

MINUTES

BOARD OF REGENTS' MEETING ON BRIEFING AND WORKSHOP ON BEST PRACTICES FOR BOARD OF REGENTS' POLICIES AND BYLAWS

January 20, 2011

I. CALL TO ORDER

Chair Howard Karr called the meeting to order at 9:00 a.m. on Thursday, January 20, 2011, at the University of Hawai'i, Bachman 113, 2444 Dole Street, Honolulu, Hawai'i 96822.

Quorum (12): Chair Howard H. Karr; Vice Chair Dennis I. Hirota; Carl A. Carlson; Ramon S. de la Peña; Mark H. Fukunaga, Chuck Y. Gee; James J.C. Haynes II; John C. Holzman; James H.Q. Lee; Eric K. Martinson; Teena M. Rasmussen; and Matthew R. Williams.

Excused (3): Artemio C. Baxa; Michael A. Dahilig; and Clifford C. Dias.

Others in Attendance: President M.R.C. Greenwood, Ph.D.; Executive Vice President for Academic Planning and Policy/Provost, Linda Johnsrud, Ph.D.; Vice President for Community Colleges, John Morton, Ph.D.; Vice President for Legal Affairs and University General Counsel, Darolyn Lendio, Esq.; Vice President for Student Affairs and University and Community Relations, Rockne Freitas, Ed.D.; Vice President for Budget and Finance/Chief Financial Officer, Howard Todo; Vice President for Research, James Gaines, Ph.D.; Vice President for Information Technology and Chief Information Officer, David Lassner, Ph.D.; Associate Vice President for Capital Improvements, Brian Minaai; Associate Vice President for Student Affairs, Karen Lee, Ed.D.; UH-Mānoa Chancellor, Virginia Hinshaw, Ph.D.; UH-Maui College Chancellor, Clyde Sakamoto, Ed.D.; Kapi'olani Community College Chancellor, Leon Richards, Ph.D.; Executive Administrator and Secretary of the Board of Regents, Keith Amemiya, Esq.; and others as noted.

II. PUBLIC COMMENT PERIOD

Secretary Amemiya announced that no testimony was received.

III. BRIEFING AND WORKSHOP ON BEST PRACTICES FOR BOARD OF REGENTS' POLICIES AND BYLAWS

Chair Karr informed the Board that the policies were reviewed by President Greenwood's executive team and others.

President Greenwood further specified that the Vice Presidents and their staff were each assigned a chapter to review and revise as necessary, and that the Chancellors also had an opportunity to review a previous draft.

Dr. Terry MacTaggart, Senior Fellow, Association of Governing Boards (AGB), reviewed the University's policies and proposed revisions to see where UH stood in regards to best practices and policies. The proposed policy revisions are scheduled to be up for Board approval at the March BOR meeting.

Executive Vice President for Academic Planning and Policy/Provost, Linda Johnsrud, requested that the Board provide any substantive changes prior to the administration's consultation with the various unions. Basically, the proposed policy revisions can be broken down into one of the three following categories:

- Readily apparent changes, i.e., "low hanging fruit" that are long overdue;
- Convert prescriptive statements to broader policy statements;
- Propose delegations of authority to enhance operational efficiency and effectiveness.

Dr. MacTaggart added that the revisions will result in streamlining and administrative flexibility, and will free up the Board to work with the President to guide UH to become the most significant change agent for the state.

In his report about the UH Board of Regents Policy Revision Review, Dr. MacTaggart said he was asked to focus on: (1) proposed changes with respect to their consistency with AGB's expectations for the Board's exercise of its fiduciary responsibilities; (2) the Western Association of Schools and College's (WASC) standards on board governance; and (3) current best practice in higher education governance and education.

The report addressed three questions:

1. Are the proposed changes consistent with AGB and WASC guidelines?
2. Are the revisions in keeping with the current best thinking on how leadership responsibilities should be allocated between the Board and the Executive?
3. Do the proposed changes safeguard the Board's obligation to the people of Hawai'i to provide responsible stewardship for the UH System?

According to Dr. MacTaggart, the proposed policy changes were well thought out and well done, and affirmatively answered the three questions above. More specifically, Dr. MacTaggart stated that the proposed changes are consistent with the guidelines of both AGB and WASC, as they bring Board policies to closer conformity with the spirit of high performing governance that AGB and accrediting agencies expect. Per Dr. MacTaggart, the Board-President relationship is the essential relationship in bringing positive change to any organization.

The following are Dr. MacTaggart's comments (unless otherwise noted) on changes made in the BOR policies, by chapter:

Bylaws: Chair Karr said that the changes primarily incorporated recent internal audit guidelines for the audit staff.

Chapter 1 (General Provisions) and Chapter 2 (Administration): No changes.

Chapter 3 (Administration): Updates the name of University of Hawai'i-Maui College.

Chapter 4 (Planning): Updates planning with the current economic realities of the state. State funding is down to about 40%, which is high by many states' standards, but is lower compared to a few years ago. Changes also recognize and modernize the more significant role of community colleges. Other topics, such as the President's updates to the strategic plan at appropriate intervals and assessment of student learning outcomes as a responsibility of the faculty were discussed.

Chapter 5 (Academic Affairs): Balancing delegation to the President and Chancellors and retaining responsibility in the Board. For example, it recommends delegating authority to the President to approve new certificates, library policies and the administration of the library. The Chancellors decide awards for teaching research and early admissions at their campuses. The Board continues to reserve the right to approve all new credit-bearing instructional programs. There is an update to the distance-learning section, to make it more responsive to current realities. VP Johnsrud said UH separated Academic Affairs and Research, which were previously both in the same chapter. Other topics, such as the non-resident enrollment cap and the responsibility of the termination of programs were discussed.

Chapter 6 (Tuition, Scholarship and Fees): The Board would initially have authority over tuition charges and approving new fees, but changing the amount of the fee once it is approved by the Board would be delegated to the President, with information provided to the Board periodically. Other topics, such as mandatory fees being under the Board's purview, the Regents' Scholarship, and Native Hawaiian students' tuition waivers were discussed.

Chapter 7 (Student Affairs): Delegating authority to the President, or President's designee, for student housing room rates. The rationale is that it is a business and there are debt obligations that need to be maintained.

Chapter 8 (Business and Finance): The dollar threshold is increased for a construction project, from \$1 million to \$5 million, for a consultant contract, from \$300,000 to \$1 million, and for procurement of goods and services, from \$1 million to \$5 million.

Chapter 9 (Personnel): The Board retains its responsibility to grant promotion and tenure, but delegates authority to the President to appoint department chairs, directors, and other staff, and to maintain a faculty classification plan. The appointment and compensation of executive-level employees stays with the Board. The new policy separates "executive" and "managerial" in regard to appointments.

Chapter 10 (Land and Physical Facilities): The changes shift substantial authority over land and physical facilities to the President, but there is language that makes it

a cooperative decision-making process with the Board. The President would operate in consultation with the Board on significant land and facilities decisions, and the Board reserves the right to make decisions involving issues that may engender controversy.

Chapter 11 (Miscellaneous): No comments.

Chapter 12 (Research): The thresholds for triggering Board action in research expenditures would increase from \$100,000 to \$300,000. President Greenwood told Vice President for Research James Gaines, to revisit the dollar amount and see if it needs to be raised. Other topics such as security clearances and classified research were discussed.

IV. ADJOURNMENT

There being no further business, on the motion of Regent Carlson and second by Regent de la Peña, and with unanimous approval, the meeting was adjourned at 10:56 a.m.

Respectfully Submitted,



Keith Y. Amemiya, Esq.
Executive Administrator and
Secretary of the Board of Regents