



**HĀLĀWAI KŪMAU A KE KŌMIKE HO'okele A HŌ'OIA  
KE'ENA KULEANA HO'OKIPA O HAWAII**

**ADMINISTRATIVE AND AUDIT STANDING COMMITTEE MEETING  
HAWAII TOURISM AUTHORITY**

**HĀLĀWAI KELEKA'A'IKE  
VIRTUAL MEETING**

**Pō'alima, Pepeluali 14, 2025 ma ka hola 1:00 p.m.  
Friday, February 14, 2025 at 1:00 p.m.**

*E mālama 'ia ka hālāwai ma o ka Zoom.*

Meeting will be held via Zoom.

<https://us06web.zoom.us/j/85314346910>

*E noi 'ia paha 'oe e kāinoa me kou inoa a leka uila paha. E 'olu'olu, e ho'okomo i kou inoa piha akā hiki nō iā 'oe ke ho'ohana i ka inoa kapakapa e like me kou makemake.*

You may be asked to enter your name or email. The Board requests that you enter your full name, but you may use a pseudonym or other identifier if you wish to remain anonymous.

**Kelepona / (719) 359-4580  
Helu Hālāwai / Webinar ID: 853 1434 6910**

*Hiki i ka lehulehu ke hō'ike mana'o ma o ka palapala a i 'ole ma o ka waha. E kau palena 'ia ka hō'ike mana'o waha (ma ke kino a i 'ole ma o ka Zoom) he 'elima minuke ka lō'ihī no kēlā me kēia kumuhana. E kāinoa no ka hō'ike mana'o waha ma ke pākaukau ho'okipa ma ka lumi hālāwai. E kāinoa no ka hō'ike mana'o waha ma o ka Zoom ma o ke pihi "Q&A."*

Members of the public may provide written or oral testimony on agenda items. Oral testimony (in-person or via Zoom) will be limited to five minutes for each testifier per agenda item. Signup for oral testimony via Zoom will be accepted through the Q&A feature on Zoom.

*E ho'ohui 'ia nā palapala hō'ike mana'o i hiki ma ka pū'olo hālāwai. E leka uila 'ia nā palapala iā Carole Hagihara-Loo ma [carole@gohta.net](mailto:carole@gohta.net), a i 'ole, e lawe kino 'ia i ke ke'ena. No nā palapala hō'ike mana'o i hō'ea mai ma hope o ka pa'a o ka pū'olo hālāwai ('elua lā ma mua o ka hālāwai), e kāka'ahi 'ia nā kope i ke kōmike a e mākaukau no ka 'ike 'ia e ke anaina ma ka hālāwai.*

Written testimony received ahead of the preparation of the committee packet will be included in the packet. Email written testimony to Carole Hagihara-Loo at [Carole@gohta.net](mailto:carole@gohta.net) or hand-deliver or send via postal mail to the Hawaii Tourism Authority office, 1801 Kalākaua Avenue, 1<sup>st</sup> Floor, Honolulu, HI 96815. Written testimony received after the issuance of the committee packet (two business days prior to the meeting) will be distributed to the committee.

**PAPA KUMUMANA'O**  
**AGENDA**

1. *Ho'omaka*  
**Call to Order**
2. *Kikolā*  
**Roll Call to Announce Name of Participating Board Members and to Identify Who Else is Present with Board Member if Location is Nonpublic**
3. *'Āpono Mo'olelo Hālāwai*  
**Approval of Minutes of the January 16, 2025, Administrative & Audit Standing Committee Meetings**
4. *Kūkākūkā A Ho'oholo No Nā Kānāwai Ke'ena*  
**Discussion and/or Action on Modification of Bylaws of the Hawai'i Tourism Authority**
5. *Kūkākūkā A Ho'oholo No Nā Kuleana 'Aha'ōlelo A Aupuni*  
**Discussion and/or Action on Legislative and Government Affairs**
6. *Kūkākūkā No Nā Kumuhana Pili Kū'ai\*\*\**  
**Discussion and /or Action on Procurement and Vendor Issues\*\*\***
7. *Kūkākūkā No Nā Kumuhana Pili Limahana\*\*\**  
**Discussion and/or Action on Personnel Issues\*\*\***
8. *Ho'oku'u*  
**Adjournment**

\*\*\* **'Aha Ho'okō:** *Ua hiki i ka Papa Alaka'i ke mālama i kekahi hālāwai kūhelu i kū i ka Hawai'i Revised Statutes (HRS) § 92-4. E mālama 'ia kēia hālāwai kūhelu nei ma lalo o ka § 92-5 (a)(4), § 92-5 (a)(8) and §201B-4(a)(2) no ka pono o ko ka Papa Alaka'i kūkā a ho'oholo 'ana i nā nīnūnē a nīnau i pili i ko ka Papa Alaka'i kuleana me ko ka Papa Alaka'i loio. He hālāwai kūhelu kēia i 'ole paulele 'ia ka 'ikepili a i mea ho'i e mālama kūpono ai i ko Hawai'i 'ano, he wahi i kipa mau 'ia e nā malihini.*

\*\*\* **Executive Session:** The Board may conduct an executive session closed to the public pursuant to Hawai'i Revised Statutes (HRS) § 92-4. The executive session will be conducted pursuant to HRS § 92-5 (a) (2), § 92-5 (a)(4), § 92-5 (a)(8) and §201B-4(a)(2) for the purpose of consulting with the board's attorney on questions and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities; to consider hiring and evaluation of officers or employees, where consideration of matters affecting privacy will be involved; and to discuss information that must be kept confidential to protect Hawai'i's competitive advantage as a visitor destination.

*Inā he lawelawe a mea like paha e pono ai ke kīnānā, e ho'oka'a'ike aku me Carole Hagihara-Loo ma (808)-973-2289 a ma ka leka uila e like me ka wikiwiki i hiki, 'a'ole ho'i a ma 'ō aku o ka 'ekolu lā ma mua o ka hālāwai. Inā 'ike 'ia he noi i ka lā ma mua o ka hālāwai, e ho'ā'o mākou e 'imi i ka lawelawe a mea like paha, 'a'ole na'e ho'i e hiki ke ho'ohiki 'ia ke kō o ua noi lā. Ua noa pū kēia ho'olaha ma nā kino 'oko'a e like me ka mea pono.*

If you need an auxiliary aid/service or other accommodation due to a disability, contact Carole Hagihara-Loo at (808) 973-2289 or [carole@gohta.net](mailto:carole@gohta.net) as soon as possible, preferably no later than 3 days prior to the meeting. Requests made as early as possible have a greater likelihood of being fulfilled. Upon request, this notice is available in alternative/accessible formats.

*E like nō me ka 'ōlelo o ke Kānāwai Hawai'i i ho'oholo 'ia māhele 92-32.7, e mālama ana ke Ke'ena Kuleana Ho'okipa o Hawai'i i kekahi wahi e hiki ai ka po'e o ka lehulehu ke noho a komo pū ma nā hālāwai ma o ka ho'ohana 'ana i ka 'enehana pāpaho (ICT). Aia ana kēia 'enehana pāpaho ma ka papahela mua o ka lumi ho'okipa i mua o ke Ke'ena Kuleana Ho'okipa o Hawai'i ma ka Hale 'Aha. 'O 1801 Kalākaua Avenue, Honolulu, Hawai'i, 96815 ka helu wahi.*

In accordance with HRS section 92-3.7, the Hawai'i Tourism Authority will establish a remote viewing area for members of the public and board members to view and participate in meetings held using interactive conference technology (ICT). The ICT audiovisual connection will be located on the 1st Floor in the Lobby area fronting the Hawai'i Tourism Authority at the Hawai'i Convention Center at 1801 Kalākaua Avenue, Honolulu, Hawai'i, 96815.

# **3**

## **Approval of the Minutes of the January 16, 2025 Administrative & Audit Standing Committee Meeting**



**ADMINISTRATIVE & AUDIT STANDING COMMITTEE MEETING  
HAWAII TOURISM AUTHORITY  
Thursday, January 16, 2024, at 10:00 a.m.**

**Virtual Meeting**

**MINUTES OF THE ADMINISTRATIVE & AUDIT STANDING COMMITTEE MEETING**

<b>MEMBERS PRESENT:</b>	James McCully (Chair), Todd Apo, David Arakawa, Mahina Paishon, James Tokioka (Ex Officio, DBEDT Director)
<b>HTA STAFF PRESENT:</b>	Daniel Nāho'opi'i, Isaac Choy, Kalani Ka'anā'anā, Kristen Colburn
<b>LEGAL COUNSEL:</b>	John Cole

**1. Call to Order**

Chair McCully called the meeting to order at 10:00 a.m.

**2. Roll Call to Announce Name of Participating Board Members and to Identify Who Else is Present with Board Member if Location is Nonpublic**

Ms. Colburn conducted the roll call, and members were confirmed in attendance by themselves.

**3. Approval of Minutes of the July 22, 2024 and December 13, 2024**

Mr. Arakawa proposed a motion to approve the minutes, and Ms. Paishon seconded it. The motion passed unanimously.

**4. Discussion and/or Action on the Selection of a Vice Chair for the Administrative and Audit Standing Committee**

Chair McCully reminded members that almost all of the minutes of the December meeting were concerned with the selection of a chair and a vice chair. He noted that the bylaws did not mention the establishment of vice chairs for any committees and suggested that perhaps this omission should be addressed in a modification of the bylaws.

The Chair nominated Mr. Arakawa as Vice Chair, and the nomination was seconded by Dir. Tokioka.

Chair McCully informed committee members that the ensuing discussions would be democratic and no comments would be too slight to be discussed.

Ms. Paishon stated that she had two points and asked AG Cole to verify that the position of Vice Chair in subject area committees was not a requirement. AG Cole confirmed that the bylaws only mentioned the position of Chair, which *"may be selected by the Board."*

Ms. Paishon inquired about the rationale behind this.

AG Cole and Dir. Tokioka replied that they did not know. However, Dir. Tokioka expanded that the term "may" sufficed; in recent Boards, there had been issues of quorums and individuals not wishing to serve. The present Board might determine whether a Vice Chair should be appointed or a smaller committee might not need a Vice Chair.

Ms. Paishon asked if the appointment would be referred to the full Board in the event of a vote.

Chair McCully confirmed that this inquiry was addressed to AG Cole.

AG Cole stated that the bylaws said nothing about Vice Chairs, but he assumed that the Board could change the decision made by the committee.

Ms. Paishon suggested that the revision of the bylaws should also be discussed.

Chair McCully asked for other comments.

Mr. Nāho'opi'i stated that operationally, he recommended a Vice Chair to avoid situations that had arisen; currently, the Branding Standing Committee had no Vice Chair. The absence of a Vice Chair meant that if the Chair had left or could not participate, the committee meeting could not occur. He recommended that each committee should have a Vice Chair, especially if they planned to meet often.

Chair McCully thanked everyone and stated that the bylaws needed to be modified, as it was not sufficient to have a policy. The Board established committees, appointed chairs, and appointed members to committees so the Board could control the identity of the Vice Chair of this or any other committee. The Administrative and Audit Standing Committee (AASC) would make a recommendation, and the Board would decide in an open session.

The Chair called for a vote and Ms. Colburn conducted the roll call vote. The motion was carried unanimously.

## **5. Approval of the Hawai'i Convention Center Space Use Policy**

The Vice President of Finance, Mr. Isaac Choy, stated that he would lead the discussion and reminded the Chair that the HCC Space Use Policy had been included in the documents provided for the meeting.

Mr. Arakawa informed the Chair that he would be temporarily away from the meeting for three to five minutes.

Mr. Choy stated that the space use document memorialized policies already being followed as of January 1, 2025. The document was the HTA policy on governing its spaces at the HCC.

Mr. Choy explained that the major change was that Boardrooms A and B would be designated as part of the HTA offices, and the HTA would control their use. If the HTA were to hold a meeting involving a larger number of people, such as 50, who could not fit in their boardrooms, the HTA would sign a direct contract with the HCC management, which would determine issues such as price and availability. He reminded committee members that other governmental agencies used the HCC, and there was a cost policy for State, County, or Federal agencies, all of which received a discount. He repeated that the space use policy described what had already been taking place.

Mr. Ka'anā'anā asked who decided which of the three tariff levels was appropriate.

Mr. Choy explained that there was a specific tariff for HTA functions internal to the HTA.

Mr. Ka'anā'anā added that when the HTA partnered with an outside agency, there was a 50% discount on rent, but the market rate was charged for beverages, AV, and Smart City Networks services. Otherwise, outside agencies were charged the regular market rate.

Mr. Choy explained that the staff had developed this policy with fairness as the primary consideration since the HCC was a State facility, and its use had to be fair for everyone across the State. This policy was implemented on January 1, 2025, and a copy has been provided for HCC management to follow. Additionally, the HCC management was asked to notify Mr. Choy if any other organization had rented space.

Mr. Choy asked the Chair to entertain a motion to approve the policy.

Chair McCully responded that he had initially assumed this was a non-voting item, but since the agenda mentioned "Approval," it needed to be voted on.

Mr. Ka'anā'anā noted that the Board had to approve policy changes.

Dir. Tokioka asked who drew up the contract forms used.

Mr. Choy explained that if the HTA participated in the use, it was an HTA form. If no HTA personnel were involved, the application went straight to the HCC management, who would draw up their own form to use space.

Dir. Tokioka asked what would happen if Gov. Green or Lt. Gov. Luke wished to hold a meeting at the HCC.

Mr. Choy replied that if they were to use Boardrooms A and B, they would apply to the HTA, but they would go straight to the HCC management if the meeting involved a larger number of people, such as 100.

Dir. Tokioka asked whether the HCC management was aware of the space use policy, and Mr. Choy confirmed this.

Dir. Tokioka asked whether this policy had previously been in place.

Mr. Choy responded that while there was now an approval line on the form, this had not previously been the case.

Mr. Ka'anā'anā stated that when the HCC received a request from a state agency to benefit from the 50% discount, the HCC salesperson would usually request a formal letter specifying the agency requesting the rebate and the purpose of the meeting. For instance, the HTA was to partner in hosting a Visitor Safety Conference on January 29, and the HTA would provide a letter specifying the identities of the co-hosting agencies.

Mr. Choy reminded members that when a government agency rented the space and cocoa or coffee was involved, DAGS had a policy with additional restrictions after about three and five hours.

Mr. Ka'anā'anā noted that non-profit organizations had to pay for the beverages.

The Chair stated that the AASC had to approve the HCC Space Use policy for referral to the Board as a whole.

Mr. Choy asked for a motion to approve the HCC Space Use policy.

Chair McCully proposed a motion to approve the HCC Space Use policy and Dir. Tokioka seconded it. The Chair then asked for further discussion.

Mr. Apo asked whether this entailed changes from the previous policy.

Mr. Choy stated that there had been no changes to the policy detailed in the document

provided to committee members.

Mr. Apo inquired whether this policy needed to be approved by the Board, whether a retroactive approval date could be set, and whether this posed any risk to activities that occurred prior to approval.

Mr. Choy replied that there had been a break-in period. He also noted that there had been a time period when no meetings of the AASC had been held. He explained that the space use policy had been part of the HCC management contract effective January 1, 2025. He did not believe there would be any jeopardy if the policy were approved later.

Mr. Apo raised concerns about implementing policy without Board approval.

Mr. Choy stated that the document described the method as already in use, but there had been no committee meetings for a long time.

Mr. Apo responded that if the policy required Board approval, it should not be followed without this approval.

Mr. Arakawa expressed uncertainty about whether the policy required Board approval. He explained that this was a contract related to the HCC, and if it was changed after signing, the HCC might request other changes. He believed the policy implemented the right course of action. He added that the contract with the HCC had started without an AASC meeting. Even though, in a perfect world, the policy would have been discussed and approved before the contract was signed, he thought it was good that the HCC had agreed to the policy. He agreed that in the future, committees needed to meet and discuss policies before they were included in contracts.

Mr. Nāho'opi'i stated that, in practical terms, the HTA had previously worked with the HCC policies on space requests. This policy placed certain limits and requirements on staff and better aligned with what the HCC allowed under State rules for space and food requests. Previously, the HCC rules had included an agreement with the HTA about discounts.

Ms. Paishon asked why, out of all the issues that needed to be addressed by the full Board, this one had become a priority at present.

Chair McCully explained that the agenda sequence had presumed this was a pro forma process for the policy, which would have been discussed and moved on. However, a lengthier discussion had transpired, with questions about sequencing and timing. He noted that the HTA Space Request Form had been revised on September 24, 2024, and modifications had been generated. The space use policy was designed to elaborate on the form. He believed the policy was sufficiently well-developed and that the AASC's oversight mainly concerned

implementation.

Mr. Apo stated that the policy was good and appreciated the way it was written. He was concerned that incorrect procedure should not be justified by the lack of a committee meeting. He hoped the policy would be approved and they would move forward.

Chair McCully noted that backdating was not good for policies, checks, or contracts. Since there was no further discussion, he called for a vote on the motion. Ms. Colburn conducted the roll call vote, and the motion was carried unanimously.

## **6. Discussion and/or Action on Modification of Bylaws of the Hawai'i Tourism Authority**

Chair McCully thanked Ms. Paishon for reminding him about this issue during the previous agenda item. The lack of clarity in the bylaws and the need to modify them had been discussed in previous AASC meetings. The Minutes of the December meeting included many paragraphs about the need to clarify the bylaws, including interventions by AG Cole.

Chair McCully expressed his desire for the AASC eventually to generate modifications, but the task for that day was to begin a discussion. He believed that committee members should discuss what they saw as a lack of clarity or a need to augment the HTA bylaws. He asked whether anyone had made a list in preparation for the meeting.

Chair McCully clarified that according to the bylaws, the committee establishment was the board's responsibility. It had been customary for the Chair to establish committees and appoint the chairs of those committees. This task had never been delegated to the Board Chair, and Chair McCully believed that clarification of the bylaws was overdue. He called for discussion on this matter.

Mr. Arakawa agreed that it was important to clarify in writing what had already been done and address new issues before they arose, which was in line with Mr. Apo's comment.

Chair McCully thanked Mr. Arakawa and inquired about how the bylaws should address the generation of committees, whether that would be in a standing committee, as an agenda item at the beginning of the calendar year, or the Board meeting preceding the beginning of either the calendar or the fiscal year.

Mr. Apo stated that he was unsure whether a specific date or time could be set because, in his experience, Board memberships changed at random times. Whenever those changes occurred, committees had to be adjusted accordingly instead of using a calendar or fiscal year-end.

Chair McCully asked for further input.

Dir. Tokioka addressed Mr. Apo's concerns by noting that the bylaws appeared to cover timing

and stated that committees could be adjusted at any time.

Chair McCully concluded that instead of modifying the bylaws, a policy should qualify the implementation.

Dir. Tokioka concurred and suggested clarifying the delineations of responsibilities for each committee chair and the Board Chair. In the past, some Board members had made it clear to the President/CEO whether or not they were authorized to go to the Capitol. Therefore, although written bylaws were still being followed, additional clarification on access to the Capitol might be needed.

Chair McCully acknowledged that this needed to be addressed. However, he intended to start with the broader subject of standing committees and the assignment of members and chairs of those committees, which, based on historical custom, had been the prerogative of the Board Chair. The Chair hoped that this could be clarified because it had been challenging for the HTA Board to establish and populate committees. This issue needed to be addressed either by policy or by modifying the bylaws.

Dir. Tokioka apologized for misunderstanding part of Chair McCully's comments.

Chair McCully asked AG Cole if it would be better to address this issue by modifying the bylaws or creating a policy.

AG Cole replied that modification of the population of committees and the appointment of chairs would be better addressed by amending the bylaws. He believed that reviewing the bylaws was a promising idea, as there might be other issues besides forming standing committees that needed to be amended. It had been a long time since the bylaws had been reviewed. The AASC could make suggestions and recommend them to the Board. The Board could review and amend the bylaws at any time, but starting with a review by the AASC would be good.

Dir. Tokioka added that he believed that it was essential for Board selections for standing committees to go through the committees first. In that way, the committee assignment process could fall under this or any other committee, ensuring that half of the Board members were potentially on most of these standing committees. Some of the discussions that occurred in the monthly full Board meetings could be conducted in the standing committees, thereby reducing the time spent in full Board meetings.

Chair McCully thanked Dir. Tokioka and noted that any recommendation made by the AASC for bylaw modifications would be debated at the full Board and possibly further modified or dismissed. In response to AG Cole's input, the Chair suggested creating an outline for the bylaws. During the December meeting, he explained that the bylaws had become imprecise,

unwieldy, or silent on some issues. For instance, the bylaws were silent on the composition of standing committees, and this omission had to be addressed.

Ms. Paishon asked about the process in the future and whether there would be a full review and recommendation.

AG Cole responded that he hoped to determine if it was appropriate for the AASC to look at the bylaws first. The Chair had asked about areas where changes might be necessary and what amendments might be required. AG Cole believed this committee might be the most appropriate for this task.

Ms. Paishon asked Chair McCully to lay out a timeline so the committee members could thoroughly review the bylaws.

Chair McCully stated that he was considering breaking the bylaws into sections and assigning them to various members, each of whom would be responsible for reviewing their own section and possibly conferring with another member occasionally. This would avoid one person imposing their narrative on the bylaws.

Chair McCully mentioned other areas of concern, such as the annual evaluation of the CEO. He pointed out that years had passed without evaluations and that the evaluation of the previous CEO was not available in the files. It had allegedly been done by a single person, the Board Chair. In Chair McCully's understanding, it was inappropriate for a single person to make this evaluation and keep it to themselves. This was not an evaluation at all. The Chair intended to follow the practice of other State entities and observed that he had seen the outline of the questions in the previous CEO's evaluation.

Mr. Choy suggested that personnel issues be deferred to Agenda Item 9.

Chair McCully referred to another item in the bylaws, the powers of the Chair. He noted that while it was appropriate to delegate powers to the Chair, it was not appropriate for the Chair to assume that all powers belonged to him at all times. This was a concern with any board, at any level, and with any chair, whether they were benign or despotic. Chair McCully added that it was important to enunciate the responsibility of the Board for delegating powers.

Dir. Tokioka thanked Chair McCully and Ms. Paishon for their contributions and commented that the bylaws were 4½ pages long. He suggested that the Chair could ask whether particular committee members preferred to work on specific bylaws. There were just seven articles, so it was not a lot. Some members might be more focused on definitions or offices.

Chair McCully thanked Dir. Tokioka. He asked if it was the consensus that the articles should be shared among committee members, with each taking one or two articles, and at the next

committee meeting, they would give their thoughts and suggestions.

Mr. Apo expressed concern that dividing the articles might create unintended gaps between them, as they were interrelated. He suggested that, given their brevity, each member could review all the articles.

Mr. Arakawa agreed, adding that the articles were short enough to review as one document.

Ms. Paishon suggested that the bylaws should be reviewed in a dedicated two-hour meeting in which everyone would bring their comments, aiming to achieve a consensus.

Chair McCully asked Mr. Nāho'opi'i for his thoughts.

Mr. Nāho'opi'i mentioned that some Board policies related to operational issues, such as confidentiality statements, voting, public statements, and the Board's day-to-day activities. AG Cole would provide better clarity for operational issues by giving guidance on what was policy-based and what was bylaw-based.

Chair McCully believed that the AASC could create a working document differentiating between policy, structure, and bylaws which could be reviewed by staff and AG Cole. The Chair proposed calling a special meeting around mid-February to give members time to review the bylaws and highlight significant areas. The Chair suggested that the minutes of the previous meeting could be used to identify the gaps highlighted by AG Cole. The agenda for the proposed meeting would focus solely on the bylaws, aiming to create a working document to be reviewed by staff and AG Cole and eventually submitted to the Board, ideally in the March-April period.

Mr. Choy suggested setting a mid-February meeting date, proposing a tentative deadline for all suggestions to be submitted. He recommended a two-hour meeting with only one agenda item: the bylaws.

Chair McCully agreed and stated that an availability poll would be conducted.

Mr. Choy concurred that members' availability should be surveyed, but he added that suggestions for the bylaws were also needed.

Chair McCully proposed February 10 as the deadline for members to review the bylaws and make recommendations. He added that Mr. Choy would compile suggestions as they came in, ensure everyone received a copy, and conduct an availability poll for a special mid-February meeting solely focused on bylaw changes.

Mr. Choy promised to send reminders and asked Chair McCully if there would be any issues with other members contributing to the review.

AG Cole stated that it was acceptable for committee members to gather information from staff

and other stakeholders.

Mr. Choy mentioned that Ms. Hagihara would be polling members for a two-hour, one-agenda-item meeting mid-February.

Mr. Nāho'opi'i raised concerns about the clear delineation of subject matter for each committee and how the committee would act, such as which topics were under AASC, and which were under the Budget, Finance, and Convention Center Standing Committee (BFCCSC). He also questioned who made assignments or determinations if there were questions, using wage structure in some organizations as an example.

Mr. Choy interjected, asking if the Chair would expand the invitation for bylaw change suggestions to include staff and Board members.

Chair McCully confirmed that staff could also give suggestions.

Mr. Choy clarified that suggestions could come from any Board member and any staff member and undertook to gather the information, with February 10 as the due date, in preparation for a special meeting to be held in mid-February.

Chair McCully thanked Mr. Choy and asked Mr. Nāho'opi'i if he had any further comments.

Mr. Nāho'opi'i stated that he would confer with staff and document his suggestions.

Mr. Apo mentioned that he had compiled a list while reviewing the bylaws and would submit his suggestions.

Chair McCully thanked Mr. Apo.

Ms. Paishon left the meeting with the Chair's permission, and the Chair verified that there was still a quorum.

## **7. Discussion and/or Action on Modification of the Administrative and Audit Standing Committee's Charter**

Ms. Colburn introduced the discussion and/or action on modifying the Administrative and Audit Standing Committee's charter.

Mr. Choy explained that the charter had been included in the handout. The charter listed the activities that the AASC should conduct, and Mr. Choy proposed adding item number 4, "Personnel actions and/or issues."

Chair McCully thanked Mr. Choy and noted a gap in the AASC charter. The charter required evaluating the CEO and executing internal audit controls, including codes of conduct and

integrity, which suggested staff oversight. However, no standing committee had been assigned to oversee personnel matters. He believed this should be addressed in the discussion on bylaws and noted it would be included in Agenda Item 7.

Mr. Choy asked if the Chair would prefer "personnel matters" or "personnel issues."

Chair McCully consulted AG Cole, who commented that the two terms were similar enough that it did not matter. The Chair noted that many people did not like to be identified as having "issues," so "matters" would be preferable.

He explained that, under its current charter, the AASC was responsible for reviewing existing policies and making recommendations to modify and amend them. If the bylaw review addressed the establishment and appointment of members and chairs of committees, he wanted this to be established as a policy. For example, if staff or AG Cole recommended that a bylaw should not be modified, it could instead be kept as a policy. The same applied to the evaluation of the CEO; if it were specified as a policy, it should be kept within the existing language of the charter and developed and utilized as a policy.

Chair McCully pointed out that the AASC was also responsible for matters relating to legislative and governmental affairs, but in his experience, this had not occurred. Instead, the legislative permitted interaction group (PIG) managed legislative and governmental affairs. The Chair noted that although the PIG had been designed to be nimble and responsive to changing times at the legislature, there was a year-round concern about oversight of the legislative process because the HTA was inherently a political entity under Statute 201(b), which had been changed frequently.

The Chair considered that the AASC should review and report to the Board on the current status of the HTA as an attached agency and how the meaning of Statute 201(b) had changed. The PIG could be a responsive entity given that Board and committee meetings had to be agendaized and scheduled far in advance. However, the Chair warned that the responsibilities of the PIG and the AASC should be clarified to avoid redundancy and overlap. Alternatively, legislative oversight could be removed from the AASC charter, and the legislative PIG could be made permanent with a well-enunciated charter.

Mr. Choy asked for a motion to add "Number 4: Personnel Matters" to the charter.

Chair McCully recommended the inclusion of this issue in the review of the bylaws.

Mr. Choy sought clarification and reiterated his request to add "4. Personnel Matters" to the charter.

Mr. Arakawa believed that adding personnel matters to the charter of the AASC was a good

starting point.

Chair McCully asked Mr. Choy to confirm that if the AASC recommended modifying the charter with a fourth point, "Personnel Matters," there should be clarification in the charter that the AASC should provide guidance on personnel matters.

Chair McCully asked for input from AG Cole.

AG Cole pointed out that the description in the bylaws was the same as that in the charter, and amending the bylaws would solve the problem, but amending the charter to be more specific than the bylaws was another possibility.

Chair McCully inquired about the legal process for modifying the charter.

AG Cole responded that he was unsure if there was a particular process.

Mr. Nāho'opi'i reminded committee members that the Board had to approve changes in the bylaws, including changes in the responsibilities of the standing committees, and Mr. Ka'anā'anā confirmed this.

Chair McCully agreed that this had also been his understanding and pointed out that he did not see how Mr. Choy's suggestion of "tweaking a few words" could be done other than by changing the bylaws through a full Board vote. The agenda for the following day's Board meeting had already been finalized, but if the change in the bylaws were to be brought up in the following day's meeting, the change could be effected by the end of the month. The Chair had the impression that Mr. Choy was proposing this.

Mr. Choy was concerned about ensuring that the AASC charter would be standard to what was being considered in the present meeting.

Chair McCully asked for the opinion of committee members about an ad-hoc correction of the gap in the allocation of standing committees, as no committee had been charged with oversight of personnel matters.

Mr. Ka'anā'anā stated that the bylaws contained descriptions of each of the committees. If the AASC charter were to be changed, an official amendment of the bylaws would be the appropriate process. Oversight of personnel matters would be through a standing committee, but the process would be through the bylaws because the powers of the standing committees were defined in the bylaws. He added that part of the reason for this gap might be that Statute 201(b) gave the Board the power to hire and fire the CEO, and the CEO hired and fired staff subject to the statute. This might be why the bylaws did not address personnel matters at a committee level since the CEO oversaw them.

Mr. Arakawa asked Mr. Ka'anā'anā to specify the caveat in the statute and questioned whether it stated, "*Subject to approval by the Board.*" He commented that Mr. Ka'anā'anā's argument could have been interpreted to mean, "Board, stay out of it! The CEO does everything!"

Mr. Ka'anā'anā responded that this was not his intention and would now check on the exact wording.

Mr. Arakawa reminded him of the importance of care when quoting official statutes.

Mr. Ka'anā'anā checked the exact wording and confirmed that it referred to Statute 201(b)3.7, which stated,

*"through the President and Chief Executive Officer provide for the appointment of officers, agents, a sports coordinator, and employees, subject to the approval of the Board prescribing their duties and qualifications and fixing their salaries without regards to Chapters 76 and 78, that funds have been approved by the legislature and allotted as provided by law."*

Mr. Choy noted that this related to the CEO, while AG Cole highlighted that the bylaws themselves could give authority for the supervision of staff by the President/CEO as outlined in Article VI, Section 1, which stated,

*"the President and Chief Executive Officer shall serve as the chief executive officer of the Authority and shall be directly responsible for the day-to-day operations of the Authority, including control of and responsibility for the execution of the Board's policies, the administration of the Authority's affairs, and the supervision of its staff."*

Mr. Arakawa pointed out that the statute was broader.

Dir. Tokioka informed the Chair that he had to leave the meeting and asked whether any voting items were still on the agenda, as his departure would affect the quorum.

Mr. Choy reminded members that transitioning to an executive session required a vote.

Dir. Tokioka responded he could return after attending another meeting.

Mr. Choy asked AG Cole if a motion for an Executive Session could be voted on before Dir. Tokioka left.

AG Cole stated that no deliberations or decisions should occur without a quorum, apart from testimony from staff or witnesses.

Mr. Choy noted that there would be no vote in the executive session.

AG Cole emphasized that without a vote, there should not be any discussion between Board members.

Continuing the previous discussion, Chair McCully read from Section 1 of Article VI of the bylaws:

*At each meeting of the Board, the President & Chief Executive Officer shall furnish the Board with such information and make such recommendations as shall be necessary to effect the purpose of the Authority and for the proper administration of its affairs.*

Chair McCully suggested that it was important for the Board to devise a means of effecting personnel oversight, such as a policy or a bylaw that would allow the Board to request the CEO furnish information on a voluntary basis to provide checks and balances. The Chair noted that the Board of any organization had various sources for information, some of which might lead to concerns for which the President/CEO should give account. The Chair noted that he was not referring to any nefarious activities but simply the common way organizations operated.

AG Cole agreed with Chair McCully but pointed out that the current bylaws appeared to place personnel matters under the supervision of the CEO.

Chair McCully noted that the bylaws appeared to be more specific than the statute and pointed out that the purpose of bylaws was to interpret policy.

Mr. Apo commented on the importance of understanding how personnel issues would be dealt with at the Board level and ensuring that language was broad and careful enough not to cross the line between Board and leadership.

He also considered that the charter of the committee was specified in the bylaws, and it would be preferable to address the charter and the bylaws together rather than rushing changes, noting that committees had subject oversight but no power of execution, implying that personnel matters would ultimately be recommendations to the Board. Mr. Apo felt it was unnecessary to hurry to change the charter or the bylaws.

Mr. Apo referred to Chair McCully's comments on the PIG, stating that he believed the existing language should remain. He pointed out that detailed planning was necessary to determine the positions to be taken up by the HTA. Such decisions should take place at the level of standing committees where they would be agendaized, and the public could view proceedings and offer testimony. The function of the PIG was to react quickly during legislative sessions, and discussions could take place in the PIG, which would be impossible in a public committee meeting. Mr. Apo emphasized the need to differentiate duties between the PIG and the AASC, to avoid redundancy. Duties to be conducted by the PIG should be identified and limited, with

the remainder to be overseen within the AASC.

Chair McCully thanked Mr. Apo for his contributions.

Mr. Arakawa also thanked Mr. Apo and expressed his agreement with his comments.

Mr. Nāho'opi'i emphasized that legislative and government affairs, including setting the positions under which the PIG could operate, needed to be discussed in an open session. This would allow for more extensive information gathering, as Mr. Apo had mentioned.

Mr. Choy asked about the Chair's intentions regarding Agenda Item 7.

Chair McCully responded that there appeared to be an overlap between Agenda Items 6 and 7. He explained that he had made the distinction because he was unsure where bylaws and policies interacted. As the Chair of the AASC, he had spent considerable time studying the charter of the AASC and identifying any potential gaps. The Chair felt that the discussions on Items 6 and 7 were sufficiently complete to proceed with the already scheduled mid-February discussion, with a deadline of February 10 for recommendations. He thanked Mr. Choy for this reminder.

Mr. Apo asked whether there was any separate document identifying the charters of the standing committees or whether the charters were fully covered within the bylaws.

Chair McCully responded that he had begun to use the term "charter" because he believed it was the correct term for establishing the responsibilities and powers of any group. The PIG had no bylaw setting out its specific responsibilities since its charter was the memorandum that was drawn up each year.

Mr. Nāho'opi'i commented that the legislative PIG was defined as a specific type of PIG, with its roles and responsibilities as the guideline for the resolutions it could take. He noted that AG Cole had more details about the type of PIG and its conformity with resolutions approved by the Board.

AG Cole confirmed this and added that the statute for the legislative PIG established it to present, discuss, and negotiate any position the Board adopted at a meeting.

Chair McCully suggested that the AASC should bear responsibility for legislative matters and should refer policies to the Board for consideration. The Board would then adopt policies and positions, providing direction for the legislative PIG.

AG Cole and Mr. Nāho'opi'i agreed that this would be the correct sequence.

Chair McCully requested input from Mr. Apo.

Mr. Apo supported this approach but noted that the HTA was not yet in a perfect situation,

with the first major meeting taking place in 40 minutes. The plan for the PIG meeting was to draw up a recommendation for the Board regarding a resolution of the issues that the HTA, as an authority, would support. He believed this should be the output of the AASC, but going forward, it would be addressed and recommended to the Board.

Chair McCully noted that the ongoing legislative session put everyone at the HTA in a precarious position, and they needed to be better equipped for the next session.

Mr. Apo recalled that Chair McCully had brought this up at the previous Board meeting and had emphasized that, while the PIG needed longevity, these issues should ultimately be overseen by the AASC.

Chair McCully clarified that the AASC was a permanent standing committee, and the PIG could be made permanent if necessary. However, the HTA staff had been shorthanded, especially in recent months, and there would be bills over the next few weeks requiring the HTA to take positions and prepare testimony. He believed a triage would be necessary over the next two weeks, with triple referral committees beginning soon. The following week would close out legislation, and the subsequent week would start the triple referral calendar.

AG Cole confirmed that the introduction of bills was to end the following week, aligning with Chair McCully's schedule for the triple referral.

Chair McCully appreciated the agreement of committee members and also appreciated that as Chair of the Legislative Permitted Interaction Group, Mr. Apo would assist in avoiding redundancies.

## **8. Discussion and/or Action on Legislative and Government Affairs**

Ms. Colburn introduced Agenda Item 8. Chair McCully noted that this item had already been discussed.

## **9. \*\*\* Discussion of Personnel Issues**

Chair McCully called for a five-minute recess to allow Dir. Tokioka to rejoin the meeting for the executive session, also bearing in mind that Mr. Apo had to leave in time for the meeting of the legislative PIG.

AG Cole stated that the Board would conduct an executive session under HRS § 92-5 (a)(4) to consult with the Board's attorney on questions and issues pertaining to the Board's power, duties, and liabilities, and under HRS § 92-5 (a)(8) to deliberate or make a decision upon the

matter that requires consideration of information that must be confidential pursuant to law, and under HRS § 92-5 (a) (2) to consider an officer or employee matters affecting privacy.

Mr. Arakawa made the motion to go to the executive session for Agenda Items 9 and 10, and Dir. Tokioka seconded it. The motion passed unanimously, and the motion was adopted.

**10. \*\*\* Discussion of Procurement and Vendor issues**

**11. Adjournment**

Chair McCully adjourned at 12:05 p.m.

Respectfully submitted,



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Sheillane Reyes  
Recorder