

**WEDNESDAY, AUGUST 18, 2021**  
**TALENT, COMPENSATION & GOVERNANCE COMMITTEE MEETING**

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

Location: Public Session available via Livestream

11:00am-12:30pm

**Executive Session**

11:00-11:45am

**Public Session**

*ITEMS FOR DISCUSSION*

1. *Annual Trustee Ethics Training – Ms. Anne Garcia, Mr. Gates Garrity-Rokous, Ms. Jessica Tobias* 11:45am-12:15pm
2. *Key Critical Searches – Mr. Paul Patton* 12:15-12:20pm

*ITEMS FOR ACTION*

12:20-12:30pm

3. Approval of May and July 2021 Committee Meetings Minutes – Dr. Hiroyuki Fujita
4. Amendments to the *Statement of Expectations* – Dr. Hiroyuki Fujita
5. Amendments to the *Bylaws of the Board of Trustees* – Dr. Hiroyuki Fujita
6. Ratification of Committee Appointments 2022-23 – Dr. Hiroyuki Fujita
7. Approval of Personnel Actions – Mr. Paul Patton
8. **Hand-Carry:** Presidential Review and Compensation – Dr. Hiroyuki Fujita
9. **Hand-Carry:** Approval of Presidential Goals – Dr. Hiroyuki Fujita

*Written Report (Background Only) – Human Resources Summary*

# Ohio Ethics Law

Anne K. Garcia

Senior Vice President and General Counsel

Gates Garrity-Rokous

Vice President and Chief Compliance Officer

Jessica L. Tobias

Ethics Director and Compliance Investigator

# Goals & Agenda

## Goals

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

## Agenda

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

# Ohio Ethics Law Introduction

## Applies to:

- Public officials and employees, including university Trustees

## Based on:

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

## Consequences:

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

# Ohio Ethics Law Key Concepts

## Conflicts of Interest

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

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

## Public Contracts

(R.C. 2921.42)

- Prohibits trustees from using influence to secure public contracts for themselves, family, or business associates
- Prohibits trustees from having a financial or fiduciary interest in a public contract

## Post-Service Restrictions

(R.C. Chapter 102)

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

# Other Important Concepts

## Supplemental Compensation (R.C. 2921.43)

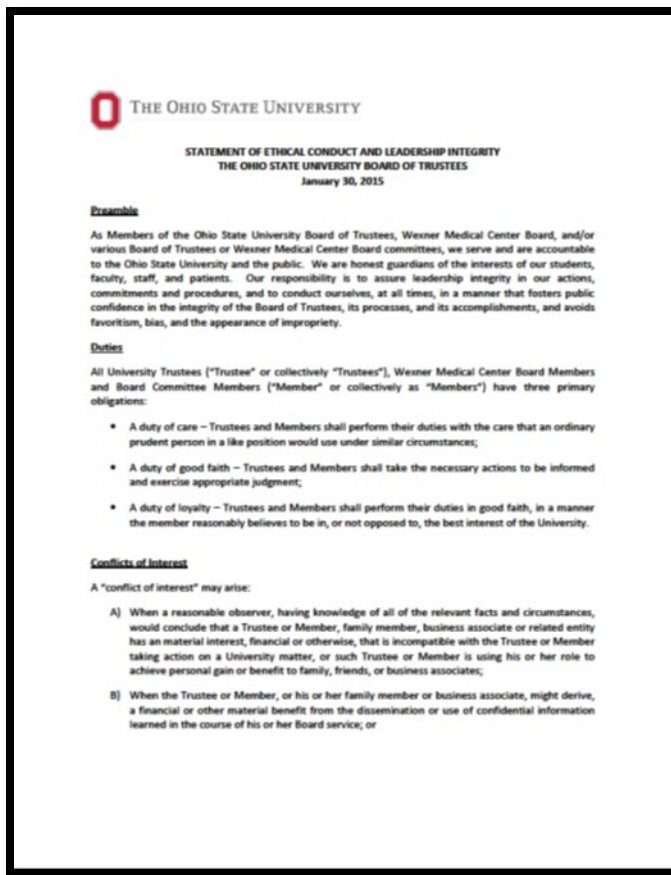
- Prohibits trustees from accepting compensation, other than from the university, for the performance of their duties

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

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

# Board Ethics Statement and Protocol

## Statement of Ethical Conduct and Leadership Integrity



# Board Ethics Statement and Protocol

## Resources Available to Trustees

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



# Required Reporting

- Ohio Ethics Commission Financial Disclosure Statement
- Department of Defense – Consultancies with Foreign Persons

**Form No. DEC-2017**  
OHIO ETHICS COMMISSION  
**FINANCIAL DISCLOSURE STATEMENT**  
This statement is to be filed in 2018  
Financial information for calendar year 2017

**SECTION A. PERSONAL CONTACT INFORMATION**

Last Name: \_\_\_\_\_ First Name: \_\_\_\_\_ SSN: \_\_\_\_\_  
 Address: \_\_\_\_\_ City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_  
 County: \_\_\_\_\_ E-mail address: \_\_\_\_\_ Phone: \_\_\_\_\_

**SECTION B. STATUS (check all that apply)**

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

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

**FOR OFFICIAL USE ONLY**

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

Position/Title (Example: council member, sheriff, board member, or job title): \_\_\_\_\_  Seeking  Held  
 Public entity you serve in 2018, served in 2017, or will serve if elected: \_\_\_\_\_  
 Public Salary: Start Date: \_\_\_\_\_ End Date: \_\_\_\_\_  
 Uncompensated  
 Less than \$18,000  
 \$18,000 or more

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

Position/Title (Example: council member, sheriff, board member, or job title): \_\_\_\_\_  Seeking  Held  
 Public entity you serve in 2018, served in 2017, or will serve if elected: \_\_\_\_\_  
 Public Salary: Start Date: \_\_\_\_\_ End Date: \_\_\_\_\_  
 Uncompensated  
 Less than \$18,000  
 \$18,000 or more

**FOR OHIO ETHICS COMMISSION USE ONLY**

Walk-in  Filer has answered every required question. Date incomplete form returned to filer: \_\_\_\_\_  
 In-person  Filer has not answered these questions: \_\_\_\_\_ Date completed form returned to DEC: \_\_\_\_\_  
 By Check

Rev'd by: \_\_\_\_\_ Page 1 of 4

**Instructions:**

**DoD Required:**

**Overview:**  
Ohio State is required to obtain consultants for, any foreign person with which you hold a position.

**Reporting Requirement:**  
Your reporting will be made to enables our work on national compliance with 32 CFR Part 11.

Your reporting information will Pertaining to Foreign Interests, governing body), officers, executives, any positions with, or serve as a

"Foreign Person" is defined by 32 CFR 11.101(a)(2) as any foreign corporation, business, incorporated or organized to do business with, or any agency of a foreign government.

**Reporting Information:**  
Please provide the following information:

- The name of the person
- The title of the person
- The location where the person is located (e.g., Switzerland)
- The physical location of the company (e.g., company)
- Your citizenship (if applicable)
- Your immigration status (if applicable)

The SF-328 attachment contains instructions and records requests under the Freedom of Information Act.

**Contact Information:**  
Please direct your questions and comments to:

Melissa J. Shaw, MS, JD, SP®  
Senior Facility Security Officer  
Office of Secure Research  
Email: mshaw330@osu.edu  
Phone: (614) 292-1954

# Questions?



**OHIO ETHICS COMMISSION**

William Green Building  
30 West Spring Street, L3  
Columbus, Ohio 43215-2256  
Telephone: (614) 466-7090  
Fax: (614) 466-8368

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

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***OHIO ETHICS LAW MEMORANDA FOR  
TRUSTEES OF PUBLIC COLLEGES AND UNIVERSITIES***

**I. INTRODUCTION TO THE ETHICS LAW AND RELATED STATUTES**

This handout contains general information about the Ohio Ethics Law and related statutes (Chapter 102. and Sections 2921.42, 2921.421, and 2921.43) as they apply to individuals serving as trustees of state colleges and universities. To assist you, this handout outlines, in general terms, your responsibilities under the Ethics Law and related statutes.

The prohibitions of the Ethics Law and related statutes protect both individuals who serve in public positions and the general public. The law includes requirements for financial disclosure by trustees of public colleges and universities, as well as general provisions that condition the conduct of public officials and employees to help protect against conflicts of interest.

- A. Intent:
  - To prevent public officials and employees with conflicts of interest from acting on those conflicts
  - To provide remedies of education, advice, and enforcement
  
- B. Application:
  - All public officials and employees at every level of government in Ohio, and those who do business with them
  - All trustees of state public colleges and universities are public officials and are, therefore, subject to Ohio's Ethics Law.
  - Limited exception for teachers and other educators with no administrative responsibilities [Ohio Revised Code ("R.C.") 102.01 (B)]
  
- C. Ohio's Ethics Law:
  - Found in Chapter 102 of the Revised Code
  - Related statutes are R.C. 2921.42 and R.C. 2921.43

**II. THE OHIO ETHICS COMMISSION**

- A. History
  - Post-Watergate enactment in 1973 [H.B. 55, effective 1/1/74]
  
- B. Purpose
  - Requiring personal financial disclosure
  - Imposing **criminal** penalties for unethical conduct
  - Establishing uniform review of questions by statewide commissions of the three branches of government

- C. Composition of the Ethics Commission
  - Six **bi-partisan** members
  - Appointed by Governor, confirmed by Senate
  - Staggered, 6-year terms
  - Compensated \$75 per meeting, up to \$1800 per year
  
- D. Authority of the Ethics Commission
  - Administers Ethics Law (R.C. 102) and related statutes (R.C. 2921.42 and 2921.43) for all public officials and employees at the state, county, municipal, township, and other levels of government *except*:
    - a. Judges and judicial employees [Contact the Board of Commissioners on Grievances and Discipline of the Supreme Court at (614) 644-5800]
    - b. State legislators and legislative employees [Contact the Joint Legislative Ethics Committee at (614) 728-5100]

### III. RESPONSIBILITIES AND PROCESSES OF THE COMMISSION

- A. General Duties - Five Major Responsibilities
  1. Public Information
  2. Advice
  3. Investigation and Referral for Prosecution
  4. Financial Disclosure
  5. Legislation
  
- B. Public Information – R.C. 102.08.
  1. Organize and provide training and information sessions regarding conflicts of interest and financial disclosure
    - Presented 137 educational sessions throughout the state in 1997
    - Sessions given by the Commission are free of charge
  2. Create and distribute informational materials regarding Ohio’s Ethics Law
  3. Provide a master copy of the Ethics Law to agencies for distribution
  4. Maintain website of electronic information [<http://www.ethics.ohio.gov>]
  
- C. Advice – Render Advisory Opinions – R.C. 102.08.
  1. The law provides assistance to you as a public official from the Ethics Commission through written advisory guidance to answer your questions about the specific application of the Ethics Law to future actions. You are encouraged to ask questions and we will do our best to answer them.
  2. Please do not hesitate to call or write to our office at the telephone and address above.
  
- D. Investigation – R.C. 102.06.
  1. Authority – Analogous to specialized grand jury
  2. **Confidential process** – Commission is prohibited by law from disclosing any information about investigations *except*:
    - a. Commission may publicly comment that a complaint has been referred to a prosecutor if no action has been taken within 90 days of the referral
      - Commission cannot comment regarding the merits of its findings
    - b. Accused can request disclosure of a complaint, if the accused has successfully defended the complaint

3. Resolution Authority – After consultation with the accused, the person filing the complaint, and any other person the Commission considers necessary, the Commission or a prosecutor may agree to settle a charge with the accused.
  4. Demand exceeds resources:
    - a. An estimated 18,000 elected office holders and 500,000 public employees subject to authority
    - b. As a result, commission must weigh the relative severity of allegations in order to prioritize which will be investigated
- E. Financial Disclosure – R.C. 102.02.
1. All state college and university trustees are required to file individual financial disclosure statements with the Ethics Commission by April 15th of each year.
  2. These statements aid trustees in identifying financial interests they hold that may present conflicts of interest for them in the performance of their public duties.
  3. The Ethics Commission provides financial disclosure statements to college and university trustees by February 15th of each year.
  4. Financial disclosure statements reflect the entire preceding year's financial interests held by the filer, even if the trustee did not serve during the preceding year.
  5. College and university trustees are required to disclose:
    - Sources of income of over \$500;
    - Sources of gifts of over \$500 (excluding most family members, but including spouses);
    - Investments over \$1000;
    - Debtors and creditors over \$1000;
    - Most ownership and leasehold interests in real property, located in Ohio.
  6. Statements filed by trustees of public colleges and universities are confidential except for any part of the disclosure that reveals a potential conflict of interest. Each confidential statement is individually reviewed by the Ethics Commission to identify sources of potential conflict. These may include a trustee's financial interests, because a trustee may not use his authority to affect his own interests if they have business or regulative relationships with the college or university.
  7. The General Assembly has mandated timely compliance with the deadline. As a result, the Ethics Commission will assess a late filing fee of \$10 per day, up to a total of \$250.00, against individuals who fail to file statements by the deadline.
- F. Legislation – R.C. 102.08.
- Recommend legislation relating to ethics, conflicts of interest, and financial disclosure
  - Recent examples:
    - H.B. 300 in 1986
    - H.B. 285 in 1994

#### IV. SUBSTANTIVE PROVISIONS OF THE ETHICS LAW AND RELATED STATUTES

**General Rule – Whenever the personal financial or fiduciary interests of a public official or employee, his family, or his business associates are involved in a situation before the official or employee, there is an ethics issue.**

In addition to financial disclosure requirements, the Ohio Ethics Law contains provisions regarding the private activities of public officials. These provisions deal with four general areas: conflicts of interest; public contracts (including nepotism) and public investments; post-employment, confidentiality, and representation; and, supplemental compensation. These general restrictions are summarized below.

- A. **Conflict of Interest – R.C. 102.03 (D), (E), (F).**
1. A trustee of a public college or university is prohibited from taking any action, including voting, discussing, deliberating, and formally or informally lobbying, on any matter where the official, his family, his business associates, or others with whom he has a relationship that would affect his objectivity, would receive anything of substantial value [102.03 (D)].
    - a. R.C. 102.03 (D) prohibits a public official from using his authority to secure anything of value that could have a substantial and improper influence upon the official in the performance of his duties. This section prohibits any formal or informal action in a matter where a substantial thing of value may benefit the official, his family, or his business associates.
    - b. The law defines “**anything of value**” to include money, goods, chattels, future employment, interests in realty, and "every other thing of value."
  2. A trustee of a public college or university is prohibited from accepting or soliciting anything of substantial value, including gifts, travel, meals, and lodging payments, and consulting fees, from improper sources including parties that are doing or seeking to do business with, regulated by, or interested in matters before the board or commission she serves [R.C. 102.03 (D) and (E)].
    - a. R.C. 102.03 (E) prohibits a public official from merely soliciting or accepting anything of value if the thing of value could have a substantial and improper influence upon the public official in the performance of his duties.
    - b. “Anything of value” could have a **substantial** influence upon a public official if the thing has a substantial value. The Ethics Commission has stated, for example, that season tickets for a professional sports team have a substantial value and cannot be provided to a public official by a party doing business with or regulated by the public agency [[OEC Adv. Op. No. 95-001](#)].
    - c. A thing of value could have an **improper** influence upon a public official if it is provided by a source that has a direct relationship with the public agency served by the official. Those sources, which are “improper” because of their relationships with a public agency, include parties doing or seeking to do business with, regulated by, or interested in matters before the public agency. Those “interested in” matters might include an association of parties doing business with the public agency.

3. The law also **prohibits a private party, or any person**, from promising or giving anything of value to a public college or university trustee if the thing of value could have a substantial and improper influence upon the public official or employee in the performance of his duties [R.C. 102.03 (E); [OEC Adv. Op. No. 90-001](#)].
  - a. One example of a situation where these restrictions have been applied is travel, meals, and lodging. A public college or university trustee is prohibited from accepting travel, meals, and lodging, from any improper source, which would include parties that are doing or seeking to do business with, regulated by, or interested in matters before the public agency [[OEC Adv. Op. No. 89-014](#)]. A trustee is also prohibited from accepting or using any frequent flyer benefits accrued while in the course of travel in his official capacity, unless the benefits are used in official travel [[OEC Adv. Op. No. 91-010](#)].

**B. Public Contract Restraints - R.C. 2921.42; R.C. 102.04.**

1. A trustee of a public college or university is prohibited from authorizing or using his position to secure authorization of a public contract for himself, a member of his family, or a business associate [R.C. 2921.42 (A)(1)].
  - a. A “**public contract**” is any purchase or acquisition of any property or services, including employment, and casual, as needed purchases, and any design, construction, alteration, repair, or maintenance of any public property [2921.42 (G)(1)].
  - b. The Commission has stated that a prohibited “**interest**” in a public contract must be definite and direct, and may be either pecuniary or fiduciary [[OEC Adv. Op. No. 78-005](#)].
  - c. The term “**a member of his family**” includes, but is not limited to, a spouse, parent, grandparent, child, grandchild, or sibling. It also includes any other person related by blood or marriage to the public official and residing in the same household with the official [[OEC Adv. Op. No. 80-001](#); *Walsh v. Bollas*, 82 Ohio App. 3d 588 (Lake County 1992)].
  - d. A “**business associate**” is a person with whom a public official is engaged in an on-going business enterprise, such as a partner in a partnership, a co-owner of a business, or an outside, private employer [[OEC Adv. Op. No. 92-003](#)].
2. A trustee of a public college or university is **prohibited from profiting from** a public contract he approved, or that was approved by the board of trustees of which he is a member, even if he abstains from the approval, unless the contract was competitively bid and awarded to the lowest and best bidder [R.C. 2921.42 (A)(3)]. This restriction applies while the official is connected with the public college or university, and for one year after he leaves his position.
  - a. This section prohibits a member of a governing board, such as a college or university board of trustees, for one year from the time he leaves his position, from accepting employment with his public agency, if the employment was authorized or the position was created during his service. R.C. 102.03 (D) (discussed above) also prohibits a member of a governing board from using his position to secure employment from the public agency he serves [[OEC Adv. Op. No. 87-008](#)]. These restrictions do not mean that a former college or university trustee is prohibited from securing employment with the college or university he had served, so long as the board of trustees did not create the position or authorize the employment

during his service, and the former trustee did not seek the employment opportunity until after he left the position of trustee.

3. **Nepotism**

- a. A trustee of a public college or university is prohibited from authorizing the hire of, or using his authority to secure the hire of, or employment benefits for, any member of his family (parents, grandparents, children, grandchildren, spouse, siblings, or any person related by blood or marriage and residing in the same household) [R.C. 2921.42 (A)(1)].

4. **Improper Interest in Public Contracts**

- a. A trustee of a public college or university is prohibited from having an interest in the profits or benefits of a public contract entered into by the institution with which he is connected [R.C. 2921.42 (A)(4)]. The term "connected with" has been defined by the Commission as being related to or associated with the institution [[OEC Adv. Op. No. 87-002](#), [89-004](#), [90-007](#)].

i. **EXEMPTION:** A trustee of a public college or university is not considered to have an interest in a public contract entered into by his college or university with a private corporation if his interest in the corporation is limited to being a stockholder of less than five percent or a creditor of **less than five percent** [R.C. 2921.42 (B)].

ii. **EXEMPTION:** A trustee of a public college or university is not prohibited from having an interest in a public contract entered into by the college or university he serves so long as: (1) the purchase is a necessary purchase; (2) the goods or services are unobtainable elsewhere for the same or lower cost, or are furnished as part of a continuing course of dealing started prior to the trustee's connection with the college; (3) the service provided is the same as or better than the service provided to other clients or customers; and (4) the public official does not participate, the contract is at arms length, and the college or university has full knowledge of the board member's interest [R.C. 2921.42 (C)].

iii. The application of these two exemptions is dependent upon the facts.

Please contact the Ethics Commission for further information.

- b. A trustee of a state college or university is prohibited from authorizing investments, or employing authority to secure investments of public funds in any security, if he, a member of his family, or any of his business associates either has an interest, is an underwriter, or receives any brokerage, origination, or servicing fees [R.C. 2921.42 (A)(2); [State v. Strabala](#) (1993)].

5. **Sale of Goods**

- a. A trustee of a state college or university is prohibited from selling any goods or services to any state entity, except through competitive bidding or as provided by exemption [R.C. 102.04 (B)].

i. **EXEMPTION:** Sales to state agencies other than the college or university served are exempted when the trustee completes and files a disclosure of the sale of goods or services, as described in R.C. 102.04 (D), before entering into the sale. The trustee must file the disclosure with the college or university he serves, the state entity to which the sale will be made, and the Ethics Commission [R.C. 102.04 (D)].



C. **Post-Employment Restrictions – R.C. 102.03(A), (B); 102.04(A),(C).**

1. **General Revolving Door – R.C. 102.03(A):**

A trustee of a state college or university is prohibited, during public service and for **one year** thereafter, from representing anyone, before any public agency, on any matter in which he personally participated while he was a member of the board of trustees. For some matters, the prohibition remains in effect for two years [R.C. 102.03 (A)].

- a. A “**matter**” is any case, proceeding, application, determination, issue, or question [R.C. 102.03 (A)(5)].
- b. “**Personal participation**” is any decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion [R.C. 120.03 (A)(1)]. Supervision of another public official or employee can be, but is not always, personal participation [[OEC Adv. Op. No. 91-009](#)].
- c. “**Representation**” is defined as any formal or informal appearance before, or any written or oral communication with, any public agency [102.03 (A)(5)]. “Representation” includes preparing documents, regardless of whether the individual himself signs them, or they are signed by someone else [[OEC Adv. Op. No. 86-001](#)]. The restriction applies even if the represented party is another public agency [[OEC Adv. Op. No. 93-011](#)]. The restriction does not apply to behind-the-scenes consultation with a client or new employer [[OEC Adv. Op. No. 92-005](#)].

2. **Representation – R.C. 102.04 (A).**

- a. A trustee of a public college or university is prohibited from receiving compensation except from the institution of higher education he serves for any service **rendered personally** on any case, application, or other matter before any state entity, except as provided by exemption [R.C. 102.04 (A)]. Ministerial matters like tax preparation and filing incorporation papers are removed from the restriction [R.C. 102.04 (F); [OEC Adv. Op. No. 89-016](#)].
  - i. **EXEMPTION:** Receiving compensation for providing services on matters pending before state agencies other than the institution of higher education served is exempted when the official completes and files a disclosure, as described in R.C. 102.04 (D), before performing the personal services. The trustee must file the disclosure with the college or university he serves, the state entity to which the sale will be made, and the Ethics Commission [R.C. 102.04 (D)].

3. **Confidentiality – R.C. 102.03 (B).**

- a. A trustee of a state college or university is prohibited from disclosing or using confidential information acquired in his state position, without appropriate authorization. There is no time limit on this restriction [R.C. 102.03 (B)].

4. **Representation - Influence peddling – R.C. 102.04 (A)(C).**

D. **Other Restrictions.**

1. **Supplemental Compensation – R.C. 2921.43 (A).**

- a. A trustee of a state college or university is prohibited from accepting compensation, other than from the college or university he serves, for the performance of his public duties [R.C. 2921.43 (A)]. Private parties are also prohibited from offering or giving supplemental compensation to university trustees [102.03 (F); 2921.43 (A)].

2. **Honoraria – R.C. 102.03 (H)**

- a. The general restriction enacted by the Legislature in 1994 that prohibits a

public official who files a disclosure statement from receiving an honorarium does not apply to any member of the boards of trustees, or any president, of state institutions of higher education. However, a trustee or president is prohibited from accepting honoraria or travel expenses from parties that are doing or seeking to do business with, regulated by, or interested in matters pending before his college or university [102.03 (I)].

3. Rate-Making – R.C. 102.03 (C).

E. Additional considerations

1. Copies of the law – R.C. 102.09 (E).

V. SUMMARY-COMMON SENSE WRAP-UP

- A. Cannot authorize a contract or use authority to secure authorization of a contract for self, family, business associates
- B. Cannot solicit or accept things of value
- C. Cannot disclose or use confidential information
- D. Cannot receive additional compensation for performance of official duties
- E. Cannot represent parties on matters in which public servant involved
- F. Cannot participate in matters where public servant has a conflict of interest – i.e., where something of value will result for self, family members, others

As previously stated, this information summarizes the Ohio Ethics Law and related statutes in Chapter 102. and Sections 2921.42, 2921.421, and 2921.43. These laws are criminal statutes designed to protect the public from decisions that could be influenced by improper conflicts of interest for those who serve the public interest. Although the majority of public officials and employees meet or exceed these standards, these provisions serve to assist in deterring or punishing the few who do not. Your careful consideration of the prohibitions is appreciated.

The Ohio Ethics Commission is an independent agency of state government charged with interpreting and administering the Ohio Ethics Law for many state and local public officials and employees. The Commission has been serving the public, and state and local governments, since its formation as part of the Ohio Ethics Law in 1973. If you have any questions about how these restrictions apply to you, or for more information about the Ethics Law in general, please contact the Ohio Ethics Commission at (614) 466-7090.

This memorandum was prepared by the Ohio Ethics Commission for informational purposes only. It is not intended as a substitute for the laws referenced or Ethics Commission advisory opinions construing those provisions.

**WHEN IN DOUBT, CALL THE ETHICS COMMISSION--(614) 466-7090**

**Check us out on the Web at <http://www.ethics.ohio.gov>**



**STATEMENT OF ETHICAL CONDUCT AND LEADERSHIP INTEGRITY  
THE OHIO STATE UNIVERSITY BOARD OF TRUSTEES  
January 30, 2015**

**Preamble**

As Members of the Ohio State University Board of Trustees, Wexner Medical Center Board, and/or various Board of Trustees or Wexner Medical Center Board committees, we serve and are accountable to the Ohio State University and the public. We are honest guardians of the interests of our students, faculty, staff, and patients. Our responsibility is to assure leadership integrity in our actions, commitments and procedures, and to conduct ourselves, at all times, in a manner that fosters public confidence in the integrity of the Board of Trustees, its processes, and its accomplishments, and avoids favoritism, bias, and the appearance of impropriety.

**Duties**

All University Trustees (“Trustee” or collectively “Trustees”), Wexner Medical Center Board Members and Board Committee Members (“Member” or collectively as “Members”) have three primary obligations:

- A duty of care – Trustees and Members shall perform their duties with the care that an ordinary prudent person in a like position would use under similar circumstances;
- A duty of good faith – Trustees and Members shall take the necessary actions to be informed and exercise appropriate judgment;
- A duty of loyalty – Trustees and Members shall perform their duties in good faith, in a manner the member reasonably believes to be in, or not opposed to, the best interest of the University.

**Conflicts of Interest**

A “conflict of interest” may arise:

- A) When a reasonable observer, having knowledge of all of the relevant facts and circumstances, would conclude that a Trustee or Member, family member, business associate or related entity has an material interest, financial or otherwise, that is incompatible with the Trustee or Member taking action on a University matter, or such Trustee or Member is using his or her role to achieve personal gain or benefit to family, friends, or business associates;
- B) When the Trustee or Member, or his or her family member or business associate, might derive, a financial or other material benefit from the dissemination or use of confidential information learned in the course of his or her Board service; or

- C) When a Trustee or Member, or their family member, business associate or related entity, has a material existing financial or other interest that impairs his or her independence, objectivity, or ability to discharge his or her duties in serving the University.

### **Commitment of Trustees and Members**

Trustees shall follow the protections of the public found in Chapters 102 and 2921.42 and .43 of the Ohio Revised Code which apply to University Trustees and other public officials (“Ohio Ethics Laws”). In addition, all Trustees and Members shall:

- Serve with integrity and professionalism, in a manner that avoids favoritism, bias, conflicts of interest, and the appearance of impropriety;
- Withdraw from any consideration or action, or any participation with University employees, on any matter as to which the Trustee or Member has a conflict of interest. In doing so, the Trustee or Member shall advise the Secretary of the Board of Trustees that the Trustee or Member will recuse from discussion, consideration and vote on the matter on which conflict of interest exists which shall be reflected in the minutes of that Board;
- Accept no compensation or emolument from a source other than The Ohio State University for service as a Trustee or Member or in relation to any matter before their Board or committee;
- Not use membership on the Board, Wexner Medical Center Board or their committee, or the name of The Ohio State University or its acronym, logos, or other official indicia, in the any manner that suggests impropriety, bias, or unapproved commercial use;
- Not use any authority, advantage, or information conferred upon or provided by virtue of their service as a Trustee or Member for their personal benefit or that of their family or business associates;
- Not use any information not available to the public at large and obtained as a result of their service as a Trustee or Member for personal gain or benefit or for the gain or benefit of others; and
- Preserve the confidentiality of information obtained that is required by law to remain confidential.

### **Procedures Applicable to Trustees and University Employees**

- A) Each Trustee is individually responsible for assuring their personal compliance with Ohio Ethics Laws.
- Annually the Secretary of the Board will circulate the Summary of Substantive Provisions of the Ethics Law and Related Statutes prepared by the Ohio Ethics Commission to each Board Member for review.
  - The University General Counsel shall supplement the Summary with a brief memorandum outlining any other applicable provisions of Ohio law with which the Trustees must be familiar.
  - Each Trustee shall attend annual ethics education as provided by the University, the Board of Regents, or comparable program.

- Each Trustee shall submit to the Board Secretary an annual acknowledgement of the filing of their financial disclosure with the Ohio Ethics Commission.
  - Members who are not Trustees of the University or paid employees of the University are not subject to the Ethics Laws but may, at their option, avail themselves of the procedures outlined in B) and C) below.
- B) The University shall establish a database of all contracts with third party vendors to the University. Once a year the Secretary of the Board shall circulate a form to each Trustee on which the Trustee may, at his or her option, list any entities in which the Trustee (1) serves as a director or other fiduciary (both for-profit and not-for-profit entities), or (2) holds (individually and/or combined with other members of the Trustee's family and/or the Trustee's business associates) five percent (5%) or more of the ownership of the entity.
- A Trustee is encouraged to update the Trustee's entity list at any time the Trustee agrees to assume a directorship or other fiduciary relation with an entity or acquires a five percent (5%) or larger ownership interest in the entity (individually and/or combined with other members of the Trustee's family and/or the Trustee's business associates).
  - Upon receipt of the annual or update entity disclosures, the University shall determine whether the University has made any purchases of goods or services from each identified entity in the last twenty-four (24) months or whether it otherwise has any contracts with each identified entity. Upon completion of its review, the Secretary of the Board of Trustees shall promptly notify each Trustee of any situation in which the University has purchased goods or services from, or has a contract with, any entity listed by that Trustee on that Trustee's entity disclosure.
  - The University shall use its best efforts to not prospectively purchase any goods or services, or enter into a contract with, any entity listed by a Trustee on the Trustee's entity disclosure without the prior written consent of (1) the Trustee and (2) the General Counsel of the University.
  - The form shall be submitted to the General Counsel along with a request for legal advice pertaining to the Trustee or Member's obligations relating to their service. The General Counsel will provide the Trustee or Member a confirmation letter as well as a summary of preventative actions the University will take as outlined above.
- C) The General Counsel of the University shall be available to advise each Trustee with regard to any issue arising under the Ethics Laws. In doing so, the Office of Legal Affairs shall maintain the attorney-client privilege with the Trustee or Member unless expressly waived in writing by the Trustee or Member. If the Office of Legal Affairs is unable to provide representation consistent with maintaining the attorney-client privilege with the Trustee or Member, or otherwise believes a conflict might exist if the Office of Legal Affairs represented the Trustee or Member, the Office of Legal Affairs shall so inform the Trustee or Member.



### **Board of Trustees Conflict of Interest Protocol**

This Protocol summarizes the process by which the Office of Legal Affairs and Office of the Board of Trustees assist individual Trustees of the Ohio State University, as well as members of the Ohio State University Wexner Medical Center Board, and members of any Board Committees, in meeting their commitments under the Board of Trustees' Statement of Ethical Conduct and Leadership Integrity ("Statement") and Ohio Ethics Laws.

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**Candidate Screening:** The Office of Legal Affairs will support the Board of Trustees in pre-screening potential trustees, Charter Trustees, Wexner Medical Center Board members, and members of Board Committees, when known, for possible ethics or conflict of interest issues based on publicly available information, prior to their appointment.

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**Charter and Committee Members:** The Statement of Ethical Conduct and Leadership Integrity applies to both University Trustees ("Trustees") and Charter and Committee Members ("Members"). University Trustees are also governed by Ohio Ethics Laws. Members are expected to recognize potential conflicts of interest and respond accordingly, and the Office of Legal Affairs will assist both Trustees and Members as requested.

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**Ethics Education:** At the time of his or her appointment, each Trustee and Member shall be invited to participate in a one-on-one education session by the General Counsel. The session will cover Ohio Ethics Law as it applies to the Trustee or Member and the Statement of Ethical Conduct and Leadership Integrity.

In addition, the University will provide Trustees and Members with an annual ethics education session that will cover Ohio Ethics Law as it applies to the Trustee or Member and the Statement of Ethical Conduct and Leadership Integrity.

The Board Office will also distribute the Summary of Substantive Provisions of the Ethics Law and Related Statutes prepared by the Ohio Ethics Commission and create a repository of relevant ethics documents that is accessible to Trustees and Members online.

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**Individualized conflict management plan:** Where requested by an individual Trustee or Member, the General Counsel will define a management plan to assist in the management of a potential conflict. Such a plan may include assisting the Board Secretary in reviewing the Board Meeting agenda, prior to a meeting, to identify the potential conflict affecting individual Trustees or Members. Depending on the nature of the potential conflict, the Board materials may be redacted and other steps taken to ensure that the Trustee or Member appropriately recuses him- or herself from the discussion.

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**Optional Provision of List of Interests:** Once a year the Secretary of the Board shall circulate a form to each Trustee on which the Trustee may, at his or her option, list any entities in which the Trustee (1) serves as a director or other fiduciary (both for-profit and not-for-profit entities), or (2) holds (combined with other members of the Trustee's family or the Trustee's business associates) five percent (5%) or more of the ownership of the entity. A Trustee is encouraged to update the Trustee's entity list at any time the Trustee agrees to assume a directorship or other fiduciary relation with an entity or acquires a five percent (5%) or larger ownership interest in the entity. The form shall be submitted to the General Counsel along with a request for legal advice pertaining to the Trustee or Member's obligations relating to their service. The information so disclosed shall be held in confidence. Members may avail themselves of this process at their own initiative. The General Counsel will provide the Trustee or Member a confirmation letter as well as a summary of preventative actions the University will take to assist the Trustee or Member in managing the disclosed relationship(s).

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**Potential conflicting vendor list and University purchases:** To assist Trustees in meeting their obligations under the Ohio Ethics Laws, and otherwise to manage their potential conflicts of interest, the Board Office, upon request, will provide to the Trustees the University's vendor list.

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**Financial Disclosure Filings:** Annually, the Board Office will remind trustees of Ohio Ethics Commission financial disclosure filing requirements and upcoming deadlines, pay for filing fees, and confirm with each trustee that he or she properly filed their financial disclosure with the Commission.

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**Agenda Review:** The Board Office will review each Board, Wexner Medical Center Board, and/or Committee agenda to identify items for action on those agendas that may pose potential conflicts of interest for individual Trustees and Members, based on previously disclosed or known information, and will consult with the individual trustee or member and the Office of Legal Affairs, as appropriate.

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**Exit meeting:** At the time that a Trustee or Member retires from the Board or Committee, General Counsel will offer to review the ongoing ethical obligations of the Trustee or Member and offer ongoing support in interpretation of those obligations.



## **SUMMARY OF ACTIONS TAKEN**

*May 19, 2021 – Talent, Compensation & Governance Committee Meeting*

### **Members Present:**

Hiroyuki Fujita  
Lewis Von Thaeer  
Brent R. Porteus

Abigail S. Wexner  
John W. Zeiger  
Elizabeth P. Kessler

Gary R. Heminger (ex officio)

### **Members Absent:**

Alexander R. Fischer

### **PUBLIC SESSION**

The Talent, Compensation & Governance Committee of The Ohio State University Board of Trustees convened on Wednesday, May 19, 2021, in person in Pfahl Hall on the Columbus campus and virtually over Zoom. Committee Chair Hiroyuki Fujita called the meeting to order 11:00 a.m.

### **EXECUTIVE SESSION**

It was moved by Dr. Fujita, and seconded by Mr. Von Thaeer, 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 Thaeer, Mr. Porteus, Mrs. Wexner, Mr. Zeiger, Ms. Kessler and Mr. Heminger.

The committee entered executive session at 11:01 a.m.

### **PUBLIC SESSION**

Dr. Fujita reconvened the committee meeting in public session at 12:10 p.m.

### ***Items for Discussion***

1. Key Critical Searches: 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. First, search firm Isaacson Miller led the search for the next Executive Vice President and Provost. Preliminary candidates were presented to the search committee on March 4; the candidate pool was narrowed down to eight semifinalists for round one interviews; five finalists were selected and sent to President Johnson for consideration; and finalist interviews are currently being conducted with select individuals.





Next, Greenwood/Asher & Associates led the search for the next Dean of the College of Dentistry. Round one interviews were conducted with 10 candidates in late March. Three candidates then advanced to round two interviews in late April. Candidate feedback data is being processed and moving forward accordingly.

Third, advertising for the Vice President and Chief Information Officer position has been completed, and candidate outreach and sourcing is in progress. The presentation of candidates to the search committee occurred on May 14 and semifinalist interviews are scheduled for late May.

Lastly, Russell Reynolds Associates has been engaged to search for the Wexner Medical Center's next Chief Operating Officer. Six finalists were identified after airport interviews and the first round of onsite interviews concluded on May 10 with finalists advancing through the end of May.

2. Undergraduate Student Trustee Search Update: Anand Shah, the current undergraduate student trustee, shared a brief update on the search for his successor. The Student Trustee Selection Committee interviewed 12 candidates via Zoom and then narrowed down the candidate pool to its top five. Those five candidates were shared with Governor DeWine's Boards and Commissions team, who will interview the finalists and, ultimately, select the next student trustee.
3. Report on Departing Trustees and Election of Officers: Dr. Fujita bid farewell to Cheryl Krueger and Anand Shah as the departing trustees whose terms were concluding. Then, he reminded everyone on the committee of his intentions to bring forward for board approval the reappointments of Board Chair Gary Heminger, Vice Chair Abigail Wexner and Secretary Jessica Eveland for an additional term.

**Items for Action**

4. Approval of Minutes: No changes were requested to the February 24, 2021, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.
5. Resolution No: 2021-108, 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)

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)

**Audit, Finance & Investment:**

John W. Zeiger, Chair  
Cheryl L. Krueger\*  
Erin P. Hoeflinger  
Lewis Von Thaeer  
Jeff M.S. Kaplan  
Michael Kiggin



**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\*

**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.

6. Resolution No. 2021-109, 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



## THE OHIO STATE UNIVERSITY

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.

7. Resolution No. 2021-110, 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

8. Resolution No. 2021-111, 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



## THE OHIO STATE UNIVERSITY

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.

(See Appendix X for background information, page XX)

9. Resolution No. 2021-112, Approval of Third Amendments to The Ohio State University Retirement Continuation Plans

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.

(See Appendix X for background information, page XX)

**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, Mrs. Wexner, 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

The meeting adjourned at 12:27 p.m.



**SUMMARY OF ACTIONS TAKEN**

*July 26, 2021 – Talent, Compensation & Governance Committee Meeting*

**Members Present:**

Hiroyuki Fujita  
Lewis Von Thaeer  
Brent R. Porteus

Alexander R. Fischer  
John W. Zeiger  
Elizabeth P. Kessler

Gary R. Heminger (ex officio)

**Members Present Virtually:**

Abigail S. Wexner

**Members Absent:**

N/A

**PUBLIC SESSION**

The Talent, Compensation & Governance Committee of The Ohio State University Board of Trustees convened on Monday, July 26, 2021, in person in Bricker Hall on the Columbus campus and virtually over Zoom. Committee Chair Hiroyuki Fujita called the meeting to order 2:31 p.m.

**EXECUTIVE SESSION**

It was moved by Dr. Fujita, and seconded by Mr. Von Thaeer, that the committee recess into executive session to discuss 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 in-person and voting: Dr. Fujita, Mr. Von Thaeer, Mr. Porteus, Mr. Fischer, Mr. Zeiger, Ms. Kessler and Mr. Heminger. Mrs. Wexner was not eligible to vote because she joined virtually.

The committee entered executive session at 2:32 p.m. It reconvened in public session and adjourned at 5:42 p.m.

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

**Preamble**

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

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

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

**Comportment among Trustees**

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

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

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

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

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

- Shall submit annually to the General Counsel ~~Chair of the Board and the Office of University Compliance & Integrity~~ a written declaration of any potential or actual conflicts of interest with respect to the discharge of one's responsibilities as a trustee of the University.

**Comportment with the President**

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

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

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

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

**Comportment with Internal Constituents**

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



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

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

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

Committee Chairs are free to initiate requests for information necessary to discharge the committee's designated responsibilities. Such requests should always be respectful of administrative lines of authority and demands on administrators' time. Requests for institutional data by individual trustees should be rare. In such cases, trustees should not contact staff independently and directly. Rather, the trustee should route the request through the Board Chair, relevant Committee Chair, [Secretary of the Board](#) and/or the President, and proceed only when so authorized and only through established organizational channels.

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

**Comportment with External Constituents**

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

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

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

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

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

**Compliance**

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

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

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

**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 February 25, 2021:

NOW THEREFORE

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



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

Updated: February 25, 2021

**Chapter 3335-1**

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

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



(E) Quorum and manner of acting.

- (1) In order to constitute a quorum for the transaction of business at a meeting of the board or a committee of the board, A a majority of the voting members of the board or a committee of the board at such meeting shall be present in person or via means of live, audio-enabled communication, and at least one-third of those voting members shall be present in person at any meeting of the board or the committee in order to constitute a quorum for the transaction of business at such meeting. A trustee who attends a meeting via means of electronic communication is considered to be present at the meeting, is counted for purposes of establishing quorum, and may vote at the meeting.
- (2) Except as otherwise provided in paragraph (E)(3) of this rule, the act of the majority of the voting members present at any such meeting at which a quorum is present shall be the act of the board of trustees or its committees. In the absence of a quorum, a majority of those present may adjourn the meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given.
- (3) The concurrence of a majority of all of the board members shall be necessary to elect or to remove the president, or adopt, amend, or repeal a bylaw of the board of trustees.
- (4) A roll call vote is necessary when electing or removing a president and when acting on motions involving the expenditure of university funds. On all other matters, a voice vote may be conducted instead, unless there are voting members of the board or committee of the board attending such a meeting via live, audio-enabled communications. In such an event that voting members are joining via means of electronic communications, then a roll call vote must be taken for all votes, no matter the subject.

(F) Parliamentary authority. *Robert's Rules of Order, Newly Revised* (most recent edition), shall be accepted as authority on all questions of parliamentary procedure not determined by these bylaws or provisions of the Ohio Revised Code.

(G) Attendance. Consistent with the expectations set forth in section 3.17 of the Revised Code, every voting member of the board, the Wexner medical center board, and/or one of their committees shall, except for extraordinary reasons, attend all meetings of the board and/or their committees. When a voting member of the board or one of its committees cannot attend, the individual will so inform the board or committee chair and the secretary of the board of trustees with as much advance notice as possible and provide an explanation for the absence.

- (1) Voting members of the board are required to attend at least one-half of the regular meetings of the board annually in person.
- (2) A trustee who intends to attend a meeting via means of electronic communication is required to notify the secretary of the board of trustees and the board or committee chair of that intent not less than forty-eight hours before the meeting, except in the case of a declared emergency.

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

Updated: February 25, 2021

- (H) Executive session. Subject to the requirements of Ohio law, the board or a committee of the board may hold any portion of a regular, special or emergency meeting in executive session with participation limited to voting members of the board or the committee of the board. Other individuals may be invited to attend any or all portions of an executive session as deemed necessary by the board chair or committee chair.

(Board approval dates: 2/6/1987, 10/1/1999, 7/11/2008, 8/28/2015, 5/31/2019)

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

(A) Officers

- (1) Number. The officers of the board shall be a chair, one or more vice chairs, and a secretary. No officer of the board shall, at the same time, hold more than one board office. The board may elect such other officers as the board may deem necessary with such authority and responsibility as delegated to them by the board.
- (2) Chair. The chair shall preside at all meetings of the board. Unless otherwise directed by the board, the chair shall have the authority to appoint members of and to fill vacancies on all standing and ad hoc committees and shall serve as an ex-officio member of all standing and ad hoc committees. Subject to these bylaws, the chair shall work with the secretary of the board of trustees to fix the date and time of all regular, special, and emergency meetings, shall sign the journal of all proceedings of the board, and perform such other duties as may pertain to this office.
- (3) Vice chair. At the request of or in the absence or incapacity of the chair, the vice chair shall perform all the duties of the chair and, while so acting, shall have all the powers and authority of, and be subject to all the restrictions upon, the chair. In the event that there are multiple vice chairs, these powers and duties shall devolve upon the senior vice chair, based on length of service on the board, unless otherwise indicated by the board. In addition, the vice chair shall perform such other duties as may be assigned to him or her by the board or by the chair.
- (4) Secretary. The board of trustees appoints the secretary of the board, establishes the qualifications for filling this role and conducts the annual performance evaluation for this position. The secretary reports functionally to the board and administratively to the university president. Under the direction of the president and with the approval of the board of trustees, the secretary of the board of trustees shall: The responsibilities of the secretary, which are defined by the board as part of their oversight role, include:
  - (a) Serving as the key internal university liaison for the chair and the board;
  - (b) Communicating and interacting directly with the chair and the board to advance the strategic work of the board;
  - ~~(c)~~ Be Serving as the custodian of and being ultimately responsible for the preservation of all official records of the board;
  - ~~(d)~~ Be Serving as the custodian of the university seal and cause-causing its imprint to be placed whenever and wherever appropriate;

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

Updated: February 25, 2021

~~(e)~~(e) ~~Keep-Overseeing the maintenance of~~ the minutes of all meetings of the board and of committees of the board;

~~(f)~~ ~~Overseeing the operations of the Office of the Board of Trustees; and~~

~~(d)~~(g) Perform~~ing~~ all other duties customary to the office or assigned by the chair or the board.

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

(5) Election, term of office, and qualifications.

(a) The ~~officers-chair and vice chair(s)~~ of the board shall be elected annually by the board and shall take office at the adjournment of the final meeting of the fiscal year ending June 30. They shall hold their office through the following final fiscal year meeting of the board of trustees or until their successors are elected and qualified, so long as they shall continue to be eligible to serve as officers.

(b) The chair and the vice chair(s) must be members of the board of trustees. The qualifications of all other officers shall be determined by the board.

(c) The chair shall be elected to a one-year term; and may serve up to three consecutive terms as chair. Before the end of each term, the talent, compensation and governance committee shall conduct a review of the chair, and after consultation with the members of the board, shall recommend to the board whether the chair should be reelected for an additional term.

(d) The vote of a majority of all trustees then in office shall be necessary to elect or remove an officer of the board.

(Board approval dates: 12/2/1994, 10/1/1999, 10/4/2002, 7/11/2008, 11/7/2008, 4/3/2009, 8/30/2013, 8/28/2015, 5/31/2019, 8/30/2019, 11/21/2019, 8/27/2020, 2/25/2021)

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

(A) The president.

(1) The president shall be the chief executive officer of the Ohio state university and shall be responsible for the entire administration of the university, subject to control of the board of trustees. The president shall lead in fostering and promoting education, research and outreach as the primary aims of the university. It shall be the duty of the president to enforce the bylaws, rules and regulations of the board of trustees, and, as a member of the faculty, to interpret to the board proposals and actions of the faculty. The president is hereby clothed with the authority requisite to that end.

(2) The president shall be a voting member of all college faculties, of the graduate school faculty, and of the faculty of the arts and sciences, and shall be a voting member and presiding officer of the university faculty and of the university senate. The president shall appoint all committees of the university faculty and of the university senate, unless membership has been designated by rule.

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

Updated: February 25, 2021

- (3) After consultation with the steering committee of the university senate, the president may recommend to the board of trustees candidates for honorary degrees. The number of candidates so recommended shall be limited to eight per calendar year. This right and its limitation in no way abrogates the power of the university senate to recommend candidates for honorary degrees (rule 3335-5-41 of the Administrative Code).
- (B) Executive vice president and provost. The executive vice president and provost shall, under the direction of the president, be responsible for and have the requisite authority for the oversight of all academic programs and other instructional and faculty affairs of the university, and shall be the chief operating officer of the university.
- (C) Senior vice president for business and finance and chief financial officer. The senior vice president for business and finance and chief financial officer shall, under the direction of the president, be responsible for and have the requisite authority for the administration of the university's business, financial and administrative operations. The senior vice president for business and finance and chief financial officer shall report to the president and, as appropriate, shall consult with the executive vice president and provost.
- (D) Senior vice president and general counsel. The senior vice president and general counsel shall serve as the chief legal advisor to the president, board of trustees, and university, including its Wexner medical center. The senior vice president and general counsel shall also be appointed an assistant attorney general for the state of Ohio by the Ohio attorney general. The senior vice president and general counsel shall report to both the board of trustees and the university president.
- ~~(D)~~(E) Faculty and staff. Within parameters set forth by action of the board of trustees, the president and/or his or her designee(s) shall have the authority to appoint and set the compensation for such other administrative officers, faculty and staff as are necessary to carry out effectively the operation of the university and delegate functions to them with the authority necessary for their proper discharge.
- ~~(E)~~(F) Delegation of authority. Any authority or responsibility of the president may be delegated by the president to any other member of the faculty or staff of the university, subject to any limitations set forth by action of the board of trustees. Although the president may delegate authority to appropriate officials, the president will retain final authority and responsibility for administration of the university. Delegation of major areas of authority or responsibility shall be in writing and shall be reported to the board of trustees prior to implementation.
- ~~(F)~~(G) \_\_\_\_\_ President's cabinet. The president shall convene a president's cabinet that will consist of such members as designated by the president. The primary responsibilities of the president's cabinet shall be to provide advice and counsel to the president, to discuss, deliberate and serve as the primary decision-making body on major university policy issues, information sharing, and such other roles as the president shall determine.
- ~~(G)~~(H) \_\_\_\_\_ Principal administrative officials. The term "principal administrative official" shall include the members of the president's cabinet, the deans of the colleges and the dean and directors of regional campuses and their designated staffs, the director of the university libraries, chairs of academic departments, directors of schools and academic centers, and such other administrative officials as determined by the president.

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



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

Updated: February 25, 2021

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

- (A) University organization. For the purpose of administering the various programs of the university, there shall be established educational and administrative units within the university. All educational units, except academic centers as outlined in Faculty Rule 3335-3-36, of the university shall be established, altered, or abolished only on vote of the board of trustees.
- (B) Basic educational organization of the university. The basic organization of the educational units of the university shall be departments, divisions, schools, academic centers, colleges, regional campuses, the graduate school, and the agricultural technical institute.
- (1) Schools, departments, and divisions. The unit of the university for instruction, research, and extension in a defined field of learning is the school, department, or division.
  - (2) Academic centers. The unit of the university for research, instruction, or related service which crosses department, division, school, or college boundaries is the academic center.
  - (3) Colleges and graduate school. For educational administration the university shall be organized into a graduate school and fifteen colleges. The fifteen colleges are: the college of arts and sciences, the college of food, agricultural, and environmental sciences, the Max M. Fisher college of business, the college of dentistry, the college of education and human ecology, the college of engineering, the Michael E. Moritz college of law, the college of medicine, the college of nursing, the college of optometry, the college of pharmacy, the John Glenn college of public affairs, the college of public health, the college of social work, and the college of veterinary medicine.
  - (4) Graduate school. The graduate school shall consist of: those members of the university faculty who are approved to give graduate instruction; a graduate faculty; the research and graduate council; and an administration composed of a curriculum committee, an executive committee, the dean, the secretary and such other administrative officers as are necessary to carry out the responsibilities of the graduate school.
  - (5) Regional campuses. There shall be four regional campuses of the university located at Lima, Mansfield, Marion, and Newark, Ohio.
  - (6) Agricultural technical institute. The unit of the university for instruction leading to the associate of applied science degree in the agricultural technologies is the agricultural technical institute (Wooster). Regarding matters of administration and operation, the agricultural technical institute shall function as a school in the college of food, agricultural, and environmental sciences.

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

**RATIFICATION OF COMMITTEE APPOINTMENTS FY 2022-2023**

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for Fiscal Year 2022-2023 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  
**TOM B. MITEVSKI**  
**TANNER R. HUNT**  
Susan Olesik (faculty member)  
Gary R. Heminger (ex officio)

**Audit, Finance & Investment:**

John W. Zeiger, Chair  
Erin P. Hoeflinger  
Lewis Von Thaeer  
Jeff M.S. Kaplan  
Michael Kiggin  
**TOM B. MITEVSKI**  
**CARLY G. SOBOL**  
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  
**TOM B. MITEVSKI**  
**TANNER R. HUNT**  
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  
**TANNER R. HUNT**  
Robert H. Schottenstein  
Gary R. Heminger (ex officio)

**Research, Innovation & Strategic Partnerships**

Lewis Von Thaeer, Chair  
Erin P. Hoeflinger, Vice Chair  
Alexander R. Fischer  
Hiroyuki Fujita  
Reginald A. Wilkinson  
**CARLY G. SOBOL**  
Gary R. Heminger (ex officio)

**Talent, Compensation & Governance:**

Hiroyuki Fujita, Chair  
Lewis Von Thaeer, 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 FY2022-2023 (CONT)**

**Wexner Medical Center:**

Leslie H. Wexner, Chair

Abigail S. Wexner

Erin P. Hoeflinger

Hiroyuki Fujita

Alan A. Stockmeister

John W. Zeiger

**CARLY G. SOBOL**

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)

**MELISSA L. GILLIAM** (ex officio, voting)

Michael Papadakis (ex officio, voting)

**PERSONNEL ACTIONS**

BE IT RESOLVED, That the Board of Trustees hereby approves the personnel actions as recorded in the personnel budget records of the university since the May 20, 2021, meeting of the board, including the following appointments and contract updates:

Appointments

Name: Jay M. Anderson  
Title: Chief Operating Officer  
Unit: Wexner Medical Center  
Term: July 1, 2021

Name: Melissa L. Gilliam  
Title: Executive Vice President and Provost  
Unit: Office of Academic Affairs  
Term: August 1, 2021, through July 31, 2026

Name: David G. Horn  
Title: Interim Executive Dean  
Unit: College of Arts and Sciences  
Term: August 1, 2021, through June 30, 2022

Name: Cindy Leavitt  
Title: Vice President and Chief Information Officer  
Unit: Office of the Chief Information Officer  
Term: September 20, 2021

Name: Jeffrey A. Risinger  
Title: Senior Vice President for Talent, Culture and Human Resources  
Unit: Office of Human Resources  
Term: August 16, 2021

Name: Carroll Ann Trotman  
Title: Dean  
Unit: College of Dentistry  
Term: August 15, 2021 through June 30, 2026

Contract Benefit Adjustment

Name: Kristina M. Johnson  
Title: President  
Unit: The Ohio State University  
Effective: September 1, 2021

# Human Resources Summary Report

Talent, Compensation and Governance Committee

August 2021

The following overview of key strategic Human Resource initiatives has been prepared for the Talent, Compensation and Governance committee of the Board of Trustees to summarize important updates and milestones. There is also a brief update on the work of the HR Return to Campus Task Force, which is an integral part of the campus reactivation planning efforts for the Autumn 2021 semester.

As a reminder, 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
- Communication
- Compliance/Management of Risk
- Culture
- Diversity & Inclusion

Additionally, data and metrics with current analytics, specific to workforce demographics have been updated as of June 30, 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 for the people of the Ohio State community.

Kind regards,

*Paul*

Paul Patton  
Interim Senior Vice President,  
Talent, Culture & Human Resources



**THE OHIO STATE UNIVERSITY**  
HUMAN RESOURCES



# HR Transformation at Ohio State

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



## Talent Management

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

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## Talent Management and Learning & Development

### Leadership Development and Manager Training Portal

The development of Phase I of the multi-modal Leadership Development curriculum titled Advancing Managers Program (AMP) for early career managers at Ohio State is complete. The curriculum consists of a participant/manager kick-off, participant self-assessment, and five core modules followed by self-paced modules to complete the curriculum.

The first cohort, which is a pilot, kicked off in July consisting of 23 participants from across campus. Once the pilot is complete, the curriculum will be revised based on feedback and a full launch of the Advancing Managers Program will kick off in October of 2021. The program is a valuable tool in growing and retaining talent at Ohio State – it allows participants to engage with more seasoned professionals and more meaningfully develop the skills and expertise they need to be successful leaders.

To support the Leadership Development strategy, enhancements to Gateway to Learning and the new Manager Portal *design* will begin at the end of Q1.

Four cohorts a year will participate in AMP -- 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.*

- AMP courses include Leading with Purpose, Coaching for Success, Managing at Ohio State, Managing Conflict, Fostering Accountability, Employee Relations, Corrective Action

- **Inclusive Work**

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

- AMP courses include Implicit Bias, Inclusive Leadership

- **Innovative Workplace Practices**

*Integrate Wellness initiatives throughout the Employee Lifecycle.*

Partnering with the Chief Wellness Officer to introduce various wellness courses throughout the leadership development curricula starting with the full implementation of AMP. The first course will focus on bringing your best self to work to help lead your team.

- **Performance & Growth:**

*Provide leaders with a toolkit for performance and growth.*

AMP courses include Building a Culture of Feedback, Engaging through Performance & Growth

## **Staff Development**

In partnership with USAC, the one-year contract with LinkedIn Learning has been signed and communicated through the July USAC newsletter. The full communication plan is being developed with USAC and HR, with licenses to be granted beginning August 2021.

## **Talent Acquisition**

### **Recruiting & Onboarding**

Since the implementation of the HR Service Delivery Model, we have continued to evaluate and modify the recruiting support for the organization to meet the growth needs of the business units. There has been a specific focus on beginning to establish dedicated staff for the colleges that will experience growth with increased faculty hiring.

Introducing innovative recruitment practices and technology to further streamline the hiring and onboarding experience will be a significant focus for 2022.

## **Diversity**

Human Resources greatly values diversity and inclusive workspaces and is committed to providing opportunities for our staff and managers to enhance their understanding of how to create an inclusive and diverse environment for their teams to reach their fullest potential.

Employee Resource Groups (ERGs) are voluntary, employee-led groups that foster a diverse, inclusive workplace aligned with the mission, values, and goals of The Ohio State University. In addition to ERGs, affinity and networking groups also exist within the university and provide extreme value to the staff experience. USAC, in coordination with the Human Resources strives to provide support to these groups by hosting conversations, networking events and through sharing resources to enhance the work.

As a part of the Advancing Managers Program, participants will take courses focused on Implicit Bias Awareness and Inclusive Leadership. These courses will allow participants to identify their own biases and ways to overcome them, as well as best practices for developing and leading an inclusive team. These courses will prepare participants to lead in alignment with the goals, values, and mission of The Ohio State University.



## HR Excellence

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

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### HR Service Delivery

Ohio State's Shared Service operation continues to evaluate the effectiveness of the model implemented last fall and has begun making enhancements to directly address key areas of opportunity.

Continued improvements in efficiency have allowed HR to confidently set an FY22 budget at the same rate as FY21 even though anticipated cost increases from benefits overhead and annual merit salary increases must be covered. Most notable, however is the reduction of risk through centralization of key functions as well as the consistent business processes Workday can help enforce. This consistency which did not exist in the prior model is foundational to any successful improvement initiative moving forward.

The overall delivery model within the HR Shared Service Operations team is being refined to ensure the best front-line support for both Ohio State employees and field HR personnel. In addition to the model itself, focus is on ensuring the right people at all levels are in appropriate roles based on their individual expertise and strengths. This includes realigning the team to ensure the right expertise is in place to lead this highly complex technology and data driven service delivery platform.

Feedback and metrics indicate a need for deeper Workday and business process training at the first levels of customer support and increased access to these resources for the HR team and managers. Furthermore, the metrics themselves are currently being refined to ensure they reflect the true customer experience and help clearly identify the priority areas in need of attention.

While Ohio State is gaining experience using Workday for daily operation, there continues to be a discomfort with leveraging employee and manager self-service as the new approach to HR Service Delivery. Still, there are significant opportunities in the designed business processes and workflows themselves to increase efficiency across the University. Some of this is based on lessons learned while others are evolutionary changes that have occurred since requirements were originally defined. We are partnering with our colleagues in Finance to reevaluate HR business processes, approval flows and security roles to ensure we are efficient as well as customer focused.

### Opportunity Areas

- **Access to Support:** The HR Shared Service model does not provide a 'one size fits all' solution and attempts to achieve this outcome leave all involved unsatisfied. Focus must be placed on serving Ohio State employees and creating clear, unobstructed paths to access the help they need, when and how they need it need to be refined.
- **Process Improvement and Role Responsibility Review:** We continue to receive feedback that things are taking longer in the new system. HR and IT teams are currently identifying changes to increase efficiency and satisfaction. Included in this is both process steps,



sequence of events, and the expectations of each role within the process. System updates will be implemented to support a more efficient approach. Process changes have already been implemented to allow HR the ability to perform certain functions originally assigned to managers across Ohio State. This has allowed more flexibility within the colleges and units to address demand cycles unique to their area.



## **Total Rewards**

Ensure competitive Total Rewards while balancing fiscal responsibility.

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## **Career Roadmap**

Ohio State'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 units.

Career Roadmap will be implemented in spring 2022. The final months of development also include significant change management efforts. Leaders completed their mapping reviews June 30, 2021. Updated cost estimates, reflecting mapping changes by leaders, were provided in a senior leader review at the end of July.

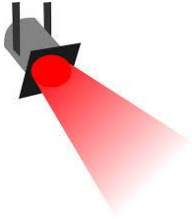
An updated compensation policy will include changes cover salary administration, additional compensation and staff recognition. A public review of the updated policy by the university community is expected this fall.

The manager and employee review period are also planned for later this fall. During this time, employees will see how their position is mapped to the new structure and their position's pay range. A feedback process will be included for those who would like a mapping change to be considered.

Implementing Career Roadmap as Ohio State's job catalog and compensation structure will bring visible career paths, market relevance, common language and regulatory compliance. 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.

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

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



## HR Spotlight: HR Return to Campus Task Force

The HR Return to Campus Task Force completed its initial work in June, releasing detailed guidance for university employees, supervisors, and leaders to assist them in creating return to campus plans. The guidance is hosted on the HR website and linked from the university Safe and Healthy website.

The detailed guidance provides a philosophy statement for the campus return, guidance for working on site as well as flexible work arrangements, including selecting among various scheduling options for teams, and assessing individual employee requests. Guidance and training options are available for leading effectively in remote and hybrid work environments, including critical change management support. Manager training sessions began in July and have been well received.

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

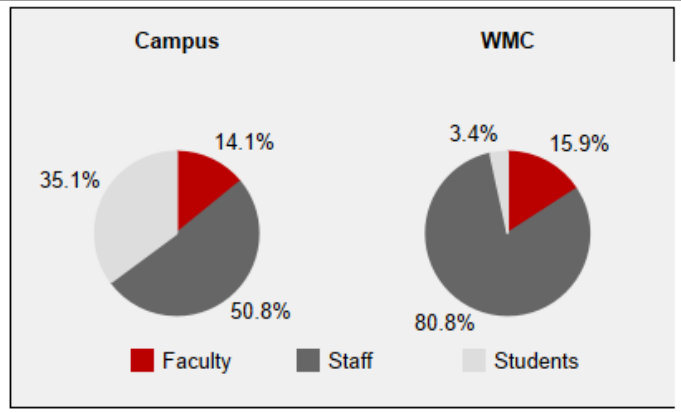
The remaining work of the HR Return to Campus Task Force consists of:

- Needed technical improvements to create and document flexible work agreements for employees adopting a new model of work.
- Creating and deploying a tool to assist with appropriate tax reporting for hybrid work arrangements.
- Creating and approving needed changes to HR policies to support the new guidance.
- Creation of tools to assist in evaluating the overall impact of the university return strategy and recommendations for the future of work.

# Summary of Total University Employee Headcount

## Headcount by Employee Category

	Campus	WMC	Grand Total
Faculty	4,163	3,624	7,787
Staff	14,986	18,464	33,450
Students	10,371	773	11,144
<b>Grand Total</b>	<b>29,520</b>	<b>22,861</b>	<b>52,381</b>

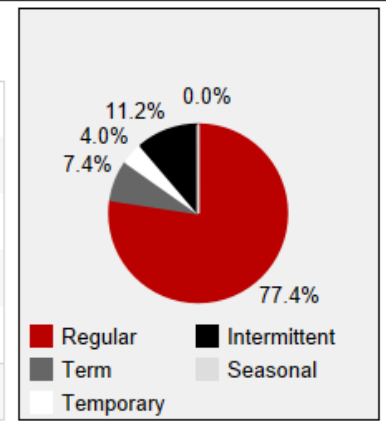


## Headcount by Job Family Group

Academic	7,787	17.1%
Classified	3,133	8.1%
Executives Board Purview	49	0.1%
Executives Non-Board Pu..	128	0.3%
Nonemployee	926	0.0%
Post Doctoral	621	1.7%
Students	11,144	10.7%
Unclassified	22,648	47.8%
Unions	5,945	14.1%
<b>Grand Total</b>	<b>52,381</b>	

## Headcount\* by Employee Type

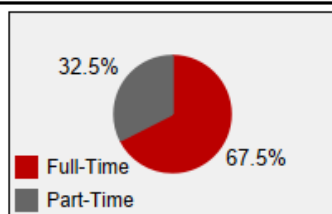
Regular	31,920
Term	3,039
Temporary	1,647
Intermittent	4,630
Seasonal	1
<b>Grand Total</b>	<b>41,237</b>



## Headcount\* by Full-Time

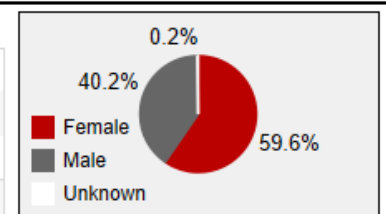
Full-Time = 100%

Full-Time	27,852
Part-Time	13,385
<b>Grand Total</b>	<b>41,237</b>



## Headcount\* by Sex

Female	24,574
Male	16,580
Unknown	83
<b>Grand Total</b>	<b>41,237</b>



## Headcount\* by Race/Ethnicity

American Indian or Alaska Native	71	0.2%
Asian	2,994	7.3%
Black or African American	4,097	9.9%
Hispanic or Latino	1,327	3.2%
Native Hawaiian or Other Pacific Islander	25	0.1%
Two or More Races	782	1.9%
Undisclosed	2,898	7.0%
White	29,043	70.4%
<b>Grand Total</b>	<b>41,237</b>	

## Headcount\* by Age

<Thirty	7,815	19.0%
Thirties	11,533	28.0%
Forties	8,864	21.5%
Fifties	7,691	18.7%
Sixties	4,397	10.7%
Seventy+	937	2.3%
<b>Grand Total</b>	<b>41,237</b>	

\* Excludes students  
Data as of June 30, 2021