

MEDICAL UNIVERSITY HOSPITAL AUTHORITY BOARD OF TRUSTEES MEETING MINUTES

August 8, 2025

The MUHA Board of Trustees convened on August 8, 2025, with the following members present: Charles Schulze, Chair; Dr. Melvin Brown, Vice Chair, Terri Barnes, Jim Battle; Dr. Fritz Butehorn; Dr. Guy Castles; Dr. Richard Christian; Dr. Paul Davis; Dr. Don Johnson; Barbara Johnson-Williams; Dr. James Lemon; Dr. Murrell Smith; Michael Stavrinakis, Tom Stephenson, and Dr. Bart Witherspoon.

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.

Katherine Haltiwanger, Board Secretary, called the roll and stated 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 reported that the date of the next meeting is October 10, 2025.

Item 4. Approval of Minutes.

Chairman Schulze called for a motion to approve the minutes of May 16, June 2, June 20, July 9, and July 14, 2025.

Board Action: Dr. Brown moved for approval; the motion was seconded and unanimously carried.

RECOMMENDATIONS AND INFORMATIONAL REPORTS OF THE PRESIDENT

Item 5. General Informational Report of the President.

None.

Item 6. Other Business.

None.

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

Item 7. MUSC Health Status Report.

Dr. Murrell Smith reported that Dr. Patrick Cawley, Chief Executive Officer, MUSC Health, presented the MUSC Health Status Report. The report included an update on year-to-date goals performance at both the system and division levels, and a reminder of how we set our annual goals. Dr. Cawley also discussed current partnerships, programs, and affiliations.

Board Action: Received as information.

Item 8. Approval to Proceed.

Dr. Murrell Smith made a motion to approve continuing negotiations and seeking state approvals for an enhanced governance interest in Tideland Health.

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

Item 9. Quality and Patient Safety Report.

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

Board Action: Received as information.

Item 10. College of Medicine Update.

Dr. Smith stated that Dr. Terry Steyer, Dean of the College of Medicine, gave an update on the support medical students have received from the South Carolina High Needs Loan Repayment Program, graduate satisfaction scores, a leadership change, and the new building construction status.

Board Action: Received as information.

Item 11. Government Affairs Update.

None.

Item 12. Other Committee Business.

None.

MUHA AND MUSC PHYSICAL FACILITIES COMMITTEE: MS. TERRI BARNES, CHAIR
(Detailed committee minutes attached.)

Item 13. MUHA New Lease for Approval.

Ms. Terri Barnes made a motion to approve the following:

A new MUHA lease at 726 Irby Street, Florence, to accommodate a MUSC /OIA Retail Imaging JV. The estimated monthly rental payment will be \$47,449.35, resulting in an annual lease amount of \$571,792.20.

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

Item 14. MUHA Lease Renewal for Approval.

Ms. Barnes also made a motion to approve a lease renewal at Parkshore, 1 Poston Road, Charleston, to continue to provide space for various departments, including Managed Care, Supply Chain, Revenue Cycle, and Patient Access, and to provide The Medical University Hospital Authority with an equitable interest of fifty percent in the property. The monthly rental payment will be \$289,411.00, resulting in an annual lease amount of \$3,472,928.00.

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

Item 15. MUHA Acquisition(s) for Approval.

Ms. Barnes made a motion to approve two MUHA property acquisitions for Free-Standing Emergency Department (FSED) sites.

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

Item 16. MUSC Lease Renewal for Approval.

Ms. Barnes made a motion to approve an MUSC lease renewal at 125 Doughty Street in Charleston to continue to accommodate different on-campus departments. The monthly rental payment will be \$36,934.05, resulting in an annual lease amount of \$443,203.64.

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

Item 17. MUSC Professional Selection(s) for Approval.

Ms. Barnes made a motion to approve the committee's selections for University IDQ contracts for structural engineering and mechanical engineering firms.

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

Item 18. Other Committee Business.

None.

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

Item 19. Internal Audit Report.

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

Board Action: Received as information.

Item 20. Leader Compensation Review.

Mr. Stephenson made a motion to authorize leader compensation recommendations.

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

Item 21. Other Committee Business.

None.

OTHER BUSINESS OF THE BOARD OF TRUSTEES

Item 22. Approval of Consent Agenda.

Approval of the consent agenda was requested.

Board Action: Chairman Schulze called for a motion to approve the consent agenda. The motion was made by Vice Chairman Brown, the motion was seconded, voted on, and unanimously carried.

Item 23. Executive Session.

A motion was made by Mr. Battle to move into closed session to discuss the following items: discussion of employment, appointment, compensation, promotion of an employee or a person regulated by a public body, or the appointment of a person to a public body; discussion of cybersecurity personnel or devices; and discussion of negotiations pursuant to proposed contractual arrangements, purchase of real property, and strategy and trade secrets.

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

Item 24. New Business for the Board of Trustees.

None.

Item 25. Report from the Chairman.

None.

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

Item 26. MUSC Health Charleston Division Appointments, Reappointments, and Delineation of Privileges (Consent item).

Appointments, reappointments, and delineation of privileges for June and July 2025 were presented for approval.

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

Item 27. MUSC Health Regional Health Network Appointments, Reappointments, and Delineation of Privileges (Consent item).

Appointments, reappointments, and delineation of privileges for June 2025 were presented for approval.

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

Item 28. Medical Staff Leadership Committee Charleston Minutes (Consent item).

Medical Staff Leadership Committee Charleston Minutes from February through May of 2025 were presented for information.

Board Action: Received as information.

Item 29. Contracts and Agreements (Consent item).

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

Board Action: Received as information.

MUHA AND MUSC PHYSICAL FACILITIES COMMITTEE: MS. TERRI BARNES, CHAIR

Item 30. MUSC Community Physicians Lease(s) (Consent Item).

A new MCP lease for clinical space at 1612 Chapin Road in Chapin was presented for information.

Board Action: Received as information.

Item 31. MUSC FY2025 Active Projects >\$250,000 (Consent Item).

A list of MUSC FY2025 active projects greater than \$250,000 was presented for information.

Board Action: Received as information.

Item 32. MUSC Facilities Contracts Awarded (Consent Item).

A report of facilities contracts awarded was presented for information.

Board Action: Received as information.

Item 33. MUSC Professional Services Contracts Awarded (Consent Item).

Professional services contracts awarded through August 2025 were presented for information.

Board Action: Received as information.

MUHA and MUSC AUDIT, COMPLIANCE, AND RISK COMMITTEE: MR. TOM STEPHENSON, CHAIR

Item 34. Compensation Subcommittee Charter for approval (Consent item).

A Compensation Subcommittee Charter was presented for approval.

Board Action: Mr. Stephenson made a motion to approve; his motion was seconded, voted on, and unanimously carried.

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

Respectfully submitted,

Katherine S. Halthiwanger

Board Secretary

Authority Operations and Quality Committee Minutes
August 7, 2025

Item 7. MUSC Health Status Report.

Dr. Patrick Cawley, MUSC Health CEO, gave the MUSC Health Status report for information. He discussed a win that the MUSC Health South Carolina Burn Center is now American Burn Association verified, serving both adults and pediatric patients. He also discussed how goals are set using strategic intent over the next five years, through 2030, focusing on people, service, quality, finance, growth, and innovation. He presented organizational scores for the system and for each division and discussed their volume growth, and improvements in patient access and clinician recruitment. FY26 pillar goals and weights were discussed with areas of focus highlighted for the year. Workforce development strategies emphasized expanding nursing and technician training programs, increasing retention and strengthening partnerships and collaboration with technical colleges and education centers in South Carolina. Dr. Cawley discussed current divisional partnerships, programs, and affiliations, as well as the current number of students in training for each one. Plans and opportunities to further develop our partnerships were also highlighted.

Committee Action: Received as information.

Item 8. Approval to Proceed.

Dr. Patrick Cawley requested approval to continue negotiations and seek state approvals for an enhanced governance interest in Tidelands Health.

Committee Action: Recommended approval.

Item 9. Quality and Patient Safety Report.

Dr. Danielle Scheurer presented the Quality and Safety Report, which focused on Quality wins, the mortality index and patient safety, hospital rankings, and scorecards for the system and individual divisions. Notably, the Medical University of South Carolina (MUSC) has been ranked #1 in Obstetrics and Gynecology for eleven consecutive years and has four specialties in the Top 100, including Urology, Neurosciences, and Cancer. Additionally, all four small community hospitals (Kershaw, Marion, Black River, and Chester) had zero hospital-acquired infections in CY25.

Committee Action: Received as information.

Item 10. College of Medicine Update.

Dr. Terry Steyer presented the College of Medicine update, which included information regarding the South Carolina High Needs Loan Repayment Program support received by medical students. Also discussed were the results of the 2025 Medical School Graduation Questionnaire, in which 96.5% of graduates are satisfied with the quality of their education, and 97.7% are confident in clinical skills for residency. The satisfaction percentages exceed national averages. An announcement was made that Dr. Sean Haley has been appointed Chair of Family Medicine, starting July 1, 2025, following a national search. Dr. Steyer also gave an update on the College of Medicine's new building construction and timeline, with substantial completion expected by September 2027. He also remarked that the White Coat Ceremony for the Class of 2029 is scheduled for August 16, 2025.

Committee Action: Received as information.

Item 11. Government Affairs Update.

None.

Committee Action: None.

Item 12. Other Committee Business.

None.

Committee Action: None.

Consent Agenda

Item 26. MUSC Health Charleston Division Appointments, Reappointments, and Delineation of Privileges (Consent item).

The Charleston division's appointments, reappointments, and delineation of privileges for June and July 2025 were presented for approval.

Committee Action: Recommend approval.

Item 27. MUSC Health Regional Health Network Appointments, Reappointments, and Delineation of Privileges (Consent item).

The RHN network's appointments, reappointments, and delineation of privileges for June 2025 were presented for approval.

Committee Action: Recommend approval.

Item 28. Medical Staff Leadership Committee Charleston Minutes (Consent item).

Minutes from February through May of 2025 were presented for information.

Committee Action: Received as information.

Item 29. Contracts and Agreements (Consent item).

Contracts and agreements since the April 2025 Board meeting were presented for information.

Committee Action: Received as information.

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

Shelli Beebe

MUHA and MUSC Physical Facilities Committee Minutes
August 7, 2025

Item 13. MUHA New Lease(s) for Approval.

Tom Crawford, Chief Operating Officer, MUSC Health, presented a new MUHA lease for approval at 726 Irby Street, Florence. The purpose of the lease is to accommodate a MUSC /OIA Retail Imaging JV. The rent per square foot is \$24.21 plus an estimated \$14.37 a square foot for CAM, property taxes, and insurance for a total square foot cost of \$38.58. The estimated monthly rental payment will be \$47,449.35, resulting in an annual lease amount of \$571,792.20. Base Rent shall increase 2.75% annually, and CAM shall increase based on actuals, estimated at 4%. The landlord shall provide \$741,00.00 in tenant improvement allowance. There is a one-term, ten-year renewal option.

LEASE TERMS:

TERM: Twelve (12) years: [Estimated 5/1/2026 – 4/30/2038]

TOTAL AMOUNT PER SQUARE FOOT: \$38.58

TOTAL ANNUALIZED LEASE AMOUNT:

Year 1 \$571,792.20 Year 6 \$670,062.21 Year 11 \$785,902.19

Year 2 \$590,178.99 Year 7 \$691,728.26 Year 12 \$811,455.65

Year 3 \$609,177.91 Year 8 \$714,119.70

Year 4 \$628,810.06 Year 9 \$737,261.66

Year 5 \$649,097.92 Year 10 \$761,180.17

TOTAL AMOUNT TERM: \$8,220,766.28

Committee Action: Recommend approval.

Item 14. MUHA Lease Renewal for Approval.

Tom Crawford presented for approval a lease renewal for 79,344 square feet of office space located at Parkshore, 1 Poston Road, Charleston. The purpose of the lease is to continue to provide space for various departments, including Managed Care, Supply Chain, Revenue Cycle, and Patient Access, and to provide The Medical University Hospital Authority with an equitable interest of fifty percent in the property. The rent per square foot is \$43.77, with all operating costs, CAM, taxes, insurance, and operating included in the rent amount. The monthly rental payment will be \$289,411.00, resulting in an annual lease amount of \$3,472,928.00. Rent remains consistent throughout the lease term, and rent allocation is updated on a bi-annual basis as needed, based on occupancy.

LEASE TERMS:

TERM: 1 Year [6/11/2025 – 6/10/2026]

TOTAL AMOUNT PER SQUARE FOOT: \$43.77

TOTAL ANNUALIZED LEASE AMOUNT: \$3,472,928.00

Extended Term(s): Medical University Hospital Authority to have fifty percent (50%) Equitable

Interest in the property after twelve (12) months.

Committee Action: Recommend approval.

Item 15. MUHA Acquisition(s) for Approval.

Tom Crawford requested approval to acquire two properties for purchase. The first is 2062 Sam Rittenberg Boulevard, Charleston, South Carolina, Parcel: 310-04-00-011, with 1.99 acres at a sale price of \$3.75 M. This property has been identified and selected, in part, in partnership with Intuitive Health as a key location for a Free-Standing Emergency Department (FSED). It offers easy access to Sam Rittenberg Boulevard, Highway 526, and is situated just off the Citadel Mall site.

The second is 3800 Ingleside Boulevard, Ladson, South Carolina, Parcel: 393-00-00-469, with 2.3 acres at a sale price of \$1.7 M. This property has been identified and selected, in part, in partnership with Intuitive Health as a viable location for the Free-Standing Emergency Department model. The site is located on Highway 78, approximately 0.6 miles from Interstate 26, exit 205.

Committee Action: Recommend approval.

Item 16. MUSC Lease Renewal for Approval.

An MUSC lease renewal was brought forth by Bill Martin for 11,494 usable square feet of office space located at 125 Doughty Street, Suites 100-190, Charleston. The purpose of this lease is to continue to provide space for the MUSC Department of Psychiatry for Addiction Sciences, College of Medicine, and the South Carolina Clinical Translational Research Institute. The rent per square foot is \$38.56 with all CAM, taxes, insurance, and operating costs included in the rent amount. The monthly rental payment will be \$36,934.05, resulting in an annual lease amount of \$443,203.64. Rent shall increase 4% annually. The landlord shall provide \$86,205.00 in tenant improvement allowance.

LEASE TERMS:

TERM: Five (5) years: [6/25/2026 – 6/24/2031]

TOTAL AMOUNT PER SQUARE FOOT: \$38.56

TOTAL ANNUALIZED LEASE AMOUNT:

Year 1 \$443,208.64

Year 2 \$460,936.99

Year 3 \$479,374.47

Year 4 \$498,549.44

Year 5 \$518,491.42

TOTAL AMOUNT TERM: \$2,400,560.96

Extended Term(s): To be negotiated

Committee Action: Recommend approval.

Item 17. MUSC Professional Selection(s) for Approval.

Dave Attard requested approval to select firms for two separate University IDQ contract projects, structural engineering and mechanical engineering.

For structural engineering services to renew University IDQ contracts, ADC Engineering, Bennett Preservation Engineering, and CEMS Engineering, Inc. were recommended.

For mechanical engineering services to renew University IDQ contracts, RMF Engineering, Inc., DWG Inc. Consulting Engineers, CEMS Engineering, Inc., MECA, Inc., and Newcomb & Boyd, LLP were recommended.

Committee Action: Recommend approval.

Item 18. Other Committee Business.

None.

Committee Action: None.

Consent Agenda

Item 30. MUSC Community Physicians Lease(s) (Consent Item).

This lease is for approximately 12,372 square feet of clinical space located at 1612 Chapin Road, Chapin. The purpose of this lease is to provide space for MUSC Primary Care Services . The base rent per square foot is \$25.00 with all operating expenses paid outside of the lease agreement. The monthly rental payment will be \$25,775.00, resulting in an annual lease amount of \$309,300.00. Base Rent shall increase 2% annually.

LEASE TERMS:

TERM: Ten (10) years: [Estimated October 1, 2025]

TOTAL AMOUNT PER SQUARE FOOT: \$25.00

TOTAL ANNUALIZED LEASE AMOUNT:

Year 1 \$309,300.00 Year 6 \$341,492.19

Year 2 \$315,486.00 Year 7 \$348,322.04

Year 3 \$321,795.72 Year 8 \$355,288.48

Year 4 \$328,231.63 Year 9 \$362,394.25

Year 5 \$334,796.27 Year 10 \$369,642.13

TOTAL AMOUNT TERM: \$3,386,786.71

Extended Term(s): Two (2) terms, five (5) years each

Committee Action: Received as information.

Item 31. MUSC FY2025 Active Projects >\$250,000 (Consent Item).

MUSC FY2025 Active Projects greater than \$250,000 were presented for information.

Committee Action: Received as information.

Item 32. MUSC Facilities Contracts Awarded (Consent Item).

Facilities contracts awarded were presented for information.

Committee Action: Received as information.

Item 33. MUSC Professional Services Contracts Awarded (Consent Item).

Professional services contracts awarded were presented for information.

Committee Action: Received as information.

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

A handwritten signature in black ink, reading "Shelli Beebe". The signature is written in a cursive, flowing style.

MUHA and MUSC Audit, Compliance, and Risk Committee Minutes
August 7, 2025

Item 19. Internal Audit Report.

Mr. Tom 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 20. Leader Compensation Review.

Approval was requested by Mr. Stephenson to authorize leader compensation recommendations.

Committee Action: Recommend approval.

Item 21. Other Committee Business.

None.

Committee Action: None.

Consent Agenda

Item 34. Compensation Subcommittee Charter for Approval (Consent Item).

A revised Compensation Subcommittee Charter was presented for approval.

Committee Action: Recommend approval.

With no further business, the meeting was adjourned.

Shelli Beebe