

**WEDNESDAY, JANUARY 15, 2025
TALENT, COMPENSATION & GOVERNANCE COMMITTEE MEETING**

Jeff M.S. Kaplan, chair
Elizabeth P. Kessler, vice chair
Alan A. Stockmeister
Gary R. Heminger
Lewis Von Thaer
Reginald A. Wilkinson
Tomislav B. Mitevski
Juan Jose Perez
John W. Zeiger (*ex officio*)

Location: Mount Leadership Room, Longaberger Alumni House
2200 Olentangy River Road, Columbus, Ohio 43210

Time: 2:00 p.m. – 5:00 p.m.

Executive Session

Public Session

ITEMS FOR ACTION

1. Approval of August 2024 Committee Meeting Minutes – Mr. Jeff Kaplan 4:50 p.m. – 4:55 p.m.
2. *Hand-Carry*: Approval of Personnel Actions – Ms. Katie Hall 4:55 p.m. – 5:00 p.m.



SUMMARY OF ACTIONS TAKEN

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

Members Present:

Jeff M.S. Kaplan
Elizabeth P. Kessler
Alan A. Stockmeister

Gary R. Heminger
Lewis Von Thaeer
Reginald A. Wilkinson

Tomislav B. Mitevski
Juan Jose Perez
John W. Zeiger (ex officio)

Members Present via Zoom: N/A

Members Absent: N/A

PUBLIC SESSION

The Talent, Compensation & Governance Committee of The Ohio State University Board of Trustees convened on Wednesday, August 21, 2024, in person at Longaberger Alumni House on Ohio State's Columbus campus. Committee Chair Jeff Kaplan called the meeting to order at 8:00 a.m.

Mr. Kaplan acknowledged and welcomed new Trustees appointed to the committee — Dr. Wilkinson and Mr. Perez. Jeff expressed looking forward to partnering with them and the rest of the committee to gain insights and perspectives.

EXECUTIVE SESSION

It was moved by Mr. Kaplan and seconded by Mr. Von Thaeer 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. Kaplan, Ms. Kessler, Mr. Stockmeister, Mr. Heminger, Mr. Von Thaeer, Dr. Wilkinson, Mr. Mitevski, Mr. Perez and Mr. Zeiger.

The committee entered into executive session at 8:01 a.m. and reconvened in public session at 9:51 a.m.

PUBLIC SESSION

Items for Action:

1. Approval of Minutes: No changes were requested to the May 15, 2024, meeting minutes; therefore, a formal vote was not required, and the minutes were considered approved.
2. Resolution No. 2025-19, Approval of 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 May 16, 2024 meeting of the Board, including the following appointments and contract amendments:



THE OHIO STATE UNIVERSITY

Appointment

Name: Kent Barnett
Title: Dean, Moritz College of Law
Unit: Office of Academic Affairs
Term: June 30, 2029

Name: Trevor Brown
Title: Interim Dean, Fisher College of Business
Unit: Office of Academic Affairs
Term: June 30, 2025

Name: Ginger Breon
Title: Interim Vice President and Chief Information Officer
Unit: Office of Academic Affairs
Term: August 19, 2024

Appointment/Contract Extension

Name: Gregory Rose
Title: Dean and Director, Marion Campus
Unit: Office of Academic Affairs
Term: December 31, 2024

Name: Damon Jaggars
Title: Vice Provost and Dean of University Libraries
Unit: Office of Academic Affairs
Term: June 30, 2027

Name: Kevin McGuff
Title: Head Coach, Women's Basketball
Unit: Department of Athletics and Business Advancement
Term: June 30, 2028

Appointment Extension with Compensation Adjustment

Name: Rustin Moore
Title: Dean, College of Veterinary Medicine
Unit: Office of Academic Affairs
Term: June 30, 2027

Compensation Adjustment

Name: Ayanna Howard
Title: Dean, College of Engineering
Unit: Office of Academic Affairs
Term: June 30, 2026

Name: Cathann Kress
Title: Vice President of Agricultural Administration and Dean, College of Food, Agricultural and Environmental Sciences
Unit: Office of Academic Affairs
Term: June 30, 2027



Name: Caroll Ann Trotman
Title: Dean, College of Dentistry
Unit: Office of Academic Affairs
Term: June 30, 2026

Contract Amendment

Name: Ryan Day
Title: Head Coach, Football
Unit: Department of Athletics and Business Advancement
Term: January 31, 2029

3. Resolution No. 2025-20, Amendment 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 February 21, 2024:

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 X for background information, page XX)

4. Resolution No. 2025-21, Approval of Presidential Review and Compensation:

Synopsis: Approval of changes to the president's base compensation and the issuance of a performance award to the president, is proposed.

WHEREAS it is best practice across higher education for a governing board to conduct an annual performance review of the university president; and

WHEREAS the Procedure for Setting and Reviewing Compensation for University Executives authorizes the chair of the Talent, Compensation & Governance Committee to review and approve the total compensation of the president, subject to ratification by the committee and the Board of Trustees; and

WHEREAS under the terms of President Carter's letter of offer, the president shall be entitled to annual increases in his base salary as determined by the Board of Trustees; and

WHEREAS under the terms of President Carter's letter of offer, the president shall be eligible for an annual performance award for achieving mutually agreed-upon performance measures; and

WHEREAS pursuant to its charter, the Talent, Compensation & Governance Committee has reviewed the performance of the president for fiscal year 2024 and believes that President Carter



has demonstrated strong leadership and progress with regard to the performance goals set forth by the president and the Board of Trustees last year; and

WHEREAS the Talent, Compensation & Governance Committee has reviewed and recommends for approval the compensation changes set forth below:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby approves a base salary increase for the president of \$38,500, which amounts to 3.5% of his base salary; and

BE IT FURTHER RESOLVED, That the Board of Trustees hereby approves a performance award for the president of \$164,368 for Fiscal Year 2024, which has been pro-rated based on his start date.

5. Resolution No. 2025-22, Approval of Fiscal Year 2025 Presidential Goals:

Synopsis: Approval of the attached presidential goals for fiscal year 2025, is proposed.

WHEREAS under the terms of President Walter "Ted" Carter's letter of offer, each fiscal year, the president and the Board of Trustees will set forth the president's goals; and

WHEREAS in order to establish these goals, the president is submitting the attached for review and approval by the Board of Trustees; and

WHEREAS once approved by the Board of Trustees, the attached goals will serve as the basis to evaluate the president during his review period:

NOW THEREFORE

BE IT RESOLVED, That the Board of Trustees hereby approves the attached goals, which focus on 1) Academic Excellence, 2) Research and Innovation, 3) Financial and Operational Stewardship, 4) the Health System for Ohio, and 5) Ohio State as a workplace of choice.

(See Appendix X for background information, page XX)

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

The committee adjourned at 9:57 a.m.