

**WORLD RECOGNITION OF
DISTINGUISHED GENERAL COUNSEL:
HONORING CHARLES ROBINSON & THE LEGAL
DIVISION OF THE UNIVERSITY OF CALIFORNIA
Thursday, March 11, 2021,
10:00 - 11:30 A.M. PT (1:00 - 2:30 P.M. ET)
1.5 hours of California MCLE will be provided.
Reciprocal credit is available for New York.**

University of California's Mission

"The distinctive mission of the University is to serve society as a center of higher learning, providing long-term societal benefits through transmitting advanced knowledge, discovering new knowledge, and functioning as an active working repository of organized knowledge. That obligation, more specifically, includes undergraduate education, graduate and professional education, research, and other kinds of public service, which are shaped and bounded by the central pervasive mission of discovering and advancing knowledge."

— *Mission statement from the University of California Academic Plan, 1974-1978*

The University's fundamental missions are teaching, research and public service.

We teach — educating students at all levels, from undergraduate to the most advanced graduate level. Undergraduate programs are available to all eligible California high-school graduates and community college transfer students who wish to attend the University of California.

Instructional programs at the undergraduate level transmit knowledge and skills to students. At the graduate level, students experience with their instructors the processes of developing and testing new hypotheses and fresh interpretations of knowledge. Education for professional careers, grounded in understanding of relevant sciences, literature and research methods, provides individuals with the tools to continue intellectual development over a lifetime and to contribute to the needs of a changing society.

Through our academic programs, UC helps create an educated workforce that keeps the California economy competitive. And, through University Extension, with a half-million enrollments annually, UC provides continuing education for Californians to improve their job skills and enhance the quality of their lives.

We do research — by some of the world's best researchers and brightest students in hundreds of disciplines at its campuses, national laboratories, medical centers and other research facilities around the state. UC provides a unique environment in which leading scholars and promising students strive together to expand fundamental knowledge of human nature, society, and the natural world. Its basic research programs yield a multitude of benefits for California: billions of tax dollars, economic growth through the creation of new products, technologies, jobs, companies and even new industries, agricultural productivity, advances in health care, improvements in the

quality of life. UC's research has been vital in the establishment of the Internet and the semiconductor, software and biotechnology industries in California, making substantial economic and social contributions.

We provide public service — which dates back to UC's origins as a land grant institution in the 1860s. Today, through its public service programs and industry partnerships, UC disseminates research results and translates scientific discoveries into practical knowledge and technological innovations that benefit California and the nation.

UC's agricultural extension programs serve hundreds of thousands of Californians in every county in the state.

Open to all Californians, UC's libraries, museums, performing arts spaces, gardens and science centers are valuable public resources and community gathering places.

The University's active involvement in public-school partnerships and professional development institutes help strengthen the expertise of teachers and the academic achievement of students in communities throughout California.

Regents Policy 1111: Policy on Statement of Ethical Values and Standards of Ethical Conduct

Approved May 2005

Amended March 16, 2017

Statement of Ethical Values

Members of the University of California community are committed to the highest ethical standards in furtherance of our mission of teaching, research and public service. We recognize that we hold the University in trust for the people of the State of California. Our policies, procedures, and standards provide guidance for application of the ethical values stated below in our daily life and work as members of this community.

We are committed to:

Integrity.

We will conduct ourselves with integrity in our dealings with and on behalf of the University.

Excellence.

We will conscientiously strive for excellence in our work.

Accountability.

We will be accountable as individuals and as members of this community for our ethical conduct and for compliance with applicable laws and University policies and directives.

Respect.

We will respect the rights and dignity of others.

Standards of Ethical Conduct

Purpose

Pursuit of the University of California mission of teaching, research and public service requires a shared commitment to the core values of the University as well as a commitment to the ethical conduct of all University activities. In that spirit, the Standards of Ethical Conduct are a statement of our belief in ethical, legal, and professional behavior in all of our dealings inside and outside the University.

Applicability

The Standards of Ethical Conduct apply to all members of the University community, including the Regents, Principal Officers of the Regents, senior leadership, faculty and other academic personnel, staff, students, and volunteers, contractors, and agents associated with the University. Organizationally, the Standards apply to campuses, the National Laboratories, the Office of the President, the Division of Agriculture and Natural Resources, campus organizations, foundations, alumni associations, and support groups.

1. Fair Dealing

Members of the University community are expected to conduct themselves ethically, honestly, and with integrity in all dealings. This means principles of fairness, good faith, and respect consistent with laws, regulations, and University policies govern our conduct with others both inside and outside the community. Each situation needs to be examined in accordance with the Standards of Ethical Conduct. No unlawful practice or a practice at odds with these standards can be justified on the basis of customary practice, expediency, or achieving a “higher” purpose.

2. Individual Responsibility and Accountability

Members of the University community are expected to exercise responsibility appropriate to their position and delegated authorities. They are responsible to each other, the University, and the University’s stakeholders both for their actions and their decisions not to act. Each individual is expected to conduct the business of the University in accordance with the Core Values and the Standards of Ethical Conduct, exercising sound judgment and serving the best interests of the institution and the community.

3. Respect for Others

The University is committed to the principle of treating each community member with respect and dignity. The University prohibits discrimination and harassment and provides equal opportunities for all community members and applicants regardless of race, color, national origin, religion, sex, gender identity, pregnancy, physical or mental disability, medical condition (cancer-related or genetic characteristics), ancestry, marital status, age, sexual orientation, citizenship, or status as a covered veteran. Further, romantic or sexual relationships between faculty responsible for academic supervision, evaluation, or instruction and their students are prohibited. The University is committed to creating a safe and drug free workplace. Following is a list of the principal policies and reference materials available in support of this standard:

- The Faculty Code of Conduct
- Academic Personnel Policy Manual
- Personnel Policies for Staff Members
- Policies Applying to Campus Activities, Organizations and Students
- Policy on Sexual Violence and Sexual Harassment
- University policies on nondiscrimination and affirmative action
- Campus, laboratory and Office of the President Principles of Community

The University’s health sciences enterprises are committed to the ethical and compassionate treatment of patients and have established policies and statements of patient rights in support of this principle.

4. Compliance with Applicable Laws and Regulations

Institutions of higher education are subject to many of the same laws and regulations as other enterprises, as well as those particular to public entities. There are also additional requirements unique to higher education. Members of the University community are expected to become familiar with the laws and regulations bearing on their areas of responsibility. Many but not all legal requirements are embodied in University policies. Failure to comply can have serious adverse

consequences both for individuals and for the University, in terms of reputation, finances, and the health and safety of the community. University business is to be conducted in conformance with legal requirements, including contractual commitments undertaken by individuals authorized to bind the University to such commitments.

The Office of the General Counsel has responsibility for interpretation of legal requirements.

5. Compliance with Applicable University Policies, Procedures and Other Forms of Guidance

University policies and procedures are designed to inform our everyday responsibilities, to set minimum standards, and to give University community members notice of expectations. Members of the University community are expected to transact all University business in conformance with policies and procedures and accordingly have an obligation to become familiar with those that bear on their areas of responsibility. Each member is expected to seek clarification on a policy or other University directive he or she finds to be unclear, outdated, or at odds with University objectives. It is not acceptable to ignore or disobey policies if one is not in agreement with them, or to avoid compliance by deliberately seeking loopholes.

In some cases, University employees are also governed by ethical codes or standards of their professions or disciplines - some examples are attorneys, auditors, physicians, and counseling staff. It is expected that those employees will comply with applicable professional standards in addition to laws and regulations.

6. Conflicts of Interest or Commitment

Employee members of the University community are expected to devote primary professional allegiance to the University and to the mission of teaching, research, and public service. Outside employment must not interfere with University duties. Outside professional activities, personal financial interests, or acceptance of benefits from third parties can create actual or perceived conflicts between the University's mission and an individual's private interests. University community members who have certain professional or financial interests are expected to disclose them in compliance with applicable conflict of interest/conflict of commitment policies. In all matters, community members are expected to take appropriate steps, including consultation if issues are unclear, to avoid both conflicts of interest and the appearance of such conflicts.

7. Ethical Conduct of Research

All members of the University community engaged in research are expected to conduct their research with integrity and intellectual honesty at all times and with appropriate regard for human and animal subjects. To protect the rights of human subjects, all research involving human subjects is to be reviewed by institutional review boards. Similarly, to protect the welfare of animal subjects, all research involving animal subjects is to be reviewed by institutional animal care and use committees. The University prohibits research misconduct. Members of the University community engaged in research are not to: fabricate data or results; change or knowingly omit data or results to misrepresent results in the research record; or intentionally misappropriate the ideas, writings, research, or findings of others. All those engaged in research are expected to pursue the advancement of knowledge while meeting the highest standards of honesty, accuracy, and

objectivity. They are also expected to demonstrate accountability for sponsors' funds and to comply with specific terms and conditions of contracts and grants.

8. Records: Confidentiality/Privacy and Access

The University is the custodian of many types of information, including that which is confidential, proprietary, and private. Individuals who have access to such information are expected to be familiar and to comply with applicable laws, University policies, directives and agreements pertaining to access, use, protection, and disclosure of such information. Computer security and privacy are also subject to law and University policy.

Information on the University's principles of privacy or on specific privacy laws may be obtained from the respective campus or laboratory information privacy office.

The public right to information access and the individual's right to privacy are both governed by state and federal law, as well as by University policies and procedures. The legal provisions and the policies are based upon the principle that access to information concerning the conduct of the people's business is a fundamental and necessary right of every person, as is the right of individuals to privacy.

9. Internal Controls

Internal controls are the processes employed to help ensure that the University's business is carried out in accordance with these Standards, University policies and procedures, applicable laws and regulations, and sound business practices. They help to promote efficient operations, accurate financial reporting, protection of assets, and responsible fiscal management. All members of the University community are responsible for internal controls. Each business unit or department head is specifically responsible for ensuring that internal controls are established, properly documented, and maintained for activities within their jurisdiction. Any individual entrusted with funds, including principal investigators, is responsible for ensuring that adequate internal controls exist over the use and accountability of such funds. The University has adopted the principles of internal controls published by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission.

10. Use of University Resources

University resources may only be used for activities on behalf of the University. They may not be used for private gain or personal purposes except in limited circumstances permitted by existing policy where incidental personal use does not conflict with and is reasonable in relation to University duties (e.g. telephones). Members of the University community are expected to treat University property with care and to adhere to laws, policies, and procedures for the acquisition, use, maintenance, record keeping, and disposal of University property. For purposes of applying this policy, University resources is defined to include but not be limited to the following, whether owned by or under the management of the University (for example, property of the federal government at the National Laboratories):

- Cash, and other assets whether tangible or intangible; real or personal property;
- Receivables and other rights or claims against third parties;
- Intellectual property rights;

- Effort of University personnel and of any non-University entity billing the University for effort;
- Facilities and the rights to use of University facilities;
- The University's name;
- University records, including student and patient records; and
- The University information technology infrastructure.

11. Financial Reporting

All University accounting and financial records, tax reports, expense reports, time sheets and effort reports, and other documents including those submitted to government agencies must be accurate, clear, and complete. All published financial reports will make full, fair, accurate, timely, and understandable disclosures as required under generally accepted accounting principles for government entities, bond covenant agreements, and other requirements. Certain individuals with responsibility for the preparation of financial statements and disclosures, or elements thereof, may be required to make attestations in support of the Standards.

12. Reporting Violations and Protection from Retaliation

Members of the University community are strongly encouraged to report all known or suspected improper governmental activities (IGAs) under the provisions of the Policy on Reporting and Investigating Allegations of Suspected Improper Governmental Activities (Whistleblower Policy). Managers and persons in supervisory roles are required to report allegations presented to them and to report suspected IGAs that come to their attention in the ordinary course of performing their supervisory duties. Reporting parties, including managers and supervisors, will be protected from retaliation for making such a report under the Policy for Protection of Whistleblowers from Retaliation and Guidelines for Reviewing Retaliation Complaints (Whistleblower Retaliation Policy).

UC's Constitutional Authority

Article IX, section 9

The University of California is a public trust established pursuant to article IX, section 9. Article IX, section 9(a) and (f) provides in pertinent part:

"(a) The University of California shall constitute a public trust, to be administered by the existing corporation known as 'The Regents of the University of California,' with full powers of organization and government, subject only to such legislative control as may be necessary to insure the security of its funds and compliance with the terms of the endowments of the university and such competitive bidding procedures as may be made applicable to the university by statute for the letting of construction contracts, sales of real property, and purchasing of materials, goods, and services [¶] ... [¶]

"(f) ... The university shall be entirely independent of all political or sectarian influence and kept free therefrom in the appointment of its regents and in the administration of its affairs "

The California Supreme Court has recognized that "[a]rticle IX, section 9, grants the regents broad powers to organize and govern the university and limits the Legislature's power to regulate either the university or the regents." (*San Francisco Labor Council v. Regents of Univ. of Cal.* (1980) 26 Cal.3d 785, 788 (*Labor Council*)). This constitutional grant of power to the Regents includes both quasi-judicial and quasi-legislative powers, according them "virtual autonomy in self-governance." (*Regents of University of California v. City of Santa Monica* (1978) 77 Cal.App.3d 130, 135.) "The Regents have the general rule-making or policy-making power in regard to the University ... and are ... fully empowered with respect to the organization and government of the University ' [Citations.]" (*Regents of Univ. of Cal. v. Superior Court* (1970) 3 Cal.3d 529, 540.) "[P]olicies established by the Regents as matters of internal regulation may enjoy a status equivalent to that of state statutes [citation]." (*Regents of University of California v. City of Santa Monica, supra*, at p. 135; *Campbell v. Regents of University of California* (2005) 35 Cal.4th 311, 321 [Regents' policy for handling whistleblower claims under their power to govern and organize the University is treated as a statute in order to determine whether the exhaustion doctrine applies].)

Courts have recognized not only the broad powers accorded to the Regents to govern the University of California, but also the University's "general immunity from legislative regulation." (*Labor Council, supra*, 26 Cal.3d at p. 788.) For example, courts have found the Regents and the University to be exempt from regulation under the state prevailing wage law (*id.* at p. 787; *Regents of University of California v. Aubry* (1996) 42 Cal.App.4th 579, 591), state overtime regulations (*Kim v. Regents of University of Cal.* (2000) 80 Cal.App.4th 160, 166-167), state statutes authorizing certain employee payroll deductions (*California State Employees' Asso. v. Regents of University of California* (1968) 267 Cal.App.2d 667), a statute requiring employer indemnification of employee work uniform expenses (*In re Work Uniform Cases* (2005) 133 Cal.App.4th 328, 344), and a Labor Code statute mandating an award of attorney fees and costs to the prevailing

party in an action related to pension fund eligibility, unpaid wages, or fringe benefits (*Goldbaum v. Regents of University of California* (2011) 191 Cal.App.4th 703, 706 (*Goldbaum*)).

The Regents and the University of California are not completely exempt from legislative regulation. As discussed, article IX, section 9 delineates three areas in which the University and the Regents are subject to legislative control -- insuring the security of its funds, compliance with the terms of its endowments, and competitive bidding procedures made applicable to the University by statute for awarding construction contracts, sales of real property, and purchase of materials, goods, and services.

Apart from the forms of legislative control specifically listed in the California Constitution, there are only three areas in which the Regents and the University of California are subject to legislative regulation. The California Supreme Court has enumerated these three areas as follows: "First, the Legislature is vested with the power of appropriation, preventing the regents from compelling appropriations for salaries. [Citations.] Second, it well settled that general police power regulations governing private persons and corporations may be applied to the university. [Citations.] For example, workers' compensation laws applicable to the private sector may be made applicable to the university. Third, legislation regulating public agency activity not generally applicable to the public may be made applicable to the university when the legislation regulates matters of statewide concern not involving internal university affairs. [Citation.]" (*Labor Council, supra*, 26 Cal.3d at p. 789.) Deciding what constitutes a matter of statewide concern is a judicial, and not a legislative function. (*Regents of University of California v. Aubry, supra*, 42 Cal.App.4th at p. 589.)

People v. Lofchie, 229 Cal. App. 4th 240, 248–50, 176 Cal. Rptr. 3d 579, 584–86 (2nd Dist. 2014)