

**THE PENNSYLVANIA STATE UNIVERSITY  
BOARD OF TRUSTEES**

**COMMITTEE ON GOVERNANCE AND LONG-RANGE PLANNING  
MINUTES OF MEETING  
VOLUME GLRP 37**

**February 20, 2020**

A meeting of the Committee on Governance and Long-Range Planning was held in Room 208, The Penn Stater Hotel and Conference Center, State College, Pennsylvania, on February 20, 2020.

The following Trustees, constituting a quorum, were present: Dambly, Culler, Delligatti, Han, Hoffman, Jubelirer, Kleppinger, Potts, and Schuyler. Emeritus Trustee Eckel was also in attendance.

Staff members in attendance were Barron, Dunham, Guadagnino, Harvey, Jones, and Lance Kennedy-Phillips. Constituent Representatives Griggs, and Near were also present.

The meeting was called to order by Chair Potts at 1:03 p.m.

*Minutes* of the November 14, 2019 meeting of the Committee were approved unanimously.

Updates were given on progress of the Working Groups of the GLRP Committee.

- Board Size and Composition – clear to the Working Group that size of the Board is appropriate; Structure and distribution is also appropriate. More discussion to be conducted and work to be done

Diversity of the Board was discussed, including processes for election/appointment and how seats are determined. Changes in the processes by which trustees come to the Board was discussed and determined to be worth further discussion. Search and screening process and nominating committee were discussed.

- Committees – a recap of working group calls was discussed. The Working Group felt that it was important to have a research component added to the AASL Committee, since it is such a large and vital part of the University budget.

Diversity and inclusion is embedded in all aspects of the University. Discussion of incorporating diversity into a Human Resources/Compensation Committee occurred.

- Improving Public Dialogue – the working group met twice to discuss moving along the process. It was agreed upon by members that a forum should be made available whether it is in person, via link or social media platform live with recordings made available to the public. There was also discussion on providing a link on the BOT website with a notice regarding public comment period. Having a consistent time announced would greatly stimulate interest which has waned significantly over the past two years. Recommendations will be made by the Outreach Committee to the Governance Committee at the July board meeting.

Further recommendations of the working groups will be made to the GLRP Committee at a future meeting.

Action Items for review came before the Committee.

Action Item

Proposed Approval of Amendments to the Penn State Health *Bylaws*.

A resolution was put before the Committee to approve amendments to the Penn State Health *Bylaws*.

A motion was put forward, seconded and carried unanimously.

Action Item

Proposed Approval of Amendments to the Penn State University *Bylaws*.

A resolution was put before the Committee to approve amendments to Sections 5.09 and 8.01 for the Penn State University *Bylaws*.

A motion was put forward, seconded and carried unanimously.

These items will be put forward to the full Board at the May 2020 meeting.

An update was given on planning for the July 2020 Board Retreat.

A report was available regarding expenses for the November 2019 Board of Trustees meeting, as well as a comparative expenditure report.

It was noted that changes to the Travel Reimbursement Policy (effective January 21, 2020) was posed on BoardEffect for review. The change reflects the University not providing reimbursement for spouse/guest food and beverage charges.

The meeting was adjourned at 1:59 p.m.

Respectfully submitted,

Thomas J. Penkala  
Associate Director, Board of Trustees