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**Notice of Meeting
 UNIVERSITY OF HAWAI'I**

BOARD OF REGENTS COMMITTEE ON GOVERNANCE

Members: Regents Loo (Chair), Wilson (Vice-Chair), Haning, Higaki, and Lee

Date: Thursday, August 3, 2023

Time: 9:00 a.m.

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

See the Board of Regents website to access the live broadcast of the meeting and related updates: www.hawaii.edu/bor

AGENDA

- I. Call Meeting to Order**
- II. Approval of Minutes of the June 1, 2023 Meeting of the former Committee on Personnel Affairs and Board Governance**
- III. Public Comment Period for Agenda Items:**

Individuals who are unable to provide testimony at this time will be allowed an opportunity to testify when specific agenda items are called.

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. Written testimony may be submitted via the board's website through the testimony link provided on the Meeting Agendas, Minutes and Materials page. Testimony may also be submitted via email at bor.testimony@hawaii.edu, U.S. mail at 2444 Dole Street, Bachman 209, Honolulu, HI 96822, or facsimile at (808) 956-5156.

Those wishing to provide oral testimony virtually may register [here](#). Given the constraints with the format of hybrid meetings, individuals wishing to orally testify virtually must register no later than 7:30 a.m. on the day of the meeting in order to be accommodated. Registration for in-person oral testimony on agenda items will also be provided at the meeting location 15 minutes prior to the meeting and closed at the posted meeting time. It is highly recommended that written testimony be submitted in addition to registering to provide oral testimony. Oral testimony will be limited to three (3) minutes per testifier.

If you need an auxiliary aid/service or other accommodation due to a disability, contact the Board Office at (808) 956-8213 or bor@hawaii.edu as soon as possible. If a response is received less than five (5) days in advance of the meeting, we will try to obtain the auxiliary aid/service or accommodation, but we will not guarantee that the request will be fulfilled. Upon request, this notice is available in alternate formats such as large print, Braille, or electronic copy.

Although remote oral testimony is being permitted, this is a regular meeting and not a remote meeting by interactive conference technology under Section 92-3.7, Hawai'i Revised Statutes (HRS). Therefore, the meeting will continue notwithstanding loss of audiovisual communication with remote testifiers or loss of the public broadcast of the meeting.

All written testimony submitted are public documents. Therefore, any testimony that is submitted orally or in writing, electronically or in person, for use in the public meeting process is public information and will be posted on the board's website.

IV. Agenda Items

A. Discussion and Potential Action on BOR Resolution Regarding Maunakea

1. 23-01 Resolution To Further Act on Items Relating to Maunakea Management and Repeal Regent Resolutions 19-03 and 21-02
2. Center for Maunakea Stewardship Management Overview August 3, 2023
3. May 30, 2022 Center for Maunakea Stewardship Letter to BLNR Chair Suzanne Case

B. Discussion of New Committee Structure, Duties and Functions

1. Board Self-Assessment Results for 2022-2023
2. Annual Review of Table of Duties for 2023-2024 Academic Year

C. Discussion and Possible Action on Amending Bylaws to Account for Updated Committee Responsibilities Under the New Committee Structure Approved at the July 20, 2023 Board of Regent's meeting and Relating to Nominations for Board Leadership Positions

D. Discussion of Committee Goals for 2023-2024

V. Adjournment

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DRAFT

DISCLAIMER – THE FOLLOWING ARE DRAFT MINUTES AND ARE SUBJECT TO FURTHER REVIEW AND CHANGE UPON APPROVAL BY THE COMMITTEE

MINUTES

BOARD OF REGENTS COMMITTEE ON PERSONNEL AFFAIRS AND BOARD GOVERNANCE MEETING

JUNE 1, 2023

I. CALL TO ORDER

Chair Moore called the meeting to order at 11:45 a.m. on Thursday, June 1, 2023, at the University of Hawai'i at Mānoa, Information Technology Building, 1st Floor Conference Room 105A/B, 2520 Correa Road, Honolulu, Hawai'i 96822, with regents participating from various locations.

Committee members in attendance: Chair Randy Moore; Regent Eugene Bal; Regent Laurie Tochiki; and Regent Ernest Wilson.

Committee members excused: Vice-Chair Alapaki Nahale-a.

Others in attendance: Regent William Haning; Regent Wayne Higaki; and Regent Laurel Loo (ex officio committee members); President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Academic Affairs Debora Halbert; VP for Legal Affairs/University General Counsel Carrie Okinaga; VP for Research and Innovation Vassilis Symros; VP for Information Technology/Chief Information Officer Garret Yoshimi; Interim VP for Community Colleges Della Teraoka; UH Hilo Chancellor Bonnie Irwin; UH West O'ahu Chancellor Maenette Benham; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Yvonne Lau; and others as noted.

II. APPROVAL OF MINUTES

Chair Moore inquired if there were any corrections to the minutes of the April 6, 2023, committee meeting which had been distributed. Hearing none, the minutes were approved.

III. PUBLIC COMMENT PERIOD

Board Secretary Lau announced that the Board Office did not receive any written testimony, and that no individuals signed up to provide oral testimony.

IV. AGENDA ITEMS

A. Board Self-Assessment

Chair Moore explained that Regents Policy (RP) 2.204 requires the board to conduct a self-study of its stewardship annually. He stated that the Board Office will be distributing

a self-assessment survey to all regents and that the results of this survey would be discussed at the next committee meeting.

Board Secretary Lau clarified that the self-assessment survey had already been distributed to regents for comment but stated that it would be sent out again to ensure that all regents received the document.

B. Discussion and Potential Action on Amending Bylaws to Account for Updated Committee Responsibilities Under the New Committee Structure Approved at the April 20, 2023, Board of Regents Meeting and Nomination for Board Leadership Positions

Chair Moore stated that a memo contained within the committee materials packet provided details about proposed bylaw amendments he drafted regarding committee duties and responsibilities under the new committee structure recently approved by the board. He briefly discussed the proposed changes to the bylaws; reviewed the principal duties of each of the five committees established under the new committee structure, as well as generic duties that would be applicable to all committees; and provided his thoughts on the roles and responsibilities of the Committee on Kuleana, noting that its specific duties were not itemized in the amended bylaws since it is an entirely new committee and was something that could be addressed at its first meeting. He also suggested two possible courses of action that could be taken with respect to the proposed bylaw amendments. The first option would be to work on finalizing any revisions to the proposed bylaw amendments at today's committee meeting and recommend board approval of this modified version at its next scheduled meeting. The second option would be to recommend board approval of the bylaw changes as currently drafted with the understanding that each of the committees would review their corresponding responsibilities and duties at their initial meeting, revise them as appropriate, and submit their revisions to board for approval.

Although he was in general agreement with the proposed bylaw changes, President Lassner suggested that improving the alignment of the new committee structure and committee responsibilities with the university's strategic plan would better serve the board and the administration. He also expressed his concerns about the distribution of research-related oversight among the new committees stating that his preference would be for all of these items to fall under the jurisdiction of a single committee. Chair Moore concurred with President Lassner's suggestions. He also opined that committees should adjust the way their business is conducted so that more time is spent on strategic issues and less time is spent on ministerial matters.

Regent Wilson remarked that he was in accord with the concept of enhancing the alignment between committee functions and the objectives of the strategic plan, stating that doing so would also make it easier for a committee to suggest any adjustments to areas of the strategic plan under its jurisdiction that it deemed to be appropriate. Chair Moore submitted that it might be helpful if language clarifying each committee's affiliation with a specific objective of the strategic plan was inserted into the bylaws.

Other regents offered their thoughts on improving the alignment of committee functions with the imperatives of the university's strategic plan and conveyed their desire for additional time to properly analyze and digest the proposed bylaw amendments.

Regent Bal requested clarification on the committee that would have assigned liaison responsibilities with the Maunakea Stewardship and Oversight Authority (MKSOA) since the MKSOA was not listed as an affiliate organization of the board in the memo concerning the bylaw amendments. Chair Moore replied that the Committee on Kuleana would serve as the liaison with the MKSOA given that one of the primary duties of this committee is to exercise oversight of the achievement of the university's stewardship objectives for Maunakea.

Regent Wilson moved to recommend board approval of the bylaw changes as currently drafted with the understanding that they would be subject to further changes based upon a review conducted by each of the standing committees in the coming academic year. The motion was seconded by Regent Bal and noting the excused absence of Vice-Chair Nahale-a, the motion carried with all members present voting in the affirmative.

Chair Moore remarked that he failed to mention the need to correct language within the bylaws concerning the nomination process for the selection of board leadership that was adopted at the board's April 20, 2023, meeting. While the amendment was intended to codify the process currently followed regarding the selection of a Board Chair and up to two Vice-Chairs, further review of the phrasing used has determined that the adopted amendment does not appear to accurately reflect current practice and could lead to possible violations of Chapter 92 of the Hawaii Revised Statutes, also known as the "Sunshine Law". As such, language that more accurately captured the current practice and was consistent with the Sunshine Law was included in the bylaw amendments that were just voted on. Chair Moore asked if committee members had any objections to including the aforementioned changes to the bylaws under the motion that was previously made and approved. No objections were raised.

C. Committee Annual Review

Chair Moore referenced the committee annual review matrix provided in the materials packet stating that it sets forth the goals and objectives for the committee, as well as the actions carried out by the committee throughout the year.

D. Update on President's Evaluation

Chair Moore reported that, under authority granted by the board to obtain proposals and contract for the provision of presidential evaluation services at its April 20, 2023, meeting, board leadership has engaged the services of the Association of Governing Boards (AGB) to conduct a comprehensive evaluation of the President of the University. He provided the rationale for the use of an outside consultant to conduct the evaluation, including the perceived neutrality of an external third-party; briefly spoke about the evaluation process that would be used by AGB, which will include approximately 50 interviews with both internal and external stakeholders; and discussed coordination that

will occur between AGB and the Board Office. The evaluation is expected to be completed by the end of August 2023 with a formal report being presented to the board at that time.

Regent Tochiki inquired as to whether students or groups affiliated with this constituency such as the Associated Students of the University of Hawai'i would be among those being interviewed by AGB. Chair Moore replied in the affirmative.

E. Discussion on RPs Regarding Regent Involvement in Hiring Decisions (RP 1.202, RP 2.202, RP 9.201)

Given that questions had been raised by the general public and regents about the board's involvement in the process for hiring a new Athletics Director for the University of Hawai'i at Mānoa (UHM), Chair Moore opined that a discussion on RPs regarding regent participation in certain hiring decisions was appropriate. He reviewed the three RPs that had a bearing on regents' involvement in the hiring process, as well as the rationale for these policies, highlighting that RP 1.202 specifically prohibits board members from serving on selection committees; RP 2.202 stipulates that the president serves as the Chief Executive Officer of the UHM campus and is responsible for the oversight of campus functions that report directly to the president, including the intercollegiate athletics program; and RP 9.202 establishes guidelines for the appointment of executive and managerial positions at the university, such as the Director of Athletics at UHM. In the case of the UHM Athletics Director, he emphasized that policies designate the president as the appointing authority and charge the president with making a recommendation for appointment to the board. As the approving authority, the board's responsibility lies solely in ensuring that the process leading up to the naming of an appointee adhered to all policy requirements and that the candidate meets all of the required qualifications for the position prior to approval of the appointment.

However, it was noted that the RPs are silent on the issue of whether candidate searches should be open, meaning that the names of applicants are publicly furnished prior to a recommendation for appointment being made, or closed. Chair Moore expounded upon the benefits and downsides of each search methodology stating that the vast majority of academic appointments utilize an open selection process while administrative appointments typically use a closed selection process.

Regent Higaki stated that he found the disparity between the use of open selection processes for academic appointments and closed selection processes for administrative appointments troubling and questioned whether this was a common practice among academic institutions. Chair Moore replied that, to the best of his knowledge, this was a normal course of action for many colleges and universities. President Lassner added that the selection process used to make an appointment is often determined by the nature of the position stating that colleges and universities across the country usually use an open search process for academic appointments such as deans; almost always used closed searches for an athletic director, noting that UHM has never held an open search for an athletic director; and that searches for administrative positions are generally closed. Searches for presidents and chancellors are done differently at different places and times, sometimes they are open and sometimes they are closed.

Regent Tochiki asked if it was made clear to the public that the search for a new Athletics Director at UHM utilized a closed selection process. President Lassner replied that it was his belief that the administration's use of a closed selection process for the UHM Athletics Director was adequately conveyed to the public although, in hindsight, it could have been stated more explicitly. He also stressed that regents acted completely appropriately and in full accordance with applicable policies in its rigorous review and questioning before approval of the appointment of the new UHM Athletics Director.

Additional discussions ensued on the use of open versus closed hiring selection processes with regents suggesting that the administration improve upon its efforts to publicly communicate the use of a specific selection methodology in future appointments, particularly when it involves a high-profile position.

V. ADJOURNMENT

There being no further business, Chair Moore adjourned the meeting at 12:30 p.m.

Respectfully Submitted,

Yvonne Lau
Executive Administrator and Secretary
of the Board of Regents

RESOLUTION**23-01****To Further Act on Items Relating to Maunakea
Management and Repeal of Regents Resolutions 19-03 and
21-02**

WHEREAS, the Board of Regents (“**Board**”) believes and acknowledges that Maunakea holds a special and important place in the history, culture, and hearts of the peoples of Native Hawaiian ancestry and all of Hawaii;

WHEREAS, Maunakea has become a symbol of Native Hawaiian self-determination;

WHEREAS, the Board, in response to past criticisms, has clarified its roles, duties, and responsibilities beginning with the adoption of the following: (a) *Mauna Kea Science Reserve Master Plan* (2000), updated by *Master Plan for the University of Hawai‘i Maunakea Lands: E Ō I Nā Leo (Listen to the Voices)* (2022); (b) *Mauna Kea Comprehensive Management Plan UH Management Areas* (2009), updated by *Comprehensive Management Plan 2022 Supplement: Management Actions Update* (2022); (c) *A Cultural Resources Management Plan for the University of Hawai‘i Management Areas on Mauna Kea* (2009); (d) *Natural Resources Management Plan for the UH Management Areas on Mauna Kea* (2009); (e) *Public Access Plan for the UH Management areas on Mauna Kea* (2010); and (f) *Decommissioning Plan for the Mauna Kea Observatories* (2010) (collectively, “**Management Plans**”);

WHEREAS, under said Management Plans, the Board was principally responsible to fulfill and to carry out all of the recommendations, obligations, and duties promulgated under said Management Plans;

WHEREAS, Act 255 Session Laws of Hawai‘i 2022 (“**Act 255**”), codified in part under Haw. Rev. Stats chapter 195H, establishes the Mauna Kea stewardship and oversight authority (“**MKSOA**”), with broad powers to oversee stewardship of Maunakea after a five-year transition period beginning July 1, 2023, during which the MKSOA shall jointly manage Maunakea lands with the University;

WHEREAS, Act 255 requires the transfer of real property agreements and permits related to astronomy facilities and support services on Maunakea, granted to the University by the Board of Land and Natural Resources (collectively, “**UH Entitlements**”), to the MKSOA on or before July 1, 2028;

WHEREAS, the Board takes its responsibility seriously and hereby reaffirms its commitment to follow through with the recommendations made in the Management Plans and UH Entitlements to better manage the impacts of the astronomy facilities and operations upon the natural environment, cultural resources, recreational resources, educational resources, and upon the broader community, until July 1, 2028, or earlier time as UH Entitlements are transferred to the MKSOA;

WHEREAS, the Board also realizes that the enactment of Act 255 has thrown into question, during the five-year transition period, the Management Plans, the UH Entitlements, and the authority of the University to pursue or comply with obligations set forth therein, including the pursuit of a new teaching telescope at Hale Pōhaku; and

RESOLUTION**23-01**

WHEREAS, because of the uncertainty created by Act 255, Resolutions 19-03 and 21-02 no longer provide clear guidance, and the University still needs to continue to perform all of its stewardship responsibilities notwithstanding the questions surrounding the MKSOA and how it will “jointly manage” Maunakea lands with the University.

NOW, THEREFORE, BE IT RESOLVED that Regents Resolutions 19-03 and 21-02 are hereby repealed.

NOW, THEREFORE, BE IT FURTHER RESOLVED that the University of Hawai‘i President David Lassner, University of Hawai‘i at Hilo Chancellor Bonnie Irwin, University of Hawai‘i Vice President for Research and Innovation Vassilis Syrmos, Maunakea Support Services, Institute for Astronomy, Center for Maunakea Stewardship (“**CMS**”), and any other necessary, related management or operation entity be directed to cause the following action items to be accomplished in the timeframes as specified herein below:

1. Provide progress updates to the Board every six months regarding progress made toward the accomplishment of action items set forth in this Board Resolution.
2. Two (2) observatory sites known as the Caltech Submillimeter Observatory (“**CSO**”) and Hōku Ke‘a Observatory (“**HKO**”) shall be decommissioned, assuming no permitting, weather, and access issues the target date for CSO and HKO decommissioning is no later than August 31, 2024. For purposes of this resolution, the term “decommissioning” shall mean the complete removal of all man-made structures at each respective site bringing each site as close as feasible to its natural state prior to construction.
3. To ensure the prompt availability of a teaching telescope for the University of Hawai‘i at Hilo Physics and Astronomy Program, a new educational telescope facility shall be established on already developed land at Hale Pōhaku, in coordination with MKSOA and the Department of Land and Natural Resources (“**DLNR**”) as contemplated in this resolution. The Board shall support the funding of the planning, design, and construction of the new educational facility.
4. In collaboration with CMS, the ‘Imiloa Astronomy Center shall continue to develop and implement educational programs regarding Maunakea, including but not limited to Native Hawaiian culture, history, environmental, and biological considerations designed for tour guides and drivers, employees, contractors, recreational users, scientists and observatory workers, and visitors, as required by the Management Plans, in coordination with MKSOA and DLNR as contemplated in this resolution.
5. In coordination with MKSOA, the Maunakea Observatories, and DLNR, on or by December 30, 2025, a determination will be made on the decommissioning of up to three (3) additional observatory sites based upon compliance with existing or future permits or governmental approvals. If decommissioning is still required, the three (3) observatory sites will be identified and reported to the Board by January 2026.
6. In implementing its obligations under the Management Plans and UH Entitlements to the extent still allowable under Act 255, the University will seek the MKSOA’s input; provided that, the University will make final decisions on such matters until such time as the UH Entitlements are transferred and assigned to the MKSOA on or before July 1, 2028, whichever occurs sooner.

RESOLUTION**23-01**

7. Enter into an agreement with MKSOA, such as a memorandum of understanding, which outlines how the University and MKSOA will jointly manage during the transition by agreeing to general parameters that set forth clear expectations for the University and MKSOA. The agreement should address, among other things (a) when and how the University should seek MKSOA’s input as it relates to the University’s obligations to implement and enforce Haw. Admin. Rules chapter 20-26, (b) how the University and MKSOA will cooperatively implement the terms and conditions of the UH Entitlements, and (c) operationalize the terms “jointly manage” and “day-to-day operations” as those terms are used in Act 255. Failure to enter into such agreement shall not prevent the University from meeting its obligations, for example, under UH Entitlements or other existing legal obligations.

Adopted by the Board of Regents
University of Hawai‘i
July __, 2023

University of Hawai‘i Board of Regents
R E S O L U T I O N

19-03

To Act on Items Relating to Maunakea Management

WHEREAS, the Board of Regents believes and acknowledges that Maunakea holds a special and important place in the history, culture, and hearts of the peoples of Native Hawaiian ancestry and all of Hawaii; and

WHEREAS, Maunakea has become a symbol of Native Hawaiian self-determination; and

WHEREAS, the Board of Regents recognizes that the University of Hawai‘i (“University”) has been criticized for past and present management of Maunakea; and

WHEREAS, the Board of Regents realizes that any mismanagement of Maunakea is hurtful and disrespectful to the sanctity and inviolability of this place to Native Hawaiians and others; and

WHEREAS, the Board of Regents in response to past criticisms, has clarified its roles, duties, and responsibilities beginning with the adoption of the Mauna Kea Science Reserve Master Plan (2000), Mauna Kea Comprehensive Management Plan UH Management Areas (2009), A Cultural Resources Management Plan for the University of Hawai‘i Management Areas on Mauna Kea (2009), Natural Resources Management Plan for the UH Management Areas on Mauna Kea (2009), Public Access Plan for the UH Management areas on Mauna Kea (2010), and Decommissioning Plan for the Mauna Kea Observatories (2010) (collectively hereinafter referred to as “Management Plans”); and

WHEREAS, under said Management Plans, the Board of Regents was principally responsible to fulfill and to carry out all of the recommendations, obligations, and duties promulgated under said Management Plans; and

WHEREAS, the Board of Regents takes its responsibility seriously and hereby affirms its commitment to follow through with the recommendations made in the Management Plans to better manage the impacts of the astronomy facilities and operations upon the natural environment, cultural resources, recreational resources, educational resources, and upon the broader community; and

WHEREAS, the Board of Regents has determined that there remain unmet responsibilities and ongoing compliance issues that have delayed completion of certain recommendations and requirements under the Management Plans; and

WHEREAS, THE Board of Regents therefore desires to remove any delays in compliance and to complete ongoing responsibilities in an accelerated and expeditious manner.

NOW, THEREFORE, BE IT RESOLVED that University of Hawai‘i President David Lassner, University of Hawai‘i at Hilo Chancellor Bonnie Irwin, University of Hawai‘i Vice President for Research and Innovation Vassilis Syrmos, Maunakea Support Services (MKSS), Institute for Astronomy (IfA), Office of Maunakea Management (OMKM), and any other necessary, related management or operation entity be directed to cause the following action items to be accomplished in the timeframes as specified herein below:

1. Two (2) observatory sites known as the Caltech Submillimeter Observatory and Hokuksa site shall be decommissioned no later than December 31, 2021. For purposes of this resolution, the

term “decommissioning” shall mean the complete removal of all man-made structures at each respective site bringing each site to as close as feasible to its natural state prior to construction. These will be the first two of five observatories to be decommissioned.

2. A schedule of decommissioning of these two sites will be laid out on a Gantt chart or other similar visual schedule for each of the above sites indicating function and timeframe for each major step in the decommissioning process to achieve completion on or by December 31, 2021. The schedule for decommissioning shall be presented to the Board of Regents on or before its February 2020 meeting.
3. A new educational telescope facility for the University of Hawai‘i at Hilo shall be established on already developed land at Hale Pohaku or elsewhere, as soon as can be permitted, with a target date no later than December 31, 2021, to ensure the prompt availability of a teaching telescope. The Board of Regents shall support the funding of the planning, design, and construction of the new educational facility.
4. On or by December 30, 2025, a determination will be made on the decommissioning of three (3) additional observatory sites based upon compliance with existing or future permits or governmental approvals. If decommissioning is required, the three (3) observatory sites will be identified and reported to the Board of Regents by January 2026.
5. In collaboration with OMKM and MKSS, the ‘Imiloa Astronomy Center shall develop a suite of educational programs regarding Maunakea including but not limited to Native Hawaiian culture, history, environmental, and biological considerations designed for tour guides and drivers, employees, contractors, recreational users, scientists and observatory workers, and visitors, as required by the Management Plans, by August 31, 2020. OMKM shall report to the Board of Regents on its plans and progress to implement said educational programs at its February 2020 meeting. Administration shall make a budget request during the 2020 legislative session to fund this action item.
6. Administration shall make a CIP request during the 2020 legislative session for monies to plan, design, and construct an educational center at Hale Pohaku and/or another appropriate site on Maunakea that will educate visitors on cultural, environmental, and astronomy related topics relating to Maunakea.
7. The Maunakea Master Plan update will accommodate uses by Native Hawaiian cultural practitioners.
8. Following consultation with the Maunakea Management Board, Kahu Kū Mauna, ‘Imiloa Astronomy Center, existing Maunakea Observatories, and other community stakeholders, a reorganization and restructuring plan shall be presented to the Board of Regents as to all advisory, operating, and funding bodies involved in the management of Maunakea by April 2020. The purpose of the plan is to improve operations and management and make it more efficient, effective, and transparent. The analysis will include consultation with the Maunakea Management Board, Kahu Kū Mauna, and appropriate members of the Hawaii Island community. The reorganization and restructuring plan shall be embodied into a governance document that is approved by the Board of Regents.

University of Hawai‘i Board of Regents
R E S O L U T I O N

19-03

9. As part of the reorganization and restructuring plan, an in-depth analysis will be done to determine whether the management of the Maunakea Science Reserve would be better served if transferred to a governmental authority or other third party entity, or through alternate management mechanisms (e.g., conservation easement agreement, etc.). The analysis will include consultation with the Maunakea Management Board, Kahu Kū Mauna, and appropriate members of the Hawaii Island community. The results of this analysis, including input from the Maunakea Management Board, Kahu Kū Mauna, ‘Imiloa Astronomy Center, existing Maunakea Observatories, and other community stakeholders, will be presented to the Board of Regents by April 2020.
10. The University will cooperate with the Department of Hawaiian Home Lands (DHHL) to resolve any outstanding issues relating to the roadway infrastructure on Maunakea and will seek opportunities to assist DHHL in its efforts to fulfill its trust duties and responsibilities on the use of its Maunakea lands.
11. As permitted by law, the University should pursue a partnership with an appropriate agency or organization whose primary beneficiary is the Native Hawaiian community, to operate commercial shuttles and tours on Maunakea.

Adopted by the Board of Regents
University of Hawai‘i
November 6, 2019

University of Hawai‘i Board of Regents
R E S O L U T I O N

21-02

To Further Act on Items Relating to Maunakea Management and Amend Board of Regents Resolution 19-03

WHEREAS, at a special meeting on November 6, 2019, the Board of Regents (“Board”) adopted Resolution 19-03, *To Act on Items Relating to Maunakea Management*, which directed University Administration to accomplish certain actions with specified timeframes, including the decommissioning of five (5) observatories; engaging in community outreach; developing historical, environmental, and cultural education programs; incorporating uses by Native Hawaiian cultural practitioners within the Maunakea Master Plan update; working with the Department of Hawaiian Home Lands to improve infrastructure and access to Maunakea; and improving the University of Hawaii’s (“University”) management function, structure, and operations;

WHEREAS, the Board appointed a permitted interaction group to review and investigate proposed changes to the Maunakea Master Plan and Comprehensive Management Plan (collectively, “Plans”), to follow up on the requested actions in Board Resolution 19-03 and identify any other critical issues pertaining to the Plans, and make related findings and recommendations to the Board;

WHEREAS, the Board concurs with the findings and recommendations of the permitted interaction group, and formally expresses and reiterates the University’s commitment to accelerated efforts to strengthen its cultural stewardship of Maunakea, to astronomy as a cornerstone of excellence for the University and a significant contributor to the island and state economies and workforce, to maintaining high quality environmental stewardship of Maunakea, and to advocate for a management structure that is inclusive, efficient, and protective of all resources on Maunakea; and

WHEREAS, the Board recognizes that the University’s proper stewardship of Maunakea is a long-term, complex, and challenging process, having its own timeframe, due in part, to anticipated and unanticipated factors outside of the University’s control; and

WHEREAS, the Board remains firmly committed to accomplish the completion of all outstanding actions set forth in Board Resolution 19-03 at the earliest possible date.

NOW, THEREFORE, BE IT RESOLVED that Administration be directed to take the following actions:

1. Provide progress updates to the Board every six months regarding:
 - a. Progress made towards accomplishment of action items set forth in Board Resolution 19-03
 - b. The restructuring plan adopted by the Board in August 2020
2. At a future 2021 Board meeting, provide a comprehensive presentation on astronomy in the State as well as on Maunakea, and related academic programs, to be followed by a Board discussion on the role of the University in astronomy in Hawaii and the world.

NOW, THEREFORE, BE IT FURTHER RESOLVED that the timelines for action specified in Board Resolution 19-03 are amended as follows:

University of Hawai‘i Board of Regents
R E S O L U T I O N

21-02

1. Two (2) observatory sites known as the Caltech Submillimeter Observatory (CSO) and Hōku Ke‘a Observatory (HKO) shall be decommissioned; assuming no permitting, weather, and access issues the target date for CSO decommissioning is no later than April 30, 2023, and HKO no later than August 31, 2024. For purposes of this resolution, the term “decommissioning” shall mean the complete removal of all man-made structures at each respective site bringing each site to as close as feasible to its natural state prior to construction.
2. To ensure the prompt availability of a teaching telescope for the University of Hawai‘i at Hilo Physics and Astronomy Program, a new educational telescope facility shall be established on already developed land at Hale Pōhaku or elsewhere with a target date for permitting, assuming no legal issues, no later than May 30, 2024, and the project being awarded for construction, subject to funding, no later than November 30, 2024. The Board of Regents shall support the funding of the planning, design, and construction of the new educational facility.
3. In collaboration with the Center for Maunakea Stewardship, the ‘Imiloa Astronomy Center shall develop and implement a suite of educational programs regarding Maunakea including but not limited to Native Hawaiian culture, history, environmental, and biological considerations designed for tour guides and drivers, employees, contractors, recreational users, scientists and observatory workers, and visitors, as required by the Management Plans, by September 30, 2021, with implementation targeted to commence no later than December 31, 2021.

Adopted by the Board of Regents
University of Hawai‘i
May 20, 2021

UH BOARD OF REGENTS GOVERNANCE COMMITTEE

Center for Maunakea Stewardship Management Overview August 3, 2023



MKSOA

MKSOA MEMBERS

JOHN KOMEIJI (Business)**
Chairperson

DAWN CHANG (LAURA KAAKUA), BLNR
MITCH ROTH (DOUG ADAMS), COH
BEN KUDO, BOR
KAMANAMAICALANI BEAMER (Land Mgt)*
PAUL HORNER (Senate Appointee)**
KALEHUA KRUG (Education)*
LANAKILA MANGAUIL (Cultural Practitioner)*
NOE NOEWONG-WILSON (House Appointee)**
RICH MATSUDA (Astronomy Rep)**
POMAIKALANI BERTELMANN (Lineal Descendant)*
BONNIE IRWIN (UHH Chancellor; non-voting)

WESLEY MACHIDA, Interim Exec Dir (December 2023)

*Term ends 2024

**Term ends 2025

- ❖ Act 255 - July 1, 2023 MKSOA became an official State agency attached to DLNR
- ❖ Five-year transition period: July 1, 2028
- ❖ Current State:
 - ✓ Volunteer Board
 - ✓ Six (6) approved positions
 - ✓ Recruitment in process
 - ✓ Interim admin support from UHH
 - ✓ \$14M appropriation for each of the next two FYs
- ❖ Consultants retention permitted interaction group (Adams)
- ❖ Decommissioning permitted interaction group (Horner)

MKSOA POWERS AND DUTIES: POST TRANSITION

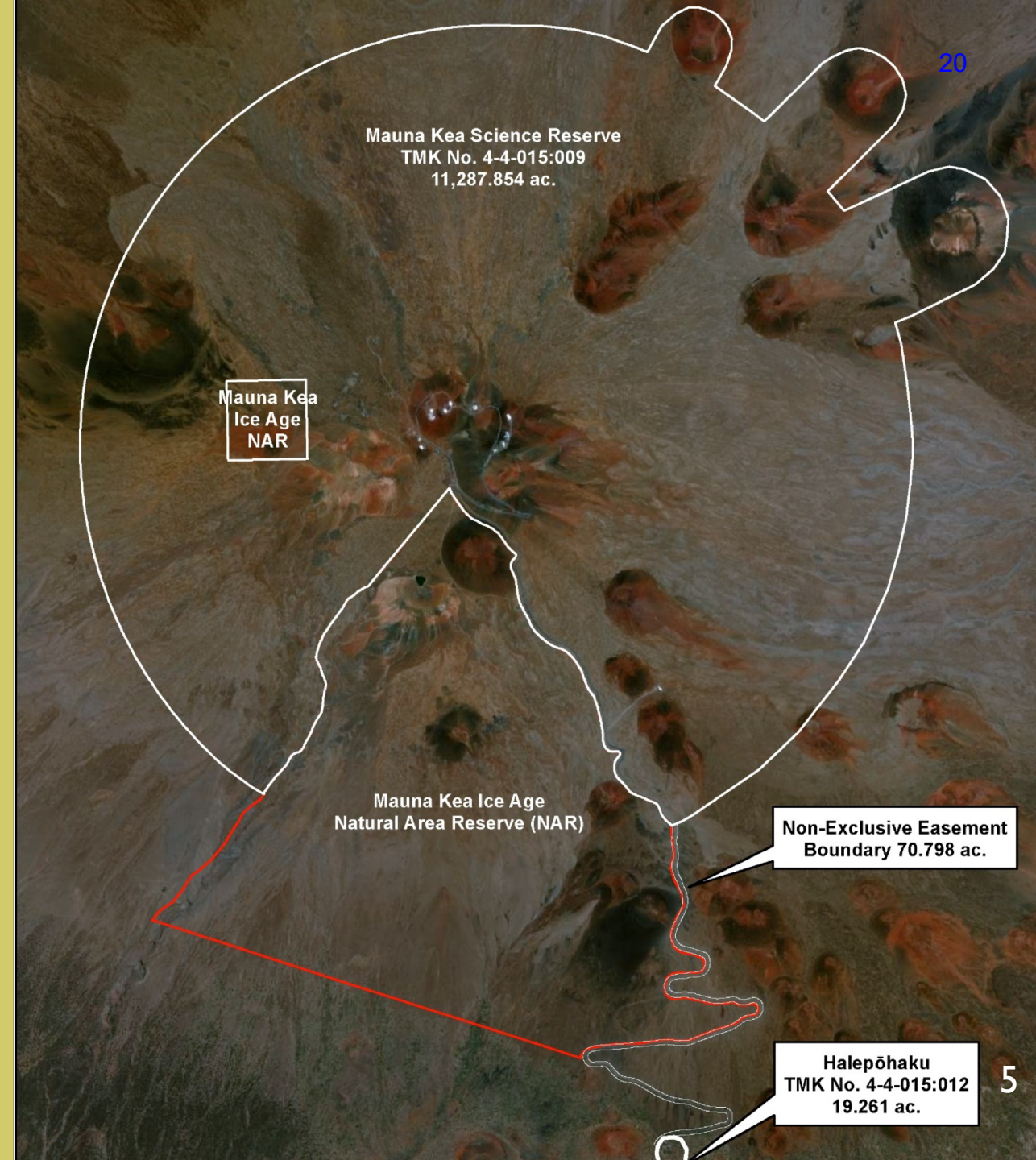
§ -7 Authority after transition period. (a) Following the end of the transition period pursuant to section —6, ***the department of land and natural resources, University of Hawaii, and all other departments and agencies of the State shall be subject to the oversight of the authority with regard to the control and management of Mauna Kea lands.***

MKSOA POWERS AND DUTIES: POST TRANSITION

(b) Notwithstanding any law to the contrary, ***all powers and duties of the board of land and natural resources pursuant to chapter 171, and the land use commission pursuant to chapter 205, concerning permits, dispositions, land use approvals, and any other approvals pertaining to the Mauna Kea lands are transferred to the authority*** upon the expiration of the transition period;

UH MANAGED LANDS

- ❖ General Lease No. S-5529 (Hale Pōhaku Mid-Level Facilities; 19.261 acres)
- ❖ General Lease No. S-4191 (Mauna Kea Scientific Reserve: 13,321.054 acres)
- ❖ Grant of Easement No. 4697 (Roadway easement from Hale Pōhaku Mid-Level Facilities to the Summit of Mauna Kea; 70.798 acres)

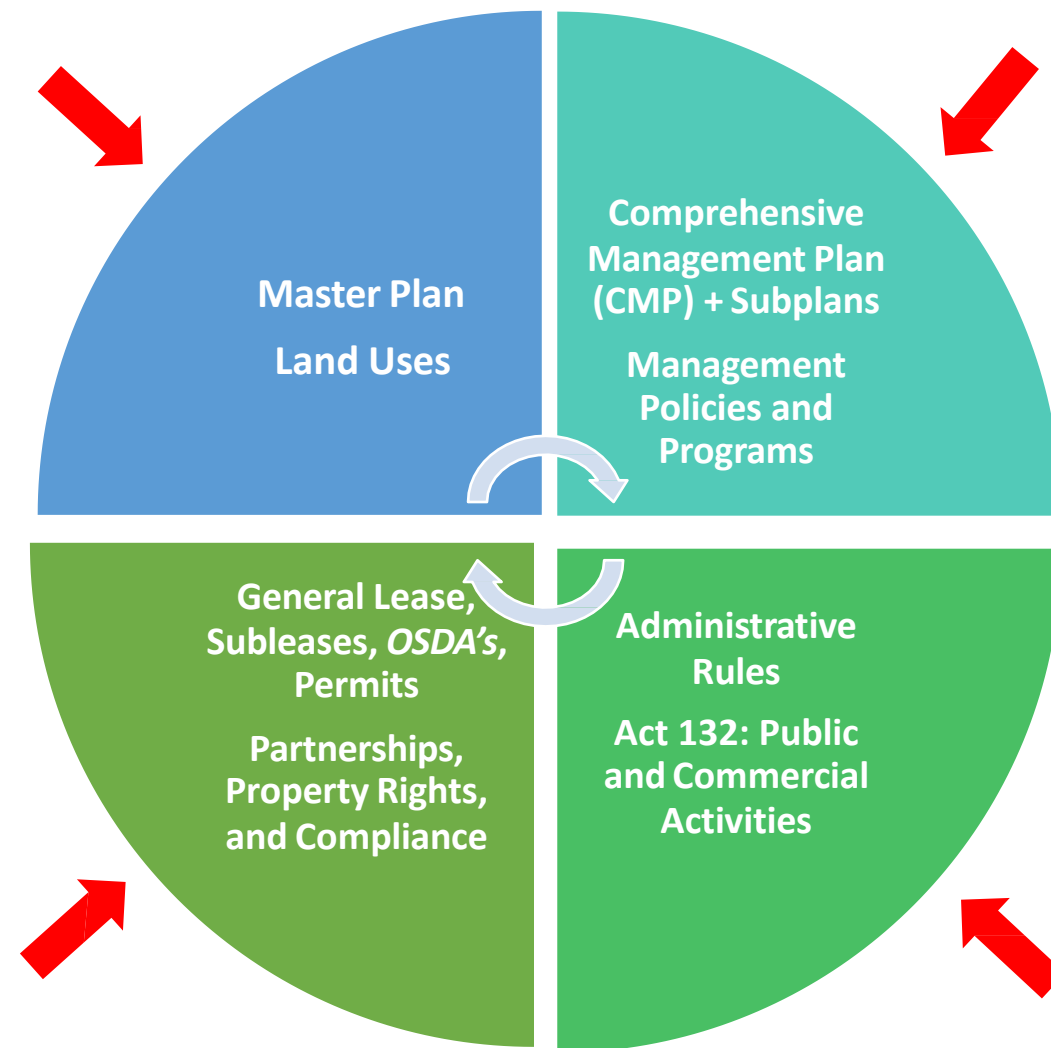


Maunakea Management

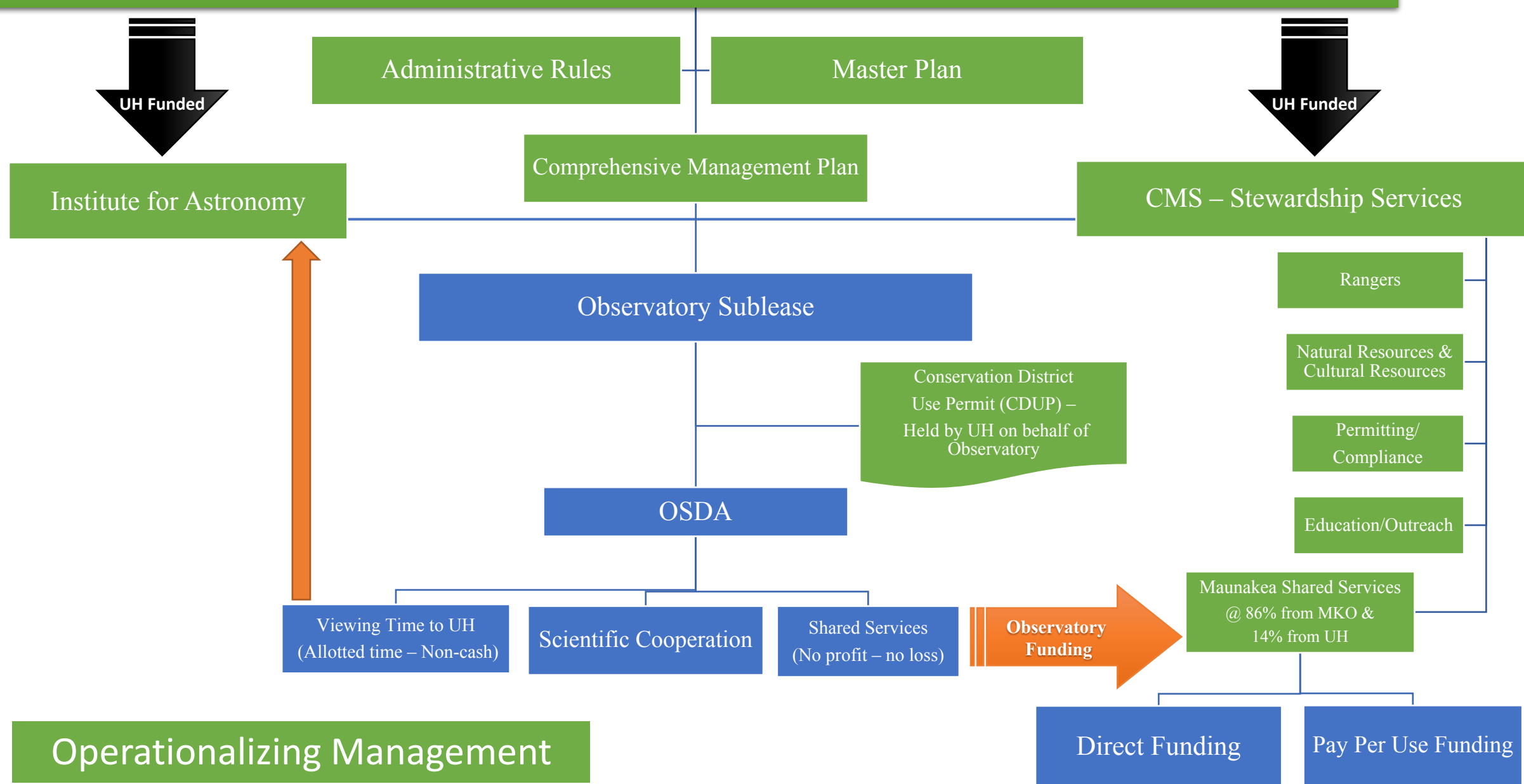


Key Considerations:

- Culturally sensitive lands
- Diverse public uses
- Conservation district requirements
- Astronomy as State policy
- **Act 255 requirements**

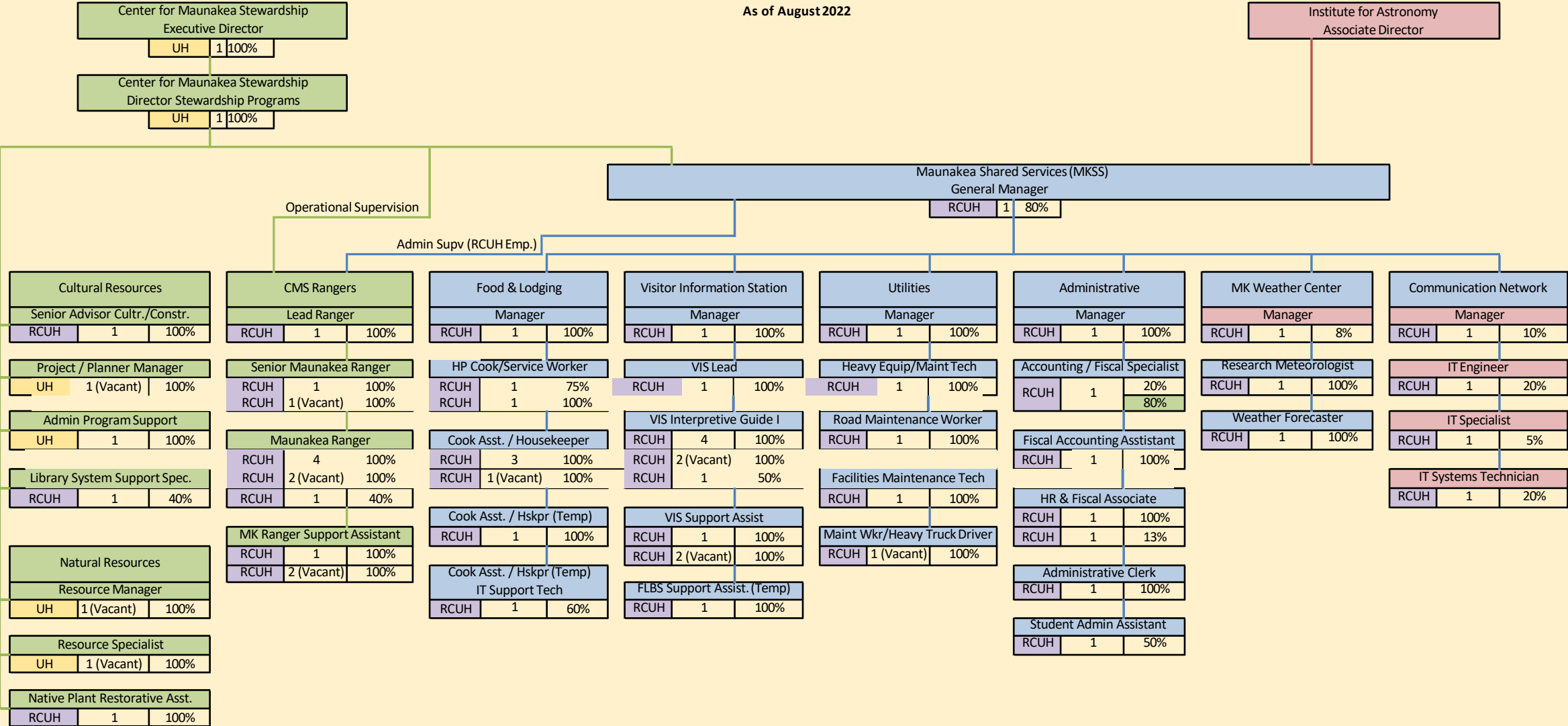


University of Hawaii - General Lease with DLNR



CENTER FOR MAUNAKEA STEWARDSHIP ORGANIZATIONAL CHART

As of August 2022



MKSS employees are RCUH employees



Example:

Job Title		
Funding	# of Pos.	FTE

MKSS Services						
	FY18	FY19*	FY20*	FY21*	FY22*	FY23 ¹
# of Times Road Graded	104	104	72	78	96	91
HP Overnights	9,792	9,446 ²	7,624	3,315	4,136	5,730
Hrs of Snow Removal		91.5	431	271	297	1,199
Summit Meals	6,636	4,347	2,799	2,252	3,048	3,794
HP Meals Served	47,676	37,086	38,315	17,563	28,251	26,988
Summit Water (gal)	300,000	270,000	227,500	215,000	195,000	260,000
HP Water (gal)	1,380,000	1,000,000	592,500	335,000	690,000	1,020,000
Gasoline (gal)	33,504	32,673	31,245	21,178	25,961	28,200
Bookstore Sales (net)	\$884,006	\$609,000	\$38,131	\$60,082	\$635,911	\$971,776

- Operations affected by road closure and COVID-19 pandemic
- ¹Estimated final numbers compiled before end of FY
- ² Includes overnights by law enforcement agencies during road closure

CMS FY 2024 OPERATING FORECASTS

FY2024 Budget Maunakea Shared Services (MKSS) and Center for Maunakea Stewardship (CMS)

	<u>Separate Financial Statements</u>		<u>Adjustments*</u>	<u>Total Combined</u>
	<u>CMS**</u>	<u>MKSS***</u>		
Revenues:				
UH Funding, Research Training and Revolving Funds (RTRF), and Tuition Special Funds	1,758,000			1,758,000
Observatory Payments		2,964,888		2,964,888
Stewardship Payments		309,182	-309,182	0
Institute for Astronomy Payments		87,500		87,500
FLBS		1,725,700		1,725,700
Commercial Activity Fees	170,000			170,000
MKO Stewardship Fees (TMT Rent)	990,000			990,000
Other	3,000	10,587		13,587
Total	2,921,000	5,097,857	-309,182	7,709,675
Expenses:				
Compensation and Benefits	773,341	2,976,713		3,750,054
Ranger Program	1,165,438			1,165,438
Cultural / Natural Resource Mgmt	170,000			170,000
Utilities		628,610		628,610
Ceded Lands Payments (Pmts to OHA)	232,000			232,000
Repairs and Maintenance	10,000	717,050		727,050
Overhead Charge		150,341		150,341
Research Management	40,000			40,000
Shared Services Payments	309,182		-309,182	0
Cost of Goods Sold		1,122,537		1,122,537
Other	66,851	1,016,732		1,083,583
Internal Transfer		-1,117,491		-1,117,491
Total	2,766,812	5,494,492	-309,182	7,952,122
Revenues in excess (deficit) of exp.	154,188	-396,635	0	-242,447

* Adjustments related to payments made to MKSS by CMS.

** Initial forecast for FY24 for CMS. Amounts could change throughout year.

*** Per budget approved by Maunakea Oversight Committee 6/22/23. Amounts could change throughout year.

JOINT MANAGEMENT DURING TRANSITION

§ -3 Mauna Kea stewardship and oversight authority; established. (a) There is established the Mauna Kea stewardship and oversight authority, which shall be a body corporate and a public instrumentality of the State for the purpose of implementing this chapter. ***The authority shall serve jointly with the University of Hawaii in fulfilling the obligations and duties under the state lease for a period of five years as established in section -6.***

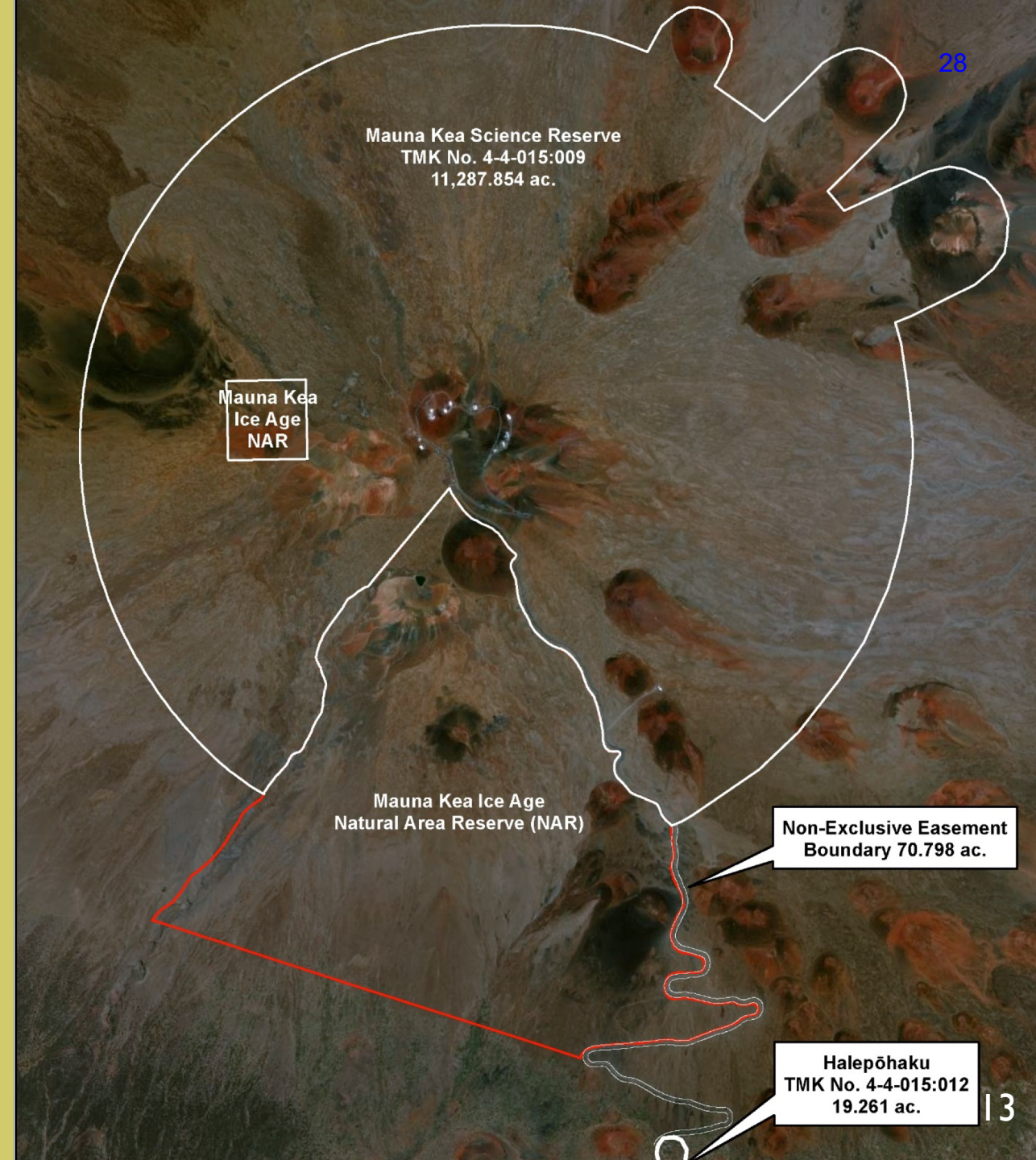
JOINT MANAGEMENT DURING TRANSITION

§ ~6 Transition; management plan. (a) The authority shall have a transition period of five years beginning July 1, 2023; provided that all of the initial members have been confirmed by the senate. ***During the transition period, the authority shall jointly manage Mauna Kea lands with the University of Hawaii; provided that the authority's day-to-day operations shall be carried out by the center of Mauna Kea stewardship for the transition period*** established in this subsection.

WHAT DOES THIS MEAN IN PRACTICAL TERMS?

UH ENTITLEMENTS

- ❖ General Lease No. S-5529 (Hale Pōhaku Mid-Level Facilities; 19.261 acres)
- ❖ General Lease No. S-4191 (Mauna Kea Scientific Reserve: 13,321.054 acres)
- ❖ Grant of Easement No. 4697 (Roadway easement from Hale Pōhaku Mid-Level Facilities to the Summit of Mauna Kea; 70.798 acres)
- ❖ 18 CDUP's (301 Conditions)
- ❖ 20+ Other permits and approvals
- ❖ 23 Environmental Reviews with associated conditions
- ❖ Detailed inventory of leases and permits outlined in letter to Chair Chang included in your meeting materials



Joint Management: Major Current and Upcoming Projects

29

Project	Cost Center	Planned for	Estimated Cost
UST Removal & New storage/dispensing station.	Facilities (Compliance)	July 2028 (Hard deadline)	~\$1.0 – \$2.0M
Paint Dorm B	Facilities	FY24	\$70k
HP LED Lighting Project	Facilities	FY24	\$55k
Diesel Boiler & water heater Replacement	Facilities	FY25-26	\$200k
Vehicle Replacement: VIS/F&L, Utilities, Admin	VIS/F&L, Utilities, Admin	FY24/25	~\$120 - \$140k
New Snow Blower	Facilities	FY24	\$270 - \$300k
New Grader	Road/Snow	FY-26-28	~ \$700k
Ice Detectors	Road/Snow	FY24	~\$50k
RFID Counter	Facilities	FY24	~\$10k
Summit Road Upper 5mi Resurfacing	Facilities	FY26-28	~\$5M
Summit Road Improvement & Erosion Control	Facilities	FY28-30	~\$25M +
Repeaters Transfer (Hōkū Kea to Summit Lunch)	USGS/HCCD	FY24	
UHH Education Telescope @ Hale Pōhaku	UHH	?	~\$1M

BIG

Q

How would a
“guns allowed”
sign at a shop/
establishment affect
your patronage?

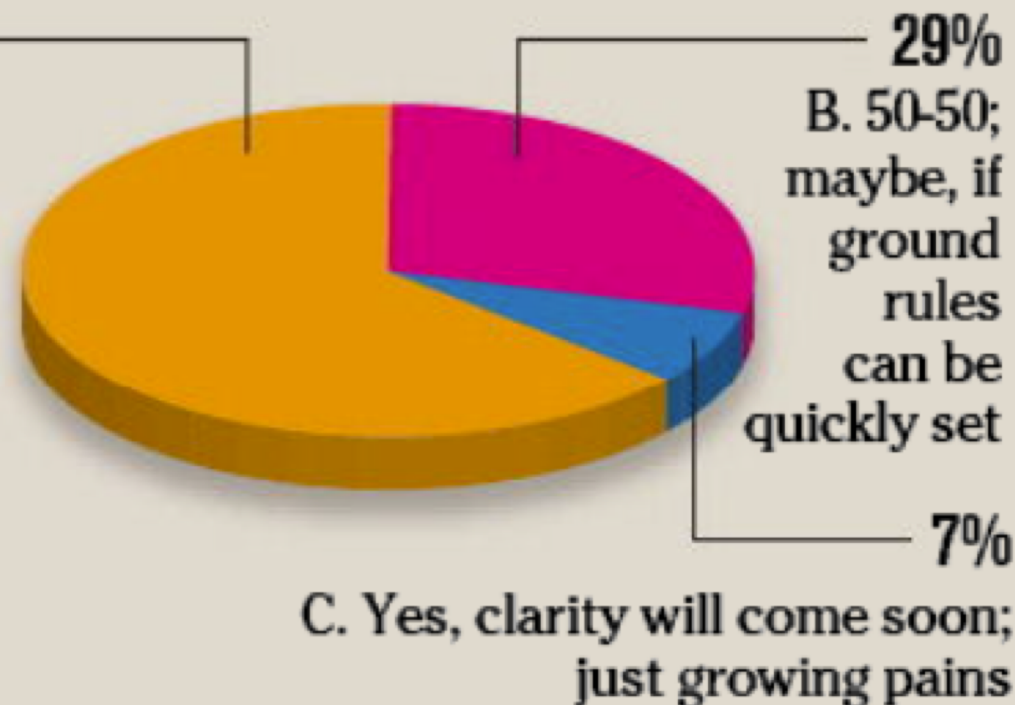
- A. Negatively; I'd likely stay away
- B. Positively; be even more inclined to enter
- C. Depends; not thrilled but not deal-breaker

MONDAY'S BIG Q:

Will the new Mauna Kea authority be up and running with clarity by year's end?

64%

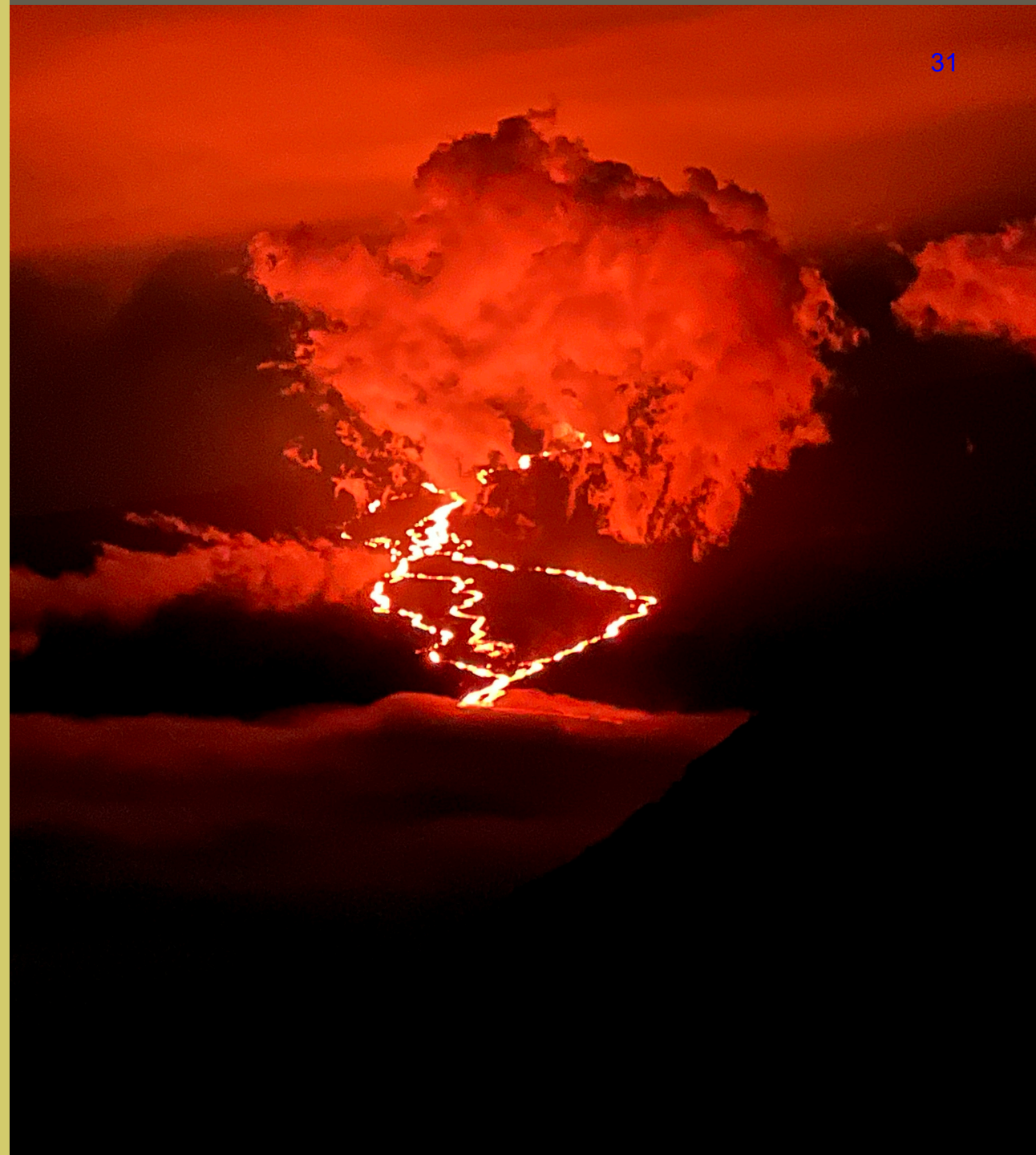
A. No way, it's in a years-long overlap mess with UH



Total votes as of 6 p.m. Monday: 420

Vote by 6 p.m. today on our website at staradvertiser.com. Results will run in tomorrow's edition and online. This is not a scientific poll; results reflect the opinions of only those voting.

E HOLOMUA KĀKOU





May 30, 2022

Suzanne Case
Chairperson
Board of Land and Natural Resources
Kalanimoku Building
1151 Punchbowl Street
Honolulu, Hawai'i 96813

SENT VIA EMAIL & US MAIL

Dear Chairperson Case:

This letter proposes the University's orderly withdrawal from permits and agreements that the Mauna Kea Stewardship and Oversight Authority ("**MKSOA**") will assume under HB2024 HD1 SD2 CD1 ("**CD1**"), should that measure become law. Our proposal strives for consistency with state law and CD1. These actions must start as soon as the bill is enacted to ensure a smooth transition to the MKSOA, which is established on July 1, 2022, and has the authority to act through its board starting July 1, 2023.

A. UNIVERSITY AGREEMENTS, PERMITS, AND ASSETS AFFECTED BY CD1

1. Real Property Agreements Granted to the University by BLNR ("**UH Real Property Agreements**"):
 - General Lease No. S-5529 (Hale Pōhaku Mid-Level Facilities). Approximately 19.261 acres. Entered into on September 21, 1999, and expires on February 27, 2041.
 - General Lease No. S-4191 (Mauna Kea Scientific Reserve). Approximately 13,321.054 acres. Entered into on June 21, 1968, and expires on December 31, 2033. Amended by the Partial Withdrawal of approximately 2,033.2 acres for the Mauna Kea Ice Age Natural Area Reserve on March 23, 1998.
 - Grant of Easement No. 4697 (Roadway easement from Hale Pōhaku Mid-Level Facilities to the Summit of Mauna Kea). Approximately 70.798 acres. Entered into on September 8, 1981, and expires on December 31, 2033.
2. Nine (9) Subleases granted by the University to Mauna Kea observatories ("**MKO**") and consented to by BLNR, under General Lease No. S-4191 ("**MKO Subleases**"):¹

¹ The United Kingdom Infrared Telescope ("**UKIRT**") and James Clark Maxwell Telescope ("**JCMT**") subleases were terminated and improvements thereon transferred to the University on October 31, 2014 and February 28, 2015, respectively.

- Canada-France-Hawai'i Telescope ("**CFHT**"), 1975-Dec-18, Canada-France-Hawai'i Telescope Corporation
 - Caltech Submillimeter Observatory ("**CSO**"), 1983-Dec-20, California Institute of Technology Corporation
 - Gemini North ("**Gemini**"), 1994-Sep-26, National Science Foundation
 - Subaru Telescope ("**Subaru**"), 1992-Jun-05, National Astronomical Observatory of Japan
 - Smithsonian Submillimeter Array ("**SMA**"), 1995-May-15, Smithsonian Astrophysical Observatory
 - Thirty Meter Telescope ("**TMT**"), 2014-Jul-28, TMT International Observatory LLC
 - NASA Infrared Telescope Facility ("**IRTF**"), 1974-Nov-29, National Aeronautics and Space Administration
 - Very Long Base Array ("**VLBA**"), 1990-Sep-28, Associated Universities, Inc.
 - W. M. Keck Observatory ("**Keck**"), 1985-Oct-30, California Institute of Technology Corporation
3. Eighteen (18) Conservation District Use Permits ("**CDUP**") granted to the University by BLNR and posted on the department's website at <https://dlnr.hawaii.gov/occl/maunakea-management>:

CDUPs related to Improvements Owned by Private Entities ("**MKO CDUPs**").

- CFHT, 1974-May-24, CDUP 0527
- CSO, 1982-Nov-17, CDUP 1492
- Gemini, 1994-Apr-12, CDUP 2691
- Subaru, 1991-Sep-27, CDUP 2462
- SMA, 1994-Nov-18, CDUP 2728
- TMT, 2017-Sep-28, CDUP 3568
- IRTF, 1975-Aug-29, CDUP 0653²
- VLBA, 1989-Jan-13, CDUP 2174
- Keck I (includes temporary use of concrete batch plant and expansion of Hale Pōhaku), 1984-Aug-24, CDUP 1646
- Keck II, 1992-Apr-10, CDUP 2509

² CDUP 0653 was granted for both IRTF and UKIRT; the University will seek partial release from this permit to the extent that UKIRT is owned by the University and IRTF is privately owned.

CDUPs related to Mauna Kea Access Road and Improvements Owned by the University (“UH CDUPs”).

- Air Force Telescope, Planetary Patrol Telescope, 2.2-Meter Telescope (“UH 88”), 1977-Sep-9, CDUP 0954³
- JCMT, 1983-Feb-25, CDUP 1515
- UKIRT, 1975-Aug-29, CDUP 0653⁴
- UKIRT dormitory at Hale Pōhaku, 1976-May-14, CDUP 0781
- Hale Pōhaku Mid-Level Facilities and Visitor Center (“Mid-Level Facilities”), 1982-Apr-23, CDUP 1430
- Hale Pōhaku dormitories, 1977-May-13, CDUP 0895
- Hale Pōhaku subdivision and construction workers camp, 1986-Feb-14, CDUP 1819
- Infrastructure Improvements to Maunakea Visitor Center, 2018-Jun-8, CDUP 3812
- Mauna Kea Access Road, 1974-Jun-14, CDUP 0537

In addition to the above, the University also holds over 20 permits and approvals issued under Hawai‘i Administrative Rules (“HAR”) chapter 13-5 for uses within the conservation district. Many of the conditions of approval imposed under these permits and approvals are ongoing commitments under the 2009 Mauna Kea Comprehensive Management Plan (“CMP”).

4. Improvements Owned by the University (“UH Assets”)

- UH 88, 2.2-meter (88-inch) telescope
- JCMT, 15-meter telescope
- UKIRT, 3.8-meter telescope
- Mid-Level Facilities
- University-owned conduit and fiber optic network (“UH Network”)

B. APPLICABLE PROVISIONS OF CD1

1. Part II, Section 7 of CD1, provides the following:

- On “July 1, 2028, all rights, powers, functions, and duties of the University of Hawai‘i relating to the powers and responsibilities granted to the Mauna Kea

³ The Planetary Patrol telescope is no longer on Mauna Kea; it was dismantled in the 1990s to make room for the Gemini North telescope. Hōkū Ke‘a site was built by the U.S. Air Force in 1970 and was one of the first observatories on Mauna Kea before it was given to the University of Hawai‘i at Hilo; it is currently being decommissioned.

⁴ See n.2, *supra*.

stewardship and oversight authority...are transferred to the Mauna Kea stewardship and oversight authority.”

- University leases “shall remain in full force and effect until its expiration unless otherwise specifically amended pursuant to an agreement by the Mauna Kea stewardship and oversight authority and the University of Hawaii.”
- Regarding both the University leases and the CDUPs, on July 1, 2028, “the University of Hawaii shall be released from any and all obligations under the state lease...and any conservation district use application permits appertaining thereto, unless otherwise specifically agreed upon pursuant to an agreement by the Mauna Kea stewardship and oversight authority and the University of Hawaii[.]”⁵

C. UNIVERSITY RELEASE FROM UH REAL PROPERTY AGREEMENTS AND MKO CDUPS

Consistent with CD1, the University will seek BLNR’s assignment, transfer, and release from UH Real Property Agreements and MKO CDUPs. However, the University will retain its ownership, permits, and real property interests related to UH CDUPs and UH Assets.

1. Assignment, Transfer, and Release from UH Real Property Agreements and MKO Subleases

The release of the University from UH Real Property Agreements can be accomplished by an assignment and transfer of those interests to MKSOA and a release from the University’s obligations by BLNR. Under Hawai’i Revised Statutes (“HRS”) § 171-36(a)(5), “assignment and transfer of a lease or unit thereof may be made” with the approval of BLNR, which is consistent with Covenant No. 5 of General Lease S-4191, Covenant No. 12 of General Lease S-5529, and Covenant No. 6 of Grant of Easement No. 4697, each providing the same.

CD1 assumes that UH Real Property Agreements become property owned and controlled by the MKSOA by legislative directive. However, in an abundance of caution, in the interest of public transparency, and to legally remove the University from further obligations, the University intends to present to BLNR a formal request for an assignment, transfer, and release from its UH Real Property Agreements. The University will retain its ownership interests in UH Assets and the right to remain on the site until the expiration of the UH Real Property Agreements. At that time, the University will negotiate with the MKSOA for a new lease or leases to continue its operation and management of UH Assets.

Upon assignment and transfer of UH Real Property Agreements, the MKSOA shall step into the shoes of the University and be responsible for all conditions, covenants, restrictions, and any

⁵ Although “state lease” is incorrectly defined under CD1, the issue may be moot since the definition of “state lease” also includes “all leases and easements between the board of land and natural resources and the University of Hawai’i pertaining to Mauna Kea that are in effect as of July 1, 2022[.]”

and all terms under those agreements. BLNR shall release the University from all conditions, covenants, restrictions, and any and all terms under UH Real Property Agreements. Since the MKSOA will hold General Lease No. S-4191, under which MKO Subleases were granted, the MKSOA will be the successor in interest responsible for the MKO Subleases. This is consistent with the intent of CD1.

2. Assignment, Transfer, and Release from MKO CDUPs

CD1 suggests that the University will be released from all its CDUP obligations by legislative directive. However, this is inconsistent with HRS § 183C-6, which grants BLNR authority to “regulate land use in the conservation district by the issuance of permits.” To remain consistent with CD1 and existing law, the University will formally request that BLNR assign, transfer, and release the University from its obligations under the MKO CDUPs.⁶

Upon transfer of the permits, the MKSOA will step into the University’s shoes and be responsible for all terms and conditions of the MKO CDUPs until July 1, 2028, when CD1 provides that permitting authority will be with the MKSOA. It is not clear that CD1 transfers conservation district authority to the MKSOA.⁷ But in an abundance of caution, the University will seek BLNR’s release from all terms and conditions of MKO CDUPs (approximately 162 conditions for MKO CDUPs and 139 for UH CDUPs listed in this letter). The University will work with the department on transferring and assigning MKO CDUPs and plan approvals issued by the department that may have continuing terms and conditions. After July 1, 2028, according to Section 7 of CD1, UH CDUPs will also transfer to the MKSOA or, as provided under footnote 7 below, UH CDUPs will no longer exist and the University will seek new permits from the MKSOA.

In the alternative, pursuant to HAR § 13-5-42(a)(2), BLNR or the department could provide the University with a written release from all terms and conditions of each CDUP identified herein, by recognizing the MKSOA as a “successor and assign.” As such, the CDUPs listed herein would transfer to the MKSOA who would become the permittee. We defer on whether this would require a BLNR or departmental action.

As it relates to the CDUPs, the University understands that the obligations under the 103 management actions in the CMP, approved by BLNR, along with its subplans, will become the responsibility of the MKSOA as the holder of the astronomy facility CDUPs. On May 19, 2022, the University Board of Regents approved the CMP supplement, which amends the CMP. The University is now seeking BLNR’s approval.

⁶ HRS chapter 13-5, does not explicitly provide a procedure for the transfer and assignment of CDUPs.

⁷ CD1 provides, “**the authority shall carry out the powers and duties otherwise conferred upon the board of land and natural resources** pursuant to chapter 171, and the land use commission pursuant to chapter 205, with regard to permits, dispositions, land use approvals, **and any other approvals pertaining to the Mauna Kea lands.**” (Emphasis added.)

D. OTHER TRANSITION MATTERS RELATED TO STEWARDSHIP

As you may have read in the statement of President David Lassner regarding CD1 (<http://go.hawaii.edu/xsY>), the University plans to immediately pause all sublease negotiations with the current observatories and our planning of any additional decommissioning, other than the two (Caltech Submillimeter Observatory and Hōkū Ke‘a) that are currently in progress, as CD1 would require. CD1 makes it clear that the MKSOA will be responsible for deciding if there will be more or less astronomy on Mauna Kea than the nine (9) operating sites allowed under the University Board of Regents’ recently adopted 2022 Master Plan. We will also pause our work toward a new general lease and the associated environmental impact statement.

We will need to seek repeal of HAR chapter 20-26 as the MKSOA is establishing its rules, and in any event, no later than July 1, 2028. By operation of CD1, the University will not have the authority after the transition to enforce these rules.

The technical path set forth above is intended to provide the MKSOA with the rights it needs, consistent with CD1, to accomplish its purpose: “fostering a mutual stewardship paradigm in which ecology, the environment, natural resources, cultural practices, education, and science are in balance and synergy.” The University will continue to collaborate with the MKSOA in fulfilling this objective, while respecting its new and expansive authority. Until the MKSOA has established itself, and assuming MKOs continue to contribute their pro rata share of funding to stewardship, we will continue to oversee the MK Rangers, clear the roads for public passage, and maintain the operations at the Mid-Level Facilities which includes the Visitor Center. I look forward to working with you and your department to achieve a smooth transition should this bill become law.

If you have any questions or concerns regarding our proposed approach, please contact me at gchun711@hawaii.edu. We look forward to working with you and your team on a smooth transition of responsibilities to the MKSOA. Thank you for your attention to this matter.

Sincerely,

Gregory C Chun

Gregory Chun, Ph.D.
Executive Director

C: Dr. David Lassner, President, UH
Dr. Bonnie Irwin, Chancellor, UH Hilo
Dr. Doug Simons, Director, UH Institute for Astronomy

2023 Board Self-Assessment

10 responses

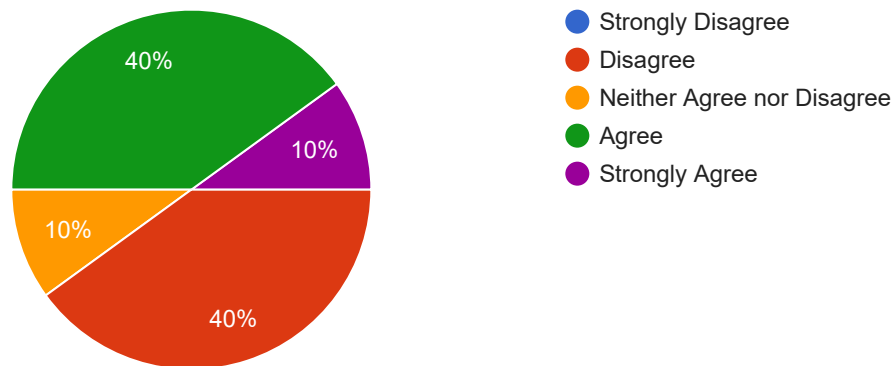
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1. Employment, Support, and Evaluation of the Chief Executive

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

[Copy](#)

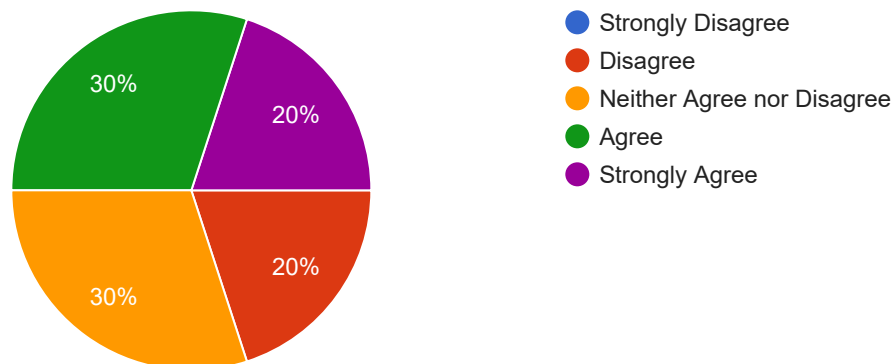
10 responses



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

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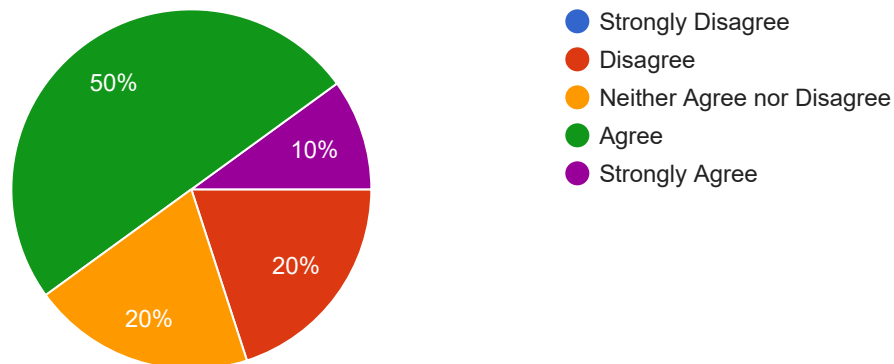
10 responses



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



10 responses

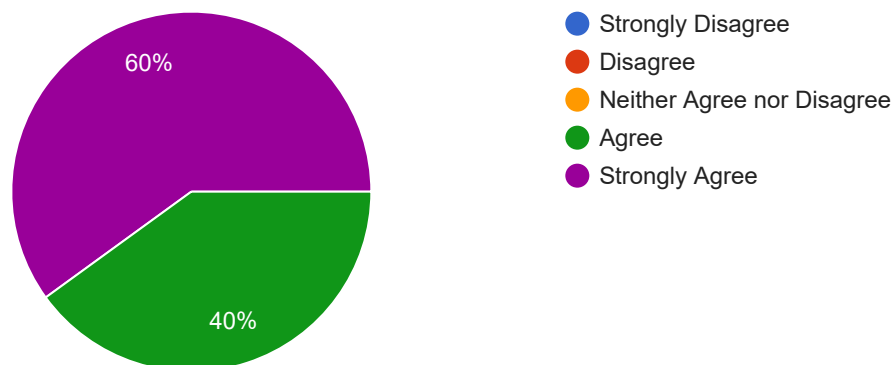


2. Strategic Planning

a. The main role of the board is to shape the strategic direction of the university.



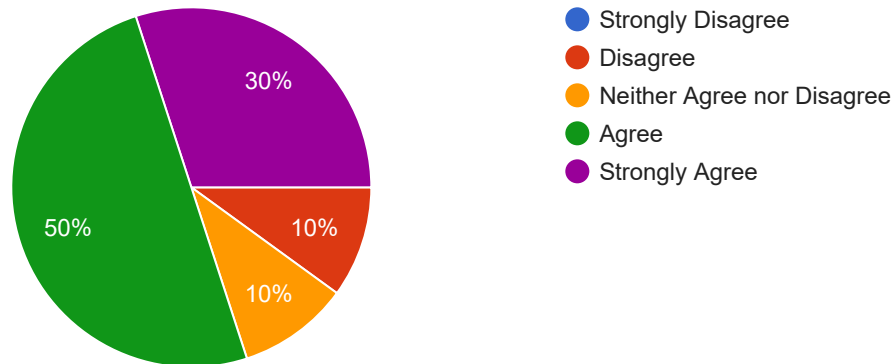
10 responses



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



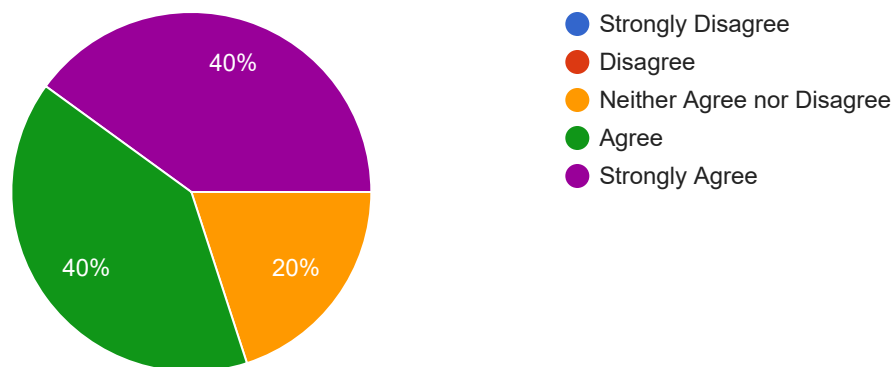
10 responses



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



10 responses



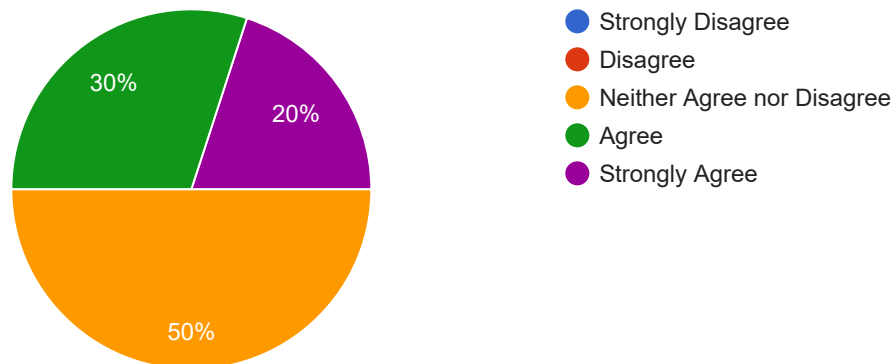
3. Policymaking to Guide the System



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



10 responses



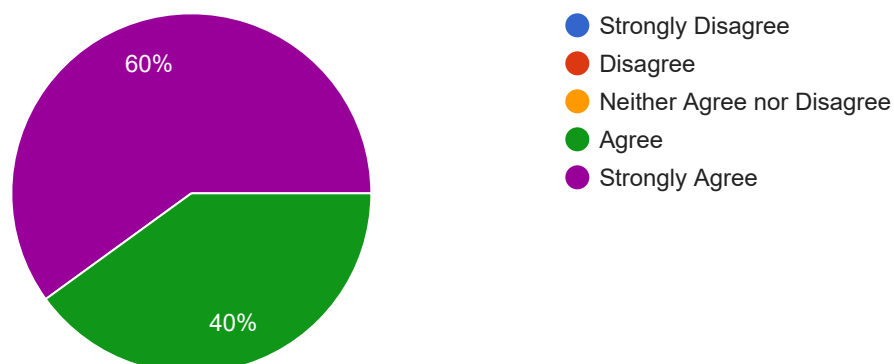
Sections 4-5

4. Fiduciary Oversight

a. I understand my role as a fiduciary and the corresponding obligations.



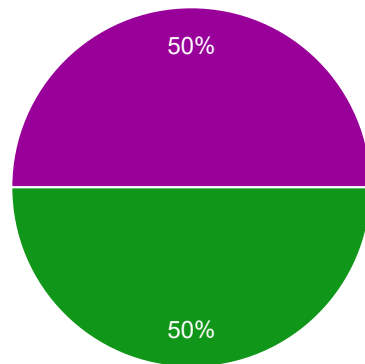
10 responses



b. The board approves annual budgets, reviews financial reports, and monitors the financial condition of the system.



10 responses

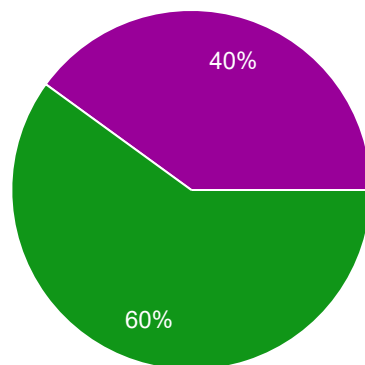


- Strongly Disagree
- Disagree
- Neither Agree nor Disagree
- Agree
- Strongly Agree

c. The Internal Audit Committee supervises and reviews an annual internal audit of the university system.



10 responses

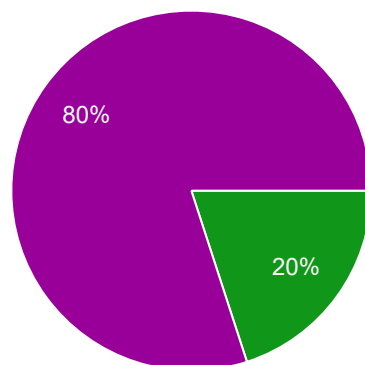


- Strongly Disagree
- Disagree
- Neither Agree nor Disagree
- Agree
- Strongly Agree

d. Stewardship of the university's assets is a major responsibility of the board.



10 responses



- Strongly Disagree
- Disagree
- Neither Agree nor Disagree
- Agree
- Strongly Agree

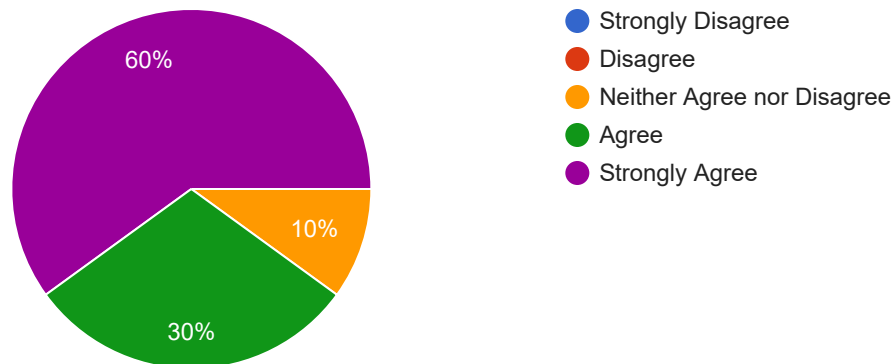


5. Serving as Ambassadors to the Community

a. The board as a whole and individual regents should advocate for the university in the community.



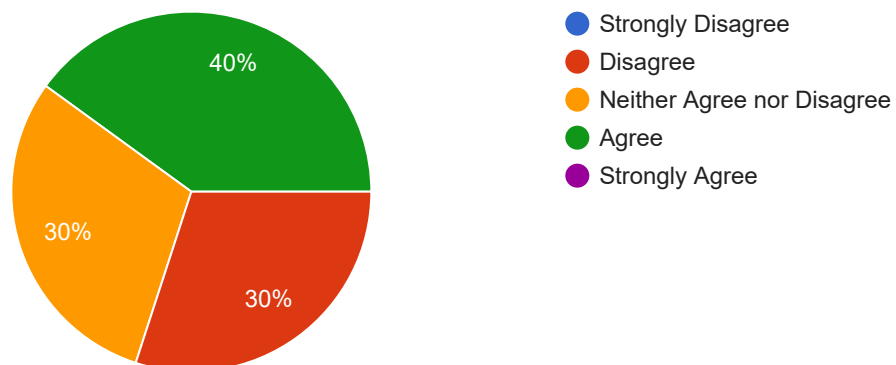
10 responses



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



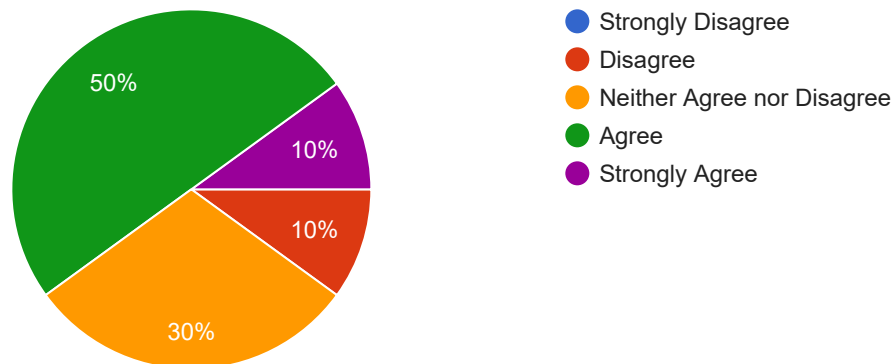
10 responses



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



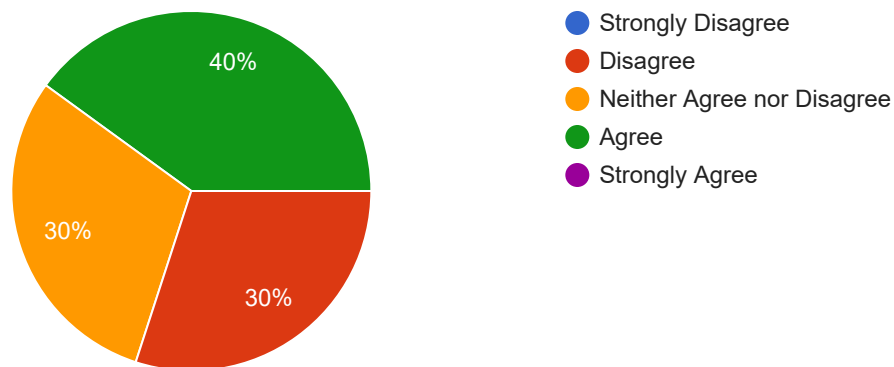
10 responses



d. I am often called upon to represent the board at community events.



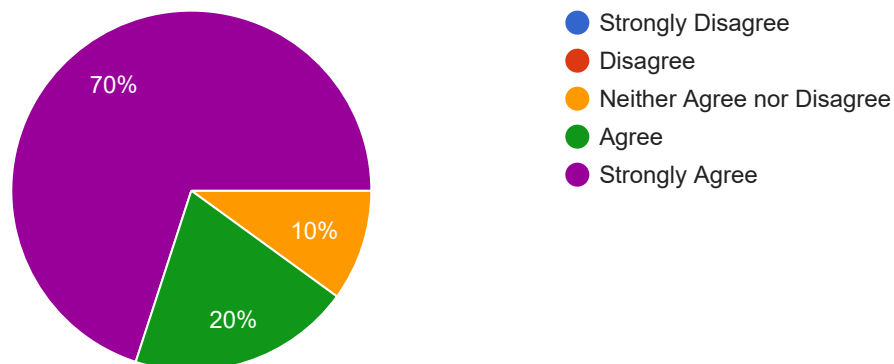
10 responses



e. I enjoy participating in university events or activities.



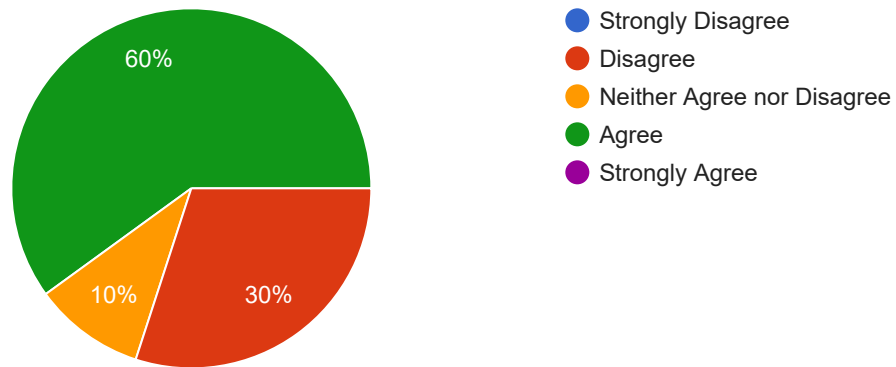
10 responses



f. Participating in university events is very time consuming.



10 responses



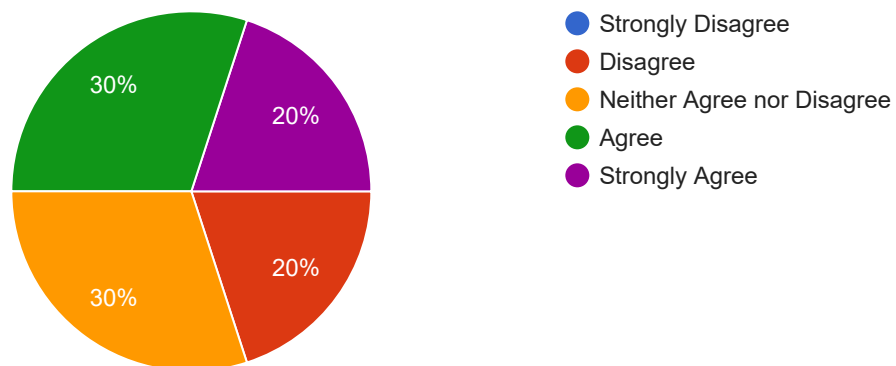
Sections 6-8

6. Protecting the System from Undue Influence

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



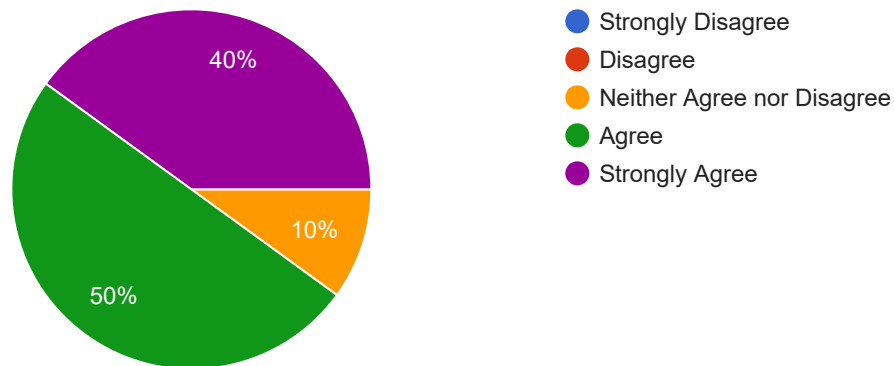
10 responses



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



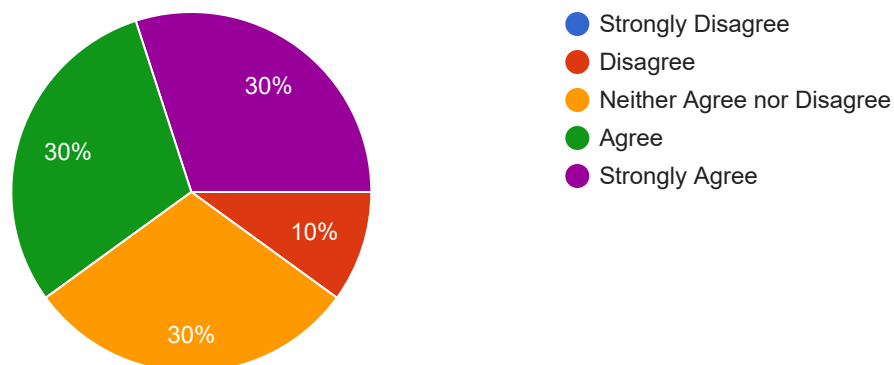
10 responses



c. The board demonstrates appropriate commitment to shared governance.



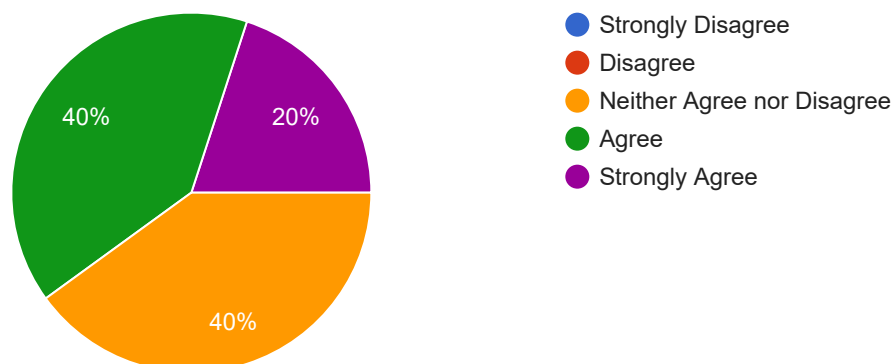
10 responses



d. The board and individual regents should serve as a bridge/buffer between the university and the Legislature.



10 responses

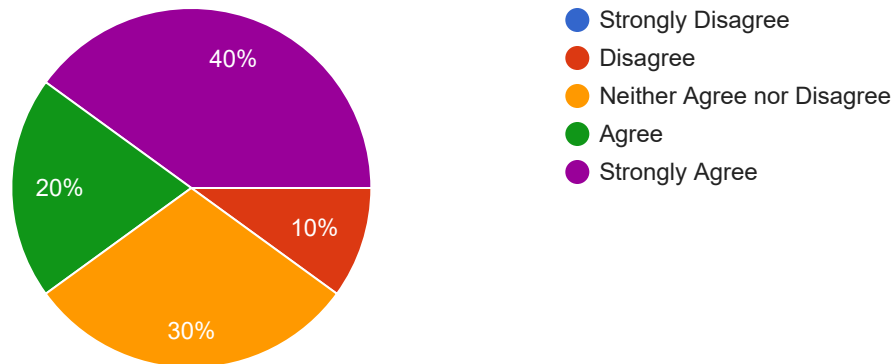


7. Setting an Example of Integrity, Inquiry and Service

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

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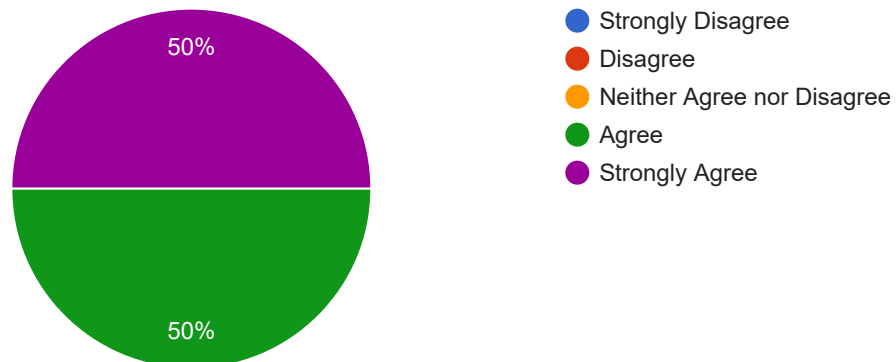
10 responses



b. The board is mindful of the importance of public transparency.

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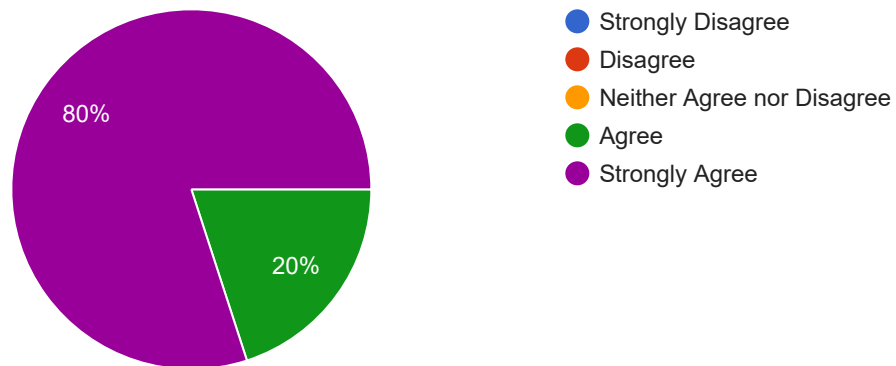
10 responses



c. In public, I am careful that my words and actions do not reflect poorly on the board or myself as a regent.



10 responses

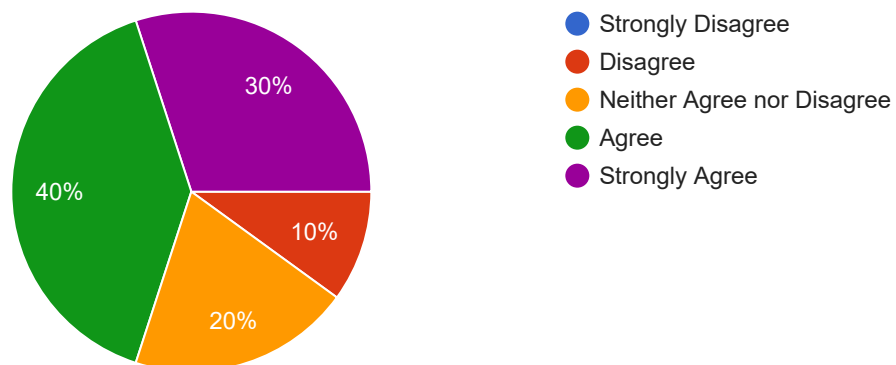


8. Considering Community Interests

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



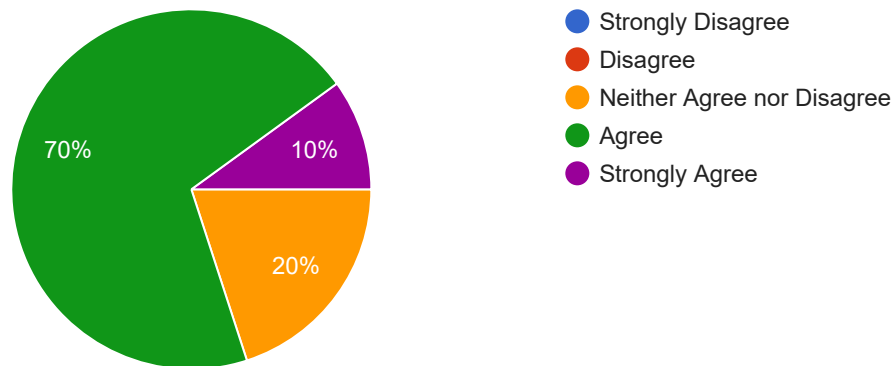
10 responses



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



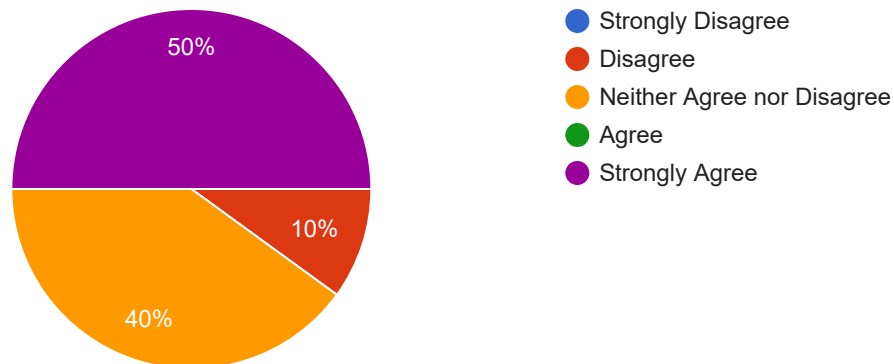
10 responses



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



10 responses



Sections 9-10

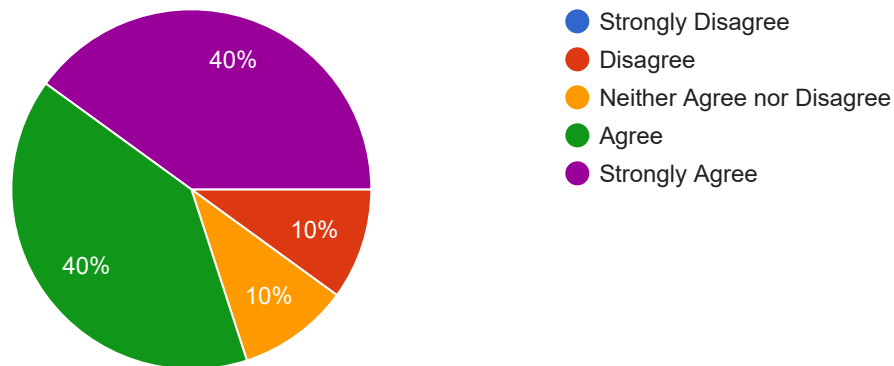
9. Acting as a Unit



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



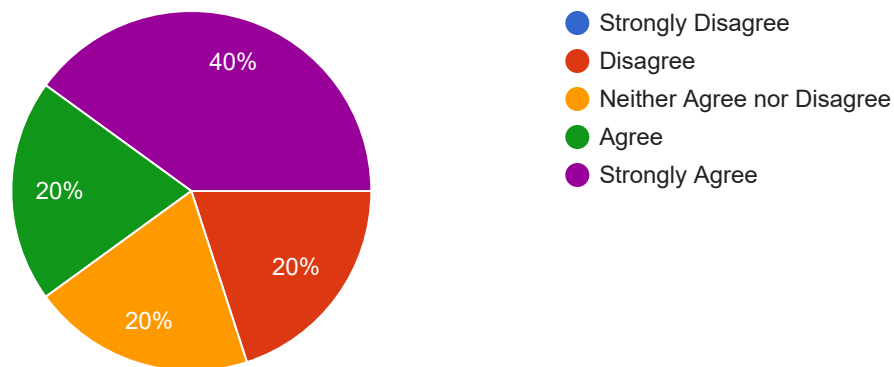
10 responses



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



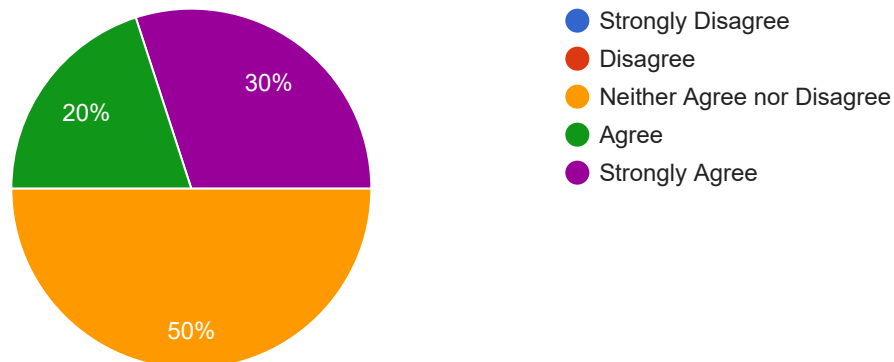
10 responses



c. The regents work well together.



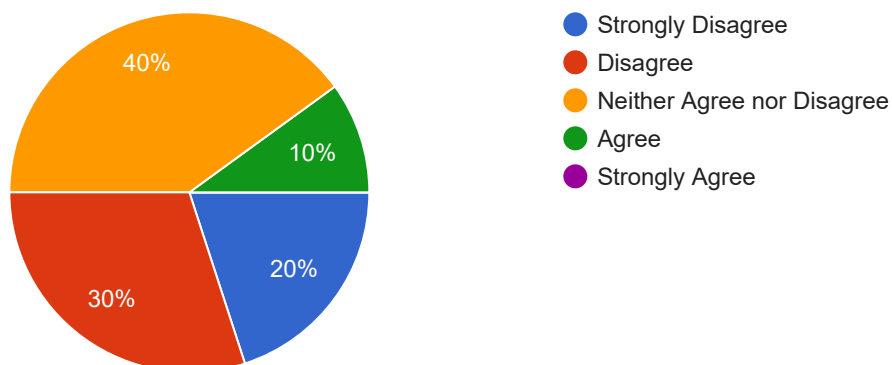
10 responses



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



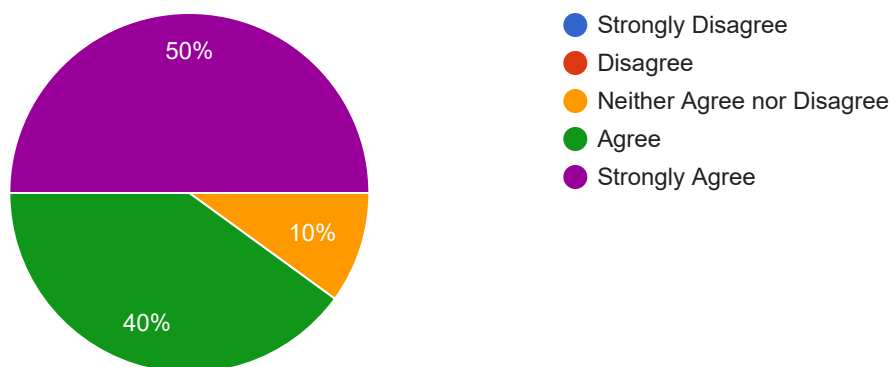
10 responses



e. Regents should speak publicly with one voice.



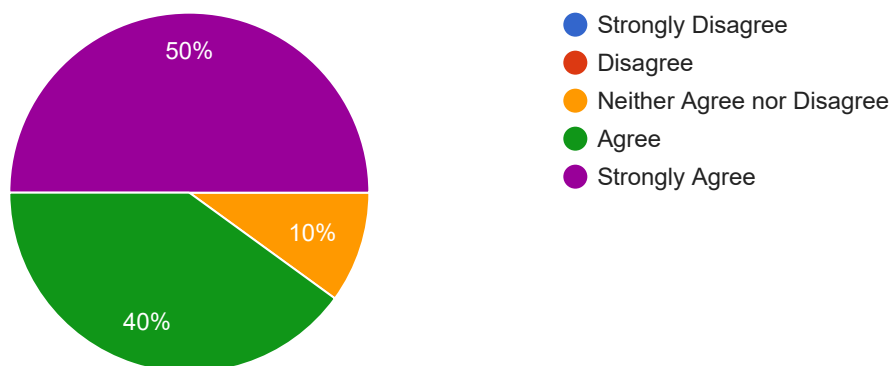
10 responses



f. Individual regents should not respond directly to media requests for information or opinions.



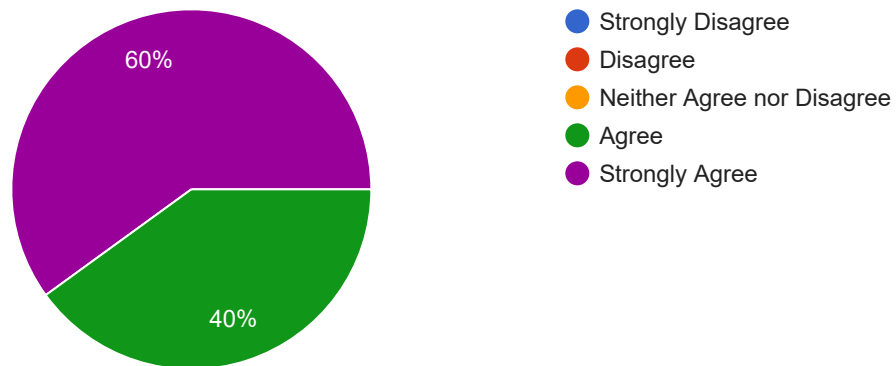
10 responses



g. Each regent should support board decisions, even if they did not vote in favor.



10 responses

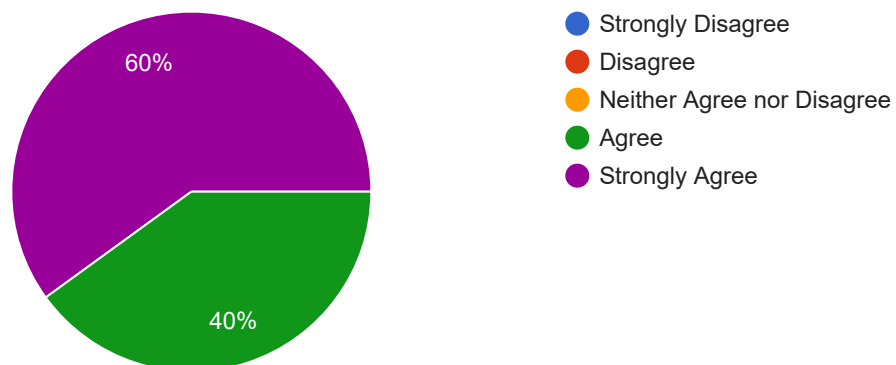


10. Evaluation of the Board's Performance

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



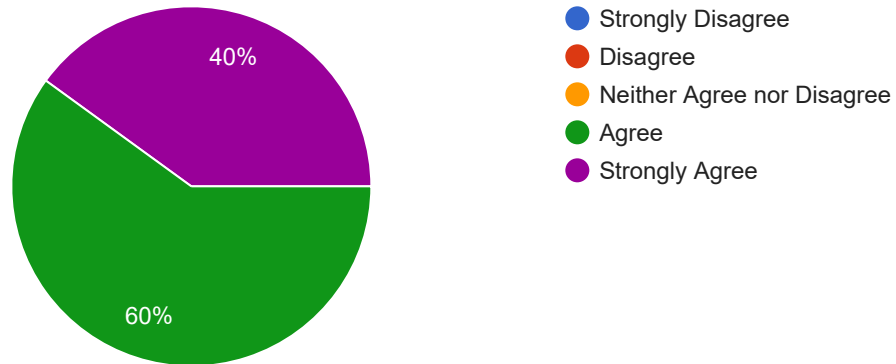
10 responses



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



10 responses



Which, if any, of the ten functions of the BOR identified by the RCAC would you amend (and if so, how), or delete (and if so, why)? What, if anything, would you add?

10 responses

Support as is.

None.

Difficult to be "one unit" when limited by Sunshine Laws for items like retreat or planning purposes. If we are not allowed to meet outside of sunshine law, then how are we to develop as one unit?

none

None

Disclosure of contact with the Legislature

n/a

I can take no issue with the functions above, 1-10. I think that the charge to the BoR to serve as a buffer between UH Admin and the Legislature is tactfully and yet clearly phrased, for anyone who truly know what a "buffer" is. As the interface between UHM and the Legislature is commonly a flash point, i do not think that it would insult anyone to provide a definition, e.g., "... a person or thing that prevents incompatible or antagonistic people or things from coming into contact with or harming each other. " I considerer whether the parties to such mediation shouldn't include the Executive Branch of the State in addition to the Legislature; but then dismissed the idea as an action that would be perceived by the Legislature as usurping some part of their prerequisites.

Elsewhere in the RCAC roles there is cited a "Willingness to seek resources" - all boards on which I have served, apart from the UH BoR, have obliged members to participate in securing of funds, to include personal contributions. However I believe that such solicitation should be constrained, lest it invite commitments or promises that at some future point prove incompatible with the larger mission, or which lead to COI. I would only suggest that any response to a request to support funding of the University be subject to internal discussion among the regents, focusing on the implications of any single fundraising effort, making use of the combined wisdom of the Board.

Would not amend or delete any of the ten functions.

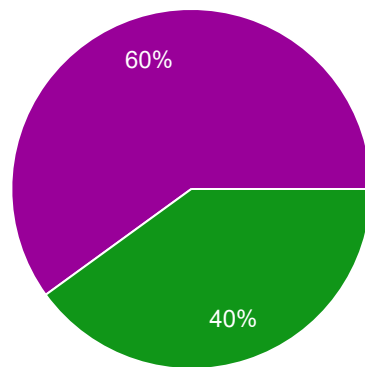
11. Regent Self-Reflection



a. Serving as a regent is a rewarding experience.

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10 responses

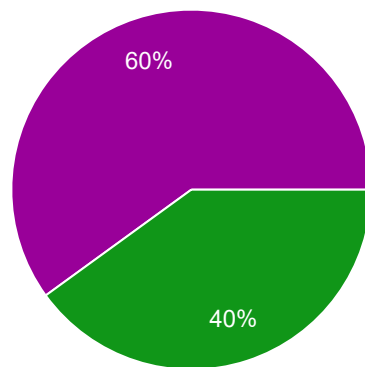


● Strongly Disagree
● Disagree
● Neither Agree nor Disagree
● Agree
● Strongly Agree

b. The opportunity to influence the university's performance is the main reason I wanted to be on the board.

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10 responses

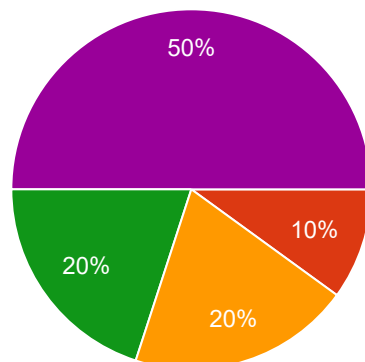


● Strongly Disagree
● Disagree
● Neither Agree nor Disagree
● Agree
● Strongly Agree

c. Participation on the board is stimulating.

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10 responses



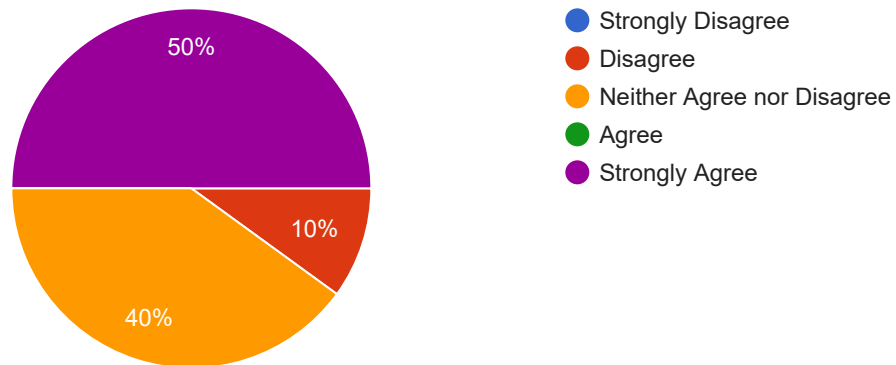
● Strongly Disagree
● Disagree
● Neither Agree nor Disagree
● Agree
● Strongly Agree



d. I look forward to attending BOR meetings.

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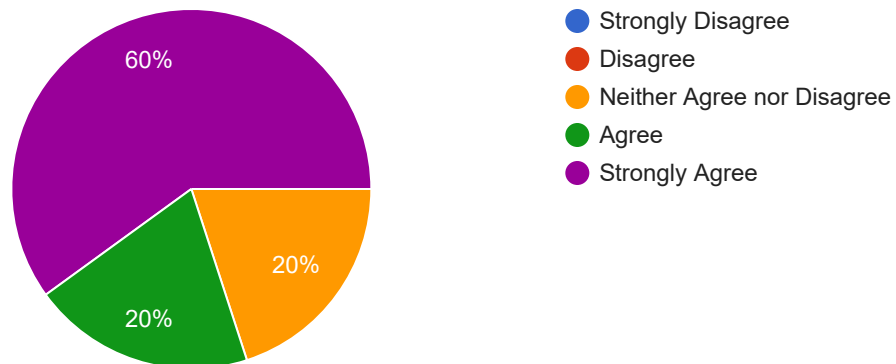
10 responses



e. I enjoy interacting with other regents.

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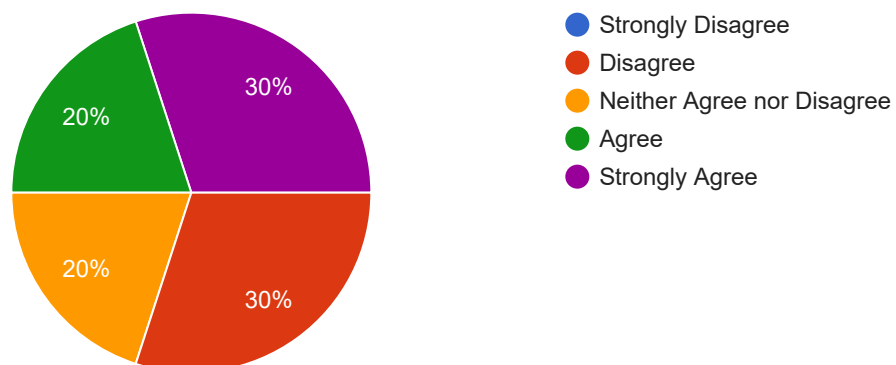
10 responses



f. My work as a regent is appreciated.

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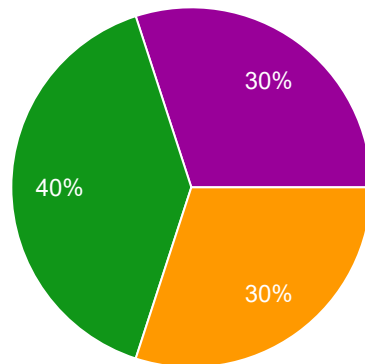
10 responses



g. My contributions to our work are valued by my colleagues on the board.



10 responses

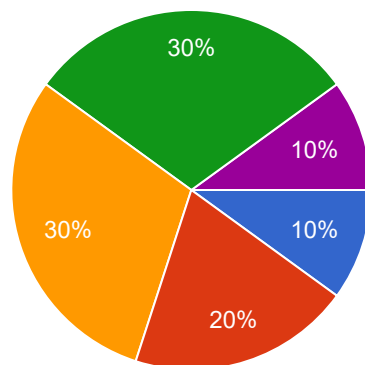


- Strongly Disagree
- Disagree
- Neither Agree nor Disagree
- Agree
- Strongly Agree

h. Board and committee meetings make an excessive demand on my time and energy.



10 responses

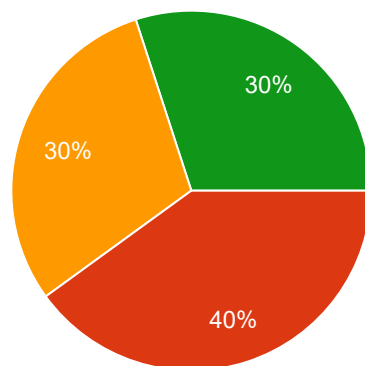


- Strongly Disagree
- Disagree
- Neither Agree nor Disagree
- Agree
- Strongly Agree

i. Sometimes I come to meetings underprepared.



10 responses



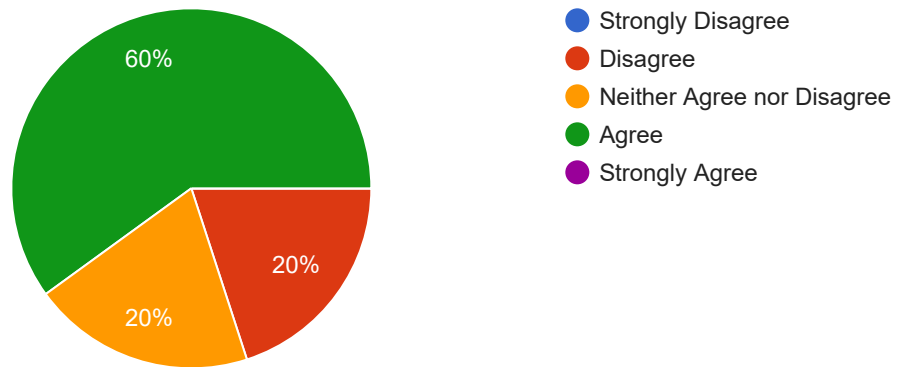
- Strongly Disagree
- Disagree
- Neither Agree nor Disagree
- Agree
- Strongly Agree



j. The amount of personal time I spend as a regent is reasonable.



10 responses



Comments on #11:

10 responses

It is a commitment to do well.

Board meetings are too rushed. Materials are voluminous.

Time is the hardest given that I have a full time job and are on other non-profit boards. I don't feel like I am ever fully engaged due to the demands outside of this role. Less technical work and more strategic governance is what I am hoping for next year.

I would appreciate more opportunities to mingle with the newer regents

It is very time consuming but I think the time commitment was clear from the beginning and understood

Time required is difficult for employed regents

Often I feel as if we just go through the motions of being a university Board but when you look at policy making and decisions that actually change and shape the university they are all made by the President.

I am not always certain that what I have to offer the Board is of value. But that is why we are an interactive Board, and not a single -party directorate.

I do feel that the Board is trammled by the Sunshine Law; and that some elements of the Law that have merit elsewhere too tightly constrain the problem-solving capability and the creativity of the BoR.

I am troubled by the wide disparity that is permitted between what Legislative committees are permitted to do in camera, and what the BoR is permitted at any time other than Executive Session. There is ample opportunity to vet the Board's actions throughout the meetings and, most importantly, at the time of voting.

None

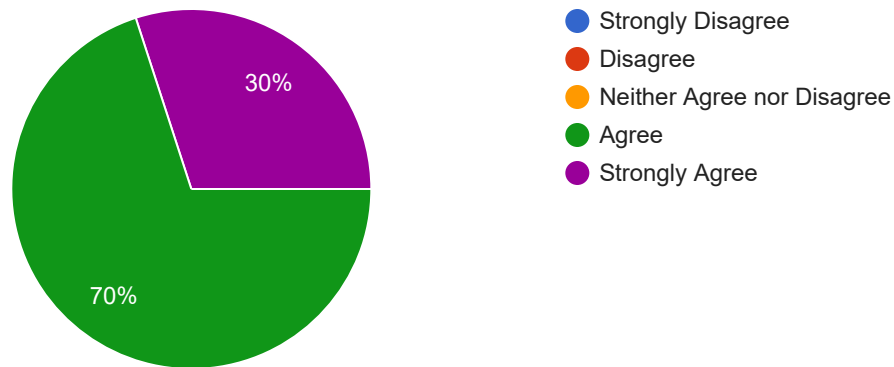
12. Board Performance and Culture



a. I fully understand the role and responsibilities of the board.

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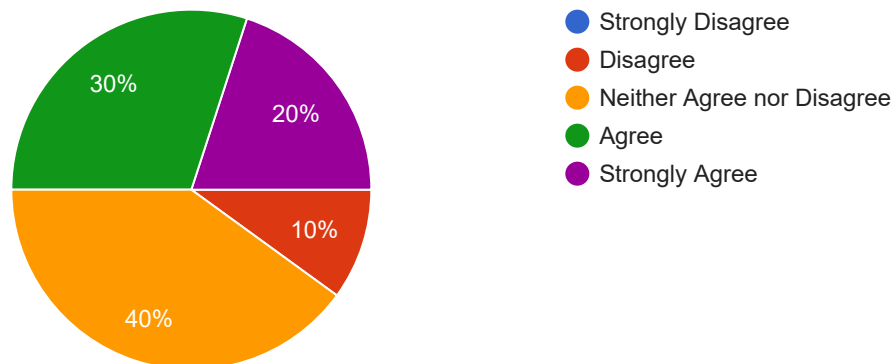
10 responses



b. The distinction between management and governance is clear.

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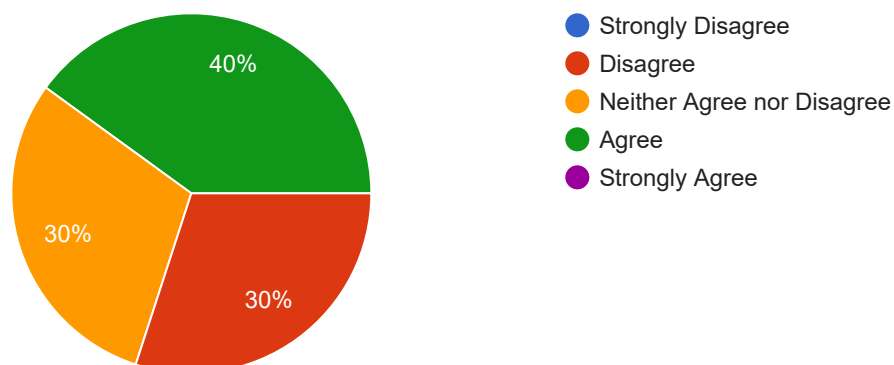
10 responses



c. I am well acquainted with my colleagues on the board.

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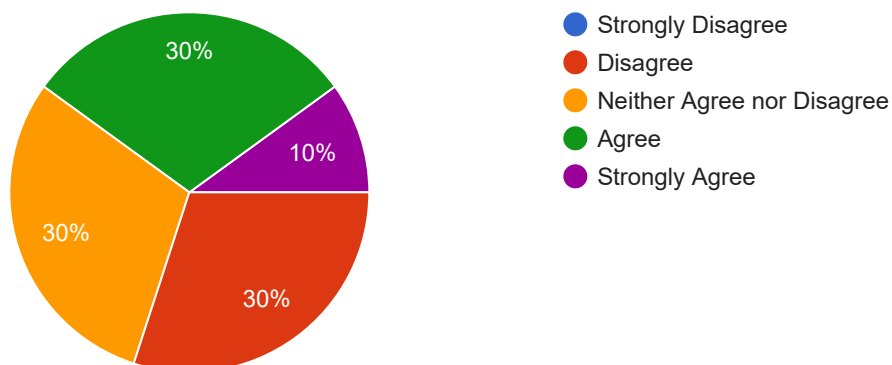
10 responses



d. Regents are knowledgeable about the university system components and operations.



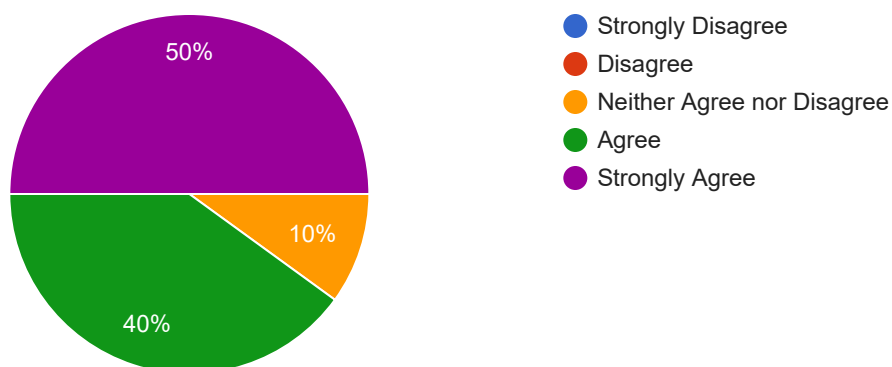
10 responses



e. I appreciate the opportunity to interact with university administration.



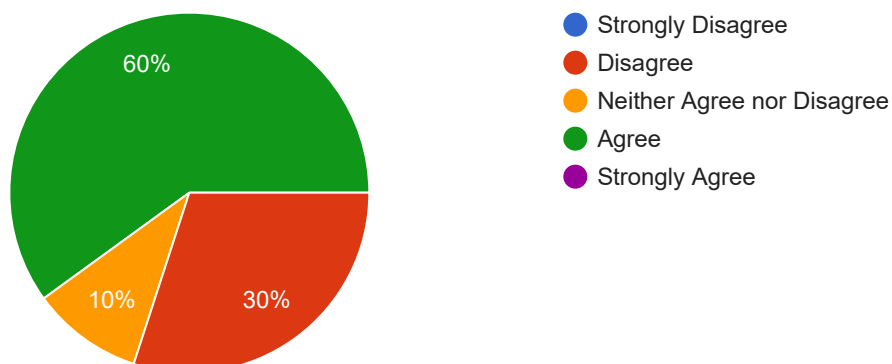
10 responses



f. Regents are adequately informed about delegated managerial decisions.



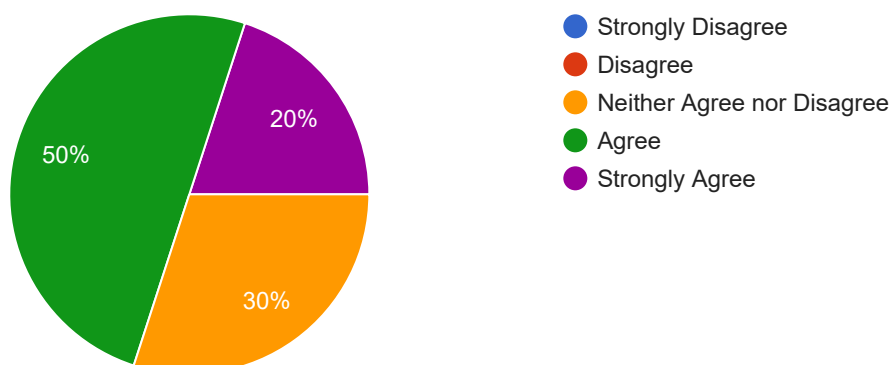
10 responses



g. The distinction between decisions reserved to the board and those made by administration is clear.



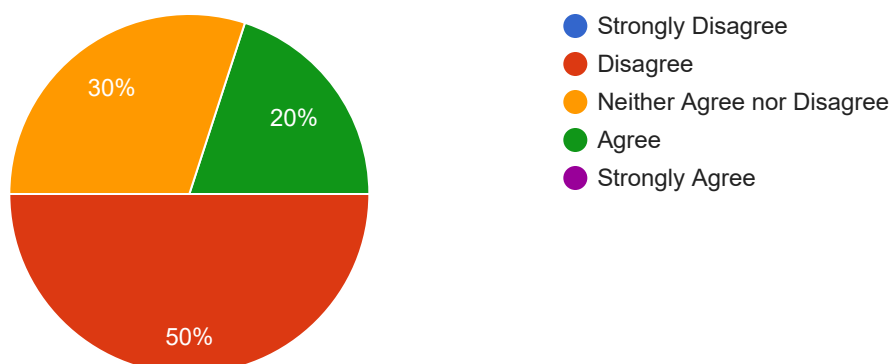
10 responses



h. There is a good balance between time spent on accountability and time spent on strategic considerations.



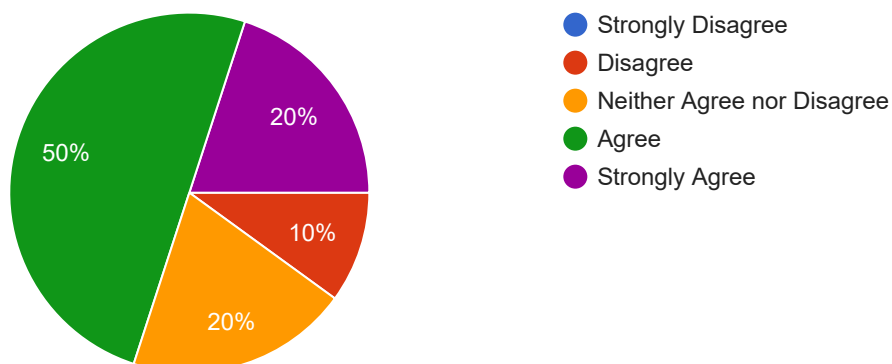
10 responses



i. Board and committee meetings encourage participation from all regents.



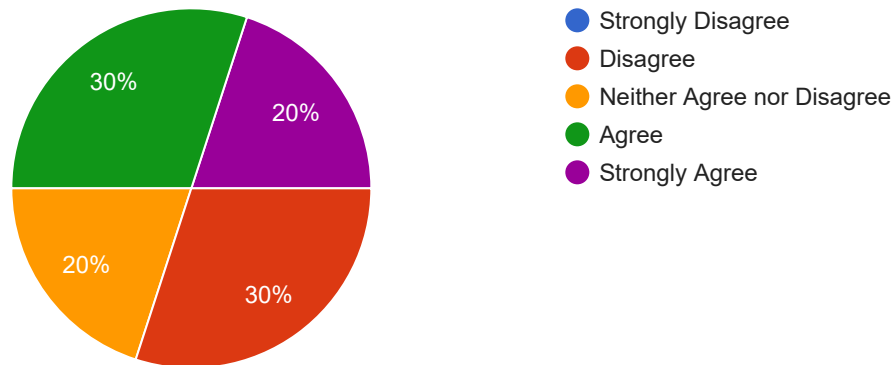
10 responses



j. Regents spend time productively in board and committee meetings.

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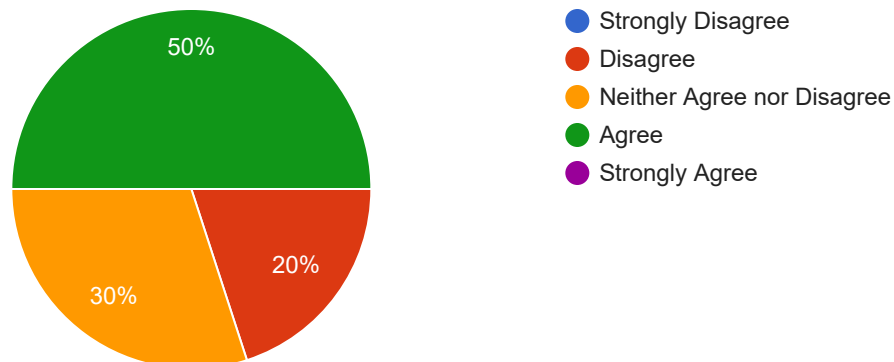
10 responses



k. Our present committee structure serves the university well.

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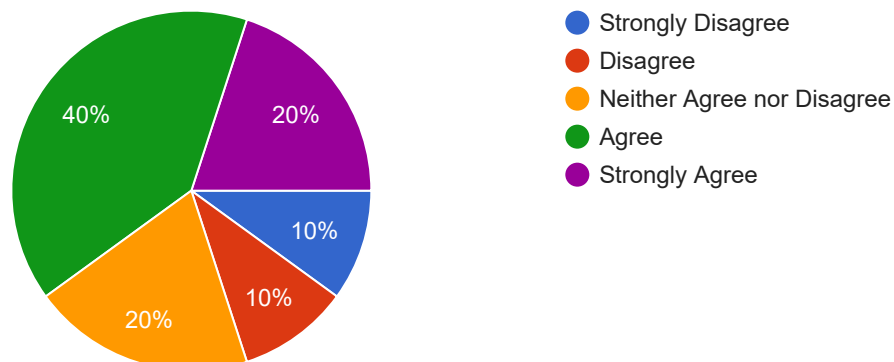
10 responses



l. Committee assignments make good use of my special talents and background experience.

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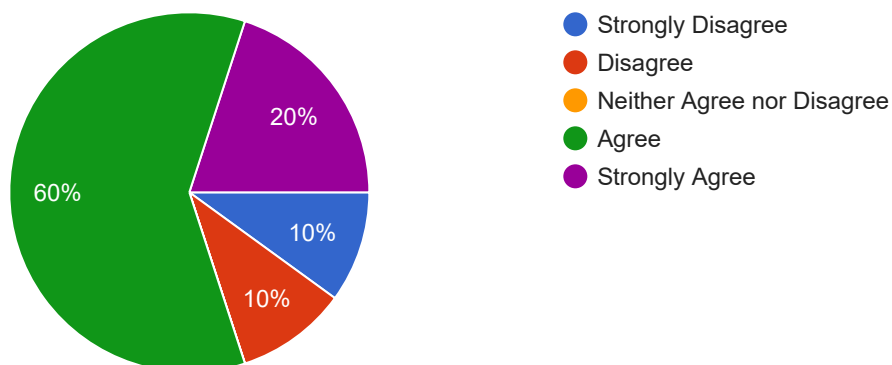
10 responses



m. I receive adequate written materials and briefings to be well prepared for deliberations and decision making.



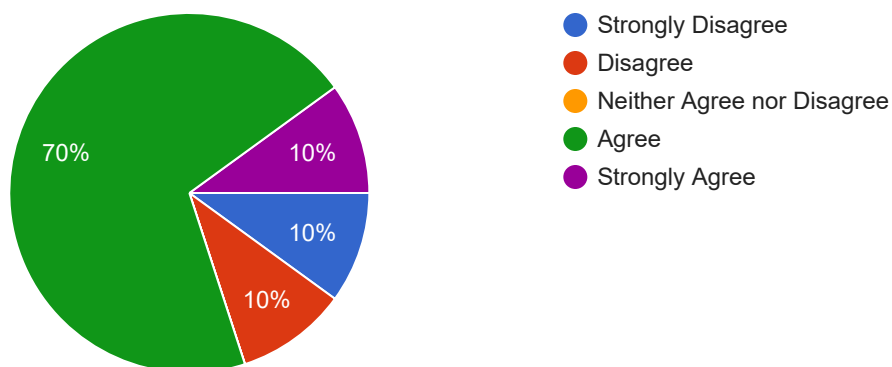
10 responses



n. Meeting materials are provided in a timely manner.



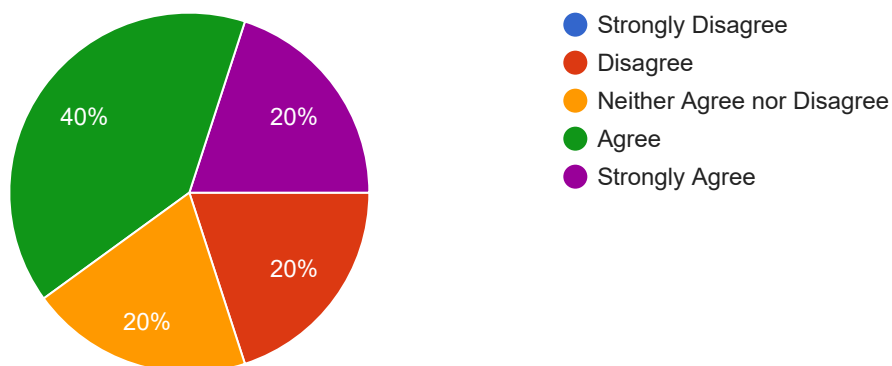
10 responses



o. Administration provides complete, accurate, and relevant information for our decision making.



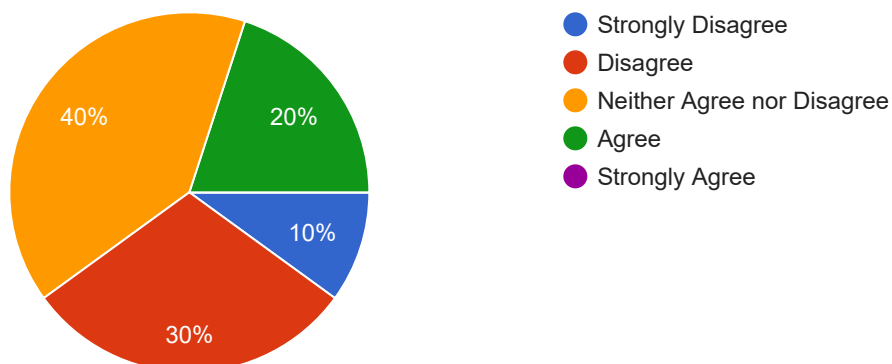
10 responses



p. BOR and committee meetings are too long.



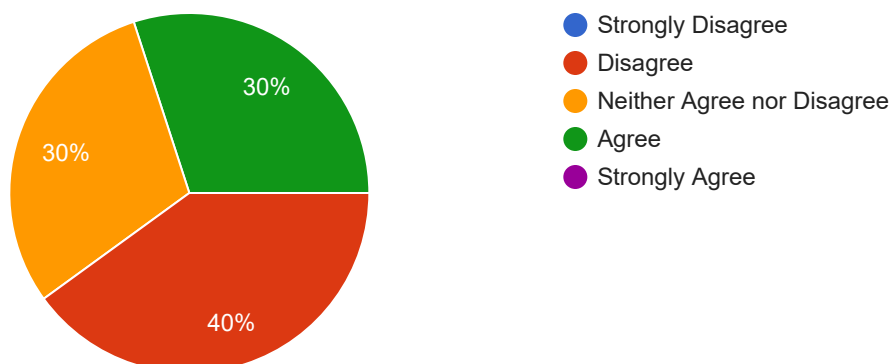
10 responses



q. A small number of regents dominate our discussions.



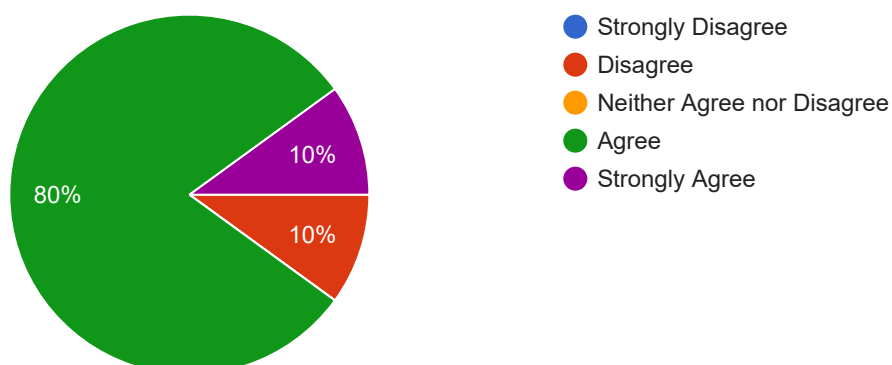
10 responses



r. Board discussions influence my final voting decision.



10 responses



Comments on #12

10 responses

na

The agenda is too packed for calm decision making.

none

same comment as #11

I appreciate the new committee structure and look forward to implementing it

Sooner is better

Some regents "dominate" discussions because others are unwilling to participate or if they have an opinion do not state it. It is difficult to make objective decisions when some regents seem like they cannot be bothered to participate.

Presentations at off campus visits should be shorter and more meaningful

12-r, above: Board discussions inform my voting decisions, a different matter from "influence" my decisions. This is an important distinction.

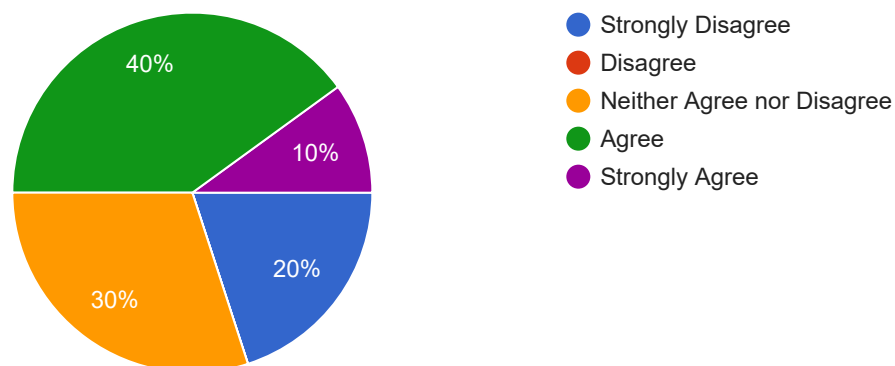
None

13. Philanthropy

a. Personal contributions of financial support is a duty of each regent.

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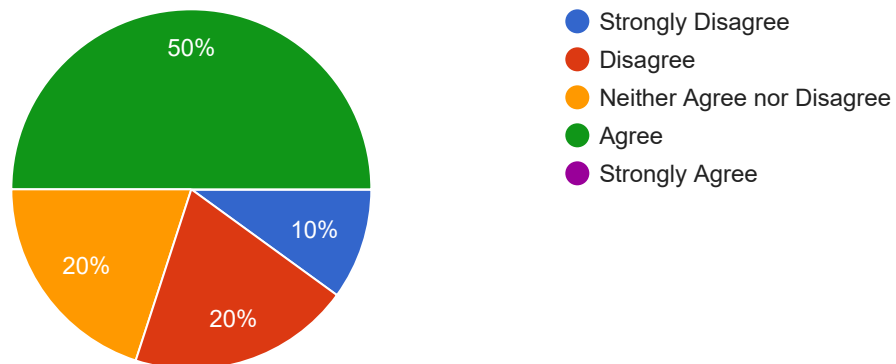
10 responses



b. It is appropriate for regents to aid in soliciting donations to the UH Foundation.



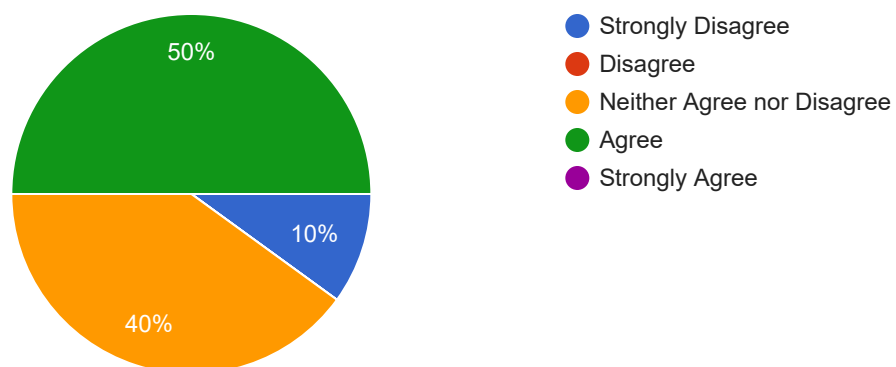
10 responses



c. Regents should be actively involved in fundraising by assisting with relationship building.



10 responses



Comments on #13

10 responses

Context matters

None.

Regents do not oversee the UHFoundation (they have their own Board of Directors) so I consider that the role of the UHF Board and NOT the Regents

UHF needs to make better use of regents in overall institutional advancement

I think this role should be dependent upon the individual regents comfort level and skills

Time, talent, or treasure

n/a

Discussed risk for COI at the beginning of the survey. However, all service boards to which I have belonged have expected actions described in 13 1-c.

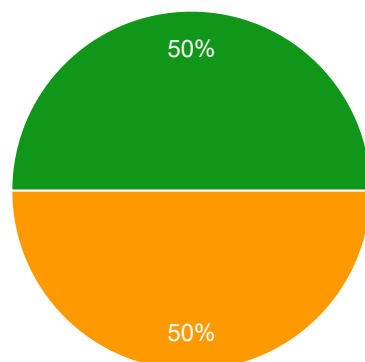
none

14. Board's Basic Responsibility

The board's basic responsibilities are:

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10 responses



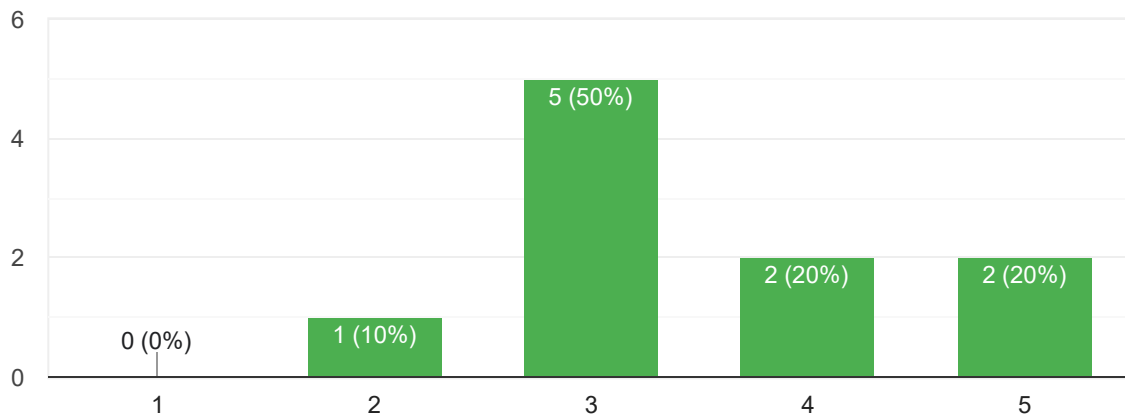
- To establish/ approve the mission and goals of the university
- To establish/ approve policies and procedures under which the university should be managed...
- To hire, support, and evaluate a chief executive (president) to...
- To monitor the performance of the chief executive and the un...



Based on your previous answer, how well do you think the board performed in FY 22-23?



10 responses



What pleased you most about the way the board operated and performed in FY22-23?

10 responses

There's been more engagement and discourse.

Frank discussions.

Neutral parties that did not bring personal agendas to the meetings

Thee board was collegial; regents did not appear hesitant about expressing their opinion, even when their opinion was contrary to the majority.

I am most proud of the strategic plan

Consensus

n/a

Congeniality of the members in the fulfillment of their duties. The excellence of the support staff in assuring the regents are fully and properly briefed, and in assuring the timeliness and venue of the meetings. The magnitude of the demands placed upon us (great) was effectively balanced against the support provided us, ensuring that our duties were met. And finally, the lack of any complaints, from any member of the BoR or staff, ever.

The beginning of an effort to focus on those issues to make the Board more effective in meeting its responsibilities.



What advice would you offer next year's board leadership for how to improve the performance of the board and your participation and satisfaction as a regent?

9 responses

Encourage and facilitate productive discourse.

We seem to be spoon fed by Lassner and don't question his statement.

The mid-year departure of Regent Westerman and Regent Acopan disrupted a flow and it felt like a partial year for progress.

make sure all regents have the opportunity to comment on a matter before any regent who has already commented speaks for the second time on the topic

Understand governance vis a vis management

define the process of adding items to the agenda, and make it more transparent for all regents to understand.

Administration should significantly improve relationships with Governor's office & Legislature

Unfortunately, my recommendation is a regressive one: I know from several experimental attempts that both the quality and the efficiency of my participation are aided by use of paper documents. Perhaps these do not need to include all Powerpoints/graphics, and certainly not those in color; and in many cases a web link to a reference is appropriate. But sadly, I acknowledge that I work better with paper before me.

Continue the effort started this past year by Chair Moore in trying to identify those actions that would help the board become more effective.

Thank you!!

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Committee on Governance
Work Plan for the 2023-2024 Academic Year

	Committee duties per bylaws	2023-2024 Committee Goals and Objectives	Projected Timeline			
			1 st Q Jul-Sept	2 nd Q Oct-Dec	3 rd Q Jan-Mar	4 th Q Apr-Jun
1	Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.	Annual Report on Regents Policies PA&BG		X		
		Review Board Bylaws PA&BG				
		Discuss Resolution 23-01 Relating to Maunakea	X			
2	Ensure board education and board member development is provided for board members.	Discussion on Board Member Education and Development PA&BG				
3	Provide recommendations to the board regarding best practices for board effectiveness.	Review 2022-2023 Board Self-Evaluation Results PA&BG	X			
		Conduct Board Self-Assessment PA&BG				X
4	Committee Governance.	Review committee work plan	X			
		Review committee's work for the year				X

BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY OF HAWAII
(as of July 20, 2023)

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BYLAWS OF THE BOARD OF REGENTS UNIVERSITY OF HAWAI'I

ARTICLE I. Definitions

As used in these Bylaws:

“Board” or “BOR” means the Board of Regents of the University;

“HRS” means the Hawai'i Revised Statutes, as may be amended from time to time;

“Meetings” shall not include rule-making hearings, declaratory rulings or contested cases under Chapter 91, HRS;

“Chairperson” means the chairperson of the board;

“President” means the President of the University;

“Secretary” means the Executive Administrator and Secretary of the Board; and

“University” means the University of Hawai'i system and its various campuses.

ARTICLE II. Membership and Organization

- A. Membership. The membership of the Board shall be as required by Chapter 304A-104, HRS. The members of the Board shall serve without pay, but shall be entitled to reimbursement for necessary expenses while attending meetings and while in the discharge of duties and responsibilities.

Notwithstanding the term of office, the term of a Board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive meetings duly noticed to all members of the Board. The Chairperson or acting Chairperson of the Board shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence.

- B. Officers, Organization. As required by Section 304A-104, HRS, the Officers of the Board shall consist of a Chairperson, up to two Vice-Chairpersons, and a Secretary (who shall be appointed by the Board and shall not be a member of the Board). The Chairperson and up to two Vice-Chairpersons shall be elected at its first meeting after June 30 of the next year or thereafter until their successors are elected and have qualified and whose election shall be immediately certified by the Board to the Lieutenant Governor. The President shall act as the chief executive officer of the Board.
1. Term. The term of the office of Chairperson and up to two Vice-Chairpersons shall be for one year. A Chairperson may serve more than one term, but not more than two consecutive terms.

2. **Nomination.** To promote interest in board leadership positions, each June the Chairperson shall appoint two regents (the “polling regents”) who do not aspire to the position of chair or vice chair in the upcoming fiscal year, at least one of whom will remain on the Board in the upcoming fiscal year, to poll the remaining regents, including any persons confirmed by the Hawai‘i State Senate for a board seat but not yet sworn in, to determine (a) their interest in being chair or a vice chair in the upcoming fiscal year, and (b) whom they would like to see in any position in the upcoming fiscal year for which they are not interested. The polling regents shall, after they conduct their polling, discuss results with the board secretary who shall ensure at least one candidate exists for each position. At the meeting at which the elections are held, the respective polling regents may nominate for chair and vice chair(s) those who in their respective polling group had the support of a majority of those who would be regents in the upcoming year; if no regent appeared to have the support of a majority, then the polling regents shall nominate those regents who in their respective polling had more than nominal support. In addition, the board secretary must call for other nominations from the floor.
3. **Vote.** Votes for the Chairperson and up to two Vice-Chairpersons of the Board shall be by ballot if more than one person is nominated for an office.
4. **Succession.** In the event of a vacancy in the office of the Chairperson, the First Vice-Chairperson shall succeed as Chairperson for the unexpired term. If at that time there is a vacancy in the office of the First Vice-Chairperson, the Second Vice-Chairperson shall succeed as Chairperson for the unexpired term. If at that time there is also a vacancy of the office of the Second Vice-Chairperson, the Secretary shall succeed as Chairperson for the sole purpose of conducting an election as soon as possible for a new Chairperson to serve for the unexpired term.

C. Duties of Officers.

1. **Chairperson.** The Chairperson, in addition to presiding at all regular and special Board meetings, shall:
 - a. Appoint the chairperson and members of the standing committees and any other committees, except as provided under Section 304A-321, HRS.
 - b. Acknowledge communications, petitions, requests, and proposals on behalf of the Board and, except in emergencies, refer same to the President or Secretary or an appropriate Committee of the Board for action or recommendation so as not to detract from the Board’s governance and fiduciary responsibilities.
 - c. Maintain liaison with the President to see that there is an effective working relationship between the University administration and the Board.
 - d. Approve all press releases and public statements made by the Board.

- e. Approve agenda items for any regular or special meeting of the Board.
 - f. Coordinate the efforts of the Board's standing committees to strengthen the roles and functions of same.
2. Vice-Chairperson(s). The First Vice-Chairperson will assume the duties and responsibilities of the Chairperson in the absence of the Chairperson and will undertake such other duties as may be assigned by the Chairperson. If there is a second Vice-Chairperson, he/she will assume the duties and responsibilities of the First Vice-Chairperson in the absence of the First-Vice Chairperson and will undertake such other duties as may be assigned by the Chairperson or First Vice-Chairperson.
3. Secretary. The Secretary shall serve under the direction of the Board through the Chairperson and shall provide the necessary administrative support services to the Board. The Secretary shall:
- a. Prepare and distribute the agenda for each of the regular and special Board and standing and other committee meetings.
 - b. Schedule regular and special Board meeting dates in consultation with the Chairperson.
 - c. Record and prepare minutes and reports for each of the regular and special Board and standing and other committee meetings.
 - d. Be responsible for securing information from the University administration.
 - e. Acknowledge and answer routine correspondence directed to the Chairperson and/or Board.
 - f. Serve as liaison between the University administrative staff and the Board.
 - g. Review policy proposals submitted by the University administration.
 - h. Maintain a calendar of the Board's unfinished business.
 - i. Conduct research and analysis of policies relating to the governance of the University by the Board.
 - j. Review rules and regulations affecting the University in accordance with the Hawai'i Administrative Procedures Act.
 - k. Maintain, collect, and preserve the official records of the Board.
 - l. Collate and index policies which are adopted by the Board.
 - m. Serve as "Records Officer" under the State archives program.

- n. Serve as “Certifying Officer” of official University documents.
- o. Perform additional duties as assigned by the Chairperson and the various standing and other committee chairpersons.

D. Standing Committees of the Board.

1. Establishment of Standing Committees. To facilitate consideration of policy matters that must be approved by the Board and to facilitate the exercise of the Board’s oversight responsibilities, five standing committees are established. Authority to act on all matters is reserved for the Board, and the functions of each standing committee shall be to consider and make recommendations to the Board pursuant to these guidelines:
 - a. All committees work with the university administration to recommend strategic goals, objectives, and metrics for activities relevant to their committee’s purview.
 - b. All committees annually review progress against the university’s strategic goals and objectives relevant to their committee’s purview.
 - c. All committees annually review their committee charters as set forth in these bylaws and recommend additions, deletions, or other amendments as appropriate.
 - d. All committees the regent policies relevant to their committee’s purview every three years and recommend amendments as appropriate.
 - e. All committees review and recommend requests for exemptions to policies relevant to their committee’s purview.
2. Standing Committees. The following are the standing committees of the Board and their functions:
 - a. Committee on Student Success: This committee is responsible for recommending policy and exercising oversight over the academic mission, goals, and programs of the University, student success and welfare, including intercollegiate athletes, and the university’s research enterprise.

This committee is also the liaison between the board and the following affiliated organizations:

- All Campus Council of Faculty Senate Chairs
- Career and Technical Education Advisory Council
- P-20 Council
- University of Hawai’i Student Caucus

Specific additional duties include:

- (1) Review the academic mission and strategic direction of the system and its major units.
 - (2) Periodically review the extent to which programs support the mission and strategic direction of the University.
 - (3) Monitor the quality and effectiveness of educational programs.
 - (4) Review annually and advise the board of any irregularities concerning:
 - (a) the health, safety and academic progress of student-athletes;
 - (b) compliance with NCAA and conference requirements;
 - (c) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee.
 - (5) Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University.
 - (6) Review and make recommendations on proposals to establish or to terminate Organized Research Units and research centers.
- b. Committee on Institutional Success. This committee is responsible for recommending policy and exercising oversight over (a) the preparation and execution of the university's capital and operating budgets, (b) the development and management of its facilities including land use master plans for each campus, (c) the use of university lands, (d) personnel policies and practices and (e) endowment funds and other financial assets of the University.

This committee is also the liaison between the board and the following affiliated organizations:

- Council of Staff Council Chairs
- Research Corporation of the University of Hawai'i
- University Health Partners
- University of Hawai'i Foundation

Specific additional duties include:

- (1) Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board.

- c. Committee on Independent Audit. This committee, which shall have the same membership as the Committee on Institutional Success, is responsible for exercising oversight over the university's external auditors and the university's office of internal audit as set forth in Chapter 304A-321, Hawaii Revised Statutes.

Specific additional duties include:

- (1) Advise the Board regarding the Board's responsibilities to oversee:
 - (a) the quality and integrity of the University's compliance with legal, regulatory and policy requirements, financial reporting and financial statements, and internal controls related to risks;
 - (b) the function, disclosures, and performance of the University's compliance, internal control, and risk management systems regarding ethics and compliance, risk, finance, and accounting, and the adequacy of such systems; and
 - (c) the independent certified public accountant's qualification, independence and performance, as well as performance of the internal audit function.
- (2) Review the annual internal audit plan and the extent to which it addresses high risk areas.
- (3) Review the annual report of the internal audit department and discuss significant issues of internal controls with the Internal Auditor and management.
- (4) Discuss the planned scope of the annual independent audit with the independent certified public accountants and review the results of the audit with the independent certified public accountants and management.
- (5) Receive and review the annual certified financial reports with the independent certified public accountants and management.
- (6) Recommend to the Board the certified public accountants to serve as the independent auditor, and their fees.
- (7) Revise the scope of the annual audit, and approve any services other than audit and audit related services provided by the certified public accountants.
- d. Committee on Kuleana. This committee is responsible for recommending policy and exercising oversight over the mission goals, and programs of the university that promote the university's role in fulfilling kuleana to

Native Hawaiians and to Hawai'i including (a) the reconciliation of injustices, (b) the university's and its research enterprise's contribution to a robust Hawai'i economy, (c) the achievement of the university's strategic imperatives and (d) the achievement of the university's stewardship objectives for Maunakea.

This committee is also the liaison between the board and the following affiliated organizations:

- Maunakea Management Board
- Pūko'a Council

- e. Committee on Governance. This committee has the central responsibility of ensuring that board members are prepared to exercise their fiduciary duties and is the key means by which board members receive a comprehensive orientation to higher education, to their institution, and to the principles of highly effective trusteeship. The board looks to this committee to help it ask and answer the right governance questions.

Specific duties include, but are not limited to:

- (1) Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.
- (2) Ensure board education and board member development is provided for board members.
- (3) Provide recommendations to the board regarding best practices for board effectiveness.

3. Appointment of Committee Members. The chairperson and voting members of each standing committee shall be appointed by the Chairperson and shall serve for one year or until the appointment of their successors. The Chairperson shall be an ex officio, voting member of all standing committees, provided that the Chairperson shall only vote in committees to break a tie or when the presence of the Chairperson is needed to comprise or maintain a quorum. All board members who are not voting members of a committee or committees shall be ex officio, nonvoting members of such committees. The President, as chief executive officer of the University, shall assign a member of the University administrative staff to each standing committee who shall be the administrative liaison with the chairperson of the committee.

The Committee on Student Success shall include Regents from the four major islands.

4. Meetings. Each standing committee shall schedule meetings as appropriate. The Committee on Student Success meetings shall be held on each of the islands with community college campuses, to the extent practicable.

5. Referrals to Committees. Each standing committee shall consider all matters referred to it by the Chairperson and shall make appropriate recommendations within a reasonable time to the Board.
6. Progress Reports. Each standing committee shall make progress reports to the Board periodically or when requested by the Chairperson.
7. Task Groups. Task groups may be established by the Chairperson upon authorization by the Board, and with such powers and duties as determined by the Board. The tenure of a specific task group shall expire at the completion of its assigned task.

E. New Board Member Orientation

New Board members shall be scheduled to receive an orientation within one month of the beginning of their term. The orientation shall include, among other things, an overview of the University system, BOR responsibilities, accreditation standards for Board governance, and BOR policies and practices. New Board members shall also be provided with a Reference Guide covering these and other topics.

ARTICLE III. Advisory Committees and Consultants

- A. Creation. The Board may create an advisory committee, as necessary, which shall serve as advisory to the Board. The committee membership shall be appointed by the Chairperson, subject to approval by the Board. The tenure of the advisory committee shall expire at the completion of the assigned task.
- B. Consultant Services. The Board may engage the services of consultants as it deems necessary.

ARTICLE IV. Meetings

- A. Number and Place of Meetings. The Board shall meet not less than ten times annually (July 1, thru June 30) and may from time to time meet in each of the counties of Honolulu, Hawai'i, Maui, and Kaua'i. The Board shall at each meeting set the time and place for its next regular meeting.
- B. Special Meetings. Special meetings may be called by:
 1. The Chairperson;
 2. The Secretary, upon request by a majority of the members of the Board; or
 3. Any Board member, with the consent of the Chairperson.
- C. Call for Committee Meetings. Standing committee meetings shall be called by the Secretary in consultation with the committee chairperson. In the event of a joint meeting, the Chairperson shall designate the presiding committee chairperson.

- D. Public Notice of Meetings. All meetings of and public appearances before the Board and its standing committees shall comply with Chapter 92, HRS, and shall be as set forth in the Rules of Practice and Procedures of the Board of Regents (Hawai'i Administrative Rules, Title 20, Subtitle 1, Chapter 1.1).

ARTICLE V. Quorum

A majority of all voting members to which the Board is entitled shall constitute a quorum. For purposes of standing committees, the Chairperson shall only be counted in determining quorum to constitute a majority.

ARTICLE VI. Voting

Voting by the Board and its standing committees shall be as set forth in the Rules of Practice and Procedures of the Board of Regents (Hawai'i Administrative Rules, Title 20, Subtitle 1, Chapter 1.1).

ARTICLE VII. Legal Counsel

- A. The University General Counsel. The University General Counsel shall be designated as legal counsel for the Board. The University General Counsel or the University General Counsel's representative(s), in the capacity of legal counsel for the Board, shall be present at all regular and special meetings and certain standing committee meetings of the Board.
- B. Requests for Written Legal Opinions. Requests for any written legal opinion of the University General Counsel shall be made by the Chairperson or designee with the full knowledge of the Board. Whenever a legal opinion is rendered by the University General Counsel, such opinion shall be in writing and along with a copy of the written request for such opinion, distributed immediately to all Board members.
- C. Conflicts. By policy and organizational structure, the University General Counsel serves the Board as well as the University administration. Understandably, there may be occasions when it becomes necessary to avoid a perception of conflict, or actual conflict, or to obtain specialized legal expertise. At such times, the Board may exercise its discretion in securing the services of independent legal counsel through the Secretary.

ARTICLE VIII. Robert's Rules of Order

Meetings shall be conducted in accordance with the current edition of Robert's Rules of Order insofar as they are applicable and not inconsistent with these bylaws, or applicable statutes or rules.

ARTICLE IX. Amendments

These bylaws may be amended only by two-thirds (2/3) vote of all the members to which the Board is entitled. Any proposed amendment to the bylaws shall be submitted in writing for consideration and vote by the members at a Board meeting.

ARTICLE X. Conflicts of Interest

- A. **Standard of Conduct.** Members of the Board shall comply with the provisions of these bylaws and are subject to the standards of conduct and financial interest disclosure requirements of Chapter 84, HRS (State Ethics Code) and must act in accordance with Chapter 84, HRS.
- B. **Fiduciary Responsibility.** Members of the Board serve a public interest role and thus have a clear obligation to conduct all affairs of the University in a manner consistent with this concept. Members of the Board are expected to place the welfare of the University above personal interests, the interests of family members, or others who may be personally involved in affairs affecting the University. All decisions of the Board shall be made solely on the basis of a desire to promote the best interests of the University and the public good.
- C. **Disclosures.** In the event the Board must consider any matter for the University which also directly involves:
 - 1. a regent or a member of the regent's family (which shall be a spouse, parents, siblings and their spouses, children and their spouses, and any household member);
 - 2. a public or private organization with which a regent is affiliated, as defined below; or
 - 3. a regent's personal financial interest as defined under Chapter 84, HRS;

Any affected regent, at the first knowledge of the matter, shall fully disclose, as noted below, the precise nature of the interest or involvement.

For purposes of this article, an affiliation exists if a regent or a member of the regent's family is an owner (which shall be defined as: (1) an ownership interest valued at more than \$5,000; or (2) 10% or more ownership of the business), officer, director, trustee, partner, employee (which shall also include legal counsel, consultant, contractor, advisor, or representative) or agent of such organization.

All disclosures required under this article must be directed in writing to the Secretary who, together with the University General Counsel, shall be responsible for the administration of this bylaw.

Matters covered under this article shall be reported initially to the Chairperson for appropriate action. Should the Chairperson be the regent with a potential conflict, the matter shall be reported to the Vice-Chairperson. Should both the Chairperson and the Vice-Chairperson have a potential conflict, the matter shall be reported to

the chairperson of a Board standing committee in the order as listed in Article II, Section D of the bylaws of the Board.

Information disclosed to the Secretary shall be held in confidence to the extent authorized by law.

This disclosure requirement shall not apply to any regent who declares a conflict of interest and recuses himself/herself from consideration of the matter before the Board.

- D. **Determination of Conflicts.** Questions concerning possible conflicts of interest shall be directed to the Secretary. Board shall resolve the questions by majority vote at a Board meeting in compliance with Chapter 92, HRS. Where any matter covered by Chapter 84, HRS, is involved, the potential conflict shall be referred to the State Ethics Commission for disposition. Questions of potential conflict not covered by Chapter 84, HRS, may be referred to the University General Counsel for a legal opinion, except that questions of conflict under Section 78-4, HRS, shall be referred to the University General Counsel for a legal opinion.

Restraint on Participation. A member of the Board who has declared a conflict of interest and recused himself/herself or who has been found to have a conflict of interest in any matter before the Board shall refrain from participating in the consideration of the proposed matter. The regent may not vote on such matters before the Board and may not be present during the Board's deliberation and at the time of vote.

- E. **Sanctions and Remedies.** Any Board action favorable to a regent obtained in violation of this bylaw is voidable on behalf of the Board; provided that in any proceeding to void a Board action pursuant to this bylaw, the interests of third parties who may be damaged thereby shall be taken into account. Any proceeding to void a Board action shall be initiated within sixty (60) days after the determination of a violation under this bylaw. The Board may pursue all legal and equitable remedies and/or sanctions through the University's legal counsel. Any Board action imposing a remedy or sanction under this section must be initiated within one year after the action of the Board that is affected by a violation.

Item IV.D.

Discussion of Committee Goals for 2023-2024

**NO MATERIALS
DISCUSSION ONLY**