

The Regents of the University of California

GOVERNANCE COMMITTEE

September 21, 2022

The Governance Committee met on the above date at the Price Center, San Diego 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 Chu, Kounalakis, Ortiz Oakley, and Timmons, Regents-designate Ellis and Raznick, Faculty Representatives Cochran and Steintrager, Interim Secretary and Chief of Staff Lyall, General Counsel Robinson, Provost Brown, Vice Presidents Brown and Lloyd, Chancellors Christ, Hawgood, and Wilcox, and Recording Secretary Johns

The meeting convened at 5:05 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 July 21, 2022 were approved, Regents Cohen, Drake, Elliott, Leib, Park, Pérez, Reilly, and Sherman voting “aye.”¹

2. APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR DOUGLAS HAYNES AS VICE PROVOST, ACADEMIC PERSONNEL AND PROGRAMS, OFFICE OF THE PRESIDENT AS DISCUSSED IN CLOSED SESSION

The Committee recommended approval of the following items in connection with the appointment of and compensation for Douglas Haynes as Vice Provost, Academic Personnel and Programs, Office of the President:

- A. Per policy, appointment of Douglas Haynes as Vice Provost, Academic Personnel and Programs, Office of the President, at 100 percent time.
- B. Per policy, an annual base salary of \$373,600.
- C. Per policy, standard pension and health and welfare benefits and standard senior management benefits, including eligibility for senior management life insurance upon start date and eligibility for executive salary continuation for disability after five consecutive years of Senior Management Group service.
- D. Reimbursement of actual and reasonable moving and relocation expenses associated with relocating Mr. Haynes’s primary residence subject to the

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

limitations under Regents Policy 7710, Senior Management Group Moving Reimbursement. If Mr. Haynes voluntarily separates from this position prior to completing one year of service or accepts an appointment at another University of California location within 12 months from his initial date of appointment, he will be required to pay back 100 percent of these moving and relocation expenses.

- E. Per policy, eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.
- F. Per policy, continued eligibility to accrue sabbatical credits as a member of the tenured faculty, consistent with academic personnel policy.
- G. Per policy, if Mr. Haynes maintains an active research program during his appointment as Vice Provost, Academic Personnel and Programs, the University will provide an annual allocation of \$10,000 in Office of the President (UCOP) funding to him for his research program for the duration of his appointment as Vice Provost, Academic Personnel and Programs. He may use these funds in any manner consistent with policies and that supports his research needs. Unexpended funds remaining at the date of the end of his appointment as Vice Provost, Academic Personnel and Programs would still then be available to him for subsequent use if he remains a member of the faculty of the University.
- H. Mr. Haynes will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- I. This action will be effective on Mr. Haynes's start date, which is estimated to be on or about October 3, 2022.

The compensation described above shall constitute the University's total commitment until modified by the Regents or 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."

3. **APPROVAL OF INCENTIVE COMPENSATION USING NON-STATE FUNDS FOR FISCAL YEAR 2021–22 FOR JAGDEEP SINGH BACHHER AS CHIEF INVESTMENT OFFICER AND VICE PRESIDENT – INVESTMENTS, OFFICE OF THE PRESIDENT AS DISCUSSED IN CLOSED SESSION**

The Committee recommended approval of an incentive award of \$1,422,487 for Plan Year 2021–22, under the Office of the Chief Investment Officer Annual Incentive Plan (AIP), for Jagdeep Singh Bachher as Chief Investment Officer and Vice President – Investments, Office of the President. The recommended incentive award represents 200 percent of Mr. Bachher’s total salary paid as of the end of the 2021–22 Plan Year of \$711,243.50.

The incentive compensation described above shall constitute the University’s total commitment regarding incentive compensation 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 Drake, Elliott, Leib, Park, Pérez, Reilly, and Sherman voting “aye” and Regent Cohen abstaining.

4. **APPROVAL OF SALARY INCREASE FOR MICHAEL BRANDT AS DEPUTY LABORATORY DIRECTOR FOR OPERATIONS AND CHIEF OPERATING OFFICER, LAWRENCE BERKELEY NATIONAL LABORATORY AS DISCUSSED IN CLOSED SESSION**

The Committee recommended approval of the following items in connection with a salary increase for Michael Brandt as Deputy Laboratory Director for Operations and Chief Operating Officer, Lawrence Berkeley National Laboratory:

- A. Per policy, a five percent (\$22,722) market-based salary adjustment increasing Mr. Brandt’s base salary from \$454,488 to \$477,210 as Deputy Laboratory Director for Operations and Chief Operating Officer, Lawrence Berkeley National Laboratory, 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, eligibility for Executive Salary Continuation for Disability.

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

The compensation described above shall constitute the University's total commitment until modified by the Regents, President, or Laboratory Director, 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 President's recommendation and voted to present it to the Board, Regents Cohen, Drake, Elliott, Leib, Park, Pérez, Reilly, and Sherman voting "aye."

5. **PRESENTATION OF ANNUAL REPORT ON DIVERSITY IN CAMPUS AND SYSTEMWIDE EXECUTIVE SEARCHES**

[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 recalled that, in response to a July 2020 recommendation of the Regents Working Group on Chancellor Search and Selection, Systemwide Human Resources was requested to provide an annual report to the Regents on diversity in recruitment for campus and systemwide executive leadership positions. The report presented with this item, the Senior Management Group (SMG) Recruitments Diversity Report, covered the period March 2020 to February 2022. The report had a more limited scope, focused on SMG recruitment as the University did not have a systemwide applicant tracking system to centrally collect consistent applicant data from all the UC locations. The University uses a decentralized hiring model in which each UC location hires for positions, manages its own recruitment processes, and selects its own applicant tracking system. These SMG report data required several months of manual collection from UC locations and from firms engaged by the University.

The report indicated how hires have affected the overall diversity of the SMG population and how well the SMG population reflected the diversity of UC students, faculty, and staff and of the State of California. Overall, the report confirmed that UC has made progress toward achieving diversity among its executive leader employees in support of the

University's diversity goals expressed in Regents Policy 4400: Policy on University of California Diversity Statement to better reflect the diversity of the UC and state population.

UC's diversity recruitment strategies aim to increase the diversity of the applicant pool and candidate pool throughout each stage of the recruitment, which in turn increases the potential for a diverse candidate pool to provide opportunities to hire candidates who self-identify as one or more historically excluded populations currently underrepresented in the workforce. While the purpose of these strategies was to increase the diversity of the applicant and candidate pools, individual applicant and candidate diversity information was not a position-related qualification and could not be used in the recruitment evaluation and selection process.

UC uses many different diversity recruitment strategies to ensure inclusive and diverse pools. To attract a diverse applicant pool, UC uses inclusive and gender-neutral language in position descriptions, advertisements, and announcements and avoids limiting the position description to required or preferred qualifications that may exclude or deter prospective applicants with non-traditional education and/or career paths who might be successful candidates. Position descriptions include a qualification for demonstrated self-awareness and active commitment and engagement with others to enhance equity, diversity, and inclusion in decisions and actions.

To ensure that processes and decisions are equitable, inclusive, and minimize bias, many of the senior leader executive searches have included a Recruitment Equity Advisor on recruitment or selection advisory committees. Another strategy is to include interview questions that provide candidates with an opportunity to share their perspectives and what they have done to champion or support equity, diversity, and inclusion in the workplace, and what they envision doing if hired for the position.

Ms. Lloyd presented some key findings of the report. With an aggregated starting applicant pool of 2,549 completed searches, SMG recruitments overall retained diverse candidate pools throughout each stage of the recruitment process and resulted in 32 percent of hired candidates who self-identified as one or more historically excluded populations currently underrepresented in the workforce. This in turn increased the overall SMG population diversity from March 2020 to February 2022 for racially and ethnically diverse individuals and for woman-identified individuals by five percent for both groups. The population of hired SMG members was similar to or more diverse than UC faculty populations, but there were still opportunities to increase the overall diversity of the SMG population.

Fifty percent, or 20 of the 40 new SMG hires, were internal candidates, which demonstrated UC locations' commitment and value in supporting senior-level employee career development and retention through internal mobility and promotion. The SMG offer acceptance rate was 85 percent, or 40 out of 47 offers. Ten percent, or 76 out of 761 qualified candidates withdrew from recruitments at different stages before the offer stage. The most frequently cited reasons for candidates withdrawing or declining offers were accepting another position, a salary issue, cost of living concerns, or family unable or unwilling to relocate.

Committee Chair Leib asked Ms. Lloyd how she felt about the statistics in the report. Ms. Lloyd responded that this was a small population and that these were some of the most important roles at UC toward and into which employees can advance. She found it heartening that the University was promoting individuals internally and striving to bring more diverse candidates into applicant pools.

Regent Park reflected that these data were not particularly easy to retrieve and that the overall direction indicated by the data was positive. It was good that the University was taking the time to check on SMG diversity. She referred to the proportion of Latino(a) candidates at the applicant stage and stated that the University must be able to take some action to increase representation of Latino(a) candidates at this stage. UC must think about how it can improve at each stage of the cycle. She asked if UC, when considering search firms to engage, asks these firms about their track record on diversity. Ms. Lloyd responded that this was an appropriate question to ask. The University had a panel of search firms from which it selects firms to conduct executive searches. UC asks questions about a firm's track record on diversity and asks firms to maintain statistics.

Regent Park asked if this was a question that firms need to answer in order to be pre-approved for UC's panel. Ms. Lloyd explained that this question was asked in the Request for Proposals process. After narrowing down the number of firms for consideration, UC could ask these questions again as well.

Regent Pérez stated that he was shocked by how bad the statistics were for Latino(a)s at every step in the process. The numbers were especially bad in relation to the composition of the California population and he criticized the idea that these outcomes could be characterized as an improvement. There would have to be a rethinking in order to effect a change in outcomes. With respect to executive search firms, he questioned the usefulness of diversity statements and self-reported track records. All firms had a glowing diversity statement, but a firm's product or effort might not correspond to its statement. Based on his experiences of past searches, Regent Pérez noted that these efforts can seem performative and that sometimes individuals are placed in the applicant pool whose background is not aligned with the position; in these cases, one is doing a disservice to these individuals. This might produce favorable recruitment statistics but bad outcomes. He emphasized the need to secure the candidate who is the right fit for the job and will succeed. The effort for diversity must be real and not performative.

6. **DATES OF 2024 REGENTS MEETINGS**

The Chair of the Board and the President of the University recommended that the following dates of Regents meetings for 2024 be approved:

2024

January 23–25, 2024

March 19–21, 2024

May 14–16, 2024

July 16–18, 2024
September 17–19, 2024
November 12–14, 2024

[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 Chair of the Board and the President’s 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 5:30 p.m.

Attest:

Secretary and Chief of Staff