

COMMITTEE ON RESEARCH (COR)**Wednesday, April 22, 2015****3:00 – 4:30 pm****KL 362****[UCMCROPS/COR1415/Resources](#)****I. Chair's Report – David Noelle**

A. Update from April 13 UCORP meeting.

II. Consent Calendar**Pg. 1-3****Action requested:** Approval of April 8 meeting minutes.**III. Campus Review Items**

A. Proposed Revisions to the MAPP

Pg. 4-9

The Vice Provost for Faculty, via the Academic Personnel office, has submitted for campus review proposed revisions to the MAPP pertaining to the LPSOE/LSOE titles.

Action requested: COR to review the proposed revisions and send any comments to the Senate chair by April 30.

IV. Systemwide Review ItemsA. Guidelines on Accepting and Managing Equity in Return for Access to University Facilities and/or Services. **Pg. 10-45**

The guidelines establish a pilot program whereby the UC would be able to accept equity from companies in return for access to facilities and services associated with incubators and accelerators across the UC system.

Action requested: COR to opine and send any comments to the Senate chair by May 1.

B. Proposed Revision to Senate Bylaw 182

Pg. 46-49

This bylaw revision would expand the charge of the University Committee on International Education: in addition to overseeing the Education Abroad Program the committee would formalize its role with regard to international research collaborations, the welfare of international students and scholars, and international engagement initiatives.

Action requested: COR to opine and send any comments to the Senate chair by May 5.

C. APM 210-d Final Review**Pg. 50-59**

Revisions to this section were proposed by an Academic Council working group consisting of the chairs of BOARS, UCAAD, UCAP, UCEP and the UCSD division, and endorsed unanimously by the Academic Council in February. While this is an informational item as final reviews are not expected to lead to additional substantive changes in the proposed policy, committees are still invited to opine.

Action: COR to review and send any comments to the Senate chair by May 13.

V. Senate Faculty Grants**Pg. 60-67**

The call for proposals was submitted to all faculty members on March 6 with a deadline of April 15. Proposals have been submitted to the school executive committees who will submit their top proposals to COR by April 29. At the May 6 COR meeting, members will identify the awardees.

Discussion: prioritize evaluation criteria.

VI. Other Business

Committee on Research (COR)
Minutes of Meeting
April 8, 2015

Pursuant to call, the Committee on Research met at 3:00 pm on April 8, 2015 in Room 362 of the Kolligian Library, Chair David C. Noelle presiding.

I. Chair's Report

Chair Noelle updated the COR members on the March 19 Division Council meeting:

-- Senate input is being sought for the Sponsored Projects office search for a new Director.

--The School of Natural Sciences is piloting the Research Development Service unit's new grants submission system.

--Senate Bylaw 335.B "Preliminary Procedure in Grievance Cases" states that each Division shall appoint an individual or panel, preferably former members of the Committee on Privilege & Tenure (P&T), who provide advice to faculty members before their grievances are converted into formal cases and submitted to P&T. UC Merced does not yet have such a panel and discussions have begun on its formulation.

--The Committee on Rules & Elections has approved the removal of language that prohibits research unit directors from serving on Senate committees.

--CAPRA is still awaiting feedback from the Provost/EVC on a series of memos it has submitted regarding the AY 2015-2016 FTE allocation process and the status of carry over FTE lines.

--Faculty representing Division Council and CAPRA attended a Project 2020 debrief with AVC for Real Estate Abigail Rider. This debrief occurred after a series of meetings between faculty members and the three short-listed Project 2020 developer teams. Faculty input will be sought again after final team proposals are submitted. Division Council is preparing an open letter to the Provost requesting further faculty involvement in the shaping of the draft request for proposals and the final request for proposals.

--A new strategy for hiring Presidential Postdoctoral Fellows is being formulated as the current procedures are unclear.

--This year's Senate awards include the new award for Excellence in Faculty Mentorship.

--There is a proposal to privatize ECEC services and the ECEC advisory board is holding meetings to this effect. Several UCM faculty have expressed concern about the proposal.

--UCOP is considering the creation of a UC Care HMO health plan as the current UC Care PPO plan, intended to replace the previous Blue Cross PPO plan available to UC employees, is experiencing significant challenges.

II. Consent Calendar

ACTION: The March 11 meeting minutes were approved as presented.

III. Campus Review Items

--Public Health CCGA proposal.

COR members discussed and expanded the review previously provided by a committee member. Committee members were generally supportive of the proposal but pointed out various concerns that included resources, the lack of a dean's letter concerning the future allocation of FTE lines, and the need for the proposal to include a discussion of research facilities.

ACTION: COR voted to endorse the proposal. COR to send memo to the Senate chair stating the committee's endorsement but listing the concerns.

--MIST CCGA proposal.

COR members discussed and expanded the review previously provided by a committee member. Committee members were generally supportive of the proposal but pointed out various concerns that included the placements of FTE lines, student demand and potential career opportunities for students, and quantitative projections concerning the availability of teaching assistantships and potential availability of extramural funding for graduate support.

ACTION: COR voted to endorse the proposal. COR to send memo to the Senate chair stating the committee's endorsement but listing the concerns.

--Revised Economics proposal.

COR members discussed the Economics group's response to COR's comments on the original proposal. While the group responded to COR's concerns about library resources and demand for experts in health economics, the responses did not appear in the body of the revised proposal.

ACTION: COR to send memo to the Senate chair, for later transmittal to the Economics group, that it requests the aforementioned statements placed in the body of the revised proposal.

IV. Systemwide Review Items

--Guidelines on Accepting and Managing Equity in Return for Access to University Facilities and/or Services

-- Proposed Revision to Senate Bylaw 182

-- Copyright and Fair Use Policy

ACTION: All items were tabled until the April 22 meeting.

V. Senate Faculty Research Grants

The call for proposals was submitted on March 6.

ACTION: Item was tabled for the April 22 COR meeting where the committee will discuss prioritizing evaluation criteria.

There being no further business, the meeting adjourned at 4:30 pm.

Attest: David C. Noelle, COR Chair

Minutes prepared by: Simrin Takhar, Senate Analyst

CHAPTER 2: ACADEMIC SENATE TITLES
05. LECTURERS WITH SECURITY OF APPOINTMENT

2051: GENERAL GUIDELINES

A. Titles, Description, Eligibility

Titles in this series are:

- Lecturer with Security of Employment (**Lecturer SOE**)
- Senior Lecturer with Security of Employment (**Senior Lecturer SOE**)
- Lecturer with Potential Security of Employment (**Lecturer PSOE**)
- Senior Lecturer with Potential Security of Employment (**Senior Lecturer PSOE**)

[Note: Appointments in the titles Lecturer and Senior Lecturer (both Continuing and “pre-six”) are not part of this series but are part of Unit 18, which is discussed separately in MAPP Chapter 3 Section 10. See also the Memorandum of Understanding for the Non-Senate Instructional Unit.]

Appointees in the Lecturer with Security of Employment (LSOE) series specialize in meeting long-term instructional needs (APM 285-0). Potential appointees should show clear evidence of teaching ability of exceptional quality and promise of future growth. Appointees in this series engage in teaching, professional activities, and University and public service (APM 285-4.a, 210-3.b). Appointment in this series does not require responsibility to engage in research. Appointees may teach courses at any level, with the expectation that they will carry heavier instructional responsibilities than those in the Professorial series.

Full-time appointees in this series are members of the Academic Senate (Standing Order of the Regents 105.1). As such, they are expected to participate in the shared governance of the campus and the University (Standing Order of the Regents 105.2). Refer to Bylaw 55 for information regarding voting rights for appointees.

A registered student or candidate for higher degree at the University of California is not eligible for appointment to this series.

B. Terms of Service

Typically, an appointment to this series is for full-time service to the University; an appointment made at less than full-time to any title in this series is exceptional and requires approval by the Provost/Executive Vice Chancellor. Such authorization will not normally be granted when the individual’s professional commitment is to be divided between the University and another institution or organization.

Lecturer PSOE or Senior Lecturer PSOE:

- An appointment at the PSOE rank may be viewed as a “security of employment-track” position, in the same way that an Assistant Professor appointment is a “tenure-track” position.
- All appointments to the ranks of Lecturer PSOE and senior Lecturer PSOE are for specified terms.
- Lecturers/Senior Lecturers PSOE are appointed for a period of two years and are subject to the Eight-Year Limit.

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- The initial term of appointment of an LPSOE or Senior LPSOE ends on the second June 30th after the effective date of the appointment.
- A new two-year term commences effective with merit advancement.
- Periods of approved leave with or without salary count as part of a two-year term.
- In order to make clear to an appointee that the appointment is for a specified term, all correspondence for such appointees must reflect the specific ending date of the term.

Lecturer SOE or Senior Lecturer SOE:

- Security of employment may be granted only for an appointment at more than half time (Standing Order of the Regents 103.10).
- Security of employment is not a reward for length of service but is based upon appraised and recognized merit.
- Appointments with SOE are continuous until terminated by resignation, retirement or dismissal for cause.

C. Salary

Individuals appointed as a Lecturer (PSOE or SOE) are compensated at a rate on the Academic Salary Scale for this series.

Salaries for Lecturers PSOE will normally begin at a close equivalent to the salaries for Assistant Professors. Academic personnel review will occur every two years. Promotion to Lecturer SOE will normally occur during the sixth year of service as Lecturer PSOE or a combination of other eligible titles (APM 133-0.b).

Salaries for Lecturers SOE will normally begin at a close equivalent to the salaries for Associate Professors, with academic personnel review occurring every two years. If a Lecturer SOE is being paid at a salary equivalent to that of a Professor, the academic review will occur every three years. Senior Lecturers SOE may not receive less than the rate for Professor, Step I.

Senior Lecturers SOE may be appointed with a salary level above the top of the salary range ("Above-Scale"), upon evidence of great distinction, recognized nationally and/or internationally. The honorary title "Distinguished Senior Lecturer with Security of Employment" may be conferred upon Senior Lecturers SOE with a salary above the top of the range, to denote distinction equivalent to the title of "Distinguished Professor."

2052: RECRUITMENT

All policies and procedures for recruitment in this series shall follow those outlined in MAPP 2012.

2053: APPOINTMENT

Full-time Lecturer titles that have or lead to Security of Employment are Senate faculty positions (Standing Orders of the Regents 105.1.a). These appointments are subject to the Instructions for Review Committees Which Advise on Actions Concerning the Lecturer with Security of Appointment Series (APM 210-3) and will follow the policies and procedures detailed in MAPP 2013 except as otherwise indicated in this Section.

A. Criteria

Appointment as a Lecturer/Senior Lecturer SOE/PSOE requires achievement in three areas: teaching, professional competence and activity, and University and public service. Some types of possible documentary evidence are outlined in MAPP 2054 below.

Teaching:

Excellent teaching is an essential criterion for appointment. Clear documentation of ability and effectiveness in teaching is required. The candidate's case file should show evidence of the extent and skill of the candidate's participation in the general guidance, mentoring and advising of students. APM 210-3.c.1 provides points to consider in judging the effectiveness of a candidate's teaching.

Student and peer evaluation of teaching is central to the review process, but evidence will also be sought of significant contributions to teaching through development of superior teaching materials, programs for teaching improvement, and other activities related to teaching.

Professional Competence and Activity:

An appointee in the LSOE series is expected to maintain currency in the profession and pedagogy. The candidate's file must provide evidence of professional achievement and activity, and the candidate's professional activities should be reviewed for evidence of achievement and leadership. Intellectual leadership may be demonstrated through publications, creative accomplishments, or other professional activity demonstrating that the candidate has made outstanding and recognized contributions to her or his special field and/or pedagogy.

University and Public Service:

The candidate must demonstrate service to the Unit, campus and University and/or the public. Particular attention should be paid to that service which is directly related to the candidate's professional expertise and achievement.

2054: MERIT, PROMOTION, APPRAISAL REVIEW

A. Overview

The academic advancement processes for Lecturers/Senior Lecturers PSOE/SOE follow procedurally those detailed for the Professor series in MAPP 2014, including use of the short form, negative review outcomes, and postponement of promotion review. Lecturers in this series are guaranteed the same rights as ladder-rank faculty, as codified in the Procedural Safeguard Statement. Certain details particular to the Lecturer SOE series are recorded here.

Lecturers with Potential for Security of Employment (LPSOEs) are subject to academic review for reappointment and potential advancement every two years. Reappointments are for a two-year term; however, an LPSOE may be reappointed without a promotion or advancement (APM 285-8.c). Similar to the Professorial series, in the fourth year of appointment a comprehensive review known as a Mid-Career Appraisal (MCA) is conducted to assess an LPSOE's potential for promotion to Lecturer with Security of Employment (LSOE). The MCA for the Lecturer series will be conducted with the same degree of rigor used in evaluating ladder-rank faculty, modified appropriately to address the requirements of this series (see MAPP Appendix 2014-A). Review

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for promotion to Lecturer SOE will normally occur during the sixth year of appointment as LPSOE.

[Note: Per APM 133-0.b, service in titles other than Lecturer/Senior Lecturer PSOE on any University of California campus counts toward the eight-year limit or “clock” for LPSOEs. These titles include Unit 18 Lecturers, Assistant Professors, Acting Professors, and Visiting Professors.]

Review and Appraisal Schedule for LPSOE/SOE Series	
Title and Action	Year
LPSOE	
Appointment	0
Reappointment and Potential Merit	2
Reappointment, Potential Merit and MCA	4
Promotion Review	6
LSOE	
Normal Merit Review	every 2-3 years
Promotion Review*	6
Senior LSOE	
Normal Merit Review	every 3-4 years**

*Promotion to Senior LSOE is not normally expected, but may occur when warranted. A Lecturer SOE will become eligible for promotion after not less than six years of service as Lecturer SOE.

**Senior LSOEs should normally be reviewed every three years, until they have reached a salary level equivalent to Professor Step V, after which reviews will not occur after less than four years.

Lecturers/Senior Lecturers SOE may choose to defer review, but they are subject to the same quinquennial review requirements as faculty in the professorial series. (APM 200-0). Lecturers PSOE may not defer.

B. Criteria/Documentation

The three criteria required for appointment to the Lecturer SOE series, described in MAPP 2053 above, also apply to all advancement actions. Salary advancement in this series will be based on demonstrated growth in the value of services the candidate provides; it is recognized that this rate of growth will be more variable, and in some cases slower, than for those in Professorial positions (APM 285-18). What follows is guidance as to the types of evidence that

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may be submitted with the case file and/or analyzed in the Case Analysis, Transmittal Memo, and Dean's Recommendation to support an advancement proposal.

Teaching:

Teaching is the primary area of review in the Lecturer SOE series. Documentation of teaching should include an accounting of the candidate's teaching load for the review period with all available teaching evaluations. Teaching activities may include instruction-related activities such as conducting training, supervision of Teaching Assistants or Unit 18 Lecturers, course development and/or revision, curricular planning, directing or participating in graduate student dissertation work, directing reading groups, seminar and symposium presentations, independent study endeavors, as well as the writing of textbooks and software. Other significant types of evidence **may** include:

- Analysis of course materials such as the syllabus and reading lists, a description of the course and its goals, and a self-statement on the achievement of these goals by the candidate.
- Information about time spent on supervision and mentoring of peers or students, leading non-credit bearing educational programs, being available to and guiding students outside class, preparing for classes, undertaking courses not taught before, and improving instructional methods. Opinions of colleagues, particularly if based on class visits, observations of lectures, or knowledge of student performance in courses subsequent to those taught by the candidate.
- Opinions of current and former students, including opinions of graduates who have achieved notable professional success.
- Information about the reception of lectures given by the candidate before professional or learned societies.
- Documentation of any teaching awards received.
- Input from colleagues in team-teaching situations.
- Evidence of attention to student learning/learning outcomes

[Note: Individuals asked to provide opinions on teaching should be solicited in writing and provided the University's Confidentiality Statement.]

Professional Competence and Activity:

The candidate's professional activities should be reviewed for evidence of achievement and leadership in the field and of demonstrated innovation in the development or utilization of new approaches and techniques for the solution of professional problems. Evidence may include documentation of such activities as:

- Making presentations of teaching improvements at professional conferences.
- Election to significant offices of professional or learned societies.
- Invitations to lecture, present papers, etc.
- Awards, grants or honors bestowed by organizations or foundations.
- Requests for consultative service.

University and Public Service:

Academic appointees play an important role in the administration of the University and the formulation of its policies. Consideration should therefore be given to whether candidates are participating effectively and imaginatively in faculty government, University committees, and the

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development of Unit, School, campus, and University policies. Services to the community, state, and nation are also to be recognized. Documentary evidence may include such activities as:

- Service in Unit, Academic Senate, and administrative capacities (including committee service).
- Contributions to student welfare through service on student-faculty committees and as advisors to student organizations.
- Activities related to the improvement of elementary and secondary education.
- Appointment or election to office in a professional organization, on a professional publication, or within a community, state, national, or international organization.
- Requests to edit or review for professional journals.

2055: SABBATICAL AND OTHER LEAVES

A. Educational Leave

Lecturers in the SOE series are eligible for Educational Leave. Educational Leave is granted for the purpose of allowing Lecturers in the SOE series to engage in intensive programs of study and/or professional development, thus to become more effective teachers and scholars and to enhance their services to the University. Leave credit accrual and usage will follow the policies for accrual and use of Sabbatical Leave credits (APM 740 Charts III-IV, MAPP 2015). It is preferred that appointees in this series take Educational Leave in non-consecutive one-semester increments due to the instructional need of the Schools for their services. A return to University service, equal to the time period of the leave, will be required. Failure to return to service will create an obligation on the part of the Lecturer to refund the entire salary received during the leave.

Within ninety calendar days of returning from Educational Leave, the Lecturer will submit to the Dean a concise report of the results of the leave, including an account of progress made. The report will become part of the supporting documentation included in the next academic personnel review file; the review file will not be processed unless the report is included.

B. "Stop-the-Clock"

For determining service toward the eight-year limit, the combined total of periods of leave unrelated to academic duties and time off the clock may not exceed two years (APM 133-17.g).

2056: DISCIPLINE

All policies and procedures for discipline in this series shall follow those described in MAPP 2016.

**GUIDELINES ON ACCEPTING AND MANAGING EQUITY IN RETURN FOR ACCESS TO
UNIVERSITY FACILITIES AND/OR SERVICES**

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I. INTRODUCTION

Across the nation, universities are being asked by their external stakeholders to be an active participant in the entrepreneurial and innovation ecosystem. One element of this participation is supporting new businesses created by students, staff and faculty and/or based on university-developed inventions. Campuses are creating incubators and accelerators where new companies can begin to develop business or product development plans.

A common element of non-university incubators or accelerators is the ability to accept equity in the companies as an element of the financial consideration for access to space and business support services. On June 20, 2014, President Napolitano authorized the University to initiate a pilot program whereby the University may accept equity in a company as full or partial consideration for access to University facilities and/or services (“AFS”) in the context of University Incubators or Accelerators. This document provides guidelines to campuses seeking to develop new programs or modify existing programs to take advantage of this pilot. Through this pilot, the University seeks to understand if and how any permanent program could or should be operated and what, if any policy changes will be needed to formally enact it. The guidelines seek to provide a systematic and consistent framework for campuses to implement the pilot so that it can both be effective in its implementation and provide meaningful feedback for determining the basis upon which to formally enact certain or all aspects of the pilot as conceived in one or more modalities as implemented by campuses.

This pilot program has been created so that the university can understand how to best manage this issue, based on the experiences of campus-based programs that participate. These guidelines are designed to ensure that any program does not create unmanageable risk, either directly for the program, or for the University. This pilot program will run for three years, at which time the Office of the President will evaluate the outcomes and determine if and/or how to codify this pilot program into University Policy.

II. REFERENCES

A. Policies, Principles and Guidelines

University of California Policy on Disclosure of Financial Interests and Management of Conflicts of Interest Related to Sponsored Projects, October 15, 1997.

University Policy on Integrity in Research, June 19, 1990.

University Policy on Disclosure of Financial Interests & Management of Conflicts of Interest, Public Health Service Research Awards

Principles of Delegation of Authority and Protocol
(http://policy.ucop.edu/files/da/da_definitions.html)

Summary Statement of Principles and Policies on Institutional Conflict of Interest in
Research (<http://www.ucop.edu/raohome/cgmemos/11-05.pdf>)

B. State of California Government Code

California Political Reform Act, Government Code Sections 81000-91015.

California Fair Political Practices Commission, Political Reform Act of 1974 - 2015

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III. DEFINITIONS

Designated Campus Manager (“DCM”)	In accordance with the Principles of Delegation of Authority and Protocol (http://policy.ucop.edu/files/da/da_definitions.html), each campus shall identify and grant delegated authority to the Designated Campus Manager (DCM) to 1) execute AFS agreements wherein approval to accept equity may be required, 2) ensure compliance with system-wide guidelines and policy, and 3) request formal equity acceptance approval from the Executive Director of Innovation Alliance and Services. In accordance with these Guidelines, for the benefit of consistency, and in compliance with state, federal, and institutional requirements, each campus may wish to identify a single position title for its (DCM.)
Equity:	Shares of common or preferred Stock, Warrants, options, convertible instruments, units of a limited partnership or limited liability company (“Units”), or any other instrument conveying ownership or economic interest in a corporation, limited partnership, limited liability company or other business entity.
Incubator or Accelerator	A UC-designated physical location where UC-associated startup companies can start commercial ventures.
Innovation Alliances and Services (“IAS”)	The University-wide office within the Office of the President responsible for coordinating, facilitating, and reporting on the University’s technology commercialization program.
IAS Equity Approval Manager (“EAM”)	The individual designated by IAS to have responsibility for managing Equity approvals.
Laboratory:	The U.S. Department of Energy’s Lawrence Berkeley National Laboratory.
Stock:	An equity or ownership interest in a corporation. Its unit of measurement is the share, and the owner is entitled to certain rights in the company pursuant to its status as a Stock holder whether pursuant to law or contractually agreed upon rights, as well as distribution of assets upon liquidation or dissolution of the company. Ownership of Stock may be evidenced by a written instrument known as a stock certificate.

Stockholder's Agreement	An agreement or agreements (separate from any other agreement) that sets forth the rights and duties of the holder of Equity and the company with regard to the Equity being held, including such issues as registration rights, transfer rights, dilution considerations, future rights, co-sale and rights of first refusal, special voting rights, etc.
Warrant	A contract or agreement that gives the holder the right to subscribe for, purchase or otherwise acquire shares of the underlying Stock or convertible securities for a specified price and within a specified time period.

IV. EQUITY GUIDELINES

A. Scope

The AFS pilot program shall be limited to campus created and authorized Incubator and Accelerators. These guidelines apply to transactions related to early stage businesses/companies with issued Equity in the form of Stock or Units or those that intend to issue Equity in the form of Stock or Units that are: a) founded by the University's faculty, staff, and/or students or having a defined relationship to the University based on the affiliation of its founders, and b) advancing academic innovations wherein campus management grants such companies (a "Company") access to their local campus Incubator or Accelerator facilities and services. These guidelines also apply to the Department of Energy's (DOE) Lawrence Berkeley National Laboratory to the extent that there is no conflict with the obligations of the University under its management and operating contracts with the DOE. These guidelines are intended to support the implementation of the AFS pilot program. Note that each participating campus and the Laboratory is expected to designate a DCM who has the relevant experience with and knowledge of startup equity transactions, complex financial instruments and University policy so as to be able to develop its own procedures by ways of standard templates consistent with these guidelines and to allow for the acceptance of equity in return for access to University resources, in compliance with University policies and applicable law. Appendix F highlights some material items that should be considered by the DCM when preparing internal procedures and forms to implement the pilot.

B. Accepting Equity

The University may accept Equity in Companies to support recently organized or incorporated businesses that arise from or have relationships to the University based in part on the affiliation of their founders. The acceptance of Equity for AFS is subject to the provisions of these guidelines:

1. A portion of the financial consideration may be provided in the form of cash, taking into account the financial condition and structure of the Company and the specific elements of the campus programs under which the Equity is accepted.
2. The University's preference is to take Equity in the form of Stock, Units or similar securities that are fully paid for rather than Warrants or options which are a right to later purchase securities of a company at a predetermined price. Acceptance of options or Warrants may be approved on a case-specific basis by exception. At a minimum, approval for such exception will require that 1) private funding (e.g., not state funding) is available and reserved to provide cash needed to exercise such options or Warrants and 2) the options or Warrants comprise a minority portion of total financial consideration. In addition, prior arrangements would need to be made by the campus to manage the rights and interests of all involved parties in such options or Warrants.
3. The DCM should be aware that there are strict rules under the tax laws that prohibit certain "private use" of tax-exempt bond-financed space or equipment by private individuals or entities. In order to avoid such private use issues in connection with the AFS pilot program, the Accelerator or Incubator should not be financed, in whole or in part, with the proceeds of tax-exempt debt. In specific circumstances the University may permit limited private use of tax-exempt bond-financed space or equipment by a private party participating in the program provided the DCM can demonstrate in advance to the satisfaction of the University that such use is in compliance with rules allowing for a limited percentage of space to be set aside for private-use and that such private-use will not jeopardize the tax-exempt status of any bonds. The DCM should contact the individual at the campus, Laboratory or University who is responsible for maintaining its tax-exempt bond financing records to determine whether such space or equipment falls within this prohibition.

C. Conflict-of-Interest and "Private-Benefit" Considerations

1. University acceptance of Equity for AFS shall be based upon the educational, research, and public service missions of the University over financial or individual personal gain.
2. The support of new businesses affiliated with the University is in the public interest and furthers the University's training and educational objectives. Further, University

engagement with new businesses is appropriate and represents a useful contribution because the University's engagement with industry is consistent with the University's mission. Any involvement of University employees, however, must be in accordance with the California Political Reform Act of 1974 ("Act"), federal law and regulations, and University policy.

3. Because University employees may have the opportunity to influence University decisions in ways that could lead to personal gain or give advantage to companies in which they have a financial interest, the employees must be aware of and be in compliance with the relevant state and federal laws and regulations and University policies.. Generally, University employees are prohibited from "making, participating in making or influencing a University decision," if they have a disqualifying personal financial interest in the decision, unless certain specific actions are taken. Disclosure of financial interests, institutional review and management of conflicts of interest may also be required.
4. In order to comply with the Act, the Designated Campus Manager ("DCM") must ensure that any University employee, unless specifically permitted under University Conflict of Interest Policy and the California Political Reform Act, with a current or likely future interest in the Company is excused from, does not to participate in, and does not influence or attempt to influence any decision involving Equity acceptance for AFS. A sample communication to the employee is provided in Appendix A.
5. The University's status as a Section 501(c)(3) organization could be jeopardized if it provides more than "incidental" benefits to any private party. To help avoid such "private benefit" issues as well as conflicts of interest in the University's decision making, accusations of favoritism, misuse of University resources and other related legal issues, campuses should establish and have documented a uniform methodology for determining the amount of equity in lieu of cash consideration for University resources in a manner that ensures the University is receiving fair or equivalent value for the resources provided. The amount of equity (i.e., number of shares) in lieu of cash for University resource(s) provided to a company would be determined by dividing (i) the fair market cash value for access to University resource(s) provided by (ii) the price per Unit of the Company (as reasonably determined in good faith by the DCM in accordance with the provisions of these guidelines) at the time the equity transaction was sought. If a uniform methodology for valuing University resource(s) is not established or is not used in a particular case, the DCM must have documents showing how the fair value of any University resource(s) provided was calculated and provide an affirmative written statement of what cash consideration would otherwise be due and that the Equity accepted in lieu of cash is deemed by the DCM's independent and

good faith assessment to be fair or equivalent in value to the resource(s) provided. For assistance with the foregoing, the DCM is strongly encouraged to discuss in advance their methodology with the EAM to ensure that it meets all policy and legal requirements. See Appendix F for additional information that may be useful to a DCM when addressing the fair market valuation issues described above.

D. Board Representation / Voting Rights

Employees of the University, acting in their capacity as University employees, shall not accept a position on the board of directors in a Company in which the University has an Equity interest pursuant to this program, nor shall they exercise related voting rights, but may accept and exercise observer rights on such boards. Active board participation and/or the exercise of voting rights by an individual in his or her capacity as a University employee might expose the University to unacceptably large management, conflict of interest, and public relations problems. A University employee who is an inventor of intellectual and tangible property licensed by the University to a Company may participate on the scientific advisory board of that Company, but only if such boards do not have delegated voting authority to act independently on behalf of the full board of directors.

E. Future Relationships with Company

The University shall manage all subsequent relationships with a Company in which the University has accepted Equity at arms-length and in a fair manner pursuant to relevant University policies and guidelines.

The University has an affirmative obligation to prevent “pipelining” of inventions (intellectual property) to a Company in which the University holds an Equity interest. For example, University inventions should be made available for licensing to appropriate companies and should not automatically be made exclusively available to Companies in which the University has taken Equity under this pilot. At the same time, holding Equity in a Company should not preclude the Company from licensing any invention when that Company is best able to develop the successor inventions

F. Company-Sponsored Product Testing

A University investigator may perform clinical trials or other comparable product-testing involving human subjects for Companies in which the University holds Equity as part of an AFS transaction on the campus/Laboratory where that technology arose provided that the campus conflict of interest committee has assessed any real or perceived organizational conflict of interest in the performance of such trials or testing activities and determined

whether a management plan is required, and the relevant IRB has reviewed and approved the protocol.

G. Determining How Much Equity to Accept

The University must ensure that it is receiving fair or equivalent value as consideration for University resources accessed by a company in accordance with the provisions set forth in Section V.C.5 and Appendix F of these guidelines. At the same time, the University shall not accept a level of Equity that places it in a controlling position of a company, since such a situation may expose the University to unacceptable management, conflict of interest, and public relations and other problems. Generally, the University's Equity holdings in a publicly traded company shall be less than ten percent (10%).

For a privately-held company (startup), the University's initial equity ownership can sometimes be greater than 10% (especially where such entity is only recently formed) as that the expectation is that that ownership stake will be diluted over time by subsequent rounds of financing, etc. Accordingly, the DCM may request approval to accept more than 10% equity in a privately-held company (startup,) but less than twenty percent (20%) (in the aggregate, cumulative from all transactions including but not limited to G-44, this AFS pilot, and as calculated on a fully diluted and as converted basis) provided there is a clear expectation of subsequent dilution to less than a ten percent (10%) share ownership at the time the company goes public.

A DCM considering taking Equity in a Company must review the total percentage preexisting ownership, if any, the University may already hold in the company through other transaction arrangements, including any technology licensing-related arrangements (G-44). IAS will maintain on a restricted-access basis, a listing of Companies in which the University holds such Equity interests, the name of campus from which the service or access-related transaction arose, and other relevant information. The DCM should consult the EAM who will provide the most current information regarding any other University Equity holding in that Company.

V. APPROVAL OF EQUITY ACCEPTANCE.

A Required Approvals

In addition to the Office of the President approvals listed below, campuses are responsible for creating standardized procedures to ensure that relevant campus offices review and approve

the transaction.

1. Acceptance of an Equity interest in a Company shall be in accordance with these guidelines and upon the case-specific approval requests submitted by the DCM, review by the Office of the General Counsel, and approval by the Executive Director of IAS. In the course of supporting the equity acceptance approval review process, the EAM may provide guidance and make recommendations to the DCM concerning legal and policy issues related to the acceptance of Equity. Upon request of the DCM, the EAM may also provide recommendations to the DCM concerning any business issues related to the acceptance of an Equity request.
2. Office of General Counsel (“OGC”) review and approval as to legal form must be obtained for all agreements and documents related to the University’s acceptance of Equity. No preliminary legal reviews of the agreement would obviate the need for formal review and approval as to legal form of Equity acceptance of the entire proposed final agreement.
3. A campus-designated conflict of interest committee shall review agreements and, if appropriate, recommend management plans to the DCM, who shall submit verification of this review and management plan, if any, with the request for approval to accept equity submitted to IAS.
4. Consideration of requests for any required legal and Equity approval will be managed by IAS. IAS will consider such requests using the process described in Sections B through E, below.

B. Submission to IAS

DCM requests for approval to accept equity shall be submitted to:

Innovation Alliances and Services
University of California
Office of the President
1111 Franklin Street, 5th Floor
Oakland, CA 94607-5200

ATTN: Equity Approval Manager

C. Contents of Submission

A completed Equity Approval Request Checklist (Appendix B) should be submitted with the DCM's request for approval of Equity acceptance along with relevant and required documentation referenced therein.

D. Requests for Exceptions

Any requests for deviations from these guidelines should be submitted in writing by the DCM to the EAM. Upon review, written authority to proceed (if accepted) will be provided by the Senior Vice President - Finance or the appropriate designee.

E. Timing of Submission

The DCM should allow sufficient time after IAS receipt of all the information provided under Section C and D, above, for IAS, legal and policy reviews in support of the Senior Vice President's or the appropriate designee's consideration of an Equity approval request. Normally, if forms submitted by the DCM are complete and approved by OGC, IAS will have approved the request to accept Equity within 10 business days. Requests for approval should be submitted to IAS when the terms of an agreement are negotiated for such Equity acceptance, even if pursuant to the agreement, the actual delivery of Equity shares may come at some later point in time. However, preliminary informal discussions with the EAM concerning AFS related transaction terms and Equity arrangements are strongly encouraged to expedite subsequent formal review and approval.

F. Where to Send Equity and Corporate Actions

1. University Shares

Regents Bylaw 21.4(c) states, "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 all other securities belonging to the Corporation ... and shall keep them in such places and in such manner as shall be approved by the Committee on Investments."

Therefore, Equity interests in Companies, including Stock certificates, Unit certification, options, and Warrants, due to The Regents pursuant to the terms of an AFS transaction agreement shall be issued by the Company to The Regents' nominee

name of “Shellwater & Co.” and delivered to the DCM. The DCM shall forward such Equity, together with the completed University Acceptance of Equity Form (Appendix C) to:

Office of the Chief Investment Officer of
The Regents of the University of California
1111 Broadway St., 14th floor
Oakland, CA 94623-1000

ATTN: Director, Treasury Operations

A copy of the University Acceptance of Equity Form, with attachments, shall be sent by the DCM to the IAS as follows:

Innovation Alliances and Services
University of California
Office of the President
1111 Franklin Street, 5th Floor
Oakland, CA 94607-5200

ATTN: Equity Approval Manager

3. Corporate Actions

All correspondence received by the DCM from the Company concerning Company actions (including, without limitation, shareholder or member voting actions and notices, merger notifications, meeting notices, etc.) resulting from the University’s Equity interest in the Company should be forwarded to the Office of the Chief Investment Officer (“CIO”) at the address listed above.

VI. CHIEF INVESTMENT OFFICER’S MANAGEMENT OF EQUITY

A. General

1. All decisions and administrative actions concerning the management of Equity issued to the University by a Company and all subsequent corporate or other entity actions received by the DCM pertaining to the University’s shareholder, membership or other interest in a Company shall be made by and at the sole discretion of the CIO. This

includes decisions on when Equity will be converted to cash and when options, Warrants and similar convertible securities will be exercised. No consideration shall be given to Company information uniquely available to the University through its AFS pilot. The CIO intends to carry out such functions using the Equity Management Model (Appendix D) or other processes as the CIO may approve, based upon sound business practice and publicly available information. Such functions shall be consistent with the guidelines in this Bulletin.

2. At least monthly, the CIO shall notify the EAM and the EAM in turn shall notify the DCM of all significant actions taken by the CIO, including those involving purchase, distribution, or transfer of Equity, and those involving Company mergers, acquisitions, and similar change of control transactions or name changes.
3. Any decision made by the CIO to purchase additional shares of Equity in a Company in which the University has accepted Equity as part of an AFS transaction should be evaluated in terms of the financial return to the University. Such subsequent investments should be considered and maintained separately from the original AFS-related arrangement and the resulting proceeds from such subsequent investments shall not be considered for distribution under the University Equity Policy.

B. Valuation

1. The CIO shall record the value of Equity issued to the University by a Company
2. Upon transmittal of such Equity to the CIO, the DCM shall provide the CIO with its good faith and reasonable estimate of the valuation of such Equity using Appendix C, University Acceptance of Equity Form unless stock has been obtained at par value in which case par value will be communicated to the CIO by the DCM.

C. Distribution of Equity Interests to the Campus or Laboratory

1. The University's Equity interests received directly pursuant to the AFS program will be converted to cash and distributed to the Campus or Laboratory in accordance with Section 2, below.
2. Upon conversion to cash of the University's Equity interests received directly pursuant to the AFS program, the CIO shall instruct Corporate Accounting to transfer such cash proceeds to the appropriate Campus or Laboratory account and provide the Campus or Laboratory with appropriate identifying information. For clarification purposes, any additional Equity subsequently purchased by the University or University affiliates or assignees of participation rights related to such Equity (with such purchase occurring

pursuant to the exercise of any assigned participation or other rights, or otherwise) that is liquidated by the CIO will remain the property of such subsequent purchaser and will not be distributed to the campus or Laboratory that acquired the initial Equity pursuant to the AFS program. Each Campus or Laboratory obtaining Equity interests in a third party should use reasonable efforts to obtain participation rights for the University or University affiliates or assignees in future rounds of financing undertaken by such third party.

3. The Campus or Laboratory's subsequent use and distribution of its portion of any cash proceeds shall be handled in accordance with the schedules, formulas, and practices established by the Campus or Laboratory, and other applicable policies.

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APPENDIX A

Sample Notice to employees: Prior to the University accepting equity in a company pursuant to this pilot, the DCM shall give this notice to any and all campus or Laboratory employees with a current or likely future interest in a Company considered to be a party to an AFS transaction, to ensure any such University employee is excused from, does not to participate in, and does not influence or attempt to influence any decision involving the Equity acceptance for AFS under consideration. This notice may be excerpted or adapted by campuses or Laboratories for their own use as they may choose.

What University Employees Need to Know about Conflicts of Interest with respect to the University accepting Equity in companies in which they may have a substantial financial or controlling interest in return for Access by the company to University Facilities and/or Services
(March , 2015)

The University of California’s policy on conflicts of interest provides that none of the University’s “faculty, staff, managers, or officials shall engage in any activities which place them in a conflict of interest between their official activities and any other interest or obligation.” In addition under UC policy, University faculty and staff must comply with state statutes and regulations governing conflicts of interest, specifically the Political Reform Act of 1974-2015 (the Act).

The Act requires public officials to “perform their duties in an impartial manner, free from bias caused by their own financial interests or the financial interests of persons who have supported them.” (Gov. Code, § 81001, subd. (b)). Accordingly, University employees must not allow their personal financial interests to influence their or other’s University decisions regarding the provision of access to University facilities and/or services to a Company.

Any University employee with a current or likely future interest in the Company **must** excuse him or herself from and not to participate in any University decision making process as to whether to accept Equity from that Company. The DCM must also confirm to the University that no University employee with a current or potential financial interest in the Company in any way participated in or influenced the transaction decision-making process. University employees who are the sole owners or who have sole control of the Company may communicate with the University decision makers so long their communications are in the same manner as is afforded to any member of the public.

APPENDIX B

EQUITY APPROVAL REQUEST CHECKLIST

Please complete, attach supporting documentation, and submit this Appendix-B (Equity Approval Request Checklist) to IAS to formalize your request for approval to accept equity as consideration for an AFS transaction. Any deviations from the guidance provided in the University of California Guidelines: Accepting and Managing Equity in Return for Access to University Facilities and/or Services document should be separately noted and justified as an exception for consideration by the Executive Director, IAS.

Please note that in carrying out space/facility access, equipment use, and/or service transactions, the Designated Campus Manager (“DCM”) is called upon to make decisions by applying his or her professional judgment and experience when considering of a multiplicity of facts and circumstances surrounding each transactions. The DCM’s transaction records should include appropriate documentation supporting assessments and representations made on the Equity Approval Request Checklist.

Please submit the completed checklist with appropriate documentation to:

Innovation Alliances and Services (IAS)
University of California
Office of the President
1111 Franklin St., 5th Floor
Oakland, CA 94607-6090
ATTN: Equity Approval Manager

Basic UC Identification Information

Campus: _____

DCM Contact: _____

DCM: _____

Phone Number: _____

Company Information

Company: _____

Address: _____

City: _____ State: _____ Zip: _____

Status of Company: Privately Held Inventor Start-Up

(Check all that apply) Pre-Start-Up Start-Up Other

If "Other," please describe:

In those cases where all agreements are not available (usually due to the early stage of the Company formation), indicate the location of specific language in the agreements related to the draft or executed transaction agreement that allows the University to terminate the agreement or renegotiate the terms to eliminate the equity consideration or replace it with other consideration.

Please list:

DCM used the following method to determine the fair market value for Equity received by the University pursuant to the AFS program:

For Common Stock:

- Recent 409A valuation or other third party valuation
- Most recent option issuance price
- Recent sales or issuance price
- For early –stage startups where the above is not available, stock par value for recently issued founders’ shares
- Other based on DCM reasonable determination as made in good faith (Please describe or, if there are any specific questions, call IAS to discuss):

For Equity other than Common Stock (eg, Preferred Stock, Units, etc):

- Recent third party valuation
- Recent sales price
- Other based on DCM reasonable determination as made in good faith (Please describe or, if there are any specific questions, call IAS to discuss): _____

Policy Issues

a. Accepting Equity

- i. Indicate the form of equity and up-front cash considerations for AFS transaction (Check all that apply):

Up-Front Cash (if any)

Amount: \$

Stock

Shares/Type (including class and series):

Other (please describe):

- ii. Please identify the University Department and funding source that will forgo all or partial cash payment by accepting instead the proposed equity considerations and indicate how such University Department intends to cover or recoup the cost of such services, facilities or equipment.

b. Use of Facilities or Services Involving Tax-free bond

Will the Company be granted access to facilities constructed or maintained, equipment purchased or maintained, or services made possible due to funding from the sale of tax-free bonds (i.e. Lease Revenue Bonds) ?

No

Yes

If Yes, please complete the following;

The bond(s) involved is (are) _____

Percentage used over the lifetime of the bond is _____%

Name, title, and contact information of the campus person responsible for the managing tax-free bond 'use' is

c. Conflict of Interest Considerations

- i. Has the DCM given notice (Appendix-A) to any and all campus or Laboratory employees with a current or likely future interest in the subject Company, to ensure any such University employee is excused from, does not to participate in, and does not influence or attempt to influence any decision involving the Equity acceptance for AFS under consideration?

Yes

No

If "No" please provide an explanation why this action has not occurred:

- ii. Did any University employee who may have had or was to likely to have any financial interest from decisions relating to taking equity in Company pursuant to the transaction described participate in or attempt to influence the University this transaction

No

Yes

- iii. If the above response was "Yes", did the campus-designated conflict of interest committee review the reported financial interest(s) and determine whether a management plan should be implemented?

No

Yes

- iv. By submitting, the DCM certifies that he or she understands and accepts that the Office of the Chief Investment Officer shall manage equity received under this Policy using a “rule-based” equity disposition management model in liquidating stocks.

d. Other University Relationships with Company

Does the University already hold equity in the proposed Company?

(Refer to <https://patron.ucop.edu/equity/equity.html> and/or other records)

No

Yes

If “Yes” please

i) indicate the following:

- The cumulative total # of shares currently held by the University: _____;

- The number of shares to be provided by Company under the proposed transaction: _____; and

The type of shares to be accepted: Preferred Common

Series: _____

- The total number of shares outstanding by the Company: _____;

- The cumulative percentage of ownership in Company to be held by the University (includes currently held shares and shares to be accepted under the proposed transaction): _____%; and

ii) discuss whether this was a factor in DCM’s decision to consider accepting equity in the Company under the present transaction agreement.

e. Transaction Terms

Are the transaction agreement terms, other than those relating to equity, consistent with standard

terms in non-equity agreements for University like transactions for space/facility access, equipment use and/or services?

Yes

No

If “No” please identify and justify any non-standard terms:

f. Percentage of Ownership

i. Total number of Company’s outstanding shares of capital stock (include information on each class and series of outstanding Equity securities as well): _____

ii. The percentage of ownership in Company to be held by the University (on the basis of total outstanding Equity securities and on a class and series basis where applicable): _____%

iii. For start-up Companies, will the University’s holdings be greater than 19.5%

No

Not applicable

Yes

If “Yes” please discuss the timing and extent of anticipated dilution of the University’s interest to below the 19.5% cap established by the University Equity Policy:

Additional information

Please provide any additional information or comments that IAS should consider in evaluating this request for approval to accept equity:

APPENDIX C

UNIVERSITY ACCEPTANCE OF EQUITY FORM

(Revised 08/01/2014)

To: *Director, Treasury Operations*
Office of the Chief Investment Officer
Address: 1111 Broadway, 14th Floor
Oakland CA, 94607
Phone: (510)987-9668

From:					
Originating Office	<input type="checkbox"/> UCSF	<input type="checkbox"/> UCB	<input type="checkbox"/> UCD	<input type="checkbox"/> UCI	<input type="checkbox"/> UCLA
	<input type="checkbox"/> UCSD	<input type="checkbox"/> UCM	<input type="checkbox"/> UCR	<input type="checkbox"/> UCSB	<input type="checkbox"/> UCSC
	<input type="checkbox"/> LBNL				
Transaction Contact: _____			Phone: _____		

Subject: Acceptance of Equity as full or partial consideration for

Space use Equipment Use Service provided

Please accept the enclosed stock certificate, as described below, for the above referenced transaction. These equity interests should be managed pursuant to the University Equity Guidelines for Facility Access and Services.

Company Name:	

Legal Address:	

Company Contact: _____	Phone: _____

Total number of shares transmitted: _____

DCM has determined in good faith that a reasonable valuation per share for the Treasurer to book these shares is:

Value of \$ _____

Please attach rationale for this valuation

_____ Default valuation (e.g. \$.10 per share)

Are there restrictions on the future transfer or sale of this stock?

_____ No

_____ Yes, SEC Rule 144

_____ Yes, Other _____

Does the transaction include provisions for additional equity to be issued to the University?

___ Yes ___ No.

If yes, attach explanation.

Attachments:

___ Stock certificate

___ Approval Letter

___ Agreement under which equity is accepted

___ Other equity-related documents

Designated Campus Manager Signature

Date

DCM Election of a Longer Term Position in Company

The equity disposition management model will allow the campus/Laboratory DCM to make a one-time, irrevocable election to take a longer-term position on the final 25% of the University's equity holdings in a particular Company, on a case-by case basis. Such a longer-term position would be for a fixed period of time ranging from 2-5 years (to be determined at the time of such election) from initiation of disposition under the "rule-based" model employed by the Treasurer's Office, including any inventor shares being held by the Office of the Chief Investment Officer of The Regents.

Please indicate your election below (the default selection is indicated below should the DCM fail to indicate a choice):

± **(Default)** The DCM does NOT elect to take a longer-term position on the final 25% of the University's equity holdings herein submitted to the Treasurer's Office.

± The DCM does elect to take a longer-term position on the final 25% of the University's equity holdings herein submitted to the Treasurer's Office for a term of

(select one of the following):

- ± 2 years
- ± 3 years
- ± 4 years
- ± 5 years

from initiation of disposition under the "rule-based" model employed by the Office of the Chief Investment Officer of The Regents.

APPENDIX D

Equity Management Model (Revised 8/5/2014)

Summary

Securities accepted per request from Designated Campus Manager (“DCM”) are submitted to the Office of the Chief Investment Officer of The Regents (“OCIO”) for management in accordance with the provisions of the University’s Guidelines on Accepting Equity for Facility Access or Services. Such securities usually carry some restriction or a “lock up” period restricting when the OCIO is free to sell the shares. The OCIO will handle all corporate actions, restriction removals, and registration activities until the securities qualify for transfer to the Depository Trust Company (“DTC”) whereby the securities would have an established market value and are re-registered free and clear (without the restrictions). The OCIO, at its discretion, may solicit feedback from the Office of the General Counsel and the DCM regarding such actions.

Once the securities are DTC-qualified, the OCIO will use the following “rule-based” equity disposition management model in liquidating stocks resulting from approved University Access to Facility or Services transactions:

- 1) 50% of the security will initially be sold at the first available opportunity;
- 2) 25% of the shares will be sold approximately six months later; and
- 3) the remaining 25% will be sold approximately six months after that unless the DCM has previously elected to take a longer term as provided for in Appendix C.

This disciplined strategy reflects the Treasurer’s preferred approach to capturing, on balance, reasonable value from the class of securities typically received under a licensing-related transaction.

Should the DCM wish to capture a portion of the longer-term potential value of equity received under a University Access to Facility and Service transaction, the OCIO’s equity disposition management model will allow the DCM the option of making a one-time, irrevocable election to take a longer-term position on the final 25% of the University’s equity holdings in a particular transaction, on a case-by case basis.

Such a longer-term position would be for a fixed period of time ranging from 2-5 years (to be determined at the time of such election) from initiation of disposition under the “rule-based” model and would apply to the final 25% remaining shares of equity held by the OCIO. This one-time election can be exercised by the DCM by indicating its preference on the University Acceptance of Equity Form Access to Facility and Service when the equity is initially transferred to the OCIO.

Responsibilities

Designated Campus Manager (“DCM”)

- Negotiate, have approved, and have executed Transaction agreement
- Secure local and UCOP/IAS approvals to accept equity
- Transmit stock certificates to the Office of the Chief Investment Officer of The Regents
- in good faith, determine reasonable value of equity received by the University and to be held by OCIO

UCOP/Innovation Alliances and Services (“IAS”)

- Provide policy guidance to the DCM
- Provide equity approval consideration
- Coordinate administrative processes between IAS and OCIO

Office of the General Counsel (“OGC”)

- Review and, if acceptable, approve all signature documents (legal form)

Office of the Chief Investment Officer (“OCIO”)

- Manage equity portfolio
- For unregistered stock in equity portfolio:
 - Remove restrictions from stock certificates
 - Re-register stock certificates
 - Manage corporate actions for unregistered stock certificates
 - secure legal review of documents
 - solicit feedback from DCM at OCIO’s discretion
- For DTC-qualified stock in equity portfolio:
 - Implement the “rule-based” equity disposition management model

APPENDIX E

PROCEDURES

Equity Acceptance Review Process

1. Designated Campus Manager (“DCM”) negotiates the terms of access agreements after consultation with and sign-off from any campus officials with requisite delegated authority.
2. DCM requests from IAS approval to accept Equity as consideration for access to space, equipment use and/or services. Requests for approval to accept Equity should be forwarded to the Equity Approval Manager (“EAM”). Such requests **must**:
 - a) Be submitted directly by DCM (or, alternatively, by an individual designated in writing by the DCM).
 - b) State that any potential conflict of interest issues have been addressed by the campus.
 - c) State that the deal adheres to the Guidelines on Accepting Equity for Facility Access and/or Services.
 - d) Include a fully completed Equity Approval Request Checklist for Facility Access and/or Services.
 - e) Include all relevant documents (*e.g.*, copy of transaction agreements, Stockholder’s Agreement, Stock Purchase/Issuance Agreements, any existing agreements the company may have with the University, or other relevant legal agreements/documents. All agreements requiring signature from UC managers (legal forms) must be reviewed and approved in writing by the Office of the General Counsel (“OGC”).
3. EAM responds to indicate that request has been received, and reviews documentation to ensure that it is complete.
 - a) If after initial review there is information missing, whether the requested acceptance should cause The Regents to hold more than **19.5%** of the Company’s total capitalization of the company at the time of approval or more than 10% of a company upon its initial public offering (as determined on an as converted and fully-diluted basis), or there is a need for clarification, EAM writes back to DCM indicating so.
 - b) If no information missing and no clarification required, EAM sends all documentation for written approval from Executive Director, IAS.

4. If approved, Executive Director sends a letter to DCM indicating that the request for Equity approval has either been accepted, or that the acceptance is conditional (in which case any changes required are outlined in the letter). Message from Executive Director IAS will further include a copy of the University Acceptance of Equity Form, and a request that the form be used when accepting Equity. Any Equity issued to The Regents must be in the nominee name “Shellwater & Co.”, and the actual Stock certificates issued, as well as any stockholder information received, should be forwarded directly to the Office of the Chief Investment Officer of The Regents (with a copy of the transmittal to Executive Director’s attention). Copy of any amendments to any related agreement(s) should be sent to the attention of the Executive Director, IAS.
5. Normally, if forms submitted by the DCM are complete, accurate and with all legal forms approved, IAS will approve the request to accept Equity within 10 business days.

Notes:

1. Contacts at Innovation Alliances and Services (IAS):
William Tucker, Executive Director, 1111 Franklin St., Suite 5100
william.tucker@ucop.edu; 510-587-6037
John Shih, Equity Approval Manager, 1111 Franklin St., Suite 5110
john.shih@ucop.edu; 510-587-6034
2. Contacts at the Office of the Chief Investment Officer:
Trevor Woods, Investment Accountant: 1111 Broadway St., Suite 1400
trevor.woods@ucop.edu ; 510-987-0859
Robert Yastishak, Director, Treasury Operations: 1111 Broadway St., 14th Floor
robert.yastishak@ucop.edu; 510-987-9668

APPENDIX F

SUMMARY OF SOME MATERIAL ISSUES FOR CAMPUS AND LABORATORY CONSIDERATION WHEN PARTICIPATING IN THE PROGRAM TO ACCEPT EQUITY AS CONSIDERATION FOR ALLOWING ACCESS TO UNIVERSITY FACILITIES AND/OR SERVICES

Pursuant to the Guidelines on Accepting and Managing Equity in Return for Access to University Facilities and/or Services (the “Guidelines”), the University is rolling out a pilot program pursuant to which participants in the program may accept equity in recently organized or incorporated Companies affiliated with the University as full or partial consideration for access to authorized Incubators or Accelerators and the University resources offered by such Incubators or Accelerators. As per the Guidelines, each program participant is expected to develop its own procedures and forms to allow for the acceptance of equity in return for access to University resources. To help ensure the success of the program, as well as protection of the University’s interests, the following is a non-exhaustive list of some identified issues that program participants should address at the outset. Program participants should still carefully review the entire set of Guidelines before accepting equity in exchange for providing access to University facilities, equipment or services.

1. Bond Financed Space and Equipment

There are strict rules under the tax law restricting certain “private use” of tax-exempt bond-financed space or equipment by a private party (e.g., a for-profit corporation or private individual). In order to avoid such private use issues in connection with the AFS pilot program, the strong preference of the University is to not permit a private party to use any of its space or equipment that has been financed, in whole or in part, with the proceeds of tax-exempt debt. In limited circumstances the University may permit limited private use of tax-exempt bond-financed space or equipment provided the DCM can demonstrate in advance to the satisfaction of the University that such use is in compliance with rules allowing for a limited percentage of space to be set aside for private-use and that such private-use will not jeopardize the tax-exempt status of any bonds. A program participant should contact the individual at the campus, Laboratory or University who is responsible for maintaining its tax-exempt bond financing records if it is not sure whether University space or equipment falls within this prohibition.

2. Private Benefit

The University’s status as a Section 501(c)(3) organization could be jeopardized if it provides more than “incidental” benefits to any private party. To address this “private benefit” concern, the Guidelines require a University program participant either to ensure: (1) that it receives at least fair market value for the goods or services it provides to any private party or, (2) where the fair market value for generalized or incidental services provided by a University program participant to a private party cannot be reasonably ascribed, that a formulaic and fair process

applied on a reasonable and consistent basis among all third-party startup companies be used. This may be a difficult undertaking given that the valuation of the equity in a recently organized or incorporated typically would be negligible. With regard to valuation of shares of a startup corporation that is issuing common stock, the fair market value per share of common stock most likely would either be (i) the price any company options are being issued at, since those need to be issued at fair market value under Internal Revenue Code (“IRC”) and many existing companies will either have a board determination or third party IRC Section 409A valuation noting the current fair market value for the common stock which would be valid until the earlier of one year from the date of the valuation or occurrence of a material event such as a third party financing, etc. or (ii) the latest price at which stock was issued to the founders or that any friends and family investor just paid for such stock (which is most likely the par value or some fraction of a penny for a startup corporation that has recently been formed)(such amount being the “Current FMV”). The University understands that determination of valuation is more complicated with regard to companies that are not corporations or in which a University program participant is taking preferred stock where a third party is not setting the pricing for such stock, but expects a University program participant to use good faith efforts to make a reasonable valuation determination.

Program participants may find it useful to work together with each other, the Innovation Alliances and Services (“IAS”) group and Office of General Counsel (“OGC”) to establish alternatives or a formal process to adequately address this issue. Additionally, a program participant may find the following non-exhaustive list of potential financing options helpful when establishing its own procedures to ensure the University is receiving fair value in return for resources it provides to third party participants in the AFS program:

- Charge cash for the space and services provided. A flat amount of equity in the company could also be part of this transaction. It would be prudent to have a slight corresponding reduction in the cash amount charged for the space equal to the Current FMV per share if that can be determined, or at least the par value, to show a payment of at least par value for that Equity.
- Rather than accepting only cash for the space and services, subject to compliance with applicable finance lender laws, take a note or convertible note with a principal amount equivalent to the value of the space and services provided. The note would need to have a reasonable rate of interest which can be determined based on the then current applicable federal rate or AFR (<http://apps.irs.gov/app/picklist/list/federalRates.html>). Similar to above, additional common stock in the company could be taken at the time the note is issued pursuant to a warrant or direct issuance of stock (with a minor adjustment to the note amount to reflect the value of any common stock that is issued outright to ensure that par value at least has been paid in).

- Accept equity in the form of a convertible security (such as the “YC SAFE”, “KISS forms” championed by 500 Startups: <http://500.co/kiss>) with a reasonable rate of interest at the AFR where applicable. Such a convertible security would convert at a later time upon a triggering event such as a change of control or third party financing that values the company. Similar to a convertible debt security, additional common stock in the company could be taken at the time the note is issued pursuant to a warrant or direct issuance of the same (with a minor adjustment to the convertible security amount to reflect the value of any common stock that is issued outright to ensure that par value at least has been paid in).
- With regard to startups where the fair market value for generalized or incidental services cannot be readily determined, a University program participant may consider accepting a flat percentage of equity in such startups based on what is market consideration for other incubators operating in a similar region or space or providing similar services and resources; provided, the University program participant has made a determination that any such flat percentage arrangement is arrived at pursuant to a formulaic and fair process and such process is applied on a reasonable and consistent basis to all similarly-situated startups. This is important to ensure that the University receives reasonable compensation for the space, resources and/or services it provides. A University program participant may wish to consult with OGC in making such determination..
- The following fictitious example is included solely to demonstrate what may constitute a formulaic and fair process that would be applied on a fair and consistent basis to all similarly- situated startups where the value of University services offered cannot be readily determined. Assume that a campus incubator offers all newly-formed startups accepted into its program with the same service and resource package and 250 square feet of campus incubator space. In this example, the campus may choose to take a flat amount of equity in each newly-formed startup (such as 2% of the startup, with such amount to be tied to relevant market research of what other similarly situated incubators typically charge for similar resources and services, and such amount to be updated on a regular basis). For a newly formed startup using 500 square feet of campus space and other standard incubator services, a campus might take twice as much equity calculated on a flat percentage basis (or 4% of the startup as per the example). The square footage and percentage equity amounts in the prior example are fictional and solely for purposes of example only.

3. Unrelated Business Income

It is possible that income distributions associated with the University’s equity interest in certain entities could generate unrelated business taxable income (“UBTI”). Any UBTI that is generated needs to be tracked and reported in accordance with University policies and procedures. Investments in entities taxed as “c” corporations that produce dividends generally should not generate UBTI. Investments in Companies that are formed as LLCs, partnerships or

“s” corporations that distribute income may generate UBTI to the extent any such entity generates operating income from the active conduct of a trade or business (i.e., income is not subject to an exception from UBTI under the tax law, e.g., is not merely a “passive” investment) Whether an investment may generate UBTI requires additional review of the facts and circumstances and may delay the ability of IAS to internally approve an investment. As such, use of the corporate form for newly established start-up entities (especially those intending to seek venture financing or exit pursuant to a change of control, merger or public offering) is encouraged.

4. IAS and OGC Review

Each program participant is encouraged to establish a uniform set of agreements which would allow, among other benefits, for the ability of the IAS and OGC to more efficiently review any requests from a program participant to accept equity in accordance with the Guidelines.

Incubators in the private arena have established various customary sets of form that are generally accepted in the accelerator/incubator market space. Such forms (especially those such as a convertible equity or convertible debt security that defer the valuation of a startup until the occurrence of a significant trigger event such as a third party financing or change of control) may be an ideal starting point for the drafting of University forms. If appropriately used, these forms may also be useful in addressing the fair market valuation issue described above.

5. Operational Considerations

Each campus should consider issues of a general operational nature that may arise as a result of participating in the program. The following are a few high level concerns that have been expressed and will require a program participant to consult its advisors with assistance with addressing these and other relevant concerns:

- Facilities – Need to (i) confirm leased space is actively being used for its intended purpose; (ii) address the University’s ability to remove a tenant and any resulting impacts an early removal would have on equity delivered in advance of the completion of the rental term; (iii) address concepts such as security deposit, utilities and insurance for matters that occur on the leased premises; and (iv) determine the form of agreement that will be used to address the above (i.e., simple lease, professional services agreement, or some similar form of agreement).
- Equipment – Where applicable, need to (i) ensure that Company service providers using University equipment are properly trained on such equipment; (ii) set clear usage guidelines to ensure that there is not an expectation of unlimited use or use that interferes with existing University obligations; and (iii) establish procedures to monitor equipment use, among others.

Justification for Revisions to Bylaw 182: University Committee on International Education

The University Committee on International Education (UCIE), was initially established in 1965 to provide faculty Academic Senate governance over the university-wide study abroad program.¹ At that time and for many years thereafter, the University's principal systemwide activities in international education took the form of the education abroad program, which is now called the University of California Education Abroad Program (UCEAP).² Given this, UCIE's bylaws have only covered faculty governance of student exchange programs associated with UCEAP. Over time however, and especially in the last decade, the University has expanded both its formal and informal international activities. While UCEAP's activities in student exchanges remain significant part of UC's international portfolio of international activities, it is no longer the principal expression of this activity, which now includes the enrollment of significant numbers of international students, formal and informal international research collaborations, international service learning by undergraduates, an increasing number of MOUs and other international agreements between UC campuses and institutional partners, and even Presidential Initiatives. The increase in these activities necessitates an expansion in UCIE's purview from a committee that simply oversees student exchanges through UCEAP to one that has an advisory role in all of the University's systemwide international activities. With that in mind, the following justification will briefly describe UC expansion in international activities, the role of shared governance in such activities, and an explanation of the amendments being proposed.

Over the last decade, UC's international presence and engagement has expanded significantly. One example of this phenomenon is the growth in the enrollment of international students, which have risen from 9,576 in fall 2002 to 19,404 in fall 2012.³ Although the University does not keep records on the international research collaborations by its faculty, data from the National Science Foundation (NSF) show that such collaborations on a national basis are increasing significantly. From 1997 to 2012, the number of science and engineering (S&E) articles in peer-reviewed journals by co-authors from different countries increased from 14% to 25%. The NSF now reports that 35% of U.S. S&E co-authored articles are international in scope.⁴ In addition, more and more students are now taking part in independent research activities abroad (usually with faculty), which have increased by almost 47% between 2010-11 and 2011-12.⁵ At UC, a number of internationally-themed Presidential initiatives have recently been launched as well. These include the UC Mexico Initiative and the Global Food Initiative. These initiatives leverage the international activities already taking place on the campuses, such as UCSF's Global Health Sciences Group and UC Mexus to name only a few.

It is clear that a significant number of universities are internationalizing themselves, which necessitates the creation and maintenance of policy dedicated to international activities. For instance, a recent UC survey found that Harvard, MIT, Stanford, Yale, the University of Illinois, the University of Michigan, the University of New York at SUNY-Buffalo, and the University of Virginia have all instituted policies on international activities. Indeed, many of these universities have set up administrative committees to address such policy.⁶ Given that most international activity is driven by faculty interests and research, it is essential that the Academic Senate not only be consulted, but play an instrumental role in forming such policy. Towards that end, Academic Council endorsed and sent the UCIE-drafted [Vision Statement on International Engagement](#) to President Napolitano last summer. UCIE also has a representative on the Academic Planning Council's International Activities Working Group, which is drafting a Presidential Policy on International

¹ In its earliest form in the 1960s, UCIE was constituted as the "Committee on Education Abroad Program" under Bylaw 122. Originally the Senate shared responsibility with a separate administrative committee, until it gained complete control over courses taken abroad in 1971. UCIE took its current form in May 2003 under Bylaw 185.

² UCEAP should not be confused with the acronym for the original University Committee on Education Abroad Program or "UCEAP".

³ See Statistical Summaries and Data on UC Students, Faculty, and Staff, UC Institutional Research and Academic Planning, <http://legacy-its.ucop.edu/uwnews/stat/>.

⁴ See National Science Board (2014). Chapter 14. In Science and Engineering Indicators 2014. Arlington VA: National Science Foundation (NSB 14-01). Retrieved from <http://www.nsf.gov/statistics/seind14/>.

⁵ See Open Door 2013 Report, Institute for International Education, <http://www.iie.org/en/Research-and-Publications/Open-Doors>.

⁶ Harvard has set up one such policy committee, the University Committee on International Projects and Sites, which is mainly populated by a mix of faculty and administrators. See <http://provost.harvard.edu/university-committee-international-projects-and-sites>.

Activities. Therefore, the proposed amendments to these bylaws formalize faculty governance in this area, as well as laying out reporting relationships between both Senate agencies and Administrative entities. First, the following bylaw amendments expand the UCIE's purview from simply student exchange associated with UCEAP to international research collaborations, the welfare of international students and scholars, international engagement initiatives, UC educational centers abroad, and any experiential and service learning arrangements. Second, the new bylaws would allow UCIE to initiate policy proposals (the existing bylaws only allow UCIE to consider matters that are referred to it by the President of the University, the Academic Council, the Assembly, or a Divisional or any Senate Committee). Similarly, UCIE would now formally be designated as the liaising Senate agency between UCOP international policy working groups and Academic Senate leadership. Finally, the new bylaws formalize the consulting, reporting, and feedback mechanisms between UCIE and Administrative and Senate agencies.

In proposing changes to its bylaws, UCIE is also trying to make its bylaws conform to those bylaws already in place at a number of Senate Divisional Committees on International Education (or their equivalents), as indicated below:

- UCI's Subcommittee on International Education has the authority to opine on formal educational activities of UCI students abroad, faculty exchanges between UCI and foreign universities, and other academic issues involving international education.
- UCLA's Committee on International Education both provides consultation to the International Education Office (IEO) and the Vice Provost, International Institute and serves as liaison between the IEO and Academic Senate leadership, helping to ensure that policies and procedures are appropriately vetted by the Senate.
- UCR's Committee on International Education advises the Division on various aspects of international education, including the well-being of foreign students and faculty at UCR, the participation of UCR in international exchange agreements, and the participation of UCR faculty and students in international research and educational programs other than the EAP.
- UCSD's Executive Committee on the Committee on International Education formulates policies and programs that will serve to better integrate international education into the campus academic programs.
- UCSB's Committee on International Education formulates a bi-annual survey of international students that helps guide UCSB's policy concerning this growing portion of the student body. The committee consults with the Office of International Students and Scholars as well as the EAP Campus Office, and advises the Associate Vice Chancellor on International Affairs.

Tracked Changes:

182. International Education (Formerly 165 Education Abroad Program) (Am 28 May 2003)

- A. Membership shall be determined in accordance with Bylaw 128, except that the Chair shall normally serve a two-year term. One undergraduate student and one graduate student shall sit with the Committee. [See Bylaw 128.E.] The Vice Chair shall be chosen in accordance with Bylaw 128.D.2. and 3. On a campus that has no equivalent committee, a member shall be an at-large Senate member. (Am 28 May 2003)
- B. Duties. Consistent with Bylaw 40, the Committee shall: (Am 28 May 2003)
1. Consider and report on matters of international education **and research** referred to the Committee by the President of the University, the Academic Council, the Assembly, a Divisional or any Senate Committee (Am 28 May 2003).
 2. **Report to the Academic Council and other agencies of the Senate and confer with and advise the President and agencies of the University Administration on matters concerning international engagement, including:**
 - i. **International research in which UC students and/or faculty participate.**
 - ii. **Participation of UC faculty and/or students in international exchange agreements.**
 - iii. **The status and welfare of international students and scholars on the UC campuses.**
 - iv. **Educational Centers run by UC campuses abroad (other than UCEAP).**
 3. **Initiate policy recommendations regarding international engagement programs and the status and welfare of international students and scholars at UC, including policies that will better serve to integrate international education and research into UC academic programs.**
 4. **Serve as liaison between UCOP international policy working groups and Academic Senate leadership, helping to ensure that proposed policies and procedures are appropriately vetted by the Academic Senate.**
 5. **Evaluate and advise on UC's international service learning or experiential learning programs.**
 6. Provide continuing review of the Education Abroad Program and its policies. (EC 28 May 2003) Consult with the University Office of Education Abroad Program on future program development, including modification of the programs of existing Study Centers, establishment of new Study Centers, and disestablishment of EAP Programs. (Am 28 May 2003)
 - i. Represent the Senate in the selection of Study Center Directors. (Am 28 May 2003)
 - ii. Maintain liaison with the Council of Campus Directors. (Am 28 May 2003)
 - iii. Advise the University Office of Education Abroad Program Director on all matters of international education. (Am 28 May 2003)
 - iv. Have the responsibility for the final academic review of new Study Centers and Programs after the first three years, and for regular reviews of all centers and programs every ten years or as conditions may require. (En 4 May 89; Am 4 Jun 91; Am 28 May 2003)
 - v. Authorize and supervise all courses and curricula in the Education Abroad Program. (Am 2 Dec 71; Am 4 May 89; Am 28 May 2003)

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 - i. International research in which UC students and/or faculty participate.
 - ii. Participation of UC faculty and/or students in international exchange agreements.
 - iii. The status and welfare of international students and scholars on the UC campuses.
 - iv. Educational Centers run by UC campuses abroad (other than UCEAP).
 - 3. Initiate policy recommendations regarding international engagement programs and the status and welfare of international students and scholars at UC, including policies that will better serve to integrate international education and research into UC academic programs.
 - 4. Serve as liaison between UCOP international policy working groups and Academic Senate leadership, helping to ensure that proposed policies and procedures are appropriately vetted by the Academic Senate.
 - 5. Evaluate and advise on UC's international service learning or experiential learning programs.
 - 6. Provide continuing review of the Education Abroad Program and its policies. (EC 28 May 2003) Consult with the University Office of Education Abroad Program on future program development, including modification of the programs of existing Study Centers, establishment of new Study Centers, and disestablishment of EAP Programs. (Am 28 May 2003)
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 - v. Authorize and supervise all courses and curricula in the Education Abroad Program. (Am 2 Dec 71; Am 4 May 89; Am 28 May 2003)



OFFICE OF THE VICE PROVOST --
ACADEMIC PERSONNEL AND PROGRAMS

OFFICE OF THE PRESIDENT
1111 Franklin Street, 11th Floor
Oakland, California 94607-5200

March 23, 2015

COUNCIL OF VICE CHANCELLORS
LABORATORY DIRECTOR ALIVISATOS
ACADEMIC COUNCIL CHAIR GILLY
ANR VICE PRESIDENT ALLEN-DIAZ

**Re: Final Review of Proposed Revised Academic Personnel Policy Section 210-1-d,
Review and Appraisal Committees**

Dear Colleagues:

Enclosed for Final Review are proposed revisions to Academic Personnel Policy Section 210-1-d, (APM - 210-1-d), Review and Appraisal Committees, which can be found at <http://ucop.edu/academic-personnel-programs/academic-personnel-policy/policies-under-review/index.html>. Academic Personnel and Programs has been in consultation for more than two years with the Provost and Executive Vice President for Academic Affairs, the Academic Senate, and campus administration regarding proposed changes to this policy.

On January 2, 2014, Academic Council requested review of the Senate's proposal to amend language in APM - 210-1-d related to evaluating contributions to diversity in merit and promotion reviews. The original Senate proposal was circulated for Management Consultation (January 24, 2014 to March 21, 2014) followed by a revised proposal circulated for Systemwide Review (May 23, 2014 to December 15, 2014). The proposed changes in this Final Review version result from new input identified in Systemwide Review. Enclosed is a letter dated March 3, 2015 from Academic Council Chair Mary Gilly requesting this Final Review, proposing new language, and describing Senate efforts and rationale for the proposed revisions. Their proposed language not only addresses the issues they identified in the prior Council revisions, but also addresses most of the concerns voiced by other reviewers.

Summarized below are some of the comments and recommendations received from reviewers other than those summarized by the Academic Council; these too are reflected in the proposed revised Final Review language:

- Some reviewers expressed a preference for the current policy language and their concern was that the proposed revisions "water down" what they saw to be the current APM stronger statement that faculty should demonstrate, or at least reflect on, their efforts to promote diversity and equity in their research, teaching, professional activities, and service.
- Some reviewers were not persuaded that the current APM language was ambiguous or would confer an advantage in the personnel/promotion cases of faculty pursuing such research; they offered new text to better achieve the objectives identified by the Senate.

March 23, 2015

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- Other reviewers contended that one proposed sentence-- “They [contributions to diversity] should be given the same weight in the evaluation of a candidate’s qualifications during Academic Personnel actions as any other contributions in these areas”--may result in misunderstandings and inconsistent implementation. They offered alternative language.

While Final Review would normally only include the current policy language and the most recent proposed edits, we are including three versions of the policy, to ensure reviewers have a complete record to which they can respond:

- Proposed revisions for Final Review. These reflect the input from both Management Consultation and Systemwide Review.
- Proposed revisions for Systemwide Review. These were circulated from May 23, 2014 to December 15, 2014. As comments above suggest, the revisions resulted in significant comment, even from the Senate committees that had originally submitted the proposed revisions.
- Redline version showing the proposed revisions in Final Review. This allows reviewers to understand the specific changes now under review.

We believe the changes in the Final Review draft best reflect the various stages of input and result in policy revisions that will strengthen APM - 210-1-d.

Final Review is intended to advise the results of the Systemwide Review and how language has been refined. We do not anticipate substantive revisions during Final Review. This stage of consultation is intended to resolve prior discussions and to answer remaining questions.

This letter and enclosures anticipate that you will submit comments, should there be any, no later than **May 22, 2015**. Please submit your comments to ADV-VPCARLSON-SA@ucop.edu. If you have any questions, please contact Janet Lockwood at Janet.Lockwood@ucop.edu or (510) 987-9499.

Sincerely,



Susan Carlson
Vice Provost
Academic Personnel and Programs

Enclosures: March 3, 2015 Letter from Academic Council Chair Mary Gilly
Proposed Revised APM - 210-1-d for Final Review (redline and clean copy)
Proposed Revised APM - 210-1-d for Systemwide Review (redline)

cc: President Napolitano
Provost and Executive Vice President Dorr
Chancellors
Secretary Shaw
Senior Vice President Vacca
Vice President Duckett
Vice Provosts Academic Affairs/Academic Personnel
Chief of Staff Grossman

March 23, 2015

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Academic Personnel Directors
AA/EEO Directors
Executive Director Baxter
Executive Director Fox
Executive Director Tanaka
Deputy General Counsel Woodall
Deputy Compliance Director Lane
Director Chester
Director Henderson
Director Lockwood
Manager Donnelly
Policy Coordinator Trifonov
Human Resources Policy Analyst Bello
Senior Administrative Assistant Rupert
Analyst Jordan



Mary Gilly
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Chair of the Assembly of the Academic Senate
Faculty Representative to the Regents
University of California
1111 Franklin Street, 12th Floor
Oakland, California 94607-5200

March 3, 2015

**SUSAN CARLSON, VICE PROVOST
ACADEMIC PERSONNEL**

Re: Revision to APM 210.1.d

Dear Susan,

The Academic Council has unanimously endorsed the attached revision to APM 210.1.d. We believe the new revision addresses the concerns expressed in the recent systemwide review, clarifies the intent of the language, and meets the faculty's overall goals for the policy. We request a final systemwide review prior to issuance of the language.

I will briefly summarize the recent history of this effort and the process and rationale behind the new revision. In spring 2013, Council provisionally [approved a revision](#) of APM 210.1.d proposed by the University Committee on Academic Personnel (UCAP) and the University Committee on Affirmative Action (UCAAD) that was intended to clarify how academic personnel review committees should assess faculty contributions that promote equal opportunity and diversity. Your office distributed the revision for systemwide Senate review in June 2014, as part of a package of other APM revisions.

The systemwide Senate response to the wording of the revision was mixed. While some thought that the revision successfully eliminated the ambiguities of APM 210.1.d in its current form, others found that it actually increased the ambiguities. In December 2014, I [asked](#) you to maintain the existing language until faculty could agree on improved wording that clarifies the issues raised in the systemwide review. Subsequently, I charged a working group consisting of the chairs of BOARS, UCAAD, UCAP, UCEP, and the UCSD division to discuss improvements to the wording based on the proposed revision and the systemwide responses.

The working group based its efforts on an understanding that systemwide respondents strongly supported the aims of the spring 2013 revision. There was a broad systemwide consensus on two points especially: first, that faculty efforts in promoting equal opportunity and diversity should be evaluated and credited on the same basis as other contributions, but should not be understood as constituting a "fourth leg" of evaluation, along with research and creative activity, teaching, and service; and second, that these contributions should not receive more credit than other contributions simply on the basis of their subject matter.

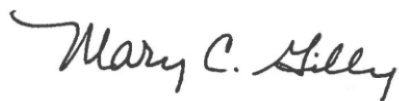
The chief objections were to the third sentence of the revision, which states that contributions to

equal opportunity and diversity “should be given the same weight in the evaluation of the candidate’s qualifications during Academic Personnel actions as any other contributions in these areas.” According to Davis, for example, this sentence “appears to suggest that a fourth category of evaluation is to be initiated,” while the San Diego CAP saw the sentence as implying “that contributions to diversity are in fact necessary to a complete file and hence that a file without them will be assessed as having weaknesses.” Some members of Council seconded these objections.

Keeping in mind that the original intention of APM 210.1.d was to ensure that faculty efforts in promoting equal opportunity and diversity receive their proper credit in the academic review process, the working group focused on emphasizing this key principle of recognition in APM 210.1.d. The group unanimously agreed upon an emendation that takes a somewhat more restrained approach to the current language of APM 210.1.d than the initial revision had. Only the second and the final sentences of the current language are altered in the new emendation. The second sentence now makes clear that contributions to equal opportunity and diversity “should be given due recognition in the academic personnel process, and they should be evaluated and credited in the same way as other faculty achievements.” In the final sentence, the emendation refines a further aim of the revision, which was to stress that the mentoring and advising of students from underrepresented and underserved groups should receive proper credit also. In place of the revision’s misleading formulation that the “mentoring and advising of *diverse* students or faculty members are to be encouraged and given due recognition in the teaching or service categories of the Academic Personnel Process,” the emendation states that the “mentoring and advising of students and faculty members, particularly from underrepresented and underserved populations, should be given due credit in the teaching or service categories of the academic personnel process.”

As you mentioned to Council in January, APM 210.1.d has become a national model for universities seeking to recognize and credit meritorious contributions that work to reconcile inequalities. I am confident that the new revision represents the Senate’s best effort to clarify the intent of the language and strengthen a key principle shared by faculty and administrators – that diversity functions as a vital component in the continued excellence of the University of California and the quality of its faculty.

Sincerely,



Mary Gilly, Chair
Academic Council

Encl.

Cc: Academic Council
Executive Director Baxter
Policy Manager Lockwood
Senate Executive Directors

Academic Council Recommended Emendation to APM 210-1-d

Approved February 25, 2015

210-1 Instructions to Review Committees Which Advise on Actions Concerning Appointees in the Professor and Corresponding Series

...

d. Criteria for Appointment, Promotion, and Appraisal

...

The University of California is committed to excellence and equity in every facet of its mission. Contributions in all areas of faculty achievement that promote equal opportunity and diversity should be given due recognition in the academic personnel process, and they should be evaluated and credited in the same way as other faculty achievements. ~~Teaching, research, professional and public service contributions that promote diversity and equal opportunity are to be encouraged and given recognition in the evaluation of the candidate's qualifications.~~ These contributions to diversity and equal opportunity can take a variety of forms, including efforts to advance equitable access to education, public service that addresses the needs of California's diverse population, or research in a scholar's area of expertise that highlights inequalities. Mentoring and advising of students and ~~or~~ ~~new~~ faculty members, particularly from underrepresented and underserved populations, should be given due credit ~~are to be encouraged and given recognition in the teaching or service categories of the academic personnel process~~ academic personnel actions.

...

210-1 **Instructions to Review Committees Which Advise on Actions Concerning
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210-1 **Instructions to Review Committees Which Advise on Actions Concerning
Appointees in the Professor and Corresponding Series**

.....

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.....

The University of California is committed to excellence and equity in every facet of its mission. ~~Teaching, research, professional and public service~~ Contributions in all areas of faculty achievement that promote ~~diversity and~~ equal opportunity ~~and diversity are to be encouraged and should be~~ given due recognition in the ~~academic personnel process, evaluation of the~~ candidate's qualifications and they should be evaluated and credited in the same way as other faculty achievements. These contributions to diversity and equal opportunity can take a variety of forms including efforts to advance equitable access to education, public service that addresses the needs of California's diverse population, or research in a scholar's area of expertise that highlights inequalities. Mentoring and advising of students ~~and/or new~~ faculty members, particularly from underrepresented and underserved populations ~~are to be encouraged and should be~~ given due credit recognition in the teaching or service categories of the academic personnel process actions.

.....

**VERSION CIRCULATED FOR SYSTEMWIDE REVIEW
MAY – DECEMBER 2014
PROVIDED AS BACKGROUND ONLY**

APPOINTMENT AND PROMOTION
Review and Appraisal Committees

APM - 210
DRAFT

210-1 **Instructions to Review Committees Which Advise on Actions Concerning
Appointees in the Professor and Corresponding Series**

.....

d. **Criteria for Appointment, Promotion, and Appraisal**

.....

The University of California is committed to excellence and equity in every facet of its mission. Contributions in teaching, research and other creative work, professional activity, and University and public service contributions that promote equal opportunity and diversity ~~and equal opportunity~~ are to be encouraged. ~~and given recognition in the evaluation of the candidate's qualifications. They should be given the same weight in the evaluation of the candidate's qualifications during Academic Personnel actions as any other contributions in these areas.~~ These contributions to diversity and equal opportunity can take a variety of forms including efforts to advance research, teaching, equitable access to education, and public service that addresses the needs of California's diverse population, ~~or research in a scholar's area of expertise that highlights inequalities.~~ Mentoring and advising of diverse students or ~~new~~ faculty members are to be encouraged and given due recognition in the teaching or service categories of the Academic Personnel actions process.

**VERSION CIRCULATED FOR SYSTEMWIDE REVIEW
MAY – DECEMBER 2014
PROVIDED AS BACKGROUND ONLY**

APPOINTMENT AND PROMOTION
Review and Appraisal Committees

APM - 210
DRAFT

The criteria set forth below are intended to serve as guides for minimum standards in judging the candidate, not to set boundaries to exclude other elements of performance that may be considered.

.....



Academic Senate Faculty Research Grants Call For Proposals

Deadline For Submission: April 15, 2015

PURPOSE

Faculty research grants are designed to support the research activities of UC Merced faculty and provide seed funds to assist in the development of extramural proposals to support research at UC Merced.

ELIGIBILITY CRITERIA

1. Each full-time member of the UC Merced Division of the Academic Senate, including emeritus members, is eligible to submit one grant proposal in response to this call.
2. Each faculty member may request up to \$5000 in research funding. Funds may be requested for most research costs, with some exceptions. (See Allowable and Unallowable Expenses, below.)
3. Faculty members may collaborate to submit a joint proposal, in which case the collaborators may not also submit individual proposals. Each faculty member may participate in only one proposal. Joint proposals may request funding up to an amount which is a multiple of \$5000, with the multiple being the number of collaborators contributing to the proposal. Regardless of the number of participating faculty, awards may not exceed \$20000, however.
4. Faculty on sabbatical leave or leave of absence (in residence or elsewhere) may apply for research funds. Grants will not be awarded, however, without assurance that the awardee will return to UC Merced after the absence.
5. Undergraduate students, graduate students, and postdoctoral researchers are not eligible to submit proposals, but faculty members may request funds to support student research activities under the supervision of the faculty member, provided that such activities are integral to a program of research being pursued by the

faculty member. Funds may not be applied to the support of postdoctoral researchers or of other research staff, however.

6. Non-tenured faculty members without extramural support are particularly encouraged to apply.

PROPOSAL CONTENT AND FORMAT

Each proposal must include all of the following:

1. **Completed Application Form:** The application form requests some basic information about the proposal and its author(s), including: a proposal title, the name(s) of the participating faculty member(s), academic title(s), school affiliation(s), graduate group affiliation(s), electronic mail address(es), the identification of one school (SNS, SOE, or SSHA) to act as the proposal's originating school, and the award date(s) of the most recently received Academic Senate research grant(s) for each faculty participant.
2. **Proposal Abstract:** The abstract must not exceed 350 words.
3. **Description of Proposed Research:** This section should explain the research to be conducted with the requested funds, providing adequate background information and context to allow for a clear understanding of the proposal by an academic but non-expert reader. This description should be as specific and detailed as possible, given space limitations and the need to remain accessible to non-experts. This section should explain the potential impact that funding will have on the research program(s) of the proposing faculty member(s), as well as how this funding could assist in the development of research group(s) and faculty career trajectories. All requests for equipment, or other forms of infrastructure, must include an equipment management plan in this section. *The contents of this section may not exceed 3 single-spaced pages, with margins no smaller than 1 inch and fonts no smaller than 11 point.*
4. **Reference List:** This section should provide a bibliography of work referenced elsewhere in the proposal document. *This section may not exceed 1 single-spaced page, with margins no smaller than 1 inch and fonts no smaller than 11 point.*
5. **Budget:** How provided funds are to be used should be presented in a tabular format, listing the amount required for each line item.
6. **Budget Justification:** Each line item in the budget should be explained and justified, particularly with regard to constraints on allowable expenses (see below).
7. **Extramural Funding:** This section must list all pending and awarded extramural grants and contracts received by the proposing faculty member(s) for at least the last five years. For each award, the project title, funding amount, start date, and duration should be specified.

8. **Internal Funding:** This section must list all pending and awarded funds received by the proposing faculty member(s) from UC Merced sources, including Academic Senate funding programs, covering at least the last five years. For each award, the project title, funding amount, start date, and duration should be specified. For each award granted by an Academic Senate program, a single-paragraph report on the results of the award should be included.
9. **Alternative Funding:** A brief justification of the proposed request for funding when alternative sources of extramural funding for the budgeted items are currently available to the proposing faculty member(s) should be provided in this section. If no such alternative sources of extramural funding are available, that fact should be clearly stated and justified. *This section may not exceed 1 single-spaced page, with margins no smaller than 1 inch and fonts no smaller than 11 point.*
10. **Seed Funding:** If the requested funds will support the preparation of one or more proposals for extramural funding, details concerning the extramural funding programs to which such proposals are to be submitted should be provided in this section. If recent attempts to secure extramural funding for the proposed budget items have been made, details concerning those submissions should be itemized, with a special emphasis on any feedback received as a result of those attempts. If the requested funds are not to be used as seed funding to assist in the preparation of extramural funding proposals, then that fact should be clearly stated. If extramural funds have not and will not be pursued for the proposed work due to the lack of an appropriate existing extramural funding program, this section should provide evidence that no such programs exist, describing efforts that have been made to identify possible funding sources.
11. **Human Subjects Approval:** If the proposal involves research on human subjects, information concerning institutional ethical review and approval of the proposed work should be presented in this section.
12. **Animal Subjects Approval:** If the proposal involves research on non-human animals, information concerning institutional ethical review and approval of the proposed work should be presented in this section.
13. **Curriculum Vitae:** This section must contain a CV for each faculty member participating in the proposal.

These sections should be assembled into a single document file in Adobe's *Portable Document Format* (PDF). While sections should appear in the order shown above, each section does *not* need to begin on a fresh page, but each section must be clearly labeled. The proposal file should have a name that begins with "COR_2015", followed by the last names of all participating faculty, separated by underscore characters. For example, a proposal submitted by faculty members Smith and Jones should be named "COR_2015_Smith_Jones.pdf".

ALLOWABLE EXPENSES

Categories of allowable expenses include the following:

- **Research Assistance:** Proposals requesting support for assistants must include a statement of each assistant's exact duties, budgeted hours of labor, and rate of pay. For graduate student support, the student to be supported must be identified. This information is to be included in the Budget Justification section of the proposal document.
- **Supplies and Equipment:** Awarded funds may be used to purchase research equipment and supplies. The purchase of such items is subject to the policies outlined in *UC Business and Finance Bulletin BUS 29*. Equipment purchased with awarded funds will be the property of the University of California. Books, reports, journals, video or audio recordings, and similar research materials may be purchased with awarded funds, but these should be itemized and their purchase justified in the Budget Justification section of the proposal. Similarly, budget line items for computer equipment or computer software are allowed, but they should be explicitly justified as essential for the research activities proposed, providing capabilities not present in the computer equipment currently available to the proposing faculty member(s). Miscellaneous supply and service costs (e.g., telephone, fax, copying, postage) must be justified as essential for the proposed work.
- **Recharge Fees:** Awarded funds may be applied to recharge fees associated with the use of core research facilities or other shared or institutional research resources. The Budget Justification section should explain how each requested recharge payment is required by the proposed work.
- **Travel for Research Purposes:** Expenses incurred for investigative travel and field work may be allowed if such travel is important for the proposed research. For example, such travel may be necessary to collect data or to inspect materials that cannot be procured by other means. Travel expenses for both the participating faculty member(s) and supervised graduate students may be budgeted. The Budget Justification section should explain the need for the proposed travel, and the Budget should break down such expenses into standard travel categories (e.g., flight costs, ground travel costs, housing costs, food costs, etc.).
- **Dissemination of Research Findings:** Expenses incurred for travel to academic conferences or other meetings to present research results arising from the proposed work are allowed. Travel expenses for both the participating faculty member(s) and supervised graduate students may be budgeted. The Budget Justification section should specify and describe intended forums for presenting research findings, and the Budget should break down such expenses into standard travel categories (e.g., flight costs, ground travel costs, housing costs, food costs, etc.). Research findings may also be disseminated through publication, and reasonable required publication fees may also be included in the Budget section.

Other kinds of expenses may be considered, but they will require special justification in the proposal document.

UNALLOWABLE EXPENSES

Categories of expenses that are *not* allowed to be covered by awarded funds include:

- **Research Assistance:** Awarded funds may *not* be used for faculty salary support, salary support for postdoctoral fellows, or salary support for other research staff. These funds may *not* be used to support curricular, administrative, or teaching aids.
- **Supplies and Equipment:** In general, awarded funds may *not* be used to purchase equipment that serves routine productivity purposes (e.g., printers, scanners, mobile telephones, mobile telephone service, calculators). Similarly excluded are standard office and computer supplies (e.g., paper, pens, pencils, flash drives), office furniture, and costs associated with the maintenance, operation, or repair of standard office equipment. Individual subscriptions to periodicals and professional society dues are also considered inappropriate budget items.
- **Travel:** If a participating faculty member will be on sabbatical leave or a leave of absence during the period of an award, then, except under special circumstances, awarded funds may *not* be used for travel between the Merced campus and the locale of leave. Also, subsistence during the period of leave is not fundable.

HUMAN AND ANIMAL SUBJECTS

- **Human Subjects:** Proposed research involving the use of human subjects must be approved by the Institutional Review Board before funds will be allocated. A copy of the approval or protocol number and applicable dates must be provided prior to the awarding of funds.
- **Animal Subjects:** Proposed research involving the use of non-human animals must be approved by the Institutional Animal Care and Use Committee. A copy of the approval or protocol number and applicable dates must be provided prior to the awarding of funds.

USE OF FUNDS

- **Budget Adaptation Post-Award:** Each line item in the proposal Budget must be justified in terms of the specific research activities being proposed. Expenditures of awarded funds are expected to generally conform to budgeted allocations by category and purpose. Faculty who receive awards must request approval from the Committee on Research (COR) prior to any change in the use for which funds were allocated. Reasonable requests within the scope of the proposed research activities will typically be granted.

- **Award Period:** Grants awarded by this program have a period of a single year. All award monies must be spent before June 1, 2016. Funds will not be provided for expenses incurred prior to the date upon which a grant is awarded. Faculty awardees are responsible for the administration of their grants, including the covering of overdrafts. Faculty awardees are expected to promptly return any funds that will not be spent before their grants expire. Any unexpended funds remaining on the grant expiration date will automatically revert to the Provost/Executive Vice Chancellor for redistribution.
- **Equipment:** Any equipment purchased with awarded funds will be the property of the University of California, and possession is retained by the University of California beyond the completion of the period of the grant.
- **Compliance:** All expenditures are subject to applicable University of California regulations.

EVALUATION PROCESS

Proposals that are incomplete or do not meet minimum conformance standards with regard to the requirements outlined in this document will not undergo further review.

Complete and properly formatted proposals will be evaluated based on their fit to the goals of this funding program, as well as the quality of the proposed research and the case made by the proposal. In order to provide quality assessments informed by relevant expertise, proposals will undergo an initial evaluation managed by the Executive Committee of the school (SNS, SOE, SSHA) specified by the authors as the originating school for the proposal. The originating school is specified on the application form, and at least one author of the proposal must have an appointment in the selected originating school. The Executive Committee of each school will be asked to leverage the expertise of their faculty in order to identify and rank the highest quality proposals, selecting the top proposals whose aggregated budgets do not exceed \$82000. *(Please note that this is the first year in which this program has involved a school-level competition and ranking of proposals.)* These ranked, high quality, proposals selected by the schools will then be examined by the members of the Committee on Research (COR) of the Academic Senate and assessed for fit to the goals of this funding program, based on the following criteria:

1. *Evidence of funding need:* Proposals that demonstrate a lack of alternative available extramural funds for the proposed research activities will be preferred over those for which other extramural funds appear to be available. Current funding should be reported with a statement of why this is not appropriate or sufficient to support the proposed project.
2. *Targeted extramural funding programs and efforts to secure extramural funding:* Proposals that request seed funds to support the preparation of one or more extramural applications should explicitly specify the targeted extramural sources. In addition, proposals showing past efforts to secure extramural funding that have resulted in positive feedback or review without a positive funding decision will be ranked highly. In such cases, applicants should include reviewer comments or

communications indicating the assessed strengths of the proposed research and the reasons for a lack of funding at this time. Proposals that make a convincing case that no appropriate extramural funding programs exist will be ranked highly, along with those for which previous extramural proposals have received positive feedback.

3. *Juniority*: All other factors being equal, junior tenure track faculty will be preferred over more senior tenure track faculty, and tenure track faculty will be preferred over other members of the Academic Senate. For proposals involving multiple faculty members, the rank of the most junior participant will be used to assess the joint proposal.
4. *Time since the receipt of a research award from the Academic Senate*: In general, proposals from faculty members who have not recently received support through this program (or its predecessor) will be preferred over those from faculty who have recently received such support.

Based on these criteria, as well as the quality rankings provided by the originating schools, the members of COR will deliberate and make final funding decisions. Given currently available financial resources, it is anticipated that approximately half of the proposals recommended by the schools will be funded. In general, COR will rank the recommended proposals, and funds will be allocated to these proposals in the order in which they have been ranked, until available funds are exhausted. In some situations, however, COR may, based on a majority vote, reduce the size of some awards below requested amounts so as to increase the number of awards granted. Also, in an effort to produce an award portfolio that reflects the range of research being conducted at UC Merced, COR reserves the right to adjust rankings, using an approach that is regularly employed by federal funding agencies.

The award recommendations produced by COR will be communicated to the Academic Senate Divisional Council, and they will be provided to the Vice Chancellor for Research and Economic Development, as well as to the Provost/Executive Vice Chancellor, to guide the administration in the delivery of award funds. Once an award is made, funds will become immediately available to the participating faculty member(s).

APPLICATION PROCESS

Each proposal must consist of a single PDF file, formatted and named according to the instructions provided above. Completed proposal documents should be delivered to the Academic Senate Office c/o Simrin Takhar: stakhar@ucmerced.edu. Proposals must be received by the end of the day (i.e., before midnight) on April 15, 2015.

If an award is made, funds will become available immediately. All award monies must be spent before June 1, 2016.

Academic Senate Faculty Research Grants Application Form

Proposal Title: _____

Originating School: _____

Participating Faculty 1:

Name: _____

Academic Title: _____ Email Address: _____

School and Graduate Group Affiliation(s): _____

Award Date of Most Recent Academic Senate Funding: _____

Participating Faculty 2:

Name: _____

Academic Title: _____ Email Address: _____

School and Graduate Group Affiliation(s): _____

Award Date of Most Recent Academic Senate Funding: _____

Participating Faculty 3:

Name: _____

Academic Title: _____ Email Address: _____

School and Graduate Group Affiliation(s): _____

Award Date of Most Recent Academic Senate Funding: _____

Participating Faculty 4:

Name: _____

Academic Title: _____ Email Address: _____

School and Graduate Group Affiliation(s): _____

Award Date of Most Recent Academic Senate Funding: _____