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**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, May 5, 2022

**Time:** 9:30 a.m.

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

**See the Board of Regents website to access the live broadcast of the meeting and related updates: [www.hawaii.edu/bor](http://www.hawaii.edu/bor)**

**AGENDA**

- I. Call Meeting to Order**
- II. Approval of Minutes of the December 2, 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](mailto:bor.testimony@hawaii.edu), U.S. mail at 2444 Dole Street, Bachman 209, Honolulu, HI 96822, or facsimile at (808) 956-5156.

Those wishing to provide oral testimony virtually may register [here](#). Given the constraints with the format of hybrid meetings, individuals wishing to orally testify virtually must register no later than 7:00 a.m. on the day of the meeting in order to be accommodated. Registration for in-person oral testimony on agenda items will also be provided at the meeting location 15 minutes prior to the meeting and closed at the posted meeting time. 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.

All written testimony submitted are public documents. Therefore, any testimony that is submitted orally or in writing, electronically or in person, for use in the

public meeting process is public information and will be posted on the board's website.

**IV. Agenda Items**

- A. Recommend Board Approval of Amendments to the Bylaws of the Board of Regents, Article V., Quorum
- B. Discussion on Board Member Education and Development
  - 1. Report on AGB Conference on Trusteeship
- C. Review of Board Committee Structure
- D. Discussion on Board and Committee Agenda Development
- E. Board Self-Assessment
- F. 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**

**DECEMBER 2, 2021**

**Note:** On November 29, 2021, Governor David Y. Ige issued a proclamation related to COVID-19 that temporarily suspended Chapter 92, Hawai'i Revised Statutes, relating to public meetings and records, "only to the extent necessary to minimize the potential spread of COVID-19 and its variants".

**I. CALL TO ORDER**

Chair Randy Moore called the meeting to order at 8:33 a.m. on Thursday, December 2, 2021. The meeting was conducted virtually with regents participating from various locations.

Committee members in attendance: Chair Randy Moore; Vice-Chair Robert Westerman; Regent Eugene Bal; Regent William Haning; and Regent Ernest Wilson.

Others in attendance: Regent Simeon Acoba; Regent Kelli Acopan; Regent Wayne Higaki; Regent Benjamin Kudo; Regent Alapaki Nahale-a; and Regent Diane Paloma (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; VP for Budget and Finance/Chief Financial Officer Kalbert Young; UH Mānoa (UHM) Provost Michael Bruno; 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 Haning moved to approve the minutes of the May 6, 2021, and August 5, 2021, committee meetings, seconded by Regent Wilson, and the motion carried with all members present voting in the affirmative.

**III. PUBLIC COMMENT PERIOD**

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

**IV. AGENDA ITEMS**

Prior to commencing with the agenda, Chair Moore stated that, due to the interrelation between items IV.B and IV.C, discussions on board member education and development and a possible board retreat would occur concurrently.

**A. Annual Report on Regents Policies (RPs)**

Chair Moore explained that the annual report from the Office of the Board of Regents (Board Office) on RPs related directly to one of the four enumerated duties of the committee as set forth in the board bylaws, which is to “Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.”

Regent Acopan arrived at 8:36 a.m.

Board Secretary Oishi provided a report on the review and assessment of RPs being conducted by the Board Office stating that there are currently 119 RPs contained within 12 chapters. Although the administration had been charged with performing cyclical reviews of all RPs every three years, board leadership determined that it would be more appropriate for the Board Office to conduct these reviews given that RPs are the policies of the board. While the process of determining alignment between RPs, Board Bylaws, Hawai'i Administrative Rules, and the Hawai'i Revised Statutes began near the end of 2019, delays were experienced because of a shift in priorities with the onset of the COVID-19 pandemic. The Board Office resumed work on its review of the full set of RPs in early 2021, has conducted a high-level review of these policies, is presently in the process of requesting reviews of each RP by the appropriate administrative liaison, and will recommend suggested amendments to the appropriate committee. Board Secretary Oishi offered preliminary comments and findings as a result of the assessment of all RPs conducted to date and reviewed RPs that had been amended since January 2021; RPs that were currently being reviewed by the administration for possible amendments; and policy reviews that were pending, including those being conducted at the request of the Board Office. A report on the status of the policy reviews, including any findings and recommendations, will be provided to the committee no later than November 2022.

Regent Nahale-a arrived at 8:42 a.m.

Regent Wilson stated his belief that the issue of shared governance should be given due consideration in any examination conducted by the board with respect to amending or updating RP 1.210, which addresses faculty involvement in academic decision-making and academic policy development and was a policy identified by the Board Office in need of further assessment.

**B. Discussion on Board Member Education and Development**

**C. Discussion of Possible Board Retreat Meeting Topics**

Chair Moore explained that he would begin the dialogue on these two matters by first discerning whether there was a desire to hold a board retreat, and if so, determining when a retreat should occur. Discussion ensued on the various reasons for holding a

board retreat, as well as the value such a retreat would have in ensuring that regents are provided with continuing education and professional development, which was one of the responsibilities of the committee as set forth in the board bylaws. Committee members also noted that a board retreat would allow regents to receive information on and discuss matters of importance to the governance of the university in a more focused format.

Noting that agreement had been reached on conducting a board retreat, Chair Moore proceeded to ask committee members for their perspectives on when a retreat should take place. He offered up two possible scenarios including holding one as soon as practical or waiting until newly appointed regents are installed in July 2022 noting his thoughts on each of these scenarios. Citing that the terms of several long-serving regents with extensive institutional and historic knowledge will end in July 2022, committee members expressed their belief that a board retreat should take place as soon as practical.

After full and free discussion, Chair Moore announced that consensus was reached on the desire to hold a board retreat as soon as it was feasible. He then explained that ideas for possible topics for discussion at either a board retreat or as part of the overall continuing education of regents were solicited and 30 topics of interest were identified. The topics were sorted into four general categories based upon their content and then further subdivided into those which could be addressed at a board retreat and those which could be addressed at a regularly scheduled committee meeting. He noted that the list of topics had been distributed by the Board Office and asked regents to articulate their thoughts on these topics and whether there was a need to expand or contract the list. Regents expressed their general contentment with the proposed topics with several stating their belief that the list should be prioritized, possibly through a ranking process.

Mentioning that a retreat held by the board would be a public meeting under Hawai'i's open meetings law, Regent Kudo asked whether substantive issues on future matters that may be acted upon by the board could be discussed at a retreat. VP Okinaga replied that a board retreat would be a noticed meeting and therefore, similar to a regular meeting of the board, any topic listed on the agenda could be discussed at length. Chair Moore agreed stating that any matter would be open for discussion provided that it was properly noted on an agenda.

President Lassner explained that there were two formats under which a retreat could occur given current statutory requirements for open meetings. The first being a retreat held with the Governor, which would be considered a private meeting similar to an executive session, and the second being a retreat that was open to the public, comparable to a regular board meeting. However, he stressed that in a retreat held with the Governor, decision-making on issues could not occur as the meeting was being held outside of public purview. VP Okinaga and Chair Moore concurred with President Lassner stating that these scenarios are applicable to every board statewide.

Regent Haning opined that, in his estimation, a retreat held with the Governor would be better suited for free engagement and open discussion of matters as long as no decisions on the matter were rendered by the board.

Chair Moore stated that another mechanism to address the topics on the list was to include each of them on a single agenda and discuss only those of highest importance to the board.

Several regents expressed a preference to hire an experienced facilitator.

Regent Higaki stated that each retreat format mentioned by President Lassner involved different types of discussions. He also held forth that there were no current prohibitions on multiple retreats being held during the course of a year.

Regent Acoba, Regent Nahale-a, and Regent Wilson offered comments and thoughts on specific topics contained on the list including issues regarding committee structure, which Regent Acoba stated the committee had already pledged to address at a board retreat during previous committee meetings; inclusivity of all regents in agenda development; revolving board leadership; intramural and intercollegiate athletics; and the overall structure of the university as one unified system. They also suggested possible amendments to each of these topics.

Regent Acoba remarked that he did not object to the subject of “athletics versus intramural sports” stating that the two are not in conflict with each other. As such, the choice is not between the two issues when discussing athletics but rather they are separate activities that might be governed by different entities as has been done in the past.

Regent Kudo asserted that the list of topics provided was a good start to determine the interests and priorities for regents. He opined that a retreat ought to be viewed as a “super planning” effort and thus should be organized in two parts. Part one would look at issues external to the university that impact higher education in general which would provide a foundation for understanding trends and other matters. Experts in matters pertaining to higher education could also be invited to speak on specific topics during this portion of a retreat. Part two would be more analogous to a micro-topic discussion based upon information received during part one.

Chair Moore expressed his belief that a retreat was intended to allow for a deeper dive on particular topics of strategic and long-term importance to the university. While he understood concerns raised about the number of topics submitted for possible discussion and the need to prioritize these topics, he also stated that each item was submitted as a matter of importance to an individual regent and therefore should be taken up at some point in time, either at a retreat or as part of a presentation to a committee or the board.

Regent Haning asked if the administration would be participating in a board retreat. Chair Moore replied in the affirmative stating that it was essential for the administration

to participate in a board retreat since they could provide information that would be vital to topic discussions.

Regent Paloma stated that a more macro-level retreat would be helpful in providing regents with information and a better understanding of the overall university system, thereby providing context that can be used to develop a strategic framework by which all other decisions made at the university would be guided, as well as allow regents to make more informed decisions that are in the best interests of the university.

Based upon these discussions, Chair Moore requested that the Board Office circulate the list of topics to all regents so that each topic on the list could be rated as high, medium, or low priority, and for the Board Office to compile the results into a single document to be reviewed by board leadership and subsequently presented to the full board for consideration. Regents concurred with this plan.

**D. Discussion of Request of All-Campus Council of Faculty Senate Chairs (ACCFSC) for a Faculty Seat on the Board of Regents**

Chair Moore stated that a request was received from the ACCFSC for a faculty seat on the board. While he stressed that the size and composition of the board is statutorily established and its structure can only be changed by the Legislature, the board can decide to take a particular position on this matter should legislation be introduced to make such a change and suggested that the committee discuss this issue in terms of its benefits and drawbacks. The Board Office could then be requested to conduct further research on this topic and provide this information to the committee for further discussion and possible action at its next meeting.

Regent Wilson, the board liaison to the ACCFSC, stated that ACCFSC was fully aware that legislation would be necessary to amend the composition of the board to include a faculty member. Although it was his understanding that the ACCFSC was not necessarily seeking to gain a seat on the board, he noted that it had expressed a desire for a greater voice in board matters related to the direction of the university. He also noted that a group of faculty senate chairs from across the university system are currently conducting research on this issue with respect to what is occurring at peer institutions regarding representation on university boards and stated that it would be beneficial for regents to have this information prior to making any decisions.

Regent Acopan left at 9:29 a.m.

Numerous concerns were raised by regents including how a faculty representative would be chosen; who would determine the individual chosen to serve as a faculty representative, particularly given that the university system encompasses ten campuses; disputes and disagreements that may occur between the various faculty senates throughout the system about the chosen individual; ethics and conflict of interest issues given that faculty are paid employees of the university that belong to a collective bargaining unit; and representation for other constituencies at the university. Regents also noted that avenues were already available for faculty members to express their views, thoughts, comments, and opinions on matters involving the university.



Regent Kudo stated that discussion of this issue appears to be premature since there does not appear to be any pending legislation to amend the composition of the board to include a faculty representative. He noted that the board’s obligation is to the university as an institution rather than any particular group and expressed his concern that, as an employee of the university, it may be difficult for a faculty member serving on the board to separate their fiduciary responsibilities and duty to the university as a regent from their inherent self-interests.

Regent Wilson concurred with Regent Kudo’s assessment noting that, while there is a student representative on the board, the student is akin to a customer of the university which is a different relationship with the institution than that of a faculty member who is an employee of the university.

Given the feedback received from regents, Chair Moore stated that this matter would be deferred.

**V. ADJOURNMENT**

There being no further business, Regent Wilson moved to adjourn, seconded by Vice-Chair Westerman, and with all members present voting in the affirmative, the meeting was adjourned at 9:45 a.m.

Respectfully Submitted,

Kendra Oishi  
Executive Administrator and Secretary  
of the Board of Regents





April 29, 2022

DTS-1146

**MEMORANDUM**

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

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

SUBJECT: Amendments to the Bylaws of the Board of Regents of the University of Hawai'i: Article V. Quorum

**SPECIFIC ACTION REQUESTED:**

It is requested that the Committee on Personnel Affairs and Board Governance recommend Board of Regents ("Board") approval of proposed changes to the Bylaws to explicitly state that the Board Chairperson shall not be counted when determining quorum for standing committees.

The proposed amendments may be found on page 10 of the Bylaws (see attached).

**RECOMMENDED EFFECTIVE DATE:**

Effective upon approval by the Board of Regents.

**BACKGROUND:**

The current Board Bylaws provide that, "[t]he Chairperson shall be an ex-officio, **voting** [emphasis added] member of all standing committees."<sup>1</sup>

Robert's Rules of Order Newly Revised, 12<sup>th</sup> Edition, provides that when a presiding officer is authorized by the bylaws to serve as an ex officio member of all committees, that they "[have] the same rights as other committee members, but is not obligated to

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<sup>1</sup> Article II.D.3., Appointment of Committee Members

attend meetings of the committee and ***is not counted in determining the number required for a quorum or whether a quorum is present*** [emphasis added].<sup>2</sup>

Although Robert's Rules of Order, which serves as the Board's parliamentary guide per Article III of the Bylaws, provides that the Chairperson is not counted toward quorum in instances where they serve as an ex officio member of all committees, it would be clearer to explicitly state such in the Board Bylaws.

**ACTION RECOMMENDED:**

Recommend Board approval to amend the Bylaws to explicitly state that the Board Chair shall not be counted in determining quorum for standing committees.

Attachment:

Bylaws of the Board of Regents of the University of Hawai'i (Redline)

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<sup>2</sup> RONR (12<sup>th</sup> ed.) 47:20 and 50:16

**BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY OF HAWAI'I**  
(as of ~~March 17, 2022~~ XXX XX, 2022)

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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:

- 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.

- (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;
    - (d) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee; and
    - (e) selection procedures for athletic program head coaches.
  - (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 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. For purposes of standing committees, the Chairperson shall not be counted in determining 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 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.

# Item VI.B

Discussion on Board  
Member Education and  
Development

**NO MATERIALS  
ORAL REPORT**

'22 MAY -3 P3:49

### 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
<b>Standing committees</b>												
<b>UH: Academic &amp; student affairs</b>												
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		
<b>UH: Budget &amp; finance</b>												
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			
<b>UH: Independent audit</b>												
Audit					X					X	X	
Audit & compliance												X
Audit, compliance & Title IX							X					
Audit & finance				X								
Compliance & audit	X											
Executive & audit		X										
<b>UH: Intercollegiate athletics</b>												
[None]												

	CA	OR	WA	AK	ID	MT	NV	UT	WY	CO	AZ	NM
<b>UH: Personnel affairs &amp; board governance</b>												
See also Idaho's "Business affairs & human resources" committee above.												
Governance	X		X	X						X		
Vice president & deans search									X			
UW regulation & review									X			
<b>UH: Planning &amp; facilities</b>												
Facilities & land management				X								
Facilities contracting									X			
Planning, policy & governmental affairs					X							
<b>UH: Research &amp; innovation</b>												
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												
<b>Committees elsewhere for topics not directly addressed by a UH committee:</b>												
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			

4-23-21

For: Randall Moore, Chair  
Board of Regents

'22 MAY -3 AM 10:05

From: Simeon Acoba, Regent

Memorandum re: BOR committee structure and committee membership, quarterly meetings, and setting agendas

Date: April 28, 2002

The purpose of this memorandum and the attached pages is to propose for consideration by the Board three modifications of governance practices of the Regents.

The first is to reexamine the current committee structure in order to maximize inclusiveness, diversity, and representation in the committee structure and in committee membership.

The second is to schedule at least one meeting per quarter for all committees.

The third is to amend the by-laws by establishing an open, transparent, and equitable determination of matters to be placed on an agenda.

#### **I. A. Committee structure**

The committee obligations and decision-making process should maximize the participation of the Board members and the use of their expertise and experiences. The current committee structure, in effect creates two-mini boards by largely separating the Regents into two groups of committees. One group may be designated as “programmatically committees” (Academic and student affairs, Intercollegiate Athletics, Research and Innovation, Personnel Affairs and Board Governance) and the other as “financial committees” (Budget and finance, Planning and Facilities, Independent Audit). See “BOR Committee Brackets,” p.5.

Grouping the regents into essentially two groups, each group assigned to either the programmatically committees or the finance committees, results in the same group deciding all issues in one of the two areas. So, for example the one group assigned to all the financial committees makes all key decisions in financial matters in recommendations to the whole Board. Both vice-chairs of the Board also serve on the financial committees and none on a programmatically committee.



This group categorization of committees excludes the diversity, experience, and insights of the other Regents who are not in the subject group. The contributions of these other members would be available with a more inclusive and diverse approach to committee membership.

For example, the present committee structure for academic year (AY) 21-22 can be contrasted with the more inclusive, diverse and representative membership of the same committees in AYs 20-21 and 19-20. See p. 6. As the “Summary” on p. 6 illustrates in AY 19-20 eight regents served on both programmatic and financial committees and in AY 20-21 seven regents served on both types of committees. Thus, a cross section of the Board was represented on both programmatic and financial committees.

This contrasts sharply with the present AY 21-22 structure where only two regents serve on both types of committees. See p. 6. The difference of course is that a more inclusive and diverse membership approach allows the Board to draw on varied views, perspectives, knowledge and experiences of the Regents as a whole with respect to all committees. This is a strength of the Board.

The following principles should control the structure and membership of committees:

- Membership on committees should not be based on an assignment to one of two groups. This approach is not assignment to a committee but to a category of multiple committees.
- Membership should be decided or assigned on the basis of the particular committee involved, reflecting the member’s preferences and the Chair’s discretion, as had been done in prior AYs.
- Committee assignments should maximize and reflect the inclusiveness, diversity, knowledge and experiences across the Board as a whole.

### **I. B. Committee membership**

Another substantial impact of the AY 21-22 structure is that Regents work with essentially the same members in the two- group committee structure; hence the two- board analogy. This arrangement deprives the Regents of the interaction and benefits that flow from committee work with a more diverse group of Regents.

For example, the table on p. 7 sets out the alignment of regents serving with other regents on committees for AY 2019-2022. During AY 19-20 three regents served with all 10 other regents, four regents served with nine other regents, and four served with eight other regents. In AY 20-21, four regents served with the nine other regents, and six regents served with eight other regents.

Again, AY 21-22 represents a sharp contrast to the prior two years. In AY 21-22, no regents serve with all nine or eight other regents, only two serve with seven other regents, none serve with six other regents, seven serve with five other regents, none serve with four other regents, and one serves with only three other regents.

The opportunity for Regents to interact and engage with a broader range of Board members with respect to committee obligations and decision-making is substantially curtailed under the present, largely two-group approach to committee assignments. The data for the numbers used in this memorandum are believed to be accurate and are gleaned from regent assignments reflected in the AY years and are collected on p. 8. The numbers in the tables are keyed to the Regent no. in the table on p. 8

**II. Quarterly meetings.** The number of committee meetings should be based on a standard, viewed objectively. Thus, for example, all committees should schedule a meeting at least once during each quarter of the academic year in order to maintain and to demonstrate a standard of reasonable and responsible oversight of the committee's subject matter.

### **III. Setting agendas**

In 2013 an advisory task group studying the Regents Policies and Practices recommended the "Establishment of a standard process for member input into BOR agendas." See excerpt, pp. 9-11. At the time of the recommendation and presently, "[a]gendas are generally established during Agenda Development meetings of the BOR Chair and Vice-Chairs and the President." See p. 11. While there may be various informal ways that an item might get on an agenda, the task group recommended that a formal procedure be established stating as follows:

"Board operations should be open and transparent. Documented and understood procedures to request consideration of items for inclusion on meeting agendas encourage openness and transparency. The BOR should develop administrative policies and procedures for the conduct of its

business that include a process for the input of members with respect to placing items on the BOR meeting agenda. The process should include a mechanism for vetting proposed agenda items.” See p.11.

Despite the recommendation, no changes were made and the current by-laws provide that only the Chair has the authority to “approve agenda items.”

The bylaws should provide a transparent method for requesting items to be placed on agenda and for resolution of the Chair’s refusal to do so. In the event, the request is refused, the item should be placed before the Board at the next committee or board meeting for a vote on whether the matter should be set on the agenda.

As a suggestion, Article II C. e. of the bylaws could be amended to read as follows:

“e. Approve agenda items...of the Board, subject to the right of any Regent to request that an item or items be placed on a committee and/or board agenda for discussion. If the Chair refuses to place the matter on the agenda, a vote by the Board shall be scheduled at the next meeting (board or committees) on the question of whether the matter should be included on the agenda.”

**IV.** The foregoing is submitted for the Board’s consideration.

**BOR Committee Brackets  
2021-2022**

BRACKET 1		
Academic & Student Affairs	Intercollegiate Athletics	Research and Innovation
Wilson, Chair	Acoba, Chair	Bal, Chair
Acopan, Vice-Chair	Bal, Vice-Chair	Haning, Vice-Chair
Acoba	Acopan	Acoba
Bal	Haning	Acopan
Haning	Wilson	Wilson

Regular Quarterly Meetings

- October 2021
- February 2022
- April 2022 (ICA\*\*)
- May 2022 (ASA/RAI)
- June 2022 (ICA\*\*\*)

*3 meeting*

BRACKET 2	
Budget & Finance	Planning and Facilities
Westerman, Chair	Nahale-a, Chair
Higaki, Vice-Chair	Paloma, Vice-Chair
Kudo	Higaki
Nahale-a	Kudo
Paloma	Westerman

Regular Quarterly Meetings

- September 2021
- November 2021
- March 2022
- June 2022\*

BA	BRACKET 3	BB
Independent Audit		Personnel Affairs & Board Governance
Kudo, Chair		Moore, Chair
Acoba, Vice-Chair		Westerman, Vice-Chair
Higaki		Bal
Nahale-a		Haning
Paloma		Wilson

Regular Quarterly Meetings

- August 2021
- December 2021
- April 2022 (IA)
- May 2022 (PABG\*\*)
- June 2022\*

*Financial Committees*

*Programmatic Committees*

\*Two brackets in June to take care of action and financial reporting items

\*\*Schedule deviation

\*\*\*Added meeting per agreement w/ committee chair and board chair

As of 10/11/2021

Programmatic Committees

year	Academics	Athletics	Research	Personnel
21-22	1, 2, 3, 4, 11	1, 2, 3, 4, 11	1, 2, 3, 4, 11	3, 4, 7, 10, 11
20-21	2, 3, 5, 10, 11	1, 2, 3, 5, 10	2, 3, 11, 12, 13	1, 3, 10, 11, 13
19-20	8, 10, 11, 12, 13	1, 2, 3, 10, 14	2, 3, 7, 12, 13	1, 2, 11, 13, 14

Finance Committees

year	Audit	Budget	Planning
21-22	1, 5, 6, 8, 9	5, 6, 8, 9, 10	5, 6, 8, 9, 10
20-21	1, 5, 7, 8, 11	7, 8, 10, 12, 13	1, 2, 5, 8, 12, 13
19-20	5, 7, 10, 11, 14	1, 3, 5, 7, 8	3, 5, 7, 8, 12

SUMMARY

year	Only P	Only F	Both
21-22	2, 3, 4, 11	5, 6, 8, 9	1, 10
20-21	3	7, 8	1, 2, 5, 10, 11, 12, 13
19-20	2, 13	5	1, 3, 7, 8, 10, 11, 12, 14

Members serving on committees with other Regents 2019-2022

years	21-22		20-21		19-20	
Served with all (Note: chair not included)	10	0	10	4	11	3
Served with all except 1	9	0	9	6	10	4
Served with all except 2	8	2	8		9	4
Did not serve with 3	7	0	7		8	
Did not serve with 4	6	7	6		7	
Did not serve with 5	5	0	5		6	
Did not serve with 6	4	1	4		5	

2019-20 and 2020-21 Committees were inclusive, diverse, and representative. Committee structure allowed for broader perspectives, knowledge, and representation within a committee.

	regent	academic	athletics	audit	budget	personnel	planning	research	serve with
21-22									
1	ACOBA	x	x	x				x	X RM,RW
	20-21		x	x		x	x		all
	19-20		x		x	x			X JS
2	ACOPAN	x	x					x	X BK,WHi, AN, DP, RW,RM
	20-21	x	x				x		X RM
	19-20		x			x		x	X WH, AN
3	BAL	x	x			x		x	X BK,WHi, AN, DP
	20-21	x	x			x		x	X AN
	19-20		x		x		x	x	X EW
4	HANING	x	x			x		x	X BK,WHi, AN, DP
5	HIGAKI			x	x		x		X EB, WH, EW, KA
	20-21	x	x	x			x		all
	19-20			x	x		x		X KA
6	KUDO			x	x		x		X EB, WH, EW, KA
	20-21								
	19-20								
7	MOORE					x			X SA, KA
	20-21			x	x			x	X KA
	19-20			x	x		x	x	all
8	NAHALE-A			x	x		x		X EB, WH, EW, KA
	20-21			x	x		x		X EB
	19-20	x			x		x		X KA, MM
9	PALOMA			x	x		x		X EB, WH, EW, KA
10	WESTERMAN				x	x	x		X SA, KA
	20-21	x	x		x	x			all
	19-20	x	x	x					all
11	WILSON	x	x			x		x	X BK,WHi, AN, DP
	20-21	x		x		x		x	all
	19-20	x		x		x			X EB
20-21	12 SULLIVAN				x		x	x	all
	19-20	x					x	x	X SA, MM
20-21	13 TAGORDA				x	x	x	x	all
	19-20	x				x		x	all
19-20	14 MCENERNY		x	x		x			X AN, JS



July 15, 2013

**University of Hawaii**  
**Advisory Task Group on Operational and Financial Controls Improvement**



Mr. James H.Q. Lee, Chair Committee on  
University Audits 2444 Dole Street,  
Bachman Hall 209  
Honolulu, Hawaii 96822

Dear Chair Lee:

The Advisory Task Group on Operational and Financial Controls Improvement ("ATG") is pleased to submit its Report on Board of Regents Policies and Practices. This report was presented to the Committee on University Audits at the meeting on July 11. Our work involved reviewing applicable statutes, Board of Regents ("BOR") Bylaws and Policies, organization charts and position descriptions, and interviews with BOR members and staff in accordance with the approved workplan. We also reviewed published materials on leading practices from organizations including the American Council of Trustees and Alumni ("ACTA"), the Association of Governing Boards ("AGB"), the State Higher Education Executive Officers Association ("SHEEO") and the Western Association of Schools and Colleges ("WASC"), among others.

This report is prepared as part of the ATG's current Operational Assessment of University's System Level operations. The purpose of the report is to provide the ATG's observations and recommendations to the BOR for its consideration to improve operations. We would welcome the opportunity to discuss with the Regents and members of the University Administration more of the details to implement operational matters referred to in the report.

Sincerely,

A handwritten signature in black ink that reads "Lawrence D. Rodriguez".

Lawrence D. Rodriguez  
Chair, ATG



## University of Hawaii – Advisory Task Group – Operational Assessment Report on Board of Regents Policies and Practices

We could find no evidence that there was any follow-up or continuation of the development of an enterprise risk management process. Nor was a formal risk management policy adopted by the BOR. Interviews of the members of the BOR confirmed there is no formal documented risk management process in place.<sup>11</sup> The broad statutory responsibilities of the BOR<sup>12</sup> and the importance of risk management to the University on a system-wide basis support the need for a Board Policy on this matter. If HB 114 does become law, the BOR, through its Committee on University Audits, will be required to address risk management throughout the University.<sup>13</sup>

### ***Recommendations***

The ATG recommends that the Committee develop and recommend for adoption appropriate changes to Bylaws or Board Policies that:

1. Develop a Board Policy that provides guidance on the development of policies, including the requirement of periodic reviews of Board Bylaws and Policies for continued need, relevance and applicability, and that priority of review of existing Bylaws and Policies be given to Article II.D.2 of the Bylaws and Chapters 8 and 9 of Board Policies;
2. Include the establishment and oversight of a whistleblower program at the University in accordance with HB 114; which will require establishing and maintaining clearly defined policies, procedures and the respective operational infrastructure to ensure the effectiveness of the program; and
3. Require the establishment of a System-wide risk management process that involves leadership from the BOR and management, and the commitment of resources with the experience and knowledge to successfully implement this initiative.

### **Issues with Board Practices and Operational Effectiveness**

#### ***General Counsel should report to President instead of BOR***

Prior to February 21, 2013, the University's General Counsel ("General Counsel") reported directly to the President and the BOR. At its February 21, 2013 meeting, the BOR changed the reporting relationship such that the General Counsel now reports directly only to the BOR and has a "dotted line", or advisory and informational reporting relationship, to the President. Legislation was introduced during the 2013 Legislative Session that, if enacted into law, would have required the General Counsel to report directly to the BOR (the legislation was not passed by the Legislature). That legislation was reviewed by the ATG and it was noted that having General Counsel reporting directly to the BOR is not consistent with leading practices in institutions of higher education.<sup>14</sup> The ATG noted that "Having the University's General Counsel reporting directly to the Board of Regents is not consistent with leading practice of universities as evidenced by the research."

<sup>11</sup> ATG Summary Report on Board of Regent Interviews

<sup>12</sup> Section 304A-105, HRS

<sup>13</sup> HB 114, HD3, SD2, CD1, 2013 Hawaii State Legislative Session

<sup>14</sup> ATG Report on Legislation Introduced Affecting the University of Hawaii System Level Operations



## University of Hawaii – Advisory Task Group – Operational Assessment Report on Board of Regents Policies and Practices

The statute authorizing the University to have its own General Counsel states “The board of regents may appoint or retain by contract one or more attorneys who are independent of the attorney general, to provide legal services for the university.”<sup>15</sup> The statutes likewise place all operational responsibilities with the BOR and the BOR then delegates authority to the President to carry out the operations of the University. We found no such delegation to the President with respect to the General Counsel and the ATG feels that such a delegation is warranted. The position description also needs to be updated to reflect the responsibility of this position as a Vice President to be involved with System Level strategic efforts as well as the responsibility of this position as General Counsel to provide legal advice and support to the President and others.

The issue of having the General Counsel report directly to the BOR was addressed by the Senate Special Committee on Accountability and it recommended the BOR review the reporting responsibility of General Counsel.<sup>16</sup> While the BOR needs access to the General Counsel, it does not need to have General Counsel reporting directly to it. The University’s General Counsel should be available to the BOR to provide advice on legal matters. However, the University President needs to be able to access and utilize General Counsel in the daily conduct of business. General Counsel needs to be available to draft and review legal documents and provide legal input and advice on operational matters on a daily basis.<sup>17</sup> Leading practice has General Counsel reporting to the President and, accordingly, the BOR should revisit its action of February 21, 2013. Additionally, the University should seek a change to Hawaii Revised Statutes, if it is deemed necessary to clarify the reporting responsibility of this position.

### ***Establishment of a standard process for member input into BOR agendas***

Currently, BOR Agendas are generally established during Agenda Development meetings of the BOR Chair and Vice-Chairs and the President. The perception among the other BOR members is that they do not have input on agenda items. Article II.C.1.e. of the BOR Bylaws gives the Chair the authority to “approve agenda items” for BOR meetings. This does not preclude members or Committee Chairs from requesting items be placed on the agenda. It also does not preclude the Executive Secretary to the BOR from soliciting and reviewing suggestions for agenda items from the BOR members. We understand that items are placed on the agenda at the request of Committee Chairs, but there is no documented process to deal with the requests.

Board operations should be open and transparent.<sup>18</sup> Documented and understood procedures for members to request consideration of items for inclusion on meeting agendas encourage openness and transparency. The BOR should develop administrative policies and procedures for the conduct of its business that include a process for the input of members with respect to placing items on the BOR meeting agenda. The process should include a mechanism for vetting proposed agenda items. This does not mean that all items requested will be put on the agenda, but it does provide an open and transparent process for member input on the BOR agenda.

<sup>15</sup> Section 304A-1005, Hawaii Revised Statutes

<sup>16</sup> Senate Special Committee Report No. 2, November 19, 2012

<sup>17</sup> Ibid

<sup>18</sup> Here We Have Idaho, Page 17

# Item IV.D

Discussion on Board and  
Committee Development

**NO MATERIALS  
DISCUSSION ONLY**

# Item IV.E

## Board Self-Assessment

**NO MATERIALS  
DISCUSSION ONLY**

## Committee on Personnel Affairs and Board Governance

Annual Review for the 2021-2022 Academic Year

	Committee duties per bylaws	2021-2022 Committee Goals and Objectives	Projected Accomplishments			
			1 <sup>st</sup> Q Jul-Sept	2 <sup>nd</sup> Q Oct-Dec	3 <sup>rd</sup> Q Jan-Mar	4 <sup>th</sup> Q Apr-Jun
1	Review and consider policies and practices relating to university personnel.	Received presentation of updated Board Office Emergency Response Plan (8/5/21)	X			
		Received update on personnel policies as part of the annual report on Regents Policies (12/2/21)		X		
2	Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.	Received the annual report on Regents Policies (12/2/21)		X		
		Review board bylaws (in conjunction w/ board self-assessment and following review of committee structure)				
		Recommend board approval of amendments to board bylaws, <i>Article V., Quorum</i> (5/5/22)				X
3	Ensure board education and board member development is provided for board members.	Held discussions on board member education and development (8/5/21;12/2/21; 5/5/22)	X	X		X
		Received report of AGB Conference on Trusteeship (5/5/22)				
4	Provide recommendations to the board regarding best practices for board effectiveness.	Held discussions on possible board retreat meeting topics (12/2/21)		X		
		Reviewed committee structure (5/5/22)				X
		Held discussions on a request of the ACCFSC for a faculty seat on the board (12/2/21)		X		
		Held discussions on board and committee agenda development (5/5/22)				X

		Performed a Board self-assessment (5/5/22)				<b>X</b>
5	Committee Governance	Reviewed committee work plan (8/5/21)	<b>X</b>			
		Reviewed committee's work for the year (5/5/22)				<b>X</b>