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MINUTES

**BOARD OF REGENTS COMMITTEE ON GOVERNANCE
MEETING**

FEBRUARY 15, 2024

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 4:46 p.m. on Thursday, February 15, 2024, at the University of Hawai'i (UH) at Hilo, Daniel K. Inouye College of Pharmacy, Hale Kīho'iho'i Room 10, 722 South Aohoku Place, Hilo, HI 96720, 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; Regent Diane Paloma; Regent Laurie Tochiki (ex officio committee members); President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Community Colleges Erica Lacro; VP for Academic Strategy Debora Halbert; 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) Yvonne Lau; and others as noted.

II. APPROVAL OF MINUTES

Chair Loo inquired if there were any corrections to the minutes of the November 2, 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 one individual signed up to provide oral testimony.

Jill Nunokawa provided oral comments on various aspects of the university's strategic plan, purpose, educational mission, and administration relative to the concept of world peace.

IV. AGENDA ITEMS

A. Discussion on Regents Policy (RP) 9.212 Executive and Managerial (EM) Personnel Policies

President Lassner spoke about the purpose of this discussion which was to address questions recently raised by regents regarding personnel actions brought to the board for approval and review of board policies related to this matter.

VP Gouveia provided an overview of the board's role in approving EM appointments in accordance with RP 9.212 and certain parameters involving the appointment of head coaches pursuant to RP 9.202. She reviewed the various appointment types, referencing the RP applicable to each one; explained the current process and approach used to appoint each of the noted personnel categories; went over some of the information received by the board for each appointment; and discussed personnel appointments requiring board action.

Regent Mawae asked if it was within the board's authority to amend RPs. Chair Loo and Board Chair Nahale-a responded in the affirmative. Given this response, Regent Mawae voiced her concerns with the process used to hire the current UHM athletics director and suggested board consideration of possibly amending its personnel appointment policies to address high-profile positions, especially those of particular import to the community.

Regent Lee questioned whether there was ever a time when the appointment and salary of subordinates to the EM reporting directly to the board, such as the vice presidents and chancellors, did not require final board approval. VP Gouveia replied that she could not recall any such situation in the past. President Lassner added that he believed this process, commonly referred to as the "two-level rule", was first implemented sometime between 2004 and 2009 during the tenure of President David McClain and could have been in response to appointment issues brought forth during President Evan Dobelle's stint.

Discussions ensued on the extent to which the board should involve itself in the personnel appointment process; the potential advantages, disadvantages, and operational challenges of elevating these hires to a level requiring board action; things the administration can do to better inform regents about high-profile appointments before seeking board approval so as to mitigate to the potential for concerns to be raised; the ability of the board to reject an appointment request; and the necessity of amending existing board policies regarding this matter.

Chair Loo closed the deliberations on this agenda item by pointing out the apparent lack of support for amending the RPs at this time. No objections were raised regarding Chair Loo's assessment of regent's sentiments on this issue.

B. Board Review and Discussion on Strategic Plan Imperative - Meet Hawai'i's Workforce Needs of Today and Tomorrow

Chair Loo provided the rationale for the committee's review and discussion of each imperative contained within the University of Hawai'i System Strategic Plan 2023-2029 (Strategic Plan) highlighting a lack of familiarity with the overall Strategic Plan and its imperatives among regents who were relatively new members of the board and did not take part in the current Plan's creation. She noted the purpose of this exercise, which was for regents to conduct in-depth discussions on each imperative and reaffirm the board's commitment to these imperatives or propose changes to them; asked more seasoned regents to share their thoughts about, and provide insight on, the development of the Strategic Plan and its imperatives; went over the goal and objectives of the imperative to Meet Hawai'i's Workforce Needs of Today and Tomorrow, along with the metrics being used to evaluate achievement of its objectives; and invited input from regents on this matter.

Referencing discussions on the Strategic Plan imperatives that took place at the November 2, 2023, Committee on Governance Meeting, Regent Abercrombie reiterated his desire for an explicit reference to the exploration of the humanities, which was one of the fundamental premises for the establishment of universities, to be included in the Strategic Plan stressing the importance of this area of study, particularly in light of current global events. He also requested approval to provide written documentation concerning the risks currently being faced by the humanities at institutions of higher education and the importance of the humanities as a core and fundamental educational subject, as well as the need for universities to support these endeavors, for future consideration. Chair Loo agreed to Regent Abercrombie's request and asked him to direct the memo to the Committee on Governance.

Regents offered comments on the complexities of this imperative, particularly for the neighbor islands; the board's intent for the Strategic Plan to be a living document subject to revisions; the noticeable efforts by campuses to incorporate the goals and expectations of the Strategic Plan into the development of their budgets, operational plans, and educational strategies, among other things; and the necessity of obtaining more quantifiable metrics relative to each of the Strategic Plan's imperatives.

C. Discussion on Board of Regents Bylaws (Board Bylaws) and RP 1.202 Relating to Board Communications and Legislative Advocacy

Chair Loo briefly summarized portions of the Board Bylaws and RP 1.202 relating to the structure, roles, responsibilities, and communication procedures of the board along with options for communicating with the Legislature and regents' participation in the legislative process.

Regents engaged in conversations regarding the impacts of Hawai'i's open meetings law on communications between board members and the board's ability to conduct business; regents' engagement with the public, particularly with respect to the media; the board's past practice of empowering the Board Chair to speak for the board in order to put forth a consistent message; the ability for regents to speak with the press and others regarding their position on matters involving the university so long as it is made clear the individual is expressing their own viewpoints and not the board's position on an issue; the challenges involved in dealing with the media; and the need for more

genial interactions with legislators and the Legislature. A few regents suggested delving further into this issue at a future meeting.

D. Possible Action on Legislative Options to Address State Legislative Issues and Measures

Chair Loo cited the possible courses of action for developing, adopting, and presenting positions on legislative measures allowable under Hawai'i's open meetings law as set forth by the Office of Information Practices. However, due to time constraints, she suggested this matter be taken up during deliberations on legislative issues slated to take place at tomorrow morning's regular board meeting. No objections were raised by regents.

V. ADJOURNMENT

There being no further business, Chair Loo adjourned the meeting at 5:34 p.m.

Respectfully Submitted,

Yvonne Lau
Executive Administrator and Secretary
of the Board of Regents