

ANNUAL MEETING OF THE BOARD OF DIRECTORS KAUA'I ISLAND UTILITY COOPERATIVE

Held via Conference Call
On March 24, 2022

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, James Mayfield, Calvin Murashige (Secretary), Teofilo Tacbian, and Peter Yukimura (Treasurer); David Bissell (CEO). A quorum of directors was present
- 1.2. **Others present via Conference Call:** Laurel Loo (General Counsel), Karissa Jonas (CFO), Brad Rockwell (COO), Maile Alfiler (Member Services Mgr.), John Cox (T&D Mgr.), Beth Tokioka (Communications Mgr.), Chris Yuh (Finance Mgr.), Shelley Paik (Public Affairs Specialist), Brandee Holt (Regulatory Affairs Mgr.), and Teresa Amoy (Executive Administrator); Members of the press (0) and Members of the public (0)
- 1.3. **Excused:** Director Janet Kass

2. **Approval of Agenda.** The Board of Directors' Annual Meeting agenda of March 24, 2022, was approved as circulated

3. **Public Testimony.** None

4. **Swearing in of new Directors.** At 12:33 p.m. Judge and General Counsel Laurel Loo administered the oath of office to the newly elected directors Calvin Murashige, Jan TenBruggencate, and Peter Yukimura

5. **Executive Session.** None

6. Organizational Items.

Election of Officers for 2022

- Nominations for officers were presented by Chair Smith as follows:
 - Director Smith for Chair
 - Director TenBruggencate for Vice Chair
 - Director Murashige for Secretary
 - Director Tacbian for 1st Assistant Secretary
 - Director Crowell for 2nd Assistant Secretary
 - Director Yukimura for Treasurer
 - Director Mayfield for 1st Assistant Treasurer
 - Director Kass for 2nd Assistant Treasurer

- Director Iha moved for the nomination of officers to be closed and approval of slate of offices. Director TenBruggencate seconded the nomination, which carried unanimously

[Motion: Iha] [Second: TenBruggencate]

IN FAVOR:	Smith, TenBruggencate, Murashige, Yukimura Crowell, Iha, Mayfield, Tacbian	Total – 8
OPPOSED:	None	Total – 0
EXCUSED:	Kass	Total – 1

Motion carried

Committee Appointments for 2022:

- The following Committee Chair and member appointments were approved as follows:
 - Executive
 - ◇ Chair – Jan TenBruggencate
 - ◇ Members – Calvin Murashige, Allan Smith, Peter Yukimura, and staff member CEO Bissell
 - Finance & Audit (F&A)
 - ◇ Chair – Peter Yukimura
 - ◇ Members – Janet Kass, Jim Mayfield, Calvin Murashige, Allan Smith, and staff member CFO Jonas
 - Government Relations & Legislative Affairs (GRLA)
 - ◇ Chair – Phil Tacbian
 - ◇ Members – David Iha, Jan TenBruggencate, Peter Yukimura, and staff members CEO Bissell and Beth Tokioka
 - International
 - ◇ Chair – David Iha
 - ◇ Members – Dee Crowell, Allan Smith, Phil Tacbian and Peter Yukimura
 - Member Relations
 - ◇ Chair – Dee Crowell
 - ◇ Members – Cal Murashige, Allan Smith, Phil Tacbian, and staff members Maile Alfiler and Beth Tokioka
 - Policy
 - ◇ Chair – Janet Kass
 - ◇ Members – Dee Crowell, Cal Murashige, Phil Tacbian, Jan TenBruggencate and General Counsel Laurel Loo
 - Strategic Planning
 - ◇ Chair – Jim Mayfield
 - ◇ Members – Dee Crowell, David Iha, Janet Kass, Allan Smith, staff members CEO Bissell and COO Rockwell
 - Nominating

- ◇ Chair Smith stated the Nominating Committee chair will be announced at a later date because the present Chair Dee Crowell is up for re-election in 2023

7. **Adjournment.** Whereupon, there being no further business the meeting was adjourned at 12:40 p.m. by unanimous consent

Respectfully submitted,

Calvin Murashige

Calvin Murashige (Apr 29, 2022 10:45 HST)

Calvin Murashige
Secretary