

**MEDICAL UNIVERSITY HOSPITAL AUTHORITY (MUHA) BOARD OF TRUSTEES
APRIL 9, 2021 MEETING MINUTES**

The MUHA Board of Trustees convened, April 9, 2021, with the following members present: Dr. James Lemon; Chair; Charles Schulze, Vice Chair, Terri Barnes; Jim Battle; Bill Bingham; Dr. Melvin Brown; Dr. Fritz Butehorn; Dr. Guy Castles; Dr. Richard Christian; Barbara Johnson-Williams; Dr. Murrell Smith; Michael Stavrinakis; Dr. Bart Witherspoon. Dr. Paul Davis, Dr. Donald Johnson and Tom Stephenson were excused. MUSC administrative officials present: Dr. David Cole; Dr. Patrick Cawley; Annette Drachman; Lisa Montgomery; Dr. Raymond DuBois; Dr. Lisa Saladin; and Mark Sweatman.

Item 1. **Call to Order.**

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

Item 2. **Roll Call.**

Mark Sweatman called the roll and announced that in compliance with FOIA, notice of meetings and agendas were furnished to all news media and persons requesting notification.

Item 3. **Date of Next Meeting of the MUHA/MUSC Board of Trustees.**

The date of the next regular meeting is May 14, 2021.

Item 4. **Approval of Meeting Minutes of February 12, 2021.**

Chairman Lemon called for a motion to approve the minutes.

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

RECOMMENDATIONS AND INFORMATIONAL REPORT OF THE PRESIDENT

Item 5. **General Information Report of the President.**

Dr. David Cole, President, introduced Dr. Danielle Scheurer, Chief Quality Officer, MUSC Health, who gave a COVID-19 updated focused on infection and vaccine numbers; vaccine hesitancy and virus variants. Due to the amount of detailed information included, the attached presentation will serve as the official minutes for this agenda item.

Board Action: Received as information.

Item 6. **Other Committee Business.**

None.

AUTHORITY OPERATIONS, QUALITY AND FINANCE COMMITTEE. CHAIR: DR. MURRELL SMITH, SR.

Item 7. **MUHA Status Report.**

Dr. Patrick Cawley, CEO MUSC Health, gave an update on FY21 goal performance year-to-date for the overall MUSC Health system and by each of the divisions. Dr. Cawley also reported on the results from the Annual Employee Engagement Survey conducted in February 2021.

Board Action: Received as information.

Item 8. **MUHA Financial Report.**

Ms. Lisa Goodlett, Chief Financial Officer, MUSC Health, gave an update on the financial performance as of February 28, 2021, for MUHA Consolidated and the Charleston, Lancaster and Florence markets.

Board Action: Received as information.

Item 9. **Budget Reprioritization Request.**

Ms. Lisa Goodlett, Chief Financial Officer, MUSC Health, requested approval for MUHA to use \$2.73M, for IT infrastructure, vehicles and equipment, of the \$45M appropriated from the state's contingency reserve fund for expanding vaccination efforts.

Board Action: Dr. Smith moved for approval, motion was seconded, voted on and unanimously carried.

Item 11. **Legislative Update.**

Mark Sweatman, Chief Governmental Affairs, gave a brief update on legislative activities and then introduced Mr. Dewitt Zemp, a fellow lobbyist who contracted COVID-19 and was a long-term patient at MUSC. Mr. Zemp shared his experience and praised MUSC and its health care teams for saving his life.

Board Action: Received as information.

Item 12. **MUSC Physicians Update.**

Dr. Dirk Elston requested approval of the following:

- Replacement of two (2) HVAC units at a total expected cost of \$244K to be split between MUHA and MUSC-P. MUSC-P will cover up to 50% of cost not to exceed \$122,000.
- MUSC-P's shared cost of \$884,974, or 14.4% of total cost of \$6.1M, for the new Enterprise Resource Planning (ERP) System for MUHA, MUSC and MUSC-P.

Board Action: Dr. Smith moved for approval, motion was seconded, voted on and unanimously carried.

Item 13. **Other Committee Business.**

None.

MUHA AND MUSC PHYSICAL FACILITIES COMMITTEE. CHAIR: MR. BILL BINGHAM

Item 14. **Major Projects Status Update.**

Mr. Tom Crawford, Chief Operating Officer, MUSC Health, gave an update on the following:

- West Ashley Medical Pavilion Phase II: Dental Clinic; Screening Mammography and Cardiovascular Lab (in CON planning).
- MUSC Health Nexton Medical Park: Phase 1A to include 14 Procedure Rooms and 1 Echo and Phase 1B to include 5 Ophthalmology and 7 Orthopedic Exam Rooms; 3 Ophthalmology Procedure Rooms; 1 PM&R and 1 X-Ray.
- Sea Islands Free-Standing ED and MOB: FSED with 6 patient treatment rooms; diagnostic services and helipad; MOB with exam rooms (TBD); additional diagnostic services; primary care and medical specialties with telehealth capability;
- MUSC Health Nexton Community Hospital and MOB: 128-bed facility with 100 med-surg; 12 ICU and 16 post-partum beds. Facility will also house labor/delivery rooms; newborn nursery; surgery and endo suites; ER, vascular lab; diagnostic and imaging; and clinical and logistical support services.

- MUSC Williamsburg/Lake City Hospital: 25-bed inpatient rooms and 1 observation room; 2 ORs; ED with 16 exam rooms; 1 trauma bay and 4 observation rooms; and radiology services.

Item 15. **MUHA Facilities/Procurements for Approval.**

Mr. Brad Taylor, Chief Facilities Officer, requested approval to extend the lease at 162 Ashley Avenue to for an additional six months with an option to extend for two terms of six months each for 8,097 SF of office space for Hospital Transplant administrative operations. Annual lease amount will be \$246,229.80. and rent shall not increase for the initial extension or additional options to extend.

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

Item 16. **MUSC Health Nexton Community Hospital Construction Manager At-Risk for Approval.**

Mr. Brad Taylor requested approval to select Rodgers Builders and Thompson Turner as the Construction Manager for the MUSC Health Nexton Community Hospital project.

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

Item 17. **MUSC Facilities/Procurements for Approval.**

Mr. Brad Taylor requested a budget increase of \$400,000 for 135 Cannon Street 4th Floor Family Medicine Upfit. Project was originally approved in August 2020 as part of the Fiscal Year 2021 budget. As design proceeded, it was determined more renovations were needed including significant electrical, mechanical, and plumbing issues identified that were not anticipated in the original cost estimate.

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

Item 18. **Ehrhardt Street Tunnel Easement for Approval.**

Mr. Brad Taylor requested approval of Ehrhardt Street Tunnel Easement with the City of Charleston for a period of fifty (50) years

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

Item 19. **MUSC Cannon Street Utility Easement Relocation for Approval.**

Mr. Brad Taylor requested approval of the MUSC Cannon Street Utility Easement relocation.

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

Item 20. **College of Health Professions 162 Ashley Avenue Project A/E for Approval.**

Mr. Brad Taylor requested approval to select firm of SMHa as the architect for the College of Health Professions 162 Ashley Avenue project.

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

Item 21. **Other Committee Business.**

None.

AUDIT COMMITTEE. CHAIR: THOMAS L. STEPHENSON, ESQ.

Item 22. **KPMG Entrance Conference.**

Ms. Jennifer Hall, Senior Partner, KPMG, discussed the FY 2021 External Audit Plan for MUHA, MUSC, MUSC Physicians and MUSC Strategic Ventures. She reviewed the summary of the professional services to be provided and gave an overview of the client service team members. Ms. Hall discussed the primary factors included in the risk assessment including recent significant developments; complexity; related parties; degree of subjectivity; outside normal course of business and complexity with error and fraud. She addressed audit coordination during COVID-19. She gave an overview of the audit approach; single audit overview and scope, and new accounting standards. She reviewed the audit timeline; responsibilities; materiality in the context of an audit; and, KPMG's independence policies and systems of quality control.

Board Action: Received as information.

Item 23. **Compliance Update.**

Ms. Kelly Shaw, MUHA Director of Compliance, gave the annual Enterprise HIPAA Update for MUHA, MUSC and MUSC-P for Calendar Year 2020. Ms. Shaw reported 163 breaches with the highest breaches from unauthorized access/disclosure and email. Ms. Shaw highlighted HIPAA privacy initiatives including the approval of the MUSC Health HIPAA Privacy Plan; customization of the fairwarning auditing system; communication of OCR guidance a during public health emergency. Ms. Shaw reported they continue to collaborate with IT security and provide ongoing education both live and on-line including enhanced education on appropriate use of PHI.

Board Action: Received as information.

Item 24. **Report of the Office of Internal Audit.**

Mr. Stephenson reported that Susan Barnhart, Director of Internal Audit, shared results of recent audits conducted by her office and she would be glad to answer any questions.

Board Action: Received as information.

Item 25. **Other Committee Business.**

None.

OTHER BUSINESS FOR THE BOARD OF TRUSTEES:

Item 26. **Approval of Consent Agenda.**

Approval of the consent agenda was requested.

Board Action: Chairman Lemon moved for approval; motion was seconded, voted on and unanimously carried.

Item 27. **Executive Session.**

Mr. Jim Battle made a motion for the Board to go into closed session to discuss the following:

- Negotiations of pending contracts related to the expansion of clinical services and possible sale or purchase of real property,
- Receipt of legal advice concerning liabilities and claims, or other matters covered by the attorney/client privilege.

Board Action: The motion made by Mr. Battle was seconded, voted on and unanimously carried. Chairman Lemon stated that the board would move into closed session immediately following the conclusion of the today's committee presentations.

Item 28. **New Business for the Board of Trustees.**

None.

Item 29. **Report from the Chairman.**

None.

Item 29.1. **Appointments, Reappointments and Delineation of Privileges (Consent Item).**

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

Board Action: Dr. Smith moved for approval; motion was seconded, voted on and unanimously carried.

Item 30. **Revised Policy for Approval: Expenditure of Public Funds (Consent Item).**

The revised policy was presented for approval.

Board Action: Dr. Smith moved for approval; motion was seconded, voted on and unanimously carried.

Item 31. **Revised Policy for Approval: interventions that are Ineffective or Harmful (Consent Item).**

The revised policy was presented for approval.

Board Action: Dr. Smith moved for approval; motion was seconded, voted on and unanimously carried.

Item 32. **Medical Executive Committee (MEC) Minutes (Consent Item).**

MEC minutes from January and February 2021 were presented for information.

Action: Received as information.

Item 33. **Medical Center Contracts and Agreements (Consent Item).**

Contracts and agreements since the October Board meeting were presented for information.

Board Action: Received as information.

Item 34. **MUHA and MUSC Active Projects >\$250,000 (Consent item).**

MUHA and MUSC active projects exceeding \$250,000 were presented for information.

Board Action: Received as information.

Item 35. **MUSC Facilities Contracts Awarded (Consent item).**

MUSC Facilities contracts awarded were presented for information.

Board Action: Received as information.

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

Respectfully submitted,

Mark C. Sweatman, Secretary