

Public Meeting of the Governance and Nominating Committee - June 18, 2021

Agenda

1. Welcome and Approval of Minutes

Cestello

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

2. Resolutions for Candidates to Serve as Members of the Board of Trustees of the University of Pittsburgh and for Other Offices

Cestello

A. Resolution Electing and Re-Electing Members
of the Board of Trustees of the University of
Pittsburgh

B. Resolution Re-Electing the Officers of the
Board of Trustees of the University of Pittsburgh

C. Resolution Electing University Directors to the
UPMC Board of Directors

3. Amendment to the University Bylaws: Faculty Tenure and Tenure Stream

Browning

Background Statement and Resolution

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**

December 15, 2020

A public meeting of the Governance and Nominating Committee was held on Tuesday, December 15, 2020, at 3:15 p.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, Patrick Gallagher (Chancellor and Chief Executive Officer), Roberta A. Luxbacher, Thomas E. Richards (Chairperson of the Board of Trustees), and Peter Varischetti. University senior leaders and committee staff liaisons attending included Kathy W. Humphrey (Committee Liaison) and Rosalyn E. Jones. 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.

Committee Chairperson Cestello reviewed the agenda for the meeting, which included one item for consideration by the Committee, the election of two current trustees to serve as vice chairpersons of the Board. He advised those in attendance that, as permitted under the Sunshine Act, the Committee held an information meeting earlier to review and discuss the item before the Committee today, but no action was taken.

Committee Chairperson Cestello stated that the resolution approved by the Committee today would be presented to the full Board for consideration and action at the Winter Meeting scheduled for Friday, February 26, 2021.

Approval of Minutes. On motion duly made and seconded, the minutes of the September 10, 2020, Public Meeting of the Committee were approved.

Background Statement and Resolution Recommending the Election of Vice Chairpersons of the Board of Trustees of the University of Pittsburgh. Committee Chairperson Cestello invited Board Chairperson Thomas E. Richards to present the Resolution Recommending the Election of Vice Chairpersons of the Board of Trustees of the University of Pittsburgh. Board Chairperson Richards noted that, as set forth in the Bylaws of the University of Pittsburgh, the incumbent Chairperson of the Board of Trustees may recommend one or more individuals currently serving as trustees to be considered for election as vice chairpersons of the Board.

Board Chairperson Richards directed the Committee's attention to the Committee materials attached below: the background statement, candidate biographies, and resolution recommending the consideration of Trustees Mary Ellen Callahan and Louis R. Cestello to serve as Vice Chairpersons of the Board. He noted that Trustee Callahan and Trustee Cestello have both served on numerous Board committees, including service as committee chairs, and have demonstrated exceptional dedication to the Board and the University. Board Chairperson Richards then called for a vote on the measure and noted that Trustee Callahan and Trustee Cestello were both

abstaining from the vote given their candidacy and moving to the meeting waiting room.

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

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

The foregoing minutes were reviewed and approved
by the Governance and Nominating Committee on
_____, 2021.

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

**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.

**RESOLUTION ELECTING AND RE-ELECTING
OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

WHEREAS, the Governance and Nominating Committee is charged with the responsibility of identifying and recommending candidates for election as Trustees of the University of Pittsburgh;

NOW THEREFORE BE IT 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:

Sundaa Bridgett-Jones

Managing Director, Policy and Coalitions
The Rockefeller Foundation
2021 – 2025 Class
Term Trustee

Roberta A. Luxbacher

Retired Vice President, Wholesale and Specialties Global Business
Unit
ExxonMobil
2021 – 2025 Class
Term Trustee

Thomas E. Richards

Retired Executive Chairman and CEO
CDW
2021 – 2025 Class
Term Trustee

Adam C. Walker

Chief Executive Officer
Summit Packaging Solutions
2021 – 2025 Class
Term Trustee

Larry J. Merlo

Retired President and Chief Executive Officer
CVS Health
2021 – 2025 Class
Alumni Trustee

SaLisa L. Berrien

Founder and Chief Executive Officer
COI Energy Services
2021 – 2025 Class
Special Trustee

Tamara M. Haddad

President and Chief Executive Officer
Haddad Media
2021 – 2025 Class
Special Trustee

Herbert S. Shear

Chairman
Shear Family Office
2021 – 2025 Class
Special Trustee

AND BE IT FURTHER RESOLVED, that the Governance and Nominating Committee nominates the following individuals, who previously served on the Board of Trustees of the University of Pittsburgh, for re-election as Trustees for the last two years of the terms in the categories specified:

Thomas M. Kurtz

President and Chief Executive Officer
The Windber Research Institute and Windber Medical Center
2019-2023 Class
Special Trustee

Jeannine T. Schoenecker

Board Member
American Refining Group, Inc.
2019-2023 Class
Special 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:

Madji Abulaban

President and Chief Executive Officer
Superior Industries
2021 – 2025 Class
Special Trustee

Hui Debra Cen

Founder
inKynd by ImpactGoGo, Inc.
2021 – 2025 Class
Special Trustee

Bryan S. Saleksy

Co-Founder and Chief Executive Officer
Argo AI, LLC
2021 – 2025 Class
Special Trustee

Madji Bader Abulaban is the President and CEO of Superior Industries, one of the largest light vehicle aluminum wheel suppliers in the world. Headquartered in Southfield, Michigan, Superior Industries operates nine manufacturing facilities and employs about 8,000 people in North America and Europe.

Prior to joining Superior, Mr. Abulaban was employed by Aptiv PLC (formerly Delphi Automotive) as Senior Vice President and Group President of the Global Signal and Power Solutions Segment. Mr. Abulaban has also served as the Senior Vice President and Group President of Global Electrical and Electronic Architecture Segment and President of Aptiv Asia Pacific. Earlier in his career, Mr. Abulaban held various business unit leadership positions with Delphi in China, Singapore, and the United States. Mr. Abulaban is currently a member of the Board of Directors of SPX FLOW, Inc., a global supplier of highly specialized, engineered solutions.

Mr. Abulaban holds three prestigious awards from the City of Shanghai: (i) the Honorary Citizen Award, the highest honor granted to expatriates, (ii) the Charity Award, for his support of local education, needy people, and environmental protection, and (iii) the Magnolia Gold Award, an honor given to expatriates who have made long-term contributions to the economic and social development of the city.

Mr. Abulaban holds a bachelor's degree in Mechanical Engineering from the University of Pittsburgh and a Master of Business Administration from the Weatherhead School of Management at Case Western Reserve University. Mr. Abulaban currently serves as a member of the Chancellor's Global Advisory Council.

Hui Debra Cen is a scientist-turned entrepreneur, having dedicated much of her early career to biomedical research. She came to the United States from China more than 30 years ago to pursue her doctorate study and devoted her first 12 years in the US to biomedical research. Ms. Cen co-founded SA Biosciences Corporation, which was sold to Qiagen after 11 years of operation. She is listed on six microbiology patents assigned to Biotium and Chiron, as well as numerous additional patent applications.

After retiring from her biotech career, Ms. Cen became a community organizer and social entrepreneur in 2013, devoting herself to helping Chinese immigrants to integrate into local communities. She co-founded WizChinese, a nonprofit organization, and inKynd platform, a recently disbanded in-kind marketplace connecting in-kind sellers and buyers to generate funds and donors to support nonprofits, causes and political candidates.

Ms. Cen received a ScDHYg from the University of Pittsburgh's Graduate School of Public Health, and currently serves on its Board of Visitors. She also holds a Bachelor of Science in Biochemistry from Xiamen University and master's coursework from Shanghai Institute of Biochemistry of Chinese Academy of Sciences. Ms. Cen did her Postdoctoral Research at the National Cancer Institute and the University of California – San Francisco. Ms. Cen also serves as a Board member of several nonprofits including local nonprofits.

Bryan Salesky is passionate about incorporating promising robotics technology into products and systems that will improve safety and productivity while enhancing people's lives. While at Carnegie Mellon University's National Robotics Engineering Center (NREC), he managed a portfolio of the center's largest commercial programs, including autonomous mining trucks for Caterpillar. In 2007, Mr. Salesky led software engineering for Tartan Racing, Carnegie Mellon's winning entry in the DARPA Urban Challenge. He departed NREC and joined the Google self-driving car team in 2011 to continue the push toward making self-driving cars a reality. While at Google, Mr. Salesky was responsible for the development and manufacture of their hardware portfolio, which included self-driving sensors, computers and several vehicle development programs.

In 2017, Mr. Salesky co-founded Argo AI with Peter Rander. Argo AI is an artificial intelligence company working to develop self-driving automobile technology. As of August 2020, Argo AI is valued at \$7.5 billion due to multi-billion-dollar investments by Ford and Volkswagen.

In 2019, Mr. Salesky won the Ernst and Young Entrepreneur of the Year Award.

Mr. Salesky is the current chair of the Greater Pittsburgh Chamber of Commerce. The Chamber of Commerce, the advocacy arm of the Allegheny Conference on Community Development, serves as the 10-county Pittsburgh region's chief advocate at all levels of government to secure public sector investment and legislative and regulatory improvements to improve the economy and quality of life. The enduring contribution of the chamber is its ability to bring people and organizations together around issues critical to the region's competitiveness and, through a unified voice, effectively convey the needs and priorities of the region to local, state and federal decision makers.

In January 2021, Argo AI launched [Ground Truth](#), a new digital publication that provides an inside look at the development of self-driving technology. The publication's goal is to validate or correct perceptions by relaying what's really happening in the sector. Mr. Salesky has written a number of articles for the site. He is the co-host of the No Parking Podcast, a show dedicated to demystifying and building trust in self-driving cars.

Mr. Salesky received a Bachelor of Science degree in Computer Engineering from the Swanson School of Engineering at the University of Pittsburgh. He currently serves on the School of Computer and Information Board of Visitors.

**RESOLUTION RE-ELECTING THE OFFICERS
OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

WHEREAS, the Governance and Nominating Committee is charged with the responsibility of identifying and recommending candidates for election to serve as Officers of the Board of Trustees;

NOW THEREFORE BE IT RESOLVED, that the Governance and Nominating Committee hereby nominates the following Trustees for re-election as Officers of the Board of Trustees to serve one-year terms, ending June 2022, in accordance with the provisions of the Bylaws of the University.

Thomas E. Richards, Chairperson

Retired Executive Chairman and CEO
CDW

Mary Ellen Callahan, Vice Chairperson

Assistant General Counsel, Privacy
The Walt Disney Company

Louis R. Cestello, Vice Chairperson

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

**RESOLUTION ELECTING
UNIVERSITY DIRECTORS TO
THE UPMC BOARD OF DIRECTORS**

WHEREAS, the Governance and Nominating Committee is charged with the responsibility of identifying and recommending candidates for election as University Directors of the UPMC Board;

NOW THEREFORE BE IT RESOLVED, that the Governance and Nominating Committee hereby nominates the following member of the University of Pittsburgh Board of Trustees to serve as a University Director to 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

**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.

Currently, the Bylaws of the University provide for a 7-year period of evaluation prior to a tenure decision for faculty members in the tenure stream, except for faculty members in the School of Medicine, who are subject to a 10-year evaluation period. (In 2019, the Committee approved a revision of the Bylaws to expand the 10-year evaluation period to all tenure-stream faculty members in the School of Medicine rather than just those with clinical responsibilities, and the Board voted to revise the Bylaws.) The resolution recommends that the Bylaws be revised to allow a School or Regional Campus to petition the Provost to extend the total number of years that a faculty member may serve without tenure in the tenure stream, not to exceed 10 years.

Ann E. Cudd, Provost and Senior Vice Chancellor, and Anantha Shekhar, Senior Vice Chancellor for Health Sciences and John and Gertrude Petersen Dean of Medicine support these proposed revisions, which were recommended by the Promotion & Tenure Ad Hoc Committee in 2019. Several Schools have indicated their desire to extend the tenure clock for their faculty.

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 February 25, 2021, the Academic Affairs/Libraries Committee reviewed and endorsed the proposed revisions to Chapter II, Article IV, Section 4.6 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, Article IV, Section 4.6 of the Bylaws of the University of Pittsburgh, specifically, the proposed amendment to the Bylaws would allow a School or Regional Campus to petition the Provost to extend the total number of years that a faculty member may serve without tenure in the tenure stream, not to exceed ten years;

NOW THEREFORE BE IT RESOLVED, that the Governance and Nominating Committee hereby endorses the proposed amendments to Chapter II, Article IV, Section 4.6 of the University Bylaws, as set forth in Exhibit A attached hereto and incorporated herein by this reference; and

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 Bylaws of the University of Pittsburgh

CHAPTER II. THE FACULTY

ARTICLE IV. FULL-TIME TENURED OR TENURE-STREAM FACULTY

SECTION 4.6 TERMS OF APPOINTMENT AND TENURE.

4.6 TERMS OF APPOINTMENT AND TENURE.

a. With the exception of faculty members in the School of Medicine, 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 faculty members in the School of Medicine, 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.

A School or Regional Campus may petition the Provost to extend the total number of years that a faculty member may serve without tenure in the tenure stream, not to exceed ten years. If the Provost approves an extension for a School or Regional Campus, the total number of years of service without tenure in the tenure stream for faculty at that School or Campus shall not exceed the total number of years approved. If a person has served for the approved number of 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 at least a year prior to the end of the approved number of years 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.

b. The terms of appointment of faculty members in the tenure stream below the rank of associate professor and professor may be for one, two, or three years. When a decision is made not to renew an appointment, the faculty member on a first one-year appointment shall be notified in writing no later than March 15; on a second or subsequent consecutive one-year appointment by December 15; by December 15 of the second year of a two-year appointment; and twelve months prior to the end of a three-year appointment.

c. A year of appointment in the tenure stream is recognized if the appointment became effective on or before December 31. In cases where the appointment became effective January 1 or later, the remainder of the academic year is disregarded for this purpose, and the next year is counted as the first year of appointment in the tenure stream.

d. Leaves of absence do not interrupt tenure-stream status but may prolong the maximum allowable period in the tenure stream. When a tenure-stream faculty member is granted a leave of absence, the official letter of notification from the Provost may state that the term or probationary appointment has been extended and that the period of leave will not be counted as a part of the term or probationary period of service. The minimum extension and period of non-counted service will be one academic term or semester, even though the leave was for a shorter period. Such an extension shall be made solely for the purpose of enabling the individual concerned to have an opportunity for evaluation substantially equivalent to that of persons not taking leave. A leave of absence for the purpose of professional enhancement is normally limited to one year. The leave may be renewed with the appropriate approval.

e. Except for faculty members in the School of Medicine, 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.

f. Tenure may be held only by professors and associate professors. Tenure shall be held by a faculty member only in the School or at the Regional Campus where the tenure is granted. Once it has been awarded, tenure is obligatory for the University, optional with the faculty member. Tenure does not apply to administrative positions which may be for indefinite terms, and are terminable at any time.

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 faculty members in the School of Medicine, the appointment shall be for a minimum of two years and not longer than four years. For faculty members in the School of Medicine, 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.

h. Initial appointments at the rank of associate professor or professor shall be for a probationary period of three or four years. The award of tenure may take place at any time during the probationary period. If tenure is not to be awarded, the probationary appointee at the associate professor or professor level must be given at least twelve months' notice prior to the end of probationary appointment. Under exceptional circumstances, the initial appointment of an associate professor or professor may be made with tenure.