

FILED

STATE OF SOUTH CAROLINA 2023 OCT 10 PM 1: 13 ORDINANCE NUMBER 2023-18

COUNTY OF CALHOUN

LAKESHIA D. CORER
CLERK OF COURT
CALHOUN COUNTY
ST. MATTHEWS, SC

An Ordinance to Amend the Calhoun County Code of Ordinances, Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital

WHEREAS, in accordance with Act 504 of the 1980 Acts and Joint Resolutions of the General Assembly of South Carolina, as replaced by duly enacted companion ordinances of Orangeburg County, South Carolina and Calhoun County, South Carolina (together, the "Counties") set forth in Chapter 20, Article III, Divisions 1 and 2 of the Orangeburg County Code of Ordinances (the "Orangeburg Ordinance") and Chapter 2, Article IV, Division 6 of the Calhoun County Code of Ordinances (the "Calhoun Ordinance"), respectively, the Counties established the Regional Medical Center of Orangeburg and Calhoun Counties (the "Hospital");

WHEREAS, Section 20-86 of the Orangeburg Ordinance and Section 2-303 of the Calhoun Ordinance each provide that the corporate powers and duties of the Hospital are to be exercised and performed by a board of trustees (the "Hospital Board") appointed by Orangeburg County Council and Calhoun County Council;

WHEREAS, Section 20-90(19) of the Orangeburg Ordinance and Section 2-306(19) of the Calhoun Ordinance each provide that the Hospital Board shall not dispose of or lease the Hospital building or any real estate without first having obtained the written consent of Orangeburg County Council and Calhoun County Council;

WHEREAS, the South Carolina General Assembly, in Proviso 23.6 of the South Carolina General Appropriations Bill for Fiscal Year 2022-2023 enacted on June 29, 2022 (the "State Proviso"), stipulated that The Medical University of South Carolina, a political subdivision of the State of South Carolina ("MUSC") and Medical University Hospital Authority, a state authority organized and existing pursuant to S.C. Code Ann. § 59-123-60 ("MUHA") partner with the Hospital for research and improved access to care in rural and underserved communities experiencing chronic disease;

WHEREAS, MUHA operates hospitals in furtherance of the educational, scientific, medical and charitable purposes of MUSC, to provide inpatient and outpatient hospital services and a variety of other medical services to persons, including economically disadvantaged persons, in South Carolina and to provide opportunities for MUSC medical students, interns and residents to develop their diagnostic and therapeutic skills in the treatment of patients with a wide range of injuries, diseases and infirmities;

WHEREAS, MUSC offers various clinical services in furtherance of its mission of optimizing human life through patient care to underserved populations, and is desirous of becoming a national resource for basic research, clinical research and disciplinary approaches to patient treatment and a community resource through teaching, outreach and communication efforts;

WHEREAS, pursuant to amendments adopted by Orangeburg County Council on September 28, 2022 and amendments adopted by Calhoun County Council on September 26, 2022, Section 20-92 was added to the Orangeburg Ordinance and Section 2-313 was added to the Calhoun Ordinance (collectively, the "Ordinance Amendments");

WHEREAS, the Ordinance Amendments reconstituted the Hospital Board and established a Constituency Advisory Board;

WHEREAS, the Ordinance Amendments stipulated that the Hospital Board could only enter into a long-term lease of the Hospital and other agreements related thereto as directed in writing by Orangeburg County Council and Calhoun County Council;

WHEREAS, in furtherance of the guidance set forth in the State Proviso, and in order to better serve the health care needs of the community, the Hospital Board determined that it was advisable and in the best interests of the Hospital to enter into that certain Lease and Community Health Development Agreement by and among MUHA, the Hospital, Edisto Regional Health Services, Inc., and, for certain limited purposes, the Counties (the "Agreement");

WHEREAS, pursuant to that certain resolution of Orangeburg County dated February 21, 2023 and that certain resolution of Calhoun County dated February 27, 2023, the Orangeburg County Council and the Calhoun County Council each (i) consented to the lease of the Hospital in accordance with Section 20-90(19) of the Orangeburg Ordinance and Section 2-306(19) of the Calhoun Ordinance, respectively, with the Counties' consent evidenced by the execution of the Agreement by the respective Chair of each County Council, for those certain limited purposes as set forth in the Agreement and (ii) directed that the Hospital Board enter into the Agreement and such other necessary agreements related hereto, in accordance with the requirements of the Ordinance Amendments;

WHEREAS, the Agreement was entered into on February 28, 2023, to be effective as of March 1, 2023;

WHEREAS, upon the Agreement becoming effective, the name of the Hospital's facilities was changed;

WHEREAS, the Hospital Board is vested with certain rights, duties and responsibilities pursuant to the terms of the Agreement; and

WHEREAS, the Counties desire to amend the Orangeburg Ordinance and the Calhoun Ordinance in order to, among other things, establish the Regional Medical Center of Orangeburg and Calhoun Counties Executive Committee, which shall wind up the legacy healthcare operations of the Hospital and discharge the functions of the Hospital Board as set forth in the Agreement, thereby maintaining accountability as the governing body of the Hospital and ensuring transparency to the public.

NOW, THEREFORE, BE IT ENACTED and HEREBY ORDAINED as follows:

Section 1. Amendment of Chapter 2. Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, of the Calhoun County Code of Ordinances is amended in the manner set forth in **Exhibit A** attached hereto and incorporated by reference into this ordinance.

Section 2. Conflicts; Severability; Effective Date. Any previously enacted ordinance or parts of an ordinance that conflict with the provisions of this ordinance is/are hereby repealed from and after the effective date of this ordinance. If, for any reason, any part of this ordinance is invalidated by a court of competent jurisdiction, the remaining portions of this ordinance shall remain in effect. This ordinance shall become effective on October 17, 2023, subject to prior approval at third reading.

Adopted and approved this 9th day of October, 2023.

CALHOUN COUNTY COUNCIL




James E. Haigler, Chairman

ATTEST:


Shayla C. Jenkins, Clerk to Council

First Reading:	September 11, 2023 (by title only)
Second Reading:	September 25, 2023
Third Reading:	October 9, 2023
Public Hearing:	October 9, 2023

Exhibit A

Division 6

The title of Division 6. - Orangeburg-Calhoun Regional Hospital set forth in Chapter 2 - Administration, Article IV. - Boards and Commissions of the Calhoun County Code of Ordinances is deleted in its entirety and replaced with the following:

DIVISION 6. - REGIONAL MEDICAL CENTER OF ORANGEBURG AND CALHOUN COUNTIES

Section 2-301

Section 2-301 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Established" is deleted in its entirety and replaced with the following:

Sec. 2-301. - Established.

There is hereby created a body politic and corporate to be known as the Regional Medical Center of Orangeburg and Calhoun Counties. The Executive Committee shall serve as successor to the board of trustees of the Regional Medical Center of Orangeburg and Calhoun Counties, and shall endeavor to wind up the legacy healthcare operations of the Regional Medical Center of Orangeburg and Calhoun Counties in a timely and efficient manner, administer the Lease Agreement and perform such other duties as set forth in this division. References to the term Hospital Board set forth in the Lease Agreement shall be deemed to be references to the Executive Committee.

Section 2-302

Section 2-302 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Hospital is a corporate body" is deleted in its entirety and replaced with the following:

Sec. 2-302. - Definitions.

When used in this division and unless otherwise defined or the specific context indicates otherwise:

- (1) *"Executive Committee"* means the Regional Medical Center of Orangeburg and Calhoun Counties Executive Committee.
- (2) *"Hospital Facilities"* means the hospital and related facilities owned by the Regional Medical Center of Orangeburg and Calhoun Counties that were leased to Medical University Hospital Authority pursuant to the terms of the Lease Agreement.
- (3) *"Lease Agreement"* means the Lease and Community Health Development Agreement dated February 28, 2023 and effective as of March 1, 2023, by and among Medical University Hospital Authority, the Regional Medical

Center of Orangeburg and Calhoun Counties, Edisto Regional Health Services, Inc., and, for certain limited purposes, Orangeburg County and Calhoun County.

- (4) *"Medical University Hospital Authority"* means that state authority organized and existing pursuant to S.C. Code § 59-123-60.

Section 2-303

Section 2-303 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Board of trustees - Appointment" is deleted in its entirety and replaced with the following:

Sec. 2-303. - Executive Committee - Authority.

The corporate powers and duties of the Executive Committee shall be exercised and performed by those individuals serving in an ex officio capacity, or otherwise designated or appointed as provided in this division.

Section 2-304

Section 2-304 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Same - Composition" is deleted in its entirety and replaced with the following:

Sec. 2-304. - Executive Committee - Composition and terms of members.

- (a) Notwithstanding any other provision of this division, effective as of October 17, 2023, all of the current members of the board of trustees of the Regional Medical Center of Orangeburg and Calhoun Counties are removed from their respective positions. The positions, powers and duties of any trustees serving at the time of removal shall vest in the newly appointed Executive Committee.
- (b) For the period from October 17, 2023 through February 28, 2029, the Executive Committee shall be composed of the following seven members:
- (1) the County Administrator of Orangeburg County, or an individual designated by the County Administrator of Orangeburg County in writing;
 - (2) the County Administrator of Calhoun County, or an individual designated by the County Administrator of Calhoun County in writing;
 - (3) two members from Orangeburg County at large appointed by Orangeburg County Council;

- (4) one member from Calhoun County at large appointed by Calhoun County Council;
- (5) the chair of the Constituency Advisory Board; and
- (6) the vice chair of the Constituency Advisory Board.

In the event that any Executive Committee member serving pursuant to Sections 2-304(b)(1), (2), (3) or (4) is also currently serving as the chair or the vice chair of the Constituency Advisory Board, the Constituency Advisory Board shall appoint from among its members an alternate Executive Committee member to temporarily serve in place of the chair or the vice chair of the Constituency Advisory Board pursuant to Sections 2-304(b)(5) or (6) until such time as the member serving pursuant to Sections 2-304(b)(1), (2), (3) or (4), as applicable, is no longer serving as the chair or the vice chair of the Constituency Advisory Board.

- (c) Beginning on March 1, 2029, the Executive Committee shall be composed of the following five members:
 - (1) four members from Orangeburg County at large appointed by Orangeburg County Council; and
 - (2) one member from Calhoun County at large appointed by Calhoun County Council.
- (d) In appointing members to the Executive Committee pursuant to Sections 2-304(b)(3), (b)(4), (c)(1) and (c)(2), Orangeburg County Council and Calhoun County Council, as applicable, shall consider the following with respect to all potential appointees:
 - (1) passion for the mission of the Regional Medical Center of Orangeburg and Calhoun Counties;
 - (2) vision and leadership;
 - (3) expertise and ability; and
 - (4) reputation in the community.
- (e) The Executive Committee may engage, through direct employment, or through leased employment or other contractual arrangement, the services of necessary advisors, consultants and other personnel, including an Executive Committee Administrative Coordinator, to support the functions of the Executive Committee and the Constituency Advisory Board. The Executive Committee Administrative Coordinator shall serve at

the direction of the Executive Committee and shall be responsible for the following:

- (1) scheduling meetings and coordinating administrative services for the Executive Committee and the Constituency Advisory Board;
 - (2) organizing and facilitating orientation and continuing education activities for members of the Executive Committee and the Constituency Advisory Board;
 - (3) ensuring the efficient functioning of the Executive Committee and the Constituency Advisory Board; and
 - (4) such other duties as determined by the Executive Committee.
- (f) The terms of Executive Committee members appointed pursuant to Sections 2-304(b)(3), (b)(4), (c)(1) and (c)(2), as applicable, shall be as follows:
- (1) The members appointed by Orangeburg County Council pursuant to Section 2-304(b)(3) and the member appointed by Calhoun County Council pursuant to Section 2-304(b)(4) shall each serve for a term through February 28, 2029. For purposes of the term limitation set forth in Section 2-304(f)(4), the terms of such members appointed by Orangeburg County Council pursuant to Section 2-304(b)(3) and of such member appointed by Calhoun County Council pursuant to Section 2-304(b)(4) shall not count towards the limit.
 - (2) With respect to the members initially appointed effective as of March 1, 2029 by the respective county councils pursuant to Section 2-304(c), three of the members appointed by Orangeburg County Council pursuant to Section 2-304(c)(1) shall each serve for an initial term through June 30, 2032, and the remaining members appointed by the respective county councils shall each serve for an initial term through June 30, 2033. For purposes of the term limitation set forth in Section 2-304(f)(4), the terms of such members initially appointed effective as of March 1, 2029 by the respective county councils pursuant to Section 2-304(c) shall not count towards the limit.
 - (3) Except as set forth in Section 2-304(f)(2), the members appointed by the respective county councils pursuant to Section 2-304(c) shall each serve for a term of four years or until their successors are appointed and qualified. Except as set forth in Section 2-304(f)(1), the terms of all appointed members shall expire on June 30 in the appropriate year.

- (4) No appointed member of the Executive Committee may serve more than two terms.
- (g) Vacancies shall be filled in the manner of the original appointment with respect to any Executive Committee member appointed by Orangeburg County Council pursuant to Sections 2-304(b)(3) or (c)(1), or by Calhoun County Council pursuant to Sections 2-304(b)(4) or (c)(2).
- (h) Appointments to the Executive Committee made by Orangeburg County Council shall be filed in the office of the clerk of court of Orangeburg County, and appointments to the Executive Committee made by Calhoun County Council shall be filed in the office of the clerk of court of Calhoun County.
- (i) Each of Orangeburg County Council and Calhoun County Council may remove an Executive Committee member, who was previously appointed by the respective county council, by majority vote for any reason. Any removed Executive Committee member shall be replaced by the appointment procedure set forth in this division. An Executive Committee member may resign by submitting a written notice specifying the date of resignation to the respective county council which appointed such Executive Committee member.

Section 2-305

Section 2-305 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Same-Organization and meetings" is deleted in its entirety and replaced with the following:

Sec. 2-305 - Executive Committee - Officers and meetings.

The Executive Committee shall annually elect a chair, a vice-chair and such other officers it deems necessary. The Executive Committee shall meet upon the call of its chair, but no less frequently than two times in each twelve calendar-month period.

Section 2-306

Section 2-306 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Same-Duties and powers; limitations" is deleted in its entirety and replaced with the following:

Sec. 2-306. - Executive Committee - Powers.

- (a) The Executive Committee shall be empowered to:
 - (1) Adopt, alter and use a corporate seal.

- (2) Adopt such bylaws, policies and procedures for the conduct of its business and expenditure of its funds as it may deem advisable.
- (3) Acquire by gift, purchase or otherwise all kinds and descriptions of real and personal property, provided that such acquisitions are in accordance with the provisions of this division and the terms of the Lease Agreement.
- (4) Accept gifts, grants, donations, devises and bequests.
- (5) Support public health initiatives and the provision of healthcare services carried on by Orangeburg County and Calhoun County for the health and safety of the residents of Orangeburg County and Calhoun County, provided that any such activities are consistent with those commonly carried on by governments in the State of South Carolina and are in accordance with the terms of the Lease Agreement.
- (6) Determine the fiscal year upon which the affairs of the Regional Medical Center of Orangeburg and Calhoun Counties shall be conducted.
- (7) Expend any funds held or received by the Regional Medical Center of Orangeburg and Calhoun Counties, provided that such expenditures are in accordance with the provisions of this division and the terms of the Lease Agreement.
- (8) Invest any funds in a manner first approved in writing by Orangeburg County Council and Calhoun County Council.
- (9) Borrow money if first approved in writing by Orangeburg County Council and Calhoun County Council.
- (10) Dispose of or lease any property, real or personal, that the Regional Medical Center of Orangeburg and Calhoun Counties may possess on or after March 1, 2023, excluding the Hospital Facilities while the Lease Agreement remains in effect, provided that the Executive Committee shall not dispose of or lease any real estate without first having obtained the written approval of Orangeburg County Council and Calhoun County Council.
- (11) Take necessary measures to wind up the legacy healthcare operations of the Regional Medical Center of Orangeburg and Calhoun Counties.
- (12) Interface, through duly-appointed designees, with Medical University Hospital Authority and its affiliates on matters related to

the transition and wind up of the legacy healthcare operations of the Regional Medical Center of Orangeburg and Calhoun Counties.

- (13) Approve or deny any request from Medical University Hospital Authority or its affiliates for an extension of the term of the Lease Agreement, which extension requests shall also be subject to prior written approval of Orangeburg County Council and Calhoun County Council.
- (14) Approve or deny any request from Medical University Hospital Authority or its affiliates to construct upon, demolish, reconstruct, alter or modify any of the real property and improvements thereto leased pursuant to the Lease Agreement in a manner that is material in nature, provided that any such construction, demolition, reconstruction, alteration or modification carried out in the ordinary course of business as part of routine maintenance or repair of such leased real property and improvements as they existed on February 28, 2023 shall not require the approval of the Executive Committee.
- (15) Approve or deny any request from Medical University Hospital Authority or its affiliates to construct or place additional buildings, structures, fixtures and other improvements of a material nature on the real property and improvements thereto leased pursuant to the Lease Agreement, provided that any such construction or placement carried out as part of routine maintenance or repair of such leased real property and improvements as they existed on February 28, 2023 shall not require the approval of the Executive Committee.
- (16) Approve or deny any request from Medical University Hospital Authority or its affiliates to eliminate, prior to February 28, 2029, any of the following core services provided by the Hospital Facilities: 24-hour emergency care in Orangeburg and at the Bamberg-Barnwell Emergency Medical Center located at 1524 Barnwell Highway, Denmark, South Carolina; Level II perinatal certification; Level III trauma services; the hospitalist program; the intensivist program; dialysis services through the Dialysis Access Institute; and specialty services in the areas of cardiology, endocrinology, oncology, orthopedics, general surgery, primary care, urology, nephrology, pulmonology, infectious disease, otolaryngology, psychiatry/behavioral health, obstetrics and gynecology, pediatrics, radiology, interventional radiology, vascular surgery, neurology and podiatry.

- (17) Approve or deny any request from Medical University Hospital Authority or its affiliates to reduce, prior to February 28, 2029, the number of beds for which the Regional Medical Center of Orangeburg and Calhoun Counties was licensed by the South Carolina Department of Health and Environmental Control as of February 28, 2023.
- (18) Receive and review an annual maintenance report from Medical University Hospital Authority or its affiliates, and provide a summary of such report and a copy of any written materials received to Orangeburg County Council and Calhoun County Council upon request.
- (19) Receive and review an annual report from Medical University Hospital Authority or its affiliates on initiatives relating to quality, reliability and continuity of care, and provide a summary of such report and a copy of any written materials received to Orangeburg County Council and Calhoun County Council upon request.
- (20) Receive and review an annual report from Medical University Hospital Authority or its affiliates detailing the status of service line offerings and the attainment of programmatic goals established by Medical University Hospital Authority or its affiliates, and provide a summary of such report and a copy of any written materials received to Orangeburg County Council and Calhoun County Council upon request.
- (21) Receive and review an annual physician recruitment update from Medical University Hospital Authority or its affiliates, and provide a summary of such update and a copy of any written materials received to Orangeburg County Council and Calhoun County Council upon request.
- (22) Designate three members to any local advisory board for the Hospital Facilities established by Medical University Hospital Authority or its affiliates.
- (23) Afford the individual with primary managerial responsibility of the Hospital Facilities the opportunity to attend at least two meetings of the Executive Committee per calendar year.
- (24) Exercise or waive any right of first refusal granted to the Executive Committee pursuant to the Lease Agreement.
- (25) Subject to the failure of the Executive Committee to exercise its right of first refusal under the Lease Agreement, approve or deny any request from Medical University Hospital Authority or its

affiliates to consent to any direct or indirect sale, assignment, mortgage, pledge, lease, sublease or other transfer of the interest of Medical University Hospital Authority in all or any portion of the Hospital Facilities to an unaffiliated third party, or to transfer or assign material operational or managerial responsibilities of the whole or a substantial portion of the acute care hospital located at 3000 Saint Matthews Road, Orangeburg, South Carolina or the whole or a substantial portion of the freestanding emergency facility located at 1524 Barnwell Highway, Denmark, South Carolina to an unaffiliated third party.

- (26) Do all things necessary or convenient to exercise its rights and perform its duties and obligations pursuant to the Lease Agreement, as amended from time to time.
- (b) Any approval or denial issued by the Executive Committee pursuant to Sections 2-306(a)(13), (14), (15), (16), (17) or (25) shall be in writing, and no request for approval shall be unreasonably withheld, delayed, conditioned or denied. Prior to making any determination regarding whether to approve or deny any request from Medical University Hospital Authority or its affiliates pursuant to Sections 2-306(a)(13), (14), (15), (16), (17) or (25), the Executive Committee shall solicit input and recommendations from the Constituency Advisory Board.
- (c) Notwithstanding any other provision of this division, in the event that the responsibility to operate the Hospital Facilities reverts to the Executive Committee for any reason at or prior to the expiration of the term of the Lease Agreement, the Executive Committee may do all things necessary or convenient for the establishment, operation, acquisition, lease, maintenance or construction of an adequate hospital and related facilities for Orangeburg County and Calhoun County, but shall have no power to create any indebtedness or obligation against Orangeburg County without the written consent of Orangeburg County Council or against Calhoun County without the written consent of Calhoun County Council.

Section 2-307

Section 2-307 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Accounts; audits" is deleted in its entirety and replaced with the following:

Sec. 2-307. - Accounts; annual audits.

The Executive Committee shall at all times keep full and accurate account of its acts and doings and of its receipts and expenditures and a complete audit of its affairs shall be made by a qualified public accountant no later than ninety days after the conclusion of the fiscal year established by the Executive Committee

pursuant to Section 2-306(a)(6). Copies of the audit shall be filed with the clerk of court for each of Orangeburg County and Calhoun County and with Orangeburg County Council and Calhoun County Council within thirty days following the completion of such audit.

Section 2-308

Section 2-308 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Condition precedent for joint meeting with county council" is deleted in its entirety and replaced with the following:

Sec. 2-308. - Procedure when one county denies consent to certain proposed actions.

If, for any reason, either Orangeburg County Council or Calhoun County Council refuses the required consent or approval of a proposed action of the Executive Committee under Sections 2-306(a)(8), (9), (10) or (13) and the other county council consents to or approves such action, then the chair of the county council consenting to or approving the proposed action of the Executive Committee shall call a joint meeting of the members of Orangeburg County Council and Calhoun County Council to jointly consider the proposed action of the Executive Committee, giving a ten day notice thereof at a time and place fixed by the chair calling the meeting. The chair calling the meeting shall preside at the joint meeting. At this meeting, the proposed action of the Executive Committee shall be considered de novo. Each county council member present shall have one vote. The action at the meeting shall be determined by the vote of all members present without regard to county affiliations and shall be final. Nothing in this Section 2-308 shall create any indebtedness or obligation against Orangeburg County without the written consent of Orangeburg County Council or against Calhoun County without the written consent of Calhoun County Council.

Section 2-309

Section 2-309 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Ownership interests of counties" is deleted in its entirety and replaced with the following:

Sec. 2-309. - Computation of counties' equity.

As of February 28, 2023, Orangeburg County had an eighty percent equity ownership interest in the net equity of the Regional Medical Center of Orangeburg and Calhoun Counties and Calhoun County had a twenty percent equity ownership interest in the net equity of the Regional Medical Center of Orangeburg and Calhoun Counties. Net equity shall be defined as being assets minus liabilities. In the event that the responsibility to operate the Hospital Facilities reverts to the Executive Committee for any reason at or prior to the expiration of the term of the Lease Agreement, and one county invests in or improves the Hospital Facilities

in excess of \$5,000.00 at one time and the other county declines to participate therein, then the amount of such investment or improvement of the participating county shall be reflected in the net equity calculation, and the percentages of equity ownership of the counties shall be recomputed.

Section 2-310

Section 2-310 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Name of hospital" is deleted in its entirety and replaced with the following:

Sec. 2-310. - Lease. Effective as of March 1, 2023, Medical University Hospital Authority and its affiliates assumed responsibility for the healthcare operations of the Hospital Facilities pursuant to the Lease Agreement. Except as otherwise provided in Section 2-309 or Section 2-306(c), with respect to periods on or after March 1, 2023, references to the Hospital Facilities in this division shall be interpreted to mean the healthcare operations of the Hospital Facilities as conducted by Medical University Hospital Authority and its affiliates, and under such trade names as may be selected by Medical University Hospital Authority and its affiliates from time to time.

Section 2-311

Section 2-311 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Hospital debt not to constitute county debt" is deleted in its entirety and replaced with the following:

Sec. 2-311. - Obligations not to constitute indebtedness of counties.

No obligation of the Regional Medical Center of Orangeburg and Calhoun Counties, or of Medical University Hospital Authority or any affiliates of Medical University Hospital Authority, including the Hospital Facilities, or of any successors and assigns of Medical University Hospital Authority or its affiliates shall ever constitute an indebtedness of either Orangeburg County or Calhoun County within the meaning of any state constitutional provisions or statutory limitation and shall never constitute or give rise to a pecuniary liability of either county or a charge against either county's general credit or taxing powers.

Section 2-312

Section 2-312 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "Division supersedes state law" is deleted in its entirety.

Section 2-313

Section 2-313 of Chapter 2 - Administration, Article IV. - Boards and Commissions, Division 6. - Orangeburg-Calhoun Regional Hospital, entitled "New board of trustees established and removal of prior trustees" is deleted in its entirety and replaced with the following.

Sec 2-313. – Constituency Advisory Board

- (a) There is established a Constituency Advisory Board which shall serve as a mechanism for providing input and making recommendations to the Executive Committee on the identified healthcare needs of the area served by the Hospital Facilities and the entities that interact with the Hospital Facilities. The Executive Committee shall receive input from the Constituency Advisory Board in accordance with Section 2-306(b) and shall ensure that the recommendations of the Constituency Advisory Board are considered in the deliberative process of the Executive Committee. The Constituency Advisory Board shall receive and review the annual report described in Section 2-306(a)(19) from Medical University Hospital Authority or its affiliates on initiatives relating to quality, reliability and continuity of care. The Constituency Advisory Board shall meet no less frequently than two times in each twelve calendar-month period. The Constituency Advisory Board shall elect a chair, a vice chair and any such additional officers as it deems necessary. The Constituency Advisory Board shall initially be composed of the following twenty members:
- (1) the Orangeburg County Administrator;
 - (2) the Calhoun County Administrator;
 - (3) the Director of the Orangeburg Area Mental Health Center;
 - (4) the Director of the Tri-County Commission on Alcohol and Drug Abuse;
 - (5) the Orangeburg County Director of the South Carolina Department of Social Services;
 - (6) the Orangeburg County Director of the South Carolina Department of Juvenile Justice;
 - (7) the Orangeburg County Director of the South Carolina Department of Disabilities and Special Needs;
 - (8) the Dean of Nursing, Health Sciences and Workforce Development of Orangeburg-Calhoun Technical College;

- (9) the Dean of Nursing of Denmark Technical College;
 - (10) the Dean of Nursing of Claflin University;
 - (11) the Medical Director of Family Health Centers;
 - (12) the Medical Director of HopeHealth in Orangeburg County;
 - (13) the Chief Executive Officer of CASA Family Systems;
 - (14) the Research Director of South Carolina State University 1890 Research and Extension;
 - (15) the Superintendent of the Orangeburg County Consolidated School District;
 - (16) the Superintendent of the Calhoun County School District;
 - (17) the Executive Director of the Orangeburg County Development Commission;
 - (18) the Director of the Orangeburg County YMCA;
 - (19) the Executive Director of the Orangeburg Area Sickle Cell Anemia Foundation; and
 - (20) the Executive Director of the Orangeburg County Council on Aging.
- (b) The individual members of the Constituency Advisory Board may designate another individual from the respective organization to serve on the Constituency Advisory Board so long as the designee is an executive or manager with decision-making authority and has knowledge of healthcare needs and workforce development within the organization.
 - (c) In the event that any office identified in Sections 2-313(a)(3) - (20) ceases to exist, the Executive Committee may eliminate such membership seat on the Constituency Advisory Board. In the event that such seat is not eliminated by the Executive Committee, the Executive Committee shall appoint a replacement member to the Constituency Advisory Board.
 - (d) The composition of the Constituency Advisory Board set forth in Section 2-313(a) may be modified by the Executive Committee from time to time. Any such modification shall be made in writing, and a copy of such modification shall be provided by the Executive Committee to Orangeburg County Council and Calhoun County Council prior to the effective date of the modification. In no event shall the Constituency Advisory Board consist of fewer than seven members or more than twenty-five members.

- (e) The Constituency Advisory Board may adopt such bylaws, policies and procedures for the conduct of its business as it may deem advisable.