



Public Meeting of the Governance and Nominating Committee - June 5, 2020

Agenda

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| 1. Welcome | Cestello |
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| 2. Recommendations of Candidates to Serve as Members of the Board of Trustees of the University of Pittsburgh and for Other Offices | Cestello |
| A. Background Statement | |
| B. Resolution Recommending the Re-Election and Election of Members of the Board of Trustees of the University of Pittsburgh Board | |
| C. Profiles of Proposed New Trustees | |
| i. John P. Gismondi | |
| ii. Lisa A. Golden | |
| iii. Arthur J. Rooney II | |
| D. Resolution Recommending the Election of the Chairperson of the Board of Trustees of the University of Pittsburgh | |
| E. Resolution Recommending the Election of University Directors for the UPMC Board of Directors | |
| F. Resolution Recommending the Election of Emeritus Trustees of the University of Pittsburgh | |
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| 3. Resolution Adopting Amended Criteria for Election Emeritus Trustees | Cestello |
| A. Resolution | |
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| 4. New Business/Adjournment | Cestello |
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**BACKGROUND STATEMENT
FOR
RESOLUTIONS RECOMMENDING CANDIDATES
TO SERVE AS MEMBERS OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH
AND FOR OTHER OFFICES**

The Governance and Nominating Committee is charged with the responsibility of identifying and recommending candidates for election as: (i) Trustees of the University of Pittsburgh; (ii) Chairperson of the Board; and (iii) University Directors of the UPMC Board.

The attached resolutions present the Governance and Nominating Committee's recommendations for the above-referenced positions.

**RESOLUTION RECOMMENDING THE
RE-ELECTION AND ELECTION OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

RESOLVED, that the Governance and Nominating Committee hereby nominates the following individuals, currently serving as members of the Board of Trustees of the University of Pittsburgh, for re-election as Trustees for the terms and in the categories specified:

John A. Barbour

Executive Chairman
Buchanan Ingersoll & Rooney
2020 – 2024 Class
Term Trustee

Edward J. Grefenstette

President, Chief Executive Officer and Chief Investment Officer
The Dietrich Foundation
2020 – 2024 Class
Term Trustee

Patricia D. Horoho

Chief Executive Officer
OptumServe
2020 – 2024 Class
Term Trustee

S. Jeffrey Kondis

Manager Strategic Marketing
L. B. Foster Company
2020 – 2024 Class
Alumni Trustee

Marlee S. Myers

Partner
Morgan Lewis
2020 – 2024 Class
Special Trustee

John H. Pelusi Jr.

Executive Managing Director
Jones Lang LaSalle IP, Inc.
2020 – 2024 Class
Term Trustee

and be it further

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

Eva Tansky Blum

Retired Senior Vice President and Director of
Community Affairs - PNC Bank
Chairperson and President - The PNC Foundation
2018 – 2022 Class
Special Trustee

and be it further

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

Marna Cupp Whittington

Retired Chief Executive Officer
Allianz Global Investors Capital
2020 – 2024 Class
Term Trustee

and be it further

RESOLVED, that the Governance and Nominating Committee hereby nominates the following individuals for election as Trustees of the University of Pittsburgh for the terms and in the categories specified:

John P. Gismondi

Founder/Owner
Gismondi & Associates
2020 – 2024 Class
Special Trustee

Lisa A. Golden

Emergency Medicine Physician
UPMC Altoona
2020 – 2024 Class
Alumni Trustee

Arthur J. Rooney II

Of Counsel

Buchanan Ingersoll & Rooney

Board of Directors, President and General Counsel

Pittsburgh Steelers

2020 – 2024 Class

Special Trustee

JOHN P. GISMONDI

John P. Gismondi, a native of Uniontown, PA, graduated with Highest Honor from the University of Pittsburgh's College of Arts and Sciences in 1975 and from Pitt Law in 1978 where he was a member of the Law Review.

After a three-year term as a law clerk in federal district court, Mr. Gismondi entered private practice in 1981, and since that time he has limited his practice to personal injury litigation. His cases have been featured nationally on the *ABC Evening News*, *Good Morning America*, *20/20*, *The O'Reilly Factor*, *CNN*, and in *People* magazine.

The nation's most recognized reference source on lawyers gives Mr. Gismondi the highest possible rating for legal ability, diligence and honesty. In 2013, *The Legal Intelligencer*, the nation's oldest legal journal, honored him as the only Pittsburgh attorney to receive its Lifetime Achievement Award for his impact on the legal profession in Pennsylvania.

Mr. Gismondi has been chosen by his peers for several leadership positions including his election as President of the Allegheny County Bar Association in 1996 and President of the Academy of Trial Lawyers in 2013. He is also an invited member of the American College of Trial Lawyers, the nation's most prestigious group of courtroom attorneys.

Remaining active at the University since his graduation, Mr. Gismondi has taught Trial Advocacy at the School of Law since 1985. In 2003, the Law School established the "*John P. Gismondi Civil Litigation Certificate Program*," a unique curriculum designed to provide special training to law students with an interest in becoming courtroom attorneys. In 2008, the Law School named him as their Distinguished Alumnus, and in 2012 the University at large named him a "Legacy Laureate."

In recent years, Mr. Gismondi and his wife Lisa created the "*Gismondi Family Foundation*" which provides grants to a variety of non-profit organizations in the Pittsburgh region. The *Foundation* and the University recently launched *PittEnrich*, a tutoring and enrichment program for City grade schoolers.

Mr. Gismondi makes his home in Pittsburgh with his wife and their three children: Maria, Tory, and Justin.

Lisa A. Golden

Dr. Lisa A. Golden received a Bachelor of Science in neuroscience, magna cum laude and Phi Beta Kappa, from the University of Pittsburgh in 1993. Dr. Golden earned her Doctor of Medicine degree from the Medical College of Pennsylvania. She completed her emergency medicine residency at Allegheny General Hospital in Pittsburgh. Board certified by the American Board of Emergency Medicine, Dr. Golden is currently an emergency medicine physician working clinically at UPMC Altoona a 380-bed tertiary care facility in Blair County that is designated as an adult Level II Trauma Center and a Primary Stroke Center. In addition to her clinical duties, Dr Golden actively participates in student and resident education as well as serving as a co-chair for the Altoona Hospital Foundation's Winter Splendor fundraiser. Previously, Dr. Golden has provided emergency services in a variety of clinical settings in western Pennsylvania and North Carolina as well as serving as a physician advisor for Executive Health Resources and co-founder of WPA Emergency Medicine Staffing, LLC.

Dr. Golden is the immediate past president of the Pitt Alumni Association ("PAA") who led the organization through a period of restructuring using her background in team building and leadership to build a guiding coalition of board members to ensure success. She began her involvement with the PAA when she joined the Alumni Leadership Council in 2007. She became a director-at-large on the PAA Board in 2009 and has served as Chair of the Scholarship Committee, a member of the Executive Committee, a community representative of the Board of Trustees Institutional Advancement Committee, and a mentor to Pitt students and alumni. Dr. Golden is an avid Pitt sports fan and resides in Windber, Pennsylvania.

Arthur J. Rooney II

Arthur J. Rooney II succeeded his father as president of the Pittsburgh Steelers in May 2003, has been a member of its board of directors since 1989, and has served as general counsel since 1983. Mr. Rooney's grandfather, Arthur Rooney Sr., founded the Steelers in 1933, and today, it is the seventh-oldest franchise in the National Football League. Mr. Rooney is the principal owner of the Steelers group, along with 17 minority partners.

Mr. Rooney is also a named partner and of counsel at Buchanan Ingersoll & Rooney PC, where he concentrates his practice on the areas of corporate finance, sports law, and government affairs.

Mr. Rooney earned his undergraduate degree in political science from the University of Pittsburgh in 1978 and earned his juris doctorate degree from Duquesne University in 1982, graduating with highest honors in legal ethics and responsibility. While completing his law degree, Arthur studied international business transactions and the law of the European economic community at Exeter University, Exeter, England.

**RESOLUTION RECOMMENDING THE ELECTION OF
THE CHAIRPERSON OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

RESOLVED, that the Governance and Nominating Committee hereby nominates **Thomas E. Richards** for election as Chairperson of the Board of Trustees to serve a one-year term, ending June 2021, in accordance with the provisions of the Bylaws of the University.

**RESOLUTION RECOMMENDING THE
ELECTION OF
UNIVERSITY DIRECTORS OF
THE UPMC BOARD OF DIRECTORS**

RESOLVED, that the Governance and Nominating Committee hereby nominates the following members of the University of Pittsburgh Board of Trustees to serve as University Directors of the UPMC Board of Directors:

Eva Tansky Blum

Retired Senior Vice President and Director of
Community Affairs - PNC Bank
Chairperson and President - The PNC Foundation

Michael G. Wells

Managing Director/Co-Founder
Princeton BioPharma Capital Partners LLC

**BACKGROUND STATEMENT
FOR
RESOLUTION RECOMMENDING THE
ELECTION OF EMERITUS TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

The Governance and Nominating Committee is charged with the responsibility of presenting recommendations to the full Board of Trustees for the election of Emeritus Trustees of the University of Pittsburgh. The following former Trustees are being presented for nomination to serve as Emeritus Trustees as permitted under the University's Bylaws.

Robert P. Randall

Robert P. Randall served as a Trustee of the University from 2004 through 2018. During his tenure on the Board, Mr. Randall served on numerous Board Committees, including the Ad Hoc Committee on Research, Partnership, and Innovation, the Athletics Committee, the Institutional Advancement Committee, the Research and Innovation Committee, and the Student Affairs Committee. Mr. Randall was a member of the 2013-2014 Chancellor's Search Committee. He continues to serve as a Community Representative on the Research and Innovation Committee.

Mr. Randall is President of RAND Group, Inc., a land development company in Wexford, Pennsylvania. He is the retired chief executive officer of the family owned TRACO door and window manufacturer. Mr. Randall began his career with TRACO in 1965 and became its president and chief executive officer in 1983. TRACO replaced all of the windows in the Empire State Building and the Statue of Liberty in New York City. The company was sold to Alcoa in 2010.

Mr. Randall serves as a trustee of The Charity Randall Foundation. Among other civic organizations, he has served on the board of directors of the Young Presidents' Organization, the Vocational Rehabilitation Center of Allegheny County (now known as Life's Work), the Allegheny County Multiple Sclerosis Society, North Hills Passavant Hospital, Penn Power Company, LaRoche College, the Pittsburgh Regional Alliance, the United States Chamber of Commerce in Washington, DC, and the Allegheny Conference on Community Development.

Mr. Randall earned his bachelor's degree in Political Science from the University's Dietrich School of Arts and Sciences (1965).

Sam S. Zacharias

Sam S. Zacharias served as a Trustee of the University from 2002 through 2018. During his tenure on the Board, Mr. Zacharias served on several Board Committees, including the Executive Committee, the Health Sciences Committee, the Institutional Advancement Committee (which he chaired from 2003 until 2011), and the Nominating Committee (which he chaired from 2003 until 2015). Mr. Zacharias also served as a member of the University Trust Board. Mr. Zacharias continues to serve as a Community Representative on the Institutional Advancement.

Mr. Zacharias is Managing Partner of SSZ Financial. Prior to that, Mr. Zacharias was a co-founder and principal of Gateway Financial, a national independent insurance advisory firm founded in 1982. He is a member of the National Association of Insurance Financial Advisors, Estate Planning

Council of Pittsburgh, and a member and past president of the Society of Financial Service Professionals.

Mr. Zacharias has been an active fundraiser for the University of Pittsburgh Medical Center through the Andy Russell Celebrity Golf Classic. He serves as chairman of Economics Pennsylvania, co-chair of the Governor Richard Thornburgh Forum, past chair of the National Multiple Sclerosis Society and past board member of UPMC, as well as serving on several private boards.

Mr. Zacharias is Director Emeritus and past president of the Pitt Alumni Association, having served as president from 2000 until 2002. He also served as vice president of the Alumni Association.

Mr. Zacharias earned his bachelor's degree in Mathematics from the University's Dietrich School of Arts and Sciences (1964). He also holds a Chartered Life Underwriters degree and a Chartered Financial Consultant degree from The American College at Bryn Mawr.

The attached resolution contains the Governance and Nominating Committee's nomination of Robert P. Randall and Sam S. Zacharias to serve as an Emeritus Trustees of the University of Pittsburgh.

**RESOLUTION RECOMMENDING THE
ELECTION OF EMERITUS TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

WHEREAS, the Governance and Nominating Committee is charged with the responsibility of presenting recommendations to the full Board of Trustees of former Trustees for election as Emeritus Trustees of the University of Pittsburgh, and

WHEREAS, the Governance and Nominating Committee has determined that Robert P. Randall and Sam S. Zacharias have made exceptional contributions to the progress and welfare of the University and has served with distinction and devotion as Trustees of the University, now therefore be it

RESOLVED, that the Governance and Nominating Committee hereby nominates Robert P. Randall and Sam S. Zacharias for election as Emeritus Trustees of the University of Pittsburgh.

**RESOLUTION OF THE
GOVERNANCE AND NOMINATING COMMITTEE
ADOPTING AMENDED
CRITERIA FOR ELECTING EMERITUS TRUSTEES**

WHEREAS, the Board of Trustees has delegated authority and responsibility to the Governance and Nominating Committee to, among other things, establish Criteria for Electing Trustees, including Emeritus Trustees; and

WHEREAS, for a number of years, the Governance and Nominating Committee has been discussing the role of Emeritus Trustees, including assembling a small focus group of Emeritus and former Trustees to benefit from their wise advice and counsel; and the Committee is firm in its belief that Emeritus Trustees, through their experience and years of devoted service, make invaluable contributions to the work of the Board and to the University; and

WHEREAS, the Criteria for Electing Emeritus Trustees, which was first approved by the Nominating Committee of the Board of Trustees in 1992, and has been amended and updated over the years, with the last amendment taking place in June 2008; and

WHEREAS, after review, the Governance and Nominating Committee is recommending revisions to the Criteria for Electing Emeritus Trustees to provide that Emeritus Trustees, upon invitation of the Chairperson of the Board, may be appointed to serve on one Board Committee for two one-year terms; however, Emeritus Trustees shall not be required to serve upon Board Committees, if they do not desire to do so; now therefore be it

RESOLVED, that the Governance and Nominating Committee approves the revised Criteria for Electing Emeritus Trustees, attached hereto as Exhibit A and incorporated herein by this reference.

**GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF TRUSTEES**

CRITERIA FOR ELECTING EMERITUS TRUSTEES

Any former Trustee who meets the following criteria may be considered worthy of special honor as an Emeritus Trustee by the Nominating Committee:

- has made an exceptional contribution to the progress and welfare of the University; and
- has served with distinction and devotion as a Trustee for ten years or more.

Generally, Emeritus status will not be awarded before the honoree reaches age 65.

In special cases, the Nominating Committee may consider for Emeritus status any former Trustee who has not met the specified service and age requirements.

Emeritus Trustees are welcome to attend most meetings and special events of the Board and its committees, and may participate in all discussions, but will not be entitled to vote on the full Board.

Emeritus Trustees may, upon invitation of the Chairperson of the Board, be appointed to serve on one Board Committee for two one-year terms. However, in accordance with the Bylaws of the University, Emeritus Trustees may not serve on the Executive, Governance and Nominating, or Compensation Committees. Emeritus Trustees shall be considered to be voting members of the Committee upon which they serve.

Emeritus Trustees may serve as chairpersons of Boards of Visitors but not as Board of Trustees committee chairpersons.