

GLRP 1-1

Board of Trustees

Committee on Governance and Long-Range Planning

Minutes of Meeting

VOLUME GLRP 1

September 19, 2013

A meeting of the Committee on Governance and Long-Range Planning was held in Room 211 of The Penn Stater Conference Center Hotel, The Pennsylvania State University, University Park, Pennsylvania, beginning at 1:450 p.m. on September 19, 2013.

The following committee members, constituting a quorum, were present: Keith Eckel, Marianne Alexander, H. Jesse Arnelle, Richard Dandrea, Barbara Doran, Anthony Lubrano, and Keith Masser. Committee members Carl Shaffer and James Broadhurst were not in attendance.

Constituent Representatives Molly Droelle and Roger Egolf, and the following staff members were also present: Susan Basso, Frank Guadagnino, and Tom Poole.

The meeting was called to order by Chairman Keith 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 September 20, 2013 meeting.

Chair Eckel welcomed Fred Volkmann, Penn State's newly appointed Interim Vice President for Strategic Communications and continued with the following agenda items.

Compensation Committee – Susan Basso, Vice President for Human resources reported on the establishment of the Compensation Committee and Frank Guadagnino reviewed and discussed with the committee proposed amendments to the *Bylaws*. Mr. Guadagnino noted and the Committee acknowledged that a corresponding change to the *Charter* will be required so that the language in the *Charter* and the *Bylaws* with respect to the composition of the Executive Committee is consistent. The committee will recommend the *Bylaw* changes to come before the full board at the November meeting.

Governance Consultant – Plans were outlined and reviewed for finalists to be interviewed by the committee to engage a governance consultant to work towards a goal of best governance for the University and looking forward to having a firm selected by the November meeting.

Information Flow – Making sure that trustees and administration have appropriate flow of information.

Trustees Attendance at Public Meetings – Discussion centered around trustees attendance at public hearings/meetings. There needs to be protocol and consistent messaging, and how such actions can weaken the position of the University.

Charter for BOT Committees – Each committee has created formal charters or guidelines and committee chairs need to submit these documents to the Governance and Long-Range Planning Committee. It was also noted that a listing of risks assigned to the Governance and Long-Range Planning Committee will be available at the November meeting.

A recommendation will come before the full board at the November 2013 meeting to change the annual meeting of the board from the January to July meeting. This will more efficiently engage newly elected trustees in board processes.

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A report regarding the expenses to conduct the March 2013 Board of trustees meetings was distributed.

The public session of the Committee on Governance and Long-Range Planning was adjourned at 3:02 p.m.

The committee did not go into Executive Session.

Respectfully submitted,

Thomas J. Penkala  
Associate Director  
Board of Trustees