GOVERNANCE COMMITTEE
March 14, 2019

TO THE REGENTS OF THE UNIVERSITY OF CALIFORNIA

1. **AMENDMENT OF BYLAWS AND COMMITTEE CHARTERS, 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 1.

   B. The Charter of the Academic and Student Affairs Committee be amended as shown in Attachment 2, 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 3, effective upon final approval of the Bylaw amendments in paragraph A.

   Committee vote: Regents Elliott, Kieffer, Lansing, Makarechian, Napolitano, Ortiz Oakley, and Sherman voting “aye.”

   Board vote: Regents Anderson, Butler, Cohen, Estolano, Graves, Guber, Kieffer, Kounalakis, Lansing, Leib, Makarechian, Morimoto, Napolitano, Ortiz Oakley, Park, Pérez, Sherman, Sures, and Zettel voting “aye.”

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

   The Committee recommends 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 4.

   Committee vote: Regents Elliott, Kieffer, Lansing, Makarechian, Napolitano, Ortiz Oakley, and Sherman voting “aye.”

   Board vote: Regents Anderson, Butler, Cohen, Estolano, Graves, Guber, Kieffer, Kounalakis, Lansing, Leib, Makarechian, Morimoto, Napolitano, Ortiz Oakley, Park, Pérez, Sherman, Sures, and Zettel voting “aye.”
3. **RESOLUTION TO EXCLUDE ACCESS TO FEDERAL CLASSIFIED INFORMATION**

   The Committee recommends to the Regents that the resolution pertaining to the University’s Department of Energy Facility Security Clearance be approved as shown in Attachment 5.

   Committee vote: Regents Elliott, Kieffer, Lansing, Makarechian, Napolitano, Ortiz Oakley, and Sherman voting “aye.”

   Board vote: Regents Anderson, Butler, Cohen, Estolano, Graves, Guber, Kieffer, Kounalakis, Lansing, Leib, Makarechian, Morimoto, Napolitano, Ortiz Oakley, Park, Pérez, Sherman, Sures, and Zettel voting “aye.”

4. **RESCISSON OF VETERINARY MEDICAL SCHOOL STRICT FULL-TIME SALARY PLAN, DAVIS CAMPUS**

   The Committee recommends 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 6.

   B. Delegate authority to the President of the University to implement salary administration for faculty in the UC Davis School of Veterinary Medicine.

   Committee vote: Regents Elliott, Kieffer, Lansing, Makarechian, Napolitano, Ortiz Oakley, and Sherman voting “aye.”

   Board vote: Regents Anderson, Butler, Cohen, Estolano, Graves, Guber, Kieffer, Kounalakis, Lansing, Leib, Makarechian, Morimoto, Napolitano, Ortiz Oakley, Park, Pérez, Sherman, Sures, and Zettel voting “aye.”
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)

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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 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
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.
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 National Laboratories Subcommittee 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 through 25.5. 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 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 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.
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.
Attachment 5

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.

<table>
<thead>
<tr>
<th>NAME</th>
<th>TITLE</th>
</tr>
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<tbody>
<tr>
<td>Eleni Kounalakis</td>
<td>Lieutenant Governor</td>
</tr>
</tbody>
</table>
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 consultancies 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 (e)(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.
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

<table>
<thead>
<tr>
<th>Instructor</th>
<th>Regular 11-month Salary Scale as of July 1, 1968</th>
<th>Proposed Strict Full-Time Salaries for Veterinary Medical School Faculty</th>
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<td>Instructor</td>
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