

**WEDNESDAY, AUGUST 16, 2023**  
**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: Vitria on the Square – University Square North (USN)  
14 E. 15th Avenue, Columbus, OH 43201

Time: 8:00am-11:00am

**Executive Session**

**Public Session**

10:45-11:00am

ITEMS FOR ACTION

10. Approval of May 2023 Committee Meeting Minutes – Mr. John Zeiger
11. **Hand-Carry:** Approval of Personnel Actions – Ms. Katie Hall
12. Ratification of Committee Appointments – Mr. John Zeiger
13. Amendments to the *Bylaws of the Wexner Medical Center Board* – Mr. John Zeiger



## **SUMMARY OF ACTIONS TAKEN**

*May 17, 2023 – Talent, Compensation & Governance Committee Meeting*

### **Members Present:**

John W. Zeiger  
Elizabeth P. Kessler  
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, May 17, 2023, 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. Von Thaeer 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. Heminger, Mr. Von Thaeer, Mr. Kaplan, and Mr. Mitevski. Dr. Fujita was not present for this vote.

The committee entered executive session at 8:01 a.m. and reconvened in public session at 10:54 a.m.

### **PUBLIC SESSION**

#### ***Items for Discussion***

1. Report on Departing Trustees and Election of Officers: Committee Chair John Zeiger congratulated and thanked departing Trustees Abigail Wexner, Alex Fischer, and Undergraduate Student Trustee, Tanner Hunt for their service and contributions to the board. He also welcomed new Trustees, George Skestos and Bradley Kastan.

Mr. Zeiger also discussed the election officers resolution that will be included on the consent agenda presented at the full-board public session on Thursday. This resolution will re-elect Chairman Hiroyuki Fujita for an additional term. He thanked Dr. Fujita for steadfast leadership and dedication over the past year in his role as Chairman of the Board.

Dr. Fujita thanked Mr. Zeiger and his fellow trustees for their support. He then brought forward his nomination of Mr. Zeiger to serve a one-year term as vice chair of the board.



**Items for Action**

2. Approval of Minutes: No changes were requested to the February 14, 2023, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.
3. Resolution No. 2023-106, 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 February 14, 2023, meeting of the Board, including the following appointments and contract amendments:

New Hire

Name: Karen Rose  
Title: Dean, College of Nursing  
Unit: Office of Academic Affairs  
Term: July 1, 2023

Appointment Extension

Name: Don Pope-Davis  
Title: Dean, College of Education and Human Ecology  
Unit: Office of Academic Affairs  
Term: July 1, 2023 – June 30, 2025

Name: Henry Mann  
Title: Dean, College of Pharmacy  
Unit: Office of Academic Affairs  
Term: July 1, 2023 – August 31, 2023

Interim Appointment

Name: Karla Zadnik  
Title: Interim Dean, College of Public Health  
Unit: Office of Academic Affairs  
Date: July 1, 2023 – June 30, 2024

Name: Margaret Young  
Title: Interim Dean, Lima  
Unit: Office of Academic Affairs  
Date: March 30, 2023 – June 30, 2024

Name: Katie Hall  
Title: Interim Senior Vice President, Talent, Culture and Human Resources  
Unit: Office of the President  
Date: April 3, 2023 – March 31, 2024

**Action:** Upon the motion of Mr. Zeiger, seconded by Mr. Kaplan, the foregoing resolutions were adopted by unanimous voice vote with the following members present and voting: Mr. Zeiger, Ms. Kessler, Mr. Von Thae, Mr. Kaplan, Mr. Mitevski and Dr. Fujita. Mr. Heminger was not present for this vote.

The committee adjourned at 10:59 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  
**JOSHUA H.B. KERNER**  
Susan E. Cole (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  
**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  
**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  
**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  
**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)

**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

W.G. Jurgensen

Cindy Hilsheimer

Amy Chronis

Hiroyuki Fujita (ex officio, voting)

Melissa L. Gilliam (ex officio, voting)

Michael Papadakis (ex officio, voting)

**JOHN J. WARNER (EX OFFICIO, VOTING)**

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

Synopsis: Recommended approval of the attached amendments to the *Bylaws of The Ohio State University Wexner Medical Center Board* 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 Wexner Medical Center Board* took place in November 2022; and

NOW THEREFORE

BE IT RESOLVED, That the Quality and Professional Affairs Committee hereby recommends to the Wexner Medical Center Board and the University Board of Trustees the attached amendments to the *Bylaws of The Ohio State University Wexner Medical Center Board*.

## OHIO STATE UNIVERSITY WEXNER MEDICAL CENTER BOARD BYLAWS

### **3335-97-03 Quality and professional affairs committee.**

(B) Composition. The committee shall consist of: no fewer than four voting members of the university Wexner medical center board, appointed annually by the chair of the university Wexner medical center board, one of whom shall be appointed as chair of the committee. The executive vice president and chief executive officer; the chief executive officer of the Ohio state university health system; the chief clinical officer of the medical center; the chief administrative officer of the Ohio state university health system; the director of medical affairs of the James; the medical director of credentialing for the James; the chief of the medical staff of the university hospitals; the chief of the medical staff of the James; the associate dean of graduate medical education; the chief quality and patient safety officer; the chief nursing **executive officer** for ~~the Ohio state health system~~ **University Hospital**; and the chief nursing officer for the James shall serve as ex-officio, voting members. Such other members as appointed by the chair of the university Wexner medical center board, in consultation with the chair of the quality and professional affairs committee.

### **3335-101-05 Appointment to the medical staff and assignment of clinical privileges.**

Upon recommendation of the medical staff of university hospitals or the James cancer hospital and in accordance with the medical staff bylaws, the university Wexner medical center board may appoint **and reappoint** physicians, dentists, psychologists, and podiatrists meeting the qualifications prescribed in the medical staff bylaws, to membership on the medical staff of the university hospitals and the James cancer hospital and shall grant clinical privileges to such practitioners. Appointment to the medical staff carries with it full responsibility for the treatment of patients of the university Wexner medical center subject to such limitations as may be imposed by the university Wexner medical center board or the medical staff bylaws, rules, and regulations of the medical staff. ~~Appointment and reappointment to the medical staff shall be for a period not to exceed two years and shall be renewable in accordance with the reappointment procedure set forth in the medical staff bylaws.~~ The chief medical officer of the medical center and the director of medical affairs for the James cancer hospital are delegated the responsibility by the university Wexner medical center board to grant temporary clinical privileges. The granting of temporary privileges shall be limited to situations which fulfill an important patient care need, and shall not be granted for a period of more than one hundred twenty days.