



University of Pittsburgh Board of Trustees

**Governance and Nominating Committee
Public Meeting
September 20, 2021
1:15 p.m. – 1:30 p.m.**

Agenda

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| I. Welcome and Opening Remarks | Cestello |
| II. Approval of Minutes | Cestello |
| A. June 18, 2021 Public Meeting | |
| III. Background Statement and Resolution | Cestello |
| Recommending the Election of Emeritus Trustees | |
| IV. New Business/Adjournment | Cestello |

6.18.21 Governance and Nominating public meeting minutes

**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

Resolution for Emeritus Trustees

**BACKGROUND STATEMENT
FOR
RESOLUTION RECOMMENDING CANDIDATES
FOR THE STATUS OF EMERITUS TRUSTEE
OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

The Governance and Nominating Committee is charged with the responsibility of presenting candidates to the full Board of Trustees for the status of Emeritus Trustee of the University of Pittsburgh. The following former Trustees are being presented for nomination to serve as an Emeritus Trustee as permitted under the University's Bylaws:

1. Robert M. Hernandez
2. Jack D. Smith

**RESOLUTION RECOMMENDING CANDIDATES
FOR THE STATUS OF EMERITUS TRUSTEE
OF THE BOARD OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

WHEREAS, the Governance and Nominating Committee is charged with the responsibility of presenting candidates to the full Board of Trustees of former Trustees for election to the status of Emeritus Trustee of the University of Pittsburgh, and

WHEREAS, the Governance and Nominating Committee has determined that Robert M. Hernandez and Jack D. Smith have made exceptional contributions to the progress and welfare of the University and has served with distinction and devotion as Trustees of the University,

NOW THEREFORE BE IT RESOLVED, that the Governance and Nominating Committee hereby nominates Robert M. Hernandez and Jack D. Smith whose biographies are attached hereto, for election to the status of Emeritus Trustee of the University of Pittsburgh.

Robert M. Hernandez

Mr. Hernandez was born and raised in Pittsburgh Pennsylvania. He is a 1966 magna cum laude graduate of the University of Pittsburgh in Economics and Mathematics and was elected to Phi Beta Kappa. In 1968 Mr. Hernandez received an M.B.A. degree in Finance from the Wharton School of Finance & Commerce, University of Pennsylvania, where he finished first in his class. During his Wharton years, Mr. Hernandez was elected to the honorary society Beta Gamma Sigma.

Mr. Hernandez joined United States Steel Corporation in 1968 and proceeded through a series of financial and operational positions as the Company was transformed into a major energy company with the acquisitions of Marathon Oil Company and Texas Oil & Gas Corporation, along the way renaming itself USX Corporation. At various times Mr. Hernandez was Treasurer, Comptroller, President & Chief Operating Officer – Diversified Group, and Chief Financial Officer, concluding his career in 2001 as Vice Chairman and Chief Financial Officer.

Mr. Hernandez was Lead Director of Chubb Limited (formerly ACE Ltd.) and Lead Director of Eastman Chemical Company until his retirement from those boards in 2020. Mr. Hernandez also was Chairman of the Board of RTI International Metals, Inc. until its acquisition in 2015 by Alcoa, and was Chairman of the Board of the BlackRock Open End Equity & Bond Mutual Funds until 2019. Mr. Hernandez was also a director of TE Connectivity, Ltd. from 2007 until 2012 and a director of the BlackRock Multi Asset Mutual Fund Boards in 2019

Mr. Hernandez was a member of the University of Pittsburgh's Board of Trustees from 2002 until 2020, serving on numerous committees and for six years as Vice Chairperson of the Board. Mr. Hernandez also served as a University appointee on the Board of the University of Pittsburgh Medical Center from 2001 until 2020, most of that time as Chairman of the Finance Committee. He currently is a trustee of the Pittsburgh Parks Conservancy and is Chairman Elect of The Frick Pittsburgh.

JACK D. SMITH

Dr. Smith completed his residency in orthopedics at Pitt in 1978. An orthopedic surgeon, he was in private practice in Greensburg, Pennsylvania, until 2007, when he joined Excelsa Health as chairman of the department of orthopedic surgery. He served as the team physician for Greensburg Salem High School athletics for nearly 32 years.

Actively involved in the Greensburg and Westmoreland County communities, Dr. Smith is a member of the Advisory Board for the University of Pittsburgh at Greensburg and has served on numerous nonprofit boards, including the YMCA, Boy Scouts, the Westmoreland Museum of American Art as its president, as well as other nonprofit and community boards and committees.

He is past-president of the Pitt Alumni Association, having served in that position from 2010 until 2012. He also served as vice president of the Alumni Association for two years and prior to that as director at-large for two years. Dr. Smith served on the Board of Trustees as an Alumni Trustee from 2012 through 2020.