

Notice of Meeting
UNIVERSITY OF HAWAI'I
BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD
GOVERNANCE

Members: Regents Westerman (Chair), Acoba (Vice-Chair), Bal, Tagorda, and Wilson

Date: Thursday, May 6, 2021

Time: 11:00 a.m.

Place: **Virtual Meeting**

In light of the evolving COVID-19 situation, protecting the health and welfare of the community is of utmost concern. As such, this will be a virtual meeting and written testimony and oral testimony will be accepted in lieu of in-person testimony. Meetings may be monitored remotely via the livestream pilot project. See the Board of Regents website for information on accessing the livestream: www.hawaii.edu/bor. Mahalo for your consideration.

AGENDA

- I. **Call Meeting to Order**
- II. **Approval of Minutes of the February 4, 2021 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 the board's website through the testimony link provided on the [Meeting Agendas, Minutes and Materials](#) page. Testimony may also be submitted via email at bor.testimony@hawaii.edu, U.S. mail, or facsimile at (808) 956-5156. All written testimony submitted are public documents. Therefore, any testimony that is submitted for use in the public meeting process is public information and will be posted on the board's website.

Those wishing to provide oral testimony for the virtual meeting may register [here](#). Given constraints with the online format of our meetings, individuals wishing to orally testify must register no later than 7:00 a.m. on the day of the meeting in order to be accommodated. It is highly recommended that written testimony be submitted in addition to registering to provide oral testimony. Oral testimony will be limited to three (3) minutes per testifier.

IV. Agenda Items

- A. Review of Board Bylaws

- B. Discussion on Board Member Education and Development, Including Orientation for New Regents
- C. Review of Committee Structure
- D. Summary of 2021-2023 Biennium Collective Bargaining Changes
- E. Committee Annual Review

V. Adjournment

DISCLAIMER – THE FOLLOWING ARE DRAFT MINUTES AND ARE SUBJECT TO FURTHER REVIEW AND CHANGE UPON APPROVAL BY THE COMMITTEE

MINUTES

BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING

FEBRUARY 4, 2021

Note: On January 30, 2020, the World Health Organization declared the outbreak of COVID-19 a public health emergency of international concern, subsequently declaring it a pandemic on March 11, 2020. On March 16, 2020, Governor David Y. Ige issued a supplementary proclamation that temporarily suspended Chapter 92, Hawaii Revised Statutes, relating to public meetings and records, “to the extent necessary to enable boards to conduct business in person or through remote technology without holding meetings open to the public.”

I. CALL TO ORDER

Committee Chair Robert Westerman called the meeting to order at 8:33 a.m. on Thursday, February 4, 2021. The meeting was conducted virtually with regents participating from various locations.

Committee members in attendance: Chair Robert Westerman; Vice-Chair Simeon Acoba; Regent Eugene Bal; Regent Michelle Tagorda; and Regent Ernest Wilson.

Others in attendance: Board Chair Benjamin Kudo; Regent Kelli Acopan; Regent Wayne Higaki; Regent Randy Moore; Regent Alapaki Nahale-a (ex officio committee members); President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Community Colleges Erika Lacro; VP for Legal Affairs/University General Counsel Carrie Okinaga; VP for Information Technology/Chief Information Officer Garret Yoshimi; UH-Hilo Chancellor Bonnie Irwin; UH-West O’ahu Chancellor Maenette Benham; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Kendra Oishi; and others as noted.

II. APPROVAL OF MINUTES

Regent Wilson moved to approve the minutes of the November 5, 2020, committee meeting and minutes of the January 7, 2021, joint meeting with the Committee on Academic and Student Affairs (ASA), seconded by Vice-Chair Acoba, and the motion carried with all members present voting in the affirmative.

Chair Westerman noted that the minutes of the January 7, 2021, joint meeting with ASA will still require approval by ASA at its next meeting in order for the minutes to be fully adopted.

III. PUBLIC COMMENT PERIOD

Board Secretary Oishi announced that the Board Office did not receive any written testimony, and no individuals signed up to provide oral testimony.

IV. AGENDA ITEMS

A. Retitling of the Vice President for Academic Planning and Policy (VPAPP) to Vice President for Academic Strategy (VPAS)

- 1. Recommend Board Approval to Retitle the VPAPP to VPAS**
- 2. Recommend Board Approval of Amendments to Regents Policy (RP) 2.201, Officers of the University of Hawai'i**

President Lassner requested board approval for the retitling of VPAPP to VPAS noting that Executive Policy 9.212, Delegation of Authority for Personnel Actions, states that the board is responsible for establishing, amending, and abolishing executive and managerial classes that directly report to the board or to the president. He provided a brief history of this VP position, the various changes made to the position class and title since 2010 noting that the last change was made in 2016, and the reasons for these changes. Some of the responsibilities associated with this VP position were reviewed with President Lassner stating that the VPAS will emphasize strategic planning in developing programs and initiatives to meet the state's higher education needs and to maximize student access and success in achieving educational goals throughout the State. The retitling of the position from VPAPP to VPAS will reinforce the position's executive leadership responsibilities for strategic academic planning and policy development. It was also noted that an amendment to RP 2.201 was necessary to reflect the change in position title.

Regent Acopan arrived at 8:37 a.m.

Chair Westerman asked if the VPAPP position was currently being filled and whether the duties of the position remained the same. President Lassner replied that this position was formerly held by recently-retired VP Donald Straney and that recruitment for this position will begin using the new position title immediately upon board approval of the retitling of the position. In general, the duties and responsibilities of the position will not be affected. However, he stated that the administration is considering centralizing labor relations responsibilities across the university system and therefore the responsibility of addressing labor relations matters with regard to personnel affiliated with the University of Hawai'i Professional Assembly that is currently part of the position's duties may be reassigned to another area.

Regent Wilson moved to recommend board approval of the retitling of the position of VPAPP to VPAS and to amend RP 2.201 to reflect the change in position title, seconded by Vice-Chair Acoba, and the motion carried with all members present voting in the affirmative.

B. Review of Personnel-Related Policies

Board Secretary Oishi provided an overview of personnel-related policies encompassed in Chapter 9, Personnel, of the RPs, which were reviewed by the Office of the Board of Regents (Board Office) in accordance with the Committee Work Plan. She noted that the Board Office reviewed the personnel-related RPs for technical and high-level issues and will be requesting the administration to conduct a substantive review as part of the policy review process. In general, the Board Office identified the need for minor technical changes for the majority of the Chapter 9 RPs which include spelling and grammatical errors but have noted and raised potentially substantive questions on a few of the RPs, including RP 9.213, Evaluation of Board of Regents' Appointees; RP 9.215, Excluded Administrative, Professional and Technical (APT) Employees' Personnel Policies; and RP 9.217, Waiver of Oath of Loyalty for Select Employees, which will be forwarded to the administration to determine whether it is necessary to update the RP.

Vice-Chair Acoba noted that RP 9.212, which was amended last year, refers to an attachment and asked whether the attachment needed to be reviewed by the committee. Board Secretary Oishi responded that the attachment for RP 9.212 provides references for certain rights and benefits afforded to personnel by RPs or the Hawai'i Revised Statutes, as well as legal representation rights for executive and managerial employees. The Board Office has reviewed that attachment and found a technical error that it will correct. Additionally, the Board Office will forward that attachment, along with the other Chapter 9 RPs, to the administration for additional review and feedback.

Chair Westerman asked about the next steps for the committee in the review process of the Chapter 9 policies and questioned how the committee would address the technical issues that many of the policies appeared to contain, including whether the committee would want to hold an additional meeting specifically to address the technical amendments. Board Secretary Oishi responded that the Board Office will be forwarding the Chapter 9 RPs to the administration for additional review and feedback, including the necessity for amending any of the RPs, and will report back to the committee on any recommendations. She also noted that the current RPs provide the Board Secretary with the flexibility to make technical, nonsubstantive amendments to the policies without returning to the committee to seek approval for minor changes.

V. ADJOURNMENT

There being no further business, Regent Wilson moved to adjourn, seconded by Regent Bal, and with all members present voting in the affirmative, the meeting was adjourned at 8:49 a.m.

Respectfully Submitted,

Kendra Oishi
Executive Administrator and Secretary
of the Board of Regents



April 30, 2021

MEMORANDUM

TO: Benjamin Kudo
Chair, Board of Regents

Robert Westerman
Chair, Committee on Personnel Affairs and Board Governance

FROM: Kendra Oishi *KOishi*
Executive Administrator and Secretary of the Board of Regents

SUBJECT: Review of Regents ("Board") Bylaws and Board Member Education and Development

BACKGROUND:

The responsibilities of the Personnel Affairs and Board Governance Committee ("PA&BG") per the Board bylaws include the following provisions:

- (1) Review and consider policies and practices relating to university personnel.
- (2) Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.
- (3) Ensure board education and board member development is provided for board members.
- (4) Provide recommendations to the board regarding best practices for board effectiveness.

The following items are scheduled for discussion during the May 6, 2021, PA&BG meeting:

- Review of Board bylaws
- Discussion on Board member education and development

REVIEW OF BOARD BYLAWS:

The Board bylaws are periodically reviewed, particularly when recommendations are made to amend the scope and responsibilities of individual committees. Other general provisions of the bylaws should be reviewed by the PA&BG committee. Given that the bylaws were last amended and updated on February 28, 2019, it is timely that the committee conduct a cursory review of the bylaws in order to fulfill its responsibility as identified in item (2) noted in the background section above.

The Executive Administrator and Secretary of the Board ("Board Secretary") has conducted a review of the general provisions and has noted suggested amendments in the draft attached and recommends these amendments be included the next time the Board considers amendments to the bylaws.

BOARD MEMBER EDUCATION AND DEVELOPMENT:

The PA&BG responsibilities include ensuring board education and board member development is provided for Regents. The Board Secretary typically coordinates these efforts, including orientation for new Regents. Additional details are provided below. We welcome additional feedback from Regents on topics that would be useful for incoming board members.

Orientation for New Regents:

The Office of the Board of Regents ("Board Office"), in conjunction with the President and University Administration, conducts orientation sessions for incoming Regents. At minimum, the orientation includes:

- An overview of the Board and Regent responsibilities
 - Board General Overview
 - Select Regents Policies
 - Regent Candidate Advisory Council selection criteria and duties of the Board
- UH System overview
 - Strategic Directions
 - Integrated Academic and Facilities Plan
 - Current issues
- Association of Governing Boards ("AGB") information on boards and trustees, including trustee (i.e. regent) responsibilities
- Legal resource materials, including Sunshine Law and ethics
- Other guidelines and reference materials, including meeting schedules, website information, and internal administrative procedures

Board Member Education and Development:

Other board member education and development opportunities are available throughout the year through groups such as AGB and the Association of Community College Trustees (“ACCT”). The AGB National Conference on Trusteeship is a popular and valuable resource. During the COVID-19 pandemic, some opportunities were made more easily accessible, and more affordable, through webinars and other virtual means of participation.

Periodicals such as The Chronicle of Higher Education, AGB Trusteeship magazine, ACCT Trustee Quarterly, and Inside Higher Ed, are sources of written and online content relevant to higher education.

The Board Office also maintains a library of resources including books and guides on various topics, which may be borrowed by Regents. The Board Office also distributes a daily media highlights report and periodically identifies and distributes relevant news stories and articles to Regents.

Attachments:

Suggested Bylaw Revisions

BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY OF HAWAII
(as of February 28, 2019)

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**BYLAWS OF THE BOARD OF REGENTS
UNIVERSITY OF HAWAI'I**

ARTICLE I. Definitions

As used in these Bylaws:

“Board” or “BOR” means the Board of Regents of the University;

“HRS” means the Hawai'i Revised Statutes, as may be amended from time to time;

“Meetings” shall not include rule-making hearings, declaratory rulings or contested cases under Chapter 91, HRS;

“Chairperson” means the chairperson of the board;

“President” means the President of the University;

“Secretary” means the Executive Administrator and Secretary of the Board; and

“University” means the University of Hawai'i system and its various campuses.

ARTICLE II. Membership and Organization

- A. Membership. The membership of the Board shall be as required by Chapter 304A-104, HRS. The members of the Board shall serve without pay, but shall be entitled to reimbursement for necessary expenses while attending meetings and while in the discharge of duties and responsibilities.

Notwithstanding the term of office, the term of a Board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive meetings duly noticed to all members of the Board. The Chairperson or acting Chairperson of the Board shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence.

- B. Officers, Organization. As required by Section 304A-104, HRS, the Officers of the Board shall consist of a Chairperson, up to two Vice-Chairpersons, and a Secretary (who shall be appointed by the Board and shall not be a member of the Board). The Chairperson and up to two Vice-Chairpersons shall be elected at its first meeting after June 30 of the next year or thereafter until their successors are elected and have qualified and whose election shall be immediately certified by the Board to the Lieutenant Governor. The President shall act as the chief executive officer of the Board.

1. Term. The term of the office of Chairperson and up to two Vice-Chairpersons shall be for one year. A Chairperson may serve more than one term, but not more than two consecutive terms.

2. Vote. Votes for the Chairperson and up to two Vice-Chairpersons of the Board shall be by ballot if more than one person is nominated for an office.
3. Succession. In the event of a vacancy in the office of the Chairperson, the First Vice-Chairperson shall succeed as Chairperson for the unexpired term. If at that time there is a vacancy in the office of the First Vice-Chairperson, the Second Vice-Chairperson shall succeed as Chairperson for the unexpired term. If at that time there is also a vacancy of the office of the Second Vice-Chairperson, the Secretary shall succeed as Chairperson for the sole purpose of conducting an election as soon as possible for a new Chairperson to serve for the unexpired term.

C. Duties of Officers.

1. Chairperson. The Chairperson, in addition to presiding at all regular and special Board meetings, shall:
 - a. Appoint the chairperson and members of the standing committees and any other committees, except as provided under Section 304A-321, HRS.
 - b. Acknowledge communications, petitions, requests, and proposals on behalf of the Board and, except in emergencies, refer same to the President or Secretary or an appropriate Committee of the Board for action or recommendation so as not to detract from the Board's governance and fiduciary responsibilities.
 - c. Maintain liaison with the President to see that there is an effective working relationship between the University administration and the Board.
 - d. Approve all press releases and public statements made by the Board.
 - e. Approve agenda items for any regular or special meeting of the Board.
 - f. Coordinate the efforts of the Board's standing committees to strengthen the roles and functions of same.
2. Vice-Chairperson(s). The First Vice-Chairperson will assume the duties and responsibilities of the Chairperson in the absence of the Chairperson and will undertake such other duties as may be assigned by the Chairperson. If there is a second Vice-Chairperson, he/she will assume the duties and responsibilities of the First Vice-Chairperson in the absence of the First-Vice Chairperson and will undertake such other duties as may be assigned by the Chairperson or First Vice-Chairperson.
3. Secretary. The Secretary shall serve under the direction of the Board through the Chairperson and shall provide the necessary administrative support services to the Board. The Secretary shall:

Proposed Amendments

- a. Prepare and distribute the agenda for each of the regular and special Board and standing and other committee meetings.
 - b. Schedule regular and special Board meeting dates in consultation with the Chairperson.
 - c. Record and prepare minutes and reports for each of the regular and special Board and standing and other committee meetings.
 - d. Be responsible for securing information from the University administration.
 - e. Acknowledge and answer routine correspondence directed to the Chairperson and/or Board.
 - f. Serve as liaison between the University administrative staff and the Board.
 - g. Review policy proposals submitted by the University administration.
 - h. Maintain a calendar of the Board's unfinished business.
 - i. Conduct research and analysis of policies relating to the governance of the University by the Board.
 - j. Review rules and regulations affecting the University in accordance with the Hawai'i Administrative Procedures Act.
 - k. Maintain, collect, and preserve the official records of the Board.
 - l. Collate and index policies which are adopted by the Board.
 - m. Serve as "Records Officer" under the State archives program.
 - n. Serve as "Certifying Officer" of official University documents.
 - o. Perform additional duties as assigned by the Chairperson and the various standing and other committee chairpersons.
- D. Standing Committees of the Board.
1. Establishment of Standing Committees. To facilitate consideration of policy matters that must be approved by the Board, seven standing committees are established. Authority to act on all matters is reserved for the Board, and the functions of each standing committee shall be to consider and make recommendations to the Board.
 2. Standing Committees. The following are the standing committees of the Board and their functions:
 - a. Committee on Academic and Student Affairs

- (1) Review the academic mission and strategic direction of the system and its major units.
- (2) Periodically review to what extent programs support the mission and strategic direction of the University.
- (3) Monitor the quality and effectiveness of educational programs.
- (4) Develop and maintain policies governing academic and student affairs.
- (5) Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions.

b. Committee on Budget and Finance

- (1) Work in concert with the University administration relating to the operating budget.
- (2) Examine the budgetary process, budget proposals, expenditure plans, and development plans.
- (3) Discuss the implementation of the budgetary decisions with the University administration, especially amendments thereto or when circumstances require deviations from expenditure plans.
- (4) Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.
- (5) Exercise general oversight and policy direction over the University's financial systems and programs.

c. Committee on Planning and Facilities

- (1) Review, study, and make recommendations to the Board relative to the long-range plans for the development of the University, considering academic needs, priorities, and fiscal capabilities of the State.
- (2) Review, study, and make recommendations to the Board relative to the physical facilities master plans for each campus in the University system and to periodically review approved campus master plans in order to recommend revisions, if necessary, to meet the needs of the University.
- (3) Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board.

- (4) Review policies and make recommendations to the Board on matters pertaining to the use of University facilities and ensure an environment that is complementary to the educational mission of this institution.
 - (5) Work in concert with the university administration relating to the capital improvement budget.
 - (6) Provide general oversight of the University's land-related strategic initiatives and partnerships program.
- d. Committee on Personnel Affairs and Board Governance
- (1) Review and consider policies and practices relating to university personnel.
 - (2) Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.
 - (3) Ensure board education and board member development is provided for board members.
 - (4) Provide recommendations to the board regarding best practices for board effectiveness.
- e. Committee on Independent Audit
- (1) Advise the Board regarding the Board's responsibilities to oversee:
 - (a) the quality and integrity of the University's compliance with legal, regulatory and policy requirements, financial reporting and financial statements, and internal controls related to risks;
 - (b) the function, disclosures, and performance of the University's compliance, internal control, and risk management systems regarding ethics and compliance, risk, finance, and accounting, and the adequacy of such systems; and
 - (c) the independent certified public accountant's qualification, independence and performance, as well as performance of the internal audit function.
 - (2) Review the annual internal audit plan and the extent to which it addresses high risk areas.
 - (3) Review the annual report of the internal audit department and discuss significant issues of internal controls with the Internal Auditor and management.

Proposed Amendments

- (4) Discuss the planned scope of the annual independent audit with the independent certified public accountants and review the results of the audit with the independent certified public accountants and management.
 - (5) Receive and review the annual certified financial reports with the independent certified public accountants and management.
 - (6) Recommend to the Board the certified public accountants to serve as the independent auditor, and their fees.
 - (7) Revise the scope of the annual audit, and approve any services other than audit and audit related services provided by the certified public accountants.
 - (8) Provide recommendations to the Board regarding approval of the internal audit mission statement, the committee's charter, and other governance documents related to both internal and external compliance and auditing activities at the University.
- f. Committee on Intercollegiate Athletics
- (1) Serve as a liaison between the Board and the respective campuses and their athletic departments.
 - (2) Advise the Board regarding its responsibility to oversee:
 - (a) the health, safety and academic progress of student-athletes;
 - (b) fiscal integrity and budgetary concerns;
 - (c) compliance with NCAA and conference requirements; and
 - (d) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee.
 - (3) Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report.
 - (4) Recommend policies governing all aspects of Intercollegiate Athletics at the University.
- g. Committee on Research and Innovation

- (1) Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University.
 - (2) Review and make recommendations regarding investments, policies, and practices relating to University research, innovation and technology transfer programs.
 - (3) Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers.
 - (4) Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives.
3. Appointment of Committee Members. The chairperson and voting members of each standing committee shall be appointed by the Chairperson and shall serve for one year or until the appointment of their successors. The Chairperson shall be an ex-officio, voting member of all standing committees. All board members who are not voting members of a committee or committees shall be ex-officio, nonvoting members of such committees. The President, as chief executive officer of the University, shall assign a member of the University administrative staff to each standing committee who shall be the administrative liaison with the chairperson of the committee.

The Committee on Academic and Student Affairs shall include Regents from the four major islands.

4. Meetings. Each standing committee shall schedule meetings as appropriate. The Committee on Academic and Student Affairs meetings shall be held on each of the islands with community college campuses, to the extent practicable.
5. Referrals to Committees. Each standing committee shall consider all matters referred to it by the Chairperson and shall make appropriate recommendations within a reasonable time to the Board.
6. Progress Reports. Each standing committee shall make progress reports to the Board periodically or when requested by the Chairperson.
7. Task Groups. Task groups may be established by the Chairperson upon authorization by the Board, and with such powers and duties as determined by the Board. The tenure of a specific task group shall expire at the completion of its assigned task.

E. New Board Member Orientation

New Board members shall be scheduled to receive an orientation within one month of the beginning of their term. The orientation shall include, among other things,

an overview of the University system, BOR responsibilities, accreditation standards for Board governance, and BOR policies and practices. New Board members shall also be provided with a Reference Guide covering these and other topics.

ARTICLE III. Advisory Committee and Consultants

- A. Creation. The Board may create an advisory committee, as necessary, which shall serve as advisory to the Board. The committee membership shall be appointed by the Chairperson, subject to approval by the Board. The tenure of the advisory committee shall expire at the completion of the assigned task.
- B. Consultant Services. The Board may engage the services of consultants as it deems necessary.

ARTICLE IV. Meetings

- A. Number and Place of Meetings. The Board shall meet not less than ten times annually (July 1, thru June 30) and may from time to time meet in each of the counties of Honolulu, Hawai'i, Maui, and Kaua'i. The Board shall at each meeting set the time and place for its next regular meeting.
- B. Special Meetings. Special meetings may be called by:
 - 1. The Chairperson;
 - 2. The Secretary, upon request by a majority of the members of the Board; or
 - 3. Any Board member, with the consent of the Chairperson.
- C. Call for Committee Meetings. Standing committee meetings shall be called by the Secretary in consultation with the committee chairperson. In the event of a joint meeting, the Chairperson shall designate the presiding committee chairperson.
- D. Public Notice of Meetings. All meetings of and public appearances before the Board and its standing committees shall comply with ~~chapter~~ Chapter 92, HRS, and shall be as set forth in the Rules of Practice and Procedures of the Board of Regents (Hawai'i Administrative Rules, Title 20, Subtitle 1, Chapter 1.1).

ARTICLE V. Quorum

A majority of all voting members to which the Board or its standing committees are entitled shall constitute a quorum.

ARTICLE VI. Voting

Voting by the Board and its standing committees shall be as set forth in the Rules of Practice and Procedures of the Board of Regents (Hawai'i Administrative Rules, Title 20, Subtitle 1, Chapter 1.1).

ARTICLE VII. Legal Counsel

- A. The University General Counsel. The University General Counsel shall be designated as legal counsel for the Board. The University General Counsel or the University General Counsel's representative(s), in the capacity of legal counsel for the Board, shall be present at all regular and special meetings and certain standing committee meetings of the Board.
- B. Requests for Written Legal Opinions. Requests for any written legal opinion of the University General Counsel shall be made by the Chairperson or designee with the full knowledge of the Board. Whenever a legal opinion is rendered by the University General Counsel, such opinion shall be in writing and along with a copy of the written request for such opinion, distributed immediately to all Board members.
- C. Conflicts. By policy and organizational structure, the University General Counsel serves the Board as well as the University administration. Understandably, there may be occasions when it becomes necessary to avoid a perception of conflict, or actual conflict, or to obtain specialized legal expertise. At such times, the Board may exercise its discretion in securing the services of independent legal counsel through the Secretary.

ARTICLE VIII. Robert's Rules of Order

Meetings shall be conducted in accordance with the current edition of Robert's Rules of Order insofar as they are applicable and not inconsistent with these bylaws, or applicable statutes or rules.

ARTICLE IX. Amendments

These bylaws may be amended only by two-thirds (2/3) vote of all the members to which the Board is entitled. Any proposed amendment to the bylaws shall be submitted in writing for consideration and vote by the members at a Board meeting.

ARTICLE X. Conflicts of Interest

- A. Standard of Conduct. Members of the Board shall comply with the provisions of these bylaws and are subject to the standards of conduct and financial interest disclosure requirements of Chapter 84, HRS (State Ethics Code) and must act in accordance with Chapter 84, HRS.
- B. Fiduciary Responsibility. Members of the Board serve a public interest role and thus have a clear obligation to conduct all affairs of the University in a manner consistent with this concept. Members of the Board are expected to place the welfare of the University above personal interests, the interests of family members, or others who may be personally involved in affairs affecting the University. All decisions of the Board shall be made solely on the basis of a desire to promote the best interests of the University and the public good.

C. Disclosures. In the event the Board must consider any matter for the University which also directly involves:

1. a regent or a member of the regent's family (which shall be a spouse, parents, siblings and their spouses, children and their spouses, and any household member);
2. a public or private organization with which a regent is affiliated, as defined below; or
3. a regent's personal financial interest as defined under ~~chapter~~Chapter 84, HRS;

Any affected regent, at the first knowledge of the matter, shall fully disclose, as noted below, the precise nature of the interest or involvement.

For purposes of this article, an affiliation exists if a regent or a member of the regent's family is an owner (which shall be defined as: (1) an ownership interest valued at more than \$5,000; or (2) 10% or more ownership of the business), officer, director, trustee, partner, employee (which shall also include legal counsel, consultant, contractor, advisor, or representative) or agent of such organization.

All disclosures required under this article must be directed in writing to the Secretary who, together with the University General Counsel, shall be responsible for the administration of this bylaw.

Matters covered under this article shall be reported initially to the Chairperson for appropriate action. Should the Chairperson be the regent with a potential conflict, the matter shall be reported to the Vice Chairperson. Should both the Chairperson and the Vice Chairperson have a potential conflict, the matter shall be reported to the chairperson of a Board standing committee in the order as listed in Article II, Section D of the bylaws of the Board.

Information disclosed to the Secretary shall be held in confidence to the extent authorized by law.

This disclosure requirement shall not apply to any regent who declares a conflict of interest and recuses himself/herself from consideration of the matter before the Board.

D. Determination of Conflicts. Questions concerning possible conflicts of interest shall be directed to the Secretary. Board shall resolve the questions by majority vote at a Board meeting in compliance with Chapter 92, HRS. Where any matter covered by Chapter 84, HRS, is involved, the potential conflict shall be referred to the State Ethics Commission for disposition. Questions of potential conflict not covered by Chapter 84, HRS, may be referred to the University General Counsel for a legal opinion, except that questions of conflict under Section 78-4, HRS, shall be referred to the University General Counsel for a legal opinion.

Restraint on Participation. A member of the Board who has declared a conflict of interest and recused himself/herself or who has been found to have a conflict of interest in any matter before the Board shall refrain from participating in the consideration of the proposed matter. The regent may not vote on such matters before the Board and may not be present during the Board's deliberation and at the time of vote.

- E. Sanctions and Remedies. Any Board action favorable to a regent obtained in violation of this bylaw is voidable on behalf of the Board; provided that in any proceeding to void a Board action pursuant to this bylaw, the interests of third parties who may be damaged thereby shall be taken into account. Any proceeding to void a Board action shall be initiated within sixty (60) days after the determination of a violation under this bylaw. The Board may pursue all legal and equitable remedies and/or sanctions through the University's legal counsel. Any Board action imposing a remedy or sanction under this section must be initiated within one year after the action of the Board that is affected by a violation.

University of Hawai‘i
Board of Regents
Committee structure

Why have committees?

Committees divide the work of the board among its members in a manner that enables the board to discharge its responsibilities more efficiently and engages the board more deeply than would occur in the absence of committees. Committees also optimize board member contributions by appointing board members to committees that best utilize the members’ experience and expertise.

Broadly speaking, the board’s responsibility is to establish the mission, objectives, goals and policies that govern the university, to hire the president to implement and achieve the board-established objectives and goals, and to oversee progress.

Types of committees

A common practice is for university boards to have two types of committees: standing committees and special or ad hoc committees, whose responsibilities are specific and term-limited.

Two principles around which committees are formed are:

- 1) Functional committees, whose subject matters typically follow the administrative structure of the institution (e.g., one committee for each subject area that falls under a university vice president).
- 2) Goal-oriented committees (e.g., for UH: committees on student success, research, modern facilities, and system performance)

Other public university board committees

A review of boards of public universities in 12 other western states, some boards only for a single institution but most for systems, shows the following [the compilation is at the end of this study]:

- The number of voting board members ranges from seven (New Mexico and Montana) to 26 (California). The median is 10.5.
- The number of standing committees ranges from three (Oregon, Washington and Montana) to 12 (Wyoming). The median is four.
- Comparing the seven UH committees with the boards for the other 12 western universities:
 - **Academic and student affairs committee** (UH). This subject matter is addressed in all of the other 12 boards’ committees. One of the 12 other boards has three separate committees addressing this subject (Utah, which has committees on (i) academic education, (ii) student affairs, and (iii) technical education). Two of the 12 boards have two separate committees addressing this subject (Nevada, which has committees on (i) academic, research & student affairs and (ii) security, and Arizona, which has committees on (i) academic affairs and educational attainment and (ii) free expression [a legislatively mandated committee).
 - **Budget and finance committee** (UH). This subject matter is addressed by one committee of each of nine of the boards, although the names of the committees vary. One board has three committees addressing this subject (Wyoming, which has committees on (i) biennium budget, (ii) fiscal & legal affairs, and (iii) tuition recommendation), and one board has two committees addressing this subject (Nevada, which has committees on (i) business, finance & facilities and (ii) investment). One board does not have a committee addressing this subject (Alaska).

- **Independent audit committee** (UH). Eight of the 12 other boards have an audit committee, sometimes called the audit and compliance committee. The four outliers are Washington, Montana, Utah and Wyoming.
- **Intercollegiate athletics** (UH). None of the other 12 boards has a committee with the word “athletics” in the committee name.
- **Personnel affairs and board governance** (UH). Only Idaho has a committee with “human resources” in the title (“business affairs & human resources”). Wyoming has a “Vice president & deans search committee.” Four of the 12 boards have a governance committee: California, Washington, Alaska and Colorado. Wyoming has a “UW regulation & review” committee.
- **Planning and facilities** (UH). The word “planning” appears in only one committee name, the “Planning, policy and governmental affairs” committee of Idaho. “Facilities and land management” is a committee in Alaska and “Facilities contracting” in Wyoming. Four other states (Nevada, Utah, Oregon, and New Mexico) include “facilities” in a “finance and facilities” committee.
- **Research and innovation** (UH). Only Arizona and Wyoming have committees explicitly devoted to research – the “Research & health sciences” committee in Arizona and the “Research & economic development” committee in Wyoming. California has a “National laboratories” committee that oversees quasi-independent labs like Livermore. Idaho includes research in its “instruction, research, and student affairs” committee, Nevada includes research in its “Academic, research, and student affairs” committee and New Mexico research is in its “Student success, teaching, and research” committee.

For consideration by the UH board of regents

UH could reorganize its committee duties as follows, with each committee to meet quarterly.

- Committee on instruction, research, and student success.
- Committee on administration, finance, and facilities.
- Committee on planning and governance.
- Committee on audit and compliance.

The committee meetings could be scheduled as follows:

	July	Aug	Sept	Oct	Nov	Dec	Jan	Feb	March	April	May	June
IR&SS		x			x			x			x	
AF&F			x			x			x			x
P&G	x			x			x			x		
A&C	x			x			x			x		

Fewer committees meeting on a regular schedule would enable committee meetings to be longer and to devote more time to deepening regents’ understanding of significant issues.

A second issue with respect to board committees is the content of committee meetings and the need to strike a balance between key policy issues and managerial topics, as pointed out by the AGB paper “Restructuring Board Committees” (attached). This should be the subject of a separate discussion.

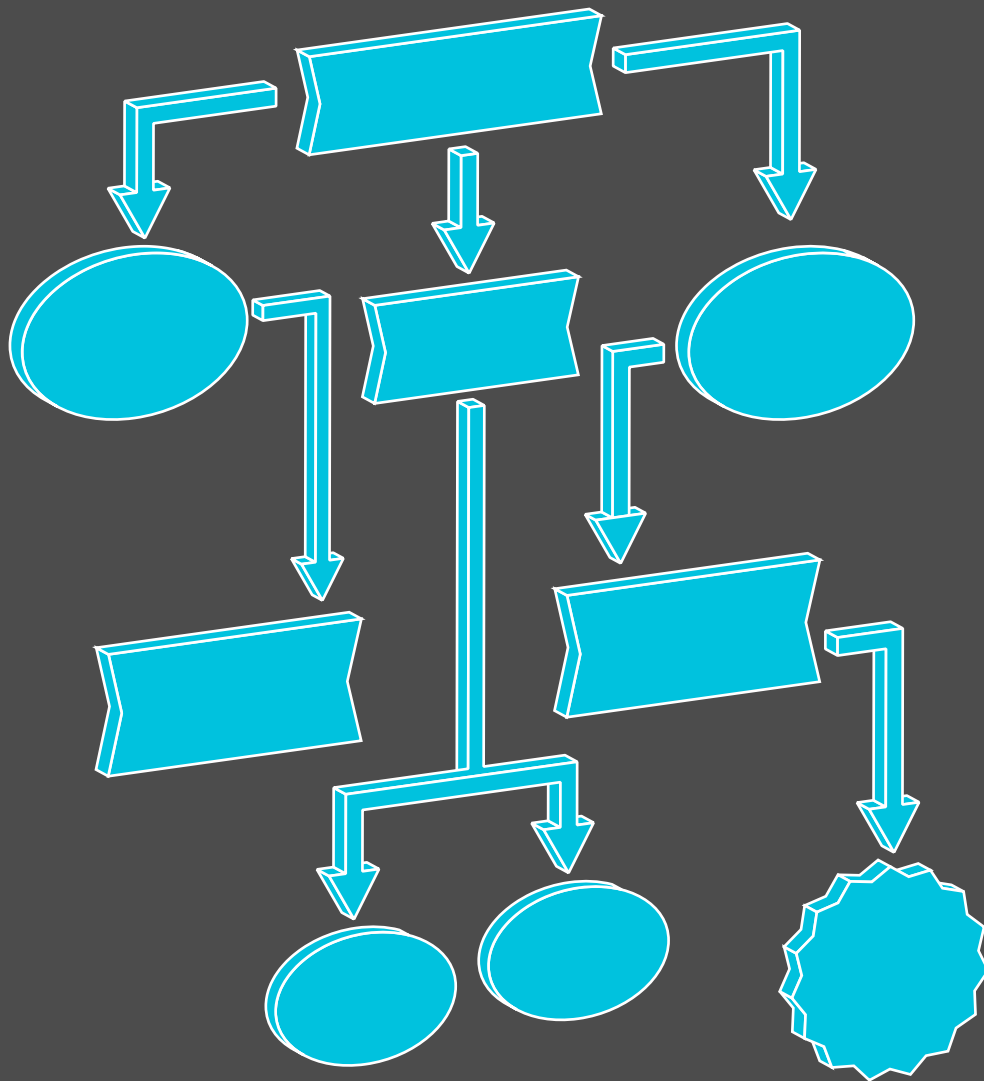
12 other Western state university boards

	CA	OR	WA	AK	ID	MT	NV	UT	WY	CO	AZ	NM
# of voting board members	26	14	10	8	8	7	13	18	12	9	11	7
# of standing committees	8	3	3	5	4	3	8	4	12	4	5	4
Standing committees												
UH: Academic & student affairs												
Academic affairs & educational attainment											X	
Academic education								X				
Academic & student affairs	X	X	X	X					X			
Academic, research & student affairs						X	X					
Free expression											X	
Instruction, research & student affairs					X							
Security							X					
Student affairs								X				
Student success, teaching & research												X
Technical education								X				
University affairs (educational mission)										X		
UH: Budget & finance												
Biennium budget									X			
Budget, administration & audit						X						
Business affairs & human resources					X							
Business, finance & facilities							X					
Finance										X		
Finance & asset management			X									
Finance & capital strategies	X											
Finance & facilities		X						X				X
Finance, capital & resources											X	
Financial mgt. & reporting												
Fiscal & legal affairs									X			
Investment							X					
Tuition recommendation									X			
UH: Independent audit												
Audit					X					X	X	
Audit & compliance												X
Audit, compliance & Title IX							X					
Audit & finance				X								
Compliance & audit	X											
Executive & audit		X										
UH: Intercollegiate athletics												
[None]												

	CA	OR	WA	AK	ID	MT	NV	UT	WY	CO	AZ	NM
UH: Personnel affairs & board governance												
See also Idaho's "Business affairs & human resources" committee above.												
Governance	X		X	X						X		
Vice president & deans search									X			
UW regulation & review									X			
UH: Planning & facilities												
Facilities & land management				X								
Facilities contracting									X			
Planning, policy & governmental affairs					X							
UH: Research & innovation												
Research & economic development									X			
Research & health sciences											X	
National laboratories	X											
See also Nevada's "Academic, research, & student affairs" committee, Idaho's "Instruction, research & student affairs committee," and New Mexico's "Student success, teaching, & research" committee above under UH's Academic & student affairs committee												
Committees elsewhere for topics not directly addressed by a UH committee:												
Community college						X	X					
Cultural diversity							X					
Executive									X			
Health sciences												X
Health sciences system							X					
Health services	X											
Honorary degrees & awards									X			
Legislative				X								
Public engagement & development	X											
Trustee legislative relations									X			

Restructuring Board Committees :

How to Effectively Create Change



A Report by the Association of Governing
Boards of Universities and Colleges

Restructuring Board Committees:

How to Effectively Create Change

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 40,000 individuals, AGB is the only national organization providing university and college presidents, board chairs, trustees, and board professionals of both public and independent institutions and institutionally related foundations with resources that enhance their effectiveness.



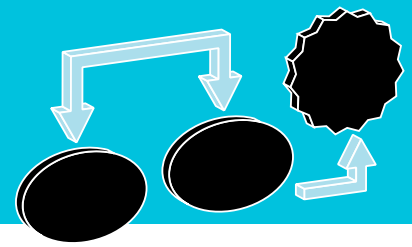
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Introduction

Governing boards of universities and colleges are facing an unprecedented tidal wave of change that is creating new opportunities, risks, innovations, and disruptions within and beyond the confines of their campuses. A board's ability to be both reactive to these changes and proactive in response will require that they not only have the right members, but that they also have the right committees doing the right work. The report of AGB's National Commission on College and University Board Governance, "Consequential Boards: Adding Value Where It Matters Most," recommended that college and university governing boards adjust their oversight function to focus more on the strategic issues of greatest consequence to the institution and less on day-to-day management and operations. To do so, boards will need to assess their current committee structures to ensure that they are producing optimal opportunities for engagement, yielding strategic discussions and decision making on topics that matter most to the institutions they serve.

The infrastructure of most college and university governing boards traditionally includes board committees that are designed to suit the needs of the institution or system. It is often through these committees that the board conducts most of its work. As a tool for effective governance, committees are a useful vehicle to divide the work of the board, provide opportunity for deeper understanding of specific areas or issues, leverage various board members' expertise, and maximize engagement of individual board members.

Too much board time and attention goes to perfunctory review and routine report-outs, at the expense of a strategic focus on cross-cutting issues and other topics that receive inadequate attention. Most boards spend the majority of their time overseeing institutional operations, typically divided into committees that replicate the administrative reporting areas (academic affairs, finances, facilities, fundraising, and so on).

"Consequential Boards: Adding Value Where it Matters Most," AGB, 2014.

Restructuring Board Committees:

How to Effectively Create Change

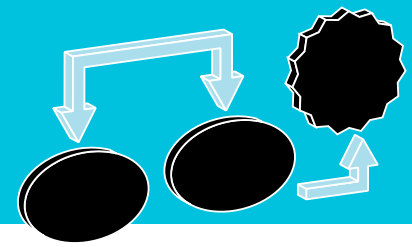
Many boards have completely transformed their committee structures or are considering doing so. In fact, AGB's forthcoming 2016 study of board composition, policies, and practices found that over half of the boards of independent (56.6 percent) and public (51.4 percent) institutions and systems have significantly restructured their committees in the past five years. This restructuring has included a range of changes, from eliminating to combining and adding committees. What's more, for some boards, the process of restructuring has included more than just overhauling their committees; some have made comprehensive changes to their committee schedules and the board's size in tandem with their committee changes.

To understand the rationales, processes, and outcomes associated with these changes, AGB interviewed key board members, staff, and administrators from 19 colleges, universities, and systems whose boards had recently rethought their committee structures. We found that boards typically engaged in a multi-step process that began with an assessment of their current board structures in relation to the future needs of their institution or system. That was followed by the development of a comprehensive proposal for change that resulted in a partial or complete redesign of their committees. Through our interviews, we also identified the key steps that defined this process of change, the various committee structures that emerged, and suggestions for how others might successfully undertake a similar effort.

Impetus for Change

Why are so many governing boards transforming their committee structures? What is the impetus for change? The truth is that boards undertake restructuring for multiple reasons. At the root, however, is often a desire to improve governance in order to better address the institution's or system's strategic issues. By looking inward, boards can assess whether they have the right infrastructure, tools, and key players. Beyond these pragmatic reasons, many of the boards AGB studied had internal and external drivers of change that influenced the board's decision to rethink its structure. Some of those drivers were individuals, while others were policies, legislation, or new strategic plans.

Not surprisingly, many of the individuals initiating the process to redesign the board's committees were board chairs and presidents or chancellors. They initiated important conversations about modifying the governance structures of the board, often against the backdrop of a new strategic plan. These individual drivers of change ultimately shaped the process and end result of the board committee restructuring. In addition to internal influences, in some cases external influences from entities such as the legislature or governor motivated boards to rework their committees to reflect new state priorities.



Before a board embarks on a journey to reorganize its committees, it is vital to ask the questions, why are we doing this and why now? Understanding the drivers for change is as important as having the right process of change. If initiated for the wrong reasons or at the wrong time, or just simply for the sake of change, the restructuring effort may not prove to be beneficial.

External Influences *The Nevada System of Higher Education*

When the state legislature in Nevada proposed a bill that would split the Nevada System of Higher Education board into two separate boards, one specifically for community colleges and the other for four-year institutions, the board decided to proactively add a standing committee devoted to community colleges, to be staffed by a vice chancellor for community colleges. This addition enabled the board to continue some of its existing work and projects for community colleges and to initiate new strategies. One specific strategy for the new committee was to highlight and better promote longstanding relationships between the community colleges and many local industries through the creation of locally empowered community advisory boards for each college. As a result of all of these efforts, the system board was not split in two.

Strategic Planning *The Citadel*

The Board of Visitors (BOV) for The Citadel in South Carolina decided to restructure its board committees to align better with the institution's *2012–2018 Strategic Plan to Promote Leadership Excellence and Academic Distinction—LEAD 2018*. As a result, the BOV went from having 11 very traditional board committees to only five committees focused on strategic areas: communications and community relations; education and leadership development; operations and risk management; strategy, vision, and governance; and executive committee. Each committee has measurable goals that are directly associated with the strategic plan. The result was much more focused, strategic discussions at board meetings.

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Restructuring Board Committees:

How to Effectively Create Change

Initiating Change: Assessing Current Board Committee Structures

Different governing boards look and function differently. Boards of public and independent institutions are quite dissimilar, one from another, but even within these sectors, boards vary according to state requirements, history, culture, and habit. Given this wide variation, there's no definitive way to restructure a board. However, the process should be well thought out from start to finish to ensure that the intended outcome is achieved. Many of the boards AGB studied started with a thoughtful assessment of their current structure, including the number and focus of their committees, committee meeting schedules, and even the size of the board. As a result, they were able to identify what they believed to be the barriers to effective governance and full board engagement. At the root of the problem for many boards was a series of challenges, ranging from board composition to board procedures.

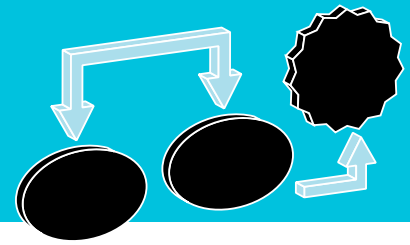
Board Size and Number of Committees

Two of the most common issues to emerge from many boards' assessments of their committee structures were board size and the number of board committees. Several boards reported being too large to work effectively or having too many committees. In both circumstances, the numbers of people and committees made it difficult to prioritize and address the most salient strategic issues. Boards that are either too large or too small can be under-engaged

or stretched too thin to do important work. By assessing how the board's size and the number of its committees influence one another, several institutions were able to downsize their boards and identify the right number of committees to produce ideal engagement to address the needs of their institution or system. Because board size and the number of committees greatly influence how well a board functions and how effectively its committees respond to the most important issues affecting the institution, this right-sizing approach can be particularly helpful for boards considering why and how to restructure.

Number of Board Committees *Wofford College*

When the board of Wofford College in South Carolina assessed its structure, the members realized that they had too many committees. With a total of 14 committees, each of the 31 board members served on three, making it impossible to have concurrent committee meetings. As a result, they put together a task force to streamline the total number of committees so that they mirrored the recommendations of the institution's new strategic vision, which included: educating superior students, preparing exemplary leaders and citizens, recruiting and retaining talented students, strengthening the community, and enhancing the college. The board hoped to implement the recommended reorganization by fall 2015.



Types of Board Committees

Within AGB's sample, several boards reported that, prior to the restructuring process, they had a traditional committee structure organized around administrative areas such as academic affairs, finance, facilities, development, audit, and student life. Although the issues addressed by these traditional committees are important, several boards recognized that matters of significance often fell between the domains of committees and, as a result, sometimes went unaddressed. Issues such as online learning, changing student demographics, reallocation of resources, calls for greater transparency and accountability, and the creation of branch or international campuses require a board structure that allows meaningful discussion and decision making. Boards wishing to be more nimble and responsive to emerging issues found that changes in committee type created that opportunity.

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Types of Board Committees Delaware State University

Like many boards, Delaware State University's board had a traditional committee structure that included seven standard committees such as audit, trusteeship, and educational policy. Through an assessment of how this structure functioned for the board, they realized that it created few opportunities for them to engage in the most important strategic issues facing their institution and could potentially lead to micromanagement if the board focused solely on operations. As a result, they have developed a new committee structure with an eye on key institutional issues and are in the process of moving from seven to three committees: sustainability, student success, and all other issues. With this impending change, they also considered which administrators or staff would support each new committee. In addition, they recognize that they may eventually need to recruit board members with broader skill sets or who can be comfortable with the cross-cutting topics each committee will address.

Restructuring Board Committees:

How to Effectively Create Change

Board Meeting Schedules and Agendas

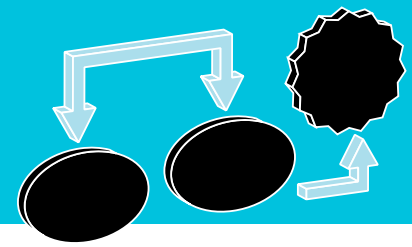
The schedules and agendas for board and committee meetings can pose significant challenges to board member engagement and to the logistics of board meetings. Whether the committees meet weeks in advance of the full board meeting or just hours before greatly depends on the institution or system and the composition of its board. However, all concerned should have a clear understanding of the ramifications of both options as a board begins to rethink its structure. In our study, several boards had a committee meeting schedule that created challenges for effective engagement, in some cases favoring local board members and disadvantaging those who had to travel longer distances to attend meetings. The committee restructuring process for most boards resulted in the adjustment of committee meeting times and frequency so that board members could be more effectively engaged. In addition to reconsidering their meeting schedules, some boards also realized that committee agendas were too often overloaded with staff reports, leaving little time for strategic discussions. For these boards, the redesign process included rethinking committee meeting agendas and the role of the staff or administrators. The goal was to create opportunities for active engagement of committee members.

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Committee Agendas *Azusa Pacific University*

A series of factors, including the institution's new strategic plan and AGB's report, "Consequential Boards: Adding Value Where It Matters Most," led the board of Azusa Pacific University in California to redesign its committees. The board chair appointed a task force to examine the board's structure; it found that board members felt their meeting agendas did not provide enough time for the board to focus on its most important work. As a result, the board worked to limit the number of reports that were presented at both full board meetings and committee meetings. To increase engagement, they explored a "flipped classroom" model based on a 2015 *Trusteeship* article by Cathy Trower, "Flipping the Boardroom for Trustee Engagement: Why and How."¹ Reports were provided prior to board and committee meetings so that time could be used to discuss issues rather than listen to reports.

¹ Trower, Cathy. "Flipping the Boardroom for Trustee Engagement: Why and How," *Trusteeship* (March/April 2015).



Scheduling and Strategic Planning *The University of North Texas System*

The University of North Texas System began reevaluating its board's committee structure following a board retreat in 2014. They recognized that certain key issues such as strategic planning did not have a committee home. As a result, they created one new committee, *strategic and operational excellence*, to address strategic plan oversight, institutional efficiency and productivity, shared services, and customer service, among other topics. As part of their committee restructuring, they also modified the meeting schedule for their board committees so that each committee could meet twice during the full board meeting, once for a strategic discussion and once for business. And they developed an annual calendar for each committee and created committee charters that included guiding questions about the types of issues they were to undertake. All of these changes were designed to deepen board understanding and enhance discussion of key institutional issues.

The Process of Creating Change

Identifying the reasons for change and assessing the barriers to effective board governance are essential steps in restructuring a governing board's committees. However, the process of creating change is just as important. Boards that recognize they have the *wrong* number or types of committees must be able to identify the *right* number and types they need. Among the boards that AGB studied, this process often took from one to several years to implement fully.

Researching Best Practices

Restructuring a board can be daunting, especially if the board has never undertaken a major change. Some board leaders seized the opportunity of restructuring to conduct their own research into peer institutions that had done so successfully. They hoped not only to identify best practices but to understand how to create effective board change. This research provided some board leaders with the needed stimulus for engaging their boards in rethinking how their committees could work better for them. For others, it helped by identifying initial steps in the process of restructuring their committees.

Other board leaders relied on consultants or other resources on board engagement, transformative change, and strategic decision making to inform their initial thinking about how to restructure their boards.

Restructuring Board Committees:

How to Effectively Create Change

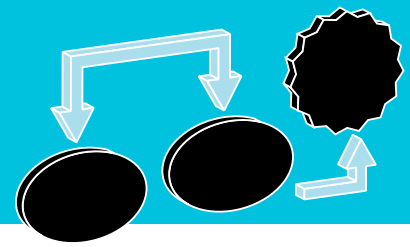
Models of Change *Warren Wilson College*

When the president and board leaders of Warren Wilson College in North Carolina decided they needed to restructure the board to create more effective engagement among its members, they studied the case of Vermont's Middlebury College, which revised its governance structures in 2013. The intention was not to replicate their model, but to understand the process of change, from determining the committees their board needed to gaining buy-in for change from the entire board and other relevant stakeholders, including senior administrators. As a result, the Warren Wilson board created two sets of committees: administrative/core committees and strategic/direction-setting committees. Among the new set of strategic committees were strategy, resources, and innovation and risk. During the process of restructuring, the board also conducted a survey to gauge their views about the committee changes and to garner any additional feedback.

Creating Vehicles for Change

Intentional change requires intentional planning. Boards that were able to reorganize successfully approached the process as a thoughtful endeavor that required clear strategy and timelines, among other important factors. Many institutions formed ad hoc committees or task forces to undertake the heavy work of creating a formal plan and recommendations to restructure their boards. Other institutions designated the trusteeship committee or governance committee as the owner of this process. These designated groups or vehicles for change, often led by the board chair, conducted much of the initial work, including the assessment of the board's existing committees and additional background research. Though these groups were leading the process, they also engaged the larger board in discussions about change to gather their feedback, suggestions, and concerns. While most boards found their members to be supportive of the need for restructuring, in some instances, concerns emerged about either process or outcomes. As expected with any process of major change, there may be some dissent from a few or many board members. It's important for board leaders to anticipate these concerns and to build a strategy for inviting and considering the full range of viewpoints.

Identifying the reasons for change and assessing the barriers to effective board governance are essential steps in restructuring a governing board's committees.



Ad Hoc Committees *Abilene Christian University*

Following the adoption of new governance principles, the board of Abilene Christian University in Texas undertook a comprehensive study of its committee structure. An ad hoc committee started from ground zero and wiped the slate clean. The key question the committee explored was, what committees do we need in order to do our job? The members of the ad hoc committee also educated themselves about committee charters and debated the purposes of each committee they considered. In the end, through the work of the ad hoc committee and board leadership, the board downsized from 10 committees to five: audit, governance, board development, compensation, and core constituents.

As expected with any process of major change, there may be some dissent from a few or many board members. It's important for board leaders to anticipate these concerns and to build a strategy for inviting and considering the full range of viewpoints.

Formalizing Change

One other important component of the process of board restructuring is formally implementing the proposed changes. Almost all of the boards AGB studied formally implemented their board restructuring through revisions to their bylaws and other important governance documents, including committee charters.

Trusteeship Committee *Lakeland College*

The board of Lakeland College in Wisconsin decided to make a deliberate change in its committee structure to better align with the institution's 2013 comprehensive strategic plan. To do so, the trusteeship committee undertook the task of reviewing, discussing, and revising the board's committee design in collaboration with the then-interim president. The result was six new committees: finance/infrastructure/administrative innovations, enrollment and retention, external and community relations, audit, trusteeship, and human capital. Along with these changes, they also had to review or draft each committee's charge and assess its composition. The board now reports that its conversations are much more strategic, with a less managerial focus.

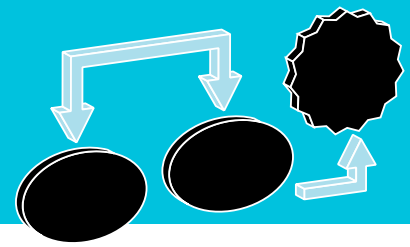
Outcomes of Change

Once a board has laid the initial groundwork for restructuring its committees, the next step is identifying the right committees to help the board accomplish its goals and get its work done. There is rarely a roadmap for this because every board—and the institution it serves—will have different needs and goals. Board committees must be created and established with a number of considerations in mind: the institution’s mission, the board’s responsibilities, the role of staff or administrators who support the committees, and the strategic issues of most importance for the college or university.

The boards AGB studied made significant changes to address their needs. Some opted for a complete overhaul—the blank slate approach—while others modified the number or configuration of their existing committees, a more incremental approach. For most of the boards AGB studied, the strategic plan was the primary point of reference, not only to explain why they needed to restructure but also to help guide how they would do so. Among the top strategic issues that drove how boards reorganized their committees were student success, enrollment, online education, technology, finance, and strategy. While these are not new issues for most institutions, the changes in board size, number and focus of committees, agendas, and meeting schedules resulted in increased board engagement with the topics as well as better use of board members’ time and expertise. While earlier highlighted case studies focused on the process of change, the following are examples of the outcomes once changes were made to committee structures.

Examples of Change:

- ▶ The board of the *University of North Carolina at Greensboro* wanted to align the work of its academic and student affairs committee with the finance committee so that financial decisions and academic decisions would not be made without consideration of the implications for both. After a period of study, it formed a new educational quality and fiscal affairs committee. The cross-pollination of the two issues yielded more robust conversations and greater understanding within the board about the cost of academic programming, among other topics.
- ▶ *Southern New Hampshire University* cut the size of the board in half (from 26 to 13) and eliminated all but three core committees (governance, audit and compliance, and executive) so that the board could operate as a committee of the whole. The result was more strategic and focused discussions. Having a smaller board also allowed them to increase the number of board meetings from two to three and move their meetings around geographically. As a result, board members and the president are more engaged, and all of them are pleased with the change.
- ▶ The new strategic plan of *Saint Joseph’s College* in Maine was an important driver in why and how the board reorganized its very traditional committee structure. Now the board has seven new committees: strategic directions, finance, student life and learning, college environment, audit, mission and legacy, and executive. Integral to the restructuring was also a revamping of the board meeting



schedule. Now the committees meet the day before the full board meeting instead of several weeks before, as had been the case. This was done to ensure that board members who were not local to the institution could attend these committee meetings in-person without as much disturbance to their professional calendars. With these changes, they anticipate greater engagement from board members and more consequential board work and decision making.

- ▶ *Aquinas College* in Michigan reduced the size of its governing board by more than half (from 37 to 15) to increase board engagement and to separate out certain non-governance functions from their board work. They were able to do so by creating a separate foundation board that allowed them to split some of the board's fundraising functions from its governance functions. Based on expertise and interest, they were able to place members on the board that best suited them. Once they reduced the size of the governing board, they also reduced the total number of committees from eight to three: finance, strategic directions, and trustee development. As a result, it's been much easier to engage the entire board at all times.
- ▶ Like many of the institutions AGB studied, the change in committee structure at *Utica College* in New York was driven by a new strategic plan. The process resided with the trusteeship committee, which oversaw all changes. The Utica board now has three major standing committees: educational experiences and programs, finances and resources, and advancement/enrollment and marketing. The

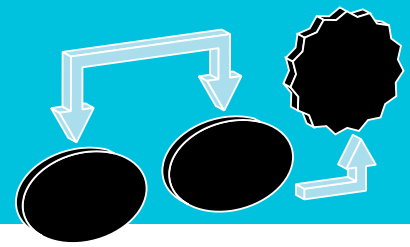
committee on educational experiences and programs also includes a "half committee" that divides the larger committee into two sessions: academic life and co-curricular life. Half of the board members who serve on the larger committee participate in both sessions, so that a core of the total committee membership is learning about, discussing, overseeing, and making policy decisions for both the academic and co-curricular life of the college. The Utica board is no stranger to change. There is a culture of flexibility on the board and within the administration. The board restructured its committees over a decade ago and has made ongoing revisions to its bylaws to keep up with changes that help them work smarter.

- ▶ In an effort to address the increasing importance of online education, the board of *New York University* (NYU), with support from the faculty and president, decided to create an online education committee. The committee began with ad hoc status, meeting with a faculty committee to better understand what was already being done on campus and to develop a series of recommendations about the future of online education at NYU. The committee later became a formal standing committee, and this change was built into the board bylaws. Throughout the process, the committee stayed very engaged with the faculty and was able to leverage the expertise of board members from the tech sector.

Restructuring Board Committees:

How to Effectively Create Change

- ▶ *The University System of Maryland (USM)* takes an organic approach to redesigning committees. As issues become more or less important, the board changes its committees accordingly. For example, the committee on education policy was augmented to include issues on student life because emerging issues overlapped in the two areas. The board also recently created a committee on economic development and technology commercialization to deal with tech-transfer issues. While the decision about which committees to add is often organic, the board follows a formal process to implement any changes to its committee structures. In recent years, the new committees that were established started as work groups or task forces. As the work of these groups evolves, the board of regents determines whether the work group or task force should become a formal standing committee, which is established in the bylaws. This process has enabled the board of regents for USM to add new committees when needed but only if there is a justifiable amount of work for that committee to do.
- ▶ *Gustavus Adolphus College* in Minnesota reorganized its existing board committees into three major groups—board governance, institutional mission, and institutional resources—in the process creating a board that was much more strategic. Within each group are four committees, for a total of 12. The three major groups comprise board members and senior staff, but the 12 committees include a mix of board members, senior staff, faculty, and students. The committees meet one month in advance of the full board meeting, and the three groups meet at the board meeting and report back on the work of the committees within their group. Although this change did not result in fewer committees, it has resulted in a more much strategic board and has allowed more participation by board members.
- ▶ *Moravian College* in Pennsylvania has three boards: one for the undergraduate college, one for the seminary, and a joint board that combines the two. When administrative and trustee leadership changed, there was interest in assessing the boards' structures and in optimizing the time and work of all three boards by better defining their responsibilities. One of the other primary goals was to reduce the size of the joint board from 50 to a smaller, more manageable number so that it could be more effective. This was done to gain better efficiencies of time while promoting a more streamlined body with heightened engagement and oversight.
- ▶ Historically, the board of trustees for the *University of Arkansas System* did not use a committee structure, opting instead to work as a committee of the whole. However, in recent years, the board wanted to create committees in response to new, complex issues that emerged among some of the institutions within the system. There are now seven committees: distance education and technology; two-year colleges and technical schools; joint hospital; audit and fiscal responsibility; buildings and grounds; athletics; and agriculture. Since they've restructured, the board works more often through the committees, with an end result of more productive and focused discussions.



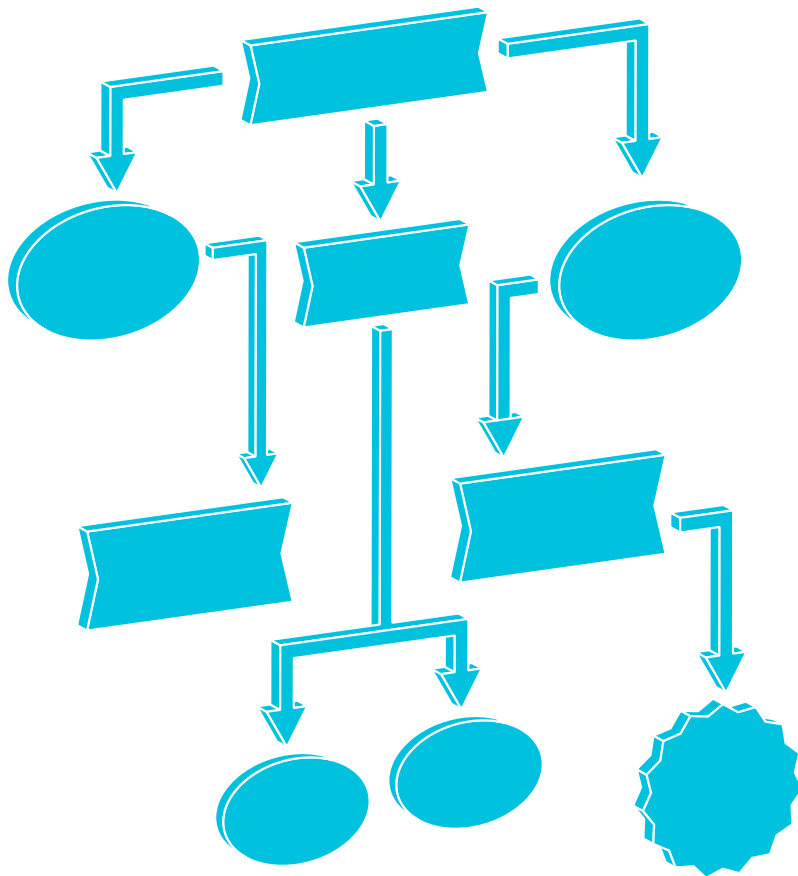
Those charged with driving this kind of structural change should consider the following questions before taking action:

- ▶ Why should the board restructure its committees? What problem will be solved with a change in how we do our work?
- ▶ Is the time optimal for our board to rethink how it is structured, its size, how it spends its time in meetings, and how it accomplishes its goals?
- ▶ Who will lead the process? Do we have an existing group for this work, or do we need to create an ad hoc group?
- ▶ How will we get the buy-in of the entire board, especially if there is a perception of “winners and losers” as a result of proposed changes?
- ▶ What will be the effect of proposed changes on stakeholders? What will changes to board committees mean to our senior staff who currently support our committees? What about any students, faculty, or others who participate in our committees as they are currently structured?
- ▶ What changes do we need to make to our committee structure, and will these changes support the mission and needs of the institution or system?
- ▶ What are the intended outcomes from the process of restructuring our board committees?

Conclusion

The movement among many boards to redesign their committees and other components of their structure is gaining steam, particularly as colleges and universities face increasingly complex and cross-cutting issues. The findings from this study confirmed that, much like any other major reform the board considers, a well-planned and executed process is imperative for a board restructuring of any magnitude.

For most of the boards that restructured their committees and other board components, one result was greater engagement among all board members. That, in turn, yielded more productive discussions. Better committee structure and agendas also resulted in a deeper understanding of critical topics, better decision making, and more effective meetings. An indirect benefit of restructuring board committees was that it focused the board on key policy issues instead of managerial topics, and it helped members to better understand their fiduciary role.



Restructuring Board Committees :

How to Effectively Create Change

AGB ASSOCIATION OF GOVERNING BOARDS OF UNIVERSITIES AND COLLEGES

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Summary of FY 2021 - 2023 Biennium Collective Bargaining Changes

BU	Headcount	Salary Adjustment	Reopener	EUTF	Status
01 (UPW)	~510	0% first year of contract	Reopener on salaries for second year of contract	<ul style="list-style-type: none"> • Employer's contribution = dollar amount equivalent to 60% of HMSA 80/20 plan • Dental: Employer pays 60% 	Ratified; Legislature appropriated funds
02 (HGEA)	~13	0% first year of contract	Reopener on salaries for second year of contract	Same as Unit 01	Ratified; Legislature appropriated funds
03 (HGEA)	~568	0% first year of contract	Reopener on salaries for second year of contract	Same as Unit 01	Ratified; Legislature appropriated funds
04 (HGEA)	~40	No agreement	--	--	Next meeting of parties on May 14, 2021
07 (UHPA)	~4,363	0% first year of contract; 0% second year of contract	No re-opener	Same as Unit 01	Ratified; Legislature appropriated funds
08 (HGEA)	~2,468	0% first year of contract	Reopener on salaries for second year of contract	Same as Unit 01	Ratified; Legislature appropriated funds
09 (HGEA)	~9	No agreement	--	--	No update at this time
10 (UPW)	~2	No agreement	--	--	No update at this time

Committee on Personnel Affairs and Board Governance

Annual Review for the 2020-2021 Academic Year

	Committee duties per bylaws	2020-2021 Committee Goals and Objectives	Projected Accomplishments			
			1 st Q Jul-Sept	2 nd Q Oct-Dec	3 rd Q Jan-Mar	4 th Q Apr-Jun
1	Review and consider policies and practices relating to university personnel.	Presentation of Board Office Emergency Response Plan (8/6/20)	X			
		Reviewed personnel policies (2/4/21)			X	
		Reviewed Faculty Workload Assignments – Joint Meeting with ASA (1/7/21)			X	
		Retitled VP for Academic Planning and Policy to VP for Academic Strategy and associated amendment to RP 2.201, Officers of the University of Hawai'i (2/4/21)			X	
		Received Executive and Managerial (EM) Compensation Update (11/5/20)		X		
		Recommended Board approval of temporary salary adjustments (reductions) for EM positions that report to the Board (11/5/20)		X		
2	Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.	Received annual report on Regents Policies (11/5/20)		X		
		Reviewed board bylaws (pending 5/6/21)				X
3	Ensure board education and board member development is provided for board members.	Discussed Board member education and development, including orientation for new Regents (pending 5/6/21)				X
4	Provide recommendations to the board regarding best practices for board effectiveness.	Reviewed committee structure (pending 5/6/21)				X
		Shared governance (plan for next academic year)				
		Board self-assessment (plan for next academic year)				

5	<i>Committee Governance</i>	Reviewed committee work plan (8/6/20)	X			
		Reviewed committee's work for the year (pending 5/6/21)				X