THE OHIO STATE UNIVERSITY

Board of Trustees

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DRAFT

SUMMARY OF ACTIONS TAKEN

May 21, 2026 – Talent, Compensation and Governance Committee Meeting

Members Present:

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

Members Present via Zoom:

Gary R. Heminger

Members Absent: N/A

PUBLIC SESSION

The Talent, Compensation and Governance Committee of The Ohio State University Board of Trustees convened on Thursday, May 21, 2026, virtually and in person at the Longaberger Alumni House on the Columbus campus. Committee Chair Jeff Kaplan called the meeting to order at 8:30 a.m.

Items for Action:

1. Approval of Minutes: No changes were requested to the February 19, 2026, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.

2. Resolution No. 2026-123, 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 March 12, 2026, meeting of the board, including the following appointments:

   Interim Appointment

   Name: Trevor Brown
   Title: Interim Executive Vice President and Provost
   Unit: Office of the President
   Term: March 23, 2026

   Reappointment

   Name: Cathann Kress
   Title: Vice President for Agricultural Administration and Dean, College of Food, Agricultural, and Environmental Sciences
   Unit: Office of Academic Affairs
   Term: July 1, 2026 – June 30, 2030

   Acting Appointment

THE OHIO STATE UNIVERSITY

Name: Stephanie Moulton
Title: Acting Dean, John Glenn College of Public Affairs
Unit: Office of Academic Affairs
Term: May 1, 2026

Action: Upon the motion of Mr. Kaplan, seconded by Mr. Perez, the foregoing resolution was 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 and Mr. Zeiger.

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 8:34 a.m. and adjourned at 11:17 a.m.

DRAFT

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 June 3, 2026, meeting of the board, including the following appointments:

Appointment

Name: Jeffrey J. Walline
Title: Dean, College of Optometry
Unit: Office of Academic Affairs
Term: July 1, 2026 – June 30, 2031

Interim Appointment

Name: Balasubramaniam Shanker
Title: Interim Dean, College of Engineering
Unit: Office of Academic Affairs
Term: August 1, 2026 – June 30, 2027

The Ohio State University
Board of Trustees

August 20, 2026

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

Synopsis: Approval of the attached amendments to the *Bylaws of The Ohio State University Wexner Medical Center Board* is proposed.

WHEREAS pursuant to 3335-1-09(C) of the Administrative Code, the rules and regulations for the university may be adopted, amended or repealed by a majority vote of the University Board of Trustees at any regular meeting of the board; and

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

WHEREAS the last revisions to the *Bylaws of The Ohio State University Wexner Medical Center Board* took place in November 2023:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby approves the attached amendments to the *Bylaws of The Ohio State University Wexner Medical Center Board.*

Rule 3335-93-01 | The Ohio state university Wexner medical center board.

(A) The Ohio state university Wexner medical center board (“University Wexner Medical Center Board”) shall be the governing body responsible to the Ohio state university board of trustees (“University Board of Trustees”) for operation, oversight, and coordination of the Ohio state university Wexner medical center consisting of the Ohio state university hospitals, (Ohio state university hospital, Ohio state university hospital east, Ohio state Richard M. Ross heart hospital, Ohio state Harding hospital, Ohio state brain and spine hospital, and Ohio state university rehabilitation services at Dodd hall) and the Ohio state James cancer hospital and Solove research institute (“The James”) and other such clinical health care enterprises, including without limitation to ambulatory services and outpatient health care facilities, clinics, the faculty group practice, primary and specialty practices, university Wexner medical center signature programs, and clinical laboratories.

Although the Ohio state university board of trustees has the fiduciary and legal responsibility for the Wexner medical center, the Ohio ~~State~~state university board of trustees acknowledges the important contributions and role of the Wexner medical center board. The complexity and scope of the Wexner medical center makes the focused oversight of the Wexner medical center board particularly helpful to the Ohio state university board of trustees. To assure clarity of roles and maximize the benefit of this structure, the Wexner medical center board shall be responsible for providing input and recommendations regarding the development and strategic allocation of resources, planning and delivery of medical services, and such other powers and duties as detailed in rule 3335-93-02 of the Administrative Code, subject to the ultimate authority of the university board of trustees.

(B) The university Wexner medical center board shall be composed of up to twenty-two voting members:

(1) Up to six members of the university board of trustees, including one student trustee, appointed annually by the chair of the university board of trustees and ratified by the university board of trustees;

(2) Up to eleven public members appointed annually by the chair of the university board of trustees in consultation with the university president, the chair of the Wexner medical center board, the executive vice president and chief executive officer~~,~~ and the chair of the university board of trustees’ governance committee and ratified by the university board of trustees; and

(3) Five ex-officio voting members consisting of:

(a) The chair of the university board of trustees;

(b) The university president;

(c) The executive vice president and chief executive officer;

(d) The university senior vice president and chief financial officer; and

(e) The university executive vice president and provost.

(C) The selection criteria for public members shall ensure that the university Wexner medical center board membership will include persons with a broad array of skill sets, perspectives, backgrounds, including knowledge in health care delivery, sophisticated business expertise, prior board service, and/or persons who can assist the university Wexner medical center in its outreach to and relationships with the public, communities, and patients served, and governmental entities to ensure optimal operations and advancement of the university Wexner medical center’s strategic mission, vision, and goals. Membership shall be national in scope and the selection processes shall incorporate the diversity policies of the university.

Rule 3335-93-02 | Powers and duties.

The university board of trustees retains its ultimate sovereign power and authority over and fiduciary responsibility for all aspects of the mission and operations of the university Wexner medical center, health sciences colleges, and clinical health care enterprises.

Under the ultimate authority of the university board of trustees and consistent with Ohio law, the university board of trustees authorizes and designates the university Wexner medical center board to act as a governing body on behalf of the university for certain quality and patient care matters, for all of the hospitals and clinics of the university. In accordance with that responsibility, as authorized by the university board of trustees, the university Wexner medical center board will be responsible for the following:

(A) Assuring the quality of patient care throughout the university Wexner medical center, including the planning and delivery of patient services and formation of quality assessments, improvement mechanisms and monitoring the achievement of quality standards and patient safety goals;

(B) Oversight for the purposes of accreditation and licensure; and

(C) Approval of clinical privileging forms, medical and dental staff appointments, clinical privileges, medical staff operations, including the approval, adoption, and amendment of medical staff bylaws and rules and regulations, and the conducting of peer review and professional review actions for medical staff and credentialed providers within university board of trustees-defined and approved parameters.

Any action taken by the board pursuant to the powers and duties as defined in paragraphs (A) to (C) of this rule shall be taken only by the voting, non-public members and approved by majority vote thereof.

(D) In addition, in accordance with that authority and responsibility authorized by the university board of trustees, and consistent with Ohio law, the university Wexner medical center board shall serve in a consultative role and shall be responsible for, subject to the review and approval of the university board of trustees, the following:

(1) Making recommendations to the university board of trustees, university president, and executive vice president and chief executive officer for the Wexner medical center regarding the development and strategic allocations of resources of the university Wexner medical center, including operations, fiscal health, space and facilities management and utilization, personnel, safety and security, and technology;

(2) Oversight of extramural affiliations, partnerships, operating agreements, and strategic business opportunities as approved by the university board of trustees, with regard to the university Wexner medical center and its affiliated entities;

(3) Upon recommendation by the medical staff of university hospitals or the medical staff of the James, approval of medical staff bylaws amendments and recommendation thereof to the university board of trustees;

(4) Making recommendations for approval to the university board of trustees of the purpose and governance documents of any organization established as an auxiliary service organization to the university Wexner medical center;

(5) Monitoring and assisting the university Wexner medical center in its relationship with the public, affected communities, governmental entities, and public and private organizations;

(6) Monitoring the university Wexner medical center integrity and compliance programs as adopted by the university board of trustees; ~~and~~

(7) Reviewing strategic plans, capital and operating budgets of the university Wexner medical center, and making recommendations for approval to the university board of trustees, university president, and executive vice president and chief executive officer for the Wexner medical center~~.~~;

(8) Providing general advice and guidance to the university board of trustees, university president, and executive vice president and chief executive officer for the Wexner medical center regarding extramural affiliations, operating agreements and other strategic business opportunities of the university Wexner medical center; and

(9) Advising the university board of trustees, university president, and executive vice president and chief executive officer for the Wexner medical center regarding strategic aspects the university's education and research programs in the health sciences colleges.

Rule 3335-93-03 | Relationship of the university Wexner medical center board to the health sciences academic programs.

The health sciences schools and colleges of the university carry out a significant portion of their educational and research activity in facilities of the university Wexner medical center. The university board of trustees shall have exclusive governing authority over the academic and research programs of the university Wexner medical center, including the college of medicine, the planning, administration, and operations of the health sciences schools and colleges and all other educational and research institutes, centers, and programs. The university Wexner medical center board shall lend its best efforts to assure that the programs of the health sciences colleges are effectively supported in collaboration with the university Wexner medical center's patient care programs. The executive vice president and chief executive officer shall be charged with maintaining an effective liaison between the health sciences colleges and the university Wexner medical center board to assure excellence in both academic and patient care programs.

Rule 3335-93-04 | Scope of role, accountability and reporting.

(A) To ensure that the university board of trustees meets its governance obligations under all applicable laws and regulations, the university Wexner medical center board shall be accountable to the university board of trustees.

(1) The chair of the Wexner medical center board or his/her designee shall, at the request of the university board of trustees, ~~present a comprehensive~~ report ~~annually to the university board of trustees at its fall meeting~~ on the state of the Wexner medical center, including an assessment of quality of care, overall operations and finance, compliance, and strategic plans, as well as opportunities for the future.

Rule 3335-93-05 | Meetings and notice.

(A) Board year. The board year~~,~~ shall be from May fourteenth to May thirteenth of each year to coincide with the terms of membership of the university board of trustees as articulated in section 3335.02 of the ~~Ohio~~ Revised Code~~ section 3335.02~~.

(B) Regular meetings. Regular meetings of the university Wexner medical center board shall be held at least four times per year on a schedule established by the university board of trustees. The regular meetings shall be set and ~~publically~~publicly announced and/or at such other time or place as may be announced by the chair.

(C) Special meetings. Special meetings may be called at the discretion of the chair of the university Wexner medical center board, the university president, the executive vice president and chief executive officer for the Wexner medical center, or the chair of the university board of trustees, and shall be called by the chair at the request of three members of the university Wexner medical center board, provided that notice of any special meeting shall be given in accordance with Ohio law.

(D) Meetings of the university Wexner medical center board shall be conducted in accordance with the state laws of Ohio and open meetings laws, including, but not limited to, the production and maintenance of minutes for all proceedings of the university Wexner medical center board.

(E) Except as otherwise specified in these bylaws, all meetings of the university Wexner medical center board and its committees shall be conducted in accordance with the latest revision of "Robert's Rules of Order."

(F) All trustees are encouraged to attend meetings of the Wexner medical center board, whether they are members or not, to maximize effective and knowledgeable oversight by 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.

Rule 3335-93-06 | Quorum.

A majority of voting members, including at least three university trustees, shall constitute a quorum for the conducting of business at any meeting of the university Wexner medical center board. If quorum is present, a majority vote of those members present and voting, subject to these bylaws, shall be required for approval of actions by the university Wexner medical center board. If there is a vacancy in an ex-officio voting position of the university Wexner medical center board, that position shall not be included for the purposes of determining quorum for a meeting.

Rule 3335-93-07 | Vacancies.

Whenever a vacancy occurs on the university Wexner medical center board, the chair of the university Wexner medical center board shall immediately notify the chair of the university board of trustees, the university president, and the executive vice president and ~~chancellor for health affairs~~chief executive officer, so that the university board of trustees or the appropriate appointing authority identified in paragraph (B) of rule 3335-93-01 of the Administrative Code may appoint a new member as soon as possible to fill the unexpired term.

Rule 3335-93-08 | Removal.

The university Wexner medical center board chair, in consultation with the chair of the university board of trustees, the chair of the university board of trustees talent, compensation and governance committee, the university president, and the executive vice president and ~~chancellor for health affairs~~chief executive officer may recommend to the university board of trustees that a public member of the university Wexner medical center board be removed or suspended. The university board of trustees has sole authority to appoint and remove public members of the university Wexner medical center board.

Rule 3335-93-09 | Indemnification of university Wexner medical center board members.

Members of the university Wexner medical center board 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 university Wexner medical center board to the full extent permitted by Ohio law.

Rule 3335-93-10 | Compensation of university Wexner medical center board and board committee members.

No university Wexner medical center board member shall receive compensation for services rendered in the capacity as a board member. However, nothing herein shall be construed to preclude any board member or committee member from receiving reimbursement for actual expenses incurred in the course of such service.

Rule 3335-93-11 | Confidentiality and conflicts of interest.

In addition to any applicable restrictions or obligations set forth in Chapter 102., section 2921.42 of the Revised Code and section 2921.43 of the Revised Code, which may apply to university trustees and ex-officio members of the university Wexner medical center board as employees of the university, all members of the university Wexner medical center board, including public members and the appointed members of any and all board committees have a duty of loyalty and fidelity to the university, and they must govern their affairs honestly, exercising their best care, skill and judgment for the benefit of the university so as to avoid conflicts of interest and the appearance of impropriety.

Members of the university Wexner medical center board and its committees shall disclose to the chair of the university Wexner medical center board and the university general counsel any situation wherein such member has a potential conflict of interest that could possibly cause that member to act in other than the best interest of the university. In any such situation deemed as a conflict of interest the member shall abstain from acquiring any information developed by the university Wexner medical center board and from participating in any discussions or voting related to such situation.

All members of the university Wexner medical center board and its committees shall keep confidential all sensitive information of every kind including the strategic goals of groups, practices, entities or subdivisions within the university Wexner medical center to the extent permitted by law. Members of the board and its committees also shall abide by all confidentiality and conflict of interest policies and programs adopted by the university board of trustees from time to time.

The university Wexner medical center board shall adopt and periodically review the university board of trustees' statement of expectations, which shall address comportment among board members, with the university president and other internal constituents, and with external constituents.

Rule 3335-95-01 | Officers of the board.

The officers of the university Wexner medical center board shall consist of a chair and such other officers appointed by the university board of trustees.

Rule 3335-95-02 | Chair.

The chair shall be selected among the voting members of the university Wexner medical center board and shall be appointed by the chair of the university board of trustees, in consultation with the university president and the executive vice president and ~~chancellor for health affairs~~chief executive officer, and ratified by the university board of trustees. The chair shall be appointed annually and have specific skills and qualifications including, but not limited to, prior experience leading a board and demonstrated experience in business management. The chair of the university Wexner medical center board shall preside at all meetings of the board.

Rule 3335-97-01 | University Wexner medical center board standing committees.

The university Wexner medical center board shall approve the appointment of a finance committee and a quality and professional affairs committee. The chair of the university Wexner medical center board shall appoint the members of the board's committees. The chair of each committee of the university Wexner medical center board shall be selected from the voting members of the university Wexner medical center board. The board or the chair of the board may designate guidelines for the selection and participation of non-trustee members of committees.

Rule 3335-97-02 | Finance committee.

(A) Responsibilities. The finance committee shall, upon call of the chair of the committee, meet to review and evaluate the financial results, plans, and audits of the university Wexner medical center and its component entities for the purpose of assessing the overall financial risks and capacities of the university Wexner medical center and the congruity of the financial management, plans and objectives of the university Wexner medical center. The committee shall be responsible for: reviewing financial performance including achievement of financial goals and targets approved by the university Wexner medical center board and university board of trustees; reviewing and making recommendations regarding the operating and capital budgets to the university Wexner medical center board and the university board of trustees; advising on the acquisition or sale of property; advising on current and future strategic business opportunities, including, but not limited to, affiliations, partnerships, mergers, acquisitions, and other business ventures; and other responsibilities as assigned by the chair of the university Wexner medical center board.

(B) Composition. The finance committee shall be composed of no fewer than five voting members of the university Wexner medical center board, with at least three members being university trustees; the university chief financial officer; and such other members as determined by the chair of the university Wexner medical center board.

(C) Meetings. The committee shall meet at the call of the chair of the committee. A majority of the voting members of the committee shall constitute a quorum. Meetings shall be conducted in accordance with the state laws of Ohio and open meetings laws.

Rule 3335-97-03 | Quality and professional affairs committee.

(A) Responsibilities. The quality and professional affairs committee shall be responsible for the following specific duties:

(1) Reviewing and evaluating the patient safety and quality improvement programs of the university Wexner medical center, including, but not limited to, the hospitals, clinics, ambulatory care facilities, and physician office facilities;

(2) Overseeing all patient care activity in all facilities that are a part of the university Wexner medical center, including, but not limited to, the hospitals, clinics, ambulatory care facilities, and physicians' office facilities;

(3) Monitoring quality assurance performance in accordance with the standards set by the university Wexner medical center;

(4) Monitoring the achievement of accreditation and licensure requirements;

(5) Reviewing and recommending to the university Wexner medical center board changes to the medical staff bylaws and medical staff rules and regulations;

(6) Reviewing and approving clinical privilege forms;

(7) Reviewing and approving membership and granting appropriate clinical privileges for the credentialing of practitioners recommended for membership and clinical privileges by the university hospitals medical staff administrative committee and the James medical staff administrative committee;

(8) Reviewing and approving membership and granting appropriate clinical privileges for the expedited credentialing of such practitioners that are eligible by satisfying minimum approved criteria as determined by the university Wexner medical center board and are recommended for membership and clinical privileges by the university hospitals medical staff administrative committee and the James medical staff administrative committee;

(9) Reviewing and approving reinstatement of clinical privileges for a practitioner after a leave of absence from clinical practice;

(10) Conducting peer review activities and recommending professional review actions to the university Wexner medical center board;

(11) Reviewing and resolving any petitions by the medical staffs for amendments to any rule, regulation or policy presented by the chief of staff on behalf of the medical staff pursuant to the medical staff bylaws and communicating such resolutions to the university hospitals medical staff administrative committee and the James medical staff administrative committee for further dissemination to the medical staffs; and

(12) Such other responsibilities as assigned by the chair of the university Wexner medical center board.

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

(C) Review and recommendation. The chief clinical officer of the medical center and the chief of staff for the medical staff of university hospitals shall present and make recommendations to the quality and professional affairs committee only with respect to those actions involving the university hospitals. The director of medical affairs of the James~~, the medical director of credentialing for the James~~ and chief of staff for the medical staff of the James shall present and make recommendations to the quality and professional affairs committee only with respect to those actions involving the James.

(D) Voting. With respect to items coming before the quality and professional affairs committee as detailed in paragraph (A) of this rule, at least two voting, non-public members of the university Wexner medical center board must be present. Any action taken by this committee pursuant to the responsibilities as defined in ~~section 3335-97-03~~paragraphs (A)(1) to (A)(11) of rule 3335-97-03 of the Administrative Code shall be taken only by the voting, non-public, committee members and approved by a majority vote thereof. The chief quality and patient safety officer shall recuse themselves from voting on matters defined in ~~section 3335-97-03~~paragraphs (A)(7) and (A)(10) of rule 3335-97-03 of the Administrative Code.

(E) Meetings. The committee shall meet at least quarterly (four times per calendar year) or at the call of the chair of the committee and shall advise the university Wexner medical center board of its activities regularly. The committee shall act on behalf of the university Wexner medical center board in order to maintain the continuity of operations of the hospitals of the Ohio state university and the university hospitals and the James medical staffs; to review and to approve medical staff membership and to grant appropriate clinical privileges for practitioners in accordance with applicable laws, accreditation requirements, bylaws and rules established by the university board of trustees, university Wexner medical center board and university hospitals and the James medical staffs. Meetings shall be conducted in accordance with the state laws of Ohio and open meetings laws.

Rule 3335-97-04 | University Wexner medical center board special or ad-hoc committees.

The university Wexner medical center board may establish special or ad-hoc committees as needed upon the approval of the university board of trustees.