

MINUTES

BOARD OF REGENTS SPECIAL MEETING

JANUARY 4, 2024

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

[Meeting Video](#)

I. CALL TO ORDER

Chair Alapaki Nahale-a called the meeting to order at 9:01 a.m. on Thursday, January 4, 2024, 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 Academic Affairs Debora Halbert; 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; UH-Mānoa (UHM) Provost Michael Bruno; UH-Hilo (UHH) Chancellor Bonnie Irwin; Executive Assistant of the Board of Regents (Executive Assistant) Jamie Go; and others as noted.

II. PUBLIC COMMENT PERIOD

Executive Assistant Go announced that the Board Office received written comments about the presidential selection process from the Associated Students of the University of Hawai'i at Mānoa, Mānoa Faculty Senate, All Campus Council for Faculty Senate Chairs, Gordon Knowles, Quinn Goo, Ashley Maynard, Marguerite Butler, Mahina Kaomea, Rosanna Rombawa, Rachael Downham, Keali'i Gora, Kelsie Aguilera, Joel Fischer, Mae Ha, Hema Kealohanuikaiama Watson, Bronson Azama, Mananakealoha Paschoal, RJ Kaleohano Nadal, April Bautista, Sonja Giardina, Ke'ala'iliah Ford, Mariko Quinn, and Kawaiola Kapuni.

Late written comments on the presidential selection process were received from the University of Hawai'i Professional Assembly, UH Staff Council, Office of Hawaiian Affairs Trustee Mililani Trask, Kaiqing Su, Cardenas Pintor, Lauren Taijeron, Kyson James-Foree, May Okihiro, Nicole Reyes, Shannon Pōmaika'i Hennessey, Creighton Litton, Dianne Deauna, Benjamin Wiseman, Rosiana "Nani" Azman, Jocelyn Brody, Carolyn Stephenson, Michael Oishi, Kristen Ferrer, Karla Hayashi, Ethan Chang,

KianaRose Dulan, Sam Peck, Kayla Oshiro, Christie Ann Nitta, Kyla-Marie Turner, and Dustin Migues.

Kaipo Hata, Ethan Hope-Cruz, Cardenas Pintor, Christie Ann Nitta, Karla Hayashi, Sonja Giardina, Rosiana “Nani” Azman, Ashley Maynard, Bronson Azama, Kyson James-Foree, Mariko Quinn, Erin Centeio, Jaret Leong, Kanoa Ventura-Barreto, Shannon Pōmaika‘i Hennessey, Sam Peck, and Dustin Migues provided oral comments on the presidential selection process.

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

[Written Testimony Received](#)

[Late Written Testimony Received](#)

Prior to beginning discussions on the noted agenda items, Chair Nahale-a went over the basic premise of, and rationale for, having a Committee of the Whole, which in essence was the board, address matters associated with the selection of the next university president.

III. AGENDA ITEMS

A. Further Deliberation and Decision Making Regarding the Final Report from the Presidential Search Process Permitted Interaction Group (PSPPIG), formed pursuant to Section 92-2.5(b), Hawai‘i Revised Statutes(HRS), to Investigate and Make Recommendations Regarding the Presidential Search Process and Potential Action on the Presidential Search Process

1. Sections II.K.1: Roles, Responsibilities, Function, Makeup, and Membership Selection Process of the Advisory Group

Barring any objections, Chair Nahale-a proposed using a methodical approach to discussing this issue by first determining the role of the Advisory Group which would then be followed by deliberations on the Advisory Group’s make-up and membership selection process. No objections were raised by any regent.

Chair Nahale-a began the dialogue on this matter by suggesting the inclusion of the phrase “and recommendations” to the Advisory Group’s overall charge as currently spelled out in the PSPPIG’s final report which, in his opinion, would provide the Committee of the Whole with the ability to assign decision-making responsibilities to the Group. As amended, the Advisory Group’s general task will be to “provide advice and recommendations to the Committee of the Whole as requested”.

Regent Abercrombie moved to accept Chair Nahale-a’s suggested amendment and the motion was seconded by Regent Akitake.

Regents expressed their belief that the Advisory Group was a crucial and fundamental component of the presidential selection process and would be utilized by the Committee of the Whole in a deliberate and intentional manner.

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.

Noting the absence of explicit duties for the Advisory Group within the PSPPIG's final report save for a recommendation regarding the attendance of at least one member from the Advisory Group at open forums about the selection of the next university president held in each county, Chair Nahale-a asked regents to share their thoughts as to whether specific tasks should be assigned to the Advisory Group.

Extensive conversations occurred on the purpose for establishing an Advisory Group, as well as its intended function; the importance of articulating concrete tasks for the Advisory Group to undertake while simultaneously affording the Committee of the Whole with the flexibility to amend or add to these duties as necessary; the value of meaningful, yet reasonable, inclusivity of various university constituencies in the presidential selection process and respecting any input and feedback received; the broad array of university stakeholder input being sought through the conducting of an ongoing survey; the necessity for establishing and maintaining trust between the board and university stakeholders throughout the presidential selection process; the breadth of information provided to regents about the university's past presidential searches and the presidential selection process used by other institutions of higher education; the consultative nature of the Advisory Group given the board's exclusive jurisdiction over, and responsibility for, the appointment of the President of UH under the State Constitution and HRS; the need for an Advisory Group to be representative of the university community; the preservation of the openness and transparency exhibited by the board thus far with respect to the presidential selection process; and the overall benefits and possible disadvantages of utilizing an empowered Advisory Group in the presidential selection process.

Regents also engaged in discussions about the potential roles, responsibilities, and tasks that could be delegated to the Advisory Group including, among other things, working with the selected search firm to develop key attributes candidates for the university should possess, conducting an initial evaluation and screening of applicants for the position, and forwarding a list of finalists for the position to the board for vetting in a more public forum; the prudence of attempting to enumerate a comprehensive list of duties for the Advisory Group at this juncture of the presidential selection process; the impacts of Hawai'i's open meetings law (Sunshine Law) on the Advisory Group's ability to complete these assignments; the relationship of the Advisory Group to the Committee of the Whole; and the cruciality of Advisory Group members maintaining confidentiality throughout the presidential selection process.

VP Okinaga briefly spoke about the general requirements of the Sunshine Law and mentioned a declaration by the Hawai'i Supreme Court that board members in general are obligated to understand the requirements of the Sunshine Law and act in good faith and accord with its spirit and purpose.

In light of these deliberations, Chair Nahale-a sought regents' opinions on further amending the Advisory Group's overall charge as previously approved by adding the

phrase “on all aspects of the presidential search” thus providing the Advisory Group with a broader, unfettered scope of work.

Several regents expressed their preference for the Advisory Group’s scope of work to remain more narrowly focused.

While she understood and respected many of the concerns cited in the testimony, Regent Paloma shared her thoughts on some misconceptions included in several of the statements made. She also spoke about the voluntary nature of the board, noted the diversity of its makeup, and reemphasized the board’s exclusive jurisdiction over, and responsibility for, the appointment of the President of UH.

Regent Akitake echoed the remarks of Regent Paloma, underscoring the voluntary nature of the board, the holding of regents to a higher standard as evidenced by requirements to file ethics and financial disclosure statements, and the vetting process each regent must go through to attain confirmation.

Regent Tochiki conveyed her appreciation for the testimony received from faculty, staff, and especially students, as well as the willingness of individuals to serve on an advisory group, to share their various perspectives about the desired attributes for the next university president, and to comment on the presidential selection process. Although the board ultimately retains exclusive jurisdiction over the selection of the next university president, she voiced her strong belief in the value of building trust between the board and the various university stakeholders to ensure a successful presidential selection process.

The meeting recessed at 10:44 a.m.

The meeting reconvened at 10:55 a.m.

Chair Nahale-a remarked that, while a majority of regents appeared to support the creation of a legitimate Advisory Group and empowering this entity with a larger, more meaningful role in the presidential selection process, discussions on this matter are delving into legal questions regarding the dynamics of establishing and operationalizing the Advisory Group relative to legal requirements. As such, he suggested convening in executive session to consult with the board’s attorney on legal issues and requested a motion to that effect.

Regent Loo moved to convene into executive session, seconded by Vice-Chair Wilson, and with all 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), HRS.

IV. EXECUTIVE SESSION (closed to the public)

The meeting recessed at 10:58 a.m.

Chair Nahale-a called the meeting back to order at 12:10 p.m. and announced that the board met in executive session to discuss the matters as stated on the agenda.

III. AGENDA ITEMS (Continued)

Regents resumed their deliberations on Agenda Item III.A.1., reiterating the importance of developing a balanced, collaborative, reasonably inclusive, and robust approach to selecting the next university president. Regents also spoke about the challenges of formulating a comprehensive list of tasks for the Advisory Group to undertake at this meeting; noted possible scenarios for developing the Advisory Group's tasks including allowing the entity to submit a list of recommended duties to the board for approval; went over methods by which the Advisory Group could be assembled; highlighted the ability for university constituencies and community stakeholders to provide input on the presidential selection throughout the process; and continued to underscore the board's intent for the Advisory Group to play a more active role in selecting the next university president.

To assuage concerns about inclusivity raised by a number of stakeholder groups, Chair Nahale-a suggested further amending the original charge of the Advisory Group by removing the phrase "as requested" and inserting the following language in its place "to ensure key stakeholders and the broader community are included in the presidential selection process." Accordingly, the amended directive would read, "The Advisory Group will provide advice and recommendations to the Committee of the Whole to ensure key stakeholders and the broader community are included in the presidential selection process."

Vice-Chair Wilson moved to adopt the language as recommended by Chair Nahale-a and 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 stressed that the aforementioned amendment only involved the general function of the Advisory Group and did not forego the creation of specific tasks for this body to carry out.

Discussions commenced on the composition of the Advisory Group using the make-up proposed within the PSPPIG's final report as a starting point.

Regent Paloma advocated for the inclusion of a representative from each of the university's four, officially recognized shared governance organizations on the Advisory Group thus incorporating the university's student, faculty, staff, and Native Hawaiian constituencies into the presidential selection process.

Regent Tochiki proposed amending Regent Paloma's suggestion to specify that each shared governance organization would be given the responsibility of selecting their representative to sit on the Advisory Group.

Regent Paloma moved to include a representative from each of the university's four, recognized shared governance organizations on the Advisory Group with the understanding that each individual would be chosen by their respective organization

and the motion was seconded by Regent Akitake. A voice vote was taken and the motion carried with all members present voting in the affirmative.

Vice-Chair Lee suggested the inclusion of a representative from the UH Alumni Association, the UH Foundation, and either the Hawai'i Business Roundtable or the Chamber of Commerce of Hawai'i on the Advisory Group, with each being selected in a manner similar to what was proposed for the shared governance organizations. Regent Higaki proposed adding a member of the Association of Emeritus Regents to this list. Regent Mawae recommended representatives from the UHM and UHH Athletic Departments also be included on the Advisory Group.

To avoid the creation of an extremely large and unwieldy entity, Regent Tochiki put forth a proposition to have the four individuals selected by their respective shared governance group work with two regents to craft and present a proposed composition of the Advisory Group to the Committee of the Whole for approval.

Although she was in general agreement with Regent Tochiki's proposal, Regent Akitake expressed her concerns about creating an overly large Advisory Group and suggested establishing parameters about its membership so as to remain in line with the PSPPIG's rationale for creating a smaller advisory body.

Conversations ensued on the number of groups with a vested interest in the selection of the next university president for possible inclusion on the Advisory Group.

Chair Nahale-a sought clarification about the membership of the Advisory Group as outlined in the PSPPIG's final report, asking whether the intent was for membership to include four to six individual representatives from the noted constituencies in total or four to six individuals in addition to the various stakeholder group members. Vice-Chair Lee confirmed that the PSPPIG envisioned the former.

Regent Abercrombie urged caution in determining membership for the Advisory Group, verbalizing his belief in selecting individuals who were genuinely concerned about the university's success to serve on this entity.

Referencing Regent Tochiki's proposal, Regent Mawae concurred with the need to include a representative from each of the four officially recognized shared governance groups on the Advisory Group. She also inquired about the possibility of establishing a limitation on the number of individuals who could serve on the Advisory Group. Chair Nahale-a replied that the composition of the Advisory Group as originally recommended by the PSPPIG in its final report was intended to consist of between four and six members and include individuals representing groups such as faculty, staff, students, administrators, alumni, and members of the broader community or other constituencies. He also stated that, while Regent Tochiki's proposition would result in four positions on the Advisory Group being filled, this did not preclude regents from suggesting proposals to expand the membership of the Advisory Group or set a cap on its membership number.

Regent Akitake provided background information on and the rationale for the PSPPIG's decision to limit the representative membership of the Advisory Group to between four and six individuals.

Further discussions took place on Regent Tochiki's proposal and included conversations on, among other things, the limited expansion of the Advisory Group's membership, the possible inclusion of regents on this body, the establishment of specific parameters for community stakeholders to be included on the Advisory Group, and the process for selecting individuals to serve on the Advisory Group.

Regent Abercrombie suggested that the size of the Advisory Group be limited to 12 individual members.

In view of the dialogue thus far, Regent Tochiki moved that the Advisory Group include a representative from each of the four officially recognized shared governance organizations of the university as selected by their respective bodies and that these four individuals work with two regents to craft a proposed composition of the Advisory Group, which shall include no more than 12 members in total. The recommendation would then be presented to the Committee of the Whole for final approval. The motion was seconded by Vice-Chair Wilson.

Debate ensued on the motion. Although a few regents voiced their concerns about the potential for certain constituencies to have a larger representation on the Advisory Group using this process and supported the need to establish more specific membership parameters, other regents expressed their support for the proposal noting the involvement of the largest and most key constituencies of the university in the process and the safeguard on over-weighted membership afforded by requiring the recommended membership of the Advisory Group be approved by the Committee of the Whole.

Regent Abercrombie asked if regents or other groups would be allowed to submit nominees for inclusion as additional members of the Advisory Group. Chair Nahale-a replied that Regent Tochiki's motion could be amended to include such a stipulation.

Dialogue then took place on the need for members of the Advisory Group to observe discretion throughout the process and the ways in which this could be assured such as requiring the signing of confidentiality agreements.

Chair Nahale-a asked if Regent Tochiki and Vice-Chair Wilson would be open to amending their motion and second of the motion to include requirements for the acceptance of nominations for Advisory Group membership from regents and other groups and for Advisory Group members to maintain confidentiality throughout the presidential selection process. Regent Tochiki and Vice-Chair Wilson voiced their agreement with these changes.

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.

Chair Nahale-a remarked that the next matter of business would be to select the two regents who would work with the four Advisory Group members selected by their respective shared governance organization to compose a list of additional persons for inclusion in the Group. He then asked if any regents were willing to undertake this role.

Regent Akitake nominated Regent Tochiki and Regent Abercrombie to carry out this assignment. Both Regent Tochiki and Regent Abercrombie declined the nomination.

Vice-Chair Lee and Vice-Chair Wilson volunteered to accept the task as noted by Chair Nahale-a.

There being no other regents coming forward, Chair Nahale-a asked for a motion to approve assigning Vice-Chair Lee and Vice-Chair Wilson to undertake the task as previously noted.

Regent Haning moved to authorize Vice-Chair Lee and Vice-Chair Wilson to undertake the task of working with the four Advisory Group members as previously stated by Chair Nahale-a and the motion was seconded by Regent Loo. A voice vote was taken and noting the abstention of Regent Mawae, the motion carried with all other members present voting in the affirmative.

A.2. Other Elements of the Presidential Search Process

Chair Nahale-a requested an update on the presidential search survey being conducted by the Board Office. Executive Assistant Go remarked that the presidential search survey was launched on December 15, 2023, and had garnered 828 responses as of January 3, 2024. He noted the survey will remain open and continue to collect feedback until February 15, 2024. Chair Nahale-a encouraged individuals to continue to share their thoughts with the board on the next university president.

Citing the upcoming start to the spring semester, Regent Mawae asked if additional announcements will be made about the board's ongoing effort to solicit feedback on the presidential search via the abovementioned survey. Executive Assistant Go replied in the affirmative mentioning that a plan is in place for sending out communications referencing the survey over the course of the next several weeks.

Referencing the work conducted by himself, Vice-Chair Lee, and the administration's procurement team to develop the selection criteria for the solicitation of a search firm under authorization granted by the board at its December 7, 2023, special meeting, Chair Nahale-a remarked that it was unclear whether this delegated authority extended to the selection of the search firm itself and suggested the board make clear its intent concerning this issue. He also spoke about the advantages of having himself, Vice-Chair Lee, and a member of the administration choose the search firm as opposed to having the full board make the selection.

Vice-Chair Lee concurred with Chair Nahale-a's assessment of the situation and offered his rationale for the inclusion of an individual from the administration, particularly someone who is well-versed in the university's candidate selection and human resources processes.

Regent Abercrombie expressed a desire to make the process of selecting a search firm as efficient and expeditious as possible.

Regent Haning moved to authorize Chair Nahale-a, Vice-Chair Lee, and a member of the administration to select a firm to conduct a search for the next university president, and the motion was seconded by Regent Loo. A voice vote was taken and the motion carried with all members present voting in the affirmative.

Going back to earlier conversations about the Advisory Group, Regent Mawae asked if specific parameters governing this body were included in the earlier motion to establish its composition. Chair Nahale-a responded that specific parameters were not included in the formal motion to establish the composition of the Advisory Group. Nevertheless, he hoped that the Advisory Group would take all of the discussions, comments, and concerns raised about the presidential selection process, as well as the guidance specific to this entity contained within the PSPPIG's final report, into consideration when conducting its work. Regent Akitake added that some parameters regarding the Advisory Group had been established in the earlier motion such as limiting membership to 12 individuals total.

Building upon Chair Nahale-a's remarks, Regent Akitake stressed the importance of ensuring the individuals under consideration for membership on the Advisory Group possessed the qualities enumerated in section K.3. of the PSPPIG's final report, particularly with respect to the disclosure of conflicts of interest, and suggested informing those assigned with the task of proposing the membership of the Advisory Group be advised as such. Chair Nahale-a acknowledged Regent Akitake's remarks for the record and asked whether his understanding that these qualifications would also apply to Advisory Group members chosen by the four, officially recognized shared governance organizations was correct. Regent Akitake replied in the affirmative.

Questions were raised by Regent Akitake, Regent Mawae, and Regent Abercrombie seeking clarification on whether Vice-Chair Lee and Vice-Chair Wilson would be serving on the Advisory Group; regents, in general, could serve on the Advisory Group; the total number of individuals serving on the Advisory Group would be 12; and the Committee of the Whole would be voting on the recommended membership once a list of names is submitted. Chair Nahale-a responded by stating that Vice-Chair Lee and Vice-Chair Wilson were only tasked with assisting those chosen by the four officially recognized shared governance organizations to serve on the Advisory Group with making recommendations for up to eight additional members for inclusion on this entity. However, regents, including Vice-Chair Lee and Vice-Chair Wilson, could serve on the Advisory Group should their names be included in the membership recommendation submitted to the Committee of the Whole for final approval. Membership of the Advisory Group would also be limited to a maximum of 12 individuals inclusive of the four chosen by the respective shared governance groups. Chair Nahale-a also noted the possibility of assigning up to a maximum of two regents, due to the Sunshine Law, to work with the Advisory Group on specific tasks should the Committee of the Whole decide to do so.

IV. ANNOUNCEMENTS

Chair Nahale-a announced that the next board meeting was scheduled for January 18, 2024, at UHWO.

V. ADJOURNMENT

There being no further business, Chair Nahale-a adjourned the meeting at 1:58 p.m.

Respectfully Submitted,

/S/

Jamie Go
Executive Assistant
Board of Regents