

The Regents of the University of California

GOVERNANCE COMMITTEE

November 20, 2025

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

Members present: Regents Anguiano, Cohen, Hernandez, Leib, Matosantos, Milliken, Reilly, and Robinson

In attendance: Regent-designate Craven, Faculty Representatives Palazoglu and Scott, Secretary and Chief of Staff Lyall, General Counsel Robinson, Chief Compliance and Audit Officer Bustamante, Executive Vice President and Chief Financial Officer Brostrom, Executive Vice President and Chief Operating Officer Nava, Senior Vice President Turner, Vice President Kao, Chancellors Assanis, Frenk, Hu, Larive, and May, and Recording Secretary Johns

The meeting convened at 11:20 a.m. with Committee Chair Reilly presiding.

1. APPROVAL OF MINUTES OF PREVIOUS MEETING

Upon motion duly made and seconded, the minutes of the meeting of September 17, 2025 were approved, Regents Anguiano, Cohen, Hernandez, Leib, Matosantos, Milliken, Reilly, and Robinson voting “aye.”

2. APPROVAL OF MARKET-BASED SALARY ADJUSTMENT FOR BENJAMIN HERMALIN AS EXECUTIVE VICE CHANCELLOR AND PROVOST, BERKELEY CAMPUS AS DISCUSSED IN CLOSED SESSION

The Committee recommended approval of the following items in connection with a market-based salary adjustment for Benjamin Hermalin as Executive Vice Chancellor and Provost, Berkeley campus:

- A. Per policy, a market-based salary adjustment of 15 percent (\$86,386), increasing Mr. Hermalin’s base salary from \$575,976 to \$662,362 as Executive Vice Chancellor and Provost, Berkeley campus, at 100 percent time.
- B. 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 eligibility for executive salary continuation for disability after five consecutive years of Senior Management Group service.
- C. Per policy, continued eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.

- D. Per policy, continued eligibility to accrue sabbatical credits as a member of the tenured faculty, consistent with academic personnel policy.
- E. Mr. Hermalin will continue to comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- F. As an exception to policy, this action will be effective retroactively to July 1, 2025.

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

[Background material was provided to Regents in advance of the meeting, and a copy is on file in the Office of the Secretary and Chief of Staff.]

Deputy Chief Human Resources Officer and Chief of Staff Dianna Henderson presented the item, a proposed market-based salary adjustment for Benjamin Hermalin as Executive Vice Chancellor and Provost at the Berkeley campus, a 15 percent increase that would raise Mr. Hermalin's base salary from \$575,976 to \$662,362, effective retroactively to July 1, 2025. An exception to policy was required as the effective date was more than 45 days earlier than the date of approval.

Upon motion duly made and seconded, the Committee approved the recommendation and voted to present it to the Board, Regents Anguiano, Cohen, Hernandez, Leib, Matosantos, Milliken, Reilly, and Robinson voting "aye."

3. **DATES OF REGENTS MEETINGS FOR 2027**

The Chair of the Board and the President of the University recommended that the following dates of Regents meetings for 2027 be approved:

2027

January 19-21
March 23-25
May 18-20
July 20-22
September 21-23
November 16-18

[Background material was provided to Regents in advance of the meeting, and a copy is on file in the Office of the Secretary and Chief of Staff.]

Committee Chair Reilly briefly introduced the item.

Upon motion duly made and seconded, the Committee approved the Chair of the Board and the President's recommendation and voted to present it to the Board, Regents Anguiano, Cohen, Hernandez, Leib, Matosantos, Milliken, Reilly, and Robinson voting "aye."

The meeting adjourned at 11:22 a.m.

Attest:

Secretary and Chief of Staff