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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), Nahale-a (Vice-Chair), Acopan, Bal, Tochiki,
and Wilson

Date: Thursday, December 1, 2022

Time: 9:00 a.m.

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

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

AGENDA

- I. Call Meeting to Order**
- II. Approval of Minutes of the September 1, 2022 Meeting**
- III. Public Comment Period for Agenda Items:**

Individuals who are unable to provide testimony at this time will be allowed an opportunity to testify when specific agenda items are called.

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 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 7:30 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. 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.

If you need an auxiliary aid/service or other accommodation due to a disability, contact the Board Office at (808) 956-8213 or bor@hawaii.edu as soon as possible. If a response is received less than five (5) days in advance of the meeting, we will try to obtain the auxiliary aid/service or accommodation, but we will not guarantee that the request will be fulfilled. Upon request, this notice is available in alternate formats such as large print, Braille, or electronic copy.

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 Regents Policy 2.203, Policy on Evaluation of the President and Other Persons Reporting Directly to the Board
- B. Annual Report on Regents Policies
- C. Discussion on:
 - 1. Relationships and responsibilities Regents should have with the public
 - 2. Relationships individual Regents should have with the Legislature and legislators
- D. Discussion on Board Member Education and Development
 - 1. Review of Reports on Board Committee Structures
 - 2. Discussion on possible Regents Policy on choosing a board chair

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

SEPTEMBER 1, 2022

I. CALL TO ORDER

Chair Moore requested that Vice-Chair Nahale-a conduct the meeting.

Vice-Chair Alapaki Nahale-a called the meeting to order at 12:04 p.m. on Thursday, September 1, 2022, at the University of Hawai'i at Mānoa, Information Technology Building, 1st Floor Conference Room 105A/B, 2520 Correa Road, Honolulu, Hawai'i 96822, with regents participating from various locations.

Committee members in attendance: Chair Randy Moore; Vice-Chair Alapaki Nahale-a; Regent Kelli Acopan; Regent Eugene Bal; Regent Laurie Tochiki; and Regent Ernest Wilson.

Others in attendance: Regent William Haning; Regent Wayne Higaki; and Regent Robert Westerman (ex officio committee members); President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Academic Strategy Debora Halbert; 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 Provost Michael Bruno; UH Hilo Chancellor Bonnie Irwin; UH West O'ahu Chancellor Maenette Benham; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Kendra Oishi; and others as noted.

II. APPROVAL OF MINUTES

Chair Moore inquired if there were any corrections to the minutes of the May 5, 2022 committee meeting which had been distributed. Hearing none, the minutes were approved.

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

A. Recommend Board Approval of Amendments to the Bylaws of the Board of Regents (Bylaws), Article II.D.3. Appointment of Committee Members, and Article V., Quorum (continuation from May 5, 2022)

Board Secretary Oishi provided the rationale for the proposed amendments to the Bylaws stating that they would clarify the Board Chair's role as an ex-officio voting member of all standing committees, specific to whether they are to be counted when determining quorum at committee meetings. She stated that two points were raised during discussions on this subject at the committee's May 5, 2022 meeting, including a desire to respect the committee's decision-making process and the ability of a standing committee to achieve or maintain quorum thereby affecting the timely and efficient management of committee business. As a result, the matter was deferred to allow for further refinement of the proposed amendments. It was noted that the current proposal addresses the aforementioned concerns by providing that the board chair shall only count towards quorum in instances where it is necessary to comprise or maintain a quorum and stipulating that the board chair may only cast a vote in committee to break a tie.

Regent Tochiki asked whether Hawai'i's sunshine law requirements were considered in crafting the currently proposed amendments. VP Okinaga, University General Counsel, responded that she conducted a review of the proposed amendments.

Regent Wilson moved to recommend board approval of the proposed amendments to the Bylaws, seconded by Regent Tochiki, and noting the excused absence of Regent Acopan, the motion carried with all members present voting in the affirmative.

B. Process for the Future Evaluation of the President

Chair Moore stated that questions raised about past inconsistencies with respect to the reporting of the evaluation of the president prompted board leadership, in collaboration with the Board Office, to reexamine these processes. He also noted that preliminary discussions on this issue took place at the board meeting held on August 18, 2022, and that the board charged the Committee on Personnel Affairs and Board Governance with reviewing and discussing this matter further.

Subsequent to the August board meeting, Chair Moore conducted his own review of Regents Policy (RP) 2.203, which relates to the evaluation of the president and other persons reporting directly to the board. While the processes for the president's evaluation contained within RP 2.203 appear to be sufficient, the policy lacks specificity regarding the means by which the results are reported. As such, he suggested that RP 2.203 be amended to require the board chair to produce a written summary of the president's evaluation on behalf of the board and that specific language to this effect be reviewed and discussed at the next committee meeting.

Regent Tochiki requested clarification of Chair Moore's proposal. Chair Moore replied that, in essence, he was proposing to amend RP 2.203 to include language specifying that a written summary of the president's evaluation be generated for public consumption which would establish consistency in the board's management of the president's evaluation results. In addition, producing a written statement about the evaluation of the president would assuage concerns raised regarding discussions on this matter taking place in the public forum.

Regent Acopan arrived at 12:18 p.m.

C. Executive and Managerial (EM) Compensation Update

VP Gouveia provided the administration's annual update on EM compensation to apprise the board on the guidelines and methodology used for annual salary adjustments for positions under the President's delegated authority, as well as to comply with reporting requirements pursuant to RP 9.212. She provided employment and salary cost statistics for the university highlighting data specific to EM personnel; went over the annual evaluation process used for EMs; reviewed existing EM salary schedules, noting that they were last updated in 2016; presented a comparative analysis between current salaries of EM personnel and other personnel at the university's four major units; and discussed past salary increases received by EMs relative to other personnel classifications. She also spoke about a proposal put forth by the president to institute a 3.72 percent performance-based salary adjustment for all EM personnel, which aligns with increases received by other university personnel in 2022, as well as merit-, retention-, and equity-based adjustments for certain personnel that do not report directly to the president. It was noted that the performance-based adjustment will increase personnel costs by approximately \$1 million in the aggregate.

President Lassner further explained the rationale for his proposal stating that, while an across-the-board salary increase for EM personnel who met established performance standards was unusual, he believed this action was prudent given that EM personnel have not received increases in compensation for the last several years and were subject to temporary salary reductions of between nine and 11 percent in FY 2021. He also noted previous requests made by regents that EM salary schedules be updated regularly and advised regents that there will be a five percent adjustment made to the current EM salary schedule. While the updating of the salary schedule does not normally change the salaries of most EM personnel, there are a few non-interim EM personnel with salaries below the new minima and those salary levels will be increased accordingly.

Regent Tochiki asked if EM personnel evaluations were conducted on a regular basis and whether it would be possible for the administration to produce a report about the overall performance of EM personnel. President Lassner replied that EM personnel are subject to annual evaluations. VP Gouveia stated that the administration can work on developing an aggregated report about the various classes of EM personnel for future reference. She also explained that the EM evaluation process was overhauled last year to better align metrics, goals, and expectations. President Lassner added the administration continues to work on improving the evaluation process to address the differing expectations among supervisors regarding personnel performance which is one of the challenges faced when attempting to distill information for inclusion in a comprehensive, aggregated personnel evaluation report.

Noting the president's remarks about the rarity of across the board pay raises for EM personnel, Vice-Chair Nahale-a requested a brief explanation of the normal process used for EM salary increases. President Lassner replied that EM personnel salary increases have, in the past, been more heavily performance-based with different

adjustments based on different performance ratings, and can include a mixture of increases to base pay as well as one-time lump-sum payments.

Vice-Chair Nahale-a asked if the aggregated \$1 million in salary increases proposed for EM personnel was already factored into the university's budget and whether the administration had information on the percentage of the university's EM salary costs in relation to other institutions of higher education. President Lassner responded that the salary increases were included in the university's budget. VP Gouveia stated that the administration did perform a comparative analysis of data obtained from the College and University Personnel Association (CUPA) on university salaries to use as a guide for establishing the minimum and maximum amounts of the EM salary schedule. However, EM salaries, in general, remain below CUPA averages.

Vice Chair Nahale-a acknowledged past sacrifices made by EMs during a time when the university faced an uncertain fiscal situation, expressed his appreciation for their service to the university, and noted his support of the proposed salary adjustments.

Regent Higaki left at 12:41 p.m.

D. Recommend Board Approval of Annual Salary Adjustments for Positions that Report to the Board of Regents

VP Gouveia explained that RP 9.212 requires the board to approve any salary adjustments for EM personnel reporting directly to the board which include the President, Board Secretary, and Director of the Office of Internal Audit. Accordingly, board action is necessary to extend the 3.72 percent salary increase received by all other EM personnel of the university to the three direct reports.

Regent Wilson moved to recommend board approval of the proposed salary increase for EM personnel reporting directly to the board, seconded by Regent Tochiki, and the motion carried, with all members present voting in the affirmative.

E. Recommend Board Approval of Other Salary Adjustments for Positions that Report to the President

President Lassner stated that any non-formulaic salary increases for individuals that report directly to the president must be approved by the board in accordance with RP 9.212. He summarized the rationale for the requested salary adjustments for the VP for Research and Innovation and the University Academic Affairs Program Officer as stated in the meeting materials, highlighting the exceptional work of these two individuals. He also explained that these increases were in addition to the prospective 3.72 percent increase afforded to all other EM personnel at the university.

Vice-Chair Nahale-a announced that he would be recusing himself from the discussions and vote on this agenda item.

Regent Wilson opined that the amount and quality of work of these two individuals warranted the salary increases and moved to recommend board approval of the requested salary adjustments, seconded by Regent Tochiki, and noting the recusal of

Vice-Chair Nahale-a, the motion carried with all other members present voting in the affirmative.

F. Update on Board Office Emergency Response Plan (ERP)

Board Secretary Oishi stated that, in 2020, the Board Office was requested to prepare an ERP to ensure the continuance of essential operations during emergency situations. She highlighted that, other than technical amendments and an update being made to the timeframe for the temporary relocation of the Board Office from Bachman Hall to Hawai'i Hall, no substantial changes have been made to the ERP since it was last presented to the committee during its August 5, 2021, meeting.

Chair Moore inquired about the university's ERP should a large scale natural disaster, such as a category 4 hurricane, or other catastrophic event impact O'ahu. VP Gouveia replied that the university has a comprehensive ERP that encompasses a number of natural and man-made disaster scenarios and reviewed some of the actions that would be taken in the event of such an occurrence including ensuring the health and safety of students and university personnel. President Lassner added that the university also actively works with the State, as well as federal agencies, in disaster preparedness and response efforts.

G. Board Member Education and Development

Chair Moore stated that this item would be discussed with the agenda item on committee structure.

H. Review of 2021-2022 Board Self-Evaluation Results

Chair Moore reviewed the results of a self-assessment survey about the board's stewardship of the university that included, among other things, questions on its performance, goals, responsibilities, and expectations. He highlighted that there was commonality among a majority of the responses received but stated that there were also areas of diverging opinions which he had categorized into five general areas including the board's responsibilities with respect to public education and interaction; legislative relationships; time commitments; fundraising obligations of the board as well as individual regents; and the amount of meeting time spent on accountability verses strategic matters. He suggested that the Board Office be charged with conducting a poll among all regents to determine the ranking of these five issues, in order of importance, to allow for more focused discussions on specific subject areas at future committee meetings. Committee members voiced their support for this suggestion.

I. Discussion on Committee Structure

Chair Moore shared some of the findings of a comparative analysis of the board's standing committee structure in relation to those of other public universities in the western United States that he conducted last year highlighting 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. He reviewed the subject matter material provided to committee members including a proposal for committee

consolidation; a matrix of present committee responsibilities in relation to current RPs and Bylaws and the impacts the proposed committee restructuring would have on these duties, as well as the RPs and Bylaws; an article on committee restructuring from the Association of Governing Boards of Universities and Colleges; and a excerpt from an article about the Pennsylvania State System of Higher Education’s experience with board committee restructuring. He also discussed ways to improve committee meeting efficiency and expressed his belief that reorganizing the board’s current committee structure into fewer subject matter committees would allow for more time during committee meetings for regents to deepen their understanding of significant issues.

Given the significant amount of materials provided, Chair Moore proposed that the Board Secretary assign committee members sections of the articles to review and present their takeaways at the next committee meeting. Committee members expressed their support for this proposal.

J. Committee Work Plan

Vice-Chair Nahale-a referenced the Committee Work Plan (Work Plan) noting that it would be used as an outline of the work to be performed by the committee during the coming year. He asked committee members if they had any questions or comments about the Work Plan. None were raised.

V. ADJOURNMENT

There being no further business, Vice-Chair Nahale-a adjourned the meeting at 1:15 p.m.

Respectfully Submitted,

Kendra Oishi
Executive Administrator and Secretary
of the Board of Regents



UNIVERSITY
of HAWAII®
SYSTEM

November 25, 2022

DTS-1699

MEMORANDUM

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

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

SUBJECT: Recommend Board Approval of Amendments to Regents Policy (RP) 2.203, Policy on Evaluation of the President and Other persons Reporting Directly to the Board

SPECIFIC ACTION REQUESTED

It is requested that the Committee on Personnel Affairs and Board Governance ("PA&BG") recommend that the Board of Regents ("Board") approve the attached proposed changes to RP 2.203, Policy on Evaluation of the President and Other persons Reporting Directly to the Board.

BACKGROUND:

Prompted by external inquiries regarding the evaluation of the University President, the Board held preliminary discussions on the processes associated with this issue at its meeting on August 18, 2022, during which time the PA&BG Committee was charged with reviewing and discussing this matter further.

Subsequent to the August board meeting, Chair Moore conducted a review of RP 2.203, and presented his findings and recommendations to the PA&BG Committee at its September 1, 2022, meeting. It was noted that the processes for the president's evaluation contained within RP 2.203 appeared to be sufficient but lacked specificity regarding the means by which the results of the evaluation are reported. As such, a suggestion was made that RP 2.203 be amended to require the Board Chair to prepare and issue a written evaluation of the president on behalf of the board and that specific language to this effect be reviewed and discussed at the next committee meeting.

The proposed revisions presented in the attached address the recommendations made at the September 1, 2022, meeting of the PA&BG Committee. In addition to technical, formatting changes, the proposed revisions include:

2444 Dole Street, Bachman Hall 209
Honolulu, Hawai'i 96822
Telephone: (808) 956-8213
Fax: (808) 956-5156

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Memorandum to Chair Moore

November 25, 2022

Page 2 of 2

- Specifying that an evaluation of the President's performance be issued by the Board chair on behalf of the Board with respect to the President's annual evaluation.
- Stipulating that the Board Chair prepare and issue a written evaluation of the President on behalf of the Board following discussion by the Board at an open meeting as part of the President's comprehensive evaluation process, which occurs every three years.

ACTION RECOMMENDED:

The PA&BG Committee is requested to recommend board approval of the aforementioned revisions to RP 2.203.

Attachments:

RP 2.203 original

RP 2.203 redline

RP 2.203 clean



Regents Policy Chapter 2, Administration

Regents Policy RP 2.203, Policy on Evaluation of the President and Other Persons Reporting Directly to the Board

Effective Date: March 28, 2019

Prior Dates Amended: Jan. 22, 1982; Oct. 18, 2002; Oct. 31, 2014 (recodified)

Review Date: August 2022

I. Purpose:

To set forth policy on general provisions regarding the policies and procedures relating to the evaluation of the president and other employees that report directly to the board.

II. Definitions:

"Direct report to the board" means any employee that is selected and appointed by the board, and who reports directly to the board or a standing committee of the board. This includes but is not limited to the president, executive administrator and secretary of the Board of Regents, and director of the Office of Internal Audit.

III. Policy:

A. Purpose.

1. The board undertakes regular performance reviews of progress toward mutually agreed upon goals and to establish shared understandings of ongoing expectations and priorities.

B. Procedures for Evaluation of the President.

1. As soon as possible after the initial appointment and no later than by the culmination of the inaugural year, the president shall submit, based on consultations within the university, with external stakeholders, and with the board, a report stipulating major goals, priorities, and special concerns, both short-term and long-term. Once agreed to by the president and the board, these shall serve as the primary framework for consideration of the president's performance. The goals, priorities, and special concerns shall encompass the mission of the university and its strategic plans inclusive of areas such as: academic management; administrative and financial management; internal relations with faculty, staff, administrators, students, and the board; external relations with the governor, legislature, donors, other government officials, and the community; and relations with supporting entities such as Research Corporation of the University of Hawai'i and the University of Hawai'i Foundation.

2. The standard evaluation period shall be July 1 to June 30, with adjustment as appropriate for the initial years of service. A comprehensive evaluation shall be conducted every three years, with an annual evaluation during other years.
3. Annual Evaluation Process.
 - a. The board chair and vice chairs shall be primarily responsible for the framework of the annual evaluation. At a minimum, the annual evaluation shall include a discussion of performance between the president and the full board and the subsequent issuance of a public statement by the board chair on behalf of the board.
 - b. Each year the president shall provide the board, unless otherwise stipulated, a self-assessment and update based on the goals, priorities, and special concerns as described in subsection B.1. This self-assessment shall include the progress that has been made, outcomes realized, and challenges faced. It shall also update the goals, priorities, and special concerns as may be appropriate based on the events of the prior year.
4. Comprehensive Evaluation Process.
 - a. The comprehensive evaluations shall include but not be limited to a 360-degree feedback or similar tool which obtains input from the following:
 1. Internal individuals and groups including direct reports, faculty, staff, administrators, students, and board members, and
 2. External individuals and groups including the Governor, legislature, entities such as the Research Corporation of the University of Hawaii, the University of Hawaii Foundation, donors, other government officials, and the community.
 - b. The comprehensive evaluations shall include a comprehensive review of:
 1. The president's relationship with the board, and
 2. Shared goals and priorities, and progress achieved toward them.
 - c. The board may hire a consultant to assist with conducting comprehensive reviews.
 - d. If the president is under contract, the contract terms shall be reviewed during the annual evaluations.
5. These provisions are provided as guidelines and may be altered by a contract or agreement of the board.

C. Procedures for Evaluation of Other Direct Reports to the Board.

1. Direct reports to the board shall be evaluated periodically in accordance with the guidelines below.
 - a. The chair, or the chair’s designee, shall oversee the evaluation of direct reports and shall ensure that appropriate consultation and discussion occurs with the members of the board, including any recommendations for action.
 - b. The evaluation process shall include a written self-evaluation by the direct report to the board in advance of the performance review.
 - c. At a minimum, the evaluation process shall include the evaluation process and timeline that is followed for university executive and managerial employees. The chair, or the chair’s designee, may conduct interim evaluations as deemed necessary.
 - d. Upon completion of the evaluation, the chair or the chair’s designee and one other board member shall meet with the direct report to discuss the evaluation.

IV. Delegation of Authority:

Delegation of authority may occur as provided within.

V. Contact Information:

Office of the Board of Regents, 956-8213, bor@hawaii.edu

VI. References:

- <http://www.hawaii.edu/offices/bor/>
- http://www.capitol.hawaii.gov/hrscurrent/Vol02_Ch0046-0115/HRS0089C/HRS_0089C-0004.htm

Approved as to Form:

 /S/
Kendra Oishi
Executive Administrator and
Secretary of the Board of Regents

 03/28/2019
Date



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entities such as Research Corporation of the University of Hawai'i and the University of Hawai'i Foundation.

2. The standard evaluation period shall be July 1 to June 30, with adjustment as appropriate for the initial years of service. A comprehensive evaluation shall be conducted every three years, with an annual evaluation during other years.
3. Annual Evaluation Process.
 - a. The board chair and vice chairs shall be primarily responsible for the framework of the annual evaluation. At a minimum, the annual evaluation shall include a discussion of performance between the president and the full board and the subsequent issuance of ~~a public statement~~ an evaluation by the board chair on behalf of the board.
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d.e. Following a discussion by the board at an open meeting, the board chair, on behalf of the board, shall prepare and issue a written evaluation of the president.

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Approved as to Form:

Kendra Oishi

Date

Executive Administrator and
Secretary of the Board of Regents



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- C. Procedures for Evaluation of Other Direct Reports to the Board.
1. Direct reports to the board shall be evaluated periodically in accordance with the guidelines below.
 - a. The chair, or the chair's designee, shall oversee the evaluation of direct reports and shall ensure that appropriate consultation and discussion occurs with the members of the board, including any recommendations for action.
 - b. The evaluation process shall include a written self-evaluation by the direct report to the board in advance of the performance review.
 - c. At a minimum, the evaluation process shall include the evaluation process and timeline that is followed for university executive and managerial employees. The chair, or the chair's designee, may conduct interim evaluations as deemed necessary.
 - d. Upon completion of the evaluation, the chair or the chair's designee and one other board member shall meet with the direct report to discuss the evaluation.

IV. Delegation of Authority:

Delegation of authority may occur as provided within.

V. Contact Information:

Office of the Board of Regents, 956-8213, bor@hawaii.edu

VI. References:

- <http://www.hawaii.edu/offices/bor/>
- http://www.capitol.hawaii.gov/hrscurrent/Vol02_Ch0046-0115/HRS0089C/HRS_0089C-0004.htm

Approved as to Form:

Kendra Oishi

Date

Executive Administrator and
Secretary of the Board of Regents



November 25, 2022

DTS-1698

MEMORANDUM

TO: Randolph G. Moore
Chair, Committee on Personnel Affairs and Board Governance

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

SUBJECT: REPORT ON THE REVIEW OF REGENTS POLICIES 2022

BACKGROUND

This memorandum provides an update to information presented at the December 1, 2021, meeting of the Committee on Personnel Affairs and Board Governance ("PA&BG"), with respect to the review and assessment of Board of Regents ("Board") Policies ("RP"), conducted by the Office of the Board of Regents ("Board Office"). The Board Office is also including information on policy changes that have occurred over the course of the 2022 calendar year in this report.

There are currently 117 RPs contained within 12 chapters. The Board Office continues to work with the appropriate administrative liaisons in ascertaining the need for amendments to individual RPs. If changes to the RPs are deemed to be appropriate, the Board Office will recommend amendments to the applicable subject matter committee.

AMENDED POLICIES

Since January 2022, the Board approved amendments to four RPs:

- RP 5.201, Instructional Programs
- RP 6.208, Board Exemptions to Non-Resident Tuition
- RP 7.208, Intercollegiate Athletics
- RP 10.201, Interests in Real Property

PENDING POLICY REVIEWS

Chapter 2, Administration

At the August 18, 2022, Board meeting, preliminary discussions took place regarding the reporting of the evaluation of the president and the PA&BG Committee was charged with reexamining the evaluation process for the president. During the PA&BG meeting held on September 1, 2022, a proposal to amend RP 2.203 to require the board chair to produce a written summary of the president's evaluation on behalf of the board was made with the suggestion that specific language to this effect be reviewed and discussed at the next committee meeting for consideration.

Chapter 4, Planning:

At the February 3, 2021, Committee on Planning and Facilities ("P&F") meeting, the committee considered amendments to RPs 4.201, 4.202, 4.203, 4.204, and 4.208 to align these policies with the Integrated Academic and Facilities Plan that was adopted by the Board in 2017. These policies had also been considered by the Board and the PA&BG and P&F committees several times over the past several years. Regents expressed concerns relating to the lack of clarity with regard to the University's future mission, and action on these policies was deferred to allow time for Regents to provide additional comment and feedback.

During the January 20, 2022, Board meeting, Administration presented an update on the Comprehensive Plan to Achieve a Reimagined University of Hawai'i, at which Regents continued to seek a more succinct vision. Administration also embarked on updating the UH System Strategic Plan in 2022. Regents were asked to submit their thoughts on the vision, mission, and goal areas for the University; these were reviewed during the August 18, 2022, Board meeting for Administration's consideration as they continued working on the Strategic Plan.

Administration presented and the Board approved the UH System Strategic Plan for 2023-2029 at the November 17, 2022, Board meeting. Now that the Strategic Plan has been approved, the Board Office intends to work with Administration in revisiting the affected Chapter 4 policies.

Chapter 6, Tuition

The administration is currently seeking public input on a proposed tuition schedule that was presented to the Board at its October 20, 2022, meeting, and will use the feedback it receives to further refine the proposal. A formal tuition proposal is expected to be presented to the Board for formal consideration in spring 2023. As such, amendments to RPs within Chapter 6 may be necessary.

Chapter 9, Personnel:

A report on the recommendations of the Senate Concurrent Resolution 201 (SCR 201) Implementation Steering Committee was provided to the Board at its meeting on November 17, 2022. A summary of changes to Executive Policies and RPs that will need to be made to initiate these recommendations was provided. Affected RPs include, RP 9.202 (Classification Plans and Compensation Schedules), RP 9.206 (Faculty and Staff Renewal and Vitality Plans), and RP 9.213 (Evaluation of Board of Regents' Appointees). The Board Office anticipates that it will receive any recommended policy changes from the administration upon the completion of formal consultation and will provide these recommendations to the appropriate committee for consideration.

UPDATED POLICY REVIEW COMMENTS

An updated addendum is attached that identifies some preliminary comments and findings resulting from the high-level review conducted by the Board Office. The Board Office will report back to the PA&BG Committee no later than December 2023 on the status of the policy reviews.

ADDENDUM

The Board Office has identified the following as possibly needing changes or updates:

- RP 1.201, Policies and Policy-Setting: May need to be updated to delineate a policy review process
- RP 1.202, Relationship of the Board to Administration and University: This policy could be streamlined and clarified
- RP 1.210, Regents' Policy on Faculty Involvement in Academic Decision-Making and Academic Policy Development: This policy was last revised in 2002; Board may want to examine and consider revising this policy
- Chapter 5: A number of policies in this chapter may require more thorough review and possible revisions
- RP 6.202, Tuition: May need to clarify the President's authority on distance education courses
- RP 6.205, State of Hawai'i B Plus Scholarship Program: This policy should be reviewed to see if it is still necessary
- Chapter 7: Several policies may need minor technical revisions with regard to the references
- RP 8.205, University Projects: May need to revisit this policy, which appears to be unclear; a resolution was set forth in the form of a policy
- RP 9.213, Evaluation of Board of Regents' Appointees: This policy needs to be reviewed in-depth for possible changes; the term "Board of Regents' Appointees" has a different application now than when the policy was first established
- RP 10.203, Management and Maintenance of Real Property Assets: Language in section III.B. could use some clarification
- RP 10.206, Child Care Programs: This policy may be duplicative to RP 10.205
- RP 12.205, Patent and Copyright Policy: This policy was established as provisional; need to check if Executive Policies were implemented



November 23, 2022

DTS-1700

MEMORANDUM

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

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

SUBJECT: Relationships and Responsibilities Regents should have with the Public, the Legislature, and Legislators

BACKGROUND:

During the May 5, 2022, Personnel Affairs and Board Governance ("PA&BG") Committee meeting, Chair Moore stated that a board self-assessment survey would be distributed to Regents and discussed during the June 2022 Board of Regents ("Board") meeting. During the June 2, 2022, special meeting of the Board, the survey results were distributed and the matter was referred to the PA&BG Committee.

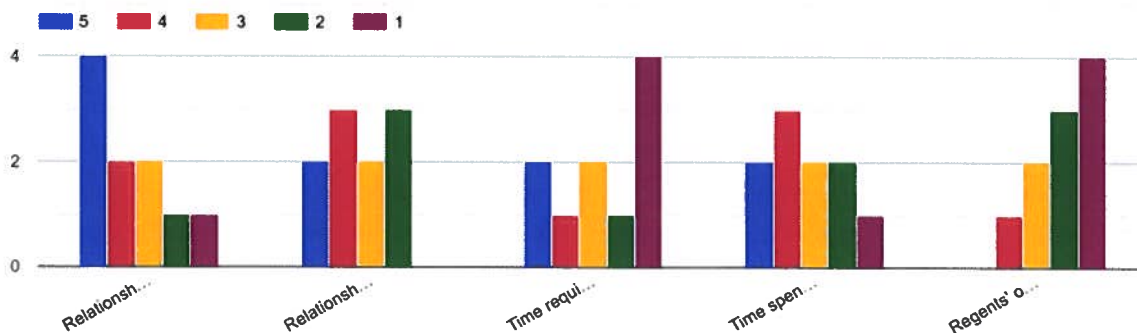
During the September 1, 2022, PA&BG Committee meeting, the results of the survey were reviewed and discussed. The Board Office was charged with conducting a poll among Regents to determine the ranking in order of importance of the following five topics, to allow for more focused discussions at future committee meetings:

1. Relationships and responsibilities regents should have with the public
2. Relationships individual regents should have with the Legislature and legislators
3. Time required to be a regent
4. Time spent on accountability matters vs. strategic matters
5. Regents' obligations to support and/or raise funds for the university

SURVEY RESULTS:

Ten Regents responded. The survey results are as follows (results are listed in the order of the questions above):

Please rank these issues from most important (5) to least important (1) for purposes of future committee discussions. If you have any other suggestions, please note them in the comments section below.



The following comments were also provided:

- The first order of business should be to identify what the regents CAN control or influence, and only then what they SHOULD control.
- Raising funds may be low or no priority, depending on whether the particular funding stream may appear to pose a COI. Most of the time direct engagement on funding is inadvisable, and undermines the ethical posture of the BoR.
- Likewise, the arrival of an accountability issue for consideration may be entirely outside of regents' control, and be inescapable, even while we would prefer to concentrate on strategic matters such as new program development.
- Stability of Regents' appointments should actually take precedence over the other topics, but i have not ranked this as it is unclear whether we would be discussing criteria for becoming a Regent, length of appointment, process of re-appointment, etc. My preferred duration of appointment would be 10 years. There already exists statutory permission for the Governor to recommend removal of a regent, presumably for misconduct; this should be statutorily amended to require Legislative approval, to avoid preemptory or retributive action by a sitting Governor.

DISCUSSION:

Based on the aforementioned results, the two topics of importance to Regents are:

- Relationships and responsibilities regents should have with the public; and
- Relationships individual regents should have with the Legislature and legislators.

Because these topics both relate to the relationship between the Board and others, they were grouped together for discussion during the December 1, 2022, PA&BG Committee meeting.

Board of Regents bylaws

Section II.D. Standing Committees of the Board

Current/suggested	Students, instruction & research	Finance, facilities & admin.	Audit	Gov- ernance
Academic & student affairs				
1. Review the academic mission and strategic direction of the system and its major units.	X			
2. Periodically review to what extent programs support the mission and strategic direction of the University	X			
3. Monitor the quality and effectiveness of educational programs.	X			
4. Develop and maintain policies governing academic and student affairs.	X			
5. Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions	Delete			
Budget & finance				
1. Work in concert with the University administration relating to the operating budget		X		
2. Examine the budgetary process, budget proposals, expenditure plans, and development plans.		X		
3. Discuss the implementation of the budgetary decisions with the University administration, especially amendments thereto or when circumstances require deviations from expenditure plans		X		
4. Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.		X		
5. Exercise general oversight and policy direction over the University's financial systems and programs		X		
Planning & facilities				
1. Review, study, and make recommendations to the Board relative to the long-range plans for the [physical] development of the University, considering academic needs, priorities, and fiscal capabilities of the State		X		
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.		X		
3. Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board		X		
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		X		
5. Work in concert with the university administration relating to the capital improvement budget		X		

6. Provide general oversight of the University's land-related strategic initiatives and partnerships program.		X		
Personnel affairs and board governance				
1. Review and consider policies and practices relating to university personnel		X		
2. Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis				X
3. Ensure board education and board member development is provided for board members				X
4. Provide recommendations to the board regarding best practices for board effectiveness				X
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			X	
2. Review the annual internal audit plan and the extent to which it addresses high risk areas.			X	
3. Review the annual report of the internal audit department and discuss significant issues of internal controls with the Internal Auditor and management			X	
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			X	
5. Receive and review the annual certified financial reports with the independent certified public accountants and management			X	
6. Recommend to the Board the certified public accountants to serve as the independent auditor, and their fees			X	
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			X	
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			X	

Intercollegiate athletics				
1. Serve as a liaison between the Board and the respective campuses and their athletic departments	X			
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.	X			
3. Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report	X			
4. Recommend policies governing all aspects of Intercollegiate Athletics at the University	X			
Research & innovation				
1. Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University	X			
2. Review and make recommendations regarding investments, policies, and practices relating to University research, innovation and technology transfer programs	X			
3. Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers	X			
4. Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives	X			

Suggested rewording of bylaw language for board standing committees

Current language	Suggested language	Rationale
Introduction (does not currently exist)		
	All committees work with the university administration to recommend strategic goals, objectives, and metrics for activities relevant to their committee’s purview.	Good governance practice
	All committees annually review progress against the university’s strategic goals and objectives relevant to their committee’s purview.	Good governance practice
	All committees review annually their committee charters as set forth in these bylaws and recommend amendments as appropriate.	Good governance practice
	All committees review every three years the regent policies relevant to their committee’s purview and recommend amendments as appropriate.	Good governance practice
	All committees review requests for exemptions to policies relevant to their committee’s purview.	Good governance practice
Students, instruction & research		
(from academic & student affairs)		
Introduction (does not currently exist)	This committee is responsible for recommending policy and exercising oversight over the academic mission, goals, and programs of the university, student success and welfare, including intercollegiate athletes, and the university’s research enterprise.	Sets forth the responsibilities of this committee.
1. Review the academic mission and strategic direction of the system and its major units.	Periodically review the academic mission and strategic direction of the system and its major units.	Added “periodically” to provide time context. [replace “periodically by “every three years”?]]
2. Periodically review to what extent programs support the mission and strategic direction of the University	Periodically review the extent to which programs support the mission and strategic direction of the University	Suggested sentence is less awkward. [replace “periodically by “every three years”?]]
3. Monitor the quality and effectiveness of educational programs.	No change	

4. Develop and maintain policies governing academic and student affairs.	Delete.	Incorporated in the introduction setting forth the responsibilities of this and all committees.
5. Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions	Delete.	Exceptions should come to the relevant committee as stated in the introduction for all committees; actions that have been delegated do not need to be reviewed unless requested by the president.
(from intercollegiate athletics)		
1. Serve as a liaison between the Board and the respective campuses and their athletic departments	Delete	Unnecessary.
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.	Review annually and advise the board of any irregularities concerning: (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.	The committee should review these matters and report irregularities to the board. There should be a regents policy on head coaches (for Mānoa only?) in Chapter 9 of the RPs, along with the personnel policies for employees who are not included in a bargaining unit. This policy would be under the purview of the committee on finance, facilities and administration. Specific procedures for the selection of head coaches should be set forth in executive policy, along with the procedures for selecting other university employees.

3. Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report	Delete	This matter is covered in the item immediately above.
4. Recommend policies governing all aspects of Intercollegiate Athletics at the University	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
(from research & innovation)		
1. Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
2. Review and make recommendations regarding investments, policies, and practices relating to University research, innovation and technology transfer programs	Delete	Incorporated in the introduction setting forth the responsibilities of all committees.
3. Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers	Review and make recommendations on proposals to establish or to terminate Organized Research Units and research centers	Deleted "(ORU)" since this abbreviation does not appear elsewhere so it does not be defined.
4. Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
Finance, facilities & administration		
(from budget & finance)		
Introduction (does not currently exist)	This committee is responsible for recommending policy and exercising oversight over (a) the preparation and execution of the university's capital and operating budgets, (b) the development and management of its facilities including master land use master plans for each campus, (c) the use of university lands and (d) personnel policies and practices.	Sets forth the responsibilities of this committee.
1. Work in concert with the University administration relating to the operating budget	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.

2. Examine the budgetary process, budget proposals, expenditure plans, and development plans.	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
3. Discuss the implementation of the budgetary decisions with the University administration, especially amendments thereto or when circumstances require deviations from expenditure plans	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
4. Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.	Exercise fiduciary oversight of endowment funds and other financial assets of the University.	The introductory part of the current language is incorporated in the introduction setting forth the responsibilities of this and all committees.
5. Exercise general oversight and policy direction over the University's financial systems and programs	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
(from planning & facilities)		
1. Review, study, and make recommendations to the Board relative to the long-range plans for the [physical] development of the University, considering academic needs, priorities, and fiscal capabilities of the State	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
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.	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
3. Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board	No change.	
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	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.

5. Work in concert with the university administration relating to the capital improvement budget	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
6. Provide general oversight of the University's land-related strategic initiatives and partnerships program.	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
(from personnel affairs and board governance)		
1. Review and consider policies and practices relating to university personnel		Incorporated in the introduction setting forth the responsibilities of this and all committees.
Audit (no change from current)		The committee charge is set forth in statute
Introduction (does not currently exist)	This committee is responsible for exercising oversight over the university's external auditors and the university's office of internal audit as set forth in Chapter 304A-321, Hawaii Revised Statutes.	This committee is mandated by statute.
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		
Governance		
Introduction (does not currently exist)	This committee is responsible for the efficient and effective operation of the board.	Sets forth the responsibilities of this committee.
2. Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.	No change.	
3. Ensure board education and board member development is provided for board members.	No change.	
4. Provide recommendations to the board regarding best practices for board effectiveness.	No change.	

Suggested rewording of bylaw language for board standing committees (clean copy)

D. Standing Committees of the Board.

1. Establishment of Standing Committees. To facilitate consideration of policy matters that must be approved by the Board, and to facilitate the exercise of the Board's oversight responsibilities, four 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 pursuant to these guidelines:
 - a. All committees work with the university administration to recommend strategic goals, objectives, and metrics for activities relevant to their committee's purview.
 - b. All committees annually review progress against the university's strategic goals and objectives relevant to their committee's purview.
 - c. All committees annually review their committee charters as set forth in these bylaws and recommend additions, deletions, or other amendments as appropriate.
 - d. All committees review every three years the regent policies relevant to their committee's purview and recommend amendments as appropriate.
 - e. All committees review and recommend requests for exemptions to policies relevant to their committee's purview.
2. Standing Committees. The following are the standing committees of the Board and their functions:
 - a. Committee on Students, Instruction, and Research. This committee is responsible for recommending policy and exercising oversight over the academic mission, goals, and programs of the university, student success and welfare, including intercollegiate athletes, and the university's research enterprise. Specific additional duties:
 - (1) Review the academic mission and strategic direction of the system and its major units.
 - (2) Periodically review the extent to which programs support the mission and strategic direction of the University.
 - (3) Monitor the quality and effectiveness of educational programs.
 - (4) Review annually and advise the board of any irregularities concerning:
 - (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.
- (5) Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University.
- (6) Review and make recommendations on proposals to establish or to terminate Organized Research Units and research centers.
- b. Finance, facilities and administration. This committee is responsible for recommending policy and exercising oversight over (a) the preparation and execution of the university's capital and operating budgets, (b) the development and management of its facilities including land use master plans for each campus, (c) the use of university lands and (d) personnel policies and practices. Specific additional duties:
- (1) Exercise fiduciary oversight of endowment funds and other financial assets of the University.
 - (2) Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board.
- c. Independent audit. This committee is responsible for exercising oversight over the university's external auditors and the university's office of internal audit as set forth in Chapter 304A-321, Hawaii Revised Statutes. Specific duties:
- (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.

d. Governance. This committee is responsible for the efficient and effective operation of the board. Specifically:

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

Primary BOR committee contact for regents policies

General provisions - Governance, unless otherwise noted

1.201	Policies and Policy-Setting	
1.202	Relationship of the Board to Administration and University	
1.203	Rules of Practice and Procedure before the Board	
1.205	Policy on Nondiscrimination and Affirmative Action	Finance, facilities & administration
1.206	University Seal, Logo, Name, and Trademarks	Finance, facilities & administration
1.210	Regents' Policy on Faculty Involvement in Academic Decision-Making and Academic Policy Development	

Administration - Governance, unless otherwise noted

2.201	Officers of the University of Hawai'i	Finance, facilities & administration
2.202	Duties of the President	Finance, facilities & administration
2.203	Policy on Evaluation of the President and Other Persons Reporting Directly to the Board	
2.204	Policy on Board Self-Evaluation	
2.205	Policy on Whistleblowing and Retaliation	Audit
2.206	Policy on Regents as Employees	
2.207	Regent Political Activity	

Organization - Finance, facilities & administration, unless otherwise noted

3.201	Major Organizational Units of the University of Hawai'i	
3.202	Reorganizations	
3.203	Organization Chart	

Planning – Full board, unless otherwise noted.

4.201	Mission and Purpose of the University	
4.202	Strategic Planning	
4.203	Unit Academic Plans	Students, instruction & research
4.204	Long-Range Physical Development Plans	
4.205	Institutional Accountability and Performance	Students, instruction & research
4.206	Enrollment Planning	Finance, facilities & administration
4.207	Community College System	
4.208	Sustainability Policy	

Academic affairs - Students, instruction & research, unless otherwise noted

5.201	Instructional Programs	
5.202	Awards for Excellence in Teaching	
5.203	Distinguished Academic Chairs	
5.204	Affiliations and Cooperating Agencies with non University Entities	
5.205	Academic Calendar	
5.206	Establishment and Review of Centers and Institutes	
5.207	Graduate Programs	
5.208	Conferring of Academic Degrees, Diplomas and Certificates	
5.209	Honorary Degrees and Regents' Medals, and University Distinguished Professor	
5.210	Distance Education and Offsite Instruction	
5.211	Admissions	
RP 5.212	Early Admission Policies	
RP 5.213	General Education	

RP 5.214	Student and Credit Transfer within the University	
RP 5.215	University Centers	
RP 5.216	Library	
RP 5.217	University of Hawai'i Press	
RP 5.218	Implementation of Policy	
RP 5.219	Emeritus/Emerita Title	

Tuition, financial assistance, and fees - Finance, facilities & administration, unless otherwise noted

6.201	Authority to Set Tuition and Fees	
6.202	Tuition	
6.203	Fees	
6.204	Student Financial Assistance	
6.205	State of Hawai'i B Plus Scholarship Program	
6.206	Western Interstate Commission for Higher Education (WICHE)	Students, instruction & research
6.207	Exemption from Tuition and Other Fees (Unless superseded by a collective bargaining agreement.)	
6.208	Board Exemptions to Non-Resident Tuition	
6.209	Undocumented Students	Students, instruction & research
6.210	Payment of Tuition, Fees and Charges	

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7.201	Student Organizations	
7.202	Chartered Student Organizations (CSO)	
7.203	Registered Independent Organization (RIO)	

7.204	Regents' Policy on System-wide Student Involvement	
7.205	Student Housing	
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9.203	Collective Bargaining	
9.204	Employment of Relatives	
9.205	Political Activity	
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11.201	Community Fund Drives	Students, instruction & research
11.202	Sales or Consumption of Liquor on Campus	Students, instruction & research
11.203	Naming of University Facilities, Properties, and Programs	Finance, facilities & administration
11.204	Selling and Soliciting	Finance, facilities & administration
11.205	Public Health, Safety and Security	Finance, facilities & administration
11.206	Other Awards and Recognition	Students, instruction & research
11.207	Hazardous Materials Management	Finance, facilities & administration
11.208	Information, Communication, and Cybersecurity Technologies	Finance, facilities & administration

Research - Students, instruction & research unless otherwise noted

12.201	Ethical Standards of Conduct	
12.202	Principal Investigator	
12.203	Right to Investigate & Disseminate	
12.204	Classified Contracts	
12.205	Patent and Copyright Policy	
12.206	Establishment and Review of Organized Research Units	
12.207	Research Corporation of the University of Hawai'i ("RCUH")	Finance, facilities & administration

12.208	Regents Awards for Excellence in Research	
12.209	Strategic Research Plan	
12.210	Research and Training Revolving Fund	Finance, facilities & administration
12.211	Ethical Guidelines in the Conduct of Technology Transfer Activities	

Materials from May 6, 2021 Personnel Affairs and Board Governance Committee Meeting

University of Hawai'i
Board of Regents
Committee structure

Why have committees?

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

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

Types of committees

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

Two principles around which committees are formed are:

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

Other public university board committees

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

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

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

For consideration by the UH board of regents

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

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

The committee meetings could be scheduled as follows:

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

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

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

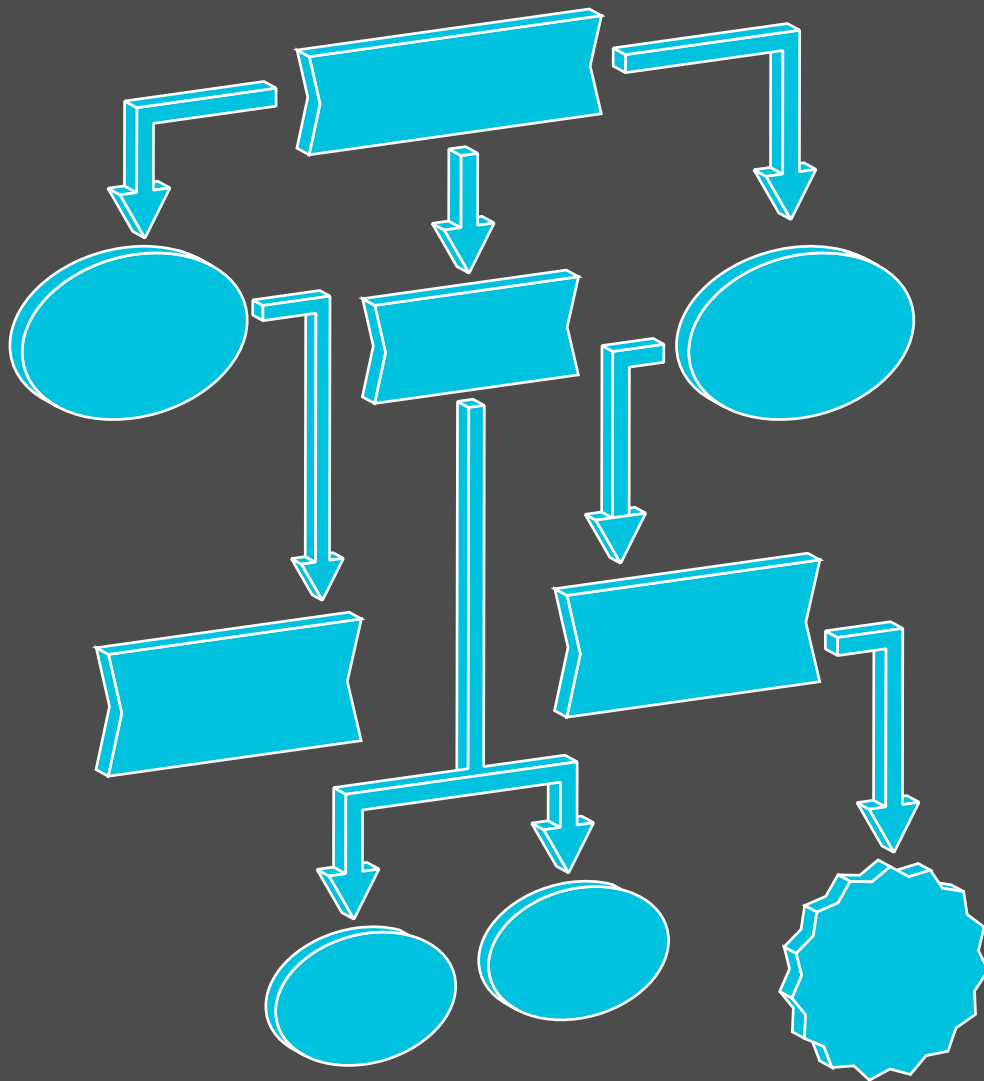
12 other Western state university boards

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

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

Restructuring Board Committees :

How to Effectively Create Change



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

Restructuring Board Committees:

How to Effectively Create Change

About AGB

Since 1921, the Association of Governing Boards of Universities and Colleges (AGB) has had one mission: to strengthen and protect this country's unique form of institutional governance through its research, services, and advocacy. Serving more than 1,300 member boards, 1,900 institutions, and 40,000 individuals, AGB is the only national organization providing university and college presidents, board chairs, trustees, and board professionals of both public and independent institutions and institutionally related foundations with resources that enhance their effectiveness.



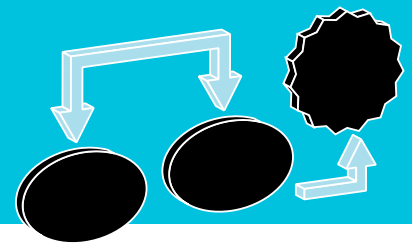
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Introduction

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

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

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

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

Restructuring Board Committees:

How to Effectively Create Change

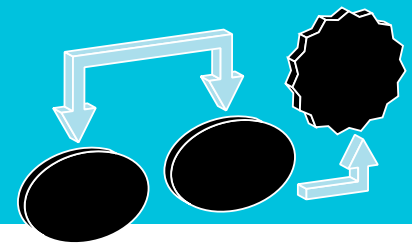
Many boards have completely transformed their committee structures or are considering doing so. In fact, AGB's forthcoming 2016 study of board composition, policies, and practices found that over half of the boards of independent (56.6 percent) and public (51.4 percent) institutions and systems have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

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

Impetus for Change

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

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



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

External Influences *The Nevada System of Higher Education*

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

Strategic Planning *The Citadel*

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

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Restructuring Board Committees:

How to Effectively Create Change

Initiating Change: Assessing Current Board Committee Structures

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

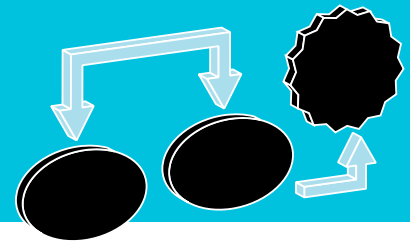
Board Size and Number of Committees

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

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

Number of Board Committees *Wofford College*

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



Types of Board Committees

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

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Types of Board Committees Delaware State University

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

Restructuring Board Committees:

How to Effectively Create Change

Board Meeting Schedules and Agendas

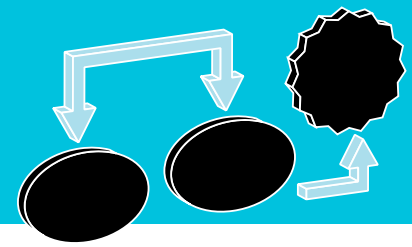
The schedules and agendas for board and committee meetings can pose significant challenges to board member engagement and to the logistics of board meetings. Whether the committees meet weeks in advance of the full board meeting or just hours before greatly depends on the institution or system and the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

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Committee Agendas *Azusa Pacific University*

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

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



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

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

The Process of Creating Change

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

Researching Best Practices

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

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

Restructuring Board Committees:

How to Effectively Create Change

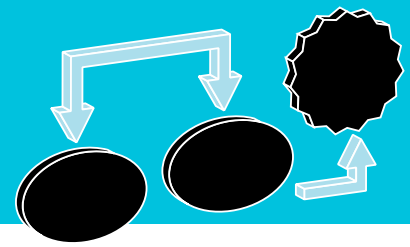
Models of Change *Warren Wilson College*

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

Creating Vehicles for Change

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

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



Ad Hoc Committees *Abilene Christian University*

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

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

Formalizing Change

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

Trusteeship Committee *Lakeland College*

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

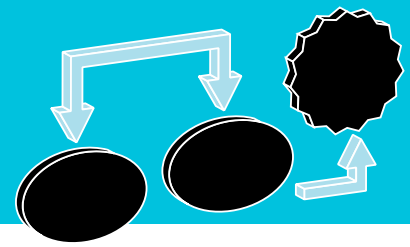
Outcomes of Change

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

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

Examples of Change:

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



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

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

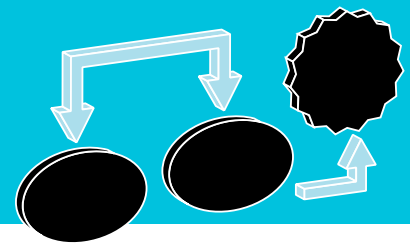
committee on educational experiences and programs also includes a "half committee" that divides the larger committee into two sessions: academic life and co-curricular life. Half of the board members who serve on the larger committee participate in both sessions, so that a core of the total committee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

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

Restructuring Board Committees:

How to Effectively Create Change

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



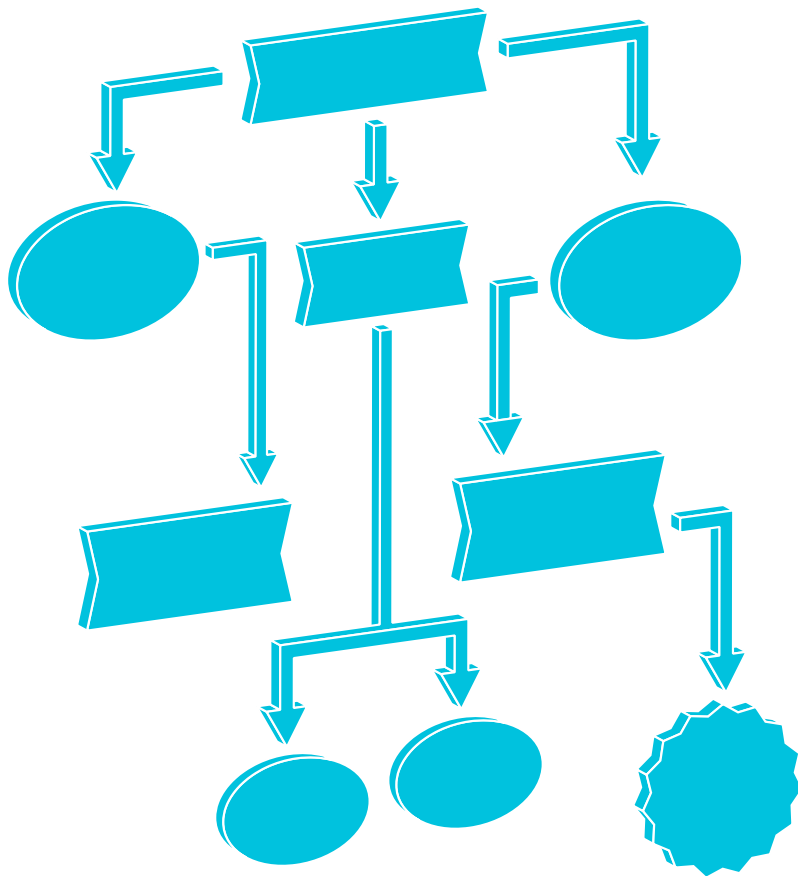
Those charged with driving this kind of structural change should consider the following questions before taking action:

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

Conclusion

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

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



Restructuring Board Committees :

How to Effectively
Create Change

AGB ASSOCIATION OF
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Personnel Affairs and Board Governance Committee
Thursday, September 1, 2022
Agenda Item III.G. Board Member Education and Development

Excerpt from:
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May/June 2022 Issue
Drastic Pivots for Success, David Tobenkin
pp. 17-20

Pennsylvania's State System of Higher Education (PASSHE)

Pennsylvania's State System of Higher Education (PASSHE) is confronted with challenges that are pervasive across higher education but that are particularly acute in the Keystone State. Over the decade ending in 2020, PASSHE's 14 universities lost 21 percent of their enrollments and—because they are still working to adjust cost structures, and because the state ranks 48th in the nation in terms of public expenditure on higher education—the entire PASSHE system has been severely challenged financially. While many of its institutions were already adjusting to such headwinds, the system's board, led by Chairwoman Cynthia Shapira, realized that much more needed to be done at the system level and embarked upon a significant reform of the system.

In late 2016, the Board of Governors and then Chancellor Frank Brogan launched a fundamental reexamination of the PASSHE system. The board began by commissioning an intensive, top-to-bottom review of the system and its universities' operations and governance, gathering input from students, faculty, staff, community leaders, elected leaders, and others.

The findings suggested that indeed a major overhaul was needed. "The system had been built on the idea that the enrollment would be fairly steady, and that the state appropriation would be fairly steady and it would cover about 60 to 70 percent or so of annual operating costs," Shapira says. "And so there wasn't much effort to diversify the revenue stream, there was debt from prior building, and the Great Recession had led to drastic budget cuts."

These new realities, including continuing enrollment declines, were "simply not being dealt with," Shapira says. "The board retained an outside consultant to do a top-to-bottom review so that we could say, for any reform, that this is what we're basing it on, this is the information, and here is why this business model must be changed."

A Mandate for Change

The results of the review, a 2017 report by the National Center for Higher Education Management Systems (NCHEMS), were candid and less than flattering on many levels. One of the fundamental findings was that the politically appointed nature of the board tended to limit the likelihood of strong and consensus-driven decisions to make fundamental change.

The report eschewed attempts to rapidly slash costs by simply closing institutions, finding that would be expensive and would not yield sufficient savings, would not result in sufficient efficiencies, would end up damaging the economies of communities where some of the universities are located, and would not be politically feasible.

“The report said, and I agreed, that the real problem, the foundational problem, is with the governance structure and its ramifications: that with a politically appointed board there’s no real power or authority to do much of anything, and there is little focus on strategic or generative decision-making,” Shapira says. “That centered governance and system-level work on administration and control rather than strategy and student outcomes.” PASSHE’s chancellor left soon thereafter.

Shapira expanded and increased the diversity of the search committee that looked for a new chancellor who could lead the needed change by adding a faculty representative, a student representative, and a university administrator. Eventually, Shapira and the board chose as the new chancellor Dan Greenstein, who was previously director of postsecondary success strategy at the Bill & Melinda Gates Foundation and earlier was vice provost for academic planning and programs for the University of California system.

“First of all, Dan clearly had the thought and executive leadership chops and experience working with a large higher-education system,” Shapira says. “Also, I’ll tell you the thing that really did it for me was that when Dan came in for his interview, he didn’t talk about himself in the first five or 10 minutes that we gave to all candidates to introduce themselves. While most of them talked about their careers or whatever, Dan instead talked about public higher education, equity issues, and the need for higher education to fulfill its mission, particularly public higher education. And he said he thought that we really understood that there was a need to change, and really change the business model and the template in order to accomplish those goals. And he said he wanted to be with people who were willing to do that.”

Reorienting and Revamping the Board

Shapira also reoriented the board to be more focused on governance and outcomes. First, the board eliminated all the administrative standing committees and created three mega committees dealing with student success, university success, and governance and leadership. “That gave the message to the board that your work needs to be aligned with what we actually want to accomplish,” Shapira says. “Your work is not about administration, it’s not about control. It’s not about reviewing the university’s new program in English. It is about student outcomes and about these universities being sustainable and fulfilling their mission, and for us to do the best job that we can in governing.”

In recent years, the board has started to use consent agendas for any administrative issues that could be handled offline, saving time at committee meetings and workshops for strategic and substantive discussions.

That has freed up time for board discussion of important issues. “At our most recent quarterly meeting in February 2022, over a two-day period we only had two or three

action items on that agenda that needed votes to be taken,” Shapira says. “Those two days predominantly were spent on these big issues related to enrollment.”

Driving Cost Savings

The most substantive board action taken with respect to the system has been to reduce costs to enable the system to live within its means, Shapira and Greenstein say. By June 2022, PASSHE will have eliminated \$173 million in costs in two years and is on target to deliver \$200 million to \$250 million in reductions promised over the 2020-25 period, according to a November 15, 2021, funding request to Pennsylvania’s governor and General Assembly. That includes a 30-percent reduction in expenditures within the Office of the Chancellor since 2018.

The board now requires PASSHE universities to operate in a financially sustainable manner, including passing balanced budgets that do not rely on reserves. That has allowed the system to yield a modest positive annual operating margin and to maintain primary reserve ratios and net reserves at minimum industry-standard threshold levels, according to the funding request.

Greenstein and Shapira instituted a nearly 15-percent reduction in the level of faculty and staff. “There was a lot of nuance to that and we worked very closely with the unions, with the governor, and with other stakeholders to figure out how to do it in a way that was the most humane and would result in the least devastation,” Shapira says.

The system also required universities to make tough choices to cut back previous programmatic expansions that had driven past employment growth. “The reason we had too many faculty was because we had allowed our program array to just become too big,” Greenstein says. “You can only sustain as many programs as you can enroll students. Not every program has to make money. But the portfolio can’t lose money. And several of our schools were underwater. And so it was a matter of just insisting as a policy matter, that you need to live within your means. And to live within your means you need to ensure that your program array is sustainable on the number of enrollments. And that caused a number of things happen. One of them was universities began to compress their programs, and the universities now begin to look to each other and say, ‘Oh, my goodness, I’m going to lose Celtic poetry. How do we work together, so my students can still have access to it?’ Related to that, we invested a significant amount of money in the technology infrastructure that will enable sharing remotely and so we’re seeing more and more universities beginning to share programming. We think it shows that you can have the best of both worlds for your students; you can have breadth and depth.”

PASSHE now requires its university heads to closely scrutinize low-enrollment programs and program alignment with workforce imperatives, Greenstein says.

Part of the problem was that the board earlier was under the impression it could not take those difficult steps. “The board didn’t know it had the agency to insist on accountability and insist on aligning costs with expenses,” Shapira says. “Dan helped us figure out what we could do. And this is the lesson learned: Boards think they can’t do things or chancellors think they can’t do things. And generally, that’s just because that’s the lore. It’s not because it’s true.”

Cost-cutting has enabled the system to curtail tuition increases. From 2011 to 2018, the average annual increase in the net price of attendance systemwide was 5.5 percent. Those increases were eliminated starting in 2019, with the board holding tuition flat for three straight years, according to its recent funding request. PASSHE universities are also controlling the cost of room and board and are increasing the number of operating dollars spent on student aid to \$100 million annually.

Other positive outcomes include a systemwide four-year graduation rate that has increased 10 percent over the past six years. “We’ve seen consistent improvement in four-year graduation rates, we’ve seen shrinkage of attainment gaps at several of our universities, and we’ve seen improved enrollment in students from new and adjacent markets in non-degree credentials, online, adult,” Shapira says.

University Integrations

In the summer of 2020, the board embarked on a next step in addressing enrollment and financial challenges through an initiative to integrate six of its 14 universities into two larger regional universities. In October 2020, the board authorized Greenstein to develop a proposed implementation plan for this integration. It was hoped that the integration of three universities in the western part of the state (California, Clarion, and Edinboro) and three universities in the northeast (Bloomsburg, Lock Haven, and Mansfield) would provide students with more academic program options while providing for greater operational stability for the institutions.

The six institutions involved will maintain their historical names and identities while expanding academic program opportunities, enhancing support that improves outcomes for all students, and reaching communities that are currently underserved.

The first cohort of students will begin at each integrated university in August 2022, with the integrated curriculum being finalized by August of 2024. Key to supporting this effort is a recent state commitment of \$200 million over four years that will be used to invest in student-success initiatives, reduce current debt loads, and support faculty and staff training and transition.

The integration initiative proved contentious, with at least one state assemblyman writing an op-ed article requesting Greenstein’s ouster. That forced the board to navigate the complexities of a broad range of political pressures, Shapira says. In the end, Shapira marshalled an 18-0 board vote in favor of the integration and it moved forward with the state legislature’s passage of Act 50 of 2020, which received near-unanimous support in the state legislature and the governor’s office.

Shapira says that the next area of emphasis for the system is growing enrollment. She says the system aims to produce 2,000 more bachelor’s degrees per year, 1,200 more master’s per year, and about 2,500 more non-degree credentials annually through at least 2030. “That requires us to grow to about 100,000 to 110,000 students, and all of that is tracked directly to the state’s workforce development,” Shapira says.

Forum: Choosing a Board Chair

By Richard Chait // Volume 30, Number 3 // May/June 2022

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“How should we select the next board chair?” It’s a question trustees (and presidents) ask with surprising frequency. One might think that colleges and universities, most of which are 50 to 350 years old, would have codified the process by now. Yet, in many boardrooms the procedure remains improvisational, variable, and even mysterious. Alternatively, trustees might consider the template outlined below which numerous boards have adopted or adapted. Three design principles guide a six-step procedure.

Principles

1. **Institutionalized.** The process should be systematic, stipulated, and consistent, not reinvented with every transition.
2. **Transparent.** The process should be communicated to every board member and should be publicly available. There is no need for secrecy about the procedure; opaqueness breeds misinformation and cynicism.
3. **Inclusive.** The process should enable all trustees to offer comments and suggestions.

Procedure

1. **Identify a working group to oversee the process.** Typically, this would be an established entity such as the governance committee rather than an ad hoc group. The board chair and the college president should be consulted as the process unfolds. However, neither should be a member of the working group.
2. **Develop and circulate to board members a job description for the chair.** Few, if any, boards would launch a presidential search without a job description, but many lack a comparable document for the board chair, as if the dimensions and duties of the position were whatever the incumbent determines. The document should delineate (a) the chair’s formal and informal roles and responsibilities and (b) the board’s expectations of the chair. Normally, the specifications will not change much from one chair to the next. (*See box below for sample language.*)

Sample Position Description for a Board Chair

The chair serves as the leader of the board and as an exemplar of exceptional trusteeship. The chair inspires and galvanizes the board, articulates short- and long-term goals for the board, cultivates future board leadership, and manages the work of the board.

The principal responsibilities are to (a) facilitate efficient and effective operation of the board; (b) partner with the president as colleague, counselor, confidant, and critic; (c) serve as the principal spokesperson for the board; (c) work in concert with the president to enact the college's vision, mission, and strategy; and (d) conduct and convey the president's annual evaluation and promote still better performance.

Along with the president, the chair ensures that the board focuses on the right issues at the right time, at the right level, and to the right degree. The chair leads efforts to develop board and committee agendas and meetings that are tightly linked to the college's strategic priorities.

When the board meets, the chair presides. In that role, the chair facilitates broad participation; encourages candid, robust discussion; and fosters alternative perspectives. The chair strives to ensure that trustees concentrate on strategy, policy, and values rather than operational details. When the conversation strays, the chair must return the deliberations to core considerations. The chair should summarize the discussion, identify important implications, seek consensus, and clarify confusion or conflict. Throughout the course of the board's work, the chair, more than anyone else, must ask, "How are we adding value? How can we be more helpful?"

The chair bears significant responsibility for the board's performance and comportment. Toward that end, the chair ensures that (a) new trustees are oriented to the board's norms and expectations; (b) the board periodically evaluates its own performance and responds accordingly to the results; and (c) inclusiveness with regard to the board's membership, leadership, and deliberations is facilitated.

The chair serves ex officio on all committees and appoints committee chairs in consultation with the governance committee.

3. **Develop and circulate a bulleted description of the college's current context.**

Presidential search committees usually craft a "prospectus" or a "narrative" to describe the state of the college to prospective candidates and constituents on and off campus.

While internal to the board, a "prospectus" drafted by the governance committee should succinctly identify (a) the paramount issues, questions, and decisions likely to dominate the board's agenda for the foreseeable future and (b) any particular challenges and priorities for the chair (e.g., partnering with a new or an entrenched president; a capital campaign; board dynamics and culture; relationships with the larger campus community).

The last three steps should be activated when the incumbent chair's term cannot be extended as a matter of bylaws or custom, the incumbent chair declines to seek reappointment, or the governance committee concludes that circumstances warrant a change in leadership or at least consideration of a change of leadership.

4. **Solicit suggestions from trustees.** With the description of the chair's role and the institution's context as a backdrop, all trustees should be invited to suggest to the governance committee (a) the most essential attributes and skills the next chair should possess and (b) the names of individuals with these traits and competencies. If a board explicitly appoints a vice chair as chair-elect, then this step of the process would be aimed at the selection of the next vice chair.

5. **Identify prospects.** Based on responses from trustees, the governance committee should discuss each prospect's fit with the position description and organizational context (i.e., the right person at the right time). If one or more members of the governance committee emerge as viable candidates, then these individuals should be recused. After conversations with the incumbent chair and the president, the governance committee should determine whom to approach first, and the committee chair should then do so. The discussion should address the demands of the position, the board's expectations of the chair, and the reasons the committee believes this person would be an excellent choice. If the individual declines, the second most attractive candidate would be approached with no disclosure that a fellow trustee was previously considered. When someone accepts the nomination, the governance committee should bring the person's name forward for board approval with an explanation for the recommendation.

6. **Plan a transition.** The chair-designate should participate in nearly every in-person or virtual meeting between the president and the chair until the change in leadership

occurs. Ideally, the interregnum would be about three to six months. During this period, the chair-elect should be encouraged to confer one-on-one with each trustee to ask, among other questions: “What do we want to accomplish as a board over the next year or two? What can I do to strengthen the board’s performance? What would enhance your experience as a board member?” The chair-designate should also ask the president and chair, “What works well and what could work better in the partnership between the chair and the president?”

Trustees often emphasize the importance of leadership succession plans within the executive ranks. Since the most effective boards exemplify the very practices trustees want the college to exhibit, boards would be wise to position the transition between board chairs as the epitome of a thoughtful and orderly process.

Richard Chait is professor emeritus of higher education at Harvard Graduate School of Education and a long-time consultant to college and university boards of trustees

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