

The Regents of the University of California

COMMITTEE ON GOVERNANCE

July 20, 2016

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

Members Present: Regents Blum, Gould, Lansing, Reiss, Sherman, and Varner

In attendance: Regents Brody, De La Peña, Island, Kieffer, Lozano, Makarechian, Napolitano, Ortiz Oakley, Pattiz, Pérez, Ramirez, Schroeder, and Zettel, Regents-designate Lemus, Mancía, and Monge, Faculty Representatives Chalfant and Hare, Secretary and Chief of Staff Shaw, General Counsel Robinson, Chief Compliance and Audit Officer Vacca, Chief Investment Officer Bachher, Provost Dorr, Executive Vice President and Chief Financial Officer Brostrom, Executive Vice President and Chief Operating Officer Nava, Executive Vice President Stobo, Senior Vice Presidents Henderson and Peacock, Vice Presidents Brown, Budil, Duckett, and Humiston, Chancellors Block, Blumenthal, Dirks, Gillman, Hawgood, Khosla, Leland, Wilcox, and Yang, Acting Chancellor Hexter, and Recording Secretary McCarthy

The meeting convened at 10:15 a.m. with Committee Chair Gould presiding.

1. APPROVAL OF MINUTES OF PREVIOUS MEETING

Upon motion duly made and seconded, the minutes of the meetings of May 12, 2016 and June 22, 2016 were approved.

2. BOARD GOVERNANCE RESTRUCTURE: ADOPTION OF BYLAWS OF THE REGENTS OF THE UNIVERSITY OF CALIFORNIA AND STANDING COMMITTEE CHARTERS, AND RESCISSION OF CURRENT BYLAWS

Chairman Lozano and Committee on Governance Chair Gould recommended that the Committee recommend to the Regents that:

- A. Service of notice be waived.
- B. The Bylaws of the Regents of the University of California currently in effect be rescinded.
- C. The Bylaws of the Regents of the University of California as shown in Attachment 1 be adopted.
- D. The Committee Charters as shown in Attachment 2 be adopted.

[Background material was provided 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 Gould recalled that the Committee had discussed in May the proposal to restructure Board operations to enable its committees to be more engaged and effective, allowing the Board to focus on the most critical issues facing the University. This theme was developed at the November 2015 Regents' retreat. He highlighted major proposed changes: restructure the standing committees and reduce their number; hold concurrent committee meetings to allow more time for in-depth discussions; give the Board more time to discuss strategic issues; provide committees with some delegated authority; and include at least one chancellor as a non-voting member of most committees. Committee Chair Gould expressed his view that the inclusion of chancellors was important and would benefit the Regents' considerations. After the May meeting, comments were received from Regents, chancellors, the Academic Senate, and staff. Another Committee meeting was held in June to consider these helpful comments. The Committee also obtained guidance on best practices from an outside attorney with expertise in public and nonprofit boards. Committee Chair Gould pointed out a letter from State Superintendent of Public Instruction Torlakson, who could not attend this meeting, but expressed support for the proposed Bylaws.

Some changes had been made to the proposal in response to suggestions received. Some suggested changes would not be addressed in the Bylaws, as they remain in current Regents Policy, such as the role of advisory members to committees. Their role would remain unchanged. The proposed changes to the Bylaws were not intended to limit the voices of Regents-designate, faculty representatives, staff advisors, or student advisors who all play an important role in the governance of the University.

Approval of the proposed Bylaws by the Committee and then by the Board would result in the first significant change in Board operations in 50 years. Committee Chair Gould expressed optimism that the proposal would be a change for the better. It would be important to re-examine and assess the effectiveness of these changes within two years. If the proposed Bylaws were approved, the Governance and Compensation Committee would meet within a few weeks to appoint members to the new committees and, as in the past, would solicit Regents' preferences. The new committee structure, if approved, would be in effect at the September Regents meeting. The new committees would have the opportunity to review their charters and recommend any adjustments for approval by the Board. A comprehensive review and revision of all remaining Regents Policies and Standing Orders would be undertaken in the coming months to conform them to the new Bylaws.

Committee Chair Gould highlighted some responses to feedback received since the May meeting. Regarding transparency, in accordance with State law and current practices, all open sessions of Regents meetings would be public, video-streamed, and archived for one year, as in current practice. Second, the proposal was changed to allow any Regent to place an item on the agenda. The timing and shaping of the item would be determined so the item would be presented in a meaningful way, responsive in a timely manner to the

issue being raised by the Regent. Concerns had been expressed about the proposed composition of the Governance and Compensation Committee. The original proposal that Committee Chairs would comprise the Governance and Compensation Committee was changed so that the Chair of the Board would appoint the members of the Governance and Compensation Committee as is currently the practice of the Committee on Governance, and any Regent who the Chair of the Board feels could be constructive in helping shape rules and responsibilities could be a member. Allegations of misconduct by a Regent would be heard by the full Board, rather than by the Governance and Compensation Committee, as was first proposed.

Regent Kieffer asked for clarification of the delegations of authority in the proposal. He confirmed his understanding of existing delegations of authority, for instance to the Committee on Health Services, but expressed his view that delegation of authority proposed for the Finance and Capital Strategies Committee would not be appropriate, since those items should come before the full Board at least in a consent item, allowing any Regent the opportunity to question an action. Committee Chair Gould responded that certain delegations of authority to committees currently exist within specified limits. Delegations of authority under the proposed Bylaws would be considered for the committee charters, which would be developed by the new committees and submitted to the full Board for adoption. Any delegations to committees within specified parameters would be approved in advance by the full Board.

General Counsel Robinson explained that the term delegation would be used in its typical sense to mean that certain authority would be given to a committee such that it could vote on matters that would not need to come to the full Board. For example, in the proposed Appendix A, the charter of the Academic and Student Affairs Committee would delegate plenary authority to that Committee to make “any cardinal change to a prime contract to manage and operate a National Laboratory or other Comparable Facility” and to allocate “the annual fee earned by the University from an affiliated business entity formed to manage and operate any National Laboratory or Comparable Facility.” Each proposed committee charter contains a Delegated Authority section enumerating certain matters on which the Committee can act and which do not need the approval of the full Board. Some of the more detailed recommendations for delegated authority have not yet been developed. For example, recommendations regarding the various levels of delegated authority for approving projects that currently reside in the Committee on Grounds and Buildings had not been determined yet. Those specific recommendations would be considered by the Finance and Capital Strategies Committee and recommended for consideration by the full Board. Mr. Robinson emphasized that the committees’ delegated authority would be by affirmative act of the full Board. Regent Kieffer asked whether there were any proposals in the Appendices that were in addition to currently existing delegated authorities. Mr. Robinson answered in the affirmative, since part of the purpose of the proposed operational restructuring was to streamline operations by giving limited authority to the committees to allow the full Board more time to focus on other matters.

Regent Kieffer commented that, while he supported the overall direction of the restructuring, the confidence of the Board could be undermined by committees’ making

decisions that were not reviewed by the Board; the Board should review these decisions, if only on a consent basis. Mr. Robinson pointed out that the committees would be required to report all actions taken under delegated authority to the full Board and the Board would have the authority to overturn any committee decision. Regent Kieffer asked how the Board could overturn a delegated authority. Mr. Robinson said procedures would be developed that would allow the Board, once it had received a report of committee actions taken under delegated authority, to reverse a committee action. In addition, the Board could always withdraw a delegation. Regent Kieffer expressed his view that to withdraw a delegation on an emergency basis would not be sensible.

Regent Lansing expressed strong support for the proposed restructuring. Regarding the proposed delegations of authority, the new committee structure would allow committee members to gain more specialized expertise. Regents would have to trust that their fellow Regents had thoroughly considered items under their authority. All actions would be fully transparent and Regents could attend any committee session in which an item of interest would be heard. Without some delegation, the purpose of restructuring the committees would be negated.

Regent Kieffer commented that committee operations could be restructured without necessarily delegating entire authority to the committees with no provision that actions come back to the full Board, at minimum as a consent item. A Regent who may have a minority opinion about an issue should have the right to comment on a committee action.

Chairman Lozano noted that the proposed delegated authorities were clearly outlined in the proposed committee charters, which showed which delegated authorities currently exist and which were being proposed to be either added or removed. She noted that the Committee on Compliance and Audit currently had delegated authority to approve the audit scope, the audit plan, and the internal audit plan. She suggested that actions taken through delegated authority could be brought back to the full Board on the second meeting day for ratification by the full Board. Regent Kieffer said that procedure would satisfy his concern. Committee Chair Gould clarified that only action items would be brought to the full Board. Regent Kieffer agreed.

Regent Kieffer requested clarification of the role of the Public Engagement and Development Committee. Chairman Lozano recalled that at their November 2015 retreat the Regents had discussed improving ways to communicate UC's role as a public university to UC's various public stakeholders. The current Board committee structure did not provide a forum for such discussions. Background work on this proposal showed that most public universities have a public affairs committee and the establishment of such a committee would follow best practices. The Public Engagement and Development Committee would consider strategic engagement with the University's external stakeholders, including in the areas of government affairs, UC's communications strategy, and communication with its alumni and donor base. Regent Kieffer expressed support for reviewing the new operational structure in two years.

Regent Pérez expressed appreciation for Chairman Lozano's response to Regent Kieffer's concerns about the distinction between delegated authority and primary responsibility with ratification by the full Board. This would be the best way to accomplish more in-depth work in committees, but retain the ability of the full Board to raise a concern. While Regent Pérez supported the general direction of the proposal, he enumerated detailed concerns about the proposed Bylaws.

Relating to Regent Torlakson's letter and its reference to transparency, Regent Pérez questioned the meaning of "normally be made public" in Section 27.6(b) – Meetings – Release of Board Information – Closed Session, "Notice of actions taken in closed session by the Board and its Committees shall normally be made public as soon as practicable following the meeting." He suggested improving that wording.

In Bylaws Section 12 – Composition and Powers, Regent Pérez suggested retaining the specific language of Article IX, Section 9 of Constitution of the State of California, as it had significance for the Legislature and the public.

In Section 20 – Board of Regents – Members, Regent Pérez questioned the use of the phrase "In its current form" in the second sentence "In its current form, the Board consists of the following members: The Governor, the Lieutenant Governor, the Speaker of the Assembly, the Superintendent of Public Instruction, the President and the Vice President of the University's alumni associations and the President of the University; eighteen Regents appointed by the Governor; and one Student Regent."

Regent Pérez suggested editing Section 21.1 – Board of Regents – Duties and Requirements – Public Mission, to retain the phrase "public trust" found in beginning of Article IX, Section 9 of the Constitution of the State of California. He added that Section 21.2 Board of Regents – Duties and Requirements – Service as Fiduciaries, would be problematic if the phrase "public trust" were not added to Section 21.1.

Regent Pérez questioned the meaning of the second sentence of Section 21.9 – Board of Regents – Duties and Requirements – Role of Regents, "Except as requested by the President of the University, individual Regents shall not involve themselves in day-to-day administrative matters, such as specific personnel, contract, investment or other operational decisions." He asked if a Regent's service on a search committee at the request of a chancellor would be precluded without authorization from the President of the University. Committee Chair Gould expressed his view that such service would not require Presidential authorization and suggested clarifying that language.

Regent Pérez suggested adding the appointment and dismissal of chancellors as an authority reserved to the Board in Section 22.2(b) – Authority of the Board – Specific Reservations – Academic Matters. Regent Pérez also suggested that in Section 22.2(e) – Authority of the Board – Specific Reservations – Compensation Matters, outside board compensation be added to the compensation matters that are reserved to the Board. He noted that Section 23.2(b) – Officers of the Corporation – Appointment and

Qualifications – Chair and Vice Chair of Board, did not state specifically that their terms are one year.

Regent Pérez suggested that Section 24.3(a) – Standing Committees – Designation of Standing Committees – The Academic and Student Affairs Committee, be edited to give this Committee primary responsibility for issues regarding diversity of undergraduates, graduate students, professional degree students, and faculty.

Regent Pérez commented on the phrase “in accordance with applicable law” in Section 27.1(g) – Meetings – Regular Meetings of the Board – Open/Closed Session, “Meetings of the Board shall be convened in Open Session and/or Closed Session in accordance with applicable law.” That phrase should be modified to indicate that Closed Session would be used only for matters that need to be discussed in Closed Session, since it was important to clarify that the Board does not want to hear items in Closed Session that could be heard in Open Session.

Regarding Section 27.1(l) – Meetings – Regular Meetings of the Board – Reconsideration, Regent Pérez questioned requiring that a motion for reconsideration be noticed and acted upon at the same meeting in which the item to be reconsidered was acted upon. He expressed his view that a Regent should be able to move for reconsideration at a later meeting, which would be congruent with the ability of any Regent to request that an item be put on the agenda. Regent Pérez recalled that in January 2015 he had requested reconsideration of an item passed in November 2014. He was informed that the item would be taken up, and subsequently that it would be better to wait for pending budget negotiations; the item had yet to be put on the agenda 18 months after his request.

Regarding Section 27.6(a) – Meetings – Release of Board Information – Open Session, Regent Pérez commented on the phrase “as required by applicable law” in “Agenda materials for items to be discussed in open session shall be made available to the public as required by applicable law.” He said it sounded as though the materials which the Board shared could be limited. Regent Pérez expressed his view that the sentence should more accurately reflect the Board’s pattern and practice.

Regent Pérez affirmed that he supported the direction of the proposed changes to the Bylaws, but would like to have the points he and Regent Kieffer raised resolved before final action was taken. Committee Chair Gould commented that the points raised by Regent Pérez were consistent with the changes being proposed and confirmed that the comments made by Regent Pérez would be incorporated in the final Bylaws. Regent Pérez asked for clarification of whether the proposed Bylaws would be approved as written and then brought back to the Board with language edited pursuant to his and Regent Kieffer’s comments, or the edits would be made first and then the final version be brought to the full Board for approval at a future meeting, which would be his preference. Committee Chair Gould reiterated that the comments by Regents Kieffer and Pérez were consistent with the spirit of the proposed Bylaws, and the Committee could move

forward, recognizing that some clarifying edits would be made. Regent Pérez again stated his preference that the edits be made before the proposed Bylaws were adopted.

Regent Pattiz commented that his earlier concerns about the proposal, including changing the Committee on Oversight of the Department of Energy Laboratories (DOE) to a subcommittee of the Academic and Student Affairs Committee, had been addressed and he was confident that the change would not negatively affect the operations of the Committee on Oversight of the DOE Laboratories. His earlier concern about what he thought would be a concentration of power and authority if the Governance and Compensation Committee were comprised of the chairs of the standing committees had also been addressed. That proposal had been changed so that the members of the Governance and Compensation Committee would be chosen from the entire Board by the Chair of the Board, continuing the current procedure. Those working on the proposal had been very responsive to Regents' comments. He expressed confidence that minor edits reflecting concerns expressed at this meeting could be made after the Bylaws were adopted.

Committee Chair Gould said the proposal could be approved in its current form, with the commitment to make the modifications discussed in this meeting. The specific language of the modifications would be presented at a subsequent meeting to ensure that all comments had been accommodated.

Regent Reiss said the modified language should be presented at the next meeting to the full Board rather than to the Governance and Compensation Committee. Committee Chair Gould agreed. He summarized that the Committee had discussed a process by which it would recommend adoption by the Board of the general framework of the proposed Bylaws at the current meeting, and the specific modifications of the language would be brought to the subsequent meeting. Regent Pérez agreed with this procedure so long as the current approval would be as discussed and amended. He confirmed his understanding that the new Bylaws would be in effect before the modified language was presented to the Board.

Staff Advisor Richmond expressed appreciation for the consideration of the comments of former Staff Advisor Acker at the prior meeting and said she looked forward to participating in the discussion of the role of the staff advisors. Committee Chair Gould confirmed the Board's appreciation of the continuing participation of the staff advisors in Regents' decision-making.

Regent Island affirmed his support for the proposed Bylaws and associated himself with the comments of Regent Pérez. He supported the procedure of adopting the Bylaws at the current meeting, with the understanding that the final version would incorporate the edits proposed by Regents Kieffer and Pérez.

Regent Lansing thanked the Committee on Governance for its work on this proposal, a significant change that would give the committees the opportunity to delve deeper into the important issues facing the University. She also thanked Regents Kieffer and Pérez

for their attention in improving the proposal. In the new meeting format, the second meeting day would offer the full Board the opportunity to address important issues. She hoped that the Board would trust its committees' ability to handle transactional matters so more meeting time could be devoted to significant issues facing the University. She expressed her strong support for the proposal.

Regent Makarechian supported the proposal whole-heartedly. He noted that in the corporate world, usually the Chief Compliance and Audit Officer is a direct report to the board and an administrative report to the president of the company. Regent Makarechian said proposed Bylaws Section 23.5(c) – Authority and Duties of Principal Officers – Chief Compliance and Audit Officer, calls for the Chief Compliance and Audit Officer to report to both the Board and the President of the University. He suggested that the Chief Compliance and Audit Officer report administratively to the President and report directly to the Board. Committee Chair Gould agreed that change should be incorporated.

Regent Ramirez expressed enthusiasm for the proposed changes, particularly the addition of student affairs to the Academic and Student Affairs Committee, and establishment of the Public Engagement and Development Committee. Both would offer opportunities for partnerships among staff, students, and faculty.

Regent Pérez reiterated that the action would be approved as discussed and amended.

Regent Sherman commented that the Health Services Committee charter should include all levels of delegated authority that were approved previously. Committee Chair Gould confirmed his understanding that the Health Services Committee Charter would be a parallel of that Committee's recent restructuring.

Upon motion duly made and seconded, the Committee approved Chairman Lozano and Committee on Governance Chair Gould's recommendation as discussed and amended, and voted to present it to the Board.

Chairman Lozano thanked those who worked on the proposal and provided comments at this meeting that would strengthen the proposal. This restructuring of Board operations would improve the Regents' effectiveness in partnership with the chancellors and key staff of the University.

President Napolitano expressed enthusiasm about the restructuring that would strengthen the partnership among the faculty, staff, administration, and the Regents, and would enable the Office of the President to receive strategic direction and advice from the Board. She congratulated the Board on this major step forward for the University.

The meeting adjourned at 11:05 a.m.

Attest:

Secretary and Chief of Staff

BYLAWS OF THE UNIVERSITY OF CALIFORNIA

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APPENDIX A - CHARTER OF THE ACADEMIC AND STUDENT AFFAIRS COMMITTEE

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Bylaws of the University of California

Corporate Organization

10. Corporate Name

The name of the Corporation is "The Regents of the University of California."

11. Corporate Seal

11.1. Design

The corporate seal of the University shall be of the following form and design:



11.2. Official Use

The corporate seal shall be used only in connection with the transaction of business of the University. The Secretary and Chief of Staff shall be authorized to affix the seal to any document signed on behalf of the Corporation. The Secretary and Chief of Staff further shall be authorized to grant permission for the use of the seal in the decoration of any University building or in other special circumstances.

11.3. Symbolic Use

The design of the corporate seal with the words "Seal of" deleted may be used as a symbol of the University of California, with the permission of the President of the University, for any official purpose or in connection with alumni, student, or public projects.

12. Composition and Powers

The Corporation's form and composition, its duties, and its powers are as set forth in the provisions of Article IX, Section 9 of the Constitution of the State of California.

13. Governing Documents: Order of Precedence
In case of any conflict between or among governing documents, these Bylaws shall prevail over all other classes of governing documents of the University; Committee Charters shall prevail over Regents Policies (University policies approved by the Board); and Regents Policies shall prevail over other University policies and documents, except as may be specified in the Bylaws or Committee Charters.
14. Amendment of Bylaws
These Bylaws may be amended on the affirmative vote of not less than two-thirds of all Regents then in office, following conclusion of the process specified in this section. Any proposed draft of a Bylaw amendment first must be presented for discussion (the “first reading”) at a regular meeting of the Board of Regents (the “Board”). Any vote on such proposal must be taken at the next regular meeting of the Board following the discussion (the “second reading”). The proposed amendment may be modified, during or after the first reading, and before the second reading, provided that the modification is directed to issues raised during the first reading, or is substantially related to such issues, and further provided that notice of the modification is given as specified in Bylaw 27.1(c), regarding notice for regular meetings of the Board.
15. Suspension of Bylaws
Any provision of the Bylaws may be suspended by an affirmative vote of not less than two-thirds of all Regents then in office.

Board of Regents

20. Members
The University is governed by a Board that includes as members the persons specified in Article IX Section 9 of the Constitution of the State of California. In its current form, the Board consists of the following members: The Governor, the Lieutenant Governor, the Speaker of the Assembly, the Superintendent of Public Instruction, the President and the Vice President of the University’s alumni associations and the President of the University; eighteen Regents appointed by the Governor; and one Student Regent.
21. Duties and Requirements
Each member of the Board (“Regent”) shall be subject to the duties and requirements specified below.
 - 21.1. Public Mission
The responsibility of individual Regents is to serve as trustees for the people of the State of California and as stewards for the University of California, acting to govern the University in fulfillment of its educational, research, and public service missions in the best interests of the people of California.

21.2. Service as Fiduciaries

In performing their responsibilities on the Board, each Regent shall act in the best interests of the University, shall place the interests of the University above their own interests and shall otherwise act in good faith. Regents shall exercise reasonable care, including undertaking reasonable inquiry, in performing their Board responsibilities.

21.3. Compliance with Law and Policy

Each Regent shall comply with all applicable laws, regulations and University policies.

21.4. Ethical Conduct

Regents shall serve the public trust and fulfill their responsibilities with a high degree of ethics and candor. Regents are expected to accept responsibility for the integrity of the financial, physical, and intellectual resources of the University. Regents are expected to disclose personal, familial, business relationships, or other potential conflicts of interest as appropriate.

21.5. Preparation and Participation

Recognizing the broad authority and responsibility vested in the Board for the governance of the University, each Regent is expected to become knowledgeable regarding the educational, research, and public service programs of the University, as well as the duties, responsibilities and obligations of Regents. Each Regent shall use reasonable effort to attend Board and assigned committee meetings; shall come prepared at each meeting to make reasoned and informed decisions based on the information available; and shall participate in the activities of the Board, inside and outside of meetings.

21.6. Cooperation

Regents shall abide by Board decisions and policies in a manner consistent with the Regent's fiduciary duties. Regents are expected to show respect for the opinions of other Regents, University officials, faculty, students, and staff. These expectations are not intended to preclude either forthright expression of opposition or efforts to change such policies or decisions. When such efforts are undertaken, Regents should endeavor to make clear that the opinions expressed are those of the Regent and not of the Board or University.

21.7. Regent Compensation

No Regent shall receive salary or other compensation for service as a Regent, nor shall any Regent, other than the President of the University, be eligible for employment or appointment in any University-affiliated position. Notwithstanding the foregoing, the student Regent shall be eligible for part-time compensated University employment. Within limits pursuant to University policy, Regents may be reimbursed for actual expenses incurred by reason of attendance at any Board or Committee meeting or in the performance of other official business of the University.

21.8. Gifts, Contracts, and Grants

Except as otherwise provided in these Bylaws or by action of the Board, no Regent shall make or enter into any contract, commitment, or other undertaking on behalf of the University. No Regent shall accept or agree to undertake the administration of any gift or grant offered to the University or to the Corporation for the benefit of the University. Nor shall any Regent undertake or agree to undertake the management, disposition, or expenditure of any fund provided to be used for the benefit of the University.

21.9. Role of Regents

It is the responsibility of the Board to set policy and the responsibility of the University administration to implement and carry out policy, which includes responsibility for the day-to-day operations of the University. Except as requested by the President of the University, individual Regents shall not involve themselves in day-to-day administrative matters, such as specific personnel, contract, investment or other operational decisions. Except as specifically authorized by the Board, no Regent, other than the President of the University, shall serve on a campus or University-wide standing committee that oversees or advises on day-to-day administrative matters. Nothing in this section is intended to limit the Board's general oversight responsibility or its power of inquiry.

21.10. Support for the University

Regents are expected to be active supporters and advocates for the University and to take opportunities to help with fundraising, legislative advocacy, and other efforts on behalf of the University.

21.11. Breach of Conduct

Upon recommendation of the Governance and Compensation Committee, the Board shall adopt procedures to consider any allegation that a Regent, Committee member, Regent-Designate or advisor to a Board Committee has not fulfilled their duties as set forth in University Bylaws, policy or applicable law, and to implement appropriate response(s) when such allegation is found to have merit.

22. Authority of the Board

22.1. Authority/Delegation

Pursuant to Article IX Section 9 of the Constitution of the State of California, the full powers of organization and government of the University inhere in and originate with the Board, which has the authority to delegate those powers as it determines to be in the best interest of the University. Any authority delegated by the Board may be rescinded by action of the Board. The Regents hereby delegate authority to the President of the University to oversee the operation of the University, in accordance with policies and directives adopted by the Board, and as further specified in Bylaw 30 (President of the University). This delegation is subject to the powers specifically reserved to the Regents in Bylaw 22.2 below (Reserved Powers), in Committee Charters, and in Regents Policies requiring that matters be approved or otherwise acted on by the Board.

22.2. Specific Reservations

The matters in the following areas are specifically reserved to the Board and/or its Committees for approval or other action, within parameters that may be specified in a Committee Charter or Regents Policy:

(a) Governance Matters

- Amending the University Bylaws, and Committee Charter provisions
- Establishing or eliminating Board committees
- Appointing the Chairs, Vice Chairs and members of Board committees
- Appointing the Student Regent
- Adopting procedures to consider any allegation that a Regent, Committee member, Regent-Designate or advisor to a Board Committee has not fulfilled their duties as set forth in University Bylaws, policy or applicable law; to implement appropriate response(s) when such allegation is found to have merit; and to determine levels of authority to act on such matters.

(b) Academic Matters.

- Upon recommendation of the Academic Senate, approving criteria for University admissions and conferral of certificates and degrees
- Establishing or eliminating colleges, schools, graduate divisions and organized multi-campus research units
- Establishing or eliminating a session of instruction
- Approving the appointment of Regents Professors and University Professors

- Approving dismissal of academic appointees with tenure or security of employment
- Bidding on or entering into a prime contract to manage and operate a National Laboratory or other Comparable Facility (as defined in the Academic and Student Affairs Committee Charter).
- Creating a business entity to hold a prime contract to manage and operate a National Laboratory or other Comparable Facility
- Approving material changes in the type or scope of work for such a business entity.
- Appointing members to a University position on the Executive Committee of the Board of Governors of such a business entity.

(c) Finance Matters.

- Approving the University budget and requests for state appropriations
- Approving the annual budget for the Office of the President
- Accepting the reports of the independent financial auditor
- Approving non-audited related services by the University's independent financial auditor
- Approving tuition, registration fees, education fees, and compulsory student government fees within parameters specified by Committee Charter or Regents Policy
- Authorizing University external financing within parameters specified by Committee Charter or Regents Policy
- Approving loans by the University to other parties, other than loans from established student, faculty, and staff loan funds, and subject to exceptions and parameters specified by Committee Charter or Regents Policy
- Approving agreements to indemnify third-parties, subject to exceptions and parameters specified by Committee Charter or Regents Policy
- Approving alliances and affiliations involving University financial commitments, use of the University's name, research resources, and the University's reputation, within parameters specified by Committee Charter or Regents Policy
- Approving University participation in non-health-related corporations, partnerships and other entities, except for investment purposes, and within parameters specified by Committee Charter or Regents Policy
- Adopting UC Retirement plans and approving plan amendments

(d) Capital Project Matters.

- Approving capital budget requests and augmentation requests within parameters specified by Committee Charter or Regents Policy

- Approving purchases, sales, leases or gifts of real estate within parameters specified by Committee Charter or Regents Policy
- Approving Long Range Development Plans (LRDPs) and amendments to LRDPs within parameters specified by Committee Charter or Regents Policy
- Approving Capital Financial Plans (e.g. 10-year Capital Financial Plans)

(e) Compensation Matters.

- Appointing, demoting or dismissing the President of the University, Chancellors, the Lawrence Berkeley Laboratory Director and the Principal Officers of the Regents
- Approving compensation for the President of the University, Chancellors, the Lawrence Berkeley National Laboratory Director or Principal Officers of the Regents
- Approving paid leaves of absence for the President of the University, Chancellors, the Lawrence Berkeley National Laboratory Director or Principal Officers of the Regents, as specified in policy
- Approving University compensation and employee benefits plans and policies, within parameters specified by Committee Charter or Regents Policy
- Approving University retirement benefit and retiree health plans, within parameters specified by Committee Charter or Regents Policy
- Approving emeritus status for retired Principal Officers of the Regents and other Officers of the University as specified in Regents Policy

(f) Health Matters.

- Approving acquisitions of physician practices, hospitals, clinics and other health-related transactions, within parameters specified by Committee Charter or Regents Policy

(g) Compliance Matters.

- Approving settlements of claims and litigation within parameters specified by Committee Charter or Regents Policy
- Engagement and retention of the independent financial auditor

23. Officers of the Corporation

23.1. Designation

The persons holding the following offices shall serve as Officers of the Corporation: the President of the Board; the Chair of the Board; the Vice Chair of the Board; and the following officials, who, collectively, shall be known as the Principal Officers of the Regents ("Principal Officers"): the Secretary and Chief of Staff, the General Counsel; the Chief Compliance and Audit Officer, and the Chief Investment Officer. Officers of the Corporation also shall include those persons who have been recommended by a Principal Officer of the Regents and approved by the Board ("Principal Officer Delegates").

23.2. Appointment and Qualifications

(a) President of Board

The President of the Board is the Governor of the State of California, and serves in that Board position as President in an ex officio capacity.

(b) Chair and Vice Chair of Board

The Chair of the Board and Vice Chair of the Board shall be appointed to their respective positions by election of the Regents in accordance with procedures set forth in the charter of the Governance and Compensation Committee. No Regent may serve consecutively in the position of Chair or in the position of Vice Chair for more than two terms. Terms shall commence on July 1.

(c) Principal Officers

The Principal Officers each shall be appointed by the Board on the occurrence of a vacancy and shall continue in service at the pleasure of the Board. Each of the Principal Officers other than the Secretary and Chief of Staff, in addition to serving as Principal Officers, shall serve as Officers of the University. None of the Principal Officers shall be Regents.

(d) Principal Officer Delegates

Principal Officer Delegates shall be appointed by the Board on recommendation by Principal Officers in their areas of responsibility.

23.3. Removal

(a) President of the Board

The President of the Board shall remain in the position until the end of their term as Governor of the State of California.

(b) Chair and Vice Chair of Board

The Chair and Vice Chair of the Board may be removed from their respective positions as an officer of the Board only on the affirmative vote of a majority of the Regents then in office. Removal under this paragraph shall not affect the officer's continued service as a Regent.

(c) Principal Officers

Principal Officers may be removed from their positions as Principal Officers, and as Officers of the University, only on the affirmative vote of a majority of the Regents then in office.

(d) Principal Officer Delegates

Principal Officer Delegates may be removed from their positions at the discretion of the sponsoring Principal Officer or on the affirmative vote of a majority of the Regents present at a meeting of the Board.

23.4. Authority and Duties of Board Officers

(a) Meetings

The Officers of the Board are authorized to preside at meetings of the Board, in the order of precedence prescribed in Bylaw 27.1(f).

(b) Executing Documents

Unless otherwise provided by Board action, the President of the Board, the Chair and the Vice Chair of the Board each is authorized to execute documents on behalf of the Corporation implementing programs and/or policies approved by the Board. All documents so executed by the President of the Board, the Chair of the Board, or the Vice Chair of the Board also must be executed or attested to by the Secretary and Chief of Staff in order to be effective.

(c) Spokesperson

The Chair of the Board, and in the Chair's absence, the Vice Chair of the Board, are authorized to speak on behalf of the Board, and, subject to the right of the Chair to delegate this authority; no other Regent or person may do so.

(d) Inability to Act

During any period that an officer of the Board is unable to perform the duties assigned under these bylaws, the next officer or member in order of precedence shall perform those duties. For these purposes, the order of precedence is as follows: President of the Board; Chair of the Board; Vice Chair of the Board; Chair of the Governance and Compensation Committee; the Vice Chair of the Governance and Compensation Committee; the next most senior member of the Governance and Compensation Committee, as determined by appointment date.

23.5. Authority and Duties of Principal Officers

(a) Secretary and Chief of Staff

The Secretary and Chief of Staff ("Secretary") serves as the primary liaison between and among the Regents and the Administration of the University, working directly with the Board Chair and the President of the University, and with other senior leaders of the Board and University. In consultation with the Board and Committee Chairs and other leaders, the Secretary plans and executes the meetings of the Board and its Committees in compliance with law and policy. The Secretary is responsible for preparing the official notice and minutes of all Board and Committee meetings, and serves as custodian of the minutes and other official records of the Corporation, facilitates the orientation of new Regents, and administers the annual operating budget for the Board. Together with the General Counsel, the Secretary advises on the University's governing documents and other Regents Policies and procedures pertaining to the governance of the University, and provides substantive research, analysis and advice to the Board. The Secretary is the principal point of contact for communications between and among the Regents and parties outside the University. The Secretary is authorized to certify that actions have been taken by the Board and to certify the authority and identity of Officers of the Corporation; to use the corporate seal; and to execute documents effecting a conveyance of title to real property and a broad range of other documents necessary for the operation of the University in the name of the Corporation. The Secretary reports solely to the Board.

(b) General Counsel

The General Counsel serves as the Chief Legal Officer of the University, having general charge of all legal matters pertaining to the Corporation and to the University. The General Counsel represents the Regents in all legal, regulatory and administrative proceedings, attends all meetings of the Board and its committees, and has direct access to the Regents. The General Counsel functions as an independent authority providing advice and counsel to the Regents, to University leaders, and to the Academic Senate on legal and regulatory developments, and on the legal risks and opportunities facing the University. Together with the Secretary and Chief of Staff, the General Counsel advises on the University's governing documents and other Regents Policies and procedures pertaining to the governance of the University. The General Counsel oversees all attorneys employed or retained by the University to represent the Regents. Subject to the direction of the President of the University, the General Counsel oversees the delivery of legal services to University administrators. The General Counsel reports to the Board and to the President of the University.

(c) Chief Compliance and Audit Officer

The Chief Compliance and Audit Officer serves as the chief University official having charge of developing and maintaining the University's corporate ethics, compliance and audit programs. The Chief Compliance and Audit Officer has direct access to the Regents and functions as an independent authority to review, audit and evaluate University compliance with law, regulation, policy and ethical principles. The Chief Compliance and Audit Officer is charged with providing regular reports to the Regents and University leadership regarding the outcome of such reviews. The Chief Compliance and Audit Officer is further charged with overseeing the design and implementation of training and other programs to facilitate faculty and staff compliance with applicable law, regulation and policy. The Chief Compliance and Audit Officer is authorized to implement all steps necessary to achieve the objectives of effective and accountable ethics, compliance and audit programs. The Chief Compliance and Audit Officer reports to the Board and to the President of the University.

(d) Chief Investment Officer

The Chief Investment Officer serves as the chief University official having charge of all investment matters pertaining to the Corporation and University. The Chief Investment Officer provides advice and counsel to the Regents, to Board leadership and to University leadership regarding investment policy and performance and has direct access to the Board. The Chief Investment Officer oversees the acquisition, management and disposition of all assets held for investment purposes, as directed by Regents Policy, the Board and/or the President of the University, and acts as the custodian of all investment assets belonging to University. Subject to the administrative oversight of the President of the University, the Chief Investment Officer provides investment services to the University and oversees all investment managers retained by the University to deliver such services. The Chief Investment Officer reports to the Board and to the President of the University.

24. Standing Committees

24.1. Purpose/Authority

To facilitate oversight of the business of the University and of the Corporation, Standing Committees are established under the terms set forth in the Bylaws. The work of the Standing Committees shall be advisory to the Board unless otherwise specified in a Committee Charter (see section 24.2 below) or these Bylaws. Regardless of whether a responsibility has been assigned to a Standing Committee, the Chair of the Board, in consultation with the President of the University, may determine that a matter should be brought directly to the Board, rather than referred to a Standing Committee, including matters on which a Committee charter grants the Committee plenary authority. Where it is unclear which Standing Committee has responsibility over a matter, the Chair of the Board, in consultation with the President of the University, shall determine the Standing Committee or Standing Committees to which the matter should be referred. The Board may adopt, reject or modify any recommendation or action of a Standing Committee.

24.2. Committee Charters

Each Standing Committee shall operate in accordance with a committee charter that shall set forth the purpose and primary responsibilities of the committee. The charter shall be approved by the Board, on recommendation of the Governance and Compensation Committee. The charters for each of the Standing Committees identified below in paragraph 24.3 are attached as appendices to these Bylaws. In the case of any conflict between the terms of a Committee Charter with these Bylaws, the terms of these Bylaws shall control.

24.3. Designation of Standing Committees

The following Standing committees are hereby established and shall provide strategic direction and oversight on matters within their respective areas of responsibility, as described below and in the Committee Charters (attached to these Bylaws as appendices):

(a) The Academic and Student Affairs Committee

The Academic and Student Affairs Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the educational philosophy and objectives of the University, to admissions policy, to student affairs, and to the academic planning, instruction, research and public service activities of the University. (See Appendix A)

(b) The Compliance and Audit Committee

The Compliance and Audit Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the quality and integrity of the University's financial reporting systems and controls; the qualifications, performance and independence of the University's independent financial auditor; the function and performance of the University's compliance, internal audit and risk management programs; and the University's commitment to meeting all applicable legal, regulatory and policy requirements. (See Appendix B)

(c) The Finance and Capital Strategies Committee

The Finance and Capital Strategies Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the University's fiscal and financial affairs, business operations, land use, and capital facilities and strategies. (See Appendix C)

(d) The Governance and Compensation Committee

The Governance and Compensation Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the organization and management of the Board, on matters pertaining to the appointment and compensation of the University's senior leadership, and on matters pertaining to the development, review and amendment of employee compensation and benefits programs and policies. (See Appendix D)

(e) The Health Services Committee

The Health Services Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the University's schools of health, academic medical centers, health systems, clinics and student health and counseling centers ("UC Health"). (See Appendix E)

(f) The Public Engagement and Development Committee

The Public Engagement and Development Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the University's engagement with key constituents, fundraising, and the development of effective advocacy programs for University stakeholders. (See Appendix F)

24.4. Membership

Unless otherwise specified in a Committee Charter, Standing Committees shall consist of no fewer than five Regent members (excluding ex officio members), and at least one Chancellor of a University campus, who shall serve in an advisory, nonvoting capacity. Unless otherwise specified in a Committee Charter, the President of the Board, the Chair of the Board, and the President of the University shall serve as ex officio members of each Committee. Committees, when included in their charters, also may include non-voting advisory members (in addition to Chancellors) with expertise relevant to the work of the Committee, who, if recommended, shall be appointed as specified in Bylaw 24.5. Additional advisory members may be permitted by Regents Policies. No persons, other than those specified in Bylaw 20, shall be designated as Regents or shall exercise the authority granted Regents under the California Constitution or these Bylaws.

24.5. Appointment

Unless otherwise specified in a Committee Charter, the members (except for ex officio members) of a Standing Committee, and those chosen to serve as Chair and Vice Chair, shall be nominated by the Governance and Compensation Committee, and approved by the Board. The Chair of the Board shall not also concurrently serve as the Chair of any Standing Committee. Candidates for the Chancellor position(s) on Standing Committees, and any other proposed advisory member candidates, shall be forwarded for consideration to the Governance and Compensation Committee by the President of the University. Vacancies of members shall be filled in the same manner, to serve the unexpired term created by the vacancy.

24.6. Term

Unless otherwise specified in a committee charter, voting members of Standing Committees, other than ex officio members, shall be appointed for a term of one year. No Regent may serve consecutively in the position of Committee Chair or in the position of Committee Vice Chair for more than four terms. Advisory members may serve for such terms as recommended by the Governance and Compensation Committee, and approved by the Board, and shall not be subject to any term limits.

24.7. Voting and Quorum

Only Regent Committee members may vote. Advisory members (including Chancellors) may participate in all respects on matters brought before the Committee, except for voting. Unless otherwise specified in a committee charter, a quorum of the Committee shall be five Regents.

24.8. Special Requirements for Chancellors/Advisory Members

A Chancellor member of a Standing Committee may participate on a matter primarily affecting or benefitting the Chancellor's campus only to the extent of presenting or assisting in the presentation of the matter to the Committee, and shall not otherwise participate in the Committee's deliberations. This limitation shall not apply when the matter is expected to affect or benefit all or substantially all campuses. Other advisory members of a Standing Committee, if any, not otherwise subject to University policy, shall be subject to the laws and policies applicable to Regents governing compensation and reimbursement of expenses, and shall be subject to conflict of interest disclosure and recusal obligations as specified in the University's Conflict of Interest Code and other applicable policies.

24.9. Effect of Committee Assignment

The assignment of responsibility to a Standing Committee signifies the Committee to which matters otherwise appropriate for Board consideration generally will be referred and does not create an independent obligation to present a matter to the Board or to a Committee. Such obligations are or will be established through the provisions of other Bylaws.

24.10. Committee Charter Amendments

The charter of a Standing Committee may be amended by majority vote of the Board. Portions of Committee Charters that pertain to the establishment and roles of a Subcommittee may be amended by the Governance and Compensation Committee, except that any delegation of authority to a Subcommittee or change in plenary authority delegated to a Subcommittee shall be approved by the Board.

24.11. Reporting

Each Standing Committee shall deliver to the Board, at the Board's next regularly scheduled meeting, a report, which may be in writing, of all matters on which the Committee or any related Subcommittee has exercised its delegated authority. A similar report shall be delivered to the Chair of the Board and to the President of the University as soon as practicable after such action is taken.

25. Subcommittees

25.1. Establishment

A Standing Committee may seek to establish one or more subcommittees to assist in the effective conduct of its business. A subcommittee shall be formed, following a recommendation of a Standing Committee, on approval by the Governance and Compensation Committee of a Subcommittee Charter, which shall be incorporated into the charter of the related Standing Committee.

25.2. Authority

The authority of a Subcommittee shall be no greater in scope than the responsibilities assigned, and the authority delegated, to the related Standing Committee. Any delegation of plenary authority to a Subcommittee, and any change in such authority so delegated, shall require the approval of the Board, on recommendation of the Governance and Compensation Committee. Except for matters handled under plenary authority and except as otherwise specified in a Subcommittee charter, the work of the Subcommittee shall be advisory to the related Standing Committee.

25.3. Membership

Unless otherwise specified in its charter, a Subcommittee shall consist of no fewer than three Regents, all of whom must be members of the related Standing Committee. The Chair of the related Standing Committee shall serve ex officio as an additional member of the Subcommittee. Subcommittees may include advisory members of the related Standing Committee (including Chancellors) with expertise relevant to the work of the Subcommittee. Subcommittees may also include additional advisory members with expertise relevant to the work of the Subcommittee, who shall be forwarded for consideration to Chair of the related Standing Committee by the President of the University.

25.4. Appointment

Except for the ex officio member, all members of a Subcommittee, and those chosen to serve as Chair and Vice Chair, shall be approved by the Governance and Compensation Committee, following a recommendation by the Chair of the related Standing Committee.

25.5. Term

Unless otherwise specified in a subcommittee charter, voting members of Subcommittees, other than the ex officio member, shall be appointed for a term of one year. No Regent may serve consecutively in the position of Subcommittee Chair or in the position of Subcommittee Vice Chair for more than four terms. Advisory members may serve for such terms as determined by the Board or the Governance and Compensation Committee, in consultation with the Chair of the related Standing Committee, and shall not be subject to any term limits. Notwithstanding the foregoing, no voting members of a Subcommittee shall serve beyond their term on the related Standing Committee.

25.6. Voting and Quorum

Only the Regent members of a Subcommittee may vote on Subcommittee business. Advisory members (including Chancellors) may participate in all respects on matters brought before the Subcommittee, except voting. A quorum of a Subcommittee shall be three Regent members.

25.7. Subcommittee Charter Amendments

Except as provided in Paragraph 25.2 above, the portions of a Committee Charter governing the Subcommittee may be amended on approval of the Governance and Compensation Committee, following a recommendation by the related Standing Committee.

25.8. Reporting

A Subcommittee shall deliver to the related Standing Committee, at its next regularly scheduled meeting, a report, which may be in writing, of all matters on which the Subcommittee has exercised its delegated authority.

26. Special Committees

26.1. Establishment and Authority

The Board may establish Special Committees to assist in the effective conduct of its business. A Special Committee shall be formed on approval by the Board of a Special Committee charter, following the recommendation of the Governance and Compensation Committee. Without limiting the discretion of the Board, Special Committees will be established for purposes of providing more focused review and analysis of a specific issue or event, and will be established for a limited duration determined at the time of formation. Unless the Special Committee charter provides otherwise, the provisions of Sections 24.1 through 24.12 shall apply to all Special Committees.

27. Meetings

27.1. Regular Meetings of the Board

(a) Schedule of Meetings and Calling Additional Meetings

The Board shall establish a schedule of its regular meetings for the upcoming calendar year no later than 180 days before the start of the year. Such schedule shall be approved by the Board, on recommendation of the Chair of the Board, in consultation with the President of the University. Additional regular meetings of the Board shall be called by the Secretary and Chief of Staff at the direction of the Chair of the Board or the President of the University.

(b) Agenda

The agenda for each regular meeting of the Board shall include a roll call and a request for action on the minutes of the previous meeting. The agenda otherwise shall be determined by the Chair of the Board, in consultation with the President of the University, and with the Chairs of the Standing Committees, as appropriate. Any Regent is entitled to have an item placed on the agenda of a Committee or of the full Board, including an item that previously failed to obtain the approval of a Committee, or received no Committee action within 180 days of being placed on the Committee's agenda. The Chair of the Board or the Committee Chair as appropriate, in consultation with the President of the University, shall determine the scheduling of the item, provided that such scheduling must occur in sufficient time to afford the Regent a meaningful opportunity to have the proposal heard by the Board or Committee.

(c) Notice

The Secretary and Chief of Staff shall provide notice and the agenda of each regular meeting of the Board as required under applicable law. At a minimum, the Secretary and Chief of Staff, 10 days in advance of each regular meeting, shall post notice and agenda of the meeting on the University's website, and shall deliver notice of the meeting to each Regent by email or other means assuring similar time of delivery. The times and dates and order of business indicated are approximate and subject to change.

(d) Supporting Materials

The supporting materials for the agenda shall be made available to the Regents 10 days in advance of the meeting or as soon as practicable thereafter.

(e) Quorum

The quorum for a regular meeting of the Board is nine Regents. A “meeting” of the Board or of a Committee shall be deemed to be subject to applicable open meeting requirements when either a majority or a quorum of members, whichever is fewer, is in attendance.

(f) Presiding Member

The presiding member at a meeting of the Board shall be determined in the following order, based on availability: the President of the Board; the Chair of the Board; the Vice Chair of the Board; the member with the most seniority on the Board among those present. Any member otherwise entitled to preside at the meeting may request that the member next in order assume the presiding role, regardless of the presiding member’s presence or availability.

(g) Open/Closed Session

Meetings of the Board shall be convened in Open Session and/or Closed Session in accordance with applicable law.

(h) Communication to Regents

Persons seeking to communicate with the Board during a regular meeting shall be given the opportunity to do so during a public comment session, in accordance with applicable law and Regents policy. The presiding member may also invite representatives of the University’s students, faculty or staff to address the Board on issues pertinent to the Board’s business. Persons seeking to communicate with the Board outside a regular meeting may do so in writing by providing it to the Secretary and Chief of Staff.

(i) Direct Board Review

Prior to a meeting of the Board, matters otherwise suitable for review by a Committee may be placed on the Board’s agenda and brought directly to the Board at the direction of the Chair of the Board. During a meeting of the Board, matters otherwise suitable for review by a Committee and listed on a Committee agenda may be brought directly to the Board on the affirmative vote of a majority of the members, following a motion by any Regent, which may be made as a matter of right.

(j) Matters Failing Committee Vote

Any Regent has the right to make a motion to bring to the Board a matter that fails to obtain the approval of a Committee; the matter will be brought directly before the Board for consideration upon the affirmative vote of a majority of the Regents present at a meeting of the Board.

(k) Determinative Vote

Except as otherwise provided in the Bylaws or Committee Charters, all matters coming before the Board shall be determined by a majority of votes cast by Regents present, excluding abstentions and recusals. Upon the request of any Regent, the vote shall be by a call of the roll.

(l) Reconsideration

Any Regent may move for the reconsideration of an action taken by the Board during a meeting, provided that such motion is made and voted upon at the same meeting during which the original action is taken.

(m) Supplemental Rules of Procedure

Subject to applicable law, and to the extent not addressed in these Bylaws or other University governing policies, the current edition of Robert's Rules of Order Newly Revised shall govern the meetings of the Board and its Committees.

(n) Teleconference meetings.

The Board may hold meetings (including both open session and closed sessions) by teleconference consistent with applicable law.

27.2. Special Meetings of the Board

Special meetings of the Board shall be governed, to the extent applicable, in accordance with the rules specified for regular meetings of the Board, except as provided below. Special meetings of the Board may be convened for any purpose, at the request of the President of the Board, the Chair of the Board, the President of the University, or any four Regents. Notice and agenda of such special meetings shall be provided as required under applicable law. In addition to legal requirements, the Secretary and Chief of Staff, at least 72 hours in advance of such meeting, shall post the notice and agenda for the meeting on the University's website, and shall deliver the notice and agenda to each Regent by email or other means assuring similar time of delivery. The quorum for a special meeting of the Board is twelve Regents.

27.3. Emergency Meetings of the Board

(a) Emergency Meetings

Emergency meetings of the Board may be convened only for purposes specified under applicable law, at the request of the President of the Board, the Chair of the Board, or the President of the University. Notice of such meetings shall be provided as required under applicable law. In addition to legal requirements, the Secretary and Chief of Staff, at least one hour in advance of such meeting, shall deliver the notice and agenda for the meeting, if any, to each Regent by email or other means assuring similar time of delivery. The quorum for an emergency meeting of the Board is five Regents.

(b) Waiver of Notice

In the event that services are not functioning to permit notice to be made, notice requirements shall be deemed waived, and the President of the Board, the Chair of the Board or the President of the University, or a designee thereof, shall, as soon after the meeting as possible, post on the University's website the fact of the holding of the emergency meeting, the purpose of the meeting, and any actions at the meeting which are subject to announcement.

27.4. Committee Meetings

(a) Calling Committee Meetings

Meetings of Committees and Subcommittees shall be called by the Secretary and Chief of Staff at the direction of the Chair of the Board, the Chair of the Committee or Subcommittee for which a meeting is to be called, the President of the University, or any three members of the Committee or Subcommittee for which a meeting is to be called.

(b) Rules of Procedure Generally

Meetings of the Standing Committees and other Committees shall be governed, to the extent applicable, in accordance with the rules specified for regular meetings of the Board, except as provided below.

- (c) Quorum
Except as otherwise provided in the Bylaws or a Committee Charter, the quorum for a meeting of a Standing Committee or other Committee is five Regents.
- (d) Notice
Notice and agenda of Committee and Subcommittee meetings shall be provided as required under applicable law. Apart from legal requirements, the Secretary and Chief of Staff, at least 10 days in advance of such meeting, shall post the notice and agenda for the meeting on the University's website, and shall deliver the notice and agenda to each Regent by email or other means assuring similar time of delivery.
- (e) Presiding Member
The presiding member at a meeting of a Standing Committee or other Committee shall be determined in the following order, based on availability: the Chair of the Committee; the Vice Chair of the Committee; the member with the most seniority on the Committee among those present. Any member otherwise entitled to preside at the meeting may request that the member next in order assume the presiding role.
- (f) Joint Committee Meetings
Any combination of Committees may be convened to meet jointly, at the discretion of the Chair of the Board, in consultation with the President of the University. The vote of each Committee participating in the joint meeting shall be recorded separately. Items requiring Board approval that are approved by any one Standing Committee shall be forwarded to the Board for further consideration and possible action.
- (g) Special Search Committees
To the extent permitted by applicable law, meetings of special search or selection committees held for the purpose of conducting interviews for university officer positions shall not be public meetings, and no public notice is required.

27.5. Interim Actions

Matters requiring Board or Committee action between meetings may be acted on upon the recommendation of the President of the University or an Officer of the Corporation in their respective areas of responsibility. For matters requiring action by the Board, approval under this authority requires the approval of the Chair of the Board and the Chair of the Standing Committee with jurisdiction over the matter. For matters requiring action by a Committee, approval under this authority requires the approval of the Chair and the Vice Chair of the Committee. In the case of the inability of the Chair of the Board to act, the Vice Chair of the Board may act; and in the case of the inability of the Chair of the Committee to act, the Vice Chair of the Committee may act. For matters requiring action by a Committee, in the case of the inability of the Chair or Vice Chair of the Committee to act, the next most senior member of the Committee may act. All actions approved under this interim action authority shall be reported at the next regular meeting of the Board.

27.6. Release of Board Information.

(a) Open Session

Agenda materials for items to be discussed in open session shall be made available to the public as required by applicable law. Notice of actions approved by the Board and its Committees in open session shall be made public as soon as practicable following the meeting. Approved minutes of open session meetings shall be posted as soon as practicable after approval. All of the foregoing is subject to any legal requirement that prohibits disclosure of specific information.

(b) Closed Session

The proceedings of closed sessions are to be kept confidential by all attendees except as provided in Section 27.6(c). Notice of actions taken in closed session by the Board and its Committees shall normally be made public as soon as practicable following the meeting. Actions may be withheld from release or release may be delayed if disclosure would constitute an invasion of privacy of individuals or would adversely affect the interests of the University in a manner contrary to the purpose of the closed session exceptions in applicable open meeting laws. Release of actions shall be determined by the President of the University, the Secretary and Chief of Staff, the Chief Investment Officer, and the Chief Compliance and Audit Officer in their respective areas of responsibility, in consultation with the General Counsel, or, upon determination of the General Counsel in the General Counsel's area of responsibility.

(c) Disclosure of Closed Session Materials

Minutes and agenda materials from closed session meetings shall be kept confidential by members and staff and released only as follows:

- As required by law or legal process; or
- The President of the University, the Secretary and Chief of Staff , the Chief Investment Officer, and the General Counsel of The Regents in their respective areas of responsibility may release from closed session background information as required for the conduct of ordinary business of the University; or
- The President of the University or the Secretary and Chief of Staff, in consultation as appropriate with the Chair of the Board and General Counsel of The Regents, may release information for scholarly purposes or other good cause if the substance would not presently be considered in closed session, if the substance would be scheduled for release to the public subsequent to the closed session, or if the information is twenty-five years or more old.

University Executives

30. President of the University

The President of the University is appointed by and serves at the pleasure of the Board, and exercises authority delegated by the Board pursuant to Bylaw 22.1. The President is the executive head of the University and facilitates the development by the Board of the University's direction, goals and strategy. The President implements the policies and objectives of the Board, and keeps the Board informed of all significant developments affecting the University. The President administers the day to day central and/or system-wide functions of the University, except those activities within the responsibility of the Principal Officers. The President develops, and on the approval of the Board, manages the University budget. The President serves as the academic leader of the University, subject to any authority delegated to the Academic Senate, and is expected to consult with the Academic Senate, consistent with the principles of shared governance, on issues of significance to the general welfare and conduct of the faculty. The President is charged with establishing a University environment that is conducive to compliance with law, regulation, policy and ethical principles. The President is expected to promote diversity in the University community, consistent with applicable law and the public mission of the University. The President serves as principal administrative spokesperson for the University, promoting the University's interests and managing its reputation with external stakeholders. Except as may be otherwise provided in the Bylaws or as may be within the authority of a Principal Officer, the President represents the University before the executive and legislative branches of the state and federal governments, and of any foreign governments.

31. Chancellors

The Chancellors of the University campuses are appointed by and serve at the pleasure of the Board, on recommendation of and in consultation with the President of the University. The Chancellors serve as the executive heads of their respective campuses, implementing the policies and objectives of the Board and of the President of the University, and apprising the Board and the President of the University of significant developments affecting their campuses and the University. The Chancellors set the policies, goals and strategic direction for their campuses, consistent with those of the University. The Chancellors are responsible for the organization, internal administration, operation, financial management, and discipline of their campuses within the budget and policies approved by the Board and/or the President of the University. They oversee all faculty personnel and other staff at their locations, and appoint all members of the instructional staff, and may fix their remuneration in accordance with the provisions of the budget established by the Board and the salary scales of the University. On recommendation of the Academic Senate, the Chancellors are authorized to confer academic degrees on candidates successfully completing their courses of instruction. The Chancellors are authorized to serve as principal spokespersons for their campuses, and shall preside at all formal functions of their campuses unless they delegate the presiding function to a campus provost, vice chancellor, or dean.

Academic Senate

40. Academic Senate.

40.1. Duties and Powers of the Academic Senate.

The Regents recognize that faculty participation in the shared governance of the University of California through the agency of the Academic Senate ensures the quality of instruction, research and public service at the University and protects academic freedom. The Academic Senate shall perform such duties as the Board may direct and shall exercise such powers as the Board may confer upon it. The Academic Senate, subject to the approval of the Board, shall determine the conditions for admission and for certificates and degrees, and recommend to the President all candidates for degrees. The Academic Senate shall authorize and supervise all courses and curricula, except in the Hastings College of the Law, in professional schools offering work at the graduate level only, and over non-degree courses in the University Extension. No change in the curriculum of a college or professional school shall be made by the Academic Senate until such change shall have been submitted to the formal consideration of the faculty concerned. The Academic Senate may select committees to advise the President and Chancellors on campus and University budgets and, through the President, or to the Regents directly by a formal Memorial, may address the Board on any matter pertaining to the conduct and welfare of the University.

40.2. Organization of the Academic Senate

Membership in the Academic Senate is as determined in Regents Policy. The Academic Senate shall organize and choose its own officers and committees and may delegate authority to its divisions or committees as appropriate.

40.3. Special Provisions Concerning Faculty

(a) No Political Test

No political test shall ever be considered in the appointment and promotion of any faculty member or employee.

(b) Privilege of a Hearing Before the Academic Senate

Any member of the Academic Senate shall have the privilege of a hearing by the appropriate committee or committees of the Academic Senate on any matter relating to personal, departmental, or University welfare.

(c) Tenure

All appointments to the positions of Professor and Associate Professor and to positions of equivalent rank are continuous in tenure until terminated by retirement, demotion, or dismissal. The termination of a continuous tenure appointment or the termination of the appointment of any other member of the faculty before the expiration of the appointee's contract shall be only for good cause, after the opportunity for a hearing before the properly constituted advisory committee of the Academic Senate, except as otherwise provided in a Memorandum of Understanding for faculty who are not members of the Academic Senate.

An Assistant Professor who has completed eight years of service in that title, or in that title in combination with other titles as established by the President, shall not be continued after the eighth year unless promoted to Associate Professor or Professor. By exception, the President may approve appointment of an Assistant Professor beyond the eighth year for no more than two years.

(d) Security of Employment

A Lecturer-Potential Security of Employment or Senior Lecturer-Potential Security of Employment appointed at more than half time who has completed eight years of service in that title, or in that title in combination with other titles as established by the President, shall not be continued in that title after the eighth year unless given appointment with security of employment.

By exception, the President may approve appointment of a Lecturer-Potential Security of Employment or Senior Lecturer-Potential Security of Employment on more than half time beyond the eighth year without security of employment, but may not extend it beyond two years.

(e) Dismissal

Dismissal of an academic appointee who holds tenure or security of employment shall be only for good cause and shall be voted by the Board upon recommendation of the President of the University, following consultation with the appropriate Chancellor. Prior to recommending dismissal, the Chancellor shall consult with the appropriate advisory committee(s) of the Division of the Academic Senate.

Appendix A - Charter of the Academic and Student Affairs Committee

- A. Purpose. The Academic and Student Affairs Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the educational philosophy and objectives of the University, to admissions policy, to student affairs, and to the academic planning, instruction, research and public service activities of the University.
- B. Membership/Terms of Service: The identity, appointment and terms of service of Committee members shall be as specified in Bylaws 24.4 through 24.6, except that the California Superintendent of Public Instruction shall be added to the Committee as a voting ex officio member.
- C. Delegated Authority. The Committee shall have plenary authority to approve the following matters which, on approval, shall require no further action or authorization from the Board or any other committee. Unless otherwise specified, any approval authority for these matters that falls outside parameters expressly reserved to the Board or a Committee is delegated to the President.
- Making any cardinal change to a prime contract to manage and operate a National Laboratory or other Comparable Facility.
 - Allocation of the annual fee earned by the University from an affiliated business entity formed to manage and operate any National Laboratory or Comparable Facility.
- D. Other Oversight Responsibilities. The charge of the Committee shall include reviewing and making recommendations to the Board with regard to the following matters and/or with regard to the following areas of the University's business:
- Enrollment and admissions
 - Access and affordability for undergraduate, graduate academic, and graduate professional students
 - Residency
 - Student life and student conduct
 - Academic personnel
 - Faculty life and faculty conduct
 - Privilege and Tenure
 - Undergraduate, graduate academic and graduate professional curricula
 - Degrees and Certificates
 - Academic Calendar
 - Establishment and disestablishment of campuses, colleges and schools
 - Research directions, funding, structures and accomplishments

- Internal and external research collaboration
- Intellectual property
- Technology transfer and commercialization
- Innovation and entrepreneurship in curricula, degrees and research
- Public service related to academic affairs
- Master Plan for Higher Education
- Strategic Academic Plans
- K-12 engagement, student preparation for college success, and school improvement
- Diversity
- Campus climate and inclusion
- CSU and CCC relations
- Division of Agriculture and Natural Resources
- Natural Reserve System
- Department of Energy National Laboratories
- Appointments of Regents Professors and University Professors
- Approval of equivalent academic ranks

The assignment of responsibility to a Standing Committee signifies the Committee to which matters otherwise appropriate for Board consideration generally will be referred and does not create an independent obligation to present a matter to the Board or to a Committee.

- E. National Laboratories Subcommittee. The Committee hereby establishes the National Laboratories Subcommittee to assist the Committee in discharging its governance and oversight responsibilities with regard to the Lawrence Berkeley National Laboratory, the Lawrence Livermore National Laboratory, the Los Alamos National Laboratory, and any other Comparable Facility. A Comparable Facility shall include any National Laboratory or other Federally Funded Research and Development Center as identified by federal regulation. The duties and responsibilities of the Subcommittee, and the plenary authority delegated to it by the Board, are set forth as follows.
1. Purpose. In support of the Academic and Student Affairs Committee (the “related Standing Committee”), the National Laboratories Subcommittee shall consider, make recommendations, and act pursuant to delegated authority on matters pertaining to the research and other activities of the Lawrence Berkeley National Laboratory, the Lawrence Livermore National Laboratory, the Los Alamos National Laboratory, and any other National Laboratory or Comparable Facility and any affiliated business entity holding a prime contract to manage and operate a National Laboratory or Comparable Facility.
 2. Membership/Terms of Service: The identity, appointment and terms of service of Subcommittee members shall be as specified in Bylaws 25.3 through 25.5.

3. Delegated Authority. The Subcommittee shall have plenary authority to approve the following matters which, on approval, shall require no further action or authorization from the Board, the related Standing Committee or any other committee. Unless otherwise specified, any approval authority for these matters that falls outside parameters expressly reserved to the Board or a Committee is delegated to the President.
- Making any cardinal change to a prime contract to manage and operate a National Laboratory or other Comparable Facility.
 - Allocation of the annual fee earned by the University from an affiliated business entity formed to manage and operate any National Laboratory or Comparable Facility.
4. Other Oversight Responsibilities. In addition to the authority delegated to the Committee described above, and to the extent not otherwise within such authority, the charge of the Subcommittee shall include reviewing and making recommendations to the related Standing Committee with regard to the following matters and/or with regard to the following areas of the University's business:
- The University's participation in any solicitation for or contract to manage and operate a National Laboratory or Comparable Facility.
 - The University's participation in any business entity formed to manage and operate a National Laboratory or other Comparable Facility
 - Oversight of relationships between and among the University, the Department of Energy, the National Nuclear Security Administration, other pertinent state and federal authorities, and any business partners and business entities with responsibility for management and operation of a National Laboratory or Comparable Facility
5. Reporting. In addition to the reports required under Bylaw 25.8, the Subcommittee shall report to the related Standing Committee any material developments in the operation of the National Laboratories or Comparable Facilities, including those that concern the health and safety of laboratory personnel or the surrounding communities, those that have the potential to expose the University to financial loss, those that have the potential materially to impact fees earned by the University for management and operation of a National Laboratory or Comparable Facility, and/or those that have the potential to adversely impact the University's relationship with state or federal authorities or University business partners.

Appendix B - Charter of the Compliance and Audit Committee

- A. Purpose. The Compliance and Audit Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the quality and integrity of the University's financial reporting systems and controls; the qualifications, performance and independence of the University's independent financial auditor; the function and performance of the University's compliance, internal audit and risk management programs; and the University's commitment to meeting all applicable legal, regulatory and policy requirements.
- B. Membership/Terms of Service. The identity, appointment and terms of service of Committee members shall be as specified in Bylaws 24.4 through 24.6, except that neither the President of the University nor the Chief Financial Officer of the University shall be eligible to serve on the Committee. The Committee may include non-voting advisory members (in addition to Chancellors) with expertise relevant to the work of the Committee.
- C. Delegated Authority. The Committee shall have plenary authority to approve the following matters which, on approval, shall require no further action or authorization from the Board or any other committee.
- Approval of the audit scope and plan of the independent financial auditor
 - Approval of the annual internal audit and compliance plans
 - Approval of litigation settlements and other settlements of disputed claims in which the amounts paid, or the amounts compromised on monies owed, is between \$1 million and \$5 million
 - For settlements over \$5 million, or where the settlement involves significant questions of University policy, or where the agreement is with an Officer of the University or an Officer of the Corporation, the Committee shall make recommendations for Board approval
 - For settlements less than \$1 million, approval authority shall be determined pursuant to Regents policy
- D. Other Oversight Responsibilities. In addition to the authority delegated to the Committee described above, and to the extent not otherwise within such authority, the charge of the Committee shall include reviewing and making recommendations to the Board with regard to the following matters and/or with regard to the following areas of the University's business:

- Monitoring University compliance with applicable laws, regulations and policies, including those concerning conflicts of interest and financial disclosure, those presenting a risk of a material financial impact to the University, and those relating to the University's policies prohibiting discrimination and harassment.
- Developing and implementing the University's compliance program
- Developing an effective program for receiving, monitoring and investigating complaints of alleged improper governmental activities (i.e. a "whistleblower" program)
- Operational risk management enterprise wide
- Cyber security risks and management response
- Establishing the University's internal audit program
- Establishing an effective environmental health and safety program
- Responding to external inquiries such as state and federal regulatory investigations and audits
- Litigation settlements and other settlements of disputed claims
- Monitoring and assuring control environment related to financial controls, operational controls, legal compliance and risk management are effective
- Developing and implementing corrective actions for identified deficiencies in financial controls or legal compliance
- Appointment and compensation of the Chief Compliance and Audit Officer, who oversees the compliance and audit functions of the University
- The appointment of the external independent financial auditor, the external audit plan and the general delivery of these services
- Resolving any disputes between the independent financial auditor and management
- Assuring that the independent financial auditor has access to the Committee for independent discussions, where appropriate
- Overseeing development and regular review of the University's ethics policies and statements of ethical principles

The assignment of responsibility to a Standing Committee signifies the Committee to which matters otherwise appropriate for Board consideration generally will be referred and does not create an independent obligation to present a matter to the Board or to a Committee.

- E. Independent Experts. The Committee shall have the authority to retain independent legal counsel, following consultation with the General Counsel, and to retain other independent experts, as necessary to conduct the business of the Committee.

Appendix C - Charter of the Finance and Capital Strategies Committee

- A. Purpose. The Finance and Capital Strategies Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the University's fiscal and financial affairs, business operations, land use, and capital facilities and strategies.
- B. Membership/Terms of Service: The identity, appointment and terms of service of Committee members shall be as specified in Bylaws 24.4 through 24.6.
- C. Other Oversight Responsibilities. In addition to the authority delegated to the Committee described above (if any), and to the extent not otherwise within such authority, the charge of the Committee shall include reviewing and making recommendations to the Board with regard to the following matters and/or with regard to the following areas of the University's business:
- Expenditures and appropriation of funds
 - Cash management
 - Bank accounts and banking relationships
 - External financing
 - Capital Financial Plans (e.g. 10 Year Capital Financial Plan)
 - Capital planning and capital budget requests
 - University Budget and planning
 - State Budget requests
 - Review of operating and capital budgets on a campus by campus basis
 - Indirect cost recovery
 - Financial Performance of Insurance programs.
 - Captive insurance affiliates and programs
 - Procurement
 - Significant financial programs (e.g. Fiat Lux, Procurement, asset management)
 - Large-scale enterprise systems (e.g. UC PATH)
 - Annual valuations for UCRP and the retiree health program
 - University Investments
 - Real estate sales, purchases and leases, easements, licenses, mineral rights
 - Physical design framework
 - Design approvals
 - Facilities Operations
 - Long Range Development Plans (LRDPs) and environmental policy matters
 - Energy matters
 - Sustainability matters

The assignment of responsibility to a Standing Committee signifies the Committee to which matters otherwise appropriate for Board consideration generally will be referred and does not create an independent obligation to present a matter to the Board or to a Committee.

- D. Consultation with Other Committees. The Committee shall consult with the Chair of the National Laboratories Subcommittee in advance of, or concurrent with, consideration, recommendation, or approval, of projects of strategic importance to the National Laboratories. The Committee shall consult with the Health Services Committee on plans for improvements and capital improvement requests involving UC Health or any of its components prior to or concurrent with consideration, recommendation, or approval by the Finance and Capital Strategies Committee. This requirement applies only to those capital projects that are related to patient care or research, or are otherwise of strategic importance to UC Health.
- E. Investments Subcommittee. The Committee hereby establishes the Investments Subcommittee to assist the Committee in discharging its oversight responsibilities with regard to University investments. The duties and responsibilities of the Subcommittee, and the plenary authority delegated to it by the Board, are set forth as follows.
1. Purpose. In support of the Finance and Capital Strategies Committee (the “related Standing Committee”), the Investments Subcommittee shall consider, make recommendations, and act pursuant to delegated authority on matters pertaining to University investment strategy and operations, and pertaining to the review and reporting of investment results.
 2. Membership/Terms of Service. The identity, appointment and terms of service of Subcommittee members shall be as specified in Bylaws 25.3 through 25.5.
 3. Special Requirements for Members/Advisors. Except as specifically provided in this Charter, neither the Subcommittee nor any of its members or advisors shall direct or attempt to direct the University’s internal or external investment managers with regard to the selection of specific investments, specific funds or specific investment managers. The role and authority of such members and advisors shall be limited to providing general direction though policy and to monitoring and reporting investment results.
 4. Delegated Authority. The Subcommittee shall have plenary authority to approve the following matters which, on approval, shall require no further action or authorization from the Board, the related Standing Committee or any other committee. Unless otherwise specified, any approval authority for these matters that falls outside parameters expressly reserved to the Board or a Committee is delegated to the President or the Chief Investment Officer, within their respective jurisdictions.

- Determination of asset classes
 - Asset allocation policy
5. Other Oversight Responsibilities. In addition to the authority delegated to the Committee described above, and to the extent not otherwise within such authority, the charge of the Subcommittee shall include reviewing and making recommendations to the related Standing Committee with regard to the following matters and/or with regard to the following areas of the University's business:
- Investment policy and strategy
 - Physical asset management (e.g. real estate held as investments)
 - Investment accounts/custodian relationships
 - Retirement system investments
 - Endowment funds investments
 - Short term and liquidity investments
 - Investment operations
 - Investment results and reporting
 - Annual valuations for UCRP and the retiree health program
6. Expert Advisors. The Subcommittee shall have the authority to retain independent investment experts and advisors, as necessary to conduct the business of the Subcommittee. Any advisors not otherwise subject to University policy, shall be subject to the laws and policies applicable to Regents governing compensation and reimbursement of expenses, and shall be subject to conflict of interest disclosure and recusal obligations as specified in the University's Conflict of Interest Code and other applicable policies.
7. Reporting. In addition to the reports required under Bylaw 25.8, the Subcommittee shall report to the related Standing Committee any material developments in the University's investments operation and in the University's investment portfolio.

Appendix D - Charter of the Governance and Compensation Committee

- A. Purpose. The Governance and Compensation Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the organization and management of the Board, pertaining to the appointment and compensation of the University's senior leadership, and pertaining to the development, review and amendment of employee compensation and benefits programs and policies.
- B. Membership and Terms of Service. The Committee shall consist of the President of the Board, the Chair of the Board, the President of the University, and six other Regents, appointed by the Chair of the Board, no later than March of each year for the ensuing year. .
- C. Delegated Authority. The Committee shall have plenary authority to approve the formation of Subcommittees, appointment of Subcommittee members, and the portion of a Committee Charter governing a Subcommittee except that any delegation of authority to a Subcommittee or change in plenary authority delegated to a Subcommittee shall be approved by the Board. .
- D. Board Leadership and Committee Assignments. The Committee shall be responsible for presenting to the Board no later than May of each fiscal year a slate of candidates for Chair and Vice Chair of the Board, Chair and Vice Chair of each Standing Committee, and the remaining members of each Standing Committee (except the Governance and Compensation Committee, whose members are selected by the Chair of the Board), for the following fiscal year.
- E. Other Oversight Responsibilities. In addition to the authority and responsibilities described above, the charge of the Committee shall include reviewing and making recommendations to the Board with regard to the following matters and/or with regard to the following areas of the University's business:
- Review and amendment of the University's Bylaws, Regents Policies and other governing documents
 - Formation and organization of the Board's Standing Committees, subcommittees and special committees, and development of committee charters
 - Appointments in Board leadership or on Board committees
 - Review and oversight of the Board code of conduct and other Board policies
 - Oversight of member compliance with laws, regulations and University policy
 - Development of Board training and performance assessment programs
 - Development of Board meeting and other processes

- Appointment and assessment of University senior leadership, in accordance with University policy
- Approval of senior executive compensation, in accordance with University policy
- Review of University compensation and benefit plans and programs
- Development of compensation benchmarks and other tools to assess the efficiency and competitiveness of the University's compensation and benefits plans and programs
- Oversight of University collective bargaining practices
- Assuring that appropriate subject matter expertise is available to the Board and its Committees
- Recommending to the Board procedures to consider any allegation that a Regent, Committee member, Regent Designate or advisor to a Board Committee has not fulfilled their duties as set forth in University Bylaws, policy or applicable law; to implement appropriate response(s) when such allegation is found to have merit, and to determine levels of authority to act on such matters.

The assignment of responsibility to a Standing Committee signifies the Committee to which matters otherwise appropriate for Board consideration generally will be referred and does not create an independent obligation to present a matter to the Board or to a Committee.

- F. Consultation With Other Committee Chairs on Compensation Matters. The Governance and Compensation Committee shall consult with the Chairs of other Standing Committees or Subcommittees, as appropriate, in making determinations and recommendations regarding the appointment and compensation of employees within the jurisdiction of those other committees.

Appendix E - Charter of the Health Services Committee

- A. **Purpose.** The Health Services Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the University's health professions schools, academic health centers, health systems, non-hospital clinics and student health and counseling centers ("UC Health").
- B. **Membership.** The Committee shall consist of sixteen members, constituted as follows:
- The President of the Board, serving in an ex officio capacity
 - The Chair of the Board, serving in an ex officio capacity
 - The President of the University, serving in an ex officio capacity
 - A member of the Regents Finance and Capital Strategies Committee
 - A member of the Regents Governance and Compensation Committee
 - Three other Regents
 - The senior executive in the Office of the President charged with overseeing UC Health, serving in an ex officio capacity
 - Two Chancellors of University of California campuses
 - One member in good standing of the Academic Senate, holding a clinical appointment at one of the University's schools of medicine
 - Four additional advisory members, demonstrating expertise in health care delivery management, academic health services, health care mergers and acquisitions or other relevant expertise
- C. **Appointment.** Except for ex officio members, all members of the Committee, and those chosen to serve as Chair and Vice Chair, shall be nominated by the Governance and Compensation Committee, and approved by the Board. Candidates for the Chancellor, Academic Senate, and Advisory Member positions on the Committee shall be forwarded for consideration to the Governance and Compensation Committee by the President of the University.
- D. **Term.** Unless otherwise specified by action of the Board, voting members of the Committee, other than ex officio members, shall be appointed for a term of one year. Advisory members may serve for such terms as recommended by the Governance and Compensation Committee, and approved by the Board, and shall not be subject to any term limits.
- E. **Voting and Quorum.** Only the Regent members of the Committee shall be permitted to vote on Committee business. Nonvoting members may be permitted to participate in all respects on matters brought before the Committee, except for participating in the vote. A quorum of the Committee shall be four Regent members.

- F. Special Requirements for Chancellors/Advisory Members. A Chancellor member of the Committee shall be permitted to participate on a matter primarily affecting or benefitting their campus only to the extent of presenting or assisting in the presentation of the matter to the Committee, and shall not otherwise participate in the Committee's deliberations. This limitation shall not apply when the matter is expected to affect or benefit all or substantially all UC Health campuses.
- G. Delegated Authority Over Transactions.
1. General Delegation: Subject to the limitations and other requirements specified below, the Committee shall have plenary authority to approve the following UC Health business transactions, which, on approval, shall require no further action or authorization from the Board or any other committee:
 - alliances and affiliations involving University financial commitments, use of the University's name, research resources, and the University's reputation;
 - acquisitions of physician practices, hospitals and other facilities and clinics and ancillary services providers;
 - participation or membership in joint ventures, partnerships, corporations or other business entities; and
 - other business transactions primarily arising from or serving the programs or services of UC Health.
 2. Further Delegation: With review and approval of the Chair or Vice Chair of the Health Services Committee, the President may approve any UC Health transaction that can reasonably be anticipated to commit or generate no more than the lesser of (i) 1.5% of the relevant Medical Center's annual operating revenue for the previous fiscal year, or (ii) \$25 million and when combined with other transactions approved by the President for a particular Health Center in the current fiscal year, would reasonably be anticipated to commit or generate no more than the lesser of (i) 3% of the relevant Health Center's annual operating revenue for the previous fiscal year, or (ii) \$50 million; nor to any transaction involving more than one Medical Center.
 3. Exclusions From Delegations:
 - When a transaction is predominantly (by revenue committed or generated) a real estate transaction; or
 - when a transaction includes issuance of debt; or
 - when a transaction is anticipated to generate or commit more than 3% of the annual operating revenue of the sponsoring health center(s), as reflected in the audited financial statement(s) for the most recent fiscal year; or
 - when a transaction, when combined with the value of other transactions approved by the Committee in the current fiscal year, reasonably is

anticipated to generate or commit more than 5% of the annual operating revenue of the sponsoring health center(s), as reflected in the audited financial statements for the most recent fiscal year.

H. Delegated Authority Over Appointments and Compensation.

1. When the appointment of or compensation for an employee serving UC Health or any of its components, whose compensation is paid solely from sources other than State general fund support to the University, otherwise requires approval from the Regents or a Committee of the Regents, the Health Services Committee may review and approve such appointment and/or compensation without further Regents action.
2. The Committee shall develop a benchmarking framework for use in evaluating compensation proposals that may be approved under the authority delegated in paragraph H(1). The benchmarking framework shall identify peer institutions against which UC Health competes for high level positions and identify external salary data for positions comparable to those that may be approved by the Committee. The benchmarking framework shall be reviewed and approved by the Health Services Committee and the Governance and Compensation Committee at least every two (2) years.

I. Other Oversight Responsibilities. In addition to the authority described above, the Committee may review and make recommendations with regard to the following matters and/or with regard to the following areas of the University's business:

- The general operation of UC Health
- Functions and operations of the governing body of each of the academic health centers
- Systemwide or regional UC Health initiatives
- Patient care and the cost, quality and accessibility of service
- Development of health system performance dashboards
- Strategic plans and budgets for UC Health
- Issuance of debt that may affect UC Health clinical strategy
- Real estate transactions that may affect UC Health clinical strategy
- Capital improvements that may affect UC Health clinical strategy
 - The Health Services Committee shall consider proposals for plans for improvements and capital improvement requests involving UC Health or any of its components prior to or concurrent with consideration, recommendation, or approval by the Finance and Capital Strategies Committee. This requirement applies only to those capital projects that are related to patient care or research, or are otherwise of strategic importance

to UC Health.

- Health system acquisitions, affiliations and alliances (for matters not covered by the Committee's delegated authority)
- Health system procurement
- Health system appointments and compensation (for matters not covered by the Committee's delegated authority)
- Health system incentive compensation programs
- Participation in government health care programs and contracts with private health plans
- University health benefits self-insurance programs under UC Health (e.g., UC Care)
- Health information privacy, security and data protection
- Regulatory compliance
- All other matters significantly affecting UC Health

The assignment of responsibility to a Standing Committee signifies the Committee to which matters otherwise appropriate for Board consideration generally will be referred and does not create an independent obligation to present a matter to the Board or to a Committee.

J. Administrative Committees. Notwithstanding any other University policy, the Regent members of the Committee shall be permitted to serve on committees or work groups established by the President of the University or other University administrators for the conduct of the business of UC Health.

K. Reporting. In addition to the reports required under Bylaw 24.11, the Committee shall deliver to the Board the following reports, which may be in writing, on at least an annual basis:

- The UC Health strategic plan and budget
- A report on the status of the University student health and counseling centers
- A report on the status of all health system transactions approved under the Committee's delegated authority during the previous three years

Appendix F - Charter of the Public Engagement and Development Committee

- A. Purpose. The Public Engagement and Development Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the University's engagement with key constituents, fundraising, and the development of effective advocacy programs for University stakeholders.
- B. Membership/Terms of Service: The identity, appointment and terms of service of Committee members shall be as specified in Bylaws 24.4 through 24.6.
- C. Delegated Authority. The Committee shall have plenary authority to endorse the commencement of fundraising campaigns above \$250 million, which, on approval, shall require no further action or authorization from the Board or any other Committee. Unless otherwise specified, any approval authority for these matters that falls outside parameters expressly reserved to the Board or a Committee is delegated to the President.
- D. Other Oversight Responsibilities. In addition to the authority delegated to the Committee described above, the charge of the Committee shall include reviewing and making recommendations to the Board with regard to the following matters and/or with regard to the following areas of the University's business:
- Legislative priorities and advocacy
 - University ballot endorsements and/or positions on public policy
 - Public awareness priorities
 - Campus fundraising campaigns and giving programs
 - Alumni relations

The assignment of responsibility to a Standing Committee signifies the Committee to which matters otherwise appropriate for Board consideration generally will be referred and does not create an independent obligation to present a matter to the Board or to a Committee.