

## **MINUTES**

### **BOARD OF REGENTS COMMITTEE ON GOVERNANCE MEETING**

**AUGUST 3, 2023**

#### **I. CALL TO ORDER**

Chair Laurel Loo called the meeting to order at 9:02 a.m. on Thursday, August 3, 2023, at the University of Hawai'i (UH) 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 Laurel Loo, Vice-Chair Ernest Wilson, Regent William Haning, Regent Wayne Higaki, and Regent Gabriel Lee.

Others in attendance: Board Chair Alapaki Nahale-a; Regent Neil Abercrombie; Regent Lauren Akitake; Regent Abigail Mawae; Regent Diane Paloma; Regent Laurie Tochiki (ex officio committee members); President David Lassner; Vice President (VP) for Legal Affairs/University General Counsel Carrie Okinaga; VP for Research and Innovation Vassilis Syrmos; VP for Budget and Finance/Chief Financial Officer Kalbert Young; UH-Mānoa Provost Michael Bruno; UH-Hilo Chancellor Bonnie Irwin; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Yvonne Lau; and others as noted.

#### **II. APPROVAL OF MINUTES**

Chair Loo inquired if there were any corrections to the June 1, 2023, meeting minutes for the committee formerly known as the Committee on Personal Affairs and Board Governance which had been distributed. Hearing none, the minutes were approved.

#### **III. PUBLIC COMMENT PERIOD**

Board Secretary Lau announced that the Board Office received late written comments from Dr. Greg Chun, Executive Director of the Center for Maunakea Stewardship, on behalf of Roberta Chu, Chair of the Maunakea Management Board (MKMB), expressing MKMB's concerns about the transition of management responsibilities from the university to the Maunakea Stewardship and Oversight Authority (MKSOA) created through Act 255. She also stated that no individuals signed up to provide oral testimony.

Written testimony may be viewed at the of the Board of Regents website as follows:

[Late Written Testimony Received](#)

#### **IV. AGENDA ITEMS**

##### **A. Discussion and Potential Action of Board of Regents Resolution Regarding Maunakea**

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

Chair Loo noted that Resolution 23-01 was referred back to the Committee on Governance (Governance Committee) for further review and discussion in light of the testimony submitted on this matter and extensive dialogue that occurred at the board meeting held on July 20, 2023. She also stated that the Governance Committee was charged with determining whether Resolution 23-01 should be amended for greater clarity and introduced Regent Emeritus Benjamin Kudo, who has been appointed as Chair Nahale-a's designee on MKSOA, who would be sharing his thoughts on this issue.

Regent Abercrombie arrived at 9:08 a.m.

Regent Emeritus Kudo offered his perspectives on the transition of Maunakea management and stewardship responsibilities from UH to MKSOA. He stressed the importance of determining interim responsibilities for the operational aspects of Maunakea management and stewardship during the five-year transition period which he thought would be best addressed on a case-by-case basis; spoke about several issues with respect to the transition itself that he believes must be taken into account, including the various assets, interests, liabilities, and obligations currently held by the university; and suggested the creation of a transfer working group comprised of representatives from the university, MKSOA, and the Department of Land and Natural Resources (DLNR), an entity that also has management and oversight authority over Maunakea lands, to conduct an analysis of these matters and develop a transfer plan.

Regent Abercrombie advocated for the creation of a comprehensive, detailed plan to accomplish the successful transfer of all Maunakea management and stewardship responsibilities to MKSOA. He highlighted the complex nature of the issues being faced by the university and DLNR, including institutional obligations and legal liabilities; emphasized the importance of addressing these matters and taking them into consideration when developing a transition plan; and opined that the establishment of such a plan would help to provide a clear path forward for all parties involved. Regent Emeritus Kudo concurred with Regent Abercrombie's observations stating that the working group he envisioned would be charged with the task of developing such a plan for review and approval by the university, MKSOA, and DLNR.

Chair Loo went over proposed amendments to Resolution 23-01 that had been submitted by regents including the insertion of language to express the extent of the university's commitment to resolving issues related to the management and stewardship of Maunakea, as well as to assign Board Chair Nahale-a and Regent Higaki with the task of engaging MKSOA to craft an agreement that would provide clarity and a common understanding on how to "jointly manage" Maunakea lands and presenting

regular updates on the development of this agreement to the board via the Governance Committee.

Although Regent Abercrombie was in accord with the amendments as presented by Chair Loo, he suggested that language expressing the board's desire for the university, in consultation with MKSOA, to complete ongoing responsibilities in an accelerated and expeditious manner be further amended to include consultation with the Board of Land and Natural Resources (BLNR). Vice-Chair Wilson added that Chair Nahale-a and Regent Higaki should also be directed to engage with BLNR when crafting the agreement between the university and MKSOA to provide clarity and a common understanding on how to "jointly manage" Maunakea lands.

Regent Lee moved to accept the proposed amendments to Resolution 23-01 inclusive of the changes put forward by Vice-Chair Wilson and Regent Abercrombie, seconded by Vice-Chair Wilson, and the motion carried with all members present voting in the affirmative.

Regent Abercrombie questioned when Resolution 23-01, as amended, would be brought before the full board. Chair Loo replied that this issue should be addressed expeditiously and verbalized her desire to bring Resolution 23-01 before the full board for approval as soon as practical. Board Secretary Lau stated that, if Resolution 23-01 is recommended for approval by the committee at this meeting, it will be placed on the agenda of the board meeting scheduled for August 17, 2023.

Board Chair Nahale-a suggested that the Governance Committee consider an additional amendment to Resolution 23-01 to clarify that, while the university will seek MKSOA input when implementing the university's obligations under existing management plans and university entitlements to the extent they are still allowable under Act 255, the university would make the final decisions on any matters that require the university to act to fulfil its legal obligations until such time that the university's entitlements are transferred and assigned to MKSOA on or before July 1, 2028, whichever occurs sooner.

Brief discussions ensued on Board Chair Nahale-a's proposed amendment with respect to the directive this may provide to any working group established to develop a transition plan.

Citing the need for a member of the committee to make a motion, Regent Higaki moved to further amend Resolution 23-01 to include language as stated by Board Chair Nahale-a, seconded by Vice-Chair Wilson, and the motion carried with all members present voting in the affirmative.

Vice-Chair Wilson moved to recommend board approval of Resolution 23-01, as amended, seconded by Regent Higaki, and the motion carried with all members present voting in the affirmative.

## **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 the 2023-2024 Academic Year (Annual Review Table)**

Chair Loo referenced the Annual Review of Table which was contained within the materials packet noting that it lists the committee's duties and functions as stated in the recently amended Bylaws of the Board of Regents (Board Bylaws) and would be used as a tool to guide the committee's work during the coming academic year. She asked committee members if they had any questions or comments about the new committee structure, duties, or functions, or the Annual Review Table. None were raised.

**C. Discussion and Possible Action on Amending Board 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**

Since Resolution 23-01, as amended, stipulates that regular updates on the progress being made in formulating an agreement with MKSOA regarding the joint management of Maunakea lands be provided to the Governance Committee, Chair Loo indicated that there might be a need to amend the Board Bylaws to reflect this additional duty.

Board Chair Nahale-a stated that issues connected to Maunakea were multifaceted and involved numerous stakeholders. As such, he submitted that the Governance Committee, with its broad scope of duties as noted in the Board Bylaws, would be better suited for overseeing these matters as opposed to the Committee on Kuleana (Kuleana Committee), whose scope of duties was more narrowly focused.

Regent Paloma concurred with Board Chair Nahale-a but also opined that providing responsibility over Maunakea related matters to the Governance Committee did not preclude the Kuleana Committee from discussing issues related to Maunakea.

Regent Abercrombie requested clarification as to whether Board Chair Nahale-a's proposition would involve the transfer of duties associated with Maunakea stewardship and the receipt of MKMB liaison reports, which currently fall under the jurisdiction of the Kuleana Committee, to the Governance Committee. Board Chair Nahale-a replied in the affirmative.

Given Board Chair Nahale-a's line of reasoning, Regent Higaki moved to recommend approval of amendments to the Board Bylaws that would place oversight of Maunakea stewardship activities, along with the responsibility of receiving MKSOA and MKMB affiliate reports, under the auspices of the Governance Committee. Vice-Chair Wilson seconded the motion and the motion carried with all members present voting in the affirmative.

**D. Discussion of Committee Goals for 2023-2024**

Deliberations took place on the Governance Committee's goals for the 2023-2024 academic year with committee members recommending that development of a succession plan for all executive officers of the university, an analysis of the university's future personnel challenges and the steps being undertaken to address these needs,

and an examination of the board's relationship with the Regents Candidate Advisory Council (RCAC) be added to the goals for the year.

Regent Lee asked if regents have previously interacted with the RCAC. President Lassner replied that, although not a formal practice, the Board Chair has had conversations with the RCAC on occasion.

Board Chair Nahale-a suggested that regent recruitment and onboarding be included in the examination of the board's relationship with the RCAC. He also recommended that an end-of-the-year analysis of the new board committee structure be included in the committee goals.

Chair Loo thanked regents for their suggestions noting that they will be added to the Governance Committee's work plan for the year.

## **V. ADJOURNMENT**

There being no further business, Chair Loo adjourned the meeting at 9:55 a.m.

Respectfully Submitted,

/S/

Yvonne Lau  
Executive Administrator and Secretary of  
the Board of Regents