Annual Meeting of the Board of Trustees

Board of Trustees

June 28, 2019

10:30 a.m. - 12:00 noon

Assembly Room - William Pitt Union

Pittsburgh, PA, 15260
1. Welcome and Approval of the Minutes
   A. Public Meeting of February 22, 2019

2. Committee Reports
   A. Report of the Investment Committee
   B. Report of the Property and Facilities Committee
   C. Report of the Governance and Nominating Committee
      i. Background Statement for Resolutions
         Electing Members of the Board of Trustees
         and Filling Other Offices
      ii. Resolution Re-electing and Electing Trustees
          of the University of Pittsburgh
      iii. Resolution Re-electing the Chairperson of the
           Board of Trustees
      iv. Resolution Electing a Chairperson-Elect of the
          Board of Trustees
      v. Resolution Re-electing and Electing Directors
          for the UPMC Board of Directors

3. Report of the Chancellor

4. Closing Remarks of the Board Chairperson

5. New Business/Adjournment
The Governance and Nominating Committee is charged with the responsibility of identifying and recommending candidates for election as: (i) Trustees of the University of Pittsburgh; (ii) Chairperson of the Board; (iii) a Chairperson-Elect of the Board; and (iv) University Directors of the UPMC Board. On June 10, 2019, the Committee met in public session to endorse its recommendations.

The attached resolutions present the Governance and Nominating Committee’s recommendations for the above-referenced positions.
RESOLUTION RE-ELECTING AND ELECTING CANDIDATES TO SERVE AS MEMBERS OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF PITTSBURGH

WHEREAS, the Governance and Nominating Committee at its public meeting on June 10, 2019, 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 2019-2023 Class in the categories specified below:

TERM TRUSTEES
- Douglas M. Browning
- Louis R. Cestello
- David C. Chavern
- Deborah J. Gillotti

ALUMNI TRUSTEE
- Michael G. Wells

SPECIAL TRUSTEE
- G. Nicholas Beckwith III

and

WHEREAS, that 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 Special Trustees for the first two years of the 2019-2023 Class as representatives of the Advisory Boards specified below:

Emil M. Spadafore  
University of Pittsburgh at Titusville Advisory Board

A. David Tilstone  
University of Pittsburgh at Greensburg Advisory Board

and

WHEREAS, that the Governance and Nominating Committee nominated the five individuals, whose biographies are attached hereto, for election as Special Trustees of the University of Pittsburgh for the terms specified below:

- Robert O. Agbede  
  2019-2023 Class
- SaLisa L. Berrien  
  2017-2021 Class
- Sundaa Bridgett-Jones  
  2018-2022 Class
- Wen-Ta Chiu  
  2018-2022 Class
- Adam C. Walker  
  2017-2021 Class

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.
Robert O. Agbede

Robert O. Agbede currently serves as Vice Chairperson of Hatch USA – a 9,000-member, employee-owned global multidisciplinary management, engineering, and development consultancy. He is the former Chief Executive Officer and owner of Chester Engineers, which merged with Canadian-based Hatch Ltd., in 2017.

Mr. Agbede acquired Chester Engineers in 2003, making it one of the operating companies within the ATS Group, the company he founded in 1987. He built Chester Engineers into the largest African American owned water/wastewater, energy and environmental engineering firm in the United States and the largest water and wastewater firm in western Pennsylvania. At Chester, Mr. Agbede developed a work culture that emphasizes the importance of giving back, viewing corporate social responsibility as good business.

The holder of several U.S. patents, Mr. Agbede has been honored with a number of awards, including receiving the Ernst & Young Entrepreneur of the Year – Business Services, the Minority Enterprise Development Agency’s Minority Small Business Award, the National Society of Black Engineers Golden Torch Award for Entrepreneur of the Year, and the NAACP Homer S. Brown Award. In 2009, the University of Pittsburgh African American Alumni Council presented him with its Distinguished Alumnus Award for Achievement in Business. Mr. Agbede was also inducted into the Swanson School of Engineering Hall of Fame in 2000.

Mr. Agbede received his bachelor's and master's degrees in mining engineering from the University of Pittsburgh Swanson School of Engineering. He is a member of the Swanson School Board of Visitors and Chair of its Diversity Committee. Mr. Agbede has helped to establish mentorship and scholarship opportunities at the Swanson School, including the Robert O. Agbede Scholarship for African American students pursuing engineering degrees and the Robert O. Agbede Annual Diversity Award to encourage recruitment and retention of African-American faculty and students.
SaLisa L. Berrien

SaLisa L. Berrien, Founder and Chief Executive Officer of COI Energy, has over 25 years of experience in the electric power and smart grid space. From working in vertically integrated utilities (PP&L and PECO Energy) prior to deregulation, to ConEdison Solutions (a deregulated energy services company), and then on to Smart Grid, Clean Tech, Big Data Analytics, and SaaS Solutions, Ms. Berrien has had a diverse career in the energy space. In her early career, she sold the first electric vehicle (G-Van) in the Northeast region. She later went on to help EnerNOC move to #1 Demand Response company in the industry.

Ms. Berrien is also the Founder and Board Chair of STRIVE Inc., a 501(c)(3) charitable organization founded in 1995, which focuses on STEM leadership development training for students in 3rd through 12th grades. In 2013, she established COI Ladder Institute to focus on delivering leadership and empowerment services to millennials and women. Annually, COI Ladder Institute hosts a Women’s Business Leadership Retreat Conference in Martha’s Vineyard.

Since 1996, Ms. Berrien established several scholarship funds for high school and college students. Her first scholarship, the Jackson-Stephens Excellence Award, was named in honor of her maternal and paternal grandparents for paving the way so that she might have better opportunities in life. In 2004, she established the Karl H. Lewis Engineering Impact Alumni Endowment at the University of Pittsburgh for students of African descent enrolled in engineering. She later established the Talibah M. Yazid Academic Excellence scholarship for college bound high school seniors with a GPA greater than 3.0 to honor her aunt’s legacy as an educator.

Ms. Berrien holds a degree in Mechanical Engineering from the University of Pittsburgh and an Executive MBA from Saint Joseph’s University. She’s been a guest speaker at various conferences and events including SXSW, NSBE, the University of Pittsburgh, Florida’s Women in Energy Leadership Forum, American Society for Engineering Education Annual Convention, Microsoft’s Women Speaker Series, SAP’s Catalyst Summit, JLL AABN Florida, Wm. Allen High School Commencement Speaker, Morgan Stanley’s Sustainable Futures Summit, and a host of women in technology speaking engagements.

Ms. Berrien has been recognized with service awards from the City of Bethlehem, Lehigh University, the National Society of Black Engineers, and the YWCA. She is also the recipient of the National Council of Negro Women Mary Jackson Engineering Award and the Allentown Human Relations Commission Human Relations Award.
Sundaa Bridgett-Jones

Sundaa Bridgett-Jones leads The Rockefeller Foundation’s support of policy innovations to help solve pressing international development issues including state fragility, global governance, and achieving the United Nations Sustainable Development Goals. Prior to this portfolio, she leveraged a $160 million investment to launch a global initiative to transform humanitarian and development aid delivery in Africa and Asia, and oversaw the development of a City Resilience Index, which has influenced the climate resilience work of companies like Google and AECOM.

Sundaa has over 20 years of experience designing and executing high-impact global initiatives and public-private partnerships. Between 2010 and 2012, she led the Office of Policy Planning and Public Diplomacy at the U.S. Department of State’s Bureau of Democracy, Human Rights and Labor in groundbreaking advocacy on Internet and religious freedoms. As a member of the White House National Security Staff interagency committee, she launched the development of the Open Government Partnership, a featured public-private partnership spearheaded by the Obama administration and the government of Brazil.

Previously, Sundaa managed c-suite affairs at the United Nations Department of Political Affairs and devised preventive diplomacy plans in South Asia. As an International Affairs Fellow at the Council on Foreign Relations, she analyzed, researched, and wrote about U.S. foreign policy and democracy promotion after a decade of leading governance initiatives at the U.S. Agency for International Development (USAID). In her time at USAID, Sundaa served with the Foreign Service in the Middle East, Southern Africa, and Central Asia — her final assignment was as the USAID representative to the Coalition Provisional Authority in Baghdad, Iraq, where she set up the first Transitional National Assembly.

Sundaa’s dedication to public service and leadership are evident through her professional and community involvement. She launched the Scholars in the Nation’s Service Initiative at Princeton University to encourage talented women and men to enter public service. She has taken on leadership and committee roles with Global Kids, an organization that develops youth leaders for the global stage. She is a member of the Board of Visitors for the University of Pittsburgh’s Graduate School of Public and International Affairs and the Council on Foreign Relations.

Sundaa holds a Master in Public and International Affairs from the University of Pittsburgh and a Bachelor of Science in International Affairs from Georgetown University.

She lives in New Jersey with her husband and daughter.
Wen-Ta Chiu

Wen-Ta Chiu is a highly distinguished neurosurgeon, medical researcher, academic leader, and public health advocate. He serves as a Co CEO of AHMC Healthcare Inc. in California. AHMC Healthcare Inc., a network of 8 hospitals, a cancer center, 2 skilled nursing facilities, insurance company, foundation and other affiliated entities, is committed to improving access to healthcare services for the most vulnerable members of the San Gabriel, California community.

In 2011, Dr. Chiu was appointed as the Minister of the Ministry of Health and Welfare (MOHW, 2011-2014). During his near 4-years of service, he successfully implemented the 2nd generation National Health Insurance, along with many other health policies. He also led the MOHW to overcome H7N9, H5N1, H1N1, Rabies outbreaks, food safety issues, disasters and more than 10 other crises in Taiwan. Prior to his appointment as Minister, Dr. Chiu led the successful growth of Taipei Medical University (TMU), a world-class medical university and hospital system, including doubling the size of the hospital system to 3,000 beds and led TMU promoting to Top 500 World Universities and Top 100 Asian Universities in the QS World Universities Rankings®.

In addition, he also served as Superintendent of Shuan Ho Hospital and Wan Fang Hospital, Chief of Neurosurgery, Director of the Biomedical Informatics Center, and Dean of the School of Public Health, Taipei Medical University.

Widely regarded for his accomplishments as a traumatic brain injury researcher, Dr. Chiu developed the world’s largest head-injury registry and promoted strong evidence to support the legislation of Helmet Use Law in Taiwan in 1997, which dramatically reduced the rate of motorcycle-related deaths in Taiwan and injury dropped from 3rd to 6th as the leading cause of death in Taiwan.

Dr. Chiu has devoted himself to public service and public health practices in Taiwan as a primary investigator for the Center for Health Policy Research and Development of the National Health Research Institutes and as a consultant for the Department of Health. He has made significant leadership contributions in public health as president of the Asia-Pacific Academic Consortium, the Academy for Multidisciplinary Neurotraumatology, and the Taiwan Neurotrauma Society, and as president of the Asia Oceania Neurotrauma Society.

He is the recipient of numerous awards and honors, including the Ming-Ning Wang Memorial Award, 17th Medical Dedication Award from the Health, Welfare, and Environment Foundation, the Contribution Award for Public Health from the Asia-Pacific Academic Consortium, and the University of Pittsburgh’s Legacy Laureate Award, its 225th Anniversary Medallion, and was named a Distinguished Alumnus of the Graduate School of Public Health.

Dr. Chiu earned his Doctor of Medical Science degree in neuroscience from Nihon University School of Medicine, an MD degree from Chung-Shan Medical College, and was a research fellow in neurosurgery at Stanford University. He received his master’s and doctoral degrees in public health from the University of Pittsburgh Graduate School of Public Health, where he is now a member of its Board of Visitors.
Adam C. Walker

Adam C. Walker is Chief Executive Officer of Summit Packaging Solutions, a leading global supply chain partner providing end-to-end contract packaging solutions for brands known around the world. A high-impact strategist with 20 years of expertise in global manufacturing operations, business development, marketing, strategic business unit leadership, and turn-around assignments in the technology, automotive, beverage, and other industries, Mr. Walker took the helm in January 2014, and set in motion an accelerated growth strategy focused on technology, innovation, and expanding into new markets. His efforts have helped spur revenue, deliver customer satisfaction and increase shareholder value.

Previously, Mr. Walker co-founded Homestead Packaging Solutions, overseeing facilities in Tennessee and Michigan and garnering industry recognition such as NMSDC Supplier of the Year and the United States Department of Commerce – MBDA Manufacturer of the Year.

Mr. Walker played running back in the National Football League (NFL) for seven consecutive seasons, beginning and ending his career with the Philadelphia Eagles in 1990 and 1996, respectively. From 1991 until 1995, he played for the San Francisco 49ers and was a member of their 1994 Super Bowl XXIX championship-winning team. Mr. Walker was named special teams captain from 1994-1996 for both the 49ers and the Eagles, received the 1994 post-season special teams MVP award, and was nominated for the Ed Block Award for Courage in 1995. He was inducted into the Campbell Courage Hall of Fame, the Western Pennsylvania Football Hall of Fame, the Western Pennsylvania Sports Hall of Fame, and the University of Pittsburgh Varsity Letter Club.

Mr. Walker has received recognition for his contributions to the industry and community, including the 2016 United States Department of Commerce Manufacturing Firm of the Year award, the 2017 Atlanta Tribune Men of Distinction award, and the 2019 New Pittsburgh Courier Men of Excellence honoree. He serves on the boards of directors for the National Minority Supplier Diversity Council (NMSDC) and Proctor and Gamble’s Supplier Advisory Council.

Mr. Walker received his Bachelor degree in Economics from the University of Pittsburgh and completed the Advanced Management Executive Program from Northwestern University – Kellogg School of Management.
RESOLUTION RE-ELECTING THE
CHAIRPERSON OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH

WHEREAS, the Governance and Nominating Committee at its public meeting on June 10, 2019, nominated Eva Tansky Blum for re-election as Chairperson of the Board of Trustees to serve a one-year term, ending June 2020, in accordance with the provisions of the Bylaws of the University; now therefore be it

RESOLVED, Eva Tansky Blum is hereby re-elected to serve as Chairperson of the Board of Trustees for the term specified herein.
RESOLUTION ELECTING THE  
CHAIRPERSON-ELECT OF THE BOARD OF TRUSTEES  
OF THE UNIVERSITY OF PITTSBURGH

WHEREAS, the Governance and Nominating Committee at its public meeting on June 10, 2019, nominated Thomas E. Richards to serve as Chairperson-Elect of the Board of Trustees of the University of Pittsburgh for a one-year term ending June 2020; and

WHEREAS, upon completion of the term of incumbent Chairperson Eva Tansky Blum, which concludes on June 26, 2020, the Chairperson-Elect shall become Chairperson of the Board of Trustees in accordance Chapter I., Article III., Section 3.4 of the Bylaws of the University of Pittsburgh; now therefore be it

RESOLVED, that Thomas E. Richards is hereby elected to serve as Chairperson-Elect of the Board of Trustees for the term specified herein.
Thomas E. Richards

Thomas E. Richards is Executive Chairman of the Board of Directors for CDW. Prior to his retirement at the end of 2018, Mr. Richards was Chairman, President, and Chief Executive Officer of CDW. Under Mr. Richards’ leadership, the company grew from $9.6 billion in revenue in 2011 to more than $15 billion in 2017 and rose from No. 270 on the Fortune 500 list to No. 189. Since the company’s 2013 initial public offering, CDW’s market capitalization has grown to over $12 billion. Mr. Richards’ was voted as Glassdoor’s Highest Rated CEOs – Employee’s Choice in 2015, 2016, and 2017.

Mr. Richards joined CDW in 2009 as President and Chief Operating Officer with 33 years of experience in the technology industry. He became President and Chief Executive Officer in October 2011 and added the title of Chairman in January 2013. Prior to joining the company, Mr. Richards served as Executive Vice President and Chief Operating Officer of Qwest Communications, overseeing the day-to-day operations and performance of the telecommunications firm. Before assuming that role, he was Executive Vice President of Qwest’s business markets group. Mr. Richards also served as Chairman and Chief Executive Officer of Clear Communications, a network management software company, and as Executive Vice President and Management Committee Member of Ameritech, where he oversaw cellular, security monitoring, network services, and cable television operations. Additionally, Mr. Richards worked for 19 years with Bell Atlantic in various sales, marketing, and operations roles in telecommunications and computer services.

Mr. Richards earned a bachelor’s degree in economics from the University of Pittsburgh and a master’s degree in management from the Massachusetts Institute of Technology in the Sloan Fellows Program. He serves on the Board of Directors for Junior Achievement of Chicago and Northern Trust and is a former member of the Board of Trustees for the Rush University Medical Center. He was a member of the Economic Club of Chicago and the Executives’ Club of Chicago.

Mr. Richards was elected to serve on the University of Pittsburgh Board of Trustees in 2011. He has served on a number of Board Committees, including: the Athletics Committee; the Audit Committee; the Governance and Nominating Committee; and the Risk and Compliance Committee, which he chaired from 2013 until 2018. Mr. Richards also was a member of the School of Information Sciences Board of Visitors. He is a recipient of the University’s 225th Anniversary Medallion. During his undergraduate years, Mr. Richards was a four-year starter on the Pitt men’s basketball team, and he finished 11th on Pitt's all-time scoring list. In 2007, he was honored with the Pitt Varsity Letter Club Award of Distinction. Mr. Richards has also been inducted into the Pittsburgh Basketball Club Hall of Fame.
RESOLUTION RE-ELECTING AND ELECTING UNIVERSITY DIRECTORS OF THE UPMC BOARD OF DIRECTORS

WHEREAS, the Governance and Nominating Committee at its public meeting on June 10, 2019, nominated the following members of the University of Pittsburgh Board of Trustees for election to serve as University Directors of the UPMC Board of Directors for the terms specified below:

**Vaughn S. Clagette**
Practicing Physician
The Southeast Permanente Medical Group
Class of 2022

**James P. Covert**
Former Chief Executive Officer and
President of The Institute for Transfusion Medicine, Inc.
Class of 2022

**Thomas E. Richards**
Executive Chairman of the Board of Directors
CDW Corporation
Class of 2020

and

WHEREAS, the Governance and Nominating Committee at its public meeting on June 10, 2019, also nominated the following member of the University of Pittsburgh Board of Trustees, who is currently serving as a University Director of the UPMC Board of Directors, for re-election:

**John J. Verbanac**
Chief Executive Officer
Summa Development, LLC
Class of 2022

now therefore be it

RESOLVED, that the above-named individuals shall be and hereby are, elected and re-elected to serve as University Directors of the UPMC Board of Directors for the terms specified herein.