

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

**Meeting Minutes**

250th Meeting  
Monday, January 8, 2018  
Boardroom, First Floor  
Administration Building  
2986 North Second Street  
Harrisburg, PA 17110-1201

via Conference Call

9:00 a.m.

**ATTENDING**

**Board of Governors:**

Senator Ryan P. Aument  
Audrey F. Bronson (attending meeting in Center City, Philadelphia)  
Secretary Sarah E. Galbally (Governor Wolf's designee)  
Molly E. Gallagher  
Donald E. Houser, Jr.  
David M. Maser (Vice Chair) (attended meeting in Center City, Philadelphia)  
Marion D. Moskowitz (attended meeting in Center City, Philadelphia)  
Thomas S. Muller (attended meeting at the Dixon Center)  
Noe Ortega (Secretary of Education's designee)  
Senator Judith L. Schwank  
Cynthia D. Shapira (Chair)  
Harold C. Shields  
Samuel H. Smith  
Brian H. Swatt  
Adam N. Wagonseller (Representative Hanna's designee)  
Neil R. Weaver

Representative Matthew E. Baker, Representative Michael K. Hanna, Shaina M. Hilsey, Pedro A. Rivera, Secretary of Education, and Barbara McIlvaine Smith were absent.

**Office of the Chancellor:**

Karen M. Whitney, Interim Chancellor  
James S. Dillon  
Randy A. Goin Jr.  
Kathleen M. Howley (attended meeting in Center City, Philadelphia)  
Andrey C. Lehman

In attendance from the Office of the Chancellor: Guilbert L. Brown, Stephen R. Dupes, Audrey J. Guistwhite, Lois M. Johnson, Kenn D. Marshall, Sue Mukherjee, Victoria L. Sanders, Lisa A. Sanno, Dean A. Weber, and Eric J. Zeglen.

Chairwoman Shapira called the meeting to order at 9:33 a.m.

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

## **PUBLIC COMMENTS**

Public comments were provided by Dr. Ken Mash, President of APSCUF (Attachment #1)

Chairwoman Shapira noted that the Board had two action items to recommend to the Board for approval.

Chairwoman Shapira moved **THAT THE BOARD OF GOVERNORS APPROVE THE REVISED STANDING COMMITTEE STRUCTURE AND MEMBER ASSIGNMENTS AS OUTLINED IN THE AGENDA MATERIALS AND AUTHORIZES THE BOARD CHAIRPERSON—IN CONSULTATION WITH THE COMMITTEE CHAIRPERSON—TO MODIFY THE COMMITTEE CHARGES AS DEEMED APPROPRIATE.** (Attachment #2)

The motion passed unanimously. Vote: Yes – 15; No – 0

Chairwoman Shapira moved **THAT THE BOARD OF GOVERNORS APPROVE THE REVISIONS TO ITS BYLAWS AS OUTLINED IN THE AGENDA MATERIALS.** (Attachment #3)

The motion passed unanimously. Vote: Yes – 14; No – 0

## **ADJOURNMENT**

There being no further items of business to come before the Board, Chairwoman Shapira adjourned the meeting at 9:56 a.m.

ATTEST: \_\_\_\_\_  
Randy Goin Jr.  
Chief of Staff

Comments by Dr. Ken Mash, President of APSCUF, on January 8, 2018

I just want to briefly speak. I've been getting a lot of comments ... this is Ken Mash, by the way, APSCUF president. I wanted to briefly speak about the fact that there's some concern among faculty at the System that as the System is undergoing some changes and reviews of different policies and as the search goes on for the new chancellor that there seems to be a lot that's changing, and that could be very good that it's changing, and even the structure of this Board meeting, which can be good, too, that the concern is that some of the faculty are feeling left out of the loop as far as things like reviewing board policy and what the structure of the system is.

I just want to remind people and tell people, for those who don't know, APSCUF has been around for 80 years. In 1982, when Act 188 was put into place, APSCUF was very much involved in the creation of the System. APSCUF was involved even before that in professionalizing our universities. It was APSCUF that pushed for various pieces of legislation that really structured, changed the structure of our teachers colleges and our colleges and then our universities — such things as making sure that there was such a thing as tenure, making sure that there were things such as levels of being an assistant professor and associate professor and the rest. And we have advocated for the System during the entire history of our organization and certainly during the entire history of the State System of Higher Education.

Thus, I think it's extremely important that faculty remain informed fully about what is going on and also be given every opportunity to participate when there are discussions that take place. And so I hope that as you formulate committees, to look at policies and structures, that there is the appropriate amount of opportunity for faculty to have their input, and of course we believe that the best method of doing that is to work through the faculties' elected leaders. We take it as a point of pride that when it comes to faculty unions across the country, membership rates at APSCUF are among the highest, if not the highest, in the country. The faculty have spoken again and again in believing that APSCUF is the best avenue for their voice to be heard.

Happy New Year, and I hope that we all have a very successful year, and most importantly, I hope that our students have a great success this year. Thank you.

## Standing Committees

### Student Success Committee

The Student Success Committee is focused on achieving the System's number one priority: ensuring all students graduate in a timely manner with a path forward that leads to individual fulfillment and career success. The committee provides strategic leadership and policy oversight of the academic programs and related student support services provided by the System's universities. More specifically, the committee's scope is focused on the policies and strategies that will support the universities in enabling student access and success, including degree programs/attainment, program approval process; strategic enrollment management; student support services; and other appropriate areas.

- **CHAIR** – David M. Maser
- **VICE CHAIR** – Marian D. Moskowitz
- Senator Ryan P. Aument
- Audrey F. Bronson
- Shaina M. Hilsey
- Representative Michael K. Hanna
- Secretary of Education Pedro A. Rivera
- Cynthia D. Shapira (ex officio)

### University Success Committee

The University Success Committee is focused on excellence in stewardship of our institutions. It provides strategic leadership and policy oversight to leverage university strengths that stimulate financial and operational longevity at the university and System level. The committee will foster collaboration among universities—and between universities and the System office—to provide the most efficient and effective academic/business models that prepare students for success. The committee's scope includes allocation and alignment of resources (financial, geographic, human, and physical) to promote collaboration, innovation, efficiency, and effectiveness; with a recognition of institutional and regional differences in needs, cost, price, and affordability.

- **CHAIR** – Thomas S. Muller
- **VICE CHAIR** – Neil R. Weaver
- Representative Matthew E. Baker
- Barbara McIlvaine Smith
- Secretary of Policy and Planning Sarah E. Galbally
- Brian H. Swatt
- Cynthia D. Shapira (ex officio)

### Governance and Leadership Committee

The Governance and Leadership Committee is focused on ensuring excellence and best practices in executive management of the System and its 14 universities. The committee 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 committee also reviews and recommends strategies for the recruitment, development, and retention of university presidents and oversees human resources policy on behalf of the Board of Governors.

- **CHAIR** – Harold C. Shields
- **VICE CHAIR** – Donald E. Houser Jr.
- Molly E. Gallagher

- Samuel H. Smith
- Sen. Judith L. Schwank
- David M. Maser
- Cynthia D. Shapira (ex officio)

### **Audit and Compliance Committee**

The Audit and Compliance Committee provides strategic leadership and policy oversight to ensure that System and university operations are conducted in accordance with internally established and externally mandated compliance standards. The committee will promote a continuously improving environment to achieve the System's goals and objectives by establishing expectations for: statutory and regulatory compliance, audit and risk assessment practices, operational integrity, and functional accountability. The committee serves as the principal point of contact between the Board of Governors and external auditors/regulators.

- **CHAIR** – Samuel H. Smith
- Sen. Judith L. Schwank
- Harold C. Shields
- Cynthia D. Shapira (ex officio)



## PA State System of Higher Education Board of Governors

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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 [Law 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 [Law 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 [Law 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 ~~present~~ [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 ~~participating~~ 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 ~~Law~~ 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~~ chairpersons 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.