

Office of the President

**TO MEMBERS OF THE GOVERNANCE AND COMPENSATION COMMITTEE:**

**ACTION ITEM**

*For the Meeting of September 13, 2017*

**SUSPENSION OF BYLAW 21.7 FOR THE LIMITED PURPOSE OF ENABLING THE LOS ANGELES CAMPUS TO REAPPOINT REGENT GUBER TO PART-TIME TEACHING AND ADVISORY BOARD POSITIONS, PROVIDED THAT ANY SUCH POSITIONS ARE UNCOMPENSATED**

**RECOMMENDATION**

The President of the University recommends, on the request of the Chancellor of the Los Angeles campus, that the Governance and Compensation Committee recommend to the Regents that Bylaw 21.7 be suspended for the limited purpose of enabling Regent Guber to be eligible for reappointment to the following University-affiliated positions at the UCLA campus, provided that any such positions are uncompensated:

- A. As a part-time faculty member in the UCLA Anderson School of Management;
- B. As a part-time faculty member in the UCLA School of Theater, Film and Television;
- C. As an advisory board member on the Executive Board for the UCLA School of Theater, Film and Television; and
- D. As an advisory board member on the Board of Directors for the UCLA Center for Management of Enterprise in Media, Entertainment and Sports.

**BACKGROUND**

On June 6, 2017, Governor Brown appointed Howard “Peter” Guber to the University of California Board of Regents. For many years prior to his appointment as a Regent, Regent Guber has held part-time teaching appointments at the University of California Los Angeles (UCLA) campus in the Anderson School of Management and in the School of Theater, Film and Television under annual contracts. Regent Guber also has served and continues to serve as a board member on two UCLA-affiliated advisory boards – the Executive Board for the UCLA School of Theater, Film and Television and the Board of Directors for the UCLA Center for Management of Enterprise in Media, Entertainment and Sports.

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Regents Bylaw 21.7 states in relevant part that, “No Regent shall...other than the President of the University, be eligible for employment or appointment in any University-affiliated position.” Were no action taken with respect to this bylaw provision, Regent Guber would be precluded from continuing his important and valuable service to the University in the teaching and advisory board positions mentioned above.

Regent Guber is committed to continuing to teach at UCLA, where he has taught for more than four decades. In addition, Regent Guber is amenable to continuing to serve as a volunteer on the advisory boards affiliated with these two schools. The UCLA Chancellor and Deans of the Schools in which Regent Guber has taught report that classes Regent Guber teaches or co-teaches are highly enrolled, and students describe his impact as transformational. In addition, the Chancellor and Deans describe Regent Guber’s volunteer service on the UCLA advisory boards as providing critical strategic input for both schools and attracting students and faculty to UCLA. In addition to his personal strategic insights, his volunteer service also strengthens the leadership of the School of Management and School of Theater, Film and Television by attracting other industry leaders to serve as advisors. Campus officials would like to avoid losing the benefits of his service if such loss can be avoided. Chancellor Block has requested that he be permitted to continue appointing Regent Guber to part-time teaching positions and that Regent Guber be permitted to continue his participation on the two UCLA advisory boards.

If permitted to continue as a part-time faculty member, Regent Guber would waive any compensation he receives for his teaching. Given this decision, the General Counsel advises that Regent Guber’s continued teaching at UCLA would not create a prohibited financial conflict of interest under the California Political Reform Act, and would avoid even the appearance of such a conflict.

The General Counsel further advises that Regent Guber could continue to serve the University in his advisory board positions, and could be reappointed to teach at UCLA while serving as a Regent, if Bylaw 21.7 were suspended for these purposes (and these purposes only). Regents Bylaw 15 states that, “Any provision of the Bylaws may be suspended by an affirmative vote of not less than two-thirds of all Regents then in office.” There is precedent for the Board granting such a request. Under similar circumstances, in 1977, the Board of Regents agreed to suspend the provisions of the predecessor to Bylaw 21.7 (then, Bylaw 8.1), in order to permit Regent Gregory Bateson, at the request of the Santa Cruz Chancellor, to continue service as a senior lecturer at UCSC. The Board approved the request.

Bylaw 15, Suspension of Bylaws, provides that approval of this item requires an affirmative vote of not less than two-thirds of all Regents in office.