



University of Pittsburgh

Public Meeting of the Governance and Nominating Committee - September 12, 2019

Agenda

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1. Welcome and Approval of the Minutes Cestello
 - A. Public Meeting of June 10, 2019

 2. Background Statement and Resolution Recommending a Candidate to Serve as a Member of the Board of Trustees Cestello
 - A. Herbert S. Shear

 3. Background Statement and Resolution Recommending Amendments to the Bylaws of the University of Pittsburgh Cestello
 - A. Background Statement and Resolutiuon

 4. Background Statements and Resolutions Recommending Approval of Revised Mission Statements Cestello
 - A. Athletics Committee
 - B. Institutional Advancement Committee

 5. New Business/Adjournment Cestello

**MINUTES OF THE PUBLIC MEETING OF THE
GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

September 12, 2019

A public meeting of the Governance and Nominating Committee was held on Thursday, September 12, 2019, at 1:10 p.m., in 2700 Posvar Hall. Committee members attending were Louis R. Cestello (Committee Chairperson), Eva Tansky Blum (Chairperson of the Board of Trustees), Douglas M. Browning, James P. Covert, Patrick Gallagher (Chancellor and Chief Executive Officer), Roberta A. Luxbacher, Thomas E. Richards, and Peter Varischetti. University Officers attending included Kathy W. Humphrey, Cynthia C. Moore and Geovette E. Washington. Staff attending included Kimberly L. Honath and Amy E. Service.

Welcome and Approval of Minutes. Committee Chairperson Louis R. Cestello convened the public meeting of the Governance and Nominating Committee. He announced that the Governance and Nominating Committee meeting had been duly advertised as a public meeting in accordance with the Sunshine Act and was, therefore, open to the public as observers. A quorum of Governance and Nominating Committee members was present for the transaction of business.

Approval of Minutes. On motion duly made and seconded, the minutes of the June 10, 2019 Public Meeting of the Governance and Nominating Committee were approved.

Committee Chairperson Cestello reviewed the agenda for the meeting, which included: (i) the nomination of a current Trustee for re-election; (ii) amendments to the University Bylaws; and (iii) proposed revisions to the Mission Statements of two Standing Committees of the Board. Mr. Cestello advised those in attendance that, as permitted under the Sunshine Act, the Committee met in executive session in August to review and discuss the actions before the Committee today, but no action was taken.

Background Statement and Resolution Recommending a Candidate to Serve as a Member of the Board of Trustees. Committee Chairperson Cestello referred the Committee members to the Background Statement and Resolution recommending that Herbert S. Shear be nominated for re-election to the Board as a Special Trustee in the 2017-2021 category. The Background Statement and Resolution are included as pages 3 through 4 of these minutes.

Upon motion duly made and seconded, the Governance and Nominating Committee approved the Resolution Recommending a Candidate to Serve as a Member of the Board of Trustees of the University of Pittsburgh.

Background Statement and Resolution Recommending Amendments to the Bylaws of the University of Pittsburgh. Committee Chairperson Cestello directed the Committee's attention to the Background Statement and Resolution Recommending Amendments to the Bylaws of the University of Pittsburgh, included as pages 5 through 8 of these minutes. Mr. Cestello advised the Committee that the Bylaws were last amended by the Board in June 2018 and reviewed the recommendations for amendments to the Bylaws:

- Chapter I, Article I., Term of Office for Trustees. This amendment would provide 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.
- Chapter I, Article IV., Authority to Sign Contracts. This amendment would streamline the current language pertaining to signatory authority and the delegation process thereof to provide appropriate oversight and controls for the execution of University contracts and other formal documents.
- Chapter II, Article IV., Faculty Tenure. The final proposed amendment would extend the tenure evaluation period for all faculty members in the School of Medicine to ten years, which will provide a more uniform approach.

Board Chairperson Eva Tansky Blum announced that she would abstain from voting on this item as this resolution relates to the office of the Chairperson of the Board.

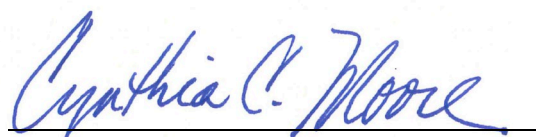
Upon motion duly made and seconded, the Governance and Nominating Committee approved the Resolution Recommending Amendments to the Bylaws of the University of Pittsburgh.

Background Statements and Resolutions Recommending Approval of Revised Mission Statements for the Athletics Committee and the Institutional Advancement Committee.

Committee Chairperson Cestello directed the Committee's attention to the Background Statements and Resolutions Recommending Approval of Revised Mission Statements for the Athletics Committee and the Institutional Advancement Committee, included as pages 9 through 14 of these minutes. Mr. Cestello advised the Committee members that the proposed Mission Statements for the Athletics Committee and the Institutional Advancement Committee were approved by those Committees at public meetings held on June 27, 2019. He explained that in each case, the changes to the Mission Statements are being recommended to, 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.

Upon motion duly made and seconded, the Governance and Nominating Committee approved the Resolutions Recommending Approval of Revised Mission Statements for the Athletics Committee and the Institutional Advancement Committee.

New Business/Adjournment. Committee Chairperson Cestello announced that the items approved at today's meeting will be presented to the Board of Trustees for consideration and action at the Fall Meeting on September 27, 2019. There being no further business or discussion to come before the Committee, Mr. Cestello adjourned the meeting.


 Cynthia C. Moore, Deputy Secretary and
 Senior Associate Legal Counsel

**BACKGROUND STATEMENT
FOR
RESOLUTION RECOMMENDING 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. The attached resolution contains the Governance and Nominating Committee's nomination of Herbert S. Shear for re-election as a Trustee of the University of Pittsburgh.

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 225th Anniversary Medallion.

**RESOLUTION RECOMMENDING THE
RE-ELECTION OF A TRUSTEE
OF THE UNIVERSITY OF PITTSBURGH**

RESOLVED, that the Governance and Nominating Committee hereby nominates the following individual, currently serving as a member of the Board of Trustees of the University of Pittsburgh, for re-election as a Trustee for the term and in the category specified:

Herbert S. Shear
Chairman
Shear Family Office
2017 – 2021 Class
Special Trustee

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

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

The resolution before the Governance and Nominating Committee for its consideration recommends that the Board of Trustees adopt the amendments to the Bylaws as summarized herein and as more specifically set forth in Exhibit A to the proposed resolution.

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

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

WHEREAS, the Governance and Nominating Committee has been presented with recommended revisions to the University Bylaws, which include 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; now therefore be it

RESOLVED, that the Governance and Nominating Committee hereby endorses the proposed amendments to Chapters I and II of the Bylaws of the University of Pittsburgh, as set forth in Exhibit A attached hereto and incorporated herein by this reference; be it further

RESOLVED, that the Governance and Nominating Committee hereby recommends that the Board of Trustees adopt the proposed amendments to the University Bylaws as contemplated herein.

**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 RECOMMENDING APPROVAL
OF 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 has 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 and, if acceptable, recommend it for consideration by the Board of Trustees at its Fall Meeting on September 27, 2019.

The resolution before the Governance and Nominating Committee for its consideration recommends that the Board of Trustees approve the revised Mission Statement for the Athletics Committee, which is attached as Exhibit A to the proposed resolution.

**RESOLUTION RECOMMENDING APPROVAL
OF 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 approved a revised Mission Statement for the Committee, attached hereto as Exhibit A and incorporated herein by reference;

WHEREAS, the Athletics Committee recommended that the Governance and Nominating Committee review the revised Mission Statement and, if acceptable, recommend that the Board of Trustees approve said Mission Statement; now therefore be it

RESOLVED, that the Governance and Nominating Committee hereby endorses the revised Mission Statement of the Athletics Committee; and be it further

RESOLVED, that the Governance and Nominating Committee hereby recommends that the Board of Trustees approve the revised Mission Statement of the Athletic Committee.

**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 and, if acceptable, recommend it for consideration by the Board of Trustees at its Fall Meeting on September 27, 2019.

The resolution before the Governance and Nominating Committee for its consideration recommends 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.

**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 approved a revised Mission Statement for the Committee, attached hereto as Exhibit A and incorporated herein by reference;

WHEREAS, the Institutional Advancement Committee recommended that the Governance and Nominating Committee review the revised Mission Statement and, if acceptable, recommend that the Board of Trustees approve said Mission Statement; now therefore be it

RESOLVED, that the Governance and Nominating Committee hereby endorses the revised Mission Statement of the Institutional Advancement Committee; and be it further

RESOLVED, that the Governance and Nominating Committee hereby recommends that the Board of Trustees approve the revised Mission Statement of the Institutional Advancement Committee.

**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.