



**Board of Directors Meeting
1:00 p.m., September 25, 2020**

**Via Zoom Webinar
Please register at**

https://zoom.us/webinar/register/WN_rWmQLbXESTCI-LmPiRnK5Q

Webinar ID: 961 7332 4897

Passcode: 349835

AGENDA

1. Roll Call
2. Invocation – Peter Yukimura
3. Approval of Agenda
4. Approval of Minutes
 - 08-27-2020 Regular Meeting
5. President's Report – David Bissell, President and CEO
6. Financial Report – Karissa Jonas, CFO
7. NRECA Hawaii Director Report (David Iha)
8. Committee Reports
 - Executive Committee (Committee Chair, Jan TenBruggencate)
 - Finance & Audit (Committee Chair, Peter Yukimura)
 - Government Relations/Legislative Affairs (Committee Chair, Teofilo Tacbian)
 - International (Committee Chair, David Iha)
 - Member Relations (Committee Chair, Dee Crowell)
 - Policy (Committee Chair, Janet Kass)
 - Strategic Planning (Committee Chair, James Mayfield)
9. Charitable Foundation Board
10. Public Testimony - Testimony must be in written form and received via email at boardchair@hawaii.rr.com no later than Thursday, September 24, 2020 at 12:00 noon in order to be received in time for distribution. Oral testimony will also be allowed, subject to time and technology restraints.

11. New Business

- Board Chair to Appoint Nominating Committee Chair **(Member Relations, Action Item)**
- Confirm Board Election Date of March 13, 2021 **(Member Relations, Action Item)**
- BP#22, Information Flow to Directors **(Policy, Action Item)**
- BP#27, Director Communications and Disclosure **(Policy, Action Item)**

12. Calendar

- **October 7, 2020** – Policy Workshop (2:00pm, via conference call)
- **October 12, 2020** – HOLIDAY, KIUC Offices Closed
- **October 12-16, 2020** – Region 7&9 Meeting (via conference call)
- **October 16, 2020** – CFC District 9 Conference (via conference call)
- **October 19-23, 2020** – HCPO 2020 Conference (11:30am-1:30pm, via conference call)
- **October 20, 2020** – Board Committee Meetings (9:00am, via conference call)
- **October 29, 2020** – Regular Board Meeting (1:00pm, via conference call)

13. Executive Session - Pursuant to Board Policy No. 16 the Board may, when deemed necessary, hold an executive session closed to the public on matters limited to those specified in Policy No. 16.

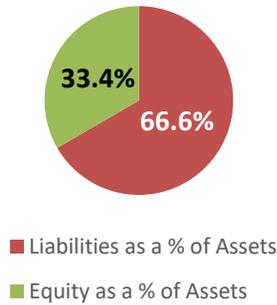
- Legal consultation with regard to ongoing litigation.
- Matters which could affect ongoing or potential negotiations in legal or administrative proceedings
- Hiring, evaluating, dismissing or disciplining an officer or employee.

In addition other matters may come before the Board within the parameters of Board Policy No. 16 which need to be discussed in Executive Session.

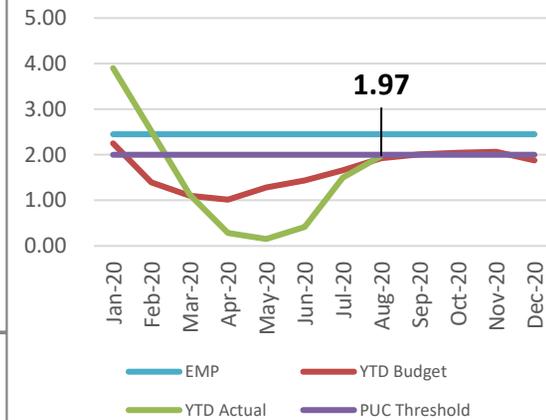
14. Adjournment – Adjournment scheduled for 3:30 p.m. or before if all business has been concluded by that time. If not, at that time, the Directors may decide by majority vote to adjourn the meeting to a date and time to be determined in order to conclude the business.

MWh Sales				
Class	YTD Prior Year	YTD Actual		Percent Change
Residential (D)	117,750	115,201	↓	-2.2%
Small Comm (G)	44,438	37,945	↓	-14.6%
Large Comm (J)	33,199	30,889	↓	-7.0%
Lrg Pwr Primary (L)	33,340	27,598	↓	-17.2%
Lrg Pwr Secondary (P)	70,344	61,821	↓	-12.1%
Street Lighting (SL)	534	514	↓	-3.7%
Irrigation	311	915	↑	194.5%
Total	299,915	274,883	↓	-8.3%

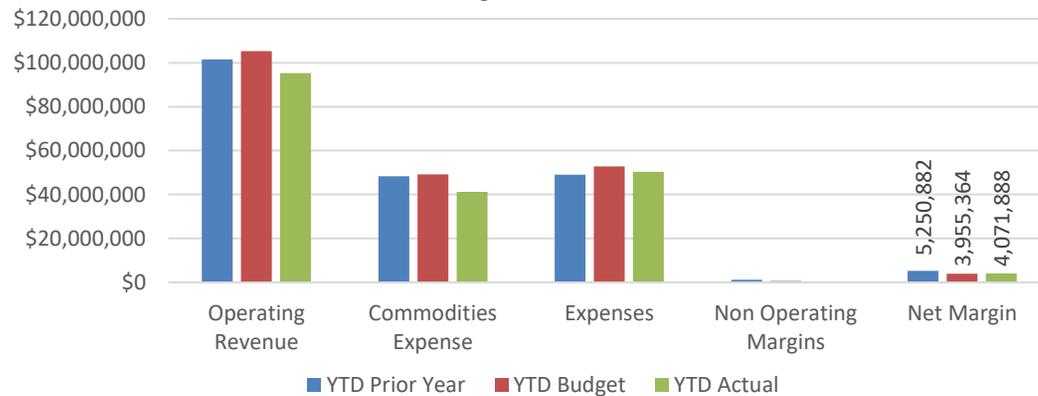
Equity Ratio



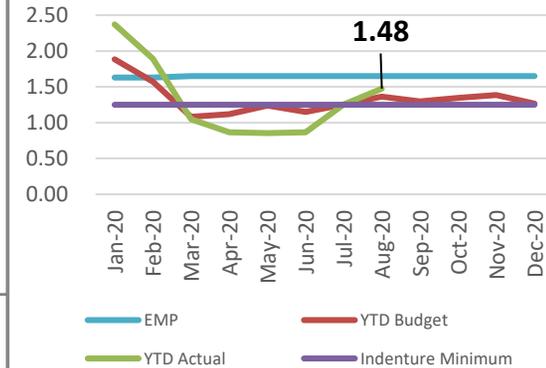
TIER



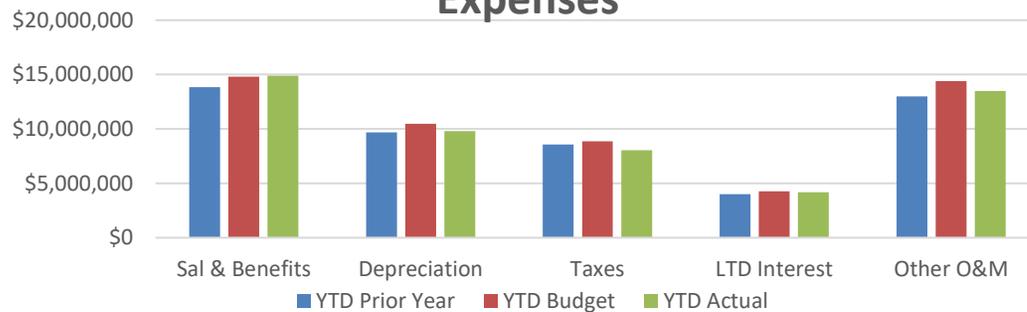
Key Results



DSC



Expenses



Liquidity

	YTD Actual
Cash	\$9,022,779
Short-Term Investments	\$19,124,896
Cushion of Credit	\$16,494,803
Line of Credit Available	\$40,000,000
Line of Credit Drawn	\$0

**KAUA'I ISLAND UTILITY COOPERATIVE
BOARD POLICY NO. 22
(Revised 09/xx/2020)**

PROVIDING INFORMATION TO DIRECTORS

PURPOSE OF POLICY:

To describe information provided routinely to the Board, and the process for a Director to request additional information.

POLICY CONTENT:

I. Information to Be Provided to Board Without Request

The flow of authority for the management of KIUC normally passes through the President and CEO, who is the link between the Board of Directors and the employees. The Board requires full, complete and voluntary disclosure of information from the President and CEO concerning all matters in connection with the management of KIUC as set forth in Board policies, including but not limited to:

- A. All substantive reports and
- B. Any information to be released to the press, media, public, or members. Staff shall make a good faith attempt to provide all Directors with the information prior to its release.

II. Director Access to KIUC Information Not Provided by Management

Any Director is entitled to have access to all Cooperative data or information, at reasonable times during the business hours for a proper purpose germane to his or her standing as a member and Director.

Except as set out below, all requests for information shall be made to and through the President and CEO, with a copy of the request given to the Chairman of the Board. The following information may be sought through other appropriate employees, agents, or independent contractors in the circumstances indicated:

- A. After consultation with and being advised by KIUC's General Counsel, information which is necessary because of actual or potential criminal or tortious activity in which the President and CEO may be involved; or
- B. In the context of a Board-appointed committee meeting, assigned staff may respond to relevant inquiries about matters being considered by the committee and directed to them by a Director. If the information is deemed to be confidential by the staff

**KAUA'I ISLAND UTILITY COOPERATIVE
BOARD POLICY NO. 22**
(Revised xx/xx/2020Reviewed 04/23/2019)

PROVIDING INFORMATION FLOW TO DIRECTORS

PURPOSE OF POLICY:

To describe information provided routinely to the Board, and the process for a Director to request additional information set forth the policy of Kauai Island Utility Cooperative ("KIUC") regarding the flow of KIUC information from KIUC's staff to its Directors.

POLICY CONTENT:

I. A. Information to Be Provided to Board Without Request

The "flow" of authority for the management of KIUC normally passes through the President and CEO, who is the link between the Board of Directors and the employees. As a corollary, ~~the~~ The Board requires full, complete and voluntary disclosure of information from the President and CEO concerning all matters in connection with the management of KIUC as set forth in Board policies, including but not limited to:

1. All substantive reports ~~and;~~
2. Any information to be released to the press, ~~media,~~ public, or members. Staff shall make ~~(for which~~ a good faith attempt shall be made to provide all Directors with the information prior to its release ~~to the press/media); and~~
3. ~~Any information to be released to the members/public (for which a good faith attempt shall be made to provide all Directors with the information prior to its release to the members/public).~~

II. B. Director Access to KIUC Information Not Provided by Management

Any Director is entitled to have access to all eCooperative data or information, at reasonable times during the business hours for a proper purpose germane to his or her standing as a member and Director.

C. Procedures

1. ~~Except as set out below, all requests for information shall be made to and through the [Chairman of the Board / President and CEO];~~ President and CEO, with a copy of the request given to the Chairman of the Board. ~~provided, however, the~~ The following information may be sought through other appropriate employees, agents, or independent contractors in the circumstances indicated:

A. After consultation with and being advised by KIUC's General Counsel, information which is necessary because of actual or potential criminal or tortious activity in which the President and CEO may be involved; or

~~A.~~
B. In the context of a Board-appointed committee meeting, assigned staff may respond to relevant inquiries about matters being considered by the committee and directed to them by a Director. If the information is deemed to be confidential by the staff member, the chair of the committee, any Director, General Counsel, or the President and CEO ~~to be confidential~~, the committee chair ~~staff member~~ shall ensure persons who are not authorized to receive the information are not present before the information is released; or

~~B.~~
C. In the context of a regular or special meeting of the KIUC Board where the Directors may deem it necessary to confer with personnel other than the President and CEO.

2.—In any instance in which a Director has sought access to information not generally made available or reported to the entire Board, the President and CEO shall ~~report~~ report to all Directors the information provided ~~at~~ at least by the next meeting of the Board.

RESPONSIBILITIES:

~~The Board and President & CEO are jointly responsible for compliance with this policy.~~

Adopted on this xx23 day of MonthApril, 202019.

Calvin Murashige
Secretary

Revised: XX/XX/2020
Reviewed: 04/23/2019
Reviewed: 02/21/2017
Reviewed: 05/26/2015
Revised: 12/18/2012
Reviewed: 01/25/2011
Original Adoption: 01/30/2007

member, the chair of the committee, any Director, General Counsel, or the President and CEO, the committee chair shall ensure persons who are not authorized to receive the information are not present before the information is released; or

- C. In the context of a regular or special meeting of the KIUC Board where the Directors may deem it necessary to confer with personnel other than the President and CEO.

In any instance in which a Director has sought access to information not generally made available or reported to the entire Board, the President and CEO shall report to all Directors the information provided, at least by the next meeting of the Board.

Adopted on this xx day of **September**, 2020.

Calvin Murashige
Secretary

Revised: 09/xx/2020
Reviewed: 04/23/2019
Reviewed: 02/21/2017
Reviewed: 05/26/2015
Revised: 12/18/2012
Reviewed: 01/25/2011
Original Adoption: 01/30/2007

KAUA'I ISLAND UTILITY COOPERATIVE ("KIUC")
BOARD POLICY NO. 27
(Revised 09/xx/2020)

COMMUNICATIONS BY DIRECTORS TO THE PUBLIC

PURPOSE OF POLICY:

To establish guidelines for Directors communicating about KIUC matters to the public.

POLICY CONTENT:

The Chairman of the Board is the primary spokesperson for the Board. Directors may participate in outreach to the public and members as long as they comply with the principles listed below.

1. Any KIUC authorized communications must represent the official position of the Board and Cooperative, where such a position has been taken.
2. Directors must not release privileged, confidential, or proprietary financial and strategic information about KIUC to anyone in any format.
3. Directors should make every effort to ensure any communications about KIUC are accurate.
4. Directors shall not publicly debate issues under active consideration by the Board. Such discussions should be reserved for board meetings.
5. Directors speaking on their own behalf on topics of interest to KIUC and not delivering an authorized KIUC communication or speaking officially for the Board should state that fact.

Adopted on this xx day of September, 2020

Calvin Murashige
Secretary

Revised: 09/xx/2020
Reviewed: 11/27/2018
Reviewed: 12/13/2016
Reviewed: 01/27/2015
Revised: 06/26/2012
Reviewed: 08/25/2011
Original Adoption: 05/25/2010

KAUA'I ISLAND UTILITY COOPERATIVE ("KIUC")
BOARD POLICY NO. 27
(Reviewed 11/27/2018)

DIRECTOR COMMUNICATIONS BY DIRECTORS TO THE PUBLIC

PURPOSE OF POLICY:

To ~~establish define for KIUC Directors~~ guidelines for Directors communicating about KIUC matters ~~to the public and to foster Director communication with KIUC's members so they may actively participate in setting KIUC's policies and making KIUC decisions consistent with cooperative principle number two (2).~~

POLICY CONTENT:

~~[Should we state this duty of the Chairman in Policy 1, instead of here?]~~ The Chairman of the Board of Directors is the primary spokesperson for the Board. ~~Directors~~Other Board members may participate in outreach to the public and members as ~~appropriate.~~

long as they comply with the principles listed below.

1. Any KIUC authorized communications must represent the official position of the Board and Cooperative, where such a position has been taken.

~~Other Director communications about KIUC shall follow the General Principles outlined below.~~

GENERAL PRINCIPLES:

2. ~~Directors~~Board members must not release privileged, confidential, or proprietary financial and strategic information about KIUC to anyone in any format.

3. ~~Directors~~Board members should make every effort to ensure any communications about KIUC are accurate.

4. ~~Directors~~Board members shall not publicly debate issues under active consideration by the Board. ~~s~~Such discussions should be reserved for board meetings.

5. ~~Directors~~Board members speaking on their own behalf on topics of interest to KIUC and not delivering an authorized KIUC communication or speaking officially for the Board should state that fact.

RESPONSIBILITY:

~~The Board and its individual Directors shall be responsible for the implementation of this Policy.~~

Adopted on this 27th-date day of NovemberMonth, 202018

/s/ Calvin Murashige

Calvin Murashige

Secretary

Revised: Xx/xx/2020
Reviewed: 11/27/2018
Reviewed: 12/13/2016
Reviewed: 01/27/2015
Revised: 06/26/2012
Reviewed: 08/25/2011
Original Adoption: 05/25/2010