

**WEDNESDAY, NOVEMBER 15, 2023**  
**TALENT, COMPENSATION & GOVERNANCE COMMITTEE MEETING**

John W. Zeiger, chair  
Elizabeth P. Kessler, vice chair  
Alan A. Stockmeister  
Gary R. Heminger  
Lewis Von Thaer  
Jeff M.S. Kaplan  
Tomislav 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 ACTION

10:45-11:00am

1. Approval of August 2023 Committee Meeting Minutes – Mr. John Zeiger
2. **Hand-Carry:** Approval of Personnel Actions – Ms. Katie Hall
3. Ratification of Committee Appointments – Mr. John Zeiger
4. Amendments to the *Bylaws of The Ohio State University Wexner Medical Center Board* – Mr. John Zeiger
5. **Hand-Carry:** Appointment of the Salmon P. Chase Center for Civics, Culture, and Society Academic Council



**SUMMARY OF ACTIONS TAKEN**

*August 16, 2023 – Talent, Compensation & Governance Committee Meeting*

**Members Present:**

John W. Zeiger  
Elizabeth P. Kessler  
Alan A. Stockmeister

Gary R. Heminger  
Lewis Von Thaeer  
Jeff M.S. Kaplan

Tomislav B. Mitevski  
Hiroyuki Fujita (*ex officio*)

**Members Present via Zoom: N/A**

**Members Absent: N/A**

**PUBLIC SESSION**

The Talent, Compensation & Governance Committee of The Ohio State University Board of Trustees convened on Wednesday, August 16, 2023, in person at Vitria on the Square, 14 E. 15<sup>th</sup> Avenue, Columbus, OH, 43201. Committee Chair John Zeiger called the meeting to order 8:01 a.m.

**EXECUTIVE SESSION**

It was moved by Mr. Zeiger and seconded by Mr. Heminger 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. Stockmeister, Mr. Heminger, Mr. Von Thaeer, Mr. Kaplan, Mr. Mitevski and Dr. Fujita.

The committee entered executive session at 8:02 a.m. and reconvened in public session at 10:57 a.m. The committee adjourned at 11:06 a.m.

**PUBLIC SESSION**

***Items for Action***

1. Approval of Minutes: No changes were requested to the May 17, 2022, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.
2. Resolution No. 2024-18, Personnel Actions: Ms. Katie Hall brought forward the personnel actions resolution that included a new hire and a severance provision that was added to two letters of offer. This adjustment was made to ensure that there are equitable contract terms across all members of President's Cabinet.

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 18, 2023, meeting of the Board, including the following appointments and contract amendments:

**New Hire**

Name: Peter Mohler  
Title: Executive Vice President, Enterprise for Research, Innovation and Knowledge  
Unit: Office of the President  
Term: August 17, 2023

Severance Update

Name: Jessica Eveland  
Title: Secretary, Board of Trustees  
Unit: Office of the President  
Term: August 1, 2023

Name: Stacy Rastauskas  
Title: Vice President, Government Affairs  
Unit: Office of the President  
Term: August 1, 2023

3. Resolution No. 2023-19, Ratification of Committee Appointments FY 2024-2025

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  
Elizabeth P. Kessler  
Reginald A. Wilkinson  
Michael Kiggin  
Pierre Bigby  
**JOSHUA H.B. KERNER**  
Susan E. Cole (faculty member)  
Hiroyuki Fujita (ex officio)

**Finance & Investment:**

Tomislav B. Mitevski, Chair  
James D. Klingbeil, Vice Chair  
John W. Zeiger  
Gary R. Heminger  
Lewis Von Thaer  
Michael Kiggin  
Pierre Bigby  
**TAYLOR A. SCHWEIN**  
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  
**JOSHUA H.B. KERNER**  
Amy Chronis  
Hiroyuki Fujita (ex officio)

**Master Planning & Facilities:**

**ALAN A. STOCKMEISTER, CHAIR**  
**REGINALD A. WILKINSON, VICE CHAIR**  
Elizabeth A. Harsh  
Pierre Bigby  
**JOSHUA H.B. KERNER**  
James D. Klingbeil  
Robert H. Schottenstein  
Hiroyuki Fujita (ex officio)

**Research, Innovation & Strategic Partnerships:**

Lewis Von Thaer, Chair  
Reginald A. Wilkinson, Vice Chair  
Juan Jose Perez  
**TAYLOR A. SCHWEIN**  
Phillip Popovich (faculty member)  
Hiroyuki Fujita (ex officio)

**Talent, Compensation & Governance:**

John W. Zeiger, Chair  
Elizabeth P. Kessler, Vice Chair  
**ALAN A. STOCKMEISTER**  
Gary R. Heminger  
Lewis Von Thaer  
Jeff M.S. Kaplan  
Tomislav B. Mitevski  
Hiroyuki Fujita (ex officio)

4. Resolution No. 2024-20: Recommend for Approval Amendments to the Bylaws for The Ohio State University Wexner Medical Center Board:

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

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

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

WHEREAS the last revisions to the *Bylaws of The Ohio State University Wexner Medical Center Board* took place in November 2022; and

NOW THEREFORE

BE IT RESOLVED, That the Quality and Professional Affairs Committee hereby recommends to the Wexner Medical Center Board and the University Board of Trustees the attached amendments to the *Bylaws of The Ohio State University Wexner Medical Center Board*.

(See Attachment X for background information, page XX)

**Action:** Upon the motion of Mr. Zeiger, seconded by Mr. Mitevski, the foregoing resolutions were adopted by unanimous voice vote with the following members present and voting: Mr. Zeiger, Ms. Kessler, Mr. Stockmeister, Mr. Heminger, Mr. Von Thayer, Mr. Kaplan, Mr. Mitevski and Dr. Fujita.

The committee adjourned at 11:06 a.m.

**RATIFICATION OF COMMITTEE APPOINTMENTS FY 2024-2025**

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for Fiscal Year 2024-2025 are as follows:

**Academic Affairs & Student Life:**

Jeff M.S. Kaplan, Chair  
Elizabeth A. Harsh, Vice Chair  
Elizabeth P. Kessler  
Reginald A. Wilkinson  
Michael Kiggin  
Pierre Bigby  
**BRADLEY R. KASTAN**  
Joshua H.B. Kerner  
Susan E. Cole (faculty member)  
Hiroyuki Fujita (ex officio)

**Finance & Investment:**

Tomislav B. Mitevski, Chair  
James D. Klingbeil, Vice Chair  
John W. Zeiger  
Gary R. Heminger  
Lewis Von Thaer  
Michael Kiggin  
Pierre Bigby  
**GEORGE A. SKESTOS**  
Taylor A. Schwein  
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  
**BRADLEY R. KASTAN**  
Joshua H.B. Kerner  
Amy Chronis  
Hiroyuki Fujita (ex officio)

**Master Planning & Facilities:**

Alan A. Stockmeister, Chair  
Reginald A. Wilkinson, Vice Chair  
Elizabeth A. Harsh  
Pierre Bigby  
**GEORGE A. SKESTOS**  
Joshua H.B. Kerner  
James D. Klingbeil  
Robert H. Schottenstein  
Hiroyuki Fujita (ex officio)

**Research, Innovation & Strategic Partnerships:**

Lewis Von Thaer, Chair  
Reginald A. Wilkinson, Vice Chair  
Juan Jose Perez  
**BRADLEY R. KASTAN**  
**GEORGE A. SKESTOS**  
Taylor A. Schwein  
Phillip Popovich (faculty member)  
Hiroyuki Fujita (ex officio)

**Talent, Compensation & Governance:**

John W. Zeiger, Chair  
Elizabeth P. Kessler, Vice Chair  
Alan A. Stockmeister  
Gary R. Heminger  
Lewis Von Thaer  
Jeff M.S. Kaplan  
Tomislav B. Mitevski  
Hiroyuki Fujita (ex officio)

**RATIFICATION OF COMMITTEE APPOINTMENTS FY 2024-2025 (CONT)**

**Wexner Medical Center:**

Leslie H. Wexner, Chair

Alan A. Stockmeister

John W. Zeiger

Gary R. Heminger

Tomislav B. Mitevski

Juan Jose Perez

Taylor A. Schwein

Stephen D. Steinour

Robert H. Schottenstein

Cindy Hilsheimer

Amy Chronis

Hiroyuki Fujita (ex officio, voting)

**PETER J. MOHLER (EX OFFICIO, VOTING)**

Melissa L. Gilliam (ex officio, voting)

Michael Papadakis (ex officio, voting)

John J. Warner (ex officio, voting)

**AMENDMENTS TO THE BYLAWS OF  
THE OHIO STATE UNIVERSITY WEXNER MEDICAL CENTER BOARD**

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

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

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

WHEREAS the last revisions to the *Bylaws of The Ohio State University Wexner Medical Center Board* took place in August 2023; and

WHEREAS the Wexner Medical Center Board approved and recommended the attached amendments for approval by the University Board of Trustees on November 14, 2023:

NOW THEREFORE

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

## OHIO STATE UNIVERSITY WEXNER MEDICAL CENTER BOARD BYLAWS

### 3335-97-02 Finance committee.

(A) Responsibilities. The finance committee shall, **upon call of the chair of the committee, meet to** review and evaluate the financial results, plans, and audits of the university Wexner medical center and its component entities for the purpose of assessing the overall financial risks and capacities of the university Wexner medical center and the congruity of the financial management, plans and objectives of the university Wexner medical center. The committee shall be responsible for: **monitoring reviewing** financial performance including achievement of financial goals and targets approved by the university Wexner medical center board and university board of trustees; reviewing and **making recommendations regarding the** ~~of~~ operating and capital budgets to the university Wexner medical center board and the university board of trustees; advising on the acquisition or sale of property; **construction, use, and allocation of physical space and facilities and technology;** advising on current and future strategic business opportunities, including, but not limited to, affiliations, partnerships, mergers, acquisitions, and other business ventures; and other responsibilities as assigned by the chair of the university Wexner medical center board.

(B) Composition. The finance committee shall be composed of no fewer than five voting members of the university Wexner medical center board, with at least three members being university trustees; the university chief financial officer; and such other members as determined by the chair of the university Wexner medical center board.

(C) Meetings. The committee shall meet at the call of the chair of the committee, **but not less than quarterly.** A majority of the voting members of the committee shall constitute a quorum. Meetings shall be conducted in accordance with the state laws of Ohio and open meetings laws.