

MEDICAL UNIVERSITY HOSPITAL AUTHORITY BOARD OF TRUSTEES MEETING MINUTES
October 13, 2023

The MUHA Board of Trustees convened on October 13, 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. Paul Davis; Dr. Murrell Smith; Tom Stephenson, Michael Stavrinakis; and Dr. Bart Witherspoon. MUSC officials present were Dr. David Cole; Rick Anderson; Kate Azizi; Dr. Patrick Cawley; Annette Drachman; Dr. Lori McMahon; Dr. Lisa Saladin; Dr. Terry Steyer; 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 December 8, 2023.

Item 4. Approval of Minutes.

Chairman Lemon called for a motion to approve the minutes of August 11 and September 19, 2023.

Board Action: Mr. Schulze moved for approval, his motion was seconded and unanimously carried.

RECOMMENDATIONS AND INFORMATIONAL REPORTS OF THE PRESIDENT

Item 5. General Informational Report of the President.

Dr. David Cole introduced Cathie Cannon, MUSC’s Chief Communications and Marketing Officer, who updated the Board on MUSC’s upcoming bicentennial celebration in 2024. The Guiding Principles of MUSC’s bicentennial will be to showcase MUSC’s innovation and excellence; acknowledge and honor important milestones and individuals that shaped MUSC’s history, and design efforts to be of interest to a wide variety of audiences and foster community engagement. The four bicentennial committees include History and Exhibits; Media and Promotions; Art and Physical Structure; and Events and Fundraising. Planned events include flag raising over the state capital and a time capsule; a documentary; traveling exhibits; website; campus signage and advertising; art collection; virtual lecture series; alumni fundraising events; and a gala on November 21, 2024. Ms. Cannon shared examples of the campus signage and additional advertising including digital billboards, CARTA bus wraps, and digital advertising banners. There is a website that is now live dedicated to the bicentennial. There will be a fundraiser of bicentennial branded items including MUSC custom-designed limited-edition bowties and cuffs, apparel, and other items commemorating the bicentennial. Ms. Cannon concluded her presentation by sharing the timeline for the next four months relating to the bicentennial kick-off.

Board Action: Report received as information.

Item 6. Other Business.

None.

AUTHORITY OPERATIONS, QUALITY & FINANCE COMMITTEE: DR. MURRELL SMITH, CHAIR

(Detailed committee minutes attached.)

Item 7. MUSC Health Status Report.

Dr. Smith reported that Dr. Patrick Cawley, Chief Executive Officer, MUSC Health, gave an update on FY24 organizational goals progress.

Board Action: Report received as information.

Item 8. MUHA Consolidated Financial Report.

Dr. Smith reported that Lisa Goodlett, Chief Financial Officer, MUSC Health, reported on MUHA Consolidated's financial performance through August 31, 2023.

Board Action: Report received as information.

Item 9. Capital Purchase for Approval.

Dr. Smith made a motion to approve the following capital expenditure requests:

- MUSC Health Charleston - Hollings Cancer Center Infusion Pharmacy Rebuild and Expansion - \$2.1M
- MUSC Health Midlands - Orthopedics C-arms, Stryker Power, Tower, and Table - \$ 1.2 M; Cath 5 Rebuild - \$ 2.0 M; Downtown CT Construction - \$ 600 K, and Harmony Microscope - \$ 510 K

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

Item 11. Quality and Patient Safety Report.

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

Board Action: Received as information.

Item 12. MUSC Governmental Affairs Report.

Dr. Smith reported that the Chair of the House 3 M Committee, Sylleste Davis, and fellow committee members Representative Mark Smith and Representative Brandon Cox, shared brief remarks with the board.

Board Action: Received as information.

Item 13. The agenda item was removed.

Item 14. Other Committee Business.

None.

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

Item 15. MUHA Lease Renewals for Approval.

- 32,635 square feet of clinical space and office space located at 1175 Cook Road in Orangeburg for Endocrinology, Orthopaedics, Cardiology, Behavioral Health, Urology, and General Surgery. Ten-year lease term at a total cost of \$9,203,443.
- 380,573 square feet of clinical space and office space located at Rutledge Avenue, Calhoun Street, and Ashley Avenue in Charleston for various departments to support patient needs on the Peninsula. Fifteen-year lease term at a total cost of up to \$73,249,950.

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

Item 16. MUSC Property Disposal for Approval.

Mr. Bingham made a motion to approve for the CEO, MUSC Health, and CFO, MUSC Health, to take the necessary steps to divest the following properties:

Address	Description	Year Built
110 S. Cleveland Street, Kershaw, SC	3K SF vacant facility	1961
1211 Roberts Street Camden, SC	2K SF facility	1950
124 Battleship Road Camden, SC	12K SF vacant facility	1980

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

Item 17. MUHA Professional Services Selections for Approval.

Mr. Bingham made a motion to approve the following professional services selections for architectural design indefinite quantity contracts for the MUSC Health Catawba Division: Compass5, LS3P, McMillanPazdanSmith, and Novus Architects.

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

Item 18. MUSC Establish Projects for Approval.

Mr. Bingham made a motion to approve the following projects:

- Renovations to the Wellness Center pool to correct various deficiencies for a total project cost of \$729,000. Project funding will come from Wellness Center funds.
- Renovations to rooms 418 and 424-426 to improve resident space for a total project cost of \$260,000. Project funding will come from Surgery reserves.

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

Item 19. MUSC Project Budget Adjustment for Approval.

Mr. Bingham made a motion to approve a \$400,000 budget adjustment to the MUSC parking garages and waterproofing repairs project. The new project cost will be \$2,675,000.

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

Item 20. MUSC Professional Services Selections for Approval.

Mr. Bingham made a motion to approve the following professional services selections for Indefinite Quantity Contracts (IDQ):

- Electrical Engineering IDQ: RMF, DWG, and GWA
- Building Envelope Waterproofing Engineering: BEE Group and Terracon

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

Item 21. Other Committee Business.

None.

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

Item 22. MUSC Drug Diversion Prevent Program.

Mr. Stephenson reported that Eddie Black, Director, Controlled Substance Diversion, and Ernest Thomas, Manager, Controlled Substances Audit, gave a presentation on MUSC's Drug Diversion Prevention Program.

Board Action: Received as information.

Item 23. Report of the Office of Internal Audit.

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

Board Action: Received as information.

Item 23.1 Enterprise Compliance Report.

Mr. Stephenson reported that board members were provided a copy of the Enterprise Compliance update.

Item 24. Other Committee Business.

None.

OTHER BUSINESS FOR THE BOARD OF TRUSTEES

Item 25. Revised MUHA Bylaws for Approval.

Revisions to the MUHA Bylaws were presented for approval.

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

Item 26. Approval of Consent Agenda.

Approval of the consent agenda was requested.

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

Item 27. Executive Session.

Mr. Battle made a motion to move into closed session to discuss the following items pursuant to sections 30-4-70(a) of the South Carolina Code: Strategic initiatives; trade secrets; 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 28. New Business for the Board of Trustees.

None.

Item 29. Report from the Chairman.

None.

Item 30. MUSC Health Charleston Division Appointments, Reappointments, and Delineation of Privileges (Consent item)

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

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

Item 31. MUSC Health Unified RHN Appointments, Reappointments, and Delineation of Privileges (Consent item).

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

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

Item 32. MUSC Health Charleston Division MEC Minutes (Consent item).

MEC minutes from July and August 2023 were presented for information.

Board Action: Received as information.

Item 33. Contracts and Agreements (Consent item).

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

Board Action: Received as information.

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

Facilities contracts awarded were presented for information.

Board Action: Received as information.

Item 35. 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
October 12, 2023**

Item 7. MUSC Health Status Report.

Dr. Patrick Cawley, Chief Executive Officer, MUSC Health, gave a brief update focused on the FY2024 organizational goals progress. Dr. Cawley reminded the board there are six goals: service which relates to patient satisfaction; people which measures employee satisfaction and turnover; quality and safety; finance; growth, and innovation which is how we focus on bringing in new things. Dr. Cawley then shared year-to-date goals progress at the system level and then by each division.

Committee Action: Received as information.

Item 8. MUHA Consolidated Financial Report.

Lisa Goodlett, Chief Financial Officer, MUSC Health, updated the board on the clean unqualified audit opinion on the FY23 financials for MUHA, MUSC Community Physicians, and MUSC Physicians. Ms. Goodlett informed the board that Days Cash on Hand is below expectations of 47 versus the plans of 48. MUHA will start to improve its cash position and anticipates ending the year between 54 to 56 days. Related to the debt service coverage ratio, MUHA is exceeding the needed results. For operating performance, MUHA's adjusted total margin for August year-to-date is \$23M. Ms. Goodlett shared that the non-cash pension and OPEB impact expected for FY24 is \$180M. Mr. Goodlett also reported that HUD requires a board report every six months if any of the following requirements are not met: loss from operations cannot be greater than 1% of total operating revenues; net income greater than 0; and fully fund the Mortgage Reserve Fund.

Committee Action: Received as information.

Item 9. Capital Purchase for Approval.

Lisa Goodlett presented for approval the following capital expenditure requests:

- MUSC Health Charleston: Hollings Cancer Center Infusion Pharmacy Rebuild and Expansion - \$2.1M
- MUSC Health Midlands: Orthopedics C-arms, Stryker Power, Tower, and Table - \$ 1.2 M; Cath 5 Rebuild - \$ 2.0 M; Downtown CT Construction - \$ 600 K, and Harmony Microscope - \$ 510 K

Committee Action: Recommend approval.

Item 11. Quality and Patient Safety Report.

Dr. Danielle Scheurer, Chief Quality Officer, MUSC Health, reported on Quality WINS, rankings, and scorecards. Quality WINS include hitting "5" in Accountable Care Organizations (ACO) readmissions and well-child checks and substantial progress in the Blue Cross Blue Shield Rewarding Excellence Program. Dr. Scheurer also reported on other quality-driven hospital and nursing home rankings and gave an update on FY2024 quality scorecards.

Committee Action: Received as information.

Item 12. Legislative Update.

Chair of House 3 M Committee, Sylleste Davis, and fellow committee members Representative Mark Smith and Representative Brandon Cox, toured the Hollings Cancer Center earlier today and then

shared brief remarks with the board indicating support for MUSC in its budget request and thanked MUSC for delivering statewide and rural healthcare to SC citizens.

Committee Action: Received as information.

Item 13. Agenda item was removed.

Item 14. Other Committee Business.

None.

Consent Agenda for Approval

Item 30. MUSC Health Charleston Appointments, Reappointments, and Delineation of Privileges.

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

Action: Recommend approval.

Item 31. MUSC Health RHN Appointments, Reappointments, and Delineation of Privileges.

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

Action: Recommend approval.

Consent Agenda for Information

Item 32. MUSC Health Charleston Division MEC Minutes.

MEC minutes from July and August 2023 were presented for information.

Committee Action: Received as information.

Item 33. Contracts and Agreements.

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

Committee Action: Received as information.

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

Jane Scutt

**MUHA and MUSC Physical Facilities Committee Minutes
October 12, 2023**

Item 15. MUHA Lease Renewals for Approval.

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

- 32,635 square feet of clinical space and office space located at 1175 Cook Road in Orangeburg for Endocrinology, Orthopaedics, Cardiology, Behavioral Health, Urology, and General Surgery. Ten-year lease term at a total cost of \$9,203,443.
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Committee Action: Recommend approval.

Item 16. MUSC Property Disposal for Approval.

Lisa Goodlett, Chief Financial Officer, MUSC Health, requested approval for the CEO, MUSC Health, and CFO, MUSC Health, to take the necessary steps to divest the following properties:

Address	Description	Year Built
110 S. Cleveland Street, Kershaw, SC	3K SF vacant facility	1961
1211 Roberts Street, Camden, SC	2K SF facility	1950
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Committee Action: Recommend approval.

Item 17. MUHA Professional Services Selections for Approval.

Gopi Omraju, Senior Program Director, EPMO, presented for approval the following professional services selections for architectural design indefinite quantity contracts for the MUSC Health Catawba Division: Compass5, LS3P, McMillanPazdanSmith, and Novus Architects.

Committee Action: Recommend approval.

Item 18. MUSC Establish Projects for Approval.

David Attard, Chief Facilities Officer, presented the following projects for approval:

- Renovations to the Wellness Center pool to correct various deficiencies for a total project cost of \$729,000. Project funding will come from Wellness Center funds.
- Renovations to rooms 418 and 424-426 to improve resident space for a total project cost of \$260,000. Project funding will come from Surgery reserves.

Committee Action: Recommend approval.

Item 19. MUSC Project Budget Adjustment for Approval.

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Committee Action: Recommend approval.

Item 20. MUSC Professional Services Selections for Approval.

David Attard, Chief Facilities Officer presented for approval, the following professional services selections for Indefinite Quantity Contracts (IDQ):

- Electrical Engineering IDQ: RMF, DWG, and GWA
- Building Envelope Waterproofing Engineering: BEE Group and Terracon

Committee Action: Recommend approval.

Item 21. Other Committee Business.

None.

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

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

Committee Action: Received as information.

Item 35. MUSC Facilities Contracts Awarded (Consent Item).

Facilities contracts awarded were presented for information.

Committee Action: Received as information.

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

Jane Scutt

MUHA and MUSC Audit Committee Minutes
October 12, 2023

Item 22. MUSC Drug Diversion Prevention Program

Eddie Black, Director of Diversion Prevention, MUSC Health, and Ernest Thomas, Manager of Controlled Substance Audits, MUSC, gave a presentation on MUSC's Drug Diversion Prevention Program. Mr. Black defined drug diversion and relayed the reasons why drug diversion is so crucial in healthcare facilities. The scope of work encompasses 316 work areas and includes audits, investigations, drug destruction, education, and DEA/DHEC registration support. Mr. Black explained the goals of the program are prevention; detection; response, and continuous improvement, and then shared examples under each of the goals. The key pillars of the program include strategic collaboration; capacity building; oversight; transparency; and accountability. Current education and training include targeted sessions based on specific needs and staff requests or audit findings. Future plans include institutionalized training for all staff; initial education upon onboarding; and annual refreshers. System-wide measures in place include diversion risk rounds; audit protocols; technological solutions and review mechanisms. Mr. Black concluded his presentation with a review of the benefits and the successes of MUSC's Drug Division Program

Committee Action: Received as information.

Item 23. Report of the Office of Internal Audit.

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

Committee Action: Received as information.

Item 23.1 Enterprise Compliance Report.

Mr. Stephenson reported that all board members received a copy of the Enterprise Compliance Update.

Item 24. Other Committee Business.

None.

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

Respectfully submitted,

Jane Scutt