

WEDNESDAY, AUGUST 21, 2024
TALENT, COMPENSATION & GOVERNANCE COMMITTEE MEETING

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

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

Time: 8:00am-10:00am

Executive Session

Public Session

ITEMS FOR ACTION

9:40am-10:00am

1. Approval of May 2024 Committee Meeting Minutes – Mr. Jeff Kaplan
2. *Hand-Carry*: Approval of Personnel Actions – Mr. Jeff Kaplan
3. Amendments to the *Bylaws of the Board of Trustees* – Mr. Jeff Kaplan
4. *Hand Carry*: Presidential Review and Compensation – Mr. Jeff Kaplan
5. *Hand Carry*: Approval of Presidential Goals – Mr. Jeff Kaplan



SUMMARY OF ACTIONS TAKEN

May 15, 2024 – Talent, Compensation & Governance Committee Meeting

Members Present:

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

Gary R. Heminger
Lewis Von Thaer
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 15, 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. Von Thaer 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 Thaer, Mr. Kaplan, Mr. Mitevski and Dr. Fujita.

The committee entered into executive session at 8:00 a.m. and reconvened in public session at 10:48 a.m.

PUBLIC SESSION

Items for Action

1. Approval of Minutes: No changes were requested to the February 21, 2024, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.
2. Resolution No. 2024-110, Approval of 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 22, 2024 meeting of the Board, including the following appointments and contract amendments:

Appointment

Name: Jake Diebler
Title: Head Coach, Men's Basketball



Unit: Department of Athletics
Term: April 30, 2029

Appointment Extension

Name: Eric Anderman
Title: Interim Dean and Director, Mansfield Campus
Unit: Office of Academic Affairs
Term: August 14, 2024

Name: William MacDonald
Title: Dean and Director, Newark Campus
Unit: Office of Academic Affairs
Term: July 31, 2024

Name: Gregory Rose
Title: Dean and Director, Marion Campus
Unit: Office of Academic Affairs
Term: August 31, 2024

Name: Karla Zadnik
Title: Interim Dean, College of Public Health
Unit: Office of Academic Affairs
Term: July 31, 2024

3. Resolution No. 2024-111, 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
ERIC BIELEFELD (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 Thae
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 Thaeer, 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 Thaeer
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)

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

Action: Upon the motion of Mr. Zeiger, seconded by Mr. Kaplan, 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 Thaeer, Mr. Kaplan, Mr. Mitevski and Dr. Fujita.

The committee adjourned at 10:51 a.m.

**AMENDMENT 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 February 21, 2024:

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*.

BYLAWS OF THE BOARD OF TRUSTEES OF THE OHIO STATE UNIVERSITY

3335-1-02 Members, officers and committees of the board

A. Members of the board of trustees.

1. The board of trustees of the Ohio state university shall, as provided in section 3335.02 of the Revised Code, be comprised of seventeen trustees, including two student trustees, who shall be appointed by the governor, with advice and consent of the senate, with terms of office as articulated in the Ohio Revised Code.
2. Student trustees. Student trustees shall be permitted to participate in all discussion and deliberations of the board, including attending executive sessions.
3. Charter trustees. In order to take advantage of the diverse cultural, geographic, business, professional, public service and civic backgrounds, talents and experiences of friends and alumni of the Ohio state university who do not live in the state of Ohio, the position of charter trustee has been established, in accordance with the following guidelines:
 - a. Charter trustees shall be non-Ohio residents and shall be chosen on the basis of the following attributes: Ohio state university 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; and willingness and ability to offer counsel.
 - b. The board shall appoint no more than three charter trustees at any given time.
 - c. Each charter trustee shall be appointed for one three-year term, commencing on May fourteenth and expiring on May thirteenth. The reappointment of a charter trustee is not automatic. Appointment and reappointment decisions will be made with consideration to the expertise needs of the overall board.
 - d. Charter trustees shall have no voting privileges on the board of trustees, shall not be considered in determining whether a quorum is present, and shall not be eligible to be officers of the board, but will otherwise participate in all activities of the board, including membership on committees. Charter trustees who are members of board committees shall have voting privileges on those committees and shall be eligible to serve as committee chair or vice chair.
 - e. Charter trustees shall be nominated by the talent, compensation and governance committee and shall be appointed, and may be removed before the conclusion of his or her term, by a vote of the board. Upon such appointment, the chair shall cause a letter of appointment to be delivered to the charter trustee, and a copy of the letter shall be delivered to the governor.
4. Ethics and conflicts of interest. All trustees shall follow the protections of the public set forth in Chapter 102, sections 2921.42 and 2921.43 of the Revised Code. In addition, the board of trustees shall adopt and periodically review a policy on ethics and conflicts of interest to govern all members of the board of trustees, Wexner medical center board and their committees.

5. Statement of expectations. The board of trustees shall adopt and periodically review a board statement of expectations, which shall address such topics as comportment among board members, with the university president and other internal constituents, and with external constituents.
6. Indemnification. Trustees, charter trustees, and non-trustee committee members shall be entitled to legal defense and indemnification against any claims or liabilities which might arise from the performance of their duties on behalf of the Ohio state university to the fullest extent permitted by Ohio law.
7. Reimbursement of expenses. All trustees, charter trustees, and non-trustee committee members shall be entitled to reimbursement for reasonable travel expenses incurred in attending meetings of a committee or of the board of trustees, or other meetings as a representative of the board, in accordance with university policy and Ohio law.

B. Officers

1. Number. The officers of the board shall be a chair, one or more vice chairs, and a secretary. No officer of the board shall, at the same time, hold more than one board office. The board may elect such other officers as the board may deem necessary with such authority and responsibility as delegated to them by the board.
2. Chair. The chair shall preside at all meetings of the board. Unless otherwise directed by the board, the chair shall have the authority to appoint members of and to fill vacancies on all standing and ad hoc committees and shall serve as an ex-officio member of all standing and ad hoc committees. Subject to these bylaws, the chair shall work with the secretary of the board of trustees to fix the date and time of all regular, special, and emergency meetings, shall sign the journal of all proceedings of the board, and perform such other duties as may pertain to this office.
3. Vice chair. At the request of or in the absence or incapacity of the chair, the vice chair shall perform all the duties of the chair and, while so acting, shall have all the powers and authority of, and be subject to all the restrictions upon, the chair. In the event that there are multiple vice chairs, these powers and duties shall devolve upon the senior vice chair, based on length of service on the board, unless otherwise indicated by the board. In addition, the vice chair shall perform such other duties as may be assigned to him or her by the board or by the chair.
4. Secretary. The board of trustees appoints the secretary of the board, establishes the qualifications for filling this role and conducts the annual performance evaluation for this position. The secretary reports functionally to the board and administratively to the university president. The responsibilities of the secretary, which are defined by the board as part of their oversight role, include:
 - a. Serving as the key internal university liaison for the chair and the board;
 - b. Communicating and interacting directly with the chair and the board to advance the strategic work of the board;

- c. Serving as the custodian of and being ultimately responsible for the preservation of all official records of the board;
- d. Serving as the custodian of the university seal and causing its imprint to be placed whenever and wherever appropriate;
- e. Overseeing the maintenance of the minutes of all meetings of the board and of committees of the board;
- f. Overseeing the operations of the Office of the Board of Trustees; and
- g. Performing all other duties customary to the office or assigned by the chair or the board.
- h. In the absence of the secretary, the associate secretary shall perform the duties of the secretary of the board and all official actions taken by the associate secretary shall be deemed authorized and approved by the board of trustees.

5. Election, term of office, and qualifications.

- a. The chair and vice chair(s) of the board shall be elected annually by the board and shall take office at the adjournment of the final meeting of the fiscal year ending June 30. They shall hold their office through the following final fiscal year meeting of the board of trustees or until their successors are elected and qualified, so long as they shall continue to be eligible to serve as officers
- b. The chair and the vice chair(s) must be members of the board of trustees. The qualifications of all other officers shall be determined by the board.
- c. The chair shall be elected to a one-year term, and may serve up to three consecutive terms as chair. Before the end of each term, the talent, compensation and governance committee shall conduct a review of the chair, and after consultation with the members of the board, shall recommend to the board whether the chair should be reelected for an additional term.
- d. The vote of a majority of all trustees then in office shall be necessary to elect or remove an officer 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 and shall consider and make recommendations for action by the board on the various matters as enumerated below:
 - 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 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: teaching and learning; student success, support and well-being; 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 land-grant mission and extension programs; athletics; and any other matter assigned to the committee by the board or the chair of the board.

In addition to the 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 committee members, with majority membership by trustees at all times.

- b. Finance and investment committee. The finance and investment 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: long-range financial planning; borrowing and investment policies and strategies; investment benchmarks and asset allocation; capital and operating budgets and policies; capital expenditure budgets and investment; financing related to real property transactions; financial reporting practices; issuance of debt; tuition and fees; endowment assets and Advancement objectives; namings of university buildings and spaces; purchasing policies; insurance and Self-insurance Board appointments; efficiency and cost-saving efforts; managed health care systems; and any other matter assigned to the committee by the board or the chair of the board.

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

- c. Talent, compensation and governance committee. The talent, compensation and governance 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, 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: roles and responsibilities of trustees and senior leadership positions; position specifications and necessary qualifications; compensation strategy and comparative data; transition plans; the board structure and operation; matters related to the trustees, non-trustee committee members and charter trustee selection process; trustee orientation; reviews of the president of the university and officers 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 the chairs of each board committee and the vice chairs of the board. In addition to the trustees appointed to the committee, the committee may also consist of up to three additional non-trustee committee members, with majority membership by trustees at all times. The chair of the board may also appoint to this committee up to one current voting member of the board who formerly served as a board officer.

- d. 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. The committee will serve as stewards of the campus master plans and district plans. Matters to be brought before the committee may include, but shall not be limited to: the review and recommendation for approval of the planning, design, and construction activity of the university, including the Wexner medical center; university master planning; development and maintenance of facilities; real property matters; security and infrastructure updates; and any other matter assigned to the committee by the board or the chair of the board.

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

- e. Legal, audit, risk and compliance committee. The legal, audit, risk and compliance committee shall consider and make recommendations to the board regarding oversight of the university's legal, audit, risk, and compliance functions. Matters to be brought before the committee may include, but shall not be limited to: reports regarding significant legal, legislative, and regulatory matters and initiatives; potential and active litigation; oversight and monitoring of compliance programs and activities; university and Wexner medical center enterprise risk management programs and business continuity planning; approval and monitoring of affiliated entities; internal financial control systems and reporting; auditing of the university and related entity operations; internal audit policies, plans, and reports; 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.

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

- f. Research, innovation and strategic partnerships. The research, innovation and strategic partnerships committee shall consider and make recommendations to the board regarding matters pertaining to the research programs and activities of the university, Wexner medical center, faculty, staff, and students. Matters to be brought before the committee may include, but shall not be limited to: programs and activities related to research and creative inquiry; policies to support and enhance research and creative inquiry conducted at the university; the development and support of strategic internal and external relationships; outreach and engagement activities of the university's students, faculty, and staff; and any other matter assigned to the committee by the board or the chair of the board.

In addition to the 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 committee members, with majority membership by trustees at all times.

- g. **Athletics committee. The athletics committee shall consider and make recommendations to the board regarding oversight of the university's intercollegiate athletics programs and the**

actions taken to foster student-athlete success. Matters to be brought before the committee may include, but shall not be limited to: intercollegiate athletics programs and activities; student-athlete success, support, and well-being; reports regarding the operations of the organization, staffing, financial performance, and facilities for intercollegiate athletics operations; reports regarding significant structural, legal, and compliance developments impacting intercollegiate athletic activities; reviews and investigations related to intercollegiate athletic programs; and any other matter assigned to the committee by the board or the chair of the board.

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

- h. *Wexner medical center board.* The university board of trustees retains ultimate sovereign power and authority over, and fiduciary responsibility for, all aspects of the mission and operations of the university, including its Wexner medical center. The university board of trustees nonetheless recognizes the important oversight role of its Wexner medical center board. The Wexner medical center board shall consider and make recommendations to the university board of trustees regarding matters set forth in the Wexner medical center board bylaws. The Wexner medical center board shall keep the university board of trustees and its committees apprised of, and make recommendations regarding, Wexner medical center matters. The university board of trustees and its committees shall consult and seek the input of the Wexner medical center board on the relevant strategic and operational matters that come before the university board of trustees. Trustees who are members of the Wexner medical center board shall represent the interests of both boards during their service.

Trustees, public members and ex-officio voting members of the Wexner medical center board shall be appointed by the chair of the university board of trustees in compliance with the procedure set forth in the Wexner medical center board bylaws.

2. The chair and vice chair of each committee of the board shall be trustees or charter trustees.
3. The chair of the university board of trustees 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-trustee 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, except for specific exceptions outlined in the Ohio state university Wexner medical center board bylaws. 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.