

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

June 18, 2021

Committee Members Present

Louis R. Cestello, Committee Chairperson and Vice Chairperson of the Board
Thomas E. Richards, Chairperson of the Board
Patrick Gallagher, Chancellor
Mary Ellen Callahan, Vice Chairperson of the Board
Douglas M. Browning
Roberta A. Luxbacher
Peter Varischetti

University Staff Present

Kathy W. Humphrey, Committee Liaison, Senior Vice Chancellor for Engagement and Secretary of the Board
Rosalyn E. Jones, Associate Vice Chancellor and Deputy Secretary
Amy E. Service, Senior Associate Secretary
Geovette Washington, Senior Vice Chancellor and Chief Legal Officer
Kevin Washo, Chief of Staff

A public meeting of the Governance and Nominating Committee was held on Friday, June 18, 2021 at 10:15 a.m. Due to governmental restrictions in place in response to the COVID-19 pandemic, the meeting was held remotely.

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. He noted the meeting was being streamed on the University YouTube channel. 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 December 15, 2020 Public Meeting of the Committee were approved.

Resolutions for Candidates to Serve as Members of the Board of Trustees of the University of Pittsburgh and for other Offices. Committee Chairperson Cestello advised those in attendance that, as permitted under the Sunshine Act, the Committee held an Information Meeting earlier to review and discuss the items before the Committee today, but no action was taken. He also stated

that any resolutions approved by the Committee today would be presented to the full Board for consideration and action at the Annual Meeting scheduled for June 25, 2021.

Resolution Electing and Re-electing Members of the Board of Trustees of the University of Pittsburgh. Committee Chairperson Cestello stated that there were several incumbent Trustees being presented for re-election to the University Board of Trustees. They included:

As Term Trustees:

- Sundaa Bridgett-Jones
- Roberta A. Luxbacher
- Thomas E. Richards
- Adam C. Walker

As Alumni Trustee:

- Larry J. Merlo

As Special Trustees:

- SaLisa L. Berrien
- Tamara M. Haddad
- Thomas M. Kurtz
- Jeannine T. Schoenecker
- Herbert S. Shear

Committee Chairperson Cestello noted that there were also three candidates for first time election to the University of Pittsburgh Board of Trustees to serve as Special Trustees:

- Majdi Abulaban, President and Chief Executive Officer, Superior Industries, one of the largest light vehicle aluminum wheel suppliers in the world.
- Debra Cen, a noted biomedical researcher and social entrepreneur who co-founded SA Biosciences Corporation, the nonprofit organization Wiz Chinese and the former marketplace platform inKynd; and
- Bryan S. Salesky, Co-Founder and Chief Executive Officer, Argo AI, LLC, an artificial intelligence company working to develop self-driving automobile technology.

Committee Chairperson Cestello called for a vote and Trustee Roberta Luxbacher announced her abstention from the vote given her candidacy for re-election. Upon motion duly made and seconded, the resolution electing and re-electing members of the Board of Trustees was approved.

Resolution Re-electing the Officers of the Board of Trustees of the University of Pittsburgh. Committee Chairperson Cestello called upon Trustee Peter C. Varischetti to call for a vote on this

resolution, as he would be abstaining from the vote due to his candidacy for re-election as Vice Chairperson of the Board. Trustee Varischetti referred the Committee members to the resolution re-electing Thomas E. Richards as Chairperson, and Mary Ellen Callahan and Louis R. Cestello as Vice Chairpersons of the Board of Trustees. Trustees Mary Ellen Callahan, Louis R. Cestello, and Thomas E. Richards announced their abstention from the vote. Upon motion duly made and seconded, the resolution re-electing officers of the Board of Trustees was approved.

UPMC Board of Directors. Committee Chairperson Cestello stated that the Committee recommends the election of University Trustees to the UPMC Board. He referred Committee members to the resolution, recommending the re-election of Eva Tansky Blum, former Chairperson of the Board of Trustees, as a University Director of the UPMC Board of Directors. Upon motion duly made and seconded, the resolution was approved.

Amendment to the University Bylaws: Faculty Tenure and Tenure Stream. Committee Chairperson Cestello advised the Committee of their charge to review and update the Bylaws of the University. The Academic Affairs/Libraries Committee approved a revision to the Bylaws on faculty tenure and tenure stream at their February 2021 Public Meeting. Committee Chairperson Cestello referred the Committee to the resolution for their consideration. Upon motion duly made and seconded, the resolution amending the Bylaws was approved.

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

Attachments. Copies of the following documents are filed with the official minutes of this meeting.

- Resolution Electing and Re-electing Members of the Board of Trustees of the University of Pittsburgh
- Resolution Re-electing the Officers of the Board of Trustees of the University of Pittsburgh
- Resolution Electing University Directors to the UPMC Board of Directors
- Background Statement and Resolution Amending the University Bylaws: Faculty Tenure and Tenure Stream

The foregoing minutes were reviewed and approved by the Governance and Nominating Committee on September 20, 2021.

Rosalyn E. Jones, Vice Chancellor and Secretary of
the Board of Trustees