

**THE PENNSYLVANIA STATE UNIVERSITY
BOARD OF TRUSTEES**

**COMMITTEE ON LEGAL AND COMPLIANCE
MINUTES OF MEETING
VOLUME LC 31**

September 17, 2020

A meeting of the Committee on Legal and Compliance (the Committee) of the Board of Trustees was held via Zoom at 8:30 a.m. on Thursday, September 17, 2020.

The following members, constituting a quorum, were present: Chair David Kleppinger, Vice Chair Rob Tribeck, President Eric Barron (*Ex Officio*), Mark Dambly (*Ex Officio*), Rick Dandrea, Ira Lubert, Bill Oldsey, Julie Anna Potts, and Stan Rapp.

Also attending were Faculty Representative Lisa Mangel and Student Representative Julia Kelliher.

Chair Kleppinger called the meeting to order at 8:30 a.m.

Chair Kleppinger introduced Dr. Emme Devonish, new University Ethics Officer in the Office of Ethics and Compliance. In her new role, Dr. Devonish will work with a wide range of university stakeholders to regularly assess and enhance Penn State's commitment to ethics and compliance, review and evaluate university ethics and codes of conduct, resolve conflicts of interest and other ethical matters, create educational resources and ethics training materials for university employees. She will chair the Ethics Committee and participate in other university compliance committees, and manage the ongoing development, administration, and dissemination of results of the Penn State values and culture survey.

Chair Kleppinger called for a motion for the Committee to approve the *Minutes* of the July 16, 2020 committee meeting. The motion to approve came from Trustee Potts, and Trustee Oldsey then seconded the motion. The motion was unanimously approved.

Chair Kleppinger introduced for discussion and approval the Committee's Plan and Priorities for the 2020-2021 academic year.

First, the Vice President and General Counsel will consistently report to the board on current significant legal and litigation matters at each of the board meetings, and in order for the board to have proper oversight.

Second, the committee wants to facilitate board member inquiries regarding legal and compliance matters between meetings and beyond what the Vice President and General Counsel reports at our meetings. Those should be directed to the Chair of the committee for efficiency purposes, so that the Chair can then pass them along to the Vice President and General Counsel.

Third, the committee will have oversight over legal risks through comprehensive review and prioritization.

Fourth is the oversight of compliance risk, including athletics through a comprehensive review and prioritization.

Fifth, the committee will be updating and approving the Office of Ethics and Compliance Strategic Plan and Compliance Plan, which the Strategic Plan is reaching its expiration date after three years.

Sixth, the committee will review Legal and Compliance Office costs and benefits.

Seventh, at each meeting, the committee will do a deeper dive into one or more substantive legal and compliance topics, led by the Vice President and General Counsel for Penn State.

Carryover goals from 2019-2020 include:

First, there will be a presentation on the topic of tenure so the board has a better understanding of tenure's legal basis and foundations and its granting. It is recommended that there be a joint session with Academic Affairs and Student Life Committee for this tenure presentation.

Second, there will be a deeper dive into the Office of General Counsel's composition and its future, including interplay with Penn State Health Council.

Third, there will be a deeper dive into the contract and procurement process with third parties.

Fourth, there will be an accounting of some of Penn State's expenditures on payouts and Penn State's insurance coverages to see what has been covered by insurance and what Penn State had to pay out of pocket.

Fifth, there will be a follow-up on the law school analysis, that was led by Trustee Dandrea. This item would also be a good topic for the new Long-Range Planning Committee.

The motion to approve the 2020-2021 Legal and Compliance Committee's Plan and Priorities, came from Trustee Lubert, which was seconded by Trustee Rapp. The motion was unanimously approved.

The public meeting was adjourned at 8:43 a.m. with the Committee going into Executive Session for a privileged session.

Respectfully submitted,

Susan Stevens
Administrative Coordinator
Office of the Board of Trustees