

The Regents of the University of California

**GOVERNANCE AND COMPENSATION COMMITTEE**

January 25, 2017

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

Members present: Regents Gould, Lansing, Ortiz Oakley, Pattiz, Reiss, Schroeder, and Varner; Ex officio members Lozano and Napolitano

In attendance: Faculty Representatives Chalfant and White, Secretary and Chief of Staff Shaw, Executive Vice President and Chief Operating Officer Nava, Vice President Duckett, Chancellor Hawgood, Deputy General Counsel Friedlander, and Recording Secretary Johns

The meeting convened at 3:45 p.m. with Committee Chair Reiss presiding.

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

Upon motion duly made and seconded, the minutes of the meeting of November 16, 2016 were approved.

**2. SEMI-ANNUAL REPORT ON OUTSIDE PROFESSIONAL ACTIVITIES APPROVED IN 2016**

[Background material was provided 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 Reiss briefly introduced the item. Vice President Duckett explained that this was the first Semi-Annual Report on Outside Professional Activities for Senior Management Group (SMG) members, which would be presented every six months. The current report included 19 approved activities for 11 SMG members. Eighteen activities were associated with non-profit organizations; one activity was associated with a for-profit organization. Sixteen activities were uncompensated, while three activities had pay ranging from \$1,500 to \$5,000. The total anticipated time associated with an activity, including any travel and preparation time, ranged from eight to 84 hours. There were two proposed activities during this period that were not approved.

Regent Ortiz Oakley asked how the affected SMG members had responded to changes in the policy on Outside Professional Activities. He asked if any questions had been raised or attention drawn to gray areas. Mr. Duckett responded that SMG members had been cooperative, requested clarification of certain rules, and submitted necessary materials.

Committee Chair Reiss referred to the two activities that had not been approved and asked if the denial was based on new policy guidelines or on existing guidelines.

Executive Director Dennis Larsen responded that the denials were based on the appearance of a conflict of interest.

Committee Chair Reiss concluded that this report represented progress toward greater transparency at UC and protection of the University's reputation.

The meeting adjourned at 3:50 p.m.

Attest:

Secretary and Chief of Staff