

The Regents of the University of California

GOVERNANCE COMMITTEE

March 18, 2020

The Governance Committee met on the above date by teleconference meeting conducted in accordance with Paragraph 3 of Governor Newsom's Executive Order N-29-20.

Members present: Regents Anguiano, Elliott, Estolano, Kieffer, Lansing, Leib, Makarechian, Napolitano, Pérez, Sherman, and Zettel

In attendance: Regents Butler, Cohen, Guber, Kounalakis, Ortiz Oakley, Park, Reilly, Simmons, Sures, Um, and Weddle, Regents-designate Mart, Muwwakkil, and Stegura, Faculty Representatives Bhavnani and Gauvain, Secretary and Chief of Staff Shaw, General Counsel Robinson, Provost Brown, Executive Vice President and Chief Operating Officer Nava, Interim Executive Vice President and Chief Financial Officer Jenny, Chancellors Block, Christ, Gillman, Hawgood, Khosla, and Larive, and Recording Secretary Johns

The meeting convened at 2:45 p.m. with Committee Chair Pérez presiding.

1. APPROVAL OF MINUTES OF PREVIOUS MEETING

Upon motion duly made and seconded, the minutes of the meeting of January 23, 2020 were approved, Regents Anguiano, Elliott, Estolano, Kieffer, Lansing, Leib, Makarechian, Napolitano, Pérez, Sherman, and Zettel voting "aye."¹

2. UPDATE FROM WORKING GROUP ON BOARD OF REGENTS COMMITTEE STRUCTURE

[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.]

Regent Butler provided an update from the Working Group on the Board of Regents Committee Structure. The Regents had discussed this topic at their retreat meeting the previous year, including the challenges for various committees, how information is provided to Regents, how the committee structure affects the ability of the Regents to make informed decisions, and the question of whether the Regents have appropriate committees. So far, the Working Group had had two conference calls and considered what additional information about other institutions might be helpful, surveys of other public boards, and the history of the structure of the Board of Regents, which provides a context for understanding decisions that have been made in the past. The Working Group wished to speak with Committee Chairs about their challenges, such as those pertaining to information and decision-making. The Working Group would also speak with former

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

Regents about committee structures of the past. The purpose of this work would be to develop a proposal to the full Board for some adjustments to address problems in the current structure. The Working Group would also like to have a broader and longer discussion on the appropriate role of the Board of Regents, taking into consideration the history of the Board, past decisions on delegating authority, and the challenges of the 21st century; this longer discussion might be taken up by a different group appointed by Committee Chair Pérez.

Regent Lansing stated that she had served on the Board for some time and would be happy to share her experiences and insights.

Regent Kieffer observed that the issues outlined by Regent Butler had been longstanding concerns. The most difficult questions were those of which types of committees are appropriate and what authority they should have. In the near term, the Regents could make modest adjustments to committee structure. The longer-term question concerned the history of the University, its changes over 150 years, delegations of authority that had been made to the campuses and the Office of the President over time, and the appropriate current role of the Board.

Faculty Representative Bhavnani asked if the Working Group was interested in speaking with the Faculty Representatives about this set of issues. Regent Butler responded in the affirmative.

The meeting adjourned at 3:00 p.m.

Attest:

Secretary and Chief of Staff