

**MINUTES**  
**MEDICAL UNIVERSITY HOSPITAL AUTHORITY**  
**BOARD OF TRUSTEES MEETING**  
**August 9, 2013**

The Board of Trustees of the Medical University Hospital Authority convened Friday, August 9, 2013, with the following members present: Thomas L. Stephenson, Esquire, Chairman; Dr. James E. Wiseman, Jr., Vice Chairman; Dr. Stanley C. Baker, Jr.; Mr. James A. Battle; Mr. William H. Bingham, Sr.; Mr. William B. Hewitt; Dr. Harold W. Jablon; Dr. Donald R. Johnson II; Ms. Barbara Johnson-Williams; Dr. Ragin C. Monteith; Dr. E. Conyers O'Bryan, Jr.; Dr. Thomas C. Rowland, Jr.; Mr. Charles W. Schulze; Dr. G. Murrell Smith, Sr.; Mr. Michael E. Stavrinakis; The Honorable Robin M. Tallon and Dr. Charles B. Thomas, Jr. Emeritus: Mr. Allen E. Stalvey

The following administrative officials were present: Dr. Raymond S. Greenberg, President; Dr. Mark Sothmann, Vice President for Academic Affairs and Provost; Dr. Etta Pisano, Vice President for Medical Affairs, and Dean, College of Medicine; Ms. Lisa Montgomery, Executive Vice President for Finance and Operations; Dr. Pat Cawley, Vice President for Clinical Operations and Executive Director, MUHA; Dr. Frank Clark, Vice President for Information Technology and CIO; Mr. Jim Fisher, Vice President for Development.

**Item 1. Call to Order-Roll Call.**

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

**Item 2. Secretary to Report Date of Next Meeting.**

The date of the next regularly scheduled meeting is Friday, October 11, 2013.

**Item 3. Approval of Minutes of the Regular Meeting of the Medical University Hospital Authority of May 16, 2013.**

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. Paul Underwood introduced the clinical presenter, Dr. Donna Johnson. She graduated valedictorian of her high school and went to Furman University on a partial scholarship where she received her BS with honors. Donna entered MUSC and was awarded an MD in 1987. She completed an internship and residency in Reproductive Medicine at the University of California San Diego (UCSD) from 1987-1991, serving as Chief Resident from 1990-1991. Following a one-year appointment

as Assistant Director of Obstetrics and Gynecology at the Inland East Medical Group in San Diego, CA, Dr. Johnson returned to UCSD to complete a Maternal-Fetal Medicine Fellowship from 1992-1994 and an American Gynecological and Obstetrical Society Foundation Fellowship from 1994-1996. Dr. Johnson was recruited to MUSC in 1996 as an Assistant Professor of Maternal-Fetal Medicine in the Department of Obstetrics and Gynecology and was named Chair of the department in July 2012.

Dr. Johnson's research portfolio has included funding from the NIH, industry, and foundations, totaling approximately \$4.3 million. During her tenure at MUSC, Dr. Johnson has received every teaching award in recognition for her excellence in teaching, to include the Health Sciences Foundation Teaching Excellence Award, the Faculty Excellence Award for Clinical Science Faculty, the Department of Obstetrics and Gynecology Medical Student Teaching Award, and the Golden Apple Award.

Dr. Johnson stated she had talked with the board several years ago and is going to provide an update on telemedicine today. One of her visions was to leverage MUSC's resources with the community resources to help them improve healthcare throughout the state especially for mothers and infants. MUSC launched a telemedicine program, first working with the Pee Dee region. At present, there are now units in seven counties throughout the state. In the Pee Dee area the pre-term birthrate was 13.9% in the four years prior to the implementation of telemedicine. Within four years, that rate had dropped to 13.3%. In the Pee Dee region, the program has helped prevent approximately 50 pre-term births per year. If you equate that to average savings in healthcare costs it is \$1.2 million per year for the last four years. Premature infants will often have further long term medical issues and those savings have not been calculated. DHHS has observed the success of the program and is interested in helping fund part of the program. What is the future of the program? By 2020, with all the new technology, Dr. Johnson's vision is to be able to provide prenatal care in the homes of South Carolinians. By 2025 she believes that the use of technology will be able to prevent many of the hospital stays that occur today.

Dr. Greenberg stated that what she has done is an extraordinary example of how MUSC can partner statewide to address health problems.

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

Board Action: Received as information.

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

**MEDICAL UNIVERSITY HOSPITAL AUTHORITY OPERATIONS, QUALITY AND FINANCE COMMITTEE. CHAIRMAN: DR. STANLEY C. BAKER, JR. (Detailed Committee Minutes Are Attached To These Minutes)**

**OLD BUSINESS:** None.

**NEW BUSINESS:**

**Item 6. Medical University Hospital Authority Status Report.**

Statement: Dr. Baker said everyone had been present in committee for Dr. Cawley's report which was received as 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.

**Item 7. Medical University Hospital Authority FY 2013-2014 Budget.**

Statement: Dr. Baker as for approval of the MUHA FY 2014 Budget as presented.

Recommendation of Administration: That the budget be approved.

Recommendation of Committee: That the budget be approved.

Board Action: A motion was made, seconded and unanimously voted to approve the FY 2013-2014 budget.

**Item 8. MUSC Medical Center Financial and Statistical Report.**

Statement: Dr. Baker said Mr. Hargett had provided a financial report to committee which was received as an information item.

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. Annual Report on Quality and Patient Safety.**

Statement: Dr. Baker stated everyone had been present for the committee report on Quality and Patient Safety from Dr. Danielle Scheurer and it was received as 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.

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

Statement: Dr. Baker stated Dean Pisano had provided an extensive report on what she and MUSC have accomplished during this past year.

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 11. MUHA Bylaws Changes.**

Statement: Dr. Baker asked for approval of the changes as presented to the MUHA Bylaws to Sections VI, IX and X.

Recommendation of Administration: Recommend approval of the changes to the Bylaws.

Recommendation of Committee: Recommend approval of the changes to the Bylaws.

Board Action: a motion was made, seconded and unanimously voted to approve the changes to the Bylaws.

**Item 12. Legislative Update.**

Statement: No report.

**Item 13. Other Committee Business.** None

**Item 14. Medical University Hospital Authority Appointments, Reappointments and Delineation of Privileges (Consent Item).**

Statement: An updated list of appointments, reappointments and delineation of privileges to the medical staff were presented for approval.

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

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

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

**Item 15. Medical Executive Committee Minutes (Consent Item).**

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

Recommendation of Administration: That this be received as information.

Recommendation of Committee: That this be received as information.

Board Action: The minutes of the Medical Executive Committee for April, May and June, 2013 were received as information.

**Item 16. Medical Center Contracts and Agreements (Consent Item).**

Statement: Contracts and Agreements which have been signed since the last board meeting were presented for information.

Recommendation of Administration: That this be received as information.

Recommendation of Committee: That this be received as information.

Board Action: Received as information.

**Item 17. Environment of Care Report. (Consent Item).**

Statement: The annual Environment of Care Report was presented for information.

Recommendation of Administration: That this be received as information.

Recommendation of Committee: That this be received as information.

Board Action: Received as information.

**MEDICAL UNIVERSITY HOSPITAL AUTHORITY PHYSICAL FACILITIES COMMITTEE.  
CHAIRMAN: MR. WILLIAM H. BINGHAM, SR. (Detailed Committee Minutes Are Attached  
To These Minutes)**

**OLD BUSINESS:** None

**NEW BUSINESS:**

**Item 18. Project Update.**

Statement: Mr. Bingham stated Mr. Dennis Frazier provided an update on the Medical Center's ability to respond to weather and other emergencies. The progress on the work in this area has been ongoing for the past seven years and is nearly 100% complete.

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

Recommendation of Committee: That this be received as information.

Board Action: Received as information.

**Item 19. Other Committee Business.** None

**Item 20. Facilities Contracts Awarded (Consent Item).**

Statement: Facilities Contracts awarded since the last meeting were presented for information.

Recommendation of Administration: That this be received as information.

Recommendation of Committee: That this be received as information.

Board Action: Received as information.

**MEDICAL UNIVERSITY HOSPITAL AUTHORITY AUDIT COMMITTEE. CHAIRMAN: MR. WILLIAM B. HEWITT. (Detailed Committee Minutes Are Attached To These Minutes)**

**OLD BUSINESS:** None

**NEW BUSINESS:**

**Item 21. Annual Compliance Update.**

Statement: Mr. Hewitt stated Ms. Julie Acker provided the annual hospital compliance update in Ms. Reece Smith's absence. She reviewed the hospital compliance initiatives in a number of areas.

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

Recommendation of Committee: That this be received as information.

Board Action: Received as information.

**Item 22. Legal Update.**

Statement: Mr. Hewitt stated Ms. Annette Drachman provided the committee a liability update on a number of areas.

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

Recommendation of Committee: That this be received as information.

Board Action: Received as information.

**Item 23. Report of the Office of Internal Audit.**

Statement: Mr. Hewitt stated a report had been received from the Internal Auditor and if there were no questions the report would be received as information.

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

Recommendation of Committee: That this be received as information.

Board Action: Received as information.

**Item 24. Other Committee Business.** None

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

**Item 25. Approval of Consent Agenda.**

Statement: Approval of the Authority Consent Agenda was requested.

Recommendation of Administration: That the consent agenda be approved.

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

**Item 26. Board of Trustees Annual Self-Assessment.**

Statement: Mr. Hewitt stated he had reviewed the results of the Annual Self-Assessment by the board in the Audit Committee.

Board Action: Received as information.

**Item 27. Report from the Chairman.** None

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

Respectfully submitted,



Hugh B. Faulkner III  
Secretary

HBF:waj

**Medical University Hospital Authority  
Hospital Operations, Finance and Quality Committee  
August 8, 2013  
Minutes**

**Attendees:**

Dr. Stanley Baker, Chair	Dr. Lisa Saladin
Mr. Jim Battle	Mr. H. B. Faulkner
Mr. William Bingham, Sr.	Dr. Sabra Slaughter
Mr. William B. Hewitt	Dr. Deborah Deas
Dr. Harold Jablon	Mr. Thomas Anderson
Dr. Donald Johnson, II	Dr. David Cole
Ms. Barbara Johnson-Williams	Dr. Steve Lanier
Dr. Ragin Monteith	Mr. Dennis Frazier
Dr. Conyers O'Bryan	Dr. Marilyn Schaffner
Dr. Thomas Rowland.	Mr. Steve Hargett
Mr. Charles Schulze	Annette Drachman, Esq.
Dr. Murrell Smith.	David McLean, Esq.
Mr. Allan E. Stalvey	Mr. John Cooper
Mr. Michael Stavrinakis	Mr. Mark Sweatman
Thomas Stephenson, Esq.	Mr. Bob Marriott
The Honorable Robin Tallon	Dr. John Feussner
Dr. Charles Thomas	Mr. Chris Rees
Dr. James Wiseman, Jr.	Ms. Kerry Burke
Dr. Raymond Greenberg	Ms. Sarah King
Dr. Pat Cawley	Mr. Greg Weigle
Dr. Etta Pisano	Ms. Lauren Sausser
Dr. Mark Sothmann	Mr. Steve Valerio
Ms. Lisa Montgomery	Ms. Gina Ramsey
Mr. Jim Fisher	

The meeting was called to order at 10:10 am by Dr. Stanley Baker, Chair.

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

Dr. Pat Cawley mentioned the renaming of the Children's Hospital to the "The Children's Hospital of South Carolina" and shared some talking points/messaging with the Board members in case they receive any inquiries.

**Organizational Goals Update**

Dr. Pat Cawley gave an update on the Medical Center's FY13 organizational goal performance. Under service, which is patient satisfaction, we are surveyed in 10 different areas and goal is to be "green" in all areas. Dr. Cawley commented that while we did not do well at the beginning of year, for the 4<sup>th</sup> quarter, we hit 9 of 10 sections and hopefully will continue this upward progress. He commented that the people pillar, especially employee satisfaction and engagement, is a top concern. Main focus is around improving communication and transparency, with town halls as one example of ways to improve communication. Quality goals results will be covered by Dr. Scheurer in the Quality report. Finance had a phenomenal quarter. Both Finance and Growth have both turned compared to this time last year.



### **Performance Excellence Update**

Dr. Cawley gave an update on the various MUSC Performance Excellence initiatives. Huron was engaged back in January 2013 to help us with making financial improvements. Initially Huron identified a midpoint range of \$57 M in savings, but have since identified increased this to \$63M. We have implemented \$26M and have confirmed \$8M in savings. The length of the Huron engagement is scheduled to last about twelve months.

### **Recruitment Update**

Dr. Cawley announced that Matt Wain has been hired at the Medical Center's new Chief Operating Officer. Matt is from Penn State Hershey Medical Center and will be joining the Medical Center in September. Recruitment for the Chief Medical Officer and Chief Analytics Officers is ongoing.

### **Critical Care & Telemedicine Partnership**

Dr. Cawley reported that a large number of people in South Carolina and across the nation die in ICUs. This can be attributed to the lack of access to "best practice" critical care programs. High cost of implementation has been the limits in use of tele-critical care in SC. MUSC Medical Center will be partnering with the Advanced ICU Care, a tele-critical care company which is the first partnership of this kind in the nation. Partnership benefits include: MUSC's expertise and relationships with other SC hospitals; AICU resources and experience with tele-critical care and AICU's proven 4-month facility implementation timeline once a hospital is identified. A national press release will be going out August 14, 2013. Contract details are currently being worked out and should be complete by September. Some of the state appropriated telemedicine funds will be used to fund this partnership. Dr. Dee Ford will serve as the Medical Director for the program. Discussions are also underway with several South Carolina hospitals. Dr. Cawley anticipates that MUSC/AICU could be in 4 to 5 hospitals by the spring of 2014.

### **PEBA Partnership**

Dr. Cawley announced a partnership with the Public Employee Benefit Authority (PEBA) to conduct a pilot program with MUSC/MUHA employees' insurance. He reported that health care costs for MUSC were \$59M in FY 13 and we expect costs to increase by \$8M or 13% in FY14.

Dr. Cawley stated that in looking for ways to improve our financial performance, we cannot ignore the cost of health care. As a health care provider, we are in a unique position to modify these costs. As educators, we are obligated to educate our students and residents to address costs while maintaining high quality.

Discussions around a pilot program started back in April. Dr. Cawley recognized the hard work of Bo Faulkner, Mark Sweatman, Dr. Mark Lyles and Betts Ellis to help make this happen. Dr. Cawley explained that with the pilot, employees will be incentivized to use a Primary Care Medical Home (PCMH). There will also be benefits for preventive care which currently do not exist and also incentives for healthy lifestyles. MUSC will work with PEBA in a very confidential manner to identify the high cost utilizers among the 18,000 employees. The

pilot is designed to be revenue neutral for PEBA. The benefit for MUSC is that PEBA will not pass on the full health care cost increase that will be passed onto everyone else. This pilot was unanimously approved by PEBA on August 5<sup>th</sup>. Communication is underway with the leaders, employees and elected officials. The Budget and Control Board will discuss at their September 3<sup>rd</sup> meeting. If approved, goal is to finalize by the end of September with the pilot beginning in January 2014.

### **FY14 Goals**

Dr. Cawley shared the FY14 goals for MUSC Health. Goals are on a 5-point system, ranking from 1 to 5. Goal progress will be reported on at every Board meeting. Dr. Cawley briefly discussed the goals under every pillar. New for FY14 is the Strategic Intent Goal which is to be in the Top 25 in UHC Performance and USNWR. All leaders will be required to have this goal.

At the conclusion of his presentation, Dr. Patrick Cawley introduced Mr. Cory Robinson and Mr. Connor West, recent graduates of MUSC's MHA program, as the Medical Center's new administrative fellows.

Action: Report received as information

### **Item 7. Medical University Hospital Authority FY2013-2014 Budget.**

The FY 2013-2014 proposed budget was presented in earlier session.

Action: Recommend approval of FY 2013-2014 budget

### **Item 8. MUSC Medical Center Financial and Statistical Report**

Steve Hargett reported for June we ended with a \$28M bottom line with \$10M of that being a result of the refinancing done in December, which is below the operating margin line. Even without the \$10M we had an operating margin of 3.59% which is very good for a hospital these days. Budget was 3.41% which was an improvement over last year. Days in A/R are up by three days. Compared to the last quarter of last year, our average daily census is about 21 patients per day higher, which drives up our days in A/R. Mr. Hargett reported that we had a record number of collections for the month of July with approximately \$87M being collected. Days Cash on Hand is at 14. Mr. Hargett commented that with July's record collections, we are currently at approximately 21 to 22 Days Cash on Hand.

Action: Report received as information.

### **Item 9. Annual Report on Quality and Patient Safety**

#### Annual Quality and Safety Report

Dr. Danielle Scheurer presented the annual report on quality and patient safety. A copy of the report was given to each member of the Board.

Dr. Scheurer reported that MUSC was ranked #1 in South Carolina by *U.S. News and World Report*. MUSC was also the only hospital in South Carolina to receive National Ranking and also had the most rankings for the entire state. She also showed how MUSC compares with

the “Peer 12 Group,” which are AMCs that we consider our peers or organizations that “we want to be like.” She reported that a gap analysis is conducted each year to see how we can be better next year. Two areas that we will get credit for next year are the hospice contractual service and the lung transplant program. Dr. Scheurer reported that we are on point to get between 2 and 5 points higher next year which will be a huge win for all specialties. She commented that we still have room to grow in safety rankings; but feels that this is related more to documentation than quality of care. With the implementation of EPIC inpatient it will make a huge difference. Achieving Magnet status will help us in the Top 25 faster than anything else since it affects all specialties. Andrea Coyle will talk more about Magnet designation.

Dr. Scheurer mentioned that a number of recognitions were included in the Quality report but wanted to point out MUSC’s Leapfrog Hospital Safety Score of “A.” MUSC was the only “A” in the tri-county area. Another noteworthy award was the 2012 UHC Quality Leadership Award which means we skipped several levels of ranking within UHC.

Dr. Scheurer explained to the committee that the Annual Quality and Patient Safety report is organized by the six domains of quality which are Safe, Effective, Efficient, Patient-Centered, Timely and Equitable. She went through each section/domain and reported on progress made and continued quality initiatives.

Dr. Scheurer reported top priorities for the next few years are: High Reliability Organization (HRO); MUSC Care Plans, Transparency, Teamwork and Communication and Just Culture.

*A complete copy of the Annual Quality and Patient Safety Report is an official part of these minutes.*

### **Nursing Excellence – Magnet Designation**

Andrea Coyle gave a presentation on the Medical Center’s journey to Magnet designation. Ms. Coyle explained that Magnet designation is the highest most prestigious distinction a healthcare organization can receive for 1) nursing excellence; 2) high quality patient care and outcomes and 3) improving service, cost and human resource measures through performance-driven initiatives. Only 8% of health care organizations receive magnet designation and only 4% receive re-designation. Seventy-two AMCs have this distinction and only three are in South Carolina which includes Spartanburg Regional, St. Francis and AnMed Health.

The Magnet Model is made up of five components including: transformational leadership; structural empowerment; exemplary professional practice; new knowledge, innovations and improvements and empirical outcomes. Within the five components there are 100 standards that must be met to receive Magnet designation.

On August 1, 2014, MUSC will submit our Magnet application to the American Nurses Credentialing Center. After that an announced visit will be scheduled and a site visit will be conducted. Surveyors will talk with everyone including board members, staff and also members of the community.

Ms. Coyle elaborated how Magnet designation supports the seven driving strategies of the MUSC Health Strategic Plan and went on to give some concrete examples. Ms. Coyle also commented how striving to achieve Magnet designation affects reputation and expertise. As a

comparison, in August 2011, we had 173 RNs who were nationally certified in their specialty. As of June 2013, we have 470 nationally certified RNs.

In closing, Ms. Coyle commented that people seek out Magnet designated organizations and we cannot afford not to be in that market share. We can, however, afford to have the best quality, the best physicians and the best nurses!

### **Professionalism**

Dr. Marilyn Schaffner gave a report on the Medical Center's "Journey to Professionalism." In 2005, a survey on lateral violence in Nursing was conducted. It was decided later to survey the entire organization and a survey was conducted in January/February 2012.

Dr. Schaffner shared the quantitative and qualitative data from the survey. Highest respondents - nursing at 56%; 11% MDs, 76% of MDs were faculty. Dr. Schaffner gave an explanation of the three types of lateral violence (unprofessional behavior) which include lateral aggression (between colleagues at the same level), vertical aggression (top down or directed up by subordinates.).

Dr. Schaffner presented the steps taken toward professionalism and shared initiatives for creating awareness in eliminating negative behaviors. An all day workshop was held in November and the group was divided into distinct areas to work on the process, communication, accountability and to develop a "code word." Dr. Schaffner went on to share the work that has been completed including the use of a "code word" (U Turn) creation of vignettes, revised Standards of Professional Behavior brochure and incorporated the new standards into employee evaluations. Other tools have also been developed to train leaders and staff and this is also being incorporated into new hire orientation. A Pathway to Resolution was created to ensure accountability for all staff including physicians and residents. We are creating a new culture where the interprofessional team can speak openly and freely about patient care, care concerns, and patient outcomes – an environment that has zero-tolerance for disrespectful behaviors.

Action: Report received as information

### **Item 10. General Report of the Dean, COM and Vice President for Medical Affairs**

Dean Etta Pisano gave a report on the FY2012-2013 College of Medicine activities which included accomplishments and ongoing efforts in the areas of MUSC Health/medical affairs, education, research and other progress.

Action: Report received as information.

### **Item 11. MUHA Bylaws Change**

Proposed revisions to Sections VI, IX and X of the MUHA Bylaws were presented for approval.

Action: Recommend approval.

**Item 12. Legislative Update**

No update was given during this committee.

**Item 13: Other Committee Business**

No other business.

**CONSENT ITEM FOR APPROVAL**

**Item 14. Medical University Hospital Authority Appointments, Reappointments and Delineation of Privileges**

The committee reviewed the appointments, reappointments and delineation of privileges requests for the months of April, May and June, 2013. These have been recommended for approval by all appropriate committees.

Action: Recommend approval

**CONSENT ITEMS FOR INFORMATION**

**Item 15. Medical Executive Committee Minutes**

The minutes of the Medical Executive Committee from April, May and June 2013 were reviewed by the committee.

Action: Received as information

**Item 16. Medical Center Contracts and Agreements**

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

Action: Received as information

**Item 17. Environment of Care Report**

The annual Environment of Care Report was reviewed by the committee.

Action: Report received as information

There being no further business, the committee adjourned at 12:15 pm.

Respectfully Submitted,

Jane L. Scutt

**Medical University Hospital Authority  
Physical Facilities Committee  
August 8, 2013  
Minutes**

**Board Members Attending:**

Mr. William H. Bingham, Sr., Chair	Dr. Thomas C. Rowland, Jr.
Dr. Stanley C. Baker	Mr. Charles W. Schulze
Mr. James A. Battle	Dr. G. Murrell Smith, Sr.
Mr. William B. Hewitt	Mr. Thomas L. Stephenson
Dr. Harold Jablon	Mr. Michael E. Stavrinakis
Dr. Donald R. Johnson II	The Honorable Robin M. Tallon
Ms. Barbara Johnson-Williams	Dr. Charles B. Thomas, Jr.
Dr. Ragin C. Monteith	Dr. James E. Wiseman, Jr.
Dr. E. Conyers O'Bryan, Jr.	Mr. Allan Stalvey, Emeritus

Mr. Bingham called the meeting to order.

**REGULAR Items**

**Item 18      Update on Projects.**

Mr. Dennis Frazier provided an update on the Medical Center's ability to respond to weather and other emergencies. He said work has been done to improve readiness for the past 7-8 years and he is pleased with the progress.

He commended Dave Dement, Wayne Brannan and Jennifer Taylor for their success in getting \$6 million in grant funds to relocate the central energy plant as part of the facilities upgrade to prepare for hazardous weather events.

Recommendation of Committee: Received as information.

**Item 19      Other Committee Business.    None**

**CONSENT Items for Information:**

**Item 20      Facilities Contracts Awarded**

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

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

With no further business, the meeting was adjourned.

Respectfully submitted,

  
Celeste Jordan

**Medical University Hospital Authority  
Audit Committee  
August 8, 2013  
Minutes**

**Board Members Attending:**

Mr. William B. Hewitt, Chair  
Dr. Stanley C. Baker  
Mr. James A. Battle  
Mr. William H. Bingham, Sr.  
Dr. Harold Jablon  
Dr. Donald R. Johnson II  
Ms. Barbara Johnson-Williams  
Dr. Ragin C. Monteith  
Dr. E. Conyers O'Bryan, Jr.

Dr. Thomas C. Rowland, Jr.  
Mr. Charles W. Schulze  
Dr. G. Murrell Smith, Sr.  
Mr. Thomas L. Stephenson  
Mr. Michael E. Stavrinakis  
The Honorable Robin M. Tallon  
Dr. Charles B. Thomas, Jr.  
Dr. James E. Wiseman, Jr.  
Mr. Allan Stalvey, Emeritus

Mr. Hewitt called the meeting to order.

**REGULAR Items**

**Item 21. Annual Compliance Update.**

Ms. Julie Acker provided the annual hospital compliance update in Ms. Reece Smith's absence. She reviewed the hospital compliance initiatives which included the following: OIG National audits; RAC audits; coding quality initiatives; security/price impact analysis and enhanced live training.

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

**Item 22. Legal Update.**

Ms. Annette Drachman provided a liability update on the following areas: medical malpractice claims and premiums; non-medical malpractice claims; money paid to claimants; lawsuit payouts and MUSC Physicians unresolved claims.

Recommendation of Committee: That the report be received as information

**Item 23. Report of the Office of Internal Audit.**

Ms. Susan Barnhart had distributed the results of internal audit reports and there being no questions, the reports were received as information.

Recommendation of Committee: That the report be received as information

**Item 24. Other Committee Business. None**

Respectfully Submitted,

  
Celeste Jordan

## Board of Trustees Credentialing Subcommittee - April 2013

The Medical Executive Committee reviewed the following applicants on April 17, 2013 and recommends approval by the Board of Trustees Credentialing Subcommittee effective April 28, 2013

### Medical Staff Initial Appointment and Privileges

Stacey Michelle Cobb, M.D.	Active Provisional	Pediatrics
Aparna Jain, M.D.	Active Provisional	Family Medicine
Vincent D Pellegrini, Jr., M.D.	Active Provisional	Orthopaedic Surgery
Robert S. Purvis, M.D.	Provisional Affiliate	Dermatology
Don Chase Rockey, M.D.	Active Provisional	Medicine

### Medical Staff Reappointment and Privileges

Miguel R. Abboud, M.D., M.H.A.	Affiliate - Refer & Follow	Pediatrics
Nada Abou Hassan, M.D.	Active Provisional	Medicine
Amit Agrawal, M.D.	Active Provisional	Medicine
Pamela S. Chavis, M.D.	Active	Ophthalmology
Nancy S. Curry, M.D.	Active	Radiology
George Gardner Durst, Jr., M.D.	Affiliate CFC - Refer & Follow	Family Medicine
Kay Durst, M.D.	Affiliate CFC - Refer & Follow	Family Medicine
Thomas Epperson, III, M.D.	Active	Anesthesiology
Langdon A. Hartsock, M.D.	Active	Orthopaedic Surgery
Marcelo L.J. Hochman, M.D.	Affiliate	Otolaryngology
Gweneth Lazenby, M.D., M.S.C.R	Active	OBGYN Services
Kathy Lehman-Huskamp, M.D.	Active Provisional	Pediatrics
Lynn M. Manfred, M.D.	Active	Pediatrics
Paul E. OBrien, M.D.	Active	Medicine
Todd Purves, M.D., Ph.D.	Active	Urology
Eric S. Rovner, M.D.	Active	Urology
William Scott Russell, M.D.	Active	Pediatrics
Rochelle C Rutledge, M.D.	Affiliate CFC - Refer & Follow	Family Medicine
David J Sas, D.O., M.P.H	Active	Pediatrics
Eleanor E. Sahn, M.D.	Affiliate - Refer & Follow	Dermatology
Rodney J. Schlosser, M.D.	Active	Otolaryngology
Steven D. Shapiro, M.D., D.M.D.,	Affiliate	Pediatrics
Kerry D. Solomon, M.D.	Affiliate - Refer & Follow	Ophthalmology
John Alton Traynham, M.D.	Affiliate - Refer & Follow	Pediatrics
Karen M. Ullian, M.D.	Affiliate - Refer & Follow	Ophthalmology
Timothy Whelan, M.D.	Active	Medicine
Henry B. Wiles, M.D.	Affiliate - Refer & Follow	Pediatrics
William Ernest Wilson, M.D.	Affiliate - Refer & Follow	Orthopaedic Surgery

### Medical Staff Reappointment and Change in Privileges

Munazza Anis, M.D.	Active	Radiology	Moderate Sedation no longer needed
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### Medical Staff Change in Privileges

Angelle Simon Harper, M.D.	Active	Radiology	Addition of Moderate Sedation
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**Professional Staff Initial Appointment and Privileges**

Mark Stephen Jamieson, P.A.	Provisional Allied Health	Neurosciences
Natalie Pope Riley, P.A.C.	Provisional Allied Health	Surgery

**Professional Staff Reappointment and Privileges**

Sallie Campbell, M.S.W.	Allied Health	Psychiatry
Myra Lynn Coe, C.R.N.A.	Allied Health	Anesthesiology
B.S.N.	Provisional Allied Health	Pediatrics
Kelly Hylton, F.N.P., MSN	Provisional Allied Health	Medicine
Christenna L. Kindt, F.N.P., MSN	Allied Health	Psychiatry
Mary C. Kral, Ph.D.	Allied Health	Pediatrics
Deborah Tobe Lucash, M.S.W.	Provisional Allied Health	Psychiatry
Amy E. McCurley, C.N.M.	Allied Health	Family Medicine
Peter M. Miller, Ph.D.	Allied Health	Psychiatry
Laura W. Myers, N.N.P.	Allied Health	Pediatrics
David Beach Orvin, M.S.S.W.	Allied Health	Psychiatry
Cynthia Sue Plutro, M.S.W.	Allied Health	Psychiatry
F. Elizabeth Riddle, M.S.W.	Allied Health	Psychiatry
Latasha Rene Rivers, M.S.W.	Allied Health	Psychiatry
Benjamin E. Saunders, Ph.D.	Allied Health	Psychiatry
Susan Stencer, M.S.W.	Allied Health	Psychiatry
Joe Paul Turner, Jr., A.N.P., MSN	Allied Health	Urology
Anne M. Webster, P.N.P., MSN	Allied Health	Pediatrics
Jesse Michael West, Ph.D.	Allied Health - Refer & Follow	Pediatrics

**Professional Staff Change in Privileges**

Brandi Boyce Aquino, P.A.	Allied Health	Radiology	Switch from Surgery to Radiology
Sarah Elizabeth Gay, MSN, A.P.R.N.	Allied Health	Surgery	Switch from Neurosciences to Surgery

## Board of Trustees Credentialing Subcommittee - May 2013

The Medical Executive Committee reviewed the following applicants on May 15, 2013 and recommends approval by the Board of Trustees Credentialing Subcommittee effective May 28, 2013

### Medical Staff Initial Appointment and Privileges

Evelyn T. Bruner, M.D.	Active Provisional	Path & Lab Medicine
Joseph Kenneth Coll, III, M.D.	Active Provisional	Psychiatry
Catherine E. Louis, M.D.	Affiliate	Psychiatry
Linda M. Meyers, M.D.	Active Provisional	Medicine
Amanda Salas, M.D.	Active Provisional	Psychiatry
Rica S Santiago, M.D.	Prov. Affiliate CFC - R&F	Medicine
Kevin Finnbar Staveley-O'Carroll, M.D., Ph.D.	Active Provisional	Surgery

### Medical Staff Reappointment and Privileges

Joseph John Benich, III, M.D.	Active	Family Medicine
Marques Bradshaw, M.D.	Active	Radiology
Courtney Bealer Cave, M.D.	Active	Medicine
Corey M. Hatfield, D.O.	Active	Medicine
Keri Theresa Holmes-Maybank, M.D.	Active	Medicine
Christina Kennelly, M.D.	Active Provisional	Medicine
James E. Madory, D.O.	Active	Path & Lab Medicine
John J. McCrosson, M.D.	Affiliate - Refer & Follow	Orthopaedic Surgery
Ted Albert Meyer, M.D., Ph.D.	Active	Otolaryngology
Patrick J. O'Neill, M.D.	Active	Surgery
Krishna Gwynne Patel, M.D., Ph.D.	Active	Otolaryngology
Mae Millicent W. Peterseim, M.D.	Active	Ophthalmology
Chelsey Petz, M.D.	Active Provisional	Medicine
Ross A. Rames, M.D.	Active	Urology
Amy Coppler Ramsay, M.D.	Active	Medicine
Joseph Romagnuolo, M.D., M.S.C.R	Active	Medicine
Paul Rousseau, M.D.	Active	Medicine
Michelle S. Rovner, M.D.	Active	Anesthesiology
Ashlyn Holstein Savage, M.D., M.S.C.R	Active	OBGYN
Stephen J. Savage, M.D.	Active	Urology
Jeffrey G. Schultze, M.D.	Affiliate CFC - Refer & Follow	Medicine
W. David Stoll, M.D.	Active	Anesthesiology
Charlton B. Strange, M.D.	Active	Medicine
Ilka Dietlinde Theruvath, M.D., Ph.D.	Active	Anesthesiology
Bruce W. Usher, Sr., M.D.	Active	Medicine
Abhay K. Varma, M.B.B.S	Active	Neurosciences
Joseph Richard Whiteley, D.O.	Active	Anesthesiology
Tara M Wright, M.D.	Active	Psychiatry

### Medical Staff Reappointment and Change in Privileges

Chitharanjan Pullattrana, M.D.	Active	Surgery	Addition of advanced laparoscopic procedures
Charles D. Smith, III, M.D., M.S.	Active	Surgery	Moderate Sedation no longer needed

### Medical Staff Change in Privileges

Eric Bolin, M.D.	Active	Anesthesiology	Addition of Basic TEE
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**Professional Staff Initial Appointment and Privileges**

William Wood Marchant, III, M.S.W.	Provisional Allied Health	Psychiatry
Jennifer Battaglia Waterhouse, F.N.P., D.N.P.	Provisional Allied Health	Surgery

**Professional Staff Reappointment and Privileges**

Pamela C. Arnold, M.S.N., A.P.R.N.	Allied Health	Medicine
Patrick M. O'Neil, Ph.D.	Allied Health	Psychiatry
Jean L Peng, Ph.D.	Allied Health	Radiation Oncology
Stacey Rothwell, P.A.C.	Allied Health	Orthopaedic Surgery
Daniel W. Smith, Ph.D.	Allied Health	Psychiatry
Erin Fels Straughan, C.R.N.A., MSN	Allied Health	Anesthesiology
Jennifer Warthen, M.S.W.	Allied Health	Psychiatry

**Professional Staff Reappointment and Change in Privileges**

Kiften Stephens Carroll, F.N.P., R.N.	Allied Health	Surgery	Scope of Practice updated to reflect current practice
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**Board of Trustees Credentialing Subcommittee - June 2013**  
**The Medical Executive Committee reviewed the following applicants on June 19, 2013**  
**and recommends approval by the Board of Trustees Credentialing Subcommittee effective June 28, 2013**

**Medical Staff Initial Appointment and Privileges**

Graham W. Beattie, M.D.	Active Provisional	Medicine
Molly Kathleen Beleckis, M.D.	Active Provisional	Pediatrics
Jerrad R. Businger, D.O.	Active Provisional	Anesthesiology
Angela R. Choi, M.D.	Active Provisional	OB & GYN
Wesley Michael Cleaves, M.D.	Active Provisional	Radiology
Samuel Lewis Cooper, M.D.	Active Provisional	Radiation Oncology
Richard Philip Day, Ph.D., M.D.	Provisional Affiliate	OB & GYN
Brita Sward Deacon, M.D.	Active Provisional	Ophthalmology
Austin B. DeRosa, M.D.	Active Provisional	Urology
Amar Ajit Desai, M.D.	Active Provisional	Medicine
Jonathan Robert Foote, M.D.	Active Provisional	OB & GYN
James B. Fox, M.D.	Active Provisional	Psychiatry
Betsy Joann Furukawa, M.D., B.S.	Active Provisional	Dermatology
Abigail Eden Gass, M.D.	Active Provisional	Medicine
Talia V. Glasberg, M.D.	Active Provisional	Pediatrics
David A. Gudis, M.D.	Active Provisional	Otolaryngology
Jarom E. Hanson, M.D., B.S.	Active Provisional	Neurosciences
Jeffrey J. Houlton, M.D.	Active Provisional	Otolaryngology
Suzanne E. Kerns, M.B.B.S.	Active Provisional	Psychiatry
Benjamin M. Kotinsley, M.D., B.S.	Active Provisional	Radiology
Nicole Malouf, M.D.	Active Provisional	Medicine
Molly Corinne McVey, M.D.	Active Provisional	Medicine
Ryan H. Nobles, M.D.	Active Provisional	Anesthesiology
Jeffery A. Ollis, II, M.D.	Active Provisional	Anesthesiology
Amanda Nicole Overstreet, D.O.	Active Provisional	Medicine
Sanjay Chintaman Patwardhan, M.D.	Active Provisional	OB & GYN
Charles Medlock Proctor, M.D.	Active Provisional	Ophthalmology
Wendy M. Suhre, M.D.	Active Provisional	Anesthesiology
Paul Tennant, M.D.	Active Provisional	Otolaryngology
Elizabeth M. Wallis, M.D.	Active Provisional	Pediatrics
David Wilson Walsh, M.D., B.S.	Active Provisional	Medicine

**Medical Staff Reappointment and Privileges**

Timothy James Amrhein, M.D., B.S.	Active Provisional	Radiology
Saima Athar, M.D., Ph.D.	Active	Neurosciences
Bruce D. Ball, M.D.	Affiliate - Refer & Follow	Pediatrics
Walter S. Bartynski, M.D.	Active Provisional	Radiology
Leonardo F.G. Bonilha, M.D., Ph.D.	Active Provisional	Neurosciences
Amy Lee Bredlau, M.D.	Active Provisional	Pediatrics
Carolyn Dolores Britten, M.D.	Active Provisional	Medicine
Jessica Broadway, M.D.	Active	Psychiatry
Joseph J. Calandra, M.D.	Affiliate - Refer & Follow	Orthopaedic Surgery
Mario A. Castillo-Sang, M.D.	Active Provisional	Surgery
Eugene Y. Chang, M.D.	Active	OB& GYN
Yu Hsin (Amy) Cheng, M.D.	Active Provisional	Medicine
Saurabh Chhabra, M.D.	Active Provisional	Medicine
Robert Anthony Cina, M.D.	Active	Surgery
Abbie Rae Cluver, M.D.	Active	Radiology

### Medical Staff Reappointment and Privileges (cont.)

John Conatser, M.D.	Active	OB& GYN
Graciela B. De Jesus, M.D.	Provisional Affiliate	Dermatology
Jeffrey James Dietrich, M.D.	Affiliate - Refer & Follow	Pediatrics
Christopher Discolo, M.D., M.S.C.R	Active	Otolaryngology
Joseph V. Dobson, M.D.	Active	Pediatrics
Puja Sukhwani Elias, M.D., M.D.,M.P.H.	Active Provisional	Medicine
Stefanie Kay Erway, M.D.	Active Provisional	Medicine
Jyotika K. Fernandes, M.D.	Active	Medicine
Geoffrey A. Forbus, M.D.	Active	Pediatrics
John Joseph Freely, Jr., M.D.	Active	Anesthesiology
Ali-Reza Golshayan, M.D.*	Active	Medicine
Diana Jeanne Goodman, M.D.	Active Provisional	Neurosciences
Adam Thomas Gregg, M.D.	Active Provisional	Radiology
Ryan Joseph Gunselman, M.D.	Active	Anesthesiology
Andrew Dean Hardie, M.D.	Active	Radiology
Jennifer Lynn Harper, M.D.	Active	Radiation Oncology
Harris Emory Hawk, M.D.	Active Provisional	Radiology
Paul M. Herring, M.D.	Affiliate - Refer & Follow	Ophthalmology
Joshua D. Hornig, M.D.	Active	Otolaryngology
Laura Elaine Houston, M.D.	Active	OB& GYN
Stephen Paul Kalhorn, M.D.	Active Provisional	Neurosciences
Nithin Karakala, M.D., M.B.B.S	Active Provisional	Medicine
James Robert Kiger, M.D.	Active Provisional	Pediatrics
Emmett Michael Lampkin, M.D.	Active	Psychiatry
Rebecca Kummer Lehman, M.D.	Active	Neurosciences
Stuart M. Leon, M.D.	Active	Surgery
Joseph M. Lally, Jr., M.D.	Affiliate	Ophthalmology
Michael B. Lilly, M.D.	Active Provisional	Medicine
Nilesh Ishu Lodhia, M.D.	Active Provisional	Medicine
Cyrus Faz Loghmanee, M.D.	Provisional Affiliate	Surgery
Lawren Ann Love, M.D.	Active Provisional	Medicine
Robert Mallin, M.D.	Active Provisional	Family Medicine
Kimberly Norman Mallin, M.D.	Active Provisional	Family Medicine
Temeia Denise Martin, M.D.	Active Provisional	Psychiatry
Alice Scott Mims, M.D.	Active Provisional	Medicine
Luca Paoletti, M.D.	Active Provisional	Medicine
Maria Aurora Posadas Salas, M.D.	Active Provisional	Medicine
Murray H. Passo, M.D.	Active	Pediatrics
Remberto Paulo, Jr., M.D.	Active	Pediatrics
Jonathan Christian Picard, M.D.	Active	Urology
Sandip M Prasad, M.D., M. Phil.	Active Provisional	Urology
J. Antonio Quiros, M.D.	Active Provisional	Pediatrics
Gretchen Anne Reinhart, M.D.	Active	OB & GYN
Gonzalo Javier Revuelta, D.O.	Active	Neurosciences
Bassam Husam Rimawi, M.D.	Active Provisional	OB & GYN
Julie R. Ross, M.D.	Active Provisional	Pediatrics
Maria Nieva Salazar, M.D.	Active Provisional	Medicine
Andrew J. Savage, IV, M.D.	Active	Pediatrics
Mark A. Scheurer, M.D., M.Sc.	Active	Pediatrics
Danielle B. Scheurer M.D., M.S.C.R.	Active	Medicine
Omar Maghnam Shahateet, M.D.	Active Provisional	Medicine

**Medical Staff Reappointment and Privileges (cont.)**

Christopher Skorke, M.D.	Active	Anesthesiology
Martin Allen Smith, M.D.	Active Provisional	Medicine
Nicoleta Dorinela Sora, M.D.	Active Provisional	Medicine
Laura Simmons Spruill, M.D., Ph.D.	Active Provisional	Path. & Lab. Med.
Sarah Elizabeth Sterner, M.D.	Active	Pediatrics
Rachel Elizabeth Tuuri, M.D.	Active	Pediatrics
William Alexander Vandergrift, III, M.D.	Active	Neurosciences
Lyle G. Walsh, M.D., Ph.D.	Prov. Affiliate CFC - R&F	Medicine
Chuansheng Wang, M.D., Ph.D.	Active Provisional	Medicine
Michael John Wheaton, M.D.	Affiliate	Pediatrics
Daniel Clay Williams, M.D.	Active	Pediatrics
Kathryn Marie Willoughby, M.D.	Active Provisional	Medicine
Sylvia H. Wilson, M.D.	Active	Anesthesiology

**Medical Staff Reappointment and Change in Privileges**

Timothy Lee Heinke, M.D., B.A.	Active Provisional	Anesthesiology	Add Advanced TEE
Ebony Jade Hilton, M.D.	Active Provisional	Anesthesiology	Add Anes. Critical Care Privileges
David Mills, M.D.	Active	Pediatrics	Withdraw privileges not relevant
Michaela M Prasad, M.D.	Active Provisional	Urology	Withdraw privileges not relevant
Carolyn Taylor Spencer, M.D.	Active Provisional	Pediatrics	Addition of Moderate Sedation
Alejandro Marin Spiotta, M.D.	Active Provisional	Neurosciences	Addition of Moderate Sedation
Paul Gene Thacker, Jr., M.D.	Active Provisional	Radiology	Withdraw Moderate Sedation
Joseph J. Zealberg, M.D.	Affiliate	Psychiatry	Switch to Refer & Follow

**Medical Staff Change in Privileges**

Steven D. Shapiro, M.D., D.M.D., M.S.	Affiliate	Pediatrics	Switch to Refer & Follow
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**Professional Staff Initial Appointment and Privileges**

Stephanie Anne James, M.S.N., A.P.R.N.	Prov. Allied Health	Neurosciences
Crystal D. Murphy, P.N.P.	Prov. Allied Health	Pediatrics

**Professional Staff Reappointment and Privileges**

Kathleen Comley, C.R.N.A.	Allied Health	Anesthesiology
Keller Dunaway Earnst, F.N.P.	Prov. Allied Health	Surgery
Daniel G. McDonald, M.S.	Allied Health	Radiation Oncology
Caitlin Lee Mengler, A.P.R.N.	Prov. Allied Health	Medicine
Jane L. Parker, A.P.R.N., M.N.	Allied Health	Medicine
Kylie Perkins, MSN, F.N.P.	Allied Health	Medicine
Robert Relic, P.A.C.	Allied Health	Radiology
Katherine Anne Tabor, F.N.P.	Prov. Allied Health	Family Medicine

\* Not Board Certified



# **Bylaws of the Medical University Hospital Authority Board of Trustees**

169 ASHLEY AVENUE  
CHARLESTON, SOUTH CAROLINA 29425  
~~DECEMBER 14, 2012~~AUGUST 9, 2013

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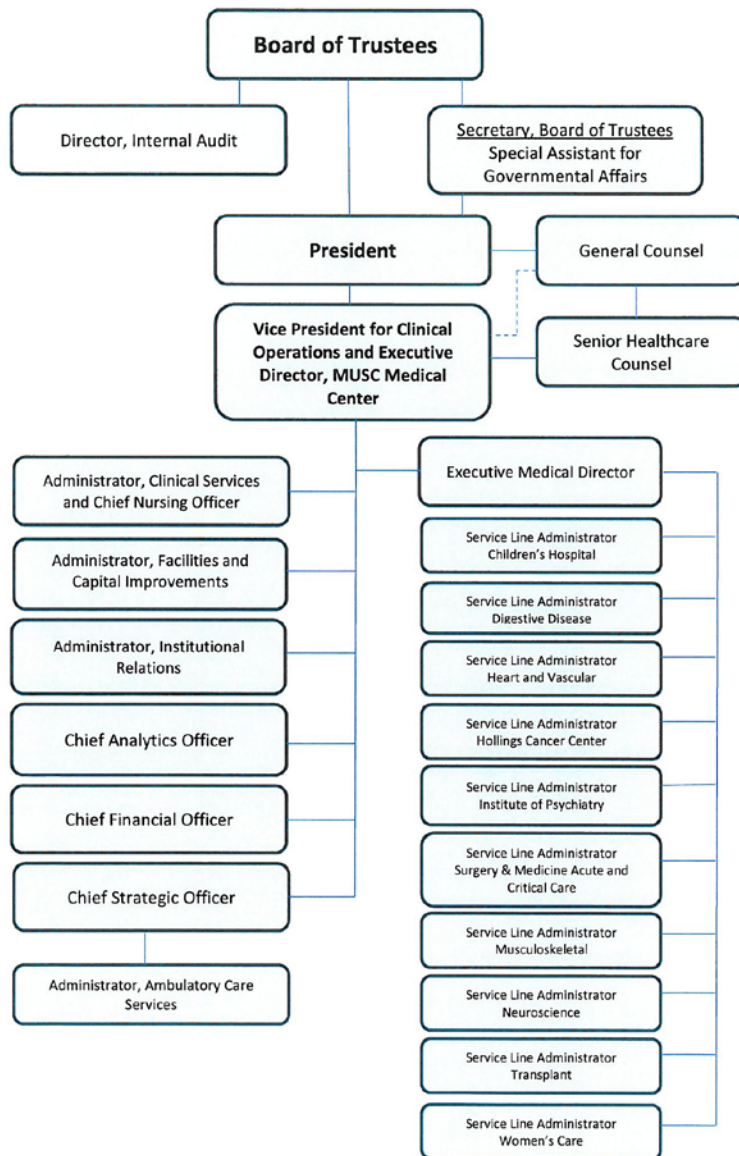
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## **FOREWORD**

1. The Medical University Hospital Authority (MUHA) does not discriminate on the basis of race, color, creed, sex, age, national origin, veteran status, or marital status in the administration of admission policies, educational policies, financial aid, employment, or any other Authority activity.
2. Since the English language contains no singular pronoun which includes both sexes, wherever a masculine term appears in this document it signifies both genders.
3. The meetings of the Board of Trustees are held in conformance with the Freedom of Information Act as amended, passed by the General Assembly of the State of South Carolina and approved by the Governor on June 12, 1998.

**Medical University Hospital Authority**  
**Central Administration Organization**  
 (As referenced in the MUHA Board of Trustees Bylaws)



**BYLAWS OF THE MEDICAL UNIVERSITY HOSPITAL AUTHORITY  
BOARD OF TRUSTEES**

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

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

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

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

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

(E) The Board of Trustees shall review or review and revise these Bylaws at least every four (4) years or earlier if a material change occurs.

**Section II. Meetings of the Board of Trustees**

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

(B) **Special Meetings.**

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

(2) Upon the written request of three or more members, the Chairman shall call a special meeting of the Board.

At least seven (7) days' notice of any such meeting shall be given to the members of the Board of Trustees. Special meetings of the Board of Trustees may be in person, or via teleconference or videoconference.

(C) **Agenda.** Prior to each regular meeting of the Board of Trustees and with the notice of any special meeting, the Secretary of the Board shall include a proposed Agenda and pertinent information for the meeting.

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

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

(1) Roll call.

(2) Corrections and approval of all minutes of regular and special Board and Committee meetings not previously approved.

(3) Reports and recommendations of the President, who may at his discretion call upon other officials of the Medical Center for reports on their areas of authority.

(4) Reports of standing committees.

(5) Reports of special committees.

(6) Old business.

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

(1) Preside at all meetings at which the ex-officio Chairman does not preside,

(2) Appoint all board committees not otherwise provided for,

(3) Be an ex-officio member of all standing committees of the Board,

(4) Execute all legal documents and instruments on behalf of the Board, and

(5) Represent the Board in making any budget requests to the General Assembly of the State.

The Chairman of the Board shall be the official spokesman of the Board.

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

(D) **Secretary.**

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

(2) Duties. It is the duty of the Secretary to arrange for all Board meetings and to act as Secretary to all Board committees, to keep records and minutes of Board actions, to review and prepare proposed revisions to the Bylaws of the Board every four (4) years or earlier if a material change occurs, 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, and prepare proposed revisions to, the bylaws of the Board every four (4) years or earlier if a material change occurs. Upon completion of the review by the Board, incorporate all adopted amendments, and submit changes to other parts of the bylaws which are reasonably implied by the adopted amendments;

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

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

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

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

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

(h) Administer the Board of Trustees budget covering annual supplies, printing, binding, travel, subsistence, per diem;

(i) Take care of routine correspondence on behalf of the Chairman and Board members;

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

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

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

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

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

**(E) Internal Auditor.**

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

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

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

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

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

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

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

#### **Section IV. Committees of the Board.**

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

- (1) Audit
- (2) Operations, Quality and Finance
- (3) Physical Facilities

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

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

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

**(1) Audit Committee.**

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

(b) The Committee will provide an open avenue of communication among the internal and external auditors, management, and the Board. The full Board will continue to have

complete access to management and the Internal Audit department and may continue to request the Internal Audit department to review areas of concern to them.

(c) The role of the Committee is oversight. It is not the duty of the Committee to prepare financial statements or to conduct audits to independently verify management's representations or to determine that the financial statements are complete and fairly present the financial condition of MUHA. These are the responsibilities of management and the external auditors.

(d) The Audit Committee has the full authority to review/investigate any matter or activity within the scope of its responsibilities. It shall have direct access to management, Internal Audit, Legal Counsel and any other members of or resources within MUHA and its affiliated organizations. All employees shall be directed to cooperate as requested by members of the Committee. The Committee shall also have the resources and authority to retain special legal, accounting, or other experts it deems necessary in the performance of its responsibilities.

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



- i. The Management Development and Compensation Sub-Committee shall ensure that executive management and employees of the entities receive compensation that is market-level competitive, supports achieving the entities' strategic objectives, and is relevant to the individual's annual job performance while being sensitive to funding availability and longer term budget goals. The sub-committee will review all policy matters related to evaluation and compensation of the President, the Vice Presidents, the Administrators, the Secretary of the Board (collectively "Executive Management"), and any other positions the sub-committee may decide. The sub-committee will make recommendations to the Board via the Audit Committee regarding these matters. The sub-committee will assist the Board in determining a compensation package for the President and advise the President regarding appropriate compensation structures for other members of Executive Management.
- ii. The sub-committee shall review, at least annually, MUHA's assessment of potential candidates for promotion (Key Employees) to, at a minimum, a Vice President, Administrator, or other senior executive position designated by the Board. The assessment should identify candidates potential for promotion, professional development needed to address perceived deficiencies in a candidate's preparedness for promotion, or other actions to develop a "deep bench" of potential MUHA leaders. The sub-committee shall assist the President in determining appropriate professional development assistance for the MUHA Key Employees and in determining the best approaches to providing that assistance. The sub-committee shall review, at least annually, the Management Development plans in place and planned to ensure that all employees are encouraged to continuously improve their professional capabilities.
- iii. As with other standing committees, members of this sub-committee will be appointed by the Chairman of the Board of Trustees and is not limited to members of the Audit Committee. The Chairman of the Audit Committee will serve as chairman of this sub-committee.
- iv. The Management Development and Compensation Sub-Committee shall meet as needed. All Board members are encouraged to attend and participate in the sub-committee meetings.
- v. No offer of compensation, whether written or oral, subject to the review of the Management Development and Compensation Sub-Committee shall be effective as binding on the entities without the required approval(s).

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

**(3) Operations, Quality and Finance Committee.**

(a) The principal objectives of the Authority and the Medical Center, to include all hospitals and clinics, the outreach programs, and all services rendered to all patients, are

to support the tri-part mission of the Medical University of South Carolina and the Medical University Hospital Authority including:

- i. To deliver direct health services as a corollary to the primary objective of education and to establish a medical center for the needs of the State of South Carolina, and
- ii. To improve the organization and delivery of the health care system to society as a demonstration of responsibility, in conjunction with the appropriate State professional organizations.

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

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

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

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

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

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

(h) The Committee shall concern itself with the financial and fiscal policies and procedures of the Authority.

(i) The Committee will assist the Audit Committee in setting the appropriate tone in communicating the importance of internal control and directing management to establish appropriate internal controls.

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

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

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

**(4) Physical Facilities Committee.**

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

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

(c) The Committee shall be familiar with and report to the Board of Trustees preliminary details of costs associated with various developments and improvements of physical facilities.

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

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

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

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

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

## **Section V. The Officers and Administration of the Authority.**

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

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

(2) More specifically, the President shall be charged with the organization of the administrative and professional personnel of the Authority and the method of selecting the personnel, subject only to the limitations imposed by these bylaws, South Carolina laws, and applicable State policies and procedures. He shall be the medium of formal communication between the Board of Trustees and the administrative organization of the Authority and also the official spokesman of the Authority except as to matters within the special province of the Board of Trustees, in

which realm the Chairman of the Board of Trustees shall be the official spokesman. The President, with his appropriate executive officers and the appropriate committees, shall prepare or receive and forward all requisite reports, budgets, and presentations to public agencies and to the Board of Trustees of the Authority.

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

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

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

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

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

## Section VI. The Executive Medical Director and Medical Staff.

(A) **Executive Medical Director.** The Vice President for Clinical Operations and Executive Director of the MUSC Medical Center in collaboration with the Vice President for Medical Affairs of MUSC<sub>z</sub> will recommend a candidate(s) for the position of Executive Medical Director of the ~~Hospital Authority~~ Medical Center to the President for approval. At the discretion of the Vice President for Clinical Operations and Executive Director of the MUSC Medical Center, the responsibilities of the Executive Medical Director of the Medical Center may be divided between a Chief Medical Officer and a Chief Quality Officer, each of whom shall be subject to the same recommendation and approval procedure set forth hereinabove. The Board of Trustees delegates the general responsibility and authority for the operation of the Medical Center, the patient care programs, and related activities of the Medical Center to the Vice President for Clinical Operations and Executive Director of the MUSC Medical Center, under whom specific responsibility and authority for the patient care programs are

assigned to the Executive Medical Director of the Medical Center. The responsibility and authority delegated in this matter by the Board of Trustees are intended to provide for administrative actions as may be deemed necessary or appropriate to the proper and effective conduct of patient care and related programs.

**(B) Medical Staff.**

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

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

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

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

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

### Section VIII. Certain Income Tax Exemption Purposes Matters.

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

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

### Section IX. Requirements of Section 242 of National Housing Act, As Amended

(A) The Authority shall provide on a nonprofit basis hospital facilities and services for the care and treatment of persons who are acutely ill who otherwise require medical and related services of the kind customarily furnished most effectively by hospitals, pursuant to Section 242 of the National Housing Act, as amended.

(B) The Authority shall have the power to mortgage or otherwise hypothecate its real and personal property and to do and perform all acts reasonably necessary to accomplish the purposes of the Authority including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, acting by and through the Federal Housing Commissioner, and of such other

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instruments and undertakings as may be necessary to enable the Authority to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Authority, its successor and assigns, so long as a mortgage on the Authority's property is insured or held by the Secretary of Housing and Urban Development.

(C) So long as a mortgage on the Authority's property is insured or held by the Secretary of Housing and Urban Development, these provisions within the Authority's Bylaws may not be amended without the prior written approval of the said Secretary.

(D) In the event of a conflict between any of the provisions of these Bylaws and any of the provisions of the Note, Mortgage, Security Agreement, or the Regulatory Agreement (the "HUD Loan Documents"), the provisions of the HUD Loan Documents shall govern and be controlling in all aspects.

(E) The Authority may adopt Bylaws at any regular meeting of the Authority or at any special meeting called for that purpose, so long as they are not inconsistent with these Articles or with the Regulatory Agreement between the Authority and the Secretary of Housing and Urban Development.

**Section X. 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 calendar days prior to such meeting.

Revisions: June 16, 2000, October 12, 2001, December 12, 2003, February 13, 2004, April 7, 2006, April 11, 2008, April 9, 2010, December 14, 2012, August 9, 2013.

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