

BYLAWS OF THE PENNSYLVANIA STATE BOARD OF HIGHER EDUCATION

The act of July 17, 2024 (P.L. 818, No. 69), 24 P.S. § 20-2010-L, established the Pennsylvania State Board of Higher Education (“Board”). To carry out the purposes set forth in Article XX-L of the Public School Code of 1949 (“School Code”), the Board hereby adopts the following Bylaws. These Bylaws apply to all activities conducted by the Board.

ARTICLE I

Offices

The principal office of the Board shall be 607 South Drive in the City of Harrisburg, County of Dauphin, Commonwealth of Pennsylvania.

ARTICLE II

Purposes

Pursuant to its statutory authority, the Board shall provide direction, coordination, and support to ensure that institutions of higher education fully meet the workforce and economic development needs of the Commonwealth of Pennsylvania and that all residents of the Commonwealth have access to affordable, world-class postsecondary education.

In exercising its powers and fulfilling its duties, the Board will:

1. Provide direction, coordination, and support to ensure that institutions of higher education fully meet the workforce and economic development needs of the Commonwealth and ensure that residents of the Commonwealth have access to world-class postsecondary education;
2. Establish the goals that define the results the Board seeks to achieve;
3. Ensure coordination between the Board and state and local entities;
4. Develop a strategic plan for the Commonwealth, including reporting on the progress of the strategic plan;
5. Maintain objectivity and a statewide perspective in considering matters that may come before it;
6. Act in the best interests of the Commonwealth;
7. Enhance the Pennsylvania higher education system within the boundaries of its statutory authority; and
8. Periodically review these bylaws for efficacy and the need for amendment.

ARTICLE III

Members

The Board shall consist of 21 members. The Governor appoints 15 members, the General Assembly appoints four members, and the Secretary of Education and Secretary of Labor and Industry are members respectively.

Section 1. Appointments

- a. **Governor's Appointments.** Members appointed by the Governor must be Pennsylvania residents and have the background and experience suitable for performing the statutory responsibility of a member of the Board. The Governor will appoint members as follows:
- i. One representative of a State-owned university who must be a president, administrator, or local trustee. Under Article XX-L of the of the School Code, a state-owned university is an institution which is part of the State System of Higher Education under Article XX-A of the School Code.
 - ii. One representative of the Board of Governors of the State System of Higher Education.
 - iii. One representative of a community college who must be a president, administrator or board member.
 - iv. One representative of an independent institution of higher education who must be a president, administrator, or board member.
 - v. Four representatives, one from each State-related university, who must be presidents, chancellors, administrators, or local trustees. The state-related universities are The Pennsylvania State University, the University of Pittsburgh, Temple University, and Lincoln University.
 - vi. Two representatives of a union representing employees at public institutions of higher education who may not be from the same institutions of higher education as the representatives from the State-owned universities or community colleges, nor from the same union.
 - vii. Two representatives of business.
 - viii. Two student representatives, one of whom is a student at an independent institution and one of whom is a student at a public institution of higher education.

- ix. One representative of the Thaddeus Stevens College of Technology.
- b. **Legislative Appointments.** The Board includes two Senate and two House of Representatives appointments. One of the Senate appointments is appointed by the Minority Leader, and the other by the President pro tempore of the Senate. One of the House of Representatives appointments is appointed by the Minority Leader of the House, and the other by the Speaker.
- c. **Secretary of Education and Secretary of Labor and Industry.** Both the Secretary of Education and the Secretary of Labor and Industry shall serve as members.
- d. **Designees.** Duties of both the legislative and administrative members under sections (b) and (c) may be fulfilled by designees.

Section 2. Terms.

- a. **Governor's appointees.** The terms of office of appointed members from the State-owned universities, Board of Governors of the State System of Higher Education, community college representatives, independent institutions, State related institutions, business, and Thaddeus Stevens College of Technology shall be for a period of six years, or until a successor is appointed and qualified, except that of the initial appointees under section 2010-L(d) of the School Code.
- b. **Cabinet members.** The Secretary of Education and Secretary of Labor and Industry shall serve as long as they continue in office.
- c. **Legislative members.** The legislative members shall serve a term concurrent with their elected terms as members of the Senate or House of Representatives.
- d. **Student members.** The student members shall serve a term of two years or upon graduation, separation, or failure to maintain good academic standing at the institution of higher education in which the students are enrolled.
- e. **Union members.** The union members may not serve more than one consecutive term of two years.

Section 3. New Member Orientation.

A new member of the Board shall attend an orientation to the role, organization, and functions of the Board. The orientation shall address legal and ethical considerations as determined by the Chair. The Chair shall consult with the Executive Director and the Board on the agenda for new member orientation.

Section 4. Board Education and Development.

In addition to Board orientation, Board and Pennsylvania Department of Education staff and invited guests may attend educational sessions for the purpose of Board training and education. Educational sessions may be conducted pursuant to 65 Pa.C.S. § 707(b). Board members may not deliberate during educational sessions.

Section 5. Removal/ Vacancy

- a. **Removal.** An appointed member who fails to attend three consecutive Board meetings either in person or virtually, shall forfeit their membership on the Board, unless the Chair, upon written request from the member, determines that the members should be excused from a meeting or meetings for good cause.
- b. **Vacancy.** In the case of a vacancy, the appointing authority shall appoint a successor member within 30 days of the vacancy.

ARTICLE IV

Officers

Section 1. Designation. The Governor shall designate a Chair and Vice Chair of the Board. The members shall select from among themselves such officers as they deem necessary.

Section 2. Chair. The Chair shall oversee all meetings of the Board. In the absence of the Chair, whether temporary or otherwise, the Vice Chair shall serve these duties.

ARTICLE V

Committees of the Board

The Board shall be comprised of the following standing committees:

Section 1. Executive Committee. The Board shall create an Executive Committee, to provide advice and counsel to the Chair, including on matters of urgency requiring immediate consideration. The Executive Committee shall be composed of the officers of the Board, the chairpersons of the Standing Committees, the Chair of the Performance Based Funding Council for as long as that body has been convened, and a legislative member from the party and chamber not represented by the PBFC Chair.

Section 2. Standing Committees. The Board establishes the following three Standing Committees:

- a. **Strategic Planning.** The Strategic Planning Committee shall lead the development of, formal updates to, and reporting out on the Board strategic plan. In addition, the Strategic Planning Committee will continually evaluate the need for amendments and updates to the Board strategic plan.
- b. **Governance and Leadership Committee.** The Governance and Leadership Committee is focused on ensuring excellence and best practices of the Board. The committee shall make recommendations for full Board consideration regarding the operation of the Board, including the need for any new bylaws and amendments to existing bylaws. The committee also reviews and recommends to the Office of the Governor criteria for the recruitment and continuing development of Board members.
- c. **Data Committee.** The Data Committee shall deliver recommendations regarding the establishment and maintenance of data systems and data collection for full Board consideration. The Data Committee shall also lead annual reporting on postsecondary data elements required by Article XX-L of the School Code.

Section 3. Advisory Councils. The Board, through the Chair or committee chairs, may convene Advisory Councils to advance specific Board goals and involve more stakeholders with the work of the Board. Advisory Councils will be largely composed of individuals outside of Board members and will be dissolved by the Chair or committee chairs when their purpose is fulfilled.

Section 4. Additional Committees. The Chair may establish other standing committees, ad hoc committees, and working groups as necessary to carry out its functions. The Chair shall have the authority to appoint members of the Board to the committees and working groups, subject to their willingness to serve. Additional committees or working groups may be dissolved by the Chair when their purpose or use is no longer necessary.

Section 5. Authority of Committees and Councils. The Board may delegate to committees authority to act on its behalf within the limits of specific and appropriate policy guidelines established by the Board. In the absence of express Board delegation, committees and councils are not delegated authority to take any official action or render advice on matters of Board business. They are intended to gather and organize information for full Board deliberation and action.

ARTICLE VI

Meetings

Section 1. Quorum. A majority of members shall constitute a quorum for the transaction of any business.

Section 2. Meetings. The Board shall meet to conduct official business no less than once every three months or by the call of the chair. The Chair shall set the time and place of each meeting.

Section 3. Special Meetings. Special meetings of the Board may be called for any purpose by the Chair, or upon the request of a majority of the Board. Members shall state the purpose of the requested meetings.

Section 4. Notice. The Chair and Board staff shall give each Board member at least seven days' written notice of regularly scheduled meetings and 24 hours notification of special meetings.

Section 5. Place of Meetings. Meetings shall be conducted at Board administrative offices, the Forum Building, 607 South Drive, Harrisburg PA 17120, or such other locations, including virtually, as determined by the Chair. Virtual attendance shall be offered for meetings occurring in person.

Section 6. Meeting Protocols and Rules of Order. Board meetings shall be conducted in accordance with the Pennsylvania Sunshine Act (65 Pa. C.S. § 701, *et seq.*) and in accordance with Roberts' Rules of Order, 12th Edition.

Section 7. Expenses. Members shall receive no compensation for their services but shall be reimbursed for the expenses necessarily incurred by them in the performance of their duties in accordance with Commonwealth policies.

ARTICLE VII

Executive Director and Staff

Section 1. Selection. The Board shall select an Executive Director. The Executive Director supervises the staff of the Board. The Department of Education, in consultation with the Executive Director, provides administrative services and additional staff to the Board.

Section 2. Board and Staff Responsibilities. Hiring, evaluation, supervision, and termination of the Executive Director shall be the responsibility of the Board. Hiring, evaluation, supervision, and termination of the SBHE staff shall be the responsibility of the Executive Director.

Section 3. Executive Director. The Executive Director shall have general supervision and direction of the business affairs of the Board. The Executive Director makes proposals to the Board for consideration, develops and directs the programs and plans established by the Board, ensures compliance with federal and state law, and represents the Board on numerous state, regional, and national education and planning organizations. Specific duties of the Executive Director are contained in the job description. The Executive Director shall report to the Board on all substantive activities undertaken by The Executive Director and the staff.

Section 4. Legal Counsel. The Board shall be entitled to legal counsel as designated by the Governor's Office of General Counsel.

ARTICLE VIII

Conflicts of Interest

Section 1. Conflict of Interest. A member of the Board, who in the discharge of his or her official duties would engage in conduct that constitutes a conflict of interest under the provisions of 65 Pa.C.S. § 1101 *et. seq.*, known as the Public Official and Employee Ethics Act, which results in a private pecuniary gain to the board member, a member of his or her immediate family (parent, spouse, child or sibling) or a business with which the board member or a member of his or her immediate family is associated (is a director,

officer, owner, employee, or has a financial interest (5% of the equity of a for profit business or more than 5% of the assets of the economic interest in indebtedness), shall:

- a. abstain from voting and, prior to the vote being taken, publicly announce and disclose the nature of his or her interest as a public record in a written memorandum filed with the person responsible for recording the minutes of the meeting at which the vote is taken, provided that whenever the Board would be unable to take any action on a matter before it because the number of members of the Board required to abstain from voting under the provisions of this section would make the majority or other legally required vote of approval unattainable, then such members may be permitted to vote if disclosures are made as otherwise provided in the Public Official and Employee Ethics Act;
- b. refrain from any discussion on the matter as soon as the member of the Board is aware of the conflict, refrain from discussing the matter with the other members of the Board as soon as the Board member is aware of the conflict, and prior to any discussion on the matter to be brought to a vote before the members of the Board, recuse himself or herself.

Section 2. Contracting. A member of the Board or his or her spouse or child or any business in which the member of the Board or his or her spouse or child is associated shall not enter into any contract valued at \$500 or more with the Board or any subcontract valued at \$500 or more with any person who has been awarded a contract with the Authority, unless the contract has been awarded through an open and public process. An open and public process includes:

- a. prior public notice of the employment or contracting possibility;
- b. sufficient time for a reasonable and prudent competitor/applicant to be able to prepare and present an application or proposal;
- c. public disclosure of all applications or proposals considered; and
- d. public disclosure of the contract awarded and offered and accepted.

In such a case, the member of the Board affected, shall not have any supervisory or overall responsibility for the implementation or administration of the contract.

Section 3. Statewide perspective. In addition to these provisions, both Board and staff members shall maintain a statewide perspective in all their dealings on behalf of the Board. It is expected that in representing the wide range of constituencies comprising the Board, and in serving the higher education communities in other forms of compensated and non-compensated service, Board members may engage in work on behalf of certain

parts of the higher education sector. Nonetheless, in all their dealings on the SBHE and on behalf of the SBHE, they shall serve the interests of the people of the Commonwealth as a whole.

