

**Board of Directors Meeting**  
**1:00 p.m., November 21, 2023**  
**Via Zoom Webinar**  
**Please register at**  
**[Webinar Registration - Zoom](#)**

AGENDA

1. Roll Call
2. Approval of Agenda
3. Approval of Minutes
  - 10-26-23 Regular Meeting
4. President's Report – David Bissell, President and CEO
5. Financial Report – Stacie Dellamano, CFO
6. NRECA Hawai'i Director Report – David Iha
7. Charitable Foundation Board – Phil Tacbian
8. Public Testimony - Testimony must be in written form and received via email at [testimony@kiuc.coop](mailto:testimony@kiuc.coop) no later than Monday, November 20, 2023, at 12:00 noon to be received in time for distribution.
9. New Business
  - Policy 20 Fiduciary Duty and Appointment to Fill Board Vacancies (**Policy, Action Item**)
  - Board Request Approval for Attorney Invoices over the CEO Approval Limit (**F&A, Action Item**)
10. Calendar
  - **December 1, 2023** – Lights on Rice Parade (5:00pm – 8:00pm)
  - **December 6, 2023** – Board Budget Workshop (1:00pm, MCR)
  - **December 7, 2023** – Board Committee Meetings (9:00am, MCR)
  - **December 14, 2023** – Regular Board Meeting (1:00pm, via Zoom)
  - **December 16, 2023** – Waimea Lighted Parade (5:00pm – 9:30pm)
  - **December 22, 2023** – HOLIDAY – Christmas Eve (KIUC Offices Closed)
  - **December 25, 2023** – HOLIDAY – Christmas Day (KIUC Offices Closed)
  - **December 29, 2023** – In observance of New Year's Eve, KIUC Offices open ½ day
11. Executive Session

Pursuant to Board Policy No. 16 the Board may, when deemed necessary, hold an executive session closed to the public on matters limited to those specified in Policy No. 16.

  - Legal consultation with regard to ongoing litigation.

- Matters which could affect ongoing or potential negotiations in legal or administrative proceedings.
- Hiring, evaluating, dismissing or disciplining an officer or employee.

In addition, other matters may come before the Board within the parameters of Board Policy No. 16 which need to be discussed in Executive Session.

12. Adjournment – Adjournment scheduled for 3:30 p.m. or before if all business has been concluded by that time. If not, at that time, the Directors may decide by majority vote to adjourn the meeting to a date and time to be determined in order to conclude the business.