

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

**MINUTES**

**BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING**

**MAY 6, 2021**

**Note:** On January 30, 2020, the World Health Organization declared the outbreak of COVID-19 a public health emergency of international concern, subsequently declaring it a pandemic on March 11, 2020. On March 16, 2020, Governor David Y. Ige issued a supplementary proclamation that temporarily suspended Chapter 92, Hawaii Revised Statutes, relating to public meetings and records, “to the extent necessary to enable boards to conduct business in person or through remote technology without holding meetings open to the public.”

**I. CALL TO ORDER**

Chair Robert Westerman called the meeting to order at 11:46 a.m. on Thursday, May 6, 2021. The meeting was conducted virtually with regents participating from various locations.

Committee members in attendance: Chair Robert Westerman; Vice-Chair Simeon Acoba; Regent Eugene Bal; Regent Michelle Tagorda; and Regent Ernest Wilson.

Others in attendance: Board Chair Benjamin Kudo; Regent Randy Moore; Regent Alapaki Nahale-a (ex officio committee members); Vice President (VP) for Administration Jan Gouveia; VP for Community Colleges Erika Lacro; VP for Legal Affairs/University General Counsel Carrie Okinaga; VP for Research and Innovation Vassilis Syrmos; VP for Information Technology/Chief Information Officer Garret Yoshimi; VP for Budget and Finance/Chief Financial Officer Kalbert Young; UH-Mānoa Provost Michael Bruno; UH-Hilo Chancellor Bonnie Irwin; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Kendra Oishi; and others as noted.

**II. APPROVAL OF MINUTES**

Regent Wilson moved to approve the minutes of the February 4, 2021, committee meeting, seconded by Regent Bal, and the motion carried with all members present voting in the affirmative.

**III. PUBLIC COMMENT PERIOD**

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

**IV. AGENDA ITEMS**

**A. Review of Board Bylaws (Bylaws)**

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

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

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

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

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

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

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

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

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

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

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

### **C. Review of Committee Structure**

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

Discussions ensued on amending the current committee structure of the board; the reasons for, and objectives of, such a reorganization; the roles, goals, and objectives of board committees; regent policies and their alignment with any committee structure adopted; and the changing landscape of higher education occurring at the national level that is prompting a number of university boards to reimagine board and university governance. Several Regents suggested a meeting to specifically discuss the board's committee structure.

### **D. Summary of 2021 – 2023 Biennium Collective Bargaining Changes**

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

Vice-Chair Acoba asked if the university has concluded its involvement in CBA negotiations with the public employee representatives. Ms. Hiramami replied that the university's major involvement in CBA negotiations has concluded since agreements have been reached on the primary bargaining units associated with the university. However, university employees are represented by eight public employee bargaining units and the university is monitoring ongoing negotiations, discussions, and any

agreements reached between the State and counties as an employer group with the remainder of the bargaining units.

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

#### **E. Committee Annual Review**

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

Regent Tagorda suggested including the issue of the role of the university as an indigenous service institution within the committee's work plan for the next academic year.

### **V. ADJOURNMENT**

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

Respectfully Submitted,

Kendra Oishi  
Executive Administrator and Secretary  
of the Board of Regents