

**Notice of Meeting**

**UNIVERSITY OF HAWAI'I  
BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS & BOARD  
GOVERNANCE**

Members: Regents Moore (Chair), Bal (Vice-Chair), McEnerney, Portnoy, Wilson, and Yuen

**Date:** Thursday, May 24, 2018

**Time:** 9:00 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 April 4, 2018 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 Review & Recommend Board Approval

1. New Regents Policy 2.207, Policy on Political Activity
2. Revisions to Regents Policy 2.204, Policy on Board Self-Evaluation

B. For Information & Discussion

1. Parameters for President's Evaluation
2. Review of "Statement of Expectations for Members of the Board of Trustees of Ohio University"
3. Committee Annual Review

**V. Adjournment**



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Regents Policy Chapter 2, Administration  
Regents Policy RP 2.207, Regent Political Activity  
Effective Date: \_\_\_\_\_, 2018  
Prior Dates Amended:  
Review Date: August 2021

**I. Purpose:**

To set forth policy regarding Regent participation in political activities and candidacy for public elective office.

**II. Definitions:**

“Public Elective Office” will include all offices of the State of Hawai‘i or any of its counties or any of its agencies to which election is held on a Statewide or district basis, or at the federal level which election is held on statewide or national level. For the purpose of this policy, “Public Elective Office” shall not include unpaid, part-time State or county elective offices that operate outside normal business hours, such as elected neighborhood boards, or which occur outside the standard hours of the university employee.

“Political Activities” is defined as campaigning for and/or being elected to a Public Elective Office, endorsing, supporting or opposing a candidate for Public Elective Office, advocating regarding a voter referendum issue, or participating in partisan activities that should be done on personal time and outside of the workplace.

**III. Policy:**

- A. Members of the board should be held to an ethical standard at least equal to those that apply to university employees.
- B. Pursuant to Chapter 84, Hawai‘i Revised Statutes (HRS), university and state employees must not use public resources including funds, equipment, and time to engage in Political Activities. Members of boards and commissions are included in the definition of “employee” under Chapter 84, HRS.
- C. Campaigning for and holding Public Elective Office is incompatible with serving on the board. Issues include conflicts of time commitment as well as conflicts of interest. For these reasons, a member of the board seeking candidacy for a Public Elective Office will resign immediately upon the issuance of nomination papers, regardless of whether the papers have been filed.

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- D. Members of the board considering seeking Public Elective Office must notify the board chair and secretary in writing prior to the issuance of nomination papers or announcing their candidacy.
- E. Board members may engage in other Political Activities so long as these activities do not interfere with the university's mission and fulfilling their duties and responsibilities as a member of the board, and do not violate established rules of the university or state law. Should a board member choose to publicly endorse a candidate or engage in Political Activity, the member may not allow the use of his/her title or position, board resources, or university affiliation in any manner. It is expected that board members will use appropriate discretion and judgment in the exercise of their political rights and that they will hold themselves to high ethical standards in order to be able to most effectively fulfill their duties and responsibilities as regents.

**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:**

- RP 9.205
- Chapter 84, Hawaii Revised Statutes

**Approved as to Form:**

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Kendra Oishi  
Executive Administrator and  
Secretary to the Board of Regents

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Date



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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 ~~20~~

**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 annually.

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~~ the self-evaluation form, structure, process, and content.

~~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 self-evaluation 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:**

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Kendra Oishi  
Executive Administrator and  
Secretary to the Board of Regents

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Date



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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 2020

**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 annually.

C. Responsibility

1. It shall be the responsibility of the president and the chairperson to plan the self-evaluation form, structure, process, and content. The self-evaluation 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:**

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Kendra Oishi  
Executive Administrator and  
Secretary to the Board of Regents

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Date

Item IV.B.1.  
Parameters for  
President's  
Evaluation

**NO MATERIALS**

**ITEM TO BE  
DISCUSSED AT  
MEETING**



Item IV.B.2.  
Review of  
“Statement of  
Expectations for  
Members of the  
Board of Trustees of  
Ohio University”

**MATERIALS**

# **Statement of Expectations for Members of the Board of Trustees of Ohio University**

*Adopted by the Board of Trustees on April 24, 2009  
Amended on June 22, 2012*

This Statement of Expectations is intended to provide guidelines and information to assist members of the Board of Trustees in fulfilling their roles and responsibilities in service to Ohio University and the citizens of the State of Ohio.

## **1. The Role of the Board**

- a. The Board of Trustees is the governing body of Ohio University. It is a body politic and corporate under Ohio law and has the right to sue and be sued. The General Assembly has conferred upon the Board the authority to: adopt rules for the governance of the institution; hire and supervise the President, faculty and staff; oversee university finances; and control university property and facilities.
- b. The Board serves the citizens of the State of Ohio. It is responsible for ensuring that the university offers students an educational experience of the highest quality and produces research that provides economic and cultural benefits to the citizens of Ohio. It is also responsible for making efficient and effective use of state resources by working with the Governor, the Board of Regents and the other state universities through the University System of Ohio.
- c. The Board's primary concerns are strategic governance and accountability. It should adopt a strategic plan designed to ensure the long-term fulfillment of the university's teaching, research and service mission, monitor progress in achieving the plan's goals and update the plan as necessary. It should provide oversight to protect the university's fiscal integrity and make sure that the President, faculty and staff comply with all applicable laws and perform their responsibilities ethically and competently.
- d. The Board should adopt a procedure governing the creation and monitoring of corporate entities affiliated with the university.
- e. The Board should govern through the President and should refrain from becoming involved in day-to-day operations.
- f. The Board should recognize the important role that the principle of shared governance plays in institutions of higher education. It should seek input from faculty, staff and students and whenever possible incorporate their views into its decisions.

## 2. The Role of Individual Trustees

- a. Members of the Board of Trustees are stewards of the public trust. They have a fiduciary obligation to act in the best interests of the university and the State of Ohio. They must adhere to the highest ethical standards and perform their university duties without regard to any personal interests they may have. Trustees should understand and comply with state ethics laws and keep themselves informed of developments in these laws. They should avoid situations that may give rise to even the appearance of a conflict of interest and promptly disclose any conflicts of interest that may occur.
- b. Trustees should understand that they serve the institution as a whole and are not advocates for any particular unit or constituency of the university.
- c. Student Trustees have a unique responsibility to ensure that the views of students are heard in Board deliberations. They should also share with other students the Board's perspectives on University issues. In performing both of these functions, they should keep in mind the needs of all constituencies within the university.
- d. The Chair of the Ohio University Alumni Association Board of Directors is responsible for ensuring that the views of alumni are presented to the Board and for communicating to alumni the Board's perspectives on university issues.
- e. Service on the Board is a time consuming professional commitment. Trustees should attend all meetings of the Board and committees and should give notice to the Chair when they are unable to do so. Trustees should also make an effort to participate in conferences and other programs designed to educate and update Trustees and to attend commencements, convocations and other special events on campus.
- f. Trustees should be attentive during meetings and refrain from multitasking. They should treat the opinions of their colleagues on the Board as well as others participating in Board discussions with civility and respect and should be open to alternative points of view. They should respect and protect the confidentiality of matters discussed in executive sessions and should refrain from publicly or privately criticizing other Trustees or impugning their motives.
- g. Trustees should strive to make informed decisions based on an analysis of objective data. In their deliberations they should rely on the application of sound management principles and prudent business judgment. To ensure thorough consideration of Board decisions, they should review briefing materials and be prepared to actively participate in discussions.
- h. In order to make good decisions, Trustees need to engage in robust and thorough discussions of university issues in public meetings. Disagreements will occur and Trustees should seek productive ways to resolve them. Once a consensus is reached on an issue, all Trustees should respect the final decision of the Board.

- i. Trustees should keep themselves informed about issues and events at the local, state and national level that may affect the university and higher education in general.
- j. Trustees are encouraged to offer financial support to the university in accordance with their means.
- k. Trustees should understand and comply with the Ohio Public Records and Open Meetings Laws and should keep themselves informed of developments in these laws.

### **3. The Board's Relationship with the President**

- a. The Board delegates responsibility for all aspects of institutional management to the President. The Board and individual Trustees should refrain from involvement in operational matters except as necessary to fulfill their fiduciary duties.
- b. The Board and the President should agree on clearly defined institutional goals and strategies for achieving them.
- c. The Board should hold the President accountable for achieving institutional goals. Evaluation of the President should be an ongoing process with the Board offering candid and constructive feedback as necessary. In accordance with Board policy, formal evaluations should be conducted on a regular basis.
- d. The President reports to the Board as a whole and not to individual Trustees. Trustees who have concerns about the President's performance should convey them to the Board Chair who will take appropriate action to address the concern. The Chair will report back to the Trustee who raised the concern in a timely manner.
- e. Individual Trustees should develop a comfortable working relationship with the President. They are encouraged to interact with the President one-on-one as needed to share information, concerns or advice but they should remember that when they do so they are not speaking for the entire Board.

### **4. The Board's Relationship with Internal Constituencies**

- a. Trustees are encouraged to interact informally with administrators, faculty and students, bearing in mind that they do so as individual members of the Board. They should avoid any statements that would give rise to the perception that they speak for the entire Board.
- b. When interacting with faculty, staff and students, Trustees should not disclose matters deemed confidential by the Board in executive session, advocate for their personal position on university issues or criticize other members of the university community.

- c. Trustees should submit requests for information about institutional issues to the Board Secretary who will facilitate a response from the appropriate university official.
- d. Consistent with the principle of shared governance, the faculty, through the Faculty Senate, plays an active advisory role to the administration and the Board of Trustees on all academic matters, including but not limited to academic standards, research, admissions, curriculum and the granting of degrees. The Faculty Senate initiates policies relating to university-wide academic matters, the rights and responsibilities of faculty and faculty grievances. The Board should respect the role of the Senate in these areas and should also consider advice from the Senate on matters of general concern to the university community.
- e. The Board should encourage the President and administrators to involve individual faculty and students in the development of institutional goals and priorities. The active participation of faculty and students in these matters will give them a broader understanding of institutional governance and will enrich the Board's understanding of faculty and student views on university issues.

## **5. Relationships with External Entities**

- a. The Board Chair is the only Trustee authorized to make public statements on behalf of the entire Board.
- b. When asked to comment on Board actions or deliberations, Trustees may defer to the Chair or the President. If Trustees choose to speak publicly on issues relating to the university or higher education in general they should make it clear that they are stating their personal views and are not expressing the formal position of the Board or the university.
- c. When individual Trustees communicate with federal, state or local officials on issues relating to higher education, they should take care not to create the perception that they speak for the Board or the university unless they have been authorized by the Chair or the Board to do so.
- d. When individual Trustees are presented with concerns about university operations, these matters should be communicated to the President and/or the Chair.
- e. While Trustees should seek information and ask questions of others, they should refrain from publicly criticizing the President or other members of the University Community. Criticisms or concerns that Trustees may have about the President or other members of the University Community should be conveyed to the Chair who will determine the appropriate method for the Board to address the issue.

**Item IV.B.3.  
Committee Annual  
Review**

**ITEM TO BE  
DISCUSSED AT  
MEETING**

## Committee on personnel affairs and board governance

Self-evaluation for the 2017-18 academic year.

Goals established at the September 7, 2017 meeting:

	Committee duties per bylaws	2017-18 goals per Sept. 7, 2017 meeting	2017-18 accomplishments
1	Review and consider policies and practices relating to university personnel	This committee completed a thorough review of policies relating to executive managerial employees and made extensive revisions effective July 1, 2016, so our work for the current year could be to review any issues as they are brought to us.	No issues arose
2	Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.	<p>The operative word is “ensure.”</p> <p><u>Statutes</u> * The primary statute relating to the board is Chapter 304A-321, HRS, which the independent audit committee should review and, if appropriate, recommend changes to the legislature.</p> <p><u>Bylaws</u> * The administration should review the bylaws and recommend changes as appropriate. The other board committees should review the portions of the bylaws that specifically reference their committee and recommend changes as appropriate.</p> <p><u>Policies</u> * Our most recent review of the board policies provided for further reviews every three years, beginning with a review of chapters 1-4 this year, chapters 5-8 next year, and chapters 9-13 in the 2019-20 academic year. The administration will report to us at our September 7 meeting on the procedure it will use to undertake this review.</p>	<p>* The independent audit committee did not recommend any changes to statute.</p> <p>* Neither the administration nor other committees have recommended any bylaws changes.</p> <p>* The administration led by VP Morton has reviewed chapters 1-4 and is suggesting changes for clarity and consistency as well as more significant changes to these policies. Our committee will consider today a new regents policy on political activity and revisions to the policy on board self-evaluation,</p>

		<p><u>Rules</u></p> <p>* The Office of General Counsel has reviewed the administrative rules of the University and has begun the process of recommending to the board the amendment or repeal of rules, as appropriate.</p>	<p>and may have revisions to the policies on shared governance and on the board's evaluation of the president to consider at our next meeting. In addition, a new policy on cybersecurity, referred to us by the committee on independent audit, will be ready for our review at our next meeting.</p> <p>* The amendment of administrative rules is proceeding under the stewardship of the OGC.</p>
3	Ensure board education and board member development is provided for board members.	The upcoming retreat will be both an undertaking of board education and an opportunity to discuss further board education. The board staff organizes and conducts orientation for new board members.	The board retreat was held Oct 31, 2017 as planned. It did not surface any governance issues. The board staff provided orientation for new regents Norman Doctor Sparks after she was appointed effective July 1, 2017 and Doug Shinsato after he was appointed on August 30, 2017.
4	Provide recommendation to the board regarding best practices for board effectiveness.	During the course of this year the committee will review pertinent publications of the Association of Governing Boards and may make recommendations to the board regarding best practices.	The committee reviewed and discussed literature on board self-assessment, board governance and shared governance from AGB and other sources and is considering recommendations for practices on shared governance and a regent statement on board member expectations.