



SUMMARY OF ACTIONS TAKEN

November 20, 2019 - Wexner Medical Center Board Meeting

Voting Members Present:

Leslie H. Wexner
Abigail S. Wexner
Cheryl L. Krueger
Hiroyuki Fujita
John W. Zeiger

Janet Porter
W.G. "Jerry" Jurgensen
Robert H. Schottenstein
Cindy Hilsheimer
Gary R. Heminger (ex officio)

Michael V. Drake (ex officio)
Harold L. Paz (ex officio)
Bruce A. McPheron (ex officio)
Michael Papadakis (ex officio)

Non-Voting, Ex-Officio Members Present:

K. Craig Kent
L. Arick Forrest
David P. McQuaid

Mark E. Larmore
Andrew M. Thomas
Elizabeth O. Seely

William B. Farrar
Thomas Ryan
Amanda N. Lucas

Members Absent:

Mary A. Howard

Stephen D. Steinour

PUBLIC SESSION

The Wexner Medical Center Board convened for its 32nd meeting on Wednesday, November 20, 2019, in the Longaberger Alumni House, Sanders Grand Lounge. Board Secretary Jessica A. Eveland called the meeting to order at 9:10 a.m.

Item for Action

1. **Approval of Minutes:** No changes were requested to the August 28, 2019, meeting minutes; therefore, a formal vote was not required and the minutes were considered approved.

Items for Discussion

2. **Chancellor's Report:** Dr. Harold Paz shared that Ohio State was the only university in the nation to have four of its health sciences colleges recognized with INSIGHT Into Diversity magazine's 2019 Health Professional Higher Education Excellence in Diversity Award. INSIGHT is the oldest and largest diversity-focused publication in higher education. Dr. Paz also announced a \$15 million commitment from Joe and Linda Chlapaty to advance heart research at Ohio State. As part of this gift, the Chlapaty family will support a critical capital project — the Interdisciplinary Research Facility on West Campus.
3. **Leading the Way: Efforts to Improve Infant Mortality Rates in Ohio:** Dr. Mark Landon, chair of the Obstetrics and Gynecology Department, and Dr. Cynthia Shellhaas, an OB/GYN professor and specialist in maternal fetal medicine, gave a report on the medical center's extensive efforts to address the issue of infant mortality facing our local communities. Ohio has one of the highest infant mortality rates in the country. Even more troubling, there is a two- to three-fold increase in the rate of infant mortality among babies of African American women. These disparities can largely be explained by social determinants of health. The medical center has implemented a number of innovative programs in the community and with community partners to reduce these rates. One of these is the well-known Moms2B program, which provides social support and nutrition/parenting education for expectant mothers. The Governor and First Lady DeWine are great supporters of Moms2B and have expressed a strong interest in expanding the program to other locations throughout the state.
4. **Wexner Medical Center Operations Report:** David McQuaid gave a brief report on operational items, including the status of the new patient parking garage on Cannon Drive and zoning approval for the Dublin ambulatory care location. He also gave some highlights from Healthy Community Day at the Jameson Crane Sports Medicine Institute.
5. **Wexner Medical Center Financial Report:** Mark Larmore shared that, overall, the financial health of the medical center is very strong. The operating margin is about \$5 million ahead of budget and adjusted admissions are 11% ahead of budget.



Items for Discussion (continued)

6. James Cancer Hospital Report: Dr. William Farrar shared updates regarding the great work going on at The James. First, he highlighted this year’s fundraising results from the annual Pelotonia event, where there were more than 7,400 participants and 3,000 volunteers. Pelotonia raised more than \$23 million, raising the total support for cancer research at Ohio State over its 11-year history to \$207 million. Dr. Farrar also provided an update on the cancer center core grant renewal due in January. The James was awarded the Press Ganey Guardian of Excellence in Patient Experience Award for reaching the 95th percentile for each reporting period for the award year in inpatient care. The James also received the Pinnacle of Excellence award for maintaining consistently high levels of excellence over multiple years in inpatient care.

Items for Action

7. Resolution No. 2020-37, Recommend For Approval to Enter Into/Increase Professional Services and Enter Into/Increase Construction Contracts

Synopsis: Authorization to enter into/increase professional services and construction contracts, as detailed in the attached materials, is proposed.

WHEREAS in accordance with the attached materials, the University desires to enter into professional services contracts for the following project:

	Prof. Serv. Approval Requested	Total Requested	
WMC Loading Dock Expansion and Renovation	\$0.5M	\$0.5M	Auxiliary funds

WHEREAS in accordance with the attached materials, the university desires to enter into/increase professional services contracts and enter into/increase construction contracts for the following projects:

	Prof. Serv. Approval Requested	Construction Approval Requested	Total Requested	
Lincoln Tower Office Renovations (increase)	\$0.2M	\$1.8M	\$2.0M	Auxiliary funds
Wexner Medical Center Inpatient Hospital	\$21.4M	\$7.8M	\$29.2M	Auxiliary funds
WMC West Campus Ambulatory Facilities	\$2.5M	\$17.7M	\$20.2M	Auxiliary funds

NOW THEREFORE

BE IT RESOLVED, That the Wexner Medical Center Board hereby approves and proposes that the professional services and construction contracts for the projects listed above be recommended to the University Board of Trustees for approval.

BE IT FURTHER RESOLVED, That the President and/or Senior Vice President for Business and Finance be authorized to enter into/increase professional services and construction contracts for the projects listed above in accordance with established University and State of Ohio procedures, with all actions to be reported to the Board at the appropriate time.

(See Attachment VI for background information, page 508)

Action: Upon the motion of Mr. Schottenstein, seconded by Dr. Fujita, the board adopted the foregoing motion by majority voice vote with the following members present and voting: Mr. Wexner, Mr. Heminger, Ms. Krueger, Dr. Fujita, Mr. Zeiger, Dr. Porter, Mr. Schottenstein, Mr. Jurgensen, Ms. Hilsheimer, Dr. Drake, Dr. Paz, Dr. McPherson and Mr. Papadakis. Mrs. Wexner abstained.



THE OHIO STATE UNIVERSITY

Items for Action (continued)

8. Resolution No: 2020-38, Recommend for Approval the Acquisition of Real Property

Synopsis: Authorization to purchase real property located at 915 Olentangy River Road, Columbus, Franklin County, Ohio, is proposed.

WHEREAS the mission of the Wexner Medical Center and the James Cancer Hospital is to improve people's lives through the provision of high-quality patient care; and

WHEREAS The Ohio State University ("University") seeks to purchase improved real property located at 915 Olentangy River Road, Columbus, Ohio, identified as Franklin County parcel 010-280575 ("Property"); and

WHEREAS the property is strategically located 1.6 miles from the university's main campus; and

WHEREAS the property includes a five-story 137,529+ square foot building, known as the OSU Eye and Ear Institute, which houses multi-specialty medical groups and an ambulatory outpatient surgery center; and

WHEREAS this property is highly visible, well-located and supports the Wexner Medical Center's ambulatory care strategic plan and its mission to improve health in Ohio and across the world through innovation in research, education and patient care; and

WHEREAS the university currently leases the entire property under a long-term lease, approved by the Board of Trustees in 2009 by Resolution 2009-33 ("Lease"); and

WHEREAS the lease provides the university with an option to purchase the property ("Option"); and

WHEREAS the university exercised the option to purchase the property on December 20, 2018 ("Exercise Date"); and

WHEREAS the obligation of the university to purchase the property after exercising the option is subject to and conditioned upon (a) approval of its Board of Trustees and the State of Ohio Controlling Board, and (b) the university's receipt and acceptance of two appraisals supporting the purchase price for the property prior to December 31, 2019:

NOW THEREFORE

BE IT RESOLVED, That the Wexner Medical Center hereby approves and proposes that the said purchase be recommended to the University Board of Trustees for approval; and

BE IT FURTHER RESOLVED, That the President and/or Senior Vice President for Business and Finance be authorized to take action required to effect the purchase of the referenced property at a price of \$43,000,000, in the name of the state of Ohio for the use and benefit of The Ohio State University Wexner Medical Center and upon terms and conditions deemed to be in the best interest of the university.

(See Attachment VII for background information, page 514)



Items for Action (continued)

9. Resolution No: 2020-39, 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 a 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:

NOW THEREFORE

BE IT RESOLVED, That the Wexner Medical Center Board hereby recommends approval by the University Board of Trustees of the attached amendments to the bylaws of The Ohio State University Wexner Medical Center Board.

(See Attachment VIII for background information, page 516)

Action: Upon the motion of Ms. Krueger, seconded by Dr. Drake, the board adopted the foregoing motions by unanimous voice vote with the following members present and voting: Mr. Wexner, Mr. Heminger, Mrs. Wexner, Ms. Krueger, Dr. Fujita, Mr. Zeiger, Dr. Porter, Mr. Schottenstein, Mr. Jurgensen, Ms. Hilsheimer, Dr. Drake, Dr. Paz, Dr. McPheron and Mr. Papadakis.

EXECUTIVE SESSION

It was moved by Mrs. Wexner, and seconded by Dr. Porter, that the board recess into executive session to consider business-sensitive trade secrets required to be kept confidential by federal and state statutes, to discuss quality matters and personal matters involving the appointment and employment of public officials, which are required to be kept confidential under Ohio law, and to consult with legal counsel regarding pending or imminent litigation.

A roll call vote was taken and the board unanimously voted to go into executive session, with the following members present and voting: Mr. Wexner, Mr. Heminger, Mrs. Wexner, Ms. Krueger, Dr. Fujita, Mr. Zeiger, Dr. Porter, Mr. Schottenstein, Mr. Jurgensen, Ms. Hilsheimer, Dr. Drake, Dr. Paz, Dr. McPheron and Mr. Papadakis.

The board entered executive session at 10:10 a.m. and the board meeting adjourned at 1:34 p.m.

Project Data Sheet for Board of Trustees Approval

WMC Loading Dock Expansion and Renovation

OSU-200238 (CNI#19000137)

Project Location: Doan Hall

- **approval requested and amount**
professional services (through DD) \$0.5M

- **project budget**
professional services TBD
construction w/contingency TBD
total project budget TBD

- **project funding**
 university debt
 fundraising
 university funds
 auxiliary funds
 state funds

- **project schedule**
BoT professional services approval 11/19
design/bidding
construction
facility opening



- **project delivery method**
 general contracting
 design/build
 construction manager at risk

- **planning framework**
 - this project is included in the FY 2020 Capital Investment Plan and is based on a study of dock operations completed in March 2018
 - final project scope and budget will be validated during design

- **project scope**
 - the project will renovate and expand the clean and soiled staging area, add additional soiled dock doors, upgrade the pneumatic trash and linen system
 - the expanded dock will support the continued growth of the Medical Center

- **approval requested**
 - approval is requested to enter into professional services contracts through Design Development

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- **project team**
University project manager: Robin Faires
AE/design architect: TBD
CM at Risk: TBD

Project Data Sheet for Board of Trustees Approval

Lincoln Tower Office Renovations

OSU-190192 (CNI# 18000154, 19000137)

Project Location: Lincoln Tower

- **approval requested and amount**
increase professional services and construction

	Orig	Incr	Total
prof services	\$0.6M	\$0.2M	\$0.8M
construction	\$4.4M	\$1.8M	\$6.2M

- **project budget**
professional services \$0.8M
construction w/contingency \$6.2M

total project budget \$7.0M

- **project funding**
 - university debt
 - development funds
 - university funds
 - auxiliary funds
 - state funds

- **project schedule**
BoT prof svc/cons approval 11/18
design/bidding 12/18 – 10/19
construction 11/19 – 06/20
facility opening 06/20

- **project delivery method**
 - general contracting
 - design/build
 - construction manager at risk

- **planning framework**
 - this project is included in the FY 2019 and FY 2020 Capital Investment Plans

- **project scope**
 - the project will renovate the 11th, 12th and 13th floors for Hematology and Medical Oncology faculty and staff currently located in Starling Loving
 - the project increase is a result of adding a floor to the scope
 - overall scope includes a redesign of the space and installation of modular workspaces
 - the proposed layout allows for faculty and staff growth consistent with the Wexner Medical Center strategic plan

- **approval requested**
 - approval is requested to increase professional services and construction contracts

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- **project team**
University project manager: Lance Timmons
AE/design architect: Shyft Collective Design
General contract:

Project Data Sheet for Board of Trustees Approval

Wexner Medical Center Inpatient Hospital

OSU-180391 (CNI# 17000099)

Project Location: 10th Avenue / Cannon Drive

- **approval requested and amount**

professional services	\$21.4M
construction (enablers)	\$7.8M
- **project budget**

professional services	TBD
construction w/contingency	TBD
total project budget	TBD

- **project funding**
 - university debt
 - fundraising
 - university funds
 - auxiliary funds (health system)
 - state funds
- **project schedule**

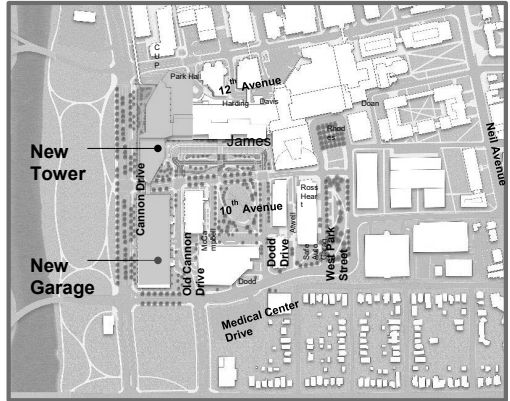
BoT professional services approval	2/18
design/bidding	
construction	
facility opening	

- **project delivery method**
 - general contracting
 - design/build
 - construction manager at risk

- **planning framework**
 - the project was included in the FY 2018 Capital Investment Plan for professional services; the FY 2020 Capital Investment Plan will be amended to include additional design and enabling construction work

- **project scope**
 - this project will design and construct new inpatient hospital tower with up to 840 private-room beds, replacing and expanding on the 440 beds in Rhodes Hall and Doan Hall
 - state-of-the-art diagnostic, treatment and inpatient service areas including emergency department, imaging, operating rooms, critical care and medical/surgical beds
 - leading-edge digital technologies to advance patient care and teaching
 - early enabling work includes investigative surveys and construction planning and coordination

- **approval requested**
 - approval is requested to increase professional services contracts through the Construction Document phase and increase construction contracts for enabling work
 - approval is requested to amend the Capital Investment Plan



- **project team**

University project manager:	Kristin Poldemann
AE/design architect:	Henningson Durham & Richardson
CM at Risk:	Walsh-Turner (joint venture)

Project Data Sheet for Board of Trustees Approval

WMC West Campus Ambulatory Facilities

OSU-180390 (CNI# 13000189, 18000175, 18000156)

Project Location: Kenny Road and Carmack Road

- **approval requested and amount**
 professional services (garage/site CDs) \$2.5M
 construction w/contingency (garage) \$17.7M

- **project budget**
 professional services TBD
 construction w/contingency TBD

 total project budget TBD

- **project funding**
 university debt
 fundraising
 university funds
 auxiliary funds (health system)
 state funds

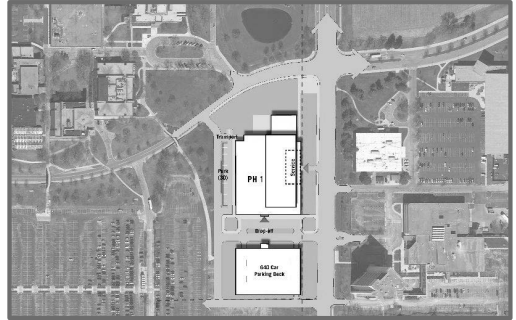
- **project schedule**
 BoT professional services approval 11/18
 BoT construction approval – garage 11/19
 design/bidding 12/18 – 5/20
 construction 5/20 – 12/22
 facility opening – garage 2022
 facility opening – ambulatory 2022
 facility opening – proton 2023

- **project delivery method**
 general contracting
 design/build
 construction manager at risk

- **planning framework**
 - consistent with the university and Wexner Medical Center strategic plans
 - the project is included in the FY 2019 and FY 2020 Capital Investment Plans

- **project scope**
 - the project will construct a cancer-focused ambulatory facility including a surgical center, proton therapy, and medical office space of approximately 400,000 sf
 - the proton therapy facility will focus on cutting edge cancer treatments
 - facilities will include outpatient operating rooms, an endoscopy unit, an urgent care, a pre-anesthesia center, an outpatient diagnostic imaging center, and patient and building support spaces
 - the project will also include a 640-space parking garage

- **approval requested**
 - approval is requested to increase professional services for early site work and to complete the design of the garage and to increase construction contracts for the construction of the garage and early abatement



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- **project team**
 University project manager: Mitch Dollery
 AE/design architect: Perkins & Will
 CM at Risk: BoldtLinbeck (joint venture)

WEXNER MEDICAL CENTER BOARD PROJECTS RECOMMENDED FOR APPROVAL



November 20, 2019



THE OHIO STATE UNIVERSITY

Professional Services and Construction Contracts

Project Name	Professional Services Approval Requested	Construction Approval Requested	Total Requested	Funding Sources
WMC Loading Dock Expansion and Renovation	\$0.5M	\$0.0	\$0.5M	Auxiliary Funds
Lincoln Tower Office Renovations (project increase)	\$0.2M	\$1.8M	\$2.0M	Auxiliary Funds
WMC Inpatient Hospital	\$21.4M	\$7.8M (enabling work)	\$29.2M	Auxiliary Funds
WMC West Campus Ambulatory Facilities	\$2.5M	\$17.7M	\$20.2M	Auxiliary Funds

Attachment VII

**APPROVAL FOR ACQUISITION OF REAL PROPERTY
915 OLENTANGY RIVER ROAD
COLUMBUS, FRANKLIN COUNTY, OHIO
BOARD BACKGROUND**

Background

The Ohio State University's Wexner Medical Center (WMC) seeks to acquire approximately 7.489 acres of improved real property located at 915 Olentangy River Road (Property) from Gowdy Partners II, LLC (Owner). The Property is improved with a five-story, 137,529± square foot medical office building (MOB) with adjacent parking, which WMC operates as its OSU Eye and Ear Institute (Institute). The Property is highly visible and well located and is home to a variety of healthcare services critical to WMC to meet the objectives of its ambulatory care strategic plan and its mission to improve health in Ohio and across the world through innovation in research, education and patient care.

WMC currently occupies the entire Property pursuant to a long-term lease the OSU Board of Trustees approved at its September 19, 2008 meeting through Resolution No. 2009-33 (Lease). The Lease provides the university with an option to purchase the Property. The university exercised the option to purchase the Property on December 20, 2018.

The obligation of the university to purchase the Property after exercising the option is subject to and conditioned upon (a) approval of its Board of Trustees and the State of Ohio Controlling Board and (b) the university's receipt and acceptance to two appraisals supporting the purchase price for the Property. Satisfaction of these conditions must occur by December 31, 2019.

Location and Description

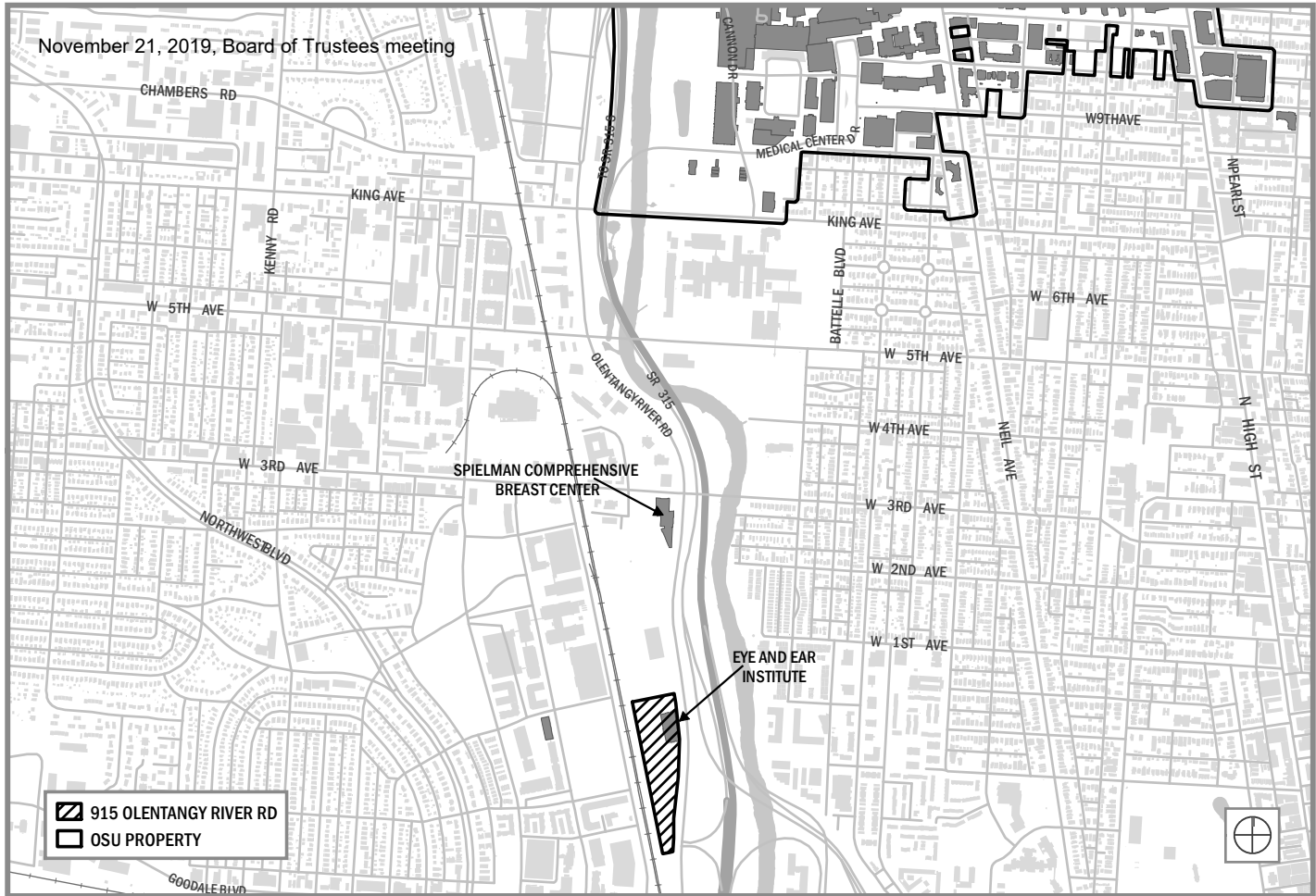
The parcel to be acquired, identified as county parcel 010-280575, is zoned CPD (Commercial Planned Development) and is part of a larger tract of land, commonly known as Gowdy Field. The Property is located at the southwest portion of the Gowdy Field land parcel that parallels State Route 315 and is located 1.6 miles from The Ohio State University (OSU) Columbus campus. The Institute includes multi-specialty medical groups, an ambulatory out-patient surgery center.

OSU Stefanie Spielman Comprehensive Breast Center, a four-story, 114,900 square foot, medical office building, which is fully leased by OSU, is also located at Gowdy Field.

Purchase of Property

WMC recommends that the university purchase the Property for \$43,000,000 on terms and conditions set forth in the purchase option and that are in the best interest of the university. The Wexner Medical Center will provide the source of funding for the acquisition.

November 21, 2019, Board of Trustees meeting



-  915 OLENTANGY RIVER RD
-  OSU PROPERTY

PURCHASE OF 7.849 ACRES OF REAL PROPERTY
915 OLENTANGY RIVER ROAD
PARCEL 010-280575
COLUMBUS, FRANKLIN COUNTY, OHIO 43212

Attachment VIII

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)