

The Regents of the University of California

SPECIAL COMMITTEE ON REGENTS' PROCEDURES

November 16, 2006

The Special Committee on Regents' Procedures met on the above date at Covell Commons, Los Angeles campus.

Members present: Regents Dynes, Gould, Johnson, Kozberg, Marcus, and Parsky; Advisory member Oakley

In attendance: Regents Blum, Bustamante, De La Peña, Island, Ledesma, Lozano, Pattiz, Ruiz, Schilling, Schreiner, Varner, and Wachter, Regents-designate Allen, Brewer, and Bugay, Faculty Representative Brown, Acting Secretary Shaw, Acting General Counsel Blair, Chief Investment Officer Berggren, Provost Hume, Executive Vice President Darling, Vice Presidents Broome, Foley, Gurtner, and Hershman, Chancellors Birgeneau, Bishop, Córdoba, Drake, Fox, and Vanderhoef, Acting Chancellors Abrams, Blumenthal, and Park, University Auditor Reed, and Recording Secretary Bryan

The meeting convened at 10:20 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 September 21, 2006 were approved.

2. AMENDMENT OF SCHEDULE OF REPORTS TO REGENTS

The President recommended that the [attached Schedule of Reports](#) be approved.

It was recalled that the Schedule of Reports was amended at the March meeting to reflect the reporting requirements of The Regents. The Schedule reflects if a report is to be presented to a Committee or be a mailing between meetings. Regents meetings have changed to allow the Regents to maximize the time to deliberate on issues of importance and to formulate the University's policies. The reports the Regents receive should support these endeavors.

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

3. **POLICY ON THE OPERATION OF THE BOARD AND ITS COMMITTEES, AMENDMENT OF THE STATEMENT OF EXPECTATIONS OF THE MEMBERS OF THE BOARD OF REGENTS, AND AMENDMENTS OF BYLAW 20.2 – OFFICERS OF THE CORPORATION**

Regent Marcus recommended that:

- A. The Policy on Coordination of Material for Presentation to Regents be amended as follows:

Additions shown by underscore, deletions by strikeout

~~POLICY ON COORDINATION OF MATERIAL FOR PRESENTATION TO REGENTS~~ THE OPERATION OF THE BOARD AND ITS COMMITTEES

The following shall be the procedures for the operation of the Board and its Committees:

1. All items shall, and background material and reports for presentation to The Regents, including those of the Secretary, General Counsel, ~~Treasurer~~ Chief Investment Officer, Vice President–Chief Compliance and Audit Officer, and individual Regents, should be submitted in advance of the meeting to the President of the University, who shall be responsible for the preparation of agendas, the advance consultation with Committee Chairmen and the Chairman of the Board, and for the coordination of all material for presentation to The Regents. The Committee Chair will approve the agenda for his or her Committee, with the provision that any Regent may request that an item be placed on the agenda. Any item can be brought to the Committee as a Whole if the Chair of the requesting Committee deems it is important enough to do so.
2. The majority of the membership of a Standing Committee should serve more than one year to assure continuity.
3. Concurrent and off-cycle Committee meetings are encouraged when scheduling permits.

- B. The *Statement of Expectations of the Members of the Board of Regents* be amended as follows:

Guidelines for Discharge of Regental Duties

* * *

Preparation

Members of the Board are expected to ~~devote adequate time to preparation regarding to prepare themselves~~ for the issues coming before the Board and to base their votes on the information available and their best judgment. An orientation is mandatory for all new Regents.

- C. Following service of appropriate notice, Bylaw 20.2 be amended as follows:

BYLAW 20.

OFFICERS OF THE CORPORATION

* * *

20.2 Election.

The Board shall elect the Chairman, Vice Chairman, and Principal Officers except the President, who shall be the Governor of the State. The Chairman and Vice Chairman shall be elected at the May meeting of the Board and shall hold office for one year commencing on July 1 and until their successors are elected. In event of an interim vacancy in the office of Chairman, the Vice Chairman shall hold office until a successor is elected. The Chairman of the Board shall not be elected for more than two consecutive years plus an immediately preceding unexpired term, if any. The Vice Chairman of the Board shall not be elected for more than ~~one~~ two terms plus an immediately preceding unexpired term, if any. All other Officers shall be elected at such times as vacancies may occur and shall hold office at the pleasure of the Board. The election and removal of the Chairman, Vice Chairman, and Principal Officers of the Corporation shall be by the affirmative vote of a majority of the members of the Board, except that the election of a Chairman Pro Tempore shall be by the vote of a majority of the members of the Board present and voting at any regular or special meeting of the Board at which such election takes place.

It was recalled that in response to a discussion at the Special Committee's March meeting, in July Chairman Parsky appointed a Task Force charged with conducting a comprehensive review of The Regents' Standing Committees. This review included determining whether any duties and responsibilities of the existing Standing Committees overlap, should be assigned to another existing or new committee, or should be delegated

to the President. The Task Force had the following members: Regent Marcus, Chair; Regent Gould, Regent Kozberg, Faculty Representative Oakley, Executive Vice President Darling, Acting General Counsel Blair, Acting Secretary Shaw, and Deputy Hoffman.

The Task Force met twice and assigned smaller groups to work on specific tasks and to report back to the Task Force. Their deliberations were reflected in the *Status Report on the Task Force to Evaluate Standing Committees and Procedures*, which was presented to the Special Committee at its meeting of September 21, 2006.

At that meeting, certain refinements were made to ***Recommendation One***, which read as follows:

- The Committee Vice Chair should succeed the Chair whenever possible.
- The Chair of a Committee must approve all committee agenda items.
- At least 50 percent of committee membership of each Standing Committee should serve more than one year to assure continuity.

and also:

- The Vice Chair of the Board should be eligible to serve a second, one-year term.

The Special Committee concurred that the Committee chair will approve the agenda, with the provision that any Regent may request that an item be placed on the agenda.

Recommendation Two:

The Special Committee agreed with recommendation that the Committee on Investments and the Committee on Grounds and Building continue to conduct off-cycle meetings. In addition, when possible, off-cycle meetings of the Committees on Audit, Compensation, Health Services, and Oversight of the Department of Energy Laboratories will be scheduled. No procedures needed to be modified in connection with this recommendation

Recommendation Five:

The Special Committee concurred with the recommendation that the following guideline be included in the *Guidelines for Discharge of Regental Duties* first adopted in 2004:

- There should be a mandatory orientation for new Regents.

The implementation of ***Recommendation 3***, which called for the creation of a Committee on Governance, and ***Recommendation 4*** regarding the establishment of a Standing Committee on Long Range Planning, are being addressed in a companion item recommending amendments to the Bylaws.

Regent Island noted that the recommendation failed to address comments he had made during the Committee's September meeting with respect to giving any Regent the right to place an item on the agenda of the Committee of the Whole. The recommendation allows a Regent to make a request to a Chair of a Committee to place an item on the agenda. He observed that, as constitutionally appointed officers of the State, Regents have a duty to engage in fair and open discussions at Regents' meetings. He recommended stating explicitly that any Regent may place an item on the agenda of the Committee of the Whole.

The following amendment to the recommendation was moved and duly seconded:

"The Committee Chair will approve the agenda for his or her Committee with the provision that any Regent may place an item on the Committee agenda. Any Regent may place an item on the agenda of the Committee of the Whole."

Upon motion duly made and seconded, the Committee approved the recommendation as amended and voted to present it to the Board.

4. **PROPOSED AMENDMENT OF BYLAWS 10 AND 16.4 AND PROPOSED ADDITION OF BYLAWS 12.9 AND 12.10 TO REFLECT RECOMMENDATIONS OF THE TASK FORCE TO EVALUATE STANDING COMMITTEE AND PROCEDURES**

Regent Marcus recommended that, following service of appropriate notice, the Special Committee on Regents' Procedures recommend to The Regents that Bylaws 10.1, 10.2, and 16.4 be amended, as shown in [Attachment 2](#), and Bylaws 12.9 and 12.10 be added, as shown in [Attachment 3](#), for purposes of clarification and to implement Recommendations Three and Four of the Task Force to Evaluate Standing Committees and Procedures; namely, that the Nominating Committee be eliminated and its functions incorporated as part of a new Standing Committee on Governance and that a new Standing Committee on Long Range Planning be added to the existing Standing Committees of The Regents.

It was recalled that in response to discussion at the March 2006 meeting of the Special Committee on Regents' Procedures, Chairman Parsky appointed a Task Force charged with conducting a comprehensive review of The Regents' Standing Committees. After two meetings and reporting by smaller groups on specific tasks, the Task Force presented its *Status Report on the Task Force to Evaluate Standing Committees and Procedures* to the Special Committee at its September 21, 2006 meeting. The recommendations made in that report are addressed both in a companion item (Recommendations One, Two and Five) and below (Recommendations Three and Four).

Recommendation Three:

The Task Force recommended that the Special Committee on Regents Procedures be eliminated and replaced with a new Standing Committee on Governance. This new

committee also would incorporate the functions of the Nominating Committee, as described in Bylaw 10.2, obviating the need for the Nominating Committee, which also would be eliminated. Attachments 1 and 2 implement this recommendation by eliminating references to the Nominating Committee (Bylaw 10.1, 10.2 and 16.4 amendments) and describing the duties and membership of the new Standing Committee on Governance (Bylaw 12.9).

Recommendation Four:

The Task Force also discussed adding a new Standing Committee on Long Range Planning. In keeping with policy, all members of a Standing Committee must be Regents; however, the Task Force recommends that there be a broader range of constituents serving on this Committee in an Advisory Board capacity. Such constituents should include members of the Long Range Guidance Team as well as the others described below.

The objectives of the Standing Committee on Long Range Planning would be:

- To take into consideration all aspects of the University and its constituents with the intention of maintaining the University's world-class mission of research, teaching, and community service;
- To provide representation from a broad range of constituents within the UC system, such as chancellors, vice chancellors, faculty, deans, students, alumni and other administrative leaders; and
- To develop a role and process through which the Standing Committee and the Advisory Board would suggest action items that would positively impact the future of the University.

Proposed Bylaw 12.10 defines this new Standing Committee and describes its charge based upon the Task Force's recommendations.

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

The meeting adjourned at 10:40 a.m.

Attest:

Acting Secretary