

Resolution

Re: the July 12, 2012 “Report of the Special Investigative Counsel” issued
by Freeh, Sporkin & Sullivan, LLP (“Freeh Report”)

Whereas, Freeh, Sporkin & Sullivan LLP (“Freeh”) was engaged as legal counsel by the Board of Trustees (the “Board”) in light of allegations of sexual abuse at the facilities of The Pennsylvania State University (“Penn State” or the “University”) and the alleged failure of Penn State personnel to report such sexual abuse to appropriate police and governmental authorities, to perform an independent investigation and provide a report concerning (i) failures that occurred in the reporting process; (ii) the cause of those failures; (iii) who had knowledge of the allegations of sexual abuse; and (iv) how those allegations were handled by the Trustees, Penn State administrators, coaches and other staff;

Whereas, Freeh was also asked to and did provide recommendations for actions to be taken by the University to attempt to ensure that any such failures do not occur again;

Whereas, Penn State reviewed and analyzed the recommendations made by Freeh and implemented substantially all of such recommendations in ways that strengthened the University’s compliance, safety, governance, child protection and other functions, many of which have been cited in the reports of Senator Mitchell and elsewhere as leading standards and practices;

Whereas, any further attempt by the Board to investigate matters previously investigated by Freeh would be subject to the same or greater limitations to which Freeh was subject – including that neither the Board, nor any third party who might possibly be engaged by the Board, would have subpoena power to compel either testimony or the production of relevant documents, access to documents in the possession of governmental and regulatory bodies or other third parties, or the ability to interview all relevant parties, many of whom are no longer available or to whom Penn State and its investigators would not otherwise have full and unfettered access;

Whereas, the Board is neither expert nor experienced in resolving issues of conflicting facts, interpretation and credibility that would be necessary to be resolved in any efforts to reach conclusions following any further factual investigation;

Whereas, pending or future criminal and civil proceedings, governmental and administrative proceedings and other factual investigations related thereto (“Related Proceedings”) may shed further factual light on the issues covered by the Freeh Report;

Whereas, in the Related Proceedings to which it is a party Penn State will produce all relevant and non-privileged documents in accordance with the law and discovery rules of the tribunals, including relevant communications between and among Freeh’s investigative team, on the one hand, and the NCAA, the Big Ten and any governmental or regulatory bodies, on the other hand (Penn State has not claimed and does not claim that such communications are privileged);

Whereas, the Board believes that overseeing the teaching, research and service mission of Penn State, supporting President Barron and his leadership and strategic direction for the University, providing a safe and secure environment for our students, faculty and staff, and children who participate in Penn State programs and activities, and meeting all of our compliance and ethical obligations should be the top priorities of the Board;

Therefore be it

Resolved that, consistent with its fiduciary duty and priorities, the Board shall continue to actively monitor the discovery and factual investigations that are part of the Related Proceedings and, upon conclusion of such proceedings, shall determine whether any action is appropriate and in the best interests of Penn State.