ELECTIONS APPENDIX TO BYLAWS:
Nomination, Election and Appointment of Trustees Including Emeriti

As adopted on July 30, 2024

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SECTION ONE:
THE ROLE OF THE GOVERNANCE COMMITTEE OF THE BOARD AND ITS NOMINATING SUBCOMMITTEE

1. The Governance Committee of the Board of Trustees has authority over the Trustee nomination, election and appointment process, subject to the Charter and Bylaws of the University. The Committee’s Nominating Subcommittee assumes the lead role in managing the Committee’s responsibilities.

2. The Subcommittee:

(a) Evaluates, recommends and reports on the Board’s skill set inventory and recommends such modifications as may be necessary or appropriate while considering and integrating the Board’s diversity needs across all dimensions as part of this annual review.

(b) Develops and maintains the Statement of Interest and Candidate Questionnaire and Scorecard for Self-Assessment by prospective and incumbent Trustees (“Candidates” and “Candidate Questionnaire”) set forth in Section Ten of this Appendix.

(c) Works with the Office of the Board of Trustees (“Office of the Board”) to ensure that instructions and required materials are provided to Candidates and that the Office of the Board timely and fairly reviews submitted Candidate Materials.¹

¹ Taken together, the certification, references, biography/position statement, and Candidate Questionnaire are “Candidate Materials.” Required Candidate Materials may be amended by the Nominating Subcommittee from time to time.
(d) Helps to recruit prospective new Board members, particularly in the At-Large and Business and Industry ("B&I") Trustee categories.

(e) Interviews and makes recommendations to the Board with respect to Candidates for the At-Large, B&I, Academic and Student Trustees.

(f) Reviews Candidates for Alumni Trustee and determines whether Candidates are qualified to be placed on the ballot.

(g) Shares the Board’s Required Elements for Candidates along with the Board’s Skills and Demographics Report and the “Candidate Questionnaire” with the Office of the Governor and Senate Leadership to support their processes in Trustee selections.

(h) Considers and recommends Trustees to the Board for emeritus status.

SECTION TWO:
REQUIREMENTS FOR ALL CANDIDATES

1. The Office of the Board provides information to all Candidates regarding required submittals and processes, and also determines when Candidate requirements are completed. The Office of the Board provides prompt notification of any gaps in Candidate Materials as well as notice of completion to Candidates.

2. Nominations (including self-nominations) for candidacy for At-Large, Alumni, Agricultural, B&I, Student and Academic Trustee seats are submitted to the Office of the Board. Whether new or incumbent, all Candidates (except gubernatorial appointees) must complete the following before their name will be placed on the ballot or nomination will be acted upon by the appointing authority. Candidates must:

   (a) Register with the Office of the Board prior to any applicable deadline.

   (b) Undergo a standard background check, the results of which shall reflect no criminal convictions or pending criminal matters.

   (c) Sign a certification that they will adhere to the Code of Conduct both as a Trustee candidate and a Trustee.

   (d) Provide a list of three references who can speak to the Candidate’s qualifications and experience.

   (e) Submit a biography/position statement.
Complete the “Candidate Questionnaire” set forth in Section Ten (X) which is made publicly available.

3. Requirements applicable to particular individuals or groups:

(a) Incumbent Trustees shall additionally submit a validation of “Record of Service” (as maintained by the Office of the Board including disclosure of any warnings, reprimands, or letters of censure received while serving on the Board.

(b) All Candidates who would become Trustees for the first time must participate in an education session on the role of the Board, committee structures, fiduciary duties, and the Code of Conduct.

(c) Gubernatorial appointees do not submit materials to the Office of the Board; however, before taking office they shall:

(i) Undergo a standard background check, the results of which reflect no felony convictions or pending criminal matters.

(ii) Sign a certification that they will adhere to the Code of Conduct.

(iii) Complete the “Candidate Questionnaire.”

(iv) Participate in an education session on the role of the Board, committee structures, fiduciary duties, and the Code of Conduct.

SECTION THREE:
ALUMNI TRUSTEE ELECTION PROCEDURES

1. Date of Election. Elections for alumni members of the Board of Trustees ("Alumni Trustees") shall be held each year on the day preceding the annual Commencement, under the direction of two judges annually appointed for that purpose by the Chair of the Board of Trustees, and may be held either in connection with the Delegate Convention for the election of other members of the Board, or at such other hour of the same day, and such other place, as the Chair of the Board of Trustees may from time to time direct.

2. Form of Ballot. Only the official nominating and voting ballots may be used to nominate and vote for Candidates for Alumni Trustee.

3. Nominations. The Secretary of the Board of Trustees, or such other officer as may be from time to time designated by the Chair of the Board of Trustees, shall send to each qualified elector, as established in the Charter, whose email address is known, or such electors who make an individual request, in writing to the University, that such ballots be furnished to them, a notice stating the date at which the next election will be held and the names of Alumni Trustees whose terms will expire by law on the thirtieth day of June next following. Such notice shall be sent each year not less than sixty days preceding the date on which such election is to be held, and shall invite nominations for vacancies then to occur. Ballots for the nomination of Alumni Trustees must be received at the Office of the Board before 5:00 p.m. on the fifteenth day of the nomination period. All persons who are nominated by as many as fifty [50] electors and who have completed and submitted the required Candidate materials shall be
announced as soon as practical after the twentieth day of April each year in a circular sent to all electors, with a form of ballot.

4. **Candidate Materials.** Candidate Materials shall be posted no less than seven days before the ballot is sent to all electors.

5. **Position on Ballot.** Immediately after the last day fixed for depositing ballots to nominate candidates for Alumni Trustee, the Chair of the Board of Trustees shall fix a day and hour for casting lots for the position of names upon the election ballots. The Secretary of the Board of Trustees shall give at least three days’ notice of said date and hour to all Candidates nominated. Any Candidate may appear in person or by a representative duly authorized in writing. In the event that any Candidate is not present in person or by duly authorized representative at the time of casting of lots, it shall be the duty of the Secretary to appoint some person to represent such absentee. After said lots are cast, the Secretary shall accordingly establish the order in which the names of said Candidates are to appear on the election ballot.

6. **Designation of Incumbents.** Incumbents shall not be identified as such on election ballots, but Candidate Materials shall identify incumbents with an asterisk.

7. **Position in Booklet.** Candidates’ names shall be in alphabetical order in any publication of Candidate Materials.

8. **Duplicate Ballots.** A duplicate ballot may be issued to a voter only on a written or personal application to the Secretary of the Board of Trustees stating that the original ballot has been lost, mutilated, or destroyed.

9. **Candidate May Withdraw Name.** Each Candidate nominated shall be given the privilege of withdrawing his/her name.

10. **Election Returns.** All ballots for alumni trustees returned to the proper official in response to said circular and received by them on or before the day of election shall be safely kept by them, and by them delivered at the time and place of election to the two judges selected by the Chair of the Board of Trustees and shall by them be counted as cast at that time and place. Said judges shall make return to the Board of Trustees of the persons for whom ballots have been cast, either by letter or by electors in person, with the number of votes for each person; and the Board of Trustees shall thereupon determine and declare what persons have been elected to fill the vacancies aforesaid. A plurality of votes only shall be required to elect and, in case of an equality of votes between two or more Candidates, the person or persons who shall hold said office or offices of trustee shall be designated by ballot of the Board of Trustees.

11. **Announcement of Results.** The names of the winning Candidates in the election shall be given publicity in the public press. The names of all Candidates and the number of votes received by each shall be made available for publication.

12. **Electronic Notices and Voting.** In order to be good stewards of the limited financial resources of the University, electronic mail may be used to communicate any required notices or other correspondence under this Appendix and an electronic balloting and voting process may be
used so long as reasonable accommodations are made to permit any qualified elector without access to electronic mail to participate in the election.

SECTION FOUR:
BUSINESS AND INDUSTRY TRUSTEE ELECTION PROCEDURES

The Charter of the Board of Trustees of The Pennsylvania State University provides for the election of six trustees who represent business and industry endeavors (“B&I Trustees”).

1. The Office of the Board of Trustees shall annually announce to the full Board the opportunity to nominate Candidates for B&I Trustee for consideration by the Nominating Subcommittee, and shall afford the full Board at least thirty days to submit such nominations and Candidate materials in advance of the Nominating Subcommittee’s deliberations. In addition to nominations received from individual trustees, the Nominating Subcommittee may cultivate additional Candidates, including persons nominated in previous years for membership on the Board as a representative of business and industry. The Nominating Subcommittee and any Trustee submitting a nomination shall treat as confidential the identity of nominees. The Nominating Subcommittee’s efforts to develop Business and Industry Candidates may continue through the end of the month of June following the year of its appointment.

2. The Board of Trustees shall publicly report the number (but not the names) of Candidates considered by the Nominating Subcommittee.

3. The election of Trustees representing Business and Industry endeavors shall be held at the May meeting of the Board of Trustees.

SECTION FIVE:
AGRICULTURAL TRUSTEE ELECTION PROCEDURES

The Charter of the Board of Trustees of The Pennsylvania State University provides for the election of six trustees who represent the organized agricultural societies or associations in the Commonwealth (“Agricultural Organizations”, “Agricultural Trustees”).

1. Date of Election. Election for two members of the Board of Trustees representing agricultural interests shall be held each year on the Thursday prior to the day for the annual Spring Commencement, under the direction of two judges annually appointed for that purpose by the Chair of the Board of Trustees. If the number of Candidates equals the number of available positions, the election process is unnecessary, and the Candidates will automatically assume the positions.

2. Delegates. Agricultural Organizations are not entitled to send delegates to participate in the election of Trustees unless they have at least fifteen (15) members in good standing and have been organized and in existence at least twelve (12) months preceding the election, and have duly notified the Secretary of the Board of Trustees of this fact at least sixty days prior to the election. Each Agricultural Organization is invited to send up to three delegates to participate in the election; provided, however, that if an Agricultural Organization has more than fifteen (15) members in good standing in more than one county, such Agricultural Organization may send up to three delegates from each such county and provided, further that the maximum number of delegates that may be sent by any Agricultural Organization to participate in the election shall be nine (9). Each Delegate must be a member of the Agricultural Organization.
that he or she represents. Employees of The Pennsylvania State University are not permitted to serve as delegates. The secretary or another authorized officer of each Agricultural Organization shall provide proof to the Secretary of the Board of Trustees, in form and substance satisfactory to the Secretary of the Board of Trustees, of the authority and eligibility of each delegate sent by such Agricultural Organization to participate in the election. No proxies are permitted.

3. **Candidates.** Each Candidate must be an active member of an Agricultural Organization. Individual Candidates are invited to notify the Secretary of the Board of Trustees by February 25 of each year. Each Candidate must complete and submit the required Candidate materials. The names of the Candidates (along with the Candidate Questionnaire and other materials, the agenda for the meeting, and the governance provisions for the election) will be distributed to the secretaries or other authorized officers of each Agricultural Organization whose contact information is on file with the Secretary of the Board of Trustees in advance of the election in order to better inform Agricultural Organization delegates.

4. **Nominations.** Nominations will be required for all Candidates on the day of the election.

5. **Registration.** The names of the delegates representing each Agricultural Organization must be provided by the secretary or another authorized officer of such Agricultural Organization to the Secretary of the Board of Trustees, in a form approved by the Secretary of the Board of Trustees, at least 30 days prior to the election. An Agricultural Organization may amend its submission after that time but in no event shall changes be accepted if received by the Secretary of the Board of Trustees after 5:00 p.m. on the Monday prior to the election. Delegates must present a valid Pennsylvania driver’s license or some other form of photo identification acceptable to the Secretary of the Board of Trustees in order to participate in the election, and may be registered as a delegate of only one Agricultural Organization and in only one county.

6. **Eligibility and Voting.** Only those delegates in attendance and duly registered are permitted to participate in the election and voting. The following provisions also apply:

   (i) Each county is permitted a maximum of three votes for the Candidates.

   (ii) If a county is represented by more than three delegates, a caucus is required to determine the three from their number who will represent the county.

   (iii) If fewer than three delegates represent a county, the county is permitted only as many votes as there are delegates.

   (iv) Each voter must vote for two nominated Candidates. Any ballot indicating a vote for a single Candidate shall not be counted.

7. **Announcement of Results.** The names of the winning Candidates in the election shall be given publicity in the public press. The names of all Candidates and the number of votes received by each shall be made available for publication.
SECTION SIX:
STUDENT TRUSTEE ELECTION PROCEDURES

1. The Selection Group on Board Membership for the Student Trustee shall be composed of eleven members (the incumbent Student Trustee, the President of the University Park Undergraduate Association, the President of the Graduate and Professional Student Association, the President of the Council of Commonwealth Student Governments and the President of the World Campus Student Government Association (the “Core Committee”) plus six at-large undergraduate, graduate or professional student members selected by the Core Committee. The Selection Group shall recommend, in accordance with guidelines established by the Selection Group and approved by the Nominating Subcommittee, a preferred Candidate for membership on the Board of Trustees representing the student body of the University.  

2. The Nominating Subcommittee (including the incumbent Student Trustee) shall interview the preferred Candidate (and, if necessary, any alternate Candidates) and shall forward the recommended Candidate’s name to the Board. The Nominating Subcommittee shall treat as confidential the identities of all Candidates.

3. The name and Candidate Materials of the Candidate recommended by the Nominating Subcommittee shall be submitted for confirmation by the Board (for approval or rejection of the recommended Candidate only). It is expected that the Board would approve the recommended Candidate unless issues with the Candidate’s Materials, student conduct issues, academic standing issues or other issues arise or exist that in the opinion of the Board would make the preferred Candidate unsuitable for service on the Board.

4. The election of the Student Trustee shall be held at the May meeting of the Board.

SECTION SEVEN:
ACADEMIC TRUSTEE ELECTION PROCEDURES

1. The University Faculty Senate shall recommend, in accordance with procedures and guidelines established by the Faculty Senate and approved by the Nominating Subcommittee Committee, a preferred Candidate for membership on the Board representing the faculty of the University.

2. The Nominating Subcommittee shall interview the preferred Candidate (and, if necessary, alternate candidates) and shall forward the recommended Candidate’s name and candidate materials to the Board of Trustees.

3. The name and Candidate Materials of the Candidate recommended by the Nominating Subcommittee shall be submitted for confirmation by the Board (for approval or rejection of the recommended candidate only). It is expected that the Board would approve the Candidate recommended by the Faculty Senate unless issues with the recommended Candidate’s Materials or other issues arise or exist that in the opinion of the Board would make the preferred candidate unsuitable for service on the Board.

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2 The Guidelines provide that the Selection Group would identify a preferred Candidate and two ranked Candidates.
3 The Guidelines provide that the Faculty Senate would identify a preferred Candidate and two ranked Candidates.
preferred Candidate unsuitable for service on the Board. The Faculty Senate and the Nominating Subcommittee shall treat as confidential the identities of all Candidates.

4. The election of the Academic Trustee shall be held at the May meeting of the Board of Trustees.

SECTION EIGHT: AT-LARGE TRUSTEE ELECTION PROCEDURES

1. The Office of the Board of Trustees shall annually announce to the full Board the opportunity to nominate Candidates for consideration by the Nominating Subcommittee, and shall afford the full Board at least thirty days to submit such nominations and candidate materials in advance of the Nominating Subcommittee’s deliberations. In addition to nominations received from individual trustees, the Nominating Subcommittee may cultivate additional Candidates, including persons nominated in previous years for membership on the Board. The Nominating Subcommittee and any trustee submitting a nomination shall treat as confidential the identity of nominees. The Nominating Subcommittee’s efforts to develop Candidates may continue through the end of the year of its appointment.

2. The Board of Trustees shall publicly report the number (but not the names) of Candidates considered by the Nominating Subcommittee.

3. The election of At-Large Trustees shall be held at the May meeting of the Board of Trustees.

SECTION NINE: TRUSTEES EMERITI

1. Granting the Status of Trustee Emeritus to Former Members of the Board. The status of Trustee Emeritus shall be reserved for any living former member of the Board of Trustees who has served as a board member for six years or more with distinction. Trustees shall be eligible for consideration to receive such status immediately upon retirement from active service on the Board of Trustees. The Nominating Subcommittee shall review the service of a Trustee upon such Trustee’s retirement and shall make a recommendation to the Board of Trustees. Criteria to be considered by the Committee shall include offices held, attendance record, participation in the activities of the Board, length of service, or other significant contributions to the governance of the University. The Committee may also take into account the Trustee’s fulfillment of the Board’s expectations of membership as set forth in applicable policies and the Code of Conduct. Each former Chair of the Board of Trustees will be entitled to automatic trustee emeritus status upon retirement or resignation.

2. The election of Trustees Emeriti will be held at the September meeting of the Board of Trustees.

3. The status of Trustee Emeritus shall be applicable for a term of six years. At the end of such six year period, individuals who have been granted Trustee Emeritus status shall retain the title and may be invited to continue to participate in University activities and events at the discretion of the Chair of the Board of Trustees. All other privileges associated with the status of Trustee Emeritus shall expire. The term of an Trustee Emeritus may be terminated early for good cause as determined by the Chair and majority vote of the Executive Committee of the Board.
4. Individuals with the status of Trustee Emeritus shall be invited to attend public meetings of the Board of Trustees and Standing Committees thereof and may participate at the discretion of the presiding officer of such meeting. Trustees Emeriti shall not have the right to attend executive sessions of the Board of Trustees or any Standing Committees thereof or to attend any portion of any meeting at which attorney-client privileged discussions are held unless the presiding officer of such session determines, after consultation with counsel, that such attendance is appropriate and advisable. Trustees Emeriti shall receive or be given access to documents and other materials that are made public, and may receive or have access to the University’s confidential, proprietary or attorney-client privileged materials at the discretion of the presiding officer of the meeting at which such materials are to be discussed. Emeritus Trustees must adhere to all expectations of Trustees set forth in the Trustee Code of Conduct Section 2.03 of the Bylaws.

5. Trustees Emeriti may be appointed by the Chair of the Board of Trustees, at the Chair’s discretion, to serve as non-voting members of certain Standing Committees or Board Entities.

6. At the discretion of the Chair of the Board of Trustees, Trustees Emeriti shall be invited to participate in University events and activities, to serve as an advisor or mentor, to consult on University matters and/or to serve the University in such other capacities as the Chair may determine are advisable and appropriate.

7. The University shall reimburse Trustees Emeriti for reasonable expenses associated with service as Trustees Emeriti in accordance with policies applicable to the Board of Trustees from time to time.

SECTION TEN:
THE “STATEMENT OF INTEREST AND CANDIDATE QUESTIONNAIRE/SORECARD FOR SELF-ASSESSMENT BY POTENTIAL AND INCUMBENT TRUSTEES”

| Engagement with Penn State: Describe your connection to Penn State and why it has prepared you to guide the University’s strategic future. | Narrative description of the nature of the Candidate’s engagement, the length of service, and the depth of commitment reflected. | Self-Assessment Scorecard: YES or NO |
| Experience with governance/board service: What experience do you have participating in a collaborative fiduciary decision-making body? | Narrative description of the Candidate’s history of service and approach to work in a decision-making body. | Self-Assessment Scorecard: YES or NO |
| Brings 1-2 skills from skillset inventory: What of the skills reflected in the Board Skillset Inventory would you bring to your service as a Penn State trustee and how did you develop this skill/these skills? | Narrative description of the Candidate’s relevant skill set and other relevant expertise, including how attained. | Self-Assessment Scorecard: YES or NO |
| What about your life experience and unique background makes your voice | Narrative description of the Candidate’s unique perspective and | Self-Assessment Scorecard: |
| important to be heard at the Board of Trustees? | experiences and how they will positively impact the work of the Board of Trustees. | YES or NO |