

**BYLAWS**  
**FOR THE GOVERNING BOARD OF THE**  
**UNIVERSITY OF CALIFORNIA**  
**REGIONAL DATA CENTERS**

As approved on XXX  
Last amended by the Board on XXX

ARTICLE I

PURPOSE

The purpose of the Regional Data Centers (RDC) Governing Board (Board) is to establish the key operating principles (Appendix I) to manage the UC Regional Data Center agreements and relationships, recommend approval of Memoranda of Understanding (MOU) between Campuses and SDSC, approve policies and procedures governing data center operations, and to resolve conflicts on behalf of University of CaliSystem. The Board is made up of individuals from participating institutions, but the Board represents the U.C. System and must carry out decision making for the System as a whole.

ARTICLE II

COMPOSITION

The RDC Board membership include one representatives from the UCOP, and each data center (e.g., SDSC, LBNL) and two representatives from UC campuses that currently use or plan to use the datacenter(s) within the coming six months. Non-participating campuses may have a non-voting member on the board. The UCOP representative is appointed by the UC CIO. The data center representatives are appointed by their respective directors. The campus representatives are appointed by the campus CIO.

ARTICLE III

MEMBERS

Qualifications: A voting member is an institution that is listed in Appendix II. A non-voting member is either a second representative of a participating university, or a representative from a campus that has not yet decided to use the RDC. Member qualifications are encouraged to span technical, research, fiscal and management staff to provide broad input to the Board.

Appointments: Appointments will be made by decision of the campuses utilizing or planning to utilize the RDC. Replacements and additions shall be by the individual decision of the participating campuses. The CIO of the participating institution must notify the chair of the Board of the institution's appointments in writing, electronic mail is acceptable, 7 days prior to the next Board meeting. Any voting member appointed by the institution must meet the qualifications stated above.

Oversight Committee: Should the Board ever need to be dissolved or becomes non-functioning, an Oversight Committee made up of the UCOP CIO and two representatives from each RDC (e.g., UCSD VC for Research and SDSC Director) may remove members of the Board, reconstitute the Board or dissolve the Board, as appropriate.

Voting Members:

The San Diego Supercomputer Center designee will be the chair of the Board with one vote until such time as there is another regional data center and then the chair will alternate annually between the RDCs. See Appendix II. Each campus has one and only one vote. Decisions requiring a vote will be decided by a simple majority. The voting members are listed in Appendix II. A quorum is 51% of the voting members.

In addition, if any other institution showing interest in but not yet committed to utilizing the RDC, that institution may send one non-voting members to participate in Board meetings.

#### ARTICLE IV

##### DUTIES

The Board is ultimately responsible for the maintenance and major decision-making of policies that govern the RDC. It is the responsibility of the Board to take a conscientious approach to decision making and find the balance between the needs of the individual campuses and the success of RDC as a whole, representing the U.C. System.

The Board is responsible for:

- The establishment and maintenance of key operating principles for the RDCs
- Approval of the Governing Board Bylaws
- Recommend Approval of the MOU between the participating campuses and the Data Centers
- Approval of policies and procedures governing the RDC
- Assuring a long-term commitment by all participating institutions
- Monitoring individual institutions so that those institutions are utilizing the shared space in the most efficient way possible
- Develop and implement Allocation Procedures that ensure effective and strategic use and allocation of the RDC resources. *Note: Up to 50% of the resource may be allocated by the RDC without involving the Governing Board in allocation decisions.*
- Develop policies for asset management and obsolescence.
- Develop strategies for economies-of-scale (software/hardware maintenance and procurement, standardization).
- Develop an arbitration model to address issues that arise.

These bylaws are subject to the rules and regulations of the Board of Regents of The University of California System and applicable state and federal laws.

## ARTICLE V

### POWERS

In many cases, the Board will come to consensus and no vote will be necessary. However, there may be times in which it is necessary to conduct a vote to finalize decisions. When a vote is necessary, each institution with a voting member of the Board will cast a single equal vote.

The Chair of the Governing Board is ultimately responsible for the ongoing success of the RDC. Because of this, the Chair is empowered to mediate conflicts and break deadlocks when consensus cannot be reached. When a deadlock occurs, the chair will be responsible for providing the tie-breaking vote.

Voting by proxy or substitutions:

It is acceptable to send a substitute for a voting Board member so long as the Board member or the institution president notifies the chair 7 days in advance of the next Board meeting and the voting Board member has the authority to bind the institution.

## ARTICLE VI

### MEETINGS

As the RDCs becomes operational, the Board will be updated on the progress toward full operations. The Board may also be called upon to make decisions about the direction of the implementation of the RDCs. Once the RDC is functional, it will be the responsibility of the Board to amend the Bylaws to reflect the appropriate changes to meeting frequency and topics, as well as any other changes necessary to RDC success.

Regular Meetings

The members of the Board will meet each fiscal quarter except by vote of the Board. The purpose of the quarterly meetings is, but not limited to:

- Update by each operational Data Center
  - Allocations and utilization (space and power)
  - Fiscal Updates
  - Changes (Operational, Procedural, Equipment comings/goings)
  - SLA Reporting

Special Meetings:

The chair has authority to call special Board meetings. These special meetings can be conducted by video conference or by phone. Voting via this form of communication is equally binding.

Meeting Minutes:

Minutes shall be taken and the previous meeting's minutes will be distributed at the beginning of every meeting.

Informal actions:

Discussion of best practices

Discussion of future trends

## ARTICLE VII AMENDMENTS

These by-laws may be amended by a majority vote at any regular meeting.

The bylaws shall be reviewed and amended at the meeting immediately subsequent to the date that each RDC becomes functional, and then reviewed no less than every two years subsequent to commencement of operation.

## APPENDIX I

As the Governing Board of the University Of California Regional Data Centers (RDC), we shall follow these guiding principles:

- Develop business and operating models for the RDC.
- Develop strategic plans for the RDC.
- Offer guidance to RDCs to provide services of commercial quality at below commercial rates.
- Represent U.C. System and make decisions based on what is best for the System as a whole rather than for individual institutions.
- Approach cooperation and collaboration in ways that do not add steps or create barriers as the institutions strive to achieve their missions and objectives.
- Make decisions and pursue initiatives where the value can be clearly demonstrated to the institutions.
- Create and share best practices among participating institutions.
- Operate in accordance with federal and state laws and Regental rules.
- Provide bylaws to promote and support these RDC guiding principles.
- Participate at national conferences to remain current on best practices and future trends pertaining to data center operational and management matters.

## Appendix II

Members of the Regional Data Centers Governing Board are:

- The University of California Office of the President
  - Designated by CIO (voting)
- The San Diego Supercomputer Center
  - Designated by SDSC Director (voting)
- The Lawrence Berkeley National Lab
  - Designated by LBNL Director (voting)
- The University of California, Los Angeles
  - Designated by CIO (voting)
  - Designated by CIO (non-voting)
- The University of California, San Barbara
  - Designated by CIO (voting)
  - Designated by CIO (non-voting)
- The University of California, San Diego
  - Designated by CIO (voting)
  - Designated by CIO (non-voting)
- The University of California, Santa Cruz
  - Designated by CIO (voting)
  - Designated by CIO (non-voting)
  
- The University of California, Berkeley
  - Designated by CIO (non-voting)
- The University of California, Davis
  - Designated by CIO (TBD)
- The University of California, Riverside
  - Designated by CIO (TBD)
- The University of California, Merced
  - Designated by CIO (TBD)
- The University of California, San Francisco
  - Designated by CIO (TBD)
- The University of California, Irvine
  - Designated by CIO (TBD)