MINUTES

BOARD OF REGENTS MEETING

FEBRUARY 23, 2017

I. CALL TO ORDER

Chair Jan Sullivan called the meeting to order at 9:15 a.m. on Thursday, February 23, 2017, at Honolulu Community College, Norman W.H. Loui Conference Center, Building 2, Room 201, 874 Dillingham Blvd., Honolulu, Hawai‘i 96817.

Quorum (14): Chair Jan Sullivan; Vice Chair Benjamin Kudo; Vice Chair Randy Moore; Regent Simeon Acoba; Regent Eugene Bal; Regent Brandon Marc Higa; Regent Wayne Higaki; Regent David Iha; Regent Michael McEnerney; Regent Jeff Portnoy; Regent Lee Putnam; Regent Michelle Tagorda; Regent Ernest Wilson; and Regent Stanford Yuen.

Others in attendance: President/Interim UH-Mānoa (UHM) Chancellor David Lassner; Vice President for Academic Planning & Policy Risa Dickson; Vice President for Administration Jan Gouveia; Vice President for Community Colleges John Morton; Vice President for Legal Affairs/University General Counsel Carrie Okinaga; Vice President for Research & Innovation Vassilis Syrmos; Vice President for Information Technology/Chief Information Officer, Garret Yoshimi; Vice President for Budget & Finance/Chief Financial Officer Kalbert Young; UH-Hilo (UHH) Chancellor Donald Straney; UH-West O‘ahu (UHWO) Chancellor Maenette Benham; Honolulu Community College (HonCC) Chancellor Erika Lacro; Executive Assistant to the Board Melissa Matsuura; and others as noted.

II. PUBLIC COMMENT PERIOD

The board received the following testimony:

1. As to Items V.2, regarding Reorganization Proposal to Consolidate and establish new offices affecting the University of Hawai‘i at Mānoa Offices and University of Hawai‘i System Offices and VIII.A, regarding a resolution in support of the university president extending his dual capacity as president and interim UHM chancellor:

   a. Marguerite Butler, UHM Faculty Senate (UHMFS) Chair, provided written and oral in opposition to the resolution, urging appointment of a current UHM internal EM employee, and included resolutions approved by the UHMFS in opposition to the proposed reorganization of the UH System and Mānoa Campus Units and reiterating opposition to the UH System “Course Evaluation System”;
b. Bob Cooney, UHM faculty and member of the UHMFS Committee on Administration & Budget, provided oral testimony in support of the UHM FSEC resolutions objecting to the reorganization proposals due to lack of compelling justification for such action;

c. Amy McKee, UHM Graduate Student Organization President, provided late written testimony in opposition to the resolution citing concerns regarding workload and focus, and suggesting other persons to consider as an interim appointment;

d. David Mihaila, an individual, provided written testimony raising his concerns about administration in conducting the UHM Chancellor search; and

e. Sarita Rai, UHM Faculty, provided written testimony in support of the resolution.

2. Amy Quintal-Rudman, UHM Academy of Creative media (ACM) student provided written testimony regarding need for adequate facilities and its impact on the value of the program and reputation of the UHM as a research institution, and support to allow the program to be housed at the facilities vacated by PBS Hawai‘i once the safety issues were addressed.

3. The following students and alumni of the UHM ACM program provided oral testimony in strong support of the UHM ACM program and its location at UHM, appropriateness of use of facility vacated by PBS Hawai‘i, recounting their individual opinions about the value of the program, positive experiences, and success in the workforce, and raised grave concerns about lack of proper Administration support and facilities for the program, unfulfilled prior commitments to house the program in a facility vacated by PBS Hawai‘i, the possibility of the program being in jeopardy of termination, and the inappropriateness of consolidation with the UHWO ACM program: Cliff Bailey, Dymond Cabildo, John Gilmore, Kelsie Greene, Kyle Kosaki (alumni), Josh Lee, Ty Sanga (alumni), Keith Taylor, and Kirsten Whisenhant.

3. Joel Moffett, UHM faculty, provided written testimony in opposition as to Items V.2, regarding Reorganization Proposal to Consolidate and establish new offices affecting the University of Hawai‘i at Mānoa Offices and University of Hawai‘i System Offices and VIII.A, regarding a resolution in support of the university president extending his dual capacity as president and interim UHM chancellor, citing concerns about the negative impact on Western Association of Schools & Colleges (WASC) accreditation and the state of the UHM ACM due to lack of proper leadership. He also provided oral testimony in strong support of the UHM ACM program, and his grave concerns about lack of proper Administration support and facilities for the program, prior commitments to house the program in a facility vacated by PBS Hawai‘i not being fulfilled, and the possibility of the
program being in jeopardy of termination or consolidation with the UHWO ACM program.

Some discussion ensued regarding justification for ACM programs on two campuses, absence of funding requests for ACM programs in prior budget proposals to the BOR, legislative support and funding for an ACM program on UHWO campus, historical external support for ACM programs at UH, understanding the distinguishing characteristics of the two programs, encouraging collaboration between the programs, campuses, students, faculty, and administrators, and exploring possibilities and opportunities to working together and share resources.

III. REPORT OF THE PRESIDENT

President Lassner provided a report that highlighted the following:

1. The federal government’s recent reversal of the previous guidance provided to colleges and universities regarding the protection of transgender individuals and access to restrooms raised concerns about the possible lessened emphasis by the federal government on other aspects of Title IX compliance. He reconfirmed the university’s commitment to provide an equitable, safe, and a discrimination free environment for all members of the university community, and is creating a policy that assures access to restrooms based on gender identity and provides for construction of gender neutral restrooms or identification with new projects and renovations.

2. He recently visited Nānākuli High School as part of the Maunakea Scholars program developed initially by the Canada-France-Hawai‘i Telescope, which helps young astronomers by allocating observation time on the telescopes based on competitive proposals for science experiments.

3. He is serving on Advisory Group assisting the Board of Education’s Search Committee for the new superintendent of the Hawai‘i Department of Education.

4. Following the most recent Council on Revenues report and news from the Employee Retirement System, the Governor subsequently reduced his executive budget request, with the $5 million for the Cancer Center being the only item remaining of the board’s original operational budget request, while the Governor’s Capital Improvement Projects (CIP) budget remains the same; administration continues to advocate for the board’s budget and the university’s bills, the House Finance Committee Chair complimented administration on its work on the Hawai‘i Graduation Initiative, with a lot of interest shown for the Hawai‘i Promise Scholarship bill.

5. The Integrated Academic & Facilities Plan task group plans to bring a draft plan to the full board for input in March to follow with public consultation across the UH System, and board approval of a final plan targeted for April.
6. The first phase of the Culinary Institute of the Pacific was completed, with celebrations scheduled for next week, and planning for phase two of the facility is underway. Third year advanced professional certificate classes with students from all campuses will move in during Fall 2017; non-credit programs will start moving into the facility in March, and this certificate articulates to the UHWO Bachelor of Applied Science program. He noted that the KapCC team won the gold medal at the American Culinary Federation’s (ACF) Regional Competition in Illinois, which qualifies them for the ACF’s National Competition in Florida this summer.

**Report of the Host Campus**

HonCC Chancellor Lacro welcomed everyone to campus and provided a copy of and presentation on their new 2016-2021 Educational and Strategic Plan focused on student success; enrollment; training & workforce development; the campus community; plans for infrastructure, sustainability & technology; and performances measures for 2016. She noted that the measures put in place for student success help all students that include target populations. Enrollment has been struggling because many students enter the workforce when the economy is doing better, target areas have been identified and specific strategies have been implemented to help increase enrollment. Traditionally, HonCC was among the lowest performers on most of the performance measures. With specific actions plans and a lot of hard work, HonCC now meets all of the goals except for transfers. She also provided a handout on the Ho'āla Hou Title II Grant, which focuses on making HonCC a culture and place based learning environment that is relevant to students.

HonCC Faculty Senate Chair Mieko Matsumoto further discussed what culture and place based education means in the classroom teaching environment. Highlights included strategies learned, the benefits of utilizing music to teach world history, anticipated obstacles, and moving skills beyond the classroom.

Questions were raised regarding what the percentages in the gap analysis section of the strategic plan related to, and if there was gap analysis available for all community colleges. It was explained that the gap analysis looked at the percentage of the general population compared to the percentage of students enrolling in HonCC and how many students are graduating and closing the gaps. Achievement gaps that need improvement are shown in red. VP Morton indicated he would provide regents a copy of gap analysis from the 2008-2015 UH Community Colleges Strategic Plan.

Additional questions were raised regarding the status of the apprenticeship program at Pearl Harbor regarding funding and projections. Administration explained that the Pearl Harbor apprenticeship program is a highly successful program, and they recently indicated a desire to increase the enrollment number by several hundred due to projected workforce demand.

Discussions were held regarding the geographic analysis of HonCC students in selecting HonCC, and impacts that rail development will have on enrollment, student
life, and opportunities in relation to the Transit-Oriented Development (TOD) Program. Administration explained that geographic analysis is done regularly as part of their outreach plan; HonCC students are island wide, and selection is based on the unique programs, pathways to a four year degree, as well as location. Two rail stops are planned near HonCC, and there is hope access will increase enrollment; Chancellor Lacro sits on the TOD Task Force, and Administration has regular contact with rail consultants regarding implications and challenges once construction begins near campus, and exploring revenue opportunities for the college to support student spaces.

The board congratulated HonCC on their tremendous progress in meeting performance metrics, and requested historical performance metrics to provide context to understand how well progress is being made.

IV. REPORT OF THE UNIVERSITY OF HAWAI'I FOUNDATION

University of Hawai'i Foundation (UHF) President Donna Vuchinich presented the following reports: UHF Development Operations Report of July 1, 2016-December 31, 2016; Financial Overview Report as of December 31, 2016; and Endowment Overview and Institutionally-Related Foundations Benchmarks Survey for Fiscal Years 2013-2016. She explained the reports in detail, and noted that in addition to meeting the fundraising goal, 79 special events were held last year promoting philanthropy across the system, and annual phone & call program giving remained strong and produced $3.5 million in donations.

Comments and questions raised regarded including four years of trends in the reports and formatting changes for easier reading; reports provided to donors about how donations are spent; including in the operational expense accounting the value of the rent-free office space provided by the university; establishing a specific cash goal for annual payouts to the university; and identifying recurring themes of donor behavior.

Ms. Vuchinich confirmed that trend data are being prepared to be included in the next quarterly report. Regarding fundraising targets, given the varied Institutional funding structures among UH peers, the goals of nine aspirational peers were reviewed to help inform the $100 million a year/$1 billion campaign targeted goal. Achieving the aspirational goal will require UHF to grow. However, Hawai'i law limits what UH can pay for UHF services, and thus consideration of possible restructuring and alternatives to supplement funding for such growth is underway. The $3 million fee paid to UHF comes out of tuition, and demonstrating value for that fee is the first priority for UHF. Specific reports for endowment accounts are provided annually in the fall. UHF provides other donors impact reports on gifts. Analysis shows that donors give regularly and generously. The impact of giving and emotional attachment are the primary motivations as to whether or not an individual donates; in the past, donations were based on obligation; however today, donors’ investments are forward looking, outcome driven, and preferred to be leveraged.

V. COMMITTEE REPORTS
A. **Report from the Committee on Budget and Finance**

B. **Report from the Committee on Independent Audit**

C. **Report from the Committee on Intercollegiate Athletics**

D. **Report from the Committee on Personnel Affairs**

E. **Report from the Committee on Planning and Facilities**

F. **Report from the Committee on Research and Innovation**

Each Committee summarized the respective committee report attached. No additional comments or questions from the board were raised.

VI. **ITEMS FOR DISCUSSION AND/OR APPROVAL**

A. **For Action**

1. **Consent Agenda:**

Chair Sullivan indicated that Regent Tagorda and Regent Higa requested item c of the consent agenda be taken up separately so they could recuse themselves.

   a. **Minutes of the January 26, 2017 Meeting**
   
   b. **Board of Regents Policy, RP 9.205 Political Activity**

Regent Wilson moved to approve items a and b on the consent agenda, seconded by Vice Chair Moore.

Regent Acoba stated for the record that he concurred with the United Public Workers (UPW) Hawai‘i concerns regarding the language in the policies holding someone liable for the appearance of conflict of interest rather than actual conflict of interest, and with the University of Hawai‘i Professional Assembly’s (UHPA) perspective that these policies restated what was already in other parts of policies and singled out employees for special focus. He felt these comments were helpful and may be a preview to issues that would arise in the future. Chair Sullivan referred to the testimonies from UHPA that were included in the packets and clarified for the record that UHPA had no objections to RP 9.205 and did object to RP 2.206.

There being no further discussion and a motion having been moved and seconded, the motion was put to a vote and the motion carried unanimously.

   c. **New regents Policy, RP 2.206 Regent as Employee**

Regent Tagorda and Regent Higa recused themselves from the meeting before discussion began because the policy applied to them as employees. Vice Chair Kudo moved to approve item c on the consent agenda, seconded by Regent Wilson.
Regent Acoba disclosed that he taught at the law school on a voluntary basis and restated for the record his concurrence with comments from UPW and UHPA that may pertain to this policy as well. There being no further discussion and a motion having been moved and seconded, the motion was put to a vote and carried unanimously. Regent Tagorda and Regent Higa each recused, and did not vote.

2. **Approval of A Reorganization Proposal to Consolidate the University Of Hawai‘i at Mānoa Office Of Planning And Facilities And Communications Office with the University of Hawai‘i System Office of the Vice President for Administration and to Establish New Offices under the Vice President for Administration**

Regent Tagorda and Higa returned to the meeting. VP Gouveia presented the reorganization proposal to transfer to the UH System Office of the VP for Administration the UHM Communications Office and the UHM Planning & Facilities Office, and establish new offices to absorb these functional units and reorganize into a more efficient structure organized by shared responsibilities and common operational mission, and invest the necessary support needed for facilities support. The plan does not downsize, and costs remain flat. The plan realigns structures and functions to improve quality of services. The proposal has gone through consultation with the Hawai‘i Government Employees Association (HGEA), UPW, UHPA and the UHMFS; there was no objection from the unions; however, the UHMFS recently passed a resolution opposing the reorganization.

Comments and concerns raised regarded the rationale of moving forward with the proposed reorganization given the lack of a permanent, independent UHM Chancellor to articulate a position for the campus; timeliness of materials to adequately review the proposal; and negative impact on chancellor recruitment by removing major functions such as facilities. Administration recounted the background regarding efforts to address board concern about the separation/recombination of the president and UHM chancellor positions, and request to propose a reorganization of administrative support functions structure accordingly. A joint senior level System/UHM administrative group developed the proposed reorganization that represents the consensus viewpoint of that group on how to move forward. Both the board and the Committee on Planning & Facilities were briefed on the direction administration was taking 18 months ago, at which time the UHMFS voiced opposition. There are many models that could be applied, and many campuses across the nation are adopting the notion of shared services and centralized non-academic functions. The System has been running the daily operations of the entire UHM facilities unit for over 18 months, and held off on filling key positions. The conditions of UHM facilities are the most serious long-term structural problem facing the entire university system. The university needs to demonstrate competence and efficiencies or it will never get additional funding from public, private or internal sources.

Chair Sullivan noted the prior board discussions regarding dissatisfaction of delivery of UHM services dating back at least five years, and that improvements were needed. In 2015, the board adopted the Western Interstate Commission for Higher Education
(WICHE) report by David Longenecker, which had a recommendation that the president convene a working group to recommend to him a clear differentiation of roles and responsibilities for the system and for the campuses. Specifically, the charge was to distinguish between the roles and responsibilities that belong primarily at the system level—operational services that operate more cost effectively at a larger scale; operational services that should logically operate more cost effectively at a larger scale but currently are not, thus requiring change; and those operational services that operate more cost effectively at the institutional level—which is exactly what the president has done.

Regent Wilson moved to approve the reorganization proposal to consolidate the UHM Office of Planning & Facilities and Communications Office with the UH System Office of the VP for Administration and to establish new offices under the Vice President for Administration, seconded by Vice Chair Kudo, and the motion carried. Regent Portnoy, Regent Iha and Regent Acoba each voted no.

Chair Sullivan suggested the board break for lunch and executive session, and come back for the remaining agenda items. There were no objections.

**VII. EXECUTIVE SESSION**

Upon motion by Regent Wilson, seconded by Vice Chair Kudo, the Board unanimously approved convening in executive session, pursuant to HRS §92-5(a)(2) and HRS §92-5(a)(3) to discuss personnel and collective bargaining matters. The Board convened in executive session at 1:05 p.m. Following a motion to come out of executive session by Regent Wilson, seconded by Vice Chair Kudo, and the motion carried unanimously, executive session was adjourned at 2:50 p.m.

The meeting reconvened at 2:51 p.m. It was noted that the board went into executive session to discuss personnel and collective bargaining matters as indicated on the agenda.

Due to concerns regarding maintaining quorum, the action items were taken out of order under no objections.

**VIII. FOR ACTION (continued)**

A. **Resolution in Support of the University President Extending his Dual Capacity as President and Interim Chancellor of UH Mānoa**

The board considered the resolution in support of the university president extending his dual capacity as president and interim chancellor of UH Mānoa. Comments and concerns raised regarded the appearance of an inherent conflict with extending the dual capacity and the recommendations of the 2015 WICHE report to separate the two positions; circumstances of the current search and inability to recommend a finalist; consideration of another internal candidate to fill the interim position; ability to
sufficiently meet the needs of both the system and campus with one leader; and the need for UHM to have representation and a strong chancellor in place as soon as possible.

Regent Acoba made a motion to support the dual capacity of the president for a period not to exceed one year and that the process to select a UHM chancellor be instituted by June 1, 2017, with the objective of having a chancellor chosen before January 1, 2018. Regent Portnoy seconded the motion.

President Lassner indicated that the suggested two year period of time was one in which substantial improvements could be made and a situation could be created in which a great new chancellor could come in and succeed. Further discussion ensued on intent of terms and two-year timeframe in the resolution, and board latitude to revisit the search for a new chancellor within two years.

Regent Higaki left the meeting at 3:07 p.m.; quorum was maintained.

Regent McEnerney made a motion to amend Regent Acoba’s motion to remove the requirement to start the search for a chancellor at a specific date and approve the president extending his dual capacity as president and interim chancellor of UHM for one year. There was no second, and the motion to amend failed.

Regent Putnam indicate she would not vote in favor of the original motion on the floor, because she believed some of the things that need to be done would substantially change the nature of the chancellor position and it would not be wise to start a search before that work gets done.

Regent Acoba moved to amend his motion to delete the June 1, 2017 start date, but state that the search for a new chancellor commence within a reasonable period of time, with the objective of selecting a chancellor by the end of the year. Regent Portnoy seconded the motion to amend. The motion to amend Regent Acoba’s original motion was put to a vote, and failed to pass; Regent Portnoy, Regent Iha and Regent Acoba each voted yes, and the remaining members voted no.

The original motion to support the dual capacity of the president for a period not to exceed one year and that the process to select a UHM chancellor be instituted by June 1, 2017, with the objective of having a chancellor chosen before January 1, 2018 having been moved and seconded, was put to a vote a failed to pass. Regent Portnoy, Regent Iha and Regent Acoba each voted yes, and the remaining members voted no.

Regent Yuen then moved to approve the resolution in support of the University President Extending his Dual Capacity as President and Interim Chancellor of UH Mānoa, Vice Chair Kudo seconded the motion. Further discussion ensued on the intent and interpretation of the terms of the resolution regarding board latitude in revisiting the search for a new chancellor within the two year period. The motion to approve the
resolution as is having been moved and seconded, the motion was put to a vote, and carried. Regent Portnoy, Regent Iha and Regent Acoba voted no.

VII. FOR ACTION (continued)

A. For Action

3. Appointment Of Permitted Action Group for Board Participation in the Community Colleges Accreditation Institutional Self-Evaluation Report

VP Morton explained that the community colleges—other than UH Maui College, which has a different accreditor—will be going through a comprehensive accreditation with a visit scheduled for fall 2018, and have begun the self evaluation process. Included in the Accrediting Commission for Community & Junior Colleges (ACCJC) standards are 13 standards related directly to the governing board, one of which requires the board to be involved in the discussion regarding the board’s compliance in meeting the ACCJC standards. To this end, he requested the appointment of a permitted interaction group for board participation to fulfill this accreditation requirement, as provided under Hawaii Revised Statutes §92-2.5. The proposed membership of the group comprised of current Board Chair Sullivan and Vice Chair Moore, Academic & Student Affairs Committee Chair Putnam and Vice Chair Wilson, and neighbor island regents Iha, and Higaki as representatives for Kaua‘i and the Big Island, respectively. Chair Sullivan indicated her preference to not serve. No other objections, additions, or substitutions were raised.

Regent Iha left the meeting at 3:20 p.m.; quorum was maintained.

Regent Wilson moved to approve the creation and appointment of a permitted interaction group pursuant to HRS §92-2.5 for Board Participation in the Community Colleges Accreditation Institutional Self-Evaluation Report to fulfill the accreditation requirements as proposed and discussed; seconded by Vice Chair Moore, and the motion carried unanimously.

As part of Item VI.A.2., Approval of a Reorganization Proposal to Consolidate the UHM Office of Planning & Facilities and Communications with the UH System Office of the VP for Administration and to establish new offices under the VP for Administration, Dan Meisenzahl, UH System Communications, gave a presentation on the Strategic Vision for UH Communications that utilizes modern communication methods and strategies for internal and external communications to strengthen and improve the reputation of the university.

IX. ANNOUNCEMENTS

Chair Sullivan announced that the next board meeting is March 23, 2017 at University of Hawai‘i West – Oahu.
X. **ADJOURNMENT**

There being no further business, Vice Chair Moore moved to adjourn, seconded by Vice Chair Kudo seconded, and with unanimous approval, the meeting was adjourned at 3:32 p.m.

Respectfully Submitted,

/S/

Cynthia Quinn
Executive Administrator and
Secretary of the Board of Regents