



Bylaws of the Medical University of South Carolina Board of Trustees

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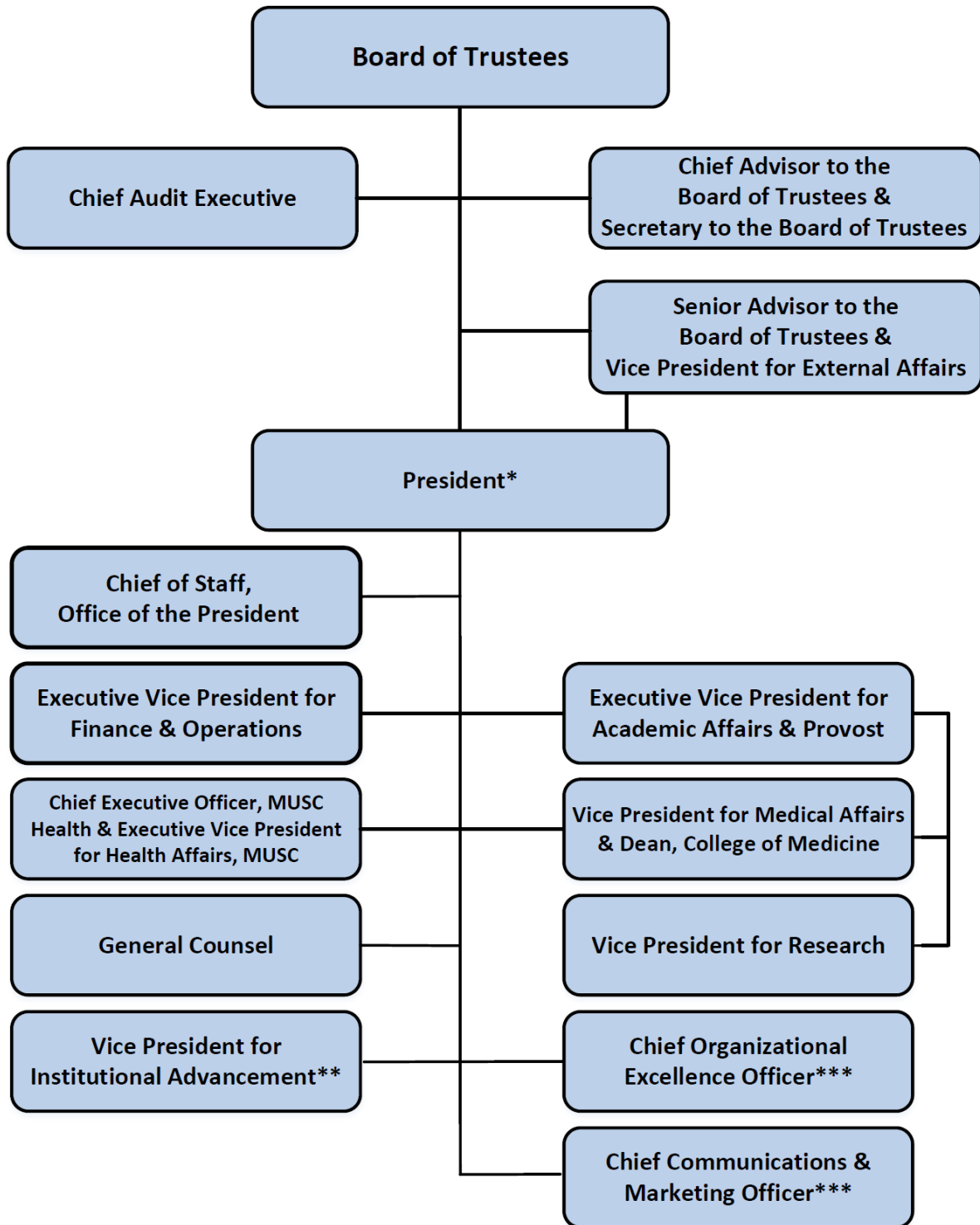
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FOREWORD

1. The Medical University of South Carolina does not discriminate on the basis of race, color, religion, sex, age, national origin, disability, veteran status, or genetic information 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 that 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, S.C. Code Ann. §30-4-10, *et seq.*

**MEDICAL UNIVERSITY OF SOUTH CAROLINA
ORGANIZATIONAL CHART**



**Only positions defined within these Bylaws or having solid line reporting to the President are depicted on this chart.*

***This position has a dual report to the President and the CEO, MUSC Foundation.*

****This position has a dual report to the President and the CEO, MUSC Health and EVP for Health Affairs.*

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, outreach programs, and ancillary functions are vested in the Board of Trustees (Board) of the Institution in accordance with the statutes of the State of South Carolina pertaining thereto.
- (B) The Board, directly or through its authorized committees, shall adopt policies, rules, and regulations as it may deem proper for its own governance and the governance and management of the activities and resources of the University; define its general program of educational activity; and annually, at or before its August meeting, fix and approve the University's request for State appropriations, and approve the budget for the next fiscal year.
- (C) The Board shall avoid any conflict of interest. Any Trustee having a potential or perceived conflict of interest shall provide a written and signed statement of the facts to the Chairman and refrain from voting, participating, or influencing a decision on the matter. The meeting minutes shall include a copy of the written statement that reflects the reason(s), and the Trustee will be excused from any votes, deliberations, and other actions on the matter in accordance with S.C. Code Ann. §8-13-700.
- (D) The Board 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 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 deems qualified to receive them.
- (F) The Board may confer honorary degrees to individuals deemed appropriate and worthy by a majority vote of the Board.
- (G) The Board 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.

- (1) Regular meetings of the Board 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 date, place, time, and/or medium of any regular meeting may be changed by the Chairman.
- (2) Regular meetings of the Board may be in person, via teleconference, or video conference.

(3) All regular meetings and any changes in the date, place, time, and/or medium thereto, shall be publicly noticed in accordance with S.C. Code Ann. §30-4-80.

(B) Special and Emergency Meetings.

(1) Special or emergency meetings of the Board may be called by the Chairman; or

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

(3) At least 24 hours' notice of any special meeting shall be given to the Trustees and shall be publicly noticed in accordance with S.C. Code Ann. §30-4-80.

(4) The 24-hour notice will not apply to emergency meetings in accordance with S.C. Code Ann. §30-4-80.

(5) Special or emergency meetings of the Board may be in person, via teleconference, or video conference.

(C) Meeting Cancellation. Any regular, special, or emergency meetings of the Board may be postponed or canceled by the Chairman due to unforeseen circumstances including, but not limited to, acts of God; government regulation; and/or a declared public health emergency.

(D) Agenda. Prior to each regular meeting of the Board and with the notice of any special or emergency meeting, the Secretary to the Board shall provide a proposed agenda and pertinent information for the meeting. Any changes to the agenda shall be made in accordance with S.C. Code Ann. §30-4-80.

(E) Executive Session. All meetings of the Board and its committees shall be public unless the matter being discussed falls within the provisions of S.C. Code Ann. §30-4-70 or as otherwise allowed by law, in which event the Board or committee, as applicable, may enter into executive session for the purpose of considering such matter. If it is determined either by the Chairman or by a majority of the Board or committee during the course of such considerations in executive session that the matter is not properly the subject of an exception to the South Carolina Freedom of Information Act, the Board or committee shall discontinue consideration of that matter and move on to other matters, if any, appropriate for consideration in executive session. Thereafter, the Chairman or the presiding officer of the Board or committee shall terminate the executive session and reconvene the public session for consideration of such matters requiring action. Only voting members of the Board or committees shall remain for executive session unless the Chairman deems otherwise and specifically requests such other person or persons to be in attendance.

(F) Quorum. A majority of the elected and ex-officio voting Trustees shall constitute a quorum. Except as otherwise provided in these Bylaws or as required by South Carolina law, the act of the majority of the Trustees in attendance at a meeting at which a quorum is present shall be the act of the Board.

(G) **Voting.** All votes will occur publicly. 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 Trustees in attendance by voice acclamation. Upon request of any Trustee or committee member, or as otherwise required by law, a vote by the Board or committee, as applicable, shall be by a call of the roll or signed written ballot. The results of all votes shall be recorded in the minutes of the Board or committee.

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

(1) Roll call. When MUSC and the Medical University Hospital Authority (MUHA) Board meetings are held concurrently, a single roll call will be taken and will serve for both meetings.

(2) Corrections and approval of all minutes of regular, special, or emergency Board or 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.

(I) **Rules of Order.** Except as charged by specific rules and regulations of the Board, 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, and he shall preside at those meetings of the Board that 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, the Board shall elect from its membership a Chairman to serve for a term of two years or until his successor is elected. The Chairman will be elected by a majority vote of the Trustees in attendance and the vote shall be conducted in accordance with Section II.G. of these Bylaws. The term of the newly elected Chairman begins at the conclusion of the meeting at which he is elected.

Should the office of Chairman become vacant, or should the Chairman suffer a disability that obviously would be of an extended duration, a special election shall be held for a new Chairman. Such election

shall take place no later than the second Board meeting following such an eventuality. A Chairman cannot serve more than two terms consecutively.

The Chairman shall:

- (1) Preside at all meetings at which the ex-officio Chairman does not preside;
- (2) Create board committees not otherwise provided for, including ad hoc and subcommittees, and appoint Trustees to serve;
- (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;
- (5) Represent the Board in making its budget requests to the South Carolina General Assembly; and
- (6) Serve as 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 shall elect from its membership a Vice Chairman to perform the duties of the Chairman in his absence, disability, or unavailability.

(D) **Chief Advisor to the Board of Trustees and Secretary to the Board of Trustees.**

(1) The Chief Advisor to the Board of Trustees and Secretary to the Board of Trustees (Secretary) shall be elected by the Board to serve at the will of the Board. The Secretary will be elected by a majority vote of the Trustees in attendance and the vote shall be conducted in accordance with Section II.G. of these Bylaws. The Secretary need not be a Trustee and may be an officer or employee of the institution in another capacity. The Secretary shall also serve as Secretary to all committees of the Board. The Board directs that the Secretary shall report and be accountable directly to the Board. The Secretary's support staff shall report and be accountable directly to the Secretary. It is further directed that the Board shall be responsible for managing the Secretary's tenure and for setting the financial budget for the Secretary's office, including salaries, operational expenses, and support costs.

(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 Board Bylaws 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 Trustees.

The Secretary and staff will:

- (a) Prepare agenda, place requests in the proper format for Board meetings and Board actions, record minutes of all meetings, and mail notices and other information to Trustees.

- (b) Assist the Board in the review and preparation of proposed revisions to the Board Bylaws 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 as an entity and to individual Trustees 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 Trustees.
 - (e) Relay to the President requests received by Trustees from constituents.
 - (f) Make all arrangements for meetings of the Board and committees, including travel accommodations, meal arrangements, and social functions when appropriate.
 - (g) Keep all records of Board actions taken via mail or telephone between meetings.
 - (h) Process the Board's expenses including but not limited to, supplies, printing, travel, subsistence, and per diem.
 - (i) Handle routine correspondence on behalf of the Chairman and Trustees.
 - (j) Provide copies of minutes of Board meetings to Trustees and others as appropriate.
 - (k) Keep a log of terms of office and appropriate filing duties and procedures for Trustees.
 - (l) Collaborate with the Office of General Counsel on compliance with the requirements of the South Carolina Freedom of Information Act as it pertains to Board meetings and records.
 - (m) Advise the Chairman on filling certain seats on affiliate boards, as specified by the affiliates' bylaws. As such positions become available, Trustees 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 layperson from the Board.
- (3) The Secretary is authorized to correct any scrivener's error contained in these Bylaws, any amendment hereto, or in any resolution adopted by the Board of Trustees or members. For purposes of this section, a 'scrivener's error' is defined as a typographical error, misstatement of fact, or an omission that does not change the substance or effect of the provision, as determined in the reasonable discretion of the Secretary. Such corrections shall be documented by the Secretary in writing, which shall be filed with the records of the Secretary's office and shall be deemed adopted as of the effective date of the document being corrected.

(E) Chief Audit Executive.

(1) The Chief Audit Executive (CAE) shall be elected by the Board to serve at the will of the Board. The CAE will be elected by a majority vote of the Trustees in attendance and the vote shall be conducted in accordance with Section II.G. of these Bylaws. The Board directs that the CAE shall report and be accountable directly to the Board. The CAE's support staff shall report and be accountable directly to the CAE. It is further directed that the Board shall be responsible for managing the CAE's tenure and for setting the financial budget for the Internal Audit Department, including salaries, operational expenses, and support costs.

(2) **Duties.** The CAE 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.

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

(4) The CAE will assist the Audit, Compliance, and Risk Committee in carrying out its duties as stated in Section IV(D)(1) of these Bylaws.

(5) The Board will approve an Internal Audit Charter that describes the authority and responsibilities of the CAE and the Internal Audit Department.

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

Trustees Emeriti are non-voting, ex-officio members who are elected for life and provide support for the University as knowledgeable friends and ambassadors. Trustees Emeriti may be invited to Board events and will be reimbursed in accordance with the Board Travel Policy.

Section IV. Committees of the Board.

(A) Standing Committees. In addition to special or ad hoc committees, there shall be the following standing committees:

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

The Audit, Compliance, and Risk; Finance and Administration; and Physical Facilities Committees may

meet jointly for MUSC and MUHA.

(B) Organization and Terms of Office. All standing committee assignments shall be made by the Chairman 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 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 the 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 the call of the roll, and the results of such roll call vote shall be recorded in the minutes of the committee.

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

(D) Powers and Duties of Standing Committees. Standing committees will make appropriate and timely reports and recommendations to the Board which, upon approval by the Board, shall become established policy. Standing committees shall also report to the Board on all financial matters in its area of concern. Committee members shall uphold their duty of care by attending and participating in meetings, strengthening their 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. The standing committees shall have the following powers and duties:

(1) Audit, Compliance, and Risk Committee.

(a) The Audit, Compliance, and Risk Committee shall concern itself with assisting the Board 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, compliance teams, enterprise risk, and the Board. The full Board will continue to have complete access to management and the Internal Audit, Compliance, Enterprise Risk, and Legal departments and may request these departments to review areas of concern to them.

(c) The committee will also review the scope of the audit, compliance, and risk programs of MUSC in accordance with the Audit, Compliance, and Risk Committee Charter.

(d) 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.

(e) The committee has the full authority to review/investigate any matter or activity within the scope of its responsibilities. 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.

(f) 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 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.

(g) The committee shall meet at least two times per year.

(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 Compensation Subcommittee shall be a subcommittee of the committee and reports to the Board through the committee.

- i. The subcommittee shall concern itself with overseeing the employment, retention, succession planning, and compensation of the President, Executive Officers identified in Section V(B), and certain other senior executives of MUSC as determined from time to time by the Board.
- ii. The subcommittee has the authority to take the actions necessary to fulfill the responsibilities delegated to it by the Board as described in the Compensation Subcommittee Charter, unless prohibited by law or these Bylaws, including 1) adoption of formal compensation philosophy and compensation guidelines and parameters; 2) oversight of succession plans for select key positions; 3) coordination of the compensation and evaluation of the President and Board staff; 4) annual review and approval of specific compensation arrangements for senior executives.
- iii. Members of this subcommittee will be appointed by the Chairman of the Board. The chairman of the committee will serve as chairman of this subcommittee.
- iv. Any offer of compensation to any vice president, dean, or other senior executive position designated by the subcommittee, whether written or oral, shall be presented to the committee chairman for review and guidance on required approvals. No offer of compensation shall be effective as binding on the entities without the required approval(s).

- v. The subcommittee, whenever needed, shall make available to the Board reports and recommendations related to compensation, succession planning, evaluation of personnel, and other matters under its purview.

(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) 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 the 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 Board. Faculty members shall have but one annual contract which shall accurately reflect their activities and compensation from MUSC, MUHA, Veterans Affairs, 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.
- (e) 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, these recommendations shall become established policy. The committee shall also report to the Board the recipients of such grants and scholarships.

(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.
- (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, Compliance, and Risk Committee in setting the appropriate tone in communicating the importance of internal control and directing management to establish appropriate internal controls.

(4) Physical Facilities Committee.

(a) The Physical Facilities Committee shall concern itself with the real property and improvements thereto of MUSC 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. This committee will only be concerned with capital projects exceeding cost limits specified in approved Board policies. This committee shall assume full responsibility for the MUSC Facility Plan, including, 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 committee, the committee chairman can appoint one member of the committee and two Trustees at large as a separate subcommittee for each major building project and for architect/engineer and related construction professionals' selections. There may be multiple subcommittees with different Trustees functioning concurrently for different projects. A subcommittee is an active part of the committee and serves under the supervision, control, and direction of the committee. The committee chairman shall consider any expertise or experience of Trustees and their willingness to serve.

(c) The committee shall be charged with the responsibility of all Board matters relating to the physical facilities and real 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 with its recommendations thereon and on all contracts relating to new construction, capital improvements, and major repairs/renovations to existing buildings and grounds.

(d) The committee will establish a formal mechanism decreeing the time and appropriate ceremony to formally accept any completed project.

(e) The Executive Vice President for Finance and Operations or his designee will update the committee as needed on 1) preliminary details of costs associated with various developments and improvements of physical facilities, 2) construction progress, 3) budgetary increases on construction/facility improvements, and 4) all change orders to date.

(f) Once the committee accepts and prioritizes capital project(s) for development, the project(s) will be forwarded to the Finance and Administration Committee 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 the approval of expenditures to the full Board.

(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. In addition, the committee shall concern itself with the development of the strategic fundraising priorities of the institutional advancement programs of the University as well as the review of the Affiliation Agreement between the University and the MUSC Foundation for the provision of development and institutional advancement services (the Services). The MUSC Board shall approve funds budgeted for the Services provided under the Affiliation Agreement through its standard process. Should the Board decide not to approve the MUSC portion of the budget allocated for the Services under the Affiliation Agreement, the Services will transition back to MUSC.

(b) The committee shall make reports and recommendations to the Board 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 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 the academic and operational needs of the University.

(e) The committee shall be concerned with matters related to 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 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.

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 to serve at the will of the Board at a rate of remuneration specified by the Board. The President will be elected by a majority vote of the Trustees in attendance and the vote shall be conducted in accordance with Section II.G. of these Bylaws.

(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.

(2) The President shall be authorized to bind the University and make delegations as he deems necessary in accordance with South Carolina law, except for powers that the Board retains by state statute.

(3) 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 and the faculty and administrative organization of the University and the official spokesman of the University except as to matters within the special province of the Board, in which realm the Chairman of the Board 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.

(4) The President shall present to the Board 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 to the positions covered by these Bylaws 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 shall elect and approve the total compensation packages and subsequent changes thereto of the following additional executive officers unless otherwise indicated. Other executive officers will be elected by a majority vote of the Trustees in attendance, and the vote shall be conducted in accordance with Section II.G. of these Bylaws.

(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, 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. The deans of all colleges and the directors of the academic support units shall report to and through this officer to the President. 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) of MUSC, and

MUHA, collectively referred to as MUSC Health, and the MUSC Foundation, 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. This officer shall be the financial advisor to the President and the Board and serve as Treasurer of the University.

(3) Chief Executive Officer, MUSC Health and Executive Vice President for Health Affairs, MUSC. The CEO, MUSC Health and Executive Vice President for Health Affairs, MUSC, is administratively responsible to the President and Board for all clinical services, as well as human, financial, informational resources, and related activities. The CEO, MUSC Health and Executive Vice President for Health Affairs, MUSC, shall formulate policies with respect to the clinical, education, and research activities of the Authority. The CEO shall exercise overarching control and responsibility for all hospitals owned and operated by MUHA including remote campuses of the Charleston division and hospitals within the MUSC Health Regional Health Network as set forth more fully in the MUHA Bylaws. The CEO, MUSC Health and Executive Vice President for Health Affairs, MUSC, shall be responsible for the development and implementation of joint initiatives to ensure overall alignment of the mission and vision of the clinical enterprise 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 concerning the clinical, educational, and research activities of MUSC Health and is expected to align strategically with the Dean, College of Medicine and Vice President for Medical Affairs, for all College of Medicine clinical activities.

(4) Senior Advisor to the Board of Trustees and Vice President for External Affairs. As Senior Advisor to the Board of Trustees, this officer provides guidance and strategic counsel to the Board. As Vice President for External Affairs, this officer is administratively responsible to the President and is the liaison between federal, state, and local governments on matters affecting the MUSC enterprise. This role maintains close contact with state agencies whose programs and missions involve the enterprise, tracks pertinent legislation, and keeps abreast of public policy which affects the daily operation of the MUSC enterprise. This officer is responsible for securing state and federal funding to further MUSC's mission. In addition, this officer is responsible for identifying and developing strategic partnerships to further MUSC's mission.

(5) Vice President for Institutional Advancement. The Board and the MUSC Foundation shall jointly approve the appointment of the Vice President for Institutional Advancement (VPIA). The VPIA will be approved by a majority vote of the Trustees in attendance and the vote shall be conducted in accordance with Section II.G. of these Bylaws. The VPIA is administratively responsible to the President and the MUSC Foundation CEO 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 University through the MUSC Foundation, of which he may serve as vice president. This officer is also responsible for the management of the University's Board of Visitors. The VPIA will have responsibility to the University to ensure compliance with the MUSC strategic priorities but will be an officer of the MUSC Foundation. As a result, the compensation package and any subsequent changes will be recommended by the MUSC Foundation Board and approved by the MUSC Board. Compensation of the VPIA will be consistent with the MUSC enterprise compensation philosophy and guidelines.

(6) Dean, College of Medicine and Vice President for Medical Affairs. The Dean is the Chief Academic Officer for the College of Medicine (COM) and reports directly to the Executive Vice President for Academic Affairs and Provost for all COM academic and research activities. All department chairs in the COM report to the Dean. In the role of Vice President for Medical Affairs, he is expected to align strategically with the CEO, MUSC Health System, for all COM clinical activities, and is ultimately accountable to the President of MUSC. The Dean, COM and Vice President for Medical Affairs, is responsible for the vision setting, strategic planning, oversight, and investment for education and research in the COM and integration and alignment of the COM clinical mission with the MUSC Health System. As Vice President for Medical Affairs, he serves in critical clinical leadership roles within the MUSC Health System through direct supervision of COM clinical chairs, as a member of the strategic decision-making body for the University (President's Council), as a member of the MUSC Health System committees, and serving to monitor and enforce MUSC Health System clinical performance standards.

(7) 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 MUSC. 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 is responsible to the Board 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 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 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.

The Faculty Senate of MUSC 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 faculty and administration 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, upon the recommendation of the Faculty Senate and the Administration. Corrections of scrivener's errors and minor grammatical and punctuation errors that do not change the context of the document do not require Board approval.

Section VII. Appeals to the Board.

(A) **Faculty.** The right of appeal to the Board by any faculty member 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.

(B) **Administrative Personnel.** With respect to non-faculty administrative personnel, the Board, 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 a vote of the Board upon nominations made by Trustees to the President.

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

(a) The two (2) Trustees from each of the Congressional Districts shall each submit up to two (2) nominations which may be from in-state or out-of-state.

(b) The voting ex-officio member (or his designee) and the at-large Trustee shall each submit up to two (2) nominations which may be from in-state or out-of-state.

(c) Trustee Emeriti may submit one (1) nomination each which may be from in-state or out-of-state.

(d) All nominations shall be sent to the President following approval by the Board.

(3) Terms of appointment shall be two (2) years with appointments made biennially (once every two (2) years). After a lapse of two terms (four years), an individual may be reappointed to serve. Any vacancy that may occur from time to time shall be filled by the Board.

(B) **Duties.** The Board of Visitors shall be oriented as to the purposes, goals, and objectives of MUSC. They shall become familiar with the University's assets, capabilities, services, desires, and needs through the orientation process. 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 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 in 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 by a favorable vote of at least two-thirds of the Trustees present and voting, but the proposed amendment must first have been stated in writing and sent to each Trustee 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; December 13, 2019; April 8, 2022; October 13, 2023; October 11, 2024; December 13, 2024; October 10, 2025.