MINUTES

BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING

AUGUST 22, 2019

I. CALL TO ORDER

Committee Chair Eugene Bal called the meeting to order at 9:30 a.m. on Thursday, August 22, 2019, at the University of Hawai‘i at Mānoa, Information Technology Building, 1st Floor Conference Room 105A/B, 2520 Correa Road, Honolulu, Hawai‘i 96822.

Committee members in attendance: Committee Chair Eugene Bal; Committee Vice Chair Wayne Higaki; Regent Michael McEnerney; Regent Randy Moore; Regent Ernest Wilson Jr.

Others in attendance: Regent Simeon Acoba; Regent Kelli Acopan; Regent Michelle Tagorda; Regent Robert Westerman (ex officio committee members); President David Lassner; Interim Vice President for Community Colleges Erika Lacro; Vice President for Legal Affairs/University General Counsel Carrie Okinaga; Vice President for Academic Planning and Policy Donald Straney; Vice President for Research and Innovation Vassilis Syromos; Vice President for Information Technology/Chief Information Officer Garret Yoshimi; University of Hawai‘i - West O‘ahu Chancellor Maenette Benham; Executive Administrator and Secretary of the Board of Regents Kendra Oishi; and others as noted.

II. APPROVAL OF MINUTES OF THE FEBRUARY 19, 2019 AND MARCH 14, 2019 MEETINGS

Regent Moore moved to approve the minutes of the February 19, 2019 and March 14, 2019, meetings, seconded by Committee Regent Wilson, and the motion carried unanimously.

III. PUBLIC COMMENT PERIOD

Board Secretary Oishi announced that the Board Office received written testimony from Jeffrey Portnoy in opposition to eliminating the Committee on Intercollegiate Athletics. No one signed up to provide oral testimony.

IV. AGENDA ITEMS

A. Board of Regents Committee Structure

Committee Chair Bal acknowledged Pearl Imada Iboshi, Director of the Institutional Research and Analysis Office, for providing data on the standing committees of university system boards from peer and benchmark institutions. He added that this discussion was prompted by the enactment of Act 172, Session Laws of Hawai‘i (SLH) 2019, which reduces the number of members of the Board of Regents from 15 to 11. He expressed his hope that the committee could come to a consensus in making a recommendation to the full board with regard to the composition of the standing committees.
Committee Chair Bal provided an overview of the current committee structure and noted the need to balance the workload of the regents now that there are 12 members instead of 15. He cited a few statistics based on the peer and benchmark institution data, including that the average number of committees is 3.5, and the average number of board members (voting and non-voting) is 9, and the average number of total board members is 11, including non-voting members.

Regent Moore requested a recap of the discussion that occurred during the August 2, 2019, special board meeting with regard to committee structure. Committee Chair Bal explained that there was a proposal to reduce the number of committees from seven to five, integrating the Intercollegiate Athletics Committee into the Academic and Student Affairs Committee and the Personnel Affairs and Board Governance Committee into the Planning and Facilities Committee, and noted that Chair Kudo made it clear that the content of the committees would not be lost even though the titles of the committees would change. Committee Chair Bal further explained that Regent Acoba requested there be further discussion on changes to the bylaws and that the board not move forward with changes at that time. Discussion led to the issue being referred to this committee for further consideration.

Committee Chair Bal summarized possible options including but not limited to: maintaining status quo with seven committees, reducing the number of committees to five or six, or consider a committee structure that somewhat reflects the areas of responsibility under the UH System Vice Presidents.

Regent Acopan arrived at 9:43 a.m.

Regent McEnerney noted that there are currently 12 regents on the board before the membership is reduced to 11, per Act 172, SLH 2019. He expressed concern over the proposal to combine committees and suggested that some time be taken to further evaluate a reduction in committees. Regent Wilson suggested that while the board still has 12 members, the board could maintain the current seven committees and consider a reduction next year when the number of members is reduced to 11.

Regent Tagorda noted the heavy demand of the Academic and Student Affairs Committee and expressed some concern over the incorporation of aspects of the Intercollegiate Athletics Committee. She agreed with the idea of using the current year as a pilot year to further assess and evaluate the committee structure.

Regent Westerman expressed that there does not appear to be an obvious need for the current number of committees other than it seems to be tradition, and that it can be overwhelming and time consuming. He added that the board’s responsibility is not to tell the president and university how it should operate, and that if the board senses a need, it can ask. Committee Chair Bal noted that five years ago, there weren’t seven committees; Intercollegiate Athletics did not exist, and the governance aspect is fairly recent. Regent Westerman suggested that the bylaws could be changed to establish only three or four committees and to allow the board chair to add committees on an ad hoc basis.

Committee Vice Chair Higaki stated his belief that the board chair did not make decisions in a vacuum and asked whether administration had a position. President Lassner commented that the proposal was in the context of having fewer committees and
noted that much of the work done by the Intercollegiate Athletics Committee could be incorporated into other committees. He added that governance matters could be taken up by the full board and that personnel matters have been sparse and could be incorporated into an existing committee.

Regent Moore shared his belief that the board has too many standing committees, and that other institutions are astounded at the number of committees we have and how many times the board meets. He agreed with Regent McEnerney’s suggestion to give additional thought to the committee structure and noted that the board should look at the actual functions of each committee. He suggested that alignment to strategic priorities be considered and that a timeframe, such as January 2020, be set to allow further review of the committees and the functions they perform.

Regent McEnerney reiterated the idea of a trial period and suggested that for committees other than Independent Audit, which is guided by statute, that committees consider whether they are necessary, and if not, where the committee responsibilities should be incorporated. While he agrees that a lot of time is spent in meetings, he expressed concern over making changes too quickly and suggested that each committee conduct an assessment and report back to the Personnel Affairs and Board Governance Committee in January or February 2020.

President Lassner added that the regents control the work of the board and noted that in addition to the committee structure, consideration should be given to the work and associated time required by all parties involved.

Committee Vice Chair Higaki observed that most regents attend committee meetings regardless of whether they are members of those committees. He noted that with the previously proposed committee structure, most regents would be on two committees and a handful would be on three. He reiterated that there are not many matters related to personnel, governance issues could be considered by the full board, and that athletics has garnered attention across the nation that could warrant its own committee.

Regent Acoba expressed his appreciation for the information provided on other institutions committee structures, but questioned their efficiency and success. He felt that the board should be commended for the time it spends on university matters and noted that although there are frequent meetings, the board doesn’t interfere with administration. He added that oversight is one of the board’s primary functions and that having committees builds expertise of the committee members. Regent Acoba expressed his desire to maintain the current structure and noted that if every member sat on three committees, every committee could have five members.

Regent Westerman agreed with the idea of a trial period to allow committees to review their functions.

Committee Chair Bal noted the logical motivation behind the proposed consolidation of committees was an attempt to reduce the workload resulting from the reduction of regents from 15 to 12, and that a proportional committee reduction follow suit. He sensed the reluctance of the committee to make changes and noted that it appears premature to recommend a reorganization of standing committees at this point in time.
Regent McEnerney made a motion to recommend that the board defer changes in the committee structure to allow each committee to examine its functions and the implications of elimination or consolidation with other committees and report their findings to the Personnel Affairs and Board Governance Committee no later than February 2020. Regent Wilson seconded the motion.

Regent Acoba, clarified that each committee should meet before February, if the board adopts the recommended motion.

There having been a motion made and seconded, a vote was taken and the motion carried unanimously.

V. ADJOURNMENT

There being no further business, Regent McEnerney moved to adjourn, and Regent Moore seconded, and with unanimous approval, the meeting was adjourned at 10:27 a.m.

Respectfully Submitted,

/S/

Kendra Oishi
Executive Administrator and Secretary of the Board of Regents