

**ROBERT J. TRIBECK, CLASS OF 1991 – 2018 CANDIDATE FOR REELECTION TO
THE PENNSYLVANIA STATE UNIVERSITY BOARD OF TRUSTEES**

1. What do you hope to accomplish in your 3-year term as Trustee?

Response: I will continue with the goals I listed with when I first sought a position on the Board of Trustees:

(a) Control of Tuition and Expenses

While we have made strides in this regard, we are far from done. In my three years as a member of the Board of Trustees, we have had one year of no tuition increase, and two years of the smallest increases, on a percentage basis, in nearly 50 years. While I voted against the tuition increases in 2016 and 2017, the fact remains that we have begun the process of controlling tuition through cost-cutting measures. There are, of course, more costs to be considered and more ways in which to control those costs.

Though I am not favorably inclined to use consultants, at the July 2017 meeting, where the tuition increase was approved, I implored the Board to consider engaging the services of a consultant to evaluate those areas where we can and should cut costs. It is important to note, however, that at no point would I support any decrease in the quality of our education simply in order to cut costs. Rather, we must reach a balance. To do so, we must identify those areas of administrative bloat that Penn State, like every institution of higher education, has in its operations.

Likewise, we are well-aware that there are substantial shortcomings with respect to our need to renovate our existing facilities. To some extent, the Board “kicked the can down the road”, putting off necessary capital investments and/or saving for capital projects. There is no question that we are going to need to incur substantial costs in this regard. With that said, and understanding the changing realities of college education, we must be evaluating each and every project both for need and to insure that we have selected the most cost-effective route to proceed. While that does not mean “cheap”, we must insure that every viable alternative has been fully explored.

Trustees cannot, and should not, “micro-manage” the Administration; however, where we are asked to approve capital projects, we must hold the Administration to high standards in evaluating less-expensive alternatives. This can include seeking out non-interested experts to provide guidance, both to the Administration and the Board, on matters such as costs of land and construction. Likewise, where we have individuals on our Board who are experts in a particular subject matter, we must be willing to call upon them, and receive their view, even if that view differs from that of the Administration.

We must also challenge our Administration to evaluate the needs, and look, of Penn State in 2030, 2050, 2080, and beyond. Certainly the traditional “college” experience will look very different in the future. As we undertake building projects, we must evaluate if there are alternate solutions that may be better suited for college in 2030.

At the same time, we must empower our Administration to conceive of, develop, and implement novel ways to control tuition and the debt our students incur to graduate. Our current Administration has implemented some concepts to assist with this goal; however, much is left to be done.

ROBERT J. TRIBECK, CLASS OF 1991 – 2018 CANDIDATE FOR REELECTION TO THE PENNSYLVANIA STATE UNIVERSITY BOARD OF TRUSTEES

We routinely receive reports from the Administration, and third parties, on issues associated with tuition and its impact on students. However, we have not implemented, or even seriously considered, alternate structures that could result in tuition freezes or even reductions for residents of Pennsylvania. In this regard, we must better use our available resources, including our Commonwealth Campus system and our World Campus to create viable, perhaps less-expensive alternatives. On a smaller scale, we must re-evaluate the “spread” between what is charged in tuition to Pennsylvania residents and what is charged to international students.

I would fully support a tuition “freeze” as a means to force our collective hands to implement appropriate cost reduction measures, without effecting the quality of our education process or our faculty.

We must also consider and evaluate opportunities to increase our revenues through means other than tuition, fundraising, and appropriations from the Commonwealth. One particular area would be the monetization of intellectual property owned or controlled by the University. Other institutions have achieved substantial financial success in this regard and, given our substantial research status, we are lagging. While we have implemented some measures, more can and should be done. The potentials are endless and available. A second area would be the consideration of public/private partnerships. We must consider additional ways in which the University can participate in projects that create cash flow opportunities in partnership with private entities. This opens doors far beyond that which we have ever seen and the amounts that could be raised, and the relationships that could be forged, could forever change the way we view tuition. While the University has taken steps in this regard, far more is needed.

Once we control costs, and escalating tuition, we will be in a far better position to lobby our Legislature and the Governor for additional funds. Compared to other state flagship institutions, our Commonwealth’s contribution to Penn State is simply insufficient. This has, of course, been a significant factor in Penn State’s ever rising tuition and its position as one of the most expensive public universities in the Country.

While I remain gravely disappointed in our government’s short-sightedness with respect to its largest economic driver, it is difficult, in my view, for the University to advocate for those additional funds in the face of our repeated refusal to consider the multiple recommendations, and demands, from our elected officials, including the Auditor General, to consider governance reform. Unless and until we acknowledge that our governance model is broken, we will not, in my view, find success in our efforts of enhanced contributions from the state.

While we cannot, and should not, rely on such appropriations, if we operate in a manner that creates confidence from our elected leaders, we will have a far easier time convincing those leaders of the value of investment in Penn State. If we convince our legislators that we are good stewards of the public funds, that we listen to their concerns regarding governance and transparency, that we are providing an affordable education to Pennsylvania residents, and that their investment in Penn State is truly a net gain for the Commonwealth, we will find ourselves in a far better position when seeking those additional dollars.

(b) Transparency

The issue of transparency is one that has haunted, and will continue to haunt, our University. Our Legislature has seen fit to place the University in a “hybrid” status relative to the Right to Know Law

ROBERT J. TRIBECK, CLASS OF 1991 – 2018 CANDIDATE FOR REELECTION TO THE PENNSYLVANIA STATE UNIVERSITY BOARD OF TRUSTEES

and Sunshine Act. However, even operating within the scope outlined by our Legislature, our Board has a long history of either limiting transparency or operating at the fringes of appropriate disclosure. Of course there are instances where secrecy and confidentiality are a necessity and by no means would I suggest that each and every element of Penn State should be public. However, those matters should be the exception, rather than the rule. Further, the idea that factions of the Board can operate to the exclusion of other trustees is, simply, incomprehensible. As a fiduciary of this University, I, and every other trustee, have a right to be part of, and party to, each and every aspect of Board governance.

Since my election in 2015, we have made some progress in this regard. There are far more committee meetings and, in theory, those meetings are open and available to all trustees. Likewise, Board leadership has implemented regular off-cycle briefings and opportunities to review and consider capital projects in advance of the Board meeting. The availability of detailed webinars on proposed projects has afforded each trustee the opportunity to be educated on the issues and projects in advance of being asked to cast a vote on the topic.

However, we have not gone far enough. We still have examples where certain trustees, mostly those elected by the alumni, are disenfranchised by the majority. Likewise, something as simple as audience participation at public board meetings has been limited in such a way as to make it exceedingly difficult for speakers to appear. Some trustees have suggested varying alternatives to enable a wider spectrum of speakers to appear; we are hopeful that those alternatives will be seriously considered and adopted by the majority. However, to date, they have not been accepted.

(c) Governance and enhanced leadership

I have, since 2011, raised concerns about our Board and the governance model. It is flawed. Our Board is too large and unwieldy. As a result, power becomes vested in a small group. Moreover, those who control our Board have the ability, through appointments and otherwise, to maintain that power base. Simply put, through a process of self-appointment, those in power have the ability to remain in power indefinitely.

In terms of fixing our broken governance model, I would most certainly support a smaller board, though not at the expense of our elected alumni trustees. There are classes of trustees that, in 2018 and beyond, are either unnecessary or must be limited in number.

In addition, I support a governance model that alters the appointment of any trustees in a manner that precludes one group from continually maintaining control. We should also consider a model that provides an opportunity for a representative of each class of trustee to serve as Vice-Chair and Chair of the Board on a rotating basis. Again, this encourages the Board to work cooperatively, in a manner that avoids the hoarding of power by any one group.

Moreover, we must move toward implementation of a system on our Board that effectively uses the skills of all trustees. Recently, a skills inventory was completed by the Board. I am hopeful that Board leadership will use that skills inventory to both appoint individuals to appropriate committees and to recruits members of the Board who possess a skillset that our current Board lacks. To me, this is evidence of good governance that works to better the direction of the University.

That said, I do not suggest or believe that I, or any one person, has the perfect solution. Rather, I advocate for the consideration of many options, a review of alternative methods, and a consideration

ROBERT J. TRIBECK, CLASS OF 1991 – 2018 CANDIDATE FOR REELECTION TO THE PENNSYLVANIA STATE UNIVERSITY BOARD OF TRUSTEES

of what process works best for our University. However, implementation of voluntary reform of our governance model is a first-step in restoring the trust of our alumni and our elected officials.

(d) Repair of damage done

While over six years have elapsed since November 2011, we cannot fully move forward until this Board addresses its actions, and inactions, and the harm it caused. I am not naïve enough to suggest or believe that we can fully repair the damage that has been done; nor do I believe that this issue is the “only” issue that matters.

That said, as it relates to the document known as the Freeh Report, the sooner this Board acknowledges that the report is gravely flawed, and in fact is littered with inaccurate opinions disguised as “facts”, the sooner we can move forward with the healing process. No one has denied that, with the benefit of hindsight, alternate decisions could have been made. However, we have allowed, through our refusal to disavow the Freeh Report, the reputations of those who have done so much for our University, and our students, to be damaged in unimaginable ways. This has, of course, resulted in a deep divide both within our Board and between the Board and its alumni.

My position on the Freeh Report is well-known and readily available through the September 2012 publication of the PR4RS response to the Freeh Report. Nothing has changed since September 2012 to have altered my position and, in fact, I am convinced now more than ever that the entire Freeh Report was flawed at its core and, literally, not worth the paper upon which it is written. Yet, despite my professional experience and my specific experience in analyzing that report, the Board has never called upon me to educate the Board as a whole. I truly believe that such a dialogue would be invaluable to moving forward.

Our Board has the ability to begin to set the record straight. And it begins with a firm and frank discussion about, and express rejection of, the Freeh Report. Unless and until that occurs, this University cannot heal and cannot fully move forward as one.

(e) Return to core mission of our University

It should come as no surprise that higher education is at a crossroads. Our world, and the way that we educate our young people, is changing. Within the next decade, many colleges and universities will fail. Those that thrive will be those that are able and willing to change to face the realities of the period in which we are living.

Penn State of 2050 will look very different than the Penn State of 2030 which will look very different than the Penn State of 1990. However, while we can and must change, we cannot ever lose sight of our mission. Penn State is a world-class University. That is a fact and we can never waiver from that role. But as a world-class University, we must keep our mission in mind – to educate the citizens of Pennsylvania. We have created an infrastructure that enables us to do that, through our campus at University Park, through our incredible Commonwealth Campuses, and through the World Campus. We are ahead of the proverbial curve. We are innovators and we are go-getters. But the minute we forget where we came from, and for whom this University is designed to serve, we will lose our place.

We must find ways to continue to educate those Pennsylvania citizens who need us most, while at the same time educating and exposing the world to our excellence in education. Those are not mutually exclusive and we can, and in fact must, strive for both. Without question, we can achieve that goal and

**ROBERT J. TRIBECK, CLASS OF 1991 – 2018 CANDIDATE FOR REELECTION TO
THE PENNSYLVANIA STATE UNIVERSITY BOARD OF TRUSTEES**

retain our place as a leader – in technology, in corporate America, in agriculture, and in health. We are poised for great things; however, we must remember our core mission and those who we serve.

2. What three qualities do you feel are important to possess to be successful in your role as Trustee?

Response:

(a) Experience

This includes experience in business, experience at the board level, and experience in dealing with institutions of higher education and healthcare.

In terms of business, there is, given the nature of the over \$5 billion entity that we are charged with running, a necessity of a working knowledge of business. Simply, someone without experience dealing with a complex business structure, and the issues such businesses face, would be at a disadvantage. While this may unfortunately exclude some people, it cannot be ignored that such experience is vital to our mission.

Similarly, experience serving on or advising other boards of directors, has exceptional value. Each of us brings his or her own experiences to the board; the more experience dealing with boards, and board issues, the more value that can be provided. With respect to me, I have served on, and even more importantly, provided legal counsel to, many boards and entities, public and private, large and small, for over 20 years. This provides me with a unique perspective and valuable insight into how a board should and should not operate.

Finally, experience in education and healthcare is a critical asset. This does not mean that you must have “worked” in education or healthcare to be a successful trustee. Rather, it can mean that you have a deep understanding of how each works, at least from a macro-level. As it relates to me, I have substantial experience with both. For nearly 20 years, I represented educational institutions, from secondary schools to institutions of higher education. I know and understand the myriad issues facing the administrators of those institutions, and what things that a board can do to help, and hurt, those efforts. Likewise, my current position as Chief Legal Officer of Post Acute Medical, LLC, provides me in a particularly unique advantage in assisting our Board relative to the issues facing Penn State Health.

The issue of healthcare, and its role at Penn State, is, unfortunately, not given enough attention by our Board. Penn State Health, as an entity, represents a substantial percentage of our revenue as an institution and certainly represents an incredible opportunity for growth and to enhance our overall education mission.

As Trustees, we must be more active in our understanding of Penn State Health and its impact on the future of our University. While certain trustees serve on its board, we most certainly should have a broader role in, and understanding of, its operations. As we move forward, it will quickly surpass the University in terms of size and, with the rapidly changing face of healthcare, we must be able to adapt and grow. Such an incredible entity can only augment our services to our students, alumni, faculty, and the Commonwealth as a whole.

ROBERT J. TRIBECK, CLASS OF 1991 – 2018 CANDIDATE FOR REELECTION TO THE PENNSYLVANIA STATE UNIVERSITY BOARD OF TRUSTEES

(b) Ability to Get to Yes and Knowing Which Battles to Fight

Given the sheer numbers, and make-up, of our Board, getting people who do not necessarily agree to with, to accept your position on particular matters. Each person has different skill sets. My most valuable skill, and one that I have undertaken every day of my working life, is to find ways to get to "Yes." Each person has a different manner: some yell, some pound the table, some operate quietly in the background, and some seek varying ways to get to "Yes." I fall in the latter, though where appropriate I can undertake any of the above.

It is perfectly permissible, as a trustee, to disagree with a decision but accept that the decision of the board is in the best interest of the University. In those circumstances, as a trustee, you express your disagreement at the public meeting, the reasons you disagree, and then move on. One example of this was the vote on tuition increases over the last 3 years. In my first vote, we did not increase tuition, so of course I voted in favor of the budget. In the next two years, however, I voted against a tuition increase. While I opposed the increase, and provided my rationale, the fact remains that a majority of the board approved it and the increase was implemented. There is no reason to further dispute or challenge the decision; the majority approved it. My role is to understand why the majority disagreed and, if appropriate, convince them that my view represents the best interests of the University moving forward.

However, in other circumstances, the proposed actions of the majority may well require taking further steps as opposed to just a simply disagreement and opposition during the public meeting. In those cases, where appropriate, I will whatever steps necessary to further address the matter.

In either event, a trustee must be able to adapt to each issue that arises and determine how, if at all, to convince others of the viability of that position. Such a trait is invaluable given the current construct of the Board.

(c) Resiliency

Serving as an alumni-elected trustee at Penn State is not easy. To say that, on a personal level, I have been frustrated at times is an understatement. I fully expected to be able to effectuate change through honest debate, good advice, and quality evaluation. Unfortunately, given the current structure of our Board, and the deep divisions that exist within, that has not been possible. Yet.

Despite that frustration, I refuse to give up. When one path was blocked, instead of retreating or quitting or trying to run through a brick wall, I reevaluated and found an alternate path to reach the same end result.

For example, when I was elected to the Board, I was appointed to the Legal and Compliance Committee, but excluded from the Legal Subcommittee. Not only was I qualified for that subcommittee, but I was likely the most qualified of any trustee for the position. Instead of complaining or giving up, I sought out the chairman and requested an explanation. I received a wholly insufficient explanation. The next year I was again excluded from the Legal Subcommittee. Once again, I expressed my dissatisfaction with the decision and outlined the reasons why to those who were involved in making the decision. Finally, I was recently appointed to the Legal Subcommittee, making me the first alumni-elected trustee to ever be appointed to that subcommittee. This was accomplished through significant effort, as I truly believe that my presence on the Legal Subcommittee, and the experience and guidance I can bring to it, is in the best interest of the University.

**ROBERT J. TRIBECK, CLASS OF 1991 – 2018 CANDIDATE FOR REELECTION TO
THE PENNSYLVANIA STATE UNIVERSITY BOARD OF TRUSTEES**

While appointment to one subcommittee may not seem like a significant event, the fact remains that I was able to overcome mistrust occasioned by my position as an alumni trustee and, through effort, convince those in the majority that I could provide value to the Board: with each small step like this, we move toward a place where we can work more cooperatively for the betterment of our University. That does not, of course, mean that all trustees will agree on all issues, or that we will somehow “forget” the past; rather, it can move us toward a position where we can, on many issues, work together and in a manner that benefits our entire University utilizing the substantial experience of all of our trustees.

3. How would you characterize the current board environment?

Response:

If I had to use one word to describe the current board environment, it would be dysfunctional. I have said many times that our governance model is broken and must be repaired. I continue to believe we have an excessive number of trustees, and our model has created a system whereby an entire group of trustees (for now the alumni-elected trustees) can be marginalized and kept from any substantive leadership roles. This is simply not good governance.

That said, at times our board has come together and worked cooperatively and positively. The idea that Penn State, as a University, is irreparably “broken” is simply not accurate. Our brand is strong and our University is one of the nation’s finest. We cannot lose sight of that fact. For those that seem to think that every part of Penn State is somehow inherently flawed, I simply disagree.

However, on those items where we have disagreement within the boardroom, it is at best disconcerting and at worst downright hostile toward some board members. We must work toward finding common ground and bridging the incredible divide that exists. Addressing many of the points outlined above will help in that regard; however, it will take commitment and cooperation from some Trustees, and groups of Trustees, who have to date been unwilling to do so.

4. Eric Barron was heard saying in the board meeting last week that alumni-elected trustees "do not represent the alumni." In your role as alumni-elected trustee, do you feel you would represent the alumni? How? Why/why not?

Response:

I was present for Dr. Barron’s statement and hope that it was taken out of context. My “hope” is that Dr. Barron was attempting to make a point that irrespective of how any trustee became a member of the Board, he or she must act only in the best interest of the University. If that was his intent, I would not disagree. Any trustee’s fiduciary obligation is to the University. That is paramount.

However, as an alumni-elected trustee, I am absolutely representing our alumni, and the interests of our alumni, as a member of the board of trustees. That does not mean that I would put any one person or group’s interest above what is best for the University, nor would I expect any alumni to even suggest that. I do, however, have an obligation to represent and express the interests and wishes of the alumni. I have done that and will continue to do so. Our alumni have an absolute right to representation on the board, and I have a duty to represent their interests in the manner that I believe functions in the best interest of the University.

**ROBERT J. TRIBECK, CLASS OF 1991 – 2018 CANDIDATE FOR REELECTION TO
THE PENNSYLVANIA STATE UNIVERSITY BOARD OF TRUSTEES**

5. **Previous alumni-elected trustees have had differing views on whether they are obligated, or even like to report back to or seek input from alumni using social media platforms and other means of communication. What are your feelings on this?**

Response:

While there is no fiduciary “obligation” to report back to alumni, whether via social media or otherwise, I believe it is important for the alumni-elected trustees to provide information to alumni regarding the happenings on the board. Candidly, however, there are many times where there is simply nothing to report that is not already part of the public meetings. In addition, much of the information we receive that is not part of the public meetings is confidential and thus simply cannot be disclosed. On a personal level, being a part of the Legal and Compliance Committee, and recently appointed to the Legal Subcommittee, creates even further limitations on what information can be disclosed.

With all of that said, I do believe we have not done as well as we could with respect to keeping alumni informed and being available to answer questions that do arise. Part of that is simply timing; part of it, is that sometimes we as trustees assume that every alumni is “present” at every public meeting, whether in person or watching the stream, and therefore aware of what was discussed. In reality, of course, that is not accurate. Many times our alumni are unable to be part of the public board or committee meetings, and are simply unaware of what issues we are facing, other than through media reporting.

As such, if I am reelected, I will be preparing a summary after every meeting outlining what occurred, my thoughts (as appropriate), and upcoming matters. I will also have a forum that enables me to respond to inquiries (again where appropriate) about Board matters, issues that are important to alumni, and general questions regarding Penn State. Further, I will remain open to suggestions and ideas on how to enable interested alumni to be more engaged in our University.

6. **On a scale of 1-10, please rank the impact you feel the alumni-elected trustees have had on the mission of PS4RS in the last six years. What do you feel are some highlights or lowlights over that time?**

Response:

Assuming 10 is the highest level, I would place the impact at a 7.

In reaching that number, I approach it with two sets of eyes: in the first three years as a non-Trustee and member of PS4RS; and for the last almost 3 years as a Trustee myself.

Initially, the alumni elected trustees were the very vehicle that was the mission of PS4RS: to replace the alumni elected trustees who were members of the Board as of 2011. That mission was accomplished within the first 3 years.

The second core mission of PS4RS was, of course, better stewardship over Penn State. In this regard, while I believe we have made a significant impact on that (both through replacement of trustees and through efforts on the Board itself), we have not been as effective as I would like or, frankly, as I expected.

ROBERT J. TRIBECK, CLASS OF 1991 – 2018 CANDIDATE FOR REELECTION TO THE PENNSYLVANIA STATE UNIVERSITY BOARD OF TRUSTEES

This has not been through a lack of effort on the part of the alumni-elected trustees. We are fighting the proverbial uphill battle. We represent a minority view on the Board and, until that changes, we will be without power to effectuate all of the ideas we have. At times, we have moved one step forward, only to move two steps back. Sometimes, these were mistakes we made on our own, while many other times it was the work of the majority.

We have tried every possible alternative with the majority to effect change: we have fought with them, including filing a lawsuit, we have argued with them, and we have made efforts to negotiate with them. At times, we have been successful. While perhaps not apparent to all alumni, we have better governance now than we did in 2011.

We have achieved some success in halting or altering certain proposed actions of the Board that, in our view, were not in the best interests of the University. Some of these have occurred in public, while many others are in a non-public setting. While I personally have been involved in a number of these matters, other alumni-elected trustees, and several appointed by the Governor, have also made strides in this regard. This must continue and expand.

There have been other improvements over the last 3 years, in terms of inclusion and transparency, including: (1) creation of, and participation on, various committees and subcommittees of the Board by Trustees as a whole, as opposed to only the executive committee; (2) the implementation of a bi-weekly internal update memo to all Board members from Board leadership outlining issues that have arisen or will arise before the next meeting; (3) the (mostly) open committee meetings where members of the Board are invited to attend; (4) the off-cycle webinars designed to educate Trustees regarding capital projects and answer questions regarding those projects in advance of being asked to vote at the public meeting; and, on a personal level, (5) my recent appointment as the first alumni-elected Trustee to the Legal Subcommittee.

However, despite some limited progress, we are nowhere near where we need to be. There is no question that more is needed and I am ready to continue and, as necessary, lead those efforts.

7. What would you do differently during your term to help support/achieve the mission of PS4RS?

Response:

I would not necessarily do anything “differently” than I have over the last 3 years. However, I might change the manner in which I approach those goals. We cannot expect to effect change immediately; the numbers in terms of trustees simply do not permit it. Likewise, I will not fight with the majority on every issue, just because I can. If there is a matter or issue with which I am in agreement, I will agree. However, if there is something about which I disagree, I will do so.

As noted above, I will provide regular summaries of the public meetings, and provide a forum for questions raised by alumni who are perhaps unable to appear at a public meeting. I will continue and expand my outreach efforts for our student leaders, both undergraduate and graduate, as I believe that they can provide us valuable insight into the issues we face.

**ROBERT J. TRIBECK, CLASS OF 1991 – 2018 CANDIDATE FOR REELECTION TO
THE PENNSYLVANIA STATE UNIVERSITY BOARD OF TRUSTEES**

Finally, I will continue my efforts to effectuate governance reform and enhanced transparency. Unless and until that occurs, we will truly be unable to bridge our divide and repair the lost trust that exists. Certainly a legislative fix is a possibility; however, we cannot sit idle and wait for that to occur. We must make efforts to improve those items now, at the Board level. And we have made some progress, albeit not enough.

However, by no means am I satisfied, nor accepting that this is as far as we can go. We must go further. We must find ways to restore trust, bridge the divide, and move forward as our University, like all others, faces a changing world of higher education.