The Regents of the University of California

SPECIAL COMMITTEE ON REGENTS' PROCEDURES
September 22, 2004

The Special Committee on Regents' Procedures on the above date at UCSF–Laurel Heights, San Francisco.

Members present: Regents Dynes, Hopkinson, Kozberg, Lansing, Marcus, Parsky, and Preuss

In attendance: Regents Anderson, Blum, Bustamante, Connerly, Johnson, Lee, Novack, Ornellas, Pattiz, Ruiz, Sayles, and Wachter, Regents-designate Juline, Rominger, and Rosenthal, Faculty Representatives Blumenthal and Brunk, Secretary Trivette, General Counsel Holst, Treasurer Russ, Senior Vice Presidents Darling and Mullinix, Vice Presidents Broome, Foley, and Gomes, Chancellors Birgeneau, Bishop, Carnesale, Cicerone, Córdova, Fox, Tomlinson-Keasey, and Vanderhoef, Acting Chancellor Chemers, Laboratory Director Nanos, and Recording Secretary Bryan

The meeting convened at 10:53 a.m. with Committee Chair Marcus presiding.

1. **APPROVAL OF MINUTES OF PREVIOUS MEETING**

Upon motion duly made and seconded, the minutes of the meeting of May 19, 2004 were approved.

2. **STATEMENT OF EXPECTATIONS OF THE MEMBERS OF THE BOARD OF REGENTS**

It was recalled that Regent Connerly had requested that the Special Committee on Regents' Procedures consider recommending the adoption of a statement that would clarify what is expected of an individual who is appointed as a member of The Regents. In particular, Regent Connerly had expressed concern that there appear to be different levels of commitment to contributing the time and energy that the position deserves. He suggested that the Special Committee may wish to ask The Regents to adopt a statement that would require the Chairman of the Board to communicate with any Regent who has missed three consecutive regular meetings, with the intent of urging that Regent to reconsider whether his or her availability permits continued service on the Board. Regent Connerly advised that when Regents are not in attendance because of work-related activities, that fact be communicated to the Chairman so that the absence may be noted and excused.

Regent Connerly believed that there is not only confusion about what constitutes attendance, there are related issues of conduct that need to be clarified, such as confidentiality concerning closed sessions. He suggested that rules of conduct for

Regents may need to be codified and that Regents who miss three consecutive meetings should be informed by the Chairman that their lack of attendance is unfair to their colleagues.

Regent Hopkinson believed it would be appropriate to establish guidelines rather than rules and that the record of compliance should be public information. She noted that, as Regents serve on varying numbers of Committees, statistics concerning individual attendance can be misleading. The appropriate focus should be the subject of participation.

President Dynes agreed with the sentiment that the University is served best when the Regents are involved, informed, and engaged. He observed that the high level of participation on issues that are important to the University and the state confirms the dedication of most Regents. He recalled that many Regents have been involved in recent executive searches that have been very time-consuming.

Regent Lansing agreed that all Regents work hard, although they may contribute in ways that are not reflected by attendance records. Much of their work is done apart from scheduled Regents meetings. If guidelines are adopted, they should provide some measure of overall contribution. She believed, also, that the responsibilities of Regents should be clarified. It was her understanding that generally they were responsible for attending meetings of the Board but that they were responsible particularly for attending the meetings of the Committees to which they were assigned. She believed that personal and professional obligations also needed to be taken into account when evaluating attendance. She supported developing overall guidelines and clear definitions while retaining the flexibility to address situations individually.

Regent Preuss agreed that overall contribution rather than attendance scores was the important factor. He suggested that the Chairman should act expeditiously when it becomes necessary to address any situations that are outside the norm.

Regent Kozberg suggested that the Special Committee look beyond attendance to consider the expectations and orientation of Regents.

Regent Johnson noted that the fact that Regents also work diligently for the benefit of the campuses in their own communities and throughout the state is not reflected in attendance statistics. She supported the development of a comprehensive statement that spells out the responsibilities and obligations of Regents.

Regent Pattiz believed that occasional lack of attendance at meetings can be more than made up for by the overall experience and level of commitment that an individual Regent contributes. As Regents are very busy people, it is inevitable that scheduling conflicts will arise. He supported Regent Johnson's suggestion to develop a comprehensive statement.

Regent Hopkinson noted that in other public bodies with which she had been involved, the obligation to maintain the confidentiality of personnel and legal issues discussed in executive sessions was a matter of law. General Counsel Holst responded that there is no such legal provision and no sanction pertaining to the Regents in that regard. She suggested that such sanctions be put in place.

Regent Parsky suggested that the make up and scheduling of committees should be considered as well as the appropriate number of committees on which a Regent should serve.

Committee Chair Marcus noted that the selection of Regents is one of the most important appointments the Governor makes. It is taken very seriously by those who are so honored. He did not believe that putting something down on paper would alter the behavior of individual Regents. He suggested that the Special Committee consider formulating general guidelines to be discussed at a future meeting and attempt to develop what might constitute a good definition of the responsibilities of Regents.

The meeting adjourned at 11:10 a.m.

Attest:

Secretary