

The Regents of the University of California

**GOVERNANCE COMMITTEE**

July 16, 2025

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

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

In attendance: Regents Brooks and Komoto, Regents-designate Craven, Melton, and Tokita, Faculty Representatives Cheung and Palazoglu, Secretary and Chief of Staff Lyall, General Counsel Robinson, Provost Newman, Executive Vice President and Chief Operating Officer Nava, Executive Vice President Rubin, Vice Presidents Kao and Lloyd, Chancellors Frenk, Hawgood, Khosla, Larive, Lyons, and Muñoz, Interim Chancellor Marshall, and Recording Secretary Johns

The meeting convened at 5:50 p.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 May 14–15, 2025 were approved, Regents Cohen, Hernandez, Leib, Matosantos, Reilly, Robinson, and Sarris voting “aye.”

**2. APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR JULIE LUCAS AS VICE CHANCELLOR FOR UNIVERSITY DEVELOPMENT AND ALUMNI RELATIONS, BERKELEY CAMPUS AS DISCUSSED IN CLOSED SESSION**

The Committee recommended approval of the following items in connection with the appointment of and compensation for Julie Lucas as Vice Chancellor for University Development and Alumni Relations, Berkeley campus:

- A. Per policy, appointment of Julie Lucas as Vice Chancellor for University Development and Alumni Relations, Berkeley campus, at 100 percent time.
- B. Per policy, an annual base salary of \$750,000.
- C. Per policy, standard pension and health and welfare benefits and eligibility for standard senior management benefits, including eligibility for senior management life insurance upon start date and eligibility for executive salary continuation for disability after five consecutive years of Senior Management Group service.

- D. Per policy, reimbursement of actual and reasonable moving and relocation expenses associated with relocating Ms. Lucas' primary residence, subject to the limitations under Regents Policy 7710: Senior Management Group Moving Reimbursement. If Ms. Lucas voluntarily separates from this position prior to completing one year of service or accepts an appointment at another University of California location within 12 months of her initial date of appointment, she will be required to pay back 100 percent of these moving and relocation expenses.
- E. Per policy, eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.
- F. For any outside professional activities, Ms. Lucas will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- G. This action will be effective as of Ms. Lucas' hire date, estimated to be on or about September 8, 2025.

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

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

Vice President Lloyd briefly introduced the item.

Regent Cohen asked Chancellor Lyons if he was confident that the salary paid for this position would generate more than its amount in increased fundraising. Chancellor Lyons responded in the affirmative.

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

3. **APPROVAL OF APPOINTMENT OF AND COMPENSATION FOR MEENAKSHI WADHWA AS VICE CHANCELLOR FOR MARINE SCIENCES, DIRECTOR OF SCRIPPS INSTITUTION OF OCEANOGRAPHY, AND DEAN OF THE SCHOOL OF MARINE SCIENCES, SAN DIEGO CAMPUS AS DISCUSSED IN CLOSED SESSION**

The Committee recommended approval of the following items in connection with the appointment of and compensation for Meenakshi Wadhwa as Vice Chancellor for Marine

Sciences, Director of Scripps Institution of Oceanography, and Dean of the School of Marine Sciences, San Diego campus:

- A. Per policy, appointment of Meenakshi Wadhwa as Vice Chancellor for Marine Sciences, Director of Scripps Institution of Oceanography, and Dean of the School of Marine Sciences, San Diego campus, at 100 percent time.
- B. Per policy, an annual base salary of \$500,000.
- C. Per policy, a hiring bonus of 20 percent (\$100,000) of the proposed base salary, which is intended to make the hiring offer market-competitive and assist in securing Ms. Wadhwa's acceptance of the offer. The hiring bonus will be paid as two equal lump sum payments of \$50,000 each. The first lump sum will be paid within 60 days of her start date, and the second lump sum will be paid on or about January 1, 2027, subject to the limitations under Regents Policy 7705: Senior Management Group Hiring Bonus.

If Ms. Wadhwa voluntarily separates from the University of California or voluntarily separates from this position to accept an appointment at another University of California location within two years of her appointment, she will be subject to the following repayment schedule: she will be required to pay back the first lump sum payment (\$50,000) of the hiring bonus if separation occurs within the first year of employment, and she will be required to pay back the second lump sum payment (\$50,000) of the hiring bonus if separation occurs within the second year of employment. Any unpaid hiring bonus amount will be forfeited at the time of separation if separation occurs for any reason.

- D. Per policy, standard pension and health and welfare benefits and standard senior management benefits, including eligibility for senior manager life insurance and eligibility for executive salary continuation for disability after five consecutive years of Senior Management Group service.
- E. Per policy, reimbursement of actual and reasonable moving and relocation expenses associated with relocating Ms. Wadhwa's primary residence, subject to the limitations under Regents Policy 7710, Senior Management Group Moving Reimbursement. If Ms. Wadhwa voluntarily separates from this position prior to completing one year of service or accepts an appointment at another University of California location within 12 months of her initial date of appointment, she will be required to pay back 100 percent of these moving and relocation expenses.
- F. Per policy, eligibility to participate in the UC Employee Housing Assistance Program, subject to all applicable program requirements.
- G. Per policy and contingent upon the San Diego campus's approval of Ms. Wadhwa's tenured academic appointment, eligibility to accrue sabbatical credits as a member of tenured faculty, consistent with academic personnel policy.

- H. For any outside professional activities, Ms. Wadhwa will comply with the Senior Management Group Outside Professional Activities (OPA) policy and reporting requirements.
- I. This action will be effective as of Ms. Wadhwa's hire date, estimated to be on or about November 1, 2025.

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

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

Vice President Lloyd briefly introduced the item.

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

4. **ESTABLISHMENT OF A NEW LEVEL TWO SENIOR MANAGEMENT GROUP POSITION OF ASSOCIATE VICE PRESIDENT – STRATEGIC PARTNERSHIPS, UC HEALTH, OFFICE OF THE PRESIDENT, AND THE MARKET REFERENCE ZONE FOR THE POSITION**

The President of the University recommended that the Governance Committee approve:

- A. Establishment of a new Senior Management Group position of Associate Vice President – Strategic Partnerships, UC Health, Office of the President. This will be a Level Two position in the Senior Management Group.
- B. Establishment of a Market Reference Zone for this position as follows: 25th percentile – \$458,300, 50th percentile – \$531,400, 60th percentile – \$559,800, 75th percentile – \$602,500, and 90th percentile – \$652,500.
- C. This action will be effective upon approval by both the Health Services Committee and the Governance Committee.

[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.]

Vice President Lloyd briefly introduced the item.

Executive Vice President Rubin commented that the UC Health strategic framework was focused to a great extent on engagement with the State and federal government as well as support for UC Health campuses as they develop their medical networks and mitigate risk. UC Health's new Office of Strategic Partnerships would broaden UC Health's portfolio and focus on these areas. The leader of this Office, when recruited, would direct UC Health negotiations with the State and with Counties on behalf of UC campuses and to preserve patient access during a difficult time. Dr. Rubin believed that this was the most significant new direction in the UC Health strategic plan.

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

**5. AMENDMENT OF BYLAW 40.3 AND STANDING ORDERS 105.1 AND 105.2**

The Chair of the Board recommended that the Governance Committee recommend to the Regents that following service of appropriate notice, the Regents amend: (1) Bylaw 40.3 – Special Provisions Concerning Faculty, as shown in Attachment 1, and (2) Standing Order 105.1 – Organization of the Academic Senate and 105.2 – Duties, Powers, and Privileges of the Academic Senate, as shown in Attachment 2.

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

Committee Chair Reilly briefly introduced the item.

Secretary and Chief of Staff Lyall explained that in May 2024, revisions were issued to Academic Personnel Manual (APM) - 285 to change the title of the "lecturer with security of employment" series to "professor of teaching." The proposed changes in this item were technical revisions to the Regents' governing documents to ensure consistency across the Standing Orders, Bylaws, and APM.

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

**6. AMENDMENT OF REGENTS POLICY 4105: POLICY ON SETTLEMENT OF LITIGATION, CLAIMS, AND SEPARATION AGREEMENTS**

The President of the University and the General Counsel recommended that the Governance Committee recommend to the Regents: (1) that the proposed amendments to Regents Policy 4105: Policy on Settlement of Litigation, Claims, and Separation Agreements be approved, as shown in Attachment 3, and (2) that the General Counsel present an analysis of settlements approved under the amended Regents Policy 4105 at the July 2028 meeting and recommend further amendments if appropriate.

[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 General Counsel Rhonda Goldstein explained that this item proposed an amendment to Regents Policy 4105: Policy on Settlement of Litigation, Claims, and Separation Agreements to increase certain authority levels to settle litigation and claims. For the President, the item proposed an increase in delegated authority to settle claims and separation agreements from \$500,000 to \$1 million. For the General Counsel, delegated authority would also be increased from \$500,000 to \$1 million. The Chair of the Board and Chair of the Compliance and Audit Committee would approve settlements and separation agreements greater than \$1 million and up to \$2 million. Currently, their authority was for approval of items between \$500,000 and \$1 million.

Regent Matosantos asked when these authority levels were last adjusted. Ms. Goldstein responded that they were set in November 2008.

In response to another question by Regent Matosantos, Ms. Goldstein explained that, under the proposal, UC Legal would make a presentation in three years, at the July 2028 meeting, about settlements that have occurred in the interim and make an appropriate recommendation for potentially adjusting the levels.

Regent Matosantos thanked UC Legal and others for their work on this item and making appropriate adjustments to the authority levels. The initial proposal had been for a broader change.

Regent Cohen asked if there were any instances in settlement negotiations in which cases settle at certain levels to avoid moving up into the next category. Ms. Goldstein responded in the negative.

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

The meeting adjourned at 6:00 p.m.

Attest:

Secretary and Chief of Staff

**\* Additions shown by underline; deletions shown by ~~striketrough~~ \***

#### **40.3 Special Provisions Concerning Faculty**

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##### **(d) Security of Employment**

An Lecturer ~~Potential Security of Employment~~ Assistant Professor of Teaching appointed at more than half-time who has completed eight years of service in that title, or in that title in combination with other titles as established by the President, shall not be continued in that title after the eighth year unless given appointment with security of employment.

By exception, the President may approve appointment of an Lecturer ~~Potential Security of Employment~~ Assistant Professor of Teaching on more than half time beyond the eighth year without security of employment, but may not extend it beyond two years.

**\* Additions shown by underline; deletions shown by ~~strikethrough~~ \***

### **105.1: Organization of the Academic Senate**

- a. The Academic Senate shall consist of the President, Vice Presidents, Chancellors, Vice Chancellors, Deans, Provosts, Directors of academic programs, the chief admissions officer on each campus and in the Office of the President, registrars, the University Librarian on each campus of the University, and each person giving instruction in any curriculum under the control of the Academic Senate whose academic title is Instructor, Instructor in Residence; Assistant Professor, Assistant Professor in Residence, Assistant Professor of Clinical (e.g., Medicine); Associate Professor, Associate Professor in Residence, Associate Professor of Clinical (e.g., Medicine), Acting Associate Professor; Professor, Professor in Residence, Professor of Clinical (e.g., Medicine), or Acting Professor; ~~Lecturer with Potential for Security of Employment~~ Assistant Professor of Teaching, Lecturer with Security of Employment Associate Professor of Teaching, Acting Lecturer with Security of Employment Associate Professor of Teaching, Senior Lecturer with Security of Employment, or Acting Senior Lecturer with Security of Employment Professor of Teaching; however, Instructors and Instructors in Residence of less than two years' service shall not be entitled to vote. Members of the faculties of professional schools offering courses at the graduate level only shall be members also of the Academic Senate, but, in the discretion of the Academic Senate, may be excluded from participation in activities of the Senate that relate to curricula of other schools and colleges of the University. Membership in the Senate shall not lapse because of leave of absence or by virtue of transference to emeritus status.

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### **105.2: Duties, Powers, and Privileges of the Academic Senate**

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- c. The Academic Senate shall determine the membership of the several faculties and councils, subject to the provisions of Standing Order 105.1(c), except the faculties of ~~Hastings College of the Law UC Law San Francisco, and San Francisco Art Institute~~, provided that the several departments of the University, with the approval of the President, shall determine their own form of administrative organization, and all Professors, Associate Professors, Acting Professors, Acting Associate Professors, and Assistant Professors, and all Instructors of at least two years' service shall have the right to vote in department meetings.



**Additions shown by underscoring; deletions shown by strikethrough**

## **Regents Policy 4105: Policy on Settlement of Litigation, Claims, and Separation Agreements**

*Adopted September 15, 1995*

*As amended July 20, 2000, May 18, 2006, and November 20, 2008*

The Regents adopt the following Policy on Settlement of Litigation, Claims, and Separation Agreements establishing the authority of The Regents, the President, and the General Counsel and requirements with respect to reporting of settlements and separation agreements.

(1) As used in this Policy, the following terms shall have the meaning specified:

- a. "Claim" shall refer to any demand for payment from an entity or individual, including a University employee, which is disputed in whole or in part and is made other than through litigation. Commercial negotiations to adjust amounts payable under a contract shall not be treated as "claims."
- b. "Litigation" shall refer to legal proceedings in the form of a lawsuit, arbitration proceeding, or internal or external administrative proceeding.
- c. "Separation Agreement" shall refer to an agreement with a University employee by which the employee separates from University employment, but which does not involve a "claim" or "litigation," as defined above.
- d. "Consideration" shall refer to a monetary commitment on the part of the University, whether in the form of a lump sum cash payment, or compensation for services for a specified term, or individually-negotiated payments for benefits (e.g., COBRA), or a non-monetary commitment on the part of the University; it excludes payments for salary and benefits previously earned by the employee (e.g., earned vacation leave) or continued employment on the same terms as existed prior to the agreement. When consideration is received by the University, it can also be monetary or non-monetary.

(2) Settlement Authority of the President

The President shall have authority to settle claims and to enter into separation agreements when the consideration paid or received by the University has a value of \$1,000,000 ~~\$500,000~~ or less. Settlement of claims or separation agreements when the consideration paid or received by the University exceeds \$1,000,000 ~~\$100,000~~ shall require the concurrence of the General Counsel. The release provisions of all settlements of claims and separation agreements, regardless of the amount of consideration, shall be in a format approved by the General Counsel. Settlement of claims and separation agreements by the President shall be subject to appropriate funding.

(3) Settlement Authority of the General Counsel

The General Counsel shall have authority to settle claims and litigation when the consideration paid or received by the University has a value of \$1,000,000 ~~\$500,000~~ or less. All litigation

settlements shall be reviewed and approved by the General Counsel. Settlement of claims or litigation by the General Counsel shall be subject to appropriate funding.

#### (4) Reporting of Settlements and Separation Agreements

- a. ~~Annually by the General Counsel, all settlements of claims and litigation, and all separation agreements, when the consideration paid or received by the University has a value greater than \$50,000.~~
- b. a. At each regular meeting of The Regents, the Regents shall receive a report from the General Counsel of all settlements of claims and litigation, and all separation agreements, when the consideration paid or received by the University has a value greater than \$100,000 and up to \$1,000,000 ~~\$500,000~~.
- c. b. At each regular meeting of The Regents, the Regents shall receive a report of all settlements of claims and litigation and all separation agreements approved by the Chair~~man~~ of the Board and the Chair~~man~~ of the Compliance and Audit Committee ~~on Finance~~ pursuant to section 5: hereof.

#### (5) Settlement Actions Reserved to The Regents

The following proposals for settlements of claims or litigation or for separation agreements shall be submitted to the Chair~~man~~ of the Board and the Chair~~man~~ of the Compliance and Audit Committee ~~on Finance~~ or to The Regents for prior approval:

- a. To the Chair~~man~~ of the Board and the Chair~~man~~ of the Compliance and Audit Committee ~~on Finance~~, when the consideration to be paid or to be received by the University has a value greater than \$1,000,000 ~~\$500,000~~ and up to \$2,000,000 ~~\$1,000,000~~.
- b. To The Regents, when the consideration to be paid or to be received by the University has a value in excess of \$2,000,000 ~~\$1,000,000~~.
- c. To The Regents, settlements or separation agreements of any amount involving significant questions of University policy.
- d. To The Regents, settlements or separation agreements of any amount with Officers of the University (Bylaw 32) ~~(Standing Order 100.1(a))~~ and Officers of The Regents (Bylaw 20.1).

All settlement and separation agreement proposals which require approval by either the Chair~~man~~ of the Board and the Chair of the Compliance and Audit Committee ~~on Finance~~, or by the full Board, shall be accompanied by the recommendation of the General Counsel and a statement of the applicable fund source.

With regard to faculty members with tenure or security of employment, in the event that a faculty member's resignation and severance compensation is deemed by the President to be in the best interests of the University, pursuant to Standing Order 103.7, any resulting separation or settlement agreement shall be subject to this policy.