

The Regents of the University of California

**GOVERNANCE COMMITTEE**

March 16, 2022

The Governance Committee met on the above date at the UCSF-Mission Bay Conference Center, 1675 Owens Street, San Francisco and by teleconference meeting conducted in accordance with California Government Code §§ 11133.

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

In attendance: Regents Lott, Ortiz Oakley, and Zaragoza, Regents-designate Blas Pedral and Pouchot, Faculty Representative Horwitz, Secretary and Chief of Staff Shaw, Deputy General Counsel Woodall, Executive Vice President and Chief Financial Officer Brostrom, Executive Vice President Byington, Executive Vice President and Chief Operating Officer Nava, Vice President Lloyd, and Recording Secretary Johns

The meeting convened at 4:35 p.m. with Committee Vice Chair Leib presiding.

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

Upon motion duly made and seconded, the minutes of the meeting of January 19, 2022 were approved, Regents Cohen, Drake, Elliott, Leib, Pérez, Reilly, Sherman, and Sures voting “aye.”<sup>1</sup>

2. **APPROVAL OF EXCEPTION FOR MOVING AND RELOCATION EXPENSES FOR ANNE FOSTER, M.D., AS CHIEF CLINICAL (STRATEGY) OFFICER, UC HEALTH, OFFICE OF THE PRESIDENT AS DISCUSSED IN CLOSED SESSION**

The Committee recommended approval of the following for Anne Foster, M.D., as Chief Clinical (Strategy) Officer, UC Health, Office of the President:

As an exception to policy, extend the period of time to March 4, 2023 for Dr. Foster 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 Dr. Foster through March 4, 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.]

Vice President Lloyd introduced this item, a request for an extension of time for Anne Foster, M.D., as Chief Clinical (Strategy) Officer, UC Health, Office of the President, to

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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.

relocate her primary residence and submit relocation and moving expenses for reimbursement through March 4, 2023. Dr. Foster joined the University on March 4, 2021 in the midst of the COVID-19 pandemic. She has fulfilled her responsibilities remotely since that time; however, she has not been able to complete the relocation of her primary residence. Under Regents Policy 7710, Senior Management Group Moving Reimbursement, relocation should be completed within one year of the date an appointee first reports to the new job. Exceeding one year is an exception to policy, and therefore, this request requires approval by the Regents. Ms. Lloyd noted that this was a request for an extension of time, not for money.

Regent Pérez proposed that the item be amended to change the time period of the extension, from a one-year extension through March 4, 2023 to a six-month extension through September 4, 2022.

In response to a question by President Drake, Regent Pérez explained that there would be nothing in the amended item to prevent a further extension, but one would hope that this would not be necessary. If the employee made a significant effort to achieve relocation within this six-month extension, and there were some complication, the Regents would be receptive to helping resolve that complication.

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

3. **APPROVAL OF RETENTION COMPENSATION FOR MICHAEL WITHERELL AS LABORATORY DIRECTOR, LAWRENCE BERKELEY NATIONAL LABORATORY AS DISCUSSED IN CLOSED SESSION**

The Committee recommended approval of the following items in connection with retention compensation for Michael Witherell as Laboratory Director, Lawrence Berkeley National Laboratory:

- A. Per policy, current base salary of \$515,041 will remain unchanged by this proposed action, and Director Witherell will continue to be eligible for salary increases under systemwide salary programs, i.e., merit and/or general increases consistent with Universitywide guidelines and the Department of Energy compensation program.
- B. As an exception to policy, retention payments not to exceed \$300,000 total, paid in two installments in January 2025 and January 2026. Director Witherell must remain actively employed as Laboratory Director through December 31, 2024 to be eligible for the January 2025 retention payment and through December 31, 2025 to be eligible for the January 2026 retention payment.
- C. Per policy, continuation of standard pension and health and welfare benefits and standard senior management benefits (including senior management life insurance

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

- D. Per policy, continued annual automobile allowance of \$8,916.
- E. Per policy, continuation of a monthly contribution to the Senior Management Supplemental Benefit Program.
- F. Per policy, continued eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.
- G. Director Witherell will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- H. This action will be effective upon approval.

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 Vice 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, Pérez, Reilly, Sherman, and Sures voting "aye."

#### 4. **REVIEW AND AMENDMENT OF THE SCHEDULE OF REPORTS TO THE REGENTS**

The President of the University recommended that (1) the Schedule of Reports be amended as shown in Attachment 1, and (2) the Regents affirm that the reports remain useful and extend the reports shown on Attachment 1 for a three-year period, through March 2025.

[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.]

Secretary and Chief of Staff Shaw explained that this was a routine item. The Schedule of Reports is a list of all regular reports that have been requested by Regents, either by policy or by action. The proposed amendment was part of a routine review and included the addition of several reports that had been requested since the last revision. There were also minor date and title changes to reports, as requested by divisions at the Office of the

President. In addition, Regents Policy 1118, Policy on Reports to the Regents, requires that all reports to the Regents be reviewed every three years to determine whether they remain useful to the Board; this item represented that review.

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, Pérez, Reilly, Sherman, and Sures voting "aye."

The meeting adjourned at 4:45 p.m.

Attest:

Secretary and Chief of Staff

Pending Approval