

**ANNUAL MEETING OF THE BOARD OF DIRECTORS
KAUA`I ISLAND UTILITY COOPERATIVE**

Held at 4463 Pahe`e Street
Līhu`e, Kaua`i, Hawai`i
On March 20, 2018

MINUTES

Chairman Smith called the meeting to order at 11:00 a.m.

1. Roll Call

- 1.1. **Directors present:** Allan Smith (Chair), David Iha, James Mayfield, Calvin Murashige, Allan Smith, Jan TenBruggencate (Vice Chair), Teofilo “Phil” Tacbian (by phone), and Peter Yukimura; and Lisa Ubay (Acting CEO/Human Resources and Safety Manager)
- 1.2. **Others present:** Director elect Janet Kass, Karissa Jonas (CFO and Financial VP); Laurel Loo (General Counsel); Various KIUC Management and staff; Pua Chin (Executive Administrator); Members of the press (0) and Members of the public (1)
- 1.3. **Excused:** CEO David Bissell

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

3. **Public Testimony.** None.

4. **Swearing in of new Directors.** At 11:03 a.m. Judge and General Counsel Laurel Loo administered the oath of office to the newly elected directors David Iha, Janet Kass and Teofilo Tacbian (by phone). *[Administrative Note: A copy of Director Tacbian’s written oath of office is attached to the original of these minutes.]*

5. **Executive Session.** None.

6. Organizational Items.

Election of Officers:

- Nominations for officers were presented as a slate: Director Smith for Chair, Director TenBruggencate for Vice Chair, Director Murashige as Secretary, and Director Yukimura as Treasurer. Director TenBruggencate made a motion to accept the slate of officers as presented. The duly seconded nomination carried unanimously.

Committee Appointments:

- The following Committee Chair and member appointments were approved as follows:
 - Executive
 - ◇ Chair – Jan TenBruggencate
 - ◇ Members – Calvin Murashige, Allan Smith, and Peter Yukimura

- Finance & Audit (F&A):
 - ◇ Chair – Peter Yukimura
 - ◇ Members – Janet Kass and Jim Mayfield
 - Government Relations & Legislative Affairs (GRLA):
 - ◇ Chair – Phil Tacbian
 - ◇ Members – Dee Crowell and David Iha
 - International:
 - ◇ Chair – David Iha
 - ◇ Members – Phil Tacbian and Peter Yukimura
 - Member Relations:
 - ◇ Chair – Calvin Murashige
 - ◇ Members – Janet Kass and Jan TenBruggencate
 - Policy:
 - ◇ Chair – Dee Crowell
 - ◇ Members – James Mayfield, Cal Murashige, and General Counsel Laurel Loo
 - Strategic Planning
 - ◇ Chair – Jim Mayfield
 - ◇ Members – Dee Crowell and Janet Kass
- A motion to approve the slate of committee appointments as noted above carried unanimously. [Motion: Mayfield/TenBruggencate]
 - Upon a question by Director Yukimura regarding the appointment of an Assistant Treasurer, Chair Smith noted this would be done at another meeting in the future.

7. **Adjournment.** Whereupon, there being no further business the meeting was adjourned at 11:11 a.m. by unanimous consent

Respectfully submitted,

Calvin Murashige
Secretary