) in many patients, alleviating many of the disease’s symptoms.
- Better, more effective pharmacologic treatments are under development. For example, the Medical University recently participated in a clinical trial in which sarcoidosis patients were prescribed infliximab, an anti-inflammatory drug typically used to treat Crohn’s disease and rheumatoid arthritis, among others. The drug was shown to be highly successful in treating patients in whom traditional sarcoidosis therapy failed, and with fewer side effects. The Medical University has been involved in many other sarcoidosis treatment trials using thalidomide, inhaled corticosteroids, derivatives of thalidomide, and other biological agents.
- The Medical University has performed epidemiologic studies demonstrating an increased prevalence of sarcoidosis in South Carolina as one moves closer to the coastline. Further research is needed to determine if there is an interaction between the genetic makeup of sarcoidosis patients and exposures in their environment that lead to the development of the disease.

Development.

- Academic – Industry Partnerships.

- There simply are not enough researchers dedicated to the investigation of sarcoidosis. We must perform more basic, translational and clinical research, and leverage the resulting new knowledge into new treatments and cures.
- Inter-Institutional Research.
 - Establishment of a Sarcoidosis Center will increase awareness worldwide of our commitment to research and treatment concerning this disease. This may promote inclusion into more clinical, basic science, and translational sarcoidosis trials. It also may increase of clinical referral base.

Provider and Patient Education. The third focus of the Sarcoidosis Center will be to disseminate information on current approaches to Sarcoidosis treatment to providers and patients

- Provider Education
 - The majority of caregivers treating this disease are not specialists in sarcoidosis per se, but in the organ/system that happens to be involved. We need more caregivers with a special expertise in recognizing and treating sarcoidosis.
- Patient Education
 - Those at greatest risk of developing the disease are often those with the poorest access to care. We must do a better job of serving the underserved among our state's sarcoidosis patients.
 - Patients must assume an active role in managing their disease. In order to facilitate this role, we must provide them with the information needed to do so.

RESOURCES REQUIRED

The long-term goal is to create a self-sustaining Sarcoidosis Center by establishing a Center endowment that will provide the annual operating budget.

Personnel: The Center Director will be a faculty member in the MUSC College of Medicine, selected by the Dean of the College. At inception, personnel within the Division of Pulmonary, Critical Care, Allergy and Sleep Medicine will handle the administrative activities.

Facilities: No additional facilities will be required at the time of inception. The Center will be housed in Department of Medicine space in the Clinical Sciences Building.

Equipment and Other Resources: No additional equipment and resources will be needed to constitute the Center.

Initial Start-Up Costs: Start-up costs will be negligible. The accounting infrastructure, consisting of Sarcoidosis Center operating and endowment funds will be constituted using existing residual funds and charitable donations earmarked for Sarcoidosis research that are held by the Division of Pulmonary, Critical Care, Allergy and Sleep Medicine in the Department of Medicine. Since the Center will lack a working budget at inception, its initial focus will be on fundraising and development of collaborative research based on existing resources.

Continuing Cost of Center (5 year horizon): The ultimate goal is to raise \$10 million in private donations.

Projected Sources of Income: Center activity will be maintained by the following means:

- Endowments: During the development phase the Center will expand its scope of activity as endowment funding builds. Fundraising will be coordinated through the Department of Medicine Development Director, Jane McCullough. The Center will seek assistance in its fundraising efforts from the MUSC Development Office.
- External Funding: Grant support will lead to funding of the clinical and research staff of the Center as well as research and administrative supplies.
- Educational activities: We will hold an annual Sarcoidosis Symposium which will garner industry support and registration fees. In addition, these Symposium will increase medical provider awareness of the Medical University as an institution with expertise in the treatment of sarcoidosis which will increase patient referrals.

FACILITIES
ACADEMIC
ESTABLISH PROJECT
FOR APPROVAL

April 9, 2010

PROJECT TITLE: Walton Research Building 7th Floor Lab Renovations

PROJECT NUMBER: To Be Determined

TOTAL ESTIMATED BUDGET: \$480,000

SOURCE(S) OF FUNDS: Department of Pathology and Laboratory Medicine Reserves

JUSTIFICATION: This project is to upgrade lab areas on the seventh floor (approximately 4,500 square feet) of the Walton Research Building for the new Urologic Cancer Research Program. The scope of work includes the removal and addition of non load-bearing walls, replacement of ceilings, lighting and floor covering, necessary electrical and plumbing modifications, installation of new laboratory casework, and the updating of existing restrooms. Approximately 85% of the space will be dedicated to wet lab research.

Recruitment is currently underway to hire a new director for the Urologic Cancer Research Program. The Program will be supported financially by the Department of Pathology and Laboratory Medicine, the Hollings Cancer Center, and the Department of Urology.

**FACILITIES
ACADEMIC
LEASE RENEWAL
FOR APPROVAL**

APRIL 9, 2010

DESCRIPTION OF LEASE RENEWAL: This lease renewal is for 5,404 square feet of space located at 5900 Core Avenue in North Charleston. The purpose of this lease renewal is to continue to provide space for the Department of Psychiatry, Geriatric Research Center. The cost per square foot for this renewal is \$19.99 (rounded). The monthly rental rate will be \$9,000.00, resulting in an annual rent amount of \$108,000.00. An initiative is underway to relocate this group back on campus involving a recently approved project for Harborview Office Tower Building. Once the project is complete, this group will occupy space on the first and tenth floors of Harborview. This lease will then be terminated.

NEW LEASE AGREEMENT _____
RENEWAL LEASE AGREEMENT X

LANDLORD: 5900 Core Avenue, LLC

LANDLORD CONTACT: Jeremy Willits, Property Manager, 856-1540

TENANT NAME AND CONTACT: Psychiatry, Dr. Jacobo Mintzer, Professor, 740-1592

SOURCE OF FUNDS: College of Medicine Dean's Office and Department of Neurosciences Indirect Cost Recoveries

LEASE TERMS:

RENEWAL TERM: Two (2) years
AMOUNT PER SQUARE FOOT: \$19.99
ANNUALIZED LEASE COST: \$108,000.00
TOTAL COST OF RENEWAL TERM: \$216,000.00

EXTENDED TERM(S): N/A, to be negotiated

OPERATING COSTS:

FULL SERVICE X
NET _____

**MEDICAL UNIVERSITY OF SOUTH CAROLINA
PROFESSIONAL SERVICES
FOR APPROVAL
APRIL 9, 2010**

Provide architectural services for all phases of project design on an as-needed basis over a two year period throughout the campus. Individual releases not to exceed \$100,000.00. Services are not to exceed \$300,000 over a two year period. Up to three firms may be selected.

**MEDICAL UNIVERSITY OF SOUTH CAROLINA
MEDICAL UNIVERSITY HOSPITAL AUTHORITY
BOARD OF TRUSTEES
AUDIT COMMITTEE CHARTER**

PURPOSE

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 systems of internal control, accounting practices, annual reporting, internal and external audit processes, management of business exposures, and compliance with legal, regulatory, and ethical requirements, and with institutional policies and procedures.

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. 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 MUSC and its affiliates. These are the responsibilities of management and the external auditors. The Committee will set the appropriate tone in communicating the importance of internal control and direct management to establish appropriate internal controls.

AUTHORITY

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 MUSC 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.

The Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

- Appoint, compensate, and oversee the work of any registered public accounting firm employed by the organization.
- Oversee and direct the internal auditing function, any external auditors or legal counsel whom the committee may employ, and engagements with the state auditors. Receive reports from and direct when necessary the organization's compliance functions and legal counsel.
- Provide an open avenue of communication among the internal and external auditors, management, and the Board.
- Resolve any disagreements between management and the auditor regarding financial reporting.
- Pre-approve all auditing and non-auditing services and the related fees.
- Retain independent counsel, accountants, or others to advise the Committee or assist in the conduct of an investigation.
- Seek any information it requires from employees, all of whom are directed to cooperate with the committee's requests, or external parties.
- Meet with the organization's officers, external auditors, or outside counsel, as necessary.

MEMBERSHIP

In accordance with Section IV (B) of the Bylaws of the Board of Trustees, 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 from its membership 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 the institution'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. When no single member of the Board has the requisite skills, other arrangements should be made to ensure the Audit Committee has access to the financial expertise needed to carry out its duties. Each member shall be free of any relationship that would interfere with his or her exercise of independent judgment or give the appearance of a conflict of interest.

EDUCATION

The University's senior management and Internal Audit department are responsible for providing the Committee with educational resources related to accounting principles, internal controls, applicable policies, and other information that may be requested by the Committee to maintain appropriate financial and compliance literacy.

MEETINGS

Members of the Committee shall uphold their duty of care by attending and participating in meetings, strengthening their 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.

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 and the Secretary of the Board of Trustees. All Board members are encouraged to attend and participate in the Audit Committee meeting.

RESPONSIBILITIES OF THE AUDIT COMMITTEE

Accounting and Financial Matters

- 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.
- Review reports and disclosures of internal and affiliated party transactions and operations.
- Review the Comprehensive Annual Financial Report (CAFR) before its release and consider whether the information is adequate and consistent with members' knowledge about MUSC and its affiliates' operations.
- Be satisfied that regulatory compliance matters have been considered in the preparation of the financial statements.

Internal Control

- Consider the effectiveness of the institution's internal control system, including information technology security and control.
- Understand the scope of internal and external auditors' review of internal controls over financial reporting and obtain reports on significant findings and recommendations, together with management responses.
- Review the institution's Code of Conduct. Ensure that the Code of Conduct is easily accessible, widely communicated, understandable, includes a confidential reporting mechanism, and is enforced.
- Ensure that the institution's Conflict of Interest policy is comprehensive, requires an annual signoff, clearly defines the term "conflict of interest," and contains procedures for adequately managing/resolving and documenting potential conflicts.

Internal Audit

- Internal Audit is accountable to the Board and shall report to the Board. Internal Audit shall also work with the Audit Committee and meet and make reports to the Committee as required. Ensure that the internal audit department has direct and unrestricted access to the chairman and other committee members.
- Oversee the scope of Internal Audit services and have access to the internal audit function without management presence.
- Review the charter, activities, staffing, budget and organizational structure of the internal audit function with the Director of Internal Audit to ensure appropriate structure and capability to effectively carry out responsibilities.
- Consult and concur with the Board, who will continue to have ultimate responsibility, in the appointment, compensation, evaluation, replacement, reassignment, or dismissal of the Director of Internal Audit.
- 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.
- Provide an effective reporting line and maintain the independence and objectivity of the internal audit function.
- Ensure that Internal Audit has the right to seek information and explanations from MUSC 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 MUSC and its affiliated organizations.
- 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.
- Review and consider the implications of all significant comments and suggestions noted by Internal Audit in its reports. 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.
- Work with Internal Audit to offer assistance in matters where the department has requested such advice.

External Auditors

- The external auditor is ultimately accountable to the Board and shall report directly to the Audit Committee. Review and pre-approve, as appropriate, any engagement of an external audit firm for audit, audit-related, and non-audit services.
 - Be responsible for appointing, terminating, compensating, and overseeing the performance of the external auditor. The Committee will identify and prioritize the selection criteria. The Committee will oversee the payment of fees to the external auditor and will approve any changes in scope or additional work and the related changes in fees.
 - 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.
 - Review and confirm the external auditor's assertion of independence in accordance with professional standards.

- Meet with the external auditor in an entrance conference to review the audit plan for the annual financial statement audit before work begins. The external auditors of each of the affiliated organizations will be invited to attend for the purposes of coordinating audit effort, deadlines, the transfer of information, etc.
- Meet with the external auditor in an exit conference 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.
 - 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.
 - 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.

Further, the affiliated organizations and their auditors shall share their audit results (financial statements, audit findings, etc.) with the Committee.

- When necessary, evaluate the external auditor's experience, qualifications, rotation requirements and performance.

Reporting

- Review the Board Bylaws governing the Committee at least biennially and recommend to the Board the formal adoption of any revisions for future operations of the Committee.
- 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.
- On a regular basis, report to the Board about Committee activities, issues, (especially significant matters), and related recommendations.
- Provide an open avenue of communication between internal audit, the external auditors, and the Board of Trustees.
- Review any other reports the organization issues that relate to Committee responsibilities.

Compliance

- Receive annual reports for all entities regarding compliance.
- 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.
- Review, as needed or requested, the results of the various audits or investigations performed by all areas that perform oversight or review functions.

Other

- Review and discuss with Legal Counsel significant legal, environmental, and regulatory issues.

- 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.
- Advise the Board on appropriate ethical standards for the management of the organization.
- Direct the internal and external auditors to keep the Committee informed about fraud, illegal or unethical acts; deficiencies in internal control; and other audit-related matters.
- 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.
- 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.
- Perform any other oversight functions as requested by the Board or deemed necessary in accordance with the bylaws.
- The Committee shall report to the Board on all financial matters in its area of concern.

BIENNIAL REVIEW AND AMENDMENT

The Audit Committee will review its charter as needed but at least once during every even numbered year. Any amendment or other modification of this charter shall be made and approved by the Board of Trustees.



Bylaws and Charter of the Medical University of South Carolina Board of Trustees

169-179 ASHLEY AVENUE
CHARLESTON, SOUTH CAROLINA 29425
APRIL ~~xx~~9, 2010

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MEDICAL UNIVERSITY OF SOUTH CAROLINA
BOARD OF TRUSTEES

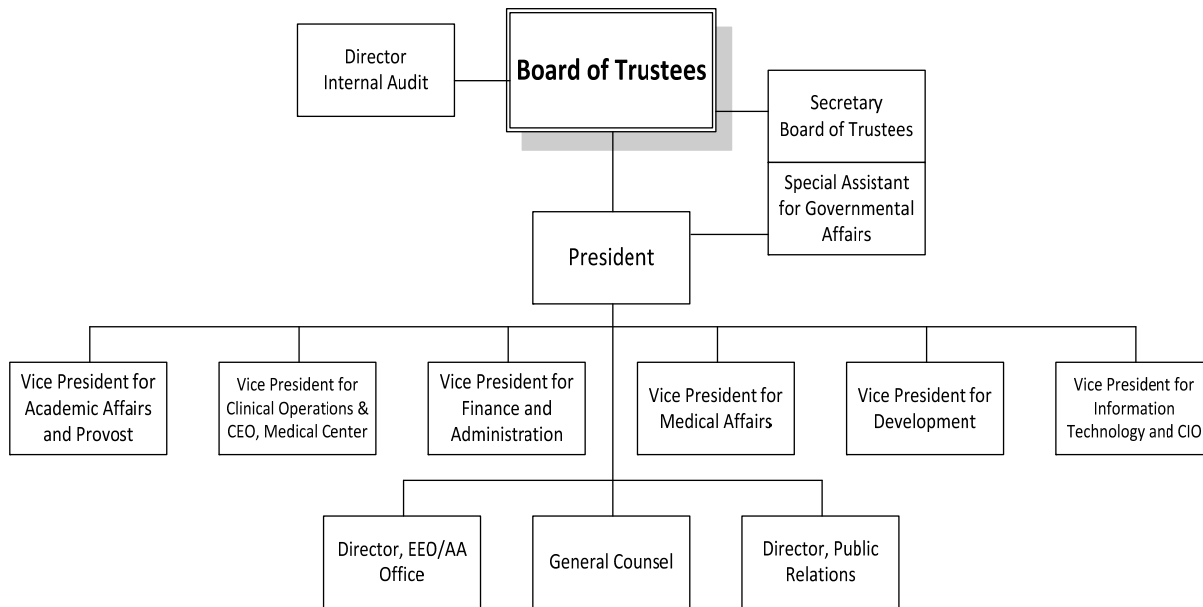
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FOREWORD

1. The Medical University of South Carolina 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 University 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 of South Carolina

Central Administration Organization



BYLAWS OF THE BOARD OF TRUSTEES OF THE MEDICAL UNIVERSITY OF SOUTH CAROLINA

Section I. Powers and Duties of the Board of Trustees.

(A) The final authority and responsibility for the governance of the Medical University of South Carolina (MUSC), its colleges, the outreach programs, and ancillary functions are vested in the Board of Trustees of the Institution 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 University, shall define its general program of educational activity, shall annually at its August meeting fix and approve the University's application for State appropriations, 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 University 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 confer appropriate degrees in medicine, dental medicine, pharmacy, nursing, health professions, and graduate studies in related health fields. These degrees shall be conferred upon students and such other persons as the Board of Trustees deems qualified to receive them.

(F) The Board of Trustees may confer honorary degrees to individuals deemed appropriate and worthy by a majority vote of the Board.

(G) 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 Exercises, 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' written 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 of the University, who may at his discretion call upon other officials of the University for reports on their areas of authority.

(4) Reports of standing committees.

(5) Reports of special committees.

(6) Old business.

(7) New 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.** Biennially (every even-numbered year), at its August meeting, by a majority vote of the Trustees, taken by secret ballot, the Board of Trustees shall elect from its membership a Chairman to serve for a term of two years or until his successor is elected. Trustees must be present to vote. Votes shall not be cast by proxy, telephone, facsimile, electronic mail, or by any other communication device. Should the office of Chairman of the Board become vacant or should the Chairman suffer disability that obviously would be of an extended duration, a special election shall be held for a new Chairman. Such election shall take place at the second Board meeting within four months following such an eventuality. No Chairman shall be eligible to succeed himself after he has served two consecutive terms as the Chairman of the Board. 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 its 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.** At the same time, by a like method and for a like term of office as the Chairman, the Board of Trustees shall elect from its membership a Vice Chairman to perform the duties of the Chairman in his absence, disability, or unavailability.

(D) **Secretary.**

(1) A Secretary of the Board of Trustees shall be elected by a majority of the Board to serve at the will of the Board. The vote will be 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. The Secretary need not be a member of the Board and may be an officer or employee of the University in another capacity. 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 shall be elected by a majority of the Board of Trustees to serve at the will of the Board. The vote will be 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. The Board directs that the Internal Auditor's position and its support staff shall report and be accountable directly to the Board of Trustees of the Medical University of South Carolina. It is further directed that the Board of Trustees for 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)(5) 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.** The MUSC Board of Trustees may recognize a former trustee for loyal, dedicated and significant service to the University. 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.

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 University 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) Education, Faculty and Student Affairs
- (2) Research and Institutional Advancement
- (3) Finance and Administration
- (4) Physical Facilities
- (5) 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 University or the Medical University Hospital Authority (MUHA) 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) Education, Faculty and Student Affairs Committee:

(a) The Education, Faculty and Student Affairs Committee shall concern itself with the formation of policy regarding matters affecting the quality, character, extent and relative standards in instruction and research.

(b) Also, the Committee shall concern itself with the formation of policy affecting student life, welfare, and morale.

(c) The Committee shall concern itself with the faculty organization, quality, effectiveness, welfare, and morale.

(d) The Committee shall create, with approval of the Board, multi-specialty group practice plan(s) whose membership shall be comprised of qualifying faculty and employees of the University. These practice plan(s) will develop administrative board(s) and bylaws for approval by the MUSC Board of Trustees. Faculty members shall have but one annual contract which shall accurately reflect their activities and compensation from MUSC, MUHA, Veterans Administration, clinical practice plan, and all other approved sources. Such compensation shall be considered part of the total MUSC compensation package and shall, pursuant to law, receive prior approval by the President and/or the Board of Trustees.

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~~Thus, the faculty of the Medical University who are involved with practice plans may have two contracts: (1) one with the Medical University for teaching/research (state salary) and (2) one with the appropriate practice plan (non-state salary).~~

(e) The Education, Faculty and Student Affairs Committee will make appropriate and timely reports and recommendations to the Board of Trustees which, upon approval by the Board of Trustees, these shall become established policy of the Board.

(f) The Committee, whenever needed, shall make available to the Board reports and recommendations regarding grants and scholarships from trust funds and endowments. Upon approval by the Board of Trustees, these recommendations shall become established policy. The Committee shall also report to the Board the recipients of such grants and scholarships.

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

(2) Research and Institutional Advancement Committee:

(a) The Research and Institutional Advancement Committee shall concern itself with the development, promotion, and stimulation of research efforts of the University and the development, promotion, execution, and management of the institutional advancement programs of the University.

(b) The Committee shall make reports and recommendations to the Board of Trustees on institutional advancement, research advancement, animal care, and the establishment and maintenance of research facilities.

(c) The Committee will recommend and seek Board approval for necessary changes to academic facilities as determined by the academic community within the University. The Committee will recommend to the Physical Facilities Committee any changes, deletions or additions to the physical plant for their consideration.

(d) The Committee shall study and report to the Board of Trustees on future opportunities for academic development. This Committee shall be directly and specifically interested in fundraising, both in the private and public sectors, in order to provide future revenues for academic and operational needs of the University.

(e) The Committee shall be concerned with external affairs matters including, but not limited to governmental relations, both state and federal, and the University's efforts in industrial recruitment.

(f) The Committee shall concern itself with the identification, cultivation, solicitation, and stewardship of leadership philanthropy to ensure the maximization of private investment in the University's academic, research, and clinical care programs.

(g) The Committee shall recommend to the Board of Trustees appropriate policies and/or programs required to achieve these objectives and shall report to the Board on the implementation, performance, and progress in these areas.

(h) In addition, the Committee shall report to the Board on all financial matters in its areas of concern.

(i) The Research and Institutional Advancement 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 of the Board.

(3) Finance and Administration Committee:

(a) The Finance and Administration Committee shall concern itself with the broad financial overview of the University, as well as with the operation, routine care, and maintenance of the existing physical facilities of the University. Specific financial details will be provided in the other respective standing committees of the Board of Trustees.

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

(c) The Committee will concern itself with the financial and fiscal policies and procedures of the University.

(d) The annual requests for appropriation and the proposed annual budgets shall be prepared by the appropriate University officers for review by the Committee.

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

(f) 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.

(g) 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 of the Board.

(4) Physical Facilities Committee:

(a) The Physical Facilities Committee shall concern itself with the real property and improvements thereto of the Medical University of South Carolina and its affiliates. It shall be responsible for prioritizing and implementing all development plans for University 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 MUSC Facility Plan, to include, but not 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 preliminary details of costs associated with various developments and improvements of physical facilities to the Board of Trustees.

(d) The Committee shall be charged with the responsibility of all Board matters relating to the physical properties of the University; the design and location of new buildings, master planning, improvements or remodeling of buildings, and all other matters having to do with the preservation of the University'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 Finance and Administration or his designee (i.e., the Director of Physical Plant) 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 Finance and Administration Committee of the Board of Trustees for funding consideration. The Finance and Administration Committee will have the responsibility of seeking appropriate funding in consideration of the University's budgetary status, bonding requirements, and other financial requirements or restrictions of the University. In accordance with approved Board policies, the Finance and Administration 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.

(5) 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 MUSC and its affiliates. 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 MUSC 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 MUSC'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.

~~(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 MUSC and its affiliates' 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 MUSC and its affiliates.

(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 MUSC 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 MUSC 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 MUSC'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.~~

Section V. The Officers and Administration of the University.

(A) The President. The Chief Executive Officer of the University shall be its President who shall be elected by the Board of Trustees to serve at the will of the Board at a rate of remuneration specified by the Board. The President 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 President shall have and exercise full executive powers over the University 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 University and the method of selecting 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 faculty and administrative organization of the University and also the official spokesman of the University 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 University.

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

(B) Other Executive Officers. By and with the advice of the President and/or appropriate standing committee, the Board of Trustees shall elect and approve the total compensation packages and subsequent changes thereto of the following additional executive officers. Other executive officers 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) Vice President for Academic Affairs and Provost. This officer is administratively responsible to the President for all academic matters. In the absence of the President of the University, he shall act as the Chief Executive Officer. The Vice President for Academic Affairs and Provost is responsible for the coordination of planning for education and research and shall formulate plans to implement policy approved by the President and the Board of Trustees. The deans of all colleges and the directors of the academic support units shall report to and through this officer to the President of the University. Associated duties include responsibilities for overseeing the educational and clinical activities of the MUSC affiliates (those organizations that are included as component units in MUSC's financial statements), except University Medical Associates (UMA), the Medical University Hospital Authority (MUHA), and the Medical University of South Carolina Foundation (MUSCF), including purview over the organizations as they relate to the total program of the Medical University. The Chief Executive Officers of the MUSC affiliates, except UMA, MUHA, and MUSCF will report to the Vice President for Academic Affairs.

(2) Vice President for Finance and Administration. This officer is administratively responsible to the President for financial and administrative matters. He shall have immediate oversight of all general and financial operations of the University and responsibility for the physical facilities of the University. All financial and administrative support services of the University shall report to and through him to the President of the University. This officer shall be the financial advisor to the President and the Board of Trustees and serve as Treasurer of the University.

(3) Vice President for Medical Affairs. The position of Vice President for Medical Affairs may be held jointly with the position of Dean of the College of Medicine. As Vice President, this officer shall report to the President for all clinical matters involving the faculty as they relate to UMA. Associated duties as Vice President for Medical Affairs include responsibility for the activities of the University Medical Associates (UMA) including purview over the organization as it relates to the total program of the Medical University. The Chief Executive Officer of the UMA reports to the Vice President for Medical Affairs. Also, the Vice President for Medical Affairs in collaboration with the Vice President for Operations and Executive Director of the Medical Center, will recommend a candidate(s) for the position of Medical Director of the Medical University Hospital Authority to the President for approval. As Dean, he reports to the Vice President for Academic Affairs and Provost for all academic matters, both educational and research.

(4) **Vice President for Development.** This officer is administratively responsible to the President and has immediate oversight in the procurement of private funds for the development of the University's projected and long-range plans. This officer shall have the responsibility for the Office of Development, the Office of Alumni Affairs, and the Medical University of South Carolina Foundation, of which he may serve as vice president. This officer is also responsible for the management of the University's Board of Visitors.

(5) **Vice President for Information Technology and Chief Information Officer.** This officer is administratively responsible to the President for information technology (IT) matters. He shall oversee the effective management, facilitation, and coordination of the use of Information Management activities and services in support of the institution's mission. Under his direction, the Office of the CIO shall coordinate and oversee all IT activities and services across the MUSC enterprise; manage all IT vendors and contractors; effectuate IT standardization and consistency; manage all IT contracts; manage all IT projects; develop an IT strategic plan; in conjunction with MUSC leadership, conduct a value review of IT outsourcing; in conjunction with MUSC leadership, refine MUSC IT Governance; promote workflow improvement and process redesign; and serve as the MUSC web authority.

Section VI. The Faculty.

(A) **Employment.** The President of the University is responsible to the Board of Trustees for the qualitative and quantitative performance of the faculty. Therefore, the President is vested with the power to select the membership of the faculty. He shall appoint the instructional staff of the University. Upon recommendation of the President, the Board of Trustees shall appoint the following:

- (1) Deans
- (2) Associate Professor (regular, adjunct, or clinical)
- (3) Professor (regular, adjunct, or clinical)
- (4) Any faculty position to tenured rank.

(B) **Organization of the Faculty.** All members of the instructional staff of the University shall be embraced in one or more organizations within the University faculty. This will allow the Administration and the Board of Trustees to have the benefit of the aid and advice of the faculty in those matters which are the special concern of the faculty. Such matters include curricula, leaves of absence, sabbatical leaves, termination of employment, and academic matters of concern to both faculty and students. It will also facilitate communication and understanding among the faculty, the administration, and the Board of Trustees.

The Faculty Senate of the Medical University acts as the sole representative body for organizing and executing the business of the faculty submitted to it by members of the faculty, the administration, or the Senate itself. The Senate advises the administration and the faculty in matters pertaining to the faculty.

(C) **Faculty Privileges and Immunities.** The rules, regulations, conditions, and definitions of such matters of faculty concern as tenure, leaves of absence, outside practice, conflict of interest, and the

presentation of grievances shall be clearly set forth by the Board and established as policies of the University. These policies and procedures are documented in the Faculty Handbook, which is made available to all members of the faculty and others concerned. The Faculty Handbook is subject to periodic revision, with changes reviewed and approved by the Board of Trustees, upon the recommendation of the Faculty Senate and the Administration.

The South Carolina College of Pharmacy will have a separate Faculty Handbook which will be created by the administration and faculty of the College subject to approval by the Board of Trustees of the Medical University of South Carolina and the University of South Carolina. Once created and approved, this handbook will pertain to all faculty of the South Carolina College of Pharmacy. The faculty of the MUSC College of Pharmacy will abide by the MUSC Faculty Handbook until the Faculty Handbook for the South Carolina College of Pharmacy is created and appropriately approved.

Section VII. Appeals to the Board.

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

(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. Board of Visitors.

(A) Membership.

(1) The members of the Board of Visitors shall be elected by vote of the Board of Trustees upon nominations made by members of the Board of Trustees to the President of the Medical University of South Carolina.

(2) Nominations for membership on the Board of Visitors shall be made as follows:

(a) The two (2) members of the Board of Trustees from each of the six (6) Congressional Districts shall each make two (2) nominations which may be from the state or outside the state. The voting ex-officio member (or his designee) and the at-large trustee may nominate from the state or outside the state.

(b) The voting ex-officio member (or his designee) and the at-large trustee of the Board shall each submit two (2) nominations. Members Emeriti may also submit one (1) nomination each.

(c) All nominations shall be sent to the President of the Medical University four (4) weeks prior to each December meeting of the Board of Trustees.

(3) Terms of appointment shall be two (2) years with appointments made biennially (once every

two (2) years). Any vacancy that may occur from time to time shall be filled by the Board of Trustees.

(B) **Duties.** The Board of Visitors shall be oriented as to the purposes, goals and objectives of the Medical University. They shall, through the orientation process, become familiar with the University's assets, capabilities, services, desires, and needs. They shall be encouraged to assist actively in obtaining support morally, fiscally, and politically to accomplish the University's purposes, goals and objectives. Other specific duties may be assigned from time to time as the Board of Trustees may direct.

(C) The Board of Visitors shall be advisory in nature and will be considered an extension of the development efforts of the University.

(D) **Expenses.** Reimbursement for transportation, parking, and room and board, all within the limits allowed by the State, may be requested by and paid to each Board of Visitors member for each official trip.

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.

Revisions: October 1992, October 14, 1994, October 10, 1998, February 11, 2000, December 8, 2000, October 12, 2001, February 13, 2004, April 7, 2006, April 11, 2008, [April 9, 2010](#).

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