

MINUTES
BOARD OF REGENTS MEETING
APRIL 16, 2020

Note: On January 30, 2020, the World Health Organization declared the outbreak of COVID-19 a public health emergency of international concern, subsequently declaring it a pandemic on March 11, 2020. On March 16, 2020, Governor David Y. Ige issued a supplementary proclamation that temporarily suspended Chapter 92, Hawaii Revised Statutes, relating to public meetings and records, “to the extent necessary to enable boards to conduct business in person or through remote technology without holding meetings open to the public.”

I. CALL TO ORDER

Chair Ben Kudo called the meeting to order at 9:06 a.m. on Thursday, April 16, 2020. The meeting was conducted with regents participating from various locations.

Quorum (10): Chair Ben Kudo; Regent Simeon Acoba; Regent Kelli Acopan; Regent Eugene Bal; Regent Michael McEnerney; Regent Randy Moore; Regent Alapaki Nahale-a; Regent Michelle Tagorda; Regent Robert Westerman; and Regent Ernest Wilson Jr.

Excused (2): Vice-Chair Wayne Higaki; Vice-Chair Jan Sullivan.

Others in attendance: President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Legal Affairs/University General Counsel Carrie Okinaga; VP for Research and Innovation Vassilis Syrmos; VP for Information Technology/Chief Information Officer Garret Yoshimi; VP for Advancement/UH Foundation (UHF) Chief Executive Officer Tim Dolan; UH-Mānoa (UHM) Provost Michael Bruno; UH-Hilo (UHH) Chancellor Bonnie Irwin; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Kendra Oishi; and others as noted.

II. APPROVAL OF THE MINUTES OF THE MARCH 19, 2020 MEETING

Regent Wilson moved to approve the minutes of the March 19, 2020, meeting, seconded by Regent Westerman, and noting the excused absences of Vice-Chair Higaki, Vice-Chair Sullivan, and Regent Moore, the motion carried, with all members present voting in the affirmative.

III. PUBLIC COMMENT PERIOD

Board Secretary Oishi announced that the Board Office received written testimony as follows:

Written testimony in support of the approval of the appointment of the Dean of the William S. Richardson School of Law, UHM, was received from David Forman; Barbara Richardson; Dina Shek; Rachel James; Katherine Vessels; Denise Antolini; Nicholas Mirkay; John Barkai; Richard Chen; Calvin Pang; Vicki Szymczak; Eric Yamamoto;

Carole Petersen; Troy Andrade; Justin Levinson; Susan Serrano; Valerie Lam; Richard Wallsgrove; Ronette Kawakami; Julie Suenaga; Charles Booth; Melody Kapilialoha MacKenzie; Trisha Nakamura; Linda Hamilton Krieger; N. Mahina Tuteur; D. Kapua'ala Sproat; Lea Hong; Leslee Matthews; Gary Slovin; Chad Au; Larry Foster; Mark Levin; Mari Matsuda; Letani Peltier; Cheryl Burghardt; and Daphne E. Barbee.

Written comments related to the approval of the appointment of the Dean of the William S. Richardson School of Law, UHM, were submitted by an unidentified individual.

Written comments related to Maunakea were submitted by Sharol Awai.

Written testimony in opposition to items related to Maunakea was submitted by Kekailoa Perry.

Written testimony in opposition of the attempted renewal of the master lease for the Maunakea summit area was submitted by Laulani Teale.

IV. REPORT OF THE PRESIDENT: COVID-19 UPDATE

Regent Moore arrived at 9:15 a.m.

President Lassner updated the board on the university's current situation with regard to the COVID-19 public health crisis emphasizing that, while the situation appears to be stabilizing, the dynamic nature of this issue requires the university to maintain flexibility. The university continues to take actions it initiated over the past month to address this complex and ever-evolving public health crisis, including extending the provision of online courses through the first summer session of 2020. The core principles and educational mission of the university continue to be adhered to and the university is succeeding in its primary objectives of protecting the health and safety of its students, faculty, and employees and meeting the educational needs of its students that will allow them to complete the current semester as well as graduate. Although a myriad of issues relating to academic procedures, physical practices, and human resources continue to impact the university, the administration is working in consultation with all stakeholders to address these issues.

President Lassner noted that the university has also taken steps to alleviate some of the financial burden facing many students during the COVID-19 crisis. One initiative undertaken by UHF is the establishment of the Urgent Student Relief Fund (Relief Fund) to provide financial relief for students affected by COVID-19. To date the Relief Fund has surpassed \$1 million.

While the university has received requests for the refunding of tuition and various student fees and charges, tuition and academic fees dedicated to covering educational costs will not be refunded as those activities continue, albeit in a different mode of instruction. However, the university did conduct a comprehensive review of academic and student-related fees and charges to identify those that could be refunded to students on a prorated basis. Fees and charges for student housing at UHM and UHH,

student fees for the UHH student recreation center, and fees that support consumables not consumed such as chemicals or art supplies, will be refunded on a prorated basis.

It is also anticipated that the Coronavirus Aid, Relief, and Economic Security Act, or CARES, will provide some economic relief for both students and UH. President Lassner provided a brief overview of higher education funding contained in CARES noting that a majority of this relief is being provided through two funds – the Governor’s Emergency Education Relief Fund (GEERF) and the Higher Education Emergency Relief Fund (HEERF). GEERF funds can be used for early childhood, K-12, and higher education (both public and private) purposes and is a more flexible source of funding as governors are provided with discretion in the distribution of these funds. Hawaii is slated to receive approximately \$9.9 million from GEERF and the Office of the Governor is currently determining how this funding will be distributed.

Funds contained in HEERF are solely devoted to assisting institutions of higher education (IHE) and students enrolled at these institutions. HEERF funds are available to all IHEs to prevent, prepare for, and respond to the COVID-19 crisis. A portion of HEERF funds has also been dedicated to assisting IHEs that have significant unmet needs, as well as those considered to be minority-serving institutions. UH is expected to receive \$24 million of the approximately \$32.6 million in HEERF funding provided to Hawai'i. President Lassner stated that UH has received approximately \$12 million of the allotted \$24 million in HEERF funding and that \$12 million of total HEERF funds received by UH must be disbursed directly to students in the form of student aid in accordance with HEERF requirements. The administration is currently developing a plan and methodology for the disbursement of HEERF monies through the financial aid office of each campus in the form of emergency aid grants directly to students to allow for the completion of the current semester and to ensure enrollment for the fall 2020 semester. The university continues to plan for the receipt of the balance of the \$24 million in HEERF funding which is expected to occur in the near future. However, President Lassner stressed that this funding will not relieve the budget pressures being faced by the university as a result of the COVID-19 crisis but will help to alleviate costs directly related to COVID-19 being expended by the university.

While it does not appear that UH will receive additional HEERF funds slated to be granted to IHEs that have significant unmet needs, it will receive additional HEERF funds based upon its status as a minority-serving institution since it provides educational services to native Hawaiians. However, the exact amount of additional HEERF funds the university will receive is unknown at this time.

President Lassner informed the board of the overall financial situation facing UH due to the COVID-19 crisis as well as some of the actions being taken to address these budgetary concerns. While the full-scale impact of the COVID-19 crisis on the State’s general fund is not yet known, it is expected to be significant, and the Governor has issued budget restrictions for all State departments for the remainder of this fiscal year, including a restriction of \$2.2 million for the university. As general fund appropriations make-up approximately half of the university’s operating dollars, UH continues to work on developing financial plans to address expected budget shortfalls. Variables such as approximations of the overall general fund budget for the next fiscal year; student

enrollment numbers, as well as the possible types of students enrolling at the university, -i.e. resident v. non-resident, undergraduate v. graduate; possible labor cost savings; whether the university will be reopened by the fall of 2020; and the possible receipt of additional funds from a fourth federal stimulus package, are currently being reviewed and analyzed. Additionally, a hiring freeze has been initiated to reduce new expenditures. With the assistance of external experts, the administration has also begun scenario planning for different financial outcomes and to determine the impacts each scenario will have on the university.

Regent Nahale-a questioned how the university's interaction with other State agencies and large private institutions was impacting the university's efforts to address its financial situation. President Lassner answered that certain issues such as collective bargaining to mitigate labor costs and the appropriation and release of general funds are mutually addressed by the university and other State agencies as these issues have broad implications for the State system and require the development of comprehensive solutions before the university can proceed with its own financial planning on these matters. He stated that the university continues to work with the State Department of Education to address admission requirements for high school students to possibly allow more of these students to attend UH, which would impact the university's budget, and also stated that he continues to communicate with private IHEs in Hawai'i with regard to federal funding.

Regent Acoba asked President Lassner to further explain his earlier statement that CARES funding will not relieve the budget pressures being faced by the university as a result of the COVID-19 crisis. President Lassner replied that half of the \$24 million in HEERF funds received by UH is required to be used strictly to assist students and must be given to students directly and the remaining \$12 million may only be used to address direct impacts of COVID-19 and not general revenue shortfalls associated with reductions in general fund appropriations or tuition revenues.

Chair Kudo questioned whether the administration had any information on the projected financial shortfalls UH may face that took into account various possible outcomes from the COVID-19 crisis. President Lassner replied that the administration has identified the major variables that will cause financial impacts to the university and is about to embark on a process of developing budget shortfall scenarios that take into account factors such as reduced general fund appropriations, decreased enrollment and its impact on tuition, the provision of online-only instruction, and possible additional federal resources. Chair Kudo inquired as to when this information might become available. President Lassner responded that the various scenarios could be finalized and ready in a few weeks. The administration is working with an external third party that is doing similar work for many other universities around the country.

Chair Kudo inquired whether UHF has reached out to alumni associations and others to solicit funding as has been done by other universities. President Lassner responded in the affirmative stating that the UH Alumni Association already made a contribution directly to the Urgent Student Relief Fund and an alumni board member has produced a video urging other alumni to contribute to the university. VP Dolan added that UHF has also been using a multi-faceted approach, including the use of mail,

social media, and phone calls, to make an appeal to individual alumni, alumni associations, alumni groups, donors, and others to solicit donations for the university.

Noting that under the CARES Act minority-serving institutions would be eligible for additional HEERF funds, Chair Kudo asked if UH was considered a minority-serving institution that would be eligible for these additional funds. President Lassner replied in the affirmative. He explained that IHEs that provided educational services to native Hawaiians were considered minority-serving IHEs if these students accounted for at least 10% of the demographic of the student population and that approximately \$25 million in HEERF monies has been set aside for these IHEs as well as those serving Alaska natives, although how these funds will be allocated to the eligible institutions remains unclear.

Regent McEnerney stated that scenarios have been posited whereby university campuses would not be reopened by the fall of 2020 or even the spring of 2021 and questioned whether UH would be financially able to maintain even solely online education if the university loses all non-resident students. President Lassner replied that the university will be functioning in the fall of 2020 and spring of 2021. He stated, however, that a number of factors that are out of the control of the university will impact how it continues to function in the near future. He reiterated that the university is reviewing a number of possible scenarios and developing plans to address them but that that the university must remain flexible to adapt quickly to a very dynamic situation.

Regent Moore asked how the university planned to address the transfer of credits with other institutions for students affected by travel restrictions. President Lassner replied that a joint statement was issued by the major higher education institution associations across all sectors providing guidance on how to facilitate and ease the transfer of credits for students caught in this type of situation and that UH will be looking to this guidance to determine how to ease its credit transfer requirements, particularly for local students who choose to continue their education at UH. He noted deposits received for enrollment in the fall semester at UH have increased and that resident enrollment may experience an increase which could offset some of the financial losses expected with a decrease in non-resident students.

Regent Wilson asked whether UH has begun reviewing programs to identify areas that can be consolidated or eliminated given the expected decrease in revenue streams. President Lassner replied that this work is extensive and will be taking place over the next several weeks. While some programs will more than likely need to be cut or consolidated, there may be other programs on which the university will have to place more emphasis and make increased investments. The university needs to review this issue very carefully and understand the post-pandemic economic direction the State is planning to take to make these determinations.

Chair Kudo remarked that, as requested, both the Office of the Board of Regents and the Office of Internal Audit have submitted emergency response plans to board leadership outlining their operational abilities and staffing and equipment needs during the COVID-19 crisis. Board leadership has reviewed these plans and they will be distributed to all regents for comment and feedback.

President Lassner reported that the university has addressed concerns regarding the practice of online courses for regular Mānoa students being administered through the Outreach College which were raised during a routine audit conducted in 2018. It was determined that this practice created financial hardships for students as they did not receive the benefit of having their tuition capped at 12 credits, created additional administrative overhead associated with maintaining federal compliance, and was in violation of Regent Policy. A plan has been developed in consultation with the Outreach College, as well as affected colleges and departments, which creates a compliant pathway forward and will be implemented in the fall of 2020.

Chair Kudo thanked President Lassner for the update and extended the board's appreciation to Provost Bruno and Interim Vice-Chancellor French in working through the difficulties to resolve a longstanding but serious violation of board policy identified in the audit of the Outreach College. He further recognized that it is particularly timely to have this solution in place by next fall when more students will be struggling and need relief from the extra costs imposed on them by this inappropriate and unauthorized practice.

V. AGENDA ITEMS

A. Consent Agenda

1. Request for Approval to Indemnify the Federal Government, Air Force Research Laboratory, to Receive a Sponsored Research Award to the Vanguard Center to Support the Maui High Performance Computing Center

Regent Bal moved to approve the consent agenda, seconded by Regent Moore, and noting the excused absences of Vice-Chair Higaki and Vice-Chair Sullivan, the motion carried with all members present voting in the affirmative.

B. Request for Approval of the Establishment of the Dana Naone Hall Endowed Chair in Hawaiian Studies, Literature, and the Environment at the Hawaiʻinuiākea School of Hawaiian Knowledge at UHM

President Lassner provided information on a financial commitment received from the Laurence H. Dorcy Hawaiian Foundation of Forest Lake, Minnesota in the amount of \$3,284,263 to establish an endowed chair in Hawaiian studies, literature, and the environment at the Hawaiʻinuiākea School of Hawaiian Knowledge at UHM to recognize the professional life and work of Dana Naone Hall, an esteemed and renowned poet, whose reputation as a champion of native Hawaiian rights and the environment has been well-established throughout Hawaiʻi. In recognition of the receipt of this gift, the administration is requesting board approval for the establishment of the Dana Naone Hall Endowed Chair at the Hawaiʻinuiākea School of Hawaiian Knowledge at UHM.

Regent Wilson moved to approve the establishment of the Dana Naone Hall Endowed Chair in Hawaiian Studies, Literature, and the Environment at the Hawaiʻinuiākea School of Hawaiian Knowledge, seconded by Regent Moore, and noting the excused absences of Vice-Chair Higaki and Vice-Chair Sullivan, the motion carried with all members present voting in the affirmative.

Chair Kudo called a recess at 10:06 a.m. The meeting resumed at 10:12 a.m.

C. Status Update on Items Relating to Maunakea Management Pursuant to Board of Regents Resolution 19-03 (Resolution 19-03) (Discussion Only)

Dr. Greg Chun, Executive Director of Maunakea Stewardship, presented an update on the status of items relating to Maunakea Management pursuant to Resolution 19-03. He noted that Resolution 19-03 required the administration to provide a proposed plan for the reorganization and restructuring of the management of Maunakea, as well as an analysis of the management of the Maunakea Science Reserve, to the board at its April 2020 meeting. He stated that updated information to the administration's initial report on the decommissioning of the Caltech Submillimeter Observatory (CSO) and UHH's Hōkū Kea teaching telescope (Hōkū Kea), as well as educational and outreach programs being undertaken by UH at the 'Imiloa Astronomy Center ('Imiloa), would also be presented as requested by the board during its February 2020 meeting.

Dr. Chun briefly described the systematic approach used to gather the information needed to develop the proposed reorganization of the management structure for Maunakea and to conduct an analysis of the management of the Maunakea Science Reserve. He highlighted several key steps taken by the administration during this process including the evaluation of Maunakea's current internal organizational management structure; the review of relevant management issues noted in State and internal audits conducted over the past two decades; the examination of alternative land management models used by the State, as well as by large private landowners, such as cooperative agreements, attached State agencies, and community-based curatorships; and consultation with various agencies, observatories, community groups, and other Maunakea stakeholders, including stakeholders that may be critical of the university's management of Maunakea.

Through this information gathering process, the administration learned that a number of issues needed to be addressed in the development of any management or stewardship plan regarding Maunakea. Dr. Chun spoke on several crucial concerns raised with regard to the current management of Maunakea including transparency, management authority, and participation by various Maunakea stakeholders in the decision-making process. He also mentioned that issues such as the specific composition, role, and authority of any established advisory or governing board; the consideration of astronomy as more of a scientific rather than commercial endeavor; any legislation that may be required for implementation of some of the management models; and the disposition of public lands in accordance with statutory requirements, which is particularly complex given that Maunakea lands are comprised of public trust lands and conservation lands, needed to be contemplated in the development of models for the restructuring of the management of Maunakea.

As a result of this methodical approach to gathering information and input on the management of Maunakea, the administration developed key principles and objectives that were used as a guide in the establishment of potential Maunakea governance models. These principles and objectives included establishing clear lines of management authority and accountability; increasing management transparency;

broadening the diversity and participation of stakeholders in authoritative decision-making on actions involving Maunakea; embracing the multi-faceted nature of UH's responsibilities with regard to Maunakea and achieving a balance between culture, cultural practitioners, stewardship and scientific research; optimizing internal and external partnerships, collaborations, and networks; striving for portability of the governance models so as to mitigate impacts of any large-scale State-sponsored reorganization; and assuming that alternative models will be feasible and implementable.

1. Maunakea Management Reorganization and Restructuring Plan

Dr. Chun stated that Resolution 19-03 tasked the administration with formulating a Maunakea management reorganization and restructuring plan in consultation with the Maunakea Management Board (MKMB), Kahu Kū Mauna, 'Imiloa, existing Maunakea observatories, and other community stakeholders that would improve the efficiency, effectiveness, and transparency of the operations and management of Maunakea.

Dr. Chun provided a brief overview of the current management structure for Maunakea, noting that primary Maunakea management activities are currently under the jurisdiction of two different campuses which report to two different administrative officers of the university. MKMB, the Office of Maunakea Management (OMKM), 'Imiloa, Kahu Kū Mauna, and the Department of Astronomy at UHH are included within the jurisdictional scope of UHH and are under the administrative purview of the Office of the Chancellor of UHH. The UH Institute for Astronomy (IfA), which is under the administrative purview of the UHM Provost, is responsible for overseeing a large portion of the teaching and research activities on Maunakea, as well as maintaining relations with the Maunakea observatories. The Maunakea Support Services (MKSS) Program, which is administratively attached to IfA, technically is a program of the Research Corporation of the University of Hawai'i that is overseen by the MKSS Oversight Committee. MKSS is responsible for budgetary decisions related to management and functions at Hale Pōhaku, the Visitor Information Station (VIS), and the roads and infrastructure on Maunakea. Although this fragmented management system has functioned over the years, its multijurisdictional nature has created vagueness and confusion with regard to policy, responsibility, and authority.

The internal management restructuring proposal seeks to take a more unified approach to the management of Maunakea. Under this proposal, OMKM and MKSS would be combined into a single entity to be known as the Center for Maunakea Stewardship (Center). The management structure of the Center would then be organized around mission-critical roles and activities. The Center would be led by an Executive Director who would be directly responsible for oversight of all the operations of the Center. The Office of the Executive Director would retain primary responsibility for functions involving planning, permitting, regulatory, and compliance oversight, government and community relations, and coordination of research and academic activities related to Maunakea. A stewardship program unit, administered by a Director of Stewardship Programs who would report directly to the Executive Director, would be responsible for a majority of the work presently conducted by MKSS and OMKM, including managing stewardship programs, enforcement, Hale Pōhaku, the VIS, and

infrastructure on Maunakea. While the Executive Director's office and the stewardship program unit would work together collaboratively as planning, permitting, compliance, and stewardship functions can be operationally integrated, the analysis supported the separation of these functions to avoid confusion between these roles.

Additionally, the internal management restructuring proposal would optimize existing university resources to act as lead agencies in certain subject matter areas based on experience and expertise. IfA would serve as the lead agency for scientific cooperation and would be responsible for maintaining and establishing strong scientific partnerships; managing and stewarding relationships and collaboration with the Maunakea observatories; developing scientific cooperative agreements; maintaining federal partnerships; and acting as advocates for astronomy at UHM and UHH. 'Imiloa would serve as the lead agency for cultural, educational, and community engagement activities with regard to Maunakea. While not reporting directly to the Executive Director, IfA and 'Imiloa would work in partnership with the Office of the Executive Director. The Executive Director would be responsible for ensuring that these agencies carry out their respective responsibilities and functions as they relate to the mission of the Center. Dr. Chun noted that, under this proposal, existing Maunakea stakeholder bodies, including MKMB, Kahu Kū Mauna, the Environment Committee, and the MKSS Oversight Committee, would have a larger role in strategic and policy discussions, serving as not only strategy and policy advisors to the Executive Director, but also as de facto strategy and policy advisors to the board, the President, and the UHH Chancellor.

Dr. Chun stated that the administration believes that this internal management restructuring proposal would improve management of Maunakea and allow the university to effectively address the concerns that were raised by various Maunakea stakeholders during the information gathering phase of this process. This proposal also avoids complications involved with public land transfers and would maintain governance continuity for Maunakea, which is crucial should the State or university decide to pursue alternative master lease options in the future. He also noted that while the administration was striving to begin the process of implementing this restructuring plan by July 1, 2020, the current situation regarding COVID-19 has caused some uncertainty with this timeline.

2. Maunakea Science Reserve Governance Analysis

Resolution 19-03 also tasked the administration with performing an in-depth analysis of the governance of the Maunakea Science Reserve (Reserve), with input from MKMB, Kahu Kū Mauna, 'Imiloa, existing Maunakea observatories, and other community stakeholders, to determine whether the Reserve would be better served with a transfer in management or management performed through an alternative mechanism.

Dr. Chun stated that the administration reviewed and analyzed a number of existing management models currently being used by other state agencies and private organizations that manage large tracts of land with diverse and complex land management issues including the Kaho'olawe Island Reserve Commission, Ha'ena State Park Community Advisory Committee, Papahānaumokuākea Marine National Monument, and the various Ali'i trusts. This analysis resulted in the development of five

alternative governance models. He noted that these models were intended to serve as base models to begin discussions and that hybrid governance models containing elements of any of the various models could be pursued.

A brief overview of each of the five models developed was provided as follows:

- Attached State agency model – The Maunakea Stewardship Authority (Authority), governed by an appointed board of directors, would be legislatively created and attached to a state agency for administrative purposes. The board of directors would hire an executive director who would be directly responsible for oversight of all day-to-day operations. The Authority would be an independent organization that would become the legal entity responsible for all land management and stewardship functions on Maunakea. A community advisory council would also be established to serve in an advisory capacity to the Authority. Several issues identified with this particular model include uncertainties associated with the establishment and composition of an authority through the legislative process; funding mechanisms for the Authority as the majority of these types of authorities are required to be self-funded; risks to UH's role and reputation as a leading astronomy research institute as the result of a loss of active engagement in managing astronomy on Maunakea; time constraints due to master lease agreements; and complexities involved with converting existing subleases and agreements.
- Board of Land and Natural Resources (BLNR) management model – The Department of Land and Natural Resources (DLNR), governed by BLNR, would assume all management and compliance oversight functions for Maunakea, including functions currently carried out by OMKM and MKSS. This model would not require legislation to implement. The Maunakea master lease would be eliminated and BLNR would issue summit leases directly to each observatory. Stewardship functions for Maunakea could either be assumed by DLNR or executed through a collaborative agreement with a third party. Issues involved with this particular model include extensive new workloads for DLNR and BLNR; ownership questions regarding Hale Pōhaku and the VIS; risks to UH's role and reputation as a leading astronomy research institute, similar to that under the attached State agency model; and complexities involved with converting existing subleases and agreements.
- Third-party model – A third-party, such as a private or non-profit entity, would be chosen by BLNR and issued a master lease for Maunakea. The third-party would then assume all management responsibilities and functions on Maunakea, including the issuance of any subleases. While this model is expected to face a number of the same issues experienced under the attached agency and BLNR model, the additional complication of transferring public lands, particularly public trust lands, to a private entity, as well as questions of stewardship roles, responsibilities, and authority, add to the complexities of this model.
- Collaborative stewardship model – This model is similar to one currently being used to manage the Papahānaumokuākea Marine National Monument. It would

utilize a cooperative, co-management approach that integrates and balances stewardship, cultural, community, economic, and educational interests. Under this model, agency and other stakeholder members would agree to coordinate their respective plans, operations, and programs to enhance overall stewardship of Maunakea while maintaining their roles, authorities, jurisdictions and obligations. The administration envisions UH retaining the master lease for the astronomy precinct under this model.

- Collaborative stewardship model within UH – This model essentially employs a modified version of the internal management restructuring proposal noted earlier. However, under this model, MKMB would be replaced with the Maunakea Policy Council (Council) and certain authority, such as approval of the master plan, comprehensive management plan, and establishment of sublease policies, would be delegated to the Council by the board through the UH President and UHH Chancellor. The Executive Director of the Center would serve as the Chair of the Council appointed by the Board of Regents. Some of the benefits anticipated by this model include the ability for the model to be implemented without enabling legislation, the minimizing of complications involved with the transfer of public lands, and the retention of direct management authority over the astronomy precinct and Hale Pōhaku by the university.

Regent Acoba asked whether the board would cede some of its authority regarding Maunakea to the Council under the collaborative stewardship model within UH and whether the Council would be making decisions normally made by the board. Dr. Chun responded in the affirmative reiterating that under this model, the board would be delegating certain decision-making authority to the Council. He noted that what authority is delegated to the Council is at the sole discretion of the board. He noted that this was one method of addressing some of the concerns raised with regard to management and decision-making concerning Maunakea during the information-gathering process.

Stating that the collaborative stewardship model within UH envisions a more unified approach to the management of Maunakea that establishes clear lines of authority, responsibility, and accountability, Regent Acoba asked what the benefits were of discussing the other models presented. Dr. Chun answered that the administration was tasked with conducting this analysis under Resolution 19-03 and developing possible management models given the available data. He stated that further analysis of the other models would probably need to be conducted by an independent body with expertise in these matters.

Chair Kudo remarked that the board only had the authority to approve the restructuring of internal management but that he believed it was necessary to discuss the various governance models because the board's preference for any one of the various models presented could weigh heavily on the decision-makers as to which of the governance models should prevail.

Regent Nahale-a stated that understanding, assessing, and discussing the various management governance alternatives, some of which were proposed to address

criticisms raised regarding the current management of Maunakea, was important to allow the board to advocate for changes in an informed manner. He noted, however, that more conversations and discussions will need to take place on this matter.

Indicating that he appreciated the approach the administration took to address the restructuring of internal management, particularly with regard to the clarified lines of authority and responsibility and increased transparency, Regent Nahale-a requested clarification of the apparent overlap between the lead agency responsible for scientific cooperation and the lead agency responsible for cultural and community engagement. Dr. Chun replied that one of the challenges that OMKM faces is that it plays both a stewardship role and a regulatory oversight role for the management of Maunakea. At times, OMKM is also viewed as having an advocacy role for astronomy. By creating two lead agencies with distinct oversight roles based on existing skillsets, the administration was attempting to minimize potential conflicts between management, stewardship, and regulatory oversight, as well as community engagement and education. However, he noted that due to the broad nature of some issues regarding Maunakea, overlap over the entire spectrum of the proposed internal management restructuring proposal could occur.

Chair Kudo remarked that the existing management, regulatory, oversight, and stewardship structure of Maunakea evolved over a period of time which has resulted in overlap, redundancy, inefficiency, and confusion. He noted that part of the goal of internally restructuring the management of Maunakea was to clarify the lines of authority and responsibility, as well as the roles, of the various Maunakea stakeholders and that establishing a single entity that is ultimately responsible for each major area would bring clarity and accountability to the management process.

Regent Moore asked whether any objections were raised regarding the administration's proposed management restructuring plan. Dr. Chun replied that concerns were expressed, particularly by those most affected by these changes, including OMKM and MKSS staff. Some observatory directors also expressed concerns that the scientific community did not have a larger role in decision-making under the various alternatives. However, these are issues that would be addressed through ongoing conversations.

Regent Moore questioned whether moving ahead on the proposed management restructuring plan would preclude moving forward on the collaborative stewardship management model within UH. Dr. Chun replied that it would not and that adopting the proposed management restructuring plan may make implementation of that particular management model easier.

Chair Kudo asked if there were any common remarks made by the various stakeholders with whom the proposed governance models had been shared. Dr. Chun responded that the most common question received was with regards to what problem the administration was trying to fix. Comments were also made in reference to the perceived inability of the university to properly manage Maunakea and whether any astronomy belongs on Maunakea, although none of the models presented address the issue of the presence of astronomy on the mountain.

Chair Kudo inquired as to what the next steps would be in terms of the proposed internal management restructuring plan and the various governance models that were presented to the board. Dr. Chun replied that the approval of the internal restructuring plan is within the board's purview and that the board can direct the administration to proceed with the plan. He further stated that the governance models should be analyzed by an independent third-party to ensure objectivity and is an issue that probably should be addressed by the Governor's office. President Lassner added that the administration's assessment of the internal reorganization plan is that no formal board action is required and that the administration can and will move forward on this issue unless otherwise directed by the board. President Lassner also noted that the administration is simultaneously proceeding with obtaining an extension on the university's master lease for Maunakea and conducting an analyses of the various governance models would facilitate decision-making and avoid any delays should the Governor or the board choose to proceed in a different direction at a later date.

Chair Kudo asked if the COVID-19 crisis is impacting the administration's plans to move forward on either the restructuring or governance issues. Dr. Chun replied that COVID-19 will have impacts on the timing of the internal management restructuring plan which still requires some detailed work that may be affected by work-at-home and stay-at-home orders. There will be impacts on efforts to proceed on the governance models although what these impacts will be are uncertain since the administration cannot predict the level of priority this will receive from the Legislature and other policy makers. The uncertainty COVID-19 is causing with regards to these issues necessitates the university's ongoing pursuit of a master lease extension as well as the ongoing work on the required Environmental Impact Statement (EIS).

Regent Acoba requested clarification on what was contained in the new master lease and whether it needed to be approved by the board. Dr. Chun replied that, ultimately, the board will be required to provide final approval to the new master lease. The administration is proceeding with the required EIS for the new master lease and the details and scope of this new master lease are currently being developed as part of the EIS process. Once the terms and scope of the new master lease have been determined, the administration will return to the board to seek its approval of the new master lease. He also noted that the chair of BLNR advised the administration to update both the master plan and comprehensive management plan for Maunakea and incorporate these updated plans in the new master lease application.

Regent Acoba questioned the absence of board involvement in the approval of the internal reorganization plan. President Lassner replied that the internal reorganization plan did not necessitate board approval under Regent Policy regarding the organizational structure of the university since the authority for the restructuring of lower-tier offices has been delegated to the President.

Discussions occurred as to whether the board was required, under Regent Policy, to approve or disapprove the proposed internal management restructuring plan and whether the board had the responsibility of being more involved in the approval of the internal restructuring plan rather than simply receiving information on the plan. Regents then discussed whether Resolution 19-03 required the administration to obtain approval

from the board for the proposed internal management restructuring plan. It was stated that Regent Policy delegated to the administration the authority to adopt changes to organizational structures with certain exceptions. Regent Acoba replied that the proposed internal management restructuring plan was a major change and plainly fell within either one of the two exceptions to the said Regent Policy. Additionally, he stated that, as part of its ultimate responsibility, the board should be voting on the reorganization considering the significance of the changes to the management of Maunakea lands that were of wide public concern; this was also underscored by objections from existing staff and concerns raised by others. Regent Acoba stated that a board vote was clearly necessary considering the importance the board had attached to Resolution 19-03 on Maunakea.

Chair Kudo stated that, given the language in the Resolution, the proposed internal management restructuring plan will be placed on the agenda for board approval at the board's next meeting in May.

3. Update on Status of Decommissioning of Caltech Submillimeter Observatory and Hōkū Kea Teaching Telescope and Education and Outreach

Dr. Chun provided an update on the decommissioning status of CSO and Hōkū Kea, as well as educational and outreach programs being undertaken by UH at 'Imiloa. CSO submitted its site decommissioning plan to the university on March 24, 2020. The site decommissioning plan is currently being reviewed for approval by the university. Once the university approves the site decommissioning plan, it will be reviewed by Kahu Kū Mauna, and then reviewed by MKMB for approval. CSO has notified the university that it anticipates submitting its draft Environmental Assessment (EA) for review in May 2020. OMKM and CSO will then need to agree on the major content points of the EA at which time the public comment process for the EA will be initiated.

The administration issued a notice of intent to proceed with the decommissioning of Hōkū Kea on February 21, 2020. Work continues on documenting existing conditions of the Hōkū Kea site, as well as buildings and utilities on the site, and a draft funding plan is currently being formulated by UHH. The next major steps for the decommissioning of Hōkū Kea include community and agency consultation regarding removal and restoration and the development of a site decommissioning plan that takes into account community and agency feedback. Dr. Chun noted that while the COVID-19 situation has hampered consultation efforts, alternatives to address these challenges are being reviewed.

Dr. Chun stated that a consultant has been selected for the construction of the new educational telescope and that it is currently engaged in developing the scope of work for the required EA. The next major steps for this project include the awarding of a construction contract, issuance of a notice to proceed, and community consultations.

Dr. Chun reviewed collaborative efforts occurring between the VIS and affiliated programs to provide education and outreach activities on, and about, Maunakea. Work continues on upgrading, as well as creating, interpretive exhibits to provide visitors with

a better understanding of Maunakea as a storied Hawaiian place with a dynamic, living, Hawaiian culture, with installation expected to occur in December of 2020. He emphasized, however, that the lack of a supplemental appropriation from the Legislature and the expected budget shortfall due to the COVID-19 crisis will make the execution of expanded educational programs and operations challenging.

Chair Kudo stated his concern was in the almost one-year delay of the completion of CSO's decommissioning noting that the board had initially set a target date for the decommissioning of CSO to be completed by December 31, 2021, which was provided to CSO's consultants. He expressed his hope that this process would not experience years of unnecessary delays attributed to discussion and consultations between OMKM and CSO's consultants.

D. Discussion Only of Draft Proposed Amendments to Resolution 19-03, To Act on Items Relating to Maunakea Management

Chair Kudo noted that he had requested the placement of this item on the agenda to address amended timeframes related to the decommissioning of CSO and Hōkū Kea and the establishment of a new teaching telescope on Maunakea. He noted that, after further consideration and consultation, it was determined that amendments to Resolution 19-03 to address the modified timeframes were unnecessary as language contained in Resolution 19-03 as originally passed in November 2019 reflected the intent of the board at that particular time and this agenda item was not necessary.

Regent Acoba did not object to withdrawing amendments to Resolution 19-03 on timeframes but noted that Resolution 19-03 expressly required a vote by the board as to the internal management restructuring plan because paragraph 8 of Resolution 19-03 states in part that: "Following consultation with...stakeholders, a reorganization and restructuring plan shall be presented to the Board of Regents....The purpose of the plan is to improve operations and management and make it more efficient, effective, and transparent...The reorganization and restructuring plan shall be embodied into a governance document that is approved by the Board of Regents." Regent Acoba stated that Regent Policy aside, the Resolution's own language, that the governance document be approved by the Board of Regents required that the board vote on the internal management restructuring plan.

VI. EXECUTIVE SESSION

Upon motion by Regent Moore, seconded by Regent Nahale-a, and noting the excused absences of Vice-Chair Sullivan and Vice-Chair Higaki, the Board approved convening in executive session to consider the hire, evaluation, dismissal, or discipline of an officer or employee, where consideration of matters affecting privacy will be involved, pursuant to Section 92-5(a)(2), Hawai'i Revised Statutes.

The meeting recessed at 12:05 p.m.

The meeting reconvened at 12:37 p.m.

Chair Kudo reported that the board met in executive session to discuss personnel matters as indicated on the agenda.

Regent Wilson returned at 12:38 p.m.

VII. AGENDA ITEMS (Continued)

E. Personnel Actions (A-1 for Approval)

President Lassner requested approval of the appointment of Ms. Camille Nelson as Dean of the William S. Richardson School of Law at UHM (Law School). He provided a brief background of Ms. Nelson stating that she has an exemplary and impressive record in higher education, specifically in the field of law, and received a unanimous recommendation of the search advisory committee. In light of this recommendation, the administration was requesting board approval of the appointment of Ms. Camille Nelson as Dean of the Law School.

Regent Acoba moved to approve the appointment of Ms. Camille Nelson as Dean of the Law School, seconded by Regent Wilson, and noting the excused absences of Vice-Chair Higaki and Vice-Chair Sullivan, the motion carried with all members present voting in the affirmative.

F. Discussion on Board and Committee Meetings for May and June 2020 Due to the COVID-19 Health Crisis

Chair Kudo remarked that the board is facing unprecedented times due to the COVID-19 public health crisis and that circumstances have required changes to occur with regard to board and committee meetings. He noted that the stay-at-home order is in effect until April 30, 2020, and that the Governor's Emergency Proclamation suspending provisions of the sunshine law is in effect until May 15, 2020. As it still remains unknown whether these orders will be terminated or extended, and given the dynamics of the current situation, Chair Kudo stated that the Board Office will keep regents advised of the next board and committee meetings.

VIII. ANNOUNCEMENTS

Chair Kudo announced that the next board meeting was scheduled for May 21, 2020, at a location to be determined and that regents will be kept apprised of the details.

IX. ADJOURNMENT

There being no further business, Regent Wilson moved to adjourn, seconded by Regent Westerman, and noting the excused absences of Vice-Chair Higaki and Vice-Chair Sullivan, the motion carried, with all members present voting in the affirmative, and the meeting was adjourned at 12:41 p.m.

Respectfully Submitted,

/S/

Kendra Oishi
Executive Administrator and Secretary

of the Board of Regents