

The Regents of the University of California

**GOVERNANCE COMMITTEE**

November 16, 2022

The Governance Committee met on the above date at UCSF-Mission Bay Conference Center, San Francisco campus and by teleconference meeting conducted in accordance with California Government Code §§ 11133.

Members present: Regents Cohen, Drake, Elliott, Leib, Park, Pérez, Reilly, and Sherman

In attendance: Regents-designate Ellis, Raznick, and Tesfai, Faculty Representatives Cochran and Steintrager, Regents Analyst Sheridan, General Counsel Robinson, Provost Brown, Executive Vice President and Chief Financial Officer Brostrom, Executive Vice President and Chief Operating Officer Nava, Vice President Lloyd, Chancellors Christ, Gillman, Hawgood, Khosla, May, Muñoz, and Wilcox, and Recording Secretary Johns

The meeting convened at 5:40 p.m. with Committee Chair Leib presiding.

**1. APPROVAL OF MINUTES OF PREVIOUS MEETING**

Upon motion duly made and seconded, the minutes of the meeting of September 21, 2022 were approved, Regents Cohen, Drake, Elliott, Leib, Park, Pérez, Reilly, and Sherman voting “aye.”<sup>1</sup>

**2. APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR TRICIA LYALL AS SECRETARY AND CHIEF OF STAFF TO THE REGENTS AS DISCUSSED IN CLOSED SESSION**

The Committee recommended approval of the following items in connection with the appointment of and compensation for Tricia Lyall as Secretary and Chief of Staff to the Regents:

- A. Per policy, appointment of Tricia Lyall as Secretary and Chief of Staff to the Regents, at 100 percent time.
- B. Per policy, an annual base salary of \$260,000.
- C. Per policy, eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.
- D. Per policy, standard pension and health and welfare benefits and standard senior management benefits including eligibility for Senior Manager Life Insurance and,

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

after five consecutive years of Senior Management Group service, eligibility for Executive Salary Continuation for Disability.

- E. Per policy, an administrative fund will be established for official entertainment and other purposes permitted by University policy. Adjustments may occur annually as allowed by policy.
- F. Ms. Lyall will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- G. This action will be effective on Ms. Lyall's start date, which is estimated to be on or about December 1, 2022.

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

[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 Leib briefly introduced the item.

Upon motion duly made and seconded, the Committee approved the recommendation and voted to present it to the Board, Regents Cohen, Drake, Elliott, Leib, Park, Pérez, Reilly, and Sherman voting "aye."

3. **APPROVAL OF EXCEPTION FOR MOVING AND RELOCATION EXPENSES FOR BARBARA CEVALLOS AS ASSOCIATE VICE PRESIDENT – SYSTEMWIDE CONTROLLER, OFFICE OF THE PRESIDENT AS DISCUSSED IN CLOSED SESSION**

The President of the University recommended that the Regents approve the following for Barbara Cevallos as Associate Vice President – Systemwide Controller, Office of the President:

As an exception to policy, extend the period of time to December 31, 2023 for Ms. Cevallos to (1) submit receipts and/or documentation supporting her moving and relocation expenses; (2) sell her former primary residence; and (3) complete her move. This permits the reimbursement of expenses authorized by Regents Policy 7710, Senior Management Group Moving Reimbursement, which are incurred by Ms. Cevallos through December 31, 2023.

[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 Pérez proposed an amendment to the recommendation to limit the extension provided to nine months, to September 30, 2023.

Upon motion duly made and seconded, the Committee approved the recommendation as amended and voted to present it to the Board, Regents Cohen, Drake, Elliott, Leib, Park, Pérez, Reilly, and Sherman voting “aye.”

4. **AMENDMENT OF REGENTS POLICY 7102: POLICY ON APPOINTMENT OF CHANCELLORS**

The President of the University recommended that the Regents amend Regents Policy 7102 – Policy on Appointment of Chancellors, as shown in Attachment 1.

[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.]

Vice President Lloyd explained that, in response to the recommendations by the Regents’ Working Group on Chancellor Search and Selection, amendments were made in July 2020 to Regents Policy 7102, Policy on Appointment of Chancellors. Additional amendments were now being proposed to revise the process for selecting the final candidate prior to making a recommendation to the full Board of Regents. The President would provide regular updates to the Chair and the Regent members of the search advisory committee throughout the negotiation process with the finalists and meet with the Regent members of the committee to inform them of the final candidate prior to making a recommendation to the full Board for consideration and approval.

Upon motion duly made and seconded, the Committee approved the President’s recommendation and voted to present it to the Board, Regents Cohen, Drake, Elliott, Leib, Park, Pérez, Reilly, and Sherman voting “aye.”

5. **APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR CATHERINE REINIS LUCEY, M.D., AS EXECUTIVE VICE CHANCELLOR AND PROVOST, SAN FRANCISCO CAMPUS AS DISCUSSED IN CLOSED SESSION**

The Committee recommended approval of the following items in connection with the appointment of and compensation for Catherine Reinis Lucey, M.D., as Executive Vice Chancellor and Provost, San Francisco campus:

- A. Per policy, appointment of Catherine Reinis Lucey, M.D., as Executive Vice Chancellor and Provost, San Francisco Campus, at 100 percent time.
- B. Per policy, an annual base salary of \$620,000.
- C. Per policy, standard pension and health and welfare benefits and standard senior management benefits including eligibility for senior manager life insurance and,

after five consecutive years of Senior Management Group service, eligibility for executive salary continuation for disability.

- D. Per policy, eligibility to continue to accrue sabbatical credits as a member of the tenured faculty, consistent with academic personnel policy.
- E. Per policy, eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.
- F. Dr. Lucey will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- G. This action will be effective on Dr. Lucey's start date, which is estimated to be on or about January 1, 2023.

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

[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 Leib briefly introduced the item.

Upon motion duly made and seconded, the Committee approved the recommendation and voted to present it to the Board, Regents Cohen, Drake, Elliott, Leib, Park, Pérez, Reilly, and Sherman voting "aye."

**6. APPROVAL OF SALARY INCREASE FOR JULIE HOOPER AS VICE CHANCELLOR FOR UNIVERSITY DEVELOPMENT AND ALUMNI RELATIONS, BERKELEY CAMPUS AS DISCUSSED IN CLOSED SESSION**

The Committee recommended approval of the following items in connection with a market-based salary adjustment for Julie Hooper as Vice Chancellor for University Development and Alumni Relations, Berkeley campus:

- A. Per policy, a 19.7 percent (\$88,036) market-based salary adjustment increasing Ms. Hooper's base salary from \$446,964 to \$535,000 as Vice Chancellor for University Development and Alumni Relations, Berkeley campus, at 100 percent time.
- B. Per policy, continuation of standard pension and health and welfare benefits and standard senior management benefits including eligibility for senior manager life

insurance and, after five consecutive years of Senior Management Group service, continued eligibility for executive salary continuation for disability.

- C. Per policy, continuation of eligibility to participate in the Senior Management Group Supplemental Benefit Program, subject to all applicable program requirements.
- D. Per policy, continuation of eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.
- E. Ms. Hooper will continue to comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- F. This action will be effective December 1, 2022.

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

[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 Leib briefly introduced the item.

Upon motion duly made and seconded, the Committee approved the recommendation and voted to present it to the Board, Regents Cohen, Drake, Elliott, Leib, Park, Pérez, Reilly, and Sherman voting "aye."

The meeting adjourned at 5:45 p.m.

Attest:

Secretary and Chief of Staff

**Additions shown by underscoring; deletions shown by strikethrough**

**Regents Policy 7102 – Policy on Appointment of Chancellors**

*Approved May 15, 1981*

*Amended January 2008, June 26, 2018\*, and July 30, 2020*

**POLICY SUMMARY/BACKGROUND**

The Policy on Appointment of Chancellors facilitates the selection of candidates for Chancellorships by outlining the selection process for search advisory committee membership and the roles and responsibilities of the committee members.

**POLICY TEXT**

1. The President of the University will ensure that the University has a continuous robust process for identifying promising candidates. This process is included as an important complement to the systematic nationwide search which will be undertaken each time a vacancy occurs.
2. When a vacancy occurs or is imminent, the Board and the President each has a role in the appointment of a new chancellor. A search advisory committee will be formed to advise the appointment. The Committee will consist of:
  - The President of the University, who will serve ex-officio;
  - The Chair of the Board, who will serve ex-officio;
  - Five Regents appointed by the Chair of the Board;
  - Five faculty members appointed by the President of the University;
    - one shall be either the Chair or Vice Chair of the Academic Council;
    - one shall be a faculty member from a campus other than the one that is the subject of the search, chosen from a panel of no less than three nominees submitted by the Academic Senate's Universitywide Committee on Committees; and
    - three shall be campus faculty members chosen from a panel of no less than six nominees submitted by the campus Academic Senate Committee on Committees.
  - A graduate and an undergraduate student appointed by the respective graduate and undergraduate student associations of the campus;
  - An alumni representative appointed by the alumni association of the campus;

- A Foundation representative chosen by the President from a panel of no less than three names submitted by the Campus Foundation; and
  - A staff employee representative of the campus chosen by the President from a panel of no less than three names submitted by the Campus Staff Assembly.
3. The President of the University will meet with the Regent members of the Committee prior to the retention of the search firm and appointment of other members of the Committee to discuss the search process. The President will convene the Committee and ensure that the Committee has a strong balance of skills, background, and experience, and represents the diversity of the University community.
  4. The Committee shall solicit the opinions of a wide variety of groups in the search for candidates. The Committee shall invite faculty and other university stakeholders to submit any number of promising candidates to the Committee for consideration. The Committee will evaluate these nominations and may consider or suggest other names. It shall interview candidates.
  5. The Committee shall be mindful of the University's firm commitment to diversity in the employment of women and minorities in seeking out the most qualified candidates.
  6. After the Committee has completed its process, the President shall meet and discuss the Committee's recommended list of finalists for the position ~~and~~ candidates with the Regent members of the Committee. Throughout the negotiation process with the finalists, the President shall regularly update the Chair and, with the help of the Chair, update the Regent members of the Committee. Once the President has selected a final candidate to bring to the Board for approval, the President shall meet with ~~and then propose a candidate for approval by the Regent members of the Committee to inform them of the candidate,~~ prior to making the recommendation to the Board of Regents for consideration and approval. The President shall notify all non-Regent members of the Committee of the recommendation at an appropriate time.

## **NO RIGHT OF ACTION**

This policy is not intended to, and does not, create any right or benefit, substantive or procedural, enforceable at law or in equity by any party against the University of California or its Board of Regents, individual Regents, officers, employees, or agents.

*\*Technical Amendments made by the Secretary and Chief of Staff to the Regents per Policy 1000*