

**THE PENNSYLVANIA STATE UNIVERSITY
BOARD OF TRUSTEES**

**MINUTES OF MEETING
VOLUME 333**

December 9, 2021

A special meeting of the Board of Trustees was held in Dean's Hall of The Penn Stater Hotel and Conference Center, State College, PA, in person and via video conference, at 11:00 a.m. on Friday, December 9, 2021, to consider a Presidential appointment.

The following Trustees were present: Schuyler (chairman), Kleppinger (vice chairman), Amorós, Barron, Black, Brown, Cairns, Casey, Dambly, Dandrea, Davis, de Levie, Delligatti, Dietrich, Doran, Dunn, Fenza, Harpster, Hartzler, Hoffman, Houston, Lubrano, Oldsey, Ortega, Paterno, Pegula, Pope, Potts, Rakowich, Rapp, Redding, Rowland, Schneider, Short, and Wagman.

Present by invitation were Emeriti Trustees Coppersmith, Han, McCombie, Myers, and Riley; constituent representatives Boas, Egolf, Rodriguez, and Romig; and staff members Austin, Bieschke, Bundy, Büsges, Dunham, Gaudelius, Goffe, Guadagnino, Harvey, Huston, Jones, Lokman, Moore, Sims, Sitzabee, Thorndike, and Whitehurst.

Chair Schuyler opened the meeting by stating, "This special meeting of the Board of Trustees was being held to consider and vote on the appointment of Penn State's 19th president. This morning, the Trustees met in executive session to discuss this matter. In accordance with our *Bylaws*, we have provided teleconference capabilities for Trustees not able to attend and vote in person."

Chair Schuyler called the meeting to order, with a quorum present. All Trustees were present except for Detwiler, Schneider, and Wolf.

Chair Schuyler stated that in February 2021, our 18th president, Dr. Eric Barron, announced his intention to retire by June 30, 2022. He has had a transformative impact on Penn State, and we are very grateful for his leadership during truly unprecedented times. Following his announcement, the Board began a phased approach to select a new president for Penn State. Two groups were created: a 47-member Next Gen Advisory Group with Board vice chair David Kleppinger leading the process; and a 19-member Presidential Recruitment and Selection Committee, co-chaired by Trustees Mark Dambly and Julie Anna Potts with student, faculty and staff representatives. Board Vice Chair David Kleppinger assumed the role of co-chair when Mark Dambly stepped down from the committee after 10 months of service. Spencer Stuart, a global executive search firm with a leading practice in education and nonprofit presidential transitions, was engaged to support the recruitment and vetting process.

He commended Spencer Stuart, our colleagues on the Next Gen Penn State Advisory Group and the members of the Presidential Recruitment and Selection Committee for their thorough, deliberate, and thoughtful approach to the process. It has been a privilege and honor to work with these groups on the important task of identifying our next leader.

Chair Schuyler asked Trustee Kathy Casey, Chair of the Subcommittee on Compensation, to review the parameters of the employment contract for this presidential appointment.

Chair Casey stated the meeting of the Subcommittee on Compensation was for the sole purpose of considering the terms of a Presidential appointment and making a recommendation to the Board of Trustees with respect to such terms. After a roll call of the Subcommittee, a quorum was confirmed. Subcommittee members in attendance were Trustees Casey, Delligatti, Kleppinger, and Schuyler. Trustee Schneider was not in attendance.

Chair Casey reported that the Subcommittee met to consider the terms of a Presidential appointment. She described the Subcommittee's approach that resulted in the recommendations to be made to the Board and she briefly described the principal terms that the Subcommittee is recommending.

The Subcommittee, by motion and second, recommended the adoption of the appointment terms to the full board. Chair Casey noted for the record that Trustee Schneider, who could not be present due to a prior commitment, was very supportive of the Subcommittee recommendation and would have voted in favor of this recommendation.

As there was no other business to come before the Subcommittee, the meeting was adjourned.

Chair Schuyler then called for remarks from Vice Chair Kleppinger to review the presidential search process in more detail.

Vice Chair Kleppinger recognized co-chair of the Presidential Recruitment and Selection Committee, Julie Anna Potts, and recognized Trustee Dambly for his leadership in the process before stepping down as co-chair of the committee due to increased demands of his time by his company. Vice Chair Kleppinger provided information about the role of the Next Gen Penn State Advisory Group and the Presidential Recruitment and Selection Committee; membership; and the structural dynamics of the committees. He described the scope and outreach of the candidate search, including engagement with University stakeholders to identify important traits and attributes of the University's next President. He further stated that the Presidential Recruitment and Selection Committee had several opportunities to meet with candidates until a finalist was selected for additional meetings, with deep referencing and background checks.

On behalf of the Presidential Recruitment and Selection Committee, Dr. Neeli Bendapudi was nominated by Vice Chair Kleppinger to assume the Presidency of The Pennsylvania State University on or before July 1, 2022. Trustee Oldsey seconded the motion and offered supporting remarks.

Chair Schuyler thanked Vice-Chair Kleppinger and called on the Board for additional nominations. There were none.

A resolution on the matter of appointment was distributed to the voting members of the Board for the election of the President.

Chair Schuyler read the following resolution into the record for the benefit of the Board members in attendance via teleconference and the public in attendance or watching via video stream.

RESOLVED, That the Board of Trustees hereby appoints Dr. Neeli Bendapudi to the position of President of The Pennsylvania State University, effective on or before July 1, 2022, on substantially the terms set forth in the Presidential Appointment Terms recommended by the Subcommittee on Compensation and presented to the Board of Trustees in executive session.

Chair Schuyler stated that Vice Chair Kleppinger nominated Neeli Bendapudi as Penn State's 19th President. A second to this nomination was provided by Trustee Oldsey, who shared his endorsement of Dr. Bendapudi's suitability as a leader for the University.

Before calling for a formal vote, Chair Schuyler allowed time for comments supporting Dr. Bendapudi from several University colleagues who served on the Presidential Recruitment and Selection Committee and who represent the institution's key constituencies – faculty, staff, students and alumni.

- Nicholas Rowland, Academic Trustee; Professor of Sociology, Penn State Altoona; past Chair, University Faculty Senate
- Erin Boas, Undergraduate Student; President, University Park Undergraduate Association
- David Han, former Academic Trustee; Professor Emeritus, Penn State Colleges of Medicine and Engineering; past President, Penn State Alumni Association; Member, Board of Directors of Penn State Health
- Randy Houston, Trustee; Immediate Past President, Penn State Alumni Association; Intellectual Property Lawyer; Musician and Composer; Playwright; Actor
- Lorraine Goffe, Vice President, Human Resources and Chief Human Resources Officer

Trustee Brown also offered his support of Dr. Bendapudi's nomination.

Chair Schuyler noted that Trustees Detwiler and Schneider, who were unable to be present for the meeting, separately voiced their enthusiastic support of Dr. Bendapudi as well as the terms of her appointment. There being no proxy voting at Board of Trustee meetings, Chair Schuyler thought it important that the sentiments of these trustees on this very important matter be included in the record of the meeting.

Chair Schuyler called for a vote to appoint Dr. Neeli Bendapudi President of The Pennsylvania State University, effective on or before July 1, 2022. The Board unanimously approved the resolution.

Chair Schuyler stated that on behalf of the Penn State Board of Trustees and the Penn State community, it was a great honor to welcome Dr. Neeli Bendapudi and her husband, Dr. Venkat Bendapudi, and their daughter, Sirisha Bendapudi. Their son-in-law Kyle Ladd and grandson, Arjun joined via livestream.

President-elect Bendapudi was welcomed to the podium to offer remarks.

Her remarks and the meeting is available in its entirety at <https://youtu.be/cSNJU2PlaKk>.

There being no other matters presented to the Board, the public meeting was adjourned at 11:50 a.m.

Respectfully submitted,

Frank T. Guadagnino
Secretary, Board of Trustees