



March 28, 2024

Mr. Anthony Lubrano



Anthony:

We write to remind you of our and the Board's expectations of membership.

We appreciate your productive engagement with the Board in recent months, in particular your collaborative approach to the Governance Working Group.

Unfortunately, your actions at and surrounding the public meeting of the Board of Trustees on February 16, 2024 were inconsistent with the following expectations of membership:

- *Act in good faith at all times and in the best interests of the University, maintain independence from external stakeholders and act without regard to the manner in which such Trustee was appointed or elected to the Board of Trustees*
- *Speak openly, freely and candidly within the Board, while being mindful that any public dissent from Board decisions must be done in the context of being trusted stewards of a public institution. Because a University is a free marketplace of competing ideas and opinions, its governance mandates open communication as well as principled, civil and respectful debate. At the same time, trustees must always protect and act in the best interest of the University, being cognizant that the tone and substance of their words reflect on the University that they are dedicated to serve and have consequences on its overall wellbeing.*

Consistent with Pennsylvania Sunshine Law, the Board held an executive session on January 29th during which your statement and proposal could have been shared within the Board and deliberated upon. You chose not to take that opportunity. Your public statement and withdrawn proposal were not only a distraction from the business and academic matters on the Board's agenda for the February 16th meeting, they reflected poorly on the Board as a whole and therefore were not in the best interest of the institution.

Moreover, your television interview with WJAC on February 16, 2024 and your radio interview with Fox Sports 98.7 on March 13, 2024 were inconsistent with guidance that any media appearance done in a trustee capacity be coordinated with the strategic communications team. We recognize every trustee is free to express their opinion on issues both privately and publicly, but remind you of the Expectations of Membership which include in the description of confidential information "nonpublic information about

internal Board discussions and dynamics.” Several of your comments in these interviews appeared to include this type of confidential information.

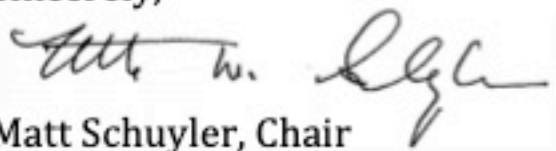
We would also like to address a topic you have raised in the past, what you have called a “duty of obedience.” You are correct that the Pennsylvania non-profit law does not impose a duty of obedience on non-profits trustees. We refer you to the references below defining the duty of obedience so that you might better understand it. A duty of obedience does not mean that a trustee must “obey” board leadership or management, it means that trustees have a duty to ensure that the organization stays true to its mission, and the law.

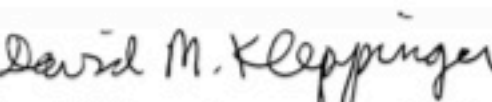
- <https://boardsource.org/fundamental-topics-of-nonprofit-board-service/roles-responsibilities/>
- <https://www.napalegalinstitute.org/post/what-directors-need-to-know-about-the-duty-of-obedience>

We recognize that the topic of honoring Joe Paterno is one that you and other trustees feel strongly about. Rather than expecting your “obedience,” we are supportive of every trustee’s right to express their views, including properly bringing matters forward for the Board’s consideration. By contrast, creating a public spectacle on a topic that had not properly been brought through the Board’s processes was inconsistent with your duty as a trustee.

We look forward to continuing to work with you for the remainder of your term in a constructive manner that serves the best interests of the University and are available to discuss this further should you wish to do so.

Sincerely,

  
Matt Schuyler, Chair

  
David Kleppinger, Vice Chair