

**Feuchtenberger, Karen**

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**From:** Frazier, Kenneth C. <ken\_frazier@merck.com>  
**Sent:** Monday, January 16, 2012 7:53 PM  
**To:** Omar Y. McNeill; Tomalis, Ronald  
**Cc:** Louis Freeh  
**Subject:** RE: PSU -- Special Investigations Task Force/Board of Trustees Meetings

Noted!

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**From:** Omar Y. McNeill [mailto:mcneill@freehgroup.com]  
**Sent:** Monday, January 16, 2012 5:59 PM  
**To:** Frazier, Kenneth C.; Tomalis, Ronald  
**Cc:** Louis Freeh  
**Subject:** RE: PSU -- Special Investigations Task Force/Board of Trustees Meetings

Ken and Ron –

Regards,  
Omar  
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State College

## **Baldwin to Step Down as Penn State General Counsel, Vice President**

by **Adam Smeltz** on January 16, 2012 6:10 PM

Penn State's top legal officer will leave the position soon, the university announced Monday. University trustees named Cynthia Baldwin, a former state Supreme Court and former Penn State board chairwoman, as the university's general counsel and chief legal officer in January 2010. Her job carries the title of university vice president, as well.

The tripartite role was newly created when she accepted it. And she did so "with the understanding that she would serve in a transitional role to help establish and organize the office, manage Penn State's legal function and pave the way for a permanent general counsel to be hired following a national search," according to [a university statement](#).

"... Baldwin has said the time has come for her to transition," it goes on.

The statement offers no further explanation of Baldwin's reported move, including its timing. She could not be reached immediately for comment Monday afternoon.

But the news comes at a troubled time for the university, as it faces fallout -- including the specter of numerous civil lawsuits -- from the Jerry Sandusky sexual-abuse and cover-up charges.

Two longtime university administrators -- Tim Curley and Gary Schultz -- have been charged in connection with the matter. They and Sandusky, a former assistant football coach, have maintained that they are innocent.

It was not immediately clear Monday the degree to which Baldwin has been involved in university responses to the crisis. She was present in Old Main, however, when trustees convened for a Sunday-night meeting right after the charges were filed in November.

According to Penn State, Baldwin oversees at the university "a very busy unit, with two attorneys, a paralegal and an administrative assistant at University Park, and two attorneys and a paralegal based at Penn State Hershey."

Her office provides advice to the university trustees, administration, faculty and staff, Baldwin said in a prepared statement.

She went on: "We also coordinate and monitor legal actions with outside counsel; review and participate in the formulation of university policies; assist in developing and interpreting rules and guidelines concerning university activities affecting compliance with federal and state laws and regulations; prepare and review legal documents, including contracts and licensing agreements; and collaborate with the university's Risk Management Office and the Affirmative Action Office."

According to a Penn State statement, the general-counsel office is now set "to be taken over by a permanent general counsel." Baldwin and Damon Sims, the vice president for student affairs, are leading a search to identify her successor, the statement reads.

The creation of the in-house legal office followed a recommendation from an external review in 2009. Baldwin joined the university administration from the international law firm Duane Morris, for which she was a partner and worked in the Pittsburgh office. Before that, she served on the state Supreme Court from 2006 to 2008. A former Penn State trustee, she was the university board chairwoman from 2004 through 2006.

**From:** Omar Y. McNeill [mailto:mcneill@freehgroup.com]  
**Sent:** Monday, January 16, 2012 4:26 PM  
**To:** 'Frazier, Kenneth C.'; 'Tomalis, Ronald'  
**Cc:** Louis Freeh  
**Subject:** RE: PSU -- Special Investigations Task Force/Board of Trustees Meetings

Ken and Ron –

Attached is the updated listed of interim recommendations with Ron's suggestion included and the typo corrected.

We still are in process of finding, in print, the Erickson comment regarding a General Counsel search during his early press conference, but below is the January 22, 2010, article from Penn State Live announcing Baldwin's appointment as General Counsel. Note the highlighted section which states that "she will serve in a transitional role as in-house counsel to help establish and organize the office, manage Penn State's legal function, and pave the way for a permanent general counsel to be hired following a national search." We have revised the recommendation to tie to the "earlier reported plans to hire a permanent General Counsel after a national search is conducted."

Please let me know if you have any further comments or questions.

Regards,  
Omar



# Penn State names new vice president and general counsel

**Penn State names new vice president and general counsel**  
*Friday, January 22, 2010*



Credit: Greg Grieco Cynthia Baldwin speaking at the groundbreaking for the Lewis Katz Building, now home to the Penn State Dickinson School of Law at University Park, in 2007

University Park, Pa. — Penn State's Board of Trustees today (Jan. 22) approved the appointment of former Pennsylvania Supreme Court Justice Cynthia Baldwin to serve as the University's full-time general counsel and chief legal officer.

Baldwin, currently a partner in the Pittsburgh office of the law firm Duane Morris LLP, was elected the first African American female judge of the Allegheny Court of Common Pleas and is past chair of the Penn State Board of Trustees.

She will serve in a transitional role as in-house counsel to help establish and organize the office, manage Penn State's legal function, and pave the way for a permanent general counsel to be hired following a national search.

The University's decision to create an in-house legal counsel is based on a recommendation from an external peer review conducted last year. The conventional model used now by peer institutions is to have in-house counsel oversee legal work and to perform core activities such as reviewing contracts and policies, establishing procedures, and advising the Board of Trustees and senior management.

McQuaide Blasko, a State College-based law firm, has served as general counsel for the University for more than five decades. Much of the University's legal work will continue to be done by McQuaide Blasko.

"We have been served extraordinarily well by McQuaide Blasko and we will maintain a significant relationship with them well into the future," said Penn State President Graham Spanier.

"We are fortunate to have in Cynthia Baldwin someone with such vast legal expertise at the highest level and also a thorough understanding of the University and its needs," said Spanier. "Her oversight during this transition will allow us to implement a model for legal services that addresses our anticipated future needs."

**From:** Louis Freeh [<mailto:freeh@freehgroup.com>]

**Sent:** Monday, January 16, 2012 12:00 PM

**To:** Omar Y. McNeill

**Cc:** Frazier, Kenneth C.; Tomalis, Ronald

**Subject:** Re: PSU -- Special Investigations Task Force/Board of Trustees Meetings

We'll confirm

Thanks

Sent from my iPhone

On Jan 16, 2012, at 5:57 PM, "Omar Y. McNeill" <[mcneill@freehgroup.com](mailto:mcneill@freehgroup.com)> wrote:

Ken --

I will correct the typo. As to the public nature of the GC search, in one of Erickson's first press conferences as President, when he was asked if he was replacing any of his staff, I recall that he said that he was replacing the VP of F&B (Schultz) and also that a search was underway for a permanent GC. I'll review the articles to confirm, but we can simply remove that if there is any discomfort in listing it now.

Regards,  
Omar

Sent from my iPhone

On Jan 16, 2012, at 11:34 AM, "Frazier, Kenneth C." <[ken\\_frazier@merck.com](mailto:ken_frazier@merck.com)> wrote:

Omar,

These look good as a start for the SITF's work. I have two modest comments: Is the GC search sufficiently public at this point to include in this initial list? Second ( and I apologize ) "policies" is misspelled in the first line.

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**From:** Omar Y. McNeill [<mailto:mcneill@freehgroup.com>]  
**Sent:** Monday, January 16, 2012 10:40 AM  
**To:** Frazier, Kenneth C.; Tomalis, Ronald  
**Cc:** Louis Freeh  
**Subject:** PSU -- Special Investigations Task Force/Board of Trustees Meetings

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