

MINUTES

BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING

JUNE 1, 2023

I. CALL TO ORDER

Chair Moore called the meeting to order at 11:45 a.m. on Thursday, June 1, 2023, 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; Regent Eugene Bal; Regent Laurie Tochiki; and Regent Ernest Wilson.

Committee members excused: Vice-Chair Alapaki Nahale-a.

Others in attendance: Regent William Haning; Regent Wayne Higaki; and Regent Laurel Loo (ex officio committee members); President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Academic Affairs Debora Halbert; 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; Interim VP for Community Colleges Della Teraoka; UH Hilo Chancellor Bonnie Irwin; UH West O'ahu Chancellor Maenette Benham; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Yvonne Lau; and others as noted.

II. APPROVAL OF MINUTES

Chair Moore inquired if there were any corrections to the minutes of the April 6, 2023, committee meeting which had been distributed. Hearing none, the minutes were approved.

III. PUBLIC COMMENT PERIOD

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

IV. AGENDA ITEMS

A. Board Self-Assessment

Chair Moore explained that Regents Policy (RP) 2.204 requires the board to conduct a self-study of its stewardship annually. He stated that the Board Office will be distributing a self-assessment survey to all regents and that the results of this survey would be discussed at the next committee meeting.

Board Secretary Lau clarified that the self-assessment survey had already been distributed to regents for comment but stated that it would be sent out again to ensure that all regents received the document.

B. Discussion and Potential Action on Amending Bylaws to Account for Updated Committee Responsibilities Under the New Committee Structure Approved at the April 20, 2023, Board of Regents Meeting and Nomination for Board Leadership Positions

Chair Moore stated that a memo contained within the committee materials packet provided details about proposed bylaw amendments he drafted regarding committee duties and responsibilities under the new committee structure recently approved by the board. He briefly discussed the proposed changes to the bylaws; reviewed the principal duties of each of the five committees established under the new committee structure, as well as generic duties that would be applicable to all committees; and provided his thoughts on the roles and responsibilities of the Committee on Kuleana, noting that its specific duties were not itemized in the amended bylaws since it is an entirely new committee and was something that could be addressed at its first meeting. He also suggested two possible courses of action that could be taken with respect to the proposed bylaw amendments. The first option would be to work on finalizing any revisions to the proposed bylaw amendments at today's committee meeting and recommend board approval of this modified version at its next scheduled meeting. The second option would be to recommend board approval of the bylaw changes as currently drafted with the understanding that each of the committees would review their corresponding responsibilities and duties at their initial meeting, revise them as appropriate, and submit their revisions to board for approval.

Although he was in general agreement with the proposed bylaw changes, President Lassner suggested that improving the alignment of the new committee structure and committee responsibilities with the university's strategic plan would better serve the board and the administration. He also expressed his concerns about the distribution of research-related oversight among the new committees stating that his preference would be for all of these items to fall under the jurisdiction of a single committee. Chair Moore concurred with President Lassner's suggestions. He also opined that committees should adjust the way their business is conducted so that more time is spent on strategic issues and less time is spent on ministerial matters.

Regent Wilson remarked that he was in accord with the concept of enhancing the alignment between committee functions and the objectives of the strategic plan, stating that doing so would also make it easier for a committee to suggest any adjustments to areas of the strategic plan under its jurisdiction that it deemed to be appropriate. Chair Moore submitted that it might be helpful if language clarifying each committee's affiliation with a specific objective of the strategic plan was inserted into the bylaws.

Other regents offered their thoughts on improving the alignment of committee functions with the imperatives of the university's strategic plan and conveyed their desire for additional time to properly analyze and digest the proposed bylaw amendments.

Regent Bal requested clarification on the committee that would have assigned liaison responsibilities with the Maunakea Stewardship and Oversight Authority (MKSOA) since the MKSOA was not listed as an affiliate organization of the board in the memo concerning the bylaw amendments. Chair Moore replied that the Committee on Kuleana would serve as the liaison with the MKSOA given that one of the primary duties of this committee is to exercise oversight of the achievement of the university's stewardship objectives for Maunakea.

Regent Wilson moved to recommend board approval of the bylaw changes as currently drafted with the understanding that they would be subject to further changes based upon a review conducted by each of the standing committees in the coming academic year. The motion was seconded by Regent Bal and noting the excused absence of Vice-Chair Nahale-a, the motion carried with all members present voting in the affirmative.

Chair Moore remarked that he failed to mention the need to correct language within the bylaws concerning the nomination process for the selection of board leadership that was adopted at the board's April 20, 2023, meeting. While the amendment was intended to codify the process currently followed regarding the selection of a Board Chair and up to two Vice-Chairs, further review of the phrasing used has determined that the adopted amendment does not appear to accurately reflect current practice and could lead to possible violations of Chapter 92 of the Hawaii Revised Statutes, also known as the "Sunshine Law". As such, language that more accurately captured the current practice and was consistent with the Sunshine Law was included in the bylaw amendments that were just voted on. Chair Moore asked if committee members had any objections to including the aforementioned changes to the bylaws under the motion that was previously made and approved. No objections were raised.

C. Committee Annual Review

Chair Moore referenced the committee annual review matrix provided in the materials packet stating that it sets forth the goals and objectives for the committee, as well as the actions carried out by the committee throughout the year.

D. Update on President's Evaluation

Chair Moore reported that, under authority granted by the board to obtain proposals and contract for the provision of presidential evaluation services at its April 20, 2023, meeting, board leadership has engaged the services of the Association of Governing Boards (AGB) to conduct a comprehensive evaluation of the President of the University. He provided the rationale for the use of an outside consultant to conduct the evaluation, including the perceived neutrality of an external third-party; briefly spoke about the evaluation process that would be used by AGB, which will include approximately 50 interviews with both internal and external stakeholders; and discussed coordination that will occur between AGB and the Board Office. The evaluation is expected to be completed by the end of August 2023 with a formal report being presented to the board at that time.

Regent Tochiki inquired as to whether students or groups affiliated with this constituency such as the Associated Students of the University of Hawai'i would be among those being interviewed by AGB. Chair Moore replied in the affirmative.

E. Discussion on RPs Regarding Regent Involvement in Hiring Decisions (RP 1.202, RP 2.202, RP 9.201)

Given that questions had been raised by the general public and regents about the board's involvement in the process for hiring a new Athletics Director for the University of Hawai'i at Mānoa (UHM), Chair Moore opined that a discussion on RPs regarding regent participation in certain hiring decisions was appropriate. He reviewed the three RPs that had a bearing on regents' involvement in the hiring process, as well as the rationale for these policies, highlighting that RP 1.202 specifically prohibits board members from serving on selection committees; RP 2.202 stipulates that the president serves as the Chief Executive Officer of the UHM campus and is responsible for the oversight of campus functions that report directly to the president, including the intercollegiate athletics program; and RP 9.202 establishes guidelines for the appointment of executive and managerial positions at the university, such as the Director of Athletics at UHM. In the case of the UHM Athletics Director, he emphasized that policies designate the president as the appointing authority and charge the president with making a recommendation for appointment to the board. As the approving authority, the board's responsibility lies solely in ensuring that the process leading up to the naming of an appointee adhered to all policy requirements and that the candidate meets all of the required qualifications for the position prior to approval of the appointment.

However, it was noted that the RPs are silent on the issue of whether candidate searches should be open, meaning that the names of applicants are publicly furnished prior to a recommendation for appointment being made, or closed. Chair Moore expounded upon the benefits and downsides of each search methodology stating that the vast majority of academic appointments utilize an open selection process while administrative appointments typically use a closed selection process.

Regent Higaki stated that he found the disparity between the use of open selection processes for academic appointments and closed selection processes for administrative appointments troubling and questioned whether this was a common practice among academic institutions. Chair Moore replied that, to the best of his knowledge, this was a normal course of action for many colleges and universities. President Lassner added that the selection process used to make an appointment is often determined by the nature of the position stating that colleges and universities across the country usually use an open search process for academic appointments such as deans; almost always used closed searches for an athletic director, noting that UHM has never held an open search for an athletic director; and that searches for administrative positions are generally closed. Searches for presidents and chancellors are done differently as different places and times, sometimes they are open and sometimes they are closed.

Regent Tochiki asked if it was made clear to the public that the search for a new Athletics Director at UHM utilized a closed selection process. President Lassner replied that it was his belief that the administration's use of a closed selection process for the

UHM Athletics Director was adequately conveyed to the public although, in hindsight, it could have been stated more explicitly. He also stressed that regents acted completely appropriately and in full accordance with applicable policies in its rigorous review and questioning before approval of the appointment of the new UHM Athletics Director.

Additional discussions ensued on the use of open versus closed hiring selection processes with regents suggesting that the administration improve upon its efforts to publicly communicate the use of a specific selection methodology in future appointments, particularly when it involves a high-profile position.

V. ADJOURNMENT

There being no further business, Chair Moore adjourned the meeting at 12:30 p.m.

Respectfully Submitted,

/S/

Yvonne Lau
Executive Administrator and Secretary
of the Board of Regents