

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

September 20, 2021

Committee Members Present

Louis R. Cestello, Committee Chair and Vice Chair of the Board
Mary Ellen Callahan, Vice Chair of the Board (exercising the duties of the Board Chair)
Patrick Gallagher, Chancellor
Douglas M. Browning, Committee Vice Chair
SaLisa L. Berrien
James P. Covert
Deborah J. Gillotti
Roberta A. Luxbacher
Peter C. Varischetti

University Staff Present

Chris Chapman, Senior Associate Secretary of the Board of Trustees
Rosalyn E. Jones, Vice Chancellor and Secretary of the Board of Trustees
Amy E. Service, Senior Associate Secretary of the Board of Trustees
Geovette Washington, Senior Vice Chancellor and Chief Legal Officer

A public meeting of the Governance and Nominating Committee was held remotely on Monday, September 20, 2021 at 1:15 p.m.

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.

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 Board Meeting scheduled for September 24, 2022.

Approval of Minutes. On motion duly made and seconded, the minutes of the June 18, 2021 Public Meeting of the Committee were approved.

Resolution Recommending Candidates for the Status of Emeritus Trustee of the Board of Trustees of the University of Pittsburgh.

Committee Chairperson Cestello noted that pursuant to the criteria established by the Board, any former Trustee is eligible for Emeritus Trustee status if he or she has, among other things: (i) made an exceptional contribution to the progress and welfare of the University; and (ii) has served with distinction and devotion for ten years or more. Generally, Emeritus Trustee status will not be awarded before the honoree reaches age 65. He noted that the Committee wished to consider the election of two former Trustees as for the status of Emeritus Trustee: Robert M. Hernandez and Jack D. Smith.

Upon motion duly made and seconded, the *Resolution Recommending Candidates for the Status of Emeritus Trustee of the Board of Trustees of the University of Pittsburgh* was unanimously 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.

- Background Statement and Resolution Recommending Candidates for the Status of Emeritus Trustee of the Board of Trustees of the University of Pittsburgh

The foregoing minutes were reviewed and approved by the Governance and Nominating Committee on June 7, 2022.

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