WEDNESDAY, MAY 15, 2024
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

Public Session

ITEMS FOR ACTION

1. Approval of February 2024 Committee Meeting Minutes
   10:45-10:50am

2. Hand-Carry: Approval of Personnel Actions – Ms. Katie Hall
   10:50-10:55am

3. Ratification of Committee Appointments FY2024-25 – Mr. John Zeiger
   10:55-11:00am
SUMMARY OF ACTIONS TAKEN

February 21, 2024 – Talent, Compensation & Governance Committee Meeting

Members Present:

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

Members Present via Zoom: N/A

Members Absent: N/A

PUBLIC SESSION

The Talent, Compensation & Governance Committee of The Ohio State University Board of Trustees convened on Wednesday, February 21, 2024, in person at Longaberger Alumni House on the Columbus campus. Committee Chair John Zeiger called the meeting to order 7:59 a.m.

EXECUTIVE SESSION

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

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

The committee entered into executive session at 8:01 a.m. and reconvened in public session at 10:35 a.m.

PUBLIC SESSION

Items for Action

1. Approval of Minutes: No changes were requested to the November 15, 2023, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.

2. Resolution No. 2024-78, Personnel Actions:

   BE IT RESOLVED, That the Board of Trustees hereby approves the personnel actions as recorded in the personnel budget records of the university since the November 15, 2023, meeting of the Board, including the following appointments and contract amendments:
New Hire

Name: Ross Bjork  
Title: Senior Vice President and The Wolfe Foundation Eugene Smith Endowed Athletics Director  
Unit: Office of the President  
Term: July 1, 2024

Name: Katie Hall  
Title: Senior Vice President, Talent, Culture and Human Resources  
Unit: Office of the President  
Term: February 5, 2024

Acting Appointment

Name: Camille Hebert  
Title: Acting Dean, Moritz College of Law  
Unit: Office of Academic Affairs  
Term: June 30, 2024

Interim Appointment

Name: Jake Diebler  
Title: Interim Head Coach, Men's Basketball  
Unit: Department of Athletics  
Term: February 14, 2024

3. Resolution No. 2024-79, Ratification of Committee Appointments FY2024-2025:

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)

**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)

**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)

**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)
4. Resolution No. 2024-80, Amendments to the Bylaws of The Ohio State University Board of Trustees:

Synopsis: Approval of the attached amendment 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 November 17, 2022:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby approves the attached amendment to the Bylaws of the Ohio State University Board of Trustees.

(See Appendix XX for background information, page XX)

5. Resolution No. 2024-81, Amendment and Restatement of The Ohio State University Annuity Premium Benefit LTD Plan:

Synopsis: Approval of the amendment and restatement of The Ohio State University Annuity Premium Benefit LTD Plan (“Plan”) is proposed.

WHEREAS, The Ohio State University (the “Employer”) maintains The Ohio State University Annuity Premium Benefit LTD Plan (the “Plan”), a plan organized under Section 403(b) of the Internal Revenue Code (the “Code”) providing long term disability benefits to certain Participants, which was established effective July 1, 2001, and closed to new Participants as of June 30, 2006; and
WHEREAS, pursuant to Section 9.02 of the Plan, the Employer has the authority to amend and restate the Plan from time to time; and

WHEREAS, the Employer desires to amend and restate the Plan to further document terms of the Plan’s insurance booklet-certificate and maintain compliance with the Internal Revenue Code, and other applicable laws, regulations, and administrative authority.

NOW THEREFORE

BE IT RESOLVED, that the Board of Trustees hereby approves the amendment and restatement of the Plan, in substantially the form attached hereto, be, and hereby is, adopted effective as of January 1, 2009; and

BE IT FURTHER RESOLVED, that the senior vice president for business and finance and chief financial officer is hereby authorized to execute the amended and restated Plan and any other agreements, certificates, instruments, documents, or conveyances necessary to effectuate or carry out the purpose and intent of this resolution, as well as achieve a favorable determination from the Internal Revenue Service regarding qualification under Section 403(b) of the Code, as necessary.

(See Appendix XX for background information, page XX)

Action: Upon the motion of Mr. Zeiger, seconded by Mr. Stockmeister, the forgoing 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 10:42 a.m.
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
- **ERIC BIELEFELD** (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)
Walter E. Carter Jr (ex officio, voting)
Karla Zadnik (ex officio, voting)
Michael Papadakis (ex officio, voting)
John J. Warner (ex officio, voting)

Finance Committee, Wexner Medical Center:
Stephen D. Steinour, Chair
John W. Zeiger
Tomislav B. Mitevski
Juan Jose Perez
Amy Chronis
John J. Warner
Michael Papadakis