



**UNIVERSITY OF GUAM
UNIBETSEDÁT GUÅHAN**

Board of Regents

UOG Station, Mangilao, Guam 96923
Telephone: (671) 735-2995 Fax: (671) 734-2296

**Special Meeting Minutes
June 6, 2023**

1.0 CALL TO ORDER

The Special Meeting of the Board of Regents (BOR) was called to order by BOR Chairperson Liza J. Provideo on June 6, 2023 at 5:00 p.m., Office of Information Technology, Student Computer Lab, Room 108. Notice of such meeting have been duly and regularly provided by the BOR.

QUORUM:

Liza Provideo
Sandra McKeever
Mike Naholowaa
Lesley Leon Guerrero
Agapito "Pete" Diaz
Janice Malilay
Julie Laxamana

Chairperson
Vice Chairperson
Treasurer
Member
Member
Member
Member

ALSO PRESENT:

Anita B. Enriquez
Thomas W. Krise
Anthony Camacho
Norman Analista
David S. Okada
Christine Mababayag
Tessica Duenas
Kalyne Roberto

Acting President/Executive Secretary
President (zoom)
General Counsel
Acting BOR Liaison
CPO/Interim Chief of Staff
Recording Secretary
Host for Zoom Meeting
Support Staff

2.0 REPORTS FROM STANDING COMMITTEES

2.1 Academic, Personnel and Tenure (AP&T) Committee

Regent Malilay reported on behalf of AP&T Chairperson Leon Guerrero, noting that she was absent. She then reported that the AP&T Committee met on June 1, via zoom and in person with a quorum present and presented and reviewed the proposed resolutions for the Board's approval.

2.1.1 Resolution No. 23-15, Relative to Adopting the Updated Nurses Pay Plan for Staff, Non-Faculty, Nurses

Regent Malilay introduced Resolution No. 23-15 and moved to approve the resolution, which was duly seconded by Regent Naholowaa. She summarized the resolution explaining the purpose. The motion carried.

2.1.2 Resolution No. 23-16, Relative to Approving the Doctor of Education (EdD) in Instructional and Academic Leadership

Board of Regents Special Meeting Minutes of June 6, 2023

Regent Malilay introduced Resolution No. 23-16 and moved to approve the resolution, which was duly seconded by Regent Naholowaa. She then called on Dr. Anita Enriquez to brief the Board on the resolution.

Dr. Enriquez stated that is part of the Para Hulo' Strategic Plan Initiative One (1), being recognized as a Research University, and that it is something that was designed by the architects within the School of Education (SOE), who happened to be present and led by the SOE Dean, Dr. Alicia Aguon. She recognized Dr. Kathrine Gutierrez, Dr. Genevieve Leon Guerrero, Dr. Catherine Cardenas, and retired SOE faculty, Dr. Catherine Stoicovy. She stated that she is very pleased to offer the University of Guam's first doctoral degree to coincide with the University's quest for its Carnegie classification as a doctoral professional university.

She further stated that a survey was administered in 2020 with approximately 965 respondents of which was a 76% response rate with approximately 516 of those responders expressing interest in this type of doctoral degree. She added that the approximate cost per year is about \$11,000 and over \$40,000 for the total costs, and that a feasibility analysis was done with regards to the actual sustainability and the cost versus the overall tuition and fees revenue is very lucrative. The motion carried.

2.2 Physical Facilities

Regent Diaz reported that a special meeting of the Physical Facilities Committee met on June 2 in the President's Conference Room and via zoom with a quorum present and presented the proposed resolution for the Board's approval.

2.2.1 Resolution No. 23-17, Relative to Updating the University of Guam Board of Regents' Facility and Program Naming Policy

Regent Diaz introduced Resolution No. 23-17 and moved to approve the resolution, which was duly seconded by Regent McKeever. He summarized the resolution explaining the purpose and stated that the BFA Committee also reviewed and endorsed the resolution. He then moved to amend the resolution and to include "*policy was reviewed and approved by the President*", which was duly seconded by Regent McKeever. The motion, as amended, carried unanimously.

2.3 Budget, Finance, and (BFA) Committee

Regent Naholowaa reported that the BFA Committee met on June 2, with a quorum present and presented and reviewed the proposed resolution for the Board's approval.

2.3.1 Resolution No. 23-18, Relative to Adopting the Adjusted General Pay Plan for UOG Classified Employees and Qualifying Staff Employees as Authorized by Public Law 37-3

Regent Naholowaa introduced Resolution No. 23-18 and moved to approve the resolution, which was duly seconded by Regent Malilay. He summarized the resolution explaining the purpose. Regent Malilay added that when the resolution was presented to the committee, they wanted to make it clear that they had not forgotten the faculty and were in their thoughts when the resolution was presented. The motion carried.

2.4 Executive Committee

2.4.1 Resolution No. 23-19, Relative to Amending the Employment Agreement for the President of the University of Guam

Board of Regents Special Meeting Minutes of June 6, 2023

Regent Naholowaa introduced Resolution No. 23-19 and moved to approve the resolution, which was duly seconded by Regent McKeever. He summarized the resolution explaining the purpose. The motion carried.

2.4.2 Resolution No. 23-20, Relative to Approving the University of Guam Board of Regents' Second Amended Bylaws

Regent Naholowaa introduced Resolution No. 23-20 and moved to approve the resolution, which was duly seconded by Regent Diaz. He then called on General Counsel (GC) Camacho to brief the Board on the resolution.

GC Camacho stated that the amendment to the bylaws would simply expand the indemnification of the Regents if they were charged with a criminal act. The existing identification does apply to all claims and liabilities. However, there was a section stating that there would be no indemnification in connection with any claim or liability arising out of willful misconduct or gross negligence which might include or be interpreted by a court to include a criminal act.

He added that the amendment would put restrictions on what types of crimes the Regents would receive indemnification for. Basically, if a Regent is charged with a crime: (1) he or she may be indemnified if and only he or she conducted himself or herself in good faith, (2) that he or she has reason to believe that in the case of conduct in his or her official capacity with UOG, that his or her conduct was in the best interest in all cases or that his or her conduct, at least not opposed to UOG's best interests, and (3) that the Regent would have no reasonable cause to believe that his or her conduct was unlawful.

He further added that in terms of restrictions, there would be no indemnification against a claim brought by UOG against a Regent. He also stated that there would be no indemnification if the Regent was found to have improperly received the benefits in his or her official capacity.

He also clarified that UOG would have the power to indemnify a Regent in a proceeding in which the Regent is not a party, but they're called as a witness, or to take a deposition. UOG would be authorized to use UOG's General Counsel, or its outside legal counsel to represent a Regent or an officer of the corporation in any civil, criminal, legislative, or administrative proceeding arising out of or in connection with the good faith performance of their official duties as a Regent or an officer. The motion carried.

5.0 ADJOURNMENT

Chairperson Provido requested a motion to adjourn the special meeting. Regent Malilay moved to adjourn the meeting, which was duly seconded by Regent Naholowaa. The motion carried. The meeting adjourned at 5:20 p.m., CHamoru Standard Time.



Sandra H. McKeever, Chairperson

ATTESTED:



Anita Borja Enriquez, D.B.A., Executive Secretary