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

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

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

Time: 8:00am-11:00am

Executive Session 8:00-10:45am

Public Session

ITEMS FOR ACTION 10:45-11:00am

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

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

Members Present:

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

Members Present via Zoom: N/A

Members Absent: N/A

PUBLIC SESSION

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

EXECUTIVE SESSION

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

A roll-call vote was taken, and the committee voted to move into executive session with the following members present and voting: Mr. Zeiger, Ms. Kessler, Mr. Stockmeister, Mr. Heminger, Mr. Von Thaer, Mr. Kaplan, Mr. Mitevski and Dr. Fujita.

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

PUBLIC SESSION

Items for Action

1. Approval of Minutes: No changes were requested to the May 17, 2022, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.

2. Resolution No. 2024-18, Personnel Actions: Ms. Katie Hall brought forward the personnel actions resolution that included a new hire and a severance provision that was added to two letters of offer. This adjustment was made to ensure that there are equitable contract terms across all members of President’s Cabinet.

   BE IT RESOLVED, That the Board of Trustees hereby approves the personnel actions as recorded in the personnel budget records of the university since the May 18, 2023, meeting of the Board, including the following appointments and contract amendments:

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

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

**Academic Affairs & Student Life:**
- Jeff M.S. Kaplan, Chair
- Elizabeth A. Harsh, Vice Chair
- Elizabeth P. Kessler
- Reginald A. Wilkinson
- Michael Kiggin
- Pierre Bigby
- **JOSHUA H.B. KERNER**
- Susan E. Cole (faculty member)
- Hiroyuki Fujita (ex officio)

**Finance & Investment:**
- Tomislav B. Mitevski, Chair
- James D. Klingbeil, Vice Chair
- John W. Zeiger
- Gary R. Heminger
- Lewis Von Thaer
- Michael Kiggin
- Pierre Bigby
- **TAYLOR A. SCHWEIN**
- Amy Chronis
- Kent M. Stahl
- Hiroyuki Fujita (ex officio)

**Legal, Audit, Risk & Compliance:**
- Elizabeth P. Kessler, Chair
- Michael Kiggin, Vice Chair
- Alan A. Stockmeister
- Jeff M.S. Kaplan
- Elizabeth A. Harsh
- Juan Jose Perez
- **JOSHUA H.B. KERNER**
- Amy Chronis
- Hiroyuki Fujita (ex officio)

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

**Research, Innovation & Strategic Partnerships:**
- Lewis Von Thaer, Chair
- Reginald A. Wilkinson, Vice Chair
- Juan Jose Perez
- **TAYLOR A. SCHWEIN**
- Phillip Popovich (faculty member)
- Hiroyuki Fujita (ex officio)

**Talent, Compensation & Governance:**
- John W. Zeiger, Chair
- Elizabeth P. Kessler, Vice Chair
- **ALAN A. STOCKMEISTER**
- Gary R. Heminger
- Lewis Von Thaer
- Jeff M.S. Kaplan
- Tomislav B. Mitevski
- Hiroyuki Fujita (ex officio)
4. **Resolution No. 2024-20: Recommend for Approval Amendments to the Bylaws for The Ohio State University Wexner Medical Center Board:**

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

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

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

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

NOW THEREFORE

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

(See Attachment X for background information, page XX)

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

The committee adjourned at 11:06 a.m.
RATIFICATION OF COMMITTEE APPOINTMENTS FY 2024-2025

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

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

Finance & Investment:
- Tomislav B. Mitevski, Chair
- James D. Klingbeil, Vice Chair
- John W. Zeiger
- Gary R. Heminger
- Lewis Von Thaer
- Michael Kiggin
- Pierre Bigby
  **GEORGE A. SKESTOS**
- Taylor A. Schwein
- Amy Chronis
- Kent M. Stahl
- Hiroyuki Fujita (ex officio)

Legal, Audit, Risk & Compliance:
- Elizabeth P. Kessler, Chair
- Michael Kiggin, Vice Chair
- Alan A. Stockmeister
- Jeff M.S. Kaplan
- Elizabeth A. Harsh
- Juan Jose Perez
  **BRADLEY R. KASTAN**
- Joshua H.B. Kerner
- Amy Chronis
- Hiroyuki Fujita (ex officio)

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

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

Talent, Compensation & Governance:
- John W. Zeiger, Chair
- Elizabeth P. Kessler, Vice Chair
- Alan A. Stockmeister
- Gary R. Heminger
- Lewis Von Thaer
- Jeff M.S. Kaplan
- Tomislav B. Mitevski
- Hiroyuki Fujita (ex officio)
RATIFICATION OF COMMITTEE APPOINTMENTS FY 2024-2025 (CONT)

Wexner Medical Center:
Leslie H. Wexner, Chair
Alan A. Stockmeister
John W. Zeiger
Gary R. Heminger
Tomislav B. Mitevski
Juan Jose Perez
Taylor A. Schwein
Stephen D. Steinour
Robert H. Schottenstein
Cindy Hilsheimer
Amy Chronis
Hiroyuki Fujita (ex officio, voting)

PETER J. MOHLER (EX OFFICIO, VOTING)
Melissa L. Gilliam (ex officio, voting)
Michael Papadakis (ex officio, voting)
John J. Warner (ex officio, voting)
Synopsis: Recommended approval of the attached amendments to the Bylaws of The Ohio State University Wexner Medical Center Board is proposed.

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

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

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

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

NOW THEREFORE

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

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

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

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