

**MINUTES**  
**BOARD OF REGENTS COMMITTEE ON GOVERNANCE**  
**MEETING**

**OCTOBER 5, 2023**

A video recording of this meeting may be viewed at the Board of Regents website as follows:

[Meeting Video](#)

**I. CALL TO ORDER**

Chair Laurel Loo called the meeting to order at 12:02 p.m. on Thursday, October 5, 2023, at the University of Hawai'i (UH) 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 Laurel Loo, Vice-Chair Ernest Wilson, Regent William Haning, Regent Wayne Higaki, and Regent Gabriel Lee.

Others in attendance: Board Chair Alapaki Nahale-a; Regent Neil Abercrombie; Regent Lauren Akitake; Regent Abigail Mawae (ex officio committee members); President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Academic Strategy Debora Halbert; 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; Interim VP for Community Colleges Della Teraoka; Associate VP for Legal Affairs Gary Takeuchi; UH Mānoa Provost Michael Bruno; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Yvonne Lau; and others as noted.

**II. APPROVAL OF MINUTES**

Chair Loo inquired if there were any corrections to the minutes of the August 3, 2023, committee meeting which had been distributed. Hearing none, the minutes were approved.

**III. PUBLIC COMMENT PERIOD**

Board Secretary Lau 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 of Board Self-Assessment Results for 2022-2023**

**1. Regional System Presentation Format**

Chair Loo referenced a memorandum submitted by Board Chair Nahale-a suggesting that the presentation format currently used by the various university

campuses to provide reports at board meetings be revised so that regents could be provided with a deeper understanding of each campus's connection to the integrated university system and their regional contributions. She briefly went over the rationale for the suggested changes; stated that the proposed revisions were developed with due consideration being given to feedback received from regents regarding campus presentations via the 2022-2023 Board Self-Assessment Survey; and noted the draft set of guidelines for a Regional System Presentation Format that was provided in the materials packet for consideration by the committee. She also invited Board Chair Nahale-a to share his thoughts on this matter.

Board Chair Nahale-a expressed his belief that while the university is vital to the well-being of Hawai'i and its unique communities, the value of the institution is not being clearly communicated through the campus presentations as they are presently structured. He stressed the importance of articulating how each campus contributes to both the integrated university system and its host community within presentations; stated that, while the provision of campus centric information was not being discouraged, it should be done with this broader framework in mind; and opined that the proposed guidelines for the Regional System Presentation Format will allow for presentations to be made in an effective, efficient, and systemic manner and will afford regents with opportunities to gain a better understanding of the university system and increase engagement with all university stakeholders. He also acknowledged comments he received from the campuses regarding the Regional System Presentation Format proposal but emphasized that the guidelines put forth for consideration by the committee were merely a starting point for discussions and subject to change.

Regent Akitake remarked that the proposed guidelines for a Regional System Presentation Format offered excellent guidance to the campuses about the type of information that should be included in their presentations as well as the manner in which it should be provided but noted her concerns about campuses feeling bound to touch upon every issue mentioned within the guidelines. Board Chair Nahale-a replied that the Regional System Presentation Format guidelines were not intended to be prescriptive. Rather, it was envisioned that campuses would use these guidelines as a means to determine what types of information should be incorporated into presentations such that its contributions to the integrated university system, as well as the communities which it serves, can be clearly conveyed to the board and the public. Board Chair Nahale-a also reiterated that the Regional System Presentation Format guidelines were merely that, guidelines, and was a dynamic document subject to change.

Chair Loo put forth a proposal that use of the Regional System Presentation Format be attempted at the board meeting in January 2024 to determine its efficacy and whether changes need to be made to the presentation guidelines or the format itself. Committee members concurred with Chair Loo's proposal.

President Lassner requested that the administration be granted the opportunity to modify some of the campus pairings noted in the Regional System Presentation Format guidelines to improve the cohesiveness of the presentations. Chair Loo agreed with President Lassner's request stating that campuses should be paired in a manner that makes the most sense. President Lassner thanked Chair Loo for her indulgence and

stated that the administration would work with board leadership in amending the campus presentation pairings.

Vice-Chair Wilson sought clarification about the expectations for the January 2024 board meeting. Chair Loo replied that a trial run of the Regional System Presentation Format would occur at the board meeting in January 2024 which provides the administration with a few months to prepare for this paradigm shift.

## **2. Restructuring Neighbor Island Board of Regents Meetings**

Chair Loo remarked that regents have expressed interest in returning to the past board practice of holding full board and committee meetings once a month over the course of two days, particularly when a majority of regents and Board Office staff must travel to an island to attend the meeting. Although this would require an overnight stay, she stated that having meetings over a two-day period would provide regents with more time to visit the campuses and see other programs on the island that they have not been able to do given the current practice of holding one-day meetings twice a month. She also noted that the board's travel budget for this year has been restored to pre-COVID 19 pandemic levels, which the Board Office has indicated would be sufficient to conduct two-day meetings should the board decide to do so, and asked if regents had any comments on this proposition.

A number of regents voiced their support for the proposal with several stating that having meetings once a month over the course of two days afforded regents with opportunities to gain a better understanding of the university system and increase engagement with university stakeholders.

Chair Loo commented that there appeared to be general consensus to having meetings once a month over a two-day period. As such, she suggested that a trial run of this process be conducted at the February 2024 board meeting scheduled to be held at UH Hilo and that Board Office staff be tasked with figuring out the logistics for the meeting and addressing any practical issues that may arise. No objections to this suggestion were raised by regents.

## **B. Board Member Education and Development**

### **1. Association of Governing Boards of Universities and Colleges (AGB) National Conference**

Chair Loo noted that, according to AGB, a board's governance committee has the central responsibility of ensuring that board members are prepared to exercise their fiduciary duties and is the key means by which board members receive a comprehensive orientation to higher education, to their institution, and to the principles of highly effective trusteeship. Additionally, AGB points out that a board often looks to its governance committee to help it ask and answer the right governance questions.

In lieu of the fact that many of the current regents are relatively new members of the board, that part of a regent's duty is to become educated on the functions of the institution which they oversee, and that only three of the 11 presently sitting regents have attended

the AGB National Conference on Trusteeship, Chair Loo proposed that a commitment be made to send up to four regents to the AGB National Conference on Trusteeship so that within two years all of the regents currently on the board will have attended this conference. She also called attention to a copy of this past year's conference schedule contained within the committee materials which gives an indication of the breadth of topics covered at the conference; opined that the conference offers regents a tremendous opportunity to further their professional development; stated that Board Office staff have confirmed that the current travel budget will allow for up to four regents to be sent to the AGB National Conference on Trusteeship in 2024; and inquired if regents had any thoughts on this matter.

Conversations took place on the advantages of going to the AGB National Conference on Trusteeship with regents who have attended past conferences espousing the benefits of attendance.

Chair Loo put forward a suggestion that four regents be allowed to attend the AGB National Conference on Trusteeship in 2024 and encouraged regents interested in going to contact the Board Office. No objections to this idea were raised by regents.

**C. Discussion on the University of Hawai'i's Strategic Plan 2023-2029 (Strategic Plan)**

Chair Loo mentioned that many of the current regents were not members of the board at the time the Strategic Plan was created and approved and may not fully understand some of its components. She also stressed the importance of this issue due to the fact that, because of President Lassner's recent announcement of his intention to retire by the end of the 2024 calendar year, the board will be tasked with finding the next leader of the university who will be responsible for carrying out the Strategic Plan. As such, she expressed her belief that it would be beneficial for regents to review and discuss the Strategic Plan in the context of its four imperatives, as was suggested in Board Chair Nahale-a's memorandum on this matter, and asked regents if they had any comments or concerns with this proposal.

Regents verbalized their support for the proposal.

Board Chair Nahale-a emphasized that these meetings were intended for regents to review and discuss each imperative at the committee level. Should the committee feel the need to amend or update the Strategic Plan, any proposed change could then be brought to the full board for consideration.

President Lassner asked if his understanding that the proposal entailed regents having separate discussions about each of the four imperatives contained within the Strategic Plan in order to better orient themselves to the Plan as opposed to having the administration present progress updates on the implementation of each imperative, which is currently scheduled to be presented to the board on a quarterly basis, was correct. Board Chair Nahale-a replied that this was the intent of his proposal to the committee.

Hearing no objections to the suggested plan, Chair Loo announced that the committee would hold four separate meetings to review and discuss the Strategic Plan's imperatives individually and requested Board Office staff to work out the logistics for each meeting.

#### **D. Discussion on the Presidential Search Process**

Chair Loo remarked that President Lassner's recent retirement announcement requires regents to begin a process to find his successor. She referenced a proposal to establish a permitted interaction group (PIG) for the purpose of investigating and recommending a well-articulated presidential selection process to the full board that was included in Board Chair Nahale-a's memorandum requesting the committee to discuss this matter, emphasized that the objective of the PIG was to determine a process for the selection of a new leader for the university and not the presidential selection itself, and asked regents if they had any comments or concerns regarding the creation of a PIG as noted in Chair Nahale-a's memorandum.

Board Chair Nahale-a provided his rationale for the establishment of the aforementioned PIG stating that the manner in which the presidential selection process is conducted will have a profound impact on who is ultimately selected to serve as the next leader of the university. Additionally, he stated that, in his view, determining a presidential selection process through the creation of a PIG ensures that all regents and all stakeholders are afforded ample time to weigh-in on this issue.

Robust discussions occurred on the purposes for creating a presidential selection process PIG, the proposed makeup of the PIG, the suggested timeline for the PIG to complete its work, the roles of the PIG and the board with respect to the actual selection of the next university leader, and past practices used for the selection of the university president.

Several regents expressed their support for the establishment of a presidential selection process PIG stating that, in their opinion, the creation of a PIG for this purpose would allow for the development of an open, clear, and transparent process for the selection of a new university president in the most efficient, urgent, and thoughtful manner as possible.

Although she was generally supportive of establishing a presidential selection process PIG, Regent Akitake conveyed her concerns with the membership criteria for the PIG as suggested within Board Chair Nahale-a's memorandum highlighting that this iteration of the PIG made up of board leadership and the two longest serving regents would result in five male regents comprising the PIG with no female regent representation. She also expressed her belief that inclusion of newer regents on the PIG would be beneficial since those regents would be interacting with the new president over a longer time period and that consideration should be given to regents wishing to serve on the PIG when determining the group's membership. Board Chair Nahale-a responded that he experienced difficulties in determining a suggested membership for the PIG since he felt that every regent had something beneficial to offer. After taking into consideration a myriad of factors, he settled on the membership criteria suggestion contained within the

memorandum but emphasized that this was merely a suggestion and was something that could be modified by the committee or board. However, he also pointed out the enormity of the time commitment involved in serving on the PIG because of the proposed timeline for completion of its work and stressed that whoever is appointed to serve on the PIG must be fully committed to the task.

Chair Loo stated that further deliberations on this matter are scheduled to take place at the October meeting of the full board at which time a decision could be made on the establishment of a PIG, as well as its membership.

**V. ADJOURNMENT**

There being no further business, Chair Loo adjourned the meeting at 12:47 p.m.

Respectfully Submitted,

/S/

Yvonne Lau  
Executive Administrator and Secretary of  
the Board of Regents