

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

Held at 4463 Pahe`e Street

Līhu`e, Kaua`i, Hawai`i

On January 30, 2020

**MINUTES**

**Call to order at 1:01 p.m.**

**1. Roll Call**

- 1.1 **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 **In attendance:** Laurel Loo (General Counsel), Karissa Jonas (CFO), Maile Alfiler (Member Services Mgr.), Rick Eckert (Financial Planning & Strategy Mgr.), Carey Koide (T&D Mgr.), Brad Rockwell (Power Supply Mgr.), Beth Tokioka (Communications Mgr.), and Nadine Tipps (Executive Administrator); and two (2) members of the public.

**2. Invocation** – Director Crowell opened the meeting with prayer.

**3. Approval of Agenda** - The agenda was approved as circulated.

**4. Approval of Minutes**

- 4.1 The 12/17/2019 meeting minutes were approved unanimously with the suggested correction included. [Motion: TenBruggencate/Yukimura]

**5. President’s Report.** David Bissell, President and CEO

- 5.1 CEO Bissell recognized KIUC’s new Senior Financial Analyst, Chris Yuh, who briefly introduced himself.
- 5.2 The current Cooperative statistics were reported. (report attached)
- 5.3 Brad Rockwell reported on Operations.
  - 5.3.1 Brad discussed the significant outages that occurred last month over the holidays, and how we have taken corrective actions.
    - (a) Our employees was working non-stop, except for mandatory rest.
    - (b) Beth took care of social media, where most people were positive.
    - (c) Maile and her team took care of the call center, which allowed people calling in to talk to a live person.
    - (d) We do have somewhat of a priority when trying to get back online.
    - (e) Brief discussion ensued.
    - (f) Briefly described OMS and the outage map. We had a hiccup, and have some action items to help improve that.

- (g) Not a great year for reliability in 2019. Had some higher numbers than we would have liked. Looking forward to a much better year this year.
  - 5.3.2 The preliminary RPS report for 2019 is showing 55% renewable, which is up from 43.5% in 2018.
    - (a) We have run 100% renewable energy on 28 days since Thanksgiving, including 5.5 hours on one day, with a total of 90 hours.
    - (b) We have cut our greenhouse gas emissions in half from our high year in 2007.
      - i. Almost sold the same amount of electricity in 2019 as we did in 2007, but with half of the greenhouse gas emissions.
  - 5.3.3 Brad gave an AES PMRF update.
    - (a) This project has been pushing 1 MW consistently 24/7.
    - (b) Constructions bids are due in on Friday.
    - (c) Will have a pre-construction meeting soon with PMRF folks.
    - (d) Will hopefully begin construction in early March, and it should take about 6 – 8 months.
    - (e) Brief discussion ensued.
6. **Financial Report:** Karissa Jonas, CFO reported.
- 6.1 The December 2019 preliminary financials were reviewed. (scorecard attached)
  - 6.2 Construction Work Plan Financing – the signature pages were signed today, and the loan is scheduled to be closed next week.
  - 6.3 Our Auditors will be here on site February 24-28<sup>th</sup> to do their year-end fieldwork.
    - 6.3.1 Next week they will be auditing KRS2 remotely.
    - 6.3.2 They will be meeting with the Board on February 27<sup>th</sup>, which is the same day as the Board meeting.
  - 6.4 Director Kass requested if the slides in the financial presentation could include how Indenture Equity Ratio is different from Equity as a Percentage of Assets.
7. **NRECA Hawaii Director Report – Director David Iha**
- 7.1 The NRECA December 2019 Board Notes and Presentation were circulated, and the NRECA Winter Board Meeting Report video was played.
  - 7.2 Congress passed two legislations; the Rural Act, which preserves the non-profit status for coops, and the Secure Act, which redefines how they treat the retirement system. This resulted in a \$30M savings for premium for all the coops across the country.
  - 7.3 The next Board meeting will be at the Annual Meeting in March.
8. **Committee Reports**
- 8.1 **Executive –Committee Chair, Jan TenBruggencate**
    - 8.1.1 The committee met on January 21<sup>st</sup>.
    - 8.1.2 One action item will be under New Business.

- 8.2 **Finance & Audit –Committee Chair, Peter Yukimura**
  - 8.2.1 The committee met on January 21<sup>st</sup>.
  - 8.2.2 Committee Chair Yukimura thanked CFO Jonas for her report.
  - 8.2.3 The Auditors will be calling into the F&A Committee on February 20<sup>th</sup>. If anyone has and questions or concerns, please be prepared.
  
- 8.3 **Government Relations/Legislative – Committee Chair, Phil Tachian**
  - 8.3.1 The committee met on January 21<sup>st</sup>.
  - 8.3.2 Committee Chair Tachian read his report on the Legislative Opening (see attached).
  - 8.3.3 KIUC was well recognized throughout the state as a leader in Renewable Energy.
  
- 8.4 **International – Committee Chair, David Iha**
  - 8.4.1 We received a request in December from the Okinawa Electric Power Company to visit us to see how we do with Renewables.
    - (a) They met with us on January 7<sup>th</sup> and 8<sup>th</sup>.
    - (b) Thank you to CEO Bissell and Brad Rockwell for meeting with them and taking them to KRS1.
    - (c) Also, thank you to the translator from Kauai Community College, who translated for free of charge.
  
- 8.5 **Member Relations – Committee Chair, Calvin Murashige**
  - 8.5.1 The committee met on January 21<sup>st</sup>.
  - 8.5.2 The committee received written and verbal updates from Maile Alfiler and Beth Tokioka.
  - 8.5.3 No action items.
  - 8.5.4 We are hoping to have 10,000 members signed up for Smart Hub. Keep encouraging all to sign up.
  
- 8.6 **Policy – Committee Chair, Dee Crowell**
  - 8.6.1 The committee met on January 21<sup>st</sup>.
  - 8.6.2 The committee voted to send two (2) policies to the full board for action. More discussion under New Business.
  
- 8.7 **Strategic Planning –Committee Chair, James Mayfield**
  - 8.7.1 The committee briefly met on January 21<sup>st</sup>.
  - 8.7.2 The minutes were approved.
  
- 9. **Charitable Foundation (CF) Board – Teofilo Tachian, President**
  - 9.1 Director Tachian read the CF report (see attached).
  - 9.2 Yesterday, First Lady Dawn Amamo-Ige introduced the Ohana Readers program.
    - 9.2.1 This program operates through the Dolly Parton Imagination Library and is free of charge.
    - 9.2.2 More on this later, as the program unfolds here on Kauai and what role, if any, our Charitable Foundation will play in this venture.

- 9.3 Distributed \$3k to the Friends of the Children’s Justice Center last month.
- 9.4 Director Crowell reported that they are still trying to reconcile the books from 2019, but the CF ended the year with a rough estimate of \$71k balance, which is based on \$38k in expenses and \$27k in deposits for a NET Loss of \$11k.
  - 9.4.1 We gave out \$20k in donations ranging from \$10k to KEO for the LIHEAP program and \$1k to Kaulana Kilauea.

10. **Public Testimony** - Members Marj Dente and Steve Parsons provided oral testimony to the Board of Directors.

11. **New Business** –

11.1 **Board Policy No. 5, Conflicts of Interest and Conduct of Interested Persons**

11.1.1 Policy Committee Chair Crowell reported the committee discussed and recommended approval with no substantial changes. [Motion: Crowell/Murashige]

11.1.2 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

11.2 **Board Policy No. 19, Anti-Retaliation and Whistleblowing**

11.2.1 Policy Committee Chair Crowell reported the committee discussed and recommended approval with no substantial changes. [Motion: Crowell/Murashige]

11.2.2 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

11.3 **Extending the requirement to obtain CCD for Director Kass for one year**

11.3.1 Executive Committee Chair TenBruggencate recommends extending Director Kass’ requirement to obtain a CCD for a year since NRECA did not offer a class this year. [Motion: TenBruggencate/Yukimura]

11.3.2 The recommendation carried unanimously.

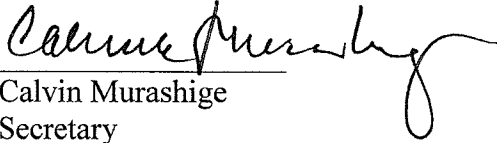
IN FAVOR:	Crowell, Iha, Kass, Mayfield, Murashige, Smith, Tacbian, TenBruggencate & Yukimura	Total – 9
OPPOSED:	None	Total – 0
EXCUSED:	None	Total – 0

12. **Calendar:**

- 12.1 **February 17, 2020** – HOLIDAY, KIUC Offices Closed
- 12.2 **February 20, 2020** – Board Committee Meetings (9:00am, MCR)
- 12.3 **February 27, 2020** – F&A Committee Meeting w/ Auditors (10:00am, BCR)
- 12.4 **February 27, 2020** – Regular Board Meeting (1:00pm., KIUC Main Conf Rm)
- 12.5 **February 27- March 1, 2020** – 2020 Pre Annual Meeting Training
- 12.6 **March 1 – 4, 2020** – 2020 Annual Meeting

13. **Executive Session.** At 2:04 p.m. the Board recessed the meeting to enter into an Executive Session closed to the public on matters limited to those specified in Section II. A. 2. of Board Policy No. 16. The items to be discussed in the Executive Session are matters of a proprietary or financial nature, public disclosure of which could affect on-going or potential negotiations or legal or administrative proceedings and human resource issues related to the hiring, evaluating, dismissing or disciplining an officer or employee and a matter requiring legal consultation on issues pertaining to the powers, duties, privileges, immunities and liabilities of the Board of Directors.

14. **Adjournment.** The open session of the meeting reconvened at 2:52 p.m. Director Kass moved to adjourn the meeting; the motion was seconded by Director TenBruggencate. All directors present voted in favor of the motion and it passed unanimously.

  
\_\_\_\_\_  
Calvin Murashige  
Secretary



# President's Report

## January 30, 2020

*David Bissell, President and CEO*

### *President's Report*

David Bissell, President and CEO  
January 30, 2020

#### **Safety (December)**

	<u>Month</u>	<u>2019 YTD</u>	<u>2018 YTD</u>
Recordable Incidents	1	3	1
Days Away/Restricted	44	119	133

#### **Availability and Reliability:**

	<u>Month</u>	<u>2019 YTD</u>	<u>2018 YTD</u>
Reportable Outages	10	53	41
Average Outage Hours Per Customer	1.98	6.65	1.83

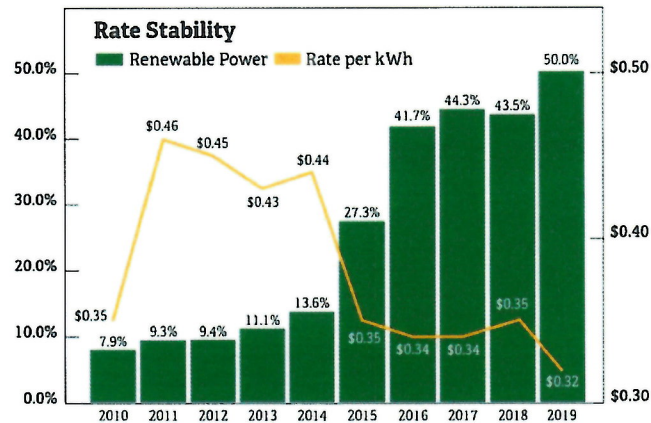
#### **Efficiency**

	<u>Month</u>	<u>2019 YTD</u>
Net Plant Heat Rate	9,245	9,292
Peak Demand (MW)	75.7	79.70

#### **Residential Rates:**

January 2020	\$0.34/kwh Up \$0.006 from December
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## Renewables and Rates



## Renewables and Rates

- KIUC kWh sales were up 2.1% in 2019, while revenues were down 4.7%
- KIUC's residential rates dropped an average of more than 7% in 2019 compared to 2018
- Typical residential member saved \$168 over the course of the year compared to 2018

# Operations Report

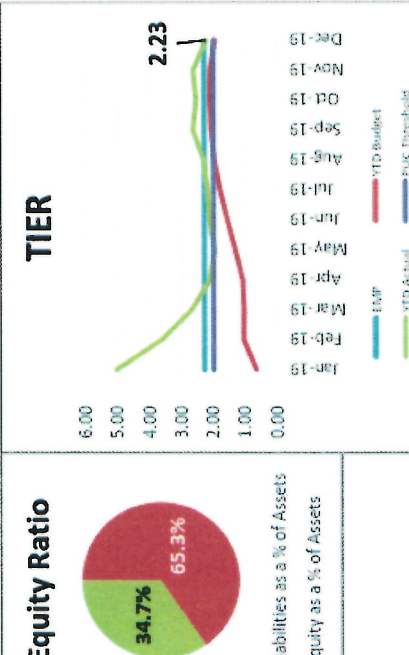
Mahalo!



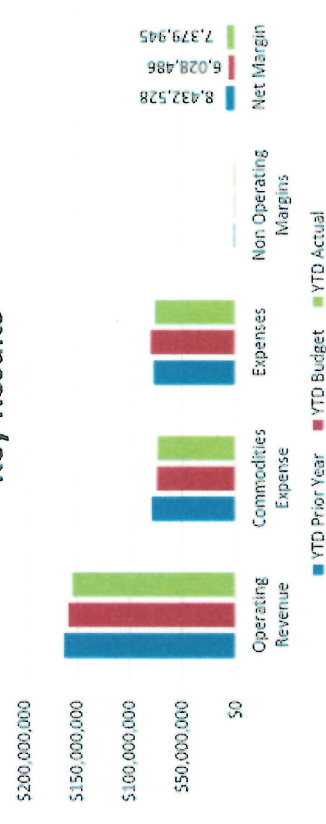
# Financial Scorecard

### MWh Sales

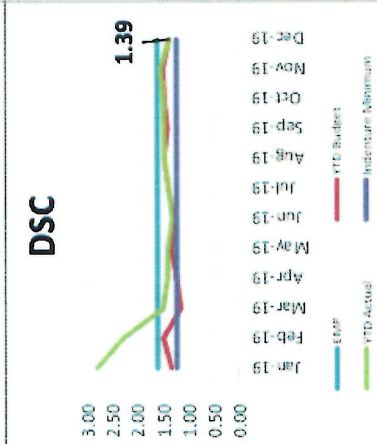
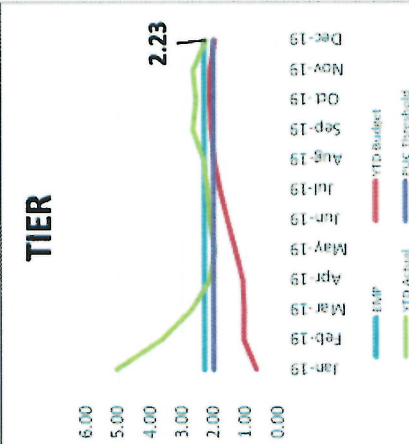
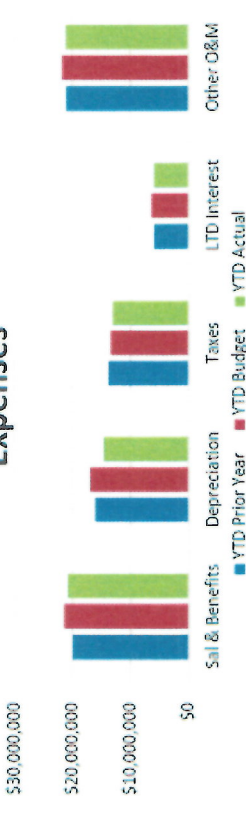
Class	YTD Prior Year	YTD Actual	Percent Change
Residential (D)	174,726	181,264	3.7%
Small Comm (G)	65,473	67,418	3.0%
Large Comm (J)	49,854	51,257	2.8%
Lrg Pwr Primary (L)	51,410	51,265	-0.3%
Lrg Pwr Secondary (P)	107,098	108,216	1.0%
Street Lighting (SL)	853	790	-7.3%
Irrigation	1,700	500	-70.6%
<b>Total</b>	<b>451,114</b>	<b>460,710</b>	<b>2.1%</b>



### Key Results



### Expenses



### Liquidity

Category	YTD Actual
Cash	\$4,983,060
Short-Term Investments	\$8,081,125
Cushion of Credit	\$15,958,495
Line of Credit Available	\$40,000,000
Line of Credit Drawn	\$0

**Government Relations & Legislative Affairs Committee**  
**Report on State Legislature Opening Day**

**Tue. Jan. 14, 2020** – Committee Chairman T. P. Tacbian attended Joint Hearing of the House & Senate Energy Committees on Hawaii Energy.

Officials present were Repr. Nicole Lowen, Chair-Presiding, Repr. Tina Wildburger, Vice Chair: Senator Glenn Wakai, Chairman.

Representing Hawaii Energy: Brian Kealoha, CEO & Carolyn Carl, Deputy Director. Topics covered were: State's goal of 100% Clean Energy by 2045; Residential Rebate Offerings; Community Workshops; Business Partners; Technical Assistance & Training; as well as EV Charging Stations.

Senator Wakai's closing remarks was the State of Hawaii should take the lead in Energy Efficiency and write the Blueprint for others to follow and not let Businesses and Residences bite the bullet.

**Wed. Jan. 15, 2020** – Directors present: T. P. Tacbian, Dee Crowell, David Iha. Staff: David Bissell, CEO; Mike Yamane; Beth Tokioka, & John Cox.

The day was spent visiting with key Legislators starting with Senate President, Ron Kouchi & House Speaker Scott Saiki. Others included Repr. James Tokioka, Dee Morikawa & Nadine Nakamura; Senators Wakai, Inouye, Kahele & informally with many Public Officials from throughout the State of Hawaii Including Gov. Ige, Mayor Victorino of Maui & Councilman Hokama also of Maui, to mention a few. All in all it was a very productive day and it was very clear to me that KIUC is well recognized throughout the State as a leader in Renewable Energy.

T. P. Tacbian, Chairman

David Iha, Member

Dee Crowell, Member

KIUC Charitable Foundation

January 28, 2020

At our monthly meeting held at KIUC Board Conference Room, the Foundation approved the following:

\$1,000 to the Glenn English Scholarship

\$2,000 to Hui O Mana Ka Puuwai Canoe Club

The Makana Program is slowly growing with 64 participants as of this date.

We welcomed First Lady Dawn Amamo-Ige who introduced the Ohana Readers program, a literacy program that focuses on reading with family. The program offers high-quality, age-appropriate Imagination Library books each month to children who are four year old and younger. Children who register for the program will receive one book each month in the mail approximately eight to ten weeks after their registration form has been submitted. The program operates through the Dolly Parton Imagination Library and is free of charge.

Director Iha suggested that we look into this at our last Board meeting and it was very appropriate and timely that the First Lady was on Kauai yesterday and was willing to come and address us.

This program will be made possible through a collaborative partnership between the Office of the Governor, the State Dept. of Human Services (DHS), Hawaii State Library System and non profit partners like the Dollywood Foundation, Friends of the Library.

First Lady Ige stated that Research shows that children are ready to learn in their earliest years, and this program provides no-cost opportunities for learning from birth through age four. 'Ohana Readers encourages family read-aloud time, an activity that increases the vocabulary and language skills of our children and contributes to their growing knowledge of the world.

More on this later, as the programs unfolds here on Kauai and what role, if any, our Charitable Foundation will play in this venture.

T. P. Tacbian, President

**KAUAI ISLAND UTILITY COOPERATIVE**  
**BOARD POLICY NO. 5**  
Reviewed 01/30/2018, 2020

**CONFLICTS OF INTEREST**  
**AND CONDUCT OF INTERESTED PERSONS**

**PURPOSE OF POLICY:**

Kauai Island Utility Cooperative (KIUC) has confidence in the loyalty and integrity of all members of its Board of Directors and staff. However, because of the importance of the subjects of conflicts of interest, improper corporate political activity and internal accounting controls of corporations, the Board of Directors considers it desirable to emphasize the policy of KIUC on these subjects and to publish this statement as a guide for all persons, including directors, officers and other management personnel, who might, by reason of their corporate duties, find themselves in a position where a conflict of interest may exist. This policy applies to the individuals identified in the policy and to any other individual who is provided and required by the Board of Directors to fill out an annual disclosure statement pursuant to this policy and is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and cooperative corporations.

**POLICY CONTENT:**

A. Definitions

1. Interested Person. Any director, officer or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

2. Family. The family of any individual shall include his/her spouse, partners in a civil union, domestic partners, reciprocal beneficiaries, children, siblings (whether of the

whole or half blood), grandparents, grandchildren, great grandchildren, and spouses of the same. Adopted children shall be considered the same as children by blood.

3. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or Family:

a. an ownership or investment interest in any entity with which KIUC has a business transaction or arrangement, or;

b. a compensation arrangement with the Corporation or with any entity or individual with which KIUC has a business transaction or arrangement, or;

c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which KIUC is negotiating a business transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are substantial in nature.

B. Procedures

1. Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence and nature of his/her financial interest to the directors and members of committees with board-delegated powers considering the proposed business transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after discussion with the Interested Person, the Interested Person shall leave the Board or committee meeting at which the financial interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

a. An Interested Person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

b. The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board or committee shall determine whether KIUC can obtain a more advantageous business transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous business transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in KIUC's best interest and for its own benefit and whether the transaction is fair and reasonable to KIUC and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy.

a. If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that

the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary or corrective action.

5. General Conduct of Interested Persons

a. Confidential Information. Confidential information pertaining to KIUC must be held in strictest confidence and may not be used as a basis for personal gain or advantage by an Interested Person, the Interested Person's Family, or others. Financial or other corporate information is not to be released to any person unless it has been published or otherwise made generally available to the public in accordance with applicable disclosure regulations, except as specifically approved by the Board of Directors.

b. Real Estate/Security Interests. Each Interested Person shall refrain from knowingly buying or selling, for his or her own account or the account of a member of his or her Family, any real estate, chattel, security or other interest which KIUC may be considering buying or selling, or has decided to buy or sell, until the decision by KIUC has been completely executed. Each Interested Person will also refrain from transmitting any knowledge of such consideration or decision or any other information which might be prejudicial to the interest of KIUC to any person other than in connection with the discharge of his/her corporate responsibilities.

c. Third Parties. Each Interested Person shall refrain from knowingly entering into any contract, agreement or transaction with a third party on behalf of KIUC which involves an improper or illegal advantage or disadvantage to such third party or to any competitor of such third party.

d. Gratuities. Each Interested Person must avoid placing himself or herself under actual or apparent obligation to anyone by accepting, or permitting his/her Family to

accept gifts or other favors where it might appear that they were given for the purpose of improperly influencing the Interested Person in the performance of his or her corporate duties. Interested Persons shall not accept any items of nominal or minor value, including but not limited to, any singular gift meal, entertainment or service, in excess of a \$100 value or repeated gifts of lesser value, except where there is a business reason and prior approval is granted by the Board of Directors.

e. Outside Activities. Each Interested Person shall avoid outside employment or activities which take away time and attention required by his or her corporate duties, or involve obligations which may in any way compete or conflict with the interest of KIUC, unless approved in advance by the Board of Directors.

C. Records of Proceedings

The minutes of the Board of Directors and all committees with board-delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest existed; and

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

D. Annual Statements



Every year at the Annual Meeting of KIUC's Board of Directors as specified in Article III, Section 6, of the KIUC Bylaws (or the Bylaws' successor provision), each director, officer and member of a committee with board-delegated powers shall sign a statement, in the form attached hereto and incorporated herein as Exhibit "A", which affirms that such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy, and;
3. Has agreed to comply with the policy.

Reviewed on this ~~30<sup>th</sup>-xx~~ day of January, 20182020

\_\_\_\_\_  
Calvin Murashige  
Secretary

Reviewed: 01/xx2020  
Reviewed: 01/30/2018  
Reviewed: 01/26/2016  
Reviewed: 02/25/2014  
Revised: 05/31/2011  
Revised: 02/22/2011  
Reviewed: 02/19/2008  
Original Adoption: 04/12/2000

**EXHIBIT "A"**

**CONFLICTS OF INTEREST STATEMENT**

I, \_\_\_\_\_, do hereby affirm as follows:  
PRINT NAME

1. I am an officer or a member of the Board of Directors or of a committee with board-delegated powers for Kauai Island Utility Co-op ("KIUC");
2. I have received a copy of KIUC's Board Policy No. 5 on Conflicts of Interest and Conduct of Interested Persons (the "Policy");
3. I have read and understood the Policy;
4. Unless otherwise indicated below and to the best of my knowledge, I am in full compliance with the Policy as of the latest date indicated below and agree to continue to comply with the Policy;
5. The following is a list of my business interest(s) and other organization(s) with which either I or my Family (as such term is defined in the Policy) is financially involved in any manner:

<u>Name of Organization</u>	<u>Name of Interested Person or Family Member</u>	<u>Nature of Involvement</u>

Executed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name:  
Title:  
  
Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**KAUA'I ISLAND UTILITY COOPERATIVE  
BOARD POLICY NO. 19  
(Revised 01/30~~xx~~/2018**2020**)**

**ANTI-RETALIATION AND WHISTLEBLOWING**

**PURPOSE OF POLICY:**

The purpose of this policy is to confirm Kaua'i Island Utility Cooperative's commitment to a work and learning environment free of retaliation.

**POLICY CONTENT:**

A. **General.** It is the policy of Kaua'i Island Utility Cooperative ("KIUC") to ensure that individuals who in good faith believe there is or may be an improper activity occurring at KIUC (a "Whistle Blower") may report such improper activity, cooperate with authorities, and take legal action without the fear of retaliation.

B. **Scope and Terms.**

1. KIUC strictly prohibits any Director, employee or agent of KIUC from engaging in any form of intimidating, detrimental (i.e. negative or uncooperative) or retaliatory action toward any Whistle Blower (including but not limited to a KIUC employee or KIUC member) who reports in good faith an improper activity or who at any time:

- a. provides information about such improper activity to KIUC's General Counsel, a KIUC Director, Department Head or Human Resources;
- b. makes a complaint of discrimination or harassment or a threat of and/or an act of violence (a "Complaint");
- c. cooperates with the investigation of a Complaint;
- d. acts as a witness or investigator during the investigation of a Complaint;

- e. reports or is about to report to an appropriate government body, orally or in writing, a violation or a suspected violation of a law or rule adopted pursuant to the law of Hawai'i, a political subdivision of Hawaii or the government of the United States, unless such person knows ~~that~~ the report is false (a "Violation");
- f. is requested by the government body to participate in an investigation, hearing, or inquiry held by that government body, or a court action, concerning a Violation.

2. Any Complaint brought in good faith to the attention of KIUC will be investigated promptly and, if required, corrective actions will be taken promptly. Confidentiality will be maintained throughout the investigatory process to the extent consistent with an adequate investigation, however, complete confidentiality and anonymity should not be expected during investigations.

3. Any person who engages in any form of intimidating, detrimental or retaliatory conduct shall be subject to appropriate disciplinary action, including termination of employment with respect to Staff.

4. Any KIUC Director, staff or agent having knowledge of a violation of the policy set out in item 1 above, or any other form of improper retaliation, shall immediately report the violation or retaliation to KIUC's General Counsel who shall report same to other necessary parties as required by law or court order. Retaliation for such reports of retaliation is likewise prohibited.

5. Based on the nature and circumstances of the reported alleged intimidating, detrimental or retaliatory actions, the General Counsel will perform an independent investigation as warranted or report the violations for investigation and appropriate actions as follows:

- a. to the Manager of Human Resources, for all employees below the Department Head level;
- b. to the CEO for Department Heads; and
- c. to the Board of Directors for the CEO

6. The KIUC's General Counsel shall investigate any reports of alleged intimidating, detrimental or retaliatory actions and submit the results of any investigation to the KIUC Finance and Audit Committee, which shall submit a recommendation to the Board of Directors.

7. The Board of Directors does not delegate the authority to act on any form of intimidating, detrimental or retaliatory actions by or concerning the CEO.

8. The CEO shall report on actions associated with this policy to the Board of Directors on an as-needed basis.

**RESPONSIBILITIES:**

The CEO is delegated responsibility and authority for the administration and implementation of this policy.

Adopted on this ~~30th~~<sup>xx</sup> day of January, ~~2018~~<sup>2020</sup>.

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Calvin Murashige, Secretary

Reviewed: 01/xx/2020  
Reviewed: 01/30/2018  
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