

The Regents of the University of California

SPECIAL COMMITTEE ON REGENTS' PROCEDURES

January 14, 2004

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

Members present: Regents Bodine, Davies, Dynes, Kozberg, Moores, and Preuss

In attendance: Regents Blum, Connerly, Hopkinson, Johnson, Lee, Montoya, Murray, Sayles, and Seigler, Regents-designate Anderson, Novack, and Ornellas, Faculty Representatives Blumenthal and Pitts, Secretary Trivette, General Counsel Holst, Treasurer Russ, Senior Vice Presidents Darling and Mullinix, Vice President Gomes, Chancellors Bishop, Carnesale, Córdova, and Vanderhoef, and Recording Secretary Bryan

The meeting convened at 3:47 p.m. with Committee Chair Davies presiding.

1. APPROVAL OF MINUTES OF PREVIOUS MEETING

Upon motion duly made and seconded, the minutes of the meeting of January 15, 2003 were approved.

2. DATES OF REGENTS' MEETINGS FOR 2005

The President recommended that the following dates of Regents' meetings for 2005 be approved.

2005

January 19-20

March 16-17

May 18-19

July 20-21

September 21-22

November 16-17

It was recalled that approval of the dates of Regents' meetings is the annual responsibility of The Regents, while the President and the Chairman of the Board, in consultation with the Secretary, are responsible for approving the locations of the meetings.

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

3. RESCISSION OF POLICY ON LIMIT OF SERVICE AS COMMITTEE CHAIRMAN

Regent Davies recommended that The Regents rescind the Policy on Limit on Service as Committee Chairman.

It was recalled that in 1992 The Regents adopted the following policy:

It is the policy of the Board that no member shall serve as chairman of a single committee for more than two consecutive one-year terms.

Regent Davies recalled that in its discussions on improving and streamlining Board meetings, the Special Committee had looked at strengthening the role of the Standing Committees. As a result, some committees now hold stand-alone meetings which provide the opportunity for extensive presentations and discussion. Many of the issues coming before the committees are complex and long-term in nature, thus requiring years of consideration. Increasing the span of a committee chair's service will allow the Board to leverage the expertise individual members bring to the Board and the insights developed by committee chairs. Rescission of this policy would facilitate the work of the Nominating Committee as it anticipates issues likely to confront the Board during the upcoming year in developing the annual slate of committee assignments.

Regent Davies commented that there had been no limitation on the service as chairman for the first 120 years of the University's history. The limitation was adopted as a way of handling an instance in which the Regents wanted to replace one particular committee chair. He believed that it would be in the interest of the University to have someone continue beyond two years and that if a similar circumstance arose it should be faced in the Nominating Committee.

Regent Bodine agreed that two years may not be enough, but she believed that the instance that initiated the time limit may occur again in the future. She suggested increasing the limit to four years, which would give the desired continuity but provide the ability to move someone on graciously. Regent Davies commented that to do so would not create a problem, but he maintained that the Regents should trust the discretion of the Nominating Committee to pick the right chairs to begin with and to determine whether they should be retained or changed.

Regent Montoya believed there was sufficient expertise to rotate committee chairs and that the system had been working well as it was.

Regent Connerly envisioned a circumstance where someone on the Board could be uniquely qualified to serve as chair of a committee, and term limits would be an unnecessary constraint. He agreed with Regent Davies that the Nominating Committee should be allowed to make those decisions. Regent Preuss agreed also.

Regent Hopkinson believed it was advantageous to have committee chairs rotate and give as many Regents as possible the opportunity to become involved. She indicated that she

would have no problem if the Nominating Committee were to determine that there should be individual exceptions.

Regent Blum believed that retaining some limitation would be helpful in that Regents could adjust their expectations to match the stipulated length of service as a committee chair. He suggested that a chair should be permitted to stay on for an additional two years only under exceptional circumstances.

Regent Moores supported the recommendation. He was confident that the Nominating Committee was capable of deciding whether to maintain or replace a committee chair and would not allow anyone to become entrenched.

Regent Davies advised keeping in mind that the problem that the Board had tried to address with the adoption of an artificial limit of service had occurred only once in the history of the University.

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

4. **AMENDMENT OF POLICY ON COORDINATION OF MATERIALS FOR PRESENTATION TO REGENTS – SUBMISSION OF ITEMS BY INDIVIDUAL REGENTS**

Regent Davies recommended that The Regents amend the Policy on Coordination of Material for Presentation to Regents as follows:

deletions shown by strikeout, additions by underscoring

POLICY ON COORDINATION OF MATERIALS FOR
PRESENTATION TO REGENTS

All items, background material, and reports for presentation to The Regents, including those of the Secretary, General Counsel, ~~and~~ Treasurer, and individual Regents, shall be submitted in advance of the meeting to the President of the University, who shall be responsible for the preparation of agendas, the advance briefing of Committee Chairmen and ~~Vice Chairmen~~ and the Chairman of the Board, and for the coordination of all material for presentation to The Regents. In the event that an item requested by a Regent is not included on the President's agenda for the meeting, it may be placed on the agenda at the request of any three members of the relevant Committee.

Regent Davies proposed that The Regents amend its policy on coordination of material for Regents meetings in order to clarify the process by which an individual Regent may request that an item be placed on the meeting agenda. He believed that any Regent who has an item to be brought before the Board should submit it to the President of the University in a timely manner so that it may be considered for inclusion in the agenda and duly noticed in advance

of a regular meeting. This would give the President the opportunity to inform the Regent if a similar item is planned for the upcoming or a future meeting. He noted that the proposed change regarding an item's being placed on the agenda at the request of three committee members parallels Bylaw 14.3, which provides that any three members of a committee or subcommittee may call for a meeting of the committee or subcommittee. In applying this procedure, the item submission deadlines, as established by the President's Office and published by its Office of Coordination and Review, must be met. The the current version is shown below.

OFFICE OF THE PRESIDENT
SCHEDULE FOR SUBMISSION OF REGENTS' ITEMS
September 2003 – November 2004

Regents' Meeting	Item Titles to C&R	Items to C&R
<u>2003</u>		
September 17-18 San Francisco – Laurel Heights	Aug 22 Fri	Aug 28 Thurs
November 19-20 Los Angeles Campus	Oct 24 Fri	Oct 31 Fri
<u>2004</u>		
January 14-15 San Francisco – Laurel Heights	Dec 5 Fri	Dec 12 Fri
March 17-18 San Francisco – Laurel Heights	Feb 20 Fri	Feb 27 Fri
May 19-20 San Francisco – Laurel Heights	Apr 23 Fri	Apr 30 Fri
July 14-15 San Francisco – Laurel Heights	Jun 18 Fri	Jun 25 Fri
September 22-23 San Francisco – Laurel Heights	Aug 27 Fri	Sep 3 Fri
November 17-18 San Francisco – Laurel Heights	Oct 22 Fri	Oct 29 Fri

In response to a question by Regent Hopkinson, General Counsel Holst explained that the Bylaws allow the Chairman of the Board and the Chair of a Committee to place an item on the agenda. Regent Davies' recommendation would not override that feature. It would

protect the Chair from allowing any individual member of a Committee to put things on the agenda which the Chair was opposed to adding.

Regent Hopkinson was concerned that there was a non-intentional implication that Regents would have to submit their agenda items to the President, which she believed was not appropriate, and she noted that the amount of time in advance of the meeting that it would need to be done seemed excessive. Also, she noted that it is difficult for Regents to have items added to the agendas of Committees of which they are not a member.

Regent Davies believed that the Chair should control the agenda. He knew of no other organization where any member of the board could put any item on any agenda at any time. He believed that was a disorderly way to do business. He reiterated that the proposal would protect the chair in setting the agenda for his Committee or for the Board. A Regent may request a Committee chair to add an item, and ordinarily the Chair will agree to do so. If the Chair were opposed for some reason, three Regents together could override his veto. The recommendation, which he noted is a typical way of organizing, would prevent a Regent from repeatedly putting his pet project on the agenda and forcing it to be addressed. As to the processing of the item, he reported that those deadlines have been established by the President's Office in order to allow time for the agenda packets to be prepared and mailed on schedule. The deadlines have been moved forward several times in response to the wishes of Regents to receive the agenda material two weeks in advance of the next meeting. He did not see why individual Regents should be permitted to use a different schedule.

Regent Connerly believed that the job of the Chair of the Committee was to preside over the meeting, not to control the agenda. He was opposed to requiring a Regent to go through the Chair, the Committee Chair, or the President.

In response to a question by Regent Preuss, General Counsel Holst explained that the process by which an individual Regent may place an item on the agenda is the product of the determination of the General Counsel that the individual Regent is so entitled, because the Bylaws do not speak to the issue. Typically, if the item is acceptable to the President, it is converted to a President's item. An individual Regent also may indicate to the Secretary the wish to place an item on the agenda. The difficulty that has arisen is with respect to the timing. Often the items have been submitted immediately before the Notice of Meeting must be published, and the material has not been available for consideration in the Office of the President.

Regent Hopkinson believed that, although it would be desirable to have all items submitted in advance, individual Regents should not be prohibited from handing out material at the meeting. Regent Davies acknowledged that he had not intended to imply otherwise.

Regent Hopkinson noted that, based on the President's schedule, an item would need to be formalized 26 days in advance of the meeting. She observed that Regents submit items only in unusual circumstances that may not be recognized that far ahead. Regent Davies maintained that he did not understand why the Regents' schedule should be different. He emphasized that the mailing schedule had been developed at the request of Regents.

Regent Davies amended the first sentence of his recommendation to read, "All items shall, and background material and reports for presentation to The Regents, including those of the Secretary, General Counsel, ~~and~~ Treasurer, and individual Regents, ~~shall~~ should be submitted in advance of the meeting to the President of the University, who shall be responsible for the preparation of agendas, the advance briefing of Committee Chairmen and ~~Vice Chairmen~~ and the Chairman of the Board, and for the coordination of all material for presentation to The Regents." He also withdrew the last sentence of his recommendation, "In the event that an item requested by a Regent is not included on the President's agenda for the meeting, it may be placed on the agenda at the request of any three members of the relevant Committee."

Upon motion duly made and seconded, the recommendation was approved as amended.

The meeting adjourned at 4:15 p.m.

Attest:

Secretary