

The Regents of the University of California

GOVERNANCE COMMITTEE

July 20, 2023

The Governance Committee met on the above date at the UCSF–Mission Bay Conference Center, San Francisco campus and by teleconference at 106 E. Babcock Street, Bozeman, Montana.

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

In attendance: Regents Anguiano, Ellis, Kounalakis, Lee, Makarechian, Matosantos, Raznick, Sarris, Sherman, and Tesfai, Regents-designate Beharry and Pack, Faculty Representatives Cochran and Steintrager, Staff Advisors Emiru and Mackness; Secretary and Chief of Staff Lyall, General Counsel Robinson, Executive Vice President and Chief Operating Officer Nava, Vice President Lloyd, Chancellors Christ, Hawgood, Khosla, Larive, Muñoz, Wilcox, and Yang, and Recording Secretary Johns

The meeting convened at 1:05 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 May 18, 2023 were approved, Regents Cohen, Drake, Elliott, Leib, Park, Reilly, and Sherman voting “aye.”¹

2. APPROVAL OF EXTENSION OF THE APPOINTMENT OF AND COMPENSATION FOR JEFFREY STEWART AS INTERIM VICE CHANCELLOR FOR DIVERSITY, EQUITY AND INCLUSION, SANTA BARBARA CAMPUS AS DISCUSSED IN CLOSED SESSION

The Committee recommended approval of the following items in connection with the extension of the appointment of and compensation for Jeffrey Stewart as Interim Vice Chancellor for Diversity, Equity and Inclusion, Santa Barbara campus:

- A. Per policy, appointment of Jeffrey Stewart as Interim Vice Chancellor for Diversity, Equity and Inclusion, Santa Barbara campus, at 100 percent time.
- B. Per policy, an annual base salary of \$415,368. At the conclusion of the interim appointment, Mr. Stewart’s base salary will revert to his nine-month faculty salary in effect as of June 30, 2022 (\$308,300) in addition to any increases under academic salary programs in effect during the full duration of his interim appointment.
- C. Per policy, continued eligibility to accrue sabbatical credits as a member of the tenured faculty, consistent with academic personnel policy.

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. Per policy, continuation of standard pension and health and welfare benefits.
- E. Mr. Stewart will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- F. This action will be effective July 1, 2023 through June 30, 2024, or until a new Vice Chancellor for Diversity, Equity and Inclusion, Santa Barbara campus, is appointed, whichever occurs first.

The compensation described above shall constitute the University's total commitment 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, Drake, Elliott, Hernandez, Leib, Pérez Reilly, and Sures voting "aye."

3. **APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR TALMADGE KING, JR., M.D. AS INTERIM EXECUTIVE VICE PRESIDENT – UC HEALTH, 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 Talmadge King, Jr., M.D. as Interim Executive Vice President – UC Health, Office of the President:

- A. Per policy, appointment of Talmadge King, Jr., M.D. as Interim Executive Vice President – UC Health, Office of the President.
- B. Per policy, an annual base salary of \$894,240. At the conclusion of the interim appointment, Dr. King's annual base salary will revert to his annual base salary in effect as of June 30, 2023 (\$759,276) plus any adjustments made under the UC San Francisco salary program during the interim appointment.
- C. Per policy, continued participation in the Health Sciences Compensation Plan with a negotiated "Y" payment of \$164,000 and an incentive-based "Z" payment with a target of 20 percent (\$158,841) and a maximum of 30 percent (\$238,261) of Dr. King's annual base salary, including the 2023-24 systemwide salary program increase effective July 1, 2023 (\$794,203), as Dean – School of Medicine and Vice

Chancellor – Medical Affairs based on attainment of pre-established annual objectives.

- D. Per policy, continued eligibility to accrue sabbatical credits as a member of the tenured faculty, consistent with academic personnel policy.
- E. Per policy, 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 disability (eligible and vested after five consecutive years of Senior Management Group service).
- F. Per policy, continued eligibility to participate in the UC Employee Housing Assistance Program, subject to all program requirements.
- G. Dr. King will continue to comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- H. This action will be effective July 1, 2023 through December 31, 2023, or until a new Executive Vice President – UC Health, Office of the President, is appointed, 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, Hernandez, Leib, Pérez, Reilly, and Sures voting “aye.”

The meeting adjourned at 1:07 p.m.

Attest:

Secretary and Chief of Staff