

GOVERNANCE COMMITTEE

September 21, 2023

TO THE REGENTS OF THE UNIVERSITY OF CALIFORNIA

1. APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR DAVID RUBIN, M.D., AS EXECUTIVE VICE PRESIDENT – UC HEALTH, OFFICE OF THE PRESIDENT AS DISCUSSED IN CLOSED SESSION

Recommendation

The Committee recommends approval of the following items in connection with the appointment of and compensation for David Rubin, M.D. as Executive Vice President – UC Health, Office of the President:

- A. Per policy, appointment of David Rubin, M.D., as Executive Vice President – UC Health, Office of the President, at 100 percent time.
- B. Per policy, an annual base salary of \$960,000.
- C. Per policy, a hiring bonus of 20 percent of base salary (\$192,000), which is intended to make the hiring offer market-competitive and to assist in securing Dr. Rubin’s acceptance of the offer. The hiring bonus will be paid in two equal lump sums of \$96,000 on or about December 1, 2023, and on or about December 1, 2024, and will be subject to the following repayment schedule if Dr. Rubin 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 his appointment: \$96,000 if separation occurs within the first year of employment and \$96,000 if separation occurs within the second year of employment, subject to the limitations under policy. Any unpaid hiring bonus amounts will be forfeited at the time of separation.
- D. This position is no longer eligible for participation in the Clinical Enterprise Management Recognition Plan (CEMRP).
- E. Per policy, reimbursement of actual and reasonable moving and relocation expenses associated with relocating Dr. Rubin’s primary residence, subject to the limitations under Regents Policy 7710, Senior Management Group Moving Reimbursement. If Dr. Rubin 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 his initial date of appointment, he 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 Francisco campus's approval of a tenured academic appointment, eligibility to accrue sabbatical credits as a member of the tenured faculty, consistent with academic personnel policy.
- H. 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.
- I. For any outside professional activities, Dr. Rubin will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- J. This action will be effective as of Dr. Rubin's hire date, estimated to be on or about October 23, 2023.

COMPARATIVE ANALYSIS

Recommended Compensation

Effective Date: Date of hire, estimated to be on or about October 23, 2023

Annual Base Salary: \$960,000

Clinical Enterprise Management Recognition Plan (CEMRP): Not Eligible

Target Cash Compensation:* \$960,000 (annualized)

Funding: Partially or fully State-funded

Prior Career Incumbent Data

Title: Executive Vice President – UC Health

Annual Base Salary: \$936,216

Clinical Enterprise Management Recognition Plan (CEMRP) – Short Term Incentive (STI): (\$187,243 at 20 percent target rate)

Clinical Enterprise Management Recognition Plan (CEMRP) – Long Term Incentive (LTI): \$93,622 (at 10 percent target rate)

Target Cash Compensation:* \$1,217,081

Funding: Partially or fully State-funded

*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 EXECUTIVE VICE PRESIDENT – UC HEALTH
(MRZ: Executive Vice President – UC Health)**

	MARKET REFERENCE ZONE FOR BASE SALARY						MARKET COMPOSITE FOR TARGET CASH COMPENSATION				
Percentiles	25 th	50 th	60 th	75 th	90 th	Percentiles	25 th	50 th	60 th	75 th	90 th
Market Data	\$735,700	\$847,200	\$917,100	\$1,021,900	\$1,201,400	Market Data	\$808,600	\$847,200	\$1,086,900	\$1,446,400	\$1,671,500
% Difference from Market	30.5%	13.3%	4.7%	-6.1%	-20.1%	% Difference from Market	18.7%	13.3%	-11.7%	-33.6%	-42.6%

Survey Source: Sullivan Cotter Survey of Manager and Executive Compensation, Public and Not-For-Profit Academic Medical Centers and National Health Systems

The compensation described above shall constitute the University's total commitment until modified by the Regents or 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.

Background to Recommendation

The President of the University recommends approval for the appointment of and compensation for David Rubin, M.D., as Executive Vice President – UC Health, Office of the President, with a proposed annual base salary of \$960,000, effective upon his hire date which is estimated to be on or about October 23, 2023.

The EVP-UC Health position is classified as a Level One position in the Senior Management Group (SMG); therefore, this action requires approval by the Regents. In accordance with the Governance Committee Charter, the Chair of the Health Services Committee was consulted on this action as this is a role within UC Health; however, because the position is funded at least in part using State General Funds, the Governance Committee is the committee to recommend this action to the full Board of Regents for approval.

The previous career incumbent, Carrie Byington, M.D., stepped down on June 30, 2023, and Talmadge King, M.D., was appointed as the Interim Executive Vice President – UC Health effective July 1, 2023 through December 31, 2023, or until a new career incumbent is appointed, whichever occurs first. At the end of the interim appointment, Dr. King will return to his career appointment at 100 percent time as Dean – School of Medicine and Vice Chancellor – Medical Affairs at UCSF.

The Office of the President completed a national competitive recruitment for this position and Dr. Rubin has been identified as the top candidate from a diverse applicant pool.

The President is recommending an appointment at 100 percent time with an annual base salary of \$960,000, which is 4.7 percent above the 60th percentile (\$917,100) and 6.1 percent below the 75th percentile (\$1,021,900) of the Market Reference Zone (MRZ) for

this position, placing the proposed salary at the 66th percentile of the MRZ and 2.5 percent over the base salary of the previous career incumbent (\$936,216).

The proposed base salary is consistent with Regents Policy 7701, Senior Management Group Appointment and Compensation, and reflects an appropriate salary, taking into account Dr. Rubin's level of experience and his unique skill set spanning patient care, research, teaching, and executive healthcare leadership, which are essential to UC's mission. There is a limited talent pool and competitive market for leaders with the experience necessary for this role.

Subject to academic personnel policy and review processes, the San Francisco campus will pursue a tenured faculty appointment for Dr. Rubin at zero percent time and without salary. A tenured faculty position would underlie the EVP-UC Health position and be available at 100 percent time when Dr. Rubin steps down from the EVP-UC Health position.

Committee vote: Regents Cohen, Drake, Hernandez, Park, Pérez, Reilly, and Robinson voting "aye."

Board vote: Regents Anguiano, Batchlor, Chu, Cohen, Drake, Ellis, Leib, Makarechian, Matosantos, Park, Raznick, Reilly, Robinson, Sarris, and Sherman voting "aye," Regent Kounalakis abstaining, and Regent Tesfai voting "no."

2. **APPROVAL OF INCENTIVE COMPENSATION FOR FISCAL YEAR 2022-23 FOR JAGDEEP SINGH BACHHER AS CHIEF INVESTMENT OFFICER AND VICE PRESIDENT – INVESTMENTS, OFFICE OF THE PRESIDENT AS DISCUSSED IN CLOSED SESSION**

Recommendation

The Committee recommends approval of an incentive award of \$810,102 for Plan Year 2022-23, 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 101 percent of Mr. Bachher's total salary paid as of the end of the plan year of \$804,483.

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.

COMPARATIVE ANALYSIS

Recommended Compensation

Effective Date: upon Regents' approval

Base Salary as of 6/30/23: \$745,068 (After 7/1/23 systemwide general increase: \$779,352)

(Total Salary Paid as of the end of the 2022-23 plan year, calculated from July 1, 2022 through June 30, 2023, totaled \$804,483. Monthly payees received a paycheck on June 30, 2023 due to July 1, 2023 falling on a Saturday, resulting in 13 monthly paychecks within the 2022-23 calculation period.)

2022-23 AIP Award: \$810,102

(101 percent of total salary paid as of the end of the plan year)

Base Salary as of 6/30/23 Plus Recommended AIP Award: \$1,555,170

Prior Year Data (2021-22 Plan Year)

Base Salary as of 6/30/22: \$712,974

(Total Salary Paid as of end of 2021-22 Plan Year: \$711,243.50)

2021-22 AIP Award: \$1,422,487

(200 percent of total salary paid as of the end of the plan year)

Base Salary as of 6/30/22 Plus Recommended AIP Award: \$2,135,461

Background to Recommendation

The President of the University requests approval of an incentive award of \$810,102 payable in three annual installments for Jagdeep Singh Bachher, Chief Investment Officer (CIO) and Vice President – Investments, Office of the President, for the 2022-23 Plan Year. This award falls under the Office of the Chief Investment Officer (OCIO) Annual Incentive Plan (AIP).

The proposed award of \$810,102 has been reviewed by the President, as well as approved by the Administrative Oversight Committee (AOC) that oversees the OCIO AIP. The current AOC members are the Executive Vice President – Chief Financial Officer, Executive Vice President – Chief Operating Officer, Vice President – Systemwide Human Resources, and Associate Vice President – Total Rewards.

As Mr. Bachher reports directly to the Regents and the President, the payment of Mr. Bachher's award requires Regental approval in addition to approval by the AOC. The calculations have been reviewed by the Office of Ethics, Compliance and Audit Services as directed by the Senior Vice President and Chief Compliance and Audit Officer.

Assets under management by the Office of the Chief Investment Officer total \$164 billion for the Plan Year ending June 30, 2023, which is an increase of \$12 billion over the prior year.

The AIP is a performance-based incentive plan that places a certain amount of pay at risk for each participant and pays out only if certain investment and other performance standards are met or exceeded. Performance-based, at-risk incentives are a typical component of total cash compensation for investment professionals, including those at the California State Teachers' Retirement System (CalSTRS), the California Public Employees' Retirement System (CalPERS), and other large public pension funds and endowment funds. Investment results for award calculations are based on a rolling three-year assessment against pre-established performance standards. The plan directs a portion of awards to be deferred for payout in subsequent years to help retain staff and focus efforts on adding longer-term value. The opportunity levels and weighting of performance measurements serve to motivate individual, asset class, and/or total entity performance as part of a competitive total cash compensation package.

Committee vote: Regents Cohen, Drake, Hernandez, Park, Pérez, Reilly, and Robinson voting "aye."

Board vote: Regents Anguiano, Batchlor, Chu, Cohen, Drake, Ellis, Leib, Makarechian, Matosantos, Park, Raznick, Reilly, Robinson, Sarris, and Sherman voting "aye," Regent Kounalakis abstaining, and Regent Tesfai voting "no."

3. **AMENDMENT OF REGENTS POLICY 7707, SENIOR MANAGEMENT GROUP OUTSIDE PROFESSIONAL ACTIVITIES**

The Committee recommends that the Regents amend Regents Policy 7707, Senior Management Group Outside Professional Activities, as shown in Attachment 1.

Committee vote: Regents Cohen, Drake, Hernandez, Park, Pérez, Reilly, and Robinson voting "aye."

Board vote: Regents Anguiano, Batchlor, Chu, Cohen, Drake, Ellis, Kounalakis, Leib, Makarechian, Matosantos, Park, Raznick, Reilly, Robinson, Sarris, Sherman, and Tesfai voting "aye."

4. **DATES OF 2025 REGENTS MEETINGS**

The Committee recommends that the following dates of Regents meetings for 2025 be approved:

2025

January 21-23, 2025

March 18-20, 2025

May 13-15, 2025

July 15-17, 2025
September 16-18, 2025
November 11-13, 2025

Committee vote: Regents Cohen, Drake, Hernandez, Park, Reilly, and Robinson voting “aye” and Regent Pérez voting “no.”

Board vote: Regents Anguiano, Batchlor, Chu, Cohen, Drake, Ellis, Kounalakis, Leib, Makarechian, Matosantos, Park, Raznick, Reilly, Robinson, Sarris, Sherman, and Tesfai voting “aye.”

University of California – Regents Policy 7707

Senior Management Group Outside Professional Activities

Approved July 21, 2016

Amended January 17, 2019

Amended September 21, 2023



Responsible Officer: Vice President–Human Resources

Responsible Office: Human Resources

Effective Date: ~~January 17, 2019~~September 21, 2023

Next Review Date: The Responsible Officer will review the policy annually for update purposes and will conduct a full review at least every three years.

Who Is Covered: All employees whose position is designated to be in the Senior Management Group, inclusive of Officers of the University per Regents Standing Order 100.1.a, and non-SMG members appointed to an SMG position on an acting or interim basis.

CONTENTS

I. Policy Summary

II. Policy Definitions

III. Policy Text

IV. Approval Authority

V. Compliance

Revision History

Implementation Procedures

Related Documents

Senior Management Group Outside Professional Activities

I. POLICY SUMMARY

Considerable benefit accrues to the University from Senior Management Group (SMG) members' association with external educational and research institutions, not-for-profit professional associations, federal, state and local government offices and private sector organizations. Such associations foster a greater understanding of the University of California and its value as a preeminent provider of education, research, public service, and health care. Such associations also may provide a stimulus for economic development and enhanced economic competitiveness.

While outside professional activities performed by SMG members are often mutually beneficial to the University and the members themselves, and are therefore encouraged, the primary commitment of University of California SMG members must be to the fulfillment of their regular University responsibilities.

This Policy applies to all University of California SMG members, including those who have underlying faculty appointments. During the period SMG members possess a dual academic and SMG appointment, their participation in outside professional activities will be subject to this policy and not that of the Academic Personnel Manual. This Policy is intended to:

- Support and recognize the value of SMG members' outside professional activities to the University, such as contributing to their academic field, sharing their expertise with other institutions, and providing service to the community,
- Provide guidance about the limits of such activities in relation to fulfilling University responsibilities,
- Establish methods for seeking appropriate approval(s), monitoring, and reporting such activities,
- Protect against actual or perceived conflicts of interest and/or commitment when SMG members engage in such activities,
- Protect the University of California by assessing outside affiliations that could diminish the reputation of the institution or system.

II. POLICY DEFINITIONS

Approving Authorities: For Outside Professional Activities, including Focus Activities with Non-U.S. Entities (II B below), the approval authorities are the ~~The person or office to whom an individual reports plus the next higher level manager. For SMG members who do not report directly to an Executive Officer (Chancellor, Laboratory Director, or President of the University), report to another SMG member who reports to the Chancellor, Laboratory Director or President, the immediate manager and the Chancellor (for campus SMG members), the Laboratory Director, or the President~~ Executive Officer will be the Approving

Senior Management Group Outside Professional Activities

Authorities. For SMG members who report directly to the Chancellor or Laboratory Director, ~~the Chancellor or Laboratory Director~~ the person or office to whom an individual reports and the President will be the Approving Authorities. For SMG members who report directly to the President, the President and the Chair of the Board of Regents will be the Approving Authorities. For SMG members who report directly to the Regents, the Vice Chair and Chair of the Board of Regents will be the Approving Authorities.

Activities Regarded as Outside Professional Activities:

- A. Outside Professional Activities, other than Focus Activities for Non-U.S. Entities are those activities that are within the SMG member's area(s) of professional expertise for which they are employed by the University and are either (1) Board memberships, compensated or uncompensated or (2) activities for which an SMG member is compensated in excess of \$2,500 per calendar year from any single source.
- B. Focus Activities for Non-U.S. Entities are considered Outside Professional Activities regardless of whether they are within the SMG member's area(s) of professional expertise for which they are employed by the University). These activities include: (1) current or pending acceptance of an honorary, visiting, adjunct, or other institutional appointment (either compensated or uncompensated) at an institution of higher education, research institute, or medical center affiliated with a non-U.S. entity, (2) current or pending participation in, or application to, talent recruitment programs (specifically designed to recruit science and technology professionals or students) sponsored by a government agency of a nation other than the United States, or (3) research support (either monetary or in-kind) from a government agency of a nation other than the United States (collectively "Focus Activities with Non-U.S. Entities"). The determination as to whether an activity involves a non-U.S. government agency or an entity affiliated with a non-U.S. entity is based on the location of the agency or entity's headquarters as identified to the best of the SMG member's knowledge.

Activities Not Regarded as Outside Professional Activities: The following are **not** regarded as Outside Professional Activities, except as noted above with respect to Focus Activities with Non-U.S. Entities:

- Activities unrelated to the SMG member's area of professional expertise for which they are employed by the University, such as involvement in religious or cultural organizations.
- Activities that the SMG member's direct manager confirms as part of the individual's job expectations. It is expected that the individual would not receive additional compensation for such activities beyond the individual's normal University salary.
- For an SMG member with an underlying faculty appointment, activities that the Approving Authorities confirm as essential to remaining current in the SMG member's academic field or activities creating or promoting the SMG member's scholarly and creative works, including books, other publications and speeches. However, for compensated speeches and appearances on panels, SMG

Senior Management Group Outside Professional Activities

members should consult with University counsel to determine whether acceptance of compensation would violate the ban on honoraria in the California Political Reform Act.

Exception to Policy: Any request to participate in more than two concurrent compensated board membership activities, requires approval by the Regents. Any other action that exceeds what is allowable under current policy or that is not expressly provided for under policy must be treated as an exception and must be reviewed and approved by the person or office to whom an SMG reports plus the next higher level manager.

Executive Officer: The President of the University, Chancellor, or Laboratory Director.

Senior Management Group: Individuals whose career, interim or acting appointment is in a position in the Senior Management Group personnel program. Employees with a dual academic appointment at 0% and an appointment to a Senior Management Group position will be considered to possess a career appointment in the Senior Management Group.

Top Business Officer: Executive Vice President, Chief Operating Officer for the Office of the President, Vice Chancellor for Administration, or the position responsible for the location's financial reporting and payroll as designated by the Executive Officer.

III. POLICY TEXT

A. *Responsibility and Accountability*

Guiding Principles

- 1) SMG members are individually responsible for ensuring that the Outside Professional Activities they perform, and compensation received for such activities, do not violate conflict of commitment and/or actual or perceived conflict of interest standards of the University. SMG members have a duty of loyalty to the University, as well as a primary fiduciary responsibility to the University.
- 2) Each SMG member's Approving Authorities are personally responsible for monitoring, evaluating, and verifying that the SMG member's Outside Professional Activities comply with University policies and State of California law.
- 3) Ultimately, SMG members and their Approving Authorities are accountable to the President and the Regents for ensuring that conflicts do not occur and that any activities or affiliations do not diminish the reputation of the institution or system.
- 4) Pre-Approval and Assessment of Compensated Activities over \$2,500 or Focus Activities with Non-U.S. Entities, with or without compensation.
 - a. Documentation and approval request forms for Outside Professional Activities, where compensation is over \$2,500 or which involve Focus Activities with Non-U.S. Entities, compensated or non-compensated, must be completed by the SMG member and submitted for review and

Senior Management Group Outside Professional Activities

approval by the Approving Authorities before the SMG member announces or engages in the activity.

- b. At the discretion of the Approving Authorities, the documentation and request for any new proposed activities where participation, compensation or reputational risk raise concerns will be reviewed by an independent advisory committee appointed by Office of the President, Systemwide Human Resources to assess the request and advise the Approving Authorities. The turnaround time for the independent advisory committee to reviewing and recommend approval or denial and approving or denying of the request will be no more than 30 calendar days from the date the committee receives a complete packet of materials.

When a submission is received for Focus Activities with Non-U.S. Entities, Systemwide Human Resources will convene the independent advisory committee and include members from the Office of the President Academic Affairs Research and Innovation team to review the request in relation to federal research funding resources and communicate findings to the approving authorities in the event a potential conflict of commitment is identified and to ensure all aspects of the activity have been disclosed in order to confirm approval for the SMG member to participate in the Focus Activity.

- c. Each year, SMG members are also required to request approval for ongoing, recurring compensated OPA over \$2,500 or Focus Activities with Non-U.S. Entities, compensated or non-compensated, prior to the beginning of the ~~next~~ each calendar year. The SMG member is responsible for providing sufficient details on any proposed activity that has changed materially from the preceding year. Material changes must be disclosed and may include changes in compensation (form or amount), changes in organizational status of the outside entity, e.g., mergers, acquisitions, relationships with the University or its entities, or changes (legal challenges or other) that may impact the entity's reputation in the community.

Additionally, ~~t~~The Approving Authorities may request review of any recurring activity by the independent advisory committee before considering the SMG member's request.

- 5) An SMG member's Approving Authorities are responsible for assessing whether a proposed Outside Professional Activity might create, or appear to create, a conflict of interest or commitment or reputational risk to the campus or system. In general, the proposed activity must be compatible with the SMG member's University duties. Other important factors for consideration include:
 - a. Will the activity compete with the SMG member's regular and/or expected University duties? An assessment of the SMG member's performance is an appropriate factor to be considered.
 - b. Will the SMG member be precluded from making decisions within the

Senior Management Group Outside Professional Activities

scope of their University duties due to a financial conflict associated with the activity (e.g., a fiduciary responsibility to the external entity, payments received from the external entity)?

- c. If the answer to any of these questions is “Yes,” the Approving Authorities must seek written guidance from the independent advisory committee in order to resolve the matter with the SMG member and, if resolution is not possible, deny the SMG member’s request.
- 6) The Links to the forms documenting the assessment/approval process for all Outside Professional Activities can be found below:
- [OPA Submission Form \(ucop.edu\)](#)
 - [OPA Detailed Information Form \(Compensated Activities only\) ucop.edu\)](#)

B. Outside Professional Activities: Definitions and Limits

1) Uncompensated Outside Professional Activities

- a. Uncompensated Outside Professional Activities are Board memberships that are within the SMG member’s area(s) of professional expertise for which they are employed by the University. Uncompensated activities are Outside Professional Activities include those for which the SMG member donates the full amount of the compensation to the University or a charitable organization. Compensation donated to the University may not be returned to the SMG member.

2) Compensated Outside Professional Activities

- a. Compensated Outside Professional Activities are those activities that are within the SMG member’s area(s) of professional expertise for which they are employed by the University and are either (1) compensated Board memberships of any amount, or (2) activities for which an SMG member is compensated in excess of \$2,500 per calendar year from any single source.

Reimbursement for reasonable travel expenses is not considered compensation for the purpose of this policy. But travel expenses from a for-profit entity and compensation of \$500 or more from any entity may trigger Political Reform Act reporting and disqualification. Consult with campus counsel.

3) Limits on Compensated Board Activities

- a. In addition to considering the reporting guidelines set forth below, when assessing proposed activities, Approving Authorities must be mindful of the following limits:
 - i. An SMG member may participate in up to two concurrent compensated board membership activities. SMG members may participate in an unlimited number of compensated consulting or advisory activities.

Senior Management Group Outside Professional Activities

- ii. SMG members will be required to use their personal time to engage in compensated Outside Professional Activities and/or Focus Activities with Non-U.S. Entities, by either performing such activities outside their usual work hours or debiting accrued vacation time consistent with applicable leave policy.
 - iii. Any request to participate in more than two concurrent compensated board membership activities, requires approval by the Regents.
- b. SMG members who are appointed at 100 percent time must not receive additional cash compensation above their base salary from an entity managed exclusively by the University for any work or services, regardless of source or type of payment, except in the limited circumstances outlined in Regents Policy 7701, Senior Management Group Appointment and Compensation, which includes an exception for payments for teaching. University Extension courses (UNEX). Additional restrictions pertaining to compensation from University entities, addressed in other SMG policies, are incorporated by reference into this policy. Regents Policy 7701 addresses this restriction.

C. Reporting Outside Professional Activities

1. SMG members must file a report with their Approving Authorities each year detailing all Outside Professional Activities, including Focus Activities for Non-U.S. Entities (whether compensated or uncompensated) that were performed during the previous calendar year. Service or compensation that inadvertently is not reported or is erroneously reported in the calendar year immediately following the activity shall be reported as soon as the omission or error is known to the individual and/or the Approving Authorities. In addition, each SMG member must file a mid-year report of all new activity undertaken in the preceding six months. Templates for collecting details for these reports will be distributed by the Office of the President. The mid-year report will be distributed to the President and the Regents' Committee responsible for oversight of compensation.
 - a. Employees who step down from their SMG appointment but remain employed by the University are subject to this reporting requirement for the calendar year in which they served in a career SMG position.
 - b. Employees serving in an acting or interim SMG capacity are also subject to this reporting requirement.
 - c. Only activities that occur when an employee is an SMG member shall be reported.
2. Reporting Uncompensated Outside Professional Activities (not including Focus Activities for Non-U.S. Entities) ~~Reporting~~
 - a. As detailed in section III.C.1 above, each SMG member must file separate annual reports with their Approving Authorities detailing all uncompensated Outside Professional Activities. Pre-approval of uncompensated activity is not required, unless otherwise required by the person or office to whom an SMG member reports plus the next higher level manager.

Senior Management Group Outside Professional Activities

- b. A separate uncompensated annual report will be made to each of the Chancellors, the Laboratory Director and the Executive Vice President, Chief Operating Officer of all uncompensated outside professional activities covered by this policy for SMG members at their respective locations that occurred the previous calendar year.
 - i. A sample of the Annual Report by individual SMG members listing all uncompensated Outside Professional Activities can be found at:

[Compensation reporting | UCOP](#)

- c. The Chancellor, Laboratory Director or Executive Vice President - Chief Operating Officer will assess and maintain the reports of all uncompensated Outside Professional Activities.
 - d. In an annual report to the President, the Chancellors, the Laboratory Director and the Executive Vice President -Chief Operating Officer shall acknowledge receipt of a comprehensive set of reports that includes all employees who meet the criteria detailed in Section III.C.1 above, and confirm that no instances of actual or perceived conflict of interest or conflict of commitment were apparent within the reports of all uncompensated Outside Professional Activities for their location.
3. Reporting Compensated Outside Professional Activities and Focus Activities with Non-U.S. Entities, With or Without Compensation Reporting
- a. As detailed in section III.C.1 above, SMG members must file separate annual reports with their Approving Authorities detailing all compensated Outside Professional Activities, including compensated board memberships of any amount and other compensated activity over \$2,500 per calendar year with any single organization. Reporting will also include Focus Activities with Non-U.S. Entities, whether or not compensation is received.
 - b. A sample of the Annual Report by individual SMG members listing all compensated Outside Professional Activities and all Focus Activity with Non-U.S. Entities can be found at: [Compensation reporting | UCOP](#)
 - c. Deferred compensation shall be reported in the year in which the compensation was known or granted, not received. If the amount of the deferred compensation is unknown during the year in which the service is performed, such as in the case of royalties, the compensation shall be reported when it is known.
 - d. The Chancellors, the Laboratory Director and the Executive Vice President, Chief Operating Officer will make a separate report to the President, who will in turn report to the Regents all compensated Outside Professional Activities and all Focus Activity with Non-U.S. Entities covered by this policy for SMG members that occurred the previous calendar year.
 - e. In the event an SMG member publishes a University biography, compensated board membership activities must be included.

Senior Management Group Outside Professional Activities

7) *D. Conflict of Interest and/or Commitment*

Regardless of whether an activity is reportable under this Policy, SMG members are responsible for ensuring that the following conflicts are avoided.

1. Conflict of Interest

- a. SMG members may not make, participate in the making, or influence a governmental decision in which they have financial interest as defined by the Political Reform Act. [Current Conflict of Interest Code | UCOP](#)

2. Conflict of Commitment

- a. Conflict of commitment is a subjective judgment made by the SMG member's direct supervisor in consultation with the SMG member. This subjective judgment shall determine whether or not a conflict is created -- either by the time required to reasonably fulfill the outside professional activity, and/or by an incompatibility between the outside professional activity and the SMG member's responsibilities to the University.

3. Actual or Perceived Conflict of Interest

- a. Instances may occur in which there is an appearance of a conflict of interest even though the SMG member does not have a financial interest in the decision as defined by the Political Reform Act. SMG members are expected to conduct themselves with integrity and good judgment and must avoid the appearance of favoritism in all of their dealings on behalf of the University.
- b. The responsibility for determining and disclosing whether an actual or perceived conflict of interest reasonably may occur rests first with the individual SMG member and then with their Approving Authorities.
- c. In the event SMG members or their Approving Authorities either anticipates a perceived or recognizes an actual conflict of interest, a full written disclosure must be reviewed by the appropriate administrator.

E. Use of University Resources

The University of California has a responsibility for the stewardship of University resources and is committed to compliance with University policies and procedures regarding the use of University resources. See [Business and Finance Bulletin BUS 29](#) and [UC Whistleblower Policies](#).

The use of the name, logo, seal, or letterhead of the University of California or any University laboratory facility or entity in the conduct of any outside activity is prohibited at all times except in compliance with applicable University policy.

Incidental and occasional personal use of University equipment, services and supplies is permitted within the University, so long as such use does not disrupt or distract from University business (due to volume, frequency, or intent).

Senior Management Group Outside Professional Activities

Approval of any proposed Outside Professional Activity that includes use of University facilities, equipment, services, or supplies will be conditioned upon reimbursement to the University for costs resulting from such use.

Incidental and occasional personal use of electronic resources is subject to local regulations and must comply with existing [University of California Electronic Communications Policy](#)

IV. APPROVAL AUTHORITY

A. Implementation of the Policy

The Vice President Human Resources is the Responsible Officer for this policy and has the authority to implement the policy. The Responsible Officer may apply appropriate interpretations to clarify policy provided that the interpretations do not result in substantive changes to the underlying policy.

B. Revisions to the Policy

The Board of Regents is the Policy Approver for this policy and has the authority to approve any policy revisions upon recommendation by the President.

The Vice President Human Resources has the authority to initiate revisions to the policy, consistent with approval authorities and applicable *Bylaws* and *Standing Orders* of the Regents.

The Executive Vice President, Chief Operating Officer has the authority to ensure that policies are regularly reviewed and updated and are consistent with the *Senior Management Group Compensation Policy Principles* and other governance policies.

C. Approval of Actions

All actions within this policy must be approved by the Approving Authorities as described in Section II of this policy unless stated otherwise. All actions that are exceptions to this policy including retroactive actions or those not expressly provided for under any policy must be approved by the Regents.

V. COMPLIANCE

A. Compliance with the Policy

The following roles are designated at each location to implement compliance monitoring responsibility for this policy:

The Top Business Officer and/or the Executive Officer at each location will designate the local management office to be responsible for the ongoing reporting of policy compliance, including collecting all relevant data and creating specified regular compliance reports for review by the location's Top Business Officer.

The Top Business Officer establishes procedures to collect and report information, reviews the specified regular compliance reports for accuracy and completeness, reviews policy exceptions and/or anomalies to ensure appropriate approval has been obtained, and submits a copy of the compliance report to the Executive Officer for signature.

Senior Management Group Outside Professional Activities

The Executive Officer is accountable for monitoring and enforcing compliance mechanisms, ensuring monitoring procedures are in place, approving the specified regular compliance reports and sending notice of final approval for the reports to the Senior Management Compensation Office, Top Business Officer, and Local Resources.

The Vice President, Human Resources is accountable for reviewing the administration of this policy. The Senior Vice President, Chief Compliance and Audit Officer will periodically audit and monitor compliance to these policies, and results will be reported to senior management and the Regents.

B. Noncompliance with the Policy

Noncompliance with the policy is handled in accordance with the Regents' [Guidelines for Corrective Actions Related to Compensation Practices](#) and violations of this policy will be subject to corrective action, consistent with how the University addresses any policy violations. The action taken will depend on the nature and severity of the conduct. Remedies may include, but are not limited to, issuance of a letter in the personnel file, mandatory training, consideration in the performance review and related salary actions including loss of or reduction in a merit or equity increase, reassignment, demotion, removal from the Senior Management Group position where there is an underlying academic appointment, or termination of employment.

Noncompliance is reported in the monthly compliance report from each location as approved by the Executive Officer and reviewed by the Senior Vice President, Chief Compliance and Audit Officer and the Regents at least three times per fiscal year.

REVISION HISTORY

On September 21, 2023 the Policy was revised to include provisions for Focus Activities for Non-U.S. Entities.

On January 17, 2019 the Policy was revised to reflect changes to reporting requirements for compensated and uncompensated Outside Professional Activities.

As a result of the issuance of this policy, the following documents are rescinded:

- Interim Regental Policy on Outside Professional Activities for University Officers and Designated Staff, dated January 18, 2007
- Presidential Policy on Outside Professional Activities for University Officers and Designated Staff, dated July 1, 1995
- Guidelines for the Policy on Outside Professional Activities for University Officers and Designated Staff, dated June 1, 2000)
- Letter of Clarification Regarding Annual Reporting Requirements Under Both APM-025 and the University's Policy on Outside Professional Activities for University Officers and Designated Staff, dated December 1, 2005
- Regental Policy on Outside Professional Activities of the President, Principal Officers of the Regents, and Officers of the Regents, dated March 17, 1995

Senior Management Group Outside Professional Activities

IMPLEMENTATION PROCEDURES [to be developed as needed to support implementation]

RELATED DOCUMENTS

- [APM - 025, Conflict of Commitment and Outside Professional Activities of Faculty Members](#)
- [APM - 240, Deans](#)
- [APM - 670, the Health Sciences Compensation Plan and Guidelines on Occasional Outside Professional Activities by Health Sciences Compensation Plan Participants](#)
- [California Political Reform Act of 1974](#)
- [University Conflict of Interest Code](#)
- [Business and Finance Bulletin BUS 29](#)
- [Senior Management Group Salary and Appointment \(Regents Policy 7701\)](#)
- [University of California Electronic Communications Policy](#)
- [University Whistleblower Policies](#)