





MEMORANDUM AND AGREEMENT

August 11, 2012

TO: James Donovan  
Athletics Director 

FROM: Tom Apple  
Chancellor 

SUBJECT: Return from Leave With Pay

1. I want to thank you for your understanding and cooperation during these recent events. It has been a difficult time for all of us and in particular for you and your family. During this period, you have conducted yourself with great honor and as a gentleman for whom I have developed an even higher regard and respect.
2. Subject to the approval of the President, effective with the date of this memorandum, I am returning you from leave with pay to full active service. Coincident with your return to full active service, as we discussed and with your agreement, I am reassigning you to the Office of the Chancellor, University of Hawai'i at Mānoa as provided for in Board of Regents Policy Chapter 9-12, Executive and Managerial Personnel Policies, Part II Recruitment and Appointment of Executive and Managerial Personnel, Section C2 Reappointment, Reassignments and Non-renewal of Appointments.
3. In conjunction with your reassignment, you will continue to receive your current reduced base compensation. Your reduced base compensation rate of pay will continue through the end of your current appointment, which ends March 23, 2013, but you will not be receiving any bonuses that may have been payable under your contract. The University of Hawaii will pay your attorney David Simons \$30,000 in payment of attorneys' fees incurred in connection with the investigation and related matters (with a 1099 form issued to Mr. Simons).
4. I will be submitting prior to the expiration of your current appointment a memorandum to the President requesting your appointment to a managerial position that we discussed that will report to me with responsibility for among other activities enhancing the University's missions, including its land grant mission, marketing and branding, promotion, community communications and outreach for UHM, and otherwise promoting the UHM. I will recommend a three (3) year appointment beginning effective March 24, 2013 to this new managerial position, at a salary of \$211,200 (temporarily reduced to \$200,640) that shall be subject to any other executive/managerial adjustments as appropriate. All applicable policies and procedures of the University will apply with the exception that the University may terminate you only for cause during the three (3) year appointment. My recommendation shall be submitted in accordance with applicable policies and procedures.
5. In exchange for the above, you agree to and do fully and completely release and hold harmless the University of Hawai'i and all past or present regents, officers, agents, attorneys, predecessors, successors, parents, subsidiaries, divisions and any affiliated entities of the University of Hawai'i, including all campuses in the University of Hawai'i system, from any and all past and present claims or causes of action of any kind that you have or may have related to your employment with the University, including any and all claims relating in any way to the Stevie Wonder concert, your leave, and the investigation of that matter. You agree that you have not filed and will not file any form of charge, claim or complaint against the University involving any matter occurring on or prior to the effective date of this memorandum, or

involving the alleged continuing effects of actions or practices which arose prior to the effective date of this memorandum. In the event that the appointment set forth in paragraph 4 is not made, the release in this paragraph will not be effective.

6. The terms and provisions of this Agreement shall not be construed as a precedent for any future claims or matters by any person.

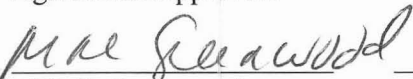
I look forward to working with you to help our University of Hawai'i at Mānoa (UHM) become an even greater institution. Together I believe we can make it happen.

Agreed and Approved:

  
\_\_\_\_\_  
James Donovan                      Date  
Athletic Director

8/4/12

Agreed and Approved:

  
\_\_\_\_\_  
M.R.C. Greenwood                      Date  
President

8/11/12

C: Chair of the Board of Regents Eric Martinson  
Executive Administrator and Secretary of the Board Keith Amemiya  
Vice President for Student Affairs and University/Community Relations Rockne Freitas  
UHM Human Resource Director Tammy Kuniyoshi  
System Director of Human Resources Debra Ishii