

**Notice of Meeting**

**UNIVERSITY OF HAWAI'I**

**BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS & BOARD  
GOVERNANCE**

Members: Regent Randy Moore (Chair), Regent Eugene Bal (Vice-Chair), and Regents  
Doctor Sparks, McEnerney, Portnoy, Wilson, and Yuen

**Date:** Thursday, January 11, 2018

**Time:** 10:30 a.m.

**Place:** University of Hawai'i at Mānoa  
Information Technology Building  
1<sup>st</sup> Floor Conference Room 105A/B  
2520 Correa Road  
Honolulu, Hawai'i 96822

**AGENDA**

**I. Call Meeting to Order**

**II. Approval of Minutes of November 1, 2017 Meeting**

**III. Public Comment Period for Agenda Items:** All written testimony on agenda items received after posting of this agenda and up to 24 hours in advance of the meeting will be distributed to the board. Late testimony on agenda items will be distributed to the board within 24 hours of receipt. Written testimony may be submitted via US mail, email at [bor@hawaii.edu](mailto:bor@hawaii.edu), or facsimile at 956-5156. Individuals submitting written testimony are not automatically signed up for oral testimony. Registration for oral testimony on agenda items will be provided at the meeting location 15 minutes prior to the meeting and closed once the meeting begins. Oral testimony is limited to three (3) minutes. All written testimony submitted are public documents. Therefore, any testimony that is submitted verbally or in writing, electronically or in person, for use in the public meeting process is public information.

**IV. Agenda Items**

A. For Information & Discussion

1. Revisions to Board of Regents Policy 2.204 on Board Self-Evaluation
2. Revisions to Board of Regents Policy 2.203 on the Evaluation of the President
3. Governance Definition & Scope

**V. Adjournment**

Item IV.A.1.  
Revisions to Board  
Policy 2.204 on  
Board Self-Evaluation

**MATERIALS**



Regents Policy Chapter 2, Administration  
Regents Policy RP 2.204, Policy on Board Self-Evaluation  
Effective Date: Oct. 19, 2006  
Prior Dates Amended: Oct. 31, 2014 (recodified)  
Review Date: August 2017

### **I. Purpose**

To set forth policy regarding the purposes, policy, responsibility, process and outcomes on board self-evaluation.

### **II. Definitions:**

No policy specific or unique definitions apply.

### **III. Policy:**

#### **A. Purposes.**

1. The purposes of a periodic self-evaluation are to enable the board to strengthen its performance, identify and reach consensus on its goals, ensure that the board has a clear grasp of its responsibilities, strengthen relationships among board members and especially with the president, and clarify expectations among board members and with the president.

#### **B. Policy.**

1. The board shall conduct a self-study of its stewardship every two years.

#### **C. Responsibility**

1. It shall be the responsibility of the president and the chairperson to plan a special workshop devoted entirely to reviewing the board's work.

#### **D. Process.**

1. To allow for necessary planning, a workshop date and meeting site shall be agreed upon by the board at least three months in advance. At least eight hours of meeting time shall be allotted, preferably split between two

- consecutive days. Ordinarily, only the regents and the president shall participate.
2. A facilitator not directly connected with the institution may be retained to help plan and conduct the workshop. He/she shall have requisite knowledge of trusteeship, institutional governance, and the conduct of the academic presidency, along with good group-facilitation skills. With his/her assistance, an appropriate written survey may be selected or developed for completion by all board members. A summary of all board member responses to the survey, without attribution, shall be provided to all board members before the workshop. These results shall be the basis for discussion.
  3. The board shall not be officially convened to transact university business. Rather, the workshop is intended to explore opportunities to strengthen the board's effective, including its relationships with the president and stakeholders.

E. Outcomes.

1. The workshop shall be planned and conducted in such a way that the board and the president can decide on explicit actions for subsequent considerations. These shall be summarized in writing within a reasonable time and distributed to all board members. The chairperson and the president shall be responsible for ensuring appropriate follow-up.

**IV. Delegation of Authority:**

There is no policy specific delegation of authority.

**V. Contact Information:**

Office of the Board of Regents, 956-8213, bor@hawaii.edu

**VI. References:**

- <http://www.hawaii.edu/offices/bor/>

**Approved as to Form:**

/S/

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Cynthia Quinn  
Executive Administrator and  
Secretary of the Board of Regents

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Date

Item IV.A.2.  
Revisions to Board  
Policy 2.203 on  
Evaluation of the  
President

**MATERIALS**



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Regents Policy Chapter 2, Administration  
Regents Policy RP 2.203, Policy on Evaluation of the President  
Effective Date: Oct. 18, 2002  
Prior Dates Amended: Jan. 22, 1982; Oct. 31, 2014 (recodified)  
Review Date: August 2017

## **I. Purpose**

To set forth policy on general provisions regarding the policies and procedures relating to the evaluation of the president by the board.

## **II. Definitions:**

No policy specific or unique definitions apply.

## **III. Policy:**

### **A. Statement of Purpose.**

1. The board is responsible for the effective management of the university to ensure that the citizens of the State of Hawai'i are provided with the finest possible higher educational opportunities. Vital to this responsibility is the trust placed upon the president, for it is primarily through the efforts of this office that the board's institutional expectations are realized. It is necessary, therefore, that there exist not only a unity of purpose between the board and the president, but also a clear recognition of the incumbent's integrity, character, and institutional commitment by the board.
2. Mindful of the difficulties inherent in such an interdependence, it is incumbent upon the board to provide for means to foster a continuing dialogue whereby perceptions and expectations are shared in an effort to perpetuate a vitality in the relationship. Among the processes recognized as effective means to facilitate such an exchange are periodic performance evaluations. Such performance evaluations provide an opportunity to establish mutually agreed upon goals, expectations and priorities, appreciate and understand the changing conditions which affect the university; enables the president to strengthen performance; and affirms the board's accountability towards institutional governance.

3. Having given considerable thought to these and other relevant concerns, the board establishes this policy to facilitate a continuing dialogue between the board and the president and to provide for a foundation upon which future incumbency consideration may be based.

B. Procedures.

1. Upon initial appointment and no later than by the culmination of the inaugural year, the president shall submit, based on consultations with the board, a report stipulating the goals, objectives, and special concerns, both short-term and long-term, for discussion, periodic review, and to be addressed during the subsequent three years with regard to the following areas:
  - a. Academic management,
  - b. Administrative management,
  - c. Budget, planning, financial management, and fundraising,
  - d. Internal relations with faculty, staff, administrators, students, and the board,
  - e. External relations with the governor, legislature, entities such as Research Corporation of the University of Hawai'i, the University of Hawai'i Foundation, donors, other governmental officials, and the community.
2. Commencing from the second year of service and every year thereafter, the president shall be evaluated in the manner described, unless otherwise stipulated by the board.
  - a. By May 1, the president shall submit to the board, unless otherwise stipulated, a written self-assessment in the areas cited in subsection B(1) above.
  - b. The board shall be responsible for gathering any additional information relevant to the purpose of this policy.
  - c. The president shall meet with the board or its designee(s) on a mutually agreed upon date to review the self-assessment along with all other information germane to the evaluation.
  - d. The board shall provide the president with a preliminary evaluation draft by no later than June 30 to which the president shall provide a written response.



- e. Subsequent to the board receiving a response, the president shall again meet with the board to finalize the evaluation.
3. Commencing from the third year of service and at least every three years thereafter and/or as provided by contract, the board may engage in more in-depth performance evaluation or assessment in a format stipulated by the board.

**IV. Delegation of Authority:**

There is no policy specific delegation of authority.

**V. Contact Information:**

Office of the Board of Regents, 956-8213, bor@hawaii.edu

**VI. References:**

- <http://www.hawaii.edu/offices/bor/>
- [http://www.capitol.hawaii.gov/hrscurrent/Vol02\\_Ch0046-0115/HRS0089C/HRS\\_0089C-0004.htm](http://www.capitol.hawaii.gov/hrscurrent/Vol02_Ch0046-0115/HRS0089C/HRS_0089C-0004.htm)

**Approved as to Form:**

/S/

\_\_\_\_\_  
Cynthia Quinn  
Executive Administrator and  
Secretary of the Board of Regents

\_\_\_\_\_  
Date

Item IV.A.3.  
Governance  
Definition & Scope

**MATERIALS**



**CONSEQUENTIAL  
BOARD GOVERNANCE**  
in Public Higher Education Systems

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**Association of Governing Boards  
of Universities and Colleges**

## ABOUT AGB

Since 1921, the Association of Governing Boards of Universities and Colleges (AGB) has had one mission: to strengthen and protect this country's unique form of institutional governance through its research, services, and advocacy. Serving more than 1,300 member boards, 1,900 institutions, and 38,000 individuals, AGB is the only national organization providing university and college presidents, board chairs, trustees, and board professionals of both public and private institutions and systems and institutionally related foundations with resources that enhance their effectiveness.

## TABLE OF CONTENTS

Foreword	1
Overview	2
Governance for Change	3
Challenges Facing Public Higher Education Systems	4
A Way Forward	5
In Closing	5
Recommendations for System Governing Boards	6
Recommendations for System Heads	7
Principles of Best Practice for State Policy Makers	8
AGB-NASH System Board Governance Task Force	9

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## FOREWORD

In November 2014, AGB's National Commission on College and University Board Governance issued its report, *Consequential Boards: Adding Value Where it Matters Most*. The Commission, chaired by former Tennessee Governor Philip Bredesen, noted that a majority of postsecondary students in the United States attend a college or university that is part of a public system structure. As a result, and given the complexities of a governing body that bears responsibility for a structure of multiple institutions, the Commission urged further exploration of these boards—their structure, engagement, and oversight.

In August 2015, AGB assembled a Task Force on System Board Governance to further study the question of how to ensure effective board governance across the nation's approximately 55 public higher education systems. Kevin Reilly, president emeritus of the University of Wisconsin System, chaired the task force, which, in collaboration with the leadership and board of the National Association of System Heads (NASH) and its chair, Nancy Zimpher, chancellor of the State University of New York, produced a set of specific recommendations, included herein and geared toward system governing boards, system chief executives, and policy leaders. Each of these groups shares responsibility for ensuring that governance of public higher education systems works well.

AGB is grateful to Kevin Reilly and the members of the task force (listed in the back of this document), whose input, experience, and wisdom resulted in a clear set of important and applicable recommendations.

## OVERVIEW

American higher education is under immense public pressure. As a central component of the sector, public higher education systems enroll more than half of all postsecondary students in the United States—upwards of 10 million students each year. These systems are essential drivers of state and national economies and of our democracy. The vastness of their reach also means they hold enormous responsibility. Governing boards, state officials, and system chief executives (“system heads”) are each responsible for upholding public trust and advancing the performance of the system; it is difficult to overstate the importance of that work. High-performing public systems alone will not achieve society’s hopes for American higher education, but the sector cannot make necessary strides without them. Getting governance right in these complex settings is imperative.

The majority of American public post-secondary institutions are part of public college and university systems, or as some prefer to call them, public multi-campus systems. Most of these systems were created by state governments in the 1950s, 60s, and 70s in order to achieve economies of scope and scale and to focus the strengths of distinct campuses toward a shared public agenda. Today, systems are on the front lines of efforts to raise college completion rates nationwide, especially given systems’ robust public access missions and the increased frequency with which students transfer, or “swirl,” among multiple campuses.

The differences among systems are significant, if not self-evident. Many systems are the result of mergers of pre-existing institutions or small systems that were mandated by the legislature. These systems are commonly called “consolidated” systems. “Segmental” systems govern institutions that have similar missions and purposes, most commonly regional comprehensive universities or former teacher-training institutions. Community college systems are segmental in that they oversee only traditional two-year colleges. Other systems evolved from a single institution, usually the state’s

flagship university. Systems also differ in the types and number of institutions they oversee, as well as in the size of student enrollments. The Task Force on System Board Governance encouraged AGB to focus attention on the several similarities and commonalities among systems—a system being defined as multiple, separately accredited institutions overseen by a single governing board. Nevertheless, it is important to recognize that systems are by no means created equal in state laws and constitutions.

The governing boards of public college and university systems have responsibilities similar to— but also, in many ways, significantly different from— those of governing boards of single institutions. Foremost, a system board must balance the demands of several institutions’ interests while presenting a unified voice to policymakers, the media, and the public. It should also represent the collective interests of all citizens of the state or community, and the interests of all system institutions equitably. Working with and through the system head, the board must lead and monitor multiple institutions while simultaneously advancing the system as a whole with its plans and agendas for improvement or sustained excellence.<sup>1</sup>

Public college and university system boards and their individual members are subject to some of the same barriers to effective governance that boards of single campuses encounter, such as unclear or conflicting expectations, inadequate orientation to responsibilities, and a lack of opportunities for continuing education and improvement. System boards also face impediments unique to system governance. A hurdle for systems and system governance to overcome is the fact that they are commonly misunderstood by and off the radar of the general public. Systems are not an organizational concept that resonates with average citizens, or even with most students and faculty. Systems have no campus, students, or alumni; they conduct no research and have no athletic teams.

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<sup>1</sup> See “The Leadership Dynamic in Public College and University Systems,” (2009), a joint paper of the Association of Governing Boards of Universities and Colleges (AGB), National Association of System Heads (NASH), and American Association of State Colleges and Universities (AASCU).

## GOVERNANCE FOR CHANGE

Through the impediments and misunderstandings—and despite occasionally successful political efforts to restructure or eliminate them—multi-campus systems have remained a viable and desirable means by which to oversee public higher education for generations. They now number some 55 that oversee mostly four-year public institutions, and some 30 that oversee two-year institutions. Systems exist in various forms in all but a handful of states. They enjoy support because they provide a coherent entity for public colleges and universities to efficiently address public needs while minimizing, if not eliminating, unhealthy and costly competition among member institutions. Systems can create conditions that allow institutions of different sizes and missions to thrive and succeed. They have been successful, by and large, at doing what they were created to do.

But to be more successful and viable for the foreseeable future, a growing number of scholars and practitioners, as well as the AGB Task Force, see the necessity for significant change in the focus and direction of systems—a belief that systems must evolve and adapt to new realities and new demands. A 2013 publication by the State University of New York, “Higher Education Systems 3.0: Harnessing Systemness, Delivering Performance,” explores several aspects of this change in focus and direction—primarily the promotion and coordination of more efficient and productive institutions that benefit states, communities, and the nation.

The consensus is that many public multi-campus systems must be more effective than they currently are to meet the challenges and demands of today and the future. In order to do so, multi-campus systems must be unified, cohesive, integrated, intentional, modern, and entrepreneurial. To lead necessary change, many system governing boards must exhibit new behaviors and skill sets, perform at higher levels, and be more engaged on a wide array of issues. Many system governing boards need greater authority—or to use the authority that they currently possess—to craft the necessary policies, allocate scarce resources, provide incentives, ensure accountability, and reward behaviors that are essential if colleges and universities are to better serve their states, communities, and the nation.

## CHALLENGES FACING PUBLIC HIGHER EDUCATION SYSTEMS

The greatest challenge facing multi-campus systems differs little from that facing public higher education generally: the delivery of quality education despite uncertain or declining resources and state disinvestment (a challenge that, for many, is compounded by declining enrollments). Similar to individual campuses, systems function in an environment of heightened public concern over price, debt, and employment opportunities for college graduates. In earlier decades, policymakers commonly provided sufficient resources and investments to systems as a matter of course. Today, system leaders must find ways to lead effectively in a climate of greater criticism, skepticism, and at times even hostility than ever before, but unlike their single-campus peers, they must do so on behalf of not one but multiple campuses. Regardless of the environment, it is imperative for college and university systems to realize their full potential for change and impact.

Colleges and universities are being called upon to address numerous challenges facing the nation. As identified by the National Commission on College and University Board Governance and others, they include:

- Changing demographics, large educational achievement gaps between differing economic and ethnic groups, and inefficient student transfer (“swirl”);
- Decline in certificate and degree-attainment rates among the general population compared to other developed countries; and
- Concerns among the American public about whether the nation has the ingenuity, entrepreneurship, and innovative skills necessary to drive a modern economy or address critical social and environmental problems.

Many educators and policymakers believe that systems can play a significant role in addressing these challenges because of their ability to pool capacity and leverage change across multiple institutions. Take, for example, the college participation and completion gap for low-income students, a key area in which systems must perform better. It is critically important that system leaders

are successful in seeing gains in participation and in degree and certificate completion for these students; nationally, increased degree attainment creates a more educated citizenry and bolsters the economy.

AGB’s National Commission on College and University Board Governance recommended that “Boards must improve value in their institutions and lead a restoration of public trust in higher education itself.” This admonishment should resonate most especially with public college and university system governing boards because these institutions predominate in the American higher education system.

The successes or shortcomings of public college and university systems reverberate through all of higher education and society. If there is a need to improve value and restore public trust in higher education’s quality and affordability or its ability to fulfill its social and economic purposes, then public systems have a responsibility to make a significant contribution. Multi-campus systems were created for several reasons, but above all, to ensure a positive future for their respective states and to improve the quality of life for their citizens. For American higher education to thrive and for the nation to prosper, systems—and therefore system governance—must become far more effective. By their sheer size and reach, individually and collectively, systems are too big to fail.

For public college and university systems to be more unified, cohesive, intentional, modern, and entrepreneurial, they will need leadership from their governing boards.

High-performing boards are fully engaged on the issues of consequence, non-partisan, and free from ideology; act in cooperation with, yet distinct from, government and appointing authorities; and are focused on the challenges facing their states, communities, and the nation.



## A WAY FORWARD

System chief executives, state elected officials, and governing boards themselves share responsibility for developing the high-performing boards that public higher education systems need. The recommendations and best practices within this document are tailored in recognition of the unique and important contributions of each group to that endeavor. Overarching aims for all parties should include improving governing board focus, capacity, and independence.

**Focus.** The main business of the system board is to uphold the integrity of the enterprise. That is, it must oversee strategies of scope and scale that effectively leverage the entire system to meet the needs of diverse citizens. Some of the board's most essential work includes balancing educational quality assurance with increased degree-completion rates.

**Capacity.** In order to perform well, boards require highly cultivated human capital and thoughtful approaches to their work. Board-member appointing authorities must spend time learning and thinking about their boards' needs. Officials who appoint board members often have extraordinarily large candidate pools to choose from, so there should be every opportunity to appoint the most capable, engaged, and committed members who will approach the task with the appropriate gravity and enthusiasm; there is no excuse for appointing members who are disruptive or will not take their positions seriously. Board education, meeting constructs, and the level of discussion should reflect the system's highest aspirations. How the board is deployed outside of meetings should demonstrate the board and system head's collective sense of the board as a highly capable asset.

**Independence.** In order to operate at a level of excellence, a system board must act as a single, independent body. It must listen attentively but remain free from external influences and political intrusion. It must recognize that its responsibility is to the broad public, not to any one elected official or small group of them. While the board should certainly support its system head, it should also, in private, be her or his most constructive critic, with the abiding goal of helping that person be as successful as possible in the position. Maintaining an independent stance is a continuous challenge for even the most capable and focused boards, and state leaders and system heads must do all they can to support boards' fundamental independence. Boards must also acknowledge the reality that policymakers are often more willing to extend greater discretion to boards whose systems and institutions show progress in meeting the particular challenges of their state and region.

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## IN CLOSING

Public higher education systems hold immense promise as engines of state and national prosperity. As the following recommendations suggest, much can and must be done to ensure public system governing boards are prepared to lead well in the face of a skeptical and demanding public. The challenges facing higher education are matched only by the tools at our disposal to meet them.

## RECOMMENDATIONS FOR SYSTEM GOVERNING BOARDS

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### Fiduciary responsibilities of the system

1. Ensure the system's pursuit of a strategic or public agenda derived from the system's essential public purpose. The agenda, whether developed by the system governing board or a properly charged state coordinating board, should include a set of specific deliverables for the social, educational, and economic future of the state and its communities. To help carry out this duty, boards should have broad knowledge about campus-level programs, research capacities, faculty strengths, and strategic issues.
2. Make it the board's business to understand the scope and limits of the governing board's authority and responsibilities. Boards must ask whether their bylaws and policies accurately reflect the authority that the board legally possesses, and whether they are using that authority effectively. In all but a few states, system governing boards are codified in state law as independent fiduciary bodies. Where they are not, boards should nonetheless uphold the highest fiduciary ethics of care, loyalty, and obedience on behalf of the institution and the public.
3. Demonstrate commitment to improved board performance. System governing boards should implement confidential board member and board chair assessments, which constitute fulfillment of regional accrediting standards. Additionally, board members should be asked annually to review and sign a statement of board member expectations.
6. Protect the governing board's integrity and that of the system head as nonpartisan authorities separate from the state's political infrastructure. Boards should conduct elections, searches, and hiring processes in demonstrably nonpartisan ways, and clarify expectations for the board chair and system head to conduct their work in a nonpartisan manner. Boards should focus on the long-term success of the system, not partisan expediency.

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### Containing costs while adding value

7. Unless justified by documented need (for example, population growth, workforce development, success with related programs, etc.), approach changes to an institution's academic mission with caution. Identifying problems of academic redundancy within the system and making hard decisions about the scope of each institution's contributions to the public good require deliberative attention by the governing board.
8. Work with the system head to increase the number of credentials the system awards by a specific number, by a specific date. This goal should align with national and state needs.

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### Advocacy

9. When appropriate, be a willing advocate for the system, particularly for the resources necessary to achieve the system's long-term strategic or public agenda. Many board members have useful contacts with members of the legislature, local government, and the governor's office. These are too often underutilized. Advocacy efforts must be coordinated by the system head and board leadership on behalf of all system institutions.
10. Work with state leaders to ensure the governing board holds the authority necessary to do its job. The work of the board includes: setting tuition policy; developing, allocating, and administering annual operating budgets; carrying over surpluses into succeeding fiscal years; managing capital financing and debt; entering into public-private partnerships; approving group purchasing and services; hiring, evaluating, and terminating system and campus chief executives; and censuring or removing board members for cause. Boards without such authority face disadvantages in ensuring the fiscal stability of their systems and in raising the performance of their systems.

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### Shared governance

4. Ensure that system-wide organizations of faculty, staff, and students are used effectively. These organizations may have prescribed or limited policymaking authority, but board bylaws should treat these standing advisory committees as vehicles for adequate communication channels among the system governing board, the system head, the faculty, staff, and students to help move the system in needed directions.

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### Leadership

5. Hire system leaders who will lead inclusively and employ tools of influence and incentive. People of many backgrounds other than higher education—for example, business, military, public office—may prove capable of effective and lasting leadership of public systems.

## RECOMMENDATIONS FOR SYSTEM HEADS

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### Fiduciary responsibilities for the system

1. Develop a plan to get maximum value added from the system's governing body. Begin with a meaningful orientation to board responsibilities, and continue with robust board education on topics of strategic importance to the system and its campuses. The system head should encourage the board to ask questions and debate issues to the fullest extent, respectfully challenging the system head to provide the highest level of executive leadership possible. Importantly, the system head should ensure the governing board is central to the crafting of a strategic or public agenda.

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### Leveraging campus heads

2. Work with the system governing board to recruit, hire, charge, and develop talented campus heads. A campus head must not only be adept at serving as chief executive of a single institution, she or he also needs to assert leadership within the system on system issues and on her or his institution's responsibility for pursuit of the system's strategic agenda.
3. Oversee the work of campus heads and ensure they interact with the governing board as a part of the system's administrative team. System heads have central responsibility for developing administrative talent and ensuring the system builds leadership from within. They should also ensure this talent contributes to board effectiveness by establishing meaningful roles for campus heads and system senior staff vis-à-vis the board.

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### Advocacy

4. Proclaim the value of the system as an irreplaceable asset to the state, and develop and execute a sound system advocacy strategy. Be fully open with elected leaders regarding what the state should expect of the system and its institutions, and welcome elected leaders who expect more of the system. Seek alliances with them to move the system forward.
5. Be an advocate, with appointing authorities, for the governing board that is needed in order to fulfill the expectations of the state and its citizens. Make recommendations to appointing authorities that focus on board appointees with complementary skillsets, board structures (for example, board size, length of service, board meeting regulations), and board authority (for example, tuition authority, budget authority, authority to censure or remove board members for cause). Reiterate that board member expectations should be communicated to prospective board members early in the vetting process.
6. Develop system governing board members as valuable assets in the state capital and in public forums. Collaborate with the system governing board on development of a comprehensive system advocacy strategy, and direct the execution of that plan, including the coordination of board member deployment and messaging.

## PRINCIPLES OF BEST PRACTICE FOR STATE POLICY MAKERS

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**1. Ensure** system governing boards hold financial control commensurate with high expectations for system leadership.

- In many cases, greater fiscal authority and flexibility should be vested in the system governing board in areas such as: tuition-setting authority, tuition retention, group purchasing, carrying over budget surpluses, tax-exempt debt issuance, and the ability to enter into public-private partnerships. If enhanced authority and flexibility are granted to governing boards, then clear expectations for accountability in order to demonstrate and document the positive benefits to students and citizens of the state should be attached.

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**2. Exercise** great care in shaping governing boards, with the primary goal of enabling effective decision making.

- Develop a set of clearly written qualifications and criteria for system board member selection. As many states have done, consider creating a non-partisan screening committee to help determine appointments.
- Promptly appoint and confirm people of stature who are capable of discussing difficult topics in open meetings and maintaining focus amid potential pressure from internal and external stakeholders.
- Some system governing boards are currently too small to accomplish the necessary work and should consider increasing in size to roughly 12-20 members. A change in the number of system governing board members can only be accomplished by a change in state law. State officials should come together across party lines to ensure system governing boards have the capacity to do the job.

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**3. Prepare** system governing board members to provide informed and diligent public service.

- Appointing authorities should explicitly entrust individuals selected for system governing boards with the responsibility to make decisions that are in the best interests of the system and the citizens of the state. Prospective board members should be fully informed of expectations early in the vetting process, and appointing authorities should ensure the board retains discretion in the selection of board leadership. Elected officials and members of their staffs should not be concurrently eligible for board service.
- All state officials should reinforce the expectation that individual system governing board members will: represent all of the system's institutions equally, be accountable to all of the state's citizens (and not any subset or special interest), and be held accountable by one another for performance and behavior. Legal requirements for regional representation on the board encourage provincialism and should be reconsidered.
- In states where system governing-board member orientation and ongoing education are not currently a requirement of service, state officials should codify these best practices.

**AGB-NASH SYSTEM BOARD GOVERNANCE  
TASK FORCE**

**TASK FORCE MEMBERS**

**Kevin P. Reilly**

Task Force Facilitator; President Emeritus, University of Wisconsin System; AGB Senior Fellow

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**Terry Baloun**

Secretary, South Dakota Board of Regents

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**Patrick Callan**

President, Higher Education Policy Institute; Member, AGB National Commission on College and University Board Governance

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**Rufus Glasper**

Chancellor, Maricopa Community College System

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**Russell Gould**

Chair, Committee on Governance, University of California Board of Regents

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**Muriel A. Howard**

President, American Association of State Colleges and Universities

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**Margaret Anderson Kelliher**

Vice Chair, Minnesota State Colleges and Universities Board of Trustees

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**Terrence MacTaggart**

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President, University of Louisiana System

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Director of Special Projects, AGB

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**Rebecca Martin**

Executive Director, NASH

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**Chris Rasmussen**

Vice President for Programs and Research, AGB

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**William E. "Brit" Kirwan**

Special advisor, AGB-NASH System Board Governance Task Force; AGB Senior Fellow; Chancellor Emeritus of the University System of Maryland



# Governance in higher education

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**Governance in higher education** is the means by which institutions for [higher education](#) (tertiary or post-secondary education) are formally organized and managed (though often there is a distinction between definitions of [management](#) and [governance](#)). Simply, [university](#) governance is the way in which universities are operated. Governing structures for higher education are highly differentiated throughout the world, but the different models nonetheless share a common heritage.<sup>[1][2]</sup> Internationally, [tertiary education](#) includes private not-for-profit, private for-profit, and public institutions governed by differentiated structures of management.

Governance and management of post-secondary institutions becomes even more diverse with the differences in defining the relationships between higher and tertiary education (university education), postsecondary education, technical and [vocational education](#), and [community college](#) models of education. The issues are complicated by current debates over [collegial](#) and shared forms of governance contrasted to [corporate](#) and [business](#) forms of institutional governance.

## Overview

The concept of [governance](#) in postsecondary education predominantly refers to the internal structure, organization and management of autonomous institutions. The internal governance organization typically consists of a governing board ([board of regents](#), board of directors), the [university president](#) (executive head, CEO) with a team of administrative [chancellors](#) and staff, faculty senates, academic deans, department chairs, and usually some form of organization for [student](#) representation. In the United States, state institution governing boards often emphasize the concept of [citizen](#) governance in recognizing that board members serve a [civic](#) role for the institution. Management structures themselves have become increasingly complex due to the increasing complexity of intraorganizational, interorganizational and governmental relationships. Whether college and university education, adult education, technical or vocational education, educational administration presents complex challenges at all levels of private and public education.

As universities have become increasingly [interdependent](#) with external forces, institutions are accountable to external organizational relationships such as local and federal governments, equally in managing business and corporate relationships. The nature of the managing relationships characterize whether governance is corporate and business oriented or defined more by a collegial shared form of governance. "Governance" in this sense is discussed by Kezar and Eckel, who define it at the macro-level of policy decision making.<sup>[4]</sup> Kezar and Eckel suggest governance is a multi-level concept including several different bodies and processes with different decision-making functions. In this way, governance is sometimes defined at difference to the internal management of institutions. Throughout the world, many

[national](#), [state](#) and [local](#) governments have begun to establish coordinating and governing boards as both [buffer](#) and bridge to coordinate governance and institutional management.

With the complexity of internal structures, the external relationships between institutions and local, state, and national governments are evidently equally differentiated given the different forms of [government](#) in the international system (making the concepts of governance for postsecondary education [pluralistic](#) in its broadest sense and usage). External governing relationships depends much on institutions, government policy, and any other formal or informal organizational obligations. Generally, institutions are recognized as autonomous actors with varying degrees of interdependence with, and legislated commitments to the external stakeholders, local and national government.

## Issues

Due to the influences of public sector reforms, several authors (Kezar and Eckel 2004; Lapworth 2004; Middlehurst 2004) point out that next to the concept of shared and participative governance a new form of governance has emerged, i.e. the notion of [corporate governance](#) of institutions, that has increasingly become a more dominant approach to tertiary management. According to Lapworth, the rise of the notion of corporate governance and the decline of the shared or consensual governance can be seen to be a result of the decline in academic participation, a growing tendency towards [managerialism](#) and the new environment where the universities are operating.<sup>[5]</sup>

The [American Association of University Professors](#) (AAUP) was the first organization to formulate a statement on the governance of higher education based on principles of democratic values and participation (which, in this sense, correlates with the [Yale Report of 1828](#), which has been referred to as the “first attempt at a formally stated [philosophy of education](#)” for universities, emphasizing at that time that [Enlightenment](#) curricula following the establishment of democratic constitutional governance should not be replaced with retrogression to religious curricula).<sup>[6]</sup> The AAUP published its first "Statement on Government of Colleges and Universities" in 1920, “emphasizing the importance of faculty involvement in personnel decisions, selection of administrators, preparation of the budget, and determination of educational policies. Refinements to the statement were introduced in subsequent years, culminating in the 1966 Statement on Government of Colleges and Universities.”<sup>[7]</sup> The document does not provide for a “blueprint” for the governance of higher education. Nor was the purpose of the statement to provide principles for relations with industry and government (though it establishes direction on “the correction of existing weaknesses”). Rather, it aimed to establish a shared vision for the internal governance of institutions. Student involvement is not addressed in detail. The statement concerns general education policy and internal operations with an overview of the formal structures for organization and management. In process and structure, the meaning with the end result is an organizational philosophy for shared governance in higher education.

While institutions internationally do not directly have the same genealogy with the idea of shared, collegial governance, universities worldwide are loosely organized by similar structures and based on comparable models. McMaster notes the different cultures in universities and the traditional relationships between faculty and administration, characterizing historical transitions and suggesting that universities today are undergoing transitions in culture.<sup>[8]</sup> Kezar and Eckel point out the substance of governance has changed during the last decades with more emphasis put on high stake issues and more incremental decisions made in a less [collegial](#) mode – the reasons for this stem from trends that have devalued the notion of [participation](#) and also from the external pressures for more [accountability](#) and demands for quicker decision-making (that sometimes is achieved through [bureaucracy](#)).<sup>[4]</sup> McMaster discusses the same changes in university management resulting from the “huge amount of additional administrative work at all levels within the university, and the requirement for a wide range of specialist skills in areas



such as marketing, HR management, management accounting, web development and [instructional design](#)” and the difficulties with the tensions that have resulted between collegial and corporate models of management.<sup>[8]</sup>

Dearlove emphasizes that, under the conditions of mass higher education, no university can avoid the need for some sort of bureaucratic management and organization, though this does not mean that the importance of informal discipline and profession-based authority (internal governance of universities) can totally be ignored.<sup>[9]</sup> Lapworth advocates what the author believes is a model of university governance with the positive aspects of corporate and collegial approaches.<sup>[5]</sup> The issues in university governance discussed by these literatures are detailed by Coaldrake, Stedman, and Little (2003) through a comparative study of current trends in Australia, the United Kingdom, and the United States, with poignant insight into the different models of governance for the management of higher education. Critical of the currents of change toward “corporate governance,” the authors cite reference to literature that calls for “re-balancing” of university governance, maintaining that the re-balancing “would amount to a clarification of shared governance”.<sup>[10]</sup> With changing roles in human resources and the external pressures for accountability affecting university relationships internally, McMaster provides insights by defining management styles in terms of nested partnership between faculty and administration, contiguous partnership, and segmented partnership. With debates over the recent trends, university organizations, governing associations, and numerous postsecondary institutions themselves have set forth policy statements on governance.<sup>[8]</sup>

## Statements from educational organizations

### National Education Association: faculty governance in higher education

First published in 1987, the [National Education Association](#) (NEA) statement on faculty governance in higher education is a straightforward point of view on their policy in support of shared governance. The policy maintains that [faculty](#) involvement in governance is critical. Providing research support, the organization states faculty should advise [administration](#) in developing [curriculum](#) and methods of instruction. Faculty is responsible for establishing degree requirements, takes primary responsibility in [tenure](#) appointments and the award of promotion and [sabbatical](#). Addressing issues through [collective bargaining](#), the statement believes “administration and the governing boards of colleges and universities should accept the faculty's recommendations”.<sup>[11]</sup> The statement also maintains that faculty should be involved in salary decisions, evaluating administrators, and budgeting. The policy concludes with the assertion:

State and federal government and external agencies should refrain from intervening in the internal governance of institutions of higher education when they are functioning in accordance with state and federal law. Government should recognize that conserving the autonomy of these institutions is essential to protecting academic freedom, the advance of knowledge, and the pursuit of truth.<sup>[11]</sup>

The policy statement references the AAUP's "1966 Statement on Government of Colleges and Universities." The basic principles evidently draw from the early AAUP statement on governance. Though the NEA makes no mention of students anywhere in the policy, the NEA like the AAUP does reflect the basic ideas and premise for the “responsibility primarily of the faculty to determine the appropriate curriculum and procedures of student instruction”.<sup>[12]</sup> In this respect, the AAUP grants that considerations should be made for publicly supported institutions. Unlike the NEA, the AAUP elaborates more on the role of governing structures, including the role of the president to ensure “sound academic practices”, as the NEA suggests faculty rights to appeal flawed and improper procedures. In summation, where the AAUP discusses the [organizational structure](#) for governance and management in more detail

while touching on student involvement, the NEA statement differs by detailing primarily faculty rights and responsibilities in shared governance.

### **Higher education policy: statement of community college governance**

Following on the 1987 publication of "Policy Statement on Higher Education Faculty Governance", in 1989 the NEA issued a "Policy Statement on Higher Education Policy for Community College Governance." The NEA elaborates upon issues in support of shared governance for the management of community colleges, junior and technical colleges not addressed in their previous statement. The statement is based on the same principles, believing cooperative decision-making and collective bargaining in governance should be based on "collegial" relationships. Where statements from the NEA and the AAUP advocate the importance of faculty involvement in governance, the [community college](#) statement notes that many do not exercise the right when available and that faculty "at public institutions are not yet permitted to bargain collectively in many states".<sup>[13]</sup> The NEA then elaborates upon the need for faculty participation.

Again, the "Policy Statement of Community College Governance" correlates based upon the same underlying principles of the AAUP and NEA statement on faculty governance. The community college statement also elaborates upon structure and procedure not addressed in the previous statement, including the "ad hoc" and standing committees as discussed in the AAUP policy statement on governance. Where the AAUP statement discusses policy on students and their academic rights, with the community college statement the NEA does not address student involvement.<sup>[13]</sup>

### **American Federation of Teachers: statement on shared governance**

In 2002, the Higher Education Program and Policy Council of the [American Federation of Teachers](#) (AFT) published a statement in support of the shared governance of institutions. The policy statement is a response to the fact that many governing boards have adopted the "mantra of business".<sup>[14]</sup> The AFT iterates the purpose by which higher education achieves democratic organizational processes between administration and faculty, believing shared governance is under attack in six ways.<sup>[15]</sup>

1. the outsourcing of instruction, particularly to learning technologies;
2. redirecting teaching to part-time and temporary faculty;
3. re-orienting curriculum to business oriented coursework;
4. the buying and selling of courseware for commercial exploitation;
5. for profit teaching and research;
6. with the formation of a "commercial consortia with other universities and private investors." Meaning, as many have begun to view education as business, they are not necessarily in the business of education.

Accordingly, six principles affirm standards of [academic freedom](#), faculty participation in standards and curriculum, and faculty decisions on academic personnel as the AAUP first established principles of governance. The statement maintains that participation in shared governance should be extended, acknowledging that the way in which participation is expanded will vary from institution to institution; "but each group whose work contributes to the academic enterprise should be involved in a manner appropriate to institutional functions and responsibility".<sup>[16]</sup> The policy addresses unions and faculty senates, believing that they contribute to the maintenance of shared governance in institutions as well as the role of accrediting agencies to support management standards. In conclusion, the AFT emphasizes affirmation of the goals, objectives and purpose for shared governance in higher education.

## Statements from associations of governance

### Association of Governing Boards: statement on institutional governance

With recent debates and trends in the governance of institutions of higher education in the United States, the Association of Governing Boards of Universities and Colleges (AGB) issued a statement on governance, most recently updated in 2010. The original statement was published with a correlating statement, “Governing in the Public Trust: External Influences on Colleges and Universities.” In the first statement on governance, the advisory organization for institutional governance discusses facts and perceptions concerning governance, including specific facts related to institutional trends and perceptions that “internal governance arrangements have become so cumbersome that timely decisions are difficult to make”.<sup>[17]</sup> The AGB statement then defines general principles upon which governing boards are to operate and the responsibilities of a governing board to the institution; the updated principles as of 2010 are below.<sup>[18]</sup>

1. The ultimate responsibility for governance of the institution (or system) rests in its governing board.
2. The board should establish effective ways to govern while respecting the culture of decision making in the academy.
3. The board should approve a budget and establish guidelines for resource allocation using a process that reflects strategic priorities.
4. Boards should ensure open communication with campus constituencies.
5. The governing board should manifest a commitment to accountability and transparency and should exemplify the behavior it expects of other participants in the governance process.
6. Governing boards have the ultimate responsibility to appoint and assess the performance of the president.
7. System governing boards should clarify the authority and responsibilities of the system head, campus heads, and any institutional quasi-governing or advisory boards.
8. Boards of both public and independent colleges and universities should play an important role in relating their institutions to the communities they serve.

### AGB statement on governing in the public trust

With their statement on governing bodies, the AGB then provides statement on governing in the [public trust](#), iterating many of the same points concerning recent external pressures. The statement defines the historic role and rationale behind the principles of [citizen](#) governance upon which state institutional boards operate. Again, addressing the nature of external influences in university governance, the AGB defines specific principles in maintaining accountability and autonomy in the public trust, including

1. the primacy of the board over individual members;
2. the importance of institutional [missions](#);
3. respecting the board as both [buffer](#) and bridge;
4. exhibiting exemplary public behavior; and
5. keeping [academic freedom](#) central.<sup>[19]</sup>

In conclusion, the statement asks for the reaffirmation of a commitment to citizen governance to maintain the balanced and independent governance of institutions.

**Australian Vice-Chancellors' Committee: statement on governance [deleted]**

**University governance in Africa [deleted]**

**European higher education [deleted]**

**Shared governance and Jesuit Catholic universities [deleted]**

## **2001 Kaplan Survey on higher education governance**

Sponsored by the AAUP and the American Conference of Academic Deans, the 2001 Survey of Higher Education Governance is a study done by Gabriel Kaplan, a doctoral student at Harvard University interested in replicating research done by Committee T of the AAUP thirty years previously. The findings of the report detail the method with summary of the present state of shared governance. The findings include the state of the locus of authority and reforms as well as the analysis of the challenges facing Liberal Arts Colleges with the pressures of the current economic climate.<sup>[34]</sup> The preliminary results contain the raw data on the landscape of governance in higher education from a population of 1303 4-year institutions in the United States, with data compiled from both administrative structures and the faculty. The survey did not include participation from any population of students.<sup>[35]</sup>

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# Management vs Governance – It’s Not That Easy

Written by [Dianne Ball](#) - November 3, 2010



**During our education on governance and directorship we are taught that “directors govern and managers manage”. The analogy of steering versus rowing is often used to describe the delineation of roles between directors and managers. Most directors are well aware of this.**

It seems that many boards are challenged with the task of getting the ‘right’ balance between governance and management. Why is this so? Experienced directors are aware that every board is different in terms of the way they implement their governance role. Lack of clarity and agreement about this issue can be a source of misunderstanding and potential conflict around the board table.

According to Demb and Neubauer (1992)\* there are three main archetypal ways for boards to implement their governance role; named the watchdog, the trustee and the pilot mode. In summary, a ‘watchdog’ role is one in which the board provides total oversight and has no direct involvement in the company’s activities. The ‘trustee’ role is where the board behaves like a guardian of assets and is accountable to

shareholders and society for those assets. In a 'pilot' role the board takes an active role in directing the business of the corporation.

There is no 'right' approach for a board to take. The stance taken by a board depends on the company's growth and development, the nature of the industry, national legal requirements and culture and preference. To illustrate how these modes operate we use an example of how the board of Company X would address issues of workplace safety in an industry where safety was a major risk.

In the watchdog mode the board monitors the process of corporate activity. It is not necessarily a passive role. If Company X performed in this way they could take an active role in setting up mechanisms of safety and security as an issue of high risk and concern, and scrutinise in detail. The difference between an active watchdog role and a passive role would be the degree of scrutiny and interrogation of information that occurs. The focus of a board in watchdog mode is on monitoring and evaluation and confirming decisions made by the CEO.

This mode could be effective if all of the following conditions are met:

- Directors are satisfied that appropriate systems and policies are in place and have been demonstrated to be effective. The important point is demonstration or evidence of effectiveness rather than just the assurance of the CEO.
- Directors are satisfied that information reported by the CEO includes relevant indicators and other information that directly reflects the integrity of safety and security systems.
- The CEO is willing and able to guarantee that appropriate safety systems are in place and they have been tested and found to be robust.
- Contingency and business continuity plans are regularly reviewed and tested and the results reported to the board.
- Directors are able to exercise critical and independent judgment.

If the board of Company X was in trustee role it would ensure that activities enhance corporate value; that is, ensuring that assets used in the business such as natural assets, human, finance, reputation and others, would at the least avoid being depleted. The board would be involved in evaluating what the company defines as its business as well as how that business is conducted.

If Company X was in trustee mode it would be more actively involved than a watchdog board but still confirming management decisions. This involvement would be limited in the initiation and implementation of safety systems but substantially involved in analysing options, monitoring and evaluating results. The following actions would be undertaken in this mode.

- With input from the CEO the board would give direction to senior management to develop an appropriate safety and risk management system. The board would set the parameters and expectations and allow senior management to develop the detail.
- Directors would be actively involved in analysing options in the safety strategy.
- The CEO would implement the safety systems and the board would be intimately involved in monitoring progress and evaluating the results.

The trustee mode would give sufficient attention to the integrity of safety systems, regardless of whether the existing safety systems are appropriate or otherwise.

So how does this compare with the pilot mode? As the name suggests, in pilot mode the board would be actively involved in the direction, management, implementation and evaluation of safety systems. The board would be making more decisions than in the other modes such as the following:

- Deciding what constitutes a safety system and what is to be installed;
- Determining the degree and method of integrating systems with customers;
- Actively analysing options;
- Deciding how and when to implement changes to the safety system;
- Detailed monitoring of the safety systems, even when there is no evidence of problems;
- Close scrutiny and evaluation of the systems.

Pilot mode could be appropriate in situations where there was evidence of significant issues or after a safety issue had occurred and the board felt the need to directly intervene. Pilot mode would be more time consuming and involve greater degree of involvement by directors.

We can see from the above examples that a board can fulfil its governance role and be involved in decision making in a range of different ways, all of which are appropriate in the right circumstances.

It is important for boards to take a step back and reflect on the way they behave and ask whether the degree of involvement by directors is appropriate for this organisation, at this time, in this context. Whether the issue is explored in a board evaluation process or discussed around the table, it is important that all directors give consideration as to what is appropriate for your organisation and be in agreement about what is required. Maybe, just maybe, it is time to do things a little differently.

\*Demb A and Neubauer F, 1992 [The corporate board: confronting the paradoxes, Oxford University Press New York](#)



### **About Dianne Ball**

Dianne has thirty years experience working in service organisations, mainly in the public and private health sectors and consulting with PriceWaterhouseCoopers. Her roles include senior management and executive positions including CEO Australian College of Health Service Executives, and General Manager Operations with McKesson Asia Pacific. She has several years experience as a non executive director and has Chaired board committees and working parties. Dianne's particular work interests lie in organisational change, corporate governance, risk and strategy.



- Identification of best practices in governance, including shared governance, and introduction of best practices to the board and its committees, ensuring that such practices are appropriate for the culture of the board and the university; oversight of board governance practices.
- Orientation of new regents.
- Ensure the completion of meaningful self-evaluations of the board and committees.
- Oversight of individual regent compliance with legal and ethical requirements and expectations.
- Periodic review of the board bylaws (including committee structure and committee charters) and recommendation to the relevant committee and the board any amendments to the bylaws.
- Nomination of board officers.
- Oversight of shared governance practices at the system level.

## **UH R.P. 1.202**

### Title

Relationship of the Board to Administration and University

### I. Purpose

To set forth policy regarding the rules of conduct and communication protocol.

### II. Definitions

“Government” may be thought of as the establishment of the principles, laws and policies, and “administration” as the carrying out and execution of these principles, laws and policies once approved by the board.

The term “through proper channels” refers to the obligation of the board members to secure detailed information or information requiring careful compilation, either through the secretary or through the executive officer.

### III. Board of Regents Policy

#### A. Principles and Rules of Conduct.

1. Principles. With respect to the duties and functions of the board and the president, the following are the applicable principles:

a. It is recognized that the board has been granted full legal power and authority to manage and control the affairs of the university, and the responsibility for the successful operation of the university and the achievement of the purposes as prescribed in the statutes rests exclusively with the board.

b. It is recognized that a distinction must be made between what may, for convenience, be called the “government” of the university, and the “administration” thereof. “Government” may be thought of as the establishment of the principles, laws and policies, and “administration” as the carrying out and execution of these principles, laws and policies once approved by the board. Therefore, the interpretation of all board policies shall rest exclusively with the board and may be rendered, as necessary, through its designee(s).

c. The functions of the board are concerned with the government of the university; and its duties,

in nature, are legislative and at times quasi-judicial. The execution of the policies authorized and established by the board is entrusted to the president, vice presidents, chancellors, and other officers of administration of the university. The regents must not concern themselves directly with the administration of the university, or individually or take part collectively, in administration, provided that it is the responsibility of the board to satisfy itself, through proper channels, that the principles, laws and policies established by the board are, in fact, being administered and that the administration is adequate.

The term “through proper channels” refers to the obligation of the board members to secure detailed information or information requiring careful compilation, either through the secretary or through the executive officer. It is not intended to place any restriction upon members of the board conversing freely and frankly with any officers or other employees of the university. Any extended or detailed investigation or inquiry on the basis of which it is proposed to predicate board action should, however, be carried on in a formal, orderly manner with the approval of the board and the knowledge of the president. Ordinarily where assistance is sought of the faculty in major matters of educational policy, the board will act through the president; and such assistance will come through the relevant academic senate for the affected campus(es) or some committee thereof.

Likewise, the administration shall communicate with the board through the secretary and only with permission of the chairperson may the administration deal directly with a member of the board. This is to ensure that all regents have equal access to information and are given equal regard for their time and contributions.

d. No member of the board shall serve on committees of the university concerned with curriculum and educational problems when a matter is to eventually require the board’s consideration, nor on any selection committees.

e. The primary duty of the board is first to determine and set forth the objectives of the university, and second, to provide the means, in the form of adequate budget, personnel and materials, to achieve these objectives. In determining the objectives of the university, the assistance of the faculty will be sought and obtained through proper channels.

2. Rules of Conduct. The rules of conduct between members of the board and administration personnel shall be as follows:

a. In carrying out any policy established by the board, except in so far as the method shall be defined by the board, the method of execution shall be within the discretion of the president.

b. Except as specifically authorized by formal action, no member of the board can represent the board within the university and no member shall interfere, engage in, or interact directly with the campuses without prior authorization from the chairperson. All meetings between board members and any member of the administration, including the president, shall be authorized by the board’s chairperson and arranged through the secretary and/or with the full knowledge of the secretary. In addition, no unilateral action of a member of the board has the authorization nor support of the board; and the authority of the board reposes in the board as a whole. Likewise, all communication from the president and any members of the administration to the members of the board must flow through the secretary unless otherwise authorized.

c. The board members shall make written request through the secretary for any detailed information with reference to actions of the president, particularly where it is desired to challenge such actions as inconsistent with the established policy of the board.

d. The interpretation of all board policies rests exclusively with the board. Where no policy has

been established by the board, the president shall consult with the board prior to taking action; however, the president shall be free to exercise his/her judgment in taking action on emergency matters of major importance provided that in consultation with the chairperson, it is determined that a special meeting of the board cannot be held in time to address the emergency. Therefore, every attempt shall be made to have the board convened in special session as soon as possible. The president shall inform the chairperson of such circumstances, advising him/her prior to taking any action(s) where board policy is silent.

e. The president shall, by appropriate memoranda either to the secretary or by information circulated to all board members, promptly advise board members as to how specific orders of the board have been carried out.

f. The determination of what correspondence of the president, if any, shall be sent to the board for its files shall rest in the sole discretion of the president unless the board, by appropriate action, shall otherwise direct.

g. These rules may be amended from time to time by action of the board.

#### B. Procedures Relating to Communication to and from the Board and its Members

1. All communications involving advice, recommendations, instructions, etc., written or oral, from any board member individually or as a representative of a board committee, shall first receive the approval of the chairperson and thereafter be transmitted through the executive officer. This action does not preclude discussion or exchange of opinion or similar dealings between board members and staff members. All formal inquiries shall be made through the secretary and all meetings between board members and other members and members of the administration shall be arranged through and/or with the full knowledge of the secretary, with such meetings subject to Hawai'i Revised Statutes Chapter 92 (sunshine laws).

2. Communications and notifications emanating from official board action and relating to specifically or generally to university affairs, internal or external, instructional and administrative, should be transmitted through the executive officer. Whenever legally necessary, or in cases specific by the board, communications and notifications emanating from board action shall be handled by the secretary.

3. Correspondence addressed to the board or to the secretary or to the university shall go to that officer under whose jurisdiction the correspondence shall be handled. A certain latitude of judgment in matters of correspondence is granted to the secretary. The work of the secretary and of the executive officer should be coordinated through mutual agreement.

4. Shortly after each meeting of the board, the secretary shall furnish the executive officer with an abstract of board action in order that the executive officer may handle correspondence as soon as possible and involve the appropriate units for publicity.

5. Copies of all board related correspondence handled by the executive officer shall be filed with the secretary in the office of the regents and, likewise, copies of all board related correspondence handled by the secretary shall be sent to the executive officer.

#### IV. Delegation of Authority

The execution of the policies authorized and established by the board is entrusted to the president, vice presidents, chancellors, and other officers of administration of the university.

#### **U.H. R.P. 1.203**

## Title

Rules of Practice and Procedure before the Board

## Header

Regents Policy Chapter 1, General Provisions

Regents Policy [RP 1.203](#), Rules of Practice and Procedure before the Board

Effective Date: See Administrative Rules, Title 20, University of Hawai‘i, Chapter 1

Prior Dates Amended: Oct. 31, 2014 (recodified)

Review Date: August 2017

## I. Purpose

To set forth policy regarding the rules of practice and procedure before the board.

## II. Definitions

No policy specific or unique definitions apply.

## III. Board of Regents Policy

A. (See Administrative Rules, Title 20, University of Hawai‘i, Chapter 1)

## IV. Delegation of Authority

There is no policy specific delegation of authority.

## **UH R.P. 1.210**

## Title

Regents’ Policy on Faculty Involvement in Academic Decision-Making and Academic Policy Development

## I. Purpose

To set forth policy on shared governance in academic decision-making and academic policy development.

## II. Definitions

No policy specific or unique definitions apply.

## III. Board of Regents Policy

### A. Introduction

1. With unanimous agreement and understanding that the faculty of an educational institution contributes to its quality, spirit, aspiration, and effectiveness, the board issues this policy to provide for organized faculty involvement in the development and maintenance of a collegial approach to academic decision-making and policy development. The role of a university faculty governance organization is to advise the administration (primarily at the campus and unit level) on matters impacting and/or relating to the development and maintenance of academic policy and standards to the end that quality education is provided, preserved, and improved.

2. The board has the ultimate responsibility for the governance of the university and the formulation of policies which guide and determine its affairs. In carrying out these ultimate responsibilities, the board entrusts and delegates various functions to members of the university community and various organizational units. Unless specifically delegated or entrusted to others, all governing authority resides

with the board.

3. The president is the chief executive officer of the board and the university, and has primary responsibility for recommending and implementing board policies. The interpretation of board policies, however, shall rest exclusively with the board.

4. The chancellors have the leadership responsibility for the immediate operational management and governance of their respective organizational units within board governing and presidential administrative policies.

#### B. Faculty Involvement in Academic Decision-Making and Academic Policy Development

1. It is the policy of the university to maintain and strengthen organized and systematic involvement by faculty in academic decision-making and policy development. Consistent with this policy, the faculties of the University of Hawai'i at Mānoa, the University of Hawai'i at Hilo, the University of Hawai'i at West O'ahu, and the Community Colleges are authorized to develop faculty organizations by which regular and organized faculty involvement may be exercised in carrying out their collective responsibilities with their administrative colleagues in matters of academic policy for the particular campus, major organizational unit headed by a chancellor, and the university, and to make such determinations as set forth herein below.

2. While the primary focus of this responsibility is at the campus level, involvement in university-wide academic policy through normal administrative channels is also important in protecting and strengthening the quality of the university.

3. The following further describes details of this policy.

a. Together with and subject to the approval of its chancellor, each campus faculty may:

1. Determine its own organization consistent with this policy and any other applicable university and/or board policies, bylaws, and procedures; and

2. Adopt its own bylaws and rules of procedure for exercising the role and performing the duties outlined in this policy. Once such organization or organizations and charters are approved, the pattern of participation in campus and university matters will be realized in accordance with the charters.

b. The duly authorized organization specified by each charter shall have the responsibility to speak for the faculty on academic policy matters such as:

1. Determining the initiation, review, and evaluation of proposed, probationary, or authorized research, instructional, and academic programs;

2. Budget planning and implementation;

3. Student-faculty relations;

4. Evaluation of faculty and campus academic administrators;

5. Establishing a canon of professional ethics and an effective means of professional maintenance of those ethics, including faculty self-discipline; and

6. Other subjects referred to it or them by the chancellor, or by request of the appropriate faculty organization.

c. As stated previously by the board, the faculty has primary responsibility for such fundamental academic areas as curriculum content, subject matter, and methods of instruction and research. On these matters the power of review and concurrence or final decision lodged in the board or delegated to administration officers should be exercised adversely only in exceptional circumstances and for reasons communicated to the faculty.

d. In cases of academic policy proposals that may be initiated by the board or recommended by the president, the president shall decide the manner by which the advice and full input of duly constituted faculty organizations are obtained. Prior to final board action, such advice, along with the president's recommendations, will be considered.

e. The role of the faculty as set forth herein shall not be delegated to any other entity by the faculty organization established pursuant to this policy.

f. Each action of the faculty under these provisions shall be consistent with such policy and directives as the board may prescribe. If there is any conflict, the chancellor shall notify the faculty of the conflict and initiate consultation to resolve the problem.

4. The authority for implementing this policy is vested in the president of the university or his/her designee. Each campus is encouraged to develop and submit for approval a system of faculty involvement in academic decision-making and policy development in accordance with this policy.

#### IV. Delegation of Authority

The board entrusts and delegates various functions to members of the university community and various organizational units. Unless specifically delegated or entrusted to others, all governing authority resides with the board.

The authority for implementing this policy is vested in the president of the university or his/her designee.

#### **University of California board of regents**

(<http://regents.universityofcalifornia.edu/governance/index.html>)

#### **Governance**

The University of California is a ten-campus public system of higher education that is governed by a 26-member Board of Regents, as established in Article IX, section 9 of the California State Constitution.

The governing documents of the Board include its [Bylaws](#), [Committee Charters](#), [Standing Orders](#), and [Regents Policies](#) which are adopted by the Board and define the parameters for how the Board, in collaboration with President, governs the institution.

The **Bylaws** and **Standing Orders** establish the rules by which the Board organizes itself and conducts business.

**Regents Policies** are broad statements that have been approved by the Board of Regents on particular issues that support the purpose, principles and philosophy of the tripartite mission of the University: to provide excellence in teaching, research, and public service.

#### **Appendix D - Charter of the Governance and Compensation Committee**

(<http://regents.universityofcalifornia.edu/governance/committee%20charters/Appendix%20D.html>)

A. **Purpose.** The Governance and Compensation Committee shall provide strategic direction and oversight, make recommendations to the Board, and take action pursuant to delegated authority, on matters pertaining to the organization and management of the Board, pertaining to the appointment and compensation of the University's senior leadership, and pertaining to the development, review and amendment of employee compensation and benefits programs and policies.

B. **Membership and Terms of Service.** The Committee shall consist of the President of the Board, the Chair of the Board, the President of the University, and six other Regents, appointed by the Chair of the Board, no later than March of each year for the ensuing year.

C. **Consent Responsibilities.** The Committee shall be charged with recommending action on the following matters, which, on approval, shall be placed on the consent agenda of the Board for approval without discussion, unless removed from the consent agenda by motion of any member for separate consideration:

- the formation of Subcommittees
- the appointment of Subcommittee members
- those portions of a Committee Charter governing a Subcommittee, provided however that any additions or other changes to the authority delegated to a subcommittee shall be considered and acted upon by the Board in a separate item apart from the consent agenda.

D. **Board Leadership and Committee Assignments.** The Committee shall be responsible for presenting to the Board no later than May of each fiscal year a slate of candidates for Chair and Vice Chair of the Board, Chair and Vice Chair of each Standing Committee, and the remaining members of each Standing Committee (except the Governance and Compensation Committee, whose members are selected by the Chair of the Board), for the following fiscal year.

E. **Other Oversight Responsibilities.** In addition to the responsibilities assigned to the Committee described above, and to the extent not otherwise within such responsibilities, the charge of the Committee shall include reviewing and making recommendations to the Board with regard to the following matters and/or with regard to the following areas of the University's business:

- Review and amendment of the University's Bylaws, Regents Policies and other governing documents
- Formation and organization of the Board's Standing Committees, subcommittees and special committees, and development of committee charters
- Appointments in Board leadership or on Board committees
- Review and oversight of the Board code of conduct and other Board policies
- Oversight of member compliance with laws, regulations and University policy
- Development of Board training and performance assessment programs
- Development of Board meeting and other processes
- Appointment and assessment of University senior leadership, in accordance with University policy
- Approval of senior executive compensation, in accordance with University policy
- Review of University compensation and benefit plans and programs
- Development of compensation benchmarks and other tools to assess the efficiency and competitiveness of the University's compensation and benefits plans and programs
- Oversight of University collective bargaining practices
- Assuring that appropriate subject matter expertise is available to the Board and its Committees

- Recommending to the Board procedures to consider any allegation that a Regent, Committee member, Regent Designate or advisor to a Board Committee has not fulfilled their duties as set forth in University Bylaws, policy or applicable law; to implement appropriate response(s) when such allegation is found to have merit, and to determine levels of authority to act on such matters.

The assignment of responsibility to this Standing Committee under Paragraphs C and E signifies that it is the Committee to which matters otherwise appropriate for Board consideration generally will be referred and does not create an independent obligation to present a matter to this Standing Committee, to the Board or to any other Committee

F. **Consultation With Other Committee Chairs on Compensation Matters.** The Governance and Compensation Committee shall consult with the Chairs of other Standing Committees or Subcommittees, as appropriate, in making determinations and recommendations regarding the appointment and compensation of employees within the jurisdiction of those other committees.

*Not amended after July 20, 2016*