AGENDA
FALL MEETING OF THE BOARD OF TRUSTEES
September 27, 2017

10:15 a.m. – 11:30 a.m.  Assembly Room
William Pitt Union

1. Welcome and Remarks of the Chairperson  Blum

2. Approval of Minutes of the June 30, 2017 Annual Meeting of the
   Board of Trustees  Blum

3. Committee Reports:
   A. Report of the Property and Facilities Committee  Barbour
   B. Report of the Audit Committee  Franc
      • Resolution Approving the Revised Charter of the Audit Committee
   C. Report of the Institutional Advancement Committee  Gillotti
      • Resolution Naming the Livingston Alexander Residence Hall
   D. Report of the Governance & Nominating Committee  Varischetti
      • Resolution Approving a Revised Conflict of Interest Policy for
        Trustees
      • Resolution Approving an Amended Statement of Trustee
        Commitment and Responsibilities

4. Report of the Alumni Association  Brownlee

5. Remarks of the Chancellor: Presentation of the Annual Report
   for Academic Year 2016-2017  Gallagher

6. Closing Remarks of the Chairperson  Blum

7. New Business  Blum

8. Adjournment  Blum
WHEREAS, the Audit Committee is charged with, among other things, the responsibility for assisting the Board in fulfilling its oversight responsibilities with respect to the annual financial reporting process, the system of internal controls that management has established, and the internal and independent audit process and to perform other duties as delineated in the Audit Committee Charter; and

WHEREAS, the Director of the Department of Internal Audit, the University’s Independent Auditor and members of the Committee have recommended proposed revisions to the Audit Committee Charter, which was last updated and approved by the Board of Trustees on February 22, 2013; and

WHEREAS, at its public meeting of September 22, 2017, the Audit Committee reviewed the proposed revisions to the Audit Committee Charter and recommended that it be approved by the Board of Trustees; now therefore be it

RESOLVED, that the Board of Trustees hereby approves the revised Audit Committee Charter, attached hereto as Exhibit A and incorporated herein by this reference.
UNIVERSITY OF PITTSBURGH

BOARD OF TRUSTEES

AUDIT COMMITTEE

CHARTER

The Audit Committee the (“Committee”), of the Board of Trustees the (“Board”) of the University of Pittsburgh the (“University”), will have the oversight responsibility, authority and specific duties as described below.

COMPOSITION

The Committee will be comprised of a minimum of five members and will be appointed by the Chairperson of the Board of Trustees. One of the members of the Committee will be appointed Committee Chairperson by the Chairperson of the Board of Trustees. The members of the Committee will meet such independence and experience requirements as the Board deems appropriate. At least one member shall satisfy the definition of an Audit Committee financial expert as interpreted by the Board. A financial expert is one who possesses a thorough understanding of the Audit Committee’s oversight role, has expertise in accounting matters as well as an understanding of financial statements, and has the ability to ask the right questions to determine whether the University’s financial statements are complete and accurate.

RESPONSIBILITY

The Committee is a part of the Board. Its primary function is to assist the Board in fulfilling its oversight responsibilities with respect to: (i) the annual financial reporting process; (ii) the system of internal controls that management has established; and (iii) the internal and independent audit process. In addition, the Committee provides an avenue for communication between the internal audit department, the independent auditor, financial management and the Board. The Committee should have a clear understanding with the independent auditor that an open and transparent relationship with the Committee must be maintained, and that the Committee has the authority and responsibility to appoint, compensate, and oversee the independent auditor. The Committee will make necessary reports to the Board concerning its activities.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the University’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditor or to assure compliance with laws and regulations and the University’s business conduct guidelines.
AUTHORITY

The Committee is granted the authority to direct that an investigation be performed related to any matter or activity involving financial accounting and financial reporting, as well as the internal controls of the University. In that regard, the Committee will have the authority to approve the retention of external professionals to render advice and counsel in such matters. All employees will be directed to cooperate with respect thereto as requested by members of the Committee.

MEETINGS

The Committee is to meet at least three times annually and as many additional times as the Committee deems necessary. The agenda for each meeting will be approved by the Committee Chairperson. Minutes from previous meetings will be approved by the Committee. The Committee will meet in separate executive sessions with management, the Chief Legal Officer, the independent auditor and the internal audit department after each regularly scheduled meeting.

Committee members will strive to be present at all meetings. As necessary or desirable, the Committee Chairperson may request those members of management and representatives of the independent auditor and the internal audit department to be present at Committee meetings.

AUDIT COMMITTEE DUTIES AND POWERS

The function of the Committee is oversight. The management of the University is responsible for the preparation, presentation, and integrity of the University’s financial statements. Management is also responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to ensure compliance with applicable accounting standards and laws and regulations.

The independent auditor is responsible for planning and carrying out the audit in accordance with professional auditing standards.

In fulfilling their duties under this Charter, it is recognized that members of the Committee are not full-time employees of the University and are not, and do not represent themselves to be, accountants or auditors by profession or experts in the fields of accounting or auditing. As such, it is not the duty or responsibility of the Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the University from which it receives information; and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations, absent actual knowledge to the contrary (which shall be promptly reported to the Board).
To carry out its purposes, the Committee shall have the following duties and powers:

**With respect to the independent auditor:**

1. Instruct the independent auditor that the Committee has the authority and responsibility to appoint, compensate and oversee the independent auditor.

2. Review the independence of the independent auditor. As to independence:
   - Ensure that the independent auditor prepares and delivers annually a formal written statement (the “Statement”) delineating all relationships between the auditors and the University (it being understood that the independent auditor is responsible for the accuracy and completeness of this Statement), discuss with the independent auditor any relationships or services disclosed in this Statement that may impact the objectivity and independence of the University’s independent auditor, and recommend that the Board of Trustees take appropriate action in response to this Statement to satisfy itself of the independent auditor’s independence.
   - Pre-approve all fees paid to the independent auditor for both audit and non-audit services.
   - Prohibit the independent auditor from performing any services that would impair their independence.
   - Review the fees paid to the independent auditor for audit and non-audit services at each meeting.

3. Review the scope and general extent of the independent auditor’s annual audit. The Committee’s review should include an explanation from the independent auditor of the factors considered by the auditor in determining the audit scope, including the major risk factors. The independent auditor should confirm to the Committee that no limitations have been placed on the scope or nature of their audit procedures. The Committee will review annually with management the fee arrangement with the independent auditor.

4. Evaluate the performance of the independent auditor.
5. Annually approve the appointment of the independent auditor (or when circumstances warrant, recommend replacement of the independent auditor).

6. Obtain from the independent auditor assurance that the audit was conducted in a manner consistent with professional standards.

7. Obtain a report from the independent auditor annually regarding quality control procedures, results of peer review, and results of investigations.

8. Discuss the responsibilities, budget, and staffing of the internal audit department with the independent auditor.

**With respect to the internal audit department:**

9. Review the appointment and replacement of the senior executive of the internal audit department.

10. Review the scope of the internal audit department’s work plan for the year and receive a status report of major findings by the internal audit department and how management is addressing the conditions reported. Also, ensure that the internal audit department has adequate budget and staffing to accomplish the internal audit work plan.

11. Annually review the Internal Audit Department Charter for adequacy.

**With respect to financial reporting and internal controls:**

12. Advise management, the internal audit department, and the independent auditor that they are expected to provide to the Committee timely information as to items of significance impacting upon financial reporting.

13. Consider any reports or communications (and management’s responses thereto) submitted to the Committee by the independent auditor required by or referred to in AU-C Section 260 (“The Auditor’s Communication With Those Charged With Governance”). Such reports or communications could provide information related to significant audit findings including the qualitative aspects of the University’s significant accounting practices, including, accounting policies, accounting estimates, and financial statement disclosures; significant difficulties encountered during the audit; uncorrected misstatements, other than those the auditor’s considers trivial; disagreements with management and any other significant issues relevant to those charged with governance.
14. Discuss policies with respect to risk assessment and risk management. Specifically, discuss management’s assessment of financial risks and risk management strategies. Additionally, the Committee will coordinate its activity with the Risk and Compliance Committee and other Committees of the Board when necessary.

15. Discuss the University’s annual financial statements and related footnotes with financial management and the independent auditor prior to their approval by the Committee.

16. Discuss the internal audit department’s objectives, the scope of the auditing planned to be performed by the department and the independent auditor, and any coordination of those audit activities to ensure the most effective use of audit resources.

17. Review the form of opinion the independent auditor propose to render on the annual financial statements.

18. Review significant accounting and reporting principles, practices and procedures applied by the University in preparing the financial statements. Discuss with the independent auditor its judgments about the quality, not just the acceptability, of the University’s accounting principles used in financial reporting.

19. Generally, as part of the review of the annual financial statements, receive an oral report(s), at least annually, from the University’s Chief Legal Officer concerning legal and regulatory matters that may have a material impact on the financial statements.

20. Review the representation letters given by management to the independent auditor and ask whether any difficulties were encountered in obtaining the letter or any specific representations therein.

21. Review the University’s annual financial report for disclosures describing the Audit Committee’s composition, financial expertise, responsibilities and activities.

22. After performing all the previously listed requirements related to the financial statements, approve the financial statements on behalf of the Board.
23. Review and discuss the independent auditor’s management letter issued in conjunction with the financial audit.

24. Review the independent auditor’s report and management letter issued in connection with the report on the schedule of federal awards (Single Audit).

25. Review reports from management on the effectiveness of the internal control systems they have established and the results of any testing of internal controls by internal audit and the independent auditor, including information technology security and control.

26. Approve the Office of the Auditor General’s periodic program audits on behalf of the Board.

**With respect to reporting by and recommendations from the Committee:**

27. Review this Charter at least annually as to its adequacy and recommend any changes to the Board for its approval.

28. Report the Committee’s activities to the Board on a regular basis.

**Other Audit Committee Duties:**

29. Perform an annual assessment of the Committee’s performance during the preceding year.

30. Discuss the scope of services and fees paid to audit firms other than the independent auditor to perform audit and non-audit services.

31. Perform such other duties as may be assigned by the Board or deemed appropriate by the Committee consistent with the context of this Charter.

32. Establish procedures for anonymous submissions of complaints/concerns about accounting and auditing matters, with provision for employee protection. Receive periodic reports on the nature of these complaints and the outcome of the investigation of such matters.

33. Management, the independent auditor and the internal audit department will be responsible for ensuring that new members of the Committee are familiar with their responsibilities. Additionally, information sessions will be incorporated into meeting agendas to enhance Committee members understanding of relevant accounting and reporting issues.
RESOLUTION NAMING THE
LIVINGSTON ALEXANDER RESIDENCE HALL
AT THE UNIVERSITY OF PITTSBURGH AT BRADFORD

WHEREAS, Livingston Alexander earned his AB degree in philosophy from St. Joseph Seminary College and his MEd degree in curriculum and EdD degree in educational psychology from the University of Houston before embarking on a career in higher education, holding positions of increasing responsibility in academia and administration at Western Kentucky University, Georgia Southern University, Troy State University-Montgomery, and as Provost and Vice President for Academic Affairs and Professor of Psychology at Kean University; and

WHEREAS, on April 24, 2003, following a national search, Livingston Alexander was named the third president of the University of Pittsburgh at Bradford, and on May 7, 2012, following an administrative realignment, Dr. Alexander assumed the presidency of the University of Pittsburgh at Titusville; and

WHEREAS, under his leadership, the University of Pittsburgh at Bradford has seen remarkable growth, including the development of 16 new academic majors, the successful completion of capital campaigns totaling $33 million, and an increase in its endowment and foundation assets of more than 250%; and

WHEREAS, his focused, strategic vision guided the Bradford Campus as it increased its enrollment and retention of students; at the same time, Dr. Alexander also steered the Bradford Campus through a physical transformation that included the construction of 5 new residence halls, major renovations of 2 academic buildings, upgrades to campus athletic and recreational facilities, and the acquisition of a major facility in downtown Bradford that is now the home of the Marilyn Horne Museum and Exhibit Center; and

WHEREAS, Dr. Alexander also led efforts to successfully secure 2 TRIO grants funded by the U.S. Department of Education for programs that assist: (i) first-generation and historically underrepresented students, including individuals with disabilities, in attaining their bachelor’s degrees; and (ii) students from disadvantaged backgrounds in completing middle or high school and enrolling in postsecondary education; and

WHEREAS, his leadership has led to an increase in national visibility and a host of favorable rankings and recognitions by national publications for the Bradford Campus, including being named one of the 10 best regional campuses in the United States by the college research website TheBestColleges.org, being named by The Princeton Review as one of the best colleges in the Northeast 14 consecutive times, and being recognized by U.S. News & World Report as one of the best baccalaureate colleges in the North; and
WHEREAS, in recognition of Livingston Alexander’s 15 years of exceptional service to the University, members of the Advisory Board of the University of Pittsburgh at Bradford have requested that the new residence hall located at the Bradford Campus be named in his honor, and the administration of the University has endorsed such recommendation; and

WHEREAS, at its public meeting on September 26, 2017, the Institutional Advancement Committee of the Board of Trustees considered the proposal to name the Livingston Alexander Residence Hall at the University of Pittsburgh at Bradford and recommended that the Board of Trustees approve the naming of this facility in his honor; now therefore be it

RESOLVED, that the Board of Trustees hereby approves the naming of the Livingston Alexander Residence Hall at the University of Pittsburgh at Bradford.
RESOLUTION APPROVING THE
REVISED CONFLICT OF INTEREST
AND DISCLOSURE POLICY FOR TRUSTEES

WHEREAS, pursuant to its Mission Statement, the Governance and Nominating Committee is charged with, among other things, establishing policy and procedures for overseeing and addressing any Trustee conflicts of interest; and

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

WHEREAS, the Governance and Nominating Committee has evaluated the current Conflict of Interest Policy for Trustees (the “Policy”) and has considered proposed revisions to the Policy to: (i) streamline the Policy; (ii) clarify the disclosure obligations and procedures; and (iii) avoid duplication of language contained in the recently adopted Statement of Trustee Commitment and Responsibilities; and

WHEREAS, at its public meeting of September 19, 2017, the Governance and Nominating Committee reviewed the revised Conflict of Interest and Disclosure Policy for Trustees and recommended that it be adopted by the Board of Trustees; now therefore be it

RESOLVED, that the Board of Trustees hereby approves the revised Conflict of Interest and Disclosure Policy for Trustees, as set forth in the Exhibit A attached hereto and incorporated herein by this reference.
UNIVERSITY OF PITTSBURGH

CONFLICT OF INTEREST AND DISCLOSURE POLICY
FOR TRUSTEES

1. Scope

This Conflict of Interest and Disclosure Policy (this “Policy”) applies to all members of the Board of Trustees (each, a “Trustee” and, collectively, the “Trustees”) of the University of Pittsburgh – Of the Commonwealth System of Higher Education (the “University”).

2. Purpose

The purpose of this Policy is to provide guidance regarding when a Trustee’s fiduciary duties to the University may be impacted by a potential or actual Conflict of Interest (as defined herein) and to set forth the requirements for the disclosure of such Conflicts of Interest. This Policy supplements, but does not replace, any applicable state and federal laws governing conflicts of interest.

3. Fiduciary Duty and Conflict of Interest

Trustees have a fiduciary relationship to the University and, as such, are bound by certain duties. One of these duties is the duty of loyalty, which requires that Trustees perform their duties to the University in good faith and in a manner they reasonably believe to be in the best interests of the University. In other words, a Trustee may not act in his or her personal or professional self-interest when acting on behalf of the University.

A conflict of interest arises when a Trustee’s commitments and obligations to the University may be, may become, or may appear to be compromised by his or her other commitments or obligations, including when a Trustee derives a personal benefit (financial or otherwise) from actions or decisions made in his or her official capacity as a Trustee (a “Conflict of Interest”). A Conflict of Interest is presumed to exist when: (a) a Trustee, or his or her family member, has a financial, business, or personal interest in an entity with which the University is or will be doing business; or (b) a Trustee, or his or her family member, serves in a position of authority (i.e., director, partner, member, officer, etc.) of an entity with which the University is or will be doing business.

Although not all Conflicts of Interest are impermissible, any potential or actual Conflict of Interest must be disclosed in accordance with this Policy.
4. **Disclosure Requirements**

Each Trustee shall promptly disclose any potential or actual Conflict of Interest in accordance with the requirements set forth in this Section 4 and the procedures set forth in Section 5.

(a) **Annual Disclosure.** On an annual basis, each Trustee shall, in a timely fashion, complete and submit a conflict of interest and disclosure questionnaire (the “Questionnaire”) as circulated by the Office of the Secretary. The Questionnaire is intended to elicit information about any potential or actual Conflicts of Interest. If a Trustee is aware of a potential or actual Conflict of Interest that has not been contemplated by the information requested in the Questionnaire, the Trustee has an affirmative obligation to disclose such information in accordance with this Policy.

(b) **Ongoing Disclosure.** On an ongoing basis, each Trustee shall promptly update his or her Questionnaire to reflect any additions or revisions to the items required to be disclosed under this Policy. In the event that a matter arises quickly and the Trustee has not had the opportunity to update his or her Questionnaire, the Trustee should orally declare any such Conflict of Interest prior to the Board, or a standing committee thereof, considering any matter related thereto.

(c) **Investment Committee Members’ Disclosure.** Trustees serving on the Investment Committee of the Board of Trustees are also subject to the disclosure requirements of the conflicts of interest provision contained in the *Statement of Governance, Investment Objectives and Policies for the Consolidated Endowment Fund*.

(d) **Additional Disclosures.** From time to time, each Trustee may be requested to make disclosures other than those set forth above as may be required by law or as necessary to assist the University with various applications, certifications, filings, or other reports in support of its mission.

5. **Procedures**

(a) **Notification by Trustees.** All disclosures required under this Policy shall be made in writing and shall be submitted in either hard copy or electronic form to the Office of the Secretary. If a Trustee is uncertain about whether an item requires disclosure, then he or she is encouraged to present the facts to the Office of the Secretary for further guidance and clarification.

(b) **University Review and Analysis.** The Office of the Secretary shall forward all disclosures under this Policy to the Office of University Counsel for review. The Office of University Counsel shall analyze such disclosures and report the results of its analysis annually, at a minimum, to the Governance & Nominating Committee (the “Committee”) of the Board of Trustees.
(c) **Committee Responsibility and Action.** The Committee shall be responsible for overseeing Trustee compliance with this Policy. The Committee, through its Chairperson, shall advise a Trustee about how to properly manage any potential or actual Conflict of Interest that requires action. In the event that a Trustee fails to comply with this Policy or address any particular Conflict of Interest to the satisfaction of the Committee, the Committee may refer the matter to the Board of Trustees for consideration.

(d) **Restraint on Participation.** Trustees shall refrain from participating in any meeting or other action if there is a Conflict of Interest, unless such participation is deemed permissible by the Committee or the Board of Trustees. Notwithstanding the foregoing, if a Trustee is present at a meeting of the Board of Trustees, or a standing committee thereof, during which such body will consider a matter about which the Trustee has a Conflict of Interest, then the Trustee shall refrain from participating in the meeting, but may briefly state a position on the matter and answer pertinent questions posed by the disinterested Trustees. After such presentation, the interested Trustee shall leave the meeting during the discussion of, and the vote on, the matter involving the Conflict of Interest. The interested Trustee may be counted in determining the presence of a quorum, and the disinterested Trustees present at such meeting, may approve the matter by the affirmative votes of the disinterested Trustees subject to the voting requirements in the University’s Bylaws.

6. **Other Requirements**

In addition to the foregoing, each Trustee agrees to honor and adhere to the *Statement of Trustee Commitment and Responsibilities*, as may be amended from time to time.
RESOLUTION APPROVING AN AMENDED STATEMENT OF TRUSTEE COMMITMENT AND RESPONSIBILITIES

WHEREAS, pursuant to its mission statement, the Governance and Nominating Committee is charged with, among other things, developing and recommending a set of governance guidelines; and

WHEREAS, the Committee assessed the best practices being employed in higher education governance, and, as a result of such assessment, developed a Statement of Trustee Commitment and Responsibilities (the “Statement”), which Statement was adopted by the University of Pittsburgh Board of Trustees at its Annual Meeting held on June 24, 2016; and

WHEREAS, the Committee has reviewed and has recommended that the Board of Trustees adopt a revised Conflict of Interest and Disclosure Policy for the Board of Trustees (the “Conflict of Interest Policy”); and

WHEREAS, in order to provide consistency between the Statement and the Conflict of Interest Policy, certain minor revisions to the Statement have been proposed; and

WHEREAS, at its public meeting held on September 19, 2017, the Governance and Nominating Committee reviewed the amended Statement of Trustee Commitment and Responsibilities and recommended that its approval by the Board of Trustees; now therefore be it

RESOLVED, that the Board of Trustees hereby approves the amended Statement of Trustee Commitment and Responsibilities, as set forth in the Exhibit A attached hereto and incorporated herein by this reference.
The Board of Trustees is vested with the responsibility of overseeing the affairs of the University of Pittsburgh and promoting its charitable, scientific, and educational purposes. Specific responsibilities of the Board include: the approval of the mission of the University; the recruitment, appointment, and evaluation of the Chancellor and Chief Executive Officer; and the proper stewardship of the resources and assets of the University. In addition, the Board of Trustees upholds certain core principles that have guided the conduct of teaching, research, and scholarship at American universities, namely — Institutional Autonomy, Academic Freedom, and Shared Governance.

In addition to the Board’s role, each individual Trustee is required to perform his or her fiduciary responsibilities. This document summarizes the expectations of those who serve as a Trustee of the University of Pittsburgh.

DUTIFULLY SERVE AS A TRUSTEE:

- Regularly attend and actively participate in Board and Committee meetings; Diligently carry out responsibilities associated with leadership roles and special projects;
- Review all relevant information to stay informed and prepared;
- Appropriately manage and protect confidential information; and
- Act in good faith, and in the best interest of the University, avoid real or apparent conflicts of interest, and abide by the Conflict of Interest Policy for Trustees.

ACTIVELY SUPPORT THE VALUES AND MISSION OF THE UNIVERSITY:

- Ensure that the institution is acting at all times in accordance with its stated mission, aspirations, and strategic goals;
- Serve as an ambassador of the institution by demonstrating a steadfast commitment to the value of higher education and promoting the impact and accomplishments of the University;
- Participate in the life of the University, including attending major University events (e.g., New Student Convocation, Honors Convocation, Commencement, Receptions, and other Special Events and Programs), consistent with the role of a Trustee; and
- Support the University’s fundraising efforts in a meaningful way; Designate the University as a top philanthropic priority; and Provide philanthropic support to the University through personal contributions to the Annual Fund, along with leadership and other special fundraising initiatives.
UPHOLD THE INTEGRITY OF THE BOARD:

- Understand and adhere to the University’s governance documents and the Board’s established policies and procedures and participate in assessments of the Board;

- Promote the role of the Board as an oversight, policy-making body that supports the management of the University through its Chancellor and Chief Executive Officer;

- Comply with laws, rules, and regulations applicable to the University, and ensure appropriate non-retaliation protections for individuals who disclose concerns or suspected violations of laws, rules, and regulations;

- Carry out your Board responsibilities with the highest standards of professional and personal behavior;

- Recognize that it is the responsibility of the Chancellor and/or the Board Chairperson (or their designees) to speak on behalf of the University and refer all media inquiries to the University’s Vice Chancellor for Communications;

- Do not use service on the Board, or information obtained through service on the Board, for personal advantage or for the advantage of family members, friends, or other associates; and

- Abstain from using the authority, title, prestige, or any other attribute of Board service to obtain special consideration, treatment, or favor for any person beyond that which is generally available. This applies to, but is not limited to, efforts to influence administrative decisions with respect to an individual’s admission, employment, discipline, and similar matters. This section does not prohibit routine letters of recommendation.

Upon becoming a member of the University of Pittsburgh Board of Trustees, each Trustee agrees to honor and adhere to this Statement of Trustee Commitment and Responsibilities for the duration of his/her tenure on the Board. Any suspected violations of this Statement should be reported to the Chairperson of the Governance and Nominating Committee of the Board, who will determine whether a review of the matter is warranted after consultation with the Chairperson of the Board and the Senior Vice Chancellor and Chief Legal Officer. Any Trustee whose conduct is subject to such a review will be notified and given an opportunity to provide information to be considered as part of the review. The results of the review, along with any proposed actions to rectify and resolve the situation, will be presented to the Governance and Nominating Committee for discussion. The matter shall then be referred to the Chairperson of the Board of Trustees for consideration.