MINUTES
BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING
MAY 6, 2021

Note: On January 30, 2020, the World Health Organization declared the outbreak of COVID-19 a public health emergency of international concern, subsequently declaring it a pandemic on March 11, 2020. On March 16, 2020, Governor David Y. Ige issued a supplementary proclamation that temporarily suspended Chapter 92, Hawaii Revised Statutes, relating to public meetings and records, “to the extent necessary to enable boards to conduct business in person or through remote technology without holding meetings open to the public.”

I. CALL TO ORDER

Chair Robert Westerman called the meeting to order at 11:46 a.m. on Thursday, May 6, 2021. The meeting was conducted virtually with regents participating from various locations.

Committee members in attendance: Chair Robert Westerman; Vice-Chair Simeon Acoba; Regent Eugene Bal; Regent Michelle Tagorda; and Regent Ernest Wilson.

Others in attendance: Board Chair Benjamin Kudo; Regent Randy Moore; Regent Alapaki Nahale-a (ex officio committee members); Vice President (VP) for Administration Jan Gouveia; VP for Community Colleges Erika Lacro; VP for Legal Affairs/University General Counsel Carrie Okinaga; VP for Research and Innovation Vassilis Syrmos; VP for Information Technology/Chief Information Officer Garret Yoshimi; VP for Budget and Finance/Chief Financial Officer Kalbert Young; UH-Mānoa Provost Michael Bruno; UH-Hilo Chancellor Bonnie Irwin; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Kendra Oishi; and others as noted.

II. APPROVAL OF MINUTES

Regent Wilson moved to approve the minutes of the February 4, 2021, committee meeting, seconded by Regent Bal, and the motion carried with all members present voting in the affirmative.

III. PUBLIC COMMENT PERIOD

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

IV. AGENDA ITEMS

A. Review of Board Bylaws (Bylaws)
Board Secretary Oishi explained that the responsibilities of the committee include ensuring that the Bylaws are reviewed on a regular basis. Although this periodically occurs at the individual committee level within the context of examining a committee’s scope and responsibilities, it was noted that a comprehensive review of the Bylaws has not occurred since February 28, 2019, which was also the last time they were amended. As such, the Board Office conducted a cursory review of the general provisions of the Bylaws and recommended several housekeeping amendments.

Regent Wilson asked whether the changes highlighted on the marked-up copy of the Bylaws provided in the committee materials were the housekeeping amendments being proposed by the Board Office. Board Secretary Oishi responded in the affirmative.

Chair Westerman stated that the proposed amendments, while merely housekeeping in nature, should be adopted so that the Bylaws accurately reflect the appropriate statutory and administrative rules provisions that are applicable to the board.

Regent Wilson moved to recommend board approval to adopt the identified housekeeping amendments to the Bylaws, seconded by Vice-Chair Acoba, and the motion carried with all members present voting in the affirmative.

B. Discussion on Board Member Education and Development, Including Orientation for New Regents

Board Secretary Oishi stated that a responsibility of the committee is to ensure that board members are provided with educational and development opportunities. She noted that the Board Secretary typically coordinates these efforts and gave an overview of the educational and development opportunities and resources made available through the Board Office.

The Board Office, in conjunction with the President and administration, also conducts orientation sessions for incoming Regents. Board Secretary Oishi reviewed some of the topics included in the orientation sessions and solicited feedback from Regents on any additional topics that might be useful for incoming board members.

Regent Wilson suggested that Regents be allowed to furnish information to the Board Office on topics that they believed would be helpful for the orientation of new Regents. Chair Westerman concurred with this suggestion.

Regent Moore stated that it would be helpful if incoming board members could receive an orientation from the Board Office prior to being officially sworn in as Regents on July 1 and asked whether this would be possible. Board Secretary Oishi replied that orientation for incoming board members was currently scheduled to begin in June.

Discussion occurred on a number of topics and issues that may be helpful in addressing the educational development of current board members, as well as for the orientation of new board members, including the use of interactive technology to access educational resources and seminars that are already made available through organizations such as the Association of Governing Boards of Universities and
Colleges. It was also suggested that educational development sessions covering various topics be placed on each board agenda in the future.

C. Review of Committee Structure

Regent Moore stated that he conducted a review of the board’s committee structure in relation to the committee structures of boards at 12 flagship universities in the western United States, reviewed the process used in conducting this review, and prepared a report of his findings which is included in the committee materials for the edification of the committee. He highlighted a number of items contained in the report noting that the median number of members on the university boards that were reviewed was between 10 and 11 and that the median number of board committees was four. The current composition of the UH board is 11 members and seven committees. He suggested that reorganizing the board’s current committee structure into four subject matter committees would allow for more time during committee meetings for Regents to deepen their understanding of significant issues. Additionally, the content of committee meetings could be refined to strike a balance between addressing the strategic direction of the university and key policy issues with items that are more managerial in nature.

The committee engaged in robust discussion offering various perspectives and considerations on the structure of the board’s committees. It was noted that discussion is occurring at the national level regarding the changing landscape of higher education that is prompting a number of university boards to reimagine board and university governance, and that this is an opportune time to review the board’s committee structure. Although several regents agreed that there should be an objective with regard to the constitution of committees and that committees should be purposeful and policy-oriented, others mentioned the need to take into account issues of importance to the residents of Hawai’i as well as the university’s constituencies. It was specifically noted that, while committees with the term “athletics” in their titles did not exist on university boards that were reviewed, this particular issue is a topic of great importance to the residents of Hawai’i and should not be overlooked. It was also emphasized that the board should not lose sight of the needs of the university and Hawaii, which may be unique in comparison to other states.

The issue of the university’s role as an indigenous-serving institution was raised and it was suggested that a committee or group be considered to focus on this responsibility, irrespective of the direction the board takes with regard to its standing committees. The importance of Hawai’i’s unique location in the Asian-Pacific region was also highlighted as a factor for consideration.

It was also observed that committees should be viewed from the perspective of how they help the board in supporting the university and solving problems. An example was given of how a committee was formed as a result of an incident that occurred in the past, but that assessments should be conducted as to whether a continued need still exists. It was also noted that committees receive a number of reports which could be shared via other means if they are not directly contributing to helping the university move forward.
Several members, including Board Chair Kudo, suggested that an ideal arena to discuss the board’s committee structure would be at a board retreat after the scope of each committee has been assessed, as such a restructuring would impact everyone. It was also suggested that the alignment of Regents policies and committee responsibilities to the bylaws should be evaluated to determine what is working and what could be done differently.

D. **Summary of 2021 – 2023 Biennium Collective Bargaining Changes**

Sarah Hirakami, Director of Collective Bargaining and Labor Relations, provided an update on collective bargaining agreement (CBA) negotiations noting that all of the university’s current CBAs will expire on June 30, 2021. While CBA discussions for three of the eight bargaining units associated with the university are ongoing, agreement has been reached on new CBAs for the remainder of the bargaining units and employees have ratified these agreements. The Legislature has also funded the ratified agreements. She also reviewed the major terms of each of the agreed upon CBAs including agreement duration, reopener provisions, salary adjustments, and health care contributions.

Vice-Chair Acoba asked if the university has concluded its involvement in CBA negotiations with the public employee representatives. Ms. Hirakami replied that the university’s major involvement in CBA negotiations has concluded since agreements have been reached on the primary bargaining units associated with the university. However, the university is monitoring ongoing discussions between the State and counties as an employer group with the bargaining units that have not yet finalized agreements.

Following-up on his previous question, Vice-Chair Acoba inquired as to whether the university would align itself with the Governor’s, and thereby the State’s, position on the CBAs. Ms. Hirakami replied in the affirmative.

E. **Committee Annual Review**

Chair Westerman referenced the committee annual review matrix provided in the materials packet noting that the committee was unable to address issues related to shared governance and a board self-assessment. He stated that the committee would plan on addressing these matters during the next academic year after the newly-appointed Regents join the board.

Regent Tagorda suggested including the issue of the role of the university as an indigenous-serving institution be included in orientation or ongoing development in the next academic year.

V. **ADJOURNMENT**

There being no further business, Regent Bal moved to adjourn, seconded by Regent Tagorda, and with all members present voting in the affirmative, the meeting was adjourned at 12:38 p.m.
Respectfully Submitted,

/S/

Kendra Oishi
Executive Administrator and Secretary
of the Board of Regents