

**WEDNESDAY, MAY 15, 2024**  
**TALENT, COMPENSATION & GOVERNANCE COMMITTEE MEETING**

John W. Zeiger, chair  
Elizabeth P. Kessler, vice chair  
Alan A. Stockmeister  
Gary R. Heminger  
Lewis Von Thaer  
Jeff M.S. Kaplan  
Tomislav B. Mitevski  
Hiroyuki Fujita (*ex officio*)

Location: Sanders Grand Lounge, Longaberger Alumni House  
2200 Olentangy River Rd, Columbus, Ohio 43210

Time: 8:00am-11:00am

**Executive Session**

8:00 – 10:45am

**Public Session**

ITEMS FOR ACTION

1. Approval of February 2024 Committee Meeting Minutes 10:45-10:50am
2. Hand-Carry: Approval of Personnel Actions – Ms. Katie Hall 10:50-10:55am
3. Ratification of Committee Appointments FY2024-25 – Mr. John Zeiger 10:55-11:00am



## **SUMMARY OF ACTIONS TAKEN**

*February 21, 2024 – Talent, Compensation & Governance Committee Meeting*

### **Members Present:**

John W. Zeiger  
Elizabeth P. Kessler  
Alan A. Stockmeister

Gary R. Heminger  
Lewis Von Thaeer  
Jeff M.S. Kaplan

Tomislav B. Mitevski  
Hiroyuki Fujita (*ex officio*)

**Members Present via Zoom:** N/A

**Members Absent:** N/A

### **PUBLIC SESSION**

The Talent, Compensation & Governance Committee of The Ohio State University Board of Trustees convened on Wednesday, February 21, 2024, in person at Longaberger Alumni House on the Columbus campus. Committee Chair John Zeiger called the meeting to order 7:59 a.m.

### **EXECUTIVE SESSION**

It was moved by Mr. Zeiger and seconded by Mr. Kaplan that the committee recess into executive session to discuss business-sensitive trade secrets required to be kept confidential by federal and state statutes, to discuss personnel matters regarding the appointment, employment and compensation of public employees, and to consult with legal counsel regarding pending or imminent litigation.

A roll-call vote was taken, and the committee voted to move into executive session with the following members present and voting: Mr. Zeiger, Ms. Kessler, Mr. Stockmeister, Mr. Heminger, Mr. Von Thaeer, Mr. Kaplan, Mr. Mitevski and Dr. Fujita.

The committee entered into executive session at 8:01 a.m. and reconvened in public session at 10:35 a.m.

### **PUBLIC SESSION**

#### ***Items for Action***

1. Approval of Minutes: No changes were requested to the November 15, 2023, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.
2. Resolution No. 2024-78, Personnel Actions:

BE IT RESOLVED, That the Board of Trustees hereby approves the personnel actions as recorded in the personnel budget records of the university since the November 15, 2023, meeting of the Board, including the following appointments and contract amendments:



# THE OHIO STATE UNIVERSITY

## New Hire

Name: Ross Bjork  
 Title: Senior Vice President and The Wolfe Foundation Eugene Smith Endowed Athletics Director  
 Unit: Office of the President  
 Term: July 1, 2024

Name: Katie Hall  
 Title: Senior Vice President, Talent, Culture and Human Resources  
 Unit: Office of the President  
 Term: February 5, 2024

## Acting Appointment

Name: Camille Hebert  
 Title: Acting Dean, Moritz College of Law  
 Unit: Office of Academic Affairs  
 Term: June 30, 2024

## Interim Appointment

Name: Jake Diebler  
 Title: Interim Head Coach, Men's Basketball  
 Unit: Department of Athletics  
 Term: February 14, 2024

### 3. Resolution No. 2024-79, Ratification of Committee Appointments FY2024-2025:

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for Fiscal Year 2024-2025 are as follows:

#### **Academic Affairs & Student Life:**

Jeff M.S. Kaplan, Chair  
 Elizabeth A. Harsh, Vice Chair  
 Elizabeth P. Kessler  
 Reginald A. Wilkinson  
 Michael Kiggin  
 Pierre Bigby  
 Bradley R. Kastan  
 Joshua H.B. Kerner  
 Susan E. Cole (faculty member)  
 Hiroyuki Fujita (ex officio)

#### **Legal, Audit, Risk & Compliance:**

Elizabeth P. Kessler, Chair  
 Michael Kiggin, Vice Chair  
 Alan A. Stockmeister  
 Jeff M.S. Kaplan  
 Elizabeth A. Harsh  
 Juan Jose Perez  
 Bradley R. Kastan  
 Joshua H.B. Kerner  
 Amy Chronis  
 Hiroyuki Fujita (ex officio)

#### **Finance & Investment:**

Tomislav B. Mitevski, Chair  
 James D. Klingbeil, Vice Chair  
 John W. Zeiger  
 Gary R. Heminger  
 Lewis Von Thaer  
 Michael Kiggin  
 Pierre Bigby  
 George A. Skestos  
 Taylor A. Schwein  
 Amy Chronis  
 Kent M. Stahl  
 Hiroyuki Fujita (ex officio)

#### **Master Planning & Facilities:**

Alan A. Stockmeister, Chair  
 Reginald A. Wilkinson, Vice Chair  
 Elizabeth A. Harsh  
 Pierre Bigby  
 George A. Skestos  
 Joshua H.B. Kerner  
 James D. Klingbeil  
 Robert H. Schottenstein  
 Hiroyuki Fujita (ex officio)



**Research, Innovation & Strategic Partnerships:**

Lewis Von Thaer, Chair  
Reginald A. Wilkinson, Vice Chair  
Juan Jose Perez  
Bradley R. Kastan  
George A. Skestos  
Taylor A. Schwein  
Phillip Popovich (faculty member)  
Hiroyuki Fujita (ex officio)

**Talent, Compensation & Governance:**

John W. Zeiger, Chair  
Elizabeth P. Kessler, Vice Chair  
Alan A. Stockmeister  
Gary R. Heminger  
Lewis Von Thaer  
Jeff M.S. Kaplan  
Tomislav B. Mitevski  
Hiroyuki Fujita (ex officio)

**Wexner Medical Center:**

Leslie H. Wexner, Chair  
Alan A. Stockmeister  
John W. Zeiger  
Gary R. Heminger  
Tomislav B. Mitevski  
Juan Jose Perez  
Taylor A. Schwein  
Stephen D. Steinour  
Robert H. Schottenstein  
Cindy Hilsheimer

Amy Chronis  
Hiroyuki Fujita (ex officio, voting)  
**WALTER E. CARTER JR (EX OFFICIO, VOTING)**  
**KARLA ZADNIK (EX OFFICIO, VOTING)**  
Michael Papadakis (ex officio, voting)  
John J. Warner (ex officio, voting)

4. Resolution No. 2024-80, Amendments to the Bylaws of The Ohio State University Board of Trustees:

Synopsis: Approval of the attached amendment to the *Bylaws of The Ohio State University Board of Trustees*, is proposed.

WHEREAS pursuant to 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 University Board of Trustees at any regular meeting of the board; and

WHEREAS a periodic review of the board’s bylaws is a governance best practice; and

WHEREAS the last revisions to the *Bylaws of the Ohio State University Board of Trustees* took place on November 17, 2022:

NOW THEREFORE

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

(See Appendix XX for background information, page XX)

5. Resolution No. 2024-81, Amendment and Restatement of The Ohio State University Annuity Premium Benefit LTD Plan:

Synopsis: Approval of the amendment and restatement of The Ohio State University Annuity Premium Benefit LTD Plan (“Plan”) is proposed.

WHEREAS, The Ohio State University (the “Employer”) maintains The Ohio State University Annuity Premium Benefit LDT Plan (the “Plan”), a plan organized under Section 403(b) of the Internal Revenue Code (the “Code”) providing long term disability benefits to certain Participants, which was established effective July 1, 2001, and closed to new Participants as of June 30, 2006; and



WHEREAS, pursuant to Section 9.02 of the Plan, the Employer has the authority to amend and restate the Plan from time to time; and

WHEREAS, the Employer desires to amend and restate the Plan to further document terms of the Plan's insurance booklet-certificate and maintain compliance with the Internal Revenue Code, and other applicable laws, regulations, and administrative authority.

NOW THEREFORE

BE IT RESOLVED, that the Board of Trustees hereby approves the amendment and restatement of the Plan, in substantially the form attached hereto, be, and hereby is, adopted effective as of January 1, 2009; and

BE IT FURTHER RESOLVED, that the senior vice president for business and finance and chief financial officer is hereby authorized to execute the amended and restated Plan and any other agreements, certificates, instruments, documents, or conveyances necessary to effectuate or carry out the purpose and intent of this resolution, as well as achieve a favorable determination from the Internal Revenue Service regarding qualification under Section 403(b) of the Code, as necessary.

(See Appendix XX for background information, page XX)

**Action:** Upon the motion of Mr. Zeiger, seconded by Mr. Stockmeister, the forgoing resolutions were adopted by unanimous voice vote with the following members present and voting: Mr. Zeiger, Ms. Kessler, Mr. Stockmeister, Mr. Heminger, Mr. Von Thae, Mr. Kaplan, Mr. Mitevski and Dr. Fujita.

The committee adjourned at 10:42 a.m.

**RATIFICATION OF COMMITTEE APPOINTMENTS FY 2024-2025**

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for Fiscal Year 2024-2025 are as follows:

**Academic Affairs & Student Life:**

Jeff M.S. Kaplan, Chair  
Elizabeth A. Harsh, Vice Chair  
Elizabeth P. Kessler  
Reginald A. Wilkinson  
Michael Kiggin  
Pierre Bigby  
Bradley R. Kastan  
Joshua H.B. Kerner  
**ERIC BIELEFELD** (faculty member)  
Hiroyuki Fujita (ex officio)

**Finance & Investment:**

Tomislav B. Mitevski, Chair  
James D. Klingbeil, Vice Chair  
John W. Zeiger  
Gary R. Heminger  
Lewis Von Thaer  
Michael Kiggin  
Pierre Bigby  
George A. Skestos  
Taylor A. Schwein  
Amy Chronis  
Kent M. Stahl  
Hiroyuki Fujita (ex officio)

**Legal, Audit, Risk & Compliance:**

Elizabeth P. Kessler, Chair  
Michael Kiggin, Vice Chair  
Alan A. Stockmeister  
Jeff M.S. Kaplan  
Elizabeth A. Harsh  
Juan Jose Perez  
Bradley R. Kastan  
Joshua H.B. Kerner  
Amy Chronis  
Hiroyuki Fujita (ex officio)

**Master Planning & Facilities:**

Alan A. Stockmeister, Chair  
Reginald A. Wilkinson, Vice Chair  
Elizabeth A. Harsh  
Pierre Bigby  
George A. Skestos  
Joshua H.B. Kerner  
James D. Klingbeil  
Robert H. Schottenstein  
Hiroyuki Fujita (ex officio)

**Research, Innovation & Strategic Partnerships:**

Lewis Von Thaer, Chair  
Reginald A. Wilkinson, Vice Chair  
Juan Jose Perez  
Bradley R. Kastan  
George A. Skestos  
Taylor A. Schwein  
Phillip Popovich (faculty member)  
Hiroyuki Fujita (ex officio)

**Talent, Compensation & Governance:**

John W. Zeiger, Chair  
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Alan A. Stockmeister  
Gary R. Heminger  
Lewis Von Thaer  
Jeff M.S. Kaplan  
Tomislav B. Mitevski  
Hiroyuki Fujita (ex officio)

**RATIFICATION OF COMMITTEE APPOINTMENTS FY 2024-2025 (CONT)**

**Wexner Medical Center:**

Leslie H. Wexner, Chair  
Alan A. Stockmeister  
John W. Zeiger  
Gary R. Heminger  
Tomislav B. Mitevski  
Juan Jose Perez  
Taylor A. Schwein  
Stephen D. Steinour  
Robert H. Schottenstein  
Cindy Hilsheimer  
Amy Chronis  
Hiroyuki Fujita (ex officio, voting)  
Walter E. Carter Jr (ex officio, voting)  
Karla Zadnik (ex officio, voting)  
Michael Papadakis (ex officio, voting)  
John J. Warner (ex officio, voting)

**Finance Committee, Wexner Medical Center:**

Stephen D. Steinour, Chair  
John W. Zeiger  
Tomislav B. Mitevski  
Juan Jose Perez  
Amy Chronis  
John J. Warner  
Michael Papadakis