

**State of Hawai'i
Office of Hawaiian Affairs
560 North Nimitz Hwy.
Honolulu, HI 96817**

**Minutes of the Office of Hawaiian Affairs Board of Trustees Meeting
Thursday, August 27, 2015, 10:00 am**

I. CALL TO ORDER

Chair Robert K. Lindsey, Jr. called the Office of Hawaiian Affairs Board of Trustees Meeting to order at 10:06 am. Those present were as follows:

Attendance

Trustee Robert K. Lindsey, Jr., Chair
Trustee Dan Ahuna, Vice Chair
Trustee Lei Ahu Isa
Trustee Rowena Akana
Trustee Peter Apo

Trustee S. Haunani Apoliona
Trustee Carmen Hulu Lindsey
Trustee Colette Machado
Trustee John Waihe'e IV (arrived 10:40 am)

Excused

-None-

Staff Present

Dr. Kamana'opono Crabbe, CEO
Robert G. Klein, Board Counsel
Harold Nedd, Chief of Staff
Capsun M. Poe, Board Secretary
Jeremy Kama Hopkins
Kauikeaolani Wailehua
Ui Tanigawa
Lehua Itokazu
Louise Yee Hoy
Reynold Freitas
Liana Pang
Lady Garrett
Lisa Victor

Christopher Lum Lee
Ernest Kimoto
Jessica Freddman
Jocelyn Doane
John Rosa
Kai Markell
Kawika Riley
Leona Kalima
Miles Nishijima
Momilani Lazo
Paulette Hedemark
Sterling Wong

Others Present

Robbie Alm
Lanakila Mangauil
Poka Laenui
Buzzy Agard
Keo Goodwin
Charles Kuehi

Tiffnie Kakalia
Keoni Agard
Kuni Agard
Lesley Agard
Syl Reck
Sterling Ing

II. APPROVAL OF MINUTES

Chair Lindsey announced that the minutes would be available at a future Board meeting.

III. COMMUNITY CONCERNS

Ms. Tiffnie Kakalia spoke about the Mauna Kea emergency rules. She has served in an advisory capacity since 2007. She believes the rules were put in place to restrict the demonstrations that are happening. She is concerned that there are more than 100 cars that visit the Visitor Center, which is a bigger problem than demonstrations. She also believes OHA should be part of the conversation before such rules go out to the public. She stated she has heard from the community and they would like to see more cultural protocols incorporated into the rules.

Trustee Akana asked if the Chair or anyone has been informed or attended meetings. Chair Lindsey replied that during the comprehensive management plan was being developed, he was consulted, which was seven or eight years ago. However, in recent years, he has not been consulted. Trustee Akana believes that OHA should be consulted.

Trustee Machado asked what formal agreement or role OHA may have. Dr. Crabbe responded that there is no formal agreement, but that OHA has been included as part of informal discussions in the past.

Trustee Apoliona asked for more information on the advisory council that Ms. Kakalia serves on. Ms. Kakalia responded that she believes it stemmed from the 1998 audit that noted a lack of cultural resources, and the University of Hawaii created the Office of Mauna Kea Management. She noted several kupuna who served on the council. Its purpose was to address cultural matters under the University's management. She has spoken to the Director and Chancellor, but it has not produced results.

Mr. Sterling Wong reported that Act 132, which gave UH rulemaking authority, specifically requires that OHA be consulted on such matters. Because of a contested case, UH and DLNR had to stop talking. In 2013, the process was restarted, but OHA was not consulted. In the past few weeks, OHA has been included in discussions, although Public Policy staff was concerned because the issues previously shared were worse in the newly proposed rules.

IV. UNFINISHED BUSINESS

A. Chair's Updates on Board Activities

A1. Presentation of OHA Resolution "Congratulating Louis K. 'Buzzy' Agard Jr. for his numerous accomplishments and thanking him for a lifetime of service to the Hawaiian community"

Chair Lindsey noted that today we have a special presentation as OHA would like to recognize Uncle Buzzy Agard by presenting him with a resolution. He recognized Trustee Apoliona for bringing forward the resolution. Trustee Apoliona asked Dr. Crabbe to read the resolution in its entirety.

Trustee Apoliona presented the resolution and lei on behalf of the Office of Hawaiian Affairs. Mr. Agard shared that he has often come to testify or attend the Board of Trustees meetings. He also shared a story about how he has gone through resources available at the State Archives, which he published in a book to help people understand what has happened, what is happening, and to remind everyone that there is hope. He pledged to continue to do what he can on behalf of the Hawaiian people. He encouraged everyone to continue the work that needs to be done. He was humbled for the recognition and thanked the Trustees for it.

Recess

Chair Lindsey called a recess at 10:48 am and reconvened the meeting at 11:00 am.

A2. Presentation of a Kearney Cloak Replica to the Office of Hawaiian Affairs by King Kamehameha Hawaiian Civic Club

This item was deferred.

B. CEO's Update on Ho'oulu Lāhui Aloha and OHA Activities

Dr. Crabbe reported a few updates:

- There is a VIP opening of the new Street Grindz tomorrow night. If Trustees have not yet RSVPd, they still can and he asked them to notify him.
- Rep. Marcus Oshiro invited OHA to be part of a panel on homelessness in Wahiawa. His understanding from the community is that they are not opposed to homeless, but are concerned because there are now more outsiders, which they believe is a public nuisance and is impacting public safety.
- He has tasked Public Policy with a beneficiary request from Maui regarding an excessive force claim by an arrestee.

Trustee Apo believes the problem is that houses need to be built. He asked where things are with that. Dr. Crabbe responded that the State and County need to work together. Currently, the best practice is to use housing first. However, they do need to be ready physically and mentally to move in. Right now, although there are shelters, homeless do not utilize them, sometimes because there are no accommodations for families.

Trustee Ahu Isa asked if Administration was aware of or in support of Kali Watson's plan to build housing on Hawaiian Home Lands. Dr. Crabbe responded they were, but are not currently working with Mr. Watson's company.

Trustee Hulu Lindsey asked for a description of the type of structure that Sen. Chun Oakland wanted. Dr. Crabbe responded that the shelter on Lot L houses approximately 250 people. Once they transition, they can move to a rental. Sen Chun Oakland is proposing expanding the warehouse up to 500 people. Dr. Crabbe shared his concern that the preference would be for families to have preference because of a lack of other facilities. He also noted that OHA has foregone almost \$500,000 in revenue and that if OHA is to consider expansion, it should be at fair market value.

Trustee Akana added that she recalls that the Board did not want housing homeless as a top priority. She wants to make sure that OHA does not use its valuable property to house homeless. Dr. Crabbe responded that the mechanics on the State side are going to take some massaging. She added that once you get someone on the property, it is hard to get them off. Therefore, she is not in favor of short-term deals.

Trustee Apo hoped OHA would follow through on capturing the UH lab lot so that OHA may have contiguous property, which increases its value.

Trustee Akana thought that by going along with homeless shelters, OHA may get more support in the State Legislature for other priorities. Dr. Crabbe stated he has made it clear to the Governor and Mayor's offices that OHA is a trust and any decision must be approved by the Board.

Trustee Hulu Lindsey asked who from Administration will be working on the immersion education issue on Maui. Dr. Crabbe responded that Monica Morris is working on it. Ms. Morris reported that Maui is the only island for which there is no stand alone K-12 immersion school. She believes there are two routes that can be pursued. Most standalone immersion schools are charter schools, which is the first route, but necessitates going to the Charter School Commission. The other route is to go through the Department of

Education. Ms. Morris recommends working with the new Office of Hawaiian Education at DOE to discuss this. Trustee Hulu Lindsey noted that Maui community leaders are not in support of a charter school option; instead they believe the DOE owes it to the Maui community.

Trustee Ahu Isa reported she is setting up a meeting with Kauai Sang to incorporate other things beyond culture.

V. NEW BUSINESS

V.A. BOT #15-03: Reorganization of the Standing Committee Structure of the OHA Board of Trustees to Create the Committee on Resource Management – Second Reading

Chair Lindsey announced that the action being brought will help the Board be more efficient and effective, while enjoying cost and time savings. The action item proposes amendments to the OHA Board of Trustees Bylaws and require at least six affirmative votes on two readings to pass.

Motion

At 11:37 am, Trustee Ahuna moved, seconded by Trustee Machado, to approve Second Reading of BOT #15-03, Reorganization of the Standing Committee Structure of the OHA Board of Trustees to Create the Committee on Resource Management.

Trustee Akana asked for the purpose of this consolidation of these two committees. Her personal view is that this will consolidate power. She believes only the Committee Chair, the staff, and the Board Chair will make decisions. She noted that something similar existed under Trustee Apoliona as Chair and believes that many things fell through the cracks. She also is concerned that it gives Administration too much power and that this will set OHA back 10 years. She is deadset against it and will do everything in her power, including getting the press here, so that every Trustee is responsible for their vote.

Chair Lindsey read the following statement:

- Let me be clear: This amendment to our bylaws represents a necessary step to improve this board's oversight responsibilities.
 - Merging our Committee on Asset Resource Management with our Committee on Land and Property would allow us to cut costs by streamlining operations.
- If approved, the newly combined Committee on Resource Management would also allow us to avoid wasted time and effort, which needs to be a critical part of this board's oversight responsibilities.
 - Given the uncertainties around our budget for the next two years, it would make fiscal sense for us to take this prudent step now than to postpone it.
 - Since my Chairmanship began in December 2014, the LAP Committee has held 9 meetings that resulted in 1 Board decision.
 - By comparison, the ARM Committee has held 14 meetings that resulted in 9 board decisions.
 - Similarly, our Committee on Beneficiary Advocacy and Empowerment has held 19 meetings that resulted in 13 Board decisions.

- For this reason, I must strongly urge my colleagues to support my effort to help avoid an unnecessary drain on everyone's time and OHA's resources.
 - I urge you to support my proposal to enhance this board's ability to help ensure that OHA's land assets are well managed, and that OHA's financial situation remains sound.
- Make no mistake about it, this new committee is about enhancing this Board's ability to meet higher standards of ethics, transparency and accountability that are expected from our oversight responsibilities.
 - It is with enthusiasm and hope that I ask for your vote to create the Committee on Resource Management.

Trustee Akana thanked Chair Lindsey for his remarks, but noted that she completely disagrees. She shared the following:

- The Administration cut 10 percent from the Trustees budget, even though Administration travels more than Trustees.
- In one New Zealand trip, over \$32,000 was spent.
- She believes the Trustees need to pull the plug on some of the stuff going on.
- She questioned how the Administration can cut 10 percent from Trustees, when it is Administration that does more of the travel. She noted that for the recent trip to the Cook Islands, the Administrator took two staff and she questioned why they needed to go.
- She expressed that if the Trustees want to go somewhere and it is related to OHA business, they should be able to do so.

Chair Lindsey clarified that the idea for a 10 percent reduction came from him in the form of a proviso, which was approved by the Board.

Trustee Ahuna felt that this is a tough issue. He expressed support for the issue, noting that sometimes bold decisions need to be made for all of us to move together. He wants everyone to work together for the betterment of OHA's beneficiaries. He wants to move forward and asked that the Trustees consider him as the next Chair of the new committee. He thinks it is important to build trust.

Trustee Hulu Lindsey believed that Trustee Machado created the LAP committee when she was Chair in response to the State Audit in 2013 when OHA was criticized for not fulfilling its fiduciary duties relating to land. She expressed her thanks to Trustee Machado for her support and confidence in appointing her to head the LAP committee. She offered her knowledge and expertise to whomever will lead the new RM committee.

Dr. Crabbe agreed with Trustee Akana regarding travel and specified that the purpose of the New Zealand trip was to negotiate the return of the cape of Kalaniopu'u, which will be the first time that a Hawaiian artifact and OHA is taking the lead to work with Bishop Museum to accept it. The estimated price for the cape is over \$15 million, so it shows how priceless it is to the Hawaiian people. He does not believe an opportunity like this will come around again.

Chair Lindsey observed that if a \$32,000 expense results in the return of a \$15 million artifact, it is money well spent. It is also an opportunity to work with our brothers to the south who can help rebuild the Hawaiian nation.

At 11:37 am, Trustee Ahuna moved, seconded by Trustee Machado, to approve Second Reading of BOT #15-03, Reorganization of the Standing Committee Structure of the OHA Board of Trustees to Create the Committee on Resource Management.

TRUSTEE	1	2	'AE (YES)	A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI AHU ISA			X			
TRUSTEE DAN AHUNA	1		X			
TRUSTEE ROWENA AKANA				X		
TRUSTEE PETER APO			X			
TRUSTEE HAUNANI APOLIONA			X			
TRUSTEE HULU LINDSEY				X		
TRUSTEE COLETTE MACHADO		2	X			
TRUSTEE JOHN WAIHE'E			X			
CHAIR ROBERT LINDSEY			X			
TOTAL VOTE COUNT			7	2	0	

MOTION: [] UNANIMOUS [X] PASSED [] DEFERRED [] FAILED

Motion passed with (7) YES votes, no (0) NO votes, no (0) abstentions, and () excused.

V.B. BOT #15-04: OHA Board of Trustees Executive Policy on International Engagement – *First Reading*

This item was deferred.

VI. EXECUTIVE SESSION

Motion

At 11:56 am, Trustee Machado moved, seconded by Trustee Ahuna, that the Board go into Executive Session to consider the following:

- A. Approval of Executive Session Minutes: July 30, 2015
- B. Consultation with Board Counsel Robert G. Klein, Esq. re: questions and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities regarding the Board of Land and Natural Resources Emergency Rules for Mauna Kea. Pursuant to HRS 92-5(a)(4).
- C. Consultation with Board Counsel Robert G. Klein, Esq. re: questions and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities regarding OHA's nation-building initiative. Pursuant to HRS 92-5(a)(4).

The motion passed via voice vote. The Board went into Executive Session at 11:57 am and exited Executive Session at 1:00 pm.

Motion

Chair Lindsey called a recess at 1:01 pm and reconvened the meeting at 1:19 pm.

VII. WORKSHOP ON GOVERNANCE PRACTICES

Chair Lindsey introduced Robbie Alm and asked him for a presentation on governance practices. Mr. Alm shared some of his personal history, including that he was an attorney, worked for Senator Dan Inouye, served in the cabinets of Gov. Ariyoshi and Gov. Waihe'e, worked at First Hawaiian Bank, was a trustee for Queen Liliuokalani Trust, has served on several non-profit boards. He believes others can cover the rules of ethics, but he likes to address it on a human level, which includes: that you acted with faith, that what you do is for others, and that you are true to the purposes for which you are a trustee. Just because you follow these tips, it does not mean others who may disagree may not accuse you of wrongdoing later. OHA is a proxy for a Native Hawaiian government.

Mr. Alm shared the following:

- Fiduciary duties: What it means?
 - Acting in good faith and for others
 - Legal obligation
 - Solely for those purposes
 - Must act selflessly because cannot act for self; know you have failed when you do so...
- OHA's importance
 - Why important to Hawaii
 - Why the way in which it leads is important to Hawaii
 - Goal is to elevate OHA to the highest levels of performance and values
- Understanding roles
 - *Role of trustees*
 - Key policies, key policy decisions
 - Approve budget
 - Hire and fire CEO
 - Respect for roles
 - Not get involved in day-to-day
 - Not allow staff or public to end-run the administration
 - There must be exceptions for whistle blowing
 - *Role of executives*
 - Execute policy
 - Day-to-day leadership
 - Budget preparation and execution
 - Hire and fire staff
 - Succession planning
 - Executives should not make policy
- Stature of the Organization
 - Do people admire OHA?
 - Do people respect OHA?
 - Do you?
 - Which is more important?
 - Your popularity or OHA's stature?
 - Your reelection or OHA's standing?
 - If former and you put yourself ahead of OHA; Will fail individually and collectively
 - Must work together as team, it is not a contest
 - It cannot be trustees vs. admin
 - Think about voting
 - Ali'i trust operates on a unanimous vote....
 - Argue like crazy, fight hard for your views

- Take a vote, and then retake it as one
 - 3-2 votes, 5-4 votes are weak votes and reflect a weak organization
 - There is no real power in that decision and it won't be seen as one
 - A 9-0 vote is very powerful
 - Similarly, don't change your positions too often
 - Sometimes may have to.....
 - It does however diminish your stature every time
 - Watch the US Supreme Court...won't do it unless they absolutely have to
- Stature Personally
 - You are how you behave, not how you feel or think
 - Cannot demand respect or loyalty; can only earn it
 - Do not make big body
 - Do not bully people
 - Take privileges
 - It is not your money
 - Pay for your own meals
 - Pay for your own green fees
 - Then no one can challenge your integrity
 - No one can create a scandal
 - No one can challenge your actions
- I want you to help lead Hawai'i and the Hawaiian people to the honorable place
 - There is a fine line between your official capacity and your individual capacity
 - Be the focus and lead well
 - Gladys Brandt
 - Kenny Brown
 - Malia Craver
 - Lydia Maioho

VIII. BENEFICIARY COMMENTS

Mr. Lanakila Mangauil thought Mr. Alm's information was quite interesting. It influences his thoughts today as a leader. He wanted to reiterate his request for financial support of those who have practiced kapu aloha and have been arrested. He attended the Supreme Court today about the fundamentals of what is happening on Mauna Kea. He added that all the money in the world will not save the rocks they are trying to protect.

Chair Lindsey responded that the Trustees did speak in Executive Session about Mauna Kea. Trustee Machado added that the Trustees heard a lot of details from Tiffnie Kakalia.

IX. ANNOUNCEMENTS

Chair Lindsey announced the next Board meeting will be on Thursday, September 10, 2015 at 9:00 am, on Hawai'i Island.

X. ADJOURNMENT

Having no further business, Chair Lindsey adjourned the meeting at 2:41 pm.

Respectfully Submitted,



Capsun M. Poe
Board Secretary

Approved by the Board of Trustees on October 22,
2015:



Trustee Robert K. Lindsey, Jr.
Chair, Board of Trustees