

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

Members: Regents Moore (Chair), Westerman (Vice-Chair), Bal, Haning, and Wilson

Date: Thursday, August 5, 2021

Time: 9:30 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 May 6, 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. Committee Work Plan

B. Update on Office of the Board of Regents Emergency Response Plan

C. Discussion on Board Member Education and Development

V. Adjournment

For disability accommodations, contact the Board Office at 956-8213 or bor@hawaii.edu.
Advance notice requested five (5) days in advance of the meeting.

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

MAY 6, 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

Chair Robert Westerman called the meeting to order at 11:46 a.m. on Thursday, May 6, 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 Randy Moore; Regent Alapaki Nahale-a (ex officio committee members); Vice President (VP) for Administration Jan Gouveia; VP for Community Colleges Erika Lacro; VP for Legal Affairs/University General Counsel Carrie Okinaga; VP for Research and Innovation Vassilis Syrmos; VP for Information Technology/Chief Information Officer Garret Yoshimi; VP for Budget and Finance/Chief Financial Officer Kalbert Young; UH-Mānoa Provost Michael Bruno; UH-Hilo Chancellor Bonnie Irwin; 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 February 4, 2021, committee meeting, seconded by Regent Bal, and the motion carried with all members present voting in the affirmative.

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. Review of Board Bylaws (Bylaws)

Board Secretary Oishi explained that the responsibilities of the committee include ensuring that the Bylaws are reviewed on a regular basis. Although this periodically occurs at the individual committee level within the context of examining a committee's scope and responsibilities, it was noted that a comprehensive review of the Bylaws has not occurred since February 28, 2019, which was also the last time they were amended. As such, the Board Office conducted a cursory review of the general provisions of the Bylaws and recommended several housekeeping amendments.

Regent Wilson asked whether the changes highlighted on the marked-up copy of the Bylaws provided in the committee materials were the housekeeping amendments being proposed by the Board Office. Board Secretary Oishi responded in the affirmative.

Chair Westerman stated that the proposed amendments, while merely housekeeping in nature, should be adopted so that the Bylaws accurately reflect the appropriate statutory and administrative rules provisions that are applicable to the board.

Regent Wilson moved to recommend board approval to adopt the identified housekeeping amendments to the Bylaws, seconded by Vice-Chair Acoba, and the motion carried with all members present voting in the affirmative.

B. Discussion on Board Member Education and Development, Including Orientation for New Regents

Board Secretary Oishi stated that a responsibility of the committee is to ensure that board members are provided with educational and development opportunities. She noted that the Board Secretary typically coordinates these efforts and gave an overview of the educational and development opportunities and resources made available through the Board Office.

The Board Office, in conjunction with the President and administration, also conducts orientation sessions for incoming Regents. Board Secretary Oishi reviewed some of the topics included in the orientation sessions and solicited feedback from Regents on any additional topics that might be useful for incoming board members.

Regent Wilson suggested that Regents be allowed to furnish information to the Board Office on topics that they believed would be helpful for the orientation of new Regents. Chair Westerman concurred with this suggestion.

Regent Moore stated that it would be helpful if incoming board members could receive an orientation from the Board Office prior to being officially sworn in as Regents on July 1 and asked whether this would be possible. Board Secretary Oishi replied that orientation for incoming board members was currently scheduled to begin in June.

Discussion occurred on a number of topics and issues that may be helpful in addressing the educational development of current board members, as well as for the orientation of new board members, including the use of interactive technology to access

educational resources and seminars that are already made available through organizations such as the Association of Governing Boards of Universities and Colleges. It was also suggested that educational development sessions covering various topics be placed on each board agenda in the future.

C. Review of Committee Structure

Regent Moore stated that he conducted a review of the board's committee structure in relation to the committee structures of boards at 12 flagship universities in the western United States, reviewed the process used in conducting this review, and prepared a report of his findings which is included in the committee materials for the edification of the committee. He highlighted a number of items contained in the report noting that the median number of members on the university boards that were reviewed was between 10 and 11 and that the median number of board committees was four. The current composition of the UH board is 11 members and seven committees. He suggested that reorganizing the board's current committee structure into four subject matter committees would allow for more time during committee meetings for Regents to deepen their understanding of significant issues. Additionally, the content of committee meetings could be refined to strike a balance between addressing the strategic direction of the university and key policy issues with items that are more managerial in nature.

The committee engaged in robust discussion offering various perspectives and considerations on the structure of the board's committees. It was noted that discussion is occurring at the national level regarding the changing landscape of higher education that is prompting a number of university boards to reimagine board and university governance, and that this is an opportune time to review the board's committee structure. Several regents agreed that there should be an objective with regard to the constitution of committees and that committees should be purposeful and policy-oriented. It was emphasized that the board should not lose sight of the needs of the university and Hawaii, which may be unique in comparison to other states.

The issue of the university's role as an indigenous-serving institution was raised and it was suggested that a committee or group be considered to focus on this responsibility, irrespective of the direction the board takes with regard to its standing committees. The importance of Hawai'i's unique location in the Asian-Pacific region was also highlighted as a factor for consideration.

It was also observed that committees should be viewed from the perspective of how they help the board in supporting the university and solving problems. An example was given of how a committee was formed as a result of an incident that occurred in the past, but that assessments should be conducted as to whether a continued need still exists. It was also noted that committees receive a number of reports which could be shared via other means if they are not directly contributing to helping the university move forward.

Several members suggested that the board's committee structure should be discussed at a retreat after the scope of each committee has been assessed, particularly in comparison to the responsibilities as set forth in the board bylaws. It was

also suggested that the alignment of Regents policies and committee responsibilities to the bylaws should be evaluated to determine what is working and what could be done differently.

D. Summary of 2021 – 2023 Biennium Collective Bargaining Changes

Sarah Hirakami, Director of Collective Bargaining and Labor Relations, provided an update on collective bargaining agreement (CBA) negotiations noting that all of the university's current CBAs will expire on June 30, 2021. While CBA discussions for three of the eight bargaining units associated with the university are ongoing, agreement has been reached on new CBAs for the remainder of the bargaining units and employees have ratified these agreements. The Legislature has also funded the ratified agreements. She also reviewed the major terms of each of the agreed upon CBAs including agreement duration, reopener provisions, salary adjustments, and health care contributions.

Vice-Chair Acoba asked if the university has concluded its involvement in CBA negotiations with the public employee representatives. Ms. Hirakami replied that the university's major involvement in CBA negotiations has concluded since agreements have been reached on the primary bargaining units associated with the university. However, the university is monitoring ongoing discussions between the State and counties as an employer group with the bargaining units that have not yet finalized agreements.

Following-up on his previous question, Vice-Chair Acoba inquired as to whether the university would align itself with the Governor's, and thereby the State's, position on the CBAs. Ms. Hirakami replied in the affirmative.

E. Committee Annual Review

Chair Westerman referenced the committee annual review matrix provided in the materials packet noting that the committee was unable to address issues related to shared governance and a board self-assessment. He stated that the committee would plan on addressing these matters during the next academic year after the newly-appointed Regents join the board.

Regent Tagorda suggested including the issue of the role of the university as an indigenous-serving institution be included in orientation or ongoing development in the next academic year.

V. ADJOURNMENT

There being no further business, Regent Bal moved to adjourn, seconded by Regent Tagorda, and with all members present voting in the affirmative, the meeting was adjourned at 12:38 p.m.

Respectfully Submitted,

Kendra Oishi
Executive Administrator and Secretary
of the Board of Regents

Committee on Personnel Affairs and Board Governance
 Work Plan for the 2021-2022 Academic Year

	Committee duties per bylaws	2021-2022 Committee Goals and Objectives	Projected Timeline			
			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 (~8/5/21)	X			
		Review personnel policies		X		
2	Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.	Annual report on Regents policies		X		
		Review board bylaws (in conjunction w/ board self-assessment and following review of committee structure)				X
3	Ensure board education and board member development is provided for board members.	Discussion on board member education and development	X	X	X	X
4	Provide recommendations to the board regarding best practices for board effectiveness.	Discussion of possible board retreat		X		
		Review of committee structure			X	
		Discussion on shared governance		X		
		Board self-assessment				X
5	<i>Committee Governance</i>	Review committee work plan (~8/5/21)	X			
		Review committee's work for the year				X



July 30, 2021

DTS- 959

MEMORANDUM

TO: Randy Moore
Chair, Board of Regents
Chair, Committee on Personnel Affairs and Board Governance

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

SUBJECT: Office of the Board of Regents Emergency Response Plan

BACKGROUND:

In March 2020, the Office of the Board of Regents ("Board Office") and Office of Internal Audit ("OIA") each prepared an emergency response plan ("ERP") that could be used to ensure the continuance of essential operations in emergency situations including but not limited to pandemic situations such as the current COVID-19 pandemic. OIA and the Board Office presented each plan to the Independent Audit Committee and Personal Affairs and Board Governance Committee during meetings held in June 2020 and August 2020, respectively.

This agenda item is an update of the ERP presented to the committee in August 2020. The most significant update relates to the temporary relocation of the Board Office to Hawai'i Hall. A few other clarifications were also made. This item is for information only and does not require action. The Board Office will continue to review the ERP on a routine basis and will update it as needed.

Attachments:
Office of the Board of Regents Emergency Response Plan

**Office of the Board of Regents
Emergency Response Plan
As of 7/30/21**

Office of the Board of Regents
2444 Dole Street, Bachman 209
Honolulu, HI 96822
(808) 956-8213

Note: The Board Office has temporarily relocated to Hawai'i Hall while Bachman Hall is being renovated.

Submitted by:
Kendra Oishi, Executive Administrator and Secretary of the Board of Regents

I. Background and Purpose

The purpose of this plan is to provide a framework and structure for emergency planning that achieves the following objectives:

- Ensures the health and safety of personnel.
- Ensures the Board Office's ability to continue mission critical operations across a range of emergency situations, specifically in circumstances where there is a major threat or impact on the operations or the personnel and facilities of University operations.
- Ensures the continuous performance of the University's mission during and immediately after an emergency.
- Ensures the protection of mission critical facilities, equipment, records, and other assets.
- Reduces or mitigates disruption of University operations, particularly those considered vital to restoration and recovery.

II. Types of Emergencies

Emergencies can be generally categorized as follows:

- **Human-Caused Hazards and Emergencies:** These include situations such as unlawful assemblies resulting in riots; labor strikes; large-scale demonstrations; threats of violence against individuals or groups; utility failures; chemical or radiological accidents; bomb and bio-terroristic threats; shooting incidents; fires; explosions; aircraft crashes; and others.
- **Natural Events and Disasters:**
 - *Meteorological Hazards:* These include storms, hurricanes, waterspouts, tornadoes, and droughts and may threaten any part of the State or the entire State at the same time.
 - *Geological Hazards:* These include earthquakes, tsunamis, and volcanic activity and may occur with little or no warning.
 - *Other Natural Hazards:* These include landslides, mudslides, and forest/brush fires.
- **Threats of a Biological Nature:** These include pandemics and spread of infectious and communicable diseases.

III. Emergency Response and Recovery

Incident response and recovery activities include:

- Determining the level of the emergency.
- Activating recovery plans, including identifying personnel critical to maintaining operations and identifying and protecting significant assets.
- Planning for alternative means of delivering services, e.g. migrating office space to alternative locations, working remotely, etc.
- Providing appropriate communications to Regents, the President, Director of Internal Audit, etc.

A. Emergency levels can generally be classified as follows:

- **Type 1:** an incident that is localized or in a small area and considered minor. Type 1 emergencies:
 - Can be quickly resolved with existing Board Office resources or limited outside help;
 - Has little or no impact on personnel or normal operations outside the locally-affected area; and
 - Do not require notification of police or other emergency personnel.

Impacted personnel or offices coordinate directly with operational personnel from the UHM Environmental Health & Safety Office, Auxiliary Services, Facilities/Planning, Campus Security, or other units to resolve Type 1 incidents. In certain incidents, the UH Director of Communications will be asked to provide necessary media releases.

Examples: odor complaints, localized chemical spill, plumbing failure, or water leak.

- **Type 2:** an incident that disrupts sizable portions of the campus community and include events that can escalate quickly and have serious consequences for mission critical functions and/or life and safety. Type 2 emergencies:
 - Require assistance from external entities;
 - Necessitates the President or authorized representative to receive intelligence from responding operational departments or from the Campus Security Call Center to determine whether further action needs to be taken; and
 - May entail alerting the President, executive leadership, and State/County Civil Defense, depending on the nature and severity of the emergency.

Examples: building fire or explosion, biological or terrorist threat, major chemical or hazardous material spill, severe windstorm or flooding, and extensive utility outage. Also includes external emergencies that may affect campus personnel or operations.

- **Type 3:** an event or disaster that involves a large part of the campus and its surrounding community with wide-ranging and complex effects. A timely resolution of disaster conditions requires campus-wide cooperation and extensive coordination and support from external jurisdictions. During a Type 3 emergency:
 - Normal campus operations are curtailed or suspended;
 - The President is notified and the Emergency Operations Center (EOC) and [UH System Emergency Management Plan](#) are activated;
 - State/County Civil Defense is notified and communications opened; and
 - UH System EOC members and other key personnel are alerted and report to campus and the EOC.

Examples: hurricane, tsunami, major earthquake, major flood, other potential mass casualty events, and pandemics.

Type 3 emergencies can be further categorized into short-term or long-term emergencies, depending on the nature and severity of the incident. A short-term incident may be a flood or hurricane with minimal property damage, whereas a long-term incident may be a pandemic or natural disaster with severe property damage and which may result in long-term displacement of personnel from the workplace.

B. Board Office Staff, Assets, and Operations:

Staff and Operations:

The Board Office currently consists of the following four permanent full-time personnel:

- Executive Administrator and Secretary of the Board of Regents
- Executive Assistant
- Operations Specialist
- Private Secretary

The Board Office also currently employs one part-time Student Assistant.

The Board Office plays a critical function in coordinating and facilitating the activities of the Board of Regents, serving as a liaison to the University Administration, and maintaining the official records of the Board. The bulk of the work includes, but is not limited to: planning and coordinating Board and committee meetings, including agenda planning and preparation, logistics planning, scheduling travel, review and compilation of meeting materials, processing testimony, and following up on action items and requests; coordinating meetings for Regents related to board business; preparing and reviewing minutes, policies, meeting materials, and other documents; reviewing and maintaining Regent Policies; responding to internal and external inquiries and requests; and keeping Regents apprised of the activities of the University.

For purposes of meeting the objective of continuity of mission critical operations, all four permanent full-time personnel are deemed necessary and critical to sustaining operations. The Student Assistant assists the Operations Specialist and Private Secretary with administrative functions and are not considered necessary and critical to sustaining

operations; in their absence, their responsibilities would be absorbed by the Operations Specialist and Private Secretary.

Assets and IT Support:

The Board Office's most significant assets after its personnel are its records and files. Maintaining records and files of the Board is one of the primary functions of the Board Office. Files are maintained both electronically and in hard copy. The Board Office has decades-worth of hard copy files of board actions and correspondence, which it is in the process of digitizing. More recent records are in both hard copy and electronic form. At least 12 years-worth of meeting materials are in digital form, meeting agendas and minutes dating back to 1980 are available on the public website and in digital form, and some meeting records prior to the 1980s have been digitized.

Electronic files are stored on a University server (i.e. not on an individual computer) located in a different building from the Board Office and maintained by the IT Department, including weekly backups and security protection. These files are easily accessible remotely via a secured connection that was set up with the assistance of the IT Department. All computers have required anti-malware software installed and updated. The Board Office works closely with the IT Department on a regular basis in maintaining the Office's technology needs, as well as for support with public Board and committee meetings.

C. Planning for Alternative Means of Delivering Services:

Working Remotely:

The Board Office is equipped and prepared to work remotely, and can generally do so with little notice. Each permanent Board Office staff has a work-issued laptop, internet access at home, and remote accessibility to shared files. Conferencing tools such as Zoom and Google Hangouts can be used to facilitate communication both internally and externally. The Board Office does not anticipate any additional costs to acquire resources other than routine replacement and maintenance of technology equipment and software. The University's IT Department is generally able to provide support in order for the Board Office to operate remotely. (Note that this may not be the case in the scenario of a natural disaster where there may be limited electronic accessibility.)

While working in the office is more efficient with respect to working collaboratively and having access to hard copy files, the Board Office can still function effectively working remotely. The University Administration has adapted its processes to allow for electronic processing of materials transmitted to the Board Office.

Natural Disasters and Short-Term Disruptions:

In a natural disaster situation or other short-term disruption where roads and other infrastructure may impede personnel from getting to work or where it may not be safe to commute, the Board Office treats Executive/Managerial employees as "essential." Typically, the Executive Administrator will attend to any business that needs to be conducted on days when employees are granted administrative leave, and the Executive

Assistant serves as backup on an as-needed basis. It is important to note that the term “essential” has a different connotation in different contexts; prior to the COVID-19 pandemic in 2020, it used to be more of a term of art.

Other Emergency Situations:

There are a number of other emergency scenarios including active shooter, medical emergencies, suspicious package, fire, chemical spills, civil disturbances, bomb threats, and utility failures. These types of situations are of a nature where personal safety is the highest priority and may require responses such as shelter-in-place or evacuation. UH Mānoa has an [Emergency Response Guidebook](#) and the Board Office has Emergency Preparedness Procedures to provide guidance for these scenarios. The Board Office has also participated in training and activities such as lockdown exercises.

The Board Office has temporarily relocated to the 1st floor of Hawai'i Hall while Bachman Hall is being renovated. Note that the 1st floor of Hawai'i Hall is below ground level and requires stairs or an elevator to access. Renovations are anticipated to be completed by June 2022. Hawai'i Hall is open during regular work hours; during non-work hours, the building is only accessible for those with an entry code. Although the Board Office has only one accessible point-of-entry, it is located in a hallway with multiple exits in the event of an emergency. There is an elevator that may be used by disabled individuals in the event of an emergency as long as there is no service disruption. The vast majority of visitors to the Board Office are Regents or University employees.

D. Communication:

In cases of emergencies that occur during non-work hours or when one or more people are out of the office, the Board Office Communication Tree shall be utilized. The Executive Administrator will prioritize the health and safety of the Board Office staff and will consult with the Board Chair as appropriate, particularly in matters where operations are severely impacted or where there is imminent harm and/or risk, and will notify Regents as necessary and appropriate. The Executive Administrator will coordinate with the Director of the Office of Internal Audit, which is administratively attached to the Board Office. The Director of the Office of Internal Audit (IA) will be responsible for notifying IA staff of emergencies.

The Executive Administrator is in regular contact with the President and Officers during weekly Officers meetings, daily conference calls during emergency situations such as hurricanes and pandemics, and on an individual as-needed basis. Provided that there is no interruption to cellular service or internet connectivity, communication should not be a barrier.

IV. Other Issues

Other operational and financial impacts to the Board Office resulting from a business disruption include the following:

A. Financial

A short-term (several days to a few weeks) business disruption should have minimal financial impact. Full-time staff would remain intact with the possibility of furloughing Student Assistants. A long-term (excess of one month) business disruption may have a significant financial impact if accompanied with a decrease in funding. In addition to possible Student Assistant layoffs, cost-cutting measures may include reducing travel expenditures and purchases of supplies and equipment.

Board Office staff are exempt and at-will employees, with the exception of the Operations Specialist who is an APT position. In instances where actions may need to be taken as a result of severe financial impacts, such as personnel actions and budget and salary reductions, the Executive Administrator will consult with the Board Chair on how the office would operate and where adjustments could be made while continuing to meet the basic operational needs of the Board and the University.

B. Insurance

The Board Office's activities and property are insured by the University.

C. Emergency Supplies

The Board Office is equipped with supplies for basic emergencies and would call for assistance for more severe emergency situations.

Item IV.C.

Discussion on Board
Member Education and
Development

NO MATERIALS