

**FRIDAY, AUGUST 31, 2018
GOVERNANCE COMMITTEE MEETING**

Alex Shumate
Janet Porter
Timothy P. Smucker
Erin P. Hoeflinger
Alexander R. Fischer
Hiroyuki Fujita
H. Jordan Moseley
Alan VanderMolen
Michael J. Gasser (*ex officio*)

Location: Pomerene Hall
Room 300A

Time: 8:30-9:45am

ITEMS FOR DISCUSSION

- | | |
|--|-------------|
| 1. <i>Welcome New Trustees and Onboarding Update – Mr. Shumate</i> | 8:30-8:35am |
| 2. <i>Committee Charters Review and Next Steps – Mr. Shumate</i> | 8:35-8:45am |
| 3. <i>Strategic Planning Update – Ms. Marsh</i> | 8:45-8:55am |

ITEMS FOR ACTION

- | | |
|---|-------------|
| 4. Ratification of Committee Appointments 2018-2019 – Mr. Shumate | 8:55-9:00am |
|---|-------------|

Executive Session

9:00-9:45am

COMMITTEE CHARTERS

Bylaws of the Board of Trustees of The Ohio State University

3335-1-02 Officers and committees of the board.

(C) Committees of the board.

(1) Standing committees of the board, the members of which shall be appointed annually by the chair, shall be constituted, shall consider and make recommendations for action by the board on the various matters as enumerated:

(a) Academic affairs and student life committee. The academic affairs and student life committee shall consider and make recommendations to the board regarding matters pertaining to the teaching, research, and public service programs of the university and its faculty, staff, and students. Matters to be brought before the committee may include, but shall not be limited to: faculty and staff matters; educational policy; academic structure and organization; student welfare and housing; collective bargaining; university faculty and student rules; conferring of degrees, certificates, awards, and other honors; the university system of Ohio; regional campuses; the Ohio agricultural research and development center; agricultural technical institute; the university's extension mission and programs; athletics; and any other matter assigned to the committee by the board or the chair of the board.

In addition to trustees appointed to the committee, the committee shall also consist of at least one student trustee, one member of the university faculty, and up to two additional non-trustee members.



(b) Finance committee. The finance committee shall consider and make recommendations to the board regarding matters pertaining to the financial, business, and administrative management of the university. Matters to be brought before the committee may include, but shall not be limited to: capital and operating budgets and policies; issuance of debt; tuition and fees; university master planning; development and maintenance of facilities; real property matters; security and safety of the campuses; purchasing policies; self-insurance trust; the research foundation; commercialization; managed health care systems; and any other matter assigned to the committee by the board or the chair of the board.

In addition to trustees appointed to the committee, the committee shall also consist of at least one student trustee and up to three additional non-trustee members.

All individual trustees shall be appointed to either the finance committee or academic affairs and student life committee in approximately even distribution.

(c) Audit and compliance committee. The audit and compliance committee shall consider and make recommendations to the board regarding matters pertaining to auditing of university and related entity operations and oversight of compliance functions. Matters to be brought before the committee may include, but shall not be limited to: internal audit policies, plans, and reports; financial statements; internal financial control systems; oversight and monitoring of compliance programs and activities; enterprise risk management systems and business continuity planning; approval and monitoring of affiliated entities; selection of, and receiving reports from, independent auditors (in conjunction with the auditor of state); and any other matter assigned to the committee by the board or the chair of the board.

The committee shall consist of at least five trustees and up to three additional non-trustee members.

(d) Advancement committee. The advancement committee shall consider and make recommendations to the board on matters of policy and strategy pertaining to the university-wide integration of fund raising, alumni relations, communications, marketing and related efforts (known as advancement) to foster positive relationships with students, alumni, and other key audiences; provide multiple opportunities for engagement; and generate involvement with and support for the mission of the university. The committee shall advise relevant university officers and monitor progress, performance, and the integration of fund raising efforts, alumni relations, communications and marketing strategies. Matters to be brought before the committee may include, but shall not be limited to: fundraising and development policies; capital campaigns; acceptance of gifts; relations with and activities of the university foundation, Wexner center foundation, and other related organizations; naming of university buildings and other spaces; and any other matter assigned to the committee by the board or the chair of the board.

The committee shall consist of at least five trustees, two members of the alumni association governing board, and two members of the university foundation board. The alumni association shall nominate its representatives for a one-year appointment, renewable for up to three years, and forward those nominations to the chair of the board. The university foundation board shall nominate its representatives for a one-year appointment renewable for up to three years, and forward those nominations to the chair of the board. Additional non-trustee members may be appointed to ensure expertise in the areas for concentration for this committee.

(e) Governance committee. The governance committee shall consider and make recommendations to the board regarding matters pertaining to the organization of the board and involvement and role of trustees. Matters to be brought before the committee may include, but shall not be limited to: the board's structure and operation; matters related to the trustee and charter trustee selection process; trustee orientation; review of the chair of the board; expectations regarding trustee comportment; organization of the board office; and any other matter assigned to the committee by the board or the chair of the board.

The committee shall consist of at least five trustees, including one of the student trustees.

(f) Talent and compensation committee. The talent and compensation committee shall provide oversight and counsel to the president regarding matters related to the senior leadership of the university, as determined by the board and the president. Matters to be brought before the committee may include, but shall not be limited to: roles and responsibilities of senior leadership positions; position specifications and necessary qualifications; compensation strategy and comparative data; transition plans; and any other matter assigned to the committee by the board or the chair of the board.

The committee shall consist of at least three trustees.

(g) Master planning and facilities committee. The master planning and facilities committee shall consider and make recommendations to the board regarding the university's physical environment to ensure they enable and advance the university's academic mission and strategic goals; review and recommend for approval the planning, design, and construction activity of the university, including the Wexner medical center; serve as stewards of the campus master plans and district plans; and any other matter assigned to the committee by the board or the chair of the board.

The committee shall consist of at least three trustees and no more than three non-trustee committee members, with majority membership by trustees at all time.

(2) The chair and vice chair of each committee of the board shall be trustees or charter trustees.

(3) The chair of the board shall appoint the chair, vice chair, and other trustee and non-trustee members of each committee. The board or the chair of the board may designate guidelines regarding non-trustee members of committees. Student trustee, charter trustee, and non-trustees committee members shall be voting members of the committees on which they serve.

(4) In addition to the committees enumerated in this bylaw, the board or the chair of the board may establish ad hoc committees and appoint the members thereof.

(5) Committees of the board of trustees have no independent decision-making authority. Any matter or resolution recommended by a committee of the board shall be presented to the board for its consideration.

(6) Except as provided in paragraph (B)(1) of rule 3335-93-01 of the Administrative Code, no trustee shall, during his or her term in office, serve as a director or officer or in any other capacity of any university affiliated entity or as a director, officer, or member or in any other capacity of any other university or related advisory or governance board, committee, or similar body, unless such service is approved by the chair of the board of trustees.

(Board approval dates: 12/2/1994, 10/1/1999, 10/4/2002, 7/11/2008, 11/7/2008, 4/3/2009, 8/30/2013, 8/28/2015)

Bylaws of the Board of Trustees of The Ohio State University

3335-93-01 The Ohio state university Wexner medical center board.

(A) The Ohio state university Wexner medical center board (“University Wexner Medical Center Board”) shall be the governing body responsible to the Ohio state university board of trustees (“University Board of Trustees”) for operation, oversight, and coordination of the Ohio state university Wexner medical center consisting of the Ohio state university hospital, Ohio state university hospital east, Ohio state James cancer hospital and Solove research institute (“The James”), Ohio state Richard M. Ross heart hospital, OSU Harding hospital, Ohio state university rehabilitation services at Dodd hall; and other such clinical health care enterprises, including without limitation to ambulatory health care facilities, clinics, the faculty group practice, primary and specialty practices, university Wexner medical center signature programs, and clinical laboratories. The university Wexner medical center board shall be responsible for the development and strategic allocation of resources, planning and delivery of medical services, and such other powers and duties as detailed in rule 3335-93-02 of the Administrative Code, subject to the ultimate authority of the university board of trustees.

(B) The university Wexner medical center board shall be composed of up to sixteen voting members:

(1) Up to five members of the university board of trustees appointed annually by the chair of the university board of trustees and ratified by the university board of trustees;

(2) Up to six public members appointed by the chair of the university board of trustees in consultation with the university president and the chair of the university board of trustees governance committee and ratified by the university board of trustees; and

(3) Five ex-officio voting members consisting of:

- (a) The chair of the university board of trustees;
- (b) The university president;
- (c) The executive vice president for health sciences;
- (d) The university chief financial officer; and
- (e) The university provost.

(C) The university Wexner medical center board shall also include the following ex-officio nonvoting members:

- (1) The dean of the college of medicine;
- (2) The president of the university faculty group practice;
- (3) The chief executive officer of the Ohio state university health system;
- (4) The chief executive officer(s) or executive director(s) of all university Wexner medical center hospitals;
- (5) The chief administrative officer of the Ohio state university health system;
- (6) The chief clinical officer of the Ohio state university Wexner medical center; and
- (7) The chief financial officer of the Ohio state university Wexner medical center.

(D) The selection criteria for public members shall ensure that the university Wexner medical center board membership will include persons with a broad array of skill sets, perspectives, backgrounds, including knowledge in health care delivery, sophisticated business expertise, prior board service, and/or persons who can assist the medical center in its outreach to and relationships with the public, communities, and patients served, and governmental entities to ensure optimal operations and advancement of the university Wexner medical center's strategic mission, vision, and goals.

Membership shall be national in scope and the selection processes shall incorporate the diversity policies of the university.

(E) The term of office for public members shall be three years, except that the terms of the initial members shall be staggered, with three year, two year, and one year terms to ensure that no more than one-third of the public members' terms will expire within a given year. No public member shall serve more than six consecutive years.

(Board approval dates: 8/30/2013, 8/28/2015, 6/9/2017, 11/3/2017)

3335-93-02 Powers and duties.

The university board of trustees retains its ultimate sovereign power and authority over and fiduciary responsibility for all aspects of the mission and operations of the university Wexner medical center, health sciences colleges, and clinical health care enterprises.

Under the ultimate authority of the university board of trustees and consistent with Ohio law, the university board of trustees authorizes and designates the university Wexner medical center board to act as a governing body on behalf of the university for certain quality and patient care matters, for all of the hospitals and clinics of the university. In accordance with that responsibility, as authorized by the university board of trustees and within the university board of trustees defined and approved guidelines, the university Wexner medical center board will be responsible for the following:

(A) Assuring the quality of patient care throughout the university Wexner medical center, including the planning and delivery of patient services and formation of quality assessments, improvement mechanisms and monitoring the achievement of quality standards and patient safety goals;

(B) Oversight of the accreditation and licensure process; and

(C) Approval of clinical privileging forms, medical and dental staff appointments, clinical privileges, medical staff operations, including the approval, adoption, and amendment of medical staff bylaws and rules and regulations, and the conducting of peer review and professional review actions for medical staff and credentialed providers within university board of trustees-defined and approved parameters.

Any action taken by the board pursuant to the powers and duties as defined in paragraphs (A) to (C) of this rule shall be taken only by the voting, non-public members and approved by majority vote thereof.

In addition, in accordance with that authority and responsibility authorized by the university board of trustees, and consistent with Ohio law, the university Wexner medical center board shall serve in a consultative role and shall be responsible for, subject to the review and approval of the university board of trustees, the following:

- (D) Making recommendations to the university board of trustees, university president, and executive vice president for health sciences regarding the development and strategic allocations of resources of the university Wexner medical center, including operations, fiscal health, space and facilities management and utilization, personnel, safety and security, and technology;
- (E) Oversight of extramural affiliations, partnerships, operating agreements, and strategic business opportunities as approved by the university board of trustees, with regard to the university Wexner medical center and its affiliated entities;
- (F) Upon recommendation by the medical staff of university hospitals or the medical staff of the James, approval of medical staff bylaws amendments and recommendation thereof to the university board of trustees;
- (G) Making recommendations for approval to the university board of trustees of the purpose and governance documents of any organization established as an auxiliary service organization to the university Wexner medical center;
- (H) Monitoring and assisting the university Wexner medical center in its relationship with the public, affected communities, governmental entities, and public and private organizations;
- (I) Monitoring the university Wexner medical center integrity and compliance programs as adopted by the university board of trustees; and
- (J) Reviewing strategic plans, capital and operating budgets of the university Wexner medical center, and making recommendations for approval to the university board of trustees, university president, and executive vice president for health sciences.

Subject to the ultimate authority of the university board of trustees, the university Wexner medical center board will serve in an advisory and consultative role to the university board of trustees, university president, and executive vice president for health sciences, with regard to the following areas of operation of the university Wexner medical center:



(K) Providing general advice and guidance to the university board of trustees, university president, and executive vice president for health sciences regarding extramural affiliations, operating agreements and other strategic business opportunities of the university Wexner medical center; and

(L) Advising the university board of trustees, university president, and executive vice president for health sciences regarding strategic aspects the university's education and research programs in the health sciences colleges.

(Board approval dates: 8/30/2013, 11/8/2013, 8/28/2015)

RATIFICATION OF COMMITTEE APPOINTMENTS 2018-19

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for 2018-19 are as follows:

Academic Affairs and Student Life:

Clark C. Kellogg, Chair
Cheryl L. Krueger, Vice Chair
Abigail S. Wexner
Hiroyuki Fujita
Alan A. Stockmeister
JANICE M. BONSU
Alan VanderMolen
Janet Porter
Richard K. Herrmann (faculty member)
Michael J. Gasser (ex officio)

Finance:

Timothy P. Smucker, Chair
Brent R. Porteus, Vice Chair
Jeffrey Wadsworth
Alex Shumate
Erin P. Hoeflinger
Alexander R. Fischer
John W. Zeiger
H. Jordan Moseley
James D. Klingbeil
Lawrence A. Hilsheimer
Michael J. Gasser (ex officio)

Advancement:

Erin P. Hoeflinger, Chair
Alan A. Stockmeister, Vice Chair
Clark C. Kellogg
Alex Shumate
Cheryl L. Krueger
Abigail S. Wexner
H. Jordan Moseley
Alan VanderMolen
Janet Porter
Nancy Kramer
Craig S. Bahner
Kristin L. Watt (Alumni Assn member)
Georganne M. Shockey (Alumni Assn member)
James F. Dietz (Foundation Board member)
Gifford Weary (Foundation Board member)
Michael J. Gasser (ex officio)

Audit and Compliance:

John W. Zeiger, Chair
Timothy P. Smucker, Vice Chair
Jeffrey Wadsworth
Brent R. Porteus
Hiroyuki Fujita
JANICE M. BONSU
James D. Klingbeil
Amy Chronis
Craig S. Morford
Michael J. Gasser (ex officio)

Governance:

Alex Shumate, Chair
Janet Porter, Vice Chair
Timothy P. Smucker
Erin P. Hoeflinger
Alexander R. Fischer
Hiroyuki Fujita
H. Jordan Moseley
Alan VanderMolen
Michael J. Gasser (ex officio)

Talent and Compensation:

Hiroyuki Fujita, Chair
Alex Shumate, Vice Chair
Clark C. Kellogg
Erin P. Hoeflinger
John W. Zeiger
H. Jordan Moseley
Janet Porter
Michael J. Gasser (ex officio)

Master Planning and Facilities:

Alexander R. Fischer, Chair
James D. Klingbeil, Vice Chair
Timothy P. Smucker
Brent R. Porteus
Alan A. Stockmeister
JANICE M. BONSU
Robert H. Schottenstein
Michael J. Gasser (ex officio)