

**Notice of Special Meeting
UNIVERSITY OF HAWAI'I
BOARD OF REGENTS**

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

Date: Thursday, August 15, 2024

Time: 11:00 a.m.

Place: University of Hawai'i Maui College
Ka'a'ike Building Room 105BCD
310 W. Ka'ahumanu Avenue
Kahului, HI 96732

See the Board of Regents website to access the live broadcast of the meeting and related updates: www.hawaii.edu/bor

ORDER OF THE DAY

- I. Call Meeting to Order**
- II. Approval of the Minutes of the July 3, 2024, and July 18, 2024, Special Board Meetings**
- III. Public Comment Period for Agenda Items:**

All communications from the Public to the Board of Regents is welcomed and distributed to all regents. To enable the Board to conduct its business, public comment at meetings may only be provided on agenda items noted below. Individuals who are unable to provide testimony at this time will be allowed an opportunity to testify when specific agenda items are called.

All comments on agenda items received after posting of this agenda and up to the end of the meeting will be distributed to board as testimony. Written testimony may be submitted via the board's website through the testimony link provided on the Meeting Agendas, Minutes and Materials page. Testimony may also be submitted via email at bor.testimony@hawaii.edu, U.S. mail at 2444 Dole Street, Bachman 103, Honolulu, HI 96822, or facsimile at (808) 956-5156.

Those wishing to provide oral testimony virtually may register [here](#). Individuals wishing to orally testify virtually are requested to register no later than 7:30 a.m. on the day of the meeting in order to be accommodated. Registration for in-person oral testimony on agenda items will also be provided at the meeting location 15 minutes prior to the meeting and closed at the posted meeting time. It is highly recommended that written testimony be submitted in addition to registering to provide oral testimony. Oral testimony will be limited to three (3) minutes per testifier.

If you need an auxiliary aid/service or other accommodation due to a disability, contact the Board Office at (808) 956-8213 or bor@hawaii.edu as soon as possible. Requests made as early as possible have a greater likelihood of being fulfilled. Upon request, this notice is available in alternate/accessible formats.

Although remote oral testimony is being permitted, this is a regular meeting and not a remote meeting by interactive conference technology under Section 92-3.7, Hawai'i Revised Statutes (HRS). Therefore, the meeting will continue notwithstanding loss of audiovisual communication with remote testifiers or loss of the public broadcast of the meeting.

All written testimony submitted are public documents. Therefore, any testimony that is submitted orally or in writing, electronically or in person, for use in the public meeting process is public information and will be posted on the board's website.

IV. Executive Session (closed to the public):

A. Personnel and Legal Matters: *(To consider the hire, evaluation, dismissal, or discipline of an officer or employee or of charges brought against the officer or employee, pursuant to Section 92-5(a)(2), HRS; and to consult with the board's attorneys on questions and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities, pursuant to Section 92-5(a)(4), HRS.)*

1. Presidential Search Advisory Group Recommendations to the Board Following Application Reviews
2. Board Discussion and Decision regarding Applicants to be Interviewed

V. Adjournment

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DISCLAIMER – THE FOLLOWING ARE DRAFT MINUTES AND ARE SUBJECT TO FURTHER REVIEW AND CHANGE UPON APPROVAL BY THE BOARD

MINUTES

BOARD OF REGENTS SPECIAL MEETING

JULY 3, 2024

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

[Meeting Video](#)

I. CALL TO ORDER

Interim Chair Lee called the meeting to order at 10:30 a.m. on Wednesday, July 3, 2024, at University of Hawai'i (UH) at Mānoa, Bachman Hall, 1st Floor Conference Room 106A/B, 2444 Dole Street, Honolulu, Hawai'i, 96822, with regents participating from various locations.

Quorum (11): Interim Chair Gabriel Lee; Interim Vice-Chair Ernest Wilson; Regent Neil Abercrombie; Regent Lauren Akitake; Regent Josh Faumuina; Regent William Haning; Regent Wayne Higaki; Regent Laurel Loo; Regent Michael Miyahira; Regent Diane Paloma; and Regent Laurie Tochiki.

Others in attendance: President David Lassner; Vice President (VP) for Community Colleges Erika Lacro; 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 Tim Dolan; UH-Mānoa (UHM) Provost Michael Bruno; UH-Hilo Chancellor Bonnie Irwin; 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 while the Board Office did not receive any written testimony, one individual did sign up to provide oral testimony.

Jill Nunokawa offered comments on the election of board officers.

III. AGENDA ITEM

A. Election of Officers

Interim Chair Lee requested Board Secretary Lau to conduct the election of officers as the current board officers may potentially be considered for election.

Board Secretary Lau went over the process being used for the election of officers stating these procedures were established within Article II.B. of the Bylaws of the Board

of Regents (Board Bylaws). She noted Interim Chair Lee's appointment of Regents Haning and Miyahira as polling regents in accordance with Article II.B.2 of the Board Bylaws and asked Regent Haning and Regent Miyahira whether a regent received a majority of support for members of the board for the position of Chair and Vice-Chairs. Both Regent Haning and Regent Miyahira responded in the affirmative.

Given the response of Regents Haning and Miyahira, Board Secretary Lau began the elections by opening the nominations for chair of the board. Regent Haning nominated Interim Chair Lee to serve as chair of the board with Regent Miyahira seconding the nomination. Board Secretary Lau asked if there were any further nominations, and with none being made she declared the nominations closed and stated a roll call vote would be taken to affirm the nomination.

In light of Interim Chair Lee being the only regent nominated for the position of chair and stating the polling results seemed to indicate overwhelming support for this nomination, Regent Abercrombie moved to select Interim Chair Lee as chair of the board via acclamation and dispense with a roll call vote. Board Secretary Lau expressed her belief in the need to conduct a roll call vote due to a recent opinion issued by the Office of Information Practices (OIP) about board elections and sought advice from the VP for Legal Affairs/UH General Counsel. VP Okinaga concurred with Board Secretary Lau's assessment stating it would be inadvisable to confirm the nomination of Interim Chair Lee to serve as Board Chair for the 2024-2025 academic year without conducting a roll call vote given the aforementioned OIP opinion.

Despite this response, Regent Abercrombie continued to express his desire for the nomination of Chair Lee to be affirmed via acclamation emphasizing the need for achieving consensus among regents to ensure board unity when it comes to decisions such as the election of its officers. He also stated the board, to his knowledge, has never received a written statement from OIP regarding the process for the election of board officers and the need to conduct votes by roll call. VP Okinaga responded that, while OIP did not issue an opinion specific to voting with respect to the election of board officers, it did issue an opinion on this matter relative to the elections process for another state agency board.

Regents briefly discussed Regent Abercrombie's motion to confirm Chair Lee's nomination by acclamation.

Taking into consideration the aforementioned discussion, Regent Abercrombie withdrew his motion but urged future consideration be given to taking up the matter of how the board wants to approach the election of its officers and other situations which may lead to division among regents.

Regent Higaki offered his support for Regent Abercrombie's suggestion of discussing the processes for the election of board officer at a future board or committee meeting.

Interim Chair Lee stated the Board Bylaws will need to be revised in order to address the issue of conducting votes for board officers through secret balloting, which

is no longer permissible, and that matters with respect to the election of officers could be taken up at that time.

Regent Higaki concurred with Interim Chair Lee and called for the question.

There having been a nomination that was made and seconded, Board Secretary Lau conducted a roll call vote, and with all 11 members present voting in the affirmative, Interim Chair Lee was elected to serve as board chair for the 2024-2025 academic year.

Board Secretary Lau noted both the Hawai'i Revised Statutes and the Board Bylaws provide for up to two vice-chairs to serve on the board. Regent Higaki moved for the election of two vice-chairs for the 2024–2025 academic year, seconded by Interim Vice-Chair Wilson.

Referencing the polling of regents on whether the board should have one or two vice-chairs, Regent Abercrombie questioned the necessity and benefit of conducting a vote on this matter. Interim Chair Lee explained the polling process and stated the vote was necessary to determine the number of vice-chairs.

Regent Abercrombie offered comments on the process used by the board for the nomination and election of its officers and reiterated previous statements he made regarding the need for further discussions on this issue at a future meeting.

Regent Akitake agreed with Regent Abercrombie's assessment of the situation, stating she supported having this matter placed on a future meeting agenda of the Committee on Governance. She also asked Regent Haning and Regent Miyahira if inquiries were made of regents they each respectively polled as to whether the surveyed regent would support their preferred choice for first vice-chair serving as second vice-chair should the requisite number of votes for the former position not be received. Regent Miyahira reviewed the questions presented to individual regents he polled on this matter stating the specific query noted by Regent Akitake was not made. Regent Haning concurred with Regent Miyahira's statement.

Discussions ensued on the clarity of the board's procedures for selecting its vice-chairs as contained within the Board Bylaws, the custom and practice of the board having two vice-chairs over the last eight years or so, and the merits of having further conversations on the processes and procedures for electing board officers, as well as determining whether the board should have one or two vice-chairs, at a future Committee on Governance meeting.

Regent Higaki suggested moving forward with the motion at hand.

There being no objections, Board Secretary Lau repeated the motion presently before the board which was to elect two vice-chairs for the 2024-2025 academic year. A roll call vote was conducted and the motion carried with all 11 members present voting in the affirmative. She then proceeded with the election of the first vice-chair and opened the floor for nominations. Regent Haning nominated Regent Tochiki for the position of first vice-chair and the nomination was seconded by Regent Miyahira. Board Secretary Lau asked if there were any further nominations, and with none being made

she declared the nominations closed. A roll call vote was conducted and with all 11 members present voting in the affirmative, Regent Tochiki was elected to serve as first vice-chair for the 2024-2025 academic year.

Although she supported Regent Tochiki's election as first vice-chair, Regent Akitake pointed out the major difference between last year's election of board officers and the one presently taking place, which was the inability to use ballots based upon an opinion issued by OIP. She voiced her belief that, in instances where more than one individual is nominated for a position in board leadership, requiring regents to publicly vote for individual candidates by roll call could lead to division among board members.

Regent Abercrombie requested a brief recess to address issues with his audio equipment.

The meeting recessed at 10:54 a.m.

The meeting reconvened at 10:56 a.m.

Board Secretary Lau moved forward with the election of the second vice-chair and opened the floor for nominations. Regent Haning nominated Regent Loo for the position of second vice-chair and the nomination was seconded by Regent Miyahira. Board Secretary Lau asked if there were any further nominations, and with none being made she declared the nominations closed. A roll call vote was conducted and with all 11 members present voting in the affirmative, Regent Loo was elected to serve as second vice-chair for the 2024-2025 academic year.

IV. ANNOUNCEMENTS

Interim Chair Lee announced that the next board meeting was scheduled for July 18, 2024, at UHM.

Regent Haning lauded the efforts of Board Secretary Lau and Board Office staff as board meetings at UHM move from the Information Technology Center to the newly renovated board meeting room at Bachman Hall.

V. ADJOURNMENT

There being no further business, Interim Chair Lee adjourned the meeting at 11:02 a.m.

Respectfully Submitted,

Yvonne Lau
Executive Administrator and Secretary
of the Board of Regents

DISCLAIMER – THE FOLLOWING ARE DRAFT MINUTES AND ARE SUBJECT TO FURTHER REVIEW AND CHANGE UPON APPROVAL BY THE BOARD

MINUTES

BOARD OF REGENTS SPECIAL MEETING

JULY 18, 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 Lee called the meeting to order at 1:42 p.m. on Thursday, July 18, 2024, at the University of Hawai'i (UH) at Mānoa, Bachman Hall, 1st Floor Conference Room 106A/B, 2444 Dole Street, Honolulu, Hawai'i, 96822, with regents participating from various locations.

Quorum (11): Interim Chair Gabriel Lee; Interim Vice-Chair Ernest Wilson; Regent Neil Abercrombie; Regent Lauren Akitake; Regent William Haning; Regent Wayne Higaki; Regent Laurel Loo; Regent Abigail Mawae, Regent Michael Miyahira; 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/UH General Counsel Carrie Okinaga; VP for Research and Innovation Vassilis Syrmos; VP for Information Technology/Chief Information Officer Garret Yoshimi; UH-Mānoa (UHM) Provost Michael Bruno; UH-Hilo Chancellor Bonnie Irwin; Executive Administrator and Secretary of the Board of Regents (Board Secretary) Yvonne Lau; and others as noted.

II. APPROVAL OF THE MINUTES OF THE MAY 16, 2024 SPECIAL MEETING

Chair Lee inquired if there were any corrections to the minutes of the May 16, 2024 special board meeting which had been distributed. Hearing none, the minutes were approved.

III. PUBLIC COMMENT PERIOD

Board Secretary Lau announced that the Board Office did not receive any written testimony and that no one had signed up to provide oral testimony.

IV. AGENDA ITEMS

A. Recommend Board Approval of President's Salary Range

Chair Lee called upon Zachary Smith, Executive Partner of WittKieffer, to provide a summary of the methodology used by WittKieffer to develop the recommended salary range noted in its memo to the board.

Mr. Smith stated WittKieffer reviewed compensation data from past presidential searches across the country paying particular attention to university systems which were comparable to the University of Hawai'i System, although he emphasized it was not always possible to make exact comparisons given the diversity of university campuses and systems. Most notably, WittKieffer analyzed salary ranges for presidents from R1 institutions and land grant institutions such as New Mexico State University, the University of Minnesota, and Washington State University, among others in its review of compensation packages. Based upon their analysis, as well as market data, WittKieffer is recommending a salary range of between \$550,000 and \$800,000 for the next President of the University of Hawai'i System. Mr. Smith also pointed out the current annual compensation of \$430,200 for the President of the University of Hawai'i System is more comparable to the salary of many provosts at institutions akin to the UHM campus.

Chair Lee referenced his memo to the board recommending approval of an annual salary range of \$550,000 to \$800,000 for the next President of the University of Hawai'i contained within the meeting materials and opened the floor for discussion.

Referencing the specificity and uniqueness of research done by UH, Regent Abercrombie asked whether the types of research occurring at the universities evaluated by WittKieffer was taken into consideration during its analysis of presidential salaries. Mr. Smith replied that WittKieffer based its comparisons on the categorization of a university as an R1 institution, a designation which contain a number of research related equivalencies, and did not delve into the specific types of research being conducted by each institution.

Chair Lee, Regent Paloma, and President Lassner engaged in a brief discussion on the SM 5 salary classification at the university and the number of employees within this category; past board's rationale for requiring the administration to seek approval of certain compensation packages; and the need to possibly review these requirements as well the salary schedules for these positions.

Regent Miyahira asked if the university's salary ranges are periodically reviewed. President Lassner replied in the affirmative.

Noting announcements for the position of President of the University of Hawai'i have already been published, Regent Tochiki asked if the salary range was published in those advertisements. Mr. Smith responded in the affirmative but noted the current salary range for the President of the University of Hawai'i was published. However, WittKieffer used language in the advertisement which provided some flexibility and referenced the board's intention to review the compensation package which could allow for a salary higher than what the ad states.

Regent Haning moved to approve the recommended salary range for the President of the University of Hawai'i as noted in the memo contained within the materials packet, seconded by Regent Abercrombie, and the motion carried with all members present voting in the affirmative.

Board Secretary Lau announced the resignation of Presidential Search Advisory Group (PSAG) member Brandon Marc Higa, an appointee recommended by the UH Staff Council, from the PSAG.

B. Confidentiality and Equal Employment and Opportunity (EEO) Briefing for All Regents

Debra Ishii, Assistant to the Senior Executive, UHM Office of Business and Finance, was asked to provide a confidentiality and equal opportunity briefing to the board similar to briefings provided to search and interview committees at UH. Regents were briefed on various aspects related to search committee member roles and responsibilities with respect to confidentiality; conflicts of interest; bias and assumption management; protected classes; lawful and unlawful pre-employment inquiries; assessment of candidates; accessibility and accommodation requests; and due diligence. Ms. Ishii also spoke about the goals of maintaining fairness, openness, credibility, and integrity throughout the search process; discussed the statutory responsibilities for maintaining confidentiality so as to protect the significant privacy interest of nominees or applicants in perpetuity, unless they have been announced as finalists and with the candidates permission; touched upon some of the adverse impacts noncompliance with these matters could have on the recruitment, interview, and hiring process, as well as the reputation of the university; reminded members to disclose conflicts of interest, potential or actual, to the board chair, Board Secretary, or WittKieffer to address; stressed the importance of sound recruitment and selection practices along with maintaining conscientiousness and integrity throughout the process; highlighted State and federal laws prohibiting discrimination in employment decisions; and stated that, typically, the chair of the search committee serves as the spokesperson for the group to ensure accurate, proper, timely and consistent responses. In the case of the search for the next President of the University of Hawai'i, it was recommended that Chair Lee, Board Secretary Lau, or WittKieffer serve as the point of contact and coordinate with each other on responses. While Ms. Ishii acknowledged that these briefings also typically cover selection and interview committee composition and diversity, job related duties and qualifications, and advertising as widely as possible for the position, she stated all of these matters have already been addressed by the search process currently underway.

Regent Abercrombie asked how conflicts of interests are generally resolved. Ms. Ishii stated a regent should disclose any conflict of interest, whether it be potential or actual, to the board chair, Board Secretary, or WittKeiffer so a determination can be made as to whether it is a conflict or not and if appropriate action needs to be taken such as recusal from evaluating or voting on an applicant. The board chair, Board Secretary, or WittKiefer may also seek consultation on the matter with human resources or another agency at the university specializing in this issue, or have a larger discussion with the board as a whole, prior to making-a-determination. Ms. Ishii also advised that

the System Office of Human Resources and Equity Assurance Office also provide information on human resources and EEO principles and university practices.

Given the abovementioned response, Regent Abercrombie asked if the board had formal rules regarding conflicts of interest. VP Okinaga replied that the issue of conflicts of interest is addressed in Article X of the Bylaws of the Board of Regents with requirements specific to disclosure spelled out in Article X.C. Additionally, the Hawai'i State Ethics Code addresses issues of fair treatment and confidentiality.

Regent Haning left at 2:29 p.m.

V. EXECUTIVE SESSION (closed to the public)

Vice-Chair Loo moved to convene into executive session, seconded by Regent Wilson, and noting the excused absence of Regent Haning, and with all members present voting in the affirmative, the board approved convening in executive session to consult with the board's attorneys on question and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities, pursuant to Section 92-5(a)(4), Hawai'i Revised Statutes.

The meeting recessed at 2:30 p.m.

Chair Lee called the meeting back to order at 3:05 p.m. and announced that the board met in executive session to discuss the matters as stated on the agenda.

VI. ADJOURNMENT

There being no further business, Chair Lee adjourned the meeting at 3:06 p.m.

Respectfully Submitted,

Yvonne Lau
Executive Administrator and Secretary
of the Board of Regents

Item IV.

Executive Session

**ITEM TO BE
DISCUSSED IN
EXECUTIVE
SESSION**