SUMMARY OF ACTIONS TAKEN

November 20, 2019 - Wexner Medical Center Board Meeting

Voting Members Present:

Leslie H. Wexner
Abigail S. Wexner
Cheryl L. Krueger
Hiroyuki Fujita
John W. Zeager

Janet Porter
W.G. “Jerry” Jurgensen
Robert H. Schottenstein
Cindy Hilsheimer
Gary R. Heminger (ex officio)

Michael V. Drake (ex officio)
Harold L. Paz (ex officio)
Bruce A. McPherson (ex officio)
Michael Papadakis (ex officio)

Non-Voting, Ex-Officio Members Present:

K. Craig Kent
L. Arick Forrest
David P. McQuaid

Mark E. Larmore
Andrew M. Thomas
Elizabeth O. Seely

William B. Farrar
Thomas Ryan
Amanda N. Lucas

Members Absent:

Mary A. Howard
Stephen D. Steinour

PUBLIC SESSION

The Wexner Medical Center Board convened for its 32nd meeting on Wednesday, November 20, 2019, in the Longaberger Alumni House, Sanders Grand Lounge. Board Secretary Jessica A. Eveland called the meeting to order at 9:10 a.m.

Item for Action

1. Approval of Minutes: No changes were requested to the August 28, 2019, meeting minutes; therefore, a formal vote was not required and the minutes were considered approved.

Items for Discussion

2. Chancellor’s Report: Dr. Harold Paz shared that Ohio State was the only university in the nation to have four of its health sciences colleges recognized with INSIGHT Into Diversity magazine’s 2019 Health Professional Higher Education Excellence in Diversity Award. INSIGHT is the oldest and largest diversity-focused publication in higher education. Dr. Paz also announced a $15 million commitment from Joe and Linda Chlapaty to advance heart research at Ohio State. As part of this gift, the Chlapaty family will support a critical capital project — the Interdisciplinary Research Facility on West Campus.

3. Leading the Way: Efforts to Improve Infant Mortality Rates in Ohio: Dr. Mark Landon, chair of the Obstetrics and Gynecology Department, and Dr. Cynthia Shellhaas, an OB/GYN professor and specialist in maternal fetal medicine, gave a report on the medical center’s extensive efforts to address the issue of infant mortality facing our local communities. Ohio has one of the highest infant mortality rates in the country. Even more troubling, there is a two- to three-fold increase in the rate of infant mortality among babies of African American women. These disparities can largely be explained by social determinants of health. The medical center has implemented a number of innovative programs in the community and with community partners to reduce these rates. One of these is the well-known Moms2B program, which provides social support and nutrition/parenting education for expectant mothers. The Governor and First Lady DeWine are great supporters of Moms2B and have expressed a strong interest in expanding the program to other locations throughout the state.

4. Wexner Medical Center Operations Report: David McQuaid gave a brief report on operational items, including the status of the new patient parking garage on Cannon Drive and zoning approval for the Dublin ambulatory care location. He also gave some highlights from Healthy Community Day at the Jameson Crane Sports Medicine Institute.

5. Wexner Medical Center Financial Report: Mark Larmore shared that, overall, the financial health of the medical center is very strong. The operating margin is about $5 million ahead of budget and adjusted admissions are 11% ahead of budget.
Items for Discussion (continued)

6. **James Cancer Hospital Report:** Dr. William Farrar shared updates regarding the great work going on at The James. First, he highlighted this year’s fundraising results from the annual Pelotonia event, where there were more than 7,400 participants and 3,000 volunteers. Pelotonia raised more than $23 million, raising the total support for cancer research at Ohio State over its 11-year history to $207 million. Dr. Farrar also provided an update on the cancer center core grant renewal due in January. The James was awarded the Press Ganey Guardian of Excellence in Patient Experience Award for reaching the 95th percentile for each reporting period for the award year in inpatient care. The James also received the Pinnacle of Excellence award for maintaining consistently high levels of excellence over multiple years in inpatient care.

Items for Action

7. **Resolution No. 2020-37, Recommend For Approval to Enter Into/Increase Professional Services and Enter Into/Increase Construction Contracts**

Synopsis: Authorization to enter into/increase professional services and construction contracts, as detailed in the attached materials, is proposed.

WHEREAS in accordance with the attached materials, the University desires to enter into professional services contracts for the following project:

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**WMC Loading Dock Expansion and Renovation**

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WHEREAS in accordance with the attached materials, the University desires to enter into/increase professional services contracts and enter into/increase construction contracts for the following projects:

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**Lincoln Tower Office Renovations (increase)**

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**Wexner Medical Center Inpatient Hospital**

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**WMC West Campus Ambulatory Facilities**

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NOW THEREFORE

BE IT RESOLVED, That the Wexner Medical Center Board hereby approves and proposes that the professional services and construction contracts for the projects listed above be recommended to the University Board of Trustees for approval.

BE IT FURTHER RESOLVED, That the President and/or Senior Vice President for Business and Finance be authorized to enter into/increase professional services and construction contracts for the projects listed above in accordance with established University and State of Ohio procedures, with all actions to be reported to the Board at the appropriate time.

(See Attachment X for background information, page XX)

**Action:** Upon the motion of Mr. Schottenstein, seconded by Dr. Fujita, the board adopted the foregoing motion by majority voice vote with the following members present and voting: Mr. Wexner, Mr. Heminger, Ms. Krueger, Dr. Fujita, Mr. Zeiger, Dr. Porter, Mr. Schottenstein, Mr. Jurgensen, Ms. Hilsheimer, Dr. Drake, Dr. Paz, Dr. McPherson and Mr. Papadakis. Mrs. Wexner abstained.
8. **Resolution No: 2020-38, Recommend for Approval the Acquisition of Real Property**

Synopsis: Authorization to purchase real property located at 915 Olentangy River Road, Columbus, Franklin County, Ohio, is proposed.

WHEREAS the mission of the Wexner Medical Center and the James Cancer Hospital is to improve people’s lives through the provision of high-quality patient care; and

WHEREAS The Ohio State University (“University”) seeks to purchase improved real property located at 915 Olentangy River Road, Columbus, Ohio, identified as Franklin County parcel 010-280575 (“Property”); and

WHEREAS the property is strategically located 1.6 miles from the university’s main campus; and

WHEREAS the property includes a five-story 137,529+ square foot building, known as the OSU Eye and Ear Institute, which houses multi-specialty medical groups and an ambulatory outpatient surgery center; and

WHEREAS this property is highly visible, well-located and supports the Wexner Medical Center’s ambulatory care strategic plan and its mission to improve health in Ohio and across the world through innovation in research, education and patient care; and

WHEREAS the university currently leases the entire property under a long-term lease, approved by the Board of Trustees in 2009 by Resolution 2009-33 (“Lease”); and

WHEREAS the lease provides the university with an option to purchase the property (“Option”); and

WHEREAS the university exercised the option to purchase the property on December 20, 2018 (“Exercise Date”); and

WHEREAS the obligation of the university to purchase the property after exercising the option is subject to and conditioned upon (a) approval of its Board of Trustees and the State of Ohio Controlling Board, and (b) the university’s receipt and acceptance of two appraisals supporting the purchase price for the property prior to December 31, 2019:

NOW THEREFORE

BE IT RESOLVED, That the Wexner Medical Center hereby approves and proposes that the said purchase be recommended to the University Board of Trustees for approval; and

BE IT FURTHER RESOLVED, That the President and/or Senior Vice President for Business and Finance be authorized to take action required to effect the purchase of the referenced property at a price of $43,000,000, in the name of the state of Ohio for the use and benefit of The Ohio State University Wexner Medical Center and upon terms and conditions deemed to be in the best interest of the university.

(See Attachment X for background information, page XX)
9. Resolution No: 2020-39, Amendments to the Bylaws of The Ohio State University Wexner Medical Center Board

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

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

WHEREAS a periodic review of a 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 May 2019:

NOW THEREFORE

BE IT RESOLVED, That the Wexner Medical Center Board hereby recommends approval by the University Board of Trustees of 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 Ms. Krueger, seconded by Dr. Drake, the board adopted the foregoing motions by unanimous voice vote with the following members present and voting: Mr. Wexner, Mr. Heminger, Mrs. Wexner, Ms. Krueger, Dr. Fujita, Mr. Zeiger, Dr. Porter, Mr. Schottenstein, Mr. Jurgensen, Ms. Hilsheimer, Dr. Drake, Dr. Paz, Dr. McPheron and Mr. Papadakis.

**EXECUTIVE SESSION**

It was moved by Mrs. Wexner, and seconded by Dr. Porter, that the board recess into executive session to consider business-sensitive trade secrets required to be kept confidential by federal and state statutes, to discuss quality matters and personal matters involving the appointment and employment of public officials, which are required to be kept confidential under Ohio law, and to consult with legal counsel regarding pending or imminent litigation.

A roll call vote was taken and the board unanimously voted to go into executive session, with the following members present and voting: Mr. Wexner, Mr. Heminger, Mrs. Wexner, Ms. Krueger, Dr. Fujita, Mr. Zeiger, Dr. Porter, Mr. Schottenstein, Mr. Jurgensen, Ms. Hilsheimer, Dr. Drake, Dr. Paz, Dr. McPheron and Mr. Papadakis.

The board entered executive session at 10:10 a.m. and the board meeting adjourned at 1:34 p.m.