



THE BOARD OF REGENTS GENERAL OVERVIEW

Updated July 2021

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I. The Board of Regents (BOR)

A. Board membership, terms of appointment, and officers. Governance of the university is vested in the Board of Regents. Prior to 2007, the board consisted of 12 regents serving 4-year terms. The enactment of Act 56, Session Laws of Hawai'i (SLH) 2007, modified the composition of the board by increasing the number of regents to 15, with each regent serving a 5-year term, except for the student member, whose term is two years, and except for those regents whose initial terms were staggered to allow a transition under Act 56. In 2019, the composition of the board was amended once again with the passage of Act 172, which reduced the board membership to 11 regents and eliminated the three "at-large" members. Regents may not serve more than two consecutive 5-year terms. The board must include regents representing each of the four counties, as well as a student regent.

As vacancies on the board occur, the Candidate Advisory Council, established by Act 56, SLH 2007, submits names of potential regents to the governor. The governor selects nominees from the lists supplied by the Candidate Advisory Council and submits the regent nominees to the State Senate for its consent and confirmation of the appointment.

Typically, appointments are effective July 1 and expire on June 30. The governor has the authority to appoint regents on an interim basis to fill unexpected vacancies that occur when the Legislature is not in session. These interim appointments expire unless the appointment is confirmed by the Senate at the next legislative session.

The board operates under the leadership of a chair and one or more vice chairs elected to a 1-year term by the membership, usually at the July meeting. A board chair may not serve more than two consecutive terms. The board chair appoints committee chairs as described below.

B. Constitutional Authority and Autonomy. Article X, Section 5 of the Constitution of the State of Hawai'i, establishes the University of Hawai'i "as the state university and constituted a body corporate." Article X, Section 6 of the Constitution of the State of Hawai'i, grants the BOR the power to formulate policy and exercise control over the university. By a constitutional amendment ratified in November 2000, the board obtained greater autonomy, and its exclusive jurisdiction over the internal structure, management, and operation of the university was recognized. The Legislature, however, reserved the right to "exclusive jurisdiction to identify laws of statewide concern."

C. Statutory Authority: Hawai'i Revised Statutes (HRS). The following statutory provisions apply specifically to the university:

- Chapter 26, section 11: relating to the size, membership, and powers of

the BOR.

- Chapter 304A: a comprehensive chapter devoted entirely to the University of Hawai'i System, including the BOR Independent Audit Committee (304A-321, HRS), scholarship and assistance programs, community colleges, certain schools and programs, Maunakea lands, special and revolving funds, facilities and parking, Research Corporation of the University of Hawai'i, and Post-Secondary Education Commission.

The university is also subject to various laws that apply to other state agencies including, for example, laws governing the issuance of public rules and the conduct of contested cases, "sunshine" and "open records" requirements and the state ethics code (referenced below).

D. Board bylaws and policies. In carrying out its governance responsibility, the board authorizes, amends, and publishes policies that provide the governance framework for the administration of the university. These policies are codified in the "Bylaws of the Board of Regents of the University of Hawai'i" and BOR Policies. In addition to policies establishing the relationship between the BOR and the university administration, other board policies are grouped as follows:

- General Provisions
- Administration
- Organization
- Planning
- Academic Affairs
- Tuition, Financial Assistance, and Fees
- Student Affairs
- Business and Finance
- Personnel
- Land and Physical Facilities
- Miscellaneous
- Research

The Board Policies (often denoted as "RP" for "Regents Policy") are implemented and further defined through various systemwide Executive Policies ("EPs"), and systemwide Administrative Procedures ("APs"). From time to time, the board promulgates administrative rules, pursuant to a formal procedure set forth in Chapter 91, HRS. UH's administrative rules are set forth in Title 20, Hawai'i Administrative Rules.

The Bylaws of the BOR of the University of Hawai'i is appended to this document.

E. Board duties and responsibilities. The BOR as a whole is responsible for the internal governance of the university. Implementation of BOR policies is the responsibility of the President and the executive and managerial team. BOR

responsibilities as specified in board bylaws and policies generally relate to:

- Establishing the general mission and goals of the system and approving any changes to them
- Adopting academic and facilities planning documents for the system and the campuses
- Appointing and evaluating the president
- Establishing the administrative structure and approving major executive appointments
- Approving all major contractual obligations of the university
- Approving new academic and other programs and major organizational changes
- Reviewing all fiscal audits of university operations
- Approving the university budget, long-range financial plans, and budget requests for state funding

F. Board meetings. The BOR must meet at least ten times each year, and generally schedules a meeting each month (except June and December, generally). The meeting location rotates among the various campuses statewide. These meetings are typically scheduled on the third Thursday of the month. Special board meetings are occasionally scheduled. At the beginning of the fiscal year (July), the Office of the Board of Regents (Board Office) provides regents with the schedule of meetings for the coming year.

No later than six days prior to a board meeting, materials are electronically delivered to the regents for their review and posted on the protected webpage, Information Resource Center, created specifically for the regents. The materials can be uploaded onto an electronic device. Materials generally include:

- The board agenda
- Minutes of previous meeting(s) that will be considered for approval
- Action items being presented to the board
- Informational items
- Other meeting information

G. Board committees. The BOR bylaws provide for standing committees. The chair of the board appoints regents to serve as the chair and vice chair of each committee. The chair of the board may also participate on each committee as an ex-officio voting member. The administration assigns senior members of the university administration to serve as liaisons to each BOR standing committee.

Standing committees are:

- Academic and Student Affairs
- Budget and Finance
- Independent Audit
- Intercollegiate Athletics
- Personnel Affairs and Board Governance

- Planning and Facilities
- Research and Innovation

As needed, the board appoints special task groups and/or ad hoc committees of its membership to handle issues or matters that fall outside the scope of the standing committees as provided by and in accordance with Section 92-2.5, HRS. Meetings are set by the Committee Chair in coordination with the Board Chair and Board Secretary.

H. “Sunshine” and “Open Records” requirements. State law requires that the business of government be conducted openly - in the sunshine - with some narrowly defined exceptions. Formal BOR meetings are subject to the Sunshine Law (Chapter 92, HRS) and the meetings, with certain allowable exceptions, are conducted in public view to allow members of the public to observe the board’s deliberations and discussions and to testify on any agenda item. Television cameras can record events, and statements made by regents may appear in print.

The Sunshine Law also has certain procedural requirements. For example, the law requires that a notice of board meetings must be published six days before the meeting, the board may not discuss matters that were not “noticed,” and minutes of board meetings must be taken. Board meeting agendas and minutes are publicly available at the BOR webpage on the University website.

Under the Sunshine Law, when more than two regents meet and discuss university business, that encounter is considered a “meeting” for purposes of triggering all sunshine procedural requirements, unless that “interaction” between or among the regents falls within a specific exception. The practical advice is that regents should not discuss university business or commit to decisions except at a properly noticed meeting.

The Sunshine Law also allows regents to meet and discuss university matters in an “executive session” closed to the public under limited circumstances, such as those involving discussions of personnel matters affecting privacy rights of individuals. Executive sessions are also held when the board needs to consult with its attorneys regarding lawsuits, settlements, legal negotiations, or on matters requiring legal advice and counsel. A companion law to the Sunshine Law is commonly referred to as the “Open Records” Law (Chapter 92F, HRS). This state law (which has as its federal counterpart the Freedom of Information Act) requires that government records must be made available for inspection and copying upon request. Again, there are some narrow exceptions whereby the university may keep certain kinds of information confidential.

I. Legal advice and counsel. In 1998, the Legislature authorized the BOR to appoint and hire attorneys or contract with private attorneys to provide legal services for the university (Section 304A-1005, HRS). Prior to this authorization, the university was advised by the state’s Department of the Attorney General. Currently, the Office of General Counsel (OGC), led by the Vice President for Legal Affairs/University General Counsel, reports directly to the president and provides advice and counsel to the board. Attorneys from that office attend all board meetings and advise the board and its staff on legal matters. On a day-to-day basis, attorneys from OGC provide legal advice and representation to all units in the university system. Outside attorneys are retained by contract when particular expertise

is required (such as public bond financing or intellectual property rights) or when additional resources are required (such as extensive litigation).

J. Board of Regents Honors and Awards

Honorary degrees and regents medals. From time to time, the board may confer honorary degrees in accordance with criteria established in board policy. Separately, the board may also confer the Regents' Medal of Distinction and/or the Regents' Medal. It is customary for the administration to assist the board with the selection processes associated with these awards.

Awards for excellence in teaching and research. Annual awards may be made to faculty for excellence in teaching and research. Campuses handle the selection processes for these awards. Board policy authorizes six awards for excellence in teaching at UH Mānoa and one at each of the other campuses. Three awards for excellence in research are made on a systemwide basis. These awards consist of a cash sum and an engraved Board of Regents' Medal. The president is authorized to present these awards at a convocation, which usually takes place at the beginning of the fall semester. Various other campus-based teaching and service awards and board service awards are often presented at this same convocation.

II. **Role and Responsibilities of Individual Regents**

A. AGB Guidelines on the role of the individual regent. The following guidelines directing the responsibility of individual regents are prescribed by the Association of Governing Boards of Universities and Colleges (AGB) in its publication, *Trustee Responsibilities: A Guide for Governing Boards of Public Institutions*. The following excerpt is found on pages 17–18:

* * * * *

Only the governing board has legal standing; individual trustees and regents possess no authority or special prerogatives. Boards find it useful to adopt formal statements of responsibility to clarify some basic expectations their members should have for one another.

Trustees are judged by their peers and others largely on their willingness to be team players and knowing when to lead and when to follow. Trustees are held to high standards of conduct. Here are some guidelines:

- Serve the institution or system as a whole. Individual trustees have a responsibility to support the majority action, even when they disagree.
- Seek opportunities to inform the public about the institution.
- Prepare for and attend meetings.
- Learn about the institution or system and ask good questions.
- Avoid conflicts of interest, real or perceived, because of affiliations or the temptation to request personal favors for oneself, family, or friends.

Individual trustees must protect the integrity of the board and institution at all times through disclosure and by deciding whether their trusteeship may be of lesser or greater value than an opportunity to gain financially.

- Avoid the appearance of using their trusteeship for personal or political gain.
- Guard against being the subject of an ‘ambush interview’ especially during times of controversy. Speaking for the board or institution ordinarily is reserved for the chief executive or board chair.
- Abstain from making judgments based on information from disgruntled faculty, staff, or state officials.

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B. AGB guidelines for board members and presidents. The AGB publication, *Trustee Responsibilities* (pp. 18–19), provides the following guidelines for board members and presidents:

* * * * *

Trustees ask their chief executives to do the following:

- Provide data and information that is comprehensive, accurate, and useful;
- Respect the board’s fiduciary and other responsibilities to hold the institution or system accountable to the general public;
- Be an academic leader, adept politician, and effective fund-raiser by consulting as much as practical and appropriate with constituents;
- Accept with patience, grace, and style differences of opinion and the occasional disagreements with the board’s posture on important issues;
- Avoid surprises—trustees want and need to be the first to know;
- Use the board’s time efficiently, especially in meetings; and
- Work closely with the board chair to educate and lead the board.

The chief executive asks board members to do the following:

- Think and act on behalf of the best interests of the institution or system, first and foremost;
- Be open and forthright, fair, and evenhanded;
- Respect the important principle that the chief executive works only for the board as a whole;
- Avoid surprises, especially by avoiding public utterances;
- Avoid using open meetings or press interviews to gain personal media attention;
- Aspire to be board chair, but don’t push too hard;
- Maintain confidentiality;
- Set an example in personal philanthropy; and
- Have a sense of humor.

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C. Ethics Code and Mandatory Filings. The *Hawai’i State Ethics Code*

applies to members of the board. The state's *Ethics Guide for Elected Officials, Employees, Members of Boards and Commissions* summarizes the provisions of the State Ethics Code (Chapter 84, HRS). It includes sections relating to gifts, confidential information, fair treatment, conflicts of interest, prohibited acquisition, assistance before state and county agencies, and public contracts. It provides guidance on how to file a disclosure, how to request an advisory opinion, and other useful information.

1. Gift Disclosure Statements must be filed with the Hawai'i State Ethics Commission by June 30 of each year by regents who receive gifts from the university in excess of \$200. It is noted that complimentary athletic tickets are gifts for the purpose of this requirement. Gifts from other sources and gifts to family members may also require disclosure. Failure to file this form constitutes a violation of state law. Forms and instructions are available on the Ethics Commission website.

2. Financial Interests Disclosure Forms *must be filed* with the Hawai'i State Ethics Commission. Initial forms must be filed within 30 days of being appointed to the board, and annually thereafter between January 1 and May 31. Failure to file this form constitutes a violation of the State Ethics Code. Forms and instructions are available on the Ethics Commission website.

3. Conflicts of Interest. In addition to statutory requirements, the board has its own policies and practices regarding conflicts of interest. See Article X of the Bylaws of the Board of Regents.

D. Expenses and allowances. Board members are not employees of the university and serve on a voluntary basis. However, travel expenses for board meetings and other board-related business are covered by the university. Additional privileges available to current regents include an annual parking pass for the UHM campus and the Daniel K. Inouye International Airport for board business purposes, and a university identification card for ancillary services on the UHM campus, such as the library, events, and recreation center, although these privileges are subject to change. The Board Office provides the administrative services for the board members for board-related business.

III. Shared Governance

The academic world differs from the corporate world in several respects. Most notably, important policy decisions are the result of consultation among the BOR, the chief executive, faculty, students, and staff. This decision-making process is referred to as shared governance. There are different views about the meaning of shared governance, ranging from fully collaborative/joint decision-making, consultative decision-making, or a separation of decision-making jurisdictions. The standard institutional reference for desirable academic governance is the "Statement on Government of Colleges and Universities" jointly formulated in 1966 by the American Association of University Professors (AAUP), the American Council on Education

(ACE), and the Association of Governing Boards (AGB). This statement calls for governance based on a community of interdependent parties - the governing board, administration, faculty, students, and others. The statement recognizes that the governing board has final institutional authority, and recommends sharing authority with the understanding that some areas of decision-making require joint endeavor and that others are essentially separate jurisdictions in which one constituency has primary, but not exclusive, responsibility.

A. Faculty. Faculty senates provide for organized faculty involvement in the development and maintenance of institutional academic policy. Executive policy establishes procedures for the implementation of that policy. Through these policies, the BOR has authorized the development of formal faculty organizations on each campus and charged these organizations with the responsibility of making recommendations or providing advice on academic policy for the particular campus.

Senate executive committee (SEC) refers to the executive committee of UH campus/school faculty senates. As permitted in senate bylaws, an SEC can act on behalf of its senate. Typically, an SEC handles overall coordination of senate business.

Other forums for faculty involvement in the governance of systemwide academic policy determination is also encouraged through normal administrative channels and through the All-Campus Council of Faculty Senate Chairs (ACCFSC). As a system council of faculty leaders, the ACCFSC has organized itself as an advisory and communication body. Faculty representatives, usually selected by their college or campus faculty senates, serve on numerous committees, task forces, and other system and campus consultative and/or decision-making bodies.

B. Staff. The Mānoa Staff Senate (MSS) was recognized as an official governance body in 2019 and serves as a forum for staff on the UH Mānoa campus to voice their ideas regarding campus governance. MSS is responsible for collaborating with the administration in the development, review, and implementation of university policies and operations that impact and concern UH Mānoa staff. MSS also advocates for staff members and works to increase opportunities for staff leadership, development, and support at UH Mānoa.

C. Students. The purpose of UH student governments is to ensure and regularize the advice and participation by student organizations in matters relating to student life. By policy, campus heads are encouraged to be open to student recommendations and advice. Board policy establishes that student governments exist on each UH campus; they represent student concerns and manage student fees for the benefit of students. Some campuses separate and assign to a different organization, oversight of student activities. At other campuses this function is part of the student government organization. At UH Mānoa, graduate students have their own student government organization (GSO).

The Board of Regents also charters a University of Hawai'i Student Caucus

(UHSC). This is a systemwide association with representation from campus student governments. Its purpose is to advocate collectively for the interests of students throughout the university system. UHSC is responsible for representing students before the central administration and meets regularly to share information and resources among campuses. The caucus is also active in lobbying the state legislature on issues of particular concern to students.

Students also serve on various systemwide, campus, and college committees; campus administrators occasionally consult with student governance organizations about issues of particular concern to students; and the governor appoints one student as a voting member of the BOR.

D. Administration Shared Governance Groups. The major system decision-making or consultative bodies at the administration level are described below.

- Council of Chancellors. The council consists of the chancellor for each UH campus and meets quarterly with the president and executive leadership. The purpose of the council is to provide an exchange of views and information between all chief executive officers of the university.
- Council of Chief Academic Officers (CCAO). This body consists of the vice chancellor for academic affairs from each UH campus. CCAO meets monthly with the system Vice President for Academic Strategy. Emphasis is on coordination across the academic programs of the university.
- Council of Senior Student Affairs Officers (CSSAO). Composed of the senior student affairs officer from each UH campus, the council is convened by the Associate Vice President for Student Affairs. CSSAO discusses systemwide student affairs policies and practices to ensure consistency and coordination when serving students. This ensures that UH resources are leveraged to benefit student success and matriculation.
- Pūko‘a Council of the University of Hawai‘i provides a formal, independent voice and organization through which the Native Hawaiian faculty, administrators, and students of the University of Hawai‘i system can participate in the development and interpretation of systemwide policy and practice as it relates to Native Hawaiian programs, activities, initiatives, and issues, and provides consultation to the president on programs and services for Native Hawaiians.
- Hawai‘i Papa O Ke Ao, comprised of representatives of each campus, is a presidential appointed work committee tasked with developing, implementing and assessing strategic actions to make the University of Hawai‘i a leader in indigenous education.

IV. Collective Bargaining

University of Hawai‘i Professional Assembly (UHPA). The University of

Hawai'i Professional Assembly has been the exclusive bargaining representative for all faculty within the University of Hawai'i system since November 1, 1974. The University of Hawai'i faculty, including instructional faculty, lecturers, researchers, specialists, librarians, and extension agents, belong to bargaining unit 07 as provided for in Section 89-6(a), HRS. They are represented by UHPA during negotiations and in the processing of grievances. Union membership in UHPA is voluntary and requires application. UHPA represents approximately 3,000 members.

UHPA is governed by a board of directors consisting of 24 elected leaders from the various UH campuses. Board members may serve a maximum of two 3-year terms. The board meets once a month. An executive committee, elected from the membership of the board, carries on UHPA business between regular board meetings. The board of directors is responsible for selecting an executive director who is an ex-officio member of the board and oversees the staff and programs of UHPA.

As the exclusive representative of the faculty, one of the most important functions of UHPA is the negotiation of their collective bargaining agreement. Preparation for negotiations involves all members of the bargaining unit, but the collective bargaining committee and the negotiating team are most actively involved. The final negotiated settlement is subject to ratification vote by the UHPA membership. Under Section 89-11, HRS, bargaining unit 07 retains the right to strike.

Hawai'i Government Employees Association (HGEA). The Hawai'i Government Employees Association was founded in 1934 and is the largest local government employees union in Hawai'i, with more than 42,000 active and associate members statewide. HGEA is a member of the American Federation of State, County, and Municipal Employees (AFSCME), the largest affiliate of the AFL-CIO.

HGEA represents a total of seven bargaining units in all jurisdictions. They represent approximately 3,000 university employees in the following five bargaining units:

- Unit 2, supervisory employees in blue-collar positions (Certification 10/20/71)
- Unit 3, nonsupervisory employees in white-collar positions (Certification 4/3/72)
- Unit 4, supervisory employees in white-collar positions (Certification 5/3/72)
- Unit 8, UH administrative, professional, and technical employees (commonly referred to as APTs) (Certification 1/26/73)
- Unit 9, registered professional nurses (Certification 7/10/79)

HGEA has offices in Honolulu, Hilo, Wailuku, and Līhu'e and is headed by an executive director. The highest policy-making body is the General Assembly, which meets every two years and consists of HGEA members elected as delegates from all islands and representing all of the union's bargaining units.

The board of directors is responsible for policy decisions and consists of active members who are elected representatives of all bargaining units and all islands, plus a representative of the retirees unit. Each bargaining unit is organized as a representational form of government. Unit issues, programs, and activities are acted on by unit boards of directors, island divisions representing bargaining units on each island, and agency councils made up of bargaining unit stewards within a state or county department. Bargaining units 2, 3, 4, and 8 are subject to arbitration.

United Public Workers (UPW). The United Public Workers is Hawai'i's second largest employee union and represents more than 13,000 state, county, and private sector employees. Approximately 500 university employees are covered by UPW's two bargaining units. Unit 1 includes nonsupervisory employees in blue collar positions, while unit 10 consists of institutional, health, and correctional workers. UPW is also a member of AFSCME.

UPW has offices in Honolulu, Hilo, Wailuku, and Līhu'e and is headed by a State Director. The highest policy-making body is the UPW Convention, which meets every three years and consists of UPW members elected as delegates from all islands and representing all of the union's bargaining units and private sector units. The board of directors is responsible for policy decisions and consists of active members who are elected representatives of all bargaining units and all islands, plus representatives of their private sector bargaining units. Each bargaining unit is organized as a representational form of government. Unit issues, programs, and activities are acted on by unit boards of directors and island divisions representing bargaining units on each island. Bargaining unit 1 retains the right to strike; bargaining unit 10 is subject to interest arbitration.

V. Office of the Board of Regents

The BOR is supported by a staff that consists of two professional staff members: the Executive Administrator and Secretary of the Board ("Board Secretary") and the Executive Assistant; and administrative office staff: Private Secretary and Operations Specialist. The Board Office executes all operations of the BOR, and provides assistance and coordinates travel and meetings for all Regents for board-related business. All communications between the BOR and Administration is coordinated through the Board Secretary, under the direction of the Chairperson. The BOR's budget is a general fund sub-account within the System Programs Account, and is also supplemented by protocol funds provided at the discretion of the President. Also under this sub-account is the Office of Internal Audit that is administratively attached to the Board Office. The Internal Auditor reports to the board through its Committee on Independent Audit.

BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY OF HAWAI'I
(as of May 20, 2021)

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**BYLAWS OF THE BOARD OF REGENTS
UNIVERSITY OF HAWAI'I**

ARTICLE I. Definitions

As used in these Bylaws:

“Board” or “BOR” means the Board of Regents of the University;

“HRS” means the Hawai'i Revised Statutes, as may be amended from time to time;

“Meetings” shall not include rule-making hearings, declaratory rulings or contested cases under Chapter 91, HRS;

“Chairperson” means the chairperson of the board;

“President” means the President of the University;

“Secretary” means the Executive Administrator and Secretary of the Board; and

“University” means the University of Hawai'i system and its various campuses.

ARTICLE II. Membership and Organization

- A. Membership. The membership of the Board shall be as required by Chapter 304A-104, HRS. The members of the Board shall serve without pay, but shall be entitled to reimbursement for necessary expenses while attending meetings and while in the discharge of duties and responsibilities.

Notwithstanding the term of office, the term of a Board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive meetings duly noticed to all members of the Board. The Chairperson or acting Chairperson of the Board shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence.

- B. Officers, Organization. As required by Section 304A-104, HRS, the Officers of the Board shall consist of a Chairperson, up to two Vice-Chairpersons, and a Secretary (who shall be appointed by the Board and shall not be a member of the Board). The Chairperson and up to two Vice-Chairpersons shall be elected at its first meeting after June 30 of the next year or thereafter until their successors are elected and have qualified and whose election shall be immediately certified by the Board to the Lieutenant Governor. The President shall act as the chief executive officer of the Board.

1. Term. The term of the office of Chairperson and up to two Vice-Chairpersons shall be for one year. A Chairperson may serve more than one term, but not more than two consecutive terms.

2. Vote. Votes for the Chairperson and up to two Vice-Chairpersons of the Board shall be by ballot if more than one person is nominated for an office.
3. Succession. In the event of a vacancy in the office of the Chairperson, the First Vice-Chairperson shall succeed as Chairperson for the unexpired term. If at that time there is a vacancy in the office of the First Vice-Chairperson, the Second Vice-Chairperson shall succeed as Chairperson for the unexpired term. If at that time there is also a vacancy of the office of the Second Vice-Chairperson, the Secretary shall succeed as Chairperson for the sole purpose of conducting an election as soon as possible for a new Chairperson to serve for the unexpired term.

C. Duties of Officers.

1. Chairperson. The Chairperson, in addition to presiding at all regular and special Board meetings, shall:
 - a. Appoint the chairperson and members of the standing committees and any other committees, except as provided under Section 304A-321, HRS.
 - b. Acknowledge communications, petitions, requests, and proposals on behalf of the Board and, except in emergencies, refer same to the President or Secretary or an appropriate Committee of the Board for action or recommendation so as not to detract from the Board's governance and fiduciary responsibilities.
 - c. Maintain liaison with the President to see that there is an effective working relationship between the University administration and the Board.
 - d. Approve all press releases and public statements made by the Board.
 - e. Approve agenda items for any regular or special meeting of the Board.
 - f. Coordinate the efforts of the Board's standing committees to strengthen the roles and functions of same.
2. Vice-Chairperson(s). The First Vice-Chairperson will assume the duties and responsibilities of the Chairperson in the absence of the Chairperson and will undertake such other duties as may be assigned by the Chairperson. If there is a second Vice-Chairperson, he/she will assume the duties and responsibilities of the First Vice-Chairperson in the absence of the First-Vice Chairperson and will undertake such other duties as may be assigned by the Chairperson or First Vice-Chairperson.
3. Secretary. The Secretary shall serve under the direction of the Board through the Chairperson and shall provide the necessary administrative support services to the Board. The Secretary shall:

- a. Prepare and distribute the agenda for each of the regular and special Board and standing and other committee meetings.
 - b. Schedule regular and special Board meeting dates in consultation with the Chairperson.
 - c. Record and prepare minutes and reports for each of the regular and special Board and standing and other committee meetings.
 - d. Be responsible for securing information from the University administration.
 - e. Acknowledge and answer routine correspondence directed to the Chairperson and/or Board.
 - f. Serve as liaison between the University administrative staff and the Board.
 - g. Review policy proposals submitted by the University administration.
 - h. Maintain a calendar of the Board's unfinished business.
 - i. Conduct research and analysis of policies relating to the governance of the University by the Board.
 - j. Review rules and regulations affecting the University in accordance with the Hawai'i Administrative Procedures Act.
 - k. Maintain, collect, and preserve the official records of the Board.
 - l. Collate and index policies which are adopted by the Board.
 - m. Serve as "Records Officer" under the State archives program.
 - n. Serve as "Certifying Officer" of official University documents.
 - o. Perform additional duties as assigned by the Chairperson and the various standing and other committee chairpersons.
- D. Standing Committees of the Board.
1. Establishment of Standing Committees. To facilitate consideration of policy matters that must be approved by the Board, seven standing committees are established. Authority to act on all matters is reserved for the Board, and the functions of each standing committee shall be to consider and make recommendations to the Board.
 2. Standing Committees. The following are the standing committees of the Board and their functions:
 - a. Committee on Academic and Student Affairs

- (1) Review the academic mission and strategic direction of the system and its major units.
 - (2) Periodically review to what extent programs support the mission and strategic direction of the University.
 - (3) Monitor the quality and effectiveness of educational programs.
 - (4) Develop and maintain policies governing academic and student affairs.
 - (5) Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions.
- b. Committee on Budget and Finance
- (1) Work in concert with the University administration relating to the operating budget.
 - (2) Examine the budgetary process, budget proposals, expenditure plans, and development plans.
 - (3) Discuss the implementation of the budgetary decisions with the University administration, especially amendments thereto or when circumstances require deviations from expenditure plans.
 - (4) Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.
 - (5) Exercise general oversight and policy direction over the University's financial systems and programs.
- c. Committee on Planning and Facilities
- (1) Review, study, and make recommendations to the Board relative to the long-range plans for the development of the University, considering academic needs, priorities, and fiscal capabilities of the State.
 - (2) Review, study, and make recommendations to the Board relative to the physical facilities master plans for each campus in the University system and to periodically review approved campus master plans in order to recommend revisions, if necessary, to meet the needs of the University.
 - (3) Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board.

- (4) Review policies and make recommendations to the Board on matters pertaining to the use of University facilities and ensure an environment that is complementary to the educational mission of this institution.
 - (5) Work in concert with the university administration relating to the capital improvement budget.
 - (6) Provide general oversight of the University's land-related strategic initiatives and partnerships program.
- d. Committee on Personnel Affairs and Board Governance
- (1) Review and consider policies and practices relating to university personnel.
 - (2) Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.
 - (3) Ensure board education and board member development is provided for board members.
 - (4) Provide recommendations to the board regarding best practices for board effectiveness.
- e. Committee on Independent Audit
- (1) Advise the Board regarding the Board's responsibilities to oversee:
 - (a) the quality and integrity of the University's compliance with legal, regulatory and policy requirements, financial reporting and financial statements, and internal controls related to risks;
 - (b) the function, disclosures, and performance of the University's compliance, internal control, and risk management systems regarding ethics and compliance, risk, finance, and accounting, and the adequacy of such systems; and
 - (c) the independent certified public accountant's qualification, independence and performance, as well as performance of the internal audit function.
 - (2) Review the annual internal audit plan and the extent to which it addresses high risk areas.
 - (3) Review the annual report of the internal audit department and discuss significant issues of internal controls with the Internal Auditor and management.

- (4) Discuss the planned scope of the annual independent audit with the independent certified public accountants and review the results of the audit with the independent certified public accountants and management.
 - (5) Receive and review the annual certified financial reports with the independent certified public accountants and management.
 - (6) Recommend to the Board the certified public accountants to serve as the independent auditor, and their fees.
 - (7) Revise the scope of the annual audit, and approve any services other than audit and audit related services provided by the certified public accountants.
 - (8) Provide recommendations to the Board regarding approval of the internal audit mission statement, the committee's charter, and other governance documents related to both internal and external compliance and auditing activities at the University.
- f. Committee on Intercollegiate Athletics
- (1) Serve as a liaison between the Board and the respective campuses and their athletic departments.
 - (2) Advise the Board regarding its responsibility to oversee:
 - (a) the health, safety and academic progress of student-athletes;
 - (b) fiscal integrity and budgetary concerns;
 - (c) compliance with NCAA and conference requirements; and
 - (d) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee.
 - (3) Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report.
 - (4) Recommend policies governing all aspects of Intercollegiate Athletics at the University.
- g. Committee on Research and Innovation

- (1) Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University.
- (2) Review and make recommendations regarding investments, policies, and practices relating to University research, innovation and technology transfer programs.
- (3) Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers.
- (4) Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives.

3. Appointment of Committee Members. The chairperson and voting members of each standing committee shall be appointed by the Chairperson and shall serve for one year or until the appointment of their successors. The Chairperson shall be an ex-officio, voting member of all standing committees. All board members who are not voting members of a committee or committees shall be ex-officio, nonvoting members of such committees. The President, as chief executive officer of the University, shall assign a member of the University administrative staff to each standing committee who shall be the administrative liaison with the chairperson of the committee.

The Committee on Academic and Student Affairs shall include Regents from the four major islands.

4. Meetings. Each standing committee shall schedule meetings as appropriate. The Committee on Academic and Student Affairs meetings shall be held on each of the islands with community college campuses, to the extent practicable.
5. Referrals to Committees. Each standing committee shall consider all matters referred to it by the Chairperson and shall make appropriate recommendations within a reasonable time to the Board.
6. Progress Reports. Each standing committee shall make progress reports to the Board periodically or when requested by the Chairperson.
7. Task Groups. Task groups may be established by the Chairperson upon authorization by the Board, and with such powers and duties as determined by the Board. The tenure of a specific task group shall expire at the completion of its assigned task.

E. New Board Member Orientation

New Board members shall be scheduled to receive an orientation within one month of the beginning of their term. The orientation shall include, among other things,

an overview of the University system, BOR responsibilities, accreditation standards for Board governance, and BOR policies and practices. New Board members shall also be provided with a Reference Guide covering these and other topics.

ARTICLE III. Advisory Committee and Consultants

- A. Creation. The Board may create an advisory committee, as necessary, which shall serve as advisory to the Board. The committee membership shall be appointed by the Chairperson, subject to approval by the Board. The tenure of the advisory committee shall expire at the completion of the assigned task.
- B. Consultant Services. The Board may engage the services of consultants as it deems necessary.

ARTICLE IV. Meetings

- A. Number and Place of Meetings. The Board shall meet not less than ten times annually (July 1, thru June 30) and may from time to time meet in each of the counties of Honolulu, Hawai'i, Maui, and Kaua'i. The Board shall at each meeting set the time and place for its next regular meeting.
- B. Special Meetings. Special meetings may be called by:
 - 1. The Chairperson;
 - 2. The Secretary, upon request by a majority of the members of the Board; or
 - 3. Any Board member, with the consent of the Chairperson.
- C. Call for Committee Meetings. Standing committee meetings shall be called by the Secretary in consultation with the committee chairperson. In the event of a joint meeting, the Chairperson shall designate the presiding committee chairperson.
- D. Public Notice of Meetings. All meetings of and public appearances before the Board and its standing committees shall comply with Chapter 92, HRS, and shall be as set forth in the Rules of Practice and Procedures of the Board of Regents (Hawai'i Administrative Rules, Title 20, Subtitle 1, Chapter 1.1).

ARTICLE V. Quorum

A majority of all voting members to which the Board or its standing committees are entitled shall constitute a quorum.

ARTICLE VI. Voting

Voting by the Board and its standing committees shall be as set forth in the Rules of Practice and Procedures of the Board of Regents (Hawai'i Administrative Rules, Title 20, Subtitle 1, Chapter 1.1).

ARTICLE VII. Legal Counsel

- A. The University General Counsel. The University General Counsel shall be designated as legal counsel for the Board. The University General Counsel or the University General Counsel's representative(s), in the capacity of legal counsel for the Board, shall be present at all regular and special meetings and certain standing committee meetings of the Board.
- B. Requests for Written Legal Opinions. Requests for any written legal opinion of the University General Counsel shall be made by the Chairperson or designee with the full knowledge of the Board. Whenever a legal opinion is rendered by the University General Counsel, such opinion shall be in writing and along with a copy of the written request for such opinion, distributed immediately to all Board members.
- C. Conflicts. By policy and organizational structure, the University General Counsel serves the Board as well as the University administration. Understandably, there may be occasions when it becomes necessary to avoid a perception of conflict, or actual conflict, or to obtain specialized legal expertise. At such times, the Board may exercise its discretion in securing the services of independent legal counsel through the Secretary.

ARTICLE VIII. Robert's Rules of Order

Meetings shall be conducted in accordance with the current edition of Robert's Rules of Order insofar as they are applicable and not inconsistent with these bylaws, or applicable statutes or rules.

ARTICLE IX. Amendments

These bylaws may be amended only by two-thirds (2/3) vote of all the members to which the Board is entitled. Any proposed amendment to the bylaws shall be submitted in writing for consideration and vote by the members at a Board meeting.

ARTICLE X. Conflicts of Interest

- A. Standard of Conduct. Members of the Board shall comply with the provisions of these bylaws and are subject to the standards of conduct and financial interest disclosure requirements of Chapter 84, HRS (State Ethics Code) and must act in accordance with Chapter 84, HRS.
- B. Fiduciary Responsibility. Members of the Board serve a public interest role and thus have a clear obligation to conduct all affairs of the University in a manner consistent with this concept. Members of the Board are expected to place the welfare of the University above personal interests, the interests of family members, or others who may be personally involved in affairs affecting the University. All decisions of the Board shall be made solely on the basis of a desire to promote the best interests of the University and the public good.

C. Disclosures. In the event the Board must consider any matter for the University which also directly involves:

1. a regent or a member of the regent's family (which shall be a spouse, parents, siblings and their spouses, children and their spouses, and any household member);
2. a public or private organization with which a regent is affiliated, as defined below; or
3. a regent's personal financial interest as defined under Chapter 84, HRS;

Any affected regent, at the first knowledge of the matter, shall fully disclose, as noted below, the precise nature of the interest or involvement.

For purposes of this article, an affiliation exists if a regent or a member of the regent's family is an owner (which shall be defined as: (1) an ownership interest valued at more than \$5,000; or (2) 10% or more ownership of the business), officer, director, trustee, partner, employee (which shall also include legal counsel, consultant, contractor, advisor, or representative) or agent of such organization.

All disclosures required under this article must be directed in writing to the Secretary who, together with the University General Counsel, shall be responsible for the administration of this bylaw.

Matters covered under this article shall be reported initially to the Chairperson for appropriate action. Should the Chairperson be the regent with a potential conflict, the matter shall be reported to the Vice Chairperson. Should both the Chairperson and the Vice Chairperson have a potential conflict, the matter shall be reported to the chairperson of a Board standing committee in the order as listed in Article II, Section D of the bylaws of the Board.

Information disclosed to the Secretary shall be held in confidence to the extent authorized by law.

This disclosure requirement shall not apply to any regent who declares a conflict of interest and recuses himself/herself from consideration of the matter before the Board.

D. Determination of Conflicts. Questions concerning possible conflicts of interest shall be directed to the Secretary. Board shall resolve the questions by majority vote at a Board meeting in compliance with Chapter 92, HRS. Where any matter covered by Chapter 84, HRS, is involved, the potential conflict shall be referred to the State Ethics Commission for disposition. Questions of potential conflict not covered by Chapter 84, HRS, may be referred to the University General Counsel for a legal opinion, except that questions of conflict under Section 78-4, HRS, shall be referred to the University General Counsel for a legal opinion.

Restraint on Participation. A member of the Board who has declared a conflict of interest and recused himself/herself or who has been found to have a conflict of interest in any matter before the Board shall refrain from participating in the consideration of the proposed matter. The regent may not vote on such matters before the Board and may not be present during the Board's deliberation and at the time of vote.

- E. Sanctions and Remedies. Any Board action favorable to a regent obtained in violation of this bylaw is voidable on behalf of the Board; provided that in any proceeding to void a Board action pursuant to this bylaw, the interests of third parties who may be damaged thereby shall be taken into account. Any proceeding to void a Board action shall be initiated within sixty (60) days after the determination of a violation under this bylaw. The Board may pursue all legal and equitable remedies and/or sanctions through the University's legal counsel. Any Board action imposing a remedy or sanction under this section must be initiated within one year after the action of the Board that is affected by a violation.