

The Regents of the University of California

GOVERNANCE COMMITTEE

May 18, 2023

The Governance Committee met on the above date at the UCLA Luskin Conference Center, Los Angeles 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 Anguiano, Batchlor, Blas Pedral, Chu, Hernandez, Kounalakis, Robinson, and Timmons, Regents-designate Raznick and Tesfai, Faculty Representatives Cochran and Steintrager, Assistant Secretary Bricker, General Counsel Robinson, Provost Newman, Executive Vice President and Chief Financial Officer Brostrom, Executive Vice President Byington, Executive Vice President and Chief Operating Officer Nava, Vice Presidents Brown and Lloyd, Chancellors Block, Christ, Gillman, Hawgood, Khosla, Larive, May, Muñoz, Wilcox, and Yang, and Recording Secretary Johns

The meeting convened at 12:50 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 March 15, 2023 were approved, Regents Cohen, Drake, Elliott, Leib, Park, Reilly, and Sherman voting “aye.”¹

2. APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR MICHAEL REESE AS INTERIM SENIOR VICE PRESIDENT – EXTERNAL RELATIONS AND COMMUNICATIONS, 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 Michael Reese as Interim Senior Vice President – External Relations and Communications, Office of the President:

- A. Per policy, appointment of Michael Reese as Interim Senior Vice President – External Relations and Communications, Office of the President, at 100 percent time.
- B. Per policy, an annual base salary of \$433,680.
- C. Per policy, standard pension and health and welfare benefits.

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

- D. Mr. Reese will also accrue additional pension benefits not to exceed \$1,000 per month.
- E. Mr. Reese will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- F. This action will be effective May 1, 2023 through June 30, 2024, or until the end of a transition period of up to two months following the appointment of a new Senior Vice President – External Relations and Communications, Office of the President, whichever occurs first.

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, Reilly, and Sherman voting "aye."

3. **APPROVAL OF 2023–24 SYSTEMWIDE SALARY PROGRAM INCREASES FOR CERTAIN LEVEL ONE SENIOR MANAGEMENT GROUP EMPLOYEES AS DISCUSSED IN CLOSED SESSION**

The Committee recommended approval of the following items in connection with the 2023–24 systemwide salary program increases for certain Level One Senior Management Group employees:

- A. Per policy, as listed in Attachment 1, a general increase of 4.6 percent applied to the base salary in effect as of June 30, 2023 for employees paid monthly and June 24, 2023 for employees paid bi-weekly for each Level One Senior Management Group (SMG) employee systemwide who is eligible for such an increase pursuant to systemwide guidelines and any applicable local guidelines. The effective date for employees paid monthly will be July 1, 2023 and the effective date for employees paid bi-weekly will be June 25, 2023.
- B. Per policy, as listed in Attachment 1, for the Laboratory Director, Lawrence Berkeley National Laboratory, a general increase of 4.6 percent applied to his base salary in effect as of September 30, 2023. The effective date will be October 1,

2023 pursuant to systemwide guidelines and the salary program approved by the Department of Energy.

- C. As an exception to local guidelines, as listed in Attachment 1, a general increase of 4.6 percent of the base salary in effect as of June 30, 2023 for Katherine Newman as Provost and Executive Vice President – Academic Affairs, Office of the President. The effective date will be July 1, 2023.

Additionally, this item seeks a recommendation by the Governance Committee to the Board of Regents for approval of a 2023–24 systemwide salary program general increase of 4.6 percent of the base salary in effect as of June 30, 2023 for Michael V. Drake as President of the University, as listed on Attachment 1, effective July 1, 2023.

The resulting base salaries shall constitute the University’s total commitment for base salary until modified by the Regents, President, or Chancellor, 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, Elliott, Leib, Park, Pérez, and Reilly voting “aye” and Regent Drake abstaining.

4. **ESTABLISHMENT OF A SPECIAL COMMITTEE ON ATHLETICS AND ADOPTION OF A CHARTER**

The Chair of the Committee recommended that the Regents:

- A. Establish a Special Committee on Athletics for a period of two years, effective upon approval.
- B. Adopt the Charter for the Special Committee on Athletics, 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. This proposal stemmed from discussions in late 2022 regarding athletics and the success and well-being of student athletes. As discussed at several meetings in fall 2022, the Regents previously delegated to the President decisions regarding many aspects of managing athletics on the campuses such

as conference selection, and the President re delegated such matters to the chancellors. As stewards of the University, the Regents retain a role in providing direction regarding matters of student life, including athletics. Regents had expressed particular interest in monitoring student athletes' retention and graduation rates, among other matters.

Upon motion duly made and seconded, the Committee approved the Chair'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 12:55 p.m.

Attest:

Secretary and Chief of Staff

**Attachment 1
2023 UC Systemwide Salary Program - For Regental Approval**

Title	Incumbent		Current Salary	4.6% General Increase	Proposed Annual Base Salary
President of the University	Michael V.	Drake	\$957,960	4.6%	\$1,002,036
Direct and/or Dual Reporting to the Regents					
Chief Investment Officer and VP of Investments	Jagdeep	Bachher ¹	\$745,068	4.6%	\$779,352
General Counsel and Vice President - Legal Affairs	Charles	Robinson	\$519,096	4.6%	\$542,976
Secretary and Chief of Staff to the Regents	Tricia	Lyall	\$260,000	4.6%	\$271,968
Senior Vice President - Chief Compliance and Audit Officer	Alex	Bustamante	\$399,684	4.6%	\$418,080
UCOP - Direct Reports to the President					
Executive Vice President - Chief Financial Officer	Nathan	Brostrom	\$550,020	4.6%	\$575,328
Executive Vice President - Chief Operating Officer	Rachael	Nava	\$456,324	4.6%	\$477,324
Provost and Executive Vice President - Academic Affairs	Katherine	Newman ²	\$508,000	4.6%	\$531,372
Vice President for UC National Labs	Craig	Leasure	\$413,868	4.6%	\$432,912
Vice President - Agriculture and Natural Resources	Glenda	Humiston	\$327,756	4.6%	\$342,840
LBNL					
Laboratory Director (LBNL)	Michael	Witherell	\$538,224	4.6%	\$562,992
Chancellors					
Chancellor - UCB	Carol	Christ	\$666,504	4.6%	\$697,164
Chancellor - UCD	Gary	May	\$614,328	4.6%	\$642,588
Chancellor - UCI	Howard	Gillman	\$623,340	4.6%	\$652,020
Chancellor - UCLA	Gene	Block	\$668,760	4.6%	\$699,528
Chancellor - UCM	Juan	Munoz	\$545,388	4.6%	\$570,480
Chancellor - UCR	Kim	Wilcox	\$577,524	4.6%	\$604,092
Chancellor - UCSB	Henry	Yang	\$605,844	4.6%	\$633,720
Chancellor - UCSC	Cynthia	Larive	\$567,480	4.6%	\$593,592
Chancellor - UCSF	Sam	Hawgood	\$935,844	4.6%	\$978,900
Chief Executive Officers - UC Medical Centers					
Chief Executive Officer - UCSF	Suresh	Gunasekaran ^{1,3}	\$1,850,000	4.6%	\$1,935,576

¹Eligible for Incentive Pay (OCIO AIP or CEMRP).

²Exception to UCOP 2023-24 salary program guidelines that require a hire date of 12/31/22 or earlier (six months of service) to be eligible for the 2023-24 general increase, and no proration is being applied.

³Bi-weekly Payee.

Charter of the Special Committee on Athletics

A. Purpose

The primary purpose of the Special Committee on Athletics shall be to assist the Board in fulfilling its responsibilities for oversight of intercollegiate athletics programs including but not limited to the following areas:

1. Explore the health, safety, and academic success of student-athletes at all University of California campuses. This may include:
 - Review of travel impacts on student-athletes' educational accomplishments, mental health, and physical health;
 - Review of budgeted academic support provided to student-athletes to ensure adequate resource allocation for student success;
 - Review of mental health services and nutritional support provided to student-athletes overall;
 - Review differential impacts by sport.
2. Provide oversight of any compliance and audit activities to assess the effectiveness of athletics departments' governance, internal controls, and risk management.
3. Provide strategic direction and guidance, and make recommendations to the Board when appropriate, on matters that impact student-athletes and athletic programs.
4. Review systemwide policies in the area of intercollegiate athletics.

B. Duration

The Special Committee on Athletics shall be established for two years, effective upon approval by the Regents.

C. Membership/Appointment/Term

The Special Committee shall be comprised of the following voting members: President of the Board, Chair of the Board, President of the University, and no fewer than 3 additional Regents. A quorum of the committee shall be a majority of voting members. The Special Committee may include non-voting advisory members, including Faculty Representatives, Chancellors, and/or UC-affiliated or external advisors with expertise relevant to the committee.

The Chair of the Board will make appointments, including the Committee Chair, to the Special Committee for a two-year term.

D. Reporting

The Special Committee shall report annually to the Board on its discussions and recommendations.

E. Consultation With Other Committee Chairs

The Special Committee shall consult with Chairs of other Standing Committees, as appropriate, in making determinations and recommendations regarding student affairs and academic instruction, internal audits, and University financial affairs and business operations related to athletics.

F. Meetings

The Special Committee shall meet at least three times each year.