Notice of Meeting

UNIVERSITY OF HAWAI'I
BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE

Members: Regents Tagorda (Chair), Acopan (Vice-Chair), Acoba, McEnerney, and Wilson

Date: Thursday, November 7, 2019
Time: 9:00 a.m.
Place: University of Hawai‘i at Hilo
‘Imiloa Astronomy Center of Hawai‘i
Moanahoku Exhibit Hall
600 ‘Imiloa Place
Hilo, Hawai‘i 96720

AGENDA

I. Call Meeting to Order

II. Approval of Minutes of the October 3, 2019 Meeting

III. Public Comment Period for Agenda Items: All written testimony on agenda items received after posting of this agenda and up to 24 hours in advance of the meeting will be distributed to the board. Late testimony on agenda items will be distributed to the board within 24 hours of receipt. Written testimony may be submitted via US mail, email at bor.testimony@hawaii.edu, or facsimile at 956-5156. Individuals submitting written testimony are not automatically signed up for oral testimony. Registration for oral testimony on agenda items will be provided at the meeting location 15 minutes prior to the meeting and closed once the meeting begins. Oral testimony is limited to three (3) minutes. All written testimony submitted are public documents. Therefore, any testimony that is submitted verbally or in writing, electronically or in person, for use in the public meeting process is public information.

IV. Agenda Items

A. Information on Special Adjustments in Executive and Managerial Annual Compensation Program


C. Board of Regents Committee Structure Update

V. Adjournment

For disability accommodations, contact the Board Office at 956-8213 or bor@hawaii.edu. Advance notice requested five (5) days in advance of the meeting.
MINUTES

BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING

OCTOBER 3, 2019

I. CALL TO ORDER

Committee Chair Michelle Tagorda called the meeting to order at 10:15 a.m. on Thursday, October 3, 2019, at the University of Hawai‘i at Mānoa, Information Technology Building, 1st Floor Conference Room 105A/B, 2520 Correa Road, Honolulu, Hawai‘i 96822.

Committee members in attendance: Committee Chair Michelle Tagorda; Committee Vice-Chair Kelli Acopan; Regent Simeon Acoba; Regent Michael McEnerney; Regent Ernest Wilson Jr.

Others in attendance: Regent Eugene Bal; Regent Wayne Higaki; Regent Randy Moore; Regent Robert Westerman (ex officio committee members); Vice President (VP) for Administration Jan Gouveia; Interim Vice President for Community Colleges Erika Lacro; Vice President for Legal Affairs/University General Counsel Carrie Okinaga; Vice President for Research and Innovation Vassilis Syrmos; Vice President for Budget and Finance/Chief Financial Officer Kalbert Young; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Kendra Oishi; and others as noted.

II. APPROVAL OF MINUTES OF THE AUGUST 22, 2019 MEETING

Regent Acopan moved to approve the minutes of the August 22, 2019, seconded by Regent Wilson, and the motion carried unanimously.

III. PUBLIC COMMENT PERIOD

Board Secretary Oishi announced that the Board Office did not receive any written testimony and that no one signed up to deliver oral testimony.

IV. AGENDA ITEMS

A. Committee Goals and Objectives

Chair Tagorda stated that the bylaws had been distributed for the committee to review and that they would need to evaluate and discuss board effectiveness. She asked the committee for suggestions on topics for the committee to consider this year.

Regent Sullivan arrived at 10:18 a.m.

Regent Acoba suggested formalizing the board election procedure. He explained that there are many alternatives and that he preferred an open nomination and voting process.
Regent Acoba recalled a program where bylaws were reviewed on a regular basis and was unsure if that was a continuing policy. Regent Moore added that administration proposed and the board agreed to review policies on three-year cycle and that it would be good for the committee to continue to do that work. Regent Moore noted that the second item in the bylaws should remove “statutes” because there are no board statutes. However, he suggested the addition of a review of administrative rules and that each committee should review its functions in the bylaws.

Regent Wilson noted the importance of ensuring that board education and board member development is provided and that there is a need for a richer program, particularly for new regents. He suggested a more structured orientation process to help new members onboard more expeditiously.

Regent Sullivan suggested reviewing and understanding the board’s position on Senate Resolution 149 (2019) and Regents Policy (RP) 9.214 relating to practices with regard to faculty classifications, research classifications, and instructional equivalencies. She suggested that a briefing be provided as to whether the policies are sound and thought the work belonged at the committee level rather than the full board. VP Young noted that VP Straney was the point person for this effort.

Regent Acoba suggested that the committee look at guidelines for permitted interaction groups. He expressed that the statute is very broad and felt it would be good to have guidelines for when and how to use these groups should be formed. He also suggested that there be guidelines on resolutions adopted by the board and how they are initiated and formulated.

Chair Tagorda noted that she would work with committee Vice-Chair Acopan on planning committee activities for the year.

B. Recommend Board Approval of Delegation of Authority to the President to Indemnify, Defend, and Hold Harmless a County Agency, its Officers, Agents, and Employees, Pursuant to Section 46-71.5, Hawaii Revised Statutes (HRS), and Other Revisions to Regent Policy (RP) 8.201, Contracts and Official Documents

VP Gouveia sought approval from the board on delegation of authority regarding the indemnification of the use of county facilities, which are used frequently by the university. She explained that in the mid-2000s, a law was passed allowing the state to indemnify county agencies for numerous reasons. She added that the process is lengthy one, requiring as many as seven signatures from the university level to the Governor, and that 50-60 of these are processed each year. This past session, a separate statutory provision was established to authorize the Board of Regents to indemnify and also authorized the board to delegate the authority to the President. VP Gouveia requested delegating this authority to the President to sign on indemnification memos. VP Gouveia also described related proposed minor amendments to RP 8.201.

Discussion was held on the statutory exceptions and where they could be found in the HRS, and whether the counties ever used university facilities. The use of University
facilities by third parties requires indemnification and insurance. VP Okinaga clarified that all of the delegations in the policy could be further delegated, except for execution of the county indemnifications, which lies with the President.

Regent McEnerney moved for approval, Regent Wilson seconded, and with all voting in favor, the motion carried.

C. Executive and Managerial (EM) Compensation Update

VP Gouveia opened by explaining that the administration provides an update on EM evaluations and salary adjustments to the board approximately once a year, typically at a personnel committee meeting. She explained that funds are made available by the legislature to make adjustments to EM salaries, and board policy requires the President to explain the methodology used to calculate such adjustments. She clarified that board policy authorizes the president to make salary adjustments for all EMs, except those EMs who report directly to the Board (i.e., President, Executive Administrator and Secretary of the Board, and Director of Internal Audit); the board is not required to approve either the methodology or the adjustments themselves. Instead, board policy only requires the President to explain to the Board the methodology he will use to made salary adjustments. However, board input and feedback was welcomed.

VP Young explained that collective bargaining Unit 7 (UHPA) is currently in the second half of a four-year contract and the legislature appropriated funds for the contract beginning in 2017 for Unit 7 employees and their excluded counterparts. EMs at UH are associated to Unit 7 for appropriation purposes. Since 2017, the state budget has included the appropriation for annual scheduled increases for Unit 7 and the amounts for EM adjustments. The amount available for EM adjustments are aggregated but allocated based on review of performance. He added that VP Gouveia would be describing the methodology and that it would be applied only to the extent that funding is available.

VP Gouveia reviewed the materials provided and described the summary of the personnel categories, the current salary schedules and ranges for EMs, the performance evaluation process and rating schedule, and the proposed methodology for performance-related adjustments. In summary, all EMs are evaluated and rated with one of the following: Does Not Meet Expectations; Meets Expectations; Exceeds Expectations; and Exceptional. Based on these ratings, the President proposed adjusting salaries of EMs using the following methodology:

- **Adjustment to Base Salary**
  - Does Not Meet: No adjustment
  - Meets: Increase of $1,800 to annual salary
  - Exceeds: Increase of $1,800 to annual salary + 1% of annual base salary
  - Exceptional: Increase of $1,800 to annual salary + 1.5% of annual base salary

- **One-Time Payout**
  - Exceeds: One-time merit of 1% of annual base salary
  - Exceptional: One-time merit of 1.5% of annual base salary
Regent McEnerney asked how many of the over 200 EMs were placed in each of the performance categories and whether there were obvious trends. VP Gouveia replied that she did not identify any trends but noted that it is always a challenge to ensure that consistent evaluation standards are applied because there is always a range between harsh and lenient graders. However, efforts have been made to make the standards clear.

It was clarified that the one-time merit-based payments do not increase the employee’s base salary. It was also clarified that VPs are eligible for the increases under this framework.

Regent Tagorda inquired about how the special adjustments were being done and how much was involved. VP Gouveia responded that she did not know the exact number of individuals receiving special adjustment but that there would only be a small number, less than ten, whose salary adjustments are not based exclusively on performance ratings; in addition to the ratings, the President will be making special adjustments to the salaries of a small number of EMs for equity, retention, new duties assigned and/or job growth due to changes over time.

VP Young added that the appropriated budget provides approximately $1.1 million for EM adjustments, although the total actual adjustments are less than the budgeted amount.

Regent Bal commented that the Research Corporation of the University of Hawaii (RCUH) recently went through a similar process and the RCUH board approved a salary increase for RCUH employees. He also referenced the Society of Human Resources Management and Hawai’i Employees Council projection of private sector adjustments at 3%. HSTA’s multi-year agreement averaged 3.4%. The university appears in line with other organizations.

Regent Acoba asked if there was a surplus each year and if so, where does the extra money go. VP Young answered by saying that the University does not actually get enough general funds to cover all the employees that use general funds and that administration makes sure to not award more than is appropriated and available, but also that awards are made relevant to UHPA where balances can fund UHPA collective bargaining.

Chair Tagorda announced that in a few weeks all EM salaries will be posted for information. VP Gouveia noted that the salaries will take effect November 1st and will be posted with the October board meeting agenda.

D. Board of Regents Committee Structure

Chair Tagorda led a discussion on committee structure, a continuation of previous discussions. Questions that need to be answered are, how does board evaluate itself and committee structure. She stated that AGB had recommendations for restructuring that could provide helpful and asked the committee to identify an impetus for change,
particularly considering the decrease in number of regents measured against the board's effectiveness.

Regent McEnerney asked if the Chair was going to prepare steps that need to be taken before reporting back in February, noting that the committee he chairs, the Independent Audit Committee, was a statutory committee that cannot be combined or changed. Regent Tagorda suggested that committees should have discussions built-in to their agendas and questioned the information needed to make a decision with regard to committee structure and gathering recommendations from committees.

Regent Higaki stated that they should be clear on the intent of the Board Chair with regard to his thoughts on the committee structure, which was likely focused on the workload of the reduced number of regents. He observed that individual regents did not seem concerned about the workload if committees were kept in the current structure.

Regent Wilson asked that the information that Chair Tagorda found from AGB be shared. Chair Tagorda stated that February would be a good timeline for committees to report back on workload and how we go forward.

Regent Westerman asked if there were any specific questions Chair Tagorda wanted each committee to answer. Chair Tagorda answered that all committees, other than Independent Audit, should look to create a structure to assess inefficiencies and effectiveness.

Regent Moore noted that for the Planning and Facilities Committee, he reviewed board policies, bylaws, and the committee’s accomplishments over the last five years. He suggested that there be a review of the bylaws and policies to identify board responsibilities and the committee jurisdiction. He also suspected that non-conformance and non-alignment exists.

Chair Tagorda noted that she would have a discussion with the Board Secretary on how to undertake this task and have a discussion on policies and bylaws.

V. ADJOURNMENT

There being no further business, Regent Acopan moved to adjourn, and Regent Wilson seconded, and with unanimous approval, the meeting was adjourned at 11:28 a.m.

Respectfully Submitted,

Kendra Oishi
Executive Administrator and Secretary of the Board of Regents
Item IV.A.

Information on Special Adjustments in Executive and Managerial Annual Compensation Program
MEMORANDUM

November 6, 2019

TO: BENJAMIN KUDO
   Chairperson, Board of Regents

VIA: DAVID LASSNER
     President

VIA: CARRIE OKINAGA
     Vice President for Legal Affairs/University General Counsel

FROM: JAN GOUVEIA
      Vice President for Administration

SUBJECT: APPROVAL OF PROPOSED AMENDMENTS TO RP 9.212, EXECUTIVE AND MANAGERIAL PERSONNEL POLICIES

Pursuant to a request from the Board of Regents of the University of Hawai‘i ("Board"), attached please find proposed amendments to Board of Regents' Policy (RP) 9.212, Executive and Managerial (EM) Personnel Policies, for Board approval. These amendments will be effective upon approval and clarify that for EMs reporting directly to the President, the Executive Administrator and Secretary to the Board of Regents, or the Director of the Office of Internal Audit, Board approval is required for any salary adjustment (to base or one-time payout) that exceeds in any given fiscal year salary adjustments provided for in annual guidelines established by the President.

Attachments
I. Purpose and Authority

This Regents Policy RP 9.212 ("Policy") provides a framework for the terms and conditions of service applicable to individuals appointed by the Board of Regents ("Board") to executive and managerial ("EM") positions at the University of Hawai‘i, ("University"), which are excluded from a bargaining unit as specified in Section 89-6(f)(2), Hawai‘i Revised Statutes ("HRS"), due to top-level executive, managerial, and administrative responsibilities. All employment actions taken pursuant to this Policy shall be in accordance with RP 1.205, Policy on Nondiscrimination and Affirmative Action.

This Policy is established pursuant to the authority granted to the Board by Article X, Section 6 of the Constitution of the State of Hawai‘i, and by HRS Section 304A-1001 (as amended from time to time).

This Policy supersedes all prior policies and practices that may conflict with any provision contained herein.

II. Definitions

The term "EM" shall mean executive and managerial positions at the University.

III. Board Policy

A. Establishment and Classification

1. There shall be an EM class of positions established based on the needs of the University and in a manner consistent with the University's organizational structure. Generally speaking, executive and managerial positions (1) have system-wide, campus-wide, or major campus program responsibilities and report directly to the Board, President, or Chancellor, (2) report directly to executives and head major organizational segments of the University, or (3) serve as high level executive assistants. The
Board retains authority to establish, classify, and abolish positions reporting to the Board and to the President. The President retains authority, which shall not be further delegated, to establish, classify, and abolish all other positions.

2. Positions shall be classified according to the complexity, breadth, and depth of responsibility and the critical importance of the position to the operation of the University. Each position shall be analyzed and described in writing to ensure equity within the University organization while considering comparable university systems nationwide.

B. Salary Schedule

1. The University aspires to provide compensation for its EM personnel that is competitive with pay levels of individuals who have similar responsibilities, demonstrated competence, and breadth of demonstrated experience. The President shall establish a salary schedule for all EM positions ("Salary Schedule"), which sets forth minimum, mean, and maximum salary ranges based on relevant competitive markets, including higher education and local markets, as well as on the level of responsibility of the position, equity in relation to comparable University positions, and value of the hire in fulfilling the strategic mission of the University.

2. Annually, the President shall provide the Board a copy of the current Salary Schedule and a listing of all EM positions that indicates the placement within the Salary Schedule. For vacant positions, the listing should show the date the vacancy occurred and intentions regarding the filling or reassignment of the position. For filled positions, the listing should show the date of appointment to the position, current salary, and the reason for any change to compensation that occurred since the prior report.

C. Recruitment

1. Recruitment for any vacant position shall require prior written approval of the President.

2. The University of Hawai‘i seeks to attract the best-qualified candidates who support the mission of the University and who respect and promote excellence through diversity. In support of this goal, EM vacancies shall be advertised in locations which are considered appropriate sources for recruitment.
3. Waiver of recruitment for positions reporting directly to the President shall require approval of the Board. The President may waive recruitment for all other EM positions.

D. Appointment and Initial Salary

1. To attract and retain competent and experienced personnel, it is the aspiration of the University to offer compensation that is competitive with the market from which the personnel are recruited, including higher education and local markets. For comparison purposes, total compensation shall include salary and benefits.

2. Appointments should be at the minimum of the range unless a higher salary is justified based on:

- the candidate’s knowledge, skills, and experience;
- the candidate’s current salary; and
- budget and fiscal conditions of the unit.

3. There shall be an Appointing Authority for every EM position ("Appointing Authority"). The Board shall be the Appointing Authority for all EM positions reporting directly to the Board. The President shall be the Appointing Authority for all other EM positions at the University, however, positions reporting directly to the President shall be subject to Board approval. Except for positions reporting directly to the President, the President shall have the authority to further delegate Appointing Authority for all other EM positions. See Illustration 1 below.

4. There shall be an Approving Authority that is at least one level above the Appointing Authority in the organization ("Approving Authority"). The President shall serve as the Approving Authority for all appointments above the mean and up to and including the maximum of the range within the Salary Schedule. Except for positions reporting directly to the Board and the President, the President shall have the authority to further delegate Approving Authority for all other EM positions up to and including the mean of the range within the Salary Schedule.

All appointments for EM positions that report to a position that reports directly to the Board and/or for all EM appointments exceeding the maximum of the range set forth in the Salary Schedule shall require approval of the Board. See Illustration 1 below.
5. EM appointments are at will, and not contractual appointments to specific positions and EM appointees may be reassigned and/or receive an adjustment in pay based on changing assignments of responsibilities to meet the needs of the University. Unless otherwise approved by the Board, no offer of employment shall include a multi-year employment term.

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E. Evaluation

1. EM employees are expected to perform their duties and responsibilities in a manner that achieves the highest standards of quality and professionalism. To that end, evaluations are a critical component of the continued employment, professional development, and compensation of all EM employees.

2. The assigned responsibilities, performance, and accomplishments of each appointee to an EM position shall be evaluated annually. The evaluation shall be consistent with criteria and procedures established by the
President and the Appointing Authority, including specific metrics aligned to the University's strategic goals. The review shall also include identification of specific goals to be accomplished in the coming year.

F. Salary Adjustments

1. To ensure that EM salaries are competitive, salary adjustments may be granted based on merit, subject to the availability of Board-authorized funds for salary adjustments.

2. The Board shall establish guidelines and approve salary adjustments for positions reporting directly to the Board. The President shall establish guidelines and approve salary adjustments for all other positions, an authority which shall not be further delegated. The President shall report to the Board on guidelines used for salary adjustments for positions under the President's delegated authority.

G. Term and Termination

1. Subject to the terms of this Policy, EM positions are at-will and serve at the pleasure of the Board. The Appointing Authority for an EM position, as set forth in Section III.D of this Policy, has the authority to terminate the EM's employment with the University. Termination of EM personnel from employment, either with or without cause, is not appealable.

2. EM personnel without return rights to another position may be terminated from employment, without cause, at any time by being provided three (3) months prior written notice during the first two (2) years of employment and six (6) months prior written notice after the first two (2) years of employment.

3. EM personnel with return rights to another position may be terminated from their EM position, without cause, at any time by being provided thirty (30) days written notice. The salary at the time of return shall be that which the individual would have received had he/she not accepted the EM appointment; provided, however, the President may approve adjustments to the return-salary as deemed equitable and appropriate.
4. EM personnel may be terminated from employment for cause, effective immediately, with no obligation of prior notice on the part of the Board or University. In termination for cause, the employment relationship with the Board or University shall cease immediately with no further employment rights or obligations, and such decision shall be considered final.

H. Professional Improvement Leave

1. EM personnel may be granted leave with pay for professional improvement consistent with development in their profession and the needs of the University. Professional improvement leave is a privilege for the purpose of advancing the University by (1) enhancing the performance of the employee and thereby, enriching the University’s programs or (2) enabling EM employees to prepare to assume or resume faculty or professional duties after significant administrative service to the University. The leave shall be used to enhance or gain professional expertise and engage in professional activities to serve the University in support of the University’s mission and goals.

2. Professional improvement leave may be granted after six (6) years of full-time continuous service, including creditable service in other Board classifications, for periods of up to six (6) months at full pay or twelve (12) months at half pay with total months earned at the rate of one (1) month for each year of service. Leaves of shorter duration and intermittent leaves may also be granted. However, the total duration of the intermittent leave taken with pay should not exceed the total leave provided for under this Policy. The President may grant exceptions to the minimum creditable service requirement when deemed in the best interests of the University.

3. The leave approved under this provision shall be taken at the salary applicable to the position the individual will occupy upon return from the professional improvement leave. For example, if the individual will return to an EM position, the leave may be taken at the current EM salary, however, if the individual will return to a faculty position, the leave shall be taken at the appropriate faculty salary for the faculty position.

4. An individual granted a leave with pay for professional improvement shall agree to return to service at the University. The return service obligation shall be equivalent to the duration of the leave. Upon the
return of the individual from professional leave, the individual shall submit a written report to the appropriate supervisor on the activities during the leave.

I. Other Conditions of Service

1. EM personnel shall be granted all rights and benefits accorded other University employees as provided by statute, rule, or Board policy, except as may be specifically modified by this Policy or other policies of the Board. These rights and benefits shall be subject to adjustments and modifications as provided by HRS Chapter 89C, which provides for comparability with bargaining unit members. Any additional benefits shall require prior approval of the Board.

IV. Delegation of Authority

Specified in Sections III.B and III.D above

V. Contact Information

Office of Human Resources, 956-8988

VI. References

A. http://www.hawaii.edu/offices/bor/


C. http://www.capitol.hawaii.gov/hrscurrent/Vol02_Ch0046-0115/HRS0089C-.htm

D. http://www.capitol.hawaii.gov/hrscurrent/Vol01_Ch0001-0042F/Const/CONST_0010-0006.htm

VII. **Exhibits and Appendices**

No Exhibits or Appendices Found

VIII. **Approved**

/\[Signature]\ 06/02/2016
Cynthia Quinn
Executive Administrator and
Secretary of the Board of Regents

06/02/2016 Date
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2. The Board shall establish guidelines and approve salary adjustments for positions reporting directly to the Board, i.e., the President, the Executive Administrator and Secretary to the Board of Regents, and the Director of the Office of Internal Audit. On an annual basis, the President shall establish guidelines for and approve salary adjustments, if any, for all other EM positions, including those EM positions reporting to the Executive Administrator and Secretary to the Board of Regents and the Director of the Office of Internal Audit, an authority which shall not be further delegated; provided, however, for EMs reporting directly to the President, the Executive Administrator and Secretary to the Board of Regents, or the Director of the Office of Internal Audit, Board approval is also required for any salary adjustment (to base or one-time payout) that exceeds in any given fiscal year salary adjustments provided for in said guidelines.

3. The President shall report to the Board on said guidelines used for salary adjustments for positions under the President's delegated authority.

G. Term and Termination

1. Subject to the terms of this Policy, EM positions are at-will and serve at the pleasure of the Board. The Appointing Authority for an EM position, as set forth in Section III.D of this Policy, has the authority to terminate the EM's employment with the University. Termination of EM personnel from employment, either with or without cause, is not appealable.

2. EM personnel without return rights to another position may be terminated from employment, without cause, at any time by being
provided three (3) months prior written notice during the first two (2) years of employment and six (6) months prior written notice after the first two (2) years of employment.

3. EM personnel with return rights to another position may be terminated from their EM position, without cause, at any time by providing thirty (30) days written notice. The salary at the time of return shall be that which the individual would have received had he/she not accepted the EM appointment; provided, however, the President may approve adjustments to the return-salary as deemed equitable and appropriate.

4. EM personnel may be terminated from employment for cause, effective immediately, with no obligation of prior notice on the part of the Board or University. In termination for cause, the employment relationship with the Board or University shall cease immediately with no further employment rights or obligations, and such decision shall be considered final.

H. Professional Improvement Leave

1. EM personnel may be granted leave with pay for professional improvement consistent with development in their profession and the needs of the University. Professional improvement leave is a privilege for the purpose of advancing the University by (1) enhancing the performance of the employee and thereby, enriching the University's programs or (2) enabling EM employees to prepare to assume or resume faculty or professional duties after significant administrative service to the University. The leave shall be used to enhance or gain professional expertise and engage in professional activities to serve the University in support of the University’s mission and goals.

2. Professional improvement leave may be granted after six (6) years of full-time continuous service, including creditable service in other Board classifications, for periods of up to six (6) months at full pay or twelve (12) months at half pay with total months earned at the rate of one (1) month for each year of service. Leaves of shorter duration and intermittent leaves may also be granted. However, the total duration of the intermittent leave taken with pay should not exceed the total leave provided for under this Policy. The President may grant exceptions to the minimum creditable service requirement when deemed in the best interests of the University.
3. The leave approved under this provision shall be taken at the salary applicable to the position the individual will occupy upon return from the professional improvement leave. For example, if the individual will return to an EM position, the leave may be taken at the current EM salary, however, if the individual will return to a faculty position, the leave shall be taken at the appropriate faculty salary for the faculty position.

4. An individual granted a leave with pay for professional improvement shall agree to return to service at the University. The return service obligation shall be equivalent to the duration of the leave. Upon the return of the individual from professional leave, the individual shall submit a written report to the appropriate supervisor on the activities during the leave.

I. Other Conditions of Service

1. EM personnel shall be granted all rights and benefits accorded other University employees as provided by statute, rule, or Board policy, except as may be specifically modified by this Policy or other policies of the Board. These rights and benefits shall be subject to adjustments and modifications as provided by HRS Chapter 89C, which provides for comparability with bargaining unit members. Any additional benefits shall require prior approval of the Board.

IV. Delegation of Authority

Except as specified above, there is no policy-specific delegation of authority.
[Specified in Sections III.B and III.D above]

V. Contact Information

Office of Human Resources, 956-8988

VI. References

A. http://www.hawaii.edu/offices/bor/

B. https://www.capitol.hawaii.gov/hrscurrent/Vol02_Ch0046-0115/HRS0089/HRS_0089-0006.htm
C. http://www.capitol.hawaii.gov/hrscurrent/Vol02_Ch0046-0115/HRS0089C/HRS_0089C-.htm


VII. Exhibits and Appendices

No Exhibits or Appendices Found

VIII. Approved

[Signature] [06/02/2016]

[Cynthia Quinn] Kendra Oishi
Executive Administrator and Secretary of the Board of Regents
I. Purpose and Authority

This Regents Policy RP 9.212 ("Policy") provides a framework for the terms and conditions of service applicable to individuals appointed by the Board of Regents ("Board") to executive and managerial ("EM") positions at the University of Hawaiʻi, ("University"), which are excluded from a bargaining unit as specified in Section 89-6(f)(3), Hawai‘i Revised Statutes ("HRS"), due to top-level executive, managerial, and administrative responsibilities. All employment actions taken pursuant to this Policy shall be in accordance with RP 1.205, Policy on Nondiscrimination and Affirmative Action.

This Policy is established pursuant to the authority granted to the Board by Article X, Section 6 of the Constitution of the State of Hawai‘i, and by HRS Section 304A-1001 (as amended from time to time).

This Policy supersedes all prior policies and practices that may conflict with any provision contained herein.

II. Definitions

The term "EM" shall mean executive and managerial positions at the University.

III. Board Policy

A. Establishment and Classification

1. There shall be an EM class of positions established based on the needs of the University and in a manner consistent with the University’s organizational structure. Generally speaking, executive and managerial positions (1) have system-wide, campus-wide, or major campus program responsibilities and report directly to the Board, President, or Chancellor, (2) report directly to executives and head major organizational segments of the University, or (3) serve as high level executive assistants. The
Board retains authority to establish, classify, and abolish positions reporting to the Board and to the President. The President retains authority, which shall not be further delegated, to establish, classify, and abolish all other positions.

2. Positions shall be classified according to the complexity, breadth, and depth of responsibility and the critical importance of the position to the operation of the University. Each position shall be analyzed and described in writing to ensure equity within the University organization while considering comparable university systems nationwide.

B. Salary Schedule

1. The University aspires to provide compensation for its EM personnel that is competitive with pay levels of individuals who have similar responsibilities, demonstrated competence, and breadth of demonstrated experience. The President shall establish a salary schedule for all EM positions ("Salary Schedule"), which sets forth minimum, mean, and maximum salary ranges based on relevant competitive markets, including higher education and local markets, as well as on the level of responsibility of the position, equity in relation to comparable University positions, and value of the hire in fulfilling the strategic mission of the University.

2. Annually, the President shall provide the Board a copy of the current Salary Schedule and a listing of all EM positions that indicates the placement within the Salary Schedule. For vacant positions, the listing should show the date the vacancy occurred and intentions regarding the filling or reassignment of the position. For filled positions, the listing should show the date of appointment to the position, current salary, and the reason for any change to compensation that occurred since the prior report.

C. Recruitment

1. Recruitment for any vacant position shall require prior written approval of the President.

2. The University of Hawai‘i seeks to attract the best-qualified candidates who support the mission of the University and who respect and promote excellence through diversity. In support of this goal, EM vacancies shall be advertised in locations which are considered appropriate sources for recruitment.
3. Waiver of recruitment for positions reporting directly to the President shall require approval of the Board. The President may waive recruitment for all other EM positions.

D. Appointment and Initial Salary

1. To attract and retain competent and experienced personnel, it is the aspiration of the University to offer compensation that is competitive with the market from which the personnel are recruited, including higher education and local markets. For comparison purposes, total compensation shall include salary and benefits.

2. Appointments should be at the minimum of the range unless a higher salary is justified based on:
   - the candidate’s knowledge, skills, and experience;
   - the candidate’s current salary; and
   - budget and fiscal conditions of the unit.

3. There shall be an Appointing Authority for every EM position (“Appointing Authority”). The Board shall be the Appointing Authority for all EM positions reporting directly to the Board. The President shall be the Appointing Authority for all other EM positions at the University, however, positions reporting directly to the President shall be subject to Board approval. Except for positions reporting directly to the President, the President shall have the authority to further delegate Appointing Authority for all other EM positions. See Illustration 1 below.

4. There shall be an Approving Authority that is at least one level above the Appointing Authority in the organization (“Approving Authority”). The President shall serve as the Approving Authority for all appointments above the mean and up to and including the maximum of the range within the Salary Schedule. Except for positions reporting directly to the Board and the President, the President shall have the authority to further delegate Approving Authority for all other EM positions up to and including the mean of the range within the Salary Schedule.

All appointments for EM positions that report to a position that reports directly to the Board and/or for all EM appointments exceeding the maximum of the range set forth in the Salary Schedule shall require approval of the Board. See Illustration 1 below.
5. EM appointments are at will, and not contractual appointments to specific positions and EM appointees may be reassigned and/or receive an adjustment in pay based on changing assignments of responsibilities to meet the needs of the University. Unless otherwise approved by the Board, no offer of employment shall include a multi-year employment term.

Illustration 1:

<table>
<thead>
<tr>
<th>Authority</th>
<th>Appointing Authority</th>
<th>Approving Authority</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board</td>
<td>All positions reporting directly to Board</td>
<td>• All positions that report to positions that directly report to the Board</td>
</tr>
<tr>
<td></td>
<td></td>
<td>• All appointments exceeding the maximum of the range in the Salary Schedule</td>
</tr>
<tr>
<td>President</td>
<td>All other EMs (unless delegated)</td>
<td>All appointments above the mean and up to and including the maximum of the range in the Salary Schedule</td>
</tr>
<tr>
<td>Chancellor &amp; Below</td>
<td>As delegated by the President</td>
<td>President may delegate all appointments up to and including the mean of the range in the Salary Schedule</td>
</tr>
</tbody>
</table>

E. Evaluation

1. EM employees are expected to perform their duties and responsibilities in a manner that achieves the highest standards of quality and professionalism. To that end, evaluations are a critical component of the continued employment, professional development, and compensation of all EM employees.

2. The assigned responsibilities, performance, and accomplishments of each appointee to an EM position shall be evaluated annually. The evaluation shall be consistent with criteria and procedures established by the President and the Appointing Authority, including specific metrics aligned to the University's strategic goals. The review shall also include
identification of specific goals to be accomplished in the coming year.

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2. The Board shall approve salary adjustments for positions reporting directly to the Board, i.e., the President, the Executive Administrator and Secretary to the Board of Regents, and the Director of the Office of Internal Audit.

3. On an annual basis, the President shall establish guidelines for and approve salary adjustments, if any, for all other EM positions, including those EM positions reporting to the Executive Administrator and Secretary to the Board of Regents and the Director of the Office of Internal Audit, an authority which shall not be further delegated; provided, however, for EMs reporting directly to the President, the Executive Administrator and Secretary to the Board of Regents, or the Director of the Office of Internal Audit, Board approval is also required for any salary adjustment (to base or one-time payout) that exceeds in any given fiscal year salary adjustments provided for in said guidelines.

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V. Contact Information

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VI. References

A. http://www.hawaii.edu/offices/bor/

B. https://www.capitol.hawaii.gov/hrscurrent/Vol02_Ch0046-0115/HRS0089/HRS_0089-0006.htm

C. http://www.capitol.hawaii.gov/hrscurrent/Vol02_Ch0046-0115/HRS0089C/HRS_0089C-.htm


VII. Exhibits and Appendices

No Exhibits or Appendices Found

VIII. Approved

Kendra Oishi
Executive Administrator and Secretary of the Board of Regents
Restructuring Board Committees

AGB Webinar
February 16, 2016
2:00 p.m. EST
Interact with us

- Open and hide your control panel
- Join audio
- Raise your hand
- Download presentation
- Submit questions
AGB Host and Speaker

Dr. Kristen Hodge-Clark
Director of Research, AGB

Moderator

Dr. Susan Johnston
Executive Vice President and COO, AGB
Board member, Rollins College
Board member, Radford University
Speakers

Dr. Alison H. Climo
Director of Institutional Effectiveness and Board Liaison, Warren Wilson College

Dr. Rosemary Haggett
Vice Chancellor for Academic Affairs and Student Success and Board Secretary, University of North Texas System
Overview

• The Basics about board committees
  • Traditional structures

• AGB research on restructuring board committees
  • Lessons learned about the purpose and process of restructuring

• The case of Warren Wilson College

• The case of the University of North Texas System

• Key takeaways

• Q&A
Basics About Board Committees

• In 2015, public college and university boards had an average of 5 standing committees

• Independent college and university boards had an average of 8 standing committees
Basics About Board Committees (continued)

- Board committee structures have traditionally been aligned with institutional functions.
- In 2015, the top six committees for publics and independents were:

<table>
<thead>
<tr>
<th>Public College, University, and System Boards</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Finance/budget</td>
<td>66%</td>
</tr>
<tr>
<td>Other</td>
<td>61%</td>
</tr>
<tr>
<td>Audit</td>
<td>57%</td>
</tr>
<tr>
<td>Executive</td>
<td>46%</td>
</tr>
<tr>
<td>Academic affairs</td>
<td>46%</td>
</tr>
<tr>
<td>Education / academic + student affairs...</td>
<td>28%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Independent College and University Boards</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Finance/budget</td>
<td>88%</td>
</tr>
<tr>
<td>Development / advancement</td>
<td>87%</td>
</tr>
<tr>
<td>Executive</td>
<td>86%</td>
</tr>
<tr>
<td>Trustee/Nominating/Governance/Leadership</td>
<td>82%</td>
</tr>
<tr>
<td>Audit</td>
<td>76%</td>
</tr>
<tr>
<td>Academic affairs</td>
<td>72%</td>
</tr>
</tbody>
</table>
Board Restructuring

• Many boards are starting to rethink and redesign their existing committee structures.

• In 2015, over half of public and independent boards reported that their board had restructured its committees in some form.
Board Restructuring

• In 2015, AGB interviewed representatives from 19 boards who restructured their board committees in the past five years.
The Process of Restructuring

1. Identify the impetus for change
   a. Who or what is the driving force behind this change?

2. Assess current board committee structures
   a. Do we have the right number and types of committees?
   a. Do our committee meeting schedules and committee agendas create opportunities for optimal engagement and strategic discussions and decision-making?
3. Research best practices or seek out resources and consultation.
   a. Are there examples of peer institutions who have successfully restructured their board committees?

4. Identify the type of changes needed
   a. What types of changes will make our committees more effective?
   b. What are our overall goals?

5. Evaluate outcomes
   a. Have the changes we made to our committee structure achieved the intended goals?
The Case of Warren Wilson College

Dr. Alison H. Climo
Director of Institutional Effectiveness and Board Liaison, Warren Wilson College (NC)
WWC Background

- *Warren Wilson College is the only national liberal arts college where on campus work and off-campus community engagement are fully integrated into the curriculum.*

- 12-36 Trustees (currently 27 including faculty, staff and student *ex officio* Trustees)
- Standing Committees: Executive, Audit, Trusteeship
- Special Committees and Advisory Bodies
Old Committee Structure

“Special Committees” = longstanding committee structure that mirrored College leadership:

<table>
<thead>
<tr>
<th>Members of the Cabinet</th>
<th>Board Committees</th>
</tr>
</thead>
<tbody>
<tr>
<td>VP Academic Affairs</td>
<td>Academic Affairs</td>
</tr>
<tr>
<td>VP Administration &amp; Finance</td>
<td>Administration &amp; Finance</td>
</tr>
<tr>
<td>VP Advancement</td>
<td>Advancement</td>
</tr>
<tr>
<td>VP Enrollment</td>
<td>Admission &amp; Marketing</td>
</tr>
<tr>
<td>Dean of Students</td>
<td>Student Life</td>
</tr>
<tr>
<td>Dean of Work; Dean of Service</td>
<td>“Triad” Committee (w/VPAA)</td>
</tr>
</tbody>
</table>
Reason for Restructure

In a memo to the trustees in October 2014, the board chair wrote,

“*It seems an appropriate time for us to take a deep look at what we do and how we are organized to do it. Our new President has been with us for two years. There is now a strong cabinet in place. From my conversations with many of you individually, and from the responses to the board assessment survey, I know it is important to you that we don’t micromanage and that we have substantive conversations and actions that can add value.*”
### WWC Process of Restructure

**Goal:** A set of intentionally cross-cutting committees that invite trustees to engage more in high-level strategic governance of the college

<table>
<thead>
<tr>
<th>Administrative Committees</th>
<th>Direction Setting Committees</th>
</tr>
</thead>
<tbody>
<tr>
<td>Executive</td>
<td>Strategy</td>
</tr>
<tr>
<td>Trusteeship</td>
<td>Resources</td>
</tr>
<tr>
<td>Admin &amp; Finance</td>
<td>Innovation &amp; Risk</td>
</tr>
<tr>
<td>Audit; Facilities</td>
<td></td>
</tr>
<tr>
<td>Investment</td>
<td></td>
</tr>
</tbody>
</table>
WWC Result of Restructure

- Less micromanaging
- Fewer silos of knowledge/understanding of the College
- Blank slate for higher-level strategic thinking/planning work
- Confusion and uncertainty
WWC Lessons Learned

- The concept of administrative and direction-setting committees endures but the specific committees transition according to need.
- Form follows function...and function is not static
- = Living process
The Case of University of North Texas System

Dr. Rosemary Haggett
Vice Chancellor for Academic Affairs and Student Success and Board Secretary
Background

• University of North Texas System Board of Regents is made up of nine members, appointed by the Governor.

• Formerly, committee work was organized along traditional functional lines:
  • Academic Affairs & Student Success
  • Audit
  • Finance
  • Facilities
Reason for Restructure

- November 2014 Board Retreat facilitated by AGB
- Board focused on how they actually spend their time versus how they believed they ideally should spend their time
- Board’s desire for a more strategic approach
Process of Restructure

1. Make better use of consent agenda.
2. Combine two existing committees (Finance, Facilities) into one (Finance & Facilities Committee).
3. Add new Strategic & Operational Excellence Committee.
4. Restructure Board meeting agenda. Briefings scheduled on day 1 and action items on day 2.
Result of Restructure

- More strategic discussions in all committees
- More engaged Board members
- More focus and deeper discussion about strategic planning and Shared Service initiatives
Lessons Learned

• Creating a time away from routine business allows deeper thinking and an opportunity to explore ways to be more effective, assuming willingness on the part of the Board members.

• Board members become more engaged and satisfied with their contribution to the work of the Board.

• More strategic discussions keep the focus on the most important things, which benefits the institutions.
Key Takeaways

• Understand the purpose of your board’s committees
• Identify the goal(s) for changing the number and areas of focus of your board committees
• Identify advocates for the process
• Define the process
• Anticipate bumps along the way
• Assess the results and adjust as needed
Questions?
Upcoming AGB Events

National Conference on Trusteeship
April 17 – 19, 2016 | Washington, DC

Institute for Board Leaders and Executives of Public Universities and Colleges
June 13 – 15, 2016 | Washington, DC

Institute for Board Chairs and Presidents of Independent Colleges and Universities
June 21 – 23, 2016 | Aspen, CO

www.agb.org/events
Suggested Publication

http://agb.org/reports/2015/restructuring-board-committees-how-to-effectively-create-change
Thank You

- We value your feedback. Please complete the online evaluation that will be sent to you.

- This webinar has been recorded and will be shared with you. A link to view it online will be emailed.