

Resolution of the Board of Trustees
April 9, 2015

Resolutions Authorizing Offers of Settlement of Claims

Will the Board of Trustees adopt the following resolutions:

WHEREAS, claims have been and are expected to be made against the University by persons alleging, among other things, that the University is liable for injuries suffered by such persons relating to the actions of Gerald Sandusky;

WHEREAS, the Board of Trustees desires to resolve such claims in a manner that is fair, expeditious and efficient;

WHEREAS, the Subcommittee on Legal of the Committee on Legal and Compliance of the Board of Trustees was created, in part, to oversee litigation and other legal matters affecting the University;

WHEREAS the Board of Trustees previously authorized the President and the Senior Vice President for Finance and Business/Treasurer to cause the University to pay such amounts within such dollar limits as the Subcommittee on Legal may approve in advance to one or more such persons in settlement of such claims, in each case on terms and conditions approved by the President, or the Senior Vice President for Finance and Business/Treasurer, and by the Vice President and General Counsel as to form, and further authorized the President and the Senior Vice President for Finance and Business/Treasurer to execute any necessary settlement agreements, and any other documents, instruments or agreements deemed necessary or advisable in connection therewith;

WHEREAS, the Board of Trustees previously authorized the execution and delivery of any settlement agreement, or any other documents, instruments or agreements deemed necessary or advisable in connection therewith, with any such settlement agreement constituting conclusive evidence of such proper officer's approval within the authority approved and authorized by the Subcommittee on Legal;

WHEREAS, counsel for the University, with the assistance of nationally recognized experts in mediation and conflict resolution, have recommended that settlement offers be made to a number of claimants, in amounts and on terms described on a confidential basis to the Board of Trustees in executive session on the date of this Resolution;

WHEREAS, notwithstanding the authorization previously provided by the Board of Trustees, the Subcommittee on Legal has determined that it would be in the best interests of the University for the Board of Trustees to approve the offers to be made by the University in connection with the proposed settlement of such claims;

THEREFORE BE IT RESOLVED, that the President and the Senior Vice President for Finance and Business/Treasurer be, and each of them hereby is, authorized to cause the University to pay such amounts within the dollar limits described on a confidential, privileged and work product protected basis to the Board of Trustees in executive session on the date of this Resolution to one or more such persons in settlement of such claims, in each case on terms and conditions approved by the President, or the Senior Vice President for Finance and Business/Treasurer, and by the Vice President and General Counsel as to form, and that the President and the Senior Vice President for Finance and Business/Treasurer be, and each of them hereby is, authorized to execute any necessary settlement agreements, and any other documents, instruments or agreements deemed necessary or advisable in connection therewith; and

RESOLVED FURTHER, that the execution and delivery of any such settlement agreements, or any other documents, instruments or agreements deemed necessary or advisable in connection therewith, shall constitute conclusive evidence of such proper officer's approval within the authority approved and authorized hereby.