

ANNUAL MEETING OF THE BOARD OF DIRECTORS
KAUA`I ISLAND UTILITY COOPERATIVE
Held at KIUC Main Conference Room and Video Conference Call
On March 27, 2023

MINUTES

Vice Chairman TenBruggencate called the meeting to order at 12:30 p.m.

1. Roll Call.

- 1.1. **Directors present:** Directors Jan TenBruggencate (Vice Chair), Janet Kass, David Iha, James Mayfield, Calvin Murashige (Secretary), Teofilo Tacbian, and Peter Yukimura (Treasurer); David Bissell (CEO).
- 1.2. **Directors present via Video Conference Call:** Directors Allan Smith (Chair), and Dee Crowell. A quorum of directors was present
- 1.3. **Others present:** Stacie Dellamano (CFO), Brad Rockwell (COO), Laurel Loo (General Counsel), Teresa Amoy (Executive Administrator)
- 1.4. **Others present via Video Conference Call:** John Cox (T&D Mgr.), Beth Amaro (Member Services & Communications Mgr.), Chris Yuh (Mgr. of Finance, Risk & Analytics), Daurice Arruda (Accounting Mgr.), Corinne Cuaresma (Controller), Scott Sato (Energy Services Supervisor), Erin Tsuda (Finance Mgr.), Lisa Ubay (Mgr. of HR & Safety); Members of the press (0) and Members of the public (1)

2. **Approval of Agenda.** The Board of Directors' Annual Meeting agenda of March 27, 2023, was approved as circulated

3. **Public Testimony.** None

4. **Swearing in of new Directors.** At 12:31 p.m. Judge and General Counsel Laurel Loo administered the oath of office to the newly elected directors Dee Crowell, James Mayfield, and Allan Smith

5. **Executive Session.** None

6. Organizational Items.

6.1. Election of Officers for 2023

Nominations for officers were presented by Vice Chair TenBruggencate 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

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

[Motion: Iha] [Second: Tacbian]

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

Motion carried

6.2. Committee Appointments for 2023:

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, James Mayfield, Calvin Murashige, Allan Smith, and staff member CFO Dellamano
- Government Relations & Legislative Affairs (GRLA)
 - ◇ Chair – Phil Tacbian
 - ◇ Members – David Iha, James Mayfield, Peter Yukimura, and staff members CEO Bissell and Beth Amaro
- 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 member Beth Amaro
- Policy
 - ◇ Chair – Janet Kass

- ◇ Members – Dee Crowell, Cal Murashige, Phil Tacbian, Jan TenBruggencate, General Counsel Laurel Loo, and staff member CEO Bissell
- Strategic Planning
 - ◇ Chair – James Mayfield
 - ◇ Members – Dee Crowell, David Iha, Janet Kass, Allan Smith, staff members CEO Bissell and COO Rockwell
- Nominating
 - ◇ Chair Dee Crowell
- Loan Review
 - ◇ Chair – Phil Tacbian
 - ◇ Member – Janet Kass

MOTION: Director Yukimura moved for the nomination of committee appointments to be closed and approval of slate of committees. Director Murashige seconded the nomination, which carried unanimously

[Motion: Yukimura] [Second: Murashige]

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

Motion carried

7. **Adjournment.** Whereupon, there being no further business the meeting was adjourned at 12:35 p.m. by unanimous consent

Respectfully submitted,

Calvin Murashige
[Calvin Murashige \(Apr 27, 2023 14:43 HST\)](#)
 Calvin Murashige
 Secretary