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MINUTES OF MEETING  
**BOARD OF TRUSTEES**  
VOLUME 304  
December 15, 2017

A special meeting of the Board of Trustees was held telephonically on Friday, December 15, 2017 beginning at 3:03 p.m.

The following Trustees were present: Dambly (Chair), Schuyler (Vice Chair), Brown, Capretto, Casey, Dandrea, Delligatti, Detwiler, Dietrich, Doran, Dunn, Fenza, Han, Harpster, Hartzler, Hoffman, Kleppinger, Lubert, Lubrano, Masser, McCombie, Oldsey, Paterno, Pope, Potts, Rakowich, Rapp, Redding, Schneider, Schuyler, Tribeck, and Weinstein.

Also present by invitation were the Governor's non-voting representative, Shipley; and staff members Andrews, Faulkner, Gray, Guadagnino, Hillemeier, Jones, Massini and Poole.

Chair Dambly called the meeting to order. The roll was called by Jeanie Andrews, Associate Secretary of the Board. Chair Dambly stated that the sole purpose of the meeting was to vote on a transaction involving Penn State Health; President Barron elaborated, stating that the Board would consider a new partnership between Penn State Health and Highmark Health. Dr. A. Craig Hillemeier, Dean of the College of Medicine, Chief Executive Officer of Penn State Health, and Senior Vice President for Health Affairs, provided remarks and context for the proposed transaction. R. Mark Faulkner, General Counsel for Penn State Health, reviewed the steps necessary to implement the transaction; revisions were required to both the *Articles of Incorporation* and *Corporate Bylaws* of Penn State Health, which were approved by the Penn State Health Board of Directors and forwarded to the Penn State Board of Trustees for approval.

Chair Dambly asked Ms. Andrews to read the resolution into the record:

“RESOLVED, that the officers of the University are authorized to enter such agreements with Highmark Inc., Highmark Health and Penn State Health as are necessary and advisable to provide for inclusion of Highmark Health as a minority member of Penn State Health consistent with the terms and conditions presented to the Board of Trustees;

“AND FURTHER RESOLVED, that the Amended Articles of Incorporation and Bylaws as adopted by the Board of Directors of Penn State Health are hereby confirmed.”

Committee Chair Fenza convened the Committee on Finance, Business, and Capital Planning. Trustees Fenza, Detwiler, Doran, Harpster, Hartzler, Lubrano, and Schneider were present.

A motion to recommend the resolution to the full Board by the Committee on Finance, Business and Capital Planning was provided by Trustee Doran; a second was provided by Trustee Harpster. Following a roll-call vote of the Committee, the resolution was recommended unanimously to the Board for approval.

Chair Dambly reconvened the session of the full Board. He called for a motion to approve the resolution, which was provided by Trustee Lubrano; a second was provided by Trustee Oldsey.

Following a roll-call vote of the Board, the resolution was adopted unanimously, 32-0.

There being no other business, the meeting adjourned at 3:30 p.m.

An audio stream of the meeting is available in its entirety at <https://youtu.be/PeKo1mbMww0>

Board of Trustees  
12/15/2017

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Respectfully submitted,

Janine S. Andrews  
Associate Secretary,  
Board of Trustees