

MINUTES

BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING

MAY 5, 2022

I. CALL TO ORDER

Chair Randy Moore called the meeting to order at 9:46 a.m. on Thursday, May 5, 2022, 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; Regent Kelli Acopan; Regent Wayne Higaki; Regent Benjamin Kudo; and Regent Diane Paloma (ex officio committee members); President David Lassner; Vice President (VP) for Community Colleges Erika Lacro; VP for Legal Affairs/University General Counsel Carrie Okinaga; VP for Academic Strategy Debora Halbert; VP for Information Technology/Chief Information Officer Garret Yoshimi; UH Mānoa 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

Chair Moore inquired if there were any corrections to the minutes of the December 2, 2021 committee meeting which had been distributed. Hearing none, the minutes were approved.

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. Recommend Board Approval of Amendments to the Bylaws of the Board of Regents (Bylaws), Article V., Quorum

Chair Moore explained the rationale for the proposed amendment to Article V of the Bylaws stating that it would clarify questions raised with respect to whether the board chair, who serves as an ex officio voting member of all standing committees, is counted when determining quorum at committee meetings. It was noted that the board's parliamentary guide, Robert's Rules of Order (Robert's Rules), provides that the chair is not counted in determining quorum.

Regent Acoba asked about the rationale for the provision contained within Robert's Rules. Chair Moore replied that he was unaware of the basis for this provision.

Discussions ensued on the board's past customs and practices regarding quorum; the necessity of amending the Bylaws; the potential impacts of this amendment on standing committee operations; and possible changes to the proposed amendments.

Regent Kudo expressed his concerns about interjecting the board chair's voting power into the standing committee decision making process stating that the authority of each standing committee must be respected. He also noted that the board chair will have the opportunity to weigh-in on any committee matter that is brought before the full board for consideration.

Regent Acoba suggested that the Bylaws could be amended to stipulate that the board chair may be counted towards quorum in instances where a standing committee lacks the presence of a single member necessary for the establishment of quorum for meeting purposes. He reasoned that this would allow a standing committee to conduct its business in a timely and efficient manner while maintaining transparency and openness.

Given the dialogue among regents regarding the proposed amendment to Article V., Chair Moore suggested deferring this matter to allow the Board Office and Office of the General Counsel (OGC) to craft language taking into consideration the concerns and suggestions raised by committee members.

VP Okinaga reminded the committee about Hawai'i's sunshine law requirements and noted that these factors will need to be considered when drafting language to amend the Bylaws as requested.

Chair Moore asked if committee members had any comments or concerns about the proposal to defer action on recommending board approval of an amendment to Article V. of the Bylaws until such time that the committee receives revised language from the Board Office and OGC for further discussion. Hearing none, the matter was deferred.

B. Discussion on Board Member Education and Development

1. Report on Association of Governing Boards (AGB) Conference on Trusteeship

Regent Bal provided a report on the AGB Conference on Trusteeship summarizing the contents of each of the sessions he attended which included meetings on presidential responsibility for effective board leadership; presidential assessment and development; emerging risks; and presidential transitions. He also spoke about the benefits of attending AGB conferences stating that they provide regents with networking opportunities, as well as opportunities to build relationships with AGB staff and other conference attendees, and noted that the flexibility provided by virtual conferences more easily allow for dropping into multiple concurrent sessions.

In light of the upcoming evaluation of the president, Chair Moore stated that the perspectives of AGB regarding the evaluation and assessment of the university president were worthy of future consideration and discussion by the committee. Chair Moore also remarked that Regent Wilson, who also attended the AGB Conference on Trusteeship and was not present at this meeting, relayed that there were several interesting discussions that occurred at the conference regarding issues related to intercollegiate athletics and suggested that it might be appropriate for him to share this information at the next meeting of the Committee on Intercollegiate Athletics (ICA).

Noting the importance of continuing education for regents, Chair Moore concurred with Regent Bal's statement about the benefits of attending an AGB conference and stated that regents should take advantage of opportunities to attend conferences particularly given the ease of attending those that are conducted in a virtual format.

C. Review of Board Committee Structure

Chair Moore shared some of the findings of a comparative analysis of the board's standing committee structure in relation to those of other public universities in the western United States that he conducted last year. He also noted changes that were made to the board's standing committee structure, membership, and meeting schedule at the beginning of the current academic year and discussed the rationale, goals, and objectives of this restructuring, including increased predictability of meetings for regents and administrative staff. However, he stated that Regent Acoba has raised concerns regarding this revised committee structure, including impacts on regent interaction and collegiality, and would be presenting proposals to modify this structure, as well as board governance practices with respect to agenda development.

Regent Acoba expressed his concerns with the process under which committee restructuring took place and offered his views on the current standing committee structure, including his belief that establishing specific categorical groupings with identical memberships has, in essence, created two mini-boards. He submitted and presented a written analysis with data of the current structure, as well as standing committee membership, in relation to that of the three previous academic years; noted the impacts restructuring has had on regent interaction and standing committee diversity, as well as the benefits derived therefrom; expounded upon his proposals to modify the current committee structure and membership in order to maximize inclusiveness, diversity, experience, expertise, and representation; and expressed his belief that this was an important issue worthy of reexamination and further consideration. He also spoke about his proposition that standing committee meetings should occur on a quarterly basis.

Vice-Chair Westerman proffered his thoughts on this issue stating that incorporating the benefits of the suggested proposals into the current standing committee structure would be ideal. He stated that one possible solution to achieving this would be through the wholesale swapping of committee membership each year thereby taking advantage of the expertise and skill sets of each regent to address a variety of issues of importance to the university.

Chair Moore provided an overview of the process typically used by the board chair to make standing committee assignments and opined that the issue of a loss of interaction and collegiality resulting from the current standing committee structure has been lessened by the fact that all regents are ex-officio, non-voting members of every committee of which they are not a member.

Discussions ensued on, among other things, Regent Acoba's proposals; varying regent perspectives on the board's standing committee structure; committee membership; the number and size of standing committees; meeting schedules; the length of standing committee meetings; management of meeting agendas; the scope and subject matter of standing committees; and the structure of standing committees of other university boards.

Regent Acoba expressed his belief that, while standing committees with the term "athletics" in their titles did not exist on other university boards that were reviewed, this particular issue is a topic of great importance to the residents of Hawai'i and should not be overlooked. He also emphasized that the board should not lose sight of the needs of the university and Hawaii, which may be unique in comparison to other states, when developing its standing committee structure.

Regent Kudo stated that the issue of diversity is only one factor of importance that is considered by the board chair when deciding upon standing committee membership. Other factors include a regent's experience level, skill set, and subject matter preferences. He also expressed his partiality for maintaining some flexibility in developing standing committee structures and determining the membership of these committees to ensure the efficient and effective operation of the board and allow for decisions and recommendations to be made that are in the best interests of the university.

Regent Haning voiced his appreciation for the current standing committee structure as well as the ability to attend and participate in all of the standing committee meetings. He also stated his preference for broadening the scope of ICA to include intramural athletics and the physical fitness of the student body.

Chair Moore stated that regents will be able to further weigh-in on this issue in the upcoming board self-evaluation.

D. Discussion on Board and Committee Agenda Development

Chair Moore reviewed the current practice used to develop board and committee agendas stating that the board chair and two vice-chairs, along with the Board Secretary, meet weekly with the administration to discuss these matters.

Regent Acopan arrived at 10:52 a.m.

Regent Acoba expressed his concerns with this process and presented a proposal to amend the Bylaws to address situations where a regent's request to place an item on an agenda is denied by the board chair. He explained that this was not a new concept and reviewed the recommendations of an advisory task group (ATG) formed to address

this issue in 2013, including the establishment of a standard process for member input board agendas and a mechanism for placing items on an agenda, all of which were intended to emphasize openness and transparency. However, none of these recommendations were adopted by the board. He also provided proposed language for an amendment to the Bylaws that he believed would establish an open, transparent, and equitable process for placing items on an agenda, as well as the rationale for this language.

Chair Moore opined that board leadership has appropriately handled agenda development to date and that caution should be taken on this matter to avoid inviting disruptive activities by a discontented individual. He also expressed uncertainty about the need to explicitly state the board's customs and practices with respect to agenda development in the Bylaws. As such, he suggested that the Board Office and OGC be charged with developing language regarding this matter that comports with the spirit of the ATG recommendations for further committee discussion.

Vice-Chair Westerman concurred with Chair Moore's assessment but also stated that he understood the need to include as much transparency as possible in the agenda development process.

E. Board Self-Assessment

Chair Moore stated that, in accordance with Regents Policy 2.204, discussions are taking place with the President regarding the planning and development of a self-evaluation form, including its structure, process, and content, and explained that a self-assessment survey will be distributed to regents and discussed at the board's June meeting.

F. Committee Annual Review

Chair Moore referenced the committee annual review matrix provided in the materials packet stating that it sets forth the actions carried out by the committee throughout the year and provided clarification on some of the goals and objectives contained within the matrix in response to questions raised by committee members.

V. ADJOURNMENT

There being no further business, Chair Moore adjourned the meeting at 11:06 a.m.

Respectfully Submitted,

/S/

Kendra Oishi
Executive Administrator and Secretary
of the Board of Regents