

Notice of Meeting

UNIVERSITY OF HAWAI'I

BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS & BOARD GOVERNANCE

Members: Regent Randy Moore (Chair), Regent Eugene Bal (Vice-Chair), and Regents Doctor Sparks, McEnerney, Portnoy, Putnam, and Yuen

Date: Thursday, September 7, 2017

Time: 12:00 p.m.

Place: University of Hawai'i at Mānoa
Information Technology Building
1st Floor Conference Room 105A/B
2520 Correa Road
Honolulu, Hawai'i 96822

AGENDA

I. Call Meeting to Order

II. Approval of Minutes of May 18, 2017 Meeting

III. Public Comment Period for Agenda Items: All written testimony on agenda items received after posting of this agenda and up to 24 hours in advance of the meeting will be distributed to the board. Late testimony on agenda items will be distributed to the board within 24 hours of receipt. Registration for oral testimony on agenda items will be provided at the meeting location 15 minutes prior to the meeting and closed once the meeting begins. Written testimony may be submitted via US mail, email at bor@hawaii.edu, or facsimile at 956-5156. Oral testimony is limited to three (3) minutes.

IV. Agenda Items

A. For Approval

1. Committee Goals & Objectives

B. For Information & Discussion

1. Board Self-Assessment Discussion
2. Board of Regents Policy Reviews

V. Adjournment

August 31, 2017

To: Personnel Affairs & Board Governance Committee members

From: Randy Moore, chair

Subject: September 7, 2017 committee meeting

Three items worthy of your pre-meeting review are the committee goals and objectives (for approval), board self-assessment (for discussion), and board of regents policy reviews (for discussion).

Committee goals and objectives

The board bylaws assign four duties to this committee. My thoughts on what our committee's goals and objectives for this academic year should be are in italics:

- (1) Review and consider policies and practices relating to university personnel. *This committee completed a thorough review of policies relating to executive managerial employees and made extensive revisions effective July 1, 2016, so our work for the current year could be to review any issues as they are brought to us.*
- (2) Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis. *The operative word is "ensure."*
 - a. *The primary statute relating to the board is Chapter 304A-321, HRS, which the independent audit committee should review and, if appropriate, recommend changes to the legislature.*
 - b. *The administration should review the bylaws and recommend changes as appropriate. The other board committees should review the portions of the bylaws that specifically reference their committee and recommend changes as appropriate.*
 - c. *Our most recent review of the board policies provided for further reviews every three years, beginning with a review of chapters 1-4 this year, chapters 5-8 next year, and chapters 9-13 in the 2019-20 academic year. The administration will report to us at our September 7 meeting on the procedure it will use to undertake this review.*
 - d. *The Office of General Counsel has reviewed the administrative rules of the University and has begun the process of recommending to the board the amendment or repeal of rules, as appropriate.*
- (3) Ensure board education and board member development is provided for board members. *The upcoming retreat will be both an undertaking of board education and an opportunity to discuss further board education. The board staff organizes and conducts orientation for new board members.*
- (4) Provide recommendation to the board regarding best practices for board effectiveness. *During the course of this year the committee will review pertinent publications of the Association of Governing Boards and may make recommendations to the board regarding best practices.*

Board self-assessment

Included with the committee meeting materials are three possible board self-assessment instruments:

- (1) The instrument we used in 2014
- (2) The instrument we used in 2016

- (3) An instrument developed by Regent Wilson last spring that is based on the criteria established by the Regents Candidate Advisory Council for qualifying, screening, and forwarding to the governor candidates for membership on the board of regents.

The board leadership's current thinking is to include a discussion of the results of the board self-assessment at a board retreat later this fall.

The purpose of a board self-evaluation is to improve the performance of the board. Please be prepared to offer your thoughts on which of these three, with or without changes, we should use this year, or whether we look at something different.

Board of regents policy reviews

Vice President John Morton will describe at the committee meeting how the administration plans to conduct the review of chapters 1-4 of the board policies this year.

University of Hawaii
Board of Regents self-assessment instrument
Fall 2014

Name _____

Date _____

My assessment of the board's functioning 1 = lots of improvement needed 2 = we should/could be doing better 3 = we're doing pretty well 4 = we're doing this right		eval 1-4 ↓	comment
1	The Board's time is appropriately spent on governance and not management.		
2	The Board's time is well spent in Board meetings.		
3	The right amount of time is requested of the Regents outside the regular meetings.		
4	Appropriate advance materials are made available to Regents, in order for each Regent to adequately prepare for Board meetings.		
5	The Regents fulfill their commitments to the Board as delineated in Board policy.		
6	Board meetings have a good balance of information-sharing and decision-making.		
7	The Board appropriately supports the President in his decision-making.		
8	The Board is appropriately involved in strategic planning and decision-making.		
9	The Board examines the "downside" or possible pitfalls of any important decision if must make.		
10	The Board gets the information it needs to meet its governance responsibilities.		
11	The Board takes regular steps to keep informed about important trends in the larger environment that might affect the organization.		
12	The Board receives the appropriate amount of financial information to carry out its fiduciary and stewardship responsibilities.		
13	The Board receives the appropriate amount of information about academic affairs to carry out its governance of the University.		
14	The Board does a good job of setting goals for itself on an annual basis (specifically Board goals, rather than University goals for the President).		
15	There is an effective orientation program for new members on the Board.		
16	The Board is welcoming to new Regents.		
17	The Board has an effective process for identifying and recruiting new members.		
18	There is an effective committee structure for the Board.		
19	The Board performs an appropriate role in supporting the University's fund-raising activities.		
20	Diverse perspectives and conflicts are appropriately handled by the Board.		

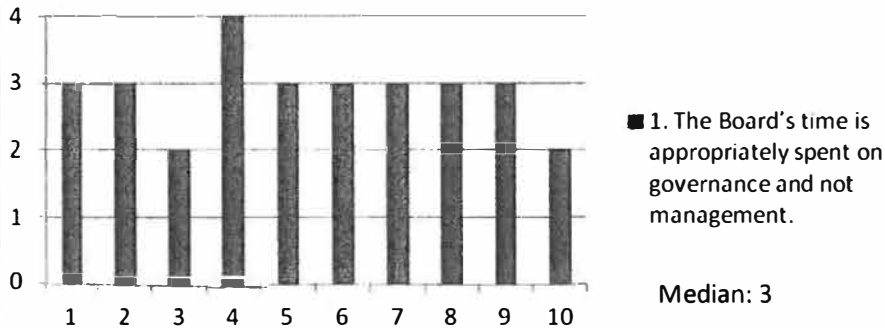
Board self-assessment instrument
Fall 2014

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Board self-assessment instrument
Fall 2014

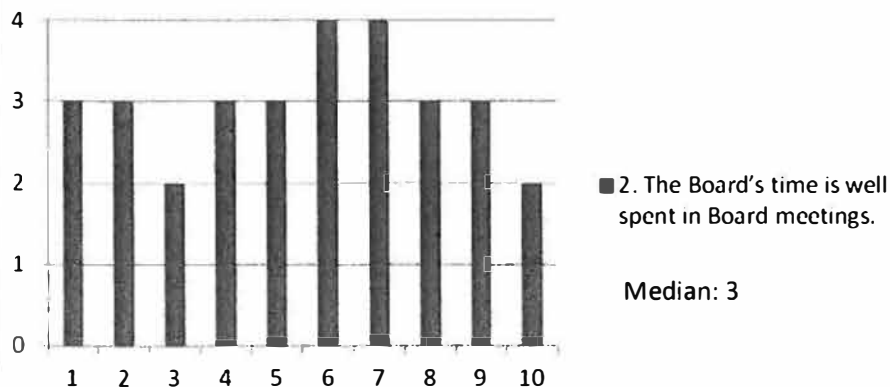
My assessment of my own role as a regent			
	1 = I disagree 2 = I disagree more than I agree 3 = I agree more than I disagree 4 = I agree	eval 1-4 ↓	comment
28	I have a clear sense of my responsibilities as a regent		
29	I make sure appropriate time is spent preparing for each board and committee meeting – reviewing the agenda, the minutes of the previous meeting, and the advance materials.		
30	I participate appropriately at board meetings, sharing my perspective when it differs from a perspective already articulated by someone else.		
31	Once the board makes a decision, I actively support it even though it was not a decision I favored.		
32	I know that unless assigned by the board to speak for the board, I only act as an individual with no authority to speak on behalf of the board.		
33	I maintain complete confidentiality of all matters discussed in executive sessions of the board and its committees.		
34	I have disclosed all actual or potential or potentially misconstrued conflicts of interest.		
35	I do not become involved in staff or faculty disagreements as an individual regent.		
36	I make an annual financial contribution to the UH Foundation consistent with my financial capacity.		
Written response:			
F	Where and in what ways can the president and board more effectively utilize your talents?		

1. The Board's time is appropriately spent on governance and not management.



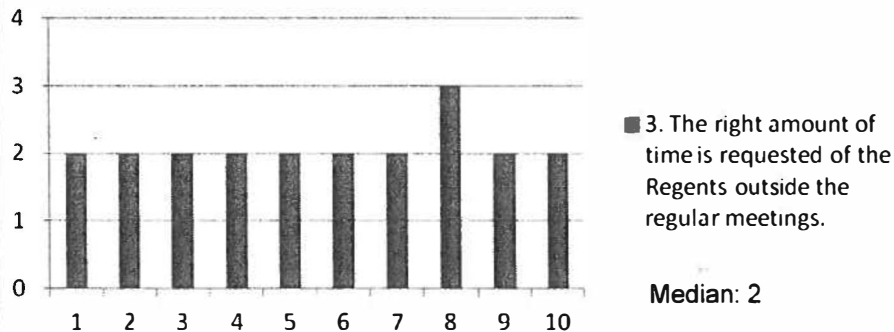
- We ought to ask ourselves on every item -- is this about governance or about management? and refer the management stuff to the admin.
- Unfortunately, the BOR is being forced to exert itself into matters that would be more properly handled by management, but management is slow to make needed changes.
- I like to think we are not micromanaging the administration.
- In general, we're doing well, but in selected areas, we are getting close to or into tactical rather than strategic involvement.
- There is a fine line and I believe BOR is not into managing

2. The Board's time is well spent in Board meetings.



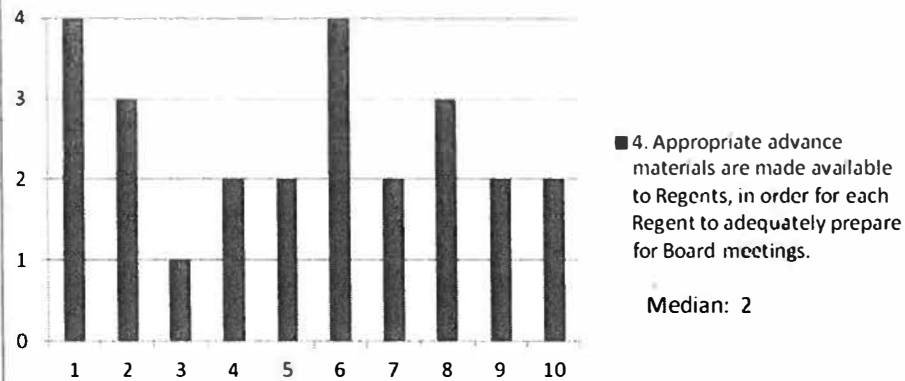
- We spend too much time on minor matters and not enough on the 30,000 foot items.
- Utilization of committees has yielded much improvement over previous years. More time needed for deep dive on strategic issues.
- Committee structure requires much more time commitment by the board, but it makes us more knowledgeable of the System.
- Yes....BOR is focused and not distracted

3. The right amount of time is requested of the Regents outside the regular meetings.



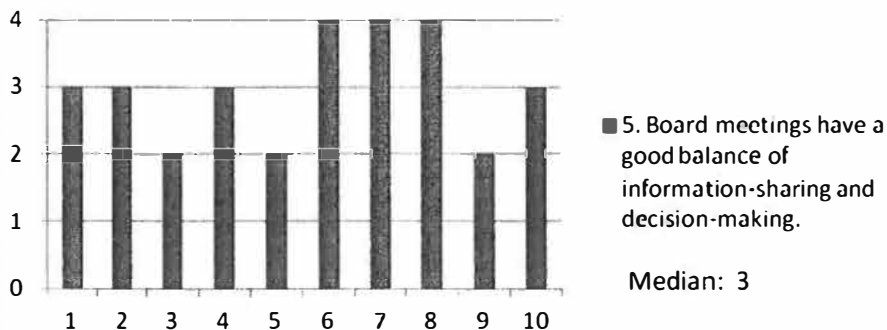
- I'm ok with the necessary time to be cognizant of the issues.

4. Appropriate advance materials are made available to Regents, in order for each Regent to adequately prepare for Board meetings.



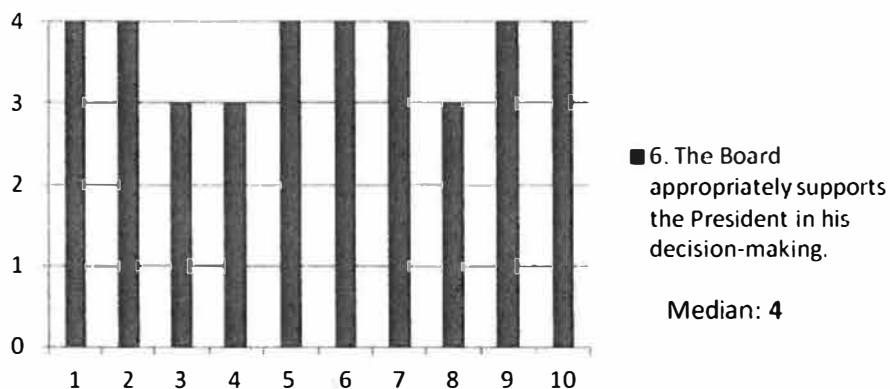
- We get a few matters when the materials are distributed at the meeting instead of in advance.
- Meeting minutes need to be more timely - by the time we get them, it's too hard to remember what was said. Receiving Board materials piecemeal is frustrating and confusing.
- Each of us needs to anticipate investing time to review meeting materials prior to meetings. Those who work need more time to review materials due to their day jobs.
- Advance material are not user friendly for the BOR, Too many tables, fine prints and numbers, difficult to understand. In my career, I've been on both sides, i.e., the briefer, and the receiving audience. An old saying is that "if you want their approval, give them a snow job, and with the imminent deadline, an approval can be expected." Having done that myself earlier, I advised Admirals and Senior Leadership not to approve anything they do not understand. I will take this position if the briefing gets too complicated or confusing.

5. Board meetings have a good balance of information-sharing and decision-making.



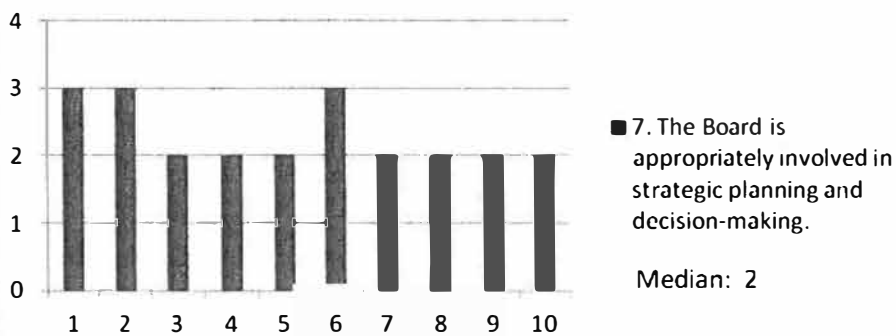
- Committee reports should be limited when the same business will be handled later in the agenda.
- I do have trust in our board leadership, but more information rather than less makes us more comfortable.
- Info sharing among the BOR and UH during mtgs are fine, but on an elevated level. I would like to see more info sharing and communication between the BOR and those on the staff level. This will help in the BOR's decision making. The process to discuss with staff is too restrictive and cumbersome, hence the BOR not being fully aware of the issues.

6. The Board appropriately supports the President in his decision-making.



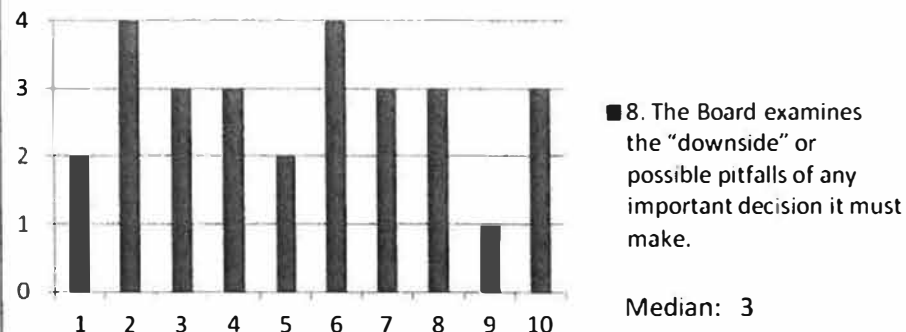
- While adequate notice is usually given on potentially controversial decisions, the administration needs to be more proactive and timely in disseminating information to the public to justify the decisions.
- President shares info with board leadership, but more info should filter to the members.
- This appears to be the consensus. I'm fine with this.

7. The Board is appropriately involved in strategic planning and decision-making.



- We ought to spend more time in reviewing the status of implementation of strategic planning directions.
- We spend too much time on perfunctory matters and not enough time on strategic issues.
- We're doing a very good job with decision making involvement; however, we could do a better job at strategic planning.
- I have not seen any strategic planning between the BOR and UH. It may just be with the BOR chair or committee chairs, but I have not been privy to this. This goes against being transparent.

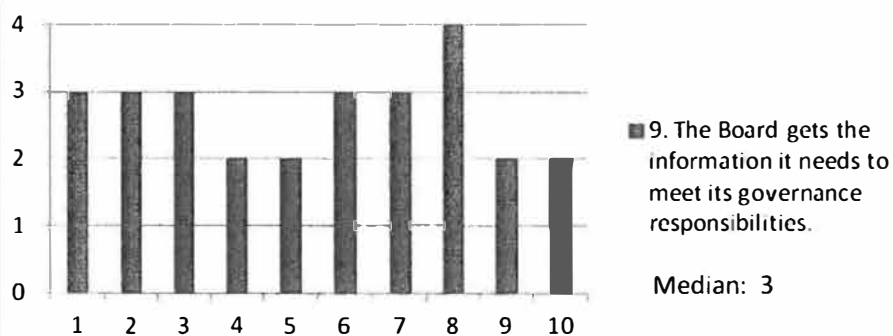
8. The Board examines the "downside" or possible pitfalls of any important decision it must make.



- We do okay on this, but the PR aspect is missing when things are likely to be controversial.

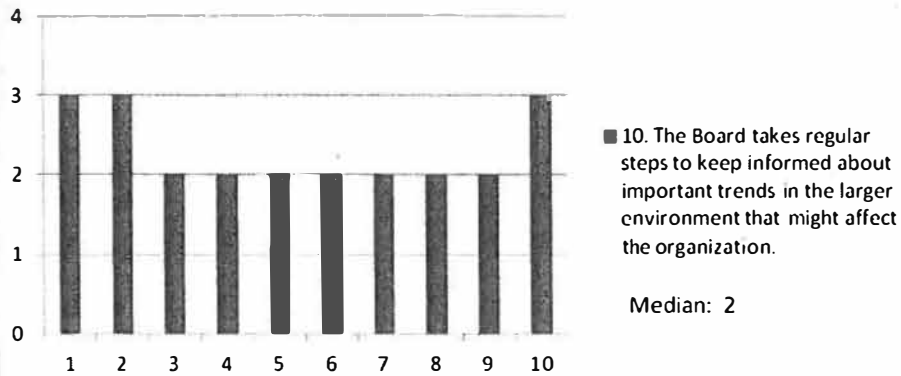
- Definitely, or at least I am not aware or have not been privy to this. This should really be a major role for the BOR, with its qualified members able to contribute with different perspectives. But if BOR is doing this, then please let me know.

9. The Board gets the information it needs to meet its governance responsibilities.



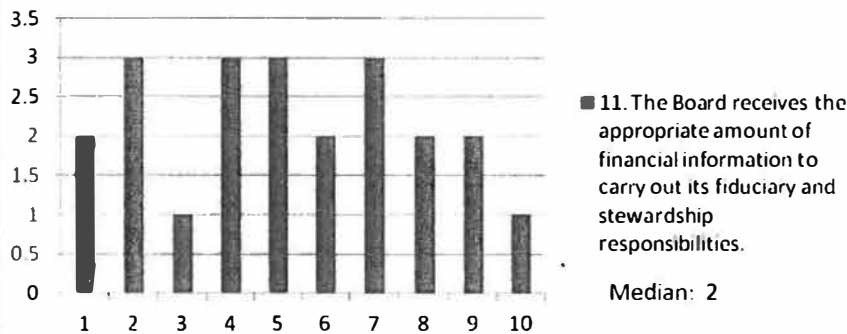
- We get a little too much detail on some matters (e.g., new programs and individual personnel matters) and too little detail on progress toward strategic initiatives or follow-up on matters considered at previous meetings.
- How much do we rely on committee recommendations?
- "There are timeliness issues. The online support is helpful, but I struggle with long, complicated documents. It's too hard to read on the screen (old eyes) and cumbersome to switch around within a document. I end up printing a lot for myself and have sometimes asked staff to make copies for me; which they do cheerfully and with alacrity.
- Also, it's frustrating to read in the newspaper or see on television things that the Board would have appreciated knowing in advance, and maybe discussing so that we have a coordinated position when asked about issues."
- There are examples (minimal) of a lack of background information, but rarely.
- Info not user-friendly, and UH presents only what they want us to know, which may not be the complete picture.

10. The Board takes regular steps to keep informed about important trends in the larger environment that might affect the organization.



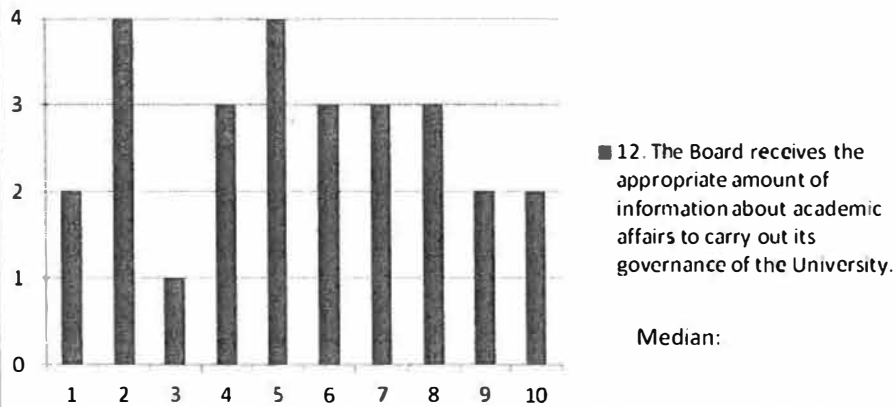
- We could be better informed and should discuss the implication of these trends more regularly.
- We do not make time for, nor do we have enough information to explore important trends like blended learning or how other universities are financing their operations.
- We rely on input from the Administration for academic trends - for example, the "new normal" symposium last year. We do not have a regular means of maintaining cognizance of important trends.
- Restricted info, not user-friendly, communication with staff cumbersome, difficult to get info, data overload in a short period. A criticism the BOR has is its tendency to "rubberstamp". I can see why this is a prevailing perception.

11. The Board receives the appropriate amount of financial information to carry out its fiduciary and stewardship responsibilities.



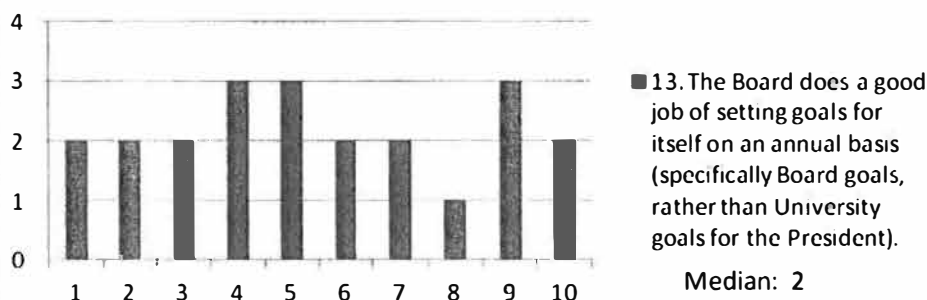
- better use of metrics should help us focus on the strategic allocation -- both planned and actual -- of resources.
- For over 3 years, we have been asking for a budget with year to date actuals. The fact that we have not been able to see this lead to our inability to comprehend exactly how much of the Manoa reserves were being spent before it was too late. We also should be able to see a breakdown of Cancer Center, Law School, Medical School, Pharmacy School, and undergraduate programs. This would allow BOR to help make strategic choices on which programs are critical and which could be downsized or cut.
- Not perfect, but much improved.
- A lot of progress is being made! Mahalo for the leadership of Jan Sullivan and others. Also, appreciation to the UH administrators who are doing things in new ways.
- This area requires improvement, but we have recently made headway in terms of better documents to assist in understanding the budget and financial information.
- Restricted info, not user-friendly, communication with staff cumbersome, difficult to get info, data overload in a short period. A criticism the BOR has is its tendency to "rubberstamp". I can see why this is a prevailing perception.

12. The Board receives the appropriate amount of information about academic affairs to carry out its governance of the University.



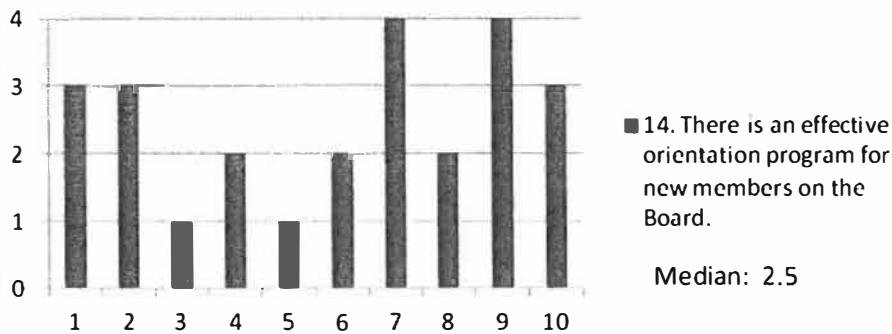
- The information we receive is piecemeal and does not allow us to plan strategically. Academic programs should be viewed in the context of the budget and what is needed for workforce development and fueling Hawaii's economy.
- We rely on the Board Committee on Academic Affairs and the VP of Academic Affairs to provide approvals of academic programs/status changes/emeritus, etc. However, we don't often receive a broader picture of academic affairs at the University or as a National comparison.
- Restricted info, not user-friendly, communication with staff cumbersome, difficult to get info, data overload in a short period. A criticism the BOR has is its tendency to "rubberstamp". I can see why this is a prevailing perception.

13. The Board does a good job of setting goals for itself on an annual basis (specifically Board goals, rather than University goals for the President).



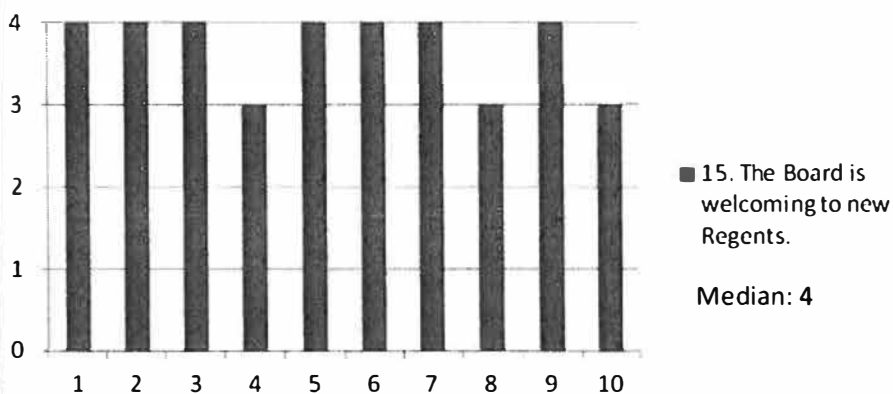
- I'm not sure whether the board has specific goals for itself.
- I don't quite understand the question. What the BOR wants to accomplish should be carried out by the administration. But too often, it seems, the administration does not want to change what it is doing.
- I don't recall that this has occurred recently. However, our retreat should address this topic.
- I have not yet participated in goal setting with the Board.
- Although not defined or clarified in writing, I believe BOR is moving in that direction.

14. There is an effective orientation program for new members on the Board.



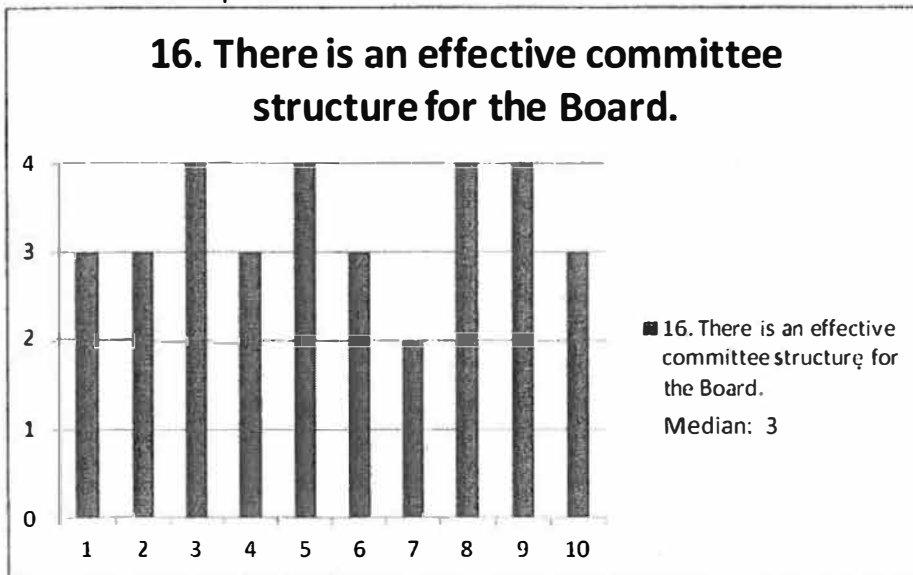
- maybe we need to develop a "profile of an effective board member" to review with new board members.
- There should be an indepth tutorial on finances for all new and existing Board members.
- I understand that this orientation process is improving, but my orientation was one morning session without follow-up.
- The orientation was very informative.
- OK....but suggest more emphasis on defining the fine line between governance and managing.

15. The Board is welcoming to new Regents.

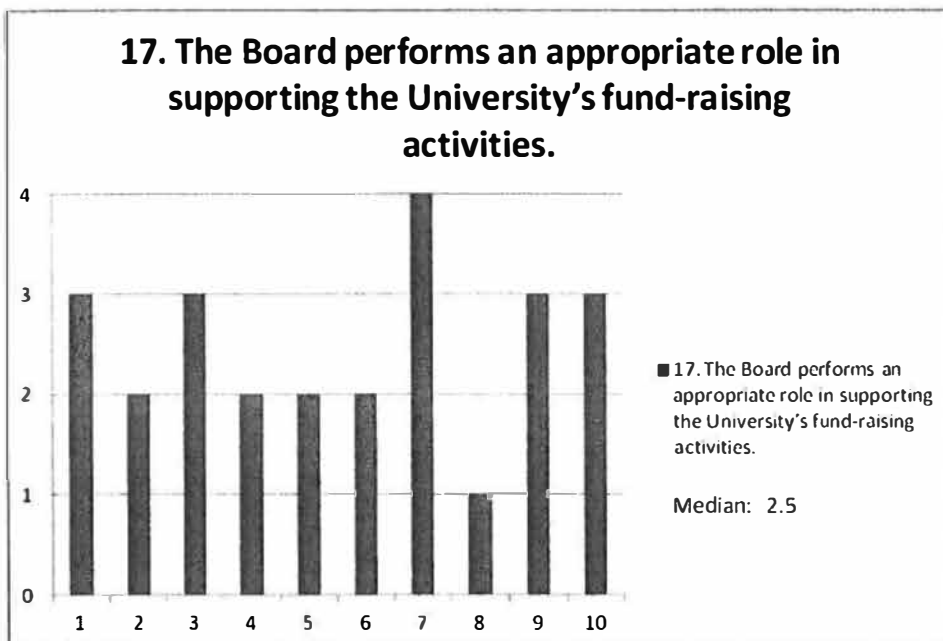


- New Board members should be sworn in by the Governor.
- I know that it is done in jest, but new members have reported that while they feel welcome, they are also left with the impression from the Regents that "just wait and see if you made the right decision to become a Regent".
- I have felt that the current Regents are very supportive with new Regents in explaining content and procedures during committee/board meetings.

- Yes....no problem on this.



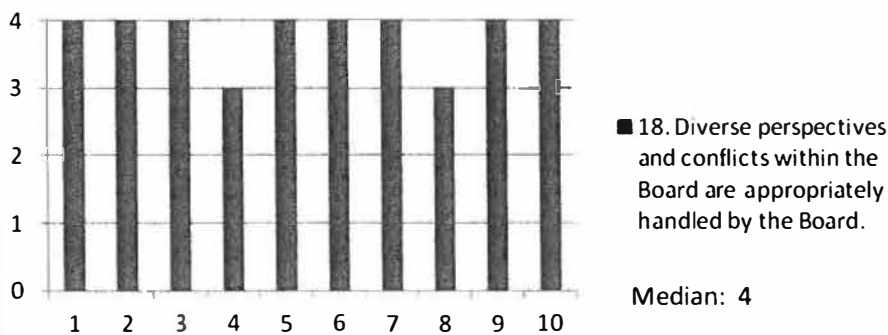
- For more discussion at the retreat -- should the board committees be functional or strategic?
- Not perfect, but much better than before. Further refining should be considered.
- I think transactional structure has worked fine, but I'm open to consideration of new approaches.
- The committee structure addresses critical areas, but is not currently well aligned with the University's strategic directions. We should either map the committees to the strategic directions or modify the committee structure. Again, a topic for our retreat.
- Yes....appears to be working except that committee chairs need to be more definitive and conclusive in their mtgs.



- I don't know the answer. This is a question that should be posed to the UHF staff.
- Presumably Board and individual Regents will have roles in the upcoming campaign

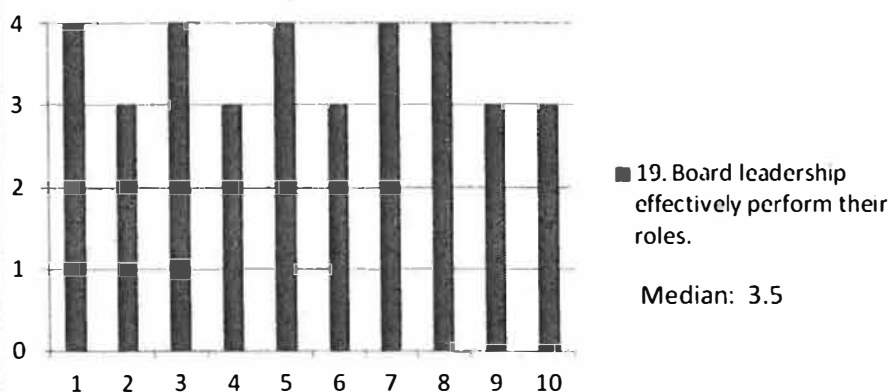
- A closer relationship with the Foundation is required. It is only recently that the Foundation has briefed the Regents on their role and performance. Better relationship and alignment is required.
- I have not seen too much of this, but the Foundation appears to be doing fine.

18. Diverse perspectives and conflicts within the Board are appropriately handled by the Board.



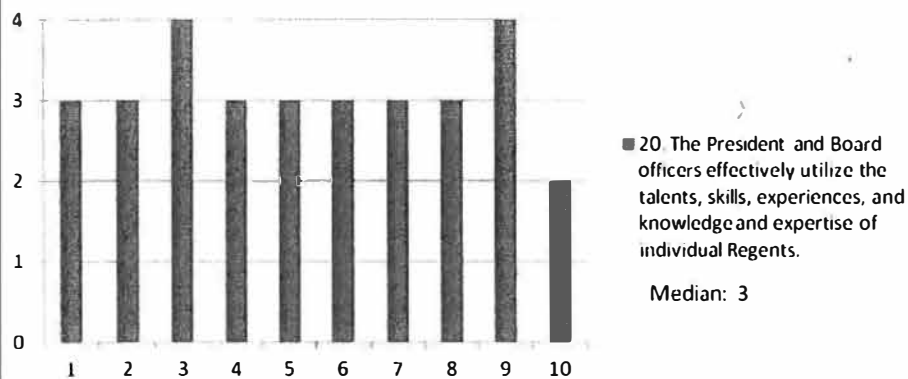
- I don't detect much conflict and different perspectives appear to be appropriately honored by those who don't agree with someone else's perspective.
- All opinions are allowed. Little to no evidence of inappropriate handling of conflict.
- OK....but the BOR and committee chair(s) should encourage more on this since the BOR is made up of highly competent people who have much to offer regarding different perspectives.

19. Board leadership effectively perform their roles.



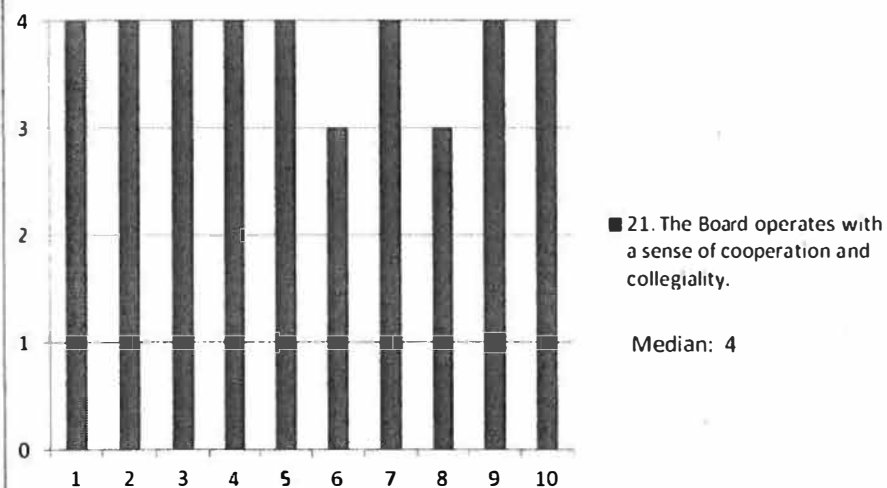
- Let's see what the others say!
- A big mahalo to Randy, Jan and Gene for all of the time and effort they exert on behalf of the BOR.
- Strong Chair with support from Vice Chairs. Hard for me, as a Vice Chair, to say we're perfect, but I believe leadership is doing a credible job.
- Appears to be doing fine, but again, more two-way discussions should occur.

20. The President and Board officers effectively utilize the talents, skills, experiences, and knowledge and expertise of individual Regents.



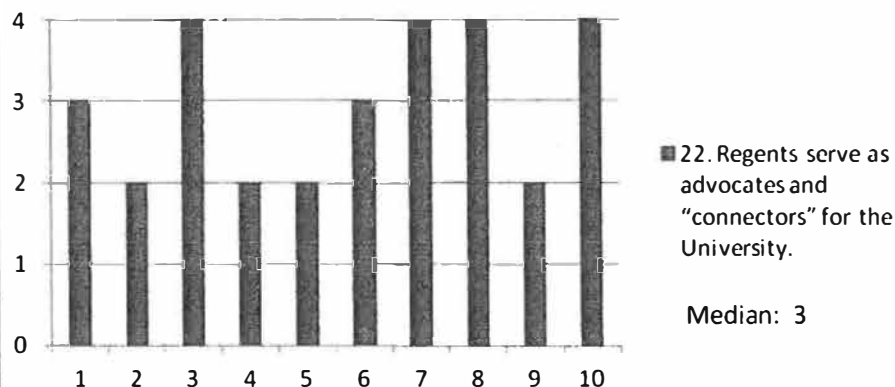
- Let's see what the others say.
- I suspect that Administration is doing this well - but, it's difficult to verify without explicit examples of how it's being done with each Regent. From a personal perspective, I feel that I am being utilized effectively.
- Appears to be fine, since the BOR are outspoken at times, which is what it should be to fully utilize their individual talents.

21. The Board operates with a sense of cooperation and collegiality.



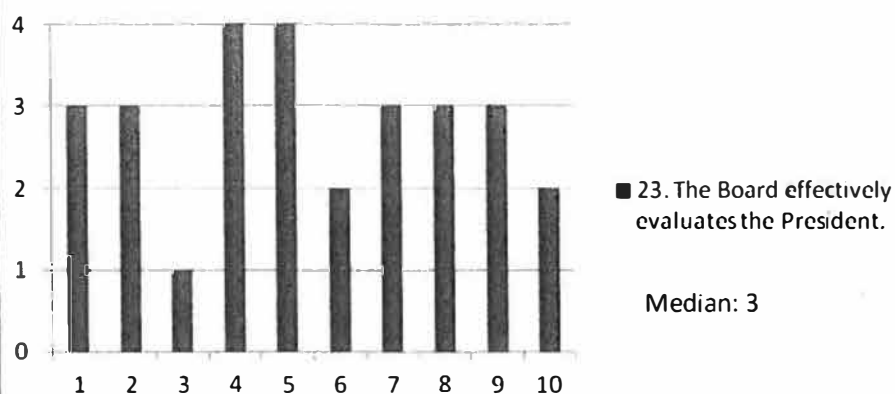
- Yes...this is why I enjoy being a Regent....all moving in the same direction to accomplish our mission.

22. Regents serve as advocates and “connectors” for the University.



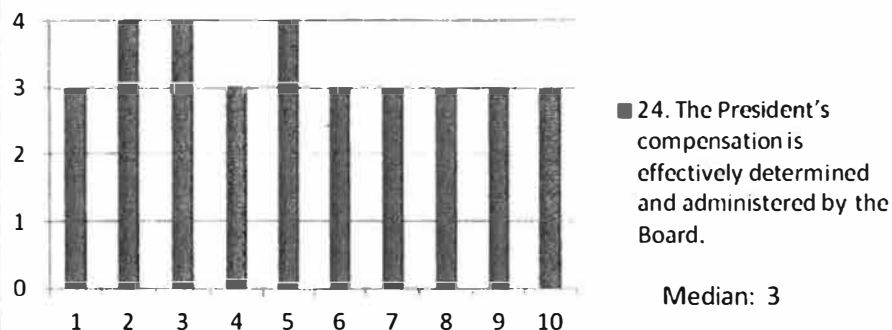
- We seem to appear aloof to too many.
- Again, without specific examples, it's hard to say we're doing this right - but I believe that we are.
- Observed that everyone has a genuine commitment for the betterment of the University
- The connectors is only as good as the communication which can be improved.

23. The Board effectively evaluates the President.



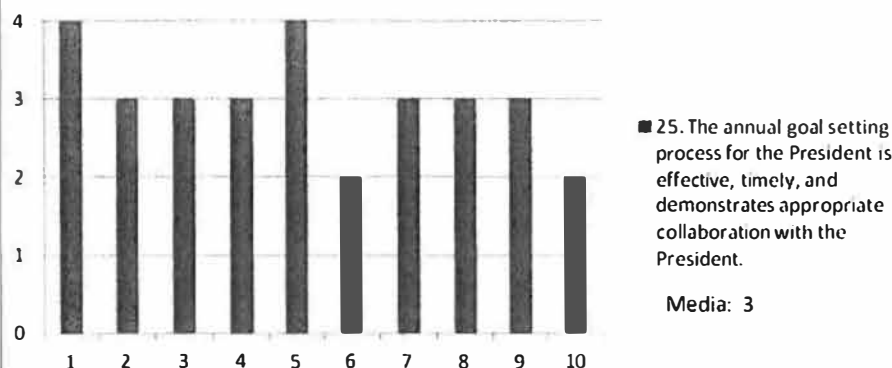
- We need to document our review in writing.
- BOR should have an opportunity to discuss this in executive session. Heretofore, one or two Board leaders would poll each BOR member individually, and the results did not necessarily match what was said. The written evaluation should be more detailed, instead of a one-page letter that only includes an overall rating.
- We have a plan to do so, but we have not done so yet.
- I am too new to give an opinion on this, but I believe BOR is heading in the right direction.

24. The President's compensation is effectively determined and administered by the Board.



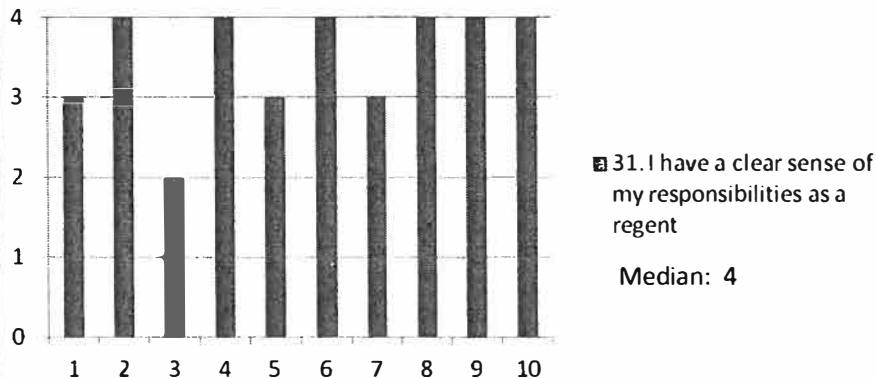
- I was not a Regent at the time of the President's selection and salary approval, but I have a perception that the previous BOR chair was heavy handed and steered the BOR in a direction that the BOR is presently being criticized for.

25. The annual goal setting process for the President is effective, timely, and demonstrates appropriate collaboration with the President.



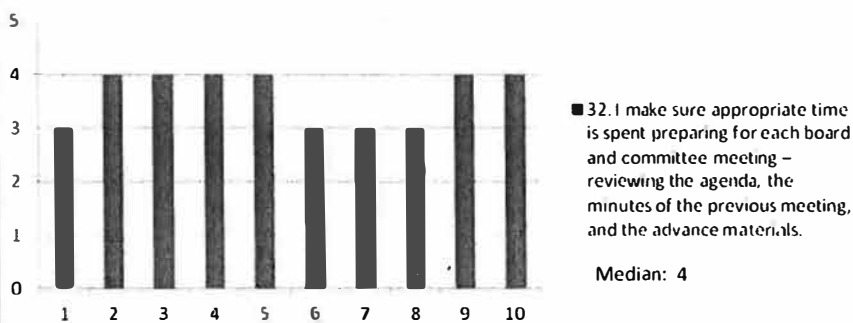
- We should document this in writing.
- We plan to do so, but we have not done so yet.
- Again, I am new and have not seen much in this area.

31. I have a clear sense of my responsibilities as a regent



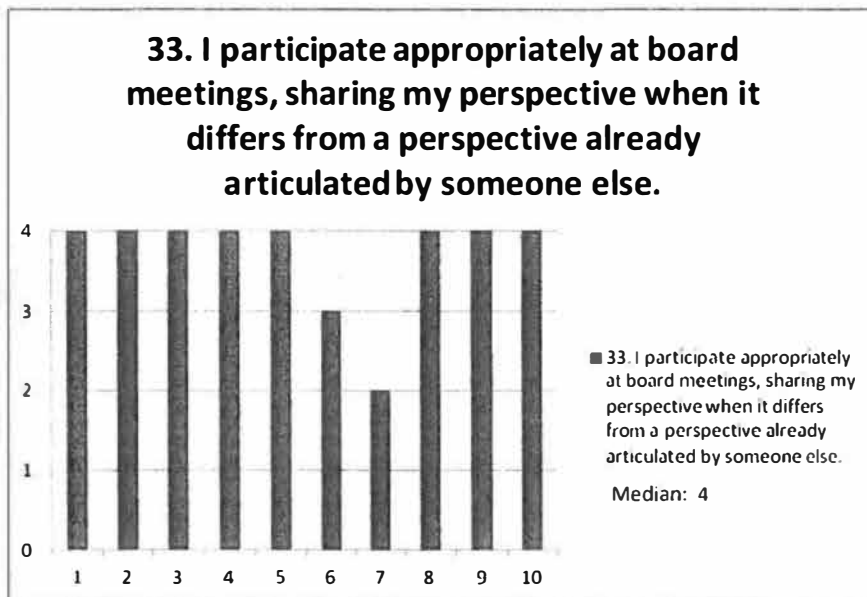
- Sometimes I feel like we have to micromanage in order to elicit change.
- Still working through the process of determining my role and responsibilities, and how best to make a contribution.
- I am working on learning the functions of the board and my role as a regent. I hope to apply my understanding of my responsibility toward asking questions, providing comments, and making decisions with constituents in mind.
- I have a better understanding of the fine line between governance and managing.

32. I make sure appropriate time is spent preparing for each board and committee meeting – reviewing the agenda, the minutes of the previous meeting, and the advance materials.

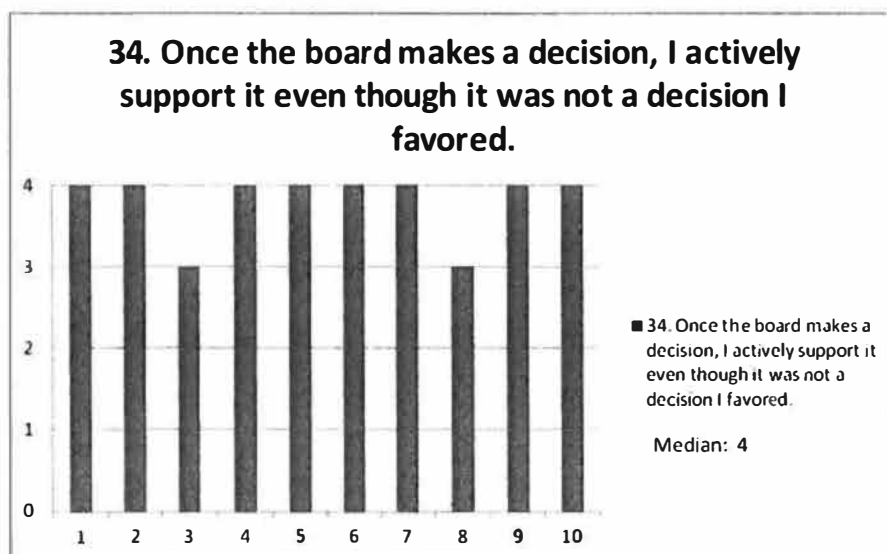


- But there's too much to review!
- I have been able to devote a lot of time to developing my background knowledge. Board staff and materials in our 'library' have been very helpful in this regard. Also, former and current Regents gave generously of their time to talk with me.
- I would like to improve on my facilitating skills during committee meetings. And spend more time not just reviewing the materials but also thoughtfully applying it with fiduciary responsibility in mind.

- I will give myself the appropriate time to understand the issues. However, it gets to the point where I feel I am wasting my time because of the materials being user-unfriendly, I will call it quits and vote to abstain or disapprove the issues being addressed.

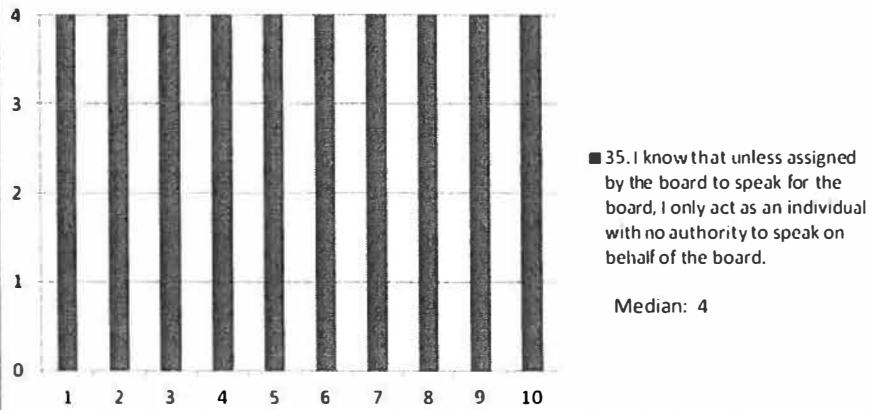


- I am working to improve on articulating questions and concerns at board/committee meetings.
- I may ask too many questions.....
- That is our job.



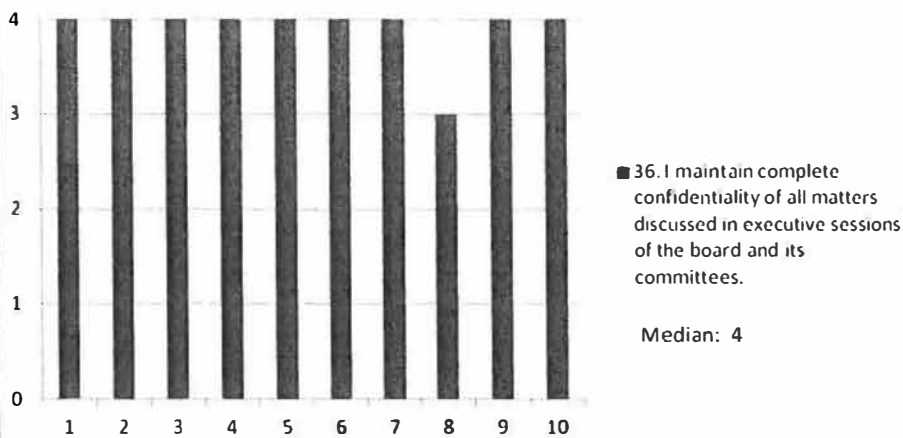
- I understand that I always have the opportunity to voice concerns on decisions and vote accordingly. In the event that my vote is against the Board's vote, I will still support the Board's decision since collectively it is understood that we have a responsibility to the University.
- We need to move on in the same direction. We are all mature to understand that our viewpoints may not necessarily be the correct one. We must work as a team.

35. I know that unless assigned by the board to speak for the board, I only act as an individual with no authority to speak on behalf of the board.



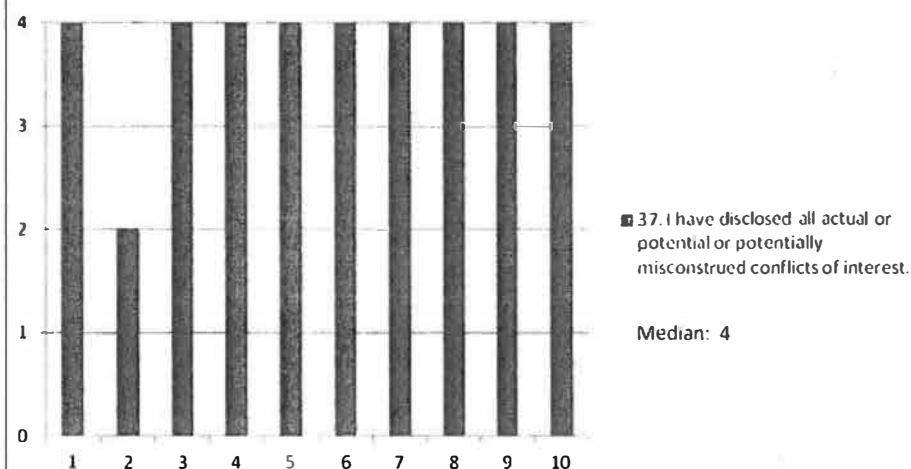
- Amen and hallelujah!
- Very critical to understand this....to avoid confusion.

36. I maintain complete confidentiality of all matters discussed in executive sessions of the board and its committees.



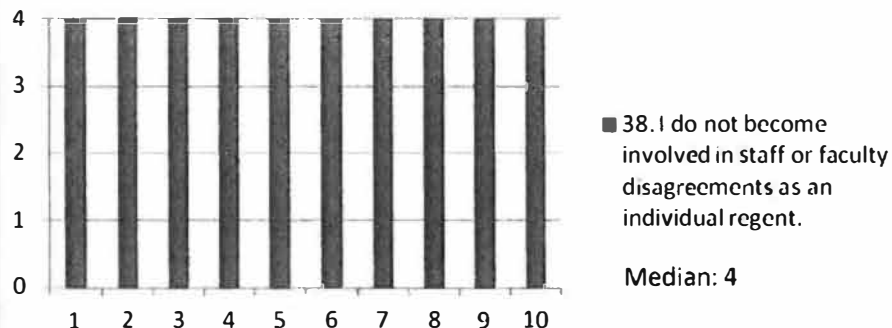
- Fully concur.

37. I have disclosed all actual or potential or potentially misconstrued conflicts of interest.



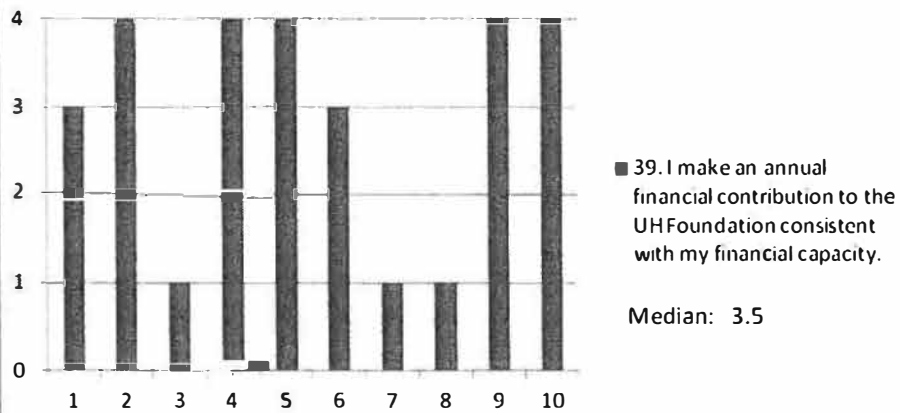
- Have we done this (other than filing the financial disclosure statement)? The financial disclosure statement does not ask for "potentially misconstrued" conflicts of interest.
- Nothing to hide.

38. I do not become involved in staff or faculty disagreements as an individual regent.



- We need to monitor the issues at an elevated level. Again, governance is the key.

39. I make an annual financial contribution to the UH Foundation consistent with my financial capacity.



- We already contribute a significant amount of time for BOR matters.
- Definitely within my financial capacity.

Other Questions:

26. What are the greatest strengths of the Board?

- Its members
- Diverse perspectives, collegiality, all want what's best for the university.
- Dedication, willingness to work hard and tackle tough issues.
- Diversity. Collegiality, Professionalism.
- I have been impressed with the high quality of individual Regents, their commitment to UH and their willingness to contribute time and attention. I also appreciate the high level of collegiality and mutual respect demonstrated in meetings and among members.
- "Singular purpose - advancement of the University.
- Diversity in background, expertise.
- Strong Chair."
- The Board is productive and continues to make decisions to better the University.
- It's ability to listen and make judgement calls from differing perspectives.
- Highly qualified Regents with various skill sets allowing different perspectives to ensure all bases are covered. Professional respect for one another and all understanding the BOR's mission. No ego problem here.
- Individuals bring years of experience in a diversity of areas.

27. How can the Board improve?

- More transparency and better pr. Getting out in front of issues
- Cut down on dealing with minutia, which may require amendment of board policies or even of statutes, so the board can spend more time on strategic issues and the monitoring of the implementation of strategic initiatives.
- more information from the administration and focus on strategic issues.
- We need an "early warning system" to alert us of UH in the news.
- It's too soon for me to have suggestions in this area, apart from need for greater orientation mentioned above.
- "Common understanding of strategic directions and how those will be advanced.
- Review committee structure and modify if required."
- Conduct a goal setting/strategic planning workshop for the year to help provide key objectives toward improvements and Board functions.
- Selection of individuals who work on issues rather than use their position to pontificate.
- "More open communication between the Chairs and members, sharing of issues with non-committee members to gain their viewpoints.
- Develop a process that will encourage dialogue with staffers so BOR can get a better grip on the issues.
- My belief is that UH and staffers are reluctant to share delicate and sensitive info thinking that it be counter productive. Hence the need to emphasize governance and not management. Need to build dialogue and trust."
- Better use of our time on strategic matters.

28. How can the Board's effectiveness be enhanced?

- more information from the administration and focus on strategic issues.
- Be. Better informed.
- I think we need more time to talk and reason together.
- "Review committee structure and modify if required.

- It's impossible, but we would be more effective if each of us knew everything about every committee's issues/actions as well as the issues being addressed by Board leadership - again, impossible."
- I think there is misunderstanding about the role of the Board making it difficult for the Board to be more effective. Helping key stakeholders to delineate the Board's governance role versus the roles of the UH administration may help. This can be done with continued communication.
- Eliminate sunshine laws
- "See previous Comment 27. Its all about communication, building dialogue and trust with UH.
- Also, understanding our mission and the policies and framework the BOR must operate within."
- Improve media and broader messaging in the community.

29. What do you as a regent feel proud of in the past year, related to the work of the Board?

- Our work on financial issues
- Hiring a permanent president, through a process that was thoughtful, deliberate, and inclusive.
- trying to get a handle on spending, forcing the administration to be more accountable, and not automatically allowing tuition increases.
- "See the improvement of the financial reporting system.
- Adopting a reserve policy."
- A lot of work has been done to re-direct the course over the recent past. I feel proud to be part of a team, administrators and Regents working together to advance and enhance our great university.
- Selection of the President.
- I am proud that the Board continues to have the students interest during decision making.
- We have become much more involved in the substantive issues and have made several major changes which reflect the new direction of the University.
- "Common understanding of the BOR mission and to observe that we are all professionals working to achieve our mission, and respectful to one another.
- Also the consensus support of the president."
- Progress on bettering financial transparency, reserve policy, long term CIP planning.

30. What else (if anything) would you like to say about the functioning of the Board?

- That's it
- It's good and getting better!
- with so many new Regents, it will take a lot of time to get them up to speed.
- The institution is a large, complex organization with many moving parts. The more knowledgeable we become, the more effective our decisions become.
- I have concerns about balance between requirements for open meetings and opportunities for full discussion of issues.
- We are currently at a disadvantage because of the interim nature of four of our Regents, as well as their recent addition to the Board.
- We are no longer blind sheep following the directives of the President and Board leadership.

- Continue to utilize the full strength of the BOR with its diverse skills each member have and can make contributions in that regards.
- Chair is doing a good job

Best accomplishments of 2015-16

Governance – operating practices

- Adhered to sunshine law
- Had better transparency
- Had healthy open floor discussions.
- Had open discussions of critical topics.
- Worked in a professional, respectful manner with each other, despite people having different points of view.
- Consolidated and streamlined board committees: committees reviewed/revised bylaws, created master calendars that prioritized topics and resulted in productive meetings.
- Continued to focus on system and board mission and stayed the course within the framework of applicable policies, laws, and regulations.
- Delegated matters to administration to move away from transactional discussions to more strategic conversations.
- Provided different perspectives and guidance on system issues. Understood the fine line regarding micromanaging.
- Dedicated and committed to serving on the board.

Governance – policy matters

- Completed the overhaul of executive/managerial compensation policies (3)
- Reviewed and modified regents policies (2)
- Adopted a resolution for a strategic academic and facilities plan.
- Adopted a policy to divest from fossil fuel producers (a 2015-14 decision).

Governance – oversight

- Pushed the administration for fiscal/budgetary control.
- Focused on the budget.
- Worked together with the administration on the UHWO land plan.
- Was willing to take stands against the administration and to call to account practices that reduce transparency.
- Advanced CIP projects.
- Approved tuition schedule (a 2015-16 process with a 2016-17 decision).

Relationships

- Had a successful legislative session (2).
- Engaged in the legislative process.

General

- Provided continuity.

Comments

- The board intruded into the administration's management of the system when the audit committee and then a 2-person task group took up the cancer center business plan matter. Neither the board nor the president should have countenanced that action. Unless the board and president adhere to clear lines of authority, neither responsibility nor accountability can be placed.

Most important priorities for 2016-17

Governance – operating practices

- Use the governor's office to have a frank and private discussion among regents only.
- Secure legislative funding for the upcoming biennium budget request.
- Focus time and effort on strategic issues instead of reacting to front page issues or individual pet peeves (2)
- Align committee discussions and items with strategic directions/board initiatives.
- Shared governance.
- Select board and committee leadership.
- Continue to focus on the system and board mission; stay the course.
- Continue to provide different perspectives and guidance on system issues; understand the fine line regarding micromanaging
- Continue the dedication and commitment to serving on the board.
- Put less emphasis on administrative matters and more on strategic issues and difficult issues such as problems at Manoa, the cancer center, and athletics.

Governance – policy matters

- Revise the policy on the retention and termination of courses.

Governance - oversight

- Ensure the president carries through on his goals for the university.
- Keep pressing for greater accountability among the units and greater transparency in financial reporting. (2)
- Cancer center
- Facilitate/support the NCI designation for the cancer center.
- Establish responsibility for the cancer center survival and be proactive rather than reactive.
- Support administration and continue to emphasize the importance of a strategic academic and facilities plan that also incorporates budget.
- Clarify and promote the academic and facilities master plan.
- Approve a Manoa chancellor.
- Long-term plan.
- Plan for foreseeable changes, such as a decline in enrollment, the Cancer Center, TMT.
- Mauna Kea/potentially Haleakala.
- Assist/support the administration on the deferred maintenance issue.

Relationships

- Continue in coordination with the UH administration improving relations with the legislature.
- Increase the interface with the legislature to assure adequate funding or identify programs that will be terminated if adequate funding is not obtained..

Comments:

- We have continuity on the board with only one new member, so we need to build on this continuity.
- The university still seems to be a warren of internal special interests and fiefdoms rather than operating as a whole. How can we break the "protect my rice bowl" syndrome?
- If we cannot get funding, then areas/programs have to be terminated. Need to identify those areas and programs.

College Board of Trustees and University - Structure and Composition, Governance, Authority, Responsibilities, Board Committees

Independent, nonprofit, and public colleges and universities utilize a board format for their governing structure. These boards are often referred to as a *board of trustees* (similar terms include *board of regents* or *board of visitors*), and they act as the legal agent or "owner" of the institution. As a collective body, the trustees hold the authority and responsibility to ensure the fulfillment of an institution's mission. They are also ultimately responsible for the fiscal health of the college or university. The board of trustees' governing role is typically limited to selection of the president and policy approval, with the daily operations and management of the institution vested in the president.

Structure and Composition

An institution's charter and bylaws dictate its board size. These governing documents are informed by history, tradition, and needs of the institution. A board can range from a small handful of individuals to more than fifty people. Trustees are elected or appointed to the board for a specific term, which may be renewable. Most trustees come from the for-profit corporate world. Many institutions work diligently to assemble a diverse representation of community leaders on their board in an effort to broaden support for the institution. For some state and religiously affiliated institutions the board itself may not select all of the trustees. In the case of public institutions, the governor will usually make the appointments. For religious colleges and universities, the affiliated organization (i.e., a church governing council) will either select or approve the trustees. On occasion, independent colleges and universities will make an individual a life trustee. Life trustees typically have demonstrated an exceptional level of commitment to the institution. Other constituents who may receive a trustee position in an ex officio capacity include alumni, faculty, staff, and students. In some cases these ex officio trustees have full voting rights, while in other cases they are only a representative voice.

Governance

By law, the board of trustees is the governing body for an institution. Many states have established coordinating or consolidated boards that oversee institutional boards of public colleges and universities. A coordinating board may function in an advisory or regulatory capacity. The role of an advisory board is limited to review and recommendation, with no legal authority to approve or disapprove institutional actions, while a regulatory-type coordinating board would have program approval. Consolidated boards within a state usually take the form of one single board for all postsecondary institutions, though they may take the form of multiple boards, with each board responsible for one institutional type (e.g., two-year institutions, four-year institutions). It is not uncommon for states to utilize both coordinating and consolidated boards. On most campuses, tradition and higher-education culture dictate some level of shared governance with faculty. On some campuses, shared governance even extends to staff and students.

Authority

The authority of a board of trustees is derived from the institution's charter. The charter lays out the initial structure and composition of the board. Once the board is in place, it has the power to modify its own structure and composition as it believes necessary. Authority is given to the board as a whole rather than to individual trustees, and individual trustees have little authority and no ownership of an institution. It is

the board, in its entirety, that is recognized as the legal owner of an institution's assets. For some public and religiously affiliated institutions, there may be another board (i.e., a consolidated board) or parent organization (i.e., the church denomination) to which the institutional board is beholden. This will impact, and potentially limit, the board's range of autonomy and authority.

Responsibilities

Typically, the board chair is responsible for setting the agenda of the board. Most often this agenda is established in collaboration with the college president. Other board officers, such as the secretary or treasurer, usually have their associated roles completed by institutional staff. The board, as a group, has several basic responsibilities, including setting or reaffirming the institution's mission, acting as the legal owner of the institution, selecting a president, evaluating and supporting the president, setting board policies, and reviewing institutional performance.

Beyond these responsibilities, most boards are involved with institutional fundraising, strategic planning, and ensuring sensible management. The selection of a president can be the greatest influence a board has on an institution. Boards typically relinquish significant amounts of their power and authority to the president. The president usually takes the lead in setting an agenda for the board, and, therefore, for the institution. As an individual, a trustee is typically expected to support the institution financially, either personally or through influence. Trustees also act as ambassadors in their home community to build support for the institution.

Board Committees

Each board determines the number and type of committees they believe will serve the institution best. The following types of committees are typically found at colleges and universities: *Academic Affairs* oversees curriculum, new educational programs, and approves graduates; *Audit* is responsible for ensuring institutional financial records are appropriately reviewed by a third party; *Buildings and Grounds* reviews and recommends capital improvements and maintenance plans for the campus; the *Committee on Trustees* is charged with developing a list of potential trustees and reviewing the commitment of current trustees; *Executive* acts on issues of urgency that arise between full board meetings and sets the board agenda in concert with the president; *Finance* reviews and recommends institutional budgets; *Institutional Advancement* ensures appropriate plans are in place for alumni relations, fundraising, and public perception of the institution; *Investment* oversees the long-term assets of the institution, as well as determining how the endowment funds are invested; and *Student Affairs* is charged with issues concerning the out-of-classroom experience of students—this may include health centers, recreation facilities, residence halls, and student activities.

The Who, What, How, and Why's of Board Self-Assessments

Why Should Boards Engage In Self-Assessment?

- In order to identify where they are performing well as a board, and where they might improve.
- Discussion about board roles and responsibilities can strengthen communication and understanding among board members. The discussions can lead to stronger, more cohesive working groups.
- A board's willingness to engage in self-assessment is a model for the rest of the institution. It indicates that board members take their responsibilities very seriously.
- Their interest in self-improvement sets a tone for others in the college to engage in an ongoing review of how education is delivered.

What Should We Expect From a Self-Assessment?

Well-conducted board self-assessments lead to better boards. The results include:

- a summary of board accomplishments
- a better understanding of what it means to be an effective board
- clarification of what trustees expect from each other and themselves
- improved communications among trustees and between the board and CEO
- identification of problems, potential issues, and areas to improve
- an opportunity to discuss and solve problems that may hurt board performance
- identification of strategies to enhance board performance
- renewed dedication to the board
- agreement on board roles and trustee responsibilities
- board goals and objectives for the coming year

Evaluating the performance of the board is not the same as evaluating individual trustee performance. The purpose of the evaluation is to look at the board as a whole, although a side benefit may be that individual board members gain appreciation for the roles and responsibilities of trusteeship.

How Should Boards Evaluate Themselves?

The process generally involves the use of self-assessment instruments. The results of the survey instruments then become the basis for discussion.

Who Should Be Involved In The Evaluation?

Each and every board member should participate in the self-evaluation by completing a board self-assessment instrument (if used), and be involved in the discussion.

The CEO is also an important resource. Varying levels of involvement by the CEO are appropriate, from being a full participant in the process, to contributing advice and support for the process, to providing comments on the board/CEO relationship. Most boards conduct the board and CEO evaluations in tandem, since the success of one entity depends on the effectiveness of the other.

In addition, boards may consider inviting comments from those who are part of the management team. Their perspectives can add valuable insight to the board process. However, evaluations that involve others need to be carefully designed so that the information is based on a board established criteria of effectiveness.

Should the Board and CEO Evaluations be Linked?

The board and CEO work together in leading the institution - the board governs, and the CEO leads and administers on a day-to-day basis. It is difficult to evaluate the board without reference to the CEO's contributions, and vice versa.

No matter the process, boards should recognize that when evaluating the CEO, their support of the CEO is an important contribution to the success of the CEO. Conversely, when conducting self-assessments, the CEO's support and advice contributes to board success.

How Often Should Boards Evaluate Themselves?

Formal self-assessments should occur annually. Getting into the habit of regular evaluations makes the process part of the board and college culture, and lessens resistance to self-assessment.

New boards, or boards with a significant number of new members, may wish to hold sessions more often as the members are learning to work together as a team.

What Criteria Should We Use?

A basic self-assessment question is: "Are we doing what we said we will do?" If the purpose of the evaluation is to answer that question the criteria used in the self-assessment process includes what the board has defined as its roles and the policies the board has for its own operations and behavior.

Another question is: "How does the board rank itself against commonly accepted standards of boardsmanship?" In this case, the criteria used may be those established by national and state associations.

In either case, some possible categories are listed below.

- Board Organization
- Community Representation
- Policy Direction
- Board-CEO Relations
- College Operations
- Monitor Institutional Performance
- Board Behavior
- Advocacy
- Board Education

How Should We Use The Results of a Board Self-Assessment?

The average ratings on a board self-assessment instrument, a summary of interviews, or key points in a group discussion identify the strengths of the board and areas for improvement.

The strengths should be celebrated and boards should congratulate themselves on their good work. The strengths are used to help the board improve.

Areas of improvement should be explored to identify the dynamics that contribute to any problems or weaknesses. Strategies to address the issues may include board retreats or workshops on a specific topic, study sessions or reading in an area where knowledge or clarification is needed.

Three to six board goals or activities for the coming year may be established, based on the evaluation and performance on prior year goals. These goals become the basis for the board's long-range or annual agenda.

From the Hawaii State Constitution, Article X

Section 5. The University of Hawaii is hereby established as the state university and constituted a body corporate. It shall have title to all the real and personal property now or hereafter set aside or conveyed to it, which shall be held in public trust for its purposes, to be administered and disposed of as provided by law.

Section 6. There shall be a board of regents of the University of Hawaii, the members of which shall be nominated and, by and with the advice and consent of the senate, appointed by the governor from pools of qualified candidates presented to the governor by the candidate advisory council for the board of regents of the University of Hawaii, as provided by law. At least part of the membership of the board shall represent geographic subdivisions of the State. The board shall have the power to formulate policy, and to exercise control over the university through its executive officer, the president of the university, who shall be appointed by the board. The board shall also have exclusive jurisdiction over the internal structure, management, and operation of the university. This section shall not limit the power of the legislature to enact laws of statewide concern. The legislature shall have the exclusive jurisdiction to identify laws of statewide concern.

From Hawaii Revised Statutes

§26-11 University of Hawaii. (a) The University of Hawaii shall be headed by an executive board to be known as the board of regents.

The board shall consist of fifteen members. At least one member shall be a University of Hawaii student at the time of the initial appointment. This member may be reappointed for one additional term even though the member may no longer be a student at the time of reappointment. The governor shall reduce the terms of those initially appointed to each seat on the board of regents to provide, as far as practicable, for the expiration of three terms each year; provided that the term of the student member shall not be reduced.

At least twelve members, except for the student member, shall represent and reside in the specified geographic areas as follows:

- (1) Two members from the county of Hawaii;
- (2) Two members from the county of Maui;
- (3) One member from the county of Kauai; and
- (4) Seven members from the city and county of Honolulu.

The board shall have the power, in accordance with the Hawaii constitution and with law, to formulate policy and to exercise control over the university through its executive officer, the president of the university. The board shall have exclusive jurisdiction over the internal organization and management of the university.

(b) The board of regents shall appoint and may remove an executive officer to be known as the president of the University of Hawaii.

The University of Hawaii as heretofore constituted as a body corporate is continued as the University of Hawaii established by this chapter.

304A-102 Purposes of the university. The purposes of the university are to give thorough instruction and conduct research in, and disseminate knowledge of, agriculture, mechanic arts, mathematical, physical, natural, economic, political, and social sciences, languages, literature, history, philosophy, and such other branches of advanced learning as the board of regents from time to time may prescribe and to give such military instruction as the board of regents may prescribe and that the federal government requires. The standard of instruction shall be equal to that given and required in similar universities on the mainland United States. Upon the successful completion of prescribed courses, the board of regents may confer a corresponding degree upon every student who becomes entitled thereto.

§304A-103 University to be public corporation; general powers. The University of Hawaii is established as the state university and is constituted as a body corporate. The university, under the direction of the board of regents, shall have the following general powers:

(1) To adopt, amend, and repeal bylaws governing the conduct of its business and the performance of the powers and duties granted to or imposed upon it by law;

(2) To acquire in any lawful manner any property, real, personal, or mixed, tangible or intangible, or any interest therein; to hold, maintain, use, and operate that property; and to sell, lease, or otherwise dispose of that property at such time, in such manner, and to the extent deemed necessary or appropriate to carry out its purposes;

(3) To enter into and perform contracts, leases, cooperative agreements, or other transactions as may be necessary in the conduct of its business and on terms it may deem appropriate, with any agency or instrumentality of the United States, with any state, territory, or possession, or with any political subdivision thereof, or with any person, firm, association, or corporation;

(4) To determine the character of and the necessity for its obligations and expenditures and the manner in which they shall be incurred, allowed, and paid, subject to provisions of law specifically applicable to the university;

(5) To execute, in accordance with its bylaws, all instruments necessary or appropriate in the exercise of any of its powers; and

(6) To take such actions as may be necessary or appropriate to carry out the powers conferred upon it by law.

§304A-104 Regents; appointment; tenure; qualifications; meetings. (a) The affairs of the university shall be under the general management and control of the board of regents. The board shall consist of fifteen members who shall be appointed by the governor from lists of qualified candidates presented to the governor by the candidate advisory council, pursuant to section 304A-104.6, and shall be confirmed by the senate; provided that if the list of qualified candidates includes fewer than three candidates at any time during the nomination and confirmation process, the governor may request that the candidate advisory council reopen recruitment for qualified candidates. Members may be removed by the governor. Except as otherwise provided by law, state officers shall be eligible for appointment and membership.

The term of each member shall be five years, except as provided for the initial appointment in section 26-11; provided that the term of the student member shall be two years. Every member may serve beyond the expiration date of the member's term of appointment until the member's successor has been appointed by the governor and confirmed by the senate in accordance with article X, section 6 of the Hawaii State Constitution. Members shall serve no more than two consecutive five-year terms; provided that the members who are initially appointed to terms of two years or less pursuant to section 26-11(a) may be reappointed to two ensuing five-year terms. If a member is to be appointed to a second term of five years, the senate shall consider the question of whether to reconfirm the member at least one hundred twenty days prior to the conclusion of a member's first five-year term; provided that if the senate is not in session within one hundred twenty days prior to the conclusion of the member's first five-year term, the member shall continue to serve until the senate convenes for the next regular session or the next special session for which the senate is authorized to consider the question of reconfirmation.

(b) In determining whether to confirm the governor's nominee to the board of regents, the senate shall consider the combination of abilities, breadth of experiences, and characteristics of the board of regents, as a whole, that will best serve the diverse interests and needs of the students of the university system and assist the university system in achieving its strategic goals and performance indicators. The senate shall consider whether the board reflects the diversity of the student population, the various counties of the State, and a broad representation of higher education-related stakeholders.

(c) At its first meeting after June 30 of each year, the board of regents shall elect a chairperson and one or more vice-chairpersons who shall serve until the adjournment of the first meeting of the board of regents after June 30 of the next year, or thereafter until their successors are elected; provided that the chairperson and vice chairpersons shall not be elected prior to the taking of office of regents whose terms shall begin on July 1 of that year. The board shall appoint a secretary, who shall not be a member of the board. The president of the university shall act as executive officer of the board. A majority of the board of regents shall constitute a quorum to conduct business, and the concurrence of a majority of all the members to which the board of regents is entitled shall be necessary to make any action of the board of regents valid. The board shall meet at least ten times annually and, from time to time, may meet in each of the counties of Hawaii, Maui, and Kauai.

(d) The governor shall notify the candidate advisory council for the board of regents of the University of Hawaii in writing within ten days of receiving notification that a member of the board of regents is resigning or has died, or is being removed by the governor.

(e) The members of the board of regents shall serve without pay but shall be entitled to their travel expenses within the State when attending meetings of the board or when actually engaged in business relating to the work of the board.

§304A-105 Powers of regents; official name. (a) The board of regents shall have management and control of the general affairs, and exclusive jurisdiction over the internal structure, management, and operation of the university. The board may:

(1) Appoint a treasurer and other officers as it deems necessary;

(2) Authorize any officer, elected or appointed by it, to approve and sign on its behalf any voucher or other document that the board may approve and sign;

(3) Delegate to the president or the president's designee the authority to render the final decision in contested case proceedings subject to chapter 91, as it deems appropriate;

(4) Purchase or otherwise acquire lands, buildings, appliances, and other property for the purposes of the university; and

(5) Expend any sums of money as, from time to time, may be placed at the disposal of the university from whatever source; provided that notwithstanding any other law to the contrary, all documents regarding expenditures and changes thereto, made by the board shall be disclosed in open meetings for the purpose of public comment; provided further that all expenditure requests, proposals, and any other budgetary documents used by the board at an open meeting shall be made available to the public at least six calendar days before the meeting.

All lands, buildings, appliances, and other property so purchased or acquired shall be and remain the property of the university to be used in perpetuity for the benefit of the university. The board, in accordance with this section and other law, shall manage the inventory, equipment, surplus property, and expenditures of the university and, subject to chapter 91, may adopt rules, further controlling and regulating the same.

(b) The board of regents shall develop internal policies and procedures for the procurement of goods, services, and construction, consistent with the powers of the board set forth in section 304A-2672, and the goals of public accountability and public procurement practices, subject to chapter 103D.

(c) The board of regents may enter into concession agreements without regard to chapter 102.

(d) The official name of the board shall be the board of regents, University of Hawaii. The board shall adopt and use a common seal by which all official acts shall be authenticated.

Policy RP 2.204

Title

Policy on Board Self-Evaluation

Header

Regents Policy Chapter 2, Administration

Regents Policy RP 2.204, Policy on Board Self-Evaluation

Effective Date: Oct. 19, 2006

Prior Dates Amended: Oct. 31, 2014 (recodified)

Review Date: August 2017

I. Purpose

To set forth policy regarding the purposes, policy, responsibility, process and outcomes on board self-evaluation.

II. Definitions

No policy specific or unique definitions apply.

III. Board of Regents Policy

A. Purposes.

B. The purposes of a periodic self-evaluation are to enable the board to strengthen its performance, identify and reach consensus on its goals, ensure that the board has a clear grasp of its responsibilities, strengthen relationships among board members and especially with the president, and clarify expectations among board members and with the president.

C. Policy.

1. The board shall conduct a self-study of its stewardship every two years.

D. Responsibility

1. It shall be the responsibility of the president and the chairperson to plan a special workshop devoted entirely to reviewing the board's work.

E. Process

1. To allow for necessary planning, a workshop date and meeting site shall be agreed upon by the board at least three months in advance. At least eight hours of meeting time shall be allotted, preferably split between two consecutive days. Ordinarily, only the regents and the

president shall participate.

2. A facilitator not directly connected with the institution may be retained to help plan and conduct the workshop. He/she shall have requisite knowledge of trusteeship, institutional governance, and the conduct of the academic presidency, along with good group-facilitation skills. With his/her assistance, an appropriate written survey may be selected or developed for completion by all board members. A summary of all board member responses to the survey, without attribution, shall be provided to all board members before the workshop. These results shall be the basis for discussion.

3. The board shall not be officially convened to transact university business. Rather, the workshop is intended to explore opportunities to strengthen the board's effective, including its relationships with the president and stakeholders.

F. Outcomes.

1. The workshop shall be planned and conducted in such a way that the board and the president can decide on explicit actions for subsequent considerations. These shall be summarized in writing within a reasonable time and distributed to all board members. The chairperson and the president shall be responsible for ensuring appropriate follow-up.

IV. Delegation of Authority

There is no policy specific delegation of authority.

V. Contact Information

Office of the Board of Regents, 956-8213, bor@hawaii.edu

VI. References

A. <http://www.hawaii.edu/offices/bor/>

VII. Exhibits and Appendices

No Exhibits and Appendices found

Approved

Approved as to Form:

Cynthia Quinn

October 31, 2014

Date

Executive Administrator and Secretary of the Board of Regents

Board Self Assessment

This Board Self Assessment is based on the 10 functions identified by the Candidate Advisory Council.

1. Employment, Support and Evaluation of the Chief Executive

Selecting, evaluating, supporting and (if necessary) removing the President are among the board's most important responsibilities. The board must define clear performance expectations, conduct periodic evaluations, provide honest and constructive feedback and balance support of the president with evaluation and accountability.

a. The board has developed and communicated clearly defined performance expectations to the President..

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

b. The board has provided the President with the necessary support and feedback that is required.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

c. The board holds the President accountable for the achievement or non-achievement of the performance objectives.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

2. Strategic Planning

The board must be involved in strategic planning for the development of the University of Hawaii System. As part of this duty, the board defines and upholds a vision and mission that clearly reflect student and community expectations. Regents ensure that planning is conducted periodically, participate in the planning process and approve final plans.

a. The board ensures that the vision and mission clearly reflects student and community expectations.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

b. The board ensures that strategic planning is conducted, participates in the process, and approves the final plans.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

3. Policymaking to Guide the System

The board established policies consistent with the mission statement and strategic plan to ensure the quality, integrity and ongoing improvement of student learning and other important outcomes of the university system. The board may define strategic priorities and broad goals in policy and then monitor the progress made toward those goals.

a. The board establishes policies consistent with the mission statement and strategic plan.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

4. Fiduciary Oversight

The board has a fiduciary duty to ensure the responsible development, management and utilization of financial resources in pursuit of the system's mission. Regents approve annual budgets, review financial reports, monitor the financial condition of the system and ensure that financial audits are conducted on a regular basis. Regents also are responsible for supporting efforts to attract adequate financial resources to the system.

a. The board approves annual budget, reviews financial reports, and monitors the financial condition of the system.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

b. The Internal Audit Committee supervises and reviews an annual internal audit of the University system.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

5. Serving as Ambassadors to the Community

Regents are ambassadors of the University system to the community. They must continually work to educate the public about the work of the university system. Conversely, Regents also help interpret the community's needs and expectations for the university system's faculty and administration.

a. The board develops and implements plans for educating the public about the work of the university system.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

b. The board interprets and communicates the needs and expectations of the community to the university system's administrators and faculty.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

6. Protecting the System from Undue Influence

The board is an independent policy-making body that reflects the public interest in its activities and decisions. It defends the institution from undue influence and pressure from political and special interests. The board supports the professional and academic freedom of administrators and faculty in order to foster quality learning environments that incorporate many different perspectives.

a. The board defends the institution from undue influence and pressure from political and special interests.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

b. The board supports the professional and academic freedom of administrators and faculty that foster quality learning environments.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

7. Setting An Example of Integrity, Inquiry and Service

The conduct of regents sets the tone for the entire system. Regents create a positive climate when they act with integrity, efficiency and transparency. Alternatively, they fail their institutions when they act in such a way that they create a stifling, negative or dysfunctional atmosphere. Regents should avoid any perception of impropriety or conflict of interest with their financial, personal and family interests. They should inform the board chair and president promptly of any such possibility.

a. The board sets the example for the entire university system by creating a climate and culture where integrity, efficiency, and transparency prevails.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

8. Considering Community Interests

Regents are responsible for considering, balancing and integrating a wide variety of interests and needs, including community interests, in formulating policies that benefit the university system. Regents are responsible for knowing community needs and trends, maintaining relationships with communities served by the system and seeking out and considering multiple perspectives when making policy decisions.

a. Regents are knowledgeable about community (local, national, and global) needs and trends.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

b. Regents develop and maintain relations with the communities (internal and external) served by the system.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

c. Based on their knowledge of and relationship with their communities, Regents consider multiple perspectives when making policy decisions.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

9. Acting as a Unit

The board is a corporate body and governs as a unit, with one voice. Individual regents have no power to act on their own or to direct the system's employees or operations. As individuals, regents make no commitments on behalf of the board to constituents, nor should they criticize or work against board decisions. Regents should speak with one voice, supporting the decisions of the board once made.

a. Individual regents feel free to express and share their points of view during discussions being held on issues brought before the board.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

b. Individual regents make commitments on behalf of the board to their constituents.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

c. A climate of trust, openness, and respect exists within the board.

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

10.. Evaluation of the Board's Performance

Regents must periodically assess their own performance as a board and the policies that govern board conduct. The board should set goals for itself and regularly evaluate progress toward those goals

a. *The performance of the board should be assessed on an annual basis.*

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

b. *The results of the board's performance evaluation should be utilized as the basis for a board performance improvement and development plan.*

1	2	3	4	5
strongly disagree	disagree	neither agree nor disagree	agree	strongly agree

Comments:

DRAFT



Regents Policy Chapter 2, Administration
Regents Policy RP 2.204, Policy on Board Self-Evaluation
Effective Date: Oct. 19, 2006
Prior Dates Amended: Oct. 31, 2014 (recodified)
Review Date: August 2017

I. Purpose

To set forth policy regarding the purposes, policy, responsibility, process and outcomes on board self-evaluation.

II. Definitions:

No policy specific or unique definitions apply.

III. Policy:

A. Purposes.

1. The purposes of a periodic self-evaluation are to enable the board to strengthen its performance, identify and reach consensus on its goals, ensure that the board has a clear grasp of its responsibilities, strengthen relationships among board members and especially with the president, and clarify expectations among board members and with the president.

B. Policy.

1. The board shall conduct a self-study of its stewardship every two years.

C. Responsibility

1. It shall be the responsibility of the president and the chairperson to plan a special workshop devoted entirely to reviewing the board's work.

D. Process.

1. To allow for necessary planning, a workshop date and meeting site shall be agreed upon by the board at least three months in advance. At least eight hours of meeting time shall be allotted, preferably split between two

consecutive days. Ordinarily, only the regents and the president shall participate.

2. A facilitator not directly connected with the institution may be retained to help plan and conduct the workshop. He/she shall have requisite knowledge of trusteeship, institutional governance, and the conduct of the academic presidency, along with good group-facilitation skills. With his/her assistance, an appropriate written survey may be selected or developed for completion by all board members. A summary of all board member responses to the survey, without attribution, shall be provided to all board members before the workshop. These results shall be the basis for discussion.
3. The board shall not be officially convened to transact university business. Rather, the workshop is intended to explore opportunities to strengthen the board's effective, including its relationships with the president and stakeholders.

E. Outcomes.

1. The workshop shall be planned and conducted in such a way that the board and the president can decide on explicit actions for subsequent considerations. These shall be summarized in writing within a reasonable time and distributed to all board members. The chairperson and the president shall be responsible for ensuring appropriate follow-up.

IV. Delegation of Authority:

There is no policy specific delegation of authority.

V. Contact Information:

Office of the Board of Regents, 956-8213, bor@hawaii.edu

VI. References:

- <http://www.hawaii.edu/offices/bor/>

Approved as to Form:

/S/

Cynthia Quinn
Executive Administrator and
Secretary of the Board of Regents

Date

University of Hawai'i Candidate Advisory Council

Description¹ of Duties of the Board of Regents of the University of Hawai'i

[Adopted: August 30, 2007]

The State of Hawai'i Constitution Article X Education, Section 6, provides that the University of Hawai'i Board of Regents shall have the power to formulate policy and to exercise control over the university through its executive officer, the president of the university, who shall be appointed by the board. Further, the board shall have exclusive jurisdiction over the internal structure, management and operation of the university. Specifically, Chapter 304A-105, Hawai'i Revised Statutes (HRS), provides that the Board of Regents shall have management and control of the general affairs and exclusive jurisdiction over the internal structure, management and operation of the university.

In the context of Article X, Education of the state constitution and HRS Chapter 304A-105, the Regents Candidate Advisory Council believes that the Board of Regents is responsible for ensuring that the University of Hawai'i System and its campuses and research centers are integral parts of their communities and serve the ever-changing needs of the state of Hawai'i. Furthermore, the Board of Regents is accountable to the community for the quality, integrity and financial stability of the university system.

It is the responsibility of the board to articulate and represent the public interest and to monitor the effectiveness of the system in serving that interest. The primary responsibilities of the board include the appointment and evaluation of the president, policy development, strategic planning and oversight.

In addition to attending meetings of the board, regents are expected to participate on one or more board committees. Examples of Board of Regents Standing Committees include Academic Affairs, Finance and Facilities, Personnel and Legal Affairs, Student Affairs, University and Community Affairs, Community Colleges, Budget and Long-Range Planning and Audit.

The members of the council believe that the regents may be called upon from time to time to discharge functions that may include, but are not limited to, the following:

1. Employment, Support and Evaluation of the Chief Executive

Selecting, evaluating, supporting and (if necessary) removing the president are among the board's most important responsibilities. The board must define clear performance expectations, conduct periodic evaluations, provide honest and constructive feedback and balance support of the president with evaluation and accountability.

¹ Act 56, 2007 Session, Laws of Hawai'i, provides that the Candidate Advisory Council (council) shall develop a description of the responsibilities and duties of members of the Board of Regents. Moreover, it is the intent of the council to use its description of various duties of the Board of Regents to assist the council in soliciting, assessing and recommending regent candidates. The council emphasizes that this list of duties represents the collective consensus of all council members and may not necessarily represent the perspective of any one member or the perspective of any constituent group that designated a representative to serve on the council. Similarly, nothing in this document should be construed to imply an endorsement by the Board of Regents as currently constituted, or administrators, faculty or students of the university or any constituent group that designated a representative to serve on the council. No statement in the council's rules, policies and procedures should be interpreted as supplanting any inconsistent responsibilities and duties imposed on the regents by law.

2. Strategic Planning

The board must be involved in strategic planning for the development of the University of Hawai'i System. As part of this duty, the board defines and upholds a vision and mission that clearly reflect student and community expectations. Regents ensure that planning is conducted periodically, participate in the planning process and approve final plans.

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The board establishes policies consistent with the mission statement and strategic plan to ensure the quality, integrity and ongoing improvement of student learning and other important outcomes of the university system. The board may define strategic priorities and broad goals in policy and then monitor the progress made toward those goals.

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The board has a fiduciary duty to ensure the responsible development, management and utilization of financial resources in pursuit of the system's mission. Regents approve annual budgets, review financial reports, monitor the financial condition of the system and ensure that financial audits are conducted on a regular basis. Regents also are responsible for supporting efforts to attract adequate financial resources to the system.

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Regents are ambassadors of the university system to the community. They must continually work to educate the public about the work of the university system. Conversely, regents also help interpret the community's needs and expectations for the university system's faculty and administration.

6. Protecting the System from Undue Influence

The board is an independent policy-making body that reflects the public interest in its activities and decisions. It defends the institution from undue influence and pressure from political and special interests. The board supports the professional and academic freedom of administrators and faculty in order to foster quality learning environments that incorporate many different perspectives.

7. Setting An Example of Integrity, Inquiry and Service

The conduct of regents sets the tone for the entire system. Regents create a positive climate when they act with integrity, efficiency and transparency. Alternatively, they fail their institutions when they act in such a way that they create a stifling, negative or dysfunctional atmosphere. Regents should avoid any perception of impropriety or conflict of interest with their financial, personal and family interests. They should inform the board chair and president promptly of any such possibility.

8. Considering Community Interests

Regents are responsible for considering, balancing and integrating a wide variety of interests and needs, including community interests, in formulating policies that benefit the university system. Regents are responsible for knowing community needs and trends, maintaining relationships with communities served by the system and seeking out and considering multiple perspectives when making policy decisions.

9. Acting as a Unit

The board is a corporate body and governs as a unit, with one voice. Individual regents have no power to act on their own or to direct the system's employees or operations. As individuals, regents make no commitments on behalf of the board to constituents, nor should they criticize or work against board decisions. Regents should speak with one voice, supporting the decisions of the board once made.

10. Evaluation of the Board's Performance

Regents must periodically assess their own performance as a board and the policies that govern board conduct. The board should set goals for itself and regularly evaluate progress toward those goals.

Source: <http://education.stateuniversity.com/pages/1793/Board-Trustees-College-University.html>

College Board of Trustees and University - Structure and Composition, Governance, Authority, Responsibilities, Board Committees

Independent, nonprofit, and public colleges and universities utilize a board format for their governing structure. These boards are often referred to as a *board of trustees* (similar terms include *board of regents* or *board of visitors*), and they act as the legal agent or "owner" of the institution. As a collective body, the trustees hold the authority and responsibility to ensure the fulfillment of an institution's mission. They are also ultimately responsible for the fiscal health of the college or university. The board of trustees' governing role is typically limited to selection of the president and policy approval, with the daily operations and management of the institution vested in the president.

Structure and Composition

An institution's charter and bylaws dictate its board size. These governing documents are informed by history, tradition, and needs of the institution. A board can range from a small handful of individuals to more than fifty people. Trustees are elected or appointed to the board for a specific term, which may be renewable. Most trustees come from the for-profit corporate world. Many institutions work diligently to assemble a diverse representation of community leaders on their board in an effort to broaden support for the institution. For some state and religiously affiliated institutions the board itself may not select all of the trustees. In the case of public institutions, the governor will usually make the appointments. For religious colleges and universities, the affiliated organization (i.e., a church governing council) will either select or approve the trustees. On occasion, independent colleges and universities will make an individual a life trustee. Life trustees typically have demonstrated an exceptional level of commitment to the institution. Other constituents who may receive a trustee position in an ex officio capacity include alumni, faculty, staff, and students. In some cases these ex officio trustees have full voting rights, while in other cases they are only a representative voice.

Governance

By law, the board of trustees is the governing body for an institution. Many states have established coordinating or consolidated boards that oversee institutional boards of public colleges and universities. A coordinating board may function in an advisory or regulatory capacity. The role of an advisory board is limited to review and recommendation, with no legal authority to approve or disapprove institutional actions, while a regulatory-type coordinating board would have program approval. Consolidated boards within a state usually take the form of one single board for all postsecondary institutions, though they may take the form of multiple boards, with each board responsible for one institutional type (e.g., two-year institutions, four-year institutions). It is not uncommon for states to utilize both coordinating and consolidated boards. On most campuses, tradition and higher-education culture dictate some level of shared governance with faculty. On some campuses, shared governance even extends to staff and students.

Authority

The authority of a board of trustees is derived from the institution's charter. The charter lays out the initial structure and composition of the board. Once the board is in place, it has the power to modify its own structure and composition as it believes necessary. Authority is given to the board as a whole rather than to individual trustees, and individual trustees have little authority and no ownership of an institution. It is

the board, in its entirety, that is recognized as the legal owner of an institution's assets. For some public and religiously affiliated institutions, there may be another board (i.e., a consolidated board) or parent organization (i.e., the church denomination) to which the institutional board is beholden. This will impact, and potentially limit, the board's range of autonomy and authority.

Responsibilities

Typically, the board chair is responsible for setting the agenda of the board. Most often this agenda is established in collaboration with the college president. Other board officers, such as the secretary or treasurer, usually have their associated roles completed by institutional staff. The board, as a group, has several basic responsibilities, including setting or reaffirming the institution's mission, acting as the legal owner of the institution, selecting a president, evaluating and supporting the president, setting board policies, and reviewing institutional performance.

Beyond these responsibilities, most boards are involved with institutional fundraising, strategic planning, and ensuring sensible management. The selection of a president can be the greatest influence a board has on an institution. Boards typically relinquish significant amounts of their power and authority to the president. The president usually takes the lead in setting an agenda for the board, and, therefore, for the institution. As an individual, a trustee is typically expected to support the institution financially, either personally or through influence. Trustees also act as ambassadors in their home community to build support for the institution.

Board Committees

Each board determines the number and type of committees they believe will serve the institution best. The following types of committees are typically found at colleges and universities: *Academic Affairs* oversees curriculum, new educational programs, and approves graduates; *Audit* is responsible for ensuring institutional financial records are appropriately reviewed by a third party; *Buildings and Grounds* reviews and recommends capital improvements and maintenance plans for the campus; the *Committee on Trustees* is charged with developing a list of potential trustees and reviewing the commitment of current trustees; *Executive* acts on issues of urgency that arise between full board meetings and sets the board agenda in concert with the president; *Finance* reviews and recommends institutional budgets; *Institutional Advancement* ensures appropriate plans are in place for alumni relations, fundraising, and public perception of the institution; *Investment* oversees the long-term assets of the institution, as well as determining how the endowment funds are invested; and *Student Affairs* is charged with issues concerning the out-of-classroom experience of students—this may include health centers, recreation facilities, residence halls, and student activities.

The Who, What, How, and Why's of Board Self-Assessments

Why Should Boards Engage In Self-Assessment?

- In order to identify where they are performing well as a board, and where they might improve.
- Discussion about board roles and responsibilities can strengthen communication and understanding among board members. The discussions can lead to stronger, more cohesive working groups.
- A board's willingness to engage in self-assessment is a model for the rest of the institution. It indicates that board members take their responsibilities very seriously.
- Their interest in self-improvement sets a tone for others in the college to engage in an ongoing review of how education is delivered.

What Should We Expect From a Self-Assessment?

Well-conducted board self-assessments lead to better boards. The results include:

- a summary of board accomplishments
- a better understanding of what it means to be an effective board
- clarification of what trustees expect from each other and themselves
- improved communications among trustees and between the board and CEO
- identification of problems, potential issues, and areas to improve
- an opportunity to discuss and solve problems that may hurt board performance
- identification of strategies to enhance board performance
- renewed dedication to the board
- agreement on board roles and trustee responsibilities
- board goals and objectives for the coming year

Evaluating the performance of the board is not the same as evaluating individual trustee performance. The purpose of the evaluation is to look at the board as a whole, although a side benefit may be that individual board members gain appreciation for the roles and responsibilities of trusteeship.

How Should Boards Evaluate Themselves?

The process generally involves the use of self-assessment instruments. The results of the survey instruments then become the basis for discussion.

Who Should Be Involved In The Evaluation?

Each and every board member should participate in the self-evaluation by completing a board self-assessment instrument (if used), and be involved in the discussion.

The CEO is also an important resource. Varying levels of involvement by the CEO are appropriate, from being a full participant in the process, to contributing advice and support for the process, to providing comments on the board/CEO relationship. Most boards conduct the board and CEO evaluations in tandem, since the success of one entity depends on the effectiveness of the other.

In addition, boards may consider inviting comments from those who are part of the management team. Their perspectives can add valuable insight to the board process. However, evaluations that involve others need to be carefully designed so that the information is based on a board established criteria of effectiveness.

Should the Board and CEO Evaluations be Linked?

The board and CEO work together in leading the institution - the board governs, and the CEO leads and administers on a day-to-day basis. It is difficult to evaluate the board without reference to the CEO's contributions, and vice versa.

No matter the process, boards should recognize that when evaluating the CEO, their support of the CEO is an important contribution to the success of the CEO. Conversely, when conducting self-assessments, the CEO's support and advice contributes to board success.

How Often Should Boards Evaluate Themselves?

Formal self-assessments should occur annually. Getting into the habit of regular evaluations makes the process part of the board and college culture, and lessens resistance to self-assessment.

New boards, or boards with a significant number of new members, may wish to hold sessions more often as the members are learning to work together as a team.

What Criteria Should We Use?

A basic self-assessment question is: "Are we doing what we said we will do?" If the purpose of the evaluation is to answer that question the criteria used in the self-assessment process includes what the board has defined as its roles and the policies the board has for its own operations and behavior.

Another question is: "How does the board rank itself against commonly accepted standards of boardsmanship?" In this case, the criteria used may be those established by national and state associations.

In either case, some possible categories are listed below.

- Board Organization
- Community Representation
- Policy Direction
- Board-CEO Relations
- College Operations
- Monitor Institutional Performance
- Board Behavior
- Advocacy
- Board Education

How Should We Use The Results of a Board Self-Assessment?

The average ratings on a board self-assessment instrument, a summary of interviews, or key points in a group discussion identify the strengths of the board and areas for improvement.

The strengths should be celebrated and boards should congratulate themselves on their good work. The strengths are used to help the board improve.

Areas of improvement should be explored to identify the dynamics that contribute to any problems or weaknesses. Strategies to address the issues may include board retreats or workshops on a specific topic, study sessions or reading in an area where knowledge or clarification is needed.

Three to six board goals or activities for the coming year may be established, based on the evaluation and performance on prior year goals. These goals become the basis for the board's long-range or annual agenda.

From the Hawaii State Constitution, Article X

Section 5. The University of Hawaii is hereby established as the state university and constituted a body corporate. It shall have title to all the real and personal property now or hereafter set aside or conveyed to it, which shall be held in public trust for its purposes, to be administered and disposed of as provided by law.

Section 6. There shall be a board of regents of the University of Hawaii, the members of which shall be nominated and, by and with the advice and consent of the senate, appointed by the governor from pools of qualified candidates presented to the governor by the candidate advisory council for the board of regents of the University of Hawaii, as provided by law. At least part of the membership of the board shall represent geographic subdivisions of the State. The board shall have the power to formulate policy, and to exercise control over the university through its executive officer, the president of the university, who shall be appointed by the board. The board shall also have exclusive jurisdiction over the internal structure, management, and operation of the university. This section shall not limit the power of the legislature to enact laws of statewide concern. The legislature shall have the exclusive jurisdiction to identify laws of statewide concern.

From Hawaii Revised Statutes

§26-11 University of Hawaii. (a) The University of Hawaii shall be headed by an executive board to be known as the board of regents.

The board shall consist of fifteen members. At least one member shall be a University of Hawaii student at the time of the initial appointment. This member may be reappointed for one additional term even though the member may no longer be a student at the time of reappointment. The governor shall reduce the terms of those initially appointed to each seat on the board of regents to provide, as far as practicable, for the expiration of three terms each year; provided that the term of the student member shall not be reduced.

At least twelve members, except for the student member, shall represent and reside in the specified geographic areas as follows:

- (1) Two members from the county of Hawaii;
- (2) Two members from the county of Maui;
- (3) One member from the county of Kauai; and
- (4) Seven members from the city and county of Honolulu.

The board shall have the power, in accordance with the Hawaii constitution and with law, to formulate policy and to exercise control over the university through its executive officer, the president of the university. The board shall have exclusive jurisdiction over the internal organization and management of the university.

(b) The board of regents shall appoint and may remove an executive officer to be known as the president of the University of Hawaii.

The University of Hawaii as heretofore constituted as a body corporate is continued as the University of Hawaii established by this chapter.

304A-102 Purposes of the university. The purposes of the university are to give thorough instruction and conduct research in, and disseminate knowledge of, agriculture, mechanic arts, mathematical, physical, natural, economic, political, and social sciences, languages, literature, history, philosophy, and such other branches of advanced learning as the board of regents from time to time may prescribe and to give such military instruction as the board of regents may prescribe and that the federal government requires. The standard of instruction shall be equal to that given and required in similar universities on the mainland United States. Upon the successful completion of prescribed courses, the board of regents may confer a corresponding degree upon every student who becomes entitled thereto.

§304A-103 University to be public corporation; general powers. The University of Hawaii is established as the state university and is constituted as a body corporate. The university, under the direction of the board of regents, shall have the following general powers:

- (1) To adopt, amend, and repeal bylaws governing the conduct of its business and the performance of the powers and duties granted to or imposed upon it by law;
- (2) To acquire in any lawful manner any property, real, personal, or mixed, tangible or intangible, or any interest therein; to hold, maintain, use, and operate that property; and to sell, lease, or otherwise dispose of that property at such time, in such manner, and to the extent deemed necessary or appropriate to carry out its purposes;
- (3) To enter into and perform contracts, leases, cooperative agreements, or other transactions as may be necessary in the conduct of its business and on terms it may deem appropriate, with any agency or instrumentality of the United States, with any state, territory, or possession, or with any political subdivision thereof, or with any person, firm, association, or corporation;
- (4) To determine the character of and the necessity for its obligations and expenditures and the manner in which they shall be incurred, allowed, and paid, subject to provisions of law specifically applicable to the university;
- (5) To execute, in accordance with its bylaws, all instruments necessary or appropriate in the exercise of any of its powers; and
- (6) To take such actions as may be necessary or appropriate to carry out the powers conferred upon it by law.

§304A-104 Regents; appointment; tenure; qualifications; meetings. (a) The affairs of the university shall be under the general management and control of the board of regents. The board shall consist of fifteen members who shall be appointed by the governor from lists of qualified candidates presented to the governor by the candidate advisory council, pursuant to section 304A-104.6, and shall be confirmed by the senate; provided that if the list of qualified candidates includes fewer than three candidates at any time during the nomination and confirmation process, the governor may request that the candidate advisory council reopen recruitment for qualified candidates. Members may be removed by the governor. Except as otherwise provided by law, state officers shall be eligible for appointment and membership.

The term of each member shall be five years, except as provided for the initial appointment in section 26-11; provided that the term of the student member shall be two years. Every member may serve beyond the expiration date of the member's term of appointment until the member's successor has been appointed by the governor and confirmed by the senate in accordance with article X, section 6 of the Hawaii State Constitution. Members shall serve no more than two consecutive five-year terms; provided that the members who are initially appointed to terms of two years or less pursuant to section 26-11(a) may be reappointed to two ensuing five-year terms. If a member is to be appointed to a second term of five years, the senate shall consider the question of whether to reconfirm the member at least one hundred twenty days prior to the conclusion of a member's first five-year term; provided that if the senate is not in session within one hundred twenty days prior to the conclusion of the member's first five-year term, the member shall continue to serve until the senate convenes for the next regular session or the next special session for which the senate is authorized to consider the question of reconfirmation.

(b) In determining whether to confirm the governor's nominee to the board of regents, the senate shall consider the combination of abilities, breadth of experiences, and characteristics of the board of regents, as a whole, that will best serve the diverse interests and needs of the students of the university system and assist the university system in achieving its strategic goals and performance indicators. The senate shall consider whether the board reflects the diversity of the student population, the various counties of the State, and a broad representation of higher education-related stakeholders.

(c) At its first meeting after June 30 of each year, the board of regents shall elect a chairperson and one or more vice-chairpersons who shall serve until the adjournment of the first meeting of the board of regents after June 30 of the next year, or thereafter until their successors are elected; provided that the chairperson and vice chairpersons shall not be elected prior to the taking of office of regents whose terms shall begin on July 1 of that year. The board shall appoint a secretary, who shall not be a member of the board. The president of the university shall act as executive officer of the board. A majority of the board of regents shall constitute a quorum to conduct business, and the concurrence of a majority of all the members to which the board of regents is entitled shall be necessary to make any action of the board of regents valid. The board shall meet at least ten times annually and, from time to time, may meet in each of the counties of Hawaii, Maui, and Kauai.

(d) The governor shall notify the candidate advisory council for the board of regents of the University of Hawaii in writing within ten days of receiving notification that a member of the board of regents is resigning or has died, or is being removed by the governor.

(e) The members of the board of regents shall serve without pay but shall be entitled to their travel expenses within the State when attending meetings of the board or when actually engaged in business relating to the work of the board.

§304A-105 Powers of regents; official name. (a) The board of regents shall have management and control of the general affairs, and exclusive jurisdiction over the internal structure, management, and operation of the university. The board may:

- (1) Appoint a treasurer and other officers as it deems necessary;
- (2) Authorize any officer, elected or appointed by it, to approve and sign on its behalf any voucher or other document that the board may approve and sign;
- (3) Delegate to the president or the president's designee the authority to render the final decision in contested case proceedings subject to chapter 91, as it deems appropriate;

(4) Purchase or otherwise acquire lands, buildings, appliances, and other property for the purposes of the university; and

(5) Expend any sums of money as, from time to time, may be placed at the disposal of the university from whatever source; provided that notwithstanding any other law to the contrary, all documents regarding expenditures and changes thereto, made by the board shall be disclosed in open meetings for the purpose of public comment; provided further that all expenditure requests, proposals, and any other budgetary documents used by the board at an open meeting shall be made available to the public at least six calendar days before the meeting.

All lands, buildings, appliances, and other property so purchased or acquired shall be and remain the property of the university to be used in perpetuity for the benefit of the university. The board, in accordance with this section and other law, shall manage the inventory, equipment, surplus property, and expenditures of the university and, subject to chapter 91, may adopt rules, further controlling and regulating the same.

(b) The board of regents shall develop internal policies and procedures for the procurement of goods, services, and construction, consistent with the powers of the board set forth in section 304A-2672, and the goals of public accountability and public procurement practices, subject to chapter 103D.

(c) The board of regents may enter into concession agreements without regard to chapter 102.

(d) The official name of the board shall be the board of regents, University of Hawaii. The board shall adopt and use a common seal by which all official acts shall be authenticated.

