

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

Held via Conference Call

On June 30, 2021

**MINUTES**

**Call to order at 1:00 p.m.**

**1. Roll Call**

- 1.1 **Directors present:** Directors Allan Smith (Chair), Jan TenBruggencate (Vice Chair.), Dee Crowell, David Iha, Janet Kass, James Mayfield, Calvin Murashige (Secretary), Teofilo Tacbian, and Peter Yukimura (Treasurer); and David Bissell (President and CEO). A quorum of directors were present.
- 1.2 **Others present:** Laurel Loo (General Counsel), Karissa Jonas (CFO), Maile Alfiler (Member Services Mgr.), John Cox (T&D Mgr.), Cameron Kruse (Engineering and Technology Mgr.), Brad Rockwell (COO), 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 Minutes**

- 2.1 The 5/25/2021 Regular meeting minutes were approved unanimously. [Motion: Kass/TenBruggencate]

**3. President's Report.** David Bissell, President and CEO

- 3.1 The current Cooperative statistics was reported by CEO Bissell. (report attached)
- 3.2 Beth Tokioka discussed an EV Talk Story webinar that she attended, which is a state-wide group that meets occasionally.
- 3.3 Questions were asked and answered.

**4. Financial Report:** Karissa Jonas, CFO reported.

- 4.1 The May 2021 preliminary financials were reviewed. (scorecard attached).

**5. NRECA Hawaii Director Report – Director David Iha**

- 5.1 Director Iha reported on some of the issues discussed at the NRECA Board Meeting this week.
  - 5.1.1 They had a Broadband discussion.
  - 5.1.2 They were successful on getting an award, but no funds yet.
  - 5.1.3 Discussed Climate Change.
  - 5.1.4 Also discussed Cyber Security.
  - 5.1.5 NRECA made a major emphasis on Lobbying groups in Washington D.C.
  - 5.1.6 NRECA just launched a new website called the “Voices of Power”. They have moved away from post cards.

- 5.1.7 ACRE – there was a pause in contributions. They have restarted supporting Representatives of NRECA.
- 5.1.8 They gave an update on politics in Congress.
- 5.1.9 Region 9 location will be in Las Vegas.

6. **Charitable Foundation (CF) Board** – Teofilo Tacbian, President

- 6.1 Director Tacbian stated that the Charitable Foundation met on June 25<sup>th</sup>.
- 6.2 KEO assisted four households for a total of \$1,200. The balance is \$9,688.
- 6.3 KEO through LIHEAP approved five applications for \$550.
- 6.4 Makana program – At the end of May, there were up to 230 members, with a total contribution of \$1,017.67.
- 6.5 Approved an agreement with Catholic Charities up to \$500 to start the program, which was put on hold for now.
- 6.6 Ohana Readers

7. **Public Testimony** – None.

8. **New Business** –

8.1 **401K Plan Amendment**

- 8.1.1 Executive Committee Chair TenBruggencate moved to approve the 401K Plan Amendment. [Motion: TenBruggencate/Murashige]
- 8.1.2 The recommendation carried unanimously.

IN FAVOR:	Crowell, Iha, Kass, Mayfield, Murashige, Smith, Tacbian, TenBruggencate & Yukimura	Total – 9
OPPOSED:	None	Total – 0
EXCUSED:	None	Total – 0

8.2 **2022 Board Election Date: Saturday, March 19**

- 8.2.1 Member Relations Committee Chair Crowell stated that the Member Relations Committee moved to approve the 2022 Board Election Date of Saturday, March 19. [Motion: Crowell/Murashige]
- 8.2.2 The recommendation carried unanimously.

IN FAVOR:	Crowell, Iha, Kass, Mayfield, Murashige, Smith, Tacbian, TenBruggencate & Yukimura	Total – 9
OPPOSED:	None	Total – 0
EXCUSED:	None	Total – 0

8.3 **2021-2023 Moss Adams Proposal**

- 8.3.1 F&A Committee Chair Yukimura moved to approve the 2021-2023 Moss Adams Proposal. [Motion: Kass/Murashige]
- 8.3.2 The recommendation carried unanimously.

IN FAVOR:	Crowell, Iha, Kass, Mayfield, Murashige, Smith, Tadbian, TenBruggencate & Yukimura	Total – 9
OPPOSED:	None	Total – 0
EXCUSED:	None	Total – 0

8.4 **Board Policy 14, KIUC Policy, Procedure and Practice Formulation, Review and Approval**

- 8.4.1 Policy Committee Chair Kass reviewed the simple proposed change to Board Policy No. 14, to move to review Board policies every three years.
- 8.4.2 Policy Committee Chair Kass stated that the Policy Committee moves to approve Board Policy No. 14 with the proposed change. [Motion: Kass/Murashige]
- 8.4.3 The recommendation carried unanimously.

IN FAVOR:	Crowell, Iha, Kass, Mayfield, Murashige, Smith, Tadbian, TenBruggencate & Yukimura	Total – 9
OPPOSED:	None	Total – 0
EXCUSED:	None	Total – 0

8.5 **Board Policy 18, Board Member Qualifications and Eligibility**

- 8.5.1 Policy Committee Chair Kass reviewed the suggested changes to Board Policy No. 18. She stated that this has been worked on at three different Policy Committee meetings last year.
- 8.5.2 Policy Committee Chair Kass stated that the Policy Committee moves to approve Board Policy No. 18 with the proposed changes. [Motion: Kass/Murashige]
- 8.5.3 The recommendation carried unanimously.

IN FAVOR:	Crowell, Iha, Kass, Mayfield, Murashige, Smith, Tadbian, TenBruggencate & Yukimura	Total – 9
OPPOSED:	None	Total – 0
EXCUSED:	None	Total – 0

8.6 **Board Policy 3, Rules Governing Board Meetings**

- 8.6.1 Policy Committee Chair Kass stated that it was discussed to eliminate Board Policy No. 3. It was discussed that the meat of this policy is already in the bylaws.
- 8.6.2 Policy Committee Chair Kass stated that the Policy Committee moves to adopt the deletion of Board Policy No. 3. [Motion: Kass/Murashige]
- 8.6.3 The recommendation carried unanimously.

IN FAVOR:	Crowell, Iha, Kass, Mayfield, Murashige, Smith, Tadbian, TenBruggencate & Yukimura	Total – 9
OPPOSED:	None	Total – 0
EXCUSED:	None	Total – 0

9. **Calendar:**

- 9.1 **July 5, 2021** – HOLIDAY, KIUC Offices Closed
- 9.2 **July 7, 2021** – Workshop on Green Energy Team PPA Matters (1:00pm, via conference call)
- 9.3 **July 19, 2021** – Board Committee Meetings (9:00am, via conference call)
- 9.4 **July 21, 2021** – KIUC Annual Meeting (5:00pm., via conference call)
- 9.5 **July 29, 2021** – Regular Board Meeting (1:00pm., via conference call)

10. **Executive Session.** No executive Session was needed at this time.

11. **Adjournment.** The meeting was adjourned by consensus at 1:41 p.m.



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Calvin Murashige  
Secretary



# President's Report

June 30, 2021

*David Bissell, President and CEO*

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## *President's Report*

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David Bissell, President and CEO  
June 30, 2021

### Safety (May)

	<u>Month</u>	<u>2021 YTD</u>	<u>2020 YTD</u>
Recordable Incidents	0	1	3
Days Away/Restricted	0	0	177

### Availability and Reliability:

	<u>Month</u>	<u>2021 YTD</u>	<u>2020 YTD</u>
Reportable Outages	3	22	10
Average Outage Hours Per Customer	0.09	0.99	0.43

### Efficiency

	<u>Month</u>	<u>2021 YTD</u>
Net Plant Heat Rate	9,153	9,436
Peak Demand (MW)	72.1	72.1

### Residential Rates:

June 2021	\$0.342/kwh Up \$0.002 from May
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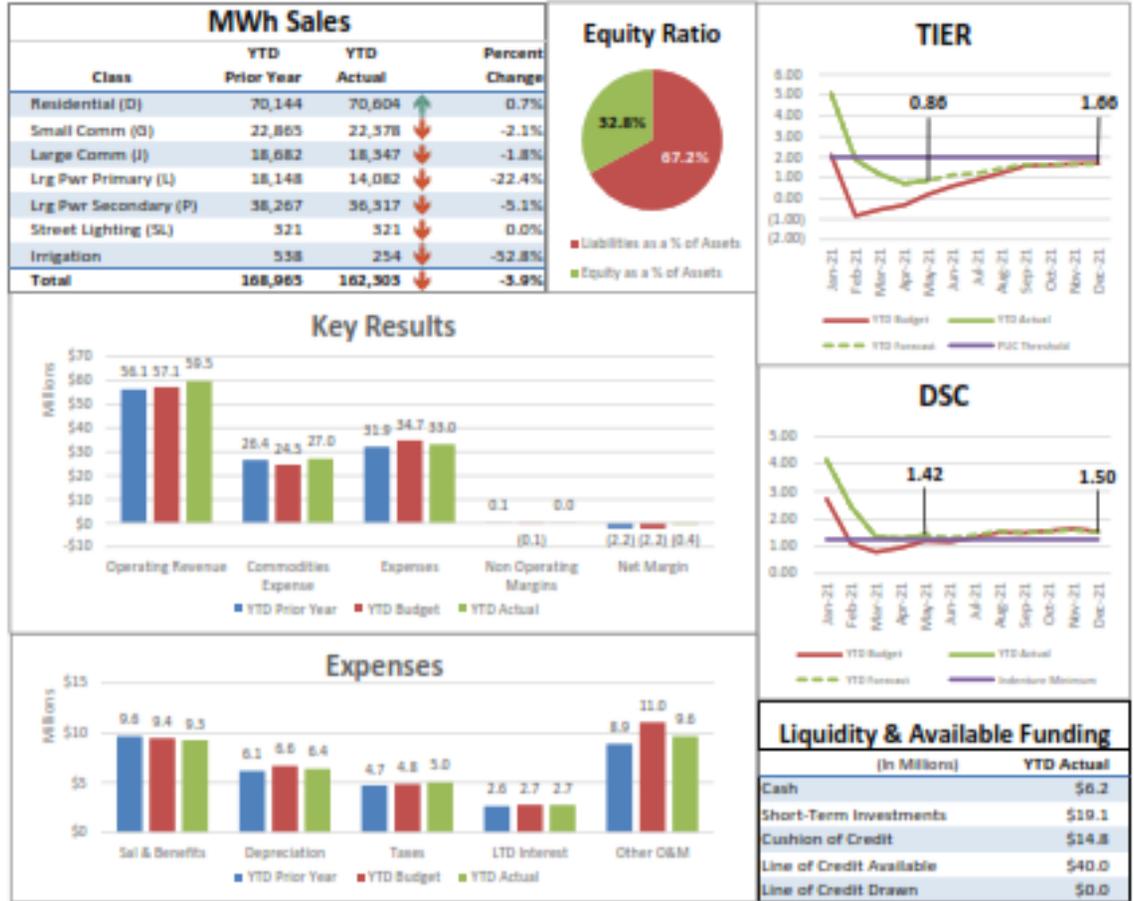
# Update items

- West Kauai Energy Project
  - PUC Docket- Formal discovery over, position statements from intervenors/participants due Friday
  - Environmental Assessment-Comment period from landowners and others over. Draft EA to be filed with DLNR in early July.
- Endangered Species
  - Drone use increasing for minimization
  - SOS
- Recruiting and interviewing for multiple position openings
- Past due accounts
- COVID-19
- Electric Vehicles



Mahalo!

# Financial Scorecard



**KAUA'I ISLAND UTILITY COOPERATIVE  
BOARD POLICY NO. 14  
(Revised: 06/30/25/2021~~19~~)**

**KIUC POLICY, PROCEDURE AND PRACTICE  
FORMULATION, REVIEW AND APPROVAL**

**PURPOSE OF POLICY:**

To establish the basis for the development, distribution, and periodic review of KIUC Board Policies, KIUC Administrative Policies, KIUC Procedures and KIUC Practices.

**POLICY CONTENT:**

**A. DEFINITIONS:**

1. **Policy:** A document that establishes and/or transfers authority or guides decision making. A policy, where applicable, must be consistent with federal and state law, the KIUC Articles of Incorporation and the KIUC Bylaws. KIUC shall have two types of policies.

a. **Board Policies.** Board Policies relate to the governance of the Cooperative.

b. **Administrative Policies.** Administrative Policies relate to the management of KIUC and its employees.

2. **Procedure:** A document that establishes the actions all employees will follow when carrying out their duties and responsibilities. Not all Board or Administrative Policies will necessarily require the development of a Procedure. Procedures, where

applicable, must be consistent with federal and state law, the KIUC Articles of Incorporation, KIUC Bylaws, Board and Administrative Policies.

3. **Practice:** A document that establishes specific steps employees will perform when implementing Procedures or other actions employees are required to take in order to perform their duties and responsibilities.

4. **Board Oversight:** Board Oversight means the Board Policy Committee and the Board shall have the opportunity to review Administrative Policies prior to their implementation to ensure they are correct (not in conflict with law, the Articles of Incorporation, By-laws or Board Policy) and fair (no appearance of being inequitable).

**B. BOARD POLICIES:** Board Policies shall express the Board's expectations and standards regarding board, director, management and organizational performance. Such policies shall have one or more of the following purposes:

1. Guide the Board of Directors
2. Provide for the adherence to KIUC's mission
3. Define and transfer authority and responsibility
4. Direct management and staff
5. Protect the Cooperative and the Board of Directors
6. Avoid ambiguity
7. Other appropriate purpose

Board Policies shall be developed by the Board Policy Committee, or developed by other Board Committees and reviewed by the Board Policy Committee for consistency with other KIUC Board policies, and then submitted to the Board of Directors for review and

approval. KIUC's President and CEO may also develop Board Policy recommendations for presentation to and processing by the Board Policy Committee.

**C. ADMINISTRATIVE POLICIES:**

1. **Content:** Administrative Policies shall express Management's expectations and standards regarding employee and organizational performance. Such policies shall have one or more of the following purposes:

- a. Guide Management
- b. Provide for the adherence to KIUC's mission
- c. Define and transfer management authority and responsibility
- d. Direct staff and other employees
- e. Protect the Cooperative
- f. Avoid ambiguity
- g. Other appropriate purpose

2. **Development:** Administrative Policies shall be developed by, or delegated for development by, KIUC's President and CEO, and under his supervision. After development, but before adoption, such Administrative Policies will be presented to the Board of Directors through the Board's Policy Committee for Board oversight.

- a. **Procedure.** All Administrative Policies, or substantive changes thereto, shall be emailed to all current Directors by the President and CEO prior to their implementation to ensure they are correct (not in conflict with law, articles of incorporation, Bylaws or Board policy), and fair (no appearance of being inequitable). If any Director takes exception to the content of any Administrative Policy so transmitted, such Director shall report such exception to the Chair of the

Board Policy Committee and the President and CEO within 10 working days of the policy's receipt from staff. Upon receipt of any such exception the Chair of the Board Policy Committee shall place the matter on the agenda of the next Policy Committee meeting whereupon the Policy Committee shall make its report to the Board.

b. Certification. Submission of an Administrative Policy to the Policy Committee acts as a certification by the submitting party that the submitted policy has been reviewed and approved by appropriate staff personnel and, if appropriate, by counsel or other appropriate expert with knowledge of the subject matter of the policy.

**D. PROCEDURES AND PRACTICES.** KIUC Procedures and Practices shall be documented as appropriate by, and/or delegated for documentation by, KIUC's President and CEO, and under his supervision.

**E. MAINTENANCE AND REVIEW.**

1. **Maintenance:** All Board and Administrative Policies shall be maintained by KIUC's President and CEO, or the President and CEO's designee, in appropriate up-to-date Policy Manuals. All documented KIUC Procedures and Practices shall be maintained by KIUC's President and CEO, or the President and CEO's designee, in appropriate up-to-date Procedure and Practice Manuals.

2. **Review:**

a. Board Policies. The Policy Committee shall review, or cause to be reviewed by the appropriate Board Committee, each Board Policy at least every

~~threectwo~~ years, or as required by change in law or otherwise, and recommend revisions or changes as appropriate.

b. **Administrative Policies.** The President and CEO shall review, or cause to be reviewed, each Administrative Policy at least every ~~threectwo~~ years, or as required by change in law or otherwise, and recommend revisions or changes as appropriate.

c. **Procedures and Practices.** The President and CEO shall review, or cause to be reviewed, each KIUC Procedure or Practice as required by change in law, change in the Practice or Procedure or otherwise, and make revisions or changes to the Procedure or Practice documentation as appropriate.

3. **Dating:** Each Policy, Procedure or Practice shall identify its initial date of approval and the date of approval of the most recent revision.

**F. CONFLICTS:** In the event there is a conflict between any Policy, Procedure or Practice and the law, the KIUC Bylaws, the KIUC Articles of Incorporation, or the rules and regulations of a lending or regulatory agency, the law, Bylaws, Articles of Incorporation, or such rules and regulations will prevail over the Policy, Procedure or Practice.

**RESPONSIBILITIES:**

A. The Chairman of the Board shall ensure this policy is adhered to.

B. The President and CEO will make available to all Directors copies of all Board and Administrative Policy Manuals and all KIUC Procedure and Practice Manuals.

C. The President and CEO, in consultation with the general counsel, shall ensure all proposed Policies or revisions to existing Policies, and, if requested by the President and CEO, all KIUC Procedures and Practices, meet all necessary legal requirements.

Adopted on this ~~25<sup>th</sup>~~-30<sup>th</sup> day of ~~June, 2021~~19.

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Calvin Murashige  
Secretary

Revised: 06/30/2021  
Reviewed: 06/25/2019  
Reviewed: 06/27/2017  
Reviewed (no change): 08/25/2015  
Reviewed (no change): 12/17/2013  
Revised: 08/30/2011  
Original Adoption: 12/22/2004

KIUC BOARD POLICY NO. 18  
**QUALIFICATIONS AND ELIGIBILITY FOR DIRECTORS**

**PURPOSE OF POLICY:**

The purpose of this policy is to describe the qualifications for election to, appointment to, and service as a Director.

**POLICY CONTENT:**

**I. General**

Certain minimal qualifications are required by Hawaii law and KIUC's Bylaws for one to be eligible to be elected to, appointed to, and serve on the Board. It is the ultimate legal responsibility of the Board to ensure these requirements are met and complied with. If the Board determines an incumbent, nominee, or potential appointee lacks or has lost any of the necessary legal qualifications, it is the duty of the Board to remove such incumbent or to declare such nominee or potential appointee ineligible for election. By adopting, publishing, and appropriately disseminating this policy and the related Affirmation Form of Director Qualification, a copy of which is attached hereto as Attachment A, it is the Board's hope that incumbent Directors, nominees, and potential appointees will not only be fully apprised of these requirements, but mindful of their importance in deciding whether to continue or commence service on the Board.

**II. Requirements**

**A. General Legal Requirements.** To be eligible to be elected to, appointed to, or serve on the Board, Hawaii law provides a person shall:

1. Adhere to all applicable requirements of law, KIUC's articles of incorporation and Bylaws, and KIUC's duly made decisions;
2. Be loyal to KIUC, acting at all times in good faith for its best interests;
3. Have no continuing and substantial interests that are in conflict with the best interests of KIUC;
4. Be possessed of the minimum knowledge and skills necessary to govern the affairs of KIUC; and
5. Be willing to devote such time and effort to his or her duties as a Director as may be necessary to govern KIUC's business and affairs.

**B. Bylaw Requirements.** To be eligible to be elected to, appointed to, or to serve on the Board, the Bylaws provide a person shall:

1. Be an individual member of KIUC (a natural person) or a designated representative of a member of KIUC, if the member is a partnership, joint venture, corporation, limited liability company, political entity, or other legal entity;
2. Not be a paid KIUC employee;

3. Have the reasonable skills, experience, and background requirements established by the Board for being eligible to serve or continuing to serve as a Director.

**C. Board Requirements.** To be eligible to be elected to, appointed to, or to serve on the Board, an individual must meet the following additional requirements.

1. The individual must have the capacity to enter into a legally binding contract.
2. The membership which the individual has indicated is the basis of his or her candidacy must be an active membership.
3. Educational requirements
  - a. If the candidate has not been a Director before, he or she must attend an orientation provided by KIUC for Board candidates.
  - b. If the candidate is or has been a Director before, the candidate must either:
    - i. Have obtained a Credentialed Cooperative Director designation or similar certification from the National Rural Electric Cooperative Association within two years of becoming a Director or
    - ii. Be excused by the Board from this requirement for good cause.
4. Each Director must attend at least two-thirds of all Board meetings during any twelve (12) month period, unless excused for good cause by the Board.
5. Avoidance of potential conflicts of interest
  - a. The candidate shall not have been an employee of KIUC within three (3) years of the date of the individual's prospective election to the Board.
  - b. The candidate or Director shall not be a close relative (spouse, partner in a civil union, domestic partner, reciprocal beneficiary, child [including adoptive and step children], parent [including step parents and/or adoptive parents], sibling [including step siblings and/or adoptive siblings], or an in-law of said child, parent, or sibling) of a KIUC employee, or have had such a close relative employed at KIUC within three (3) years of the date of the individual's prospective election to the Board.
  - c. The candidate or Director shall not be a contractor, supplier, sub-contractor, or employee thereof, which contractor, supplier, or sub-contractor earned more than 40% of its gross revenue from KIUC currently or within any of the three (3) years immediately preceding the individual's prospective election to the Board.
  - d. The candidate or Director shall not be a close relative (as defined in C.5.b above) of a contractor, supplier, sub-contractor, or employee thereof, which contractor, supplier, or sub-contractor earned more than 40% of its gross revenue from KIUC currently or within any of the three (3) years immediately preceding the individual's prospective election to the Board.
  - e. All officials elected to federal, state, or county office are prohibited from running for election to the Board.
6. Ethical requirements
  - a. The candidate or Director shall never have been convicted of a felony or any crime involving dishonesty or theft (unless pardoned or granted clemency by the appropriate authority).
  - b. The candidate or Director shall comply with KIUC's policies for non-disclosure of non-public, confidential, and proprietary information. In keeping with this

obligation, each individual elected or appointed as a Director shall, prior to taking office, sign an appropriate confidentiality and nondisclosure agreement in the form substantially identical to Attachment B to this policy.

### III. Procedure for Policy Implementation

A. Candidates for election to the Board either (1) shall be nominated by KIUC's Nominating Committee or (2) shall nominate themselves by petition by collecting the requisite number of signatures from KIUC members, as described in KIUC's Bylaws.

~~—Candidate for appointment to the Board shall either be nominated by the Board or by the KIUC Nominating Committee.~~

B. All candidates for election or appointment to the Board must complete, sign, and submit the following documents to KIUC before they may run for election or be appointed to the Board. If a candidate refuses to sign ~~the~~ any of these documents or qualifies his or her signature in any manner the Board considers to be unfavorable to the best interests of KIUC, the candidate shall not be appointed to or allowed to run for election to the Board.

1. Affirmation of Director Qualification (Attachment A)
2. Authority to Release Information (Attachment C)
3. Prospective Director Candidate Application (Attachment D)

C. This policy shall be explained periodically in KIUC's publications (newsletter, magazine, or such publication).

D. This policy shall be disseminated and explained to KIUC's Nominating Committee each year, prior to their making nominations. The Nominating Committee shall screen all persons considered for nomination as Directors, to ensure they are qualified in accordance with this policy.

~~A.~~

B-E. Immediately after receipt of any nomination by petition, KIUC shall furnish the nominee with a copy of this policy to ensure he or she is qualified in accordance with it and agrees to attend or has attended the required orientation for prospective Directors.

C-F. When the Board fills vacancies on the Board, it shall ensure any appointee is fully apprised of this policy and is qualified in accordance with it.

D. Each candidate for the position of Director, whether by election or appointment, shall read this policy and sign the Affirmation of Director Qualification Form included as Attachment A before that candidate is allowed to run for election or is appointed. If a candidate refuses to sign the Affirmation Form or qualifies his or her signature in any manner the Board considers to be unfavorable to the best interests of KIUC, the candidate shall not be appointed to or allowed to run for election to the Board.

E-G. The Board shall not allow the members to vote for any candidate who is

determined by the Board to be ineligible under this policy. That Board shall remove from office any incumbent Director or any candidate elected to the Board who is determined by the Board to have lost or never had eligibility under this policy.

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Revised: ~~01/xx/28xx/2021~~  
Revised: 08/28/2018  
Revised: 11/29/2016  
Revised: 11/25/2014  
Revised: 05/22/2012  
Revised: 05/31/2011  
Revised: 04/27/2010

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Adopted on this ~~28th-xxth~~ day of  
~~January~~MONTH, ~~2020~~2021.

Revised: 02/24/2009  
Revised: 11/26/2005  
Revised: 08/25/2004

Calvin Murashige  
Secretary

Original Adoption: 2003

**ATTACHMENT A TO KIUC BOARD POLICY NO. 18**  
**AFFIRMATION OF DIRECTOR QUALIFICATION**

I, the undersigned, hereby affirm I have read KIUC Policy No. 18 ~~on KIUC~~ Board Member Qualifications and Eligibility, and I am qualified in accordance with the Policy to be nominated and elected or appointed as a KIUC Director, ~~or as an incumbent to continue serving as a Director,~~ as the case may be.

I have accordingly signed my name hereto and had the same witnessed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Signed: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone No.: \_\_\_\_\_

**WITNESS**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone No.: \_\_\_\_\_

ATTACHMENT B TO KIUC BOARD POLICY 18  
**CONFIDENTIALITY AND NONDISCLOSURE AGREEMENT**  
(For Directors and Non-Director Members of Board Committees)

In connection with the undersigned individual ("Recipient") agreeing to serve or being elected or appointed as a Director of Kauai Island Utility Cooperative ("KIUC") or being appointed as non-Director member of a KIUC Board Committee (the "Committee"), KIUC or its representatives may provide to Recipient certain non-public, confidential, or proprietary information concerning KIUC, or concerning future transactions involving KIUC (the "Material"). Material may consist of written or oral information provided by KIUC, including, without limitation, any written or electronic documents marked "Confidential", any information conveyed to the Recipient where the individual conveying the information requests it be held confidential or under circumstances where the confidentiality of the information is obvious, financial statements, projections, cost and expense data, and other business or trade information. Material also includes all analyses, compilations, forecasts, studies or other material prepared by Recipient containing, based on or reflecting any confidential non-public information furnished by KIUC. Material does not include information that (i) the Recipient can show was known to the public, or in the published literature prior to KIUC's disclosure of such Material to the Recipient under the terms of this Agreement; (ii) subsequent to the time of KIUC's disclosure to the Recipient, becomes known to the public or appears in the published literature through no fault of the Recipient; or (iii) is lawfully acquired by the Recipient from a third party (specifically not including any employee or agent of KIUC) who is not in breach of any confidentiality agreement with KIUC.

In consideration of being furnished with the Material, the Recipient agrees that:

1. The Material will be kept confidential and will not, without the prior written consent of an authorized agent of KIUC, be disclosed by the Recipient in any manner whatsoever, in whole or in part, and will not be used by the Recipient directly or indirectly, for any purpose other than in connection with Recipient's service as a Director of KIUC and/or on the Committee.
2. The Recipient will not, without prior written consent of an authorized agent of KIUC, make any statement, any public announcement, any release to trade publications or to the press, or make any statement to any competitor, customer, employee, or other third party, regarding Material, except as may be necessary, in the opinion of counsel, to comply with the requirements of any law, governmental order, or regulation.
3. The Recipient will keep records of each location where the Material is kept. If the Recipient is no longer a Director of KIUC and/or a member of the Committee, Recipient will, in that case, and at any time upon the request of KIUC, destroy or return all copies of the Material immediately, without retaining any copies and confirm such destruction in writing to KIUC. Any oral information covered by this Agreement will continue to be subject to the terms of the Agreement.
4. In the event the Recipient is requested or becomes legally compelled (by oral questions, interrogatories, requests for information or documents, subpoena, civil investigative demand,

or any similar process) to disclose all or any part of the Material, the Recipient will (i) promptly notify KIUC of the existence, terms and circumstances surrounding such request; (ii) consult with KIUC on the advisability of taking legally available steps to resist or narrow such request; (iii) only disclose the information requested after complying with clauses (i) and (ii); and (iv) exercise reasonable effort (if so requested by KIUC) to obtain, to the extent practicable, a protective order or other reliable assurance that confidential treatment will be accorded to such portion of any disclosed information as the requestor may designate. In the event a protective order or other remedy is not obtained or that the requestor waives compliance with the provisions of this Agreement, the Recipient will furnish only that portion of the Material that is legally required and will exercise his or her best efforts to obtain reliable assurance that confidential treatment will be accorded the Material.

5. It is understood and agreed no failure or delay by KIUC in exercising any right, power, or privilege under this Agreement will operate as a waiver. It is further understood that no single or partial waiver of any right, power, or privilege will preclude any other or further exercise of any right, power, or privilege under this Agreement.
6. The Recipient agrees money damages would not be a sufficient remedy for any breach of this Agreement, and, in addition to all other remedies, KIUC will be entitled to specific performance of Recipient's obligations relating to this Agreement and to injunctive or other equitable relief as a remedy for any such breach. For purposes of seeking equitable relief, the Recipient stipulates and agrees any breach of the provisions of this Agreement may subject KIUC to irreparable harm and injury.
7. This Agreement is the entire agreement between Recipient and KIUC regarding the nondisclosure of Material and supersedes all prior agreements and understanding regarding this subject. This Agreement may be amended only by written agreement executed by both Recipient and KIUC.
8. This Agreement is not assignable or transferable by Recipient without the prior written consent of KIUC.
9. This Agreement is governed and will be construed in accordance with the laws of the State of Hawaii. If any term or provision of this Agreement is found to be invalid or unenforceable, the remaining terms will remain in full force and effect.

IN WITNESS WHEREOF, this Agreement is executed by the Recipient indicated below, intending to be bound by its terms, and is effective as of the date indicated:

**RECIPIENT**

Signature: \_\_\_\_\_ Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_

ATTACHMENT C TO KIUC BOARD POLICY 18  
AUTHORITY TO RELEASE INFORMATION

I understand that in verifying my application (~~attached as Exhibit A~~) to be considered as a potential candidate for the Board of Directors of the Kauai Island Utility Cooperative (KIUC), a background check may be required. I hereby authorize KIUC to perform a background check regarding criminal records and other information provided on this form and on my application. I authorize the appropriate individuals, companies, institutions or agencies to release information, and I release them from any liability as a result of such inquires or disclosures. A report may be generated summarizing this information.

I further understand and waive my right to privacy regarding the background check and release and hold harmless KIUC and its agents from any liability.

I have a right to obtain a copy of the background check by directing a written request to KIUC.

I certify that all statements and answers on my application are true and complete to the best of my knowledge. I understand that if any statements are found to be false or misleading or that if information has been omitted, this will be cause for disqualification.

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Last Name	First Name	Middle Name
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Previous Name/Maiden Name/ A.K.A.'s	Date of Change
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Street Address

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City	State	Zip Code
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Please list the cities and states you have lived in, if the above address does not encompass seven (7) years.

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Social Security No.	Date of Birth
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Driver's License Number

**I understand that a photocopy of this authorization would be accepted with the same**

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**authority as the original.  
This release will expire one year after the date of origination.**

Signature

Date

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**ATTACHMENT D TO KIUC BOARD POLICY 18**  
**PROSPECTIVE DIRECTOR CANDIDATE APPLICATION**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Mobile: \_\_\_\_\_

E-Mail: \_\_\_\_\_

Contact phone and/or email for media/members:  
\_\_\_\_\_

1. Are you a member of KIUC as defined in Article I of the Bylaws?  
Yes \_\_\_\_\_ No \_\_\_\_\_
  
2. Are you an officer, director or employee of any entity which earned more than 40% of its gross revenue from KIUC currently or within any of the 3\_-years immediately preceding the date of the current Director election for which you are running?  
Yes \_\_\_\_\_ No \_\_\_\_\_
  
3. Do you have any conflict of interest that would affect your ability to fulfill your duties as a member of the KIUC Board? (A "conflict of interest" is any activity that is inconsistent with KIUC's best interests, or that gives the appearance of impropriety or divided loyalty, or interferes with the director's ability to fulfill the duties of care and loyalty. For example, if you supply goods or services to KIUC, there is a potential conflict of interest.)  
Yes \_\_\_\_\_ No \_\_\_\_\_

If you answered "Yes", please provide details:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

4. Please describe why you are interested in being considered as a candidate for the KIUC Board of Directors:

\_\_\_\_\_  
\_\_\_\_\_

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5. What experience do you possess that you feel will help you to fulfill the duties as a member of the KIUC Board? Please include any community and professional organizations.
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6. Education:

School Name	Location	Degree Title	Major	Year

7. Are you legally able to enter into a legally binding contract?

Yes \_\_\_\_\_ No \_\_\_\_\_

8. Are you related by marriage, blood, adoption or other legal relationship with any director or employee of KIUC?

Yes \_\_\_\_\_ No \_\_\_\_\_

If you answered "Yes", please provide details:

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9. Have you ever been convicted (but not pardoned) of a felony or are you a named subject of a pending felony proceeding?

Yes \_\_\_\_\_ No \_\_\_\_\_

If you answered "Yes", please provide details:

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10. Please provide any further information or comments that you feel are important to the consideration of your application, and attach any additional information that you feel is relevant to the consideration of your application.

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Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Name: \_\_\_\_\_  
(Please print)

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**KAUAI ISLAND UTILITY COOPERATIVE ("KIUC")**  
**BOARD POLICY NO. 3**  
**(Revised 06/26/2018)**

**RULES GOVERNING BOARD MEETINGS**

**PURPOSE OF POLICY:**

To establish rules governing meetings of the KIUC Board of Director (the "Board").

**POLICY CONTENT:**

~~A. Scheduling of Board meetings - Annual, Regular and Special meeting of the Board shall be scheduled as follows:~~

~~1. Annual Meetings - An Annual Meeting of the Board shall be held on the island of Kauai within ten (10) days following the day on which the election of Directors is certified to the Board upon such notice and at such time and place as the Board may determine. The Annual Meeting shall be for the purpose of the installation of newly elected Directors, the election of the officers of this Association for the ensuing year, and the transaction of such other business as may properly come before the meeting. Notice of any Annual Meeting may be waived by attendance at the meeting, except when a Director attends the meeting and objects to the transaction of business, or by a waiver of notice signed before or during or within a reasonable time after the meeting with good cause.~~

~~2. Regular Meetings - Regular Meetings of the Board, in addition to its Annual Meeting, shall be held on the island of Kauai at least once each month upon such notice and at such time and place as the Board may determine. Notice of any Regular Meeting may be waived by attendance at the meeting, except when a Director attends the meeting and objects to the transaction of business, or by a waiver of notice signed before or during, or within a reasonable time after the meeting with good cause.~~

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~~3. **Special Meetings** Special Meetings of the Board may be held on the island of Kauai whenever called by the Chairman or on the written request of any Director. Notice of any such Special Meeting shall be given by the Chairman or Secretary to the Directors in the following manner: (i) with at least twentyfour (24) hours' notice given to each Director personally; (ii) by first class mail deposited at least five (5) days prior to the meeting; or (iii) with at least twentyfour (24) hours' notice by any other reasonable means (including, without limitation, facsimile, e-mail or other electronic means). The purpose of each Special Meeting shall be specified in the notice of the meeting.~~

~~Notice of any~~

~~Special Meeting may be waived by attendance at the meeting, except when a Director attends the meeting and objects to the transaction of business, or by a waiver of notice signed before or during, or within a reasonable time after the meeting with good cause.~~

~~B. **Specific Rules.** The following specific rules shall govern all KIUC Board Meetings:~~

~~1. **Participation by Telephone.** Members of the Board may participate in a meeting through use of conference telephone or other similar communications equipment, so long as all Directors participating in such meeting can hear one another.~~

~~2. **Quorum for Voting.** A majority of the voting Directors in office shall constitute the quorum necessary for the transaction of business at any regular or special meeting of the Board, but if less than a quorum is present, those voting Directors present may adjourn the meeting from time to time until a quorum shall be present with no further notice of the meeting required. All questions shall be decided by the affirmative vote of a majority of the entire voting membership of the Board whether present at the meeting or not (four [4] if the number of Directors is seven [7] and five [5] if the number of Directors is eight [8] or nine [9]) except as otherwise specifically provided in the Bylaws.~~

~~3. **Notice to Members.** Notice of all meetings of the Board shall be given to all members by posting of prominent signs at all Association locations where Association employees are permanently assigned, or by mailing such notice to the last known address of each member or by such other reasonable means (e.g. media advertising and posting on the Association's internet web site) as the Board may determine is appropriate.~~

~~4. **Minutes.** Minutes shall be kept of all Board meetings. In addition an audio recording of each Board meeting shall be made, excluding any Executive Sessions. This recording will be used in the preparation and approval of the minutes of each meeting, which, after approval shall be the official record of what transpired at the meeting. After approval of the minutes the audio recording of each meeting shall be sealed and stored until one week after the~~

~~end of the month following the month in which the minutes are approved, at which time the recordings of a particular meeting shall be destroyed. No later than twenty (20) working days after the day of any Board meeting, a draft copy of the minutes of that meeting shall be posted on the Association's internet web site.~~

~~5. **Conduct.** All meetings of the Board shall be conducted in conformity with Roberts Rules of Order. The CEO will attend meetings as a non-voting member of the board. Other staff members as needed may be invited to attend meetings. During executive sessions, attendance will be restricted to directors only, unless the board requests the attendance of other individuals if necessary for informed decision making.~~

~~**RESPONSIBILITY FOR IMPLEMENTATION:**~~

~~The Board shall be responsible implementing this Policy and enforcing it as needed.~~

~~Adopted on this 26<sup>th</sup> day of June, 2018~~

Calvin Murashige Secretary

~~Revised: 06/26/2018~~

~~Revised: 10/25/2016~~

~~Reviewed: 10/28/2014~~

~~Revised: 10/25/2011~~

~~Revised: 06/30/2009~~

~~Revised: 07/29/2008~~

~~Revised: 10/31/2006~~

~~Revised: 07/25/2006 Original Adoption: 04/12/2000~~

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