



THE ROLE OF TRUSTEE

**IN PENNSYLVANIA'S STATE SYSTEM
OF HIGHER EDUCATION**

Revised May 2025



CONTENTS

Congratulations and Welcome from the Chancellor	3
Overview of Pennsylvania's State System of Higher Education	4
Pennsylvania Association of Councils of Trustees (PACT)	6
Personal Checklist for Trustees	7
The Trustee Appointment Process	8
A History of Trusteeship	9
Council Organization and Operation	10
Excerpts of Act 188—Sections Related to Trustees	11
The Roles of the Trustee: An Overview	12
APPENDIX.....	20
Appendix 1: Meeting Requirements.....	21
Appendix 2: Ethical and Legal Obligations.....	24
Appendix 3: Provision of Legal Services.....	27

CONGRATULATIONS AND WELCOME FROM THE CHANCELLOR

Dear Trustees:

To begin, let me thank you for your willingness to serve as a university trustee. As Pennsylvania's State System of Higher Education continues to transform itself in the interest of its students and of the Commonwealth we need you more than ever, and we welcome both your input and your support.

Higher education—especially public higher education—has the ability to transform lives. It represents the clearest path to a successful future for each of our 80,000+ students, and it is essential to the continuing economic and social well-being of our Commonwealth. Our students' success is the single most important objective of the State System and its universities.

Let me define that. It has to do with our students affordably acquiring a university degree or certificate and using that credential to participate effectively in the 21st century economy and make strong contributions to their families and their communities.

Your role as a university trustee is critically important to our achieving this single most important objective, and to ensuring we do it in a way that is financially responsible and sustainable for our universities.

As a trustee, you are one of 118 dedicated volunteers across Pennsylvania who have taken on this important responsibility. You are to be commended.

The Board of Governors and I welcome your partnership in the vital mission served by the State System and each of the universities. We are committed to working with you; to communicating with and listening to you; and to maintaining the appropriate balance between local decision making and system-wide collaboration.

We hope you will find your interaction with PACT and the information in this handbook useful as you carry out your duties as a trustee. Please know that we stand with you, ready to provide support to help in your role.

Sincerely,

A handwritten signature in black ink, reading "Chris Fiorentino". The signature is written in a cursive, flowing style.

Chris Fiorentino
Chancellor

OVERVIEW OF PENNSYLVANIA'S STATE SYSTEM OF HIGHER EDUCATION

The Pennsylvania's State System of Higher Education comprises 10 universities: Cheyney University, Commonwealth University (Bloomsburg, Lock Haven and Mansfield), East Stroudsburg University, Indiana University, Kutztown University, Millersville University, PennWest University (California, Clarion, Edinboro) Shippensburg University, Slippery Rock University and West Chester University. The Office of the Chancellor is located in Harrisburg.

Additionally, some universities within the State System have branch campuses and/or off campus teaching locations. During your Trustee orientation, it will be important to become familiar with any who may be a part of your extended university family. [[About the State System](#)].

Board of Governors

A 20-member Board of Governors is responsible for planning and coordinating development and operation of the State System and its 10 member universities. The Board establishes broad educational, fiscal and personnel policies, and oversees the efficient management of the State System. Among other tasks, the Board appoints the chancellor and university presidents, approves new academic programs, sets tuition, and coordinates and approves the annual State System operating budget.

Eleven Board members are appointed to four-year terms by the Governor of Pennsylvania; five of these must be trustees selected from among the membership of the Councils of Trustees of the State System universities. Their appointments are confirmed by the State Senate. Three students — appointed by the Board — serve until graduation. Four legislators are selected by the majority and minority leaders of the House of Representatives and Senate; their terms run concurrent with the legislative session. The Governor of Pennsylvania or a designee also is a Board member, as is the state secretary of education or a designee.

Local governance at each university is organized to meet the unique needs and culture of the institution. Shared governance involves trustees, the university president and cabinet, faculty, staff, and students in various constructs. Shared, effective governance is the key responsibility of all constituencies. [[Board of Governors](#)].

Mission

As established by the founding legislation, Act 188 of 1982, the primary mission of the State System "...is the provision of instruction for undergraduate and graduate students to and beyond the master's degree in the liberal arts and sciences, and in the applied fields, including the teaching profession." While the universities share a common mission, each also embraces specific missions in business, human services, public administration and/or technology. Additionally, the purpose of the System "...shall be to provide high quality education at the lowest possible cost to students."

Academic Programs

State System universities offer a wide range of programs leading to associate's, bachelor's, master's and doctoral degrees as well as undergraduate and graduate certificates and other credentials. These academic programs are designed to meet student demands as well as the current and emerging workforce needs of Pennsylvania and beyond. State System universities continue to expand opportunities for undergraduate and graduate research, international study, service-learning, and internships, all of which are critical to academic excellence and are designed to connect the classroom to the community. Collectively, the universities offer more than 813 degree and certificate programs (550 undergraduate and 263 graduate) in more than 248 academic areas.

The universities are fully accredited by the Middle States Association of Colleges and Schools. In addition, many specific academic programs have also received specialized national discipline specific accreditation.

PENNSYLVANIA ASSOCIATION OF COUNCILS OF TRUSTEES (PACT)

How PACT Helps You

The primary purpose of the Pennsylvania Association of Council of Trustees (PACT) is to:

- educate trustees on national trends in higher education
- apprise trustees of issues facing the State System
- foster a network of trustees
- provide trustee development opportunities

PACT conducts conferences, ZOOM sessions, and workshops focused on the items listed above and other issues that may arise throughout the year.

Association dues paid by each council cover the cost of the conferences and reimburse travel costs for trustees to attend. All trustees are encouraged to participate.

PACT's Executive Board assumes the major responsibility for planning the association's meetings and managing its business. The Board comprises one member of each of the 14 legacy campuses appointed or elected by each university council. The membership of the Board elects a President, First Vice President, Second Vice President, Secretary and Treasurer.

The Office of the Chancellor provides direct support to PACT, assisting with communications activities and maintaining an up-to-date database with information on terms, offices and contact information for all trustees of State System universities.

PERSONAL CHECKLIST FOR TRUSTEES

Just as trustees review the president's leadership and monitor the university's health, we have an obligation to evaluate our own performance, as a council and as individual council members. To support this evaluation, PACT has prepared the following checklist of suggestions to help with your development as a trustee.

Orientation to the Trustee Role

- ✓ Regards trusteeship as an honor and privilege, but one that entails provision of service to the Commonwealth.
- ✓ Refrains from using trusteeship for personal or political gain.

Preparation

- ✓ Learns about the university's history, mission, goals and distinctive features.
- ✓ Understands and supports the university's values, vision and strategic directions.
- ✓ Keeps up with national and state trends and issues in higher education.
- ✓ Understands the role of a trustee in general and the specific duties and powers Act 188 assigns to System trustees.
- ✓ Understands the nature, structure and mission of the State System and the roles of the Board of Governors, the Office of the Chancellor and the PACT Executive Board.

Expectations

- ✓ Studies background material and reports before trustee meetings.
- ✓ Comes to meetings prepared to ask questions and consider agenda items.
- ✓ Develops an understanding of the university's financial needs, the System's budget request forwarded annually to the governor and the General Assembly, and the university's fund-raising goals and strategies.
- ✓ Abides by the majority will of the trustees and does not take differences to the university community, the public or the media.
- ✓ Is prepared to advise and counsel other trustees and the university president, but refrains from interfering with administrative functions.
- ✓ Takes seriously the trustees' responsibility to perform an annual review of presidential leadership, recognizing the need to call to their president's attention any serious problems and to offer assistance and support in solving those problems.
- ✓ Participates, at the invitation of the president, in long range planning for the university.
- ✓ Participates in university activities whenever possible as a representative of the council and an officer of the Commonwealth.

Responsibilities

- ✓ Acts as an ambassador for the university, with full understanding and support of the university's goals and objectives.
- ✓ Encourages financial and other support of the university to meet its mission and strategic goals.
- ✓ Acts as an ambassador for the State System and is able to explain the mission, goals and financial needs of the System to various constituencies.
- ✓ Uses personal and professional contacts when possible to solicit support for the System.
- ✓ Supports the university with personal resources of time, talent and finance.

THE TRUSTEE APPOINTMENT PROCESS

Names of individuals who wish to serve as trustees are collected in the Governor's Office. Recommendations may come from several sources: local political leaders, state legislators, current trustees, the Board of Governors, the secretary of education, the university, and any private citizen. The Governor's Office evaluates the recommendations and nominates candidates to the Senate for confirmation.

Those nominations are sent to the Senate for a confirmation process. Nominees' names are placed on the executive voting calendar, and the nominees are asked to complete an ethics statement and questionnaire. After these materials are completed, the Senate waits at least 10 days before voting. If no action is taken by the end of 25 legislative days, a nominee is automatically confirmed. If a vote is taken and a simple majority of the members approve the nominee, the Secretary of the Senate notifies the Governor's Office and a commission is issued for a six-year term (or the remainder of an existing term). Trustees whose term has expired continue to serve until a successor is fully appointed.

Student trustees serve four years or for as long as they are full-time students in good standing at the institution, whichever period is shorter. Each university council has developed a process for recruiting and screening prospective student trustees. Names of students are sent to the Office of the Chancellor where informal interviews are arranged. The Board of Governors Governance and Leadership Committee vet the nominations and make a recommendation to the full Board for appointment.

A HISTORY OF TRUSTEESHIP

Higher education in America began in 1630 when the colonial legislature of Massachusetts founded Harvard College, and the founders established themselves as a “board of overseers.” Thus began the distinctively American tradition of college and university governance by external boards. Two centuries later, this model was deeply ingrained in American higher education.

The nature of lay trusteeship has changed substantially over the years, particularly as the distinction between private and public education evolved. In most cases, full control by trustees has been replaced by shared governance that in Pennsylvania’s State System of Higher Education affords the university president, council of trustees and faculty each a critical role.

Pennsylvania lawmakers recognized the principle of lay trusteeship in the Normal School Act of 1857, which authorized the establishment of state-approved schools for the training of teachers and stipulated that boards of trustees be appointed to govern them. In subsequent years, as the Commonwealth began to assume greater responsibility for higher education, it was agreed that one-third of the trustees on each board would be Commonwealth appointees. When the Commonwealth purchased the 14 privately-owned schools between 1913 and 1927, appointment of trustees passed from the superintendent of public instruction (now the secretary of education) to the governor, with the additional requirement of Senate confirmation.

In Pennsylvania, the roles and responsibilities of state-owned university trustees have changed several times throughout the years as lawmakers have refined the governance system. The institutions have changed as well, evolving from normal schools to teachers’ colleges to state colleges to comprehensive universities.

The responsibilities of the councils of trustees—as well as those of the Board of Governors, the chancellor, and the university presidents—are specified in Act 188 of 1982, the State System’s enabling legislation. Parts of Act 188 pertaining to trustees are reprinted here. Complete copies of [Act 188](#) are available from the Office of the Chancellor or through the System’s website at www.passhe.edu. Becoming familiar with this legal framework is your first responsibility as a trustee.

You have been appointed to the trusteeship of a public university because you have the ability, concern and willingness to contribute to the public good in the Commonwealth of Pennsylvania. As trustees, we are part of a State System that values communication, partnership and transparency. Our most important constituency is our students. To support them as they deserve, it will take your time, your commitment and your dedication.

COUNCIL OF TRUSTEES ORGANIZATION AND OPERATION

Act 188 prescribes that each council of trustees selects a chairperson and secretary from its membership. Beyond Act 188, but not in conflict with the law, each council sets bylaws establishing structures and operating procedures for carrying out its responsibilities—those assigned by law and those assumed by tradition.

Council operating procedures differ significantly, just as the universities differ. Some councils rely heavily upon standing committees, while others deal with most matters as a committee-of-the-whole. Trustees on some councils receive and review substantive reports on academic and student affairs, while others focus most of their deliberations on matters related to their statutory responsibilities.

One aspect of trustees' work is common — councils are expected to operate as a team, with all members carrying their full weight. As a trustee, your particular competencies and expertise might be called upon by the council or the university president, but of equal importance is your willingness to work with the other council members to advance the institution. This means attending council meetings regularly and coming prepared to discuss and act upon agenda items. Whatever the organizational structure and operating procedures established by each council, all depend upon the full commitment of their members for effective operation.

STATUTORY POWERS AND DUTIES OF TRUSTEES

(EXCERPTED FROM [PA STATUTES](#))

Section 2009-A. Powers and Duties of Councils of Trustees.--(a) In accordance with policies, procedures and standards adopted by the board, the council of each institution shall have the power and its duty shall be:

- To make recommendations to the chancellor for the appointment and retention of the president following input by students, faculty, staff and alumni.
- To make recommendations to the chancellor for the dismissal of the president.
- To assist the president in developing proper relations and understanding between the institution and its programs and the public, in order to serve the interests and needs of both.
- To review and provide input to the president pertaining to policies and procedures governing the use of institutional facilities and property.
- To approve schools and academic programs.
- To review and approve the recommendations of the president pertaining to annual operating and capital budget requirements for forwarding to the board.
- To review and approve recommendations for charges for tuition, and to approve room and board and other fees except student activity fees and any fees related to the provision of contracted health services.
- To review contracts and purchases negotiated or awarded by the president, including any contract or purchase reports, with or without competitive bidding and all contracts for consultative services entered by the president.
- To represent the institution at official functions of the Commonwealth.
- To take such other action as may be necessary to effectuate the powers and duties herein delegated.
- In accordance with the evaluation procedure established by the board each council shall conduct an evaluation of the president and forward the results of that evaluation with recommendation to the chancellor for submission to the board.
- By resolution adopted by the council to authorize campus police who have completed firearms training in accordance with 53 Pa.C.S. § 2167(a) (relating to police training) to carry firearms in the course of duty for any institution whose campus police are authorized to carry firearms on the effective date of this paragraph, the authority to carry firearms shall remain in effect unless the council by resolution dissolves such authority.

THE ROLES OF TRUSTEES: A DEEPER DIVE

Being appointed a trustee is an honor, a privilege and a significant responsibility. Your university looks to you for support and guidance to pursue its mission, and the State of Pennsylvania has provided detailed expectations of State System university trustees as outlined in Act 188.

Trustees serve their universities best when they fully understand their role within the governance structure. In accordance with the law, trustees provide advice and, in some instances, approval to the university president. Therefore, of great importance to the trustee role is the partnership and support of the university president. Also key to the trustee role are recommendations on budgets and financial matters, with special attention to long-range budget viability and assessment of the institution's facilities. Additionally, approval of new academic programs, along with university advancement and development, and the relationship between the university and its various constituencies, including the community and the public are also key responsibilities. Each of these roles will be discussed in greater depth.

Trustees advise the Board of Governors through the Office of the Chancellor, which serves as staff to the Board of Governors. Additionally, statutes require five members of the Board of Governors to be currently serving trustees who can provide a local perspective regarding system decisions.

In principle, trustees should not be involved in the day-to-day administration of their institutions. While trustees should focus on the "what" and "why" of an issue, the president and cabinet focuses on the "how". When we as trustees get involved in day-to-day management issues, we risk muddying the waters. Act 188 clearly delegates the management function to the president; however, input by a local council can make an invaluable contribution to institutional integrity, vitality and engagement.

Trustee engagement should focus on the university mission, goals, and the consistency and effectiveness with which they are carried out; the university's financial sustainability, with special attention to long-range viability; the preservation and development of the institution's facilities; and the relationships among the university and its various constituencies, including the community and the public.

To support the efforts of the trustees, the president and other administrative officers provide oral and written reports to the trustees, which offer background on council agenda items and provide updates on major issues and activities. Trustees generally receive university publications, both those prepared for internal and external audiences. They also generally have several opportunities to visit formally or informally with administrators, faculty and students.

Beyond these avenues of information, Trustees should request a subscription to all university publications, and regularly view the university website. Trustees visit the campus frequently to attend special events and regard the president as host by coordinating with his or her office. You might also want to get to know local community leaders to develop a sense of the university's relationship with its neighbors. Trustees are encouraged to take advantage of all these opportunities to be more informed and ultimately more effective in their role.

Most importantly, a trustee should ask questions—those growing out of your observations and expertise; those that probe the relationship between specific activities and the university's mission and long-range planning objectives; and those that clarify, explore and lead others to think through the policies and processes by which the university serves its students and all constituencies. An engaged trustee is both expected and valued at both your university and in the State System.

The Role of the Trustee and the University President

The first of the powers and duties that Act 188 assigns to university councils of trustees is “to make recommendations to the chancellor for the appointment, retention, or dismissal of the president following consultation with students, faculty, and alumni.” Although the appointment of a president occurs infrequently and dismissals are even rarer, probably the most important trustee responsibility is to assure effective presidential leadership—an ongoing responsibility.

The Board of Governors has established policies guiding the presidential search and selection process ([BOG Policy 1983-13-A, *Process for Recommending Presidential Appointment*](#)) and the evaluation process of sitting presidents ([BOG Policy 2002-03-A, *Evaluating the Presidents*](#)) after substantial input from trustees, faculty and student leaders, union leadership and university presidents.

Another critical aspect of trustees' work with the president is involvement in the university's planning processes. In 1986, the Board of Governors adopted a planning policy intended “to assist the Board and State System universities and their trustees in projecting and assessing both short- and long-term program possibilities and needs, and in devising strategies to fulfill them.” Today, this manifests itself in the Comprehensive Planning Process (CPP) that requires a multi-year forward-looking view of the university, its priorities, and its financial position. As trustees, we should review and understand our respective university's CPP.

Underlying all planning activities is the university mission. The president and the trustees share responsibility for defining and occasionally refining the mission and leading the university community to consensus on the goals and strategies to best fulfill it.

As a trustee, you might be asked to work on a planning committee with other university community members. Or your role might be to review the work of such committees periodically, to ask questions, and to consult with the president about directions and strategies suggested in planning documents.

One way that trustees demonstrate support for the president, the university, and most importantly, our students, is through their presence on important occasions, such as commencements and honors convocations. Because trustees serve to link the university to the Commonwealth, their presence reinforces the significance of such events. For our trustees, this duty is a pleasure that strengthens their sense of belonging to the “university family.”

One of the most important functions of a trustee is listening to the president's and academic officers' academic plans and visions and to ideas and aspirations of students and student life personnel—and asking questions about rationale, relationships, decision-making processes and linkages among new ideas and existing realities, plans and resources. Trustees can offer two invaluable contributions: objectivity and support.

The Role of the Trustee in Academic Programs and Student Affairs

Act 188 assigns to councils of trustees the obligation “to approve schools and academic programs.”

Additionally, the Board of Governors’ policy calls for evaluation of all academic programs at least once every five years and review of programs in support of the student experience at the president’s discretion. The program review process should be related to university planning (and used to inform budget development). Trustees must ensure that a systematic process for assessing program strengths and weaknesses is in place, and that the university implements plans for making improvements recommended through this process.

In addition to carrying out the Board of Governors’ planning and program review policies, each university is subject to accreditation by the Middle States Commission on Higher Education (MSCHE). Middle States is a voluntary association whose institutional members assist and assess each other’s success in fulfilling missions. Accreditation is required for participation in federal financial aid programs and is the generally recognized means of assuring the public of a higher education institution’s viability, compliance with federal regulations, and credibility. Trustee understanding of and participation in accreditation review are critical.

The Middle States Commission on Higher Education requires a comprehensive self-study at least every eight years, followed by a three-day visit by a team of regional colleagues. In addition, an annual update must be submitted each year, which allows the Commission to conduct ongoing monitoring and a continuous accreditation review cycle. The Commission reserves the right to request reports, recommendation responses, follow-up visits, etc. Throughout the accreditation cycle. Trustees should be integrated into these processes through the university’s planning process and should be familiar with materials prepared for accreditation to ensure that the university’s activities, budgets, and programs are integrated and effective parts of the mission and plan.

Trustees recognize that educational policy and academic curricula are the responsibility of the faculty and academic administrators. But trustees must also recognize that the academic program is at the heart of the university’s mission and the students are the primary clientele. Providing quality academic programs is only the beginning. Connecting the classroom to the community through opportunities such as undergraduate and graduate research, international study, service-learning, and internships are critical to the academic success of the students. Effective retention strategies and student activity programs such as leadership development, health and wellness, and clubs and organizations all contribute to student success. Everything trustees act upon does, in fact, relate to academic and student affairs.

Thorough understanding requires time, interest, and concern. Many councils have a standing committee on academic and student affairs, or perhaps a committee on each, to ensure that members develop an in-depth understanding of these areas. They do so by studying information on academic and student life programs, program review and accreditation reports, new program proposals, reports on special programs (for example, a new General Education curriculum or the university honors program), reports of faculty development activities and other materials from the president, chief academic officer, chief student affairs officer, or chief enrollment management officer.

Approving New Academic Programs

Planning for new degree programs or reorganizing existing academic programs generally begins in the academic department or college and follows local university established curricular approval processes.

The local and system processes and the roles of the Board of Governors', Chancellor, Trustees and President vary depending on the degree level of new academic programs being proposed as well as the types of changes to existing academic programs.

For a deeper understanding of each, please review the following Board of Governors policies, procedures and standards

- [Policy 1985-01-A: Requirements for Initiation or Change of Credit-Based Academic Programs](#)
- [PS 2016-23-A: Requirements for Initiation or Change of a Credit-Based Academic Program](#)

The Role of the Trustee in Financial Affairs

Many of the councils' statutory responsibilities are in financial affairs. Fulfilling these responsibilities adequately requires time and thoughtful analysis. Councils often appoint a finance or similar committee to ensure council members' in-depth understanding of the area. That being said, it is critical that all trustees are familiar with the university's Comprehensive Planning Process (CPP), which is required of all PASSHE universities.

The Budget

Annually, trustees are asked to review and approve the university's operating and capital budget requirements. Generally, ample information clarifying and supporting budget figures is provided. Understanding the differences between the university's educational and general budget and auxiliary budget is especially important for trustees.

The educational and general budget is funded primarily by state appropriations and tuition, and provides for the academic enterprise, most of the administrative and student support functions, as well as for the routine operations and maintenance of the academic and administrative facilities. The auxiliary budget, funded by user fees, includes the self-support in activities of at least the functions and facilities related to university housing, dining, student unions and recreation centers.

Trustees are responsible for approving university fees (excluding tuition and activity fees) in accordance with Board of Governors' [Policy 1989-05-A: Student Fees](#). University fees include educational and general fees such as the instructional fee or health center fees and auxiliary enterprise fees for managing auxiliary facilities and operations and insuring adequate capital for these facilities.

The following are kinds of questions that trustees might ask concerning the university's budget presentation:

- How were various internal constituencies involved in the development of the budget? Is there consensus on the final document?

- What assumptions underlie projected revenue figures? Have alternative plans been developed to handle greater or lesser actual revenues during the budget year?
- How does the proposed budget relate to the university's long-range plan? How does it reflect academic priorities?
- What tough choices were made in developing the budget?
- How do important ratios (e.g., the ratio of instructional expenditures to students enrolled or credit hours generated, the ratio of personnel costs to other costs) compare with those in earlier years or to the same ratios at similar institutions? What accounts for significant differences?
- What accounts for more than incremental increases or decreases in major budget items?
- How are enrollment shifts, if these have occurred, reflected in the budget?
- Have technological developments or changes affected the budget?
- To what extent does the proposed budget address—or defer--facility maintenance needs?
- Which revenues and expenses are related to self-sustaining budgets (auxiliary facilities)? Which are not?

Budgeting is based on the principle that choices must be made from among competing possible uses of scarce resources. The overriding question for the university and for the trustees is whether a particular budget represents the best possible use of resources at the time.

Facilities and Capital Budgets

State System university facilities are owned by the Commonwealth of Pennsylvania. Renovation of educational and general facilities is traditionally the assumed responsibility of the Commonwealth outside of the operating budget through capital appropriations. But here, as in other states, the Commonwealth has had difficulties in appropriating sufficient funds over the years for the renewal and replacement of public university facilities. Working with the university, the governor and the legislature, to address this problem is an important trustee responsibility.

Facilities projects for the renovation, addition, or new construction of educational facilities may be financed from a Commonwealth capital appropriation, providing the project is authorized by the Legislature and included in the System's prioritized capital plan. System policies specify that auxiliary facilities shall be self-sustaining and are normally not eligible for capital appropriations financing, but may be funded through System bond financing.

The State System requires each university to complete and periodically update a facilities master plan. The planning process should include the greater university community, including alumni, trustees, regional leaders, business leaders, faculty and staff, and students. The trustees' role is to support the president in the process, provide leadership and input, and ensure that the process is representative of the greater university community.

Trustees may choose to conduct a cyclical physical inspection of university facilities and recommend to the Board of Governors renovation and repair of facilities. The Councils of Trustees provide their recommendations to the Bboard by approving the university's annual capital plan, changes in building usage, individual project recommendations, bond financing requests, and property acquisitions and disposals. To meet renovation and new construction needs, trustees are asked to work with university administrators to develop and prioritize the capital budget request. Again, the key questions are how the items requested and prioritized relate to the university's long-range plans and academic priorities.

Fiscal Review

Trustees should receive and review the university's financial audit and financial statements. Prepared annually, the audit examines the financial position of the university.

Trustees also should work closely with the university president to review internal audits of university operations. This involves more than reviewing financial statements; it involves assessing how effectively the university is operating. Is the university fulfilling its mission? Is it running efficiently and safely? Are appropriate mechanisms in place for smooth operation? Review of internal audits is an important part of the trustee's role in long-term stewardship of the university.

The council also should review the financial reports, adequacy of internal controls, and appropriateness of the activities of organizations authorized to assist the university in meeting its objectives. Such organizations include foundations, alumni associations, athletic boosters, etc. The university's affiliation with such organizations should be reviewed and renewed annually by the council.

Councils are empowered to review all contracts and purchases negotiated or awarded by the president with or without competitive bidding and all contracts for consultative services entered into by the president. The review of contracts entered into by the president or other designated university personnel occurs after the contracts have been signed, not before, as the past tense is used in statute with respect to identifying contracts "negotiated or awarded" that are subject to review and approval. This responsibility is designed to assure that trustees are advised of contracts for informational purposes. Councils may delegate the review of contracts/purchases below a certain threshold to the president or designee, with periodic review of this delegation.

The Role of the Trustee in Advancement and Advocacy

Two of the powers and duties assigned to university trustees by Act 188 address advancement. Trustees are charged with assisting the president "in developing proper relations and understanding between the institution and its programs and the public in order to serve the interests and needs of both," and they are expected "to represent the institution at official functions of the Commonwealth."

This role might be less well-defined than other major functions of trusteeship, but it is very important. Trustees work at the interface among the faculty, staff and students—those who live and work at the university—and the external groups interested in the university's work.

Communicating is the key to the trustees' role in advancement. Whether attending a council meeting or representing the university in the community, trustees must be good listeners *and* good university spokespersons. Trustees should fine tune skills to do both, along with how best to reach the audiences they are addressing.

The local community is the most immediate and sometimes most vocal of the "outside" constituencies. Business, industry, human service agencies and arts groups, among others, are likely to have an interest in the university. Local school districts have a direct interest in university services and in the quality of the university's teacher preparation programs. Pennsylvania legislators and their staff members are a particularly important external group. And, ultimately, it is the Commonwealth's taxpayers who must be persuaded of the quality and importance of the state-owned universities.

Occasionally, the university president or a fellow trustee might ask you to assist in arranging a meeting or establishing a relationship with an external group. Sometimes, you might want to tell the university's "story" to individuals or groups whose support and goodwill would benefit the institution. You also will serve as an ambassador of the university simply by virtue of your position as a trustee and other people's recognition of it. In all of these cases, your influence might make a significant difference.

A critical aspect of the trustees' advocacy role is governmental relations. You will be asked to support the advocacy activities of your university and all of the State System by coordinating closely with your president's office. It is essential for us to maintain healthy communication with local political leaders, state and federal legislators, and members of the Commonwealth's executive branch. Each university works to educate local lawmakers about the work and needs of the institution.

PACT is part of a larger network including student and alumni groups, called upon to provide direct links to individual legislators when necessary. The most important legislation, of course, is the annual state appropriation bill. The network's activities—and the role played by university trustees—are truly critical in ensuring the future of the System.

The Role of the Trustee in Development

University "development" encompasses a host of activities designed to build friends—and to raise funds—for the university.

For more than a decade, state funding for higher education in Pennsylvania, as in other states, has lagged behind escalating costs of providing high quality education at an affordable cost. Thus, public institutions have had to join their private counterparts in seeking additional support from government agencies, alumni, corporations, foundations and friends— support for special projects and to help meet operating and capital needs.

From the outset, the Board of Governors recognized this as imperative and encourages System universities to establish active development programs. At the Board's direction, a separately incorporated Pennsylvania State System of Higher Education Foundation was established to serve as the System's development arm for donors who want to give to system level or multi-university activities.

At the university level, most of the universities have separately incorporated foundations established for the benefit of the institution. The universities also have initiated or strengthened their development programs, which might include a new emphasis on grant writing, annual fund-raising campaigns, capital campaigns and planned giving or endowment building programs. At both the System and university level, advancement is closely linked to economic development and public service outreach initiatives.

All universities encourage, indeed count on, trustees' involvement in advancement, advocacy and development. While some trustees are better able than others to contribute financial support from their own resources, all can assist in identifying and working with people who might be able to do so. And all can assist in communicating university and System-wide needs and stressing the importance of private giving to public higher education.

APPENDIX

Tools for Council Activities

Appendix 1: MEETING REQUIREMENTS-OPEN MEETINGS

Pennsylvania Sunshine Act

Meetings of the councils of trustees are subject to the [Pennsylvania Sunshine Act](#), 65 P.S. §271, *et seq.* The legislature enacted the Sunshine Act to assure maximum public access to the meetings of governmental bodies. Under the law, there is a presumption that any gathering of a quorum of the members of governmental boards and commissions (including university councils of trustees) for the purpose of discussing agency business is a public meeting. All deliberations and official action must be conducted by the councils in public sessions, subject to six specifically delineated exceptions allowing for executive sessions from which the public can be excluded (see below). In summary, the Sunshine Act requires deliberations, votes, policy making decisions and recommendatory actions to be done in public sessions and deems any prearranged session attended by a quorum of members at which any of these actions is taken to be a public meeting. 65 P.S. §704. This also applies to meetings of committees of the councils. 65 P.S. §703.

Executive Sessions

The six enumerated exceptions for executive session are narrowly construed. A council of trustees may hold an executive session only for one or more of the following reasons:

1. Personnel. To discuss any matter involving the employment, appointment, termination of employment, terms and conditions of employment, evaluation of performance, promotion or disciplining of any specific prospective public officer or employee or current public officer or employee employed or appointed by the agency, or former public officer or employee, provided, however, that the individual employees or appointees whose rights could be adversely affected may request, in writing, that the matter or matters be discussed at an open meeting.
2. Collective Bargaining/Labor Relations Matters. To hold information, strategy and negotiation sessions related to the negotiation or arbitration of a collective bargaining agreement or, in the absence of a collective bargaining unit, related to labor relations and arbitration.
3. Real Estate Transactions. To consider the purchase or lease of real property up to the time an option to purchase or lease the real property is obtained or up to the time an agreement to purchase or lease the property is obtained if the agreement is obtained directly without an option.
4. Litigation. To consult with its attorney or other professional advisor regarding information or strategy in connection with litigation or with issues on which identifiable complaints are expected to be filed.
5. Privileged/Confidential Matters. To review and discuss agency business which, if conducted in public, would violate a lawful privilege or lead to the disclosure of information or confidentiality protected by law, including matters related to the initiation and conduct of investigations of possible or certain violations of the law and quasijudicial deliberations.
6. Certain Academic Matters. For duly constituted committees of a board or council of trustees of a state-owned, state-aided or state-related college or university or community

college or of the Board of Governors of the State System of Higher Education to discuss matters of academic admission or standings. 65 P.S. §708.

Public Announcements Regarding Executive Sessions

An executive session may be held during an open meeting, at the conclusion of an open meeting, or may be announced for a future time. **The reason for holding the executive session must be announced at the open meeting occurring immediately prior or subsequent to the executive session.** If the executive session is not announced for a future specific time, members of the agency shall be notified 24 hours in advance of the time of the convening of the meeting specifying the date, time, location and purpose of the executive session. 65 P.S. §708.

Minutes of Public Meetings

The Act provides specific direction on the recording of written minutes. Minutes must contain:

- (1) the date, time and place of the meeting;
- (2) the names of council members participating;
- (3) the substance of all official actions;
- (4) a member-by-member notation on all roll call votes; and
- (5) the names of all persons who offer comments at public meetings and the substance of their remarks. 65 P.S. §706.

Votes

The Act requires that votes on any resolution, rule, order, regulation or action setting policy be done in public sessions. Additionally, however, votes of individual council members must be recorded if there is a roll call vote, but need not be individually recorded otherwise. 65 P.S. §275. Secret votes are unlawful because such votes are functionally roll call votes, which must be recorded. Members may participate in deliberation and voting by conference call using speakerphones so long as they can hear and be heard. ***Babac v. Pennsylvania Milk Marketing Council***, 613 A.2d 551, 531 Pa. 391 (1992). When members are participating by telephone, recorded roll call (as opposed to voice) votes are required.

Recording Devices

The Act allows any person attending a public meeting to use recording devices to record all proceedings. However, the agency holding the meeting may impose reasonable rules about the use of recording devices to insure that order is maintained. 65 P.S. §281. Legal counsel should be consulted before implementation of such rules to insure that no potential freedom of the press problems are presented.

Rules of Conduct for Public Meetings

The Act authorizes the council to adopt rules and regulations for the conduct of meetings and for the purpose of maintaining good order. Such rules may not frustrate the intent of the law. 65 P.S. §710.

Notices of Public Meetings

Public meetings must be advertised in newspapers of general circulation in the council's resident municipality. Seventy-two (72) hours' notice is required for regular meetings and 24 hours' notice for special meetings. Emergency meetings require no advertisement nor do conferences or executive sessions. However, council members must be given 24 hours' notice of executive sessions, except in emergencies. 65 P.S. §279. The fact and purpose of an emergency executive session must be publicly announced at the next public meeting.

Penalties

The Act makes knowing participation in a meeting held in violation of the law (with intent and purpose to violate the Act) a summary offense punishable by a \$100 fine plus costs of prosecution. 65 P.S. §714.

Unlawfully Transacted Business

The Act allows judicial challenges to any action believed to be transacted in violation of the statute. Courts have the authority to declare actions taken at illegal meetings null and void. Challenges must be filed within 30 days of an open meeting, or within 30 days from the discovery of actions occurring at a non-open meeting, provided that no legal challenge can be made of actions occurring at a non-open meeting more than one year after the transaction of the business. 65 P.S. §713.

Any questions or inquiries regarding the applicability of the Act to the council and conduct of meetings should be directed to the Chief Counsel or University Legal Counsel.

Conferences

Councils may hold training programs and seminars and other sessions for the sole purpose of providing information to the council on matters directly related to their official duties and powers. Such sessions are referred to in the Sunshine Act as "conferences." 65 P.S. §703. The key word is "information." A conference ceases to be such, and becomes a public meeting, if deliberations are held about policy decisions, resolutions, rules, regulations, orders, reports or other agency business. 65 P.S. §707.

APPENDIX 2: ETHICAL AND LEGAL OBLIGATIONS

Council of Trustee members have ethical and legal obligations under several laws and rules, including the following:

- [Public Official and Employee Ethics Act \(“Ethics Act”\), 65 Pa. C.S. § 1101 et seq.](#)
- [Governor’s Code of Conduct, Executive Order 1980-18 Amended, Code of Conduct and Executive Order 2015-01, Executive Branch Employee Gift Ban](#), which applies to council of trustee members appointed by the Governor in their official trustee role.
- [State Adverse Interest Act, 71 P.S. §§ 776.1 et seq.](#)
- [Right-to-Know Law, 65 P.S. § 67.101 et seq.](#)

Public Official and Employee Ethics Act (“Ethics Act”), 65 Pa. C.S. § 1101 et seq.

A.) Ethical and Legal Requirements under the Ethics Act

- 1) A member of a council of trustees in the System is considered a public official for purposes of the Ethics Act.
- 2) No public official or public employee shall engage in conduct that constitutes a conflict of interest.
 - a. “Conflict of Interest” is the use by a public official or public employee of the authority of his/her office or employment or any confidential information received through his/her holding public office or employment for the private pecuniary benefit of himself, a member of his/her immediate family or a business with which he/she or a member of his/her immediate family is associated.
 - b. “Conflict of Interest” does not include an action having a de minimus economic impact.
 - c. “Immediate Family” is defined as a parent, spouse, child, brother or sister.
 - d. A “business” includes nonprofit entities.
- 3) No person shall offer or give to, nor shall a public official or employee solicit or accept, anything of monetary value, based on any understanding that the vote, official action, or judgment of the official or employee would be influenced thereby.
- 4) No public official shall accept an honorarium for official duties. “Honorarium” is a payment made in recognition of published works, appearances, speeches and presentations and which is not intended as consideration for the value of such services which are non-public occupational or professional in nature.
- 5) No public official or employee shall represent a person on any matter before the government body with which he/she has been associated for one year after he/she leaves that body.
- 6) Contracting with the Governmental Body with Which You are Associated. A member of a council of trustees may contract with the System or one of the constituent universities if the contract has been awarded through an open and public process, including prior public notice and subsequent public disclosure of all proposals considered and contracts awarded.
- 7) Voting. Any public official or public employee who in the discharge of his duties would be required to vote on a matter that would result in a conflict of interest shall abstain from voting and, prior to the vote being taken, publicly announce and disclose the nature of his interest as a public record in a written memorandum filed with the person responsible for recording the minutes of the meeting at which the vote is taken.

- a. **Exception.** If the official/employee's vote is necessary for a legally required quorum or majority, then such member may vote with the required disclosures (*i.e.*, to break a tie).

B) Financial Disclosure Reporting Obligations

- 1) Trustees are required to file an annual financial disclosure report.
 - a) Each public official and public employee of the Commonwealth shall file a statement of financial interest for the proceeding calendar year no later than May 1 of each year that he/she holds such a position and of the year after he/she leaves such a position. As public official under the Ethics Act, council of trustee members' financial disclosures are kept on file by the State Ethics Commission.
 - b) All statements made pursuant to the above obligations are public documents and are subject to public inspection.
- 2) Contents of Financial Statements (duty to disclose)
 - (i) Name and address of creditor and interest rate of debts in excess of \$6,500 (excluding mortgages).
 - (ii) Name and address of sources of income of \$1,300 or more;
 - (iii) Name and address of sources, value and circumstances of gifts with a value of \$250 in the aggregate (shall not apply to gifts from family members or "friends," unless such individual is a registered lobbyist or the gift is for more than a "personal" or "family" purpose).
 - (iv) Name and address of sources and amount of payment or reimbursement of actual expenses for official transportation, lodging or hospitality where such actual expenses exceed \$650 in the aggregate.
 - (v) Any office, directorship or employment of any nature whatsoever in any business entity. ("Business" includes nonprofit entities.)
 - (vi) Any financial interest (more than five percent) in any legal entity engaged in business for profit.
 - (vii) Transferred business Interests in which the filer transferred a financial interest (see #6) to a parent, spouse, child, brother, or sister.

Executive Orders 1980-18 Amended and 2015-01

Through Executive Orders 1980-18 Amended and 2015-01, council of trustee members, when acting in their capacity as trustee members, are prohibited from soliciting or accepting any gift, gratuity, favor, entertainment, hospitality, loan, or any other thing of monetary value, including in-kind gifts, from a person who:

- Is seeking to obtain business from or has financial relations with the Commonwealth.
- Conducts operations or activities that are regulated by the Commonwealth.
- Is engaged, either as principal or attorney, in proceedings before the Commonwealth or in court proceedings in which the Commonwealth is an adverse party.
- Has interests that may be substantially affected by the performance or nonperformance of the employee's official duty.

In short, these Executive Orders reflect a strict gift ban with only three permissible exceptions:

1. The solicitation/acceptance of something of monetary value from a friend, parent, spouse, child or other close relative under circumstances which make it clear that the gift is motivated by that relationship rather than the official position.
2. The acceptance of loans from banks or other financial institutions on customary terms of finance for proper and usual activities, such as home mortgage loans.
3. Participation in widely attended gatherings free of charge when officials have been invited and are acting in furtherance of their official duties, but no food or drink can be accepted without payment at market value.

However, trustees may partake of food and drink provided by the university or the university's foundation. Further, universities may pay for (or reimburse trustees) the registration of conference fees and the like.

The State Adverse Interest Act, 71 P.S. §§ 776.1 *et seq.*

A council of trustee member is a "State Advisor" under the State Adverse Interest Act. A State Advisor who has recommended to a state agency either the making of a contract or a course of action of which the making of a contract is an expressed or implied part is prohibited from "having an adverse interest" in the contract. "Having an adverse interest" is being a party to a contract or being a stockholder, partner, member, agent, representative or employee of such party to a contract of the state agency with which the party is employed.

Records Requirements

Right-to-Know Law, 65 P.S. § 67.101 *et seq.*

The State System universities are subject to Pennsylvania's Right-to-Know law, 65 P.S. 67.101 *et seq.*, which means a record in the possession of a university shall be presumed to be a public record and open for disclosure. Records include information, regardless of physical form or characteristics, that documents a transaction or activity of an agency and that was created, received or retained pursuant to law or in connection with a transaction, business or activity of the agency.

Keep in mind, this means that:

- All communications to university administrators may be subject to disclosure.
- All communications among trustees related to University business may be subject to disclosure.
- All communications to other individuals or entities to or from you when you are acting as a trustee may be subject to disclosure.
- This includes letters, e-mails, and anything that meets the definition of record.

Be aware of your university's records retention schedule and follow it.

APPENDIX 3: PROVISION OF LEGAL SERVICES

Legal services for the State System are provided from the Office of the Chief Legal Counsel. The System has staff attorneys housed in Harrisburg. Each attorney has a client group of universities and is responsible for providing advice and counsel to the presidents and the councils of trustees on matters of official concern. If you have a question that you need addressed, you may call the legal office at 717-720-4070 and you will be connected with the lawyer who advises your university. All councils are advised to ask their appointed attorney to review their by-laws to ensure compliance to guidelines in Act 188.

The Commonwealth provides legal defense and indemnification to officials sued for efforts and omissions that occur in the course of official duties. In such cases, legal representation will be provided by attorneys selected by the Commonwealth. Indemnification comes from the Commonwealth's various self-insurance funds. Trustees may address questions about the applicability and limitations of coverage to the System's Chief Legal Counsel.