

WEDNESDAY, AUGUST 26, 2020
TALENT, COMPENSATION & GOVERNANCE COMMITTEE MEETING

Hiroyuki Fujita
Lewis Von Thae
Erin P. Hoeflinger
John W. Zeiger
Elizabeth P. Kessler
Jeff M.S. Kaplan
Gary Heminger (*ex officio*)

Location: Zoom Meeting

Time: 3:15-5:15pm

Public Session

ITEMS FOR DISCUSSION

1. *Annual Trustee Ethics Training – Anne Garcia, Gates Garrity-Rokous, Jessica Tobias* 3:15-3:45pm
2. *Statement of Expectations – Dr. Hiroyuki Fujita* 3:45-3:50pm
3. *Career Roadmap Updates – Susan Basso, Rob Prisbrey* 3:50-4:10pm
4. *Key Critical Searches – Susan Basso* 4:10-4:15pm

ITEMS FOR ACTION

5. **Hand Carry:** Personnel Actions – Susan Basso 4:15-4:20pm
6. Approval of the Talent, Compensation & Governance Committee Charter – Susan Basso 4:20-4:25pm
7. Amendments to the *Bylaws of the Board of Trustees* – Dr. Hiroyuki Fujita 4:25-4:30pm
8. Ratification of Committee Appointments 2020-2021 – Dr. Hiroyuki Fujita 4:30-4:35pm
9. **Hand Carry:** Presidential Review and Compensation – Dr. Hiroyuki Fujita 4:35-4:40pm

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

Executive Session

Ohio Ethics Law

Anne K. Garcia
Interim 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)

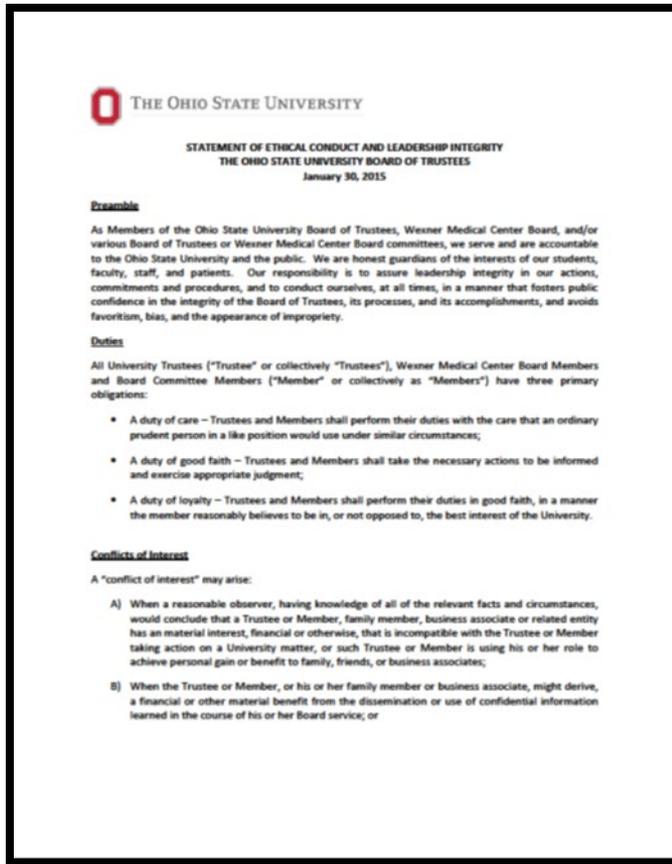
- Prohibits trustees from accepting compensation, other than from the university, for the performance of their duties

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

Financial Disclosure Statement

Reporting Requirements

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

Please type or print clearly. See [instructions](#) for assistance with this page.

SECTION A. PERSONAL CONTACT INFORMATION

Last Name _____ First Name _____ MI

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 unexpired 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
		2018

FOR OFFICIAL USE ONLY

SECTION C. PUBLIC POSITION, OFFICE, OR JOB

Position/Title (Example: council member, sheriff, board member, or job title) _____ Seeking
 Hold Held

Public Entity you serve in 2018, served in 2017, or will serve if elected _____

Public Salary: Start Date: End Date:

Month	Day	Year	Month	Day	Year

Uncompensated
 Less than \$16,000
 \$16,000 or more

SECTION D. ADDITIONAL PUBLIC POSITION, OFFICE, OR JOB

Position/Title (Example: council member, sheriff, board member, or job title) _____ Seeking
 Hold Held

Public Entity you serve in 2018, served in 2017, or will serve if elected _____

Public Salary: Start Date: End Date:

Month	Day	Year	Month	Day	Year

Uncompensated
 Less than \$16,000
 \$16,000 or more

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Walk-in Inter Office No Check

Rev'd by: _____

Filer has answered every required question.
 Filer has not answered these questions:

Date incomplete form returned to filer: _____
Date completed form returned to OEC: _____

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Questions?



OHIO ETHICS COMMISSION

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

www.ethics.ohio.gov

***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.

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.

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.

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.

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.

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).

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.

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.

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.

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.

**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 to 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 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 how 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 attend faithfully 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 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 Chair of the Board 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.

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 Committee.
- 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, 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 President.

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.

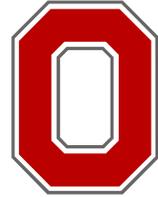
Board members should publicly support the University, the President, and decisions the Board and President reach, even when one holds views or cast votes to the contrary.

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 Chair of the Committee. 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.



THE OHIO STATE UNIVERSITY

HUMAN RESOURCES

Career Roadmap Update

August 26, 2020



Ohio State is creating a compensation framework that is consistent, transparent, and sustainable for employee career growth

Internal Consistency

- Academic and medical campuses currently lack consistency across the enterprise with use of:
 - **Different job titles** and pay ranges for the same jobs
 - Different compensation practices
- Academic campus uses **1970s era** job classifications and five separate, historical salary structures

Market Relevancy

- Salary structures last **updated 10 years ago** for academic campus (best practice annual or bi-annual)
- Salary structures updated episodically for medical campus (best practice is annual update)

Employee Perception and Culture Surveys

Employees want **transparent career paths** and development opportunities to grow their careers

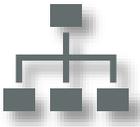
Respondents indicated that Ohio State did not have clear career paths and opportunities for promotion

- 2008 Survey – **72.6 percent** agreed
- 2011 Survey – **73.6 percent** agreed



Career Roadmap is a comprehensive **job family model** and compensation structure designed to attract and retain talent

Career Roadmap will provide employees, managers and HR with:



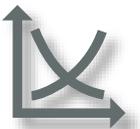
Visible Career Paths

- Career path opportunities defined through a new Career Framework for better talent discussions



Common Language

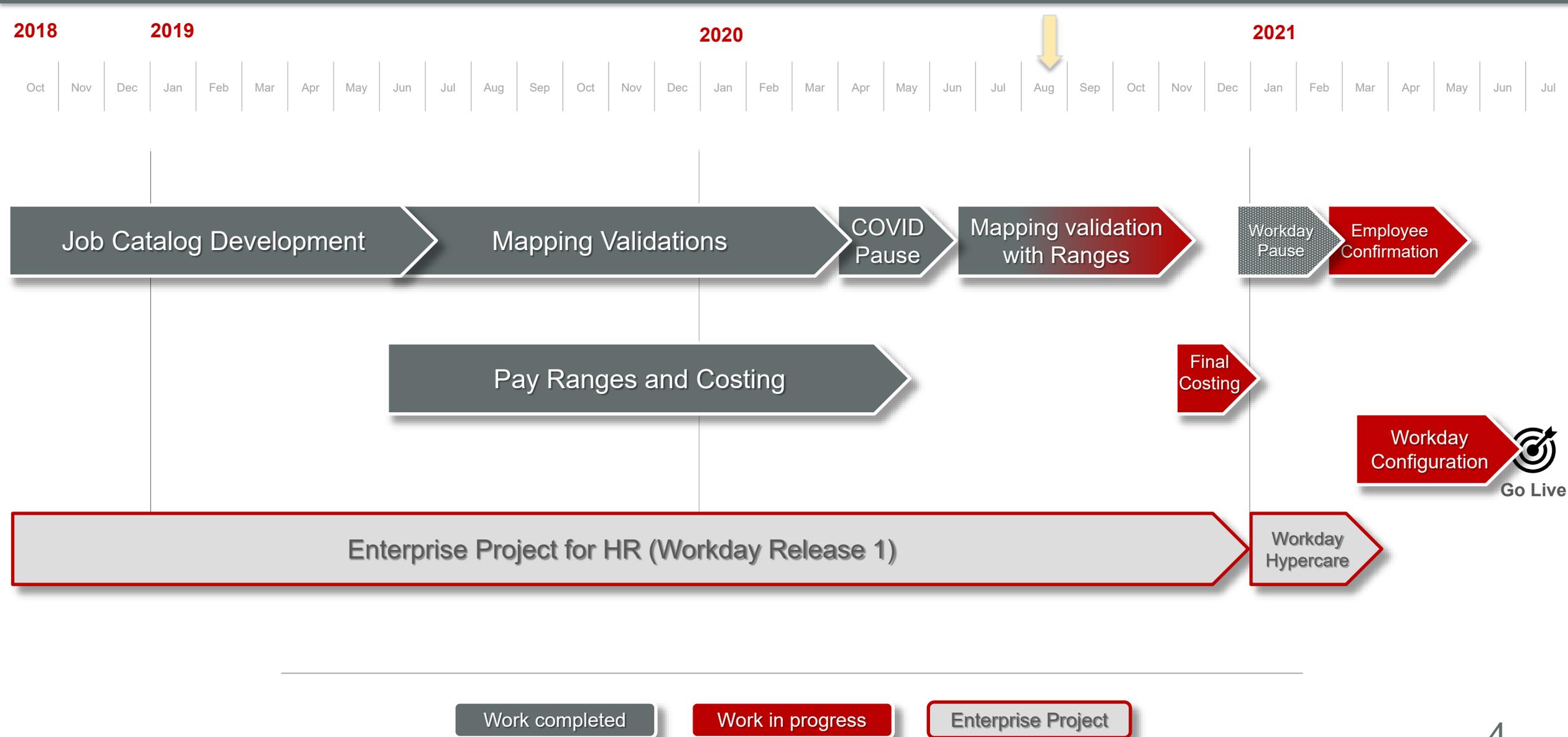
- Consistency to describe jobs and career levels across the Campus and the Medical Center



Market Relevance

- Consistent alignment of jobs to market competitive salary structures for informed decision making

Over time, Career Roadmap will help leaders better **address workforce needs** and enhance Ohio State's reputation as an employer of choice





Important Accomplishments:



FLSA Compliance: Better alignment of FLSA exemption status



Job Valuation: Best-practice market pricing of jobs to assign pay ranges



Pay Ranges: Merit increases capped at maximum; focus merit dollars on below market talent



Title Inflation: Best-practice career level standards consistently applied (focused review in Sept.)



Sustainability: Annual review process of market data and salary structure

These **tools are critical** in managing employee pay



Actions:

- Review mapping with new pay ranges; focus on below-range-minimum outcomes
- Managers learn about changes to FLSA and CCS status for employees and new policies
- Leaders review final cost implications of mapping
- Managers communicate mapping to employees
- Leadership reviews resource request for technical support during spring 2021



Outcomes:

- Consistent mapping outcomes that support resource stewardship
- Managers support appropriate change to better align with regulatory environments
- Approve employee communication phase
- Managers take ownership of mapping decisions
- Approve technical resources needed for go-live by July 1, 2021 (ranges used for annual merit)

Support Needed

- Set resolute tone for adoption of Career Roadmap as **university strategy**
- Set tone for **adoption of new policy** and practices
- Acknowledge significant effort still required amongst **competing priorities**
- Support resource allocation to allow July 1, 2021 go-live date

**APPROVAL OF TALENT, COMPENSATION & GOVERNANCE
COMMITTEE CHARTER**

Synopsis: Approval of Talent, Compensation & Governance Committee Charter, which will supersede and replace the Talent & Compensation Committee Charter and the Governance Committee Charter, is proposed.

WHEREAS the Board of Trustees may adopt individual committee charters, consistent with committee descriptions, that set forth further information and definition regarding the committee's charge, committee composition, or the delegated authority and responsibilities of each committee; and

WHEREAS the delineation and description of each committee function will enable the board to be more effective in the execution of its duties and responsibilities; and

WHEREAS the Board of Trustees combined the Talent & Compensation Committee and the Governance Committee and created a Talent, Compensation & Governance Committee of the board effective August 30, 2019; and

WHEREAS section 3335-1-02(C)(1)(d) of the *Bylaws of the Ohio State University Board of Trustees* sets forth the description of the Board of Trustees' Talent, Compensation & Governance Committee; and

WHEREAS the Talent, Compensation & Governance Committee has developed a proposed charter, consistent with that description, that reflects its status as a standing committee of the Board of Trustees, and that charter has been fully reviewed by the committee; and

WHEREAS the Board of Trustees desires to supersede and replace the Talent & Compensation Committee Charter adopted November 6, 2015, and the Governance Committee Charter adopted February 1, 2013, with the attached Talent, Compensation & Governance Committee Charter dated August 27, 2020; and

WHEREAS the Talent, Compensation & Governance Committee shall be governed by the rules set forth in this Talent, Compensation & Governance Committee Charter:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby approves the attached Talent, Compensation & Governance Committee Charter dated August 27, 2020.



Talent, Compensation and Governance Committee Charter
Draft 6/8/2020

Purpose of Committee

The Talent, Compensation and Governance Committee (committee) is a standing committee of The Ohio State University Board of Trustees (board) established to:

- Provide oversight and counsel to the president regarding matters related to senior leadership of the university, as determined by the board and the president, including:
 - The development, review and execution of a compensation philosophy and strategy for the university's executives,
 - Oversight and administration of the university's executive compensation program, and
 - The development, review and execution of a talent and culture strategy for the university.
- Make recommendations to the board regarding matters pertaining to the organization of the board and involvement and role of trustees.

Committee Authority and Responsibilities

In furtherance of its purpose set forth above, the committee shall have the following authority and responsibilities:

- **Executive Compensation Philosophy and Strategy** – Develop, consider, and make recommendations to the board regarding an Executive Compensation Philosophy and Strategy for the university's executives, including the president.
- **Comparison Markets and Peers** – Determine comparable institutions and entities for benchmarking total remuneration. Regularly monitor composition of comparison group(s) and refine to reflect changes in the market.
- **President's Compensation and Performance Management** – Review and propose to the board the terms of the president's employment related to compensation, benefits, and perquisites. Recommend a process in order to establish the president's performance goals, evaluate performance outcomes, and determine compensation levels. Annually establish the president's goals and objectives, in collaboration with the president, and evaluate the president's performance in light of those goals and objectives and other pertinent criteria. The performance evaluation process will seek input from all trustees and may include input from senior leaders and other stakeholders. Provide a summary report of findings and make recommendations to the board regarding the president's total remuneration based on such evaluation and consistent with the university's Executive Compensation Philosophy and Strategy.
- **Board Purview Executives** - Review the executive roles for which the committee has decision making authority, as identified in the Executive Compensation Philosophy and Strategy. Review market data and make recommendations to the board regarding the compensation of those board purview executives for whom the committee provides review of management decisions.
- **Benefits and Retirement Plans** - Review and make recommendations to the board with respect to any actions requiring board oversight pursuant to university benefit and retirement plans.



Talent, Compensation and Governance Committee Charter
Draft 6/8/2020

- **Talent and Culture Strategy** - Develop, consider and make recommendations to the board regarding a Talent and Culture Strategy for the university.
- **Statement of Ethical Conduct and Leadership Integrity** – Conduct an annual review and reaffirmation by all trustees of the policy on ethics and conflicts of interest to govern all members of the board and its committees.
- **Statement of Expectations** – Conduct an annual review and reaffirmation by all trustees of the board’s Statement of Expectations, which addresses topics such as comportment among board members, with the university president and other internal constituents, and with external constituents.
- **Report to Full Board** – Report regularly to the board in sufficient detail to assure the board that the committee’s responsibilities are being fulfilled. Seek full board approval for the total remuneration and employment decisions related to the president and other board purview executives as outlined in the Executive Compensation Philosophy and Strategy.
- **Committee Self-Evaluation** – Conduct a periodic self-evaluation of the committee’s own performance, and assess the adequacy of this charter, recommending any changes to the board for approval.
- **Board Self-Evaluation** – Periodically conduct a self-study of the board’s performance that includes compliance with the Statement of Expectations.
- **Officer Evaluation** – Conduct an annual review of the performance of the officers of the board (i.e., chair, vice chair, secretary) prior to reappointment or selection of new officers, which ideally occurs at the end of the fiscal year.
- **Bylaws Amendments** – Review all proposed or draft new amendments to the bylaws maintained by the board and make recommendations to the board for approval.
- **Contingency Planning** – Ensure that the chair of the board and the president develop and maintain a contingency plan and framework, including procedures, in the event of the president’s departure.
- **Compensation Consultant** – In collaboration with the Office of Legal Affairs and the Office of Human Resources, engage an independent compensation consultant to assist the committee in its duties relative to board purview executive compensation.
- **Trustee Orientation** – Oversee the initial and ongoing orientation process, as coordinated by the Board Office, for acclimating new trustees to the university and their role and responsibilities.
- **Charter Trustee Selection** – Consider and interview charter trustee candidates to fill three-year terms, and make final nominations to the full board for approval.
- **Board Office** – Have oversight over the organization of the Board Office, which exists to support the board and assist with connecting the board to the university community.
- **Other Assigned Responsibilities** – Perform such other responsibilities of the committee as provided by the bylaws of the university or as delegated by the board or the chair of the board.



**Talent, Compensation and Governance Committee Charter
Draft 6/8/2020**

Committee Meetings

The committee generally shall meet in conjunction with the regularly scheduled meetings of the full board, and at such other times and places as it deems necessary to carry out its responsibilities.

Committee Membership

All members of the committee, as well as the committee chair and vice chair, shall be appointed by the chair of the board. The chair and vice chair of the committee shall be trustees or charter trustees. Trustees, student trustees, charter trustees and non-trustee committee members shall all be voting members of the committee.

The committee shall consist of at least five trustees, one of whom must be a student trustee.

Staff and Other Support

Primary staff support for the committee shall be provided by the Office of Human Resources and the Board Office. Further, the committee shall obtain advice and assistance as needed from internal or external compensation consulting, legal, accounting or other advisors.

University Bylaws

The provisions of this charter are intended to comport with the bylaws of the university. To the extent that these provisions conflict, the university bylaws shall control.

**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 June 3, 2020:

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*.

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

3) Charter trustees. In order to take advantage of the diverse cultural, geographic, business, professional, public service and civic backgrounds, talents and experiences of friends and alumni of the Ohio state university who do not live in the state of Ohio, the position of charter trustee has been established, in accordance with the following guidelines:

- a. 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.
- b. ~~There~~ The board shall ~~be~~ appoint no more than three ~~positions of~~ charter trustees at any given time.
- c. Each charter trustee shall be appointed for a one three-year term, commencing on May fourteenth and expiring on May thirteenth, ~~and shall be eligible to serve a second consecutive three-year term.~~ The reappointment of a charter trustee is not automatic. Appointment and reappointment decisions will be made with consideration to the expertise needs of the overall board.
- d. Charter trustees shall have no voting privileges on the board of trustees, shall not be considered in determining whether a quorum is present, and shall not be eligible to be officers of the board, but will otherwise participate in all activities of the board, including membership on committees. Charter trustees who are members of board committees shall have voting privileges on those committees and shall be eligible to serve as committee chair or vice chair.
- e. Charter trustees shall be nominated by the talent, compensation and governance committee and shall be appointed, and may be removed before the conclusion of his or her term, by a vote of the board. Upon such appointment, the chair shall cause a letter of appointment to be delivered to the charter trustee, and a copy of the letter shall be delivered to the governor.

RATIFICATION OF COMMITTEE APPOINTMENTS 2020-2021

BE IT RESOLVED, That the Board of Trustees hereby approves that the ratification of committee appointments for 2020-2021 are as follows:

Academic Affairs, Student Life & Research:

Brent R. Porteus, Chair
Cheryl L. Krueger
Abigail S. Wexner
Hiroyuki Fujita
Alan A. Stockmeister
Elizabeth P. Kessler
Jeff M.S. Kaplan
Anand Shah
Susan Olesik (faculty member)
Gary R. Heminger (ex officio)

Advancement:

Erin P. Hoeflinger, Chair
Alan A. Stockmeister, Vice Chair
Cheryl L. Krueger
Abigail S. Wexner
Craig S. Bahner
Thomas M. Murnane
Catherine Baumgardner (Alumni Assn member)
Janelle Jordan (Alumni Assn member)
Alec Wightman (Foundation Board member)
Anne Klamar (Foundation Board member)
Gary R. Heminger (ex officio)

Audit, Compliance & Finance:

John W. Zeiger, Chair
Brent R. Porteus
Erin P. Hoeflinger
Alexander R. Fischer
Hiroyuki Fujita
Elizabeth P. Kessler
Lewis Von Thaer
Jeff M.S. Kaplan
James D. Klingbeil
Amy Chronis
Gary R. Heminger (ex officio)

Talent, Compensation & Governance:

Hiroyuki Fujita, Chair
Lewis Von Thaer, Vice Chair
Erin P. Hoeflinger
John W. Zeiger
Elizabeth P. Kessler
Jeff M.S. Kaplan
Gary R. Heminger (ex officio)

Master Planning & Facilities:

Alexander R. Fischer, Chair
James D. Klingbeil, Vice Chair
Brent R. Porteus
Anand Shah
Robert H. Schottenstein
Gary R. Heminger (ex officio)

RATIFICATION OF COMMITTEE APPOINTMENTS 2020-2021 (cont'd)

Wexner Medical Center:

Leslie H. Wexner, Chair

Abigail S. Wexner

Cheryl L. Krueger

Hiroyuki Fujita

John W. Zeiger

Stephen D. Steinour

Robert H. Schottenstein

W.G. Jurgensen

Cindy Hilsheimer

Gary R. Heminger (ex officio, voting)

KRISTINA M. JOHNSON (ex officio, voting) – effective September 1, 2020

Harold L. Paz (ex officio, voting)

Bruce A. McPheron (ex officio, voting)

Michael Papadakis (ex officio, voting)

Human Resources Summary Report

Talent, Compensation and Governance Committee

August 2020

The Ohio State University Human Resources prepares this summary report as an overview of key activities and updates specific to the HR Strategic Plan and related HR Transformation initiatives that are currently underway. The strategic priority areas of focus in the HR Strategic Plan include:

- HR Excellence
- Talent Management
- 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

As we continue to strive to operate as one HR discipline university-wide, the content outlined encompasses HR efforts across all campus locations, inclusive of the Wexner Medical Center.

Additionally, data and metrics with current analytics, specific to the workforce demographics of the university have been recently updated.

I appreciate your continued support of our transformative HR journey.

On behalf of the HR Leadership Team,



Susan Basso
SVP, 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.

Talent & Culture Strategy

Ohio State's aspiration as an employer is to create an exceptional employee experience and be an employer of choice. A foundational element to achieve this goal is to cultivate a talent and culture framework that influences employee inspiration, student success and global solutions. We must also promote a respectful and collaborative workplace culture consistent with university-wide values. This is a vision that is consistent across all five pillars of the university's Time and Change Strategic Plan.

To achieve this vision, we are developing a comprehensive 5-year strategic plan for talent and culture that will encompass the entire university. The Talent and Culture Strategy will utilize Employer of Choice dimensions to define our key strategic initiatives.

The five workgroups (Innovative Workplace Practices, Inclusive Work Environment, Leadership Development, Performance & Growth, Recruiting and Onboarding) have submitted their goals, initiatives and metrics that were utilized to develop the first draft of the Talent and Culture Strategy. The strategy will be reviewed this autumn by the President and the Cabinet for feedback and revisions.

Completed Milestones:

- Initiatives and Metrics reviewed and revised
- Aspiration Statement revised
- First draft of the Talent and Culture strategy developed

Upcoming Milestones:

- Review the Talent and Culture Strategy with the President and Cabinet for feedback and revisions – Autumn



HR Excellence

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

Workday

Ohio State's Workday implementation is on track to go live in early January 2021. A six-month extension was needed as a result of the coronavirus pandemic. Workday HR and Payroll will go live on January 3, 2021. Workday Finance and Supply Chain will go live on January 7, 2021.

The Enterprise Project team concluded the Testing phase in June. The team completed more than 9,600 test scenarios from start to finish with a 98% pass rate. Now in the Deployment phase, the team is developing and refining cutover and execution plans.

Several change management milestones were recently met. The Administrative Resource Center (ARC) was launched with an initial collection of Workday trainings, including step-by-step guides and video demonstrations. Training materials will continue to be added throughout the next couple months. In addition, a small group of employees was given access to a Workday practice environment to experience the system first-hand. This practice environment will be available to broader audiences in the coming weeks.

To further prepare teams across campus and the medical center, a unique "change plan" was created for each unit that outlines key activities tailored to that organization. These activities will inform and engage employees with support from local leaders and the project team.

Lastly, a new team called Enterprise Business Solutions (EBS) will be assembled within the Office of the Chief Information Officer to maintain Workday post-implementation. The EBS team will be responsible for Workday's continuous improvement model and ongoing assistance. EBS will work closely with many academic, support unit and Wexner Medical Center teams to ensure Ohio State's business priorities and enterprise resource planning systems remain in sync across the full enterprise.

HR Service Delivery

The transition timeline to a new HR and payroll operating model has been modified and will be complete prior to the Workday go-live dates. All HR and payroll professionals will transition to their new roles before Workday HR and Payroll goes live on January 3, 2021. Due to COVID-19 response priorities, HR and payroll professionals will transition to new roles on a timeline based on current state processes and operational needs. Maintaining operations and minimizing disruptions will be factors that decide transition dates for employees.

HR Business Partners will work closely with OHR leaders, payroll leaders and the Enterprise Project team to develop individual transition plans and timelines for their HR and payroll professionals. Additionally, we will continue monitoring the COVID matter very carefully and make thoughtful transition decisions as the situation warrants.

An overview of the Human Resources Testing as of 7/1/2020 is summarized below:

Human Resources Test Phase Execution Summary	E2E Cycle 1 - Prim Comp Execution Summary @ Test Case Level					
	Metrics to Date (through 7/1/20)					
	Planned through 07.01.20	Executed	Passed	% of Executed vs. Planned To Date	% of Passed vs. Executed	% of Passed vs. Planned To Date
	HR Academics	102	102	102	100%	100%
HR Benefits	1,053	1037	1037	98%	100%	98%
HR Compensation	388	385	385	99%	100%	99%
HR Core	569	569	569	100%	99%	99%
HR Recruiting	675	654	652	96%	99%	96%
HR NEP/Affiliates	192	192	190	100%	98%	98%
Grand Total	2,979	2,939	2,935	98%	99%	98%

Additionally, an overview of Payroll testing as of 7/1/2020 is outlined below:

Payroll Test Phase Execution Summary	E2E Prim Comp Execution Summary @ Test Case Level					
	Metrics to Date (through 7/1/20)					
	Planned through 7.1.20	Executed	Passed	% of Executed vs. Planned To Date	% of Passed vs. Executed	% of Passed vs. Planned To Date
	PAY Accounting and Commitments	335	335	333	100%	99%
PAY Core	874	874	873	100%	99%	99%
PAY Time Tracking and Absence	620	620	620	100%	100%	100%
Grand Total	1,829	1,829	1,826	100%	99%	99%



Total Rewards

Ensure competitive Total Rewards while balancing fiscal responsibility.

Career Roadmap

Ohio State's Career Roadmap will be a new approach for hiring, managing, and developing staff when implemented in summer 2021. The scope of Career Roadmap focuses on 33,000 staff positions across the medical center, main campus, and regional campuses. Not included are physicians, faculty, executives, athletic coaches, student employees or bargaining units.

Implementing Career Roadmap will bring visible career paths, market relevance, common language and regulatory compliance to Ohio State's job catalog and compensation structure. 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. Career Roadmap will help attract and retain the Ohio State workforce of the future.

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. Decisions by senior leaders on pay impacts include:

- Employees paid above the new ranges will be eligible for lump sum merit increases.
- Employees paid below the new ranges will be brought into the new ranges over time through promotions, adjustments, merit increases and turnover.

In the last few months, the team completed development of the new salary structure and pay ranges, including pricing jobs based on market data. We also aligned on a consistent approach to job classification and working titles.

The third round of position mapping reviews kicked off on July 22 with training provided to HR business partners about the new pay ranges, Fair Labor Standards Act (FLSA) classifications and how to review that information with unit leaders. Supervisors and managers will be trained on new pay ranges and FLSA in September. Unit leaders and senior leaders will be advised on mapping status in November/December, prior to communication of mapping results to employees in spring 2021. Workday configuration and testing of Career Roadmap will be completed by summer 2021 to allow for go-live prior to July annual merit planning activities.

We expect interest, anxiety, and concern across the organization as the new pay ranges, new titles and FLSA changes are shared more broadly. We appreciate the Board's commitment to this initiative and its support of these changes as a university strategy.

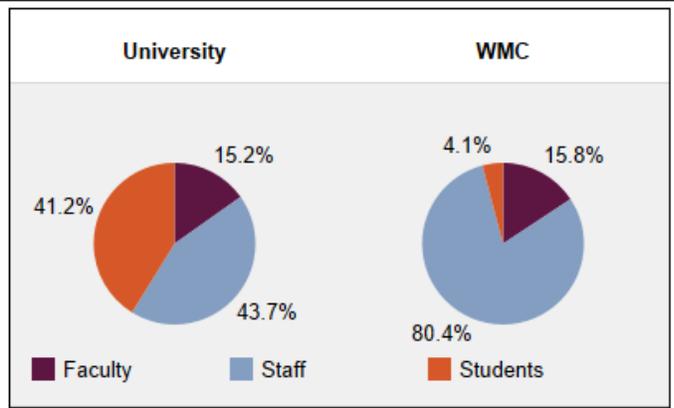
Quarterly Summary of Employee Headcount

Total University, June 2020

(Excludes intermittent employees, unpaid employees and student employees unless otherwise noted)

Headcount* by Employee Type and University/WMC

	University	WMC	Grand Total
Faculty	3,832	3,418	7,220
Staff	11,012	17,450	28,459
Students	10,392	891	11,238
Grand Total	25,201	21,696	46,817

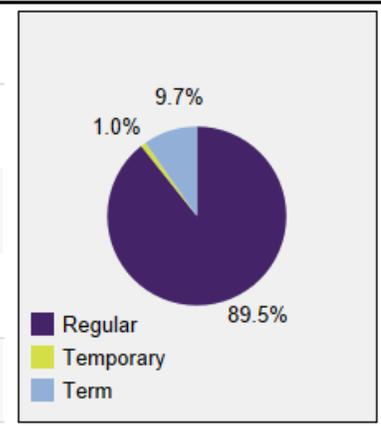


Headcount* by Employee Group

Tenure Track Faculty	2,820	8.3%
Clinical Track Faculty	1,845	5.3%
Research Track Faculty	107	0.3%
Associated Faculty	2,448	6.2%
Unclassified	23,209	64.9%
CCS	5,250	15.1%
Grand Total	35,579	

Headcount* by Reg/Temp/Term

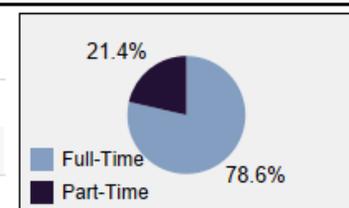
Regular	31,851
Temporary	342
Term	3,462
Grand Total	35,579



Headcount by Full-Time

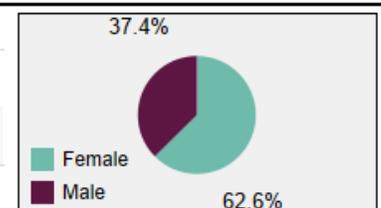
Full-Time = 100%

Full-Time	27,967
Part-Time	7,612
Grand Total	35,579



Headcount by Gender

Female	22,283
Male	13,296
Grand Total	35,579



Headcount by Race/Ethnicity

Am. Indian	49	0.1%
Asian	2,710	7.6%
Black	3,728	10.5%
Hawaiian	21	0.1%
Hispanic	1,097	3.1%
Two or More Rac..	679	1.9%
Undisclsd	1,499	4.2%
White	25,796	72.5%
Grand Total	35,579	

Headcount by Age

<Thirty	7,150	20.1%
Thirties	10,426	29.3%
Forties	7,828	22.0%
Fifties	6,472	18.2%
Sixties	3,270	9.2%
Seventy+	433	1.2%
Grand Total	35,579	

* Headcount may be double counted across multiple categories where multiple appointments exist. The Grand Totals still reflect unique individuals but counts in the chart may add up to more than the Grand Total shown.

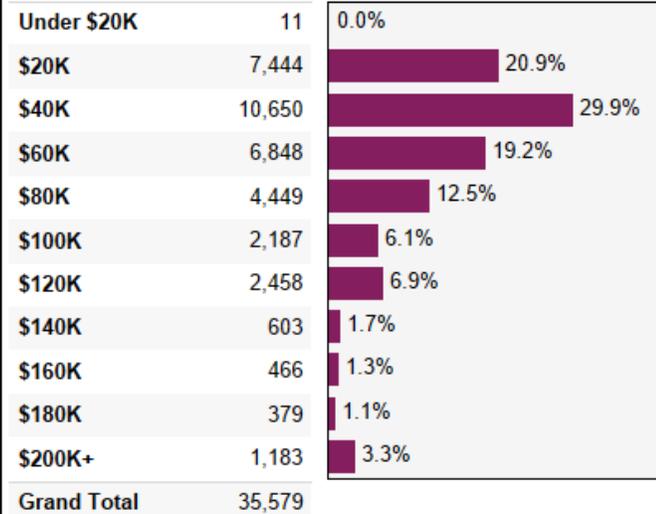
Quarterly Summary of Employee Headcount

Total University, June 2020

(Excludes intermittent employees, unpaid employees and student employees unless otherwise noted)

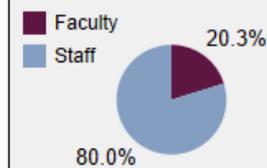
Headcount by Pay Band

Based on full-time rates

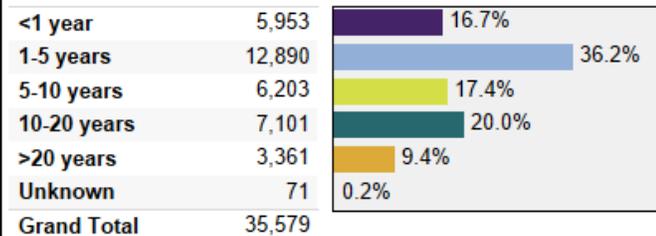


Headcount* by Faculty/Staff

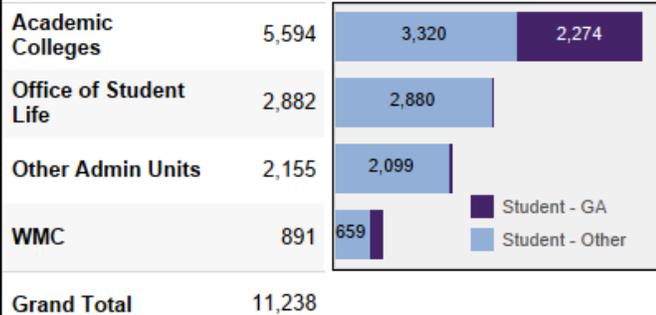
Faculty	7,220
Staff	28,459
Grand Total	35,579



Headcount* by Years of Service



Headcount* of Student Employees



Headcount* by VP College

Arts and Sciences	2,233	6.3%
Athletics	426	1.2%
Board of Trustees	4	0.0%
Coll of Education & Human..	560	1.6%
Coll of Food,Agr,Envir Sci..	1,790	5.0%
College of Dentistry	452	1.2%
College of Engineering	1,154	3.2%
College of Law	123	0.3%
College of Medicine	4,857	12.0%
College of Nursing	324	0.8%
College of Optometry	129	0.3%
College of Pharmacy	233	0.7%
College of Public Health	142	0.4%
College of Social Work	119	0.3%
College of Veterinary Med	583	1.6%
Fisher College of Business	363	1.0%
Health Sciences FGP	1,287	1.8%
John Glenn College Public..	70	0.2%
Lima Campus	125	0.3%
Mansfield Campus	127	0.4%
Marion Campus	149	0.4%
Newark Campus	207	0.6%
Ofc of Business and Finan..	373	1.1%
Ofc of Government Affairs	13	0.0%
Ofc of Health Sciences	1,069	3.1%
Ofc of Student Life	1,109	3.2%
Office of Academic Affairs	2,089	6.0%
Office of Human Resources	227	0.7%
Office of Legal Affairs	42	0.1%
Office of the President	32	0.1%
OSU Medical Center	14,872	41.0%
Senior VP Admin & Planni..	1,012	3.0%
Senior VP-Executive Officer	157	0.5%
Strategy Management Offi..	8	0.0%
University Advancement	488	1.4%
Grand Total	35,579	

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