TALENT, COMPENSATION & GOVERNANCE COMMITTEE MEETING

Hiroyuki Fujita
Lewis Von Thaer
Brent R. Porteus
Abigail S. Wexner
Alexander R. Fischer
John W. Zeiger
Elizabeth P. Kessler
Gary Heminger (ex officio)

Livestream: https://livestream.com/wosu/osubotmay2021 Time: 11:00am-12:30pm

Executive Session 11:00am-12:10pm

Public Session

ITEMS FOR DISCUSSION

Key Critical Searches – Mr. Paul Patton
 Undergraduate Student Trustee Search Update – Mr. Anand Shah
 Report on Departing Trustees and Election of Officers – Dr. Hiroyuki Fujita
 ITEMS FOR ACTION
 12:10-12:15pm
 12:15-12:20pm
 12:20-12:25pm

- 4. Approval of February 2021 Committee Meeting Minutes Dr. Hiroyuki Fujita
- 5. Ratification of Committee Appointments 2021-2022 Dr. Hiroyuki Fujita
- 6. Reappointment of a Charter Trustee Dr. Hiroyuki Fujita
- 7. Approval of Personnel Actions Mr. Paul Patton
- 8. Approval of Executive Compensation Philosophy and Strategy Mr. Paul Patton
- Approval of Third Amendments to The Ohio State University Retirement Continuation Plans – Mr. Paul Patton

Written Report (Background Only) – Human Resources Summary



Board of Trustees

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SUMMARY OF ACTIONS TAKEN

February 24, 2021 - Talent, Compensation & Governance Committee Meeting

Voting Members Present by Zoom Virtual Meeting:

Hiroyuki Fujita Brent R. Porteus Lewis Von Thaer John W. Zeiger Elizabeth P. Kessler
Gary R. Heminger (ex officio)

Members Absent:

Abigail S. Wexner Alexander R. Fischer

PUBLIC SESSION

The Talent, Compensation & Governance Committee of The Ohio State University Board of Trustees convened on Wednesday, February 24, 2021, virtually over Zoom. Committee Chair Hiroyuki Fujita called the meeting to order 10:45 a.m.

EXECUTIVE SESSION

It was moved by Dr. Fujita, and seconded by Mr. Von Thaer, that the committee recess into executive session to consider business-sensitive trade secrets required to be kept confidential by federal and state statutes, and to discuss personnel matters regarding the appointment, employment and compensation of public employees.

A roll call vote was taken, and the committee voted to go into executive session, with the following members present and voting: Dr. Fujita, Mr. Von Thaer, Mr. Porteus, Mr. Zeiger, Ms. Kessler and Mr. Heminger.

The committee entered executive session at 10:51 a.m.

PUBLIC SESSION

Dr. Fujita reconvened the Talent, Compensation & Governance Committee meeting in public at 11:48 a.m.

Items for Discussion

1. <u>Undergraduate Student Trustee Search Update</u>: Anand Shah, the current Undergraduate Student Trustee, shared a brief update on the search that is underway for his successor. Mr. Shah's two-year term on the board will end in May. Applications for the next Undergraduate Student Trustee were due in February and we received 41 applications, which was more than double the number of applications that were submitted the year prior. The Student Trustee Selection Committee is reviewing the applications and will select 10 to 12 applicants to interview before narrowing the pool down to five candidates to recommend to Governor DeWine's Boards and Commissions team for consideration.



Items for Discussion (continued)

2. <u>Key Critical Searches</u>: Paul Patton, Senior Advisor to the President and Interim Senior Vice President for Talent, Culture and Human Resources, shared updates related to ongoing key searches. Search firm Isaacson Miller is leading the search for the next Executive Vice President and Provost. So far, listening sessions and town halls have been held to gather input from faculty, staff and students; a website was created to share details about the search; the position profile and advertising has been completed; and outreach to preliminary candidates is in process. The plan is to start conducting interviews by April 11. Greenwood/Asher & Associates is conducting the search for the next Dean of the College of Dentistry with interviews starting in late March. WittKieffer is conducting the search – which is still in the very beginning stages – for a new Vice President and Chief Information Officer. And finally, Russell Reynolds Associates has been engaged to search for the Wexner Medical Center's next Chief Operating Officer.

Items for Action

- 3. <u>Approval of Minutes</u>: No changes were requested to the November 18, 2020, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.
- 4. Resolution No. 2021-74, 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 on August 27, 2020:

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.

(See Appendix X for background information, page XX)

5. Resolution No: 2021-75, Approval of Amendments to the Bylaws of the Wexner Medical Center Board

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

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

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

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



WHEREAS the Wexner Medical Center Board approved and recommended the attached amendments for approval by the University Board of Trustees on February 23, 2021:

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.

(See Appendix X for background information, page XX)

6. Resolution No: 2021-76, Ratification of Committee Appointments 2021-2022

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for 2021-2022 are as follows:

Academic Affairs & Student Life:

Brent R. Porteus, Chair
Jeff M.S. Kaplan, Vice Chair
Abigail S. Wexner
Elizabeth P. Kessler
Michael Kiggin
Elizabeth A. Harsh
Reginald A. Wilkinson
Carly G. Sobol
Susan Olesik (faculty member)
Gary R. Heminger (ex officio)

Audit, Finance & Investment:

John W. Zeiger, Chair Cheryl L. Krueger Erin P. Hoeflinger Lewis Von Thaer Jeff M.S. Kaplan Michael Kiggin Anand Shah James D. Klingbeil Amy Chronis Kent M. Stahl Gary R. Heminger (ex officio)

Legal, Risk & Compliance:

Elizabeth P. Kessler, Chair Alan A. Stockmeister Jeff M.S. Kaplan Michael Kiggin Elizabeth A. Harsh Carly G. Sobol Gary R. Heminger (ex officio)



Master Planning & Facilities:

Alexander R. Fischer, Chair James D. Klingbeil, Vice Chair Brent R. Porteus Alan A. Stockmeister Elizabeth A. Harsh Reginald A. Wilkinson Carly G. Sobol Robert H. Schottenstein Gary R. Heminger (ex officio)

Research, Innovation & Strategic Partnerships:

Lewis Von Thaer, Chair Erin P. Hoeflinger, Vice Chair Cheryl L. Krueger Alexander R. Fischer Hiroyuki Fujita Reginald A. Wilkinson Anand Shah Gary R. Heminger (ex officio)

Talent, Compensation & Governance:

Hiroyuki Fujita, Chair Lewis Von Thaer, Vice Chair Brent R. Porteus Abigail S. Wexner Alexander R. Fischer John W. Zeiger Elizabeth P. Kessler Gary R. Heminger (ex officio)

Wexner Medical Center:

Leslie H. Wexner, Chair Abigail S. Wexner Cheryl L. Krueger Hiroyuki Fujita

ALAN A. STOCKMEISTER

John W. Zeiger

ANAND SHAH

Stephen D. Steinour Robert H. Schottenstein

W.G. Jurgensen

Cindy Hilsheimer

Gary R. Heminger (ex officio, voting)

Kristina M. Johnson (ex officio, voting)

Harold L. Paz (ex officio, voting)

Bruce A. McPheron (ex officio, voting)

Michael Papadakis (ex officio, voting)



7. Resolution No. 2021-77, Approval of Personnel Actions

BE IT RESOLVED, That the Board of Trustees hereby approves the personnel actions as recorded in the personnel budget records of the university since the November 19, 2020, meeting of the board, including the following appointments and contract updates:

Appointments

Name: Elizabeth Parkinson

Title: Senior Vice President for Marketing and Communications

Unit: Office of the President

Term: March 22, 2021

Name: Paul N. Patton

Title: Interim Senior Vice President for Talent, Culture and Human Resources

Unit: Office of the President Term: December 4, 2020

Reappointment

Name: Mark Larmore

Title: Vice President and Chief Financial Officer

Unit: Wexner Medical Center

Term: January 1, 2021

Action: Upon the motion of Dr. Fujita, seconded by Mr. Von Thaer, the committee adopted the foregoing motions by unanimous voice vote with the following members present and voting: Dr. Fujita, Mr. Von Thaer, Mr. Porteus, Mr. Zeiger, Ms. Kessler and Mr. Heminger.

Written Report

In the public session materials, there was one written report shared for the committee to review:

a. Human Resources Summary (See Appendix X for background information, page XX)

The meeting adjourned at 11:58 a.m.

RATIFICATION OF COMMITTEE APPOINTMENTS 2021-2022

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for 2021-2022 are as follows:

Academic Affairs & Student Life:

Brent R. Porteus, Chair
Jeff M.S. Kaplan, Vice Chair
Abigail S. Wexner
Elizabeth P. Kessler
Michael Kiggin
Elizabeth A. Harsh
Reginald A. Wilkinson
Carly G. Sobol
Susan Olesik (faculty member)
Gary R. Heminger (ex officio)

Audit, Finance & Investment:

John W. Zeiger, Chair Cheryl L. Krueger* Erin P. Hoeflinger Lewis Von Thaer Jeff M.S. Kaplan Michael Kiggin Anand Shah* James D. Klingbeil Amy Chronis Kent M. Stahl Gary R. Heminger (ex officio)

Legal, Risk & Compliance:

Elizabeth P. Kessler, Chair Alan A. Stockmeister Jeff M.S. Kaplan Michael Kiggin Elizabeth A. Harsh Carly G. Sobol Gary R. Heminger (ex officio)

Master Planning & Facilities:

Alexander R. Fischer, Chair James D. Klingbeil, Vice Chair Brent R. Porteus Alan A. Stockmeister Elizabeth A. Harsh Reginald A. Wilkinson Carly G. Sobol Robert H. Schottenstein Gary R. Heminger (ex officio)

Research, Innovation & Strategic Partnerships

Lewis Von Thaer, Chair Erin P. Hoeflinger, Vice Chair Cheryl L. Krueger* Alexander R. Fischer Hiroyuki Fujita Reginald A. Wilkinson Anand Shah* Gary R. Heminger (ex officio)

Talent, Compensation & Governance:

Hiroyuki Fujita, Chair Lewis Von Thaer, Vice Chair Brent R. Porteus Abigail S. Wexner Alexander R. Fischer John W. Zeiger Elizabeth P. Kessler Gary R. Heminger (ex officio)

RATIFICATION OF COMMITTEE APPOINTMENTS 2021-2022 (cont'd)

Wexner Medical Center:

Leslie H. Wexner, Chair Abigail S. Wexner Cheryl L. Krueger*

ERIN P. HOEFLINGER

Hiroyuki Fujita Alan A. Stockmeister John W. Zeiger Anand Shah* Stephen D. Steinour Robert H. Schottenstein W.G. Jurgensen Cindy Hilsheimer

AMY CHRONIS

Gary R. Heminger (ex officio, voting) Kristina M. Johnson (ex officio, voting) Harold L. Paz (ex officio, voting) Bruce A. McPheron (ex officio, voting) Michael Papadakis (ex officio, voting)

*NOTE: Governor-appointed terms for Cheryl L. Krueger and Anand Shah end May 13, 2021. They will continue to serve until their successors are appointed or until a period of 60 days has elapsed, whichever occurs first. At that time, Carly G. Sobol will be considered a member of the committees on which Mr. Shah currently serves, and Mr. Shah's successor will take Ms. Sobol's place on her current committees. Those changes will be ratified at the board meeting immediately following the new appointments.

REAPPOINTMENT OF A CHARTER TRUSTEE

Synopsis: Approval of the reappointment of James D. Klingbeil as a Charter Trustee to the Board of Trustees is proposed.

WHEREAS the Board of Trustees established the position of Charter Trustee at its meeting on February 6, 2009, acknowledging that the establishment of such a position had the potential of further strengthening the governance capacity of the board; and

WHEREAS the Ohio State University is one of the premier public land-grant institutions in the country and, in execution of its mission, embraces education on a state, national and global scale; and

WHEREAS the complex and multi-faceted nature of the university — in its mission, its character, its constituencies and its financing — calls for extraordinary leadership at the highest levels; and

WHEREAS the governance of the university would be well-served by Charter Trustees whose attributes include but are not limited to diverse cultural, geographic, business, professional, public service and civic backgrounds; and

WHEREAS the board added a number of guidelines, including the following:

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; and

WHEREAS James D. Klingbeil of San Francisco, California, is a distinguished alumnus of The Ohio State University, and has a record of extraordinary service to the university through his philanthropy and dedication to the Foundation Board; through his career of significant accomplishment as founder of the Klingbeil Company and current position as chairman of Klingbeil Capital Management; and through his expertise in areas critical to the mission of the university and to the work of the Board of Trustees proven to be an exemplary embodiment of all of those qualities deemed most desirable in a Charter Trustee:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby approves the reappointment of James D. Klingbeil as a Charter Trustee to serve a third three-year term effective May 14, 2021 and ending May 13, 2024.

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 February 25, 2021, meeting of the board, including the following appointments and contract updates:

Reappointment

Name: Eugene D. Smith

Title: Senior Vice President and Wolfe Foundation Endowed Athletics Director

Unit: Athletics

Term: July 1, 2021 through June 30, 2026

APPROVAL OF EXECUTIVE COMPENSATION PHILOSOPHY AND STRATEGY

Synopsis: Approval of the Executive Compensation Philosophy and Strategy, which will supersede and replace the Total Compensation Philosophy for University Executives and the Procedure for Setting and Reviewing Compensation for University Executives, is proposed.

WHEREAS in order to fulfill its mission and meet institutional hiring needs and priorities, the university must attract and retain outstanding executives; and

WHEREAS a compensation philosophy and strategy are important components in providing a foundation for the design and administration of executive compensation; and

WHEREAS the university's Board of Trustees approved the current Total Compensation Philosophy for University Executives and the Procedure for Setting and Reviewing Compensation for University Executives on August 28, 2015; and

WHEREAS the Board of Trustees approved changes to the Procedure for Setting and Reviewing Compensation for University Executives on November 6, 2015, June 3, 2016, January 27, 2017 and February 22, 2019; and

WHEREAS the Board of Trustees desires to supersede and replace the Total Compensation and Philosophy for University Executives and the Procedure for Setting and Reviewing Compensation for University Executives with the attached Executive Compensation Philosophy and Strategy:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby approves the attached Executive Compensation Philosophy and Strategy dated April 26, 2021.

Executive Compensation Philosophy and Strategy

Updated April 26, 2021

Purpose

To support its stated mission, The Ohio State University (the university) shall maintain a total remuneration program that enables the university to attract, retain, promote a diverse workforce and reward highly qualified and talented executives.

Key Principles

The university's executive compensation philosophy and strategy are based on the following key principles:

- Attract, retain, and reward highly qualified and talented executives dedicated to fulfilling
 the university's mission as a public land-grant institution and aspiration to become a
 leading national flagship public research university;
- Provide total remuneration that is competitive in the appropriate external labor markets;
- Ensure consistency, fiscal responsibility, reasonableness, and accountability in the administration of total remuneration;
- Link total remuneration to organizational and individual performance and the university's academic, advancement, health care delivery, athletic, research, innovation, business and organizational strategies;
- Clearly communicate the university's main goals and priorities to executives;
- Operate within the constraints of the university's budget and financial resources; and
- Ensure compliance with applicable laws and regulations.

Scope

The Executive Compensation Philosophy and Strategy applies to the positions listed in Appendix A – Board Purview Executive Tiers. An individual who is appointed to one of these positions is considered a Board Purview Executive (executive).

Executive Reward Components

The university offers a variety of means to attract, retain, and reward executives in an appropriate, reasonable, and market competitive manner. For purposes of this document, the following definitions apply:

Base salary is the foundation of an executive's total remuneration opportunity. It is determined based on the executive's position, responsibilities, experience, specialized knowledge, skills, accomplishments, performance, and relative value to the university.

• A base salary change is determined annually based on institutional performance, the competitive market and the university's overall financial climate.

Incentives play a significant role in an executive's total remuneration opportunity and are intended to incentivize performance, and reward achievement of both individual goals as well as the achievement of the university's organizational goals. Depending on the position, an executive's incentive pay may be based on individual goals that relate to university objectives and/or overall university performance. Incentives may relate to annual (short-term) and/or multi-year (long-term) performance and performance periods.

Total cash compensation refers to base salary plus incentives.

Benefits, including perquisites, are an important and competitive element of an executive's total remuneration opportunity. The university provides an array of comprehensive and competitive benefit programs for its executives and their families, including health, retirement, life insurance, and disability coverage, as well as tuition benefits, paid time off, and other supplemental executive benefits important in recruiting and retaining desired talent. Supplemental executive benefits and perquisites are designed to be strategic and flexible and are considered a part of total remuneration. Benefits and perquisites for executives are reviewed periodically and targeted to be competitive in the market(s) in which the university competes for talent.

Total remuneration refers to total cash compensation plus all employer-provided benefits and perquisites that may be awarded to, earned by, or paid to an executive.

Comparison Markets

A key principle and objective of the university's executive compensation strategy is to provide total remuneration that is competitive in the appropriate external labor markets.

- The university's comparison markets (also referred to as peers) for identified executive positions include certain academic institutions, healthcare organizations, and athletic peers.
- The comparison markets are reviewed regularly and may periodically change to reflect fluctuations in the external labor market.
- The Talent, Compensation and Governance Committee (the committee) of the Board of Trustees (the board) is responsible for the regular review of the comparison markets, as noted in Appendix B - Board Purview Executive Comparison Markets.

Pay Positioning

When determining the value of a position in the relevant labor market, the university generally targets the market median or 50th percentile. For executive positions, Human Resources provides the committee with information on the 25th, 50th, and 75th percentiles of market for base salary, total cash compensation, and total remuneration.

As illustrated in the chart below, the university determines where an individual executive's base salary, total cash compensation and total remuneration are positioned relative to the market. An executive's pay position is impacted by the qualifications, experience in a comparable role and performance of the executive, as well as organizational factors and market conditions. The university's executives are normally paid between the 25th and the 75th percentile of the comparison market.

25 th Percentile	50 th Percentile	75 th Percentile
Less Experienced	Executive's Qualifications	Highly Experienced
Emerging Performer	Performance History	Seasoned Performer
Less Critical	Strategic Importance of Role	Highly Critical
Abundant/Easy	Market for Talent & Difficulty to	Replace Scarce/Difficult
Limited	Leadership & Future Succession	on Potential High

To recruit or retain executives in highly market sensitive positions, it may be necessary in certain extraordinary circumstances to provide compensation which would place an executive outside these guidelines.

Performance Measurement and Goal Setting

The university believes in a high-performance culture that is supported and modeled by its executives where compensation actions are determined based on achievement of results compared to established goals.

The performance process for executives will utilize a documented framework for goal setting and performance reporting and evaluation. Goals will align with the university's strategic direction and objectives and will include specific metrics. The executive's performance will be assessed annually and consider the executive's annual results as well as progress towards long-term strategic objectives.

Executive Compensation Responsibilities

- Responsibility for executive compensation administration is shared among the board, the committee, the president, the provost, the chancellor, human resources, and legal.
- The committee reviews and recommends the total remuneration of the president, establishes the president's performance goals and expectations, and assesses the president's performance, in each case, subject to approval by the board.
- Other individuals, in addition to the committee and including the chancellor, provost, and president, recommend or approve base salary and various awards and perquisites for executives in accordance with Appendix C – Decision Rights.
- The committee of the board has the authority to oversee adjustments made to Appendices A through C as it deems appropriate.

Appendix A - Board Purview Executive Tiers¹

Tier I	President
Tier II	Executive Vice President and Provost
	Executive Vice President and Chancellor for Health Affairs
	Executive Vice President for Research, Innovation and the Knowledge
	Enterprise
	Senior Vice President for Business & Finance and Chief Financial Officer
	Senior Vice President for Marketing and Communications
	Senior Vice President and General Counsel
	Senior Vice President for Administration and Planning
	Senior Vice President for Advancement
	Senior Vice President for Student Life
	Senior Vice President for Talent, Culture and Human Resources
	Senior Vice President and The Wolfe Foundation Endowed Athletics Director
	Vice President and Chief Financial Officer of OSUWMC
	Chief Operating Officer of the OSUWMC
	Vice President and Chief Investment Officer
	Secretary of the Board of Trustees
Tier III	Head Coach, Football
	Head Coach, Men's Basketball
	Head Coach, Women's Basketball
Tier IV	Chief Executive Officer of James Cancer Hospital and Solove Research
	Institute
	Deputy Chief Financial Officer and Vice President Operations, Business and
	Finance
	Medicine, Dean
	Senior Advisor to the President
	Chief of Staff for the Office of the President
	Treasurer and Vice President Financial Services and Innovation
	Vice President of Government Affairs
	Vice President and Chief Information Officer
Tier V	Arts and Sciences, Executive Dean
	Business, Dean
	Dentistry, Dean
	Education and Human Ecology, Dean
	Engineering, Dean
	Food, Agricultural, and Environmental Sciences, Dean
	Graduate School, Dean
	Health Sciences, Executive Dean
	Law, Dean
	Libraries, Vice Provost and Dean
	Lima, Dean
	Mansfield, Dean/Director

Newark, Dean/Director
Nursing, Dean
Optometry, Dean
Pharmacy, Dean
Professional Cluster, Executive Dean

Public Affairs, Dean Public Health, Dean

Marion, Dean/Director

Regional Cluster, Executive Dean

Social Work, Dean

Undergraduate Education, Dean

Veterinary Medicine, Dean

¹ For purposes of this document, an individual holding an interim appointment in one of the positions outlined in Tiers I-V is considered a Board Purview Executive

Appendix B - Board Purview Executive Comparison Markets

Peer groups for executive compensation are used to capture data from a range of organizations that are similarly situated in terms of structure, size, and complexity. Peer institutions and organizations are generally between one-half to two times the size of the university.

- Academic peers are based on the university's historical sourcing of talent comparability standards that include the institution's size, complexity, academic stature, and whether the institution has a medical school or an academic medical center.
- Healthcare peers are based on the organization's historical sourcing of talent, as well as comparability standards that include the organization's size, complexity, and stature, and whether the organization is a fully integrated health system.
- Athletic peers are based on the university's historical sourcing of talent, as well as athletic comparability standards. These institutions have significant overlap to academic peers and include high-profile athletics programs.
- General industry peers are those employers of comparable size from a variety of industries. Market data from general industry peers is used for shared services roles in which the university competes for talent with employers outside of higher education and health care.

Primary Academic Peers

Public Universities

Arizona State University

Georgia Institute of Technology

Indiana University

Michigan State University

Pennsylvania State University

Purdue University

Rutgers University

University of California, Berkeley

University of California. Irvine

University of California, Los Angeles

University of California, San Diego

University of California, San Francisco

University of Colorado

University of Florida

University of Georgia

University of Illinois

University of Iowa

University of Maryland

University of Michigan

University of Minnesota

Offiversity of Millineson

University of Nebraska

University of North Carolina

University of Pittsburgh

University of Texas

University of Virginia

University of Washington

University of Wisconsin

Private Universities

Case Western Reserve University

Duke University

Emory University

Johns Hopkins University

Northwestern University

Stanford University

University of Chicago

University of Miami

University of Southern California

Vanderbilt University

Washington University, St. Louis

Appendix C - Decision Rights

Definitions:

Manage	Administer the program
Informed	Kept apprised of outcome
Consult	Provide input or analysis
Recommend	Initiate and recommend an action
Approve	Provide final approval

Action	Board of Trustees	Talent, Compensation & Governance Committee	President	Provost	Chancellor	Human Resources/ Legal
Executive compensation philosophy and strategy	Approve	Consult/ Recommend	Consult			Consult/ Manage
Tier I employment terms, performance reviews, compensation actions	Approve	Consult/ Recommend				Consult/ Manage
Tier II & III employment terms, compensation actions	Approve	Consult/ Recommend	Consult			Consult/ Manage
Tier IV employment terms, compensation actions	Informed	Informed	Approve	Consult/ Recommend	Consult/ Recommend	Consult/ Manage
Tier V employment terms, compensation actions	Informed	Informed	Approve	Consult/ Recommend	Consult/ Recommend	Consult/ Manage

Notes:

- * President and Committee approval required for:
 - Tier IV and V and other highly-compensated faculty and staff whose total cash compensation exceeds the Internal Revenue Code (IRC) Section 401(a)(17) limit (indexed and subject to change annually; \$290,000 for 2021)
 - Physicians whose base salary is \$500,000 or greater

Human Resources provides the committee a regular report of total cash compensation for board purview executives as well as other highly-compensated faculty, staff, and physicians as detailed above.

The direct supervisor of the leader is responsible for establishing performance goals and assessing the leader's performance.

THIRD AMENDMENTS TO THE OHIO STATE UNIVERSITY RETIREMENT CONTINUATION PLANS AMENDED AND RESTATED EFFECTIVE AS OF FEBRUARY 1, 2016

Synopsis: Approval of the Third Amendments to The Ohio State University Retirement Continuation Plan and The Ohio State University Retirement Continuation Plan II (the "Plans" or "RCP" and "RCP II," respectively) is proposed.

WHEREAS the RCP was established effective July 1, 2001, and the RCP II was established effective September 1, 2012; and

WHEREAS the Plans were most recently amended and restated effective as of February 1, 2016, and were subsequently amended effective as of February 1, 2016 and January 1, 2020; and

WHEREAS pursuant to Section 15.01 of each Plan, the university desires to make amendments available to the Plans under the SECURE Act and make certain other discretionary changes:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees approves that the Third Amendment to the RCP, in the form attached hereto as Exhibit A, and the Third Amendment to the RCP II, in the form attached hereto as Exhibit B, be and hereby are adopted effective as stated therein; and

BE IT FURTHER RESOLVED, That the Senior Vice President for Business and Finance and Chief Financial Officer is hereby authorized to execute the Third Amendment to the RCP and RCP II and any other agreements, certificates, instruments, documents, or conveyances necessary to effectuate or carry out the purpose and intent of the amendment.

Approval of the Third Amendments to The Ohio State University Retirement Continuation Plan and The Ohio State University Retirement Continuation Plan II

Summary

Background on the Plans:

The Retirement Continuation Plan and the Retirement Continuation Plan II (each, a "Plan" and, collectively, the "Plans") are maintained for faculty and staff members whose retirement contributions to the state retirement systems (OPERS, STRS) or alternative retirement plan (ARP) are limited under IRS rules and whose compensation, as determined by the University, exceeds those IRS limits. The Plans are "taxqualified" retirement plans – i.e., participants do not pay income taxes on their contributions or accounts until those balances are distributed.

Summary of Changes:

Each Plan is being amended to:

- Expand Eligibility for Participation. Historically, the University designates the employees who may participate in either the RCP or RCP II. Once an employee participates in the RCP or RCP II, the employee remains in that Plan and may not become a participant in the other Plan. Amendment Three to each Plan allows certain participants to maintain accounts in both the RCI and RCP II, as designated by the University. The Amendments allow for more flexibility in the employer-employee relationship for certain executives. The effective date of the amendment is pre-dated to March 1, 2021 to accommodate ongoing arrangements with executives.
- Document CARES Act Distributions and Required Amendments. The Coronavirus Aid, Relief and Economic Security ("CARES") Act allowed retirement plans to accommodate some distributions during 2020 due to the Coronavirus pandemic. Specifically, the Plans were not required to make Required Minimum Distributions ("RMDs") in 2020 to former participants age 70 ½ and older; this amendment is required to memorialize this 2020 RMD relief. The amendments also allow the Plans to comply with RMDs for beneficiaries in 2021 and after, which require the Plans to complete account distributions to beneficiaries within the 10 years following the participant's death. The Plans were already amended to commence RMDs at the higher age of 72 for distributions during and after 2021.

The amendment of each Plan has been approved by the Office of Human Resources, the Office of Legal Affairs and outside counsel.

Purpose of the Resolution for each Plan:

- Approve the Third Amendment for each Plan, effective as of March 1, 2021; and
- Authorize the Senior Vice President for Business and Finance and Chief Financial Officer to sign the amendment and any other documents needed to effectuate or carry out the resolution.

EXHIBIT A

THIRD AMENDMENT TO THE OHIO STATE UNIVERSITY RETIREMENT CONTINUATION PLAN AMENDED AND RESTATED EFFECTIVE AS OF FEBRUARY 1, 2016

WHEREAS, The Ohio State University ("University") maintains The Ohio State University Retirement Continuation Plan ("Plan");

WHEREAS, the Plan was established, effective September 1, 2012, was most recently amended and restated effective as of February 1, 2016, and subsequently amended effective as of February 1, 2016, and effective as of January 1, 2020; and

WHEREAS, pursuant to Section 15.01(a) of the Plan, the University desires to amend the Plan as described herein; and

NOW, THEREFORE, effective as of March 1, 2021, unless otherwise stated herein (the "Effective Date"), the University hereby amends the Plan as follows:

- 1. Section 5.02 of the Plan is hereby deleted in its entirety and replaced with the following:
 - Section 5.02. Excess Annual Additions. If a Participant has Excess Annual Additions for a Plan Year, an adjustment to comply with this Article shall be made as soon as administratively possible, but no later than the time permitted under Internal Revenue Service guidance: (a) first, to any plan of a Related Employer required to be aggregated with this Plan other than a plan of the University; (b) second, to The Ohio State University Retirement Continuation Plan II; and (c) third, to this Plan.
- 2. Section 10.04 of the Plan is hereby deleted in its entirety and replaced with the following:
 - Section 10.04. Required Minimum Distributions. The provisions of this Section 10.04 take precedence over any inconsistent provisions of the Plan or of any Funding Vehicle. All distributions under this Plan shall be made in accordance with Code Section 401(a)(9), the changes under the Setting Every Community Up for Retirement Enhancement Act of 2019, and the regulations promulgated thereunder, including the incidental death benefit rules under Code Section 401(a)(9)(G).
 - (a) Distributions may only be made over one of the following periods (or a combination thereof):
 - (1) the life of the Participant;
 - (2) the life of the Participant and a designated Beneficiary;

- (3) a period certain not extending beyond the life expectancy of the Participant; or
- (4) a period certain not extending beyond the joint and last survivor life expectancy of the Participant and a designated Beneficiary.
- (b) A Participant's Vested Accounts shall be distributed to the Participant beginning no later than April 1 of the calendar year following the calendar year in which the Participant attains age 70½ (age 72 with respect to a Participant who attains age 70½ after December 31, 2019) or, if later, April 1 of the calendar year following the calendar year that the Participant has a Severance from Employment.
- (c) The Provider(s) shall be solely responsible for complying with the provisions of this Section 10.04. The Provider(s) shall calculate the amounts required to be distributed to a Participant under this Section and notify such Participant of such distributions at least sixty (60) days prior to the date distributions must begin.
- (d) For 2020, unless otherwise provided in the Funding Vehicles, the minimum required distribution requirements set forth in Section 10.04 were satisfied as provided in either paragraph (d)(1) or paragraph (d)(2), as determined by the Provider responsible for the Participant's required minimum distribution:
 - (1) Effective March 27, 2020, or as soon as administratively practicable thereafter, a Participant or Beneficiary who would have been required to receive a required minimum distribution in 2020 (or paid in 2021 for the 2020 calendar year for a Participant with a required beginning date of April 1, 2021) but for the enactment of Code Section 401(a)(9)(I) ("2020 RMDs") and who would have satisfied that requirement by receiving distributions that are either (i) equal to the 2020 RMDs, or (ii) one or more payments (that include the 2020 RMDs) in a series of substantially equal periodic payments made at least annually and expected to last for the life (or life expectancy) of the Participant, the joint lives (or joint life expectancies) of the Participant and the Beneficiary, or for a period of at least ten (10) years ("Extended 2020 RMDs"), will not receive this distribution unless the Participant or Beneficiary chooses to receive the distribution. Participants and Beneficiaries described in the preceding sentence will be given the opportunity to elect to receive the distribution described in the preceding sentence.
 - (2) Effective March 27, 2020, or as soon as administratively practicable thereafter, a Participant or Beneficiary who would have been required to receive a 2020 RMD, and who would have satisfied that requirement by receiving distributions that are (i) equal to the 2020 RMDs or (ii) Extended 2020 RMDs, will receive this distribution unless the Participant or Beneficiary chooses not to receive such distributions.

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Participants and Beneficiaries described in the preceding sentence will be given the opportunity to elect to stop receiving the distribution described in the preceding sentence.

Further, if permitted by the Provider, 2020 RMDs and/or Extended 2020 RMDs will be treated as Eligible Rollover Distributions for 2020.

- 3. Capitalized terms not otherwise defined in this Third Amendment shall have the meanings ascribed to them in the Plan.
- 4. All other terms and conditions in the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the University hereby adopts this Third Amendment effective as the Effective Date.

•	Michael Papadakis Senior Vice President for Business and Finance and Chief Financial Officer
Data	

EXHIBIT B

THIRD AMENDMENT TO THE OHIO STATE UNIVERSITY RETIREMENT CONTINUATION PLAN II AMENDED AND RESTATED EFFECTIVE AS OF FEBRUARY 1, 2016

WHEREAS, The Ohio State University ("University") maintains The Ohio State University Retirement Continuation Plan II ("Plan");

WHEREAS, the Plan was established, effective September 1, 2012, was most recently amended and restated effective as of February 1, 2016, and subsequently amended effective as of February 1, 2016, and effective as of January 1, 2020; and

WHEREAS, pursuant to Section 15.01(a) of the Plan, the University desires to amend the Plan as described herein; and

NOW, THEREFORE, effective as of March 1, 2021, unless otherwise stated herein (the "Effective Date"), the University hereby amends the Plan as follows:

- 1. Section 2.02(p) of the Plan is hereby deleted in its entirety and replaced with the following:
 - (p) "Eligible Employee" means an Employee designated by the Administrator as eligible for Pick-Up Contributions and/or Employer Contributions under the Plan, as set forth in <u>Attachment A</u>. The Administrator shall have the right in its sole and absolute discretion to designate Eligible Employees under the Plan, and to remove Employees from eligibility under the Plan, at any time, which shall be reflected in an updated <u>Attachment A</u>. Notwithstanding the foregoing, an Employee who is a Participant in The Ohio State University Retirement Continuation Plan may be designated by the Administrator as eligible for Employer Contributions only under the Plan, and he or she shall not be eligible for Pick-Up Contributions under the Plan.
- 2. Section 4.02(a) of the Plan is hereby deleted in its entirety and replaced with the following:
 - (a) The University shall make an Employer Contribution on behalf of each Eligible Employee who is a Participant pursuant to Section 3.02 in an amount equal to (i) the amount specified in the Participant's employment contract with the University and/or (ii) a specified percentage of the Participant's Adjusted Compensation, as determined by the University in its sole and absolute discretion prior to the beginning of the Plan Year, provided, however, that in no event shall the same Adjusted Compensation be used in determining Employer Contributions as a percentage of Adjusted Compensation under both the Plan and The Ohio State University Retirement Continuation Plan. In the case of (ii), the specified percentage shall be the same for all Participants or for a reasonable classification of such Participants. The Employer Contribution with respect to each Employee for a Plan Year shall be set forth in Attachment A.

3. Section 10.04 of the Plan is hereby deleted in its entirety and replaced with the following:

Section 10.04. Required Minimum Distributions. The provisions of this Section 10.04 take precedence over any inconsistent provisions of the Plan or of any Funding Vehicle. All distributions under this Plan shall be made in accordance with Code Section 401(a)(9), the changes under the Setting Every Community Up for Retirement Enhancement Act of 2019, and the regulations promulgated thereunder, including the incidental death benefit rules under Code Section 401(a)(9)(G).

- (a) Distributions may only be made over one of the following periods (or a combination thereof):
 - (1) the life of the Participant;
 - (2) the life of the Participant and a designated Beneficiary;
 - (3) a period certain not extending beyond the life expectancy of the Participant; or
 - (4) a period certain not extending beyond the joint and last survivor life expectancy of the Participant and a designated Beneficiary.
- (b) A Participant's Vested Accounts shall be distributed to the Participant beginning no later than April 1 of the calendar year following the calendar year in which the Participant attains age 70½ (age 72 with respect to a Participant who attains age 70½ after December 31, 2019) or, if later, April 1 of the calendar year following the calendar year that the Participant has a Severance from Employment.
- (c) The Provider(s) shall be solely responsible for complying with the provisions of this Section 10.04. The Provider(s) shall calculate the amounts required to be distributed to a Participant under this Section and notify such Participant of such distributions at least sixty (60) days prior to the date distributions must begin.
- (d) For 2020, unless otherwise provided in the Funding Vehicles, the minimum required distribution requirements set forth in Section 10.04 were satisfied as provided in either paragraph (d)(1) or paragraph (d)(2), as determined by the Provider responsible for the Participant's required minimum distribution:
 - (1) Effective March 27, 2020, or as soon as administratively practicable thereafter, a Participant or Beneficiary who would have been required to receive a required minimum distribution in 2020 (or paid in 2021 for the 2020 calendar year for a Participant with a required beginning date of April 1, 2021) but for the enactment of Code Section 401(a)(9)(I) ("2020 RMDs") and who would have satisfied that requirement by receiving distributions that are either (i) equal to the 2020 RMDs, or (ii) one or more payments (that include the 2020 RMDs) in a series of substantially equal periodic payments made at least annually and expected to last for the life (or life expectancy) of the Participant, the joint lives (or joint life expectancies) of the Participant and the Beneficiary, or for a period of at least ten (10) years ("Extended 2020 RMDs"), will not receive this distribution unless the Participant or Beneficiary chooses to receive the

distribution. Participants and Beneficiaries described in the preceding sentence will be given the opportunity to elect to receive the distribution described in the preceding sentence.

(2) Effective March 27, 2020, or as soon as administratively practicable thereafter, a Participant or Beneficiary who would have been required to receive a 2020 RMD, and who would have satisfied that requirement by receiving distributions that are (i) equal to the 2020 RMDs or (ii) Extended 2020 RMDs, will receive this distribution unless the Participant or Beneficiary chooses not to receive such distributions. Participants and Beneficiaries described in the preceding sentence will be given the opportunity to elect to stop receiving the distribution described in the preceding sentence.

Further, if permitted by the Provider, 2020 RMDs and/or Extended 2020 RMDs will be treated as Eligible Rollover Distributions for 2020.

- 4. Capitalized terms not otherwise defined in this Third Amendment shall have the meanings ascribed to them in the Plan.
- 5. All other terms and conditions in the Plan shall remain in full force and effect.

IN WITNESS WHEREOF, the University hereby adopts this Third Amendment effective as the Effective Date.

THE OHIO STATE UNIVERSITY

By:	Michael Papadakis
Title:	Senior Vice President for Business and Finance and Chief Financial Officer
Date:	

Human Resources Summary Report

Talent, Compensation and Governance Committee May 2021

As we conclude the 2020-21 academic year, there are several important updates and key milestones summarized in this overview prepared for the Talent, Compensation and Governance committee of the Board of Trustees, specific to progress in advancing the HR Strategic Plan and related HR Transformation initiatives. There is also an update on the work of HR Return to Campus Task Force.

The strategic priority areas of focus in the HR Strategic Plan 2018-2023 include:

- Talent Management
- HR Excellence
- 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
- o Communication
- o Compliance/Management of Risk
- Culture
- Diversity & Inclusion

Additionally, data and metrics with current analytics, specific to the workforce demographics of the university have been recently updated as of April 5, 2021.

The content outlined in this report is inclusive of HR efforts across all campus locations and the Wexner Medical Center.

Thank you for sharing your insight, interest and as always, your support of the Ohio State community.

Kind regards,

Paul
Paul Patton
Interim Senior Vice President,
Talent, Culture & 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 Management and Learning & Development

Leadership Development and Manager Training Portal

Completed phase one of identifying leadership tiers and behaviors that align with the Shared Values initiative. A comprehensive, multi-modal curriculum cohort experience has been completed and has moved to the virtual classroom design phase.

Socialization and recruitment of the pilot cohort participants will start with the HRBP community, and the learning launch is planned for July 1. A subsequent online portal for manager training will be developed in tandem with the program for ease of accessing just-in-time resources.

Four cohorts a year will participate in tailored learning and development to each staff level – self, managers, organization -- HR can actualize segments of the breadth of tactics under each strategic pillar in the following ways:

Leadership Development:

Develop high performing faculty and staff into leaders and positive influencers.

Inclusive Work

Implement a manager toolkit that empowers leaders to develop inclusive and engaging work environments.

Innovative Workplace Practices

Integrate Wellness initiatives throughout the Employee Lifecycle.

Recruiting & Onboarding

Develop an onboarding process and toolkit that is clear, comprehensive, and uniformly shares relevant communication.

Performance & Growth: Provide leaders with a toolkit for performance and growth.

Staff Development

Nearly 250 staff and manager grants awarded totaling \$174,728 since July 1, 2020.

Executive Onboarding

Transition Acceleration Process (TAP) is Ohio State's executive onboarding program. TAP provided executive onboarding for 6 senior leaders and 7 mid-level leaders.

Executive Performance Management Created and facilitated a process for mid-point performance reviews between the cabinet and the president.

BuckeyeLearn Cornerstone Work

The University Training Content Review (UTCR) panel has started to meet to ensure consistency in large-scale eLearning across Ohio State delivered through BuckeyeLearn. The BuckeyeLearn Training Governance team will be utilizing the Administrative Resources Center (ARC) to house resources for content development. Our Cornerstone relationship continues with a BuckeyeLearn Steering Committee and Cornerstone partnership review scheduled for June 10th, 2021.



HR Excellence

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

HR Service Delivery

Ohio State's Shared Services operation began fielding Workday HR and Payroll questions on Sunday, January 3. The team has worked diligently to solidify the customer service processes implemented in Workday and Service Now, our two new technology platforms. The team received 32,905 phone calls and closed a total of 18,133 cases between January 3 and March 31, 2021.

As planned, the university implemented a hypercare environment to support the integration of the new platforms immediately after go live and through March 31. With that added support, a large percentage of early cases, ~70% were addressed at first point of contact.

Given the feedback and the metrics, the greatest opportunity is in the simplification of certain business processes, ongoing training and some reconsideration of the initial model of HR Shared Services. Initial designs were predicated on heavy adoption of employee and manager self-service. Recognizing that our culture values a high touch experience, we are evolving our approach to meet the needs of our workforce.

We have established regular engagement with key stakeholders across the HR organization to include Payroll, Business Partners, Compensation, Benefits, Absence Management, Talent to ensure that HR Service Delivery is coordinated across the enterprise. There are still significant opportunities to streamline processes and workflows between departments. These types of adjustments were expected as part of year 1 and the focused effort to manage immediate issues, along with a focus on continuous improvement, will enable HR Shared Services to ultimately deliver the expected level of service.

As the university moves to formalize the new data environment in Workday and ServiceNow, our teams continue to prioritize the development and implementation of reporting functionality that supports the business need. To accelerate the team's functionality with Workday analytics, we have invested in a specialist to provide hands on support with the new data analytics platform on a temporary basis.

Opportunity Areas

- Reevaluate roles and security for all Workday HR business processes: The HR Service Delivery model redesigned the Workday business processes based on how the roles would function in the future state model. However, we are discovering there are several challenges with the way the business process has been set up that need to be reevaluated. For example, if we move to more of a high-touch environment, but we have removed access for HR team members to view the necessary information to be able to complete their job, they will not be able to provide the needed support at their work sites. We will continue to focus on improving the efficiency of this model to handle the volume the enterprise is experiencing, and to provide exceptional service to our workforce.
- Employee and Manager self-service and unit work support: The team continues to reevaluate the deployment of employee and manager self-service across the enterprise. Several
 modifications have already been put in place to provide relief in high-volume areas. Additional
 changes are currently being assessed and will be implemented as appropriate.
- Process Improvement: We continue to identify processes across the organization to modify, add, or eliminate to improve efficiency and workforce satisfaction. The various stakeholders meet regularly to review and finalize the most urgent needs/requests to properly prioritize system enhancements. We will continue to leverage this process improvement to deliver the most value to our workforce and refine the efficacy of the service delivery model.



Total Rewards

Ensure competitive Total Rewards while balancing fiscal responsibility.

Career Roadmap

The Ohio State University's Career Roadmap will be a new approach for hiring, managing and developing staff. The scope of Career Roadmap focuses on 28,000 staff positions across the medical center, main campus and regional campuses. Not included are physicians, faculty, executives, athletic coaches, student employees or bargaining unit employees.

Career Roadmap will be implemented in early 2022. The final phase of development will also include significant change management efforts. In spring 2021, leaders are completing their mapping reviews. This process will be followed by an updated cost analysis and preparation for the employee

review period, which will take place throughout fall 2021. The fall review period will enable employees to review and provide feedback on how they have been mapped.

Implementing Career Roadmap will bring visible career paths, market relevance, common language and regulatory compliance to Ohio State's job catalog and compensation structure. The university's current system relies on out-of-date job classification and pay structures — providing poor visibility to the market position of base pay. When fully implemented, Career Roadmap will help attract and retain the Ohio State workforce of the future.

The pay ranges in the catalog will be reviewed annually, informed by industry-leading market research, and updated as appropriate to maintain relevancy. Standardized pay ranges and job functions will foster equity across colleges and units.

Efforts to update Ohio State's compensation practices and bring consistency to the organization will represent change for numerous stakeholders. We expect interest and concern across the organization as the new pay ranges, new titles and FLSA changes are shared and discussed more broadly.

We appreciate the Board's continued commitment to this initiative and its support of these changes as a university talent strategy.



HR Spotlight: HR Return to Campus Task Force

The HR Return to Campus Task Force was established to provide guidance, tools and support to campus leaders, managers and employees as the university looks to return more of the workforce to campus for the Autumn semester 2021.

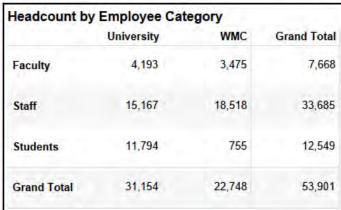
The Task Force intends to provide guidance, education, and resources to university leaders, supervisors and employees on all topics related to returning to campus including working on site post-COVID, flexible work arrangements and leading effectively in remote and hybrid work environments.

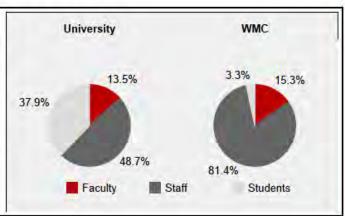
The HR Return to Campus Task Force is comprised of four committees which focus on:

- Workplace Flexibility/Flexible Work Options
- Benchmarking and Long-term Policy Implications
- Benefits and Leave
- Change Management and Communications

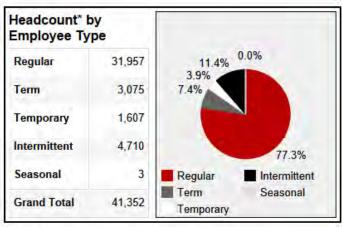
The HR Task Force recommends that all guidance be shared primarily on the university's Safe and Healthy website. Updates and additional guidance will be posted on that website through the spring and summer for implementation by the Autumn semester 2021.

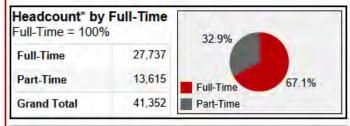
Summary of Total University Employee Headcount

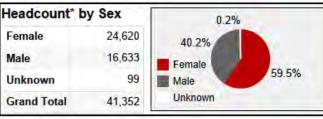


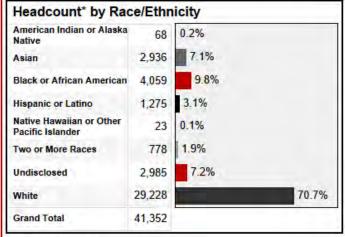


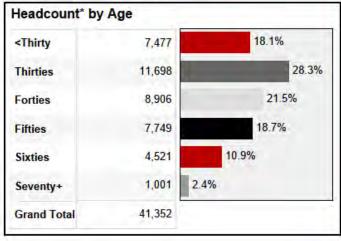
Headcount by Job Family Group 16.6% Academic 7,668 3,159 8.0% Classified 0.1% **Executives Board Purview** 51 0.3% 128 Executives Non-Board Pu., 0.0% Nonemployee 854 Post Doctoral 618 1.6% 12.549 12.2% Students 47.0% Unclassified 22,830 14.1% Unions 6,045 **Grand Total** 53,901











^{*} Excludes students Data extract date: 4/5/2021 2:53:27 PM