

The Regents of the University of California

**SPECIAL COMMITTEE ON REGENTS' PROCEDURES**

March 18, 1999

A Special Meeting of the Special Committee on Regents' Procedures was held on the above date at UCSF-Laurel Heights, San Francisco.

Members present: Regents Atkinson, Connerly, Davies, Johnson, Khachigian, Leach, Montoya, Parsky, and Willmon

In attendance: Regents Bagley, Bustamante, Eastin, Espinoza, Hopkinson, Kozberg, Lansing, Lee, Miura, Nakashima, Preuss, and Sayles, Regents-designate Pannor, Taylor, and Vining, Faculty Representatives Coleman and Dorr, Secretary Trivette, General Counsel Holst, Treasurer Small, Provost King, Senior Vice President Kennedy, Vice Presidents Broome, Darling, Gurtner, and Hopper, Chancellors Bishop, Carnesale, Cicerone, and Orbach, Executive Vice Chancellor Grey representing Chancellor Vanderhoef, and Recording Secretary Nietfeld

The meeting convened at 11:15 a.m. with Committee Chair Leach presiding.

1. **DATES AND LOCATIONS OF REGENTS MEETINGS FOR 2000**

The President recommended that the following dates of Regents meetings for 2000 be approved.

2000

January 20-21	San Francisco - Laurel Heights
February 17	San Francisco - Laurel Heights
March 16-17	San Francisco - Laurel Heights
May 18-19	Los Angeles Campus
June 15-16	San Francisco - Laurel Heights
July 20-21	Los Angeles Campus
September 14-15	San Francisco - Laurel Heights
October 19	San Francisco - Laurel Heights
November 16-17	Los Angeles Campus

It was recalled that approval of the dates of Regents meetings is the responsibility of The Regents, while the President and the Chairman of the Board, in consultation with the Secretary, are responsible for approving the locations. At the March 1998 meeting, The Regents approved the dates of Regents meetings through 1999. Locations of the meetings were confirmed by the President later in the year.

Committee Chair Leach noted that meeting locations have been restricted to San Francisco and Los Angeles recently due to the burdens that planning for a meeting cause the smaller campuses. He stressed the importance of Regents' visits to the campuses in order to demonstrate the Regents' interest.

President Atkinson noted that the Regents have a program to visit three campuses over the course of a year, thereby visiting all nine campuses in a three-year period.

Regent Preuss recalled that on-campus meetings had led him to a better understanding of a variety of things. He pointed out that the Board of Regents oversees a nine-campus organization and that each campus has its own regional aspects. He understood the reluctance of the campuses to host Regents meetings but also believed that the decision should be made based on what is best for the Regents.

President Atkinson pointed out that a similar discussion had taken place each time the Regents had considered the locations of their meetings. He agreed that it was important for the Regents to become familiar with the campuses but recognized the fact that it is difficult to schedule campus tours in conjunction with a full Board meeting.

Regent Davies noted that the Board was being asked to approve the dates of its meetings, with the locations subject to change. If a campus wishes to host the Regents, approval of the President's recommendation will not foreclose that possibility.

Regent Hopkinson concurred with Regent Preuss' opinion, noting that the Regents need to consider what is important for them.

Regent Leach reiterated the fact that for some campuses hosting a Regents meeting represents a significant burden that requires extensive advance planning and expenditure of funds. He supported the President's program for visiting the campuses.

Regent Espinoza noted that when the Regents meet on campus, it gives the community an opportunity to address the Board.

Regent Preuss urged that consideration be given to meeting on one campus per year.

Upon motion duly made and seconded, the Committee approved the President's recommendation and voted to present it to the Board.

2. **AUTHORIZATION FOR THE CHAIRMAN OF THE BOARD TO APPOINT OUTSIDE DIRECTORS OF THE UCSF STANFORD HEALTH CARE BOARD OF DIRECTORS**

The President recommended that the Chairman of the Board of Regents shall have authority to appoint individuals to serve as outside directors on the UCSF Stanford Health Care Board of Directors, effective immediately.

The Committee was informed that the Bylaws of UCSF Stanford Health Care provide for two classes of members: the "UC Class" consisting of the corporate Regents of the University of California and the "Stanford Class" consisting of the Board of Trustees of Leland Stanford Junior University. In addition, there are three outside directors to be selected by the Members as directors. Article IV entitled Board of Directors, Section 2 relating to the nominating and election process, provides as follows:

Section 2. Nomination and Election Process.

The directors shall establish a Nominating Committee in accordance with Article V, Section 6(c) which shall meet before each annual meeting of the Members and nominate candidates for the outside directors whose terms are expiring and for the chair and vice chair. The Nominating Committee shall conduct itself in accordance with procedures established by the board of directors. The Nominating Committee shall present the names of the candidates for each outside director to the Members. The Members may elect the outside directors from the names provided or may reject some or all nominees. In the event that one or more of the candidates for the outside director positions are not approved by the Members, the Nominating Committee shall present to the Members new candidates, to replace those rejected, in the same manner as set forth above. The Nominating Committee, in consultation with representatives of the nominating committees of the governing body of each Member, shall develop and maintain a pool of possible candidates for election as outside directors. The pool shall at all times include at least twice the total number of outside directors specified in Article IV, Section 1(b)(2).

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The Bylaws contemplate selection of outside directors at the annual meetings from a list of nominee candidates concurred in by the nominating committees of The Regents, Stanford Trustees, and UCSF Stanford Health Care. However, it may be necessary to select outside directors at times other than at annual meetings.

It has been necessary to fill Regents' positions on the UCSF Stanford Health Care Board of Directors, and the Chairman of the Board of Regents has been granted the authority to fill those positions. For purposes of convenience, the President seeks to confer upon the Chairman of the Board of Regents similar authority to select the outside directors from the candidates that UCSF Stanford Health Care puts forth.

Upon motion duly made and seconded, the Committee approved the President's recommendation and voted to present it to the Board.

The meeting adjourned at 11:25 a.m.

Attest:

Secretary