

**University of Pennsylvania Board of Trustees
Annual Stated Meeting**

Friday, June 11, 2021
12:30 to 1:30 PM
Via BlueJeans Events

AGENDA

I. Call to Order – David L. Cohen, Esq.

A. **Invocation – Reverend Charles Howard**

B. **Approval of Minutes from Meeting of February 26, 2021
Approval of Minutes from the Meeting of the Executive Committee,
May 13, 2021**

II. Chair’s Report – David L. Cohen, Esq.

A. **Comments**

III. Vice Chair’s Report – Mrs. Lee Spelman Doty

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IV. Vice Chair’s Report – Scott L. Bok, Esq.

Action 1 Resolution of Appreciation for David L. Cohen and to Re-elect as Charter
Trusteepage 2

V. Nominating Committee Report – David L. Cohen, Esq.

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Action 2 Resolution to Elect the Investment Boardpage 5

Action 3 Resolution to Re-elect Marc J. Rowan as Term Trusteepage 6

Action 4 Resolution to Elect Harlan M. Stone as Term Trusteepage 7

VI. President’s Report – Dr. Amy Gutmann

A. **Comments**

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Engineering and Applied Science.....page 8

Action 2 Resolution to Appoint Craig R. Carnaroli as Senior Executive Vice Presidentpage 9

Action 3 Resolution to Appoint Whitney Soule as Vice Provost and Dean of Admissions page 10

B. Financial Report – Mr. Craig R. Carnaroli

C. Penn Medicine Report – Dr. J. Larry Jameson

D. Admissions Report – Mr. John McLaughlin

VII. Committee Reports

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Action 2 Resolution to Adopt the Revised Patent and Tangible Research Property Policies and Procedures of the University of Pennsylvania page 12

B. Audit & Compliance – Mrs. Ann Reese

C. Budget & Finance – Mr. Dhananjay Pai

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D. Development – Mrs. Lee Spelman Doty

E. Facilities & Campus Planning – Mr. David S. Blitzer

F. Local, National and Global Engagement – Mr. Ramanan Raghavendran

G. Student Life – Mr. William P. Lauder

H. Penn Alumni Report – Mrs. Ann Reese

VIII. Appointments to Penn Medicine and Other Boards – David L. Cohen, Esq.

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IX. Adjournment

**University of Pennsylvania Board of Trustees
Meeting of the Executive Committee**

Thursday, May 13, 2021

MINUTES

A conference call meeting of the Executive Committee of the Trustees of the University of Pennsylvania was held at 2:46 p.m. on May 13, 2021.

Trustees present: David S. Blitzer, David L. Cohen, Lee Spelman Doty, Perry Golkin, Amy Gutmann, Alex Haidas, Andrew R. Heyer, Osagie O. Imasogie, Marc F. McMorris, Dhananjay M. Pai, Julie Beren Platt, and Ann Reese.

Administrators and other guests participating via conference phone: Lizann Boyle Rode, Craig R. Carnaroli, Russell Di Leo, Alisha George, Pam Grossman, J. Larry Jameson, Antoine Jones, Tracey Kelly, Jee He Kim, Julian Ledwell, Maleekah Love, Stephen J. MacCarthy, Kevin Mahoney, Alison McGhie, Medha Narvekar, Wendell E. Pritchett, Gregory S. Rost, Theodore Ruger, Lynne Sniffen, and Wendy S. White.

The complete text of the Resolutions passed in the course of the meeting are appended to this document and are to be considered part of the official record of this meeting.

Chair David Cohen welcomed everyone and called the meeting to order.

Chair's Report

Mr. Cohen urged everyone to join the University in celebrating Commencement for the Class of 2021 on Monday, May 17. Though attendance in Franklin Field will be strictly limited to the undergraduate class of 2021, the community can join virtually for this joyful occasion. Virtual Alumni Weekend events are set for Friday and Saturday, May 14 and 15.

As the first order of business, Mr. Cohen presented a Resolution to Transfer Ownership of the Crooked Nose Mask to the Mohegan Tribe of Indians of Connecticut in perpetuity. In 2000, this object was transported on loan from the Penn Museum to the Tribe, where it remains today. This resolution details the terms for its permanent transfer to the Tribe.

The following Resolution was approved (full Resolution text is appended):

- Action 1 Resolution to Transfer Ownership of the Crooked Nose Mask to the Mohegan Tribe of Indians of Connecticut in Perpetuity..... page 1

Nominating Committee Report

Mr. Cohen indicated that he was very pleased to put forward a resolution to elect Lee Doty as Vice Chair of the Board, adding that she has been an exemplary board member and that her thoughtful stewardship and loyalty on behalf of the University is incomparable. He expressed gratitude that she has agreed to take on this new role.

The following Resolution was approved (full Resolution text is appended):

Action 1	Resolution to Elect Lee Spelman Doty as Vice Chair of the Board of Trustees	page 7
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Ms. Doty thanked the board, adding that it is her deep honor to serve in this role.

President’s Report

President Gutmann indicated that the Penn community has done an extraordinary job navigating the pandemic, and that thanks to a combined team effort, Penn plans to return to in-person teaching, research, and campus living in Fall 2021. Widely available vaccines and campus safeguards enable the University to look forward with anticipation and hope, and hard work continues in planning for this momentous step.

She noted the recent announcement of the 27th Penn Integrates Knowledge University Professor, distinguished physician-scientist Kevin Johnson, who will hold appointments in Engineering and the Perelman School of Medicine. His pioneering work drives progress in patient care and health care system improvements, a perfect fit for Penn’s goals of maximum inclusivity and integration of knowledge for the good of all.

President Gutmann offered congratulations to the 2021 President’s Engagement and Innovation Prize winners, who proposed brilliant solutions for change, from life-giving resources in refugee camps to innovative tools for frontline healthcare workers. President’s Engagement winners are Elizabeth Carson Eckhard, Natalia Rommen, and Sarah Simon; Martin Leet and Leah Voytovich; and Christina Miranda and Amanda Moreno. The Innovation Prize winners are Aris Saxena and Yiwen Li; and Anthony Scarpone-Lambert.

She added that immunotherapy pioneer Carl June has received the \$1 million Sanford Loraine Cross Award for his groundbreaking work in CAR-T therapy. Penn also celebrates four new faculty elected to the National Academy of Sciences, and six faculty elected to the American Academy of Arts and Sciences.

President Gutmann then offered re-appointment resolutions for Deans Pam Grossman, Graduate School of Education, and Ted Ruger, Penn Carey Law School for terms July 1, 2022 through June 30, 2023. She praised their accomplishments at Penn, noting Dean Grossman’s inspiring vision, inclusive style, and strategic approach that over the past six-plus years have led Penn’s Graduate School of Education to preeminence. Of Dean Ruger, she noted that he has prioritized access, opportunity, and investment in future leaders. His leadership has created new pathways to public service while recruiting and retaining transformative legal thinkers.

The following Resolutions were approved (full Resolution text is appended):

Action 1	Resolution on Extension of the Appointment of Pam Grossman as Dean of the Graduate School of Education	page 8
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Action 2 Resolution on Extension of the Appointment of Theodore Ruger as Dean of the University of Pennsylvania Carey Law School page 9

Academic Report

Provost Wendell Pritchett announced that Karen Detlefsen has been appointed Vice Provost for Education, effective July 1. A Professor of Philosophy in the School of Arts and Sciences, with a secondary appointment in the Graduate School of Education, Dr. Detlefsen also chairs the Committee on Undergraduate Education in the College; is Founding Director of Penn’s Project for Philosophy for the Young; and serves as Affiliated Faculty of the Alice Paul Center for Research on Gender, Sexuality, and Women. A global scholar of early modern philosophy who has taught at Penn since 2001, her strong commitments to teaching and education, not only on campus but also in the Philadelphia community, make her the ideal partner as Penn charts the course for graduate and undergraduate education while emerging from the pandemic and in the years ahead.

The following Resolution was approved (full Resolution text is appended):

Action 1 Resolutions on Faculty Appointments and Promotions.....Appendix

Financial Report

Reporting on the nine-month period ending March 31, 2021, Executive Vice President Craig Carnaroli noted that total net assets for the Consolidated University increased \$4.0 billion to \$22.9 billion, an increase of 21.4% from one year ago. Much of this is attributable to the growth and strong performance in the financial markets. The change in net assets from operations reflected an increase of \$530 million, \$211 million, or 66.0% above the prior year. Despite notable impacts related to COVID-19, the University finds itself in a strong position.

For the Academic Component, the change in net assets from operations for the University reflected an \$8 million decrease versus a \$7 million decrease in the prior period. That change reflects several unusual transactions, including a \$95 million accrual related to the Special Faculty Incentive Allowance Plan and COVID-related revenue disruptions in tuition, fees, and room and board totaling \$154 million. This is offset by \$85 million in travel and entertainment expense savings and \$44 million in income generated by the Trustee approval to temporarily increase the targeted endowment spending rate from 5.0% to 7.0%.

Capital expenditures totaled \$220 million as of March 31, 2021, primarily attributable to the New College House West, Wharton Academic Research Building and Substation, and Tangen Hall.

For the Health System, the change in net assets was \$457 million inclusive of \$200 million US Health and Human Services CARES Act funding. Excluding that, operating income was \$27 million below prior year. Adjusted admissions of 203,905 through nine months were 3.3% below budget and 6.1% below the prior year as the second wave of COVID-19 activity declined over the third quarter and non-COVID activity resurged.

Capital expenditures totaled \$447 million, primarily attributable to the New Patient Pavilion, Radnor Outpatient Center, and the Chester County Inpatient Tower project.

Penn Medicine Report

Executive Vice President for the Health System and Dean of the Perelman School of Medicine Dr. J. Larry Jameson announced that among those elected to the National Academy of Sciences are Drs. Celeste Simon and Marisa Bartolomei. Dr. Simon is a leader in the Abramson Cancer Center. Dr. Bartolomei is co-director of the Penn Epigenetics Institute. Dr. Kathy High, the third Perelman School of Medicine inductee, is an emeritus professor of pediatrics, who continues to have tremendous success as a gene therapy leader. Drs. Sarah Tishkoff, an innovator in equitable genomics research, Ken Zaret, who leads the Institute of Regenerative Medicine, and Stanley Plotkin, an emeritus professor of pediatrics who is well known for his vaccine research were inducted to the American Academy of Arts and Sciences.

Dr. Jameson concluded by noting that next week, 156 MD students and 112 Ph.D. students will graduate from the Perelman School of Medicine, demonstrating their remarkable resilience over the challenges of the past year.

Budget & Finance Committee

Chair Dhananjay M. Pai indicated that the Committee had received a financial review on the University and Health System’s financial results for the nine months ended March 31, 2021.

Vice President of Finance and Treasurer MaryFrances McCourt reported on the Financial Wellness Initiative, which aims to enhance students’ financial well-being by providing personal finance education, tools, and resources. The program offers workshops and peer counseling to guide undergraduate and graduate students in setting financial goals and making informed decisions. Mr. Pai added that the level of student loan takers among need-based grant aid recipients is 25% of those who took loans in FY04, a testament to the impact of Penn’s institutional grant-based financial aid.

Dawn Bonnell, Senior Vice Provost for Research, presented on research and commercialization at the University. Research at Penn led to a breakthrough in the development of the Moderna and Pfizer vaccines for COVID-19, with mRNA technology developed 15 years ago at Dr. Drew Weissman’s lab, in collaboration with fellow Penn scientist Dr. Katalin Kariko. Research awards continue to grow despite the pandemic, totaling nearly \$1.3 billion in FY20 and comprised of 71% federal, 16% corporate, 10% foundations/non-profits, and 3% other awards. Commercialization revenue also continues an upward trend, reflecting a transition from milestone-dominated to balanced revenues and a robust pipeline in place.

As recommended by the Committee, the following Resolution was approved (full Resolution text is appended):

- Action 1 Resolution to Authorize New Data Science Building Construction Documents and Early Construction Packages for an Additional \$6,150,000 (Total Revised Budget of \$11,850,000)page 10

Adjournment

There being no further business to conduct, the meeting was adjourned at 3:05 p.m.

Respectfully submitted,

A handwritten signature in black ink that reads "Medha Narvekar". The signature is written in a cursive, flowing style.

Medha Narvekar
Vice President and University Secretary

University of Pennsylvania Board of Trustees
Winter Stated Meeting

Friday, February 26, 2021
12:30 to 1:30 PM

Minutes

The Winter Stated Meeting of the Trustees of the University of Pennsylvania was convened at 12:30 p.m. via video conference.

Trustees present: Laura J. Alber, Bonnie Miao Bandeen, Michael L. Barrett, Brett H. Barth, Adam K. Bernstein, David S. Blitzer, Scott L. Bok, William P. Carey II, Gilbert F. Casellas, Gloria Twine Chisum, David L. Cohen, Lee Spelman Doty, Connie K. Duckworth, Alberto I. Duran, David Ertel, Christopher H. Franklin, Michael F. Gerber, Perry Golkin, James H. Greene, Vahan H. Gureghian, Amy Gutmann, Janet F. Haas, Alex Haidas, Andrew R. Heyer, Stephen J. Heyman, Osagie O. Imasogie, Lynn Jerath, James C. Johnson, Susanna E. Lachs, Andrea Berry Laporte, William P. Lauder, Robert M. Levy, Catherine M. Lyons, Patricia Martín, Kenneth D. Moelis, Dhananjay M. Pai, Cheryl Peisach, Kevin S. Penn, Egbert L. J. Perry, Julie Beren Platt, Michael J. Price, Ramanan Raghavendran, Ann Reese, James S. Riepe, Katherine Stein Sachs, Adele K. Schaeffer, Alan D. Schnitzer, Julie Breier Seaman, Stacey G. Snider, Robert M. Stavis, Richard W. Vague, Jill Topkis Weiss, and Mark B. Werner.

Administrators and other guests present: Alena Abrosimova, Bill Andresen, Mark R. Bendas, Elise Betz, Eugenie Birch, Victoria Borlase, Craig R. Carnaroli, Paul Caroline, Rhonda Cates, Paula Clark, Lisa Deming, Russell Di Leo, Debra Dionis, Douglas Frye, Pamela Gallo, Alisha George, Matthew Geraghty, Tyler Harris, John J. Heuer, Charles Howard, J. Larry Jameson, Antoine Jones, Tracey Kelly, Kathy Kruger, Julia K. Ledwell, Trevor C. Lewis, Stephen J. MacCarthy, Kevin Mahoney, MaryFrances McCourt, Alison McGhie, Joann Mitchell, Thomas Murphy, Medha Narvekar, Ben Nussdorf, Jed Nussdorf, Melanie Nussdorf, Maryann O'Leary Salas, Anne Papageorge, Gregory Pellicano, Wendell E. Pritchett, Pascal Rathle, Lizann Boyle Rode, Gregory S. Rost, Maureen Rush, Mary Seng, Kathleen Anderson Shields, Lynne Sniffen, Flavia Teles, Susan Wachter, F. Hoopes Wampler, Keren M. White, Wendy S. White, Beth Winkelstein, Marie D. Witt, and John H. Zeller.

The complete texts of all Resolutions passed in the course of the meeting are appended to this document and are to be considered part of the official record of this meeting.

Call to Order

Chair David L. Cohen called the meeting to order. Vice President for Social Equity and Community and University Chaplain Reverend Charles Howard provided the invocation. The minutes of the November 13, 2020 and December 10, 2020 meetings of the Trustees were approved as distributed.

Chair’s Report

Mr. Cohen read excerpts from a Memorial Resolution. When Larry Nussdorf, W’68, received Penn Alumni’s highest honor, the Alumni Award of Merit, in 2010, the presenter was none other than his wife, Melanie Nussdorf, CW’71, a winner of the same award. “Penn engages and energizes him,” she explained, “it enlightens and enlivens his view of the world.”

He served on the Trustees’ Audit & Compliance and Facilities & Campus Planning Committees and was a member and former Vice Chair of the Graduate School of Education Board of Advisors. His most enduring impact came as a founding member of the Advisory Board for Penn’s Institute for Urban Research (Penn IUR).

Larry and Melanie established the Nussdorf Endowed Scholarship for undergraduates and the Melanie and Lawrence Nussdorf Endowed Scholarship in the School of Nursing. They also provided valued support to Penn IUR, Penn Engineering, and the Graduate School of Education. In 2004, Clark Enterprises established the Lawrence Nussdorf Professorship in Urban Research and Education and the A. James Clark Scholars Program in Penn Engineering, the largest one-time gift for undergraduate support in Penn’s history.

Following a moment of silence, Mr. Cohen acknowledged Larry’s wife Melanie and sons Jed and Ben in attendance. On behalf of her family, Mrs. Nussdorf thanked everyone, saying that Larry would have been flattered and honored by this recognition. He was grateful to Penn for all he learned and for all the people who became dear friends. She added that his connection and loyalty to Penn never wavered and her family was proud that Penn had loved him right back.

Mr. Cohen then presented Resolutions to elect Lynn Jerath to the Penn Investment Board and to Amend the Bylaws of Penn Medicine Regarding Chair, Vice Chair, and School of Nursing Board of Advisors Terminology.

The following Resolutions were approved (full Resolution texts are appended):

- Action 1 Memorial Resolution for Lawrence C. Nussdorf..... page 1
- Action 2 Resolution to Elect Lynn Jerath to the Investment Board page 3
- Action 3 Resolution to Amend the Bylaws of Penn Medicine Regarding Chair, Vice Chair, and School of Nursing Board of Advisors Terminology page 4

Vice Chair’s Report

Vice Chair Scott Bok presented a Resolution to amend the Statutes to strengthen the University governance structure by allowing for the possibility that the Chair of the Board may continue Trustee service for an additional year upon stepping down as chair, notwithstanding the ten-year limit on charter service.

The following Resolution was approved (full Resolution text is appended):

- Action 1 Resolution to Amend the Statutes of the Trustees of the University of Pennsylvania page 5

President’s Report

President Gutmann indicated that nearly 3,000 undergraduates moved onto Penn’s campus for the spring semester, the majority of whom are first-year students. For many, move-in was their first time to see the campus in person. She added that it had been uplifting to walk across campus, seeing student life stirring and students smiling through their masks. This latest step toward the goal of a normally operating campus is encouraging, and she expressed gratitude to the many staff, Penn community members, and families who helped make it possible and safe. President Gutmann stressed the importance of continuing to vigilantly observe all health protocols in the Student Campus Compact and added that those living and working on campus have responded well.

She added another encouraging sign for the University in that applications for admission to the Class of 2025 totaled a record-shattering 55,993, the largest pool in Penn history and a 34 percent increase from last year. She also announced with pleasure that Whitney Soule will be Penn’s new Vice Provost and Dean of Admissions effective July 1. Ms. Soule’s vision, her philosophy, and her proven track record of inclusive and innovative admissions leadership will position Penn even more strongly for the future. She thanked Interim Dean of Admissions John McLaughlin for his excellent work during these last months.

Though difficult to select just one highlight of the work of the Perelman School of Medicine and Penn Medicine, particularly in light of contributions during the pandemic, President Gutmann indicated that all at Penn congratulated Dr. Carl June, the Richard Vague Professor in Immunotherapy, who has been named one of the 2021 Dan David Prize laureates. She added that he was recognized in the most appropriate “future” category, as his pioneering work is transforming the face of medicine and the prospects of patients around the world.

President Gutmann then presented a Resolution to Extend the Appointment of J. Larry Jameson, Executive Vice President of the University of Pennsylvania for the Health System and Dean of the Perelman School of Medicine, effective July 1, 2023, through June 30, 2025. Noting his superb contributions in this role, she expressed her gratitude for his leadership and consummate University citizenship.

The following Resolution was approved (full Resolution text is appended):

- Action 1 Resolution on Extension of the Appointment of J. Larry Jameson as Executive Vice President of the University of Pennsylvania for the Health System and as Dean of the Perelman School of Medicine page 6

Academic Report

Provost Wendell Pritchett reported that Dr. Christopher Woods has been named the new Williams Director of the Penn Museum of Archaeology and Anthropology beginning April 1.

Dr. Woods is the John A. Wilson Professor of Sumerology at the University of Chicago and Director of the Oriental Institute, one of the world’s leading centers for interdisciplinary research on Near East civilizations. An eminent museum director who is also a distinguished scholar, he is the ideal leader to help us shape the Museum’s educational and research missions in the years to come.

The following Resolution was approved (full Resolution text is appended):

Action 1 Resolution on Faculty Appointments and PromotionsAppendix

Financial Report

Executive Vice President Craig Carnaroli reported on the six-month period ending December 31, 2020. For the Consolidated University, total net assets were \$21.6 billion, an increase of \$1.5 billion driven largely by the favorable performance in the financial markets. The change in net assets from operations reflected an increase of \$388 million, largely driven by the US Health and Human Services (HHS) CARES Act funding, which contributed \$200 million for the Health System.

For the Academic Component, the change in net assets from operations reflected a \$36 million decrease versus a budgeted decrease of \$62 million. The change in net assets includes \$95 million in expenses relative to the Special Faculty Incentive Allowance Plan and COVID-related disruptions, \$48 million in tuition and fees, and \$47 million in room and board, offset by \$61 million in travel and entertainment savings and \$29 million income generated by the temporary increase in the targeted spending rate.

Capital expenditures totaled \$159 million with notable projects including the New College House West, Wharton Academic Research Building and Substation, the Venture Lab at Tangen Hall, the University Meeting and Guest House, and renovations to the Pennovation Works Lab and Franklin Field.

Turning to the Health System, the change in net assets in operations was \$356 million, inclusive of HHS CARES Act funding. Adjusted admissions of approximately 137,000 were 2.9% above budget, but 7.3% below prior year. Capital expenditures totaled \$264 million and were predominantly attributed to the New Patient Pavilion opening in October 2021, the outpatient center at Radnor, and the Chester County inpatient program.

Penn Medicine Report

Dr. Jameson expressed his appreciation of the trust placed in him by the University administration and Board. He acknowledged the peerless work of the School of Dental Medicine under Dean Mark Wolff and the community impact and research of the first-ranked Nursing School in the world, Penn’s School of Nursing.

He stated that Penn Medicine has been actively adapting to the pandemic, including testing for patients, faculty, staff, and students. New testing platforms being expanded at Penn Medicine Rittenhouse will ensure robust surveillance testing for the entire University community. In addition to providing SARS-CoV-2 vaccines in accordance with guidelines and as the supply is

available, Penn Medicine is actively sequencing positive samples to identify new strains of the virus.

Dr. Jameson highlighted examples of Penn Medicine's continuing missions despite the challenges of the pandemic, including this week's symposium marking the 10th anniversary of the Orphan Disease Center under the direction of Dr. James Wilson. This Center has made tremendous progress, with nine major commercial alliances and greater than 25% annual growth in research in each of the last five years. He also noted that Penn Medicine is poised to lead in the development of mRNA therapeutics, which will likely rival cell and gene therapy for impact in the next decade. This new frontier has been accelerated by the success of the Pfizer and Moderna vaccines, which relied on breakthroughs in mRNA biology pursued by Dr. Drew Weissman and Dr. Katalin Kariko at Penn. Beginning next month, Dr. Weissman and distinguished faculty colleagues will offer a free online course on the future of mRNA vaccines.

Academic Policy

Chair David Ertel noted that the Academic Policy and Ad Hoc Diversity committees met jointly to learn about programs to advance the academic success of Penn students from first-generation, low-income, under-resourced, and other historically underrepresented backgrounds. He stressed the University's strong commitment of resources to support these students, thereby understanding how to better support and engage all Penn students.

The Pre-Freshman Program, which brings about 180 students to campus for four summer weeks before beginning their Penn experience, provides academic training, support services, and social activities. The program was successfully held online last year. Penn's Center for Teaching and Learning helps advance equity and inclusion in the classroom through programs including departmental workshops, individual faculty consultations, a mini-course for graduate students and post-docs, and a year-long faculty seminar.

The College of Arts and Sciences is actively putting these principles into practice. Focusing first on introductory courses in science, technology, engineering, and math, the Gateway Science Teaching Initiative provides practical support and coaching for faculty members, including best practices for equity and inclusion in the classroom. These initiatives are now being expanded to the humanities and social sciences.

Audit & Compliance

Chair Ann Reese indicated that Trustee Jaime Greene had provided a report to the Committee on the meeting of the Penn Medicine Audit and Compliance Committee held on February 10, 2021.

The Committee received several briefings and updates, including Vice President Greg Pellicano on the activities of the Office of Audit, Compliance and Privacy; Comptroller Russell Di Leo on significant transactions for the University and the Health System for the first six months of the fiscal year; Vice President for Finance and Treasurer MaryFrances McCourt on the results of the PricewaterhouseCoopers (PwC) Uniformed Guidance Audit; and PwC Partner Jeff Williams on the Fiscal Year 2021 Audit Engagement Plan and the results of their Second Quarter Review. University Chief Information Security Officer Nick Falcone also provided a briefing on the state of IT Security.

As recommended by the Committee, the following Resolution was approved (full Resolution text is appended):

Action 1	Resolution on the Engagement of the Independent Accountant for Fiscal Year 2021.....	page 7
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Budget & Finance

Chair Dhananjay M. Pai indicated that the Committee had received a financial review on the University and Health System’s financial results for the six months ended December 31, 2020. Vice President for Budget Planning & Analysis Trevor Lewis presented the University’s recommendation for changes to undergraduate tuition and fees for the academic year 2021-2022: a 2.8% increase for undergraduate tuition and total charges, including include tuition, fees, and room and board, of \$79,014 for Academic Year 2021-2022. The undergraduate financial aid budget for 2021-2022 will total approximately \$259 million, a 7.4% increase over the current year projection. Over the past thirteen years, financial aid has had an average annual growth rate of 7.4%, nearly twice the growth rate of total charges.

Dean of Penn Dental Medicine Mark Wolff provided an update on the School. He discussed the School’s mission and vision statement, to transform global oral health and well-being through exceptional clinical care, innovation, education, and research. The School’s revenue totaled \$106 million in FY20, outpacing expenses by \$2.9 million despite the impact of COVID on clinical revenue and increased PPE expenses. The School generated \$16.4 million in sponsored research revenue in FY20, with collaborative clinical and translational research across multiple departments and schools.

As recommended by the Committee, the following Resolutions were approved (full Resolution texts are appended):

Action 1	Resolution to Authorize Tuition, Fees, & Other Student Charges for Academic Year 2021-2022	page 8
Action 2	Resolution to Authorize Vagelos Laboratory for Energy Science and Technology Construction Documents and Early Procurement for an Additional \$15,075,000 (Total Revised Budget of \$22,600,000)	page 9
Action 3	Resolution to Authorize Boathouse Renovations in the Amount of \$13,500,000	page 10
Action 4	Resolution to Authorize Sansom Place West Interior and Utility Infrastructure Improvements in the Amount of \$10,000,000	page 11
Action 5	Resolution to Authorize Franklin Field Concrete Restoration Phase 4 in the Amount of \$9,700,000	page 12
Action 6	Resolution to Authorize Steinberg Conference Center Mechanical, HVAC and Façade Upgrades in the Amount of \$7,500,000	page 13

Development

Chair Lee Spelman Doty indicated that President Gutmann remarked on the success of *The Power of Penn* Campaign, emphasizing the excellent virtual engagement this past fall, particularly the 1,500 households who participated in the December virtual *Engaging Minds* event. President Gutmann also highlighted a bequest to Penn Dental in memory of Dr. Arthur Corby, Dental Class of 1917, by his daughter Carol Corby Walker, CW'58. The bequest will provide permanent funding to give the dean the flexibility to deploy resources to critical areas now and respond to emerging future challenges and opportunities.

John Zeller, Senior Vice President for Development and Alumni Relations, detailed year-to-date fundraising results, and *The Power of Penn* Campaign progress, and outlined strategies and plans for the final months. Robert M. Levy, Campaign Chair, commented on the strength of the performance on many fronts, including in raising gifts of \$1 million or more, and shared examples of recent donors who have made significant gifts.

Facilities & Campus Planning

Chair David S. Blitzer reported on presentations the Committee received. David Meaney, Senior Associate Dean at Penn Engineering, introduced the Data Science Building, a new academic and research building that will house instructional laboratories, research centers, mixed-use classrooms, a 200-seat auditorium, and administrative space. The six-story \$117 million building at the corner of 34th and Chestnut Streets will feature interior mass timber, a sustainable material new to campus.

Marie Witt, Vice President for Business Services, introduced the \$200 million renovation of the Quadrangle, which will take place over six consecutive summers starting in 2022. Built between 1895 and 1929, with a major expansion between 1950 and 1954, the 520,000 gross square foot building includes three College Houses, housing 1,450 first-year students. The project will restore the building's historic envelope, replacing about 1,600 windows, and providing masonry restoration and new roofing. Interior renovations will include new bathrooms, comprehensive bedroom finish improvements, HVAC, and common area upgrades. The last major renovation of the Quadrangle was in 2002.

Ms. Witt also introduced the \$29.8 renovation of Stouffer College House at 38th and Spruce Streets. Built in 1972, the 130-bed, 52,000 square foot College House will be modernized and include new student bedrooms, bathrooms, and common areas. The project will restore the façade and feature lounges facing out towards the street. A new elevator will be installed, and the multi-level interior will be made accessible via a series of new ramps.

Local, National, and Global Engagement

Chair Ramanan Raghavendran summarized a presentation from Executive Vice President Carnaroli on data from the University's most recent report on the significant economic impact Penn has locally, regionally, and statewide, and the invaluable social impact that Penn generates for Philadelphia residents and communities. In Philadelphia, the \$15.5 billion of Penn-generated economic activity translates to \$42 million per day, and more than 80,000 jobs, equivalent to one-in-nine Philadelphians employed. Penn's \$276 million in annual city tax revenue represents 6% of the City's general fund. Penn expended \$46 million and saw 15,600 faculty, students, and

staff engage in 344,000 hours of civic activity with programs in public education, health, and community development, which ultimately affected the quality of life for 718,000 Philadelphians.

Ezekiel Emanuel, Vice Provost for Global Initiatives, and Nigel Cossar, Director of Penn Abroad, spoke about how Penn Global shifted to virtual education and internships to continue ensuring opportunities for meaningful global engagement during the pandemic, the shuttering of program offerings abroad, and very real safety concerns. They envision a resumption of core Penn Abroad programming phased-in during the fall of 2021. Positive initial student feedback supports offering both virtual and physical global experiences in programming going forward.

Ira Harkavy, Founding Director of the Netter Center for Community Partnerships, reported that despite the pandemic, the Center has been able to continue its valuable work. Academically Based Community Service, ABCS, offers Penn students about 75 courses every year in up to 30 different disciplines. An important focus is with University Assisted Community Schools to provide academic, human, and material resources to eight schools in West Philadelphia, which serve 3,700 K-12 students. The Netter Center's profound impact in West Philadelphia is a very visible symbol of Penn's deeply felt commitment to its local community.

Student Life

Chair William P. Lauder summarized discussions on parent programming and communications and academic support and disability accommodations. Penn Parents program events last summer resulted in higher attendance and participation than when these events took place in person. For the first time, online programs offered the opportunity to interact with individual undergraduate schools and deans. Families could also experience real classes taught by esteemed faculty, dispelling myths about online learning.

The Committee also learned about the work of the Weingarten Center, Penn's hub for Learning Resources, Disabilities Services, and Tutoring for undergraduate, graduate, and professional students. Penn is unique among peers in having such a robust, central, full-service approach to delivering these essential supports. Weingarten held more than 1,000 virtual appointments and 156 workshops last fall, reaching students across the globe. Disabilities Services provides personalized plans including notetaking and speech-to-text technology. In the fall semester alone, Weingarten staff accommodated 1,500 exams. The Center also employs nearly 300 students as paid tutors, offering 8,000 hours of assistance to their peers last semester.

Concerning student life, more spaces such as Pottruck and Van Pelt are opening for student use, as COVID cases decline. Spring Break has been reimagined as a time to rest, recharge, unplug, and build community, and the Committee appreciated hearing about creative event planning since students have been implored to stay on campus and not travel.

Penn Alumni Report

Penn Alumni President Ann Reese indicated that the Alumni Trustees learned about the 100% virtual May Alumni Weekend and its robust programs being planned. Plans are in place to reschedule in-person reunions from both 2021 and last year's 2020 classes together for the best Alumni Weekend ever in 2022. Executive Director of Alumni Relations Elise Betz and Director

of Multicultural Outreach and Penn Spectrum Programs Marvin Rocha walked the group through the strategies and programs to identify, cultivate, and create diverse and inclusive Penn Alumni Leadership pipelines. Particular note was made of how in recent years the James Brister Society has served as an effective, active, and productive way to engage diverse leaders and to ascend them into advanced positions at all levels of the University. Mrs. Reese asked everyone to assist in identifying and building relationships with more diverse alumni, from both undergraduate and graduate schools as the next generation of leaders at Penn.

Appointments to Penn Medicine and Other Boards – David L. Cohen, Esq.

The following Resolutions were approved (full Resolution texts are appended):

Action 1 Resolution to Re-appoint Alan Waxman to the Board of Advisors of the School of Arts and Sciences page 14

Action 2 Resolution to Appoint Lincoln C. Singleton to the Board of Advisors of the Annenberg Center for the Performing Arts page 15

Action 3 Resolution to Reappoint Louis A. Matis, M.D. of the Penn Medicine Board as Term Member page 16

Action 4 Resolution to Appoint Stacey J. Mobley, Esq. to the Penn Medicine Board as Term Member page 17

Action 5 Resolution to Appoint Joseph R. Zebrowitz, M.D. as an Emeritus Member of the Penn Medicine Board page 18

Action 6 Resolution to Appoint Kate Lee to the Board of Trustees of the University of Pennsylvania Press page 19

Action 7 Resolution to Appoint Abigail R. Kazam to the Board of Advisors of the School of Veterinary Medicine page 20

Action 8 Resolution to Confirm the 2021 Slate of The Wistar Institute Board of Trustees page 21

The meeting was adjourned at 1:19 p.m.

Respectfully submitted,



Medha Narvekar
Vice President and University Secretary

Resolution to Elect Scott L. Bok as Chair of the Board of Trustees

RESOLVED, that Scott L. Bok be elected Chair of the Board of Trustees of the University of Pennsylvania, effective July 1, 2021 through June 30, 2022.

Scott L. Bok, C'81, W'81, L'84, is chairman and chief executive officer of Greenhill & Co., Inc., an independent investment bank that he joined as a managing director in 1997, shortly after its founding. Listed on the New York Stock Exchange, Greenhill focuses on providing financial advice globally on significant mergers, acquisitions, restructurings, and financings to corporations, partnerships, institutions, and governments.

Before joining Greenhill, Mr. Bok was a managing director in the mergers, acquisitions and restructuring department of Morgan Stanley, where he worked from 1986 to 1997, based in New York and London. From 1984 to 1986, he practiced mergers and acquisitions and securities law at Wachtell, Lipton, Rosen & Katz in New York.

Mr. Bok serves as a member of the Board of Directors of Greenhill and the Board of Trustees of the American Museum of Natural History. A strong advocate of education equality, he is chair of the board of Prep for Prep, a New York-based organization that focuses on educational opportunities for students of color through college preparation, as well as support through college. He has also served on the board of the Chapin School in New York.

Since first becoming a Penn trustee in 2005 and following 10 years of service as a term trustee, Mr. Bok was elected a charter trustee in 2016. He currently serves as vice chair of the Board and has been on the Investment Board since 2016. His committee service includes the Executive, Audit & Compliance, Academic Policy, Compensation, Development and Nominating committees.

He has also served on the Board of Advisors for the School of Arts & Sciences and the Board of Governors for the Lauder Institute of Management & International Studies. Mr. Bok also offered his volunteer leadership on both the *Making History* and *Power of Penn* fundraising campaign steering committees.

The Bok Family has generously supported the University in many ways, including the School of Arts & Sciences and Kelly Writers House.

As an undergraduate, Mr. Bok was active with *The Daily Pennsylvanian* student newspaper and was appointed as student liaison to the Board of Trustees. He was an editor of the law review at Penn Carey Law School. He is married to Roxanne Bok C'81, who serves as a member of the Board of Advisors of the School of Veterinary Medicine, and they are the parents of Elliot, W'17 and Jane, C'22.

Resolution of Appreciation for David L. Cohen and to Re-elect as Charter Trustee

David has long offered that his own education was the founding cornerstone of his singular career achievements and accomplishments in civic and charitable engagement. There would be no argument given on that point from the Penn Carey Law School, where he graduated *summa cum laude* in 1981 and was executive editor of the Penn Law Review, following triple-major undergraduate studies at Swarthmore College.

However, David's great success as Chair of the Board of the Trustees of the University of Pennsylvania for these past twelve years also bears out a lifelong cultivation of personal talents. Analytical by nature, straight-forward at all times, a team-builder with a prodigious capacity for detail, he has led the Board through a time of exponential growth for the University.

David has fostered progress on critical initiatives as varied as educational access, state-of-the-art facilities, world-changing discovery and innovation, and scholarly diversity. In his tenure, the University has developed and grown exceptional life-changing efforts such as all-grant undergraduate financial aid, first generation programs, and a two-year residential experience in tandem with expanded interdisciplinary academic opportunity. Even the distancing challenges of an extended pandemic did not hinder the University's progress in path-breaking education, life-saving research, healing, and service, nor the spectacular success of its just-ending *Power of Penn* campaign.

First a Penn Trustee in 2001, David soon offered his expert guidance as the inaugural Chair to the newly organized Board and Executive Committee of Penn Medicine, refining its reputation as a world-class institution for health care and discovery. Then, in 2009 he began his tenure as Chair of the Penn Trustees and its Executive Committee.

It is no surprise that David sharing his talents for leadership roles across many organizations in no way diminished his energy for community service or its impact. Indeed, the University's own outreach has found strength through his dedication. The exceptional range of David's civic engagement spans a multitude of organizations and causes including the Board of the Greater Philadelphia Chamber of Commerce, Chair of the Philadelphia Theatre Company, the United States Semiquincentennial Commission, and the national boards of City Year and the National Urban League. The innumerable honors and awards for his public service simply cannot be given proper justice here.

David's much chronicled career in Philadelphia began as a partner, then Chair, of the venerable Ballard Spahr Andrews & Ingersoll, LLP. He served as Chief of Staff to the Honorable Edward G. Rendell, Mayor of Philadelphia, playing a critical role at a profound turning point in the history of the city. In 2002, he joined Comcast, now Comcast NBC Universal, one of the world's largest telecommunications and media organizations. For many years David was its Senior Executive Vice President, leading a broad portfolio. He also served as Comcast's first Chief Diversity Officer, spearheading programs to conquer economic barriers to vital computer and Internet access and developed skills training programs and assistive technology. Today, he is Senior Advisor to the CEO of Comcast.

David and his wife, Rhonda R. Cohen (L'80), have been generous supporters across the University for many years. In 2017, the Rhonda R. and David L. Cohen University Professorship was established as part of the Penn Integrates Knowledge Initiative, to foster interdisciplinary scholarship with a joint appointment in the Penn Carey Law School.

Always eager to garner a deeper understanding of the University, David has often spoken of his admiration of Penn's amazing faculty and students, greatly enjoying interaction whenever possible. This admiration is entirely mutual, from all corners of the University.

In recognition of his tireless dedication to Penn and his indelible impact upon the good work of the University, its community and beyond, on May 17, 2021 the Trustees of the University awarded David its highest acclamation, an Honorary Doctor of Laws degree.

RESOLVED, that the Trustees of the University of Pennsylvania, on behalf of themselves, the administration, faculty, students, and alumni of the University, extend their deep gratitude and thanks for David L. Cohen's most distinguished service as Chair of the Board of Trustees. Moreover, we greatly look forward to continuing to benefit from the good counsel, dedication, and enthusiasm that have been the hallmarks of his work as chair, as well as his deep affection for the University.

FURTHER RESOLVED, that David L. Cohen be re-elected a Charter Trustee, effective July 1, 2021 to June 30, 2022, to serve in accordance with Article 2.2 (b) of the Statutes of the Trustees of the University of Pennsylvania.

Resolution to Elect the Executive Committee

RESOLVED, that the following Trustees be elected members of the Executive Committee for one-year terms effective July 1, 2021: Scott L. Bok, (chair), David Blitzler, David L. Cohen, Amy Gutmann (ex officio), Andrew R. Heyer, Osagie O. Imasogie, Marc F. McMorris, Dhananjay M. Pai, Julie Beren Platt, Andrew S. Rachleff, Ann Reese, and Alan D. Schnitzer.

FURTHER RESOLVED, that Lee Spelman Doty, (vice chair), be elected a member of the Executive Committee from July 1, 2021 through March 4, 2022.

Resolution to Elect the Investment Board

RESOLVED, that the following persons be elected members of the Investment Board of the Trustees of the University of Pennsylvania for a term of one-year, effective July 1, 2021, and until their successors are elected or appointed and qualified: David S. Blitzer, Scott L. Bok (ex officio), Amy Gutmann (ex officio), Lynn Jerath, Marc F. McMorris (vice chair), Dhananjay M. Pai, Andrew S. Rachleff (chair).

Resolution to Re-elect Marc Rowan as Term Trustee

RESOLVED, that Marc Rowan, W84, WG85, be re-elected to a five-year term as Term Trustee, effective October 27, 2021.

Marc Rowan (W'84, WG'85) is Co-Founder and CEO of Apollo Global Management, Inc., a leading alternative asset manager focused on contrarian and value-oriented investments across private equity, credit-oriented capital markets and real estate.

Mr. Rowan currently serves on the boards of directors of Apollo Global Management, Inc., Athene Holding Ltd. and Athora Holding Ltd.

An active philanthropist, Mr. Rowan is a founding member and Chair of Youth Renewal Fund and Vice Chair of Darca, Israel's top educational network operating 40 schools with over 22,000 students throughout Israel's most diverse and under-served communities. He also serves on the board of OpenDor Media, a digital media company centered on engaging Jewish and Israel content. He is an Executive Committee member of the Civil Society Fellowship, a partnership of ADL and the Aspen Institute, designed to empower the next generation of community leaders and problem solvers from across the political spectrum. He also serves on the boards of, inter alia, several technology-oriented venture companies.

At Penn, Mr. Rowan is Chair of the Wharton Board of Advisors and was previously a member of the Wharton Undergraduate Executive Board. He is involved in public policy and is an initial funder and contributor to the development of the Penn Wharton Budget Model, a nonpartisan research initiative which provides analysis of public policy's fiscal impact. Mr. Rowan and his wife Carolyn generously support the Wharton Public Policy Initiative and in 2009 established the Rowan Family Foundation Chair at the Wharton School. Mr. Rowan graduated *summa cum laude* from the Wharton School with a BS and an MBA. Mr. Rowan and his wife, Carolyn, have four children, Zachary, W'18, Joshua, W'17, Andrew, W'21 and Charlotte.

Resolution to Elect Harlan M. Stone as Term Trustee

RESOLVED, that Harlan M. Stone be elected to a five-year term as Term Trustee effective June 11, 2021.

Harlan Stone (C'80) is CEO of HMTX Industries LLC, a global leader in the flooring industry with specific focus on innovative solutions for business and homeowners across all segments of the market. At the helm of a four generations family-run business, Mr. Stone brings both the unique experience and foresight that has earned him a reputation as a transformational industry leader.

When he joined the company over forty years ago, sales were less than one million dollars a month. Today, this portfolio of companies brings in nearly \$75 million in sales every month.

Despite the challenges of running one of the largest LVT (Luxury Vinyl Tile) enterprises in the world, Mr. Stone is steadfast in his advocacy of social justice, sustainability, and transparency.

In 2018, The Business Intelligence Group named him a Sustainability Hero in their Sustainability Awards program. Recognized as an industry leader, he spearheaded the development of the Multilayer Flooring Association (MFA). Since merging with the Resilient Floor Covering Institute (RFCI), he leads its Multilayer Flooring Advisory Committee (MFAC).

Mr. Stone serves on the National Board of Directors of the I Have a Dream Foundation, where he chairs the Communications Committee. He also serves on the Asia Pacific Development Council for Habitat for Humanity.

At Penn, Mr. Stone is on the Board of Advisors of Penn Engineering, where he also chairs its Academic Life Committee and the Technical Advisory Board. He also serves on the Innovation Advisory Council for the Abramson Cancer Center at Penn Medicine. Mr. Stone has been a generous supporter of Penn Engineering, especially its new Data Science building, as well as Penn Medicine and the Abramson Cancer Center.

**Resolution to Reappoint Vijay Kumar as Dean of the
School of Engineering and Applied Science**

RESOLVED, that Vijay Kumar be reappointed as Dean of the School of Engineering and Applied Science, effective July 1, 2022 through June 30, 2027.

Resolution to Appoint Craig R. Carnaroli as Senior Executive Vice President

RESOLVED, that Craig R. Carnaroli be appointed Senior Executive Vice President effective June 11, 2021.

Craig R. Carnaroli has been a consummately collaborative and strategic leader, whose successful teamwork has elevated every part of the University. Mr. Carnaroli has been shaping Penn's physical campus, financial strength, and operational efficiency since 2004. As Executive Vice President, Mr. Carnaroli has served as the chief financial and administrative officer for the University. His wide-ranging portfolio includes nine distinct business functions: audit, compliance, and privacy; budget planning and analysis; business services; facilities and real estate services; finance; human resources; investments; information systems and computing; and public safety.

Mr. Carnaroli has played a leadership role in the University's transformative growth, which prominently includes the development of the Penn Connects Plan, now completing its 3.0 phase, and the management of Penn's stronger-than-ever financial position. During his tenure at Penn, Mr. Carnaroli has led a wide range of initiatives to support Penn's operations, among them: enhancing the University's long-term credit ratings; increasing student financial aid; implementing a long-range plan to reduce Penn's carbon footprint; developing new housing and dining amenities; planning Penn's campus with a 30-year horizon by adding several hundred-thousand square-feet of new facilities; and overseeing neighborhood initiatives in support of community and economic development. He has led a team that is committed to and models a culture of collaboration and innovation.

Prior to being named EVP, Mr. Carnaroli served as Penn's Vice President of Finance and Treasurer, from 2000-2004, after serving as Director, Municipal Securities Division, for Merrill Lynch. Prior to Merrill Lynch, he was with Credit Suisse First Boston. While at CS First Boston, Mr. Carnaroli assisted the University in the development of the Health System's borrowing structure through the development of the Master Trust Indenture. He joined CS First Boston in 1985 after receiving a B.S. in Economics *cum laude* from The Wharton School, and an M.B.A. from the Stanford University Graduate School of Business.

Resolution to Appoint Whitney Soule as Vice Provost and Dean of Admissions

RESOLVED that Whitney Soule be appointed as Vice Provost and Dean of Admissions, effective July 1, 2021.

Ms. Soule is currently Senior Vice President and Dean of Admissions and Student Aid at Bowdoin College. Her vision and philosophy for admissions, along with her proven track record as a leader, will perfectly position Penn to carry forward our defining vision of impact, inclusion, and innovation and our core principle that higher education is inextricably linked to diversity, equity, and inclusion. She has three decades of experience in admissions at highly selective institutions, including 13 years at Bowdoin, where her leadership has advanced both diversity and selectivity, with an increasing number of students of color, first-generation students, and students on financial aid, alongside a decreasing admit rate and a growing yield rate.

A national leader in envisioning the future of college admissions and the role of higher education in driving societal progress, Ms. Soule is a member of the College Board Enrollment Leaders Group, is a board member of both the Coalition for College and the Enrollment Management Association, and chaired the executive admission committee of the New England Small College Athletic Conference. At Bowdoin, she has developed and implemented a wide range of innovative new admissions initiatives, including new evaluation tools to help students from historically underrepresented or under-resourced backgrounds demonstrate their preparation for college, new methods of recruitment and selection to better serve students and families, and new ways of organizing the work of the admissions office to increase its efficiency, flexibility, and accessibility.

She began her career in college admissions at her alma mater, Bates College, followed by an 11-year tenure at Connecticut College, where she led the implementation of new student information systems, among numerous other initiatives. In addition to her bachelor's degree from Bates, Ms. Soule holds a master's degree from the Harvard Graduate School of Education.

Resolution to Establish a Master of Advanced Dental Studies in the School of Dental Medicine

Intention:

The School of Dental Medicine proposes to establish a Master of Advanced Dental Studies. It would offer advanced training to international and domestic dentists who aspire to enhance their knowledge of a clinical discipline or improve their opportunities to apply to US residency programs. This innovative hybrid program would combine interactive virtual instruction with on-campus clinical rotations, furthering both Penn's global reach and its leadership in new forms of online education.

The pioneering one-year program would be designed for dentists who want to broaden their knowledge and credentials to improve their clinical practice and/or to apply to certificate programs in advanced dental education. It would also aim to train international dentists with US specialty degrees who need a masters degree for their specialty to be recognized in their home country, as is the case in numerous Asian, European, and South American countries. This is an important and stable market, with a limited number of clinical residency programs that offer masters degrees. The specific goals of the program would be to: improve patient care by providing dentists with the most up-to-date knowledge and clinical training; advance the careers of dentists around the world by enhancing their academic credentials, professional interactions, and skills of communication and critical thinking; and expand access to the resources of a Penn education to new students around the world.

The program, if approved, would begin accepting applications in Fall 2021 and enroll its first cohort of students in Summer 2022. It would aim to initially enroll 2-4 students in each clinical department. The program's online curriculum is largely in place, incurring minimal costs for course development. It would not only further Penn's leadership in global initiatives, student diversity, and innovative online education but also Penn Dental Medicine's School-wide goal of shaping the global dental landscape by enhancing opportunities to access strong evidence-based knowledge, develop leaders in dentistry/dental education, and bring together diverse groups.

The proposed degree has been approved by the Provost, the Academic Planning and Budget Committee, and the Faculty Senate of the School of Dental Medicine.

RESOLVED that the Master of Advanced Dental Studies be established in the School of Dental Medicine as defined in this resolution.

Resolution to Adopt the Revised Patent and Tangible Research Property Policies and Procedures of the University of Pennsylvania

Intention:

The University periodically revises and updates its policies and procedures regarding patents and tangible research property, to help ensure that such policies and procedures keep pace with best practices and national trends in this important area. Such revisions were the subject of previous resolutions presented to the Board of Trustees in 2015, 2010, 2005, and 1993.

In November 2020, the Senior Vice Provost for Research convened a committee of faculty and staff to conduct benchmarking against peer universities and review the existing Patent Policy, especially in light of the growth of the University's technology portfolio, the increasing breadth of research at Penn with translational opportunities, and the evolution of the external commercialization landscape. The committee was charged to:

- Review the terms of the patent policy in the context of the current and projected state of Penn's research and technology portfolio.
- Review the practices used to implement the policy, including those associated with startup company formation, faculty roles in external companies, equity ownership, and recognition of expertise.
- Determine if new practices are needed to support non-IP-related technologies.

The committee recommended revisions to the policy and changes to better align it with current practices, of which the two most significant are:

- The initial deduction referenced in Section 4.0.14 is decreased to 5% to be better aligned with best practices at peer universities and better incentivize faculty, students, and post doctoral fellows.
- The share of revenue intended to be distributed to local actors is changed from an algorithmic allocation to departments to a School-based process, enabling more equitable distributions. School plans for distributions will be developed under guidance issued by the Senior Vice Provost for Research and reported annually.

The proposed revisions were reviewed by the Council of Deans, the Academic Planning and Budget Committee, the Faculty Senate Executive Committee, the Provost's Council on Research, and the Penn Center for Innovation Steering Committee. The draft revised policy was published in *Almanac* on May 11, 2021 for comment by the University community.

RESOLVED that the revised Patent and Tangible Research Property Policies and Procedures of the University of Pennsylvania be adopted and made effective as of July 1, 2021.

Resolution to Authorize the Spending Rule for Endowments for Fiscal Year 2022

Intention:

The Board of Trustees (“Board”) elected in Fiscal Year 1981 to be governed by Section 5548 of Title 15 of the Pennsylvania Consolidated Statutes. Pursuant to the Statute, the Board adopted a Spending Rule for the Associated Investments Fund which it has revised from time to time. The current Spending Rule policy bases 70% of spending on prior year spendable income plus an inflation factor, and 30% of spending on the endowment market value, lagged by one year, multiplied by a target spending rate of 7.0%.

The target spending rate had been 5.0% over the Fiscal Year 2018 through Fiscal Year 2020 period and in June 2020 the Board approved a resolution maintaining the 5.0% target spending rate for Fiscal Year 2021. In response to the challenges and opportunities presented by the pandemic, in November 2020 the Administration proposed, and the Board approved, a revised resolution for a one-year increase the target spending rate for Fiscal Year 2021 to 7.0%, retroactive to July 1, 2020, to provide additional resources for strategic, timely investments.

As a result, consistent with the reporting requirements of the Pennsylvania Consolidated Statutes, the effective payout rates for Fiscal Year 2021, calculated based on a three-year moving average of the June 30 endowment market value, lagged one year, are 5.9% for financial aid endowments and 5.6% for non-aid endowments.

The Administration proposes to decrease the target spending rate to 6.0% for Fiscal Year 2022 as part of a multi-year plan to return to a 5.0% target spending rate.

As a result, the effective payout rates for Fiscal Year 2022, calculated based on a three-year moving average of the June 30 endowment market value lagged one year, will be 5.9% for financial aid endowments and 5.7% for non-aid endowments.

RESOLVED, that under on the Spending Rule formula, the effective payout rates for Fiscal Year 2022, calculated based on a three-year average of June 30 endowment market value lagged one year, will be 5.9% for financial aid endowments and 5.7% for non-aid endowments.

**Resolution to Authorize the Fiscal Year 2022 Operating Budget
for the Academic Component of the University of Pennsylvania**

RESOLVED, that the operating budget for the University of Pennsylvania for Fiscal Year 2022 will be \$3.742 billion on a Generally Accepted Accounting Principles (GAAP) basis and \$4.183 billion on a Responsibility Center Management (RCM) basis and the same hereby is approved. Both the GAAP and RCM budgets include \$257 million of traditional undergraduate student aid for Academic Year 2021 - 2022, superseding the \$256 million approved by the Trustees in February 2021.

**Resolution to Authorize the Fiscal Year 2022 Capital Plan
for the Academic Component of the University of Pennsylvania**

Intention:

The Capital Plan proposed for the University of Pennsylvania for Fiscal Year 2021, representing estimated project costs of \$704 million, is as follows (by funding source):

Internal Capital Loan	\$241 million
Gifts & Grants in Hand/Pledged/To Be Raised	\$220 million
School Center Funds	\$106 million
Capital Funding Transfer	\$ 92 million
Facilities Renewal Fund	\$ 38 million
Century Bond Proceeds	\$ 6 million
Research Facilities Development Fund	\$ 1 million

Each project in the Capital Plan above the threshold approval limit as approved by the Board will be presented to the Budget and Finance Committee of the Trustees for approval.

RESOLVED, that the Capital Plan for the Academic Component of the University of Pennsylvania for Fiscal Year 2022, representing estimated project costs of \$704 million and the same hereby is approved.

**Resolution to Authorize the Fiscal Year 2022 Operating Budget
for the University of Pennsylvania Health System**

Intention:

Management has recommended approval of the Fiscal Year 2022 Operating Budget for the University of Pennsylvania Health System, as presented to the Penn Medicine Executive Committee. The Operating Budgets for Chester County Hospital and Health System, Chester County Hospital, Clinical Care Associates, Hospital of the University of Pennsylvania, Lancaster General Health, Lancaster General Hospital, Pennsylvania Hospital, Penn Presbyterian Medical Center, Princeton HealthCare System Holding, Princeton HealthCare System and Wissahickon Hospice d/b/a Penn Medicine at Home have been reviewed by their respective Trustee Boards, which have recommended them for approval.

The Penn Medicine Executive Committee recommends to the University of Pennsylvania Budget and Finance Committee that the Fiscal Year 2022 Operating Budget of the University of Pennsylvania Health System be approved.

RESOLVED, that the Fiscal Year 2022 Operating Budget of the University of Pennsylvania Health System be approved.

**Resolution to Authorize the Fiscal Year 2022 Capital Budget
for the University of Pennsylvania Health System**

Intention:

Management has recommended approval of the Fiscal Year 2022 Capital Budget authorization of \$552,422,112 for the University of Pennsylvania Health System, as presented to the Penn Medicine Executive Committee. The Capital Budget processes for Chester County Hospital and Health System, Chester County Hospital, the Clinical Care Associates, Hospital of the University of Pennsylvania, Lancaster General Health, Lancaster General Hospital, Penn Presbyterian Medical Center, Pennsylvania Hospital, Princeton HealthCare System Holding, Princeton HealthCare System and Wissahickon Hospice d/b/a Penn Medicine at Home have been reviewed by their respective Trustee Boards, which have recommended them for approval.

The Penn Medicine Executive Committee recommends to the University of Pennsylvania Budget and Finance Committee the establishment of the Fiscal Year 2022 University of Pennsylvania Health System capital authorization for new capital projects and items in the amount of \$552,422,112.

RESOLVED, that the Fiscal Year 2022 University of Pennsylvania Health System capital authorization for new capital projects and items in the amount of \$552,422,112 be approved.

**Resolution to Declare University's Intent to Reimburse Capital Costs
with Proceeds of Borrowings**

Intention:

The Trustees of the University of Pennsylvania (University) are undertaking various capital projects described in Exhibit A (Project). The Administration of the University recommends that the Trustees declare the University's intent to reimburse expenditures for the Project with proceeds of borrowings, including tax-exempt debt obligations. Background on this resolution is provided in Exhibit B.

RESOLVED, that the University hereby declares its intent under Treasury Regulation § 1.150-2 to use borrowings, including tax-exempt bonds, to finance the capital costs of the Project, together with costs of issuance and reasonably required reserves, subject to the following conditions:

1. The maximum principal amount of tax-exempt bonds expected to be issued to finance the Project is \$300 million.
2. Pending issuance of the tax-exempt bonds, the University may finance the Project with other funds which will be reimbursed with the proceeds of the tax-exempt bonds.
3. Issuance of the tax-exempt bonds shall be subject to documentation acceptable to the University providing for the tax-exempt bonds to be payable from the payments by the University.

EXHIBIT A

Description of Capital Costs

The Project consists primarily of construction, renovation, improvements and equipment acquisitions at the University's facilities in the Commonwealth of Pennsylvania – including the campus of the University in the City of Philadelphia, the boundaries of which are 41st Street on the West, 31st Street on the East, Chestnut Street on the North and Civic Center Boulevard on the South. The Project facilities will be used by the University in its activities as an independent not-for-profit institution of higher learning.

The Project is reasonably expected to include the following specific facilities together with other projects included in the Fiscal Year 2022 Capital Plan:

- Residential Facilities
- Data Science Building
- Vagelos Laboratory for Energy Science and Technology
- Graduate School of Education Expansion and Renovation
- Other projects included in the Fiscal Year 2022 University Capital Plan

EXHIBIT B

Background on Resolution to Declare University of Pennsylvania Intent to Reimburse Capital Costs with Proceeds of Borrowings

The University's lowest cost and most favorable source of capital is tax-exempt financing. The IRS has promulgated specific rules and procedures to enable eligible capital projects to secure tax-exempt financing. One of the basic principles of tax-exempt financing is that the proceeds must be traced to the acquisition of specifically identified assets. The IRS further requires that if an issuer wishes to use its own funds on an interim basis for expenditures prior to a tax-exempt borrowing, the governing board of such issuer must declare its intent to borrow at the time of the expenditure. The benefit of declaring intent to borrow is that, should the University secure external financing for any capital project, the University could reimburse itself for these expenditures and use the proceeds immediately upon their delivery. The reimbursement resolution does not commit or authorize any borrowing by the University. If the University moves forward with long-term borrowing plans, the Budget and Finance Committee and Trustees of the University would need to approve such plans.

The financial management of the University recommends that this reimbursement resolution be adopted and a similar resolution be adopted each June when the capital plan is presented to the Budget & Finance Committee of the Trustees.

**Resolution to Declare University of Pennsylvania Health System's
Intent to Reimburse Capital Costs with Proceeds of Borrowings**

Intention:

The Trustees of the University of Pennsylvania (the University) is undertaking various capital projects for University of Pennsylvania Health System (UPHS) described in Exhibit A (capital costs). The Administration recommends that the Trustees declare UPHS intent to reimburse expenditures for the capital costs with proceeds of borrowings, including tax-exempt debt obligations. Background on this resolution is provided in Exhibit B.

RESOLVED, that the University hereby declares its intent under Treasury Regulation § 1.150-2 to use borrowings, including tax-exempt bonds, to finance the capital costs, together with costs of issuance and reasonably required reserves, subject to the following conditions:

1. The maximum principal amount of tax-exempt bonds expected to be issued to finance the capital costs is \$300 million.
2. Pending issuance of the tax-exempt bonds, UPHS may finance the capital costs with other funds which will be reimbursed with the proceeds of the tax-exempt bonds.
3. Issuance of the tax-exempt bonds shall be subject to documentation acceptable to the University providing for the tax-exempt bonds to be payable from the payments by UPHS.

EXHIBIT A

Description of Capital Costs

The capital costs consist primarily of construction, renovation, improvements and equipment acquisitions at UPHS facilities in the Commonwealth of Pennsylvania during Fiscal Years 2022 through 2026 as set forth in the UPHS capital budgets for these years.

The capital costs are reasonably expected to include the following specific facilities together with other projects included in the Fiscal Year 2022 Capital Budget:

- HUP New Patient Pavilion
- LGH Emergency Room Expansion
- PPMC Parking Garage
- PennForFinance Project

EXHIBIT B

Background on Resolution to Declare University of Pennsylvania Health System Intent to Reimburse Capital Costs with Proceeds of Borrowings

The lowest cost and most favorable source of capital for UPHS is tax-exempt financing. The IRS has promulgated specific rules and procedures to enable eligible capital projects to secure tax-exempt financing. One of the basic principles of tax-exempt financing is that the proceeds must be traced to the acquisition of specifically identified assets. The IRS further requires that if an issuer wishes to make expenditures prior to a tax-exempt borrowing, the governing board of such issuer declare its intent to borrow at the time of the expenditure. The benefit of declaring intent to borrow is that, should UPHS secure external financing for any capital project, UPHS could reimburse itself for these expenditures and use the proceeds immediately upon their delivery. The reimbursement resolution does not commit or authorize any borrowing by UPHS. If UPHS moves forward with long-term borrowing plans, the Penn Medicine Executive Committee, the Budget and Finance Committee and the Trustees of the University would need to approve such plans.

The financial management of UPHS recommends that this reimbursement resolution be adopted and a similar resolution be adopted each June when the capital plan is presented to the Penn Medicine Executive Committee.

**Resolution to Authorize up to \$95,000,000 for Costs
for the Pavilion at the Hospital of the University of Pennsylvania**

Intention:

In accordance with previous Resolutions by The Trustees of the University of Pennsylvania (“The Trustees”) and the Penn Medicine Executive Committee, Penn Medicine Management began the development of a new state-of-the-art 17 story pavilion at the Hospital of the University of Pennsylvania (“HUP”) in 2014 with a projected occupancy in October 2021 (the “Pavilion”).

The Trustees have previously approved \$1,500,000,000 in Fiscal Years 2015, 2017, 2018 and 2019 capital funds for the design, development, construction, fit-out, activation and occupancy and other associated costs for the Pavilion. The total cost for the Pavilion has increased by \$95,000,000 due to several influences, the majority of which were outside of University of Pennsylvania Health System (“UPHS”) control and not typically experienced in projects of this type. The additional costs incurred due to these external events (COVID-19 and civil unrest) are approximately \$70,000,000. The COVID-19 costs include preparation of 120 patient rooms and the acceleration of emergency room completion to provide expanded capacity in the event of a large COVID-19 surge; a three-and-a-half months’ work stoppage; required work site schedule changes including increased rates and expanded hour schedules; and COVID-19 construction protocols and other related requirements established by the City of Philadelphia (“City”) and the Commonwealth of Pennsylvania. In addition, and more typically part of a project of this type, an additional \$20,000,000 has been incurred related to construction conditions including: soil disposal requirements; coordination with the University of Pennsylvania Museum; evolving requirements of the City, utilities and SEPTA. The final additional cost of \$5,000,000 relates to work done in coordination with the University on the Harrison Garden.

Penn Medicine Management now recommends that the additional \$95,000,000 be authorized from the UPHS Fiscal Year 2022 capital budget for the costs described above (the “Pavilion Project”). This completes the capital authorization requests, totaling \$1,595,000,000 in total project costs.

The Penn Medicine Executive Committee and Penn Medicine Finance Committee recommend to The Trustees Budget and Finance Committee approval of the Pavilion Project and approval of the expenditure of an additional amount not to exceed \$95,000,000 for the Pavilion Project.

RESOLVED, that The Trustees authorize the capital expenditure not to exceed \$95,000,000 in UPHS Fiscal Year 2022 capital budget funds for the Pavilion Project as described in the foregoing Intention and as presented to the Penn Medicine Executive Committee and The Trustees Budget and Finance Committee.

FURTHER RESOLVED, that pursuant to the foregoing resolution The Trustees delegate authority to the Executive Vice President for UPHS or his designee, or other appropriate officers of the University, Penn Medicine Executive Committee, Penn Medicine, and UPHS and HUP Management to take such action, approve and execute such documents and incur such expenses and obligations on behalf of The Trustees as may be necessary to effectuate and implement the Pavilion Project contemplated in the foregoing resolutions substantially within the parameters described therein – not, however, in excess of 110 percent of the estimated cost as presented to The Trustees Budget and Finance Committee.

FURTHER RESOLVED, that The Trustees authorize and empower the appropriate officers, members of Penn Medicine Executive Committee, Penn Medicine, and UPHS and HUP Management to take such actions as they may deem necessary, appropriate or desirable to effectuate the intent of the foregoing resolutions and that any and all actions heretofore taken by such officers in furtherance of the purpose of the foregoing resolutions be approved, adopted, ratified and confirmed in all respects.

**Resolution to Authorize Data Science Building Early Design Assist Package
and Early Construction Procurement for an Additional \$51,675,000
(Total Revised Budget of \$63,525,000)**

Intention:

In May 2021, the Trustees approved \$11,850,000 for the construction documents phase and the curtain wall and mechanical, electrical, plumbing and fire protection design-assist processes for a proposed new Data Science Building to be located at the northeast corner of 34th and Chestnut Streets. The School of Engineering and Applied Science now requests an additional \$51,675,000 to proceed with an early design assist package and early construction procurement. The early procurement includes curtain wall, elevators, and mechanical, electrical, plumbing and fire protection, and is requested to provide coordination and price certainty due to rising commodity prices in the construction materials market. The proposed site is currently a surface parking lot. The approximate 116,000 square foot building will house the Robotics, Internet of Things Technology and Warren Center programs, as well as a center for computational arts, laboratories for augmentation of human intelligence, dry data science and health tech laboratories, faculty offices, an auditorium, and classrooms. This phase of the project is estimated to cost \$63,525,000 and will be funded by capital gifts in hand and pledged and SEAS operating funds. The entire project is estimated to cost \$136,000,000 and is expected to be funded by capital gifts and school operating funds.

RESOLVED, that the Data Science Building Early Design Assist Package and Early Construction Procurement, estimated to cost \$63,525,000, be and the same hereby is approved and that the Executive Vice President or the Vice President for Facilities and Real Estate Services or Vice President for Finance and Treasurer be and hereby are authorized to take such actions, execute such contracts and incur such expenses and obligations – not, however, in excess of 110% of the estimated costs as presented to the Budget and Finance Committee – as may, in his or her judgment, be necessary or desirable to accomplish the purposes of this resolution. Any actions heretofore taken by any such officers in furtherance of the purpose of this resolution are hereby ratified and confirmed.

**Resolution to Authorize Vagelos Laboratory for Energy Science and Technology
Early Construction Procurement for an Additional \$33,210,000
(Total Revised Budget of \$55,810,000)**

Intention:

In February 2021, the Trustees approved \$22,600,000 for the construction documents phase, a curtain wall design-assist procurement fee and an early utility infrastructure package for a new building to house the Vagelos Laboratory for Energy Science and Technology. The School of Arts and Sciences and the School of Engineering and Applied Sciences now wish to proceed with early construction procurement of curtain wall, panelized façade, sunshades, demolition, structural steel, and elevators. This proposed 112,000 gross square foot building will merge the disciplines of science and engineering to advance research on alternative sources of energy. The building will serve as the administrative home of the Vagelos Institute for Energy, Science and Technology and the Vagelos Integrated Program on Energy Research. The building program will include wet chemistry research labs, optics research labs, lab support spaces, faculty offices, researcher workstations, an administrative suite and building support spaces. The building will be located on Walnut and lower 32nd Streets. This phase of the project is estimated to cost \$55,810,000 and will be funded by capital gifts. The entire project is estimated to cost \$173,500,000 and is expected to be funded by capital gifts, Penn Compact funds, SEAS operating reserves and FRES utility reserves.

RESOLVED, that the Vagelos Laboratory for Energy Science and Technology Early Construction Procurement, estimated to cost \$55,810,000, be and the same hereby is approved and that the Executive Vice President or the Vice President for Facilities and Real Estate Services or Vice President for Finance and Treasurer be and hereby are authorized to take such actions, execute such contracts and incur such expenses and obligations – not, however, in excess of 110% of the estimated costs as presented to the Budget and Finance Committee – as may, in his or her judgment, be necessary or desirable to accomplish the purposes of this resolution. Any actions heretofore taken by any such officers in furtherance of the purpose of this resolution are hereby ratified and confirmed.

**Resolution to Authorize up to \$45,051,875 for Implementation of
the Cloud Based Enterprise Resource Planning for Finance
and Supply Chain Management Information System**

Intention:

In 2020, the University of Pennsylvania Health System (“UPHS”) completed the first phase of a cloud- based Enterprise Resource Planning (“ERP”) information system migration for human capital management (“HCM”), known as PennForPeople, utilizing a well-regarded third party vendor’s ERP platform. UPHS’ current finance and supply chain management (“FSCM”) software system is nearing the end of its useful life with no further development on the current version by that vendor. As the next phase in integrating business systems across UPHS, management is recommending that UPHS move to the same vendor utilized for PennForPeople for the FSCM suite, to be known as PennForFinance, in order to realize the benefits of a fully integrated cloud-based ERP that includes HCM. These benefits include among others the latest updates, ease of maintenance, security and flexibility, disaster recovery, improved decision-making and insights with reporting and analytics and enhanced user access from any device anywhere. Completing the ERP migration will reduce support and maintenance of two systems (HCM and FSCM) into one, reduce the costs for the HCM server hosting and maintenance and by consolidation of ERP applications, integrate capabilities, as well as provide a platform for future functionality, such as budgeting/planning, costing and workforce management. Moving to the third party vendor’s cloud-based ERP platform for FSCM will also enable system integration, standardizing financial and business practices across UPHS, allow Lancaster General Health (“LGH”) to be incorporated into the Central Treasury, as well as into the HCM, and will streamline, automate and improve manual business processes. PennForFinance will provide improved close management, upgrade document management for the current environment, and improve data delivery systems that empower better supply chain management decisions.

Implementation of PennForFinance will be through an enterprise-wide phased approach over approximately three years across all UPHS facilities, with the LGH implementation including PennForPeople and payroll (the “PennForFinance Project”). Project costs total \$45,051,875, including licensing and software, consultant professional services, UPHS staffing resources and contingency.

Management recommends the authorization of up to \$45,051,875 from the UPHS Fiscal Years 2022 through 2024 capital budgets for costs associated with the PennForFinance Project, including \$15,017,292 in FY 2022 capital budget authorization and spend. The capital authorizations will be in the UPHS multi- year financial plan. Prioritization, sequencing and optimization for additional modules of the ERP platform will be planned accordingly and presented in future capital budget authorizations.

The Penn Medicine Finance Committee and Penn Medicine Executive Committee recommend approval of the PennForFinance Project and the capital authorization to The Trustees of the University of Pennsylvania (“The Trustees”) Budget and Finance Committee.

RESOLVED, that The Trustees approve the PennForFinance Project as described in the foregoing Intention and as presented to the Penn Medicine Executive Committee and The Trustees Budget and Finance Committee.

FURTHER RESOLVED, that The Trustees approve and authorize up to \$45,051,875 in Fiscal Years 2022 through 2024 UPHS capital budget funds for the PennForFinance Project.

FURTHER RESOLVED, that The Trustees delegate authority to the Executive Vice President for UPHS or his designee, or other appropriate officers of the University, Penn Medicine Executive Committee, and UPHS Management to take such action, approve and execute such documents, instruments and agreements and incur such expenses and obligations on behalf of The Trustees as may be necessary to effectuate and implement the PennForFinance Project contemplated in the foregoing resolutions substantially within the parameters described therein – not, however, in excess of 110 percent of the estimated costs as presented to The Trustees Budget and Finance Committee.

FURTHER RESOLVED, that any and all actions heretofore taken by The Trustees, Penn Medicine, and UPHS with regard to any and all instruments, documents or agreements made or delivered prior to the date hereof in connection with the foregoing resolutions are hereby adopted, ratified and confirmed in all respects.

**Resolution to Authorize Construction Documentation and Bidding Phase
of the Quadrangle College Houses Renovations for an Additional \$4,825,000
(Total Revised Budget of \$16,075,000)**

Intention:

In November 2020, the Trustees approved \$11,250,000 for the design development phase of the renovation of the Quadrangle College Houses, which have not been substantially renovated since 2002. The Business Services Division wishes to proceed with the construction documentation and bidding phase of this renovation. Work was performed in 2019 on the building envelope, HVAC pipe insulation and soffits to address water infiltration issues. The project scope will include upgrades to utility infrastructure, elevators and the building envelope, including windows, roofs and facades. The project will also include programmatic upgrades to improve the amenities and services provided to students, including new lounges, study spaces, club rooms and community kitchens. This phase of the project is estimated to cost \$16,075,000 and will be funded by an internal capital loan through the Housing and Dining Renewal Program.

RESOLVED, that the Construction Documentation and Bidding Phase of the Quadrangle College Houses Renovations, estimated to cost \$16,075,000, be and the same hereby is approved and that the Executive Vice President or the Vice President for Facilities and Real Estate Services or Vice President for Finance and Treasurer be and hereby are authorized to take such actions, execute such contracts and incur such expenses and obligations – not, however, in excess of 110% of the estimated costs as presented to the Budget and Finance Committee – as may, in his or her judgment, be necessary or desirable to accomplish the purposes of this resolution. Any actions heretofore taken by any such officers in furtherance of the purpose of this resolution are hereby ratified and confirmed.

Resolution to Approve the Transaction Related to an Equity Investment

Intention:

The University of Pennsylvania Health System's ("UPHS") focus over the past several years has been on providing advanced care in the greater Philadelphia market with less emphasis on prioritizing population health, which is the management of total costs and health outcomes for a group of people. This strategy has been highly successful; however, accelerating changes in the marketplace leave UPHS more exposed to these market dynamics unless UPHS increases its internal population health expertise and its primary care network.

UPHS Management is proposing that The Trustees of the University of Pennsylvania ("The Trustees") on behalf of UPHS acquire up to a 33.3% equity interest in a limited liability company ("LLC") which contracts with primary care physicians ("PCPs") across Southeastern Pennsylvania to improve health care delivery through LLC's collaborative, proactive operating model enabling PCPs to deliver quality and affordable care. An equity interest in LLC will favorably position UPHS for success and presents UPHS with a strategic opportunity to gain greater experience in understanding and managing risk and population health through the joint venture.

UPHS has been negotiating the proposed structure of the transaction for The Trustees' investment on behalf of UPHS in LLC including the terms of a definitive agreement, a provider agreement, an intellectual property license agreement and other agreements (the "Transaction"). In connection with the proposed Transaction, UPHS engaged a third party fair market valuation of LLC which supports the agreed upon equity investment. The proposed Transaction entails an initial equity investment by UPHS of 26.7%, comprised of a specified cash payment (6.7% based upon the valuation) and an in-kind commitment which includes a long-term provider agreement for UPHS PCPs practicing in the five Southeastern Pennsylvania counties, the latter of which UPHS presently believes represents the remaining 20% of the initial investment. UPHS will have the right to purchase additional equity of up to 6.6% at a defined discount exercisable in two equal tranches at scheduled points. LLC will be UPHS's exclusive value-based/population health entity for the five-county clinical enterprise.

As part of the Transaction, UPHS will be granted two of the eight seats on the LLC Board of Directors. The parties are continuing to negotiate the terms of the Transaction including the governance rights. The definitive agreement will have protections for UPHS in its role as a minority owner commensurate with its ownership stake in the LLC, from time to time. These reserve powers will include providing opportunities for UPHS to put the equity in limited circumstances and at scheduled points during the term of the Transaction as well as restrictions on investments by competitive providers. The parties are finalizing negotiations regarding the process by which UPHS will influence LLC's five-year strategic planning and budget forecast, with the understanding that UPHS will have a limited right to veto any material deviations from the strategic plan. The definitive agreement will also establish a limitation related to how UPHS may exercise that veto right before deadlock provisions become effective that would empower LLC to call UPHS' equity interest at an agreed upon sale price formula.

Closing on the Transaction is targeted for Summer-Fall 2021. Funds from UPHS Fiscal Year ("FY") 2022 Cash Balances will be used for the Transaction to acquire the initial 26.7% equity investment in LLC.

Management recommends the authorization of funds from UPHS FY 2022 Cash Balances for costs associated with the Transaction, including for the initial 26.7% equity investment in LLC as set forth in the Transaction's definitive agreement. Additional equity investments for up to the remaining 6.6% equity investment will be presented in future years.

The Penn Medicine Finance Committee and Penn Medicine Executive Committee have recommended approval of the Transaction and the Cash Balance authorization to The Trustees Budget and Finance Committee.

RESOLVED, that The Trustees approve the Transaction as described in the foregoing Intention and as presented to the Penn Medicine Executive Committee and The Trustees Budget and Finance Committee, including the actions listed below:

- Approve the proposed structure of the Transaction by which UPHS may acquire up to a 33.3% equity interest in LLC.
- Authorize the expenditure of funds as set forth in the Transaction's definitive agreement from UPHS FY 2022 Cash Balances and an in-kind commitment by UPHS through a provider agreement between UPHS and LLC in order for UPHS to acquire up to an initial 26.7% equity interest in LLC.
- Subject to the satisfactory conclusion of negotiations, approval of the definitive agreement, provider agreement and other agreements that are part of the Transaction between UPHS, Company and LLC.
- Authorize the Chief Executive Officer ("CEO") of UPHS to appoint UPHS' representatives to the LLC Board of Directors.
- Delegate to the CEO of UPHS, or his designee, the authority to take such action on behalf of UPHS with respect to all matters to be voted upon by UPHS in its capacity as a shareholder of LLC.
- The filing of documents with, and taking of other actions with respect to any governmental or regulatory offices, if necessary or appropriate, in order to secure all approvals, consents, licenses, permits and the like necessary to consummate the Transaction.

FURTHER RESOLVED, that The Trustees delegate authority to the Executive Vice President of the University of Pennsylvania for the Health System/Dean, Perelman School of Medicine or his designee, or other appropriate officers of the University, Penn Medicine Executive Committee, and UPHS Management to take such action, approve and execute such documents, instruments and agreements and incur such expenses and obligations on behalf of The Trustees as may be necessary to effectuate and implement the Transaction contemplated in the foregoing resolutions substantially within the parameters described therein – not, however, in excess of 110 percent of the estimated costs as presented to The Trustees Budget and Finance Committee; provided that any material changes such officer deems advisable, necessary or appropriate in order to effectuate such Transaction may be made with the express concurrence of the President of the University of Pennsylvania.

FURTHER RESOLVED, that any and all actions heretofore taken by The Trustees, Penn Medicine, and UPHS with regard to any and all instruments, documents or agreements made or delivered prior to the date hereof in connection with the foregoing resolutions are hereby adopted, ratified and confirmed in all respects.

Resolution to Authorize Establishment of Shared Risk Loan Program for International Wharton Graduate Students

Intention:

In recent years, the private loan market for international students has tightened considerably. These loans have generally been limited to students who can secure a U.S. co-signer. As a result of the COVID-19 pandemic, private lenders who were willing to loan to students who could not identify a U.S. co-signer have become even scarcer, leaving some incoming international students with no options to finance their education.

International students from the Wharton School's MBA Program are particularly impacted by this sudden reduction in loan products available to them. Among the three private lenders traditionally used by these students, Quorum is currently not accepting applications for the upcoming academic year, MPower only covers up to \$25k per academic year, Discover will no longer lend without a risk-share agreement, and Prodigy Finance has limited lending volumes and is unavailable for students from 147 countries.

In order to help these students finance their education, the University has identified the need to enter into an agreement with a private lender to ensure changes in the international loan market will not drive both the socioeconomic and regional makeup of the class profile. Through this process, the University has identified a Custom Graduate Loan Program available via Discover Student Loans ("Discover") available to support international students in the 2021-2022 academic year.

This Custom Graduate Loan Program will be available to all eligible international students who are unable to qualify for a standard underwritten loan product and are enrolled in a graduate business degree program at Wharton on at least a half-time basis. Students will be eligible to borrow up to 100% of their certified cost of attendance and will not require a U.S. co-signer. The repayment period is 20 years beginning 9 months after a student graduates.

Discover's Custom Graduate Loan Program is designed as a risk-sharing program in which Discover is responsible for any credit losses up to a threshold, with the Wharton School responsible only for any gross credit losses above that threshold. Based on our experience with similar risk-sharing agreements, the threshold level is set above historical default rates.

The University recommends the Trustees approve entering into an agreement with Discover to establish a Custom Graduate Loan Program for international Wharton students with up to a maximum of \$60M in outstanding loans originated over the course of the contract, which runs through FY24. This recommendation includes the ability to negotiate a replacement, if said replacement results in a reduction of overall risk to the University and does not increase said maximums.

RESOLVED, that the Trustees of the University hereby authorize and approve the University to enter an agreement with Discover to establish a Custom Graduate Loan Program for international Wharton students as described above, subject to an overall limit of \$60M originated over the course of the contract, which runs through FY24.

FURTHER RESOLVED, that the Executive Vice President, Vice President for Finance, or other appropriate officers of the University be hereby authorized and empowered to approve the form, conditions, and terms of and to execute and deliver on behalf of the University any agreements, certificates, affidavits, or other documents, including without limitation, Loan Program Participation Agreements and Guaranty Agreements that they believe necessary or appropriate to accomplish the purpose of this resolution, such execution and delivery to be conclusive evidence of approval thereof by the officer executing them.

**Resolution to Appoint Anand Desai and David F. Nathanson to the
Board of Advisors of the School of Arts and Sciences**

RESOLVED, that Anand Desai and David F. Nathanson be appointed to the Board of Advisors of the School of Arts and Sciences for renewable three-year terms effective June 11, 2021.

Mr. Desai, C'96, W'96, is CEO and Portfolio Manager of Darsana Capital Partners. He is a member of the Penn Alumni Interview Program and the *Power of Penn* Campaign Major Gift Council. Mr. Desai is Vice President of the Board of Trustees of the Spence School and serves as Vice Chair of the Board of Trustees of New York Public Radio.

Mr. Nathanson, C'98, is Co-President of Mapleton Investments. He is a member of the *Power of Penn* Campaign Major Gift Council. Mr. Nathanson previously served as Chair of the Board of Trustees of the Brentwood School and is a member of the Young Presidents Organization. He holds an MBA from the Anderson School of Management at UCLA.

**Resolution to Appoint Caryn M. Nightengale
to the Athletics Board of Advisors**

RESOLVED, that Caryn M. Nightengale be appointed to the Athletics Board of Advisors for a renewable three-year term effective June 11, 2021.

Ms. Nightengale, W'96, is Chief Financial Officer at Wisk Aero, a joint venture of The Boeing Company and Kitty Hawk Corporation. She is a former member of the varsity women's basketball team and serves on the Penn Basketball Sports Board. Ms. Nightengale holds an MBA from the Tuck School of Business at Dartmouth College.

**Resolution to Appoint Rory A. Babich and Frank S. Ghali to the
Board of Advisors of the University of Pennsylvania Carey Law School**

RESOLVED, that Rory A. Babich and Frank S. Ghali be appointed to the Board of Advisors of the University of Pennsylvania Carey Law School for renewable three-year terms effective June 11, 2021.

Mr. Babich, L'89, serves as a Family Office Executive. He previously served as CEO of the Florida Panthers Hockey Club, overseeing all operations of the club. Mr. Babich is also active in thoroughbred breeding operations.

Mr. Ghali, L'00, is Founder and CEO of Jordan Park, a privately held investment management firm in San Francisco. He serves as a member of the Law School Power of Penn Campaign Executive Committee and as a Penn Law Alumni Mentor. Mr. Ghali has served on the Board of Directors of There with Care of the Bay Area.

**Resolution to Appoint Allen Finkelstein and Ruchi A. Goel,
to Appoint William W.M. Cheung as Emeritus, and to Appoint David T. Shen as
Chair of the Board of Advisors of the School of Dental Medicine**

RESOLVED, that Allen Finkelstein and Ruchi A. Goel be appointed to the Board of Advisors of the School of Dental Medicine for renewable three-year terms effective June 11, 2021.

Dr. Finkelstein is CEO of Bedford HealthCare Solutions. He also serves as an adjunct professor of Pediatric Dentistry at New York University College of Dentistry. Dr. Finkelstein is a member of the Harvard University School of Dental Medicine Leadership Council and a member of the Board of Visitors of Kornberg School of Dentistry at Temple University.

Ms. Goel, WG'04, is a Real Estate Agent with Compass Real Estate. She also serves on the Board of Directors at Labo America, a medical and dental equipment supplier. Ms. Goel received her undergraduate degree from the University of California at Berkeley.

RESOLVED, that William W.M. Cheung be appointed an emeritus member of the Board of Advisors of the School of Dental Medicine for a six-year term effective July 1, 2021.

Dr. Cheung, D'81, GD'82, is Managing Partner of William Cheung & Associates, a dental practice in Hong Kong. He is a longtime member of the Board of Advisors of the School of Dental Medicine, serving as Chair of the Board of Advisors since 2008. An Emeritus University Trustee, Dr. Cheung received the Alumni Award of Merit from Penn in 2019.

RESOLVED, that David T. Shen be appointed as Chair of the Board of Advisors of the School of Dental Medicine for a three-year term effective July 1, 2021.

Dr. Shen, D'79, GD'81, owns OrthoWorks, an orthodontia practice in Northern California. He has been a member of the School of Dental Medicine Board of Advisors since 2012 and is currently serving as Co-Chair of the School's Power of Penn Campaign. Dr. Shen has served as a faculty member at UCSF and is a Fellow of the Academy of Dentistry International.

**Resolution to Appoint Suzanne W. Doft to the
Board of Advisors of the Institute of Contemporary Art**

RESOLVED, that Suzanne W. Doft be appointed to the Board of Advisors of the Institute of Contemporary Art for a renewable three-year term effective June 11, 2021.

Ms. Doft, C'92, is a contemporary art collector and non-profit board leader who is currently General Chair of the UJA Foundation of New York 2021 Campaign. Ms. Doft is a member of the Parent Leadership Committee at Penn. She also serves as Chair of the National Board of Governors and a member of the Board of Directors at Penn Hillel.

Resolution to Appoint Anthony J. Kuczinski to the Penn Medicine Board as Term Member

Intention:

Section 7.4 of the Statutes of the Trustees of the University of Pennsylvania (“Statutes”) and Sections 3.2 and 3.3 of the Bylaws of Penn Medicine (“Bylaws”) provide for the appointment of Term Members for three year terms to the Penn Medicine Board by the University Trustees, upon nomination by the Chair of the Trustees of the University of Pennsylvania (“The Trustees”), the Chair of the Penn Medicine Board and the President of the University, acting jointly. The members shall be persons who, by their experience and expertise, can further the mission of Penn Medicine.

On September 28, 2017 The Trustees approved amendments to the Bylaws which became effective on January 1, 2018 upon the closing of the member substitution transaction whereby Princeton Healthcare System Holding, Inc. (“PHCSH”) and Princeton Health Care System, a New Jersey nonprofit corporation (“PHCS”) became Penn Medicine Constituents (the “PHCS Affiliation Effective Date”). Consistent with Section 3.3 of the Bylaws, for a period of twenty years from the PHCS Affiliation Effective Date, two persons acceptable to Penn Medicine who are PHCSH trustees nominated by the PHCSH Board of Trustees shall be appointed as Term Members to the Penn Medicine Board (the “PHCS Representatives”).

Anthony J. Kuczinski is currently Chair of the PHCSH and PHCS Boards of Trustees and has been a member of the Boards since 2017. He has been nominated by the PHCSH Board of Trustees to be a PHCS Representative to the Penn Medicine Board.

Mr. Kuczinski is President and Chief Executive Officer of Munich-American Holding Corporation, Chair of Hartford Steam Boiler Group, Inc. and Chair of American Modern Insurance Group, Inc. He is also a Board Member of Munich Re America Corporation and several of the related corporations and has served in various executive positions with division of Munich Reinsurance America and other insurance companies. Mr. Kuczinski is also Chair of the American Property Casualty Insurance Association (“APCIA”) and is an Executive Committee and Board Member of the St. John’s University School of Risk Management Advisory Board. He is a former Chair of the Board at The Institutes and former Chair of the Reinsurance Association of America. Mr. Kuczinski is former Vice Chair and Treasurer of Princeton Healthcare Foundation, and the former Chair of the Board of Eden Autism Services. Mr. Kuczinski has completed the advanced executive education program in conjunction with the American Institute for Chartered Property Casualty Underwriters (“AICPCU”) and the Wharton School. He earned a bachelor of business administration from Pace University.

RESOLVED, that Anthony J. Kuczinski be appointed to the Penn Medicine Board, as a Term Member, effective June 11, 2021, to serve until his successor is duly appointed and qualified, or as otherwise in accordance with the Bylaws.

Resolution to Appoint Timmy T. Nelson to the Penn Medicine Board as Term Member

Intention:

Section 7.4 of the Statutes of the Trustees of the University of Pennsylvania (“Statutes”) and Sections 3.2 and 3.3 of the Bylaws of Penn Medicine (“Bylaws”), as amended, provide for the appointment of Term Members for three (3) year terms to the Penn Medicine Board by the University Trustees, upon nomination by the Chair of the University Trustees, the Chair of the Penn Medicine Board and the President of the University, acting jointly. The members shall be persons who, by their experience and expertise, can further the mission of Penn Medicine.

On September 1, 2013, The Chester County Hospital and Health System (“TCCHHS”) and The Chester County Hospital (“TCCH”) became Penn Medicine Constituents. Section 3.3(e) of the Bylaws provides as a special qualification that for an initial ten year period from that affiliation, one Term or Charter member shall be appointed to the Penn Medicine Board from a slate of three (3) members of the TCCHHS Board, nominated by The Chester County Hospital Foundation Inc. (“Foundation”), each of whom shall be an independent community member whose primary residence is within Chester County, Pennsylvania or a physician in good standing on TCCH’s medical staff. Timmy T. Nelson has been nominated to serve on the Penn Medicine Board as a TCCHHS representative.

Mr. Nelson retired as the United Parcel Service (“UPS”) Senior Vice President/Managing Director of State Government Affairs in 2015 after 38 years of service with UPS. Mr. Nelson is dedicated to helping his community including serving in leadership positions for United Way of Chester County, serving on the TCCHHS and TCCH Boards of Directors, Turks Head Board, Patient and Family Advisory Council, Diversity Council, and Chaplain/Clergy Support Team for TCCH, serving on the Board of Directors for the West Chester Food Cupboard, and serving as 1st Vice President for the West Chester NAACP, as well as various End Stage Renal Disease (ESRD) related activities, along with numerous other organizations. Mr. Nelson and his wife have resided in West Chester since 2003.

RESOLVED, that Timmy T. Nelson be appointed to the Penn Medicine Board as a Term Member, effective June 11, 2021, to serve until his successor is duly qualified, or as otherwise in accordance with the Bylaws.

Resolution to Appoint Carolyn F. Scanlan as Ex Officio Member of Penn Medicine Board and Penn Medicine Executive Committee

Intention:

Section 7.4 of the Statutes of the Trustees of the University of Pennsylvania (“Statutes”) and Sections 3.2 and 3.3 of the Bylaws of Penn Medicine (“Bylaws”), as amended, provide for the appointment of members to the Penn Medicine Board by the University Trustees, upon nomination by the Chair of the University of Pennsylvania Trustees (“University Trustees”), the Chair of the Penn Medicine Board and the President of the University, acting jointly. The members shall be persons who, by their experience and expertise, can further the mission of Penn Medicine. Section 3.2 of the Bylaws, as amended, further states that the Chair of the Lancaster General Health d.b.a. Penn Medicine Lancaster General Health (“LGHealth”) Board of Trustees shall serve as a member of the Penn Medicine Board *ex-officio*. Further, Section 7.4 of the Statutes and Section 4.1 of the Bylaws provide for the appointment of members to the Penn Medicine Executive Committee upon nomination by the Chair of the University Trustees, the Chair of the Penn Medicine Board, and the President of the University, acting jointly, and as approved by the University Trustees. Section 4.1(c), as amended, further provides in part that for a period of not less than twenty years from the effective date of the corporate affiliation by which LGHealth and Lancaster General Hospital (“LGH”) became Penn Medicine Constituents (August 1, 2015), the Chair of the LGHealth Board serves *ex-officio* with vote on the Penn Medicine Executive Committee.

Carolyn F. Scanlan is being appointed Chair of the Board of Trustees of LGHealth and of the Board of Trustees of LGH effective July 16, 2021, following the conclusion of D. Michael Wege’s term as Chair. Ms. Scanlan currently serves on the Board of Penn Medicine as a Term Member as an LGH representative having been appointed in such capacity in November 2019. She serves as LGHealth Vice Chair until July 15, 2021 and serves on the Board’s committees of Executive, Credentials, Quality, Mission and Community Service (Chair), and Governance (Chair). She also serves on the Penn Medicine Board’s Patient Care and Clinical Quality and Regional Planning Committees.

Ms. Scanlan currently serves on the American Hospital Association (“AHA”) Committee on Governance as Chair. She retired from the position of CEO and President of the Hospital and Healthsystem Association of Pennsylvania having held that position from 1995 to 2012. Prior to that, she served as COO of the Healthcare Association of New York State; Vice President of Clinical, Ambulatory, and Community Services at St. Peter’s Health System in Albany, New York; and she held multiple positions in the New York State Department of Health. Ms. Scanlan has previously served on the AHA Board, multiple AHA Committees and subsidiary Boards, as well as numerous other community service organizations. Ms. Scanlon received the 2011 AHA Board of Trustees award, was named one of Modern Healthcare’s Top 25 Women in Health Care in 2007, and in 2006 and 2007 was named by Modern Healthcare to the 100 Most Influential People in Health Care list. Ms. Scanlan received her B.A. from Skidmore College and M.S. from Russell Sage College.

RESOLVED, that Carolyn F. Scanlan be appointed to the Penn Medicine Board *ex-officio* and Penn Medicine Executive Committee *ex-officio* with vote effective July 16, 2021, to serve until her successor is duly appointed and qualified, or otherwise in accordance with the Bylaws.

Resolution to Appoint D. Michael Wege to the Penn Medicine Board as a Term Member

Intention:

Section 7.4 of the Statutes of the Trustees of the University of Pennsylvania (“Statutes”) and Sections 3.2 and 3.3 of the Bylaws of Penn Medicine (“Bylaws”), as amended, provide for the appointment of members to the Penn Medicine Board by the University Trustees, upon nomination by the Chair of the University Trustees, the Chair of the Penn Medicine Board and the President of the University, acting jointly. The members shall be persons who, by their experience and expertise, can further the mission of Penn Medicine. Section 3.2 of the Bylaws, as amended, further states that the Chair of the Lancaster General Health (“LGHealth”) Board shall serve as a member of the Penn Medicine Board *ex-officio*. Further, Section 7.4 of the Statutes and Section 4.1 of the Bylaws provide for the appointment of members to the Penn Medicine Executive Committee upon nomination by the Chair of the University Trustees, the Chair of the Penn Medicine Board, and the President of the University, acting jointly, and as approved by the University Trustees. Section 4.1(c), as amended, further provides in part that for a period of not less than twenty years from the effective date of the corporate affiliation by which LGHealth and Lancaster General Hospital (“LGH”) became Penn Medicine Constituents (August 1, 2015), the Chair of the LGHealth Board serves *ex-officio* with vote on the Penn Medicine Executive Committee.

Mr. Wege has served as Chair of the Boards of Trustees of LGHealth and LGH since September 2018 and his term as Chair will conclude July 15, 2021; as such, his position as an *ex-officio* member of the Penn Medicine Board will also conclude. Mr. Wege will continue to serve on the LGHealth and LGH Boards and has been recommended by the LGHealth Board to serve as an LGH Representative and Term Member on the Penn Medicine Board.

Mr. Wege retired from his position as Chief Administrative Officer at The Hershey Company (“Hershey”) in 2018 after sixteen years in leadership roles at Hershey. Prior to his tenure as Chief Administrative Officer, Mr. Wege held several senior executive positions, both nationally and globally, at Hershey. In 2014 Mr. Wege was named one of Forbes’ 50 Most Influential Chief Marketing Officers. Prior to joining Hershey, Mr. Wege held a variety of brand management, marketing and leadership positions at Procter & Gamble Co. Mr. Wege holds a Bachelor of Science degree in Economics and a Bachelor of Business Administration degree in Finance from Iowa State University. He also has a Master of Management (MBA) degree from the J. L. Kellogg School of Management at Northwestern University.

RESOLVED, that D. Michael Wege be appointed to the Penn Medicine Board as a Term Member effective July 15, 2021, to serve until his successor is duly appointed and qualified, or as otherwise in accordance with the Bylaws.

Resolution to Reappoint Kim Jensen Pimley to the Penn Medicine Board as Term Member and as a Member of the Penn Medicine Executive Committee

Intention:

Section 7.4 of the Statutes of the Trustees of the University of Pennsylvania and Section 3.2 of the Bylaws of Penn Medicine (“Bylaws”), provide for the appointment of Term Members, Charter Members and Emeriti Members of the Penn Medicine Board by the University Trustees, upon nomination by the Chair of the University Trustees, the Chair of the Penn Medicine Board and the President of the University, acting jointly. The members shall be persons who, by their experience and expertise, can further the mission of Penn Medicine.

On September 28, 2017 The Trustees approved amendments to the Bylaws which became effective on January 1, 2018 upon the closing of the member substitution transaction whereby Princeton Healthcare System Holding, Inc. (“PHCSH”) and Princeton Health Care System, a New Jersey nonprofit corporation (“PHCS”) became Penn Medicine Constituents (the “PHCS Affiliation Effective Date”). Consistent with Section 3.3 of the Bylaws, for a period of twenty years from the PHCS Affiliation Effective Date, two persons acceptable to Penn Medicine who are PHCSH trustees nominated by the PHCSH Board of Trustees shall be appointed as Term Members to the Penn Medicine Board (the “PHCS Representatives”). Consistent with Section 4.1(c) of the Bylaws, for a period of ten years from the PHCS Affiliation Effective Date, one of the two PHCS Representatives selected by the PHCSH Board of Trustees and acceptable to Penn Medicine shall be appointed to the Executive Committee.

Kim Jensen Pimley is Co-Founder and Chairman of the Pimley & Pimley Group, a leading provider of credit training and corporate finance programs based in Princeton, New Jersey. She is a member of the PHCSH and PHCS Boards of Trustees and former Chair of those Boards as well as former Chair of the PHCS Foundation Board of Directors. Ms. Pimley serves on the Executive Council of the American Jewish Committee. Ms. Pimley is a past president of the Jewish Center of Princeton and was a Leadership New Jersey fellow. She has been a board member of The Pennington School, McCarter Theater and Opera Festival of New Jersey. Ms. Pimley received her BA and MA degrees from Emory University.

Ms. Pimley has been nominated by the PHCSH Board of Trustees to continue to serve as a PHCS Representative to the Penn Medicine Board and Penn Medicine Executive Committee.

RESOLVED, that Kim Jensen Pimley be reappointed to the Penn Medicine Board, as a Term Member, effective January 1, 2021 to serve until her successor is duly appointed and qualified, or as otherwise in accordance with the Bylaws of Penn Medicine.

FURTHER RESOLVED, that Kim Jensen Pimley be reappointed to the Penn Medicine Executive Committee effective June 11, 2021 to serve until her successor is duly appointed and qualified, or as otherwise in accordance with the Bylaws.

Resolution to Reappoint David L. Cohen to the Penn Medicine Board as Term Member

Intention:

Section 7.4 of the Statutes of the Trustees of the University of Pennsylvania and Section 3.2 of the Bylaws of Penn Medicine (“Bylaws”), as amended, provide for the appointment of Term Members, Charter Members and Emeriti Members of the Penn Medicine Board by the University Trustees, upon nomination by the Chair of the University Trustees, the Chair of the Penn Medicine Board and the President of the University, acting jointly. The members shall be persons who, by their experience and expertise, can further the mission of Penn Medicine. Section 3.3(a) of the amended Bylaws provides that Term Members who have been appointed to the Penn Medicine Board in any capacity prior to February 27, 2009 may be reappointed for three (3) year terms provided such members may serve a maximum of nine (9) years as Term Members, including such prior periods of service on the Penn Medicine Board.

David L. Cohen was initially appointed as a member of the newly organized Penn Medicine Board and Penn Medicine Executive Committee on January 14, 2002 at which time he was appointed as the inaugural Chair. Mr. Cohen has served as Chair of the Board of Trustees of the University of Pennsylvania since November 7, 2009 during which time he has been an *ex officio* member of the Penn Medicine Board and Executive Committee.

From 1992 to 1997 Mr. Cohen served as Chief of Staff to the Honorable Edward G. Rendell, Mayor of Philadelphia. Mr. Cohen also served as a partner, then Chair of Ballard Spahr Andrews & Ingersoll, LLP. In 2002, he joined Comcast, now Comcast NBC Universal, one of the world’s largest telecommunications and media organizations. For many years Mr. Cohen was its Senior Executive Vice President, leading a broad portfolio. He also served as Comcast’s first Chief Diversity Officer, spearheading programs to conquer economic barriers to vital computer and Internet access and developed skills training programs and assistive technology. He is currently Senior Advisor to the CEO of Comcast.

Mr. Cohen received a BA from Swarthmore College and a JD from the University of Pennsylvania Law School where he was executive editor of the Penn Law Review. He has received numerous awards for his civic and charitable activities, has been a member and chair of several notable non-profit and public boards of directors and committees and has received Honorary Doctors of Laws from Drexel University, Rider University, Rowan University and most recently was awarded the high acclamation of Honorary Doctor of Laws by The Trustees of the University of Pennsylvania. Mr. Cohen and his wife, Rhonda R. Cohen have been generous supporters of the University including establishing the Rhonda R. and David L. Cohen University Professorship as part of the Penn Integrates Knowledge Initiative.

RESOLVED, that David L. Cohen be reappointed to the Penn Medicine Board as a Term Member, effective July 1, 2021, to serve until his successor is duly appointed and qualified, or as otherwise in accordance with the Bylaws.

Resolution to Appoint or Reappoint Members of the Penn Medicine Executive Committee

Intention:

Section 7.4 of the Statutes of the University of Pennsylvania and Section 4 of the Bylaws of Penn Medicine provide for the appointment of members of the Penn Medicine Executive Committee (Executive Committee), upon nomination by the Chair of the University Trustees, the Chair of the Penn Medicine Board and the President of the University, acting jointly and approved by the University Trustees. Section 4.1 of the Bylaws of Penn Medicine, as amended, provides for the Executive Committee to consist of no more than 16 members. The members shall include: the Chair of the Penn Medicine Board who shall be Chair of the Executive Committee; five members of the Executive Committee who shall serve *ex-officio*, with vote, including the Chair of the University Trustees, the President of the University, the Executive Vice President of the University for the Health System/Dean of the Perelman School of Medicine (EVP/Dean), the Executive Vice President of the University, and the Chief Executive Officer of the Clinical Components of Penn Medicine (CEO); one University Trustee who is a member of the University's Budget and Finance Committee; one University Trustee who is a member of the University's Audit and Compliance Committee; for a period of ten years from the initial affiliation with The Chester County Hospital and Health System (TCCHHS), the chair of the TCCHHS Board *ex officio*, with vote; for a period of not less than twenty years from the date of the corporate affiliation with Lancaster General Health (LGHealth) and Lancaster General Hospital (LG Hospital) the Chair of the LGHealth Board *ex officio* with vote, provided that upon agreement of the Penn Medicine Board and LGHealth Board, one of the LGHealth representatives serving on the Penn Medicine Board may serve in place of the Chair of the LGHealth Board; and for a period of ten years after the Princeton HealthCare System Holding, Inc. (PHCSH) and Princeton Healthcare System, a New Jersey non-profit corporation (PHCS) became Penn Medicine Constituents, one of the PHCS representatives serving on the Penn Medicine Board. A majority of the Executive Committee members (not including the EVP/Dean, Executive Vice President of the University and the CEO) shall be University Trustees.

RESOLVED, that the following individuals be appointed or reappointed to the Executive Committee of the Penn Medicine Board, effective July 1, 2021 unless otherwise indicated, each to serve until their successors are duly appointed and qualified or as otherwise set forth in accordance with the Bylaws of Penn Medicine:

Scott L. Bok, Esq. (*ex officio*)
Edward J. Breiner (*ex officio*)
Craig R. Carnaroli (*ex officio*)
David L. Cohen, Esq.
Perry Golkin, Esq.
James H. Greene, Jr.
Amy Gutmann, Ph.D. (*ex officio*)
Andrew R. Heyer (Chair)

J. Larry Jameson, M.D., Ph.D. (*ex officio*)
Barbara McNeil Jordan
Kevin B. Mahoney (*ex officio*)
Kim Jensen Pimley
Ann N. Reese
Carolyn F. Scanlan (*ex officio* as of July 16, 2021)
Richard W. Vague
D. Michael Wege (*ex officio* until July 15, 2021)

**Resolution to Appoint Krista M. Pinola as Chair of the
Board of Advisors of the School of Nursing**

RESOLVED, that Krista M. Pinola be appointed as Chair of the Board of Advisors of the School of Nursing for a three-year term effective July 1, 2021.

Ms. Pinola, NU'86, is an Adjunct Faculty member at the School of Nursing and a former Manager of the Office of Patient Safety and Quality at Children's Hospital of Philadelphia. She has been a member of the Nursing Board of Advisors since 2010, serving as Vice Chair since 2020. Ms. Pinola also serves as Co-Chair of the School's Power of Penn Campaign.

**Resolution to Appoint Joshua S. Baumgarten, Larhonda J. Brown-Barrett, Karen V. Lithgow,
Evan M. Roth, and Krzystof Werkun to the
Board of Advisors of the School of Social Policy & Practice**

RESOLVED, that Joshua S. Baumgarten, Larhonda J. Brown-Barrett, Karen V. Lithgow, Evan M. Roth, and Krzystof Werkun be appointed to the Board of Advisors of the School of Social Policy & Practice for renewable three-year terms effective June 11, 2021.

Mr. Baumgarten, W'98, is co-Chief Executive Officer and co-Chief Investment Officer of Angelo Gordon. He previously served on the Penn IUR External Advisory Board. Mr. Baumgarten is a member of the Children's Board at Columbia University Medical Center.

Ms. Brown-Barrett, ENG'89, is a Senior General Attorney at BNSF Railway Co. She serves on the Parent Leadership Committee at Penn and is an active member of TCPW and the James Brister Society, where she Co-Chairs the Student Engagement Committee. Ms. Brown-Barrett received her law degree from the University of Michigan.

Ms. Lithgow, C'89, is a Partner with Chameleon Collective, a marketing and communications company. She is active with the James Brister Society, where she currently serves as Vice-Chair and Secretary. Ms. Lithgow holds an MS in International Business from the School of Foreign Service at Georgetown University.

Mr. Roth, C'92, W'92, is the Co-Founder, Managing Partner and Director of Wealth Advisory at BBR Partners. He also co-hosts the business podcast *Breaking the Mold*. Mr. Roth is the Treasurer and an Executive Committee member of the Gotham chapter and Northeast Region of the Young Presidents Organization and is a Trustee for The Packer Collegiate Institute, an independent K-12 day school.

Mr. Werkun, W'95, is a Partner at China Renaissance Corp. He is a member of the Penn Alumni Interview Program and a former member of the Class of 1995 Gift Committee. Mr. Werkun also has a deep interest in works of antiquity.

**Resolution to Appoint Barbara E. Wilks to the
Board of Advisors of the Weitzman School of Design**

RESOLVED, that Barbara E. Wilks be appointed to the Board of Advisors of the Weitzman School of Design for a renewable three-year term effective June 11, 2021.

Ms. Wilks, GLA'93, is the founder of W Architecture and Landscape Architecture in Brooklyn. She is also a member of the McHarg Center Board at the Weitzman School. Ms. Wilks serves on the Board of Directors of the Design Trust for Public Space, a non-profit that helps plan the future of public space in New York City. She received her undergraduate degree in architecture from Cornell University.

**Resolution to Appoint Jeff T. Blau and Nancy L. Yang to the
Board of Advisors of the Wharton School**

RESOLVED, that Jeff T. Blau and Nancy L. Yang be appointed to the Board of Advisors of the Wharton School for renewable three-year terms effective June 11, 2021.

Mr. Blau, WG'92, is CEO and Partner of Related Companies, a privately owned real estate firm. He is currently a member of the Wharton Graduate Executive Board and is active with the Zell Lurie Real Estate Center. Mr. Blau serves on the Ross School of Business Advisory Board at the University of Michigan and on the boards of the Central Park Conservancy, the Robin Hood Foundation, and the Urban Land Institute.

Ms. Yang, W'92, is the Co-Founder of Asian Charity Services, having previously served as Co-Founder and Chief Strategy Officer for Enorbus Technologies Limited. She is a member of the Wharton Executive Board for Asia and has been active with the Penn Wharton China Center. Ms. Yang also serves on the Board of Trustees of the Groton School. She holds an MBA from the Kellogg School of Management at Northwestern University.

Financial Report

UNIVERSITY OF PENNSYLVANIA

Forecasted results for the period ending June 30, 2021 and Summary of Budget for Fiscal Year 2022

Forecasted Results for the Fiscal Year Ending June 30, 2021

- Total net assets for the Consolidated University are forecasted to increase \$3.7 billion to \$23.3 billion (\$16.0 billion Academic Component/\$7.3 billion Health System) primarily due to strong investment and operational performance.
- An increase in net assets from operations of \$614 million is projected for the Consolidated University. The Health System is projecting an increase in net assets from operations of \$534 million before transfers to the Perelman School of Medicine (PSOM), including \$201 million in HHS CARES Act funding, and the Academic Component is projecting an increase in net assets from operations of \$45 million. (Note numbers do not add due to eliminations and adjustments from Health System to University accounting.) The Consolidated University change in net assets includes \$95 million in expenses related to the Special Faculty Incentive Allowance Plan, the \$88 million (net present value) contribution to the School District of Philadelphia, and COVID-related revenue disruptions of \$77 million in tuition and fees, \$70 million room and board, and \$24 million in Wharton Executive Education, offset by \$86 million in travel and entertainment expense savings and \$87 million in income generated by the temporary increase in the targeted spending rate from 5.0% to 7.0%.
- Cash is projected to decrease \$116 million to \$2.0 billion for the Consolidated University (\$964 million Academic Component/\$1.0 billion Health System). The change in cash includes a debt issuance of \$300 million at the Academic Component in July 2020, advanced Medicare payments balance of \$567 million at the Health System, and FICA deferrals of \$156 million across the consolidated enterprise, offset by forecasted capital spending of \$1.1 billion.

Budget for the Fiscal Year Ending June 30, 2022

- Total net assets for the Consolidated University are budgeted to increase \$1.0 billion to \$24.3 billion (\$16.6 billion Academic Component/\$7.7 billion Health System).
- An increase in net assets from operations of \$420 million is budgeted for the Consolidated University, with the Health System budgeting an increase of \$226 million before transfers to PSOM and the Academic Component budgeting an increase of \$93 million. (Note numbers do not add due to eliminations and adjustments from Health System to University accounting.) The Consolidated University change in net assets includes \$105 million in income generated by the temporary increase in the targeted spending rate from 5.0% to 7.0% in FY21 and 6.0% in FY22.
- Cash is projected to decrease \$480 million to \$1.5 billion for the Consolidated University (\$834 million Academic Component/\$688 million Health System) primarily due to planned capital expenditures of \$1.0 billion, \$402 million in the repayment of advanced Medicare funds, investment of \$150 million into the AIF for the Academic Component, offset by the liquidation of \$540 million in the Health System Intermediate Term Investment Fund.