

MINUTES

BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING

APRIL 6, 2023

I. CALL TO ORDER

Chair Moore called the meeting to order at 1:17 p.m. on Thursday, April 6, 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; Vice-Chair Alapaki Nahale-a; Regent Laurie Tochiki; and Regent Ernest Wilson.

Committee members excused: Regent Eugene Bal.

Others in attendance: Regent William Haning; Regent Wayne Higaki; Regent Abigail Mawae; and Regent Diane Paloma (ex officio committee members); Vice President (VP) for Legal Affairs/University General Counsel Carrie Okinaga; VP for Research and Innovation Vassilis Syrmos; UH Hilo Chancellor Bonnie Irwin; UH West O'ahu Chancellor Maenette Benham; Interim Executive Administrator and Secretary of the Board of Regents (Interim Board Secretary) Jamie Go; and others as noted.

II. APPROVAL OF MINUTES

Chair Moore inquired if there were any corrections to the minutes of the December 1, 2022, committee meeting which had been distributed. Hearing none, the minutes were approved.

III. PUBLIC COMMENT PERIOD

Interim Board Secretary Go 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. Discussion and Possible Recommendations on Board Committee Structure

Chair Moore stated that discussions about the board's committee structure have taken place over the course of several years, the latest being at the Personnel Affairs and Board Governance Committee (PA&BG Committee) meeting held on December 1, 2022, during which time committee members presented individual reports about articles on committee restructuring published by the Association of Governing Boards of Universities and Colleges. He reviewed the board's current committee structure, went over suggestions on how to best revamp this structure that were offered by committee members during the December 1, 2022, PA&BG Committee meeting, and asked regents for their thoughts on this matter.

Regent Higaki remarked that regents needed to remain cognizant of the fact that the Committee on Independent Audit (IA Committee) was a statutorily established committee with specific membership requirements. Chair Moore agreed with Regent Higaki stating that the statute requires at least one member of the IA Committee to have financial expertise. However, he opined that it would be possible for the current duties and oversight responsibilities of the IA Committee to be merged into a committee that addressed other issues while still meeting the intent of the law.

Regent Tochiki expressed her support for the consolidation of the board's committees as a means of increasing efficiency and effectiveness but also conveyed her desire to maintain the IA Committee as a separate entity to avoid any risk of statutory noncompliance.

Chair Moore articulated his preference for a suggestion put forth by Regent Bal to establish four committees based upon general subject matter areas, including student success, institutional success, governance, and kuleana, and maintaining the IA Committee, for a total of five committees. He further suggested that the IA Committee and institutional success committee be made up of identical memberships and have the same meeting day.

Regent Tochiki stated that she was in favor of Chair Moore's proposal particularly with respect to establishing a kuleana committee which could tackle the broader initiatives of the university's strategic plan and assist the university in achieving its strategic goals.

Vice-Chair Nahale-a concurred with Regent Tochiki, especially regarding the role of a kuleana committee, and noted that he would be backing Chair Moore's proposal. He also opined that providing committee chairs with a more elevated leadership role and voice on the board will give them the opportunity to develop expertise on various issues which will ultimately allow them to serve as champions for those matters.

Regent Wilson verbalized his support for Chair Moore's proposition, emphasizing the importance of focusing on student success, and echoed the remarks of Vice-Chair Nahale-a and Regent Tochiki with respect to the issue of kuleana.

Regent Haning remarked that Chair Moore's suggestion was appealing to him. He also agreed with Vice-Chair Nahale-a's assessment that providing regents with additional opportunities to learn and develop greater expertise on matters will serve to benefit not only the board, but the university as well.

Regent Tochiki moved to recommend that the board approve an alternative committee structure that consisted of the five committees including an IA Committee and committees on student success, institutional success, governance, and kuleana, with the IA Committee and institutional success committee consisting of identical memberships. The motion was seconded by Regent Wilson.

Regent Paloma stated that she would be supporting the consolidation of the board's standing committees but inquired as to whether there could also be a consolidation of the board's affiliate committees given that serving on these entities is extremely time-

consuming. Chair Moore replied that, in theory, the restructuring of the board's standing committees would result in the lessening of regents' workloads and address this matter. He also stated that the Board Chair needs to be mindful of the external responsibilities of regents when making standing and affiliate committee appointments.

Given his understanding that this new committee structure is intended to encompass all of the board's oversight responsibilities, Vice-Chair Nahale-a suggested that future consideration be given to assigning seats on the affiliate committees to a member of the appropriate standing committee. He opined that doing so would allow for the flow of information among the affiliate committees, the standing committees, and the board to occur in a more strategic and efficient manner.

There having been a motion that was moved and seconded, a roll call vote was taken, and noting the excused absence of Regent Bal, the motion was approved with all members present voting in the affirmative.

B. Discussion and Possible Recommendations on the Establishment of a Regents Policy (RP) for Selecting a Board Chair

Chair Moore explained that this issue was a carryover item from the December 1, 2022, committee meeting, during which regents offered their opinions on the possibility of developing an RP to choose a board chair. He described the current process used for selecting a board chair which entailed having two board members that are not interested in serving as the chair poll other regents as to their interest in seeking the position. He also summarized the findings of a review he conducted on the board chair selection process at 12 flagship universities in the western United States; discussed four alternatives that he developed based upon this review, including maintaining the status quo, codifying the board's present practice in an RP, adding the responsibility of "presenting a slate of board officers" to the duties of the PA&BG Committee, or some other alternative; went over the benefits and disadvantages of each recommendation; and asked regents for their thoughts on this matter.

Regents engaged in robust discussion offering their opinions on the board's current chair and vice-chair selection process, which several regents described as mysterious. Regents also expressed their views on the recommendations presented by Chair Moore, emphasizing the need to select individuals with requisite experience and skillsets who are interested, ready, willing, and able to serve in board leadership roles;

Regent Tochiki verbalized her support for codification of the selection process but asked what occurs in a situation where two individuals express interest in the same board leadership position. She also inquired about the process used to select committee chairs and vice-chairs and whether that should also be codified. Chair Moore replied that when two individuals express a desire to serve in the same board leadership position, a vote is taken via secret ballot. He also explained that the Board Chair speaks to regents about their committee interests and, per the Bylaws of the Board of Regents (Board Bylaws), determines who will serve as each committee's chair and vice-chair.

Additional regents declared their preference for codifying the board chair selection process.

Vice-Chair Nahale-a pointed out that there have been past situations whereby a holdover regent was elected to a leadership position only to be replaced shortly thereafter leading to a vacancy in that position. He suggested that these types of dynamic situations should be considered when drafting codification language.

Chair Moore stated that he would draft language to codify the board chair selection process that takes into consideration the views expressed by regents during this meeting. This language would then be presented to the full board for further discussion and possible action at its next meeting.

C. Discussion on the Number of Board Vice-Chairs

Chair Moore explained that both the Hawai'i Revised Statutes and Board Bylaws provide for either one or two vice chairs to serve on the board and that the decision on which option will be used is made annually during the election of board officers in July. He stated that the purpose for placing this item on the agenda was simply to encourage contemplation of the pros and cons of having multiple board vice-chairs as opposed to a single board vice-chair so that each individual regent could make an informed choice when this matter was brought up during board officer elections.

Regent Paloma asked if it had been customary for the board to have two vice-chairs. Chair Moore replied that there have been two board vice-chairs during his entire tenure on the board. However, he also noted that for part of that tenure there were 15 regents serving on the board.

Regent Tochiki stated that the chair and vice-chairs appear to meet regularly and deferred to Chair Moore's experience as to the advantages and drawbacks of having one or two board vice-chairs. Chair Moore explained that the Board Secretary develops draft agendas for each of the standing committees as well as the board based upon a calendar outlining the timeframe in which specific committee or board actions must be taken. He noted that a host of other matters may also be added to draft agendas including items brought forth by the administration that require board action. Discussions among the chair, board vice-chairs, president, and senior administration officials, the extent of which revolves around the content of the agendas, then take place at what are known as agenda development meetings (ADMs) which are organized and administered by the Board Secretary and occur on a weekly basis.

Chair Moore provided his thoughts on the benefits of having two board vice-chairs, including the ability to brainstorm with more than one individual, but also spoke about its drawbacks, such as the inability to meet simultaneously with both vice-chairs due to Hawai'i's open meetings law, which makes the ability to discuss matters with the vice-chairs more inefficient.

Vice-Chair Nahale-a agreed with Chair Moore about the disadvantages of having two board vice-chairs which constrains the ability for timely discussions to take place among board leadership. He also reiterated his belief that the leadership roles of

committee chairs and vice-chairs regarding issues within their respective committee's subject matter should be elevated which will have an impact on determining whether it would be more beneficial to have one or two board vice-chairs.

Taking Vice-Chair Nahale-a's comments into consideration, Chair Moore suggested the possibility of having committee chairs and vice-chairs meet with their respective administration liaison to discuss matters for inclusion on the committee agendas prior to the ADMs. In doing so, the committee chairs and vice-chairs will have had the opportunity to provide their input on the agendas to be discussed at the ADM.

D. Discussion on the Evaluation Process for the President of the University

Chair Moore presented information on the requirements of, and processes for, the annual and three-year comprehensive evaluations of the university president that are stipulated in RP 2.203. He pointed out that the three-year comprehensive evaluation, which is scheduled to occur this year, requires the provision of input from both internal and external stakeholders, stating that it is an extremely involved and time-consuming process. He also noted that RP 2.203 does allow for the hiring of a consultant to assist with conducting the comprehensive review and provided the rationale for his suggestion to use this approach for the upcoming evaluation, including the perceived neutrality of a consultant.

Regent Wilson agreed that hiring a consultant to conduct the upcoming evaluation will allow for a professional, thorough, and unbiased assessment of the president to be completed.

Regent Tochiki proffered her thoughts on the value of engaging a consultant to conduct the evaluation stating that utilizing an experienced consultant with good skillsets will be beneficial to both the board and the president. However, she stressed the importance of keeping the public apprised of this evaluation through a comprehensive executive summary or some other board statement. Chair Moore stated that comprehensive review process under RP 2.203 was recently revised to explicitly specify that the board chair prepare and issue a written evaluation of the president on behalf of the board following discussion by the board at an open meeting.

Regent Haning backed the idea of hiring of an external consultant opining that this action does not absolve the board of its responsibility with respect to retaining or dismissing a university president. However, the unbiased nature of this process can be beneficial in assisting the board with defending or justifying any actions it takes.

Vice-Chair Nahale-a noted his involvement in the last comprehensive evaluation of the president and concurred with Chair Moore's assessment that the process was involved and laborious. He expressed his belief that hiring an external consultant offers the best option for the president to receive a fair and accurate assessment.

V. ADJOURNMENT

There being no further business, Chair Moore adjourned the meeting at 2:20 p.m.

Respectfully Submitted,

/S/

Jamie Go
Interim Executive Administrator and
Secretary of the Board of Regents