Approved

GOVERNANCE COMMITTEE
July 17, 2025

TO THE REGENTS OF THE UNIVERSITY OF CALIFORNIA

1. **APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR JULIE LUCAS AS VICE CHANCELLOR FOR UNIVERSITY DEVELOPMENT AND ALUMNI RELATIONS, BERKELEY CAMPUS AS DISCUSSED IN CLOSED SESSION**

Recommendation

The Committee recommends approval of the following items in connection with the appointment of and compensation for Julie Lucas as Vice Chancellor for University Development and Alumni Relations, Berkeley campus:

A. Per policy, appointment of Julie Lucas as Vice Chancellor for University Development and Alumni Relations, Berkeley campus, at 100 percent time.

B. Per policy, an annual base salary of $750,000.

C. Per policy, standard pension and health and welfare benefits and eligibility for standard senior management benefits, including eligibility for senior management life insurance upon start date and eligibility for executive salary continuation for disability after five consecutive years of Senior Management Group service.

D. Per policy, reimbursement of actual and reasonable moving and relocation expenses associated with relocating Ms. Lucas' primary residence, subject to the limitations under Regents Policy 7710: Senior Management Group Moving Reimbursement. If Ms. Lucas voluntarily separates from this position prior to completing one year of service or accepts an appointment at another University of California location within 12 months of her initial date of appointment, she will be required to pay back 100 percent of these moving and relocation expenses.

E. Per policy, eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.

F. For any outside professional activities, Ms. Lucas will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.

G. This action will be effective as of Ms. Lucas' hire date, estimated to be on or about September 8, 2025.

COMPARATIVE ANALYSIS

Recommended Compensation
Effective Date: Date of hire, estimated to be on or about September 8, 2025
Annual Base Salary: $750,000
Incentive Compensation: N/A
Target Cash Compensation:* $750,000
Funding: Partially or fully funded using State General Funds

Previous Career Incumbent Data
Title: Vice Chancellor for University Development and Alumni Relations
Annual Base Salary: $583,128
Incentive Compensation: N/A
Target Cash Compensation:* $583,128
Funding: Partially or fully funded using State General Funds

*Target Cash Compensation consists of base salary and, if applicable, stipends, HSCP components, and/or short term and long term CEMRP incentives.

COMPETITIVE ANALYSIS FOR VICE CHANCELLOR FOR UNIVERSITY DEVELOPMENT AND ALUMNI RELATIONS (MRZ TITLE: VICE CHANCELLOR FOR DEVELOPMENT AND ALUMNI RELATIONS

Percentiles	MARKET REFERENCE ZONE FOR BASE SALARY					Percentiles	MARKET COMPOSITE FOR TARGET CASH COMPENSATION*				
	25th	50th	60th	75th	90th		25th	50th	60th	75th	90th
Market Data	$393.5k	$499.7k	$557.9k	$653.9k	$789.6k	Market Data	$393.5k	$499.7k	$557.9k	$653.9k	$825.2k
% Difference	90.6%	50.1%	34.4%	14.7%	-5.0%	% Difference	90.6%	50.1%	34.4%	14.7%	-9.1%

Survey Sources: College and University Professional Associate (CUPA) Administrators in Higher Education Salary Survey and Western Management Group EduComp Salary Survey.

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 to Recommendation

The President of the University recommends the appointment of and compensation for Julie Lucas as Vice Chancellor for University Development and Alumni Relations (VC-UDAR), Berkeley campus, at 100 percent time, with a proposed base salary of $750,000, effective on her start date which is estimated to be on or about September 8, 2025.

The previous career incumbent, Julie Hooper, stepped down as of February 1, 2025, and Leslie Schibsted was appointed under local authority as the Interim VC-UDAR, effective February 2, 2025, through January 30, 2026, or until a new VC-UDAR is hired. After her interim appointment ends, Ms. Schibsted will return to her position as Campaign Director of Campaign Planning and Board of Visitors, Berkeley campus.

The campus has completed an open, competitive recruitment for a new career appointee. Ms. Lucas was identified as the top candidate from a diverse applicant pool, and the campus has confirmed that this action is within its local hiring freeze guidelines.

This is a Level Two Senior Management Group (SMG) position. The proposed base salary for Ms. Lucas's appointment as VC-UDAR is $750,000 and is at the 86th percentile of the position's Market Reference Zone (MRZ), which is 14.7 percent above the 75th percentile ($653,900) and five percent below the 90th percentile ($789,600). The proposed base salary is 28.6 percent above the previous career incumbent's salary ($583,128).

The proposed base salary exceeds the 75th percentile; therefore, approval by the Board of Regents is required. There are no exceptions to policy for this request.

Committee vote: Regents Cohen, Hernandez, Leib, Matosantos, Reilly, Robinson, and Sarris voting "aye."

Board vote: Regents Anguiano, Batchlor, Brooks, Cohen, Hernandez, Komoto, Leib, Makarechian, Matosantos, Park, Reilly, Robinson, and Sarris voting "aye" and Regents Kounalakis and Wang abstaining.

2. **APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR MEENAKSHI WADHWA AS VICE CHANCELLOR FOR MARINE SCIENCES, DIRECTOR OF SCRIPPS INSTITUTION OF OCEANOGRAPHY, AND DEAN OF THE SCHOOL OF MARINE SCIENCES, SAN DIEGO CAMPUS AS DISCUSSED IN CLOSED SESSION**

Recommendation

The Committee recommends approval of the following items in connection with the appointment of and compensation for Meenakshi Wadhwa as Vice Chancellor for Marine Sciences, Director of Scripps Institution of Oceanography, and Dean of the School of Marine Sciences, San Diego campus:

A. Per policy, appointment of Meenakshi Wadhwa as Vice Chancellor for Marine Sciences, Director of Scripps Institution of Oceanography, and Dean of the School of Marine Sciences, San Diego campus, at 100 percent time.

B. Per policy, an annual base salary of $500,000.

C. Per policy, a hiring bonus of 20 percent ($100,000) of the proposed base salary, which is intended to make the hiring offer market-competitive and assist in securing Ms. Wadhwa's acceptance of the offer. The hiring bonus will be paid as two equal lump sum payments of $50,000 each. The first lump sum will be paid within 60 days of her start date, and the second lump sum will be paid on or about January 1, 2027, subject to the limitations under Regents Policy 7705: Senior Management Group Hiring Bonus.

If Ms. Wadhwa voluntarily separates from the University of California or voluntarily separates from this position to accept an appointment at another University of California location within two years of her appointment, she will be subject to the following repayment schedule: she will be required to pay back the first lump sum payment ($50,000) of the hiring bonus if separation occurs within the first year of employment, and she will be required to pay back the second lump sum payment ($50,000) of the hiring bonus if separation occurs within the second year of employment. Any unpaid hiring bonus amount will be forfeited at the time of separation if separation occurs for any reason.

D. 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 after five consecutive years of Senior Management Group service.

E. Per policy, reimbursement of actual and reasonable moving and relocation expenses associated with relocating Ms. Wadhwa's primary residence, subject to the limitations under Regents Policy 7710, Senior Management Group Moving Reimbursement. If Ms. Wadhwa voluntarily separates from this position prior to completing one year of service or accepts an appointment at another University of California location within 12 months of her initial date of appointment, she will be required to pay back 100 percent of these moving and relocation expenses.

F. Per policy, eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.

G. Per policy and contingent upon the San Diego campus's approval of Ms. Wadhwa's tenured academic appointment, eligibility to accrue sabbatical credits as a member of tenured faculty, consistent with academic personnel policy.

H. For any outside professional activities, Ms. Wadhwa will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.

I. This action will be effective as of Ms. Wadhwa's hire date, estimated to be on or about November 1, 2025.

COMPARATIVE ANALYSIS

Recommended Compensation
Effective Date: Date of hire, estimated to be on or about November 1, 2025
Annual Base Salary: $500,000
Incentive Compensation: N/A
Target Cash Compensation:* $500,000
Funding: Partially or fully funded using State General Funds

Current Career Incumbent Data
Title: Vice Chancellor for Marine Sciences, Director of Scripps Institution of Oceanography, and Dean of the School of Marine Sciences
Annual Base Salary: $440,856
Incentive Compensation: N/A
Target Cash Compensation:* $440,856
Funding: Partially or fully funded using State General Funds

*Target Cash Compensation consists of base salary and, if applicable, stipends, HSCP components, and/or short term and long term CEMRP incentives.

COMPETITIVE ANALYSIS FOR VICE CHANCELLOR FOR MARINE SCIENCES, DIRECTOR OF SCRIPPS INSTITUTION OF OCEANOGRAPHY, AND DEAN OF THE SCHOOL OF MARINE SCIENCES, SAN DIEGO CAMPUS

(MRZ TITLE: VICE CHANCELLOR - MARINE SCIENCES AND DEAN - GRADUATE SCHOOL OF MARINE SCIENCES)

Percentiles	MARKET REFERENCE ZONE FOR BASE SALARY				
	25th	50th	60th	75th	90th
Market Data	$291,000	$416,900	$439,200	$472,600	$481,400
% Difference	71.8%	19.9%	13.8%	5.8%	3.9%

Survey Sources: College and University Professional Associate (CUPA) Administrators in Higher Education Salary Survey (no incentive data is provided by CUPA).

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 to Recommendation

The President of the University recommends approval for the appointment of and compensation for Meenakshi Wadhwa as Vice Chancellor for Marine Sciences, Director of Scripps Institution of Oceanography, and Dean of the School of Marine Sciences, San Diego campus, at 100 percent time, with a proposed base salary of $500,000 effective on her start date which is estimated to be on or about November 1, 2025. Subject to the academic personnel appointment process, the campus will review Ms. Wadhwa for appointment as a tenured non-salaried member of the faculty at zero percent time. Additionally, as Director of Scripps Institution of Oceanography, Ms. Wadhwa will be appointed as the Charlie Kennel Director's Endowed Chair. This is an administrative chair, with no additional salary for Ms. Wadhwa.

The current incumbent, Margaret Leinen, announced her plans to step down, and the campus completed an open, competitive recruitment. Ms. Wadhwa was identified as the top candidate from a diverse applicant pool. The campus has confirmed that this action is within its local hiring freeze guidelines.

The candidate pool for academic leadership with the appropriate background to lead the Marine Sciences programs, and most notably, the Scripps Institution of Oceanography, is very scarce, and the market is very competitive. Therefore, the San Diego campus is also seeking approval for a hiring bonus of 20 percent ($100,000) of the proposed base salary. The San Diego campus notes that the request is within policy:

1) Ms. Wadhwa is a qualified external candidate who has not worked for UC in the previous 12 months;

2) The position has been difficult to fill despite extensive recruiting efforts due to a low number of qualified candidates in the current market for this area of academic leadership;

3) A documented reason exists that indicates the offer will not be accepted without a hiring bonus;

4) The hiring manager has documented the business justification for the hiring bonus; and

5) The justification and the bonus amount are consistent with local practice.

This is a Level Two Senior Management Group (SMG) position. The proposed base salary of $500,000 is 3.9 percent above the 90th percentile ($481,400) of the position's Market Reference Zone (MRZ) and 13.4 percent above the current incumbent's salary ($440,856).

The proposed base salary exceeds the 90th percentile; therefore, approval by the Board of Regents is required. There are no exceptions to policy for this request.

Committee vote: Regents Cohen, Hernandez, Leib, Matosantos, Reilly, Robinson, and Sarris voting "aye."

Board vote: Regents Anguiano, Batchlor, Brooks, Cohen, Hernandez, Komoto, Kounalakis, Leib, Makarechian, Matosantos, Park, Reilly, Robinson, Sarris, and Wang voting "aye."

3. **ESTABLISHMENT OF A NEW LEVEL TWO SENIOR MANAGEMENT GROUP POSITION OF ASSOCIATE VICE PRESIDENT – STRATEGIC PARTNERSHIPS, UC HEALTH, OFFICE OF THE PRESIDENT, AND THE MARKET REFERENCE ZONE FOR THE POSITION**

The President of the University recommends that the Committee approve:

A. Establishment of a new Senior Management Group position of Associate Vice President – Strategic Partnerships, UC Health, Office of the President. This will be a Level Two position in the Senior Management Group.

B. Establishment of a Market Reference Zone for this position as follows: 25th percentile – $458,300, 50th percentile – $531,400, 60th percentile – $559,800, 75th percentile – $602,500, and 90th percentile – $652,500.

C. This action will be effective upon approval by both the Health Services Committee and the Governance Committee.

Committee vote: Regents Cohen, Hernandez, Leib, Matosantos, Reilly, Robinson, and Sarris voting "aye."

4. **AMENDMENT OF BYLAW 40.3 AND STANDING ORDERS 105.1 AND 105.2**

The Committee recommends that following service of appropriate notice, the Regents amend: (1) Bylaw 40.3 – Special Provisions Concerning Faculty, as shown in Attachment 1 and (2) Standing Order 105.1 – Organization of the Academic Senate and 105.2 – Duties, Powers, and Privileges of the Academic Senate, as shown in Attachment 2.

Committee vote: Regents Cohen, Hernandez, Leib, Matosantos, Reilly, Robinson, and Sarris voting "aye."

Board vote: Regents Anguiano, Batchlor, Brooks, Cohen, Hernandez, Komoto, Kounalakis, Leib, Makarechian, Matosantos, Park, Reilly, Robinson, Sarris, and Wang voting "aye."

5. **AMENDMENT OF REGENTS POLICY 4105: POLICY ON SETTLEMENT OF LITIGATION, CLAIMS AND SEPARATION AGREEMENTS**

The Committee recommends: (1) that the proposed amendments to Regents Policy 4105: Policy on Settlement of Litigation, Claims, and Separation Agreements be approved, as shown in Attachment 3, and (2) that the General Counsel present an analysis of settlements approved under the amended Regents Policy 4105 at the July 2028 meeting and recommend further amendments if appropriate.

Committee vote: Regents Cohen, Hernandez, Leib, Matosantos, Reilly, Robinson, and Sarris voting "aye."

Board vote: Regents Anguiano, Batchlor, Brooks, Cohen, Hernandez, Komoto, Kounalakis, Leib, Makarechian, Matosantos, Park, Reilly, Robinson, Sarris, and Wang voting "aye."

*** Additions shown by underline; deletions shown by ~~strikethrough~~ ***

40.3 Special Provisions Concerning Faculty

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(d) Security of Employment

An ~~Lecturer Potential Security of Employment~~ Assistant Professor of Teaching appointed at more than half-time who has completed eight years of service in that title, or in that title in combination with other titles as established by the President, shall not be continued in that title after the eighth year unless given appointment with security of employment.

By exception, the President may approve appointment of an ~~Lecturer Potential Security of Employment~~ Assistant Professor of Teaching on more than half time beyond the eighth year without security of employment, but may not extend it beyond two years.

*** Additions shown by underline; deletions shown by ~~strikethrough~~ ***

105.1: Organization of the Academic Senate

a. The Academic Senate shall consist of the President, Vice Presidents, Chancellors, Vice Chancellors, Deans, Provosts, Directors of academic programs, the chief admissions officer on each campus and in the Office of the President, registrars, the University Librarian on each campus of the University, and each person giving instruction in any curriculum under the control of the Academic Senate whose academic title is Instructor, Instructor in Residence; Assistant Professor, Assistant Professor in Residence, Assistant Professor of Clinical (e.g., Medicine); Associate Professor, Associate Professor in Residence, Associate Professor of Clinical (e.g., Medicine), Acting Associate Professor; Professor, Professor in Residence, Professor of Clinical (e.g., Medicine), or Acting Professor; ~~Lecturer with Potential for Security of Employment~~ Assistant Professor of Teaching, ~~Lecturer with Security of Employment~~ Associate Professor of Teaching, Acting ~~Lecturer with Security of Employment~~ Associate Professor of Teaching, ~~Senior Lecturer with Security of Employment, or Acting Senior Lecturer with Security of Employment~~ Professor of Teaching; however, Instructors and Instructors in Residence of less than two years' service shall not be entitled to vote. Members of the faculties of professional schools offering courses at the graduate level only shall be members also of the Academic Senate, but, in the discretion of the Academic Senate, may be excluded from participation in activities of the Senate that relate to curricula of other schools and colleges of the University. Membership in the Senate shall not lapse because of leave of absence or by virtue of transference to emeritus status.

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105.2: Duties, Powers, and Privileges of the Academic Senate

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c. The Academic Senate shall determine the membership of the several faculties and councils, subject to the provisions of Standing Order 105.1(c), except the faculties of ~~Hastings College of the Law~~ UC Law San Francisco, ~~and San Francisco Art Institute,~~ provided that the several departments of the University, with the approval of the President, shall determine their own form of administrative organization, and all Professors, Associate Professors, Acting Professors, Acting Associate Professors, and Assistant Professors, and all Instructors of at least two years' service shall have the right to vote in department meetings.

Additions shown by underscoring; deletions shown by strikethrough

Regents Policy 4105: Policy on Settlement of Litigation, Claims, and Separation Agreements

Adopted September 15, 1995
As amended July 20, 2000, May 18, 2006, and November 20, 2008

The Regents adopt the following Policy on Settlement of Litigation, Claims, and Separation Agreements establishing the authority of The Regents, the President, and the General Counsel and requirements with respect to reporting of settlements and separation agreements.

(1) As used in this Policy, the following terms shall have the meaning specified:

a. "Claim" shall refer to any demand for payment from an entity or individual, including a University employee, which is disputed in whole or in part and is made other than through litigation. Commercial negotiations to adjust amounts payable under a contract shall not be treated as "claims."
b. "Litigation" shall refer to legal proceedings in the form of a lawsuit, arbitration proceeding, or internal or external administrative proceeding.
c. "Separation Agreement" shall refer to an agreement with a University employee by which the employee separates from University employment, but which does not involve a "claim" or "litigation," as defined above.
d. "Consideration" shall refer to a monetary commitment on the part of the University, whether in the form of a lump sum cash payment, or compensation for services for a specified term, or individually-negotiated payments for benefits (e.g., COBRA), or a non-monetary commitment on the part of the University; it excludes payments for salary and benefits previously earned by the employee (e.g., earned vacation leave) or continued employment on the same terms as existed prior to the agreement. When consideration is received by the University, it can also be monetary or non-monetary.

(2) Settlement Authority of the President

The President shall have authority to settle claims and to enter into separation agreements when the consideration paid or received by the University has a value of $1,000,000 ~~$500,000~~ or less. Settlement of claims or separation agreements when the consideration paid or received by the University exceeds $1,000,000 ~~$100,000~~ shall require the concurrence of the General Counsel. The release provisions of all settlements of claims and separation agreements, regardless of the amount of consideration, shall be in a format approved by the General Counsel. Settlement of claims and separation agreements by the President shall be subject to appropriate funding.

(3) Settlement Authority of the General Counsel

The General Counsel shall have authority to settle claims and litigation when the consideration paid or received by the University has a value of $1,000,000 ~~$500,000~~ or less. All litigation

settlements shall be reviewed and approved by the General Counsel. Settlement of claims or litigation by the General Counsel shall be subject to appropriate funding.

(4) Reporting of Settlements and Separation Agreements

~~a. Annually by the General Counsel, all settlements of claims and litigation, and all separation agreements, when the consideration paid or received by the University has a value greater than $50,000.~~

~~b.~~ a. At each regular meeting of The Regents, the Regents shall receive a report from the General Counsel of all settlements of claims and litigation, and all separation agreements, when the consideration paid or received by the University has a value greater than $100,000 and up to $1,000,000 ~~$500,000~~.

~~c.~~ b. At each regular meeting of The Regents, the Regents shall receive a report of all settlements of claims and litigation and all separation agreements approved by the Chair~~man~~ of the Board and the Chair~~man~~ of the Compliance and Audit Committee ~~on Finance~~ pursuant to section 5~~.~~ hereof.

(5) Settlement Actions Reserved to The Regents

The following proposals for settlements of claims or litigation or for separation agreements shall be submitted to the Chair~~man~~ of the Board and the Chair~~man~~ of the Compliance and Audit Committee ~~on Finance~~ or to The Regents for prior approval:

a. To the Chair~~man~~ of the Board and the Chair~~man~~ of the Compliance and Audit Committee ~~on Finance~~, when the consideration to be paid or to be received by the University has a value greater than $1,000,000 ~~$500,000~~ and up to $2,000,000 ~~$1,000,000~~.
b. To The Regents, when the consideration to be paid or to be received by the University has a value in excess of $2,000,000 ~~$1,000,000~~.
c. To The Regents, settlements or separation agreements of any amount involving significant questions of University policy.
d. To The Regents, settlements or separation agreements of any amount with Officers of the University (Bylaw 32) ~~(Standing Order 100.1(a)) and Officers of The Regents (Bylaw 20.1)~~.

All settlement and separation agreement proposals which require approval by either the Chair~~man~~ of the Board and the Chair of the Compliance and Audit Committee ~~on Finance~~, or by the full Board, shall be accompanied by the recommendation of the General Counsel and a statement of the applicable fund source.

With regard to faculty members with tenure or security of employment, in the event that a faculty member's resignation and severance compensation is deemed by the President to be in the best interests of the University, pursuant to Standing Order 103.7, any resulting separation or settlement agreement shall be subject to this policy.