

Board of Trustees
Committee on Legal and Compliance

Minutes of Meeting

VOLUME LC 3

March 6, 2014

A meeting of the Committee on Legal and Compliance was held in Magnolia Room B, The Hershey Lodge, Hershey, Pennsylvania, beginning at 3:40 p.m. on Thursday, March 6, 2014.

The following committee members, constituting a quorum, were present: Kathleen Casey (via telephone), Richard Dandrea, Keith Eckel, George Grieg, Ira Lubert and Keith Masser. Committee members Ken Frazier and Adam Taliaferro were not in attendance.

The following staff members were also present: Rodney Erickson, Regis Becker, Julie Del Giorno, Stephen Dunham, David Gray, Frank Guadagnino, Nick Jones, and Gary Langsdale.

The meeting was called to order by Chairman Lubert. The minutes of the November 21, 2013 meeting were approved (sequentially, the approval was deferred until a quorum was present).

Regis Becker, Director of University Ethics and Compliance, reviewed the Ethics and Compliance Governance Structure. Mr. Becker reviewed the supportive infrastructure that includes the Ethics and Compliance Council, the Advisory Council for Continued Excellence (ACCE), the University Ethics Committee, the Athletics Integrity Council, and Code of Responsible Conduct. He also noted that the compliance plan is underway and the Ethics and Compliance Hotline transfer from Internal Audit to his area will allow an opportunity to drive toward consistent practices, use of templates, etc. Mr. Becker also provided an update on the Culture and Values Survey. Karen Wiley Sandler and Brett Yarnal, ACCE subcommittee chairs, are working on a Statement of Values.

Julie Del Giorno, Athletics Integrity Officer, noted that for the Big 10 joint meetings, she attends as an additional administrator from Penn State. Ms. Del Giorno also noted that she met with the new honor and integrity officer in the Smeal College of Business, which provided a great opportunity to explore intersection of efforts; and, she mentioned an opportunity exists for information sharing on programs and training with West Point.

Steve Dunham Vice President and General Counsel, shared information about "Phase II" which is a follow-on set of action items to supplement and continue the Freeh recommendations.

The public session of the Committee on Legal and Compliance was adjourned at 4:15 p.m.

Respectfully submitted,

Janine S. Andrews
Director
Board of Trustees