University of Hawai‘i, Board of Regents, 2444 Dole Street, Bachman 209, Honolulu, HI 96822
Telephone No. (808) 956-8213; Fax No. (808) 956-5156

Bookmarks and Page Links Available

Notice of Meeting
UNIVERSITY OF HAWAI‘I
BOARD OF REGENTS

Board business not completed on this day will be taken up on another day and time announced at the conclusion of the meeting.

Date: Thursday, July 20, 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. 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 48 hours in advance of the meeting will be distributed to the board. Late testimony on agenda items will be distributed to the board at the beginning of the meeting. 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.

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

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.

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.

III. Report of the President

A. SCR201 Task Force Next Steps Progress Report

B. Executive Managerial Salary Adjustment

C. Other

IV. Committee and Affiliate Reports

A. Report from the Committee on Budget and Finance

B. Report from the Committee on Independent Audit

C. Report from the Committee on Personnel Affairs and Board Governance

D. Report from the Committee on Planning and Facilities

E. Report from the Committee on Research and Innovation

F. Affiliate Reports

1. Hawai‘i P-20 Council
2. All Campus Council of Faculty Senate Chairs

V. Agenda Items

A. Consent Agenda

1. Approval of a Template Indemnification Provision to Allow the University of Hawai‘i to Accept National Aeronautics and Space Administration (NASA) Subawards from the Space Telescope Science Institute (STScI)
2. Approval of Bylaw Amendments for Updated Committee Responsibilities Under the New Committee Structure Approved at the April 20, 2023 Board of Regent's meeting and Nomination for Board Leadership Positions

VI. Executive Session (closed to the public):

A. Legal Matters: (To consult with the board's attorneys on questions and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities, pursuant to Section 92-5(a)(4), HRS)

1. Quarterly Status Report on Legal Matters

VII. Agenda Items (continued)

A. Discussion and Potential Action on BOR Resolution Regarding Maunakea

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.

1. 23-01 Resolution To Further Act on Items Relating to Maunakea Management and Repeal of Regent Resolutions 19-03 and 21-02

VIII. Announcements

A. Next Meeting: August 17, 2023, at University of Hawai‘i at Mānoa

IX. Adjournment

ATTACHMENTS

Attachment A – Personnel actions posted for information only, pursuant to Section 89C-4, HRS. These actions are not subject to approval by the Board of Regents

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.

Attachment A: Personnel Action for BOR approval. Pursuant to §89C-4, HRS, the following proposed compensation actions for excluded Executive/Managerial are disclosed for purposes of public comment.

DTS 23490
AMENDED

Executive/Managerial

Campus	Last Name	First Name & Middle Initial	Proposed Title	Unit	Nature of Action	Monthly Salary	Effective Date
UH System	Ogawa	Nicole	Associate Director	System Office of Human Resources	Appointment	$11,250	July 21, 2023
UH Mānoa	Chan	Gaye	Interim Associate Dean	College of Arts, Languages & Letters	$642 Additional Salary for a total of $13,607/monthly	$13,607	August 1, 2023
UH Mānoa	Durbin	Steven	Associate Dean	College of Engineering	Appointment	$17,000	August 1, 2023
UH Mānoa	Fontenot	Holly	Associate Dean	Nancy Atmospera-Walch School of Nursing	Appointment	$19,582	August 1, 2023
UH Mānoa	Kondo-Brown	Kimi	Associate Dean	College of Arts, Languages & Letters	$924 Additional Salary for a total of $14,127/monthly	$14,127	August 1, 2023
UH Mānoa	Wong	Lorrie	Associate Dean	Nancy Atmospera-Walch School of Nursing	Appointment	$17,000	August 1, 2023
UH Hilo	Kawai'ae'a	Keiki	Interim Vice Chancellor	Academic Affairs	Appointment	$15,834	August 14, 2023 - August 13, 2024
UH Hilo	Rapoza	Kaleihi'ikapoli	Vice Chancellor	Administrative Affairs	Appointment	$17,000	July 21, 2023
UH West Oahu	Barkhoff	Harald	Vice Chancellor	Academic Affairs	Appointment	$16,000	August 1, 2023
Kapiolani CC	Boyer	Karen	Interim Dean	Kapiolani Community College	Appointment	$13,301	August 1, 2023 - June 30, 2024
Kapiolani CC	Kenolio	Ellen	Vice Chancellor	Student Affairs	Appointment	$10,556	August 1, 2023
Kapiolani CC	Nakoa	Michaelyn	Interim Assistant to the Senior Executive	Kapiolani Community College	Appointment	$10,187	August 1, 2023 - July 31, 2024
Leeward CC	Igarashi	Michelle	Dean	Arts & Sciences	Appointment	$9,700	August 1, 2023
Leeward CC	Kato	Kami	Dean	Student Services	Appointment	$10,834	July 21, 2023
Windward CC	Akina	Sarah	Interim Dean	Windward Community College	Appointment	$8,750	August 1, 2023 - July 31, 2024

UNIVERSITY OF HAWAII
BOARD OF REGENTS
'23 JUL 18 A11:32

Item III.

Report of the President
A-C

NO MATERIALS
ORAL REPORT

Budget and Finance Committee Report

Summary of June 1, 2023 Meeting

Agenda Items:

A. Fiscal Year (FY) 2022-2023 Third Quarter UBS Legacy Endowment Fund (Fund) Investment Performance Report

UBS representatives provided a report on the investment performance of the Fund, which experienced improved performance across all asset classifications. Tactical moves initiated with respect to management of the Fund's portfolio since the beginning of the current fiscal year, the impacts of higher interest rates and continued inflation on the Fund, bond market performance, and the use of a portion of the cash raised at the end of the 2021 calendar year were also reviewed.

B. FY 2022-2023 Third Quarter Financial Report

Kalbert Young, Vice President (VP) for Budget and Finance/Chief Financial Officer, provided the FY 2022-2023 third quarter financial report stating that, with three quarters of the fiscal year completed, the fiscal condition of the university remains positive. He presented systemwide and campus-specific revenue and expenditure data pointing out that there was an increase in general fund appropriations received from the Legislature and that elevated expenditures were due to a variety of factors including inflation and increased utility costs. He also went over several enrollment data points noting that a continued trend in declining overall enrollment is a fiscal concern.

Discussions took place on the university's static versus dynamic costs relative to the amount of tuition revenues being generated as well as its ability to be nimbler in addressing these matters.

C. Status of Higher Education Emergency Relief Funds (HEERF)

VP Young reported that, as of the end of May 2023, the university has used all but $10 million of the HEERF monies it was awarded. The administration expects HEERF funding to be fully expended by the June 30, 2023, expenditure deadline and will be providing a full report on this matter to the board later this summer.

D. Committee Annual Review

The committee annual review matrix was reviewed and discussed.

Independent Audit Committee Report
Summary of June 1, 2023 Meeting

Agenda Items:

A. Review and Acceptance of the Status of Waikīkī Aquarium (Aquarium) Corrective Actions – Follow-up

Glenn Shizumura, Director of the Office of Internal Audit (OIA), reported on a follow-up audit to assess the Aquarium's implementation of corrective actions contained within a report dated January 29, 2021, entitled "University of Hawai'i at Mānoa Review of the Waikīkī Aquarium" that had not yet been completed. He noted that corrective actions have not been implemented for eight of the remaining 15 identified risks. OIA believes this results in significant risk to the Aquarium and has recommended that University of Hawai'i at Mānoa (UHM) senior leadership manage and monitor the Aquarium's implementation of corrective actions on a monthly basis.

Action: The committee voted to accept the report.

B. Update on the Status of Warrior Recreation Center Corrective Actions

Lori Ideta, Vice Provost for Student Success at UHM, and Teresa Crichfield, Associate Vice Provost for Student Success and Dean of Students at UHM, acknowledged that the Office of Student Life and Development (OSLD) does not generate separate financial statements for the WRC. Vice Provost Ideta stated that the Office of the Vice Provost for Student Success will undertake the exercise of constructing stand-alone financial reports for the WRC before December 31, 2023, and will be seeking guidance from OIA on the format and contents of these reports. The Campus Center Board and OSLD will also be engaged in this project.

C. Approval of Proposed Internal Audit Work Plan for Fiscal Year (FY) 2023-2024

Internal Auditor Shizumura stated that the proposed Work Plan for FY 2023-2024 was the outline of work to be performed by OIA during the coming year noting that it was developed in consultation with the administration. He furnished a summary of services provided by OIA to the committee, as well as the university's external auditor, Accuity, LLP, and presented a breakdown of new, carryover, and follow-up projects for FY 2023-2024.

Action: The committee voted to approve the Audit Work Plan for FY 2023-2024.

D. Review and Acceptance of Draft Committee on Independent Audit (IA Committee) Annual Report (Annual Report) to the Board

The committee's Annual Report which summarizes the services provided by OIA during the past fiscal year, as well as projects included in last year's audit plan with current status, findings, and recommendations, is prepared by OIA pursuant to Section 304A-321, HRS, and the board bylaws. It was noted that this report includes audit results for the current fiscal year which will end on June 30, 2023.

Action: The committee voted to accept the draft Annual Report.

E. Audit Project Status Update

Internal Auditor Shizumura provided a status update on the projects and audits outlined in the Audit Work Plan and presented a chart indicating new and ongoing carry-over projects as well as their current status.

F. Whistleblower Report

Internal Auditor Shizumura provided an overview of the whistleblower summary and tracking reports and reviewed some of the specific information contained within these reports noting that incidents involving employment or human resources-related issues constituted the majority of whistleblower cases for the current reporting period.

G. Annual Review of the Committee Charter and Committee Annual Review

Chair Higaki explained that the IA Committee is governed by section 304A-321, Hawaiʻi Revised Statutes (HRS), which together with the board bylaws, comprise the charter of operations for the committee. He also noted that the bylaws require the IA Committee to provide recommendations to the board regarding the committee's charter. Additionally, he 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. No questions, concerns, or recommendations for either of these items were raised.

Executive Session

An executive session was held pursuant to Section 92-5(a)(2), HRS, to consider the evaluation of Internal Auditor Shizumura.

Personnel Affairs and Board Governance Committee Report
Summary of June 1, 2023 Meeting

Agenda Items:

A. Board Self-Assessment

Chair Moore stated that, in accordance with Regents Policy 2.204, 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.

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 Regent's Meeting and Nomination for Board Leadership Positions

Chair Moore presented details on proposed bylaw amendments regarding committee duties and responsibilities under the new committee structure recently approved by the board and suggested two possible courses of action that could be taken with respect to the proposed bylaw amendments. He also provided the rationale for correcting language within the bylaws concerning the nomination process for the selection of board leadership that was adopted at the board's April 20, 2023, board meeting. Discussions ensued on these matters.

Action: The committee voted to recommend that the board approve 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 committee also voted to accept the corrections made to language concerning the nomination process for the selection of board leadership.

C. Committee Annual Review

The committee annual review matrix was reviewed and discussed.

D. Update on the 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 noted that 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.

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

Chair Moore reviewed RP 1.202, RP 2.202, and RP 9.201, all of which had a bearing on regents' involvement in the hiring process, and discussed the rationale for these policies. He emphasized that 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. He also spoke about open versus closed search methodologies that are used when making academic and administrative appointments.

Discussions ensued on the use of open versus closed hiring selection processes.

Planning and Facilities Committee Report

Summary of June 1, 2023 Meeting

Agenda Items:

A. Fiscal Year (FY) 2022-2023 Third Quarter CIP Status Report as of March 31, 2023

Jan Gouveia, Vice-President (VP) for Administration, reported on the status of CIPs through the Third quarter of FY 2022-2023 stating that ongoing projects are moving forward as anticipated with no major changes or issues to report. She noted projects that have been completed and highlighted the progress being made on the Komohana Research and Extension Center project, noting that the pursuit of Federal Emergency Management Agency (FEMA) financing for this project was halted due to continued delays with FEMA's grant approval process, spoke about the upgrades to the Clarence T.C. Ching Complex, and discussed the Hoʻola Early Phase Clinical Research Center project at the UH Cancer Center which remains on schedule.

B. University Land-Related Strategic Initiatives and Partnerships Program FY 2022-2023 Third Quarter Update

Michael Shibata, Director of the Office of Strategic Development and Partnership, presented updates on several projects. The university continues to pursue development opportunities for University of Hawaiʻi West Oʻahu lands and is currently preparing a request for proposals for the development of a private film studio and other commercial uses on UHWO lands, including a mixed-use, mixed-income rental housing project. Details were provided on other ongoing projects including the Atherton Project, NOAA Graduate Student Housing Project, and University Avenue ʻEwa Parcel Project.

C. Committee Annual Review

The committee annual review matrix was reviewed and discussed.

Research and Innovation Committee Report
Summary of June 1, 2023 Meeting

Agenda Items:

A. Research Project Briefing: *"Modeling Future Sea Level Rise (SLR) Impacts in Hawai'i with the Climate Resilience Collaborative (CRC)"* Presentation Charles (Chip) Fletcher, Interim Dean and Professor, School of Ocean and Earth Science and Technology (SOEST), University of Hawai'i at Mānoa

Dr. Charles "Chip" Fletcher, Interim Dean of SOEST, delivered a presentation on work being done by the CRC to model future SLR impacts in Hawai'i. He provided a general overview of SLR going over some of the methods by which SLR is determined; went over 30-year trend data on both regional SLR and global mean SLR; talked about the various causes of SLR; and discussed forecasts for the future of SLR emphasizing that current data indicates with a high degree of confidence that sea levels will continue to rise for millennia and is an unstoppable reality. He also remarked that mathematically modeled scenarios using tide-gauge data have been developed for planning purposes with respect to SLR; reviewed some of these scenarios; spoke about the impacts of SLR which include flooding, coastal erosion and land loss, groundwater pollution, and storm drain failure, providing examples for each of these issues; offered insights into the work of the CRC; delved into some of the coastal erosion, flooding, and groundwater impact models developed by the CRC for varying amounts of SLR; and demonstrated the use of the SLR viewer, an interactive website created by CRC that visually displays the impacts of a variety of SLR scenarios via map overlays.

B. Fiscal Year 2023 (FY23) Mid-Year Extramural Awards Update

1. FY 23 Monthly Report of Extramural Awards (as of April 30, 2023)

VP Syrmos reported that the university received approximately $440 million in extramural awards as of April 30, 2023, which was approximately 1.8 percent lower than the same period last fiscal year. However, as of June 1, 2023, the university has received roughly $467 million in extramural awards, which was a 1.5 percent increase over the same period last fiscal year. He provided a breakdown of trends, significant awards, and award amounts by campus; summarized data pertaining to various research and innovation metrics; and indicated that, if the current trend continues, the university anticipates receiving in excess of $500 million in extramural research funding by the end of FY23.

C. Committee Annual Review

The committee annual review matrix was reviewed and discussed.

Hawai‘i P-20 Council
Affiliate Report for the July 20, 2023 Board of Regents Meeting

Date of Affiliate Meeting: May 26, 2023

Topics Covered: The following topics were covered at this meeting:

- Hawai`i Attainment Goal Overview: P-20 Council Meeting - Hawaii Attainment Goal Overview Presentation 05-26-23.pdf
- Hawaii Attainment Goal Metrics P-20 Council Meeting - Hawaii Attainment Goal Metrics 05-26-23.pdf and P-20 Council Meeting - Hawaii Attainment Goal One-Pager.pdf
- Hawai’i DOE Attainment Goal Metrics, K-12 P-20 Council Meeting - HIDOE Hawaii Attainment Goal # 2 Presentation 05-26-23.pdf
- Promising Credentials in Hawaii: Promising-Credentials-in-Hawaii-FINAL-REPORT-10.20.20 (1).pdf

Summary of Discussions:

May 26, 2023, The Pacific Club: All participating agencies in the P-20 Partnerships for Education initiative were individually and collectively briefed. The documents linked above were reviewed.

As the Regents are aware, this is an extremely ambitious, coordinated effort to develop and share resources that will advance the mean educational attainment end of the people of Hawaii. I do not think that the level of ambition is at all unrealistic, as it calls upon generally available resources. The watchword here is “accessibility” and the action verb is “promoting.” So far, the University has collaborated well which is really a testimonial to the staff at P-20, whose demands upon the university have been modest and appropriate in my view.

Actions Taken: No proposals were put forward for approval. The early breakfast format allowed and encouraged free discussion.

Future Meetings: The members meet quarterly to brief – and potentially to deconflict - all participants in meeting the collective and individual goals. These are best reviewed most efficiently by the Board of Regents by using the tabular report above, “Hawai`i Attainment Goal Metrics” and its companion single-page document, “Hawai`i Attainment Goal One Pager.” Next date/venue TBD.

- W. Haning

All Campus Council of Faculty Senate Chairs (ACCFSC)
Affiliate Report for Board of Regents Meeting July 20, 2023

Date of Affiliate Meeting: May 10, 2023

Topics Covered: The topic listed below was the primary item of discussion for the meeting.

- SHARED GOVERNANCE within the University of Hawaii System

Summary of Discussions:

The subject of Shared Governance within the UH System and in particular as it applies to the faculty was raised and discussed. The primary aspects of Shared Governance discussed were:

- Definition and Understanding of the Shared Governance Concept
- Is there agreement among faculty as to its meaning and application?
- Is there alignment between the administration and faculty to its application?
- What actions need to be taken to have the concept become a part of the culture?
- Why is focusing on these important to the achievement of the overall mission of the institution and the benefits to be gained.

Actions Taken:

The ACCFSC members in attendance stated that this will be a major focus for the coming year.

UNIVERSITY of HAWAI'I SYSTEM

Office of the Vice President for Research and Innovation

UNIVERSITY OF HAWAII
BOARD OF REGENTS

'23 JUL 13 A9:20

UH DTS #23506

July 11, 2023

MEMORANDUM

TO: Alapaki Nahale-a
Chairperson, Board of Regents

VIA: David Lassner for
President

Carrie K. S. Okinaga
Vice President for Legal Affairs and University General Counsel

Kalbert K. Young
Vice President for Budget and Finance/Chief Financial Officer

FROM: Vassilis L. Syrmos
Vice President for Research and Innovation

SUBJECT: Request Approval of a Template Indemnification Provision to Allow the University of Hawai'i to Accept National Aeronautics and Space Administration (NASA) Subawards from the Space Telescope Science Institute (STScI)

SPECIFIC ACTION REQUESTED:

It is respectfully requested that the University of Hawai'i ("University") Board of Regents ("Board") approve a template hold harmless provision in favor of Space Telescope Science Institute ("STScI") to allow the University to accept research subawards issued by STScI during the calendar year 2023 and 2024, pursuant to prime awards STScI receives from the National Aeronautics and Space Administration ("NASA"). This approval will apply to two subawards currently pending for 2023 and to other subawards from STScI with similar template indemnity provisions that may be issued to the University during the remainder of 2023 and 2024. The request is made pursuant to Hawai'i Revised Statutes Section 304A-110 ("Indemnification"), appended as "Attachment 1" to this memorandum.

2425 Campus Road, Sinclair 10
Honolulu, Hawai'i 96822
Telephone: (808) 956-5006 FAX: (808) 956-9150
An Equal Opportunity/Affirmative Action Institution

RECOMMENDED EFFECTIVE DATE:

It is recommended that the authorization to undertake these indemnities become effective upon board approval, and expire in accordance with the term established in the subawards, subject to renewal upon mutual agreement. Upon Board approval, the hold harmless obligation may be accepted in any STScI subawards issued during calendar years 2023 and 2024.

ADDITIONAL COST:

There are no additional costs associated with this request. In accordance with §304A-110, Hawai'i Revised Statutes, the Chief Financial Officer has determined that sufficient insurance and retention exist to cover the liability of the University that may be reasonably anticipated to arise under the indemnity provision, and that no additional insurance is needed.

PURPOSE:

The purpose of this request is to allow the University to accept research subawards from STScI for calendar years 2023 and 2024 where the subaward requires the University to hold STScI harmless from various risks. Hawai'i law requires approval from the Board before the University undertakes a hold harmless obligation.

BACKGROUND:

STScI is one of several facilities operated by a consortium of 47 US institutions and three international affiliates (Association of Universities for Research in Astronomy or "AURA"). Since 1990 STScI has been the science operations center for the Hubble Space Telescope. STScI also leads the science and mission operations for the James Webb Space Telescope, and performs parts of the science operations for the Nancy Grace Roman Space Telescope.

STScI holds a prime contract from the National Aeronautics and Space Administration ("NASA") and pursuant to this prime contract has funded multiple awards to the University during the past 27 years. Between 2000 through 2022, the University has received $14,026,291 in initial awards and supplements to initial awards from STScI.

The research work requires researchers ("PIs") at the Institute for Astronomy ("IfA") to create models of star clusters and the area between the stars, analyze data received by the Hubble Space Telescope, calculate distances between stars, and other similar fields

of study. Occasionally, as required, the research may be asked to visit STScI located in Baltimore, Maryland, or other STScI facilities.

Hold Harmless Obligation:

The subawards incorporate STScI's general grant provisions including the following obligations (bold faced added for emphasis):
Section 28 – Grantee Liability and Insurance

> A. Liability
>
> The grantee is considered an independent researcher and not an employee of STScI. The grantee is responsible for all actions taken or not taken in the performance of the activity under a grant funded by STScI, including actions taken at the Institute, and STScI expressly disclaims any responsibility to any third party therefor. **Further, to the extent allowable by State law, the grantee agrees to hold STScI harmless from, and to accept all responsibility for any harm suffered by anyone arising out the actions of the grantee or its employees, agents, and representatives while visiting STScI.**

Because the obligation covers "all responsibility for any harm suffered by anyone arising out of the actions of the UH employee" it is akin to an open-end, contingent liability of an indemnification. UH staff attempted to negotiate a deletion or substitution of the hold-harmless obligation above with alternative language. Unfortunately, as in previous years, STScI has declined to delete or modify the language in any way to remove the indemnification obligations.

The University currently has two pending STScI subawards that will be issued in 2023 - Dr. Benjamin J. Shappee's "The final word: Documenting the Final Days of the Nearby Type Ia Supernova 2011fe" and Dr. Michael C. Liu's "Dynamical Masses of the Coldest Brown Dwarfs." Both subawards will start in 2023 and end in 2026, subject to renewal upon mutual agreement.

Risk Analysis:

The "Grantee Liability and Insurance" clause requires the University to hold STScI harmless from any damages arising from the actions of University personnel, agents or representatives when visiting STScI. Since the majority of the PIs do not visit STScI

during their projects, the hold harmless clause is unlikely to be invoked during the course of the subaward.

If the PI does intend to visit STScI, the risk of the visiting PI causing injury to third parties is assessed as remote, and can be mitigated by ensuring that the visiting PI fully understands and abides by visitor protocols of the hosting STScI. In addition, the research activities conducted under these subawards generally involve the analysis of astronomical data, which is not inherently dangerous or as risky as other research conducted at the University, such as, for example, the research involving human participants or research requiring the use of toxic chemicals.

In the opinion of the OVPRI, the benefits of these site visits to STScI facilities for face-to-face interaction on a research project outweigh the risks of the "hold harmless" protection to the host.

The Board has granted similar blanket approvals for STScI subawards containing hold harmless language for the past five (5) years, with the most recent approval occurring on May 18, 2022. Pursuant to these blanket approvals, the University has been able to receive and timely process new subawards from STScI. During the past years in which blanket approvals were authorized, we are not aware of any incidents that would have triggered the application of the indemnity clause.

ACTION RECOMMENDED:

It is recommended that the Board approve the hold harmless provision as set forth in STScI's General Grant Provisions, for all STScI subawards that may be awarded to the University for calendar years 2023 and 2024, pursuant to prime awards STScI receives from NASA.

Attachment (HRS § 304A-110)

c: Executive Administrator and Secretary to the Board of Regents

Attachment 1

[§304A-110] Indemnification.

(a) Notwithstanding any other law to the contrary, the board of regents may agree in writing to an indemnity provision by which the university agrees to indemnify, defend, and hold harmless any person, corporation, or entity that sponsors research at the university when all of the following conditions are satisfied:

(1) The person, corporation, or entity requires an indemnity in writing as a condition for providing a grant, benefit, service, or interest in or right to use property;

(2) The president, or the president's designee, following a favorable review by the university general counsel or the counsel's designee, approves the proposed indemnification; and

(3) The chief financial officer, pursuant to section 304A-108, has obtained an insurance policy or policies in an amount sufficient to cover the liability of the university that may be reasonably anticipated to arise under the indemnity provision or has determined that it is not in the best interest of the university to obtain insurance.

(b) Nothing in this section shall be construed to expand the scope of liability of the university beyond that set forth in chapters 661 and 662.

(c) Nothing in this section shall be construed to waive the immunity of the university from suit in federal courts guaranteed by the Eleventh Amendment to the United States Constitution. An indemnity provision not in strict compliance with this section shall not give rise to a claim against the university under this chapter or chapter 661 or otherwise waive the university's sovereign immunity.

UNIVERSITY of HAWAI'I SYSTEM

May 26, 2023 DTS-1914

MEMORANDUM

TO: Board of Regents
University of Hawai'i

FROM: Randolph G. Moore
Chair, Committee on Personnel Affairs and Board Governance

SUBJECT: Amendment of Board Bylaws Regarding Committee Structure and Nomination for Board Leadership Positions

BACKGROUND:

At its April 20, 2023 meeting the Board of Regents (BOR) approved this committee's April 6 recommendation that the seven current board standing committees be reconfigured to five:

- Committee on Student Success
- Committee on Institutional Success
- Committee on Independent Audit
- Committee on Kuleana
- Committee on Governance

The board asked this committee to propose an amendment to the board bylaws (a) to align the committee duties, as set forth in Section II.D of the bylaws, titled "Standing Committees of the Board," with the proposed five standing committees, (b) to clarify the role of the new Committee on Kuleana, and (c) to make other changes for simplification and clarification.

At the same meeting on April 20, 2023, the BOR approved an amendment to Article II, Section B, Paragraph 2 of the bylaws, entitled, "Nomination." The amendment was intended to codify the process currently followed regarding selection of a Board Chair and up to two Vice-Chairs. After further review, the amended language appears to not accurately reflect current practice, and could lead to possible violations of Chapter 92 of the Hawaii Revised Statutes, aka the "Sunshine Law". For this committee's consideration is amended language that more accurately captures current practice and is consistent with the Sunshine Law.

2444 Dole Street, Bachman Hall 209
Honolulu, Hawai'i 96822
Telephone: (808) 956-8213
Fax: (808) 956-5156
An Equal Opportunity/Affirmative Action Institution

PROPOSED AMENDMENT

A draft amendment to the bylaws to align the standing committee duties in the current bylaws with the proposed five different standing committees, and to revise the nomination section, is attached; a version showing the changes to the current bylaws is included, as well as a "clean version".

Attached also for your convenience are the materials regarding the changes in committee structure already presented to the BOR for its meeting on April 20, 2023. The "crosswalk" showing how the current duties of the seven committees would be reassigned to the five new committees is on pages 1-3. Then-suggested changes in the language currently in the bylaws, with rationale, are provided on pages 4-11. The current version of the bylaws (as of 4/20/2023) are provided on pages 12-24. The "new" language proposed to the BOR at this meeting (6/01/2023), if these amendments are adopted is presented on pages 25-41 (redline version) and pages 42-54 (clean version).

Again, the principal duties of the five proposed committees would be:

- Committee on Student Success: 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.
- Institutional Success: 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.
- Independent Audit: 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. This committee, mandated by statute, shall have the same membership as the Committee on Institutional Success.
- Kuleana: 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 Hawaiʻi, including (a) the reconciliation of injustices, (b) the university's and its research enterprise's contibution to a robust Hawaiʻi economy, (c) the achievement of the university's strategic imperatives and (d) the achievement of the university's stewardship objectives for Maunakea.
- Governance: Responsible for the efficient and effective operation of the board.

To make the committee duties more consistent, each committee would have the following generic duties, that are set forth in the introduction to standing committees in the bylaws:

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 recommmend additions, deletions, or other amendments as appropriate.

    d. All committees review 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.

Three of the committees would be assigned liaison responsibilities with affiliated organizations. This is a departure from current practice. Currently regents who are appointed to positions, directly with some of the organizations or as liaisons with other of the organizations, make reports (if any) directly to the full board of regents. Under the proposed bylaws, these regents would make their reports (if any) to a relevant committee, as follows:

Committee on Student Success:

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

Committee on Institutional Success:

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

Committee on Kuleana:

- Maunakea Management Board
- Pūkoʻa Council

Since the Committee on Kuleana is a new concept, there are no specific duties that are assigned to it from the current bylaws. This committee will have the opportunity to propose to the board future changes in the bylaws once the role of this committee is more fully developed.

In addition to the generic duties, each committee would have specific duties as are proposed in the draft bylaws that are not the generic duties described above. This draft is intended to be discussed by this committee, and the specific duties are suggestions for this committee's consideration.

ACTION RECOMMENDED:

When the committee believes it has reached agreement on an amendment to the board bylaws (a) to align the committee duties, as set forth in Section II.D of the bylaws, titled "Standing Committees of the Board," with the five standing committees, and (b) to accurately capture current practice in nominating members to serve as Chair and up to two Vice-Chairs, the committee should seek BOR approval of said amendment to the BOR bylaws.

Attachments:

Bylaws Standing Committee Crosswalk Table
Bylaws Current
Bylaws Redline with 6/01/2023 Proposed Amendments
Bylaws Clean with 6/01/2023 Proposed Amendments

Board of Regents Bylaws
Section II.D. Standing Committees of the Board

Current/suggested	Student Success	Institutional Success/ Audit	Kuleana	Governance
Academic & Student Affairs				
1. Review the academic mission and strategic direction of the system and its major units.		IS		
2. Periodically review to what extent programs support the mission and strategic direction of the University		IS		
3. Monitor the quality and effectiveness of educational programs.	SS			
4. Develop and maintain policies governing academic and student affairs.	SS	IS		
5. Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions	Delete			
Budget & Finance				
1. Work in concert with the University administration relating to the operating budget		IS		
2. Examine the budgetary process, budget proposals, expenditure plans, and development plans.		IS		
3. Discuss the implementation of the budgetary decisions with the University administration, especially amendments thereto or when circumstances require deviations from expenditure plans		IS		
4. Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.		IS		
5. Exercise general oversight and policy direction over the University's financial systems and programs		IS		
Planning & Facilities				
1. Review, study, and make recommendations to the Board relative to the long-range plans for the [physical] development of the University, considering academic needs, priorities, and fiscal capabilities of the State		IS		
2. Review, study, and make recommendations to the Board relative to the physical facilities master plans for each campus in the University system and to periodically review approved campus master plans in order to recommend revisions, if necessary, to meet the needs of the University.		IS		
3. Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board		IS		

	Student Success	Institutional Success/ Audit	Kuleana	Governance
4. Review policies and make recommendations to the Board on matters pertaining to the use of University facilities and ensure an environment that is complementary to the educational mission of this institution		IS		
5. Work in concert with the university administration relating to the capital improvement budget		IS		
6. Provide general oversight of the University's land-related strategic initiatives and partnerships program.		IS		
Personnel Affairs and Board Governance				
1. Review and consider policies and practices relating to university personnel		IS		
2. Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis				G
3. Ensure board education and board member development is provided for board members				G
4. Provide recommendations to the board regarding best practices for board effectiveness				G
Independent Audit				
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		IA		
2. Review the annual internal audit plan and the extent to which it addresses high risk areas.		IA		
3. Review the annual report of the internal audit department and discuss significant issues of internal controls with the Internal Auditor and management		IA		
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		IA		
5. Receive and review the annual certified financial reports with the independent certified public accountants and management		IA		

	Student Success	Institutional Success/ Audit	Kuleana	Governance
6. Recommend to the Board the certified public accountants to serve as the independent auditor, and their fees		IA		
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		IA		
8. Provide recommendations to the Board regarding approval of the internal audit mission statement, the committee's charter, and other governance documents related to both internal and external compliance and auditing activities at the University		IA		
Intercollegiate Athletics				
1. Serve as a liaison between the Board and the respective campuses and their athletic departments	SS			
2. Advise the Board regarding its responsibility to oversee: (a) the health, safety and academic progress of student-athletes; (b) fiscal integrity and budgetary concerns; (c) compliance with NCAA and conference requirements; (d) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee; and (e) selection procedures for athletic program head coaches.	SS			
3. Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report	SS			
4. Recommend policies governing all aspects of Intercollegiate Athletics at the University	SS			
Research & Innovation				
1. Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University		IS		
2. Review and make recommendations regarding investments, policies, and practices relating to University research, innovation and technology transfer programs		IS		
3. Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers		IS		
4. Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives		IS		

Suggested rewording of bylaw language for board standing committees

Current language	**Suggested language**	**Rationale**
Introduction (does not currently exist)		
	All committees work with the university administration to recommend and review strategic goals, objectives, and metrics for activities relevant to their committee's purview	Good governance practice
	All committees annually review progress against the university's strategic goals and objectives relevant to their committee's purview.	Good governance practice
	All committees review annually their committee charters as set forth in these bylaws and recommend amendments as appropriate.	Good governance practice
	All committees review every three years the regent policies relevant to their committee's purview and recommend amendments as appropriate.	Good governance practice
	All committees review requests for exemptions to policies relevant to their committee's purview.	Good governance practice
Student Success		
(from Academic & Student Affairs)		
Introduction (does not currently exist)	This committee is responsible for recommending policy and exercising oversight over the mission, goals, and programs of the university that promote student success and welfare, including intercollegiate athletes, and monitoring the quality and effectiveness of educational programs. This committee is also the liaison between the board and the following affiliated organizations:	Sets forth the responsibilities of this committee.

Current language	Suggested language	Rationale
	• All Campus Council of Faculty Senate Chairs • Career and Technical Education Advisory Council • P-20 Council • University of Hawaiʻi Student Caucus	
~~1. Review the academic mission and strategic direction of the system and its major units.~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
~~2. Periodically review to what extent programs support the mission and strategic direction of the University~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
~~3. Monitor the quality and effectiveness of educational programs.~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
~~4. Develop and maintain policies governing academic and student affairs.~~	Delete.	Incorporated in the introduction setting forth the responsibilities of this and all committees.
~~5. Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions~~	Delete.	Exceptions should come to the relevant committee as stated in the introduction for all committees; actions that have been delegated do not need to be reviewed unless requested by the president.
(from Intercollegiate Athletics)		
~~1. Serve as a liaison between the Board and the respective campuses and their athletic departments~~	Delete	Unnecessary.
2. Advise the Board regarding its responsibility to oversee: (a) the health, safety and academic progress of student-athletes; ~~(b) fiscal integrity and budgetary concerns;~~ (c) compliance with NCAA and conference requirements; (d) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee; and	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; and	The committee should review these matters and report irregularities to the board. The budgetary issues related to intercolleegiate athletics should be the responsibility of the committee on institutional success. The procedures for selecting head coaches should be a personnel matter under the purview of the committee on institutioal

Current language	Suggested language	Rationale
~~(e) selection procedures for athletic program head coaches.~~		success. There should be a regents policy on head coaches (for Mānoa only?) in Chapter 9 of the RPs, along with the personnel policies for employees who are not included in a bargaining unit. Specific procedures for the selection of head coaches should be set forth in executive policy, along with the procedures for selecting other university employees.
3. Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report	Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report	
~~4. Recommend policies governing all aspects of Intercollegiate Athletics at the University~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
Institutional Success		
Introduction (does not currently exist)	This committee is responsible for recommending policy and exercising oversight over the mission, goals, and programs of the university that promote (a) the preparation and execution of the university's capital and operating budgets, (b) the development and management of its facilities including master 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 Univeresity. This committee is also the liaison between the board and the following affiliated organizations: • Council of Staff Council Chairs	Sets forth the responsibilities of this committee.

Current language	Suggested language	Rationale
	• Research Corporation of the University of Hawai‘i • University Health Partners • University of Hawai‘i Foundation	
(from Research & Innovation)		
~~1. Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
~~2. Review and make recommendations regarding investments, policies, and practices relating to University research, innovation and technology transfer programs~~	Delete	Incorporated in the introduction setting forth the responsibilities of all committees.
3. Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers	Review and make recommendations on proposals to establish or to terminate Organized Research Units and research centers	Deleted “(ORU)” since this abbreviation does not appear elsewhere so it does not be defined.
~~4. Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
(from Budget & Finance)		
~~1. Work in concert with the University administration relating to the operating budget~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
~~2. Examine the budgetary process, budget proposals, expenditure plans, and development plans.~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
~~3. Discuss the implementation of the budgetary decisions with the University administration, especially amendments~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.

Current language	Suggested language	Rationale
~~thereto or when circumstances require deviations from expenditure plans~~		
~~4. Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
~~5. Exercise general oversight and policy direction over the University's financial systems and programs~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
(from Planning & Facilities)		
~~1. Review, study, and make recommendations to the Board relative to the long-range plans for the [physical] development of the University, considering academic needs, priorities, and fiscal capabilities of the State~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
~~2. Review, study, and make recommendations to the Board relative to the physical facilities master plans for each campus in the University system and to periodically review approved campus master plans in order to recommend revisions, if necessary, to meet the needs of the University.~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
3. Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board	No change.	
~~4. Review policies and make recommendations to the Board on matters pertaining to the use of University facilities and ensure an environment that is complementary to the educational mission of this institution~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
~~5. Work in concert with the university administration relating to the capital improvement budget~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.

Current language	Suggested language	Rationale
~~6. Provide general oversight of the University's land-related strategic initiatives and partnerships program.~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
(from Personnel Affairs and Board Governance)		
~~1. Review and consider policies and practices relating to university personnel~~		Incorporated in the introduction setting forth the responsibilities of this and all committees.
Audit (no change from current)		The committee charge is set forth in statute
Introduction (does not currently exist)	This committee 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.	This committee is mandated by statute.
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		

Current language	Suggested language	Rationale
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 ssaccountants		
~~8. Provide recommendations to the Board regarding approval of the internal audit mission statement, the committee's charter, and other governance documents related to both internal and external compliance and auditing activities at the University~~	Delete	Incorporated in the introduction setting forth the responsibilities of this and all committees.
Kuleana (committee does not currently exist)		
Introduction	This committeee 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 Hawaiʻi, including (a) the reconciliation of injustices, (b) the university's and its research enterprise's contibution to a robust Hawaiʻi economy, (c) the achievement of the university's strategic imperatives and (d) the achievement of	

Current language	Suggested language	Rationale
	the university's stewardship objectives for Maunakea. This committee is also the liaison between the board and the following affiliated organizations: • Maunakea Management Board • Pūkoʻa Council	
Governance		
Introduction (does not currently exist)	This committee is responsible for the efficient and effective operation of the board.	Sets forth the responsibilities of this committee.
2. Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.	No change.	
3. Ensure board education and board member development is provided for board members.	No change.	
4. Provide recommendations to the board regarding best practices for board effectiveness.	No change.	

BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY OF HAWAIʻI

(as of April 20, 2023)

Table of Contents

Article I. Definitions

Article II. Membership and Organization

- A. Membership
- B. Officers, Organization
  - 1. Term
  - 2. Vote
  - 3. Succession
- C. Duties of Officers
  - 1. Chairperson
  - 2. Vice-Chairperson(s)
  - 3. Secretary
- D. Standing Committees of the Board
  - 1. Establishment of Standing Committees
  - 2. Standing Committees
    - a. Committee on Academic and Student Affairs
    - b. Committee on Budget and Finance
    - c. Committee on Planning and Facilities
    - d. Committee on Personnel Affairs and Board Governance
    - e. Committee on Independent Audit
    - f. Committee on Intercollegiate Athletics
    - g. Committee on Research and Innovation
  - 3. Appointment of Committee Members
  - 4. Meetings
  - 5. Referrals to Committees
  - 6. Progress Reports
  - 7. Task Groups
- E. New Board Member Orientation

Article III. Advisory Committees and Consultants

- A. Creation
- B. Consultant Services

Article IV. Meetings

- A. Number and Place of Meetings
- B. Special Meetings
- C. Call for Committee Meetings
- D. Public Notice of Meetings

Article V. Quorum

Article VI. Voting

Article VII. Legal Counsel

A. The University General Counsel
B. Requests for Written Legal Opinions
C. Conflicts

Article VIII. Robert's Rules of Order

Article IX. Amendments

Article X. Conflicts of Interest

A. Standard of Conduct
B. Fiduciary Responsibility
C. Disclosures
D. Determination of Conflicts
E. Sanctions and Remedies

BYLAWS OF THE BOARD OF REGENTS
UNIVERSITY OF HAWAIʻI

ARTICLE I. Definitions

As used in these Bylaws:

"Board" or "BOR" means the Board of Regents of the University;

"HRS" means the Hawaiʻi 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 Hawaiʻi 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. 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, (b) whom they would like to see in any position in the upcoming fiscal year for which they are not interested, and how many vice chairs they think would be appropriate in the upcoming fiscal year. The polling regents shall, after they conduct their polling, compare notes, determine whether any strong consensus exists for any of the two or three positions, report their findings to the other regents, and at the meeting at which the elections are held, nominate for chair and vice chair(s) those who in the polling 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 the polling had more than nominal support. The nomination(s) by the polling regents shall not preclude 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, seven 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.

2. Standing Committees. The following are the standing committees of the Board and their functions:

a. Committee on Academic and Student Affairs

(1) Review the academic mission and strategic direction of the system and its major units.

(2) Periodically review to what extent programs support the mission and strategic direction of the University.

(3) Monitor the quality and effectiveness of educational programs.

(4) Develop and maintain policies governing academic and student affairs.

(5) Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions.

b. Committee on Budget and Finance

(1) Work in concert with the University administration relating to the operating budget.

(2) Examine the budgetary process, budget proposals, expenditure plans, and development plans.

(3) Discuss the implementation of the budgetary decisions with the University administration, especially amendments thereto or when circumstances require deviations from expenditure plans.

(4) Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.

(5) Exercise general oversight and policy direction over the University’s financial systems and programs.

c. Committee on Planning and Facilities

(1) Review, study, and make recommendations to the Board relative to the long-range plans for the development of the University, considering academic needs, priorities, and fiscal capabilities of the State.

(2) Review, study, and make recommendations to the Board relative to the physical facilities master plans for each campus in the University system and to periodically review approved campus master plans in order to recommend revisions, if necessary, to meet the needs of the University.

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

(4) Review policies and make recommendations to the Board on matters pertaining to the use of University facilities and ensure an environment that is complementary to the educational mission of this institution.

(5) Work in concert with the university administration relating to the capital improvement budget.

(6) Provide general oversight of the University's land-related strategic initiatives and partnerships program.

d. Committee on Personnel Affairs and Board Governance

(1) Review and consider policies and practices relating to university personnel.

(2) Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.

(3) Ensure board education and board member development is provided for board members.

(4) Provide recommendations to the board regarding best practices for board effectiveness.

e. Committee on Independent Audit

(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.

(8) Provide recommendations to the Board regarding approval of the internal audit mission statement, the committee's charter, and other governance documents related to both internal and external compliance and auditing activities at the University.

f. Committee on Intercollegiate Athletics

(1) Serve as a liaison between the Board and the respective campuses and their athletic departments.

(2) Advise the Board regarding its responsibility to oversee:

(a) the health, safety, and academic progress of student-athletes;

(b) fiscal integrity and budgetary concerns;

(c) compliance with NCAA and conference requirements;

(d) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee; and

(e) selection procedures for athletic program head coaches.

(3) Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report.

(4) Recommend policies governing all aspects of Intercollegiate Athletics at the University.

g. Committee on Research and Innovation

(1) Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University.

(2) Review and make recommendations regarding investments, policies, and practices relating to University research, innovation, and technology transfer programs.

(3) Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers.

(4) Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives.

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 Academic and Student Affairs shall include Regents from the four major islands.

4. Meetings. Each standing committee shall schedule meetings as appropriate. The Committee on Academic and Student Affairs 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, Hawaiʻi, Maui, and Kauaʻi. 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.

BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY OF HAWAIʻI

(as of ~~April 20, 2023~~)

Table of Contents

Article I. Definitions

Article II. Membership and Organization

A. Membership
B. Officers, Organization
1. Term
2. Vote
3. Succession
C. Duties of Officers
1. Chairperson
2. Vice-Chairperson(s)
3. Secretary
D. Standing Committees of the Board
1. Establishment of Standing Committees
2. Standing Committees
~~a. Committee on Academic and Student Affairs~~
~~b. Committee on Budget and Finance~~
~~c. Committee on Planning and Facilities~~
~~d. Committee on Personnel Affairs and Board Governance~~
~~e. Committee on Independent Audit~~
~~f. Committee on Intercollegiate Athletics~~
~~g. Committee on Research and Innovation~~
a. Committee on Student Success
b. Committee on Institutional Success
c. Committee on Independent Audit
d. Committee on Kuleana
e. Committee on Governance
3. Appointment of Committee Members
4. Meetings
5. Referrals to Committees
6. Progress Reports
7. Task Groups
E. New Board Member Orientation

Article III. Advisory Committees and Consultants

A. Creation
B. Consultant Services

Article IV. Meetings

A. Number and Place of Meetings

B. Special Meetings
C. Call for Committee Meetings
D. Public Notice of Meetings

Article V. Quorum
Article VI. Voting

Article VII. Legal Counsel

A. The University General Counsel
B. Requests for Written Legal Opinions
C. Conflicts

Article VIII. Robert's Rules of Order

Article IX. Amendments

Article X. Conflicts of Interest

A. Standard of Conduct
B. Fiduciary Responsibility
C. Disclosures
D. Determination of Conflicts
E. Sanctions and Remedies

BYLAWS OF THE BOARD OF REGENTS
UNIVERSITY OF HAWAIʻI

ARTICLE I. Definitions

As used in these Bylaws:

"Board" or "BOR" means the Board of Regents of the University;

"HRS" means the Hawaiʻi 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 Hawaiʻi 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~~ 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, ~~and how many vice chairs they think would be appropriate in the upcoming fiscal year~~. The polling regents shall, after they conduct their polling, ~~compare notes, determine whether any strong consensus exists for any of the two or three positions, report their findings to the other regents~~, discuss results with the board secretary who shall ensure at least one candidate exists for each position. ~~and at~~ At the meeting at which the elections are held, the respective polling regents may nominate for chair and vice chair(s) those who in ~~the~~ 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 ~~the~~ their respective polling had more than nominal support. ~~The nomination(s) by the polling regents shall not preclude other nominations from the floor.~~ 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~~, seven~~ 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 Academic and Student Affairs~~

~~(1) Review the academic mission and strategic direction of the system and its major units.~~

~~(2) Periodically review to what extent programs support the mission and strategic direction of the University.~~

~~(3) Monitor the quality and effectiveness of educational programs.~~

~~(4) Develop and maintain policies governing academic and student affairs.~~

~~(5) Review actions proposed by the President which fall under current board policies and procedures, including requests for exceptions.~~

~~b. Committee on Budget and Finance~~

~~(1) Work in concert with the University administration relating to the operating budget.~~

~~(2) Examine the budgetary process, budget proposals, expenditure plans, and development plans.~~

~~(3) Discuss the implementation of the budgetary decisions with the University administration, especially amendments thereto or when circumstances require deviations from expenditure plans.~~

~~(4) Review matters related to business affairs, and exercise fiduciary oversight of endowment funds and other financial assets of the University.~~

~~(5) Exercise general oversight and policy direction over the University's financial systems and programs.~~

~~c. Committee on Planning and Facilities~~

~~(1) Review, study, and make recommendations to the Board relative to the long-range plans for the development of the University, considering academic needs, priorities, and fiscal capabilities of the State.~~

~~(2) Review, study, and make recommendations to the Board relative to the physical facilities master plans for each campus in the University system and to periodically review approved campus master plans in order to recommend revisions, if necessary, to meet the needs of the University.~~

~~(3) Review proposals relative to naming of University improvements and facilities and make its recommendations to the Board.~~

~~(4) Review policies and make recommendations to the Board on matters pertaining to the use of University facilities and ensure an environment that is complementary to the educational mission of this institution.~~

~~(5) Work in concert with the university administration relating to the capital improvement budget.~~

~~(6) Provide general oversight of the University's land-related strategic initiatives and partnerships program.~~

~~d. Committee on Personnel Affairs and Board Governance~~

~~(1) Review and consider policies and practices relating to university personnel.~~

~~(2) Ensure board statutes, bylaws, policies, and rules are being reviewed and updated on a routine and regular basis.~~

~~(3) Ensure board education and board member development is provided for board members.~~

~~(4) Provide recommendations to the board regarding best practices for board effectiveness.~~

~~e. Committee on Independent Audit~~

~~(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.~~

~~(8) Provide recommendations to the Board regarding approval of the internal audit mission statement, the committee's charter, and other governance documents related to both internal and external compliance and auditing activities at the University.~~

~~f. Committee on Intercollegiate Athletics~~

~~(1) Serve as a liaison between the Board and the respective campuses and their athletic departments.~~

~~(2) Advise the Board regarding its responsibility to oversee:~~

~~(a) the health, safety, and academic progress of student-athletes;~~

~~(b) fiscal integrity and budgetary concerns;~~

~~(c) compliance with NCAA and conference requirements;~~

~~(d) any event or situation that may draw unusual public interest to the athletics program, a particular team, student athlete, or department employee; and~~

~~(e) selection procedures for athletic program head coaches.~~

~~(3) Review annual reports on the academic standing and progress of student athletes, including, but not limited to, the Academic Progress Rate report.~~

~~(4) Recommend policies governing all aspects of Intercollegiate Athletics at the University.~~

~~g. Committee on Research and Innovation~~

~~(1) Evaluate and approve long range plans that establish the strategic goals and objectives for research, innovation, and technology transfer at the University.~~

~~(2) Review and make recommendations regarding investments, policies, and practices relating to University research, innovation, and technology transfer programs.~~

~~(3) Review and make recommendations on proposals to establish or to terminate Organized Research Units (ORU) and research centers.~~

~~(4) Work in concert with Administration to establish performance goals and metrics to evaluate progress against the strategic goals and objectives.~~

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 chair, vice chair and membership as the Committee in 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: [NOTE: The duties of the Independent Audit Committee are substantially similar to its previous duties]

(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 Hawaiiʻi including (a) the reconciliation of injustices, (b) the university's and its research enterprise's contribution to a robust Hawaiʻi 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
- Pūkoʻa Council

e. Committee on Governance. This committee is responsible for the efficient and effective operation of the board.

Specific additional duties include:

(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 ~~Academic and Student Affairs~~ Student Success shall include Regents from the four major islands.

4. Meetings. Each standing committee shall schedule meetings as appropriate. The Committee on ~~Academic and Student Affairs~~ 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, Hawaiʻi, Maui, and Kauaʻi. 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 (Hawaiʻi 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 (Hawaiʻi 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.

BYLAWS OF THE BOARD OF REGENTS OF THE UNIVERSITY OF HAWAIʻI

(as of ~~April 20, 2023~~)

Table of Contents

Article I. Definitions

Article II. Membership and Organization

- A. Membership
- B. Officers, Organization
  - 1. Term
  - 2. Vote
  - 3. Succession
- C. Duties of Officers
  - 1. Chairperson
  - 2. Vice-Chairperson(s)
  - 3. Secretary
- D. Standing Committees of the Board
  - 1. Establishment of Standing Committees
  - 2. Standing Committees
    - a. Committee on Student Success
    - b. Committee on Institutional Success
    - c. Committee on Independent Audit
    - d. Committee on Kuleana
    - e. Committee on Governance
  - 3. Appointment of Committee Members
  - 4. Meetings
  - 5. Referrals to Committees
  - 6. Progress Reports
  - 7. Task Groups
- E. New Board Member Orientation

Article III. Advisory Committees and Consultants

- A. Creation
- B. Consultant Services

Article IV. Meetings

- A. Number and Place of Meetings
- B. Special Meetings
- C. Call for Committee Meetings
- D. Public Notice of Meetings

Article V. Quorum

Article VI. Voting

Article VII. Legal Counsel

A. The University General Counsel
B. Requests for Written Legal Opinions
C. Conflicts

Article VIII. Robert's Rules of Order

Article IX. Amendments

Article X. Conflicts of Interest

A. Standard of Conduct
B. Fiduciary Responsibility
C. Disclosures
D. Determination of Conflicts
E. Sanctions and Remedies

BYLAWS OF THE BOARD OF REGENTS
UNIVERSITY OF HAWAIʻI

ARTICLE I. Definitions

As used in these Bylaws:

"Board" or "BOR" means the Board of Regents of the University;

"HRS" means the Hawaiʻi 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 Hawaiʻi 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 chair, vice chair and membership as the Committee in 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 Hawaiiʻi including (a) the reconciliation of injustices, (b) the university's and its research enterprise's contribution to a robust Hawaiʻi 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
- Pūkoʻa Council

e. Committee on Governance. This committee is responsible for the efficient and effective operation of the board.

Specific additional duties include:

(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, Hawaiʻi, Maui, and Kauaʻi. 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 VI.

Executive Session

ITEM TO BE DISCUSSED IN EXECUTIVE SESSION

UNIVERSITY of HAWAI'I® SYSTEM

July 14, 2023 DTS-1978

MEMORANDUM

TO: Board of Regents
University of Hawai'i

FROM: Alapaki Nahale-a
Chair, Board of Regents

SUBJECT: Board of Regents Resolution 23-01

SPECIFIC ACTION REQUESTED:

It is respectfully requested that the Board of Regents ("Board") consider and approve Resolution 23-01 to further act on items relating to Maunakea Management and the repeal of Resolutions 19-03 and 21-02.

BACKGROUND:

At the May 18, 2023 Board of Regents meeting, after discussions relating to the stewardship of Maunakea following enactment of Act 255, then-Chair Randolph Moore recommended that two regents be appointed to work with Chancellor Bonnie Irwin, Dr. Greg Chun, the Executive Director of the Center for Maunakea Stewardship, and a representative from the university's Office of General Counsel to conduct a review of resolutions 21-02 and 9-03 that takes into consideration the terms of Act 255. The group was asked to develop specific recommendations on addressing the portions of each resolution that are still pending and relevant given Act 255's enactment, and bring these proposals to the board for further discussion. Regents Bal and Nahale-a were appointed to the group.

As a result of the group's review and work, Resolution 23-01 was developed and is being recommended to the full board for review and adoption. Given that Resolution 23-01 addresses the still-relevant proposals contained within Resolutions 21-02 and 19-03 that were previously adopted by the board, it is also being recommended that both of these resolutions be repealed.

ACTION RECOMMENDED:

Review and approval of attached Resolution 23-01.

Attachments:
Board of Regents Resolutions 23-01, 19-03 and 21-02

2444 Dole Street, Bachman Hall 209
Honolulu, Hawai'i 96822
Telephone: (808) 956-8213
Fax: (808) 956-5156
An Equal Opportunity/Affirmative Action Institution

University of Hawai‘i 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

DRAFT

University of Hawai‘i Board of Regents

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.

DRAFT

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

DRAFT

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 Hokukea 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.

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

21-02

University of Hawai‘i Board of Regents

R E S O L U T I O N

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:

21-02

University of Hawai‘i Board of Regents

R E S O L U T I O N

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