

**MINUTES OF THE WINTER MEETING OF THE BOARD OF
TRUSTEES OF THE UNIVERSITY OF PITTSBURGH**

February 26, 2021

The Winter Meeting of the Board of Trustees was held on Friday, February 26, at 10:15 a.m. Due to governmental restrictions put in place in response to the Covid-19 pandemic, the meeting was held remotely. Alumni, Commonwealth, and Term Trustees in attendance were Thomas E. Richards (Chairperson of the Board of Trustees), Jane Bilewicz Allred, John A. Barbour, Douglas M. Browning, Gary T. Brownlee, Mary Ellen Callahan, Louis R. Cestello, David C. Chavern, Vaughn S. Clagette, Jay Costa Jr., James P. Covert, Bradley J. Franc, Patrick Gallagher (Chancellor and Chief Executive Officer), Deborah J. Gillotti, Lisa A. Golden, Edward J. Grefenstette, Ira J. Gumberg, Dawne S. Hickton, Diane P. Holder, Sy Holzer, Patricia D. Horoho, S. Jeffrey Kondis, William K. Lieberman, Roberta A. Luxbacher, John A. Maher III, Larry J. Merlo, John H. Pelusi Jr., Keith E. Schaefer, Thomas L. VanKirk, Peter C. Varischetti, John J. Verbanac, Michael G. Wells, Jake Wheatley, and Marna Cupp Whittington. Ex Officio and Special Trustees in attendance were Robert O. Agbede, G. Nicholas Beckwith III, SaLisa L. Berrien, Eva Tansky Blum (Immediate Past Chairperson of the Board of Trustees), Sundaa A. Bridgett-Jones, Rich Fitzgerald, John P. Gismondi, David J. Morehouse, Marlee S. Myers, Arthur J. Rooney II, A. David Tilstone, and Adam C. Walker. Emeritus Trustees in attendance were Suzanne W. Broadhurst, Catherine D. DeAngelis, D. Michael Fisher, J. Roger Glunt, Robert G. Lovett, Alfred L. Moyé, Martha Hartle Munsch, Robert P. Randall, Charles M. Steiner, William E. Strickland Jr., Burton M. Tansky, Stephen R. Tritch, and Sam S. Zacharias. Attending as a representative of the Pennsylvania Secretary of Education Noe Ortega and Governor Tom Wolf were Tanya Garcia and Dan Frankel, respectively. University staff in attendance included Kenyon Bonner, Ann E. Cudd, Kris Davitt, David DeJong, Mark Henderson, Kathy W. Humphrey, Rosalyn E. Jones, Paul Lawrence, Heather Lyke, Ellen Moran, Clyde Wilson Pickett, Rob A. Rutenbar, Narahari Sastry, Gregory Schuler, Amy E. Service, Anantha Shekhar, Geovette Washington, and Kevin Washo.

Welcome and Remarks of the Chairperson. Chairperson Thomas E. Richards convened the meeting at which a quorum was present. In keeping with the Sunshine Act, the meeting was duly advertised as a public meeting. Chairperson Richards welcomed the Trustees to the meeting and extended his welcome to Trustee Natalie Mihalek, who was appointed as a Commonwealth Trustee in December 2020. Trustee Mihalek has served the citizens of the 40th Legislative District in the Pennsylvania House of Representatives since 2018. He acknowledged the presence of Tanya Garcia, Acting Deputy Secretary and Commissioner for Postsecondary Higher Education, and the designee of Acting Secretary of Education Noe Ortega. He also welcomed Representative Dan Frankel, Governor Tom Wolf's designee to the Board of Trustees.

Moment of Silence. At the request of Chairperson Richards, the Trustees observed a moment of silence in memory of Emeriti Trustees J. David Barnes and Dick Thornburgh, both of whom passed away during the months since the Fall Meeting. Chairperson Richards noted that both Mr. Barnes and Governor Thornburgh were wonderful champions of the University of Pittsburgh and will be deeply missed.

Approval of Minutes. The minutes of the September 25, 2020, Fall Meeting of the Board of Trustees were approved.

Resolution of Appreciation. Noting that during the Fall 2020 Meeting, the Board of Trustees called for a resolution to express their appreciation of the students, faculty, staff, and alumni for their valiant efforts in keeping the University of Pittsburgh thriving during the Covid-19 pandemic, Chairperson Richards presented the Resolution of Appreciation which is filed with the official minutes of this meeting. Trustees read sections of the Resolution of Appreciation, and upon motion duly made and seconded, it was unanimously approved by the Board.

Report of the Audit Committee. Trustee Bradley J. Franc, Chairperson of the Audit Committee, advised the Board of the Committee's recent actions at its October 14, 2020 information and public meetings: University Controller Thurman Wingrove presented a comprehensive presentation of the University's Consolidated Financial Statements for the Fiscal Year ending June 30, 2020, and the University's independent auditor, KPMG, informed the Committee that they had completed the audit of the Consolidated Financial Statements and planned to issue an unmodified opinion. At a public meeting which followed, the audited Consolidated Financial Statements for the Fiscal Year ending June 30, 2020 were approved, and the Committee voted to retain KPMG as the University's independent auditor and tax advisors for Fiscal Year 2021.

Report of the Property and Facilities Committee. Trustee Peter C. Varischetti, Chairperson of the Property and Facilities Committee, reported the Committee's approval of a scope expansion for the Salk Hall Renovation project in the amount of \$3 million at its public meeting on November 16, 2020. The original renovation project included renovation of multiple floors in Salk Hall and was approved by the Committee on September 27, 2018 in the amount of \$69 million. The scope expansion addresses a portion of the 6th floor that was not included in the original project award, including additional classrooms and an improved office layout for the School of Dental Medicine.

Report of the Governance and Nominating Committee. Trustee Roberta A. Luxbacher, a member of the Governance and Nominating Committee standing in for Committee Chairperson Louis R. Cestello, presented to the Board for consideration the Resolution Electing Vice Chairpersons of the Board, which had been endorsed by the Governance and Nominating Committee at its public meeting on December 15, 2020.

Resolution Electing Vice Chairpersons of the Board. Pursuant to Section 3.3 of Article III of the Bylaws of the University, Chairperson Richards recommended, with the endorsement of the Governance and Nominating Committee, that Trustees Mary Ellen Callahan and Louis R. Cestello be elected to serve as vice chairpersons of the Board. Upon motion duly made and seconded, the Board of Trustees approved the Resolution Electing Vice Chairpersons, an official copy of which is included with these minutes. Trustees Callahan and Cestello abstained from the vote.

Report of the Ad Hoc Committee on Fossil Fuels. Chairperson Richards advised the Trustees that the Ad Hoc Committee on Fossil Fuels was created at the Annual Meeting of the Board on June 26, 2020, after it was determined that the issue of investments in fossil fuels, which had been raised over a sustained time period by multiple stakeholders, had reached a significant threshold as set forth in the Socially Responsible Investing Screening Process. Accordingly, the Committee was asked to consider the matter of to what extent and via what methods the University, in its Endowment, should consider divestment from fossil fuels.

On January 15, 2021, the Committee provided the Chairperson the report of its findings and options. A copy of this report was provided to the public for review and comment prior to this meeting. Also, as part of its due diligence, the Board carefully reviewed public comments and discussed the report at previous information meetings in preparation for the public meeting.

After thanking the Ad Hoc Committee members for their service and the community for providing comments to the report following public review, Chairperson Richards called on Trustee Dawne Hickton, who chaired the Ad Hoc Committee on Fossil Fuels, to discuss the Committee's report. Trustee Hickton stated to the Board that she and six other Trustees were appointed to serve on the Committee: (i) Sundaa Bridgett-Jones; (ii) Ed Grefenstette; (iii) Diane Holder; (iv) John Maher III; (v) Marlee Myers; and (vi) Herb Shear.

Trustee Hickton advised the Trustees that following the guidance in its charge, the Ad Hoc Committee worked in concert to conduct analysis and outline the issues in a non-biased and balanced manner. Some key areas of examination for the Ad Hoc Committee included: (i) understanding the current global picture of fossil fuel investments; (ii) how the University viewed the risks and returns of fossil fuel investments; (iii) how the University is applying its new ESG policy; and (iv) how other institutions addressed this concern. Through reviewing extensive reference materials, interviewing subject matter experts, and Committee discussions, these topics were reviewed in depth.

After highlighting the Committee's broad conclusions in five areas: (i) comments received from the Pitt community and public; (ii) interviews with financial experts; (iii) review of the University's endowment; (iv) review of other institutions' fossil fuel divestment commitments; and (v) the Committee's findings and options for consideration by the Board of Trustees, Ad Hoc Committee Chairperson Hickton presented the Board with the findings and options for consideration at the Winter Board meeting to follow.

Findings:

She noted that the Committee's key findings on fossil fuel investments are as follows:

- A) The economic and social context of fossil fuels and climate change is changing locally and globally, with the University and its community being important actors and stakeholders in that transition.
- B) Globally, increasing investor considerations of ESG factors and a growing body of data have brought greater focus on the long-term financial implications of GHG emissions and climate change.
- C) Given that fossil fuels are likely to become decreasingly important in the long-term, existing and new investments that focus on the exploration and production of fossil fuels are expected to continue to become less attractive on a risk-adjusted basis.
- D) The growing focus on GHG emissions is likely to create many new attractive investment opportunities associated with the development of technologies and processes that reduce or avoid GHG emissions.
- E) Many other institutions of higher education, foundations, and private investment firms have considered divestment from fossil fuels for their endowments, resulting in a wide variety of approaches. Most institutions with investment positions on fossil fuels have agreed that fossil fuels are increasingly risky investments, and a common approach for institutions choosing to act is to phase out their investment exposures to fossil fuels in an orderly manner.

She stated that the key findings regarding the University's Endowment are as follows:

- F) The CEF is a pool of capital primarily provided by donors, is intended to exist in perpetuity, and its growth is critical to achieving the University's mission for current and future generations.
- G) The same social and economic context and financial markets that have led the University to operationally and academically recognize the importance of sustainability and climate change as vital issues for the University and society have also already materially affected the University's perspective on investing in the exploration and production of fossil fuels.
- H) The University has already reduced fossil fuel exposure in the endowment by 42% over the past 5 years – from 10% in 2015 to 5.8% currently.
- I) The University's view is consistent with the growing global investment consensus that fossil fuel investments will continue to present additional, unattractive future risk. Accordingly, given risk-adjusted, return-driven considerations, the CEF's fossil fuel exposure is expected to fall to 1% by the end of 2035, with private investments in the exploration and production of fossil fuels running off to zero by the end of 2035.
- J) The University is actively seeking attractive investments that will advance the reduction and/or avoidance of greenhouse gas emissions.
- K) Adopted in March 2020, the University's ESG Policy documents how the investment team universally considers environmental, social, and governance factors when evaluating all CEF investments, based on the strong conviction that the assessment of ESG factors will enhance the CEF's long-term returns.

She noted that the key findings regarding the University community are the following:

- L) University students, faculty, staff, and alumni, along with external stakeholders, weighed in on the Ad Hoc Committee's Charge. These articulate comments showcased the University community's durable passion and commitment to the exploration of CEF divestment from fossil fuels, with the strong majority of commenters supporting divestment.
- M) The University's sustainability and carbon neutrality commitments showcase its long-term commitment to balancing equity, environment, and economics so that current and future generations can thrive. Documents like the Pitt Sustainability Plan and forthcoming Pitt Climate Action Plan help to ensure that the University will meet its goals in a strategic manner.
- N) The University takes its role and responsibility of being a premier research institution and community anchor seriously, both educating and researching about the entire life cycle of energy resources, along with their uses, opportunities for efficiency, environmental impacts, and policy and social implications.

Options. Thus, based on these findings and after much Committee discussion, the Ad Hoc Committee provided the following statements and options to the Board for consideration. She stated that the Board may choose to:

- 1) Forgo applying a negative screen to the CEF with respect to fossil fuels.

- 2) Strongly support the implementation of the University's current ESG Policy and direct the University's Chief Investment Officer and investment team to apply ESG considerations to every CEF investment decision.
- 3) Strongly support the current long-term strategy of the University's CEF, which is expected to continue to pursue strong risk-adjusted financial returns while reducing private holdings in fossil fuel exploration and production to zero by the end of 2035, as monitored by the Investment Committee.
- 4) Direct the University's Investment Committee to oversee the development of a long-term strategy focused on seeking attractive investments that help reduce, avoid, and eliminate GHG emissions.
- 5) Direct the University to provide greater transparency regarding the fossil fuel investment trends of the CEF, which would support the University in its mission and goals, while increasing University community understanding about the purpose and management of the CEF. Specifically:
 - a) Support the commitment made by the Office of the Chief Financial Officer ("CFO") to begin publishing an annual public ESG Report in 2021, which will highlight the application of ESG considerations in ensuring the CEF provides strong financial returns in perpetuity and to fossil fuel investments specifically.
 - b) Support regular, clear, and accessible University communication, education, and engagement about the CEF's aggregate status, trends, and current and future fossil fuel exposure (including the basis for any material changes in expectations), including an annual update to the Board and University community.

Ad Hoc Committee Chairperson Hickton thanked the members of the Committee for their time and dedication. Upon motion duly made and seconded, the Board of Trustees accepted the Ad Hoc Committee's report and approved the Resolution on Fossil Fuels, an official copy of which is included with these minutes.

Resolution Electing David DeJong as Senior Vice Chancellor for Business and Operations.

Chairperson Richards called on Chancellor Pat Gallagher to present the Resolution Electing David DeJong as Senior Vice Chancellor for Business and Operations. Chancellor Gallagher presented this resolution to the Board for their consideration and thanked Dr. DeJong for his commitment and dedication to the University. Upon motion duly made and seconded, the Board of Trustees approved the Resolution Electing David DeJong as Senior Vice Chancellor for Business and Operations, an official copy of which is included with these minutes.

Report of the Chancellor. Chancellor Gallagher began his report by thanking the Trustees for their many contributions to the University through their work on the Board and in the committees.

Covid-19 Pandemic. Chancellor Gallagher gave an update on the University's response to the Covid-19 pandemic. He noted that Spring Term 2021 was off to a good start and that the University delayed the return to campus for students to ensure safe travels. Students received at-home Covid-19 test kits and the Covid-19 Medical Response Office asked students to shelter in place for a short period prior to arriving and once on campus.

Chancellor Gallagher advised the Board members of the Covid-19 Dashboard on the University of Pittsburgh website, which is updated twice weekly and contains data on cases at the Pittsburgh and Regional Campuses. At the time of the meeting, the number of positive cases was very low. He noted that all campuses remained in Elevated posture, with the plan to move the Greensburg

campus to Guarded posture the following week. The data on the Dashboard confirms that the University is effectively communicating guidelines and the student population is listening and following the recommendations. The University has increased mental health support during the time of the Covid-19 pandemic and remains confident that the students will continue following the mitigation measures throughout the semester.

Chancellor Gallagher noted that the availability of multiple vaccines against the virus are becoming available in a limited capacity. He remarked on the role that University of Pittsburgh scientists and clinicians have played in the collaborative global efforts including: (i) contributing to the basic science research that helps understand the virus and how to develop vaccines against it; (ii) running the clinical trials to prove the vaccines ability to work; and (iii) advancing medical therapies that help to save the lives of those infected.

The University is also engaged in the vaccination efforts for the campus and the region, with the Pennsylvania Department of Health approving the University as a vaccine provider. When its supply is received, the shots will be administered by an interdisciplinary team headed by the School of Pharmacy and including students and faculty from the schools of Health Sciences. The University has also partnered with the Allegheny County Health Department and administered vaccines to over 800 patient-facing students from seven area universities and colleges at the John and Gertrude Petersen Events Center. The University also assisted in dispensing over 2,000 shots to those age 65, and older or having health risks that put them in a priority group, in the Hill District in Homewood. The University provided 200 staff volunteers to assist with the clinic.

University Budget. Chancellor Gallagher stated that the overall financial position of the University was strong. He added that the Covid-19 pandemic is having an impact, but through cost containment and careful management, the University is in good standing.

Chancellor Gallagher detailed the following budget information for the Board:

- ❖ There have been considerable net costs and lost revenues.
- ❖ In fiscal year 2020, the amount of loss was \$50 million.
- ❖ For the current fiscal year 2021, the estimated loss is \$115 million.
- ❖ The Education and General Budget has seen approximately \$51 million in lost revenue to date.
- ❖ A temporary, one-time budget reduction of \$44 million was implemented across the University.
- ❖ Auxiliaries experienced nearly \$65 million in losses as a result of de-densification of student housing and reduced demand.
 - Much of this will be covered by Auxiliary Reserves and will build back over time.

Chancellor Gallagher also noted that as a part of the fiscal year 2021 budget, a permanent budget reduction of \$32 million across the University was implemented. In addition, compensation levels for faculty and staff were frozen and controlled hiring was put into place for cost containment. The University also offered voluntary early retirement, which was accepted by more than 500 employees – 453 staff and 56 faculty. The gross savings from this program is approximately \$50 million, prior to departments considering replacement staff. He advised the Board that many other universities have taken more drastic measures to reduce costs, with 25% of institutions: (i) furloughing employees, (ii) reducing pay of senior administrators, (iii) promoting early retirement,

and (iv) implementing voluntary separation for faculty and staff members. The University has not had to take any of these more extreme measures.

The University used the CARES Act monies, received in 2020, to provide direct grants to approximately 11,000 students and to offset some of the institutional costs related to the Covid-19 pandemic.

As a part of the federal Coronavirus Response and Relief Supplemental Appropriations Act (CRRSAA) passed in December 2020, the University received \$30.6 million of new federal relief funding, of which at least \$10.6 million was mandated to direct support of students. Chancellor Gallagher noted that the University recognized the immense burden of the Covid-19 pandemic on students and families and distributed an additional \$4.7 million of the funds to students. This resulted in approximately 15,200 students across all five campuses receiving aid, and ensured those with the highest need received funding.

Commonwealth Appropriation. The Chancellor noted that Governor Tom Wolf began the Commonwealth's budget cycle earlier in February when he released his annual budget request. The recommendation in that request was flat funding for all state-related universities, including the University of Pittsburgh. Chancellor Gallagher advised the Board that the University's appropriation is covered by a non-preferred appropriation. This means the University's appropriation must come after the general budget is done and must be approved by a super majority. The Commonwealth's fiscal situation, because of the pandemic, combined with a contentious political environment has set the stage for a challenging budget process this year.

Chancellor Gallagher stated that he testified in the House Appropriations Committee hearing on February 24, 2021, with the other state-related university presidents. He is also scheduled to appear before the Senate Appropriation Committee on April 6, 2021. Pitt Day in Harrisburg is scheduled for March 23, 2021, and will be attended by University alumni, students, staff, and faculty. The budget negotiations will continue through June 2021.

Philanthropy. The Covid-19 pandemic has caused donors to give smaller amounts and to direct their gifts to organizations that were meeting immediate needs in their local communities. Approximately half of the institutions of higher education reported a 10% percent decline in giving. Nevertheless, the University's donor numbers continued to increase, charting a nearly 5% increase in alumni donors. The University also received nearly \$60 million in gifts of more than \$1million. The Henry L. Hillman Foundation announced in early February that it was giving \$25 million to the University to advance the plans for a Life Sciences cluster. This gift will support focused biomedical research and help build systems for growing and spinning-off life sciences companies. Chancellor Gallagher noted the desire for Southwestern Pennsylvania to become a hotbed for world-renowned patient care, new discoveries, and commercialization. The Hillman Foundation gift will further the mission of boosting regional economic development.

Chancellor Gallagher advised the Board that the Pitt Day of Giving was held on February 23, 2021, and was a resounding success. The Pitt Day of Giving saw 11,000 donors in 24 hours, setting a record for number of donors. Donations came from all over the world, including 6 continents. He noted that the Class of 2020 had the most donors of all recent graduate years despite graduating during the Covid-19 pandemic. Faculty and staff also set records in a year when they have worked harder and with more difficulty than ever. Chancellor Gallagher stated that this was a remarkable

outcome in these challenging times, and it highlights the power, generosity, and cohesiveness of the global Pitt community.

Students. Chancellor Gallagher noted that the admissions process for the first-year class of Fall Term 2021 had begun. He advised the Board that the University was on pace to set a new record for the number of applications. He noted that enrollment at the Pittsburgh Campus was holding steady, while the regionals had seen a slight decline.

Chancellor Gallagher updated the Board on the graduate and professional students at the University:

- ❖ More than 8,700 graduate and professional students are enrolled
- ❖ 267 distinct programs:
 - 79 PhD programs
 - 19 Professional doctorate programs
 - 43 different research-focused master's degree programs
 - 96 professional master's programs
 - 30 certificate programs.

Chancellor Gallagher explained that graduate and professional education is an area of growth for universities, as moving forward, the demographics for the undergraduate populations is on a decline. The National Center for Educational Statistics compared the years 2001 and 2018 and found the number of master's degrees conferred went up by 73%. Nationwide there is also an increased demand for online and hybrid programs for working professionals.

The University has seen a decline between 2011-2018 of 5% enrollment in graduate and professional programs, while AAU peers increased by 9%. The University is taking multiple steps to slow the decline and boost enrollment where appropriate in programs that are holding steady or thriving. Growing graduate enrollment is important because: (i) the University needs to bounce back from the steady loss of graduate enrollment over the past decade, and (ii) the University risks becoming an undergraduate-heavy institution; therefore, balance needs to be regained. The University's programs have started to respond and make plans in a rapidly changing landscape and there are significant strategic opportunities for the University. The work is still in the planning stages, but some positive elements are:

- ❖ International alumni of these programs note that a major factor in their choice of Pitt for their graduate study was the strong international reputation of the institution overall.
- ❖ The University's MBA program, philosophy program, Schools of the Health Sciences, and School of Education, and many others, are reputational leaders.
- ❖ The graduates of these programs go on to represent the University out in the world, through the impact of their work.

Chancellor Gallagher advised the Board that graduates are important to how the University is perceived in the world; therefore, future focus on building in this area with some urgency will include:

- Build capacity to address complex problems by expanding interdisciplinary curricula and research.
- For students, integrate cross-sectoral knowledge and experiences into the curricula. For example, exposing students to industry and policy making experiences.
- Grow academic programs and experiential offerings more reflective of the employment market.
- Leverage Strategic Initiative Funds to provide one-time, non-capital investments in initiatives that advance the graduate student educational experience and the research enterprise.

News and Accolades. Chancellor Gallagher noted that despite the Covid-19 pandemic and the disruptions of the past year, the work of University continues to prosper. Chancellor Gallagher acknowledged the following:

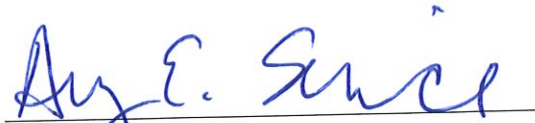
- ❖ Maureen Lichtveld joined the University on January 1, 2021, as the new Dean of the Graduate School of Public Health. Dr. Litchveld is a renowned public health research with expertise in health disparities, environmental health, policy, disaster preparedness, public health systems, and community resilience. She is also a member of the National Academy of Science.
- ❖ The University was once again the top producer of Fulbright Scholars, with a total of 15 Scholars this year. Setting a new University record for Fulbright Scholars.
- ❖ Five members of the School of Medicine faculty were chosen as new members of the American Society for Clinical Investigation. This is one of the most prestigious honors for early-career investigators in biomedical science and only 80 total scientists were invited.

Chancellor Gallagher concluded his report and thanked the Trustees for the opportunity to update them on the University.

Closing Remarks of the Board Chairperson. Board Chairperson Richards thanked Chancellor Gallagher for his comprehensive and inspiring report.

Next Meeting. Chairperson Richards reminded the Trustees that the Annual Meeting of the Board will be held on the morning of Friday, June 25, 2021.

New Business/Adjournment. There being no new business to come before the Trustees, Chairperson Richards adjourned the meeting.


 Amy E. Service
 Senior Associate Secretary of the Board of
 Trustees

**RESOLUTION ELECTING AND RE-ELECTING
TRUSTEES OF THE
UNIVERSITY OF PITTSBURGH**

WHEREAS, the Governance and Nominating Committee at its public meeting on June 18, 2021 nominated the following individuals currently serving as members of the Board of Trustees of the University of Pittsburgh for re-election as Trustees for the terms and in the categories specified below;

Sundaa Bridgett-Jones

Managing Director, Policy and Coalitions
The Rockefeller Foundation
2021 – 2025 Class
Term Trustee

Roberta A. Luxbacher

Retired Vice President, Wholesale and Specialties Global Business
Unit
ExxonMobil
2021 – 2025 Class
Term Trustee

Thomas E. Richards

Retired Executive Chairman and CEO
CDW
2021 – 2025 Class
Term Trustee

Adam C. Walker

Chief Executive Officer
Summit Packaging Solutions
2021 – 2025 Class
Term Trustee

Larry J. Merlo

Retired President and Chief Executive Officer
CVS Health
2021 – 2025 Class
Alumni Trustee

SaLisa L. Berrien

Founder and Chief Executive Officer
COI Energy Services
2021 – 2025 Class
Special Trustee

Tamara M. Haddad

President and Chief Executive Officer
Haddad Media
2021 – 2025 Class
Special Trustee

Herbert S. Shear
Chairman
Shear Family Office
2021 – 2025 Class
Special Trustee

WHEREAS, the Governance and Nominating Committee nominated the following individuals, who previously served on the Board of Trustees of the University of Pittsburgh, for re-election as Trustees for the last two years of the terms in the categories specified:

Thomas M. Kurtz
President and Chief Executive Officer
The Windber Research Institute and Windber Medical Center
2019-2023 Class
Special Trustee

Jeannine T. Schoenecker
Board Member
American Refining Group, Inc.
2019-2023 Class
Special Trustee

WHEREAS, the Governance and Nominating Committee nominated three new individuals, whose biographies are attached hereto, for election as Trustees of the University of Pittsburgh for the terms and in the categories specified:

Madji Abulaban
President and Chief Executive Officer
Superior Industries
2021 – 2025 Class
Special Trustee

Hui Debra Cen
Founder
inKynd by ImpactGoGo, Inc.
2021 – 2025 Class
Special Trustee

Bryan S. Saleksy
Co-Founder and Chief Executive Officer
Argo AI, LLC
2021 – 2025 Class
Special Trustee

NOW THEREFORE BE IT RESOLVED, that the above-named individuals shall be, and hereby Are re-elected and elected as Trustees of the University of Pittsburgh for the terms and in the categories specified herein.

Madji Bader Abulaban is the President and CEO of Superior Industries, one of the largest light vehicle aluminum wheel suppliers in the world. Headquartered in Southfield, Michigan, Superior Industries operates nine manufacturing facilities and employs about 8,000 people in North America and Europe.

Prior to joining Superior, Mr. Abulaban was employed by Aptiv PLC (formerly Delphi Automotive) as Senior Vice President and Group President of the Global Signal and Power Solutions Segment. Mr. Abulaban has also served as the Senior Vice President and Group President of Global Electrical and Electronic Architecture Segment and President of Aptiv Asia Pacific. Earlier in his career, Mr. Abulaban held various business unit leadership positions with Delphi in China, Singapore, and the United States. Mr. Abulaban is currently a member of the Board of Directors of SPX FLOW, Inc., a global supplier of highly specialized, engineered solutions.

Mr. Abulaban holds three prestigious awards from the City of Shanghai: (i) the Honorary Citizen Award, the highest honor granted to expatriates, (ii) the Charity Award, for his support of local education, needy people, and environmental protection, and (iii) the Magnolia Gold Award, an honor given to expatriates who have made long-term contributions to the economic and social development of the city.

Mr. Abulaban holds a bachelor's degree in Mechanical Engineering from the University of Pittsburgh and a Master of Business Administration from the Weatherhead School of Management at Case Western Reserve University. Mr. Abulaban currently serves as a member of the Chancellor's Global Advisory Council.

Hui Debra Cen is a scientist-turned entrepreneur, having dedicated much of her early career to biomedical research. She came to the United States from China more than 30 years ago to pursue her doctorate study and devoted her first 12 years in the US to biomedical research. Ms. Cen co-founded SA Biosciences Corporation, which was sold to Qiagen after 11 years of operation. She is listed on six microbiology patents assigned to Biotium and Chiron, as well as numerous additional patent applications.

After retiring from her biotech career, Ms. Cen became a community organizer and social entrepreneur in 2013, devoting herself to helping Chinese immigrants to integrate into local communities. She co-founded WizChinese, a nonprofit organization, and inKynd platform, a recently disbanded in-kind marketplace connecting in-kind sellers and buyers to generate funds and donors to support nonprofits, causes and political candidates.

Ms. Cen received a ScDHyg from the University of Pittsburgh's Graduate School of Public Health, and currently serves on its Board of Visitors. She also holds a Bachelor of Science in Biochemistry from Xiamen University and master's coursework from Shanghai Institute of Biochemistry of Chinese Academy of Sciences. Ms. Cen did her Postdoctoral Research at the National Cancer Institute and the University of California – San Francisco. Ms. Cen also serves as a Board member of several nonprofits including local nonprofits.

Bryan Salesky is passionate about incorporating promising robotics technology into products and systems that will improve safety and productivity while enhancing people's lives. While at Carnegie Mellon University's National Robotics Engineering Center (NREC), he managed a portfolio of the center's largest commercial programs, including autonomous mining trucks for Caterpillar. In 2007, Mr. Salesky led software engineering for Tartan Racing, Carnegie Mellon's winning entry in the DARPA Urban Challenge. He departed NREC and joined the Google self-driving car team in 2011 to continue the push toward making self-driving cars a reality. While at Google, Mr. Salesky was responsible for the development and manufacture of their hardware portfolio, which included self-driving sensors, computers and several vehicle development programs.

In 2017, Mr. Salesky co-founded Argo AI with Peter Rander. Argo AI is an artificial intelligence company working to develop self-driving automobile technology. As of August 2020, Argo AI is valued at \$7.5 billion due to multi-billion-dollar investments by Ford and Volkswagen.

In 2019, Mr. Salesky won the Ernst and Young Entrepreneur of the Year Award.

Mr. Salesky is the current chair of the Greater Pittsburgh Chamber of Commerce. The Chamber of Commerce, the advocacy arm of the Allegheny Conference on Community Development, serves as the 10-county Pittsburgh region's chief advocate at all levels of government to secure public sector investment and legislative and regulatory improvements to improve the economy and quality of life. The enduring contribution of the chamber is its ability to bring people and organizations together around issues critical to the region's competitiveness and, through a unified voice, effectively convey the needs and priorities of the region to local, state and federal decision makers.

In January 2021, Argo AI launched [Ground Truth](#), a new digital publication that provides an inside look at the development of self-driving technology. The publication's goal is to validate or correct perceptions by relaying what's really happening in the sector. Mr. Salesky has written a number of articles for the site. He is the co-host of the No Parking Podcast, a show dedicated to demystifying and building trust in self-driving cars.

Mr. Salesky received a Bachelor of Science degree in Computer Engineering from the Swanson School of Engineering at the University of Pittsburgh. He currently serves on the School of Computer and Information Board of Visitors.

**RESOLUTION RE-ELECTING THE OFFICERS
OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

WHEREAS, the Governance and Nominating at its public meeting on June 18, 2021 nominated the following Trustees for re-election as Officers of the Board of Trustees to serve one-year terms, ending June 2022, in accordance with the provisions of the Bylaws of the University.

Thomas E. Richards, Chairperson

Retired Executive Chairman and CEO
CDW

Mary Ellen Callahan, Vice Chairperson

Assistant General Counsel, Privacy
The Walt Disney Company

Louis R. Cestello, Vice Chairperson

Head of Regional Markets
Regional President, Pittsburgh and Southwestern Pennsylvania
PNC Bank

NOW THEREFORE BE IT RESOLVED, that the above mentioned Trustees, shall be, and hereby are elected to serve as Chairperson and Vice Chairpersons for the term specified herein.

**RESOLUTION ELECTING
UNIVERSITY DIRECTORS TO
THE UPMC BOARD OF DIRECTORS**

WHEREAS, the Governance and Nominating Committee at its public meeting on June 18, 2021 nominated the following member of the University of Pittsburgh Board of Trustees to serve as a University Director to the UPMC Board of Directors:

Eva Tansky Blum

Retired Executive Vice President and Director of
Community Affairs - PNC Bank
Chairperson and President - The PNC Foundation

NOW THEREFORE BE IT RESOLVED, that the above-named individual shall be, and hereby is, elected to serve as a University Director to the UPMC Board of Directors.

**BACKGROUND STATEMENT FOR
RESOLUTION RECOMMENDING
AMENDMENTS TO THE BYLAWS
OF THE UNIVERSITY OF PITTSBURGH**

As part of its Mission Statement, the Governance and Nominating Committee of the Board of Trustees is charged with the responsibility of reviewing and updating the Bylaws of the University of Pittsburgh.

Currently, the Bylaws of the University provide for a 7-year period of evaluation prior to a tenure decision for faculty members in the tenure stream, except for faculty members in the School of Medicine, who are subject to a 10-year evaluation period. (In 2019, the Committee approved a revision of the Bylaws to expand the 10-year evaluation period to all tenure-stream faculty members in the School of Medicine rather than just those with clinical responsibilities, and the Board voted to revise the Bylaws.) The resolution recommends that the Bylaws be revised to allow a School or Regional Campus to petition the Provost to extend the total number of years that a faculty member may serve without tenure in the tenure stream, not to exceed 10 years.

Ann E. Cudd, Provost and Senior Vice Chancellor, and Anantha Shekhar, Senior Vice Chancellor for Health Sciences and John and Gertrude Petersen Dean of Medicine support these proposed revisions, which were recommended by the Promotion & Tenure Ad Hoc Committee in 2019. Several Schools have indicated their desire to extend the tenure clock for their faculty.

Members of the University Administration discussed these proposed amendments with the Academic Affairs/Libraries Committee of the Board of Trustees; and at a duly advertised public meeting held on February 25, 2021, the Academic Affairs/Libraries Committee reviewed and endorsed the proposed revisions.

At a duly advertised public meeting held on June 18, 2021, the Governance and Nominating Committee reviewed the proposed revisions to Chapter II, Article IV, Section 4.6 of the Bylaws of the University of Pittsburgh and recommended that the Board of Trustees adopt the amendments to the Bylaws as summarized herein and as set forth in Exhibit A to the attached resolution..

A resolution effecting the recommended amendments as presented to the Board of Trustees by the Governance and Nominating Committee is attached.

**RESOLUTION RECOMMENDING
AMENDMENTS TO THE BYLAWS
OF THE UNIVERSITY OF PITTSBURGH**

WHEREAS, best practices for institutional governance recommends the periodic review of organizational and governing documents, including bylaws; and

WHEREAS, the Governance and Nominating Committee has been presented with recommended revisions to Chapter II, Article IV, Section 4.6 of the Bylaws of the University of Pittsburgh, specifically, the proposed amendment to the Bylaws would allow a School or Regional Campus to petition the Provost to extend the total number of years that a faculty member may serve without tenure in the tenure stream, not to exceed ten years;

WHEREAS, at its public meeting of June 18, 2021, the Governance and Nominating Committee reviewed said amendments to the Bylaws of the University and has recommended that the Board of Trustees adopt such amendments;

NOW THEREFORE BE IT RESOLVED, that the Board of Trustees hereby endorses the proposed amendments to Chapter II, Article IV, Section 4.6 of the University Bylaws, as set forth in Exhibit A attached hereto and incorporated herein by this reference; and

BE IT FURTHER RESOLVED, that the Board of Trustees hereby authorizes the Secretary of the Board to make any conforming changes as may be required to effect such revisions and to make any other grammatical and non-substantive changes as may be appropriate for consistency and clarity.

Proposed Revisions to the Bylaws of the University of Pittsburgh

CHAPTER II. THE FACULTY

ARTICLE IV. FULL-TIME TENURED OR TENURE-STREAM FACULTY

SECTION 4.6 TERMS OF APPOINTMENT AND TENURE.

4.6 TERMS OF APPOINTMENT AND TENURE.

a. With the exception of faculty members in the School of Medicine, the total number of years which a faculty member may serve without tenure in the tenure stream shall not exceed seven. If a person has served for seven years in the tenure stream, either he/she must be promoted to associate professor or professor with tenure or his/her service in the tenure stream must be terminated. Notification of termination must be made prior to the end of the sixth year in the tenure stream. The maximum allowable duration of service in the tenure stream without tenure shall be independent of previous service at another college or university. For faculty members in the School of Medicine, the total number of years of service without tenure in the tenure stream shall not exceed ten. If a person has served for ten years in the tenure stream, either he/she must be promoted to associate professor or professor with tenure or his/her service in the tenure stream must be terminated. Notification of termination must be made prior to the end of the ninth year in the tenure stream. The maximum allowable duration of service in the tenure stream without tenure shall be independent of previous service at another college or university.

A School or Regional Campus may petition the Provost to extend the total number of years that a faculty member may serve without tenure in the tenure stream, not to exceed ten years. If the Provost approves an extension for a School or Regional Campus, the total number of years of service without tenure in the tenure stream for faculty at that School or Campus shall not exceed the total number of years approved. If a person has served for the approved number of years in the tenure stream, either he/she must be promoted to associate professor or professor with tenure or his/her service in the tenure stream must be terminated. Notification of termination must be made at least a year prior to the end of the approved number of years in the tenure stream. The maximum allowable duration of service in the tenure stream without tenure shall be independent of previous service at another college or university.

b. The terms of appointment of faculty members in the tenure stream below the rank of associate professor and professor may be for one, two, or three years. When a decision is made not to renew an appointment, the faculty member on a first one-year appointment shall be notified in writing no later than March 15; on a second or subsequent consecutive one-year appointment by December 15; by December 15 of the second year of a two-year appointment; and twelve months prior to the end of a three-year appointment.

c. A year of appointment in the tenure stream is recognized if the appointment became effective on or before December 31. In cases where the appointment became effective January 1 or later, the remainder of the academic year is disregarded for this purpose, and the next year is counted as the first year of appointment in the tenure stream.

d. Leaves of absence do not interrupt tenure-stream status but may prolong the maximum allowable period in the tenure stream. When a tenure-stream faculty member is granted a leave of absence, the official letter of notification from the Provost may state that the term or probationary appointment has been extended and that the period of leave will not be counted as a part of the term or probationary period of service. The minimum extension and period of non-counted service will be one academic term or semester, even though the leave was for a shorter period. Such an extension shall be made solely for the purpose of enabling the individual concerned to have an opportunity for evaluation substantially equivalent to that of persons not taking leave. A leave of absence for the purpose of professional enhancement is normally limited to one year. The leave may be renewed with the appropriate approval.

e. Except for faculty members in the School of Medicine, a faculty member may receive a temporary appointment outside the tenure stream if the Provost determines that exceptional circumstances prevail that both prevent normal progress in the tenure stream and are beyond the control of the individual. A temporary appointment outside the tenure stream extends (by the duration of the temporary appointment) the allowable period before a tenure decision must be made. The extension of the probationary period under this provision shall be limited to two academic years. For faculty in the Health Sciences schools (other than the School of Medicine) who have clinical responsibilities, the probationary period may be extended by up to thirty-six months.

f. Tenure may be held only by professors and associate professors. Tenure shall be held by a faculty member only in the School or at the Regional Campus where the tenure is granted. Once it has been awarded, tenure is obligatory for the University, optional with the faculty member. Tenure does not apply to administrative positions which may be for indefinite terms, and are terminable at any time.

g. Promotion to the rank of associate professor may be made without the award of tenure. Usually the individual will have completed at least three years in the tenure stream. With the exception of faculty members in the School of Medicine, the appointment shall be for a minimum of two years and not longer than four years. For faculty members in the School of Medicine, the appointment shall be for a minimum of two years and not longer than seven years. If there is no intention of awarding tenure, the individual must be given at least twelve months' notice of termination prior to the end of the appointment.

h. Initial appointments at the rank of associate professor or professor shall be for a probationary period of three or four years. The award of tenure may take place at any time during the probationary period. If tenure is not to be awarded, the probationary appointee at the associate professor or professor level must be given at least twelve months' notice prior to the end of probationary appointment. Under exceptional circumstances, the initial appointment of an associate professor or professor may be made with tenure.

RESOLUTION OF APPRECIATION
FROM THE UNIVERSITY OF PITTSBURGH BOARD OF TRUSTEES TO
KATHY W. HUMPHREY, PhD
SENIOR VICE CHANCELLOR FOR ENGAGEMENT, SECRETARY OF THE BOARD OF TRUSTEES
AND ASSOCIATE PROFESSOR OF EDUCATION

WHEREAS, driven by a desire to touch students' hearts and minds in learning environments that educate the whole student inside and outside the classroom and to collaborate with dedicated and visionary trustees, faculty, administrators, and community stakeholders, Kathy W. Humphrey PhD, has been devoted to higher education for more than 30 years and earned national recognition; and

WHEREAS, Dr. Humphrey's extraordinary career in student affairs, community engagement, teaching, and service to the Board of Trustees at the University began in 2005, when she was chosen to serve as Vice Provost, Dean of Students, and Associate Professor of Education; and

WHEREAS, as Vice Provost, Dr. Humphrey dramatically improved student experiences by substantially increasing student recruitment, particularly within underrepresented communities; restructuring the first-year experience to enhance student development; elevating retention and graduation rates; and creating the Outside the Classroom Curriculum, a nationally recognized program, in collaboration with other academic leaders; and

WHEREAS, charged with the oversight of nearly 30,000 students as Dean of Students, Dr. Humphrey implemented impactful program initiatives such as improving mental health services for students; developing a sophomore year living and learning program; facilitating the availability of new technologies such as Campus Connect, which provided critical campus information through text messages; improving career services to enhance placement programs and career kiosks, which provided information about job and internship opportunities; and developing the Office of Cross Cultural and Leadership Development, all of which will be forever remembered and cherished by past, present, and future students of the University; and

WHEREAS, in 2015, in light of her extraordinary achievements, Dr. Humphrey was elected Senior Vice Chancellor for Engagement and Secretary of the Board of Trustees and was entrusted with the supervision of several University units, including the Office of University Communications and Marketing; Office of Community and Governmental Relations; Office of Academic Ceremonies and University Events; University Senate; Office for Equity, Diversity, and Inclusion; and Office of the Secretary, and managed multiple special projects for the Chancellor, such as: (i) the Wellness Committee, which evaluated the need for a smoke-free campus; (ii) the Socially Responsible Investing Committee; (iii) the Committee on Disability Inclusion; and (iv) the University's first Senior Leadership Academy; and

WHEREAS, imbued with a passion for service and community engagement, Dr. Humphrey has accelerated Pitt's role as an asset and partner to the city through her leadership by (i) founding the Office of PittServes, which provides students with meaningful opportunities for service and reflection; (ii) creating the nationally renowned Community Engagement Center initiative, including the University's first two Community Engagement Centers in Homewood and the Hill District; (iii) chairing the University's Year of Engagement in 2020-21; and (iv) cultivating critical partnerships with organizations and communities across the city, further institutionalizing Pitt's commitments to the community; and

WHEREAS, Dr. Humphrey helped to champion a culture of inclusion, heightening the value of pluralism through (i) the formation of the Office for Equity, Diversity, and Inclusion; (ii) the creation of the Office of Cross-cultural and Leadership Development; (iii) improvements in the campus experiences of the LGBTQ+ community; (iv) the implementation of a program to help minority vendors connect with the University; and (v) the declaration of 2016-17 as the Year of Diversity at the University, which resulted in more than 200 programs, enhanced awareness, and presented a challenge to improve the University's current procedures and perspective; and

WHEREAS, even in the last weeks of her tenure at the University, Dr. Humphrey worked tirelessly to plan and execute the 2021 Commencement ceremonies to celebrate all graduates and their families, particularly in light of the extraordinary challenges they have endured in the past year, and established an annual event to show appreciation for faculty and staff; and

WHEREAS, Dr. Humphrey has enriched the Board of Trustees through her dedication to diversifying and strengthening its membership; and

WHEREAS, Dr. Humphrey has earned the admiration and respect of the members of the Board of Trustees—as well as of the University's administration, faculty, staff, students, and alumni—for her integrity, dedication, loyalty, and devoted service to the University;

NOW THEREFORE BE IT RESOLVED, that the members of the Board of Trustees do hereby express their sincere appreciation of and profound gratitude to Dr. Kathy W. Humphrey for her outstanding leadership and exceptional contributions to the University of Pittsburgh, wish her continued success in her new position as President of Carlow University, and look forward to continuing their valued association with her in common support of the community; and

BE IT FURTHER RESOLVED, that this resolution be made a permanent part of the University's records and that it be suitably inscribed and presented to Dr. Kathy W. Humphrey as a symbol of gratitude for the leadership that she has provided and the high regard in which she is held by her many friends and colleagues at the University of Pittsburgh.



This resolution was unanimously adopted by the Board of Trustees at its meeting held June 25, 2021.

Handwritten signature of Thomas E. Richards in blue ink.

Thomas E. Richards
Chairperson of the Board of Trustees

Handwritten signature of Patrick Gallagher in blue ink.

Patrick Gallagher
Chancellor and Chief Executive Officer

**BACKGROUND STATEMENT FOR THE
RESOLUTION ELECTING ROSALYN E. JONES, ESQ.
VICE CHANCELLOR
and
SECRETARY OF THE BOARD OF TRUSTEES,
AN OFFICER OF THE CORPORATION**

Rosalyn E. Jones, Esq. joined the University of Pittsburgh in December 2020 as Associate Vice Chancellor and Deputy Secretary of the Board of Trustees. Ms. Jones earned her bachelor's degree in the history of science at Harvard University (*magna cum laude* and Phi Beta Kappa). She was selected as a Harvard Knox Fellow, an academic honor granted to one senior each year, and studied the history of medicine at Oxford University in Oxford, England. She received her Juris Doctor from Harvard Law School where she was selected as the assistant to the late Honorable A. Leon Higginbotham Jr., US Court of Appeals for the 3rd Circuit, a then visiting professor.

Prior to joining the University of Pittsburgh, Ms. Jones was the Deputy Secretary and Senior Counsel – Special Projects at Howard University for several years where she was responsible for advising and facilitating the work of the board of trustees and managing all staff liaisons. She was also a legal advisor in the office of the general counsel for contracts related to university events. Prior to her work in academia, Ms. Jones was an entertainment attorney representing several Grammy award winning recording artists as both a partner at the renowned firm of Manatt, Phelps and Phillips and thereafter through her own law practice which specialized in intellectual property and copyright issues.

Ms. Jones accepted the invitation of Chancellor Patrick Gallagher to be Vice Chancellor and Secretary of the Board of Trustees. The Secretary of the Corporation and of the Board of Trustees is an elected Officer of the Board of Trustees and of the University who shall be the custodian of the seal and whose primary responsibility is to provide professional staff support to the Board and its committees. Ms. Jones possesses the education, knowledge, and professional skills to fulfill the duties of Secretary of the Corporation and of the Board of Trustees.

Accordingly, Chairperson Thomas E. Richards and Chancellor Patrick Gallagher have recommended that Rosalyn E. Jones be elected Vice Chancellor and Secretary of the Corporation and of the Board of Trustees effective July 1, 2021. A resolution effecting this election is attached.

**RESOLUTION
ELECTING ROSALYN E. JONES, ESQ.
VICE CHANCELLOR
and
SECRETARY OF THE BOARD OF TRUSTEES,
AN OFFICER OF THE CORPORATION**

WHEREAS, Rosalyn E. Jones, Esq, is currently serving as Associate Vice Chancellor and Deputy Secretary of the Board of Trustees; and

WHEREAS, Ms. Jones possesses the education, knowledge, and professional skills to fulfill the duties of Secretary of the Corporation and of the Board of Trustees;

NOW THEREFORE BE IT RESOLVED that Rosalyn E. Jones shall be, and hereby is, elected Vice Chancellor and Secretary of the Corporation and of the Board of Trustees, effective July 1, 2021;

AND BE IT FURTHER RESOLVED that Rosalyn E. Jones shall be, and hereby is, elected an Officer of the Corporation, effective July 1, 2021;

AND BE IT FURTHER RESOLVED that the Board extends its congratulations and warm welcome to Rosalyn E. Jones and looks forward to working with her as an Officer of the Corporation.