

**THE PENNSYLVANIA STATE UNIVERSITY
BOARD OF TRUSTEES**

**COMMITTEE ON GOVERNANCE AND LONG-RANGE PLANNING
MINUTES OF MEETING
VOLUME GLRP 19**

May 5, 2016

A meeting of the Committee on Governance and Long-Range Planning was held in Room 211, The Penn Stater Conference Center Hotel, University Park, Pennsylvania, on Thursday, May 5, 2016.

The following members, constituting a quorum, were present: Rick Dandrea, Barbara Doran, Keith Eckel, David Han, Chris Hoffman, Betsy Huber, Anthony Lubrano, Keith Masser and Daniel Mead. Trustee Emeritus Carl Shaffer and Governor's Representative William Shipley were also present.

Staff members in attendance were: Eric Barron, Frank Guadagnino, Nicholas Jones, Lance Kennedy-Phillips, Tom Poole and Gary Langsdale.

Constituent representative Katie Jordan was also present.

The meeting was called to order by Chairman Eckel at 3:07 p.m.

Chair Eckel opened the meeting by welcoming new Committee members William Shipley, as the Governor's representative and Katie Jordan, who was recently elected as vice president of UPUA. He also noted that the Committee will look forward to updates at future meetings on our strategic planning implementation benchmarks and health care strategies.

Chair Eckel then called for a motion for the Committee to approve the *Minutes* from the February 25, 2016 meeting. The motion was put forward, seconded and carried unanimously.

The Committee then reviewed two action items to be recommended to the full Board for approval.

Agenda 5.E.1

Proposed Appointment of Members, Board of Directors of The Milton S. Hershey Medical Center

After discussion, the Committee approved the appointment of the Members of the Board of Directors of the Milton S. Hershey Medical Center.

Agenda 5.E.2

Proposed Revision to the *Bylaws* of the Board of Trustees

The Committee approved the resolution to incorporate amendments previously adopted by the Board of Trustees in March 2014 but inadvertently omitted from the current *Bylaws*.

Both resolutions were brought forward, seconded and adopted unanimously.

Chair Eckel brought forth an item for discussion regarding the 2017 meeting calendar. He stated that 18 out of 25 trustees responding to a recent survey about the 2017 meeting schedule felt that it was appropriate. After discussion, it was adopted unanimously with the caveat that committee meetings may be added to the January 2017 retreat if committees express the need.

Both resolutions were brought forward, seconded and adopted unanimously.

The next agenda item centered on results formulated from a recent survey of the Board concerning board meeting formats. Tom Poole gave an overview of the general areas for exploring refinements. Chair Eckel asked the Committee for feedback during the discussion that could be incorporated into the document which would be provided to Board leadership for consideration or any adjustments. Discussion followed and Tom Poole said that we would circulate/post the summary for membership to review.

A discussion of the Board benefiting from an annual identification of skill sets and diversity needs to be shared with various selection processes followed. A white paper outlining a timeline and structure was reviewed and supported the timeline/process. An inventory of the current makeup of the Board (post July 1, 2016) will be presented at the July 2016 Committee meeting.

Frank Guadagnino was asked to facilitate discussion of any changes or edits to the Expectations of Membership. Discussion followed, with changes/edits noted by Frank. He will make changes and resend the draft to the Committee.

Gary Langsdale made remarks on the Risks for Board Oversight process in addition to the risk assigned to the Governance and Long-Range Planning Committee.

A report was available regarding expenses for the February 2016 Board of Trustees meetings, as well as a comparative expenditure report.

The meeting was adjourned at 5:09 p.m.

Respectfully submitted,

Thomas J. Penkala
Associate Director, Board of Trustees