

The Regents of the University of California

**SPECIAL COMMITTEE ON
REGENTS' PROCEDURES**

July 16, 1998

The Special Committee on Regents' Procedures met on the above date at UCSF - Laurel Heights, San Francisco.

Members present: Regents Atkinson, Connerly, Davies, Johnson, Khachigian, Leach, Montoya, Parsky, and Willmon

In attendance: Regents Chandler, Espinoza, Gould, Hotchkis, Kozberg, Lee, Miura, Nakashima, Ochoa, Preuss, and Sayles, Regents-designate Taylor and Vining, Faculty Representatives Dorr and Weiss, Secretary Trivette, General Counsel Holst, Provost King, Senior Vice President Kennedy, Vice Presidents Darling, Gomes, and Hopper, Chancellors Carnesale, Cicerone, Dynes, and Vanderhoef, Vice Chancellor Bainton representing Chancellor Bishop, and Recording Secretary Bryan

The meeting convened at 12:07 p.m. with Committee Chair Leach presiding.

**AUTHORIZATION FOR THE CHAIRMAN OF THE BOARD TO APPOINT
MEMBERS OF THE UCSF STANFORD HEALTH CARE BOARD OF DIRECTORS**

It was recommended that the Chairman of the Board of Regents be authorized to appoint individuals to fill Regents' positions on the UCSF Stanford Health Care Board of Directors, effective immediately.

It was recalled that the Bylaws of UCSF Stanford Health Care provide for two classes of members: the "UC Class" consisting of the corporate Regents of the University of California, and the "Stanford Class" consisting of the Board of Trustees of Leland Stanford Junior University. Article III, Section 1 provides: "Each Member shall act as such through its governing body or in the manner specified in Article III, Section 2 hereof." Article III, Section 2 provides, in pertinent part, as follows:

Section 2. Voting Rights.

The University of California may, in writing, authorize one or more of the Regents to vote on its behalf on any or all matters that may require or be submitted for a vote of the Members. Stanford University may, in writing, authorize one or more of the Trustees to vote on its behalf on all matters that may require or be submitted for a vote of the Members. Any

such written authorization shall be filed with the Secretary of the corporation.

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Article IV, Section 1(b)(2) provides for the selection of members of the Board of Directors. In pertinent part, it provides:

(2) Subsequent Boards.

. . . the President of the University of California; or a vice president of the University of California selected by the Regents Class to serve in lieu of the said President for a term coincident with his term as vice president, or for such term as determined by the Regents Class; provided, however, that if the term of the vice president ends by reason of expiration of his term as vice president, resignation or otherwise, the then President of the University of California shall automatically be restored to the board unless the Regents Class designates another vice president to serve in his stead; . . . The ten Elected Directors shall consist of: three individuals elected by the UC Class (the "UC Directors"), two of whom at the time of their election are Regents....

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This latter section of the Bylaws, when read in conjunction with Article III, Section 2, provides that the University may establish its procedure for selecting members of the Board of Directors for the UC Class. This action would grant to the Chairman of the Board authority to designate Regents from time to time to serve on the UCSF Stanford Health Care Board of Directors.

Upon motion duly made and seconded, the Committee approved the recommendation and voted to present it to the Board.

The meeting adjourned at 12:08 p.m.

Attest:

Secretary