

MINUTES

BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS & BOARD GOVERNANCE MEETING

MAY 24, 2018

I. CALL TO ORDER

Committee Vice Chair Eugene Bal called the meeting to order at 9:00 a.m. on Thursday, May 24, 2018, at the University of Hawai'i at Mānoa, Information Technology Building, 1st Floor Conference Room 105A/B, 2520 Correa Road, Honolulu, Hawai'i 96822.

Committee members in attendance: Committee Vice Chair Eugene Bal; Regent Michael McEnerney; Regent Ernest Wilson Jr.; Regent Stanford Yuen.

Committee members excused: Committee Chair Randy Moore; Regent Jeffrey Portnoy.

Others in attendance: Board Chair Jan Sullivan; Regent Simeon Acoba; Regent Brandon Marc Higa; Regent Wayne Higaki; Regent Lee Putnam; Regent Douglas Shinsato; (ex officio committee members); President/Interim UH-Mānoa (UHM) Chancellor David Lassner; Vice President for Community Colleges John Morton; Vice President for Legal Affairs/University General Counsel Carrie Okinaga; Vice President for Academic Planning & Policy Donald Straney; Vice President for Research & Innovation Vassilis Syrmos; Vice President for Information Technology/Chief Information Officer Garret Yoshimi; Interim UH-Hilo (UHH) Chancellor Marcia Sakai; Honolulu Community College (HonCC) Chancellor Erika Lacro; Executive Administrator and Secretary of the Board of Regents Kendra Oishi; and others as noted.

II. APPROVAL OF MINUTES OF THE APRIL 4, 2018 MEETING

Committee Vice Chair Bal noted the agenda item referenced April 4, 2018, and should be revised to reflect April 5, 2018. There were no objections.

Regent Wilson moved to approve the minutes of the April 5, 2018, meeting, seconded by Regent Yuen, and the motion carried unanimously.

III. PUBLIC COMMENT PERIOD

Executive Administrator and Secretary of the Board Kendra Oishi announced that the Board Office received no written testimony and no individuals had signed up to provide oral testimony.

IV. AGENDA ITEMS

Committee Vice Chair Bal, on behalf of Committee Chair Moore, relayed information on upcoming issues:

- The Committee on Independent Audit referred drafting of a new regents policy on cybersecurity to the Committee on Personnel Affairs & Board Governance. The current Regent Policy 11.205, Public Health, Safety and Security will be amended to include cybersecurity, and the policy is expected to be brought forward for consideration at the next meeting.
- There was good discussion at the last committee meeting regarding shared governance. Administration is currently reviewing a draft to revise Regents Policy 1.210, Regents' Policy on Faculty Involvement in Academic Decision-Making and Academic Policy Development, and subject to possible consultation with the faculty union, this revised policy may also be brought forward for consideration at the next meeting.

A. For Review & Recommend Board Approval

1. New Regents Policy 2.207, Policy on Political Activity

The committee considered a new Regents Policy 2.207, Policy on Political Activity, a policy that applies to regent participation in political activities and candidacy for public office.

Questions and comments were raised regarding the reason that taking out nomination papers is the triggering event for resignation rather than filing nomination papers; whether individuals are actually campaigning, e.g., holding news conferences, writing articles, etc., without having taken out nomination papers would be in compliance with the policy; and the inclusion of regents as employees in this policy was redundant and was covered in other board policies.

President Lassner responded that pulling nomination papers is the earliest indication of intent to run and is significant because it is publicly reported. VP Okinaga explained that the appearance of potential conflict that someone is using the regent platform for elected office aspirations is the underlying concern behind this policy. Pulling nomination papers is the first formal indication of someone running for office, which is why that was selected as the triggering event for resignation.

Regent Wilson moved to recommend board approval of the new Regents Policy 2.207, Policy on Political Activity, seconded by Regent Yuen, and the motion carried unanimously.

2. Revisions to Regents Policy 2.204, Policy on Board Self-Evaluation

The committee considered revisions to Regents Policy 2.204, Policy on Board Self-Evaluation. Committee Vice Chair Bal explained that this a follow-up to the activity and discussion led by Regent Wilson. Regent Wilson and Committee Chair Moore were consulted on this draft revision which provides for an annual self-evaluation instead of every two years and provides the president and board chair the discretion and flexibility to design a self-evaluation process and mechanism that is responsive to current conditions.

Board Chair Sullivan arrived at 9:09 a.m.

Regent Wilson moved to recommend board approval of revisions to Regents Policy 2.204, Policy on Board Self-Evaluation, seconded by Regent Yuen, and the motion carried unanimously.

B. For Information & Discussion

1. Parameters for President's Evaluation

The committee reviewed the parameters for the president's evaluation, which are related to Regents Policy 2.203, Policy on Evaluation of the President. Committee Vice Chair Bal explained that this is one of the policies in Chapters 1 to 4 of Board Policies that is to be reviewed this year. It was noted that there were no materials for this item, but many regents had gone through the process of evaluating the president over the past few years. Evaluation of the President is one of the key roles and responsibilities of the board.

Committee Vice Chair Bal indicated that the board secretary will develop a revised policy for consideration.

President Lassner indicated that the System Office of Human Resources did some research in this area, which was shared with board leadership and the board secretary. Considerations may include a lighter annual review process and a more extensive evaluation every 3 to 5 years; focusing the evaluation to be future-looking rather than past-looking; and consideration of a contract.

Regent Acoba arrived at 9:13 a.m.

Discussions were held regarding the importance of also having a self-evaluation that looks back, creating a schedule to help the board determine how best to proceed with adopting a revised policy, the need to be mindful of consistency within the evaluation and the criteria, and the need for consideration of entering into a contract with the president and how a contract may impact an evaluation schedule.

Committee Chair Bal noted it has been the practice to set annual goals and priorities collaboratively between the board and the president. It was noted that when President Lassner became president, it was agreed he would serve at-will with no term or contract. It was also noted that other Executive Managerial (EM) employees are at-will employees who do not have term appointments or contracts and there was some concern that the board should not set a different precedent with a unique category of president. President Lassner commented that his predecessors had contracts and there were several messy separations. When he was appointed, he requested not to have a contract.

While there are benefits to having contracts, the contracts had become a point of contention during prior separations. He noted that not having a contract was not an issue for him, but could be an issue for a successor president. It is very difficult to change an institution like the university in a one-year period, which is the basis for providing a contract period. A contract also provides stability when unpopular decisions are being made and provides protection for being terminated simply for making an unpopular

decision. Head coaches are currently the only employees with multi-year contracts and administration reviews the terms every year.

2. Review of “Statement of Expectations for Members of the Board of Trustees of Ohio University”

Committee Vice Chair Bal indicated this item had been deferred from a previous committee meeting due to time constraints. It was noted that the practice of having board members sign a statement of board expectations annually was recommended by the Association of Governing Boards (AGB). Regent Tagorda had researched this topic and found several similar statements from university boards, and the statement from Ohio University is the one that was distributed to committee members.

Questions and comments were raised regarding the expectations of regent candidates provided by the Candidate Advisory Council (CAC) and concerns were expressed that any statement adopted by the board might conflict with the CAC expectations. There was discussion on whether any true value would be added by having a statement of expectations signed annually and that a signed statement may serve as a reminder of the importance of potential conflicts of interest.

Concerns were raised that the Ohio statement is long and elaborate, and that the board is already subject to many regulations including signing an oath of office; bylaws and policies; financial, gift, and other disclosures; ethics laws; and other statutes.

Committee Vice Chair Bal noted that he would let Committee Chair Moore know the sentiment of the committee appears that such a statement was not necessary. Regent Wilson suggested that such a statement could be included in new regent orientation.

3. Committee Annual Review

The committee reviewed the self-evaluation for the 2018-2018 academic year as provided in the written materials. There was no discussion, and no comments or corrections were made.

V. ADJOURNMENT

There being no further business, Regent Yuen moved to adjourn, and Regent Wilson seconded, and with unanimous approval, the meeting was adjourned at 9:40 a.m.

Respectfully Submitted,

/S/

Kendra Oishi
Executive Administrator and Secretary
of the Board of Regents