

WEDNESDAY, NOVEMBER 20, 2019
TALENT, COMPENSATION & GOVERNANCE COMMITTEE MEETING

Hiroyuki Fujita
Lewis Von Thaeer
Alex Shumate
Erin P. Hoeflinger
John W. Zeiger
Elizabeth P. Kessler
Jeff M.S. Kaplan
Janice M. Bonsu
Janet Porter
Gary Heminger (*ex officio*)

Location: Longaberger Alumni House
Sanders Grand Lounge

Time: 1:30-3:30pm

Executive Session

1:30-2:30pm

Public Session

ITEMS FOR DISCUSSION

1. *The Ohio State University's New Wellness Strategic Plan – Dr. Bern Melnyk, Pam Doseck, Susan Basso* 2:30-2:50pm
2. *HR Scorecard – Susan Basso, Kim Shumate* 2:50-3:05pm
3. *Key Critical Searches – Susan Basso* 3:05-3:10pm
4. *Student Trustee Selection Process – Janice Bonsu* 3:10-3:15pm

ITEMS FOR ACTION

5. *Amendments to the Bylaws of the Board of Trustees and the Wexner Medical Center Board Bylaws – Dr. Hiroyuki Fujita* 3:15-3:30pm
6. *Ratification of Committee Appointments 2019-2020 – Dr. Hiroyuki Fujita*
7. *Personnel Actions – Susan Basso*
8. **Hand-Carry:** *Presidential Performance and Compensation – Dr. Hiroyuki Fujita*

Written Report (Background Only) – Human Resources Summary

The Ohio State University's New Wellness Strategic Plan



Bernadette Mazurek Melnyk, PhD, APRN-CNP, FAANP, FNAP, FAAN
Vice President for Health Promotion, University Chief Wellness Officer
Dean and Professor, College of Nursing
Professor of Pediatrics & Psychiatry, College of Medicine
Executive Director, Helene Fuld Health Trust National Institute for
Evidence-based Practice
Twitter - @bernmelnyk and @Buckeyewellness



Current State of Health in the U.S.

Overweight and obesity will soon surpass tobacco as the number one cause of preventable death and disease in the United States; 42% of Americans will be obese by 2030; 1 out of 3 Americans will have diabetes by 2050

-CDC

One out of 2 Americans have a chronic disease yet **80% of chronic disease is preventable with healthy behaviors**

Heart disease remains the #1 killer

Our children are now predicted to have a shorter life span than their parents



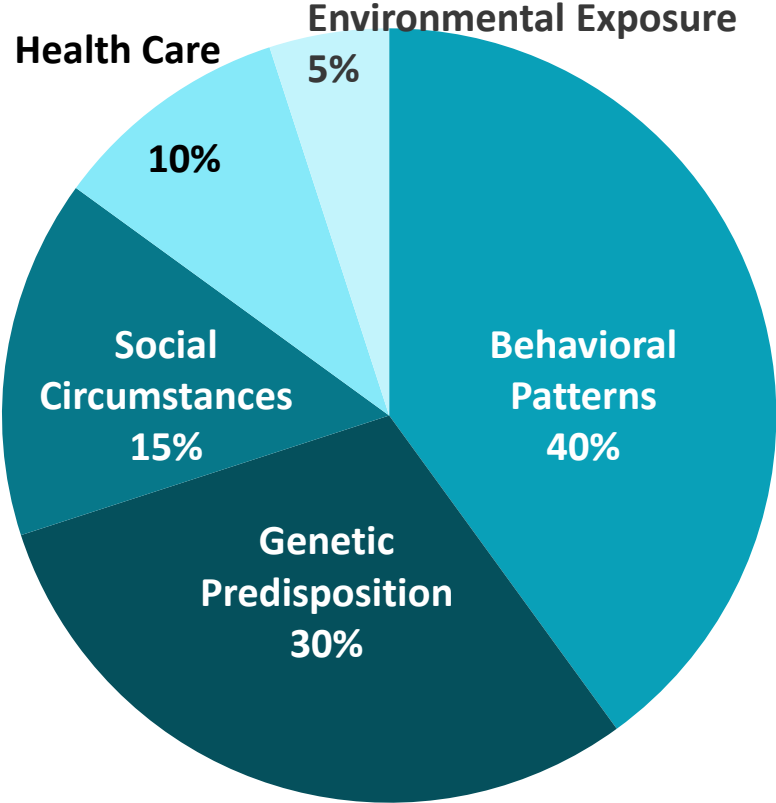
Considering *All* Causes of Morbidity and Mortality, Behaviors are the #1 Killer of Americans



Every Day, We Make Behavioral Choices that Influence our Health and Wellness Outcomes



Contributors to Premature Death



What Does The Evidence Tell Us?

Stress and Depression are Prevalent



- One out of 4 to 5 individuals have a mental health problem
- Depression and stress are poor predictors of health and wellness outcomes
- Mental health conditions account for the highest spending



Why Have Organizations Been Investing in Wellness?

For every dollar invested in worksite wellness, there is a return of more than \$4.00 in reduced healthcare costs, higher engagement, improved productivity and lower absenteeism

Harvard Business Review



Ohio State's Wellness Vision & Mission

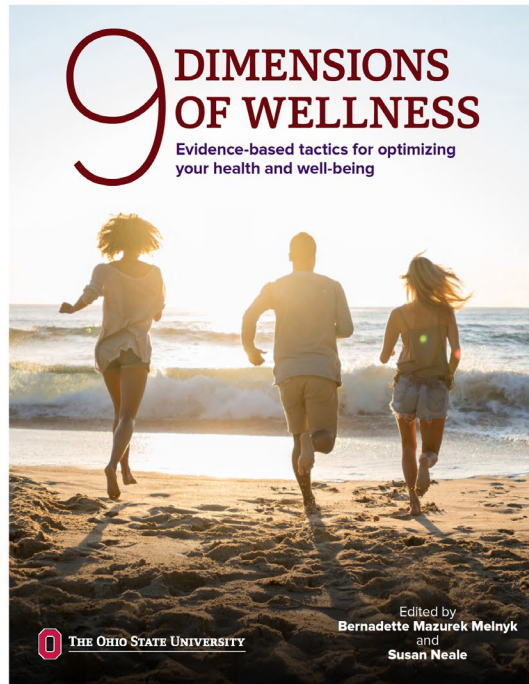
The Healthiest University & Community on the Globe

We exist to optimize the highest levels of wellness for faculty, staff and students across the university and global community



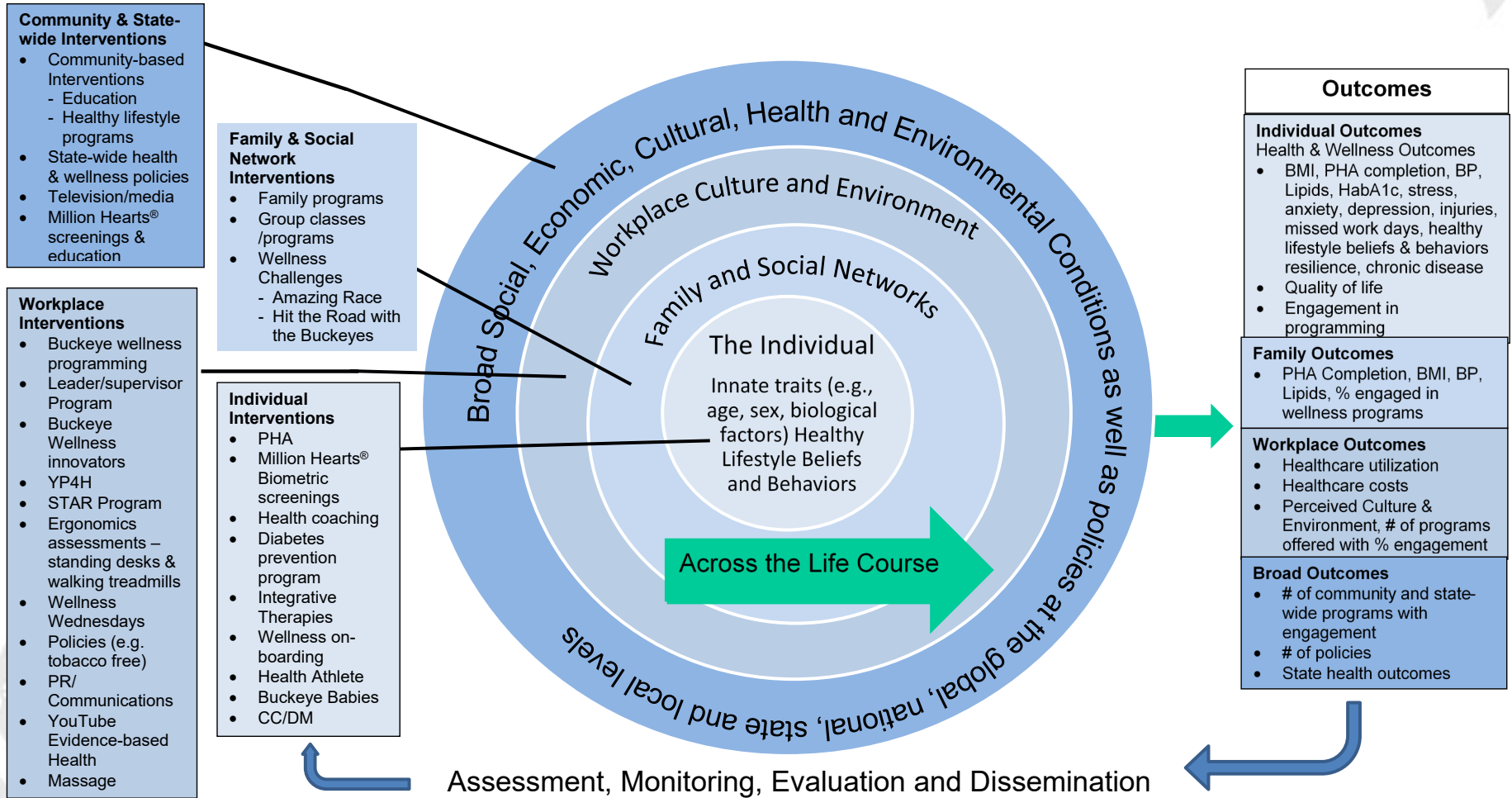
Wellness

- The optimal state of living well, regardless of an individual's spectrum of health
- Encompasses 9 dimensions: physical, intellectual, mental, emotional, social, occupational, financial, environmental and spiritual well-being



The Social-Ecological Framework and Life-Course Perspective Guide

Evidence-based Interventions to Achieve Positive Outcomes at The Ohio State University



Our 2019-2024 Health and Wellness Strategic Plan Goals

1. Improve participation in evidence-based programming and interventions so that faculty, staff and students consistently engage in healthy behaviors and attain their highest level of well-being.
2. Implement evidence-based practices and continuous quality improvement in order to decrease the prevalence of chronic diseases, reduce population health risks, and demonstrate value of investment.
3. Strengthen the wellness culture and environment at Ohio State by empowering leaders and managers with wellness resources, strategy, and evidence to act upon so that Ohio State is recognized as a great place to work and learn.
4. Position Ohio State as a national/international leader in university wellness through innovating and sharing best practices.



The OSU Wellness TEAM

Together, **Everyone Achieves More**
A Comprehensive Integrated Approach to Wellness

One University Health & Wellness Council and Sub-Councils
HR/Your Plan for Health
The OSU Health Plan
The Office of the Chief Wellness Officer with
Buckeye Wellness and Buckeye Wellness Innovators

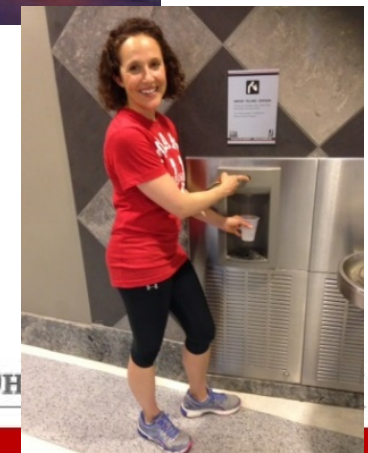
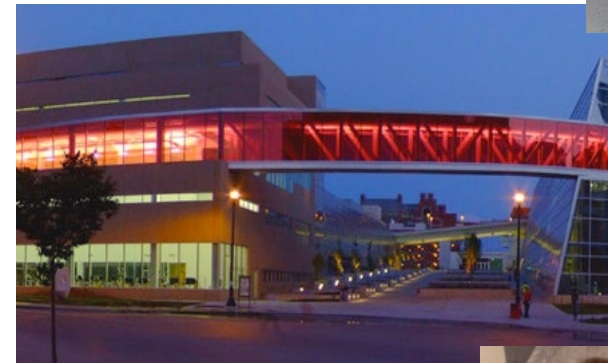
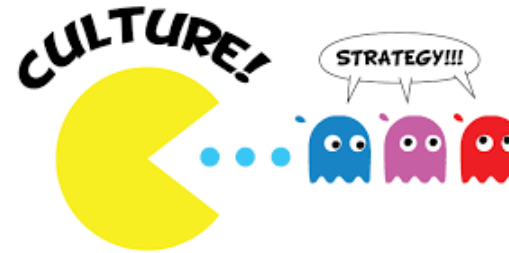


Evidence-based Interventions to Build a Culture of Wellness and Caring Must be Multi-Component



A Menu of Options Within a Wellness Culture is Key

- PHA completion assistance
- Health coaching
- Faculty & Staff Fitness Program
- RPAC & Rec Sports
- Healthy vending options
- Healthy food options in the dining halls
- Tobacco free university
- Lactation rooms
- Bike racks & bike rental program
- Buckeye Wellness Innovators
- On-site Weight Watchers
- Webinar educational programming
- Treadmills & standing desks
- Competitions, such as Amazing Races, dodge ball, Hit the road with the Buckeyes
- Chair messages
- Wellness walks
- Health athlete program
- MINDSTRONG CBT skills building program
- STAR and Mindfulness in Motion



Our Nearly 700 Faculty and Staff Buckeye Wellness Innovators *A Force in the Grass Roots*



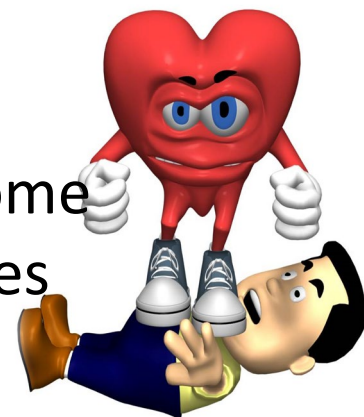
Health Athlete Workshop for OSU Leaders, Faculty and Staff

- Expands capacity for peak performance under stress without compromising health and happiness
- Expands capacity to make personal change
- Enhances sustainable energy in four dimensions

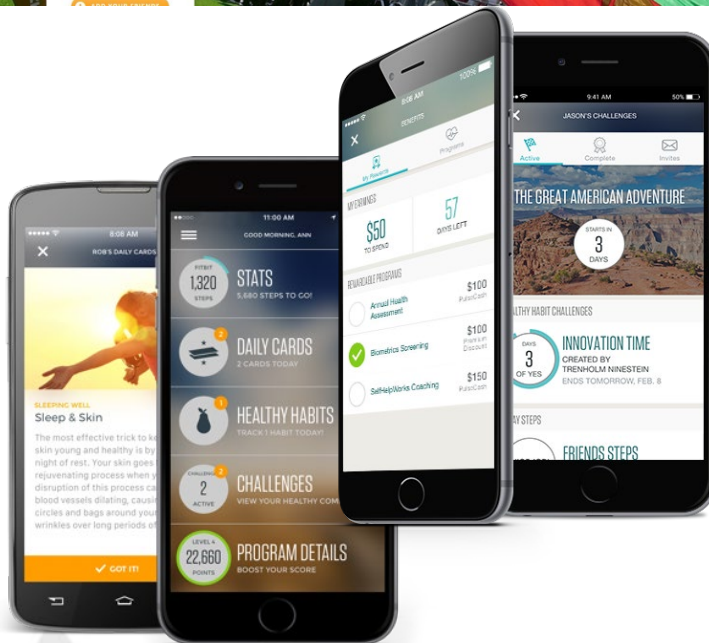
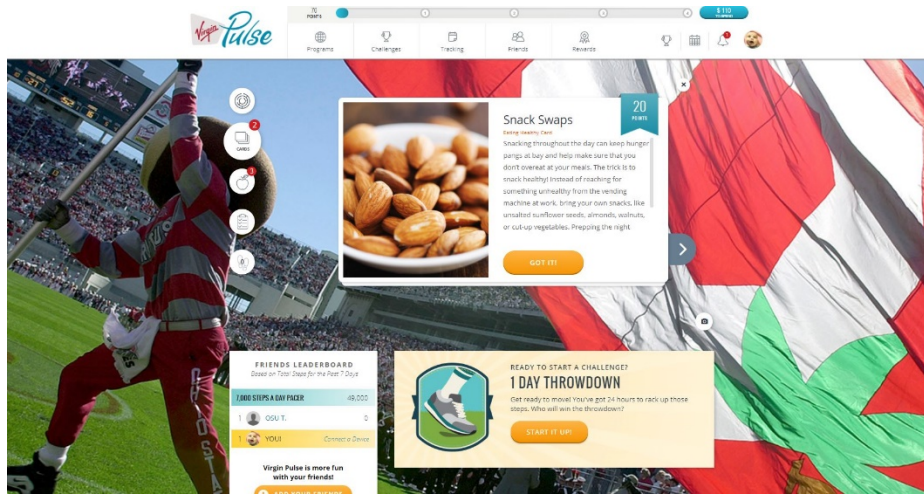


Our Emphasis on Heart Health Will Continue with Million Hearts 2022

- Cardiovascular disease remains the leading cause of death in the U.S. for both men and women
- If you are at risk for heart disease, enroll in our newly launched Million Hearts clinic or receive some great coaching with our health plan health coaches



Making Wellness Engagement Easy



- Digital platform powered by Virgin Pulse
- 51% average monthly engagement of all registered participants during FY19
- Access via web or mobile app
- Healthy habit tracking, personalized wellness tips, and health challenges
- Integration with popular fitness & nutrition tracking devices and apps
- Create community/friends for healthy competition and support
- Achieve incentive levels and earn rewards

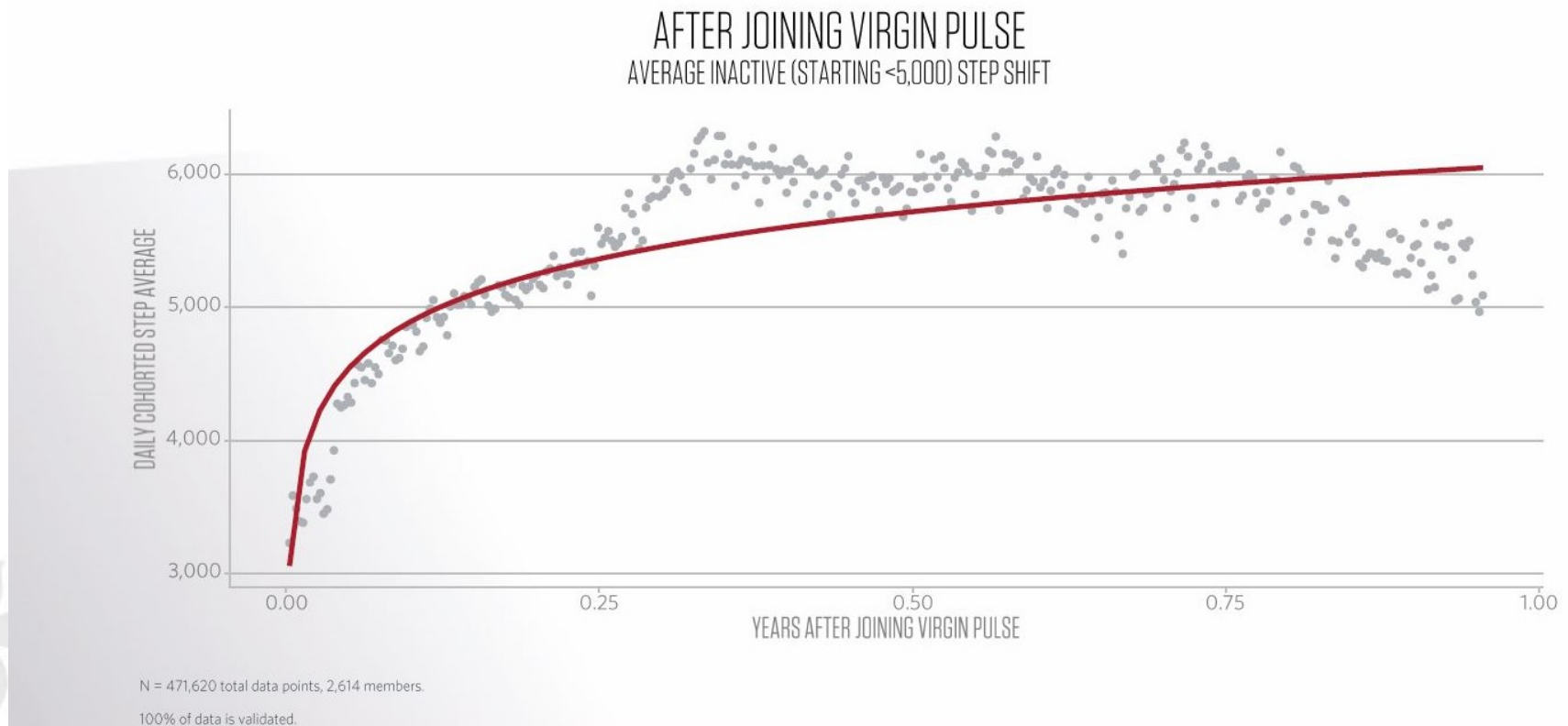


In God We Trust, Everyone Else Must Bring Data to the Table!



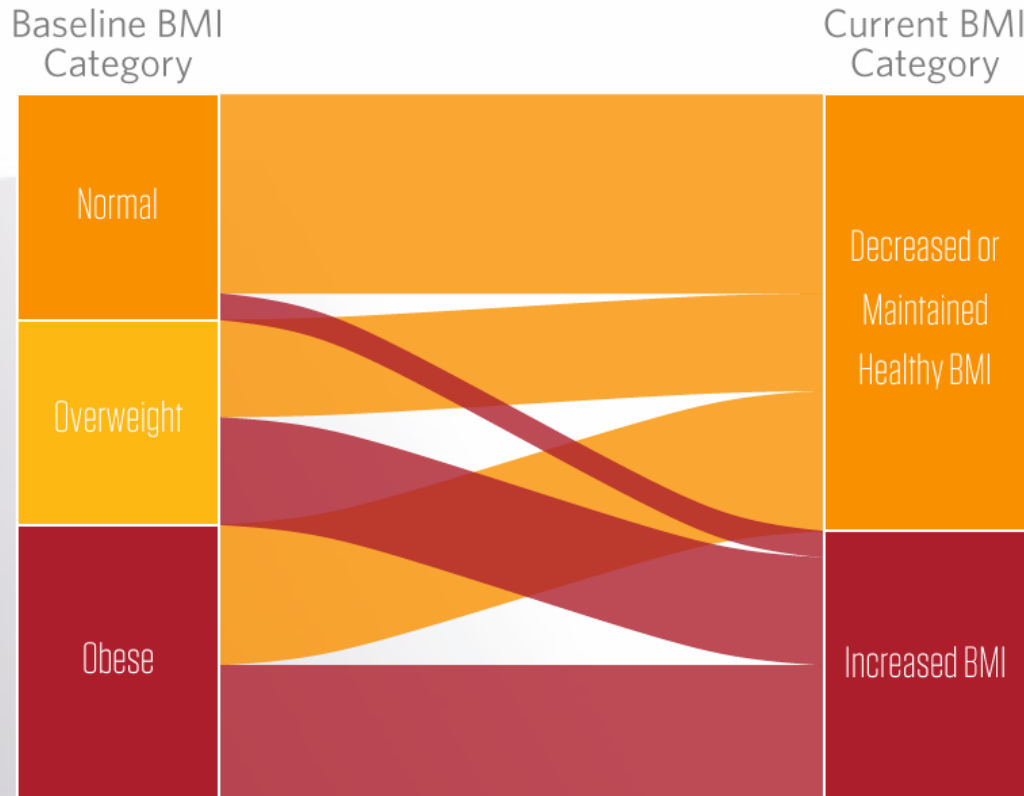
Engagement Leads to Outcomes

During 2018, inactive employees (<5000 steps/day) increased their average daily steps as the length of their engagement in YP4H increased



Engagement Leads to Outcomes

During 2018, 62% of members decreased BMI or maintained a healthy BMI



51%

OF HIGH-RISK, OBESE PEOPLE
LOST WEIGHT SINCE JOINING

48%

OF OVERWEIGHT PEOPLE LOST
WEIGHT SINCE JOINING

88%

OF NORMAL WEIGHT PEOPLE
ARE MAINTAINING THEIR
HEALTHY LEVELS



Culture of Health and Wellness

2017 2018

% of faculty and staff who believe OSU supports me in my efforts to achieve a healthy lifestyle

75% **81%**

% who think that it is important for Ohio State to promote health and wellness for faculty, staff and students?

84% **85%**

% of faculty and staff who believe OSU has a culture and environment that promotes health & wellness?

62% **66%**



OSU Faculty & Staff Lifestyle Behaviors

2015 2016 2017 2018

- Current Tobacco Users

4.4% 3.8% 3.6% 3.4%



- % of employees who have 6 or more drinks on one occasion

28% 29% 28% 27%/22%*



**2018 new alcohol question:*

Male: 4 or more drinks on one occasion

Female: 3 or more drinks on one occasion

- Employees who engage in 150 minutes of moderate physical activity in a week

28.4% 27.3% 26.9% 33.2%**

**2018 new question:*

*How much time do you spend working out?
(Days per week) = 5 or more times per week*



OSU Faculty and Staff with Elevated Risk for Depression - Self-reported

- **15%** Felt down, depressed, or hopeless during the past month
- **12.5%** Had little interest or pleasure in doing things during the past month

Of these respondents, **52%** say their feelings caused distress or impaired their *ability to function* at work or within their circle of friends

Feelings of:



2%

Unhappy



14%

Often Tired



4%

Not satisfied with life



12%

Dissatisfied with work-life

Measuring Health and Productivity

- The Health & Productivity Index (**HPI**) is a methodology developed by IBM Watson Health that allows the lifestyle risk profile of an aggregate employee population to be translated to an index between **0 and 100**.



Every 5 points of the index can be associated with:

- ~3% lower **medical costs**
- ~0.4 fewer **absenteeism** days per employee
- ~0.7 fewer **presenteeism** days per employee

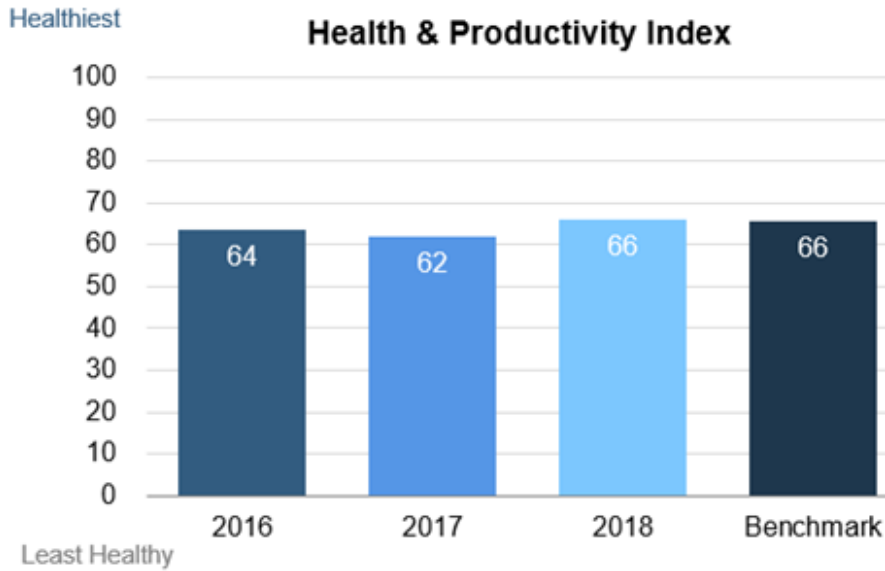
- Developed using relationship between **10 health risk factors** and cost impact on **employee presenteeism, absenteeism and medical costs** established in the HERO 2 study¹
- Uses Personal Health & Well-being Assessment (**PHA**) responses, verified biometric screenings and claims data
- Score attributed to college/unit cuts – used to ignite wellness efforts, target special initiatives and create actions plans

1: Gonzalez RZ, Henke RM, Benevent R, Tabrizi MJ, Kent KB, Smith KJ, Roemer EC, Grossmeier J, Mason ST, Gold DE, 41 Iner SP, Anderson DR. **The predictive validity of the HERO Scorecard in determining future health care risk, trends.** J Occup Environ Med. 2014 Feb



Measuring Health and Productivity

Ohio State Aggregate HPI Data



% At Risk by Health Category

Category	2016	2017	2018
Obesity	34%	33%	35%
Blood Pressure	1%	1%	1%
Total Cholesterol	6%	7%	8%
HbA1c	15%	10%	16%
Poor Nutrition	37%	40%	39%
Physical Inactivity	42%	42%	37%
Tobacco Use	4%	3%	3%
Alcohol Use	3%	3%	3%
High Stress	25%	28%	25%
Depression	18%	20%	15%

- Lower self-reported rates of **depression, physical inactivity** and **stress in 2018** contributed to a 6% improvement over prior year score
- Increasing **Obesity** and **Diabetes** (A1c) risk continue to be topics of concern and focus



Critical Drivers Contributing to Your College's Score of 70

Score Detractors



High Stress
Depression

Positive Scoring

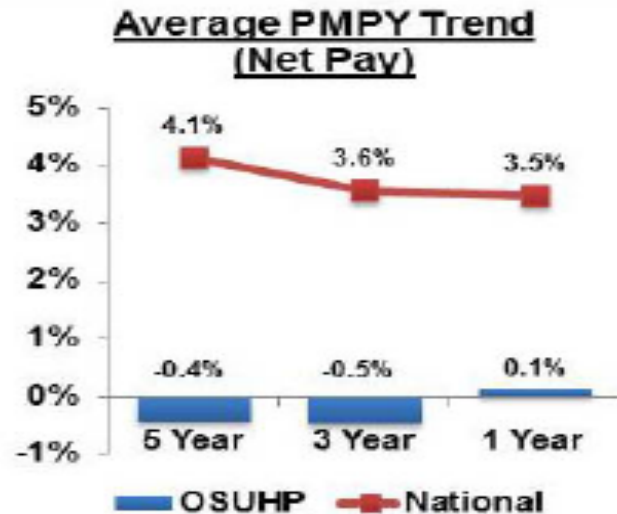


Obesity
Hypertension
Diabetes
Preventive Care



Healthcare Trend & Return on Investment

- Wellness is an important component of our multi-faceted approach to managing healthcare cost trend



- 2015 data demonstrated a potential of \$3.65 ROI for every dollar invested
- Cumulative productivity savings last year: \$15,424,829




National Academy of Medicine

Action Collaborative on Clinician Well-Being and Resilience

Burnout is widespread among U.S. clinicians.

Solutions are possible.



**ACTIONABLE
SOLUTIONS TO
TACKLE CLINICIAN
BURNOUT.**

Clinician Well-Being Case Studies

nam.edu/clinicianwellbeing/case-studies

[#ClinicianWellBeing](#)



The Ohio State University

This case study provides an overview of initiatives within the College of Nursing, College of Medicine, Emergency Medicine Residency Program, and the Wexner Medical Center. This case study is largely focused on the role of leadership in building a culture that supports and prioritizes the well-being of all students, trainees, and clinicians.

[Read the case study >>](#)



THE OHIO STATE UNIVERSITY



Ohio State is the Administrative Home for the National Consortium for Building Healthy Academic Communities

See www.healthyacademics.org



OSU is the Only University to Receive a 2019 C. Everett Koop Award



An Evidence-based Recipe to Reduce Your Own Risk of Chronic Disease

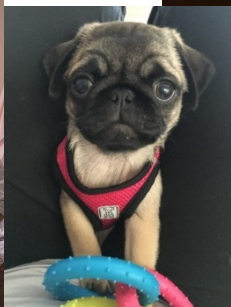
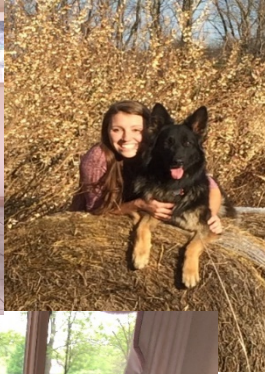
People who have the following behaviors have 66% less diabetes, 45% less heart disease; 45% less back pain, 93% less depression, and 74% less stress

- **Physical activity** - 30 minutes 5 days per week
- **Healthy eating** - 5 fruits and vegetables per day
- **No smoking**
- **Alcohol in moderation if you drink** - 1 drink per day for women, 2 drinks per day for men

Getting 7 hours of sleep and regularly engaging in stress reduction will result in even greater reductions in chronic disease.



My Main Reasons for Engaging in Healthy Lifestyle Behaviors: Who are Yours?



OSU Human Resources PERFORMANCE SCORECARD FY2019

Strategic Priorities	Champion	Accountable Owner	Metric(s)	FY 19 Target	FY19 YTD - August Actual	FY19 YTD - March Actual	FY19 June	Status	
HR EXCELLENCE	Shumate	Deb Miller	First-time resolutions <i>(Note: Used to be: The number of escalations of calls due to inability to resolve at initial contact)</i>	Monitor and measure	FY18: 47%	FY19 (thru Q3): 57%	41.70%	↓	
	Shumate	Deb Miller	HR SSC Employee satisfaction	Newly proposed measures to be included for FY20					
	Shumate	Deb Miller	HR Customer satisfaction	Newly proposed measures to be included for FY20					
	Shumate	Martin Smith	Establishment of new and redefined HR roles across the university <i>(Metric to Retire - Completed)</i>	80%	18%	93%	100%	↑	
TALENT MANAGEMENT	Mincey/Hillis	Lin Hillis	Application to hire date <i>(Metric to be replaced with Time to Fill)</i>	Monitor and measure	96.2 Days	98.2 Days	96.8 Days	↓	
	Mincey/Hillis	Lin Hillis	Time to fill	Newly proposed measures to be included for FY20					
	Mincey/Hillis	Lin Hillis	Time to start	Newly proposed measures to be included for FY20					
	Hillis	Lin Hillis	Diversity of staff applicant pool	Monitor and measure	FY18: Female: 3.2% above market availability URM: 12.5% above market availability	FY18: Female: 3.2% above market availability URM: 12.5% above market availability <i>(**updated in fall)</i>	FY18: Female: 3.2% above market availability URM: 12.5% above market availability <i>(**updated in fall)</i>	N/A updated in the fall	
	Hillis	Lin Hillis	Staff turnover in first year <i>(Metric to be replaced with Vol. turnover 1st year)</i>	Monitor and measure	FY17 cohort: 23.3%	FY17 cohort: 23.3% <i>(**updated in fall)</i>	FY18 cohort: 18.5%	N/A updated in the fall	
	Hillis	Lin Hillis	Voluntary staff turnover in first year	Newly proposed measures to be included for FY20					
	Hillis	Lin Hillis	Percentage of URM and women in leadership positions	Monitor and measure	URM: 12.8%	SP19: 13.0%	SU19: 13.1%	↑	
	Hillis	Lin Hillis	Women: 64.4%	Monitor and measure	AU18: 64.4%	SP19: 64.7%	SU19: 65.2%	↑	
	Mincey/Hillis	Alison Mincey	WMC - Faculty engagement score	3.93	FY18: 3.84	3.85	3.85	↑	
	Mincey/Hillis	Alison Mincey	WMC - Tier 3 work areas engagement score - staff	Reduction of Tier 3 units to 26% (136)	FY18: 33% total units (175)	13% (65)	13% (65)	↑	
	Mincey/Hillis	Alison Mincey	WMC - Staff turnover in first year <i>(Metric to be combined with Campus)</i>	19.70%	FY18: 22.0%	14.6%	20.9%	↓	
	Mincey/Hillis	Alison Mincey	WMC - Percentage of URM Women in leadership positions	URM: 12%	FY18: 11%	FY18: 11.8%	12.2%		
			Women: 48.5%	FY18: 46.1%	FY18: 49.3%	49.5%	↓		
TOTAL REWARDS	Rob Prisbrey	Rob Prisbrey	Percent of Career Roadmap Initiative Complete	40% complete by end of FY19	10%	30%	32%	↑	
	Pam Doseck	Pam Doseck	Maintain a 3-year average health care cost trend that does not exceed the 3-year national average trend	<=4.8%	-1.0%	-1.6%	-1.0%	↑	
	Pam Doseck	Pam Doseck	Increase the sustained annual engagement rate in Your Plan for Health	50%	61%	54%	51%	↓	
	David Magee	David Magee	Maintain or Improve current transitional worker program participation	Monitor and measure	CY 2017: 0.27	CY 2018: 0.24	As of 9/30/2019: 0.24	↑	
	David Magee	David Magee	Reduce tail claims liability by 5% for Fiscal year 2019	Monitor and measure	As of 6/30/18: \$23,925,493	As of 6/30/18: \$23,925,493	As of 9/30/2019: \$21,206,429	N/A updated in the fall	
TALENT & CULTURE	Basso	Lin Hillis	Defining talent pillars	100% complete by end of FY19		60%	100%	↑	
			Benchmarking data with best in class talent organization	100% complete by end of FY19		10%	50%	↑	
			Steering committee members identified	100% complete by end of FY19		80%	100%	↑	

Meets or Exceeds Goal
Caution
Below Goal - Action Needed

↑ Performance improved from last scorecard update
↓ Performance declined from last scorecard update

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

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

WHEREAS the last revisions to the *Bylaws of the Ohio State University Board of Trustees* took place in August 2019:

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
OF THE OHIO STATE UNIVERSITY**

Updated: August 30, 2019

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 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.

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

Updated: August 30, 2019

- (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 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, 5/31/2019)

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.

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

Updated: August 30, 2019

- (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 talent, compensation and 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

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

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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 final meeting of the fiscal year ending June 30. They shall hold their office through the following final fiscal year meeting of the board of trustees or until their successors are elected and qualified, so long as they shall continue to be eligible to serve as officers.
 - (b) The chair and the vice chair must be members of the board of trustees. The qualifications of all other officers shall be determined by the board.
 - (c) The chair shall be elected to a one-year term, and may serve up to three consecutive terms as chair. Before the end of each term, the talent, compensation and governance committee shall conduct a review of the chair, and after consultation with the members of the board, shall recommend to the board whether the chair should be reelected for an additional term.
 - (d) The vote of a majority of all trustees then in office shall be necessary to elect or remove an officer of the board.

(C) Committees of the board.

- (1) Standing committees of the board, the members of which shall be appointed annually by the chair, shall be constituted and shall consider and make recommendations for action by the board on the various matters as enumerated below:
- (a) Academic affairs, ~~and~~ student life and research committee. The academic affairs, ~~and~~ student life and research 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; educational policy; academic structure and organization; student

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welfare and housing; collective bargaining; university faculty and student rules; conferring of degrees, certificates, awards, and other honors; the university system of Ohio; regional campuses; the Ohio agricultural research and development center; agricultural technical institute; the university's land-grant mission and extension programs; athletics; and any other matter assigned to the committee by the board or the chair of the board.

In addition to 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) Audit, compliance and Finance committee. The audit, compliance and finance committee shall consider and make recommendations to the board regarding matters pertaining to the financial, business, and administrative management of the university, auditing of the 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); 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 audit, compliance and finance committee or the academic affairs, and student life and research 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 regarding matters of policy and strategy pertaining to the university-wide integration of fund raising, alumni relations, 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,

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performance, and the integration of fund raising efforts, alumni relations 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; 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) Talent, compensation and governance committee. The talent, compensation and governance committee shall provide oversight and counsel to the president regarding matters related to the senior leadership of the university, as determined by the board and the president, and make recommendations to the board regarding matters pertaining to the organization of the board and involvement and role of trustees. Matters to be brought before the committee may include, but shall not be limited to: roles and responsibilities of trustees and senior leadership positions; position specifications and necessary qualifications; compensation strategy and comparative data; transition plans; the board structure and operation; matters related to the trustees and charter trustee selection process; trustee orientation; reviews of the president of the university and officers of the board; expectations regarding trustee comportment; organization of the board office; and any other matter assigned to the committee by the board or the chair of the board.

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

- (f) 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-trustee 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, 5/31/2019, 8/30/2019)

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 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, 5/31/2019)

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

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

WHEREAS the last revisions to the *Bylaws of The Ohio State University Wexner Medical Center Board* took place in May 2019; and

WHEREAS the Wexner Medical Center Board approved and recommended the attached amendments for approval by the University Board of Trustees on November 20, 2019:

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*.

3335-93-01 The Ohio State University Wexner Medical Center Board.

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

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

(Board approval dates: 8/30/2013, 8/28/2015, 6/9/2017, 11/3/2017, 5/31/2019)

3335-93-02 Powers and duties.

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

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

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

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

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

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

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 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 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 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 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 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, 5/31/2019)

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

The health sciences schools and colleges of the university carry out a significant portion of their educational and research activity in facilities of the university Wexner medical center. The university board of trustees shall have exclusive governing authority over the academic and research programs of the university Wexner medical center, including the college of medicine, the planning, administration, and operations of the health sciences schools and colleges and all other educational and research institutes, centers, and programs. The university Wexner medical center board shall lend its best efforts to assure that the programs of the health sciences colleges are effectively supported in collaboration with the university Wexner medical center's patient care programs. The executive vice president and 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, 5/31/2019)

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 or other designee 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 four times per year on a schedule established by the university board of trustees. The regular meetings shall be set and publicly announced and/or at such other time or place as may be announced by the chair.

(C) Special meetings. Special meetings may be called at the discretion of the chair of the university Wexner medical center board, the university president, the executive vice president and 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."

(Board approval date: 8/30/2013, 11/6/2015, 5/31/2019)

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, 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, 5/31/2019)

3335-93-08 Removal.

The university Wexner medical center board chair, in consultation with the chair of the university board of trustees, the chair of the university board of trustees'

talent, compensation and governance committee, the university president, and the executive vice president and chancellor for health affairs 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, 5/31/2019)

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.

(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 a conflict of interest, the member shall abstain from acquiring any information developed by the university Wexner medical center board and from participating in any discussions or voting related to such situation.

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

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

(Board approval date: 8/30/2013, 5/31/2019)

3335-95-01 Officers of the board.

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

(Board approval dates: 4/3/2009, 10/29/2010, 8/30/2013, 5/31/2019)

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 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.

(Board approval date: 5/22/2009, 10/29/2010, 2/1/2013, 8/30/2013, 8/28/2015, 11/3/2017, 5/31/2019)

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 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, 5/31/2019)

3335-97-03 Quality and professional affairs committee.

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

1. Reviewing and evaluating the patient safety and quality improvement programs of the university Wexner medical center, including but not limited to the hospitals, clinics, ambulatory care facilities, and physician office facilities;
2. Overseeing all patient care activity in all facilities that are a part of the university Wexner medical center, including, but not limited to, the hospitals, clinics, ambulatory care facilities, and physicians' office facilities;
3. Monitoring quality assurance performance in accordance with the standards set by the university Wexner medical center;
4. Monitoring the achievement of accreditation and licensure requirements;
5. Reviewing and recommending to the university Wexner medical center board changes to the medical staff bylaws and medical staff rules and regulations;
6. Reviewing and approving clinical privilege forms;
7. Reviewing and approving membership and granting appropriate clinical privileges for the credentialing of practitioners recommended for membership and clinical privileges by the university hospitals medical staff administrative committee and the James medical staff administrative committee;
8. Reviewing and approving membership and granting appropriate clinical privileges for the expedited credentialing of such practitioners that are eligible by satisfying minimum approved criteria as determined by the university Wexner medical center board and are recommended for membership and clinical privileges by the university hospitals medical staff

administrative committee and the James medical staff administrative committee;

9. Reviewing and approving reinstatement of clinical privileges for a practitioner after a leave of absence from clinical practice;
10. Conducting peer review activities and recommending professional review actions to the university Wexner medical center board;
11. Reviewing and resolving any petitions by the medical staffs for amendments to any rule, regulation or policy presented by the chief of staff on behalf of the medical staff pursuant to the medical staff bylaws and communicating such resolutions to the university hospitals medical staff administrative committee and the James medical staff administrative committee for further dissemination to the medical staffs; and
12. Such other responsibilities as assigned by the chair of the university Wexner medical center board.

(B) Composition. The committee shall consist of: no fewer than four voting members of the university Wexner medical center board, appointed annually by the chair of the university Wexner medical center board, one of whom shall be appointed as chair of the committee. The executive vice president and chancellor for health affairs; the chief executive officer of the Ohio state university health system; the chief 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 Ohio state health system; and the chief nursing officer for the James shall serve as ex-officio, voting members. Such other members as appointed by the chair of the university Wexner medical center board, in consultation with the chair of the quality and professional affairs committee.

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

(D) Voting. With respect to items coming before the quality and professional affairs committee as detailed in paragraph (A) of this rule, at least two voting, non-public members of the university Wexner medical center board must be

present. Any action taken by this committee pursuant to the responsibilities as defined in Section 3335-97-03 (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 defined in section 3335-97-03 (A)(7) and (A)(10) of the Administrative Code.

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

(Board approval dates: 8/30/2013, 11/08/2013, 8/29/2015, 11/6/2015, 4/8/2016, 5/31/2019)

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

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

(Board approval date: 8/30/2013, 5/31/2019)

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 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.

(Board approval dates: 4/3/2009, 2/01/2013, 8/28/2015, 5/31/2019)

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 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, 5/31/2019)

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, 5/31/2019)

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 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 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 and chancellor for health affairs, the dean of the college of medicine 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, 5/31/2019)

3335-101-07 Hospitals clinical departments.

(A) Appointment of the chief of each clinical department of each hospital 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. All such appointments shall be periodically reviewed by the university Wexner medical center board. Any vacancy in the position of 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 shall recommend a candidate for the appointment of the chief clinical officer of the medical center to the university Wexner medical center board. The university Wexner medical center board shall appoint the chief clinical officer of the medical center. The chief clinical officer of the university Wexner medical center shall report to the vice president for health services, the executive vice president 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 clinical officer of the medical center.

(D) The chief 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 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 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 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 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 shall appoint a medical director for each of the university hospitals. The medical director of each hospital shall report to the chief executive officer or executive director of the respective hospital, to the chief 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 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 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 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 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 clinical officer of the medical center and director of medical affairs shall direct and supervise the medical staff quality assurance, utilization review, and credentialing activity. The chief 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, 5/31/2019)

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, Student Life & RESEARCH:

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
SUSAN OLESIK (faculty member)
Gary R. Heminger (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
Craig S. Bahner
Catherine Baumgardner (Alumni Assn member)
JANELLE JORDAN (Alumni Assn member)
Gifford Weary (Foundation Board member)
Alec Wightman (Foundation Board member)
Gary R. Heminger (ex officio)

AUDIT, COMPLIANCE & FINANCE:

Timothy P. Smucker, Co-Chair
John W. Zeiger, Co-Chair Chair
Brent R. Porteus
Erin P. Hoeflinger
Alexander R. Fischer
Hiroyuki Fujita
Elizabeth P. Kessler
Lewis Von Thaer
Jeff M.S. Kaplan
Janice M. Bonsu
James D. Klingbeil
Amy Chronis
Gary R. Heminger (ex officio)

Talent, Compensation and Governance:

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
Gary R. Heminger (ex officio)

Master Planning and Facilities:

Alexander R. Fischer, Chair
James D. Klingbeil, Vice Chair
Timothy P. Smucker
Brent R. Porteus
Anand Shah
Robert H. Schottenstein
Gary R. Heminger (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
Gary R. Heminger (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)

PERSONNEL ACTIONS

BE IT RESOLVED, That the Board of Trustees hereby approves the personnel actions as recorded in the personnel budget records of the university since the August 30, 2019, meeting of the board, including the following appointments and contract renewals:

Appointments

Name: Anne K. Garcia
Title: Interim Vice President and General Counsel
Unit: Office of Legal Affairs
Term: November 18, 2019

Name: Melissa Shivers
Title: Vice President for Student Life
Unit: Office of Student Life
Term: January 6, 2020

Human Resources Update

Talent, Compensation and Governance Committee
November 2019

The Ohio State University Human Resources prepares this report as an overview of key activities and updates specific to the HR Strategic Plan and related HR Transformation initiatives that are currently underway. The strategic priority areas of focus in the HR Strategic Plan include:

- HR Excellence
- Talent Management
- Total Rewards

Each of these pillars are supported by the core foundational elements that are key to the implementation of the plan, which are:

- Change Management
- Communication
- Compliance/Management of Risk
- Culture
- Diversity & Inclusion

The report is updated ahead of each Talent, Compensation and Governance Committee meeting to summarize key HR milestones, updates and concerns, as appropriate. Additionally, data and metrics with current analytics, specific to the workforce demographics of the university have been recently refreshed.

As we continue to strive to operate as one HR discipline university-wide, the content outlined encompasses HR efforts across all campus locations, inclusive of the Wexner Medical Center.

I appreciate your ongoing support of our transformative HR journey

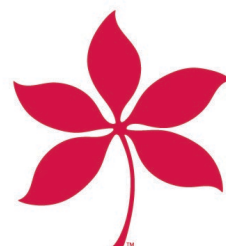
On behalf of the HR Leadership Team,

Susan Basso

SVP, Talent, Culture & Human Resources



THE OHIO STATE UNIVERSITY
HUMAN RESOURCES



HR Transformation at Ohio State

In alignment with the 2018-2023 HR Strategic Plan
focused on three strategic pillars, and a strong foundational culture



Talent Management

Recruit, retain and develop the most talented and high-quality faculty, staff and physicians.

Talent & Culture Strategy

Ohio State's aspiration as an employer is to create an exceptional employee experience and be an employer of choice. A foundational element to achieve this goal is to cultivate a talent and culture framework that influences employee inspiration, student success and global solutions. We must also promote a respectful and collaborative workplace culture consistent with university-wide values. This is a vision that is consistent across all five pillars of the university's Time and Change Strategic Plan.

To achieve this vision, we are developing a comprehensive 5-year strategic plan for talent and culture that will encompass the entire university. The Talent and Culture Strategy will utilize Employer of Choice dimensions to define our key strategic initiatives.

In October, President's Cabinet participated in a session where the dimensions of our Talent and Culture Strategy were vetted. A few examples of the dimensions to be incorporated in the strategy include: Values and culture that inspire; Ambition driven talent strategy; Performance system that creates a culture of development; among others. Also discussed were the dimensions of talent that Ohio State could improve, and where Ohio State does well. Cabinet feedback will be incorporated into the strategy.

A Talent and Culture Steering Committee, consisting of 26 leaders from across Ohio State (including Wexner Medical Center, representing several colleges, units, regional campuses and stakeholder groups) is confirmed. The first committee meeting is scheduled in November.

Completed Milestones:

- Developed Talent Questionnaire
- Benchmarking with external organizations – In Process
- Collecting data for analysis regarding OSU's talent profile and trends – In Process
- Conduct interviews with various leaders across Ohio State to collect feedback on talent and culture aspirations – In process

Upcoming Milestones:

- Analyze Talent Interview Data – Fall
- Kick off Talent Workgroups – Fall
- Schedule additional Steering Committee meetings – Fall

Orientation - Enhancing our New Employee Experience: A group from across Ohio State and the Wexner Medical Center has been formed to revamp new employee orientation. The new orientation for employees will leverage pre-boarding technology from Workday and the team is exploring new and innovative digital solutions to enhance the “human experience” prior to and during their first day of employment. The proposed strategy will be reviewed by Senior Leaders for approval and will be piloted in the Wexner Medical Center.

Shares Values Initiative: The Shared Values Initiative, co-sponsored by Executive Vice President and Provost Bruce McPherson, Senior Vice President Susan Basso and Chief Compliance Officer Gates Garrity-Rokous, is a proactive university-wide initiative to reinforce our ethical culture and live our shared values to advance the university’s core work of teaching, learning, research, and service.

In addition, this work will align to our Talent and Culture strategy as we look at how employee & leader behaviors impact our employee experience and employer brand. The four key focus areas of this initiative are shared values, robust sharing of ideas and concerns, discipline decision-making, and trusted leaders.

The initiative also includes a values and ethics survey of all faculty, staff, and students across all campuses and at the Wexner Medical Center. The survey was developed in consultation with Ethics & Compliance Initiative (ECI), an independent non-profit organization, which is conducting the survey.

- 100,321 individuals have been invited to take the confidential, online survey.
- As of October 23rd, 8,377 responses (8.4% of the total population) have been received.

Survey results will help:

- validate the hard work on ethics and values that the university has already done
- identify areas of need and opportunities for integration and simplification
- corroborate potential university best practices



HR Excellence

Improve the employee experience through transformed HR core processes that deliver strategic HR services and transactional accuracy and efficiency.

HR Service Delivery

Human Resources’ major transformation initiative continues with the transition of the HR team to start at the end of fall and be finalized prior to the go-live of WorkDay in June 2020. Individuals will be

placed in new roles beginning January 2020 through one of two processes: selection and expression of interest.

The selection process will apply to those employees whose HR work today nearly aligns to their role in the future organization. Selected employees will move into new roles through a title change in the new organization, but it is not expected that their duties will change.

The balance of the HR team will participate in the expression of interest (EOI) process to pursue new roles in the future-state organization. The key difference of this process is that employees will have the opportunity to indicate three jobs in the future HR organization that are of interest to them. All HR employees will be invited to participate in a career interest interview to explore their interests and consider their experience and skills as they relate to future-state jobs. The expression of interest process will occur during the month of November and roles offered by the end of the calendar year.

In the new year, individuals will begin transition to the new, aligned organization. As we begin to evaluate service commitments, and train HR team members on new roles and responsibilities, we will also focus on strengthening collaboration among team members. This effort positions the HR team to better support the campus transition to WorkDay. Our goal is to create a high-performing organization, which will require an excellent team supporting the future HR organization, and will also rely on excellent personnel in a variety of other roles across campus.

The HR team will also unveil the new HR Shared Service Center organization – HR Connection -- in support to the campus community. Our goal remains to provide efficient, effective and streamlined HR support services. There is already a pilot underway for this work with our design partners: College of Arts and Sciences, Office of Student Life and Office of Business and Finance. This new unit charged with enhancing the employee experience and will provide tremendous opportunity to streamline our HR operations. Early feedback on the pilot has been very positive.

Engagement, Communications and Change Management

The HR team continues to work towards full engagement around the service delivery model.

Information from the HR community obtained during expression of interest will enable the HR leadership team to begin to identify areas of interest, strength and need across our HR community. A professional development approach for the HR team will be identified and delivered this winter directly to team members.

We will continue one-on-one meetings with deans and senior university and Wexner Medical Center leaders in order to continue engagement around service, service commitments, unique needs and function of the new service delivery model. A fully engaged feedback mechanism will also be shared with leaders for their consideration and feedback.

Workday

The Enterprise Project moved to Testing phase in August. While some project team members continue to work on a few unfinished deliverables from the previous phase, testing activities are ramping up to validate Ohio State's newly built business processes. "End-to-end testing," which

entails reviewing a business process from start to finish, began in mid-October. Subject matter experts, primarily from central business units across campus and the Wexner Medical Center, will help test processes during end-to-end testing. Additional staff and faculty will also help test processes during “user acceptance testing” in spring 2020.

Notably, the Executive Sponsors Group and project leaders recently announced a revised implementation timeline for Workday Student. A two-year extension of the Workday Student implementation will allow the product to develop and better fulfill Ohio State’s business needs. Workday Student is now scheduled to go live in 2023. This adjustment does not impact Ohio State’s initial release of Workday, which is on track to go live in summer 2020. The HR and payroll components will launch in June, with the finance and supply chain components following in July.

From a change management perspective, the university’s Workday marketing campaign is now underway. The goal of the marketing campaign is to generate awareness about Workday, build desire to participate in change and ensure employees understand the resources available to them. Faculty and staff will be receiving messaging about Workday at a local level through the rest of 2019. The campaign will transition to marketing Workday at an institutional level in early 2020, with increased emphasis as training opportunities become available in spring 2020.



Total Rewards

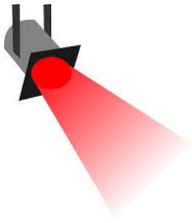
Ensure competitive Total Rewards while balancing fiscal responsibility.

Career Roadmap

Career Roadmap, a job family model and compensation structure, will modernize compensation and talent practices to help attract and retain the Ohio State workforce of the future. When live in Workday, Career Roadmap will include new tools for career path visibility, consistent career levels and market-informed pay decisions. Career Roadmap also supports the operational excellence and resource stewardship goals in the university’s strategic plan.

The initiative has entered a new phase of position mapping and validation. One thousand seven hundred (1,700) supervisors attended a learning session with HR Compensation in early October. Approximately 150-unit HR partners have engaged 4,600 supervisors in reviewing how their direct reports are mapped. As of Oct. 18, supervisors and HR partners have confirmed or updated 40% of positions in scope for Career Roadmap. Supervisors have until Nov. 8 to review and suggest changes. After that, mapping validation will continue within units through January 10.

When Career Roadmap is implemented in early 2021, it will provide new tools and processes to help Ohio State better understand its payroll investment and ensure competitive, market-based compensation. Other projects subsequent to Career Roadmap may include a review of jobs for civil service classification and implementation of an enhanced annual merit compensation process within Workday. Career Roadmap will provide a proper foundation to execute subsequent initiatives.



HR Spotlight: External Employer Recognition

Ohio State named one of America's Best Employers for New Grads

Ohio State is ranked fourth out of 250 organizations among [America's Best Employers for New Grads in 2019](#), according to a recent list from Forbes and Statista.

The rankings were generated by an independent survey of over 10,000 United States young professionals with less than ten years of professional experience, working for companies with at least 1,000 employees in the United States. The evaluation was based on two distinct criteria – direct and indirect recommendations, with the 250 highest scoring companies awarded as the Best Employers for New Grads.

The Forbes' article states that new grads are looking for the “prospect of working for an organization that truly lives up to its stated mission.”

Ohio State receives Employer Partner of Inclusion Award

In recognition of the university's commitment to be an inclusive workplace, Opportunities for Ohioans with Disabilities (OOD) awarded Ohio State with a 2019 Employer Partner of Inclusion Gold Award.

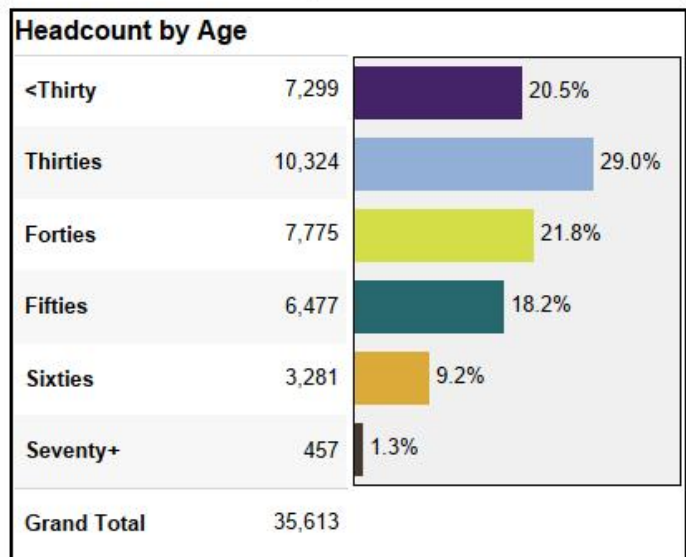
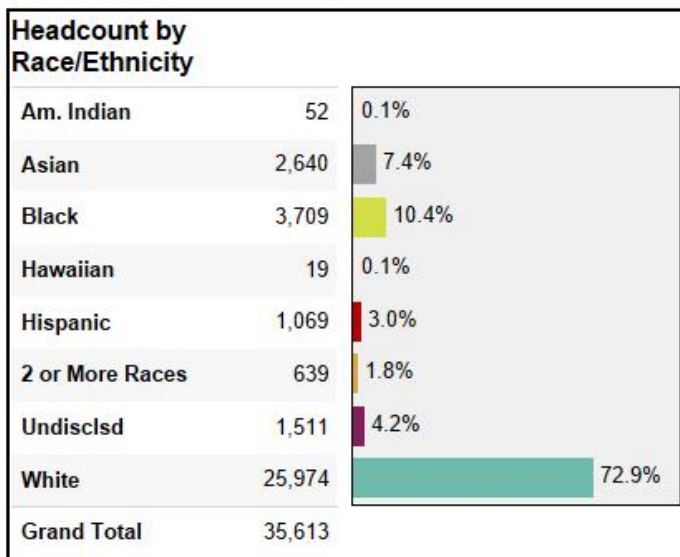
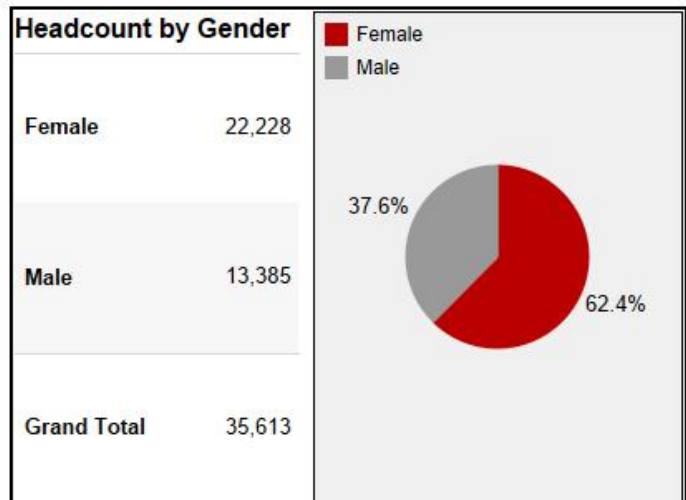
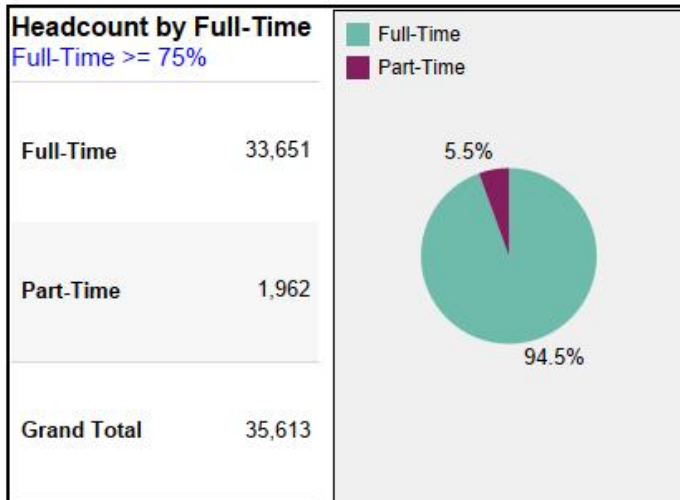
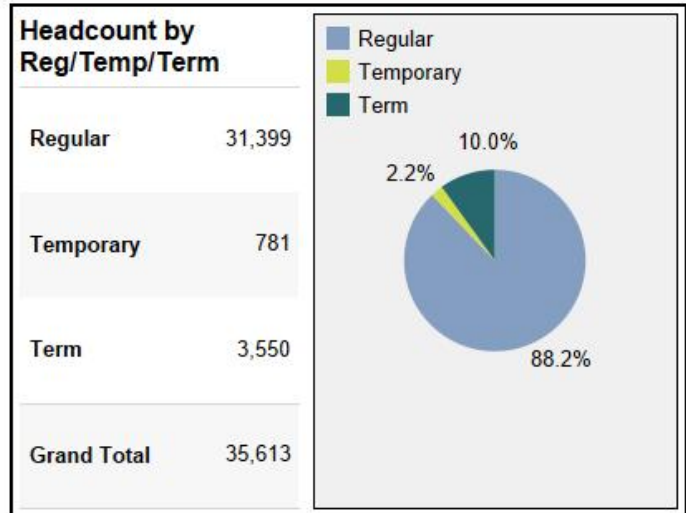
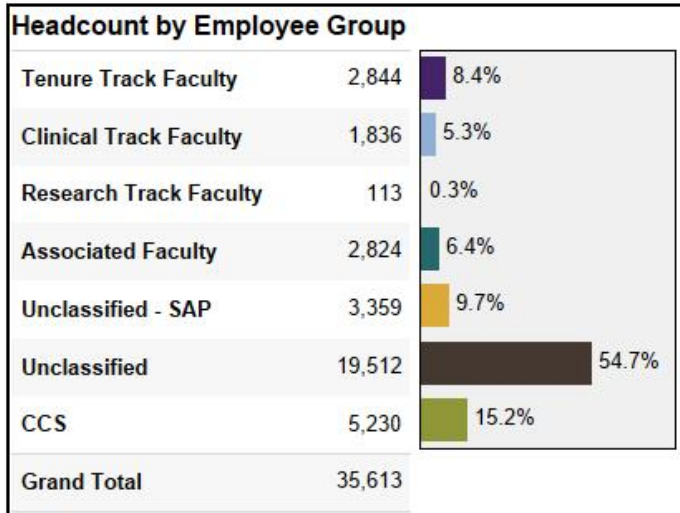
Ohio State received this honor for creating a culture that encourages the support and advancement of employees with disabilities. In addition, [Ohio State's partnership with OOD](#) includes a full-time talent sourcing coordinator on the Human Resources talent team and facilitates the hiring of many OOD candidates across all campuses and the Ohio State Wexner Medical Center.

Ohio State was also recognized in [2017](#) and [2018](#) for dedication to the OOD partnership and continuous hiring and support of OOD candidates.

Quarterly Summary by All Employees Headcount

All Employees Headcount for Total University, September 2019

(*Excludes students, intermittent employees and unpaid employees)

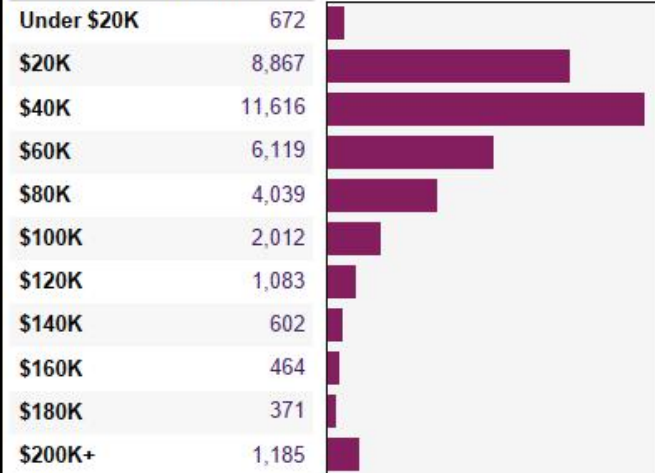


Quarterly Summary by All Employees Headcount

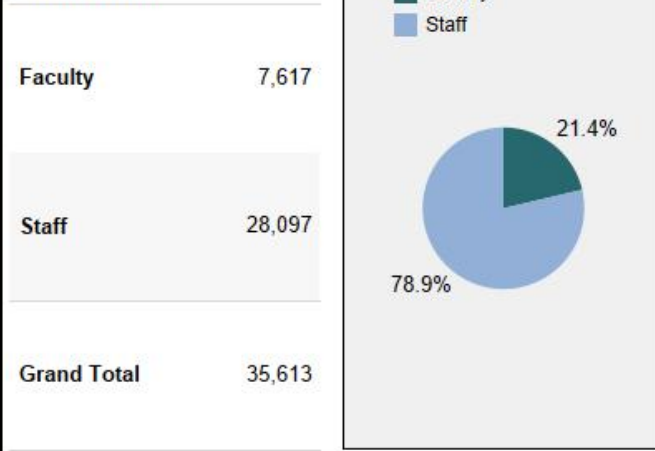
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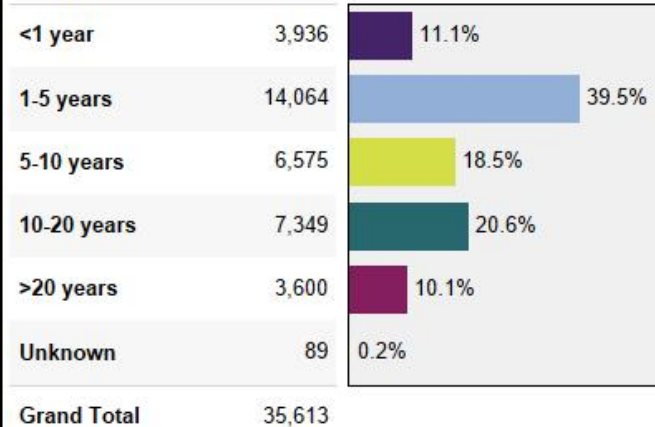
Headcount by Pay Band



Headcount by Faculty/Staff



Headcount by Years of Service



Headcount by VP College

