

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

278th Meeting
Wednesday, October 14, 2020

Via Zoom

2:00 p.m.

ATTENDING

Board of Governors:

Representative Timothy P. Briggs
Alexander H. Fefolt
Nicole L. Dunlop
Donald E. Houser, Jr.
Senator Scott Martin
David M. Maser (Vice Chair)
Marian D. Moskowitz

Thomas S. Muller
Acting Secretary Noe Ortega
Representative Brad Roae
Senator Judith L. Schwank
Cynthia D. Shapira (Chair)
Samuel Smith (Vice Chair)
Secretary Meg Snead
Neil R. Weaver
Janet L. Yeomans

In attendance was (non-voting) Board Faculty Liaison, Jamie L. Phillips.

Audrey F. Bronson and Stephen L. Washington, Jr. were absent.

Chairwoman Shapira called the meeting to order at 2:00 p.m.

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

CHAIR'S REMARKS

Chairwoman Shapira reviewed the agenda and meeting schedule for both days, spoke of Diversity, Equity and Inclusion efforts that are underway; System redesign efforts and how data is guiding the leadership as we work through this process and engagement with all stakeholders. Chair Shapira also thanked university presidents, faculty, and staff in their heroic efforts to prepare students for the return to the campus and the start of the fall semester in the midst of the pandemic and these challenging times. (Full remarks in video archive.)

PUBLIC COMMENT (Full remarks in video archive)

- Ms. Tabetha Bernstein-Danis, Chair of Social Justice Committee for ASPCUF
- Ms. Andrea Ward, parent of student at a System university

REMARKS BY UNION LEADERS (Full remarks in video archive)

SCUPA President – Dr. Chad Brown
APSCUF President - Dr. Jamie Martin

REMARKS BY PACT PRESIDENT (Full remarks in video archive)

PACT 1st Vice President, Ms. Milissa Bauer provided remarks on behalf of the PACT President, Mr. Jack Wabby.

CONSENT AGENDA

Chairwoman Shapira moved that the Consent Agenda be approved as follows:

- a. Meeting minutes
- b. Meeting Calendar through 2023

Voice vote. The motion passed unanimously.

CHANCELLOR GREENSTEIN REMARKS (Full remarks in video archive)

Chancellor Greenstein offered remarks regarding System Redesign and institutional integrations.

SYSTEM REDESIGN – INSTITUTIONAL INTEGRATIONS

Chancellor Greenstein, Presidents Dale Pehrsson, and President Bashar Hanna provided a report regarding the integration process, benefits of the transformation, next steps, financial review and Act 50 implementation as noted in the agenda materials. Numerous comments and feedback were provided by Council of Trustees, university presidents, and board members. Executive Vice Chancellor, Ms. Sharon Minnich, provided a report regarding financial sustainability planning strategies, data analysis, and next steps in the integration process, as required by Act 50. Chancellor Greenstein discussed the implementation planning phase and resources that will be used in the next steps.

CHAIRWOMAN SHAPIRA MOVED THAT THE BOARD AFFIRMS THE ONGOING INSTITUTIONAL INTEGRATIONS PROCESS AND AUTHORIZE THE CHANCELLOR TO PROCEED WITH THE DEVELOPMENT OF APPROPRIATE INTEGRATION PLANS FOR REVIEW BY THE BOARD IN 2021.

Voice vote. The motion passed unanimously.

After brief break at 4:22 p.m., the meeting reconvened at 4:32 pm.

ACT 50 IMPLEMENTATION POLICY

Chief Counsel, Mr. Andrew Lehman, reviewed Policy 2020-03: *Act 50 Implementation Policy*. A correction to item B.1.e was made, inserting the word “under” which was omitted in error.

CHAIRWOMAN SHAPIRA MOVED THAT THE BOARD APPROVES POLICY 2020-03: ACT 50 IMPLEMENTATION POLICY, AS REQUIRED BY ACT 50 OF 2020.

Voice Vote. The motion passed unanimously. No opposition.

UNIVERSITY SUCCESS COMMITTEE

Committee Chair, Mr. Thomas Muller, reviewed the Committee items as presented in the meeting materials. Roll call was conducted and the following committee members were present for the discussion: Governors Weaver, Dunlop, Roae, Snead, and Yeomans. Executive Vice Chancellor, Ms. Sharon Minnich, provided a brief summary and review of the appropriations request and five- year capital plan as presented in the meeting materials.

- 2021-2022 Appropriations Request
- Five- year Capital Plan

COMMITTEE CHAIR MULLER MOVED THAT THE BOARD APPROVES:

1. **The fiscal year 2020-21 E&G budgets for the State System universities and the Office of the Chancellor, reflected in Attachment 1, as the basis for the System’s appropriation request; and,**
2. **A fiscal year 2021-22 E&G appropriation request of \$487,019,000, an increase of \$9.5 million or 2.0 percent, reflected in Attachment 2.**

Voice Vote. The motion passed unanimously. No opposition.

COMMITTEE CHAIR MULLER MOVED THAT THE BOARD APPROVES THE FISCAL YEAR 2020-21 CAPITAL SPENDING PLAN.

Voice Vote. The motion passed unanimously. No opposition.

At the conclusion of the Committee’s report, Mr. Muller recognized Ms. Lois Johnson for her invaluable assistance to the Board and Committee over the years on the many financial and complex matters. This was her last Board meeting prior to retirement.

BOARD CONSIDERATION

- Approval of Committee Actions
- Ratification of SPFPA MOU
- Affirmation of University Operational Framework
- Update on System Financial Audit

CHAIRWOMAN SHAPIRA MOVED THAT THE FULL BOARD APPROVE THE RECOMMENDATIONS OF THE UNIVERSITY SUCCESS COMMITTEE AS PRESENTED.

Voice Vote. The motion passed unanimously. No opposition.

Mr. Brian Mbuu, Assistant Vice Chancellor, reviewed the ratification of memorandum of understanding for SPFPA, as presented in the meeting materials.

CHAIRWOMAN MOVED THAT THE BOARD RATIFIES THE MEMORANDUM OF UNDERSTANDING WITH THE INTERNATIONAL UNION, SECURITY, POLICE AND FIRE PROFESSIONALS OF AMERICA (SPFPA) AND AUTHORIZES THE CHANCELLOR AND THE CHAIRWOMAN OF THE BOARD TO EXECUTE THE APPROPRIATE DOCUMENTS.

Voice Vote. The motion passed unanimously. No opposition.

Mr. Andrew Lehman, Chief Counsel, reviewed the university operational framework, as presented in the meeting materials.

CHAIRWOMAN SHAPIRA MOVED THAT THE BOARD HEREBY ENDORSES THE EXTENSION OF THE STATE SYSTEM’S UPDATED UNIVERSITY OPERATIONAL FRAMEWORK AND AFFIRMS ITS USE BY ALL 14 INSTITUTIONS WITHIN THE STATE SYSTEM. THE BOARD FURTHER AFFIRMS THE CHANCELLOR’S AUTHORITY TO MODIFY THE FRAMEWORK AS NEEDED TO ENABLE THE STATE SYSTEM AND ITS CONSTITUENT INSTITUTIONS TO NIMBLY RESPOND TO THE EVOLVING CIRCUMSTANCES IN A TIMELY MANNER.

Representative Brad Roae voiced concerns about aspects of the proposed framework.

Roll call vote. Motion passed. Representative Brad Roae opposed.

RECESS

The meeting recessed at 5:23 p.m. and will reconvene Thursday, October 15, 2020 at 9:00 a.m.

ATTEST:

Randy A. Goin Jr., Ph.D.
Deputy Chancellor

The meeting webcast is available here: [BOG Meeting - October 2020 \(Day 1\) - YouTube](#)

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

Meeting Minutes

278th Meeting
Thursday, October 15, 2020

Via Zoom

9:00 a.m.

ATTENDING

Board of Governors:

Representative Timothy P. Briggs
Alexander H. Fefolt
Nicole L. Dunlop
Donald E. Houser, Jr.
Senator Scott Martin
David M. Maser (Vice Chair)
Thomas S. Muller (Vice Chair)
Acting Secretary Noe Ortega

Representative Brad Roae
Cynthia D. Shapira (Chair)
Samuel Smith (Vice Chair)
Secretary Meg Snead
Stephen L. Washington, Jr.
Neil R. Weaver
Janet L. Yeomans

In attendance was (non-voting) Board Faculty Liaison, Jamie L. Phillips.

Audrey F. Bronson was absent.

Chairwoman Shapira called the meeting to order at 9:00 a.m.

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

BOARD CONSIDERATION - CONTINUATION FROM WEDNESDAY, OCTOBER 14, 2020

Audit Committee Chair, Mr. Samuel Smith, summarized the Committee's work to date.

Representative from Clifton, Larsen and Allen LLP, Ms. Nancy Gunza, Engagement Officer in charge of all the audit work their firm conducts for the State System, reviewed the audit results of the State System for fiscal year ended June 30, 2020 and addressed a few questions.

PUBLIC COMMENT

Considering the technical problems with the telephone connection yesterday, the Chairwoman opened the meeting for public comments. Ms. Tiffany Haynes, staff member from Lock Haven University's facilities department provided a statement.

GOVERNANCE AND LEADERSHIP COMMITTEE

Committee Chair, Donald Houser called for roll call of the committee. All members of the committee were present with the exception of Senator Judith Schwank.

Dr. Randy Goin, Deputy Chancellor, reviewed the changes to the student trustee approval process that is now in place due to the implementation of Act 50. Cheyney University President, Mr. Aaron Walton, provided remarks and summarized Ms. Kiyanna Roberts accomplishments of the past four years at Cheyney University.

CHAIR DONALD HOUSER MOVED THAT THE COMMITTEE RECOMMEND THE APPOINTMENT OF MS. KIYANNA T. ROBERTS TO THE COUNCIL OF TRUSTEES AT CHEYNEY UNIVERSITY OF PENNSYLVANIA.

Committee approved the motion. No opposition.

CHAIRWOMAN SHAPIRA MOVED THAT THE FULL BOARD CONSIDER THE APPOINTMENT OF MS. KIYANNA T. ROBERTS TO THE COUNCIL OF TRUSTEES OF CHEYNEY UNIVERSITY.

Voice Vote. The motion passed unanimously. No opposition.

BOARD CONSIDERATION

Faculty Shared Governance Commission Recommendations

Chair of Faculty Shared Governance Commission, Mr. Donald Houser, reviewed the work of the Commission and presented its recommendations for Board consideration. A robust discussion occurred (full discussion available on video archive). Chairwoman Shapira moved that the Board accepts the recommendations of the Faculty Shared Governance Commission and authorizes the Office of the Chancellor to take all necessary steps to operationalize the permanent faculty council and present a policy for consideration at the next board meeting. A motion was made to amend stating that the Board hereby accepts the recommendations of the Faculty Shared Governance Commission except for parts 3.a.2 and 4.2 regarding statutory changes to allow the faculty representative to be a full voting member until it can be considered through the policy development process and authorizes the Office of the Chancellor to take all necessary steps to operationalize the permanent Faculty Council and to bring forward a policy for Board consideration. The motion to amend failed.

MR. HOUSER MOVED TO AMMEND THE MOTION SUCH THAT THE BOARD HEREBY RECEIVES THE RECOMMENDATIONS OF THE FACULTY SHARED GOVERNANCE COMMISSION AND AUTHORIZES THE OFFICE OF THE CHANCELLOR TO TAKE ALL NECESSARY STEPS TO OPERATIONALIZE THE PERMANENT FACULTY COUNCIL AND DEVELOP A COMPLETE POLICY TO ENCOMPASS THIS EFFORT FOR BOARD CONSIDERATION.

Motion to amend passed (opposed: Governor Fefolt). Chair Shapira then moved the amended motion for Board approval by voice vote; motion passed unanimously.

PRELIMINARY STRATEGY FOR DIVERSITY, EQUITY AND INCLUSION

Dr. Denise Pearson, Vice Chancellor, Chief Diversity, Equity and Inclusion, provided an overview of the guiding principles and values of DEI strategies for fostering diversity, equity and inclusion within the State System. Chairwoman Shapira announced the creation of the Board of Governors Commission on Diversity, Equity, and Inclusion in System-Level Governance and outlined the Commission's charge, which will be to recommend a framework for the Board's

ongoing role in fostering diversity, equity, and inclusion at the System level and report back to the Board at each quarterly meeting. Governor Jan Yeomans will chair the commission.

NEW BUSINESS

CHAIRWOMAN SHAPIRA MOVED THAT THE BOARD APPROVE THE APPOINTMENT OF MR. ROBERT THORN AS INTERIM PRESIDENT OF CALIFORNIA UNIVERSITY OF PENNSYLVANIA, EFFECTIVE 1/29/2021 AT 5:00 P.M. AND AUTHORIZE THE CHAIRWOMAN AND CHANCELLOR TO EXECUTE THE NECESSARY DOCUMENTS. Voice vote. The motion passed unanimously. No opposition.

EXECUTIVE SESSION

The Chair reported that the Board met in executive session Wednesday, October 14, 2020, from 1:00 p.m. - 1:55 p.m. to discuss items related to personnel and legal matters.

Meeting adjourned to executive session at 12:18 p.m.

ADJOURNMENT

The meeting adjourned at 12:18 p.m.

ATTEST:

Randy A. Goin Jr., Ph.D.
Deputy Chancellor

The meeting webcast is available here: [BOG Meeting October 2020 \(Day 2\) - YouTube](#)