



# **Bylaws of the Medical University of South Carolina Board of Trustees**

179 ASHLEY AVENUE  
CHARLESTON, SOUTH CAROLINA 29425  
APRIL 14, 2017

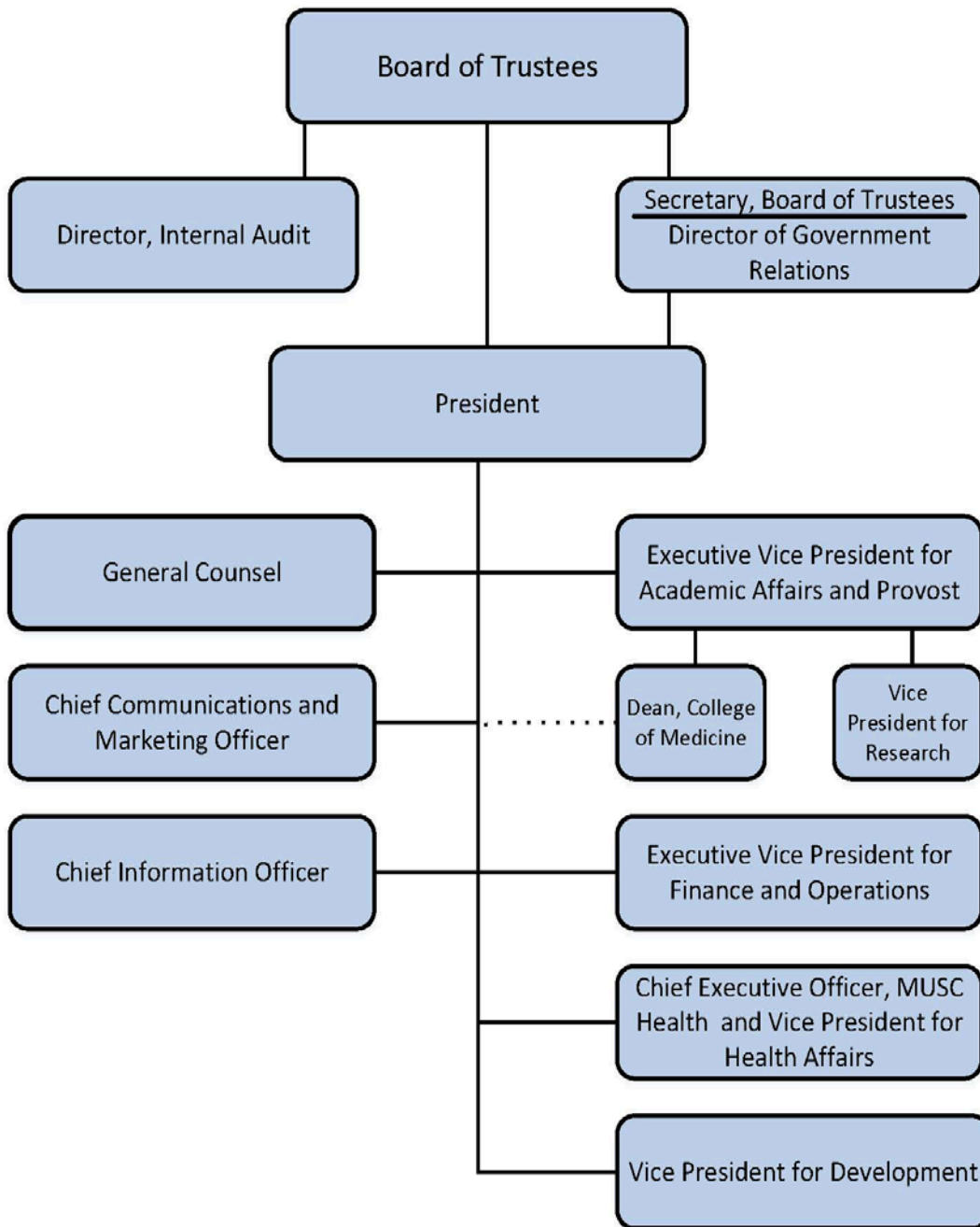
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## FOREWORD

1. The Medical University of South Carolina does not discriminate on the basis of race, color, religion, sex, age, national origin, disability, veteran status, genetic information, sexual orientation or gender identity in the administration of admission policies, educational policies, financial aid, employment, or any other University activity, except where sex is a bona fide occupational qualification.
2. Since the English language contains no singular pronoun which includes both sexes, wherever a masculine term appears in this document it signifies both genders.
3. The meetings of the Board of Trustees are held in conformance with the Freedom of Information Act as amended, SC Code Ann. §30-4-10, *et seq.*

**MEDICAL UNIVERSITY OF SOUTH CAROLINA  
CENTRAL ADMINISTRATION ORGANIZATION**  
(As referenced in the MUSC Board of Trustees Bylaws)



# BYLAWS OF THE MEDICAL UNIVERSITY OF SOUTH CAROLINA BOARD OF TRUSTEES

## Section I. Powers and Duties of the Board of Trustees.

(A) The final authority and responsibility for the governance of the Medical University of South Carolina (MUSC), its colleges, the outreach programs, and ancillary functions are vested in the Board of Trustees of the Institution in accordance with the statutes of the State of South Carolina pertaining thereto.

(B) The Board of Trustees, directly or through its authorized committees, shall establish the general policies of the University, shall define its general program of educational activity, shall annually at or before its August meeting, fix and approve the University's application for State appropriations, and shall approve the budget for the next fiscal year.

(C) The Board of Trustees avoids conflict of interest. Any Trustee having a potential or perceived conflict of interest should make a full disclosure of the facts to the Chairman and should refrain from voting, participating or influencing a decision on the matter. The minutes of the meeting should reflect that disclosure was made and the member abstained from voting.

(D) The Board of Trustees shall name the principal officers of the University as prescribed in Section V of these Bylaws, but it may delegate to those elected officers the employment of subordinate officers and employees.

(E) The Board of Trustees shall confer appropriate degrees in medicine, dental medicine, pharmacy, nursing, health professions, and graduate studies in related health fields. These degrees shall be conferred upon students and such other persons as the Board of Trustees deems qualified to receive them.

(F) The Board of Trustees may confer honorary degrees to individuals deemed appropriate and worthy by a majority vote of the Board.

(G) The Board of Trustees shall review or review and revise these Bylaws at least every four (4) years or earlier if a material change occurs.

## Section II. Meetings of the Board of Trustees.

(A) **Regular Meetings.** Regular meetings of the Board of Trustees shall be held on the second Friday of February, April, August, October, and December and on the day before the Commencement Exercises, provided that the place and/or time of any regular meeting may be changed by the Chairman of the Board of Trustees. Any change in the date, place and/or time of any regular meeting shall be publicly noticed in accordance with S.C. Code of Laws §30-4-80.

### (B) **Special Meetings.**

(1) Special meetings of the Board of Trustees may be called at the will of the Chairman; or

(2) Upon the written request of three or more members, the Chairman shall call a special meeting of the Board.

At least 24-hour's notice of any such meeting shall be given to the members of the Board of Trustees. The 24-hour's notice will not apply to emergency meetings in accordance with S.C. Code of Laws §30-4-80. Special meetings of the Board of Trustees may be in person, or via teleconference or videoconference. Trustees must be in attendance in person, or via teleconference or videoconference to vote on an action item at a Special Meeting. The vote will occur publicly, either by written ballot, roll call or other electronic means approved by a majority of the Trustees in attendance at the time of the vote.

(C) **Agenda.** Prior to each regular meeting of the Board of Trustees and with the notice of any special meeting, the Secretary of the Board shall include a proposed Agenda and pertinent information for the meeting. Any changes to the agenda shall be done in accordance with S.C. Code of Laws §30-4-80.

(D) **Quorum.** A majority of the elected and ex-officio voting Trustees shall constitute a quorum.

(E) **Voting.** Except as otherwise specifically provided herein, all matters coming before the Board or a committee thereof for determination shall be determined by a majority of the members present by voice acclamation. Upon request of any Board or committee member, a vote by the Board or committee, as applicable, shall be by a call of the roll and results of such roll call vote shall be recorded in the minutes of the Board or committee.

(F) **Order of Business.** The order of business for all meetings of the Board of Trustees shall be as follows:

(1) Roll call.

(2) Corrections and approval of all minutes of regular and special Board and Committee meetings not previously approved.

(3) Reports and recommendations of the President of the University, who may at his discretion call upon other officials of the University for reports on their areas of authority.

(4) Reports of standing committees.

(5) Reports of special committees.

(6) Old business.

(7) New business.

(G) **Rules of Order.** Except as charged by specific rules and regulations of the Board of Trustees, the current edition of *Robert's Rules of Order* shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its several Committees.

### **Section III. Officers of the Board of Trustees.**

(A) **Ex-Officio Chairman.** The Governor of the State of South Carolina is the voting ex-officio Chairman of the Board of Trustees and he shall preside at those meetings of the Board which he attends. The Governor's designee will vote for the Governor in his absence.

(B) **Chairman.** Biennially (every even-numbered year), at its August meeting, by a majority vote, the Board of Trustees shall elect from its membership a Chairman to serve for a term of two years or until his successor is elected. Trustees must be present to vote. The vote shall be by signed written ballot unless a Board member requests a vote by call of the roll prior to initial distribution of the ballots. The results of such roll call vote shall be recorded in the minutes of the Board.

Should the office of Chairman of the Board become vacant or should the Chairman suffer disability that obviously would be of an extended duration, a special election shall be held for a new Chairman. Such election shall take place at the second Board meeting within four months following such an eventuality. No Chairman shall be eligible to succeed himself after he has served two consecutive terms as the Chairman of the Board. The Chairman shall:

- (1) Preside at all meetings at which the ex-officio Chairman does not preside,
- (2) Appoint all board committees not otherwise provided for,
- (3) Be an ex-officio member of all standing committees of the Board,
- (4) Execute all legal documents and instruments on behalf of the Board, and
- (5) Represent the Board in making its budget requests to the General Assembly of the State.

The Chairman of the Board shall be the official spokesman of the Board.

(C) **Vice Chairman.** At the same time, by a like method and for a like term of office as the Chairman, the Board of Trustees shall elect from its membership a Vice Chairman to perform the duties of the Chairman in his absence, disability, or unavailability.

(D) **Secretary.**

(1) A Secretary of the Board of Trustees shall be elected by a majority of the Board to serve at the will of the Board. Trustees must be present to vote. The vote shall be by signed written ballot unless a Board member requests a vote by call of the roll prior to initial distribution of the ballots. The results of such roll call vote shall be recorded in the minutes of the Board. The Secretary need not be a member of the Board and may be an officer or employee of the institution in another capacity. The Secretary shall also serve as Secretary of all committees of the Board.

(2) **Duties.** It is the duty of the Secretary to arrange for all Board meetings and to act as Secretary to all Board committees, to keep records and minutes of Board actions, to review and

prepare proposed revisions to the bylaws of the Board every four (4) years or earlier if a material change occurs, and to complement the links with the President. In this role, the Secretary's primary responsibility is to the Board members. **SPECIFICALLY, THE SECRETARY WILL:**

- (a) Prepare agenda, place requests in proper format for Board meetings and Board action, record minutes of all meetings, and mail notices and other information to Trustees;
- (b) Assist the Board in reviewing, and prepare proposed revisions to, the bylaws of the Board every four (4) years or earlier if a material change occurs. Upon completion of the review by the Board, incorporate all adopted amendments, and submit changes to other parts of the bylaws which are reasonably implied by the adopted amendments;
- (c) Obtain necessary legal opinions pertaining to the Board of Trustees as an entity and to individual members in their official capacities;
- (d) Receive all direct correspondence, reports, telephone calls, etc., for the Board. Formulate proposed actions and communicate results to the Chairman and Board members;
- (e) Relay to the President requests received by Board members from constituents;
- (f) Make all arrangements for meetings of the Board of Trustees and committees, make travel accommodations and meal arrangements, including social functions when appropriate;
- (g) Keep all records of Board actions taken via mail or telephone between meetings;
- (h) Process the Board of Trustees expenses including supplies, printing, binding, travel, subsistence and per diem;
- (i) Take care of routine correspondence on behalf of the Chairman and Board members;
- (j) Provide copies of minutes of Board of Trustees meetings to members and other addressees as appropriate;
- (k) Arrange for screening of the General Assembly's daily calendars and journals, proposed legislation, relevant newspapers, and other information sources. Report pertinent information to the Board and to the President;
- (l) Keep a log of term of office and appropriate filing duties and procedures for Trustee members;
- (m) Insure compliance with the requirements of the South Carolina Freedom of Information Act as it pertains to Board meetings and records; and



(n) Ensure that the Chairman of the Board of Trustees fills certain seats on affiliate boards, as specified by the affiliates' Bylaws. As such positions become available; all Board members will be made aware of the open seat prior to the Chairman appointing an individual to fill the seat. Where two or more seats are available on an affiliate board, consideration shall be given to filling the slots with one professional and one lay person from the Board of Trustees.

**(E) Internal Auditor.**

(1) The Internal Auditor shall be elected by a majority of the Board of Trustees to serve at the will of the Board. Trustees must be present to vote. The vote shall be by signed written ballot unless a Board member requests a vote by call of the roll prior to initial distribution of the ballots. The results of such roll call vote shall be recorded in the minutes of the Board. The Board directs that the Internal Auditor's position and its support staff shall report and be accountable directly to the Board of Trustees of the Medical University of South Carolina. It is further directed that the Board of Trustees for the Medical University of South Carolina shall be responsible for managing the Internal Auditor's tenure and for setting the financial budget for the Internal Audit Department, including salaries, operational expenses, and support costs.

(2) Duties. The Internal Auditor is responsible for managing a professional Internal Audit Department to provide analyses, appraisals, recommendations, counsel, and information concerning the activities reviewed to management, and ultimately to the Board of Trustees.

(3) The Internal Auditor is also responsible for providing the Board of Trustees with information about the adequacy and effectiveness of the organization's system of internal control and the quality of performance.

(4) The Internal Auditor will assist the Audit Committee of the Board of Trustees in carrying out its duties as stated in Section IV(D)(5) of these Bylaws.

(5) The Internal Auditor will assist the Audit Committee in the selection, oversight, and evaluation of the External Auditor.

**(F) Trustees Emeriti.** The MUSC Board of Trustees may recognize a former trustee for loyal, dedicated and significant service to the University. Trustee Emeritus status will be granted when a former Board member is nominated in writing by a current Board member and elected by a two-thirds majority vote. To be eligible, the former Board member must have served at least eight (8) consecutive years or have been awarded an honorary degree by the Medical University of South Carolina.

Trustees Emeriti will be elected for life. Trustees Emeriti will be non-voting, ex-officio members who are not reimbursed from appropriated funds. These Board members will be invited to all Board functions and events and will provide support for the University as knowledgeable friends and ambassadors.

## **Section IV. Committees of the Board.**

(A) **Standing Committees.** In addition to such special committees as from time to time may be appointed or elected by the Board of Trustees, there shall be the following standing committees:

- (1) Audit
- (2) Education, Faculty and Student Affairs
- (3) Finance and Administration
- (4) Physical Facilities
- (5) Research and Institutional Advancement

(B) **Organization and Terms of Office.** All standing committee assignments shall be made by the Chairman of the Board of Trustees from the membership of the Board within 30 days following the August meeting each even numbered year. Their terms of service shall be for two (2) years. Each standing committee shall be composed of a minimum of three (3) members. Each standing committee shall elect its own chairman from its members by a majority vote taken by voice acclamation at the first committee meeting following the August meeting of the Board at which a Board Chairman is elected, excluding special elections, or at the first regular meeting of a new standing committee. Upon request of any standing committee member, a vote by the committee shall be by call of the roll and results of such roll call vote shall be recorded in the minutes of the committee. Board members may only serve as Chairman of more than one standing committee of the University or the Medical University Hospital Authority (MUHA) Boards when the same committee (e.g., Physical Facilities, Audit) serves both entities.

(C) **Quorum.** A majority of the membership of any standing committee shall constitute a quorum.

(D) **Powers and Duties of Standing Committees.** The standing committees shall have the following powers and duties:

### **(1) Audit Committee.**

(a) The Audit Committee shall concern itself with assisting the Board of Trustees in discharging its fiduciary and stewardship obligations relative to the reliability and integrity of 1) systems of internal control, 2) accounting practices, 3) annual reporting, 4) internal and external audit processes, 5) management of business exposures, and 6) compliance with legal, regulatory, and ethical requirements.

(b) The Committee will provide an open avenue of communication among the internal and external auditors, management, and the Board. The full Board will continue to have complete access to management and the Internal Audit department and may continue to request the Internal Audit department to review areas of concern to them.

(c) The role of the Committee is oversight. It is not the duty of the Committee to prepare financial statements or to conduct audits to independently verify management's representations or to determine that the financial statements are complete and fairly present the financial condition of MUSC and its affiliates. These are the responsibilities of management and the external auditors.

(d) The Audit Committee has the full authority to review/investigate any matter or activity within the scope of its responsibilities. It shall have direct access to management, Internal Audit, Legal Counsel and any other members of or resources within MUSC and its affiliated organizations. All employees shall be directed to cooperate as requested by members of the Committee. The Committee shall also have the resources and authority to retain special legal, accounting, or other experts it deems necessary in the performance of its responsibilities.

(e) In accordance with Section IV(B) of these bylaws, the Chairman of the Board shall appoint the Audit Committee members, all of whom shall be Trustees, and the Committee members will elect one individual to serve as Committee Chairman. Each member of the Committee, including the Chairman, shall be independent and by reason of education or experience possess such degree of financial literacy as required to oversee the performance of the internal and external auditors, review MUSC's financial statements, and otherwise faithfully execute the role of the Audit Committee set forth in the bylaws. At least one member of the Committee should have appropriate experience with internal controls, an understanding of applicable accounting principles, the application of such principles in preparing or auditing financial statements, and an understanding of audit committee functions.

(f) Members of the Committee shall uphold their duty of care by attending and participating in meetings, strengthening his or her understanding of the institution and its operations, maintaining professional skepticism, addressing appropriate subjects, gathering adequate facts, making reasonable and prudent inquiries before making a decision, and seeking outside counsel when necessary.

(g) The Audit Committee shall meet at least two times per year. Internal Audit will coordinate the Committee's agenda in consultation with the Committee Chair. All Board members are encouraged to attend and participate in the Audit Committee meeting.

(h) The Committee will set the appropriate tone in communicating the importance of internal control and direct management to establish appropriate internal controls.

(i) The Management Development and Compensation Sub-Committee shall be a subcommittee of the Audit Committee and reports to the Board through the Audit Committee.

- i. The Management Development and Compensation Sub-Committee shall ensure that executive management and employees of the entities receive compensation that is market-level competitive, supports achieving the entities' strategic objectives, and is relevant to the individual's annual job performance while being sensitive to funding availability and longer term budget goals. The sub-committee will review all policy matters related to evaluation and compensation of the President, the Vice Presidents, the Deans, the Secretary of the Board (collectively "Executive Leadership"), and any other positions the sub-committee may decide.

The sub-committee will make recommendations to the Board via the Audit Committee regarding these matters. The sub-committee will assist the Board in determining a compensation package for the President and advise the President regarding appropriate compensation structures for other members of Executive Leadership.

- ii. The sub-committee shall review, at least annually, MUSC's assessment of potential candidates for promotion (Key Employees) to, at a minimum, a Vice President, Dean, or other senior executive position designated by the Board. The assessment should identify candidates' potential for promotion, professional development needed to address perceived deficiencies in a candidate's preparedness for promotion, or other actions to develop a "deep bench" of potential MUSC leaders. The sub-committee shall assist the President in determining appropriate professional development assistance for the MUSC Key Employees and in determining the best approaches to providing that assistance. The sub-committee shall review, at least annually, the Management Development plans in place and planned to ensure that all employees are encouraged to continuously improve their professional capabilities.
- iii. As with other standing committees, members of this sub-committee will be appointed by the Chairman of the Board of Trustees and is not limited to members of the Audit Committee. The Chairman of the Audit Committee will serve as chairman of this sub-committee.
- iv. The Management Development and Compensation Sub-Committee shall meet as needed. All Board members are encouraged to attend and participate in the sub-committee meetings.
- v. No offer of compensation to any position included under (ii.) above, whether written or oral, subject to the review of the Management Development and Compensation Sub-Committee shall be effective as binding on the entities without the required approval(s).

(j) The Committee shall report to the Board on all financial matters in its area of concern.

## **(2) Education, Faculty and Student Affairs Committee.**

(a) The Education, Faculty and Student Affairs Committee shall concern itself with the formation of policy regarding matters affecting the quality, character, extent and relative standards in instruction and research.

(b) Also, the Committee shall concern itself with the formation of policy affecting student life, welfare, and morale.

(c) The Committee shall concern itself with the faculty organization, quality, effectiveness, welfare, and morale.

(d) The Committee shall create, with approval of the Board, multi-specialty group practice plan(s) whose membership shall be comprised of qualifying faculty and employees of the University. These practice plan(s) will develop administrative board(s) and bylaws for approval by the MUSC Board of Trustees. Faculty members shall have but one annual contract which shall accurately reflect their activities and compensation from MUSC, MUHA, Veterans Administration, clinical practice plan, and all other approved sources. Such compensation shall be considered part of the total MUSC compensation package and shall, pursuant to law, receive prior approval by the President and/or the Board of Trustees.

(e) The Education, Faculty and Student Affairs Committee will make appropriate and timely reports and recommendations to the Board of Trustees which, upon approval by the Board of Trustees, these shall become established policy of the Board.

(f) The Committee, whenever needed, shall make available to the Board reports and recommendations regarding grants and scholarships from trust funds and endowments. Upon approval by the Board of Trustees, these recommendations shall become established policy. The Committee shall also report to the Board the recipients of such grants and scholarships.

(g) The Committee shall report to the Board on all financial matters in its areas of concern.

### **(3) Finance and Administration Committee.**

(a) The Finance and Administration Committee shall concern itself with the broad financial overview of the University, as well as with the operation, routine care, and funding of maintenance of the existing physical facilities of the University. Specific financial details will be provided in the other respective standing committees of the Board of Trustees.

(b) The Committee shall especially concern itself with such matters as procurement, accounting, budgeting, and information systems.

(c) The Committee will concern itself with the financial and fiscal policies and procedures of the University.

(d) The annual requests for appropriation and the proposed annual budgets shall be prepared by the appropriate University officers for review by the Committee.

(e) The Committee shall concern itself with personnel policies and personnel administrative programs to achieve satisfactory quality, productivity, and morale of personnel of the University.

(f) The Committee will assist the Audit Committee in setting the appropriate tone in communicating the importance of internal control and directing management to establish appropriate internal controls.

(g) The Committee will make appropriate and timely reports and recommendations to the Board of Trustees which, upon approval by the Board of Trustees, shall become established policy of the Board.

#### **(4) Physical Facilities Committee.**

(a) The Physical Facilities Committee shall concern itself with the real property and improvements thereto of the Medical University of South Carolina and its affiliates. It shall be responsible for prioritizing and implementing all development plans for University properties and their improvements. It shall solicit, evaluate, and select suggestions and proposals from administration, consultants, and other professionals relating to the development and capital improvements of the physical facilities and make recommendations to the Board of Trustees. This Committee will only be concerned with capital projects exceeding cost limits specified in approved Board policies. This Committee shall assume full responsibility of the MUSC Facility Plan, to include, but not limited to, 1) selecting architects, engineers, and other related professionals; 2) prioritizing all requests for facilities; 3) conducting feasibility studies; and 4) reviewing major renovations required for the installation of equipment.

(b) To help carry out the duties of the Physical Facilities Committee, the Committee Chairman can appoint one member of the Physical Facilities Committee and two members of the Board of Trustees at large as a separate project committee for each major building project for architect/engineer and related construction professionals selections. There may be multiple project committees with different Trustees functioning concurrently for different projects. A project committee is an active part of the Physical Facilities Committee and serves at the supervision, control, and direction of the Physical Facilities Committee. The Physical Facilities Committee Chair shall take into account any expertise or experience of Board members and of their willingness to serve on a committee for a specific project.

(c) The Committee shall be familiar with and report preliminary details of costs associated with various developments and improvements of physical facilities to the Board of Trustees.

(d) The Committee shall be charged with the responsibility of all Board matters relating to the physical properties of the University; the design and location of new buildings, master planning, improvements or remodeling of buildings, and all other matters having to do with the maintenance of the University's physical facilities. It shall report to the Board of Trustees with its recommendations thereon and on all contracts relating to new construction, capital improvements, and major repairs/renovations to existing buildings and grounds.

(e) The Committee will establish a formal mechanism decreasing the time and appropriate ceremony to formally accept any completed project.

(f) At each Board meeting, the Executive Vice President for Finance and Operations or his designee (i.e., the Director of Engineering and Facilities) will update the Physical Facilities Committee on: 1) construction progress, 2) budgetary increases on construction/facility improvements, and 3) all change orders to date.

(g) Once the Physical Facilities Committee accepts and prioritizes capital project(s) for development, the project(s) will be forwarded to the Finance and Administration Committee of the Board of Trustees for funding consideration. The Finance and Administration Committee will have the responsibility of seeking appropriate funding in consideration of the University's budgetary status, bonding requirements, and other financial requirements or restrictions of the University. In accordance with approved Board policies, the Finance and Administration Committee will make recommendations for approval of expenditures to the full Board.

(h) The Committee shall report to the Board on all financial matters in its area of concern.

**(5) Research and Institutional Advancement Committee.**

(a) The Research and Institutional Advancement Committee shall concern itself with the development, promotion, and stimulation of research efforts of the University and the development, promotion, execution, and management of the institutional advancement programs of the University.

(b) The Committee shall make reports and recommendations to the Board of Trustees on institutional advancement, research advancement, animal care, and the establishment and maintenance of research facilities.

(c) The Committee will recommend and seek Board approval for necessary changes to academic facilities as determined by the academic community within the University. The Committee will recommend to the Physical Facilities Committee any changes, deletions or additions to the physical plant for their consideration.

(d) The Committee shall study and report to the Board of Trustees on future opportunities for academic development. This Committee shall be directly and specifically interested in fundraising, both in the private and public sectors, in order to provide future revenues for academic and operational needs of the University.

(e) The Committee shall be concerned with external affairs matters including, but not limited to governmental relations, both state and federal, and the University's efforts in industrial recruitment.

(f) The Committee shall concern itself with the identification, cultivation, solicitation, and stewardship of leadership philanthropy to ensure the maximization of private investment in the University's academic, research, and clinical care programs.

(g) The Committee shall recommend to the Board of Trustees appropriate policies and/or programs required to achieve these objectives and shall report to the Board on the implementation, performance, and progress in these areas.

(h) In addition, the Committee shall report to the Board on all financial matters in its areas of concern.

(i) The Research and Institutional Advancement Committee will make appropriate and timely reports and recommendations to the Board of Trustees which upon approval by the Board of Trustees, shall become established policy of the Board.

## **Section V. The Officers and Administration of the University.**

(A) **The President.** The Chief Executive Officer of the University shall be its President who shall be elected by the Board of Trustees to serve at the will of the Board at a rate of remuneration specified by the Board. Trustees must be present to vote. The President will be elected by a majority vote of the Trustees. The vote shall be by signed written ballot unless a Board member requests a vote by call of the roll prior to initial distribution of the ballots. The results of such roll call vote shall be recorded in the minutes of the Board.

(1) The President shall have and exercise full executive powers over the University and its related operations within the framework of the policies established by the Board of Trustees.

(2) More specifically, the President shall be charged with the organization of the administrative and professional personnel of the University and the method of selecting personnel, subject only to the limitations imposed by these bylaws, South Carolina laws, and applicable State policies and procedures. He shall be the medium of formal communication between the Board of Trustees and the faculty and administrative organization of the University and also the official spokesman of the University except as to matters within the special province of the Board of Trustees, in which realm the Chairman of the Board of Trustees shall be the official spokesman. The President, with his appropriate executive officers and the appropriate committees, shall prepare or receive and forward all requisite reports, budgets, and presentations to public agencies and to the Board of Trustees of the University.

(3) The President shall present to the Board of Trustees an organizational chart showing divisions, departments, and lines of reporting and command in the instructional and administrative organization of the University. After approval of such organizational chart, any changes shall be made only after the proposed change has been approved by the Board.

(B) **Other Executive Officers.** By and with the advice of the President and/or appropriate standing committee, the Board of Trustees shall elect and approve the total compensation packages and subsequent changes thereto of the following additional executive officers. Other executive officers will



be elected by a majority vote of the Trustees. Trustees must be present to vote. The vote shall be by signed written ballot unless a Board member requests a vote by call of the roll prior to initial distribution of the ballots. The results of such roll call vote shall be recorded in the minutes of the Board.

**(1) Executive Vice President for Academic Affairs and Provost.** This officer is administratively responsible to the President for all academic matters. In the absence of the President of the University, he shall act as the Chief Executive Officer. He is responsible for the coordination of planning for education and research and shall formulate plans to implement policy approved by the President and the Board of Trustees. The deans of all colleges and the directors of the academic support units shall report to and through this officer to the President of the University. Associated duties include responsibilities for overseeing the educational and clinical activities of the MUSC affiliates (those organizations that are included as component units in MUSC's financial statements), except those affiliates who are part of the clinical enterprise, including but not limited to University Medical Associates (UMA) and the Medical University Hospital Authority (MUHA), collectively referred to as MUSC Health, and the Medical University of South Carolina Foundation (MUSCF), including purview over the organizations as they relate to the total program of the Medical University.

The Chief Executive Officers of the MUSC affiliates, except the MUSC Health entities and MUSC Foundation will report to the Executive Vice President for Academic Affairs and Provost.

**(2) Executive Vice President for Finance and Operations.** This officer is administratively responsible to the President for financial and administrative matters. He shall have immediate oversight of all general and financial operations of the University and responsibility for the physical facilities of the University. All financial and administrative support services of the University shall report to and through him to the President of the University. This officer shall be the financial advisor to the President and the Board of Trustees and serve as Treasurer of the University. This officer serves as chief of staff for the President.

**(3) Chief Executive Officer, MUSC Health and Vice President for Health Affairs.** The Vice President for Health Affairs is administratively responsible to the President for the MUSC clinical enterprise and jointly serves as the Chief Executive Officer of the clinical enterprise (MUSC Health). As Vice President, this officer shall report to the President for all clinical matters as they relate to MUSC Health. Associated duties as Vice President for Health Affairs include responsibility for the activities of MUSC Health, including purview over the organizations as they relate to the total program of the Medical University. This officer shall be responsible for the development and implementation of joint initiatives to ensure overall alignment of mission and vision and shall ensure that MUSC Health provides a supportive environment for high quality, sophisticated clinical teaching and research programs carried out by MUSC faculty. This officer shall formulate policies with respect to the educational and research activities of MUSC Health and shall submit such policies to the Board of Trustees for approval.

**(4) Vice President for Development.** This officer is administratively responsible to the President and has immediate oversight in the procurement of private funds for the development of the University's projected and long-range plans. This officer shall have the responsibility for the

Office of Development, the Office of Alumni Affairs, and for overseeing development activities of the Medical University of South Carolina Foundation, of which he may serve as vice president. This officer is also responsible for the management of the University's Board of Visitors.

(5) **Vice President for Research.** This officer serves as the institution's Chief Research Officer and is responsible for defining and implementing strategies to advance the research mission of the Medical University of South Carolina. The Vice President for Research reports directly to the Executive Vice President for Academic Affairs and Provost. This officer has oversight of research administrative offices supporting the University's research enterprise, including the Office of Research and Sponsored Programs, Office of Research Development, and the Office of Research Integrity. This officer oversees and supports research policy development, sponsored program administration (pre-award), and research compliance and safety. Responsibilities include monitoring institutional extramural and intramural research funding, assuring compliance with research integrity and risk protection guidelines, and coordinating research strategic planning. This officer provides input and expertise in research resource utilization including facilities development and management.

## **Section VI. The Faculty.**

(A) **Employment.** The President of the University is responsible to the Board of Trustees for the qualitative and quantitative performance of the faculty. Therefore, the President is vested with the power to select the membership of the faculty. He shall appoint the instructional staff of the University. Upon recommendation of the President, the Board of Trustees shall appoint the following:

- (1) Deans
- (2) Associate Professor (regular, adjunct, or clinical)
- (3) Professor (regular, adjunct, or clinical)
- (4) Any faculty position to tenured rank.

(B) **Organization of the Faculty.** All members of the instructional staff of the University shall be embraced in one or more organizations within the University faculty. This will allow the Administration and the Board of Trustees to have the benefit of the aid and advice of the faculty in those matters which are the special concern of the faculty. Such matters include curricula, leaves of absence, sabbatical leaves, termination of employment, and academic matters of concern to both faculty and students. It will also facilitate communication and understanding among the faculty, the administration, and the Board of Trustees.

The Faculty Senate of the Medical University acts as the sole representative body for organizing and executing the business of the faculty submitted to it by members of the faculty, the administration, or the Senate itself. The Senate advises the administration and the faculty in matters pertaining to the faculty.

(C) **Faculty Privileges and Immunities.** The rules, regulations, conditions, and definitions of such matters of faculty concern as tenure, leaves of absence, outside practice, conflict of interest, and the presentation of grievances shall be clearly set forth by the Board and established as policies of the University. These policies and procedures are documented in the Faculty Handbook, which is made

available to all members of the faculty and others concerned. The Faculty Handbook is subject to periodic revision, with changes reviewed and approved by the Board of Trustees, upon the recommendation of the Faculty Senate and the Administration.

Until all students of the South Carolina College of Pharmacy (SC-COP) have matriculated, and the SC-COP ceases to exist, the SC-COP will have a separate Faculty Handbook which will be created by the administration and faculty of the College subject to approval by the Board of Trustees of the Medical University of South Carolina and the University of South Carolina. Once created and approved, this handbook will pertain to all faculty of the South Carolina College of Pharmacy. When acting on behalf of the MUSC College of Pharmacy, the faculty of the MUSC College of Pharmacy will abide by the MUSC Faculty Handbook.

## **Section VII. Appeals to the Board.**

(A) **Faculty.** The right of appeal to the Board of Trustees by any member of the faculty or the administration is a right recognized by the Board and shall be exercised in accordance with the respective grievance procedures for the faculty as set forth in the MUSC Faculty Handbook and approved by the Board of Trustees.

(B) **Administrative Personnel.** With respect to administrative personnel, the Board of Trustees, in its sole discretion, may grant a review of any adverse administrative action. However, if this review is granted, the Board shall not be required to conduct a hearing or hear arguments but shall review the record of any proceedings.

## **Section VIII. Board of Visitors.**

### **(A) Membership.**

(1) The members of the Board of Visitors shall be elected by vote of the Board of Trustees upon nominations made by members of the Board of Trustees to the President of the Medical University of South Carolina.

(2) Nominations for membership on the Board of Visitors shall be made as follows:

(a) The two (2) members of the Board of Trustees from each of the seven (7) Congressional Districts shall each make two (2) nominations which may be from the state or outside the state. The voting ex-officio member (or his designee) and the at-large trustee may nominate from the state or outside the state.

(b) The voting ex-officio member (or his designee) and the at-large trustee of the Board shall each submit two (2) nominations. Members Emeriti may also submit one (1) nomination each.

(c) All nominations shall be sent to the President of the Medical University four (4) weeks prior to each December meeting of the Board of Trustees.

(3) Terms of appointment shall be two (2) years with appointments made biennially (once every two (2) years). Any vacancy that may occur from time to time shall be filled by the Board of Trustees.

(B) **Duties.** The Board of Visitors shall be oriented as to the purposes, goals and objectives of the Medical University. They shall, through the orientation process, become familiar with the University's assets, capabilities, services, desires, and needs. They shall be encouraged to assist actively in obtaining support morally, fiscally, and politically to accomplish the University's purposes, goals and objectives. Other specific duties may be assigned from time to time as the Board of Trustees may direct.

(C) The Board of Visitors shall be advisory in nature and will be considered an extension of the development efforts of the University.

(D) **Expenses.** Reimbursement for transportation, parking, and room and board, allowed by the state or accordance with appropriate policy, may be requested by and paid to each Board of Visitors member for each official trip.

## **Section IX. Amendment.**

These bylaws may be amended at any regular meeting of the Board of Trustees by a favorable vote of at least two-thirds of the members present and voting, but the proposed amendment must first have been stated in writing and sent to each member of the Board at least 15 calendar days prior to such meeting.

Revisions: October 1992, October 14, 1994, October 10, 1998, February 11, 2000, December 8, 2000, October 12, 2001, February 13, 2004, April 7, 2006, April 11, 2008, April 9, 2010, December 14, 2012, April 11, 2014, October 9, 2014, May 14, 2015, October 9, 2015, December 9, 2016, April 14, 2017.