

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

**MINUTES**

**SPECIAL BOARD OF REGENTS MEETING**

**FEBRUARY 6, 2025**

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 10:36 a.m. on Thursday, February 6, 2025, 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): Chair Gabriel Lee; Vice-Chairs Laurie Tochiki and Laurel Loo; and Regents Neil Abercrombie, Lauren Akitake, Joshua Faumuina, William Haning, Wayne Higaki, Michael Miyahira, Diane Paloma, and Ernest Wilson.

Others in attendance: President Wendy Hensel; Vice President (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; VP for Budget and Finance/Chief Financial Officer Kalbert Young; Interim VP for Community Colleges Della Teraoka; UH-Mānoa Provost Michael Bruno; UH-Hilo (UHH) 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 the Board Office's receipt of written testimony relating to the recent issuance of federal Presidential Executive Orders from the Alpha Chapter of Pi Gamma Mu, Mahinaokalani Robbins, Rose Gallo, William Nelson, and Kiriana Anderson.

Mahinaokalani Robbins, William Nelson, and John Galas provided verbal comments on the recent issuance of federal Presidential Executive Orders.

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

[Written Testimony Received](#)

**III. AGENDA ITEMS**

Barring any objections, Chair Lee announced Agenda Item III.B would be taken up at this time followed by an executive session. Upon completion of the executive

session, the board will continue its meeting and take up the remainder of the agenda items beginning with Agenda Item III.A. No objections were raised by regents.

## **B. Update on Recent Federal Presidential Executive Orders**

President Hensel provided a [statement](#) updating regents on significant changes announced by the new administration in Washington D.C. over the last two weeks with the potential to significantly affect higher education across the nation. While these actions, along with transitions occurring throughout the federal landscape, have raised numerous questions to which no clear answers exist, she stated it was important for the board to be made aware of what is known and how the university plans to proceed as an institution and a community.

She then gave a brief overview of what constitutes an executive order, noting they must be consistent with existing laws passed by Congress, typically concern federal government operations, and are applicable to recipients of federal funds like universities; proceeded to talk about the anticipation of federal policy changes any time there is a changeover of administrations in the nation's capital but emphasized the scale and speed of the executive orders issued by President Trump's administration has been extraordinary; identified several executive orders issued by the new administration, outlining their directives and expected impacts to the university's Diversity, Equity, Inclusion and Accessibility programs, research funding, immigration enforcement, and Title IX protections; and touched upon some of the steps the administration is planning to take, or has already taken, to better understand and stay up-to-date on an extremely dynamic situation, while remaining in compliance with all federal and state laws. Though the likelihood of additional changes being announced in the days ahead are high, President Hensel assured members of the community that leaders from across the institution are meeting regularly and working in conjunction with Hawai'i's congressional delegation, the Governor and his team, the board, members of the Legislature, the State Attorney General, and various community members to shepherd the university and the state through this tumultuous moment for higher education and ensure a coordinated and thoughtful response to these executive orders.

In closing, she declared the university remains firmly committed to its core values, including fostering a respectful and welcoming environment for every member of our community; encouraged everyone to not lose sight of what remains constant and certain despite feelings of being overwhelmed; stressed every individual within the university system is a vital member of our 'ohana; noted faith in the significance of work being done at the university as being critical and transformative for our individuals students, our communities, our community, and our world remains strong; affirmed the university's dedication to celebrating and elevating its mission to advance knowledge and enrich society as we navigate these changes; and stated, "*Our strength lies in our community. We stand together, and we move forward together with the spirit of aloha*".

## **C. Executive Session (closed to the public)**

**Legal Matters: To consult with the board's attorneys on questions and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities, pursuant to Section 92-5(a)(4), Hawai'i Revised Statutes (HRS)**

**1. Recent Federal Presidential Executive Orders and Related Actions**

Regent Higaki moved to convene in executive session to discuss the executive session item as listed on the agenda, seconded by Vice-Chair Loo, 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.

The meeting recessed at 10:50 a.m.

The meeting reconvened at 12:03 p.m.

Regent Higaki moved to formally designate President Wendy Hensel and Board Chair Gabe Lee as the two individuals with exclusive authority to speak on behalf of the university about all matters pertaining to the issuance of Presidential Executive Orders and any related actions, seconded by Vice-Chair Loo, and the motion carried with all members present voting in the affirmative.

**A. Update on Maunakea Stewardship and Oversight Authority (MKSOA)**

Chair Lee referenced the information and reports relating to this agenda item contained within the materials packet. Due to time constraints, he noted the presence of John De Fries, Executive Director of MKSOA, and Regent Emeritus Ben Kudo, who currently serves as the board's representative on MKSOA, then proceeded to open the floor for questions and discussion.

Regent Abercrombie conveyed his serious qualms about MKSOA's willingness and capacity to assume full responsibility for all matters related to Maunakea lands in 2028 as required under Act 255, Session Laws of Hawai'i 2022 (Act 255), particularly in light of MKSOA's stated intent to not accept the transfer of Conservation District Use Permits (CDUPs), one of the most fundamental elements of the university's responsibilities related to these lands. He went on to question whether MKSOA was truly and collaboratively engaging with the university, through UHH's Center for Maunakea Stewardship (CMS), in the joint management of Maunakea lands as stipulated under Act 255 given some of the information provided in MKSOA's report to the Legislature.

Chair Lee invited Executive Director De Fries to speak to Regent Abercrombie's concerns. Refencing comments made by Regent Abercrombie regarding the CDUPs, Executive Director De Fries stated MKSOA is advocating for these permits to be held by the sublessors and is currently in discussions with the Department of Land and Natural Resources (DLNR) about this matter. He also noted his understanding that any future CDUPs, including those associated with lease extensions, would be held by a sublessor regardless of whether or not Maunakea oversight and management responsibilities were retained by the university providing, as an example, the California Institute of

Technology's holding of the CDUP during the recent decommissioning of the Caltech Submillimeter Observatory. In his opinion, this was not a sign of MKSOA being uncooperative and should not be interpreted as such. Executive Director De Fries then asked Regent Emeritus Kudo, the board's representative on MKSOA, if he had anything to add.

Regent Emeritus Kudo provided information on a prior decision made by the university to be the holder of the CDUP when an observatory was placed on Maunakea stating this was unusual because this type of permit is generally held by the lessee and not the landowner, or lessor. However, upon further review of Act 255, MKSOA felt such an arrangement would present a conflict of interest for the Authority as it would become the regulator of Maunakea lands in 2028 with the authority to issue permits for these lands. To avoid this conflict, which is also known as a merger of interest, MKSOA was of the opinion that having the lessor hold the CDUP was the most logical path forward and is currently seeking advice from the Department of the Attorney General on this issue. Additionally, a bill has been introduced this legislative session to clarify Act 255 with respect to this potential conflict.

Regent Miyahira inquired about the outcome of meetings held between MKSOA and DLNR on the CDUP matter. Executive Director De Fries stated MKSOA met with the Chair of DLNR last week to discuss the CDUP issue so as to fully understand the points made by Regent Emeritus Kudo above but did not engage in conversations with the DLNR Chair about language contained within legislation specific to this matter. However, he stated the legislation speaks for itself and is indicative of MKSOA's position on this subject.

Dr. Greg Chun, Executive Director of CMS, was then called upon by Regent Miyahira to share his insights on Act 255 in relation to the CDUP issue, as well as the noted legislation being proposed by MKSOA. Dr. Chun stated CMS understands the complexity of the issue and the legal points articulated by Regent Emeritus Kudo about MKSOA serving as both the permittee and permitter for Maunakea lands. However, Act 255 is clear on this matter as it specifically states general leases, subleases, and permits, including CDUPs, held by the university shall be transferred to the MKSOA upon the assignment of all rights, powers, and duties of the university to the Authority. MKSOA would then be charged with deciding how to address these leases, subleases, and permits. CMS has also spoken about this topic with both the Chair of DLNR and the Administrator for the Office of Conservation and Coastal Lands, the entity which oversees CDUPs, and was informed of the Department's past practice of transferring leases, permits, and other conditions attached to a parcel when property interests are conveyed from one entity to another. As a result, DLNR does not have a process in place for transferring or assigning CDUPs and the like separate and apart from the lands to which they are attached. Finally, the CDUPs, general lease, and subleases must be considered in concert seeing as they are all tied together. Should legislation proposed by MKSOA to address this matter be adopted and MKSOA does not accept assignment of the CDUPs, there will be timing issues regarding any transfer of the permits to the observatories since they can only be passed on when a sublease is formally assigned and would have to be handled on an individual basis, all subject to contested case

proceedings. While CMS did review this matter when it was embarking on the process of applying for a new general lease for the Maunakea lands and contemplated asking the observatories to secure their own CDUPs when subleases were renegotiated, this did not come to fruition and the university remains the holder of these permits which, per DLNR, are connected with the land.

Regent Abercrombie continued to voice his concerns about, among other things, MKSOA's compliance with the requirements of Act 255, especially with regard to the acceptance of the CDUPs; shared his views on some of the earlier comments made by Executive Director De Fries and Regent Emeritus Kudo, including those related to potential conflicts of interest; and drew attention to a lack of information about the transfer of DLNR's responsibilities and authority over Maunakea lands to MKSOA in MKSOA's report to the Legislature. He also lauded CMS for the work it has done with respect to Maunakea.

Dr. Chun thanked Regent Abercrombie for his comments stating CMS, on behalf of the university, is committed to fulfilling its obligations under Act 255, as well as all other responsibilities of the university under its permits and leases. He also brought up a concern raised by DLNR during its meeting with CMS regarding the bifurcation of the permitting process for Maunakea should the legislation proposed by MKSOA be approved as currently drafted and signed into law. Although he failed to mention this in his earlier remarks, there was unease about the impacts taking such an action could have on the future of astronomy on Maunakea and at the university since it would lead to mixed roles between two authorities with the power to issue permits for Maunakea lands and generate uncertainty in the process, particularly for third party applicants like an observatory.

**D. Discussion and Possible Board Action Regarding Board of Regents  
Legislative Advocacy per [Office of Information Practices Quick Review:  
Sunshine Law Options to Address State Legislative Issues and Measures](#)**

Chair Lee referenced the possible courses of action concerning the submittal of legislative testimony noted in the memorandum for this agenda item explaining that statutory open meeting and notification requirements impact the board's ability to quickly respond to matters before the Legislature involving the university or the board. He expressed his preference for the option involving the assignment of two or more members of a board, but less than a quorum of its membership, to present, discuss, or negotiate any board position on a matter previously adopted at a meeting and sought other suggestions from regents.

Regent Higaki moved to designate Chair Lee and First Vice-Chair Tochiki as the official advocates for the board on legislative matters for the Regular Session of 2025 and requested a memorandum to that effect be sent to all members of the Legislature. The motion was seconded by Regent Miyahira. A roll call vote was taken and the motion carried with all members present voting in the affirmative.

Vice-Chair Tochiki left at 12:33 p.m.

**E. Discussion and Possible Board Action on Pending Legislation Including:**

**H.B. No. 50 Relating to State Government**

**H.B. No. 403 Relating to the Sunshine Law**

**H.B. No. 1329 Relating to Communities**

**H.B. No. 1453 Relating to Public Meetings**

**S.B. No. 270 Relating to the Sunshine Law**

**S.B. No. 372 Relating to State Naming Commission**

**S.B. No. 381 Relating to Public Agency Meetings**

**S.B. No. 741 Relating to the University of Hawai'i**

**S.B. No. 1253 Relating to Boards and Commissions**

**S.B. No. 1254 Relating to the Board of Regents**

**S.B. No. 1566 Relating to Trusted Public Representatives**

**S.B. No. 1617 Relating to Public Meetings**

**GM624 Submitting for Consideration and Confirmation to the University of Hawai'i Board of Regents, Gubernatorial Nominee, JOSHUA FAUMUINA, for a term to expire on 06-30-2025**

Chair Lee called regents' attention to information on legislation introduced during the Regular Session of 2025 pertaining to, or having an impact on, the board or board operations, including a description of their contents and current legislative status, which was contained within the materials packet. Due to time constraints, and barring any objections, he suggested discussions focus on S.B. No. 741, S.B. No. 1254, and S.B. No. 1556 as he believed these three bills, of all the measures listed above, were the most relevant to the board. Hearing no objections from regents, Chair Lee summarized the contents of S.B. No. 741 and opened the floor for discussion.

Regent Akitake stated it was her understanding that Chair Lee submitted personal testimony on S.B. No. 741 and asked if he would share the contents of his testimony with the board. Chair Lee responded that his testimony pointed out the existence of a statutorily created and functioning Committee on Independent Audit in addition to an Office of Internal Audit (OIA), a structurally separate entity from the university administration. His testimony also noted the Legislature's authority to direct the Legislative Auditor to conduct an audit of the University of Hawai'i System, as well as the Board of Regents. As such, the creation of an External Audit Committee within the university to audit the portions of the university already charged with governance oversight would appear to be duplicative.

Regent Miyahira shared his thoughts on S.B. No. 741 stating he viewed its proposed action as a threat and suggested the board oppose the measure. He also agreed with Chair Lee's comments about mechanisms already being in place to conduct an external

audit of the university or the board and address any objectives of the proposals put forth in the measure. The recent hiring of a new OIA Director whose term is scheduled to commence shortly will also factor into this equation as the individual chosen by the board has been asked to review the scope of OIA's mission and look at capacity issues, if any.

Regent Haning expressed his concerns about the impact passage of S.B. No. 741 could have on the new OIA Director's scope of work particularly since the individual accepted the position, in part, based upon this premise. Regent Miyahira conveyed his understanding of Regent Haning's concerns but reiterated the request made of the new OIA Director to review the scope of OIA's mission and look at the Office's capacity issues.

Regent Abercrombie asked for a status update on S.B. No. 741. VP Young informed regents about the bill's initial referral to both the Senate Committee on Higher Education (HRE) and the Senate Committee on Ways and Means (WAM). On February 4, HRE held a public hearing on the measure and passed it out of committee unamended. The measure will now be referred to WAM for further consideration, although a hearing has not yet been scheduled by this committee.

Regent Miyahira moved for the board to oppose S.B. No. 741 and the motion was seconded by Regent Akitake. A voice vote was taken, and noting the excused absence of Vice-Chair Tochiki, the motion carried with all members present voting in the affirmative.

Chair Lee requested VP Young provide the board with a status update on S.B. No. 1254. VP Young notified regents about a public hearing on this bill scheduled for this afternoon at 3:05 p.m. Should HRE, the first committee the measure has been referred to, pass the bill, it would then be referred to the Senate Committee on Judiciary for further discussion.

Regent Faumuina left the meeting at 12:40 p.m.

Chair Lee provided a brief summary of S.B. No. 1254 which would prohibit active employees of the university and the Research Corporation of the University of Hawai'i (RCUH) from serving on the board. He then opened the floor for deliberations on this matter acknowledging the absence of Regent Faumuina from these discussions due to his current employment status with RCUH.

Although she felt it may be wise to preclude someone in a high-level position at the university from serving as a regent due to the above average potential for conflicts of interest, Regent Akitake communicated her fears about the impacts S.B. No. 1254 could have on the applicant pool for regents, particularly with respect to the board's neighbor island slots.

Chair Lee noted his qualms about the affect S.B. No. 1254 would have on the ability to sit a student regent on the board since, in many instances, students interested in pursuing this position are also employed by the university in some capacity. He suggested a possible solution to this problem would be to amend the measure by inserting a carve out provision for the student-regent.

Regent Abercrombie voiced his support, on principle, for the prohibition on active university and RCUH employees serving as regents, although he did agree an exception should probably be made for the student regent.

Further discussion ensued among regents regarding the benefits and drawbacks of S.B. No. 1254; specifics about the impact employment at the university or RCUH would have on an individual's eligibility to apply for, or be appointed to, a position on the board; the necessity of modifying Regents Policy if the measure passes and is signed into law; and potential solutions to address these issues.

In view of the above conversations, Chair Lee proposed the board support the intent of S.B. No. 1254 and offer amendments to exempt the student regent from the provisions of the bill and stipulate an individual who is currently an employee of the university or RCUH must resign their position upon appointment to the board.

Regent Miyahira moved to approve the recommendation as articulated by Chair Lee and the motion was seconded by Vice-Chair Loo.

Although she would be voting in support of the motion, Regent Akitake emphasized the negative impacts S.B. 1254 could have on the regent applicant pool, especially for the position of Maui County regent, even with the proposed amendments.

There having been a motion that was moved and seconded, a voice vote was taken, and noting the excused absences of Vice-Chair Tochiki and Regent Faumuina, the motion carried with all members present voting in the affirmative.

Regent Faumuina returned at 12:51 p.m.

Chair Lee asked for a status update on S.B. No. 1556. VP Young stated S.B. No. 1556 has currently been referred to the Senate Committee on Government Operations (GVO). Although a public hearing on the bill has yet to be scheduled, should GVO choose to do so and passes the measure out of committee, it would then be referred jointly to JDC and WAM for further action.

A summary of S.B. No. 1556 was provided by Chair Lee who explained the measure proposes to have the Office of Information Practices assign a volunteer trained in the requirements of Chapter 92, HRS, more commonly referred to as Hawai'i's Sunshine Law, to observe a public agency's executive session. He also shared his views on some of the problems this bill could pose for the board.

Regent Akitake moved for the board to oppose S.B. No. 1556 and the motion was seconded by Regent Miyahira.

Regent Abercrombie inquired about the introducer of S.B. No. 1556. VP Young noted the introducer of this measure was Senator Les Ihara. He also clarified that the bill was applicable to all state boards and commissions and not just the Board of Regents.



There having been a motion that was moved and seconded, a voice vote was taken, and noting the excused absence of Vice-Chair Tochiki, the motion carried with all members present voting in the affirmative.

Chair Lee mentioned Governor's Message 624 submitting the name of Gubernatorial Nominee Joshua Faumuina to the State Senate for consideration and confirmation as a regent. Although the board, as a whole, does not generally take a formal position on such messages, regents were informed of their ability to submit testimony on this matter in their individual capacity.

Regent Abercrombie inquired as to whether the board needed to take a formal position on S.B. No. 1651. Board Secretary Lau responded that S.B. No. 1651 seeks to require board packets to be posted two or more full business days before a public meeting. Since the Board Office already does so, passage of this bill would have no bearing on the board or board operations.

A brief discussion ensued on the rationale for S.B. No. 1651 and whether there would be any impacts on an individual's ability to submit testimony to the board with Board Secretary Lau noting current law requires the acceptance of testimony up to the end of a scheduled meeting. VP Young added that this measure was intended to clarify the time period by which a board packet needed to be publicly posted and ensure it was done two or more full business days before a meeting.

#### **IV. ADJOURNMENT**

There being no further business, Chair Lee adjourned the meeting at 12:59 p.m.

Respectfully Submitted,

Yvonne Lau  
Executive Administrator and Secretary  
of the Board of Regents