

The Regents of the University of California

**COMMITTEE ON GOVERNANCE**

January 18, 2012

The Committee on Governance met on the above date at Highlander Union Building, Riverside campus.

Members present: Regents Blum, Pattiz, Ruiz, Varner, and Wachter, Ex officio member Gould

In attendance: Regents De La Peña, Hallett, Kieffer, Lansing, Makarechian, Mireles, Pelliccioni, Reiss, Schilling, Yudof, and Zettel, Regents-designate Mendelson, Rubenstein, and Stein, Faculty Representatives Anderson and Powell, Secretary and Chief of Staff Kelman, Associate Secretary Shaw, General Counsel Robinson, Chief Investment Officer Berggren, Chief Compliance and Audit Officer Vacca, Provost Pitts, Executive Vice President Brostrom, Chief Financial Officer Taylor, Senior Vice Presidents Dooley and Stobo, Vice Presidents Allen-Diaz, Darling, Duckett, Lenz, and Sakaki, Chancellors Birgeneau, Block, Blumenthal, Desmond-Hellmann, Drake, Fox, Katehi, Leland, White, and Yang, and Recording Secretary McCarthy

The meeting convened at 11:55 a.m. with Committee Vice Chair Varner presiding.

1. **APPROVAL OF MINUTES OF PREVIOUS MEETING**

Upon motion duly made and seconded, the minutes of the meeting of September 14, 2011 were approved.

2. **CONSENT AGENDA**

A. *Dates of Regents Meetings for 2013*

The Chairman of the Board recommended that the following dates of Regents meetings for 2013 be approved.

2013

January 15-17

March 12-14

May 14-16

July 16-18

September 17-19

November 12-14

B. ***Amendment of Bylaw 21.5 – Senior Vice President - Chief Compliance and Audit Officer, Standing Order 100.1 – Officers of the University, Bylaw 12.3 – Committee on Finance, and Bylaw 12.5 – Committee on Investments***

The President recommended that, following service of appropriate notice, Bylaw 21.5 – Senior Vice President-Chief Compliance and Audit Officer be amended, as shown in Attachment 1; Standing Order 100.1 – Officers of the University, Designation and To Whom Responsible be amended, as shown in Attachment 2; Bylaw 12.3 – Committee on Finance be amended, as shown in Attachment 3; and Bylaw 12.5 – Committee on Investments be amended, as shown in Attachment 4.

C. ***Amendment of Bylaw 12.7 – Committee on Health Services***

The President recommended that, following service of appropriate notice, Bylaw 12.7 – Committee on Health Services be amended, as shown in Attachment 5.

D. ***Amendment of the Schedule of Reports to the Regents***

The President recommended that the Schedule of Reports be amended, as shown in Attachment 6.

[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.]

Upon motion duly made and seconded, the Committee approved the Chairman's and President's recommendations and voted to present them to the Board.

The meeting adjourned at 12:00 p.m.

Attest:

Secretary and Chief of Staff

**Additions shown by underscoring; deletions shown by strikethrough**

BYLAW 21.5

SENIOR VICE PRESIDENT – CHIEF COMPLIANCE AND AUDIT OFFICER

21.5 Senior Vice President - Chief Compliance and Audit Officer.

The Senior Vice President - Chief Compliance and Audit Officer, who shall also be an Officer of the University, shall develop and maintain the University's Corporate Ethics and Compliance and Audit Programs, functioning as an independent and objective office that reviews and evaluates compliance and audit issues and concerns within the University. This position will monitor and report as to the Board itself, the administration, faculty, and employees on compliance with rules and regulations of regulatory agencies, University policies and procedures, and the University's Statement of Ethical Values and Standards of Ethical Conduct. This position is authorized to implement all necessary actions to ensure achievement of the objectives of effective, accountable ethics and compliance and audit programs.

**Additions shown by underscoring; deletions shown by strikethrough**

STANDING ORDER 100.1

DESIGNATION AND TO WHOM RESPONSIBLE

100.1 Designation and to Whom Responsible

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- (b) The President shall be responsible directly to the Board. All other Officers shall be responsible to the President directly or through designated channels, with the exception of the General Counsel and Vice President for Legal Affairs, the Chief Investment Officer and Vice President for Investments, and the Senior Vice President - Chief Compliance and Audit Officer, ~~both~~ all of whom shall have dual responsibility to the Board and to the President.

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**Additions shown by underscoring; deletions shown by strikethrough**

BYLAW 12.3 (n)

RESPONSIBILITIES OF STANDING COMMITTEES

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12.3 Committee on Finance

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- n. Consider and recommend to the Board the annual budget of the ~~Treasurer~~ Chief Investment Officer of The Regents upon recommendation of the ~~Treasurer~~ Chief Investment Officer following review and recommendation by the Committee on Investments with respect to the portion to be charged to investment assets.

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**Additions shown by underscoring; deletions shown by strikethrough**

BYLAW 12.5 (e)

RESPONSIBILITIES OF STANDING COMMITTEES

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12.5 Committee on Investments

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- e. Consider and recommend to the Committee on Finance upon recommendation of the ~~Treasurer~~ Chief Investment Officer the portion of the annual budget of the Office of the ~~Treasurer~~ Chief Investment Officer charged to investment assets.

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**Additions shown by underscoring; deletions shown by strikethrough**

BYLAW 12.7

COMMITTEE ON HEALTH SERVICES

**12.7 Committee on Health Services.**

The Committee on Health Services shall:

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- (d) Consider matters relating to the University's hospitals' and student health and counseling clinical programs, including self-insured student health programs, licensure, accreditation, planning, patient care, medical staff matters, quality assurance, and relationships with schools of health sciences.
- (e) Consider and recommend to the Board policies in connection with the operation and governance of University hospitals and student health and counseling clinical programs, including self-insured student health programs.

**Additions shown by underscoring; deletions shown by strikethrough**

**SCHEDULE OF REPORTS TO THE REGENTS  
[Pursuant to Bylaw 16.8(a)]  
Amended September 2011**

	<b>Month(s) Presented or Mailed to Regents</b>
<b>BOARD</b>	
Report of the President Concerning University Activities and Individuals (the President's Report)	January March May July September November
<b>COMMITTEE ON COMPENSATION</b>	
Annual Reports on Executive Compensation for Calendar Year ___: (a) Incumbents in Senior Management Positions and (b) Deans and Certain Faculty Administrators ( <i>mbm*</i> )	July
Annual Reports on Compensated Outside Professional Activities for Calendar Year ___: Incumbents in Senior Management Positions ( <i>mbm*</i> )	July
Annual Report on Compensated Outside Professional Activities for Calendar Year ___: Deans and Faculty Administrators ( <i>mbm*</i> )	January
Annual Report on Health Sciences Compensation Plan Participants' Compensation that Exceed the Reporting Threshold ( <i>mbm*</i> )	November
Annual Report on Academic Personnel Salaries Above the Indexed Compensation Level ( <i>mbm*</i> )	November
Annual Report on Adjustment of the Indexed Compensation Level ( <i>mbm*</i> )	September
Biannual Compensation Monitoring Reports: (a) Incumbents in Certain Senior Management Positions; and (b) Deans and Full-Time Faculty Administrators-( <i>mbm*</i> )	May November
Annual Compensation Monitoring Report for Calendar Year ___: Actions for Certain Athletic Positions and Coaches Systemwide	July

\*mbm: Report is sent to all Regents as a mailing between meetings (mbm)



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**[Pursuant to Bylaw 16.8(a)]**  
**Amended September 2011**

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	<b>Month(s) Presented or Mailed to Regents</b>
<b>COMMITTEE ON COMPLIANCE AND AUDIT</b>	
Annual Report on Internal Audit Plans	July
Annual Review of External Audit of Hastings College of the Law ( <i>mbm*</i> )	March
Annual Report on Ethics and Compliance	September
Annual Report of External Auditors for the Year Ended June 30, ____	November
Annual Report on Internal Audit Activities	November
<b>COMMITTEE ON EDUCATIONAL POLICY</b>	
Annual Report on Private Support, Major Donors, and Namings and Endowed Chairs ( <i>mbm*</i> )	November
Statistical Summary of Students and Staff ( <i>mbm*</i> )	March
Annual Report on Student Financial Support ( <i>mbm*</i> )	March
Annual Report on Undergraduate Admissions Requirements [effective 2013] ( <i>mbm*</i> )	July
Annual Report on Proposals Seeking Research Funding from the Tobacco Industry ( <i>mbm*</i> )	September
Biennial Report on Comprehensive Review ( <i>mbm*</i> ) [effective 2012]	July
<b>COMMITTEE ON EDUCATIONAL POLICY and</b>	
<b><del>COMMITTEE ON FINANCE</del></b>	
Annual Report on Self-Supporting Professional Degree Programs ( <i>mbm*</i> )	August

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**Amended September 2011**

	<b>Month(s) Presented or Mailed to Regents</b>
<b>COMMITTEE ON EDUCATIONAL POLICY and</b>	
<b><del>COMMITTEE ON LONG RANGE PLANNING</del></b>	
Annual Accountability Sub-Report on Diversity at the University of California	January
Annual Accountability Sub-Report on the University of California Admissions and Enrollments	March
<b>COMMITTEE ON FINANCE</b>	
Annual Report on Risk Management ( <i>mbm*</i> )	January
Annual Report on Use of Outside Counsel ( <i>mbm*</i> )	January
Annual Report on Settlements and Separation Agreements	January
Annual Report on University Housing Assistance Programs ( <i>mbm*</i> )	January
Annual Report on Expenditures of Associates to the President and Chancellors ( <i>mbm*</i> )	September
University of California Financial Reports	November
Annual University of California Retirement Plan-Actuarial Valuation Report	November
Annual Report on Debt Capital and External Finance Approvals ( <i>mbm*</i> )	January
Annual Report on the University of California Technology Transfer Program ( <i>mbm*</i> )	May
Annual Report on Administrative Efficiencies	May
Annual Report on Newly Approved Indirect Costs ( <i>mbm*</i> )	November
Bi-Monthly Report on New Litigation ( <i>mbm*</i> )	January March May July September November

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**[Pursuant to Bylaw 16.8(a)]**  
**Amended September 2011**

	<b>Month(s) Presented or Mailed to Regents</b>
<u>Annual Report on the Commission on the Future Recommendations</u>	<u>March</u>
 <b>COMMITTEE ON FINANCE <del>and</del></b> <b><del>COMMITTEE ON OVERSIGHT OF THE</del></b> <b><del>DEPARTMENT OF ENERGY LABORATORIES</del></b>	
Annual Report on the Net Fee Income Received as Owner of a Limited Liability Company Managing a Department of Energy National Laboratory and Expenditures Made Therefrom ( <i>mbm*</i> )	November
 <b>COMMITTEE ON GROUNDS AND BUILDINGS</b>	
Annual Report on Sustainable Practices ( <i>mbm*</i> )	January
Annual Report on Chancellor's Residence and Office Capital Projects ( <i>mbm*</i> )	September
Annual Report on Major Capital Projects Implementation ( <i>mbm*</i> )	October
Ten Year Consolidated State and Non-State Capital Financial Plan	November
 <b>COMMITTEE ON HEALTH SERVICES</b>	
Biannual Activity and Financial Status Report on Hospitals and Clinics ( <i>mbm*</i> )	March November
 <b>COMMITTEE ON INVESTMENTS</b>	
Annual Endowment Investment Report ( <i>mbm*</i> )	February
Annual Report of the Treasurer ( <i>mbm*</i> )	November
 <b>COMMITTEE ON LONG RANGE PLANNING</b>	
Annual University of California Accountability Report	July

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