

DEPARTMENT OF SURGERY

PATTERN OF
ADMINISTRATION

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DEPARTMENT OF SURGERY
THE OHIO STATE UNIVERSITY
COLUMBUS, OHIO



THE OHIO STATE UNIVERSITY

WEXNER MEDICAL CENTER

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I. INTRODUCTION

This document provides a brief description of the Department of Surgery as well as a description of its policies and procedures. It supplements the Rules of the University Faculty (<http://trustees.osu.edu/university/facultyrules>) 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 is subject to continuing revision. It must be reviewed and either revised or reaffirmed on appointment or reappointment of the department chair. However, revisions may be made at any time subject to approval by the College of Medicine and the Office of Academic Affairs of the University. For the most current updates, reference may be made to the website of the Office of Academic Affairs Policies and Procedures Handbook at <http://oaa.osu.edu/handbook.html>.

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 program 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, 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 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. This statement can be found on the Office of Academic Affairs website <http://oaa.osu.edu/rightsandresponsibilities.html>.

IV. FACULTY

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, research and associated faculty, plus those who have been granted emeritus faculty status. Associated faculty could be clinical practice faculty, visiting faculty or adjunct faculty. Faculty members have terminal degrees of training, including M.D., Ph.D., or M.S.

A. Definition of Faculty Categories

1. As used in these rules the term "faculty" shall include persons appointed by the board of trustees with tenure-track, non-tenure track, and emeritus faculty titles on full or part-time appointments, with or without salary.
2. "Tenure-track faculty": persons with the titles of professor, associate professor, assistant professor, and instructor who serve on appointments totaling fifty per cent or more service to the university and who are eligible for tenure or who have obtained tenure.
3. "Non-tenure-track faculty": all faculty positions within the university that are not tenure-track and are not eligible for tenure. This includes the following categories:
 - (a) "Clinical faculty": Clinical faculty serve under fixed term contracts and their faculty appointments are described in Chapter [3335-7](#) of the Administrative Code.
 - (b) "Research faculty": Research faculty serve under fixed term contracts and their faculty appointments are described in Chapter [3335-7](#) of the Administrative Code.
 - (b) "Associated faculty": persons with clinical practice titles, adjunct titles, visiting titles, and lecturer titles; also professors, associate professors, assistant professors, and instructors who serve on appointments totaling less than fifty per cent service to the university. Persons with tenure-track, clinical, or research faculty titles may not hold associated titles. Persons holding associated titles are not eligible for tenure and may not participate in the promotion and tenure reviews of tenure-track, clinical, or research faculty. Associated faculty appointments may be made for a maximum of three consecutive years and, with the exception of visiting titles, may be renewed.
 - (1) Clinical Practice Faculty: The titles of clinical professor of practice, clinical associate professor of practice, clinical assistant professor of practice, and clinical instructor of practice shall be used to confer faculty status on individuals who have credentials comparable to clinical faculty of equivalent rank and who either provide significant, uncompensated service for which a faculty title is needed or compensated service to the clinical instructional programs in the colleges of the health sciences. Clinical practice appointments are made for the period in which the service is provided. Renewal of no-salary appointments is contingent upon continued significant contributions. Procedures for the promotion of clinical practice faculty members shall be the same as for promotion of clinical faculty.
 - (2) Visiting Faculty: The titles of visiting professor, visiting associate professor, and visiting assistant professor, shall be used to confer faculty status on individuals who have credentials comparable to tenure-track, clinical or research faculty of equivalent rank who spend a limited period of time on formal appointment and in residence at this institution for purposes of participating in the instructional and research programs of the university. A visiting appointment cannot exceed three continuous academic years of service.

(3) Adjunct Faculty: The titles of adjunct professor, adjunct associate professor, and adjunct assistant professor, and adjunct instructor shall be used to confer faculty status on individuals who have credentials comparable to tenure-track, clinical, or research faculty of equivalent rank, who provide significant service to the instructional and/or research programs of the university and who need a faculty title to perform that service. Significant service would include teaching the equivalent of one or more courses, advising graduate students or serving on graduate committees, and serving as a co-investigator on a research project. Such individuals may be either non-university employees or university employees compensated on a noninstructional budget. Adjunct appointments are made for the period in which the service is provided. Renewal of adjunct appointments is contingent upon continued significant contributions. Procedures for the promotion of adjunct faculty members shall be the same as for promotion of tenure, clinical, or research faculty.

(4) Lecturer: The titles of lecturer and senior lecturer shall be used for all compensated instructional appointments where other titles are not appropriate. Lecturers' responsibilities are limited to teaching as defined in Chapter [3335-6](#) of the Administrative Code.

(5) "Emeritus faculty": tenure-track, clinical, or research faculty who, upon retirement, were recommended by the chair, the dean and the executive vice president and provost for emeritus status. Emeritus faculty may not vote at any level of governance and may not participate in promotion and tenure matters but may have such other privileges as individual academic units or the office of human resources may provide.

V. ORGANIZATION OF DEPARTMENT SERVICES AND STAFF

A. Structure of the Department

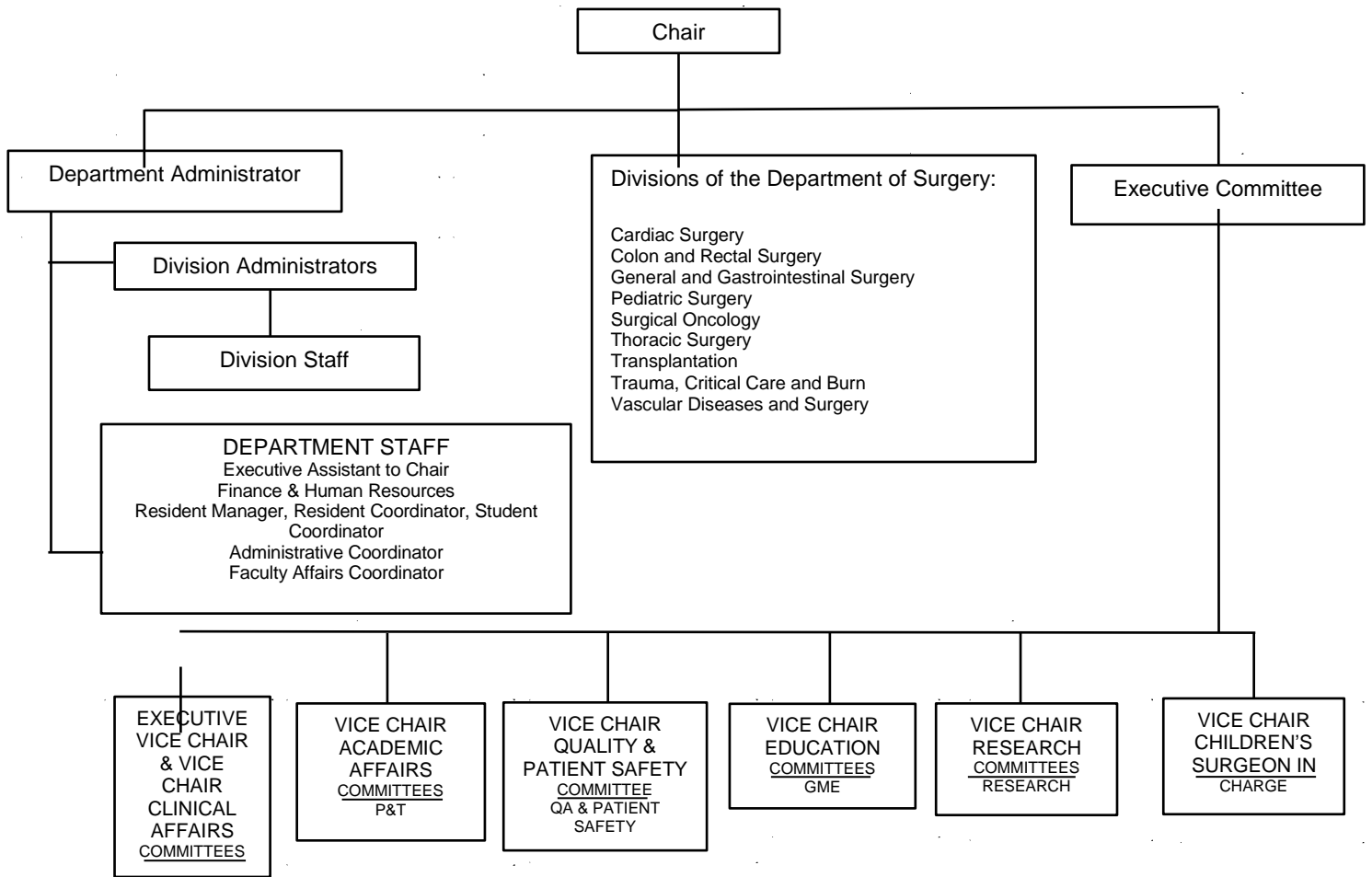
The Department of Surgery is organized into divisions which represent the various specialties within the discipline of Surgery. Each division constitutes an academic sub-unit, responsible for teaching, research, and patient care related to the specific discipline. In addition, the division as a whole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

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:



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 alone initiating an action of the Executive Committee, requiring a 2/3 vote for approval.

VI. OVERVIEW OF DEPARTMENT ADMINISTRATION AND 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

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 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 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.
- 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 Rule [3335-6](#) <https://trustees.osu.edu/rules/university-rules/chapter-3335-6-rules-of-the-university-faculty-concerning-faculty-appointments-reappointments-promotion-and-tenure.html> 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 see that adequate supervision and training are given to those members of the faculty and staff who may profit by such assistance.

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. Vice-Chairs: There shall be six Vice-Chairs of the Department including one who will also be designated Executive Vice Chair: a Vice-Chair for Academic Affairs and Promotion and Tenure, a Vice-Chair for Clinical Affairs, a Vice-Chair for Quality and Patient Safety, a Vice-Chair for Education, a Vice-Chair for Research and a Vice-Chair, Children's Surgeon In Charge. The Executive Vice-Chair oversees the activities of the other Vice-Chairs and undertakes such additional responsibilities as may be assigned by the Chair. The Vice-Chairs shall

b e appointed by the Chair from among the members of the Department and shall serve a renewable term of office of two years. 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 determine that there are possible grounds for termination of appointment of a Vice Chair prior to completion of term of office, a review may be conducted and appropriate action, including dismissal, may be taken in accordance with the Departmental Review Process.

C. Division Chiefs: Each Division of the Department shall have a Division Chief, appointed by the Chair. The Division Chief shall serve a four-year term of office unless specifically appointed for a shorter term. The Division Chief is responsible for the academic and clinical functions of the division. The Division Chief will undergo review by the Department Chair according to the Departmental review process.

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

i. Standing Committees

1. Executive Committee
2. Appointment, Promotion, and Tenure Committee
3. DOS Surgical Education Committee
4. Clinical Competency Committee
5. Quality Assurance and Patient Affairs 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. Reporting guidelines and other standards for committee activity are outlined in Section IX.

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 no faculty member serve on 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 plan 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.
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 biannual

- 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 Chair and the six 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 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. Appointment, Promotion and Tenure Committee
- The Appointment, Promotion and Tenure Committee is comprised of Professors only representing tenure-track, clinical and research faculty members, appointed by the Chair with

the concurrence of the Executive Committee. The Committee evaluates the credentials of all candidates for appointment, reappointment, promotion and tenure, and reports to the faculty and Chair in accordance with Department, College of Medicine, and University guidelines. The Committee also advises the Chair with regard to promotion and tenure issues, and makes appropriate revisions to Departmental documents in order to maintain conformity with University policies. Clinical faculty members are not permitted to participate in reviews of tenure-track faculty members. Research faculty members are not permitted to participate in reviews of tenure-track or clinical faculty members.

3. **DOS Surgical Education Committee**
The Committee is comprised of faculty members representing the different specialties within the Department and also representing the various institutions where students rotate. Committee members are appointed by the Chair. The Committee reviews, formulates, and recommends the curricular policies for undergraduate medical education programs within the Department; and evaluates student performance in consideration for credit and promotion.
4. **Clinical Competency Committee**
The Committee is comprised of faculty members from the various surgical disciplines included in the Core General Surgery Program. Committee members are appointed by the Chair. The Committee reviews, formulates, and recommends the curricular policies and educational programs of the core general surgery program; develops clinical rotation schedules and departmental resident policies and benefits; evaluates resident performance in consideration for promotion; and oversees resident interviews, recruitment, and selection.
5. **Quality Assurance and Patient Affairs Committee**
The Quality Assurance and Patient Affairs Committee is comprised of tenure track and clinical faculty members representing the various disciplines in the Department and institutions served by full time faculty. Committee members are appointed by the Chair with the concurrence of the Executive Committee. The Committee reviews and measures clinical practice within the Department, both in the in-patient and outpatient settings; assesses outcomes as a measure of quality of care; develops and promotes practices which enhance both patient and referring physician satisfaction; develops new protocols to improve individual and system practice outcomes and reduce cost; monitors access to outpatient clinical services and adherence to standards for inpatient and outpatient consultations.
6. **Research Committee**
The Research Committee is comprised of faculty members to include one junior surgical scientist, all the vice chairs relevant to research, at least one extramurally funded surgical investigator, at least one extramurally funded PhD investigator and at least two division directors relevant to research expertise. The Committee is co-chaired by the Vice-Chairman of Research and Vice-Chairman of health services outcomes 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; promote 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.

E. Non-Faculty Administrative Personnel

Non-faculty administrative personnel shall be appointed by the Department Chair. Such personnel may include, but not be limited to, Department Administrator(s). The Department Administrator(s) shall be responsible to the Department Chair and in his or her absence, the Executive Vice-Chair Appointment shall be on a one-year basis with annual review and regular renewal if performance is satisfactory.

Each Division Chief and the Department Administrator shall appoint a Division Administrator who will carry out the administrative duties of the division and be responsible along with the Division Chief for reporting these activities to the Department Administrator.

All other Department administrative personnel shall be under the direction of the Department Administrator(s). Appointments shall be made by the Chair on recommendation of the Administrator(s).

F. Departmental Review Process

Formal reviews of the principal administrative officials of the Department (Vice-Chairs and Division Chiefs) 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 as outlined in the policies regarding this process. 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.

VIII. FACULTY MEETINGS

Department of Surgery Faculty Meetings will be held monthly, directed by the 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 Chair may call meetings as needed with electronic or written notification. The agenda is established by the Chair. Any faculty member may submit items for the agenda to the Chair's office.

IX. DEPARTMENT FACULTY TEACHING LOAD GUIDELINES

The university's policy with respect to faculty teaching load is set forth in the Office of Academic Affairs [Policies and Procedure Handbook](#), Volume 1, Chapter 2, Section 1.4.1, <http://oaa.osu.edu/handbook.html>. The information provided in Section X supplements these policies.

X. DISTRIBUTION OF FACULTY DUTIES AND RESPONSIBILITIES

A. Faculty Workload Guidelines

A full-time faculty member's primary professional commitment is to 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 chair in order to ensure that no conflict of commitment exists. Information on faculty conflicts of commitment is presented in the OAA [Policy on Faculty Conflict of Commitment](#). The guidelines outlined here do not constitute a contractual obligation.

1. Members of the tenure track faculty and clinical faculty with an M.D. degree who participate in clinical patient care will give at least three lectures or small group sessions in either the Med I, Med II, Med III or Med IV courses, or will serve as a preceptor for Med III core clerkship students or Med IV elective/selective students rotating at the University Medical Center or Nationwide Children's Hospital at least six months each year. Consideration of time spent in the Independent Study Program, in administration of oral exams and in student advising will be given. Members of the tenure-track faculty should have three peer-reviewed publications annually. Members of the clinical faculty should have two publications (journal article, abstract or book chapter) annually.
2. Members of the Department holding a Ph.D. degree who are actively involved in basic research will mentor at least one student each year. Students may include medical students, house officers in surgery or surgical specialties, subspecialty fellows, or students pursuing an M.S. or Ph.D. degree. Members of the tenure track faculty should have three peer-reviewed scholarly submissions, either journal articles or grant proposals, annually.
3. Members of the tenure track faculty and clinical faculty who hold an M.D. degree and participate in clinical patient care will staff the outpatient clinic for at least one clinic session per month, and will be responsible for direct supervision of resident in-patient and out-patient activities at least 25% of the

year.

4. All faculty members are expected to participate in Department, College of Medicine, University Medical Center, Nationwide Children's Hospital and/or University governance through committee membership and/or elected office.
5. Departures from the expected level of activity in any area may be balanced by increased or decreased activity in other areas. The Division Chief and/or Department Chair are responsible for monitoring and approving variations in activity level.
6. Fluctuations in instructional demands and the individual circumstances of faculty members may warrant deviation from these policies. In addition, completion of expected levels of activity does not necessarily constitute satisfactory performance.
7. On-duty faculty members should not be away from campus for extended periods of time unless on an approved leave (see section XIII) or on approved travel.

B. Tenure Track Faculty – M.D.

1. Scholarly Activity

a. Required:

- i. Conducts clinical and/or basic laboratory research related to the divisional or departmental specialty.
- ii. Participates in the development of grant proposals for submission to internal and/or external funding agencies.
- iii. Publishes articles (in peer reviewed journals) of sufficient quality and quantity to achieve recognition in a specific field of interest.
- iv. Presents scholarly works (abstracts, clinical reports, lectures, etc.) at local, regional and/or national forums of sufficient quality and quantity to achieve recognition in a specific field of interest.

b. Optional/Desirable

- i. Serves as an editor of journal(s).
- ii. Writes chapters for books; authors textbooks, instructional manuals, etc.
- iii. Prepares other scholarly works such as CDs, computer programs, etc.

2. Instructional Activity

a. Required:

- i. Conducts formal educational activities (lectures, small group discussions, oral examinations, etc.) for medical students during the required Surgery clerkship.
- ii. Participates in formal teaching activities (lectures, small groups, conferences, journal club, etc.) for residents/fellows serving within the specific division and the department.
- iii. Participates as a student or resident advisor.

b. Optional/Desirable: (in general, based on assignment by division director or chair)

- i. Participates in formal teaching activities of medical students on elective clerkships within the division or department.
- ii. Participates in formal and informal teaching activities of medical students during the Med I and Med II years.
- iii. Participates in curriculum development for educational programs involving medical students and residents.
- iv. Participates in continuing education activities for practicing physicians such as symposia, visiting professorships, instructional courses, etc.

3. Service

a. Required:

- i. Conducts inpatient, outpatient and operative management of patients within the division. (May be for varying periods of time during the year as assigned by the division director or chair).
- ii. Serves as a consultant for patients on other services both within the department and in other departments (May be for varying periods of time during the year as assigned by the division director or chair).
- iii. Supervises clinical care provided by medical students, residents and fellows.

- iv. Serves as a member of at least one hospital, College of Medicine or University Committee.
 - v. Participates in the interview process for new residents within the specific division.
 - b. Optional/Desirable:
 - i. Serves as a member of department or division committees
- C. Tenure Track Faculty – Ph.D.
- 1. Scholarly Activity
 - a. Required:
 - i. Conducts independent laboratory research related to the divisional or departmental specialties and personal expertise.
 - ii. Collaborates in research with other members of the division, department and/or University, and other academic centers.
 - iii. Publishes articles (in peer reviewed journals) of sufficient quality and quantity to achieve recognition in the field.
 - iv. Presents scholarly works (abstracts, reports, lectures, etc.) at local, regional and/or national forums of sufficient quality and quantity to achieve recognition in the field.
 - v. Submits grant proposals to internal and external funding sources. For promotion beyond the initial appointment level and for tenure, must have documented, substantial, self- supporting extramural funding.
 - b. Optional/Desirable:
 - i. Serves as an editor of journal(s).
 - ii. Writes chapters for books; authors textbooks, laboratory manuals, etc.
 - iii. Prepares other scholarly works such as computer programs, course outlines, etc.
 - 2. Instructional Activity
 - a. Required:
 - i. Participates in the teaching of medical students at the Med I and Med II level in lecture discussion, independent study, or problem based learning.
 - ii. Participates in basic science teaching of residents and fellows when assigned by division director or chair.
 - iii. Instructs residents and students on assignment in the specific laboratory.
 - b. Strongly Recommended:
 - i. Participates in the instruction of graduate students on assignment in the specific laboratory.
 - 3. Service
 - a. Required:
 - i. Serves on at least one College of Medicine, department or University committee.
 - b. Optional/Recommended:
 - i. Serves on review sections, editorial boards, etc.
- D. Clinical Faculty – M.D.
- 1. Scholarly Activity
 - a. Required:
 - i. Submits articles for publications in journals.
 - ii. Submits scholarly works annually for presentation at local, regional or national forums.
 - b. Optional/Desirable:
 - i. Conducts clinical and/or basic laboratory research related to the divisional or departmental specialty.
 - ii. Participates in the development of grant proposals for submission to internal and/or external funding agencies.
 - iii. Serves as an editor of journal(s).
 - iv. Writes chapters for books; authors textbooks, instructional manuals, etc.
 - v. Prepares other scholarly works such as CDs, computer programs, etc.
 - 2. Instructional Activity
 - a. Required:
 - i. Conducts formal educational activities (lectures, small group discussions, oral examinations, etc.) for medical students during the required Surgery clerkship.
 - ii. Participates in formal teaching activities (lectures, small groups, conferences, journal club,

2. Instructional Activities
 - a. Required:
 - i. Conducts formal teaching activities (lectures, small groups, etc.) for medical students when assigned as part of basic clerkship in surgery or elective.
 - ii. Participates in formal and informal teaching activities for OSU residents and/or fellows within the division or the department.
 - b. Optional:
 Participates in formal and informal teaching activities (mini-modules, preceptorships, etc.) for medical students during the Med I and Med II years.
3. Service
 - a. Required:
 - i. Supervises clinical care done by medical students, residents and/or fellows when assigned by division director or chair.
 - ii. Serves on division, department and/or College of Medicine committees when assigned by division director or chair.

G. Special Assignments

Information on special assignments is presented in the Office of Academic Affairs [Special Assignment Policy](#).

H. Parental 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 parental modification of duties to provide its faculty members flexibility in meeting work responsibilities within the first year of childbirth/adoption. See the [college pattern of administration](#) for details.

The faculty member requesting the modification of duties for childbirth/adoption 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.

XI. COURSE OFFERINGS AND TEACHING SCHEDULES

The Department of Surgery offers courses each year which are directed at medical students and surgical residents. The scheduling of courses is done in accordance with the College of Medicine calendar, rather than the University academic calendar. A detailed list of currently-offered courses is available on request. The following constitutes a summary of the various types of offerings.

1. Med III Basic Surgery Clerkship: This is an integrated course with other surgical specialties, lasting 16 weeks. This course is required for all medical students, and is offered year round. The course is titled Understanding Patients with Reproductive and Surgical Needs - MEDCOLL 8764-2.
2. Med IV Electives and Selectives: These one month courses for medical students include clinical rotations in Surgery and Surgical Specialties (e.g., Gastrointestinal Surgery, Colorectal Surgery, Hepatobiliary Surgery, etc.), research electives in Surgery and Surgical Specialties. (MEDCOLL 8865-5). This also includes authorized clinical rotations at other academic medical centers.
3. Courses for Surgical Residents pursuing the Master of Medical Science degree: These offerings include various research electives in Surgery and Surgical Specialties (e.g., Surg 8501 Career Development for Surgeons), training in research methods (e.g., Surg 8820, Training in Clinical Research I) and instruction in ethical principles (e.g., Surg 8814 Responsible Conduct of Research).
4. Courses for Surgical Residents conducting required research as part of their surgical training: All surgical residents are required to perform and present a

research project before completion of the basic years of training. These courses permit research in a variety of different Surgical and Surgical Specialty areas (e.g., Surg 7193.06—Individual Studies in Surgical Oncology).

5. Other offerings: These include career development courses such as Surg 7010 - 7060, Seminars in Practice Management for Surgeons and Surg 8501, Career Development for Surgeons, as well as immunology courses such as Surg 8900, Applications of Immunology for Surgeons.

XII. ALLOCATION OF DEPARTMENT RESOURCES

The 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 achievement of department goals.

The chair will discuss the department budget at least annually 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.

The allocation of office space will include considerations such as achieving proximity of faculty in subdisciplines and productivity and grouping staff functions to maximize efficiency.

A. Budgets

Budgets for the Department as a whole and for each individual Division will be submitted in advance of July 1 of the next academic/fiscal year for approval. The Departmental budget will consist of expenditures for Visiting Professors, a Chair's Fund, an Administrative Support Fund, a Research Fund, and Information Systems support, plus support for other appropriate Departmental activities. Additional areas for expenditure by the Department may be considered by the Executive Committee as submitted by the Chair of the Department. Each individual Division will have a budget which will consist of the following items and which can be amended as necessary: patient care and other revenue, personnel, supplies, postage, communications, equipment repair, equipment rental, reproduction services, travel, general services purchasing, general expenditures, and transfers. It is expected that each Division will have an ongoing accounting mechanism (within the Division) for their expenditures. Each Divisional budget will require review by the Fiscal Committee and Chair. The total budget for the Divisions and the Department will be approved at the June meeting and will require a 2/3 vote of the Board of Managers. (Timeline for budget submission is subject to change based on requirements as determined by the COM.)

A substantial portion of the funding for Divisional budgets as well as Departmental components of the Divisional budgets will come from OSU Surgery, LLC practice funds. Because of the interaction between the Department fiscal planning and OSU Surgery, LLC fiscal planning, regular meetings will be held between the Chair's office and the Business Office of OSU Surgery, LLC for purposes of planning and monitoring of Department and Divisional budgets. Quarterly reconciliation statements will be provided to each Division Chief and, should there be any significant deficit of funding, this will be adjudicated between the Department Chair and the individual Division Chief on a quarterly basis. Any new expenditures of significance not included in a Division's previous budget must be approved by the Chair, and any significant increase in Departmental expenses must be approved by the Board of Managers.

B. Salaries

Faculty salaries within the Department of Surgery are determined by the Department Chair in cooperation and discussion with each Division Chief. There is a Compensation, Productivity and Funding Schedule for each faculty member that is maintained by the Faculty Group Practice and this schedule will list the sources that support a given faculty member's salary and productivity requirements. For purposes of academic portion of a faculty member's salary, action taken within the Promotion and Tenure Committee will govern individuals' ranks and therefore, to some extent, any salaries paid for the academic appointment. The principles for grievances outlined through the University rules and regulations that are in force at the time will govern

methods for grievance resolution regarding salaries for faculty.

The Department, from time to time, will have salaried positions in the administrative support area. These salaries will be determined by the Chair along with the Executive Committee and other administrative personnel within the Department. Grievances regarding any of these salaries will follow University rules and regulations.

Most compensation for both physicians and other academic and nonacademic personnel is derived from practice income through OSU Surgery, LLC or as channeled through development accounts or academic enrichment directly. It is the responsibility of the Fiscal Committee to periodically evaluate support for the various Divisions and Department from the College of Medicine to assure that this is fair and equitable. Any grievances regarding the distribution of College of Medicine support to the various Divisions within the Department may be raised with the Chair or at a meeting of the Executive Committee.

C. Accounting/Audits

At the end of each academic year, a final reconciliation of academic enrichment expenditures will be provided by the Department to each Division. It is anticipated that there will be no significant deficits due to ongoing adjustments on a quarterly basis. A full outside audit of the Department and Divisional budgets may be requested by 2/3 vote of the OSU Surgery LLC Board of Managers; otherwise an in-house audit of the accounts will be provided at the May or June Board of Managers meeting.

XIII. LEAVES AND ABSENCES

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 <http://oaa.osu.edu/handbook.html> and Office of Human Resources [Policies and Forms website](#).

A. Discretionary Absence

Faculty are expected to complete an Application for Leave 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 assure that instructional and other commitments are covered. Discretionary absence from duty is not a right and the 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 of ten or more consecutive business days and must be requested on the [Application for Leave form](#).

B. Absence for Medical Reasons

When absences for medical reasons are anticipated, faculty members are expected to complete an Application for Leave form as early as possible. When such absences are unexpected, the faculty member, or someone speaking for the faculty member, should let the 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, <http://hr.osu.edu/public/documents/policy/policy627.pdf?t=2014719125257>

C. Unpaid of Leaves of Absence

The university's policies with respect to unpaid leaves of absences and entrepreneurial leaves of absence are set forth in the Office of Academic Affairs Policies and Procedures Handbook, <http://oaa.osu.edu/handbook.html> and [at http://hr.osu.edu/policy/policy645.pdf](http://hr.osu.edu/policy/policy645.pdf)

D. Faculty Professional Leave

Information on faculty professional leave (FPL) is presented in the Office of Academic Affairs FPL policy at <http://oaa.osu.edu/assets/files/documents/facultyprofessionalleave.pdf> The information provided below supplements this policy.

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 OAA form 202—Application for Faculty Professional Leave - <http://oaa.osu.edu/forms.html>
2. Submission of a detailed plan for research, clinical activities and/or observations which

demonstrates credible potential for

- a. enhancing the individual's ability to function in his or her 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 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. 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.

XIV. SUPPLEMENTAL COMPENSATION AND PAID EXTERNAL CONSULTING POLICY

The university's policies with respect to supplemental compensation and paid external consulting are set forth in the Office of Academic Affairs Compensation policy at <http://oaa.osu.edu/assets/files/documents/facultycompensation.pdf>. The information provided below supplements this policy.

This department adheres to these policies in every respect. In particular, the department expects faculty members to carry out the duties associated with their primary appointment with the university at a high level of competence before seeking other income-enhancing opportunities. All activities providing supplemental compensation must be approved by the department chair regardless of the source of compensation. External consulting must also be approved. Approval will be contingent on the extent to which a faculty member is carrying out regular duties at an acceptable level, the extent to which the extra income activity appears likely to interfere with regular duties, and the academic value of the proposed consulting activity to the department. In addition, it is university policy that faculty may not spend more than one business day per week on supplementally compensated activities and external consulting combined. The Faculty Paid External Consulting Approval form may be found at <http://oaa.osu.edu/assets/files/documents/Form201.pdf>. The External Consulting Policy can be found at <http://oaa.osu.edu/assets/files/documents/paidexternalconsulting.pdf>. Faculty who fail to adhere to the university's policies on these matters, including seeking approval for external consulting, will be subject to disciplinary action.

The Office of Academic Affairs also requires colleges and departments to determine a process for a faculty member to request permission to use a textbook or other material that is authored by that faculty member and the sale of which results in a royalty being paid to him or her.

XV. FINANCIAL CONFLICTS OF INTEREST

The university's policy with respect to financial conflicts of interest is set forth in the Office of Academic Affairs Policies and Procedures Handbook, <http://oaa.osu.edu/handbook.html>. 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. See <http://oaa.osu.edu/assets/files/documents/FinConfInt.pdf>

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, <http://orc.osu.edu/regulations-policies/coi/policies-procedures>
- Financial Conflict of Interest Disclosure Form, <https://rf.osu.edu/secure/e-coi> (log-in required) and the Faculty Financial Conflict of Interest, Office of Research policy <http://orc.osu.edu/files/2013/02/Policy-on-Faculty-Financial-Conflict-of-Interest.pdf>
- Ohio Ethics Law, <http://legal.osu.edu/ethics.php>
- Policy on Patents and Copyrights, http://tco.osu.edu/?attachment_id=2303
- Rules of the University Faculty, <http://trustees.osu.edu/university/facultyrules>
- Vendor Interaction Policy, <https://onesource.osumc.edu/sites/Audience/Physicians/Pages/Vendor->

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 X above.

XVI. 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 or her 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 a more formal salary appeal (the Office of Academic Affairs Policies and Procedures Handbook, <http://oaa.osu.edu/handbook.html>)

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 Resource in the Office of Human Resources (<http://hr.osu.edu/>).

B. Faculty Misconduct

Complaints alleging faculty misconduct or incompetence should follow the procedures set forth in Faculty Rule 3335-5-04, <http://trustees.osu.edu/rules/university-rules/rules5/ru5-04.html>

C. Faculty Promotion and Tenure Appeals

Promotion and tenure appeals procedures are set forth in Faculty Rule 3335-5-05, <http://trustees.osu.edu/rules/university-rules/rules5/ru5-05.html>

D. Sexual Misconduct

The university's policy and procedures related to sexual misconduct are set forth in OHR Policy 1.15, <https://hr.osu.edu/policy/index.aspx>

E. University Nondiscrimination Policy

The university's policy and procedure related to nondiscrimination are set forth in OHR Policy 1.10, <https://hr.osu.edu/policy/index.aspx>.

F. Anonymous Reporting

The university's anonymous reporting line can be found at, <https://secure.ethicspoint.com/domain/media/en/gui/7689/index.html> or by calling 1-866-294-9350

G. Student Complaints

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.

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. In particular, evidence of academic misconduct must be brought to the attention of the [Committee on Academic Misconduct](#) (see http://senate.osu.edu/?page_id=183).

H. Code of Student Conduct

The university's code of student conduct can be found at <http://trustees.osu.edu/rules/code-of-student-conduct>.

XVII. APPENDIX: SPECIAL POLICIES

APPENDIX A

DIVISION CHIEF APPOINTMENT YEAR

<i>DIVISION</i>	<i>NAME</i>	<i>APPOINTMENT YEAR</i>	<i>REVIEW YEAR</i>
CARDIAC	CRESTANELLO	N/A2014	FY 18/19
COLON AND RECTAL	ARNOLD	2012	FY 20/21
GENERAL AND GASTROINTESTINAL	Needleman-Interim	N/A2017	FY21/22
PEDIATRIC	BESNER	2012	TBD
SURGICAL ONCOLOGY	POLLOCK	2013	FY 18/19
THORACIC	Merritt	2016	FY 20/21
TRANSPLANTATION	Washburn	2016	FY 20/21
TRAUMA, CRITICAL CARE AND BURN	STEINBERG	2006	FY 19/20
VASCULAR DISEASES AND SURGERY	VACCARO	2004	FY 17/18

APPENDIX B

DIVISION CHIEF REVIEW

DEPARTMENT OF SURGERY

Minimum Acceptable Levels of Performance

A. Administrative

1. The division must be financially sound.

This includes both patient care and non-patient care generated funds. The division should not be involved in deficit spending. The division faculty members should be at total salary levels that minimally approximate 50th percentile. AAMC salaries for comparable institutions with faculty compensated in a similar way (e.g. geographic full time etc.)

2. New faculty must be recruited in keeping with College of Medicine and Departmental guidelines.
3. The division chief directs all activities in the division with fairness and an even-handed approach that gives the faculty the greatest amount of support in the pursuit of their academic responsibilities of teaching, research and patient care. The division chief must develop a division with balance that provides educational, research and patient care activities commensurate with the overall goals of the Department and College. Based on fellows, faculty, and peer interviews there will be reasonable assurance that the division chief is fair and supportive to the faculty and provides an environment nurturing academic careers.
4. There must be evidence of concern on the chief's part for faculty development. This may take the form, among other factors of the following:
 - a. Regular counseling of tenure-track junior faculty concerning goals and expectation (i.e., acquisition of grant support, NIH funding, publication in peer-reviewed journals and participation in national research meetings).
 - b. Protecting tenure-track assistant professors from excessive administrative or clinical responsibilities.
 - c. The assurance that there are no faculty in the division who are unsuccessful in obtaining tenure.
 - d. The chief's nominating his faculty for state-of-the-art symposia at national meetings, as well as encouragement of junior faculty toward eligibility for membership in respected national professional societies.

5. Should conduct divisional meetings at least monthly, at which hospital, departmental, college and university issues affecting the division are discussed.
6. Must provide effective and financially sound administrative direction to appropriate divisional hospital cost centers. Based on financial summaries of hospital cost centers revenues, and interviews with hospital administration, there will be reasonable assurance that the division chief is providing leadership in this area.

B. Clinical

1. The division must be developed, under the guidance of the chief to provide state-of-the-art clinical medicine. While we realize that to some extent this is subjective, the chief is responsible for initiating effective and appropriate administrative steps to correct perceived deficiencies in this area. Based on interviews with peers, both locally and nationally, there will be reasonable assurance that the above is true.

2. Patients should have easy and reasonably prompt access to the division's in-patient and ambulatory care services. Based on review of records, both those provided by the division and those from other services (department, physician liaison services, etc.), reasonable assurance will be given that the above is true.
3. There will be evidence in written evaluations of faculty outside the division, as well as from the house staff and clinical fellows, that the division faculty are providing state-of-the-art patient care.
4. The following criteria should be met when determining the quality of the division's consultative services:
 - a. response time
 - b. accuracy of diagnostic impressions
 - c. willingness to provide off hours consultations
 - d. thoroughness of the consultative follow-up and therapeutic recommendations

Items a-d above shall be accomplished by written documentation of services provided and by interview with those who frequently consult the division services.

C. Research

1. The division chief should provide leadership and an environment conducive for faculty research. The division, as a whole, should have an active research program and will, each year, submit a reasonable number of grants to local, state and national agencies.
2. The division chief should seek funding for research fellows in the division each year.
3. Based on interviews with peers, both locally and nationally, there will be reasonable assurance that the division is engaged in meritorious research.
4. There should be evidence that the chief emphasized the importance of NIH and other external award grant funding and that the division, as a whole, is progressing toward a greater percentage of NIH support in its total research program. In this vein, faculty who are not active in grant application or other appropriate academic activities should be encouraged by the chief to convert to the clinical track.

D. Academic activities

1. The division, as a whole, should document receipt of adequate teaching evaluations from students, residents and fellows including both divisional and individual rating.
2. Evidence must be given of the quality of educational programs such as the medical student service or curriculum, attending physician rounds, clinical conferences and subspecialty training. This will take the form of written evaluations from students, former and current fellows, as well as topics at clinical and research conferences.
3. Training for both clinical and research fellows should meet the standards established by the appropriate board and RRC. Progress review documents will be evaluated.
4. Division chiefs will show active participation in national organizations related to their subspecialty.
5. The division, as a whole, should have an acceptable number of publications in national journals, books, etc. There should be an average of at least two publications or four abstracts per person yearly in each division as a goal.

6. There should be evidence of a significant number of high quality peer-reviewed articles published by the chief, as well as evidence that the chief encourages submission of original research manuscripts to the upper echelon journals.
 7. The division chief should play an active and leadership role in departmental activities, including support and attendance at major departmental activities such as division chief meetings and departmental committees and educational or research retreats. Division chiefs and members of the division should attend half or more of the surgical grand rounds.
 8. Evidence should be given to show that the division chief has a national reputation regarding his or her research, educational or service activities. This will be gathered from interviews with peers around the country and world.
 9. There should be demonstrated effort to recruit and train academic subspecialists. This may be obtained from the present positions of former fellows, as well as from the training program curriculum itself.
- E. Service
1. The division chiefs should serve on at least one major college and one major departmental committee.
 2. Division chiefs should support local and regional professional organizations related to their subspecialty.
- F. Other
- The division chief must have a supportive attitude regarding the Department of Surgery and the activities of the Department, recognizing that the division is a functional component of the department and not an administrative and academic autonomous entity. Under the guidance of the director, the division must participate vigorously and regularly in all departmental and patient care program.
- G. External reviews of the division chief's performance may be requested by the chair and at a minimum include written evaluation of three national respected academic persons within the division chief's specialty. In addition, the chair may request an external site visit from one or more individuals within the division chief's specialty to more intensively evaluate the division chief's performance.

The Review Process:

The Department Chairperson will perform an annual review of each division chief in writing. This will follow the process outlined in the Personalized Performance Plan (P3). The process will consist of three parts as outlined below:

- I. Planning - at the beginning of the annual review period the chair will have a performance planning meeting with the division chief to discuss their Personalized Performance Plan (P3).
 1. Together with the division chief, three key result areas will be selected and performance objectives for each will be established.
 2. In consultation with the division chief, four professional development goals will be set regarding leadership competencies. Two of these goals will leverage the division chief's strengths and two will address areas for improvement. An action plan for each professional development goal is to be developed.
- II. A second meeting will take place six months into the review period
 1. The chair will meet with the division chief and review the progress on each performance objective.
 2. Based on changing priorities or resources, the performance objective may be modified.
 3. Review of the progress on the professional development goals and adjust if necessary.
- III. At the end of the annual review period, a review is conducted.
 1. Document actual results for each performance objective.
 2. Assess the division chief's progress on professional development goals and document status.
 3. Discuss and agree on the performance rating for each leadership competency.

4. Provide examples in the rating validation sections in support of the ratings that were agreed to.
5. Provide a summary and allow for comments by the division chief.
6. The original document will be forwarded to the Human Resources Business Unit Director and a copy retained in the cost center department file.
7. Start the performance management cycle again with a new Personalized Performance Plan (P3)

Every four years a review of the division chief will include assessment of the division chief's performance by the faculty. This will include assessment of the individual's ability to mentor and guide the faculty, fairness, transparency, and other leadership qualities that are important for the organization as outlined in the P3 document.

APPENDIX C

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 Public Health, and to enhance, improve and support the research and clinical service programs of The Ohio State University College of Medicine and Public Health 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 and Public Health 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 and Public Health is affiliated ("OSU").

3.2 College of Medicine and Public Health. The College established by OSU's Board of Trustees for medical and public health education ("COMPH").

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 COMPH, 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 The Ohio State University College of Medicine and Public Health 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 COMPH 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, COMPH 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 COMPH, the eligible Chairperson of each clinical department of the COMPH, three at large faculty of COMPH 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 COMPH shall be a permanent member of the Board, so long as he/she remains the Dean of COMPH, 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 auxiliary 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:

<u>Total Points</u>	<u>Number of Votes</u>
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 COMPH, 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 COMPH 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 COMPH.
- B. The Chair from the two (2) highest earning COMPH 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 COMPH 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 COMPH 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 COMPH 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 and Public Health 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

APPENDIX D

The university's compliance program can be found at http://osup/documents/compliance/OSUP_Compliance_Program.pdf

APPENDIX E

The university's scholarly misconduct program can be found at <http://orc.osu.edu/misconduct/>

APPENDIX F

The university's Non Discrimination/Equal Employment Opportunity Statement, Policy 1.1.0 can be found at <https://hr.osu.edu/public/documents/policy/policy110.pdf>