



Board Governance Committee Meeting Summary

May 16, 2018

This is intended as a guide for the Committee Chair. Other than the motions, this need not be read verbatim. The Chair may add context/comment as appropriate.

The Board Governance Committee met on May 14, 2018.

THE COMMITTEE RECOMMENDS AND I MOVE, the Board approve the following:

- AGENDA ITEM 3b

Approve the proposed revisions to the Board Governance Policy regarding meeting procedures as presented in the agenda item.

- AGENDA ITEM 3c

Approve the proposed revision to the Board Governance Policy regarding the "Views Expressed" disclaimer as presented in the agenda item, with the addition of the word "necessarily" as discussed in committee.

- AGENDA ITEM 5

Approve the proposed revisions to the CEO Delegation Resolution as presented in the agenda item.

The Chair directed staff to:

- Bring back a draft policy for handling harassment allegations against Board members based on the UC Regents policy. Also, research and bring back information regarding UC's experience with its current policy. In addition, clarify the rationale for a two-person panel as opposed to a three-person panel.
- Investigate the use of field offices as locations for out-of-area Board members to review closed session transcripts and other confidential materials. Also, look into other possible solutions.
- Bring back an amended option A in regards to the process for handling mail directed to Board members that includes the provision of simultaneous alerts notifying Board members of what pieces of correspondence were received and responded to, and by whom. Also, bring back citations supporting the legality of the current Board practice of having staff open mail addressed to Board members.
- Pursue the utilization of the NACD Premium option to conduct this year's Board performance evaluation and report back progress on negotiations.

The Committee heard public comment on the following topics:

- Revisions to the Board Governance Policy regarding meeting procedures
- Revisions to the Board Governance Policy regarding “Views Expressed” disclaimer
- The annual review of the CEO Delegation Resolution
- The process for reviewing closed session and other confidential materials

At this time, I would like to share some highlights of what to expect at the August Board Governance Committee meeting:

- Schedule for the 2019-2020 Board Meetings

The next meeting of the Board Governance Committee is tentatively scheduled for August 14, 2018, in Sacramento, California.