

University Partnership Program Advisory Committee Bylaws

Adopted on: 7/3/2018

Committee Charge

The [University Partnership Program](#) (“UPP”) Advisory Committee (“the Committee”) is charged with advising the Executive Director of University Business Partnerships and Services (“UBPS”) on policies to guide UPP, consulting UBPS on new partnership opportunities, voting to convene partnership category working groups, reviewing partnership category working group recommendations for new partnerships, and voting to provide or withhold endorsement of partnership opportunities before they are sent to the campus [Finance Committee](#)¹ for final review and approval. The Committee may also be charged with providing guidance to campus leadership on other matters as they arise, at the discretion of the Vice Chancellor of Finance (VCF) or the Finance Committee.

Committee Membership

Committee Composition

The Committee is composed of voting and non-voting members drawn from the campus student body, faculty, administration, and affiliates. The majority of voting members are ex officio. Up to three additional at-large voting members may be appointed to the Committee, as outlined in the At-Large Members: Appointment Procedure & Term of Service section below.

The Executive Director of UBPS attends meetings at the invitation of the Committee Chair, and the Committee receives administrative support from UBPS staff.

Ex Officio Members

The following Committee members are voting ex officio members:

- Associated Students of the University of California (ASUC) President
- Graduate Assembly (GA) President
- Committee on Academic Planning and Resource Allocation (CAPRA) Chair
- Associate Vice Chancellor of Development
- Vice Chancellor of the Division of Student Affairs

¹ The Finance Committee reviews and approves all prospective partnerships, and is comprised of three ex officio members: the Chancellor, the Executive Vice Chancellor and Provost, and the Vice Chancellor of Finance.

- Dean of New Academic Ventures at Berkeley (NAV-B)
- Director of the Industry Alliances Office
- Director of Intercollegiate Athletics
- Associate Vice Chancellor of Capital Strategies
- Associate Vice Chancellor of Communications and Public Affairs
- Assistant Vice Chancellor of Human Resources
- Associate Vice Chancellor of Arts and Design
- Executive Director of the Cal Alumni Association (CAA)

The Committee also includes non-voting ex officio members who provide guidance and advice by merit of their particular areas of expertise. These include:

- Vice Chancellor of Finance (VCF)
- Chief Campus Counsel
- Director of Business Contracts and Brand Protection
- Chief Procurement Officer

Ex officio Committee members serve as long as they remain in their role.

At-Large Members: Appointment Procedure & Term of Service

The Committee may also include up to three additional at-large voting members drawn from the campus community, which may be students, staff, or faculty. At-large members should possess qualifications deemed pertinent to the work of the Committee that complement the expertise of ex officio members. Qualifications may include, e.g., representation from a new campus division or department, from a particular knowledge base or skill set, or from an underrepresented campus constituency.

Any voting member of the Committee may recommend a new at-large member, assuming there are not already the maximum number of at-large members. Recommendations should be made to the Chair for presentation to the Committee for discussion. Recommendations may be made at any time during the fiscal year but at least one week in advance of the meeting at which the recommendation is to be presented. A consensus of the Committee is needed to approve the recommendation, at which point the Chair will invite the new at-large member to attend all remaining meetings of the fiscal year.

At-large members serve for the duration of the fiscal year in which they were approved by the Committee. At-large members approved at the final meeting of the fiscal year serve for the

entirety of the following fiscal year. At-large membership will be reviewed, with the possibility of renewal, by the ex officio members of the Committee at the last meeting of each fiscal year.

Designees: Appointment Procedure & Term of Service

Ex officio members are invited to serve by virtue of their roles on campus. If an ex officio member is unable to serve they should, in consultation with the Committee Chair, appoint a designee from their department or organization.

Designations made before the first meeting of the fiscal year serve for the entirety of that year; designations made during the fiscal year serve for the duration of that year. Designations must be reviewed and renewed or altered by the invited Committee member and the Committee Chair at the end of each fiscal year.

Ex Officio Membership Review

The composition of the Committee's ex officio members will be reviewed periodically by the Executive Director of UBPS and Chair, or upon request by a voting member of the Committee. Modifications to the Committee's ex officio membership will be considered by the Executive Director of UBPS and the Chair, and presented to Committee and the VCF for approval. Any changes made to the composition of the Committee's ex officio membership during the year will go into effect at the beginning of the next fiscal year.

Committee Governance

Committee Chair

The Committee is overseen by a Chair whose responsibilities include: setting the agenda in consultation with the Executive Director of UBPS; distributing the agenda and all pertinent meeting materials to Committee members a week in advance of the meeting; onboarding new Committee members; facilitating meetings; managing communication between meetings, including calling for digital votes as necessary; soliciting volunteers for subcommittees; representing the Committee before the Finance Committee as necessary; and performing other duties as assigned by the Committee.

Before the end of each fiscal year, the Chair should survey the Committee to determine which, if any, Committee members are stepping down and work with those members to identify their replacements on the Committee. The Chair should also publish, in advance of the first meeting of the fiscal year, the dates for all meeting and an up-to-date Committee roster.

The Chair is appointed by the VCF, in consultation with the Executive Director of UBPS and the Committee, from among the current Committee membership and serves a two-year term (Term). Upon appointment, and for the duration of the Term, the Chair may no longer vote on any business before the Committee. Instead, the Chair is responsible for recording and reporting any concerns raised by Committee members per the Gradients of Agreement process detailed below.

A sitting Chair may be re-appointed to an additional Term if there are no objections from the Committee. Before the final meeting of a sitting Chair's Term, the Executive Director of UBPS should confirm whether the Chair would like to be considered for another Term. If so, the Executive Director should solicit feedback, including any objections, from the Committee and present the feedback to the VCF for consideration; if not, the Executive Director should solicit recommendations from among Committee members for a new Chair. In either case, the Chair for the following fiscal year should be announced at the final meeting of the current fiscal year.

Subcommittees

The Committee may, by consensus, form subcommittees at its discretion to work on specific projects. Subcommittees are dissolved upon completion of the specific project, or by consensus of the Committee should it determine a subcommittee to be no longer necessary.

The Committee Chair will appoint a subcommittee chair. Subcommittee chairs will oversee the work of the subcommittee and report back to the Committee at each regular meeting.

Subcommittees may be composed solely of Committee members or may include members of the greater UC Berkeley community and its affiliates at the discretion of the Committee, but must have at least three members.

Gradients of Agreement

Decisions of the Committee shall be made using the following gradients of agreement:

- 1 - Move forward with the given proposition
- 2 - Move forward with the following considerations
- 3 - Research the following issues and report back before moving forward
- 4 - Do not move forward with the given proposition

The gradients are used to determine and document any concerns members have about a given proposition. It is the responsibility of the Chair to record and present these concerns as a part of

any report made to the Finance Committee regarding decisions or recommendations made by the Committee.

Meetings

Member Participation

The Committee generally meets bi-monthly beginning in July, or approximately six times each fiscal year. All members or designees are expected to attend each regular meeting, though it is understood that some members may be unavailable outside of the regular academic year from mid-May to mid-August. Members may also be asked to sit on subcommittees or otherwise engage in Committee work outside of these meetings from time to time.

Meetings Closed to the Public

Because materials discussed by the Committee may involve sensitive or confidential business negotiations, meetings are closed to the public. Select members of the public may be invited to present to the Committee at the discretion of the Committee Chair. Subcommittee and Working Group meetings are subject to the same publicity restrictions that bind Committee meetings.

No Proxy Votes

Because materials discussed by the Committee may involve sensitive or confidential business negotiations, no Committee member may send a proxy to represent their vote at any meeting. If a Committee member is unable to attend a meeting, they may reach out to the Chair to register any questions, comments, or concerns, or to request additional information about the meeting. If an ex officio Committee member is unable to attend more than two meetings in a fiscal year, they should appoint a designee per the Appointment Procedures detailed above.

Conflict of Interest and Non-Disclosure

Consistent with the University of California's (UC) Conflict of Interest Code and applicable California Law, each Committee member is required to disclose to the Campus Conflict of Interest Coordinator if they, their spouse, or their dependent children have an "economic interest" in any company submitting proposals to be, or that is currently active as, a campus partner. If it is determined that a Committee member has a potential conflict of interest, the member will recuse themselves from any discussion, evaluation, or vote pertaining to the potential or current partner.

Committee members or designees agree not to disclose or otherwise divulge any Committee discussions or information pertaining to the Committee's work, to anyone inside or outside UC other than other Committee members. All inquiries should be directed to the Committee Chair to handle in accordance with relevant UC policies and applicable laws.

At the first meeting of the fiscal year, or upon joining the Committee, each member will be asked to sign a Conflict of Interest / Non-Disclosure Agreement (COI-NDA) acknowledging the above. Any Committee member unwilling to sign the agreement should appoint a designee per the guidelines in the Designees section. UBPS staff shall administer and maintain copies of all members' COI-NDA forms.

Working Groups

For each partnership category UBPS brings to the Committee for review, the Committee may vote to pursue that category. If the vote is favorable, the Executive Director of UBPS will then convene a category Working Group.

Working Group Charge

Each Working Group is charged with the following:

1. Upholding the [UPP Guiding Principles](#);
2. Identifying, with input from their respective campus communities, the benefits and opportunities in a potential partnership category and generating a list of campus priorities;
3. Developing and approving, in consultation with campus Supply Chain Management as necessary, any requests for proposals related to the category;
4. Developing and approving any criteria for evaluating received proposals;
5. Evaluating all respondent proposals;
6. Recommending to the Committee a single respondent with whom to engage in exclusive contract negotiations;
7. Additional responsibilities as required by the Committee or UBPS as it relates to the partnership category over the lifetime of the partnership

Working Group Membership and Composition

The membership of each Working Group is drawn from relevant stakeholders from the greater UC Berkeley community and its affiliates, as identified by UBPS in consultation with the Committee. Each Working Group must contain, at minimum, seven members consisting of a

faculty member, an undergraduate student, a graduate or professional student, and four members unaffiliated with UBPS that represent key campus stakeholders for the category.

Faculty, undergraduate, and graduate members are appointed to each Working Group using their governing bodies' established appointment procedures; staff and affiliate members are invited to serve by the Executive Director of UBPS, in consultation with the Committee. UBPS, in consultation with the Working Group and/or Committee, shall have the ability to modify Working Group membership and/or invite new members as deemed appropriate.

Working Group membership shall, to the extent feasible, reflect the diversity of viewpoints and experiences found on campus.

Working Group Governance

Once convened, a Working Group operates independently of Committee oversight. Working Groups are chaired by the Executive Director of UBPS and receive administrative support from UBPS. The Executive Director of UBPS will make any necessary reports from the Working Group to the Committee. Decisions or votes of the Working Group will not be influenced in any way by the Committee or its members.

Working Group members are subject to all of the conflict of interest and nondisclosure agreements that bind Committee members. Working Group meetings are subject to the proxy and publicity restrictions that bind Committee meetings.

Consensus

Working Group decisions and recommendations should be made by consensus whenever possible. In the absence of consensus, gradients of agreement will be used to determine and document any concerns Working Group members have about a given proposition. It is the responsibility of the Executive Director of UBPS to record and present these concerns as part of any report to the Committee.

Working Group Dissolution

Working Groups may only be dissolved by the VCF in consultation with the Executive Director of UBPS, and otherwise persist even after the expiration or termination of a partnership agreement or in the event that a partnership in the category never forms. Should a Working Group need to reconvene to conduct business after an extended hiatus, the specific membership may change, but the departments represented should not, unless the nature of the partnership has

changed. In such cases, the Executive Director of UBPS will invite the appropriate campus stakeholders.