

**Bookmarks and Page
Links Available**

**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), Bal, Tochiki, and Wilson

- Date:** Thursday, June 1, 2023
- Time:** 11:30 a.m.
- 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 April 6, 2023 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 8:00 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.

If you need an auxiliary aid/service or other accommodation due to a disability, contact the Board Office at (808) 956-8213 or bor@hawaii.edu as soon as possible. If a response is received less than five (5) days in advance of the meeting, we will try to obtain the auxiliary aid/service or accommodation, but we will not guarantee that the request will be fulfilled. Upon request, this notice is available in alternate formats such as large print, Braille, or electronic copy.

Although remote oral testimony is being permitted, this is a regular meeting and not a remote meeting by interactive conference technology under Section 92-3.7, Hawai'i Revised Statutes (HRS). Therefore, the meeting will continue notwithstanding loss of audiovisual communication with remote testifiers or loss of the public broadcast of the meeting.

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. Board Self-Assessment
- B. Discussion and Potential Action on Amending Bylaws to Account for Updated Committee Responsibilities Under the New Committee Structure Approved at the April 20, 2023 Board of Regent's meeting and Nomination for Board Leadership Positions
- C. Committee Annual Review
- D. Update on President's Evaluation
- E. Discussion on Regent Policies Regarding Regent Involvement in Hiring Decisions (RP 1.202, RP 2.202, RP 9.201)

V. Adjournment

ATTACHMENTS

Attachment A – Personnel actions posted for information only pursuant to Section 89C-4 HRS. These actions are not subject to approval by the Board of Regents

If you need an auxiliary aid/service or other accommodation due to a disability, contact the Board Office at (808) 956-8213 or bor@hawaii.edu as soon as possible. If a response is received less than five (5) days in advance of the meeting, we will try to obtain the auxiliary aid/service or accommodation, but we will not guarantee that the request will be fulfilled. Upon request, this notice is available in alternate formats such as large print, Braille, or electronic copy.

Attachment A-2: Pursuant to §89C-4, Hawai'i Revised Statutes, the following proposed compensation actions for excluded Executive/Managerial are disclosed for purposes of public comment.

DTS 23389

Executive/Managerial

Campus	Last Name	First Name & Middle Initial	Proposed Title	Unit	Nature of Action	Monthly Salary	Effective Date
UH System	Ching	Sheri A.	Interim Assistant Vice President	Office of the Vice President for Administration	Appointment	\$12,500	August 1, 2023 - July 31, 2024
UH System	Plamann Wagoner	Kara	Director	Office of Institutional Research, Analysis & Planning	Appointment	\$10,834	June 19, 2023
UH West Oahu	Uwono Koike	DeEtte	Vice Chancellor	Student Affairs	Appointment	\$14,000	July 1, 2023
Hawaii CC	Kazama	Susan	Interim Chancellor	Hawaii Community College	Appointment	\$13,563	July 1, 2023 - June 30, 2024
Windward CC	Wilson	Melanie	Interim Vice Chancellor	Academic Affairs	Appointment	\$10,787	July 6, 2023 - June 30, 2024

UNIVERSITY OF HAWAII
BOARD OF REGENTS
23 MAY 25 110:43

DISCLAIMER – THE FOLLOWING ARE DRAFT MINUTES AND ARE SUBJECT TO FURTHER REVIEW AND CHANGE UPON APPROVAL BY THE COMMITTEE

MINUTES

BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING

APRIL 6, 2023

I. CALL TO ORDER

Chair Moore called the meeting to order at 1:17 p.m. on Thursday, April 6, 2023, at the University of Hawai'i at Mānoa, Information Technology Building, 1st Floor Conference Room 105A/B, 2520 Correa Road, Honolulu, Hawai'i 96822, with regents participating from various locations.

Committee members in attendance: Chair Randy Moore; Vice-Chair Alapaki Nahale-a; Regent Laurie Tochiki; and Regent Ernest Wilson.

Committee members excused: Regent Eugene Bal.

Others in attendance: Regent William Haning; Regent Wayne Higaki; Regent Abigail Mawae; and Regent Diane Paloma (ex officio committee members); Vice President (VP) for Legal Affairs/University General Counsel Carrie Okinaga; VP for Research and Innovation Vassilis Syrmos; UH Hilo Chancellor Bonnie Irwin; UH West O'ahu Chancellor Maenette Benham; Interim Executive Administrator and Secretary of the Board of Regents (Interim Board Secretary) Jamie Go; and others as noted.

II. APPROVAL OF MINUTES

Chair Moore inquired if there were any corrections to the minutes of the December 1, 2022, committee meeting which had been distributed. Hearing none, the minutes were approved.

III. PUBLIC COMMENT PERIOD

Interim Board Secretary Go announced that the Board Office did not receive any written testimony, and that no individuals signed up to provide oral testimony.

IV. AGENDA ITEMS

A. Discussion and Possible Recommendations on Board Committee Structure

Chair Moore stated that discussions about the board's committee structure have taken place over the course of several years, the latest being at the Personnel Affairs and Board Governance Committee (PA&BG Committee) meeting held on December 1, 2022, during which time committee members presented individual reports about articles on committee restructuring published by the Association of Governing Boards of Universities and Colleges. He reviewed the board's current committee structure, went

over suggestions on how to best revamp this structure that were offered by committee members during the December 1, 2022, PA&BG Committee meeting, and asked regents for their thoughts on this matter.

Regent Higaki remarked that regents needed to remain cognizant of the fact that the Committee on Independent Audit (IA Committee) was a statutorily established committee with specific membership requirements. Chair Moore agreed with Regent Higaki stating that the statute requires at least one member of the IA Committee to have financial expertise. However, he opined that it would be possible for the current duties and oversight responsibilities of the IA Committee to be merged into a committee that addressed other issues while still meeting the intent of the law.

Regent Tochiki expressed her support for the consolidation of the board's committees as a means of increasing efficiency and effectiveness but also conveyed her desire to maintain the IA Committee as a separate entity to avoid any risk of statutory noncompliance.

Chair Moore articulated his preference for a suggestion put forth by Regent Bal to establish four committees based upon general subject matter areas, including student success, institutional success, governance, and kuleana, and maintaining the IA Committee, for a total of five committees. He further suggested that the IA Committee and institutional success committee be made up of identical memberships and have the same meeting day.

Regent Tochiki stated that she was in favor of Chair Moore's proposal particularly with respect to establishing a kuleana committee which could tackle the broader initiatives of the university's strategic plan and assist the university in achieving its strategic goals.

Vice-Chair Nahale-a concurred with Regent Tochiki, especially regarding the role of a kuleana committee, and noted that he would be backing Chair Moore's proposal. He also opined that providing committee chairs with a more elevated leadership role and voice on the board will give them the opportunity to develop expertise on various issues which will ultimately allow them to serve as champions for those matters.

Regent Wilson verbalized his support for Chair Moore's proposition, emphasizing the importance of focusing on student success, and echoed the remarks of Vice-Chair Nahale-a and Regent Tochiki with respect to the issue of kuleana.

Regent Haning remarked that Chair Moore's suggestion was appealing to him. He also agreed with Vice-Chair Nahale-a's assessment that providing regents with additional opportunities to learn and develop greater expertise on matters will serve to benefit not only the board, but the university as well.

Regent Tochiki moved to recommend that the board approve an alternative committee structure that consisted of the five committees including an IA Committee and committees on student success, institutional success, governance, and kuleana,

with the IA Committee and institutional success committee consisting of identical memberships. The motion was seconded by Regent Wilson.

Regent Paloma stated that she would be supporting the consolidation of the board's standing committees but inquired as to whether there could also be a consolidation of the board's affiliate committees given that serving on these entities is extremely time-consuming. Chair Moore replied that, in theory, the restructuring of the board's standing committees would result in the lessening of regents' workloads and address this matter. He also stated that the Board Chair needs to be mindful of the external responsibilities of regents when making standing and affiliate committee appointments.

Given his understanding that this new committee structure is intended to encompass all of the board's oversight responsibilities, Vice-Chair Nahale-a suggested that future consideration be given to assigning seats on the affiliate committees to a member of the appropriate standing committee. He opined that doing so would allow for the flow of information among the affiliate committees, the standing committees, and the board to occur in a more strategic and efficient manner.

There having been a motion that was moved and seconded, a roll call vote was taken, and noting the excused absence of Regent Bal, the motion was approved with all members present voting in the affirmative.

B. Discussion and Possible Recommendations on the Establishment of a Regents Policy (RP) for Selecting a Board Chair

Chair Moore explained that this issue was a carryover item from the December 1, 2022, committee meeting, during which regents offered their opinions on the possibility of developing an RP to choose a board chair. He described the current process used for selecting a board chair which entailed having two board members that are not interested in serving as the chair poll other regents as to their interest in seeking the position. He also summarized the findings of a review he conducted on the board chair selection process at 12 flagship universities in the western United States; discussed four alternatives that he developed based upon this review, including maintaining the status quo, codifying the board's present practice in an RP, adding the responsibility of "presenting a slate of board officers" to the duties of the PA&BG Committee, or some other alternative; went over the benefits and disadvantages of each recommendation; and asked regents for their thoughts on this matter.

Regents engaged in robust discussion offering their opinions on the board's current chair and vice-chair selection process, which several regents described as mysterious. Regents also expressed their views on the recommendations presented by Chair Moore, emphasizing the need to select individuals with requisite experience and skillsets who are interested, ready, willing, and able to serve in board leadership roles;

Regent Tochiki verbalized her support for codification of the selection process but asked what occurs in a situation where two individuals express interest in the same board leadership position. She also inquired about the process used to select committee chairs and vice-chairs and whether that should also be codified. Chair

Moore replied that when two individuals express a desire to serve in the same board leadership position, a vote is taken via secret ballot. He also explained that the Board Chair speaks to regents about their committee interests and, per the Bylaws of the Board of Regents (Board Bylaws), determines who will serve as each committee's chair and vice-chair.

Additional regents declared their preference for codifying the board chair selection process.

Vice-Chair Nahale-a pointed out that there have been past situations whereby a holdover regent was elected to a leadership position only to be replaced shortly thereafter leading to a vacancy in that position. He suggested that these types of dynamic situations should be considered when drafting codification language.

Chair Moore stated that he would draft language to codify the board chair selection process that takes into consideration the views expressed by regents during this meeting. This language would then be presented to the full board for further discussion and possible action at its next meeting.

C. Discussion on the Number of Board Vice-Chairs

Chair Moore explained that both the Hawai'i Revised Statutes and Board Bylaws provide for either one or two vice chairs to serve on the board and that the decision on which option will be used is made annually during the election of board officers in July. He stated that the purpose for placing this item on the agenda was simply to encourage contemplation of the pros and cons of having multiple board vice-chairs as opposed to a single board vice-chair so that each individual regent could make an informed choice when this matter was brought up during board officer elections.

Regent Paloma asked if it had been customary for the board to have two vice-chairs. Chair Moore replied that there have been two board vice-chairs during his entire tenure on the board. However, he also noted that for part of that tenure there were 15 regents serving on the board.

Regent Tochiki stated that the chair and vice-chairs appear to meet regularly and deferred to Chair Moore's experience as to the advantages and drawbacks of having one or two board vice-chairs. Chair Moore explained that the Board Secretary develops draft agendas for each of the standing committees as well as the board based upon a calendar outlining the timeframe in which specific committee or board actions must be taken. He noted that a host of other matters may also be added to draft agendas including items brought forth by the administration that require board action. Discussions among the chair, board vice-chairs, president, and senior administration officials, the extent of which revolves around the content of the agendas, then take place at what are known as agenda development meetings (ADMs) which are organized and administered by the Board Secretary and occur on a weekly basis.

Chair Moore provided his thoughts on the benefits of having two board vice-chairs, including the ability to brainstorm with more than one individual, but also spoke about its

drawbacks, such as the inability to meet simultaneously with both vice-chairs due to Hawai'i's open meetings law, which makes the ability to discuss matters with the vice-chairs more inefficient.

Vice-Chair Nahale-a agreed with Chair Moore about the disadvantages of having two board vice-chairs which constrains the ability for timely discussions to take place among board leadership. He also reiterated his belief that the leadership roles of committee chairs and vice-chairs regarding issues within their respective committee's subject matter should be elevated which will have an impact on determining whether it would be more beneficial to have one or two board vice-chairs.

Taking Vice-Chair Nahale-a's comments into consideration, Chair Moore suggested the possibility of having committee chairs and vice-chairs meet with their respective administration liaison to discuss matters for inclusion on the committee agendas prior to the ADMs. In doing so, the committee chairs and vice-chairs will have had the opportunity to provide their input on the agendas to be discussed at the ADM.

D. Discussion on the Evaluation Process for the President of the University

Chair Moore presented information on the requirements of, and processes for, the annual and three-year comprehensive evaluations of the university president that are stipulated in RP 2.203. He pointed out that the three-year comprehensive evaluation, which is scheduled to occur this year, requires the provision of input from both internal and external stakeholders, stating that it is an extremely involved and time-consuming process. He also noted that RP 2.203 does allow for the hiring of a consultant to assist with conducting the comprehensive review and provided the rationale for his suggestion to use this approach for the upcoming evaluation, including the perceived neutrality of a consultant.

Regent Wilson agreed that hiring a consultant to conduct the upcoming evaluation will allow for a professional, thorough, and unbiased assessment of the president to be completed.

Regent Tochiki proffered her thoughts on the value of engaging a consultant to conduct the evaluation stating that utilizing an experienced consultant with good skillsets will be beneficial to both the board and the president. However, she stressed the importance of keeping the public apprised of this evaluation through a comprehensive executive summary or some other board statement. Chair Moore stated that comprehensive review process under RP 2.203 was recently revised to explicitly specify that the board chair prepare and issue a written evaluation of the president on behalf of the board following discussion by the board at an open meeting.

Regent Haning backed the idea of hiring of an external consultant opining that this action does not absolve the board of its responsibility with respect to retaining or dismissing a university president. However, the unbiased nature of this process can be beneficial in assisting the board with defending or justifying any actions it takes.

Vice-Chair Nahale-a noted his involvement in the last comprehensive evaluation of the president and concurred with Chair Moore's assessment that the process was involved and laborious. He expressed his belief that hiring an external consultant offers the best option for the president to receive a fair and accurate assessment.

V. ADJOURNMENT

There being no further business, Chair Moore adjourned the meeting at 2:20 p.m.

Respectfully Submitted,

Jamie Go
Interim Executive Administrator and
Secretary of the Board of Regents

Item IV.A.

Board Self-Assessment

**NO MATERIALS
DISCUSSION ONLY**



UNIVERSITY
of HAWAII®
SYSTEM

May 26, 2023

DTS-1914

MEMORANDUM

TO: Board of Regents
University of Hawai'i

FROM: Randolph G. Moore
Chair, Committee on Personnel Affairs and Board Governance

SUBJECT: Amendment of Board Bylaws Regarding Committee Structure and
Nomination for Board Leadership Positions

BACKGROUND:

At its April 20, 2023 meeting the Board of Regents (BOR) approved this committee's April 6 recommendation that the seven current board standing committees be reconfigured to five:

- Committee on Student Success
- Committee on Institutional Success
- Committee on Independent Audit
- Committee on Kuleana
- Committee on Governance

The board asked this committee to propose an amendment to the board bylaws (a) to align the committee duties, as set forth in Section II.D of the bylaws, titled "Standing Committees of the Board," with the proposed five standing committees, (b) to clarify the role of the new Committee on Kuleana, and (c) to make other changes for simplification and clarification.

At the same meeting on April 20, 2023, the BOR approved an amendment to Article II, Section B, Paragraph 2 of the bylaws, entitled, "Nomination." The amendment was intended to codify the process currently followed regarding selection of a Board Chair and up to two Vice-Chairs. After further review, the amended language appears to not accurately reflect current practice, and could lead to possible violations of Chapter 92 of the Hawaii Revised Statutes, aka the "Sunshine Law". For this committee's consideration is amended language that more accurately captures current practice and is consistent with the Sunshine Law.

2444 Dole Street, Bachman Hall 209
Honolulu, Hawai'i 96822
Telephone: (808) 956-8213
Fax: (808) 956-5156

An Equal Opportunity/Affirmative Action Institution

Memorandum to Board of Regents

May 26, 2023

Page 2 of 4

PROPOSED AMENDMENT

A draft amendment to the bylaws to align the standing committee duties in the current bylaws with the proposed five different standing committees, and to revise the nomination section, is attached; a version showing the changes to the current bylaws is included, as well as a “clean version”.

Attached also for your convenience are the materials regarding the changes in committee structure already presented to the BOR for its meeting on April 20, 2023. The “crosswalk” showing how the current duties of the seven committees would be reassigned to the five new committees is on pages 1-3. Then-suggested changes in the language currently in the bylaws, with rationale, are provided on pages 4-11. The current version of the bylaws (as of 4/20/2023) are provided on pages 12-24. The “new” language proposed to the BOR at this meeting (6/01/2023), if these amendments are adopted is presented on pages 25-41 (redline version) and pages 42-54 (clean version).

Again, the principal duties of the five proposed committees would be:

- Committee on Student Success: 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.
- Institutional Success: Responsible for recommending policy and exercising oversight over (a) the preparation and execution of the university’s capital and operating budgets, (b) the development and management of its facilities including land use master plans for each campus, (c) the use of university lands, (d) personnel policies and practices and (e) endowment funds and other financial assets of the University.
- Independent Audit: 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. This committee, mandated by statute, shall have the same membership as the Committee on Institutional Success.
- Kuleana: Responsible for recommending policy and exercising oversight over the mission, goals, and programs of the university that promote the university’s role in fulfilling kuleana to Native Hawaiians and to Hawai’i, including (a) the reconciliation of injustices, (b) the university’s and its research enterprise’s contribution to a robust Hawai’i economy, (c) the achievement of the university’s strategic imperatives and (d) the achievement of the university’s stewardship objectives for Maunakea.
- Governance: Responsible for the efficient and effective operation of the board.

To make the committee duties more consistent, each committee would have the following generic duties, that are set forth in the introduction to standing committees in the bylaws:

Memorandum to Board of Regents

May 26, 2023

Page 3 of 4

1. Establishment of Standing Committees. To facilitate consideration of policy matters that must be approved by the Board, and to facilitate the exercise of the Board's oversight responsibilities, five standing committees are established. Authority to act on all matters is reserved for the Board, and the functions of each standing committee shall be to consider and make recommendations to the Board pursuant to these guidelines:
 - a. All committees work with the university administration to recommend strategic goals, objectives, and metrics for activities relevant to their committee's purview.
 - b. All committees annually review progress against the university's strategic goals and objectives relevant to their committee's purview.
 - c. All committees annually review their committee charters as set forth in these bylaws and recommend additions, deletions, or other amendments as appropriate.
 - d. All committees review the regent policies relevant to their committee's purview every three years and recommend amendments as appropriate.
 - e. All committees review and recommend requests for exemptions to policies relevant to their committee's purview.

Three of the committees would be assigned liaison responsibilities with affiliated organizations. This is a departure from current practice. Currently regents who are appointed to positions, directly with some of the organizations or as liaisons with other of the organizations, make reports (if any) directly to the full board of regents. Under the proposed bylaws, these regents would make their reports (if any) to a relevant committee, as follows:

Committee on Student Success:

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

Committee on Institutional Success:

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

Memorandum to Board of Regents

May 26, 2023

Page 4 of 4

Committee on Kuleana:

- Maunakea Management Board
- Pūko‘a Council

Since the Committee on Kuleana is a new concept, there are no specific duties that are assigned to it from the current bylaws. This committee will have the opportunity to propose to the board future changes in the bylaws once the role of this committee is more fully developed.

In addition to the generic duties, each committee would have specific duties as are proposed in the draft bylaws that are not the generic duties described above. This draft is intended to be discussed by this committee, and the specific duties are suggestions for this committee’s consideration.

ACTION RECOMMENDED:

When the committee believes it has reached agreement on an amendment to the board bylaws (a) to align the committee duties, as set forth in Section II.D of the bylaws, titled “Standing Committees of the Board,” with the five standing committees, and (b) to accurately capture current practice in nominating members to serve as Chair and up to two Vice-Chairs, the committee should seek BOR approval of said amendment to the BOR bylaws.

Attachments:

Bylaws Standing Committee Crosswalk Table

Bylaws Current

Bylaws Redline with 6/01/2023 Proposed Amendments

Bylaws Clean with 6/01/2023 Proposed Amendments

Board of Regents Bylaws
Section II.D. Standing Committees of the Board

Current/suggested	Student Success	Institutional Success/ Audit	Kuleana	Governance
Academic & Student Affairs				
1. Review the academic mission and strategic direction of the system and its major units.		IS		
2. Periodically review to what extent programs support the mission and strategic direction of the University		IS		
3. Monitor the quality and effectiveness of educational programs.	SS			
4. Develop and maintain policies governing academic and student affairs.	SS	IS		
5. Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions	Delete			
Budget & Finance				
1. Work in concert with the University administration relating to the operating budget		IS		
2. Examine the budgetary process, budget proposals, expenditure plans, and development plans.		IS		
3. Discuss the implementation of the budgetary decisions with the University administration, especially amendments thereto or when circumstances require deviations from expenditure plans		IS		
4. Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.		IS		
5. Exercise general oversight and policy direction over the University's financial systems and programs		IS		
Planning & Facilities				
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		IS		
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.		IS		
3. Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board		IS		

	Student Success	Institutional Success/ Audit	Kuleana	Governance
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		IS		
5. Work in concert with the university administration relating to the capital improvement budget		IS		
6. Provide general oversight of the University's land-related strategic initiatives and partnerships program.		IS		
Personnel Affairs and Board Governance				
1. Review and consider policies and practices relating to university personnel		IS		
2. Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis				G
3. Ensure board education and board member development is provided for board members				G
4. Provide recommendations to the board regarding best practices for board effectiveness				G
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		IA		
2. Review the annual internal audit plan and the extent to which it addresses high risk areas.		IA		
3. Review the annual report of the internal audit department and discuss significant issues of internal controls with the Internal Auditor and management		IA		
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		IA		
5. Receive and review the annual certified financial reports with the independent certified public accountants and management		IA		

	Student Success	Institutional Success/ Audit	Kuleana	Governance
6. Recommend to the Board the certified public accountants to serve as the independent auditor, and their fees		IA		
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		IA		
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		IA		
Intercollegiate Athletics				
1. Serve as a liaison between the Board and the respective campuses and their athletic departments	SS			
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.	SS			
3. Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report	SS			
4. Recommend policies governing all aspects of Intercollegiate Athletics at the University	SS			
Research & Innovation				
1. Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University		IS		
2. Review and make recommendations regarding investments, policies, and practices relating to University research, innovation and technology transfer programs		IS		
3. Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers		IS		
4. Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives		IS		

Suggested rewording of bylaw language for board standing committees

Current language	Suggested language	Rationale
Introduction (does not currently exist)		
	All committees work with the university administration to recommend and review strategic goals, objectives, and metrics for activities relevant to their committee's purview	Good governance practice
	All committees annually review progress against the university's strategic goals and objectives relevant to their committee's purview.	Good governance practice
	All committees review annually their committee charters as set forth in these bylaws and recommend amendments as appropriate.	Good governance practice
	All committees review every three years the regent policies relevant to their committee's purview and recommend amendments as appropriate.	Good governance practice
	All committees review requests for exemptions to policies relevant to their committee's purview.	Good governance practice
Student Success		
(from Academic & Student Affairs)		
Introduction (does not currently exist)	<p>This committee is responsible for recommending policy and exercising oversight over the mission, goals, and programs of the university that promote student success and welfare, including intercollegiate athletes, and monitoring the quality and effectiveness of educational programs.</p> <p>This committee is also the liaison between the board and the following affiliated organizations:</p>	Sets forth the responsibilities of this committee.

Current language	Suggested language	Rationale
	<ul style="list-style-type: none"> • All Campus Council of Faculty Senate Chairs • Career and Technical Education Advisory Council • P-20 Council • University of Hawai'i Student Caucus 	
1. Review the academic mission and strategic direction of the system and its major units.	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
2. Periodically review to what extent programs support the mission and strategic direction of the University	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
3. Monitor the quality and effectiveness of educational programs.	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
4. Develop and maintain policies governing academic and student affairs.	Delete.	Incorporated in the introduction setting forth the responsibilities of this and all committees.
5. Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions	Delete.	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.
(from Intercollegiate Athletics)		
1. Serve as a liaison between the Board and the respective campuses and their athletic departments	Delete	Unnecessary.
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	Review annually and advise the board of any irregularities concerning: (a) the health, safety and academic progress of student-athletes; (b) compliance with NCAA and conference requirements; (c) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee; and	The committee should review these matters and report irregularities to the board. The budgetary issues related to intercollegiate athletics should be the responsibility of the committee on institutional success. The procedures for selecting head coaches should be a personnel matter under the purview of the committee on institutional

Current language	Suggested language	Rationale
(e) selection procedures for athletic program head coaches.		success. 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. Specific procedures for the selection of head coaches should be set forth in executive policy, along with the procedures for selecting other university employees.
3. Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report	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	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
Institutional Success		
Introduction (does not currently exist)	<p>This committee is responsible for recommending policy and exercising oversight over the mission, goals, and programs of the university that promote (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, (d) personnel policies and practices and (e) endowment funds and other financial assets of the Univeresity.</p> <p>This committee is also the liaison between the board and the following affiliated organizations:</p> <ul style="list-style-type: none"> • Council of Staff Council Chairs 	Sets forth the responsibilities of this committee.

Current language	Suggested language	Rationale
	<ul style="list-style-type: none"> • Research Corporation of the University of Hawai'i • University Health Partners • University of Hawai'i Foundation 	
(from Research & Innovation)		
1. Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
2. Review and make recommendations regarding investments, policies, and practices relating to University research, innovation and technology transfer programs	Delete	Incorporated in the introduction setting forth the responsibilities of all committees.
3. Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers	Review and make recommendations on proposals to establish or to terminate Organized Research Units and research centers	Deleted "(ORU)" since this abbreviation does not appear elsewhere so it does not be defined.
4. Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
(from Budget & Finance)		
1. Work in concert with the University administration relating to the operating budget	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
2. Examine the budgetary process, budget proposals, expenditure plans, and development plans.	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
3. Discuss the implementation of the budgetary decisions with the University administration, especially amendments	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.

Current language	Suggested language	Rationale
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.	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
5. Exercise general oversight and policy direction over the University's financial systems and programs	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
(from Planning & Facilities)		
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	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
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.	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
3. Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board	No change.	
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	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
5. Work in concert with the university administration relating to the capital improvement budget	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.

Current language	Suggested language	Rationale
6. Provide general oversight of the University's land-related strategic initiatives and partnerships program.	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
(from Personnel Affairs and Board Governance)		
1. Review and consider policies and practices relating to university personnel		Incorporated in the introduction setting forth the responsibilities of this and all committees.
Audit (no change from current)		The committee charge is set forth in statute
Introduction (does not currently exist)	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.	This committee is mandated by statute.
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		

Current language	Suggested language	Rationale
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 ssaccountants		
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	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
Kuleana (committee does not currently exist)		
Introduction	This committee is responsible for recommending policy and exercising oversight over the mission, goals, and programs of the university that promote the university's role in fulfilling kuleana to Native Hawaiians and to Hawai'i, including (a) the reconciliation of injustices, (b) the university's and its research enterprise's contribution to a robust Hawai'i economy, (c) the achievement of the university's strategic imperatives and (d) the achievement of	

Current language	Suggested language	Rationale
	<p>the university's stewardship objectives for Maunakea.</p> <p>This committee is also the liaison between the board and the following affiliated organizations:</p> <ul style="list-style-type: none"> • Maunakea Management Board • Pūko'a Council 	
Governance		
Introduction (does not currently exist)	This committee is responsible for the efficient and effective operation of the board.	Sets forth the responsibilities of this committee.
2. Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.	No change.	
3. Ensure board education and board member development is provided for board members.	No change.	
4. Provide recommendations to the board regarding best practices for board effectiveness.	No change.	

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

Table of Contents

- Article I. Definitions
- Article II. Membership and Organization
 - A. Membership
 - B. Officers, Organization
 - 1. Term
 - 2. Vote
 - 3. Succession
 - C. Duties of Officers
 - 1. Chairperson
 - 2. Vice-Chairperson(s)
 - 3. Secretary
 - D. Standing Committees of the Board
 - 1. Establishment of Standing Committees
 - 2. Standing Committees
 - a. Committee on Academic and Student Affairs
 - b. Committee on Budget and Finance
 - c. Committee on Planning and Facilities
 - d. Committee on Personnel Affairs and Board Governance
 - e. Committee on Independent Audit
 - f. Committee on Intercollegiate Athletics
 - g. Committee on Research and Innovation
 - 3. Appointment of Committee Members
 - 4. Meetings
 - 5. Referrals to Committees
 - 6. Progress Reports
 - 7. Task Groups
 - E. New Board Member Orientation
- Article III. Advisory Committees and Consultants
 - A. Creation
 - B. Consultant Services
- Article IV. Meetings
 - A. Number and Place of Meetings
 - B. Special Meetings
 - C. Call for Committee Meetings
 - D. Public Notice of Meetings
- Article V. Quorum

Article VI. Voting

Article VII. Legal Counsel

- A. The University General Counsel
- B. Requests for Written Legal Opinions
- C. Conflicts

Article VIII. Robert's Rules of Order

Article IX. Amendments

Article X. Conflicts of Interest

- A. Standard of Conduct
- B. Fiduciary Responsibility
- C. Disclosures
- D. Determination of Conflicts
- E. Sanctions and Remedies

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

ARTICLE I. Definitions

As used in these Bylaws:

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

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

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

“Chairperson” means the chairperson of the board;

“President” means the President of the University;

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

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

ARTICLE II. Membership and Organization

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

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

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

1. **Term.** The term of the office of Chairperson and up to two Vice-Chairpersons shall be for one year. A Chairperson may serve more than one term, but not more than two consecutive terms.

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

C. **Duties of Officers.**

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

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

- n. Serve as “Certifying Officer” of official University documents.
 - o. Perform additional duties as assigned by the Chairperson and the various standing and other committee chairpersons.
- D. Standing Committees of the Board.
- 1. Establishment of Standing Committees. To facilitate consideration of policy matters that must be approved by the Board, 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 to comprise or maintain a quorum. All board members who are not voting members of a committee or committees shall be ex officio, nonvoting members of such committees. The President, as chief executive officer of the University, shall assign a member of the University administrative staff to each standing committee who shall be the administrative liaison with the chairperson of the committee.
- The Committee on 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 Committees and Consultants

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

ARTICLE IV. Meetings

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

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

ARTICLE V. Quorum

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

ARTICLE VI. Voting

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

ARTICLE VII. Legal Counsel

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

ARTICLE VIII. Robert's Rules of Order

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

ARTICLE IX. Amendments

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

ARTICLE X. Conflicts of Interest

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

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

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

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

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

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

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

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

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

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

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

BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY OF HAWAI'I
(as of ~~April 20, 2023~~)

Table of Contents

Article I.	Definitions
Article II.	Membership and Organization
	A. Membership
	B. Officers, Organization
	1. Term
	2. Vote
	3. Succession
	C. Duties of Officers
	1. Chairperson
	2. Vice-Chairperson(s)
	3. Secretary
	D. Standing Committees of the Board
	1. Establishment of Standing Committees
	2. Standing Committees
	a. Committee on Academic and Student Affairs
	b. Committee on Budget and Finance
	c. Committee on Planning and Facilities
	d. Committee on Personnel Affairs and Board Governance
	e. Committee on Independent Audit
	f. Committee on Intercollegiate Athletics
	g. Committee on Research and Innovation
	<u>a. Committee on Student Success</u>
	<u>b. Committee on Institutional Success</u>
	<u>c. Committee on Independent Audit</u>
	<u>d. Committee on Kuleana</u>
	<u>e. Committee on Governance</u>
	3. Appointment of Committee Members
	4. Meetings
	5. Referrals to Committees
	6. Progress Reports
	7. Task Groups
	E. New Board Member Orientation
Article III.	Advisory Committees and Consultants
	A. Creation
	B. Consultant Services
Article IV.	Meetings
	A. Number and Place of Meetings

- B. Special Meetings
- C. Call for Committee Meetings
- D. Public Notice of Meetings

Article V. Quorum

Article VI. Voting

Article VII. Legal Counsel

- A. The University General Counsel
- B. Requests for Written Legal Opinions
- C. Conflicts

Article VIII. Robert's Rules of Order

Article IX. Amendments

Article X. Conflicts of Interest

- A. Standard of Conduct
- B. Fiduciary Responsibility
- C. Disclosures
- D. Determination of Conflicts
- E. Sanctions and Remedies

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

ARTICLE I. Definitions

As used in these Bylaws:

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

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

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

“Chairperson” means the chairperson of the board;

“President” means the President of the University;

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

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

ARTICLE II. Membership and Organization

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

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

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

1. **Term.** The term of the office of Chairperson and up to two Vice-Chairpersons shall be for one year. A Chairperson may serve more than one term, but not more than two consecutive terms.

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

C. Duties of Officers.

1. Chairperson. The Chairperson, in addition to presiding at all regular and special Board meetings, shall:
 - a. Appoint the chairperson and members of the standing committees and any other committees, except as provided under Section 304A-321, HRS.
 - b. Acknowledge communications, petitions, requests, and proposals on behalf of the Board and, except in emergencies, refer same to the President or Secretary or an appropriate Committee of the Board for action or recommendation so as not to detract from the Board’s governance and fiduciary responsibilities.

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

- l. Collate and index policies which are adopted by the Board.
 - m. Serve as “Records Officer” under the State archives program.
 - n. Serve as “Certifying Officer” of official University documents.
 - o. Perform additional duties as assigned by the Chairperson and the various standing and other committee chairpersons.
- D. Standing Committees of the Board.
1. Establishment of Standing Committees. To facilitate consideration of policy matters that must be approved by the Board, ~~seven~~ and to facilitate the exercise of the Board's oversight responsibilities, five standing committees are established. Authority to act on all matters is reserved for the Board, and the functions of each standing committee shall be to consider and make recommendations to the Board: pursuant to these guidelines:
 - a. All committees work with the university administration to recommend strategic goals, objectives, and metrics for activities relevant to their committee's purview.
 - b. All committees annually review progress against the university's strategic goals and objectives relevant to their committee's purview.
 - c. All committees annually review their committee charters as set forth in these bylaws and recommend additions, deletions, or other amendments as appropriate.
 - d. All committees the regent policies relevant to their committee's purview every three years and recommend amendments as appropriate.
 - e. All committees review and recommend requests for exemptions to policies relevant to their committee's purview.
 2. Standing Committees. The following are the standing committees of the Board and their functions:
 - ~~a. Committee on 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.~~

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

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

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

Specific additional duties include:

(1) Review the academic mission and strategic direction of the system and its major units.

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

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

(4) Review annually and advise the board of any irregularities concerning:

(a) the health, safety and academic progress of student-athletes;

(b) compliance with NCAA and conference requirements;

(c) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee.

(5) Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University.

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

b. Committee on Institutional Success. This committee is responsible for recommending policy and exercising oversight over (a) the preparation and execution of the university's capital and operating budgets, (b) the

development and management of its facilities including land use master plans for each campus, (c) the use of university lands, (d) personnel policies and practices and (e) endowment funds and other financial assets of the University.

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

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

Specific additional duties include:

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

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

Specific additional duties include: [NOTE: The duties of the Independent Audit Committee are substantially similar to its previous 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.

d. Committee on Kuleana. This committee is responsible for recommending policy and exercising oversight over the mission goals, and programs of the university that promote the university's role in fulfilling kuleana to Native Hawaiians and to Hawai'i including (a) the reconciliation of injustices, (b) the university's and its research enterprise's contribution to a robust Hawai'i economy, (c) the achievement of the university's strategic imperatives and (d) the achievement of the university's stewardship objectives for Maunakea.

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

- Maunakea Management Board
- Pūko'a Council

e. Committee on Governance. This committee is responsible for the efficient and effective operation of the board.

Specific additional duties include:

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

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

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

3. Appointment of Committee Members. The chairperson and voting members of each standing committee shall be appointed by the Chairperson and shall serve for one year or until the appointment of their successors. The Chairperson shall be an ex officio, voting member of all standing committees, provided that the

Chairperson shall only vote in committees to break a tie or when the presence of the Chairperson is needed to comprise or maintain a quorum. All board members who are not voting members of a committee or committees shall be ex officio, nonvoting members of such committees. The President, as chief executive officer of the University, shall assign a member of the University administrative staff to each standing committee who shall be the administrative liaison with the chairperson of the committee.

The Committee on ~~Academic and Student Affairs~~ Student Success 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~~ Student Success meetings shall be held on each of the islands with community college campuses, to the extent practicable.
5. Referrals to Committees. Each standing committee shall consider all matters referred to it by the Chairperson and shall make appropriate recommendations within a reasonable time to the Board.
6. Progress Reports. Each standing committee shall make progress reports to the Board periodically or when requested by the Chairperson.
7. Task Groups. Task groups may be established by the Chairperson upon authorization by the Board, and with such powers and duties as determined by the Board. The tenure of a specific task group shall expire at the completion of its assigned task.

E. New Board Member Orientation

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

ARTICLE III. Advisory Committees and Consultants

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

ARTICLE IV. Meetings

- A. Number and Place of Meetings. The Board shall meet not less than ten times annually (July 1, thru June 30) and may from time to time meet in each of the counties of Honolulu, Hawai'i, Maui, and Kaua'i. The Board shall at each meeting set the time and place for its next regular meeting.
- B. Special Meetings. Special meetings may be called by:
 - 1. The Chairperson;
 - 2. The Secretary, upon request by a majority of the members of the Board; or
 - 3. Any Board member, with the consent of the Chairperson.
- C. Call for Committee Meetings. Standing committee meetings shall be called by the Secretary in consultation with the committee chairperson. In the event of a joint meeting, the Chairperson shall designate the presiding committee chairperson.
- D. Public Notice of Meetings. All meetings of and public appearances before the Board and its standing committees shall comply with Chapter 92, HRS, and shall be as set forth in the Rules of Practice and Procedures of the Board of Regents (Hawai'i Administrative Rules, Title 20, Subtitle 1, Chapter 1.1).

ARTICLE V. Quorum

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

ARTICLE VI. Voting

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

ARTICLE VII. Legal Counsel

- A. The University General Counsel. The University General Counsel shall be designated as legal counsel for the Board. The University General Counsel or the University General Counsel's representative(s), in the capacity of legal counsel for the Board, shall be present at all regular and special meetings and certain standing committee meetings of the Board.
- B. Requests for Written Legal Opinions. Requests for any written legal opinion of the University General Counsel shall be made by the Chairperson or designee with the full knowledge of the Board. Whenever a legal opinion is rendered by the University General Counsel, such opinion shall be in writing and along with a copy of the written request for such opinion, distributed immediately to all Board members.

- C. Conflicts. By policy and organizational structure, the University General Counsel serves the Board as well as the University administration. Understandably, there may be occasions when it becomes necessary to avoid a perception of conflict, or actual conflict, or to obtain specialized legal expertise. At such times, the Board may exercise its discretion in securing the services of independent legal counsel through the Secretary.

ARTICLE VIII. Robert's Rules of Order

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

ARTICLE IX. Amendments

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

ARTICLE X. Conflicts of Interest

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

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

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

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

Matters covered under this article shall be reported initially to the Chairperson for appropriate action. Should the Chairperson be the regent with a potential conflict, the matter shall be reported to the Vice-Chairperson. Should both the Chairperson and the Vice-Chairperson have a potential conflict, the matter shall be reported to the chairperson of a Board standing committee in the order as listed in Article II, Section D of the bylaws of the Board.

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

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

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

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

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

a remedy or sanction under this section must be initiated within one year after the action of the Board that is affected by a violation.

BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY OF HAWAI'I
(as of ~~April 20, 2023~~)

Table of Contents

Article I.	Definitions
Article II.	Membership and Organization
	A. Membership
	B. Officers, Organization
	1. Term
	2. Vote
	3. Succession
	C. Duties of Officers
	1. Chairperson
	2. Vice-Chairperson(s)
	3. Secretary
	D. Standing Committees of the Board
	1. Establishment of Standing Committees
	2. Standing Committees
	a. Committee on Student Success
	b. Committee on Institutional Success
	c. Committee on Independent Audit
	d. Committee on Kuleana
	e. Committee on Governance
	3. Appointment of Committee Members
	4. Meetings
	5. Referrals to Committees
	6. Progress Reports
	7. Task Groups
	E. New Board Member Orientation
Article III.	Advisory Committees and Consultants
	A. Creation
	B. Consultant Services
Article IV.	Meetings
	A. Number and Place of Meetings
	B. Special Meetings
	C. Call for Committee Meetings
	D. Public Notice of Meetings
Article V.	Quorum
Article VI.	Voting

Article VII. Legal Counsel

- A. The University General Counsel
- B. Requests for Written Legal Opinions
- C. Conflicts

Article VIII. Robert's Rules of Order

Article IX. Amendments

Article X. Conflicts of Interest

- A. Standard of Conduct
- B. Fiduciary Responsibility
- C. Disclosures
- D. Determination of Conflicts
- E. Sanctions and Remedies

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

ARTICLE I. Definitions

As used in these Bylaws:

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

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

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

“Chairperson” means the chairperson of the board;

“President” means the President of the University;

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

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

ARTICLE II. Membership and Organization

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

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

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

1. **Term.** The term of the office of Chairperson and up to two Vice-Chairpersons shall be for one year. A Chairperson may serve more than one term, but not more than two consecutive terms.

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

C. Duties of Officers.

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

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

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

D. Standing Committees of the Board.

1. Establishment of Standing Committees. To facilitate consideration of policy matters that must be approved by the Board and to facilitate the exercise of the Board’s oversight responsibilities, five standing committees are established. Authority to act on all matters is reserved for the Board, and the functions of each standing committee shall be to consider and make recommendations to the Board pursuant to these guidelines:
 - a. All committees work with the university administration to recommend strategic goals, objectives, and metrics for activities relevant to their committee’s purview.
 - b. All committees annually review progress against the university’s strategic goals and objectives relevant to their committee’s purview.
 - c. All committees annually review their committee charters as set forth in these bylaws and recommend additions, deletions, or other amendments as appropriate.
 - d. All committees the regent policies relevant to their committee’s purview every three years and recommend amendments as appropriate.
 - e. All committees review and recommend requests for exemptions to policies relevant to their committee’s purview.
2. Standing Committees. The following are the standing committees of the Board and their functions:
 - a. Committee on Student Success: This committee is responsible for recommending policy and exercising oversight over the academic mission, goals, and programs of the University, student success and welfare, including intercollegiate athletes, and the university’s research enterprise.

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

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

Specific additional duties include:

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

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

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

Specific additional duties include:

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

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

Specific additional duties include:

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

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

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

- Maunakea Management Board
 - Pūko'a Council
- e. Committee on Governance. This committee is responsible for the efficient and effective operation of the board.

Specific additional duties include:

- (1) Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.
 - (2) Ensure board education and board member development is provided for board members.
 - (3) Provide recommendations to the board regarding best practices for board effectiveness.
3. Appointment of Committee Members. The chairperson and voting members of each standing committee shall be appointed by the Chairperson and shall serve for one year or until the appointment of their successors. The Chairperson shall be an ex officio, voting member of all standing committees, provided that the Chairperson shall only vote in committees to break a tie or when the presence of the Chairperson is needed to comprise or maintain a quorum. All board members who are not voting members of a committee or committees shall be ex officio, nonvoting members of such committees. The President, as chief executive officer of the University, shall assign a member of the University administrative staff to each standing committee who shall be the administrative liaison with the chairperson of the committee.

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

4. Meetings. Each standing committee shall schedule meetings as appropriate. The Committee on Student Success meetings shall be held on each of the islands with community college campuses, to the extent practicable.
5. Referrals to Committees. Each standing committee shall consider all matters referred to it by the Chairperson and shall make appropriate recommendations within a reasonable time to the Board.

6. Progress Reports. Each standing committee shall make progress reports to the Board periodically or when requested by the Chairperson.
7. Task Groups. Task groups may be established by the Chairperson upon authorization by the Board, and with such powers and duties as determined by the Board. The tenure of a specific task group shall expire at the completion of its assigned task.

E. New Board Member Orientation

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

ARTICLE III. Advisory Committees and Consultants

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

ARTICLE IV. Meetings

- A. Number and Place of Meetings. The Board shall meet not less than ten times annually (July 1, thru June 30) and may from time to time meet in each of the counties of Honolulu, Hawai'i, Maui, and Kaua'i. The Board shall at each meeting set the time and place for its next regular meeting.
- B. Special Meetings. Special meetings may be called by:
 1. The Chairperson;
 2. The Secretary, upon request by a majority of the members of the Board; or
 3. Any Board member, with the consent of the Chairperson.
- C. Call for Committee Meetings. Standing committee meetings shall be called by the Secretary in consultation with the committee chairperson. In the event of a joint meeting, the Chairperson shall designate the presiding committee chairperson.
- D. Public Notice of Meetings. All meetings of and public appearances before the Board and its standing committees shall comply with Chapter 92, HRS, and shall be as set

forth in the Rules of Practice and Procedures of the Board of Regents (Hawai'i Administrative Rules, Title 20, Subtitle 1, Chapter 1.1).

ARTICLE V. Quorum

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

ARTICLE VI. Voting

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

ARTICLE VII. Legal Counsel

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

ARTICLE VIII. Robert's Rules of Order

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

ARTICLE IX. Amendments

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

ARTICLE X. Conflicts of Interest

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

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

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

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

Matters covered under this article shall be reported initially to the Chairperson for appropriate action. Should the Chairperson be the regent with a potential conflict, the matter shall be reported to the Vice-Chairperson. Should both the Chairperson and the Vice-Chairperson have a potential conflict, the matter shall be reported to the chairperson of a Board standing committee in the order as listed in Article II, Section D of the bylaws of the Board.

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

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

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

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

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

Committee on Personnel Affairs and Board Governance

Annual Review for the 2022-2023 Academic Year

	Committee duties per bylaws	2022-2023 Committee Goals and Objectives	Projected Accomplishments			
			1 st Q Jul-Sept	2 nd Q Oct-Dec	3 rd Q Jan-Mar	4 th Q Apr-Jun
1	Review and consider policies and practices relating to university personnel.	Received Update on the Board Office Emergency Response Plan (9/1/22)	X			
		Reviewed and Discussed the Process for the Future Evaluation of the President (9/1/22; 4/6/23)	X			X
		Recommended Board Approval of Amendments to RP 2.203 Regarding the Evaluation of the President (12/1/22)		X		
		Received Update on Executive and Managerial Compensation and Recommended Approval of Certain Adjustments (9/1/22)	X			
2	Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.	Received Annual report on Regents Policies (12/1/22)		X		
3	Ensure board education and board member development is provided for board members.	Discussed Board Member Education and Development (9/1/22; 12/1/22)	X	X		
		Discussed Regents Relationships with the Public and Legislature (12/1/22)		X		
4	Provide recommendations to the board regarding best practices for board effectiveness.	Reviewed and Discussed Committee Structure (9/1/22; 4/6/23; 6/1/23)	X			X
		Recommended Board Approval of Amendments to Bylaws Relating to Quorum (9/1/22) and Committee Structure (6/1/23)	X			X
		Reviewed 2021-2022 Board Self-Evaluation (9/1/22)	X			
		Discussed the Establishment of a Regents Policy to Select a Board Chair (4/6/23)				X

		Discussed the Appropriate Number of Board Vice-Chairs (4/6/23)				X
		Discuss Board Self-Assessment 2022-2023 (6/1/23)				X
5	Committee Governance.	Reviewed Committee Work Plan (9/1/22)	X			
		Review committee's work for the year (6/1/23)				X

Item IV.D.

Update on President's Evaluation

**NO MATERIALS
ORAL REPORT**



Regents Policy Chapter 1, General Provisions

Regents Policy RP 1.202, Relationship of the Board to Administration and University

Effective Date: Oct. 17, 2003

Prior Dates Amended: Nov. 27, 1941; Sept. 12, 1942; Sept. 17, 1942; Oct. 1, 1942;
Oct. 20, 1944; Nov. 9, 1961; Oct. 18, 2002; Oct. 31, 2014 (recodified)

Review Date: August 2017

I. Purpose:

To set forth policy regarding the rules of conduct and communication protocol.

II. Definitions:

“Government” may be thought of as the establishment of the principles, laws and policies, and “administration” as the carrying out and execution of these principles, laws and policies once approved by the board.

The term “through proper channels” refers to the obligation of the board members to secure detailed information or information requiring careful compilation, either through the secretary or through the executive officer.

III. Policy:

A. Principles and Rules of Conduct.

1. Principles. With respect to the duties and functions of the board and the president, the following are the applicable principles:
 - a. It is recognized that the board has been granted full legal power and authority to manage and control the affairs of the university, and the responsibility for the successful operation of the university and the achievement of the purposes as prescribed in the statutes rests exclusively with the board.
 - b. It is recognized that a distinction must be made between what may, for convenience, be called the “government” of the university, and the “administration” thereof. “Government” may be thought of as the establishment of the principles, laws and policies, and “administration” as the carrying out and execution of these principles, laws and policies once

approved by the board. Therefore, the interpretation of all board policies shall rest exclusively with the board and may be rendered, as necessary, through its designee(s).

- c. The functions of the board are concerned with the government of the university; and its duties, in nature, are legislative and at times quasi-judicial. The execution of the policies authorized and established by the board is entrusted to the president, vice presidents, chancellors, and other officers of administration of the university. The regents must not concern themselves directly with the administration of the university, or individually or take part collectively, in administration, provided that it is the responsibility of the board to satisfy itself, through proper channels, that the principles, laws and policies established by the board are, in fact, being administered and that the administration is adequate.

The term "through proper channels" refers to the obligation of the board members to secure detailed information or information requiring careful compilation, either through the secretary or through the executive officer. It is not intended to place any restriction upon members of the board conversing freely and frankly with any officers or other employees of the university. Any extended or detailed investigation or inquiry on the basis of which it is proposed to predicate board action should, however, be carried on in a formal, orderly manner with the approval of the board and the knowledge of the president. Ordinarily where assistance is sought of the faculty in major matters of educational policy, the board will act through the president; and such assistance will come through the relevant academic senate for the affected campus(es) or some committee thereof.

Likewise, the administration shall communicate with the board through the secretary and only with permission of the chairperson may the administration deal directly with a member of the board. This is to ensure that all regents have equal access to information and are given equal regard for their time and contributions.

- d. No member of the board shall serve on committees of the university concerned with curriculum and educational problems when a matter is to eventually require the board's consideration, nor on any selection committees.
- e. The primary duty of the board is first to determine and set forth the objectives of the university, and second, to provide the means, in the form of adequate budget, personnel and materials, to achieve these objectives. In determining the objectives of the university, the assistance of the faculty will be sought and obtained through proper channels.

2. Rules of Conduct. The rules of conduct between members of the board and administration personnel shall be as follows:
 - a. In carrying out any policy established by the board, except in so far as the method shall be defined by the board, the method of execution shall be within the discretion of the president.
 - b. Except as specifically authorized by formal action, no member of the board can represent the board within the university and no member shall interfere, engage in, or interact directly with the campuses without prior authorization from the chairperson. All meetings between board members and any member of the administration, including the president, shall be authorized by the board's chairperson and arranged through the secretary and/or with the full knowledge of the secretary. In addition, no unilateral action of a member of the board has the authorization nor support of the board; and the authority of the board reposes in the board as a whole. Likewise, all communication from the president and any members of the administration to the members of the board must flow through the secretary unless otherwise authorized.
 - c. The board members shall make written request through the secretary for any detailed information with reference to actions of the president, particularly where it is desired to challenge such actions as inconsistent with the established policy of the board.
 - d. The interpretation of all board policies rests exclusively with the board. Where no policy has been established by the board, the president shall consult with the board prior to taking action; however, the president shall be free to exercise his/her judgment in taking action on emergency matters of major importance provided that in consultation with the chairperson, it is determined that a special meeting of the board cannot be held in time to address the emergency. Therefore, every attempt shall be made to have the board convened in special session as soon as possible. The president shall inform the chairperson of such circumstances, advising him/her prior to taking any action(s) where board policy is silent.
 - e. The president shall, by appropriate memoranda either to the secretary or by information circulated to all board members, promptly advise board members as to how specific orders of the board have been carried out.
 - f. The determination of what correspondence of the president, if any, shall be sent to the board for its files shall rest in the sole discretion of the president unless the board, by appropriate action, shall otherwise direct.

- g. These rules may be amended from time to time by action of the board.
- B. Procedures Relating to Communication to and from the Board and its Members
1. All communications involving advice, recommendations, instructions, etc., written or oral, from any board member individually or as a representative of a board committee, shall first receive the approval of the chairperson and thereafter be transmitted through the executive officer. This action does not preclude discussion or exchange of opinion or similar dealings between board members and staff members. All formal inquiries shall be made through the secretary and all meetings between board members and other members and members of the administration shall be arranged through and/or with the full knowledge of the secretary, with such meetings subject to Hawai'i Revised Statutes Chapter 92 (sunshine laws).
 2. Communications and notifications emanating from official board action and relating to specifically or generally to university affairs, internal or external, instructional and administrative, should be transmitted through the executive officer. Whenever legally necessary, or in cases specific by the board, communications and notifications emanating from board action shall be handled by the secretary.
 3. Correspondence addressed to the board or to the secretary or to the university shall go to that officer under whose jurisdiction the correspondence shall be handled. A certain latitude of judgment in matters of correspondence is granted to the secretary. The work of the secretary and of the executive officer should be coordinated through mutual agreement.
 4. Shortly after each meeting of the board, the secretary shall furnish the executive officer with an abstract of board action in order that the executive officer may handle correspondence as soon as possible and involve the appropriate units for publicity.
 5. Copies of all board related correspondence handled by the executive officer shall be filed with the secretary in the office of the regents and, likewise, copies of all board related correspondence handled by the secretary shall be sent to the executive officer.

IV. Delegation of Authority:

The execution of the policies authorized and established by the board is entrusted to the president, vice presidents, chancellors, and other officers of administration of the university.

V. Contact Information:

Office of the Board of Regents, 956-8213, bor@hawaii.edu

VI. References:

- <http://www.hawaii.edu/offices/bor/>
- http://www.capitol.hawaii.gov/hrscurrent/Vol02_Ch0046-0115/HRS0092F/HRS_0092F-.htmList associated executive policies

Approved as to Form:

Cynthia Quinn
Executive Administrator and
Secretary of the Board of Regents

Date



Regents Policy Chapter 2, Administration
Regents Policy RP 2.202, Duties of the President
Effective Date: April 1, 2019

Prior Dates Amended: Jan. 13, 1966; Sept. 19, 1974; Oct. 20, 1978, Sept. 17, 1993;
May 16, 1997; Oct. 18, 2002; Sept. 19, 2008; Oct. 31, 2014 (recodified)

Review Date: August 2022

I. Purpose:

To set forth policy on the general duties of the president and authority delegated to the president.

II. Definitions:

No policy specific or unique definitions apply.

III. Policy:

- A. The president is the chief executive officer of the board, the University of Hawai'i System, and the University of Hawai'i, Mānoa.
- B. As chief executive officer of the board, the president shall:
 - 1. Support the board in fulfilling its fiduciary responsibilities.
 - 2. Ensure that board policies are implemented and adhered to throughout the organization.
 - 3. Keep the board informed on all matters related to attainment of the mission and purpose of the university as set forth in RP 4.201.
 - 4. Report regularly on processes and progress toward attaining strategic goals.
 - 5. Provide notice, to the extent practical, of decisions or actions within delegated authority that are likely to cause public controversy.
- C. As chief executive officer of the University of Hawai'i System, the president shall:
 - 1. Direct the development of and recommend to the board for approval strategic, integrated academic, facilities, and financial plans and policies designed to promote student success and advance the instructional, research, and service goals of the university overall, as well as its component units; and oversee the implementation of such plans and policies.

-
2. Lead collaborative and collegial budget development processes that recognize the unique contributions and requirements of all parts of the University of Hawai'i System based on budget priorities and the need for effective, efficient, and accountable use of all resources.
 3. Oversee and coordinate the work of officers of the university that report directly to the president, and define appropriateness and clarity of roles and responsibilities among the academic and non-academic units.
 4. Maintain effective working relationships between the university and governing officials at the county, state, and federal levels; collective bargaining leaders; and university-affiliated organizations such as the Research Corporation of the University of Hawai'i and the University of Hawai'i Foundation.
 5. Build support for the university with the general public, including alumni, and business and community organizations and leaders; articulate priorities and collaborate with the University of Hawai'i Foundation to ensure a robust advancement program that provides resources for financial support of students, enhancements to University research and programs, and assists in long-range development and modernization of facilities.
 6. Resolve questions as they may arise concerning the proper application of a policy, rule, or regulation, with the understanding that the interpretation of board policies rests exclusively with the Board of Regents.
 7. Promote and participate in leading a system of shared governance across the university that is based on the values of collegiality, transparency, and excellence; and cultivate frequent communication with systemwide student, faculty, and staff advisory groups including the All Campus Council of Faculty Senate Chairs, University of Hawai'i Student Caucus, and Pūko'a Council as well as with campus shared governance groups.
- D. As chief executive officer of University of Hawai'i, Mānoa, the president shall:
1. In collaboration with the provost, senior officials, and the broad campus community, develop high-level strategies and directions for: University of Hawai'i, Mānoa student success; faculty and staff excellence and success; relevant high-quality academic programs; excellence in research and scholarship; impactful outreach and service to the community; maintenance and modernization of facilities; and stewardship of public resources that is responsible and accountable.
 2. With the provost as a full partner, lead collaborative and collegial campus budget development processes that recognize the unique contributions and requirements of all academic and non-academic campus programs and the need for effective, efficient, and accountable use of all resources, that result

-
- in the top-level allocation of University of Hawai'i, Mānoa resources through the University of Hawai'i, Mānoa leadership team.
3. Delegate full budgetary authority to and fully support the provost in overseeing, managing, and budgeting for all academic, research, and academic support units, including committing that there will be no campus culture that permits or rewards circumvention of the authority of the provost to the president and/or chief business officer.
 4. Define appropriateness and clarity of roles and responsibilities among the academic, research, and non-academic units that support University of Hawai'i, Mānoa and report to the president.
 5. Responsibly execute budget authority, accountability, and regulatory compliance for University of Hawai'i, Mānoa campus functions that report directly to the president including the intercollegiate athletics program.
 6. Serve as the public voice, advocate, and liaison for the University of Hawai'i, Mānoa campus to broad external constituencies.
 7. Build support for University of Hawai'i, Mānoa with the general public, including alumni, and business and community organizations and leaders; articulate priorities and collaborate with the University of Hawai'i Foundation to ensure a robust advancement program.
 8. Foster collaboration and mutual support among campus administrators and all vice presidents to advance campuswide goals, imperatives, and priorities.
 9. Promote and participate in leading a system of shared governance across the campus that is based on the values of collegiality, transparency, and excellence; and cultivate frequent communication with student, faculty, and staff advisory groups including the Mānoa Faculty Senate, Associated Students of the University of Hawai'i, Graduate Student Organization, Kualii Council, and Staff Senate.
- E. The board delegates to the president authority to prepare and submit to the legislature, on behalf of the board, reports and other requests for information regarding university operations and administration as may be requested by the legislature or as may be prescribed by law. In conjunction with submission of reports and information to the legislature, copies shall be provided to the board.
- F. The board may also prescribe other duties and responsibilities as necessary.
- G. Authority delegated to the president may at the president's discretion be further delegated unless the board specifically limits the delegation of authority to the president.

IV. Delegation of Authority:



Regents Policy Chapter 9, Personnel

Regents Policy RP 9.201, Personnel Status

Effective Date: June 1, 2017

Prior Dates Amended: Oct. 11, 1962; Sept. 10, 1964; Sept. 20, 1964; Sept. 16, 1965; Jan. 13, 1966; May 22, 1969; Feb. 14, 1975; Dec. 9, 1976; May 12, 1977; Nov. 17, 1977; Dec. 9, 1977; June 22, 1978; Oct. 20, 1978; Oct. 17, 1980; Nov. 15, 1985; Oct. 16, 1987; Oct. 21, 1988; Jan. 18, 1991; Oct. 18, 2002; Oct. 17, 2003; Apr. 20, 2006; Oct. 31, 2014 (recodified)

Review Date: August 2020

I. Purpose

To set forth policy regarding appointments, faculty promotion and tenure, and other personnel status policy.

II. Definitions:

No policy specific or unique definitions apply.

III. Policy:

A. Appointments

1. General

- a. All university employees ultimately serve under the jurisdiction of the board and shall be appointed by the board upon recommendation of the president, unless specifically delegated. Such employees shall be assigned the rank, title, and salary appropriate to the duties and responsibilities of such position as defined in the classification system adopted by the board. No employee shall be afforded a contract aside from the normal employment documents executed for all university employees.
- b. Use of titles. Titles of positions are determined by the board and no title may be used unless specifically authorized. Members of the faculty in divisions other than instructional, when engaged in teaching, shall bear the instructional title appropriate to their grade.

2. Executive and Managerial (E/M) Appointments. Appointments to executive and managerial positions shall be made in accordance with the following guidelines:
 - a. The president has the responsibility where board approval is necessary, to recommend personnel appointments to the board for action.
 - b. The president, in developing and making recommendations for board action, shall insure that the guidelines outlined below are followed:
 - (1) Applicability. These guidelines shall be followed in making all recommendations for appointment to executive and managerial positions.
 - (2) Recruitment of Candidates. Equal Employment Opportunity Commission (EEOC) – Open Hiring requirements shall be followed in all cases. These requirements should not preclude active recruitment of highly qualified candidates including women and minorities for consideration.
 - (3) In considering applications and nominations, the advice of knowledgeable and interested persons and groups may be sought as appropriate, either on specific candidates identified as qualified by the president or other responsible administrator, or on all candidates. During any phase of the selection process, all candidates shall receive the same treatment.
 - (4) In addition, where appropriate, an advisory committee may be established to advise the president, or other responsible administrator. Where an advisory committee is established, directions shall be provided to the committee by the president or other responsible administrator as to:
 - (a) The scope of the committee's tasks.
 - (b) The criteria to be followed if candidates are to be evaluated.
 - (c) Appropriate time limits.
 - (d) The form of any recommendations to be made. (Example: each candidate shall be classified as "qualified" or "not qualified" without any indication of ranking.)

- (5) Where chancellors or other senior administrative appointments are involved, the president shall periodically inform the board of the status of the selection process. On other appointments, the official conducting the search shall periodically report on its progress to the president.
 - (6) All recommendations for appointments under these guidelines shall be made to the board by the president.
3. Appointments to Department Chairs, Special Program Directors and Chairs of Academic Subdivisions, Graduate Assistants, Lecturers, and Cooperating Teachers/Counselors and Observation/Participation Teachers
 - a. The president shall have the authority to make appointments.
 - b. Compensation shall be in accordance with provisions reflected in the most current collective bargaining negotiated between the university and exclusive collective bargaining representative. In the event that the faculty member is not subject to collective bargaining, the president shall have the authority to establish compensation guides.
 - c. Where there are applicable collective bargaining provisions or in the event that there are conflicts between policies and the collective bargaining agreement, the provisions of the collective bargaining agreement shall prevail.
 - d. The president shall promulgate policies in consultation with university executives setting forth the duties, responsibilities, qualifications, guidelines and timelines for selection, conditions for appointment, compensation and other administrative requirements.

B. Faculty Promotion and Tenure

1. The president shall grant promotion and/or tenure to members of the faculty.
2. The president may grant tenure upon initial appointment upon recommendation of the president. The board delegates to the president granting of tenure upon initial appointment to members of the faculty who have previously held tenure at a comparable institution. For delegated appointments, the board also delegates to the president granting of tenure upon appointment to executive/managerial personnel who have previously held tenure at a comparable institution. Guidelines are established in executive policy.

3. The board delegates to the president the authority to act on behalf of the university on faculty promotion and tenure applications where the recommendation is negative.
4. The president may waive probationary period for new faculty members in accordance with established guidelines and applicable collective bargaining provisions.
5. At the time tenure is granted, a faculty fall back salary, faculty classification, and duty period shall be established for all executive/managerial personnel.

C. Civil Service Personnel

1. The president is designated to act for the board in making appointments to such positions or changes in the status of employees and to exercise its power as appointing authority in connection with such positions and employees.

D. Resignations and Terminations

1. The president shall have authority to accept and approve voluntary terminations from university service for reasons of resignation or retirement.

E. Faculty Exchanges

1. The board supports exchanges of university faculty with other institutions as a means of furthering the academic and intellectual growth and vitality of our faculty and university. The president shall promulgate policies that include guidelines to implement faculty exchanges.

IV. Delegation of Authority:

The president has the responsibility where board approval is necessary, to recommend personnel appointments to the board for action, authority to act on behalf of the university regarding faculty promotion, act for the board in making appointments or status changes regarding civil service, personnel; and authority to accept and approve voluntary terminations. See RP 9.201(A)(2)(a); 3(a); (B)(2) and (3); (C)(1); and (D)(1).

V. Contact Information:

