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7 Secretary and Chief of Staff to The Regents of the
University of California
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9 **UNITED STATES DISTRICT COURT**
10 **NORTHERN DISTRICT OF CALIFORNIA**

11
12 Isaac Wolf,

13 Plaintiff,

14 v.

15 University Professional & Technical
Employees, Communications Workers of
16 America Local 9119; Anne Shaw, in her
official capacity as Secretary and Chief of
17 Staff to the Regents of the University of
California; Joshua Golka, in his official
18 capacity as Executive Director of the
California Public Employment Relations
19 Board; and Xavier Becerra, in his official
capacity as Attorney General of California,

20 Defendants.
21

Case No. 3:19-cv-02881-WHA

**REQUEST FOR JUDICIAL NOTICE IN
SUPPORT OF DEFENDANT ANNE
SHAW'S MOTION TO DISMISS
PLAINTIFF'S COMPLAINT**

Date: September 5, 2019
Time: 8:00 a.m.
Crtrm: 12, 19th Floor
Judge: The Hon. William Alsup

1 PLEASE TAKE NOTICE that, pursuant to Federal Rule of Evidence 201, Defendant
2 ANNE SHAW, in her official capacity as Secretary and Chief of Staff to The Regents of the
3 University of California (“Shaw”) hereby requests that the Court take judicial notice of the
4 following documents in support of her Motion to Dismiss Plaintiff’s Complaint:

5 Exhibit A: Bylaw 23 of the University of California Board of Regents (“University Bylaw
6 23”), accessible online at: <https://regents.universityofcalifornia.edu/governance/bylaws/bl23.html>.

7 Under Federal Rule of Evidence 201(b), the Court may take judicial notice of any matter
8 “not subject to reasonable dispute because it: (1) is generally known within the trial court’s
9 territorial jurisdiction; or (2) can be accurately and readily determined from sources whose
10 accuracy cannot reasonably be questioned.” Courts often take judicial notice of official acts
11 and/or records from government entities when they are directly related to the case at issue. *See*
12 *Tollis Inc. v. Cnty. of San Diego*, 505 F.3d 935, 938 (9th Cir. 2007) (taking judicial notice of a
13 municipal ordinance); *Barron v. Reich*, 13 F.3d 1370, 1377 (9th Cir. 1994) (taking judicial notice
14 of records and reports from administrative bodies); *see also Lee v. City of Los Angeles*, 250 F.3d
15 668, 689–690 (9th Cir. 2001) (holding court may properly take judicial notice of existence of
16 matters of public record).

17 The California Constitution establishes The Regents of the University of California (“the
18 University”) as a “public trust ... with full powers of organization and government.” Cal. Const.,
19 art. IX, § 9, subd. (a). Based on its unique constitutional status, the University has long been
20 recognized as a constitutionally created arm of the state. *Campbell v. The Regents of Univ. of*
21 *California*, 35 Cal. 4th 311, 320-321 (2005); *The Regents of Univ. of California v. City of Santa*
22 *Monica*, 77 Cal. App. 3d 130, 135 (1978) (“The Regents have been characterized as ‘a branch of
23 the state itself’ [citation] or ‘a statewide administrative agency’”); *Ishimatsu v. The Regents*, 266
24 Cal. App. 2d 854, 863-865 (1968) (the University is a statewide administrative agency with
25 powers derived from the California Constitution).

26 Thus, the University’s bylaws are a matter of public record, as well as a record of an
27 administrative body, and their accuracy cannot reasonably be questioned. These records are also
28 available online at <https://regents.universityofcalifornia.edu/governance/bylaws/>.

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For the foregoing reasons, Defendant respectfully requests that the Court take judicial notice of and consider Exhibit A, attached hereto, in its determination of moving Defendant’s Motion to Dismiss.

DATED: July 26, 2019

HANSON BRIDGETT LLP

By: /s/ Gilbert J. Tsai
GILBERT J. TSAI
WINSTON K. HU
Attorneys for Defendant
ANNE SHAW, in her official capacity as
Secretary and Chief of Staff to The Regents of the
University of California

EXHIBIT A



Board of Regents

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Bylaw 23. Officers of the Corporation

23.1 Designation.

The persons holding the following offices shall serve as Officers of the Corporation: the President of the Board; the Chair of the Board; the Vice Chair of the Board; and the following officials, who, collectively, shall be known as the Principal Officers of the Regents ("Principal Officers"): the Secretary and Chief of Staff, the General Counsel; the Chief Compliance and Audit Officer, and the Chief Investment Officer. Officers of the Corporation also shall include those persons who have been recommended by a Principal Officer of the Regents and approved by the Board ("Principal Officer Delegates").

23.2 Appointment and Qualifications.

(a) President of Board

The President of the Board is the Governor of the State of California, and serves in that Board position as President in an ex officio capacity.

(b) Chair and Vice Chair of Board

The Chair of the Board and Vice Chair of the Board shall be appointed to their respective positions by election of the Regents in accordance with procedures set forth in the charter of the Special Committee on Nominations. No Regent may serve consecutively in the position of Chair or in the position of Vice Chair for more than two terms. Terms shall commence on July 1 and shall continue for one year.

(c) Principal Officers

The Principal Officers each shall be appointed by the Board on the occurrence of a vacancy and shall continue in service at the pleasure of the Board. Each of the Principal Officers other than the Secretary and Chief of Staff, in addition to serving as Principal Officers, shall serve as Officers of the University. None of the Principal Officers shall be Regents.

Appointment (including temporary appointment or acting or interim stauts) of the General Counsel, the Chief Compliance and Audit Officer and the Chief Investment Officer, shall be voted by the Board upon joint recommendation of the Chair of the Board and the President of the University, following consultation with an appropriate Standing Committee or Subcommittee of the Board, as determined jointly by the Chair of the Board and the President, or with a special committee established for that purpose.

(d) Principal Officer Delegates

Principal Officer Delegates shall be appointed by the Board on recommendation by Principal Officers in their areas of responsibility.

23.3 Removal.

(a) President of the Board

The President of the Board shall remain in the position until the end of their term as Governor of the State of California.

Related Resources

[Back to Bylaws index](#)

(b) Chair and Vice Chair of Board

The Chair and Vice Chair of the Board may be removed from their respective positions as an officer of the Board only on the affirmative vote of a majority of the Regents then in office. Removal under this paragraph shall not affect the officer's continued service as a Regent.

(c) Principal Officers

Principal Officers may be removed from their positions as Principal Officers, and as Officers of the University, only on the affirmative vote of a majority of the Regents then in office.

Action to demote or dismiss the General Counsel shall be taken only upon recommendation of either the Chair of the Board or the President of the University. Action to demote or dismiss the Chief Compliance and Audit Officer shall be taken only upon recommendation of the Chair of the Board or the President of the University, in consultation with the Chair of the Compliance and Audit Committee. Action to demote or dismiss the Chief Investment Officer shall be taken only upon recommendation of the Chair of the Board or the President of the University, in consultation with the Chair of the Investments Committee.

(d) Principal Officer Delegates

Principal Officer Delegates may be removed from their positions at the discretion of the sponsoring Principal Officer or on the affirmative vote of a majority of the Regents present at a meeting of the Board.

23.4 Authority and Duties of Board Officers.

(a) Meetings

The Officers of the Board are authorized to preside at meetings of the Board, in the order of precedence prescribed in Bylaw 27.1(f).

(b) Executing Documents

Unless otherwise provided by Board action, the President of the Board, the Chair and the Vice Chair of the Board each is authorized to execute documents on behalf of the Corporation implementing programs and/or policies approved by the Board. All documents so executed by the President of the Board, the Chair of the Board, or the Vice Chair of the Board also must be executed or attested to by the Secretary and Chief of Staff in order to be effective.

(c) Spokesperson

The Chair of the Board, and in the Chair's absence, the Vice Chair of the Board, are authorized to speak on behalf of the Board, and, subject to the right of the Chair to delegate this authority; no other Regent or person may do so.

(d) Inability to Act

During any period that an officer of the Board is unable to perform the duties assigned under these bylaws, the next officer or member in order of precedence shall perform those duties. For these purposes, the order of precedence is as follows: President of the Board; Chair of the Board; Vice Chair of the Board; and the next most senior member of the Governance Committee, as determined by Regental appointment date.

23.5 Authority and Duties of Principal Officers.

(a) Secretary and Chief of Staff

The Secretary and Chief of Staff ("Secretary") serves as the primary liaison between and among the Regents and the Administration of the University, working directly with the

Board Chair and the President of the University, and with other senior leaders of the Board and University. In consultation with the Board and Committee Chairs and other leaders, the Secretary plans and executes the meetings of the Board and its Committees in compliance with law and policy. The Secretary is responsible for preparing the official notice and minutes of all Board and Committee meetings, and serves as custodian of the minutes and other official records of the Corporation, facilitates the orientation of new Regents, and administers the annual operating budget for the Board. Together with the General Counsel, the Secretary advises on the University's governing documents and other Regents Policies and procedures pertaining to the governance of the University, and provides substantive research, analysis and advice to the Board. The Secretary is the principal point of contact for communications between and among the Regents and parties outside the University. The Secretary is authorized to certify that actions have been taken by the Board and to certify the authority and identity of Officers of the Corporation; to use the corporate seal; and to execute documents effecting a conveyance of title to real property and a broad range of other documents necessary for the operation of the University in the name of the Corporation. The Secretary reports solely to the Board.

(b) General Counsel

The General Counsel serves as the Chief Legal Officer of the University, having general charge of all legal matters pertaining to the Corporation and to the University. The General Counsel represents the Regents in all legal, regulatory and administrative proceedings, attends all meetings of the Board and its committees, and has direct access to the Regents. The General Counsel functions as an independent authority providing advice and counsel to the Regents, to University leaders, and to the Academic Senate on legal and regulatory developments, and on the legal risks and opportunities facing the University. Together with the Secretary and Chief of Staff, the General Counsel advises on the University's governing documents and other Regents Policies and procedures pertaining to the governance of the University. The General Counsel oversees all attorneys employed or retained by the University to represent the Regents. Subject to the direction of the President of the University, the General Counsel oversees the delivery of legal services to University administrators. The General Counsel reports to the Board and to the President of the University. The General Counsel is expected to report to the Board any significant concerns regarding the Office of the President that could result in substantial financial, reputational or other harm to the University. With regard to audits and investigations of the Office of the President, the General Counsel reports solely and exclusively to the Board.

(c) Chief Compliance and Audit Officer

The Chief Compliance and Audit Officer serves as the chief University official having charge of developing and maintaining the University's corporate ethics, compliance and audit programs. The Chief Compliance and Audit Officer has direct access to the Regents and functions as an independent authority to review, audit and evaluate University compliance with law, regulation, policy and ethical principles. The Chief Compliance and Audit Officer is charged with providing regular reports to the Regents and University leadership regarding the outcome of such reviews. The Chief Compliance and Audit Officer is further charged with overseeing the design and

implementation of training and other programs to facilitate faculty and staff compliance with applicable law, regulation and policy. The Chief Compliance and Audit Officer is authorized to implement all steps necessary to achieve the objectives of effective and accountable ethics, compliance and audit programs. The Chief Compliance and Audit Officer reports to the Board and to the President of the University. The Chief Compliance and Audit Officer is expected to report to the Board any significant concerns regarding the Office of the President that could result in substantial financial, reputational or other harm to the University. With regard to audits and investigations of the Office of the President, the Chief Compliance and Audit Officer reports solely and exclusively to the Board.

(d) Chief Investment Officer

The Chief Investment Officer serves as the chief University official having charge of all investment matters pertaining to the Corporation and University. The Chief Investment Officer provides advice and counsel to the Regents, to Board leadership and to University leadership regarding investment policy and performance and has direct access to the Board. The Chief Investment Officer oversees the acquisition, management and disposition of all assets held for investment purposes, as directed by Regents Policy, the Board and/or the President of the University, and acts as the custodian of all investment assets belonging to University. Subject to the administrative oversight of the President of the University, the Chief Investment Officer provides investment services to the University and oversees all investment managers retained by the University to deliver such services. The Chief Investment Officer reports to the Board and to the President of the University. The Chief Investment Officer is expected to report to the Board any significant concerns regarding the Office of the President that could result in substantial financial, reputational or other harm to the University. With regard to audits and investigations of the Office of the President, the Chief Investment Officer reports solely and exclusively to the Board.

Not amended after May 16, 2019

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