

The Regents of the University of California

COMMITTEE ON GOVERNANCE

March 17, 2011

The Committee on Governance met on the above date at UCSF–Mission Bay Community Center, San Francisco.

Members present: Regents Blum, Lansing, Lozano, Pattiz, Ruiz, Schilling, and Varner

In attendance: Regents Crane, De La Peña, Gould, Hime, Island, Johnson, Makarechian, Reiss, Torlakson, Yudof, and Zettel, Regents-designate Hallett, Mireles, and Pelliccioni, Faculty Representatives Anderson and Simmons, Secretary and Chief of Staff Griffiths, Associate Secretary Shaw, General Counsel Robinson, Chief Investment Officer Berggren, Chief Compliance and Audit Officer Vacca, Provost Pitts, Executive Vice Presidents Brostrom and Taylor, Senior Vice Presidents Dooley and Stobo, Vice Presidents Beckwith, Darling, Lenz, and Sakaki, Chancellors Block, Blumenthal, Desmond-Hellmann, Drake, Fox, Kang, Katehi, White, and Yang, and Recording Secretary Johns

The meeting convened at 9:50 a.m. with Committee Chair Lozano presiding.

1. APPROVAL OF MINUTES OF PREVIOUS MEETING

Upon motion duly made and seconded, the minutes of the meeting of January 20, 2011 were approved.

2. STATEMENT OF EXPECTATIONS OF THE PRESIDENT OF THE UNIVERSITY

The Chairman of the Board recommended that the Statement of Expectations of the President of the University, shown in Attachment 1, be approved.

[Background material was mailed to Regents in advance of the meeting, and a copy is on file in the Office of the Secretary and Chief of Staff.]

Committee Chair Lozano explained that this item addressed best practices as articulated by the Western Association of Schools and Colleges.

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

3. **AMENDMENT OF BYLAW 12.9(a) GOVERNING SERVICE ON THE COMMITTEE ON GOVERNANCE**

The Chairman of the Board recommended that:

- A. Bylaw 12.9(a) be amended to provide for six members to serve on the Committee on Governance, with staggered terms. At least two members would be replaced each year, and no member would serve longer than three consecutive years. No member would serve as Chair of the Committee for longer than two consecutive years. (The proposed amendments are shown in Attachment 2.)
- B. Pursuant to Bylaw 7.3, the notice requirement in Bylaw 30 be suspended.

[Background material was mailed to Regents in advance of the meeting, and a copy is on file in the Office of the Secretary and Chief of Staff.]

Committee Chair Lozano briefly explained the purpose of the proposed amendment.

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

The meeting adjourned at 9:55 a.m.

Attest:

Secretary and Chief of Staff

Statement of Expectations of the President of the University

Guideline for Discharge of Duties

The President of the University shall serve as the chief executive officer of the University of California, governing the institution through authority delegated by the Board of Regents. The President is expected to direct the management and administration of the University of California system consistent with the Bylaws and Standing Orders, administering the University in fulfillment of its educational, research, and public service missions in the best interests of the people of California. The President shall serve at the pleasure of the Board of Regents subject to such compensation and conditions of employment, as the Board shall determine.

Role of the President

The President shall serve as the academic leader of the institution, defining the vision for the University, and leading the system in developing and executing plans in support of that vision, consistent with the delegation of authority to the Academic Senate and the concept of shared governance.

The President shall serve as the chief executive officer, leading the administration of the University, recommending, supporting and evaluating the performance of chancellors, representing the campuses to the Regents, and establishing a structure to manage the University's affairs.

The President shall serve as the primary external advocate, promoting the University's interests and managing its reputation with external stakeholders.

The President shall serve as the guardian of the public trust, ensuring legal and ethical compliance, managing system risk, and providing information regarding University activities.

Management and Planning

The President is expected to keep the Board informed regarding significant aspects of the University; to consult and counsel the Board on important matters of governance and administration of the University; and to consult and counsel the Board with respect to policies, purposes and goals of the University. The President shall carry out the directives and policies of the Board of Regents. The President shall recommend to the Board the establishment and appointment of Senior Management Group ("SMG") positions, including the positions of chancellors and others directly responsible to the President.

The President shall promote the development and efficiency of the University of California. The President shall make recommendations for changes in organization, programs, assignments and procedures and, where required or appropriate, seek Board approval for those recommendations. The President shall ensure the quality of academic programs systemwide, striving to attain the highest quality of educational experience for University students.

Financial Resources

The President shall ensure that the University has adequate financial resources and that those resources are effectively managed to ensure the excellence of the University for future generations of Californians. The President shall present recommendations to the Board for both

the capital and operating budget of the University. The President shall monitor and audit the expenditure of funds and shall ensure the University is a responsible steward of the public funds entrusted to the institution.

Consultation with the Faculty

The President is expected to consult with the Academic Senate, consistent with the principle of shared governance, on issues of significance to the general welfare and conduct of the faculty and on all matters under the jurisdiction of the Academic Senate pursuant to the Bylaws and Standing Orders.

Diversity

The President is expected to promote diversity in the University community, consistent with applicable law and the public mission of the University to serve the interests of all Californians. The President is expected to establish a climate that welcomes, celebrates and promotes respect for all forms of diversity. The President shall work to remove barriers to the recruitment, retention, and advancement of talented students, faculty and staff from historically excluded populations who are currently underrepresented.

Additions shown by underscoring; deletions shown by strikethrough

BYLAW 12

RESPONSIBILITIES OF STANDING COMMITTEES

12.9 Committee on Governance.

The Committee on Governance shall:

- a. Consist of six members appointed by the Chairman of the Board no later than March of each year for the ensuing year. To ensure both continuity on issues of governance and appropriate succession of Board leadership, the terms of the six members shall be staggered, to the extent possible, with at least two members replaced each year. The Chairman of the Board and the President of the University shall not be eligible ~~for appointment to~~ serve as members of the Committee on Governance. However, pursuant to Bylaw 10.4, the President of the Corporation and the former Chairman of the Board for the year immediately following a term of office as Chairman shall be ~~the~~ ex officio members of the Committee. No member of the Board who has been appointed to the Committee on Governance for ~~two~~ three successive terms shall be eligible again for appointment until the lapse of one year, and no member of the Board who had been appointed as Chair of the Committee on Governance for two consecutive terms shall be eligible again for appointment as Chair until the lapse of one year.
- b. Following consultation with the Chairman of the Board and the President of the University, nominate, at the regular meeting in May, a Chairman and a Vice Chairman of the Board and a Chairman, a Vice Chairman, and members of each Standing Committee for the ensuing year and, upon approval by the Board, the members so nominated shall be deemed appointed to such offices and committees. The member nominated as Vice Chairman of the Board may be, but is not required to be, selected from among the members nominated as Chairmen of the several Standing Committees.
- c. Nominate The Regents' representative and alternate representative to the California Postsecondary Education Commission. Upon approval by the Board, the persons so nominated shall be deemed appointed as such representative and alternate representative, respectively. The representative and alternate representative shall be nominated by the Committee on Governance at the regular meeting in May of each year for a two-year term commencing on July 1. In accordance with California Education Code Section 66901, the representative and alternate representative are to be chosen from among the appointed members of

the Board of Regents. Members of the Board who are employed by any institution of public or private postsecondary education shall be ineligible to serve as representative or alternate representative if they are permanent, full-time employees of such institutions or if they have part-time teaching duties there that exceed six hours per week. The representative and alternate representative may be reappointed to serve additional terms.

- d. Nominate members to fill vacancies on all other Standing Committees and vacancies for The Regents' representative and alternate representative to the California Postsecondary Education Commission. Vacancies on the Committee on Governance shall be filled by the Chairman of the Board.
- e. Consider and recommend to the Board policies relating to Standing Committee service and participation, including the number of committees on which each Regent will serve, whether meetings are coterminous or concurrent, and specialized expertise requirements for members of specific committees.
- f. Consider and recommend to the Board on Bylaw functionality and effectiveness (i.e. quorum, maximum membership on committees, etc.), and recommend changes to the Board as necessary.
- g. Consider and recommend to the Board regarding the appointment, responsibilities and authorities of officers, committee chairs, and committees, and recommend changes to the Board as necessary.
- h. Consider and recommend to the Board on the format of Regents meetings.