

Board of Trustees
Committee on Governance and Long-Range Planning
Minutes of Meeting

May 8, 2014

A meeting of the Committee on Governance and Long-Range Planning was held in Room 211 of the Penn Stater Conference Center Hotel, beginning at 10:03 a.m.

The following committee members, constituting a quorum, were present: Carl Shaffer, Jesse Arnelle, Jim Broadhurst, Rick Dandrea, Barbara Doran, and Anthony Lubrano.

Emeriti member Dave Jones, Ex officio Keith Masser, and Constituent Representative Roger Egolf, and the following staff members were also present: Tom Poole, Steve Dunham, Frank Guadagnino, Gary Langsdale, and Carmella Mulroy-Degenhart.

The meeting was called to order by Vice-Chairman, Carl Shaffer. Vice-Chair Shaffer advised the Committee that actions and recommendations by the Committee would be reported to the full Board of Trustees for their consideration at the May 9, 2014 meeting.

The Committee unanimously approved the minutes of the March 6, 2014 meeting of the Committee.

The Committee reviewed the following Action items:

Agenda Item 5.E.1 - which was passed at the March Committee meeting regarding student representation on the Board of Trustees. Vice-Chair Shaffer advised that following the March meeting the students proceeded with the process of soliciting applications for consideration and a Student Trustee Selection Committee reviewed applications, conducted interviews and forwarded their results to the Governor's Office for further consideration. The Governor's Office has assured the Board that, indeed, a gubernatorial student appointment will be named and confirmed in time to be seated for the July Board of Trustees Meeting. Therefore this agenda item is being withdrawn and will not be considered at tomorrow's Board meeting. A motion was made to withdraw this agenda item, seconded and unanimously passed.

Agenda Item 5.E.2 – Appointment of members of the Board of Directors of The Milton S. Hershey Medical Center for consideration at the May 9, 2014 Board meeting. The appointments expiring this year are Rod Erickson, David Gray and Ed Hintz. Vice-Chair Shaffer recommended that these three individuals to be appointed for three year terms ending June 30, 2017. After some discussion a motion was made to approve, seconded and unanimously passed.

A Risk Oversight Review was given by Gary Langsdale, University Risk Officer.

Vice-Chair Shaffer reminded the committee that the annual meeting of the Board will now occur in July and asked Tom Poole to provide a brief overview of the process and timeline for candidate consideration for officers of the Board. Tom reported that the timeline for candidate considerations for chair and vice chair will include an announcement by the Chair of the Governance and Long-Range Planning Committee in mid-May indicating that the process will be underway and will include a review of the process, timeline, criteria and expectations. By mid-June, interested candidates are encouraged to obtain any additional information and by June 25, interested candidates will be asked to provide a biographical sketch and position statement for circulation to the voting membership which will be shared with the voting membership by June 30. On July 11, at our meeting at Penn State Schuylkill, a trustee seminar will be held for candidates and voting membership to allow a forum for questions and answers; then, at the full Board meeting, there will be an election with the successful candidates assuming office immediately for a term ending July 11, 2015 and/or until their successor is elected.

Vice-Chair Shaffer asked if there was any other business:

1. Frank Guadagnino stated that he sent out a corrected page in the benchmarking materials prepared by Holly Gregory, our governance consultant, and that following the Committee meeting yesterday, Holly will use the input she received from the break-out groups to complete her report to assist the Committee with its analysis of governance reform.
2. Committee Member Anthony Lubrano asked about the status of documenting the Presidential Search process. After much discussion, Keith Masser suggested a sub-committee be formed to gather this valuable information. The Committee agreed and Vice-Chair Shaffer said that he would pass this recommendation along to Committee Chair Keith Eckel.

Vice-Chair Shaffer then asked for any comments from the public in attendance at the meeting:

1. The question was asked if the Governor had “guaranteed” that he would appoint a Student representative on the Board. Members of the Committee answered that they did not have a “guarantee” but were sure that the Governor would make the appointment. They also noted that if, for some reason, the Governor does not appoint a Student representative, that the Committee could call a special meeting and vote to appoint a Student representative themselves.
2. Another member of the gallery asked if the Committee could give any feedback on their Executive Sessions held yesterday. Members of the Committee agreed that they were very productive and that they were in consensus on a number of matters pending.

The public session of the Committee on Governance and Long-Range Planning was adjourned at 10:28 a.m.

Respectfully Submitted,

Carmella Mulroy-Degenhart
Assistant Secretary
Board of Trustees