

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

Held via Conference Call
On March 24, 2020

MINUTES

Chairman Smith called the meeting to order at 12:32 p.m.

1. Roll Call

- 1.1. **Directors present via Conference Call:** Directors Allan Smith (Chair), Jan TenBruggencate (Vice Chair), Dee Crowell, David Iha, Janet Kass, James Mayfield, Calvin Murashige (Secretary), Teofilo Tachian, and Peter Yukimura (Treasurer); and David Bissell (President and CEO). A quorum of directors were present.
- 1.2. **Others present via Conference Call:** Laurel Loo (General Counsel), Karissa Jonas (CFO), Maile Alfiler (Member Services Mgr.), Rick Eckert (Financial Planning & Regulatory Affairs), Carey Koide (Executive Mgr. Safety & Technology), Brad Rockwell (Executive Mgr., Operations.), Beth Tokioka (Communications Mgr.), Lisa Ubay (HR Mgr.), and Nadine Tipps (Executive Administrator); Members of the press (0) and Members of the public (0)

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

3. **Public Testimony.** None.

4. **Swearing in of new Directors.** At 12:34 p.m. Judge and General Counsel Laurel Loo administered the oath of office to the newly elected directors Dee Crowell, Jim Mayfield and Allan Smith.

5. **Executive Session.** None.

6. Organizational Items.

Election of Officers:

- Nominations for officers were presented and approved as follows:
 - Director Smith for Chair. [Motion: TenBruggencate/Murashige]
 - Director TenBruggencate for Vice Chair. [Motion: Murashige/Crowell]
 - Director Murashige for Secretary. [Motion: TenBruggencate/Crowell]
 - Director Tachian for 1st Assistant Secretary. [Motion: Crowell/TenBruggencate]
 - Director Crowell for 2nd Assistant Secretary. [Motion: TenBruggencate/Murashige]
 - Director Iha for 3rd Assistant Secretary. [Motion: TenBruggencate/Kass]
 - Director Yukimura for Treasurer. [Motion: TenBruggencate/Kass]
 - Director Mayfield for 1st Assistant Treasurer. [Motion: Kass/Crowell]
 - Director Kass for 2nd Assistant Treasurer. [Motion: Murashige/TenBruggencate]

- Director TenBruggencate made a motion to accept the slate of officers as presented. Director Murashige seconded the nomination, which carried unanimously.

Committee Appointments:

- The following Committee Chair and member appointments were approved as follows:
 - Executive
 - ◇ Chair – Jan TenBruggencate
 - ◇ Members – Calvin Murashige, Peter Yukimura, Allan Smith and CEO Bissell
 - Finance & Audit (F&A):
 - ◇ Chair – Peter Yukimura
 - ◇ Members – Jim Mayfield, Janet Kass, Calvin Murashige, Allan Smith and CFO Jonas
 - Government Relations & Legislative Affairs (GRLA):
 - ◇ Chair – Phil Tacbian
 - ◇ Members – Jan TenBruggencate, Peter Yukimura, David Iha and CEO Bissell (and Designees)
 - International:
 - ◇ Chair – David Iha
 - ◇ Members – Allan Smith, Peter Yukimura, Dee Crowell and Phil Tacbian
 - Member Relations:
 - ◇ Chair – Dee Crowell
 - ◇ Members – Cal Murashige, Allan Smith, Phil Tacbian and CEO Bissell (or Designees)
 - Policy:
 - ◇ Chair – Janet Kass
 - ◇ Members – Phil Tacbian, Jan TenBruggencate, Cal Murashige, Dee Crowell and General Counsel Laurel Loo
 - Strategic Planning
 - ◇ Chair – Jim Mayfield
 - ◇ Members – David Iha, Janet Kass, Dee Crowell, Allan Smith and David Bissell (or Designee)
- A motion to approve the slate of committee appointments as noted above (with the inclusion of Phil Tacbian in the Member Services Committee) carried unanimously. [Motion: TenBruggencate/Murashige]
- There was a request to post the slate of officers and the slate of committee appointments on Call to Order and the website.

7. **Adjournment.** Whereupon, there being no further business the meeting was adjourned at 12:53 p.m. by unanimous consent

Respectfully submitted,

Cal Murashige

Calvin Murashige
Secretary