

**MINUTES**  
**MUHA and MUSC BOARD OF TRUSTEES**  
**SPECIAL CALLED MEETING**  
**February 21, 2019**

The MUHA and MUSC Board of Trustees convened on February 21, 2019, at 1:15 pm, with the following board members present via teleconference: Mr. Charles Schulze, Chair; Dr. James Lemon, Vice-Chair; Ms. Terri Barnes; Mr. Jim Battle; Mr. Bill Bingham; Dr. Guy Castles; Dr. Richard Christian; Dr. Paul Davis; Dr. Don Johnson; Ms. Barbara Johnson-Williams; and Mr. Tom Stephenson.

The following MUSC administrative officials were also present either in person or via teleconference: Dr. David Cole, Dr. Pat Cawley; Ms. Lisa Montgomery; Ms. Annette Drachman; Dr. Ray DuBois; Dr. Eugene Hong 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. Scutt called the roll.

**MEDICAL UNIVERSITY HOSPITAL AUTHORITY**

Item 3.            Executive Session.

Statement: Mr. Jim Battle made the following motion, "Pursuant to section 30-4-70(a) of the South Carolina Code, I move that we go into closed session to discuss contract negotiations related to the purchase of hospitals and other entities currently owned by Community Health Systems and for the receipt of legal advice related to that purchase."

Board Action: The motion made by Mr. Battle was seconded, voted on and unanimously carried.

At 1:18 pm, the Board of Trustees moved into executive session.

At 1:28 pm, the Board of Trustees returned to open session with no action taken.

Item 4. Request for Approval of New Not-for-Profit Entity.

Statement: Chairman Schulze called on Dr. Patrick Cawley, CEO for MUSC Health, who presented a request to create a new not-for-profit entity under the Medical University Hospital Authority. Dr. Cawley deferred to Ms. Annette Drachman who requested approval for the following:

- 1) Creation of the Medical University Hospital Authority Imaging Center (MUHA Imaging Center), a not-for-profit corporation, to operate two (2) Independent Diagnostic Testing Facilities (IDTF), one (1) in Lancaster and one (1) in Lake City, as part of the Community Health Systems (CHS) purchase.
- 2) Appointment of a board member from the MUHA Board of Trustees to the Board of the MUHA Imaging Center.
- 3) Authorize the MUHA Imaging Center to acquire the IDTFs referenced above from CHS.
- 4) Authorize the board member that is appointed to sign such documents as necessary to effectuate this transaction.

Board Action: A motion was made by Dr. Lemon to accept the recommendations above and to appoint Mr. Schulze as the board member. The motion was seconded by Mr. Battle, voted on and unanimously carried.

Item 5. Other Business for the Board of Trustees.

None.

**MEDICAL UNIVERSITY OF SOUTH CAROLINA – (see separate minutes under MUSC)**

Item 6. Revised Resolution for Financing Energy Performance Contract through the State Master Lease Program.

Item 7. Other Business for the Board of Trustees.

None.

There being no further business, the meeting was adjourned.

Respectfully submitted,



Mark C. Sweatman, Secretary