

**Feuchtenberger, Karen**

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**From:** Ammerman, Paula <PRA4@psu.edu>  
**Sent:** Thursday, November 17, 2011 4:51 PM  
**Subject:** Confidentiality Agreement  
**Attachments:** BOT Confidentiality Agreement.pdf

**Importance:** High

DATE: November 17, 2011

FROM: Cynthia A. Baldwin, Vice President and General Counsel  
Paula R. Ammerman, Associate Secretary, Board of Trustees

TO: Members of the Board of Trustees, The Pennsylvania State University

As a follow up to the November 15, 2011 memorandum from Steve Garban and John Surma to the Board of Trustees, all Board members are being requested to sign the attached Confidentiality Statement. As you are all aware, one of the expectations of all members of the Board of Trustees, as clearly stated in the Standing Orders of the Board, is that Trustees will "maintain confidentiality without exception." See attached Standing Order IX, Section 1(f)(10). As you are also aware, there have been several very unfortunate breaches of confidentiality by Board members within the last two weeks. These breaches seriously threaten the Board's ability to govern the University. If it cannot be assured that the discussions of the Board will be held in strict confidence, the Board will not be able to have the type of open, candid dialogue that is critically necessary for it to function.

Therefore we must ask everyone to please sign the statement and return it to Paula Ammerman via fax (814-863-4631) or scanned electronic copy to [pra4@psu.edu](mailto:pra4@psu.edu) at your earliest convenience. If you have any questions, please contact either of us.

\* \* \*

Paula R. Ammerman  
Director, Board of Trustees Office  
The Pennsylvania State University  
205 Old Main  
University Park, PA 16802  
(814) 865-2521; (814) 863-4631 (FAX)  
[pra4@psu.edu](mailto:pra4@psu.edu)

This E-mail, along with any attachments, is considered confidential and may well be legally privileged. If you have received it in error, you are on notice of its status. Please notify us immediately by reply e-mail and then delete this message from your system. Please do not copy it or use it for any purposes, or disclose its contents to any other person. Thank you for your cooperation.

PENNSSTATE



Board of Trustees

(814) 865-2521  
FAX: (814) 863-4631

The Pennsylvania State University  
205 Old Main  
University Park, PA 16802-1571

## The Pennsylvania State University Board of Trustees Confidentiality Statement

I hereby acknowledge that I have read and understand the obligations expected of me as a member of the Board of Trustees, including the obligation to "maintain confidentiality without exception", as stated in the *Standing Orders* of the Board of Trustees [Order IX, Governance of the University, paragraph (f), Expectations of Membership]. I willingly sign this Confidentiality Statement and agree that I will hold in strictest confidence all confidential information acquired in my capacity as a member of the Board of Trustees, including without limitation confidential information acquired during and through any and all meetings, written communications, conference calls, seminars and executive sessions. I further acknowledge and agree that failure to maintain the confidentiality of such information may cause serious and irreparable harm to the University and may constitute grounds for my removal from the Board of Trustees. If I cannot or will not sign this statement, I will recuse myself from all such events.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Return Signed Copy to:

Paula Ammerman  
Board of Trustees Office  
The Pennsylvania State University  
205 Old Main  
University Park, PA 16802

via fax at 814-863-4631 or  
via email to [pra4@psu.edu](mailto:pra4@psu.edu)

*The following is excerpted from the Standing Orders of The Pennsylvania State University:*

**ORDER IX. GOVERNANCE OF THE UNIVERSITY**

(1) Role of the Board of Trustees in University Governance

- (f) Expectations of Membership. In exercising the responsibilities of trusteeship, the Board of Trustees is guided by the expectations of membership, each of which is equally important:
1. Understand and support the University's mission, vision, and values
  2. Act in good faith at all times and in the best interests of the University in a non-partisan manner
  3. Make the University a top philanthropic priority to the very best of one's personal ability
  4. Prepare diligently, attend faithfully, and participate constructively in all Board meetings and related activities by reading the agenda and supporting materials
  5. Speak openly within the Board and publicly support decisions reached by the Board
  6. Make decisions and instruct the administration as a Board, not as individuals
  7. Participate regularly in events that are integral parts of the life of the University community
  8. Disclose promptly and fully any potential or actual conflicts of interest, and personally maintain exemplary ethical standards
  9. Refrain from requests of the president or staff for special consideration or personal prerogatives, including admissions, employment, and contracts for business
  10. Maintain confidentiality without exception
  11. Advocate the University's interests, but speak for the Board or the University only when authorized to do so by the Board or the Chair
  12. Respect established channels to acquire information or open communication with constituents
  13. Extend goodwill to one another and to all members of the University community.