

**MINUTES OF THE ANNUAL MEETING  
OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF PITTSBURGH  
(Public Meeting)  
June 23, 2023**

Trustees Present:

Alumni, Commonwealth, Special, and Term

Douglas M. Browning, Chair of the Board of Trustees  
Louis R. Cestello, Vice Chair of the Board of Trustees  
Patrick D. Gallagher, Chancellor and Chief Executive Officer

Madji B. Abulaban  
Robert O. Agbede  
John A. Barbour  
SaLisa L. Berrien  
Eva Tansky Blum  
Gary T. Brownlee  
Hui Debra Cen  
Vaughn S. Clagette  
David Chavern  
Jay Costa Jr.  
David C. Frederick  
Deborah J. Gillotti  
John P. Gismondi  
Lisa A. Golden  
Edward J. Grefenstette  
Tamara M. Haddad  
Dawne S. Hickton  
Diane P. Holder  
Patricia D. Horoho

S. Jeffrey Kondis  
Roberta Luxbacher  
John A. Maher III  
Jeffrey D. Martchek  
Larry J. Merlo  
David J. Morehouse  
Marlee S. Myers  
Valerie T. Njie  
John H. Pelusi Jr.  
Arthur J. Rooney II  
Bryan S. Salesky  
Jeannie T. Schoenecker  
John P. Surma  
John J. Tighe III  
Peter C. Varischetti  
John J. Verbanac  
Adam C. Walker  
William Ward, Jr.  
Michael G. Wells

Emeritus

Michael A. Bryson  
Catherine DeAngelis  
D. Michael Fisher  
J. Roger Glunt  
Robert M. Hernandez  
Robert G. Lovett  
Alfred L. Moyé

Martha Hartle Munsch  
Robert P. Randall  
Jack D. Smith  
Charles M. Steiner  
Burton M. Tansky  
Stephen R. Tritch  
Sam S. Zacharias

Ex-Officio

Rich Fitzgerald, Allegheny County Executive  
Dan Frankel, Designee for Josh Shapiro, Governor of Pennsylvania  
Kate M. Shaw, Designee for Khalid Mumin, Pennsylvania Secretary of Education

University Staff Present

Mark Anderson, Executive Director of Enterprise Risk Management  
Kenyon R. Bonner, Vice Provost for Student Affairs  
David Brown, Vice Chancellor for Government Relations and Advocacy  
Jeffer Choudhry, Chief Investment Officer  
Ann E. Cudd, Provost and Senior Vice Chancellor  
Kris Davitt, Senior Vice Chancellor for Philanthropic and Alumni Engagement  
Dave N. DeJong, Senior Vice Chancellor for Business and Operations  
Lina Dostillo, Vice Chancellor of Engagement and Community Affairs  
John Elliott, Director of Internal Audit  
Laurel Gift, Assistant Vice Chancellor for Compliance, Investigations and Ethics  
William Haldeman, Vice Chancellor and Chief Strategy Officer  
Rosalyn E. Jones, Vice Chancellor and Secretary of the Board of Trustees  
Paul Lawrence, Treasurer  
Heather Lyke, Director of Athletics  
Claudia Newell, Administrative Support to the Board of Trustees/Office of the Secretary  
Clyde Wilson Pickett, Vice Chancellor for Equity, Diversity and Inclusion  
Rachel D. Richlieu, Vice Chancellor for University Communications and Marketing.  
Rob A. Rutenbar, Senior Vice Chancellor for Research  
Hari Sastry, Senior Vice Chancellor and Chief Financial Officer  
Anantha Shekhar, Senior Vice Chancellor for the Health Sciences and John and Gertrude Petersen  
Dean of the School Medicine  
Paul Supowitz, Special Assistant for Strategic Initiatives  
Christine Trotman, Associate Secretary of the Board of Trustees  
Carlos A. Villamarin, Administrator to the Board of Trustees/Office of the Secretary  
Geovette Washington, Senior Vice Chancellor and Chief Legal Officer  
Kevin Washo, Senior Vice Chancellor for University Relations and Chief of Staff

The Annual Meeting of the Board of Trustees was held on Friday, June 23, 2023, at 11:00 a.m., as a hybrid meeting with virtual and in-person attendees.

**Welcome and Approval of the Minutes.** Chairperson Douglas M. Browning convened the meeting at which a quorum was present. As required by the Sunshine Act, the meeting was duly advertised as a public meeting. Chairperson Browning welcomed the trustees to the meeting and acknowledged the presence of ex officio trustees Dr. Kate M. Shaw (designee for the Secretary of Education), County Executive Rich Fitzgerald, and Representative Dan Frankel, designee for Governor Shapiro.

*Moment of Silence.* Chairperson Browning acknowledged the passing of Former Trustees Heinrich Bonnenberg, Joan M. Smith, Bud Shuster, and Herbert P. Douglas, Jr., speaking of their respective professional achievements and service to the University. At his request, the Trustees observed a moment of silence in memory of these former trustees and all those in the University and local community who have passed away since the February Meeting of the Board of Trustees.

*Approval of Minutes.* On a motion duly made and seconded, the minutes of the February 24, 2023, Winter Meeting of the Board of Trustees and the minutes of the April 3, 2023, Special Meeting of the Board of Trustees were approved.

**Remarks of the Chair.** Chairperson Browning thanked Chancellor Search Committee chairs Eva Blum and Vice Chair Anantha Shekhar for their outstanding work, noting that targets set in June of last year for the Chancellor search process were met and a new Chancellor was elected in April. Next, he called upon the chairs of the Committees to give updates on their public meetings since the February 2023 Board Meeting.

**Report of the Property and Facilities Committee:** Property and Facilities Committee Chair Peter C. Varischetti reported on the two public meetings the committee has held since the February Board meeting.

During the May 16, 2023, public meeting, the committee approved four projects:

- The fourth and final phase of the Hillman Library renovation in the amount of \$69 million.
- Renovations to Biomedical Science Tower 3 regional biocontainment laboratory, in the amount of \$7.48 Million
- Replacement of the roof at the historic Thaw Hall in the amount of \$14 million.
- Upgrades to the Bradford Kessel Athletic Complex in the amount of \$6.5 million

Committee Chair Varischetti stated that these projects combined are expected to generate 707 construction and support jobs for the state and regional economy. He highlighted that the Committee also approved a lease at the new UPMC Mercy Pavilion for the School of Medicine; with a total 10-year term rent of approximately \$92 million.

During the June 12, 2023, public meeting, the Property and Facilities Committee approved:

- The lease of approximately 74% of the rentable space within the proposed university-owned BioForge facility to ElevateBio Base Camp, Inc. as tenant pending finalization of a lease, agreement and financial due diligence.
- The Committee also approved the core and shell construction cost for the 185,000 sq ft BioForge facility within the Hazelwood Green development at an estimated cost not to exceed \$120 million dollars.

**Report of the Investment Committee:** Investment Committee Chair Louis R. Cestello, reported that at public meeting of the Committee on June 13, 2023, the Committee approved two spending distribution rates for the Consolidated Endowment Fund at the University.

The University's Operating Funds Quasi-Endowment's income percentage remains unchanged for Fiscal Year 2024 at 4.75% of the three-year average market value. The income from this fund supports student financial aid.

With respect to the other funds in the Consolidated Endowment Fund, the income percentage will remain unchanged for fiscal year 2024 and will be 4.25% of the three year average market value. Both distribution amounts will increase by approximately 5.3% relative to the distribution amounts from fiscal year 2020. In addition, there is also an annual 45 basis point charge to the funds or the fund administrative charge to the administrative costs.

**Report of the Governance and Nominating Committee:** Governance and Nominating Committee Chair David Chavern presented to the Board for consideration the resolutions listed below, which had been endorsed by the Governance and Nominating Committee at its public meeting on June 6, 2023.

*Resolution Re-electing Members of the Board of Trustees.* Chairperson Chavern noted that several incumbent Trustees were being presented for re-election to the Board in the following categories:

- Term Trustees: Douglas M. Browning; Louis Cestello; David Chavern; Deborah Gillotti
- Alumni Trustee: Michael Wells
- Special Trustees: Robert Agbede

The Committee also endorsed the re-election of Emil Spadafore and A. David Tilstone, as representatives of the University of Pittsburgh at Titusville and the University of Pittsburgh at Greensburg, respectively, for two-year terms.

Upon motion duly made and seconded, the Board of Trustees approved the Resolution Re-electing Members of the Board of Trustees, an official copy of which is included with these minutes. Trustees Browning, Cestello, Chavern, Gillotti, and Wells abstained from the vote.

*Resolution Re-electing Officers of the Board of Trustees.* Douglas M. Browning was presented for election to serve as Chairperson and Louis R. Cestello were presented for election to serve as Vice Chairperson of the Board. Upon motion duly made and seconded, the Board of Trustees approved the Resolution Re-electing Officers of the Board, an official copy of which is included with these minutes. Trustees Browning and Cestello abstained from the vote.

*Resolution Electing UPMC Board of Directors.* Trustee Eva Tansky Blum and Michael G. Wells were presented for election as a University Directors of the UPMC Board. Upon motion duly made and seconded, the Board of Trustees approve the Resolution Electing UPMC Board of Directors, an official copy of which is included with these minutes. Trustee Blum and Wells abstained from the vote.

*Acknowledgements.* Chairperson Browning, upon his re-election, thanked the Board for the honor of serving as chair and congratulated those elected and re-elected and thanked them for their service. He also acknowledged Trustee Patricia Horoho, who is at the end of her fourth term as Chair of the Affirmative Action, Diversity and Inclusion Committee; he thanked her for her expert

guidance, hard work, and dedication to the Committee and to the Board.

He also acknowledged Tom Kurtz and Jeannine Schoenecker as they ended their terms as regional campus representatives for Pitt-Johnstown and Pitt-Bradford, thanking them for their service to their campuses and the University.

**Report of the Chancellor.** Chancellor Patrick Gallagher opened his remarks by congratulating those elected and thanking them for their service. He then discussed the ongoing Commonwealth Budget process, with the state's formal deadline for a new budget being June 30, 2023. He reminded the Board that appropriation has implications for the University every year as it provides the funds to support in-state tuition discounts.

**Admissions:** Chancellor Gallagher shared that first-year applications for admission are up 9% in 2023 compared to the prior year, with a total of 58,265 applications. Student deposit data shows students coming from 46 states, Guam, and 35 countries, with those in the incoming class of 2027 having higher average GPAs and standardized test scores than prior classes.

**Undergraduate Enrollment:** The Chancellor also shared data on enrollment trends, comparing the difference between the Pittsburgh campus and the regional campuses. While demand for admission to the Pittsburgh campus is strong and growing, the regional campuses have experienced a 30% drop in enrollment over the past 10 years. He reminded the audience that the Board has been attentive to these campuses, investing in new facilities and relevant educational programs. He highlighted Pitt rural recruiter Daryl Burleigh as representative of Pitt's effort to connect with high school students in rural communities.

Chancellor Gallagher also discussed the peer institutions to Pitt's regional campuses are experiencing similar trends of declining enrollment; he expressed his belief that the trend is systemic and underlined the need for a better understanding of the factors influencing students decisions to pursue higher education, and the need to look at state policies to prepare citizens to participate in the economy of the future.

The Chancellor highlighted Governor Shapiro's call to increase support for state institutions and acknowledged the presence of Kate Shaw, representative of the Secretary of Education.

**Pitt Bioforge:** Chancellor Gallagher noted the research intensity of the Pittsburgh region, with universities, companies, foundations, and government all playing a role. He added that for the University to fulfill its mission, research has to be converted to real benefit for the region. He highlighted as an example the BioForge development resulting from the partnership between the University and the Richard King Mellon Foundation and recognized the importance of the Board's approval of the project. The Chancellor characterized the planned specialized biomanufacturing facility for innovative cell and gene therapies as the most significant regional development in recent years, recognizing the University's action as a catalyst to bring in an entirely new economic sector that leverages Pitt's strengths as a research University. He also noted that the project embraces a place-based strategy to incorporate economic benefits into the Hazelwood community.

Neighborhood 91: Chancellor Gallagher next discussed Neighborhood 91, the advanced manufacturing hub being built on 195 acres of land at Pittsburgh International Airport, another economic development partnership between manufacturing and University research. He recognized County Executive Rich Fitzgerald and Trustee Dawne Hickton contributions to this initiative.

Community Engagement Centers: The Chancellor reported that the University, over the last decade, has become a recognized leader in community-engaged scholarship. He thanked Lina Dostilio, Vice Chancellor of Engagement and Community Affairs, and her team for their work in this area. He noted the recent groundbreaking for the Hill District Community Engagement Center at the historic New Grenada theater as the latest in these centers, which provide the infrastructure for collaboration between communities and the University.

Federal Funding/Research Funding: Chancellor Gallagher discussed the importance of federal funding, which, he noted, is many times larger than the state appropriation. He reported on the recent debt ceiling package signed into law earlier in the month and its discretionary spending caps over the next two years. These caps mean that non-defense spending bills will receive significant reductions, potentially reductions in appropriations to federal agencies such as the NIH, the NSF, and the DOE, which fund the University's research. The Chancellor also noted that research is now being looked at through a geopolitical lens, with research restrictions to improve research security.

Student Honors: The Chancellor highlighted students Anna Li, an MD and PhD student who is Pitt's first ever recipient of the Paul and Daisy Soros Fellowship for New Americans, and Michael Baker, A&S '23, who is the University's second-ever Gates Cambridge Scholar. He also acknowledged Grace Fleury, a junior studying organic chemistry, who was named a Goldwater Scholar, 15 Gilman International scholarships among undergraduates, and 10 Pitt students and alumni who were named Fulbright Scholars for 2023-2024, noting that the University continues to be a top producer of Fulbrights in the US.

Sam Clancy Day: Chancellor Gallagher noted the upcoming Sam Clancy Day, a hometown recognition for the Pitt Alumnus, who as a decorated student athlete and four-year starter for the Pitt Panthers basketball team was drafted into both the NBA and the NFL without ever having played college football. A member of the Pitt Athletics Hall of Fame, Mr. Clancy is known as an ambassador to student athletes and a Pitt Varsity Letter Club member.

Leadership Updates: Chancellor Gallagher updated the board on leadership transitions, noting that Adam K. Leibovich will become the Bettye J. and Ralph E. Bailey Dean of the Dietrich School of Arts & Sciences. The School of Law and School of Dental Medicine also have searches underway for their next Deans. Currently, Mary Crossley is serving as Interim Dean at the School of Law. The Chancellor also highlighted the coming departure of Valerie Kinloch, Dean of the School of Education, as she leaves to become President of Johnson C. Smith University. He also noted that Rachel Decker Richelieu is the new Vice Chancellor of University Communications and Marketing.

The Chancellor also noted the coming departure of Provost and Senior Vice Chancellor Ann E. Cudd, who is departing to become President of Portland State University. Joseph McCarthy, Vice Provost for Undergraduate Studies, will become Interim Provost. He highlighted Provost Cudd's achievements, including the Pitt Success program, the most extensive restructuring of financial aid in the University's History, her academic leadership through the pandemic, and her management of increased student enrollments, thanking her for her contributions to the University.

*Chancellor Transition:* Chancellor Gallagher noted that this was his final report and highlighted the excellence of the transition process and team that will support Chancellor-Elect Joan T.A. Gabel as she assumes the office. The Chancellor noted the contributions of those in the administrative leadership team of the University; he also highlighted the role of the Board of Trustees in supporting initiatives at the University. In closing, he stated that the most important group was the University community itself, with the role of administration to support students and faculty.

A protestor interrupted the Chancellor's remarks. Following established procedure, Chairperson Browning twice asked the protestor to cease, and then requested that they leave. The protestor continued to speak and was escorted from the meeting by University Police.

*Closing remarks:* In closing, Chancellor Gallagher highlighted the importance of the University community and how necessary the support of this community is to the chancellor's role. He stated that it had been the honor of his career to have the trust, understanding, and support of the Board and the University Community. He received a standing ovation from those present.

**Resolution of Appreciation for Provost Ann Cudd.** Chairperson Browning highlighted the coming departure of Senior Vice Chancellor and Provost Cudd, who is leaving the University to assume the presidency of Portland State University. Mr. Browning noted her role in the University's senior leadership team and his pleasure in working directly with her on many issues; he introduced a video on Ms. Cudd's tenure at the University. Mr. Browning then called upon the trustees, who took turns reading a Resolution of Appreciation, a copy of which is included with these minutes.

Chairperson Browning called for a vote on the resolution. On a motion duly seconded, the resolution was approved.

Provost Cudd shared that she first came to the University as a graduate student in the philosophy department. She felt her Pitt education prepared her well for an academic career; she thanked the Board and the Chancellor for the honor and privilege of serving as Provost and expressed her gratitude to her team and to her colleagues in senior leadership.

**Resolution of Appreciation for Chancellor Patrick Gallagher.** Chairperson Browning thanked the Chancellor and invited those present to watch a video on Chancellor Gallagher's presence at the University. Mr. Browning then called upon the trustees, who took turns reading a Resolution of Appreciation; a copy is included with these minutes.

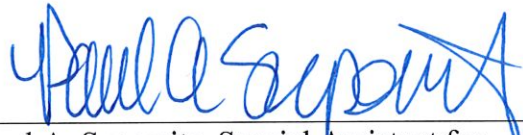
Chairperson Browning called for a vote on the resolution. On a motion duly seconded, the resolution was approved.

Chairperson Browning recognized the Chancellor for his engagement with university stakeholders and his commitment to students and their success. He also noted Chancellor Gallagher's love of walking, his creation of the plaza in front of William Pitt Union, and the walkway between the Union and the Cathedral of Learning. He introduced a resolution that the walkway be known as Gallagher Walk, thanking the Chancellor for his service.

Upon a motion duly made and seconded, the resolution of appreciation and resolution naming Gallagher Walk were approved. The Chancellor received a standing ovation.

Chancellor Gallagher thanked those present for the opportunity to return to his alma mater and play a meaningful role for both the University and the region. In closing, he wished everyone "Hail to Pitt."

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



Paul A. Supowitz, Special Assistant for  
Strategic Initiatives and Interim Secretary  
for the Board of Trustees

S