

The Regents of the University of California

**COMMITTEE ON GOVERNANCE**

March 19, 2009

The Committee on Governance met on the above date at the Commons, Riverside Campus.

Members present: Regents Gould, Island, Lansing, Schilling, and Wachter

In attendance: Regents Blum, Cole, De La Peña, Johnson, Kozberg, Makarechian, Reiss, Ruiz, Scorza, Shewmake, Varner, and Yudof, Regents-designate Bernal, Nunn Gorman, and Stovitz, Faculty Representatives Croughan and Powell, Secretary and Chief of Staff Griffiths, Associate Secretary Shaw, General Counsel Robinson, Chief Investment Officer Berggren, Chief Compliance and Audit Officer Vacca, Interim Provost Pitts, Executive Vice President Lapp, Senior Vice President Stobo, Vice Presidents Dooley, Lenz, and Sakaki, Chancellors Bishop, Blumenthal, Drake, Fox, Kang, Vanderhoef, White, and Yang, and Recording Secretary Johns

The meeting convened at 11:40 a.m. with Committee Chair Lansing presiding.

1. **AMENDMENTS TO BYLAWS 10.1 AND 16.4 AND REGENTAL POLICIES GOVERNING BOARD PROCEDURES AND ADOPTION OF POLICY ON REGENTS' COMMUNICATION WITH STAFF**

Chairman Blum stated that the item had been withdrawn, but that President Yudof would make some remarks.

Committee Chair Lansing observed that the proposed amendments to Bylaws 10.1 and 16.4 and Regental policies on Board procedures and the proposed policy on Regents' communication with staff were an outgrowth of the Regents' retreat in September 2008. The proposed actions were suggestions for implementation of best practices.

President Yudof recalled that, about a year previously, the Western Association of Schools and Colleges (WASC), an accreditation agency, released a report which found that the relationship between the President and the Board of Regents was not as it should be and did not reflect best practices. WASC representatives visited the President this spring and WASC would like to conduct another review. Because President Yudof had only recently assumed his position, he informed WASC that the University would pursue reforms over the course of the next year. WASC agreed to schedule their return visit in the fall of 2009.

The proposed amendments to Bylaws 10.1 and 16.4 and Regental policies governing Board procedures were presented at the November 2008 meeting, and include a new procedure for the agenda setting process. Currently, any Regent may put matters on the agenda; President Yudof observed that this was an unusual procedure for a body such as

the Board of Regents. He noted that some Regents expressed concerns about the changes he had proposed to this provision for setting the agenda, and that proposal has been removed from the item.

In attempting to implement best practices, President Yudof had suggested three issues to be addressed. First, the item would encourage concurrent committee sessions, which might reduce the length of the Regents meetings. Second, the President expressed concern about communication. Communication between Regents and University administrators and faculty is important. The intent of the language in the item was, if a Regent, in his or her judgment, had a material conversation on a substantive matter with a UC staff member, that the Regent would inform the relevant chancellor or the President. President Yudof stated that he would inform University employees that, if they have such an exchange with a Regent, they should inform him. This language did not intend to curb communication of Regents with staff, but President Yudof observed that it was difficult for the system to function if individuals disregarded the existing hierarchy. Third, citing privacy laws and legal risk, President Yudof expressed concern about attendance at closed session meetings by individuals who did not have a need to attend. Matters discussed in closed session meetings include private information, such as confidential information about students. He stressed the need for principles governing attendance at these meetings; otherwise there was a significant risk of violating privacy. The more individuals who attend a closed session meeting, the greater the risk of such a violation.

Committee Chair Lansing noted that the Regents have been discussing these issues for the last six months in response to real problems identified by the WASC report. The University responded that it would monitor itself and adhere to best practices. Committee Chair Lansing thanked Regents Schilling, Kozberg, and Gould for their work on this matter. She noted that the proposed amendments also stemmed from a desire on the part of the Regents to have sufficient time at meetings to discuss issues in depth.

Regent Island expressed support for the President's goals, but concern about the proposed policy on Regents' communication with staff. He noted that some Regents have contacted campuses and requested admissions data directly. He stated that, when he seeks data, he contacts Secretary and Chief of Staff Griffiths and presents the data request to her; she ensures that appropriate UC staff are notified. Regent Island cautioned against creating a policy that would preclude or hamper a constitutional officer from contacting employees of the University. He expressed concern about a possible chilling effect on whistleblowers or individuals who wished to come forward with information outside the system.

Chairman Blum opposed the current policy authorizing any Regent to put any item on the agenda. He expressed the view that the agenda should be controlled by the Chairman and the President. On the issue of Regents' communication with staff, he noted that a balance needed to be achieved. He believed that the Regents should be allowed to communicate with University staff and concurred with Regent Island's concern about a possible chilling effect, but also agreed with the President that University employees should not go around the administration.

Committee Chair Lansing added that the communication proposal concerned only substantial issues, and only the need to notify that a conversation was taking place. The Regents want the President to be able to lead the University; to do this, the President needs to be informed.

Faculty Representative Croughan expressed concern about limiting attendance at closed session meetings. She opined that the Board should consider more frequent attendance by the staff advisors and by chancellors at these meetings. As an example, it is important for chancellors to be aware of the status of negotiations with bargaining units, as union representatives may visit chancellors at their offices. There are times when the Board should be more inclusive rather than exclusive.

2. **AMENDMENT TO BYLAW 12.9(a) GOVERNING SERVICE ON THE COMMITTEE ON GOVERNANCE**

This item was withdrawn.

The meeting adjourned at 11:50 a.m.

Attest:

Secretary and Chief of Staff