

Board of Trustees

Committee on Governance and Long-Range Planning

Minutes of Meeting

VOLUME GLRP 5

March 6, 2014

A meeting of the Committee on Governance and Long-Range Planning was held in Wild Rose Room A, The Hershey Lodge, Hershey, Pennsylvania, beginning at 1:28 p.m. on March 6, 2014.

The following committee members, constituting a quorum, were present: Keith Eckel, Marianne Alexander, H. Jesse Arnelle, James Broadhurst, Richard Dandrea, Barbara Doran, Anthony Lubrano, 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 March 7, 2014 meeting.

The Committee approved the minutes of the January 16, 2014.

Chair Eckel called on Frank Guadagnino to report on two action items that were recommended in January. One clarifies the qualification of electors for nomination and election for alumni to the Board, and the other modifies and clarifies the type of real estate and other capital transactions to be brought before the Board.

Chair Eckel, Tom Poole and Frank Guadagnino led discussion of student representation on the Board, and ensuring that there will be a student Trustee represented on the Board for the July meeting when tuition rates are approved. Timelines and strategies for presentation to the Governor's Office were discussed and Chair Masser felt confident that a plan will be in place for the July meeting. After discussion and consideration, the Committee approved the recommendation in Agenda item #4. A roll call vote of the Committee was requested and carried out, by a vote of 8 to 1. Trustee Lubrano did not vote to accept the recommendation.

Discussion was facilitated by Holly Gregory, governance consultant, in regard to further governance considerations and board composition. It was decided that another meeting would be necessary to look closer at benchmarking data and further discussions. Wednesday, May 7 was chosen as the meeting date.

Chair Eckel commented that an expense report from the July 2013 meeting was available for review. There were no additional business items and no public comment.

The meeting was adjourned at 3:42 p.m.

Respectfully submitted,

Thomas J. Penkala
Associate Director
Board of Trustees