

**THE PENNSYLVANIA STATE UNIVERSITY
BOARD OF TRUSTEES**

**COMMITTEE ON LEGAL AND COMPLIANCE
MINUTES OF MEETING
VOLUME LC 20**

May 4, 2017

A meeting of the Committee on Legal and Compliance was held in Room 218, Penn Stater Conference Center Hotel, at 1:00 p.m. on Thursday, May 4, 2017.

The following committee members, constituting a quorum, were present: Richard Dandrea, Kathy Casey, Ira Lubert, Julie Anna Potts, and Rob Tribeck. Student Representative Matt Krott, along with the following administrators and staff members were also present: Eric Barron, Regis Becker, Steve Dunham (via telephone), David Gray, Frank Guadagnino, Gary Langsdale and Tom Poole. Also attending from the Office of General Counsel were Michael Brignati, Jennifer Eck, and Jennifer Jacobs.

Minutes from the February 23, 2017, meeting were approved.

The Committee received a report from Regis Becker that included a review of the University Compliance Plan as well as an update on the annual compliance training. Committee Chair Dandrea noted that all trustees received information about compliance training and the opportunity for trustees to participate in the training. The essential elements of the Athletic Integrity Program were reviewed, and the Committee discussion included dialogue about whether a yearly report on the Program is necessary. Rege also indicated that the search for the Athletics Integrity Officer should be finalized in the upcoming weeks.

Frank Guadagnino facilitated a generative discussion on the role of the Office of General Counsel in advising the University on business, financial, operational and other issues that do not involve litigation, regulatory compliance or adversarial matters. Associate General Counsels Jennifer Eck, Michael Brignati, Frank Guadagnino and Jennifer Jacobs provided examples of their advising role in various matters, including bond offerings, intellectual property issues, technology transfer, underwriting, research contracting, business transactions, and governance. It was noted that the role of the office and its staff, and the accompanying engagement, allows for the opportunity to see how units interact with each other and how assistance can appropriately be provided.

The public meeting of the Committee was adjourned at 1:41 p.m. Steve Dunham then provided an attorney-client privileged legal update in executive session. All trustees in attendance who are not members of the Committee (Trustees Dambly, Fenza, Han, Hartzler, Kleppinger, Rakowich, Schneider, Schuyler, and Weinstein) were invited by the Chair to stay for the executive session.

Respectfully submitted,

Janine S. Andrews
Director, Office of the Board of Trustees