

**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**

**AUGUST 5, 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 Randy Moore called the meeting to order at 9:30 a.m. on Thursday, August 5, 2021. The meeting was conducted virtually with regents participating from various locations.

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

Committee members excused: Regent Ernest Wilson.

Others in attendance: Regent Simeon Acoba; and Regent Diane Paloma (ex officio committee members); President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Community Colleges Erika Lacro; VP for Legal Affairs/University General Counsel Carrie Okinaga; VP for 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 (UHM) 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**

Regent Acoba stated that, although he was not currently a member of the committee, he served as the committee Vice-Chair at the committee meeting on May 6, 2021, and requested amendments be made to the minutes before they were officially approved by the committee. He noted that the portrayal of discussions involving the issue of committee restructuring should reflect additional details about statements made by Board Chair Kudo suggesting that an ideal venue for discussing this matter further would be at a board retreat since restructuring would impact everyone, as well as comments made by Regents emphasizing that the board should not lose sight of issues

of importance to the people of Hawai'i, which may be unique in comparison to other states particularly with regard to athletics, when contemplating a restructuring of board committees.

Chair Moore remarked that he was amenable to accepting the suggested edits proposed by Regent Acoba if there were no objections from the committee members. There having been no objections, he presented the committee with options to address approval of the amended minutes, including deferral until the next committee meeting to allow time for Regents to review the minutes as revised, and inquired if members had any comments. Hearing none, approval of the committee meeting minutes of May 6, 2021, was deferred until the next meeting.

### **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. Committee Work Plan**

Chair Moore referenced the Committee Work Plan (Work Plan) that was provided in the materials packet stating that it was an outline of the work to be performed by the committee during the coming year and inquired if Regents had any comments.

Vice-Chair Westerman remarked that he agreed with the Work Plan, believed it was well thought out, and was pleased to see that it included discussions on issues related to the Board Office emergency response plan (ERP), as well as the possible restructuring of board committees.

Referencing comments made during her confirmation hearing regarding adherence to the requirements of Hawai'i's open meetings, or "sunshine", law, when she suggested the use of board retreats to conduct further vetting of specific issues, Regent Paloma stated that actions must be taken to ensure that all applicable requirements of this law are met when consideration is given to a board retreat. Chair Moore agreed replying that, while there is a mechanism that allows the board to conduct private meetings under certain circumstances, a board retreat would adhere to the requirements of Hawai'i's sunshine law and would be open to the public.

Noting that one of the goals contained with the Work Plan involved the review of the ERP for the Board Office, Regent Haning asked about the process for suggesting amendments to the ERP. Chair Moore replied that the Board Office ERP is the next item on the meeting agenda and will be discussed at that time.

Regent Acoba expressed concerns with the process by which the board committees have been restructured noting that, while deliberations on this issue took place at the committee meeting held on May 6, 2021, a formal recommendation or official vote on this matter had neither been offered nor taken. Although the process of trying to arrive

at a decision to restructure the board's committees was initiated, discussions concluded with a suggestion by former Board Chair Kudo that this matter be addressed at a board retreat to allow for full participation by all Regents which appeared to have the concurrence of former Committee Chair Westerman. Thus, it was his understanding that further discussions would occur on this proposal prior to action being taken. Regent Acoba expressed his opinion that restructuring of board committees had already occurred without input from the Regents.

While Regents were afforded the opportunity to express their preference for assignment to various board committees, Regent Acoba stated that no explanation was given for the grouping of committees into various categories, why Regents were offered choices based upon this grouping, or why the same group of Regents were placed into committees assigned to each category. He stressed the importance of committees in the board decision-making process and opined that such fundamental changes to the committee structure that will result in similar groups of Regents making recommendations to the board on issues that fall within the parameters of particular committee grouping should have been discussed by the board as a whole. He also expressed his belief that it would be in the best interest of the board for the committee to revisit this issue forthwith thereby allowing full discussions to occur and urged that the Work Plan establish a specific meeting to accomplish this through a formal process. Reexamining, reassessing, and reevaluating this matter will allow Regents to provide individual input into the reasoning for, and necessity of, committee restructuring thereby fulfilling their responsibility to make the right decisions that are in the best interests of the university.

Chair Moore thanked Regent Acoba for his observations stating that he agreed with many of his points. However, it was emphasized that neither the committee structure nor duties of each committee were changed as such actions would require the approval of the full board. Rather, he stated that the committees were grouped in various categories and with similar memberships in order to develop a framework that would be useful to both Regents and the administration in planning for the management and flow of information provided to the board through the committees. Additionally, grouping the committees into the various categories would provide an opportunity for both Regents and administration to assess whether the work of the committees within each category is sufficiently similar and assist the board in determining if its current committee structure is appropriate or if it would be beneficial to realign this structure.

Regent Acoba respectfully disagreed with Chair Moore's assessment stating that the placement of committees into specific categorical groupings and appointing identical Regents to serve on the committees within each grouping has, in essence, created two mini-boards. As a result, only half of the Regents will be involved in making recommendations to the full board on various issues impacting the university including major fiscal, capital, and planning issues. He reiterated his belief that the categorization and grouping of the committees, as well as the establishment of current committee membership, was a fundamental change to the committee structure that should have involved discussions among all board members and should be revisited.

Chair Moore suggested that this matter be discussed further at future committee meetings.

## **B. Update on the Board Office 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 the changes made to the Board Office's ERP since it was last presented to the committee during the August 6, 2020, meeting stating that the majority of these changes were clarifying and technical in nature. The ERP was also modified to address a reduction in office staff as well as the temporary relocation of the Board Office from Bachman Hall to Hawai'i Hall.

Regent Acoba left at 9:50 a.m.

Board Secretary Oishi also addressed a question raised at the August 6, 2020 meeting which was reiterated by Regent Acoba during the immediately preceding meeting of the Committee on Independent Audit regarding security measures that were in place at various locations where board meetings are held should a situation escalate, requiring lockdown of a facility or the evacuation of Regents. She stated that Board Office staff has met with the Chief of Security at UHM to discuss and review emergency procedures for meetings held at the Information Technology (IT) building on the UHM campus since the majority of board and committee meetings are held at this venue. Once in-person meetings resume, plans will be made for a walk-through of the IT building and review of evacuation procedures to be conducted with Regents. With respect to meetings held at other venues, the Board Office staff monitors the volume and nature of testimony received on agenda items and works closely with the university's communications office which monitors social media activity regarding agenda topics. Should it be determined that added security measures appear necessary, the Board Office coordinates with security personnel at the meeting location to formulate an emergency plan and procedures prior to the commencement of the meeting.

Lauding its comprehensiveness, Regent Haning questioned whether it would be possible to amend the Board Office's ERP to allow for the mobilization and active participation of students, faculty, and staff in addressing emergency situations facing the university and asked about the process to make such amendments. Chair Moore clarified that the ERP being discussed was only applicable to the Board Office as opposed to the broader university community which has a separate and distinct ERP. Nevertheless, he requested the administration to address this topic during its enterprise risk management update to the board.

## **C. Discussion on Board Member Education and Development**

Chair Moore noted the importance of ensuring that Regents are continually educated and updated on various governance issues and indicated that this would be a regular agenda item. Examples were provided of how this could be accomplished citing several educational resources for board members including the Association of Governing

Boards of Universities and Colleges and Association of Community College Trustees, as well as numerous publications such as the Chronicle of Higher Education. The ideas of having in-depth presentations and discussions on specific topics at board or committee meetings and holding a board retreat for the purposes of educating Regents on specific issues were likewise mentioned. He also suggested that Regents familiarize themselves with the mission of the university, the board's policies and bylaws, and the duties and responsibilities of each committee as outlined in the bylaws, and which are contained within the committee work plans.

Although he was unable to attend this meeting, Chair Moore stated that Regent Wilson wanted to convey his belief that continuing education and development for Regents was important and provided his thoughts on how the board could effectively discharge its responsibilities in this area.

Regent Bal thanked the Board Office for their continual efforts to provide educational materials and guidance to Regents. He also expressed his belief that educational opportunities on university-related topics existed and suggested that board leadership determine strategic issues that deserved in-depth reviews which could be discussed at a board retreat or meeting. Chair Moore concurred and expressed his belief that detailed discussions on specific topics related to the university should occur on a regular basis. He also remarked that Regents should not hesitate in forwarding any information they believed would be helpful to their colleagues to the Board Office for distribution.

Vice-Chair Westerman also expressed his thanks to the Board Office for their efforts to update Regents on current affairs and educational seminars provided by various organizations and agreed that education should be ongoing. In addition, he stated that Regents have a personal responsibility to educate themselves on things such as current issues facing universities throughout the country and Regents' roles, responsibilities, and duties, and that Regents should not shy away from requesting or suggesting training seminars on topics which they believed would be of benefit to the board.

## **V. ADJOURNMENT**

There being no further business, Vice-Chair Westerman moved to adjourn, seconded by Regent Bal, and noting the excused absence of Regent Wilson, and with all members present voting in the affirmative, the meeting was adjourned at 10:12 a.m.

Respectfully Submitted,

Kendra Oishi  
Executive Administrator and Secretary  
of the Board of Regents