

The Regents of the University of California

COMMITTEE ON GOVERNANCE

November 17, 2010

The Committee on Governance met on the above date at UCSF–Mission Bay Community Center, San Francisco.

Members present: Regents Lansing, Lozano, Pattiz, Schilling, and Varner

In attendance: Regents DeFreece, De La Peña, Gould, Hime, Island, Johnson, Kieffer, Makarechian, Marcus, O’Connell, Yudof, and Zettel, Regents-designate Hallett and Pelliccioni, Faculty Representatives Anderson and Simmons, Secretary and Chief of Staff Griffiths, Associate Secretary Shaw, General Counsel Robinson, Chief Investment Officer Berggren, Chief Compliance and Audit Officer Vacca, Provost Pitts, Executive Vice Presidents Brostrom, Darling, and Taylor, Vice Presidents Beckwith, Duckett, Lenz, and Sakaki, Chancellors Birgeneau, Block, Blumenthal, Desmond-Hellmann, Drake, Katehi, White, and Yang, and Recording Secretary McCarthy

The meeting convened at 1:40 p.m. with Committee Chair Lozano presiding.

1. APPROVAL OF MINUTES OF PREVIOUS MEETING

Upon motion duly made and seconded, the minutes of the meeting of September 25, 2010 and the joint meeting of the Committees on Governance and Investments of September 16, 2010 were approved.

2. AMENDMENT OF REGENTS POLICY 4207: POLICY ON INDEMNIFICATION OF INDIVIDUALS SERVING ON THE UNIVERSITY OF CALIFORNIA PRESS BOARD OF DIRECTORS

The General Counsel recommended that the Regents approve the amendment of Policy 4207: *Policy on Indemnification of Individuals Serving on the University of California Press Board of Directors*, as shown in Attachment 1.

[Background material was mailed to Regents in advance of the meeting, and a copy is on file in the Office of the Secretary and Chief of Staff.]

Committee Chair Lozano stated that the Committee members had reviewed materials mailed to them.

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

The meeting adjourned at 1:45 p.m.

Attest:

Secretary and Chief of Staff

Additions shown by underscoring; deletions shown by strikethrough

Regents Policy 4207: POLICY ON INDEMNIFICATION OF INDIVIDUALS SERVING ON THE UNIVERSITY OF CALIFORNIA PRESS BOARD OF DIRECTORS AND UNIVERSITY OF CALIFORNIA PRESS FOUNDATION BOARD OF TRUSTEES

Approved May 26, 2005; Amended November 18, 2010

That The Regents:

~~(1) Indemnifies and defends individual members of the UC Press Board of Directors as to claims and liabilities that may arise or occur in the course and scope of their service as members of the Board, except for claims resulting from fraud, corruption, or actual malice.~~

~~(2) Authorizes the President to issue any necessary guidelines to implement this policy.~~

The University of California shall defend and indemnify present and former members of the Board of Directors of the University of California Press and present and former members of the Board of Trustees of the University of California Press Foundation (collectively, "Directors") in any civil action or proceeding ("Proceeding") arising out of an act or omission occurring within the course and scope of their service as Directors, provided that the acts or omissions giving rise to the Proceeding are undertaken in a manner consistent with the requirements of applicable provisions of the California Nonprofit Corporations Code, and further provided that the defense and indemnification shall be secondary to any entitlements the Director may have to defense and indemnification from any insurance policies under which the University of California Press or University of California Press Foundation, as the case may be, is insured.

As a condition of receiving defense and indemnification, Directors shall give prompt notice to the University of the pendency of any Proceeding, shall keep the University or its designee apprised of significant developments in the Proceeding, and shall cooperate in good faith in the defense. The President shall issue any necessary guidelines to implement this policy.