

THE REGENTS OF THE UNIVERSITY OF CALIFORNIA

March 20, 2025

The Regents of the University of California met on the above date at the UCLA Luskin Conference Center, Los Angeles campus and by teleconference.

Members present: Regents Beharry, Cohen, Drake, Elliott, Hernandez, Kounalakis, Leib, Makarechian, Matosantos, Myers, Pack, Park, Reilly, Robinson, Sarris, and Sures

In attendance: Regents-designate Brooks, Komoto, and Wang, Faculty Representatives Cheung and Palazoglu, Staff Advisors Emiru and Frías, Secretary and Chief of Staff Lyall, General Counsel Robinson, Chief Compliance and Audit Officer Bustamante, Provost Newman, Executive Vice President and Chief Financial Officer Brostrom, Executive Vice President Rubin, Senior Vice President Turner, Vice Presidents Brown, Kao, and Lloyd, Chancellors Gillman, Hawgood, Larive, Lyons, May, Muñoz, Wilcox, and Yang, and Recording Secretary Li

The meeting convened at 8:45 a.m. with Chair Reilly presiding.

1. PUBLIC COMMENT

Chair Reilly stated that the University of California valued freedom of speech and viewed individual rights to free expression as essential to the open discourse that is vital within higher education. The University sought to make space for all perspectives, and the upcoming public comment period would operate with these freedoms in mind, during which speakers would be given the opportunity to share their viewpoints.

Chair Reilly explained that the public comment period permitted members of the public an opportunity to address University-related matters. The following persons addressed the Board concerning the items noted.

- A. Chloe Levian, UCLA alumna and representative of StandWithUs, an organization addressing antisemitism, expressed solidarity with Regent Sures and applauded Chancellor Frenk for suspending Students for Justice in Palestine (SJP) and launching an initiative to address antisemitism. Ms. Levian was proud to see a chancellor taking seriously the rising antisemitism in the form of harassment, bullying, and biased faculty. She urged the Regents to choose candidates for open UC leadership positions who were committed to protect Jewish students.
- B. Sophia La Perle, UC Irvine student, Chabad President, and Mentorship Program Chair of Hillel at UCI, thanked the Regents and President Drake for the implementation of the Campus Climate Initiative but noted that antisemitism and anti-Israel rhetoric has migrated into classrooms. Ms. La Perle reported teachers discussing their political ideologies in class, with one taking a vote on whether to

hold class at the student protest encampments. She asked that the University take a stand against antisemitism.

- C. Shir Diner, UC Irvine student and a trustee of the Hillel International Israel Leadership Network, thanked the Regents for their commitment to the Campus Climate Initiative and called attention to the normalization of antisemitic and anti-Israel rhetoric under the guise of free speech. Ms. Diner stated that faculty were using class time to promote personal activism and that some students were offered extra credit for attending anti-Israel events. Ms. Diner asked that all forms of hate and intolerance be held to the same standard and that Jewish students receive the same respect as others.
- D. Louis Avalos, UC San Diego student, addressed item B3, *University of California Annual Report on Basic Needs, 2023–24*. He reported that the UCSD basic needs center had over 50,000 interactions with students and ranked first in food insecurity and second in housing insecurity within the UC system. He noted staffing constraints and urged the Board to engage with campus basic needs centers to better prepare for increased demand.
- E. Leah Khorsandi, UC Santa Barbara student and a StandWithUs Fellow, asked that support for Jewish students be prioritized in the UCSB chancellor search. She recalled that on-campus protests caused mass disruption and isolated Jewish students. In Ms. Khorsandi's view, maintaining peace on campus and eliminating disruption for all students should be the top priority. She appreciated funding to address antisemitism and Islamophobia but stated that this was not enough.
- F. Beth Klein, UCLA researcher and representative of the Jewish Faculty Resilience Group (JFrg), stated that there was an assumption that after continued demands UC would divest from Israel. JFrg asked the University to explain why UC was not doing what was demanded of it.
- G. David Nimmer, UCLA Law School professor and representative of JFrg, expressed his commitment to a university where people could speak freely and express their identities openly without being threatened or harassed. He stated that last spring's UCLA encampment degenerated into mob rule and commended Chancellor Frenk for creating a new task force on antisemitism, often disguised as anti-Zionism.
- H. Kira Stein, Assistant Clinical Professor at UCLA and Chair of JFrg, called on the University to adopt the International Holocaust Remembrance Alliance's (IRHA) definition of antisemitism, which distinguished evidence-based criticism of Israel from antisemitic rhetoric that delegitimized the Jewish State and people.
- I. Michael Sassounian, Assistant Clinical Professor at UCLA and representative of JFrg, called for accurate education on Jewish history and identity. Dr. Sassounian stated that Israel was a democracy striving to provide equal rights to all of its

citizens and warned that mischaracterizations would perpetuate harmful stereotypes affecting Jewish students, faculty, and staff.

- J. Lillian Gelberg, UCLA professor and physician and representative of JFrg, referenced statements made by then Interim Chancellor Hunt at the November 2024 meeting, that no faculty, student, or staff were disciplined for antisemitic conduct or other violations of campus rules related to last spring's encampments. Acknowledging privacy constraint, JFrg asked UC to disclose whether any disciplinary actions have been taken since that time.
- K. Terry Wohlberg, UCLA clinical faculty member and representative of JFrg, stated that mob rule disrupted classes and targeted Jewish students and commended Chancellor Frenk's new initiative to address antisemitism at UCLA. Faculty and staff from the Jewish community were hopeful that existing rules, regulations, and time, place, and manner (TPM) policies would be enforced.
- L. Kevin Medina, UCLA staff member and member of the UCLA Staff Assembly, reported that colleagues who identified as Black Indigenous, and people of color (BIPOC) left UC due to burnout, financial strain, limited promotions, and a lack of support. He urged the University to consider institutional support for employee resource groups, affirmation of UC's commitment to undocumented staff and faculty, continuation of hybrid work options, and equitable salary increases for non-represented staff.
- M. Amanda Kosack, Associate Clinical Professor at UCLA and representative of JFrg, stated that last August UCLA accepted the terms of a preliminary injunction in *Frankel v. Regents of the University of California*, a case related to encampments last spring. JFrg asked that UCLA reach a settlement with the plaintiffs that would ensure that such antisemitic events never occur at UCLA again.
- N. Hannah Bruhns, UC student, called for divestment, stating that the University's \$32 billion investment in war, occupation, and displacement propped up weapons manufacturing, funded surveillance States, and drove families from their homes. She asserted that UC leadership regarded divestment as too difficult, complex, costly, and impractical.
- O. Rebecca Metzger, UC Santa Barbara librarian and representative of JFrg, called for action against rising antisemitism. Ms. Metzger stated that a recent workshop at UCSB on anti-Palestinian racism portrayed Zionism as separate from Jewish identity, undermined Title VI protections, and demonstrated institutional bias. She asked the Regents to conduct an independent review of UCSB programming, ensure that diversity initiatives do not promote antisemitism, and reaffirm UC's commitment to protecting Jewish students under federal civil rights law.
- P. Stacy Farenthold, Associate Professor at UC Davis, stated that Regental decisions had negatively affected Middle East studies faculty. Ms. Farenthold shared that she

has experienced hostility since 2023 and cautioned against conflating criticism of Israel with antisemitism. She asked the University not to retreat from its values or diversity, equity, and inclusion commitments.

- Q. Julianne Lempert, UCLA student, stated that many Campus Advocacy, Resources, and Education (CARE) offices across the system were struggling, noting a lack of centralized funding. UC Berkeley's CARE office cut many of its programs, outsourced care to community clinics, and laid off staff. IGNITE at UCLA wished to meet with the Regents to discuss possible funding paths.
- R. Constance Penley, UC Santa Barbara Professor Emerita and President of the Council of UC Faculty Associations, expressed fear that UC would take a defensive posture and pull back from its mission, noting a hiring freeze and federal funding cuts. She stated that faculty and staff were prepared to sacrifice and asked whether the Regents would step up or acquiesce to placate the federal administration.
- S. Khadeeja Abdullah, UCLA alumna, urged divestment, noting that UC was investing in Israel's military campaign, a genocide, and the destruction of the planet. She stated that Israel recently broke a ceasefire and massacred hundreds of people.
- T. Emily Simmons, UCLA nurse and member of the California Nurses Association (CNA), demanded that all UC medical facilities and campuses be sanctuaries for people of color, immigrants, women, the transgender community, and all students, and that UC reject any political or ideological interference with patient care and any worker's ability to do their job. CNA members were committed to exercising their First Amendment rights to defend their communities, patients, and profession.
- U. Tadeo Spencer, UCLA disabled graduate student, highlighted insufficient oversight and funding for graduate student disability accommodations. He stated that UCLA's paratransit service BruinAccess was severely underfunded and operated only two buses, which led to hours-long wait times and constant delays. These issues created an inequitable environment for disabled students.
- V. Sarah Boyle, UCLA student, stated that 35 students, faculty, and community members were suing the University for attempting to intimidate them for exercising their freedom of speech by speaking about Palestine and the genocide. Ms. Boyle stated that UCLA chose to punish the students who were attacked by counter-protesters. She added that the University was complicit in the tens of thousands killed in Gaza, the West Bank, and Lebanon since October 7, 2023. She called for an end to the repression of pro-Palestinian speech on campus.
- W. Cat Washington, UCLA law student and one of those arrested at the UCLA protest encampment, stated that UCLA violated the civil rights of students, faculty, and community members who protested the genocide in Palestine and UCLA's

investment in companies profiting from it. She stated that a violent mob attacked protesters for hours while UC police stood by. Ms. Washinton urged all to read the lawsuit against UC and demanded that the University disclose, divest, and meet with students and faculty publicly.

- X. Kimberly Medina Vargas, UCLA student, implored UC to approve \$10 million to fund paid learning opportunities for undocumented students, with systemwide oversight to equitably manage the funds, centralize implementation, and assess program effectiveness. Ms. Medina Vargas emphasized the importance of this funding for undocumented and international students. She called for divestment from displacement and genocide and for investment in workers.
- Y. Jennifer Miyaki, UCLA disabled student, called for increasing funding for and improving the quality of mental health services. UC offered only eight to 12 therapy sessions for students covered by the UC Student Health Insurance Plan (UC SHIP) and four to six sessions for those without UC SHIP. This had a particular impact on neurodivergent students, who often needed specialized or longer-term care and were more likely to have other mental health disabilities and experience trauma.

2. REMARKS FROM STUDENT ASSOCIATIONS

President Drake introduced UC Student Association (UCSA) President Aditi Hariharan.

Ms. Hariharan called on the University to support students, faculty, and staff amidst threats from the federal government. UC benefited from the academic, research, and labor contributions of targeted groups such as transgender individuals, undocumented individuals, and international students, and she cautioned that hiding support for such groups would have a chilling effect on the student experience. The University was already a subject of scrutiny given its history of advocacy, such as for the Deferred Action for Childhood Arrivals program and against South African Apartheid. UC must loudly affirm its support for students, who were fearful and needed to feel safe in order to succeed. The response to the McCarthy era was later deemed an overreaction, but reflection and research did not remedy the harm done during this time. Decisions made today would have a tangible impact now and in the future. In light of federal antisemitism investigations, Ms. Hariharan noted that Islamophobic, anti-Southwest Asia and North Africa (SWANA), and anti-Palestinian rhetoric were also rampant. Students for Justice in Palestine chapters at four campuses faced barriers to registering as a student organization and to exercising freedom of speech. She emphasized the importance of maintaining freedoms of speech and protest given the federal government's support for the ongoing genocide in Palestine and threats against international and undocumented students. U.S. Immigration and Customs Enforcement arrested Columbia University student Mahmoud Khalil and sought to remove his residency status due to his pro-Palestinian views. First Amendment rights must not depend on visa or immigration status. The University should select a President who would uphold students' rights, especially those related to speech.

Ms. Hariharan emphasized the need to allocate \$10 million for professional training opportunities for undocumented students, with 55 percent going to undergraduate students and 45 percent going to graduate students. She also called for the adoption of guidance drafted by the Undocumented Student-Led Network. The current \$5 million allocation was insufficient, difficult to access, and lacked clear guidance regarding usage. UC Irvine was only able to support about ten to 12 percent of its undocumented student population with its share of its funding. With regard to item B3, *University of California Basic Needs Annual Report, 2023–24*, student leaders called for the formation of a new workgroup comprised of students, campus leaders, the Center for Economic Justice and Action, the Office of the President, and Regents to update systemwide goals and develop an action plan to address drivers of basic needs insecurity through 2032. Such a workgroup should discuss a basic needs budget strategy responsive to inflation, enrollment changes, scaling, and State funding parameters. Student leaders also urged that UC set a basic needs fundraising goal that at least matches the State funding allocation. Students were grateful for the student basic needs dashboard reflecting results from the UC Undergraduate Experience Survey and the UC Graduate Student Experience Survey, and they looked forward to information about a second iteration of the second dashboard that would reflect campus data.

President Drake introduced UC Graduate and Professional Council (UCGPC) President Ryan Manriquez.

Mr. Manriquez regarded the proposed cuts to National Institutes of Health (NIH) research funding as an attack on American innovation. Over the last decade, 99.4 percent of all new drugs approved by the U.S. Food and Drug Administration (FDA) were developed with NIH funding. Billions of dollars in NIH grants were fueling breakthroughs in medicine, technology, and public health, and cuts would stall progress and close laboratories, leading to abandoned research and the suffering of patients. These cuts were meant to shift power from public institutions to private, profit-driven entities. Cuts to NIH funding would also limit access to higher education and research opportunities for the next generation of scientists, and there would be fewer graduate students from underrepresented backgrounds in science and fewer first-generation scientists. The gap would widen between those who can and cannot afford to engage in research. These cuts would be an attack on equity, opportunity, and the purpose of public higher education. Mr. Manriquez understood what was at stake. He was born with spinal muscular atrophy, a rare neuromuscular disease that had previously been considered a death sentence. In 2016, the FDA approved the first ever treatment for spinal muscular atrophy, and this was made possible by NIH-funded research. The drug completely halted the progression of his disease. Real people, families, and futures would be affected by NIH cuts.

The federal administration was waging a war against academic freedom and student activism, as demonstrated by the detainment of Mahmoud Khalil, a Palestinian American graduate student at Columbia University. This was not an isolated incident, but rather part of a broader trend of suppressing student voices, silencing dissent, and criminalizing activism. The U.S. Department of Homeland Security also detained an international student from Georgetown University with no criminal or disciplinary record. The student's thesis

pertained to peace and democracy-building in the Middle East. Mr. Manriquez stated that the federal administration was working to erode the foundations of higher education. It was willing to weaponize law enforcement against students, promoted anti-intellectualism, threatened universities that uphold equity and inclusion, and attempted to stifle discussions about race, gender, and social justice. This administration wished to defund UC research, restrict UC academic freedom, and intimidate UC into silence. The University and the State must take a stand. UC must oppose NIH cuts and support students' right to protest regardless of immigration status. These attacks were part of a broader strategy to dismantle public institutions, weaken higher education, and undermine democracy. Mr. Manriquez emphasized that decisions made today would affect the future.

3. **UC INSPIRES: DEVELOPING PHYSICIAN LEADERS AND SUPPORTING CALIFORNIA COMMUNITIES THROUGH PRIME**

[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.]

Executive Vice President Rubin introduced the item. Twenty years ago, under the leadership of President Drake, who was then Vice President for Health Affairs, the University launched a program that would transform the future of medical education in California. The program focused principally on attracting candidates interested in providing care to underserved populations and has since grown exponentially, poised to expand in UC's dentistry and pharmacy programs.

President Drake introduced UC Programs in Medical Education (PRIME), which sought to address the state's growing shortage and maldistribution of physicians by enrolling more medical students who strive to be physician leaders and are driven to deliver high-quality care in underserved communities. Since the first program established at UC Irvine 20 years ago, PRIME has since become a systemwide initiative with ten programs across all six UC medical schools, each with an area of focus based on the needs of the population. In the 1990s, when President Drake served as Associate Dean at UCSF, the campus created a course in medical Spanish and developed the Fresno Spanish medical rotation so that students could work in a monolingual clinic in the San Joaquin Valley (SJV). Then UCI Professor Alberto Manetta (1944–2022) sought to build a program that accounted for cultural factors, and UC presented the idea to Robert K. Ross, then president and chief executive officer of the California Endowment, and the State Legislature for funding. Service was now a given when attending medical school, and about three-quarters of PRIME graduates proceeded to residency programs in California and continued practicing in the state. This was why the expansion of PRIME to other health professions was prioritized in the funding Compact between Governor Newsom and UC and was included in the State budget request approved by the Board in November.

Jacqueline Cabral, student in the PRIME Leadership and Advocacy (PRIME-LA) program at UCLA David Geffen School of Medicine, shared her experience growing up in a Mexican immigrant community and as a first-generation student. She was committed to addressing the racial and ethnic health disparities she had witnessed in her family's barriers

to accessing health care. Ms. Cabral's ultimate goal was to help low-income, immigrant patients live healthy, happy lives, and she chose PRIME to grow her leadership and advocacy skills through community engagement and social justice. Medical school felt like an impossible dream, but PRIME helped her see herself as a doctor. The program supported her through the challenges of medical school, surrounded her with students driven by personal experiences of inequity and injustice, and connected her to communities that reminded her of why she chose medicine. Ms. Cabral expressed gratitude for PRIME during these challenging times, as recent political actions affected her community and those of her peers. PRIME helped ensure that UC retains diversity in medicine. Ms. Cabral planned to pursue research and a career in family medicine in order to treat disease while addressing the social and structural drivers of health outcomes.

Kimberly Gonzalez-Davalos, student in the PRIME Health Equity (PRIME-Heq) program at UCSD School of Medicine, shared her experience as a first-generation student who observed health inequities in her community. She studied public health as an undergraduate student at Johns Hopkins University in order to become a socially aware, culturally competent doctor who addresses the roots of inequality in healthcare. PRIME-Heq resonated with Ms. Gonzalez-Davalos' personal and professional values and offered a like-minded community. Through PRIME, she received specialized training and worked on a community-based project, a bilingual cookbook promoting healthier eating habits in the Latino(a) community without sacrificing cultural heritage. The project reminded her of the kind of physician she aspired to be, one who collaborated with the community. Ms. Gonzalez-Davalos was empowered to pursue dreams while knowing her perspective mattered. PRIME provided support and mentorship, helping her build the skills needed to act on behalf of underrepresented groups. She planned to practice both primary care and eldercare, with a focus on immigrant and Spanish-speaking populations.

Charles Vega, Director of PRIME for the Latino Community (PRIME-LC) at UC Irvine, stated that PRIME-LC was founded in 2004 to create leaders and advocates for California's indigent and marginalized Latino(a) community. The program offered extra training, including a master's degree of the student's choice. Students had a deep ambition to serve and strong ties to the Latino(a) community. The majority of PRIME-LC's 170 graduates worked in California, and 81 percent worked in safety net clinical settings, serving Latino(a) and indigent populations. Half of PRIME-LC graduates were mentors, serving on health boards, and taking leadership roles in the state and the country. PRIME-LC inspired the development of nine other PRIME programs at UC.

Catherine Lucey, Executive Vice Chancellor and Provost at UCSF, stated that SJV PRIME+ was the newest iteration of PRIME but had roots 15 years ago, when the Regents assigned UCSF the responsibility of stewarding a graduate medical education program in Fresno. Since that time, more than 50 percent of physicians trained at UCSF-Fresno have remained in the San Joaquin Valley. In 2020, UCSF partnered with UC Merced to expand SJV PRIME. SJV PRIME+ was an eight-year baccalaureate-M.D. program in which high school students from SJV received conditional acceptance into medical school upon completing an enhanced baccalaureate degree at UCM. This year, the program was recruiting its third baccalaureate class and added six new medical faculty. The first medical

school class would begin in 2027 in the new UCM Medical Education Building, transition to UCSF-Fresno for clinical training, and graduate with a UCSF medical degree in 2031. The program was also building capacity for an independent medical school at UC Merced.

Sarah Lopez, PRIME-LC alumna, shared that she was the daughter of Mexican immigrants and a member of PRIME-LC's first cohort. She was convinced to join PRIME-LC because of Dr. Manetta, already known for his research on cervical cancer among Latina women, and his connection to community-based organizations and focus on social drivers of health. Dr. Lopez first practiced as an emergency medicine physician and then served as Patient Safety Officer at Harbor-UCLA Medical Center. After the COVID-19 pandemic revealed gaping holes in the safety net, Dr. Lopez became a founding chief medical officer at a startup company serving the Latino(a) community, which sought healthcare providers who understood their experiences, language, and values. Currently, she worked in population health management at the California Department of Healthcare Services to ensure that health equity is a priority. PRIME-LC was a launching pad for many to create lasting changes in health care. Dr. Lopez stated that Regental support and investment made her career possible. PRIME was transforming health care for historically underserved communities, and California physicians must reflect the diversity of the state. Dr. Lopez asked the Regents to continue their commitment to PRIME, students, and the community.

Regent Matosantos addressed the presenters in Spanish. When communicating about PRIME, she suggested amplifying the fiscal benefits of health equity and the human and financial costs associated with limiting culturally competent care. Under Chancellor Muñoz's leadership, UC Merced was making a difference in the future of communities and for providers. Regent Matosantos asked how UC could better communicate the cost effectiveness of health equity and how cultural competency could reveal the needs of more communities. Dr. Vega replied that PRIME-LC students were instructed to speak about health equity as they encounter different audiences. With regard to finding other communities, there were always individuals not receiving the care they need. PRIME-LC was finding new allies and partnering with students to develop new curricula in response to cultural shifts.

Regent Hernandez commended the presenters, congratulated Chancellor Muñoz on the progress UC Merced has made, and expressed gratitude to President Drake and Dr. Rubin. He was heartened to know PRIME started in the Central Valley.

Staff Advisor Frías stated that PRIME exemplified UC's institutional commitment to diversity and health equity, as well as people's love for their community.

Regent Sarris expressed pride and gratitude. He asked about PRIME's work with indigenous populations. Dr. McRae replied that Tribal Health PRIME at UC Davis and PRIME – Transforming Indigenous Doctor Education (TIDE) at UC San Diego served indigenous communities. Dr. Lucey added that there were PRIME students who identified with multiple backgrounds and were committed to tribal health. There was a vision to take PRIME beyond medical school into other professions so that patients receive holistic care in their communities from providers with similar life experiences. Dr. Lopez stated that,

through her work in population health, she wished to focus on equitable, accessible care for tribal partners.

The Board recessed at 10:15 a.m.

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The Board reconvened at 12:20 p.m. with Chair Reilly presiding.

Members present: Regents Beharry, Cohen, Drake, Hernandez, Kounalakis, Leib, Makarechian, Matosantos, Park, Reilly, Robinson, Sarris, and Sures

In attendance: Regents-designate Brooks, Komoto, and Wang, Faculty Representative Palazoglu, Staff Advisors Emiru and Frías, Secretary and Chief of Staff Lyall, General Counsel Robinson, Provost Newman, Senior Vice President Turner, Vice Presidents Brown, Gullatt, and Kao, Chancellors Hawgood, Larive, Lyons, May, Muñoz, Wilcox, and Yang, and Recording Secretary Li

Chair Reilly announced the launch of “Speech Matters,” a new podcast about the challenges and opportunities of student leadership hosted by Regent Beharry and Regent-designate Brooks.

4. **COMMITTEE REPORTS INCLUDING APPROVAL OF RECOMMENDATIONS FROM COMMITTEES**

Chair Reilly stated that Chairs of Committees and Special Committees that met at this meeting and off-cycle would deliver reports on recommended actions and items discussed, providing an opportunity for Regents who did not attend a particular meeting to ask questions.

Report of the Academic and Student Affairs Committee

The Committee presented the following from its meeting of March 19, 2025:

A. ***Improving Community Campaign Transfer Opportunity: A Campaign for Transfer Excellence***

This item was not summarized.

B. ***Update on Supporting Students with Disabilities at the University of California***

This item was not summarized.

C. ***Innovation and Entrepreneurship Update***

This item was not summarized.

Report of the Compliance and Audit Committee

The Committee presented the following from its meeting of March 19, 2025:

External Audit Plan for the Year Ending June 30, 2025

This item was not summarized.

Report of the Finance and Capital Strategies Committee

The Committee presented the following from its meeting of March 19, 2025:

A. *Consent Agenda:***(1) *Authorization to Establish and Maintain Commercial Paper Program***

The Committee recommended that:

- a. The President of the University be authorized to establish and maintain the University's Commercial Paper (CP) program in an amount not to exceed \$4 billion in principal amount outstanding and to utilize the CP Program for any University-related purpose.
- b. The President be authorized to utilize legally available cash balances in the unrestricted portions of the University's investment pools and to enter into standby letters of credit, lines of credit, or other liquidity agreements to provide liquidity support for the CP Program.
- c. The President be authorized to determine the combined outstanding balances for liquidity support for the CP Program, medical center working capital needs, and the University of California Mortgage Origination Program (MOP) from the unrestricted portions of the University's investment pools.

(2) *Authority to Indemnify San Diego Gas and Electric for Disclosure of Proprietary Information for Analysis of Household Electricity Consumption by the Department of Agricultural and Resource Economics, Davis Campus*

The Committee recommended that the President of the University be authorized to approve and execute a Non-Disclosure Agreement (NDA) with San Diego Gas & Electric (SDG&E), allowing the Davis campus to access proprietary data for the analysis of household electricity consumption response to time-of-use (TOU) pricing variations, including a third-party indemnity provision in favor of SDG&E.

B. ***Hillcrest Medical Center Replacement, San Diego Campus: Preliminary Plans Funding***

The Committee recommended that:

- (1) The 2024–25 Budget for Capital Improvements and the Capital Improvement Program be amended to include the following project:

San Diego: Hillcrest Medical Center Replacement – preliminary plans – \$150 million, to be funded from external financing.

- (2) The President of the University be authorized to obtain external financing in an amount not to exceed \$150 million plus additional related financing costs to finance the Hillcrest Medical Center Replacement project and declare that external financing may be used to reimburse prior expenditures. The President shall require that:

- a. Interest only, based on the amount drawn, shall be paid on the outstanding balance during the construction period.
- b. As long as the debt is outstanding, the revenues of the San Diego Medical Center shall be maintained in amounts sufficient to pay the debt service and to meet the related requirements of the authorized financing.
- c. The general credit of the Regents shall not be pledged.
- d. Any reimbursements will meet all requirements set forth in Treasury Regulations Section 1.150-2.

C. ***2200 Bancroft Student Housing, Berkeley Campus: Budget, Scope, External Financing, and Design Following Consideration of an Addendum to the 2021 Long Range Development Plan Environmental Impact Report Pursuant to the California Environmental Quality Act***

The Committee recommended that:

- (1) The 2024–25 Budget for Capital Improvements and the Capital Improvement Program be amended as follows:

From: Berkeley: 2200 Bancroft Housing Project – preliminary plans – \$7.06 million, to be funded from campus funds.

To: Berkeley: 2200 Bancroft Student Housing Project – preliminary plans, working drawings, construction, and equipment – \$443,503,000, to be funded from external financing supported by

housing revenues (\$441,503,000) and auxiliary reserves (\$2 million).

- (2) The scope of the 2200 Bancroft Student Housing project be approved. The project shall provide approximately 583 units containing approximately 1,625 residence hall-style beds and student-focused amenities (approximately 312,000 gross square feet); and a dining commons with a capacity of approximately 500 seats (approximately 41,000 gross square feet).
- (3) The President of the University be authorized to obtain external financing in an amount not to exceed \$441,503,000 plus additional related financing costs to finance the 2200 Bancroft Student Housing project and declare that external financing may be used to reimburse prior expenditures. The President shall require that:
 - a. Interest only, based on the amount drawn, shall be paid on the outstanding balance during the construction period.
 - b. As long as the debt is outstanding, the general revenues of the Berkeley campus shall be maintained in amounts sufficient to pay the debt service and to meet the related requirements of the authorized financing.
 - c. The general credit of the Regents shall not be pledged.
 - d. Any reimbursements will meet all requirements set forth in Treasury Regulations Section 1.150-2.
- (4) Following review and consideration of the environmental consequences of the 2200 Bancroft Student Housing project, as required by the California Environmental Quality Act (CEQA), including any written information addressing this item received by the Office of the Secretary and Chief of Staff to the Regents no less than 48 hours in advance of the beginning of the Regents meeting, testimony or written materials presented to the Regents during the scheduled public comment period, and the item presentation, the Regents:
 - a. Adopt the CEQA Findings for the 2200 Bancroft Student Housing Project, having considered both the 2021 Long Range Development Plan (LRDP) Environmental Impact Report (EIR) for the Berkeley campus and Addendum #7 to the 2021 LRDP EIR for the Bancroft Student Housing project.
 - b. Make a condition of approval the implementation of applicable mitigation measures within the responsibility and jurisdiction of the

Berkeley campus, as identified in the Mitigation Monitoring and Reporting program adopted in connection with the 2021 LRDP EIR.

- c. Approve the design of the 2200 Bancroft Student Housing Project, Berkeley campus.

D. ***Classroom and Office Building III, Merced Campus: Budget, Scope, External Financing, and Design Following Consideration of Addendum No. 3 to the 2020 Long Range Development Plan Environmental Impact Report Pursuant to the California Environmental Quality Act***

The Committee recommended that:

- (1) The 2024–25 Budget for Capital Improvements and the Capital Improvement Program be amended as follows:

From: Merced: Classroom and Office Building III – preliminary plans – \$8.6 million to be funded from external financing supported by State General Fund appropriations.

To: Merced: Classroom and Office Building III – preliminary plans, working drawings, construction, and equipment – \$78 million to be funded from external financing supported by State General Funds.

- (2) The scope of the Classroom and Office Building III project be approved. The project scope shall consist of constructing an approximately 53,000-gross-square-foot (gsf) (approximately 36,000-assignable-square-foot) building that would provide large instructional and auditorium space, as well as student support, academic, and administrative office, and scholarly activity space. Site development shall include the demolition of approximately 16,000 gsf of modular space, utilities modifications, hardscape, and landscape. The square footage noted is subject to change based on the selected design-build proposal. To address the challenges of construction market volatility, if design-build teams are unable to submit a bid that delivers the full program within the approved budget, the campus may defer a portion of the initial program scope—excluding instructional programs—by shelling specific program areas.
- (3) The President of the University be authorized to obtain additional external financing of \$69.4 million in a total amount not to exceed \$78 million plus related interest expense and additional related financing costs to finance the Classroom and Office Building III and declare that external financing may be used to reimburse prior expenditures. The President shall require that:
 - a. The primary source of repayment shall be from State General Fund appropriations. Should State General Fund appropriation funds not

be made available, the President shall have authority to use any legally available funds to make debt service payments.

- b. The general credit of the Regents shall not be pledged.
- c. Any reimbursements will meet all requirements set forth in Treasury Regulations Section 1.150-2.

- (4) Following review and consideration of the environmental consequences of the Classroom and Office Building III project, as required by the California Environmental Quality Act (CEQA), including any written information addressing this item received by the Office of the Secretary and Chief of Staff to the Regents no less than 48 hours in advance of the beginning of the Regents meeting, testimony or written materials presented to the Regents during the scheduled public comment period, and the item presentation, the Regents:

- a. Adopt the CEQA Findings for the Classroom and Office Building III project, having considered both the 2020 Long Range Development Plan Subsequent Environmental Impact Report (LRDP EIR) and Addendum No. 3 to the 2020 LRDP EIR.
- b. Make a condition of approval the implementation of applicable mitigation measures within the responsibility and jurisdiction of the Merced campus as identified in the Mitigation Monitoring and Reporting Program adopted in connection with the 2020 LRDP EIR.
- c. Approve the design of the Classroom and Office Building III, Merced campus.

E. ***Authorization to Form a Venture Capital Investment Fund, Berkeley Campus***

The Committee recommended that the Regents:

- (1) Authorize the President of the University to approve the formation of a new campus-controlled venture capital investment fund, the UC Berkeley Chancellor's Fund, and the management of UC Berkeley's interest therein by the Chancellor of UC Berkeley, as a separate for-profit California limited liability company to make and hold investments in UC-affiliated startups and UC-affiliated venture capital (VC) funds, subject to the following conditions:
 - a. Entity Type: The Fund will be an investment-holding entity that is organized as a for-profit California limited liability company. The sole owner of the Fund will be the Regents on behalf of UC

Berkeley. No third parties will have an ownership interest in the Fund or have any rights to the Fund's investment returns.

The Fund will be taxed as a for-profit C corporation under the U.S. Internal Revenue Code. The Fund's for-profit status and taxation as a C corporation will enable it to (i) protect the Regents' own non-profit status, (ii) maximize the types of securities of UC-affiliated startups and UC-affiliated VC funds it can purchase for investment (including LLC and LP units), and (iii) make the review and execution of investment documents more efficient to maximize deal flow.

- b. Governance: The Fund will be a manager-managed LLC which will be governed by an Operating Agreement (OA) to be executed by the Fund and UC Berkeley.

The OA will provide for a Board of Managers (the "Board") to oversee the Fund. The Board may appoint Officers, including a Chief Executive Officer, to manage the Fund on a day-to-day basis. The Managers and Officers will be UC employees who constitute "Services Personnel" under the Services Agreement; these are UC employees who work on UC-affiliated startup equity and technology transfer and UC-affiliated VC funds as part of their regular employment duties. To ensure compliance with the University's conflict of interest and conflict of commitment policies, the legal duties of the Managers and the Officers will, to the fullest extent under the California Revised Limited Liability Company Act, be limited such that the primary duties of the Managers and Officers will be to the University and not to the Fund.

The OA will generally contain customary provisions for governance of a manager-managed LLC, except that the Board may not authorize certain fundamental corporate transactions without the approval of UC Berkeley, including, without limitation, making distributions of investment returns to third parties, incurring debts not in the ordinary course of business, and making any investments other than in "Permitted Investments" as defined below.

The OA will grant the Board the authority to form special purpose vehicles (SPVs), which are separate subsidiary entities of the Fund that may hold certain investments in UC-affiliated startups and UC-affiliated VC funds where the Board deems it to be advantageous to the Fund or to carry out certain investment strategies. Each SPV will be owned indirectly, in whole or in part, by the Regents through their ownership of the Fund. An SPV may permit co-investments with

Additions shown by underscore; deletions shown by strikethrough

Charter of the Special Committee on Nominations¹

Adopted, January 17, 2019; Amended March 18, 2021

- A. Purpose. The Special Committee on Nominations shall make recommendations to the Board regarding the membership and Chairs and Vice Chairs of Standing Committees, and the Chair and Vice Chair of the Board.

- B. Membership/Appointment/Term. The Chair of the Board will appoint 7 members, including a past Chair of the Board currently serving as a Regent, and a Committee Chair, to the Special Committee for one-year terms-annually in September. All members shall be voting Regents, with no advisory members.

Any Regent appointed to the Special Committee shall not be considered as a candidate for the positions of Chair or Vice Chair of the Board. If a member of the Special Committee wishes to be considered for these positions, they must resign from the Special Committee. The Chair of the Board will appoint another Regent as a member to replace them.

- C. Nominations Process. The Chair of the Special Committee shall solicit Regents' interest in being nominated for the positions of Chair and Vice Chair of the Board. Regents will submit confidential indications of interest to the Special Committee Chair at least one week prior to the annual nominating committee meeting.

At the nominating committee meeting, the Special Committee shall meet separately with each candidate for Chair and Vice Chair of the Board before commencing to vote. The Special Committee is not limited to consideration of self-designated candidates.

If there are multiple candidates for a position, the Special Committee will vote by repeat balloting until a majority is obtained. The Special Committee may adopt any other procedures by majority vote that it deems appropriate to perform its work.

- ~~E.~~D. Special Provisions. The Special Committee is established as a recurring committee, with a term of one year. Regents who are not members of the Special Committee shall not attend its meetings. In accordance with Regents Policy 1100, members shall maintain the confidential nature of deliberations held in closed session; divulging confidential deliberations is a violation of Regents Policy 1100.

¹ Adopted 1-17-19; amended 3-18-21

Additions shown by underscore; deletions shown by strikethrough

~~D.E.~~ Board Leadership and Committee Assignments. The Special Committee shall be responsible for presenting to the Board no later than May of each fiscal year a recommended slate of candidates for Chair and Vice Chair of the Board, Chair and Vice Chair of each Standing Committee, and the remaining members of each Standing Committee for the following fiscal year.

Any Regent being nominated or seeking to be considered by the Board for the position of Chair or Vice Chair of the Board without a recommendation from the Special Committee must have submitted an indication of interest for the position to the Special Committee in accordance with section C. above, and separately, must formally declare their candidacy for the position in writing to the Special Committee Chair, who will notify all Board members no later than three days prior to the Board meeting at which the slate of candidates recommended by the Special Committee will be considered. Additionally, all candidates for the position of Chair or Vice Chair, whether nominated by the Special Committee or self-nominated, shall be provided an opportunity to address the full Board.

The Special Committee shall consult with the Chairs and Vice Chairs of the Committees regarding nominations of Committee membership and leadership for the next year. The Special Committee also nominates advisors as members of Standing Committees and Subcommittees, unless otherwise specified in a Committee Charter, and nominates Regents and advisors to Standing Committees and Subcommittees when vacancies occur.

third-party investors. An SPV may form other SPVs at additional lower levels of corporate ownership.

The OA will require that the Fund adhere to commercially reasonable investment practices, including, without limitation, an avoidance of an overconcentration of holdings in only one or a few investments.

The OA will require that the Fund make investments only in connection with a UC-affiliated startup or a UC-affiliated venture capital fund (“Permitted Investment”). An affiliation with UC for purposes of a Permitted Investment by the Fund exists if any of the following apply:

- i. A startup is a licensee of UC’s intellectual property;
- ii. A startup is a current or past user of UC incubator or accelerator facilities;
- iii. A startup is founded, co-founded, or substantially assisted in its founding by a current UC employee, researcher, or student (in the case of a student, the student’s activities with the startup must have a demonstrable connection to the student’s UC education);
- iv. A startup has granted its securities or rights to invest in its securities (e.g. participation rights, pro rata investment rights, and similar rights) to UC directly, or to a third party (e.g. a donor to UC or a UC-affiliated VC fund) who subsequently assigns or grants such securities or rights to invest in securities to UC;
- v. A venture capital fund (or any of its affiliated entities or vehicles) is a “UC-affiliated VC fund” in which (i) there is an executed affiliation agreement between the venture capital fund and UC Berkeley, (ii) the venture capital fund is part of the UC Berkeley campus shared-return program, or (iii) the venture capital fund invests directly in the UC ecosystem of startups;
- vi. There is an “other commercial arrangement” with a startup or venture capital fund that has been determined to fall within the scope of Presidential Delegation of Authority (DA) 2650;
- vii. There is a successor entity that acquired the equity of a startup or a UC-affiliated VC fund that satisfied any of

clauses i–vi above at the time that UC made its initial investment therein; or

- viii. There is an investment in money market, short-term, or similar securities for commercially reasonable management by the Fund of cash proceeds (including, without limitation, capital gains, dividends, and gifts) derived from the investments or commercial arrangements described in any of clauses i–vii above.

Startups or venture capital funds founded by UC alumni will not by themselves have a sufficient connection to the University to constitute a Permitted Investment unless any of the criteria in clauses i–viii above apply.

- c. Initial Capital from Unrestricted Donations: The initial capital for the Fund to make investments and to provide for the initial expenses of the Fund’s formation shall be provided by unrestricted donations to UC Berkeley. Donors who make such donations will receive a tax deduction in the same manner as any other donation to the campus. Donors will have no right to receive any returns from the Fund’s investments or to direct the Fund’s capital towards any particular investment.
- d. Indemnification: The Regents will not be providing indemnification to the Fund.
- e. Corporate Documents: Prior to adoption by the Fund, the Articles of Organization of the Fund, the OA, the Services Agreement, and any other constitutive corporate documents and related documents shall be subject to the approval of the UC Berkeley Chancellor and the General Counsel.

- (2) Authorize the Chancellor of UC Berkeley to expand the authority delegated to UC Berkeley pursuant to DA 2650 to allow for the formation of the Fund, and authorize the Office of the General Counsel to negotiate and enter into a Services Agreement with the Fund under the following terms and conditions:

- a. Purpose of Services Agreement: The Fund will not hire its own employees directly and will not have the resources to do so. The Services Agreement will allow for the Regents to provide management and other services to the Fund.
- b. Consideration to the Regents: The consideration that the Regents will receive under the Services Agreement consists of (i) ownership

of all of the Fund's equity, and (ii) the right to receive distributions of the Fund's returns on its investments.

- c. **Services Personnel:** The Services Personnel are employees of the Regents who will be authorized to provide services to the Fund under the Services Agreement, including, without limitation, serving on the Fund's Board of Managers and as Officers of the Fund. Only employees who ordinarily work on startup investments, technology transfer, or UC-affiliated VC funds as part of their regular employment duties, or who work on specific services that may benefit the Fund (e.g. accounting) will be part of the Services Personnel. The Regents will determine which employees will constitute the Services Personnel and may make changes to such employees at their discretion.

Services Personnel will receive their regular compensation as part of their employment with the Regents and will not receive any additional compensation from the Fund. The campus will receive all net fund flows and could compensate Services Personnel outside of the Fund where necessary to attract and retain talent.

Services Personnel will be subject to all UC policies in the course of providing any services to the Fund, including, without limitation, policies relating to conflicts of interest and conflicts of commitment.

- d. **Legal Counsel:** UC Legal attorneys who normally work on campus startup and venture capital matters may be part of the Services Personnel and may provide legal counsel to the Fund simultaneously with counsel to the Regents. The Services Agreement will contain customary language under the California Rules of Professional Conduct to permit joint representation of the Regents and the Fund.
- e. **Scope of Services:** The Regents will determine the scope of the services to be provided to the Fund under the Services Agreement in the Regents' sole discretion and may be changed by the Regents at any time.
- f. **Confidentiality:** The Regents and the Fund will have mutual confidentiality obligations, subject to any duty of the Regents to make required disclosures under the California Public Records Act.
- g. **SPVs and Services for Third Parties:** An SPV may receive services from Services Personnel only if such SPV is wholly owned by the Fund and thus indirectly wholly owned by the Regents. To avoid the conferring of private benefits as prohibited by the Regents' nonprofit status, any third party and any SPV that is not wholly

owned by the Fund (i.e., in which there is a co-investment by the Fund along with one or more non-UC third parties) will not receive services from Services Personnel under the Services Agreement, and will be charged for any services provided by the Regents under a separate written agreement or will obtain their own personnel at their own expense.

- h. Real Estate: The Fund will exist only as a separate legal entity. It will conduct business from UC Berkeley's existing facilities that manage equities under DA 2650 and is not expected to require new or separate real estate or other facilities. Any use of UC Berkeley real estate or facilities will require a separate agreement between UC Berkeley and the Fund.
- i. Use of UC Marks and Publicity: The Fund will have a license to use UC marks and to publicize its connection with UC Berkeley only to the extent determined to be necessary by applicable Services Personnel. The license will terminate if UC Berkeley ceases to be the sole member of the Fund.
- j. Vendors and Other Third Parties: Nothing in the Services Agreement prevents the Fund from entering into any agreement with vendors or other third parties to provide services to the Fund.
- k. Termination: The Regents may terminate the Services Agreement at will.

- (3) Authorize the Chancellor of UC Berkeley, pursuant to DA 2650 and following consultation with the General Counsel, to approve and execute:
 - (i) any documents reasonably required to accomplish the above; and (ii) any modifications, addenda or amendments thereto.

F. ***Workforce Housing, Santa Barbara Campus: Ocean Road Pilot Project and Use of an Alternate Contracting Mode***

This item was not summarized.

G. ***Mid-Year Report of the UC Office of the President's Budget to Actual Expenditures and Second Quarter Forecast for Fiscal Year 2024–25***

This item was not summarized.

H. ***Significant Information Technology Projects for the Period September 1, 2024 through December 31, 2024***

This item was not summarized.

Upon motion of Regent Cohen, duly seconded, the recommendations of the Finance and Capital Strategies Committee were approved, Regents Beharry, Cohen, Drake, Hernandez, Kounalakis, Leib, Makarechian, Matosantos, Park, Reilly, Robinson, Sarris, and Sures voting “aye.”

Report of the Governance Committee

The Committee presented the following from its meeting of March 19, 2025:

A. *Approval of Contract Compensation for Ron Rivera as General Manager, Football, Berkeley Campus as Discussed in Closed Session*

The Committee recommended approval of the following items in connection with the contract compensation for Ron Rivera as General Manager, Football, Berkeley campus, at 100 percent time, with the understanding that the final terms as approved by the Regents will be set forth in an appropriate written contract, which will be reviewed by UC Legal, Office of the General Counsel:

- (1) Contract Duration and Termination: Contract period effective March 24, 2025 through March 31, 2028. Consistent with the *Amendment of Regents’ Delegation of Authority for Recruiting and Negotiation Parameters for Certain Athletic Positions and Coaches, Systemwide* (September 2008 Parameters), the contract will include termination and liability clauses limiting the University’s obligations.
- (2) Guaranteed Compensation: Annual guaranteed compensation of \$800,000 each contract year, comprised of an annual base salary of \$250,000 and a talent fee of \$550,000 each contract year.
- (3) Deferred Compensation: Not applicable – Not included in this contract.
- (4) Annual Maximum Incentive Potential: Annual maximum incentive potential of \$800,000, which would be subject to an academic gatekeeper threshold where no incentive would be paid out unless the team meets the National Collegiate Athletic Association’s minimum Academic Progress Rate (currently ≥ 930).
- (5) Signing Bonus: Not applicable – Not included in this contract.
- (6) Camp Income: Not applicable – Not included in this contract.
- (7) Benefits: Standard pension and health and welfare benefits.
- (8) Relocation: Reimbursement of actual and reasonable moving expenses not to exceed \$40,000 that are associated with relocating Mr. Rivera’s primary

residence, subject to limitations and repayment provision under UC Policy G-13: *Policy and Regulations Governing Moving and Relocation*.

- (9) Courtesy Car: Not applicable – Not included in this contract.
- (10) Perquisites: Standard perquisites consistent with department practice for other UC Berkeley athletic contracts, e.g., game tickets.
- (11) Funding: Contract compensation will be funded exclusively through philanthropic funds. No State or UC General funds will be used.

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.

B. *Approval of Retroactive Administrative Stipend for Yolanda Gorman as Senior Advisor to the Chancellor and Chief of Staff, Los Angeles Campus as Discussed in Closed Session*

The Committee recommended approval of the following retroactive administrative stipend for Yolanda Gorman as Senior Advisor to the Chancellor and Chief of Staff, Los Angeles campus:

As an exception to policy, an administrative stipend for Yolanda Gorman as Senior Advisor to the Chancellor and Chief of Staff, Los Angeles campus, of 15 percent (\$56,057 annualized) of her annual base salary (\$373,716), for an annualized total cash compensation of \$429,773, effective retroactively August 1, 2024 through December 31, 2024.

The element of compensation described above shall constitute the University's total commitment regarding this element of compensation until modified by the Regents, President, or Chancellor, as applicable under UC policy, and shall supersede all previous oral and written commitments regarding this element of compensation. Compensation recommendations and final actions will be released to the public as required in accordance with the standard procedures of the Board of Regents.

Upon motion of Chair Reilly, duly seconded, the recommendations in items A and B above of the Governance Committee were approved, Regents Beharry, Cohen, Drake, Hernandez, Leib, Makarechian, Matosantos, Reilly, Robinson, Sarris, and Sures voting "aye" and Regent Kounalakis abstaining.

C. ***Amendment of the Charter of the Special Committee on Nominations***

The Committee recommended that the Charter of the Special Committee on Nominations be amended as shown in Attachment 1.

D. ***Amendment of Bylaw 24.8 and the Charter of the Health Services Committee***

The Committee recommended that:

- (1) Following service of appropriate notice, the Regents amend Bylaw 24.8 – Special Requirements for Chancellors/Advisory Members, as shown in Attachment 2.
- (2) The Regents amend the Charter of the Health Services Committee, as shown in Attachment 3, effective upon approval of the amendment to Bylaw 24.8, as described in paragraph A above.

E. ***Amendment of Regents Policy 7701: Senior Management Group Appointment and Compensation***

The Committee recommended that the Regents approve amendments to Regents Policy 7701: Senior Management Group Appointment and Compensation, as shown in Attachment 4.

F. ***Amendment of January 2026 Regents Meeting Dates***

The Committee recommended that the dates of the January 2026 Board of Regents meeting be changed from January 13–15, 2026 to January 20–22, 2026.

Upon motion of Chair Reilly, duly seconded, the recommendations in items C, D, E, and F above of the Governance Committee were approved, Regents Beharry, Cohen, Drake, Hernandez, Leib, Makarechian, Matosantos, Reilly, Robinson, Sarris, and Sures voting “aye” and Regent Kounalakis abstaining.

Report of the Health Services Committee

The Committee presented the following from its meeting of March 18, 2025:

A. ***Approval of Market-Based Salary Adjustment for Johnese Spisso as President, UCLA Health System and Chief Executive Officer, UCLA Hospital System, Los Angeles Campus as Discussed in Closed Session***

The Committee reported approval of the following items in connection with the market-based salary adjustment for Johnese Spisso as President, UCLA Health System and Chief Executive Officer, UCLA Hospital System, Los Angeles campus:

- (1) Per policy, a market-based salary adjustment of 17.3 percent (\$316,622), increasing Ms. Spisso's base salary from \$1,824,578 to \$2,141,200 as President, UCLA Health System and Chief Executive Officer, UCLA Hospital System, Los Angeles campus, at 100 percent time. Ms. Spisso will remain eligible for consideration for any 2025 systemwide salary program increases in accordance with University-wide guidelines.
- (2) Per policy, continued eligibility to participate in the Clinical Enterprise Management Recognition Plan's (CEMRP) Short Term Incentive (STI) component, with a target award of 20 percent of base salary (\$428,240) and a maximum potential award of 30 percent of base salary (\$642,360), subject to all applicable plan requirements and Administrative Oversight Committee approval. Any actual award will be determined based on performance against pre-established objectives.
- (3) Per policy, continued eligibility to participate in the Clinical Enterprise Management Recognition Plan's (CEMRP) Long Term Incentive (LTI) component, with a target award of ten percent (\$214,120) of base salary and a maximum potential award of 15 percent (\$321,180) of base salary, subject to all applicable plan requirements and Administrative Oversight Committee approval. The LTI uses rolling three-year performance periods, and any actual award will be determined based on performance against pre-established objectives over each three-year LTI performance period.
- (4) Per policy, continuation of standard pension and health and welfare benefits and standard senior management benefits, including continued eligibility for senior management life insurance and for executive salary continuation for disability (for which she is eligible and vested as a result of five or more consecutive years of Senior Management Group service).
- (5) Per policy, continued eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.
- (6) Per policy, continuation of the monthly contribution to the Senior Management Supplemental Benefit Program, subject to all applicable program requirements.
- (7) Per policy, continuation of an annual automobile allowance of \$8,916.
- (8) Ms. Spisso will continue to comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- (9) This action will be effective March 1, 2025.

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.

B. ***Advancing Equitable Maternal Care: An Update from the University of California Health Clinical Quality Committee***

This item was not summarized.

C. ***Student Health Services at a Crossroads***

This item was not summarized.

D. ***Evidence for Masking to Reduce Respiratory Illness following COVID***

This discussion item was deferred by the Committee.

Report of the Health Services Committee and the Governance Strategies Committee

The Committees presented the following from their joint meeting of March 19, 2025:

Establishment of Two New Level Two Senior Management Group Positions of Chief Strategy and Transformation Officer, UCSF Health, San Francisco Campus, and Deputy Chief Financial Officer, UCSF Health, San Francisco Campus, and the Market Reference Zones for the Positions

The Health Services Committee and the Governance Committee reported their approval of:

- A. Establishment of a new Senior Management Group position of Chief Strategy and Transformation Officer, UCSF Health, San Francisco campus. This will be a Level Two position in the Senior Management Group.
- (1) Establishment of a Market Reference Zone for this position as follows: 25th percentile – \$658,900, 50th percentile – \$773,300, 60th percentile – \$832,800, 75th percentile – \$922,000, and 90th percentile – \$1,062,000.
 - (2) The position includes eligibility to participate in the Short Term Incentive (STI) component of the Clinical Enterprise Management Recognition Plan (CEMRP), with a target award of 15 percent and a maximum potential award of 25 percent of base salary, subject to all applicable plan requirements and Administrative Oversight Committee approval. Participation is reviewed and approved prior to the start of each CEMRP Plan Year.
 - (3) This action will be effective upon approval.

- B. Establishment of a new Senior Management Group position of Deputy Chief Financial Officer, UCSF Health, San Francisco campus. This will be a Level Two position in the Senior Management Group.
- (1) Establishment of a Market Reference Zone for this position as follows: 25th percentile – \$717,800, 50th percentile – \$791,700, 60th percentile – \$807,200, 75th percentile – \$830,400, and 90th percentile – \$977,900.
 - (2) The position includes eligibility to participate in the Short Term Incentive (STI) component of the Clinical Enterprise Management Recognition Plan (CEMRP), with a target award of 15 percent and a maximum potential award of 25 percent of base salary, subject to all applicable plan requirements and Administrative Oversight Committee approval. Participation is reviewed and approved prior to the start of each CEMRP Plan Year.
 - (3) This action will be effective upon approval.

Upon motion of Chair Reilly, duly seconded, the recommendation of the Health Services Committee and the Governance Committee was approved, Regents Beharry, Cohen, Drake, Hernandez, Leib, Makarechian, Matosantos, Reilly, Robinson, Sarris, and Sures voting “aye” and Regent Kounalakis abstaining.

Report of the Investments Committee

The Committee presented the following from its meeting of March 18, 2025:

Review of Second Quarter 2024–25 Fiscal Year Performance for UC Retirement, Endowment, and Working Capital Assets

This item was not summarized.

Report of the Public Engagement and Development Committee

The Committee presented the following from its meeting of March 19, 2025:

A. Update from Interim Senior Vice President of External Relations and Communications

This item was not summarized.

B. Alumni Regent Perspectives: UC Veteran Support

This item was not summarized.

C. *UC State Governmental Relations Update and the Campus Perspective*

This item was not summarized.

5. **UNIVERSITY OF CALIFORNIA ANNUAL REPORT ON BASIC NEEDS, 2023–24**

[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.]

Provost Newman introduced the item. Inspired by the Food Closet that the UCLA Community Programs Office established in 2009, the University launched the Global Food Initiative in 2014 and has since provided permanent funding for basic needs centers on every campus. In 2023–24, these centers served over 70,000 students. The annual report included progress UC has made toward the Regents’ recommendations, an update on rates of undergraduate food and housing insecurity, and lessons learned. Last year, UC expanded access to electronic benefits transfer (EBT) and CalFresh to all ten campuses by establishing the first systemwide multi-store owner contract with the U.S. Department of Agriculture. UC also supported State Assembly Bill 2033, which expanded the definition of basic needs, partnered with the California Department of Healthcare Services to expand behavioral health services, supported six research projects, launched a pilot data project on student outcomes, and extended over \$1 billion in basic needs grants to California students.

Genie Kim, Director of Student Mental Health and Well-being, stated that, in 2024, the rate of food insecurity among undergraduate students rose to 48 percent and the rate of housing insecurity decreased to seven percent. The rate of food insecurity likely resulted from the end of pandemic-era support, the rising cost of living, and the inability of federal financial aid to keep pace with costs. Her team was working with the campuses to evaluate the impact of basic needs services on student success. A comparison of food insecurity trends demonstrated that college students in California and across the nation experienced higher rates of food insecurity than the overall population, and California experienced higher food insecurity rates than the rest of the nation. Rates declined in 2021 and increased in 2023. The Regents’ goals to reduce food and housing insecurity were aspirational and strategic, and these trend lines helped gauge the need for resources, particularly in times of economic downturn. While student food and housing insecurity was a national issue, it was especially challenging in California, a high-cost state. According to the California Student Aid Commission, 66 percent of California students were food insecure. State funding for basic needs and rapid rehousing were insufficient to reduce food and housing insecurity. Campus basic needs programs devoted most of their efforts to emergency resources and were continuously learning from each other. Ongoing research, data collection, and evaluation of programs and practices were essential to inform strategies.

Pablo Reguerin, Vice Chancellor for Student Affairs at UC Davis, introduced AggieFresh, a food program based on the Supplemental Nutrition Assistance Program or CalFresh. UCD partnered with Yolo County to maximize its CalFresh enrollment, but for those who do not qualify for CalFresh, AggieFresh provided \$292 per month and was also available for those awaiting CalFresh approval. Last academic year, UC Davis distributed \$277,000

and reduced severe food insecurity from 55 percent to 33 percent. Unlike CalFresh, which could only be used for groceries, AggieFresh could be used for prepared and restaurant meals, which reduced isolation and increased a sense of belonging. The program complemented other strategies to address food insecurity, including the food pantry, financial aid, meal swipe cards, and hardship and emergency grants. In spring 2023, UC Davis launched the AggieEats food truck, which used an anonymous pay-what-you-want model. Staff were present to help students enroll in CalFresh and provide information about other basic needs services. Last academic year, AggieEats served over 94,000 meals to over 30,000 students. The campus was able to provide food truck meals at lower costs by increasing the volume of food produced in dining commons and commissaries. Mr. Reguerin recognized Chancellor May for attracting donors and prioritizing basic needs. UC Davis' Need-Based Rent Subsidy was prioritized for extremely low-income students and ranged from \$100 to \$300 per month for the term of a student housing lease. Last year, the campus distributed nearly \$800,000. This investment has produced a high return in terms of affordability, sense of belonging, and student success. In addition, UCD offered rapid rehousing, hardship funding, and emergency grants and aimed to increase housing inventory.

Patricia Mahaffey, Assistant Vice Chancellor for Student Life at UC San Diego, stated that the ecosystem that comprised UCSD's basic needs work included students, faculty, staff, administrators, San Diego County partners, and the UCSD Center for Economic Justice and Action. Despite receiving State funding, there was still strong ongoing need from students, who experienced economic and systemic issues that affected every UC campus. Ms. Mahaffey highlighted notable efforts. This fall, UCSD received a \$100 million State housing grant and planned to allocate \$5 million annually to reduce monthly housing payments to 55 percent below market rate for California students. The campus also planned to add 6,000 beds with its Pepper Canyon East project and was working on graduate housing as well. Leveraging campus vacancies, local hotels, and the campus' partnership with short-term rental company Airbnb, UCSD's Emergency Housing Services could house students for up to 30 days and provide emergency meal assistance. Ninety percent of students who utilized Emergency Housing Services last year found stable housing. Many were seniors who could graduate as a result. Using student-led research, UCSD was targeting communications and outreach about CalFresh eligibility. Messaging was circulated via social media, class syllabi, and lecture presentation slides. Last year, close to 2,200 students were connected to CalFresh, which equated to \$7.6 million per year in grocery funds. UCSD has maintained a close relationship with the San Diego County Health and Human Services Agency (HHSA), hosting its Live Well on Wheels bus on campus to enroll students in CalFresh, and HHSA staff also visited student resource centers to help students. Last year, UCSD helped 100 programs qualify as Local Programs that Increase Employability (LPIE) and notified students if they were eligible for CalFresh through the LPIE exemption; there were 40 programs pending County approval this year. Ms. Mahaffey concluded with a student testimonial.

Ms. Newman acknowledged the Regents, the State, and segmental and campus partners, as well as a resourceful community of students, staff, and faculty.

Staff Advisor Frías shared that she interviewed students for basic needs and mental health services and recalled three cases that left an indelible impression. One of the students she interviewed did not finish their degree. Meeting basic needs gave students dignity and enhanced outcomes. Ms. Newman suggested reaching out to the former student about UC's reengagement efforts.

Regent Hernandez, noting UCSD's State housing grant and student housing plans, asked what lessons could be learned from UCSD that could benefit other campuses. Chancellor Muñoz responded that UC Merced worked with Mr. Reguerin and his team when conceptualizing Nourish to Flourish, a pilot program based on AggieFresh. The program, which aided students not eligible for CalFresh, delivered meals to students who live off campus and added money to meal plan cards for group dining. Chair Reilly has been involved in the design and implementation of the program, which required some degree of investment. Chancellor Wilcox noted that the State housing grant was for the entire UC system, and money was distributed to all the campuses.

Regent Beharry expressed hope that a new basic needs working group could be established to set more goals for the next ten years, especially in light of budgetary challenges.

Regent Beharry asked for clarification about the availability of EBT and the Women, Infants, and Children (WIC) Supplemental Nutrition Program on all the campuses. Ms. Kim replied that all campuses accepted EBT through a multi-campus contract, and that UC was the first university system to do so. There was a proposed amendment to a law that would encourage access to WIC services.

Regent Beharry noted that basic needs centers might have funds but lacked physical space for refrigeration, storage, or have bathrooms. Mr. Reguerin stated that, in order to provide basic needs services at scale, his team partnered with the financial services office and the dining commons to utilize their expertise. There should be campuswide ownership of these issues. Ms. Mahaffey added that there was an opportunity to amplify basic needs as a way to obtain donor and advancement funds.

Regent Matosantos asked how UC could bolster its relationship with the California Health and Human Services Agency (CalHHS) and health plans in order to leverage benefits from California Advancing and Innovating Medi-Cal (CalAIM) and others. These could help UC better address health care, housing, and behavioral health. She noted that the California Work Opportunity and Responsibility to Kids (CalWORKS) program was moving away from a "work first" approach toward more opportunities for education and longer-term pathways to self-sufficiency. She asked whether there were opportunities to work with CalHHS to make UC more accessible to parenting students who were already participating in CalWORKS. Ms. Kim noted that she was a member of the CalHHS Behavioral Health Task Force. Her team was collaborating with CalHHS, especially with regard to the Behavioral Health Services Act and the Children and Youth Behavioral Health Initiative, and with UC's academic health centers. UC was looking beyond partnering with the State on CalFresh to more services. Ms. Kim offered to provide more information later.

Regent-designate Brooks asked about the response rate for the UC Undergraduate Experience Survey (UCUES) and the UC Graduate Student Experience Survey (UCGSES). She observed that the results did not match what she learned from speaking to students. Vice President Brown replied that the systemwide response rate was 35 to 45 percent for UCUES and 25 to 30 percent for UCGSES.

Regent-designate Brooks offered to help increase response rates. Ms. Brown replied that her team compared respondents to the overall population and considered whether responses should be weighted. UCGSES was currently being administered.

Regent-designate Brooks shared that, in the manner of AggieFresh, UCSD and UCLA were launching similar pilot programs.

Regent Leib shared that a Student Advocate to the Regents asked him how UC could replicate programs on various campuses. He asked if the Office of the President (UCOP) could provide best practices to the campuses. Ms. Kim replied that all basic needs managers and directors met monthly, often sharing practices with each other, and then biannually to discuss strategy in a retreat format. Over the past decade, UC went from having no basic needs to centers on every campus. The work and vision came from the campus level, where practitioners learned directly from students. Ms. Kim agreed that a promising practices document would be a great resource beyond the annual report. Information about research, data, and links to student services were available on the University's basic needs website.

Regent Leib suggested adding a list of ten best practices for campuses to the website.

Chair Reilly encouraged Regents to visit basic needs centers during campus visits. To address the challenge of making students aware of the variety of available resources, campuses could inform students through a single entry point like AggieFresh. Chair Reilly regarded the rate of food insecurity as stunning and shameful but also difficult to change. It was her goal to make every UC campus a hunger-free campus and to make the University a model for the nation. This must remain a priority despite challenging fiscal times. Basic needs insecurity took a mental toll on students and affected drop-out rates. Chair Reilly was impressed with the creative work that campuses were already doing to address this.

6. REPORT OF INTERIM, CONCURRENCE, AND COMMITTEE ACTIONS

Secretary and Chief of Staff Lyall reported that, in accordance with authority previously delegated by the Regents, action was taken on routine or emergency matters as follows:

Approvals by Interim Action

- A. The Chair of the Board and the Chair of the Finance and Capital Strategies Committee approved the following recommendation:

Continuation of Alternate Housing Arrangement for the President of the University

- (1) The continued use of the Atlas apartment as temporary alternative housing for the current President of the University of California until June 30, 2025, or until a new suitable, permanent University-provided residence is provided, whichever is sooner. The Atlas apartment was initially authorized for use as temporary housing by interim action in the Regents' item dated October 22, 2023.
 - (2) The Executive Vice President – Chief Operating Officer be authorized, after consultation with the General Counsel and in compliance with the California Environmental Quality Act (CEQA), to approve and execute documents with Carmel Partners, Inc. for the continued lease of the Atlas apartment unit at 385 14th Street, Oakland, California, as interim presidential housing. All previously approved terms and conditions shall remain in effect, except that in the event of a nominal rent increase during the remaining lease term, the Executive Vice President – Chief Operating Officer shall be authorized to approve payment of such increased amounts.
 - (3) The extension of the temporary monthly housing allowance of approximately \$11,400 as previously approved in the December 15, 2023 Regents' item, which amount may be adjusted to offset any rent increases, subject to rent increase payment approval by the Executive Vice President – Chief Operating Officer. This allowance:
 - a. Offsets tax obligations arising from the Atlas temporary housing benefit, which does not qualify for wage income exclusion under the Internal Revenue Code;
 - b. Will be calculated based on actual monthly expenditures; and
 - c. Will continue until either the Atlas lease expires or a new suitable University-provided residence is ready for the President's use, whichever occurs first.
 - (4) The Regents' prior approval from the Regents' item dated December 15, 2023 shall remain in effect as follows: "Beginning from the date that the President of the University had to move out of Morgan House in May 2023 until a permanent University-provided residence is provided, the President will not be subject to the general Regents Policy 7708 requirement to treat the University-provided housing as his primary residence for income tax purposes."
- B. The Chair of the Board and the Vice Chair of the Board approved the following recommendation:

Resolution to Exclude Access to Federal Classified Information

That the University of California Board of Regents adopt the resolution below.

RESOLUTION OF THE UNIVERSITY OF CALIFORNIA BOARD OF REGENTS

The following list of University of California leaders will not require, will not have, and can be effectively and formally excluded from, access to all classified information disclosed to the entity and does not occupy a position that would enable them to adversely affect the organization's policies or practices in the performance of classified contracts.

NAME	TITLE
Maria Anguiano	Regent
Elaine Batchlor	Regent
Josiah Beharry	Regent
Alexander Bustamante	Chief Compliance and Audit Officer
Carmen Chu	Regent
Michael Cohen	Regent
Gareth Elliott	Regent
Howard "Peter" Guber	Regent
Nancy Lee	Regent
Richard Leib	Regent
Hadi Makarechian	Regent
Ana Matosantos	Regent
Robert Myers	Regent
Katherine Newman	Provost
Geoffrey Pack	Regent
Lark Park	Regent
Janet Reilly	Regent
Robert Rivas	Regent
Mark Robinson	Regent
Alfonso Salazar	Regent
Gregory Sarris	Regent
Tony Thurmond	Regent

7. REPORT OF MATERIALS MAILED BETWEEN MEETINGS

Secretary and Chief of Staff Lyall reported that, on the dates indicated, the following were sent to the Regents or to Committees:

To the Regents of the University of California:

- A. From the President of the University, *Letter regarding the UC Center Sacramento (UCCS) academic program*. January 28, 2025.

- B. From the President of the University, *Annual Report on the University of California Housing Assistance Programs, Fiscal Year 2023–24*. January 30, 2025.
- C. From the President of the University, *Update to Regents about Recent Developments*. February 4, 2025.
- D. From the President of the University, *AG Lawsuit and UC Press Release*. February 10, 2025.
- E. From the President of the University, *Weekly Federal Update Briefing to the UC Community*. February 18, 2025.
- F. From the Secretary and Chief of Staff to the UC Regents office, *January 2025 Summary of Communications*. February 18, 2025.
- G. From the President of the University, *Annual Report to AFSCME on University Contracts for Covered Services*, March 4, 2025.

To the Members of the Compliance and Audit Committee

- H. From UC Davis Chancellor, *Announcement of Three Leadership Appointments at UC Davis*. February 4, 2025.

To the Members of the Health Services Committee:

- I. From the UCSF Health President and Chief Executive Officer Suresh Gunasekaran, *Message from UCSF Health: Advancing the Integration of BCH Oakland & UCSF Health*. January 28, 2025.

To the Members of the Finance and Capital Strategies Committee:

- J. From the President of the University, *UC's Annual Report on Debt Capital and External Finance Approvals for Calendar Year 2024*. February 20, 2025.

The meeting adjourned at 1:15 p.m.

Attest:

Secretary and Chief of Staff

Additions shown by underline; deletions show by ~~striketrough~~

Bylaw 24 – Standing Committees

24.8 Special Requirements for Chancellors/Advisory Members.

A Chancellor member of a Standing Committee may participate on a matter primarily affecting or benefitting the Chancellor's campus only to the extent of presenting or assisting in the presentation of the matter to the Committee, and shall not otherwise participate in the Committee's deliberations. This limitation shall not apply when the matter is expected to affect or benefit all or substantially all campuses. Other advisory members of a Standing Committee, if any, not otherwise subject to University policy, shall be subject to the laws and policies applicable to Regents governing compensation and reimbursement of expenses unless otherwise specified in the Standing Committee's Charter, and shall be subject to conflict of interest disclosure and recusal obligations as specified in the University's Conflict of Interest Code and other applicable policies.

Additions shown by underscoring; deletions shown by strikethrough

Charter of the Health Services Committee

Adopted July 20, 2016

Amended January 17, 2019, May 16, 2019, July 30, 2020, March 18, 2021, May 19, 2022, January 19, 2023, and January 23, 2025

- 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").

...

- E. Special Requirements for Chancellors/Advisory Members. Only the Regent members of the Committee shall be permitted to vote on Committee business. A Chancellor member of the Committee shall be permitted to participate on a matter primarily affecting or benefiting their campus only to the extent of presenting or assisting in the presentation of the matter to the Committee, and shall not otherwise participate in the Committee's deliberations. This limitation shall not apply when the matter is expected to affect or benefit all or substantially all UC Health campuses. External advisory members (non-Chancellors) shall meet separately with the senior executive of UC Health periodically to provide advice.

Any advisors not otherwise subject to University policy shall be eligible for a stipend for their service, shall be subject to the laws and policies applicable to Regents governing ~~compensation and~~ reimbursement of expenses, and shall be subject to conflict of interest disclosure and recusal obligations as specified in the University's Conflict of Interest Code and other applicable policies.

...

- G. Delegated Authority Over Appointments and Compensation.
1. When the appointment of or compensation for an employee serving UC Health or any of its components, whose compensation is paid solely from sources other than State general fund support to the University, otherwise requires approval from the Regents or a Committee of the Regents, the Health Services Committee may review and approve such appointment and/or compensation without further Regents action. ~~The Health Services Committee and the Board of Regents will approve CEMRP awards for the EVP-UC Health, regardless of the source of funding.~~

Senior Management Group

Appointment and Compensation

Approved September 18, 2008

Amended March 19, 2009, September 16, 2010, and September 18, 2013



Responsible Officer: Vice President–[Systemwide](#) Human Resources

Responsible Office: [Systemwide](#) Human Resources

Effective Date: November 14, 2013

Next Review Date: The Responsible Officer will review the policy annually for update purposes and will conduct a full review at least every three years.

Who Is Covered: All employees whose position is designated to be in the Senior Management Group (SMG), [inclusive of Officers of the University per Regents Standing Order 100.1.a](#), and non-SMG members appointed to an SMG position on an acting or interim basis.

CONTENTS

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I. POLICY SUMMARY

This policy provides direction and authority for creating and eliminating positions in the Senior Management Group (SMG), for appointing SMG members to those positions and for establishing, approving, reviewing and revising any salary or other compensation terms for SMG members.

Senior Management Group Appointment and Compensation

II. POLICY DEFINITIONS

Career Appointment: An appointment established at a fixed or variable percentage of time at 50 percent or more of full-time that is expected to continue for one year or longer.

Compensation: For purposes of University employment, “compensation” is defined in the *Policy on Definition of Total Compensation* (Regents Policy 7200).

Exception to Policy: An action that exceeds what is allowable under current policy or that is not expressly provided for under policy. Any such action must be treated as an exception and must be reviewed and approved by the Regents.

Executive Officer: The University President, Chancellor, or Laboratory Director.

General Increase: [An identical pay raise that is given across-the-board to all eligible employees. A General Increase can be provided either as a flat rate or as a percentage of salary.](#)

Market Reference Zone: A unique range of base salary for each functional position in the Senior Management Group.

Merit Increase: [A salary increase designed to reward performance.](#)

Performance: The fulfillment of job responsibilities and individual goals and objectives assigned to the incumbent.

Retroactive Action: An action that is effective more than 45 days earlier than the date it is approved.

Senior Management Group (SMG): Individuals whose career appointment is in the Senior Management Group personnel program. Employees with a dual academic appointment at 0% and an appointment to a Senior Management Group position will be considered to possess a career appointment in the Senior Management Group.

SMG Level One: The position of President, all SMG positions that directly report to the Regents and/or the President, and the Chief Executive Officers of the medical centers.

SMG Level Two: All SMG positions that are not in SMG Level One.

Top Business Officer: Executive Vice President–[Business Operations](#)[Chief Operating Officer](#) for the Office of the President, Vice Chancellor for Administration, or the position responsible for the location’s financial reporting and payroll as designated by the Executive Officer.

III. POLICY TEXT

A. *The Senior Management Group (SMG)*

The Senior Management Group is a personnel program that includes certain leadership positions in the University system.

“Level One” of the SMG includes the position of President, all SMG positions that

Senior Management Group Appointment and Compensation

directly report to the Regents and/or the President, and the Chief Executive Officers of the medical centers. All other SMG positions are “Level Two” positions.

The Regents, upon the recommendation of the President, must approve adding a position to the SMG or eliminating an SMG Level One position. The President may approve adding an SMG position at a location when the position already exists at another location. The President, after consultation with the Chair of the [Committee on Compensation Governance Committee](#), may approve the elimination of an SMG Level Two position.

~~B. Officers of the University~~

~~Officers of the University are those positions identified in [Regents Standing Order 100.1.a](#). Officers of the University appointed to the Senior Management Group are subject to the terms of this policy according to whether they are SMG Level One or SMG Level Two. If an Officer of the University is appointed to a personnel program other than the SMG, then the approval authority for all appointment and compensation actions is as described in Section IV.C. of this policy.~~

~~C.B. Market Reference Zones~~

A market reference zone (MRZ) is a unique range of base salary for each functional position in the Senior Management Group. SMG positions responsible for the same set of core functions will be assigned to the same MRZ. For example, the individuals performing the functions of a Vice Chancellor–Research at any location in the University system will be assigned to the same MRZ, even if their precise job titles are not identical.

The MRZ for a particular functional position reflects market data for base salary. The MRZ displays the 25th, 50th, 60th, 75th and 90th percentile base salary in the defined competitive market for that functional position. The market is defined as those organizations that are similar to the University in size and complexity and are therefore the organizations with which the University competes for talent.

1. Establishment of Market Reference Zones (MRZs)

The Regents have approved a market reference zone for each functional position in the SMG. Each MRZ reflects an assessment of the scope of responsibilities, complexity and breadth of job functions, experience requirements and other relevant factors for a particular functional position. Additional MRZs may be added by the Regents.

2. Purpose of Market Reference Zones

Market reference zones allow the University to administer and manage the salaries of SMG members in a manner that is competitive with the relevant market for each functional position, foster appropriate internal consistency, and facilitate budget control.

3. Review of and Adjustments to Market Reference Zones

~~The Office of the President–Systemwide~~ Human Resources will review each MRZ annually and compare it to the market survey information. If an MRZ no longer reflects the base salaries offered in the relevant market for that functional position, a recommendation to adjust the MRZ may be made to the President. The President will recommend MRZ adjustments to the [Committee on](#)

Senior Management Group Appointment and Compensation

~~Compensation~~appropriate Committees per the Committee Charters and the full Board for approval, as required.

An adjustment to an MRZ will not automatically result in a change in the base salary paid to an SMG member who holds a position assigned to that MRZ. Rather, any adjustments to an incumbent SMG's base salary will follow the process outlined in Sections ~~E~~D. and ~~F~~E., below, as applicable.

4. Level of Salary within the MRZ

The University's ability to offer its leaders compensation terms that are competitive in the relevant regional and national marketplaces ultimately affects its ability to attract, motivate and retain the talent necessary to achieve the University's mission. The essential first step in establishing competitive compensation terms is to assign an appropriate base salary within the applicable MRZ. A number of factors will be considered to determine the appropriate base salary within the applicable MRZ, including, but not limited to, documented sustained performance and contributions, internal peer comparability, external market comparability, and scope and breadth of experience and responsibilities. Any adjustments to base salary will follow the process outlined in Sections ~~E~~D. and ~~F~~E., below.

Generally, salaries near the 25th percentile of the MRZ will be assigned to SMGs who may require additional development, growth, or time in order to become fully proficient in the position. In addition, a salary near the 25th percentile of the MRZ may be assigned where the SMG's position is narrower or less complex in scope than that of peer positions or the benchmark position(s) used in surveys of the applicable market.

Salaries near the 50th percentile of the MRZ will be assigned to SMGs who have significant experience in the position, who are proficient in the required skills, who are adept at managing the typical responsibilities, and who have documented and sustained high levels of performance.

Salaries near the 75th percentile of the MRZ will be assigned to SMGs who are very experienced and have a unique skill set. In addition, a salary near the 75th percentile may be assigned where the SMG's position is moderately broader or more complex in scope than that of peer positions or the benchmark position(s) used in surveys of the applicable market. A salary near the 75th percentile may also be assigned in situations where the talent pool for the position is limited and/or very competitive.

A salary near the 90th percentile of the MRZ will be assigned to SMGs who have highly specialized credentials, professional accomplishments and expertise that set them apart from internal and external peers. In addition, a salary near the 90th percentile may be assigned where the SMG's position is highly complex and significantly broader in scope than that of peer positions or the benchmark position(s) used in surveys of the applicable market. A salary near the 90th percentile may also be assigned in situations where a very scarce candidate pool for the position exists and unique skill sets are critical.

Senior Management Group Appointment and Compensation

D.C. Appointments

1. Criteria for Appointment

SMG positions must be filled through the appointment of candidates who, in the judgment of the hiring authority, possess the qualifications required to perform the duties of the position most effectively.

2. Authority for Individual Appointments to Level One SMG Positions

Individual appointments to all Level One SMG positions must be endorsed by the President and approved by the Regents. This includes situations where a member of the SMG or some other personnel program is appointed to a Level One SMG position on an [interim or](#) acting ~~or temporary~~ basis.

3. Authority for Individual Appointments to Level Two SMG Positions

Individual appointments to Level Two SMG positions must be approved under the appropriate approval authority as described in Section IV.C. of this policy. This includes situations where a member of the SMG or some other personnel program is appointed to a Level Two SMG position on an [interim or](#) acting ~~or temporary~~ basis.

4. Nature of Appointment

An SMG appointee serves at-will and, therefore, an SMG appointment may be terminated at any time with or without cause. An SMG member's at-will status cannot be altered except by amendment of this policy.

An appointment as an SMG member is normally at 100 percent time. A career appointment may be at less than 100 percent time, but cannot be less than 50 percent time.

5. Assignment of Titles

Each SMG position will be assigned a working title that conveys the organizational level of the position and the nature and scope of the responsibilities assigned. That working title may not always be identical to the functional position title used to define the MRZ to which the SMG's position belongs. Major changes to SMG titles must be approved by the President. Minor changes to SMG titles may be approved by the Chancellor, Laboratory Director, or Executive Vice President – ~~Business Operations~~[Chief Operating Officer](#) for their respective locations.

6. Appointment Salary

At the time of appointment to an SMG position, the individual will be assigned a base salary within the applicable MRZ that is consistent with the criteria described in Section III.~~GB~~.4.

The appointment salary for any Level One SMG requires the endorsement of the President and the approval of the Regents. Approval authority for a Level Two SMG's appointment salary depends on the proposed base salary and the amount of any increase over the prior incumbent's base salary as stated in Section IV.C. of this policy.

Senior Management Group Appointment and Compensation

E.D. Salary Increases

Any increase in base salary for a Level One SMG, except for systemwide salary program general (across-the-board) increases, requires the endorsement of the President and the approval of the Regents.

The approval authority for increases in base salary for a Level Two SMG, except for systemwide salary program general increases, depends upon the base salary plus the amount of the proposed increase as described in Section IV.C. of this policy.

1. Systemwide Salary Program Increases (e.g., general increases and/or merit increases)

SMG members are eligible for consideration for systemwide salary program increases to base salary, such as general and/or merit increases, in accordance with Universitywide guidelines. The process for making such increases will be part of the larger budgeting process for UC. Eligibility criteria and administrative details will be provided when such increases are implemented.

a. General Increases

The increase amount is determined by the Universitywide guidelines for each systemwide salary program. -When permitted by Universitywide guidelines, general increases will be proposed by each location for Level One and Level Two SMG members and submitted to Systemwide Human Resources for validation of eligibility and confirmation of the applicable approval authority as set forth in Section IV.C. of this policy.

b. Merit Increases

When permitted by Universitywide guidelines, merit increases will be proposed by each location for Level One and Level Two SMG members and submitted to Systemwide Human Resources for validation of eligibility and confirmation of the applicable approval authority as set forth in Section IV.C. of this policy.

The amount of an individual SMG's merit increase will be based on the following factors:

- i. The SMG member's annual written performance appraisal and the SMG's contributions measured against objectives that were assigned at the beginning of the performance period.
- ii. The position of the SMG member's current base salary within the applicable MRZ and his/her/their base salary relative to internal peers in that MRZ.
- iii. The availability of approved merit funding.

If an SMG is receiving an administrative stipend, the stipend will not be included in the determination of the base salary for purposes of calculating his/her-merit-their systemwide salary program increase.

2. Market-Based Increases

Senior Management Group Appointment and Compensation

To be eligible for a market-based increase in base salary, the SMG's documented sustained performance should be rated at least "Satisfactory Performance."

A market-based increase in an SMG's base salary may be appropriate in a variety of situations, including, but not limited to, the following:

- To better align an SMG's base salary with the criteria described in Section III.CB.4., above, given the SMG's skills, experience, and contributions.
- To correct internal inequities in the relative placement of SMGs in their MRZ (e.g., in situations where new appointees with skills and experience comparable to incumbents who have been appointed with higher base salaries).
- When there has been a significant and permanent expansion in the scope and/or complexity of an SMG's position.
- To retain an SMG who is considered a finalist for another position and the SMG's departure would result in severe operational, service, or functional disruption in the University's ability to accomplish its mission. Increases for this reason are rare.

~~To be eligible for a market based increase in base salary, the SMG's documented sustained performance should be rated at least "Satisfactory Performance."~~

3. Order of Salary Increases

If more than one salary increase is effective on the same date, actions will be processed in the following order:

1. A systemwide salary program increase, and then

4.2. Apply a market-based increase, and then

~~2.1. A systemwide salary program increase~~

F.E. Decrease in Base Salary

In certain circumstances, a decrease in an SMG's base salary may be warranted (e.g., when an SMG's position has been reduced in scope or complexity). Any decreases in base salary for a Level One SMG must be approved by the President with the concurrence of the Chair of the Governance Committee ~~on Compensation~~. Any decreases in base salary for a Level Two SMG must be approved by the President for the Office of the President, and the Chancellor or Laboratory Director for their respective locations.

G.F. Potential Transfers Between Locations (Campus, Laboratory, Office of the President)

A potential transfer between locations occurs when an SMG member considers accepting another comparable SMG position (typically a position in the same MRZ) at a location other than his/her/their present location. Any salary action recommendations will be based on the concepts regarding placement in the

Senior Management Group Appointment and Compensation

applicable MRZ presented in Section III.CB.4., above, including documented sustained performance and contributions. In such an event, and following the SMG member's tentative acceptance of the offer from the new location, the SMG member's current location will be provided with an opportunity to meet, but not exceed, the salary offer of the new location for a comparable position. This section of the policy does not apply to situations in which an SMG member is contemplating another position that is not deemed to be comparable to [his/her/their](#) current position (e.g., a promotional opportunity or significant departure from the current position). The intent of this arrangement is to emphasize the career opportunities being presented in each offer and de-emphasize the competing salary offers. The Vice President–[Systemwide](#) Human Resources (or designee) will serve as the broker of such transfer considerations and discussions.

Any compensation actions for a Level One SMG that result from these negotiations must be endorsed by the President and approved by the Regents. For compensation actions for a Level Two SMG that result from these negotiations, the applicable approval authority will depend upon the proposed base salary (including any proposed increase) as set forth in Section IV.C. of this policy.

[H.G.](#) Administrative Stipends for Temporary Assumption of Significant Additional Responsibilities

An SMG member may be asked to temporarily assume responsibilities in addition to those already associated with [his/her/their](#) SMG position. While a temporary assumption of additional responsibilities does not typically warrant an increase in compensation, an increase may be warranted for Level Two SMG members in situations where the additional responsibilities are significant and the SMG member is held fully accountable for the additional responsibilities. In these circumstances, the Level Two SMG member may receive an administrative stipend so long as [his/her/their](#) documented performance appraisals warrant this additional compensation. Administrative stipends may not be approved for a Level Two SMG member for any other purpose. In addition, a Level Two SMG member may not receive more than one stipend of any kind at any time. Level One SMG members are not eligible for administrative stipends.

An administrative stipend for a Level Two SMG member must be approved by the applicable approval authority depending upon the SMG's existing base salary plus the amount of the proposed administrative stipend; that combined amount will be considered the proposed base salary for purposes of this determination, using the criteria outlined in Section IV.C. of this policy.

An administrative stipend may initially be approved for a period of up to twelve months in duration. One extension of an administrative stipend may be granted by the same approval authority that initially approved the administrative stipend, provided that the extension is for a period not to exceed twelve months. Any additional extension would be an exception to policy. The purpose of such limitations is to ensure that adequate measures are undertaken to install permanent stewardship of senior leadership positions.

The amount of any administrative stipend should be commensurate with the additional responsibilities being assumed by the SMG member. An administrative

Senior Management Group Appointment and Compensation

stipend will not be included in the determination of the base salary for purposes of calculating an incumbent's increase under a systemwide salary program.

I.H. Compensation Restriction

An SMG member who is appointed at 100 percent time must not receive additional cash compensation above ~~his/her~~their base salary from an entity managed exclusively by the University (e.g., the Office of the President, the Lawrence Berkeley National Laboratory, a UC campus, or a UC medical center) for any work or services, regardless of source or type of payment, except in the following limited circumstances:

1. Payments for teaching University Extension courses (UNEX), provided that such payments are approved as set forth in Section IV.C. of this policy.
2. Administrative stipends payable as set forth in Section ~~H.III.G~~ of this policy.
3. Incentive awards payable from an incentive plan that has been approved in the manner required by *Senior Management Group Incentive Awards (Regents Policy 7712)*.
4. SMG members who are Academic Deans and Provosts may receive up to a 1/12 payment for summer research based on their annual SMG salary, subject to approval as set forth in Section IV.C. of this policy. In such instances, accrued vacation proportionate to the research days worked will be forfeited for the year in which the compensation for research is received.

Payments and income derived through Outside Professional activities are permitted, provided that such activities have been approved in accordance with *Senior Management Group Outside Professional Activities (Regents Policy 7707)*.

J.I. Home Loan Eligibility

All SMG members are authorized to participate in the [University of California Employee Housing Assistance Program](#)~~University Home Loan Program~~ (Program) under the terms of [Policy on the University of California Employee Housing Assistance Program](#)~~Policy on University of California Mortgage Origination Program~~ (*Regents Policy 53055309*). Although this policy provides the approval necessary for participation, an SMG member still must be designated to participate. The President may designate the participation of a Level One SMG. The Chancellor, Laboratory Director, or Executive Vice President – ~~Business Operations~~Chief Operating Officer may designate a Level Two SMG for participation at their location based on the location's determination of its recruitment and retention needs. The authority to designate individuals for participation cannot be delegated. Neither authorization to participate nor approved designation for participation in the Program constitutes loan approval. Loan approval is contingent upon satisfaction of all Program requirements. Program parameters can be viewed at <https://policy.ucop.edu/doc/3600675/EmployeeHousingAssistance> ~~http://www.ucop.edu/loan_programs/loan_programs/index.html~~ with further details available from the Director– Office of Loan Programs or the local ~~Housing Programs Representative~~Home Loan Coordinator.

Senior Management Group Appointment and Compensation

IV. APPROVAL AUTHORITY

A. Implementation of the Policy

The Vice President – [Systemwide](#) Human Resources is the Responsible Officer for this policy and has the authority to implement the policy. The Responsible Officer may apply appropriate interpretations to clarify policy provided that the interpretations do not result in substantive changes to the underlying policy. ~~The Office of the President Human Resources will work with the Responsible Officer of each policy to implement each policy.~~

B. Revisions to the Policy

The Regents is the Policy Approver for this policy and has the authority to approve any policy revisions upon recommendation by the President.

The Vice President – [Systemwide](#) Human Resources has the authority to initiate revisions to the policy, consistent with approval authorities and applicable *Bylaws* and [Standing OrdersPolicies](#) of the Regents.

The Executive Vice President – ~~Business Operations~~[Chief Operating Officer](#) has the authority to ensure that policies are regularly reviewed and updated and are consistent with the *Principles for Review of Executive Compensation* (Regents Policy 7201) and other governance policies.

C. Approval of Actions

All actions within this policy must be approved in accordance with the following requirements. All actions that are exceptions to this policy (including retroactive actions) or [actions](#) not expressly provided for under any policy must be approved by the Regents.

1. SMG Level One

For Level One SMG members, the [President's approval is required for general increases as part of a systemwide salary program. However, for the President and the Secretary and Chief of Staff to the Regents, approval by the Chair and the Vice Chair of the Governance Committee is required for any general increases as part of a systemwide salary program.](#)

[The](#) Regents' approval is required for all [other](#) appointment and compensation actions [for Level One SMG members, including merit increases as part of a systemwide salary program,](#) except as otherwise specifically provided for in this policy.

2. SMG Level Two

For Level Two SMG members, the approval authority for all appointment and compensation actions within this policy, except as otherwise specifically provided for in this policy, depends on two factors: (1) the placement of the proposed base salary within the position's MRZ, and (2) whether an increase of ten percent or more is being proposed.

If the base salary plus any administrative stipend will be below the 60th percentile

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of the position's MRZ, the approval of the Chancellor, Laboratory Director, or Executive Vice President – ~~Business Operations~~Chief Operating Officer is required for SMGs at their respective locations. If the base salary plus any administrative stipend will be at equal to or above the 60th percentile of the position's MRZ, the President's approval is required. If the base salary plus any administrative stipend will be at equal to or above the 75th percentile of the position's MRZ, the Regents' approval is required.

Notwithstanding the foregoing, for systemwide salary program increases, the approval of the Chancellor, Laboratory Director, or Executive Vice President – ~~Business Operations~~Chief Operating Officer is required for SMGs at their respective locations where the SMG's resulting base salary will be below the 60th percentile of the position's MRZ; the approval of the President will be required where the resulting base salary will be at or above the 60th percentile of the position's MRZ.

Additionally, the next higher level of approval authority will be required if the proposed action will:

- a. Result in an incumbent receiving an increase in base salary of ten percent or more in that position over the course of a calendar year, excluding any increases received as part of a systemwide salary program; or
- b. Result in a new appointee receiving a base salary that exceeds the previous incumbent's base salary by ten percent or more.

3. ~~Officers of the University~~

~~For non-SMG Officers of the University, the President must approve all compensation and appointment actions, except that increases received as a part of a systemwide salary program may be approved by the Chancellor, Laboratory Director, or Executive Vice President – Business Operations as applicable.~~

4.3. Exclusions

This policy does not apply to

- a. incentive awards, which are governed by Senior Management Group Incentive Awards (Regents Policy 7712), or
- b. settlement or separation agreements with SMG members ~~or Officers of the University~~, which are governed by the *Policy on Settlement of Litigation, Claims, and Separation Agreements (Regents Policy 4105)*.

V. COMPLIANCE

A. Compliance with the Policy

The following roles are designated at each location to implement compliance monitoring responsibility for this policy:

The Top Business Officer and/or the Executive Officer at each location will designate the local management office to be responsible for the ongoing reporting of actions and policy compliance, as compiled by Systemwide Human Resources and reported to the

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~~Regents in the Annual Report on Executive Compensation. including collecting all relevant compensation package activity, and creating specified regular compliance reports (such as a monthly compensation compliance report) for review by the location's Top Business Officer.~~

The Top Business Officer establishes procedures to collect and report information, reviews the ~~specified regular compliance reports~~data ~~(such as a monthly compensation compliance report)~~ for accuracy and completeness, reviews policy exceptions and/or anomalies to ensure appropriate approval has been obtained, and submits ~~a copy of the compliance report~~ the data report to the Executive Officer for signature.

The Executive Officer is accountable for monitoring and enforcing compliance mechanisms, ensuring monitoring procedures are in place, approving the ~~specified regular compliance reports (such as a monthly compensation compliance report)~~local data for the Annual Report on Executive Compensation, and sending notice of final approval for the reports to ~~the Senior Management~~Systemwide Human Resources, ~~the local~~ Top Business Officer, and Local Human Resources.

The Vice President–Systemwide Human Resources is accountable for reviewing the administration of this policy. The Senior Vice President–Chief Compliance and Audit Officer will periodically audit and monitor compliance to these policies and report any non-compliance to Systemwide Human Resources for corrective action, ~~and the process and results will be reported annually to senior management and the Regents through the Committee on Compensation.~~

B. Noncompliance with the Policy

Noncompliance with the policy is handled in accordance with the Regents' *Guidelines for Corrective Actions Related to Compensation Practices* and *Guidelines for Resolution of Compensation and Personnel Issues Resulting from the Findings of Audits and Management Reviews* and is reported in the Annual Report on Executive Compensation.

~~Noncompliance is reported in the monthly compliance report from each location as approved by the Executive Officer and reviewed by the Senior Vice President, Chief Compliance and Audit Officer and the Regents at least three times per fiscal year.~~

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VI. REVISION HISTORY

As a result of the issuance of this policy, the following document is rescinded as of the effective date of this policy and is no longer applicable:

Senior Management Group ~~Salary and Appointment~~ and Compensation (Regents Policy 7701), dated ~~March 1, 2009~~ November 14, 2013

The following document was rescinded as of November 14, 2013:

- *Senior Management Group Salary and Appointment (Regents Policy 7701), effective March 1, 2009*

The following document was rescinded as of March 1, 2009:

- *Senior Management Group Salary and Appointment* (Regents Policy 7701), effective September 1, 2008

The following documents were rescinded as of September 1, 2008, the originally approved effective date of *Senior Management Group Salary and Appointment* (Regents Policy 7701):

- *Personnel Policies for Senior Managers II-37 (Establishment of Senior Management Positions, Titles, Salary Grades)*, dated July 1, 1996
- *Personnel Policies for Senior Managers II-30 (Salary)*, dated July 1, 1996
- *Personnel Policies for Senior Managers II-21 (Appointment)*, dated July 1, 1996
- *Delegation of Authority 2113* (as it applies to SMG members), dated February 14, 2000

VII. IMPLEMENTATION PROCEDURES

The Responsible Officer may develop procedures or other supplementary information to support the implementation of this policy. Such supporting documentation does not require approval by the Regents.