

MINUTES

BOARD OF REGENTS MEETING

APRIL 20, 2023

I. CALL TO ORDER

Chair Moore called the meeting to order at 10:01 a.m. on Thursday, April 20, 2023, at Kapiolani Community College, 220 Grille, 'Ōhi'a Building, 4303 Diamond Head Road, Honolulu, HI 96816.

Quorum (11): Chair Randy Moore; Vice-Chair Alapaki Nahale-a; Vice-Chair Ernest Wilson; Regent Eugene Bal; Regent William Haning; Regent Wayne Higaki; Regent Gabriel Lee; Regent Laurel Loo; Regent Abigail Mawae; Regent Diane Paloma; and Regent Laurie Tochiki.

Others in attendance: President David Lassner; Vice President (VP) for Administration Jan Gouveia; VP for Academic Strategy Debora Halbert; 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 Budget and Finance/Chief Financial Officer Kalbert Young; VP for Advancement/University of Hawai'i Foundation (UHF) Chief Executive Officer Tim Dolan University of Hawai'i (UH) at Mānoa (UHM) Provost Michael Bruno; UH Hilo (UHH) Chancellor Bonnie Irwin; UH West O'ahu (UHWO) Chancellor Maenette Benham; Kapi'olani Community College Chancellor Misaki Takabayashi; Windward Community College Chancellor Ardis Eschenberg; Associate VP for Administrative Affairs for the UH Community College System Mike Unebasami; Executive Administrator and Secretary of the Board of Regents Yvonne Lau; and others as noted.

II. APPROVAL OF THE MINUTES

Chair Moore inquired if there were any corrections to the minutes of the March 23, 2023, meeting which had been distributed. Hearing none, the minutes were approved.

III. PUBLIC COMMENT PERIOD

Board Secretary Lau announced that the Board Office received written comments from Dr. William H. Wilson on behalf of Ka Haka 'Ula O Ke'elikōlani College of Hawaiian Language at UHH in support of awarding an Honorary Doctorate of Humane Letters to Edith Kekuhikuhipu'uoneonāali'iōkohala Kenao Kanaka'ole.

Late written comments were received from the Pūko'a Council and Jill Nunokawa in support of awarding an Honorary Doctorate of Humane Letters to Edith Kekuhikuhipu'uoneonāali'iōkohala Kenao Kanaka'ole, Frank Kawaikapuokalani Hewett, and Jerald Kimo Alama Keaulana.

Ms. Nunokawa also provided oral comments in support of the awarding of the honorary doctorate degrees as well as matters relating to the formation of the permitted interaction group under Agenda Item VII.B.

[Written Testimony Comments Received](#)

[Late Written Testimony Comments Received](#)

Huihui Kanahale- Mossman, Kialoa Mossman, Kekuhikuhipu'uoneonāali'iōkohala Kanaka'ole, and Presley AhMook-Sang provided oral comments in support of awarding an Honorary Doctorate of Humane Letters to Edith Kekuhikuhipu'uoneonāali'iōkohala Kenao Kanaka'ole.

In light of the testimony received, Chair Moore announced that Agenda Items VII.C., VII.D., and VII.E., each relating to the awarding of an Honorary Doctorate of Humane Letters to a distinguished Native Hawaiian luminary would be taken up at this time.

VII. AGENDA ITEMS

C. Approval to Award an Honorary Doctorate of Humane Letters to Edith Kekuhikuhipu'uoneonāali'iōkohala Kenao Kanaka'ole

Citing the accolades contained within the public comments, as well as those provided via oral testimony, Chancellor Irwin spoke about the long and illustrious career of kumu hula Edith Kekuhikuhipu'uoneonāali'iōkohala Kenao Kanaka'ole, more affectionately known as 'Aunty Edith'. She spotlighted the numerous honors and awards that have been bestowed upon Aunty Edith including the prestigious Governor's Award for Distinguished Achievement in the Arts, the state's highest honor given to an individual who has made significant outstanding lifetime contributions to Hawai'i in the areas of culture, arts, and humanities, and being named 1977's Hawaiian of the Year by the State Association of Hawaiian Civic Clubs. She also noted that Aunty Edith's tireless efforts to preserve and revitalize the Hawaiian language and culture through her work as a preeminent kumu hula, educator, historian, composer, and researcher has had a profound impact on Hawai'i and its indigenous population, the effects of which continue to resonate today. Taking into consideration her countless accomplishments, Chancellor Irwin stated that the awarding of an honorary Doctorate of Humane Letters to Aunty Edith is befitting of such a distinguished individual.

Vice-Chair Nahale-a moved to approve the awarding of an honorary Doctorate of Humane Letters to Edith Kekuhikuhipu'uoneonāali'iōkohala Kenao Kanaka'ole, seconded by Regent Higaki, and noting the excused absence of Regent Bal, the motion carried with all members present voting in the affirmative.

D. Approval to Award an Honorary Doctorate of Humane Letters to Frank Kawaikapuokalani Hewett

Chancellor Eschenberg presented information on the extraordinary work of Frank Kawaikapuokalani Hewett, bringing to light his innumerable achievements as an accomplished kumu hula, an award-winning composer and singer, an advocate for the culture and arts of Hawai'i, an author, a researcher, an educator, and a practitioner of Hawaiian medicine. She noted that, in addition to winning numerous Nā Hōkū Hanohano Awards, receiving a Lifetime Achievement award from the Hawai'i Academy of Recording Artists for his contributions to Hawaiian music and hula, and serving as a

mentor for thousands of students in Hawai'i and around the world, kumu hula Frank Hewett has been declared a living treasure by the Ko'olaupoko Hawaiian Civic Club for his unfettered promotion and fostering of Hawaiian cultural traditions and values over the past four decades. In light of his significant contributions to Hawai'i and the Hawaiian culture, Chancellor Eschenberg stated that the awarding of an honorary Doctorate of Humane Letters to Frank Kawaikapuokalani Hewett warranted approval.

Vice-Chair Wilson moved to approve the awarding of an honorary Doctorate of Humane Letters to Frank Kawaikapuokalani Hewett, seconded by Regent Paloma, and noting the excused absence of Regent Bal, the motion carried with all members present voting in the affirmative.

Regent Bal arrived at 10:31 a.m.

E. Approval to Award an Honorary Doctorate of Humane Letters to Jerald Kimo Alama Keaulana

President Lassner called upon Dr. Keawe Lopes, Director of the Kawaihuelani Center for Hawaiian Language within the Hawai'inuiākea School of Hawaiian Knowledge at UHM, and renowned kumu hula of Hālau Ka La 'Onohi Mai O Ha'eha'e, overall champions at the 2023 Merrie Monarch Festival, to present this agenda item remarking that Dr. Lopes was the driving force behind the effort to honor Kimo Alama Keaulana.

Kumu Lopes spoke about the long and illustrious career of kumu hula Jerald Kimo Alama Keaulana, fondly referred to as 'Uncle Kimo', citing several of his noteworthy accomplishments including being recognized by the Hawai'i Academy of Recording Artists with its Lifetime Achievement Award in 2018 and receiving the Moanalua Garden Foundation's esteemed Malia Kau Award which is given to kumu hula who have dedicated their life's work to the perpetuation of hula and Hawaiian culture. He also highlighted a myriad of notable contributions made by 'Uncle Kimo' to the vitality of the Hawaiian language, as well as the preservation, promotion, and revitalization of Hawaiian culture over the last 50 years, all of which have guided and inspired generations of Native Hawaiians throughout Hawai'i and the world. Given all of these factors, Kumu Lopes stated that the awarding of an Honorary Doctorate of Humane Letters to 'Uncle Kimo' would serve as an homage to his legacy and appropriately recognize his profound impact on Hawai'i and its people, particularly its indigenous population.

Regent Paloma moved to approve the awarding of an honorary Doctorate of Humane Letters to Jerald Kimo Alama Keaulana, seconded by Regent Mawae, and the motion carried with all members present voting in the affirmative.

IV. REPORT OF THE PRESIDENT

A. Senate Concurrent Resolution 201 (SCR 201) Consultation Update

For the edification of newer regents, President Lassner provided historical context to the SCR 201 consultation update noting that the project has encompassed much more than SCR 201. He noted that, in 2021, the board created a Tenure Permitted Interaction Group (Tenure PIG) which was tasked with reviewing and investigating the issue of tenure from a broad perspective. Subsequent to the creation of the Tenure PIG, both chambers of the state legislature passed SCR 201, which called for a separate task force to examine and evaluate a number of issues relating to university faculty human resources matters including tenure and faculty classification. He explained the composition of, and interrelation between, both bodies; went over some of the work conducted by each entity; and stated that discussions about both groups' proposals occurred at the board's February 17, 2022, meeting whereupon the board adopted the recommendations and next steps contained within the SCR 201 Task Force report. As part of its decision, the board explicitly charged that a new Implementation Steering Committee consisting of individuals from the administration and the University of Hawai'i Professional Assembly (UHPA) be formed to work with faculty to implement the recommendations and next steps contained within the SCR 201 Task Force report, which had considered the work of the Tenure PIG.

The work of the Implementation Steering Committee was presented to the board at its November 17, 2022, meeting. President Lassner was instructed to provide regular updates to the board on the progress of the implementation work, which is done through the regular Presidents Reports.

It was noted that during the prior update to the board at its March 23, 2023, meeting, it was reported that concerns had been raised about the consultation deadlines given to faculty senates given the breadth of materials provided to them for review and comment. As such, consideration was being given to the use of a phased consultation approach that would afford greater opportunity for addressing apprehensions regarding the proposed changes. A phased schedule was offered with an initial focus on the changes to the faculty classifications. However, continuing concerns about the phased consultation deadlines are persisting. Qualms remain about changes to the faculty classification system, particularly with respect to "S", or Specialist faculty, notwithstanding the fact that no unwanted changes would be imposed on any current faculty. Since the administration wants to address the concerns raised by gaining meaningful feedback from the faculty senates prior to implementing any of the proposed policy, input will continue to be gathered through the spring semester. Additionally, technical work on the recommendations, including beginning the formal collective bargaining process that will be required for some of the changes, will take place during the summer. The administration remains hopeful that the delay experienced will be minimal and that work on this issue will be completed during fall 2023. President Lassner emphasized that any changes that are implemented will be prospective and will not impact individuals presently employed by the university.

B. Extramural Funding Update

As of this morning, the university has processed around \$390 million in extramural funding which represents about a seven percent decrease in the amount received as compared to the same day last year. However, President Lassner stated that VP

Syrmos has reported that approximately \$28 million in contracts and grants are ready to be executed which, when considered in sum with the \$390 million already accounted for, increases the total amount of extramural funding received to approximately \$418 million, a figure that is within one percent of the amount received as compared to the same day last year.

While the monetary numbers are not what the university hoped to report, President Lassner reiterated comments he has made in the past about the far-reaching impacts of these investments in research at the university and discussed two extramurally funded projects that drove home this point. The first was a project to identify host plant preferences, characterize feeding ecology, and determine primary microbial food resources that are critical for enhancing captive rearing and wild propagation of endangered endemic land snails in Hawai'i that are found nowhere else in the world. The second was a project about the impact of sewage outflows on critically important offshore reefs. He stated that both of these projects illustrate the ways in which environmental research and conservation work conducted at the university using extramural funding benefits Hawai'i and the world.

C. Other

President Lassner shared highlights from his official visit to Saipan, Guam, and Majuro, the capitol city of the Republic of the Marshall Islands, as part of a delegation from the Western Interstate Commission for Higher Education (WICHE) noting the positive impacts of UHM's Masters in Education program and work on climate change as it relates to rising sea levels have had on the Marshall Islands and the reputation of the university. He also shared data from the American Council on Education's national report on university leadership which makes it clear that campus leadership at the University of Hawai'i is far more diverse than across the nation. And he noted some of the recent successes experienced by the university's Esports program including the securing of internships in Korea with Gen.G Esports, one of the largest Esports enterprises in the world.

D. KapCC Campus Presentation

President Lassner introduced and provided background information on Misaki Takabayashi, the new Chancellor of KapCC, stressing her ties to the university as a faculty member and administrator at UHH and an alumna of the Hawaiian Lifestyles Program at Hawai'i Community College. He also noted her work at the Okinawan Institute of Science and Technology, one of the preeminent research institutions in the world.

Chancellor Takabayashi began by reassuring the board that, while KapCC stands at a significant juncture due to the complete reset of the campus's executive leadership, efforts are underway to stabilize the management team beginning with the appointment of Nawa'a Napoleon as the permanent Vice Chancellor for Academic Affairs. She then presented information on KapCC's fall 2022 enrollment statistics and student population demographics highlighting that large percentages of students attending KapCC are female; part-time; between the ages of 18 and 24; and of Asian, Native Hawaiian, and

Filipino ethnicity. She also discussed enrollment data with respect to course offerings by modality underscoring a high level of reliance on online classes that can be partially attributed to KapCC's very successful pivot from in-person to online instruction during the COVID-19 pandemic, efforts that have received both local and national recognition. However, it was pointed out that, while online classes can be advantageous for some students, there are also a number of academic and social downsides to this form of course instruction including decreased opportunities for hands-on learning, which has affected enrollment in science, technology, engineering, and mathematics (STEM) subject matter areas, and the loss of campus culture and campus community cohesion.

Although KapCC has witnessed downward trends in several enrollment classifications over the past five years and continues to do so as indicated by current spring-over-spring data, Chancellor Takabayashi stated that of most concern is the large decrease in Native Hawaiian student enrollment. Of similar significance was the lack of a steep decline in overall enrollment through the duration of the COVID-19 pandemic especially given that the international student population at KapCC hovers around 10 percent and travel restrictions were in place during that timeframe. KapCC is taking steps to address declining enrollment through initiatives such as increasing engagement with Department of Education schools; conducting in-person campus tours to provide insights into the benefits of a post-secondary education as well as the collegiate experience; continuing the classes in carts program which is aimed at increasing retention rates; the establishment of a working group consisting of individuals involved in academic affairs and student affairs to carefully consider the impacts of varying modalities of course instruction on enrollment; the strategic targeting of unemployed and underemployed adult learners for career readiness and enhancement courses; and reviewing academic and personal challenges facing students that may be making the attainment of a post-secondary education difficult; and developing ways to help individuals overcome these obstacles. Additionally, KapCC is working on reimagining its future direction through the development of a comprehensive strategic plan that is intended to strengthen the quality of student learning, improve campus culture, and adjust course offerings to better align them with changing workforce needs.

Trend data related to various performance metrics used to define student success including fall-to-fall retention rates; graduation rates; the number of degrees awarded to Native Hawaiian and Pell Grant students, as well as in the STEM fields; and transfers to baccalaureate awarding institutions, including those within the university system, was reviewed. Although KapCC has witnessed increases in its two-year graduation and transfer rates and retention rates for first-time full-time students have remained steady, the college continues to underperform in meeting the benchmarks for several of the established performance measures.

Faculty Report

Dr. Richard Halverson, Jr., KapCC Faculty Senate Chair, spoke about changes that have occurred with respect to Faculty Senate operations and governance over the last three years including the adoption of Robert's Rules of Order as the Faculty Senate's official authority on parliamentary procedures and the granting of ex-officio senate membership status to standing committee chairs thus allowing them to provide in-

person reports to the Faculty Senate, make motions, and participate in the debate that follows. All of these changes have resulted in improved communications, faster turnaround time on issues, and increased faculty involvement. It was also noted that, as part of the rights and duties of shared governance afforded under Regents Policy (RP) 1.210, the Faculty Senate has been engaged in the development of campus-level policies that affect the faculty, such as the campus-wide incomplete grading policy and the peer evaluation policy, and continues to work on several issues of importance to faculty, including administrative transparency and faculty workload equity.

Student Report

Micah Tutuvanu, President of the KapCC Student Congress (Student Congress), presented information on the work and achievements of the Student Congress. He discussed several methods used to solicit feedback from students about issues they are facing, including the conducting of an annual spring survey and the holding of snack and chat events that afford students the opportunity to speak with members of the Student Congress in a casual setting. Through these initiatives, the Student Congress was able to determine that food insecurity, acquiring the basic necessities of life such as menstrual products for women, and a desire for increased student involvement through social interaction were the issues of greatest importance to KapCC students. As a result, the Student Congress took actions to address these concerns including making it possible for female students to access free menstrual products in restrooms around campus and the holding of a friends-giving event where students could acquire non-perishable food items from the campus's Pohukaina Food Pantry in a festive setting. Mr. Tutuvanu also noted increased efforts to better communicate and connect with constituents through an online newsletter that provides information about campus events as well as resources that are available to students; discussed wi-fi internet connectivity issues students have been encountering while on campus; and shared the results of a "Summer Classes for the Masses" survey which discovered that tuition expense is the primary challenge students face when deciding whether they should take summer session courses.

Staff Report

Brandon Marc Higa, KapCC Staff Council (Staff Council) Vice-Chair, provided background information on the establishment and membership of the Staff Council stating that this body serves as the voice for all staff professionals at KapCC and is responsible for collaborating with campus administration on policies and operations that impact staff. He also spoke about some of the activities of the Staff Council, including participating in executive searches, strategic planning endeavors, and institutional assessments, and expressed the Staff Council's support for the systemwide Staff Senate that is currently in the process of being established.

'Aha Kalāualani Native Hawaiian Council ('Aha Kalāualani)

Kapulani Landgraf, Kīpū of 'Aha Kalāualani, gave an overview of the purpose of 'Aha Kalāualani stating that it is committed to fostering inclusivity through events that bring individuals together to learn about, work on, and celebrate Native Hawaiian culture and

programs at KapCC. She also talked about some of the activities and accomplishments of 'Aha Kalāualani over the past year including holding of oli and lei workshops; leading talks on, among other things, 'Āina Momona, Aloha 'Āina, and the Kapūkakī water crisis; bestowing Ne'epapa Kālāhu Awards, which are based upon the Hawaiian values of kūpono, kuleana, mālama, kūloa'a, and kūlia, to faculty, staff, and students; producing a video based upon Ka Wehena Kaiao, the bilingual Hawaiian and English cultural and protocol guide that 'Aha Kalāualani published last academic year; arranging a pōkinahua, or an assembly honoring alii, for the naming of the great lawn; and the conducting of various protocols to address and advance its kuleana.

Vice-Chair Nahale-a expressed his frustration with the delays being experienced in implementing the recommendations of the SCR 201 Task Force stating his belief that the proposal presented to the board at its November 2022 meeting was fair and balanced and improved the university. He voiced his support for these proposals and urged those who are working on this matter to continue to address any remaining obstacles with respect to adopting the recommendations made by the SCR 201 Task Force in earnest.

Referencing KapCC's outreach efforts to both Kaimuki and Farrington High School, Chair Moore inquired if it would be more effective and beneficial to have one source from the community college system performing outreach at all of the high schools in Hawai'i. Chancellor Takabayashi stated that a good working relationship exists among the community college chancellors and that they are currently talking about broadening high school outreach efforts beyond each community college's geographic affiliation in addition to centralizing this work. Conversations about improving communication efforts to highlight the strengths of an individual community college's academic programming are also ongoing. Regent Haning added that this may also be an issue that could be discussed within the realm of Hawai'i P-20. Chair Moore concurred with Regent Haning's assessment.

Regents commended the work of Chancellor Takabayashi, as well as the faculty, staff, and students of KapCC, and expressed their gratitude, especially to Mr. Tutuvanu and the Student Congress, for their commitment to and genuine concern for the KapCC campus and community.

V. COMMITTEE AND AFFILIATE REPORTS

- A. Report from the Committee on Independent Audit**
- B. Report from the Committee on Intercollegiate Athletics**
- C. Report from the Personnel Affairs and Board Governance**
- D. Report from the Committee on Planning and Facilities**

Chair Moore referred regents to the respective standing committee reports from the April 6, 2023, committee meetings which were contained in the materials packet.

VI. REPORT ON ASSOCIATION OF GOVERNING BOARDS OF UNIVERSITIES

AND COLLEGES (AGB) CONFERENCE ON TRUSTEESHIP

Regent Paloma and Vice-Chair Nahale-a provided reports on the AGB Conference on Trusteeship (AGB Conference) which both attended earlier this year. Regent Paloma stated that the AGB Conference was an excellent learning and networking experience. She spoke about several topics of interest that were discussed during the conference which she believed were relevant for the university and the board including trends among larger liberal arts universities to limit the amount of degree programs being offered with greater emphasis being placed on specific academic areas, some of which were unique to the institution's geographic location; enrollment management strategies from the perspective of utilizing birthrate data and metrics to approximate prospective university attendance and tailor the establishment of future degree programs relevant to those demographics; student loan forgiveness and whether this action would change the manner in which individuals viewed the pursuit of a post-secondary education; enrollment planning related to the closure of smaller universities and colleges; the provision of adequate time during board meetings to discuss long-term strategies that can be employed in order to achieve a university's strategic goals; and the effective use of a board's AGB membership.

Vice-Chair Nahale-a agreed with Regent Paloma's assessment of the AGB Conference stating that being able to converse with colleagues and a diverse array of experts in the field of higher education was a worthwhile experience and he encouraged every regent who has not done so to attend this conference in the future. In addition to the points made by Regent Paloma, he noted conversations that took place about the necessity for institutions to be nimbler in order to quickly adapt to a rapidly changing landscape of higher education across the nation. He also mentioned the uniqueness of UH in comparison to other universities across the country which he discerned through talks with colleagues and other conference attendees.

VII. AGENDA ITEMS

A. Consent Agenda

- 1. Authorization and Approval to Amend Pre-Closing Agreement Between the University of Hawai'i and Greystar Development Services, LLC.**
- 2. Authorization and Approval of the University's Position Regarding Material Provisions of the Ground Lease Between the University of Hawai'i and a Limited Liability Company to be Created by Collegiate Housing Foundation for the Development of a Student Housing Mixed-Use Rental Project at the University of Hawai'i at Mānoa**
- 3. Approval to Purchase Phase 1 Photovoltaic Systems at the University of Hawai'i O'ahu Community Colleges and the University of Hawai'i Maui College Pursuant to Four Separate Purchase and Sale Agreements**

Regent Higaki moved to approve the consent agenda, seconded by Regent Loo, and the motion carried with all members present voting in the affirmative.

B. Recommendations to the Board, Related to the February 2023 Report by College Sports Solutions, LLC (“CSS”) on University of Hawai‘i at Mānoa Athletics Department (UHM Athletics) Operations Relating to Student-Athlete Welfare and Communications (CSS Report)

Chair Moore stated that robust discussions on the CSS Report took place at the March 23, 2023, meeting of the board, and a subsequent meeting of the Committee on Intercollegiate Athletics (ICA Committee) that was held on April 6, 2023, during which a recommendation calling for the establishment of a permitted interaction group (task group) by the board to further address this matter, particularly with respect to concerns raised about student-athletes feeling intimidated during the investigation, was acted upon and approved. He explained that Regent Haning, Chair of the ICA Committee, had formally requested the formation of this task group by the board via the memo contained within the materials packet, which also stipulates six specific issues that should be included in the scope of the task group’s work. As such, it was suggested that the aforementioned request to form a task group with the specified parameters be the basis for the deliberations on this agenda item.

Referencing the request that was made pursuant to ICA Committee Chair Haning’s memo, Chair Moore expressed his belief that allowing the ICA Committee to tackle these issues would be a better alternative than the establishment of a task group. He then proceeded to provide his rationale for this idea stating that the committee option would allow for a broader discussion of relevant issues, including those noted in Chair Haning’s memo, as well as greater participation among regents given that board members are allowed to attend all committee meetings and partake in deliberations even if they are not a committee member. On the other hand, a task group is statutorily restricted to the inclusion of a maximum of five regents and discussions are limited to the parameters that are set forth upon its establishment. Additionally, the committee could address this matter in a timelier fashion since a task group’s findings and recommendations are subject to specific reporting requirements prior to any action being taken by the board.

Regent Tochiki voiced her concerns about addressing this matter via an ICA Committee meeting as opposed to the formation of a task group. She held that a task group would be a more appropriate setting to conduct a deeper examination of the issues surrounding UHM Athletics operations with respect to student-athlete welfare and communications, particularly given the allegations made concerning the suppression of student-athletes’ voices during the interview process and the importance of ensuring the health, safety, and well-being of student-athletes. She also maintained that a task group would provide student-athletes with a safer avenue to freely voice their concerns to regents without fear of retribution. Regardless of the method chosen to consider and analyze this issue, Regent Tochiki stressed the importance of taking actions that will address what many perceive to be hindrances to a student-athletes ability to openly express their concerns about the state of intercollegiate athletics at UHM.

Remarking that Regent Tochiki’s concerns were noted, Chair Moore reiterated his position that allowing these discussions to take place at a committee meeting will be

more inclusive and transparent and allow for any necessary changes to occur within a sensible timeframe. In addition, he mentioned that the committee had the option of having an executive session to provide student-athletes with a safe means of voicing their concerns. He also referenced UHM Athletics's response to the recommendations contained within the CSS Report, which addresses five of the six issues that the task group would be charged with reviewing and opined that the job of the task group would be to determine the adequacy of this response and whether additional action was needed, something that could just as easily be accomplished through committee meetings.

Regent Lee asked whether the proceedings of a task group are open to the public. Chair Moore responded that, while generally not the case, task group meetings could be open to the public. Regent Lee communicated his desire for the process to be as transparent and public as possible regardless of the venue chosen for continued dialogue.

Regent Mawae concurred with Regent Tochiki's assessment of the situation stating that a task group would provide a greater opportunity for student-athletes to be interviewed and to voice their concerns in a non-public setting thus addressing any apprehensions about retaliation.

Discussions ensued on whether the task group or committee, via executive session, afforded student-athletes the most protections from public scrutiny and public reporting requirements, as well as legal factors, that need to be taken into consideration with respect to each option.

Regent Higaki asked if the intent of the task group was to conduct an investigation of the CSS investigation. Chair Moore replied that, as he understood it, the charge of the task group would be to review, analyze, and discuss the adequacy of UHM Athletics's response to the findings and recommendations contained within the CSS Report. If the responses were found to be inadequate, the task group would then propose suggested actions to address these deficiencies to the board for approval. He stated that, in his opinion, it would also be appropriate for the task group to ask the handful of student-athletes that were interviewed as to whether they believed the UHM Athletics's response was appropriate and addressed their concerns.

Regent Tochiki communicated that her interpretation of the task group's responsibility was not to investigate the CSS investigation. Rather, it was to conduct a deeper assessment of the issues and concerns raised during discussions at the board and ICA Committee meetings in order to transform the culture of UHM Athletics to one that places a greater emphasis on responding to and addressing a student-athlete's concerns and mental health needs through open and honest feedback going forward. She stated that it is widely known that student-athletes face extraordinary mental health issues and that it was imperative for these issues to be adequately addressed.

Further discussions took place on the benefits and drawbacks of the task group option as opposed to the committee option; the processes each option would employ to receive information or testimony and whether or not either could make use of an

executive session; the value of student-athletes being involved in each option and the extent to which this would occur; the preference for greater transparency; questions about, and regents opinions on, the sufficiency and accuracy of the CSS Report; whether the response by UHM Athletics to concerns raised could have been handled differently; the need to look at the broader issue of overall student mental health; the inclination towards more inclusive regent participation on this issue; the desire to improve both UHM Athletics and the university as institutions, as well as the student-athlete experience, rather than casting blame; the necessity of addressing this issue in an exigent manner; and what the board hoped to accomplish through its actions.

President Lassner suggested that, if the regents were so inclined, the administration could work with the Faculty Athletics Representative to conduct an anonymous, confidential survey of all student-athletes to determine whether the UHM Athletics's response to the recommendations in the CSS Report addresses their concerns. He stated that doing so might help regents to better gauge the accuracy of the CSS Report's recommendations and the adequacy of the UHM Athletics's response to these recommendations. Additionally, the survey could provide regents with a clearer picture of the present situation within UHM Athletics and help guide the making of decisions aimed at improving the student-athlete experience in the future.

Regent Haning moved that this matter be referred to the ICA Committee and the motion was seconded by Vice-Chair Nahale-a.

Regent Tochiki asked for clarification of the motion. Chair Moore responded that, in essence, the motion was to have the ICA Committee rather than a task group review the recommendations contained within the CSS Report and UHM Athletics response to those recommendations.

Regent Higaki and Vice-Chair Nahale-a reiterated the benefits of addressing the matter in committee as opposed to via a task group including less constrained deliberations and greater transparency.

Regent Tochiki questioned how the proposed survey would fit into this process. Chair Moore stated that the proposed survey was an administrative matter that was not related to the motion being made. However, it could be used as a tool to better inform regents about the issues being faced by student-athletes and UHM Athletics. Regent Tochiki stressed the importance of properly wording the queries made by a survey in order for it to be effective in capturing appropriate data. As such, she requested that regents be allowed to see the questions posed by the survey prior to its distribution. President Lassner stated that he would provide the survey to regents for their input prior to it being distributed and offered Regent Tochiki and Regent Mawae the option of helping to craft the survey questions.

There having been a motion that was moved and seconded, a roll call vote was taken, and noting the no votes of Regents Mawae and Tochiki, the motion carried with all other members present voting in the affirmative.

Prior to seeking a motion to convene in executive session, Chair Moore stated that public discussion on Agenda Items VII.F through VII.N would continue after the conclusion of the executive session.

VIII. EXECUTIVE SESSION (closed to the public)

Vice-Chair Wilson moved to convene in executive session, seconded by Regent Bal, and with all other members present voting in the affirmative, the board approved convening in executive session 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, Hawai'i Revised Statutes.

Chair Moore called the meeting back to order at 1:56 p.m., with Regents Higaki and Paloma having departed, and announced that the board met in executive session to discuss matters as stated on the agenda.

VII. AGENDA ITEMS (CONTINUED)

Given that Agenda Items F, G, H, and I addressed similar subject matters, Chair Moore suggested that the board receive information on all four items concurrently and vote on these items simultaneously and asked if there were any objections to proceeding in this manner. No objections were raised.

F. Approval of the Establishment and Naming of the Thomas J. Whelan Jr., M.D. Endowed Professorship in the Department of Surgery at the UHM John A. Burns School of Medicine (JABSOM)

Provost Bruno provided information on financial commitments from various donors totaling \$1,138,375 and an anonymous pledge of \$861,625 that have been made to establish the Thomas J. Whelan Jr., M.D. Endowed Professorship in the Department of Surgery at JABSOM (Surgery Department). He stated that the purpose of establishing and funding the endowed professorship is to support and retain talented faculty, as well as to provide resources to the recipients to enhance the research, education, and community outreach missions of the Surgery Department. It was also explained that, once funding for the endowed professorship reaches \$2 million with the fulfillment of all pledged financial commitments, the fund will be converted to an endowed chair.

G. Approval of the Establishment and Naming of the Francine Tryka Endowed Chair in Pathology at JABSOM

Provost Bruno presented information on a financial commitment received from Francine Tryka in the amount of \$2,000,000 to establish and name the Francine Tryka Endowed Chair in Pathology at JABSOM. The purpose of establishing and funding this endowed chair is to support, reward, and retain faculty; provide resources to the recipient for faculty development; and enhance the pathology research and education missions of the Department of Pathology at JABSOM.

H. Approval of the Establishment and Naming of the Robert Hong, M.D., Professorship in Cardiovascular Disease at JABSOM

Provost Bruno spoke about a financial commitment received by UHF from Judith Dion Pyle in the amount of \$1,000,000 to establish the Judith Dion Pyle Endowed Fund which will support the Robert Hong, M.D., Professorship in Cardiovascular Disease at JABSOM. The purpose of establishing and funding this professorship is to support faculty research, research training, and clinical practice in cardiovascular disease; enhance JABSOM's ability to attract and retain an outstanding cardiovascular physician-scientist to serve as a senior faculty member; and help raise the standard for cardiovascular care in Hawai'i.

I. Approval of the Re-naming of the Family Business Center of Hawai'i Distinguished Professorship at the UHM Shidler College of Business (Family Business Center Professorship)

Provost Bruno explained that the Family Business Center Professorship was established in 2014 using funds received from over 30 donors. He noted that the purpose of the Professorship is to support the Family Business Center of Hawai'i in its mission of equipping, educating, and celebrating families in business and accomplishing the goals set forth in its strategic plan. One of the integral members of the Family Business Center of Hawai'i was Myron Nakata, who worked tirelessly and gave generously in service to the organization. Sadly, Mr. Nakata passed in January 2022. As a tribute to Mr. Nakata's distinguished service, and at the behest of the Family Business Center of Hawai'i, the administration is requesting that the board approve the renaming of the Family Business Center Professorship to the Family Business Center of Hawai'i Distinguished Professorship in honor of Myron Nakata at the UHM Shidler College of Business.

Regent Loo moved to approve Agenda Items F, G, H, and I, seconded by Regent Mawae, and noting the excused absences of Regents Higaki and Paloma, the motion carried with all members present voting in the affirmative.

J. Discussion and Possible Action on RP 2.202 Regarding Potential Conflicts Arising from Dual Role of the President

President Lassner reminded the board about the accreditation process that UHM went through in 2021 that resulted in its receipt of a full 10 years of accreditation from the Senior College and University Commission of the Western Association of Schools and Colleges (WASC) in March 2022. While the accreditation report was effusive in its praise of the flagship campus of the university system, as is customary, it also made recommendations for improvement.

One of the specific recommendations of the accreditation report involved conflicts of interest issues relative to the executive structure of the university under which the President of the University of Hawai'i serves as the Chief Executive Officer of both UHM and the University of Hawai'i System. As such, WASC recommended that the board adopt a policy that clearly defines a conflict of interest and contains a mechanism for resolving conflicts should they arise. President Lassner summarized the proposed amendments to RP 2.202 that had been prepared under the leadership of the UHM Provost Office and had been positively reviewed by the Mānoa Cabinet and University

Officers. The Mānoa Faculty Senate Executive Committee was also briefed. President Lassner noted that the proposed amendments address the WASC recommendation.

Referencing his recollection of historical discussions on this matter, Vice-Chair Nahale-a asked if there were any other reorganizational efforts underway related to the role of the President. President Lassner replied that, to his knowledge, there were no reorganizational efforts specific to his position being undertaken. However, he noted that efforts to reorganize other aspects of UHM's campus administration are ongoing. Vice-Chair Nahale-a questioned whether those efforts would be impacted by the changes to RP 2.202. President Lassner stated that they would not.

Vice-Chair Nahale-a moved to approve the proposed amendments to RP 2.202, seconded by Regent Loo, and noting the excused absences of Regents Higaki and Paloma, the motion carried with all members present voting in the affirmative.

K. Discussion and Possible Action on Amending the Board Committee Structure

Chair Moore stated that discussions about the board's committee structure have taken place over the course of several years, the latest being at the Personnel Affairs and Board Governance Committee (PA&BG Committee) meeting held on April 6, 2023, during which time the Committee voted to recommend that the board's seven existing standing committees be consolidated into five. The five proposed committees would include an Independent Audit Committee (IA Committee) and committees on student success, institutional success, governance, and kuleana, with the IA Committee and institutional success committee consisting of identical memberships. In addition to seeking approval of this reconfigured committee structure, the PA&BG Committee was likewise requesting that the matter be referred back to the Committee for further discussion on necessary amendments to the Bylaws of the Board of Regents (Board Bylaws) to align the current standing committee duties with the five proposed committees and to clarify the role of the kuleana committee. Possible responsibilities and duties for the five proposed committees that could be included in amendments to the Board Bylaws were also presented.

Regent Lee asked if the new committee structure will result in each regent being assigned to three committees. Chair Moore replied that there is no requirement for regents to be assigned to a minimum number of committees contained within the Board Bylaws, although by statute the number of regents on a committee cannot constitute a quorum of the board. He also stated that the Board Chair must be mindful of the time commitment involved as well as the external responsibilities of regents when making standing and affiliate committee appointments.

Vice-Chair Nahale-a opined that the new committee structure will allow for more focused discussions to occur at the committee level thus providing committee chairs with the opportunity to develop expertise on various issues and ultimately allow them to serve as champions for those matters.

Regent Haning questioned whether the Board Chair would retain responsibility for the selection of the committee chairs and vice-chairs under this new committee structure. Chair Moore replied in the affirmative.

Regents voiced their support for the proposal stating that the consolidation of the standing committees will not only reduce the number of committee meetings but would allow for more discussions to take place on strategic issues and university matters for which the board has oversight responsibility rather than routine, transactional issues.

Regent Haning moved to approve the recommended consolidation of the board's standing committees from seven to five and to refer the matter back to the PA&BG Committee to determine any necessary amendments to the Board Bylaws in order to align the current standing committee duties with the five proposed committees and clarify the role of the kuleana committee. The motion was seconded by Vice-Chair Wilson and noting the excused absences of Regents Higaki and Paloma, the motion carried with all members present voting in the affirmative.

L. Discussion and Possible Action to Amend the Board Bylaws, Article II, Section B. Regarding the Selection of a Board Chair

Chair Moore summarized deliberations that took place during the PA&BG Committee meeting on April 6, 2023, relative to the process currently used to select the board chair. While four alternatives for the board chair selection process were presented, conversations mainly revolved around whether the practice currently used by the board should be codified. As such, a request was being made to amend Article II, Section B of the Board Bylaws to codify the board chair selection process. The proposed language for the amendment, which reflects the views expressed by regents during the PA&BG Committee meeting was reviewed and discussed.

Regent Lee asked if the proposed amendment to the Board Bylaws changes the way in which the Board Chair is currently selected. Chair Moore replied that the proposed amendment to the Board Bylaws simply codified the practice currently being used to select a Board Chair.

Regent Haning moved to amend the Board Bylaws as proposed, seconded by Vice-Chair Wilson, and noting the excused absences of Regents Higaki and Paloma, the motion carried with all members present voting in the affirmative.

M. Discussion on the Evaluation Process for the President of the University

Chair Moore presented information on conversations that transpired during the PA&BG Committee meeting on April 6, 2023, regarding the requirements of, and processes for, the annual and three-year comprehensive evaluations of the university president that are stipulated in RP 2.203. He pointed out that the three-year comprehensive evaluation, which is scheduled to occur this year, requires the provision of input from both internal and external stakeholders, stating that it is an extremely involved and time-consuming process. He also noted that RP 2.203 does allow for the hiring of a consultant to assist with conducting the comprehensive review and provided the rationale for his suggestion to use this approach for the upcoming evaluation,

including the perceived neutrality of a consultant. Subsequent to these discussions, the PA&BG Committee came to a consensus that hiring a consultant to perform the comprehensive evaluation of the university president was in the best interests of the board, the president, and the university. In accordance with the wishes of PA&BG Committee members, a request was being made for the board to approve granting board leadership the authority to obtain proposals and contract for the provision of presidential evaluation services within a price range as determined by the board.

Regents offered their thoughts on the value of engaging a consultant to conduct the evaluation and verbalized their support for the proposal.

Chair Moore informed regents that he has had preliminary discussions with AGB, an organization that provides presidential evaluation services, about their interest in conducting the president's comprehensive evaluation this year. AGB has stated that they would be interested and are available to conduct the presidential evaluation, which would consist of, among other things, holding interviews with approximately 50 individuals. AGB also stated that the evaluation could be completed within a reasonable timeframe and at a cost of approximately \$45,000.

Referencing the comprehensiveness of the evaluation, the surveys and interviews that would be conducted, and the potential completion date of July 2023 as noted in the memo for this agenda item, regents deliberated whether a robust, rigorous, and fair evaluation could be conducted in such a limited timeframe. Regents stressed the importance of ensuring that the evaluation is performed in a manner that is not rushed so as to provide the university, the president, and the board with the greatest benefit. Chair Moore stressed that the timeline for completion of the evaluation was flexible.

Dialogue revolving around the current use of the 360-degree feedback assessment tool for annual and comprehensive presidential evaluations, its contents, and the usefulness of the data it gathers occurred between regents and the administration.

Vice-Chair Wilson moved to approve granting board leadership the authority to obtain proposals and contract for the provision of presidential evaluation services, seconded by Regent Bal, and noting the excused absences of Regents Higaki and Paloma, the motion carried with all members present voting in the affirmative.

N. Legislative Update

VP Young highlighted a number of measures and priority issues that the university is following at the Legislature this year including the university's legislative package bills, as well as items of interest involving the administration and board. He briefly went over legislation regarding, among other things, the university's operating and capital improvement budgets, reviewing budget provisos that stipulate conditions on the use of certain appropriations; the Hawai'i Promise Program; resident tuition fees; holdover members on boards and commissions; medical education and training; and healthcare. He also noted that the confirmation hearings for Regents Loo and Mawae had begun and would be completed shortly; spoke about numerous resolutions related to the university that are either in the midst of hearings or have been referred to committee;

and reviewed the legislative calendar for the remainder of the session stating that the Legislature is expected to adjourn on May 4, 2023.

X. ANNOUNCEMENTS

Chair Moore announced that the next board meeting was scheduled for May 18, 2023, at Honolulu Community College. He also mentioned the possibility of inviting the Chairs of the Senate Committee on Higher Education and House Committee on Higher Education and Technology, to speak to the board at a subsequent meeting.

XI. ADJOURNMENT

There being no further business, Chair Moore adjourned the meeting at 3:14 p.m.

Respectfully Submitted,

/S/

Yvonne Lau
Executive Administrator and Secretary
of the Board of Regents