



1111 Franklin Street  
Oakland, California 94607-5200  
Phone: (510) 987-9074  
Fax: (510) 987-9086  
<http://www.ucop.edu>

December 22, 2015

## EXECUTIVE VICE PRESIDENT – UC HEALTH

### Delegation of Authority - Execution of Documents Pertaining to the Clinical Enterprise

I delegate authority to you as Executive Vice President - UC Health to take actions pertaining to administration of the clinical enterprise for matters within the President's authority. Congruent with your responsibilities, the applicable paragraphs within the Standing Orders are as follows:

**Standing Order 100.4 (dd).** Except as otherwise specifically provided in the Bylaws and Standing Orders, the President is authorized to execute on behalf of the Corporation all contracts and other documents necessary in the exercise of the President's duties, including documents to solicit and accept pledges, gifts, and grants, except that specific authorization by resolution of the Board shall be required for documents which involve or which are:

1. Exceptions to approved University programs and policies or obligations on the part of the University to expenditures or costs for which there is no established fund source or which require the construction of facilities not previously approved.
5. Affiliation agreements with other institutions or hospitals involving direct financial obligations or commitments to programs not previously approved.
6. Agreements with associations composed of medical staff for collection of professional fees for services rendered to patients at University or affiliated teaching hospitals.

\* \* \*

\* \* \*

9. Agreements by which the University assumes liability for conduct of persons other than University officers, agents, employees, students, invitees, and guests. In circumstances where it is deemed necessary by the President, in consultation with the General Counsel, to indemnify non-University persons who have agreed at the University's request to serve as advisors on operational matters for conduct within the scope of their role as advisors, the President is authorized to provide for defense and indemnification. This restriction does not apply to agreements under which the University assumes responsibility for the condition of property in its custody.

**Standing Order 100.4 (ee).** Anything contained in subsection (dd) above to the contrary notwithstanding, the President is authorized to take all actions and to execute all documents necessary in the exercise of the President's duties when an emergency precludes prior submission to the Board, provided that in all such cases the President shall report such actions to the Board, through an appropriate Standing Committee, at its next regular meeting.

\* \* \*

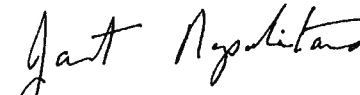
**Standing Order 100.4 (oo).** The President is authorized to administer University participation in corporations, companies, and partnerships, provided that such participations have been approved by the Board for University-related purposes, and to execute all documents in connection therewith on behalf of the University. The President shall be the custodian of all documents related to such participations. Action taken by you under this authority shall be consistent with all terms of any related action taken by The Regents, and shall be coordinated as necessary with the Provost and Executive Vice President – Academic Affairs and/or the Executive Vice President – Chief Operating Officer. Agreements must be executed in accordance with applicable University policies and procedures governing such agreements, and must be approved as to legal form by the General Counsel prior to execution unless previously approved by that office and issued without revision.

\* \* \*

**Standing Order 100.4(rr).** Notwithstanding any provision in the Bylaws or Standing Orders to the contrary, including, without limitation, paragraphs (dd)(3) (loans of Corporation funds), (dd)(5) (certain affiliation agreements), (dd)(6) (agreements for the collection of fees), (dd)(9) (assumption of liability), and (oo) (participations) of this Standing Order, the President is authorized

to approve and execute on behalf of the Corporation all contracts and documents relating to transactions that primarily arise from or serve the programs and services of UC Health or any of its components, as defined in Bylaw 12.7, where the transaction can reasonably be anticipated to commit or generate up to the lesser of (i) 1.5 percent of the relevant Medical Center's annual operating revenue for the previous fiscal year, or (ii) \$25 million. This approval authority may be exercised only with the review and approval of the Chair or Vice Chair of the Committee on Health Services, and does not extend to any transaction for a Medical Center that, when combined with other transactions approved by the President under this paragraph (rr) for that Medical Center during the fiscal year, would reasonably be anticipated to commit or generate more than the lesser of (i) 3 percent of the relevant Medical Center's annual operating revenue for the previous fiscal year, or (ii) \$50 million; nor to any transaction involving more than one Medical Center.

This Delegation of Authority replaces those dated December 5, 1997 (DA 2090, DA 2091, DA 2092, and DA 2211) from the President to the Vice President - Clinical Services Development or Senior Vice President – Health Sciences & Services.

  
Janet Napolitano  
President

cc: Division Leaders  
Chancellors  
Vice Chancellors, Health Sciences  
Medical Center Chief Executive Officers  
Universitywide Policy Office