

MINUTES

BOARD OF REGENTS SPECIAL MEETING

DECEMBER 7, 2023

A video recording of this meeting may be viewed at the Board of Regents website as follows:

[Meeting Video #1](#)

[Meeting Video #2](#)

I. CALL TO ORDER

Chair Alapaki Nahale-a called the meeting to order at 9:03 a.m. on Thursday, December 7, 2023, at the University of Hawai'i (UH) at Mānoa, Information Technology Building, 1st Floor Conference Room 105A/B, 2520 Correa Road, Honolulu, Hawai'i 96822, with regents participating from various locations.

Quorum (11): Chair Alapaki Nahale-a; Vice-Chair Gabriel Lee; Vice-Chair Ernest Wilson; Regent Neil Abercrombie; Regent Lauren Akitake; Regent William Haning; Regent Wayne Higaki; 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 Legal Affairs/UH 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/UH Foundation (UHF) Chief Executive Officer (CEO) Tim Dolan; Interim Vice President for Community Colleges Della Teraoka; UH-Mānoa (UHM) Provost Michael Bruno; UH-Hilo Chancellor Bonnie Irwin; UH-West O'ahu (UHWO) Chancellor Maenette Benham; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Yvonne Lau; and others as noted.

II. PUBLIC COMMENT PERIOD

Board Secretary Lau announced that the Board Office received written comments from Craig Nakamoto, Executive Director of the Hawai'i Community Development Authority (HCDA), about the university's participation in a multi-agency Memorandum of Agreement (MOA) to facilitate and support the development of housing and complimentary commercial uses on UHWO parcels.

The Mānoa Faculty Senate Executive Committee, Mānoa Faculty Senate Committee on Academic Policy and Planning, UH Staff Council, Kelsie Aguilera, Michele Mahi, Petersen Gross, Erin Centeio, Kristin Bacon, Siobhán Ní Dhonacha, Rayna Fujii, and Nicole Alia Salis Reyes submitted written comments on the presidential selection process.

Late written comments on the university's participation in a multi-agency MOA to facilitate and support the development of housing and complimentary commercial uses on UHWO parcels was received from Hawai'i Children's Action Network Speaks, Ashley Cameron, Danielle Thompson, and Mika Thompson.

Late written comments on the awarding of an Honorary Doctorate of Humane Letters to Haunani-Kay Trask were received from Erin Wright.

Late written comments on the presidential selection process were received from the Association of Emeritus Regents, Associated Students of the University of Hawai'i (ASUH), ASUH Undergraduate Academic Affairs Committee, Kapi'olani Community College (KapCC) Staff Council, UHM Staff Senate, KapCC Faculty Senate, University of Hawai'i Professional Assembly, Waynele Yu, David Duffy, Randolph Moore, Lois Yamauchi, Marguerite Butler, Sonja Giardina, and Mariko Quinn.

Christie Nitta, Erin Centeio, Shawn Ford, James Lee, Marguerite Butler, Mariko Quinn, Bronson Azama, Kyson James-Foree, Jaret Leong, and Jill Nunokawa provided oral comments on the presidential selection process. Additionally, Jill Nunokawa provided oral comments supporting the awarding of an Honorary Doctorate of Humane Letters to Haunani-Kay Trask and Bronson Azama provided oral comments on student housing at UHM.

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

[Written Testimony Received](#)

[Late Written Testimony Received](#)

Chair Nahale-a announced that Agenda Items IV.A. and IV.B. which relates to the awarding of Honorary Doctorate of Humane Letters degrees to Haunani-Kay Trask and Dave Shoji would be taken up at this time.

IV. AGENDA ITEMS

A. Approval to Award an Honorary Doctorate of Humane Letters to Haunani-Kay Trask

Laura Lyons, Interim Vice Provost for Academic Excellence at UHM, remarked that the bestowing of an honorary degree to nationally or internationally distinguished individuals is an authority retained by the board under Regents Policy (RP) 5.209; provided information on the support received for the awarding of an Honorary Doctorate of Humane Letters to Dr. Haunani-Kay Trask; and stated that, among other things, Dr. Trask's noteworthy influences on the Native Hawaiian community and significant contributions to the university warrants approval of this recommendation.

Regent Wilson moved to approve the awarding of an honorary Doctorate of Humane Letters to Dr. Haunani-Kay Trask, seconded by Regent Haning, and noting the excused absence of Regent Mawae, the motion carried with all members present voting in the affirmative.

B. Approval to Award an Honorary Doctorate of Humane Letters to Dave Shoji

Interim Vice Provost Lyons provided information on the support received for the awarding of an Honorary Doctorate of Humane Letters to Dave Shoji, who served as the head coach of the UHM women's volleyball team for 41 years. She stated that, among other things, Coach Shoji's noteworthy impacts on women's intercollegiate volleyball and numerous contributions to athletics at UHM merits approval of this recommendation.

Vice-Chair Lee moved to approve the awarding of an honorary Doctorate of Humane Letters to Dave Shoji, seconded by Regent Loo, and noting the excused absence of Regent Mawae, the motion carried with all members present voting in the affirmative.

III. REPORT OF UHF

VP/UHF CEO Dolan reported on the fundraising efforts of UHF for the current fiscal year, stating that just over \$51 million has been raised to date as compared to \$43 million received at the same time last year, and discussed the formal launch of UHF's \$1 billion comprehensive capital campaign, which continues to raise money at an aggressive pace garnering slightly more than \$587 million in contributions thus far. He also spoke about the efforts behind obtaining what is expected to be a seven-figure gift for the Ethnomusicology Program at UHM which serves to illustrate the significance of facilitating community interaction and engagement activities.

Regent Abercrombie stressed the importance of promoting UHF's legacy, accomplishments, and university fundraising aspirations to the broader community as part of its philanthropic efforts, and expressed his belief that the maintenance of a close relationship between UHF and the university would be mutually beneficial to both entities. VP Dolan concurred with Regent Abercrombie's assessment noting some of UHF's current public relations efforts. He also recognized President Lassner as the individual most responsible for bringing about and ensuring greater collaboration between UHF and the university.

Regent Akitake sought clarification about the role of UHF, particularly with respect to the provision of financial support of administrative positions within the university. VP Dolan replied that UHF serves as the central fundraising organization for the university system. While UHF often receives donations for programmatic administrative support in the form of endowments for professorships or department chairs, he was unaware of situations in which financial contributions have been received to support the administrative personnel of the university. He also offered to meet with individual regents to discuss the work of UHF at greater length and in more detail.

Chair Nahale-a opined that providing the community with information about the direction of the university and efforts being made to achieve its goals is of importance when it comes to generating philanthropic support for the institution. VP Dolan agreed wholeheartedly with Chair Nahalea's statement.

IV. AGENDA ITEMS

C. Recommend Board Approval of Annual Salary Adjustments for Positions that Report to the Board of Regents

Chair Nahale-a explained that RP 9.212 requires the board to approve any salary adjustments for Executive and Managerial (EM) personnel reporting directly to the board which includes the President, Board Secretary, and Director of the Office of Internal Audit. Accordingly, board action is necessary to extend the five percent salary increase received by other eligible EM personnel of the university to the three direct reports, each of whom was evaluated to have met the performance criteria established by the board.

Regent Wilson moved to recommend board approval of the proposed salary increase for EM personnel reporting directly to the board, seconded by Regent Loo, and noting the excused absence of Regent Mawae, the motion carried with all members present voting in the affirmative.

D. Presentation and Update on UHM Student Housing and KMH LLC Work Plan

VP Gouveia continued with the presentation on UHM Student Housing begun during the November 2, 2023, meeting of the Committee on Institutional Success providing a brief recap of the current organizational hierarchy of UHM Student Housing Services (SHS). She gave a general overview of the complex issues facing SHS, noted that multiple units under the purview of the Office of the VP for Administration (OVPA) are coordinating with SHS to improve student housing facilities and operations, and introduced several individuals who would be providing further details on these matters.

Blake Araki, Director of Campus Operations and Facilities at UHM, Lisa Dau, Director of the Facilities Business Office at UHM, and Jeff Long, Director of the Office of Human Resources for the UH System, discussed operational, infrastructure, fiscal, and human resources challenges being encountered by SHS; summarized some of the actions being taken by their respective units to tackle these issues, such as the streamlining of operational procedures and prioritizing the hiring of additional personnel, emphasizing that efforts are currently focused on attending to SHS's most pressing needs; highlighted a number of accomplishments achieved since the organizational restructuring of SHS which consisted of, among other things, the completion of window and roofing repairs at a number of residence halls, the filling of several SHS staff positions, and the processing of more than 50 dated and unpaid invoices; and went over strategies being contemplated to contend with SHS's needs going forward including the development of long-term repair and maintenance schedules and facility operational plans. VP Gouveia also referenced the work of Kathy Wong-Nakamura, Director of the Office of Systems Integration, who established a team of individuals to address a host of deficiencies with SHS's legacy information technology (IT) systems, synchronize these systems with the university's IT system, and improve IT infrastructure at UHM's residence halls.

David Akana, Interim Director of Student Housing at UHM, talked about the core roles and responsibilities of the residential life component of SHS stating that its primary focus is on fostering student development and engagement. He discussed various

programs and activities that were afforded to student residents over the last 10 months; presented the current vision and mission of SHS, which was developed after his appointment as Interim Director in April 2023; reviewed some of the priorities that have been established for SHS including the filling of staff vacancies, improving the overall student experience for housing residents, and changing the mindset of individuals so that residence halls are viewed as more than just a place to sleep; and spoke about ongoing, as well as planned, infrastructure improvement projects for UHM residence halls.

Kyle Phillips, Senior Business Analyst within OVPA, went over the process used to develop and perform a 26-point condition assessment of all residential facilities within SHS's portfolio remarking that utilizing this methodical approach will lead to improved planning for, and the proper sequencing of, capital improvement projects related to UHM's residential facilities, which is of particular value given the university's limited resources in this area. While each point-in-time assessment only provides a snapshot of an individual facility's current state, the information gathered can also serve as a tool for measuring the progress being made on infrastructure improvements to that facility. Mr. Phillips proceeded to discuss the creation of a priority list of projects for SHS, expounded upon the factors that served as the basis for the prioritization of these projects, and stated that, based upon early cost estimates, roughly \$180 million would be needed to address the projects on the list.

Although many of the issues and problems surrounding student housing at UHM have endured for decades, President Lassner accepted full responsibility for not making UHM student housing the priority it needed to be sooner. He provided historical context to the situation currently being faced by student housing at UHM; noted some of the administrative, facility management and oversight, and fiscal challenges experienced by SHS over the past several years; and talked about past and current efforts to address these predicaments. President Lassner also conveyed his utmost confidence in the ability of VP Gouveia and her team to implement the short-term goals established for SHS while simultaneously developing long-range plans to identify and address the many problems associated with the university's aging student housing facilities, which in turn will improve the quality of life for students, faculty, and staff.

Chair Nahale-a questioned whether any currently operating UHM student housing facility jeopardized the health and safety of students. VP Gouveia replied that no student housing facility currently in operation on the UHM campus jeopardizes the health and safety of students.

Even though he believed that seeking out information about SHS with respect to the conditions of UHM's residence halls and the progress it is making in dealing with these matters was within the board's purview, Chair Nahale-a urged regents to be more judicious with their line of questioning on this issue lest the queries brought forth be interpreted as having an accusatory tone.

Regent Mawae arrived at 10:46 a.m.

Regent Abercrombie asked if the administration would be able to determine a more concrete figure for the amount of funds needed to address the SHS's priority projects by the time the university's next proposed biennium capital improvement project (CIP) budget is presented to the board for approval. He also inquired as to whether oversight and responsibility for SHS facilities could be permanently placed under the auspices of the Director of Campus Operations and Facilities at UHM. VP Gouveia replied that the administration is expecting to establish more definitive figures regarding the fiscal resources needed to contend with SHS's prioritized projects list. She also stated that consideration is being given to placing oversight responsibility for SHS facilities under the Director of Campus Operations and Facilities at UHM.

Citing a notation within the presentation which indicates that the ability of SHS to implement its priority investments is contingent upon funding availability, Regent Tochiki questioned if this alluded to the administration continuing to envision SHS as a financially self-sustaining enterprise. VP Gouveia replied that sources of revenue for student housing facilities at UHM other than CIP requests submitted to the Legislature and existing student housing fees have yet to be identified and are currently nonexistent. President Lassner remarked that a number of factors have impacted and continue to impact funding for student housing including the lack of adjustments to bed rates commensurate with rising operational costs and the need to maintain and improve facilities as well as the fringe benefit rates being paid by the university which is over 60 cents for every dollar paid in salary to employees of self-funded operations such as student housing. He noted that the administration is currently discussing options for seeking a one-time infusion of capital to support student housing improvement efforts and is hopeful that a proposed 3-year, tiered rate increase for student housing will generate sufficient funding to support operational and facility needs going forward.

Referencing concerns raised by regents regarding the aesthetic conditions of UHM's student residence halls and adjoining landscaping during a recent tour of SHS's facilities, Regent Abercrombie asked if improvements to these common areas were going to be addressed. Interim Director Akana replied in the affirmative. VP Gouveia added that, while landscaping around the student housing facilities was not part of the 26-point facility condition assessment mentioned earlier, such a project is currently being scoped out by the administration.

Regent Mawae asked how revenues generated by public-private partnerships for student housing are factored in when determining the amount of financial resources available for SHS to utilize. VP Gouveia stated that, fundamentally, public-private partnerships for student housing fall outside of the realm of SHS. Given that these projects are financed and operated by a third party, they do not serve as a revenue source for SHS.

Discussions ensued on the financing challenges facing SHS, whether SHS can or should continue to be a self-sufficient operation, and the necessity for greater clarity when presenting the university's student housing needs and expectations to the Legislature.

The meeting recessed at 11:04 a.m.

The meeting reconvened at 11:15 a.m.

E. Authorizing the University of Hawai'i to Participate in an MOA with HCDA and the State of Hawai'i Housing Finance Development Corporation (HHFDC) for the Development of Infrastructure and Housing on University of Hawai'i Property in West O'ahu

VP Young provided background information on the administration's request for board authorization to participate in an MOA with HCDA and HHFDC for the development of infrastructure and housing on approximately 20 acres of university property located in West O'ahu. He reviewed 2006 and 2014 Long Range Development Plans for the roughly 500 acres conveyed to the university in 2002 for the relocation of UHWO; spoke about the parcel in question which was contained within what is being called the University District Lands, a 168-acre area deemed to be available for mixed-use residential development; pointed out the proximity of two Honolulu Authority for Rapid Transportation rail stations to the parcel in question; and touched upon the proposed multi-agency development partnership between the university, HCDA, and HHFDC emphasizing that details of this partnership still would need to be determined as part of the MOA process. He also explained that, despite the lack of a requirement within regent policy for the administration to seek board approval prior to entering into MOA negotiations, this issue was being brought before the board at this time in light of the fact that the Director of HCDA has already been authorized to begin negotiations on this matter with HHFDC's Director expected to receive similar permission in the very near future. Should an official MOA be formulated, the administration would return to the board to seek its approval of the agreement.

Conversations took place on the concept of housing to be located on the University District Lands, the benefits such a project would afford the university, and the roles of the university, HCDA, and HHFDC on this matter. VP Young stated that, to be clear, a MOA between the university, HCDA, and HHFDC did not currently exist, that there was no guarantee such a document would be formalized, and that the administration was simply informing the board of its intent to enter into negotiations with HCDA and HHFDC on this issue, and if possible, obtain a commitment from the board to proceed with this action.

Chair Nahale-a suggested deferral of this agenda item until more information becomes available. Regents concurred with Chair Nahale-a's suggestion.

F. Deliberation and Decision Making Regarding the Final Report from the Presidential Search Process Permitted Interaction Group, formed pursuant to Section 92-2.5(b), HRS, to Investigate and Make Recommendations Regarding the Presidential Search Process and Potential Action on the Presidential Search Process

Chair Nahale-a briefly summarized the actions involved in reaching this stage of the presidential selection process highlighting the formation of a Presidential Selection Process Permitted Interaction Group (PSPPIG) on October 19, 2023, to investigate and recommend a well-articulated presidential selection process to the full board and the board's receipt of a final

report containing the PSPPIG's findings and recommendations on November 16, 2023. He stated that, in accordance with statutory requirements governing permitted interaction groups, discussions on the contents of the PSPPIG's final report and decisions on its recommendations could not take place until today's meeting. As such, the purpose of this agenda item was to proceed with discussions on this matter. He then invited Vice-Chair Lee, who served as Chair of the PSPPIG, to talk about the PSPPIG's final report and recommendations.

Vice-Chair Lee reported on the work undertaken by the PSPPIG, drew attention to a few of its recommendations, and provided the rationale for establishing an aggressive timeline with respect to the selection of the next university president as proposed in the PSPPIG's final report noting concerns raised about leadership continuity for the 2024-2025 Academic Year and the involvement of the incoming president in crafting the university's ensuing biennium budget request.

Barring any objections, Chair Nahale-a proposed taking up discussion on the various recommendations made by the PSPPIG separately. No objections were raised by any regent.

1. Sections II.A. - II.e.: Using a Search Firm

Deliberations occurred on the benefits and disadvantages of utilizing a search firm in the presidential selection process; the desirable qualifications of any search firm chosen including having an understanding of Hawai'i's culture and the uniqueness of the university as an indigenous serving institution; the necessity of selecting a search firm with Hawai'i expertise, as was suggested by the PSPPIG; the importance of choosing a search firm with the ability to meet all of the service expectations outlined within the PSPPIG's final report; and the processes a selected entity would use in conducting its search for qualified candidates.

Regent Tochiki suggested the possibility of fashioning a more generic request for proposal (RFP) based upon the guidance provided in the PSPPIG's final report to solicit the services of a search firm and allow the process to screen out the most qualified organizations for consideration by the board. Several regents agreed with Regent Tochiki's suggestion.

Regent Abercrombie sought confirmation that decisions with respect to the presidential selection and its associated processes going forward will be made by whatever entity is charged with this task by the board. Chair Nahale-a replied in the affirmative.

Regent Tochiki moved that a more generic RFP be developed to procure the services of a search or recruitment firm with access to Hawaii expertise and/or a Hawai'i focus to conduct a national search to assist the Board in its hiring of the next President of UH, with the recommendations contained in Section II.B. of the PSPPIG report to serve as guidance for the scope of services to be rendered. The motion was seconded by Regent Haning.

Regent Loo proposed amending the motion to be less restrictive by stipulating that the search firm simply have access to Hawaii expertise and/or a Hawai'i focus. Regent Tochiki and Regent Haning were both amenable to this change.

There having been an amended motion that was moved and seconded, a voice vote was taken, and the amended motion carried with all members present voting in the affirmative.

2. Sections II.F. and II.G.: Separation of System President and Manoa Chancellor

PSPPIG members provided their rationale for the recommendation to divest the positions of President of UH and UHM Chancellor as currently designed which included, among other things, the belief that separating these positions would expand the pool of candidates for the next university president. While a number of regents voiced their support for this proposition, with several stating that doing so would also allow the next president to focus more attention on the overall needs of the university system, some regents expressed concerns with the manner in which this detachment was trying to be achieved particularly given the complexity of the linked positions and the absence of adequate feedback and input on this matter from the various university constituencies who would be most impacted by this change.

Dialogue ensued on the roles and responsibilities of the university president as compared to those of a campus chancellor; some of the attributes candidates for the position of university president ought to possess; the qualities a new university president should exemplify; the necessity of clearly defining the criteria for the position of university president; the issues that must be taken into consideration when selecting the next university president; the prospect of providing a newly selected president of the university with an opportunity to weigh-in on this matter along with the latitude to choose the next UHM Chancellor should the board establish this position; the board's desire for the next university president to focus on the university system; the obligation to inform potential candidates that a separation of the duties of the President of UH and UHM Chancellor is an issue presently under consideration; the length of time it would take to separate the duties of the aforementioned positions; and the possibility of addressing this matter in the term of the new president.

Given these discussions, Chair Nahale-a offered a compromise proposal to initiate the search for the position of President of UH, as that role is presently articulated, with the understanding that the current regents see the role of the President as being focused on the university system and will be considering future separation of the duties of the President of UH from those of the campus chancellor for UHM.

Regents were in general support of Chair Nahale-a's proposal stating that it addressed the issue of due process concerning the matter of separating the positions of President of UH and UHM Chancellor while signaling the board intended to transition away from the president serving a dual role as President of UH and UHM Chancellor. However, a few regents requested that this topic be placed on a board agenda as soon as practical.

Vice-Chair Wilson moved to accept Chair Nahale-a's compromise proposal and the motion was seconded by Regent Abercrombie. A voice vote was taken and the motion carried with all members present voting in the affirmative.

3. Sections II.H. and II.I.: Listening Phase

Regents shared their thoughts on the PSPPIG proposal that the board engage in a listening phase to provide opportunities for university stakeholders to share their views on a new university president through the use of a survey and open community forums.

Although agreeing with the approach to the engagement of university constituencies as presented in the PSPPIG report, Chair Nahale-a opined that this methodology should serve as a guideline for whatever presidential search committee the board eventually establishes to use for determining the manner in which the listening phase is conducted.

Regent Akitake spoke about the reasons behind the suggestion for conducting a survey emphasizing that the majority of PSPPIG members believed utilizing this approach would allow feedback on this issue to be gathered as efficiently and expeditiously as possible. She also expressed her belief that delaying engagement with university stakeholders until a search committee was formed would be less than ideal in light of the proposed timeframe for selecting a new university president.

Taking into consideration earlier discussions about the separation of the duties of the President of UH from those of the Chancellor of UHM and the concerns raised about due process for receiving comments on this matter, Regent Tochiki recommended that a question regarding the separation of these two positions be included in the list of proposed survey questions contained within the PSPPIG report.

Chair Nahale-a asked if any regents were opposed to the idea of commencing with a survey comprised of the survey questions contained within the PSPPIG report as part of the presidential selection process's listening phase to gather input from and the views of various stakeholders to share on a new President of UH and deferring further details regarding the listening process to whatever search committee is established by the board. He also inquired if there were any objections to including a query regarding the separation of the positions of UH System President and UHM Chancellor, as was advocated for by Regent Tochiki, in the survey. Hearing no opposition or objections from regents, Chair Nahale-a announced that such a survey would be initiated as expeditiously as possible.

4. Sections II.J. - II.M.: Presidential Search Permitted Interaction Group (PIG2)

Regents debated the PSPPIG's recommendation regarding the establishment of a permitted interaction group (PIG2) to serve as the presidential search committee and charging this group with the responsibilities of developing and screening a pool of candidates for the position of university president and recommending a list of three finalists for consideration by the full board. Although a few regents offered their support for this proposal contending that the creation of a PIG2 affords greater flexibility, urgency, and efficiency to the presidential selection process, a majority of regents voiced their opposition to this concept advocating for more openness, transparency, and

regent inclusivity than would be allowed under the statutory requirements governing permitted interaction groups.

In lieu of a PIG2, Regent Higaki suggested forming a “committee of the whole” to serve as the presidential search committee which, in his opinion, offered increased openness and transparency and presented the best option for all regents to participate in the process. A number of regents concurred with and supported Regent Higaki’s proposition.

Regents offered their opinions on Regent Higaki’s suggestion and engaged in robust discourse on the advantages and disadvantages of having a “committee of the whole” serve as the presidential search committee as opposed to a PIG2, as well as issues that may arise from utilizing each process. Since this would be one of the most important decisions to be made by the board for the foreseeable future, several regents communicated their belief that searching for the next university president in a more cautious, thoughtful, and thorough manner was of more import than expediency of the process.

Regent Abercrombie contended that the creation of a temporary committee rather than a PIG2 could also be an option for consideration.

Though she concurred with the importance of regent and stakeholder participation in the presidential selection process, Regent Akitake stressed the need to achieve a balance between the exhaustiveness of this participation and the exigency of choosing a new university president before the start of the next academic year.

Taking into consideration the deliberations on this topic thus far, a number of regents continued to emphasize the need for broader participation and inclusiveness in the presidential selection process believing that this was critical for achieving buy-in from both internal and external constituencies. However, regents also acknowledged that the final decision on the next university president remains a privilege and obligation of the board.

Echoing the remarks of other regents regarding the role of the board in selecting the next university president, Chair Nahale-a held forth that, in reality, the board was currently contemplating the process by which a list of finalists for this position would be determined. Conversations ensued on the overall roles and responsibilities of regents in this matter.

Regent Akitake asked about the possibility of holding additional meetings to deal with the selection of the university president should it become necessary. Chair Nahale-a replied that scheduling additional meetings could occur so long as statutory meeting notice requirements were met.

Discussions occurred on the practicality of scheduling additional meetings regarding the selection of a new university president; factors that need to be taken into consideration when arranging for and organizing these meetings; the impacts additional meetings could have on staff resources; the option of holding virtual meetings; and past practices of holding meetings on multiple, consecutive days.

Regent Mawae sought clarification as to whether the finalists for the position of university president would be interviewed by the board in an executive session. Chair Nahale-a replied in the affirmative.

Should a decision be made to establish a PIG2 and include non-regent members on this entity, Vice-Chair Lee remarked that it ought to be done in such a way so as to ensure only regents would have a vote on the pool of candidate finalists to be recommended to the full board.

Referencing applicable appointment process and financial disclosure requirements, Regent Akitake added that regents must remain cognizant of their being held to a higher standard than what may be expected of non-regents when considering whether or not to include non-regent members on a PIG2 or “committee of the whole”.

Regent Abercrombie moved to form a “committee of the whole” to serve as the presidential search committee and the motion was seconded by Vice-Chair Wilson.

Regent Akitake sought clarification as to whether a “committee of the whole” would encompass participation from all regents in the presidential selection process communicating her preference for this to be the case. Chair Nahale-a's stated that, in his opinion, the board should not compel a regent to serve on a committee if the regent was unwilling to do so. He then asked if any regent wanted to opt out of participating on a “committee of the whole” that would serve as the presidential search committee. No regent chose to withdraw. As such, Chair Nahale-a announced that the “committee of the whole” would consist of all regents.

There having been a motion that was moved and seconded, a voice vote was taken and the motion carried with all members present voting in the affirmative.

5. Section II.K.1.: Selection of Advisory Committee Members

Chair Nahale-a verbalized his concern about the lack of clarity regarding the advisory group's role noting perceptions about this entity among the various university constituencies that were contained within some of the public testimony. He also expressed his belief that a well-formed advisory group has the potential to serve as a venue by which university constituencies can provide input on the selection of a new university president and address the concerns about participation and inclusion mentioned in preceding discussions.

Regent Tochiki questioned why the recommended composition of a PIG2 was limited to regents and did not include a broader spectrum of members such as was considered for the proposed advisory group. Regent Akitake replied that the PSPPIG did consider adding non-board members to the PIG2. However, the PSPPIG felt that doing so would result in non-regents serving as substitutes for the six regents who could not serve on a PIG2, given the constraints of Chapter 92, Hawai'i Revised Statutes, with respect to the membership of permitted interaction groups. The PSPPIG reasoned that constituting a PIG2 comprised of only five regents, along with a representative advisory group consisting of non-regents who would provide the PIG2 with advice as requested, was the best option to afford regents with a maximum say in the selection of finalists for

the position of university president while still giving a voice in the process to the various university constituencies.

Conversations took place on the purposes, roles, responsibilities, and consultative nature of an advisory group as it relates to the presidential selection process, as well as the potential for special interest agenda to compromise this process.

Regent Tochiki echoed the remarks of Chair Nahale-a and communicated her desire to see the advisory group used as a robust, authentic platform for university constituencies to weigh-in on the selection of a new university president.

Chair Nahale-a asked if there was any opposition to creating an advisory group. No objections were raised by any regent.

Stating that the Committee on Independent Audit (IA Committee) meeting was scheduled to begin at 2:00, Chair Nahale-a suggested calling a recess of the board meeting and reconvening after completion of the IA Committee agenda to continue on with this dialogue. He also inquired about the availability of regents for a special meeting on January 4, 2024, should one be necessary. Regents stated that they would be available to meet on January 4, 2024.

The meeting recessed at 1:56 p.m.

The meeting reconvened at 3:53 p.m.

In light of the other decisions made at this meeting and testimony received, regents indicated their desire to resume discussions in regard to the final details of the advisory group including its roles, responsibilities, function, makeup, and membership selection process at the January 4, 2024, special board meeting, thus allowing regents more time to reflect on this topic.

6. Sections II.N. and II.O: Timeline, Finalist Interviews

Vice-Chair Lee presented the rationale for the timeline put forth by the PSPPIG which aims to appoint a new university president by fall 2024.

Regents shared their views on the timeline put forth in the final report of the PSPPIG acknowledging its ambitiousness while also recognizing that practical considerations may necessitate adjustments to the scheduled milestones. Regents also stressed the importance of the special meeting on January 4, 2024, towards staying on track with respect to the aforementioned timeline and urged fellow regents to submit their perspectives about the advisory group to the board office prior to the meeting.

Vice-Chair Lee asked if the feedback survey on the presidential search could still be launched by mid-December and an RFP to solicit the services of a search firm could be issued on December 15, 2023, as noted in the aforementioned timeline. Board Secretary Lau responded that it would be possible for the Board Office to generate a survey based upon the questions contained within the PSPPIG's final report with the addition of the question regarding separating the positions of UH System President and

UHM Chancellor as previously discussed by mid-December. However, she was unsure whether an RFP seeking to procure the services of a search firm could be issued by December 15, 2023, and would need to speak with the Office of Procurement Management (OPM) to determine if this would be achievable.

Dialogue took place on the survey's relationship to the hiring of a firm to assist the presidential search committee with its quest, the benefits of performing a presidential search survey, the timeframe and plan for dissemination of the survey, and public relations efforts to solicit responses to the survey.

Regent Abercrombie moved to adopt the timeline as proposed in the PSPPIG report with the understanding that adjustments to the timeline can be made as needed going forward and to proceed with a presidential search survey based upon the questions contained within the PSPPIG's final report with the addition of the question regarding separating the positions of UH System President and UHM Chancellor. Regent Haning seconded the motion.

Regent Akitake asked if an open-ended question soliciting any other information to be shared with the presidential search committee could also be added to the survey.

Chair Nahale-a asked if there were any objections to including the question suggested by Regent Akitake in the presidential search survey. No objections were raised by any regent.

There having been a motion that was moved and seconded, a voice vote was taken and the motion carried with all members present voting in the affirmative.

Regent Tochiki requested that the Office of Communications be asked to generate press releases regarding the presidential search survey as appropriate in consultation with the Board Office. Chair Nahale-a acknowledged Regent Tochiki's request.

Questions were raised about, and discussions ensued on, the process for procuring the services of a search firm. VP Gouveia confirmed that specifics regarding the group being charged with selecting the search firm to assist the board with the selection of the next university president was not needed to begin the procurement process and sought to clarify for the record that the board was requesting OPM to work with the Board Office to begin the procurement process for the selection of a firm to conduct the search for the next university president. Chair Nahale-a replied that VP Gouveia's understanding of the request being made by the board was accurate.

VP Gouveia also explained that a document for the solicitation of services generally contains scoring or evaluation criteria and that these criteria would need to be developed for the selection of a search firm.

Chair Nahale-a asked if regents were inclined to delegate the task of working with VP Gouveia and her procurement team to come up with scoring criteria for the selection of a search firm based upon all of the foregoing discussions to himself and Vice-Chair Lee. Regents were amenable to this suggestion.

Vice-Chair Wilson moved to delegate the task of working with VP Gouveia and her procurement team to come up with scoring criteria for the selection of a search firm based upon all of the foregoing discussions to Chair Nahale-a and Vice-Chair Lee. The motion was seconded by Regent Loo. A voice vote was taken and the motion carried with all members present voting in the affirmative.

Chair Nahale-a asked VP Gouveia about her thoughts as to whether the expectation of issuing an RFP by December 15, 2023, was realistic. VP Gouveia replied that, although every effort will be made to meet this deadline, it will be challenging, and briefly highlighted a couple of posting and procurement processing requirements that could impact the timeline for the issuance of an RFP on this matter.

Board Secretary Lau provided a recap of the decisions made with respect to recommendations contained with the PSPPIG's final report which included the following:

- Procure a search or recruitment firm with access to Hawaii expertise and/or a Hawai'i focus to conduct a national search to assist the board in its hiring of the next President of UH, with the recommendations contained in Section II.B. of the PSPPIG report to serve as guidance for the scope of services to be rendered;
- Delegate Chair Alapaki Nahale-a and Vice-Chair Gabriel Lee to work with the VP for Administration's procurement team to come up with criteria for selection of the search firm;
- Initiate the search for the position of President of UH in its current form with the understanding that the current regents see the role of the president as being focused on the University of Hawai'i System, and will be considering future separation of the duties of the President of UH from those of UHM campus chancellor;
- Initiate a survey as part of the presidential selection process's listening phase to gather input from various stakeholders to share their views on a new president and defer further details regarding the listening process to the presidential search committee. A question regarding the separation of the President of UH and UHM Chancellor positions and an open-ended question soliciting any other information to be shared with the presidential search committee shall be added to the survey questions contained within the PSPPIG report;
- Decline to create a second permitted interaction group, and instead afford all regents the opportunity to serve on the search committee as a "committee of the whole";
- Hold a special meeting on January 4, 2024, to continue the discussion on the presidential search process; and

- Adopting the proposed timeline with the understanding that adjustments to the timeline can be made as needed going forward

V. EXECUTIVE SESSION (closed to the public)

Chair Nahale-a announced that it would not be necessary to meet in executive session.

VI. ANNOUNCEMENTS

Chair Nahale-a announced that a special meeting of the “committee of the whole” would take place on January 4, 2024, at UHM and that the next regular board meeting was scheduled for January 18, 2024, at UHWO.

Prior to adjournment, Regent Akitake requested a moment of silence in honor and remembrance of the heroes and victims of December 7, 1941, the day of the attack on Pearl Harbor.

VII. ADJOURNMENT

There being no further business, Chair Nahale-a adjourned the meeting at 4:32 p.m.

Respectfully Submitted,

/S/

Yvonne Lau
Executive Administrator and Secretary
of the Board of Regents