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MINUTES

**BOARD OF REGENTS COMMITTEE ON GOVERNANCE
MEETING**

AUGUST 1, 2024

A video recording of this meeting may be viewed at the Board of Regents website as follows:

[Meeting Video](#)

I. CALL TO ORDER

Chair Laurel Loo called the meeting to order at 11:10 a.m. on Thursday, August 1, 2024, at the University of Hawai'i (UH) at Mānoa, Bachman Hall, 1st Floor Conference Room 106A/B, 2444 Dole Street, Honolulu, Hawai'i, 96822, with regents participating from various locations.

Committee members in attendance: Chair Laurel Loo; Vice-Chair Ernest Wilson; Regent Joshua Faumuina; Regent William Haning; and Regent Wayne Higaki.

Others in attendance: Board Chair Gabriel Lee; Regent Laurie Tochiki; Regent Neil Abercrombie; Regent Lauren Akitake; and Regent Michael Miyahira (ex officio committee members); President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Academic Strategy 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 Teraoki; UH-Hilo Chancellor Bonnie Irwin; UH-West O'ahu Chancellor Maenette Benham; Executive Assistant for the Board of Regents (Executive Assistant) Jamie Go; and others as noted.

II. APPROVAL OF MINUTES

Chair Loo inquired if there were any corrections to the minutes of the May 2, 2024, committee meeting which had been distributed. Hearing none, the minutes were approved.

III. PUBLIC COMMENT PERIOD

Executive Assistant Go announced that the Board Office did not receive any written testimony and that no one had signed up to provide oral testimony.

IV. AGENDA ITEMS

A. Discussion on Possible Amendments to Bylaws

Chair Loo referred to a redline version of the Bylaws of the Board of Regents (Board Bylaws) within the committee materials which contained an amendment to address a recent opinion issued by the Office of Information Practices (OIP) with respect to board elections and the use of secret ballots. Given the breadth of deliberations on this matter during the July 3, 2024, Special Meeting of the Board, as well as conversations about other provisions of the board elections process which took place at previous meetings, she suggested regents review the abovementioned draft of the Board Bylaws and submit written comments on this issue, along with proposed amendments, if any, to the Board Office as soon as practical. These propositions could then be vetted further at a future committee meeting. Chair Loo emphasized this was not a pressing issue needing immediate attention, stated written comments on other parts of the Board Bylaws regents believed needed modification would also be welcomed, and opened the floor for discussion.

Extensive dialogue ensued on several aspects of the process used to elect board officers as currently set forth within the Board Bylaws including, among other things, the polling of regents to promote interest in board leadership positions; the history of, rationale for, benefits of, and drawbacks to the aforementioned polling; the ability of regents to champion their nomination or candidacy for a board leadership position; the impact of OIP's decision specific to the University of Hawai'i Board of Regents elections and State board elections in general; the conducting of an open elections process, as well as its advantages and disadvantages; and the relationship between Hawai'i's Open Meetings Law, more commonly referred to as the Sunshine Law, the election processes in the Board Bylaws, and the recent decision rendered by OIP.

VP Okinaga noted the existence of statutorily permitted interactions among board members outside of open meetings under the Sunshine Law, one of which concerned the election of a board's officers, and read the specific language within the Hawai'i Revised Statutes (HRS) to which she was referring.

Regents engaged with, and sought clarification from, VP Okinaga about interactions among regents specific to the election of board officers permitted under HRS.

Regent Akitake suggested the possibility of assigning two regents to review the election procedures within the Board Bylaws, along with election methodologies being utilized by other boards and commissions in light of the OIP decision about secret balloting, and charge those regents with making recommendations on potential bylaw amendments to the board.

Board Chair Lee asked whether a request could be made of the Board Office to perform a quick review of the election processes used by other State boards, such as the Board of Education and the Board of Directors of the Hawai'i Tourism Authority, and inform regents about its findings. Chair Loo stated she would ask board staff to research this matter.

Regent Paloma, Chair of the Committee on Kuleana (Kuleana Committee), announced her intentions to submit proposed changes to the Board Bylaws with respect to the affiliated organizations currently associated with the Kuleana Committee,

including the addition of Hawai'i Papa O Ke Ao as an affiliated organization and the placement of the Maunakea Management Board within the affiliated organizations assigned to the Committee on Governance, which was something regents talked about doing at a previous board meeting.

Regent Miyahira proposed reviewing the necessity of requiring the Committee on Student Success to include regents from the four major islands of the State as presently stipulated within the Board Bylaws.

A conversation ensued on the original intent of the provision cited by Regent Miyahira; the potential complications of adhering to this requirement given the limited number of regents from certain islands and the desire to make regent workloads manageable; past practices utilized to address this situation; and whether there were any legal implications should the representation, as noted, not be observed.

B. Recommend Board Approval of Executive/Managerial (EM) Salary Adjustments for E/M Employees Meeting Performance Expectations

VP Gouveia apprised the committee on the guidelines and methodology the administration is using to determine the annual salary adjustment for EM employees meeting performance expectations. She reviewed specific parameters for the awarding of EM pay increases within Regents Policy (RP) 9.212, underscoring the President's board delegated authority to annually adjust the salaries of individuals within this personnel class as long as the increase is not in excess of five percent; provided employment and salary cost statistics for the university highlighting data specific to EM personnel; went over the annual evaluation process used for EMs; reviewed existing EM salary schedules, mentioning they were last updated in 2022; presented a comparative analysis between current salaries of EM personnel and other personnel at the university's four major units; and discussed past salary increases received by EMs relative to other personnel classifications. She also spoke about a proposal put forth by the president to institute a performance-based pay increase of 3.5 percent along with a flat-rate adjustment to base salary of \$2,750 for all eligible EM personnel which, when combined and averaged, align with the five percent increase received by other university personnel in 2024. It was noted the total impact of the aforementioned salary adjustments will be a rise in personnel costs of approximately \$2 million in the aggregate.

Although board approval is not required for EM salary adjustments of less than five percent per RP 9.212, VP Gouveia explained that the methodology for salary increases proposed by the president will result in a fair number of employees receiving salary adjustments of between 5.0 and 6.13 percent, which does require board approval. As such, the administration was requesting board approval of the salary increases for those employees.

Regent Miyahira asked about the impetus behind the \$2,750 flat-rate adjustment to base salary for EM personnel being proposed by the president. VP Gouveia stated President Lassner had expressed a desire for EM personnel on the lower end of the

salary schedule to receive slightly larger compensation increases than those individuals on the higher end of the spectrum.

Regent Akitake communicated her concerns about the historical inequity of salary adjustments for EM personnel when compared to increases received by other university personnel and the impact this has on the morale of employees within this classification. She then asked if the reason for this imbalance in pay increases was due to funding issues. VP Gouveia replied that funding for this type of salary adjustment is typically included in the legislative appropriation measures for employees of the university subject to collective bargaining. However, there has been a historical perception of EMs being overpaid, which, over the years, has led to university administrations past and present utilizing a more cautious approach when determining EM salary increases.

In light of this response, Regent Akitake questioned whether EMs were consulted on these salary increases. VP Gouveia stated EMs are not consulted on matters involving salary as the 209 individuals within this personnel classification are at-will, non-union employees. While there is broad range of discussions among university officers about what is fair or appropriate pay for this group of employees, and officers do make recommendations, it is ultimately up to the president to determine a methodology for increases in compensation for EMs.

Regent Paloma asked if her understanding that the recently awarded hazard pay for individuals within the Administrative, Professional, Technical (APT) employee classification does not contribute to the base salary of these individuals was correct. She also inquired about the status of collective bargaining negotiations for other employees of the university. VP Gouveia confirmed the hazard pay awarded to APTs does not impact their base salary. In regard to collective bargaining negotiations, a new round of deliberations between the State and all of the respective public employee unions concerning salary schedules, pay increases, and other matters subject to collective bargain has just begun.

A brief conversation on the difference in cost between a flat five percent salary increase and the proposed methodology to adjust the pay for EM personnel presented took place between Regent Faumuina and VP Gouveia.

Regent Paloma left at 12:06 p.m.

Regent Abercrombie shared his thoughts on the salaries on EM personnel stating he did not feel EMs were being treated badly but rather, have been treated, taken-into-account, and considered by the university administration with a sense of fairness and equity.

Regent Higaki spoke about some of the sacrifices made by EMs over the years concerning their salaries including a number of instances where they received no adjustment to pay when other university personnel received pay increases or were subjected to salary reductions as part of an effort to assist the university with its financial needs during an emergency. He also stressed the need to be competitive

among similar institutions of higher education across the country when it came to the salaries of individuals within this personnel classification.

A number of regents expressed their support for the proposed salary increases.

Regent Paloma returned at 12:12 p.m.

Prior to seeking a motion to recommend board approval of this agenda item, Chair Loo informed regents of RP 9.212's requirement for the board to approve any salary increases for its direct reports, which include the President, the Director of the Office of Internal Audit, and the Executive Administrator and Secretary of the Board of Regents. Should the committee recommend board approval of the salary adjustments for EM personnel, the matter regarding pay increases for the boards three direct reports will be taken up at the regular board meeting on August 15, 2024.

While President Lassner voiced his appreciation to regents, he informed both the Board Chair and Chair of the Committee on Governance of his intention to respectfully decline any salary adjustments.

Regent Faumuina moved to recommend board approval of the EM salary adjustments for EM employees meeting performance expectations, seconded by Vice-Chair Wilson, and the motion carried will all members present voting in the affirmative.

C. Discussion on Committee Goals and Objectives for the 2024-2025 Academic Year

Chair Loo referenced the table of Committee Goals and Objectives for the 2024-2025 Academic Year noting that it is meant to serve as an outline of the work to be performed by the committee during the year. She stated it was a living document which may be modified as needed and asked committee members if they had any questions or comments. None were raised.

D. Discussion on Board Self-Assessment Results

Chair Loo noted the results of a self-assessment survey about the board's stewardship of the university that included, among other things, questions on its performance, goals, responsibilities, and expectations, were contained within the committee materials packet. She asked if regents if they had any comments on the survey results.

Regent Akitake offered some remarks on the importance of board discussions when it comes to influencing a regent's vote on a particular matter as indicated by data in the self-assessment survey.

V. ADJOURNMENT

There being no further business, Chair Loo adjourned the meeting at 12:16 p.m.

Respectfully Submitted,

Jamie Go
Executive Assistant for
the Board of Regents