

## MINUTES

### BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING

DECEMBER 1, 2022

#### I. CALL TO ORDER

Chair Moore called the meeting to order at 9:00 a.m. on Thursday, December 1, 2022, 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 Kelli Acopan; Regent Eugene Bal; Regent Laurie Tochiki; and Regent Ernest Wilson.

Others in attendance: Regent William Haning; Regent Wayne Higaki; Regent Gabriel Lee; Regent Diane Paloma; and Regent Robert Westerman (ex officio committee members); President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Legal Affairs/University General Counsel Carrie Okinaga; VP for Research and Innovation Vassilis Syrmos; VP for Budget and Finance/Chief Financial Officer Kalbert Young; UH Mānoa Provost Michael Bruno; UH Hilo Chancellor Bonnie Irwin; UH West O'ahu Chancellor Maenette Benham; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Kendra Oishi; and others as noted.

#### II. APPROVAL OF MINUTES

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

Regent Haning arrived at 9:01 a.m.

#### III. PUBLIC COMMENT PERIOD

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

Regent Tochiki arrived at 9:02 a.m.

#### IV. AGENDA ITEMS

##### A. Recommend Board Approval of Amendments to Regents Policy (RP) 2.203, Policy on Evaluation of the President and Other Persons Reporting Directly to the Board

Chair Moore provided the rationale for the recommended changes to RP 2.203 stating that this policy was reviewed and discussed by the committee after questions

were raised about the evaluation of the university president. Upon further examination of RP 2.203, it was determined that the processes for the president's evaluation were sound but lacked specificity regarding the means by which the results of the evaluation are reported. At its September 1, 2022, meeting, the committee suggested that revisions be made to RP 2.203 that would require the board chair to prepare and issue a written evaluation of the president on behalf of the board and requested the Board Office to draft specific language to this effect. He reviewed the proposed revisions to RP 2.203 which includes language specifying that an evaluation of the president's performance be issued by the board chair on behalf of the board with respect to the president's annual evaluation and stipulating 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 as part of the president's comprehensive evaluation process, which occurs every three years.

Regent Wilson moved to recommend board approval of the proposed amendments to RP 2.203, seconded by Regent Bal, and the motion carried with all members present voting in the affirmative.

#### **B. Annual Report on Regents Policies (RPs)**

Chair Moore explained that the annual report on RPs was prepared by the Board Office and includes information on recommended amendments to existing RPs, as well as policy changes that have occurred over the course of the 2022 calendar year. He referenced the written memorandum contained within the materials packet and directed any questions to Board Secretary Oishi. No questions were raised.

#### **C. Discussion on:**

- 1. Relationships and responsibilities Regents should have with the public**
- 2. Relationships individual Regents should have with the Legislature and legislators**

Chair Moore summarized discussions that took place during the last committee meeting regarding the results of the 2021-2022 board self-assessment survey stating that these deliberations led to the identification of several topics regents believed warranted further dialogue. He also spoke about a poll conducted among regents subsequent to this meeting that ranked matters relating to regent's relationships with the public, as well as the Legislature and legislators, as the top two issues deserving of focused discussions by the committee.

Chair Moore proffered his thoughts on the relationship between regents and the public noting that, while the board chair generally serves as the public spokesperson for the board on actions it has taken or matters it is involved in, each regent is responsible for clarifying their own positions on an issue should questions arise. He also offered his perspectives on the relationship between regents and the Legislature stating that regents may find themselves in a situation where they receive a detailed inquiry about a particular matter. When confronted with such a situation, it was his belief that the most appropriate course of action to take was to say that the issue will be looked into with a

response to be provided at a later date. While it is normal and acceptable for regents to maintain personal relationships with individual legislators, there must be a mutual understanding among the parties that a regent is not a lobbyist for the university but can serve as a resource on matters related to the university. Additionally, it was suggested that regents observe the Legislature's budget briefings to gain a deeper understanding of the interests of legislators.

Committee members concurred with Chair Moore's assessment of a regent's relationship with the public, the Legislature, and individual legislators.

#### **D. Discussion on Board Member Education and Development**

##### **1. Review of Reports on Board Committee Structures**

Chair Moore stated that the basis for the discussion on board committee structures stemmed from an assignment tasking each Committee member with reviewing, and presenting a report on, specific sections of articles on committee restructuring published by the Association of Governing Boards of Universities and Colleges (AGB). He also touched upon previous conversations associated with this matter that have occurred among regents.

Vice-Chair Nahale-a lost remote technology connection from 9:18 a.m. to 9:21 a.m.

Each Committee member summarized the substance of the section of the AGB article they were assigned to review (Note: Regent Acopan was experiencing laryngitis. As such, her statement on this matter was read by Chair Moore). They discussed several key takeaways from these reports including the potential benefits of maintaining fewer board committees, such as increased efficiency and effectiveness; the impacts a reduction in the overall number of board committees could have on improving the remaining committees' capacities to delve into robust discussions on significant issues impacting a university; the importance for committees to focus more on strategic, as opposed to ministerial or managerial, matters; the necessity of including flexible design principles in any committee reorganization effort to allow for nimble adaptation to changing circumstances or emerging issues; the desirability of forming committees geared towards ensuring the success of the institution and the constituencies it serves; and the need to create opportunities for greater engagement on issues relevant to the sustainability of an institution thereby leading to a deeper understanding of this subject matter among regents. They also reviewed examples of, as well as the rationale for, committee restructuring that has occurred at other public universities, and spoke about the relevance of these matters to the university and the board.

Based upon the reports from Committee members, Chair Moore suggested that there were four possible courses of action that could be taken with respect to the board's current committee structure including preserving the status quo, changing the committee structure by establishing four committees based upon materials that were previously disseminated, altering the preceding proposal by adding a fifth committee specifically focused on the Native Hawaiian kuleana imperative contained within the university's strategic plan, and developing an option other than those mentioned.

Committee members indicated a desire to make changes to the current committee structure.

Regent Tochiki requested clarification as to whether the reorganization of committees mentioned referred to standing committees of the board. She also asked how permitted interaction groups or temporary ad hoc committees were integrated into the committee structures contained within the board's governing documents. Chair Moore replied that the noted proposals for committee restructuring were related to the board's standing committees. He also stated that board bylaws allow for the formation of ad hoc committees which are generally tasked with performing a specific function within an established timeframe. Chapter 92 of the Hawai'i Revised Statutes, more commonly known as Hawai'i's Sunshine Law, allows for the establishment of a permitted interaction group to investigate a particular subject matter for a board without being subject to its meeting requirements.

Regents expressed their opinions on Chair Moore's suggestions indicating their desire for the development of a committee structure that allows for greater engagement in the larger, strategic issues of the university instead of administrative-type issues, an increased focus on goals and objectives as they relate to the success of the university and its students, and the inclusion of committee chairs as part of board leadership. They also suggested obtaining external assistance in developing a new committee structure.

Regent Lee arrived at 9:59 a.m.

## **2. Discussion on possible RP on choosing a board chair**

Chair Moore noted that this discussion was intended to gather regents' 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 and asked members for their thoughts on this matter.

Vice-Chair Nahale-a stated that, as a new regent, the method for selecting a board chair was mysterious to him and supported having further conversations on this matter. He expressed his belief that the process could be clarified, that regents should be allowed to collectively weigh in on the development of any new process for selecting a board chair, and that consideration should be given to including committee chairs as part of board leadership. He also surmised that adherence to Hawai'i's Sunshine Law was a primary driver for the selection process currently in use and suggested that discussions ought to take place at the Legislature as to whether statutory language is hindering the selection of effective board leadership or inhibiting transparency, which is counter to the Sunshine Law's intent.

Given the discussions on Agenda Item D, Chair Moore stated that proposals for a new committee structure will be developed for presentation to the committee and that an examination of board chair selection processes that are used by other universities will be conducted. Vice-Chair Nahale-a supported these proposals but suggested that

an analysis of the processes used by other Hawai'i boards to select its chairs within the bounds of Hawaii's Sunshine Law also be included in the examination of board chair selection processes.

**V. ADJOURNMENT**

There being no further business, Chair Moore adjourned the meeting at 10:04 a.m.

Respectfully Submitted,

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Kendra Oishi  
Executive Administrator and Secretary  
of the Board of Regents