1. **Roll Call**

2. **Approval of the Minutes of Previous Meetings**

   Will the Board of Trustees approve the minutes of the meetings of the Board held on March 19-20, 2009?

3. **Informational Report by the President of the University**

4. **Reports from Standing Committees**

   Action items recommended by the Standing Committees for consideration by the Board of Trustees:

   A. Committee on Campus Environment - Marianne E. Alexander, Chair
   B. Committee on Educational Policy - Samuel E. Hayes, Jr., Chair
   C. Committee on Finance and Physical Plant - Linda B. Strumpf, Chair

5. **Proposed Revision to the *Bylaws* of the Board of Trustees**

   The *Bylaws*, Article 1., Organization and Meetings of the Board, paragraph (5) Quorum, provide that, "twelve (12) members of the Board shall constitute a quorum for the official transaction of all business." It is proposed to increase the quorum of the Board to thirteen (13) members. The raising of the quorum to 13 members will provide for an increase in the number of members appointed to the standing committees and permit all seated trustees to have an appointment to a standing committee. Past practice has been to keep the number of trustee assignments to a standing committee at the number of one less that the quorum in order to ensure that the standing committees do not have sufficient numbers to take action on behalf of the full voting membership.

   Will the Board of Trustees adopt the following resolution:

   **RESOLVED,** That *Bylaws*, Article 1., Organization and Meetings of the Board, paragraph (5) Quorum, be revised to read as follows:

   **(5)** Quorum: Twelve (12) Thirteen (13) members of the Board shall constitute a quorum for the official transaction of all business.

   *Abc* - indicates deletion
   *Abc* - indicates addition
6. **Proposed Appointment of Members, Board of Directors of The Milton S. Hershey Medical Center**

In May 2000, the Board of Trustees approved the establishment of the corporation "The Milton S. Hershey Medical Center," a Pennsylvania nonprofit corporation for the purpose of employing personnel, owning equipment, and holding the hospital and other licenses necessary to provide healthcare services. The Board further confirmed that the University will continue to fulfill its obligations as Successor Trustee of The Milton S. Hershey Medical Center through establishment of the corporation to operate the clinical enterprise and make the necessary appointments to the Board of Directors.

The Board of Directors of The Milton S. Hershey Medical Center consists of 15 members. Nine directors are appointed directly by the Board of Trustees with three-year, staggered terms; two are *ex officio* directors: the Senior Vice President for Health Affairs of The Pennsylvania State University, Dean of the College of Medicine, and Chief Executive Officer; and one director is elected from among the clinical department chairs at The Milton S. Hershey Medical Center. The remaining four directors are considered independent directors, with three-year, staggered terms, and are self-perpetuating. Together, these 15 directors are responsible for governance of The Milton S. Hershey Medical Center, subject, of course, to the authority of the Board of Trustees to appoint and remove its appointees.

The members of the Board of Directors appointed by the Board of Trustees of The Pennsylvania State University whose terms expire this year are: David M. Joyner, M.D., Edward P. Junker III, and Barry K. Robinson.

Will the Board of Trustees adopt the following resolution:

RESOLVED, that the following individuals are appointed as members of the Board of Directors of The Milton S. Hershey Medical Center for a three-year term ending June 30, 2012:

- David M. Joyner, M.D.
- Edward P. Junker III
- Barry K. Robinson

7. **Report on the Election of Trustees by Alumni**

The judges of the election, Steve A. Garban and George T. Henning, Jr., will report on the counting of the ballots in the election of Trustees by alumni.

8. **Report on the Election of Trustees by Agricultural Delegates**

A report on the election of Trustees by delegates from agricultural societies will be given by Chairman of the Board James S. Broadhurst.
9. **Election of Trustees Representing Business and Industry Endeavors**

The Selection Group on Business and Industry Trustees recommends to the Board of Trustees the names of two candidates for election as trustees representing business and industry endeavors for three-year terms beginning July 1, 2009.

Will the Board of Trustees adopt the following resolution:

**RESOLVED,** that the following individuals are elected as members of the Board of Trustees representing business and industry endeavors for a three-year term beginning July 1, 2009:

Kenneth C. Frazier  
Edward R. Hintz, Jr.

10. **Announcements by the Chairman of the Board of Trustees**