

**THE PENNSYLVANIA STATE UNIVERSITY  
BOARD OF TRUSTEES**

**COMMITTEE ON COMPENSATION  
MINUTES OF MEETING  
VOLUME COMP 13**

**May 5, 2016**

A meeting of the Committee on Compensation was held in Room 204, Penn Stater Conference Center Hotel, University Park, Pennsylvania, at 4:00 p.m. on May 5, 2016.

The following committee members, constituting a quorum, were present: Kathy Casey, Mark Dambly, Committee Vice Chair Ira Lubert, Keith Masser, and Committee Chair Paul Silvis. Eric Barron, Susan Basso, Joe Doncsecz, David Gray, and Greg Stoner were also in attendance, as was Jason Adwin from Sibson Consulting.

The meeting was called to order by Committee Chair Silvis, and minutes of the October 25, 2015 meeting were approved.

Paul Silvis and Susan Basso facilitated two discussions, the first on the Presidential Performance Assessment Process, and the second topic being the introduction of a leadership succession planning process.

A primary duty and responsibility, as codified in the Committee's operating guidelines, is the President's performance and compensation. Specifically, the Committee recommends to the full Board the President's goals and objectives (evaluated at least annually), the President's performance in light of those goals, a review of peer compensation information; and, based upon that compilation of information, a recommendation on the President's annual compensation is presented. Susan Basso provided information on a proposed performance evaluation questionnaire that included an overview of development of the instrument, and the intent of information captured through the instrument. A motion was made by Ira Lubert to approve the questionnaire and process, with a second provided by Keith Masser. The motion passed unanimously.

The Committee engaged in a review and conversation regarding the introduction of leadership succession planning. In its 2016 list of risks for Board Oversight, the Risk Subcommittee noted the need to begin exploration of succession planning for leadership and key personnel positions. The Committee appreciated an overview of the environment of executive talent, a review of what succession planning is and is intended to accomplish, and what might be an effective approach for consideration.

The public meeting was adjourned at 5:00 p.m. and the Committee went into executive session to discuss a personnel matter.

Respectfully submitted,

Janine S. Andrews  
Director  
Board of Trustees