



Executive Committee Meeting

Minutes

Feb 9, 2022

Due to the COVID-19 pandemic, the meeting was held virtually, via the Zoom video conferencing platform. Participants and members of the public were able join the open session via the web link or dial-in numbers listed in the public notice of this meeting linked here: <https://www.uchastings.edu/our-story/board-of-directors/board-meeting-notices-agendas-and-materials/>.

1. Roll Call

The Chair called the meeting to order at 11:35am, and the Secretary called the roll.

Committee Members Present

Director Chip Robertson, Chair
Director Simona Agnolucci, Vice Chair
Director Courtney Power

Other Directors Present

Director Andrew Giacomini
Director Claes Lewenhaupt
Director Mary Noel Pepys

Staff Participating

Chancellor & Dean David Faigman
General Counsel & Secretary John DiPaolo
Assistant Chancellor & Dean/Chief of Staff to the Chancellor & Dean Jenny Kwon
Associate Director of Fiscal Services, Accounting and Reporting Zack Naqvi
Controller Sandra Plenski
Provost & Academic Dean Morris Ratner
Chief Financial Officer David Seward
Associate General Counsel Laura Wilson-Youngblood

2. Public Comment

The Chair invited public comment. No member of the public offered comment.

3. Approval of Minutes: Special Meeting of the Executive Committee of January 12, 2022

Motion:

The Chair called for a motion to approve the minutes.

Motion moved and motion seconded. The motion carried.

The Chair adjourned the Committee to closed session at 11:36 am pursuant to Education Code Section 92032(b)(5) and (7).

4. Roll Call: Closed Session

The Chair called the closed session to order at 11:41 a.m., and the Secretary called the roll.

Committee Members Present

Director Chip Robertson, Chair
Director Simona Agnolucci, Vice Chair
Director Courtney Power

Other Directors Present

Director Andrew Giacomini
Director Claes Lewenhaupt
Director Mary Noel Pepys

Staff Participating

Chancellor & Dean David Faigman
General Counsel & Secretary John DiPaolo
Assistant Chancellor & Dean/Chief of Staff to the Chancellor & Dean Jenny Kwon
Provost & Academic Dean Morris Ratner
Chief Financial Officer David Seward
Associate General Counsel Laura Wilson-Youngblood

5. Litigation discussion

Mr. DiPaolo and the Board discussed litigation issues related to renaming of the College.

They also discussed a complaint a student made to the U.S. Department of Education's Office for Civil Rights of which the College was recently notified.

6. Personnel Matter

All staff left the meeting, and the Board discussed a personnel matter.

7. Adjournment

The Chair adjourned the meeting at 12:30 p.m.

Respectfully submitted,

John K. DiPaolo, Secretary



Executive Committee Meeting

Minutes

Willkie Farr & Gallagher, One Front Street, San Francisco, CA
June 29, 2022

Participants and members of the public were able to join the meeting via the web link or dial-in numbers listed in the public notice of this meeting linked here:

<https://www.uchastings.edu/our-story/board-of-directors/board-meeting-notices-agendas-and-materials/>

1. Roll Call

The Chair called the meeting to order at 9:45 a.m., and the Secretary called the roll.

Committee Members Present

Director Simona Agnolucci, Chair
Director Chip Robertson, Vice Chair
Director Courtney Power
Director Albert Zecher

Other Directors Present

Director Andrew Houston
Director Mary Noel Pepys
Director Mary Noel Pepys

Staff Participating

General Counsel & Secretary John DiPaolo

2. Public Comment

The Chair invited public comment. No member of the public offered comment.

The Committee entered closed session at 9:50 a.m. pursuant to Education Code Section 92032(b)(7).

3. Discussion of Contract of Chancellor & Dean

The Committee reviewed and discussed the proposed contract for the Chancellor & Dean.

Motion:

The Chair invited a motion to approve the proposed contract.

Motion moved and motion seconded. The motion carried.

The Committee returned to open session at 10:05 a.m.

4. Report on Any Actions Taken During Closed Session

The Chair reported that the Committee had approved the proposed contract.

5. Adjournment

The Chair adjourned the meeting at 10:10 a.m.

Respectfully submitted,

John K. DiPaolo, Secretary



Executive Committee Meeting

Minutes

Willkie Farr & Gallagher, One Front Street, San Francisco, CA
July 7, 2022

Participants and members of the public were able to join the meeting via the web link or dial-in numbers listed in the public notice of this meeting linked here:

<https://www.uchastings.edu/our-story/board-of-directors/board-meeting-notices-agendas-and-materials/>

1. Roll Call

The Chair called the meeting to order at 9:05 a.m., and the Secretary called the roll.

Committee Members Present

Director Simona Agnolucci, Chair
Director Chip Robertson, Vice Chair
Director Courtney Power
Director Albert Zecher

Other Directors Present

Director Shashi Deb
Director Andrew Houston
Director Mary Noel Pepys

Staff Participating

Chancellor & Dean David Faigman
General Counsel & Secretary John DiPaolo
Deputy General Counsel Laura Wilson Youngblood

2. Public Comment

The Chair invited public comment. No member of the public offered comment.

3. Name Change Update

Chair Agnolucci reported that the Consultation Committee had met with the Round Valley Indian Tribes and the Yuki Committee on June 17, June 28 and July 1 (principals only). The meetings have gone well. The Yuki representative has continued to advocate for naming the College Powe N'om. College representatives have discussed that proposal with the consulting partners, and they have also talked about alternatives, such as giving the library an Indigenous-language name as well as making a statement about

convocation, and about restorative justice measures. The Committee has also met with Jonathan Cordero of the Association of Ramaytush Ohlone. He expressed that giving a Yuki-language name to an institution on Ohlone ancestral lands would be offensive to the Ramaytush Ohlone. UCOP has expressed general support for a geographic name, and conversations with UCOP are ongoing.

The Committee entered closed session at 9:30 a.m. pursuant to Education Code Section 92032(b)(5).

4. Roll Call

The Chair called the closed session to order at 9:30 a.m., and the Secretary called the roll.

Committee Members Present

Director Simona Agnolucci, Chair
Director Chip Robertson, Vice Chair
Director Courtney Power
Director Albert Zecher

Other Directors Present

Director Shashi Deb
Director Andrew Houston
Director Mary Noel Pepys

Staff Participating

Chancellor & Dean David Faigman
General Counsel & Secretary John DiPaolo
Deputy General Counsel Laura Wilson Youngblood

5. Litigation Issues Related to Name Change

The Committee discussed with counsel potential litigation issues related to the name change.

The Committee returned to open session at 10:01 a.m.

6. Adjournment

The Chair adjourned the meeting at 10:01 a.m.

Respectfully submitted,

John K. DiPaolo, Secretary

UC Hastings Foundation Board
Nominees for Appointment by the Board of Directors

July 27, 2022

Nominee Bios



David C. Kiernan '01
Partner, Jones Day, San Francisco, CA

David Kiernan is an accomplished trial lawyer who litigates antitrust and unfair business practice cases, class actions, public nuisance, and climate change cases throughout the United States. He has represented clients across industries including tech, energy, health care, consumer brand manufacturing, digital advertising, and others and routinely counsels clients on antitrust and competition law issues.

David recently led the defense of Sutter Health, a hospital system in Northern California, in an antitrust class action alleging that Sutter engaged in unlawful tying and monopolization. After a month-long trial, the jury returned a unanimous defense verdict and rejected plaintiffs' claims for \$1.2 billion in post-trebled damages. He also serves as lead counsel for Marathon Petroleum in two antitrust class actions alleging that California refiners fixed prices; Google in an antitrust class action alleging that Google has unlawfully bundled its mapping products; American Banker's Association in an antitrust case alleging that ABA has engaged in monopolization; Procter & Gamble in a public nuisance action seeking to hold consumer brand manufacturers liable for marine plastic pollution; and CNX, a natural gas company, in climate change litigation.

David is Partner-in-Charge of the Firm's Northern California Region and head of litigation for the San Francisco Office. He also serves as the Firm's Global Client Affairs Partner. Outside of Jones Day, David served on the ABTL Board of Governors and as President of the Parent Advisory Board at St. Hilary School, where his two sons attend. Before Hastings, David earned a BA at Yale University in 1994.

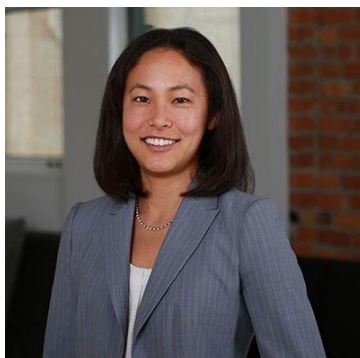


John Lien '02
Vice President, People for Nature's Bakery

John Lien currently serves as Vice President, People for Nature's Bakery, a fast-growing, better-for-you snacking business unit within Mars, Inc.

His outside employment and litigation law practice started with Heller Ehrman (San Diego) and culminated at Mayer Brown (Los Angeles), during which time he represented clients such as Medtronic, Foster Farms, and the FDIC. John then moved in-house as Senior Corporate Counsel for Pharmavite, the maker of national vitamin brand Nature Made. There he honed his business acumen as a partner to HR and senior leaders, before transitioning to HR Director, responsible for supporting employees in the Supply Chain and then Commercial functions.

John has been grateful for the meaningful opportunities and connections developed at Hastings. Since graduating, he has supported the College by serving two terms on the Board of Governors, co-chairing a class reunion, and helping graduates find careers.



Kelly Matayoshi '12
Partner, Farella Braun + Martel LLP, San Francisco, CA

Kelly Matayoshi is co-leader of Farella's Consumer Products Initiative. She represents a broad range of local and international companies to thoughtfully handle their complex litigation needs. In her business litigation practice, Kelly focuses on products liability, contract disputes, breach of fiduciary duty, and other business disputes. She has a deep understanding of the consumer products industry, having many clients in this space. Kelly is national coordinating counsel for a flexible gas tubing manufacturer, where Kelly handles every aspect of litigation, beginning with the notice letter that originates the case, through fact-gathering, working with experts, discovery, motion practice, negotiation, and settlement or trial.

Kelly also has extensive employment experience, effectively representing employers in state and federal court as well as numerous agencies on a range of causes of action including wrongful termination and class action wage and hour disputes. She has represented employers in the transportation and sales industries concerning issues arising under a variety of employment statutes and regulations such as exemptions, split shifts, meal and rest breaks, overtime, vacation, wage statements, deductions, and commissions.

Kelly is active in the legal community, and currently serves as Secretary for the Asian American Bar Association of the Greater Bay Area (AABA), Membership & Marketing Co-Chair for the American Bar Association Section of Litigation, Member of the San Francisco Superior Court's Elimination of Bias Committee, and Member of the Advisory Board for the UC Hastings Center for Litigation and Courts. Kelly is also a former President of the UC Hastings Alumni Association Board of Governors and President of the Barristers Club of the Bar Association of San Francisco. She has recently received the 2021 Outstanding Barristers Award from the Barristers and the 2021 Minority Bar Coalition Unity Award.



Philip R. Matthews '77
Partner, Duane Morris, San Francisco

Phil Matthews practices general civil litigation and insurance counseling and litigation with an emphasis on complex cases. He has represented clients in some of the largest trials and appeals in California, including *Shell Oil Co. vs. Accident and Casualty Co. of Winterthur* (Rocky Mountain Arsenal) and *In Re Coordinated Asbestos Litigation* (Manville, Fibreboard, Armstrong and GAF); and has been liaison and trial counsel in numerous complex cases such as *Flintkote v. American Mutual*, *Four Star Oil & Gas Co. vs. Allianz* (Texaco Environmental Coverage Litigation), *Texaco Refining & Marketing, Inc. vs. Fireman's Fund Insurance Co.* (Texaco Toxic Tort), *Exxon vs. Insurance Company of North America* (Environmental Coverage Litigation), and *Kaiser Aluminum and Chemical Corporation v. Certain Underwriters at Lloyd's, London*.

Mr. Matthews also has worked to resolve complex insurance-coverage disputes through mediation and as specialist settlement counsel, most notably having worked out a procedure to resolve, for a major group of insurers, one Fortune 50 corporation's 1,000+ coverage claims for pollution sites and thousands of toxic tort claimants before the filing of litigation. A decade later, other insurers are still litigating with the Fortune 50 company over these claims.

In addition, Mr. Matthews has counseled insurers and reinsurers concerning complex toxic torts and mass tort litigation, Medicare and other underlying legal issues, and he has coordinated amicus briefs and other initiatives to develop the law in those areas. His counseling work also includes a wide-range of subject matter, from asbestos, silica, and other hazardous materials, to tobacco and sexual abuse claims. He also has experience in bankruptcy law, asbestos bankruptcies, and corporate transactions.

Mr. Matthews has spoken at a number of forums regarding complex litigation, and has co-chaired Mealey's California Insurance Law Conference. He is listed in *Chambers USA: America's Leading Business Lawyers*, and has been named a Northern California Super Lawyer for a number of years. He is active in nonprofit and religious organizations, and has served on the board of Episcopal Charities of the Diocese of California, the UC Hastings Board of Governors, and Project Concern International. He is a member of the American Bar Association and the Bar Association of San Francisco. Mr. Matthews earned his undergraduate degree from George Washington University, and graduated from Hastings in 1977.

Alexa Smith '94

Director of Major Gifts, Legal Defense Fund, New York, New York

Alexa Smith is the Director of Major Gifts at the NAACP Legal Defense and Educational Fund, Inc. (LDF), America's premier legal organization fighting to achieve racial justice, equality, and an inclusive society. She previously served as an independent management consultant, where she advised hedge funds, technology companies, governmental bodies, arts organizations, and family offices on strategy, fundraising, planning, and organizational development. Prior to that, she was Managing Director and Head of Client Relations & Business Development at Dynamic Capital Management, LLC, an alternative investment firm. In that capacity, she managed all firm external relationships as well as client service to the firm's high net worth and institutional clients, including funds of funds, public and private pension funds, endowments, and foundations. Prior to that, she served as a corporate attorney at Willkie Farr & Gallagher LLP (New York and Paris offices), where she advised on corporate governance, global regulatory compliance, data licensing, and business transactions. She has served for over 20 years as a volunteer voter protection attorney securing the integrity of elections across the country.



Ms. Smith is a former member of the UC Hastings Law Alumni Association Board of Governors and a former Trustee of the CityParks Foundation in New York.

She holds a BA in Social Sciences/International Relations from UC Berkeley and an LLM from Harvard Law, where she was the Reginald F. Lewis Fellow. At UC Hastings Law, she was a member of the Hastings Law Journal.



Michael Wippler '91
Member, Dykema Gossett, LLP, Los Angeles

Michael is a business and real estate litigator and transactional attorney. His practice focuses on negotiating and drafting business and real estate agreements in the United States, Asia, Europe, Canada, and Latin America. As part of his practice, Michael supervises litigation alleging, among other things, breach of contract, fraud, and statutory violations. Michael represents various clients including contract manufacturers, medical device manufacturers, an automobile manufacturer, an international construction company, and a national real estate developer/property manager.

Michael has been with Dykema for nearly 18 years and is one of Dykema's top business generators. Michael has held various management and leadership posts at Dykema. Currently, he heads Dykema's lateral partner recruitment and integration. Previously, he served on Dykema's six-person Executive Board which managed and directed Dykema's strategic planning and operations. Prior to that, Michael managed Dykema's 60 person Los Angeles office.

Before joining Dykema, Michael spent seven years in-house as Vice President and General Counsel of American Home Loans where he managed and directed the legal and regulatory affairs of a national mortgage broker and banker with over 350 branches and approximately 5,000 employees.

Michael earned his BA from UCSD in 1986 and spent a year studying political science and economics at the University of Wales, Aberystwyth, Wales, United Kingdom. He received his JD from Hastings in 1991.

Michael has published several articles and has been quoted in several publications. During college and law school he served in the United States Naval Reserve.

Michael is married with two children.