Notice of Meeting
UNIVERSITY OF HAWAI‘I
BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS & BOARD GOVERNANCE
Members: Regents Bal (Chair), Higaki (Vice-Chair), McEnerney, Moore, and Wilson

Date: Thursday, August 22, 2019
Time: 9:30 a.m.
Place: University of Hawai‘i at Mānoa
Information Technology Building
1st Floor Conference Room 105A/B
2520 Correa Road
Honolulu, Hawai‘i 96822

AGENDA

I. Call Meeting to Order

II. Approval of Minutes of the February 19, 2019 and March 14, 2019 Meetings

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.testimony@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. Board of Regents Committee Structure

V. Adjournment
BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING
FEBRUARY 19, 2019

I. CALL TO ORDER

Committee Chair Eugene Bal called the meeting to order at 10:26 a.m. on Tuesday, February 19, 2019, at the University of Hawai‘i at Mānoa, Campus Center, Executive Dining Room, 2465 Campus Road, Honolulu, Hawai‘i 96822.

Committee members in attendance: Committee Chair Eugene Bal; Committee Vice Chair Randy Moore; Regent Ben Kudo; Regent Michael McEnerney; Board Vice Chair Jeffrey Portnoy; Regent Ernest Wilson Jr.

Others in attendance: Board Chair Lee Putnam; Board Vice Chair Wayne Higaki; Regent Kelli Acopan; Regent Michelle Tagorda; Regent Robert Westerman; Regent Stanford Yuen (ex officio committee members); President/UH-Mānoa (UHM) Chancellor David Lassner; Vice President for Administration Jan Gouveia; Vice President for Community Colleges John Morton; Vice President for Legal Affairs/University General Counsel Carrie Okinaga; Vice President for Academic Planning and Policy Donald Straney; Interim UH-Hilo (UHH) Chancellor Marcia Sakai; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Kendra Oishi; and others as noted.

II. APPROVAL OF MINUTES OF THE SEPTEMBER 6, 2018 MEETING

Regent McEnerney moved to approve the minutes of the September 6, 2018, meeting, seconded by Regent Wilson, and the motion carried unanimously.

III. PUBLIC COMMENT PERIOD

Board Secretary Oishi announced that the Board Office received no written testimony and no individuals had signed up to provide oral testimony.

Regent Tagorda arrived at 10:28 a.m.

IV. AGENDA ITEMS

A. For Information and Discussion

1. Recommendations for Improving the Effectiveness of Governing Boards

Committee Vice Chair Moore facilitated a discussion on seven recommendations from the Association of Governing Boards of Universities and Colleges (AGB) for improving the effectiveness of governing boards and how the board has performed in comparison.
In reviewing the AGB recommendations, the committee discussed how the budget should serve as a plan to demonstrate how the university will deploy resources more effectively to get improved results, and that this plan should be shared with others, including the legislature.

There was discussion on Regents Policy (RP) 1.202, Relationship of the Board to Administration and University, and whether changes should be made. Committee Vice Chair Moore recommended that board leadership review the policy and Regent McEnerney noted that the following agenda item indicates that RP 1.202 will be reviewed for possible revision. It was also noted that the current regent selection processes through the candidate advisory council does not allow for regent input into the appointment and selection process.

With regard to the third AGB recommendation relating to delivering high quality education at a lower cost and using data and measures that include more sophisticated understandings of education effectiveness and learning outcomes, it was noted that it is difficult to associate cost data with a specific program. President Lassner added that campuses address this primarily through the accreditation process.

Regent McEnerney expressed that the board should not micromanage faculty development, and should be primarily responsible for evaluating the President’s performance and goals. Committee Vice Chair Moore replied that the board’s role is not to perform that function, but to ensure it is getting done satisfactorily. President Lassner suggested that it would be reasonable to query administration as to what is being done to develop leadership.

The fifth AGB recommendation describes board function, composition, and removal of members. It was noted that the governor is the authority that may appoint or remove a regent. A question was raised regarding the status of the bill going through the legislative process that would amend the composition of the board. Board Secretary Oishi replied that the bill is still alive in the Senate and would reduce the number of regents and restructures the composition. Board Vice Chair Portnoy expressed concern that the board has not taken action on the bill. Committee Vice Chair Moore suggested that if board leadership shares those concerns that it should be placed on the next board meeting agenda.

With regard to the issue of reducing the time the board spends on reviewing routine reports and redirecting its attention to strategic issues, Board Chair Putnam explained that she previously compiled a list of reports that was shared with the president and officers who agreed that some reports could be conducted semi-annually instead of quarterly. However, committees seem to prefer to keep the quarterly schedule.

The committee encouraged board leadership to review the discussion that occurred on this agenda item.

2. **Validation of Administration’s Recommendations for Regents Policies Chapters 1-3**

Board Secretary Oishi provided an overview of the administration’s recommendations from the review of RP chapters 1 through 3 that included the status of any pending
recommendations that will be considered by the board in the upcoming months. Board Secretary Oishi explained that there were some policies that are more appropriate for the board to review and propose recommendation rather than administration. The committee requested that the board be allowed adequate time to review proposed policy changes and that proposals are accompanied by a thoughtful analysis.

Board Secretary Oishi responded that she would itemize revisions in any action memos that she prepared. President Lassner added that administration provides an explanation of the proposed changes and that the practice of referring policy changes to subject matter committees first allows for a robust review and discussion and for issues to be addressed before the policy is considered by the full board.

Regent Westerman noted that this agenda item does not require any action. Board Secretary Oishi provided additional context that administration was previously tasked to conduct a review of all polices and has been performing reviews for several chapters each year. The purpose of this agenda item was for the committee to assess if there are any changes in addition to those proposed by administration that should be addressed.

3. Status of Board of Regents Policy Reviews (Chapters 4 to 8)

VP Straney explained that RP chapter 4 is undergoing a thorough review and proposed revisions are being reviewed by officers and others. The intent of these revisions is to reflect comprehensive planning under the concepts of the Integrated Academic and Facilities Plan. Administration anticipates bringing this forward to the board this academic year.

VP Morton provided an overview of RP chapters 5 through 8, including preliminary indications of changes that may be proposed. He suggested the board conduct policy reviews on a five-year cycle instead of the current three-year cycle.

Regent Kudo inquired if policies are also being reviewed for legal implications. VP Morton confirmed that OGC reviews the policies and noted that consultation with collective bargaining units are often required, which slows down the process.

Regent Kudo departed at 11:33 a.m. and quorum was maintained.

Suggestions were made that the lead committee for each policy be identified in the matrix provided by administration and that the assigned committees review the policies where no change is being recommended to see if there is agreement that the policy should remain as is.

4. Recommendations on Bylaws, Policies, and/or Procedures Related to:

a. Conduct of a Regent that Does Not Confirm to Policies

Committee Chair Bal led discussions regarding regent conduct that does not conform to policies that included the process, determination of whether an infraction occurred, disciplinary process, appeals process, and basis of authority. The committee also discussed the whistleblower hotline and fraud allegations being handled by the Independent Audit Committee.
Committee Chair Bal questioned who should determine if an infraction occurs and whether it should be a combination of board leadership, and potentially the General Counsel and subject matter expert from administration. Regent McEnerney expressed concerns that complaints received through the whistleblower system alleging potential fraud should be referred to the Independent Audit Committee, and questioned whether others should be included in the review. Regent Westerman suggested that complaints should be routed through the board chair, unless it is against the chair.

Committee Chair Bal pondered whether the disciplinary process should involve the Board Chair convening an investigation to determine if the allegation is warranted. Board Vice Chair Portnoy questioned the legal implications of volunteer board members taking such action. VP Okinaga mentioned that the board bylaws include provisions for certain situations regarding conflicts of interest. Committee Chair Bal noted that while the bylaws refer to conflicts of interest and standards of conduct that the provisions are limited. He also referenced the Candidate Advisory Council’s description of the duties of the Board of Regents which include, setting an example of integrity, inquiry, and service.

Committee Chair Bal expressed his appreciation for everyone’s input and noted something needs to be crafted via a bylaw, policy, or procedure.

b. Nominations of Officers and Conduct of Elections

Committee Chair Bal led discussions regarding nominations of officers and conduct of elections that included whether there should be a nominating committee, the possibility of board staff involvement in the conduct of elections, and the nomination and elections process.

Committee Chair Bal noted that he was on the nominating committee for three of the six years he has been a regent and described his experience that nominations are sought between April and June and are brought to the July board meeting. He elaborated that a two-regent committee assigned by the board chair was responsible for contacting regents to determine whether they were interested in being an officer of the board. In his view this process has worked, but there has been discussion that in order to avoid a conflict of interest that the nomination process be handled by board staff. Although this would be a transparent process with no apparent harm, it differs from the recent practice. An online survey tool was suggested as an option.

Board Vice Chair Higaki expressed his view that the current system is not broken and that there is value to having two-way conversation whether it is with the nominating committee or board staff. He added that a survey tool removes the value of a discussion and that some form of one-on-one communication is important.

Board Vice Chair Portnoy commented that anyone who chooses to be considered for board leadership should have the opportunity, and that anyone who wants to nominate should have the opportunity. He is not opposed to having a nominating committee.

Regent Yuen commented that consideration should be given to having board staff be a part of the process. His understanding is that the nominating committee is composed of members not interested in a leadership position.
Regent Westerman felt the process described is similar to other boards he has served on, which aligns to the process outlined in Robert’s Rules of Order, and added that there should be opportunity for further nominations from the floor.

Committee Vice Chair Moore agrees with Board Vice Chair Higaki that the process should not be fixed if it is not broken. He offered another alternative to not have any previous conversations and make nominations from the floor.

Board Vice Chair Portnoy noted that in the past, he was told whether a nominee already had a certain number of votes. No problem accepting group nominations, but did not appreciate being told how many people supported a particular candidate.

Discussions were held on the elections process, which has traditionally been done with a secret ballot. It was noted that eight votes are needed to elect a candidate and that a process needs to be in place to manage elections where fewer than eight votes are tallied for a candidate or if a tie vote occurs.

c. Board Self-Assessment and Regents Policy (RP) 2.204, Policy on Board Self-Evaluation

Committee Chair Bal led discussions on RP 2.204, which included whether the president has a role in board self-assessment and getting input from external constituencies such as faculty, student government, and the public.

Committee Chair Bal questioned the necessity of the President playing a role in board self-assessment. Committee Vice Chair Moore commented that it is useful to have input from the President, but that it is not his responsibility. Board Chair Putnam pondered whether the Personnel Affairs and Board Governance Committee should conduct the board self-evaluation.

Board Vice Chair Portnoy commented that consideration be given to the parties that should be assessing the board, including external input from groups such as faculty, student government, and the public.

Regent Acopan commented that the UH Student Caucus hopes to give a presentation to the Academic and Student Affairs Committee and whether consideration be given to including a form of board evaluation in their presentation.

V. ADJOURNMENT

There being no further business, Regent McEnerney moved to adjourn, and Regent Wilson seconded, and with unanimous approval, the meeting was adjourned at 12:16 p.m.

Respectfully Submitted,

Kendra Oishi
Executive Administrator and Secretary
of the Board of Regents
BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING

MARCH 14, 2019

I. CALL TO ORDER

Committee Chair Eugene Bal called the meeting to order at 8:45 a.m. on Thursday, March 14, 2019, at the University of Hawai‘i at Mānoa, Information Technology Building, 1st Floor Conference Room 105A/B, 2520 Correa Road, Honolulu, Hawai‘i 96822.

Committee members in attendance: Committee Chair Eugene Bal; Committee Vice Chair Randy Moore; Regent Ben Kudo; Regent Michael McEnerney; Regent Ernest Wilson Jr.

Committee members excused: Board Vice Chair Jeffrey Portnoy

Others in attendance: Board Chair Lee Putnam; Board Vice Chair Wayne Higaki; Regent Kelli Acopan; Regent Alapaki Nahale-a; Regent Michelle Tagorda; Regent Robert Westerman; Regent Stanford Yuen (ex officio committee members); President/UH-Mānoa (UHM) Chancellor David Lassner; Vice President for Administration Jan Gouveia; Vice President for Community Colleges John Morton; Vice President for Legal Affairs/University General Counsel Carrie Okinaga; Vice President for Academic Planning and Policy Donald Straney; Vice President for Research and Innovation Vassilis Syrmos; Vice President for Information Technology/Chief Information Officer Garret Yoshimi; Interim UH-Hilo (UHH) Chancellor Marcia Sakai; UH-West O‘ahu (UHWO) Chancellor Maenette Benham; UHM Vice Chancellor for Research/Interim Vice Chancellor for Academic Affairs Michael Bruno; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Kendra Oishi; and others as noted.

II. PUBLIC COMMENT PERIOD

Board Secretary Oishi announced that the Board Office received no written testimony and no individuals had signed up to provide oral testimony.

III. AGENDA ITEMS

A. All Campus Council Faculty Senate Presentation

Candy Branson, co-chair for the All Campus Council of Faculty Senate Chairs (ACCFSC) representing the community colleges, and Truc Nguyen, co-chair for the ACCFSC representing the four-year institutions, provided a brief overview of the ACCFSC.
They highlighted several recent changes to the ACCFSC bylaws: the Council decided they are not a consultative body and that communications should be sent to all faculty senate chairs; clarification that it is not a requirement that the ACCFSC chair be from UHM; and instead of the co-chairs meeting with the VP for Community Colleges, the Council would like to be addressed as a whole. The ACCFSC meets monthly and has two co-chairs, one representing the two-year campuses and one representing the four-year campuses. They reiterated the point that communications should be directed to all senate chairs and not just the ACCFSC co-chairs.

B. Presentation on Quality of Faculty Work Life Survey Results

Dr. Christine Sorensen Irvine and Dr. Nani Azman, 2017-2018 ACCFSC co-chairs, presented the findings from the 2018 quality of faculty work life survey. Dr. Irvine noted that the presentation was based on her analysis of the raw data and that the findings were based on aggregate data across campuses, although there was variation from the different campuses. The survey was sent to faculty that worked at least half-time and was more representative of 9-month instructional faculty and tenured faculty. Dr. Irvine explained the details of the findings as noted in the materials and concluded by expressing the desire to work together to improve campus climate.

Clarification was provided that there is a typographical error on some of the slides in the materials and that some of the headers in the right column should say, “agree/strongly agree” instead of “agree/strongly disagree.”

Regent Kudo inquired on the frequency of the survey and whether there is trend data. He also requested that data be provided by campus, as each campus is different and it would be helpful to use the data to look at ways to make improvements. Dr. Irvine replied that she could analyze the data if the full data set is provided. President Lassner agreed to share the data. She noted that the campus climate questions were added this year and the other questions were the same as previous surveys.

Regent Tagorda asked if there was an opportunity to include qualitative questions. Dr. Irvine noted that there is opportunity, but the report only provides a list of comments and no analysis was conducted.

Regent Yuen requested that the concerns raised by prioritized and that board and administration be advised on the items they should be focusing on. Dr. Irvine noted the areas of support services and climate, but recognized that climate may be a campus-level topic. She added that openness and transparency in helping faculty feel that they are supported could make a difference. Regent Yuen asked for clarification regarding facilities and whether it is an issue of maintenance or lack of space. Dr. Irvine responded that it varies by campus but is likely a maintenance issue. She added that facilities are inadequate for today’s teaching environment and that access to technology is lacking compared to peer campuses.

Regent Acopan noted that many of the comments are echoed by students with regard to transparency, support, and facilities. She further mentioned that there is a lack of technology available to instructors.
Regent Westerman asked for recommendations for the board to work on in response to the survey. Dr. Irvine identified openness and transparency, supports, and facilities. Regent Westerman asked for clarification regarding openness and transparency and what more could be done when meetings and records are open and available to the public. Dr. Azman responded that people may not realize meetings are open and that a reminder could be provided. Dr. Irvine further noted that decisions are made without room for input.

Regent Wilson commented that it is important to know the problems and concerns and that they are being taken seriously.

Board Chair Putnam suggested that chancellors provide feedback.

Interim Vice Chancellor Bruno commented that he meets twice a month with all deans and twice a semester with all department chairs. Department chairs are the primary conduit for important information. Town hall meetings and efforts by the System Communications Office have also helped improve communication.

President Lassner noted that he meets with the Senate Executive Committee twice a month, and that in the past he has been invited to meet with ACCFSC and is willing to continue to meet if invited. President Lassner also meets at least twice a year with the student caucus. He and other UHM campus administrators have also met with the UHM Faculty Congress, which is the assembly of all UHM faculty. The Campus Climate Advisory Committee was created last year before the survey due to concerns observed by President Lassner, and the ACCFSC chair was asked to sit on that committee.

Regent Nahale-a arrived at 9:35 a.m.

President Lassner continued that with regard to facilities, much of the problem is financial. Although recent tuition increases have been dedicated solely to facilities, the impact has not yet been seen, and while it may help with maintenance, it will not go far to help with major renovations. He added that the university will continue to request support from the Legislature for the facilities needed for 21st century learning.

Regent Acopan observed that there appears to be a lack of faith in administration and the institution as a whole, and that when information is absent or not communicated, even if it was unintentional, there is a perception that something is amiss. She encouraged better sharing of information.

Committee Chair Bal conveyed that communication is key with regard to shared governance.

C. For Review and Recommend Board Approval of Revisions to Regents Policy 2.203, Policy on Evaluation of the President (to be renamed, Policy on Evaluation on the President and Other Direct Reports to the board)

Board Secretary Oishi explained that the committee previously discussed possible amendments to Regents Policy (RP) 2.203 to allow for a more comprehensive evaluation of the president every three years and a lighter annual evaluation, and also to include provisions in the event the president is under a contract. She further noted that the
proposed changes also address evaluations for the board secretary and director of internal audit. Because these positions report directly to the board, the proposed revisions are intended to bridge the guidelines for executive and managerial employees with the board's performance evaluation of the board secretary and internal auditor.

Regent Wilson moved to recommend board approval of the revisions to RP 2.203, seconded by Regent McEnerney.

Board Chair Putnam noted that the statement of purpose from the original policy is overly wordy and outdated. She requested that the board secretary and general counsel work on edits to the statement of purpose.

Committee Chair Bal clarified that the draft as proposed to the committee would be further edited as noted by Chair Putnam before the policy is considered for approval by the full board.

Regent Wilson and Regent McEnerney agreed to amend the original motion to include the additional changes proposed by Chair Putnam, and the committee unanimously agreed to the amended motion.

There having been a motion made and seconded, a vote was taken and the motion carried unanimously.

IV. ADJOURNMENT

There being no further business, Regent Wilson moved to adjourn, and Regent McEnerney seconded, and with unanimous approval, the meeting was adjourned at 9:47 a.m.

Respectfully Submitted,

Kendra Oishi
Executive Administrator and Secretary
of the Board of Regents
## University Systems – Board Standing Committees

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<th>Colorado State University System</th>
<th>The University of New Mexico</th>
<th>Arizona University System</th>
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<td>Mānoa Benchmark with UC Boulder flagship</td>
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<td>Academic Affairs and Educational Attainment</td>
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<th># of Board Members</th>
<th>Campuses</th>
<th>Source</th>
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<td>12 members: 11 two-four-year terms and one student two-year term.</td>
<td>Mānoa flagship, two four-year and seven two-year</td>
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<td>15 members: nine voting, six non-voting advisory. Two four-year terms.</td>
<td>Fort Collins flagship, CSU-Pueblo and CSU-Global (online)</td>
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