



University of Pittsburgh Board of Trustees

**Governance and Nominating Committee
Public Meeting
June 7, 2022
2:15 p.m.
Livestream: pi.tt/YouTube**

Agenda

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| I. | Welcome and Opening Remarks | Cestello |
| II. | Approval of Minutes September 20, 2021 Public Meeting | Cestello |
| III. | Resolutions for Candidates to Serve as Members of the Board of Trustees of the University of Pittsburgh and for Other Offices | Cestello |
| | A. Background Statement to the Resolutions | |
| | B. Resolution Recommending the Election and Re-Election of Members of the Board of Trustees | |
| | C. Resolution Recommending the Election of the Chairperson of the Board of Trustees | |
| | D. Resolution Recommending the Election of University Directors to the UPMC Board of Directors | |
| IV. | New Business/Adjournment | Cestello |

Approval of Minutes - September 20, 2021 Public Meeting

**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

Background Statement to the Resolutions

BACKGROUND STATEMENT
FOR
RESOLUTIONS RECOMMENDING CANDIDATES
TO SERVE AS MEMBERS OF THE BOARD OF TRUSTEES OF THE UNIVERSITY
OF PITTSBURGH
AND FOR OTHER OFFICES

The Governance and Nominating Committee is charged with the responsibility of identifying and recommending candidates for election as: (i) Trustees of the University of Pittsburgh; (ii) Chairperson of the Board; and (iii) University Directors of the UPMC Board.

The attached resolutions present the Governance and Nominating Committee's recommendations for the above-referenced positions.

Resolution Recommending the Election and Re-Election of Members of the Board of Trustees

**RESOLUTION ELECTING AND RE-ELECTING OF TRUSTEES
OF THE UNIVERSITY OF PITTSBURGH**

THEREFORE, BE IT RESOLVED, that the Governance and Nominating Committee hereby nominates the following individuals, currently serving as members of the Board of Trustees of the University of Pittsburgh, for re-election as Trustees for the terms and in the categories specified:

Vaughn S. Clagette

Physician, The Southeast Permanente Medical Group.
2022 – 2026 Class
Term Trustee

James P. Covert

Operating Partner, Cressey & Company. Member, Pro Football Hall of Fame.
2022 – 2026 Class
Term Trustee

Gary T. Brownlee

Small Business Advisor, Indiana Small Business Development Center at Purdue University.
2022 – 2026 Class
Alumni Trustee

David J. Morehouse

Former Chief Executive Officer and President of the Pittsburgh Penguins. Served in Washington at the White House, Pentagon, and Capitol Hill and currently serves on corporate and nonprofits boards.
2022 – 2026 Class
Special Trustee

SaLisa L. Berrien

Founder and Chief Executive Officer of COI Energy.
2022 – 2026 Class
Term Trustee

AND BE IT FURTHER RESOLVED, that the Governance and Nominating Committee hereby nominates the following individuals for election as Trustees of the University of Pittsburgh for the terms and in the categories specified:

David C. Frederick

Partner, Kellogg, Hansen, Todd, Figel & Frederick PLLC
2022 – 2026 Class
Special Trustee

Jeffrey D. Martchek

Former President of Homebuilding Operations, NVR, Inc.
2022 – 2026 Class
Special Trustee

Valerie Njie

Former Executive Director and Senior Vice President, Bidwell Training Center.
Outgoing President, Pitt Alumni Association.
2022 – 2026 Class
Alumni Trustee

Dawne S. Hickton

Executive Vice President and COO, Critical Mission Solutions. Former Trustee.
2022 – 2026 Class
Term Trustee

Eva T. Blum

Former Executive Vice President and Director of Community Affairs - PNC Bank, N.A. Former Chair and President, The PNC Foundation. Former Chairperson of the Board.
2022 – 2026 Class
Term Trustee

NEW TRUSTEE BIOS

Eva Blum retired as the Executive Vice President and Director of Community Affairs – PNC Bank, N.A. and Chair and President, the PNC Foundation. After serving as an attorney for the Department of Commerce and Allegheny Airlines, she joined PNC as an employment attorney in 1977 and went on to hold numerous executive-level leadership positions before retiring in 2015.

Ms. Blum served on the Board of Trustees from 2004 to 2021 and was chairperson from 2015 to 2020. She serves as a University Director to the UPMC Board and is a member of the Graduate School of Public Health Board of Visitors.

Ms. Blum has been affiliated with many professional and civic organizations, including serving on the boards of the Western Pennsylvania American Red Cross, Carnegie Science Center, Jewish Healthcare Foundation, and Forbes Health Foundation. She has been honored with the Greater Pittsburgh YWCA's Lifetime Achievement Award, Carlow University's Women of Spirit Award, and the Catholic Youth Association of Pittsburgh's Art Rooney Award, among others. Eva currently serves on the Pittsburgh Symphony's Board of Trustees.

Ms. Blum has been a generous supporter of the University for many years, and with her brother, Emeritus Trustee Burt Tansky, established the Tansky Family Fund in MED's Department of Neurology and the Tansky Family Lounge in the William Pitt Student Union. She received the 225th Anniversary Medallion and has been named a Distinguished Alumni Fellow, Alumni Association Distinguished Alumni, and Distinguished Alumni Law Fellow, among other honors. She serves on the Chancellor's Advisory Council for Philanthropy and Development.

Ms. Blum received her BA (Political Science) from the University of Pittsburgh in 1970 and her JD from the University of Pittsburgh School of Law in 1973.

David C. Frederick, a prominent attorney and name partner in the firm Kellogg Hansen Todd Figel & Frederick PLLC, represents clients across a broad spectrum, principally in appellate courts. He has argued more than 100 appeals, including 55 in the Supreme Court, in every U.S. Court of Appeals, and in five state supreme courts. He won or settled cases in the Supreme Court for thirteen years in a row, including, *Apple Inc. v. Pepper*, *Tyson Foods v. Bouaphakeo*, *Tibble v. Edison Int'l* and *Merck v. Reynolds*. He is a former law clerk to Justice Byron White and Judge Joseph Sneed and served in the Department of Justice as Assistant to the Solicitor General (1996- 2001) and as Counselor to the Inspector General (1995-1996).

Dr. Frederick has published many books and articles, including *Supreme Court and Appellate Advocacy*, and *The Art of Oral Advocacy* in 2003. The third edition of *Supreme Court and Appellate Advocacy* was published in 2019 with a forward by late Associate Justice of the Supreme Court Ruth Bader Ginsburg.

Dr. Frederick received his BA from the University of Pittsburgh in 1983. A Rhodes Scholar (and Truman Scholar), he received a D.Phil. from Oxford University and a JD from the University of Texas School of Law. He was the 2018 Commencement speaker (receiving an Honorary Doctorate of Humane Letters), and has been honored as a Distinguished Alumni Fellow, Legacy

Laureate and a 225th Anniversary Medallion recipient. He has a long history of giving extraordinary support to the University through awards, scholarships, and research grants.

Dawne S. Hickton is Chief Operating Officer, Critical Mission Solutions for Jacobs, a position she has held since June 2019. Jacobs Engineering Group provides technical, professional, and construction services to industrial, commercial, and government clients, employing over 52,000 professionals in the U.S. and abroad, with reported annual revenue of \$13 billion.

Ms. Hickton is the former Vice Chair, President, and Chief Executive Officer of RTI International Metals, Inc., a billion dollar vertically integrated global supplier of advanced titanium and specialty metals fabricated structural products that was acquired by Alcoa in July 2015, and subsequently split into a division of Arconic in 2016 (NYSE:ARNC). She has more than 30 years of diversified metals experience including over a decade working at U.S. Steel Corporation prior to joining the titanium industry as an executive.

Ms. Hickton serves as Chair of the Board of Directors of the Federal Reserve Bank of Cleveland, and additionally serves as a Director for Haynes International, Inc. (NASDAQ GM:HAYN). She previously served on the Board of Trustees of the University of Pittsburgh and is now eligible for re-election. She currently chairs the Board of Visitors for the University of Pittsburgh School of Law.

Ms. Hickton received a JD from the University of Pittsburgh in 1983, having received her BA from the University of Rochester. Generous to the University with both time and treasure, she has been honored as a School of Law Distinguished Alumni Fellow, Legacy Laureate and a 225th Anniversary Medallion recipient.

Jeffrey D. Martchek retired from NVR, Inc. in 2020 after serving as President of Homebuilding Operations from 2016-2020. NVR Homes sells and builds homes under the Ryan Homes, NVHomes, FoxRidge Homes, and Heartland Homes trade names, and operates in 28 metropolitan areas and in fourteen states and Washington, D.C.

Mr. Martchek, joined Ryan Homes in 1988, advancing to managerial roles in Production and Sales. In July 1995, he was promoted to Division Manager in Cleveland and within the next 10 years to Market Manager, Regional Manager and Senior Regional Manager in Northeast Ohio. He served as Vice President of Operations for Ryan Homes in Ohio from May 2007 until October 2008, and as Area President with operational responsibility for the Mid-East Operations from October 2008 until January 2011. He assumed operational responsibility for the Maryland and Virginia Operations in February 2011 and for NVHomes effective January 1, 2015. He was named President of Homebuilding Operations in January 2016.

Mr. Martchek received a BA (Economics) from the University of Pittsburgh in 1987.

Valerie Njie is the outgoing President of the Pitt Alumni Association (“PAA”). A life member of the Alumni Association, she has been active on the PAA Board in various positions since 2010. She was one of the original members of Pitt’s Black Action Society and has been an integral leader of the African American Alumni Council (“AAAC”) for many years. She was awarded the PAA Volunteer Excellence Award in 2015 and the AAAC’s Blue Gold & Black: Colors of Celebration Leadership Award.

In 1981, she joined Bidwell Training Center as a senior counselor, and in 1999 became Executive Director. Ms. Njie spent 37 years with Bidwell before retiring in 2018.

Ms. Njie has been affiliated with numerous professional and civic organizations. She previously held a seat on the Accrediting Commission on Career Schools and Colleges (ACCSC) and in 2009, she received the ACCSC’s Volunteer of the Year Award. She received the Duquesne Light African American Leadership Award for Education (2009) and was included on the *New Pittsburgh Courier’s* 50 Women of Influence list (2006).

Ms. Njie received a BS (Elementary Education) from the University of Pittsburgh in 1971. Ms. Njie earned an MS in Management & Human Resource Development from the University of Utah.

Resolution Recommending the Election of the Chairperson of the Board of Trustees

**RESOLUTION RECOMMENDING THE ELECTION OF THE CHAIRPERSON OF
THE BOARD OF TRUSTEES OF THE UNIVERSITY OF PITTSBURGH**

RESOLVED, that the Governance and Nominating Committee hereby nominates **Douglas M. Browning** for election as Chairperson of the Board of Trustees to serve a one-year term, ending June 2023, in accordance with the provisions of the Bylaws of the University.

Douglas M. Browning, Esq.

Doug Browning is the Principal in DM Browning & Associates LLC, an independent consulting company that provides governments, manufacturers, importers, exporters, and retailers operating at every stage of the global supply chain with the advice, counsel, and consulting services they need to move their goods and services across international borders in an efficient, seamless and compliant manner to meet the demands of global trade.

In 2016 he rejoined STTAS/STR, as an executive vice president for STTAS, overseeing the expansion of STTAS' trade efficiency, customs automation, modernization and supply chain security initiatives. He was also Of Counsel to Sandler, Travis & Rosenberg PA, STTAS' affiliated law firm.

From 2011 through 2015 he served as Global Customs Director for General Motors Corporation. Prior to joining General Motors, he served as the Senior Vice President for Customs and Border Modernization with Sandler Travis Trade Advisory Services – STTAS (2006-2011) and was the Senior Vice President for Strategic Trade and Supply Chain Solutions with Science Applications International Corporation (2004-2006).

A dedicated civil servant, Mr. Browning served for over 28 years in government service with the U.S. Customs Service and its successor agency, U.S. Customs and Border Protection (CBP). After joining Customs in 1976 as a general attorney, he rose through the ranks to become Assistant Commissioner (International Affairs), a post he held for eight years. In 2002 he was tapped to serve as the agency's Deputy Commissioner and Chief Operating Officer.

Among other honors, Mr. Browning is the recipient of two Presidential Rank Awards – Distinguished and Meritorious Executive, the Coast Guard Meritorious Service Medal, Treasury Department Meritorious Service Award, Customs Commissioner's Award, and a member (Chevalier) of the National Order of Merit (Republic of France).

Mr. Browning joined the Board of Trustees in 2013. He has served on numerous committees including as chair of the Academic Affairs/Libraries (AA/L) Committee, vice chair of the Governance and Nominating Committee, and member of the Executive Committee; Athletics Committee; Affirmative Action, Diversity, and Inclusion Committee; and Institutional Advancement Committee.

Mr. Browning has been honored by the University on several occasions, including most recently as the Bairel Distinguished Service Alumni Award recipient, Legacy Laureate and 225th Medallion recipient. He chairs the University Honors College Board of Visitors and was a member of the Dietrich School of Arts and Sciences Board of Visitors. Mr. Browning received his BA (Political Science) from the University of Pittsburgh in 1971 and his JD from Hofstra University in 1976.

Resolution Recommending the Election of University Directors to the UPMC Board of Directors

RESOLUTION ELECTING UNIVERSITY DIRECTORS TO THE UPMC BOARD OF DIRECTORS

THEREFORE, BE IT RESOLVED, that the Governance and Nominating Committee hereby nominates the following members of the University of Pittsburgh Board of Trustees to be re-elected to serve as a University Directors to the UPMC Board of Directors for the Class of 2025:

First Vice Chairperson

Douglas M. Browning

Attorney and Principal in DM Browning & Associates LLC, an independent global supply chain consulting company.

Class of 2025

Vaughn S. Clagette

Physician, The Southeast Permanente Medical Group.

James P. Covert

Operating Partner, Cressey & Company. Member, Pro Football Hall of Fame.

John J. Verbanac

President and CEO of Summa Development, LLC.