

UC Law SF

## UC Law SF Scholarship Repository

---

2022 Board of Directors Agenda and Materials

Board of Directors Agenda and Materials

---

10-13-2022

### **Special Committee on Litigation Meeting - Open Session Packet 10/13/2022**

UC Hastings Board of Directors

Follow this and additional works at: [https://repository.uclawsf.edu/board\\_materials\\_2022](https://repository.uclawsf.edu/board_materials_2022)

---



## Special Committee on Litigation Minutes

University of California Hastings College of the Law  
September 9, 2022

333 Golden Gate Avenue, 501 Deb Colloquim Room, San Francisco, CA 94102. Participants and members of the public were also able to 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-notice-agendas-and-materials/>.

### 1. Roll Call

The Chair called the meeting to order at 12:36 p.m., and the Secretary called the roll.

#### Committee Members Present

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

#### Other Directors Present

Director Shashi Deb  
Director Andrew Giacomini  
Director Andrew Houston  
Director Claes Lewenhaupt  
Director Albert Zecher

#### Staff Participating

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

### 2. Public Comment

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

The Committee moved into closed session at 12:37 p.m. All attendees noted above took part.

3. Discussion of Potential Litigation Regarding Name of the College

Mr. DiPaolo informed the Committee that he had solicited advice on firms the College should consider to represent it in the event of litigation over a name change, and based on this he had invited proposals, using a standard Request for Proposals, from five firms: Myers Nave, Hanson Bridgett, Crowell Moring, Gibson Dunn and Munger Tolles. Director Giacomini informed the Committee that he was recusing himself from discussions regarding selection of a law firm to represent the College because he had a financial interest in the decision as his firm was under consideration. He then left the meeting. It was suggested that Mr. DiPaolo reach out to Tom Gede to see if he has suggestions, and Mr. DiPaolo said he would. Mr. DiPaolo said each firm that submitted a proposal would be interviewed the following week.

Mr. DiPaolo stated that he and Mr. Seward had discussed coverage with the College's insurance broker and with United Educators. There was no immediate agreement from UE that this would be covered, and UE will not give an opinion until a lawsuit is filed.

A member asked about the relevant statute of limitations, and Director Agnolucci said it would be four years for breach of contract.

The Committee discussed communications strategy related to the name change, and members emphasized that there would need to be a very proactive communications effort if litigation arose.

4. Adjournment

The Committee returned to open session at 1:38 p.m. The Chair reported that no actions were taken in the closed session and adjourned the meeting at 1:39 p.m.

Respectfully submitted,

---

John K. DiPaolo, Secretary



## Special Committee on Litigation Minutes

University of California Hastings College of the Law  
September 27, 2022

Willkie, Farr & Gallagher, 1 Front Street, San Francisco CA. Participants and members of the public were also able to 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 2:35pm, and the Secretary called the roll.

#### Committee Members Present

Director Courtney Power, Chair

Director Simona Agnolucci, Vice Chair

Director Andrew Giacomini

Director Chip Robertson

#### Staff Participating

Chancellor & Dean David Faigman

General Counsel & Secretary John DiPaolo

Assistant Chancellor & Dean/Chief of Staff to the Chancellor & Dean Jenny Kwon

Deputy General Counsel Laura Wilson-Youngblood

#### Others Participating

Matthew Kahn, Esq., Gibson, Dunn & Crutcher

Elizabeth McCloskey, Esq., Gibson, Dunn & Crutcher

### 2. Public Comment

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

The Committee moved into closed session at 12:37 p.m. All attendees noted above took part.

### 3. Discussion of Potential Litigation Regarding Name of the College

#### 3.1. Discussion with outside counsel

Mr. Kahn and Ms. McCloskey introduced themselves. Chair Power asked for a summary of legal work that they think should be done at this stage given the College's status as a public institution and its cost sensitivity. Mr. Kahn noted a

litigation hold should be issued and was informed the College had already issued one. He advised the College retain a public relations (PR) firm now through Gibson Dunn for privilege reasons. Dean Faigman expressed agreement that this was a high priority and asked about the process for hiring one. Mr. Kahn stated his firm had recommended four and suggested that the Gibson Dunn team confer further and present to the College the one they thought best. Ms. McCloskey said they would get budgets from two PR firms and recommend one. The Committee noted the importance of a PR firm with expertise on highly politicized matters and on public institutions.

Chair Power asked about substantive legal work to be done. Dean Faigman noted that there was no complaint filed yet. Mr. Kahn asked about timing for implementation of the name change, and Dean Faigman stated that the College only had been allocated \$885,000 so far for renaming matters, which was enough to rename the College digitally. The College plans to spend the fall preparing to implement, such as by contracting for the physical renaming and planning how to rename the journals. Mr. Kahn stated that the further the name change could be implemented before the plaintiffs filed for a preliminary injunction the better.

There was a general consensus that Gibson Dunn should review the strategy sections of the memos submitted by other firms, anonymized, that had been considered for this representation and reconvene with the College to give their further thoughts on the potential case.

Mr. Kahn and Ms. McCloskey left the meeting.

### 3.2. Committee discussion

Mr. DiPaolo stated the engagement letter had been shared with the College's insurance broker, Daniel Howell, of Alliant. The insurance policy is a select counsel policy. Alliant is communicating with United Educators (UE) to try to get them to support the Gibson Dunn cost in some way. The Committee and staff also discussed retaining coverage counsel. Participants discussed retaining coverage counsel soon to provide advice behind the scenes, with Mr. DiPaolo for now interacting directly with UE to avoid moving them to a more adversarial approach.

## 4. Adjournment

The Chair returned the Committee to open session at 3:39 p.m. The Chair announced that no actions had been taken in closed session and adjourned the meeting at 3:40 p.m.

Respectfully submitted,

---

John K. DiPaolo, Secretary