

**MEDICAL UNIVERSITY HOSPITAL AUTHORITY BOARD OF TRUSTEES
MEETING MINUTES
APRIL 14, 2023**

The MUHA Board of Trustees convened on April 14, 2023, with the following members present: Dr. James Lemon, Chair; Charles Schulze, Vice-Chair; Terri Barnes, Jim Battle; Bill Bingham; Dr. Melvin Brown; Dr. Fritz Butehorn; Dr. Guy Castles; Dr. Richard Christian; Dr. Paul Davis; Dr. Don Johnson; Barbara Johnson-Williams; Mr. Michael Stavrinakis, and Dr. Bart Witherspoon. MUSC officials present were Dr. David Cole; Rick Anderson; Dr. Patrick Cawley; Annette Drachman; Dr. Terry Steyer; Dr. Lori McMahon; Dr. Lisa Saladin; and Mark Sweatman.

Item 1. Call to Order.

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

Item 2. Roll Call for the MUHA and MUSC Board of Trustees.

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

Item 3. Date of Next Meeting.

Katherine Haltiwanger announced the date of the next meeting of the MUSC and MUHA Board of Trustees is May 19, 2023.

Item 4. Approval of Minutes.

Chairman Lemon called for a motion to approve the minutes of February 10 and March 15, 2023.

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

RECOMMENDATIONS AND INFORMATIONAL REPORTS OF THE PRESIDENT

Item 5. Other Business.

The Board was given copies of the April President’s Report.

Board Action: Report received as information.

**AUTHORITY OPERATIONS, QUALITY & FINANCE COMMITTEE: DR. FRITZ BUTEHORN, ACTING CHAIR
(Detailed committee minutes attached.)**

Item 6. MUSC Health Status Report.

Dr. Butehorn reported that Dr. Patrick Cawley gave reported on WINS and FY2023 organizational goal performance and results from the annual employee engagement survey.

Board Action: Report received as information.

Item 7. MUHA Financial Report.

Dr. Butehorn reported that Lisa Goodlett, Chief Financial Officer, MUSC Health, reported on financial performance through February 28, 2023.

Board Action: Report received as information.

Item 8. Item removed.

Item 9. Quality Report.

Dr. Butehorn reported that Dr. Danielle Scheurer, Chief Quality Officer, MUSC Health, gave the quality and patient safety report focused on Quality WINS, rankings, and scorecards.

Board Action: Received as information.

Item 10. MUSC Governmental Affairs Report.

Item deferred.

Item 11. MUSC Physicians Update.

Dr. Butehorn made a motion to approve the further build-out of the Voice & Swallow space at MUSC Health East Cooper to increase clinic rooms from 4 to 5; expand scope storage/cleaning space and replace the current audio booth with two booths for an upfront cost of \$752,909 with a positive ROI by year two.

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

Item 12. Other Committee Business.

None.

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

Item 13. MUHA and MUSC Leases for Approval.

Mr. Bingham made a motion to approve the following:

- Lease renewal of 8,981, square feet of clinical space at 4480 Leeds Place West for Physical Therapy, Occupational Therapy, and Speech Therapy. Five-year lease term for a total cost of \$715,220.
- New lease of 2,436 square feet of clinical space at 176 Croghan Spur Road, Suite 104A, Charleston, for Hollings Cancer Center. Five-year lease term for a total cost of \$416,750.

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

Item 14. College of Health Professions Building Project Budget Adjustment for Approval.

David Attard, Chief Facilities Officer, presented for approval, the College of Health Professions President Street Academic Building project budget increase of \$20,000,000 for a new total project cost of \$70,000,000.

Board Action: Mr. Bingham made a motion to approve, the motion was seconded, voted on, and unanimously carried.

Item 14.1 College of Medicine Building Project Budget Adjustment for Approval.

David Attard, Chief Facilities Officer, presented for approval, the College of Medicine and Academic Building / Mechanical Room Expansion project budget increase of \$28,000,000 for a new total project cost of \$200,000,000.

Board Action: Mr. Bingham called for a motion to approve. Mr. Schulze made a motion to approve, the motion was seconded, voted on, and carried with Mr. Bingham abstaining from the vote.

Item 15. Professional Services Selections for Approval.

David Attard, Chief Facilities Officer, presented for approval, the following professional services selections:

- Brownstone Construction Group as the Construction Manager Agent for the College of Health Professions and the College of Medicine buildings project
- ADC Engineering and WGI, Inc., for Structural Engineering Indefinite Deliver/Quantity contracts

Board Action: Mr. Bingham made a motion to approve, the motion was seconded, voted on, and unanimously carried.

Item 16. Acquisition of Real Property from The Medical University of South Carolina Foundation.

Rick Anderson, EVP for Finance and Operations, requested the adoption of the resolution authorizing the negotiation, execution, and delivery of purchase, sale, and contribution agreements and the application for State approval of the related real property acquisition.

Board Action: Mr. Bingham made a motion to approve, the motion was seconded, voted on, and unanimously carried.

Item 17. Conveyance of Real Property from The Medical University of South Carolina (MUSC) to the Medical University Hospital Authority (MUHA).

Rick Anderson, EVP for Finance and Operations, requested the adoption of the resolution authorizing MUSC to convey real property to MUHA and for MUHA to acquire the real property from MUSC, the negotiation, execution, and delivery of purchase, sale, and contribution agreements and the application for State approval of the related real property acquisition.

Board Action: Mr. Bingham made a motion to approve, the motion was seconded, voted on, and unanimously carried.

Item 18. Other Committee Business.

None.

**MUHA AND MUSC AUDIT COMMITTEE: MR. CHARLES SCHULZE, ACTING CHAIR
(Detailed committee minutes attached.)**

Item 19. KPMG FY2023 External Audit Entrance Conference.

Mr. Schulze reported that Jennifer Hall, Senior Partner with KPMG, presented the FY2023 External Audit plan.

Board Action: Received as information.

Item 20. Enterprise Compliance Report.

Mr. Schulze reported that Katelyn Barber, Director of Privacy, MUSC Health, presented the annual HIPAA update for the MUSC enterprise.

Board Action: Received as information.

Item 21. Report of the Office of Internal Audit.

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

Board Action: Received as information.

Item 22. Other Committee Business.

None.

OTHER BUSINESS FOR THE BOARD OF TRUSTEES

Item 23. Approval of Consent Agenda.

Approval of the consent agenda was requested.

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

Item 24. Executive Session.

A motion was made by Mr. Jim Battle to move into closed session to discuss the following items pursuant to sections 30-4-70(a) of the South Carolina Code for the following:

- Employment matters,
- Strategic initiatives related to clinical and academic services,
- Negotiation of contracts related to the purchase and sale of real property and development of energy resources,

- Negotiation of contracts related to the construction of the College of Health Professions and College of Medicine buildings; and,
- the receipt of legal advice relating to a pending lawsuit and other matters covered by the attorney-client privilege.

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

Item 25. New Business for the Board of Trustees.

None.

Item 26. Report from the Chairman.

None.

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

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

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

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

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

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

Item 29. Revisions to the MUSC Health RHN Unified Medical Staff Bylaws

Revisions to the MUSC Health RN Unified Medical Staff Bylaws were presented for approval.

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

Item 30. Revisions to the MUSC Health RHN Unified Medical Staff Credentialing Manual

Revisions to the MUSC Health RHN Unified Medical Staff Credentialing Manual were presented for approval.

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

Consent Agenda for Information

Item 31. MUSC Health Charleston Division MEC Minutes

MEC minutes from January 2023 were presented for information.

Board Action: Received as information.

Item 32. MUSC Health RHN Unified MEC Minutes

MEC minutes from March 2023 were presented for information.

Item 33. Contracts and Agreements

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

Committee Action: Received as information.

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

Facilities contracts awarded were presented for information.

Board Action: Received as information.

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

Respectfully submitted,

Katherine S. Haltiwanger

Board Secretary

Hospital Operations, Quality, and Finance Committee Minutes
April 13, 2023

Item 6. MUSC Health Status Report

Dr. Patrick Cawley, CEO, MUSC Health, presented the MUSC Health Status report and shared recent wins including the growth of the kidney transplant program in Lancaster, the new Department of Corrections inpatient unit at MUSC Health Chester Medical Center, and MUSC Health Orangeburg receiving Joint Commission certification. He reported on pillar goal performance for the fiscal year 2023 to date and gave an update on the organization-wide performance in the care team member/employee annual survey.

Committee Action: Received as information.

Item 7. MUHA Financial Report

Lisa Goodlett, CFO, MUSC Health, presented the year-to-date financial results for MUSC Health Consolidated. As of February 28, 2023, Days cash on hand were 57; debt service coverage was 1.97 and the adjusted total margin was \$55.8M or 2.4% with \$8.6 M unfavorable to a fixed budget.

Committee Action: Received as information.

Item 8. Item removed

Item 9. Quality Report

Dr. Danielle Scheurer, Chief Quality Officer, MUSC Health, reported on Quality WINS, rankings, and scorecards. Quality WINS included MUSC Health Charleston, Orangeburg campus, which completed a successful Joint Commission survey; MUSC Health Children's and Women's Hospital named to Leapfrog's first-ever best pediatric hospitals list, and Population Health and Family Medicine were awarded a \$580,000 grant from the Duke Endowment to develop a community health worker program for addressing social determinants of health risks for patients across the health system. Dr. Scheurer also reported hospital and nursing home quality rankings.

Committee Action: Received as information.

Item 10. Legislative Update

Report deferred to executive session.

Item 11. MUSC Physicians Update

Dr. Gene Hong, Chief Physician Executive, MUSC Physicians, requested approval of the further build-out of the Voice & Swallow space at MUSC Health East Cooper to increase clinic rooms from 4 to 5; expand scope storage/cleaning space and replace the current audio booth with two booths for an upfront cost of \$752,909 with a positive ROI by year two.

Committee Action: Received as information.

Item 12. Other Committee Business. None.

Consent Agenda for Approval

Item 27. MUSC Health Charleston Appointments, Reappointments, and Delineation of Privileges

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

Action: Recommend approval.

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

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

Action: Recommend approval.

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Action: Recommend approval.

Item 30. Revisions to the MUSC Health RHN Unified Medical Staff Credentialing Manual

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Action: Recommend approval.

Consent Agenda for Information

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Committee Action: Received as information.

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Item 33. Contracts and Agreements.

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

Committee Action: Received as information.

There being no further business, the committee adjourned.

Jane L. Scutt

MUHA and MUSC Physical Facilities Committee Minutes
April 13, 2023

Item 13. MUHA and MUSC Lease Renewals for Approval.

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

- Lease renewal of 8,981, square feet of clinical space at 4480 Leeds Place West for Physical Therapy, Occupational Therapy, and Speech Therapy. Five-year lease term for a total cost of \$715,220.
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Committee Action: Recommend approval.

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Committee Action: Recommend approval.

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Committee Action: Recommend approval.

Chairman Lemon requested that the minutes reflect that Mr. Bingham abstained from the vote.

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Committee Action: Recommend approval.

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Rick Anderson, EVP for Finance and Operations, requested the adoption of the resolution authorizing the negotiation, execution, and delivery of purchase, sale, and contribution agreements and the application for State approval of the related real property acquisition.

Committee Action: Recommend approval.

Item 17. Conveyance of Real Property from The Medical University of South Carolina (MUSC) to the Medical University Hospital Authority (MUHA).

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Committee Action: Recommend approval.

Item 18. Other Committee Business.

None.

Consent Agenda for Information

Item 34. MUSC Facilities Contracts Awarded.

Facilities contracts awarded were presented for information.

Committee Action: Received as information.

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

Jan L. Smith

MUHA and MUSC Audit Committee Minutes
April 13, 2023

Item 19. KPMG FY2023 External Audit Entrance Conference

Ms. Jennifer Hall, Senior Partner, KPMG, presented the FY 2023 external audit plan and strategy for MUHA, MUSC, MUSC Physicians, and MUSC Strategic Ventures. She reviewed the summary of services provided and the client service team. Ms. Hall announced that Alison Upton will be the next leader for the MUSC Audit starting in FY2024. Primary factors included in the risk assessment include recent significant developments; complexity; related parties; degree of subjectivity; outside the normal course of business and complexity with error and fraud. Significant risks identified include management override of controls and additional risks include third-party reimbursement settlements (MUHA & UMA); valuation of pension and OPEB liabilities; accounting for acquisition (MUHA); and compliance with grant, state, and federal regulations. Other matters impacting the FY2023 audit include new system implementation (OurDay) and MUHA acquisition. Ms. Hall reviewed the single audit overview and scope and discussed information technology involvement and the use of technology including analytics, automation, collaboration, and workflow in the audit process.

Committee Action: Recommend approval.

Item 20. Enterprise Compliance Report.

Katelyn Barber, Director of Privacy, MUSC Health, gave the annual Enterprise HIPAA Update for MUHA, MUSC, and MUSC-P for CY2022. Ms. Wertz reported 118 breaches with the highest breaches from unauthorized access, hard copies (mail), and information technology. She shared HIPAA privacy highlights including revised privacy assessment tools and policies for aligning procedures due to health system growth and refining tools to target risk for investigations. Physical assessments and programmatic reviews conducted include 292 HIPAA site visits. Continued collaboration with Information Security including education, policies, privacy, and security reviews; identifying administrative and technical safeguards for PHI; collaboration with departments on new software technology and secure email awareness and safeguards.

Committee Action: Received as information.

Item 21. Report of the Office of Internal Audit.

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

Committee Action: Received as information.

Item 22. Other Committee Business. None.

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

Respectfully submitted,

