

**THURSDAY, NOVEMBER 18, 2021
LEGAL, RISK AND COMPLIANCE COMMITTEE MEETING**

Elizabeth P. Kessler
Alan A. Stockmeister
Jeff M.S. Kaplan
Michael Kiggin
Elizabeth A. Harsh
Tom B. Mitevski
Tanner R. Hunt
Gary R. Heminger (*ex officio*)

Location: Livestream link available on trustees.osu.edu

Time: 1:30-3:00pm

Public Session

ITEMS FOR DISCUSSION

1. *Annual Affiliated Entities Report – Mr. Matthew Albers, Ms. Heidi McCabe, Dr. Arick Forrest, Mr. Kyle Sharp* 1:30-1:45pm
2. *Conflict of Interest & Conflict of Commitment Policies – Mr. Gates Garrity-Rokous* 1:45-1:50pm
3. *Risk Management Leadership Introduction – Mr. Michael Papadakis, Mr. Fitzroy Smith* 1:50-1:55pm

ITEMS FOR ACTION

4. Approval of August 2021 Committee Meeting Minutes – Ms. Elizabeth Kessler

Executive Session

1:55-3:00pm



Affiliated Entities Annual Report

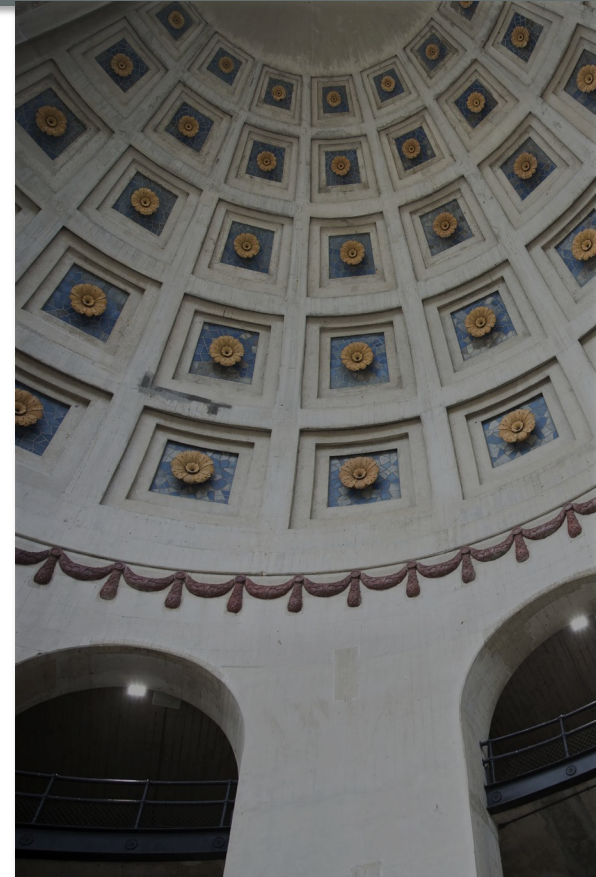
Legal, Risk, and Compliance Committee
Public Session
November 2021





Overview

- ✓ Affiliated Entity Overview
- ✓ OSU Physicians, Inc. Overview
- ✓ Organizational Chart
- ✓ Current Physician Practice Structure
- ✓ Corporate Departments
- ✓ FY21 in Review





Affiliated Entity Overview

- ✓ In June 2008, the Board of Trustees adopted a Policy on Affiliated Entities and amendments to the policy were last adopted by the Board in 2017
- ✓ The Policy upholds the following principles for preserving separateness of these entities while maintaining oversight of the valued relationships:
 - ✓ Each of the University's 29 Affiliated Entities is expected to work cooperatively and collaboratively with the University to fulfill its requirements under the Policy.
 - ✓ The creation and activities of affiliates must promote, sponsor, or complement educational, scientific, research, charitable, health-care related, or cultural activities for the benefit of the University.
 - ✓ The relationship will be memorialized through a memorandum of agreement ("MOA") or equivalent agreement.
 - ✓ Affiliated Entities will be monitored through a regular reporting process by the Board of Trustees.
 - ✓ Each Affiliated Entity must use sound fiscal and accounting procedures; manage its operations and affairs in a manner consistent with their own enabling documents and policies; and adhere to standards of ethics and integrity.



The OSU Wexner Medical Center

- Academic Departments
- School of Biomedical Science
- School of Health and Rehabilitation Services
- Centers, Programs, and Institutes
- Faculty Group Practice
 - Established in 2011
 - All Clinical Faculty became fully employed by the University

College of Medicine
& Office of Health
Sciences



- 501(c)(3) corporation established in 2002
- Affiliated Entity of the University
- Designated by the Board of Trustees in December 2002 as the college central practice group
- Clinical and business operations for all physician/provider patient care services

OSU Physicians



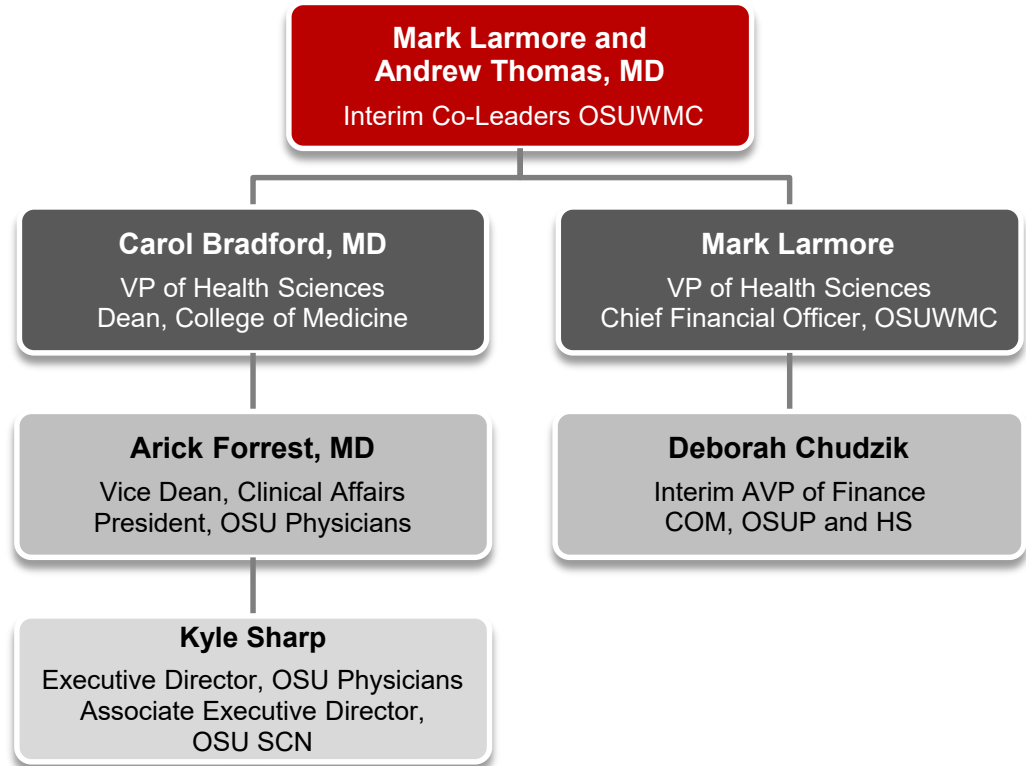
- University Hospital
- James Cancer Hospital
- University East Hospital
- Harding Hospital
- Ross Heart Hospital
- Ambulatory Services
- Shared Services

The Ohio State
University Health
System



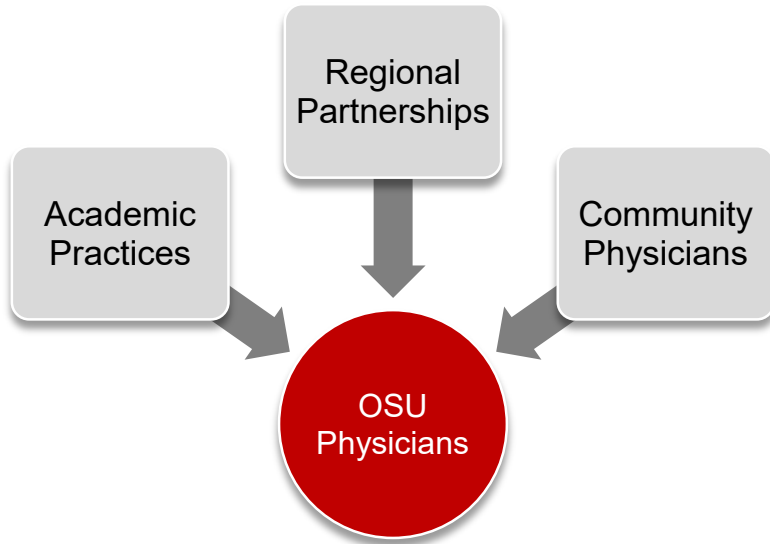


OSU Physicians Organizational Chart





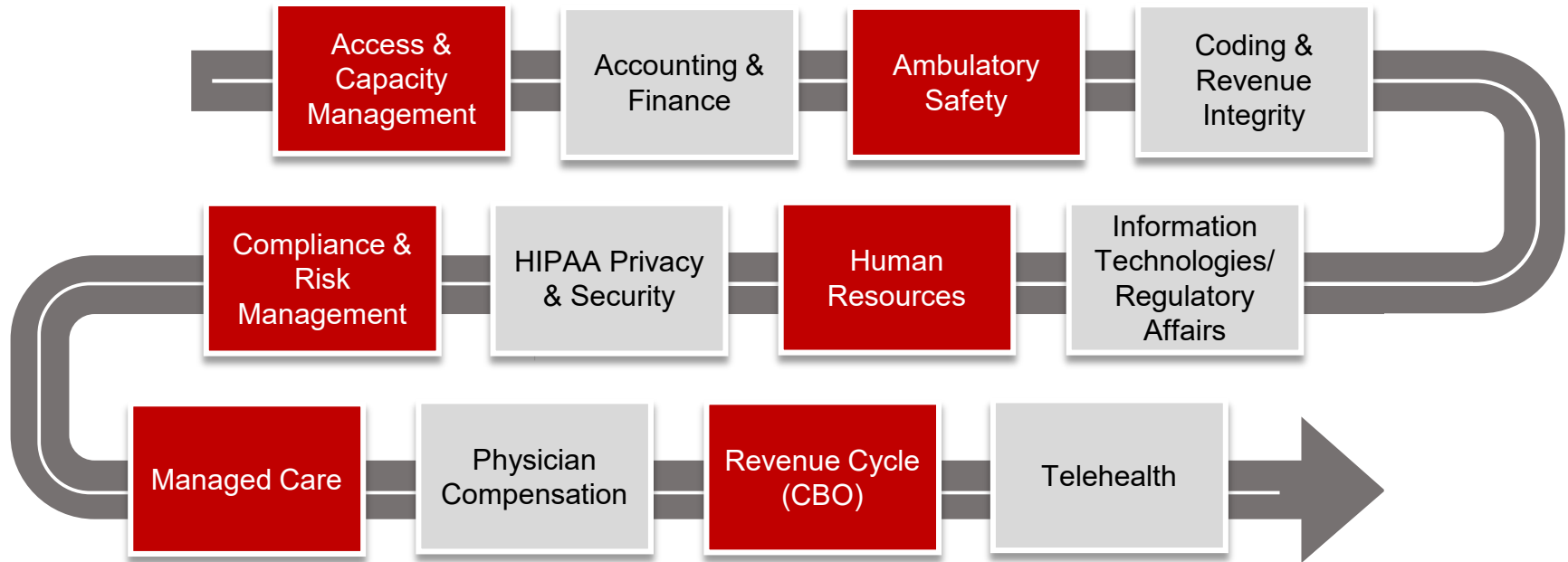
Current Physician Practice Structure



- Academic Physicians - Employed by OSU and participate in all three mission areas
- Regional Partners and Community Physicians - Employed through OSUP 100% clinically deployed
- 1,400 Ohio State faculty
- 700 clinical staff (nurses and medical assistants)
- 400 administrative staff
- Management/Operational Practice Services



OSU Physicians Corporate Departments





FY21 in Review

2.3M

Clinic/HOPD
Visits

565k

Images
Read

857k Rounding Visits
on

63k Distinct
Readmissions

157k

Emergency
Room Visits

214k

Vaccinations
Administered

469k

Telehealth
Visits

3.7M

Claims Processed
Vizient Ranking #1

\$95M

Academic
Support



Telehealth Impact on Sustainability

YTD September 625k Visits

CO2 Savings Equivalency



86

Railcars of
Coal



640,100

Propane
Tanks



1.9B

Smartphone
Charges



20+

Metric Tons of
Clinical Waste from
In-Person Visits
Avoided



Conflict of Interest & Conflict of Commitment Policies: Update

Gates Garrity-Rokous

Legal, Risk, and Compliance Committee
November 2021





Overview

Critical area of policy improvement

- Providing clarity on potential conflicts expedites research and engagement
- Four principal areas: Ohio Ethics, financial reporting, research, health care

Historical Challenges

- Rapid increase in regulatory expectations
- Decentralized and inconsistent management efforts

Overall Improvement Strategy (2014-2021)

- Align and simplify processes to improve the conflict disclosure process
- Increase unit leadership involvement and accountability
- Advocate for well-informed rules and regulations to accommodate changes in higher education and Ohio State's strategic direction
- **Align and simplify policies**



Policies/Processes Related to Conflicts of Interest

Laws and Regulations	Ohio Ethics Law O.R.C. 102 & 2921	Federal Research	Ohio Technology Commercialization O.R.C. 3345	CMS Open Payments
Purpose	Ensure public employees maintain high ethical standards	Manage potential conflicts of interest in research	Allow university inventors to own interest in technology	Monitor physician/manufacturer and
The Ohio State University Rules, Policies, & Requirements	3335-13-03 University Facilities			
	Nepotism Policy		3335-13-07 Technology Commercialization	
	Financial Code of Ethics		3335-13-06 Rights to and Interests in Intellectual	
	Medical Center Vendor Interaction Policy			
	Conflict of Interest and Work Outside the University Policy			Medical Center Conflict of Interest Protocol/Process
	Faculty Financial Conflict of Interest Policy			
Faculty Paid External Consulting Policy				
Faculty Conflict of Commitment Policy				
	OSU BOT Protocol		Intellectual Property Policy	
Individuals covered by law/regulation	~40,000	~15,000	Varies (faculty with intellectual property)	~1600 physicians and others
Current disclosure process	Electronic Conflict of Interest Disclosure (eCOI) Form (not all employees are required to disclose)		CEO Invention Disclosure	Open payments data reviewed against eCOI Form
Manager/reviewer	OUCI/Med Center Compliance	Office of Research Integrity/Dean/Chair	Corporate Engagement Office (CEO)	Med Center Compliance



New Outside Activities and Conflicts Policy

CONSOLIDATES FOUR EXISTING POLICIES:

Faculty Financial Conflict of Interest

- **Governs conflicts related to research**
- Applies to faculty, staff, and students associated with research activities
- Disclosures reviewed by Office of Research

Conflict of Commitment

- **Governs conflicts related to faculty responsibilities**
- Applies to full-time faculty (including administrators with faculty appointment)
- Disclosures reviewed by chair/dean

Faculty Paid External Consulting

- **Governs conflicts related to faculty consulting and other paid outside activities**
- Applies to faculty
- Requests approved by chair or supervisor

Conflict of Interest and Work Outside the University

- **Governs conflicts related to all staff responsibilities**
- Applies to staff and applicants
- Requests approved by supervisor

Approval to be sought in Spring 2022 after review through policy process



Challenges Addressed in New Policy

- Multiple policies and varying outside activity approval processes create confusion and **lead to non-compliance for well-intentioned faculty and staff.**
- Complex projects increase need for **standard review process** support focus on commercialization and international engagements; decisions are often delayed as various subject matter experts are consulted.
- Current policies task supervisors with conflicts decisions and they **may not be fully informed or empowered** to make these decisions on their own.
- Training all supervisors on the nuances of conflicts, especially when they do not need to review conflicts on a regular basis, can be **cost and time prohibitive.**
- Current Conflict of Interest Advisory Committee (COIAC) provides guidance for research conflicts; **no such body exists to provide guidance for other types of conflicts.**



SUMMARY OF ACTIONS TAKEN

August 19, 2021 – Legal, Risk & Compliance Committee Meeting

Voting Members Present:

Elizabeth P. Kessler
Alan A. Stockmeister
Jeff M.S. Kaplan

Michael Kiggin
Elizabeth A. Harsh

Tom B. Mitevski
Gary R. Heminger (ex officio)

Members Present via Zoom:

Tanner R. Hunt

Members Absent:

N/A

PUBLIC SESSION

The Legal, Risk & Compliance Committee of The Ohio State University Board of Trustees convened on Thursday, August 19, 2021, in person at Longaberger Alumni House on the Columbus campus and virtually over Zoom. Committee Chair Elizabeth Kessler called the meeting to order at 1:31 p.m. and welcomed new Trustees Tom Mitevski and Tanner Hunt to the committee.

Items for Discussion

1. Annual Government Affairs Update: Stacy Rastauskas, VP for Government Affairs, gave an overview on what the Office of Government Affairs does at Ohio State and focused on highlights from FY21, including pandemic response and relief; state FY22-23 Biennial Budget; support for the Innovation District; the transition in Washington D.C.; and efforts around Name, Image & Likeness.

(See Attachment X for background information, page XX)

2. Ohio State Public Records Office: Program Overview and Update: Gates Garrity-Rokous, VP and Chief Compliance Officer, and Scott Hainer, Director of Public Records, discussed Ohio State's public records program. They provided an overview of the history and intent behind Ohio's Public Records Law; the definition of "records" and what "public records" can include; and key exemptions. They also discussed the history behind Ohio State's Public Records Office, which was created in 2013 and since that time, the total number of requests by fiscal year has steadily increased.

(See Attachment X for background information, page XX)

Items for Action:

1. Approval of Minutes: No changes were requested to the May 20, 2021, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.



EXECUTIVE SESSION

It was moved by Ms. Kessler, and seconded by Mr. Stockmeister, that the committee recess into executive session to consult with legal counsel regarding pending or imminent litigation, 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: Ms. Kessler, Mr. Stockmeister, Mr. Kaplan, Mr. Kiggin, Mrs. Harsh, Mr. Mitevski and Mr. Heminger. Mr. Hunt was not able to vote via Zoom.

The committee entered executive session at 1:49 p.m. and the meeting adjourned at 3:05 p.m.

DRAFT