# Pattern of Administration
# for
# The Ohio State University
# College of Medicine
# Department of Surgery

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## I. INTRODUCTION

This document provides a brief description of the Department of Surgery of the College of Medicine (COM) as well as a description of its policies and procedures. It supplements the Rules of the University Faculty and other policies and procedures of the University and the College of Medicine to which the department and its faculty are subject. The latter rules, policies and procedures, and changes in them, take precedence over statements in this document.

This Pattern of Administration must be reviewed and either revised or reaffirmed on appointment or reappointment of the department chair. In keeping with Faculty Rule 3335-3-35(C)(2), within the first year of their appointment or reappointment, the department chair shall review the Pattern of Administration in consultation with the faculty. Revisions shall be made with broad faculty input, gathered in accordance with the department's established practices and procedures. This process includes notifying faculty of the upcoming revision and soliciting input on suggested changes. The Chair, in consultation with the Vice Chairs, will then review the document and propose revisions while considering initial faculty input. The proposed changes will be presented to the faculty for review and a vote, with an opportunity for additional suggestions. Revisions may also be initiated by the department chair or recommended by departmental committees or faculty members. The revision process follows the same procedure. All revisions, along with periodic reaffirmation, require approval from the College Office of Faculty Affairs and the Office of Academic Affairs.

## II. DEPARTMENT MISSION

The Department of Surgery of The Ohio State University is dedicated to the achievement of excellence in education, research and clinical care in all of the various disciplines encompassed by the specialty.

The Department of Surgery is a participant in the education of medical students at all levels of the medical curriculum. It also educates medical school graduates in a General Surgery residency program, and in other residency and fellowship programs associated with the specialty. Graduates of these programs become eligible for certification by specialty boards and similar agencies. The Department instructs graduate students in the College of Medicine's masters and PhD level programs and in other related disciplines. In addition, the department trains postdoctoral fellows in both basic and clinical science categories. The Department also conducts a variety of teaching programs for practicing physicians. From time-to-time members of the Department may also participate in educational projects for the general public.

The Department members, including both those with medical and non-medical doctoral degrees, conduct basic, translational and clinical research. Laboratories associated with the Department are active in the instruction of pre-medical students, medical students, residents, clinical fellows, postdoctoral fellows and graduate students in research methodology and technique. Departmental research is supported by both internal and external funding. Department members are engaged in collaborative projects with researchers in other departments of the University and outside of the University. The results of these various efforts are presented at various scientific meetings and symposia, and they are published in books, journals and other media.

Physician members of the Department are active practitioners of surgery and its associated specialties. Members of the Department who are non-physician practitioners engage in practice related to their area of expertise. These faculty members are organized into divisions based upon surgical specialties and fellowship programs; these divisions are responsible for providing care to patients whose medical problems are encompassed by the specialty or sub-specialty. The Department strives to maintain a clinical staff with the capability of providing a broad spectrum of surgical and related services, with special expertise in the management of complex and unusual problems in addition to those considered more common.

Department members also participate in the administration and governance of the OSU Wexner Medical Center and Nationwide Children's Hospital, the College of Medicine and the University through service as members and officers of various committees. In addition, faculty members serve local, regional and national medical organizations in a variety of administrative positions. Faculty members may also serve as members and officers of other charitable and service organizations on a local, regional and national level.

The Department performs reassessments of the effectiveness of its efforts in teaching, research and service. A comprehensive evaluation is performed and published as the Department of Surgery Annual Report.

A critical component of the Department mission is the dedication to continuous improvement in the quality of its contributions to the discipline and practice of surgery and its various specialties, and to the provision of personalized health care for all of its patients.

## III. ACADEMIC RIGHTS AND RESPONSIBILITIES

In April 2006, the university issued a reaffirmation of academic rights, responsibilities, and processes for addressing concerns.

## IV. FACULTY AND VOTING RIGHTS

Faculty Rule 3335-5-19 defines the types of faculty appointments possible at The Ohio State University and the rights and restrictions associated with each type of appointment. Faculty members in the Department of Surgery include those assigned to tenure track, and non-tenure track faculty made up of the following categories: clinical faculty and research faculty with compensated FTEs of at least 50% in the department, and associated faculty, plus those who have been granted emeritus faculty status. Associated faculty could be clinical practice faculty, visiting faculty, or adjunct faculty.

The Department of Surgery makes tenure-track appointments with titles of instructor, assistant professor, associate professor, or professor. Tenure-track faculty may vote in all matters of departmental governance.

The Department of Surgery makes clinical appointments. Clinical faculty titles are clinical instructor; assistant clinical professor, associate clinical professor, and clinical professor. Clinical faculty are appointed for terms of three to five years and may be reappointed to successive terms. Clinical faculty may vote in all matters of the department governance except tenure-track promotion and tenure decisions and research reappointment and promotion decisions. Clinical faculty may participate in discussions of clinical faculty matters, including promotion reviews. Any clinical faculty member appointed by the department may stand for election to serve as a representative in the University Senate, subject to representation restrictions noted in Faculty Rule 3335-7-11(C)(2).

The Department of Surgery makes research appointments. Research faculty titles are research assistant professor, research associate professor, and research professor. Research faculty members are not eligible for tenure. Research faculty are appointed for terms of one to five years, and may be reappointed to successive terms. Research faculty may vote on all matters in the department except tenure-track promotion and tenure decisions and clinical faculty reappointment and promotion decisions. Research faculty may participate in discussions of research faculty matters, including promotion reviews.

The Department of Surgery makes associated faculty appointments. Associated faculty titles include tenure-track faculty on less than a 50% appointment, adjunct titles, clinical practice titles, lecturer titles, and visiting titles. Associated faculty may not participate in the appointment, promotion and tenure reviews of tenure-track faculty, or in the appointment, reappointment, or promotion reviews of clinical or research faculty. Visiting faculty may be invited to participate in discussions on non-personnel matters, but may not participate in personnel matters, including appointment, promotion and tenure reviews, and may not vote on any matter.

Emeritus faculty in this department are invited to participate in discussions on non-personnel matters, but may not participate in personnel matters, including appointment, promotion and tenure reviews, and may not vote on any matter.

Detailed information about the appointment criteria and procedures for the various types of faculty appointments made in this department is provided in the Appointments, Promotion and Tenure Document.

### A. Clinical Faculty Appointment Cap

The Department of Surgery has no cap on clinical faculty.

### B. Research Faculty Appointment Cap

This department's number of research faculty will be no more than 20% of the number of tenure-track faculty, with research faculty positions always constituting a minority with respect to the number of tenure-track faculty in the unit. A majority vote of the department's tenure-track faculty is required to alter this appointment cap.

## V. ORGANIZATION OF DEPARTMENT SERVICES AND STAFF

The Department of Surgery is organized into nine divisions which represent the various specialties within the discipline of Surgery. Each division constitutes an academic sub-unit, responsible for teaching, research, and patient care related to the specific discipline. In addition, the division as a whole and the members of the division as individuals are responsible for contributing to the overall mission of the Department.

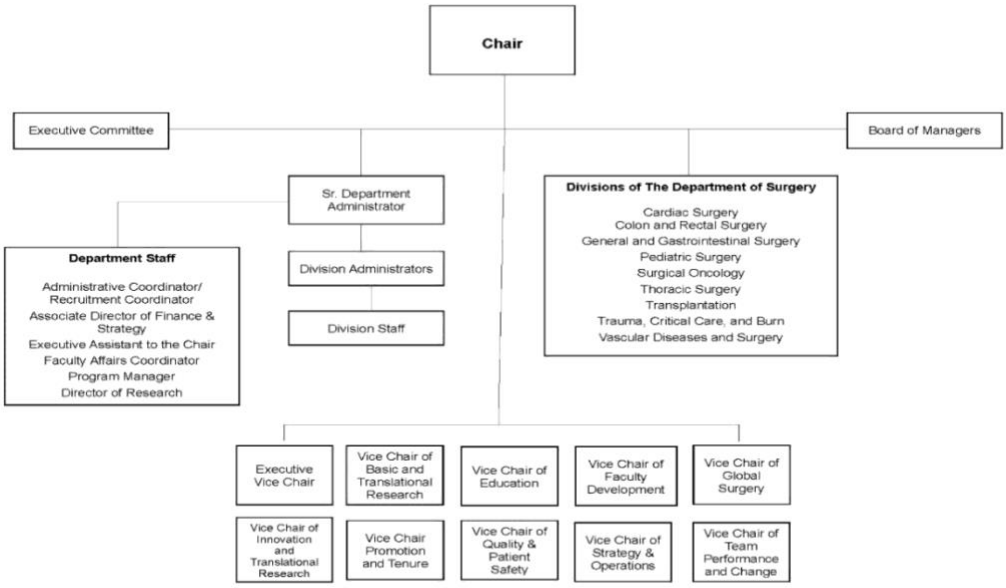
The Department functions as an academic unit through the policies and procedures outlined in this document. OSU Surgery, LLC, is an incorporated entity which constitutes the "Central Practice Group" of the Department of Surgery as mandated by the Practice Plan of the University. The single member of OSU Surgery, LLC is OSU Physicians, Inc. (OSUP). OSUP is the Faculty Group Practice and in which all clinically practicing faculty have an appointment. Reference Appendix for details.

OSU Surgery, LLC, structurally complements the academic enterprise of the Department and has a Board of Managers which includes each of the Division Chiefs, the Chair, plus three at-large members. The Board meets on a monthly basis.

OSU Surgery, LLC, in addition to its responsibility for the clinical activities of the Department, serves as a major source of income for activities of the Department of Surgery. Therefore, a direct and constant relationship between the Department and OSU Surgery, LLC is essential for the successful functioning of either entity.

Throughout this document, where appropriate, the interrelations between these two entities as related to specific functions will be noted.

The Administrative structure of the Department is outlined in the structural diagram below:




Department of Surgery structural diagram description:

- Chair
- Executive Committee, reports to Chair
- Board of Managers, reports to Chair
- Sr. Department Administrator, reports to Chair
  - Administrators, reports to Sr. Department Administrator
    - Division Staff, reports to Administrators
  - Department Staff, all report to Sr. Department Administrator
    - Administrative Coordinator/Recruitment Coordinator
    - Associate Director of Finance and Strategy
    - Executive Assistant to Chair
    - Faculty Affairs Coordinator

        - Program Managers
        - Director of Research
    - Division Chiefs of the Department of Surgery, all who report to Chair
        - Cardiac Surgery
        - Colon and Rectal Surgery
        - General and Gastrointestinal Surgery
        - Pediatric Surgery
        - Surgical Oncology
        - Thoracic Surgery
        - Transplantation
        - Trauma, Critical Care, and Burn
        - Vascular Diseases and Surgery
    - Executive Vice Chair, reports to Chair
    - Vice Chair of Basic and Translational Research, reports to Chair
    - Vice Chair of Team Performance and Change Management, reports to Chair
    - Vice Chair of Education, reports to Chair
    - Vice Chair of Faculty Development, reports to Chair
    - Vice Chair of Global Surgery, reports to Chair
    - Vice Chair of Innovation and Translational Research, reports to Chair
    - Vice Chair of Promotion and Tenure, reports to Chair
    - Vice Chair of Quality & Patient Safety, reports to Chair
    - Vice Chair of Strategy & Operations, reports to Chair

The detailed relationships of the officers and committees of the Department are described in the sections entitled "Administrative Personnel" and "Standing Committees." In addition, the Department as a whole and each of the divisions will have additional administrative personnel as needed to conduct the activities of the Department and the division. These individuals are governed by the Department and University policies and/or by OSU Surgery, LLC policies.

Divisions of the Department of Surgery are as follows:

Cardiac Surgery
Colon and Rectal Surgery
General and Gastrointestinal Surgery
Pediatric Surgery
Surgical Oncology
Thoracic Surgery
Transplantation
Trauma, Critical Care and Burn
Vascular Diseases and Surgery

The addition or deletion of a division to the Department shall be accomplished by the Chair's initiation of an action of the Executive Committee, requiring a 2/3 vote for approval.

## VI. OVERVIEW OF DEPARTMENT DECISION MAKING

Policy and program decisions are made in a number of ways: by the department faculty as a whole, by standing or special committees of the department, or by the chair. The nature and importance of any individual matter determine how it is addressed. Department governance proceeds on the general principle that the more important the matter to be decided, the more inclusive participation in decision-making needs to be. Open discussions, both formal and informal, constitute the primary means of reaching decisions of central importance.

## VII. DEPARTMENT ADMINISTRATION

### A. Department Chair

The primary responsibilities of the chair are set forth in Faculty Rule 3335-3-35. This rule requires the chair to develop, in consultation with the faculty, a Pattern of Administration with specified minimum content. The rule, along with Faculty Rule 3335-6, also requires the chair to prepare, in consultation with the faculty, a document setting forth policies and procedures pertinent to appointments, reappointments, promotion, and tenure. Other responsibilities of the chair, not specifically noted elsewhere in this Pattern of Administration, are paraphrased and summarized below.

To uphold expectations of the Leadership Philosophy:

- Uphold Ohio State's Shared Values and engender trust through words and actions.
- Care for people and create conditions for well-being and productivity.
- Set clear direction and goals for their teams and align to the mission of the department.
- Solve problems and support their teams to adapt to changing contexts.
- Drive cross-functional collaborations to advance the goals of the department.
- Demonstrate commitment to continuous growth for themselves and their teams.

- To have general administrative responsibility for department programs, subject to the approval of the dean of the college, and to conduct the business of the department efficiently. This broad responsibility includes the acquisition and management of funds and the hiring and supervision of faculty and staff.
- To plan with the members of the faculty and the dean of the college a progressive program; to encourage research and educational investigations.
- To assign workload according to the department's workload guidelines (see Section IX) and faculty appointment type (and rank).
- To evaluate and improve instructional and administrative processes on an ongoing basis; to promote improvement of instruction by providing for the evaluation of each course when offered, including written evaluation by students of the course and instructors, and periodic course review by the faculty
- To evaluate faculty members annually in accordance with both university and department established criteria; to inform faculty members when they receive their annual review of their right to review their primary personnel file maintained by their department and to place in that file a response to any evaluation, comment, or other material contained in the file.
- After consultation with the eligible faculty, to recommend appointments, promotions, dismissals, and matters affecting the tenure of members of the department faculty to the dean of the college, in accordance with procedures set forth in Faculty Rules 3335-6 and 3335-7 and this department's Appointments, Promotion and Tenure document.
- To see that all faculty members, regardless of their assigned location, are offered the departmental privileges and responsibilities appropriate to their rank; and in general to lead in maintaining a high level of morale.
- To maintain a curriculum vitae for all personnel teaching a course in the department's curriculum.
- To see that adequate supervision and training are given to those members of the faculty and staff who may profit from such assistance.
- To prepare, after consultation with the faculty, annual budget recommendations for the consideration of the dean of the college.
- To facilitate and participate in prescribed academic program review processes, in collaboration with the dean of the college and the Office of Academic Affairs.

Day-to-day responsibility for specific matters may be delegated to others, but the chair retains final responsibility and authority for all matters covered by this Pattern, subject when relevant to the approval of the dean, Office of Academic Affairs, and Board of Trustees.

Operational efficiency requires that the chair exercise a degree of autonomy in establishing and managing administrative processes. The articulation and achievement of department academic goals, however, is most successful when all faculty members participate in discussing and deciding matters of importance. The chair will therefore consult with the faculty on all educational and academic policy issues and will respect the principle of majority rule. When a departure from majority rule is judged to be necessary, the chair will explain to the faculty the reasons for the departure, ideally before action is taken.

## B. Other Administrators

### i. Vice Chairs

There shall be nine Vice-Chairs of the Department and one Executive Vice Chair. The nine Vice Chairs are as follows: Vice Chair of Basic and Translational Research, Vice Chair of Team Performance and Change Management, Vice Chair of Education, Vice Chair of Faculty Development, Vice Chair of Global Surgery, Vice Chair of Innovation and Translational Research, Vice Chair of Promotion and Tenure, Vice Chair of Quality & Patient Safety, and Vice Chair of Strategy & Operations. The Executive Vice Chair supports the activities of the other Vice-Chairs and undertakes such additional responsibilities as may be assigned by the Chair. The Vice-Chairs shall be appointed by the Chair from among the members of the Department and shall serve a renewable term of office of two years. The Vice Chair of Promotion and Tenure and the Vice Chairs of Research must be tenured faculty. In addition, the term of office of each Vice-Chair will automatically expire upon the termination of service of the Chair. In the absence of the Chair, the administrative responsibilities of the Department shall be directed by the Executive Vice-Chair. In the absence of both the Chair and Executive Vice-Chair, the Chair shall designate which of the other Vice-Chairs shall have primary authority in such circumstances.

Periodic review of the Vice-Chairs shall be conducted in accordance with the Departmental Review Process outlined in this document. If the Chair, the Executive Committee, or the Board of Managers, by majority vote, determines that there are possible grounds for termination of appointment of a Vice Chair prior to completion of their term of office, a review may be conducted and appropriate action, including dismissal, may be taken in accordance with the Departmental Review Process.

### ii. Division Chiefs

The Division Chief is responsible for developing a division with balanced missions for education, research and clinical activities that are integrated and supportive of the goals and objectives of the department. The Division Chief is appointed by the Chair of the Department and serves at the pleasure of the Chair. Under the guidance of the Chief, the Division faculty are expected to participate vigorously and regularly in all departmental academic and patient care programs. The responsibilities of the Division Chiefs are broad and include, but are not limited to the following:

- General administrative responsibility for the division, subject to the approval of the department Chair, and to conduct the business of the division efficiently. This broad responsibility includes the effective and sound administration of divisional finances and supervision of faculty and staff.
- An active participant in faculty development, providing counsel and mentoring and protecting faculty time from excessive administrative or clinical responsibilities.
- Approve and finalize all faculty work assignments and distributions of professional effort. This includes clinical service, teaching assignments, administrative responsibilities, and distribution of scholarly and research efforts. The Division Chief's assignments are final. Faculty members who disagree with these assignments should first discuss with the Division Chief and may then consult with the Vice Chair for Promotion and Tenure, who may initiate further mediation at the Divisional or Departmental level.
- Develops a program of state-of-the-art clinical care, ensures reasonably prompt access to the division's inpatient and ambulatory care services, and takes appropriate action to correct any deficiencies.
- Provides leadership and fosters an environment that supports research such that a reasonable number of grants are submitted to local, state, and national funding agencies, and seeks a progression in the research program toward a greater percentage of peer-reviewed research.
- Participates in and supports departmental educational programs and initiatives, develops a fellowship training program that meets standards established by the American Board of Surgery Boards
- Is an active leader in departmental activities, including support and attendance at Medical Grand Rounds, Faculty Meetings, Department Leadership Meetings, Appointment, Promotion and Tenure meetings, and other major departmental activities.
- Is active in national organizations related to their specialty, publishes in national journals and books on a regular basis, and encourages division faculty to a high level of scholarly productivity.
- Evaluate faculty members annually in accordance with both University and department-established criteria; inform faculty members when they receive their annual review of their right to review their

primary personnel file maintained by their department and to place in that file a response to any evaluation, comment, or other material contained in the file.

### iii. Non-Faculty Administrative Personnel

Non-faculty administrative personnel shall be appointed by the Department Chair. Such personnel may include, but are not limited to, Department Administrators(s). The Department Administrator shall report directly to the Department Chair. In the absence of the Department Chair, they shall report to the Executive Vice-Chair. Appointments for these positions will be made on a one-year basis, with performance reviewed annually. Renewals will be granted regularly, provided performance remains satisfactory.

Each Division Chief, in collaboration with the Department Administrator, shall appoint a Division Administrator to oversee the administrative duties of the division. The Division Administrator, along with the Division Chief, shall be responsible for reporting these activities to the Department Administrator.

All other administrative personnel within the Department shall report to the Department Administrator(s). Their appointments shall be made by the Chair, based on the recommendation of the Administrator(s).

### iv. Departmental Review Process

Formal reviews of the principal administrative officials of the Department (Executive Vice Chair, Vice-Chairs, and Division Chief(s) shall be done on a yearly basis by the Chair. At the start of the fourth year of the term of office, the Chair will conduct a comprehensive Division Chief review. The Chair may appoint an independent Division Chief review committee. The review will examine the accomplishments of the Division with respect to the objectives set forth in the yearly reviews, including clinical accomplishments, teaching activities, and research productivity. Satisfactory performance as determined by the review will qualify the Division Chief for reappointment for an additional term. There will be no limit on the number of reappointments.

If the administrative official is given an unfavorable evaluation and not reappointed and wishes to appeal the recommendation, then a hearing before the Executive Committee shall be conducted in a timely fashion. The recommendation for non-reappointment may be overturned by a two-thirds majority vote of the Executive Committee. For such hearings, a quorum is defined as 50% of the Executive Committee.

## C. Committees:

Much of the development and implementation of the department's policies and programs is carried out by standing and ad hoc committees. The department chair is an *ex officio* member of all department committees and may vote as a member on all committees except the Committee of Eligible Faculty and the Appointments, Promotion and Tenure Committee.

The Chair may establish ad hoc committees as necessary to address specific or confidential issues. Membership and charges for these committees are shared with the faculty unless confidentiality is required (e.g., cases of misconduct). Appointments are made to promote representation across services and disciplines, with the Chair selecting members and appointing committee chairs. These committees typically provide recommendations to the Chair in collaboration with relevant stakeholders.

i. Standing Committees
   1. Executive Committee
   2. Board of Managers
   3. Appointments, Promotion, and Tenure Committee
   4. Department of Surgery Surgical Education Committee
   5. Clinical Competency Committee
   6. Research Committee

**Committee Chairs**: The chair of each committee is responsible for the regular functions of the committee, including organization and conduct of meetings at intervals specified by the committee charge, and presentation of periodic reports at Department meetings.

ii. Guidelines

1. Appointments
   a. Appointments of the chairs and members of these committees shall be made by the Chair of the Department, in consultation with the Department Executive Committee.
   b. It is recommended that a faculty member serve on no more than three standing committees concurrently (with the exception of the Board of Managers and Executive Committees).
   c. Appointees shall be advised of committee objectives and work plans at the start of each academic year by the Department Chair and/or the Committee Chair.
   d. The Department Chair, in consultation with the Executive Committee, shall review committee appointments at the start of each academic year and make appropriate changes.
   e. The Vice Chair of Basic and Translational Research, Vice Chair of Innovation and Translational Research, and Vice Chair of Promotion and Tenure must be tenured faculty.

2. Term of Office
   a. The normal term of office for each committee member shall be a minimum of two years beginning on July 1 of the academic year of appointment.
   b. A faculty member shall be eligible for reappointment to the same committee in the interests of continuity, with no limit on the number of terms of appointment.
   c. The normal term of office may be adjusted as necessary to enhance the effectiveness of the committee.

3. Meetings
   a. Each standing committee shall meet upon the call of the committee chair or upon the petition of two members. The frequency of meetings shall be related to the purpose of the committee, but in general, not less than biannually.
   b. The quorum will be determined by each committee.

4. Reporting Requirements
   a. A secretary shall be appointed by the chair of each committee and shall be responsible for the preparation of a written report of each meeting (minutes).
   b. This report, after review and approval by the committee chair, shall be forwarded to the Department Chair and the Executive Committee with any recommendations. Reports are required on at least a quarterly basis.
   c. The Department will produce a composite of the committee reports and present this document to the full faculty on a quarterly basis at a faculty meeting, with time allotted specifically for review of committee reports.
   d. In addition to the quarterly reports, the committee shall prepare and submit a summary of activities on an annual basis, for inclusion in the Annual Report of the Department.
   e. The committee chair shall maintain records of meeting attendance and submit these records along with the annual report.
   f. The Executive Committee shall be exempt from the above reporting requirements. However, minutes of the Executive Committee shall be available to any faculty member for review upon request.

5. Departmental Committee Support
   a. Departmental administrative and secretarial support shall be provided as the committee deems necessary, with the approval of the Department Chair. Where possible, the committee chair should utilize internal (divisional) support personnel.
   b. Departmental financial support shall be provided as necessary to achieve the committee objectives, with the approval of the Department Chair.
   c. As part of its annual report, the committee should submit a budget if significant expenditures are anticipated during the next academic year.

6. Overlapping Functions
   a. Two committees serve dual functions, one function within the College of Medicine, and the second under the auspices of OSU Physicians. The Fiscal Committee also serves as the College of Medicine Practice Plan Committee. The Executive Committee serves as

the managing body for the Department within the College of Medicine, and the Board of Managers of OSU Surgery, LLC under the auspices of OSU Physicians/Faculty Group Practice.

iii. Charges to Standing Committees: Each committee, with the concurrence of the Department Chair, shall establish operating policies and procedures in accordance with the rules of the Department of Surgery, the College of Medicine, and the University.

**1. Executive Committee**

The Executive Committee is comprised of the Department Chair, Executive Vice Chair, and the nine Vice Chairs, with appropriate Department staff in attendance. The Committee oversees all activities of the Department; formulates and recommends Departmental policies; communicates important College and University actions to the faculty members; and serves as an advisory body to the Chair. Regular and special meetings of the Executive Committee shall be scheduled at the discretion of the Chair.

The Executive Committee shall meet as a group on a monthly basis and shall act as an advisory committee (in concert with the Chairperson) on all issues and policies. Matters may be brought before the meeting of the Executive Committee through initiation by the Chair or a Division Chief, or by petition from an individual faculty member. The Division Chief is responsible for representing the viewpoint of the members of the division; therefore, the Chief not only has the responsibility for reporting actions of the Department to the division members but also serves as the "advocate" for individual members of the division and for the division as a whole. Special meetings may be called by the Chair with electronic or written notification.

**2. Board of Managers**

The Board of Managers is comprised of the Division Directors, the Department Chair, and 4 at-large members consisting of 2 vice chairs and 2 faculty members. At large members will be elected for an initial 2-year term and can be renewed for one additional term. This board serves as the financial governing council, assisting the Chairperson in directing the activities of the department. Non-voting members may be invited at the chair and board's discretion.

**3. Appointments, Promotion and Tenure Committee**

The Appointments, Promotion, and Tenure (APT) Committee consists of ten associate professors and professors from the clinical, research, and tenure track faculty representing OSU/NCH. Members are appointed by the Vice Chair for Promotion and Tenure with approval from the Department Chair, who also appoints the Vice Chair. The APT Committee supports the Department Chair in administrative functions and assists the Eligible Faculty Committee in matters related to faculty appointments, evaluations, promotions, and tenure.

The Committee plays a supportive role for the Department Chair in various administrative functions and aids the Eligible Faculty Committee in addressing matters related to faculty appointments, evaluations, promotions, and tenure. It is important to note that the APT Committee does not engage in voting on the qualifications of candidates for promotion and tenure. Instead, it provides the aforementioned services and subsequently presents a comprehensive case, including both advantages and disadvantages, for each faculty candidate to the Eligible Faculty Committee, whose roles and responsibilities are outlined in the Appointments, Promotion, and Tenure Document. The final decision made by the Eligible Faculty is then communicated to the Department.

**4. Surgical Education Committee**

The committee is chaired by the Vice Chair of Education and includes permanent members such as residency program directors, fellowship program directors, leaders in medical student education, and core education faculty appointed by the Chair. The committee oversees the department's general education initiatives. There is no fixed number of members or term length for this committee.

**5. Clinical Competency Committee (CCC)**

In compliance with Accreditation Council for Graduate Medical Education (ACGME) requirements, this committee meets twice annually to evaluate the progress of all residents and fellows within the Department of Surgery. The Clinical Competency Committee (CCC) is led by the Program Director (PD) or Associate Program Director (APD) of the training program. The PD and APD are

appointed by the Department Chair with approval from the Institutional Graduate Medical Education Committee. Each training program holds its own CCC meetings, with faculty membership determined by the program's size and specific needs. These committees perform semi-annual reviews of resident/fellow evaluations, ensure timely submission of required evaluations to the ACGME, and provide recommendations to program directors on resident progression, including promotion, remediation, and dismissal. Membership requirements and terms of service for the committee are governed by the ACGME and vary by program.

6. **Research Committee**
The Research Committee is comprised of vice-chairs of research and the director for research operations, as well as ad hoc faculty members as needed. The Committee is co-chaired by the Vice-Chairs of Research. Committee members and co-chairs are appointed by the Chair. The Committee reviews, formulates, and recommends policies and research programs within the Department; enhances research support and bench-to-bedside translational research; promotes external research relationships and exposure; fosters and improves funding and commercialization outcomes; develops and supports faculty and staff talent and culture; establishes and monitors benchmarking criteria and drives initiatives towards Departmental improvements in research outcomes.

## VIII. FACULTY MEETINGS

The department chair will provide the faculty with a schedule of department faculty meetings at the beginning of each academic year. Department of Surgery Faculty Meetings will be held monthly, directed by the Department Chair, to present and discuss pertinent issues as they relate to the Department. Each meeting shall include adequate time for discussion of matters of importance initiated not only by leaders of the Department but also by the individual members as well. The Department Chair may call meetings as needed with electronic or written notification. The agenda is established by the Department Chair. Any faculty member may submit items for the agenda to the Department Chair's office. Reasonable efforts will be made to call for agenda items at least seven days before the meeting and to distribute the agenda by e-mail at least three business days before the meeting.

A meeting of the department will also be scheduled on written request of 25% of the faculty. The Department Chair will make reasonable efforts to have the meeting take place within one week of receipt of the request. The Department Chair will distribute minutes of faculty meetings to faculty by e-mail, within seven days of the meeting if possible. These minutes may be amended at the next faculty meeting by a simple majority vote of the faculty who were present at the meeting covered by the minutes

Special policies pertain to voting on personnel matters, and these are set forth in the Department's Appointments, Promotion and Tenure document.

For purposes of discussing departmental business other than personnel matters, and for making decisions where consensus is possible and a reasonable basis for action, a quorum will be defined as a simple majority of all faculty members eligible to vote.

Either the department chair or one-third of all faculty members eligible to vote may determine that a formal vote conducted by written ballot is necessary on matters of special importance. For purposes of a formal vote, a matter will be considered decided when a particular position is supported by at least a majority of all faculty members eligible to vote. Balloting will be conducted by mail or e-mail when necessary to ensure maximum participation in voting. When conducting a ballot by mail or email, faculty members will be given one week to respond.

When a matter must be decided and a simple majority of all faculty members eligible to vote cannot be achieved on behalf of any position, the Department Chair will necessarily make the final decision.

The department accepts the fundamental importance of full and free discussion but also recognizes that such discussion can only be achieved in an atmosphere of mutual respect and civility. Normally departmental meetings will be conducted with no more formality than is needed to attain the goals of full and free discussion and the orderly conduct of business. However, Robert's Rules of Order will be invoked when more formality is needed to serve these goals.

## IX. DISTRIBUTION OF FACULTY DUTIES, RESPONSIBILITIES, AND WORKLOAD

Faculty roles and responsibilities are described in the initial letter of offer. Workload assignments and expectations for the upcoming year are addressed as part of the annual performance and merit review by the department chair based on department needs as well as faculty productivity and career development. Depending on their appointment, departmental faculty are expected to contribute to the department's, COM's and/or university's mission through teaching, research, outreach/engagement, and/or service. When a faculty member's contributions decrease in an assigned area, additional activity in one or more of the other areas is expected. Fluctuations in the demands and resources of the Department and individual circumstances of faculty members may also warrant changes.

During on-duty periods, faculty members are expected to be accountable for interaction with students, trainees, service assignments, and other responsibilities. Faculty members should not be away from campus for extended periods of time unless on approved leave. Faculty members are expected to work at a COM/University worksite during normal work hours. Flexibility for an alternate location can be provided through consultation and documentation with the Department Chair or the Dean. On-duty faculty members should not be away from campus for extended periods of time unless on approved leave (see section XII) or on approved travel. Any faculty working out of state for more than 30 days in a year must be approved by the Dean of the COM.

Telework exception: Faculty members with responsibilities requiring in-person interaction are to work at a university worksite to perform those responsibilities. Telework and the use of remote, virtual meetings are allowed at the discretion of the Department Chair if such work can be performed effectively, and faculty members are able to fulfill their responsibilities. Telework will be encouraged under certain circumstances if it serves the needs of the Department, college, university, and/or community. The Department Chair has the discretion to require faculty to work on campus if there are concerns that responsibilities are not being fulfilled through telework.

The guidelines outlined here do not constitute a contractual obligation. Fluctuations in the demands and resources of the Department and the individual circumstances of faculty members may warrant temporary deviations from these guidelines.

A full-time faculty member's primary professional commitment is to the Ohio State University and the guidelines below are based on that commitment. Faculty who have professional commitments outside of Ohio State during on-duty periods (including teaching at another institution, conducting research for an entity outside of Ohio State; external consulting) must disclose and discuss these with the Department Chair in order to ensure that no conflict of commitment exists. Information on faculty conflicts of commitment is presented in the University's Policy on Outside Activities and Conflicts.

In crisis situations, such as life-threatening disease (COVID-19, for example) or physical dangers (natural disasters, for example), faculty duties, responsibilities, and workload may be adjusted by the Department chair to take into account the impact over time of the crisis. These adjustments may include modifying research expectations in order to maintain teaching obligations. These assignment changes must be considered in annual reviews.

The Department Chair/Division Chief is responsible for ensuring that every faculty member has duties and responsibilities commensurate with their appointment and that the Departmental workload is distributed equitably among faculty. To achieve our goal of becoming a top-quartile academic medical center, it is essential that all faculty members are provided with clear performance objectives and that their efforts are aligned with the mission and goals of the Department and COM. Faculty members are expected to set a high example of collegiality in the workplace with respect for personal boundaries. Faculty members must avoid behaviors that interfere with or adversely affect a community member's ability to learn, carry out research or fulfill the individual's professional responsibilities. It is the responsibility of the Department chair to effectively communicate with each faculty member about performance expectations, to set high standards, to give clear feedback about performance, and to appropriately incentivize high levels of productivity. The Department chair, in consultation with the faculty member, should establish criteria for meeting performance expectations and should establish explicit goals for each faculty member. At the end of the academic year, the Chair or Division Chief should meet with the faculty member to evaluate the faculty member's performance with respect to previously established goals. It is essential that faculty members receive clear, objective, and constructive written feedback regarding their performance. It is unhelpful to give unconditional positive evaluations for faculty members who are not meeting expectations. A face-to-face conversation with the Chair or Division

Chief as the basis for the written annual performance review is required. The written annual performance review, signed by both the Chair or Division Chief and the faculty is submitted to the College of Medicine.

The Department administration uses the following guidelines to ensure that comparable and equitable duties are assigned to faculty members, and that the scope and nature of these responsibilities are consistent with the type of academic appointment. These guidelines recognize that all faculty members are expected to have responsibilities in some combination of teaching, research, clinical care, and service and that the distribution of these responsibilities will vary among faculty. Fluctuations in instructional demand, departmental resources and particular circumstances may necessitate modification of this policy. It is understood that completion of expected responsibilities does not constitute meritorious performance. Evaluation of meritorious performance requires demonstrable achievements which substantially exceed the expectations for a faculty member. Departure from the expected level in any area may be balanced by increased or decreased activity in other areas.

The nature of activities subsumed under the areas of responsibility and criteria for evaluation (teaching, research, service) are fully delineated in the Department's appointment, promotion and tenure document. Teaching expectations are further described below.

Teaching includes (but is not limited to) formal didactic lectures to trainees, grand rounds presentations, journal clubs, and direction of the clinical activities of trainees. Teaching also includes curriculum planning and development, and coordination of continuing education activities. Teaching or training of medical students, residents, fellows, or non-physician trainees are included in the teaching responsibility of faculty. Didactic teaching assignments are made by the core residency program director, who must provide faculty with advanced notice of any assignment. Once a teaching assignment and appropriate notice have been made, the faculty member is responsible for carrying out the assignment or rescheduling it to the satisfaction of the core residency program director. Failure to carry out these assignments may be reflected in a faculty member's annual review and may lead to a modification of future teaching assignments with a resulting increase in duties to mission areas other than teaching. Faculty who fail to demonstrate adequate teaching performance, based on teaching evaluations and contributions to didactic lectures or similar contributions to the teaching mission, will be given the opportunity to demonstrate improvements in their teaching contributions and performance through a remediation process which includes online learning modules and formal mentorship.

Service may include administrative (committee) work for the Department, college, medical center or university, service to the faculty member's profession, or service to the community. Clinical patient care is a necessary but not sufficient component of service. Departmental faculty are expected to be able to demonstrate substantive participation in the other components of the Department's mission, including research, teaching, and service. Members of the faculty who participate in clinical patient care will give resident, fellow, and medical student lectures and interactive teaching sessions as assigned by the Chair and/or resident/fellowship/medical student education coordinators.

Scholarly activity includes the generation of new knowledge or creative work, which may include publication of original work in peer-reviewed journals; obtaining external peer-reviewed funding for research, books or book chapters; a creation of new diagnostic, therapeutic, or teaching techniques; and invited presentations and/or data presentations at state, national, or international meetings. Members of the faculty should submit scholarly articles (original research, case reports, review articles, or book chapters, as examples) for publication on a regular basis. The time allocated to scholarly activities will vary in regard to the other areas of faculty responsibility, as well as time constraints pertaining to specific scholarly activities. The proportion of time spent in research is influenced by earning release time through funded grants in which effort of the investigator is funded.

All faculty are strongly encouraged to participate in Department, COM, Medical Center, and/or University governance.

Service loads should be discussed and agreed to during annual performance and merit reviews. When heavy service obligations are primarily volunteer in nature, the Department Chair is not obligated to modify the service load of the faculty member (reduce teaching and/or scholarly obligations). If, however, a heavy service load is due to the faculty member's unique expertise, perspective, or voice, this should be noted in the annual performance review letter. The Department Chair should also consider this additional service burden in managing equity of service loads among faculty.

## A. Tenure Track Faculty

Tenure-track faculty members are expected to contribute to the university's mission via teaching, scholarship, and service. When a faculty member's contributions decrease in one of these three areas, additional activity in one or both of the other areas is expected.

**Teaching**
All tenure-track faculty are expected to contribute to the DOIM's teaching. There is a wide array of teaching roles in the Department of Surgery including supervision and instruction on ward rounds and/or the operating room, in the clinic, delivering didactic lectures to medical students, trainees, and peers, and mentoring of faculty and developing scientists. Owing to the many different clinical and scholarly roles of the faculty of the Department of Surgery, it is not possible to specify minimum expectations for teaching hours. Teaching expectations will therefore vary among faculty members but should conform to the university workload guideline of 40-50% time allocation to total workload. The department chair is responsible for making teaching assignments on an annual basis and may decline to approve requests for adjustments when approval of such requests is not judged to be in the best interests of the department. All tenure-track faculty members must contribute to the mission of education (formal and/or informal instruction, student advising) over the course of the academic year.

**Scholarship**
All tenure-track faculty members are expected to engage in scholarship according to their career emphasis. The faculty of the department engages in a varied range of scholarship. These domains and their expectations for productivity are defined in the Department of Surgery's Appointments, Promotion, and Tenure Document. Time devoted to scholarship is determined by the Division Director and Department of Surgery Chair and is dependent on a variety of variables, including salary support for scholarly activity, academic productivity, career goals, and the missions of the Division and Department. Because of the variety of faculty careers, more general guidelines for assignment of academic time are not feasible, but should conform to the university workload guideline of 40-50% time allocation to total workload. When appropriate to the field of inquiry, faculty members are also encouraged to seek appropriate opportunities to obtain patents and engage in other commercial activities stemming from their research.

**Service**
Faculty members are expected to be engaged in service and outreach to the Department, university, profession, and community. This pattern can be adjusted depending on the nature of the assignment (e.g. service as committee chair, service on a particularly time-intensive committee, organizing a professional conference, leadership in an educational outreach activity, service in an administrative position within the Department, college, or university).

All faculty members are expected to attend and participate in faculty meetings, recruitment activities, and other Department of Surgery events.

The standard service workload expectation for full-time tenure-track faculty members is 10-20% time allocation to total workload according to the university workload guideline.

## B. Clinical Faculty

Non-tenure-track Clinical Faculty hold the titles of Assistant Clinical Professor, Associate Clinical Professor or Clinical Professor of Surgery. As described in the Department of Surgery Appointments, Promotion, and Tenure Document, these faculty may have an emphasis on one of three major pathways of scholarship known as Clinical Excellence, Clinician Educator, and Clinician Scholar. Expectations and the nature of scholarship in these pathways are further described in the Appointments, Promotion, and Tenure guidelines.

The standard workload expectations for full-time clinical faculty members are 65-100% teaching, 0-30% scholarship, and 0-30% service.

### C. Research Faculty

Research faculty members are expected to contribute to the university's mission via research.

In accord with Faculty Rule 3335-7-34.

*A research faculty member may, but is not required to, participate in limited educational activities in the area of his/her/their expertise. However, teaching opportunities for each research faculty member must be approved by a majority vote of the department's tenure-track faculty. Under no circumstances may a member of the research faculty be continuously engaged over an extended period of time in the same instructional activities as tenure-track faculty.*

Standard workload expectations for full-time research faculty members are 0-10% teaching (student mentoring), 90-100% research, and 0-10% service, depending on specific expectations as spelled out in the letter of offer.

### D. Associated Faculty

Standard workload expectations for compensated associated faculty members are 80-100% teaching, 0-20% scholarship, and 0-20% service, depending on the terms of their individual appointments.

Faculty members with tenure-track titles and appointments <50% FTE will have reduced expectations based on their appointment level.

Expectations for compensated visiting faculty members will be based on the terms of their appointment and are comparable to that of tenure-track faculty members except that service is not required.

### E. Modification of Duties

The Department of Surgery strives to be a family-friendly unit in its efforts to recruit and retain high-quality faculty members. To this end, the department is committed to adhering to the College of Medicine's guidelines on modification of duties to provide its faculty members flexibility in meeting work responsibilities within the first year of childbirth/adoption/fostering, or care for an immediate family member who has a serious health condition, or a qualifying exigency arising out of the fact that the employee's immediate family member is on covered active duty in a foreign country or call to covered active duty status. See the college pattern of administration for details. See also the OHR Parental Care Guidebook and the Parental Leave Policy in Section XII.

A faculty member requesting the modification of duties and the department chair should be creative and flexible in developing a solution that is fair to both the individual and the unit while addressing the needs of the university. Expectations must be spelled out in an MOU that is approved by the dean.

## X. COURSE OFFERINGS, TEACHING SCHEDULES, AND GRADE ASSIGNMENTS

Each year, the Vice Chair of Education, in collaboration with the individual program directors, will develop a course schedule and teaching assignments in consultation with the faculty, both collectively and individually. While the department will make every effort to accommodate faculty preferences, its primary responsibility is to provide the courses students need at times and in formats, including online instruction, that best meet student needs. To ensure classroom availability, courses must be reasonably distributed across the day and week. Additionally, efforts must be made to align course offerings with student demand and avoid timing conflicts with other courses that students commonly take together. If a scheduled course fails to attract the minimum number of students required by Faculty Rule 3335-8-16, it will typically be canceled, and the faculty member assigned to that course will be reassigned to another course for the current or subsequent semester. Finally, whenever possible, courses required in any curriculum or those with consistently high demand will be taught by at least two faculty members across semesters to ensure that instructional expertise is always available.

If an instructor of record is unable to assign grades due to an unexpected situation (i.e. health or travel), or if they have not submitted grades before the university deadline and are unreachable by all available modes of communication, the Department Chair may determine an appropriate course of action, including assigning a faculty member to evaluate student materials and assign grades for that class. The University

Registrar will be made aware of this issue as soon as it is known and will be provided a timeline for grade submission.

## XI. ALLOCATION OF DEPARTMENT RESOURCES

The Department Chair is responsible for the fiscal and academic health of the Department and for assuring that all resources—fiscal, human, and physical—are allocated in a manner that will optimize the achievement of Department goals.

The Chair will discuss aspects of the Department budget with the faculty and attempt to achieve consensus regarding the use of funds across general categories. However, final decisions on budgetary matters rest with the Chair.

Research space shall be allocated on the basis of research productivity, including external funding, and will be reallocated periodically as these faculty-specific variables change. After the preliminary/start-up period, faculty members who have not had extramural funding to support their research may be reassigned laboratory space at the discretion of the Department Chair. In the event that a previously funded faculty is without extramural funding for two years, the laboratory space previously assigned to them may, at the discretion of the Department Chair, be reassigned. The faculty member can share space with a funded faculty, with the consent of that faculty, until the faculty member is able to re-establish their funding at a sufficient level to meet space assignment metrics. Space will be assigned according to the productivity standards established by the Wexner Medical Center, Nationwide Children's Hospital, College of Medicine, Davis Heart and Lung Research Institute, and Comprehensive Cancer Center.

The allocation of office space will include considerations such as productivity, seniority, and proximity of faculty in sub-disciplines and grouping staff functions to maximize efficiency.

The allocation of salary funds is discussed in the Appointments, Promotion and Tenure Document.

Academic enrichment funds will be available to all tenure, clinical, and research faculty to support professional activities, including travel. Details about this support are provided in the faculty member's Letter of Offer or at the start of each fiscal year.

## XII. LEAVES AND ABSENCES

In general, there are four types of leaves and absences taken by faculty (in addition to parental leave, which is detailed in the Parental Care Guidebook). The university's policies and procedures with respect to leaves and absences are set forth in the Office of Academic Affairs *Policies and Procedures Handbook* and the Office of Human Resources Policies and Forms website. The information provided below supplements these policies.

### A. Discretionary Absence

Faculty are expected to complete a request for absence form well in advance of a planned absence (for attendance at a professional meeting or to engage in consulting) to provide time for its consideration and approval, and time to ensure that instructional and other commitments are covered. Discretionary absence from duty is not a right and the Department Chair retains the authority to disapprove a proposed absence when it will interfere with instructional or other comparable commitments. Such an occurrence is most likely when the number of absences in a particular quarter is substantial. Rules of the University Faculty (see Faculty Rule 3335-5-08) require that the Office of Academic Affairs approve any discretionary absence longer than 10 consecutive business days.

### B. Absence for Medical Reasons

When absences for medical reasons are anticipated, faculty members are expected to complete a request for absence form as early as possible. When such absences are unexpected, the faculty member, or someone speaking for the faculty member, should let the Department Chair know promptly so that instructional and other commitments can be managed. Faculty members are always expected to use sick leave for any absence covered by sick leave (personal illness, illness of family members, medical appointments). Sick leave is a benefit to be used – not banked. For additional details see OHR Policy 6.27.

**C. Family Medical Leave**

Faculty may be eligible for leave under the Family Medical Leave Policy and/or the university's paid parental leave guidelines as described in its Policy on Paid Time Off. The faculty member requesting the leave and the department chair should be creative and flexible in developing a solution that is fair to both the individual and the unit while addressing the needs of the university and consistent with the OSUP/FGP compensation plan as applicable. Expectations must be spelled out in an MOU that is approved by the Dean.

**D. Unpaid of Leaves of Absence**

The university's policies with respect to unpaid leaves of absence and entrepreneurial leaves of absence are set forth in OHR Policy 6.45.

**E. Faculty Professional Leave**

Tenured faculty are eligible for Faculty Professional Leave (FPL), also known as sabbatical leave, in accordance with the standards and requirements set forth in the Office of Academic Affairs' policy on Faculty Professional Leave. FPL was created to give faculty a period of uninterrupted time to invest in their professional development. Activities that entail little or no investment in new skills and knowledge are not appropriate for the program. In addition, faculty should restrict other employment activity during a leave, including employment approved under the paid external consulting policy, to that which clearly enhances the purposes of the leave. FPL proposals generally emphasize the enhancement of research skills and knowledge. However, faculty members may use an FPL for substantial investment in pedagogical or administrative skills and knowledge when these are judged to be mutually beneficial to the faculty member and their academic unit. It is recommended that the faculty member submit proposals to the Department at least three months in advance of the proposed leave.

The Department's Executive Committee will review all requests for faculty professional leave and make a recommendation to the Department Chair based on the following criteria:

1. Satisfactory completion of required applications
2. Submission of a detailed plan for research, clinical activities and/or observations that demonstrates credible potential for
    a. enhancing the individual's ability to function in his/her/their assigned faculty role and/or
    b. introducing new and innovative knowledge, procedures and technology for the benefit of the Department, its faculty and its patients and/or
    c. improving the recognition and prestige of the Department and the University

The Department Chair will review the proposal consistent with the Department's guidelines for Faculty Professional Leave, as described in the Department's pattern of administration. for final approval. Prior to finalizing approval, the Department must verify that all teaching and patient care obligations of the individual requesting FPL are fulfilled without undue imposition of responsibilities upon other Department and division faculty members, and without measurable negative impact on the financial stability of the Department. The Chair's recommendation to the Dean regarding an FPL proposal will be based on the quality of the proposal and its potential benefit to the Department and to the faculty member as well as the ability of the Department to accommodate the leave at the time requested. If approved, the Department will submit the proposal to the Dean or their delegate for approval, who will then submit the document for OAA approval, with leave applications finally recommended to the Board of Trustees

**F. Parental Leave**

The university, the college, and this department recognize the importance of parental leave to faculty members. Details are provided in the OHR Parental Care Guidebook, Paid Time Off Program Policy 6.27, and the Family and Medical Leave Policy 6.05.

**G. University Business Travel**

First and foremost, all faculty members, including administrators, have a primary obligation to exercise the responsibilities of their position. While being away from the University is a reasonable and necessary component of this responsibility, it cannot be at the detriment of their University obligations. Excessive outside commitments fundamentally undermine a person's ability to do their job. In any given situation numerous college and university policies may apply, and it is the faculty members' responsibilities to adhere to all such policies. Faculty members frequently have the opportunity to participate in activities outside of the University (e.g. attending academic

conferences, lecturing at other Universities, etc.) which are important for the development of their academic careers, and which enhances the national reputation of the College and University. The importance of undertaking these activities must be balanced with each faculty member's commitments and responsibilities to the Department and College. The amount of approved business travel must be appropriate and consistent with the University policies on Financial Conflict of Interest and Conflict of Commitment.

## XIII. ADDITIONAL COMPENSATION AND OUTSIDE ACTIVITIES

Information on additional compensation is presented in the OAA Policy on Faculty Compensation. Information on outside activities is presented in the university's Policy on Outside Activities and Conflicts.. The information provided below supplements these policies.

The department and college encourage individual participation in outside activities, such as collaborations with government, industry, and other private institutions, because such participation helps advance the college's mission through mutually beneficial partnerships and contributes to social and economic development and increased knowledge. Faculty are required to devote their primary professional allegiance to the university and conduct their university responsibilities with integrity, demonstrating both honesty and transparency. Similarly, all healthcare professionals have an ethical obligation to provide safe, effective, patient-centered, timely, efficient, and high-quality care for their patients.

Faculty members, including faculty with administrative assignments and appointments, are therefore permitted to engage in outside activities to the extent they are clearly related to the mission of the university, they are arranged so as not to conflict or interfere with this commitment to the university or the best interest of the patient and do not create a conflict of interest or conflict of commitment as defined in Outside Activities and Conflicts Policy. Individuals conducting research also must avoid financial conflicts of interest in research. Faculty remain accountable for and have the primary commitment of meeting all formal and informal duties and obligations associated with research, service, instruction, scholarship, and/or clinical practice, and should not in their behaviors suggest that their commitment is to their outside engagements.

Engagement of faculty in outside activities are at the discretion of the Department Chair and the Dean of the College of Medicine and is contingent on the ability to complete all normally assigned academic and clinical roles. Allowable outside activities include, but are not limited to, consulting with pharmaceutical or device companies and medical legal work. Medical legal work includes expert witnesses and independent medical evaluations conducted in which a doctor/patient relationship does not exist. This includes evaluations for disability and civil or criminal legal issues (e.g., patient evaluation, reviewing records, discovery or trial deposition or trial testimony).

The college does not approve outside activities involving the use of confidential or proprietary information, which may include, but is not limited to, technologies, technical information, business information, know-how, ideas, data, materials, processes, procedures, methods, compositions, formulas, protocols, devices, designs, strategies, discoveries, inventions, trade secrets, and other intellectual property.

The college does not approve outside activities with 'Expert Networks'. These types of organizations (e.g., Guidepoint, Gerson Lehrman Group, ProSapient, Techspert, etc.) have been previously associated with insider trading resulting in legal consequences, and the college has determined that the risk outweighs the benefit. Finally, faculty should be cautious of 'Speaker Bureaus' where remuneration offered and paid could violate anti-kickback laws. For additional details, see OSUWMC Vendor Interaction Policy.

All time and compensation must be reported through the appropriate university processes described above. Faculty at 1.0 FTE may not spend more than 416 hours of their on-duty time per fiscal year. Consulting during off-duty periods is not subject to time limitations. Total compensation earned through such external activities may not exceed 75% of total annual compensation, to ensure that individual faculty's principal focus does not appear to shift away from their university responsibilities. Requests in excess of this require written justification from the Department Chair and approval from the Dean. In addition, a faculty member's outside activity effort, combined with funded effort commitments, may not exceed 100% of their effort. Faculty who will exceed the maximum hours may choose to reduce their FTE or discontinue outside activities.

For faculty members with administrative assignments and appointments (e.g. Division Directors, Department Chairs, Assistant/Associate/Vice Deans), all paid outside activities and paid professional

services are **subject to approval** and reporting requirements. Such faculty are prohibited from engaging in outside activities when the outside activities overlap with the faculty member's administrative responsibilities to OSU.

For faculty without administrative duties, the following activities are not subject to this policy's approval:

1. **Professional service activities** that exist apart from a faculty member's institutional responsibilities and that do not entail compensation beyond reimbursement for expenses and/or a nominal compensation for services. These activities include but are not limited to service to governmental and non-governmental agencies such as peer review panels and advisory bodies to other universities and professional organizations; presentations to either professional or public audiences in such forums as professional societies and organizations, libraries, and other universities; and peer review activities undertaken for either for-profit or nonprofit publishers, including grant reviews.
2. **Health care activities** that are explicitly covered by approved practice plans.

**Requirements/Restrictions**

1. The procedure for requesting approval is outlined in the Guidance on Faculty External Consulting document (requires login).

2. Outside activities must be approved by the Department Chair/School or Institute Director and Dean's office using the online faculty external consulting form prior to the faculty member undertaking the outside activity.

3. A signed OSU IP addendum signed by both parties must be included for all external consulting agreements.

4. Faculty must use vacation leave (or unpaid leave) for any outside activities that occur during normal business hours, whether the outside activity is paid or unpaid.
    a. Facilities and services of the university may not be used in connection with compensated outside activity.
    b. University staff (e.g., assistants or administrators) may not be used to negotiate with companies, submit faculty requests, or book travel related to outside activity, as these agreements are between the company and the faculty member.
    c. Faculty members may not request reimbursement for expenses related to outside activities.
    d. All outside activities and compensation must be disclosed in the eCOI within 30 days of College of Medicine approval.

**Corrective Actions** If a faculty member accepts payment for an outside activity without first obtaining approval or participates in activities that have been disapproved, a complaint may be filed against the faculty member under Faculty Rule 3335-5-04 and the faculty member may lose the privilege of future consulting at the discretion of the Dean of the College of Medicine.

**Outside Practice of Medicine** As required by the University Board of Trustees, all tenure track, clinical, or associated faculty in the College of Medicine who have a fifty percent or greater University appointment and who are providing patient care services are required, as a condition of faculty employment, to join and remain members of the Central College Practice Group (CCPG). Ohio State University Physicians, Inc (OSUP) was designated as the CCPG by the University Board of Trustees on November 1, 2002.

Ordinarily, clinical services are provided within the facilities of the OSU Wexner Medical Center. Occasionally, a need or opportunity may arise in which a faculty member seeks to provide patient care service in a non-OSU facility. Requests to practice at a non-OSU facility (including Nationwide Children's Hospital) are considered on an individual basis. The approval process requires completion of the University Self-Insurance Program Non-OSU Location application. The request requires the approval of the Department Chair and is then forwarded for College approval.

Tenure track, clinical, or associated faculty in the College of Medicine who have a fifty percent or greater University appointment are not permitted to be employed by other entities for the practice of medicine. The only exception to this policy is for faculty members who are contracted with the Veteran's Administration (V.A.). In those cases, the percentage of the University faculty appointed is reduced proportionally to the V.A. appointment. No other exceptions are permitted.

**Policy on Salary Recovery**

- Faculty are required to support their salary and/or funding expectations as outlined in their letter of offer or based on expectations outlined in their annual review.
- Per University Faculty Rules, for research faculty, it is generally expected that salary recovery/support will be derived from extramural funds. While salary support for research faculty may not come from dollars provided to the departments by the college, departments may choose to provide funding from individual departmental faculty research funds, start-up funds, and/or department Chair package funds to maintain the faculty member's salary at 100%.
- Unless specifically required by a funding agency and approved by the College of Medicine (e.g. training grants), without cost (aka cost sharing) effort is not permitted.
- Faculty in 9-month appointments will be eligible for off-duty pay (ODP) only if they have satisfied their fiscal obligations. ODP must be supported entirely by extramural funding.
- In addition to salary support, faculty are expected to support their research laboratory as specified in the Workload Policy.

**Expenditures**

University Policy on Expenditures
Faculty & Staff Appreciation guidelines

Should a departmental faculty member wish to use a textbook or other material that is authored by the faculty member and the sale of which results in a royalty being paid to him/her/them, such textbook or material may be required for a course by the faculty member only if (1) the department chair and/or dean or designee have approved the use of the textbook or material for the course taught by the faculty member, or (2) an appropriate committee of the department or college reviews and approves the use of the textbook or material for use in the course taught by the faculty member.

## XIV. FINANCIAL CONFLICTS OF INTEREST

Information on faculty financial conflicts of interest is presented in the university's Policy on Outside Activities and Conflicts. A conflict of interest exists if financial interests or other opportunities for tangible personal benefit may exert a substantial and improper influence upon a faculty member or administrator's professional judgment in exercising any university duty or responsibility, including designing, conducting or reporting research.

Faculty members are required to file conflict of interest screening forms annually and more often if prospective new activities post the possibility of financial conflicts of interest. Faculty who fail to file such forms or to cooperate with university officials in the avoidance or management of potential conflicts will be subject to disciplinary action. Resources for Faculty Financial Conflicts of Interest can be found at:

- Office of Research Compliance
- Financial Conflict of Interest Disclosure Form
- Ohio Ethics Law
- Policy on Patents and Copyrights
- Rules of the University Faculty
- Vendor Interaction Policy

In addition to financial conflicts of interest, faculty must disclose any conflicts of commitment that arise in relation to consulting or other work done for external entities. Further information about conflicts of commitment is included in section IX above.

Finally, faculty are expected to disclose any relationship (whether paid or unpaid) with foreign institutions, companies, or collaborators.

## XV. GRIEVANCE PROCEDURES

Members of the department with grievances should discuss them with the chair who will review the matter as appropriate and either seek resolution or explain why resolution is not possible. Content below describes procedures for the review of specific types of complaints and grievances.

### A. Salary Grievances

A faculty or staff member who believes that his/her/their salary is inappropriately low should discuss the matter with the chair. The faculty or staff member should provide documentation to support the complaint.

Faculty members who are not satisfied with the outcome of the discussion with the chair and wish to pursue the matter may be eligible to file an appeal with the college's Salary Appeals Committee. A formal salary appeal can also be filed with the Office of Faculty Affairs (see Chapter 4, Section 2 of the Office of Academic Affairs *Policies and Procedures Handbook*).

Staff members who are not satisfied with the outcome of the discussion with the chair and wish to pursue the matter should contact Employee and Labor Relations in the Office of Human Resources.

### B. Faculty Promotion and Tenure Appeals

Promotion and tenure appeals procedures are set forth in Faculty Rule 3335-5-05.

### C. Faculty and Staff Misconduct

Complaints alleging faculty misconduct or incompetence should follow the procedures set forth in Faculty Rule 3335-5-04.

Any student, faculty, or staff member may report complaints against staff to the department chair. The Office of Employee and Labor Relations in the Office of Human Resources can provide assistance with questions, conflicts, and issues that arise in the workplace.

### D. Harassment, Discrimination, and Sexual Misconduct

The Civil Rights Compliance Office exists to help the Ohio State community prevent and respond to all forms of harassment, discrimination, and sexual misconduct.

1. Ohio State's policy and procedures related to equal employment opportunity are set forth in the university's policy equal employment opportunity.
2. Ohio State's policy and procedures related to nondiscrimination, harassment, and sexual misconduct are set forth in the university's policy on nondiscrimination, harassment, and sexual misconduct.

### E. Violations of Laws, Rules, Regulations, or Policies

Concerns about violations of laws, rules, regulations, or policies affecting the university community should be referred to the Office of University Compliance and Integrity.

Concerns may also be registered anonymously through the university's anonymous reporting line.

### F. Complaints by and about Students

Normally student complaints about courses, grades, and related matters are brought to the attention of individual faculty members. In receiving such complaints, faculty should treat students with respect regardless of the apparent merit of the complaint and provide a considered response. When students bring complaints about courses and instructors to the department chair, the chair will first ascertain whether or not the students require confidentiality. If confidentiality is not required, the chair will investigate the matter as fully and fairly as possible and provide a response to both the students and any affected faculty. If confidentiality is required, the chair will explain that it is not possible to fully investigate a complaint in such circumstances and will advise the

student(s) on options to pursue without prejudice as to whether the complaint is valid or not. See Faculty Rule 3335-8-23.

Faculty complaints regarding students must always be handled strictly in accordance with university rules and policies. Faculty should seek the advice and assistance of the chair and others with appropriate knowledge of policies and procedures when problematic situations arise.

G. **Academic Misconduct**

Board of Trustees Rule 3335-23-15 stipulates that the Committee on Academic Misconduct does not hear cases involving academic misconduct in colleges having a published honor code, although some allegations against graduate students fall under the committee's jurisdiction. Accordingly, faculty members will report any instances of academic misconduct to the Executive Vice Chair, who will involve the Committee on Academic Misconduct, if appropriate, or will otherwise follow the department's procedures for addressing allegations of violations of the professional student honor code.

**Professional Student Honor Code**

Professionals have a moral responsibility to themselves, to their patients, to their associates, and to the institution with which they are affiliated, to provide the best service possible. Personal ethics require certain inherent elements of character that include honesty, loyalty, understanding, and the ability to respect the rights and dignity of others. Personal ethics require conscientious preparation during one's academic years for eventual professional duties and responsibilities. A continuation of the development of professional efficiency should be accomplished by observation, study, and investigation during one's entire professional life. Strength of character should enable one to rise above prejudice in regard to race, creed, or economic status in the interest of better professional service. To maintain optimum professional performance, one should be personally responsible for maintaining proper physical and moral fitness. Finally, it must be realized that no action of the individual can be entirely separated from the reputation of the individual or of their profession. Therefore, a serious and primary obligation of the individual is to uphold the dignity and honor of their chosen profession by thoughts, words, and actions.

## XVII. APPENDIX: SPECIAL POLICIES

### CODE OF REGULATIONS
### OF
### THE OHIO STATE UNIVERSITY PHYSICIANS, INC.

ARTICLE 1

PURPOSE

The Ohio State University Physicians, Inc. (the "Corporation" or "OSUP") shall engage exclusively in charitable, educational, and scientific activities in which non-profit corporations in Ohio may be involved, including specifically to carry out, improve, enhance and supplement the medical educational activities and services of The Ohio State University College of Medicine, and to enhance, improve and support the research and clinical service programs of The Ohio State University College of Medicine and the physicians who render clinical services in connection with their teaching duties, and to provide medical care to all the sick and injured who may come to the University or be seen by OSU College of Medicine faculty for diagnosis, treatment and care, without regard to race, color, creed, sex, age, or ability to pay and particularly to provide such medical care for persons who may seek such care at the institution known as The Ohio State University Health System.

ARTICLE 2

FISCAL YEAR

Fiscal Year. The fiscal year of the Corporation shall commence on the first day of July in each year and end on the last day of June, or be such other period as the Board of Directors may designate by resolution.

ARTICLE 3
DEFINED PARTICIPANTS

3.1 The Ohio State University. The state University established by Ohio law with which the College of Medicine is affiliated ("OSU").

3.2 College of Medicine. The College established by OSU's Board of Trustees for medical education ("COM").

3.3 Corporation or OSUP. The Corporation for which these Regulations are adopted is The Ohio State University Physicians, Inc. (hereinafter OSUP), an Ohio nonprofit corporation which has been determined to be exempt from federal (and state) income taxation under section 501(c)(3) of the Internal Revenue Code of 1986 by Determination Letter dated October 21, 1996, as updated.

3.4 Limited Liability Company Organization. Members shall be organized into a separate limited liability company designation for each departmental or other academic unit of the COM, hereinafter referred to as "LLC." The Corporation will be the single member of each LLC. An agreement between OSUP and each LLC will provide authority of each LLC to conduct daily business. This will be termed the Operating Agreement.

3.5 Members. The Members of OSUP are those physicians who have faculty appointments in The Ohio State University College of Medicine and who have an Employment Agreement in effect with OSUP.

ARTICLE 4

MEMBERSHIP

4.1 Authority of Members. The Members of the Corporation shall have all the rights and privileges of Members conferred under the laws of the State of Ohio.

4.2 Annual Meeting: Special Meetings. An annual meeting of the Members shall be held on a date

designated by the Directors and at such meeting the agenda shall include, but not be limited to the presentation and distribution of the annual audit of OSUP. Special meetings of the Members may be called from time to time by the Directors, the President or at least twenty-five percent (25%) of the Members.

4.3 Member Voting. Members may vote in person at a meeting of Members or by written proxy. At any meeting of the Members, any Member who is entitled to attend and to vote or execute consents or waivers, may be represented at such meeting, and vote or execute such consents or waivers, and exercise any of his other rights, by proxy or proxies appointed by a writing signed by such person and filed with the Secretary of the Corporation at least three (3) days prior to the time of the meeting. A Member shall be deemed present at a meeting of Members if he is represented thereat by proxy or proxies executed in accordance with the foregoing provision.

4.4 Termination of Membership. The Chair of each Department of the COM will provide on at least an annual basis to the President of the Corporation a list of the faculty members of his or her Department who have signed Employment Agreements with OSUP and who are voting Members of the Corporation. In the event of the termination of employment of a Member with OSUP or in the event of the termination of faculty appointment of a Member, the Department Chair will notify the President of OSUP of the termination of that Member's membership. Voting may be done only by those persons who have been designated as continuing voting Members of the Corporation by their Department Chair.

## ARTICLE 5

## BOARD OF DIRECTORS

5.1 Authority of Directors. Except where the law, the Articles of Incorporation or these Regulations require that action be otherwise authorized or taken, all of the authority of the Corporation shall be vested in and exercised by or under the direction of the Board of Directors. The Board of Directors shall have authority to make, prescribe and enforce all rules and regulations for the conduct of the business and affairs of the Corporation and the management and control of its property. For their own government, the Board of Directors may not adopt by-laws that are not consistent with the Articles of Incorporation or these Regulations. The Directors shall have the authority to undertake program development and coordination, third party payor contracting, and shared clinical practice management services.

As set forth below, certain of the voting Directors shall have more than one vote. Accordingly, because one Director will not always equal one vote, whenever this Code of Regulations references the number of Directors required for determination of whether a quorum is present, or the number of Directors required for the passage of a resolution, it is to be read as referencing the number of votes of the Directors rather than the number of individual Directors.

Within each of these general categories, the Directors' scope of authority shall include, but not be limited to, the following:

A. Program Development and Coordination

- In conjunction with the LLCs, Members, COM and the OSU Health System:
  - Develop a process for joint planning and monitoring of clinical programs.
  - Establish priority areas for clinical program development and improvement.
    - Market the clinical programs to patients, industry, and third-party payors.

B. Insurance and Contracting

- Negotiate, approve, and monitor the performance of third-party payors on behalf of the LLCs and OSUP.
- Develop and maintain systems of utilization review and quality assurance.
- Network with other health care providers as necessary to develop a comprehensive patient care system.

C. Clinical Practice Management

- Make available shared practice management services.
- Develop, maintain, and manage common practice management and clinical information systems.
- Develop and manage shared ambulatory care facilities and equipment. D. Financial Management

- Determine formulas and implement procedures for the recovery of the cost of services performed by OSUP and shared by the LLCs.

- Establish principles to ensure equitable distribution of income from non-fee-for-service patient care contracts (e.g.: global or capitated contracts) and other sources; and adopt a process to ensure that all payments due to the LLCs from third-party payers under fee- for-service provider agreements shall be paid directly to the LLC within which the physician who performed the service practices, without any holdbacks.

- Engage in group purchasing of supplies, equipment, and services.

- Approve annual budgets of each of the LLCs and to periodically amend the budget of an LLC in order to bring it into balance with its current operations.

- Approve compensation plans of LLCs for Members.

- Receive and monitor the financial reports of the LLCs on a monthly basis.

- Establish lines of credit for the Corporation necessary to operate and separate lines of credit for each of the LLC's as needed.

- Approve level of reserves, if any, adopted by each LLC to be used solely by that LLC.

- Obtain professional liability insurance.

5.2 Number of Directors. The number of Directors of the Corporation shall not be less than twenty (20) and not more than thirty (30). The members of the Board shall be the Senior Vice President for Health Sciences, the Dean of COM, the eligible Chairperson of each clinical department of the COM, three at large faculty of COM elected one each from the groups described in section 5.3 below, up to three community members and three ex-officio members: the Vice President for Health Services of the Ohio State University Health System, the Chief Executive Officer of OSUP and the Chief Medical Officer of the Ohio State University Health System. Subject to the provisions of applicable law and the Corporation's Articles of Incorporation, the authorized number of Directors may be fixed or changed from time to time and at any time by an affirmative vote of two thirds of the total number of votes of the Board of Directors, but no reduction in the number of Directors shall of itself have the effect of shortening the term of any incumbent Director nor shall it modify the selection process outlined in 5.3 below.

5.3 Board Composition and Voting.

Physician Voting Directors - Permanent. The Senior Vice President for Health Sciences shall be a permanent member of the Board, so long as he/she remains the Senior Vice President for Health Sciences, and such individual shall have one vote on the Board. The Dean of COM shall be a permanent member of the Board, so long as he/she remains the Dean of COM, and such individual shall have one vote on the Board. The Chairperson from each clinical department listed in Schedule 1 shall be a permanent member of the Board, so long as he/she remains a Chairperson of their particular clinical department. Each department Chairperson shall have the number of votes on the Board determined in accordance with the following formula not to exceed three (3) votes:

Each department practice group will be assigned one point for each regular faculty member who is a Member of OSUP, and each salaried associated faculty member who is a member of OSUP with a 75% or more appointment, and one point for each $1 million of clinical patient-care revenue of such departmental practice group for its preceding fiscal year. Based on the total points assigned to each departmental practice group, the chairperson of such group will have the number of votes determined in accordance with the following table:

| Total Points | Number of Votes |
|---|---|
| 25 or less | 1 |
| 25.1 to 50 | 2 |
| 50.1 or more | 3 |

The formula will be computed every two years, with the first such year being the year ending June 30, 2001, and at such other times as the Board of Directors decides, by a majority vote. Physician Voting Directors - Elected. Three (3) at-large Physician Voting Directors, each possessing one vote on the Board, shall respectively represent the Surgical, Medical, and Hospital-Based groups set forth below. The Board of Directors shall nominate at least two at- large faculty from each group to be voted upon by the OSUP employed physicians in that group. Each group will elect its representative, who shall be the individual receiving the greatest number of votes of the OSUP Members within each group, from a pool of candidates consisting of one candidate from each of the LLCs in the group. Such Physician Voting Directors shall serve for a period of three (3) years and may be re-elected. One (1) physician from each of the following three (3) groups of Departments shall be elected by the Members within each group to serve on the Board of Directors:

1. Surgical- OB/GYN, Ophthalmology, Orthopaedics, Otolaryngology, Surgery

2. Medical- Family Medicine, Internal Medicine, Neurology, Pediatrics, Physical Medicine and Rehabilitation, and Psychiatry

3. Hospital-Based- Anesthesiology, Emergency Medicine, Pathology, Radiology.

Non-Physician Voting: Director - Elected. One (1) community representative schooled in law and/or finance and not employed by the OSU Health System who is nominated and elected by the Board shall serve as a Director for a period of three (3) years. Such individual shall have one vote on the Board.

Ex-Officio Voting Members. Each of the Vice President of Health Services/CEO The OSU Health System, the Dean of COM, and the Chief Executive Officer of OSUP shall serve as Ex-Officio, voting members of the Board.

Ex-Officio Non-Voting Members. The Chief Medical Officer of the Ohio State University Health System shall serve as Ex-Officio, non-voting member of the Board.

Non-voting Clinical Department Chairpersons. Effective January 1, 2004 the Chairpersons of those Clinical Departments of COM that do not have any practicing physicians assigned to them who are Members of OSUP or assignable to OSUP shall serve as non-voting, ex-officio members of the Board of Directors.

5.4 Permanent Directors -Term. The Senior Vice President for Health Sciences and the Clinical Department chairpersons shall serve for the duration of their university appointment.

5.5 Elected Directors -Term. The Physician Voting Directors shall be individuals elected by the individual faculty members based on the formula defined in Article 5.3 and serve for a period of three (3) years and may be re-elected.

5.6 Removal of Directors

A. Removal of Elected Physician Voting Director. An elected Physician Voting Director may be removed without cause by the affirmative vote of eighty percent (80%) of the votes of the Board of

Directors. An elected voting Physician Director may be removed with cause by the affirmative vote of two-thirds (2/3) of the votes of the Board of Directors. A Physician Voting Director shall be removed when he/she is no longer a Member of OSUP.

B. Removal of Elected Non-Physician Voting Directors. Elected Non-Physician Voting Directors may be removed by a majority vote of the Directors who are entitled to elect the Non-Physician Voting Directors.

C. Attendance at Meetings. Directors are expected to attend all regularly scheduled and specially called meetings of the Board of Directors and committees to which they are elected or appointed. If an elected Voting Director fails to attend more than five (5) scheduled meetings during a calendar year or if an elected Voting Director has three (3) or more consecutive unexcused absences, with acceptability of the excuse determined by the President of the Corporation, then by majority vote the Executive Committee may remove that Voting Director from office and elect a Director to replace him or her representing the same constituency as the removed Director for the balance of that Director's term.

5.7 Vacancies. Vacancies in the Board of Directors resulting from the death, resignation or removal of a clinical department Chairperson Physician Voting Director shall be filled by the Dean appointing an "acting chair." Upon his or her appointment, the permanent chair of a clinical department shall become the Board member succeeding the acting chair. Vacancies in the Board of Directors resulting from the death, resignation or removal of a non-Chairperson Physician Voting Director shall be filled by or via an election process such as is outlined in section 5.3 when filling an elected Director position as determined by the Board.

5.8 Annual Meetings. The Annual Meeting of the Board of Directors for the election of officers and Directors to be elected, the consideration of reports to be presented during such meeting and for the transaction of such other business as may properly be presented during such meeting, unless otherwise specified by a majority vote of those members of the Board of Directors present at any meeting, shall be held on the last Tuesday of April of each year.

5.9 Regular Meetings. Regular meetings of the Board of Directors shall be held so that there will be no less than six Board meetings annually, four quarter annual meetings, one meeting to serve as the annual strategic retreat meeting and one for an annual operating plan review. Other meetings may be called at such times as the Chair may specify.

5.10 Place of Meeting and Electronic Meetings. Unless the Board designates another place, the place of all meetings shall be the principal office of the Corporation. However, any meeting may be held by telephone or through other communications equipment if all Directors participating can hear each other.

5.11 Other Meetings. In addition to the Annual Meeting, the Board of Directors shall hold such other meetings as may from time to time be called, and such other meetings of the Board of Directors may be called only by either the President, or 50% or more of the total votes of the Voting Directors.

5.12 Notice of Meetings. Notice of the time and place of each meeting of the Board of Directors for which such notice is required by law, the Articles of Incorporation or these Regulations, shall be given to each of the Directors by any one of the following methods:

A. By a written or electronic notification sent not later than seven (7) days before such a meeting and addressed to the residence or usual place of business of the Director, as such address appears on the records of the Corporation; or

B. For emergency meetings, individuals must be notified personally or by fax or telephone not later than the day before the day on which such meeting is to be held and if by fax, a telephone call must be made confirming receipt of said document.

The method of giving notice to all Directors need not be uniform, and the notice shall specify the purpose of the meeting, but no action taken at such meeting shall be invalid solely as a result of such notice not including a description of the action voted upon. Notice of any meeting of the Board of Directors may be given only by the President, the Vice President, the Secretary/Treasurer of the Corporation, or by the Directors calling such meeting. Notice of adjournment of a meeting of the Board of Directors need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

5.13 Waiver of Notice. Notice of any meeting of the Board of Directors may be waived in writing either before or after the holding of such meeting by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any meeting of the Board of Directors without protesting, prior to or at the commencement of the meeting shall be deemed to be a waiver by him or her of proper notice of such meeting.

5.14 Quorum and Super Majority Voting Requirements. Voting Directors holding a majority of the total votes shall be necessary to constitute a quorum for a meeting of the Board of Directors. A majority vote of the Directors authorized to vote who are present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law, the Articles of Incorporation or these Regulations. The affirmative two-thirds (2/3) vote of all of the votes of the Directors that are entitled to vote shall be required to approve: the borrowing of funds in excess of $250,000; or the joining of any network of health care organizations which requires the Corporation to limit the providers with which it or its physician employees may conduct business. The affirmative vote of eighty percent (80%) of the total Director votes will be required to amend the Operating Agreement of an LLC or dissolve an LLC.

5.15 Committees of Directors.

A. The Board of Directors may create committees or task forces to address specific areas of practice or business concern and to handle certain tasks and make recommendations to the Board on certain specific issues. Each committee shall have at least one Board member serving on the committee and shall have one Executive Committee member chair the committee. Each committee should have approximately five to eight members in total. All voting members must be members of OSUP. Staff, consultants, and individuals from the public at large may attend and serve on committees but are not voting members. Members of each Committee shall be designated by the Board of Directors upon recommendation of the Committee Chair or the President. The Chair of each committee or task force shall be a person designated by the Board of Directors to serve as Chair of the committee or task force. The Chair and the members of each Committee shall be appointed to serve terms of two years. If a Committee member resigns or is unable or unwilling to serve on the Committee, the Chair of that Committee shall recommend to the Board a replacement for appointment for the balance of the term.

The Committees may include, but are not limited to, the following:

**Executive Committee** as further defined in Section 5.15.1.

**Governance and Ethics Committee**, which shall include the Chief Compliance Officer of OSUP and shall provide oversight and direction in governance of OSUP and of its constituent LLCs, business and professional ethics, corporate and health care compliance and shall serve as the Nominating Committee for OSUP. The committee shall keep on file a copy of a compliance program for the Corporation and shall initiate the conduct of periodic compliance reviews.

**Patient Affairs Committee**, which shall establish policies and procedures to improve patient relations and patient service including quality of care, access, communication and assessment of patient satisfaction and to provide risk management oversight and direction for OSUP. This committee shall also oversee matters affecting the delivery of clinical services, including the addition of new clinical services by the LLCs, and be responsible for overseeing outcome measurement and monitoring process of the delivery of clinical care by the LLCs.

**Finance Committee**, which shall oversee and direct the financial affairs of OSUP, conduct an annual audit and periodic reviews of the financial records and financial statements of OSUP, administer and direct the qualified and non-qualified retirement plans of OSUP, by creating subcommittees for plan administration and investment of plan funds, provide for the allocation of capital and oversee and assure accounting compliance according to the appropriate standards.

**Human Resources Committee**, which shall conduct periodic leadership and succession planning for OSUP, shall develop, implement and administer compensation plans for OSUP and its constituent LLCs, provide for employee engagement, recruitment, hiring and discipline, assure employee development and conduct performance appraisals and maintain personnel files and records on behalf of OSUP.

B. The Directors may appoint one or more Directors as alternate members of any such Committee, who may take the place of any absent member or members at any meeting of such Committee. The Directors may combine two or more of the Committees if they determine the functions of such Committees are similar or that the operations of such Committees will be improved by such a combination.

C. Such Committees of the Board of Directors shall serve at the pleasure of the Board of Directors, shall act only in the intervals between meetings of the Board of Directors, and shall be subject to the control and direction of the Board of Directors. Each of such Committees of the Board of Directors may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. A quorum for each committee meeting shall be fifty percent (50%) of the members of the committee. Meetings of the Committees of the Board of Directors may be held through any communication equipment if all persons participating can hear each other.

D. Any act or authorization of an act by such Committee within the authority delegated to it shall be effective for all purposes as the act or authorization of the Board of Directors. Notice of the time and place of each meeting of any Committee of the Board of Directors shall be given to each of its members by at least one of the methods specified in Article II hereof. A meeting of any such Committee may be called by the President, Vice President or by any member of the Committee.

5.15.1 Executive Committee. The Board shall establish an Executive Committee which shall consist of Board members who are empowered to transact the day-to-day management and business of the Corporation pursuant to the policies, procedures and rules of the Corporation. A quorum for a meeting of the Executive Committee shall be a majority of its members.

The Executive Committee will be chaired by the President and composed of up to seven (7) additional members consisting of the following:

A. Senior Vice President for Health Sciences or Dean of the COM.
B. The Chair from the two (2) highest earning COM clinical departments based on patient care dollars collected. Appointment or re-appointment will be made for three (3) year terms.
C. One (1) Board member from each of the following three (3) groups shall be elected by the Board to serve on the Executive Committee:
    1. Surgical- OB/GYN, Ophthalmology, Orthopaedic, Otolaryngology, and Surgery
    2. Medical- Family Medicine, Internal Medicine, Neurology, Pediatrics, Physical Medicine and Rehabilitation, and Psychiatry
    3. Hospital-Based-Anesthesiology, Emergency Medicine, Pathology, and Radiology

The Board of Directors shall nominate two (2) names from each group. The Directors will vote and the highest vote getter will become a member of the Executive Committee representing that group. Each member shall serve a term of three (3) years and may be re-elected, except that the initial members shall serve staggered terms of one, two and three years.

D. One (1) additional faculty member shall be appointed by the Senior Vice President for Health Sciences and the Dean of the COM and ratified by the Board by a simple majority vote to insure adequate primary care representation. Should primary care representation be deemed adequate by the Board, then an additional member from the Board will be elected by the Board. The appointment shall be for three (3) years and the member may be reappointed or reelected.

In no case will more than one (1) member represent a Department on the Executive Committee.

E. The Chief Executive Officer of OSUP shall be an ex-officio, non-voting member of the Executive Committee.

F. The Vice President for Health Sciences and CEO of OSU Health System shall be an Ex- officio, non-voting member of the Executive Committee.

5.15.2 Responsibilities of Executive Committee: The Executive Committee will be responsible for:

- General review of practice operations and assist the Departments in developing methods of improving service.
- Work in consultation with the involved LLCs to identify and develop new product lines to be offered to the public and third-party payors.
- Devise strategies, set contracting parameters, and develop managed care contract opportunities for the Corporation and the LLCs.
- Review new and existing contracts and recommend participation or continuation of participation to the Board.
  - Requests for LLC exclusion from a contract will be considered by this Committee and granted by majority vote.
  - The involved LLC Manager or its Board of Managers may request a denied exclusion to be considered by the Board of Directors, which may overturn the denial by majority vote of the Directors.
- Act on behalf of the Board of Directors between meetings of the Board.

3.20 Chair of the Board. The Chairperson of the Board of Directors shall be elected by a majority vote of the Board of Directors from among those persons serving on the Board of Directors. The Board Chair shall be a physician and shall, if present, preside at all meetings of the Board of Directors and the Executive Committee. The Board Chair shall not be an officer. The Board Chair shall exercise and perform such other powers and duties as may from time to time be assigned to the Chair by the Board of Directors or prescribed in the Regulations of the Corporation. The Chair shall represent the Board of Directors to the public and shall interface with the highest ranking physician-officer of other health care organizations. The term of appointment of the Chair shall be three (3) years, in such a way that the Chair's term shall not be coterminous with that of the President.

## ARTICLE 6

## OFFICERS & EXECUTIVE STAFF

6.1 Officers and Executive Staff. The officers of the Corporation shall be elected by a majority vote of the Board of Directors from among those persons serving on the Executive Committee of the Corporation and shall consist of a President, a Chief Executive Officer, a Vice President, and a Secretary/Treasurer, and such officers and assistant officers as the Board of Directors may, from time to time, elect. The President, Vice President and Secretary/Treasurer must be regular faculty physicians of the COM and employed by OSUP and shall serve three (3) year terms.

The Chief Executive Officer (CEO) of the Corporation shall be a physician or a non-physician who is an employee hired by the Board who shall report to the President and the Board of Directors and shall serve as an ex-officio member of the Board and the Executive Committee, without vote on the Executive Committee.

6.2 Tenure of Office. Except as provided herein, the officers of the Corporation shall hold office at the pleasure of the Board of Directors, and any officer of the Corporation may be removed, with or without assigning any cause, at any time, by the affirmative vote of a majority of the Directors; such removal, however, shall be without prejudice to the contract rights, if any, of the person so removed.

6.3 President. The President shall be elected by a majority vote of the Board of Directors. The President shall serve on the Executive Committee. The President shall preside at meetings of the Board of Directors in the absence of the Chair. The President shall preside, if present, at meetings of the Governance and Ethics Committee. The President shall also exercise and perform such other powers and duties as may from time to time be assigned by the Board of Directors, the Executive Committee or as prescribed by the Regulations of the Corporation.

6.4 Vice President. The Vice President shall be elected by a majority vote of the Board of Directors from among those persons serving on the Executive Committee. The Vice President shall, in the absence of the President, perform the duties of the President and while so acting, the Vice President shall have all powers and authorities of, and shall be subject to the restrictions upon, the President. The Vice President shall have such other authorities and duties as are delegated by the President or as may be created from time to time by the Board.

6.5 Secretary/Treasurer. The Secretary/Treasurer shall be elected by a majority vote of the Board of Directors from among those persons serving on the Executive Committee. The Secretary/Treasurer (or an Assistant Secretary/Treasurer, if any, in the absence of the Secretary/Treasurer or in the event of the Secretary/Treasurer's inability or refusal to act) shall keep or cause to be kept minutes of all proceedings of the Board of Directors and shall make a proper record of the same, which shall be attested to by him or her; shall keep or cause to be kept such other books as may be required by the Board of Directors; shall file or cause to be filed all reports with local, state and federal governments; shall have the power and authority to sign all deeds, mortgages, bonds, contracts, notes and other instruments requiring his or her signature on behalf of the Corporation; and shall, upon the expiration of his or her term of office, deliver all books, papers and other property of the Corporation in his or her possession or custody to his or her successor, or to the President.

The Secretary/Treasurer shall receive and safely keep or cause to be kept all monies, bills, notes, deeds, leases, mortgages, securities, and similar property belonging to the Corporation; shall disburse or otherwise distribute the same as directed by the President or the Board of Directors; shall keep or cause to be kept an accurate account of the finances and business of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains or losses, together with such other accounts as may be required and shall hold the same open for inspection and examination by the Directors; shall prepare or cause to be prepared a financial statement and present such statement, after presentation to the Board of Directors and approval by a certified public accounting firm, to all members of the Corporation; and shall, upon the expiration of his or her term of office, deliver all monies, securities, accounts, books and other property of the Corporation in his or her possession or custody to his or her successor, or to the President. The Secretary/Treasurer shall preside at all Board meetings in the absence of the President, and Vice President.

6.6 Chief Executive Officer. The Chief Executive Officer (CEO) shall be an employee of the Corporation elected by the Board of Directors. He or she shall be responsible for the day- to-day business activity of the Corporation, including but not limited to, strategic and overall planning for the operation and direction of the Corporation, recruitment of physicians and administrative staff, marketing, investment of assets, acquisition and management of facilities, business, research and practice development, public relations, and all other matters typically associated with the Chief Executive Officer position of business enterprises in the region, as more fully described in the Position Description adopted from time to time by the Board of Directors of the Corporation.

## ARTICLE 7

## MISCELLANEOUS

7.1 Action by Directors without a Meeting. Anything contained in these Regulations to the contrary notwithstanding, any action which may be authorized or taken at a meeting of the Board of Directors or a Committee of the Board of Directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in one or more writings signed by, all of the Directors or by all of the members of the Committee of the Board of Directors, as the case may be, which writing or writings shall be filed with or entered upon the records of the Corporation.

7.2 Interest of Directors or Officers in Certain Transactions. No contract or transaction shall be void or voidable with respect to the Corporation for the reason that it is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other person in which one or more of the Corporation's Directors or Officers are directors or officers, or have a financial or personal interest; or for the reason that one or more interested Directors or Officers participated in or voted at a meeting of the Board of Directors which authorized such contract or transaction, if in any such case either (a) the material facts as to the relevant relationships or interest and the material facts as to the contract or transaction were disclosed to or were known by the Directors attending the meeting, and the Board of Directors, in good faith reasonably justified by such facts, authorized the contract or transaction by the affirmative vote of the majority of the disinterested Directors, even

though the disinterested Directors constituted less than a quorum, or (b) the contract or transaction was fair to the Corporation as of the time it was authorized or approved by the Board of Directors.

7.3 Indemnification of Directors, Officers and Others. Each person who is or was a Director, Officer, or employee of the Corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Corporation to the full extent permitted by the Corporation Law of the State of Ohio against any liability, cost or expense incurred by him/her in his/her capacity as such a Director, Officer, or employee, or arising out of his/her status as such a Director, Officer or employee (including serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation). The Corporation may, but shall not be obligated to maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. For the purposes of this section, references to "the Corporation" do not include any LLC owned by the Corporation or any officer or manager of such LLC.

## ARTICLE 8

## AMENDMENTS

The Board of Directors may amend this Code of Regulations by a two-thirds (2/3) vote of the Directors present at a meeting of the Board duly called for that purpose at which a quorum is present.

## ARTICLE 9

## DISSOLUTION OF CORPORATION

The Corporation may be dissolved by a two-thirds (2/3) vote of the Board of Directors of the Corporation.

Upon dissolution of the Corporation its assets shall be distributed either to OSU COM which is an organization described in section 170(b)(1)(A)(ii) of the Internal Revenue Code or to an organization which is qualified for tax exemption under Section 501(c)(3) of the Internal Revenue Code or to a series of such organizations that are so qualified, and that is/are organized to improve and enhance the medical education, research and clinical service activities of the College of Medicine of OSU. An action by the Board of Directors to dissolve the Corporation may be overturned by a vote to do so of eighty percent (80%) of the Members at a special meeting called for that purpose and held within thirty (30) days after the vote to dissolve by the Board of Directors. Voting by the Members may be done in person or by written proxy.

REVISED 7-03-2006
Approved OSUP Board 6-28-2006