

**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