

The Regents of the University of California

GOVERNANCE COMMITTEE

March 15, 2023

The Governance Committee met on the above date at the 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, Pérez, Sherman, and Sures

In attendance: 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 Operating Officer Nava, Senior Vice President Colburn, and Recording Secretary Johns

The meeting convened at 5:30 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 January 18, 2023 were approved, Regents Cohen, Drake, Elliott, Leib, Pérez, Sherman, and Sures voting “aye.”¹

2. APPROVAL OF MARKET-BASED SALARY ADJUSTMENTS FOR CERTAIN LEVEL ONE SENIOR MANAGEMENT GROUP MEMBERS, OFFICE OF THE PRESIDENT AS DISCUSSED IN CLOSED SESSION

The Committee recommended approval of the following items in connection with market-based salary adjustments for Nathan Brostrom as Executive Vice President – Chief Financial Officer, Office of the President and Rachael Nava as Executive Vice President – Chief Operating Officer, Office of the President:

- A. Per policy, a 13.5 percent (\$65,424) market-based salary adjustment increasing Mr. Brostrom’s base salary from \$484,596 to \$550,020 as Executive Vice President – Chief Financial Officer, Office of the President, at 100 percent time.
- B. Per policy, an eight (8.0) percent (\$33,804) market-based salary adjustment increasing Ms. Nava’s base salary from \$422,520 to \$456,324 as Executive Vice President – Chief Operating Officer, Office of the President, at 100 percent time.
- C. Per policy, for both Mr. Brostrom and Ms. Nava, continuation of standard pension and health and welfare benefits and standard senior management benefits including eligibility for senior manager life insurance and executive salary continuation for

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

disability (eligible and vested as a result of five or more consecutive years of Senior Management Group service).

- D. Per policy, for both Mr. Brostrom and Ms. Nava, continuation of the monthly contribution to the Senior Management Supplemental Benefit Program, subject to all applicable program requirements.
- E. Per policy, for both Mr. Brostrom and Ms. Nava, continuation of eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.
- F. Per policy, for both Mr. Brostrom and Ms. Nava, continuation of an annual automobile allowance of \$8,916.
- G. Mr. Brostrom and Ms. Nava will continue to comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- H. These actions will be effective April 1, 2023.

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, Sherman, and Sures voting "aye."

3. **AMENDMENT OF THE CHARTER OF THE SPECIAL COMMITTEE ON INNOVATION TRANSFER AND ENTREPRENEURSHIP**

The Chair of the Board recommended that the Regents amend the Charter of the Special Committee on Innovation Transfer and Entrepreneurship, 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 Chair of the Board's recommendation and voted to present it to the Board, Regents Cohen, Drake, Elliott, Leib, Pérez, Sherman, and Sures voting "aye."

4. **AMENDMENT OF THE SCHEDULE OF REPORTS TO THE REGENTS**

The President of the University recommended that the Schedule of Reports 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.

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, Sherman, and Sures voting "aye."

The meeting adjourned at 5:35 p.m.

Attest:

Secretary and Chief of Staff

Additions shown by underscoring; deletions shown by strikethrough

**Appendix I - Charter of the Special Committee on Innovation Transfer and
Entrepreneurship**

B. Duration. The Special Committee on Innovation Transfer and Entrepreneurship shall be established ~~for two years, effective upon approval by the Regents~~ for a period extending through September 2023.

Additions shown by underscoring; deletions shown by strikethrough**SCHEDULE OF REPORTS TO THE REGENTS
[Pursuant to the Policy on Reports to Regents]**

Amended March 2022 <u>2023</u>	Month(s) Provided to Regents
BOARD	
Annual University of California Accountability Report	July
UC Health Strategic Plan and Budget	May
Health Systems Transactions Approved by Health Services Committee (mbm) ¹	July
Report on Innovation Transfer and Entrepreneurship	May
<u>Annual Report on Title IX (mbm)</u>	<u>June</u>
GOVERNANCE COMMITTEE	
Annual Reports on Executive Compensation for Calendar Year ____: (a) Incumbents in Senior Management Positions and (b) Deans and Certain Faculty Administrators (mbm)	July
Annual Report on Compensated Outside Professional Activities for Calendar Year ____: Incumbents in Senior Management Positions (mbm)	July
Mid-Year Report on Outside Professional Activities Undertaken in the Preceding Six Month Period: Incumbents in Senior Management Positions (mbm)	January July
Annual Report on Compensated Outside Professional Activities for Calendar Year ____: Deans and Faculty Administrators (mbm)	January
Annual Compensation Monitoring Report for Calendar Year ____: Actions for Certain Athletic Positions and Coaches Systemwide (mbm)	July
Annual Report on Diversity in Campus and Systemwide Executive Searches	September
<u>UC Senior Management Group Recruitments – Biennial Diversity Report</u>	<u>July</u>
COMPLIANCE AND AUDIT COMMITTEE	
Biennial Report on Risk Management (mbm)	November

¹ mbm: Report is sent to all Regents as a mailing between meetings (mbm)

Annual Report on Use of Outside Counsel (mbm)	January
Annual Report on Settlements and Separation Agreements (mbm)	January
Bi-Monthly Report on New Litigation (mbm)	January March May July September November
Internal Audit Plan	July
Annual Review of External Audit of Hastings College of the Law (mbm)	March
Report on Financial Statements and Expenditures of Federal Awards in Accordance with Uniform Guidance (mbm)	March
Annual Ethics and Compliance Plan	July
Ethics, Compliance and Audit Services Annual Report	November
Annual Report of External Auditors for the Year Ended June 30, ____	November
ACADEMIC AND STUDENT AFFAIRS COMMITTEE	
Annual Report on Student Financial Support (mbm)	March
Annual Report on Undergraduate Admissions Requirements and Comprehensive Review (mbm)	May
Annual Report on Self-Supporting Professional Degree Programs (mbm)	August
Annual Accountability Sub-Report on Diversity at the University of California	September
University of California Technology Commercialization Report (mbm)	May
Annual Report on Implementation of Regents Policy on Student-Athletes and the Guiding Principles to Enhance Student-Athlete Welfare (mbm)	September
Annual Report on Basic Needs	November
Student Academic Preparation and Educational Partnerships Annual Outcomes Report (mbm)	October

FINANCE AND CAPITAL STRATEGIES COMMITTEE

Annual Report on University Housing Assistance Programs (mbm)	January
University of California Financial Reports	November
Annual University of California Retirement Plan-Actuarial Valuation Report	November
Annual Actuarial Valuation of the University of California Retiree Health Benefit Program	November
Annual Report on Debt Capital and External Finance Approvals (mbm)	February
Annual Report on Major Capital Projects Implementation (mbm)	October
Capital Financial Plan	November
Significant Information Technology Projects	March July (mbm) November (mbm)
Annual Report on Sustainable Practices	January

HEALTH SERVICES COMMITTEE

University of California Medical Centers Reports (mbm)	March June December
Annual Report on Health Sciences Compensation Plan Participants' Compensation that Exceeds the Reporting Threshold (mbm)	November
Annual Report on Student Health and Counseling Centers and UC Student Health Insurance Plan (mbm)	March
<u>UC Health Strategic Plan and Budget</u>	<u>May</u>
Annual Report on Affiliations with Healthcare Organizations that Have Adopted Policy-Based Restrictions on Care	August <u>September</u>

INVESTMENTS COMMITTEE

Annual Endowment Investment Report (mbm)	December
Annual Report of the Chief Investment Officer	September

PUBLIC ENGAGEMENT AND DEVELOPMENT COMMITTEE

