

# MINUTES OF THE ANNUAL MEETING OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF PITTSBURGH

June 29, 2018

The Annual Meeting of the Board of Trustees was held on Friday, June 29, 2018, at 10:30 a.m., in the Assembly Room of the William Pitt Union at the University of Pittsburgh. Alumni, Commonwealth, and Term Trustees in attendance were Jane Bilewicz Allred, John A. Barbour, Eva Tansky Blum (Chairperson), Michael A. Bryson, Mary Ellen Callahan, James P. Covert, Bradley J. Franc, Patrick Gallagher (Chancellor and Chief Executive Officer), Edward J. Grefenstette, Ira J. Gumberg, Sy Holzer, Patricia D. Horoho, S. Jeffrey Kondis, William K. Lieberman, Robert G. Lovett, Roberta A. Luxbacher, the Honorable John A. Maher III, F. James McCarl III, Martha Hartle Munsch, John H. Pelusi Jr., Thomas E. Richards, Keith E. Schaefer, Herbert S. Shear, Jack D. Smith, Stephen R. Tritch, Thomas L. VanKirk, Peter C. Varischetti, and John J. Verbanac. Ex Officio and Special Trustees in attendance were Douglas M. Browning, Louis R. Cestello, David C. Chavern, Brian Generalovich, Deborah J. Gillotti, Tamara M. Haddad, Robert M. Hernandez, Thomas M. Kurtz, Marlee S. Myers, Robert P. Randall, the Honorable Shawndya L. Simpson, and Sam S. Zacharias. Emeritus Trustees in attendance were J. David Barnes, Thomas G. Bigley, George A. Davidson, the Honorable D. Michael Fisher, J. Roger Glunt, Alfred L. Moyé, the Honorable James C. Roddey, Charles M. Steiner, and Burton M. Tansky. Attending as representatives of the Governor of Pennsylvania and the Secretary of the Pennsylvania Department of Education were the Honorable Dan Frankel and Paul Svoboda, respectively. University Officers in attendance included Patricia E. Beeson, Kathy W. Humphrey, Arthur S. Levine, Arthur G. Ramicone, Rob A. Rutenbar, Gregory A. Scott, and Geovette Washington. Staff in attendance included Kristin Davitt, Kimberly L. Honath, Ellen Moran, Amy E. Service, and Paul A. Supowitz.

Eva Tansky Blum, Chairperson of the Board of Trustees, convened the meeting at which a quorum was present. In keeping with the Sunshine Act, the meeting was duly advertised as a public meeting.

**Welcome and Approval of Minutes.** Chairperson Blum welcomed all in attendance to the Annual Meeting of the Board. The minutes of the February 23, 2018 Winter Meeting of the Board of Trustees were approved.

**Report of the Investment Committee.** Committee Vice Chairperson Edward J. Grefenstette provided the Board with a report on the Committee's June 12, 2018 information and public meetings. Mr. Grefenstette noted that it is projected that for Fiscal Year 2018 endowment returns will be approximately 9%, and that the endowment will end the fiscal year with a market value of approximately \$4.2 billion. The Committee met in public session I order to review and approve the Spending Policy for Fiscal Year 2019. The Committee approved a new per share spending rate of approximately \$4.45, a 2% increase over Fiscal Year 2018. The projected distributions for Fiscal Year 2019 will total approximately \$165 million, which is a \$4 million increase over the prior year.

**Report of the Property and Facilities Committee.** Committee Chairperson John A. Barbour provided an overview of actions taken by the Property and Facilities Committee at its public meeting held on April 27, 2018:

- ❖ Construction and Renovation Projects. The Committee approved the following three construction/renovation projects on the Oakland Campus, with the aggregate project costs estimated to be approximately \$10.6 million. It is anticipated that these projects will generate 54 construction jobs and 22 support jobs:
  - *Cathedral of Learning.* When completed, this renovation project will modernize the 19<sup>th</sup> floor to support the operations of the Financial Information Systems.
  - *Thaw Hall.* This project will upgrade two instructional classrooms and associated preparation rooms for the Department of Physics.
  - *McGowan Institute for Regenerative Medicine.* The first phase of a three-phase project to replace major mechanical systems in the facility.
- ❖ Lease Agreements. The Committee approved the following three leases. Total real estate taxes to be paid by the University are estimated to be approximately \$191,000 per year.
  - *Lease with Murwest LLC.* In September 2017, the Committee approved a lease for 43,125 square feet of space in the Murdoch Office Building, which will be constructed at the corner of Forbes Avenue and Coltart Street. At its April 27, 2018 public meeting, the Committee approved a lease for an additional 37,897 square feet of space in the building. Upon completion, building occupancy will include the Physician's Assistant Program, a portion of the Facilities Management administration, and selected University research programs.
  - *Revision to the Lease with MB Pittsburgh Bridgside DST.* In November 2017, the Committee approved a five-year lease for 20,669 square feet of space in Bridgside Point One to co-locate the Departments of Occupational Therapy and Physical Therapy. Following that meeting and prior to the execution of the lease, it was determined that the costs for renovating the space would be higher than the improvement allowances provided in the original lease. An agreement was reached to increase the tenant improvement allowance in exchange for a longer lease term and a modified rent structure.
  - *Lease with the Wyndham Pittsburgh University Center.* The University periodically relies upon third party arrangements to accommodate housing for students. The proposed lease will provide an additional 122 beds in 64 rooms on the third and fourth floors in the Wyndham Pittsburgh University Center for the 2018-2019 Academic Year.

Resolution Approving an Amended and Restated Mission Statement for the Property and Facilities Committee. Mr. Barbour introduced the Resolution Approving an Amended and Restated Mission Statement for the Property and Facilities Committee, which is included as pages 13 through 14 of these minutes. He advised the Board that at the April 27, 2018 public meeting, the Committee reviewed and approved revisions to the Committee's Mission Statement, subject to approval of the

Board. The proposed Mission Statement addresses changes in officer titles and Pennsylvania law, and improves the consistency in style and content of the Committee's Mission Statement so that it is more aligned with the Mission Statements of the Board's other standing committees. In addition, the Mission Statement clarifies the Property and Facilities Committee's authority to subdelegate to officers of the University approvals for certain transactions, as may be approved by the Committee from time to time.

*Upon motion duly made and seconded the Board of Trustees approved the Resolution Approving an Amended and Restated Mission Statement for the Property and Facilities Committee.*

**Report of the Governance and Nominating Committee.** James P. Covert, Chairperson of the Governance and Nominating Committee, reminded the Board that the Committee is charged with the responsibility of identifying, cultivating, and recommending candidates for election as Trustees of the University of Pittsburgh, as well as for filling other offices. The Committee met in executive sessions earlier this year where full discussions were held, but no actions were taken.

Mr. Covert advised that, at a duly advertised public meeting on June 12, 2018 the Governance and Nominating Committee endorsed the recommendations contained in the resolutions being presented to the Board. Mr. Covert announced that, as he was among the candidates for re-election as a Trustee, Board Chairperson Blum would introduce the first action item to come before the Board.

**Background Statement for Resolution Re-electing and Electing Members of the Board of Trustees and Filling Other Offices.** Board Chairperson Blum introduced the Background Statement for Resolution Re-electing and Electing Members of the Board of Trustees and Filling Other Offices, which is included as page 15 of these minutes.

**Resolution Re-electing and Electing Trustees of the University of Pittsburgh.** The Resolution Re-electing and Electing Trustees of the University of Pittsburgh is included as page 16 of these minutes. Board Chairperson Blum stated that the Governance and Nominating Committee endorsed the re-election of incumbent Trustees Jane Bilewicz Allred, Mary Ellen Callahan, James P. Covert, Robert M. Hernandez, and Keith E. Schaefer.

In addition, the Committee endorsed the election of five candidates to serve on the Board: Gary T. Brownlee, Business Advisor for the Indiana Small Business Development Center at Purdue University Northwest; Vaughn S. Clagette, Practicing Physician with The Southeast Permanente Medical Group; David J. Morehouse, Chief Executive Officer and President of the Pittsburgh Penguins; Michael G. Wells, Founding Managing Director of Princeton Biopharma Capital Partners, LLC; and Marna Cupp Whittington, Retired Chief Executive Officer of Allianz Global Investors Capital. Biographical statements for Mr. Brownlee, Dr. Clagette, Mr. Morehouse, Mr. Wells, and Dr. Whittington are included as pages 17 through 21 of these minutes.

Upon presentation of the Resolution Re-electing and Electing Members of the Board of Trustees, those candidates present for re-election announced their abstention from voting.

*Upon motion duly made and seconded, the Board of Trustees approved the Resolution Re-electing and Electing Trustees of the University of Pittsburgh.*

Following the vote, Board Chairperson Blum offered her congratulations to the Trustees who were elected or re-elected to the Board. She then asked Mr. Covert, as Chairperson of the Governance and Nominating Committee, to chair the next portion of the meeting.

Resolution Re-electing the Chairperson of the Board of Trustees. The Resolution Re-electing the Chairperson of the Board of Trustees is included as page 22 of these minutes. Pursuant to the Bylaws of the University, the Chairperson of the Board may serve for five consecutive one-year terms. The vote was called by Mr. Covert, and Trustee Blum announced that she was abstaining from the vote.

*Upon motion duly made and seconded, the Board of Trustees approved the Resolution Re-electing the Chairperson of the Board of Trustees.*

Following the vote, Board Chairperson Blum resumed chairing the meeting. She thanked the members of the Board for their continued support.

Resolution Electing a Trustee for the University of Pittsburgh Trust. Mr. Covert reported that the Governance and Nominating Committee endorsed the election of Trustee Jack D. Smith to serve as a Trustee of the University of Pittsburgh Trust Board. The Resolution Electing a Member of the Board of Trustees to Serve as a Trustee of the University of Pittsburgh Trust is included as page 23 of these minutes. Trustee Smith announced that he was abstaining from the vote.

*Upon motion duly made and seconded, the Board of Trustees approved the Resolution Electing a Member of the Board of Trustees to Serve as a Trustee of the University of Pittsburgh Trust.*

Resolution Re-electing University Directors for the UPMC Board of Directors. Mr. Covert presented the resolution recommending the re-election of Trustees Robert M. Hernandez and William E. Strickland Jr., as University Directors of the UPMC Board of Directors. The Resolution Re-electing University Directors for the UPMC Board of Directors is included as page 24 of these minutes. Trustee Hernandez, as a Special Trustee, did not vote, and Trustee Strickland did not attend the meeting.

*Upon motion duly made and seconded, the Board of Trustees approved the Resolution Re-electing University Directors for the UPMC Board of Directors.*

Board Chairperson Blum expressed her appreciation to those Trustees who had accepted additional responsibilities on behalf of the Board.

Resolution Amending the Bylaws of the University of Pittsburgh. Mr. Covert advised the Board members that the University Administration intends to make a change in its organizational structure so that the position of Chief Investment Officer and Treasurer will become two separate positions. Accordingly, the Governance and Nominating Committee is recommending that the

Bylaws of the University be amended to properly reflect these distinct roles. In addition, the Governance and Nominating Committee is also recommending minor editorial changes to the Bylaws. Trustee Covert referred the Trustees to the Background Statement and Resolution Amending the University Bylaws, copies of which are included as pages 25 through 44 of these minutes.

*Upon motion duly made and seconded, the Board of Trustees approved the Resolution Amending the Bylaws of the University of Pittsburgh.*

Board Chairperson Blum thanked Mr. Covert for his report and acknowledged those Trustees whose service on the Board would conclude as of today's meeting: Brian Generalovich, Terry Laughlin, F. James McCarl III, Robert Randall, and Sam Zacharias. Mr. Laughlin could not attend the meeting, but the other Trustees were in attendance. Chairperson Blum thanked the Trustees for their service and devotion to the University and, together with Chancellor Patrick Gallagher, presented them with Trustee Medallions.

Chairperson Blum announced that Mr. Laughlin's service as Chairperson of the Investment Committee would also be concluding. In addition, Trustee Thomas E. Richards would be completing his service as Chair of the Risk and Compliance Committee. On behalf of the Board, Chairperson Blum presented Mr. Richards with a clock to mark the time he had dedicated to serving as a Committee Chair. Board Chairperson Blum noted that Mr. Laughlin's Trustee Medallion and clock would be mailed to him.

**Election of Officers.** Board Chairperson Blum called upon Chancellor Gallagher to introduce the Background Statement and Resolution Electing Officers of the Corporation. Chancellor Gallagher reminded the Board that over the past several months, the University has been conducting simultaneous searches for several key positions.

Chancellor Gallagher announced that the following individuals had accepted his invitation to serve as Officers of the University:

- ❖ Dr. Ann E. Cudd – Provost and Senior Vice Chancellor. Dr. Cudd currently serves as Boston University's Dean of the College and Graduate School of Arts and Sciences, overseeing all strategic decisions related to the college's academic, financial, and administrative direction and growth. Dr. Cudd holds a Doctorate in Philosophy as well as a Master of Arts in Philosophy and a Master of Arts in Economics from the University of Pittsburgh. She also holds a Bachelor of Arts degree with a double major in Mathematics and Philosophy from Swarthmore College.
- ❖ Gregory G. Schuler – Chief Investment Officer. Mr. Schuler currently serves as Chief Investment Officer and Treasurer for BJC HealthCare, one of the largest nonprofit health care integrated delivery organizations in the nation, where he is responsible for managing the investment activities covering \$8 billion in investable assets programs. Mr. Schuler earned his Bachelor of Commerce degree and Master of Business Administration from the University of British Columbia. He also holds a Chartered Financial Analyst ("CFA") designation.

- ❖ Paul Lawrence – Treasurer. Mr. Lawrence has served as an Assistant Treasurer of the University following his election to that office at the Annual Meeting of the Board of Trustees in June 2000. He also serves as Managing Director of Investments. Mr. Lawrence has provided a broad range of support and leadership to the University's investment operations, including oversight for investments related to the University's endowment, which has grown to approximately \$4.2 billion. Mr. Lawrence received a Bachelor of Science degree in Finance, with a minor in Accounting, from The Pennsylvania State University and earned a Master of Business Administration degree from the University of Pittsburgh. He also holds a CFA designation.

The professional careers of the above individuals are more completely described in the Background Statement included as pages 45 through 48 of these minutes. The Resolution Electing Officers of the Corporation is included as pages 49 through 51 of these minutes.

*Upon motion duly made and seconded, the Board of Trustees approved the Resolution Electing Officers of the Corporation.*

**Resolution Pertaining to Thomas Parran Hall.** Chairperson Blum reminded the members of the Board that the Chancellor had sent them a memorandum, along with other background information, which discussed his recommendations regarding the naming of Parran Hall. She asked Chancellor Gallagher to introduce the Resolution Rescinding the Naming of Thomas Parran Hall, which is included as page 52 of these minutes.

Chancellor Gallagher advised the Board that the University has established guidelines to review issues that impact the larger University community. The guidelines are designed to ensure that a thoughtful and inclusive process is used when reviewing past decisions on sensitive and controversial issues. That process includes charging a committee – consisting of faculty, staff, and students – to undertake a careful analysis of the facts, including engaging internal and external stakeholders and reviewing all background information to support the committee's conclusions and recommendations.

In January of this year, the Office of Diversity and Inclusion formed a committee to consider whether to remove the Parran name from the Graduate School of Public Health. In discharging its duties, the committee carefully reviewed background information, heard testimony, and made a recommendation based on their findings. A copy of the committee's report was provided to the Trustees in advance of today's meeting and made available to the public on the Office of Diversity and Inclusion's website.

Chancellor Gallagher advised the Board that following consideration of the committee's report, he has determined that there is a clear basis for removing the name. He noted that recognizing an individual through the naming of a building is one of the highest, most visible and permanent honors that the University can bestow. Such was the case for Parran Hall, which serves as the academic center of the Graduate School of Public Health (GSPH). The building was named for Dr. Thomas Parran Jr., who served as U.S. Surgeon General from 1938-1948 and was the Founding Dean of GSPH, a position he held from 1948 until 1958. In 1969, acting at the request of the University Administration, the Board of Trustees voted to name the building in honor of Dr.

Parran. However, at that time, the Board was unaware that during Dr. Parran's tenure as U.S. Surgeon General the agency was involved secret experiments on vulnerable populations without informed consent – actions Chancellor Gallagher characterized as being fundamentally at odds with the University's core values.

Chancellor Gallagher stated that had the Board of Trustees known of the experiments, it is unlikely that the Board would have approved the naming of a building to honor Dr. Parran. The Chancellor stated that, as the facts concerning the studies came to light in recent years, he felt it is appropriate to bring this action before the Board to remove any perception of celebrating a name associated with these trials.

Board Chairperson Blum noted that Emeritus Trustee Herbert P. Douglas Jr. was not able to attend today's meeting but wrote to express his strong support for the action before the Board. In doing so, Mr. Douglas recalled that his friend, the late Congressman Ralph Metcalfe, and other members of the Congressional Black Caucus, worked to bring the Tuskegee Studies to the attention of Congress, which resulted in a series of subcommittee hearings and contributed to the passage of the 1974 National Research Act. Emeritus Trustee Catherine D. DeAngelis, who served as editor-in-chief of *The Journal of the American Medical Association* for more than a decade, also wrote to express her support for rescinding the naming of the building. Trustee Marlee S. Myers added her support for the recommendation and commended the University for establishing a process that ensured careful deliberation of all facts.

*Upon motion duly made and seconded, the Board of Trustees approved the Resolution Rescinding the Naming of Thomas Parran Hall.*

**Report of the Chancellor.** Chancellor Patrick Gallagher began his report by expressing his gratitude to GSPH Dean Donald Burke for requesting that the University consider whether the name of the building was consistent with the University's mission to create a diverse and inclusive environment. Chancellor Gallagher also thanked the members of the review committee for the care they took in acting on their charge.

- ❖ New University Leaders. Chancellor Gallagher offered his congratulations to the University's three new officers. He also announced the following new appointments:
  - Bernard Costello was named Dean of the School of Dental Medicine. Dr. Costello joined the School of Dental Medicine in 2001 and previously served as Associate Dean for Faculty Affairs and Senior Associate Dean.
  - Lawrence Feick, Vice Provost for Special Projects, has been named Interim President of Pitt-Bradford and Pitt-Titusville.
  - Amy Wildermuth will join the University as Dean of the School of Law. Ms. Wildermuth comes to the University from the S.J. Quinney College of Law at the University of Utah, where she served as Professor, Associate Vice President for Faculty and Academic Affairs and Chief Sustainability Officer.

- Elizabeth Farmer has accepted the University's offer to serve as Dean of the School of Social Work. Dr. Farmer currently serves as a Professor and Associate Dean for Research in the School of Social Work at Virginia Commonwealth University.
- James R. Martin II will be joining the University as the US Steel Dean of Engineering of the Swanson School of Engineering. Dr. Martin currently serves as the Bob Benmosche Professor and Chair of the Glenn Department of Civil Engineering at Clemson University.
- ❖ Budget. Chancellor Gallagher announced that, for the first time since he was elected Chancellor, the Commonwealth budget had been passed and signed by Governor Tom Wolf prior to the June 30 deadline. He expressed his thanks, on behalf of the entire University community, to the Pennsylvania legislature, the Governor, and the University community who served as advocates for the University.

The year's appropriation includes a 3% increase for the state-related universities. However, this increase comes after many years of declining support from the Commonwealth. The steady erosion of state support for higher education has been the single greatest factor in increasing the tuition burden on students and their families throughout the Commonwealth. Chancellor Gallagher observed that state funds currently account for just 7% of the University's total revenue. As the University continues moving through this challenging landscape, it will focus on keeping costs for students as low as possible, while ensuring they have access to an affordable, world-class education.

- ❖ Pitt Seed Projects. The Chancellor discussed the *Pitt Seed Projects*, a new initiative that provides faculty and staff members with the opportunity to contribute to the University's strategic transformation. After reviewing more than 171 applications, a committee of 125 faculty and staff members selected 23 proposals to fund. The recipients of the inaugural *Pitt Seed Projects* awards represent a wide range of projects all of which support multiple goals within the *Plan for Pitt*.
- ❖ Opioid Use Disorder: Prevention, Treatment, and Recovery. Chancellor Gallagher advised the Trustees that the University is continuing to contribute to efforts to combat the opioid epidemic. In 2014, David Hickton (who was then the U.S. Attorney for the Western District of Pennsylvania, and now serves as the Founding Director of the University's Institute for Cyber Law, Policy and Security) established a working group to develop and implement solutions to the opioid epidemic. In 2016, the University's Institute of Politics partnered with the U.S. Attorney's Office to produce a report based on those efforts (*A Continuum of Care Approach: Western Pennsylvania's Response to the Opioid Epidemic*). The report served as a national model on how to tackle this crisis; however, it did not specifically address the impact of this crisis on college campuses.

In February of 2018, Chancellor Gallagher asked Provost Patricia Beeson to form a task force. The task force was chaired by Mark Nordenberg, Chancellor Emeritus and Institute of Politics Chairman, and included a parent, students, and a number of experts from across the University and UPMC. In May, the task force finalized its report, *Opioid Use Disorder: Prevention, Treatment, and Recovery*, which outlines recommendations tailored to the University



community. The University has already begun implementing many of the recommendations. Chancellor Gallagher observed that this new effort could establish the University as a leader in addressing the opioid crisis on campuses.

- ❖ Tributes to Dr. Thomas Starzl. On June 23, 2018, the University welcomed hundreds of guests to an event honoring the work of the late Dr. Thomas Starzl, “the father of organ transplantation.” The event included a screening of the documentary film *Burden of Genius*, and the dedication of sculpture that depicts Dr. Starzl sitting on a bench near the Cathedral of Learning lawn – one of his favorite places on campus.
- ❖ Innovation Rankings. In a recent report, the National Academy of Inventors and the Intellectual Property Owners Association ranked the University as 21<sup>st</sup> in a list of the top 100 world-wide universities to be granted U.S. patents – a significant increase over its ranking of 35<sup>th</sup> in 2015. This increase is an example of the progress the University has made in leveraging its research, as further evidenced by the increase in startups, which reached an all-time high of 23 in Fiscal Year 2018, surpassing the record of 15 startups in Fiscal Year 2017.
- ❖ Admissions. Chancellor Gallagher provided the Trustees with a snapshot of the incoming Class of 2022, which he described as one of the most academically-talented and ethnically diverse classes in the University’s history, including:
  - Highest SAT and Act scores;
  - Most racially and ethnically diverse freshmen class, including a 45.2% increase in Hispanic/Latinx freshmen;
  - Highest number of nonresident students and international freshmen; and
  - Significant growth in the number of female and minority engineering students, as well as minority nursing students.
- ❖ Recognitions. In concluding his remarks, Chancellor Gallagher expressed his gratitude to Provost Patricia E. Beeson and Chief Financial Officer Arthur G. Ramicone for their service to the University. He credited Provost Beeson with transforming the University’s academic framework by embracing opportunities in technology, data, and innovation; establishing the Innovation Institute; expanding professional development opportunities for faculty; and recruiting outstanding academic leaders and faculty members. Chancellor Gallagher cited Mr. Ramicone for forging a path that has dramatically improved the University’s financial and operational strengths and placed the University on firm financial footing.

**New Business**. Chairperson Blum introduced two new agenda items:

Resolutions of Appreciation for Patricia E. Beeson, Ph.D. Chairperson Blum commended Dr. Beeson for her service as Provost and Senior Vice Chancellor over the past eight years and wished her the best as she steps down to return to her role as a faculty member in the Department of Economics. Chairperson Blum introduced the Resolution of Appreciation, which was read by members of the Board in the following order: Mary Ellen Callahan, Jack D. Smith, Alfred L. Moyé, Tamara M. Haddad, Thomas M. Kurtz, Marlee S. Myers, S. Jeffrey Kondis, Charles M. Steiner, and Douglas M. Browning.

*Upon motion duly made and seconded, the Board of Trustees approved the Resolution of Appreciation for Patricia E. Beeson. A copy of the Resolution is included as pages 53 through 54 of these minutes.*

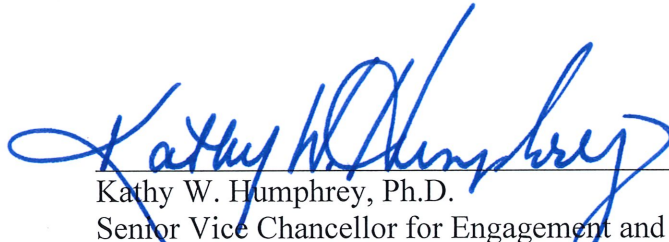
Resolutions of Appreciation for Arthur G. Ramicone. Chairperson Blum thanked Mr. Ramicone for his service to the University over the past 30 years and wished him the best as he prepares to retire. She introduced the Resolution of Appreciation, which was read by members of the Board in the following order: Herbert S. Shear, Martha Hartle Munsch, Ira J. Gumberg, John A. Barbour, Robert G. Lovett, Deborah J. Gillotti, Peter C. Varischetti, John H. Pelusi Jr., Edward J. Grefenstette, Roberta A. Luxbacher, and Michael A. Bryson.

*Upon motion duly made and seconded, the Board of Trustees approved the Resolution of Appreciation for Arthur G. Ramicone. A copy of the Resolution is included as pages 55 through 56 of these minutes.*

**Adjournment.** There being no new business to come before the Trustees, Chairperson Blum adjourned the meeting.

**Attachments.** Copies of the following documents are filed with the official minutes of this meeting:

- Power Point presentation used during the meeting.
- Memorandum to the Board of Trustees Pertaining to the Recommendation Regarding Naming for Parran Hall

  
Kathy W. Humphrey, Ph.D.  
Senior Vice Chancellor for Engagement and  
Secretary of the Board of Trustees

**RESOLUTION  
TO ELECT AN EMERITUS TRUSTEE  
OF THE UNIVERSITY OF PITTSBURGH**

WHEREAS, the Governance and Nominating Committee is charged with the responsibility of presenting recommendations to the full Board of Trustees of former Trustees for consideration and election as Emeritus Trustees of the University of Pittsburgh, and

WHEREAS, the Governance and Nominating Committee has determined that Suzanne W. Broadhurst has made exceptional contributions to the progress and welfare of the University and has served with distinction and devotion as a Trustee of the University for more than two decades, as more fully described in the summary attached hereto; and

WHEREAS, at its public meeting on September 13, 2018, the Governance and Nominating Committee nominated Mrs. Broadhurst for election as an Emeritus Trustee of the University of Pittsburgh; now therefore be it

RESOLVED, that the Board of Trustees hereby elects Suzanne (Suzy) W. Broadhurst as an Emeritus Trustee of the University of Pittsburgh for life.

## **Suzanne (Suzy) W. Broadhurst**

Suzanne (Suzy) W. Broadhurst served as a Trustee of the University from 1995 until 2017. During her tenure on the Board, she provided extraordinary service to both the Board and the University, including serving as Vice Chair of the Board for nine consecutive terms from 2003 until 2012. She served on several Board Committees, including the Affirmative Action, Diversity and Inclusion Committee; the Compensation Committee; the Executive Committee; the Governance and Nominating Committee; the Student Affairs Committee, and the Institutional Advancement Committee, including serving as the Chair of the Committee for eight years. She was appointed to serve on the Boards of Visitors of the School of Education, the Learning Research and Development Center, and the School of Nursing, which she chaired from 1997 until 2004. Mrs. Broadhurst also served on the 2013-2014 Chancellor Search Committee. In addition, she played an integral role in the University's \$2 billion capital campaign and served as Co-Chair of the Discovery Weekend Celebration in October 2000, which formally launched the initial phase of the campaign.

Mrs. Broadhurst is a native of Monessen, Pennsylvania. She earned her Bachelor of Science degree in Education from The Pennsylvania State University. In 2011, she retired as Director of Corporate Giving of the Eat'n Park Hospitality Group after 17 years of leading the company's philanthropic efforts. Earlier in her career, Mrs. Broadhurst taught in the Baldwin-Whitehall School District. She was a member of the Upper St. Clair School Board, where she served as its Vice President.

In 2010, Mrs. Broadhurst and her husband, Jim, were inducted into the University's Cathedral of Learning Society, which pays special tribute to those outstanding individuals who have given \$1 million or more over their lifetime to the University. Induction into the Society is among the highest honors the University bestows. Their generosity to the University includes, but is not limited to, contributions that established the Broadhurst Science Center at the University of Pittsburgh at Titusville; supported the University's athletic programs, including creating the Broadhurst Basketball Excellence Fund; and gifts to the School of Nursing and the Katz Graduate School of Business Administration/College of Business Administration. In 2012, the University honored Mrs. Broadhurst with the 225th Anniversary Medallion.

**BACKGROUND STATEMENT FOR  
RESOLUTION ELECTING NARAHARI SASTRY  
AS SENIOR VICE CHANCELLOR AND CHIEF FINANCIAL OFFICER**

The Senior Vice Chancellor and Chief Financial Officer (hereinafter referred to as the “Senior Vice Chancellor/CFO”) is responsible for the stewardship, planning, administration, and reporting of the University’s financial resources. Areas of responsibilities include, among others: budget and financial reporting; University investments; finance and treasury operations; general accounting; student financial services; cost and sponsored projects accounting; tax matters; financial operations, including payroll and accounts payable; financial information systems; and insurance and workers’ compensation. The Senior Vice Chancellor/CFO also works with various internal and external constituencies to improve the effectiveness of the University’s financial and business operations.

Mr. Narahari Sastry has accepted Chancellor Patrick Gallagher’s invitation to serve as the University’s new Senior Vice Chancellor/CFO. Mr. Sastry has devoted his career to public service and currently serves as the Director of the Office of U.S. Foreign Assistance Resources, a position he has held since October 2014. In that role, he is responsible for the preparation, coordination, and allocation of a \$37 billion budget for United States Foreign Assistance across the State Department and United States Agency for International Development (USAID). In addition to management of the foreign assistance budget, his extensive portfolio includes: (i) leading strategic planning, performance management, and evaluation of foreign assistance efforts at the State Department, including development of a Strategic Plan for State and USAID; (ii) foreign assistance policy development and analysis; and (iii) operation and development of a global information technology resource management system.

Prior to assuming this position, Mr. Sastry served as the Deputy Assistant Secretary for Resource Management at the Department of Commerce, where he was responsible for the Department’s \$8 billion budget, oversaw budget and program performance, led the strategic planning and balanced scorecard program, and developed the Department’s enterprise risk management program. Mr. Sastry also served as Chief of the Veteran Affairs and Defense Health Branch (VADH) of the White House Office of Management and Budget’s (OMB) National Security Division for four years. As VADH Chief he was responsible for budget and policy matters relating to the Department of Defense’s health care system and the Department of Veterans Affairs. Earlier in his career, Mr. Sastry was a program analyst in OMB’s VADH Branch where he was responsible for oversight of the VA medical care system.

Mr. Sastry has earned numerous awards recognizing his outstanding contributions and achievements in federal service, including being nominated for this year’s Presidential Rank Award, which is the most prestigious award offered to a senior executive in federal service. In addition, Mr. Sastry served as Chair of the Office of Management and Budget’s Diversity Council.

He earned his Master of Public Policy from Georgetown University (2000), a Master of Public Health in Epidemiology from the University of Illinois at Chicago (1997), and a Bachelor of Science in Mathematics from the University of Michigan (1995).

Chapter I, Article III, Section 3.1 of the University's Bylaws provides that the Board may elect one or more Senior Vice Chancellors as an Officer of the University. Chancellor Patrick Gallagher is recommending that Narahari Sastry be elected as the Senior Vice Chancellor and Chief Financial Officer, an Officer of the Corporation, effective as of October 22, 2018. A resolution effecting this election is attached.

**RESOLUTION  
ELECTING NARAHARI SASTRY  
AS SENIOR VICE CHANCELLOR AND CHIEF FINANCIAL OFFICER  
AN OFFICER OF THE CORPORATION**

- WHEREAS, the Senior Vice Chancellor and Chief Financial Officer is responsible for the stewardship, planning, and oversight of the University's financial resources in support of the mission and strategic priorities as set by the Board of Trustees; and
- WHEREAS, the Senior Vice Chancellor and Chief Financial Officer is responsible for management oversight responsibility for a number of areas, including: budget and financial reporting; University investments; finance and treasury operations; general accounting; student financial services; cost and sponsored projects accounting; tax matters; financial operations, including payroll and accounts payable; financial information systems; and insurance and workers' compensation; and
- WHEREAS, the Senior Vice Chancellor and Chief Financial Officer, among other things, shall be responsible for establishing financial policies and procedures; planning, implementing and tracking operating and capital budgets for the University and its affiliated entities; and preparing the University's consolidated financial statements, along with other financial reports required to be filed with federal, state and local agencies; and
- WHEREAS, Narahari Sastry, who has a long and distinguished record of senior budget and operations roles in federal government, has accepted the invitation of Chancellor Patrick Gallagher to serve as Senior Vice Chancellor and Chief Financial Officer; and
- WHEREAS, Chancellor Gallagher has recommended to the Board of Trustees that Narahari Sastry be elected Senior Vice Chancellor and Chief Financial Officer, an Officer of the Corporation, now therefore be it
- RESOLVED, that Narahari Sastry shall be and hereby is elected Senior Vice Chancellor and Chief Financial Officer, an Officer of the Corporation, effective October 22, 2018; and be it further
- RESOLVED, that, in light of such election, the Officers of the University, including the names of the particular individuals holding such positions, shall be updated as set forth on Exhibit A attached hereto; and be it further
- RESOLVED, that the Secretary and Deputy Secretary are hereby authorized to update, conform and certify any outstanding resolutions, policies, charters, guidelines, or other documents previously approved by the Board or Committees of the Board as may be necessary to properly reflect the Officers of the University as contemplated herein; and be it further
- RESOLVED, that the Board extends its congratulations and warm welcome to Narahari Sastry as he assumes the position of Senior Vice Chancellor and Chief Financial Officer of the University.

UNIVERSITY OF PITTSBURGH

List of Officers

<u>Officer Title</u>	<u>Name of Individual</u>
Chairperson of the Board of Trustees	Eva Tansky Blum
Chancellor and Chief Executive Officer	Patrick Gallagher
Provost and Senior Vice Chancellor	Ann E. Cudd
Senior Vice Chancellor for Health Sciences	Arthur S. Levine
Senior Vice Chancellor for Research	Rob A. Rutenbar
Senior Vice Chancellor and Chief Financial Officer	Narahari Sastry
Senior Vice Chancellor for Business and Operations	Gregory A. Scott
Senior Vice Chancellor and Chief Legal Officer	Geovette E. Washington
Senior Vice Chancellor for Engagement and Secretary of the Board of Trustees	Kathy W. Humphrey
Chief Investment Officer	Gregory G. Schuler
Treasurer	Paul Lawrence
Assistant Treasurer	Susan M. Gilbert
Deputy Secretary of the Board of Trustees	Cynthia C. Moore