

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

Meeting Minutes

218th Meeting
Wednesday, October 7, 2015
Boardroom, First Floor
Administration Building
2986 North Second Street
Harrisburg, PA 17110-1201

1:30 p.m.

ATTENDING

Board of Governors:

Marie Conley (via phone)
Wil Del Pilar (Secretary of Education's designee)
Sarah E. Galbally (Governor Wolf's designee)
Thomas J. Gombar (Senator Schwank's designee) (via phone)
Ronald G. Henry
Jonathan B. Mack
David M. Maser
Daniel P. Meuser
Guido M. Pichini (Chair)
Chad G. Reichard (Senator Alloway's designee)
Senator Judith L. Schwank (via phone)
Harold C. Shields
Robert S. Taylor
Adam N. Wagonseller (Representative Hanna's designee) (via phone)
Aaron A. Walton

Senator Richard L. Alloway, II, Representative Matthew E. Baker, Jane M. Earll, Christopher H. Franklin, Representative Michael K. Hanna, and Secretary of Education Pedro A. Rivera 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, Yvonne M. Grier, Audrey J. Guistwhite, Gloria F. Hess, Jennifer E. Hoover-Vogel, Lois M. Johnson, Linda L. Lamwers, Kenneth D. Marshall, Dennis H. Mathes, Sue Mukherjee, Charlotte L. Osmolenski, Georgia K. Prell, Lisa A. Sanno, Alan W. Shay, Dean A. Weber, Eric J. Zeglen.

Also in attendance: Jennifer S. Hartman, Chief Executive Officer, PASSHE Foundation.

University Presidents in attendance: John M. Anderson, Michael A. Driscoll, Michael Fiorentino, Jr., George F. "Jody" Harpster, Kenneth S. Hawkinson, Francis L. Hendricks, Interim President Geraldine M. Jones, Cheryl J. Norton, Interim President Frank G. Pogue, David L. Soltz, Greg R. Weisenstein, Marcia G. Welsh, Karen M. Whitney, and Julie E. Wollman.

Chairman Pichini called the meeting to order at 1:32 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 were two action items to recommend to the Board for approval.

Chairman Pichini moved **THAT THE BOARD OF GOVERNORS APPROVE THE RESOLUTION HONORING THE 150TH ANNIVERSARY OF KUTZTOWN UNIVERSITY OF PENNSYLVANIA.** (Attachment #1)

The motion passed unanimously. Vote: YES – 11; NO 0

Chairman Pichini moved **THAT THE BOARD OF GOVERNORS APPROVE THE AMENDMENT TO THE PENNSYLVANIA'S STATE SYSTEM FOUNDATION BYLAWS AS NOTED: THESE BYLAWS MAY BE ALTERED, AMENDED OR REPEALED AND NEW BYLAWS MAY BE ADOPTED BY FIRST, THE VOTE OF TWO-THIRDS OF THE DIRECTORS OF THE FOUNDATION, THEN IN OFFICE AT ANY REGULAR OR SPECIAL MEETING DULY CONVENED AFTER NOTICE.** (Attachment #2)

The motion passed unanimously. Vote: YES – 11; NO 0

ADJOURNMENT

Chairman Pichini adjourned the meeting at 1:41 p.m.

ATTEST: _____
Randy Goin, Jr.
Chief of Staff

The webcast link for the October 7, 2015 Board meeting.

<http://ducmediasite.passhe.edu/Mediasite/Play/00c3293437114944988669d2744b0bb91d>



Resolution Honoring the 150th Anniversary of Kutztown University of Pennsylvania

WHEREAS, Kutztown University of Pennsylvania was founded in 1866 by the residents of the East Penn Valley as the Keystone Normal School, and in 1928 became Kutztown State Teachers College; and

WHEREAS, the institution was renamed Kutztown State College in 1960 and was empowered to award undergraduate and graduate degrees in the liberal arts and the professions, then was renamed Kutztown University of Pennsylvania in 1983; and

WHEREAS, Kutztown University of Pennsylvania is now a comprehensive university, comprising four colleges—Business, Education, Liberal Arts and Sciences, and Visual and Performing Arts—offering undergraduate and graduate programs to 9,000 students in a wide range of studies, including a new Doctorate of Social Work, while preparing individuals for successful lives and careers; and

WHEREAS, Kutztown University of Pennsylvania has been recognized consistently by *The Princeton Review* as a “Best in the Northeast” and by *U.S. News & World Report* as a “Best Regional University,” and

WHEREAS, Kutztown University of Pennsylvania brings state, regional, national, and international recognition to Pennsylvania’s State System of Higher Education and the Commonwealth through the outstanding achievements of its alumni and its outstanding academic programs; and

WHEREAS, Kutztown University of Pennsylvania is a major economic driver in its region, generating nearly \$560 million in economic activity annually and ranking as the 18th largest employer in Berks County while elevating the cultural and social experiences of its citizens; and

WHEREAS, Kutztown University of Pennsylvania is celebrating the 150th anniversary of its founding;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Governors of Pennsylvania’s State System of Higher Education recognizes and celebrates Kutztown University of Pennsylvania on this historic milestone, and looks forward to the beginning of its next 150 years.

Unanimously adopted by the Board
October 7, 2015

A handwritten signature in black ink, appearing to read "Guido M. Pichini".

Guido M. Pichini, Chairman

PENNSYLVANIA'S
STATE SYSTEM
OF HIGHER EDUCATION
FOUNDATION

October 1, 2015

CHAIR

Mr. Kim E. Lyttle

VICE CHAIR

Ms. Sandra Loy-Bell

SECRETARY

Ms. Marion C. Alexander

TREASURER

Ms. Kelly S. Lieblein

ASSISTANT TREASURER

Mr. Nelson A. Swarts

MEMBERS AT LARGE

Ms. Tiffany Baehman

Mr. John Bolger

Ms. Barbara J. Bowker

Ms. Marcella Daniels

Mr. Nathan C. Douty

Mr. Wayne G. Failor

Dr. Peter H. Garland

Mr. Michael H. Gossert

Mr. John Havas, Esq.

Mr. Jason Klipa

Ms. Christine M. Martin

Ms. Lynn Miller

Mr. Michael Varano

PRESIDENT/CEO

Ms. Jennifer S. Hartman

Mr. Guido Pichini, Chair
Board of Governors
Pennsylvania's State System of Higher Education
2986 N. 2nd Street
Harrisburg, PA 17110

Dear Mr. Pichini:

Thank you for attending the State System Foundation's Board of Directors' meeting last Wednesday. We enjoyed having you with us.

As you know, the Board voted on September 23rd to approve amendments to its Bylaws to comport with the System's and our Foundation's recent name change. It also voted to amend Article XIII – Amendments, paragraph 13.1, of the Bylaws thereby deleting the requirement that the System's Board of Governors is needed to vote approval of any amendments to the Foundation's Bylaws. This vote was consistent with our efforts to comply with the System's policy to separate itself from Foundation governance.

Article XIII formerly read:

"These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by, first, the vote of two-thirds of the Directors of the Foundation, then in office at any regular or special meeting of the duly convened after notice and second, the consent thereto by the Board of Governors of the Pennsylvania State System of Higher Education."


Article XIII now reads:

"These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by, first, the vote of two-thirds of the Directors of the Foundation, then in office at any regular or special meeting duly convened after notice."

Please advise of your formal view of this vote, or of your Board's vote if necessary, on our Bylaw amendments. If you approve our vote to delete the need for your Board's participation in our Bylaw amendment process, we will interpret your decision as no longer raising this issue in the future.

Thank you for your consideration.

Kind regards,


Jennifer S. Hartman

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