

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

September 27, 2019

The Fall Meeting of the Board of Trustees was held on Friday, September 27, 2019, at 10:30 a.m., in the Heritage Room of the Living-Learning Center at the University of Pittsburgh at Johnstown. Alumni, Commonwealth, and Term Trustees in attendance were John A. Barbour, Eva Tansky Blum (Chairperson), Gary T. Brownlee, Mary Ellen Callahan, Louis R. Cestello, David C. Chavern, Vaughn S. Clagette, James P. Covert, Bradley J. Franc, Patrick Gallagher (Chancellor and Chief Executive Officer), Deborah J. Gillotti, Diane P. Holder, Patricia D. Horoho, Thomas O. Johnson II, S. Jeffrey Kondis, Roberta A. Luxbacher, John A. Maher III, Thomas E. Richards (Chairperson-Elect), Keith E. Schaefer, Jack D. Smith, Peter C. Varischetti, and Michael G. Wells. Ex Officio and Special Trustees in attendance were Robert O. Agbede, G. Nicholas Beckwith III, Tamara M. Haddad, Robert M. Hernandez, A. David Tilstone, Adam C. Walker, and Marna Cupp Whittington. Emeritus Trustees in attendance were Suzanne W. Broadhurst, Catherine D. DeAngelis, D. Michael Fisher, E. Jeanne Gleason, and Alfred L. Moyé. Attending as representatives of the Governor of Pennsylvania and the Secretary of the Pennsylvania Department of Education were the Honorable Dan Frankel and Noe Ortega, respectively. University Officers in attendance included Ann E. Cudd, Kathy W. Humphrey, Paul Lawrence, Arthur S. Levine, Cynthia C. Moore, Rob A. Rutenbar, Narahari Sastry, Gregory A. Scott, and Geovette Washington. Staff in attendance included Pamela W. Connelly, Kristin Davitt, David N. DeJong, Robert Gregerson, Mark Henderson, Kimberly L. Honath, Heather Lyke, Nancy M. K. Merritt, Ellen Moran, Katie Pope, Mary Jo Race, Amy E. Service, Paul Supowitz, and Kevin Washo.

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

Chairperson Blum welcomed all in attendance to the Fall Meeting of the Board of Trustees, noting that the Robert O. Agbede and Adam C. Walker were attending their first Board meeting following their election in June. She extended her thanks to Jem Spectar, President of the University of Pittsburgh at Johnstown, and to his senior leadership for their assistance in planning the Board's visit to the campus. In doing so, Chairperson Blum also expressed her gratitude to the Pitt-Johnstown students, faculty, and staff for their extraordinary graciousness in accommodating the needs of the Board, and to the members of the Pitt-Johnstown Advisory Board and the Johnstown community who attended the Board dinner on September 26, 2019.

**Approval of Minutes.** The minutes of the June 28, 2019 Annual Meeting of the Board of Trustees were approved.

**Report of the Alumni Association.** Chancellor Patrick Gallagher introduced Nancy M.K. Merritt, who recently joined the University to serve as Vice Chancellor for Alumni Relations. Chairperson Blum joined Chancellor Gallagher in welcoming Ms. Merritt to the University and then called upon Dr. Lisa Golden, President of the Pitt Alumni Association (the "Association"), to provide a report on the Association.

Dr. Golden advised the Board that the Association is focused on converting Pitt pride into action that will: (i) enrich the lives of alumni and students; (ii) create a more robust, visible Pitt Network; and (iii) advance the mission of the University. She reviewed the actions the Association took over the past year to achieve these goals, including:

- Hosting more than 290 events, including working with the African-American Alumni Association to host a commemoration of the 50<sup>th</sup> anniversary of the founding of the Black Action Society.
- Providing alumni with the opportunities to network and learn more about the University through “Pitt Stops.”
- Embarking on a “Provost Tour” to introduce Provost and Senior Vice Chancellor Ann Cudd to the alumni community in Philadelphia, New York City, and Washington DC.

Dr. Golden advised the Trustees that the Association will be working on a new strategic planning process to focus its efforts on supporting the University and its alumni. As it begins this process the Association plans to: (i) leverage technology to enable Alumni to connect; (ii) provide more professional development opportunities; and (iii) personalize engagement opportunities. Dr. Golden noted that while this will be her final year of service as President of the Association, she is confident that the Association is on a firm foundation that will allow it to continue moving forward.

**Report of the Governance and Nominating Committee.** Committee Chairperson Louis R. Cestello reminded the Board that the Committee is charged with the responsibility for: (i) identifying, cultivating, and recommending candidates for election to the University Board of Trustees; (ii) assuring that members of the Standing Committees of the Board are informed about their roles and responsibilities; and (iii) reviewing and updating the University Bylaws. The Committee met in executive session in August where full discussions were held, but no actions were taken. At a duly advertised public meeting on September 12, 2019, the Governance and Nominating Committee endorsed the recommendations contained in the resolutions being presented to the Board.

**Background Statement for Resolution Re-electing a Member of the Board of Trustees.** Mr. Cestello introduced the Background Statement for the Resolution Re-electing a Member of the Board of Trustees and Filling Other Offices, which is included as page 12 through 13 of these minutes. Mr. Cestello stated that the Governance and Nominating Committee endorsed the re-election of incumbent Herbert S. Shear as a Special Trustee in the 2017-2021 category.

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

Following the vote, Chairperson Blum introduced Diane P. Holder, who was recently appointed to serve as a Commonwealth Trustee by Mike Turzai, Speaker of the Pennsylvania House of Representatives. Ms. Holder is Executive Vice President and President of the UPMC Insurance Services Division, and President and Chief Executive Officer of the UPMC Health Plan.

Background Statement and Resolution Amending the Bylaws of the University. Mr. Cestello called the attention of the Board members to the Background Statement and Resolution Amending the Bylaws of the University, which is included as pages 14 through 17 of these minutes. Mr. Cestello advised the Board members that the amendments include:

- Chapter I, Article I, Section 1.3 - Term of Office. Extending the term limit provision for the immediate past Chairperson of the Board to allow for an additional year of service, at the discretion of the Governance and Nominating Committee;
- Chapter I, Article IV, Section 4.1 – Authority to Sign Contracts. The second proposed change would streamline the signature authority and delegation process to provide appropriate oversight and controls for the execution of University contracts and other formal documents; and
- Chapter II, Article IV, Section 4.6 – Terms of Appointment and Tenure. The final proposed amendment extends the tenure evaluation period for all faculty members in the School of Medicine to 10 years, which will provide a more uniform approach.

Chairperson Blum announced that she was abstaining from the vote; therefore, the vote was called by Mr. Cestello.

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

Following the vote, Chairperson Blum resumed chairing the meeting.

Background Statements and Resolutions to Approve Restated Mission Statements of Standing Committees of the Board. Mr. Cestello called the Committees attention to the Background Statements and Resolutions to Approve Restated Mission Statements for the Athletics Committee and the Institutional Advancement Committee, which are included as pages 18 through 23 of these minutes. Mr. Cestello noted that the revised Mission Statements were endorsed by the Committees at public meetings held on June 27, 2019. In both cases, the changes to the Mission Statements will, among other things: (i) clarify the governance and oversight responsibilities of the Committees; and (ii) align the work of each Committee to the University’s strategic priorities. Mr. Cestello recommended that the approval of both resolutions be called in a singled vote.

*Upon motion duly made and seconded, the Board of Trustees approved the Resolutions to Approve Restated Mission Statements of Standing Committees of the Board.*

Chairperson Blum thanked Mr. Cestello for his report and called upon Chancellor Gallagher.

**Report of the Chancellor.** Chancellor Gallagher began his remarks by offering his thanks to Chairperson Blum and the members of the Board for their ongoing and valuable contributions to the governance and oversight of the University. He also expressed his sincere thanks to Dr. Jem Spectar, President of Pitt-Johnstown, and the Pitt-Johnstown community for hosting the Board of Trustees.

Chancellor Gallagher advised the Board that his report would serve as the annual update on the University's activities and performance for the 2018-19 academic year. Chancellor Gallagher noted that three key themes will be repeated throughout this presentation:

- The University is having a powerful, positive impact beyond the borders of its campuses;
- The University is making consistent forward progress toward its strategic goals; and
- The University continues to make progress even in the face of significant challenges, demonstrating the resiliency of the institution and its community.

❖ *Advancing Educational Excellence.* Chancellor Gallagher began his report by highlighting recent academic accomplishments of the University students and recent graduates. He noted that in 2019, more than 8,600 students earned baccalaureate, master's, doctoral, or professional degrees at all Pitt campuses. At the Pittsburgh campus, the first-year-to-sophomore retention rate is at 93%, which places the University among the top 15 among the 34 Association of American Universities public institutions.

Academic Honors. Over the past year, University students received a number of prestigious honors, including: (i) a Schwarzman scholarship; (ii) a Beinecke scholarship; (iii) nine National Science Foundation graduate research fellowships; (iv) 13 Fulbright Scholarships; and (v) four Goldwater scholarships, which is especially significant as each institution is limited to four nominees, and is only the third time in the University's history that all four of its nominees were selected for this distinguished honor. In addition, 2017 alumnus Lia Petrose, who received a Truman Scholarship in 2016, was named a 2019 Rhodes Scholar, one of only 32 individuals across the nation to receive this honor.

Enrollment. Chancellor Gallagher advised the Board that this fall, the University welcomed more than 5,500 new students to all of its campuses. The Pittsburgh Campus welcomed the Class of 2023, which maintains a trend of extraordinary academic achievement and preparation. Record number of applications were received this year, evidencing that the University continues to attract the very best students from Pennsylvania and from across the country, and admissions levels are still very high. While the number of admitted students from the Commonwealth remains steady, most of the growth comes from outside the state, which mirrors the demographic trends in the state. The University is attracting more applicants from the northeast, mid-Atlantic region, and the southeast. In addition, the University is seeing growth in the number of applicants from southwestern and western states, particularly from applicants residing in California and Texas.

Regional Campuses. The University's regional campuses make up 16% of the University's total enrollment, with more than 5,350 students enrolled on those campuses. The Chancellor reviewed changes in enrollment at the regionals, noting that:

- Enrollment at Pitt-Bradford is up by 2.8%
- Enrollment at Pitt-Greensburg declined by 4.6%
- Enrollment at Pitt-Johnstown, the University's largest regional campus with 2,450 students, decreased by 5.3%

Chancellor Gallagher stated that the Board's visit to Pitt-Johnstown underscores the vital role that the University's regional campuses have on their home region, which serve a large percentage of Commonwealth students, many of whom are the first in their families to attend college. Chancellor Gallagher added that this past year was a transition year for the University's regional campuses:

- Robert Gregerson joined the University to serve as the new President of Pitt-Greensburg.
- Catherine Koverola joined the University to serve as President of Pitt-Bradford and Pitt-Titusville.
- The University is making progress on transforming the Pitt-Titusville campus into an educational and job training hub, and Katherine Enos, former superintendent of the Titusville Area School District, has been selected to serve as Interim Executive Director of the hub.

Diversity and Inclusion. The University's growing national presence and broad recruiting base is increasing diversity among the University's incoming student population, a trend that has resulted in several consecutive years of record-setting diversity of incoming students. The Class of 2023 appears to be the most racially and ethnically diverse first-year classes on record, with nearly one-third of the class identifying as belonging to an ethnic minority.

Access and Affordability. One factor that impacts diversity, relates to access and affordability, which continues to be a challenge for higher education institutions across the country, especially if qualified students are admitted but cannot attend or complete their degrees at highly selective institutions like the University. This is a particular concern given the transitions facing the University, including changing demographics across Pennsylvania and the decreasing state support for public higher education. Chancellor Gallagher reminded the Trustees that over the past three decades, the University has seen a significant decline in support received from the Commonwealth.

In 1995, the Commonwealth appropriation accounted for more than half of the revenue supporting in-state students. Since 2012, despite annual increases, the Commonwealth support for tuition has accounted for less than a third of the revenue supporting Pennsylvania students. While recent years have seen increases in the University's appropriation, those increases have not been enough to off-set the decline in funding over the past 30 years. In addition, federal and state need-based financial aid have not kept up with the cost of tuition, which has resulted in more applicants/students having unmet need, which often becomes the difference between attending or completing their degree at the University.

To address this problem, universities across the country have had to increase the level of institutional financial aid provided to students. However, because the University is a state-related institution, it has not had the level of financial aid needed to support those students and families impacted by the shift in tuition support. Since 2006, the University has increased its institutional financial aid to meet unmet need by 228%; however, a significant percentage of students still had unmet financial need. In order to assist students and their families, the University has introduced a variety of programs and initiatives to improve access and affordability, including three recent initiatives:

- Joining the American Talent Initiative, a coalition of select four-year institutions united by a collective goal of enrolling, supporting, and graduating 50,000 additional talented, lower-income students by 2025. Participating universities share best practices and programs to support their efforts.
- Launching *Panthers Forward*, a unique, philanthropic model for reducing student debt. The University's first cohort of 150 graduating seniors received up to \$5,000 in debt relief toward their federal student loan balance. In return, those students pledged to donate incrementally to the program so that future students can participate in the program. This innovative model has garnered national media attention and built good will and excitement among the participants.
- Introducing the *Pitt Success Program*, which has two parts:
  - i. The *Pitt Success Pell Match* will match the amount students receive in federal Pell Grants with equal amount of institutional aid. Approximately \$21 million will be distributed to the nearly 4,600 students receiving Pell Grants. Students on the Pittsburgh campus accounted for \$12.2 million of those funds, with the remaining \$9 million distributed to students attending the regional campuses, where Pell Grant eligible students make up a larger percentage of the student body. While it is too early to fully evaluate the impact of the Pitt Success Pell Match program, the University did see a 12.4% increase in first-year Pell Grant recipients over last year across all campuses.
  - ii. The *Pitt Success Grant* will limit unmet need to a critical performance threshold, ensuring no student has unmet need exceeding \$20,000 (Pittsburgh campus) and \$15,000 (Regional campuses). Pitt Success Grants will be phased in and will begin with first year students only. In subsequent years, the University hopes to add support to each first-year class until all eligible students are covered. This year, the University awarded Pitt Success grants to 854 Pitt students, more than a quarter of whom are enrolled at a regional campus. The average grant was just under \$5,700, making the initial total cost in this inaugural year nearly \$4.5 million.

A major goal of the *Pitt Success Program* is to increase graduation rates for all students as the University covers more of their unmet financial need. Chancellor Gallagher stated that the hope is that as the program is fully implemented, the University will become more accessible for all qualified students, regardless of family income, with fewer students failing to complete their degrees due to unmet need.

Chancellor Gallagher noted that while the University's tuition rates increased, the amount of institutional financial aid went up even more. He added that gifts and donations to provide scholarship support can also help to meet family financial needs; therefore, the University intends to make philanthropy a priority.

External Rankings. Chancellor Gallagher turned his attention to external rankings, noting that these rankings provide context to students and their families in the process of making academic decisions, while also identifying peer group institutions. Chancellor Gallagher stated that these external rankings provide further evidence that the University is a highly selective, innovative, high-quality public research university that provides great value to its students. Further, the

University also fares well in terms of global rankings, which consistently place the institution in the top echelon of universities nationally and internationally.

Chancellor Gallagher noted that each ranking provider has a different approach, and the differences between universities, or between a university's position from one year to the next, also conveys important information, the results of which can be illuminating. To illustrate this point, the Chancellor looked at two of the most prominent rankings, where the University's position changed substantially from the prior year:

- In the *US News and World Report* National University Rankings, which is probably the most widely recognized and influential ranking, the University moved up 13 positions and now ranks as 57<sup>th</sup> out of the 318 institutions reviewed and climbed into the top 20 among public college and institutions (ranking 18<sup>th</sup>). However, in the *Wall Street Journal* and *Times Higher Education* ranking, the University's ranking slipped by 16 positions, ranking 96<sup>th</sup> out of the 801 ranked schools. Chancellor Gallagher explained that the variations in the rankings demonstrate the performance features that the ranking entity is focused on. He noted that the ranking system utilized by *US News and World Report* is weighted according to:

35%	Outcomes
20%	Faculty resources
20%	Expert opinion
10%	Financial resources
10%	Student excellence
5%	Alumni giving

The biggest shift in the University's overall score was in the "Outcomes" section. Specifically, in two measures which assess how well an institution serves students across the socio-economic spectrum in terms of: (i) Pell Grant Graduation Rate; and (ii) Pell Grant Graduation Rate versus Non-Pell Grant Graduation Rate. In the 2019 rankings, 72% of the University's Pell Grant eligible students graduated within six years, a number that increased to 76% in 2020. When compared to its public institution peers, the University ranked 163<sup>rd</sup> in this category in 2019, and rose to 25<sup>th</sup> in 2020 – a jump of 138 spots.

The category of Pell Grant Graduation Rate versus Non-Pell Grant Graduation Rate assesses how well an institution supports students with differing socio-economic conditions. In 2019, the University had an achievement gap of 12% in the graduation rates for these two groups – that gap was narrowed to 8% in 2020. That 4% narrowing of the achievement gap had a major impact that saw the University's ranking jump from 168<sup>th</sup> in 2019 to 71<sup>st</sup> in 2020. Chancellor Gallagher noted that these gains in relative position demonstrate the emphasis that *US News and World Report* is placing on equity, access, and affordability.

- The *Wall Street Journal/Times Higher Education* ranks universities on four categories:
  - 40% Outcomes
  - 30% Resources
  - 20% Engagement
  - 10% Environment

The 2020 rankings placed the University as 25<sup>th</sup> among all U.S. public institutions and 96<sup>th</sup> overall, falling from 80<sup>th</sup> place in 2019. Chancellor Gallagher explained that the relative scores and ranks in each sub-category explain why the University’s ranking fell. He noted that from 2019 to 2020, the University actually improved in three of four categories tracked by the *Wall Street Journal*, but fell in the Outcomes section, where – among other methodology changes – the assessment changed how affordability is assessed. Prior to 2020, the Outcomes category included a score for student indebtedness measured by the default rate among student loan borrowers. However, for the 2020 rankings, the measure was changed to look at the median federal loan debt for all federal student loan borrowers. The impact of this change was that the University’s total score in the Outcomes category dropped from 31.1 to 27.2, which saw the University’s relative position slip from 60<sup>th</sup> to 80<sup>th</sup> place that contributed to a decrease in the University’s overall ranking.

Chancellor Gallagher noted as a state-related institution that has weathered significant drops in state funding, combined with federal/state financial aid that has not kept pace with the shifting burden on students and their families, the University’s students carry a relatively high debt load compared to their public university peers. He stressed that the *Wall Street Journal/Times Higher Education* ranking was not a sign of a decrease in quality, but should be seen as evidence that the University’s ability to address financial need, and support those students who have need will continue to be one of the key drivers in ranking performance.

- ❖ Research. This year, the University set a new record for sponsored research, eclipsing the previous high set in 2011, which occurred when the American Recovery and Reinvestment Act funding was in effect. Chancellor Gallagher observed that the University has experienced steady growth in research funding over the last several years, a trend that is expected to continue this year.

According to the 2017 Higher Education Research and Development Survey, the most recent available, the University ranks 10<sup>th</sup> in terms of federal funding expenditures for research and development and 16<sup>th</sup> when combining all sources of research and development expenditures. Chancellor Gallagher stated that a more in-depth analysis of federal funding shows that the University receives the majority of its funding from the National Institutes of Health (NIH) – where it ranks fifth in terms of funding distributed by that agency.

Culture of Innovation. Among the many ways to measure the impact of research is the potential for commercial application, and it has long been recognized that universities are a major source of marketable discoveries, many of which become the basis for establishing early stage companies that play an important role in the national economy. The University launched the Innovation Institute in 2013 to encourage a culture of innovation and entrepreneurship across the University. Since that time, the University has seen a dramatic increase in the number of



new companies that have been established based on University technology. Over the last five years, the University has spun off approximately 80 new companies compared with just 32 in the previous five years. The University has also seen an increase in licensing technologies developed in its labs to partners that can take these innovations to market.

The University also provides opportunities for students to develop and commercialize their ideas and technology. One such company is, Trek, which won the Randall Family Big Idea Competition this past spring – the first all-female team to win this annual innovation competition. Led by Emily Siegel, a senior majoring in chemical engineering and biological sciences, Trek is developing a chewing gum that removes plaque both mechanically and chemically. Trek is among the first cohort of “The Forge,” a new business incubator program designed to provide student innovation teams with up to two years of support to assist in solidifying business plans and building product prototypes. Students will also be provided with access to entrepreneurs in residence, along with valuable connections to regional innovation, entrepreneurship, and investment communities.

- ❖ *Strengthening Communities.* The University’s economic impact on the Commonwealth can be difficult to quantify. The University drives innovation and attracts talented individuals who build careers and make extraordinary contributions. The University also serves as an anchor institution in its home communities. In terms of numbers, the University supports close to 38,000 jobs in Pennsylvania, and its alumni contribute billions into the state’s economy over the course of their lives. In addition, members of the University community contribute more than \$73 million in charitable donations and community volunteerism on an annual basis. Measured this way, the University’s impact has almost tripled from 1995 to 2018 and now totals an estimated \$4.2 billion. The state and local government tax revenues attributable to the University’s presence amounted to approximately \$183.6 million in 2018. This is clear evidence that the University is making an extraordinary impact on the Commonwealth.

Community Engagement Centers. The University has long been recognized as an institution that responds to and strengthens the communities it calls home. Community engagement is an essential part of the University’s identity. In 2016, the University announced its intention to expand that engagement by establishing Community Engagement Centers that would serve as shared focal points of collaboration to support Pitt faculty and staff in their research and programs, while also supporting the community. The first of these Centers was opened in October 2018 in the City’s Homewood neighborhood to support residents of Homewood, East Hills, Larimer, Lincoln-Lemington, and Wilksburg, among others. The Center has extensive programs devoted to health and wellness, career skill and job training, educational opportunities, arts and culture, plus programs to support business owners, entrepreneurs, and nonprofit organizations. The Center is led by University alumnus Daren Ellerbee. The University is continuing to evaluate other neighborhoods to serve as potential Center sites.

Community Response. This strength in the University community was revealed in its outreach and response following the horrific shooting at the Tree of Life Synagogue in Squirrel Hill on October 27, 2018. While not directed at the University, the actions of a lone gunman touched the University community through ties to congregants, friends and family, and first responders. The response to this tragedy showcased a fundamental characteristic of the University and the City of Pittsburgh and demonstrated through words and actions that, together, our community is stronger than hate.

- ❖ *Embracing the World.* The University strives to be a university that is globally engaged. Chancellor Gallagher stated that the rising concerns around the world related to trade, immigration, freedom, and information, have made global engagement more difficult. In addition, visiting students and faculty faced barriers to studying and working at the University, and faculty members faced new scrutiny in their international research efforts related to concerns associated with intellectual property and conflict of interest. Chancellor Gallagher advised the Trustees that nationally, enrollment by international students is slowing and researchers from U.S. universities engaged in international work face new requirements on disclosure and oversight, which has impacted grant funding.

In response, the University has taken a number of steps, including:

- Introducing new guidelines for researchers on managing disclosures.
- Expanding support to visa holders.
- Working to comply with new federal requirements.
- Increasing review of international collaborations.
- Advocating for the role of higher education and the University with elected officials.

Year of Pitt Global. Chancellor Gallagher stated that the past year was also designated as the “Year of Pitt Global,” a celebration of the University’s global engagement, global roots, international ties, and the many ways in which the University community is enriched through global engagement. Over the past year, the University held approximately 100 events, programs, and projects to showcase its global connections and transformed the entrance to Posvar Hall, the home of the Graduate School of Public and International Affairs, into a Global Hub to serve as a front door for its international programs.

Chancellor Gallagher noted that, although the University and the nation are in a period of transition, great institutions are defined by their ability to thrive in the midst of challenging times. In that regard, the University will continue to be globally engaged and to prepare its students to work and live in an increasingly connected world.

**Closing Remarks of the Board Chairperson.** Chairperson Blum thanked the many constituencies who planned the meetings in Johnstown and reminded the Trustees of the following calendar items:

- Homecoming celebrations and events will begin on October 23 and conclude on October 29, 2019.
- The Winter Meeting of the Board will be held on Friday, February 28, 2020, at the Pittsburgh campus.

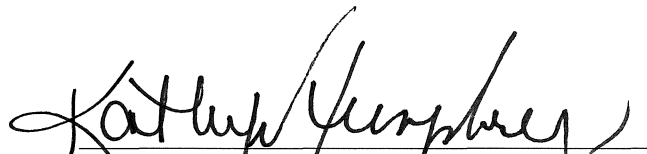
**New Business.** Chairperson Blum announced that this would be the last Board meeting attended by Cynthia C. Moore, Deputy Secretary of the Board, who would be joining the University of Tennessee to serve as Secretary and Special Counsel of the Board of Trustees. Chairperson Blum commended Ms. Moore for her service as Deputy Secretary and introduced the Resolution of Appreciation, which was read by members of the Board in the following order: Mary Ellen Callahan, Louis R. Cestello, James P. Covert, and Thomas E. Richards.

*Upon motion duly made and seconded, the Board of Trustees approved the Resolution of Appreciation for Cynthia C. Moore. A copy of the Resolution is included as page 24 of these minutes.*

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

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

- PowerPoint presentation used during the meeting.



Kathy W. Humphrey  
Secretary of the Board of Trustees and  
Senior Vice Chancellor for Community  
Engagement

**BACKGROUND STATEMENT  
FOR  
RESOLUTION RE-ELECTING A CANDIDATE  
TO SERVE AS A MEMBER OF THE BOARD OF TRUSTEES  
OF THE UNIVERSITY OF PITTSBURGH**

The Governance and Nominating Committee is charged with the responsibility of identifying and recommending candidates for election as Trustees of the University of Pittsburgh. On September 12, 2019, the Committee met in public session to endorse the recommendation of Herbert S. Shear for re-election as a Trustee of the University of Pittsburgh as set forth in the attached resolution.

***Herbert S. Shear***

Herbert S. Shear has served as a Commonwealth Trustee of the University since November 15, 2011. During his tenure on the Board, he has served on multiple Board Committees, including the Ad Hoc Committee on Research, Partnership and Innovation, the Budget Committee (which he has chaired since 2012), the Compensation Committee, the Executive Committee, the Governance and Nominating Committee, the Institutional Advancement Committee, and the Property and Facilities Committee. In addition, he has served as a member of the Boards of Visitors of the Joseph M. Katz Graduate School of Business and College of Business Administration and the School of Pharmacy, which he has chaired since 2011.

In 2012, Mr. Shear and his wife, Barbara, were inducted into the University's Cathedral of Learning Society, which pays special tribute to those outstanding individuals who have given \$1 million or more over their lifetime to the University. Induction into the Society is among the highest honors the University bestows. In addition, in 2012, the University honored Mr. Shear with the 225<sup>th</sup> Anniversary Medallion.

**RESOLUTION RE-ELECTING A CANDIDATE  
TO SERVE AS A MEMBER OF THE BOARD OF TRUSTEES  
OF THE UNIVERSITY OF PITTSBURGH**

WHEREAS, the Governance and Nominating Committee at its public meeting on September 12, 2019, nominated Herbert S. Shear, currently serving as a member of the Board of Trustees of the University of Pittsburgh, for re-election as a Trustee for the 2017-2021 Class in the Special Trustee category; now therefore be it

RESOLVED, that Herbert S. Shear shall be, and hereby is, re-elected as a Trustee of the University of Pittsburgh for the term and in the category specified above.

**BACKGROUND STATEMENT FOR  
RESOLUTION AMENDING 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 University Bylaws. The University Administration has requested that the following sections of the Bylaws be amended for the reasons set forth below:

➤ CHAPTER I. TRUSTEES AND OFFICERS:

- ARTICLE I, Section 1.3 - Term of Office: This amendment provides the Governance and Nominating Committee with the option of nominating the immediate past Chairperson of the Board for re-election to the Board for an additional one-year term in order to support a smooth transition, continuity and/or other key objectives.
- ARTICLE IV, Section 4.1 – Authority to Sign Contracts: This amendment streamlines the current language so that the Chairperson of the Board and the Chancellor and Chief Executive Officer are authorized to execute legal documents on behalf of the University while providing flexibility for certain delegations of signature authority as appropriate.

➤ CHAPTER II. THE FACULTY:

- ARTICLE IV. Section 4.6 – Terms of Appointment and Tenure: Currently, the Bylaws provide for a 7-year period of evaluation prior to a tenure decision for all faculty members, except for physician faculty members with clinical responsibilities in the School of Medicine who are subject to a 10-year evaluation period. The proposed amendment to the Bylaws applies the 10-year evaluation period to all faculty members in the School of Medicine, which will, among other things, create a more uniform approach.

Members of the University Administration have discussed these proposed amendments with the Governance and Nominating Committee and the Academic Affairs/Libraries Committee of the Board of Trustees. In addition, a draft of the proposed revisions to the Bylaws has been circulated to all of the members of the Board of Trustees.

At its public meeting of September 12, 2019, the Governance and Nominating Committee reviewed the proposed revisions to the Bylaws 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 AMENDING 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 evaluated the University Bylaws and has recommended certain revisions to Chapter I and Chapter II of the Bylaws. Specifically, the proposed amendments to the Bylaws include, among other things, the following: (i) an exception to the term limit for the immediate past Chairperson of the Board of Trustees; (ii) streamlining the authority to sign contracts and the delegation thereof; and (iii) a 10-year evaluation period for tenure for all faculty members in the School of Medicine; and

WHEREAS, at its public meeting of September 12, 2019, 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 amends and restates the relevant provisions of Chapters I and II of the Bylaws of the University of Pittsburgh to read 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 to 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  
University of Pittsburgh Bylaws**

**CHAPTER I TRUSTEES AND OFFICERS  
ARTICLE I MEMBERSHIP OF THE BOARD OF TRUSTEES  
SECTION 1.3 TERM OF OFFICE**

The Chancellor and Chief Executive Officer shall serve on the Board so long as in office. Term and Alumni Trustees shall be elected for terms of four years and shall not be eligible for re-election to the same class of Trustees after serving two consecutive full terms, but they shall be eligible for re-election to the same class after the lapse of one year. The incumbent Chairperson of the University Board of Trustees shall not be subject to the foregoing term-limit provision. **Further, notwithstanding the foregoing term-limit provision, the immediate past Chairperson shall be eligible for re-election to the Board for a one-year term, subject to the recommendation of the Governance and Nominating Committee.** All voting Trustees shall hold office until the expiration of their term and until their successors have been elected, or until their earlier death, resignation, or removal.

**CHAPTER I TRUSTEES AND OFFICERS  
ARTICLE IV EXECUTION OF INSTRUMENTS  
SECTION 4.1 AUTHORITY TO SIGN CONTRACTS**

~~The Board may authorize any person to sign contracts and other instruments on behalf of the University and any such person, if authorized to do so by the Board, may delegate all or part of such authority to any other person or persons by instrument in writing. Nonetheless, any instrument executed on behalf of the University by its Chairperson, Chancellor and Chief Executive Officer, Provost, any Senior Vice Chancellor, Chief Financial Officer, Chief Investment Officer, Chief Legal Officer, Treasurer, or any Assistant Treasurer, and attested by its Secretary or Deputy Secretary shall be binding upon the Corporation.~~

The Chairperson and Chancellor and Chief Executive Officer are authorized to execute legal documents on behalf of the University and may delegate all or part of such authority by instrument in writing.

**CHAPTER II THE FACULTY  
ARTICLE IV FULL-TIME TENURED OR TENURE-STREAM FACULTY  
SECTION 4.6 TERMS OF APPOINTMENT AND TENURE**

- a. With the exception of ~~physician~~ faculty members in the School of Medicine ~~with clinical responsibilities~~, 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 ~~physician~~ faculty members in the School of Medicine ~~with clinical responsibilities~~, 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.

- e. Except for ~~physician~~ faculty members in the School of Medicine ~~with clinical responsibilities~~, 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.
  
- 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 ~~physician~~ faculty members in the School of Medicine ~~with clinical responsibilities~~, the appointment shall be for a minimum of two years and not longer than four years. For ~~physician~~ faculty members in the School of Medicine ~~with clinical responsibilities~~, 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.

**BACKGROUND STATEMENT TO THE  
RESOLUTION APPROVING  
A REVISED MISSION STATEMENT  
FOR THE ATHLETICS COMMITTEE**

The Board of Trustees has delegated to the Athletics Committee certain governance and oversight responsibilities pertaining to the University's intercollegiate athletics program.

The Mission Statement for the Athletics Committee was last updated and approved by the Board of Trustees on February 22, 2013. The University's Administration recommended a revised Mission Statement for the Athletics Committee to, among other things: (i) clarify the Committee's governance and oversight responsibilities; (ii) improve consistency with the style and content of the Mission Statements approved for the other standing committees of the Board of Trustees; and (iii) ensure that the work of the Committee aligns with the University's current priorities.

At a duly advertised public meeting held on June 27, 2019, the Athletics Committee approved a resolution that: (i) endorsed the revised Mission Statement; and (ii) recommended that the Governance and Nominating Committee review the revised Mission Statement.

At its public meeting of September 12, 2019, the Governance and Nominating Committee endorsed the revised Mission Statement of the Athletics Committee and recommended that the Board of Trustees approve the revised Mission Statement for the Athletics Committee, which is attached as Exhibit A to the proposed resolution.

A resolution to approve the revised Mission Statement for the Athletics Committee is attached.

**RESOLUTION APPROVING  
A REVISED MISSION STATEMENT  
FOR THE ATHLETICS COMMITTEE**

WHEREAS, in accordance with the Bylaws of the University, the Board of Trustees has established the Athletics Committee of the Board as a standing committee; and

WHEREAS, the Mission Statement of the Athletics Committee was last updated and approved by the Board of Trustees on February 22, 2013; and

WHEREAS, the University Administration has recommended certain revisions to the Mission Statement of the Athletics Committee to, among other things: (i) clarify the Committee's oversight responsibilities; (ii) improve consistency with the style and content of the Mission Statements approved for the other standing committees of the Board of Trustees; and (iii) ensure that the work of the Committee aligns with the University's current priorities; and

WHEREAS, at its public meeting held on June 27, 2019, the Athletics Committee endorsed a revised Mission Statement of the Committee, attached hereto as Exhibit A and incorporated herein by reference; and

WHEREAS, at its public meeting held on September 12, 2019, the Governance and Nominating Committee reviewed and endorsed the revised Mission Statement of the Athletics Committee and recommended that the Board of Trustees approve said Mission Statement; now therefore be it

RESOLVED, that the Board of Trustees hereby approves the revised Mission Statement of the Athletics Committee of the Board of Trustees.

**ATHLETICS COMMITTEE  
OF THE BOARD OF TRUSTEES  
OF THE UNIVERSITY OF PITTSBURGH**

**MISSION STATEMENT**

As a committee of the Board of Trustees of the University of Pittsburgh, the Athletics Committee has governance responsibilities for and general oversight of the University's intercollegiate athletics program (Program). The Athletics Committee, in exercising its governance and oversight responsibilities, shall review and provide guidance on matters of strategic importance pertaining to the Program, including, but not limited to:

- Operation of the Program consistent with the University's academic mission;
- Health, safety, and overall welfare of student-athletes, both on and off the field;
- Success of student-athletes, including life after college;
- Program quality and competitiveness for all campuses – with the Pittsburgh campus successfully competing at the highest level of National Collegiate Athletic Association (NCAA) Division I-A and especially among the Power 5 Conferences;
- Equity of opportunities for participation of student-athletes and employment for coaches, trainers, and staff;
- Planning, including assessments relating to: (i) the addition, modification, or discontinuation of individual sports programs, and (ii) the construction and renovation of athletic facilities;
- Athletic conference participation;
- Compliance with NCAA (or other applicable organization) and Conference rules and regulations, University policies, and applicable federal and state laws; and
- Budgetary requirements and performance of the Program.

The Committee provides advice pertaining to policies, plans, programs, and initiatives for advancing the Program. The Board has delegated responsibility for the administration of the Program to the Chancellor.

The Committee will report regularly to the Board on the activities and operations of the Program, and the Committee shall make recommendations on matters such as funding or facilities that may require consideration and approval by other committee(s) of the Board or by the Board.

**BACKGROUND STATEMENT TO THE  
RESOLUTION RECOMMENDING APPROVAL  
OF A REVISED MISSION STATEMENT  
FOR THE INSTITUTIONAL ADVANCEMENT COMMITTEE**

The Board of Trustees has delegated to the Institutional Advancement Committee certain governance and oversight responsibilities pertaining to the University's advancement objectives.

The Mission Statement for the Institutional Advancement Committee was last updated and approved by the Board of Trustees on February 22, 2013. The University's Administration has recommended a revised Mission Statement for the Institutional Advancement Committee to, among other things: (i) clarify the Committee's governance and oversight responsibilities; (ii) improve consistency with the style and content of the Mission Statements approved for the other standing committees of the Board of Trustees; and (iii) ensure that the work of the Committee aligns with the University's current priorities.

At a duly advertised public meeting held on June 27, 2019, the Institutional Advancement Committee approved a resolution that: (i) endorsed the revised Mission Statement; and (ii) recommended that the Governance and Nominating Committee review the revised Mission Statement.

At its public meeting of September 12, 2019, the Governance and Nominating Committee endorsed the revised Mission Statement of the Institutional Advancement Committee and recommended that the Board of Trustees approve the revised Mission Statement for the Institutional Advancement Committee, which is attached as Exhibit A to the proposed resolution.

A resolution to approve the revised Mission Statement for the Institutional Advancement Committee is attached.

**RESOLUTION RECOMMENDING APPROVAL  
OF A REVISED MISSION STATEMENT  
FOR THE INSTITUTIONAL ADVANCEMENT COMMITTEE**

WHEREAS, in accordance with the Bylaws of the University, the Board of Trustees has established the Institutional Advancement Committee of the Board as a standing committee; and

WHEREAS, the Mission Statement of the Institutional Advancement Committee was last updated and approved by the Board of Trustees on February 22, 2013; and

WHEREAS, the University Administration has recommended certain revisions to the Mission Statement of the Institutional Advancement Committee to, among other things: (i) clarify the Committee's oversight responsibilities; (ii) improve consistency with the style and content of the Mission Statements approved for the other standing committees of the Board of Trustees; and (iii) ensure that the work of the Committee aligns with the University's current priorities; and

WHEREAS, at its public meeting held on June 27, 2019, the Institutional Advancement Committee endorsed a revised Mission Statement for the Committee, attached hereto as Exhibit A and incorporated herein by reference;

WHEREAS, at its public meeting held on September 12, 2019, the Governance and Nominating Committee reviewed and endorsed the revised Mission Statement of the Institutional Advancement Committee and recommended that the Board of Trustees approve said Mission Statement; now therefore be it

RESOLVED, that the Board of Trustees hereby approves the revised Mission Statement of the Institutional Advancement Committee of the Board of Trustees.

**INSTITUTIONAL ADVANCEMENT COMMITTEE  
OF THE BOARD OF TRUSTEES  
OF THE UNIVERSITY OF PITTSBURGH**

**MISSION STATEMENT**

As a committee of the Board of Trustees of the University of Pittsburgh, the Institutional Advancement Committee (IAC) provides oversight of the University's alumni relations as well as the philanthropic engagement of key constituencies including alumni, parents, friends, and institutional charitable funders across the University. Committee members shall provide guidance and oversight of strategies and initiatives related to alumni engagement; donor participation across key constituencies; fundraising capacity; and the overall culture of philanthropy throughout the University. The IAC ensures that this activity aligns with University priorities.

**RESOLUTION OF APPRECIATION**  
**Cynthia C. Moore**

- WHEREAS, Cynthia C. Moore joined the University of Pittsburgh in 2001 to serve as Associate General Counsel, where her areas of responsibility included: (i) corporate governance; (ii) finance; (iii) taxes; (iv) investment; (v) institutional advancement; (vi) facilities management (including major contracts, off-campus real estate transactions, leases, and gifts of real property), and (vii) international legal matters; and
- WHEREAS, Ms. Moore played a pivotal role in a number of legal matters central to the advancement of the University, including: (i) the establishment of the John P. Murtha Center for Public Service at the University of Pittsburgh at Johnstown and the Marilyn Horne Museum and Exhibit Center at the University of Pittsburgh at Bradford; (ii) and the donation of the fossil-rich Allen L. Cook Spring Creek Preserve in Wyoming, which now serves as a 6000-acre research lab for the University; and
- WHEREAS, on October 23, 2015, the Board of Trustees elected Ms. Moore to serve as Deputy Secretary of the University and of the Board of Trustees, charging her with responsibility for the day-to-day operations of the Office of the Secretary, in addition to her continuing responsibilities as Senior Associate Legal Counsel; and
- WHEREAS, as Deputy Secretary of the Board, Ms. Moore has presided over a dramatic transformation of the office, including: drafting numerous background statements and resolutions for approval by the Board and its Committees; and initiating new technology, which has resulted in costs savings, contributed to the University's sustainability efforts, and enhanced the Trustee experience; and
- WHEREAS, Deputy Secretary Moore has been instrumental in ensuring that the University and the Board follows best practices in good governance, including restructuring of the Board's Standing Committees; updating the Board's Conflict of Interest Policies; drafting the Trustees Statement of Commitment and Responsibility; and overseeing three major amendments to the Bylaws of the University; and
- WHEREAS, Deputy Secretary Moore has earned the admiration, affection, and respect of the members of the University community and the Board of Trustees 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 and profound gratitude to Cynthia C. Moore for her outstanding leadership and exceptional contributions to the extraordinary progress of the University of Pittsburgh; 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 Ms. Moore as a symbol of gratitude and the high regard in which she is held by her many friends and colleagues at the University of Pittsburgh.