

The Ohio State University
Board of Trustees

November 3, 2017

**FRIDAY, NOVEMBER 3, 2017
GOVERNANCE COMMITTEE MEETING**

Janet B. Reid
Timothy P. Smucker
Erin P. Hoeflinger
Hiroyuki Fujita
Lydia A. Lancaster
Alan VanderMolen
Alex Shumate (*ex officio*)

Location: Longaberger Alumni House
Mount Leadership Room

Time: 8:30-9:45am

ITEMS FOR DISCUSSION

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| 1. <i>Student Trustee Selection Process (verbal) - Dr. Lancaster</i> | 8:30-8:40am |
| 2. <i>Trustee Development (verbal) - Dr. Reid, Dr. Trower</i> | 8:40-8:55am |

ITEMS FOR ACTION

- | | |
|---|-------------|
| 3. Appointment of a Charter Trustee - Mr. Shumate | 8:55-9:00am |
| 4. Amendments to the <i>Bylaws of The Ohio State University Wexner Medical Center Board</i> - Mr. Shumate | 9:00-9:05am |
| 5. Ratification of the Appointment of Chair of the Wexner Medical Center Board - Mr. Shumate | 9:05-9:10am |
| 6. Ratification of Committee Appointments - Mr. Shumate | 9:10-9:15am |
| Executive Session | 9:15-9:45am |

The Ohio State University
Board of Trustees

November 3, 2017

APPOINTMENT OF A CHARTER TRUSTEE

Synopsis: Approval of the appointment of Janet Porter as a Charter Trustee to the Board of Trustees, is proposed.

WHEREAS the Board of Trustees established the position of Charter Trustee at its meeting on February 6, 2009, acknowledging that the establishment of such a position had the potential of further strengthening the governance capacity of the Board; and

WHEREAS the Ohio State University is one of the premier public land-grant institutions in the country and, in execution of its mission, embraces education on a state, national, and global scale; and

WHEREAS the complex and multi-faceted nature of the University - in its mission, its character, its constituencies, and its financing calls for extraordinary leadership at the highest levels; and

WHEREAS the governance of the University would be well served by Charter Trustees whose attributes include but are not limited to diverse cultural, geographic, business, professional, public service and civic backgrounds; and

WHEREAS the Board added a number of guidelines, including the following:

Charter Trustees shall be non-Ohio residents and shall be chosen on the basis of the following attributes: Ohio State alumna/alumnus or friend of the University; success in his or her chosen field or profession; state, national, or international prominence; ability to advocate for higher education; expertise in areas deemed critical to the University; and willingness and ability to offer counsel; and

WHEREAS Janet Porter of Hilton Head, South Carolina, is a distinguished alumnus of The Ohio State University, and has a record of extraordinary service to the University through her volunteerism and dedication to the Ohio State University Alumni Association Board of Directors; by a career of significant accomplishment as a strategy, operational and leadership consultant to academic medical centers, specialty hospitals, physician practices, pharmaceutical companies, and national associations; and by her expertise in areas critical to the mission of the University and to the work of the Board of Trustees proven to be an exemplary embodiment of all of those qualities deemed most desirable in a Charter Trustee:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees of The Ohio State University, hereby approve the appointment of Janet Porter as a Charter Trustee to serve a three-year term commencing November 3, 2017.

The Ohio State University
Board of Trustees

November 3, 2017

**AMENDMENTS TO THE BYLAWS OF THE OHIO STATE UNIVERSITY
WEXNER MEDICAL CENTER BOARD**

Synopsis: Approval of the attached amendments to the *Bylaws of the Ohio State University Wexner Medical Center Board*, is proposed.

WHEREAS the University Board of Trustees approved the creation of The Ohio State University Wexner Medical Center Board at its August 2013 meeting; and

WHEREAS pursuant 3335-1-09 (C) of the Administrative Code the rules and regulations for the university may be adopted, amended, or repealed by a majority vote of the Board of Trustees at any regular meeting of the Board:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby approves the attached amendment to the *Bylaws of the Ohio State University Wexner Medical Center Board*.

The Ohio State University
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Chapter 3335-93.01 The Ohio state university Wexner medical center board

(A) - (B) no change

(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 ~~chief executive officer~~president of the university faculty group practice;

(3) The chief executive officer of the Ohio state university health system; and

(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

~~(4)~~(7) The chief financial officer of the Ohio state university Wexner medical center.

(D) no change

Chapter 3335-95 Officers of the board

3335-95-02 Chair.

The chair shall be selected among the voting members of the university Wexner medical center board and shall be appointed by the chair of the university board of trustees, in consultation with the university president, and ratified by the university board of trustees. The chair shall be appointed for a ~~two~~one-year term, ~~renewable for an additional term~~, and have specific skills and qualifications including, but not limited to, prior experience leading a board and demonstrated experience in business management. The chair of the university Wexner medical center board shall preside at all meetings of the board.

The Ohio State University
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**RATIFICATION OF THE APPOINTMENT OF CHAIR
OF THE WEXNER MEDICAL CENTER BOARD**

Synopsis: Ratification of the appointment of Chair of The Ohio State University Wexner Medical Center Board, is proposed.

WHEREAS The Ohio State University Wexner Medical Center Board is the governing body responsible to the Ohio State University Board of Trustees for the operation, oversight, and coordination of the Wexner Medical Center; and

WHEREAS pursuant to the Wexner Medical Center Board bylaws, the officers of the University Wexner Medical Center Board shall consist of a chair and such officers as the board may deem advisable; and

WHEREAS the Chair of the Wexner Medical Center Board shall be selected among the voting members of the University Wexner Medical Center Board and shall be appointed by the chair of the university board of trustees, in consultation with the university president, and ratified by the board of trustees; and

WHEREAS the chair shall be appointed for a one-year term and have specific skills and qualifications including, but not limited to, prior experience leading a board and demonstrated experience in business management; and

WHEREAS Leslie H. Wexner has significant experience in business management and leading governing boards, and has served as Chair of the University Wexner Medical Center Board since 2013; and

WHEREAS in consultation with the university president, the Chair of the University Board of Trustees has appointed Leslie H. Wexner to a third term as Chair of the University Wexner Center Board:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby ratifies the appointment of Leslie H. Wexner to a third term as Chair of the University Wexner Medical Center Board, effective November 6, 2017 and expiring on May 13, 2019.

The Ohio State University
Board of Trustees

November 3, 2017

RATIFICATION OF COMMITTEE APPOINTMENTS 2017-2018

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for 2017-2018 are as follows:

Academic Affairs and Student Life Committee:

Clark C. Kellogg, Chair
Cheryl L. Krueger, Vice Chair
Janet B. Reid
Timothy P. Smucker
Erin P. Hoeflinger
Abigail S. Wexner
Hiroyuki Fujita
Alan A. Stockmeister
H. Jordan Moseley
James D. Klingbeil
Richard K. Herrmann (faculty member)
Alex Shumate (ex officio)

Finance Committee:

Michael J. Gasser, Chair
Brent R. Porteus, Vice Chair
W. G. "Jerry" Jurgensen
Jeffrey Wadsworth
Alexander R. Fischer
JOHN W. ZEIGER
Lydia A. Lancaster
Alan VanderMolen
Alex Shumate (ex officio)

Advancement Committee:

Erin P. Hoeflinger, Chair
Alan VanderMolen, Vice Chair
Clark C. Kellogg
Cheryl L. Krueger
Brent R. Porteus
Alexander R. Fischer
Abigail S. Wexner
Alan A. Stockmeister
Lydia A. Lancaster
Nancy J. Kramer
Craig S. Bahner
Barbara J. Tootle (Alumni Assn member)
Georganne M. Shockley (Alumni Assn member)
James F. Dietz (Foundation Board member)
Gifford Weary (Foundation Board member)
Alex Shumate (ex officio)

Audit and Compliance Committee:

Timothy P. Smucker, Chair
W. G. "Jerry" Jurgensen, Vice Chair
Michael J. Gasser
Jeffrey Wadsworth
Hiroyuki Fujita
JOHN W. ZEIGER
H. Jordan Moseley
James D. Klingbeil
Lawrence A. Hilsheimer
Amy Chronis
Craig S. Morford
Alex Shumate (ex officio)

Governance Committee:

Janet B. Reid, Chair
Timothy P. Smucker, Vice Chair
Erin P. Hoeflinger
Hiroyuki Fujita
Lydia A. Lancaster
Alan VanderMolen
Alex Shumate (ex officio)

Talent and Compensation:

W. G. "Jerry" Jurgensen, Chair
Janet B. Reid, Vice Chair
Michael J. Gasser
Erin P. Hoeflinger
Hiroyuki Fujita
JOHN W. ZEIGER
Lydia A. Lancaster
Alex Shumate (ex officio)

Master Planning and Facilities:

Alexander R. Fischer, Chair
James D. Klingbeil, Vice Chair
Brent R. Porteus
Alan A. Stockmeister
H. Jordan Moseley
Robert H. Schottenstein
Alex Shumate (ex officio)