

Board of Governors of Pennsylvania's State System of Higher Education

Meeting Minutes

202nd Meeting
Monday, July 7, 2014
Boardroom, First Floor
Administration Building
2986 North Second Street
Harrisburg, PA 17110-1201

1:30 p.m.

ATTENDING

Board of Governors:

Representative Matthew E. Baker
Jennifer G. Branstetter (designee for Governor Thomas W. Corbett) (via conference call)
Marie Conley
Carolyn C. Dumaresq, Acting Secretary of Education
Christopher H. Franklin
Todd M. Garrett
Chelsea E. Getsy
Mark Grochocki (Senator Yudichak's designee)
Representative Michael K. Hanna (via conference call)
Ronald G. Henry
Jonathan B. Mack
David M. Maser
Joseph F. McGinn
Guido M. Pichini (Chair)
Chad G. Reichard (Senator Alloway's designee)
Robert S. Taylor
Aaron A. Walton

Senator Richard L. Alloway, II, Laura E. Ellsworth, and Senator John T. Yudichak were absent.

Office of the Chancellor:

Frank T. Brogan (Chancellor)
James S. Dillon
Peter H. Garland
Randy A. Goin, Jr.
Kathleen M. Howley
Andrew C. Lehman

Also in attendance from the Office of the Chancellor: Alicia A. Brumbach, Ginger S. Coleman, Steven R. Dupes, Audrey J. Guistwhite, Gloria F. Hess, Jennifer E. Hoover-Vogel, Lois M. Johnson, Kenneth D. Marshall, Cathleen A. McCormack, Charlotte L. Osmolenski, Georgia K. Prell, Victoria L. Sanders, Dean A. Weber, and Eric J. Zeglen.

University presidents in attendance: Acting President Phyllis W. Dawkins, Michael A. Driscoll, Michael Fiorentino, Jr., Interim President George F. “Jody” Harpster, Francis L. Hendricks, Interim President Geraldine M. Jones, Cheryl J. Norton, David L. Soltz, Acting President Carlos Vargas-Aburto, Greg R. Weisenstein, Marcia G. Welsh, Karen M. Whitney, and Julie E. Wollman.

President John M. Anderson was absent.

Also present were Jennifer S. Hartman, Chief Executive Officer, PASSHE Foundation Board, and Dr. William B. McIlwaine.

Chairman Pichini welcomed Dr. Phyllis W. Dawkins, as Acting President of Cheyney University, and Dr. Carlos Vargas-Aburto as Acting President of Kutztown University.

Chairman Pichini called the meeting to order at 1:35 p.m.

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

BOARD ACTION

Chairman Pichini noted there was one information item: Recommendations on Committee Structure.

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

Chairman Pichini moved **THAT THE BOARD OF GOVERNORS APPROVE THE ATTACHED REVISIONS TO THE BOARD OF GOVERNORS’ POLICY: *BYLAWS*** (Attachment #1)

The motion passed unanimously.

Chairman Pichini moved **THAT THE BOARD OF GOVERNORS APPROVE THE NOMINATING COMMITTEE’S RECOMMENDATION OF BOARD OFFICERS.**

Guido M. Pichini, Chair
Ronald G. Henry, Vice Chair
Laura E. Ellsworth, Vice Chair

The motion passed unanimously.

Chairman Pichini recognized Dr. William McIlwaine noting that he has contributed greatly to Millersville University, to the State System, and to his country as highlighted below.

- Professor at Millersville University
- A member of the university’s Council of Trustees since 1995 and Treasurer of PACT for the last decade.
- Dr. McIlwaine is Mr. Millersville

- Served in the United States Army during World War II as a member of the 80th Infantry Division.
 - Bill fought in the Battle of the Bulge, the largest land battle in the war.
 - Participated in the liberation of Ebensee, a forced labor camp run by the Nazis in Austria.

Chairman Pichini read into the record the resolution honoring Dr. William McIlwaine.

Chairman Pichini moved **THAT THE BOARD OF GOVERNORS APPROVE THE RESOLUTION.** (Attachment #2)

The motion passed unanimously.

Chairman Pichini adjourned the meeting at 2:11 p.m.

Chairman Pichini started the committee meetings.

ATTEST: _____
Randy A. Goin, Jr.
Chief of Staff

The webcast link for the July 7, 2014 Board meeting.

<http://ducmediasite.passhe.edu/Mediasite/Play/aaa8f6a75cc34bf68009358209701bc41d>



PA State System of Higher Education Board of Governors

Effective: April 26, 1983

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BYLAWS

See Also:

Adopted: April 26, 1983

Amended: October 21, 1986; July 19, 1988; October 17, 1991;
July 15, 1993; October 20, 1994; January 16, 1997; ~~and~~ April 10, 2003, and July 7, 2014

1. **Preamble:** These bylaws are established by the Board of Governors of the Pennsylvania 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 Law (65 P.S. § 271, *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 Law. 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 Law (65 P.S. § 271, *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.
- 3.7 **Quorums:** Eleven members present shall constitute a quorum for transaction of business at public meetings of the full Board. A majority of 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. ~~When~~ 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; ~~he/she shall abstain from voting.~~

~~e.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.e.~~ Any Board member participating telephonically or by other remote modality shall have his/her vote recorded via roll call vote. ~~Roll-call votes shall be taken on all votes taken during telephonic meetings.~~

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 Law (65 P.S. § 271, *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 committee chairpersons. 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 ~~of the Board and the chancellor shall consult with each member~~ will make appointments to Board committees-including designation of committee chairperson-subject to approval of the Board ~~regarding committee preferences.~~ Appointments The chairperson may make interim appointments to Board committees ~~shall be subject to ratification by the full membership of the Board 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 ~~on July 1st~~ 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 ~~fiscal~~ 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 ~~and shall appoint the chairpersons and members of all committees, subject to the approval of the Board.~~ [NOTE: THIS WAS MOVED TO SECTION 5] The chairperson shall be an *ex officio* member of all committees with the authority to vote.

~~The chairperson, with the concurrence of the Board, shall appoint at the last regularly scheduled meeting of the fiscal year, four governors to serve on the Board of Directors of the Fund for the Advancement of the State System of Higher Education, Incorporated.~~

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.



Resolution Honoring Dr. William B. McIlwaine for His Outstanding Academic and Military Service

WHEREAS, Dr. William B. McIlwaine has had a long and distinguished association with Millersville University of Pennsylvania and the Pennsylvania State System of Higher Education, as both a faculty member and a university trustee; and

WHEREAS, as a professor at Millersville, Dr. McIlwaine served as the first chair of the Department of Earth and Space Science, as chair of the Department of Elementary and Early Childhood Education, and as the university's first director of grants and awards; and

WHEREAS, Dr. McIlwaine has served as a member of the Millersville University Council of Trustees since 1995 and as the longtime treasurer of the Pennsylvania Association of Councils of Trustees (PACT); and

WHEREAS, prior to his attending Boston University, where he earned his bachelor's master's, and doctoral degrees, Dr. McIlwaine served in the United States Army; and

WHEREAS, as a member of the Army's 80th Infantry Division, Dr. McIlwaine fought in the Battle of the Bulge in World War II, where he and his fellow troops contained an important crossroads during the six-week confrontation that was the largest and bloodiest land battle of the war; and

WHEREAS, later in the war, he participated in the liberation of Ebensee, a forced labor camp run by the Nazis in Austria; and

WHEREAS, for his service in the military, Dr. McIlwaine earned the Bronze Star, the Purple Heart, the Combat Infantry Badge and four Theatre of Operation Stars;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Governors of the Pennsylvania State System of Higher Education recognizes the many career accomplishments of Dr. William B. McIlwaine throughout his lifetime and honors and thanks him for his outstanding courage and commitment to defending freedom as a soldier in the U.S. Army nearly 70 years ago.

Unanimously adopted by the Board
July 7, 2014

Guido M. Pichini, Chairman