

Board of Trustees

Committee on Governance and Long-Range Planning

Minutes of Meeting

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November 21, 2013

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 1:45 p.m. on November 21, 2013.

The following committee members, constituting a quorum, were present: Keith Eckel, Marianne Alexander, H. Jesse Arnelle, 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.

The meeting was called to order by Chairman Eckel. Chair Eckel advised the Committee that actions and recommendations by the Committee would be reported to the full Board of Trustees for their consideration at the November 22, 2013 meeting.

The Committee approved the minutes of the September 19, 2013 meeting.

Chair Eckel put forth resolutions to the Committee for adoption and recommendation to the full Board. The first was the proposed change in the Annual Meeting of the Board from January to July; the second was the appointment of a governance consultant; and, finally, proposed amendments to the *Charter* and *Bylaws* of the Board of Trustees to modify the composition of the Executive Committee and the creation of a Committee on Compensation. All items were carried with recommendation of the Committee. A handout on Holly Gregory, governance consultant, was passed out for informational purposes to the Committee.

Chair Eckel called out the importance of two meetings that would be critical for the Committee to hear about: 1) Keith Masser and Paul Silvis had met with Senators Yudichak and Corman and talked about governance reform; and 2) a meeting with student leaders to talk about a proposal to have permanent student representation on the Board.

Chair Eckel and Tom Poole talked about the Risk Oversight Assignments that will be assigned to the Committee and that in the near future the process will be laid out to the full Board.

Discussions and information was presented to the Committee in regard to enhancing the knowledge of and increasing participation in the election of Trustees by the alumni. As it stands now, the Charter provides election ballots be sent to 1) alumni who are active members of the Penn State Alumni Association, 2) those alumni who have contributed financially to the University, or 3) alumni who have made request in writing to receive a ballot. It was discussed that we would be able to make a change this year to include all those alumni who have made a request to receive the ballot in election years 2012 and 2013. This was seen as a positive initiative. Discussion also occurred around the actual number of nominations a candidate needs to receive as well as inclusion of social media in position statements of candidates. Consensus was that while it would not be fair to increase the number of nominations needed for this election cycle, it will be considered for future discussion. Tom Poole agreed that the use of social media and personal website information can be included in candidate position statements for the current election cycle, and still adhere to the 250 maximum word count. The Committee

will take future changes to the Charter under advisement to allow for ballots to automatically be sent to all alumni with a valid email address on file.

A report was passed out to Committee members reflecting expenses to conduct the May 2013 Board meetings.

Chair Masser was asked to give an update on the Presidential Search process and it was reported that the process is moving along according to the original plans and that nothing has changed. Trustee Lubrano raised a concern that he would like to see changes made to the membership and manner in which the search committee and process operated. Chair Masser said that he was welcome to put forth topics for discussion by the Committee and bring before the full Board in regard to this matter. Trustee Lubrano declined to make a motion at this time and no discussion followed. Several Trustees voiced their support of and confidence in the search process as it stands and felt that the strict confidentiality and processes set forth were working.

Chair Eckel then opened up the floor to comment from the public.

The meeting was adjourned at 3:25 p.m.

Respectfully submitted,

Thomas J. Penkala  
Associate Director  
Board of Trustees