

**Graduate Council**  
**Wednesday, April 15, 2015**  
**9:00 – 10:30 am**  
**KL 362**

 [GC 2014-2015 Resources / Agendas and Meeting Packets/April 15, 2015](#)

AGENDA	Pg.	Time
<p><b>I. Chair’s Report - Professor Kathleen Hull</b></p> <ul style="list-style-type: none"> <li>- CCGA Meeting April 8</li> <li>- April 23 Meeting of the Division – Save the Date</li> </ul>		<b>5 min.</b>
<p><b>II. Vice Chair’s Report - Professor Michael Dawson</b></p> <ul style="list-style-type: none"> <li>- PROC Meeting April 14</li> </ul>		<b>5 min.</b>
<p><b>III. Consent Calendar</b></p> <ul style="list-style-type: none"> <li>- Approval of the Agenda</li> <li>- Approval of the GC Meeting Minutes: <ul style="list-style-type: none"> <li>o Draft February 25, 2015 <span style="float: right;">Pg. 4-6</span></li> <li>o Draft March 11, 2015 <span style="float: right;">Pg. 7-9</span></li> </ul> </li> <li>- Approval of the Graduate Group Bylaws: <ul style="list-style-type: none"> <li>o Psychological Sciences <span style="float: right;">Pg. 10-21</span></li> <li>o Revised Applied Mathematics <span style="float: right;">Pg. 22-28</span></li> </ul> </li> </ul>		
<p><b>IV. Campus Review Item</b></p> <ul style="list-style-type: none"> <li>- Proposed Revisions to the MAPP <span style="float: right;">Pg. 29-34</span></li> </ul> <p>The Vice Provost for Faculty has submitted for campus wide review a draft chapter of the MAPP pertaining to the LPSOE and LSOE titles.</p> <p><b>Action:</b> Review and provide comments to the Academic Personnel office by April 30.</p>		<b>10 min.</b>
<p><b>V. Systemwide Review Items</b></p> <ul style="list-style-type: none"> <li>- Final Review of Copyright and Fair Use Policy <span style="float: right;">Pg. 35-58</span></li> </ul> <p>This is the final review of proposed revisions to the UC Policy on Copyright and Fair Use. Final review is intended to advise the results of the systemwide review and how language has been refined. This stage of consultation is intended to resolve prior discussions and to answer remaining questions.</p> <p><b>Action:</b> Review and provide comments to the Senate chair by April 20.</p> <ul style="list-style-type: none"> <li>- Guidelines on Accepting and Managing Equity in Return for Access to University</li> </ul>		<b>15 min.</b>

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:** Review and send any comments to the Senate chair by May 1.

- APM 210-d Final Review

Pg. 95-104

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:** Review and send any comments to the Senate Chair by May 13.

**VI. Consultation with VPDGE Marjorie Zatz** **10 min.**

- Update on GradSLAM
- Update on Admissions and Recruitment Fellowships
- Reminder of reception for graduating masters and doctoral students
- Dissertation Bootcamp

**VII. Executive Session - GC Members Only** **45 min.**

**GRADUATE COUNCIL 2014-2015 ATTENDANCE RECORD**

<b>Members</b>	9/9	9/23	10/7	10/21	11/4	11/18	12/2	12/16	1/28	2/11	2/25	3/11	4/1	4/15	4/29	5/13	5/27
Kathleen Hull, Chair	X	X	X	X	X	X	X	X	X	X	X	X					
Michael Dawson, Vice Chair	X	X	X	X	***	X	X	X	X	X	X	X					
Sayantani Ghosh	X	X	X	X	X	X	X	X	X	X	X	X					
Sachin Goyal	X	***	***	X	X	X	X	X	X	X	X	X					
Ramesh Balasubramaniam	X	X	X	X	X	X	X	X	X	X	X	X					
Changqing Li	X	X	X	X	X	X	***	X	X	***	X	***					
Victor Munoz			X	X	***	X	X	X	X	***	X	X					
Kurt Schnier			X	X	X	X	X	X	X	X	X	X					
Miriam Barlow, spring only									***	***	X	X					
<b>Ex-Officio</b>																	
Marjorie Zatz, Grad Dean*	X	X	***	X	X	X	***	X	X	***	X	X					
Brandon Stark, Grad Student Rep.*	X	X	X	X	***	X	X	X	X	X	X	X					
Jian-Qiao Sun, Senate Chair*	***	***	***	***	***	***	***	***	***	***	***	***					
Cristián Ricci, Senate Vice-Chair*	***	***	***	***	***	***	***	***	***	***	***	***					
<b>Consultants</b>																	
Tsu Ya, GC Consultant	X	***	X	X	***	X	***	***	***	***	***	X					
Laura Martin, GC Consultant	X	X	X	***	X	X	X	X	X	X	X	X					
<b>Guests</b>																	
Provost/EVC Peterson (invited 5/13)						X											
Eric Cannon (12/2)							X										
Becky Gubser (invited 2/25)											X						
VPF Gregg Camfield (invited 2/25)											X						
<b>Staff</b>																	
Mayra Chavez	X	X	X	X	X	X	X	X	X	X	X	X					
Simrin Takhar	***	***	***	***	***	***	***	***	***	***	***	***					
Fatima Paul	***	***	***	***	***	***	***	***	***	***	***	***					
Dejeuné Shelton	***	***	***	X	***	X	***	***	***	***	***	***					

X = Present                      T= Phone                      \*\*\* = Not in Attendance

**Graduate Council (GC)**  
**Meeting Minutes**  
**Wednesday, February 25, 2015**  
**1:00-2:30PM**

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**I. Chair's Report – Professor Kathleen Hull**

- DivCo/CAPRA Meeting with VCPB Feitelberg (2/12)

Chair Hull reported that the main item of discussion was the Academic Senate's participation in the Project 2020 Request for Proposals (RFP) team meetings. The first RFP team meeting took place on February 19 and the next RFP team meetings are scheduled for March 10 and March 12.

- Chair Hull reiterated the need to keep Graduate Council business confidential to avoid misinformation and prevent discussions being released out of context.

**II. Vice Chair's Report - Professor Michael Dawson**

- PROC (2/17)

Vice Chair Dawson reported of the following relevant items discussed at the Periodic Review Oversight Committee:

- PROC is continuing the review of draft principles for periodic review. The principles will be undergoing review by the administrative units in the near future.
- The proposed review policy for ORUs was also discussed and the Graduate Council's comments were reiterated during the meeting.
- PROC will also begin the review of the administrative periodic review policy in order to make sure that administrative reviews are working well and satisfying the mission of the campus.

**III. Consent Calendar**

- The agenda was unanimously approved as presented.
- The GC November 18, December 16, January 28, and February 11 Meeting Minutes were unanimously approved.

**IV. Campus Review Item: Draft Grade Appeals Policy**

The Undergraduate Council's grade appeal policy subcommittee drafted a policy that outlines the procedures for initiating a grade appeal by undergraduate students. In general, members were supportive of the proposed policy that clearly defines the criteria for grade changes and formalizes the steps to appeal a grade. During the Council's discussion the following comments and questions were raised:

- Appeal Petition: The policy notes that an appeal petition includes a written summary that is filed with the program's Dean; by "written" does UGC also include email? Clarification on this point would be helpful so students know if electronic or hard copies will be required. In addition, members believe that an electronic form would be helpful for undergraduate students to use for this purpose.
- Appeal Process: As written, the policy indicates that if the program's Dean has a conflict of interest a Dean designate will review the case. Members expressed concern that the conflict of interest may be compounded if the Dean designates the designee. GC suggests

that UGC identify the designee to avoid the perception of conflict of interest in such cases; for example, the designee be the program’s School Executive Committee Chair.

- **Timeline:** Members appreciate the timeline included in the draft policy, but recommend adding “no later than” language to help students understand the time limitation and when exactly the process for an appeal should begin. It would seem especially critical to set a “no later than” date for initiating the process, since the rules stipulate the process must be complete within one semester. Likewise, given that the policy indicates that the timeframe begins in the semester following that in which the grade in question was filed, what are the timeline implications for a grade appeal for a spring semester course? Would this mean a timeline for an appeal would begin in the summer? Given such possible confusion, Graduate Council recommends explicitly stating how the summer would be incorporated (or not) in the timeline for potential stages of the appeal processes.

**Action:** GC will provide comments to UGC and the Senate Chair by February 27.

#### V. **Guests: Gregg Camfield, Interim Vice Provost for Faculty and Becky Gubser, Associate Director of Academic Personnel**

- GC discussed the following items with VPF Camfield and Associate Director Gubser:

- **Possibility of adding a new MAPP section**

VPF Camfield and Associate Director Gubser agreed it would be appropriate to begin drafting the MAPP section for appointment and review of graduate group chairs similar to the UC Davis APM. This proposed section would formalize the current process for appointment of graduate group chairs and ensure review guidelines are codified for the campus. VPF Camfield and Associate Director Gubser indicated that the Office of Academic Personnel would draft the proposed section in consultation with GC and VPDGE Zatz.

**Action:** GC will send a memo to VPF Camfield and Associate Director Gubser to request the development of a new MAPP section for appointment and review of graduate group chairs similar to the UC Davis APM Section 245.

- **Update: MAPP Section- Graduate Student Employment Titles**

VPF Camfield and Associate Director Gubser reported that the MAPP review cycle has shifted. The Academic Personnel Office will draft the MAPP sections in the Spring and will disseminate for broad campus review in the Fall. The MAPP section governing the appointment of graduate student employment titles is being redrafted due to the extensive comments received last year.

**Action:** GC will leave an open invitation to the Academic Personnel staff to attend Graduate Council in order to provide initial comments and advice for developing this section of the MAPP.

#### VI. **Consultation with VPDGE Marjorie Zatz**

- Discussion Items:

- **New Fellowship Announcement**

VPDGE Zatz conveyed that the Graduate Division has received funding for a new fellowship. The potential name for this new award is the Cognitive Development Learning Fellowship and the amount is expected to be \$1000 a year to fund research expenses.

- Admissions and Visitation Weekend
  - A total of 586 students have submitted a graduate admissions application and 202 have been admitted (23% above the number of applications received last year and 30% above for domestic applicants).
  - Visitation weekend is next week and a total of 77 students will be visiting the campus.
- Professional Development Activities
  - The Grad Slam qualifying round is scheduled on March 3 and in April the final round will take place. A total of 50 applications have been received.
  - The Graduate Student Orientation will be one day longer this year as a full day will be dedicated for international students.

**VII. Executive Session- GC Members Only**

No minutes were recorded for this portion of the meeting.

There being no further business, the meeting adjourned.

Attest:

Kathleen Hull, Chair

Minutes Prepared by:

Mayra Chavez-Franco, Senate Analyst

**Graduate Council (GC)**  
**Meeting Minutes**  
**Wednesday, March 11, 2015**  
**1:00-2:30PM**

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**I. Chair's Report – Professor Kathleen Hull**

- CCGA (3/4)

Chair Hull reported that CCGA discussed the Enrollment and Transfer Pathways, continued the discussion of compellingness, and discussed the Governor Brown's Finance Team campus visitations.

**II. Vice Chair's Report - Professor Michael Dawson**

- PROC (3/5)

Vice Chair Dawson informed members that the following items were discussed at the March 5 meeting:

- Assessment Management Systems Inventive will be providing a campus demonstration on March 13 and faculty have been invited to participate.
- The draft Program Review Principles will be discussed at the next PROC meeting.
- PROC will be review reports from non-academic departments to determine what recommendations would have been considered if faculty input would have been obtained.

- Discussion Item: Campus Visit of WSCUC Staff Liaison to UC Merced (3/12)

Barbara Gross Davis, WSCUC staff liaison to UC Merced, will be visiting the campus on March 12<sup>th</sup>. The visit will allow the campus to learn more about accreditation and re-affirmation process. Vice Chair Dawson and Professor Goyal will be attending as GC representatives and members were asked to send their comments and/or questions by the end of the day.

**III. Consent Calendar**

- The agenda was unanimously approved as presented.

- The graduate course requests listed below were removed from the consent calendar as additional information and/or revisions were requested.

- QSB 251- Advanced Molecular Immunology
- EECS 245- Parallel Computing
- CHEM 260/CHEM 160- Introduction to Scientific Computing

**IV. GC Reviewer Assignments**

- **UCM Catalog- Graduate Studies Section**

Members reviewed and had no objections to the proposed team assignments.

**Action:** GC Analyst will post the approved team assignments to crops and distribute the appropriate catalog copies in MS Word format.

- **Graduate Group Policies and Procedures**

On October 28, GC sent out a call for updated graduate group policies and procedures in order to ensure compliance with this new [Policies & Procedures Policy and Template](#). The deadline for submission is March 20, 2015. Members reviewed and had no objections to the proposed reviewer assignments.

**Action:** GC Analyst will post the approved reviewer assignments to crops.

**- Senate Awards AY 2014-2015**

The annual call for senate award nominations was sent on March 4 and nominations are due on April 8. GC is responsible for reviewing nominations for [Senate Distinguished Graduate Teaching/Mentorship Award](#). Per the guidelines, GC needs to form an ad hoc committee from its membership to serve as the GC Senate Awards Committee with a minimum of three faculty with “balanced representation from different academic areas”. The announcement of the recipient will be made at the spring Meeting of the Division scheduled on April 23, 2015.

The following members volunteered to serve:

- Professor Miriam Barlow, SNS
- Professor Victor Munoz, SOE
- Professor Ramesh Balasubramaniam, SSHA

A motion was made, seconded, and carried to approve the ad hoc awards committee membership.

**Action:** GC Analyst will notify the Senate Office of the GC senate awards committee membership.

**V. GC Policy Subcommittee Review Items**

**- Review of the UCM Graduate Council Bylaws**

DivCo has asked standing committees to review their relevant sections of the Division Bylaws and submit any revisions to CRE. Members reviewed and no objections to the proposed amendments to the UC Merced Division Bylaw Part II. Title IV.3.

**Action:** GC will send recommend amendments to the Senate Chair by March 18.

**- Policy for Non-ladder Faculty Eligibility to Teach Graduate Courses**

On February 11, GC had a preliminary discussion on the proposed revisions to the policy that included explicitly stating that the policy encompasses post-doctoral scholars and that the justification memo provided by graduate group must address staffing needs for the program.

Members reviewed the latest version of policy and recommended further revisions that would be approved via email.

**Action:** GC Analyst will revise the policy and distribute as an email consent item.

**- Draft Policy for Establishment of Graduate Group Concentrations and Designated Emphasis**

Members reviewed the initial draft policy and corresponding forms developed by the Policy Subcommittee. Several clarification questions were raised and revisions were requested.

**Action:** GC Analyst will send the draft policy for an additional round of review to the Policy Subcommittee before consultation with Graduate Division, Office of Institutional Assessment, and the Office of the Registrar.

**VI. Discussion Item: Course Request Form**



Graduate Groups have asked for greater clarity between WASC and GC course requirements in the CRF approval policy, particularly in regards to course schedule. In the past, GC has interpreted a course schedule to be a list or table indicating assignments and key topics articulated by date. This course schedule format would allow the GC CRF subcommittee to adequately assess the student workload (i.e. if the instructional format is justified) and if the course subject matter would substantially overlap with that of another course.

Members were asked to consider the merits of incorporating the CRF Review Worksheet, used by CRF subcommittee when reviewing graduate course requests, as an appendix to the current policy. In addition, the Office of the Registrar drafted a Course Request Form Style Guide document that might be helpful to incorporate to the current policy.

GC reviewed and conducted a preliminary discussion on the following documents:

- GC CRF Policy
- GC CRF Form
- GC CRF Subcommittee- CRF Review Worksheet
- Draft Course Request Form Style Guide

**Action:** The GC Policy Subcommittee will be asked to review the policy and determine possible revisions for discussion at the April 1 meeting.

**VII. Consultation with VPDGE Marjorie Zatz**

- VPDGE Zatz discussed the following items:

- Update on GradSLAM! and Graduate Visitation Weekend
- Plans for a commencement reception for graduating masters and doctoral students on Friday, May 15, 2015 from 4:00-6:00 pm.
- Graduate Division Interdisciplinary Small Grants Program

**Action:** GC will discuss via email to what extent Graduate Council would like to be involved.

**VIII. Executive Session- GC Members Only**

No minutes were recorded for this portion of the meeting.

There being no further business, the meeting adjourned.

Attest:

Kathleen Hull, Chair

Minutes Prepared by:

Mayra Chavez-Franco, Senate Analyst



**February 4, 2015**

**To: Kathleen Hull, Chair, Graduate Council (GC)**

**From: Linda Cameron, Graduate Group Chair, Psychological Sciences (PSY)**

**Re: Revision of the Psychological Sciences Graduate Group Bylaws**

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We have made the following changes in response to the requested revisions:

- Article III. Administration: We have removed the information included regarding the Lead Dean and added a brief statement on the administrative structure of the graduate program.
- Article VI. Student Representatives: We have supplemented this section to include a description of the formalized process by which the student representative is appointed and the committees on which the student representative serves. We have retained from our previous version the information regarding the voting rights and the following clause: "The Chair of any committee with student members must excuse the student representatives from meetings during discussion about other students, applicants, personnel actions or disciplinary issues relating to faculty, during rankings of existing students for funding, for disciplinary issues related to students, and other executive session discussions at the discretion of a committee Chair."
- Article IX. Quorum: We have revised this section to include details on the balloting process and, when an email vote is held, the minimum number of days that must be provided before the "ballot closes". We also removed the last sentence included in the article in the previous version.
- Article X. Amendments: We have removed the second to the last sentence included in this article in the previous version.
- Graduate Council Name- We have removed any reference to the Graduate and Research Council and replaced it with the correct name, Graduate Council.

These revisions are indicated via track changes in the revised version of the bylaws.

Graduate group faculty discussed these revisions at a meeting on January 21, 2015. The Graduate Group Chair incorporated the revisions and submitted the revised bylaws by email to graduate group faculty on February 1, 2015. The faculty met on February 4, 2015 to vote on the approval of the revised bylaws. All 15 faculty members were present. The final vote was 15 in favor, 0 opposed, and 0 no response.

## **Ph.D. in Psychological Sciences Bylaws**

*Administrative Home:* Psychological Sciences

*Revision date(s):* ~~February~~~~December 41,~~ 2015~~4~~

*Graduate Council Approved:* pending

### **Article I. Objective**

- A. Degree(s) offered by the program: Ph.D. in Psychological Sciences
- B. Discipline: The principal areas of the Program are Developmental Psychology, Health Psychology, and Quantitative Psychology. Other areas may be added by vote of the Graduate Group Faculty, in which case Article I should be amended accordingly.
- C. Mission of the Programs: The Graduate Group in Psychological Sciences (hereafter referred to as the Graduate Group) is organized primarily to establish and administer graduate teaching and research leading to the Ph.D. in Psychological Sciences in conformity with the policies and procedures of the Graduate ~~and Research~~ Council and the Graduate Division of the Merced campus of the University of California.

### **Article II. Membership**

- A. Criteria  
Membership is independent and separate from academic program appointments. Members must be Academic Senate Faculty or hold an appropriate academic title (including affiliated members from other UC campuses and adjunct faculty from other institutions). The Graduate Group Faculty shall consist of the ladder faculty of the Psychological Sciences Bylaw 55 unit of the School of Social Sciences, Humanities and Arts (hereafter referred to as the Psychological Sciences Faculty). Membership of Psychological Sciences Faculty in the Graduate Group is automatic upon appointment to the Psychological Sciences Bylaw 55 Section, but may be removed following the provisions in this Article. Membership in the Graduate Group is not limited to UC Merced ladder faculty and may include faculty members from other universities who meet all of the following criteria: (1) Hold an appropriate University of California academic title as (a) a member of the Academic Senate of the University of California, (b) Adjunct Professor, (c) Professional Research Series, or (d) Cooperative Extension Specialist; or hold an equivalent title outside the University of California system.(2) Have an active program of research or scholarship in Psychological Sciences or a related

area commensurate with the expectations of the University of California.(3) Be approved by a majority vote of the current Graduate Faculty.

B. Types

All members of the Psychological Sciences Graduate Group are Core Members; there are no Affiliate Members. Core Members of the Graduate Group faculty will contribute to the training and mentorship of graduate students in the Graduate Program. They will serve as graduate student advisors and members of Faculty Advisory Committees, participate in the planning and development of graduate courses and other facets of the graduate program, contribute to the assessment of the program's learning outcomes, and attend graduate program meetings. Eligible persons who are not Psychological Sciences Bylaw 55 members and have not been removed from membership in the Graduate Group who wish to be appointed as a Core Graduate Faculty Member in the Program must submit a written request to the Graduate Group Chair indicating their interest in participating. This should be accompanied by a current curriculum vitae. Materials will be evaluated by the Graduate Group Chair for the appropriateness of the appointment to the Graduate Group faculty. At the Graduate Group Chair's discretion, an ad hoc committee may be appointed to solicit input from the Graduate Group and provide a recommendation. Applicants will be admitted to the group if their applications receive a majority vote of the Graduate Group Faculty. Election to the Graduate Group Faculty of anyone who is not a Psychological Sciences Faculty member is for a period of four years or until a person's faculty appointment at UC Merced ends, at which time membership in the Graduate Group will terminate automatically. It may be reinstated for four more years by vote of the Graduate Group Faculty.

C. Voting Rights

All voting privileges pertaining to the Graduate Group are restricted to UC Merced Psychological Sciences Graduate Group members who are ladder faculty assigned to the Psychological Sciences Bylaw 55 unit; except that other Graduate Group faculty have voting privileges as members of graduate student committees such as Faculty Advisory Committees, Candidacy Committees, or Dissertation Committees. Retired (emeritus) faculty members may become members of the Graduate Group Faculty by a majority vote of the current Graduate Group Faculty, but they are not members automatically by virtue of having been members before retirement.

D. Review of Membership

Continued membership in the Graduate Group Faculty will be based on active participation in the program, to be judged based on the following kinds of activities: (1) An active research program indicated by significant publication in the principal peer-reviewed journals of the field during the past three years. (2) A significant contribution to graduate mentorship and training by either advising a student participating in the

faculty member's research program or by formal graduate teaching through research seminars and courses. (3) General contribution to graduate research training through participation in the management of the Graduate Group on one of its standing committees or through service on the Graduate ~~and Research~~ Council or on student committees. Faculty will remain as a member of the Graduate Group as long as he or she has passed his or her most recent regular personnel review process at UC Merced with the outcome being awarded a merit advancement or, in its place, a promotion in the past three years. By vote of the Graduate Group Faculty, a faculty member may be removed from membership in the Graduate Group by virtue of failing to meet the criteria for continued membership in the Graduate Group. Members may also be removed by two-thirds vote of the Graduate Group faculty. A motion for such a removal must be proposed by a Graduate Group faculty member in writing at least two weeks prior to the vote; and the member being proposed for removal must have the opportunity to respond in writing but must do so in the two week time period before that vote.

E. Membership Appeal Process

Anyone who is denied membership, or who is removed from membership, and wishes to appeal the decision may submit an appeal in writing and/or attend a meeting of the Graduate Group Faculty to discuss the decision. If those procedures do not result in a satisfactory outcome, the person may appeal to the Dean of the Graduate Division. Applicants denied membership or renewal of membership may make a final appeal to the Dean of Graduate Division.

**Article III. Administration**

~~The Dean (referred to as Lead Dean) providing oversight and resources for the Psychological Sciences Graduate Group will be elected by a simple majority vote of the Graduate Group members. This appointment must be renewed by vote every five years or less. [By unanimous vote the Dean, School of Social Science, Humanities and Arts was named Psychological Sciences Graduate Group Academic Dean starting July 1, 2009]. The Graduate Group will elect a Graduate Group Chair and a Head for each of the Graduate Group Areas identified in Article I-B. The administration of the Graduate Group and its activities will be vested in the Graduate Group Executive Committee consisting of the Psychological Sciences Sections' Area Heads and the Graduate Group Chair. The Graduate Group Executive Committee may choose to form one or both of the following standing committees: the Graduate Curriculum and Educational Policy Committee and the Admissions/fellowships Committee.~~

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**Article IV. Graduate Group Chair**

#### A. Nomination Process

A member of the Graduate Group will be nominated for Chair by the Graduate Group Faculty and recommended to the Dean of the Graduate Division, who makes the appointment. Normally this position is held by someone other than the Chair of the Psychological Sciences Bylaw 55 Section, although that Chair is not prohibited from also serving as the Graduate Group Chair. Graduate Group Faculty may nominate themselves as Chair or be nominated by other Graduate Group Faculty. Election of Graduate Group Chair-nominee shall be by majority vote. If more than two candidates have been nominated to this position, the two candidates having received the most votes in a preliminary voting round will be voted on in a final round, such that a simple majority determines who will be nominated. That nomination is then forwarded to the Dean of the Graduate Division.

The election of the Graduate Group Chair-nominee is repeated at the start of every academic year, resulting in either a re-nomination of the same faculty member or nomination of a new faculty member for Graduate Group Chair. In practice, the same person is typically re-nominated if he or she has been doing a satisfactory job, because there is a steep learning curve for anyone who is appointed as Graduate Group Chair.

#### B. Duties of the Chair:

- Oversee the progress of graduate students through the program, including satisfaction of degree requirements and advancement to candidacy, in coordination with group advisors, faculty and staff;
- Represent the group faculty in all matters related to the degree program(s) to the lead dean, the graduate dean, Graduate Council, and School Executive Committee(s);
- Determine resource needs and administer program budget, in consultation with group faculty, lead dean, and graduate dean;
- Oversee graduate student recruitment, graduate program website, admissions, and financial aid, in consultation with group faculty, lead dean, and graduate dean;
- Determine graduate course offerings each semester, including curriculum changes, in consultation with group faculty, and school staff and faculty involved in course scheduling and teaching assignments;
- Determine graduate course resource needs for equipment, staff support, and other resources, in consultation with faculty and lead deans;

- Serve as graduate group Faculty Accreditation Organizer by overseeing annual program assessments and periodic program review , to monitor and maintain academic excellence;
- Consult with deans in selecting and reviewing graduate support staff;
- Coordinate participation of the graduate group in School and University program activities, including graduate student fellowship and award programs;
- Develop and maintain a plan for promoting diversity among matriculated graduate students;
- Manage and respond to program feedback and inquiries from faculty, students, staff , and reviewers;
- Approving committees that review a graduate student’s completion of formal requirements, including committees examining a graduate student’s Pre-Candidacy Project, Qualifying Exam, and Dissertation;
- Preparing recommendations for Teaching Assistant employment and class assignments;
- Monitoring that each student in the Graduate Group meets all academic requirements and maintaining records of such for each student. Included in this responsibility is chairing the yearly review of progress for all graduate students at the end of the spring semester. Note that the ongoing advising for and monitoring of a graduate student’s progress is the responsibility of that student’s Faculty Advisor.

C. Vice Chair

The Psychological Sciences Graduate Program does not have a Vice Chair.

**Article V. Committees**

**A. Executive Committee**

~~The administration of the Graduate Group and its activities will be vested in the~~ The Graduate Group Executive Committee (GGEC) shall consist~~ing~~ of the Psychological Sciences Sections’ Area Heads, who are elected to two-year terms by the members of each area and hold voting privileges on the GGEC. The GGEC will be chaired by the Graduate Group Chair, who does not hold regular voting privileges. In cases where there is tie vote among the voting members of the GGEC, the Graduate Group Chair holds the tie breaking vote.

It is the responsibility of the Graduate Group Chair to voice the results of GGEC deliberations to pertinent academic and research administrative units, ~~and~~ the Dean of the Graduate Division, ~~and to the Lead Dean~~. The GGEC may choose to not constitute a particular committee described below as a separate body, in which case the GGEC will



assume the responsibilities of that committee. Committee formation and appointments will be reviewed on an annual basis.

A special duty involving the GGEC will be to hear student grievances. When hearing student grievances the GGEC will add one tenured UC Merced faculty member not associated with the Graduate Group to participate in the process and all votes pertaining to the grievance. This is to enhance the impartiality of a process when grievances are filed about a colleague of members of the GGEC. The Graduate Group Chair will propose five such external candidates and the student filing the grievance may choose to remove up to two candidates from further consideration. A GGEC member who is a member of a committee against which a student is filing a grievance will recuse himself or herself from the review process, but may be interviewed by the remaining committee members as part of the information gathering process.

Students have the right to pursue grievances with the GGEC, which will assemble, review pertinent information, and provide a written summary to the Graduate Group Chair within 30 calendar days of the student grievance. Extensions may be granted in writing by the Graduate Group Chair when warranted by key parties on either side of the grievance (e.g., extended travel obligations, illness). The GGEC will rule on the case. Students have the right to appeal this ruling to the Dean of the Graduate Division within 30 calendar days. The Dean of the Graduate Division may request that the Lead Dean and/or other appropriate parties investigate the student's concerns or grievances and determine appropriate resolutions. Ultimately, the final resolution of all disputes lies with the Dean of the Graduate Division as described in UC Merced's Graduate Advisors Handbook. In the event that the dispute involves the Dean of the Graduate Division in her/his role as a faculty member, then the final resolution of all disputes resides with the Executive Vice Chancellor.

#### **B. Graduate Curriculum and Education Policy Committee**

The Graduate Curriculum and Education Policy Committee shall consist of the Heads of the Areas (as defined in Article I B), and a student representative selected by the Psychological Sciences' graduate student organization. Area Heads may choose to delegate this responsibility to a faculty member in the Area, subject to approval of the GGEC. One of these Committee members is chosen by the members of the Committee to be the Graduate Curriculum Committee Chair for a one year term at a time.

The function of the Graduate Curriculum and Education Policy Committee will be to take whatever action is necessary to act on behalf of the Graduate Group during the year to define and implement the program leading to the Ph.D. degree. The Committee is charged with establishing and maintaining documentation on the Psychological Sciences Graduate

Group curriculum, and the Committee will periodically prepare for system reviews of the Psychological Sciences Graduate Group, including the seven-year review.

The Committee, in consultation with the Graduate Group Faculty, will coordinate and document proposed changes in programmatic requirements of the Psychological Sciences Graduate Group program, and present proposed changes to the voting body, and the Graduate ~~and Research~~ Council if required. All changes to the programmatic requirements of the Psychological Sciences Graduate Group curriculum and associate requirements must be approved by vote of the eligible Graduate Group Faculty.

### **C. Admissions/Fellowships Committee**

The Admissions/Fellowships Committee shall consist of the Heads of the Areas (as defined in Article I B). Area Heads may choose to delegate this responsibility to a faculty member in the Area, subject to approval of the GGEC. One of these Committee members is chosen by the members of the Committee to be the Graduate Admissions/Fellowship Committee Chair for a one year term at a time, so that someone is responsible for the timely review of graduate applications.

This committee is charged with the development of recruiting materials for the Graduate Group, reviewing recommendations for admissions made by the Areas, making recommendations for admissions to the Dean of the Graduate Division, and exploring graduate student support mechanisms.

Recommendations for graduate student admissions originate within each Area. Such recommendations shall be made by the appropriate Area Head to the Graduate Admissions/Fellowship Committee, with the assistance of an Area-based committee composed of faculty in that Area selected by the Head of that Area. These recommendations first must be reviewed by faculty within each Area and rankings proposed for acceptance must be made by majority vote of a quorum of eligible Area faculty.

The Admissions/ Fellowships Committee also recommends the allocation of intramural financial assistance to the GGEC, who makes the final decisions or recommendations to an awarding body as appropriate. Recommendations for new and continuing student fellowships are also made to the Admissions/Fellowship Committee by Area Heads with the assistance faculty in that Area. The Admissions/Fellowship Committee forwards its recommendation the GGEC, who makes the final decisions.

## **Article VI. Student Representation**

A student representative will be included in all deliberations that revolve around issues having to do with educational policy and curriculum. When the Graduate Group Executive Committee

chooses to form a separate Graduate Curriculum and Education Policy Committee, the student representative shall be a member of this standing committee. When the Graduate Group Executive Committee takes on the roles and responsibility of the Graduate Curriculum and Education Policy Committee, the student representative shall attend all Graduate Group Executive Committee meetings during which issues related to graduate curriculum and educational policy are discussed. Students do not have voting privileges.

The student representative will be elected by the current graduate students enrolled in the Psychological Sciences Graduate Group and appointed by the Graduate Group Chair. The election procedure shall be: (1) The Graduate Group Chair will issue a call for nominations to all Psychological Sciences graduate students. Self-nominations will be permitted. Graduate students will have five working days to submit nominations. (2) The Graduate Group Chair will collate all nominations onto a ballot and send the ballot by email to all Psychological Sciences graduate students. Students will have five working days to return their email votes to the Graduate Group Chair. (4) The Graduate Group Chair will tally the votes and the nominee with the most votes will be declared the winner of the election. The student representative will serve a one-year term and may be re-elected for no more than one additional term.

The Chair of any committee with student members must excuse the student representatives from meetings during discussion about other students, applicants, personnel actions or disciplinary issues relating to faculty, during rankings of existing students for funding, for disciplinary issues related to students, and other executive session discussions at the discretion of a committee Chair.

#### **Article VII. Graduate Advisors**

A Graduate Advisor, who must be a member of the Graduate Program Faculty, will be recommended for appointment by the Graduate Group Chair in compliance with policies and procedures of the Graduate Division. The Graduate Advisor serves as the student's primary mentor, supervises most of his or her research progress, and normally serves as the Chair of the student's Faculty Advisory Committee. The Faculty Advisory Committee, in regular meetings and through individual contact, keeps track of the progress of the student and provides advice on how the student may best complete the requirements of the Program. Students work in consultation with the Graduate Advisor to create the Graduate Advisory Committee. The Graduate Advisor must approve the Graduate Advisory Committee, including any changes to membership due to situations such as a faculty member leaving the University or a change in the student's direction of work. The Graduate Advisor also approves the

Candidacy Committee and the Dissertation Committee. The Graduate Advisor, in the role of a mentor, plans strategies that will support the development of required competencies and provides ongoing, informal feedback regarding the student's progress. In addition, the Graduate Advisor conducts a formal evaluation of the student's progress in the program at least semi-annually.

#### **Article VIII. Meetings**

##### **A. Notification of Meetings**

The Graduate Program annual meeting will be held in at the end of the Spring semester. The Graduate Group Chair will call the meetings through email notifications. Notice of meetings must be distributed to all Graduate Group Faculty in residence at least three days prior to the meeting, and agenda items must be solicited. Graduate Group Faculty may choose to waive the three-day requirement by unanimous vote. Any faculty member can petition for additional meetings by submitting a request by email or in writing to the Graduate Group Chair. Faculty members are strongly encouraged to attend the annual meeting in person. If faculty are unable to participate in person, they are permitted to participate by tele/video conference. Minutes of meetings shall be distributed within ten days of the date of the meeting.

##### **B. Order of Business for Meetings**

N/A

#### **Article IX. Quorum**

Issues that require a vote of the Graduate Group Faculty need to have a 50% quorum present. Revisions to the Graduate Group Bylaws will require a 2/3 vote in favor; all other Graduate Group decisions will be determined by simple majority of those voting.

All votes at Graduate Group meetings are by secret ballot if requested by at least one eligible faculty member. If not requested, all votes are by show of hand. If a secret ballot is requested, eligible faculty members will send their ballots to the SSHA director of operations by electronic mail, with a deadline of the end of the second working day after the faculty meeting. Eligible faculty members who are absent from a meeting and who wish to vote will send their votes by electronic mail to the Graduate Group Chair. If the vote at the faculty meeting was by secret ballot, eligible absent faculty members will send their vote to the SSHA director of operations using email. The deadline for such votes remains the end of the second working day after the faculty meeting. Emeritae/i Faculty do not retain voting privileges on the date they assume Emeritae/i status.

~~Voting procedures shall follow the approved voting procedures of the Psychological Sciences Bylaw 55 unit.~~

#### **Article X. Amendments**

Amendments to the By-Laws require approval by two-thirds of the eligible voting members of the Graduate Group. Written notice of the proposed amendment shall be sent to each member at least three days prior to the meeting at which the amendment is to be discussed. Graduate Group Faculty may choose to waive the three-day requirement by unanimous vote. ~~Voting procedures shall follow the approved voting procedures of the Psychological Sciences Bylaw 55 unit.~~ All amendments must be submitted to Graduate ~~and Research~~ Council for review and final approval.

## **Applied Mathematics Graduate Program Bylaws**

*Administrative Home:* Applied Mathematical Sciences Unit

*Resource Home:* School of Natural Sciences

*Revision date(s):* April 8, 2015

*Graduate Council Approved:* pending

### **Article I. Objective**

- A. AMGP offers Masters of Science (M.S.) and Doctor of Philosophy (Ph.D.) degrees.
- B. The discipline of the **Applied Mathematics Graduate Program (AMGP)** is applied mathematics.
- C. AMGP's mission is to provide a focus for graduate training in Applied Mathematics by facilitating the research interactions of graduate students and faculty. Applied Mathematics is an interdisciplinary enterprise that draws on the physical and life sciences, engineering and computer science, and social sciences. Initial focal areas of the Group include computational applied mathematics, linear and nonlinear wave propagation, and fluid dynamics. Additional areas will be pursued as new faculty members are added to the **Applied Mathematics Graduate Group (AMGG)**.

### **Article II. Membership**

- A. Membership shall be open to Academic Senate Faculty at UC Merced, who are actively involved in scientific inquiry and scholarship in applied mathematics, including, but not limited to, the traditional disciplines of analysis and computation of differential equations, modeling of phenomena in physical, life, engineering and social systems. Members of the University faculty wishing to be appointed to AMGG must submit a written request to the Group Chair indicating their interest in participating in the Group. This should be accompanied by a current CV. Materials will be evaluated by the Executive Committee for the appropriateness of the appointment to the AMGG Faculty. The Executive Committee will make a recommendation to the Group, and applicants will be admitted to the Group if their application receives a majority vote of the full Core Faculty.
- B. AMGG Faculty are Core Members, who are responsible for administration of the group, teaching of the graduate courses, and doing research, leading to the M.S. and Ph.D. degrees.
- C. Core Members are eligible to vote on graduate group matters. Emeritus Members do not have voting rights.
- D. Each Core Faculty Member is expected to participate actively in the program. At a minimum, active participation is defined by a faculty member having conducted at least

one of the following activities within each three academic years: (i) serving on an AMGP administrative committee, (ii) serving on an AMGP student's dissertation/thesis/capstone committee, or (iii) teaching an AMGP graduate course. The faculty member is responsible for providing the Membership Committee with appropriate documentation of performance. Each member will be reviewed by the Committee every three years, and the Committee will make a recommendation to the Group for continuation or termination of the individual's membership. Termination of membership will require a two-thirds vote of the full Core Faculty.

- E. Membership denial or non-renewal may be appealed by submitting a written request within two weeks to the Group Chair indicating the reasons for this appeal. This should include a description of the individual's active research and scholarship activities. An appeal for non-renewal should be accompanied by a list of the individual's participation in AMGP in the past three academic years, in accordance with Article II(D). The Group Chair will bring the appeal to a discussion and vote of the full Core Faculty. Applicants denied membership or renewal of membership may make a final appeal within two weeks to the Dean of Graduate Division.

### **Article III. Administration**

AMGP is administered by the Graduate Group Chair and five Standing Committees: Executive, Membership, Admission and Recruitment, Educational Policy, Awards, and Preliminary Exams.

### **Article IV. Graduate Group Chair**

- A. The Graduate Dean appoints the Graduate Group Chair. The Graduate Group Faculty may nominate a Core Member for the consideration of the Dean of Graduate Studies. Such a nomination will be done by a vote of all the Core Faculty, whose outcome will be submitted to the Graduate Dean.
- B. The term length for the Graduate Group Chair is set by the Division of Graduate Studies and is currently one year (from July 1 to June 30 the following year), renewable each year.
- C. Duties of the Chair include:
- Oversee the progress of graduate students through the program, including satisfaction of degree requirements and advancement to candidacy, in coordination with group advisors, faculty and staff.
  - Represent the group faculty and act as the administrative liaison in all matters related to the degree programs to the Dean of the School of Natural Sciences,

Graduate Dean, Graduate and Research Council, and School of Natural Science Executive Committee.

- Determine resource needs and administer the program budget, in consultation with the group faculty, Dean of the School of Natural Sciences, and Graduate Dean.
- Ensure adherence to the Group's Policies and Procedure, including appropriate actions when a student's progress toward the degree is deemed unsatisfactory.
- Call and preside over group meetings in the Fall and Spring semesters.
- Appoint standing committees and their chairs in consultation with the Executive Committee.
- Oversee the progress of graduate students through the program, including satisfaction of degree requirements and advancement to candidacy, in coordination with group advisors, faculty and staff.
- Oversee graduate student recruitment, graduate program website, admissions, and financial aid, in consultation with the group faculty, Dean of the School of Natural Sciences, and Graduate Dean.
- Determine graduate course offerings each semester, including curriculum changes, in consultation with group faculty, and school staff and faculty involved in course scheduling and teaching assignments.
- Serve as graduate group's Faculty Accreditation Organizer by overseeing annual program assessments and periodic program review, to monitor and maintain academic excellence.
- Coordinate participation of the graduate group in School and University program activities, including graduate student fellowship and award programs.
- Develop and maintain a plan for promoting diversity among matriculated graduate students.
- Consult with the deans in selecting and reviewing graduate support staff.
- Manage and respond to program feedback and inquiries from faculty, students, staff, and reviewers.

## **Article V. Committees**

The **Executive Committee (EC)** is elected by vote of the faculty in the group. The EC consists of three members, who will serve rotating terms of five years. (The original five members will serve terms of three, four, and five years.) The Group Chair will serve as an *ex officio* member of the EC.

Responsibilities of the Executive Committee include:

- Approve membership in the Applied Mathematics Graduate Group.



- Prepare an annual slate of nominees that will be put before the membership for election to serve on the EC. Members can be re-elected and serve two consecutive five year terms but must sit out one election cycle before running for a third term.
- In consultation with the group faculty, determine and implement policy for the good of the Group, establish and guide the educational requirements of the Group, and represent the interests of the Group to the University and other agencies.
- Appoint members to five standing committees (Membership, Educational Policy, Admissions, Awards, and Preliminary Exams) at the beginning of the Fall semester. The EC may choose to not constitute a particular committee as a separate body, in which case the Executive Committee will assume the responsibilities of that committee. Committee formation and appointments will be reviewed on an annual basis.

The composition and duties of the four standing committees are as follows:

- **Membership Committee.** This committee consists of two faculty members and is responsible for reviewing applications from faculty who wish to be part of the Group. In addition, the Membership Committee will review the membership of the Graduate Group Faculty every three years. The MC will recommend to the EC approval or denial of membership in the Graduate Group.
- **Educational Policy Committee (EPC).** The EPC consists of three faculty members and one graduate student representative. This committee is responsible for establishing and guiding the educational programs of the Group. The EPC will be formed by the EC as needed and will periodically conduct reviews of the programs, including the five-year review. The EPC, in consultation with the group faculty, will determine changes in programmatic requirements of AMGP. In particular, the EPC will be responsible for review and changes in the program's curriculum, Program Learning Outcomes, program assessment, and substantive change review.
- **Admissions and Recruitment Committee.** This committee consists of five faculty members. This committee is charged with the development of recruiting materials for the Group, reviewing applications for admissions, making recommendations for admissions to the Dean of Graduate Studies, exploring graduate student support mechanisms, and allocating intramural financial assistance.
- **Awards Committee.** This committee consists of three faculty members. This committee is charged with reviewing applications for graduate student awards, selection of nominees for these awards, and writing the nomination materials.

- **Preliminary Exams Committee.** This committee is responsible for writing, administering, and grading the preliminary exams at the beginning and end of the Spring semester. The committee consists of five faculty members: an organizer together with four faculty members, who each agree to write and grade one of the four preliminary exams. In case the organizer writes and grades one exam, then the committee will consist of four total faculty members.

## **Article VI. Student Representation**

A non-voting Graduate Student Representative will be appointed to serve on the Educational Policy Committee (EPC). The appointment will occur in a three-stage process. First, the Executive Committee will survey all AMGP students who have completed the first year to form a list of students who are potentially interested in the appointment. Second, the Executive Committee, in consultation with the students' advisors and thesis/capstone committees, will choose from the list one student whose service will contribute most substantially to the mission of the EPC, while not interfering with the student's progress towards the degree. Finally, the student representative's nomination will be confirmed by majority vote of the core Faculty.

The Graduate Student Representative will serve a one-year term and can be reselected for a second term. The Graduate Student Representative will represent all AMGP students by attending all EPC meetings, contributing to discussions, and serving as a liaison between the EPC and all AMGP students. However, the Graduate Student Representative will not have voting privileges on EPC.

The Chair of any committee with one or more student members must excuse the Graduate Student Representative from meetings during discussion about other students, applicants, personnel actions or disciplinary issues relating to faculty, during rankings of existing students for funding, for disciplinary issues related to students, and other executive session discussions at the discretion of a committee Chair.

## **Article VII. Graduate Advisors**

AMGG Faculty may serve as Initial Advisors and / or Research Advisors.

- A. **Initial Advisors** will advise students during their first year of study. The Initial Advisor will be assigned based on an incoming student's application to AMGP and the availability of faculty resources. The Initial Advisor will be responsible for the initial advising of graduate students. This includes advising students on (i) completion of first-year coursework requirements and preliminary exams, (ii) identifying a research advisor with matching interests, (iii) adjusting to the intellectual depth and rigor of graduate

studies, and (iv) balancing graduate education with TA duties. The Initial Advisors should meet with their advised students at least three times during the Fall semester and three times during the Spring semester to monitor progress.

- B. **Research Advisors** will advise students from their second year and beyond. The Research Advisors should be chosen in agreement between the student and the advisor. Minimum graduate group expectations of Research Advisors include: (i) identify a suitable research topic for the student, (ii) develop a research plan, (iii) help the student learn and apply the requisite research skills, (iii) advise the student on disseminating the research results at professional meetings and seminars, and (iv) advise the student on balancing graduate education with TA duties.

### **Article VIII. Meetings**

- A. Graduate Group meetings will be held at least once per academic semester. The Group Chair will call the meetings. For all meetings, notice of meetings must be distributed to all faculty by email at least one week prior to the meeting, and agenda items must be solicited, also by email.
- B. Group faculty can request additional meetings by email to the Group Chair, or in extenuating circumstances, by email query to the entire group faculty. In the latter case, if a simple majority of group faculty agrees that a meeting is required, the meeting shall take place.
- C. Faculty who are away from campus may elect to participate in a meeting by teleconference or videoconference. Such arrangements should be made no later than two days before the meeting's date.
- D. At all regular meetings the suggested Order of Business shall be as follows:
1. Reading of the minutes of the preceding meeting
  2. Reports from the Chair of the Executive Committee
  3. Reports from each of the Standing Committees
  4. Old Business
  5. New Business

### **Article IX. Quorum**

Issues that require a vote of the membership need to have a quorum of at least 50% of the total membership present. Voting may be done electronically so as to accommodate members who are off campus for extended period of time. A positive or negative decision requires a simple majority of the vote.

When voting is required, the Group Chair will be responsible for informing the membership as to whether votes must be cast in person (i.e., at a meeting), via web-based balloting technology, or via email. Unless stated otherwise, the default setting is for voting to occur over email. In the case of electronic voting (whether via web-based technology or email), at least three days must be provided before the ballot closes.

#### **Article X. Amendments**

Amendments to these Bylaws require approval by two-thirds of the voting members of the Group. Written notice of the proposed amendment shall be sent to each member at least five working days prior to the meeting at which the amendment is to be discussed. Program members may propose amendments by petition to the Graduate Group Chair. The Chair may ask for revisions from the faculty who submitted proposed amendments before forwarding the revisions to the membership for review and voting. All amendments and revisions must be submitted to the Graduate Council for review and approval; changes in the bylaws will become effective upon approval by the Graduate Council.

**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.

- 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

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.]

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

\*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



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

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.



OFFICE OF THE PROVOST AND  
EXECUTIVE VICE PRESIDENT FOR ACADEMIC AFFAIRS

OFFICE OF THE PRESIDENT  
1111 Franklin Street, 12<sup>th</sup> Floor  
Oakland, California 94607-5200

March 25, 2015

**EXECUTIVE VICE CHANCELLORS/PROVOSTS  
LABORATORY DIRECTOR ALVISATOS  
ACADEMIC COUNCIL CHAIR GILLY  
ANR VICE PRESIDENT ALLEN-DIAZ**

**RE: Final Review of the UC Policy on Copyright and Fair Use**

Dear Colleagues:

Enclosed for Final Review is draft UC Policy on Copyright and Fair Use. Currently known as the 1986 Policy on the Reproduction of Copyrighted Materials for Teaching and Research, the revised policy is intended to be a clear statement by the University in support of copyright law and in defense of the “fair use” principle.

A key reason for undertaking the revision was that the guidelines that are included as part of the 1986 policy are obsolete, as confirmed by a recent appellate court opinion.<sup>1</sup> Policies may take years to revise, while interpretation of copyright law may evolve quickly based on court decisions and amendments. By removing guidelines from the policy, the University is not trying to provide less guidance; the written guidance that faculty, students, and staff seek for understanding copyright and fair use is more appropriately located on the [UC Copyright website](#), which is maintained by the [SLASIAC Standing Subcommittee on Copyright Policy](#)<sup>2</sup> and is regularly edited and updated with relevant information by experts in the field. The site includes resources such as:

- [Information on use of copyrighted materials in the classroom](#)
- Frequently asked questions about [copyright ownership](#) and [use of copyrighted works](#)
- [A summary of who owns copyright for different types of works created at UC](#)

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<sup>1</sup> Cambridge University Press v. Patton (11th Cir. Oct. 17, 2014). The decision made clear that the 1976 Classroom Copying Guidelines are not an appropriate lens to rely upon for fair use determinations.

<sup>2</sup> The Subcommittee composition is defined in the SLASIAC (Systemwide Library and Scholarly Information Advisory Committee) charge: “In addition to the Chair, the subcommittee will be composed of: one Academic Council representative (normally, the Vice Chair of Academic Council), three faculty members, one of the CoUL representatives from SLASIAC, a Research Vice Chancellor, the Office of General Counsel representative from SLASIAC, and additional faculty and campus administrators as needed to provide appropriate perspectives, either on an ongoing basis or to address specific policy issues before the Subcommittee.”

March 25, 2015

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Other options for faculty, staff, and students who need assistance with copyright related matters include campus librarians, who are well-versed in the intricacies of educational uses of copyrighted material, and campus counsel, when appropriate. Many copyright-related questions do not require legal advice. Assistance in determining what type of help is needed with a specific issue can be obtained by sending an email message to [copyright@ucop.edu](mailto:copyright@ucop.edu).

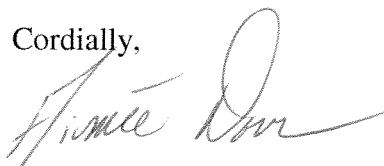
In its comments on the revised draft policy, the Academic Council asked, among other things, that the policy specifically state that the University will “defend employees who reproduce copyrighted materials in the good faith belief that they are doing so in compliance with the law.” A statement to that effect has been added. The current draft also incorporates the faculty’s suggestion to explicitly articulate the University’s responsibility to provide support for the faculty’s copyright concerns.

This Final Review draft of the revised policy was prepared by the SLASIAC Standing Subcommittee on Copyright Policy after analyzing comments received during Systemwide Review. This new draft was approved by the University’s Systemwide Library and Scholarly Information Advisory Committee (<http://libraries.universityofcalifornia.edu/slasiac>) on February 27, 2015.

Final Review is intended to advise as to 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.

Comments on this revision may be submitted to Joanne Miller ([joanne.miller@ucop.edu](mailto:joanne.miller@ucop.edu)) by **April 30, 2015**. Questions or requests for information may be directed to Joanne Miller via email or phone (510) 587-6141. The draft revised policy and all background materials may be found online at: (<http://libraries.universityofcalifornia.edu/sscp/resources>).

Cordially,



Aimée Dorr, Provost  
Executive Vice President for Academic Affairs

Enclosures: Final Review draft of UC Policy on Copyright and Fair Use  
Current UC Policy on the Reproduction of Copyrighted Materials for  
Teaching and Research  
Redline version comparing the Final Review draft and current policy

cc: President Napolitano  
Members of the President’s Cabinet  
Chancellors  
Vice Provost Carlson

March 25, 2015

Page 3

Vice Chancellors of Research  
Vice Provosts of Academic Personnel  
Council of University Librarians  
Members, Systemwide Library and Scholarly Information Advisory Committee  
Academic Personnel Directors  
Deputy General Counsel Woodall  
Deputy General Counsel Drown  
Executive Director Baxter  
Executive Director Fox  
Executive Director Tanaka  
Director Chester  
Director Henderson  
Director Lockwood  
Manager Donnelly  
Manager Lane  
Principal Analyst Miller  
Human Resources Analyst Bello  
Senior Administrative Analyst Rupert  
Analyst Jones



## Reproduction of Copyrighted Materials for Teaching and Research

<b>Responsible Officer:</b>	Vice Provost - Academic Planning, Programs & Coordination
<b>Responsible Office:</b>	AC - Academic Planning, Programs & Coordination
<b>Issuance Date:</b>	4/29/1986
<b>Effective Date:</b>	4/29/1986
<b>Scope:</b>	All University employees

<b>Contact:</b>	Joanne Miller
<b>Email:</b>	<a href="mailto:joanne.miller@ucop.edu">joanne.miller@ucop.edu</a>
<b>Phone #:</b>	(510) 587-6141

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### I. POLICY SUMMARY

The Policy and Guidelines are intended to encourage the legitimate educational use of photocopied materials and to reduce the University's potential liability for copyright infringement.

The assumption of the Guidelines is that individual University employees will take responsibility for making the necessary decisions respecting compliance with the law. Consequently, it is essential that the Policy and Guidelines be widely distributed and that faculty and staff be made fully aware of their contents.

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### II. DEFINITIONS

Not applicable

### **III. POLICY TEXT**

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In the course of their duties, faculty and staff of the University of California may wish to use photocopied materials in the classroom and for research. In many cases, photocopying can facilitate the University's missions of teaching, research, and public service. The University therefore wishes to encourage the appropriate use of such material within the spirit and the letter of the United States Copyright Law (Title 17 United State Code).

Copyright is a constitutionally conceived property right which is designed to promote the creation and dissemination of original works of authorship. That purpose is implemented by giving a copyright owner certain exclusive rights with respect to the owner's work, subject to certain limitations, in the mutual interest of the author, the owner, and the public. These rights include exclusive rights of reproduction, preparation of derivative works, distribution, and performance. The University strongly believes that these rights are vital in maintaining a free flow of ideas in our society.

A major limitation on the exclusive rights granted to the copyright owner is the doctrine of "fair use" (17 United States Code, Section 107) which permits certain limited copying of copyrighted works for educational or research purposes without the permission of the copyright owner. "Fair use" is a limited exception to the exclusive use of the copyright owner, which if exceeded, can subject the one making unauthorized copies and the University to severe penalties. The wide availability of copying machines has created a situation where this exception can easily be breached.

To provide guidance to all University employees, the attached Guidelines are to be used to determine whether copying is within the "fair use" doctrine. If the copying is not within the Guidelines, permission should be obtained from the copyright owner before any copies are made. If it is unclear whether copying would require such permission guidance should be requested from the Office of the General Counsel.

It is important that this Policy and Guidelines be widely distributed so that the numerous users of photocopied materials in the University will be aware of the Copyright Law.

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### **IV. COMPLIANCE / RESPONSIBILITIES**

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See V, Procedures.

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### **V. PROCEDURES**

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#### **A. Introduction**

The purpose of these Guidelines is to provide direction on photocopying of copyrighted materials for teaching and research. Some kinds of works are not covered by copyright and therefore may be freely reproduced and distributed. Examples of such works are presented in Section B.

Under the "fair use" provision of the Copyright Act of 1976, you are permitted to photocopy and distribute portions of copyrighted works for educational use without securing permission from the owner or paying royalties. The law in this area is quite general, however, and it is important that certain conditions are met to insure that the copying does fall under this fair use exemption. Section C describes the explicit factors that you should take into consideration before reproducing and distributing copyrighted materials.

Situations may arise in which intended copying is not exempted under fair use. In such cases it is necessary to obtain written permission from the copyright owner before copying is done. Section D explains some kinds of circumstances that require you to obtain permission. Information on securing permission can be found in Section VI, below. It is the policy of the University that users secure such permission whenever it is legally required.

## **B. Unrestricted Photocopying**

### **1. Uncopyrighted Published Works**

Anyone may reproduce without restriction works that entered the public domain. Any work published in the U.S. before January 1, 1978 without a copyright notice entered the public domain.

Copies of works protected by copyright must bear a copyright notice, which consists of the copyright symbol (a letter "c" in a circle, the word "Copyright" or the abbreviation "Copr.") plus the year of first publication for books and the name of the copyright owner. Prior to 1/1/78, in the case of a book or other printed publication, this notice had to be on the title page or the page immediately following: for periodicals, on the title page, the first page of the text of each separate issue or under the title heading. "Notice" requirements for works published after 1/1/78 have been relaxed somewhat with respect to both the position of notices and inadvertent omission of these, so there may be limited protection for some works on which notices do not appear. However, in such instances, if you were to innocently infringe a copyright, in a reliance upon an authorized copy from which the copyright notice had been omitted, there would be no liability for actual or statutory damages for any infringing acts committed before receiving actual notice of copyright registration, if it is proved that you were misled by the omission of copyright notice; in such a case, a court may allow or disallow recovery of any of the infringer's profits attributable to the infringement, and may enjoin the continuation of the infringing undertaking or may require the infringer to pay the copyright owner a reasonable license fee as a condition of continuation of the infringing undertaking.

### **2. Published Works with Expired Copyrights**

Anyone may reproduce without constraint published works whose copyrights have expired. All U.S. copyrights dated earlier than 75 years ago have expired. Copyrights dated later than that may also have expired because the initial period of copyright



protection prior to 1978 is for 28 years if there is no renewal. The work probably will not contain notice of the renewal. We recommend that you either assume the protection is still in effect for copyrights more recent than 75 years old, or ask the owners of them (or the U.S. Copyright Office) whether they are still subject to copyright protection. Usually publishers are either the owners or know the owners' locations. If not, owners may be located through the U.S. Copyright Office in Washington, DC.

### 3. U.S. Government Publications

U.S. Government publications are documents prepared by an officer or employee of the U.S. Government as part of that person's official duties. Government publications include the opinions of courts in legal cases, Congressional Reports on proposed bills, testimony offered at Congressional hearings, and reports of government employees. Works prepared by outside authors on contract to the Government may or may not be protected by copyright. As with other publications, copyright notices may be in the front (for pre-1978 publications) or on the front and back (in works published since 1/1/78. In the absence of copyright notice in such works, it would be reasonable to assume they are in the public domain.

## **C. Permissible Photocopying of Copyrighted Works**

Teachers may reproduce copyrighted works for classroom use and for research without securing permission and without paying royalties when the circumstances amount to what the law calls "fair use."

### 1. "Fair Use" - Current Law

In determining whether the use is a "fair use" the law requires consideration of the following factors (17 U.S.C. sec. 107):

- a. the purpose and character of the use, including whether such use is of a commercial nature or is for nonprofit educational purpose;
- b. the nature of the copyrighted work;
- c. the amount and substantiality of the portion used in relation to the copyrighted work as a whole; and
- d. the effect of the use upon the potential market for or value of the copyrighted work.

The Guidelines in this report discuss the boundaries for fair use of photocopied material. Fair use cannot always be expressed in numbers - either the number of pages copied or the numbers of copies distributed. Therefore you should weigh the various factors in the Act to determine whether the intended use of photocopied copyrighted material is within the spirit of the fair use doctrine. You should secure permission from the copyright owner unless the intended use is clearly permissible under fair use.

## 2. UC Guidelines for Determining "Fair Use"

Educators including representatives of higher education developed, along with publishers, a set of minimum standards of fair use which were set forth in the "Agreement on Guidelines for Classroom Copying in Not-for-Profit Educational Institutions" (the Ad Hoc Committee Guidelines).

These standards are reproduced in their entirety in [Appendix 1](#) and can be used as a practical approach to determine fair use. Any copying that falls within the Ad Hoc Committee Guidelines is considered to be fair use and permissible.

Since these standards are often not realistic in a University setting, the following Guidelines should be used to judge if intended photocopying of copyrighted materials constitutes fair use in teaching and research at the University of California.

### a. Single Copying for Teachers

A single copy may be made of any of the following by or for a teacher at his or individual request for his or her scholarly research or use in teaching or preparation to teach a class:

- i. A chapter from a book;
- ii. An article from a periodical or newspaper;
- iii. A short story, short essay or short poem, whether or not from a collective work;
- iv. A chart, graph, diagram, cartoon, or picture from a book, periodical, or newspaper;

### b. Multiple Copies for Classroom Use

Multiple copies (not to exceed in any event more than one copy per pupil in a course) may be made by or for the teacher giving the course for classroom use or discussion provided that:

- i. The copying does not substantially exceed the test of brevity as defined below; and
- ii. Meets the cumulative effect test as defined below; and
- iii. Each copy includes a notice of copyright.

## 1. Definitions

### a. Brevity

- 1) Poetry: A complete poem if less than 250 words or, from a longer poem, an excerpt of not more than 250 words.

- 2) Prose: Either a complete article, story or essay of less than 2,500 words or an excerpt of not more than 2,500 words from any prose work.
  - 3) Illustration: One chart, graph, diagram, drawing, cartoon, or picture per book or per periodical issue. In some cases, such illustrations are copyrighted individually and cannot be reproduced under fair use. (See D.3. below)
- b. Cumulative Effect
- 1) The copying of the material is for only one course per class term of the instructor for whom the copies are made.
  - 2) Not more than one short poem, article, story, essay or two excerpts may be copied from the same author, nor more than three from the same collective work or periodical volume during one class term.
  - 3) There shall not be more than nine instances of such multiple copying for one course during one class term.

The limitations stated in (1) and (2) above shall not apply to current news periodicals and newspapers and current news sections of other periodicals.

## 2. Prohibitions as to a) and b) above

Notwithstanding any of the above, the following shall be prohibited:

- a. There shall be no copying of or from works intended to be "consumable" in the course of study or of teaching. These include workbooks, exercises, standardized tests and test booklets, answer sheets, and like consumable materials.
- b. Copying shall not:
  - 1) substitute for the purchase of books, publishers' reprints, or periodicals;
  - 2) be directed by higher authority;
  - 3) No charge shall be made to the student beyond the actual cost of the photocopying.

## 3. Situations Not Specifically Covered by UC Guidelines

The doctrine of "fair use" may permit reproduction of copyrighted works in excess of the word limit restriction specified in the UC Guidelines.

1. Since this is an area of unclear legal definition, you should use caution and discretion in such copying and should seek advice from the General Counsel's Office for a legal opinion, or request prior written permission directly from the copyright owner to perform copying substantially the limits enumerated in the Guidelines.

2. Any questions regarding the application of the Guidelines in specific cases, whether a work is covered under copyright protection, or the ways to secure permission from publishers should also be referred to the General Counsel.

#### **D. Copying Requiring Prior Written Permission from the Copyright Owner**

##### 1. Copying for Profit

"Fair use" extends only to nonprofit copying. Teachers should not charge students more than the actual cost of photocopying, and should not make copies for students who are not in their classes without obtaining permission. This applies to classroom copies made and distributed by a commercial copy center outside the University, as well as University facilities.

##### 2. Unpublished Works

One should obtain permission from owners of unpublished works in order to copy from them. The law gives automatic copyright protection to unpublished works from the time they are created until they are published. Unpublished works, such as theses and dissertations, may be protected by copyright. If such a work was created before January 1, 1978 and was not copyrighted, the work is protected under the new Act for the life of the author plus fifty years after or until December 31, 2002, whichever shall later occur. (17 U.S.C. Section 303). Works created after January 1, 1978 and not published enjoy copyright protection for the life of the author plus fifty years. (17 U.S.C. Section 302).

##### 3. Special Works

In some cases, certain specialized materials such as maps, anatomical diagrams, and drawings are copyrighted separately even though they appear in a text book or other printed work. In this situation, the reproduction of the material would not constitute fair use even if only one illustration from a book were used. You must obtain permission to reproduce such individually copyrighted materials.

##### 4. Consumable Works

Teachers must secure prior written permission before making multiple copies of copyrighted works which are intended to be consumed in classroom activities such as workbooks, exercises, and standardized tests and their answers.

## **E. Infringement**

Owners of copyrights can attempt to halt infringement by suing for injunctions, impounding or destruction of infringing articles, and can seek costs of suit and attorneys' fees. Additionally, they can seek recoup actual money damages suffered by the copyright owner as well as the infringer's profits. When there are only nominal monetary losses, owners can, instead of seeking their actual damages, claim "statutory" damages up to \$10,000 (or up to \$50,000 if the infringement was "willful"). The University will defend an employee who photocopies in the course and scope of his or her employment duties.

Even if the copying is held to infringe, the Copyright Act exempts employees of non-profit educational institutions, libraries, or archives from statutory damages, if the employee believed that the copying was a fair use and had reasonable grounds for that belief. Adhering to the Guidelines in B and C above should afford reasonable grounds for believing one is engaging in "fair use."

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## **VI. RELATED INFORMATION**

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"Agreement on Guidelines for Classroom Copying in Not-for-Profit Educational Institutions" (the "Ad Hoc Committee Guidelines").  
<http://www.unc.edu/~unclng/classroom-guidelines.htm>

Copyright Law: <http://www.law.cornell.edu/uscode/text/17>

Obtaining permission from a copyright owner:  
<http://www.universityofcalifornia.edu/copyright/pgrcmtra2.html>

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## **VII. FREQUENTLY ASKED QUESTIONS**

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Not applicable

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## **VIII. REVISION HISTORY**

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This policy was reformatted into the standard University of California policy template effective June 1, 2012.

## Draft Policy for Final Review

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### Policy Title: University of California Policy on Copyright and Fair Use

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<b>Responsible Officer:</b>	Vice Provost Susan Carlson
<b>Responsible Office:</b>	Academic Personnel and Programs
<b>Origination Date:</b>	April 29, 1986
<b>Date of this Revision</b>	<b>TBD, 2015</b>
<b>Scope:</b>	Faculty, academic appointees, staff, and students.

Contact:	Joanne Miller
Title:	Library Planning Analyst
Email:	joanne.miller@ucop.edu
Phone:	(510) 587-6141

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### I. POLICY SUMMARY

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To fulfill its teaching, research, and public service mission, it is the policy of the University of California to encourage the broad dissemination and use of information in accordance with copyright law. The University will defend its employees who use copyrighted materials in an informed, good faith manner and within the scope of their University employment.

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### II. DEFINITIONS

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N/A

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### III. POLICY TEXT

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Faculty, staff, and students of the University of California may wish to use materials created by others for the purposes of teaching, learning, research, or public service. The University encourages the appropriate use of such materials within the scope of copyright law.

As described in the U.S. Constitution, the purpose of copyright is to “promote the Progress of Science and useful Arts.” Copyright owners are granted certain

exclusive rights to their works for a limited time, including the right to reproduce, modify, distribute, display, and publicly perform their works. Because these rights are exclusive, such creators may prohibit others from using their works without permission in many circumstances.

Copyright law in the U.S. includes a number of exceptions to copyright owners' exclusive rights. The most flexible of these exceptions is "fair use." Fair use allows people and organizations to reproduce, modify, distribute, display, and publicly perform works created by others in certain circumstances and for certain purposes, including criticism, comment, news reporting, teaching, scholarship, or research. In addition to the purpose and character of the proposed use, fair use requires consideration of the nature of the copyrighted work, the amount and substantiality of the portion of the original work used, and the effect of the use upon the potential market for (or value of) the copyrighted work.

Determining whether fair use applies can be complex and is generally handled on a case-by-case basis. The University will provide general guidance and resources for faculty and others to aid their understanding of copyright and help them follow the law. Members of the University community are encouraged to review the copyright and fair use guidelines available on University's copyright website (<http://copyright.universityofcalifornia.edu>), among other resources, and to contact their campus librarians, campus counsel office, or the Office of General Counsel if further advice is needed.

In the unlikely event of a copyright infringement claim, the University will defend its employees who acted within the scope of their University employment and who made use of the copyrighted work at issue in an informed, reasonable, and good faith manner. The University will do so to the greatest extent provided under the relevant laws and policies.

The University believes that the right of instructors, students, and others to access and share copyrighted works within the scope of the fair use doctrine is paramount for the promotion of academic freedom, creative expression, education and instruction, and ultimately, the full participation by all members of society in furthering the pursuit of knowledge. The University encourages respect for the rights of copyright owners as well as the thoughtful invocation of fair use principles within the bounds set forth in copyright law to support those goals.

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#### **IV. RESPONSIBILITIES**

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N/A

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#### **V. PROCEDURES**

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See the UC Copyright Website: <http://copyright.universityofcalifornia.edu>

The University encourages all members of the University community to review the information on this website, and to contact their campus librarians, campus counsel office or the Office of General Counsel when further advice is needed.

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## **VI. RELATED INFORMATION**

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### Related Policies:

UC Copyright Ownership Policy  
(<http://policy.ucop.edu/doc/2100003/CopyrightOwnership>)

Ownership of Course Materials Policy  
(<http://policy.ucop.edu/doc/2100004/CourseMaterials>)

UC Open Access Policy (<http://osc.universityofcalifornia.edu/open-access-policy/>)

Digital Millennium Copyright Act Guidelines  
(<http://policy.ucop.edu/doc/7000472/DMCA>)

### Other Information:

UC Copyright Website (<http://copyright.universityofcalifornia.edu>)

“Thinking Through Fair Use,” University of Minnesota Libraries  
(<https://www.lib.umn.edu/copyright/fairthoughts>)

“Fair Use Evaluator, American Library Association  
(<http://librarycopyright.net/resources/fairuse/>)

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## **VII. REVISION HISTORY**

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This policy was originally issued in 1986 with pages of attached guidelines.

This revised version was issued in \_\_\_\_\_, with guidelines available on the UC Copyright Website.



**Policy Title: University of California Policy on Copyright and Fair Use  
~~Reproduction of Copyrighted Materials for Teaching and Research~~**

Responsible Officer:	Vice Provost Susan Carlson
Responsible Office:	Academic Personnel and Programs
Origination Date:	April 29, 1986
Date of this Revision:	TBD, 2015
Scope:	Faculty, academic appointees, staff, and students

<u>Contact:</u>	<u>Joanne Miller</u>
<u>Title:</u>	<u>Library Planning Analyst</u>
<u>Email:</u>	<u>joanne.miller@ucop.edu</u>
<u>Phone:</u>	<u>(510) 587-6141</u>

**I. POLICY SUMMARY**

~~The Policy~~ To fulfill its teaching, research, and public service mission, it is the policy of the University of California to encourage the legitimate educational broad dissemination and use of photocopied materials and to reduce the University's potential liability for information in accordance with copyright infringement.

law. The assumption of the Guidelines is that individual University will defend its employees who use copyrighted materials in an informed, good faith manner and within the necessary decisions respecting compliance with the law. Consequently, it is essential that the Policy and Guidelines be widely distributed and that faculty and staff be made fully aware of their contents University employment.

**~~II. DEFINITIONS~~**

~~Not applicable.~~

**II. DEFINITIONS**

N/A

### III. POLICY TEXT

---

~~In the course of their duties, faculty and Faculty, staff, and students~~ of the University of California may wish to use ~~photocopied materials in the classroom and for research. In many cases, photocopying can facilitate the University's missions created by others for the purposes~~ of teaching, ~~learning,~~ research, ~~and/or~~ public service. The University ~~therefore wishes to encourage~~encourages the appropriate use of such ~~material~~materials within the ~~spirit and the letter of the United States Copyright Law (Title 17 United State Code).~~

~~Copyright is a constitutionally conceived property right which is designed to promote the creation and dissemination of original works of authorship. That purpose is implemented by giving a scope of copyright owner certain exclusive rights with respect to the owner's work, subject to certain limitations, in the mutual interest of the author, the owner, and the public. These rights include exclusive rights of reproduction, preparation of derivative works, distribution, and performance. The University strongly believes that these rights are vital in maintaining a free flow of ideas in our society.~~law.

~~A major limitation on the exclusive rights granted to the copyright owner is the doctrine of "fair use" (17 United States Code, Section 107) which permits certain limited copying of copyrighted works for educational or research purposes without the permission of the copyright owner. "Fair use" is a limited exception to the exclusive use of the copyright owner, which if exceeded, can subject the one making unauthorized copies and the University to severe penalties. The wide availability of copying machines has created a situation where this exception can easily be breached.~~

~~To provide guidance to all University employees, the attached Guidelines are to be used to determine whether copying is within the "fair use" doctrine. If the copying is not within the Guidelines, permission should be obtained from the copyright owner before any copies are made. If it is unclear whether copying would require such permission guidance should be requested from the Office of the General Counsel.~~

~~It is important that this Policy and Guidelines be widely distributed so that the numerous users of photocopied materials in the University will be aware of the Copyright Law.~~

~~As described in the U.S. Constitution, the purpose of copyright is to "promote the Progress of Science and useful Arts." Copyright owners are granted certain exclusive rights to their works for a limited time, including the right to reproduce, modify, distribute, display, and publicly perform their works. Because these rights are exclusive, such creators may prohibit others from using their works without permission in many circumstances.~~

~~Copyright law in the U.S. includes a number of exceptions to copyright owners' exclusive rights. The most flexible of these exceptions is "fair use." Fair use allows people and organizations to reproduce, modify, distribute, display, and publicly perform works created by others in certain circumstances and for certain purposes, including~~

~~criticism, comment, news reporting, teaching, scholarship, or research. In addition to the purpose and character of the proposed use, fair use requires consideration of the nature of the copyrighted work, the amount and substantiality of the portion of the original work used, and the effect of the use upon the potential market for (or value of) the copyrighted work.~~

~~Determining whether fair use applies can be complex and is generally handled on a case-by-case basis. The University will provide general guidance and resources for faculty and others to aid their understanding of copyright and help them follow the law. Members of the University community are encouraged to review the copyright and fair use guidelines available on University's copyright website (<http://copyright.universityofcalifornia.edu>), among other resources, and to contact their campus librarians, campus counsel office, or the Office of General Counsel if further advice is needed.~~

~~In the unlikely event of a copyright infringement claim, the University will defend its employees who acted within the scope of their University employment and who made use of the copyrighted work at issue in an informed, reasonable, and good faith manner. The University will do so to the greatest extent provided under the relevant laws and policies.~~

~~The University believes that the right of instructors, students, and others to access and share copyrighted works within the scope of the fair use doctrine is paramount for the promotion of academic freedom, creative expression, education and instruction, and ultimately, the full participation by all members of society in furthering the pursuit of knowledge. The University encourages respect for the rights of copyright owners as well as the thoughtful invocation of fair use principles within the bounds set forth in copyright law to support those goals.~~

---

#### **IV. RESPONSIBILITIES**

---

~~The Policy and accompanying guidelines are intended to encourage the legitimate educational use of photocopied materials and to reduce the University's potential liability for copyright infringement.~~

~~The assumption is that individual University employees will take responsibility for making the necessary decisions respecting compliance with the law. Consequently, it is essential that the Policy and guidelines be widely distributed and that faculty and staff be made fully aware of their contents.~~

~~[N/A](#)~~

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#### **V. PROCEDURES**

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~~[See the UC Copyright Website: http://copyright.universityofcalifornia.edu](http://copyright.universityofcalifornia.edu)~~

The University encourages all members of the University community to review the information on this website, and to contact their campus librarians, campus counsel office or the Office of General Counsel when further advice is needed.

### **A. — Introduction**

The purpose of these Guidelines is to provide direction on photocopying of copyrighted materials for teaching and research. Some kinds of works are not covered by copyright and therefore may be freely reproduced and distributed. Examples of such works are presented in Section B.

Under the "fair use" provision of the Copyright Act of 1976, you are permitted to photocopy and distribute portions of copyrighted works for educational use without securing permission from the owner or paying royalties. The law in this area is quite general, however, and it is important that certain conditions are met to insure that the copying does fall under this fair use exemption. Section C describes the explicit factors that you should take into consideration before reproducing and distributing copyrighted materials.

Situations may arise in which intended copying is not exempted under fair use. In such cases it is necessary to obtain written permission from the copyright owner before copying is done. Section D explains some kinds of circumstances that require you to obtain permission. Information on securing permission can be found in Section VI, below. It is the policy of the University that users secure such permission whenever it is legally required.

### **B. — Unrestricted Photocopying**

#### **1. Uncopyrighted Published Works**

Anyone may reproduce without restriction works that entered the public domain. Any work published in the U.S. before January 1, 1978 without a copyright notice entered the public domain.

Copies of works protected by copyright must bear a copyright notice, which consists of the copyright symbol (a letter "c" in a circle, the word "Copyright" or the abbreviation "Copr.") plus the year of first publication for books and the name of the copyright owner. Prior to 1/1/78, in the case of a book or other printed publication, this notice had to be on the title page or the page immediately following: for periodicals, on the title page, the first page of the text of each separate issue or under the title heading. "Notice" requirements for works published after 1/1/78 have been relaxed somewhat with respect to both the position of notices and inadvertent omission of these, so there may be limited protection for some works on which notices do not appear. However, in such instances, if you were to innocently infringe a copyright, in a reliance upon an authorized copy from which the copyright notice had been omitted, there would be no liability for actual or statutory damages for any infringing acts committed before

receiving actual notice of copyright registration, if it is proved that you were misled by the omission of copyright notice; in such a case, a court may allow or disallow recovery of any of the infringer's profits attributable to the infringement, and may enjoin the continuation of the infringing undertaking or may require the infringer to pay the copyright owner a reasonable license fee as a condition of continuation of the infringing undertaking.

## 2. Published Works with Expired Copyrights

Anyone may reproduce without constraint published works whose copyrights have expired. All U.S. copyrights dated earlier than 75 years ago have expired. Copyrights dated later than that may also have expired because the initial period of copyright protection prior to 1978 is for 28 years if there is no renewal. The work probably will not contain notice of the renewal. We recommend that you either assume the protection is still in effect for copyrights more recent than 75 years old, or ask the owners of them (or the U.S. Copyright Office) whether they are still subject to copyright protection. Usually publishers are either the owners or know the owners' locations. If not, owners may be located through the U.S. Copyright Office in Washington, DC.

## 3. U.S. Government Publications

U.S. Government publications are documents prepared by an officer or employee of the U.S. Government as part of that person's official duties. Government publications include the opinions of courts in legal cases, Congressional Reports on proposed bills, testimony offered at Congressional hearings, and reports of government employees. Works prepared by outside authors on contract to the Government may or may not be protected by copyright. As with other publications, copyright notices may be in the front (for pre-1978 publications) or on the front and back (in works published since 1/1/78. In the absence of copyright notice in such works, it would be reasonable to assume they are in the public domain.

### ***C. — Permissible Photocopying of Copyrighted Works***

Teachers may reproduce copyrighted works for classroom use and for research without securing permission and without paying royalties when the circumstances amount to what the law calls "fair use."

#### 1. "Fair Use" - Current Law

In determining whether the use is a "fair use" the law requires consideration of the following factors (17 U.S.C. sec. 107):

- a. the purpose and character of the use, including whether such use is of a commercial nature or is for nonprofit educational purpose;
- b. the nature of the copyrighted work;

- c. ~~the amount and substantiality of the portion used in relation to the copyrighted work as a whole; and~~
- d. ~~the effect of the use upon the potential market for or value of the copyrighted work.~~

~~The Guidelines in this report discuss the boundaries for fair use of photocopied material. Fair use cannot always be expressed in numbers—either the number of pages copied or the numbers of copies distributed. Therefore you should weigh the various factors in the Act to determine whether the intended use of photocopied copyrighted material is within the spirit of the fair use doctrine. You should secure permission from the copyright owner unless the intended use is clearly permissible under fair use.~~

## 2. UC Guidelines for Determining "Fair Use"

~~Educators including representatives of higher education developed, along with publishers, a set of minimum standards of fair use which were set forth in the "Agreement on Guidelines for Classroom Copying in Not-for-Profit Educational Institutions" (the Ad Hoc Committee Guidelines).~~

~~These standards are reproduced in their entirety in Appendix 1 and can be used as a practical approach to determine fair use. Any copying that falls within the Ad Hoc Committee Guidelines is considered to be fair use and permissible.~~

~~Since these standards are often not realistic in a University setting, the following Guidelines should be used to judge if intended photocopying of copyrighted materials constitutes fair use in teaching and research at the University of California.~~

### ~~a. Single Copying for Teachers~~

~~A single copy may be made of any of the following by or for a teacher at his or individual request for his or her scholarly research or use in teaching or preparation to teach a class:~~

- ~~i. A chapter from a book;~~
- ~~ii. An article from a periodical or newspaper;~~
- ~~iii. A short story, short essay or short poem, whether or not from a collective work;~~
- ~~iv. A chart, graph, diagram, cartoon, or picture from a book, periodical, or newspaper;~~

### ~~b. Multiple Copies for Classroom Use~~

~~Multiple copies (not to exceed in any event more than one copy per pupil in a course) may be made by or for the teacher giving the course for classroom use or discussion provided that:~~

- ~~i. The copying does not substantially exceed the test of brevity as defined below; and~~
- ~~ii. Meets the cumulative effect test as defined below; and~~
- ~~iii. Each copy includes a notice of copyright.~~

~~1. Definitions~~

~~a. Brevity~~

- ~~1) Poetry: A complete poem if less than 250 words or, from a longer poem, an excerpt of not more than 250 words.~~
- ~~2) Prose: Either a complete article, story or essay of less than 2,500 words or an excerpt of not more than 2,500 words from any prose work.~~
- ~~3) Illustration: One chart, graph, diagram, drawing, cartoon, or picture per book or per periodical issue. In some cases, such illustrations are copyrighted individually and cannot be reproduced under fair use. (See D.3. below)~~

~~b. Cumulative Effect~~

- ~~1) The copying of the material is for only one course per class term of the instructor for whom the copies are made.~~
- ~~2) Not more than one short poem, article, story, essay or two excerpts may be copied from the same author, nor more than three from the same collective work or periodical volume during one class term.~~
- ~~3) There shall not be more than nine instances of such multiple copying for one course during one class term.~~

~~The limitations stated in (1) and (2) above shall not apply to current news periodicals and newspapers and current news sections of other periodicals.~~

~~2. Prohibitions as to a) and b) above~~

~~Notwithstanding any of the above, the following shall be prohibited:~~

- ~~a. There shall be no copying of or from works intended to be "consumable" in the course of study or of teaching. These include workbooks, exercises, standardized tests and test booklets, answer sheets, and like consumable materials.~~
- ~~b. Copying shall not:
  - ~~1) substitute for the purchase of books, publishers' reprints, or periodicals;~~
  - ~~2) be directed by higher authority;~~~~

~~3) No charge shall be made to the student beyond the actual cost of the photocopying.~~

### ~~3. Situations Not Specifically Covered by UC Guidelines~~

~~The doctrine of "fair use" may permit reproduction of copyrighted works in excess of the word limit restriction specified in the UC Guidelines.~~

~~1. Since this is an area of unclear legal definition, you should use caution and discretion in such copying and should seek advice from the General Counsel's Office for a legal opinion, or request prior written permission directly from the copyright owner to perform copying substantially the limits enumerated in the Guidelines.~~

~~2. Any questions regarding the application of the Guidelines in specific cases, whether a work is covered under copyright protection, or the ways to secure permission from publishers should also be referred to the General Counsel.~~

### ~~***D. Copying Requiring Prior Written Permission from:***~~

#### ~~1. Copying for Profit~~

~~"Fair use" extends only to nonprofit copying. Teachers should not charge students more than the actual cost of photocopying, and should not make copies for students who are not in their classes without obtaining permission. This applies to classroom copies made and distributed by a commercial copy center outside the University, as well as University facilities.~~

#### ~~2. Unpublished Works~~

~~One should obtain permission from owners of unpublished works in order to copy from them. The law gives automatic copyright protection to unpublished works from the time they are created until they are published. Unpublished works, such as theses and dissertations, may be protected by copyright. If such a work was created before January 1, 1978 and was not copyrighted, the work is protected under the new Act for the life of the author plus fifty years after or until December 31, 2002, whichever shall later occur. (17 U.S.C. Section 303). Works created after January 1, 1978 and not published enjoy copyright protection for the life of the author plus fifty years. (17 U.S.C. Section 302).~~

#### ~~3. Special Works~~

~~In some cases, certain specialized materials such as maps, anatomical diagrams, and drawings are copyrighted separately even though they appear in a text book or other printed work. In this situation, the reproduction of the material would not constitute fair use even if only one illustration from a book were used. You must obtain permission to reproduce such individually copyrighted materials.~~



#### 4. Consumable Works

Teachers must secure prior written permission before making multiple copies of copyrighted works which are intended to be consumed in classroom activities such as workbooks, exercises, and standardized tests and their answers.

#### **E. Infringement**

Owners of copyrights can attempt to halt infringement by suing for injunctions, impounding or destruction of infringing articles, and can seek costs of suit and attorneys' fees. Additionally, they can seek recoup actual money damages suffered by the copyright owner as well as the infringer's profits. When there are only nominal monetary losses, owners can, instead of seeking their actual damages, claim "statutory" damages up to \$10,000 (or up to \$50,000 if the infringement was "willful"). The University will defend an employee who photocopies in the course and scope of his or her employment duties.

Even if the copying is held to infringe, the Copyright Act exempts employees of non-profit educational institutions, libraries, or archives from statutory damages, if the employee believed that the copying was a fair use and had reasonable grounds for that belief. Adhering to the Guidelines in **B** and **C** above should afford reasonable grounds for believing one is engaging in "fair use."

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## **E. RELATED INFORMATION**

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### Related Policies:

[UC Copyright Ownership Policy](http://policy.ucop.edu/doc/2100003/CopyrightOwnership)

(<http://policy.ucop.edu/doc/2100003/CopyrightOwnership>)

[Ownership of Course Materials Policy](http://policy.ucop.edu/doc/2100004/CourseMaterials)

(<http://policy.ucop.edu/doc/2100004/CourseMaterials>)

[UC Open Access Policy](http://osc.universityofcalifornia.edu/open-access-policy/) (<http://osc.universityofcalifornia.edu/open-access-policy/>)

[Digital Millennium Copyright Act Guidelines](http://policy.ucop.edu/doc/7000472/DMCA)

(<http://policy.ucop.edu/doc/7000472/DMCA>)

### Other Information:

[UC Copyright Website](http://copyright.universityofcalifornia.edu) (<http://copyright.universityofcalifornia.edu>)

"Thinking Through Fair Use," University of Minnesota Libraries

(<https://www.lib.umn.edu/copyright/fairthoughts>)

"Fair Use Evaluator, American Library Association

(<http://librarycopyright.net/resources/fairuse/>)

## **F. REVISION HISTORY**

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This policy was originally issued in 1986 with pages of attached guidelines.

This revised version was issued in \_\_\_\_\_, with the guidelines available on the UC  
Copyright Owner Website

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

/\_\_/2015

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DRAFT

## **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](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 ( <a href="http://policy.ucop.edu/files/da/da_definitions.html">http://policy.ucop.edu/files/da/da_definitions.html</a> ), 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, 5<sup>th</sup> 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., 14<sup>th</sup> 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, 5<sup>th</sup> 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.

DRAFT

**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., 5<sup>th</sup> 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, 14<sup>th</sup> 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](mailto:william.tucker@ucop.edu); 510-587-6037  
*John Shih*, Equity Approval Manager, 1111 Franklin St., Suite 5110  
[john.shih@ucop.edu](mailto: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](mailto:trevor.woods@ucop.edu) ; 510-987-0859  
*Robert Yastishak*, Director, Treasury Operations: 1111 Broadway St., 14<sup>th</sup> Floor  
[robert.yastishak@ucop.edu](mailto: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.



OFFICE OF THE VICE PROVOST --  
ACADEMIC PERSONNEL AND PROGRAMS

OFFICE OF THE PRESIDENT  
1111 Franklin Street, 11<sup>th</sup> 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.

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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](mailto:ADV-VPCARLSON-SA@ucop.edu). If you have any questions, please contact Janet Lockwood at [Janet.Lockwood@ucop.edu](mailto: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



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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



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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.

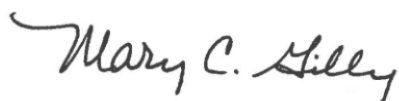
The chief objections were to the third sentence of the revision, which states that contributions to

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  
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**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.

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