



**STATE OF HAWAII
BOARD OF EDUCATION**
P.O. BOX 2360
HONOLULU, HAWAII 96804

July 15, 2021

TO: Board of Education

FROM: Catherine Payne
Chairperson, Board of Education

AGENDA ITEM: Board Action on proposed amendment of the Bylaws of the Hawai'i
State Board of Education

I. EXECUTIVE SUMMARY

- The Board of Education ("Board") last amended the Hawai'i State Board of Education Bylaws ("Bylaws") on July 18, 2019.
- The proposed amendments to the Bylaws no longer consider some of the Board's 2020-2021 strategic priorities and only consider other technical and operational needs.
- The proposed amendments include changes to ensure standing committees initially vet any Board business before coming to the full Board for consideration but no longer add a Governance Committee to assist the Board with governance and policy structures.

II. BACKGROUND

The Board, as reconstituted as an appointed body by the ratification of a constitutional amendment in 2010, approved the original Bylaws of the Bylaws on April 26, 2011. The Board amended the Bylaws seven times since then with the most recent amendments occurring on July 18, 2019.

On July 23, 2020, the Board adopted six strategic priorities for the 2020-2021 school year, including strategic priorities to:

1. Reassess the Board's standing committee structure to ensure it adequately oversees all domains of public education for which the Board is responsible;
2. Develop a multiyear policy review plan with the goal of providing clear, comprehensive, and cohesive vision and direction for all aspects of education under the Board's jurisdiction through appropriate policies; and
3. To promote the successful effectuation of its vision for public education, provide a policy and legal framework that establishes a clear organizational structure for the Board's policies and any subordinate policies, procedures, or guidelines needed by the agencies the Board oversees to implement the Board's policies.¹

The original proposal I presented to the Board, for discussion purposes only, on June 17, 2021, sought to amend the Bylaws based on the aforementioned strategic priorities and other technical and operational needs.² The proposal included adding a Governance Standing Committee to assist the Board with governance and policy structures, including addressing the aforementioned strategic priorities. While several Board members acknowledged the need to address the Board governance, they were apprehensive about adding a Governance Standing Committee and preferred to address the issue of governance in a different way.

Board members expressed their support for the other operational and technical proposed amendments to the Bylaws.

III. DISCUSSION

Other than the proposed amendments related to the Governance Standing Committee, all other proposed amendments remain nearly identical to my June 17, 2021 proposal. The proposed amendments to the Bylaws, attached as **Exhibit A** (redlined version) and **Exhibit B** (clean version), seek to:

¹ The six strategic priorities that the Board adopted are available in the July 23, 2020 general business meeting minutes, available here: <https://alala1.k12.hi.us/STATE/BOE/Minutes.nsf/ebb43af14ca5cdb30a2565cb006622a8/8767541e6beb2e200a2585d6007da970?OpenDocument>. They are based on the strategic priorities proposed in Board Member Kaimana Barcarse's memorandum dated July 9, 2020, available here: [https://boe.hawaii.gov/Meetings/Notices/Meeting%20Material%20Library/GBM_20200723_Action%20on%20Investigative%20Committee%20Report%20concerning%20Board%202020-2021%20strategic%20priorities%20\(with%20cover%20memo\).pdf](https://boe.hawaii.gov/Meetings/Notices/Meeting%20Material%20Library/GBM_20200723_Action%20on%20Investigative%20Committee%20Report%20concerning%20Board%202020-2021%20strategic%20priorities%20(with%20cover%20memo).pdf).

² The original proposal is described in and attached to Board Chairperson Catherine Payne's memorandum dated June 17, 2021, available here: https://boe.hawaii.gov/Meetings/Notices/Meeting%20Material%20Library/GBM_20210617_Presentation%20on%20proposed%20amendments%20of%20Board%20Bylaws.pdf.

1. Ensure Board business is initially vetted through a committee of the Board before coming to the full Board for consideration;
2. Clarify the appointment and responsibilities of standing committee officers and standing committee membership;
3. Clarify the general operating requirements and responsibilities of committees;
4. Clarify the rights and privileges of the student and military representatives;
5. Allow the Board Chairperson to work with the Board's attorney on the Board's behalf for certain legal matters; and
6. Make non-substantive, technical changes for consistency and clarity or conformance with law.

Board business through committee first. Vetting matters through a committee is standard best practice for boards and allows a subset of board members rather than the whole board to focus on specific issues, freeing up time and attention of other board members to address other specific issues. It is generally a more efficient way to allocate and complete the work of the board, especially when the board has many responsibilities.

Amendments to Sections 6.5 and 6.6 of the Bylaws would establish a referral system where the Board Chairperson refers all board business to the appropriate standing committees for initial vetting. Under this setup, the full Board would typically only conduct business that already passed through a committee. If an exception was needed for a particular matter because of a time limitations or other circumstances, the Board Chairperson could ask the appropriate committee chairperson to waive jurisdiction of the matter to move it directly to the full Board, which is already current practice.

Appointment and responsibilities of standing committee officers and standing committee membership. There are several amendments to clarify the appointment and responsibilities of standing committee officers, including:

- Reiterating the term of standing committee chairperson and vice chairpersons and appointments in the event of a vacancy, as already described in the existing committee charters (Section 5.3);
- Moving the duties of committee chairpersons from Article IV (Section 4.4) to Article V (Section 5.5) for clarity;
- Establishing the duties of committee vice chairpersons by mirroring the duties of the Board Vice Chairperson (Section 5.6);

- Clarifying that committee chairpersons shall endeavor to hold committee meetings in conjunction with each other and the Board's general business meetings (Section 6.3); and
- Codifying the power for committee chairpersons to promulgate their respective committee meeting agendas, as is current practice (Section 6.6).

Amendments to Section 5.4 also set a minimum membership of no less than three Board members per standing committee to ensure each standing committee has enough members for productive deliberations.

Operating requirements and responsibilities of committees. The amendments codify a number of operational requirements and responsibilities of the committees, which are already in practice. Amendments to Section 5.10 require standing committees to inform the Board of actions taken or issues discussed at their meetings and require committee chairpersons to orally provide any recommendations for action. Amendments to Sections 6.7 and 6.8 clarify quorum, voting, and executive session requirements for committees.

Rights and privileges of the student and military representatives. Amendments to Section 2.3 clarify that while the student and military representatives are not members of the Board, they have the right to engage in discussions and deliberations at Board meetings. The amendments also clarify that these representatives do not have other rights or privileges, do not count towards quorum, and cannot be present in executive sessions unless necessary.

Legal matters. The proposal adds Section 9.3, which would allow the Board Chairperson or the Board Chairperson's designee to work with the Board's attorneys and represent the Board in certain legal proceedings in which the Board is a party. Including this provision in the Bylaws would negate the need for the Board to authorize someone to conduct this work on its behalf each time a lawsuit names the Board as a party.

Non-substantive, technical changes for consistency and clarity or conformance with law. All other amendments are for consistency and clarity and are either non-substantive, technical changes or changes to conform to law.

IV. RECOMMENDATION

I am recommending the adoption of the amended Bylaws attached as Exhibit B. The publication of this memorandum constitutes written notice to Board members as required by Section 8.1 of the Bylaws.³

Proposed Motion: “Move to adopt the amended Bylaws attached as Exhibit B to Board Chairperson Catherine Payne’s memorandum dated July 15, 2021.”

³ Section 8.1 of the Bylaws states, “These bylaws can be amended at any General Business or Special Meeting provided that previous written notice was given to all Board members, including the specific language for the proposed amendment, and the matter was properly placed on the Board’s agenda.”

Exhibit A

Proposed Bylaws of the Hawai'i State Board of Education (redlined proposed changes)

**BY-LAWS OF THE
HAWAII STATE BOARD OF EDUCATION**

ARTICLE I

PREAMBLE

Section 1.1. The Constitution of the State of Hawai'i provides that the State shall establish, support and control a statewide system of public schools and libraries, free from sectarian control and discrimination.

ARTICLE II

BOARD MEMBERS

Section 2.1. The Hawai'i State Board of Education ("Board") consists of nine voting members appointed by the Governor, with the advice and consent of the Senate, in accordance with Article X, Section 2, of the Hawai'i State Constitution of the State of Hawai'i and Chapter 302A, Hawai'i Revised Statutes ("HRS"), each of whose term shall be three years, ~~except as provided for in the initial appointment.~~

Section 2.2. The members of the Board shall serve without pay, but shall be entitled to reimbursement for necessary expenses, including travel and lodging expenses, while attending meetings of the Board or when actually engaged in business relating to the work of the Board.

Section 2.3. There shall be a student ~~member representative~~ and a military representative as provided by ~~law Sections 302A-121, 302A-447, and 302A-1101, HRS.~~ The student representative and military representative are not members of the Board, but they may engage in discussion and deliberation at General Business Meetings, Special Meetings, and Standing Committee meetings. The student representative and military representative shall not have other rights or privileges, including the right to make motions or vote, nor shall they be counted for quorum purposes or be entitled to be present in executive sessions of the Board unless necessary for the purpose of the executive session.

ARTICLE III

OFFICERS AND TERM OF OFFICE

Section 3.1. The officers of the Board shall be the Chairperson and Vice Chairperson.

Section 3.2. The ~~g~~Governor shall select the Chairperson as provided by ~~law~~Section 302A-124, HRS.

Section 3.3. The Vice Chairperson shall be ~~elected~~appointed from among and by the Board membership and shall serve as interim chairperson in the event of a vacancy in the office of the eChairperson's seat becomes vacant. A vacancy in the office of Vice Chairperson shall be filled by the Board at the next ~~regular~~General Business Meeting or ~~s~~Special mMeeting of the Board.

Section 3.4. The term of the Chairperson shall be set by the Governor. The term of the Vice Chairperson shall be for one ~~(1)~~ year, commencing immediately following the election appointment, or until their successor is appointed or their earlier resignation or removal, except that the term of the first Vice Chairperson elected shall expire on June 30, 2012.

ARTICLE IV

DUTIES OF OFFICERS AND BOARD MEMBERS

Section 4.1 Chairperson. The ~~Board~~ Chairperson shall call meetings of the Board and shall preside at all meetings of the full Board. The ~~Board~~ Chairperson shall delegate assignments and duties to other Board members, manage all matters of the Board consistent with these bylaws and other policies of the Board, and perform such other duties as are incident to the office or are required by the Board or by law.

Section 4.2 Vice Chairperson. In the absence or unavailability of the Chairperson, the Vice Chairperson shall perform all of the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall assist the Chairperson as the Chairperson deems necessary and shall have such powers and perform such other duties as from time to time may be prescribed by the Chairperson or the Board.

Section 4.3 Board Members. Board members shall fulfill duties and responsibilities as provided by law and delegated by the ~~Board~~ Chairperson and shall comply with the Code of Conduct attached hereto as Attachment A and with ~~C~~conflicts of ~~I~~interest provisions provided by law Section 84-14, HRS.

~~Section 4.4 Committee Chairpersons. Committee Chairpersons shall adhere to and enforce their respective committee charters, report activities and decisions of their respective committees to the full Board, and inform the Board Chairperson when items need to be placed on the agenda for the Board general business meeting or special meeting.~~

ARTICLE V

COMMITTEES

Section 5.1 Standing Committees. The Board shall have three ~~s~~Standing ~~e~~Committees: Finance and Infrastructure, Student Achievement, and Human Resources.

Section 5.2 Scope, Authority, and Mission. The scope of authority and mission of each ~~of the Board's s~~Standing ~~e~~Committees shall be memorialized in a committee charter. ~~Each charter shall be recommended for approval to the full Board by the chairperson of the respective committee.~~

Section 5.3 Standing Committee ~~Members and Officers~~. Each Standing Committee shall have a Committee Chairperson and a Committee Vice Chairperson who shall be ~~elected~~ appointed from among and by the Board membership. The officers of each Standing Committee shall serve one year terms or until their successors are appointed or their earlier resignation or removal. A vacancy in a Standing Committee officer position shall be filled by the Board at the next General Business Meeting or Special Meeting of the Board.

Section 5.4 Standing Committee Members. Each Standing Committee shall have no less than three members from among the Board membership. The Board shall vote on the appointment of Standing Committee members. All Board members not appointed to a Standing Committee shall be a nonvoting, *ex-officio* member of that Standing Committee. Board members participating *ex-officio* may engage in discussion and deliberation at the Standing Committee, but shall not have and other rights or privileges, including the right to make motions or vote; nor shall they ~~shall not~~ be counted for quorum purposes.

Section 5.5 Committee Chairpersons. Committee Chairpersons shall adhere to and enforce their respective committee charters, report activities and decisions of their respective committees to the full Board, and inform the Chairperson when items need to be placed on the agenda for the Board General Business Meeting or Special Meeting.

Section 5.6 Committee Vice Chairpersons. In the absence or unavailability of a Committee Chairperson, the respective Committee Vice Chairperson shall perform all of the duties of the Committee Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Committee Chairperson. Committee Vice Chairpersons shall assist their respective Committee Chairperson as the Committee Chairperson deems necessary.

Section 5.74 Advisors/Consultants to Committees. Each committee may consult with or be advised by non-~~Board~~BOE members, as determined appropriate by the Committee Chairperson.

Section 5.85 Ad Hoc Committees. The Board ~~Chairperson~~ may, as circumstances warrant, authorize the creation of an aAd hHoc eCommittee for a discrete and specific purpose of interest to the Board and shall appoint all members and officers, including a Committee Chairperson, of such aAd hHoc eCommittee(s). The Board shall approve the charge of any aAd hHoc eCommittee. ~~Such An Ad Hoc eCommittee~~ may be created for a definite time period or until its specific function has been completed, but shall not exist longer than one year from the date of authorization unless specifically authorized by its charge.

Section 5.96 Investigative Committees. The Board, as provided by ~~law~~Section 92-2.5(b)(1), HRS, may designate two or more Board members, but less than the number of members that would constitute a quorum of the Board, to an Investigative Committee to investigate matters concerning Board business. The Board shall designate a Committee Chairperson and define the scope of the Investigative Committee. The ~~Board~~Investigative Committee members ~~designated by the Board~~ are required to report their resulting findings and recommendations to the entire Board at a properly noticed meeting.

Section 5.107 Committee Reports. Standing Committees shall promptly inform the Board of the actions taken or issues discussed at their meetings. Committees may submit written reports in advance of any regular meeting in lieu of an oral report ~~unless the report contains~~

~~action items, provided that the Committee Chairperson shall orally provide any recommendation from the committee for Board action.~~

ARTICLE VI

MEETINGS OF THE BOARD

Section 6.1 General Business Meetings. The Board shall meet at least once regularly on the first or third Thursday of each month, as determined by the Board Chairperson. Any Board ~~g~~General ~~b~~Business ~~m~~Meeting date, time, or location may be changed or canceled by the Board Chairperson, subject to ~~statutory notice requirements~~Section 92-7, HRS.

Section 6.2 Special Meetings. The Board Chairperson may call a ~~s~~Special ~~m~~Meeting of the Board at any time, subject to ~~statutory notice requirements~~Section 92-7, HRS.

Section 6.3 Committee Meetings. All committees shall meet at the discretion of the Committee Chairperson, provided that ~~all regularly scheduled~~Committee Chairpersons shall endeavor to hold sStanding ~~e~~Committee meetings ~~shall be held on the same day~~ on the first or third Thursday of the month ~~and may be held~~ in conjunction with other Standing Committee meetings and/or Board gGeneral ~~b~~Business ~~m~~Meetings. The Committee Chairperson may change or cancel any committee meeting date, time, or location, subject to ~~statutory notice requirements~~Section 92-7, HRS.

Section 6.4 Community Meetings and Notice. The Board shall hold not less than six community meetings annually, which shall include one community meeting in each county in addition to regular meetings to discuss and receive input from the community on public education and public library issues. The Board Chairperson shall designate Board members to attend the community meetings. These community meetings shall not be held for the purpose of formulating educational policy ~~and shall be held in accordance with Section 302A-1106.5, HRS. As provided by law, the community meetings shall be exempt from sections 91-2.5, 92-7, 92-9, and 92-41, Hawai'i Revised Statutes; provided that the Board shall give written public notice of each community meeting indicating the date, time, and place of the meeting, and such notice shall be filed in the Office of the Lieutenant Governor and in the Board's office for public inspection six calendar days before the meeting. The notice shall also be posted at the site of the meeting.~~

Section 6.5 Board Business. When a matter requiring the Board's attention, deliberation, or action arises, the Chairperson shall refer the matter to the Standing Committee(s) whose area of responsibility, as defined in the respective committee charter(s), most closely relates to the subject matter for placement on a Standing Committee meeting agenda. The Chairperson shall docket matters requested by Board members for placement on a meeting agenda in the order received and shall refer any such matter to the appropriate Standing Committee(s) within 30 days of receiving a written request. The Chairperson may refer matters requested by the Superintendent of Education, State Librarian, or members of the public to the appropriate Standing Committee(s).

Section 6.~~6~~5 Meeting Agendas. The Agendas for General Business Meetings and Special Meetings shall be promulgated by the Board Chairperson, with input from the

~~Superintendent, State Librarian, Committee Chairpersons, and Board members, and shall docket items in the order received, provided that Board member recommendations are placed on an agenda for Board review within ninety (90) days of written request and Committee recommendations are placed on an agenda for Board review within ninety (90) days of Committee approval. The Chairperson shall not place a matter on a General Business Meeting or Special Meeting agenda that the Chairperson has referred to a Standing Committee unless the respective Committee Chairperson waives jurisdiction over the matter. The Committee Chairpersons shall promulgate the agendas for their respective Standing Committee meetings. All meetings of the Board and its committees shall be held in accordance with the law Chapter 92, Part I, HRS.~~

Section 6.~~76~~ Executive Session. An affirmative vote, taken at an open meeting, of two-thirds of the total membership of the Board shall be required to convene an executive session during a General Business Meeting or Special Meeting; provided that the affirmative vote constitutes a majority of the members to which the Board is entitled. An affirmative vote, taken at an open meeting, of two-thirds of the total membership of a Standing Committee shall be required to convene an executive session during a Standing Committee meeting. A meeting closed to the public may be convened only as provided by law Sections 92-4 and 92-5, HRS.

Section 6.~~87~~ Quorum and Voting. A majority of all the ~~voting~~ members to which the Board is entitled shall constitute a quorum to conduct business of the Board. The concurrence of a majority of all the members to which the Board is entitled shall be necessary to make any act of the Board valid, pursuant to Section 8-1-3, Hawaii Administrative Rules. At any time the Board has fewer than five voting members, three voting members of the Board shall constitute a quorum to conduct business and the concurrence of at least three voting members shall be necessary to make any action of the Board valid. A majority of all the voting members to which a committee of the Board is entitled shall constitute a quorum to conduct business of the committee. The concurrence of a simple majority of voting committee members present shall be necessary to make any action of the committee valid.

ARTICLE VII

PUBLIC TESTIMONY AND SUBMISSION OF DATA, VIEWS, OR ARGUMENTS

Section 7.1 Submission of Data, Views, or Arguments. Any interested person may submit data, views, or arguments in writing to the Board on any agenda item. Said written submittals shall be considered by Board members before taking action on any agenda item. Written comments are strongly encouraged.

Section 7.2 Public Testimony. All interested persons shall be provided an opportunity to present testimony on any agenda item. An individual or representative wishing to testify should register prior to the meeting. Testimony must be related to an item that is on the agenda and such person shall be required to identify the agenda item to be addressed by the testimony. Each individual ~~or representative of an organization~~ is allotted four minutes, or an amount of time otherwise designated by the Chairperson or Committee Chairperson, to provide testimony to the Board.

Section 7.3 Communication from the Public. Any member of the public or any organization may submit written communication to the Executive Director of the Board on any matter involving public education or the public library system. The communication shall be filed

with the Board of Education and all members of the Board shall be advised of the communication.

ARTICLE VIII

AMENDMENTS TO BYLAWS

Section 8.1 Notice Regarding Proposed Amendments. These bylaws can be amended at any General Business Meeting or Special Meeting, provided that previous written notice was given to all Board members, including the specific language for the proposed amendment, and the matter was properly placed on the Board's agenda.

Section 8.2 Approval of Amendments. Any amendment to the Board's bylaws requires the approval of two-thirds of the total membership of the Board.

ARTICLE IX

LEGAL COUNSEL

Section 9.1 Advice. A ~~Board~~ Officer or Committee Chairperson may seek informal, verbal or written advice from the Board's assigned ~~Deputy~~ Attorney ~~General~~ as the Officer or Committee Chairperson deems necessary. The Committee Chairperson may request that the Board Chairperson seek formal written advice or opinion from the Attorney General. The Board Chairperson may seek formal written advice or opinion from the Attorney General.

Section 9.2 Written Opinion. Whenever a formal legal opinion is issued by the Attorney General or a ~~Deputy~~ Attorney ~~General~~ to the Board, such opinion and request shall be distributed to all members of the Board.

Section 9.3 Legal Proceedings. The Chairperson or another Board member designated by the Chairperson may, on behalf of the Board, work with the appropriate deputy attorneys general on responses to discovery requests and depositions for lawsuits in which the Board is a party and may sign, approve, and issue responses on behalf of the Board to such discovery requests and depositions. Any settlement offers or agreements to which the Board is a party must be approved by the Board.

ARTICLE X

PARLIAMENTARY AUTHORITY

Section 10.1. The rules contained in *Robert's Rules of Order*, newly revised, shall govern meetings where they are not in conflict with the law, these bylaws, or other rules of the Board. In making a ruling or interpretation of the rules, the order of determination shall be 1) the law, 2) these bylaws, 3) Board policy, and 4) *Robert's Rules of Order*, newly revised.

Approved: 04/26/2011

Amended: 05/17/2011, 12/02/2014, 01/20/2015, 12/01/2015, 07/18/2017 (eff. 01/01/2018),
11/21/2017, 07/18/2019

PROPOSED

Exhibit B

Proposed Bylaws of the Hawai'i State Board of Education (clean)

**BYLAWS OF THE
HAWAII STATE BOARD OF EDUCATION**

ARTICLE I

PREAMBLE

Section 1.1. The Constitution of the State of Hawai'i provides that the State shall establish, support and control a statewide system of public schools and libraries, free from sectarian control and discrimination.

ARTICLE II

BOARD MEMBERS

Section 2.1. The Hawai'i State Board of Education ("Board") consists of nine voting members appointed by the Governor, with the advice and consent of the Senate, in accordance with Article X, Section 2, of the Constitution of the State of Hawai'i and Chapter 302A, Hawai'i Revised Statutes ("HRS"), each of whose term shall be three years.

Section 2.2. The members of the Board shall serve without pay, but shall be entitled to reimbursement for necessary expenses, including travel and lodging expenses, while attending meetings of the Board or when actually engaged in business relating to the work of the Board.

Section 2.3. There shall be a student representative and a military representative as provided by Sections 302A-121, 302A-447, and 302A-1101, HRS. The student representative and military representative are not members of the Board, but they may engage in discussion and deliberation at General Business Meetings, Special Meetings, and Standing Committee meetings. The student representative and military representative shall not have other rights or privileges, including the right to make motions or vote, nor shall they be counted for quorum purposes or be entitled to be present in executive sessions of the Board unless necessary for the purpose of the executive session.

ARTICLE III

OFFICERS AND TERM OF OFFICE

Section 3.1. The officers of the Board shall be the Chairperson and Vice Chairperson.

Section 3.2. The Governor shall select the Chairperson as provided by Section 302A-124, HRS.

Section 3.3. The Vice Chairperson shall be appointed from among and by the Board membership and shall serve as interim chairperson in the event of a vacancy in the office of the Chairperson. A vacancy in the office of Vice Chairperson shall be filled by the Board at the next General Business Meeting or Special Meeting of the Board.

Section 3.4. The term of the Chairperson shall be set by the Governor. The term of the Vice Chairperson shall be for one year, commencing immediately following appointment, or until their successor is appointed or their earlier resignation or removal.

ARTICLE IV

DUTIES OF OFFICERS AND BOARD MEMBERS

Section 4.1 Chairperson. The Chairperson shall call meetings of the Board and shall preside at all meetings of the full Board. The Chairperson shall delegate assignments and duties to other Board members, manage all matters of the Board consistent with these bylaws and other policies of the Board, and perform such other duties as are incident to the office or are required by the Board or by law.

Section 4.2 Vice Chairperson. In the absence or unavailability of the Chairperson, the Vice Chairperson shall perform all of the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall assist the Chairperson as the Chairperson deems necessary and shall have such powers and perform such other duties as from time to time may be prescribed by the Chairperson or the Board.

Section 4.3 Board Members. Board members shall fulfill duties and responsibilities as provided by law and delegated by the Chairperson and shall comply with the Code of Conduct attached hereto as Attachment A and with conflicts of interest provisions provided by Section 84-14, HRS.

ARTICLE V

COMMITTEES

Section 5.1 Standing Committees. The Board shall have three Standing Committees: Finance and Infrastructure, Student Achievement, and Human Resources.

Section 5.2 Scope, Authority, and Mission. The scope of authority and mission of each Standing Committee shall be memorialized in a committee charter.

Section 5.3 Standing Committee Officers. Each Standing Committee shall have a Committee Chairperson and a Committee Vice Chairperson who shall be appointed from among and by the Board membership. The officers of each Standing Committee shall serve one year terms or until their successors are appointed or their earlier resignation or removal. A vacancy in a Standing Committee officer position shall be filled by the Board at the next General Business Meeting or Special Meeting of the Board.

Section 5.4 Standing Committee Members. Each Standing Committee shall have no less than three members from among the Board membership. The Board shall vote on the appointment of Standing Committee members. All Board members not appointed to a Standing Committee shall be a nonvoting, *ex-officio* member of that Standing Committee. Board members participating *ex-officio* may engage in discussion and deliberation at the Standing Committee, but shall not have and other rights or privileges, including the right to make motions or vote, nor shall they be counted for quorum purposes.

Section 5.5 Committee Chairpersons. Committee Chairpersons shall adhere to and enforce their respective committee charters, report activities and decisions of their respective

committees to the full Board, and inform the Chairperson when items need to be placed on the agenda for the Board General Business Meeting or Special Meeting.

Section 5.6 Committee Vice Chairpersons. In the absence or unavailability of a Committee Chairperson, the respective Committee Vice Chairperson shall perform all of the duties of the Committee Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Committee Chairperson. Committee Vice Chairpersons shall assist their respective Committee Chairperson as the Committee Chairperson deems necessary.

Section 5.7 Advisors/Consultants to Committees. Each committee may consult with or be advised by non-Board members, as determined appropriate by the Committee Chairperson.

Section 5.8 Ad Hoc Committees. The Board may, as circumstances warrant, authorize the creation of an Ad Hoc Committee for a discrete and specific purpose of interest to the Board and shall appoint all members and officers, including a Committee Chairperson, of such Ad Hoc Committee. The Board shall approve the charge of any Ad Hoc Committee. An Ad Hoc Committee may be created for a definite time period or until its specific function has been completed, but shall not exist longer than one year from the date of authorization unless specifically authorized by its charge.

Section 5.9 Investigative Committees. The Board, as provided by Section 92-2.5(b)(1), HRS, may designate two or more Board members, but less than the number of members that would constitute a quorum of the Board, to an Investigative Committee to investigate matters concerning Board business. The Board shall designate a Committee Chairperson and define the scope of the Investigative Committee. The Investigative Committee members are required to report their resulting findings and recommendations to the entire Board at a properly noticed meeting.

Section 5.10 Committee Reports. Standing Committees shall promptly inform the Board of the actions taken or issues discussed at their meetings. Committees may submit written reports in advance of any regular meeting in lieu of an oral report, provided that the Committee Chairperson shall orally provide any recommendation from the committee for Board action.

ARTICLE VI

MEETINGS OF THE BOARD

Section 6.1 General Business Meetings. The Board shall meet at least once regularly on the first or third Thursday of each month, as determined by the Board Chairperson. Any Board General Business Meeting date, time, or location may be changed or canceled by the Board Chairperson, subject to Section 92-7, HRS.

Section 6.2 Special Meetings. The Board Chairperson may call a Special Meeting of the Board at any time, subject to Section 92-7, HRS.

Section 6.3 Committee Meetings. All committees shall meet at the discretion of the Committee Chairperson, provided that Committee Chairpersons shall endeavor to hold Standing Committee meetings on the first or third Thursday of the month in conjunction with other Standing Committee meetings and/or Board General Business Meetings. The Committee

Chairperson may change or cancel any committee meeting date, time, or location, subject to Section 92-7, HRS.

Section 6.4 Community Meetings. The Board shall hold not less than six community meetings annually, which shall include one community meeting in each county in addition to regular meetings to discuss and receive input from the community on public education and public library issues. The Board Chairperson shall designate Board members to attend the community meetings. These community meetings shall not be held for the purpose of formulating educational policy and shall be held in accordance with Section 302A-1106.5, HRS.

Section 6.5 Board Business. When a matter requiring the Board's attention, deliberation, or action arises, the Chairperson shall refer the matter to the Standing Committee(s) whose area of responsibility, as defined in the respective committee charter(s), most closely relates to the subject matter for placement on a Standing Committee meeting agenda. The Chairperson shall docket matters requested by Board members for placement on a meeting agenda in the order received and shall refer any such matter to the appropriate Standing Committee(s) within 30 days of receiving a written request. The Chairperson may refer matters requested by the Superintendent of Education, State Librarian, or members of the public to the appropriate Standing Committee(s).

Section 6.6 Meeting Agendas. The agendas for General Business Meetings and Special Meetings shall be promulgated by the Board Chairperson with input from the Committee Chairpersons, provided that committee recommendations are placed on an agenda for Board review within 90 days of committee approval. The Chairperson shall not place a matter on a General Business Meeting or Special Meeting agenda that the Chairperson has referred to a Standing Committee unless the respective Committee Chairperson waives jurisdiction over the matter. The Committee Chairpersons shall promulgate the agendas for their respective Standing Committee meetings. All meetings of the Board and its committees shall be held in accordance with Chapter 92, Part I, HRS.

Section 6.7 Executive Session. An affirmative vote, taken at an open meeting, of two-thirds of the total membership of the Board shall be required to convene an executive session during a General Business Meeting or Special Meeting; provided that the affirmative vote constitutes a majority of the members to which the Board is entitled. An affirmative vote, taken at an open meeting, of two-thirds of the total membership of a Standing Committee shall be required to convene an executive session during a Standing Committee meeting. A meeting closed to the public may be convened only as provided by Sections 92-4 and 92-5, HRS.

Section 6.8 Quorum and Voting. A majority of all the members to which the Board is entitled shall constitute a quorum to conduct business of the Board. The concurrence of a majority of all the members to which the Board is entitled shall be necessary to make any act of the Board valid, pursuant to Section 8-1-3, Hawaii Administrative Rules. A majority of all the voting members to which a committee of the Board is entitled shall constitute a quorum to conduct business of the committee. The concurrence of a simple majority of voting committee members present shall be necessary to make any action of the committee valid.

ARTICLE VII

PUBLIC TESTIMONY AND SUBMISSION OF DATA, VIEWS, OR ARGUMENTS

Section 7.1 Submission of Data, Views, or Arguments. Any interested person may submit data, views, or arguments in writing to the Board on any agenda item. Said written submittals shall be considered by Board members before taking action on any agenda item. Written comments are strongly encouraged.

Section 7.2 Public Testimony. All interested persons shall be provided an opportunity to present testimony on any agenda item. An individual or representative wishing to testify should register prior to the meeting. Testimony must be related to an item that is on the agenda and such person shall be required to identify the agenda item to be addressed by the testimony. Each individual is allotted four minutes, or an amount of time otherwise designated by the Chairperson or Committee Chairperson, to provide testimony to the Board.

Section 7.3 Communication from the Public. Any member of the public or any organization may submit written communication to the Executive Director of the Board on any matter involving public education or the public library system. The communication shall be filed with the Board of Education and all members of the Board shall be advised of the communication.

ARTICLE VIII

AMENDMENTS TO BYLAWS

Section 8.1 Notice Regarding Proposed Amendments. These bylaws can be amended at any General Business Meeting or Special Meeting, provided that previous written notice was given to all Board members, including the specific language for the proposed amendment, and the matter was properly placed on the Board's agenda.

Section 8.2 Approval of Amendments. Any amendment to the Board's bylaws requires the approval of two-thirds of the total membership of the Board.

ARTICLE IX

LEGAL COUNSEL

Section 9.1 Advice. A Board officer or Committee Chairperson may seek informal, verbal or written advice from the Board's assigned deputy attorney general as the officer or Committee Chairperson deems necessary. The Committee Chairperson may request that the Board Chairperson seek formal written advice or opinion from the Attorney General. The Board Chairperson may seek formal written advice or opinion from the Attorney General.

Section 9.2 Written Opinion. Whenever a formal legal opinion is issued by the Attorney General or a deputy attorney general to the Board, such opinion and request shall be distributed to all members of the Board.

Section 9.3 Legal Proceedings. The Chairperson or another Board member designated by the Chairperson may, on behalf of the Board, work with the appropriate deputy attorneys

general on responses to discovery requests and depositions for lawsuits in which the Board is a party and may sign, approve, and issue responses on behalf of the Board to such discovery requests and depositions. Any settlement offers or agreements to which the Board is a party must be approved by the Board.

ARTICLE X

PARLIAMENTARY AUTHORITY

Section 10.1. The rules contained in *Robert's Rules of Order*, newly revised, shall govern meetings where they are not in conflict with the law, these bylaws, or other rules of the Board. In making a ruling or interpretation of the rules, the order of determination shall be 1) the law, 2) these bylaws, 3) Board policy, and 4) *Robert's Rules of Order*, newly revised.

Approved: 04/26/2011

Amended: 05/17/2011, 12/02/2014, 01/20/2015, 12/01/2015, 07/18/2017 (eff. 01/01/2018), 11/21/2017, 07/18/2019