

The Regents of the University of California

GOVERNANCE COMMITTEE

March 13, 2019

The Governance Committee met on the above date at the Luskin Conference Center, Los Angeles campus.

Members present: Regents Elliott, Kieffer, Lansing, Makarechian, Napolitano, Ortiz Oakley, and Sherman

In attendance: Regents Butler, Cohen, Estolano, Kounalakis, Leib, Morimoto, Park, and Zettel Regent-designate Weddle, Faculty Representatives Bhavnani and May, Secretary and Chief of Staff Shaw, General Counsel Robinson, Provost Brown, Executive Vice President and Chief Financial Officer Brostrom, Executive Vice President and Chief Operating Officer Nava, Vice President Duckett, Interim Vice President Leasure, Chancellor Blumenthal, and Recording Secretary Johns

The meeting convened at 5:25 p.m. with Committee Chair Kieffer presiding.

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

Upon motion duly made and seconded, the minutes of the meeting of January 17, 2019 were approved.

2. **RESCISSION OF VETERINARY MEDICAL SCHOOL STRICT FULL-TIME SALARY PLAN, DAVIS CAMPUS**

The President of the University recommended that the Regents:

- A. Rescind the November 22, 1968 UC Davis Veterinary Medical School Strict Full-Time Salary Plan Regents action in its entirety, effective July 1, 2019, as shown in Attachment 1.
- B. Delegate authority to the President of the University to implement salary administration for faculty in the UC Davis School of Veterinary Medicine.

[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.]

Provost Brown introduced this item, which would move the governance of the current compensation plan for the UC Davis School of Veterinary Medicine from a 1968 Regents' action to the Academic Personnel Manual (APM). Governance for all other faculty salary matters is codified in the APM. This action would require rescission of the 1968 action, and a proposed APM policy, APM – 675, Veterinary Medicine Salary Administration,

would replace the 1968 action. The UC Davis School of Veterinary Medicine was ranked number one in the U.S. and had been so for five years.

Vice Provost Susan Carlson explained that the proposed APM – 675 would codify the existing 1968 Regents' action and campus implementation practices into policy with one small but significant change, the addition of language to allow School of Veterinary Medicine faculty the opportunity to retain limited outside non-clinical compensation, similar to that permitted for all other UC faculty. Under the existing 1968 action, the only additional compensation that School of Veterinary Medicine faculty were permitted to retain were small honoraria, royalties from patent licenses, and compensation from teaching UC Extension courses. All other UC faculty, on health sciences and general campuses, were permitted to earn and retain additional compensation from other outside professional activities, in accordance with policy. School of Veterinary Medicine faculty were the only class of faculty unable to retain outside income. The proposed APM policy would allow School of Veterinary Medicine faculty to retain outside income with a cap of \$40,000 annually per faculty member. This outside income would be allowed with oversight by campus administration and clear reporting requirements in accordance with University policies. The proposed policy had the support of the campus and the Academic Senate. As a follow-up to this policy review, Provost Brown would convene a working group to study the option of a single compensation plan for all health sciences faculty, including both human and animal health sciences. This would be a complex matter, and the University believed that it would be desirable to deal first with the immediate issue of School of Veterinary Medicine faculty through the proposed action at this time, and to address the question of a possible single compensation plan for all health sciences faculty in the future.

Committee Chair Kieffer asked UC Davis Provost and Executive Vice Chancellor Ralph Hexter if there had been concerns about or objections to this proposal. Mr. Hexter responded in the negative.

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

3. **AMENDMENT OF BYLAWS AND COMMITTEE CHARTERS, ESTABLISHMENT OF A NATIONAL LABORATORIES COMMITTEE, AND ADOPTION OF NATIONAL LABORATORIES COMMITTEE CHARTER**

The President of the University recommended that, effective July 1, 2019:

- A. Following service of appropriate notice, the Bylaws of the Regents of the University of California be amended as shown in Attachment 2.
- B. The Charter of the Academic and Student Affairs Committee be amended as shown in Attachment 3, effective upon final approval of the Bylaw amendments in paragraph A.

- C. The National Laboratories Committee be established and the Charter of the National Laboratories Committee be adopted as shown in Attachment 4, effective upon final approval of the Bylaw amendments in paragraph A.

[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.]

Chair Kieffer briefly introduced the item.

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

4. **AMENDMENT OF BYLAW 27.5 – INTERIM ACTIONS AND BYLAW 23.3 – OFFICERS OF THE CORPORATION**

The Chair of the Board recommended that the Governance Committee recommend that, following service of appropriate notice, the Regents amend Bylaw 27.5 – Interim Actions and Bylaw 23.3 – Officers of the Corporation, as shown in Attachment 5.

[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 Kieffer explained that the proposed amendment to Bylaw 27.5 would clarify approval authority for interim actions.

Regent Ortiz Oakley asked what kind of interim actions were anticipated. Committee Chair Kieffer responded that he anticipated interim actions such as those on compensation.

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

5. **RESOLUTION TO EXCLUDE ACCESS TO FEDERAL CLASSIFIED INFORMATION**

The President of the University recommended that the resolution pertaining to the University's Department of Energy Facility Security Clearance be approved as shown in Attachment 6.

[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 Kieffer explained that this item was a routine action that the Regents were required to take regarding clearance for access to federal classified information. When clearance for a Regent was not yet final, the Regents were required to exclude that individual from access until the clearance was transferred.

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

6. **IMPACT OF NARROWING UNIVERSITY OF CALIFORNIA OFFICE OF THE PRESIDENT NON-REPRESENTED STAFF SALARY RANGES**

[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.]

Vice President Duckett explained that this item concerned the implementation of two recommendations made by the California State Auditor for the Office of the President (UCOP). The State Auditor had recommended that by April 2019 UCOP "narrow its salary ranges" and "set targets for any needed reductions to salary amounts using the results from its public and private sector comparison and adjust its salaries accordingly." Earlier in the year, UCOP finalized incorporation of public sector data into its Career Tracks model. Appropriately, UCOP was using public and private sector comparator data for Oakland to also recommend competitive movement in its salary range midpoints, which had not changed in two years. With consideration of the most current market data, the overall market for UCOP had moved eight percent. This market movement factor was applied to UCOP salary ranges, and the ranges were narrowed. An outside consultant, Sullivan Cotter, carried out a robust survey of salary administration processes among UCOP's higher education comparators and found that UCOP's policies and practices that inform the setting of salary ranges aligned with those of the comparators. As a result of narrowing UCOP salary ranges, 67 employees would fall below the minimum of their salary ranges, or be compressed in the range such that they would require adjustments to their salaries to ensure equity. Range minimums rose as a result of narrowing the range widths. Another outcome of the narrowing process was that no salary reductions would be needed at this time, with only one employee salary over the range maximum. Mr. Duckett emphasized that UCOP employee salaries were concentrated around the midpoint of their respective ranges, rather than being high or low; this demonstrated that UCOP's salary program was operating as it should.

Sullivan Cotter representative Warren Kerper recalled the study and review that his firm had carried out on UCOP salary ranges. The ranges had been narrowed fairly significantly, but because many positions were in the middle of their respective ranges, this narrowing had little effect. Sullivan Cotter had also determined the ranges for July 2019. The ranges had not been updated since 2016, there had been movement in the marketplace, and Sullivan Cotter was now proposing to move the ranges by eight percent, an increase from the 5.5 percent that had been envisioned the previous year. The fact that ranges were moving did not mean that salaries would move by eight percent. UCOP would follow its customary merit increase process. Sullivan Cotter reviewed the number of employees below range minimums and employees affected by so-called "compression," individuals affected when someone with a similar job moves into the range. The total number of affected employees was 67, accounting for approximately \$190,000 of UCOP compensation, or about 0.13 percent of payroll. Sullivan Cotter reviewed the policies of peer institutions in order to determine if UCOP was in concurrence with these policies,

which address situations of employees who are below the minimum of their range, employees above the maximum of their range, and compression issues. In cases when an employee's compensation is below the salary range, UCOP and its peer institutions typically make an adjustment to bring the employee into the salary range, and make adjustments on a case-by-case basis to address compression. In cases when an employee's compensation is above the salary range, that individual's pay is frozen or the employee receives lump sum increases. UCOP policies were consistent with what Sullivan Cotter observed in the marketplace.

Committee Chair Kieffer recalled that this process of implementing recommendations made to UCOP by the State Auditor had been discussed at prior meetings by the Committee and by the Regents Working Group on UC Office of the President Salary Ranges.

Regent Cohen noted that UCOP would spend approximately \$200,000 on increased salaries. Given that the UCOP budget would remain level, he asked what programs might not be funded due to this expenditure. Associate Vice President Zoanne Nelson responded that UCOP would examine this issue in its 2019-20 budget. She suggested that UCOP might accommodate the expenditure within its vacancy factor.

Regent Cohen asked when UCOP had last reviewed its positions to determine if they were necessary and adequate for the Office. Ms. Nelson responded that UCOP had been engaged in such reviews during the last few years. The following discussion item would address this question.

Regent Cohen asked if UCOP had eliminated positions it determined to be unnecessary. Ms. Nelson responded that UCOP had been doing this as part of its budget process. The previous year, UCOP combined two divisions into the External Relations and Communications division, eliminating one senior vice president position and reducing the number of staff in the division overall.

Regent Cohen asked how the University could make objections about a freeze on the UCOP budget when it could accommodate \$200,000 in salary increases for existing staff. Mr. Duckett responded that UCOP operated at a ten percent vacancy rate. Many of the vacant positions would probably not be filled. Ms. Nelson remarked that in the budget process, UCOP allowed for the fact that equity adjustments might be made during the year. There was now a permanent line item for this in the UCOP budget, and this would cover part of this expense. In response to another question by Regent Cohen, Ms. Nelson responded that the amount of the line item was about \$1.4 million, to cover equity increases, and promotions.

7. **UPDATE ON WORKSTREAM #2, IMPLEMENTATION OF PHASE 2 OF UC OFFICE OF THE PRESIDENT'S WORKFORCE PLAN: GATHER AND ANALYZE WORKFORCE DATA**

[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 Kieffer introduced this discussion by noting that the Office of the President (UCOP) had been stimulated by the recent State audit to examine questions of assigned responsibilities, workforce, and duplication, questions which had been percolating for many years. UCOP had undertaken a number of independent reviews of these issues in order to gain an overview and become comfortable with its budgeting process, and to determine if there was unnecessary duplication at UCOP of activities taking place at the campuses, whether UCOP expenses were comparable to those of other universities of the size of UC, and whether UCOP was appropriately staffed in various divisions.

Associate Vice President Zoanne Nelson explained that the premise of having a workforce plan is ensuring that UCOP understands and anticipates its staffing needs, based on the programs and services that UCOP provides. The “programs and services that UCOP provides” was of particular concern to the State Auditor. Embedded in several of the State Auditor’s recommendations was the question of whether the services and programs in the UCOP portfolio were valued by the Regents, the campuses, the Academic Senate, and State government officials who were directly allocating part of the UCOP budget. This question has engaged the University for longer than just the last two years; President Napolitano had been invested in this question since her arrival at UCOP, and, early on, commissioned a study of the state of the organization, examined and reorganized the Chief Financial Officer and Chief Operating Officer divisions, initiated strategic planning, and commissioned a review of the Office of the General Counsel, among other efforts. This work had been ongoing longer than the last two years, but had intensified with the State audit.

Some key questions for UCOP were: are UCOP services and programs aligned with the University’s mission? Are they duplicating campus functions? Is UCOP overstaffed for the work it does? What efforts has UCOP made to assess programs and services and to solicit stakeholder input? Has there been an impact to the UCOP budget as a result of optimization efforts? UCOP has striven to answer these questions.

UCOP had implemented a number of independent reviews in the last few years, some as a result of the State audit. One recommendation from the State Auditor to the Regents was that PricewaterhouseCoopers audit UCOP’s statement of operating revenues. That audit was concluded the prior year and found that data were presented in accordance with accounting principles. The State Auditor felt that the breadth and scope of that audit had not been sufficient and asked that the Regents also embark on a review of UCOP controls, budgeting and reserve controls in particular, and their effectiveness. UCOP retained Deloitte for this work, and Deloitte found that controls were generally operating

effectively. Sjoberg Evashenk Consulting conducted a ten-campus survey. President Napolitano, Chair Kieffer, and three chancellors reviewed the outcome of that report and reported on this at the January meeting. Finally, UCOP retained Sullivan Cotter to examine its staff compensation methodology and ensure that it was aligned with best practices.

President Napolitano also commissioned a UCOP-wide organizational review and engaged Huron Consulting to examine opportunities for optimization and efficiency. Huron presented a number of options, many of which concerned the most effective location of UCOP functions, whether at UCOP, at a campus on behalf of the system, or as a separate location.

One of the State Auditor's recommendations was that UCOP reconvene the Executive Budget Committee. The Executive Budget Committee, which includes representation from every campus and the Academic Senate, had engaged in a robust review of UCOP, investing 47 hours over the last two years in 14 meetings, including detailed discussions of every UCOP division. This formed the basis for the Executive Budget Committee's understanding of UCOP activities. The Executive Budget Committee would carefully review the UCOP budget for next year.

Committee Chair Kieffer recalled that the chancellors who reviewed the Sjoberg Evashenk ten-campus survey concluded that most UCOP activities were appropriately located at UCOP. It was important that the public and Legislature be aware of the reviews and work that UCOP had done, that UCOP had made necessary changes, and that UCOP was on a proper track.

Ms. Nelson further related that UCOP worked with the State in 2017 to identify \$15 million that could be redirected to fund future enrollment at the campuses. UCOP spent time with staff from the Legislative Analyst's Office and the State Department of Finance, reviewed 63 different programs, created a comprehensive data set for program funding and purposes, and submitted background materials. As a result, for the current-year budget, UCOP had proposed in May 2018 to reduce its budget by \$8.5 million and secured the entire \$15 million to be redirected to support fiscal year 2018-19 and future enrollment growth.

Ms. Nelson recalled that much of the UCOP budget is pass-through funds to the campuses and to researchers at UC and around California. UCOP manages many programs and funds for the campuses and other entities. UCOP also engages in fee-for-service activities. Fees were based on a reasonable allocation methodology. Pass-through funds and fee-for-service activities made up 58 percent of the UCOP budget. In its budget, UCOP also discloses its expenditures for short-term projects and priorities. The budget includes a schedule that itemizes anticipated projects and leaves room for projects that might arise in the course of the year. Between fiscal years 2017-18 and 2018-19, UCOP reduced this component of the budget by 38 percent. UCOP reviewed its reserves and fund balances and recommended allocating \$40 million from fund balances to the campuses; those funds had been allocated. UCOP reduced its overall budget by \$33 million, excluding UCPath, or by \$14 million including UCPath and its growth to accommodate deployment at more campuses. The total budget approved by the Regents in May 2018 was \$876.4 million.

A few years earlier, UCOP began strategic planning with all its divisions. In order for UCOP to coordinate its work with the campuses, it is desirable to be able to present a plan that looks three to five years into the future and clearly represents division activities. The strategic planning process completed so far comprised 88 percent of the UCOP budget and full-time equivalent employees; this would furnish a basis for further workforce planning.

Based on the report by Huron Consulting in January 2018, UCOP launched an organizational restructuring effort. Since then, eight divisions had undergone review. Recommendations emerging from these efforts had been approved by President Napolitano and were being implemented. UCOP's Innovative Learning Technology Initiative, Research Grants Program Office, UC Washington Center, and UC Center Sacramento programs were currently under review. As a result of the restructuring effort, the administration of two systemwide programs had been moved to campuses. The Education Abroad Program had already been physically located at UC Santa Barbara; now the budget and headcount had been moved to UCSB. The UC-Mexico program had included three separate initiatives, and these had now been combined into one for more effective management. The Office of the General Counsel had also undergone a similar assessment, and, during the past year, had implemented value-based pricing for outside counsel, different from the traditional model of hourly rates.

UCOP was implementing the recommendations resulting from the Sjoberg Evashenk ten-campus survey, which examined 27 different UCOP programs and functions. UCOP was working diligently to implement the recommendations made by the California State Auditor. Ms. Nelson concluded with an acknowledgment of the need for continuous improvement in any organization, but asserting that UCOP had made significant progress to ensure that it was functioning as effectively as possible.

Executive Director Nancy Pluzdrak briefly reported that this year, UCOP had focused on Phase 2 of its workforce plan, the implementation of CalHR's best practices model, gathering and analyzing workforce data. Benchmark analysis involved all of UCOP's demographic data, including data on turnover, retirement, and diversity. Work with division leaders helped clarify current and future competency needs, and important competency areas that UCOP would target. UCOP also identified critical positions that are difficult to fill, or subject to turnover and retirements. UCOP needed to increase skills and competency in financial analysis, institutional research, project policy analysis, applications programming, and systems and infrastructure administration, and would focus on these job areas in Phase 3. Looking to the future, UCOP would develop strategies for recruitment, retention, knowledge transfer, and succession planning.

The meeting adjourned at 6:05 p.m.

Attest:

Secretary and Chief of Staff

**November 22, 1968 Regents Item
UC Davis Veterinary Medical School Strict Full-Time Salary Plan**

To the Regents of the University of California: _____ November 22, 1968

Your committee on educational policy presents the following recommendations:

~~VETERINARY MEDICAL SCHOOL STRICT FULL-TIME SALARY PLAN:~~

~~F. That the Regents approve the following Veterinary Medical School Strict Full-Time Salary Plan and the attached Strict Full-Time salary scale for certain faculty members of the School of Veterinary Medicine, Davis campus:~~

~~(1) With specific approval by the Chancellor for use of this Strict Full-Time Salary Plan and upon approval by the President of a proposal for funding, Strict Full-Time appointments budgeted entirely in the School of Veterinary Medicine or jointly in the School of Veterinary Medicine and the School of Veterinary Medicine portion of the Agricultural Experiment Station shall be available, on an optional basis on or after November 1, 1968, for faculty members in the School of Veterinary Medicine, Davis campus, provided that (a) at least a majority of the eligible faculty members elect to come under the plan and (b) all new appointments of eligible faculty members are made under the plan. Exceptions to (b) may be made by the President, upon recommendation of the Chancellor.~~

~~(2) Individuals accepting Strict Full-Time appointments shall not retain any net income from patient care consultation (except Federal government consultantships in the nature of service on grant and contract review groups), but they may retain income from royalties or honoraria and shall be compensated on a specified salary scale.~~

~~(3) Not more than one half of the difference between the cost of operation under this Strict Full-Time Salary Plan and the cost of continued operation under the regular 11-month salary scale shall be financed from State funds. The remainder of the additional cost of this Strict Full-Time Salary Plan shall be financed entirely from such sources as income from patient care, consultation fees, extra-mural grants and contracts, and gifts. It shall be the responsibility of the Chancellor to assure that these funding requirements are met, with the understanding that if the requirements cannot be met, the Plan may be terminated for certain or all faculty categories.~~

~~(4) For purposes of administering the University's fringe benefit program, the Strict Full-Time salary shall be treated in the same manner as other University salaries, except that the retirement formula shall be in keeping with section 2 (c)(2) of Chapter XI of the Standing Orders.~~

~~(5) The salary scale under this Plan is attached. This salary schedule shall not be used as a basis for salary adjustments for individuals who are not eligible for this Strict Full-Time Plan.~~

Attachment 1—SFT Program Approval Documents

BACKGROUND

Faculty recruitment and retention problems of the School of Veterinary Medicine at the Davis campus have been aggravated by the fact that salary scales for its faculty are not competitive with those of other schools of veterinary medicine.

This proposed Strict Full-Time Plan is patterned after those already approved for the University's medical and dental schools. The same type of limitations which apply to the other Strict Full-Time Plans will also apply to the Veterinary Medical School Strict Full-Time Plan except that up to one-half of the additional cost of this proposed plan may be financed from state funds, whereas the entire additional cost of the other Strict Full-Time Plans must be financed from non-State sources.

Financing of the proposed plan for fiscal year 1968/69 is assured since sufficient range-adjustment funds have been set aside to cover the additional cost to the State, and the remainder of the required funds is available from contracts and grants. The plan will be subject to annual review for fiscal feasibility in the Office of the President, as is already the case for all other Strict Full-Time Plans.

The proposed salary scale corresponds closely with the 95th percentile of the national salary average range for veterinary medical schools. Especially in view of the strict full-time requirements for faculty members under this Plan, the 95th percentile level seems justifiable since the institutions used for salary comparisons do not generally make strict full-time appointments.

In order to preclude basing the amount of retirement remuneration entirely on the Strict Full-Time salary for those who have not been appointed under this Plan throughout their membership in the University of California Retirement Systems, Section 2(e)(2) Chapter XI of the Standing Orders shall be used to calculate the retirement benefits. This section provides that the retirement benefits are calculated by treating separately the amount by which the Strict Full-Time salaries exceed the regular University salaries.

The proposed salary scale coincides at this time with the Strict Full-Time scale used for the preclinical faculty in the University's Schools of Medicine. This will facilitate joint appointments between the schools of human and veterinary medicine. Whether the scales will continue to coincide in the future will depend on the justification of changes in each scale.

(See Attachment for proposed salary scale)

Attachment 1 -- SFT Program Approval Documents

Proposed Strict Full Time Faculty Salary Scale
for School of Veterinary Medicine, Davis Campus

	<u>Regular 11-month</u> <u>Salary Scale as</u> <u>of July 1, 1968</u>	<u>Proposed Strict</u> <u>Full Time Salaries</u> <u>for Veterinary</u> <u>Medical School Faculty</u>
Instructor	\$ 9,800	\$ 12,200
Asst. Prof I	11,400	13,700
_____ II	12,000	14,700
_____ III	12,700	15,600
_____ IV	13,500	16,400
Assoc. Prof I	14,300	17,300
_____ II	15,200	18,300
_____ III	16,300	19,400
Professor I	18,000	21,200
_____ II	19,800	23,000
_____ III	22,000	24,700
_____ IV	24,100	26,500
_____ V	26,300	28,400

Additions shown by double underscoring; deletions shown by strikethrough

Bylaws of the Regents of the University of California

22. Authority of the Board

Each member of the Board ("Regent") shall be subject to the duties and requirements specified below.

22.2 Specific Reservations

The matters in the following areas are specifically reserved to the Board and/or its Committees for approval or other action, within parameters that may be specified in a Committee Charter or Regents Policy:

(b) Academic Matters

- Upon recommendation of the Academic Senate, approving criteria for University admissions and conferral of certificates and degrees
- Establishing or eliminating colleges, schools, graduate divisions and organized multi-campus research units
- Establishing or eliminating a session of instruction
- Approving the appointment of Regents Professors and University Professors
- Approving dismissal of academic appointees with tenure or security of employment
- ~~Bidding on or entering into a prime contract to manage and operate a National Laboratory or other Comparable Facility (as defined in the Academic and Student Affairs Committee Charter)~~
- ~~Creating a business entity to hold a prime contract to manage and operate a National Laboratory or other Comparable Facility~~
- ~~Approving material changes in the type or scope of work for such a business entity~~
- ~~Appointing voting members to the governing board of such a business entity~~

(h) National Laboratories Matters

- Bidding on or entering into a prime contract to manage and operate a National Laboratory or other Comparable Facility (as defined in the National Laboratories Committee Charter)

- Creating a business entity to hold a prime contract to manage and operate a National Laboratory or other Comparable Facility
- Approving material changes in the type or scope of work for such a business entity
- Appointing voting members to the governing board of such a business entity

24. Standing Committees

24.2 Designation of Standing Committees

The following Standing committees are hereby established and shall provide strategic direction and oversight on matters within their respective areas of responsibility, as described below and in the Committee Charters (attached to these Bylaws as appendices):

(h) The National Laboratories Committee

The National Laboratories Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to National Laboratories or other Comparable Facilities (as defined in the National Laboratories Committee Charter) historically, currently, or potentially affiliated with the University. (See Appendix H)

Additions shown by double underscoring; deletions shown by strikethrough

Appendix A - Charter of the Academic and Student Affairs Committee

A. Purpose. The Academic and Student Affairs Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the educational philosophy and objectives of the University, to admissions policy, to student affairs, to student and faculty diversity, and to the academic planning, instruction, research and public service activities of the University.

B. Membership/Terms of Service. The identity, appointment and terms of service of Committee members shall be as specified in Bylaws 24.4 through 24.6, except that the California Superintendent of Public Instruction shall be added to the Committee as a voting ex officio member.

~~C. Consent Responsibilities. The Committee shall be charged with recommending action on the following matters which, on approval, shall be placed on the consent agenda of the Board for approval without discussion, unless removed from the consent agenda by motion of any Regent for separate consideration. Unless otherwise specified, any approval authority for these matters that falls outside parameters expressly reserved to the Board or a Committee is delegated to the President.~~

~~☐ Making any cardinal change to a prime contract to manage and operate a National Laboratory or other Comparable Facility.~~

~~☐ Allocation of the annual fee earned by the University from an affiliated business entity formed to manage and operate any National Laboratory or Comparable Facility.~~

~~DC. Other Oversight Responsibilities. In addition to the consent responsibilities assigned to the Committee described above, and to the extent not otherwise within such authority,~~ the ~~The~~ charge of the Committee shall include reviewing and making recommendations to the Board with regard to the following matters and/or with regard to the following areas of the University's business:

- ☐ Enrollment and admissions
- ☐ Access and affordability for undergraduate, graduate academic, and graduate professional students
- ☐ Residency
- ☐ Student life and student conduct
- ☐ Sexual assault and sexual harassment prevention
- ☐ Academic personnel
- ☐ Faculty life and faculty conduct

- ☐ Privilege and Tenure
- ☐ Undergraduate, graduate academic and graduate professional curricula
- ☐ Degrees and Certificates
- ☐ Academic Calendar
- ☐ Establishment and disestablishment of campuses, colleges and schools
- ☐ Research directions, funding, structures and accomplishments
- ☐ Internal and external research collaboration
- ☐ Intellectual property
- ☐ Technology transfer and commercialization
- ☐ Innovation and entrepreneurship in curricula, degrees and research
- ☐ Public service related to academic affairs
- ☐ Master Plan for Higher Education
- ☐ Strategic Academic Plans
- ☐ K-12 engagement, student preparation for college success, and school improvement
- ☐ Diversity
- ☐ Campus climate and inclusion
- ☐ CSU and CCC relations
- ☐ Division of Agriculture and Natural Resources
- ☐ Natural Reserve System
- ☐ ~~Department of Energy National Laboratories~~
- ☐ Appointments of Regents Professors and University Professors
- ☐ Approval of equivalent academic ranks

The assignment of responsibilities to this Standing Committee under Paragraphs C and D signifies that it is the Committee to which matters otherwise appropriate for Board consideration generally will be referred and does not create an independent obligation to present a matter to this Standing Committee or its Subcommittee, to the Board or to any other Committee.

~~E. National Laboratories Subcommittee. The Committee hereby establishes the National Laboratories Subcommittee to assist the Committee in discharging its governance and oversight responsibilities with regard to the Lawrence Berkeley National Laboratory, the Lawrence Livermore National Laboratory, the Los Alamos National Laboratory, and any other Comparable Facility. A Comparable Facility shall include any National Laboratory or other Federally Funded Research and Development Center as identified by federal regulation. The duties and responsibilities of the Subcommittee, and the plenary authority delegated to it by the Board, are set forth as follows.~~

- a. ~~Purpose. In support of the Academic and Student Affairs Committee (the “related Standing Committee”), the National Laboratories Subcommittee shall consider, make recommendations, and act pursuant to delegated authority on matters pertaining to the research and other activities of the Lawrence Berkeley National Laboratory, the Lawrence Livermore National Laboratory, the Los Alamos National Laboratory, and any other National Laboratory or Comparable Facility and any affiliated business entity holding a prime contract to manage and operate a National Laboratory or~~

~~Comparable Facility.~~

- b. ~~Membership/Terms of Service.~~ The identity, appointment and terms of service of Subcommittee members shall be as specified in Bylaws 25.3 through 25.5.
- c. ~~Subcommittee consent Responsibilities.~~ Unless otherwise specified in the Committee Charter, the Subcommittee shall be charged with recommending action on the following matters which, on approval, shall be placed on the consent agenda of the Board, on the terms specified in Paragraph C above as though approved by the Standing Committee, unless any member of the Standing Committee requests that the matter be taken up for discussion and/or action by the Standing Committee. Unless otherwise specified, any approval authority for these matters that falls outside parameters expressly reserved to the Board or a Committee is delegated to the President.
 - ~~Making any cardinal change to a prime contract to manage and operate a National Laboratory or other Comparable Facility.~~
 - ~~Allocation of the annual fee earned by the University from an affiliated business entity formed to manage and operate any National Laboratory or Comparable Facility.~~
- d. ~~Other Oversight Responsibilities.~~ In addition to the responsibilities assigned to the Subcommittee described above, and to the extent not otherwise within such responsibilities, the charge of the Subcommittee shall include reviewing and making recommendations to the related Standing Committee with regard to the following matters and/or with regard to the following areas of the University's business:
 - ~~The University's participation in any solicitation for or contract to manage and operate a National Laboratory or Comparable Facility.~~
 - ~~The University's participation in any business entity formed to manage and operate a National Laboratory or other Comparable Facility~~
 - ~~Oversight of relationships between and among the University, the Department of Energy, the National Nuclear Security Administration, other pertinent state and federal authorities, and any business partners and business entities with responsibility for management and operation of a National Laboratory or Comparable Facility~~
- e. ~~Reporting.~~ In addition to the reports required under Bylaw 25.8, the Subcommittee shall report to the related Standing Committee any material developments in the operation of the National Laboratories or Comparable Facilities, including those that concern the health and safety of laboratory personnel or the surrounding communities, those that have the potential to expose the University to financial loss, those that have the potential materially to impact fees earned by the University for management and operation of a National Laboratory or Comparable Facility, and/or those that have the potential to adversely impact the University's relationship with state or federal authorities or University business partners.

Additions shown by double underscoring; deletions shown by strikethrough

Appendix H – Charter of the National Laboratories Committee

~~National Laboratories Subcommittee. The Committee hereby establishes the National Laboratories Subcommittee to assist the Committee in discharging its governance and oversight responsibilities with regard to the Lawrence Berkeley National Laboratory, the Lawrence Livermore National Laboratory, the Los Alamos National Laboratory, and any other Comparable Facility. A Comparable Facility shall include any National Laboratory or other Federally Funded Research and Development Center as identified by federal regulation. The duties and responsibilities of the Subcommittee, and the plenary authority delegated to it by the Board, are set forth as follows.~~

- A. Purpose. ~~In support of the Academic and Student Affairs Committee (the “related Standing Committee”), the~~ The National Laboratories Subcommittee Committee shall provide strategic direction and oversight, ~~consider,~~ make recommendations to the Board, and act pursuant to delegated authority on matters pertaining to the research and other activities of the Lawrence Berkeley National Laboratory, the Lawrence Livermore National Laboratory, the Los Alamos National Laboratory, and any other National Laboratory or Comparable Facility and any affiliated business entity holding a prime contract to manage and operate a National Laboratory or Comparable Facility. A Comparable Facility shall include any National Laboratory or other Federally Funded Research and Development Center as identified by federal regulation.
- B. Membership/Terms of Service. The identity, appointment and terms of service of ~~Subcommittee~~ members shall be as specified in Bylaws ~~25.3-24.4~~ through ~~25.5-24.6~~. Membership shall include up to four non-voting advisory members (in addition to Chancellors) with expertise relevant to the work of the Committee. The Chair of the Committee shall possess or promptly apply for a security clearance that allows them access to classified information.
- C. Subcommittee Consent Responsibilities. ~~Unless otherwise specified in this Committee Charter, the Subcommittee~~ The Committee shall be charged with recommending action on the following matters which, on approval, shall be placed on the consent agenda of the Board for approval without discussion, ~~on the terms specified in Paragraph C above as though approved by the Standing Committee,~~ unless removed from the consent agenda by motion of any member ~~of the Standing Committee~~ requests that the matter be taken up for discussion and/or action by the ~~Standing Committee~~ for separate consideration. Unless otherwise specified, any approval authority for these matters that falls outside parameters expressly reserved to the Board or a Committee is delegated to the President.
 - Making any cardinal change to a prime contract to manage and operate a

National Laboratory or other Comparable Facility.

- Allocation of the annual fee earned by the University from an affiliated business entity formed to manage and operate any National Laboratory or Comparable Facility.

D. Other Oversight Responsibilities. In addition to the responsibilities assigned to the ~~Subcommittee~~ Committee described above, and to the extent not otherwise within such responsibilities, the charge of the ~~Subcommittee~~ Committee shall include reviewing and making recommendations to the ~~related Standing Committee~~ Board with regard to the following matters and/or with regard to the following areas of the University's business:

- The University's participation in any solicitation for or contract to manage and operate a National Laboratory or Comparable Facility.
- The University's participation in any business entity formed to manage and operate a National Laboratory or other Comparable Facility
- Oversight of relationships between and among the University, the Department of Energy, the National Nuclear Security Administration, other pertinent state and federal authorities, and any business partners and business entities with responsibility for management and operation of a National Laboratory or Comparable Facility.

E. Reporting. ~~In addition to the reports required under Bylaw 25.8, the Subcommittee~~ The Committee shall report to the ~~related Standing Committee~~ Board any material developments in the operation of the National Laboratories or Comparable Facilities ~~including those that concern the health and safety of laboratory personnel or the surrounding communities, those that have the potential to expose the University to financial loss, those that have the potential materially to impact fees earned by the University for management and operation of a National Laboratory or Comparable Facility, and/or those that have the potential to adversely impact the University's relationship with state or federal authorities or University business partners.~~

Additions shown by double underscoring; deletions shown by strikethrough

23.3(c) Principal Officers

Action to demote or dismiss the Chief Investment Officer shall be taken only upon recommendation of the Chair of the Board or the President of the University, in consultation with the Chair of the Investments ~~Subcommittee~~ Committee.

27.5 Interim Actions

Matters requiring Board or Committee action between meetings may be acted on upon the recommendation of the President of the University or an Officer of the Corporation in their respective areas of responsibility. For matters requiring action by the Board, approval under this authority requires either the approval of the Chair of the Board and the Chair of the Standing Committee with jurisdiction over the matter or approval by the Governance Committee. If the Chair of the Board also serves as Chair of the relevant Standing Committee, then approval by the Vice Chair of the relevant Standing Committee is required.

RESOLUTION

Pursuant to the *Policy on Security Clearance for Access to Federal Classified Information* adopted on March 29, 2012, and amended on December 30, 2015 and March 16, 2017, and this Resolution, the following named Key Management Personnel member as defined in Regents Policy 1600 shall not require, shall not have, and can be effectively excluded from access to all classified information and/or special nuclear material released to the Regents of the University of California until such individual is granted the required access authorization from the cognizant security agency. And, as a consequence of this Resolution, such individual does not occupy a position that would enable her to adversely affect the policies or practices of the University of California, or its subsidiary, regarding the performance of classified contracts for the United States Government.

NAME	TITLE
Eleni Kounalakis	Lieutenant Governor