

THE REGENTS OF THE UNIVERSITY OF CALIFORNIA

November 27, 2012

A special meeting of the Regents of the University of California was held on the above date by teleconference at the following locations: 1111 Franklin Street, Lobby 1, Oakland; Covell Commons, South Bay Room, Los Angeles campus; 1130 K Street, Suite 340, Sacramento.

Members present: Regents Brown, Island, Kieffer, Lansing, Mendelson, Newsom, Reiss, Rubenstein, Ruiz, Schilling, Stein, Varner, Yudof, and Zettel

In attendance: Regents-designate Feingold and Schultz, Faculty Representatives Jacob and Powell, Secretary and Chief of Staff Kelman, Associate Secretary Shaw, General Counsel Robinson, Provost Dorr, Executive Vice President Brostrom, Vice President Duckett, Chancellor Birgeneau, and Recording Secretary Johns

The meeting convened at 12:10 p.m. with Chairman Lansing presiding.

1. **READING OF NOTICE OF MEETING**

For the record, it was confirmed that notice had been given in compliance with the Bylaws and Standing Orders for a special meeting of the Regents of the University of California, for this date and time, for the purpose of considering the appointment of Nicholas B. Dirks as Chancellor, Berkeley campus and Jane Conoley as Acting Chancellor, Riverside campus.

2. **REPORT OF THE PRESIDENT: APPOINTMENTS**

A. *Appointment of Nicholas B. Dirks as Chancellor, Berkeley Campus*

Following consultation with the Committee to Advise the President on the Selection of the Chancellor of the Berkeley Campus, the President recommended that Nicholas B. Dirks be appointed Chancellor of the Berkeley campus, at 100 percent time, effective on or about June 1, 2013. Mr. Dirks will also hold an academic appointment, at zero percent time, on the Berkeley campus.

B. *Appointment of Jane Conoley as Acting Chancellor, Riverside Campus*

The President recommended that Jane Conoley be appointed Acting Chancellor of the Riverside campus, at 100 percent time, effective upon Regental approval and until a new Chancellor is appointed, followed by a reasonable transition period, not to exceed two months. Ms. Conoley will also continue to hold an academic appointment, at zero percent time, on the Santa Barbara campus.

Upon motion of President Yudof, duly seconded, the President's recommendations were

approved, Regents Brown, Island, Kieffer, Lansing, Mendelson, Newsom, Reiss, Rubenstein, Ruiz, Schilling, Stein, Varner, Yudof, and Zettel (14) voting “aye.”¹

3. **REPORT OF THE COMMITTEE ON COMPENSATION**

The Committee presented the following from its meeting of November 27, 2012:

A. ***Total Compensation for Nicholas B. Dirks as Chancellor, Berkeley Campus***

The Committee recommended that, contingent upon and effective with Nicholas B. Dirks’ appointment by the Regents as Chancellor of the Berkeley campus, the following items be approved in connection with that appointment:

- (1) Per policy, an annual base salary of \$486,800, funded by State and other sources. This represents an increase of \$50,000 (11.4 percent) over the previous incumbent’s salary, which will be funded entirely from private donor sources.
- (2) Per policy, annual automobile allowance of \$8,916.
- (3) Per policy, a University-provided house on campus while serving as Chancellor.
- (4) Per policy, an annual relocation allowance of \$30,425 to be paid over a four-year period beginning January 1, 2014 and terminating on January 1, 2017 (25 percent of annual base salary). Any unpaid installments will be forfeited if Mr. Dirks steps down as Chancellor and separates from University employment.
- (5) The University will arrange for packing and relocation of household goods and personal effects associated with the initial relocation to Berkeley. The University will also arrange to pack and move Mr. Dirks’ personal library and other related equipment and materials, subject to the limitations under University policy.
- (6) Consistent with past practice, when Mr. Dirks leaves the Chancellor position and returns to the University faculty at a UC campus, the University will arrange for the relocation of personal belongings, including his library and any other related equipment and materials to a location of his choice in California.
- (7) Per policy, eligibility to participate in the UC Home Loan Program, in accordance with all applicable policies when stepping down as Chancellor,

¹ Roll call vote required by the Bagley-Keene Open Meeting Act [Government Code §11123(b)(1)(D)] for all meetings held by teleconference.

if Mr. Dirks assumes a tenured faculty position at Berkeley or at another UC campus.

- (8) Per policy, an administrative fund will be established for official entertainment and other purposes permitted by University policy. Adjustments may occur annually as allowed by policy.
- (9) If Mr. Dirks maintains an active research program during his appointment as Chancellor, an annual allocation of campus funding will be established for this research during the term as Chancellor.
- (10) Reimbursement of reasonable travel expenses, as defined by policy, for all business-related visits to the campus prior to Mr. Dirks' official start date.
- (11) Per policy, two round trips each for the candidate and his spouse, for the purposes of organizing the move into the University-provided house, subject to the limitations under policy.
- (12) Per policy, standard pension and health and welfare benefits and standard senior management benefits (including senior management life insurance and executive salary continuation for disability).
- (13) As an exception to policy, eligibility to participate in the University's insured retiree health care plans on an accelerated eligibility schedule (subject to changes in the law), receiving 50 percent of the maximum University contribution after completing five years of service. For each additional year of service completed, the percentage will be increased by ten percent, thereby making Mr. Dirks eligible for the maximum University contribution upon completing ten years of service.
- (14) Per policy, ineligible to participate in the Senior Management Supplemental Benefit Program due to tenured faculty appointment.
- (15) Per policy, accrual of sabbatical credits as a member of tenured faculty.

COMPARATIVE ANALYSIS

Recommended Compensation

Effective Date: on or about June 1, 2013

Base Salary: \$486,800

Target Cash Compensation:* \$486,800

Funding: partially or fully State-funded; private donations will fund the amount (\$50,000) above the previous incumbent's salary.

Budget &/or Prior Incumbent Data

Title: Chancellor

Base Salary: \$436,800
Target Cash Compensation:* \$436,800
Funding: partially or fully State-funded

* Target Cash Compensation consists of base salary and, if applicable, incentive and/or stipend.

COMPETITIVE ANALYSIS

MARKET REFERENCE ZONES FOR CHANCELLOR (BASE SALARY)					MARKET REFERENCE ZONES FOR CHANCELLOR (TARGET CASH)					
Percentiles	25 th	50 th	60 th	75 th	90 th	25 th	50 th	60 th	75 th	90 th
Market Data	\$380	\$508	\$583	\$695	\$876	\$374	\$638	\$696	\$782	\$868
% Difference from Market	28.1%	-4.2%	-16.5%	-30.0%	-44.4%	30.2%	-23.7%	-30.0%	-37.7%	-43.9%

Survey Source: College and University Professional Association (CUPA) survey and Mercer Chancellor Compensation Survey

The compensation described above shall constitute the University's total commitment until modified by the Regents and shall supersede all previous oral and written commitments. Compensation recommendations and final actions will be released to the public as required in accordance with the standard procedures of the Board of Regents.

Submitted by: President Yudof
Reviewed by: Committee on Compensation Chair Ruiz
Office of the President, Human Resources

B. *Total Compensation for Jane Conoley as Acting Chancellor, Riverside Campus*

The Committee recommended that, contingent upon and effective with Jane Conoley's appointment by the Regents as Acting Chancellor of the Riverside campus, the following items be approved in connection with that appointment:

- (1) Per policy, an annual base salary of \$245,600, funded by State and other sources for the duration of the Acting Chancellor appointment and also for the transition period of up to two months thereafter.
- (2) Per policy, annual automobile allowance of \$8,916.
- (3) Per policy, a University-provided house on campus while serving as Acting Chancellor.
- (4) The University will arrange for packing and relocation of household goods and personal effects associated with the temporary relocation to Riverside.

The University will also arrange to pack and move Ms. Conoley's personal library and other related equipment and materials, subject to the limitations under University policy.

- (5) Consistent with past practice, when Ms. Conoley leaves the Acting Chancellor position and returns to the University faculty at UC Santa Barbara, the University will arrange for the relocation of personal belongings, including her library and any other related equipment and materials to her home and the UC Santa Barbara campus, respectively.
- (6) Per policy, continued eligibility to participate in the UC Home Loan Program.
- (7) Per policy, an administrative fund will be established for official entertainment and other purposes permitted by University policy. Adjustments may occur annually as allowed by policy.
- (8) If Ms. Conoley maintains an active research program during her appointment as Acting Chancellor, an annual allocation of campus funding will be established for this research during the term as Acting Chancellor.
- (9) Reimbursement of reasonable travel expenses, as defined by policy, for all business-related visits to the campus prior to Ms. Conoley's official start date.
- (10) Per policy, two round trips each for the candidate and her spouse, for the purposes of organizing the move into the University-provided house, subject to the limitations under policy.
- (11) Per policy, continued participation in standard pension and health and welfare benefits.
- (12) Per policy, continued accrual of sabbatical credits as a member of tenured faculty.
- (13) Per policy, ineligible to participate in the Senior Management Supplemental Benefit Program due to tenured faculty appointment.

COMPARATIVE ANALYSIS

Recommended Compensation

Effective Date: on or about December 31, 2012

Base Salary: \$245,600

Target Cash Compensation:* \$245,600

Funding: partially or fully State-funded

Budget &/or Prior Incumbent Data**Title:** Chancellor**Base Salary:** \$325,000**Target Cash Compensation:*** \$325,000**Funding:** partially or fully State-funded

* Target Cash Compensation consists of base salary and, if applicable, incentive and/or stipend.

COMPETITIVE ANALYSIS

MARKET REFERENCE ZONES FOR CHANCELLOR (BASE SALARY)						MARKET REFERENCE ZONES FOR CHANCELLOR (TARGET CASH)				
Percentiles	25 th	50 th	60 th	75 th	90 th	25 th	50 th	60 th	75 th	90 th
Market Data	\$380	\$508	\$583	\$695	\$876	\$374	\$638	\$696	\$782	\$868
% Difference from Market	-35.4%	-51.7%	-57.9%	-64.7%	-72.0%	-34.3%	-61.5%	-64.7%	-68.6%	-71.7%

Survey Source: College and University Professional Association (CUPA) survey and Mercer Chancellor Compensation Survey

The compensation described above shall constitute the University's total commitment until modified by the Regents and shall supersede all previous oral and written commitments. Compensation recommendations and final actions will be released to the public as required in accordance with the standard procedures of the Board of Regents.

Submitted by: President Yudof
Reviewed by: Office of the President, Human Resources
 Committee on Compensation Chair Ruiz

Upon motion of Regent Ruiz, duly seconded, the recommendations of the Committee on Compensation were approved, Regents Island, Kieffer, Lansing, Mendelson, Reiss, Rubenstein, Ruiz, Schilling, Stein, Varner, and Yudof, (11) voting "aye" and Regents Brown, Newsom, and Zettel (3) voting "no" on item A. above, and Regents Brown, Island, Kieffer, Lansing, Mendelson, Newsom, Reiss, Rubenstein, Ruiz, Schilling, Stein, Varner, Yudof, and Zettel (14) voting "aye" on item B. above.

President Yudof introduced Chancellor-designate Nicholas B. Dirks, a distinguished anthropologist and historian.

Governor Brown welcomed Mr. Dirks to the institution. He recalled that during his earlier tenure as governor in the 1970s he appointed two anthropologists to the Board of Regents, Gregory Bateson and Theodora Kroeber. These two scholars made an enduring contribution, and Governor Brown expressed the hope that Mr. Dirks would follow in their footsteps.

Chairman Lansing expressed the general enthusiasm of the Board about the appointment of Mr. Dirks.

Mr. Dirks stated that it was an honor to take on the role of chancellor and this extraordinary opportunity. UC Berkeley is one of the greatest universities in the world, a public institution with a public mission that has complemented its mission to excel in academic research and teaching. Mr. Dirks noted that his father taught at the Yale Divinity School for most of his career but spent the final phase of his career as Vice Chancellor for the Humanities at UC Santa Cruz, where he worked with Gregory Bateson, who was indeed a great anthropologist. The University of California system is an inspiration to the field of higher education. Mr. Dirks recalled the national and international renown of the California Master Plan for Higher Education and President Clark Kerr's vision for a comprehensive system of higher education, and stated that he felt humbled by the trust that the Regents and the University were placing in him and the opportunity they were according him to take on this role. The campuses and activities of the UC system are a reminder of the greatness of public service. Mr. Dirks expressed his view of the university as the last great utopia and stated that the University of California embodies this better than any other. He commended Governor Brown for his courage, and the people of the State of California for their faith in the University of California and in California higher education and for approving, in a historic moment, a tax increase to support UC. Mr. Dirks stressed that he was mindful of his and the University's responsibility as stewards of public funds, tax dollars paid by California citizens, to ensure that the University is both excellent and accountable to its goals and keeps the public trust in it alive through its conduct and values. He thanked the Regents and the University again for this opportunity and acknowledged the accomplishments of Chancellor Birgeneau, who has left examples of inspired leadership.

The meeting adjourned at 12:20 p.m.

Attest:

Secretary and Chief of Staff