

**FRIDAY, MAY 31, 2019  
GOVERNANCE COMMITTEE MEETING**

Alex Shumate  
Janet Porter  
Timothy P. Smucker  
Erin P. Hoeflinger  
Alexander R. Fischer  
Hiroyuki Fujita  
Gary R. Heminger  
Janice M. Bonsu  
Alan VanderMolen  
Michael J .Gasser (*ex officio*)

Location: Longaberger Alumni House  
Mount Leadership Room

Time: 8:00-9:45am

*ITEMS FOR DISCUSSION*

- |   |             |
|---|-------------|
| 1. <i>Welcome New Trustees – Mr. Shumate</i>  | 8:00-8:05am |
| 2. <i>Annual Trustee Ethics Training – Mr. Culley, Mr. Garrity-Rokous, Ms. Tobias</i> | 8:05-8:45am |
| 3. <i>AGB Debrief – Dr. Porter</i>  | 8:45-8:50am |
| 4. <i>Report on Departing Trustees and Election of Officers – Mr. Shumate</i>         | 8:50-8:55am |

*ITEMS FOR ACTION*

- |  |             |
|--|-------------|
| 5. <i>Amendments to the Statement of Expectations – Mr. Shumate</i>  | 8:55-9:00am |
| 6. <i>Ratification of Committee Appointments 2019-2020 – Mr. Shumate</i>   | 9:00-9:05am |
| 7. <i>Amendments to the Bylaws of the Board of Trustees – Mr. Shumate</i>  | 9:05-9:10am |
| 8. <i>Amendments to the Bylaws of the Wexner Medical Center Board – Mr. Shumate</i>  | 9:10-9:15am |
| 9. <i>Amendments to the Rules and Regulations of the Medical Staffs of University Hospitals and the Arthur G. James Cancer Hospital – Dr. Porter</i> | 9:15-9:20am |

Executive Session 9:20-9:45am

# Ohio Ethics Law

Christopher M. Culley  
Senior Vice President and General Counsel

Gates Garrity-Rokous  
Vice President and Chief Compliance Officer

Jessica Tobias  
Ethics Director and Compliance Investigator

# Goals & Agenda

## Goals

1. Learn where to go for questions
2. Reinforce Ohio State's commitment to integrity
3. Increase understanding of Ohio Ethics Law

## Agenda

1. Introduction
2. Ohio Ethics Law Key Concepts
3. OSU Board Ethics Statement
4. Financial Disclosure Statement

# Ohio Ethics Law Introduction

## Applies to:

- Public officials and employees, including university Trustees

## Based on:

- A duty of loyalty to Ohio State
- An obligation to act in the best interests of the university and without regard to personal interests

## Consequences:

- Officials are personally liable for violations, including potential criminal sanctions

# Ohio Ethics Law Key Concepts

## Conflicts of Interest

(R.C. 102.03 (D) and (E))

- Prohibits trustees from taking action on matters affecting themselves, family, or business associates
- Prohibits trustees from accepting anything of substantial values that could have an improper influence

## Public Contracts

(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

## Post-Service Restrictions

(R.C. Chapter 102)

- Prohibits trustees from representing anyone before any public agency on any matter in which he/she personally participated

# Other Important Concepts

## Supplemental Compensation (R.C. 2921.43)

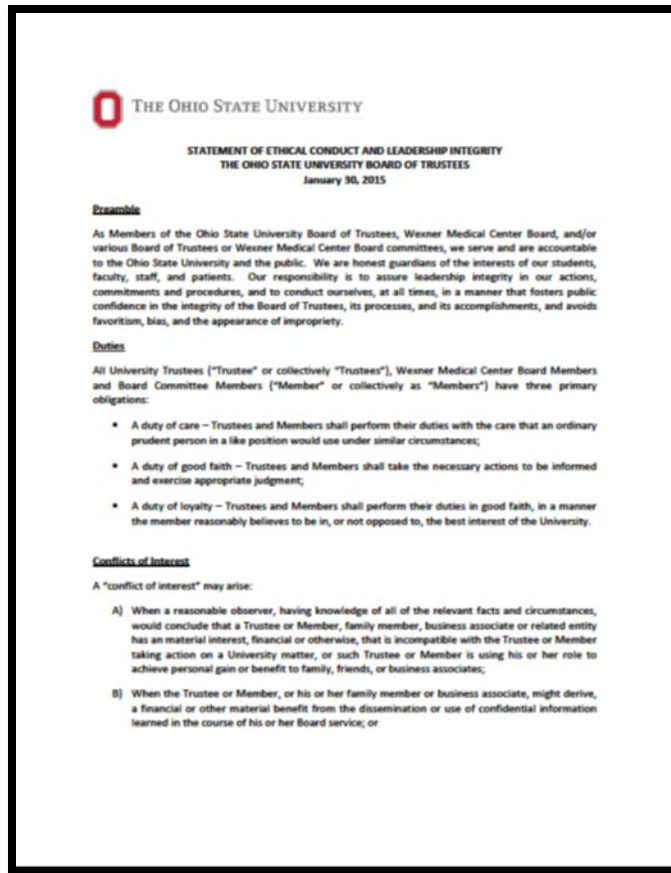
- Prohibits trustees from accepting compensation, other than from the university, for the performance of their duties

## Honoraria (R.C. 102.03 (H))

- Prohibits trustees from accepting honoraria or travel expenses from parties that are doing or seeking business with or interested in matters before the university

# Board Ethics Statement and Protocol

## Statement of Ethical Conduct and Leadership Integrity



# Board Ethics Statement and Protocol

## Resources Available to Trustees

Preparation	On-going Support	Ethics Education
<ul style="list-style-type: none"><li>• Candidate Screening</li><li>• One-on-One Onboarding</li></ul>	<ul style="list-style-type: none"><li>• Ethics Consulting</li><li>• Conflict Management Plans</li><li>• Meeting Agenda Review</li><li>• Vendor List Provision</li><li>• Interest Screening Process</li><li>• Review Financial Disclosure Filings</li><li>• Exit Meeting</li></ul>	<ul style="list-style-type: none"><li>• Annual Ethics Training</li><li>• Distribute Ohio Ethics Commission Guidance</li><li>• Repository of Relevant Ethics Documents</li></ul>



# Financial Disclosure Statement

## Reporting Requirements

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Form No. OEC-2017  
OHIO ETHICS COMMISSION  
**FINANCIAL DISCLOSURE STATEMENT** This statement is to be filed in 2018  
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)**

Candidate  
 Write-in Candidate  
 Elected to an office  
 Appointed to an unexpired term in elective office  
 Public Official  
 Public Employee  
 Voluntary Filer / Other

**CANDIDATES:** Please list the date of the first election (primary, special, or general) when your name will appear on the ballot.

Month	Day	Year
		2018

**FOR OFFICIAL USE ONLY**

**SECTION C. PUBLIC POSITION, OFFICE, OR JOB**

Position/Title (Example: council member, sheriff, board member, or job title) \_\_\_\_\_  Seeking  
 Hold  Held

Public Entity you serve in 2018, served in 2017, or will serve if elected \_\_\_\_\_

Public Salary:  Uncompensated  Less than \$16,000  \$16,000 or more

Start Date: Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_ End Date: Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**SECTION D. ADDITIONAL PUBLIC POSITION, OFFICE, OR JOB**

Position/Title (Example: council member, sheriff, board member, or job title) \_\_\_\_\_  Seeking  
 Hold  Held

Public Entity you serve in 2018, served in 2017, or will serve if elected \_\_\_\_\_

Public Salary:  Uncompensated  Less than \$16,000  \$16,000 or more

Start Date: Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_ End Date: Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**FOR OHIO ETHICS COMMISSION USE ONLY**

Walk-in  Inter Office  No Check

Rev'd by: \_\_\_\_\_

Filer has answered every required question.  
 Filer has not answered these questions:

Date incomplete form returned to filer: \_\_\_\_\_  
Date completed form returned to OEC: \_\_\_\_\_

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# Questions?



**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](http://www.ethics.ohio.gov)

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***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.ohio.gov>]
  
- 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 April 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 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 a public official or employee, his family, or his business associates are involved in a situation before the official or employee, 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 family, his business associates, or others with whom he has a relationship that would affect his objectivity, would receive anything of substantial value [102.03 (D)].
    - a. R.C. 102.03 (D) prohibits a public official from using his authority to secure anything of value that could have a substantial and improper influence upon the official in the performance of his duties. This section prohibits any formal or informal action in a matter where a substantial thing of value may benefit the official, his family, or his 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 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 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 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 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. A trustee of a public college or university is prohibited from authorizing or using his position to secure authorization of a public contract for himself, a member of his family, or a business associate [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. A trustee of a public college or university is **prohibited from profiting from** a public contract he approved, or that was approved by the board of trustees of which he is a member, even if he abstains 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 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 leaves his position, from accepting employment with his public agency, if the employment was authorized or the position was created during his service. R.C. 102.03 (D) (discussed above) also prohibits a member of a governing board from using his position to secure employment from the public agency he 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 had served, so long as the board of trustees did not create the position or authorize the employment

during his service, and the former trustee did not seek the employment opportunity until after he 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 authority to secure the hire of, or employment benefits for, any member of his 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 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 college or university with a private corporation if his 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 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 arms 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. A trustee of a state college or university is prohibited from authorizing investments, or employing authority to secure investments of public funds in any security, if he, a member of his family, or any of his 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 personally participated while he was a member of the board of trustees. For some matters, the prohibition remains in effect for two years [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 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 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 his 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 serves, for the performance of his 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 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 <http://www.ethics.ohio.gov>**



**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.

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**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.

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**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.

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**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.

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**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.

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**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).

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**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.

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**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.

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**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.

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**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.





**STATEMENT OF EXPECTATIONS  
THE OHIO STATE UNIVERSITY BOARD OF TRUSTEES**

**Preamble**

As Trustees of The Ohio State University, Board Members have one overriding and all-encompassing responsibility: to serve the best interests of the University so that the University, in turn, can serve the best interests of the State of Ohio and society at-large. The Board's principal duty, as fiduciaries, requires loyalty to the University as a whole—not to any particular parts or personal agendas—and an objective, long-term view.

This document is a guide to trustee behavior, a statement of what we ask and expect of one another. Compliance with the principles and practices delineated here will enable the Board to serve and govern the University most effectively. For that reason, above all others, we individually and collectively pledge adherence to the Statement as a commitment to the University and the citizens of Ohio and as a covenant with one another. We aim, through allegiance to the Statement, to ensure due diligence, a culture of constructive inquiry and open discussion, a climate respectful of shared governance and University leadership, and an intense focus on matters of strategic importance.

The Board of Trustees strives to function as a collective, cohesive corporate entity. The voices and votes of Board members count equally; no one enjoys special privilege or status except as accorded by the Board as a whole. We recognize that we are not free agents empowered to speak or act on behalf of the Board or the University.

**Comportment among Trustees**

The Board of Trustees has specific expectations about Trustee performance and behavior that apply uniformly to all Board members and facilitate the Board's effectiveness. Every Board member:

- Shall be engaged, informed and thoughtful leaders. Specifically, all trustees shall prepare diligently and participate constructively and collaboratively as a Board member by:
  - Carefully reading and reviewing all relevant materials;
  - Thoughtfully preparing for all Board and committee meetings;
  - Expending the time and effort to understand the issues at hand;
  - Making a good faith effort to attend important campus events and participating in programs and conferences designed to educate and update university trustees;
  - Speaking openly on matters under consideration;
  - Participating actively by asking pertinent questions, offering insights, registering concerns, contributing expertise, and proposing alternative opinions and perspectives;
  - Accepting and competently completing, to the greatest extent possible, assignments from the Board Chair or a Committee Chair.
  
- Shall foster a culture of inclusivity and curiosity, seeking to better understand how this university—its mission, its constituents, and how it is constituted and operates, the unique and ever-changing higher education environment more broadly, as well as the diverse background and perspectives each board member contributes to the collective body.

**STATEMENT OF EXPECTATIONS  
THE OHIO STATE UNIVERSITY BOARD OF TRUSTEES (contd)**

- May expect from and shall accord to every other Board member civil, respectful treatment, even when trustees have different opinions or recommendations. Civility and respect include:
  - Extending good will to one another;
  - Listening attentively and taking seriously the comments of all trustees;
  - Being open to alternative points of view;
  - Encouraging healthy debate, and seeking no reprisals for dissent;
  - Refraining from publicly or privately disparaging or criticizing fellow trustees or impugning their motives;
  - Refraining from “multi-tasking” during Board and committee meetings.
- Shall adhere to the highest standards of ethical conduct and comply fully with all laws and policies relating to conduct of public officials and university trustees, including, but not limited to, the Ohio Ethics Laws and the Board Statement of Ethical Conduct and Leadership Integrity.
- Shall adhere to the letter and spirit of all Board bylaws, policies, processes and protocols, including, but not limited to, this Statement of Expectations and the Bylaws of the Board of Trustees of The Ohio State University.
- Shall, except for extraordinary reasons, attend all Board meetings and, as assigned, all committee meetings, consistent with the attendance requirements set forth under Ohio Revised Code Section 3.17. When a trustee cannot attend, for instance due to personal illness, family matters, or work-related imperatives, the individual will so inform the Chair with as much advance notice as possible and provide an explanation for the absence. In the event that a board member fails to attend faithfully Board and committee meetings, the matter shall be referred to the Governance Committee.
- Shall, *without exception*, maintain confidentiality. Any information, written or oral, whatever the source, the Board receives or discusses in confidence shall remain in confidence. To ensure candor and trust, no trustee, at any time for any reason, shall disclose points of view privately or confidentially expressed by Board members or officers of the University, particularly with regard to any information shared or topics discussed in executive sessions. Disclosure of confidential information to any person for any reason without the express consent of the Board Chair or the University President violates the public trust placed in the Board collectively and trust Board members extend to each other.
- Shall be supportive of the precepts of the State’s “sunshine laws,” and the practice of open discussions at open meetings except when executive sessions are both permissible and warranted.
- Shall have the opportunity to understand and participate in processes associated with the selection of Board officers and the review of the President’s performance.
- Shall support the University philanthropically, commensurate with one’s means as one expression, among others, of a personal commitment to the University’s well-being.

**STATEMENT OF EXPECTATIONS  
THE OHIO STATE UNIVERSITY BOARD OF TRUSTEES (contd)**

- Shall submit annually to the Chair of the Board a written declaration of any potential or actual conflicts of interest with respect to the discharge of one's responsibilities as a trustee of the University.

**Comportment with the President**

A strong working relationship between the University President and the Board of Trustees is paramount to the University's success. The Board recognizes the President as the University's Chief Executive Officer. In general, the Board delegates management of the University to the President, and holds the President accountable for the institution's performance, progress, and well-being. In partnership with the President, the Board will, to the greatest degree possible, focus on strategic opportunities and challenges of paramount significance and, at the same, time minimize the amount of attention accorded operational matters except as necessary to fulfill the Board's fiduciary duties.

The President reports to and serves at the pleasure of the Board, not individual Board members. Publicly, trustees should be supportive and respectful of the President. In executive sessions, trustees should be candid and, as warranted, provide constructive feedback. Performance-related concerns about the President should be presented to the Board Chair. Performance reviews of the President shall occur no less than annually and through a defined process that invites contributions from all Board members and that appraises all Board members of the overall assessment. The Chair (and others the Chair may designate) shall convey the Board's evaluation to the President.

All trustees should seek to develop a comfortable working relationship with the President, but none should ever usurp the role of Board member to offer the President a personal performance review, to advocate personnel actions, to seek or gain special access or favors personally or on behalf of others, or to ensure a particular outcome to a matter under consideration. If a trustee has a relationship with the President (e.g., a business or financial connection) that creates a potential or actual conflict of interest, that information should be disclosed immediately to the Chair of the Board.

Board members are encouraged to have one-on-one conversations with the President to share information, insights, concerns, and advice, and to build a relationship. However, trustees must not explicitly or implicitly direct the President to reach a particular conclusion or take a particular course of action. Suggestions and observations from Board members are always welcome; directives are never appropriate.

**Comportment with Internal Constituents**

Both the Board as a whole and trustees singly must strike a balance between the equally undesirable extremes of daily engagement with campus constituents and distant detachment from the life and people of the University. Trustees are encouraged to interact with the University's campus constituents, especially members of the administration, faculty, and student body. However, Board members must exercise great care, particularly when trustees approach constituents rather than vice versa. Under those circumstances, the possibility always exists that constituents will perceive the interaction as an attempt by the trustee to exert influence, seek favors, or prescribe a course of action.

**STATEMENT OF EXPECTATIONS  
THE OHIO STATE UNIVERSITY BOARD OF TRUSTEES (contd)**

Conversations with internal constituents should honor these guidelines. Trustees should not:

- Breach matters deemed confidential by the Board or Committee.
- Discuss pending Board business or policy matters with constituents without the express authorization of the Board Chair or relevant Committee Chair.
- Take these occasions to advance personal agendas, promote advocacy by constituents, or criticize the President or Board.
- Elicit performance evaluations of any officers or employees of the University. Concerns about the performance at any level of the University should be raised within the Board with questions or concerns then communicated to the President, with the outcome then reported to the Board by the Chair or the President.
- Organize or undertake information gathering events or activities to solicit constituent views unless authorized to do so by the Board Chair or relevant Committee Chair.
- Be insensitive to the time demands trustee-initiated conversations place on administrators, faculty, and students.

Committee chairs are free to initiate requests for information necessary to discharge the committee's designated responsibilities. Such requests should always be respectful of administrative lines of authority and demands on administrators' time. Requests for institutional data by individual trustees should be rare. In such cases, trustees should not contact staff independently and directly. Rather, the trustee should route the request through the Board Chair,

relevant Committee chair, or the President, and proceed only when so authorized and only through established organizational channels.

These guidelines do not preclude personal connections between trustees and members of the campus community which the Board encourages. Instead, such relationships should be clearly personal and distinctly outside the duties of trusteeship

**Comportment with External Constituents**

The Board must speak as a single entity. No individual trustee or self-appointed group of trustees shall speak on behalf of the Board or the University. No trustee should be publicly critical of actions taken or decisions made by the Board or President. Board members should not invite or initiate opportunities for personal pronouncements. When asked by constituents, the press, media, or government to represent or speak on behalf of the Board or the University, all trustees, unless specifically designated to do so by the Chair, should demur *without exception*. When presented with concerns about the performance of individuals or offices, trustees should direct constituents to the President.

Board members shall initiate communication on behalf of the University or in the role of University trustee with external constituencies (the Governor, senior State executives, the Chancellor, Board of Regents, members of the General Assembly, or local or federal officials) *only* with the prior consent of the Board Chair or President. Should any external constituents contact Board members, trustees should be mindful not to speak on the Board's behalf or otherwise violate the letter or spirit of this Statement. In all instances, Board members should promptly report to the Board Chair any conversations with government officials.

**STATEMENT OF EXPECTATIONS  
THE OHIO STATE UNIVERSITY BOARD OF TRUSTEES (contd)**

Trustees should not interact with external stakeholders on specific University issues, projects, policies, or concerns unless that interaction occurs directly and expressly as part of a Board or Committee approved process.

Board members should publicly support the University, the President, and decisions the Board and President reach, even when one holds views or cast votes to the contrary.

**Compliance**

Because all members of the Board agree to honor the standards, procedures, and expectations stated in this document, compliance is fundamentally voluntary and self-enforced. More broadly, the Governance Committee has overall responsibility to monitor the Board's effectiveness. Toward that end, the Governance Committee will periodically conduct a self-study of the Board's performance that includes compliance with this Statement of Expectations.

A trustee concerned about the comportment of a fellow Committee member should speak with the Chair of the Committee. If the concerns transcend comportment on the Committee, the trustee should confer with the Chair of the Governance Committee.

Upon appointment to the Board and annually thereafter, all members of the Board and its committees will sign an acknowledgement of their commitment to abide by this Statement of Expectations, the Board Statement of Ethical Conduct and Leadership Integrity, the Board's bylaws, and all relevant federal and state laws governing the conduct of university trustees and public officials.

## STATEMENT OF EXPECTATIONS THE OHIO STATE UNIVERSITY BOARD OF TRUSTEES

### Preamble

As Trustees of The Ohio State University, Board Members have one overriding and all-encompassing responsibility: to serve the best interests of the University so that the University, in turn, can serve the best interests of the State of Ohio and society at-large. The Board's principal duty, as fiduciaries, requires loyalty to the University as a whole--not to any particular parts or personal agendas--and an objective, long-term view.

This document is a guide to trustee behavior, a statement of what we ask and expect of one another. Compliance with the principles and practices delineated here will enable the Board to serve and govern the University most effectively. For that reason, above all others, we individually and collectively pledge adherence to the Statement as a commitment to the University and the citizens of Ohio and as a covenant with one another. We aim, through allegiance to the Statement, to ensure due diligence, a culture of constructive inquiry and open discussion, a climate respectful of shared governance and University leadership, and an intense focus on matters of strategic importance.

The Board of Trustees strives to function as a collective, cohesive corporate entity. The voices and votes of Board members count equally; no one enjoys special privilege or status except as accorded by the Board as a whole. We recognize that we are not free agents empowered to speak or act on behalf of the Board or the University.

### Comportment among Trustees

The Board of Trustees has specific expectations about Trustee performance and behavior that apply uniformly to all Board members and facilitate the Board's effectiveness. Every Board member:

- ~~• Shall, except for extraordinary reasons, attend all Board meetings and, as assigned, all committee meetings. When a trustee cannot attend, for instance due to personal illness, family matters, or work-related imperatives, the individual will so inform the Chair with as much advance notice as possible and provide an explanation for the absence. In the event that a board member fails to attend faithfully Board and committee meetings, the matter shall be referred to the Committee on Trusteeship.~~
- Shall be engaged, informed and thoughtful leaders, prepare diligently and participate constructively in all Board and committee meetings. Specifically, all trustees shall prepare diligently and participate constructively and collaboratively in all Board and committee meetings as a Board member by:
  - Carefully reading and reviewing all relevant materials;
  - Thoughtfully preparing for all Board and committee meetings;
  - Expending the time and effort to understand the issues at hand;

- Making a good faith effort to attend important campus events and to participate in programs and conferences designed to educate and update university trustees;
  - Speaking openly on matters under consideration;
  - Participating actively by asking pertinent questions, offering insights, registering concerns, contributing expertise, and proposing alternative opinions and perspectives;
  - Accepting and competently completing, to the greatest extent possible, assignments from the Board Chair or a Committee Chair;
  - ~~Disclose promptly and fully any potential or actual conflicts or dualities of interest~~
- Shall foster a culture of inclusivity and curiosity, seeking to better understand how this university – its mission, its constituents, and how it is constituted and operates, the unique and ever-changing higher education environment more broadly, as well as the diverse backgrounds and perspectives each board member contributes to the collective body.
  - May expect from and shall accord to every other Board member civil, respectful treatment even when trustees have different opinions or recommendations. Civility and respect include:
    - Extending good will to one another;
    - Listening attentively and taking seriously the comments of all trustees;
    - Being open to alternative points of view;
    - Encouraging healthy debate, and seeking no reprisals for dissent;
    - Refraining from publicly or privately disparaging or criticizing fellow trustees or impugning their motives;
    - Refraining from "multi-tasking" during Board and committee meetings.
  - Shall adhere to the highest standards of ethical conduct and comply fully with all laws and policies relating to conduct of public officials and university trustees, including, but not limited to, the Ohio Ethics Laws and the Board Statement of Ethical Conduct and Leadership Integrity.
  - Shall adhere to the letter and spirit of all Board bylaws, policies, processes and protocols, including, but not limited to, this Statement of Expectations and the Bylaws of the Board of Trustees of The Ohio State University.
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- Shall support the University philanthropically, commensurate with one's means as one expression, among others, of a personal commitment to the University's well-being.
- Shall submit annually to the Chair of the Board a written declaration of any potential or actual conflicts of interest with respect to the discharge of one's responsibilities as a trustee of the University.

### **Comportment with the President**

A strong working relationship between the University President and the Board of Trustees is paramount to the University's success. The Board recognizes the President as the University's Chief Executive Officer. In general, the Board delegates management of the University to the President, and holds the President accountable for the institution's performance, progress, and well-being. In partnership with the President, the Board will, to the greatest degree possible, focus on strategic opportunities and challenges of paramount significance and, at the same, time minimize the amount of attention accorded operational matters except as necessary to fulfill the Board's fiduciary duties.

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potential or actual conflict of interest, that information should be disclosed immediately to the Chair of the Board.

Board members are encouraged to have one-on-one conversations with the President to share information, insights, concerns, and advice, and to build a relationship. However, trustees must not explicitly or implicitly direct the President to reach a particular conclusion or take a particular course of action. Suggestions and observations from Board members are always welcome; directives are never appropriate.

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Because all members of the Board agree to honor the standards, procedures, and expectations stated in this document, compliance is fundamentally voluntary and self-enforced. More broadly, the ~~Committee on Trusteeship~~Governance Committee has overall responsibility to monitor the Board's effectiveness. Toward that end, The ~~Committee on Trusteeship~~Governance Committee will periodically conduct a self-study of the Board's performance that includes compliance with this Statement of Expectations.

A trustee concerned about the comportment of a fellow Committee member should speak with the Chair of the Committee. If the concerns transcend comportment on the Committee, the trustee should confer with the Chair of the ~~Committee on Trusteeship~~Governance Committee.

Upon appointment to the Board and annually thereafter, all members of the Board and its committees will sign an acknowledgement of their commitment to abide by this Statement of Expectations, the Board Statement of Ethical Conduct and Leadership Integrity, the Board's bylaws, and all relevant federal and state laws governing the conduct of university trustees and public officials.

**RATIFICATION OF COMMITTEE APPOINTMENTS 2019-2020**

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for 2019-2020 are as follows:

**Academic Affairs and Student Life:**

**ALEX SHUMATE**, Chair  
**BRENT R. PORTEUS**, Vice Chair  
Cheryl L. Krueger  
Abigail S. Wexner  
Hiroyuki Fujita  
Alan A. Stockmeister  
Elizabeth P. Kessler  
**JEFF M.S. KAPLAN**  
**ANAND SHAH**  
Alan VanderMolen  
Janet Porter  
Richard K. Herrmann (faculty member)  
Michael J. Gasser (ex officio)

**Finance:**

Timothy P. Smucker, Chair  
**GARY R. HEMINGER**, Vice Chair  
Erin P. Hoeflinger  
Alexander R. Fischer  
John W. Zeiger  
Lewis Von Thaer  
**JANICE M. BONSU**  
James D. Klingbeil  
Lawrence A. Hilsheimer  
Michael J. Gasser (ex officio)

**Advancement:**

Erin P. Hoeflinger, Chair  
Alan A. Stockmeister, Vice Chair  
Alex Shumate  
Cheryl L. Krueger  
Abigail S. Wexner  
**JANICE M. BONSU**  
Alan VanderMolen  
Janet Porter  
Nancy Kramer  
Craig S. Bahner  
Kristin L. Watt (Alumni Assn member)  
Catherine Baumgardner (Alumni Assn member)  
Gifford Weary (Foundation Board member)  
**ALEC WIGHTMAN** (Foundation Board member)  
Michael J. Gasser (ex officio)

**Audit and Compliance:**

John W. Zeiger, Chair  
**ELIZABETH P. KESSLER**, Vice Chair  
Timothy P. Smucker  
Brent R. Porteus  
Hiroyuki Fujita  
Lewis Von Thaer  
Gary R. Heminger  
**JEFF M.S. KAPLAN**  
**ANAND SHAH**  
James D. Klingbeil  
Amy Chronis  
Michael J. Gasser (ex officio)

**Talent and Compensation:**

Hiroyuki Fujita, Chair  
**LEWIS VON THAER**, Vice Chair  
Alex Shumate  
Erin P. Hoeflinger  
John W. Zeiger  
Elizabeth P. Kessler  
**JEFF M.S. KAPLAN**  
**JANICE M. BONSU**  
Janet Porter  
Michael J. Gasser (ex officio)

**Master Planning and Facilities:**

Alexander R. Fischer, Chair  
James D. Klingbeil, Vice Chair  
Timothy P. Smucker  
Brent R. Porteus  
Alan A. Stockmeister  
Gary R. Heminger  
**ANAND SHAH**  
Robert H. Schottenstein  
Michael J. Gasser (ex officio)

**Governance:**

Alex Shumate, Chair  
Janet Porter, Vice Chair  
Timothy P. Smucker  
Erin P. Hoeflinger  
Alexander R. Fischer  
Hiroyuki Fujita  
Gary R. Heminger  
**JANICE M. BONSU**  
Alan VanderMolen  
Michael J. Gasser (ex officio)

**RATIFICATION OF COMMITTEE APPOINTMENTS 2019-2020 (cont'd)**

**Wexner Medical Center:**

Leslie H. Wexner, Chair  
Abigail S. Wexner  
Cheryl L. Krueger  
Hiroyuki Fujita  
John W. Zeiger  
Janet Porter  
Stephen D. Steinour  
Robert H. Schottenstein  
W.G. Jurgensen  
Cindy Hilsheimer  
Michael J. Gasser (ex officio, voting)  
Michael V. Drake (ex officio, voting)  
**HAROLD L. PAZ** (ex officio, voting)  
Bruce A. McPheron (ex officio, voting)  
Michael Papadakis (ex officio, voting)  
William B. Farrar (ex officio, non-voting)  
L. Arick Forrest (ex officio, non-voting)  
Mary A. Howard (ex officio, non-voting)  
K. Craig Kent (ex officio, non-voting)  
Mark E. Larmore (ex officio, non-voting)  
Amanda N. Lucas (ex officio, non-voting)  
David P. McQuaid (ex officio, non-voting)  
Susan D. Moffatt-Bruce (ex officio, non-voting)  
Thomas J. Ryan (ex officio, non-voting)  
Elizabeth O. Seely (ex officio, non-voting)  
Andrew M. Thomas (ex officio, non-voting)

**AMENDMENTS TO THE BYLAWS OF  
THE OHIO STATE UNIVERSITY BOARD OF TRUSTEES**

Synopsis: Approval of the attached amendments to the *Bylaws of the Ohio State University Board of Trustees*, is proposed.

WHEREAS a comprehensive periodic review of all chapters of the bylaws is a governance best practice; and

WHEREAS the last revisions to the *Bylaws of the Ohio State University Board of Trustees* took place in August 2015; and

WHEREAS the Board of Trustees desires to update Board committee structure and other board practices as described in the *Bylaws of the Ohio State University Board of Trustees*; and

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 Board of Trustees at any regular meeting of the Board:

NOW THEREFORE

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



**BYLAWS OF THE BOARD OF TRUSTEES  
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Updated: August 28, 2015

**Chapter 3335-1**

**3335-1-01 Meetings of the board of trustees.**

- (A) Regular meetings. Unless otherwise specified by the chair, there shall be at least ~~five~~four regular meetings of the board of trustees each year. At such meetings any business related to the authority of the board of trustees may be discussed and transacted.
- (B) Special and emergency meetings. Special and emergency meetings of the board of trustees shall be held upon call of the chair on his or her own initiative, or upon written request of five members of the board to the secretary. A specific statement of purpose for the special or emergency meeting shall be provided in accordance with state law.
- (C) Notice of meetings. Unless otherwise specified, all meetings of the board shall be held at the Columbus campus of the Ohio state university at such date and time as is designated in the notice of meeting. Public notice of all meetings shall be given in accordance with the requirements of section 121.22 of the Revised Code. Any person may obtain information regarding the time, date, and location of all meetings by contacting the office of university communications or by visiting <http://trustees.osu.edu>.
- (D) Order of business. Unless otherwise indicated in the meeting agenda, the order of business at all meetings of the board shall be as follows:
  - (1) Roll call.
  - (2) Consideration of minutes of preceding meeting.
  - (3) Report of the president of the university.
  - (4) Report of committees of board of trustees.
  - (5) Unfinished business.
  - (6) New business.
  - (7) Consideration and approval of action items.
  - (8) Adjournment.
- (E) Quorum and manner of acting.
  - (1) A majority of the voting members of the board or a committee of the board shall be present in person at any meeting of the board or the committee in order to constitute a quorum for the transaction of business at such meeting.

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- (2) Except as otherwise provided in paragraph (E)(3) of this rule, the act of the majority of the voting members present at any such meeting at which a quorum is present shall be the act of the board of trustees or its committees. In the absence of a quorum, a majority of those present may adjourn the meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given.
  - (3) The concurrence of a majority of all of the board members shall be necessary to elect or to remove the president, or adopt, amend, or repeal a bylaw of the board of trustees.
  - (4) A roll call vote is necessary when electing or removing a president and when acting on motions involving the expenditure of university funds. On all other matters a voice vote ~~shall~~ may be conducted instead.
- (F) Parliamentary authority. *Robert's Rules of Order, Newly Revised* (most recent edition), shall be accepted as authority on all questions of parliamentary procedure not determined by these bylaws or provisions of the Ohio Revised Code.
- (G) Attendance. Consistent with the expectations set forth in section 3.17 of the Revised Code, every voting member of the board, the Wexner medical center board, and/or one of their committees shall, except for extraordinary reasons, attend all meetings of the board and/or their committees. When a voting member of the board or one of its committees cannot attend, the individual will so inform the chair with as much advance notice as possible and provide an explanation for the absence.
- (H) Executive session. Subject to the requirements of Ohio law, the board or a committee of the board may hold any portion of a regular, special or emergency meeting in executive session with participation limited to voting members of the board or the committee of the board. Other individuals may be invited to attend any or all portions of an executive session as deemed necessary by the board chair or committee chair.

(Board approval dates: 2/6/1987, 10/1/1999, 7/11/2008, 8/28/2015)

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

- (A) Members of the board of trustees.
- (1) The board of trustees of the Ohio state university shall, as provided in section 3335.02 of the Revised Code, be comprised of seventeen trustees, including two student trustees, who shall be appointed by the governor, with advice and consent of the senate, with terms of office as articulated in the Ohio Revised Code.
  - (2) Student trustees. Student trustees shall be permitted to participate in all discussion and deliberations of the board, including attending executive sessions.
  - (3) Charter trustees. In order to take advantage of the diverse cultural, geographic, business, professional, public service and civic backgrounds, talents and experiences of friends and alumni of the Ohio state university who do not live in the state of Ohio, the position of charter trustee has been established, in accordance with the following guidelines:
    - (a) Charter trustees shall be non-Ohio residents and shall be chosen on the basis of the following attributes: Ohio state university alumna/alumnus or friend of the university; success in his or her chosen field or profession; state, national, or international prominence; ability to advocate for higher education; and willingness and ability to offer counsel.

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- (b) There shall be no more than three positions of charter trustee.
  - (c) Each charter trustee shall be appointed for a three-year term, commencing on May fourteenth and expiring on May thirteenth, and shall be eligible to serve a second consecutive three-year term.
  - (d) Charter trustees shall have no voting privileges on the board of trustees, shall not be considered in determining whether a quorum is present, and shall not be eligible to be officers of the board, but will otherwise participate in all activities of the board, including membership on committees. Charter trustees who are members of board committees shall have voting privileges on those committees and shall be eligible to serve as committee chair or vice chair.
  - (e) Charter trustees shall be nominated by the governance committee and shall be appointed, and may be removed, by a vote of the board. Upon such appointment, the chair shall cause a letter of appointment to be delivered to the charter trustee, and a copy of the letter shall be delivered to the governor.
- (4) Ethics and conflicts of interest. All trustees shall follow the protections of the public set forth in Chapter 102, sections 2921.42 and 2921.43 of the Revised Code. In addition, the board of trustees shall adopt and periodically review a policy on ethics and conflicts of interest to govern all members of the board of trustees, Wexner medical center board and their committees.
  - (5) Statement of expectations. The board of trustees shall adopt and periodically review a board statement of expectations, which shall address such topics as comportment among board members, with the university president and other internal constituents, and with external constituents.
  - (6) Indemnification. Trustees, charter trustees, and non-trustee committee members shall be entitled to legal defense and indemnification against any claims or liabilities which might arise from the performance of their duties on behalf of the Ohio state university to the fullest extent permitted by Ohio law.
  - (7) Reimbursement of expenses. All trustees, charter trustees, and non-trustee committee members shall be entitled to reimbursement for reasonable travel expenses incurred in attending meetings of a committee or of the board of trustees, or other meetings as a representative of the board, in accordance with university policy and Ohio law.
- (B) Officers
- (1) Number. The officers of the board shall be a chair, one or more vice chairs, and a secretary. No officer of the board shall, at the same time, hold more than one board office. The board may elect such other officers as the board may deem necessary with such authority and responsibility as delegated to them by the board.
  - (2) Chair. The chair shall preside at all meetings of the board. Unless otherwise directed by the board, the chair shall have the authority to appoint members of and to fill vacancies on all standing and ad hoc committees and shall serve as an ex-officio member of all standing and ad hoc committees. Subject to these bylaws, the chair shall fix the date and time of all regular, special, and emergency meetings, shall sign the journal of all proceedings of the board, and perform such other duties as may pertain to this office.
  - (3) Vice chair. At the request of or in the absence or incapacity of the chair, the vice chair shall perform all the duties of the chair and, while so acting, shall have all the powers and authority



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of, and be subject to all the restrictions upon, the chair. In the event that there are multiple vice chairs, these powers and duties shall devolve upon the senior vice chair, based on length of service on the board, unless otherwise indicated by the board. In addition, the vice chair shall perform such other duties as may be assigned to him or her by the board or by the chair.

- (4) Secretary. Under the direction of the president and with the approval of the board of trustees, the secretary of the board of trustees shall:
- (a) Be the custodian of and responsible for the preservation of all official records of the board;
  - (b) Be the custodian of the university seal and cause its imprint to be placed whenever and wherever appropriate;
  - (c) Keep the minutes of all meetings of the board and of committees of the board;
  - (d) Perform all other duties customary to the office or assigned by the chair or the board.

In the absence of the secretary, the associate secretary shall perform the duties of the secretary of the board and all official actions taken by the associate secretary shall be deemed authorized and approved by the board of trustees.

- (5) Election, term of office, and qualifications.
- (a) The officers of the board shall be elected annually by the board and shall take office at the adjournment of the ~~April final meeting of the fiscal year ending June 30. meeting of the board, or on April first if there is no April board meeting.~~ They shall hold their office through the following final fiscal year meeting April meeting of the board of trustees or until their successors are elected and qualified, so long as they shall continue to be eligible to serve as officers.
  - (b) The chair and the vice chair must be members of the board of trustees. The qualifications of all other officers shall be determined by the board.
  - (c) The chair shall be elected to a one-year term, and may serve up to three consecutive terms as chair. Before the end of each term, the governance committee shall conduct a review of the chair, and after consultation with the members of the board, shall recommend to the board whether the chair should be reelected for an additional term.
  - (d) The vote of a majority of all trustees then in office shall be necessary to elect or remove an officer of the board.

(C) Committees of the board.

- (1) Standing committees of the board, the members of which shall be appointed annually by the chair, shall be constituted, and shall consider and make recommendations for action by the board on the various matters as enumerated below:
- (a) Academic affairs and student life committee. The academic affairs and student life committee shall consider and make recommendations to the board regarding matters pertaining to the teaching, research, and public service programs of the university and its faculty, staff, and students. Matters to be brought before the committee may include, but shall not be limited to: faculty and staff matters;

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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 ~~extension-land-grant~~ mission and ~~extension~~ programs; athletics; and any other matter assigned to the committee by the board or the chair of the board.

In addition to trustees appointed to the committee, the committee shall also consist of at least one student trustee, one member of the university faculty, and up to two additional non-trustee members.

- (b) Finance committee. The finance 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: capital and operating budgets and policies; issuance of debt; tuition and fees; university master planning; development and maintenance of facilities; real property matters; security and safety of the campuses; purchasing policies; self-insurance trust; the research foundation; commercialization; managed health care systems; and any other matter assigned to the committee by the board or the chair of the board.

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

All individual trustees shall be appointed to either the finance committee or academic affairs and student life committee in approximately even distribution.

- (c) Audit and compliance committee. The audit and compliance committee shall consider and make recommendations to the board regarding matters pertaining to auditing of university and related entity operations and oversight of compliance functions. Matters to be brought before the committee may include, but shall not be limited to: internal audit policies, plans, and reports; financial statements; internal financial control systems; oversight and monitoring of compliance programs and activities; enterprise risk management systems and business continuity planning; approval and monitoring of affiliated entities; 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.

The committee shall consist of at least five trustees and up to three additional non-trustee members.

- (d) Advancement committee. The advancement committee shall consider and make recommendations to the board ~~on~~ regarding matters of policy and strategy pertaining to the university-wide integration of fund-raising, alumni relations, ~~communications~~, marketing and related efforts (known as advancement) to foster positive relationships with students, alumni, and other key audiences; provide multiple opportunities for engagement; and generate involvement with and support for the mission of the university. The committee shall advise relevant university officers and monitor progress, performance, and the integration of fund-raising efforts, alumni relations, ~~communications~~ and marketing strategies. Matters to be brought before the committee may include, but shall not be limited to: fundraising and development policies; capital campaigns; acceptance of gifts; relations with and activities of the university foundation, Wexner center foundation, and other related organizations;

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naming of university buildings and other spaces; and any other matter assigned to the committee by the board or the chair of the board.

The committee shall consist of at least five trustees, two members of the alumni association governing board, and two members of the university foundation board. The alumni association shall nominate its representatives for a one-year appointment, renewable for up to three years, and forward those nominations to the chair of the board. The university foundation board shall nominate its representatives for a one-year appointment renewable for up to three years, and forward those nominations to the chair of the board. Additional non-trustee members may be appointed to ensure expertise in the areas for concentration for this committee.

- (e) Governance committee. The governance committee shall consider 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: the board's structure and operation; matters related to the trustee and charter trustee selection process; trustee orientation; review of the chair 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 at least five trustees, including one of the student trustees.

- (f) Talent and compensation committee. The talent and compensation 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. Matters to be brought before the committee may include, but shall not be limited to: roles and responsibilities of senior leadership positions; position specifications and necessary qualifications; compensation strategy and comparative data; transition plans; and any other matter assigned to the committee by the board or the chair of the board.

The committee shall consist of at least ~~three-five~~ trustees, including one of the student trustees.

- (g) 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; review and recommend for approval the planning, design, and construction activity of the university, including the Wexner medical center; serve as stewards of the campus master plans and district plans; and any other matter assigned to the committee by the board or the chair of the board.

The committee shall consist of at least three trustees and no more than three non-trustee committee members, with majority membership by trustees at all time.

- (2) The chair and vice chair of each committee of the board shall be trustees or charter trustees.
- (3) The chair of the board 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-trustees committee members shall be voting members of the committees on which they serve.

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- (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. 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.

(Board approval dates: 12/2/1994, 10/1/1999, 10/4/2002, 7/11/2008, 11/7/2008, 4/3/2009, 8/30/2013, 8/28/2015)

**3335-1-03 Administration of the university.**

(A) The president.

- (1) The president shall be the chief executive officer of the Ohio state university and shall be responsible for the entire administration of the university, subject to control of the board of trustees. The president shall lead in fostering and promoting education, research and outreach as the primary aims of the university. It shall be the duty of the president to enforce the bylaws, rules and regulations of the board of trustees, and, as a member of the faculty, to interpret to the board proposals and actions of the faculty. The president is hereby clothed with the authority requisite to that end.
- (2) The president shall be a voting member of all college faculties, of the graduate school faculty, and of the faculty of the arts and sciences, and shall be a voting member and presiding officer of the university faculty and of the university senate. The president shall appoint all committees of the university faculty and of the university senate, unless membership has been designated by rule.
- (3) After consultation with the steering committee of the university senate, the president may recommend to the board of trustees candidates for honorary degrees. The number of candidates so recommended shall be limited to eight per calendar year. This right and its limitation in no way abrogates the power of the university senate to recommend candidates for honorary degrees (rule 3335-5-41 of the Administrative Code).

(B) Executive vice president and provost. The executive vice president and provost shall, under the direction of the president, be responsible for and have the requisite authority for the oversight of all academic programs and other instructional and faculty affairs of the university, and shall be the chief operating officer of the university.

(C) Senior vice president for business and finance and chief financial officer. The senior vice president for business and finance and chief financial officer shall, under the direction of the president, be responsible for and have the requisite authority for the administration of the university's business, financial and administrative operations. The senior vice president for business and finance and chief financial officer shall report to the president and, as appropriate, shall consult with the executive vice president and provost.

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- (D) Faculty and staff. Within parameters set forth by action of the board of trustees, the president and/or his or her designee(s) shall have the authority to appoint and set the compensation for such other administrative officers, faculty and staff as are necessary to carry out effectively the operation of the university and delegate functions to them with the authority necessary for their proper discharge.
- (E) Delegation of authority. Any authority or responsibility of the president may be delegated by the president to any other member of the faculty or staff of the university, subject to any limitations set forth by action of the board of trustees. Although the president may delegate authority to appropriate officials, the president will retain final authority and responsibility for administration of the university. Delegation of major areas of authority or responsibility shall be in writing and shall be reported to the board of trustees prior to implementation.
- (F) President's cabinet. The president shall convene a president's cabinet that will consist of such members as designated by the president. The primary responsibilities of the president's cabinet shall be to provide advice and counsel to the president, to discuss, deliberate and serve as the primary decision-making body on major university policy issues, information sharing, and such other roles as the president shall determine.
- (G) Principal administrative officials. The term "principal administrative official" shall include the members of the president's cabinet, the deans of the colleges and the dean and directors of regional campuses and their designated staffs, the director of the university libraries, chairs of academic departments, directors of schools and academic centers, and such other administrative officials as determined by the president.

(Board approval dates: 7/21/1978, 11/30/1979, 4/4/1980, 3/6/1981, 4/3/1981, 12/10/1981, 5/7/1982, 6/10/1982, 7/9/1982, 4/1/1983, 11/4/1983, 12/5/1986, 2/6/1987, 10/1/1993, 12/2/1994, 10/1/1999, 2/1/2001, 9/6/2002, 12/5/2003, 5/7/2004, 9/22/2004, 12/2/2005, 2/2/2007, 7/11/2008, 10/29/2010, 8/30/2013, 8/28/2015)

**3335-1-04 University faculty.**

(A) University faculty; membership.

- (1) As used in ~~these bylaws chapter and in and in~~ the "Rules of the University Faculty," the term faculty shall include persons with regular tenure-track, regular clinical, regular research, auxiliary, and emeritus faculty titles on full or part-time appointments with or without salary.
- (2) For purposes of the legislative authority described in paragraph (B) of this rule, the term university faculty shall mean all regular tenure-track faculty, the president, members of the president's cabinet, the deans of the colleges and of the graduate school, the executive dean of the colleges of the arts and sciences, and the dean for undergraduate education.

(B) University faculty; powers.

- (1) The legislative authority to establish educational and academic policies of the university is vested in the university faculty, subject to the approval of the board of trustees. In this connection, the university faculty shall have the authority, subject to the approval of the board of trustees, to adopt rules to effectuate the educational and academic policies of the university. It shall also act upon all matters of routine faculty business in pursuance of already established university policies and shall recommend to the board of trustees candidates for honorary degrees.
- (2) The university faculty may delegate any or all of its authority and responsibility to a university senate if such senate is established by rule and approved by the board.

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- (C) Graduate faculty. There shall be established a graduate faculty with such membership and having such authority and responsibility as provided by rule promulgated by the university faculty or university senate and approved by the board.
- (D) College and department or school faculties. There shall be established college and department or school faculties with such membership and having such authority and responsibility as provided by rule promulgated by the university faculty or university senate and approved by the board.

(Board approval dates: 5/4/1984, 2/6/1987, 4/3/1996, 12/5/2003, 6/7/2005, 7/11/2008, 8/28/2015)

**3335-1-05 University organization.**

- (A) University organization. For the purpose of administering the various programs of the university, there shall be established educational and administrative units within the university. All educational units of the university shall be established, altered, or abolished only on vote of the board of trustees.
- (B) Basic educational organization of the university. The basic organization of the educational units of the university shall be departments, divisions, schools, academic centers, colleges, regional campuses, the graduate school, and the agricultural technical institute.
  - (1) Schools, departments, and divisions. The unit of the university for instruction, research, and extension in a defined field of learning is the school, department, or division.
  - (2) Academic centers. The unit of the university for research, instruction, or related service which crosses department, division, school, or college boundaries is the academic center.
  - (3) Colleges and graduate school. For educational administration the university shall be organized into a graduate school and fifteen colleges. The fifteen colleges are: the college of arts and sciences, the college of food, agricultural, and environmental sciences, the Max M. Fisher college of business, the college of dentistry, the college of education and human ecology, the college of engineering, the Michael E. Moritz college of law, the college of medicine, the college of nursing, the college of optometry, the college of pharmacy, the John Glenn college of public affairs, the college of public health, the college of social work, and the college of veterinary medicine.
  - (4) Graduate school. The graduate school shall consist of: those members of the university faculty who are approved to give graduate instruction; a graduate faculty; the research and graduate council; and an administration composed of a curriculum committee, an executive committee, the dean, the secretary and such other administrative officers as are necessary to carry out the responsibilities of the graduate school.
  - (5) Regional campuses. There shall be four regional campuses of the university located at Lima, Mansfield, Marion, and Newark, Ohio.
  - (6) Agricultural technical institute. The unit of the university for instruction leading to the associate of applied science degree in the agricultural technologies is the agricultural technical institute (Wooster). Regarding matters of administration and operation, the agricultural technical institute shall function as a school in the college of food, agricultural, and environmental sciences.

(Board approval dates: 2/1/1980, 7/8/1983, 7/12/1985, 6/4/1993, 12/5/2003, 6/7/2005, 7/11/2008, 2/11/2011, 8/28/2015)

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**3335-1-06 Instruction.**

- (A) The university year. The university year shall be divided into two semesters and a summer session with further definition as provided by rule promulgated by the university faculty or university senate and approved by the board.
- (B) Admission requirements. Admission requirements, including admission to advanced standing, for entrance into the university shall be adopted by the board of trustees upon recommendation of the appropriate faculty and the approval of the university senate or the university faculty.
- (C) Courses and curricula. The establishment, alteration and abolition of courses and curricula shall follow the procedures outlined by rule of the university faculty or university senate, as the rule is approved by the board of trustees, and shall be subject to review by the president and by the board (see section 3335.09 of the Revised Code).
- (D) Graduation requirements. The requirements for graduation from the university shall be adopted by the board of trustees upon recommendation of the appropriate faculty and approval of the university senate or the university faculty.
- (E) Degrees and certificates.
  - (1) Degrees and certificates shall be awarded by the board of trustees upon recommendation of the university senate or the university faculty, transmitted to the board by the president.
  - (2) All diplomas issued to those receiving degrees from the university shall be signed by the chair, the secretary of the board of trustees and by the president of the university.

(Board approval dates: 7/6/1984, 7/11/2008, 8/28/2015)

**3335-1-08 Miscellaneous.**

- (A) Budget. The annual budget, as adopted by the board of trustees and as amended from time to time, shall govern all transactions involving the financial obligations of the university. The budget shall be comprised of classifications in accordance with the budget and financial reporting system adopted by the state of Ohio.
- (B) Appearance before governmental offices, boards and agencies. Subject to specific control by the board of trustees, the preparation and presentation of requests for appropriations from the state of Ohio and all official dealings on behalf of the university with all federal, state and local government offices, boards and agencies shall be under the direction of the president of the university or his or her designee. Unauthorized appearances before federal, state or local government offices, boards and agencies are hereby prohibited.
- (C) Non-discrimination. The Ohio state university is committed to building and maintaining a diverse community to reflect human diversity and improve opportunities for all. The university is committed to equal opportunity and eliminating discrimination. This commitment is both a moral imperative consistent with an intellectual community that celebrates individual differences and diversity, as well as a matter of law. The Ohio state university does not discriminate on the basis of age, ancestry, color, disability, gender identity or expression, genetic information, HIV/AIDS status, military status, national origin, race, religion, sex, sexual orientation, or veteran status in its programs, activities, employment, and admission

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- (D) Naming of university buildings. University buildings and structures shall be named by the board of trustees following recommendations submitted by the president and the appropriate faculty or other group. Buildings and structures shall not be named for any person who is an officer or employee of the university or the state of Ohio, but may be named for a person who has been retired or has otherwise left such a position for a minimum of three years.

(Board approval dates: 5/8/1987, 2/1/1980, 12/2/1994, 8/28/2015)

**3335-1-09 Bylaws, rules and regulations; their promulgation, amendment and repeal.**

- (A) Statement of purpose. The foregoing bylaws are intended to provide a general framework for the functioning of the board of trustees as a governing body and for the organization, administration and operation of the Ohio state university. Detailed rules and regulations for the organization, administration and operation of the university may be promulgated, amended and repealed by the board of trustees upon its own initiative or upon the recommendation of the university faculty or the university senate.
- (B) Rules and regulations; promulgation, amendment and repeal.
- (1) The university faculty (either directly or through the university senate) is authorized to recommend through the president to the board of trustees the adoption of detailed rules and regulations for the university faculty. If adopted, these rules shall be called "Rules of the University Faculty" and shall be amended or repealed under the procedures outlined in this rule.
- (2) The university faculty (either directly or through the university senate) is also authorized to make recommendations through the president to the board of trustees concerning the promulgation, amendment or repeal of the other rules and regulations for the university.
- (C) Rules and regulations; vote by board of trustees. The rules and regulations for the university, including the "Rules of the University Faculty," may be adopted, amended or repealed by a majority vote of the board of trustees at any regular meeting of the board, the notice of which having specified that promulgation, amendment or repeal of the rules and regulations for the university is to be considered.
- (D) Bylaws; adoption, amendment and repeal. Bylaws may be adopted, amended or repealed by a majority vote of the entire board of trustees at any regular meeting of the board, the notice of which having specified that amendment or repeal of the bylaws is to be considered.
- (E) Bylaws; recommendations as to adoption, amendment or repeal. The university faculty or the university senate is authorized to make recommendations through the president to the board of trustees concerning the adoption, amendment or repeal of these bylaws.
- (F) Previous enactments of the board. Nothing contained within these bylaws shall invalidate any lawful action taken under any bylaw, resolution, rule, policy or other legal authority for the government of the university previously enacted by the board of trustees.
- (G) To the extent that any of these bylaws may be inconsistent with the Ohio Revised Code, the code shall control.

(Board approval date: 8/28/2015)



**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 a comprehensive periodic review of all chapters of the 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 2017; and

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 Board of Trustees at any regular meeting of the Board:

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*.



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Chapter 3335-93 Establishment of the Ohio state university medical center board

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”); ~~Ohio state Richard M. Ross heart hospital, OSU Harding hospital, Ohio state university rehabilitation services at Dodd hall~~; 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. The university Wexner medical center board shall be responsible for 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 sixteen voting members:
- (1) Up to five members of the university board of trustees appointed annually by the chair of the university board of trustees and ratified by the university board of trustees;
  - (2) Up to six public members appointed annually by the chair of the university board of trustees in consultation with the university president, the executive vice president and chancellor for health affairs 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 chancellor for health affairs~~for health sciences~~;
    - (d) The university senior vice president and chief financial officer; and
    - (e) The university executive vice president and provost.
- (C) The university Wexner medical center board shall also include the following ex-officio nonvoting members:
- (1) The dean of the college of medicine;
  - (2) The president of the university faculty group practice;
  - (3) The chief executive officer of the Ohio state university health system;

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- (4) The chief executive officer(s) or executive director(s) of all university Wexner medical center hospitals.
  - (5) The chief administrative officer of the Ohio state university health system;
  - (6) The chief clinical officer of the Ohio state university Wexner medical center; and
  - (7) The chief financial officer of the Ohio state university Wexner medical center.
- (D) 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.

~~(E) The term of office for public members shall be three years, except that the terms of the initial members shall be staggered, with three year, two year, and one year terms to ensure that no more than one-third of the public members' terms will expire within a given year. No public member shall serve more than six consecutive years.~~

(Board approval dates: 8/30/2013, 8/28/2015, 6/9/2017, 11/3/2017)

## **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 ~~and within the university board of trustees defined and approved guidelines~~, 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 ~~the~~ accreditation and licensure ~~process~~; 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.

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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:

- (D) Making recommendations to the university board of trustees, university president, and executive vice president ~~for health sciences~~ and ~~chancellor for health affairs~~ 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;
- (E) 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;
- (F) 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;
- (G) 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;
- (H) Monitoring and assisting the university Wexner medical center in its relationship with the public, affected communities, governmental entities, and public and private organizations;
- (I) Monitoring the university Wexner medical center integrity and compliance programs as adopted by the university board of trustees; and
- (J) 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 ~~for health sciences~~ and ~~chancellor for health affairs~~.

Subject to the ultimate authority of the university board of trustees, the university Wexner medical center board will serve in an advisory and consultative role to the university board of trustees, university president, and executive vice president ~~for health sciences~~ and ~~chancellor for health affairs~~, with regard to the following areas of operation of the university Wexner medical center:

- (K) Providing general advice and guidance to the university board of trustees, university president, and executive vice president ~~for health sciences~~ and ~~chancellor for health affairs~~ regarding extramural affiliations, operating agreements and other strategic business opportunities of the university Wexner medical center; and
- (L) Advising the university board of trustees, university president, and executive vice president ~~for health sciences~~ and ~~chancellor for health affairs~~ regarding strategic aspects the university's education and research programs in the health sciences colleges.

(Board approval dates: 8/30/2013, 11/8/2013, 8/28/2015)

## **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

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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 ~~for health sciences and~~ [chancellor for health affairs](#) 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.

(Board approval dates: 8/30/2013, 8/28/2015)

## **3335-93-04 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 university Wexner medical center board or other designee as selected by the chair of the university board of trustees shall provide a summary report of its activities and actions taken at each regular meeting of the university board of trustees.
  - (2) The chair of the university Wexner medical center board shall report annually also to the university board of trustees or appropriate Board committee on the following topics:
    - (a) Annual patient safety and quality report;
    - (b) Annual compliance report; and
    - (c) Annual financial report.

(Board approval dates: 8/30/2013, 11/08/2013)

## **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 the Ohio Revised Code section 3335.02.
- (B) Regular meetings. Regular meetings of the university Wexner medical center board shall be held at least ~~five~~[four](#) times per year on a schedule established by the university board of trustees. The regular meetings shall be set and publically 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 chancellor for health affairs](#), or the chair of the 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."

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(Board approval dates: 8/30/2013, 11/6/2015)

## **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.

(Board approval date: 8/30/2013, 6/9/2017)

## **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, ~~and the~~ university president, and the executive vice president and chancellor for health affairs, 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.

(Board approval date: 8/30/2013)

## **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 governance committee, ~~and~~ the university president, and the executive vice president and chancellor for health affairs 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.

(Board approval date: 8/30/2013)

## **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.

(Board approval date: 8/30/2013)

## **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.

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(Board approval date: 8/30/2013)

## **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 develop and periodically review a statement of expectations, consistent with the university board of trustees' statement of expectations, which shall address comportment among board members, with the university president, executive vice president for health sciences and other internal constituents, and with external constituents regarding such topics as behavior, confidentiality, participation, civility, loyalty, conflicts of interest, and compliance with board expectations, bylaws, university policies, rules, and state and federal law.

(Board approval date: 8/30/2013)

## **Chapter 3335-95 Officers of the board**

### **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 as the university board of trustees may deem advisable.

(Board approval dates: 4/3/2009, 10/29/2010, 8/30/2013)

### **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, and ratified by the university board of trustees. The chair shall be appointed for a one-year term 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.

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(Board approval date: 5/22/2009, 10/29/2010, 2/1/2013, 8/30/2013, 8/28/2015, 11/3/2017)

## Chapter 3335-97 Committees

### 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.

(Prior effective date: 5/22/2009, Board approval date: 8/30/2013)

### 3335-97-02 Finance committee.

- (A) Responsibilities. The finance committee shall 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: monitoring financial performance including achievement of financial goals and targets approved by the university Wexner medical center board and university board of trustees; reviewing and recommendation of 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; construction, use, and allocation of physical space and facilities and technology; 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~~person~~ of the committee, but not less than quarterly. 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.

(Board approval dates: 4/3/2009, 10/29/2010, 2/1/2013, 8/30/2013)

### 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;



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- (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 chancellor for health affairs](#); the chief executive officer of the Ohio state university health system; chief ~~medical-clinical~~ officer of the medical center; [the chief administrative officer of the Ohio state university health system](#), the director of medical affairs of the James; the medical director of credentialing for the James; the chief of the medical staff of the university hospitals; the chief of the medical staff of the James; the associate dean of graduate medical education; the chief quality and patient safety officer; the chief nurse executive for the [OSU-Ohio state university](#) health system; and the chief nursing officer for the James shall serve as ex-officio, voting members. Such other members may be 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 ~~medical-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

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hospitals. The director of medical affairs of the James, the medical director of credentialing for ~~t~~The James and chief of ~~s~~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 ~~t~~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 ~~u~~University Wexner ~~m~~Medical ~~c~~Center ~~b~~Board must be present. Any action taken by this ~~c~~Committee pursuant to the responsibilities as defined in section 3335-97-03 (A)(1) to (A)(11) 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 ~~s~~ defined in section 3335-97-03 (A)(7) and (A) (10) of the Administrative Code.
- (E) Meetings. The committee shall meet at least bimonthly (six times per calendar year), ~~typically in the even numbered months~~ 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.

(Board approval dates: 8/30/2013, 11/08/2013, 11/6/2015, 4/8/2016)

### **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 ~~s~~ as needed upon the approval of the university board of trustees.

(Board approval date: 8/30/2013)

## **Chapter 3335-101 Medical staff**

### **3335-101-01 General.**

The university Wexner medical center board shall hold the medical staff organization of university hospitals and the medical staff organization of the James cancer hospital accountable to the university Wexner medical center board for establishing and maintaining standards of medical care for their respective facilities. As provided in rule 3335-101-04 of the Administrative Code, revisions to medical staff bylaws are subject to review and approval by the university Wexner medical center board before they are submitted to the Ohio state university board of trustees for adoption.

(Board approval dates: 4/3/2009, 10/29/2010, 2/01/2013)

### **3335-101-02 Medical staff.**

For purposes of this chapter, the words "medical staff" shall include all physicians, psychologists, podiatrists, and dentists who are authorized to ~~provide care for~~attend patients in any medical care facility or program administered by the university Wexner medical center, and may include such other health care professionals as the medical staff bylaws designate.

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(Board approval dates: 4/3/2009, 2/01/2013, 8/28/2015)

## **3335-101-03 Medical staff organization.**

The organization of the medical staffs of the university Wexner medical center shall discharge those duties and responsibilities assigned to them by the university Wexner medical center board and is subject to the approval and authorization of the university Wexner medical center board. Those duties and responsibilities include the following purposes:

- (A) To monitor the quality of medical care and make recommendations to the university Wexner medical center board to ensure that all patients - admitted to or treated at any of the facilities, departments, or services of university hospitals or the James cancer hospital - receive high quality medical care.
- (B) To recommend, through the appropriate medical staff administrative committee, to the quality and professional affairs committee of the university Wexner medical center board the appointment or reappointment of an applicant to the medical staff of university hospitals or the James cancer hospital, the clinical privileges such applicant shall enjoy in the facilities of or associated with university hospitals or the James cancer hospital, and appropriate professional review action that may be necessary in connection with any member of the medical staff.
- (C) To represent the medical staffs of university hospitals and the James cancer hospital and to provide the means whereby issues concerning the medical staffs ~~of and~~ university hospitals and the James cancer hospital are discussed within the medical staff organization and among representatives of the medical staff, the quality and professional affairs committee, the university Wexner medical center board, and the university Wexner medical center administration.
- (D) To establish and enforce medical staff bylaws, rules and regulations governing actions of members of the medical staffs and practitioners granted clinical privileges.

(Board approval dates: 4/3/2009; 10/29/2010; 2/1/2013, 8/28/2015)

## **3335-101-04 Medical staff bylaws.**

The medical staff organization shall recommend to the quality and professional affairs committee and the university Wexner medical center board amendments to medical staff bylaws, rules, and regulations that set forth by the medical staff organization and the governance process for maintaining such bylaws, rules, and regulations to accomplish the purposes set forth in rule 3335-101-03 of the Administrative Code. When such medical staff bylaws, rules, and regulations are adopted by the university Wexner medical center board and the Ohio state university board of trustees, they shall become effective and be part of the medical staff bylaws, rules, and regulations of the university Wexner medical center and the hospital and other facilities to which they apply. The medical staff organizations shall also be responsible for reviewing these bylaws, rules, and regulations periodically and recommending appropriate revisions to the quality and professional affairs committee and university Wexner medical center board.

(Board approval dates: 4/3/2009; 10/29/2010; 2/01/2013, 8/28/2015)

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

Upon recommendation of the medical staff of university hospitals or the James cancer hospital and in accordance with the medical staff bylaws, the university Wexner medical center board may appoint physicians, dentists, psychologists, and podiatrists meeting the qualifications prescribed in the medical staff bylaws, to membership on the medical staff of the university hospitals and the James cancer hospital and

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

(Board approval dates: 4/3/2009; 10/29/2010; 2/01/2013, 8/28/2015)

## **3335-101-06 Medical staff administrative committees.**

- (A) Purpose. The medical staff administrative committee for the university hospitals medical staff and the medical staff administrative committee for the James cancer hospital each shall establish and maintain means of accountability to the university Wexner medical center board, in accordance with their respective medical staff bylaws. Each medical staff administrative committee shall concern itself primarily with the quality of medical care within the facilities of, or associated with, the university Wexner medical center. Each medical staff administrative committee shall receive and act upon all medical staff committee reports and make recommendations regarding medical staff ~~appointments~~ status and clinical privileges to the university Wexner medical center board, through the board's quality and professional affairs committee. Other specific duties of the medical staff administrative committee are identified in the medical staff bylaws.
- (B) Composition. The composition of the medical staff administrative committee of the university hospitals medical staff shall be determined in accordance with the university hospitals medical staff bylaws and the chief medical officer of the medical center shall serve as chair of the university hospitals medical staff administrative committee. The composition of the medical staff administrative committee of the James cancer hospital medical staff shall be determined in accordance with the James cancer hospital medical staff bylaws and the James cancer hospital director of medical affairs shall serve as chair of the James cancer hospital medical staff administrative committee. Any members may be removed from the medical staff administrative committee in accordance with the medical staff bylaws. Replacement or additional members may be appointed to the medical staff administrative committees in accordance with the medical staff bylaws and subject to review/renewal on a yearly basis to maintain the medical staff administrative committee's constituency.
- (C) Meetings. Each medical staff administrative committee shall meet monthly. Minutes of the meetings shall be available to all members of the university Wexner medical center board and the quality and professional affairs committee of the university Wexner medical center board, the executive vice president ~~for health sciences~~ and chancellor for health affairs, the dean of the college of medicine, ~~the dean of the college of dentistry~~, and the deans of other professional colleges whose faculty have appointments on the medical and dental staffs.

(Board approval dates: 4/3/2009; 10/29/2010; 2/01/2013, 8/28/2015)

## **3335-101-07 Hospitals clinical departments.**

- (A) Appointment of the chief of each clinical department of each hospital ~~as defined in Chapter 3335-104 of the Administrative Code~~ is subject to approval by the university Wexner medical center board on the recommendation of the dean of the applicable professional college and the executive vice president and chancellor for health affairs ~~for health sciences~~. All such appointments shall be periodically reviewed by the university Wexner medical center board. Any vacancy in the position of

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chief of a clinical department may be filled on an interim basis by the dean of the appropriate professional college, after consultation with the university Wexner medical center board. (In standard practice, the chief of a clinical department will be the chair of the corresponding academic department.)

- (B) The university Wexner medical center board may delegate, through approval of the medical staff bylaws or by appropriate board resolution, to the chiefs of the clinical departments responsibility for maintaining the quality of medical care in their services, and for recommending an applicant's appointment or reappointment to the appropriate medical staff and privileges for such an applicant.
- (C) The executive vice president ~~and chancellor for health affairs of health sciences~~ shall recommend a candidate for the appointment of the chief ~~medical-clinical~~ officer of the medical center to the university Wexner medical center board, ~~and the Ohio state university board of trustees~~. The ~~Ohio state university Wexner medical center board of trustees~~ shall appoint the chief ~~medical-clinical~~ officer of the medical center. The chief ~~medical-clinical~~ officer of the medical center shall report to the vice president for health services, the executive vice president ~~for health sciences and chancellor for health affairs~~ and to the university Wexner medical center board. In matters relating to medical care in the university hospitals, members of the clinical departments of the university hospitals are accountable to the clinical chiefs, and medical directors who are accountable to the chief ~~medical-clinical~~ officer of the medical center.
- (D) The chief ~~medical-clinical~~ officer is the senior medical officer for the medical center with the responsibility and authority for all health and medical care delivered at the medical center. The chief ~~medical-clinical~~ officer is responsible for overall quality improvement and clinical leadership throughout the medical center, physician alignment, patient safety and medical staff development. The chief ~~medical-clinical~~ officer is a key member of the senior management team and is expected to participate in all strategic, operational and policy decisions as a senior corporate officer of the medical center. The chief ~~medical-clinical~~ officer is accountable for developing and managing systems and forums that foster the transfer of knowledge, information and process improvement methodologies to administrative and clinical leadership and staff. The chief ~~medical-clinical~~ officer has the authority and responsibility of the organization of clinical service to optimize high quality care.
- (E) The executive vice president ~~and chancellor for health affairs for health sciences~~ shall appoint a medical director for each of the university hospitals, ~~university hospitals east, Harding hospital, and Ross heart hospital~~. The medical director of each hospital shall report to the chief executive officer or executive director of the respective hospital, to the chief ~~medical-clinical~~ officer of the medical center, and to the university Wexner medical center board. In matters relating to medical care in the hospitals, members of the clinical departments of the hospitals are accountable to the clinical chiefs, who are accountable to the medical directors.
- (F) The executive vice president ~~and chancellor for health affairs for health sciences~~ shall appoint a director of medical affairs for the James cancer hospital who shall be the chief medical officer of the James cancer hospital. The director of medical affairs shall report to the chief executive officer of the James cancer hospital and to the university Wexner medical center board. In matters relating to medical care in the James cancer hospital, members of the clinical departments of the hospitals are accountable to the clinical chiefs, who are accountable to the director of medical affairs.
- (G) The chief ~~medical-clinical~~ officer of the medical center, the director of medical affairs of the James cancer hospital and the medical directors of each hospital shall each be a physician and shall maintain an appointment as an attending staff member of his or her respective medical staff. The chief ~~medical-clinical~~ officer of the medical center, medical directors of each hospital and director of medical affairs shall have authority as conferred by the executive vice president ~~and chancellor for health affairs for health sciences~~ and the university Wexner medical center board; including the responsibility for clinical research and education programs and services, supervision of patient and clinical activity; and responsibility for the clinical organization of his or her respective hospital. The chief ~~medical-clinical~~ officer of the medical center and director of medical affairs shall direct and

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supervise the medical staff quality assurance, utilization review, and credentialing activity. The chief ~~medical-clinical~~ officer of the medical center, medical directors of each hospital and director of medical affairs shall establish priorities, jointly with the chief executive officer or executive director of his or her respective hospital, for capital medical equipment, clinical space, and the establishment of new clinical programs, or the revision of existing clinical programs.

(Board approval dates: 4/3/2009; 10/29/2010; 2/01/2013, 8/28/2015)

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## Appendix I

### RESCINDED Rules

- 3335-99-01 Relationship to health sciences academic programs.
- 3335-103-01 Amendments to board bylaws.
- 3335-104-01 Establishment of medical center hospital boards.
- 3335-104-02 Indemnification of hospital board members.
- 3335-104-03 Compensation of hospital board and board committee members.
- 3335-104-04 Confidentiality and conflicts of interest.
- 3335-104-05 Officers
- 3335-104-06 University hospitals board.
- 3335-104-07 James cancer hospital board.
- 3335-104-08 Ohio state university Harding hospital board.
- 3335-104-09 University hospitals east board.
- 3335-104-10 Ross heart hospital board.

**AMENDMENTS TO THE RULES AND REGULATIONS  
OF THE MEDICAL STAFF OF UNIVERSITY HOSPITALS**

Synopsis: The amendments to the *Rules and Regulations of the Medical Staff* of The Ohio State University Hospitals are recommended for approval.

WHEREAS the proposed amendments to the *Rules and Regulations of the Medical Staff* of The Ohio State University Hospitals were approved by a joint University Hospitals and James Medical Staff Bylaws Committee on January 4, 2019; and

WHEREAS the proposed amendments to the *Rules and Regulations of the Medical Staff* of The Ohio State University Hospitals were approved by the University Hospitals Medical Staff Administrative Committee on January 9, 2019; and

WHEREAS the proposed amendments to the *Rules and Regulations of the Medical Staff* of The Ohio State University Hospitals were approved by the University Hospitals Medical Staff on January 23, 2019; and

WHEREAS the proposed amendments to the *Rules and Regulations of the Medical Staff* of The Ohio State University Hospitals were approved by the Quality and Professional Affairs Committee on March 26, 2019; and

WHEREAS the proposed amendments to the *Rules and Regulations of the Medical Staff* of The Ohio State University Hospitals were approved by the Wexner Medical Center Board on May 29, 2019; and

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby approves the attached amendments to the *Rules and Regulations of the Medical Staff* of The Ohio State University Hospitals.



**MEDICAL STAFF RULES AND REGULATIONS**  
**The Ohio State University Hospitals**

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**THE OHIO STATE UNIVERSITY**

WEXNER MEDICAL CENTER

**MEDICAL STAFF RULES AND REGULATIONS**  
**The Ohio State University Hospitals**  
**as of April 6, 2018**

**84-1 Ethical pledge.**

No changes.

**84-2 Admission procedures.**

No changes.

**84-3 Attending assignment.**

No changes.

**84-4 Consultations.**

No changes.

**84-5 Privileges for giving orders.**

No changes.

**84-6 Death and autopsy procedures.**

No changes.

**84-7 Emergency care.**

No changes.

**84-8 Surgical case review.**

No changes.

**84-9 Tissue disposition.**

No changes.

**84-10 Committees and policy groups.**

No changes.

**84-11 Medical records.**

(A) Each member of the medical staff shall conform to the medical information management department policies, including the following:

(1) Medical Record contents

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The attending medical staff member shall be ultimately responsible for the preparation of a complete medical record of each patient. The medical record may contain information collected and maintained by members of the medical staff, limited staff, other licensed healthcare professionals, medical students or providers who participate in the care of the patient in an electronic or paper form. This record shall include the following elements as it applies to the patient encounter:

- (a) Identification and demographic data including the patient's race and ethnicity.
- (b) The patient's language and communication needs.
- (c) Emergency care provided to the patient prior to arrival, if any.
- (d) The legal status of patients receiving mental health services.
- (e) Evidence of known advance directives.
- (f) Statement of present complaint.
- (g) History and physical examination.
- (h) Any patient generated information.
- (i) Provisional diagnosis.
- (j) Documentation of informed consent when required.
- (k) Any and all orders related to the patient's care.
- (l) Special reports, as those from:
  - (i) The clinical laboratory, including examination of tissues and autopsy findings, when applicable.
  - (ii) Signed and dated reports of nuclear medicine interpretations, consultations, and procedures.
  - (iii) The radiology department.
  - (iv) Consultants.
- (m) Medical and surgical treatments.
- (n) Progress notes.
- (o) Pre-sedation or pre-anesthesia assessment and plans of care for patients receiving anesthesia.
- (p) An intra-operative anesthesia record.
- (q) Postoperative documentation records, including the patient's vital signs and level of consciousness; medications, including IV fluids, blood and blood components; any unusual events or postoperative complications; and management of such events
- (r) Postoperative documentation of the patient's discharge from the post-sedation or post-anesthesia care area by the responsible licensed independent practitioner or according to discharge criteria.

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- (s) A post-anesthesia follow-up report written within forty-eight hours after surgery.
  - (t) Reassessments and revisions of the treatment plan.
  - (u) Every dose of medication administered and any adverse drug reaction.
  - (v) Every medication dispensed to an inpatient at discharge.
  - (w) Summary and final diagnosis as verified by the attending medical staff member's signature.
  - (x) Discharge disposition, condition of patient at discharge, and instructions given at that time and the plan for follow up care.
  - (y) Any referrals and communications made to external or internal providers and to community agencies.
  - (z) Any records of communication with the patient made by telephone or email or patient electronic portal.
- (2) Deadlines and sanctions.
- (a) A procedure note shall be entered in the record by the responsible attending medical staff member or the medical staff member's designee, who is appropriately credentialed by the hospital, immediately upon completion of an invasive procedure. Procedure notes must be written for any surgical or medical procedures, irrespective of their repetitive nature, which involve material risk to the patient. Notes for procedures completed in the operating rooms must be finalized in the operating room information system by the attending surgeon. For any formal operative procedures, a note shall include preoperative and postoperative diagnoses, procedure(s) performed and description of each procedure, surgeon(s), resident(s), anesthesiologist(s), surgical service, type of anesthesia (general or local), complications, estimated blood loss, any pertinent information not included on the O.R./anesthesia record, preliminary surgical findings, and specimens removed and disposition of each specimen. Where a formal operative report is appropriate, the report must be completed immediately following the procedure. The operative/procedure report must be signed by the attending medical staff member. Any operative/procedure report not completed or any procedure note for procedures completed in the operating rooms not completed in the operating room information system by ten a.m. the day following the procedure shall be deemed delinquent and the attending medical staff member responsible shall lose operating/procedure room and medical staff privileges the following day. The operating rooms and procedure rooms will not cancel cases scheduled before the suspension occurred. Effective with the suspension, the attending medical staff member will lose all privileges to schedule elective and add-on cases. The attending medical staff member will only be allowed to schedule emergency cases until all delinquent operative/procedure reports are completed. All emergency cases scheduled by suspended medical staff members are subject to the review of the medical director and will be reported to the suspended medical staff members' chief of the clinical department and the medical director by the operating room staff. Affected medical staff members shall receive telephone calls from the medical information management department indicating the delinquent operative/procedure reports.
  - (b) Progress notes must provide a pertinent chronological report of the patient's course in the hospital and reflect any change in condition, or results of treatment. In the event that the patient's condition has not changed, and no diagnostic studies have been done, a progress note must be completed by the attending medical staff member or his or her designated member of the limited medical staff or practitioner with appropriate

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privileges at least once every day.

Each medical student or other licensed health care professional progress note in the medical records should be signed or counter-signed by a member of the attending, courtesy, or limited staff.

(c) Medical staff members with more than twenty-five verbal orders that remain unsigned greater than twenty-one days after the date of the order will be subject to corrective action including administrative suspension which may include suspension of admitting and operating room scheduling privileges until the orders are signed. Medical staff members shall be notified electronically prior to suspension for unsigned verbal orders.

- (c) Birth certificates must be signed by the medical staff member who delivers the baby within one week of completion of the certificate. Fetal death certificates and death certificates must be signed and the cause of death must be recorded by the medical staff member with a permanent Ohio license within twenty-four hours of death.
- (d) Outpatient visit notes and letters to referring physicians, when appropriate, shall be completed within three days of the patient's visit.
- (e) All entries not previously defined must be signed within ten business days of completion.
- (f) Queries by clinical documentation specialists requesting clarification of a patient's diagnoses and procedures will be resolved within five business days of confirmed notification of request.
- (g) Office visit encounters shall be closed within one week of the patient's visit.

(3) Discharges

- (a) Patients may not be discharged without a written or electronically entered discharge order from the appropriately credentialed, responsible medical staff member, limited staff member, or other licensed healthcare professional.
- (b) At the time of discharge, the appropriately credentialed attending medical staff member, limited staff member, or other licensed healthcare professional is responsible for verifying the principal diagnosis, secondary diagnoses, the principal procedure, if any, and any other significant invasive procedures that were performed during the hospitalization. If a principal diagnosis has not yet been determined, then a "provisional" principal diagnosis should be used instead.
- (c) The discharge summary must be available to any facility receiving the patient before the patient arrives at the facility. Similarly, the discharge summary must be available to the care provider before the patient arrives at any outpatient care visit subsequent to discharge. The discharge summary should be available within forty-eight hours of discharge for all patients. The discharge summary should be signed by the responsible medical staff member within forty-eight hours of availability.
- (d) The discharge summary must contain the following elements:
  - i. hospital course including reason for hospitalization and significant findings upon admission;
  - ii. principal and secondary diagnoses or provisional diagnoses;
  - iii. relevant diagnostic test results;

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- iv. procedures performed and care, treatment and services provided; ivi. condition at discharge;
  - vi. medication list and medication instructions;
  - vii. plan for follow up of tests and studies for which results are pending at discharge;
  - viii. coordination and planning for follow-up testing and appointments;
  - ix. plans for follow up care and communication, and the instructions provided to the patient.
- (e) A complete summary is required on all patients who expire, regardless of length of stay.
- (f) All medical records must be completed by the attending medical staff member or, when applicable, the limited staff member or other licensed healthcare professional within twenty-one days of discharge of the patient.
- (g) Attending medical staff members shall be notified prior to suspension for all incomplete records. After notification, attending medical staff members shall have their admitting and operative scheduling privileges suspended until all records are completed. Attending medical staff members shall receive electronic notification of delinquent records. If an attempt is made by the attending medical staff member, or the attending medical staff member's designee, who is appropriately credentialed by the hospital, when applicable, to complete the record, and the record is not available, electronically for completion, the record shall not be counted against the attending medical staff member. Medical staff members who are suspended for a period of longer than one hundred twenty consecutive days are required to appear before the practitioner evaluation committee.
- (h) Records which are incomplete, more than twenty-one days after discharge or the patient's visit are defined as delinquent.
- (4) Confidentiality.
- Access to medical records is limited to use in the treatment of patients, research, and teaching. All medical staff members are required to maintain the confidentiality of medical records. Improper use or disclosure of patient information is subject to disciplinary action.
- (5) Ownership.
- Medical records of hospital-sponsored care including pathological examinations, slides, radiological films, photographic records, cardiographic records, laboratory reports, statistical evaluations, etc. are the property of the hospital and shall not be removed from the hospital's jurisdiction and safekeeping except in accordance with a court order, subpoena, or statute.
- (6) Records storage and security.
- In general, medical records shall be maintained by the hospital. Records on microfilms, paper, electronic tape recordings, magnetic media, optical disks, and such other acceptable storage techniques shall be used to maintain patient records for twenty-one years for minors and ten years for adults. In the case of readmission of the patient, all records or copies thereof from the past ten/twenty-one years shall be available for the use of the attending medical staff member or other health care providers.
- (7) Informed consent documentation.
- (a) Where informed consent is required for a special procedure (such as surgical operation), documentation that such consent has been obtained must be made in

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the hospital record prior to the initiation of the procedure. Such documentation shall be in compliance with the hospitals policy and procedure manual section 03-27.

- (b) In the case of limb amputation, a limb disposition form, in duplicate, must be signed prior to the operation.

(8) Sterilization consent.

Prior to the performance of an operative procedure for the expressed purpose of sterilization of a (male or female) patient, the attending medical staff member shall be responsible for the completion of the legal forms provided by the hospital and signed by the patient. Patients who are enrolled in the Medicaid program must have their forms signed at least thirty days prior to the procedure. Informed consent must also be obtained from one of the parents or the guardian of an unmarried minor.

(9) Criteria changes.

The medical information management department shall define the criteria for record completion subject to the approval of the medical staff.

(10) Entries and authentication.

- (a) Entries in the medical record can only be made by staff recommended by the medical information management department subject to the approval of the medical staff.
- (b) All entries must be legible and complete and must be authenticated, timed and dated promptly by the person, identified by name and discipline, who is responsible for ordering, providing, or evaluating the service furnished.
- (c) The electronic signature of medical record documents requires a signing password. At the time the password is issued, the individual is required to sign a statement that she/he will be the only person using the password. This statement will be maintained in the department responsible for the electronic signature system.
- (d) Signature stamps may not be used in the medical record.

(Board approval dates: 9/6/2002, 3/5/2003, 6/4/2004, 5/6/2005, 11/4/2005, 2/2/2007, 11/2/2007, 6/6/2008, 9/18/2009, 4/8/2011, 8/31/2012, 4/6/2016, 9/2/2016, 4/6/2018)

**84-12 Operating room committee.**

No changes.

**84-13 Pharmacy and therapeutics committee.**

No changes.

**84-14 Transfusion and isoimmunization committee.**

No changes.

**84-15 Standards of practice.**

No changes.

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**84-16 Mechanism for changing rules and regulations.**

No changes.

**84-17 Adoption of the rules and regulations.**

No changes.

**84-18 Sanctions.**

No changes.

**AMENDMENTS TO RULES AND REGULATIONS OF THE MEDICAL STAFF  
OF THE ARTHUR G. JAMES CANCER HOSPITAL  
AND RICHARD J. SOLOVE RESEARCH INSTITUTE**

Synopsis: The amendments to the *Rules and Regulations of the Medical Staff* of the Arthur G. James Cancer Hospital and Richard J. Solove Research Institute are recommended for approval.

WHEREAS the proposed amendments to the *Rules and Regulations of the Medical Staff* of the James Cancer Hospital were approved by a joint University Hospitals and James Medical Staff Bylaws Committee on January 4, 2019; and

WHEREAS the proposed amendments to the *Rules and Regulations of the Medical Staff* of the James Cancer Hospital were approved by the James Medical Staff Administrative Committee on January 18, 2019; and

WHEREAS the proposed amendments to the *Rules and Regulations of the Medical Staff* of the James Cancer Hospital were approved by the James Medical Staff on January 23, 2019; and

WHEREAS the proposed amendments to the *Rules and Regulations of the Medical Staff* of the James Cancer Hospital were approved by the Quality and Professional Affairs Committee on March 26, 2019; and

WHEREAS the proposed amendments to the *Rules and Regulations of the Medical Staff* of the James Cancer Hospital were approved by the Wexner Medical Center Board on May 29, 2019:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby approves the attached amendments to the *Rules and Regulations of the Medical Staff* of the Arthur G. James Cancer Hospital and Richard J. Solove Research Institute.



## Rules and Regulations of the Medical Staff of the Arthur G. James Cancer Hospital and Richard J. Solove Research Institute (As of April 6, 2018)

### **01 Ethical pledge.**

No change

### **02 Admission procedures.**

No change

### **03 Attending assignment.**

No change

### **04 Consultations.**

No change

### **05 Order writing privileges.**

No change

### **06 Death procedures.**

No Change

### **07 Emergency preparedness.**

No Change

### **08 Surgical case review (tissue committees).**

No Change

### **09 Tissue disposition.**

No Change

## Rules and Regulations of the Medical Staff of the Arthur G. James Cancer Hospital and Richard J. Solove Research Institute (As of April 6, 2018)

### **10 Medical records.**

(A) Each member of the medical staff shall conform to the following medical information management department policies:

(1) Medical record contents.

(a) The attending physician is ultimately responsible for the preparation of a complete medical record for each patient. The medical record may contain information collected and maintained by members of the medical staff, limited staff, other licensed healthcare professionals, medical students or providers who participate in the care of the patient. This record shall including the following elements as it applies to the patient encounter:

(i) Identification demographic data including the patient's race and ethnicity.

(ii) The patient's language and communication needs.

(iii) Emergency care provided to the patient prior to arrival, if any.

(iv) The legal status of patients receiving mental health services.

(v) Evidence of known advance directives.

(vi) Statement of present complaint.

(vii) History and physical examination.

(viii) Any patient generated information.

(ix) Provisional diagnosis.

(x) Documentation of informed consent when required.

(xi) Any and all orders related to the patient's care.

(xii) Special reports, as those from:

(a) The clinical laboratory, including examination of tissues and autopsy findings, when applicable.

(b) Signed and dated reports of nuclear medicine interpretations, consultations, and procedures.

## Rules and Regulations of the Medical Staff of the Arthur G. James Cancer Hospital and Richard J. Solove Research Institute (As of April 6, 2018)

- (c) The radiology department.
  - (d) Consultants as verified by the attending medical staff member's signature.
  - (xiii) Medical and surgical treatments.
  - (xiv) Progress notes.
  - (xv) Pre-sedation or pre-anesthesia assessment and plans of care for patients receiving anesthesia.
  - (xvi) An intra-operative anesthesia record.
  - (xvii) Postoperative documentation records, the patient's vital signs and level of consciousness; medications, including IV fluids, blood and blood components; any unusual events or postoperative complications; and management of such events.
  - (xviii) Postoperative documentation of the patient's discharge from the post-sedation or post-anesthesia care area by the responsible licensed independent practitioner or according to discharge criteria.
  - (xix) A post anesthesia follow-up report written within forty-eight hours after surgery by the individual who administers the anesthesia.
  - (xx) All reassessments and any revisions of the treatment plan.
  - (xxi) Every dose of medication administered and any adverse drug reaction.
  - (xxii) Every medication dispensed to an inpatient at discharge.
  - (xxiii) Summary and final diagnosis as verified by the attending physician's signature.
  - (xxiv) Discharge disposition, condition of patient at discharge, instructions given at that time and the plan for follow up care.
  - (xxv) Any referrals and communications made to external or internal providers and to community agencies.
  - (xxvi) Any records of communication with the patient made by telephone or email or patient electronic portal.
  - (xxvii) Memorandum copy of the death certificate when applicable.
- (2) Deadlines and sanctions.

## Rules and Regulations of the Medical Staff of the Arthur G. James Cancer Hospital and Richard J. Solove Research Institute (As of April 6, 2018)

(a) A procedure note shall be entered in the record by the responsible attending medical staff member or the medical staff member's designee (who is appropriately credentialed) immediately upon completion of an invasive procedure. Procedure notes must be written for any surgical or medical procedures, irrespective of their repetitive nature, which involve material risk to the patient. Notes for procedures performed in the operating rooms must be finalized in the operating room information system by the attending surgeon. For any formal operative procedures, a note shall include pre-operative and post-operative diagnoses, procedure(s) performed and description of each procedure, surgeon(s), resident(s), anesthesiologist(s), surgical service, type of anesthesia (general or local), complications, estimated blood loss, any pertinent information not included on the O.R./anesthesia record, preliminary surgical findings, and specimens removed and disposition of each specimen. Where a formal operative procedure report is appropriate, the report must be completed immediately following the procedure. The operative/procedure report must be signed by the attending medical staff member. Any operative/procedure report not completed or any procedure note for procedures completed in the operating rooms not completed in the operating room information system by 10:00 a.m. the day following the procedure shall be deemed delinquent and the attending medical staff member responsible shall lose operating/procedure room and medical staff privileges the following day. The operating rooms and procedure rooms will not cancel cases scheduled before the suspension occurred. Effective with the suspension, the attending medical staff member will lose all privileges to schedule elective cases. Affected medical staff members shall receive telephone calls from the medical information management department indicating the delinquent operative/procedure reports.

(b) Progress notes must provide a pertinent chronological report of the patient's course in the hospital and reflect any change in condition or results of treatment. A progress note must be completed by the attending medical staff member or his or her designated member of the limited medical staff or practitioner with appropriate privileges at least once every day. Each medical student or other licensed health care professional progress note in the medical records should be signed or counter-signed by a member of the attending, courtesy, or limited staff.

(c) Medical staff members with more than twenty-five verbal orders that remain unsigned greater than twenty-one days after the date of the order will be subject to corrective action including administrative suspension which may include suspension of admitting and operating room scheduling privileges until the orders are signed. Medical staff members shall be notified electronically prior to suspension for unsigned verbal orders.

~~twenty five administrative~~

(~~ed~~) Birth certificates must be signed by the medical staff member who delivers the baby within one week of completion of the certificate. Fetal death certificates and death certificates must be signed and the cause of death must be recorded by the medical staff member with a permanent Ohio license within twenty-four hours of death.

(~~ec~~) Outpatient visit notes and letters to referring physicians, when appropriate, shall be completed within three days of the patient's visit.

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(ef) All entries not previously defined must be signed within ten business days of completion.

(fg) Queries by clinical documentation specialists requesting clarification of a patient's diagnoses and procedures will be resolved within five business days of confirmed notification of request.

(gh) Office visit encounters shall be closed within one week of the patient's visit.

### (3) Discharges.

(a) Patients may not be discharged without a written or electronically entered discharge order from the appropriately credentialed, responsible medical staff member, a limited staff member or other licensed healthcare professional.

(b) At the time of discharge, the appropriately credentialed attending medical staff member, limited staff member, or other licensed healthcare professional is responsible for certifying the principal diagnosis, secondary diagnosis, the principal procedure, if any, and any other significant invasive procedures that were performed during the hospitalization. If a principal diagnosis has not yet been determined, then a "provisional" principal diagnosis should be used instead.

(c) The discharge summary must be available to any facility receiving the patient before the patient arrives at the facility. Similarly, the discharge summary must be available to the care provider before the patient arrives at any outpatient care visit subsequent to discharge. The discharge summary should be available within forty-eight hours of discharge for all patients. The discharge summary should be signed by the responsible attending medical staff member within forty-eight hours of availability.

(d) The discharge summaries must contain the following elements:

- i. hospital course including reason for hospitalization and significant findings upon admission;
- ii. principal and secondary diagnoses or provisional diagnosis;
- iii. relevant diagnostic test results;
- iv. procedures performed and care, treatment and services provided;
- v. condition on discharge;
- vi. medication list and medication instructions;
- vii. plan for follow-up of tests and studies for which results are pending at discharge;

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viii. coordination and planning for follow-up testing and physician appointments;

ix. plans for follow-up care and communication, and the instructions provided to the patient.

(e) All medical records must be completed by the attending medical staff member or, when applicable, the limited staff member or other licensed healthcare professional who is appropriately credentialed by the hospital, within twenty-one days of discharge of the patient.

(f) Attending medical staff members shall be notified prior to suspension for all incomplete records. After notification, attending medical staff members shall have their admitting and operative scheduling privileges suspended until all records are completed. Attending medical staff members shall receive electronic notification of delinquent records. If an attempt is made by the attending medical staff member, or the attending medical staff member's designee, who is appropriately credentialed by the hospital, when applicable, to complete the record, and the record is not available electronically for completion, the record shall not be counted against the attending medical staff member. Medical staff members who are suspended for a period of longer than one hundred twenty consecutive days are required to appear before the practitioner evaluation committee.

(g) Records which are incomplete greater than twenty-one days after discharge or the patient's visit are defined as delinquent.

(4) Confidentiality.

Access to medical records is limited to use in the treatment of patients, research, and teaching. All medical staff members are required to maintain the confidentiality of medical records. Improper use or disclosure of patient information is subject to disciplinary action.

(5) Ownership.

Medical records of hospital sponsored care are the property of the hospital and shall not be removed from the hospital's jurisdiction and safekeeping except in accordance with a court order, subpoena, or statute.

(6) Records storage, security, and accessibility.

All patient's records, pathological examinations, slides, radiological films, photographic records, cardiographic records, laboratory reports, statistical evaluations, etc., are the property of the CHRI and shall not be taken from the CHRI except on court order, subpoena or statute duly filed with the medical record administrator or the hospital administration. The hospital administration may, under certain conditions, arrange for copies or reproductions of the above records to be made. Such copies may be removed from the hospital after the medical record administrator or the proper administrative authority has received a written receipt thereof. In

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the case of readmission of the patient, all previous records or copies thereof shall be available for the use of the attending medical staff member.

In general, medical records shall be maintained by the hospital. Records on microfilms, paper, electronic tape recordings, magnetic media, optical disks, and such other acceptable storage techniques shall be used to maintain patient records for twenty-one years for minors and ten years for adults. In the case of readmission of the patient, all records or copies thereof from the past ten/twenty-one years shall be available for the use of the attending medical staff member or other health care providers.

(7) Informed consent documentation.

(a) Where informed consent is required for a special procedure (such as surgical operation), documentation that such consent has been obtained must be made in the hospital record prior to the initiation of the procedure.

(b) In the case of limb amputation, a limb disposition form, in duplicate, must be signed prior to the operation.

(8) Sterilization consent.

Prior to the performance of an operative procedure for the expressed purpose of sterilization of a (male or female) patient, the attending medical staff member shall be responsible for the completion of the legal forms provided by the hospital and signed by the patient. Patients who are enrolled in the Medicaid program must have their forms signed at least thirty days prior to the procedure. Informed consent must also be obtained from one of the parents or the guardian of an unmarried minor.

(9) Criteria changes.

The medical information management department shall make recommendations for changes in the criteria for record completion with approval of the medical staff.

(10) Entries and authentication.

(a) Entries in the medical record can only be made by staff recommended by the medical information management department subject to the approval of the medical staff.

(b) All entries must be legible and complete and must be authenticated, dated and timed promptly by the person, identified by name and credentials, who is responsible for ordering, providing, or evaluating the service furnished.

(c) The electronic signature of medical record documents requires a signing password. At the time the password is issued, the individual is required to sign a statement that she/he will be the only person using the password. This statement will be maintained in the department responsible for the electronic signature.

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(d) Signature stamps may not be used in the medical record.

(11) Abbreviations.

Abbreviations, acronyms and symbols appearing on the non-approved abbreviations list may not be used in the medical record.

(Board approval dates: 9/18/2009, 4/8/2011, 8/31/2012, 4/6/2016, 9/2/2016, 4/6/2018)

### **10 Committees.**

No Change

### **11 Standards of practice.**

No Change

### **12 Mechanism for changing rules and regulations.**

No change

### **13 Adoption of the rules and regulations.**

No Change

### **14 Sanctions.**

No Change