



**Committee on Governance and Long-Range Planning**  
Meeting Agenda

Thursday, November 21, 2013  
1:45-3:15 p.m.

Room 211  
The Penn Stater Conference Center Hotel  
University Park, PA

1. Call to Order (K. Eckel)
2. Approval of minutes – September 19 meeting (K. Eckel)
3. Committee Action Items (11/22 Agenda Items 5.D.1, 5.D.2, and 5.D.3) (K. Eckel)

**Proposed Change in Annual Meeting of the Board [Note: No Committee vote needed as this was approved by the Committee in July 2013]**

Will the Board of Trustees adopt the following resolution:

RESOLVED, That the regular July meeting of the Board of Trustees be designated as the annual meeting of the Board in accordance with Article II, Section 2.05 of the *Bylaws*.

**Proposed Appointment of Governance Consultant**

At the November meeting of the Board of Trustees, the report of the Committee on Governance and Long-Range Planning included information on the engagement with an outside consultant to facilitate the consideration and evaluation of several ongoing issues of University governance. These issues have been presented by a variety of stakeholders, both internal and external to the University, and have emerged as Trustees engage in discussions of best governance practice and seek to fulfill the Board's duties of fiduciary responsibilities.

The Committee on Governance and Long-Range Planning will make a report and recommendation on the appointment of a governance consultant.

### **Proposed Revisions to the Charter and Bylaws of the Board of Trustees**

It is proposed to amend the *Charter* of The Pennsylvania State University to modify the composition of the executive committee to reflect the additional standing committee chair and to provide for a flexible number of at large members in order to have a total of 13 members.

It is proposed to amend the *Bylaws* of the University to create a new standing committee on compensation; to make the subcommittee on human resources a subcommittee of the committee on compensation; to modify the composition of the executive committee to reflect the additional standing committee chair and to provide for a flexible number of at large members in order to have a total of 13 members; to clarify which personnel matters are required to be approved by the Board and which matters are required to come to the Board for its information; and to clarify the method of authorization of indemnification pursuant to the discretionary authority granted under the *Bylaws*.

Will the Board of Trustees adopt the following resolutions:

RESOLVED, That the *Charter* of The Pennsylvania State University be amended as set forth in the appendix and presented at the meeting on November 22, 2013.

FURTHER BE IT RESOLVED, That the *Bylaws* of The Pennsylvania State University be amended as set forth in the appendix and presented at the meeting on November 22, 2013.

4. Discussion of Risk Oversight Assignments (T. Poole)
5. Discussion of Alumni election procedures (F. Guadagnino/T. Poole)
6. Reports are generated and available publicly regarding expenses to conduct the bi-monthly meetings of the Board of Trustees. Reports of the meetings held in May 2013 will be distributed.
7. Other business items.
8. Executive Session (if needed)

