

The Regents of the University of California

**GOVERNANCE COMMITTEE**

January 18, 2023

The Governance Committee met on the above date at the Luskin Conference Center, Los Angeles campus.

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

In attendance: Regents Blas Pedral, Hernandez, Makarechian, Pouchot, Robinson, and Timmons, Regents-designate Ellis, Raznick, and Tesfai, Faculty Representatives Cochran and Steintrager, Secretary and Chief of Staff Lyall, General Counsel Robinson, Executive Vice President and Chief Financial Officer Brostrom, Executive Vice President and Chief Operating Officer Nava, Chancellors Gillman, Hawgood, Larive, Muñoz, and Wilcox, and Recording Secretary Johns

The meeting convened at 5:55 p.m. with Committee Chair Leib presiding.

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

Upon motion duly made and seconded, the minutes of the meetings of October 18 and November 16, 2022 were approved.

**2. APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR KEVIN CONFETTI AS ASSOCIATE VICE PRESIDENT – CHIEF RISK OFFICER, 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 Kevin Confetti as Associate Vice President – Chief Risk Officer, Office of the President:

- A. Per policy, appointment of Kevin Confetti as Associate Vice President – Chief Risk Officer, Office of the President, at 100 percent time.
- B. Per policy, an annual base salary of \$325,000.
- 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 participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.
- E. Mr. Confetti will comply with the Senior Management Group Outside Professional

Activities (OPA) policy and reporting requirements.

- F. This action will be effective on Mr. Confetti's start date, which is estimated to be on or about February 1, 2023.

The compensation described above shall constitute the University's total commitment until modified by the Regents, the President, or other approval authority 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.

3. **APPOINTMENT OF REGENTS' COMPLAINT RESOLUTION OFFICER FOR PURPOSES OF REGENTS POLICY 1112: POLICY ON REVIEW OF ALLEGATIONS OF BOARD MEMBER MISCONDUCT**

The Chair of the Board of Regents recommended that the Governance Committee approve the following:

- A. The appointment of Justice Maria P. Rivera to the position of Complaint Resolution Officer for purposes of Regents Policy 1112, Policy on Review of Allegations of Board Member Misconduct, for a term of three years; and
- B. That the Secretary and Chief of Staff to the Regents be authorized, in consultation with the General Counsel, to execute an agreement retaining the services of Justice Rivera through the staffing firm ADR Services, Inc. at the standard rate for her services, which is currently \$750 per hour.

[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's recommendation.

4. **RESOLUTION TO EXCLUDE ACCESS TO FEDERAL CLASSIFIED INFORMATION**

The President of the University recommended that the resolution pertaining to the University's Facility Security Clearances be approved 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.]

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.

5. **AMENDMENT OF HEALTH SERVICES COMMITTEE CHARTER**

The President of the University recommended that the Health Services Committee Charter be amended as shown in Attachment 2.

[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, which would add a clause to the Health Services Committee Charter requiring that the Chair of the Health Services Committee be notified of any litigation and other settlements arising from the UC Health enterprise prior to the settlements' approval by the Chair of the Board and the Chair of the Compliance and Audit Committee via delegated interim or concurrence authority.

Upon motion duly made and seconded, the Committee approved the President's recommendation and voted to present it to the Board.

The meeting adjourned at 6:00 p.m.

Attest:

Secretary and Chief of Staff

**RESOLUTION**

Pursuant to the *Policy on Security Clearance for Access to Federal Classified Information* adopted on March 29, 2012, and amended on December 30, 2015 and March 16, 2017, and this Resolution, the following named Key Management Personnel member as defined in Regents Policy 1600 shall not require, shall not have, and can be effectively excluded from access to all classified information and/or special nuclear material released to the Regents of the University of California until such individual is granted the required access authorization from the cognizant security agency. And, as a consequence of this Resolution, such individual does not occupy a position that would enable her to adversely affect the policies or practices of the University of California, or its subsidiary, regarding the performance of classified contracts for the United States Government.

**NAME**

**TITLE**

Katherine Newman

Provost of the University of California

**\*Additions shown by underscoring\***

**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”).

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K. UC Health Litigation. The Chair of the Health Services Committee shall be notified in advance of any approval by Regents via delegated interim or concurrence authority of litigation settlements and other settlements of disputed claims arising from the UC Health enterprise pursuant to Bylaw 27.5 – Interim Actions or Regents Policy 4105 – Policy on Settlement of Litigation, Claims and Separation Agreements.