Notice of Meeting

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

Members: Regents Moore (Chair), Nahale-a (Vice-Chair), Acopan, Bal, Tochiki, and Wilson

Date: Thursday, September 1, 2022
Time: Noon
Place: University of Hawai‘i at Mānoa
Information Technology Building
1st Floor Conference Room 105A/B
2520 Correa Road
Honolulu, Hawai‘i 96822

See the Board of Regents website to access the live broadcast of the meeting and related updates: www.hawaii.edu/bor

AGENDA

I. Call Meeting to Order

II. Approval of Minutes of the May 5, 2022 Meeting

III. Public Comment Period for Agenda Items:

   Individuals who are unable to provide testimony at this time will be allowed an opportunity to testify when specific agenda items are called.

   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 the board’s website through the testimony link provided on the Meeting Agendas, Minutes and Materials page. Testimony may also be submitted via email at bor.testimony@hawaii.edu, U.S. mail at 2444 Dole Street, Bachman 209, Honolulu, HI 96822, or facsimile at (808) 956-5156.

   Those wishing to provide oral testimony virtually may register here. Given the constraints with the format of hybrid meetings, individuals wishing to orally testify virtually must register no later than 7:30 a.m. on the day of the meeting in order to be accommodated. Registration for in-person oral testimony on agenda items will also be provided at the meeting location 15 minutes prior to the meeting and closed at the posted meeting time. It is highly recommended that written testimony be submitted in addition to registering to provide oral testimony. Oral testimony will be limited to three (3) minutes per testifier.

   All written testimony submitted are public documents. Therefore, any testimony that is submitted orally or in writing, electronically or in person, for use in the
public meeting process is public information and will be posted on the board’s website.

IV. Agenda Items

A. Recommend Board Approval of Amendments to the Bylaws of the Board of Regents, Article II.D.3. Appointment of Committee Members, and Article V., Quorum (continuation from May 5, 2022)

B. Process for the Future Evaluation of the President

C. Executive and Managerial Compensation Update

D. Recommend Board Approval of Annual Salary Adjustments for Positions that Report to the Board of Regents

E. Recommend Board Approval of Other Salary Adjustments for Positions that Report to the President

F. Update on Board Office Emergency Response Plan

G. Board Member Education and Development

H. Review of 2021-2022 Board Self-Evaluation Results

I. Discussion on Committee Structure

J. Committee Work Plan

V. Adjournment

ATTACHMENT

Attachment A – Personnel actions posted for information only, pursuant to Section 89C-4, Hawai’i Revised Statutes. These actions are not subject to approval by the Board of Regents.
Attachment A: Pursuant to §89C-4, Hawai'i Revised Statutes, the following proposed compensation actions for excluded Executive/Managerial are disclosed for purposes of public comment.

<table>
<thead>
<tr>
<th>Campus</th>
<th>Last Name</th>
<th>First Name &amp; Middle Initial</th>
<th>Proposed Title</th>
<th>Unit</th>
<th>Nature of Action</th>
<th>Monthly Salary</th>
<th>Effective Date</th>
</tr>
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<tr>
<td>UH Manoa</td>
<td>McKimmy</td>
<td>Paul</td>
<td>Interim Associate Vice Provost</td>
<td>Office of the Vice Provost for Academic Excellence</td>
<td>Appointment</td>
<td>$14,584</td>
<td>September 2, 2022 - September 1, 2023</td>
</tr>
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</table>
I. CALL TO ORDER

Chair Randy Moore called the meeting to order at 9:46 a.m. on Thursday, May 5, 2022, with regents participating from various locations.

Committee members in attendance: Chair Randy Moore; Vice-Chair Robert Westerman; Regent Eugene Bal; and Regent William Haning.

Committee members excused: Regent Ernest Wilson.

Others in attendance: Regent Simeon Acoba; Regent Kelli Acopan; Regent Wayne Higaki; Regent Benjamin Kudo; and Regent Diane Paloma (ex officio committee members); President David Lassner; Vice President (VP) for Community Colleges Erika Lacro; VP for Legal Affairs/University General Counsel Carrie Okinaga; VP for Academic Strategy Debora Halbert; VP for Information Technology/Chief Information Officer Garret Yoshimi; UH Mānoa Provost Michael Bruno; UH Hilo Chancellor Bonnie Irwin; UH West O’ahu Chancellor Maenette Benham; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Kendra Oishi; and others as noted.

II. APPROVAL OF MINUTES

Chair Moore inquired if there were any corrections to the minutes of the December 2, 2021 committee meeting which had been distributed. Hearing none, the minutes were approved.

III. PUBLIC COMMENT PERIOD

Board Secretary Oishi announced that the Office of the Board of Regents (Board Office) did not receive any written testimony, and no individuals signed up to provide oral testimony.

IV. AGENDA ITEMS

A. Recommend Board Approval of Amendments to the Bylaws of the Board of Regents (Bylaws), Article V., Quorum

Chair Moore explained the rationale for the proposed amendment to Article V of the Bylaws stating that it would clarify questions raised with respect to whether the board chair, who serves as an ex officio voting member of all standing committees, is counted
when determining quorum at committee meetings. It was noted that the board’s parliamentary guide, Robert’s Rules of Order (Robert’s Rules), provides that the chair is not counted in determining quorum.

Regent Acoba asked about the rationale for the provision contained within Robert’s Rules. Chair Moore replied that he was unaware of the basis for this provision.

Discussions ensued on the board’s past customs and practices regarding quorum; the necessity of amending the Bylaws; the potential impacts of this amendment on standing committee operations; and possible changes to the proposed amendments.

Regent Kudo expressed his concerns about interjecting the board chair’s voting power into the standing committee decision making process stating that the authority of each standing committee must be respected. He also noted that the board chair will have the opportunity to weigh-in on any committee matter that is brought before the full board for consideration.

Regent Acoba suggested that the Bylaws could be amended to stipulate that the board chair may be counted towards quorum in instances where a standing committee lacks the presence of a single member necessary for the establishment of quorum for meeting purposes. He reasoned that this would allow a standing committee to conduct its business in a timely and efficient manner while maintaining transparency and openness.

Given the dialogue among regents regarding the proposed amendment to Article V., Chair Moore suggested deferring this matter to allow the Board Office and Office of the General Counsel (OGC) to craft language taking into consideration the concerns and suggestions raised by committee members.

VP Okinaga reminded the committee about Hawai‘i’s sunshine law requirements and noted that these factors will need to be considered when drafting language to amend the Bylaws as requested.

Chair Moore asked if committee members had any comments or concerns about the proposal to defer action on recommending board approval of an amendment to Article V. of the Bylaws until such time that the committee receives revised language from the Board Office and OGC for further discussion. Hearing none, the matter was deferred.

B. Discussion on Board Member Education and Development


Regent Bal provided a report on the AGB Conference on Trusteeship summarizing the contents of each of the sessions he attended which included meetings on presidential responsibility for effective board leadership; presidential assessment and development; emerging risks; and presidential transitions. He also spoke about the benefits of attending AGB conferences stating that they provide regents with networking opportunities, as well as opportunities to build relationships with AGB staff and other
conference attendees, and noted that the flexibility provided by virtual conferences more easily allow for dropping into multiple concurrent sessions.

In light of the upcoming evaluation of the president, Chair Moore stated that the perspectives of AGB regarding the evaluation and assessment of the university president were worthy of future consideration and discussion by the committee. Chair Moore also remarked that Regent Wilson, who also attended the AGB Conference on Trusteeship and was not present at this meeting, relayed that there were several interesting discussions that occurred at the conference regarding issues related to intercollegiate athletics and suggested that it might be appropriate for him to share this information at the next meeting of the Committee on Intercollegiate Athletics (ICA).

Noting the importance of continuing education for regents, Chair Moore concurred with Regent Bal's statement about the benefits of attending an AGB conference and stated that regents should take advantage of opportunities to attend conferences particularly given the ease of attending those that are conducted in a virtual format.

C. Review of Board Committee Structure

Chair Moore shared some of the findings of a comparative analysis of the board’s standing committee structure in relation to those of other public universities in the western United States that he conducted last year. He also noted changes that were made to the board’s standing committee structure, membership, and meeting schedule at the beginning of the current academic year and discussed the rationale, goals, and objectives of this restructuring, including increased predictability of meetings for regents and administrative staff. However, he stated that Regent Acoba has raised concerns regarding this revised committee structure, including impacts on regent interaction and collegiality, and would be presenting proposals to modify this structure, as well as board governance practices with respect to agenda development.

Regent Acoba expressed his concerns with the process under which committee restructuring took place and offered his views on the current standing committee structure, including his belief that establishing specific categorical groupings with identical memberships has, in essence, created two mini-boards. He submitted and presented a written analysis with data of the current structure, as well as standing committee membership, in relation to that of the three previous academic years; noted the impacts restructuring has had on regent interaction and standing committee diversity, as well as the benefits derived therefrom; expounded upon his proposals to modify the current committee structure and membership in order to maximize inclusiveness, diversity, experience, expertise, and representation; and expressed his belief that this was an important issue worthy of reexamination and further consideration. He also spoke about his proposition that standing committee meetings should occur on a quarterly basis.

Vice-Chair Westerman proffered his thoughts on this issue stating that incorporating the benefits of the suggested proposals into the current standing committee structure would be ideal. He stated that one possible solution to achieving this would be through the wholesale swapping of committee membership each year thereby taking advantage
of the expertise and skill sets of each regent to address a variety of issues of importance to the university.

Chair Moore provided an overview of the process typically used by the board chair to make standing committee assignments and opined that the issue of a loss of interaction and collegiality resulting from the current standing committee structure has been lessened by the fact that all regents are ex-officio, non-voting members of every committee of which they are not a member.

Discussions ensued on, among other things, Regent Acoba’s proposals; varying regent perspectives on the board’s standing committee structure; committee membership; the number and size of standing committees; meeting schedules; the length of standing committee meetings; management of meeting agendas; the scope and subject matter of standing committees; and the structure of standing committees of other university boards.

Regent Acoba expressed his belief that, while standing committees with the term “athletics” in their titles did not exist on other university boards that were reviewed, this particular issue is a topic of great importance to the residents of Hawai‘i and should not be overlooked. He also emphasized that the board should not lose sight of the needs of the university and Hawaii, which may be unique in comparison to other states, when developing its standing committee structure.

Regent Kudo stated that the issue of diversity is only one factor of importance that is considered by the board chair when deciding upon standing committee membership. Other factors include a regent’s experience level, skill set, and subject matter preferences. He also expressed his partiality for maintaining some flexibility in developing standing committee structures and determining the membership of these committees to ensure the efficient and effective operation of the board and allow for decisions and recommendations to be made that are in the best interests of the university.

Regent Haning voiced his appreciation for the current standing committee structure as well as the ability to attend and participate in all of the standing committee meetings. He also stated his preference for broadening the scope of ICA to include intramural athletics and the physical fitness of the student body.

Chair Moore stated that regents will be able to further weigh-in on this issue in the upcoming board self-evaluation.

D. Discussion on Board and Committee Agenda Development

Chair Moore reviewed the current practice used to develop board and committee agendas stating that the board chair and two vice-chairs, along with the Board Secretary, meet weekly with the administration to discuss these matters.

Regent Acopan arrived at 10:52 a.m.
Regent Acoba expressed his concerns with this process and presented a proposal to amend the Bylaws to address situations where a regent’s request to place an item on an agenda is denied by the board chair. He explained that this was not a new concept and reviewed the recommendations of an advisory task group (ATG) formed to address this issue in 2013, including the establishment of a standard process for member input board agendas and a mechanism for placing items on an agenda, all of which were intended to emphasize openness and transparency. However, none of these recommendations were adopted by the board. He also provided proposed language for an amendment to the Bylaws that he believed would establish an open, transparent, and equitable process for placing items on an agenda, as well as the rationale for this language.

Chair Moore opined that board leadership has appropriately handled agenda development to date and that caution should be taken on this matter to avoid inviting disruptive activities by a discontented individual. He also expressed uncertainty about the need to explicitly state the board’s customs and practices with respect to agenda development in the Bylaws. As such, he suggested that the Board Office and OGC be charged with developing language regarding this matter that comports with the spirit of the ATG recommendations for further committee discussion.

Vice-Chair Westerman concurred with Chair Moore’s assessment but also stated that he understood the need to include as much transparency as possible in the agenda development process.

E. Board Self-Assessment

Chair Moore stated that, in accordance with Regents Policy 2.204, discussions are taking place with the President regarding the planning and development of a self-evaluation form, including its structure, process, and content, and explained that a self-evaluation survey will be distributed to regents and discussed at the board’s June meeting.

F. Committee Annual Review

Chair Moore referenced the committee annual review matrix provided in the materials packet stating that it sets forth the actions carried out by the committee throughout the year and provided clarification on some of the goals and objectives contained within the matrix in response to questions raised by committee members.

V. ADJOURNMENT

There being no further business, Chair Moore adjourned the meeting at 11:06 a.m.

Respectfully Submitted,

Kendra Oishi
Executive Administrator and Secretary
of the Board of Regents
MEMORANDUM

TO: Randolph Moore  
Chair, Board of Regents  
Chair, Committee on Personnel Affairs and Board Governance

FROM: Kendra T. Oishi  
Executive Administrator and Secretary of the Board of Regents

SUBJECT: Amendments to the Bylaws of the Board of Regents of the University of Hawai‘i: Article II.D.3. Appointment of Committee Members, and Article V. Quorum

SPECIFIC ACTION REQUESTED:

It is requested that the Committee on Personnel Affairs and Board Governance (“PA&BG”) recommend Board of Regents (“Board”) approval of proposed changes to the Bylaws to specify that the Board Chairperson shall only vote in committees when needed to break a tie or when their presence is needed for purposes of maintaining quorum.

The proposed amendments may be found on pages 9 and 10 of the Bylaws (see attached).

RECOMMENDED EFFECTIVE DATE:

Effective upon approval by the Board of Regents.

BACKGROUND:

The current Board Bylaws provide that, “[t]he Chairperson shall be an ex-officio, voting [emphasis added] member of all standing committees.”

Robert’s Rules of Order Newly Revised, 12th Edition, provides that when a presiding officer is authorized by the bylaws to serve as an ex officio member of all committees, that they “[have] the same rights as other committee members, but is not obligated to

1 Article II.D.3., Appointment of Committee Members
attend meetings of the committee and is not counted in determining the number required for a quorum or whether a quorum is present [emphasis added].”2

Although Robert's Rules of Order, which serves as the Board’s parliamentary guide per Article III of the Bylaws, provides that the Chairperson is not counted toward quorum in instances where they serve as an ex officio member of all committees, the Board may provide further clarification regarding the Chairperson’s role in committees.

During the May 5, 2022, PA&BG meeting at which amendments to the bylaws were considered, members held a robust discussion on the circumstances in which the Board Chair should be counted in determining quorum and at which they should be allowed to vote in committee meetings.

Regents expressed sentiments that the Board Chair should not interject their voting power into the standing committee decision making process since they will have an opportunity to weigh-in at the full board meeting. However, Regents also expressed that there are sometimes instances where a standing committee lacks the presence of a sufficient number of members to maintain quorum, and the presence of the Board Chair could make a difference in allowing a meeting to continue.

As such, the attachment includes proposed amendments to reflect the sentiments as discussed during the May 5, 2022, PA&BG meeting.

**ACTION RECOMMENDED:**

Recommend Board approval of proposed changes to the Bylaws to specify that the Board Chairperson shall only vote in committees when needed to break a tie or when their presence is needed for purposes of maintaining quorum.

Attachment:
Bylaws of the Board of Regents of the University of Hawai‘i (Redline)

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2 RONR (12th ed.) 47:20 and 50:16
BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY OF HAWAI’I
(as of March 17, 2022)

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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. 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.

3. 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 in 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, seven 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.

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

a. Committee on Academic and Student Affairs
(1) Review the academic mission and strategic direction of the system and its major units.

(2) Periodically review to what extent programs support the mission and strategic direction of the University.

(3) Monitor the quality and effectiveness of educational programs.

(4) Develop and maintain policies governing academic and student affairs.

(5) Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions.

b. Committee on Budget and Finance

(1) Work in concert with the University administration relating to the operating budget.

(2) Examine the budgetary process, budget proposals, expenditure plans, and development plans.

(3) Discuss the implementation of the budgetary decisions with the University administration, especially amendments thereto or when circumstances require deviations from expenditure plans.

(4) Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.

(5) Exercise general oversight and policy direction over the University's financial systems and programs.

c. Committee on Planning and Facilities

(1) Review, study, and make recommendations to the Board relative to the long-range plans for the development of the University, considering academic needs, priorities, and fiscal capabilities of the State.

(2) Review, study, and make recommendations to the Board relative to the physical facilities master plans for each campus in the University system and to periodically review approved campus master plans in order to recommend revisions, if necessary, to meet the needs of the University.

(3) Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board.
(4) Review policies and make recommendations to the Board on matters pertaining to the use of University facilities and ensure an environment that is complementary to the educational mission of this institution.

(5) Work in concert with the university administration relating to the capital improvement budget.

(6) Provide general oversight of the University’s land-related strategic initiatives and partnerships program.

d. Committee on Personnel Affairs and Board Governance

(1) Review and consider policies and practices relating to university personnel.

(2) Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.

(3) Ensure board education and board member development is provided for board members.

(4) Provide recommendations to the board regarding best practices for board effectiveness.

e. Committee on Independent Audit

(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.

(8) Provide recommendations to the Board regarding approval of the internal audit mission statement, the committee’s charter, and other governance documents related to both internal and external compliance and auditing activities at the University.

f. Committee on Intercollegiate Athletics

(1) Serve as a liaison between the Board and the respective campuses and their athletic departments.

(2) Advise the Board regarding its responsibility to oversee:
   (a) the health, safety and academic progress of student-athletes;
   (b) fiscal integrity and budgetary concerns;
   (c) compliance with NCAA and conference requirements;
   (d) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee; and
   (e) selection procedures for athletic program head coaches.

(3) Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report.

(4) Recommend policies governing all aspects of Intercollegiate Athletics at the University.

g. Committee on Research and Innovation
(1) Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University.

(2) Review and make recommendations regarding investments, policies, and practices relating to University research, innovation and technology transfer programs.

(3) Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers.

(4) Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives.

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 for purposes of maintaining 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 Academic and Student Affairs shall include Regents from the four major islands.

4. Meetings. Each standing committee shall schedule meetings as appropriate. The Committee on Academic and Student Affairs 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 Committee 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 or its standing committees are 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

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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.
Item IV.B.

Process for the Future Evaluation of the President

MATERIALS PENDING
Item IV.C.
Executive and Managerial Compensation Update

MATERIALS PENDING
September 1, 2022

MEMORANDUM

TO:        Board of Regents
FROM:      Randolph G. Moore
            Chair, Board of Regents
SUBJECT:   RECOMMEND BOARD APPROVAL OF ANNUAL SALARY
            ADJUSTMENTS FOR POSITIONS THAT REPORT TO THE BOARD OF
            REGENTS

SPECIFIC ACTION REQUESTED:

It is requested that you recommend approval of a salary adjustment for Dr. David Lassner,
President, University of Hawai‘i, Mr. Glenn Shizumura, Director of Internal Audit, BOR,
and Ms. Kendra Oishi, Executive Administrator & Secretary, BOR, of 3.72% to align with
the prospective increases for the Executive/Managerial (“EM”) employees effective July
1, 2022. Dr. Lassner’s salary will be updated from $395,004 annually to $409,704. Mr.
Shizumura’s salary will be updated from $162,168 annually to $168,204. Ms. Oishi’s
salary will be updated from $114,096 annually to $118,344.

RECOMMENDED EFFECTIVE DATE:

July 1, 2022

ADDITIONAL COST:

The total additional annual cost for these increases is $24,984, which will be funded by
an appropriation specific to this purpose.

PURPOSE:

The purpose of this request is to align Dr. Lassner’s, Mr. Shizumura’s, and Ms. Oishi’s
salary with the prospective 3.72% annual increase for all other EM employees effective
July 1, 2022.

BACKGROUND:

2444 Dole Street, Bachman Hall 209
Honolulu, Hawai‘i 96822
Telephone: (808) 956-8213
Fax: (808) 956-5136
An Equal Opportunity/Affirmative Action Institution
Pursuant to RP 9.212 ("Executive and Managerial Personnel Policies"), “the President may approve salary adjustments for individual EM employees for merit, equity, or retention below the maximum of the range set forth in the Salary Schedule; provided, however, that all adjustments 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.”

The President has announced his intention to apply annual increases of 3.72% to all EM employees under his jurisdiction, which is the same increase afforded to all UH employees that are members of Bargaining Units 01, 02, 03, 04, 07 and 08. It is recommended that the Board extend this treatment to those positions that report directly to the Board.

**SPECIFIC ACTION RECOMMENDED:**

It is requested that you recommend approval of a salary adjustment for Dr. David Lassner, President, University of Hawai‘i, Mr. Glenn Shizumura, Director of Internal Audit, BOR, and Ms. Kendra Oishi, Executive Administrator & Secretary, BOR, of 3.72% to align with the prospective increases for the EM employees effective July 1, 2022. Dr. Lassner’s salary will be updated from $395,004 annually to $409,704. Mr. Shizumura’s salary will be updated from $162,168 annually to $168,204. Ms. Oishi’s salary will be updated from $114,096 annually to $118,344.
MEMORANDUM

TO: Randolph G. Moore
    Chair, Board of Regents

FROM: David Lassner
      President, University of Hawai‘i

SUBJECT: RECOMMEND BOARD APPROVAL OF OTHER SALARY
         ADJUSTMENTS FOR POSITIONS THAT REPORT TO THE PRESIDENT

SPECIFIC ACTION REQUESTED:

It is requested that you recommend approval of a special salary adjustment for Dr. Vassilis Syrmos, Vice President for Research and Innovation, of 8.18% on the basis of equity. This increase, which includes the prospective 3.72% adjustment for Executive/Managerial (“EM”) employees effective July 1, 2022, will update Dr. Syrmos’ salary from $260,820 annually to $282,156 annually.

It is also requested that you recommend approval of a special salary adjustment for Dr. Kaiwipunikauiwakawëki Punihel Lipe, University Academic Affairs Program Officer, of 10% on the basis of merit. This increase, in addition to the prospective 3.72% adjustment for EM employees effective July 1, 2022, will update Dr. Lipe’s salary from $109,332 annually to $124,740 annually.

RECOMMENDED EFFECTIVE DATE:

July 1, 2022

ADDITIONAL COST:

The additional cost for Dr. Syrmos’ adjustment is $1,778 per month, or $21,336 per year. The additional cost for Dr. Lipe’s adjustment is $1,284 per month, or $15,408 per year.

BACKGROUND:

Pursuant to RP 9.212 (“Executive and Managerial Personnel Policies”), “the President may approve salary adjustments for individual EM employees for merit, equity, or retention below the maximum of the range set forth in the Salary Schedule; provided,
however, that all adjustments 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."

Dr. Vassilis Syrmos, Vice President for Research and Innovation

On October 25, 2004, Dr. Syrmos was appointed as the Associate Dean of the
College of Engineering, University of Hawai’i at Mānoa (“UH Mānoa”). On
November 24, 2006, Dr. Syrmos was appointed as the Associate Vice Chancellor
for Research and Graduate Education, UH Mānoa. Effective September 1, 2013,
Dr. Syrmos was appointed by then-President M.R.C. Greenwood as the Vice
President for Research and Innovation, University of Hawai’i (“University”), which
was approved by the Board of Regents on August 22, 2013.

Since his appointment in 2013, Dr. Syrmos has provided critical leadership and
coordination of systemwide research and innovation efforts, including strategic
direction and management of the University’s research support, technology
transfer/commercialization, and compliance functions. Under Dr. Syrmos'
leadership, from FY 2019-2021, the University has exceeded $400 million in
eextramural funding, closing FY 2021 with a near-record total of $485.5 million.

In addition to his role as Vice President for Research and Innovation, Dr. Syrmos
is a tenured Professor with the UH Mānoa College of Engineering and a highly
valued University of Hawai’i employee with over 30 years of experience in the
University system.

Dr. Syrmos has been a consultant for the Canada France Hawai’i Telescope,
Innovative Solutions, Science Technology International, and others. He is a
Boeing AD Welliver Fellow, a member of the Sigma Xi research organization, a
senior member of the Institute of Electrical and Electronics Engineers, and was a
member of the board of the Hawai’i Technology Development Venture program.
He is a board member of the Research Corporation of the University of Hawai’i,
the Pacific International Center of High Technology Research, Natural Energy
Laboratory of Hawai’i Authority, the Hawai’i Academy of Sciences and UH
Ventures Accelerator, the University’s first proof of concept accelerator. Dr.
Syrmos is also the author/coauthor of more than 100 journal and conference

The purpose of this equity request is to adjust Dr. Symos’ current salary to be
equivalent to the salaries of all other Vice Presidents at the University, who will
be retroactively compensated $282,156 annually.
Dr. Kaiwipunikauikawēkiu Punihei Lipe, University Academic Affairs Program Officer

Dr. Lipe was appointed as University Academic Affairs Program Officer (Native Hawaiian Affairs Program Officer) on August 1, 2017. She is also the Director of UH Mānoa’s Truth, Racial Healing, and Transformation Campus Center, one of 50 campuses throughout the United States selected to develop visionary action plans to prepare the next generation of leaders to advance justice and build equitable communities; is the only representative from Hawai‘i selected as a member of the inaugural cohort of the Culture of Health Leaders Institute for Racial Healing, a program conducted by the National Collaborative for Health Equity in Washington D.C.; and was previously selected as an Obama Leader with the Obama Foundation’s Asia-Pacific Leaders Program. She holds a B.A. in Hawaiian Studies, an M.S. in Counseling Psychology, and a Ph.D. in Education Administration.

In her current position, Dr. Lipe assists UH Mānoa with the overall strategic development, collaboration and partnerships required to create a Native Hawaiian place of learning for UH Mānoa, which is in alignment with the UH System’s strategic directions and our commitment to being, foremost, an indigenous serving institution. Dr. Lipe, in partnership with faculty, staff, students, and administrators, has implemented recommendations from task forces she has coordinated, working with both internal and external communities, with a particular focus on Native Hawaiians and other underrepresented positions at UH Mānoa. Additionally, she has worked with groups and individuals in the areas of academics, research, student affairs, and administration to create a Hawaiian place of learning.

Prospectively, given that Dr. Lipe has shown exceptional growth in her position as a supervisor overseeing various programs and grants, we are exploring a redescrip­tion of her position from University Academic Affairs Program Officer to Director of the Office of the Native Hawaiian Place of Learning Advancement.

The purpose of this merit request is to address Dr. Lipe’s substantial contributions to the University, consistent with the University’s effort to establish the institution as a true Hawaiian place of learning.

SPECIFIC ACTION RECOMMENDED:

It is requested that you recommend approval of a special salary adjustment for Dr. Vassilis Syrmos, Vice President for Research and Innovation, of 8.18% on the basis of equity. This increase, which includes the prospective 3.72% adjustment for EM employees effective July 1, 2022, will update Dr. Syrmos’ salary from $260,820 annually to $282,156.
It is also requested that you recommend approval of a special salary adjustment for Dr. Kaiwipunikauikawēkiu Punihei Lipe, University Academic Affairs Program Officer, for 10% on the basis of merit. This increase, in addition to the prospective 3.72% adjustment for EM employees effective July 1, 2022, will update Dr. Lipe’s salary from $109,332 annually to $124,740.
MEMORANDUM

TO: Randy Moore  
Chair, Board of Regents  
Chair, Committee on Personnel Affairs and Board Governance

FROM: Kendra T. Oishi  
Executive Administrator and Secretary of the Board of Regents

SUBJECT: Office of the Board of Regents Emergency Response Plan

BACKGROUND:

In March 2020, the Office of the Board of Regents ("Board Office") and Office of Internal Audit ("OIA") each prepared an emergency response plan ("ERP") that could be used to ensure the continuance of essential operations in emergency situations including but not limited to pandemic situations.

This agenda item is an update of the ERP presented to the committee in August 2021. The most significant update reported in 2021 relates to the temporary relocation of the Board Office to Hawai'i Hall – the timeframe for the relocation has since been further extended. A few other clarifications were also made. This item is for information only and does not require action. The Board Office will continue to review the ERP on a routine basis and will update it as needed.

Attachment:  
Office of the Board of Regents Emergency Response Plan
Office of the Board of Regents
Emergency Response Plan
As of 8/25/22

Office of the Board of Regents
2444 Dole Street, Bachman 209
Honolulu, HI 96822
(808) 956-8213

Note: The Board Office has temporarily relocated to Hawai‘i Hall while Bachman Hall is being renovated.

Submitted by:
Kendra Oishi, Executive Administrator and Secretary of the Board of Regents

I. Background and Purpose

The purpose of this plan is to provide a framework and structure for emergency planning that achieves the following objectives:

- Ensures the health and safety of personnel.
- Ensures the Board Office’s ability to continue mission critical operations across a range of emergency situations, specifically in circumstances where there is a major threat or impact on the operations or the personnel and facilities of University operations.
- Ensures the continuous performance of the University’s mission during and immediately after an emergency.
- Ensures the protection of mission critical facilities, equipment, records, and other assets.
- Reduces or mitigates disruption of University operations, particularly those considered vital to restoration and recovery.

II. Types of Emergencies

Emergencies can be generally categorized as follows:

- **Human-Caused Hazards and Emergencies**: These include situations such as unlawful assemblies resulting in riots; labor strikes; large-scale demonstrations; threats of violence against individuals or groups; utility failures; chemical or radiological accidents; bomb and bio-terroristic threats; shooting incidents; fires; explosions; aircraft crashes; and others.

- **Natural Events and Disasters**:
  - **Meteorological Hazards**: These include storms, hurricanes, waterspouts, tornadoes, and droughts and may threaten any part of the State or the entire State at the same time.
  - **Geological Hazards**: These include earthquakes, tsunamis, and volcanic activity and may occur with little or no warning.
  - **Other Natural Hazards**: These include landslides, mudslides, and forest/brush fires.

- **Threats of a Biological Nature**: These include pandemics and spread of infectious and communicable diseases.
III. Emergency Response and Recovery

Incident response and recovery activities include:

- Determining the level of the emergency.
- Activating recovery plans, including identifying personnel critical to maintaining operations and identifying and protecting significant assets.
- Planning for alternative means of delivering services, e.g. migrating office space to alternative locations, working remotely, etc.
- Providing appropriate communications to Regents, the President, Director of Internal Audit, etc.

A. Emergency levels can generally be classified as follows:

- **Type 1**: an incident that is localized or in a small area and considered minor. Type 1 emergencies:
  - Can be quickly resolved with existing Board Office resources or limited outside help;
  - Has little or no impact on personnel or normal operations outside the locally-affected area; and
  - Do not require notification of police or other emergency personnel.

  Impacted personnel or offices coordinate directly with operational personnel from the UHM Environmental Health & Safety Office, Auxiliary Services, Facilities/Planning, Campus Security, or other units to resolve Type 1 incidents. In certain incidents, the UH Director of Communications will be asked to provide necessary media releases.

  Examples: odor complaints, localized chemical spill, plumbing failure, or water leak.

- **Type 2**: an incident that disrupts sizable portions of the campus community and include events that can escalate quickly and have serious consequences for mission critical functions and/or life and safety. Type 2 emergencies:
  - Require assistance from external entities;
  - Necessitates the President or authorized representative to receive intelligence from responding operational departments or from the Campus Security Call Center to determine whether further action needs to be taken; and
  - May entail alerting the President, executive leadership, and State/County Civil Defense, depending on the nature and severity of the emergency.

  Examples: building fire or explosion, biological or terrorist threat, major chemical or hazardous material spill, severe windstorm or flooding, and extensive utility outage. Also includes external emergencies that may affect campus personnel or operations.
• **Type 3:** an event or disaster that involves a large part of the campus and its surrounding community with wide-ranging and complex effects. A timely resolution of disaster conditions requires campus-wide cooperation and extensive coordination and support from external jurisdictions. During a Type 3 emergency:
  - Normal campus operations are curtailed or suspended;
  - The President is notified and the Emergency Operations Center (EOC) and UH System Emergency Management Plan are activated;
  - State/County Civil Defense is notified and communications opened; and
  - UH System EOC members and other key personnel are alerted and report to campus and the EOC.

Examples: hurricane, tsunami, major earthquake, major flood, other potential mass casualty events, and pandemics.

Type 3 emergencies can be further categorized into short-term or long-term emergencies, depending on the nature and severity of the incident. A short-term incident may be a flood or hurricane with minimal property damage, whereas a long-term incident may be a pandemic or natural disaster with severe property damage and which may result in long-term displacement of personnel from the workplace.

B. Board Office Staff, Assets, and Operations:

**Staff and Operations:**
The Board Office currently consists of the following four permanent full-time personnel:
- Executive Administrator and Secretary of the Board of Regents
- Executive Assistant
- Operations Specialist
- Private Secretary

The Board Office also currently employs one part-time Student Assistant.

The Board Office plays a critical function in coordinating and facilitating the activities of the Board of Regents, serving as a liaison to the University Administration, and maintaining the official records of the Board. The bulk of the work includes, but is not limited to: planning and coordinating Board and committee meetings, including agenda planning and preparation, logistics planning, scheduling travel, review and compilation of meeting materials, processing testimony, and following up on action items and requests; coordinating meetings for Regents related to board business; preparing and reviewing minutes, policies, meeting materials, and other documents; reviewing and maintaining Regent Policies; responding to internal and external inquiries and requests; and keeping Regents apprised of the activities of the University.

For purposes of meeting the objective of continuity of mission critical operations, all four permanent full-time personnel are deemed necessary and critical to sustaining operations. The Student Assistant assists the Operations Specialist and Private Secretary with administrative functions and is not considered necessary and critical to sustaining
operations; in their absence, their responsibilities would be absorbed by the Operations Specialist and Private Secretary.

Assets and IT Support:
The Board Office’s most significant assets after its personnel are its records and files. Maintaining records and files of the Board is one of the primary functions of the Board Office. Files are maintained both electronically and in hard copy. The Board Office has decades-worth of hard copy files of board actions and correspondence, which it is in the process of digitizing. More recent records are in both hard copy and electronic form. At least 12 years-worth of meeting materials are in digital form, meeting agendas and minutes dating back to 1980 are available on the public website and in digital form, and some meeting records prior to the 1980s have been digitized.

Electronic files are stored on a University server (i.e. not on an individual computer) located in a different building from the Board Office and maintained by the IT Department, including weekly backups and security protection. These files are easily accessible remotely via a secured connection that was set up with the assistance of the IT Department. All computers have required anti-malware software installed and updated. The Board Office works closely with the IT Department on a regular basis in maintaining the Office’s technology needs, as well as for support with public Board and committee meetings.

C. Planning for Alternative Means of Delivering Services:

Working Remotely:
The Board Office is equipped and prepared to work remotely, and can generally do so with little notice. Each permanent Board Office staff has a work-issued laptop, internet access at home, and remote accessibility to shared files. Conferencing tools such as Zoom and Google Meet can be used to facilitate communication both internally and externally. The Board Office does not anticipate any additional costs to acquire resources other than routine replacement and maintenance of technology equipment and software. The University’s IT Department is generally able to provide support in order for the Board Office to operate remotely. (Note that this may not be the case in the scenario of a natural disaster where there may be limited electronic accessibility.)

While working in the office is more efficient with respect to working collaboratively and having access to hard copy files, the Board Office can still function effectively working remotely. The University Administration has adapted its processes to allow for electronic processing of materials transmitted to the Board Office.

Natural Disasters and Short-Term Disruptions:
In a natural disaster situation or other short-term disruption where roads and other infrastructure may impede personnel from getting to work or where it may not be safe to commute, the Board Office treats Executive/Managerial employees as “essential.” Typically, the Executive Administrator will attend to any business that needs to be conducted on days when employees are granted administrative leave, and the Executive
Assistant serves as backup on an as-needed basis. It is important to note that the term “essential” has a different connotation in different contexts; prior to the COVID-19 pandemic in 2020, it used to be more of a term of art.

Other Emergency Situations:
There are a number of other emergency scenarios including active shooter, medical emergencies, suspicious package, fire, chemical spills, civil disturbances, bomb threats, and utility failures. These types of situations are of a nature where personal safety is the highest priority and may require responses such as shelter-in-place or evacuation. UH Mānoa has an Emergency Response Guidebook and the Board Office has Emergency Preparedness Procedures to provide guidance for these scenarios. The Board Office has also participated in training and activities such as lockdown exercises.

The Board Office has temporarily relocated to the 1st floor of Hawai‘i Hall while Bachman Hall is being renovated. Note that the 1st floor of Hawai‘i Hall is below ground level and requires stairs or an elevator to access. Renovations are anticipated to be completed by June 2023. Hawai‘i Hall is open during regular work hours; during non-work hours, the building is only accessible for those with an entry code. Although the Board Office has only one accessible point-of-entry, it is located in a hallway with multiple exits in the event of an emergency. There is an elevator that may be used by disabled individuals in the event of an emergency as long as there is no service disruption. The vast majority of visitors to the Board Office are Regents or University employees.

D. Communication:
In cases of emergencies that occur during non-work hours or when one or more people are out of the office, the Board Office Communication Tree shall be utilized. The Executive Administrator will prioritize the health and safety of the Board Office staff and will consult with the Board Chair as appropriate, particularly in matters where operations are severely impacted or where there is imminent harm and/or risk, and will notify Regents as necessary and appropriate. The Executive Administrator will coordinate with the Director of the Office of Internal Audit, which is administratively attached to the Board Office. The Director of the Office of Internal Audit (IA) will be responsible for notifying IA staff of emergencies.

The Executive Administrator is in regular contact with the President and Officers during weekly Officers meetings, daily conference calls during emergency situations such as hurricanes and pandemics, and on an individual as-needed basis. Provided that there is no interruption to cellular service or internet connectivity, communication should not be a barrier.

IV. Other Issues
Other operational and financial impacts to the Board Office resulting from a business disruption include the following:
A. **Financial**

A short-term (several days to a few weeks) business disruption should have minimal financial impact. Full-time staff would remain intact with the possibility of furloughing Student Assistants. A long-term (excess of one month) business disruption may have a significant financial impact if accompanied with a decrease in funding. In addition to possible Student Assistant layoffs, cost-cutting measures may include reducing travel expenditures and purchases of supplies and equipment.

Board Office staff are exempt and at-will employees, with the exception of the Operations Specialist who is an APT position. In instances where actions may need to be taken as a result of severe financial impacts, such as personnel actions and budget and salary reductions, the Executive Administrator will consult with the Board Chair on how the office would operate and where adjustments could be made while continuing to meet the basic operational needs of the Board and the University.

B. **Insurance**

The Board Office’s activities and property are insured by the University.

C. **Emergency Supplies**

The Board Office is equipped with supplies for basic emergencies and would call for assistance for more severe emergency situations.
Pennsylvania’s State System of Higher Education (PASSHE)
Pennsylvania’s State System of Higher Education (PASSHE) is confronted with challenges that are pervasive across higher education but that are particularly acute in the Keystone State. Over the decade ending in 2020, PASSHE’s 14 universities lost 21 percent of their enrollments and—because they are still working to adjust cost structures, and because the state ranks 48th in the nation in terms of public expenditure on higher education—the entire PASSHE system has been severely challenged financially. While many of its institutions were already adjusting to such headwinds, the system’s board, led by Chairwoman Cynthia Shapira, realized that much more needed to be done at the system level and embarked upon a significant reform of the system.

In late 2016, the Board of Governors and then Chancellor Frank Brogan launched a fundamental reexamination of the PASSHE system. The board began by commissioning an intensive, top-to-bottom review of the system and its universities’ operations and governance, gathering input from students, faculty, staff, community leaders, elected leaders, and others.

The findings suggested that indeed a major overhaul was needed. “The system had been built on the idea that the enrollment would be fairly steady, and that the state appropriation would be fairly steady and it would cover about 60 to 70 percent or so of annual operating costs,” Shapira says. “And so there wasn’t much effort to diversify the revenue stream, there was debt from prior building, and the Great Recession had led to drastic budget cuts.”

These new realities, including continuing enrollment declines, were “simply not being dealt with,” Shapira says. “The board retained an outside consultant to do a top-to-bottom review so that we could say, for any reform, that this is what we’re basing it on, this is the information, and here is why this business model must be changed.”

A Mandate for Change
The results of the review, a 2017 report by the National Center for Higher Education Management Systems (NCHEMS), were candid and less than flattering on many levels. One of the fundamental findings was that the politically appointed nature of the board tended to limit the likelihood of strong and consensus-driven decisions to make fundamental change.
The report eschewed attempts to rapidly slash costs by simply closing institutions, finding that would be expensive and would not yield sufficient savings, would not result in sufficient efficiencies, would end up damaging the economies of communities where some of the universities are located, and would not be politically feasible.

“The report said, and I agreed, that the real problem, the foundational problem, is with the governance structure and its ramifications: that with a politically appointed board there’s no real power or authority to do much of anything, and there is little focus on strategic or generative decision-making,” Shapira says. “That centered governance and system-level work on administration and control rather than strategy and student outcomes.” PASSHE’s chancellor left soon thereafter.

Shapira expanded and increased the diversity of the search committee that looked for a new chancellor who could lead the needed change by adding a faculty representative, a student representative, and a university administrator. Eventually, Shapira and the board chose as the new chancellor Dan Greenstein, who was previously director of postsecondary success strategy at the Bill & Melinda Gates Foundation and earlier was vice provost for academic planning and programs for the University of California system.

“First of all, Dan clearly had the thought and executive leadership chops and experience working with a large higher-education system,” Shapira says. “Also, I’ll tell you the thing that really did it for me was that when Dan came in for his interview, he didn’t talk about himself in the first five or 10 minutes that we gave to all candidates to introduce themselves. While most of them talked about their careers or whatever, Dan instead talked about public higher education, equity issues, and the need for higher education to fulfill its mission, particularly public higher education. And he said he thought that we really understood that there was a need to change, and really change the business model and the template in order to accomplish those goals. And he said he wanted to be with people who were willing to do that.”

Reorienting and Revamping the Board
Shapira also reoriented the board to be more focused on governance and outcomes. First, the board eliminated all the administrative standing committees and created three mega committees dealing with student success, university success, and governance and leadership. “That gave the message to the board that your work needs to be aligned with what we actually want to accomplish,” Shapira says. “Your work is not about administration, it’s not about control. It’s not about reviewing the university’s new program in English. It is about student outcomes and about these universities being sustainable and fulfilling their mission, and for us to do the best job that we can in governing.”

In recent years, the board has started to use consent agendas for any administrative issues that could be handled offline, saving time at committee meetings and workshops for strategic and substantive discussions.

That has freed up time for board discussion of important issues. “At our most recent quarterly meeting in February 2022, over a two-day period we only had two or three
action items on that agenda that needed votes to be taken,” Shapira says. “Those two days predominantly were spent on these big issues related to enrollment.”

**Driving Cost Savings**

The most substantive board action taken with respect to the system has been to reduce costs to enable the system to live within its means, Shapira and Greenstein say. By June 2022, PASSHE will have eliminated $173 million in costs in two years and is on target to deliver $200 million to $250 million in reductions promised over the 2020-25 period, according to a November 15, 2021, funding request to Pennsylvania’s governor and General Assembly. That includes a 30-percent reduction in expenditures within the Office of the Chancellor since 2018.

The board now requires PASSHE universities to operate in a financially sustainable manner, including passing balanced budgets that do not rely on reserves. That has allowed the system to yield a modest positive annual operating margin and to maintain primary reserve ratios and net reserves at minimum industry-standard threshold levels, according to the funding request.

Greenstein and Shapira instituted a nearly 15-percent reduction in the level of faculty and staff. “There was a lot of nuance to that and we worked very closely with the unions, with the governor, and with other stakeholders to figure out how to do it in a way that was the most humane and would result in the least devastation,” Shapira says.

The system also required universities to make tough choices to cut back previous programmatic expansions that had driven past employment growth. “The reason we had too many faculty was because we had allowed our program array to just become too big,” Greenstein says. “You can only sustain as many programs as you can enroll students. Not every program has to make money. But the portfolio can’t lose money. And several of our schools were underwater. And so it was a matter of just insisting as a policy matter, that you need to live within your means. And to live within your means you need to ensure that your program array is sustainable on the number of enrollments. And that caused a number of things happen. One of them was universities began to compress their programs, and the universities now begin to look to each other and say, ‘Oh, my goodness, I’m going to lose Celtic poetry. How do we work together, so my students can still have access to it?’ Related to that, we invested a significant amount of money in the technology infrastructure that will enable sharing remotely and so we’re seeing more and more universities beginning to share programming. We think it shows that you can have the best of both worlds for your students; you can have breadth and depth.”

PASSHE now requires its university heads to closely scrutinize low-enrollment programs and program alignment with workforce imperatives, Greenstein says.

Part of the problem was that the board earlier was under the impression it could not take those difficult steps. “The board didn’t know it had the agency to insist on accountability and insist on aligning costs with expenses,” Shapira says. “Dan helped us figure out what we could do. And this is the lesson learned: Boards think they can’t do things or chancellors think they can’t do things. And generally, that’s just because that’s the lore. It’s not because it’s true.”
Cost-cutting has enabled the system to curtail tuition increases. From 2011 to 2018, the average annual increase in the net price of attendance systemwide was 5.5 percent. Those increases were eliminated starting in 2019, with the board holding tuition flat for three straight years, according to its recent funding request. PASSHE universities are also controlling the cost of room and board and are increasing the number of operating dollars spent on student aid to $100 million annually.

Other positive outcomes include a systemwide four-year graduation rate that has increased 10 percent over the past six years. “We’ve seen consistent improvement in four-year graduation rates, we’ve seen shrinkage of attainment gaps at several of our universities, and we’ve seen improved enrollment in students from new and adjacent markets in non-degree credentials, online, adult,” Shapira says.

**University Integrations**

In the summer of 2020, the board embarked on a next step in addressing enrollment and financial challenges through an initiative to integrate six of its 14 universities into two larger regional universities. In October 2020, the board authorized Greenstein to develop a proposed implementation plan for this integration. It was hoped that the integration of three universities in the western part of the state (California, Clarion, and Edinboro) and three universities in the northeast (Bloomsburg, Lock Haven, and Mansfield) would provide students with more academic program options while providing for greater operational stability for the institutions.

The six institutions involved will maintain their historical names and identities while expanding academic program opportunities, enhancing support that improves outcomes for all students, and reaching communities that are currently underserved.

The first cohort of students will begin at each integrated university in August 2022, with the integrated curriculum being finalized by August of 2024. Key to supporting this effort is a recent state commitment of $200 million over four years that will be used to invest in student-success initiatives, reduce current debt loads, and support faculty and staff training and transition.

The integration initiative proved contentious, with at least one state assemblyman writing an op-ed article requesting Greenstein’s ouster. That forced the board to navigate the complexities of a broad range of political pressures, Shapira says. In the end, Shapira marshalled an 18-0 board vote in favor of the integration and it moved forward with the state legislature’s passage of Act 50 of 2020, which received near-unanimous support in the state legislature and the governor’s office.

Shapira says that the next area of emphasis for the system is growing enrollment. She says the system aims to produce 2,000 more bachelor’s degrees per year, 1,200 more master’s per year, and about 2,500 more non-degree credentials annually through at least 2030. “That requires us to grow to about 100,000 to 110,000 students, and all of that is tracked directly to the state’s workforce development,” Shapira says.
1. Employment, Support, and Evaluation of the Chief Executive

a. The board has developed and communicated clearly defined performance expectations to the President.

b. The board has provided the President with the necessary support and feedback that is required.
c. The board holds the President accountable for the achievement or non-achievement of the performance objectives.

11 responses

2. Strategic Planning

a. The main role of the board is to shape the strategic direction of the university.

11 responses
b. The board ensures that the vision and mission clearly reflects student and community expectations.

11 responses

![Pie chart showing responses to the statement about the board ensuring the vision and mission reflects student and community expectations.]

- Strongly Disagree: 54.5%
- Disagree: 9.1%
- Neither Agree nor Disagree: 18.2%
- Agree: 18.2%
- Strongly Agree: 27.3%


c. The board ensures that strategic planning is conducted, participates in the process, and approves the final plans.

11 responses

![Pie chart showing responses to the statement about the board ensuring strategic planning is conducted and approved.]

- Strongly Disagree: 27.3%
- Disagree: 18.2%
- Neither Agree nor Disagree: 18.2%
- Agree: 18.2%
- Strongly Agree: 36.4%

3. Policymaking to Guide the System
a. The board establishes policies consistent with the mission statement and strategic plan.

11 responses

Sections 4-5

4. Fiduciary Oversight

a. I understand my role as a fiduciary and the corresponding obligations.

11 responses
b. The board approves annual budgets, reviews financial reports, and monitors the financial condition of the system.

11 responses

![Pie chart showing responses to statement b.]

- Strongly Disagree: 54.5%
- Disagree: 45.5%

- Neither Agree nor Disagree: 0%
- Agree: 0%
- Strongly Agree: 0%

c. The Internal Audit Committee supervises and reviews an annual internal audit of the university system.

11 responses

![Pie chart showing responses to statement c.]

- Strongly Disagree: 54.5%
- Disagree: 45.5%

- Neither Agree nor Disagree: 0%
- Agree: 0%
- Strongly Agree: 0%

d. Stewardship of the university's assets is a major responsibility of the board.

11 responses

![Pie chart showing responses to statement d.]

- Strongly Disagree: 18.2%
- Disagree: 81.8%

- Neither Agree nor Disagree: 0%
- Agree: 0%
- Strongly Agree: 0%
5. Serving as Ambassadors to the Community

a. The board as a whole and individual regents should advocate for the university in the community.

11 responses

Strongly Disagree: 81.8%
Disagree: 18.2%

b. The board develops and implements plans for educating the public about the work of the university system.

11 responses

Strongly Disagree: 9.1%
Disagree: 36.4%
Agree: 18.2%
Neither Agree nor Disagree: 36.4%
c. The board interprets and communicates the needs and expectations of the community to the university system’s administrators and faculty.

11 responses

- Strongly Disagree: 27.3%
- Disagree: 36.4%
- Neither Agree nor Disagree: 36.4%
- Agree: 9.1%
- Strongly Agree: 9.1%

---

d. I am often called upon to represent the board at community events.

11 responses

- Strongly Disagree: 36.4%
- Disagree: 45.5%
- Neither Agree nor Disagree: 9.1%
- Agree: 9.1%
- Strongly Agree: 18.2%

---

e. I enjoy participating in university events or activities.

11 responses

- Strongly Disagree: 72.7%
- Disagree: 18.2%
- Neither Agree nor Disagree: 9.1%
- Agree: 9.1%
- Strongly Agree: 18.2%
f. Participating in university events is very time consuming.

Sections 6-8

6. Protecting the System from Undue Influence

a. The board defends the institution from undue influence and pressure from political and special interests.
b. The board supports the professional and academic freedom of administrators and faculty that foster quality learning environments.

11 responses

- Strongly Disagree: 9.1%
- Disagree: 27.3%
- Neither Agree nor Disagree: 63.6%
- Agree: 9.1%
- Strongly Agree: 27.3%

---

c. The board demonstrates appropriate commitment to shared governance.

11 responses

- Strongly Disagree: 9.1%
- Disagree: 36.4%
- Neither Agree nor Disagree: 18.2%
- Agree: 45.5%
- Strongly Agree: 9.1%

---

d. The board and individual regents should serve as a bridge(buffer) between the university and the Legislature.

11 responses

- Strongly Disagree: 9.1%
- Disagree: 27.3%
- Neither Agree nor Disagree: 63.6%
- Agree: 9.1%
- Strongly Agree: 27.3%
7. Setting an Example of Integrity, Inquiry and Service

a. The board set the example for the entire university system by creating a climate and culture where integrity, efficiency, and transparency prevails.
11 responses

b. The board is mindful of the importance of public transparency.
11 responses
c. In public, I am careful that my words and actions do not reflect poorly on the board or myself as a regent.

11 responses

8. Considering Community Interests

a. Regents are knowledgeable about community (local, national, and global) needs and trends.

11 responses
b. Regents develop and maintain relations with the communities (internal and external) served by the system.

11 responses

![Pie chart showing distribution of responses to the statement about relations with the communities.]

<table>
<thead>
<tr>
<th>Strongly Disagree</th>
<th>Disagree</th>
<th>Neither Agree nor Disagree</th>
<th>Agree</th>
<th>Strongly Agree</th>
</tr>
</thead>
<tbody>
<tr>
<td>9.1%</td>
<td>18.2%</td>
<td>54.5%</td>
<td>18.2%</td>
<td>9.1%</td>
</tr>
</tbody>
</table>

c. Based on their knowledge of and relationship with their communities, regents consider multiple perspectives when making policy decisions.

11 responses

![Pie chart showing distribution of responses to the statement about considering multiple perspectives.]

<table>
<thead>
<tr>
<th>Strongly Disagree</th>
<th>Disagree</th>
<th>Neither Agree nor Disagree</th>
<th>Agree</th>
<th>Strongly Agree</th>
</tr>
</thead>
<tbody>
<tr>
<td>9.1%</td>
<td>19.6%</td>
<td>36.4%</td>
<td>54.5%</td>
<td>9.1%</td>
</tr>
</tbody>
</table>

Sections 9-10

9. Acting as a Unit
a. Individual regents feel free to express and share their points of view during discussions being held on issues brought before the board.

11 responses

b. A climate of trust, openness, and respect exists within the board.

11 responses
c. The regents work well together.

11 responses
d. Individual regents make commitments on behalf of the board to their constituents.
11 responses

- Strongly Disagree: 54.5%
- Disagree: 18.2%
- Neither Agree nor Disagree: 18.2%
- Agree: 27.3%
- Strongly Agree: 18.2%

---

e. Regents should speak publicly with one voice.
11 responses

- Strongly Disagree: 45.5%
- Disagree: 18.2%
- Neither Agree nor Disagree: 18.2%
- Agree: 18.2%
- Strongly Agree: 18.2%

---

f. Individual regents should not respond directly to media requests for information or opinions.
11 responses

- Strongly Disagree: 36.4%
- Disagree: 27.3%
- Neither Agree nor Disagree: 18.2%
- Agree: 18.2%
- Strongly Agree: 18.2%
g. Each regent should support board decisions, even if they did not vote in favor.

11 responses

10. Evaluation of the Board’s Performance

a. The performance of the board should be assessed on an annual basis.

11 responses
b. The results of the board’s performance evaluation should be utilized as the basis for a board performance improvement and development plan.

11 responses
Which, if any, of the ten functions of the BOR identified by the RCAC would you amend (and if so, how), or delete (and if so, why)? What, if anything, would you add?

11 responses

none

None at this time.

None

Add: Fiduciary duty requires proactive participation by Regents not passive acceptance. Questioning of administration requests and challenging their assumptions and objectives are part of that responsibility toward achieving the best results for the University. Regents should maintain an arms length relationship with Administration.

This is just a more overall comment. I think we need to encourage more input and participation from constituents in some way. I’m not saying we’re not doing enough but I get so many comments from students and faculty and even community members that ‘uh’ (assuming admin) are so disconnected from what’s ‘really going on’ on campuses and with students.

Board driving the public communication for the University

Would not amend any of the ten functions.

N/A

9g

Articles 1,6,9 of the RCAC’s tasks of the Regents, as driven by Article X,6 of the State Constitution, are difficult to accomplish when open colloquy between Regents is trammeled. The “Sunshine Law” as currently implemented discourages or in some instances prohibits a free discussion of matters which may be sensitive beyond the limits of the BoR. I am mindful of the fact that the Governor may dismiss a Regent, despite the Regent’s status as Senate-confirmed, at will. Thus, a Regent has no protection equivalent to tenure. While I am unafraid of dismissal - as all of the Regents, I am an unpaid volunteer - I have seen the consequences in other settings of casual conversation or even formative debate being wrongly-interpreted by others, particularly legislators or members of the public who are not fully-informed of the obligations and capabilities of the BoR.

A Protected Group status needs to be accorded gatherings of some groups of more than 2 Regents if valuable discourse or debate is unprotected. I am insufficiently legally sophisticated to know how, but am raising my concern in service to the question. The topic itself is one that can, happily, be discussed openly in full public view.
11. Regent Self-Reflection

a. Serving as a regent is a rewarding experience.
11 responses

b. The opportunity to influence the university's performance is the main reason I wanted to be on the board.
11 responses

c. Participation on the board is stimulating.
11 responses
d. I look forward to attending BOR meetings.

- Strongly Agree: 63.6%
- Agree: 18.2%
- Neither Agree nor Disagree: 18.2%
- Disagree: 63.6%
- Strongly Disagree: 18.2%

11 responses

---

e. I enjoy interacting with other regents.

- Strongly Agree: 36.4%
- Agree: 18.2%
- Neither Agree nor Disagree: 18.2%
- Disagree: 27.3%
- Strongly Disagree: 18.2%

11 responses

---

f. My work as a regent is appreciated.

- Strongly Agree: 36.4%
- Agree: 18.2%
- Neither Agree nor Disagree: 18.2%
- Disagree: 27.3%
- Strongly Disagree: 18.2%

11 responses
g. My contributions to our work are valued by my colleagues on the board.

11 responses

h. Board and committee meetings make an excessive demand on my time and energy.

11 responses

i. Sometimes I come to meetings underprepared.

11 responses
j. The amount of personal time I spend as a regent is reasonable.

11 responses

- Strongly Disagree: 45.5%
- Disagree: 27.3%
- Neither Agree nor Disagree: 27.3%
- Agree: 0%
- Strongly Agree: 0%
Comments on #11:
11 responses

None

One’s commitment is based upon your true motivation of becoming a Regent. Some like the position because of its status, while others see their role as one of active participation and work.

Being underprepared - sometimes there's just not enough time between receiving testimony and materials (particularly last minute materials) to get through everything as thoroughly as I'd like.

I don't have the “luxury” of being retired so balancing time with a full-time job is challenging and I don't feel I can contribute as much as I'd like. However, I do bring the voice of the current work environment.

Rewarding experience - must be taken seriously with dedication

the board responsibilities take too much time. Meetings should be more focused on strategic matters and less time on routine matters.

none

The current climate between the legislature and the University is taxing.

11.i - I not uncommonly find, after reading the documents distributed, that there are areas of research that I want to pursue further, yet run out of time. Happily, thus far I have found that all of my questions or concerns end up being raised or answered by others on the BoR, or by others present to provide testimony. ...I have also found, in over 50 years as a teacher, that knowledge facilitates the acquisition of other new knowledge; said more simply, the more I learn, the easier it is to learn more.

12. Board Performance and Culture
a. I fully understand the role and responsibilities of the board.
11 responses

b. The distinction between management and governance is clear.
11 responses

c. I am well acquainted with my colleagues on the board.
11 responses
d. Regents are knowledgeable about the university system components and operations.

11 responses

- Strongly Disagree: 9.1%
- Disagree: 18.2%
- Neither Agree nor Disagree: 36.4%
- Agree: 36.4%
- Strongly Agree: 27.3%

---

e. I appreciate the opportunity to interact with university administration.

11 responses

- Strongly Disagree: 45.5%
- Disagree: 54.5%

---

f. Regents are adequately informed about delegated managerial decisions.

11 responses

- Strongly Disagree: 27.3%
- Disagree: 27.3%
- Neither Agree nor Disagree: 18.2%
- Agree: 27.3%
- Strongly Agree: 27.3%
g. The distinction between decisions reserved to the board and those made by administration is clear.

11 responses

h. There is a good balance between time spent on accountability and time spent on strategic considerations.

11 responses

i. Board and committee meetings encourage participation from all regents.

11 responses
j. Regents spend time productively in board and committee meetings.

k. Our present committee structure serves the university well.

l. Committee assignments make good use of my special talents and background experience.
m. I receive adequate written materials and briefings to be well prepared for deliberations and decision making.

11 responses

n. Meeting materials are provided in a timely manner.

11 responses

o. Administration provides complete, accurate, and relevant information for our decision making.

11 responses
p. BOR and committee meetings are too long.
11 responses

q. A small number of regents dominate our discussions.
11 responses

r. Board discussions influence my final voting decision.
11 responses
most of the Regents are not participative and are passive listeners...that is not good.

I think we do better now than before about going in circles on some discussions. I think some meetings go long because presenters don’t do a good job being able to condense their information into snapshots.

Time is the biggest challenge for me. And, often I rely on summaries or executive reports. I feel the most value is when I am present. It was hard to get to know other regents during zoom only meetings.

A strength of the Board is its members’ diversity - not merely racial and cultural differences; perspectives, interests, experience, expertise, questioning

we could do with fewer committees that spend more time on strategic matters

none

Sunshine law creates challenges to simply building relationship with other regents efficiently.

My earlier comments relating to the constraints on open expression apply (sometimes difficult to square active and productive discussion with limits imposed by the Sunshine Law), but overall my admiration for my fellow Regents and appreciation of the Administration's efforts to meet our informational needs increase with each passing meeting.

13. Philanthropy

a. Personal contributions of financial support is a duty of each regent.
b. It is appropriate for regents to aid in soliciting donations to the UH Foundation.

11 responses

![Pie chart showing responses]

- Strongly Disagree: 36.4%
- Disagree: 27.3%
- Neither Agree nor Disagree: 18.2%
- Agree: 18.2%
- Strongly Agree: 9.1%

----------

c. Regents should be actively involved in fundraising by assisting with relationship building.

11 responses

![Pie chart showing responses]

- Strongly Disagree: 36.4%
- Disagree: 27.3%
- Neither Agree nor Disagree: 18.2%
- Agree: 18.2%
- Strongly Agree: 9.1%
The Regents contribute years of their own personal time which is not compensated. They do it because of their dedication to make UH a better place of learning. They should not be responsible for raising money as well.

I think we have a responsibility to building relationships and support for the university but don't think it's appropriate for us to be actively building those relationships with the intention of soliciting financial support for the university. I think we can build relationships and bring awareness to opportunities for support but there's is a difference and a line between solicitation and awareness of opportunities.

Because Hawaii is such a tight community, it's difficult to harder support for the University when we are all seeking from the same source. Divided coordination is needed for this purpose. Otherwise we are all asking the same person.

Time, talent, and treasure

regents are not sufficiently engaged in fund-raising

none

The time commitment is intense and state laws limiting things like sporting even tickets make it unreasonable to also expect regents to contribute significantly financially. That also discourages community members from lower socio-economic backgrounds to serve, which would be a travesty.

This deserves more discussion or at least clarification. Every nonprofit Board on which I have sat has expected it's members to contribute personally to the financial stability of the institution. But that is a separate matter from solicitation. The less that a Regent is identified with donors or with money streams, the better. I am not above being accessible to a donor for discussion of University affairs and objectives, just as I am to accessible the general public; but not in matters leading explicitly to a donation.

Thank you!!
Board of Regents bylaws  
Section II.D. Standing Committees of the Board

<table>
<thead>
<tr>
<th>Current/suggested</th>
<th>Students, instruction &amp; research</th>
<th>Finance, facilities &amp; admin.</th>
<th>Audit</th>
<th>Governance</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Academic &amp; student affairs</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. Review the academic mission and strategic direction of the system and its major units.</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. Periodically review to what extent programs support the mission and strategic direction of the University</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3. Monitor the quality and effectiveness of educational programs.</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. Develop and maintain policies governing academic and student affairs.</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions</td>
<td>Delete</td>
<td></td>
<td></td>
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</tr>
<tr>
<td><strong>Budget &amp; finance</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. Work in concert with the University administration relating to the operating budget</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. Examine the budgetary process, budget proposals, expenditure plans, and development plans.</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3. Discuss the implementation of the budgetary decisions with the University administration, especially amendments thereto or when circumstances require deviations from expenditure plans</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. Exercise general oversight and policy direction over the University’s financial systems and programs</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Planning &amp; facilities</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. Review, study, and make recommendations to the Board relative to the long-range plans for the [physical] development of the University, considering academic needs, priorities, and fiscal capabilities of the State</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2. Review, study, and make recommendations to the Board relative to the physical facilities master plans for each campus in the University system and to periodically review approved campus master plans in order to recommend revisions, if necessary, to meet the needs of the University.</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3. Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4. Review policies and make recommendations to the Board on matters pertaining to the use of University facilities and ensure an environment that is complementary to the educational mission of this institution</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5. Work in concert with the university administration relating to the capital improvement budget</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
6. Provide general oversight of the University’s land-related strategic initiatives and partnerships program.

<table>
<thead>
<tr>
<th>Personnel affairs and board governance</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Review and consider policies and practices relating to university personnel</td>
</tr>
<tr>
<td>2. Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis</td>
</tr>
<tr>
<td>3. Ensure board education and board member development is provided for board members</td>
</tr>
<tr>
<td>4. Provide recommendations to the board regarding best practices for board effectiveness</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Independent audit</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Advise the Board regarding the Board’s responsibilities to oversee:</td>
</tr>
<tr>
<td>(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;</td>
</tr>
<tr>
<td>(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</td>
</tr>
<tr>
<td>(c) the independent certified public accountant’s qualification, independence and performance, as well as performance of the internal audit function</td>
</tr>
<tr>
<td>2. Review the annual internal audit plan and the extent to which it addresses high risk areas.</td>
</tr>
<tr>
<td>3. Review the annual report of the internal audit department and discuss significant issues of internal controls with the Internal Auditor and management</td>
</tr>
<tr>
<td>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</td>
</tr>
<tr>
<td>5. Receive and review the annual certified financial reports with the independent certified public accountants and management</td>
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<tr>
<td>6. Recommend to the Board the certified public accountants to serve as the independent auditor, and their fees</td>
</tr>
<tr>
<td>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</td>
</tr>
<tr>
<td>8. Provide recommendations to the Board regarding approval of the internal audit mission statement, the committee’s charter, and other governance documents related to both internal and external compliance and auditing activities at the University</td>
</tr>
<tr>
<td>Intercollegiate athletics</td>
</tr>
<tr>
<td>--------------------------</td>
</tr>
<tr>
<td>1. Serve as a liaison between the Board and the respective campuses and their athletic departments</td>
</tr>
<tr>
<td>2. Advise the Board regarding its responsibility to oversee:</td>
</tr>
<tr>
<td>(a) the health, safety and academic progress of student-athletes;</td>
</tr>
<tr>
<td>(b) fiscal integrity and budgetary concerns;</td>
</tr>
<tr>
<td>(c) compliance with NCAA and conference requirements;</td>
</tr>
<tr>
<td>(d) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee; and</td>
</tr>
<tr>
<td>(e) selection procedures for athletic program head coaches.</td>
</tr>
<tr>
<td>3. Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report</td>
</tr>
<tr>
<td>4. Recommend policies governing all aspects of Intercollegiate Athletics at the University</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Research &amp; innovation</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University</td>
</tr>
<tr>
<td>2. Review and make recommendations regarding investments, policies, and practices relating to University research, innovation and technology transfer programs</td>
</tr>
<tr>
<td>3. Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers</td>
</tr>
<tr>
<td>4. Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives</td>
</tr>
</tbody>
</table>
## Suggested rewording of bylaw language for board standing committees

<table>
<thead>
<tr>
<th>Current language</th>
<th>Suggested language</th>
<th>Rationale</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Introdu</strong>ction (does not currently exist)</td>
<td>All committees work with the university administration to recommend strategic goals, objectives, and metrics for activities relevant to their committee’s purview.</td>
<td>Good governance practice</td>
</tr>
<tr>
<td></td>
<td>All committees annually review progress against the university’s strategic goals and objectives relevant to their committee’s purview.</td>
<td>Good governance practice</td>
</tr>
<tr>
<td></td>
<td>All committees review annually their committee charters as set forth in these bylaws and recommend amendments as appropriate.</td>
<td>Good governance practice</td>
</tr>
<tr>
<td></td>
<td>All committees review every three years the regent policies relevant to their committee’s purview and recommend amendments as appropriate.</td>
<td>Good governance practice</td>
</tr>
<tr>
<td></td>
<td>All committees review requests for exemptions to policies relevant to their committee’s purview.</td>
<td>Good governance practice</td>
</tr>
</tbody>
</table>

**Students, instruction & research**

(from academic & student affairs)

<p>| Introduction (does not currently exist) | 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. | Sets forth the responsibilities of this committee. |
| 1. Review the academic mission and strategic direction of the system and its major units. | Periodically review the academic mission and strategic direction of the system and its major units. | Added “periodically” to provide time context. [replace “periodically by “every three years“?] |
| 2. Periodically review to what extent programs support the mission and strategic direction of the University | Periodically review the extent to which programs support the mission and strategic direction of the University | Suggested sentence is less awkward. [replace “periodically by “every three years“?] |
| 3. Monitor the quality and effectiveness of educational programs. | No change |  |</p>
<table>
<thead>
<tr>
<th>4. Develop and maintain policies governing academic and student affairs.</th>
<th>Delete.</th>
<th>Incorporated in the introduction setting forth the responsibilities of this and all committees.</th>
</tr>
</thead>
<tbody>
<tr>
<td>5. Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions</td>
<td>Delete.</td>
<td>Exceptions should come to the relevant committee as stated in the introduction for all committees; actions that have been delegated do not need to be reviewed unless requested by the president.</td>
</tr>
<tr>
<td>(from intercollegiate athletics)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1. Serve as a liaison between the Board and the respective campuses and their athletic departments</td>
<td>Delete</td>
<td>Unnecessary.</td>
</tr>
<tr>
<td>2. Advise the Board regarding its responsibility to oversee: (a) the health, safety and academic progress of student-athletes; (b) fiscal integrity and budgetary concerns; (c) compliance with NCAA and conference requirements; (d) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee; and (e) selection procedures for athletic program head coaches.</td>
<td>Review annually and advise the board of any irregularities concerning: (a) the health, safety and academic progress of student-athletes; (b) fiscal integrity and budgetary concerns; (c) compliance with NCAA and conference requirements; (d) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee; and (e) selection procedures for athletic program head coaches.</td>
<td>The committee should review these matters and report irregularities to the board.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>There should be a regents policy on head coaches (for Mānoa only?) in Chapter 9 of the RPs, along with the personnel policies for employees who are not included in a bargaining unit. This policy would be under the purview of the committee on finance, facilities and administration. Specific procedures for the selection of head coaches should be set forth in executive policy, along with the procedures for selecting other university employees.</td>
</tr>
<tr>
<td></td>
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</tr>
<tr>
<td><strong>3. Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report</strong></td>
<td>Delete</td>
<td>This matter is covered in the item immediately above.</td>
</tr>
<tr>
<td><strong>4. Recommend policies governing all aspects of Intercollegiate Athletics at the University</strong></td>
<td>Delete</td>
<td>Incorporated in the introduction setting forth the responsibilities of this and all committees.</td>
</tr>
<tr>
<td><strong>(from research &amp; innovation)</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>1. Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University</strong></td>
<td>Delete</td>
<td>Incorporated in the introduction setting forth the responsibilities of this and all committees.</td>
</tr>
<tr>
<td><strong>2. Review and make recommendations regarding investments, policies, and practices relating to University research, innovation and technology transfer programs</strong></td>
<td>Delete</td>
<td>Incorporated in the introduction setting forth the responsibilities of all committees.</td>
</tr>
<tr>
<td><strong>3. Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU and research centers</strong></td>
<td>Review and make recommendations on proposals to establish or to terminate Organized Research Units and research centers</td>
<td>Deleted “(ORU)” since this abbreviation does not appear elsewhere so it does not be defined.</td>
</tr>
<tr>
<td><strong>4. Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives</strong></td>
<td>Delete</td>
<td>Incorporated in the introduction setting forth the responsibilities of this and all committees.</td>
</tr>
<tr>
<td><strong>Finance, facilities &amp; administration</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>(from budget &amp; finance)</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Introduction (does not currently exist)</strong></td>
<td>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 master land use master plans for each campus, (c) the use of university lands and (d) personnel policies and practices.</td>
<td>Sets forth the responsibilities of this committee.</td>
</tr>
<tr>
<td><strong>1. Work in concert with the University administration relating to the operating budget</strong></td>
<td>Delete</td>
<td>Incorporated in the introduction setting forth the responsibilities of this and all committees.</td>
</tr>
<tr>
<td></td>
<td>2. Examine the budgetary process, budget proposals, expenditure plans, and development plans.</td>
<td>Delete</td>
</tr>
<tr>
<td>---</td>
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</tr>
<tr>
<td></td>
<td>3. Discuss the implementation of the budgetary decisions with the University administration, especially amendments thereto or when circumstances require deviations from expenditure plans.</td>
<td>Delete</td>
</tr>
<tr>
<td></td>
<td>4. Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.</td>
<td>Exercise fiduciary oversight of endowment funds and other financial assets of the University.</td>
</tr>
<tr>
<td></td>
<td>5. Exercise general oversight and policy direction over the University’s financial systems and programs.</td>
<td>Delete</td>
</tr>
<tr>
<td></td>
<td>(from planning &amp; facilities)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>1. Review, study, and make recommendations to the Board relative to the long-range plans for the [physical] development of the University, considering academic needs, priorities, and fiscal capabilities of the State.</td>
<td>Delete</td>
</tr>
<tr>
<td></td>
<td>2. Review, study, and make recommendations to the Board relative to the physical facilities master plans for each campus in the University system and to periodically review approved campus master plans in order to recommend revisions, if necessary, to meet the needs of the University.</td>
<td>Delete</td>
</tr>
<tr>
<td></td>
<td>3. Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board.</td>
<td>No change.</td>
</tr>
<tr>
<td></td>
<td>4. Review policies and make recommendations to the Board on matters pertaining to the use of University facilities and ensure an environment that is complementary to the educational mission of this institution.</td>
<td>Delete</td>
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<td></td>
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</tr>
<tr>
<td><strong>5. Work in concert with the university administration relating to the capital improvement budget</strong></td>
<td>Delete</td>
<td>Incorporated in the introduction setting forth the responsibilities of this and all committees.</td>
</tr>
<tr>
<td><strong>6. Provide general oversight of the University’s land-related strategic initiatives and partnerships program</strong></td>
<td>Delete</td>
<td>Incorporated in the introduction setting forth the responsibilities of this and all committees.</td>
</tr>
<tr>
<td><strong>(from personnel affairs and board governance)</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>1. Review and consider policies and practices relating to university personnel</strong></td>
<td></td>
<td>Incorporated in the introduction setting forth the responsibilities of this and all committees.</td>
</tr>
<tr>
<td><strong>Audit (no change from current)</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Introduction (does not currently exist)</strong></td>
<td>This committee 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.</td>
<td>This committee is mandated by statute.</td>
</tr>
<tr>
<td><strong>1. Advise the Board regarding the Board’s responsibilities to oversee:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(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;</td>
<td></td>
<td></td>
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<tr>
<td>(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</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(c) the independent certified public accountant’s qualification, independence and performance, as well as performance of the internal audit function</td>
<td></td>
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<tr>
<td><strong>2. Review the annual internal audit plan and the extent to which it addresses high risk areas.</strong></td>
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<td><strong>3. Review the annual report of the internal audit department and discuss significant issues of internal controls with the Internal Auditor and management</strong></td>
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<tr>
<td><strong>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</strong></td>
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<tr>
<td><strong>5. Receive and review the annual certified financial reports with the independent certified public accountants and management</strong></td>
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<td><strong>6. Recommend to the Board the certified public accountants to serve as the independent auditor, and their fees</strong></td>
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<tr>
<td><strong>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</strong></td>
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</tr>
<tr>
<td><strong>8. Provide recommendations to the Board regarding approval of the internal audit mission statement, the committee’s charter, and other governance documents related to both internal and external compliance and auditing activities at the University</strong></td>
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</tbody>
</table>

**Governance**

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
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</thead>
<tbody>
<tr>
<td><strong>Introduction (does not currently exist)</strong></td>
<td>This committee is responsible for the efficient and effective operation of the board.</td>
</tr>
<tr>
<td><strong>2. Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.</strong></td>
<td>No change.</td>
</tr>
<tr>
<td><strong>3. Ensure board education and board member development is provided for board members.</strong></td>
<td>No change.</td>
</tr>
<tr>
<td><strong>4. Provide recommendations to the board regarding best practices for board effectiveness.</strong></td>
<td>No change.</td>
</tr>
</tbody>
</table>
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, four 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 review every three years the regent policies relevant to their committee’s purview 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 Students, Instruction, and Research. 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. Specific additional duties:

      (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) fiscal integrity and budgetary concerns;

(c) compliance with NCAA and conference requirements;

(d) 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. Finance, facilities and administration. 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 and (d) personnel policies and practices. Specific additional duties:

(1) Exercise fiduciary oversight of endowment funds and other financial assets of the University.

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

c. Independent audit. This committee 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 duties:

(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.

(8) Provide recommendations to the Board regarding approval of the internal audit mission statement, the committee’s charter, and other governance documents related to both internal and external compliance and auditing activities at the University.

d. Governance. This committee is responsible for the efficient and effective operation of the board. Specifically:

(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.
Primary BOR committee contact for regents policies

General provisions - Governance, unless otherwise noted

| 1.201 | Policies and Policy-Setting |
| 1.202 | Relationship of the Board to Administration and University |
| 1.203 | Rules of Practice and Procedure before the Board |
| 1.205 | Policy on Nondiscrimination and Affirmative Action |
| 1.206 | University Seal, Logo, Name, and Trademarks |
| 1.210 | Regents’ Policy on Faculty Involvement in Academic Decision-Making and Academic Policy Development |

Administration - Governance, unless otherwise noted

| 2.201 | Officers of the University of Hawai‘i |
| 2.202 | Duties of the President |
| 2.203 | Policy on Evaluation of the President and Other Persons Reporting Directly to the Board |
| 2.204 | Policy on Board Self-Evaluation |
| 2.205 | Policy on Whistleblowing and Retaliation |
| 2.206 | Policy on Regents as Employees |
| 2.207 | Regent Political Activity |

Organization - Finance, facilities & administration, unless otherwise noted

| 3.201 | Major Organizational Units of the University of Hawai‘i |
| 3.202 | Reorganizations |
| 3.203 | Organization Chart |

Planning – Full board, unless otherwise noted.
## Mission and Purpose of the University

**4.201** Mission and Purpose of the University

**4.202** Strategic Planning

**4.203** Unit Academic Plans

**4.204** Long-Range Physical Development Plans

**4.205** Institutional Accountability and Performance

**4.206** Enrollment Planning

**4.207** Community College System

**4.208** Sustainability Policy

### Academic Affairs

**5.201** Instructional Programs

**5.202** Awards for Excellence in Teaching

**5.203** Distinguished Academic Chairs

**5.204** Affiliations and Cooperating Agencies with non University Entities

**5.205** Academic Calendar

**5.206** Establishment and Review of Centers and Institutes

**5.207** Graduate Programs

**5.208** Conferring of Academic Degrees, Diplomas and Certificates

**5.209** Honorary Degrees and Regents’ Medals, and University Distinguished Professor

**5.210** Distance Education and Offsite Instruction

**5.211** Admissions

**RP 5.212** Early Admission Policies

**RP 5.213** General Education

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*Academic affairs - Students, instruction & research, unless otherwise noted*
### Tuition, financial assistance, and fees - Finance, facilities & administration, unless otherwise noted

<table>
<thead>
<tr>
<th>Code</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>6.201</td>
<td>Authority to Set Tuition and Fees</td>
</tr>
<tr>
<td>6.202</td>
<td>Tuition</td>
</tr>
<tr>
<td>6.203</td>
<td>Fees</td>
</tr>
<tr>
<td>6.204</td>
<td>Student Financial Assistance</td>
</tr>
<tr>
<td>6.205</td>
<td>State of Hawai’i B Plus Scholarship Program</td>
</tr>
<tr>
<td>6.206</td>
<td>Western Interstate Commission for Higher Education (WICHE)</td>
</tr>
<tr>
<td>6.207</td>
<td>Exemption from Tuition and Other Fees (Unless superseded by a collective bargaining agreement.)</td>
</tr>
<tr>
<td>6.208</td>
<td>Board Exemptions to Non-Resident Tuition</td>
</tr>
<tr>
<td>6.209</td>
<td>Undocumented Students</td>
</tr>
<tr>
<td>6.210</td>
<td>Payment of Tuition, Fees and Charges</td>
</tr>
</tbody>
</table>

### Student affairs - Students, instruction & research unless otherwise noted

<table>
<thead>
<tr>
<th>Code</th>
<th>Title</th>
</tr>
</thead>
<tbody>
<tr>
<td>7.201</td>
<td>Student Organizations</td>
</tr>
<tr>
<td>7.202</td>
<td>Chartered Student Organizations (CSO)</td>
</tr>
<tr>
<td>7.203</td>
<td>Registered Independent Organization (RIO)</td>
</tr>
</tbody>
</table>
### Regents’ Policy on System-wide Student Involvement

### Student Housing

### Student Finances

### Clinical & Mental Health Services; & International Student Health

### Intercollegiate Athletics

### Alumni Organizations

### Electronic Channels for Communicating with Students

#### Business and finance - Finance, facilities & administration, unless otherwise noted

### Contracts and Official Documents

### Designation of Depositories, Checks and Vouchers

### Reserve Policy

### University Budget (Operating and Capital Improvements)

### University Projects

### Purchases and Equipment Capitalization

### Investments

### Travel

### Gifts

### Fund Raising

#### Personnel - Finance, facilities & administration, unless otherwise noted

### Personnel

### Classification Plans and Compensation Schedules

### Collective Bargaining

### Employment of Relatives

### Political Activity

### Faculty and Staff Renewal and Vitality Plans
<table>
<thead>
<tr>
<th>9.207</th>
<th>Outside Employment</th>
</tr>
</thead>
<tbody>
<tr>
<td>9.208</td>
<td>Relocation Allowances</td>
</tr>
<tr>
<td>9.209</td>
<td>University Housing Assistance Program</td>
</tr>
<tr>
<td>9.210</td>
<td>Faculty Sick Leave Policy</td>
</tr>
<tr>
<td>9.211</td>
<td>Health Fund and Retirement Benefits</td>
</tr>
<tr>
<td>9.212</td>
<td>Executive and Managerial Personnel Policies</td>
</tr>
<tr>
<td>9.213</td>
<td>Evaluation of Board of Regents’ Appointees</td>
</tr>
<tr>
<td>9.214</td>
<td>Teaching Assignments for Instructional Faculty</td>
</tr>
<tr>
<td>9.215</td>
<td>Excluded Administrative, Professional and Technical (APT) Employees’ Personnel Policies</td>
</tr>
<tr>
<td>9.216</td>
<td>Travel Per Diem</td>
</tr>
<tr>
<td>9.217</td>
<td>Waiver of Oath of Loyalty for Select Employees</td>
</tr>
<tr>
<td>9.218</td>
<td>Delegation of Personnel Actions</td>
</tr>
</tbody>
</table>

**Land and physical facilities - Finance, facilities & administration, unless otherwise noted**

<table>
<thead>
<tr>
<th>10.201</th>
<th>Interests in Real Property</th>
</tr>
</thead>
<tbody>
<tr>
<td>10.202</td>
<td>Planning and Management of Real Property</td>
</tr>
<tr>
<td>10.203</td>
<td>Management and Maintenance of Real Property Assets</td>
</tr>
<tr>
<td>10.204</td>
<td>List of Actions Exempt from Filing of Environmental Impact Statement</td>
</tr>
<tr>
<td>10.205</td>
<td>Use of University-Owned Facilities</td>
</tr>
<tr>
<td>10.206</td>
<td>Child Care Programs</td>
</tr>
<tr>
<td>10.207</td>
<td>Parking and Operation of Motor Vehicles</td>
</tr>
</tbody>
</table>

**Miscellaneous**
| 11.201 | **Community Fund Drives** | Students, instruction & research |
| 11.202 | **Sales or Consumption of Liquor on Campus** | Students, instruction & research |
| 11.203 | **Naming of University Facilities, Properties, and Programs** | Finance, facilities & administration |
| 11.204 | **Selling and Soliciting** | Finance, facilities & administration |
| 11.205 | **Public Health, Safety and Security** | Finance, facilities & administration |
| 11.206 | **Other Awards and Recognition** | Students, instruction & research |
| 11.207 | **Hazardous Materials Management** | Finance, facilities & administration |
| 11.208 | **Information, Communication, and Cybersecurity Technologies** | Finance, facilities & administration |

Research - Students, instruction & research unless otherwise noted

<p>| 12.201 | <strong>Ethical Standards of Conduct</strong> |
| 12.202 | <strong>Principal Investigator</strong> |
| 12.203 | <strong>Right to Investigate &amp; Disseminate</strong> |
| 12.204 | <strong>Classified Contracts</strong> |
| 12.205 | <strong>Patent and Copyright Policy</strong> |
| 12.206 | <strong>Establishment and Review of Organized Research Units</strong> |
| 12.207 | <strong>Research Corporation of the University of Hawai‘i (“RCUH”)</strong> | Finance, facilities &amp; administration |</p>
<table>
<thead>
<tr>
<th>Section</th>
<th>Description</th>
<th>Department</th>
</tr>
</thead>
<tbody>
<tr>
<td>12.208</td>
<td>Regents Awards for Excellence in Research</td>
<td></td>
</tr>
<tr>
<td>12.209</td>
<td>Strategic Research Plan</td>
<td></td>
</tr>
<tr>
<td>12.210</td>
<td>Research and Training Revolving Fund</td>
<td>Finance, facilities &amp; administration</td>
</tr>
<tr>
<td>12.211</td>
<td>Ethical Guidelines in the Conduct of Technology Transfer Activities</td>
<td></td>
</tr>
</tbody>
</table>
University of Hawai‘i  
Board of Regents  
Committee structure  

Why have committees?  
Committees divide the work of the board among its members in a manner that enables the board to discharge its responsibilities more efficiently and engages the board more deeply than would occur in the absence of committees. Committees also optimize board member contributions by appointing board members to committees that best utilize the members’ experience and expertise.  

Broadly speaking, the board’s responsibility is to establish the mission, objectives, goals and policies that govern the university, to hire the president to implement and achieve the board-established objectives and goals, and to oversee progress.  

Types of committees  
A common practice is for university boards to have two types of committees: standing committees and special or ad hoc committees, whose responsibilities are specific and term-limited.  

Two principles around which committees are formed are:  
1) Functional committees, whose subject matters typically follow the administrative structure of the institution (e.g., one committee for each subject area that falls under a university vice president).  
2) Goal-oriented committees (e.g., for UH: committees on student success, research, modern facilities, and system performance)  

Other public university board committees  
A review of boards of public universities in 12 other western states, some boards only for a single institution but most for systems, shows the following [the compilation is at the end of this study]:  
- The number of voting board members ranges from seven (New Mexico and Montana) to 26 (California). The median is 10.5.  
- The number of standing committees ranges from three (Oregon, Washington and Montana) to 12 (Wyoming). The median is four.  
- Comparing the seven UH committees with the boards for the other 12 western universities:  
  o Academic and student affairs committee (UH). This subject matter is addressed in all of the other 12 boards’ committees. One of the 12 other boards has three separate committees addressing this subject (Utah, which has committees on (i) academic education, (ii) student affairs, and (iii) technical education). Two of the 12 boards have two separate committees addressing this subject (Nevada, which has committees on (i) academic, research & student affairs and (ii) security, and Arizona, which has committees on (i) academic affairs and educational attainment and (ii) free expression [a legislatively mandated committee.  
  o Budget and finance committee (UH). This subject matter is addressed by one committee of each of nine of the boards, although the names of the committees vary. One board has three committees addressing this subject (Wyoming, which has committees on (biennium budget, (ii) fiscal & legal affairs, and (iii) tuition recommendation), and one board has two committees addressing this subject (Nevada, which has committees on (i) business, finance & facilities and (ii) investment). One board does not have a committee addressing this subject (Alaska).
- **Independent audit committee** (UH). Eight of the 12 other boards have an audit committee, sometimes called the audit and compliance committee. The four outliers are Washington, Montana, Utah and Wyoming.

- **Intercollegiate athletics** (UH). None of the other 12 boards has a committee with the word “athletics” in the committee name.

- **Personnel affairs and board governance** (UH). Only Idaho has a committee with “human resources” in the title (“business affairs & human resources”). Wyoming has a “Vice president & deans search committee.” Four of the 12 boards have a governance committee: California, Washington, Alaska and Colorado. Wyoming has a “UW regulation & review” committee.

- **Planning and facilities** (UH). The word “planning” appears in only one committee name, the “Planning, policy and governmental affairs” committee of Idaho. “Facilities and land management” is a committee in Alaska and “Facilities contracting” in Wyoming. Four other states (Nevada, Utah, Oregon, and New Mexico) include “facilities” in a “finance and facilities” committee.

- **Research and innovation** (UH). Only Arizona and Wyoming have committees explicitly devoted to research – the “Research & health sciences” committee in Arizona and the “Research & economic development” committee in Wyoming. California has a “National laboratories” committee that oversees quasi-independent labs like Livermore. Idaho includes research in its “instruction, research, and student affairs” committee, Nevada includes research in its “Academic, research, and student affairs” committee and New Mexico research is in its “Student success, teaching, and research” committee.

### For consideration by the UH board of regents

UH could reorganize its committee duties as follows, with each committee to meet quarterly.

- Committee on instruction, research, and student success.
- Committee on administration, finance, and facilities.
- Committee on planning and governance.
- Committee on audit and compliance.

The committee meetings could be scheduled as follows:

<table>
<thead>
<tr>
<th></th>
<th>July</th>
<th>Aug</th>
<th>Sept</th>
<th>Oct</th>
<th>Nov</th>
<th>Dec</th>
<th>Jan</th>
<th>Feb</th>
<th>March</th>
<th>April</th>
<th>May</th>
<th>June</th>
</tr>
</thead>
<tbody>
<tr>
<td>IR&amp;SS</td>
<td>x</td>
<td></td>
<td>x</td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td>x</td>
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<td>x</td>
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<td>AF&amp;F</td>
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<td>x</td>
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<tr>
<td>P&amp;G</td>
<td>x</td>
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<td>A&amp;C</td>
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<td></td>
<td></td>
<td>x</td>
<td></td>
<td>x</td>
</tr>
</tbody>
</table>

Fewer committees meeting on a regular schedule would enable committee meetings to be longer and to devote more time to deepening regents’ understanding of significant issues.

A second issue with respect to board committees is the content of committee meetings and the need to strike a balance between key policy issues and managerial topics, as pointed out by the AGB paper “Restructuring Board Committees” (attached). This should be the subject of a separate discussion.
12 other Western state university boards

<table>
<thead>
<tr>
<th># of voting board members</th>
<th>CA</th>
<th>OR</th>
<th>WA</th>
<th>AK</th>
<th>ID</th>
<th>MT</th>
<th>NV</th>
<th>UT</th>
<th>WY</th>
<th>CO</th>
<th>AZ</th>
<th>NM</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>26</td>
<td>14</td>
<td>10</td>
<td>8</td>
<td>8</td>
<td>7</td>
<td>13</td>
<td>18</td>
<td>12</td>
<td>9</td>
<td>11</td>
<td>7</td>
</tr>
</tbody>
</table>

| # of standing committees | 8  | 3  | 3  | 5  | 4  | 3  | 8  | 4  | 12 | 4  | 5  | 4  |

**Standing committees**

**UH: Academic & student affairs**

<table>
<thead>
<tr>
<th>Academic affairs &amp; educational attainment</th>
<th>X</th>
</tr>
</thead>
<tbody>
<tr>
<td>Academic education</td>
<td>X</td>
</tr>
<tr>
<td>Academic &amp; student affairs</td>
<td>X</td>
</tr>
<tr>
<td>Academic, research &amp; student affairs</td>
<td>X</td>
</tr>
<tr>
<td>Free expression</td>
<td>X</td>
</tr>
<tr>
<td>Instruction, research &amp; student affairs</td>
<td>X</td>
</tr>
<tr>
<td>Security</td>
<td>X</td>
</tr>
<tr>
<td>Student affairs</td>
<td>X</td>
</tr>
<tr>
<td>Student success, teaching &amp; research</td>
<td>X</td>
</tr>
<tr>
<td>Technical education</td>
<td>X</td>
</tr>
<tr>
<td>University affairs (educational mission)</td>
<td>X</td>
</tr>
</tbody>
</table>

**UH: Budget & finance**

| Biennium budget                          | X |
| Budget, administration & audit           | X |
| Business affairs & human resources       | X |
| Business, finance & facilities           | X |
| Finance                                  | X |
| Finance & asset management               | X |
| Finance & capital strategies             | X |
| Finance & facilities                     | X |
| Finance, capital & resources             | X |
| Financial mgt. & reporting               | X |
| Fiscal & legal affairs                   | X |
| Investment                               | X |
| Tuition recommendation                   | X |

**UH: Independent audit**

| Audit                                    | X |
| Audit & compliance                       | X |
| Audit, compliance & Title IX             | X |
| Audit & finance                          | X |
| Compliance & audit                       | X |
| Executive & audit                        | X |

**UH: Intercollegiate athletics**

[None]
<table>
<thead>
<tr>
<th>UH: Personnel affairs &amp; board governance</th>
</tr>
</thead>
<tbody>
<tr>
<td>See also Idaho’s “Business affairs &amp; human resources” committee above.</td>
</tr>
<tr>
<td>Governance</td>
</tr>
<tr>
<td>Vice president &amp; deans search</td>
</tr>
<tr>
<td>UW regulation &amp; review</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>UH: Planning &amp; facilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Facilities &amp; land management</td>
</tr>
<tr>
<td>Facilities contracting</td>
</tr>
<tr>
<td>Planning, policy &amp; governmental affairs</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>UH: Research &amp; innovation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Research &amp; economic development</td>
</tr>
<tr>
<td>Research &amp; health sciences</td>
</tr>
<tr>
<td>National laboratories</td>
</tr>
<tr>
<td>See also Nevada’s “Academic, research, &amp; student affairs” committee, Idaho’s “Instruction, research &amp; student affairs committee,” and New Mexico’s “Student success, teaching, &amp; research” committee above under UH’s Academic &amp; student affairs committee</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Committees elsewhere for topics not directly addressed by a UH committee:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Community college</td>
</tr>
<tr>
<td>Cultural diversity</td>
</tr>
<tr>
<td>Executive</td>
</tr>
<tr>
<td>Health sciences</td>
</tr>
<tr>
<td>Health sciences system</td>
</tr>
<tr>
<td>Health services</td>
</tr>
<tr>
<td>Honorary degrees &amp; awards</td>
</tr>
<tr>
<td>Legislative</td>
</tr>
<tr>
<td>Public engagement &amp; development</td>
</tr>
<tr>
<td>Trustee legislative relations</td>
</tr>
</tbody>
</table>
Restructuring Board Committees: How to Effectively Create Change

A Report by the Association of Governing Boards of Universities and Colleges
About AGB
Since 1921, the Association of Governing Boards of Universities and Colleges (AGB) has had one mission: to strengthen and protect this country’s unique form of institutional governance through its research, services, and advocacy. Serving more than 1,300 member boards, 1,900 institutions, and 40,000 individuals, AGB is the only national organization providing university and college presidents, board chairs, trustees, and board professionals of both public and independent institutions and institutionally related foundations with resources that enhance their effectiveness.

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Outcomes of Change..............................................10
Examples of Change..............................................10
Conclusion...........................................................13

Acknowledgments
AGB is grateful to the presidents, board members, and board professionals with whom we spoke for this project. AGB also wishes to thank the authors of this report, Kristen Hodge-Clark, director of research, and Susan Whealler Johnston, executive vice president and chief operating officer.
Introduction

Governing boards of universities and colleges are facing an unprecedented tidal wave of change that is creating new opportunities, risks, innovations, and disruptions within and beyond the confines of their campuses. A board’s ability to be both reactive to these changes and proactive in response will require that they not only have the right members, but that they also have the right committees doing the right work. The report of AGB’s National Commission on College and University Board Governance, “Consequential Boards: Adding Value Where It Matters Most,” recommended that college and university governing boards adjust their oversight function to focus more on the strategic issues of greatest consequence to the institution and less on day-to-day management and operations. To do so, boards will need to assess their current committee structures to ensure that they are producing optimal opportunities for engagement, yielding strategic discussions and decision making on topics that matter most to the institutions they serve.

The infrastructure of most college and university governing boards traditionally includes board committees that are designed to suit the needs of the institution or system. It is often through these committees that the board conducts most of its work. As a tool for effective governance, committees are a useful vehicle to divide the work of the board, provide opportunity for deeper understanding of specific areas or issues, leverage various board members’ expertise, and maximize engagement of individual board members.

Too much board time and attention goes to perfunctory review and routine report-outs, at the expense of a strategic focus on cross-cutting issues and other topics that receive inadequate attention. Most boards spend the majority of their time overseeing institutional operations, typically divided into committees that replicate the administrative reporting areas (academic affairs, finances, facilities, fundraising, and so on).

Many boards have completely transformed their committee structures or are considering doing so. In fact, AGB’s forthcoming 2016 study of board composition, policies, and practices found that over half of the boards of independent (56.6 percent) and public (51.4 percent) institutions and systems have significantly restructured their committees in the past five years. This restructuring has included a range of changes, from eliminating to combining and adding committees. What’s more, for some boards, the process of restructuring has included more than just overhauling their committees; some have made comprehensive changes to their committee schedules and the board’s size in tandem with their committee changes.

To understand the rationales, processes, and outcomes associated with these changes, AGB interviewed key board members, staff, and administrators from 19 colleges, universities, and systems whose boards had recently rethought their committee structures. We found that boards typically engaged in a multi-step process that began with an assessment of their current board structures in relation to the future needs of their institution or system. That was followed by the development of a comprehensive proposal for change that resulted in a partial or complete redesign of their committees. Through our interviews, we also identified the key steps that defined this process of change, the various committee structures that emerged, and suggestions for how others might successfully undertake a similar effort.

Impetus for Change

Why are so many governing boards transforming their committee structures? What is the impetus for change? The truth is that boards undertake restructuring for multiple reasons. At the root, however, is often a desire to improve governance in order to better address the institution’s or system’s strategic issues. By looking inward, boards can assess whether they have the right infrastructure, tools, and key players. Beyond these pragmatic reasons, many of the boards AGB studied had internal and external drivers of change that influenced the board’s decision to rethink its structure. Some of those drivers were individuals, while others were policies, legislation, or new strategic plans.

Not surprisingly, many of the individuals initiating the process to redesign the board’s committees were board chairs and presidents or chancellors. They initiated important conversations about modifying the governance structures of the board, often against the backdrop of a new strategic plan. These individual drivers of change ultimately shaped the process and end result of the board committee restructuring. In addition to internal influences, in some cases external influences from entities such as the legislature or governor motivated boards to rework their committees to reflect new state priorities.
Before a board embarks on a journey to reorganize its committees, it is vital to ask the questions, why are we doing this and why now? Understanding the drivers for change is as important as having the right process of change. If initiated for the wrong reasons or at the wrong time, or just simply for the sake of change, the restructuring effort may not prove to be beneficial.

External Influences
The Nevada System of Higher Education

When the state legislature in Nevada proposed a bill that would split the Nevada System of Higher Education board into two separate boards, one specifically for community colleges and the other for four-year institutions, the board decided to proactively add a standing committee devoted to community colleges, to be staffed by a vice chancellor for community colleges. This addition enabled the board to continue some of its existing work and projects for community colleges and to initiate new strategies. One specific strategy for the new committee was to highlight and better promote longstanding relationships between the community colleges and many local industries through the creation of locally empowered community advisory boards for each college. As a result of all of these efforts, the system board was not split in two.

Strategic Planning
The Citadel

The Board of Visitors (BOV) for The Citadel in South Carolina decided to restructure its board committees to align better with the institution’s 2012–2018 Strategic Plan to Promote Leadership Excellence and Academic Distinction—LEAD 2018. As a result, the BOV went from having 11 very traditional board committees to only five committees focused on strategic areas: communications and community relations; education and leadership development; operations and risk management; strategy, vision, and governance; and executive committee. Each committee has measurable goals that are directly associated with the strategic plan. The result was much more focused, strategic discussions at board meetings.

Before a board embarks on a journey to reorganize its committees, it is vital to ask the questions, why are we doing this and why now? Understanding the drivers for change is as important as having the right process of change.
Restructuring Board Committees:  
How to Effectively Create Change

Initiating Change: Assessing Current Board Committee Structures

Different governing boards look and function differently. Boards of public and independent institutions are quite dissimilar, one from another, but even within these sectors, boards vary according to state requirements, history, culture, and habit. Given this wide variation, there’s no definitive way to restructure a board. However, the process should be well thought out from start to finish to ensure that the intended outcome is achieved. Many of the boards AGB studied started with a thoughtful assessment of their current structure, including the number and focus of their committees, committee meeting schedules, and even the size of the board. As a result, they were able to identify what they believed to be the barriers to effective governance and full board engagement. At the root of the problem for many boards was a series of challenges, ranging from board composition to board procedures.

Board Size and Number of Committees
Two of the most common issues to emerge from many boards’ assessments of their committee structures were board size and the number of board committees. Several boards reported being too large to work effectively or having too many committees. In both circumstances, the numbers of people and committees made it difficult to prioritize and address the most salient strategic issues. Boards that are either too large or too small can be under-engaged or stretched too thin to do important work. By assessing how the board’s size and the number of its committees influence one another, several institutions were able to downsize their boards and identify the right number of committees to produce ideal engagement to address the needs of their institution or system. Because board size and the number of committees greatly influence how well a board functions and how effectively its committees respond to the most important issues affecting the institution, this right-sizing approach can be particularly helpful for boards considering why and how to restructure.

Number of Board Committees Wofford College

When the board of Wofford College in South Carolina assessed its structure, the members realized that they had too many committees. With a total of 14 committees, each of the 31 board members served on three, making it impossible to have concurrent committee meetings. As a result, they put together a task force to streamline the total number of committees so that they mirrored the recommendations of the institution’s new strategic vision, which included: educating superior students, preparing exemplary leaders and citizens, recruiting and retaining talented students, strengthening the community, and enhancing the college. The board hoped to implement the recommended reorganization by fall 2015.
Types of Board Committees

Within AGB’s sample, several boards reported that, prior to the restructuring process, they had a traditional committee structure organized around administrative areas such as academic affairs, finance, facilities, development, audit, and student life. Although the issues addressed by these traditional committees are important, several boards recognized that matters of significance often fell between the domains of committees and, as a result, sometimes went unaddressed. Issues such as online learning, changing student demographics, reallocation of resources, calls for greater transparency and accountability, and the creation of branch or international campuses require a board structure that allows meaningful discussion and decision making. Boards wishing to be more nimble and responsive to emerging issues found that changes in committee type created that opportunity.

Boards wishing to be more nimble and responsive to emerging issues found that changes in committee type created that opportunity.

Types of Board Committees

Delaware State University

Like many boards, Delaware State University’s board had a traditional committee structure that included seven standard committees such as audit, trusteeship, and educational policy. Through an assessment of how this structure functioned for the board, they realized that it created few opportunities for them to engage in the most important strategic issues facing their institution and could potentially lead to micromanagement if the board focused solely on operations. As a result, they have developed a new committee structure with an eye on key institutional issues and are in the process of moving from seven to three committees: sustainability, student success, and all other issues. With this impending change, they also considered which administrators or staff would support each new committee. In addition, they recognize that they may eventually need to recruit board members with broader skill sets or who can be comfortable with the cross-cutting topics each committee will address.
Board Meeting Schedules and Agendas

The schedules and agendas for board and committee meetings can pose significant challenges to board member engagement and to the logistics of board meetings. Whether the committees meet weeks in advance of the full board meeting or just hours before greatly depends on the institution or system and the composition of its board. However, all concerned should have a clear understanding of the ramifications of both options as a board begins to rethink its structure. In our study, several boards had a committee meeting schedule that created challenges for effective engagement, in some cases favoring local board members and disadvantaging those who had to travel longer distances to attend meetings. The committee restructuring process for most boards resulted in the adjustment of committee meeting times and frequency so that board members could be more effectively engaged. In addition to reconsidering their meeting schedules, some boards also realized that committee agendas were too often overloaded with staff reports, leaving little time for strategic discussions. For these boards, the redesign process included rethinking committee meeting agendas and the role of the staff or administrators. The goal was to create opportunities for active engagement of committee members.

Committee Agendas
Azusa Pacific University

A series of factors, including the institution’s new strategic plan and AGB’s report, “Consequential Boards: Adding Value Where It Matters Most,” led the board of Azusa Pacific University in California to redesign its committees. The board chair appointed a task force to examine the board’s structure; it found that board members felt their meeting agendas did not provide enough time for the board to focus on its most important work. As a result, the board worked to limit the number of reports that were presented at both full board meetings and committee meetings. To increase engagement, they explored a “flipped classroom” model based on a 2015 Trusteeship article by Cathy Trower, “Flipping the Boardroom for Trustee Engagement: Why and How.” Reports were provided prior to board and committee meetings so that time could be used to discuss issues rather than listen to reports.


For these boards, the redesign process included rethinking committee meeting agendas and the role of the staff or administrators. The goal was to create opportunities for active engagement of committee members.
Restructuring Board Committees: How to Effectively Create Change

The University of North Texas System

Scheduling and Strategic Planning

The University of North Texas System began reevaluating its board’s committee structure following a board retreat in 2014. They recognized that certain key issues such as strategic planning did not have a committee home. As a result, they created one new committee, strategic and operational excellence, to address strategic plan oversight, institutional efficiency and productivity, shared services, and customer service, among other topics. As part of their committee restructuring, they also modified the meeting schedule for their board committees so that each committee could meet twice during the full board meeting, once for a strategic discussion and once for business. And they developed an annual calendar for each committee and created committee charters that included guiding questions about the types of issues they were to undertake. All of these changes were designed to deepen board understanding and enhance discussion of key institutional issues.

The Process of Creating Change

Identifying the reasons for change and assessing the barriers to effective board governance are essential steps in restructuring a governing board’s committees. However, the process of creating change is just as important. Boards that recognize they have the wrong number or types of committees must be able to identify the right number and types they need. Among the boards that AGB studied, this process often took from one to several years to implement fully.

Researching Best Practices

Restructuring a board can be daunting, especially if the board has never undertaken a major change. Some board leaders seized the opportunity of restructuring to conduct their own research into peer institutions that had done so successfully. They hoped not only to identify best practices but to understand how to create effective board change. This research provided some board leaders with the needed stimulus for engaging their boards in rethinking how their committees could work better for them. For others, it helped by identifying initial steps in the process of restructuring their committees.

Other board leaders relied on consultants or other resources on board engagement, transformative change, and strategic decision making to inform their initial thinking about how to restructure their boards.
Restructuring Board Committees: How to Effectively Create Change

Models of Change

Warren Wilson College

When the president and board leaders of Warren Wilson College in North Carolina decided they needed to restructure the board to create more effective engagement among its members, they studied the case of Vermont’s Middlebury College, which revised its governance structures in 2013. The intention was not to replicate their model, but to understand the process of change, from determining the committees their board needed to gaining buy-in for change from the entire board and other relevant stakeholders, including senior administrators. As a result, the Warren Wilson board created two sets of committees: administrative/core committees and strategic/direction-setting committees. Among the new set of strategic committees were strategy, resources, and innovation and risk. During the process of restructuring, the board also conducted a survey to gauge their views about the committee changes and to garner any additional feedback.

Creating Vehicles for Change

Intentional change requires intentional planning. Boards that were able to reorganize successfully approached the process as a thoughtful endeavor that required clear strategy and timelines, among other important factors. Many institutions formed ad hoc committees or task forces to undertake the heavy work of creating a formal plan and recommendations to restructure their boards. Other institutions designated the trusteeship committee or governance committee as the owner of this process. These designated groups or vehicles for change, often led by the board chair, conducted much of the initial work, including the assessment of the board’s existing committees and additional background research. Though these groups were leading the process, they also engaged the larger board in discussions about change to gather their feedback, suggestions, and concerns. While most boards found their members to be supportive of the need for restructuring, in some instances, concerns emerged about either process or outcomes. As expected with any process of major change, there may be some dissent from a few or many board members. It’s important for board leaders to anticipate these concerns and to build a strategy for invoking and considering the full range of viewpoints.

Identifying the reasons for change and assessing the barriers to effective board governance are essential steps in restructuring a governing board’s committees.
Restructuring Board Committees: How to Effectively Create Change

Ad Hoc Committees
Abilene Christian University

Following the adoption of new governance principles, the board of Abilene Christian University in Texas undertook a comprehensive study of its committee structure. An ad hoc committee started from ground zero and wiped the slate clean. The key question the committee explored was, what committees do we need in order to do our job? The members of the ad hoc committee also educated themselves about committee charters and debated the purposes of each committee they considered. In the end, through the work of the ad hoc committee and board leadership, the board downsized from 10 committees to five: audit, governance, board development, compensation, and core constituents.

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Formalizing Change

One other important component of the process of board restructuring is formally implementing the proposed changes. Almost all of the boards AGB studied formally implemented their board restructuring through revisions to their bylaws and other important governance documents, including committee charters.

Trusteeship Committee
Lakeland College

The board of Lakeland College in Wisconsin decided to make a deliberate change in its committee structure to better align with the institution’s 2013 comprehensive strategic plan. To do so, the trusteeship committee undertook the task of reviewing, discussing, and revising the board’s committee design in collaboration with the then-interim president. The result was six new committees: finance/infrastructure/administrative innovations, enrollment and retention, external and community relations, audit, trusteeship, and human capital. Along with these changes, they also had to review or draft each committee’s charge and assess its composition. The board now reports that its conversations are much more strategic, with a less managerial focus.
Outcomes of Change

Once a board has laid the initial groundwork for restructuring its committees, the next step is identifying the right committees to help the board accomplish its goals and get its work done. There is rarely a roadmap for this because every board—and the institution it serves—will have different needs and goals. Board committees must be created and established with a number of considerations in mind: the institution’s mission, the board’s responsibilities, the role of staff or administrators who support the committees, and the strategic issues of most importance for the college or university.

The boards AGB studied made significant changes to address their needs. Some opted for a complete overhaul—the blank slate approach—while others modified the number or configuration of their existing committees, a more incremental approach. For most of the boards AGB studied, the strategic plan was the primary point of reference, not only to explain why they needed to restructure but also to help guide how they would do so. Among the top strategic issues that drove how boards reorganized their committees were student success, enrollment, online education, technology, finance, and strategy. While these are not new issues for most institutions, the changes in board size, number and focus of committees, agendas, and meeting schedules resulted in increased board engagement with the topics as well as better use of board members’ time and expertise. While earlier highlighted case studies focused on the process of change, the following are examples of the outcomes once changes were made to committee structures.

Examples of Change:

▶ The board of the University of North Carolina at Greensboro wanted to align the work of its academic and student affairs committee with the finance committee so that financial decisions and academic decisions would not be made without consideration of the implications for both. After a period of study, it formed a new educational quality and fiscal affairs committee. The cross-pollination of the two issues yielded more robust conversations and greater understanding within the board about the cost of academic programming, among other topics.

▶ Southern New Hampshire University cut the size of the board in half (from 26 to 13) and eliminated all but three core committees (governance, audit and compliance, and executive) so that the board could operate as a committee of the whole. The result was more strategic and focused discussions. Having a smaller board also allowed them to increase the number of board meetings from two to three and move their meetings around geographically. As a result, board members and the president are more engaged, and all of them are pleased with the change.

▶ The new strategic plan of Saint Joseph’s College in Maine was an important driver in why and how the board reorganized its very traditional committee structure. Now the board has seven new committees: strategic directions, finance, student life and learning, college environment, audit, mission and legacy, and executive. Integral to the restructuring was also a revamping of the board meeting
schedule. Now the committees meet the day before the full board meeting instead of several weeks before, as had been the case. This was done to ensure that board members who were not local to the institution could attend these committee meetings in-person without as much disturbance to their professional calendars. With these changes, they anticipate greater engagement from board members and more consequential board work and decision making.

▶ Aquinas College in Michigan reduced the size of its governing board by more than half (from 37 to 15) to increase board engagement and to separate out certain non-governance functions from their board work. They were able to do so by creating a separate foundation board that allowed them to split some of the board’s fundraising functions from its governance functions. Based on expertise and interest, they were able to place members on the board that best suited them. Once they reduced the size of the governing board, they also reduced the total number of committees from eight to three: finance, strategic directions, and trustee development. As a result, it’s been much easier to engage the entire board at all times.

▶ Like many of the institutions AGB studied, the change in committee structure at Utica College in New York was driven by a new strategic plan. The process resided with the trusteeship committee, which oversaw all changes. The Utica board now has three major standing committees: educational experiences and programs also includes a “half committee” that divides the larger committee into two sessions: academic life and co-curricular life. Half of the board members who serve on the larger committee participate in both sessions, so that a core of the total committee membership is learning about, discussing, overseeing, and making policy decisions for both the academic and co-curricular life of the college. The Utica board is no stranger to change. There is a culture of flexibility on the board and within the administration. The board restructured its committees over a decade ago and has made ongoing revisions to its bylaws to keep up with changes that help them work smarter.

▶ In an effort to address the increasing importance of online education, the board of New York University (NYU), with support from the faculty and president, decided to create an online education committee. The committee began with ad hoc status, meeting with a faculty committee to better understand what was already being done on campus and to develop a series of recommendations about the future of online education at NYU. The committee later became a formal standing committee, and this change was built into the board bylaws. Throughout the process, the committee stayed very engaged with the faculty and was able to leverage the expertise of board members from the tech sector.
The University System of Maryland (USM) takes an organic approach to redesigning committees. As issues become more or less important, the board changes its committees accordingly. For example, the committee on education policy was augmented to include issues on student life because emerging issues overlapped in the two areas. The board also recently created a committee on economic development and technology commercialization to deal with tech-transfer issues. While the decision about which committees to add is often organic, the board follows a formal process to implement any changes to its committee structures. In recent years, the new committees that were established started as work groups or task forces. As the work of these groups evolves, the board of regents determines whether the work group or task force should become a formal standing committee, which is established in the bylaws. This process has enabled the board of regents for USM to add new committees when needed but only if there is a justifiable amount of work for that committee to do.

Gustavus Adolphus College in Minnesota reorganized its existing board committees into three major groups—board governance, institutional mission, and institutional resources—in the process creating a board that was much more strategic. Within each group are four committees, for a total of 12. The three major groups comprise board members and senior staff, but the 12 committees include a mix of board members, senior staff, faculty, and students. The committees meet one month in advance of the full board meeting, and the three groups meet at the board meeting and report back on the work of the committees within their group. Although this change did not result in fewer committees, it has resulted in a more much strategic board and has allowed more participation by board members.

Moravian College in Pennsylvania has three boards: one for the undergraduate college, one for the seminary, and a joint board that combines the two. When administrative and trustee leadership changed, there was interest in assessing the boards’ structures and in optimizing the time and work of all three boards by better defining their responsibilities. One of the other primary goals was to reduce the size of the joint board from 50 to a smaller, more manageable number so that it could be more effective. This was done to gain better efficiencies of time while promoting a more streamlined body with heightened engagement and oversight.

Historically, the board of trustees for the University of Arkansas System did not use a committee structure, opting instead to work as a committee of the whole. However, in recent years, the board wanted to create committees in response to new, complex issues that emerged among some of the institutions within the system. There are now seven committees: distance education and technology; two-year colleges and technical schools; joint hospital; audit and fiscal responsibility; buildings and grounds; athletics; and agriculture. Since they’ve restructured, the board works more often through the committees, with an end result of more productive and focused discussions.
Restructuring Board Committees: How to Effectively Create Change

Conclusion

The movement among many boards to redesign their committees and other components of their structure is gaining steam, particularly as colleges and universities face increasingly complex and cross-cutting issues. The findings from this study confirmed that, much like any other major reform the board considers, a well-planned and executed process is imperative for a board restructuring of any magnitude.

For most of the boards that restructured their committees and other board components, one result was greater engagement among all board members. That, in turn, yielded more productive discussions. Better committee structure and agendas also resulted in a deeper understanding of critical topics, better decision making, and more effective meetings. An indirect benefit of restructuring board committees was that it focused the board on key policy issues instead of managerial topics, and it helped members to better understand their fiduciary role.

Those charged with driving this kind of structural change should consider the following questions before taking action:

- Why should the board restructure its committees? What problem will be solved with a change in how we do our work?
- Is the time optimal for our board to rethink how it is structured, its size, how it spends its time in meetings, and how it accomplishes its goals?
- Who will lead the process? Do we have an existing group for this work, or do we need to create an ad hoc group?
- How will we get the buy-in of the entire board, especially if there is a perception of “winners and losers” as a result of proposed changes?
- What will be the effect of proposed changes on stakeholders? What will changes to board committees mean to our senior staff who currently support our committees? What about any students, faculty, or others who participate in our committees as they are currently structured?
- What changes do we need to make to our committee structure, and will these changes support the mission and needs of the institution or system?
- What are the intended outcomes from the process of restructuring our board committees?
Restructuring Board Committees:
How to Effectively Create Change
## Committee on Personnel Affairs and Board Governance
### Work Plan for the 2022-2023 Academic Year

<table>
<thead>
<tr>
<th>Committee duties per bylaws</th>
<th>2022-2023 Committee Goals and Objectives</th>
<th>Projected Timeline</th>
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<td>Jul-Sept</td>
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<tr>
<td>1</td>
<td>Review and consider policies and practices relating to university personnel.</td>
<td>Update on the Board Office Emergency Response Plan (9/1/22)</td>
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<td>Review personnel policies</td>
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<td>Review and discussion on the process for the future evaluation of the President (9/1/22)</td>
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<td>Executive and Managerial compensation update and recommend approval of certain adjustments (9/1/22)</td>
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<td>Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.</td>
<td>Annual report on Regents policies</td>
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<td>Review board bylaws</td>
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<td>Ensure board education and board member development is provided for board members.</td>
<td>Discussion on board member education and development (9/1/22)</td>
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<td>4</td>
<td>Provide recommendations to the board regarding best practices for board effectiveness.</td>
<td>Review of committee structure (9/1/22)</td>
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<td>Recommend board approval of amendments to bylaws relating to quorum (9/1/22)</td>
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<td>Review 2021-2022 board self-evaluation (9/1/22)</td>
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<td>Conduct board self-assessment</td>
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<td>Committee Governance.</td>
<td>Review committee work plan (9/1/22)</td>
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<td>Review committee’s work for the year</td>
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