

BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY OF HAWAII
(as of July 20, 2023)

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**BYLAWS OF THE BOARD OF REGENTS
UNIVERSITY OF HAWAI'I**

ARTICLE I. Definitions

As used in these Bylaws:

“Board” or “BOR” means the Board of Regents of the University;

“HRS” means the Hawai'i Revised Statutes, as may be amended from time to time;

“Meetings” shall not include rule-making hearings, declaratory rulings or contested cases under Chapter 91, HRS;

“Chairperson” means the chairperson of the board;

“President” means the President of the University;

“Secretary” means the Executive Administrator and Secretary of the Board; and

“University” means the University of Hawai'i system and its various campuses.

ARTICLE II. Membership and Organization

- A. Membership. The membership of the Board shall be as required by Chapter 304A-104, HRS. The members of the Board shall serve without pay, but shall be entitled to reimbursement for necessary expenses while attending meetings and while in the discharge of duties and responsibilities.

Notwithstanding the term of office, the term of a Board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive meetings duly noticed to all members of the Board. The Chairperson or acting Chairperson of the Board shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence.

- B. Officers, Organization. As required by Section 304A-104, HRS, the Officers of the Board shall consist of a Chairperson, up to two Vice-Chairpersons, and a Secretary (who shall be appointed by the Board and shall not be a member of the Board). The Chairperson and up to two Vice-Chairpersons shall be elected at its first meeting after June 30 of the next year or thereafter until their successors are elected and have qualified and whose election shall be immediately certified by the Board to the Lieutenant Governor. The President shall act as the chief executive officer of the Board.
1. Term. The term of the office of Chairperson and up to two Vice-Chairpersons shall be for one year. A Chairperson may serve more than one term, but not more than two consecutive terms.

2. **Nomination.** To promote interest in board leadership positions, each June the Chairperson shall appoint two regents (the “polling regents”) who do not aspire to the position of chair or vice chair in the upcoming fiscal year, at least one of whom will remain on the Board in the upcoming fiscal year, to poll the remaining regents, including any persons confirmed by the Hawai’i State Senate for a board seat but not yet sworn in, to determine (a) their interest in being chair or a vice chair in the upcoming fiscal year, and (b) whom they would like to see in any position in the upcoming fiscal year for which they are not interested. The polling regents shall, after they conduct their polling, discuss results with the board secretary who shall ensure at least one candidate exists for each position. At the meeting at which the elections are held, the respective polling regents may nominate for chair and vice chair(s) those who in their respective polling group had the support of a majority of those who would be regents in the upcoming year; if no regent appeared to have the support of a majority, then the polling regents shall nominate those regents who in their respective polling had more than nominal support. In addition, the board secretary must call for other nominations from the floor.
3. **Vote.** Votes for the Chairperson and up to two Vice-Chairpersons of the Board shall be by ballot if more than one person is nominated for an office.
4. **Succession.** In the event of a vacancy in the office of the Chairperson, the First Vice-Chairperson shall succeed as Chairperson for the unexpired term. If at that time there is a vacancy in the office of the First Vice-Chairperson, the Second Vice-Chairperson shall succeed as Chairperson for the unexpired term. If at that time there is also a vacancy of the office of the Second Vice-Chairperson, the Secretary shall succeed as Chairperson for the sole purpose of conducting an election as soon as possible for a new Chairperson to serve for the unexpired term.

C. **Duties of Officers.**

1. **Chairperson.** The Chairperson, in addition to presiding at all regular and special Board meetings, shall:
 - a. Appoint the chairperson and members of the standing committees and any other committees, except as provided under Section 304A-321, HRS.
 - b. Acknowledge communications, petitions, requests, and proposals on behalf of the Board and, except in emergencies, refer same to the President or Secretary or an appropriate Committee of the Board for action or recommendation so as not to detract from the Board’s governance and fiduciary responsibilities.
 - c. Maintain liaison with the President to see that there is an effective working relationship between the University administration and the Board.
 - d. Approve all press releases and public statements made by the Board.

- e. Approve agenda items for any regular or special meeting of the Board.
 - f. Coordinate the efforts of the Board's standing committees to strengthen the roles and functions of same.
2. Vice-Chairperson(s). The First Vice-Chairperson will assume the duties and responsibilities of the Chairperson in the absence of the Chairperson and will undertake such other duties as may be assigned by the Chairperson. If there is a second Vice-Chairperson, he/she will assume the duties and responsibilities of the First Vice-Chairperson in the absence of the First-Vice Chairperson and will undertake such other duties as may be assigned by the Chairperson or First Vice-Chairperson.
3. Secretary. The Secretary shall serve under the direction of the Board through the Chairperson and shall provide the necessary administrative support services to the Board. The Secretary shall:
- a. Prepare and distribute the agenda for each of the regular and special Board and standing and other committee meetings.
 - b. Schedule regular and special Board meeting dates in consultation with the Chairperson.
 - c. Record and prepare minutes and reports for each of the regular and special Board and standing and other committee meetings.
 - d. Be responsible for securing information from the University administration.
 - e. Acknowledge and answer routine correspondence directed to the Chairperson and/or Board.
 - f. Serve as liaison between the University administrative staff and the Board.
 - g. Review policy proposals submitted by the University administration.
 - h. Maintain a calendar of the Board's unfinished business.
 - i. Conduct research and analysis of policies relating to the governance of the University by the Board.
 - j. Review rules and regulations affecting the University in accordance with the Hawai'i Administrative Procedures Act.
 - k. Maintain, collect, and preserve the official records of the Board.
 - l. Collate and index policies which are adopted by the Board.
 - m. Serve as "Records Officer" under the State archives program.

- n. Serve as “Certifying Officer” of official University documents.
- o. Perform additional duties as assigned by the Chairperson and the various standing and other committee chairpersons.

D. Standing Committees of the Board.

1. Establishment of Standing Committees. To facilitate consideration of policy matters that must be approved by the Board and to facilitate the exercise of the Board’s oversight responsibilities, five standing committees are established. Authority to act on all matters is reserved for the Board, and the functions of each standing committee shall be to consider and make recommendations to the Board pursuant to these guidelines:

- a. All committees work with the university administration to recommend strategic goals, objectives, and metrics for activities relevant to their committee’s purview.
- b. All committees annually review progress against the university’s strategic goals and objectives relevant to their committee’s purview.
- c. All committees annually review their committee charters as set forth in these bylaws and recommend additions, deletions, or other amendments as appropriate.
- d. All committees the regent policies relevant to their committee’s purview every three years and recommend amendments as appropriate.
- e. All committees review and recommend requests for exemptions to policies relevant to their committee’s purview.

2. Standing Committees. The following are the standing committees of the Board and their functions:

- a. Committee on Student Success: This committee is responsible for recommending policy and exercising oversight over the academic mission, goals, and programs of the University, student success and welfare, including intercollegiate athletes, and the university’s research enterprise.

This committee is also the liaison between the board and the following affiliated organizations:

- All Campus Council of Faculty Senate Chairs
- Career and Technical Education Advisory Council
- P-20 Council
- University of Hawai’i Student Caucus

Specific additional duties include:

- (1) Review the academic mission and strategic direction of the system and its major units.
 - (2) Periodically review the extent to which programs support the mission and strategic direction of the University.
 - (3) Monitor the quality and effectiveness of educational programs.
 - (4) Review annually and advise the board of any irregularities concerning:
 - (a) the health, safety and academic progress of student-athletes;
 - (b) compliance with NCAA and conference requirements;
 - (c) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee.
 - (5) Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University.
 - (6) Review and make recommendations on proposals to establish or to terminate Organized Research Units and research centers.
- b. Committee on Institutional Success. This committee is responsible for recommending policy and exercising oversight over (a) the preparation and execution of the university's capital and operating budgets, (b) the development and management of its facilities including land use master plans for each campus, (c) the use of university lands, (d) personnel policies and practices and (e) endowment funds and other financial assets of the University.

This committee is also the liaison between the board and the following affiliated organizations:

- Council of Staff Council Chairs
- Research Corporation of the University of Hawai'i
- University Health Partners
- University of Hawai'i Foundation

Specific additional duties include:

- (1) Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board.

- c. Committee on Independent Audit. This committee, which shall have the same membership as the Committee on Institutional Success, is responsible for exercising oversight over the university's external auditors and the university's office of internal audit as set forth in Chapter 304A-321, Hawaii Revised Statutes.

Specific additional duties include:

- (1) Advise the Board regarding the Board's responsibilities to oversee:
 - (a) the quality and integrity of the University's compliance with legal, regulatory and policy requirements, financial reporting and financial statements, and internal controls related to risks;
 - (b) the function, disclosures, and performance of the University's compliance, internal control, and risk management systems regarding ethics and compliance, risk, finance, and accounting, and the adequacy of such systems; and
 - (c) the independent certified public accountant's qualification, independence and performance, as well as performance of the internal audit function.
 - (2) Review the annual internal audit plan and the extent to which it addresses high risk areas.
 - (3) Review the annual report of the internal audit department and discuss significant issues of internal controls with the Internal Auditor and management.
 - (4) Discuss the planned scope of the annual independent audit with the independent certified public accountants and review the results of the audit with the independent certified public accountants and management.
 - (5) Receive and review the annual certified financial reports with the independent certified public accountants and management.
 - (6) Recommend to the Board the certified public accountants to serve as the independent auditor, and their fees.
 - (7) Revise the scope of the annual audit, and approve any services other than audit and audit related services provided by the certified public accountants.
- d. Committee on Kuleana. This committee is responsible for recommending policy and exercising oversight over the mission goals, and programs of the university that promote the university's role in fulfilling kuleana to

Native Hawaiians and to Hawai'i including (a) the reconciliation of injustices, (b) the university's and its research enterprise's contribution to a robust Hawai'i economy, (c) the achievement of the university's strategic imperatives and (d) the achievement of the university's stewardship objectives for Maunakea.

This committee is also the liaison between the board and the following affiliated organizations:

- Maunakea Management Board
- Pūko'a Council

- e. Committee on Governance. This committee has the central responsibility of ensuring that board members are prepared to exercise their fiduciary duties and is the key means by which board members receive a comprehensive orientation to higher education, to their institution, and to the principles of highly effective trusteeship. The board looks to this committee to help it ask and answer the right governance questions.

Specific duties include, but are not limited to:

- (1) Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.
- (2) Ensure board education and board member development is provided for board members.
- (3) Provide recommendations to the board regarding best practices for board effectiveness.

3. Appointment of Committee Members. The chairperson and voting members of each standing committee shall be appointed by the Chairperson and shall serve for one year or until the appointment of their successors. The Chairperson shall be an ex officio, voting member of all standing committees, provided that the Chairperson shall only vote in committees to break a tie or when the presence of the Chairperson is needed to comprise or maintain a quorum. All board members who are not voting members of a committee or committees shall be ex officio, nonvoting members of such committees. The President, as chief executive officer of the University, shall assign a member of the University administrative staff to each standing committee who shall be the administrative liaison with the chairperson of the committee.

The Committee on Student Success shall include Regents from the four major islands.

4. Meetings. Each standing committee shall schedule meetings as appropriate. The Committee on Student Success meetings shall be held on each of the islands with community college campuses, to the extent practicable.

5. Referrals to Committees. Each standing committee shall consider all matters referred to it by the Chairperson and shall make appropriate recommendations within a reasonable time to the Board.
6. Progress Reports. Each standing committee shall make progress reports to the Board periodically or when requested by the Chairperson.
7. Task Groups. Task groups may be established by the Chairperson upon authorization by the Board, and with such powers and duties as determined by the Board. The tenure of a specific task group shall expire at the completion of its assigned task.

E. New Board Member Orientation

New Board members shall be scheduled to receive an orientation within one month of the beginning of their term. The orientation shall include, among other things, an overview of the University system, BOR responsibilities, accreditation standards for Board governance, and BOR policies and practices. New Board members shall also be provided with a Reference Guide covering these and other topics.

ARTICLE III. Advisory Committees and Consultants

- A. Creation. The Board may create an advisory committee, as necessary, which shall serve as advisory to the Board. The committee membership shall be appointed by the Chairperson, subject to approval by the Board. The tenure of the advisory committee shall expire at the completion of the assigned task.
- B. Consultant Services. The Board may engage the services of consultants as it deems necessary.

ARTICLE IV. Meetings

- A. Number and Place of Meetings. The Board shall meet not less than ten times annually (July 1, thru June 30) and may from time to time meet in each of the counties of Honolulu, Hawai'i, Maui, and Kaua'i. The Board shall at each meeting set the time and place for its next regular meeting.
- B. Special Meetings. Special meetings may be called by:
 1. The Chairperson;
 2. The Secretary, upon request by a majority of the members of the Board; or
 3. Any Board member, with the consent of the Chairperson.
- C. Call for Committee Meetings. Standing committee meetings shall be called by the Secretary in consultation with the committee chairperson. In the event of a joint meeting, the Chairperson shall designate the presiding committee chairperson.

- D. Public Notice of Meetings. All meetings of and public appearances before the Board and its standing committees shall comply with Chapter 92, HRS, and shall be as set forth in the Rules of Practice and Procedures of the Board of Regents (Hawai'i Administrative Rules, Title 20, Subtitle 1, Chapter 1.1).

ARTICLE V. Quorum

A majority of all voting members to which the Board is entitled shall constitute a quorum. For purposes of standing committees, the Chairperson shall only be counted in determining quorum to constitute a majority.

ARTICLE VI. Voting

Voting by the Board and its standing committees shall be as set forth in the Rules of Practice and Procedures of the Board of Regents (Hawai'i Administrative Rules, Title 20, Subtitle 1, Chapter 1.1).

ARTICLE VII. Legal Counsel

- A. The University General Counsel. The University General Counsel shall be designated as legal counsel for the Board. The University General Counsel or the University General Counsel's representative(s), in the capacity of legal counsel for the Board, shall be present at all regular and special meetings and certain standing committee meetings of the Board.
- B. Requests for Written Legal Opinions. Requests for any written legal opinion of the University General Counsel shall be made by the Chairperson or designee with the full knowledge of the Board. Whenever a legal opinion is rendered by the University General Counsel, such opinion shall be in writing and along with a copy of the written request for such opinion, distributed immediately to all Board members.
- C. Conflicts. By policy and organizational structure, the University General Counsel serves the Board as well as the University administration. Understandably, there may be occasions when it becomes necessary to avoid a perception of conflict, or actual conflict, or to obtain specialized legal expertise. At such times, the Board may exercise its discretion in securing the services of independent legal counsel through the Secretary.

ARTICLE VIII. Robert's Rules of Order

Meetings shall be conducted in accordance with the current edition of Robert's Rules of Order insofar as they are applicable and not inconsistent with these bylaws, or applicable statutes or rules.

ARTICLE IX. Amendments

These bylaws may be amended only by two-thirds (2/3) vote of all the members to which the Board is entitled. Any proposed amendment to the bylaws shall be submitted in writing for consideration and vote by the members at a Board meeting.

ARTICLE X. Conflicts of Interest

- A. **Standard of Conduct.** Members of the Board shall comply with the provisions of these bylaws and are subject to the standards of conduct and financial interest disclosure requirements of Chapter 84, HRS (State Ethics Code) and must act in accordance with Chapter 84, HRS.
- B. **Fiduciary Responsibility.** Members of the Board serve a public interest role and thus have a clear obligation to conduct all affairs of the University in a manner consistent with this concept. Members of the Board are expected to place the welfare of the University above personal interests, the interests of family members, or others who may be personally involved in affairs affecting the University. All decisions of the Board shall be made solely on the basis of a desire to promote the best interests of the University and the public good.
- C. **Disclosures.** In the event the Board must consider any matter for the University which also directly involves:
 - 1. a regent or a member of the regent's family (which shall be a spouse, parents, siblings and their spouses, children and their spouses, and any household member);
 - 2. a public or private organization with which a regent is affiliated, as defined below; or
 - 3. a regent's personal financial interest as defined under Chapter 84, HRS;

Any affected regent, at the first knowledge of the matter, shall fully disclose, as noted below, the precise nature of the interest or involvement.

For purposes of this article, an affiliation exists if a regent or a member of the regent's family is an owner (which shall be defined as: (1) an ownership interest valued at more than \$5,000; or (2) 10% or more ownership of the business), officer, director, trustee, partner, employee (which shall also include legal counsel, consultant, contractor, advisor, or representative) or agent of such organization.

All disclosures required under this article must be directed in writing to the Secretary who, together with the University General Counsel, shall be responsible for the administration of this bylaw.

Matters covered under this article shall be reported initially to the Chairperson for appropriate action. Should the Chairperson be the regent with a potential conflict, the matter shall be reported to the Vice-Chairperson. Should both the Chairperson and the Vice-Chairperson have a potential conflict, the matter shall be reported to

the chairperson of a Board standing committee in the order as listed in Article II, Section D of the bylaws of the Board.

Information disclosed to the Secretary shall be held in confidence to the extent authorized by law.

This disclosure requirement shall not apply to any regent who declares a conflict of interest and recuses himself/herself from consideration of the matter before the Board.

- D. **Determination of Conflicts.** Questions concerning possible conflicts of interest shall be directed to the Secretary. Board shall resolve the questions by majority vote at a Board meeting in compliance with Chapter 92, HRS. Where any matter covered by Chapter 84, HRS, is involved, the potential conflict shall be referred to the State Ethics Commission for disposition. Questions of potential conflict not covered by Chapter 84, HRS, may be referred to the University General Counsel for a legal opinion, except that questions of conflict under Section 78-4, HRS, shall be referred to the University General Counsel for a legal opinion.

Restraint on Participation. A member of the Board who has declared a conflict of interest and recused himself/herself or who has been found to have a conflict of interest in any matter before the Board shall refrain from participating in the consideration of the proposed matter. The regent may not vote on such matters before the Board and may not be present during the Board's deliberation and at the time of vote.

- E. **Sanctions and Remedies.** Any Board action favorable to a regent obtained in violation of this bylaw is voidable on behalf of the Board; provided that in any proceeding to void a Board action pursuant to this bylaw, the interests of third parties who may be damaged thereby shall be taken into account. Any proceeding to void a Board action shall be initiated within sixty (60) days after the determination of a violation under this bylaw. The Board may pursue all legal and equitable remedies and/or sanctions through the University's legal counsel. Any Board action imposing a remedy or sanction under this section must be initiated within one year after the action of the Board that is affected by a violation.