

6-2-2017

Board of Directors Meeting - Minutes 06/02/2017

UC Hastings Board of Directors

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UC Hastings Board of Directors, *Board of Directors Meeting - Minutes 06/02/2017* (2017).
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**UNIVERSITY OF CALIFORNIA
HASTINGS COLLEGE OF THE LAW**

**BOARD OF DIRECTORS
OPEN SESSION MEETING MINUTES
JUNE 2, 2017**

1. ROLL CALL

Tom Gede, Chair
Chip Robertson, Vice Chair
Director Simona Agnolucci
Director Don Bradley
Director Marci Dragan
Director Claes Lewenhaupt
Director Mary Noel Pepys
Director Courtney Power

Chair Tom Gede ordered the Secretary of the Board to call roll for the open session of the Board of Directors meeting.

2. PUBLIC COMMENT PERIOD

None.

3. REPORT OF ASUCH PRESIDENT

ASUCH President Sammy Chang distributed his report on the following topics:

Resolutions: A resolution was passed to reinstate James Wagstaffe as a professor on a probationary term. Another resolution promoting block scheduling was approved. A compromise was reached between the students' initiative and the faculty such that only two core periods—9:00 a.m. to 11:50 p.m. on Monday and Wednesday and 1:10 p.m.- 3:20 p.m. on Tuesday and Thursday—will be blocked for bar courses. He noted that the Moot Court curriculum initiative failed, along with the proposed ASUCH constitution.

Student Concerns: ASUCH President Chang reported that students expressed concern regarding the March 14, 2017 power outage. He noted that students were concerned about proper evacuation protocol during such situations. Chair Gede asked that the Board

remember fire drills and emergency procedures for future discussion. ASUCH President Chang also reported that ASUCH established a commuter needs workgroup to assess the needs of commuter students and a possible BART discount. Also, he mentioned a student discussion about creating a Women's Commission, comprised of faculty, staff and students that will address issues women in the community face including sexual assault or harassment.

ASUCH President Chang relayed the students' appreciation to David Seward for his Long Range Campus Plan presentation and for his work addressing allocation reforms of the wellness fee.

Student Body Choice Awards: Every year the student body votes on the faculty member, staff member, and alumnus /alumna of the year. The students chose new Academic Dean Morris Ratner as faculty member of the year; Sari Zimmerman and Jan Jemison as joint staff member of the year; and Kamala Harris as alumna of the year.

Notable Student Achievements: Three 2Ls, Manuel Rodriguez, Ryan Fisher and Natasha Jha organized the San Francisco Human Rights Commission Open Hearing entitled "Healing and Trust: Understanding and Addressing Bias in Law Enforcement." Ms. Jha subsequently won the award for Outstanding Performance in the Community Group Advocacy and Social Change clinic as well as the award for Outstanding Performance in the Workers' Rights Clinic. President Chang, along with 2Ls Jonathan Peron and Christian Zannas, worked on a paper on pharmacy benefit managers which then became the basis for two assembly bills. Student Matt Waldren was featured in the *Los Angeles times* for his work on arbitration and ASUCH President Chang was featured in a San Francisco newspaper regarding bar passage.

*4. **GENERAL CONSENT CALENDAR**

The following items are presented as the Consent Calendar. Anyone wishing to remove any item from the Consent Calendar for discussion and/or consideration may request that the Chair remove the item from the Consent Calendar. All remaining Consent Calendar items shall be approved by the Board of Directors in a single vote without discussion.

*4.1 Approval of Minutes: March 3, 2017

Chair Gede called for an approval of the general consent calendar. The general consent calendar was approved.

5. **REPORT OF THE BOARD CHAIR**

Chair Gede introduced Morris Ratner as the new Academic Dean and Chancellor & Dean Faigman presented Interim Provost & Academic Dean Evan Lee with a parting gift of appreciation on behalf of the Board of Directors for his work as Academic Dean.

5.1 Report of the Chair of the Educational Policy Committee
Presented by Interim Provost & Academic Dean Evan Lee

5.1.1 Report on 2016-17 Bar Passage Initiatives

Interim Provost & Academic Dean Lee discussed his report on bar passage. He reported the following results for the February 2017 bar exam: the pass rate for first time exam takers was 27 percent (4 of 15 first-time takers passed) and the pass

rate for repeat takers was about 50 percent (the actual number of repeat takers is unknown but estimated at 130 repeat-takers). For the February bar exam, typically the pass rate for first-time takers is around the mid-40 percentiles. Additionally, the pass rate for repeat-takers was quite high compared to previous years with pass rates around the mid-40 percentiles.

Interim Provost & Academic Dean Lee noted that he is in the process of acquiring information about the first-time takers for data purposes.

Interim Provost & Academic Dean Lee continued to discuss the measures adopted to prepare class of 2016 repeat- or first-time takers for the February bar exam. Such measures included free access to AdaptiBar and BarEssays.com. These are both online banks of actual MBE questions and scored essays, respectively. He noted that 105 of 145 takers took advantage of this access and he believes this made a difference for the repeat-takers.

He also noted that many of the test takers took advantage of the one-on-one appointments and advising with Margaret Greer, lead Academic and Professional Success lecturer. 43 percent of repeat-takers or first-time takers met with her in-person or hard phone appointments with her.

There was minimal turnout for or interest in the following measures: faculty mentoring, accessible prior bar lectures and workshops, study and support sessions on campus, and alumni speakers.

Interim Provost & Academic Dean Lee discussed the necessity of pervasive legal analysis and legal writing skills instruction throughout the entirety of the three years of law school, in part, because once students graduate, any additional measures and resources provided feel burdensome and overwhelming to the student.

A lengthy discussion ensued about the changes in metrics for entering students and the total pass rates of other California law schools.

5.1.2 Report on Employment Outcomes for Class of 2016

Interim Provost & Academic Dean Lee discussed the report on employment outcomes for the class of 2016. He noted that 46 members of the class of 2016 obtained JD advantage jobs—these are jobs that do not require bar membership. This equates to a six percent increase compared to the previous year. The percentage of students who obtained a job requiring a bar membership decreased by five percent.

5.2 Report of the Chair of the Advancement and Communications Committee Presented by: Chief Fundraiser Eric Dumbleton

5.2.1 Fundraising Comparison Raised Report

As of late April, the total raised amount was \$4.5 million. To date, the total raised amount is just over \$5 million. Chief Development Officer Eric Dumbleton noted

that the raised amount is comparable to the amount raised this in prior years, which was \$4.6 million last year in 2016 and \$4.3 million in 2015.

5.2.2 Fundraising Comparison Received Report

As of late April, the total received amount was \$4.8 million. To date, the total amount received is \$5.1 million, which is an increase from the amount received this time last year in 2016, which was \$4.1 million. Chief Development Officer Dumbleton said he felt positive about the end of the fiscal year.

5.2.3 Fundraising Status: 333 Golden Gate Avenue

As of late April, the Building UC Hastings fundraiser has garnered just under \$2.2 million. Chief Development Officer Dumbleton is confident that the fund will meet its \$3 million target.

5.2.4 New Planned Gifts

Chief Development Officer Dumbleton reported that Board of Trustees members Paula Goodwin Leibowitz and John Koepfel have volunteered as leaders of the planned giving committee. He noted that the College has received \$3.1 million in bequest intentions, one of which is a \$3 million bequest intention.

5.2.5 Other Fundraising Information Items

This year is the golden reunion for the class of 1967. Judy Villard, an alumna of the class, will be promoting planned gifts from the class.

Lastly, Chief Development Officer Dumbleton reported on the development trip to Hawaii. He noted that in three days, his office met with 22 different people and hosted an event that was attended by 50 people, including an incoming 1L student who received the Hawaii scholarship. Additionally, a \$50,000 donation commitment was made. He also reported that he is still working on an event with Willie Brown in regards to the new academic building.

*5.3 Election of Officers

*5.3.1 Chair

Vice Chair Robertson nominated Chair Gede to continue his chairmanship for another year. A motion was made under bylaw 5.7—which provides that any provision of the bylaws or standing orders may be suspended in connection with the consideration of a matter before the Board by unanimous decision—to suspend bylaw 12.1, which is the bylaw that provides that no officer shall serve more than two full consecutive terms. The motion to suspend bylaw 12.1 was approved. Vice Chair Robertson called a motion to approve the election of Chair Gede to another term. The motion was approved.

*5.3.2 Vice Chair

Chair Gede nominated Vice Chair Robertson to continue his chairmanship for another year. A motion was made under bylaw 5.7 to suspend bylaw 12.1. The motion to suspend bylaw 12.1 was approved. Chair Gede called a motion to approve the election of Vice Chair Robertson to another term. The motion was approved.

*6. **FINANCE COMMITTEE CONSENT CALENDAR**

The meeting of the Finance Committee was held at UC Hastings in the A. Frank Bray Board Room, San Francisco, California, on Thursday, May 11, 2017, at 10:15 a.m. By unanimous vote, the Finance Committee submits the following Consent Calendar. Anyone wishing to pull any item from the Finance Consent Calendar may request the Chair to remove the item from the Finance Consent Calendar for discussion. All items on the Finance Consent Calendar shall be approved by the Board of Directors in a single vote.

Chair Gede called for approval of the following items on the Finance Committee consent calendar. The items were approved.

- *6.1 Subcommittee on Audit and Approval of 2017 Audit Plan
- *6.2 State Contracts in Excess of \$50,000
 - *6.2.1 Library Database – Thomson Reuter – Westlaw
 - *6.2.2 Library Products – Statewide California Electronic Library Consortium
 - *6.2.3 Library Database – Bloomberg BNA – Lexis
 - *6.2.4 Instructional Technology – Classroom K Upgrade
 - *6.2.5 Business Operations – Renewals and Recurring Agreements
- *6.3 Nonstate Contracts in Excess of \$50,000
 - *6.3.1 Research Sub-award – WLL – University of Chicago
 - *6.3.2 Professional Services – WLL – Cynthia Calvert
 - *6.3.3 Professional Services – Kasey Asberry – LRCP
- *6.4 Nonstate Budget Change 2016-17 – WLL NoVo Grant
- *6.5 Fund Transfer – GEP to Cash Account
- *6.6 Auxiliary Enterprises Proposed Budget 2017-18
- *6.7 Miscellaneous Fees for 2017-18
 - *6.7.1 Proposal for a Student Mandatory Wellness Fee
 - *6.7.2 Increase for On-Campus Student Health Center Fee
 - *6.7.3 Proposal for a Library Unaffiliated Borrower Fee
 - *6.7.4 Visiting Scholar Fee Modifications
 - *6.7.5 Continuation of Freeze on General Enrollment and Other Mandatory Fees

The following reports were discussed at the Finance Committee meeting on May 11, 2017. The materials are included in the agenda packet for your information.

7. FINANCE COMMITTEE REPORTS:

- 7.1 Moody's Investor Services – Rating Review

Moody's Investor Services ranks the creditworthiness of borrowers using a standardized ratings scale which measures risks borne by investors and the likelihood of default. Chief Financial Officer Seward noted that there has been a change to the rating review since the Finance Committee meeting on May 11, 2017. At the time of the Committee meeting, the College had had its rating meeting with Moody's Investor Services, but had not yet received the results of the meeting. Chief Financial Officer Seward reported that the College will maintain its current debt rating of A2 (upper-medium grade and low credit risk), its issuer net rating, and the debt-specific rating. Moody's has also maintained the negative outlook in terms of future prospects, which is driven, in part, by continued high levels of tuition discounting. Chief Financial Officer Seward distributed the report from Moody's with these findings during the meeting.

7.2 Long Range Campus Plan – Update

7.3 IRS Audit of 403b and 457 Plans - Update

7.4 Investment Report as of March 31, 2017

7.5 State Budget Report for 2016-17 as of March 31, 2017

Chief Financial Officer Seward reported that the upcoming 2017-2018 budget cleared the legislative process.

7.6 Auxiliary Enterprises Budget Status Report as of March 31, 2017

7.7 State Budget Update for 2017-18

7.8 List of Checks over \$50,000

***8. REPORT OF THE CHIEF FINANCIAL OFFICER**

*8.1 State Contracts in Excess of \$50,000

*8.1.1 Website Redesign – Modern Tribe

Chair Gede called for a motion to approve the above state contract in excess of \$50,000. The contract was approved.

8.2 200 McAllister Improvements Update

Chief Financial Officer Seward reported that the College received an appropriation of \$2 million from the State of California to fund deferred maintenance activities for the 200 McAllister building. Such improvements will include reroofing, a window washing anchorage system, and emergency generators. This improvement project has been combined with the tenant improvement work of the sixth floor of the 200 McAllister building. He reported that he is currently seeking state fire marshal approval, an accessibility review from the Department of General Services, and an ADA review. He noted that he is hoping to have bid proposals in August 2017.

Chief Financial Officer Seward also reported that there is a need for a new cost estimate for the sixth floor 200 McAllister building project because the initial \$2.4 million estimate may no longer viable due to the volatility of the construction market.

8.3 Presentation on Academic Building Replacement Project (333 Golden Gate Avenue) and LRCP Implementation

Chief Financial Officer Seward introduced partners from the Department of General Services—Shelley Whitaker and Alonzo Arreola—who then presented on the 333 Golden Gate Avenue project. Alonzo Arreola, as the Project Director, will contract for all activities with Clark-SOM and with all designers. He and the Department of General Services will provide all the inspection and oversight. Mr. Arreola noted that funding has already been procured and a master architect has been hired. He and his team advertised and selected a design-build team through interviews and proposal reviews.

Shelly Whitaker discussed the design-build competition and process and how it required designers to create bids based on the College's vision of the new building.

Chancellor & Dean Faigman discussed building plans, which will include demolishing the 198 McAllister building in order to be rebuilt, after the 333 Golden Gate building is finished. Once the new 198 McAllister building is completed, the College will begin renovating the 100 McAllister Tower. The College seeks to create a global village with a shared housing platform and shared academic platforms with UCSF. He also discussed the possibility of renting spaces in the new 333 Golden Gate area to the YMCA and legal services groups. In current developments, UC Davis School of Management and Northeastern will both be sharing space on campus in the Fall. The College is also engaged in discussions with UC Santa Cruz and UCLA regarding collaborating and sharing campus space at the College.

Chief Financial Officer Seward introduced the Clark-SOM design-build team of Hani Alawneh (Lead Executive from Clark Construction) and Michael Duncan (Design Director at SOM).

Hani Alawneh discussed Clark Construction's relationship with SOM on past design-build projects and separate projects including the Salesforce Tower, Warrior Arena and One World Trade Center. He noted that Clark-SOM has 28 months to design and build 333 Golden Gate, allotting 8 months of design and 20 months of construction. The design-build team plans to complete construction by October 2019.

Michael Duncan then presented a PowerPoint displaying rendered designs of the proposed 333 Golden Gate building. He noted that in the past SOM had completed a number of higher education building projects and are currently working with UC Merced. It has also just recently finished a building at the UCLA Medical School. He discussed SOM's excitement to work with the College on the 333 Golden Gate project. Mr. Duncan went on to discuss the design images of the future building which include an emphasis on sustainability.

Director Agnolucci asked about the impact this development will have on the Tenderloin community and how the College envisions the community integrating into the campus plan. Chief Financial Officer Seward replied that with the global housing village, there will be a greater proportion of student-residents supporting local businesses. Moreover, the College's campus plan includes creating a more

active street front, as a lack thereof contributes to the perception that the area is unsafe.

Chief Financial Officer Seward reported that a landing is being created in the 200 McAllister building in order to accommodate the sky bridge that will connect the sixth floor of the 200 McAllister building to the top floor of the new 333 Golden Gate academic building. He is also exploring accommodations for the various centers and clinics on campus, which will all be relocating to the sixth floor of the 200 McAllister building. The College is contemplating leasing out space on a five-year term for the available space in 100 McAllister that was occupied by the clinics and centers. He also mentioned the potential inclusion of a retail coffee shop on the ground floor of the 200 McAllister building. A transition plan is also necessary in regards to moving a number of departments currently located in the 198 McAllister building that will not fit in the 333 Golden Gate Avenue building. Chancellor & Dean Faigman noted that the rooftop of the 200 McAllister building will be converted into a solar farm that will serve the buildings and assist in sustainability without accompanying costs.

Chancellor & Dean Faigman discussed the demolition of the 198 McAllister building and demolition opportunities.

9. **REPORT OF THE CHANCELLOR & DEAN**

9.1 Chancellor & Dean's Annual Report

Chancellor & Dean Faigman presented on the following topics he is focused on:

Bar Performance: Chancellor & Dean Faigman noted that the College has initiated a number of reforms in order to address bar performance.

Ratings: The College will continue to improve its metrics, performance and identity nationally in order to increase its rating. Chancellor & Dean Faigman reported that the College plans to create a judge's book, complete with summaries of faculty articles and descriptions of how faculty are serving the judiciary, in order to increase the College's visibility.

Curriculum Reforms: Chancellor & Dean Faigman reported that there will be major curriculum reforms in the next year. He noted that he and Academic Dean Ratner will work on how to best utilize the number of faculty at the College in order to best serve the students, which may include expanding to professors from practice.

Non-J.D. Programs: Chancellor & Dean Faigman reported that he has arranged a trip to Asia to visit a number of universities in order to identify potential L.L.M. prospects. He will also travel to Europe to promote the College's L.L.M. program.

Additionally he, Chief Financial Officer Seward and Chief of Staff Anne-Marie Helm met with a group called iLaw regarding providing the online platform for Masters in Science degree in health policy and law. Originally, the Berkeley Research Center for Online

Education (BRCOE) was administering the online platform for this program. However, UC Berkeley asked that BRCOE discontinue administration of this platform.

Chancellor & Dean Faigman also discussed inviting UC Santa Cruz to be a part of the academic village and plans to develop a legal tech incubator with some of the coding engineers from Santa Cruz.

Chancellor & Dean Faigman reported on progress regarding the bar exam and the push for reforms. He noted that a number of law school deans have been involve in a cut score study with the California Bar. The study empaneled a group of individuals to evaluate the quality of the July 2016 essays, however a former grader was made a part of the group with the goal of advocating that the cut score remain at its current score.

The California Supreme Court has ordered the State Bar to study the cut score. During the study, the State Bar must report to the California Supreme Court every month and report its ultimate findings by December 1, 2017. The State Bar expects to complete its cut score study by September 2017. If the study supports lowering the cut score, the lower cut score will be applied to the July 2017 exam.

Lastly, Chancellor & Dean Faigman mentioned that he met with California Supreme Court Justice Goodwin Liu and discussed meeting with the California Supreme Court as per its responsibility to oversee the State Bar and have regular meetings with the State Bar and law school deans.

9.2 Faculty Appointments

9.2.1 Visiting Professor Tim Greaney

9.2.2 Visiting Professor Francis McGovern

9.2.3 Visiting Professor Shanin Specter

Not discussed. Board approval is not required for Visiting Professors.

9.3 Report on Action Taken in Closed Session Regarding Gifts and Appointments (To Be Reported Out After Closed Session)
Not discussed.

9.4 Other Informational Items: Academic Programs, Student Services, External Relations and Personnel
Not discussed.

10. **REPORT OF THE GENERAL COUNSEL**

10.1 Report on Board/Faculty Retreat

The Board of Directors/Faculty retreat will take place on Friday, September 15, 2017. The theme of the retreat will focus on life at UC Hastings after tuition discounting.

11. **DIRECTOR COMMENTS AND BOARD ANNOUNCEMENTS**

This is a time reserved for Directors who wish to briefly comment on Board matters, provide a reference to staff or other resources for factual information, or direct staff to place items on future agenda.

None.

12. **THE BOARD WILL GO INTO CLOSED SESSION AT APPROXIMATELY 11:00 A.M.**

The Board will adjourn to the closed session to consider the items listed on the Closed Session Agenda. At the conclusion of the Closed Session, the Board will reconvene the Open Meeting prior to adjourning the meeting, to report on any actions taken in Closed Session for which a report is required by law.

1. Agenda Item 3.1

Upon motion duly made, seconded, and carried, the Board of Directors of the University of California, Hastings College of the Law approved the resolution to accept and name the Albert R. Abramson '54 Scholarship Fund gift.

2. Agenda Item 3.2

Upon motion duly made, seconded, and carried the Board of Directors of the University of California, Hastings College of the Law approved the faculty appointments for the following professors: Professor Emily Murphy and Professor Binyamin Blum.

3. Agenda Item 3.3

Upon motion duly made, seconded, and carried the Board of Directors of the University of California, Hastings College of the Law approved the conferral of Emeritus titles upon the following retired professors: Professor Roger Park and Professor H.G. Prince.

*13. **ADJOURNMENT**

There being no further business to come before the Board of Directors, the Open Meeting was adjourned.