

**THURSDAY, FEBRUARY 19, 2026
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: Mount Leadership Room, Longaberger Alumni House
2200 Olentangy River Road, Columbus, OH 43210

Time: 8:30-11:30 a.m.

Public Session

8:30-8:40 a.m.

ITEMS FOR ACTION

1. Approval of November 2025 Committee Meeting Minutes – Mr. Jeff Kaplan
2. Resolution Adopting an Amendment to the *Bylaws of the Board of Trustees* and a Charter for the Academic Affairs, Research and Student Life Committee – Mr. Jeff Kaplan
3. *Hand Carry*: Approval of Personnel Actions – Ms. Katie Hall

Executive Session

8:40-11:30 a.m.



SUMMARY OF ACTIONS TAKEN

November 20, 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
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 Thursday, November 20, 2025, in person in the Alumni Room at the Fawcett Center on the Columbus campus. Committee Chair Jeff Kaplan called the meeting to order at 9:02 a.m.

Items for Action:

1. Approval of Minutes: No changes were requested to the August 13, 2025, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.
2. Resolution No. 2026-56, 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 August 20, 2025, meeting of the Board, including the following appointments and contract amendments:

Appointment

Name: John Horack
Title: Vice President, Enterprise for Research, Innovation and Knowledge
Unit: Office of Academic Affairs
Term: October 1, 2025 – September 30, 2027

Name: Rob Lowden
Title: Vice President and Chief Information Officer
Unit: Administration and Planning
Term: August 1, 2025

Interim Appointment

Name: Erik Porfeli
Title: Interim Dean, College of Education and Human Ecology
Unit: Office of Academic Affairs



Term: January 1, 2026 – June 30, 2028

Action: Upon the motion of Mr. Kaplan, seconded by Mr. Perez, the foregoing resolution was adopted by unanimous voice vote, with the following members present and voting: Mr. Kaplan, Ms. Kessler, Mr. Heminger, Dr. Wilkinson, Mr. Mitevski, Mr. Perez and Mr. Zeiger.

Item for Discussion:

3. Annual Trustee Ethics Training: Senior Vice President and General Counsel Anne Garcia, Vice President and Chief Compliance Officer Gates Garrity-Rokous, and Director of Ethics and Investigations Jessica Tobias trained the trustees on their obligations under Ohio Ethics Law. This education takes place annually and is a requirement of the Board of Trustees' "Statement of Ethical Conduct and Leadership Integrity" as well as state law. Topics covered included the screening process for conflicts, annual financial disclosure requirements, conflicts of interest, other required reporting obligations, and processes for disclosing potential issues and seeking support from the Office of University Compliance and Integrity.

In addition to the members of the committee, the following trustees participated in this portion of the meeting: M. Katherine Holcombe, Elizabeth A. Harsh, Pierre Bigby, Bradley R. Kastan, George A. Skestos, Kara J. Trott, Patrick J. Tiberi, Kendall C. Buchan and Amy Chronis.

(See Attachment X for background information, page XX)

EXECUTIVE SESSION

It was moved by Mr. Kaplan and seconded by Mr. Perez 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 and Mr. Zeiger.

The committee entered into executive session at 9:21 a.m. and adjourned at 12:03 p.m.

**RESOLUTION ADOPTING AN AMENDMENT TO THE *BYLAWS OF THE BOARD OF TRUSTEES* AND
A CHARTER FOR THE ACADEMIC AFFAIRS, RESEARCH AND STUDENT LIFE COMMITTEE**

Synopsis: Adoption of a resolution amending the *Bylaws of the Board of Trustees* to rename the Academic Affairs and Student Life Committee as the Academic Affairs, Research and Student Life Committee and to adopt a charter for said committee, is proposed.

WHEREAS the Board of Trustees seeks to organize itself in a manner that ensures maximal effectiveness in the execution of its duties, and;

WHEREAS on August 20, 2025, the Board of Trustees eliminated the Research, Innovation and Strategic Partnerships Committee; delegated the responsibilities and functions of this committee to the Academic Affairs and Student Life Committee; and updated the *Bylaws of the Board of Trustees* to effect this change, and;

WHEREAS amending the *Bylaws of the Board of Trustees* to rename the Academic Affairs and Student Life Committee as the Academic Affairs, Research and Student Life Committee is necessary to comport with the broader scope of the committee's responsibilities, and;

WHEREAS adopting a charter for the Academic Affairs, Research and Student Life Committee is similarly necessary to reflect the committee's expanded purview, and;

WHEREAS the proposed charter for the Academic Affairs, Research and Student Life Committee is consistent with the description of the committee set forth in 3335-1-02(C)(1)(a) of the *Bylaws of the Board of Trustees*:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby adopts the attached amendment to 3335-1-02 of the *Bylaws of the Board of Trustees* to rename the Academic Affairs and Student Life Committee as the Academic Affairs, Research and Student Life Committee, and;

BE IT FURTHER RESOLVED, That the Board of Trustees hereby adopts the attached charter for the Academic Affairs, Research and Student Life Committee.

3335-1-02 Members, officers and committees 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, research and student life committee. The academic affairs, research and student life committee shall consider and make recommendations to the board regarding matters pertaining to the teaching, public service, and 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: 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; 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, up to two members 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-savings 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 times.

- (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) 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.

- (g) 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.

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Academic Affairs, Research and Student Life Committee Charter

Purpose of Committee

The Academic Affairs, Research and Student Life Committee is a standing committee of The Ohio State University Board of Trustees established to consider and make recommendations for action by the board relating to the following programs and activities at the university and Wexner Medical Center: 1) teaching and learning; 2) student success, support and well-being; 3) the research enterprise; 4) innovation, technology commercialization and entrepreneurship; and 5) outreach, engagement and partnership activities of students, faculty and staff.

Committee Authority and Responsibilities

In furtherance of its purpose set forth above, the committee shall have the following authority and responsibilities:

- **Educational policy, academic structure and organization** – The committee provides policy oversight of the academic and co-curricular activities of the university, aligned with the principles of shared governance and consistent with the university's land-grant mission. This may include activities at Ohio State's Columbus or regional campuses, CFAES Wooster, through Ohio State University Extension or in association with other institutions of higher education.
- **Student success, support and well-being** – The committee provides policy oversight of initiatives to support and enhance the experience of students, whether operated through the offices of Academic Affairs, Student Life, Athletics or elsewhere within the university.
- **Research enterprise** – The committee provides strategic oversight and guidance on the sustainable growth of research and creative expression, corporate partnerships, technology commercialization, as well as entrepreneurial activities. It reviews and evaluates the effectiveness of the research and innovation enterprise including, but not limited to, annual research and development expenditures, scholarly activities such as publications and creative expression, outcomes of technology commercialization, startup activities and corporate partnerships.
- **Faculty personnel actions** – The committee recommends approval of faculty personnel actions to the Board of Trustees.
- **University faculty and student rules** – The committee recommends approval of changes to the Rules of the University Faculty and Code of Student Conduct to the Board of Trustees.
- **Conferring of degrees, certificates, awards and other honors** – The committee recommends approval of degrees, certificates, awards and other honors, including honorary degrees recommended by the university president or the University Senate, to the Board of Trustees.
- **Large-scale ventures and contracts** – The committee provides strategic guidance and oversight, in conjunction with other board committees, on large-scale ventures and contracts that require review or approval by the Board of Trustees.



Academic Affairs, Research and Student Life Committee Charter

- **Innovation district** – The committee provides strategic guidance and oversight, in conjunction with other board committees, for the overall planning for and development of academic and scholarly programming, technology commercialization, entrepreneurial activities and corporate partnerships within the Innovation District at Ohio State.

Committee Meetings

The committee generally shall meet in conjunction with the regularly scheduled meetings of the full board, and at such other times and places as it deems necessary to carry out its responsibilities.

A majority of the voting members of the committee shall be present in person or via means of live, audio-enabled communication, and at least one-third of those voting members shall be present in person at any meeting of the committee in order to constitute a quorum for the transaction of business at such meeting.

Committee Membership

All members of the committee, as well as the committee chair and vice chair, shall be appointed by the chair of the board. The chair and vice chair of the committee shall be trustees or charter trustees. Trustees, student trustees, charter trustees and non-trustee committee members shall all be voting members of the committee.

The committee shall consist of trustees appointed to the committee, including at least one student trustee, up to two members of the university faculty, and up to two additional non-trustee members, with majority membership by trustees at all times. Each member of the committee shall serve for such term or terms as the chair of the board may determine or until his or her earlier resignation, removal or death.

Staff and Other Support

Primary staff support for the committee shall be provided by the Office of Academic Affairs, the Office of Student Life and the Enterprise for Research, Innovation and Knowledge. Further, the committee shall obtain advice and assistance as needed from internal or external experts in human resources, legal affairs or other areas.

University Bylaws

The provisions of this charter are intended to comport with the bylaws of the university. To the extent that these provisions conflict, the university bylaws shall control.

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Primary staff support for the committee shall be provided by the ~~offices~~ Office of Academic Affairs, ~~and the Office of~~ Student Life and the Enterprise for Research, Innovation and Knowledge. Further, the committee shall obtain advice and assistance as needed from internal or external experts in human resources, legal affairs or other areas ~~as needed~~.

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