



CALU



CLARION UNIVERSITY



# Board of Governors Meeting Overview

**July 10-11, 2019**

Boardroom / Dixon University Center  
2986 North Second Street  
Harrisburg, PA 17110-1201

## Wednesday, July 10, 2019

1 p.m.

**1. Board of Governors convenes**

**2. Roll call**

**3. Pledge of Allegiance**

**4. Approval of consent agenda**

4a - Minutes from April 3, 2019, April 4, 2019, and May 15, 2019 meetings. (sent separately)

4b - Updated Committee appointments (Page 3)

4c - Meeting calendar – 2019-2022 (Page 4)

**5. Overview from Chair and Chancellor**

**6. Student Success Committee**

6a - System Redesign Update (DISCUSSION) (Page 8)

- Goals, budget, and accountability framework
- Ernst & Young progress report
- Update from the project manager
- Development of process for System Redesign pilot programs

**7. University Success Committee**

7a – Development of University Financial Sustainability Policy (INFORMATION) (Page 9)

7b – Fiscal Year 2019/20 Educational and General Appropriation Allocation (ACTION) (Page 10)

7c – 2019/20 Tuition and Technology Tuition Fee Rates (ACTION) (Page 13)

**8. Public Comments**

**9. Full Board consideration of committee actions**

**10. Reception in the Atrium**

**Thursday, July 11, 2019**

9 a.m. **Board of Governors reconvenes**

**11. Governance and Leadership Committee**

11a - Accountability framework (DISCUSSION) (Page 17)

o Goal setting

o Executive performance review

11b - PACT recommendations on trustee appointment/development (DISCUSSION) (Page 18)

11c - Commission on Faculty Shared Governance (DISCUSSION) (Page 31)

**12. Public Comments**

**13. Report from Chair**

**14. Board Actions**

14a - Resolution honoring Peter Garland's service

14b - Election of Officers for 2020-2021 (Page 38)

**15. Other/new business**

**Adjournment**



## Board of Governors Standing Committee Assignments

### Student Success

**CHAIR** – David M. Maser  
**VICE CHAIR** – Marian D. Moskowitz  
 Representative Timothy P. Briggs  
 Audrey F. Bronson  
 Secretary of Education Pedro A. Rivera  
 Cynthia D. Shapira (ex officio)  
 President Laurie A. Carter (nonvoting president liaison)

### Audit and Compliance

**CHAIR** – Samuel H. Smith  
 Senator Judith L. Schwank  
 Cynthia D. Shapira (ex officio)  
 President Christopher M. Fiorentino (nonvoting president liaison)

### University Success

**CHAIR** – Thomas S. Muller  
**VICE CHAIR** – Neil R. Weaver  
 Representative Brad Roae  
 Secretary Meg C. Snead  
 Janet L. Yeomans  
 Cynthia D. Shapira (ex officio)  
 President Marcia G. Welsh (nonvoting president liaison)

### Governance and Leadership

**CHAIR** – Donald E. Houser, Jr.  
**VICE CHAIR** – TBD  
 Samuel H. Smith  
 Senator Judith L. Schwank  
 David M. Maser  
 Senator Scott Martin  
 Cynthia D. Shapira (ex officio)  
 President Bashar W. Hanna (nonvoting president liaison)

**Executive** - Defined by the Board's bylaws as the officers and chairs of each standing committee

Cynthia D. Shapira – **Board Chair**  
 David M. Maser – **Board Vice Chair; Chair of the Student Success Committee**  
 Samuel H. Smith – **Board Vice Chair; Chair of the Audit and Compliance Committee**  
 Thomas S. Muller – **Chair of the University Success Committee**  
 Donald E. Houser, Jr. – **Chair of the Governance and Leadership Committee**

April 10, 2019



## **Board of Governors 2019-2022 Meeting Calendar**

<b>January – December 2019</b>			
<b>DATE</b>	<b>DAY</b>	<b>BOARD MEETINGS AND CONFERENCE CALLS</b>	<b>TIME</b>
January 16 January 17	Wednesday Thursday	Board Meeting Board Meeting	1:30 p.m. 9:00 a.m.
March 26	Tuesday	Audit Committee Meeting	3:00 p.m.
April 3 April 4	Wednesday Thursday	Board Meeting Board Meeting	1:30 p.m. 9:00 a.m.
July 10 July 11	Wednesday Thursday	Board Meeting Board Meeting	1:30 p.m. 9:00 a.m.
August 15	Thursday	Board Update Conference Call (Board members only)	8:30 a.m.
September 11 September 12	Wednesday Thursday	Board Retreat Board Retreat (Board members only)	TBD TBD
October 16 October 17	Wednesday Thursday	Board Meeting (Kutztown) Board Meeting (Kutztown)	12:00 Noon 9:00 a.m.
December 12	Thursday	Board Update Conference Call (Board members only)	8:30 a.m.



## **Board of Governors 2019-2022 Meeting Calendar**

<b>January – December 2020</b>			
<b>DATE</b>	<b>DAY</b>	<b>BOARD MEETINGS AND CONFERENCE CALLS</b>	<b>TIME</b>
January 22 January 23	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon 9:00 a.m.
April 1 April 2	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon 9:00 a.m.
<del>April 8</del> <del>April 9</del>	<del>Wednesday</del> <del>Thursday</del>	<del>Board Meeting</del> <del>Board Meeting</del>	<del>1:30 p.m.</del> <del>9:00 a.m.</del>
July 15 July 16	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon. 9:00 a.m.
September 16 September 17	Wednesday Thursday	Board Retreat Board Retreat (Board members only)	TBD TBD
October 14 October 15	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon 9:00 a.m.
December 10	Thursday	Board Update Conference Call (Board members only)	8:30 a.m.



## **Board of Governors 2019-2022 Meeting Calendar**

<b>January – December 2021</b>			
<b>DATE</b>	<b>DAY</b>	<b>BOARD MEETINGS AND CONFERENCE CALLS</b>	<b>TIME</b>
February 3 February 4	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon 9:00 a.m.
April 14 April 15	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon 9:00 a.m.
July 14 July 15	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon 9:00 a.m.
September 14 September 15	Tuesday Wednesday	Board Retreat Board Retreat (Board members only)	TBD TBD
October 13 October 14	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon 9:00 a.m.
December 9	Thursday	Board Update Conference Call (Board members only)	8:30 a.m.



## **Board of Governors 2019-2022 Meeting Calendar**

<b>January – December 2022</b>			
<b>DATE</b>	<b>DAY</b>	<b>BOARD MEETINGS AND CONFERENCE CALLS</b>	<b>TIME</b>
February 2 February 3	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon 9:00 a.m.
April 13 April 14	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon 9:00 a.m.
July 13 July 14	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon 9:00 a.m.
September 14 September 15	Wednesday Thursday	Board Retreat Board Retreat (Board members only)	TBD TBD
October 19 October 20	Wednesday Thursday	Board Meeting Board Meeting	12:00 Noon. 9:00 a.m.
December 8	Thursday	Board Update Conference Call (Board members only)	8:30 a.m.

*(Updated: July 10, 2019)*

**Student Success Committee Meeting**

July 10, 2019

**SUBJECT:** System Redesign Update (DISCUSSION)

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**UNIVERSITIES AFFECTED:** All

**BACKGROUND:** In 2016, the State System undertook a strategic review of all operations with the goal of identifying areas of necessary change to help ensure the long-term success of the State System. Coming out of the review, the Board established three priorities to guide System Redesign efforts: 1) Ensuring student success 2) Leveraging university strengths 3) Transforming the governance/leadership structure

In 2017, the System moved from "review" to "redesign" mode. During Phase 1 of the System Redesign, the Chancellor developed a process to operationalize the System Redesign—establishing small, focused task groups to accomplish specific objectives related to the three strategic priorities. In 2018, System Redesign moved into Phase 2a with three new task groups: 1) Student Success, 2) University Success, and 3) Systemness—defining recommendations for a general vision on the next steps of redesign. Now in Phase 2b, System Redesign teams are focused on building an implementation plan to meet the objectives that will be executed against in Phase 3.

Chair Shapira has asked that the quarterly System Redesign updates originate in the Student Success Committee to demonstrate how every transformation effort contributes to “ensuring student success,” which is the Board’s top priority. Individual items will then cascade into other Board committees as appropriate.

At this meeting, the committee will discuss:

- a) Update on System Redesign project activities including establishment of project teams, key activities of each team, milestones and a project plan (Rosa Lara, System Redesign Project Manager)
- b) Summary of preliminary findings from Ernst & Young (EY), which was secured to evaluate and identify shared services opportunities for common infrastructure necessary to enable key priorities of the redesign
- c) Overview of the pilot process being developed to help accelerate the work of the System Redesign project teams (Sarah Bauder, Chief Transformation Officer)

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**Supporting Documents Included:** N/A**Other Supporting Documents Available:** N/A**Reviewed by:** N/A**Prepared by:** Rosa Y. Lara**Telephone:** (717) 720-4401



**University Success Committee Meeting**

July 10, 2019

**SUBJECT:** Development of University Financial Sustainability Policy (INFORMATION)

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**UNIVERSITIES AFFECTED:** All

**BACKGROUND:** At its meeting on January 16, 2019, the Board of Governors adopted the framework for System Redesign, endorsed the scope of measures for student and university success, and affirmed next steps.

Those next steps in relation to Systemness and strategic financing require a holistic assessment of university financial stability that incorporates a review of leading indicators. To that end, the System Redesign Investment Team is developing a policy and associated System procedures/standards to ensure universities can continue to provide students with affordable access to higher education and be regional economic engines for Pennsylvania.

As this draft policy relies upon a holistic assessment of each university's financial health, it is suggested that a limited set of efficiency measures be included as an integral component of such an analysis. Therefore, in addition to those university and student success measures endorsed by the Board at its meeting on January 16, 2019, it is proposed that the use of efficiency measures, at aggregate and disaggregated levels, be endorsed as follows:

- A) Student Support Ratios
  - i. Student/Faculty Ratios
  - ii. Student/Nonfaculty Ratios
  - iii. University Operations Supported by Job Functions by subcategory
- B) Financial
  - i. Educational and General expenditures per Student FTE
  - ii. Athletics expenditures per student athlete
- C) Student Success Metric
  - i. Retention Rates

The concepts of this draft policy framework and timeline for completion will be presented at the Committee meeting.

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**Supporting Documents Included:** N/A

**Other Supporting Documents Available:** [System Redesign website](#); Board of Governors meeting materials and minutes, January 16, 2019

**Reviewed by:** University Presidents**Prepared by:** Sharon P. Minnich**Telephone:** (717) 720-4100

**University Success Committee Meeting**

July 10, 2019

**SUBJECT:** Fiscal Year 2019/20 Educational and General Appropriation Allocation (ACTION)

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**UNIVERSITIES AFFECTED:** All

**BACKGROUND:** In accordance with statute, Board of Governors' Policy 1984-06-A: *Allocation Formula* specifies the method by which the Educational and General (E&G) appropriation is allocated annually to the universities for their basic funding requirements, provides for the Board to allocate appropriations for Systemwide initiatives, and funds the Office of the Chancellor at 0.5 percent of the appropriation. As part of the System Redesign strategy affirmed by the Board of Governors at its meeting on January 16, 2019, the System has begun developing a new methodology for distributing resources. To this end, it is anticipated that a new allocation formula will be established to distribute state appropriations beginning with fiscal year (FY) 2020/21.

In anticipation of changes to the allocation formula and to provide universities with greater stability and predictability of funding in the upcoming fiscal year, on April 4, 2019, the Board suspended the use of the allocation formula and performance funding program. Each university's FY 2019/20 appropriation was tentatively set at the same amount as it received in FY 2018/19.

The enacted FY 2019/20 Commonwealth spending plan provides an increase of \$9.4 million, or 2.0 percent, in the System's Educational and General appropriation, for a total of \$477.5 million. The increase in appropriations—net of changes in the allocations for Systemwide initiatives and the Office of the Chancellor—will be prorated to universities based on the April 4, 2019, allocation decision.

Attachment 1 reflects the proposed FY 2019/20 allocation distribution. Attachment 2 provides a brief overview of each Systemwide initiative for which appropriations are allocated.

**MOTION:** That the Board of Governors approve the allocation of funds from the System's fiscal year 2019/20 Educational and General appropriation, as reflected in Attachment 1.

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**Supporting Documents Included:** Proposed FY 2019/20 E&G Appropriation Allocation (Attachment 1); Funding of Systemwide Initiatives (Attachment 2)

**Other Supporting Documents Available:** FY 2019/20 Appropriation Request; Commonwealth's FY 2019/20 Spending Plan; Board of Governors' Policy 1984-06-A: *Allocation Formula*

**Reviewed by:** N/A

**Prepared by:** Sharon P. Minnich

**Telephone:** (717) 720-4100

**Attachment 1**

**Pennsylvania's State System of Higher Education  
FY 2019/20 Educational and General (E&G) Appropriation Allocation**

<b>E&amp;G Appropriation</b>	<b>\$477,470,000</b>
Off-the-Top Systemwide Initiatives:	
Office of the Chancellor	\$2,384,000
Internal Audit and Risk Assessment	749,154
System Reserve	209,900
Dixon University Center	1,301,000
Chincoteague Bay Field Station	1,078,481
Subtotal, Systemwide Items	<u>\$5,722,535</u>
University Allocation (see below)	<u><u>\$471,747,465</u></u>

	<b>Appropriation as Approved April 4, 2019</b>	<b>Additional 2% Prorated</b>	<b>Total FY 2019/20 Appropriation</b>
<b>Universities</b>			
Bloomsburg	\$37,575,747	\$830,098	\$38,405,845
California	33,442,584	738,791	34,181,375
Cheyney	13,205,930	291,737	13,497,667
Clarion	25,939,282	573,033	26,512,315
East Stroudsburg	28,121,647	621,245	28,742,892
Edinboro	27,958,861	617,649	28,576,510
Indiana	54,846,695	1,211,637	56,058,332
Kutztown	36,601,617	808,579	37,410,196
Lock Haven	25,189,876	556,478	25,746,354
Mansfield	17,683,846	390,660	18,074,506
Millersville	34,446,907	760,978	35,207,885
Shippensburg	30,675,302	677,658	31,352,960
Slippery Rock	38,926,348	859,935	39,786,283
West Chester	56,936,541	1,257,804	58,194,345
<b>Subtotal, Universities</b>	<u>\$461,551,183</u>	<u>\$10,196,282</u>	<u>\$471,747,465</u>

**Pennsylvania’s State System of Higher Education  
Funding of Systemwide Initiatives from Fiscal Year 2019/20 E&G Appropriation**

***Dixon University Center Academic Consortium* ..... \$1,301,000**

The administrative and physical support for the academic programming performed at Dixon University Center has been partially funded through the E&G appropriation for many years. The FY 2019/20 appropriation of \$1,301,000 provides for continuation of academic services and associated maintenance of the Dixon University Center site. Based on a review of its revenue-generating capabilities, expenditures and services provided, it is recommended that the allocation for the Dixon University Center be continued at the same level as funded in 2018/19.

***Chincoteague Bay Field Station* ..... \$1,078,481**

The Chincoteague Bay Field Station, founded in 1968 by three Pennsylvania state colleges, is managed by a consortium that is primarily comprised of System universities. It provides students field experiences across a variety of disciplines. The Field Station’s main campus, located at Wallops Island, Virginia, underwent a \$15 million revitalization of its education center and dormitories, which was financed with System bonds as approved by the Board of Governors on April 10, 2008, and for which debt service was paid by three System universities through FY 2017/18. In March 2017, the Board was notified of the consortium’s interest in seeking new ownership for the Field Station due to the cost of operating the enterprise, including debt service obligations. As these facilities have supported various academic and research initiatives of most System universities, the associated debt service began to be funded directly from the System’s E&G appropriation in 2018/19, while the consortium actively seeks to divest itself of the property.

***Internal Audit and Risk Assessment* ..... \$749,154**

The internal audit and risk assessment function oversees the structure and execution of an internal audit plan based on high-risk areas. The Board’s Audit and Compliance Committee approved the FY 2019/20 audit and risk assessment budget of \$912,952 at its meeting on March 26, 2019. It is recommended that this budget be funded at \$749,154, as \$163,798 remains from the previous year’s allocation.

***Replenishment of the System Reserve* ..... \$209,900**

Board of Governors Policy 1984-07-A: *System Reserve Allocation and Expenditure Criteria*, establishes a \$1.5 million Board reserve for items of Systemwide importance and value. The reserve must be fully replenished annually. Expenses against the reserve include presidential and chancellor searches and official residence renovations. The total required replenishment of the System Reserve for 2019/20 is \$209,900. The amount to be replenished is net of interest earnings.

<b>2018/19 System Reserve Expenditures*</b>	
Presidential Searches (Edinboro, Mansfield)	\$159,000
Mansfield University’s Official Residence Renovation	67,463
Chancellor Search	<u>8,318</u>
<b>Total Fiscal Year 2018/19 Expenditures</b>	<b>\$235,781</b>
Interest Earnings	<u>(24,881)</u>
<b>Total Amount to be Replenished</b>	<b>\$209,900</b>

\*Includes estimates for expenditures incurred in FY 2018/19 for which invoices have not yet been received.

**University Success Committee Meeting**  
July 10, 2019

**SUBJECT:** 2019/20 Tuition and Technology Tuition Fee Rates (ACTION)

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**UNIVERSITIES AFFECTED:** All

**BACKGROUND:** State System universities provide high quality educational experiences while continuing to be among the most affordable four-year institutions in Pennsylvania—striving to provide every student the opportunity to achieve success and upward mobility. Although the return on investment is good, growth in the net average price of attendance threatens to undermine this value. It is critical to both student and university success that the System universities control costs, and use tuition and institutional aid strategically to keep tuition as low as possible for those with the greatest financial challenges.

At its April 2019 regular meeting, the Board of Governors approved changes to Board of Governors' Policy 1999-02-A: *Tuition*, such that beginning fall 2020 universities are allowed to develop multiyear, comprehensive net pricing strategies resulting in a more predictable cost to the student, enabling students to plan for and better afford their educational expenses. The earliest the Board will consider such proposals is spring 2020. In this transition year to that new policy, the remaining tuition pilots, at Indiana and Shippensburg Universities of Pennsylvania, will continue at their current rate structure until a final assessment has been performed in conjunction with a net price strategy recommendation.

In an effort to improve student affordability and access to high quality educational opportunities, the Board of Governors is considering freezing the System's basic tuition rate for 2019/20.

**MOTION:** That the Board of Governors approve the 2019/20 Tuition Schedule (Attachment 1) and the 2019/20 Technology Tuition Fee Schedule (Attachment 2).

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**Supporting Documents Included:** 2019/20 Tuition Schedule (Attachment 1); 2019/20 Technology Tuition Fee Schedule (Attachment 2)

**Other Supporting Documents Available:** Fiscal Year 2019/20 Appropriations Request; Board of Governors' Policy 1999-02-A: *Tuition*; University Out-of-State Tuition Plans, as previously approved by the Board of Governors; Alternative Tuition Plans, as approved by the Board of Governors April 6, 2017; Pricing Flexibility Pilot Programs, as approved by the Board of Governors between January 2014 and April 2016

**Reviewed by:** N/A

**Prepared by:** Sharon P. Minnich

**Telephone:** (717) 720-4100

**Pennsylvania's State System of Higher Education  
2019/20 Tuition Schedule**

Student Classification	2018/19	2019/20	Change	
			Amount	Percent
<b>Full-Time Academic Year</b>				
In-State Undergraduate Basic Tuition Rate	\$7,716	\$7,716	\$0	0.00%
EA Warrior Promise Tuition Guarantee 2018/19 cohort	\$8,288	\$8,288	\$0	0.00%
EA Warrior Promise Tuition Guarantee 2019/20 cohort	N/A	\$8,504	\$0	0.00%
Out-of-State Undergraduate (as percent of in-state tuition rate) <sup>1</sup>				
130% (MA <sup>2</sup> )	N/A	\$10,032	\$0	0.00%
150% (BL <sup>2</sup> , CA <sup>2</sup> , CH <sup>2</sup> , CL, EA <sup>2</sup> , ED <sup>2</sup> , KU <sup>2</sup> , SH <sup>2</sup> , SL <sup>2</sup> )	\$11,574	\$11,574	\$0	0.00%
150% (EA Warrior Promise Tuition Guarantee 2018/19 cohort)	\$12,433	\$12,433	\$0	0.00%
165% (CH <sup>2</sup> , MA <sup>2</sup> )	\$12,732	\$12,732	\$0	0.00%
150% (EA Warrior Promise Tuition Guarantee 2019/20 cohort)	N/A	\$12,756	\$0	0.00%
170% (ED <sup>2</sup> )	\$13,118	\$13,118	\$0	0.00%
\$6,000 less than 250% rate (MI <sup>2</sup> )	\$13,290	\$13,290	\$0	0.00%
175% (MI <sup>2</sup> , SH <sup>2</sup> )	\$13,504	\$13,504	\$0	0.00%
195% (CA <sup>2</sup> )	\$15,046	\$15,046	\$0	0.00%
\$4,000 less than 250% rate (MI <sup>2</sup> )	\$15,290	\$15,290	\$0	0.00%
200% (EA <sup>2</sup> , KU <sup>2</sup> , LO <sup>2</sup> , MI <sup>2</sup> , SL)	\$15,432	\$15,432	\$0	0.00%
200% (EA Warrior Promise Tuition Guarantee 2018/19 cohort)	\$16,576	\$16,576	\$0	0.00%
200% (EA Warrior Promise Tuition Guarantee 2019/20 cohort)	N/A	\$17,008	\$0	0.00%
\$2,000 less than 250% rate (LO <sup>2</sup> )	\$17,290	\$17,290	\$0	0.00%
225% (SH <sup>2</sup> )	\$17,362	\$17,362	\$0	0.00%
250% (BL, KU <sup>2</sup> , LO <sup>2</sup> , MI <sup>2</sup> , WE)	\$19,290	\$19,290	\$0	0.00%
<b>Full-Time Semester</b>				
In-State Undergraduate Basic Tuition Rate	\$3,858	\$3,858	\$0	0.00%
EA Warrior Promise Tuition Guarantee 2018/19 cohort	\$4,144	\$4,144	\$0	0.00%
EA Warrior Promise Tuition Guarantee 2019/20 cohort	N/A	\$4,252	\$0	0.00%
Out-of-State Undergraduate (as percent of in-state tuition rate) <sup>1</sup>				
130% (MA <sup>2</sup> )	N/A	\$5,016	\$0	0.00%
150% (BL <sup>2</sup> , CA <sup>2</sup> , CH <sup>2</sup> , CL, EA <sup>2</sup> , ED <sup>2</sup> , KU <sup>2</sup> , SH <sup>2</sup> , SL <sup>2</sup> )	\$5,787	\$5,787	\$0	0.00%
150% (EA Warrior Promise Tuition Guarantee 2018/19 cohort)	\$6,217	\$6,217	\$0	0.00%
165% (CH <sup>2</sup> , MA <sup>2</sup> )	\$6,366	\$6,366	\$0	0.00%
150% (EA Warrior Promise Tuition Guarantee 2019/20 cohort)	N/A	\$6,378	\$0	0.00%
170% (ED <sup>2</sup> )	\$6,559	\$6,559	\$0	0.00%
\$6,000 less than 250% rate (MI <sup>2</sup> ) [\$3,000 less per semester]	\$6,645	\$6,645	\$0	0.00%
175% (MI <sup>2</sup> , SH <sup>2</sup> )	\$6,752	\$6,752	\$0	0.00%
195% (CA <sup>2</sup> )	\$7,523	\$7,523	\$0	0.00%
\$4,000 less than 250% rate (MI <sup>2</sup> ) [\$2,000 less per semester]	\$7,645	\$7,645	\$0	0.00%
200% (EA <sup>2</sup> , KU <sup>2</sup> , LO <sup>2</sup> , MI <sup>2</sup> , SL)	\$7,716	\$7,716	\$0	0.00%
200% (EA Warrior Promise Tuition Guarantee 2018/19 cohort)	\$8,288	\$8,288	\$0	0.00%
200% (EA Warrior Promise Tuition Guarantee 2019/20 cohort)	N/A	\$8,504	\$0	0.00%
\$2,000 less than 250% rate (LO <sup>2</sup> ) [\$1,000 less per semester]	\$8,645	\$8,645	\$0	0.00%
225% (SH <sup>2</sup> )	\$8,681	\$8,681	\$0	0.00%
250% (BL, KU <sup>2</sup> , LO <sup>2</sup> , MI <sup>2</sup> , WE)	\$9,645	\$9,645	\$0	0.00%

**Attachment 1 (cont.)**

Student Classification	2018/19	2019/20	Change	
			Amount	Percent
<b>Per Student Credit Hour</b>				
In-State Undergraduate Basic Rate <sup>3</sup>	\$322	\$322	\$0	0.00%
80% (IN—Freshmen or Sophomores Admitted to Northpointe or Punxsutawney campuses)	\$255	\$255	\$0	0.00%
99% (IN, MI, SH—for all in-state undergraduates) <sup>4</sup>	\$319	\$319	\$0	0.00%
EA Warrior Promise Tuition Guarantee 2018/19 cohort	\$345	\$345	\$0	0.00%
EA Warrior Promise Tuition Guarantee 2019/20 cohort	N/A	\$354	\$0	0.00%
In-State Graduate Basic Tuition Rate <sup>5</sup>	\$516	\$516	\$0	0.00%
<b>Out-of-State Undergraduate (as percent of in-state tuition rate)<sup>1</sup></b>				
105% of university's in-state tuition rate (MA Minimum <sup>2</sup> )	\$331	\$331	\$0	0.00%
110% of university's in-state tuition rate (CBFS <sup>2</sup> )	\$354	\$354	\$0	0.00%
130% (MA <sup>2</sup> )	N/A	\$419	\$0	0.00%
145% of university's in-state tuition rate (IN Minimum <sup>2</sup> )	\$463	\$463	\$0	0.00%
150% (BL <sup>2</sup> , CA <sup>2</sup> , CH <sup>2</sup> , CL, EA <sup>2</sup> , ED <sup>2</sup> , KU <sup>2</sup> , SH <sup>2</sup> , SL <sup>2</sup> )	\$482	\$482	\$0	0.00%
150% (EA Warrior Promise Tuition Guarantee 2018/19 cohort)	\$518	\$518	\$0	0.00%
165% (CH <sup>2</sup> , MA <sup>2</sup> )	\$531	\$531	\$0	0.00%
150% (EA Warrior Promise Tuition Guarantee 2019/20 cohort)	N/A	\$532	\$0	0.00%
170% (ED <sup>2</sup> )	\$548	\$548	\$0	0.00%
\$6,000 less than 250% academic year rate (MI <sup>2</sup> )	\$554	\$554	\$0	0.00%
175% (MI <sup>2</sup> , SH <sup>2</sup> )	\$564	\$564	\$0	0.00%
195% (CA <sup>2</sup> )	\$629	\$629	\$0	0.00%
200% of university's in-state tuition rate (MA Maximum <sup>2</sup> )	\$630	\$630	\$0	0.00%
\$4,000 less than 250% academic year rate (MI <sup>2</sup> )	\$637	\$637	\$0	0.00%
200% (EA <sup>2</sup> , KU <sup>2</sup> , LO <sup>2</sup> , MI <sup>2</sup> , SL)	\$644	\$644	\$0	0.00%
200% (EA Warrior Promise Tuition Guarantee 2018/19 cohort)	\$691	\$691	\$0	0.00%
200% (EA Warrior Promise Tuition Guarantee 2019/20 cohort)	N/A	\$709	\$0	0.00%
\$2,000 less than 250% academic year rate (LO <sup>2</sup> )	\$720	\$720	\$0	0.00%
225% (SH <sup>2</sup> )	\$725	\$725	\$0	0.00%
250% of university's in-state tuition rate (IN Maximum <sup>2</sup> )	\$798	\$798	\$0	0.00%
250% (BL, KU <sup>2</sup> , LO <sup>2</sup> , MI <sup>2</sup> , WE)	\$805	\$805	\$0	0.00%
Out-of-State Graduate <sup>5</sup>	\$774	\$774	\$0	0.00%
Out-of-State Undergraduate Distance Education, Minimum	\$328	\$328	\$0	0.00%
Out-of-State Graduate Distance Education, Minimum	\$526	\$526	\$0	0.00%

CBFS = Chincoteague Bay Field Station

<sup>1</sup> Out-of-state tuition plans, as approved by the Board of Governors each January, may vary at universities from year to year; rates listed apply at each respective university in 2018/19 and 2019/20.

<sup>2</sup> Applies to certain out-of-state students based upon geographic location, academic program/term, or academic standing.

<sup>3</sup> For undergraduate part-time, summer, and interim session student charges unless otherwise listed below.

<sup>4</sup> Indiana, Millersville, and Shippensburg Universities of Pennsylvania charge all in-state undergraduate students tuition on a per-credit basis.

<sup>5</sup> All graduate students are charged on a per-credit basis.

Note: West Chester University will charge 90% of the prevailing rate(s) to students attending Center City.

**Pennsylvania's State System of Higher Education  
2019/20 Technology Tuition Fee Schedule**

Student Classification	2018/19	2019/20	Change	
			Amount	Percent
<b>Full-Time Academic Year</b>				
In-State Undergraduate	\$478	\$478	\$0	0.00%
Out-of-State Undergraduate	\$728	\$728	\$0	0.00%
<b>Full-Time Semester</b>				
In-State Undergraduate	\$239	\$239	\$0	0.00%
Out-of-State Undergraduate	\$364	\$364	\$0	0.00%
<b>Per Student Credit Hour (For part-time and graduate students) <sup>1</sup></b>				
In-State Undergraduate (less than 12 credits)	\$20	\$20	\$0	0.00%
Out-of-State Undergraduate (less than 12 credits)	\$30	\$30	\$0	0.00%
In-State Graduate	\$28	\$28	\$0	0.00%
Out-of-State Graduate	\$40	\$40	\$0	0.00%

<sup>1</sup> For graduate student charges and for undergraduate part-time, summer, and interim session student charges.



**Governance and Leadership Committee Meeting**

July 11, 2019

**SUBJECT:** Accountability Framework (DISCUSSION)

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**UNIVERSITIES AFFECTED:** All

**BACKGROUND:** An accountability framework is emerging in support of ongoing efforts to redesign the State System for the future; processes for goal setting and executive performance review are among the elements of the framework. These are central to the work of the Governance and Leadership Committee, which provides strategic leadership and policy oversight regarding the effective distribution of authority, accountability, and responsibility among the Board of Governors, Councils of Trustees, the chancellor, and the presidents.

The goal setting process calls for university-level and system-level goals to be drafted using measures agreed upon by the Board in January 2019. These goals—and continuous review of performance against them—will underpin/inform individual accountability and performance management, which is the purview of this committee. (See attached Goal Setting Conceptual Framework.)

Accordingly, a new executive performance review process is proposed for the chancellor and the presidents starting in the 2019/20 performance year. It will provide executives an opportunity to articulate goals at the beginning of the performance year—emphasizing measurable outcomes wherever possible—and to review progress towards goals at the end of the performance year. The review process will encompass the following areas:

- Performance against university goals — Aligning with university-level goals as agreed initially in January 2020
- Culture and talent — Goals for strengthening culture and developing employee talent
- State System alignment — Goals for assisting with System Redesign and participating in the evolving sharing system
- Governance, Decision Making and Community Engagement — Goals for trustee engagement, community partnerships, and advocacy/advancement, etc.

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**Supporting Documents Included:** Goal Setting Conceptual Outlook (Attachment 1)**Other Supporting Documents Available:** N/A**Reviewed by:** Executive Leadership Group (Chancellor and Presidents)**Prepared by:** Randy Goin Jr.**Telephone:** (717) 720-4010

**Governance and Leadership Committee Meeting**

July 11, 2019

**SUBJECT:** PACT Recommendations on Trustee Appointments and Development  
(DISCUSSION)

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**UNIVERSITIES AFFECTED:** All

**BACKGROUND:** Since September 2018, the Pennsylvania Association of Councils of Trustees (PACT) has worked to develop recommendations intended to enhance Trustee involvement and accountability. PACT President, Jeff Smith, will present this information to the committee for discussion. Attached are documents created by PACT as part of that effort.

- “Framework for Recruitment Process” — describes a more open process for the recruitment and recommendation of trustees
- “Trustee Position Description” — explains what is expected from trustees
- “Trustee Commitment” — an annual acknowledgement by each trustee of what their mission is.
- “Trustee Evaluation Form” and “COT Assessment Guide” — tools that will be used to determine how well the trustees measured against their commitment individually and corporately as a Board.

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**Supporting Documents Included:** Framework for Recruitment Process; Trustee Position Description; Trustee Commitment; Trustee Evaluation Form; and COT Assessment Guide

**Other Supporting Documents Available:** N/A

**Reviewed by:** Chairperson

**Prepared by:** Randy Goin Jr.

**Telephone:** (717) 720-4010

# Pennsylvania Association of Council of Trustees

## TRUSTEE RECRUITMENT PROCESS

### Overview

The Pennsylvania's State System for Higher Education (State System) and the Pennsylvania Association of Council of Trustees (PACT) is dedicated to recruiting a robust pool of candidates to ensure that the governance of each University is managed in accordance with ACT 188 and University Bylaws. Recognizing that a Trustee appointment ultimately is the prerogative of the Governor, this proposal does not involve any changes to current law. Rather, it is intended to facilitate the appointment process for trusteeship by providing the Chancellor and the Governor's office with a broad list of potential nominees whose applications have been initially reviewed by the University President and Council of Trustees.

University Trustees share a deep commitment to public higher education in Pennsylvania. Since trustees themselves serve, and work closely with other trustees across the State System, they understand the role and responsibility of higher education governance and recognize the importance of ensuring that the best possible people are named to a State System University's Council of Trustees.

By assisting in the recruitment process, Trustees will be able to proactively attract individuals who have experience in and out of the university, a clear understanding of the commitment to serve and a strong desire for positive change. Engaging the University Council of Trustees in this process will ensure that the state higher education institutions will continually have access to trustees with the knowledge, skills, and dedication necessary for the increasingly complex decisions they are being called upon to make.

### Process

1. System universities will routinely monitor vacancies and help identify areas of strength and weakness in their respective Council's composition to best determine relevant needs.
2. To address impending and/or unanticipated vacancies, universities will, on an annual basis and through various means, invite all interested individuals to submit their name and resume for consideration.
3. Candidate nominations and/or supplemental letters of recommendations may come from several sources: community leaders, state legislators, current trustees, the Chairman of the Board of Governors, student trustees, the Secretary of Education, the University, private citizens or be self-nominated individuals.

4. Each respondent will be provided a Trustee job description along with the Trustee Statement of Commitment
5. Interested parties must submit a resume, “declaration of interest” form and will have the opportunity to provide supporting documentation.
6. Candidate files will be kept on hand for two years unless explicitly stated otherwise.
7. The university Council of Trustees will review submissions. Balancing the identified needs, they will have an opportunity to indicate their degree of endorsement (“Highly Recommended”, Recommended”, or “Not Recommended”) and share that feedback with both the Chancellor and Governor’s office.
8. The University Council of Trustees’ initial review of nominees can provide the Governor’s office access to a list of quality candidates without delay and promote timely filling of vacancies. Should he/she choose to, the Governor will then be able to consider recommendations from this list and nominate candidates to the Senate for confirmation.

DRAFT

**Declaration of Interest**

Name of Individual submitting nomination: \_\_\_\_\_

Your current position: \_\_\_\_\_

Community involvement: \_\_\_\_\_

\_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

University Council of Trustee: \_\_\_\_\_

Alumni:      Yes       No

What factors led to your interest in serving as a University Council of Trustees?

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

## Trustee Position Description

As ultimate fiduciaries through oversight of university strategies, policies, and programs, trustees are committed to fulfilling certain responsibilities. These responsibilities are statutorily prescribed in 24 P.S. § 20-2008-A and Board of Governors policy and include, but are not limited to, the responsibilities set forth below. In addition, trustees should possess the professional and personal qualifications set forth herein.

### RESPONSIBILITIES

- Demonstrate a commitment towards the State System's shared goals of ensuring student success, leveraging university strengths and transforming governance.
- Seek to be fully informed about the University's and System's vision, mission and strategic plan.
- Approve the University's annual budget and academic programs.
- Make recommendations and participate in the hiring of the university President in coordination with other constituencies as set forth in 24 P.S. § 20-2008-A and Board of Governors policy.
- Conduct annual or triennial evaluations of the University President as set forth in 24 P.S. § 20-2008-A and Board of Governors policy.
- Assist the Council of Trustees and the President in setting the strategic direction of the University.
- Acknowledge that students are the beneficiaries and primary stakeholders, ensuring their voice continually informs decision making.
- Engage and participate in fundraising efforts to support and advance university initiatives.
- Prepare for and participate in Council of Trustee meetings, commencement and committee obligations, which helps ensure that trustees are timely informed on relevant issues. This includes keeping fellow trustees apprised of activities of the committees to which they have been appointed.
- Participate in university activities and events as an engaged member of the campus community.
- Communicate promptly any significant concern to the Chair and/or University President as appropriate.
- Maintain confidentiality for personnel matters, student issues, executive session topics, and other subjects as appropriate.
- Abide by State System and University policies regarding safety and security of campus constituents including, but not limited to, Title IX, sexual harassment, and protection of minors, and comply with reporting obligations, which may include notifying the Chair, University President or State System Chief Counsel.

- Foster openness and build trust among the Council of Trustees, Board of Governors, administration, faculty, students, state government, and the public.
- Engage collaboratively with other trustees, mentoring and/or welcoming new trustees, and integrating Student Trustee into all sanctioned trustee meetings.
- Adhere to State System and University policies, which include but are not limited to non-discrimination and conflicts of interest; and federal and state laws, which include but are not limited to the Public Official and Employee Ethics Act, State Adverse Interest Act, and the Commonwealth Procurement Code.
- Actively participate in the State System Pennsylvania Association of Council of Trustees (PACT).
- Participate, as requested, in Council of Trustees self-assessment designed to help the appointing authority review trusteeship service.

#### PROFESSIONAL & PERSONAL QUALIFICATIONS

- Knowledge and experience that can bear on university challenges, opportunities, and deliberations.
- Conducts oneself with integrity and follows practices of mutual respect and civil discourse.
- An orientation towards innovation with an appreciation for the heritage and culture of the university.
- An understanding and respect of the Council of Trustee's role in governance, including an appreciation of the public nature of the position and university. An appreciation and regard that management of the university is under the purview of the University President.
- Recognition of both actual and apparent authority corresponding to the role as trustee.

*It is suggested that Councils of Trustees conduct an annual retreat or similar strategic planning meeting as a means for measuring progress and as a vehicle to establish annual goals and to conduct an annual Council of Trustees assessment. Participation of all Trustees in such meetings will ultimately make them more effective in their role.*

## Trustee Statement of Commitment

*To serve on a Pennsylvania State System for Higher Education university governing Board is a privilege. As evidenced by this commitment, Trustees accept the responsibility to fulfill the following obligations:*

1. Articulate the State System's shared goals of ensuring student success, leveraging university strengths and transforming governance with acknowledgment that each trustee is a vital component of all goals listed.
2. Be familiar with and share a commitment to the University's educational vision, mission and strategic plan.
3. Engage in the university community to a level of involvement that informs preparedness and advances initiatives that promotes the university and influences others to help realize its goals.
4. Participate in scheduled trustee meetings and committee assignments, attend university events, and engage in professional development through the Pennsylvania Council of Trustees (PACT).
5. Support the University financially and record in-kind contributions as an additional manner of university philanthropy.
6. Avoid a conflict of interest or the appearance of a personal agenda as a State System Trustee.
7. Practice active involvement of student listening and inclusion.
8. Recognize that relevant press should be coordinated in concert with university practices. A Council Chairperson or her/his designee are authorized to speak on behalf of the Council, recognizing that the President of the University or the Chancellor of the State System are the primary spokespeople for the University or System.
9. Fulfill duties outlined in the Council of Trustees description, the State System legislation, and Board of Governors policies.

### ACKNOWLEDGEMENT:

I have received and read the Statement of Commitment and Responsibilities for members of the Council of Trustees and understand that this acknowledgment of acceptance shall be retained by the Secretary of the Council.

Read and Reviewed: \_\_\_\_\_ Date: \_\_\_\_\_

Name of University: \_\_\_\_\_

Credit to Association of Governing Boards of Universities and Colleges for guidance and materials.



# Annual Trustee Self-Evaluation

Trustee: \_\_\_\_\_

University: \_\_\_\_\_ Total years of Service \_\_\_\_\_

## Participation Metrics:

Trustee Mtgs:                      /                      Trustee Retreat                    \_\_\_\_\_

Trustee Committee Mtgs:      /                      Campus Visits:                    \_\_\_\_\_

Commencements:                /   \_\_\_\_\_

*\* Although participation by electronic means is an acceptable alternative, there is a strong expectation for a physical presence at Trustee meetings throughout the year. In-person participation ultimately make a Trustee more effective in their role.*

PACT Annual Conference Attendance \_\_\_\_\_

Facilities Tour \_\_\_\_\_

PACT Regional Meetings: \_\_\_\_\_

Other Leadership Roles \_\_\_\_\_

Other

1.

2.

3.

## Key Trustee Contributions:

Financial

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Friend-raising (assistance with fundraising, promotional connections, alumni)

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**Self-Reflection:**

Briefly reflect on how your efforts, resources and energy already benefit and/or potentially benefit the University and the community at large. What do you see as your top (2-3) most important contributions to the university?

Lined area for writing reflections.



**Trustee Signature and Date** \_\_\_\_\_



**Professional Development:**

Participates in educational and professional development activities beyond meetings that enhances their experience and knowledge base.

0 1 2 3 4

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Unsatisfactory Needs Improvement Meets Expectations Exceeds Expectations Exceptional

How could this be improved?

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**Trustees Serving One Team:**

Engages with other trustees in a manner that is civil and engaged, and vocalizes conflicts respectfully.

0 1 2 3 4

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Unsatisfactory Needs Improvement Meets Expectations Exceeds Expectations Exceptional

How could this be improved?

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**Culture & Dynamics:**

Conducts self in a professional manner at meetings, presents ideas and raises concerns in a respectful and constructive manner (at the university, System or PACT level). Exhibits ethical behavior and conduct that is above reproach.

0 1 2 3 4

Unsatisfactory Needs Improvement Meets Expectations Exceeds Expectations Exceptional

How could this be improved?

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**System Redesign:**

Demonstrates a commitment towards the State System’s shared goals of ensuring student success,

0 1 2 3 4

Unsatisfactory Needs Improvement Meets Expectations Exceeds Expectations Exceptional

How could this be improved?

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**Trustee Satisfaction:**

Trustee experience is challenging and satisfying. Applies trustee's own strengths and is challenged and satisfied.

0 1 2 3 4

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Unsatisfactory Needs Improvement Meets Expectations Exceeds Expectations Exceptional

How could this be improved?

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Other comments about Council performance

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Trustee Name: \_\_\_\_\_ Date: \_\_\_\_\_

Trustee Chair Signature \_\_\_\_\_ Date: \_\_\_\_\_

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University: \_\_\_\_\_

**Governance and Leadership Committee Meeting**

July 11, 2019

**SUBJECT:** Commission on Faculty Shared Governance (DISCUSSION)

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**UNIVERSITIES AFFECTED:** All

**BACKGROUND:** According to the bylaws of the Board of Governors, the chairperson may authorize special committees at his/her discretion. Accordingly, Chair Cindy Shapira is charging the chair of the Governance and Leadership Committee—assisted by the Office of the Chancellor—to empanel and initiate the Commission on Faculty Shared Governance. This commission will address challenges to effective governance and leadership that are identified through the System Redesign process including, but not limited to, the important role of faculty in shared governance at the university and system levels. Specifically, it will explore the efficacy of, and develop strategies for, creating a system-level faculty shared governance body.

The commission will actively engage faculty, union leadership, administrators, trustees, and Board members in a dialogue to develop a shared understanding of shared governance in the context of the State System. With an appreciation of the historical genesis of faculty shared governance within the State System itself, the commission will assess the current state of faculty shared governance and develop recommendations to enhance it, particularly at the system level. The commission also will review best practices at other university and college systems where faculty are organized by collective bargaining units in order to develop a shared understanding of how to balance the roles of the faculty shared governance body and the faculty union. Engaging external expertise where appropriate, the commission will maintain a commitment to transparency and frequent communications among stakeholders and will offer quarterly reports to the Board leading to recommendations provided no later than May 1, 2020.

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**Supporting Documents Included:** “How to Make Shared Governance Work” (AGB)**Other Supporting Documents Available:** N/A**Reviewed by:** Chairperson**Prepared by:** Randy Goin Jr.**Telephone:** (717) 720-4010

# How to Make Shared Governance Work: Some Best Practices

By Steven C. Bahls

Volume 22, Number 2, Association of Governing Boards

March/April 2014

The commitment to shared governance is too often a mile wide and an inch deep. Board members, faculty leaders, and presidents extol the value of shared governance, but it frequently means something different to each of them. When that is the case, at the first bump in the road, participants can become frustrated, sometimes walking away from a commitment to do the hard work of good governance. Worse yet, when that happens, there may be mutual recriminations that can cripple the institution for years. Much has been written on the benefits of shared governance, but less has been written on practical steps to take to make shared governance work.

Effective and responsive governance is vitally important during times of change in higher education. Sharing governance in the face of sweeping and transformative change can help shift the thinking of Boards, faculty, and staff from protecting yesterday's parochial interests to aligning efforts to address tomorrow's realities. When efforts are aligned, solutions are often more thoughtful and implementation time is faster.

The trends pressuring many colleges and universities are numerous, and they demand unprecedented cooperation and collaboration among Boards, administrators, and presidents. They include:

- Heightened competition from institutions delivering online and non-traditional types of higher education that require faculty and Boards to develop timely, unified, and mission-sensitive responses;
- The drumbeat of calls for stronger student outcomes, including better graduation rates and placement rates, which requires building consensus among the Board, administration, and faculty; and
- Affordability and accessibility issues that require all within the institution to better focus on doing their part to create the best value for an increasingly diverse set of students.

The Association of Governing Boards of Universities and Colleges has called for “integral leadership” from leaders of colleges and universities. Recently, in a publication called *Top 10 Strategic Issues for Boards, 2013–2014*, AGB provided this compelling definition of integral leadership:

“To accomplish these goals, many governing Boards have moved to a model of integral leadership—**collaborative but decisive leadership** that can energize the vital partnership between Boards and presidents. **Integral leadership links the president, faculty, and Board in a well-functioning partnership** purposefully devoted to a **well-defined, broadly affirmed institutional vision.**”



The bolded phrases in this definition are areas enhanced and strengthened through strong systems of sharing governance. Effective shared governance increases collaboration, creates useful links between constituencies, and builds needed partnerships.

But it can do so much more. When shared governance is viewed as more than a set of boundaries and rules of engagement, it can create a system where the integral leaders move beyond the fragmentation of traditional governance. They move to shared responsibility for identifying and pursuing an aligned set of sustainable strategic directions. And though it may take time to develop these priorities, once they're identified, each constituency can be more decisive in implementing tactics to advance them.

There are five best practices that cut across various types of institutions, whether public or private, unionized or non-unionized, four-year colleges or community colleges, traditional or specialized. Although these types of institutions are different in many ways, including how Boards and faculties are structured, they still have much in common. Each Board has similar fiduciary and supervisory duties, and each faculty has substantial responsibility for the curriculum. And every institution sometimes experiences a degree of tension between faculty members and Board members.

The five practices below, when deliberately followed, create the alignment in which administrators, Board members, and faculty members become integral leaders.

**1. Actively engage Board members, administrators, and faculty leaders in a serious discussion of what shared governance is (and isn't).**

Faculty members and trustees tend to disagree on how to define shared governance and what to expect from it. Faculty members often view it as equal rights to governance. That is the most literal view of the word “shared” in shared governance—as in “share and share alike.” While this view might be attractive in theory, it is problematic in practice. Faculty members do not have veto power over decisions that are within the primary fiduciary and oversight responsibilities of the Board. Similarly, although Boards are ultimately, as fiduciaries, responsible for the academic quality of their institutions, trustees should only rarely exercise any power they have to veto core academic decisions.

Likewise, Board members and administrators sometimes view shared governance as the obligation to consult with faculty before decisions are made, particularly those directly influencing the academic program. But faculty members often expect more than mere consultation prior to implementation of a decision. They expect to be at the table at key junctures in the decision-making process, instead of appearing for a pro forma consultation after the decision is made. Faculty members tend to view accountability differently than do Board members, seeing it as steadfast adherence to a collegial process with wide participation, while Board members tend to value process less and judge accountability by strong outcomes. Boards lose credibility with the faculty if they shortcut agreed-upon processes.

Board leaders, faculty leaders, and presidents should openly discuss how they view shared governance. How does each constituency define shared governance and how significant are the differences?

The first step to having a meaningful discussion of expectations is for the president, faculty leaders, and Board leaders to state publicly their support for shared governance. At the same time, leaders should make it clear that shared governance is not a sword for gaining the upper hand in policy debates. Rather, it's a system for building communication, respect, and trust—with an eye toward developing integral leaders at all levels.

For institutions that enjoy effective shared governance, faculty leaders and Board leaders should seek agreement on each of these five fundamental propositions:

- Shared governance is a central value of integral leadership that requires continued hard work, open communication, trust, and respect.
- The faculty has the central role in setting academic policy, and the Board should hold faculty leaders responsible for ensuring academic quality.
- While Board members have fiduciary responsibility for many of the business and financial decisions of the college, they should consider the views of the faculty before making important decisions.
- In cases of disagreement between faculty and Board members about decisions where both have responsibilities (e.g., tenure and retrenchment), faculty handbooks and other governing documents should clearly state how disagreements are addressed and by whom.
- The most important aspect of shared governance is developing systems of open communication where faculty members, Board members, and administrators work to align and implement strategic priorities.

Though all constituencies may not agree on the details, it is hard to disagree with the spirit of these five propositions and underlying principles. Once constituencies are in general agreement on these propositions, the way is paved to develop a commonly understood view of shared governance and a culture of shared mutual responsibility for the welfare of the institution.

## **2. Periodically assess the state of shared governance and develop an action plan to improve it.**

Shared governance at most institutions is far from perfect, because it is difficult, messy, and imprecise work. The first step to improvement is to develop an accurate assessment of the state of shared governance at the institution. That can be done in different ways. Some institutions may want to develop formal surveys. Others may want more informal discussions through an appointed task force or discussions at Board meetings and retreats.

The following questions get to the heart of the “health” of shared governance:

- What does each constituency expect from effective shared governance? What are the benchmarks of good governance? How do these definitions and expectations differ?
- Do faculty members believe that the Board and administration are transparent about important college matters? Do Board members believe the administration and the faculty are transparent in sharing information about student learning outcomes, how the outcomes are assessed, and how the curriculum supports student achievement?
- Do the faculty and Board believe they receive sufficient information from the administration to participate in making good decisions? Is the information presented in an easily understandable form?

- Do faculty members believe that the structure of faculty governance will facilitate shared governance?
- Does the Board believe that its own structure encourages sharing governance with faculty?
- Do faculty members understand how Board decisions are made and vice versa?
- Is it clear who makes what decisions, who is to be consulted, and who must approve?
- How well are faculty members informed about how the Board works and vice versa?
- Is there shared agreement on the strategic priorities of the college?
- In an open-ended question, what suggestions do those who complete the survey have for improving shared governance?

Board members and administrators must be thick-skinned when asking for a candid assessment from faculty members. When members of the faculty, administrators, and Board members discuss these questions, each usually progresses toward a more mutual expectation of shared governance. In the process, each gains the trust of the other, strengthening the social capital that will move the institution ahead in difficult times.

As a way of drawing these discussions to a conclusion, the president should consider appointing an ad hoc task force or working group to create strategies for improving shared governance by building trust, open communication, and ways to resolve differences amicably.

### **3. Expressly support strong faculty governance of the academic program.**

If a faculty can't effectively govern itself, it will be too fragmented, or even dysfunctional, to meaningfully and responsibly share in the governance of the institution. A faculty that is able to take strong, unified, and even bold collective action can help move from shared governance to shared responsibility.

Robert Zemsky, the founding director of the Institute for Research on Higher Education, recently put it this way: "I would start by having faculty relearn the importance of collective actions—to talk less about shared governance, which too often has become a rhetorical sword to wield against an aggrandizing administration, and to talk instead about sharing responsibility for the work to be done together."

While Boards and administrations shouldn't, and really can't, establish structures that ensure the faculty functions well, they can take several simple steps to encourage effective faculty governance:

- Boards and presidents should reward strong faculty governance by stating the importance of the faculty making appropriate and timely decisions, and valuing those actions. Board chairs should do that at Board and committee meetings when faculty members are in attendance, and presidents should make such acknowledgments at faculty meetings and at general "state of the college" addresses.
- Boards should give legitimacy to faculty leaders by inviting them to the table at crucial junctures in a decision-making process. That may include invitations to Board committee meetings, full Board meetings, and Board retreats.
- Board leaders, the president, and the chief academic officer should meet annually with faculty leaders, aside from normal Board meetings and faculty meeting times. Doing so allows for a full and open exchange of ideas.

- Presidents should include faculty leaders in leadership programs, particularly in internal programs that the institution maintains for administrators. Many faculty members have no leadership training and little experience. Supporting faculty leadership development also may have the benefit of grooming the next dean, provost, or even president.
- Board members should avoid circumventing faculty leaders by giving undue attention to those who express individual concerns not widely held by other members of the faculty. When seeking to understand the sense of the faculty, trustees should rely on elected faculty leadership, not that one professor who seeks to get around the faculty governance process by filing a special brief with the Board.

Strong faculty leadership, combined with an effective Board and integral presidential leadership, leads to a nimble system of shared governance that addresses challenges and seizes opportunities in a timely way.

#### **4. Maintain a steadfast commitment to three-way transparency and frequent communication.**

Effective shared governance depends on three-way transparency. The faculty can't adequately participate in governance if they do not have the information from which to develop informed positions. Board members can't appropriately exercise their general oversight of the institution's academic program if the faculty withholds important facts about the value of the program. And presidents who withhold information from either of the other constituencies as a way of consolidating their power or dividing and conquering are not integral leaders.

Best practices for sharing information with the faculty include:

- Prepare and distribute a simple one-page chart describing who makes which decisions. The chart should describe different decisions across the vertical axis and decision makers (e.g., faculty senate, the president, the Board, the executive committee) across the horizontal axis. Within each of the boxes, the role of the respective decision makers is listed (e.g., consultation, recommendation, making initial decisions, approving of decision, acting as appellate body). The chart should pay special attention to the budget process and faculty tenure and promotion.
- Share Board and committee agendas with the faculty and other members of the community before Board meetings. Include a summary of actions taken by the Board shortly after the meeting.
- Clearly communicate decisions being considered by the Board and the president's executive cabinet, why those decisions are before the Board or the president's cabinet, the timetable for the decision, and the extent of the faculty's opportunity to participate in the decision-making process. Give faculty leaders an opportunity to discuss their views.
- Conduct periodic faculty forums with key decision makers presenting. The Board chair could present on how the Board makes decisions. The chief financial officer could present on how budgets are developed.
- Encourage faculty leaders to observe Board meetings and committee meetings, where appropriate.

## **5. Develop deliberate ways to increase social capital between Board members and members of the faculty.**

As Board members, faculty members, and administrators work together, they will naturally develop social capital. But social capital also can be developed and deepened outside of the formal shared-governance process. Consider these possible practices:

- With faculty members' permission (and not regularly), consider inviting Board members to a faculty meeting, followed by a reception. Board members usually are impressed with the quality of deliberation at these meetings, just as faculty members usually are impressed with the quality of deliberation at Board meetings.
- If the institution has a required first-year book to read, consider providing the book to the Board with an opportunity before or after the Board meeting to discuss the book with members of the faculty.
- Seat Board members and faculty members in the same area at athletic events, concerts, and other special occasions, and at Board meetings and dinners where both are present.
- Publish trustee and faculty leadership biographies. Let faculty members know that Board members may be available as guest lecturers in classes that touch on their areas of expertise.
- Invite a Board member to participate in part of a study-abroad program or field trip for students.
- Invite Board members to celebrations of student and faculty scholarship.
- Hold a reception during each Board meeting on campus to give the community the chance to get to know the Board, and vice versa.

Following such practices can help institutions build the trust and respect needed to sustain shared governance through good and bad times. In doing so, the institution moves from the traditional approach of shared governance to the more dynamic approach of shared responsibility.

**Board of Governors Meeting**

July 11, 2019

**SUBJECT:** Election of Officers (ACTION)

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**UNIVERSITIES AFFECTED:** All

**BACKGROUND:** The Board of Governors bylaws calls for the annual election of officers at the third quarterly meeting of each calendar year. The term of office of each officer shall commence upon election and continue until his/her successor is chosen and assumes office. The chair of the Governance and Leadership Committee will moderate the elections process.

The officers of the Board of Governors include a chairperson and two vice chairpersons. The Board may, from time to time, establish other offices needed to carry out the functions of the Board. In accordance with the provisions of Act 188, neither the Governor, Secretary of Education, their designees, nor any member of the General Assembly may be elected to these offices.

**Motion:** That the Board of Governors elects the following members to serve as officers for the 2019/20 year; to include \_\_\_\_\_ as Chair, \_\_\_\_\_ as Vice Chair, and \_\_\_\_\_ as second Vice Chair.

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**Supporting Documents Included:** Board of Governors Bylaws

**Other Supporting Documents Available:** N/A

**Reviewed by:** N/A

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**Effective:** April 26, 1983

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## **BYLAWS**

**See Also:**

**Adopted:** April 26, 1983

**Amended:** Oct. 21, 1986; July 19, 1988; Oct. 17, 1991;  
July 15, 1993; Oct. 20, 1994; Jan. 16, 1997; April 10, 2003; July 7, 2014; January 8, 2018

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1. **Preamble:** These bylaws are established by the Board of Governors of the Pennsylvania's State System of Higher Education (Board) for the internal organization, governance, and management of the Board and to facilitate the effective discharge of its powers and duties.
2. **General Powers:**
  - 2.1 **Membership:** The composition of the membership of the Board, the terms of office, and the conditions of membership are provided in Act 188, as amended.
  - 2.2 **Exercise of Powers:** Powers vested in the Board shall be discharged by the Board. No individual Board member shall speak nor act on behalf of the Board without formal authorization by the Board.
  - 2.3 **Executive Committee:** The Executive Committee of the Board shall be authorized to act for the Board between public meetings on matters of urgency requiring immediate action. Actions taken by the Executive Committee shall be subject to ratification by the full membership of the Board at the next regular meeting of the Board.
  - 2.4 **Expenses of Members:** Board business-related and travel expenses, including lodging and meals encountered in connection with meetings of the Board or duly constituted committees thereof, shall be reimbursable at rates established by Board policy.
3. **Meetings:**
  - 3.1 **Regular Meetings:** The Board shall meet at least quarterly each year, the dates and places of such meetings to be approved for each year at the last meeting of the preceding year.
  - 3.2 **Special Meetings:** Special meetings of the Board may be called for any purpose by the chairperson, the chancellor, or upon written request from six other members of the Board. Members shall state the purpose of the requested meetings.

- 3.3 Executive Sessions:** Executive sessions of the Board may be convened in accordance with the Sunshine Act (65 Pa.C.S. § 701, *et seq.*).
- 3.4 Meeting Schedules:** The chancellor shall prepare an annual schedule of regular meetings, conferences, and—to the extent feasible—committee meetings, which shall be disseminated to Board members and published in accordance with the Sunshine Act. Board meetings shall normally be held at Dixon University Center in Harrisburg. A team of members of the Board shall periodically visit the campus of each university of the State System.
- 3.5 Notice:** The chancellor shall give each Board member at least seven days written notification of regularly scheduled meetings and 24 hours notification of special meetings. Notifications of special meetings may be made by any written or electronic means. Notifications of emergency meetings also may be disseminated by the same means.

The chancellor shall advertise public meetings in accordance with the Sunshine Act (65 Pa.C.S. § 701, *et seq.*).

- 3.6 Agendas:** The chancellor, in consultation with the Board, shall prepare written agendas for all meetings. Written agendas shall be transmitted along with notifications of regularly scheduled meetings and—to the extent feasible—shall be transmitted for special and emergency meetings as well. The chancellor shall transmit communications to Board members' official addresses. A consent agenda may be utilized at the discretion of the Board chairperson. Members may request individual items be moved from the consent agenda at any time prior to the approval of the consent agenda. Such a request does not require a motion nor the consent of the chairperson.
- 3.7 Quorum:** Eleven members attending shall constitute a quorum for transaction of business at public meetings of the full Board. A majority of committee members shall constitute a quorum for transaction of business at public meetings of Board committees.
- 3.8 Voting:**
- a. Proxy voting shall not be permitted.
  - b. Votes by acclamation shall be permitted, unless otherwise requested by a Board member prior to the vote being taken.
  - c. Abstentions shall be permitted only when a member identifies a conflict of interest or a direct personal or pecuniary interest in connection with a vote on a matter before the Board.
  - d. Formal votes shall be taken on all matters requiring Board action. Voice votes or roll call votes may be used at the discretion of the chairperson, or upon the motion of a majority of Board members.
  - e. Any Board member attending telephonically or by other remote modality shall have his/her vote recorded via roll call vote in the event a voice vote is not unanimous.



**3.9 Adjourned Meetings:** The Board may adjourn any regular or special meeting to any date it may set. If a quorum is not present, any regular or special meeting may be adjourned by the members attending until a quorum shall be present.

**3.10 Minutes:** Written minutes of all public meetings shall be prepared and maintained by the chancellor in accordance with the Sunshine Act (65 Pa.C.S. § 701, *et seq.*). Minutes of each regular meeting and of subsequent special meetings shall be circulated for consideration of the members prior to the next regular meeting, at which time they shall be approved by the Board and attested to by the chancellor or the chancellor's designee.

**3.11 Public Comment:** A period of public comment shall be provided at any public meeting of the Board prior to the consideration of any item for action.

**4. System Office:** The System office, housing the Office of the Chancellor, shall be located at Dixon University Center, 2986 North Second Street, Harrisburg, Pennsylvania 17110-1200.

**5. Committees of the Board:**

**In General:** The Board shall create an Executive Committee, which shall have the authority to act for the Board, subject to ratification of all actions at the next regular meeting of the Board of Governors. The Executive Committee shall be composed of the officers of the Board and the chairpersons of committees established by the Board. The Board shall also establish other standing and special committees as necessary to carry out its functions. Annually, following the election of officers, the chairperson will make appointments to Board committees—including designation of committee chairperson and committee vice chairperson—subject to approval of the Board. The committee vice chairpersons shall perform the duties and have the powers of the committee chairperson during the absence or disability of the committee chairperson. The chairperson may make interim appointments to Board committees as necessary when vacancies arise. Interim appointments shall be subject to approval of the Board at the next public meeting of the Board.

All Board members are eligible to participate in committee deliberations, but the offering of motions and voting on committee business shall be confined to committee members. A majority of the members of a committee shall constitute a quorum for the transaction of business. The Board or the chairperson may, from time to time, authorize special committees with whatever membership is desired by the Board or the chairperson. Each standing or special committee shall report to the Board periodically or at the request of the chairperson of the Board.

The chairperson of the Board shall be an *ex officio* member of all committees with the authority to vote. The chancellor shall be an *ex officio* member of all committees without the right to vote.

**6. Officers and their Duties:**

**6.1 Officers:** The officers of the Board of Governors shall be the chairperson and two vice chairpersons. The Board may, from time to time, establish other offices

needed to carry out the functions of the Board. In accordance with the provisions of Act 188, neither the Governor, Secretary of Education, their designees, nor any member of the General Assembly may be elected to these offices.

- 6.2 Election and Term of Office:** The term of office of each officer shall commence upon election and continuing until his/her successor is chosen and assumes office. Officers shall be elected each year by the Board at the third quarterly meeting of each calendar year and may be re-elected.

Should either office of vice chairperson become vacant prior to the annual election of officers, the chairperson shall appoint a nominating committee of no fewer than three members of the Board, to report at the next regularly scheduled meeting.

- 6.3 Removal of Officers:** Officers may be removed at any time by the Board by the affirmative vote of 11 members of the Board.

- 6.4 Chairperson:** The chairperson shall preside at the meetings of the Board. The chairperson shall be an *ex officio* member of all committees with the authority to vote.

- 6.5 Vice Chairpersons:** The vice chairpersons shall perform the duties and have the powers of the chairperson during the absence or disability of the chairperson.

The chairperson shall have the authority to designate a vice chairperson to act on his/her behalf when temporarily unable to discharge his/her official duties.

In the event that the chairperson is unable to make such a designation, or if a vacancy occurs prior to the annual election of officers, the vice chairperson who is senior in service to that position shall assume the position of acting chairperson and shall appoint a nominating committee of no fewer than three members of the Board, to report at the next regularly scheduled meeting.

If both vice chairpersons were elected at the same time, the vice chairperson who has seniority in service as a member of the Board shall assume the position of acting chairperson.

If both vice chairpersons were confirmed by the Senate of Pennsylvania at the same time, they shall act as co-chairs until an election can be held.

- 7. Amendment of Bylaws:** These bylaws may be amended or repealed at any meeting by an affirmative vote of not less than 11 members of the Board.

The chancellor shall maintain a bylaws book in which all bylaws and any changes, additions, or deletions thereto shall be recorded.

- 8. Parliamentary Authority:** The rules contained in Robert's Rules of Order, most recently revised, shall govern the Board in all cases to which they are not inconsistent with the bylaws or any special rules of order of this Board.