

**MEDICAL UNIVERSITY HOSPITAL AUTHORITY BOARD OF TRUSTEES MEETING MINUTES
AUGUST 11, 2023**

The MUHA Board of Trustees convened on August 11, 2023, 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; Dr. Paul Davis; Dr. Don Johnson; Barbara Johnson-Williams; Dr. Murrell Smith; Tom Stephenson, and Michael Stavrinakis. MUSC officials present were Dr. David Cole; Rick Anderson; Kate Azizi; Dr. Patrick Cawley; Annette Drachman; Dr. Terry Steyer; Dr. Lori McMahon; 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 for the MUHA and MUSC Board of Trustees.

Katherine Haltiwanger, Board Secretary, called the roll and announced that “in compliance with FOIA, the notice of meetings and agendas were furnished to all news media and persons requesting notification.”

Item 3. Date of Next Meeting.

Katherine Haltiwanger announced that the date of the next meeting of the MUSC and MUHA Board of Trustees is October 13, 2023.

Item 4. Approval of Minutes.

Chairman Lemon called for a motion to approve the minutes of May 19, June 30, July 18, and August 1.

Board Action: The motion was made by Mr. Schulze, was seconded, and unanimously carried.

RECOMMENDATIONS AND INFORMATIONAL REPORTS OF THE PRESIDENT

Item 5. General Informational Report of the President.

Dr. David Cole, MUSC President, gave his annual “Year in Review” report highlighting key accomplishments centered around “Big Rocks,” Innovation, Impact, and Influence.

BIG ROCKS

- MUSC Health Charleston is ranked #1 in SC, 9 years running, and every division of MUSC RHN had at least one high-performing specialty.
- MUSC Shawn Jenkins Children’s Hospital ranked #1 in SC and #9 in the Southeast and the Pediatric & Congenital Heart Center ranked #4 nationally.
- MUSC College of Medicine ranked #58 for “Best Medical Schools: Primary Care” (Among public institutions #28), and #56 of 124 for “Best Medical Schools: Research.”
- MUSC Health signed a 99-year lease arrangement with Orangeburg and Calhoun Counties to take operational control of Orangeburg RMC on March 1, 2023.
- A new, first-off-the-peninsula College of Dental Medicine oral health and dental outpatient facility opened in August 2022.
- A new College of Pharmacy and Education space opened in April 2023.

- MUSC Health Chester Medical Center Department of Corrections wing opened in November 2022.
- MUSC Health Black River Medical Center opened in January 2023 - the only new rural hospital in the state, likely the nation.
- MUSC and the Shriners Hospitals for Children (Shriners Children's) announced an affiliation to elevate pediatric burn care and research at the MUSC Shawn Jenkins Children's Hospital.
- MUSC Health formalized a cancer affiliation agreement with Tideland Health.
- The College of Health Professions received accreditation for the SC in Genetic Counseling Program from the Accreditation Council for Genetic Counseling. The first students start in the fall of 2023.
- MUSC achieved ACGME accreditation for a new Sponsoring Institution: MUSC Regional Network.
- MUSC successfully implemented Workday in October 2022.
- College of Health Professions and College of Medicine capital projects received Phase 2 final approvals from the SC JBRC and SFAA.
- MUSC's purchase of 13 properties from the MUSC Foundation has received Phase 1 approval from SC JBRC and SFAA.

INNOVATION

- The Zucker Institute for Innovation Commercialization formally launched as MUSC's technology transfer office. In the past five years, companies founded on MUSC IP have raised >\$85M and created 85 new jobs, highlighting MUSC's role in growing South Carolina's knowledge economy
- Partnered with Siemens Healthineers on first-in-state transformative remote scanning MRI service (Virtual Cockpit).
- The NIH awarded \$11.3M to Dr. Christopher W. Cowan, Ph.D., to create a Center of Biomedical Research Excellence. The grant focuses on neurodevelopment and its disorders (CNDD), such as autism, ADD, ADHD, and intellectual disabilities.
- The College of Dental Medicine established a Center for Rural Oral Health Research and Community Engagement on the campus of MUSC Marion.

IMPACT

- MUSC Health Solid Organ Transplant Program: Performed the first pediatric lung transplant in MUSC history; heart transplant volumes are top 10 in the nation; highest volume kidney-pancreas program in the US in 2022; and a record number of 55 live donor kidney transplants in MUSC history.
- The Duke Endowment (TDE) supported seven different projects and committed nearly \$4.3M in the most recent giving cycle, the most projects TDE has funded in a single cycle.
- MUSC, Charleston County School District, and Trident Technical College announced a partnership to expand opportunities for Charleston area students to explore and become certified in health sciences careers.
- MUSC President's IMPACT award winner: Chip Norris, Ph.D.
- MUSC was named as one of 3 founding partners (along with the SC Research Authority and the SC Department of Commerce) of the inaugural Governor-proclaimed Innovation Month (April).
- Governor Henry McMaster and President David J. Cole, M.D., spoke at a press conference for the Pee Dee Behavioral Health Hub on June 15, 2023.
- MUSC Health Charleston Pediatric and Congenital Heart Program was recognized as providing exceptional care by the Society of Thoracic Surgeons Congenital Heart Surgery Public Reporting. Overall 4-year observed mortality is 1.37%, almost 50% less than expected. In addition, the length of stay was lower than the national average for all 10 benchmark operations and all 5 STAT Categories

INFLUENCE

- Dr. Patrick J. Cawley, one of six health system CEOs globally chosen to lead the Epic CEO council.
- Dr. Marvella Ford was invited to join the External Scientific Panel for the Cancer Moonshot

Biobank and the National Minority Quality Forum's Cancer Stage Shifting Initiative's Scientific Advisory Board.

- Michael Cummings, Ph.D., was selected as the recipient of the 2023 Doll-Wynder Award from the Society for Research on Nicotine and Tobacco for groundbreaking advances in public health, public policy, or epidemiological research.
- Angela Mund, DNP, CRNA, was appointed to the Veterans Rural Health Advisory Committee by the Secretary of the U.S. Department of Veterans Affairs.
- Gerard Silvestri, M.D., has been awarded Master Fellow from the American College of Chest Physicians for attaining professional preeminence.
- General Catalyst partnered with MUSC, MetroHealth, Banner Health, and 6 others on digital innovation. General Catalyst is partnering with nine more hospitals and health systems as the venture capital firm aims to drive health care's digital transformation. The organizations span 43 states and include academic, children's, for-profit and nonprofit institutions that make up about 12% of U.S. health care revenue and 13% of the country's hospital beds. The partnerships could yield new companies, joint investments, further development of existing technologies at the health systems, or partnerships with General Catalyst's digital health portfolio companies.

In his closing remarks, Dr. Cole thanked the Board of Trustees and the MUSC family for their incredible commitment and hard work during the past year.

Board Action: Report received as information.

Item 6. Other Business.

None.

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

Item 7. MUSC Health Status Report.

Dr. Smith reported that Dr. Patrick Cawley, Chief Executive Officer, MUSC Health, introduced Todd Leach, MUSC's new Chief Information Officer, gave an update on FY23 goal performance, and shared the FY24 organizational goals.

Board Action: Report received as information.

Item 8. MUHA Financial Report.

Dr. Smith reported that Lisa Goodlett, Chief Financial Officer, MUSC Health, reported on financial performance through June 30, 2023.

Board Action: Report received as information.

Item 9. MUSC Health FY2024 Budget for Approval.

Dr. Smith made a motion to approve the FY2024 budget for MUSC Health consolidated.

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

Item 10. Capital Spend Request for Approval.

Dr. Smith made a motion to approve MUSC Health's request to fund colorectal equipment for new surgeons in the Midlands division for \$430,000 and \$450,000 for HVAC replacements at the Chester Nursing Center.

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

Item 11. Quality and Patient Safety Report.

Dr. Smith reported that Dr. Danielle Scheurer, Chief Quality Officer, MUSC Health, presented a report focused on quality WINS, rankings, and scorecards.

Board Action: Received as information.

Item 12. MUSC Governmental Affairs Report.

Dr. Smith reported that Mark Sweatman, Chief of Governmental Affairs, gave an update on legislative activities and recurring and one-time funding MUSC received for FY2024 from the most recent legislative session.

Board Action: Received as information.

Item 13. MUSC Physicians Update.

Dr. Smith made a motion to approve MUSC Physicians' request to spend \$330,596 over five years and a one-time spend of \$257,405 in start-up costs for minor renovations, information systems, clinic equipment, and FFE, for a new general pediatrics clinic on Daniel Island.

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

Item 14. Other Committee Business.

None.

**MUHA AND MUSC PHYSICAL FACILITIES COMMITTEE: MR. BILL BINGHAM, CHAIR
(Detailed committee minutes attached.)**

Item 15. MUHA Lease Renewals for Approval.

Mr. Bingham made a motion to approve the following lease renewals:

- 8,249 SF of clinical space at 1025 West Meeting Street in Lancaster for Outpatient Therapy, Orthopedics, and Physical Therapy. Five-year lease term for a total cost of \$1,000,225.
- 3,136 SF of clinical space at 1097 Cook Road in Orangeburg for MUSC Health Internal Medicine. Five-year lease term for a total cost of \$285,579.

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

Item 16. MUSC Lease Renewal for Approval.

Mr. Bingham made a motion to approve the lease renewal of 167 parking spaces located at 165 Cannon Street in Charleston for support staff and student parking. Two-year lease term with a total cost of \$399,998.

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

Item 17. MUSC Professional Services Selections for Approval.

Mr. Bingham made a motion to approve the following firms selected for mechanical engineering IDQ contracts: CEM Engineering, Inc., DWG, Inc., MECA, Inc., and RMF Engineering.

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

Item 18. MUHA Professional Services Selections for Approval.

Mr. Bingham made a motion to approve the following professional services selections:

Construction Task Order Contracts

- MUSC Health Charleston: Chastain Construction, Mashburn Construction, MB Kahn, and Stenstrom & Associates
- MUSC Health Florence: FBi Construction, Gilbert Construction, MB Kahn, and ThompsonTurner Construction
- MUSC Health Lancaster: JM Cope, Mashburn Construction, MB Kahn, and Perception Builders
- MUSC Health Midlands: Hood Construction, Mashburn Construction, MB Kahn, and ThompsonTurner Construction

Architect/Engineering IDQ Contract for Florence/Midlands

- Array Architects
- Compass5
- Goodwin Mills Cawood (GMC)
- LS3P

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

Item 19. Other Committee Business.

None.

MUHA AND MUSC AUDIT COMMITTEE: MR. TOM STEPHENSON, CHAIR
(Detailed committee minutes attached.)

Item 20. Enterprise Risk Management Update.

Mr. Stephenson reported that Reece Humphreys, Jessica Johnson, Erik Modrzyński, and Bryan Wood gave a presentation focused on safety and security and active shooter training.

Board Action: Received as information.

Item 21. Increase in External Audit Fees.

Mr. Stephenson made a motion to approve the additional external audit fees for work out of the scope of the engagement with KPMG. Estimated fees not to exceed \$160,000 for the MUHA Orangeburg acquisition and \$40,000 for MUSC and \$35,000 for MUHA for the Workday implementation.

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

Item 22. Report of the Office of Internal Audit.

Mr. Stephenson reported that results from recent audits were mailed to board members.

Board Action: Received as information.

Item 23. Other Committee Business.

None.

OTHER BUSINESS FOR THE BOARD OF TRUSTEES

Item 24. Approval of Consent Agenda.

Approval of the consent agenda was requested.

Board Action: Chairman Lemon called for a motion to approve the consent. The motion was made by Mr. Schulze, the motion was seconded and unanimously carried.

Item 25. Executive Session.

A motion was made by Mr. Jim Battle to move into closed session to discuss the following items pursuant to sections 30-4-70(a) of the South Carolina Code: personnel matters; negotiations of contracts related to the clinical services and other strategic initiatives; and the proposed lease, purchase or sale of real property; risk-related issues including information security infrastructure, personnel, and devices, and the receipt of legal advice relating to matters covered by the attorney-client privilege.

Board Action: The motion made by Mr. Battle was seconded, voted on, and unanimously carried. Chairman Lemon announced that the Board of Trustees would move into closed session following the conclusion of the MUSC Board of Trustees Regular Agenda.

Item 26. New Business for the Board of Trustees.

None.

Item 27. Report from the Chairman.

None.

Item 28. MUSC Health Charleston Appointments, Reappointments, and Delineation of Privileges (Consent item)

Appointments, reappointments, and delineation of privileges for February and March 2023 were presented for approval.

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

Item 28. MUSC Health RHN Appointments, Reappointments, and Delineation of Privileges (Consent item).

Appointments, reappointments, and delineation of privileges for May, June, and July 2023 were presented for approval.

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

Item 29. MUSC Health RHN Appointments, Reappointments, and Delineation of Privileges (Consent item).

Appointments, reappointments, and delineation of privileges for May, June, and July 2023 were presented for approval.

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

Item 30. MUSC Health Charleston QAPI Plan for Approval (Consent item).

The 2022-2023 MUSC Health Charleston Division QAPI Plan was presented for approval.

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

Item 31. MUSC Health Charleston Division MEC Minutes (Consent item).

MEC minutes from April, May, and June 2023 were presented for information.

Board Action: Received as information.

Item 32. MUSC Health RHN Unified MEC Minutes (Consent item).

MEC minutes from April and May 2023 were presented for information.

Board Action: Received as information.

Item 33. Contracts and Agreements (Consent item).

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

Board Action: Received as information.

Item 34. MUSC FY2024 Active Projects >\$250,000 (Consent Item).

Facilities contracts awarded were presented for information.

Board Action: Received as information.

Item 34. MUSC Facilities Contracts Awarded (Consent Item).

Facilities contracts awarded were presented for information.

Board Action: Received as information.

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

Respectfully submitted,

Katherine S. Haltiwanger

Board Secretary

Hospital Operations, Quality, and Finance Committee Minutes
August 10, 2023

Item 7. MUSC Health Status Report

Dr. Patrick Cawley, CEO, MUSC Health, introduced Todd Leach, MUSC's new Chief Information Officer (CIO). Todd comes to MUSC from the University of Texas Medical Branch at Galveston where he was their CIO. Dr. Cawley shared the FY2023 organizational goals year-end results at the system level and by each of the divisions and presented the FY2024 organizational goals.

Committee Action: Received as information.

Item 8. MUHA Financial Report

Lisa Goodlett, CFO, MUSC Health, presented year-end financial results for MUHA Consolidated. As of June 30, 2023, days cash on hand were 56; debt service coverage adjusted for pension/OPEB passthrough was 2.50; adjusted total margin was \$114.0M (3.06%) with \$17.5M unfavorable to budget. Ms. Goodlett reported that if you removed Orangeburg, the adjusted total margin was \$146.5M (4.01%) with \$15M favorable to budget.

Committee Action: Received as information.

Item 9. MUHA Consolidated FY2024 Budget for Approval

Lisa Goodlett presented the FY2024 MUHA consolidated budget for approval.

Committee Action: Recommend approval.

Item 10. Capital Request for Approval

Lisa Goodlett presented for approval a request to fund colorectal equipment for new surgeons in the Midlands division of \$430,000 and \$450,000 for HVAC replacements at the Chester Nursing Center.

Committee Action: Recommend approval.

Item 11. Quality Report

Dr. Danielle Scheurer, Chief Quality Officer, MUSC Health, reported on Quality WINS, rankings, and scorecards. Dr. Scheurer shared the following 2023 US News and World Report rankings: MUSC nationally ranked in 2 adult specialties and 6 children's specialties; regionally MUSC was ranked #1 in South Carolina, and #1 in Charleston. The Shawn Jenkins Children's Hospital was ranked the #1 Children's Hospital in South Carolina and ranked #9 in the southeast. MUSC was recognized as high performing in 4 adult specialties and 13 procedures/conditions. Dr. Scheurer also reported on other quality-driven hospital and nursing home rankings and gave an update on FY2023 quality scorecards.

Committee Action: Received as information.

Item 12. Legislative Update

Mark Sweatman, Chief of Governmental Affairs, gave an update on legislative activities at the state and federal levels.

Committee Action: Received as information.

Item 13. MUSC Physicians Update

Dr. Gene Hong, Chief Physician Executive, MUSC Physicians, requested approval to spend \$330,596 over a five-year period and a one-time spend of \$257,405 in start-up costs for minor renovations, information systems, clinic equipment, and FFE, for new general pediatrics clinic on Daniel Island.

Committee Action: Received as information.

Item 14. Other Committee Business.

None.

Consent Agenda for Approval

Item 28. MUSC Health Charleston Appointments, Reappointments, and Delineation of Privileges

Appointments, reappointments, and delineation of privileges for May, June, and July 2023 were presented for approval.

Action: Recommend approval.

Item 29. MUSC Health RHN Appointments, Reappointments, and Delineation of Privileges

Appointments, reappointments, and delineation of privileges for May, June and July 2023 were presented for approval.

Action: Recommend approval.

Item 30. MUSC Health Charleston Division – QAPI Plan for Approval

The 2022-2023 MUSC Health Charleston Division QAPI Plan was presented for approval.

Action: Recommend approval.

Consent Agenda for Information

Item 31. MUSC Health Charleston Division MEC Minutes

MEC minutes from April, May, and June 2023 were presented for information.

Committee Action: Received as information.

Item 32. MUSC Health RHN Unified MEC Minutes

MEC minutes from April and May 2023 were presented for information.

Committee Action: Received as information.

Item 33. Contracts and Agreements.

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

Committee Action: Received as information.

There being no further business, the committee adjourned.

Jane Scutt

MUHA and MUSC Physical Facilities Committee Minutes
August 10, 2023

Item 15. MUHA Lease Renewals for Approval.

Jessica Paul, Chief Real Estate Officer, MUSC Health, presented the following:

- 8,249 SF of clinical space at 1025 West Meeting Street in Lancaster for Outpatient Therapy, Orthopedics, and Physical Therapy. Five-year lease term for a total cost of \$1,000,225.
- 3,136 SF of clinical space at 1097 Cook Road in Orangeburg for MUSC Health Internal Medicine. Five-year lease term for a total cost of \$285,579.

Committee Action: Recommend approval.

Item 16. MUSC Lease Renewal for Approval.

Jessica Paul, Chief Real Estate Officer, MUSC Health, presented the following:

- 167 parking spaces located at 165 Cannon Street in Charleston for support staff and student parking. Two-year lease term with a total cost of \$399,998.

Committee Action: Recommend approval.

Item 17. MUSC Professional Services Selections for Approval.

David Attard, Chief Facilities Officer, presented for approval, professional services selections for mechanical engineering IDQ contracts: CEM Engineering, Inc., DWG, Inc., MECA, Inc., and RMF Engineering.

Committee Action: Recommend approval.

Item 18. MUHA Professional Services Selections for Approval.

Gopi Omraju, Interim Director, MUSC Health EPMO, presented for approval, the following professional services selections:

Construction Task Order Contracts

- MUSC Health Charleston: Chastain Construction, Mashburn Construction, MB Kahn, and Stenstrom & Associates
- MUSC Health Florence: FBi Construction, Gilbert Construction, MB Kahn, and ThompsonTurner Construction
- MUSC Health Lancaster: JM Cope, Mashburn Construction, MB Kahn, and Perception Builders
- MUSC Health Midlands: Hood Construction, Mashburn Construction, MB Kahn, and ThompsonTurner Construction

Architect/Engineering IDQ Contracts for Florence/Midlands

- Array Architects
- Compass5
- Goodwin Mills Cawood (GMC)
- LS3P

Committee Action: Recommend approval.

Item 18. Other Committee Business.

None.

Consent Agenda for Information

Item 34. MUSC FY2024 Active Projects >\$250,000

MUSC FY2024 Active Projects greater than \$250,000, were presented for information.

Committee Action: Received as information.

Item 35. MUSC Facilities Contracts Awarded.

Facilities contracts awarded were presented for information.

Committee Action: Received as information.

There being no further business, the committee meeting was adjourned.

Jane Scutt

MUHA and MUSC Audit Committee Minutes
August 10, 2023

Item 20. Enterprise Risk Management Update

Reece Humphreys, Director of Strategic Risk Management, informed the committee that preparing for the possibility of an active shooter event is something both universities and health care organizations across the U.S. are grappling with in the current environment of escalating incidents. Though this topic has been an area of focus within the institution for over a decade, risk mitigation efforts have intensified. Ms. Humphreys introduced MUSC Health Charleston Division COO, Jessica Johnson; MUSC Health System Director of Emergency Management, Erik Modrzynski; and MUSC Department of Public Safety Emergency Manager, Bryan Wood, all of whom are key players in our current mitigation strategy. This team provided an overview of guiding principles and areas of focus, emphasizing policy, education, and communication, all of which are designed to heighten our preparedness. As this has been designated as a fiscal year 2024 top-tier risk, mitigation efforts and corresponding metrics will be tracked to ensure this risk receives the necessary attention.

Committee Action: Received as information.

Item 21. Increase in External Audit Fees.

Tom Stephenson requested approval for the additional external audit for work out of the scope of the engagement with KPMG. Estimated fees not to exceed \$160,000 for the MUHA Orangeburg acquisition and \$40,000 for MUSC and \$35,000 for MUHA for the Workday implementation.

Committee Action: Recommend approval.

Item 22. Report of the Office of Internal Audit.

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

Committee Action: Received as information.

Item 23. Other Committee Business.

None.

With no further business, Mr. Stephenson adjourned the committee meeting.

Respectfully submitted,

