

**MINUTES  
MEDICAL UNIVERSITY HOSPITAL AUTHORITY (MUHA)  
BOARD OF TRUSTEES MEETING  
DECEMBER 13-14, 2018**

The Board of Trustees of the Medical University Hospital Authority convened Friday, December 14, 2018, with the following members present: Mr. Charles Schulze, Chair; Dr. James Lemon, Vice-Chair, Mr. Bill Baker; Ms. Terri Barnes; Mr. Jim Battle; Mr. Bill Bingham; Dr. Melvin Brown; Dr. Guy Castles; Dr. Richard Christian; Dr. Paul Davis; Dr. Don Johnson; Ms. Barbara Johnson-Williams; Dr. Murrell Smith; and Mr. Tom Stephenson.

MUSC administrative officials were present: Dr. David Cole, Dr. Pat Cawley; Ms. Annette Drachman; Dr. Ray DuBois; Dr. Lisa Saladin; and Mr. Mark Sweatman.

Item 1. Call to Order.

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

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

Ms. Jane Scutt called the roll and made the following announcement, *"In compliance with the Freedom of Information Act, notice of meetings and agendas were furnished to all news media and persons requesting notification."*

Item 3. Secretary to Report Date of Next Meeting of the MUHA and MUSC Board of Trustees.

Ms. Scutt reported that the date of the next regularly scheduled meeting is Friday, February 8, 2019.

Item 4. Approval of the Minutes of the Regular Meeting of the MUHA Board of Trustees of December 14, 2018.

Board Action: Mr. Schulze called for a motion for the approval of the minutes. A motion was made by Dr. Lemon, the motion was seconded, voted on and unanimously carried.

**RECOMMENDATIONS AND INFORMATIONAL REPORTS FROM THE OFFICE OF THE PRESIDENT**

**OLD BUSINESS:** None.

**NEW BUSINESS:** None.

Item 5. General Informational Report of the President.

Statement: Dr. David Cole gave an update to the Board on Thursday and highlighted some of the current initiatives and recognition across the MUSC Enterprise. Some of the highlights included:

- Academics: New Geriatric Fellowship Program received initial accreditation and is seeking applicants to begin in July 2019; College of Medicine has launched searches for the following department chair positions: Neurology; Neuroscience; Orthopedics; Public Health Sciences and Radiation Oncology.

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- Faculty Awards: Dr. Gary Gilkeson and Dr. Deanna Baker-Frost were honored with American College of Rheumatology (ACR) awards. Dr. Michael Yost has been elected as a Fellow of the National Academic of Inventors.
- MUSC Health: Siemens Healthineers joint oversight structure has been established and the commercial agreement is in definitive stage. Children’s Health and Stroke research projects are moving along and are expected to launch this fiscal year.
- Finance and Administration: MUSC Enterprise Employee Scholarships Fund was established and a total of 25 individuals were selected. The 2<sup>nd</sup> Annual Inclusion to Innovation Summit was held in November with more than 80 participants.
- Legislative: Meetings held with SFAA on Pharmacy/Innovation renovations, ERP and new hospitals. Invited by SC Governor McMaster to the inaugural ceremonies on January 9.

Dr. Cole called on Dr. Cawley who introduced Dr. Christine Holmstedt, Associate Professor of Neurology & Emergency Medicine and Medical Director of MUSC’s Comprehensive Stroke and Teleneuroscience Programs. Dr. Holmstedt began her presentation sharing background and need around telestroke and teleneurology. Data from the CDC in 2016 showed that stroke is the 5<sup>th</sup> leading cause of death in the U.S. and the 3<sup>rd</sup> leading cause of death in SC. Dr. Holmstedt also reported that the demand for neurologists continues to increase and is there is a projected shortfall of 19% by 2025. She also said that in South Carolina, based on the population of 4.9M and the number of neurologists in SC (157), the ratio of neurologist to patient is one neurologist for every 31K patients.

Dr. Holmstedt reported on the growth of the telestroke program from 2008 to 2018. The program has grown from 4 hospitals and 5 providers in 2008 to 28 partners; 14 primary stroke centers and 21 providers in 2018. As of December 2018, the telestroke program had completed 17K consults. The Teleneurology program has grown rapidly with 15 partners and over 2,500 consults in 2018 compared to 5 partners and 64 consults in 2015.

Dr. Holmstedt shared information on the pilot project that started in early 2017 in rural Georgetown using EMS initiated consults. The program began with 1 equipped EMS unit and since January 2018, coverage has expanded to 24/7 with all Georgetown EMS trucks equipped to handle EMS initiated consults. She concluded her presentation with information on the Teleneuroscience Clinics and plans for expansion across the state.

Dr. Cole and the Board thanked Dr. Holmstedt for her leadership and work with the telestroke program. Dr. Cole stated that this concluded his report.

Recommendation of Administration: That this be received as information.

Board Action: Received as information.

Item 6. Naming Request for North Charleston Children’s Ambulatory Center.

Statement: Chairman Schulze called on Dr. Don Johnson. Dr. Johnson presented a resolution, on behalf of MUSC, honoring North Charleston Mayor Keith Summey for his commitment to MUSC Children’s Health, business development and public service. The resolution noted that “Mayor Summey made it his priority to increase access and improve infrastructure to allow for better health care for all citizens of the Lowcountry. Mayor Summey’s vision included leading

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the charge for North Charleston to generously donate the land that made it possible for MUSC to build a world-class pediatric outpatient care facility to serve the children and the families of the Lowcountry and the state.” Dr. Johnson concluded the reading of the resolution and announced that the new North Charleston MUSC pediatric facility would be named “The MUSC Children’s Health R. Keith Summey Medical Pavilion.”

Mayor Summey thanked the Board for this honor and applauded the work of the Board and MUSC leadership. Mayor Summey stated that he is proud to be associated with MUSC and to have played a part in the new pediatric ambulatory facility. Mayor Summey commented that this new world class facility being built in North Charleston will help families in the City of North Charleston and other areas get access to the outstanding medical care provided by MUSC.

Recommendation of Administration: That this naming request be approved.

Board Action: The Board unanimously approved the naming of the new North Charleston MUSC pediatric facility as the “The MUSC Children’s Health R. Keith Summey Medical Pavilion.”

Item 6.1      Other Business.

None.

**AUTHORITY OPERATIONS, QUALITY & FINANCE COMMITTEE. CHAIR: DR. G. MURRELL SMITH, SR. (Detailed committee minutes attached.)**

**OLD BUSINESS:** None.

**NEW BUSINESS:**

Item 7.      Medical University Hospital Authority (MUHA) Status Report.

Statement: Dr. Smith reported that Dr. Patrick Cawley, CEO MUSC Health, gave an update centered on organizational wins; 2019 goal performance year-to-date; and an update on the CHS acquisition.

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 8.      Certificates of Need (CON) for Free-Standing Emergency Rooms.

Statement: Dr. Smith, on behalf of the committee, requested approval for the Medical University Hospital Authority to seek Certificates of Need for freestanding emergency rooms.

Recommendation of Administration: That this request to seek Certificates of Need for free-standing emergency rooms be approved.

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Recommendation of Committee: That this request to seek Certificates of Need for free-standing emergency rooms be approved.

Board Action: The committee moved for approval; the motion was voted on and unanimously carried.

Item 9.      Certificate of Need (CON) for Rehabilitation Facility.

Statement: Dr. Smith, on behalf of the committee, requested approval for the Medical University Hospital Authority to seek a Certificate of Need for a rehabilitation facility.

Recommendation of Administration: That this request to seek a Certificate of Need for a rehabilitation facility be approved.

Recommendation of Committee: That this request to seek a Certificate of Need for a rehabilitation facility be approved.

Board Action: The committee moved for approval; the motion was voted on and unanimously carried.

Item 10.      MUHA Financial Status Report.

Statement: Dr. Smith stated that Ms. Lisa Goodlett, Chief Financial Officer, presented to committee MUHA's financial status report through October 2018 and shared with the committee favorable operating results through October.

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.      Resolutions Authorizing MUHA to Petition the State Fiscal Accountability Authority (SFAA) for Approval of Debt.

Statement: Dr. Smith, on behalf of the committee, requested approval of the following resolutions for obtaining financing inclusive of authorizing MUHA to petition the State Fiscal Accountability Authority.

- SFAA required resolution for bridge loan necessary to be in place due to timing of HUD enhanced financing up to \$ 137 M
- SFAA required resolution for HUD enhanced financing up to \$ 137 M
- Authorization to move forward with obtaining HUD financing
- Authorization to issue up to \$120 M in Revenue Anticipation Notes functioning as a line of credit for the Authority

Recommendation of Administration: That these resolutions be approved.

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Recommendation of Committee: That these resolutions be approved.

Board Action: The committee moved for approval; the motion was voted on and unanimously carried.

Item 12.      Quality and Patient Safety Report.

Statement: Dr. Smith stated that Dr. Danielle Scheurer, Chief Quality Officer, presented the quality and patient safety report. Dr. Scheurer also provided the annual update on Peer Review cases for 2017-2018.

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

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

Board Action: Received as information.

Item 13.      Update on MUSC Physicians and Approval of Capital Purchase Exceeding \$50,000.

Statement: Dr. Smith requested approval of a capital expenditure of \$134,000 for the additional renovations needed for the MUSC Physicians medical office building space on Daniel Island.

Recommendation of Administration: That this capital expenditure be approved.

Recommendation of Committee: That this capital expenditure be approved.

Board Action: Dr. Smith moved for approval, the motion was seconded and unanimously voted to approve the capital expenditure of \$134,000 for the additional renovations needed for the MUSC Physicians medical office building space on Daniel Island.

Item 14.      Legislative Update.

Statement: Dr. Smith reported that Mark Sweatman gave an update to the committee on legislative activities.

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

Recommendation of Committee:

Board Action:

Item 15.      Other Committee Business.

None.

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Item 16. Appointments, Reappointments and Delineation of Privileges (Consent Item).

Statement: The list of appointments, reappointments and delineation of privileges for September and October 2018 were presented for approval.

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

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

Board Action: Dr. Smith made a motion to approve; the motion was seconded, voted on and unanimously carried.

Item 17. Medical Executive Committee Minutes (Consent item).

Statement: Medical Executive Committee minutes for June and July 2018 were presented for information.

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

Board Action: Received as information.

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

Board Action: Received as information.

Board Action: Received as information.

Item 18. Contracts and Agreements (Consent item).

Statement: A report of contracts and agreements signed since the last board 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.

**MUHA AND MUSC PHYSICAL FACILITIES COMMITTEE. CHAIR: MR. WILLIAM H. BINGHAM, SR.**

**OLD BUSINESS:**

**NEW BUSINESS:**

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Item 19. Major Projects Status Report.

Statement: Mr. Bingham stated that Mr. Matt Wain, MUHA Chief Operating Officer, gave a status report on major projects including the MUSC Shawn Jenkins Children's Hospital and Women's Pavilion; Children's Ambulatory Campus; MUSC Health West Campus; and the Consolidated Service Center.

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 20. MUHA Facilities Procurement/Contract Proposed.

Statement: Mr. Bingham requested approval of the following:

- Lease amendment for approximately 8,600 additional square feet of clinical space at Nexton of Summerville resulting in new total square footage of 24,500. This is for added space for Specialty Clinics and to extend the lease term from 5 to 7 years. Cost per square foot is \$24.00; resulting in an annual lease of \$588,000.00.

Recommendation of Administration: That this procurement/contract be approved.

Recommendation of Committee: That this procurement/contract be approved.

Board Action: Mr. Bingham moved for approval. The motion was seconded, voted on and unanimously carried.

Item 21. MUSC Facilities Procurements/Contracts Proposed.

Statement: Mr. Bingham requested approval of the following:

- Two separate lease agreements for suites 430 and 520 in the Roper Medical Office Building a total of 3,010 square feet of office space. This space is for pediatric physicians for the new Children's Hospital. Cost per square foot is \$30.00, resulting in a total initial annual lease amount of \$90,300.00.
- Lease for 2,475 square feet of office space in the Roper Medical Office Building, Suite 690. This space is for the Office of Clinical Research. Cost per square foot is \$30.00 resulting in an annual lease amount of \$74,250.00.

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

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

Board Action: Mr. Bingham moved for approval. The motion was seconded, voted on and unanimously carried.

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Item 22.        Other Committee Business.

None.

**CONSENT AGENDA FOR INFORMATION**

Item 23.        MUSC Facilities Contracts Awarded.

MUSC facilities contracts awarded since the last board meeting were presented.

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.

**MUSC SHAWN JENKINS CHILDREN’S HOSPITAL COMMITTEE. CHAIR: MR. MICHAEL E. STAVRINAKIS**

**OLD BUSINESS:**

**NEW BUSINESS:**

Item 24.        Children’s Health Clinical Overview.

Statement: Mr. Stavrinakis reported that Dr. Krishna Patel gave a presentation to the committee on pediatric craniofacial anomalies and the Cleft Lip and Palate team.

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.        Shawn Jenkins Children’s Hospital Development Activity Report.

Statement: Mr. Stavrinakis reported that Terry Stanley announced that as of December 10, approximately \$138 million has been raised for the Children’s Hospital Building Campaign.

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 26.        Other Committee Business.

None.



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**MUHA AND MUSC AUDIT COMMITTEE. CHAIR: THOMAS L. STEPHENSON, ESQ.**

**OLD BUSINESS:**

**NEW BUSINESS:**

Item 27.            KPMG Exit Conference.

Statement: Mr. Stephenson stated that Ms. Jennifer Hall, Partner with KPMG presented to the committee the results of the FY2018 external audit.

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 28.            Compliance Update.

Statement: Mr. Stephenson stated that Ms. Julie Acker, Senior Director of Compliance, gave an update to committee.

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

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

Board Action: Received as information.

Item 29.            Report of the Office of Internal Audit.

Statement: Ms. Susan Barnhart, Director of Internal Audit, reported on the activities of the Office of Internal Audit.

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 30.            Other Committee Business.

None.

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

Item 31.        Approval of Consent Agenda.

Statement: Approval of the consent agenda was requested.

Recommendation of Administration: That the consent agenda be approved.

Board Action: Mr. Schulze made a motion for the approval of the consent agenda in its entirety. The motion was seconded, voted on and unanimously carried.

Item 32.        Executive Session.

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

- Discussion of employment, appointment or compensation of an employee, a student, or a person regulated by a public body or the appointment of a person to a public body, including honorary degree recipients;
- Discussion of information related to negotiation of contractual arrangements and proposed sale or purchase of property related to the expansion of clinical and educational services or other value-based services.
- Discussion of information related to negotiation of contractual arrangements related to naming opportunities.

Board Action: The motion was seconded, voted on and unanimously carried.

Item 33.        New Business for the Board of Trustees.

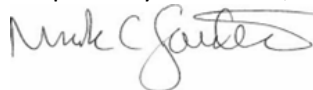
None.

Item 34.        Report from the Chairman.

None.

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

Respectfully submitted,



Mark C. Sweetman, Secretary