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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