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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), Bal, Tochiki, and Wilson

Date: Thursday, April 6, 2023

Time: 1:15 p.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 December 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 8:15 a.m. on the day of the meeting in order to be accommodated. Registration for in-person oral testimony on agenda items will also be provided at the meeting location 15 minutes prior to the meeting and closed at the posted meeting time. It is highly recommended that written testimony be submitted in addition to registering to provide oral testimony. Oral testimony will be limited to three (3) minutes per testifier.

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.

Although remote oral testimony is being permitted, this is a regular meeting and not a remote meeting by interactive conference technology under Section 92-3.7, Hawai'i Revised Statutes (HRS). Therefore, the meeting will continue notwithstanding loss of audiovisual communication with remote testifiers or loss of the public broadcast of the meeting.

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. Discussion and Possible Recommendations on Board Committee Structure
- B. Discussion and Possible Recommendations on the Establishment of a Regents Policy for Selecting a Board Chair
- C. Discussion on the Number of Board Vice-Chairs
- D. Discussion on the Evaluation Process for the President of the University

V. Adjournment

ATTACHMENT

Attachment A – Personnel actions posted for information only, pursuant to Section 89C-4, HRS. These actions are not subject to approval by the Board of Regents.

Attachment A: Pursuant to §89C-4, Hawai'i Revised Statutes, the following proposed compensation actions for excluded Executive/Managerial are disclosed for purposes of public comment.

DTS 23250

Executive/Managerial

Campus	Last Name	First Name & Middle Initial	Proposed Title	Unit	Nature of Action	Monthly Salary	Effective Date
UH System	Alexandre	Tereza	Interim Director of Research Services	Office of Research Services	Appointment	\$13,830	April 10, 2023 - April 9, 2024
UH Mānoa	Akana	David	Interim Director of Student Housing	Office of the Vice Provost for Student Success	Appointment	\$10,120	April 10, 2023 - April 9, 2024

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 UNIVERSITY OF HAWAII
 BOARD OF REGENTS

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

MINUTES

BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING

DECEMBER 1, 2022

I. CALL TO ORDER

Chair Moore called the meeting to order at 9:00 a.m. on Thursday, December 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; Regent Gabriel Lee; Regent Diane Paloma; and Regent Robert Westerman (ex officio committee members); President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Legal Affairs/University General Counsel Carrie Okinaga; VP for Research and Innovation Vassilis Syrmos; 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 September 1, 2022 committee meeting which had been distributed. Hearing none, the minutes were approved.

Regent Haning arrived at 9:01 a.m.

III. PUBLIC COMMENT PERIOD

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

Regent Tochiki arrived at 9:02 a.m.

IV. AGENDA ITEMS

A. 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

Chair Moore provided the rationale for the recommended changes to RP 2.203 stating that this policy was reviewed and discussed by the committee after questions were raised about the evaluation of the university president. Upon further examination of RP 2.203, it was determined that the processes for the president's evaluation were sound but lacked specificity regarding the means by which the results of the evaluation are reported. At its September 1, 2022, meeting, the committee suggested that revisions be made to RP 2.203 that would require the board chair to prepare and issue a written evaluation of the president on behalf of the board and requested the Board Office to draft specific language to this effect. He reviewed the proposed revisions to RP 2.203 which includes language 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 and 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.

Regent Wilson moved to recommend board approval of the proposed amendments to RP 2.203, seconded by Regent Bal, and the motion carried with all members present voting in the affirmative.

B. Annual Report on Regents Policies (RPs)

Chair Moore explained that the annual report on RPs was prepared by the Board Office and includes information on recommended amendments to existing RPs, as well as policy changes that have occurred over the course of the 2022 calendar year. He referenced the written memorandum contained within the materials packet and directed any questions to Board Secretary Oishi. No questions were raised.

C. Discussion on:

- 1. Relationships and responsibilities Regents should have with the public**
- 2. Relationships individual Regents should have with the Legislature and legislators**

Chair Moore summarized discussions that took place during the last committee meeting regarding the results of the 2021-2022 board self-assessment survey stating that these deliberations led to the identification of several topics regents believed warranted further dialogue. He also spoke about a poll conducted among regents subsequent to this meeting that ranked matters relating to regent's relationships with the public, as well as the Legislature and legislators, as the top two issues deserving of focused discussions by the committee.

Chair Moore proffered his thoughts on the relationship between regents and the public noting that, while the board chair generally serves as the public spokesperson for

the board on actions it has taken or matters it is involved in, each regent is responsible for clarifying their own positions on an issue should questions arise. He also offered his perspectives on the relationship between regents and the Legislature stating that regents may find themselves in a situation where they receive a detailed inquiry about a particular matter. When confronted with such a situation, it was his belief that the most appropriate course of action to take was to say that the issue will be looked into with a response to be provided at a later date. While it is normal and acceptable for regents to maintain personal relationships with individual legislators, there must be a mutual understanding among the parties that a regent is not a lobbyist for the university but can serve as a resource on matters related to the university. Additionally, it was suggested that regents observe the Legislature's budget briefings to gain a deeper understanding of the interests of legislators.

Committee members concurred with Chair Moore's assessment of a regent's relationship with the public, the Legislature, and individual legislators.

D. Discussion on Board Member Education and Development

1. Review of Reports on Board Committee Structures

Chair Moore stated that the basis for the discussion on board committee structures stemmed from an assignment tasking each Committee member with reviewing, and presenting a report on, specific sections of articles on committee restructuring published by the Association of Governing Boards of Universities and Colleges (AGB). He also touched upon previous conversations associated with this matter that have occurred among regents.

Vice-Chair Nahale-a lost remote technology connection from 9:18 a.m. to 9:21 a.m.

Each Committee member summarized the substance of the section of the AGB article they were assigned to review (Note: Regent Acopan was experiencing laryngitis. As such, her statement on this matter was read by Chair Moore). They discussed several key takeaways from these reports including the potential benefits of maintaining fewer board committees, such as increased efficiency and effectiveness; the impacts a reduction in the overall number of board committees could have on improving the remaining committees' capacity to delve into robust discussions on significant issues impacting a university; the importance for committees to focus more on strategic, as opposed to ministerial or managerial, matters; the necessity of including flexible design principles in any committee reorganization effort to allow for nimble adaptation to changing circumstances or emerging issues; the desirability of forming committees geared towards ensuring the success of the institution and the constituencies it serves; and the need to create opportunities for greater engagement on issues relevant to the sustainability of an institution thereby leading to a deeper understanding of this subject matter among regents. They also reviewed examples of, as well as the rationale for, committee restructuring that has occurred at other public universities, and spoke about the relevance of these matters to the university and the board.

Based upon the reports from Committee members, Chair Moore suggested that there were four possible courses of action that could be taken with respect to the board's current committee structure including preserving the status quo, changing the committee structure by establishing four committees based upon materials that were previously disseminated, altering the preceding proposal by adding a fifth committee specifically focused on the Native Hawaiian kuleana imperative contained within the university's strategic plan, and developing an option other than those mentioned. Committee members indicated a desire to make changes to the current committee structure.

Regent Tochiki requested clarification as to whether the reorganization of committees mentioned referred to standing committees of the board. She also asked how permitted interaction groups or temporary ad hoc committees were integrated into the committee structures contained within the board's governing documents. Chair Moore replied that the noted proposals for committee restructuring were related to the board's standing committees. He also stated that board bylaws allow for the formation of ad hoc committees which are generally tasked with performing a specific function within an established timeframe. Chapter 92 of the Hawai'i Revised Statutes, more commonly known as Hawai'i's Sunshine Law, allows for the establishment of a permitted interaction group to investigate a particular subject matter for a board without being subject to its meeting requirements.

Regents expressed their opinions on Chair Moore's suggestions indicating their desire for the development of a committee structure that allows for greater engagement in the larger, strategic issues of the university instead of administrative-type issues, an increased focus on goals and objectives as they relate to the success of the university and its students, and the inclusion of committee chairs as part of board leadership. They also suggested obtaining external assistance in developing a new committee structure.

Regent Lee arrived at 9:59 a.m.

2. Discussion on possible RP on choosing a board chair

Chair Moore noted that this discussion was intended to gather regents' opinions on the possibility of developing a RP to choose a board chair. He described the current process used for selecting a board chair which entailed having two board members that are not interested in serving as the chair poll other regents as to their interest in seeking the position and asked members for their thoughts on this matter.

Vice-Chair Nahale-a stated that, as a new regent, the method for selecting a board chair was mysterious to him and supported having further conversations on this matter. He expressed his belief that the process could be clarified, that regents should be allowed to collectively weigh in on the development of any new process for selecting a board chair, and that consideration should be given to including committee chairs as part of board leadership. He also surmised that adherence to Hawai'i's Sunshine Law was a primary driver for the selection process currently in use and suggested that discussions ought to take place at the Legislature as to whether statutory language is

hindering the selection of effective board leadership or inhibiting transparency, which is counter to the Sunshine Law’s intent.

Given the discussions on Agenda Item D, Chair Moore stated that proposals for a new committee structure will be developed for presentation to the committee and that an examination of board chair selection processes that are used by other universities will be conducted. Vice-Chair Nahale-a supported these proposals but suggested that an analysis of the processes used by other Hawai’i boards to select its chairs within the bounds of Hawaii’s Sunshine Law also be included in the examination of board chair selection processes.

V. ADJOURNMENT

There being no further business, Chair Moore adjourned the meeting at 10:04 a.m.

Respectfully Submitted,

Kendra Oishi
Executive Administrator and Secretary
of the Board of Regents



March 31, 2023

DTS-1847

MEMORANDUM

TO: Members of the Committee on Personnel Affairs and Board Governance
FROM: Randolph G. Moore (signature) Chair, Committee on Personnel Affairs and Board Governance
SUBJECT: Board Committee Structure

BACKGROUND:

During the last meeting of the Committee on Personnel Affairs and Board Governance (PA&BG) on December 1, 2022, committee members continued discussions on the optimum number and responsibilities of the board's standing committees. At present, there are seven standing committees of the Board which, for the past two years, have been grouped into brackets based upon committee membership so as to increase the effectiveness and efficiency of scheduling meetings. The current brackets are noted below, along with their respective committees.

Table with 4 columns: BRACKET 1, BRACKET 2, BRACKET 3A, BRACKET 3B. Rows include Academic & Student Affairs, Intercollegiate Athletics, Research & Innovation, Budget & Finance, Planning & Facilities, and Independent Audit.

DISCUSSION

At the December 1, 2022, PA&BG meeting, committee members were asked for their mana'o on the optimum committee structure and the following were suggestions were offered:

1	No change – keep the structure above
2	<p>Four (maybe three) committees:</p> <ul style="list-style-type: none"> • Acquisition and dissemination of knowledge: students (incl athletics), instruction and research • Finance, facilities, and administration • Independent audit (possibly include as part of finance, facilities & administration?) • Governance
3	<p>Four committees:</p> <ul style="list-style-type: none"> • Fulfill kuleana to Native Hawaiians and to Hawai'i (new committee) • Acquisition and dissemination of knowledge (see #2 above), to include the other three strategic imperatives: successful students, workforce needs, diversify the economy • Finance, facilities, audit, and administration • Governance
4	<p>Five (or four?) committees:</p> <ul style="list-style-type: none"> • Student success • Institutional success • Audit (or put in institutional success or governance?) • Governance • Kuleana

POSSIBLE NEXT STEPS

I would suggest that there are several possible courses of action on this matter. First, the committee could choose to seek additional subject matter information prior to making any decision. Second, the committee could choose to accept one of the four suggested alternatives noted above or a combination thereof. Third, further thought could be given to the noted alternatives with a decision being made at a future committee meeting. Fourth, a crosswalk of the duties of the current committee structure and the new committee structures contained within the suggested alternatives could be developed for further discussion and/or action at a future committee meeting.



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March 31, 2023

DTS-1846

MEMORANDUM

TO: Members of the Committee on Personnel Affairs and Board Governance

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

SUBJECT: Selecting a Chair of the Board of Regents of the University of Hawai'i
(Board)

BACKGROUND:

The Board's current practice for selecting a chair and vice-chairs is informal. The Board Chair asks two regents who are not interested in a Board officer position in the upcoming fiscal year to poll the other nine regents, asking the following: (a) do you think there should be one or two vice-chairs in the upcoming fiscal year, (b) are you interested in a board officer position in the upcoming fiscal year, and if so, which position(s), and (c) who would you like to see in these positions? The two polling regents then compare notes, see whether a consensus develops, and reports the results to the various stakeholders. At the first Board meeting in July, nominations are made and a Board Chair and Vice-Chair(s) are elected in accordance with statutory requirements.

Discussions on whether there should be a Regents Policy on selecting a Board Chair occurred at the December 1, 2022, meeting of the Committee on Personnel Affairs and Board Governance (PA&BG). Included in the materials for that meeting was an article from the Association of Governing Boards May-June issue of *Trusteeship* magazine titled "Choosing a Board Chair." The article pointed out that the lack of written procedures for selecting a board chair is common among university boards stating in part that "in many boardrooms the procedure remains improvisational, variable, and even mysterious." The article suggests the establishment of a codified process for selecting a board chair that is institutionalized ("not reinvented with every transition"), transparent, and inclusive of all trustees.

Committee members, as well as other regents present at the December 21, 2022, PA&BG meeting, also believed that it might be useful to look at other Western U.S. flagship university boards to see whether there was a model for selecting a board chair

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worth considering. As Chair of the PA&BG Committee, I undertook such a study by visiting websites and in some cases talking on the phone with the board’s secretary (or equivalent). As noted in the table below, the results confirmed the *Trusteeship* article’s assertion that the lack of written procedures for selecting board leadership is common.

Alaska	No formal process: Nominations from the floor, secret ballot.
Arizona	Board elects a Chair-elect as well as a Chair. Nominations from the floor.
California	Special committee on nominations recommends the election of the board chair.
Colorado	No formal process: Chair and Vice-Chair are elected at the last meeting of the year.
Idaho	No formal process: Regents talk among themselves and usually come to a consensus before a formal vote.
Montana	No formal process: Regents who are interested spread the word and consensus generally develops before nominations from the floor are made, but not always.
Nevada	No formal process: Nominations from the floor are made at the last meeting of the calendar year.
New Mexico	No formal process: Nominations from the floor at the annual meeting held in March.
Oregon	No known formal process: Chair and Vice-Chair are elected for three-year terms in May.
Utah	The board officer polls the trustees for their preferences and reports the results to the trustees at their June meeting. Nominations are made from the floor. The Chair and Vice-Chair are elected for two-year terms.
Washington	The governance committee (chaired by the Board Chair) recommends a slate for Chair and Vice-Chair; elections are held annually in September.
Wyoming	A nomination committee is appointed in January; board officers are elected annually with a two-year limit for the Chair.

DISCUSSION:

For discussion purposes, I have listed four possible alternatives for the Board as follows:

		Pros	Cons
1	Do nothing: keep the status quo	Easy to implement It works for us	Opaque Doesn't provide the "pros" of #3
2	Codify our present practice in a policy	Little effort required	Doesn't provide the "pros" of #3
3	Add "present a slate of board officers" to the duties of this committee	Provides an opportunity to develop and apply criteria for the chair and vice-chair positions, thoughtfully consider who would be best for these positions, and undertake multi-year plans for these offices	Takes more time than our current practice
4	Something else		

Of note, Section 92-2.5(c), Hawai'i Revised Statutes, relating to permitted interaction of members, provides that "Discussions between two or more members of a board, but less than the number of members that would constitute a quorum for the board, concerning the selection of the board's officers may be conducted in private without limitation or subsequent reporting." Thus, a committee assigned the task of nominating Board officers could meet in executive session as long as a majority of the total number of regents was not present at the meeting.

NEXT STEPS

I would suggest that there are several possible courses of action on this matter. First, the committee could choose to seek additional subject matter information prior to making any decision about this issue. Second, the committee could recommend adoption of one of the noted alternatives for selecting a board chair mentioned above. Third, the options presented for selecting a board chair could be tweaked or alternative processes could be suggested for discussion and possible action at this, or a future, committee meeting.

Item IV.C.

Discussion on the Number of
Board Vice-Chairs

NO MATERIALS



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: January 19, 2023

Prior Dates Amended: Jan. 22, 1982; Oct. 18, 2002; Oct. 31, 2014 (recodified); March 28, 2019

Review Date: August 2026

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 an evaluation 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.

- 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.
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

01/19/2023
Date

Executive Administrator and
Secretary of the Board of Regents