



**SOUTHWESTERN COMMUNITY COLLEGE DISTRICT
GOVERNING BOARD**

TIM NADER, GOVERNING BOARD PRESIDENT
NORMA L. HERNANDEZ, GOVERNING BOARD VICE PRESIDENT
NICK AGUILAR, GOVERNING BOARD MEMBER
JEAN ROESCH, ED.D., GOVERNING BOARD MEMBER
TERRI VALLADOLID, GOVERNING BOARD MEMBER
MANUEL R. LOPEZ, JR., STUDENT GOVERNING BOARD MEMBER
ANGELICA L. SUAREZ, PH.D., ACTING SUPERINTENDENT/PRESIDENT

**SPECIAL MEETING OF THE GOVERNING BOARD
POLICY COMMITTEE**

NICK AGUILAR, GOVERNING BOARD MEMBER & COMMITTEE CHAIR
JEAN ROESCH, ED.D., GOVERNING BOARD MEMBER

SUGGESTED ORDER OF BUSINESS

Written notice is hereby given in accordance with Government Code Section 54956 that a special meeting of the Governing Board of the Southwestern Community College District will be held as noted below:

DATE: Friday, January 21, 2011
TIME: 10:00 a.m.
LOCATION: Southwestern College
Building 100, Conference Room A
900 Otay Lakes Road
Chula Vista, CA 91910

Compliance with Americans With Disabilities Act

Southwestern Community College District, in compliance with the American Disabilities Act (ADA), requests individuals who may need special accommodation to access, attend, and/or participate in Board meetings to contact Mary Ganio at (619) 482-6301 in advance of the meeting for information on such accommodation.

	ITEM
Call to Order	1. CALL TO ORDER (Aguilar) Building 100, Conference Room A Attendance at this special meeting (Board members arriving after meeting commences will be noted as "present" at point in this suggested order of business at which they arrive). Present:
Oral Communication	2. ORAL COMMUNICATION Persons wishing to address the Governing Board under this item should fill out a yellow request card (available at the reception table) and indicate on the card if they wish to be called under Oral Communication, or when a specific agenda item is considered. An oral presentation to the Board does <i>not</i> constitute an open discussion on the presentation topic, unless that topic is on the posted agenda. Pursuant to the Brown Act (Government Code Section 54954.2(a)): "No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that members of a legislative body or its staff may <i>briefly</i> respond to statements made or questions posed by persons exercising their public testimony rights under Section 54954.3."
Action	3. APPROVAL OF MINUTES (ENCLOSURE) (Aguilar) Policy Committee Meeting, January 6, 2011

	ITEM
	4. POLICY REVIEW (Aguilar) The Policy Committee will meet to review and discuss proposed amendments to the following policies: A. Policy No. 2320 Special and Emergency Meetings of the Governing Board (ENCLOSURE) B. Policy No. 2210 Officers (ENCLOSURE) C. Establishment of Policy Regarding the Establishment of General Legal Counsel Hired by and Reporting Directly to the Governing Board (ENCLOSURE)
Adjournment	5. ADJOURNMENT (Aguilar)

Nick Aguilar
Policy Committee Chair



MINUTES

SOUTHWESTERN COMMUNITY COLLEGE DISTRICT GOVERNING BOARD

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SPECIAL MEETING OF THE GOVERNING BOARD POLICY COMMITTEE

NICK AGUILAR, GOVERNING BOARD MEMBER & COMMITTEE CHAIR
JEAN ROESCH, Ed.D., GOVERNING BOARD MEMBER

Written notice is hereby given in accordance with Government Code Section 54956 that a special meeting of the Governing Board of the Southwestern Community College District will be held as noted below:

DATE: Thursday, January 6, 2011
TIME: 11:00 a.m.
LOCATION: Southwestern College
Building 100, Conference Room A
900 Otay Lakes Road
Chula Vista, CA 91910

Compliance with Americans With Disabilities Act

Southwestern Community College District, in compliance with the American Disabilities Act (ADA), requests individuals who may need special accommodation to access, attend, and/or participate in Board meetings to contact Mary Ganio at (619) 482-6301 in advance of the meeting for information on such accommodation.

	ITEM
Call to Order	1. CALL TO ORDER (Aguilar) 11:05 a.m., Building 100, Conference Room A Attendance at this special meeting (Board members arriving after meeting commences will be noted as "present" at point in this suggested order of business at which they arrive). Members Present: <i>Nick Aguilar, Jean Roesch</i> Staff Present: <i>Michael Kerns, Patti Blevins</i>
Oral Communication	2. ORAL COMMUNICATION Persons wishing to address the Governing Board under this item should fill out a yellow request card (available at the reception table) and indicate on the card if they wish to be called under Oral Communication, or when a specific agenda item is considered. An oral presentation to the Board does <i>not</i> constitute an open discussion on the presentation topic, unless that topic is on the posted agenda. Pursuant to the Brown Act (Government Code Section 54954.2(a)): "No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that members of a legislative body or its staff may <i>briefly</i> respond to statements made or questions posed by persons exercising their public testimony rights under Section 54954.3." <i>Andy MacNeill suggested a regular meeting time.</i>

	ITEM
Action	3. APPROVAL OF MINUTES (ENCLOSURE) Policy Meeting, August 26, 2010 <i>Minutes were accepted with Roesch approving and Aguilar abstaining.</i>
	4. POLICY REVIEW (ENCLOSURE) <i>The agenda was amended as underlined below:</i> The Policy Committee will meet to review and discuss <u>proposed amendments</u> to the following policies: A. Policy No. 2355 Decorum (Existing) (ENCLOSURE) <i>Aguilar discussed policy to ensure Board members have opportunities to state rationale for vote prior to voting. After discussion, this item was tabled. It was determined that Kerns and Blevins would research the Voting and Quorum Policy and bring recommended changes to the next meeting.</i> B. Policy No. 2430 Delegation of Authority to the Superintendent/President (ENCLOSURE) <i>Kerns and Blevins will amend the policy to include delegation of authority to the Superintendent/President for administrative routine items under \$10,000. Kerns and Blevins will look into the legality of delegation of authority to the Superintendent/President payroll pursuant to contracts, with monthly reports to the Board.</i> <i>Agenda Item 4H was discussed at this point of the agenda. Kerns provided an update. Legal counsel has reviewed the policy and procedures and discussed with the Director of ACLU. Counsel is waiting for ACLU's response. Any changes will be presented to the workgroup. The next agenda will include review and clarification of policies that are to be within the purview of the Policy Committee.</i> C. Policy No. 2100 Board Elections (ENCLOSURE) <i>Proposed amendment to the policy for Board members' term to begin on first Friday in December in accordance with education code was accepted. The policy will be brought forward for the Board's consideration in February.</i> D. Policy No. 2340 Agendas (ENCLOSURE) <i>Blevins will make revisions and prepare for the February Board meeting.</i> <i>The meeting was adjourned at 1:00 p.m. at this point of the agenda, with the remaining items tabled until the next Policy Committee meeting.</i> E. Policy No. 2320 Special and Emergency Meetings of the Governing Board (ENCLOSURE) <i>Tabled for next Policy meeting.</i> F. Policy No. 2210 Officers (ENCLOSURE) <i>Tabled for next Policy meeting.</i> G. Establishment of Policy Regarding the Establishment of General Legal Counsel Hired by and Reporting Directly to the Governing Board <i>Tabled for next Policy meeting.</i> H. Update on Status of the Revised Policy No. 3900 Freedom of Expression

	ITEM
	<i>It was determined that a schedule of Policy Committee meetings would be established with the next meeting to be held in February. Meetings will be canceled if there are no items for consideration.</i>
Adjournment	5. ADJOURNMENT 1:00 p.m. (Aguilar) Angelica L. Suarez, Ph.D. Acting Governing Board Secretary

Nick Aguilar
Policy Committee Chair

SPECIAL AND EMERGENCY MEETINGS OF THE GOVERNING BOARD

References: Education Code Section 72129;
Government Code Sections 54956, 54956.5, and 54957

Special meetings may from time to time be called by the President of the Governing Board or by a majority of the members of the Governing Board. Notice of such meetings shall be posted at least 24 hours before the time of the meeting, and shall be noticed in accordance with Brown Act. No business other than that included in the notice may be transacted or discussed.

Emergency meetings may be called by the President of the Governing Board when prompt action is needed because of actual or threatened disruption of public facilities under such circumstances as are permitted by the Brown Act, including work stoppage, crippling disasters, and other activity that severely impairs public health or safety.

No closed session shall be conducted during an emergency meeting, except as provided for in the Brown Act to discuss a dire emergency.

The Superintendent/President shall be responsible to ensure that notice of such meetings is provided to the local news media as required by law.

OFFICERS

Reference: Education Code Section 72000(c)(1)

At the annual organizational meeting, the Governing Board shall elect from among its members a President and Vice President.

Election to office shall be by a majority vote of the entire Governing Board. Officers shall serve for one year. An officer may be removed from office by a majority vote of the entire Governing Board for refusing to perform the duties of the office imposed by law or by this policy.

The Superintendent/President shall serve as Secretary to the Governing Board.

The duties of the President of the Governing Board are:

- Preside over all meetings of the Governing Board;
- Call emergency and special meetings of the Governing Board as required by law;
- Consult with the Superintendent/President on Governing Board meeting agendas;
- Communicate with individual Governing Board members about their responsibilities;
- Participate in the orientation process for new Governing Board members;
- Assure Board compliance with policies on Governing Board education, self-evaluation, and Superintendent/President evaluation;
- Represent the Governing Board at official events or ensure Governing Board representation.

The duties of the Vice President of the Governing Board are:

- In the absence, disability or disqualification of the President, the Vice President shall preside over meetings and perform the duties of the President.

The duties of the Secretary of the Governing Board are:

- Notify members of the Governing Board of regular, special, emergency and adjourned meetings;
- Prepare and post Governing Board meeting agendas;
- Have prepared for adoption minutes of Governing Board meetings;
- Attend all Governing Board meetings and closed sessions, unless excused, and in such cases to assign a designee;

- Conduct the official correspondence of the Governing Board;
- Certify as legally required all Governing Board actions;
- Sign, when authorized by law or by Governing Board action, any documents that would otherwise require the signature of the Secretary or the Clerk of the Governing Board.

REGENTS POLICIES

Regents Policy 4000: POLICY ON UNIVERSITY OF CALIFORNIA LEGAL SERVICES

Approved February 18, 1993

Amended September 22, 2005

The provisions of this statement shall be subject to, and shall in no way modify, the provisions of Section 21.2 of the Bylaws of The Regents of the University of California.

Pursuant to Section 21.2, The General Counsel and Vice President, Legal Affairs (GC-VP) is the chief legal officer of the University of California. The GC-VP has a dual reporting relationship: the GC-VP is a Principal Officer of The Regents and reports directly to The Regents on matters governed by The Regents, and reports directly to the President as an Officer of the University. The GC-VP has responsibility for all legal affairs of the University and all legal proceedings affecting it and, subject to the direction of the President, oversees the provision of all legal services to the University.

The GC-VP is assisted by and directs the work of attorneys in the immediate office of the GC-VP and outside counsel as may be retained by the GC-VP from time to time. In addition, the GC-VP is assisted by and directs substantively the work of resident counsel.

The immediate office of the GC-VP is directly responsible for all services required by The Regents, the President, and Vice Presidents; all litigation and other legal proceedings affecting the University, including The Regents, the Office of the President, campuses, and laboratories; non-litigation services in specialized areas of practice where such expertise is established within the office; in collaboration with resident counsel, all other non-litigation services required by campuses and laboratories; and supervision of outside counsel.

Resident counsel positions at the campuses or laboratories may be established by the GC-VP and the Chancellor or Laboratory Director with the approval of the President. Resident counsel are members of the staff of the GC-VP, and report substantively to the GC-VP, and administratively to the appropriate administrative officer. Resident counsel functions are subject to delegations of authority from the GC-VP. Appointment and compensation actions require the concurrence of the GC-VP.

Each attorney for the University is charged to exercise independent and professional judgment on behalf of the client, the University of California. The University acts in some circumstances through the Board of Regents. In most, the University acts through the President, the Chancellors, the officers of the Academic Senate, or their authorized representatives. The GC-VP shall have full access to the Office of the President, the Chancellors, campus representatives, and the officers and members of the Senate for all purposes associated with the GC-VP carrying out the legal responsibilities of the office.

The Regents shall have full access to the GC-VP for legal advice and services as required. The GC-VP may initiate contact with The Regents when, in the judgment of the GC-VP, such communication is required in the best interests of the University. The GC-VP shall attend meetings of the Board and its committees. Reports and recommendations concerning litigation shall continue to be submitted to The Regents in accordance with current practice.

The budget for legal services required by the University shall be established by the President after consultation with the Regents, with the advice of the GC-VP. The GC-VP shall prepare and periodically revise a comprehensive plan, subject to the approval of the President, for the personnel and budgetary resources necessary for meeting the legal services requirements of the University in an efficient and cost-effective manner taking into account the roles of the immediate office of the GC-VP, resident counsel, and outside counsel. To the extent related to legal services required by The Regents, such plan and resulting budgetary allocations shall be reviewed by The Regents as appropriate.

Appointment and termination of the appointment of the GC-VP shall be by The Regents upon recommendation of or following consultation with the President.

Evaluation of the GC-VP and the provision of legal services to the University generally shall be the responsibility of The Regents and the President as they shall determine from time to time.

Office of the General Counsel
January 10, 2001

TO: COMMITTEE ON FINANCE
Open Session

FOR: Meeting of January 17, 2001

AUTHORITY OF THE GENERAL COUNSEL TO RETAIN OUTSIDE COUNSEL

The General Counsel recommends that the Committee on Finance recommend to the Board that the General Counsel be authorized to retain outside counsel, subject to the availability of appropriate and authorized funding sources, for all University purposes requiring the services of counsel outside the Office of the General Counsel.

BACKGROUND

This action would confirm the authority of the General Counsel to retain outside counsel for all University purposes requiring the services of counsel outside the Office of the General Counsel. Such authority was first expressly delegated to the General Counsel by Regents' action of July 1972 and carried forward in the *Memorandum Regarding Legal Services* approved by The Regents in May 1988. Although it was inadvertently omitted from the *University of California Legal Services* statement when it was adopted by the Regents in January 1993, that document does indicate the authority and responsibility of the General Counsel for the supervision of outside counsel.

Outside counsel is used in a number of areas of University activity such as patent prosecution and certain litigation matters, including defense of claims under the University's self-insurance programs. In addition, outside counsel is retained when the requirements of a particular matter exceed the capacity of the Office of the General Counsel or involve specialized services not available in that office. It is essential that the General Counsel be responsible for all outside counsel retentions in order to effectively carry out the General Counsel's responsibility for all legal matters pertaining to the University as provided in Regents By-law 21.2. This action does not affect current practice within the University.

An Overview of the Office of the General Counsel

THE REGENTS OF THE UNIVERSITY OF CALIFORNIA
OFFICE OF THE GENERAL COUNSEL

AN OVERVIEW

The Bylaws of The Regents provide:

The General Counsel and Vice President for Legal Affairs, who shall also be an Officer of the University, shall be the chief legal officer of the University; shall have general charge of all legal matters pertaining to the Corporation and the University; shall attend meetings of the Board and its Committees; shall represent the Corporation in all legal proceedings; shall advise the Corporation, its Committees and Officers, the President of the University, University Officers, and Officers of the Academic Senate on legal questions as may be required; and shall, subject to the direction of the President of the University, oversee the provision of all legal services to the University. (Regents' Bylaw 21.2)

Prior to 1954, legal services for the University were provided by retained counsel. The title Counsel of The Regents was established in 1877. The first attorney to hold that position was Henry H. Haight, who had signed the Organic Act creating the University of California while Governor of the State in 1868. John U. Calkins, Jr., held the position of Attorney for The Regents from 1923 to 1955. In 1954, Mr. Calkins, accompanied by Ashley H. Conard and John E. Landon, withdrew from his San Francisco law firm and established the Office of Attorney for The Regents within the University.

The following year, Mr. Calkins retired and was succeeded by Thomas J. Cunningham, then a Judge of the Los Angeles Superior Court, who upon assuming office became the first General Counsel of The Regents. Mr. Cunningham retired in 1973 after having presided over the legal affairs of the University in a period marked by rapid growth and development of new campuses. During his tenure, the number of attorneys in the office increased from three to fifteen. Donald L. Reidhaar held the position of General Counsel from July 1, 1973, until his death in December 1985. Then-Deputy General Counsel James E. Holst became acting General Counsel, and subsequently General Counsel in June 1986. He served through June 2006. Jeffrey A. Blair, an attorney in the General Counsel's Office, served as Acting General Counsel until the appointment of Charles Robinson, who became General Counsel in January 2007. Mr. Robinson had been the General Counsel of the California Independent System Operator.

The Office of the General Counsel is now the equivalent of a medium-sized law firm providing, with certain exceptions discussed below, a full range of legal services to the entire University consisting of ten campuses, five medical schools and teaching hospitals, management or co-management of three major research laboratories, and over 150,000 employees.

Within its general responsibility for University legal matters, the General Counsel's Office is responsible for all litigation affecting the University. Such activity, including formal administrative hearings before the Public Employment Relations Board and other federal and state agencies, internal University hearings, and matters handled through arbitration processes, accounts for approximately one-third of the total effort of the office. The bulk of the work of the office is in such activities as conferring with University administrators and faculty on University policies and practices, providing drafting services, participating in claims resolution generally, informing University officials of current legal developments, participating in University seminars and training sessions, and furnishing opinions. Emphasis is on preventive law.

In limited areas, specialized legal services are provided to the University through outside counsel. These areas are as follows:

Insurance Claims. Outside counsel, through the University's general liability, medical malpractice and worker's compensation self-insurance programs, provide the defense for some tort claims involving the University. These include medical malpractice claims, other personal injuries, property damage claims, claims of defamation, and the like. Some such cases also involve contract claims or requests for equitable relief. In those cases the General Counsel's office and retained outside counsel work cooperatively.

Patent Prosecution. The University retains patent counsel for securing patents on inventions conceived by University personnel. The General Counsel's office provides legal services on patent-related matters such as licensing agreements.

Antitrust Claims. Although the California Attorney General does not normally represent the University (indeed, the Attorney General and the General Counsel are sometimes on the opposite sides of litigation), by agreement with that office, its antitrust division represents the University along with the state and public agencies generally in civil antitrust cases. The General Counsel's office provides coordinating services in those areas.

Bond Counsel. Investors require the opinion of recognized bond counsel in connection with purchasing bonds issued to finance capital projects of the University and its affiliates. The San Francisco firm of Orrick, Herrington & Sutcliffe serves as bond counsel to the University. The Office of the General Counsel provides all other legal services in connection with University financing transactions.

Associated Counsel. The General Counsel associates outside counsel in connection with prosecuting or defending individual cases. This authority is used for cases where there is a need for special expertise or additional personnel beyond the immediate resources of the General Counsel's Office. In each such case, the office remains involved through the assignment of one or more attorneys to work with associated counsel. Also, from time to time it is necessary to associate out-of-state or foreign counsel in connection with legal proceedings affecting the University in courts of other states or countries.

The General Counsel is a principal officer of The Regents. The General Counsel attends and participates in all meetings of The Regents and reports at each meeting to the Committee on Finance on current legal issues and significant developments in litigation. From time to time, the General Counsel seeks authorization from the Board with respect to initiation and settlement of litigation. In addition, the Board may on occasion be called upon for a policy decision on litigation or possible litigation. In other circumstances, the General Counsel acts pursuant to his general charge with respect to University legal matters or specifically delegated authority.

Determinations as to positions to be taken by the University in litigation where the University is a defendant is usually a matter of defending, on the facts and the law, the University policies or practices in question. If there is any question about the University's policy position on the subject matter of the suit, consultation with the administration is undertaken before proceeding with the defense. If in the course of investigation of the case it appears that there may be significant vulnerability to the claim, the matter is reviewed with administrative officials and, if deemed appropriate, settlement is recommended. Also, if it appears that there is a need for improving practices or policies called into question in the litigation, appropriate recommendations are made to the administration.

The office is organized on the basis of five sections: (1) business transactions and land use, (2) educational affairs and campus services, (3) health law and medical center services, (4) litigation, labor and employment, and (5) governance and compliance. Although responsibility for litigation is concentrated in the litigation section, attorneys from other sections are regularly assigned to litigation related to their subject area responsibility.

Although the major portion of the legal services required by the University is provided by the Office of the General Counsel in Oakland, the General Counsel has also authorized local counsel positions. There are resident counsel at Lawrence Berkeley National Laboratories, all of the medical centers and all of the campuses.

Attorneys within the office are members of the National Association of College and University attorneys (NACUA), an organization encompassing approximately 650 institutional members. NACUA is an excellent means of keeping informed of current legal developments pertaining to colleges and universities, not only through its publications and annual conferences, but also through contacts with counterparts at other universities. Attorneys in the office are encouraged to participate in continuing education programs including, in particular, those presented by Continuing Education of the Bar (CEB), which is a joint University-State Bar of California program.

The mission of the Office of the General Counsel is, in short, to act as legal counsel for the multifaceted institution which is the University of California. Although the ultimate client is the corporate entity, The Regents of the University of California, all University officials are, in reality, the clients of the office. In carrying out its work, the office seeks to be alert to legal risks presented by proposed courses of action while being sensitive to the responsibility of the University administration to determine what level of legal risk is ultimately acceptable. Moreover, the office emphasizes the need for innovation and creativity in assisting University managers in developing new and useful approaches to the issues and opportunities confronting the institution. To this end, emphasis is placed on early involvement in emerging issues and activities. The objective is to provide legal services of a quality commensurate with the University's commitment to excellence in all of its activities.

Bylaws

BYLAW 21. Duties and Responsibilities of Officers of the Corporation

21.1 President, Chairman, and Vice Chairman.

The President of the Board shall preside at meetings of the Board, except that the Chairman shall preside in the presence of and at the request of the President of the Board or in the event of the absence or inability to act of the President of the Board.

In case of the absence of the President and Chairman from any meeting of the Board or in case of the inability of the two to act, the Vice Chairman shall perform the duties and acts authorized or required by said President and Chairman to be performed, as long as the inability of these said Officers to act may continue.

In case of the absence of the President, Chairman, and Vice Chairman from any meeting of the Board or in case of the inability of the three to act, the Board shall elect for that meeting a Chairman Pro Tempore and may authorize such Chairman Pro Tempore to perform the duties and acts authorized or required by said President, Chairman, and Vice Chairman to be performed, as long as the inability of these said officers to act may continue.

The President, Chairman or Vice Chairman of the Board, or the Chairman or Vice Chairman of the Committee on Finance is authorized, on behalf of the Corporation, to execute and, unless express authority shall be elsewhere conferred by order or resolution of the Board, shall execute, on behalf of the Corporation, all documents necessary to implement programs or policies which have been approved by the Board or by a Committee thereof which has been empowered to act, provided that, unless specifically otherwise directed by the Board, all documents executed by the President, Chairman or Vice Chairman of the Board or the Chairman or Vice Chairman of the Committee on Finance shall be without force or effect unless also executed or attested to by the Secretary of the Corporation.

Said Officers are authorized specifically to execute deeds or other instruments conveying to the Federal Government or appropriate agencies thereof any real property or interests therein which are subject to loans guaranteed by the Federal Government or any agency thereof.

21.2 General Counsel.

The General Counsel and Vice President for Legal Affairs, who shall also be an Officer of the University, shall be the chief legal officer of the University; shall have general charge of all legal matters pertaining to the Corporation and the University; shall attend meetings of the Board and its Committees; shall represent the Corporation in all legal proceedings; shall advise the Corporation, its Committees and Officers, the President of the University, University Officers, and Officers of the Academic Senate on legal questions as may be required; and shall, subject to the direction of the President of the University, oversee the provision of all legal services to the University.

21.3 Secretary and Chief of Staff.

The Secretary and Chief of Staff shall serve as the primary liaison between The Regents of the University of California and University administration, working directly with the Board Chairman and the President of the University on a regular basis in the execution of Board related projects, initiatives, and mandates, including Board meetings and their agendas, providing substantive research and analysis, planning, preparation and support and review. The Secretary and Chief of Staff shall respond to communications and events on behalf of the Board and its members, serving as an ambassador of The Regents. In addition:

- a. The Secretary and Chief of Staff shall administer the annual operating budget for the Board of Regents, ensuring that expenditures are approved according to University and Regental policies and guidelines;
- b. The Secretary and Chief of Staff shall inform and advise both Regents and University administrators on Regental policies and procedures, and shall ensure that the activities of the University comply with all pertinent policies and procedures and conform to sound governance practices by engaging in regular consultations with the General Counsel of The Regents.
- c. The Secretary and Chief of Staff shall provide governance support to the Board by providing staff support to designated committees, and designing and facilitating the orientation of new Regents.
- d. The Secretary and Chief of Staff shall participate in administrative working groups that include Regents as members as requested or required to provide appropriate support to The Regents.
- e. The Secretary and Chief of Staff shall give legal notice of all meetings of the Board and of all meetings of Committees; shall record and keep the minutes of the proceedings of the Board and of the proceedings of all Committees; shall track and coordinate all information, reports, and follow-up issues emanating from such meetings; and shall provide a full range of general administrative support to the Board.
- f. The Secretary and Chief of Staff shall be the custodian of all official records of the Corporation, including the minutes of all meetings and papers of the Corporation
- g. The Secretary and Chief of Staff shall be custodian of the corporate seal of the Corporation and certain other official Regental and other vital corporate records; and shall affix the seal to documents executed on behalf of the Corporation and to certifications as required.
- h. The Secretary and Chief of Staff may certify to any action of the Board or its Committees, to the identity, appointment, and authority of Officers of the Corporation or of the University, and to the provisions of the Corporation's Bylaws and Standing Orders and to excerpts from the minutes of The Regents.
- i. The Secretary and Chief of Staff shall execute in the name of The Regents, or attest to, a broad range of documents necessary for the operation of the University, including, but not limited to, those documents which have been executed by the President, Chairman or Vice Chairman of the Board, or the Chairman or Vice Chairman of the Committee on Finance in accordance with the Corporation's Bylaw 21.1.
- j. The Secretary and Chief of Staff, acting alone, is authorized, in the name of the Corporation, to enter into and execute the following:

(1) Except as otherwise provided in the Bylaws or Standing Orders, all documents involving \$1 million or less which are

necessary to implement programs or policies approved by the Board or by a Committee thereof which has been empowered to act.

(2) Documents involving real estate transactions which are necessary to implement programs or policies approved by the President of the University or the Chief Investment Officer of the Corporation in their respective areas of authority and responsibility, provided, however, that the following shall be subject to approval by the Board or by a Committee thereof empowered to act (see also Bylaw 21.4(q) and Standing Order 100.4(cc)):

(aa) Documents affecting a conveyance of title to real property other than those subject to approval by the Chief Investment Officer in accordance with Bylaw 21.4(o) and 21.4(p) and those subject to approval by the President in accordance with Standing Order 100.4 (gg), 100.4(hh), and 100.4(ll).

(bb) Leases of mineral rights, including gas, oil, and other hydrocarbons, or geothermal resources, associated with real property held or acquired for investment purposes which involve a land rent in excess of \$500,000 per year during the primary lease term.

(cc) Leases, licenses, easements, and rights-of-way with respect to real property in excess of the authority granted to the President and the Chief Investment Officer in their respective areas of authority.

(dd) Agreements by which the University assumes liability for conduct of persons other than University officers, agents, employees, students, invitees, and guests. This restriction does not apply to agreements under which the University assumes responsibility for the condition of property in its custody.

(3) Certificates of acceptance of title to interests in real property acquired in accordance with authority granted by the Board or acquired through trustees' sales or other proceedings arising from defaults in secured obligations held by the Corporation as investments.

(4) Proofs of loss with respect to claims against insurance companies and receipts and releases for payments received under insurance policies, proxies, receipts and acknowledgements, and notices and declarations, as may be appropriate or necessary when a signature of a Corporate officer is required.

(5) All surety bonds required in connection with the business of the Corporation or the University, provided that surety bonds to be required of officers and employees shall be consistent with requirements established by the Committee on Finance pursuant to Bylaw 12.3(h).

21.4 Chief Investment Officer.

- a. The Chief Investment Officer, who shall also be an Officer of the University, shall have general charge of all investment matters pertaining to the Corporation and the University; shall advise the Corporation, its Committees and Officers, the President of the University, and other University Officers on investment

matters; and shall, subject to the administrative oversight of the President of the University, oversee the provision of all investment services to the University.

- b. The Chief Investment Officer shall make such reports of receipts and disbursements of all investments and of such related matters pertaining to the activities of the Chief Investment Officer as shall be requested by the Board or by the Committee on Finance or the Committee on Investments, and shall make an annual report to the Board of the Chief Investment Officer's operations as of the 30th day of June of each year, in such form and at such time as the Board may require or approve.
- c. The Chief Investment Officer shall be the custodian of all bonds, stocks, notes, contracts of sale, mortgages, and deeds of trust for real property held or acquired for investment purposes, and of all other securities belonging to the Corporation, and all insurance policies and other documents relating to any of the same and shall keep them in such places and in such manner as shall be approved by the Committee on Investments. As used herein, assets held or acquired for investment purposes include endowment assets
- d. The Chief Investment Officer shall be responsible for collection when due of all interest and principal payments on bonds, dividends on stocks, interest and principal payments on notes secured by mortgages and deeds of trust incident to real property held or acquired for investment purposes, and of all rentals and all other payments arising from or incidental to the ownership of investments of the Corporation, and the Chief Investment Officer may delegate to the President of the University the collection of any moneys due the Corporation.
- e. The Chief Investment Officer, in general, shall be manager of the investments of the Corporation and shall do all things necessary to assure prompt payments of indebtedness due the Corporation and to assure the preservation of the investment properties of the Corporation and, subject to the approval and direction of the Committee on Investments, shall purchase, exchange, sell and otherwise deal in and with bonds, stocks, mortgage-backed securities, foreign exchange contracts, and deeds of trust incident to real property held or acquired for investment purposes, and other investments of the Corporation.
- f. The Chief Investment Officer is authorized to receive, either directly or from the President of the University, on behalf of the Corporation, funds, securities, properties, or other assets distributed to The Regents of the University of California, the University, or any department or division of the University from any estate, or received as gifts, or from any trust, and to cause to be issued appropriate receipts and releases in connection therewith.
- g. The Chief Investment Officer shall negotiate the sale, purchase, or lease of real properties which are held or acquired for investment purposes and execute all documents related to the purchase or sale of real property held or acquired for investment purposes, except those conveying title; provided, however, that any such document executed prior to approval of such purchase or sale by the Board or by a Committee thereof empowered to act, or by the Chief Investment Officer in accordance with Bylaw 21.4(m) and 21.4(n) shall be conditioned on such approval.
- h. The Chief Investment Officer is authorized to give receipts for all moneys due the Corporation received directly by the Chief Investment Officer and for all securities and other assets which the Corporation is entitled to possess which are received by the Chief Investment Officer.
- i. The Chief Investment Officer is authorized to endorse checks

- and warrants received by the Chief Investment Officer in the name of the Corporation, but only for deposit in depository bank accounts of the Corporation.
- j. With respect to real properties held or acquired for investment purposes, the Chief Investment Officer is authorized to execute releases and satisfactions of mortgages and requests for reconveyances of deeds of trust when the notes secured by such mortgages and deeds of trust have been paid in full.
 - k. The Chief Investment Officer is authorized to execute agreements relating to the acquisition of securities in direct placement transactions.
 - l. The Chief Investment Officer is authorized to execute bonds of indemnity, affidavits of loss, and similar documents, the execution of which is required to obtain issuance of new securities to replace lost, stolen or destroyed securities.
 - m. The Chief Investment Officer, or the Deputy Chief Investment Officer, or the Associate Chief Investment Officer, and Assistant Chief Investment Officer of the Corporation is authorized and empowered to transfer, convert, endorse, sell, assign, set over and deliver any and all shares of stock, bonds, debentures, notes, subscription warrants, stock purchase warrants, evidences of indebtedness or other securities standing in the name of or owned by the Corporation and to make, execute and deliver, under the corporate seal of the Corporation, any and all written instruments of assignment and transfer necessary or proper to effectuate the authority hereby conferred.
 - n. The Secretary and Chief of Staff, Associate Secretary, or Assistant Secretary of the Corporation shall annex to any instrument of assignment and transfer executed pursuant to and in accordance with the provisions of this section a certificate which shall set forth the statement that such provisions are in full force and effect and, furthermore, which shall set forth the names of the Chief Investment Officer, Deputy Chief Investment Officer, Associate Chief Investment Officer, and Assistant Chief Investment Officer of the Corporation. All persons to whom such instrument with such annexed certificate shall thereafter come, shall be entitled, without further inquiry or investigation and regardless of the date of such certificate, to assume and to act in reliance upon the assumption that the shares of stock or other securities named in such instrument were duly and properly transferred, endorsed, sold, assigned, set over, and delivered by the Corporation, and that with respect to such securities the provisions of Bylaw 21.4(k) and the authority of the Chief Investment Officer, Associate Chief Investment Officer, and Assistant Chief Investment Officer with respect thereto continue in full force and effect.
 - o. The Chief Investment Officer is authorized to approve the sale of gifted property, or the receipt by gift of real property held for investment purposes when the consideration is \$10 million or less. The Chief Investment Officer is also authorized to approve the sale of gifted property, or the receipt by gift of real property to be held for investment purposes when the consideration is in excess of \$10 million up to and including \$20 million, provided that concurrence is obtained from the Chairman of the Board and the Chairman of the Committee on Investments, and also provided that all actions taken in excess of \$10 million up to and including \$20 million under this authority be reported at the next following meeting of the Board. Amounts in excess of \$20 million require Board approval. The Chief Investment Officer is authorized to approve acceptance of conveyances releasing or otherwise eliminating liens or encumbrances affecting title to investment property; and to approve licenses, easements, and

rights-of-way with respect to gifted real property held for investment purposes when the consideration is \$10 million or less.

- p. The Chief Investment Officer is authorized to approve leases, assignment of leases or subleases, and related amendments of such documents for mineral rights, including gas, oil, and other hydrocarbons, or geothermal resources as to gifted real property held for investment purposes if the land rent does not exceed \$500,000 per year during the primary lease term
- q. The Chief Investment Officer is authorized to approve and execute on behalf of the Corporation contracts, real property rental agreements, and other documents pertaining to gifted real property held for investment purposes provided that base annual rent shall not exceed \$500,000 for the initial year, and that, when the rent is aggregated over the lease term, the total base rent will not exceed \$10 million. Provided that concurrence is obtained from the Chairman of the Board and the Chairman of the Committee on Investments, the Chief Investment Officer is also authorized to approve and execute contracts, real property rental agreements, and other documents, as described above, for amounts in excess of \$500,000 up to and including \$1 million for the initial year, and for amounts in excess of \$10 million up to and including \$20 million for aggregated base rent over the lease term, and also provided that all actions taken under this authority be reported at the next following meeting of the Board. Amounts in excess of the \$1 million and \$20 million described above require Board approval. The maximum initial year base rent and the maximum aggregate rent specified above shall each be increased annually by a percentage equal to the percentage increase in the National Consumer Price Index for all Urban Consumers (CPI-U all items) for the preceding year.

21.5 Senior Vice President - Chief Compliance and Audit Officer.

The Senior Vice President - Chief Compliance and Audit Officer shall develop and maintain the University's Corporate Ethics and Compliance and Audit Programs, functioning as an independent and objective office that reviews and evaluates compliance and audit issues and concerns within the University. This position will monitor and report as to the Board itself, the administration, faculty, and employees on compliance with rules and regulations of regulatory agencies, University policies and procedures, and the University's Statement of Ethical Values and Standards of Ethical Conduct. This position is authorized to implement all necessary actions to ensure achievement of the objectives of effective, accountable ethics and compliance and audit programs.

21.6 Associate and Assistant Officers.

The associate and assistant Officers appointed by the Board, in the absence of specific direction to the contrary, shall have and exercise all powers and duties of the respective principal Officers at such time as the latter shall be absent or otherwise unable to act and at all times shall exercise such powers and perform such duties as may be delegated to them by the Board or by their respective principal Officers.

21.7 Special Authority of Officers.

The Officers of the Corporation shall have such powers and shall

perform such duties in addition to those in these Bylaws set forth as may be delegated to them by the Board.

Includes amendments through January 18, 2007