

Board of Trustees

Committee on Governance and Long-Range Planning

Minutes of Meeting

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January 16, 2014

A meeting of the Committee on Governance and Long-Range Planning was held in Room 211 of the Penn Stater Conference Center Hotel, University Park, Pennsylvania, beginning at 10:01 a.m. on January 16, 2014.

The following committee members, constituting a quorum, were present: Keith Eckel, Marianne Alexander, H. Jesse Arnelle, Richard Dandrea, Barbara Doran, Keith Masser and Carl Shaffer.

Constituent Representatives Molly Droelle and Roger Egolf were in attendance, as well as the following staff members: Steve Dunham, Frank Guadagnino and Tom Poole. Governance consultants Holly Gregory and Paige Montgomery were also in attendance.

The meeting was called to order by Chairman Eckel. He advised the Committee that actions and recommendations by the Committee would be reported to the full Board of Trustees for their consideration at the January 17, 2014 meeting.

The Committee approved the minutes of the special meeting on November 15, 2013 and the November 21, 2013.

Chair Eckel introduced Holly Gregory, governance consultant to the Board and Paige Montgomery. Ms. Gregory provided some remarks and the framework for her work with the Board. Chair Eckel noted that Ms. Gregory would also be spending time with the Board in retreat later in the day.

Chair Eckel called on Frank Guadagnino to conduct a discussion and presentation of proposed changes to the *Bylaws* for consideration specific to real estate transactions. These changes focused on matters to be brought to the Board for approval and information purposes. After discussion, Chair Eckel called for a motion, which was seconded and approved. The item will be brought to the full Board for approval in March.

Turning to the composition of the Board's Executive Committee, Chair Eckel put forth a slate of three at-large members for the Committee's consideration, Kathy Casey, Don Cotner and Rick Dandrea. Chair Eckel called for a motion, and it was seconded. In discussions, Chair Masser outlined the rationale for the recommendations and Trustee Doran made comments about the large numbers of Business and Industry Trustees on the committee and only one alumni Trustee. Chair Masser also stated that the committee composition would be revisited in July. At this time, Chair Eckel asked for additional nominations from committee members. Trustee Ryan McCombie was placed in nomination and seconded. Chair Eckel, given that there were four candidates, called for a motion for a ballot vote to follow. This motion was approved and ballots were distributed to committee members. Tom Poole, Secretary of the Board served as teller for the election. After tallying ballots, it was noted that Kathy Casey, Don Cotner and Rick Dandrea received a majority of the votes cast will be nominated by the Committee for election by the full Board as at-large members of the Executive Committee.

After ongoing discussions in multiple settings regarding the alumni elections, Chair Eckel stated that the Committee seems to be poised to go forward with considering some modifications to the *Charter* regarding the election process. He asked that Frank Guadagnino and Tom Poole lead discussions regarding these changes. Presentation and discussion centered around changes in the *Charter* and how to reach out to all alumni who currently do not have an active email on file with the University to possibly heighten alumni participation in the election of Trustees by the alumni. Rough numbers indicated that there were approximately 260,000 alumni who do not have an email in their alumni record. Proposed changes to the *Charter* would allow for all alumni with email addresses on file to receive nomination and election ballots and clarification of requirements for those who did not graduate, but have completed the required coursework to qualify as alumni. A motion was put forth to adopt the proposed changes to the *Charter* and for the Board Office to coordinate mailing of a postcard to the alumni who currently do not have emails on file, soliciting their response for additional data to include their email. Under the proposed revision, the election ballot for 2014 would be sent out to all alumni with an email on file with the University. The motion was seconded and carried. Chair Eckel stated that the motion would be brought before the full Board in March.

Chair Eckel asked Tom Poole to update the Committee on their responsibilities regarding risk oversight tasks assigned to the Committee. He also mentioned that they would be looking at them again in March.

Chair Masser informed the Committee of his intention to work with the Board Office to reach out to Emeriti Trustees and inquire about their requests to sit on select Committees as non-voting members.

Chair Eckel then opened up the floor to comment from the public. There was no public comment.

The meeting was adjourned at 11:00 a.m.

Respectfully submitted,

Thomas J. Penkala
Associate Director
Board of Trustees