

**THURSDAY, NOVEMBER 20, 2025
TALENT, COMPENSATION AND GOVERNANCE COMMITTEE MEETING**

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

Location: Alumni Room, Fawcett Center
2400 Olentangy River Road, Columbus, OH 43210

Time: 9:00 a.m.-12:00 p.m.

Public Session

9:00-9:30 a.m.

ITEMS FOR ACTION

1. Approval of August 2025 Committee Meeting Minutes – Mr. Jeff Kaplan 9:00-9:05 a.m.
2. *Hand Carry*: Approval of Personnel Actions – Ms. Katie Hall 9:05-9:10 a.m.

ITEMS FOR DISCUSSION

3. *Annual Trustee Ethics Training* – Ms. Anne Garcia, Mr. Gates Garrity-Rokous, Ms. Jessica Tobias 9:10-9:30 a.m.

Executive Session

9:30 a.m.-12:00 p.m.



SUMMARY OF ACTIONS TAKEN

August 13, 2025 – Talent, Compensation and Governance Committee Meeting

Members Present:

Jeff M.S. Kaplan
Elizabeth P. Kessler
Gary R. Heminger

Reginald A. Wilkinson
Tomislav B. Mitevski
Juan Jose Perez

Kara J. Trott
John W. Zeiger (ex officio)

Members Present via Zoom: N/A

Members Absent: N/A

PUBLIC SESSION

The Talent, Compensation and Governance Committee of The Ohio State University Board of Trustees convened on Wednesday, August 13, 2025, virtually and in person in the Mount Leadership Room at Longaberger Alumni House on the Columbus campus. Committee Chair Jeff Kaplan called the meeting to order at 1:00 p.m.

Items for Action:

1. Approval of Minutes: No changes were requested to the July 2, 2025, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.
2. Resolution No. 2026-36: Amendment to the Bylaws of the Board of Trustees:

Synopsis: Amendment to the Bylaws of the Board of Trustees related to Ohio Senate Bill 1, the Advance Ohio Higher Education Act, and organizational changes to the Academic Affairs and Student Life Committee.

WHEREAS Ohio Senate Bill 1 (SB1), the Advance Higher Education Act, took effect on June 27, 2025; and

WHEREAS SB1 prohibits student trustees from serving as voting members on the full Board of Trustees and from attending Board executive sessions, but student trustees may continue to serve on Board committees, as their input and perspectives deepen the Board's understanding of the student experience; and

WHEREAS the university has reorganized research operations such that the Enterprise for Research, Innovation and Knowledge now reports to the Executive Vice President and Provost, such that all of these operations may be addressed by the Board's Academic Affairs and Student Life Committee, rather than in a separate Research, Innovation and Strategic Partnerships Committee; and

WHEREAS these developments require amending Board Bylaw 3335-1-02 to reflect the changes to student trustee authority and Board committee standing and authority:



THE OHIO STATE UNIVERSITY

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby adopts the attached amendment to Board Bylaw 3335-1-02.

(See Appendix X for background information, page XX)

3. Resolution No. 2026-37: Ratification of Committee Appointments FY2026:

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for Fiscal Year 2026 are as follows:

Academic Affairs & Student Life:

Reginald A. Wilkinson, Chair
Elizabeth A. Harsh, Vice Chair
Elizabeth P. Kessler
Jeff M.S. Kaplan
Michael F. Kiggin
Bradley R. Kastan
Kara J. Trott
Patrick C. Arp
Phillip Popovich (faculty member)
Eric Bielefeld (faculty member)
Stefanie Sanford
John W. Zeiger (ex officio)

Athletics:

Gary R. Heminger, Chair
Michael F. Kiggin, Vice Chair
Elizabeth P. Kessler
Jeff M.S. Kaplan
Pierre Bigby
Bradley R. Kastan
George A. Skestos
Patrick C. Arp
John W. Zeiger (ex officio)

Finance & Investment:

Tomislav B. Mitevski, Chair
Pierre Bigby, Vice Chair
Gary R. Heminger
Michael F. Kiggin
George A. Skestos
Kendall C. Buchan
Amy Chronis
Kent M. Stahl
John W. Zeiger (ex officio)

Legal, Audit, Risk & Compliance:

Elizabeth P. Kessler, Chair
Bradley R. Kastan, Vice Chair
Michael F. Kiggin
Juan Jose Perez
Patrick C. Arp
Amy Chronis
John W. Zeiger (ex officio)

Master Planning & Facilities:

Juan Jose Perez, Chair
George A. Skestos, Vice Chair
Elizabeth A. Harsh
Reginald A. Wilkinson
Pierre Bigby
Bradley R. Kastan
Kendall C. Buchan
Robert H. Schottenstein
Keith Myers
John W. Zeiger (ex officio)

Talent, Compensation & Governance:

Jeff M.S. Kaplan, Chair
Elizabeth P. Kessler, Vice Chair
Gary R. Heminger
Reginald A. Wilkinson
Tomislav B. Mitevski
Juan Jose Perez
John W. Zeiger (ex officio)

Wexner Medical Center:

Leslie H. Wexner, Chair
Gary R. Heminger
Tomislav B. Mitevski
Juan Jose Perez
George A. Skestos
Kara J. Trott
Kendall C. Buchan
Robert H. Schottenstein
Stephen D. Steinour
Cindy Hilsheimer
Amy Chronis
Hiroyuki Fujita
John W. Zeiger (ex officio, voting)
Walter E. Carter Jr (ex officio, voting)
Ravi V. Bellamkonda (ex officio, voting)
Michael Papadakis (ex officio, voting)
John J. Warner (ex officio, voting)



THE OHIO STATE UNIVERSITY

BE IT FURTHER RESOLVED, That these appointments shall take effect at the adjournment of the meeting at which they are approved and remain in effect through the fiscal year ending June 30, 2026, or until they are superseded by a subsequent action of the board, whichever occurs first, so long as the persons appointed continue to be eligible to serve in such a capacity.

Action: Upon the motion of Mr. Kaplan, seconded by Dr. Wilkinson, the foregoing resolutions were adopted by unanimous roll-call vote, with the following members present and voting: Mr. Kaplan, Ms. Kessler, Mr. Heminger, Dr. Wilkinson, Mr. Mitevski, Mr. Perez, Ms. Trott and Mr. Zeiger.

EXECUTIVE SESSION

It was moved by Mr. Kaplan and seconded by Mr. Heminger that the committee recess into executive session to discuss business-sensitive trade secrets and personnel matters regarding the appointment, employment and compensation of public employees.

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

The committee entered into executive session at 1:05 p.m. and adjourned at 3:25 p.m.

DRAFT



Annual Ohio Ethics Law Training

Annual Ohio Ethics Law Training

Anne K. Garcia
Senior Vice President and General Counsel

Gates Garrity-Rokous
Vice President and Chief Compliance Officer

Jessica Tobias
Ethics Director and Compliance Investigator



Key Takeaways

- The Board's Statement of Ethical Conduct and Leadership Integrity applies to all Trustees and Committee members and incorporates Ohio Ethics Law concepts.
- Trustees must submit an annual financial disclosure statement to the Ohio Ethics Commission.
- OSU's screening process relies on you voluntarily disclosing interests.

“The Ohio Ethics Law prohibits public officials or employees from participating, in any way, in actions or decisions that definitely and directly involve their own interests, or those of their families or business associates.”

- Ohio Ethics Commission

Ohio Ethics Law Key Concepts

Incorporated into Board
Statement and Protocol



Conflicts of Interest (O.R.C. 102.03 (D) and (E))

- Prohibits trustee involvement on matters affecting themselves, family, or business associates
- Prohibits trustees from accepting anything of substantial value from an improper source



Public Contracts (O.R.C. 2921.42)

- Prohibits trustees from using influence to secure public contracts for themselves, family, or business associates
- Prohibits trustees from having a financial or fiduciary interest in a public contract



Representation Restrictions (O.R.C 102)

- Prohibits trustees from being paid to perform services on a matter before a state agency (exceptions may apply)

Board Statement and Protocol

 THE OHIO STATE UNIVERSITY

STATEMENT OF ETHICAL CONDUCT AND LEADERSHIP INTEGRITY
THE OHIO STATE UNIVERSITY BOARD OF TRUSTEES
January 30, 2015

Preamble

As Members of the Ohio State University Board of Trustees, Wexner Medical Center Board, and/or various Board of Trustees or Wexner Medical Center Board committees, we serve and are accountable to the Ohio State University and the public. We are honest guardians of the interests of our students, faculty, staff, and patients. Our responsibility is to assure leadership integrity in our actions, commitments and procedures, and to conduct ourselves, at all times, in a manner that fosters public confidence in the integrity of the Board of Trustees, its processes, and its accomplishments, and avoids favoritism, bias, and the appearance of impropriety.

Duties

All University Trustees ("Trustee" or collectively "Trustees"), Wexner Medical Center Board Members and Board Committee Members ("Member" or collectively as "Members") have three primary obligations:

- A duty of care – Trustees and Members shall perform their duties with the care that an ordinary prudent person in a like position would use under similar circumstances;
- A duty of good faith – Trustees and Members shall take the necessary actions to be informed and exercise appropriate judgment;
- A duty of loyalty – Trustees and Members shall perform their duties in good faith, in a manner the member reasonably believes to be in, or not opposed to, the best interest of the University.

Conflicts of Interest

A "conflict of interest" may arise:

- A) When a reasonable observer, having knowledge of all of the relevant facts and circumstances, would conclude that a Trustee or Member, family member, business associate or related entity has had material interest, financial or otherwise, that is incompatible with the Trustee or Member taking action on a University matter, or such Trustee or Member is using his or her role to achieve personal gain or benefit to family, friends, or business associates;
- B) When the Trustee or Member, or his or her family member or business associate, might derive, a financial or other material benefit from the dissemination or use of confidential information learned in the course of his or her Board service; or

 THE OHIO STATE UNIVERSITY

Board of Trustees Conflict of Interest Protocol

This Protocol summarizes the process by which the Office of Legal Affairs and Office of the Board of Trustees assist individual Trustees of the Ohio State University, as well as members of the Ohio State University Wexner Medical Center Board, and members of any Board Committees, in meeting their commitments under the Board of Trustees' Statement of Ethical Conduct and Leadership Integrity ("Statement") and Ohio Ethics Laws.

Candidate Screening: The Office of Legal Affairs will support the Board of Trustees in pre-screening potential trustees, Charter Trustees, Wexner Medical Center Board members, and members of Board Committees, when known, for possible ethics or conflict of interest issues based on publicly available information, prior to their appointment.

Charter and Committee Members: The Statement of Ethical Conduct and Leadership Integrity applies to both University Trustees ("Trustees") and Charter and Committee Members ("Members"). University Trustees are also governed by Ohio Ethics Laws. Members are expected to recognize potential conflicts of interest and respond accordingly, and the Office of Legal Affairs will assist both Trustees and Members as requested.

Ethics Education: At the time of his or her appointment, each Trustee and Member shall be invited to participate in a one-on-one education session by the General Counsel. The session will cover Ohio Ethics Law as it applies to the Trustee or Member and the Statement of Ethical Conduct and Leadership Integrity.

In addition, the University will provide Trustees and Members with an annual ethics education session that will cover Ohio Ethics Law as it applies to the Trustee or Member and the Statement of Ethical Conduct and Leadership Integrity.

The Board Office will also distribute the Summary of Substantive Provisions of the Ethics Law and Related Statutes prepared by the Ohio Ethics Commission and create a repository of relevant ethics documents that is accessible to Trustees and Members online.

Individualized conflict management plan: Where requested by an individual Trustee or Member, the General Counsel will define a management plan to assist in the management of a potential conflict. Such a plan may include assisting the Board Secretary in reviewing the Board Meeting agenda, prior to a meeting, to identify the potential conflict affecting individual Trustees or Members. Depending on the nature of the potential conflict, the Board materials may be redacted and other steps taken to ensure that the Trustee or Member appropriately recuses him or herself from the discussion.



Board Ethics Statement and Protocol

Resources Available

1

PREPARATION

Candidate Screening
One-on-One Onboarding

2

ONGOING SUPPORT

Consulting and Conflict Management Plans
Meeting Agenda Review
Vendor List Provision
Interest Screening Process
Review Financial Disclosure Filings
Exit Meeting

3

ETHICS EDUCATION

Annual Ethics Training
Ohio Ethics Commission Guidance
Repository of Ethics Documents



Board Ethics Statement and Protocol

OSU's Recusal and Screening Processes



Disclosure to OSU (voluntary)

- Entities in which you serve as a director or in another fiduciary role (both for-profit and not-for-profit)
- Entities in which you hold 5% or more of the ownership of the entity



Agenda Review and Recusal Identifications

- Staff identify agenda items for possible recusal from university discussions, deliberations, and decisions, including Board action items



Public Contract Screening Processes

- Staff screen purchases of goods and services for potential conflicts

Required Reporting

- Ohio Ethics Commission Financial Disclosure Statement
- Department of Defense – Consultancies with Foreign Persons

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OHIO ETHICS COMMISSION
FINANCIAL DISCLOSURE STATEMENT

Form No. OEC-2017
OHIO ETHICS COMMISSION
Financial information for calendar year 2017

Please type or print clearly. See [instructions](#) for assistance with this page.

SECTION A. PERSONAL CONTACT INFORMATION

Last Name	First Name	MI
Address	City	State Zip
County	E-mail Address	Phone
()		

SECTION B. STATUS (Check all that apply)

<input type="checkbox"/> Candidate	CANDIDATES: Please list the date of the first election (primary, special, or general) when your name will appear on the ballot.	
<input type="checkbox"/> Write-in Candidate	Month	Day
<input type="checkbox"/> Elected to an office	Year	
<input type="checkbox"/> Appointed to an unexpired office		
<input type="checkbox"/> Appointed to a new office		
<input type="checkbox"/> Public Official		
<input type="checkbox"/> Public Employee		
<input type="checkbox"/> Voluntary Filer / Other		

FOR OFFICIAL USE ONLY

SECTION C. PUBLIC POSITION, OFFICE, OR JOB

Position/Title (Example: council member, sheriff, board member, or job title)	<input type="checkbox"/> Seeking
Public Entity you serve in 2018, served in 2017, or will serve if elected	<input type="checkbox"/> Hold
	<input type="checkbox"/> Held

Public Salary:

Start Date:	End Date:
Month Day Year	Month Day Year

SECTION D. ADDITIONAL PUBLIC POSITION, OFFICE, OR JOB

Position/Title (Example: council member, sheriff, board member, or job title)	<input type="checkbox"/> Seeking
Public Entity you serve in 2018, served in 2017, or will serve if elected	<input type="checkbox"/> Hold
	<input type="checkbox"/> Held

Public Salary:

Start Date:	End Date:
Month Day Year	Month Day Year

FOR OHIO ETHICS COMMISSION USE ONLY

Walk-in	<input type="checkbox"/> Filer has answered every required question.	Date incomplete form returned to filer:
Inter Office	<input type="checkbox"/> Filer has not answered these questions:	Date completed form returned to OEC:
No Check		
Re'd by:		

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DoD Required Reporting of Trustee Positions or Consultancies
August 2021

Overview

Ohio State is required to obtain and report information about its trustees who hold consultancies for, any foreign persons. Please provide the reporting information related with which you hold a position that meets the reporting requirement below.

Reporting Requirement:

Your reporting will be made to the Department of Defense in support of Ohio State enables our work on national security research contracts, as part of the National compliance with 32 CFR Part 117.8(c)(7)(v).

Your reporting information will be provided as part of our response to the DoD 8000.01-R Pertaining to Foreign Interests, question #9: "Do any of the members of your organization, governing body, officers, executive personnel, general partners, regents, trustees, any positions with, or serve as consultants for, any foreign person(s)?"

"Foreign Person" is defined by as: "Any natural person who is not a lawful permanent resident of the United States (U.S.C. 1101(a)(20) or who is not a protected individual as defined by any foreign corporation, business association, partnership, trust, society or any organization incorporated or organized to do business in the United States, as well as international governments and any agency or subdivision of foreign governments (e.g., diplomatic missions, consulates, embassies, and other foreign government offices).

Reporting Information:

Please provide the following information for each position you hold with a foreign entity/organization:

- The name of the foreign entity/organization(s) with which you hold a position
- The title of the position you hold with the foreign entity/organization
- The location where each foreign entity/organization's parent company is located (e.g., Switzerland)
- The physical location of the branch of the organization(s) you support (e.g., Nestle USA, Inc., Arlington, VA, USA)
- Your citizenship (e.g., United States)
- Your immigration status, if applicable (e.g., N/A)

The SF-328 attachment containing the information you report will be marked to records requests under the Freedom of Information Act (FOIA).

Contact Information:

Please direct your questions and reporting by October 31st to:

Melissa J. Shaw, MS, JD, ISP[®]
Senior Facility Security Officer
Office of Secure Research
Email: shaw.810@osu.edu
Phone: (614) 292-1954

Questions?



STATEMENT OF ETHICAL CONDUCT AND LEADERSHIP INTEGRITY
THE OHIO STATE UNIVERSITY BOARD OF TRUSTEES
January 30, 2015

Preamble

As Members of the Ohio State University Board of Trustees, Wexner Medical Center Board, and/or various Board of Trustees or Wexner Medical Center Board committees, we serve and are accountable to the Ohio State University and the public. We are honest guardians of the interests of our students, faculty, staff, and patients. Our responsibility is to assure leadership integrity in our actions, commitments and procedures, and to conduct ourselves, at all times, in a manner that fosters public confidence in the integrity of the Board of Trustees, its processes, and its accomplishments, and avoids favoritism, bias, and the appearance of impropriety.

Duties

All University Trustees ("Trustee" or collectively "Trustees"), Wexner Medical Center Board Members and Board Committee Members ("Member" or collectively as "Members") have three primary obligations:

- A duty of care – Trustees and Members shall perform their duties with the care that an ordinary prudent person in a like position would use under similar circumstances;
- A duty of good faith – Trustees and Members shall take the necessary actions to be informed and exercise appropriate judgment;
- A duty of loyalty – Trustees and Members shall perform their duties in good faith, in a manner the member reasonably believes to be in, or not opposed to, the best interest of the University.

Conflicts of Interest

A "conflict of interest" may arise:

- A) When a reasonable observer, having knowledge of all of the relevant facts and circumstances, would conclude that a Trustee or Member, family member, business associate or related entity has an material interest, financial or otherwise, that is incompatible with the Trustee or Member taking action on a University matter, or such Trustee or Member is using his or her role to achieve personal gain or benefit to family, friends, or business associates;
- B) When the Trustee or Member, or his or her family member or business associate, might derive, a financial or other material benefit from the dissemination or use of confidential information learned in the course of his or her Board service; or

C) When a Trustee or Member, or their family member, business associate or related entity, has a material existing financial or other interest that impairs his or her independence, objectivity, or ability to discharge his or her duties in serving the University.

Commitment of Trustees and Members

Trustees shall follow the protections of the public found in Chapters 102 and 2921.42 and .43 of the Ohio Revised Code which apply to University Trustees and other public officials ("Ohio Ethics Laws"). In addition, all Trustees and Members shall:

- Serve with integrity and professionalism, in a manner that avoids favoritism, bias, conflicts of interest, and the appearance of impropriety;
- Withdraw from any consideration or action, or any participation with University employees, on any matter as to which the Trustee or Member has a conflict of interest. In doing so, the Trustee or Member shall advise the Secretary of the Board of Trustees that the Trustee or Member will recuse from discussion, consideration and vote on the matter on which conflict of interest exists which shall be reflected in the minutes of that Board;
- Accept no compensation or emolument from a source other than The Ohio State University for service as a Trustee or Member or in relation to any matter before their Board or committee;
- Not use membership on the Board, Wexner Medical Center Board or their committee, or the name of The Ohio State University or its acronym, logos, or other official indicia, in the any manner that suggests impropriety, bias, or unapproved commercial use;
- Not use any authority, advantage, or information conferred upon or provided by virtue of their service as a Trustee or Member for their personal benefit or that of their family or business associates;
- Not use any information not available to the public at large and obtained as a result of their service as a Trustee or Member for personal gain or benefit or for the gain or benefit of others; and
- Preserve the confidentiality of information obtained that is required by law to remain confidential.

Procedures Applicable to Trustees and University Employees

A) Each Trustee is individually responsible for assuring their personal compliance with Ohio Ethics Laws.

- Annually the Secretary of the Board will circulate the Summary of Substantive Provisions of the Ethics Law and Related Statutes prepared by the Ohio Ethics Commission to each Board Member for review.
- The University General Counsel shall supplement the Summary with a brief memorandum outlining any other applicable provisions of Ohio law with which the Trustees must be familiar.
- Each Trustee shall attend annual ethics education as provided by the University, the Board of Regents, or comparable program.

- Each Trustee shall submit to the Board Secretary an annual acknowledgement of the filing of their financial disclosure with the Ohio Ethics Commission.
- Members who are not Trustees of the University or paid employees of the University are not subject to the Ethics Laws but may, at their option, avail themselves of the procedures outlined in B) and C) below.

B) The University shall establish a database of all contracts with third party vendors to the University. Once a year the Secretary of the Board shall circulate a form to each Trustee on which the Trustee may, at his or her option, list any entities in which the Trustee (1) serves as a director or other fiduciary (both for-profit and not-for-profit entities), or (2) holds (individually and/or combined with other members of the Trustee's family and/or the Trustee's business associates) five percent (5%) or more of the ownership of the entity.

- A Trustee is encouraged to update the Trustee's entity list at any time the Trustee agrees to assume a directorship or other fiduciary relation with an entity or acquires a five percent (5%) or larger ownership interest in the entity (individually and/or combined with other members of the Trustee's family and/or the Trustee's business associates).
- Upon receipt of the annual or update entity disclosures, the University shall determine whether the University has made any purchases of goods or services from each identified entity in the last twenty-four (24) months or whether it otherwise has any contracts with each identified entity. Upon completion of its review, the Secretary of the Board of Trustees shall promptly notify each Trustee of any situation in which the University has purchased goods or services from, or has a contract with, any entity listed by that Trustee on that Trustee's entity disclosure.
- The University shall use its best efforts to not prospectively purchase any goods or services, or enter into a contract with, any entity listed by a Trustee on the Trustee's entity disclosure without the prior written consent of (1) the Trustee and (2) the General Counsel of the University.
- The form shall be submitted to the General Counsel along with a request for legal advice pertaining to the Trustee or Member's obligations relating to their service. The General Counsel will provide the Trustee or Member a confirmation letter as well as a summary of preventative actions the University will take as outlined above.

C) The General Counsel of the University shall be available to advise each Trustee with regard to any issue arising under the Ethics Laws. In doing so, the Office of Legal Affairs shall maintain the attorney-client privilege with the Trustee or Member unless expressly waived in writing by the Trustee or Member. If the Office of Legal Affairs is unable to provide representation consistent with maintaining the attorney-client privilege with the Trustee or Member, or otherwise believes a conflict might exist if the Office of Legal Affairs represented the Trustee or Member, the Office of Legal Affairs shall so inform the Trustee or Member.



Board of Trustees Conflict of Interest Protocol

This Protocol summarizes the process by which the Office of Legal Affairs and Office of the Board of Trustees assist individual Trustees of the Ohio State University, as well as members of the Ohio State University Wexner Medical Center Board, and members of any Board Committees, in meeting their commitments under the Board of Trustees' Statement of Ethical Conduct and Leadership Integrity ("Statement") and Ohio Ethics Laws.

Candidate Screening: The Office of Legal Affairs will support the Board of Trustees in pre-screening potential trustees, Charter Trustees, Wexner Medical Center Board members, and members of Board Committees, when known, for possible ethics or conflict of interest issues based on publicly available information, prior to their appointment.

Charter and Committee Members: The Statement of Ethical Conduct and Leadership Integrity applies to both University Trustees ("Trustees") and Charter and Committee Members ("Members"). University Trustees are also governed by Ohio Ethics Laws. Members are expected to recognize potential conflicts of interest and respond accordingly, and the Office of Legal Affairs will assist both Trustees and Members as requested.

Ethics Education: At the time of his or her appointment, each Trustee and Member shall be invited to participate in a one-on-one education session by the General Counsel. The session will cover Ohio Ethics Law as it applies to the Trustee or Member and the Statement of Ethical Conduct and Leadership Integrity.

In addition, the University will provide Trustees and Members with an annual ethics education session that will cover Ohio Ethics Law as it applies to the Trustee or Member and the Statement of Ethical Conduct and Leadership Integrity.

The Board Office will also distribute the Summary of Substantive Provisions of the Ethics Law and Related Statutes prepared by the Ohio Ethics Commission and create a repository of relevant ethics documents that is accessible to Trustees and Members online.

Individualized conflict management plan: Where requested by an individual Trustee or Member, the General Counsel will define a management plan to assist in the management of a potential conflict. Such a plan may include assisting the Board Secretary in reviewing the Board Meeting agenda, prior to a meeting, to identify the potential conflict affecting individual Trustees or Members. Depending on the nature of the potential conflict, the Board materials may be redacted and other steps taken to ensure that the Trustee or Member appropriately recuses him- or herself from the discussion.

Optional Provision of List of Interests: Once a year the Secretary of the Board shall circulate a form to each Trustee on which the Trustee may, at his or her option, list any entities in which the Trustee (1) serves as a director or other fiduciary (both for-profit and not-for-profit entities), or (2) holds (combined with other members of the Trustee's family or the Trustee's business associates) five percent (5%) or more of the ownership of the entity. A Trustee is encouraged to update the Trustee's entity list at any time the Trustee agrees to assume a directorship or other fiduciary relation with an entity or acquires a five percent (5%) or larger ownership interest in the entity. The form shall be submitted to the General Counsel along with a request for legal advice pertaining to the Trustee or Member's obligations relating to their service. The information so disclosed shall be held in confidence. Members may avail themselves of this process at their own initiative. The General Counsel will provide the Trustee or Member a confirmation letter as well as a summary of preventative actions the University will take to assist the Trustee or Member in managing the disclosed relationship(s).

Potential conflicting vendor list and University purchases: To assist Trustees in meeting their obligations under the Ohio Ethics Laws, and otherwise to manage their potential conflicts of interest, the Board Office, upon request, will provide to the Trustees the University's vendor list.

Financial Disclosure Filings: Annually, the Board Office will remind trustees of Ohio Ethics Commission financial disclosure filing requirements and upcoming deadlines, pay for filing fees, and confirm with each trustee that he or she properly filed their financial disclosure with the Commission.

Agenda Review: The Board Office will review each Board, Wexner Medical Center Board, and/or Committee agenda to identify items for action on those agendas that may pose potential conflicts of interest for individual Trustees and Members, based on previously disclosed or known information, and will consult with the individual trustee or member and the Office of Legal Affairs, as appropriate.

Exit meeting: At the time that a Trustee or Member retires from the Board or Committee, General Counsel will offer to review the ongoing ethical obligations of the Trustee or Member and offer ongoing support in interpretation of those obligations.



OHIO ETHICS COMMISSION
William Green Building
30 West Spring Street, L3
Columbus, Ohio 43215-2256
Telephone: (614) 466-7090
Fax: (614) 466-8368

www.ethics.ohio.gov

OHIO ETHICS LAW MEMORANDA FOR TRUSTEES OF PUBLIC COLLEGES AND UNIVERSITIES

I. INTRODUCTION TO THE ETHICS LAW AND RELATED STATUTES

This handout contains general information about the Ohio Ethics Law and related statutes (Chapter 102, and Sections 2921.42, 2921.421, and 2921.43) as they apply to individuals serving as trustees of state colleges and universities. To assist you, this handout outlines, in general terms, your responsibilities under the Ethics Law and related statutes.

The prohibitions of the Ethics Law and related statutes protect both individuals who serve in public positions and the general public. The law includes requirements for financial disclosure by trustees of public colleges and universities, as well as general provisions that condition the conduct of public officials and employees to help protect against conflicts of interest.

A. Intent:

- To prevent public officials and employees with conflicts of interest from acting on those conflicts
- To provide remedies of education, advice, and enforcement

B. Application:

- All public officials and employees at every level of government in Ohio, and those who do business with them
- All trustees of state public colleges and universities are public officials and are, therefore, subject to Ohio's Ethics Law.
- Limited exception for teachers and other educators with no administrative responsibilities [Ohio Revised Code ("R.C.") 102.01 (B)]

C. Ohio's Ethics Law:

- Found in Chapter 102 of the Revised Code
- Related statutes are R.C. 2921.42 and R.C. 2921.43

II. THE OHIO ETHICS COMMISSION

A. History

- Post-Watergate enactment in 1973 [H.B. 55, effective 1/1/74]

B. Purpose

- Requiring personal financial disclosure
- Imposing **criminal** penalties for unethical conduct

- Establishing uniform review of questions by statewide commissions of the three branches of government

C. Composition of the Ethics Commission

- Six **bi-partisan** members
- Appointed by Governor, confirmed by Senate
- Staggered, 6-year terms
- Compensated \$75 per meeting, up to \$1800 per year

D. Authority of the Ethics Commission

- Administers Ethics Law (R.C. 102) and related statutes (R.C. 2921.42 and 2921.43) for all public officials and employees at the state, county, municipal, township, and other levels of government *except*:
 - a. Judges and judicial employees [Contact the Board of Commissioners on Grievances and Discipline of the Supreme Court at (614) 644-5800]
 - b. State legislators and legislative employees [Contact the Joint Legislative Ethics Committee at (614) 728-5100]

III. RESPONSIBILITIES AND PROCESSES OF THE COMMISSION

A. General Duties - Five Major Responsibilities

1. Public Information
2. Advice
3. Investigation and Referral for Prosecution
4. Financial Disclosure
5. Legislation

B. Public Information – R.C. 102.08.

1. Organize and provide training and information sessions regarding conflicts of interest and financial disclosure
 - Presented 137 educational sessions throughout the state in 1997
 - Sessions given by the Commission are free of charge
2. Create and distribute informational materials regarding Ohio's Ethics Law
3. Provide a master copy of the Ethics Law to agencies for distribution
4. Maintain website of electronic information [<http://www.ethics.state.oh.us>]

C. Advice – Render Advisory Opinions – R.C. 102.08.

1. The law provides assistance to you as a public official from the Ethics Commission through written advisory guidance to answer your questions about the specific application of the Ethics Law to future actions. You are encouraged to ask questions and we will do our best to answer them.
2. Please do not hesitate to call or write to our office at the telephone and address above.

D. Investigation – R.C. 102.06.

1. Authority – Analogous to specialized grand jury
2. **Confidential process** – Commission is prohibited by law from disclosing any information about investigations *except*:
 - a. Commission may publicly comment that a complaint has been referred to a prosecutor if no action has been taken within 90 days of the referral
 - Commission cannot comment regarding the merits of its findings

- b. Accused can request disclosure of a complaint, if the accused has successfully defended the complaint
3. Resolution Authority – After consultation with the accused, the person filing the complaint, and any other person the Commission considers necessary, the Commission or a prosecutor may agree to settle a charge with the accused.
4. Demand exceeds resources:
 - a. An estimated 18,000 elected office holders and 500,000 public employees subject to authority
 - b. As a result, commission must weigh the relative severity of allegations in order to prioritize which will be investigated

E. Financial Disclosure – R.C. 102.02.

1. All state college and university trustees are required to file individual financial disclosure statements with the Ethics Commission by May 15th of each year.
2. These statements aid trustees in identifying financial interests they hold that may present conflicts of interest for them in the performance of their public duties.
3. The Ethics Commission provides financial disclosure statements to college and university trustees by February 15th of each year.
4. Financial disclosure statements reflect the entire preceding year's financial interests held by the filer, even if the trustee did not serve during the preceding year.
5. College and university trustees are required to disclose:
 - Sources of income of over \$500;
 - Sources of gifts of over \$500 (excluding most family members, but including spouses);
 - Investments over \$1000;
 - Debtors and creditors over \$1000;
 - Most ownership and leasehold interests in real property, located in Ohio.
6. Statements filed by trustees of public colleges and universities are confidential except for any part of the disclosure that reveals a potential conflict of interest. Each confidential statement is individually reviewed by the Ethics Commission to identify sources of potential conflict. These may include a trustee's financial interests, because a trustee may not use his authority to affect his or her own interests if they have business or regulative relationships with the college or university.
7. The General Assembly has mandated timely compliance with the deadline. As a result, the Ethics Commission will assess a late filing fee of \$10 per day, up to a total of \$250.00, against individuals who fail to file statements by the deadline.

F. Legislation – R.C. 102.08.

- Recommend legislation relating to ethics, conflicts of interest, and financial disclosure
- Recent examples:
 - H.B. 300 in 1986
 - H.B. 285 in 1994

IV. SUBSTANTIVE PROVISIONS OF THE ETHICS LAW AND RELATED STATUTES

General Rule – Whenever the personal financial or fiduciary interests of public officials or employees, their families, or their business associates are involved in a situation before the officials or employees, there is an ethics issue.

In addition to financial disclosure requirements, the Ohio Ethics Law contains provisions regarding the private activities of public officials. These provisions deal with four general areas: conflicts of interest; public contracts (including nepotism) and public investments; post-employment, confidentiality, and representation; and, supplemental compensation. These general restrictions are summarized below.

A.

Conflict of Interest – R.C. 102.03 (D), (E), (F).

1. A trustee of a public college or university is prohibited from taking any action, including voting, discussing, deliberating, and formally or informally lobbying, on any matter where the official, his or her family or business associates, or others with whom the trustee has a relationship that would affect his or her objectivity, would receive anything of substantial value [102.03 (D)].
 - a. R.C. 102.03 (D) prohibits public officials from using their authority to secure anything of value that could have a substantial and improper influence upon the official in the performance of their duties. This section prohibits any formal or informal action in a matter where a substantial thing of value may benefit the officials, their families, or their business associates.
 - b. The law defines “**anything of value**” to include money, goods, chattels, future employment, interests in realty, and “every other thing of value.”
2. A trustee of a public college or university is prohibited from accepting or soliciting anything of substantial value, including gifts, travel, meals, and lodging payments, and consulting fees, from improper sources including parties that are doing or seeking to do business with, regulated by, or interested in matters before the board or commission he or she serves [R.C. 102.03 (D) and (E)].
 - a. R.C. 102.03 (E) prohibits a public official from merely soliciting or accepting anything of value if the thing of value could have a substantial and improper influence upon the public official in the performance of his or her duties.
 - b. “Anything of value” could have a **substantial** influence upon a public official if the thing has a substantial value. The Ethics Commission has stated, for example, that season tickets for a professional sports team have a substantial value and cannot be provided to a public official by a party doing business with or regulated by the public agency [OEC Adv. Op. No. 95-001].
 - c. A thing of value could have an **improper** influence upon a public official if it is provided by a source that has a direct relationship with the public agency served by the official. Those sources, which are “improper” because of their relationships with a public agency, include parties doing or seeking to do business with, regulated by, or interested in matters before the public agency. Those “interested in” matters might include an association of parties doing business with the public agency.

3. The law also **prohibits a private party, or any person**, from promising or giving anything of value to a public college or university trustee if the thing of value could have a substantial and improper influence upon the public official or employee in the performance of his or her duties [R.C. 102.03 (E); OEC Adv. Op. No. 90-001].
 - a. One example of a situation where these restrictions have been applied is travel, meals, and lodging. A public college or university trustee is prohibited from accepting travel, meals, and lodging, from any improper source, which would include parties that are doing or seeking to do business with, regulated by, or interested in matters before the public agency [OEC Adv. Op. No. 89-014]. A trustee is also prohibited from accepting or using any frequent flyer benefits accrued while in the course of travel in his or her official capacity, unless the benefits are used in official travel [OEC Adv. Op. No. 91-010].

B. Public Contract Restraints - R.C. 2921.42; R.C. 102.04.

1. Trustees of public colleges or universities are prohibited from authorizing or using their positions to secure authorization of a public contract for themselves, their family member, or their business associates [R.C. 2921.42 (A)(1)].
 - a. A “**public contract**” is any purchase or acquisition of any property or services, including employment, and casual, as needed purchases, and any design, construction, alteration, repair, or maintenance of any public property [2921.42 (G)(1)].
 - b. The Commission has stated that a prohibited “**interest**” in a public contract must be definite and direct, and may be either pecuniary or fiduciary [OEC Adv. Op. No. 78-005].
 - c. The term “**a member of his family**” includes, but is not limited to, a spouse, parent, grandparent, child, grandchild, or sibling. It also includes any other person related by blood or marriage to the public official and residing in the same household with the official [OEC Adv. Op. No. 80-001; Walsh v. Bollas, 82 Ohio App. 3d 588 (Lake County 1992)].
 - d. A “**business associate**” is a person with whom a public official is engaged in an on-going business enterprise, such as a partner in a partnership, a co-owner of a business, or an outside, private employer [OEC Adv. Op. No. 92-003].
2. Trustees of public colleges or universities are **prohibited from profiting from** a public contract they approved, or that was approved by the board of trustees of which they are members, even if they abstain from the approval, unless the contract was competitively bid and awarded to the lowest and best bidder [R.C. 2921.42 (A)(3)]. This restriction applies while the official is connected with the public college or university, and for one year after he or she leaves his position.
 - a. This section prohibits a member of a governing board, such as a college or university board of trustees, for one year from the time he or she leaves the position, from accepting employment with the public agency, if the employment was authorized or the position was created during the trustee’s service. R.C. 102.03 (D) (discussed above) also prohibits a member of a governing board from using a public position to secure employment from the public agency he or she serves [OEC Adv. Op. No. 87-008]. These restrictions do not mean that a former college or university trustee is prohibited from securing employment with the college or university he or she had served, so long as the board of trustees did not create the position or

authorize the employment during the former trustee's service, and the former trustee did not seek the employment opportunity until after he or she left the position of trustee.

3. **Nepotism**

- a. A trustee of a public college or university is prohibited from authorizing the hire of, or using his or her authority to secure the hire of, or employment benefits for, any member of his or her family (parents, grandparents, children, grandchildren, spouse, siblings, or any person related by blood or marriage and residing in the same household) [R.C. 2921.42 (A)(1)].

4. **Improper Interest in Public Contracts**

- a. A trustee of a public college or university is prohibited from having an interest in the profits or benefits of a public contract entered into by the institution with which he or she is connected [R.C. 2921.42 (A)(4)]. The term "connected with" has been defined by the Commission as being related to or associated with the institution [OEC Adv. Op. No. 87-002, 89-004, 90-007].
 - i. **EXEMPTION:** A trustee of a public college or university is not considered to have an interest in a public contract entered into by his or her college or university with a private corporation if the trustee's interest in the corporation is limited to being a stockholder of less than five percent or a creditor of **less than five percent** [R.C. 2921.42 (B)].
 - ii. **EXEMPTION:** A trustee of a public college or university is not prohibited from having an interest in a public contract entered into by the college or university he or she serves so long as: (1) the purchase is a necessary purchase; (2) the goods or services are unobtainable elsewhere for the same or lower cost, or are furnished as part of a continuing course of dealing started prior to the trustee's connection with the college; (3) the service provided is the same as or better than the service provided to other clients or customers; and (4) the public official does not participate, the contract is at arm's length, and the college or university has full knowledge of the board member's interest [R.C. 2921.42 (C)].
 - iii. The application of these two exemptions is dependent upon the facts. Please contact the Ethics Commission for further information.

- b. Trustees of state colleges and universities are prohibited from authorizing investments, or employing authority to secure investments of public funds in any security, if they, their family members, or any of their business associates either has an interest, is an underwriter, or receives any brokerage, origination, or servicing fees [R.C. 2921.42 (A)(2); State v. Strabala (1993)].

5. **Sale of Goods**

- a. A trustee of a state college or university is prohibited from selling any goods or services to any state entity, except through competitive bidding or as provided by exemption [R.C. 102.04 (B)].
 - i. **EXEMPTION:** Sales to state agencies other than the college or university served are exempted when the trustee completes and files a disclosure of the sale of goods or services, as described in R.C. 102.04 (D), before entering into the sale. The trustee must file the disclosure with the college or university he serves, the state entity to which the sale will be made, and the Ethics Commission [R.C. 102.04 (D)].

C. **Post-Employment Restrictions – R.C. 102.03(A), (B); 102.04(A),(C).**

1. **General Revolving Door – R.C. 102.03(A):**

A trustee of a state college or university is prohibited, during public service and for **one year** thereafter, from representing anyone, before any public agency, on any matter in which he or she personally participated while the trustee was a member of the board of trustees [R.C. 102.03 (A)].

a. A “**matter**” is any case, proceeding, application, determination, issue, or question [R.C. 102.03 (A)(5)].

b. “**Personal participation**” is any decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion [R.C. 120.03 (A)(1)]. Supervision of another public official or employee can be, but is not always, personal participation [OEC Adv. Op. No. 91-009].

c. “**Representation**” is defined as any formal or informal appearance before, or any written or oral communication with, any public agency [102.03 (A)(5)]. “Representation” includes preparing documents, regardless of whether the individual himself signs them, or they are signed by someone else [OEC Adv. Op. No. 86-001]. The restriction applies even if the represented party is another public agency [OEC Adv. Op. No. 93-011]. The restriction does not apply to behind-the-scenes consultation with a client or new employer [OEC Adv. Op. No. 92-005].

2. **Representation – R.C. 102.04 (A).**

a. A trustee of a public college or university is prohibited from receiving compensation except from the institution of higher education he or she serves for any service **rendered personally** on any case, application, or other matter before any state entity, except as provided by exemption [R.C. 102.04 (A)]. Ministerial matters like tax preparation and filing incorporation papers are removed from the restriction [R.C. 102.04 (F); OEC Adv. Op. No. 89-016].

i. **EXEMPTION:** Receiving compensation for providing services on matters pending before state agencies other than the institution of higher education served is exempted when the official completes and files a disclosure, as described in R.C. 102.04 (D), before performing the personal services. The trustee must file the disclosure with the college or university he or she serves, the state entity to which the sale will be made, and the Ethics Commission [R.C. 102.04 (D)].

3. **Confidentiality – R.C. 102.03 (B).**

a. A trustee of a state college or university is prohibited from disclosing or using confidential information acquired in the state position, without appropriate authorization. There is no time limit on this restriction [R.C. 102.03 (B)].

4. Representation - Influence peddling – R.C. 102.04 (A)(C).

D. Other Restrictions.

1. **Supplemental Compensation – R.C. 2921.43 (A).**

a. A trustee of a state college or university is prohibited from accepting compensation, other than from the college or university he or she serves, for the performance of public duties [R.C. 2921.43 (A)]. Private parties are also prohibited from offering or giving supplemental compensation to university trustees [102.03 (F); 2921.43 (A)].

2. **Honoraria – R.C. 102.03 (H)**

- a. The general restriction enacted by the Legislature in 1994 that prohibits a public official who files a disclosure statement from receiving an honorarium does not apply to any member of the boards of trustees, or any president, of state institutions of higher education. However, a trustee or president is prohibited from accepting honoraria or travel expenses from parties that are doing or seeking to do business with, regulated by, or interested in matters pending before his or her college or university [102.03 (I)].
- 3. Rate-Making – R.C. 102.03 (C).

E. Additional considerations

- 1. Copies of the law – R.C. 102.09 (E).

V. SUMMARY-COMMON SENSE WRAP-UP

- A. Cannot authorize a contract or use authority to secure authorization of a contract for self, family, business associates
- B. Cannot solicit or accept things of value
- C. Cannot disclose or use confidential information
- D. Cannot receive additional compensation for performance of official duties
- E. Cannot represent parties on matters in which public servant involved
- F. Cannot participate in matters where public servant has a conflict of interest – i.e., where something of value will result for self, family members, others

As previously stated, this information summarizes the Ohio Ethics Law and related statutes in Chapter 102. and Sections 2921.42, 2921.421, and 2921.43. These laws are criminal statutes designed to protect the public from decisions that could be influenced by improper conflicts of interest for those who serve the public interest. Although the majority of public officials and employees meet or exceed these standards, these provisions serve to assist in deterring or punishing the few who do not. Your careful consideration of the prohibitions is appreciated.

The Ohio Ethics Commission is an independent agency of state government charged with interpreting and administering the Ohio Ethics Law for many state and local public officials and employees. The Commission has been serving the public, and state and local governments, since its formation as part of the Ohio Ethics Law in 1973. If you have any questions about how these restrictions apply to you, or for more information about the Ethics Law in general, please contact the Ohio Ethics Commission at (614) 466-7090.

This memorandum was prepared by the Ohio Ethics Commission for informational purposes only. It is not intended as a substitute for the laws referenced or Ethics Commission advisory opinions construing those provisions.

WHEN IN DOUBT, CALL THE ETHICS COMMISSION--(614) 466-7090
Check us out on the Web at www.ethics.ohio.gov