

**MINUTES OF THE ANNUAL MEETING OF THE BOARD OF
TRUSTEES OF THE UNIVERSITY OF PITTSBURGH**

June 25, 2021

Trustees Present

Alumni, Commonwealth, Special, and Term

Thomas E. Richards, Chairperson

Patrick Gallagher, Chancellor

Mary Ellen Callahan, Vice Chairperson

Robert O. Agbede

Jane Bilewicz Allred

John A. Barbour

G. Nicholas Beckwith

SaLisa Berrien

Eva Tansky Blum

Sundaa Bridgett-Jones

Douglas M. Browning

Gary T. Brownlee

David C. Chavern

Wen-Ta Chiu

Vaughn S. Clagette

Jay Costa Jr.

James P. Covert

Bradley Franc

Deborah J. Gillotti

John P. Gismondi

Edward J. Grefenstette

Tamara Haddad

Dawne Hickton

Diane P. Holder

Sy Holzer

Patricia Horoho

S. Jeffrey Kondis

William K. Lieberman

Roberta A. Luxbacher

John Maher III

Larry J. Merlo

Natalie Mihalek

David Morehouse

Marlee S. Myers

John H. Pelusi Jr.

Arthur J. Rooney II

Herbert S. Shear

A. David Tilstone

Thomas VanKirk

Peter Varischetti

John J. Verbanac

Adam C. Walker

Michael G. Wells
Jake Wheatley Jr.
Marna Cupp Whittington

Emeritus

Michael A. Bryson
Catherine D. DeAngelis
D. Michael Fisher
J. Roger Glunt
Earl Hord
Robert G. Lovett
Alfred Moyé
Martha Hartle Munsch
Robert P. Randall
Charles M. Steiner
William Strickland Jr.
Burton Tansky
Stephen R. Tritch
Sam S. Zacharias

Ex-Officio

Rich Fitzgerald
Tanya Garcia

University Staff Present

Kenyon R. Bonner, Vice Provost and Dean of Students
Ann E. Cudd, Provost and Senior Vice Chancellor
Kris Davitt, Senior Vice Chancellor for Philanthropy and Alumni Engagement
David N. DeJong, Senior Vice Chancellor for Business and Operations
Marc Harding, Vice Provost for Enrollment
Kathy W. Humphrey, Senior Vice Chancellor for Engagement and Secretary of the Board of Trustees
Rosalyn E. Jones, Associate Vice Chancellor and Deputy Secretary of the Board of Trustees
Paul Lawrence, Treasurer
Heather Lyke, Director of Athletics
Ellen Moran, Vice Chancellor, Strategic Communications and Marketing
Clyde Wilson Pickett, Vice Chancellor for Equity, Diversity and Inclusion
Rob A. Rutenbar, Senior Vice Chancellor for Research
Narahari Sastry, Senior Vice Chancellor and Chief Financial Officer
Amy E. Service, Senior Associate Secretary of the Board of Trustees
Anantha Shekhar, Senior Vice Chancellor for the Health Sciences and John and Gertrude Petersen
Dean of the School of Medicine
Paul Supowitz, Vice Chancellor for Community and Governmental Relations
Geovette Washington, Senior Vice Chancellor and Chief Legal Officer
Kevin Washo, Chief of Staff

The Annual Meeting of the Board of Trustees was held on Friday, June 25, 2021 at 10:15 a.m. Due to governmental restrictions put in place in response to the Covid-19 pandemic, the meeting was held remotely.

Welcome and Remarks of the Chairperson. Chairperson Thomas E. Richards convened the meeting at which a quorum was present. In keeping with the Sunshine Act, the meeting was duly advertised as a public meeting. Chairperson Richards welcomed the Trustees to the meeting and acknowledged the presence of County Executive Rich Fitzgerald and Tanya Garcia, Deputy Secretary and Commissioner for Postsecondary Higher Education, and the designee of Secretary of Education Noe Ortega.

Moment of Silence. At the request of Chairperson Richards, the Trustees observed a moment of silence in memory of family and friends the Board of Trustees members, the University, and local community have lost since the Winter Meeting of the Board.

Approval of Minutes. On a motion duly made and seconded, the minutes of the February 26, 2021, Winter Meeting of the Board of Trustees were approved.

Report of the Property and Facilities Committee. Trustee Peter C. Varischetti, Chairperson of the Property and Facilities Committee, reported that the Committee met in a duly advertised public meeting on June 17, 2021. At that meeting, the Committee approved two projects and two real estate acquisitions.

Hillman Library Renovation Phase 3. Phase 3 of the four-phase renovation will encompass approximately 40,000 square feet of space on the first and second floors of the Hillman Library. The project will include: (i) the reconfiguration of space; (ii) new finishes and furnishings; (iii) window replacements; (iv) continued infrastructure upgrades; (v) construction of a new stair tower to connect floors one through four; (vi) replacement of a roof paver system on the first floor; and (vii) a new accessibility ramp. The estimated total cost is \$34 million.

New Upper Campus Chilled Water Plant and Distribution. A new chilled water plant and distribution system will be constructed on upper campus, with an initial cooling capacity of 7,500 tons, with the ability to expand to 15,000 tons. This plant will support campus chilled water growth and resiliency through connection with planned new construction projects on the upper campus and the University's existing chilled water network. The project will also provide a significant stormwater reuse system that will capture stormwater on the upper campus and send it back to the new chilled water plant for reuse, thus lessening the University's impact on the City of Pittsburgh stormwater infrastructure. The estimated total project cost is \$117 million.

Acquisition of Fifth Avenue and Halket Street Property. This acquisition is located at the corner of Fifth Avenue and Halket Street and includes 0.8 acres of land, with a buildable footprint of approximately 34,000 square feet. The property was previously approved by the City of Pittsburgh for development of a structure up to 285,000 square feet. The site was zoned and originally assembled for a commercial life science development. The University intends to purchase the improved site from the current owner, a limited partnership controlled by Walnut Capital. The purchase will include land acquisition; site improvements; demolition; entitlements and permits; completed architectural, engineering and traffic plans and studies; and structural steel. Pending final due diligence, the purchase price is \$19,519,165.

Acquisition of Bates Street Site Assemblage. This acquisition is an assemblage of parcels bound by Bates Street, Boulevard of the Allies, and Zulema Street, consisting of approximately 18,500 square feet on twelve lots/block parcels. Walnut Capital plans to acquire the property, demolish a

set of condemned townhomes, and transfer the property to the University, with the University's commitment to reimburse Walnut Capital's costs and expenses. This property sits at an important and highly visible juncture for the University, and acquisition will enhance a key Pittsburgh campus gateway. Pending final due diligence, the approved purchase price is \$5,600,000 for the land, plus approximately \$399,125 in reimbursable costs, demolition expenses, and transactional costs.

Report of the Investment Committee. Trustee Edward J. Grefenstette, Chairperson of the Investment Committee, reported that at a duly advertised public meeting of the Committee on June 10, 2021, the Committee approved two spending distribution rates for the Consolidated Endowment Fund at the University.

The University's Operating Funds Quasi-Endowment's income percentage remains unchanged for Fiscal Year 2022 at 4.75% of the three-year average market value. The income from the fund supports student financial aid.

The distribution rate for the other funds in the Consolidated Endowment fund also remains unchanged for Fiscal Year 2022 at 4.25% of the three-year average market value. Additionally, there is a 0.45% annual charge to fund administrative costs.

Report of the Governance and Nominating Committee. Trustee Douglas M. Browning, a member of the Governance and Nominating Committee standing in for Committee Chairperson Louis R. Cestello, presented to the Board for consideration the resolutions listed below, which had been endorsed by the Governance and Nominating Committee at its public meeting on June 18, 2021.

Resolution Electing and Re-electing Members of the Board of Trustees. Trustee Browning noted that several incumbent Trustees were being presented for re-election to the Board in the following categories:

- ❖ Term Trustees:
 - Sundaa Bridgett-Jones
 - Roberta A. Luxbacher
 - Thomas E. Richards
 - Adam C. Walker

- ❖ Alumni Trustee:
 - Larry J. Merlo

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

Trustee Browning also noted, that in addition, three candidates were being presented for first-time election to serve as Special Trustees:

- ❖ Majdi Abulaban
- ❖ Debra Cen
- ❖ Bryan Salesky

Upon motion duly made and seconded, the Board of Trustees approved the Resolution Electing and Re-electing Members of the Board of Trustees, an official copy of which is included with these minutes. Trustees Bridgett-Jones, Luxbacher, Merlo, Richards, and Walker, abstained from the vote.

Resolution Re-electing Officers of the Board of Trustees. Trustee Thomas E. Richards was presented for election to serve as Chairperson. Mary Ellen Callahan and Louis R. Cestello were presented for election to serve as Vice Chairpersons of the Board. Upon motion duly made and seconded, the Board of Trustees approved the Resolution Re-electing Officers of the Board, an official copy of which is included with these minutes. Trustees Richards, Callahan and Cestello abstained from the vote.

Resolution Electing UPMC Board of Directors. Trustee Eva Tansky Blum, former Chairperson of the Board, was presented for election as a University Director of the UPMC Board of Visitors. Upon motion duly made and seconded, the Board of Trustees approve the Resolution Electing UPMC Board of Directors, an official copy of which is included with these minutes. Trustee Blum abstained from the vote.

Resolution Amending the University Bylaws: Faculty Tenure and Tenure Stream. Trustee Browning noted that the Governance and Nominating Committee is charged with reviewing and updating the University Bylaws. At the February 2021 public meeting, the Academic Affairs/Libraries Committee approved an amendment to the Bylaws to extend the total number of years that a faculty member may serve without tenure in the tenure stream, not to exceed ten years. The Governance and Nominating Committee also approved the amendment for presentation to the Board at today's meeting. Upon motion duly made and seconded, the Board of Trustees approved the Resolution Amending the University Bylaws: Faculty Tenure and Tenure Stream, an official copy of which is included with these minutes.

Following Trustee Browning's report, Chairperson Richards thanked the Trustees whose service as chairpersons of a Board Committee were concluding on June 30, 2021.

- ❖ Trustee Doug Browning, Chairperson of the Academic Affairs/Libraries Committee
- ❖ Trustee Larry Merlo, Chairperson of the Research and Innovation Committee
- ❖ Vice Chairperson Mary Ellen Callahan, Chairperson of the Student Affairs Committee

Chairperson Richards also thanked Trustees whose terms on the Board were ending and acknowledged their many years of service and devotion to the Board.

- ❖ Eva Tansky Blum
- ❖ Ira J. Gumberg
- ❖ Dawne S. Hickton

He noted that each would receive a Trustee Medallion in the mail as a show of appreciation for their dedication. Chairperson Richards also acknowledged Emil Spadafore Jr. and A. David Tilstone who were, once again, rotating off the Board as representatives of the Titusville and Greensburg campuses, respectively.

Report of the Student Affairs Committee. Committee Chairperson Mary Ellen Callahan noted that during a duly advertised public meeting on May 19, 2021, the Committee approved resolutions regarding student fees.

Student Recreation Fee and Student Activity Fee Reinstatement Resolutions. In June 2020, all student government boards on each of the four campuses that charge a Student Activity Fee and/or a Student Recreation Fee, requested that the University temporarily reduce these mandatory student fees for their respective campuses in anticipation of a decrease of in-person student activities due to COVID-19 health and safety guidelines for the 2020-21 academic year. The Student Affairs Committee approved two mandatory student fee Reinstatement Resolutions at the May 19, 2021 meeting.

At each campus, the fees have been returned to their pre-COVID-19 fee assessment amount. For example, at the Pittsburgh campus, the Student Activity Fee for all non-College of General Studies (CGS) undergraduate full-time students was increased from \$80 to \$100 per semester and from \$24 to \$30 for part-time students per semester. As an example of an increase at the regional campuses, at the Johnstown campus, full-time students' Recreation Fees were increased from \$61 to \$76. At the Bradford campus, full-time students' Recreation Fees were increased from \$72 to \$90, and part-time students' Recreation Fees were increased from \$20 to \$25.

Student Wellness Fee Reinstatement Resolution. In June 2019, the Committee approved two consecutive annual increases to the Student Wellness Fee for undergraduate and graduate students, both full-time and part-time, at the Pittsburgh campus to support student counseling and student health services and programs. The first of those increases took effect in Fall 2019. The second increase, scheduled for Fall 2020, was postponed due to the uncertain economic impact of COVID-19 and the anticipated reduction in-person activities. During the May 2021 public meeting, the Committee approved the Resolution to reinstate the second Student Wellness Fee increase, effective academic year 2021-2022. Despite the two increases in the Student Wellness Fee, the University's fee remains one of the lowest among benchmarked peers. At the Pittsburgh campus, full-time undergraduate and graduate/professional students' fees were increased from \$180 to \$230 per semester, and part-time students' fees were increased from \$90 to \$115 per semester.

Report of the Chancellor. Chancellor Gallagher began his report by thanking the Trustees for their service and leadership. He also offered his thanks to Trustees whose terms had ended and noted his enthusiastic support of the three new Trustees: Majdi Abulaban, Debra Cen, and Bryan Salesky.

Through a video, Chancellor Gallagher also acknowledged the accomplishments of students over the past year. He noted the resolve of students who graduated in 2020 and 2021, acknowledging it has been an unpredictable and challenging year and a half.

Campus COVID-19 Safety. Chancellor Gallagher addressed the safety of the campus, noting that the COVID-19 virus is still expected to be an issue during the Fall Semester. He noted that the University believes vaccines are safe and highly effective. The University will strongly recommend that all members of the community – students, faculty, and staff – be fully vaccinated for Fall 2021. The University is prepared with a virus management program that is consistent with the latest medical advice and guidance.

Enrollment. The pandemic posed a nation-wide disruption of the admissions and enrollment process for students going to college. Major effects included:

- ❖ Interruption in the standardized testing programs;
- ❖ Travel and visa disruptions;
- ❖ Limitations on in-person activities on campus, including campus visits for prospective students;
- ❖ Wide-spread adoption of distance or remote learning;
- ❖ And most impactful of all, the economic hardship and uncertainty as the shutdowns and employment losses hurt family savings and eliminated post-graduate job opportunities.

The University, and other intuitions, were concerned about the effect on student demand. Chancellor Gallagher noted that community colleges and less selective two- and four-year institutions had larger declines than selective and comprehensive 4-year institutions.

The Pittsburgh campus looks strong for the Fall 2021 semester, noting:

- ❖ From 2019 to 2021, the number of first-year students depositing is up more than 23 percent.
- ❖ Record number of applicants
- ❖ Record number of Pennsylvania students
- ❖ Record number and percentage of nonresident students
- ❖ Record number and percentage of Pell-eligible students
- ❖ Record number of African American/Black students
- ❖ Record number of Hispanic/LatinX students
- ❖ Record number of underrepresented minority students
- ❖ Record number and percentage of minority students.

Chancellor Gallagher gave credit to the University’s Admissions Team for their incredible work during the uncertainty. The Team was innovative, persevered, and used a creative approach to reach applicants and generate enthusiasm for the University.

Plan for Pitt. The Chancellor presented the final draft of the new Plan for Pitt. He remarked that this is the next five-year strategic plan for the University. The University released the first Plan for Pitt in 2016. He acknowledged that the first Plan for Pitt had served the University well, but it was important to revisit and renew strategic thinking. He noted the objectives of the refresh were to (i) build on the strengths and successes of the first Plan for Pitt; (ii) adjust responses

to new opportunities and new challenges; and (iii) expand capacity to implement the University goals through effective planning and execution.

The Chancellor commented that the draft of the new Plan for Pitt is a collective effort over the past 18 months of those across the University and key stakeholders from outside the University. More than 100 individuals were members of the Steering and Goals Committees, and many participated in workshops and surveys to submit ideas.

The draft Plan for Pitt has two directions: (i) steady and inclusive; and (ii) contemporary and targeted. The unchanging part is the University's mission, which remains the same: to make the world a better place through education, research, and service. The second portion focuses on the specific items the University seeks to improve or change over the next five years which have been organized into three pillars: our people, our program and our purpose.

Chancellor Gallagher recognized that some of the most transformative ideas will continue to emerge from annual strategic planning activities at the unit level. Specific initiatives will be passed through the budget process for central University or school funding. A formal planning office, led by Melissa Schild, Assistant Vice Chancellor for Strategic Planning and Performance, is now located in the Chief Financial Officer's organization. He commented that the initiatives that will help the University achieve its strategic goals will continue to grow, evolve and expand—and this work hinges on the ongoing participation of University staff, faculty, students, and community members.

Noting that the final draft of the new Plan for Pitt will be posted publicly after today's Board meeting, Chancellor Gallagher thanked Melissa Schild and her team, the dedicated members of the Plan for Pitt Steering and Goal Committees, and the many hundreds who participated, commented and critiqued.

Resolution of Appreciation. Chancellor Gallagher noted that Dr. Kathy W. Humphrey, Senior Vice Chancellor for Engagement and Secretary of the Board of Trustees, will be leaving the University at the end of June 2021 to become the 11th President of Carlow University. He remarked on her: (i) ability to articulate a vision and put it into action; (ii) commitment to supporting students and their successes; and (iii) and boundless passion for the power of higher education. After a short video highlighting her career, Chancellor Gallagher introduced a Resolution of Appreciation for Dr. Humphrey.

Upon motion duly made and seconded, the Board approved the Resolution of Appreciation, an official copy of which is included in these minutes.

Resolution Electing Rosalyn E. Jones Vice Chancellor and Secretary of the Board of Trustees. Chancellor Gallagher introduced the Resolution Electing Rosalyn E. Jones, Vice Chancellor and Secretary of the Board of Trustees. Upon motion duly made and seconded, the Board unanimously approved the resolution, an official copy of which is included in these minutes, and congratulated Ms. Jones on her new position.

Closing Remarks of the Board Chairperson.

Next Meeting. Chairperson Richards reminded the Trustees that the Fall Meeting of the Board will be held on the morning of Friday, September 24, 2021.

New Business/Adjournment. There being no new business to come before the Trustees, Chairperson Richards adjourned the meeting.



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