

**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