

**SPECIAL MEETING OF THE BOARD OF DIRECTORS
KAUAI ISLAND UTILITY COOPERATIVE**

Held at 4463 Pahe`e Street

Lihu`e, Kaua`i, Hawai`i

On September 12, 2018

MINUTES

Call to order at 1:20 pm.

1. Roll Call

1.1 **Present:** Directors Allan Smith (Chairman), Dee Crowell, David Iha (via conference call), Janet Kass, James Mayfield, Calvin Murashige, Teofilo Tacbian, Jan TenBruggencate (Vice Chair), and Peter Yukimura (Treasurer, via conference call); and David Bissell (President and CEO). A quorum of directors was present.

1.2 **In attendance:** Laurel Loo (General Counsel), Karissa Jonas (CFO), Carey Koide (T&D Mgr.), Lisa Ubay (Human Services & Safety Mgr.), and Pua Chin (Executive Administrator).

2. Approval of Agenda - The agenda was approved as circulated.

3. Public Testimony – None.

4. New Business.

4.1 Approval of 2018-2023 Collective Bargaining Agreement with IBEW 1260

4.1.1 Chairman Smith clarified the request is for approval of a Memorandum of Agreement (MOA) between KIUC and IBEW 1260 for a 2018-2023 Collective Bargaining Agreement (CBA).

5. Executive Session. At 1:21 pm, the Board entered into an Executive Session closed to the public on matters limited to those specified in Section II. A. 2. of Board Policy No. 16. The items to be discussed in the Executive Session are matters of a proprietary or financial nature, public disclosure of which could affect on-going or potential negotiations or legal or administrative proceedings and human resource issues related to the hiring, evaluating, dismissing or disciplining an officer or employee and a matter requiring legal consultation on issues pertaining to the powers, duties, privileges, immunities and liabilities of the Board of Directors. The item of discussion is the approval of a Memorandum of Agreement between KIUC and IBEW 1260 for a 2018-2023 Collective Bargaining Agreement.

At 1:27 pm, the Board returned to open session. Director TenBruggencate made a motion to approve the MOA and authorize the CEO to sign the CBA. The motion was seconded by Director Murashige. After brief discussion regarding confidentiality and disclosure (*pursuant to Board Policy #16*), Director TenBruggencate withdrew his motion and Director Murashige subsequently withdrew his second.

At 1:29 pm, a motion to re-enter into an Executive Session carried unanimously. (Motion: TenBruggencate/Murashige).

6. **Decision Making.**

6.1 The open session of the Meeting reconvened at 1:29 p.m. and upon the motion of Director TenBruggencate and the second of Director Murashige, the following decision made in Executive Session was ratified by all Directors present:

6.1.1 The decision to allow KIUC staff to enter into contract deliberations with the International Brotherhood of Electrical Workers.

7. **Adjournment.**

7.1 The meeting was adjourned by unanimous consent at 1:32 p.m.

/s/ Calvin Murashige
Calvin Murashige
Secretary