

**WEDNESDAY, May 17, 2023**  
**TALENT, COMPENSATION & GOVERNANCE COMMITTEE MEETING**

John W. Zeiger, chair  
Elizabeth P. Kessler, vice chair  
Gary R. Heminger  
Lewis Von Thaer  
Jeff M.S. Kaplan  
Tom B. Mitevski  
Hiroyuki Fujita (*ex officio*)

Location: Sanders Grand Lounge, Longaberger Alumni House  
2200 Olentangy River Rd, Columbus, Ohio 43210

Time: 8:00am-11:00am

**Executive Session**

8:00-10:45am

**Public Session**

*ITEMS FOR DISCUSSION*

1. Report on Departing Trustees and Election of Officers – Mr. John Zeiger 10:45-10:50am

ITEMS FOR ACTION

2. Approval of February 2023 Committee Meeting Minutes – Mr. John Zeiger 10:50-11:00am
3. Approval of Personnel Actions – Ms. Katie Hall

**SUMMARY OF ACTIONS TAKEN**

*February 14, 2023 – Talent, Compensation & Governance Committee Meeting*

**Members Present:**John W. Zeiger  
Elizabeth P. KesslerAlexander R. Fischer  
Jeff M.S. KaplanTom B. Mitevski  
Hiroyuki Fujita (*ex officio*)**Members Present via Zoom:**

Gary R. Heminger (joined 10:00 a.m.)

**Members Absent:**Abigail S. Wexner  
Lewis Von Thaeer**PUBLIC SESSION**

The Talent, Compensation & Governance Committee of The Ohio State University Board of Trustees convened on Tuesday, February 14, 2023, in person at Longaberger Alumni House on the Columbus campus. Committee Chair John Zeiger called the meeting to order 9:27 a.m.

**PUBLIC SESSION*****Items for Discussion***

1. Annual Trustee Ethics Training: Mr. Gates Garrity-Rokous, Vice President and Chief Compliance Officer, and Ms. Jessica Tobias, Ethics Director and Compliance Investigator, led the committee in a discussion of ethics and conflicts of interest – an annual requirement for all trustees.

**EXECUTIVE SESSION**

It was moved by Mr. Zeiger and seconded by Mr. Kaplan that the committee recess into executive session to discuss business-sensitive trade secrets required to be kept confidential by federal and state statutes, to discuss personnel matters regarding the appointment, employment and compensation of public employees, and to consult with legal counsel regarding pending or imminent litigation.

A roll call vote was taken, and the committee voted to move into executive session with the following members present and voting: Mr. Zeiger, Ms. Kessler, Mr. Fischer, Mr. Kaplan, Mr. Mitevski and Dr. Fujita. Mr. Heminger was not present for this vote.

The committee entered executive session at 9:46 a.m. and reconvened in public session at 12:09 p.m.

**PUBLIC SESSION*****Items for Discussion***

2. Undergraduate Student Trustee Search Update: Mr. Tanner Hunt provided the committee with an update on the selection process for our next undergraduate student trustee. He shared that 16 applications were submitted and will be reviewed by the selection committee.



***Items for Action***

3. Approval of Minutes: No changes were requested to the November 15, 2022, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.
4. Resolution No. 2023-77, Personnel Actions

BE IT RESOLVED, That the Board of Trustees hereby approves the personnel actions as recorded in the personnel budget records of the university since the November 17, 2022, meeting of the Board, including the following appointments and contract amendments:

New Hire

Name: John Warner  
Title: Executive Vice President and CEO  
Unit: Wexner Medical Center  
Date: April 1, 2023

Appointment Extension

Name: Trevor Brown  
Title: Dean and Sr. Advisor  
Unit: Office of Academic Affairs  
Term: January 1, 2023 – December 31, 2023

Name: Karla Zadnik  
Title: Dean, College of Optometry  
Unit: Office of Academic Affairs  
Term: June 1, 2014 – June 30, 2025

Compensation Adjustment

Name: Mike Papadakis  
Title: SVP and Chief Financial Officer  
Unit: Office of Business and Finance  
Date: December 1, 2022

Interim Appointment

Name: Peter Mohler  
Title: Interim EVP for Research, Innovation and Knowledge  
Unit: Office of the President  
Date: March 1, 2023

5. Resolution No. 2023-78, Ratification of Committee Appointments

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for Fiscal Year 2023-2024 are as follows:

**Academic Affairs & Student Life:**

Jeff M.S. Kaplan, Chair  
Elizabeth A. Harsh, Vice Chair  
Abigail S. Wexner  
Elizabeth P. Kessler  
Reginald A. Wilkinson  
Michael Kiggin  
**PIERRE BIGBY**  
Taylor Schwein  
Susan E. Cole (faculty member)  
Hiroyuki Fujita (ex officio)

**Finance & Investment:**

Tom B. Mitevski, Chair  
James D. Klingbeil, Vice Chair  
John W. Zeiger  
Gary R. Heminger  
Lewis Von Thaer  
Michael Kiggin  
**PIERRE BIGBY**  
Tanner R. Hunt  
Amy Chronis  
Kent M. Stahl  
Hiroyuki Fujita (ex officio)

**Legal, Audit, Risk & Compliance:**

Elizabeth P. Kessler, Chair  
Michael Kiggin, Vice Chair  
Alan A. Stockmeister  
Jeff M.S. Kaplan  
Elizabeth A. Harsh  
**JUAN JOSE PEREZ**  
Taylor Schwein  
Amy Chronis  
Hiroyuki Fujita (ex officio)

**Master Planning & Facilities:**

Alexander R. Fischer, Chair  
Alan A. Stockmeister, Vice Chair  
Elizabeth A. Harsh  
Reginald A. Wilkinson  
**PIERRE BIGBY**  
Taylor Schwein  
James D. Klingbeil  
Robert H. Schottenstein  
Hiroyuki Fujita (ex officio)

**Research, Innovation & Strategic Partnerships:**

Lewis Von Thaer, Chair  
Reginald A. Wilkinson, Vice Chair  
Alexander R. Fischer  
**JUAN JOSE PEREZ**  
Tanner R. Hunt  
Phillip Popovich (faculty member)  
Hiroyuki Fujita (ex officio)

**Talent, Compensation & Governance:**

John W. Zeiger, Chair  
Elizabeth P. Kessler, Vice Chair  
Abigail S. Wexner  
Alexander R. Fischer  
Gary R. Heminger  
Lewis Von Thaeer  
Jeff M.S. Kaplan  
Tom B. Mitevski  
Hiroyuki Fujita (ex officio)

**Wexner Medical Center:**

Leslie H. Wexner, Chair  
Abigail S. Wexner  
Alan A. Stockmeister  
John W. Zeiger  
Gary R. Heminger  
Tom B. Mitevski  
Tanner R. Hunt  
Stephen D. Steinour  
Robert H. Schottenstein  
W.G. Jurgensen  
Cindy Hilsheimer  
Amy Chronis  
Hiroyuki Fujita (ex officio, voting)  
Kristina M. Johnson (ex officio, voting)  
Melissa L. Gilliam (ex officio, voting)  
Michael Papadakis (ex officio, voting)  
Jay Anderson / Andrew Thomas (ex officio, voting)

**Action:** Upon the motion of Mr. Zeiger, seconded by Mr. Kaplan, the foregoing resolutions were adopted by unanimous voice vote with the following members present and voting: Mr. Zeiger, Ms. Kessler, Mr. Fischer, Mr. Kaplan, Mr. Mitevski and Dr. Fujita. Mr. Heminger was not present for this vote.

The committee adjourned at 12:15 p.m.

**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 14, 2023, meeting of the Board, including the following appointments and contract amendments:

New Hire

Name: Karen Rose  
Title: Dean, College of Nursing  
Unit: Office of Academic Affairs  
Term: July 1, 2023

Appointment Extension

Name: Don Pope-Davis  
Title: Dean, College of Education and Human Ecology  
Unit: Office of Academic Affairs  
Term: July 1, 2023 – June 30, 2025

Name: Henry Mann  
Title: Dean, College of Pharmacy  
Unit: Office of Academic Affairs  
Term: July 1, 2023 – August 31, 2023

Interim Appointment

Name: Karla Zadnik  
Title: Interim Dean, College of Public Health  
Unit: Office of Academic Affairs  
Date: July 1, 2023 – June 30, 2024

Name: Margaret Young  
Title: Interim Dean, Lima  
Unit: Office of Academic Affairs  
Date: March 30, 2023 – June 30, 2024

Name: Katie Hall  
Title: Interim Senior Vice President, Talent, Culture and Human Resources  
Unit: Office of the President  
Date: April 3, 2023 – March 31, 2024