

Appendix A - Charter of the Academic and Student Affairs Committee

- A. Purpose. The Academic and Student Affairs Committee shall be well informed about, provide strategic direction and oversight, and make recommendations to the Board on University policy pertaining to the educational philosophy and objectives of the University, to admissions policy, 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. Delegated Authority. The Committee shall have plenary authority to approve the following matters which, on approval, shall require no further action or authorization from the Board or any other 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.
- Compensation for the Director of Lawrence Berkeley National Laboratory
 - Making any cardinal change to a prime contract to manage and operate a National Laboratory or other Comparable Facility.
- D. Other Oversight Responsibilities. The charge of the Committee shall include reviewing and making recommendations 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
 - 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
- 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

The assignment of responsibility to a Standing Committee signifies 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 the Board or to a Committee.

E. Laboratory Oversight Subcommittee. The Committee hereby establishes the Laboratory Oversight Subcommittee to assist the Committee in discharging its 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 (FFRDC) as identified by federal regulation. The duties and responsibilities of the Subcommittee, and the plenary authority delegated to it by the Board, are as set forth as follows.

1. Purpose. In support of the Academic and Student Affairs Committee (the “related Standing Committee”), the Laboratory Oversight Subcommittee shall be well informed about, consider, make recommendations, and act 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.
2. 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.
3. Delegated Authority. The Subcommittee shall have plenary authority to approve the following matters which, on approval, shall require no further action or authorization from the Board, the related Standing Committee or any other 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.

- Compensation for the Director of the Lawrence Berkeley National Laboratory
- Making any cardinal change to a prime contract to manage and operate a National Laboratory or other Comparable Facility.

4. Other Oversight Responsibilities. In addition to the delegated authority described above, and to the extent not otherwise within such authority, 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
- Appointment of key laboratory personnel
- Allocation of the fee earned under a prime contract for the management and operation of any National Laboratory or Comparable Facility
- Agreement to use the staff and facilities of a National Laboratory or Comparable Facility to perform work beyond that required by the prime contract for management or operation of the facility.

5. 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.

Appendix B - Charter of the Compliance and Audit Committee

- A. Purpose. The Compliance and Audit Committee shall be well informed about, provide strategic direction and oversight, and make recommendations to the Board on University policy pertaining to the quality and integrity of the University's financial reporting systems and controls; the qualifications, performance and independence of the University's independent financial auditor; the function and performance of the University's compliance, internal audit and risk management programs; and the University's commitment to meeting all applicable legal, regulatory and policy requirements.
- 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 neither the President of the University nor the Chief Financial Officer of the University shall be eligible to serve on the Committee.
- C. Delegated Authority. The Committee shall have plenary authority to approve the following matters which, on approval, shall require no further action or authorization from the Board or any other 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.
- Engagement and retention of the independent financial auditor
 - Approval of the audit scope and plan of the independent financial auditor
 - Approval of the annual internal audit and compliance plans
 - Approval of litigation settlements and other settlements of disputed claims in which the amounts paid, or the amounts compromised on monies owed, is between \$INSERT and \$INSERT
- D. Other Oversight Responsibilities. In addition to the delegated authority described above, and to the extent not otherwise within such authority, the charge of the Committee shall include reviewing and making recommendations with regard to the following matters and/or with regard to the following areas of the University's business:
- Monitoring University compliance with applicable laws, regulations and policies, including those concerning conflicts of interest and financial disclosure, those presenting a risk of a material financial impact to the University, and those relating to the University's policies prohibiting discrimination and harassment.
 - Developing and implementing the University's compliance program

- Developing an effective program for receiving, monitoring and investigating complaints of alleged improper governmental activities (i.e. a “whistleblower” program)
- Operational risk management enterprise wide
- Cyber security risks and management response
- Establishing the University’s internal audit program
- Establishing an effective environmental health and safety program
- Responding to external inquiries such as state and federal regulatory investigations and audits
- Litigation settlements and other settlements of disputed claims
- Monitoring and assuring control environment related to financial controls, operational controls, legal compliance and risk management are effective
- Developing and implementing corrective actions for identified deficiencies in financial controls or legal compliance
- Appointment and compensation of the Chief Compliance and Audit Officer, who oversees the compliance and audit functions of the University
- The appointment of the external independent financial auditor, the external audit plan and the general delivery of these services
- Resolving any disputes between the independent financial auditor and management
- Assuring that the independent financial auditor has access to the Committee for independent discussions, where appropriate
- Overseeing development and regular review of the University’s ethics policies and statements of ethical principles

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- E. Independent Experts. The Committee shall have the authority to retain independent legal counsel, following consultation with the General Counsel, and to retain other independent experts, as necessary to conduct the business of the Committee.

Appendix C - Charter of the Finance and Capital Strategies Committee

- A. Purpose. The Finance and Capital Strategies Committee shall be well informed about, provide strategic direction and oversight, and make recommendations to the Board on University policy pertaining to the University's fiscal and financial affairs and capital facilities and strategies.
- 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.
- C. Delegated Authority. The Committee shall have plenary authority to approve the following matters which, on approval, shall require no further action or authorization from the Board or any other 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.
- Capital improvement projects with a budget of no more than \$INSERT and no less than \$INSERT
 - Capital augmentation requests, provided that the resulting project budget is no more than \$INSERT and no less than \$INSERT [e.g. 105% to 115% of the cap in the first bullet]
 - Purchases, sales, leases or gifts of real estate valued at no more than \$INSERT and no less than \$INSERT
 - External financing transactions valued at no more than \$INSERT and no less than \$INSERT
 - Loans of University funds in the amount of no more than \$INSERT and no less than \$INSERT
 - Alliances and affiliations in which the University's commitment is valued at no more than \$INSERT and no less than \$INSERT
 - Amendments to Long Range Development Plans within parameters specified in Regents Policy
 - Design approval for building projects
 - Determination of asset classes
 - Asset allocation policy
- D. Other Oversight Responsibilities. In addition to the delegated authority described above, and to the extent not otherwise within such authority, the charge of the Committee shall include reviewing and making recommendations with regard to the following matters and/or with regard to the following areas of the University's business:
- Expenditures and appropriation of funds
 - Cash management

- Bank accounts and banking relationships
- External financing
- Capital Financial Plans (e.g. 10 Year Capital Financial Plan)
- Capital planning and capital budget requests
- Real estate sales, purchases and leases, easements, licenses, mineral rights
- Physical design framework
- Design approvals
- Facilities Operations
- Long Range Development Plans and environmental policy matters
- Energy matters
- Sustainability matters
- University Budget and planning
- State Budget requests
- Review of operating and capital budgets on a campus by campus basis
- Indirect cost recovery
- Financial Performance of Insurance programs.
- Captive insurance affiliates and programs
- Procurement
- Significant financial programs (e.g. Fiat Lux, Procurement, asset management) Large-scale enterprise systems (e.g. UC PATH)
- University Investments

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- E. Investments Subcommittee. The Committee hereby establishes the Investments Subcommittee to assist the Committee in discharging its oversight responsibilities with regard to University investments. The duties and responsibilities of the Subcommittee, and the plenary authority delegated to it by the Board, are as set as follows.
1. Purpose. In support of the Finance and Capital Strategies Committee (the “related Standing Committee”), the Investments Subcommittee shall be well informed about, consider, make recommendations, and act on matters pertaining to University investment strategy and operations, and pertaining to the review and reporting of investment results.
 2. 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.
 3. Special Requirements for Members/Advisors. Except as specifically provided in this Charter, neither the Subcommittee nor any of its members or advisors shall direct or attempt to direct the University’s internal or external investment managers with

regard to the selection of specific investments, specific funds or specific investment managers. The role and authority of such members and advisors shall be limited to providing general direction though policy and to monitoring and reporting investment results.

4. Delegated Authority. The Subcommittee shall have plenary authority to approve the following matters which, on approval, shall require no further action or authorization from the Board, the related Standing Committee or any other 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.

- Determination of asset classes
- Asset allocation policy

5. Other Oversight Responsibilities. In addition to the delegated authority described above, and to the extent not otherwise within such authority, 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:

- Investment policy and strategy
- Physical asset management (e.g. real estate held as investments)
- Investment accounts/custodian relationships
- Retirement system investments
- Endowment funds investments
- Short term and liquidity investments
- Investment operations
- Investment results and reporting

6. Expert Advisors. The Subcommittee shall have the authority to retain independent investment experts and advisors, as necessary to conduct the business of the Subcommittee. Any advisors not otherwise subject to University policy, shall be subject to the laws and policies applicable to Regents governing compensation and reimbursement of expenses, and shall be subject to conflict of interest disclosure and recusal obligations as specified in the University's Conflict of Interest Code and other applicable policies.

7. 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 University's investments operation and in the University's investment portfolio.

Appendix D - Charter of the Governance and Compensation Committee

- A. **Purpose.** The Governance and Compensation Committee shall be well informed about, provide strategic direction and oversight, and make recommendations to the Board on University policy pertaining to the organization and management of the Board, pertaining to the appointment of the University's senior leadership, and pertaining to the development and review of employee compensation and benefits policies.
- B. **Membership.** The Committee shall consist of the President of the Board, the Chair of the Board, the President of the University, and the Chairs of each of the Board's Standing Committees, each of whom shall serve on the Committee in an ex officio capacity.
- C. **Delegated Authority.** The Committee shall have plenary authority to approve the formation of Subcommittees, appointment of Subcommittee members, and the portion of a Committee Charter governing a Subcommittee except that any delegation of authority to a Subcommittee or change in plenary authority delegated to a Subcommittee shall be approved by the Board. In addition, the Committee shall have plenary authority to adopt procedures to consider any allegation that a Regent, Committee member, Regent-Designate or advisor to a Board Committee has not fulfilled their duties as set forth in University Bylaws, policy or applicable law, and to implement appropriate response(s) when such allegation is found to have merit. 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.
- D. **Board Leadership and Committee Assignments.** The Committee shall be responsible for presenting to the Board no later than May of each fiscal year a slate of candidates for Chair and Vice Chair of the Board, Chair and Vice Chair of each Standing Committee, and the remaining members of each Standing Committee (except the Governance and Compensation Committee, whose members serve in an ex officio capacity), for the following fiscal year. The slate shall include a candidate for Vice Chair of the incoming Governance and Compensation Committee. The Chair of the Board shall serve as the Chair of the Governance and Compensation Committee.
- E. **Other Oversight Responsibilities.** In addition to the authority and responsibilities described above, the charge of the Committee shall include reviewing and making recommendations with regard to the following matters and/or with regard to the following areas of the University's business:
- Review and amendment of the University's Bylaws, Regents Policies and other governing documents
 - Formation and organization of the Board's Standing Committees, subcommittees and special committees, and development of committee charters

- Appointments in Board leadership or on Board committees
- Review and oversight of the Board code of conduct and other Board policies
- Oversight of member compliance with laws, regulations and University policy
- Development of Board training and performance assessment programs
- Development of Board meeting and other processes
- Appointment and assessment of University senior leadership, in accordance with University policy
- Approval of senior executive compensation, in accordance with University policy
- Review of University compensation and benefit plans and programs
- Development of compensation benchmarks and other tools to assess the efficiency and competitiveness of the University's compensation and benefits plans and programs
- Oversight of University collective bargaining practices

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Appendix E - Charter of the Health Services Committee

- A. **Purpose.** The Health Services Committee shall be well informed about, provide strategic direction and oversight, and make recommendations to the Board on University policy pertaining to the University's health professions schools, academic health centers, health systems, non-hospital clinics and student health and counseling centers ("UC Health").
- B. **Membership.** The Committee shall consist of sixteen members, constituted as follows:
- The President of the Board, serving in an ex officio capacity
 - The Chair of the Board, serving in an ex officio capacity
 - The President of the University, serving in an ex officio capacity
 - A member of the Regents Finance and Capital Strategies Committee
 - A member of the Regents Governance and Compensation Committee
 - Three other Regents
 - The senior executive in the Office of the President charged with overseeing UC Health, serving in an ex officio capacity
 - Two Chancellors of University of California campuses
 - One member in good standing of the Academic Senate, holding a clinical appointment at one of the University's schools of medicine
 - Four additional advisory members, demonstrating expertise in health care delivery management, academic health services, health care mergers and acquisitions or other relevant expertise
- C. **Appointment.** Except for ex officio members, all members of the Committee, and those chosen to serve as Chair and Vice Chair, shall be nominated by the Governance and Compensation Committee, and approved by the Board. Candidates for the Chancellor, Academic Senate, and Advisory Member positions on the Committee shall be forwarded for consideration to the Governance and Compensation Committee by the President of the University.
- D. **Term.** Unless otherwise specified by action of the Board, voting members of the Committee, other than ex officio members, shall be appointed for a term of one year. Advisory members may serve for such terms as recommended by the Governance and Compensation Committee, and approved by the Board, and shall not be subject to any term limits.
- E. **Voting and Quorum.** Only the Regent members of the Committee shall be permitted to vote on Committee business. Nonvoting members may be permitted to participate in all respects on matters brought before the Committee, except for participating in the vote. A quorum of the Committee shall be four Regent members.

F. Special Requirements for Chancellors/Advisory Members. A Chancellor member of the Committee shall be permitted to participate on a matter primarily affecting or benefitting their campus only to the extent of presenting or assisting in the presentation of the matter to the Committee, and shall not otherwise participate in the Committee's deliberations. This limitation shall not apply when the matter is expected to affect or benefit all or substantially all UC Health campuses.

G. Delegated Authority Over Transactions.

1. General Delegation: Subject to the limitations and other requirements specified below, the Committee shall have plenary authority to approve the following UC Health business transactions, which, on approval, shall require no further action or authorization from the Board or any other committee:

- alliances and affiliations involving University financial commitments, use of the University's name, research resources, and the University's reputation;
- acquisitions of physician practices, hospitals and other facilities and clinics and ancillary services providers;
- participation or membership in joint ventures, partnerships, corporations or other business entities; and
- other business transactions primarily arising from or serving the programs or services of UC Health.

2. Further Delegation: With review and approval of the Chair or Vice Chair of the Health Services Committee, the President may approve any UC Health transaction that can reasonably be anticipated to commit or generate no more than the lesser of (i) 1.5% of the relevant Medical Center's annual operating revenue for the previous fiscal year, or (ii) \$25 million and when combined with other transactions approved by the President for a particular Health Center in the current fiscal year, would reasonably be anticipated to commit or generate no more than the lesser of (i) 3% of the relevant Health Center's annual operating revenue for the previous fiscal year, or (ii) \$50 million; nor to any transaction involving more than one Medical Center.

3. Exclusions From Delegations:

- When a transaction is predominantly (by revenue committed or generated) a real estate transaction; or
- when a transaction includes issuance of debt; or
- when a transaction is anticipated to generate or commit more than 3% of the annual operating revenue of the sponsoring health center(s), as reflected in the audited financial statement(s) for the most recent fiscal year; or
- when a transaction, when combined with the value of other transactions approved by the Committee in the current fiscal year, reasonably is

anticipated to generate or commit more than 5% of the annual operating revenue of the sponsoring health center(s), as reflected in the audited financial statements for the most recent fiscal year.

H. Delegated Authority Over Appointments and Compensation.

1. When the appointment of or compensation for an employee serving UC Health or any of its components, whose compensation is paid solely from sources other than State general fund support to the University, otherwise requires approval from the Regents or a Committee of the Regents, the Health Services Committee may review and approve such appointment and/or compensation without further Regents action.
2. The Committee shall develop a benchmarking framework for use in evaluating compensation proposals that may be approved under the authority delegated in paragraph H(1). The benchmarking framework shall identify peer institutions against which UC Health competes for high level positions and identify external salary data for positions comparable to those that may be approved by the Committee. The benchmarking framework shall be reviewed and approved by the Health Services Committee and the Governance and Compensation Committee at least every two (2) years.

I. Other Oversight Responsibilities. In addition to the authority described above, the Committee may review and make recommendations with regard to the following matters and/or with regard to the following areas of the University's business:

- The general operation of UC Health
- Functions and operations of the governing body of each of the academic health centers
- Systemwide or regional UC Health initiatives
- Patient care and the cost, quality and accessibility of service
- Development of health system performance dashboards
- Strategic plans and budgets for UC Health
- Issuance of debt that may affect UC Health clinical strategy
- Real estate transactions that may affect UC Health clinical strategy
- Capital improvements that may affect UC Health clinical strategy
- Health system acquisitions, affiliations and alliances (for matters not covered by the Committee's delegated authority)
- Health system procurement
- Health system appointments and compensation (for matters not covered by the Committee's delegated authority)
- Health system incentive compensation programs

- Participation in government health care programs and contracts with private health plans
- University health benefits self-insurance programs
- Health information privacy and security
- Regulatory compliance
- All other matters significantly affecting UC Health

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J. Administrative Committees. Notwithstanding any other University policy, the Regent members of the Committee shall be permitted to serve on committees or work groups established by the President of the University or other University administrators for the conduct of the business of UC Health.

K. Reporting. In addition to the reports required under Bylaw 24.11, the Committee shall deliver to the Board the following reports, which may be in writing, on at least an annual basis:

- The UC Health strategic plan and budget
- A report on the status of the University student health and counseling centers
- A report on the status of all health system transactions approved under the Committee's delegated authority during the previous three years

Appendix F - Charter of the Public Engagement and Development Committee

- A. Purpose. The Public Engagement and Development Committee shall be well informed about, provide strategic direction and oversight, and make recommendations to the Board on University policy pertaining to the University's engagement with key constituents, fundraising, and the development of effective advocacy programs for University stakeholders.
- 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.
- C. Delegated Authority. The Committee shall have plenary authority to endorse the commencement of fundraising campaigns above \$250 million, which, on approval, shall require no further action or authorization from the Board or any other 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.
- D. Other Oversight Responsibilities. In addition to the delegated authority described above, the charge of the Committee shall include reviewing and making recommendations with regard to the following matters and/or with regard to the following areas of the University's business:
- Legislative priorities and advocacy
 - University ballot endorsements and/or positions on public policy
 - Public awareness priorities
 - Campus fundraising campaigns and giving programs
 - Alumni relations

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