The Annual Stated Meeting of the Trustees of the University of Pennsylvania was convened at 11:30 a.m. in the Woodlands Ballroom, Inn at Penn.


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. University Chaplain Reverend Charles Howard provided the invocation. The minutes of the March 2 and May 10, 2018 meetings of the Trustees were approved as distributed.

Chair’s Report
The Chair noted the productive meetings just completed and called attention to having had the opportunity to experience student dining at lunch at Hill House and to enjoy the Museum’s new Middle East Galleries over dinner.

Vice Chair’s Report
Mr. Robert M. Levy presented a resolution to Re-Elect David L. Cohen as Chair of the Board of Trustees.

The following resolution was approved (full resolution texts are appended):

Action 1 Resolution to Re-Elect David L. Cohen as Chair of the Board of Trustees...page 1
Nominating Committee Report
Mr. Cohen presented resolutions to re-elect Robert M. Levy as Vice Chair of the Board of Trustees, and to elect the Executive Committee and Investment Board.

The following resolutions were approved (full resolution texts are appended):

Action 1 Resolution to Re-Elect Robert M. Levy as Vice Chair of the Board of Trustees ................................................................. page 2

Action 2 Resolution to Elect the Executive Committee .............................................. page 3

Action 3 Resolution to Elect the Investment Board ................................................. page 4

Mr. Cohen then read from a Resolution of Appreciation for Daniel S. Och. After earning his Wharton degree, Dan began his career at Goldman Sachs, ultimately founding Och-Ziff Capital Management Group, one of the world’s largest hedge funds. Dan served on Wharton’s Undergraduate Executive Board, and later its Board of Overseers. In 2008, he was appointed a University Trustee. Dan and his wife Jane established the Daniel S. Och Professorship, a Penn Integrates Knowledge professorship; the Daniel S. Och Endowed Scholarship, and the Daniel S. Och Term Fund. The couple supported renovations to the Arts, Research, and Culture House—the ARCH—and made a difference for the Orphan Disease Center, the Basser Center at the Abramson Cancer Center, and Penn football.

Dan took great pride that all of his children—Joshua, ENG’13, W’13; Alison, W’15; and Andrew, W’17—followed his footsteps to Locust Walk.

Action 4 Resolution of Appreciation for Daniel S. Och ............................................. page 5

Mr. Cohen then read from a Resolution of Appreciation for Deborah Marrow. Deborah, a Penn graduate twice over, began her career at the Philadelphia Museum of Art. Later in California, Deborah would rise to the role of Director at the Getty Foundation, where her work has fostered the discovery and protection of arts heritage the world over.

Deborah joined the Board of Overseers of the School of Design in 2003 and was named an Alumni Trustee that year. Elected a Term Trustee in 2007 and a Charter Trustee in 2013, Deborah’s many years of service as chair of the Academic Policy Committee and on the Executive and Nominating Committees underscored her tireless work on behalf of Penn. Her generosity has included support for the Schools of Design and Arts and Sciences, the Penn Museum, and the Perelman School of Medicine.

It was also noted that she is to be designated an Emerita Trustee, effective November 9, 2018.

Action 5 Resolution of Appreciation for Deborah Marrow and Designation as Emerita Trustee ............................................................. page 6

The following resolutions were also approved (full resolution texts are appended):

Action 6 Resolution to Elect Lloyd W. Howell, Jr. as Term Trustee ....................... page 8

Action 7 Resolution to Elect David Ertel as Charter Trustee ................................. page 9

President’s Report
President Amy Gutmann noted the great attendance of the Power of Penn Campaign launch events held on campus, in New York, and in Washington, D.C., with more to come worldwide. She added that one measure of the engagement and excitement of Penn alumni, family, and friends was Alumni
Weekend, which broke all previous attendance records. She also spoke of Penn’s 262nd Commencement, with its inspiring honorary degree recipients and a meaningful address on the importance of civic engagement from Trustee Emerita and College alumna, Andrea Mitchell.

President Gutmann thanked the Trustee Committee on Honorary Degrees and Awards and its chair Julie Platt for their efforts, as well as the phenomenal Penn community who contributed to a fantastic Alumni Weekend and Commencement.

President Gutmann then read from a Resolution of Appreciation for Carton Rogers. With over four decades of Penn service, in 2004 Carton was named Vice Provost and Director of Libraries. Carton has been a champion of new technologies and increased access, transforming Penn’s Libraries into vibrant hubs of collaborative learning and technological innovation, while sustaining their essential role as a catalyst for scholarship.

To honor his service to the University community, in April 2018 the Penn Libraries Board of Overseers endowed the H. Carton Rogers III Vice Provost and Director of Penn Libraries position.

Carton thanked President Gutmann for her vision and support for the Libraries through the years. He thanked the Trustees for continued support of the importance of the libraries to Penn as fuel for a great research and teaching institution.

President Gutmann then read from a Resolution of Appreciation for Joan Hendricks. An alumna twice over, distinguished faculty member for over 30 years, and Gilbert S. Kahn Dean of the School of Veterinary Medicine, Joan Hendricks has profoundly advanced animal and human health with transformative research, world-class education, and exceptional clinical care.

Joan was the first woman to serve as Dean of Penn Vet and to hold an endowed professorship there. She was the founding director of the Veterinary Clinical Investigation Center and holds a secondary appointment as Professor of Medicine at the Perelman School of Medicine. Joan has harnessed the strengths of Penn Vet to advance the principles of One Health, reaffirming the fundamental link between animal and human health and exemplifying interdisciplinary innovation.

Among her many initiatives are the Working Dog Center; the Center for Host-Microbial Interactions, the first of its kind at any veterinary school; and the Penn Vet Cancer Center.

It was noted that, in recognition of her extraordinary vision and leadership, that Joan Hendricks be designated Dean Emerita of the University of Pennsylvania School of Veterinary Medicine.

Dean Hendricks thanked President Gutmann and the Trustees, and spoke of the great many strengths across Penn that support meaningful interactions, the engagement across the schools and centers in which she had greatly enjoyed participating, the wonderful growth of Penn Vet’s prominence, and Penn’s extraordinary senior leadership.

President Gutmann presented a Resolution to appoint Mark Wolff as Dean of the School of Dental Medicine, effective July 1, 2018. Mark Wolff is a celebrated teacher, globally engaged scholar, and deeply experienced clinician who serves as Professor and Chair of Cariology and Comprehensive Care at the College of Dentistry at New York University – the world’s largest dental school.

President Gutmann then presented a Resolution to appoint Andrew Hoffman as Dean of the School of Veterinary Medicine, effective August 1, 2018. Andrew Hoffman is an acclaimed researcher, clinician,
teacher, and mentor who serves as Director of the Regenerative Medicine Laboratory and Professor of Large Animal Internal Medicine at the Cummings School of Veterinary Medicine at Tufts University.

Completing her report, President Gutmann presented a Resolution to appoint Gregory Pellicano as Vice President for Audit, Compliance, and Privacy. Greg has provided invaluable strategic direction to Penn as Associate Vice President for Audit, Compliance, and Privacy. Working collaboratively and leading broadly, he has made our University and Health System far more secure, more efficient, and more nimble in the face of risk.

The following resolutions were approved (full resolution texts are appended):

Action 1  Resolution of Appreciation for H. Carton Rogers III .................................. page 10

Action 2  Resolution of Appreciation for Joan Hendricks ........................................... page 11

Action 3  Resolution to Appoint Mark Wolff as Dean of the School of Dental Medicine ................................................................. page 12

Action 4  Resolution to Appoint Andrew Hoffman as Dean of the School of Veterinary Medicine ................................................................ page 13

Action 5  Resolution to Gregory J. Pellicano as Vice President for Audit, Compliance and Privacy .......................................................... page 14

Academic Report
Provost Wendell Pritchett reported that Constantia Constantinou has been appointed the H. Carton Rogers III Vice Provost and Director of the Penn Libraries, effective August 1, 2018. Ms. Constantinou is a pioneer in developing digital, multimedia, and technology initiatives in university library systems, and in advancing partnerships among libraries, museums, and universities—all key priorities at Penn. She was previously Dean of University Libraries and SUNY Distinguished Librarian at SUNY-Stony Brook.

Provost Pritchett then presented for approval the Resolution on Faculty Appointments, Leaves, and Promotions.

The following resolution was approved (full resolution texts are appended):

Action 1  Resolution on Faculty Appointments, Leaves and Promotions .................... Appendix

Financial Report
Executive Vice President Craig Carnaroli provided a summary of reports made at the Budget and Finance Committee meeting. For the year ending June 30, 2018, total net assets for the Consolidated University are expected to grow to a total of $17.8 billion. This strong performance is driven by both operating and investment performance as well as the member substitution of Penn Medicine Princeton Health into the University. The increase in net assets from operations is anticipated to be approximately $440 million, supported by very strong performance in philanthropy and the Penn Center for Innovation. There is also anticipated growth in cash, notwithstanding a strong year in capital spending in an aggregate total of $817 million. In Fiscal Year 2019, Penn anticipates approximately $1.3 billion of capital spending owing largely to construction on the New Patient Pavilion, and an increase to $18.6 billion is forecasted for the year end net asset position.
Penn Medicine Report
Executive Vice President for the Health System and Dean of the Perelman School of Medicine Larry Jameson reported that it has been a year of many firsts, including the first FDA approvals of immunotherapy for the treatment of cancer and gene therapy for an inherited form of blindness. He added that research grant funding this year surpassed $700 million, its highest ever, that Penn’s first online master’s degree – the Master of Health Care Innovation – was launched this year by the Department of Medical Ethics and Health Policy, and that in its first full year of use, the integrated medical record system PennChart is now accessible to over 450,000 patients.

Admissions Report
Dean Eric Furda indicated that Penn’s Class of 2022 was selected from a record applicant pool of 44,491 with 8% offered admission. 68% of those admitted will enroll at Penn this fall. The class is 55% female; and one out of seven students are first generation college students, a new record.

Penn Admissions continues strong relationships with national college access organizations to attract high ability, low-income students, such as KIPP, Questbridge, Philadelphia Futures, Lenfest Scholars, and the first cohort of Clark Scholars to Penn Engineering. This week Penn hosts the 20th Anniversary of College Horizons, which supports access for Native American communities across the nation.

Dean Furda added that the Penn Alumni Interview Program has 23,000 volunteers, including 500 committee leaders who participated in regional summits in Panama, London, Delhi, Dubai, Hong Kong, and on Penn’s campus.

Academic Policy
Chair Scott L. Bok reported that the committee received an annual update from Vice Provost for Research Dawn Bonnell on advances in Penn research and innovation. Industry partnerships have more than doubled since 2010. Committee discussion focused on understanding revenue sharing from products in the marketplace, while retaining control of intellectual property for future uses.

The committee also approved a resolution from the School of Arts and Sciences to establish a degree of Bachelor of Applied Arts and Sciences. This new program would create an undergraduate degree in the College of Liberal and Professional Studies (LPS) separate from the Bachelor of Arts offered to full-time residential undergraduates in the College of Arts and Sciences. Thus, LPS can better serve the needs of non-traditional students and significantly broaden access to the resources of a Penn education.

The following resolution was approved (full resolution texts are appended):

  Action 1 Resolution to Establish the Degree of Bachelor of Applied Arts and Sciences in the School of Arts and Sciences

As this was Mr. Bok’s last meeting as chair of the Academic Policy Committee, Mr. Cohen, on behalf of the Trustees, thanked him for his seven years of leadership and service.

Audit & Compliance
Chair Ann Reese noted that the committee had received a report from Trustee Charles Leitner on the June 15 Penn Medicine Audit and Compliance Committee meeting. Vice President Greg Pellicano provided an update of the activities of the Office of Audit, Compliance and Privacy and the results of the current Risk Assessment and Proposed Work Plan for Fiscal Year 2019. The committee approved the Fiscal Year 2019 Work Plan.
Dr. Bonnell led a discussion on Risk Management in Research Partnerships, Comptroller John Horn presented on the Annual Financial Report, and third and fourth quarter significant transactions for the University and the Health System. PricewaterhouseCoopers Partner Jeff Williams presented an update on the Annual Financial Report, followed by an update on the higher education industry overall.

The following resolution was approved (full resolution texts are appended):

Action 1 Resolution to Approve the Charter of the Trustee Committee on Audit and Compliance ................................................................. page 15

Budget & Finance
Trustee Mark Werner reported that the committee had reviewed and approved the operating and capital budgets for the University and Health System for Fiscal Year 2019. Mr. Carnaroli reported (above) on the FY18 forecast and FY19 budget.

Senior Vice President and Chief Financial Officer for the Health System Keith Kasper reviewed its capital budget, calling for $1.2 billion in spending, including $450 million for the New Patient Pavilion, $198 million for the Radnor Master Plan, and other projects.

Vice President of Facilities and Real Estate Services Anne Papageorge and Vice President for Finance and Treasurer MaryFrances McCourt presented the capital plan for the Academic Component. The plan includes projects with costs totaling $355 million to be initiated next year with spending over four years. $250 million is projected over the next three years for ongoing projects. FY19 projects include the New College House West, as well as continued spending on the Wharton Academic Research Building and Substation 2, and infrastructure projects funded by Century Bonds.

As recommended by the committee, the following resolutions were approved (full resolution texts are appended):

Action 1 Resolution to Authorize the Spending Rule for Endowments ...................... page 16

Action 2 Resolution to Authorize the Fiscal Year 2019 Operating Budget for the University of Pennsylvania ................................................................. page 17

Action 3 Resolution to Authorize the Fiscal Year 2019 Capital Plan for the University of Pennsylvania ................................................................. page 18

Action 4 Resolution to Authorize the Fiscal Year 2019 Operating Budget for the University of Pennsylvania Health System ................................................................. page 19

Action 5 Resolution to Authorize the Fiscal Year 2019 Capital Budget for the University of Pennsylvania Health System ................................................................. page 20

Action 6 Resolution to Declare the University’s Intent to Reimburse Capital Costs with Proceeds of Borrowings ................................................................. page 21

Action 7 Resolution to Declare the University of Pennsylvania Health System’s Intent to Reimburse Capital Costs with Proceeds of Borrowings ......................... page 24

Action 8 Resolution to Authorize Ringe Squash Center Renovation in the Amount of $18,700,000 ......................................................................................... page 27
Action 9  Resolution to Authorize up to $450,000,000 for Further Development and Construction of the Pavilion at the Hospital of the University of Pennsylvania ................................................. page 28

Action 10 Resolution to Authorize up to $198,000,000 for Further Development and Construction of a New Penn Medicine Radnor Facility Located at 145 King of Prussia Road, Radnor, Pennsylvania, Including $82,000,000 Present Value of 22 Year Lease Commitment ................................................................. page 30

Action 11 Resolution to Authorize up to $47,000,000 for Development and Construction of a New Parking Garage Facility at Penn Presbyterian Medical Center .......... page 32

Action 12 Resolution to Authorize up to $46,000,000 for the Acquisition of Property Located at 3250 S. 76th Street, Philadelphia, Pennsylvania and the Associated Design, Development and Construction of the Central Sterile Reprocessing Center for the University of Pennsylvania Health System ............................................. page 34

Action 13 Resolution to Authorize up to $21,557,000 for Design, Development and Construction of a Building Expansion at Penn Presbyterian Medical Center for Increased Radiation Oncology Services as Part of Its Comprehensive Cancer Center ................................................................. page 36

Action 14 Resolution to Authorize up to $17,764,000 for the University of Pennsylvania Health System’s Acquisition of Approximately 125,450 Square Feet at 4040 Market Street, Philadelphia, Pennsylvania and Adjacent Properties ......... page 38

Action 15 Resolution to Authorize the Establishment and Incorporation of Penn Medicine London as a New Private Company Limited by Shares Under the Control of UPenn International to Develop a Greater Presence by the University of Pennsylvania Health System in the United Kingdom ................................................................. page 40

Campaign Development
Chair Lee Spelman Doty indicated that reports were received from John Zeller, Senior Vice President of Development and Alumni Relations, on Campaign fundraising and engagement progress, with FY18 closing as a record year. Associate Vice President for Alumni Relations Hoopes Wampler spoke about record levels of alumni engagement and Campaign Chair Bob Levy detailed the successful Campaign kickoff.

President Gutmann spoke about new initiatives for Penn First Plus to support the success of Penn’s first-generation and/or low-income students, and of the strategic importance of graduate and professional student aid as a Campaign priority. Vice Provost for Education Beth Winkelstein led a panel discussion on graduate and professional student aid.

Facilities & Campus Planning
Trustee Charles Leitner reported that Anne Papageorge, Vice President of Facilities and Real Estate Services and David Hollenberg, University Architect, had presented an update of the campus development plan Penn Connects 3.0. With Faramarz Vakili, Executive Director of Operations and Maintenance, Ms. Papageorge summarized the success of the Enhanced Housekeeping Program that has standardized services and maximizes employee safety, productivity, and well-being. In addition,
Mike Dausch, Executive Director of Design and Construction and Ms. Papageorge gave an annual Campus Construction update including ongoing capital projects, nine summer projects, and Century Bond projects at Stemmler Hall, Richards A&B Towers, Van Pelt Library and Leidy Labs.

During the meeting, Ms. Papageorge also recognized David Hollenberg for his 12 years of transformational leadership in campus development and preservation, and introduced Mark Kocent as the new University Architect.

**Local, National, and Global Engagement**

Chair Mark McMorris reported that Vice President for Government and Community Affairs Jeff Cooper had provided an update on a broad range of initiatives that Penn undertakes on behalf of the local community.

Amy Gadsden, the Executive Director of Penn Global, spoke about resources available to the several thousand Penn faculty, students, and staff who travel overseas each year, including mitigation of risk abroad and responding to emergencies. WXPN General Manager Roger LaMay shared an annual report and the station’s significant progress meeting the challenges of an evolving radio/digital environment. He also highlighted the station’s extensive community engagement, and its support of Penn’s commitment to making an impact locally.

On behalf of the Trustees, Mr. Cohen thanked Mr. McMorris for seven years of leadership and service, as this is his last meeting as chair of Local, National, and Global Engagement committee.

**Student Life**

Chair Claire Lomax noted that Dean Eric Furda had spoken about the 10% increase in undergraduate admissions applications this year and other factors, including a projection that in 2022, nearly a quarter of all college applicants will be Hispanic. The committee learned of the intense competition for students coming through nonprofit partners, such as QuestBridge or KIPP. Dean Furda praised Penn’s commitment to outreach and for funding campus visits for multicultural scholars. Dean Furda also noted the near-parity of the number of incoming students who are the first in their families to go to college and of those who are the family of Penn alumni.

The committee explored the positive evolution of the student social sphere amid safety concerns. Five of seven known off-campus organizations have agreed to identify with the University and participate in the registration process for safe parties. Provost Pritchett noted successes, such as a 38% increase in the number of registered parties and a decrease in incidents involving police or medical transport.

Trustees also learned about important expansion of consent and bystander intervention education for sexual violence prevention and Restorative Justice, a practice whereby students or groups who feel harmed or offended by others have an opportunity to work together to mediate disputes and reach a resolution.

**Penn Alumni Report**

Incoming Penn Alumni President Ann Reese noted that the Alumni Trustees received an overview of Penn’s arts and culture centers, from Development staff of the Morris Arboretum, the Museum, the Annenberg Center for the Performing Arts, and the Libraries. Presentations included an engaging review of the programming, academic support, and interactive activities offered for students, alumni, and the wider Philadelphia community. All Trustees are invited to visit and support each institution by attending events, suggesting other alumni to volunteer to serve in various capacities, and to advocate for the importance of art and culture at Penn.
The Penn Alumni Nominations Committee recommends the following as Alumni Trustee nominees for three positions for five-year terms beginning January 1, 2019: Brett Barth, W’93 of New York, George Hongchoy, WG’91 of Hong Kong, and Catherine Lyons, W’86 of Darien, Connecticut. Nominee biographies will appear in the July/August issue of the Gazette. The final vote will take place at the Penn Alumni Board Meeting during Homecoming Weekend.

Ms. Reese added that Alumni Weekend 2018 welcomed over 13,000 alumni and guests for record breaking undergraduate and graduate reunions. She called attention to the upcoming Homecoming Weekend November 9-11. On that Friday evening, three former Trustees will receive the Alumni Award of Merit – Allan Bell, Mitchell Blutt, and Andie Laporte. Ms. Reese urged all Trustees to attend.

**Appointments to Penn Medicine, Overseer and Other Boards**

As the final order of business, the Chair presented the following resolutions with appointments to Penn Medicine, Overseers, and Other Boards.

The following resolution was approved (full resolution texts are appended):

**Action 1** Resolution to Appoint Edward P. Mally, to Appoint Harold S. Prince as an emeritus member, and to Re-appoint David M. Brashear as Chair of the Board of Overseers of the Annenberg Center for the Performing Arts ........................... page 42

**Action 2** Resolution to Appoint Hyder Ahmad, David Gross-Loh, Kevin Johnson, Stacey G. Snider, and Adriana L. Vermut to the Board of Overseers of the School of Arts and Sciences ....................................................................................................... page 43

**Action 3** Resolution to Appoint Jeffrey G. Dishner, Martin E. Franklin, Frances M. Glomb, and Jeffrey D. Schwartz to the Athletics Board of Overseers ......................... page 44

**Action 4** Resolution to Re-appoint William W. M. Cheung as Chair of the Board of Overseers of the School of Dental Medicine .................................................. page 45

**Action 5** Resolution to Appoint Albert Kalimian, Steven Lefkowitz, and Richard S. Linhart and to Re-Appoint Robin S. Sellers to the Board of Overseers of the School of Design ....................................................................................................... page 46

**Action 6** Resolution to Appoint Beth S. Ertel, Michael J. Sorrell, and Navin Valrani to the Board of Overseers of the Graduate School of Education ......................... page 47

**Action 7** Resolution to Appoint Julie L. Bernstein, Catherine O. Carrafiell, Christopher J. D’Amelio, and Marc J. Leder and to Appoint Katherine S. Sachs as an Emeritus Member of the Board of Overseers of the Institute of Contemporary Art ......................................................................................................... page 48

**Action 8** Resolution to Reappoint Members of the Penn Medicine Executive Committee ............................................................................................................... page 49

**Action 9** Resolution to Appoint Ghislain Gouraige, Jr., Barbara Riley, and Matthew J. Storm, to Re-appoint Peter Gould, and to Re-appoint Michael J. Kowalski as Chair of the Board of Overseers of the Museum of Archaeology and Anthropology ........................................................................................................... page 50
Action 10  Resolution to Appoint Josh Berlin and Steven E. Hoffman to the Board of Overseers of the School of Nursing ................................................................. page 51

Action 11  Resolution to Appoint Deborah S. Rothman and to Re-appoint Mindy H. Heyer as Chair of the Board of Overseers of the School of Veterinary Medicine ..... page 52

Action 12  Resolution to Appoint Scott M. Mills, Jeff Sutton, Gang Yu and Xin Zhou to the Board of Overseers of the Wharton School ........................................ page 53

The meeting was adjourned at 12:31 p.m.

Respectfully submitted,

[Signature]

Leslie Laird Kruhly
Vice President and University Secretary