

**Board of Governors
of the
Pennsylvania State System of Higher Education**

Meeting Minutes

186th Meeting
Friday, January 11, 2013
via conference call
Boardroom, First Floor
Administration Building
2986 North Second Street
Harrisburg, PA 17110-1201

3:00 p.m.

ATTENDING

Board of Governors:

Representative Matthew E. Baker
Ms. Jennifer G. Branstetter (designee for Governor Thomas W. Corbett)
Ms. Marie Conley (attended meeting at the Dixon Center)
Ms. Sara J. Dickson
Mr. Mark S. Grochocki (designee for Senator John T. Yudichak)
Representative Michael K. Hanna
Mr. Ronald G. Henry
Mr. Kenneth M. Jarin
Mr. Jonathan B. Mack
Mr. Guido M. Pichini (Chair) (attended meeting at the Dixon Center)
Mr. Harold C. Shields
Mr. Robert S. Taylor
Secretary Ronald J. Tomalis
Mr. Aaron A. Walton
Mr. David F. Wolfe

Ms. Laura E. Ellsworth, Ms. Bonnie L. Keener, Mr. Joseph F. McGinn, and Senator John T. Yudichak were absent.

Office of the Chancellor:

Ms. Karen S. Ball
Dr. John C. Cavanaugh (Chancellor)
Mr. Gary K. Dent
Dr. Peter H. Garland
Mr. Leo Pandeladis

In attendance from the Office of the Chancellor: Douglas J. Fiore, Audrey J. Guistwhite, Kenn D. Marshall, and Cathleen A. McCormack.

Chairman Pichini called the meeting to order at 3:00 p.m.

Attendance taken at the direction of the Chairman established that a quorum of the Board was present.

Chairman Pichini noted there were two items to recommend to the Board for approval.

Chairman Pichini moved **THAT THE BOARD OF GOVERNORS APPROVE POLICY 2013-01: PROCESS FOR APPOINTMENT OF PASSHE CHANCELLOR.** (Attachment #1)

Members discussed the scope of the policy and the drafting process. The drafting committee obtained historical information from John K. Thornburgh of Witt/Kieffer regarding the last Chancellor search. Mr. Taylor inquired whether such participation constituted a conflict of interest. Ms. Marie Conley, Chair of the Human Resources Committee, assured the Board members that Mr. Thornburgh would not be given preference when selecting the consultant for the chancellor search.

Mr. Gary Dent said he has a list of the consultants PASSHE uses for searches and would provide a list of the vendors.

The question was asked if the policy would be available to anyone. Ms. Conley informed the Board members the policy would be posted on PASSHE's website.

Chairman Pichini acknowledged the letter from Dr. Steve Hicks, President of APSCUF, regarding APSCUF's input on the chancellor search process.

Chairman Pichini said he would chair the Chancellor Search Committee and Mr. Gary Dent would be the staff liaison.

The motion passed unanimously.

Chairman Pichini moved **THAT THE BOARD OF GOVERNORS APPROVE THE STANDING COMMITTEE ASSIGNMENTS AS SHOWN IN THE STANDING COMMITTEE ASSIGNMENTS DOCUMENT DISTRIBUTED VIA EMAIL ON JANUARY 4, 2013.** (Attachment #2)

The motion passed with one abstention.

Chairman Pichini said the Board would go into Executive Session to discuss personnel issues and no action would be taken.

Executive Session convened at 3:24 p.m.

Executive Session adjourned at 4:04 p.m.

The Board meeting reconvened at 4:05 p.m.

PUBLIC COMMENTS

No public comments.

ADJOURNMENT

There being no further items of business to come before the Board, Chairman Pichini adjourned the meeting at 4:06 p.m.

ATTEST:

Peter H. Garland
Secretary to the Board



(Attachment #1)

PA State System of Higher Education Board of Governors

Effective: January 11, 2013

Page 1 of 4

Policy Number 2013-01: *Process for Appointment of PASSHE Chancellor*

See Also:

Adopted: January 11, 2013

Amended:

A. Purpose

To prescribe the method and process by which chancellor candidates are identified, recruited and by which an appointment is made by the Board of Governors (hereinafter Board), pursuant to Act 188 of 1982 at 24 P.S. § 2006-A (1).

B. Search Organization

1. Chancellor Search Committee

Upon notice that the Chancellor position is or will become vacant, the Board Chairperson shall appoint a Chancellor Search Committee, which will consist of all members of the Executive Committee, subject to section B4 of this policy. The Board Chairperson will chair the Chancellor Search Committee or designate a member of the Executive Committee to serve as chair.

2. Staff Liaison

The Board Chairperson shall appoint an Office of the Chancellor staff liaison to support the Chancellor Search Committee as a non-voting participant. The role of the staff liaison is to assist the Board in conducting the search in accordance with pertinent laws, policies and principles. The staff liaison will be particularly attentive to relevant provisions of Act 188, Board expectations of the Chancellor, diversity, compensation and benefit practices and sound executive search practices.

3. Consulting Expertise

Subject to the approval of the Chairperson of the Board, the Chancellor Search Committee shall select a consulting firm from the Office of the

Chancellor's approved search consulting firm list maintained by the procurement office. The consulting firm will assist in all aspects of the search process, including assistance in planning for the search, undertaking a leadership needs assessment, proactively recruiting a deep and diverse pool of candidates and assisting with candidate assessment. In addition, the consulting firm will be responsible for receiving applicant information and assisting the Chancellor Search Committee in conducting reference checks and background checks.

4. Chancellor Search Committee Expectations

Upon accepting the invitation to serve on the Chancellor Search Committee, each member must formally sign a code of ethics statement that stipulates the expectations for his or her service on this committee. This code of ethics addresses the following topics:

- a. **Confidentiality** – Preserving confidentiality in the search for a Chancellor is essential to recruiting and retaining the most qualified candidates. All applications and deliberations about individual applications shall remain wholly confidential until the appointment of a new Chancellor is publicly announced. Each member of the search committee must agree to maintain this confidentiality. The Chancellor Search Committee Chair may at his or her sole discretion remove from the committee any member who violates confidentiality.

Results of reference, criminal and credit background checks and degree verification information collected by the search consulting firm for candidates invited to interview at the Office of the Chancellor will be provided confidentially to the Chair of the Chancellor Search Committee and the staff liaison. To further ensure confidentiality, contact will not be made with the candidates' current place of employment as part of the routine background information.

- b. **Attendance at Meetings** - Regular attendance and participation in Chancellor Search Committee meetings by all committee members is essential to the search process. Therefore, any committee member who is absent from two consecutive meetings of the Chancellor Search Committee may be excused from the committee by the Chair. A member excused by the Chair may be replaced at the discretion of the Chair with a member of the Board.
- c. **Communications** - The Chancellor Search Committee Chair will issue appropriate reports to the Board and PASSHE community notifying them about committee membership, meeting dates, deadlines and the overall progress of the search. Only the Chancellor Search Committee Chair or the Chairperson of the Board is authorized to speak on behalf of the Board about the search process or progress.

- d. **Chancellor Involvement** - The retiring, separating or interim Chancellor shall have no direct involvement in the appointment of the new Chancellor.

C. Search Process

With the assistance of the search consulting firm, the Chancellor Search Committee will oversee the following core components of the search process:

1. **Leadership Profile** - The Chancellor Search Committee will proactively seek the opinions of key PASSHE stakeholders (chosen based on their knowledge of PASSHE and higher education in general) regarding the leadership priorities for the next Chancellor and the preferred professional qualifications and personal qualities. This outreach should include, but not be limited to, the following stakeholders:

- Members of the Board
- Executive Board of the Pennsylvania Association of Councils of Trustees (PACT)
- Chairs of the Councils of Trustees or designees
- Office of the Chancellor staff
- PASSHE university Presidents
- Leadership of PASSHE university faculty and university senates
- Leadership of PASSHE collective bargaining units
- PASSHE university student leaders
- Representatives of the PASSHE Foundation
- Commonwealth policy stakeholders and government officials.

The insights gained from meetings and conversations with these PASSHE stakeholders will be reflected in the PASSHE Chancellor Leadership Profile, which will be prepared with the assistance of the search consulting firm and formally approved by the Chancellor Search Committee. This document will be made available to the public, and will serve as the principal recruiting resource in attracting candidates to the position.

2. **Candidate Recruiting and Assessment** - The Chancellor Search Committee, with the assistance of the search consulting firm, shall invite applications, conduct preliminary screening interviews, invite certain applicants for off-site interviews, invite leading applicants to confidential meetings with the Board and other selected constituents and report its findings and recommendations to the Board.

D. Selection Procedure

1. The Chancellor Search Committee Chair shall present to the Board the names and dossiers of at least three candidates. The Chancellor Search Committee may confidentially share other information and evaluative material with the Board.
2. If one of the candidates withdraws from consideration after the report is made to the Board, the Board Chairperson, in consultation with the Executive Committee, will have the option to proceed with the search to conclusion or terminate the search and begin the process again.
3. The Board shall interview the recommended candidates and select the Chancellor. However, in the absence of a quorum of the Board, the Executive Committee may interview the recommended candidates and select the Chancellor. All interviews and deliberations will be conducted in Executive Session.
4. With the direction of the Board following its interviews and deliberations, the Chairperson of the Board will be charged to negotiate an appropriate employment agreement with a preferred candidate, provisions of which will include compensation, benefits and other related perquisites.
5. Upon the agreement on the terms of an employment agreement for the preferred candidate, the Board will meet in public session to formally vote on this appointment. Assuming a favorable vote, the employment agreement will be formally executed with the selected candidate. The Board Chairperson will coordinate the notification of this appointment with PASSHE's constituents and the appropriate public announcements.

E. Effective Date:

Effective Immediately.



PASSHE Board of Governors' Standing Committee Assignments

(Attachment #2)

Academic and Student Affairs

Walton, Aaron A. (*Chair*)
Baker, Representative Matthew E.
Dickson, Sara J.
Tomalis, Secretary Ronald J.
Pichini, Guido M. (*ex officio*)
Howard-Vital, Michelle R. (*non-voting president liaison*)

Audit

McGinn, Joseph F. (*Chair*)
Jarin, Kenneth M.
Mack, Jonathan B.
Yudichak, Senator John T.
Pichini, Guido M. (*ex officio*)
Ruud, William N. (*non-voting president liaison*)

Executive

Pichini, Guido M. (*Chair*)
Conley, Marie
Henry, Ronald G.
Mack, Jonathan B.
McGinn, Joseph F.
Walton, Aaron A.

External and Public Relations

Mack, Jonathan B. (*Chair*)
Conley, Marie
Keener, Bonnie L.
McGinn, Joseph F.
Taylor, Robert S.
Pichini, Guido M. (*ex officio*)
Weisenstein, Greg R. (*non-voting president liaison*)

Finance, Administration, and Facilities

Henry, Ronald G. (*Chair*)
Branstetter, Jennifer G. (*Designee for Governor Thomas W. Corbett*)
Ellsworth, Laura E.
Hanna, Representative Michael K.
Jarin, Kenneth M.
Shields, Harold C.
Wolfe, David F.
Pichini, Guido M. (*ex officio*)
Soltz, David L. (*non-voting president liaison*)

Human Resources

Conley, Marie (*Chair*)
Branstetter, Jennifer G. (*Designee for Governor Thomas W. Corbett*)
Henry, Ronald G.
Jarin, Kenneth M.
Shields, Harold C.
Walton, Aaron A.
Pichini, Guido M. (*ex officio*)
Cevallos, F. Javier (*non-voting president liaison*)

Updated: January 3, 2013