

The Regents of the University of California

GOVERNANCE COMMITTEE

September 29, 2021

The Governance Committee met on the above date by teleconference meeting conducted in accordance with Paragraph 3 of Governor Newsom's Executive Order N-29-20.

Members present: Regents Cohen, Drake, Elliott, Estolano, Leib, Park, Reilly, and Sherman

In attendance: Regents Hernandez, Lott, and Zaragoza, Faculty Representatives Cochran and Horwitz, Secretary and Chief of Staff Shaw, General Counsel Robinson, Provost Brown, Executive Vice President Byington, Executive Vice President and Chief Operating Officer Nava, Vice President Lloyd, Chancellors Block, Christ, Khosla, Wilcox, and Yang, and Recording Secretary Johns

The meeting convened at 5:55 p.m. with Committee Chair Estolano presiding.

1. APPROVAL OF MINUTES OF PREVIOUS MEETING

Upon motion duly made and seconded, the minutes of the meetings of June 23 and July 20, 2021 were approved, Regents Cohen, Drake, Elliott, Estolano, Leib, Park, Reilly, and Sherman voting "aye."¹

2. APPROVAL OF INCENTIVE COMPENSATION USING NON-STATE FUNDS FOR FISCAL YEAR 2020–21 FOR JAGDEEP SINGH BACHHER AS CHIEF INVESTMENT OFFICER AND VICE PRESIDENT – INVESTMENTS, OFFICE OF THE PRESIDENT AS DISCUSSED IN CLOSED SESSION

The Committee recommended approval of an incentive award of \$1,384,416 for Plan Year 2020–21, under the Office of the Chief Investment Officer Annual Incentive Plan (AIP), for Jagdeep Singh Bachher as Chief Investment Officer and Vice President – Investments, Office of the President. The recommended incentive award represents 200 percent of Mr. Bachher's total salary paid as of the end of the 2020–21 Plan Year of \$692,208.

The incentive compensation described above shall constitute the University's total commitment regarding incentive compensation until modified by the Regents or the President, as applicable under Regents policy, and shall supersede all previous oral and written commitments. Compensation recommendations and final actions will be released to the public as required in accordance with the standard procedures of the Board of Regents.

¹ Roll call vote required by the Bagley-Keene Open Meeting Act [Government Code § 11123(b)(1)(D)] for all meetings held by teleconference.

[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 Lloyd introduced the item, which sought approval for an incentive award of \$1,384,416, payable in three annual installments, for Chief Investment Officer Bachher for the 2020–21 plan year under the Office of the Chief Investment Officer Annual Incentive Plan (AIP) and would be funded entirely with investment returns. The award reflected an attainment level at “maximum” level or 200 percent of the total base salary paid from July 1, 2020 through June 30, 2021. Attainment at “target” level would be 100 percent of salary earned. The qualitative portion of the award was based on his annual performance evaluation, in which Mr. Bachher received a rating of “outstanding.” Therefore, the qualitative portion, 25 percent of the total award, was at the maximum amount.

Upon motion duly made and seconded, the Committee approved the recommendation and voted to present it to the Board, Regents Cohen, Drake, Elliott, Estolano, Leib, Park, Reilly, and Sherman voting “aye.”

3. **APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR KATHERINE A. YELICK AS VICE CHANCELLOR FOR RESEARCH, BERKELEY CAMPUS AS DISCUSSED IN CLOSED SESSION**

The Committee recommended approval of the following items in connection with the appointment of and compensation for Katherine A. Yelick as Vice Chancellor for Research, Berkeley campus:

- A. Per policy, appointment of Katherine A. Yelick as Vice Chancellor for Research, Berkeley campus, at 100 percent time.
- B. Per policy, an annual base salary of \$430,000.
- C. Per policy, standard pension and health and welfare benefits and standard senior management benefits including eligibility for Senior Manager Life Insurance and eligibility for Executive Salary Continuation for Disability (eligible after five consecutive years of Senior Management Group service).
- D. Per policy, eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.
- E. Per policy, eligibility to accrue sabbatical credits as a member of the tenured faculty, consistent with academic personnel policy.
- F. Ms. Yelick will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.

- G. This action will be effective on Ms. Yelick's start date, which is estimated to be on or about January 1, 2022.

The compensation described above shall constitute the University's total commitment until modified by the Regents, the President, or the Chancellor, as applicable under Regents policy, and shall supersede all previous oral and written commitments. Compensation recommendations and final actions will be released to the public as required in accordance with the standard procedures of the Board of Regents.

[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 Lloyd introduced the item, which sought approval for the appointment of and compensation for Katherine A. Yelick as Vice Chancellor for Research, Berkeley campus with a proposed annual base salary of \$430,000. There were no exceptions to policy in this item. The proposed base salary was 6.6 percent above the 75th percentile (\$403,500) of the position's Market Reference Zone and required approval by the Regents. Ms. Yelick would maintain her tenured faculty appointment at zero percent time, without salary.

Upon motion duly made and seconded, the Committee approved the recommendation and voted to present it to the Board, Regents Cohen, Drake, Elliott, Estolano, Leib, Park, Reilly, and Sherman voting "aye."

4. **AMENDMENT OF REGENTS POLICY 1302: POLICY ON PUBLIC ACCESS TO MEETINGS AND PUBLIC COMMENT**

The Chair of the Board recommended that the Regents amend Regents Policy 1302: Policy on Public Access to Meetings and Public Comment as shown in Attachment 1.

[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.]

Secretary and Chief of Staff Shaw explained that this action would amend Regents Policy 1302: Policy on Public Access to Meetings and Public Comment, which concerned appearances by members of the public before the Regents. The proposed amendment would make permanent the practice of the last year-and-a-half, which was to allow individuals to call in by telephone for the public comment period. In addition, individuals would be able to appear in person, once the Regents meetings were again held in person. The item proposed to extend the time allotted for public comment from 20 minutes to 30 minutes per day. The item would end the pooling of individuals in the public comment period; this would ensure that individuals participating by telephone and those participating in person were treated equally. Current policy allowed individuals to pool their time, and this would be eliminated. The action would also establish a deadline for signing up for public comment at 5 p.m. on the prior day.

Committee Chair Estolano commented that this amendment would enhance the ability of the public to participate. Many more people had been able to participate by telephone, and this practice should continue.

Referring to the requirement that individuals sign up for the public comment period by 5 p.m. the day before the meeting, Regent Leib asked about the current rule. Ms. Shaw responded that, under current policy, individuals could sign up in person until the meeting begins. The 5 p.m. deadline had been set in order to more easily manage both people calling in and those appearing in person.

Regent Cohen suggested that this element of the policy might be reconsidered, depending on how well this functioned when the Regents began meeting in person again. He felt that, for a public meeting, it should be possible for an individual to sign up for public comment on the day of the meeting. Committee Chair Estolano confirmed that this could be reviewed. The deadline was meant to help with the logistics of arranging for each speaker in turn. Ms. Shaw observed that this type of deadline was common practice at other universities, such as the California State University.

Regent Lott asked how people without access to the internet who wished to speak in person could sign up by the deadline. Ms. Shaw responded that individuals can sign up by telephone or email.

Regent-designate Timmons expressed support for the proposed amendment, which would increase access and inclusion at the meetings.

Committee Chair Estolano asked if it would be workable to have individuals sign up for public comment an hour before the meeting. Ms. Shaw responded that this would be challenging, but could be done.

Regent Zaragoza suggested that a certain number of slots might be set aside for individuals calling in, speaking in person, and those who might come to the meeting and wish to speak on the same day.

Committee Chair Estolano stated that she was in favor of having one rule for all speakers. She asked if Ms. Shaw and her office could manage speakers signing up an hour before a meeting, both by phone and in person. Ms. Shaw responded that this could be managed.

Regent-designate Timmons expressed concern that someone might sign up to speak and not be called; this might cause bad feeling. Committee Chair Estolano observed that there were often more people wishing to speak than there was time to hear. Ms. Shaw confirmed that this was almost always the case.

Regent Leib noted that the proposed amendment had been publicly posted. He asked if any comments had been received. Ms. Shaw responded in the negative. Regent Leib suggested that the Regents approve the amendment and see how well the public comment period

functioned when the Regents returned to in-person meetings. If there were complaints by the public, the format could be reviewed.

Upon motion duly made and seconded, the Committee approved the Chair of the Board's recommendation and voted to present it to the Board, Regents Cohen, Drake, Elliott, Estolano, Leib, Park, Reilly, and Sherman voting "aye."

5. **DATES OF REGENTS MEETINGS FOR 2023**

The Chair of the Board and the President of the University recommended that the following dates of Regents meetings for 2023 be approved:

2023

January 17-19, 2023

March 14-16, 2023

May 16-18, 2023

July 18-20, 2023

September 19-21, 2023

November 14-16, 2023

[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.]

Secretary and Chief of Staff Shaw explained that this was a routine item. Once the dates of Regents meetings were approved, she would work with the Office of the President and the Chair of the Board to determine locations.

In response to a question by Regent Zaragoza, Ms. Shaw explained that, in scheduling the dates of Regents meetings, her office considers days that would create conflicts for the student Regents, dates of California State University Board of Trustees meetings, because certain Regents serve on both boards, and religious holidays. This scheduling can be challenging.

Upon motion duly made and seconded, the Committee approved the Chair of the Board and the President of the University's recommendation and voted to present it to the Board, Regents Cohen, Drake, Elliott, Estolano, Leib, Park, Reilly, and Sherman voting "aye."

The meeting adjourned at 6:10 p.m.

Attest:

Secretary and Chief of Staff

Additions shown by underscoring; deletions shown by strikethrough

Regents Policy 1302: Policy on Public Access to Meetings and Public Comment

Approved January 20, 1995

Amended September 19, 1997, July 18, 2002, September 22, 2005, and March 16, 2017

The Board of Regents reaffirms its commitment to openness and transparency in the conduct of the University's business. Meetings of the Board of Regents shall be conducted in compliance with California open meeting laws applicable to the University of California. Members of the public are invited to attend open sessions of Regents meetings and may address the Regents of the University of California whenever the Board or any of its Committees meets in open session in accordance with the guidelines below. In addition, written communications to the Regents are always welcome.

1. On any day that the Board or any of its Committees meets in open session, the first open meeting will include a ~~twenty~~thirty-minute period for the purpose of hearing public comment. Individual speakers will be invited to speak for up to three minutes, depending on the number of individuals who have signed up to speak.
2. In order to accommodate those individuals wishing to speak when more people have signed up to address the Board or Committee than can be heard, the Chair may adjust the procedures at their discretion.
3. Speakers at the public comment sessions may address any University-related matter. When signing up to speak, individuals will identify the matter they wish to address.
4. ~~A sign-up sheet is used to record those who wish to address the Regents. Anyone who wishes to speak may sign up on the day of the meeting. The sign-up sheet is made available at the meeting location at least one hour before the public comment period is scheduled, and members of the public must sign up prior to the beginning of the meeting. Speakers may choose to attend in person or address the Regents via telephone during the public comment session.~~ may must contact the Office of the Secretary and Chief of Staff by 5 pm the day before the public comment period after the Notice of Meeting for the meeting has been published or may sign up on the day of the meeting. The sign-up sheet is made available at the meeting location at least one hour before the public comment period is scheduled, and members of the public must sign up prior to the beginning of the meeting. Speakers may choose to attend in person or address the Regents via telephone during the public comment session.
5. ~~Three or more~~ To hear from as many individuals as possible, speakers may not pool their time to provide up to seven minutes for a group representative. Those individuals intending to yield their time must be present at the meeting when their names are called to confirm their willingness to do so. If individual speaking times are reduced at the meeting, pooled times will also be reduced. Individuals who speak for less than their allotted time may not or yield their remaining time to another speaker.
6. Written comments and materials are welcome ~~brought for the Regents by speakers will be accepted during public comment~~ and will be available to the Regents ~~during the duration of the meeting.~~
7. Attendees have the right to record the meeting, consistent with open meeting laws, as long as that activity does not constitute a persistent disruption of the proceedings.

See also: Guidelines for Public Comment Sessions.