

## SPECIAL COMMITTEE ON REGENTS' PROCEDURES

March 13, 2002

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

Members present: Regents Atkinson, Davies, Hopkinson, Lee, Moores, Parsky, and Preuss

In attendance: Regents Blum, T. Davis, Johnson, Kozberg, Marcus, Montoya, Morrison, Pattiz, Saban, Sayles, and Seymour, Regents-designate Ligot-Gordon, Sainick, and Terrazas, Faculty Representatives Binion and Viswanathan, Associate Secretary Shaw, General Counsel Holst, Treasurer Russ, Provost King, Senior Vice Presidents Darling and Mullinix, Vice Presidents Broome and Gurtner, Chancellors Berdahl, Bishop, Cicerone, Dynes, Tomlinson-Keasey, and Yang, Acting Chancellor Warren, and Recording Secretary Nietfeld

The meeting convened at 1:45 p.m. with Special Committee Chair Parsky presiding.

### 1. APPROVAL OF MINUTES OF PREVIOUS MEETING

Upon motion duly made and seconded, the minutes of the meeting of January 16, 2002 were approved.

### 2. AMENDMENT OF BYLAWS AND STANDING ORDERS RELATED TO BANKING AND EXTERNAL FINANCING AUTHORITY, OFFICE OF THE TREASURER AND OFFICE OF THE PRESIDENT

The President recommended that:

- A. Service of notice be waived.
- B. The relevant Bylaws and Standing Orders concerning banking and external financing authority in the Office of the Treasurer and the Office of the President be amended as follows:

**deletions shown by strikeout, additions by shading**

BYLAW 21.

DUTIES AND RESPONSIBILITIES OF OFFICERS  
OF THE CORPORATION

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## 21.4 Treasurer.

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~~(e) — The Treasurer is authorized to provide for external financing for amounts up to and including \$10 million for the construction, acquisition, equipping, and improvement of projects approved by the President. The Treasurer is also authorized to provide for external financing for amounts in excess of \$10 million up to and including \$20 million, provided that concurrence is obtained from the Chairman of the Board, the Chairman of the Committee on Finance, and the Chairman of the Committee on Investments, and also provided that all actions taken in excess of \$10 million up to and including \$20 million under this authority be reported at the next following meeting of the Board. External financing in excess of \$20 million requires Board consideration. The Treasurer, in general, shall be the manager of all external financing of the Corporation and, except as otherwise provided in the Bylaws and Standing Orders, subject to control and direction of the Board and its Committee on Finance, which may include provisions for reserve funds and payment of costs of issuance of such projects.~~

~~(f)~~ (e)

~~(g)~~ (f)

~~(h)~~ (g)

~~(i)~~ (h)

~~(j)~~ (i)

~~(k)~~ (j)

~~(l)~~ (k)

~~(m)~~ (l)

~~(n) — The Treasurer shall be the representative of the Corporation in, and is authorized to execute agreements in connection with, all matters relating to bank accounts and bank services; banking relationships; financial and banking type services provided by entities other than banks, including but not limited to, the following:~~

- ~~(1) The Treasurer shall select the banks in which funds of the Corporation are deposited and from which funds are disbursed.~~
- ~~(2) The Treasurer is authorized to transfer to the name of the Corporation all bank accounts, including time certificates of deposit, received as gifts to the Corporation, and to make withdrawals from or close such accounts.~~
- ~~(3) The Treasurer, on recommendation of the President of the University, is authorized to designate representatives of the University who may sign checks, drafts or other orders for the payment of money or initiate electronic transfers of funds against University checking accounts, provided that all such representatives are covered by fidelity bond. The Treasurer is authorized to approve the use of and to direct banks or other depositories to honor facsimile signatures.~~
- ~~(4) The Treasurer is authorized to designate a list of representatives of the Corporation who may sign checks, drafts or other orders for the payment of money or initiate electronic transfers of funds against bank accounts used for deposit of Treasurer's General Cash and to make withdrawals from savings accounts, provided that all such actions have been approved by two such representatives, including one from the Office of the President and one from the Office of the Treasurer, and provided further that all such representatives are covered by fidelity bond, and provided that nothing herein shall be construed as empowering the Treasurer to direct banks or other depositories to honor facsimile signatures except on authority of the Committee on Finance.~~
- ~~(5) The Treasurer is authorized to make arrangements for lockbox, electronic transfer of funds, escrow services, credit card and other services to facilitate the collection or disbursement of funds.~~

(o) (m)

(p) (n)

(q) (o)

(†) (p)

(‡) (q)

(†) (r)

(††) (s)

(†‡) (t)

(†‡‡) (u)

#### STANDING ORDER 100.

#### OFFICERS OF THE UNIVERSITY

#### 100.4 Duties of the President of the University

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~~(nn) — The President is authorized to approve external financing for amounts up to and including \$10 million for the construction, acquisition, equipping, and improvement of projects in the President's areas of responsibility. The President is also authorized to approve external financing for amounts in excess of \$10 million up to and including \$20 million, provided that concurrence is obtained from the Chairman of the Board and the Chairman of the Committee on Finance, and also provided that all actions taken in excess of \$10 million up to and including \$20 million under this authority be reported at the next following meeting of the Board. External financing in excess of \$20 million requires Board approval.~~

(nn) The President is authorized to provide for external financing for amounts up to and including \$10 million for the construction, acquisition, equipping, and improvement of projects. The President is also authorized to provide for external financing for amounts in excess of \$10 million up to and including \$20 million, provided that concurrence is obtained from the Chairman of the Board and the Chairman of the Committee on Finance, and also provided that all actions taken in excess of \$10 million up to and including \$20 million under this authority be reported at the next following meeting of the Board. External financing in excess of \$20 million requires Board consideration. The President, in general, shall be the manager of all external financing of the Corporation and, except as otherwise

provided in the Bylaws and Standing Orders, subject to control and direction of the Board and its Committee on Finance, which may include provisions for reserve funds and payment of costs of issuance of such projects.

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- (pp) The President shall be the representative of the Corporation in, and is authorized to execute agreements in connection with, all matters relating to bank accounts and bank services; banking relationships; financial and banking type services provided by entities other than banks, including but not limited to, the following:
- (1) The President shall select the banks in which funds of the Corporation are deposited and from which funds are disbursed.
  - (2) The President is authorized to transfer to the name of the Corporation all bank accounts, including time certificates of deposit, received as gifts to the Corporation, and to make withdrawals from or close such accounts.
  - (3) The President is authorized to designate representatives of the University who may sign checks, drafts or other orders for the payment of money or initiate electronic transfers of funds against University checking accounts, provided that all such representatives are covered by fidelity bond. The President is authorized to approved the use of and to direct banks or other depositories to honor facsimile signatures.
  - (4) The President is authorized to designate a list of representatives of the Corporation who may sign checks, drafts or other orders for the payment of money or initiate electronic transfers of funds against bank accounts used for deposit of Treasurer's General Cash and to make withdrawals from savings accounts, provided that all such actions have been approved by two such representatives, including one from the Office of the President and one from the Office of the Treasurer, and provided further that all such representatives are covered by fidelity bond, and provided that nothing herein shall be construed as empowering the President to direct banks or other depositories to honor facsimile signatures except on authority of the Committee on Finance.

- (5) The President is authorized to make arrangements for lockbox, electronic transfer of funds, escrow services, credit card and other services to facilitate the collection or disbursement of funds.

The Committee was informed that the proposed Bylaw and Standing Order revisions with respect to external financing and banking matters implement the transfer of authority from the Treasurer to the President, which was contemplated by The Regents' action of July 2000, and in earlier discussion concerning the designation of the Treasurer of The Regents as Treasurer and Vice President for Investments.

In response to a question from Regent Parsky, Treasurer Russ stated that he supports the President's recommendation.

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

The meeting adjourned at 1:47 p.m.

Attest:

Associate Secretary