



Public Meeting of the Governance and Nominating Committee - December 15, 2020

Agenda

-
- | | |
|--|----------|
| 1. Welcome and Approval of Minutes | Cestello |
| A. Minutes of the Public Meeting of September 10, 2020 | |
-
- | | |
|--|----------|
| 2. Background Statement and Resolution
Recommending the Election of Vice Chairpersons of
the Board of Trustees | Richards |
| A. Background Statement and Resolution | |
-
- | | |
|-----------------------------|----------|
| 3. 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 10, 2020

A public meeting of the Governance and Nominating Committee was held on Thursday, September 10, 2020, at 11:00 a.m. Due to governmental restrictions in place in response to the COVID-19 pandemic, the meeting was held remotely. Committee members attending were Louis R. Cestello (Committee Chairperson), Douglas M. Browning, Mary Ellen Callahan, James P. Covert, Patrick Gallagher (Chancellor and Chief Executive Officer), Roberta A. Luxbacher, Thomas E. Richards (Chairperson of the Board of Trustees), and Peter Varischetti. University Officers attending included Kathy W. Humphrey and Geovette E. Washington. Staff attending included Kimberly L. Honath and Amy E. Service.

Welcome. 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.

Mr. Cestello reviewed the agenda for the meeting, which included: (i) the nomination of former Trustees for election as Emeritus Trustees; and (ii) amendments to the University Bylaws. Mr. Cestello advised those in attendance that, as permitted under the Sunshine Act, the Committee held an information meeting in August to review and discuss the items before the Committee today, but no action was taken.

Committee Chairperson Cestello stated that the resolutions approved by the Committee today would be presented to the Board of Trustees for consideration and action at the Fall Meeting scheduled for Friday, September 25, 2020.

Background Statement and Resolution Recommending the Election of Emeritus Trustees of the University of Pittsburgh. Mr. Cestello referred the Committee members to the Background Statement and Resolution recommending that the Board of Trustees elect five former Trustees as Emeritus Trustees: (i) Michael A. Bryson; (ii) Robert G. Lovett; (iii) Martha Hartle Munsch; (iv) William E. Strickland Jr.; and (v) Stephen R. Tritch. The Background Statement and Resolution are included as pages 3 through 9 of these minutes.

Upon motion duly made and seconded, the Governance and Nominating Committee approved the Resolution Recommending the Election of Emeritus Trustees of the University of Pittsburgh.

Background Statement and Resolution Recommending Amendments to the Bylaws of the University of Pittsburgh. Mr. 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 10 through 13 of these minutes. Mr. Cestello advised the Committee that the Bylaws were last amended by the Board in September 2019 and reviewed the recommendations for amendments to Chapter II., Article VI, Sections 6.1, 6.2, and 6.4 of the Bylaws:

- Changing the reference to “non-tenure stream” with the more descriptive term “appointment stream faculty”;
- Including the prefix “teaching” in the list of titles to refer to those whose primary assignments or contributions are instruction, and who are not ordinarily expected to undertake research responsibilities; and
- Adding two additional ranks to better reflect faculty roles: (i) “Professor, associate professor, assistant professor, or instructor” and (ii) “Professor, associate professor, assistant professor, or instructor of the practice.”

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

New Business/Adjournment. There being no further business or discussion, Committee Chairperson Cestello adjourned the meeting.

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

**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: Michael A. Bryson, Robert G. Lovett, Martha Hartle Munsch, William E. Strickland Jr., and Stephen R. Tritch.

The attached resolution contains the Governance and Nominating Committee's nomination of the above-named individuals 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 Michael A. Bryson, Robert G. Lovett, Martha Hartle Munsch, William E. Strickland Jr., and Stephen R. Tritch have made exceptional contributions to the progress and welfare of the University and have served with distinction and devotion as Trustees of the University, now therefore be it

RESOLVED, that the Governance and Nominating Committee hereby nominates Michael A. Bryson, Robert G. Lovett, Martha Hartle Munsch, William E. Strickland Jr., and Stephen R. Tritch, whose biographies are attached hereto, for election as Emeritus Trustees of the University of Pittsburgh.

Michael A. Bryson

Michael A. Bryson served on the University of Pittsburgh Board of Trustees from 2002 through 2019. During his tenure on the Board, Mr. Bryson served on numerous Board Committees, including: the Budget Committee, which he chaired from 2006-2016; the Compensation Committee; the Conflict of Interest Committee (which has since been dissolved); the Executive Committee; the Governance and Nominating Committee; the Institutional Advancement Committee; and the Investment Committee. He also served as a member of the University Trust Board.

Mr. Bryson is a retired Executive Vice President of BNY Mellon. At Mellon Financial Corporation, he was Executive Vice President and Chief Financial Officer and chaired the Corporation's Finance and Pension Investment Committees. He joined Mellon in 1974.

Mr. Bryson served as an independent director and chair of the Audit Committee of EQT Midstream Services, LLC, the general partner of a public master limited partnership and its successor until June 2020. He has previously served as a trustee or director of the Pittsburgh Symphony Orchestra, WQED Multimedia, and the Manchester-Bidwell Corporation, including serving as a member of the Executive Committees and/or Chair of the Finance or Budget Committees for each organization.

Mr. Bryson is an Emeritus Director and past treasurer of the Pitt Alumni Association. As an undergraduate, he was named a Phi Beta Kappa inductee and the 1968 Omicron Delta Kappa Man of the Year. He is a recipient of both the University of Pittsburgh 225th Anniversary Medallion and the Trustees Medallion, and in 2008, he was named a University Legacy Laureate.

Mr. Bryson earned his bachelor's degree from the University's Dietrich School of Arts and Sciences and his MBA from Harvard University.

Robert G. Lovett

Robert G. Lovett served on the University of Pittsburgh Board of Trustees from 1994 through 2019. During his tenure on the Board, Mr. Lovett served on several Board Committees, including the Academic Affairs/Libraries; the Ad Hoc Committee on Governance; Ad Hoc Committee on Research, Partnership and Innovation; the Athletics Committee; the Budget Committee; the Executive Committee; the Health Science Committee, which he chaired from 2008 through 2017; the Institutional Advancement Committee; and the Nominating Committee (now known as the Governance and Nominating Committee). He is currently Chairman of the Board of Visitors of the Graduate School of Public Health and continues to serve as a Community Representative on the Athletics and Institutional Advancement Committees.

Mr. Lovett started his legal career in the PNC Bank Trust Department. In 1973 he joined Reed Smith Shaw & McClay (now Reed Smith LLP) where he became an active partner, served as head of the New Associates Committee, Head of the Trust and Estates firm wide practice group and was a member of the Executive Committee of the Firm. In 2003 Mr. Lovett was a founding partner of the Pittsburgh law firm of Lovett Bookman Harmon Marks LLP. His primary focus is in estate planning and estate and trust administration, including international estate planning, business planning in connection with family businesses and planning for tax- exempt family organizations. Mr. Lovett is a member of the Pennsylvania and Allegheny County Bar Associations, a Fellow of the American College of Trust and Estate Council, and is listed in the publication, "The Best Lawyers in America" and is also a Pennsylvania Super Lawyer.

Mr. Lovett is Director Emeritus and Past President of the Pitt Alumni Association. He is also a member Varsity Letter Club and is a Letterman of Distinction. He is a recipient of both the University of Pittsburgh 225th Anniversary Medallion and the Trustee Medallion. Mr. Lovett also received the William Baierl Distinguished Service Alumni Award.

Mr. Lovett is currently a member of the Board of Directors of UPMC and serves on its Audit and Finance Committees and Chairs its Ethics and Compliance Committee. In addition, he is a member of the Boards of Directors of UMPC Health Options, Inc., UPMC Health Benefits, Inc., UPMC Health Network, Inc. and UPMC captive insurance companies Tri-Century, Forbes, Cathedral and Panther as well as the Medical & Health Sciences Foundation of the University of Pittsburgh and UPMC.

Mr. Lovett earned his Bachelor of Arts Degree from the Dietrich School of Arts and Science and his Juris Doctorate from the Duquesne University School of Law.

Martha Hartle Munsch

Martha Hartle Munsch served as a Trustee of the University from 1991 through 2002 and from 2009-2019. During her tenure on the Board, Ms. Munsch served on several Board Committees, including: the Academic Affairs/Libraries Committee, which she chaired from 1991-2001; the Ad Hoc Committee to Review the Current Structure and Composition of the Board; Ad Hoc Long-Range Planning Committee; the Affirmative Action, Diversity and Inclusion Committee; the Athletics Committee; the Institutional Advancement Committee; the Risk and Compliance Committee; and the Student Affairs Committee. She also served as a member of the Ad Hoc Committee on Governance of the University Trust, the University Trust Board, and was Vice Chair of the 1995-1996 Chancellor Search Committee. Ms. Munsch continues to serve as a Community Representative on the Athletics Committee.

Following her graduation from the Yale Law School in 1973, Ms. Munsch joined Reed Smith, one of only three women attorneys in the firm in the early 1970's. After a two-year stay at Reed Smith, she joined the full-time faculty of the University of Pittsburgh School of Law in 1976, where she was the first (and only) female tenure track faculty member at the Law School at that time. After serving an Assistant Professor of Law at the University, Ms. Munsch returned to Reed Smith in 1978 as a member of the Labor and Employment Law Group. She became a partner of Reed Smith in 1983, the first woman elected to partnership in Reed Smith's Pittsburgh office a position she held until her retirement.

In her law practice, Ms. Munsch assumed responsibility for major client matters and accounts. She concentrated her practice on employment law, with a particular concentration on representation of higher education and other nonprofit clients as well as a diverse group of traditional business clients. Ms. Munsch was a litigator and trial lawyer, having litigated hundreds of cases at both the trial and appellate levels in federal and state courts and administrative agencies.

Throughout the years, Ms. Munsch was a featured speaker on a variety of topics (specifically, sexual harassment, the Americans With Disabilities Act, the Civil Rights Act of 1991, the Family and Medical Leave Act, workplace harassment, affirmative action, tenure, pregnancy-related issues, wrongful discharge, defamation, and comparable worth) at numerous programs sponsored by professional and business organizations, including the National Association of College and University Attorneys and the Pennsylvania Bar Institute.

She is a recipient of both the University of Pittsburgh 225th Anniversary Medallion and the Trustees Medallion. Ms. Munsch also received the Baierl Distinguished Service Alumni Award. In addition, Ms. Munsch is a Past President of the Pitt Alumni Association.

Ms. Munsch earned her bachelor's degree from the University's Dietrich School of Arts and Sciences and her JD from Yale University.

William E. Strickland Jr.

William E. Strickland Jr. served as a Trustee of the University from 1997 through 2019. During his tenure on the Board, Mr. Strickland served on several Board Committees, including: the Academic Affairs/Libraries Committee; the Affirmative Action, Diversity and Inclusion Committee, which he chaired from 2011-2015; the Executive Committee; the Nominating Committee (now known as the Governance and Nominating Committee); and the Student Affairs Committee. Mr. Strickland continues to serve as a Community Representative on the Affirmative Action, Diversity and Inclusion Committee.

Mr. Strickland is the Founder and Executive Chairman of the Manchester Bidwell Corporation and its subsidiaries, Manchester Craftsmen's Guild (MCG) and Bidwell Training Center (BTC), both founded in 1968, and National Center for Arts and Technology. Mr. Strickland has completed the development of a 40,000 sq. ft. production greenhouse, created for the development of and distribution of Phalaenopsis orchids and hydroponics vegetables, and a 62,000 sq. ft. facility as a mortgage-free asset for both MCG and BTC. The facilities include a 350-seat music/lecture hall, library, arts studios and labs, dining and meeting rooms, and state-of-the-art award-winning audio and video recording studios.

Throughout his distinguished career, Mr. Strickland has been honored with numerous prestigious awards for his contributions to the arts and the community. He accepted, on behalf of the Manchester Craftsmen's Guild, the "Coming Up Taller" Award presented in a White House ceremony by then-First Lady Hillary Rodham Clinton (1998) and in 1996, he received the MacArthur "Genius" Award for leadership and ingenuity in the arts. In January 2012, Mr. Strickland was selected to serve on the Task Force for Child Protection by then-Pennsylvania Governor Tom Corbett, and in November 2011, Mr. Strickland traveled to Tokyo, Japan to receive the GOI Peace Award which is awarded annually by the GOI Peace Foundation to honor an individual or organization in various fields that have contributed to the advancement of world peace and humanity. His honors from the University of Pittsburgh include the Distinguished Alumni Fellows Award, the African American Alumni Council Distinguished Alumnus Award and receipt of both the University of Pittsburgh 225th Anniversary Medallion and the Trustees Medallion. Mr. Strickland was also named a University Legacy Laureate and received an honorary doctorate in Fine Arts at the University's 2002 Commencement ceremony.

Mr. Strickland was chosen by President Obama to serve on the White House Council for Community Solutions in December 2010. He has also served as Chairman of the Expansion Arts Panel of the National Endowment for the Arts (NEA) in Washington, D.C. and served a six-year Presidential appointment as a Council Member to the NEA. In 2002, Mr. Strickland was sworn in as a member of the President's Committee on the Arts and the Humanities. He also serves as a consultant, grant evaluator and mentor in the field of arts and arts education, community development and vocational training. He was also a Council Member on the Pennsylvania Council of the Arts and the Pennsylvania State Board of Education, a trustee at the Carnegie, and a Consultant with the British/American Arts Association in London, England.

Mr. Strickland was born in Pittsburgh in 1947, and graduated from David B. Oliver High School in 1965. In 1969, he earned a bachelor's degree in American history and foreign relations from the University of Pittsburgh and graduated cum laude.

Stephen R. Tritch

Stephen R. Tritch served as a Trustee of the University from 2007 through 2019, including serving as Board Chair from 2009-2015. As Board Chair, Mr. Tritch was a member of all 14 Standing Committees of the Board, including serving as Chair of the Executive and Compensation Committees. In addition, during his tenure on the Board, Mr. Tritch served on the Ad Hoc Committee on Research, Partnership and Innovation and the University Trust Board. Mr. Tritch continues to serve as a Community Representative on the Research and Innovation Committee.

Mr. Tritch served as the Chief Executive Officer of Westinghouse Electric Company, a global provider of fuel, services, technology, plant design, and equipment for the commercial nuclear electric power industry, from June 2002 to June 2008. While serving in that role, he had oversight of that company's operations, financial reporting and risk analysis. During his 39 years with Westinghouse Electric Company, Mr. Tritch held a number of management positions, including Senior Vice President Fuel Business Unit, Senior Vice President Integration and Senior Vice President Services Business Unit. His business acumen and proven leadership skills developed through years of managing this international organization provide the board with an executive and leadership perspective on the management and operations of a large company with global operations.

An experienced board member, Mr. Tritch served as the Chairman of the Board of Westinghouse Electric Company from June 2006 until his retirement in June 2010. He also served as Chairman of the audit committee of Westinghouse Electric Company. In 2009, Mr. Tritch joined the Board of Directors of Koppers Holdings, Inc. Headquartered in Pittsburgh, Koppers is an integrated global producer of carbon compounds, chemicals, and treated wood products for the aluminum, railroad, specialty chemical, utility, rubber, steel, residential lumber, and agriculture industries. Mr. Tritch has served as Chairperson of the Board of Directors of Koppers Holdings, Inc., since 2018.

Mr. Tritch served as a director of The Shaw Group, Inc., a public company and a global provider of pumping systems, engineering procurement and construction services, from April 2009 to February 2013. Mr. Tritch has served as a director of Charah Solutions, Inc., a leading provider of mission critical environmental and maintenance services to the power generation industry, since June 2018, and currently serves as Chairman of its board. From 2009 through 2017, he served as a member of the Board of Directors PaR Systems, an intelligent solutions provider for driving quality, productivity, and safety in manufacturing and other demanding environments. His additional leadership roles include service as a member of the Board of Trustees of the John Heinz History Center.

Mr. Tritch has received a number of honors from the University including receipt of the 225th Anniversary Medallion, the Trustees Medallion, the H. J. Zoffer Medal for Meritorious Service, and the Chancellor's Medal. He was also named a University Legacy Laureate, a Distinguished Alumni of both the Swanson School of Engineering and its Department of Mechanical Engineering, and a University Distinguished Alumni Fellow.

A dual graduate of the University, Mr. Tritch earned his bachelor's degree from the Swanson School of Engineering and his MBA from the Joseph M. Katz Graduate School of Business.

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 Bylaws of the University of Pittsburgh. The University Administration has requested that the following sections of the Bylaws be amended for the reasons set forth below:

➤ CHAPTER II. THE FACULTY:

- ARTICLE VI. Sections 6.1, 6.2, and 6.4: Full- and Part-Time Non-Tenure-Stream Faculty: Currently, Chapter II, Article VI of the University Bylaws governs full- and part-time non-tenure-stream faculty, including defining titles and ranks for those faculty members as set forth in Section 6.2. The resolution before the Committee recommends that the Bylaws be revised to: (i) replace the term “non-tenure-stream faculty” with the new descriptive term, “appointment-stream faculty”; (ii) create the new prefix “teaching”; and (iii) add the new ranks of “professor, associate professor, assistant professor, or instructor” and “professor, associate professor, assistant professor, or instructor of the practice.”

The revisions were recommended by the Faculty Affairs Committee of the University Senate, which recommendation was considered and approved by the Faculty Assembly on November 5, 2019. Members of the University Administration discussed these proposed amendments with the Academic Affairs/Libraries Committee of the Board of Trustees; and at a duly advertised public meeting held on June 25, 2020, the Academic Affairs/Libraries Committee reviewed and endorsed the proposed revisions to Chapter II, Article VI, Sections 6.1, 6.2, and 6.4 of the Bylaws of the University of Pittsburgh.

The resolution for consideration before the Governance and Nominating Committee 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 Chapter II, Sections 6.1, 6.2, and 6.4 to the Bylaws of the University of Pittsburgh, which include the following: (i) replace the term “non-tenure-stream faculty” with the new descriptive term, “appointment-stream faculty”; (ii) create the new prefix “teaching”; and (iii) add the new ranks of “professor, associate professor, assistant professor, or instructor” and “professor, associate professor, assistant professor, or instructor of the practice”; now therefore be it

RESOLVED, that the Governance and Nominating Committee hereby endorses the proposed amendments to Chapter II, Sections 6.1, 6.2, and 6.4 of the University Bylaws, 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 II. THE FACULTY

**ARTICLE VI. FULL- AND PART-TIME ~~NON-TENURE~~ APPOINTMENT-STREAM
FACULTY**

- 6.1 NATURE OF ~~APPOINTMENTNON-TENURE-STREAM~~ APPOINTMENTS.** Among the various faculties there are persons who possess special skills contributing substantially to the mission of the University who are not hired to devote full-time effort to the University, or whose positions are funded for a finite period, or whose professional and academic preparations are not complete, or who are not expected to perform the same range of duties expected of a tenure-stream member of the faculty or to make the same contributions to the University community, and who are agreeable to an ~~non-tenure-stream~~ appointment without implication of tenure.
- 6.2 TITLES AND RANKS.** Under these or other exceptional circumstances, appointments outside the tenure stream and without tenure may be made at the ranks and with the title of professor, associate professor, assistant professor, and instructor. In exceptional cases, and with good reasons, a person may apply to leave the tenure stream to seek an appointment outside the tenure stream. Appointments with the following prefixes to the above ranks, and the following other ranks, are ~~outside the tenure~~ considered “appointment-stream”:

PREFIXES—

~~Visiting: One whose appointment is on a temporary basis; usually not more than one academic year.~~

Teaching: One whose primary assignment or contribution is instruction, and who is not ordinarily expected to undertake research responsibilities.

Research: One whose primary assignment or contribution is investigative, and who is not ordinarily expected to undertake regular teaching responsibilities.

Adjunct: One whose primary employment is outside an academic unit of the University, but who is fully qualified professionally and who performs on a part-time basis, duties which would otherwise be assigned to members of the full-time faculty.

Clinical: One whose major contribution is as a preceptor of students and trainees in clinical skills, whether within the University or in another setting.

Field: One whose primary assignment or contribution is in supervising student fieldwork, who is geographically removed from the University, and who does not undertake class responsibilities.

~~Visiting: One whose appointment is on a temporary basis; usually not more than one academic year.~~

RANKS—

Senior Lecturer: A title reserved for persons of considerable professional attainment, or eminence, or with recognized expertise in their fields of scholarship or in the creative arts.

Lecturer: The term should be used to designate the “occasional” teacher, whose responsibilities are limited and defined in the letter of appointment.

Professor, Associate Professor, Assistant Professor, or Instructor: One who has a terminal degree in a relevant discipline or, in the case of instructor, evidence of expected receipt of a terminal degree within a reasonable time. For appointment-stream faculty, these titles are typically combined with a prefix (e.g., Teaching Professor, Clinical Associate Professor, Research Assistant Professor).

Professor, Associate Professor, Assistant Professor, or Instructor of the Practice: One who may not have a terminal degree but who has considerable skill, expertise, and experience in a specific profession and whose major contribution is usually teaching and facilitating experiential opportunities for students in the profession.

Professor, Associate Professor, Assistant Professor, or Instructor of Clinical (SUBJECT, e.g., Medicine): One whose major contribution is usually limited to clinical practice and teaching.

6.4 TERMINATION OF APPOINTMENT. Full-time, ~~non-tenure~~appointment-stream members of the faculty who are terminated prior to the expiration of appointment may avail themselves of the appeals process described in Section 4.8 of this Chapter.

**BACKGROUND STATEMENT
FOR THE
RESOLUTION RECOMMENDING THE ELECTION OF
VICE CHAIRPERSONS OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

As set forth in Chapter I, Article III, Section 3.3 of the Bylaws of the University of Pittsburgh, the incumbent Chairperson of the Board of Trustees may, at their discretion, recommend one or more individuals currently serving as Trustees to be considered for election as Vice Chairpersons of the Board. The Governance and Nominating Committee is charged with the responsibility of evaluating the candidates for Vice Chairperson and presenting recommendations for their election to the full Board of Trustees.

Board Chairperson Thomas E. Richards has recommended that Trustees **Mary Ellen Callahan** and **Louis R. Cestello** be considered for election as Vice Chairpersons of the Board of Trustees.

The attached resolution contains the Governance and Nominating Committee's nomination of the above-named individuals to serve as Vice Chairpersons of the Board of Trustees of the University of Pittsburgh.

**RESOLUTION RECOMMENDING THE ELECTION OF
VICE CHAIRPERSONS OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

WHEREAS, Chapter I, Article III, Section 3.3, of the Bylaws of the University of Pittsburgh provides that the incumbent Chairperson of the Board of Trustees may, at their discretion, recommend one or more individuals currently serving as Trustees to be considered for election as Vice Chairpersons of the Board; and

WHEREAS, Board Chairperson Thomas E. Richards has recommended that Trustees Mary Ellen Callahan and Louis R. Cestello, whose biographies are attached hereto, be considered for election as Vice Chairpersons of the Board of Trustees; and

WHEREAS, the Governance and Nominating Committee is charged with the responsibility of evaluating and presenting to the full Board of Trustees candidates for election as Vice Chairpersons of the Board; and

WHEREAS, the Governance and Nominating Committee has reviewed and evaluated both candidates and determined that they are qualified to fulfill the duties of Vice Chairperson of the Board; now therefore be it

RESOLVED, that the Governance and Nominating Committee hereby nominates the following individuals, who are currently serving as Trustees, for election as Vice Chairpersons of the Board for one-year terms, in accordance with the provisions of the Bylaws of the University:

Mary Ellen Callahan

Assistant General Counsel, Privacy
The Walt Disney Company

Louis R. Cestello

Head of Regional Markets
Regional President, Pittsburgh and Southwestern Pennsylvania
PNC Bank

Mary Ellen Callahan

Mary Ellen Callahan is a nationally recognized privacy attorney with unique and broad experience advising clients at the interface of privacy protection with cybersecurity and national security. She currently serves as Assistant General Counsel, Privacy for The Walt Disney Company, a position she has held since 2017.

Prior to joining The Walt Disney Company, Ms. Callahan served as founder and Chair of the Privacy and Information Governance Practice at Jenner & Block from 2012 until 2107. She served as Chief Privacy Officer of the U.S. Department of Homeland Security from March 2009 until August 2012. During her tenure at the Department of Homeland Security, Ms. Callahan also served as the Department's Chief Freedom of Information Act Officer. She began her legal career with the law firm of Hogan & Hartson, L.L.P., and was named a partner of the firm in 2005.

Over the course of her career, Ms. Callahan has received a numerous prestigious honors and awards, including the Privacy Vanguard Award from the International Association of Privacy Professionals. She has been recognized by Chambers USA, with a "Band One" Nationwide ranking, Chambers' highest ranking, in Privacy and Data Security, and by Legal 500 as a "Leading Lawyer" in Technology: Data Protection and Privacy. Ms. Callahan received the select Federal 100 Award, which recognizes individuals in government and industry who have played pivotal roles in the federal government information systems community.

Ms. Callahan earned a full scholarship to attend the University of Pittsburgh as a Chancellor's Scholar, and was named as an Outstanding Student of both the University Honors College and the Dietrich School of Arts and Sciences. While a student at the University, she received the Harry S. Truman Scholarship for government and public service. After earning her Bachelor of Philosophy degree, magna cum laude, from the University of Pittsburgh, Ms. Callahan went on to earn her Juris Doctor degree from the University of Chicago Law School, where she was received the Ann Watson Barber Outstanding Service Award for Exceptional Contribution to the Quality of Life at the Law School.

Ms. Callahan was elected to serve on the University of Pittsburgh Board of Trustees in 2009. She has served on a number of Board Committees, including: the Academic Affairs/Libraries Committee, which she chaired from 2011 to 2017; the Affirmative Action, Diversity, and Inclusion Committee; the Executive Committee; the Governance and Nominating Committee; the Risk and Compliance Committee; and the Student Affairs Committee, which she has chaired since 2017. Ms. Callahan has also served on the Conflict of Interest Subcommittee, the Chancellor Search Committee, the Provost Search Committee, and the Board of Visitors for the University Honors College, which she has chaired since 2012.

Louis R. Cestello

Louis R. Cestello serves as Executive Vice President, head of Regional Markets and Regional President for Pittsburgh and Southwestern Pennsylvania for PNC Bank. He has led PNC's regional president organization since 2013, managing the regional presidents across 43 markets. He was named Regional President for Pittsburgh in January 2017. Previously, he served as head of PNC's Southeast region following the acquisition of RBC Bank (USA), and was also Regional President for the Greater Maryland region following the Mercantile Bankshares Corporation acquisition. Mr. Cestello joined PNC in 1990 as a management trainee and has worked in several areas including corporate banking, corporate finance and credit.

Mr. Cestello holds a bachelor's degree from Washington & Jefferson College and a master's degree in business administration from Duquesne University. He is a member of the Board of Directors for the PNC Foundation, Carnegie Museums of Pittsburgh, United Way of Southwestern Pennsylvania, Project Cares, Laurel Valley Golf Club and the Caves Valley Golf Club. He is the past President of The Duquesne Club Board of Directors.

Mr. Cestello was elected to serve on the University of Pittsburgh Board of Trustees in 2017. He has served on a number of Board Committees, including: the Audit Committee; the Budget Committee; the Executive Committee; the Investment Committee; and the Governance and Nominating Committee, which he has chaired since 2019.