



Hawai'i Convention Center
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David Y. Ige
Governor

John De Fries
President and Chief Executive Officer

**ADMINISTRATIVE STANDING COMMITTEE MEETING
HAWAII TOURISM AUTHORITY
Thursday, November 4, 2021, at 2:00 p.m.**

**In-Person Meeting
Hawai'i Convention Center
1801 Kalākaua Avenue, Honolulu, Hawai'i 96815**

MINUTES OF REGULAR BOARD MEETING

MEMBERS PRESENT: George Kam (Chair), David Arakawa, Fred Atkins, Kyoko Kimura

MEMBER NOT PRESENT:

HTA STAFF PRESENT: John De Fries, Keith Regan, Kalani Ka'anā'anā

GUESTS:

LEGAL COUNSEL: Gregg Kinkley

1. Opening Cultural Protocol

The meeting was called to order at 2:19 p.m. Mr. Ka'anā'an opened the meeting with a pule.

2. Discussion of Draft Revised Bylaws for the Hawai'i Tourism Authority

Chair Kam gave the floor to Mrs. Regan to go through the revised bylaws. Mr. Regan reported that he conducted research prior to proposing the changes that were included in the revision presented to the Board. He looked at some model bylaws from places such as the U.S. Government Services Administration, Government-wide Policy Advisory Board and U.S. Chamber of Commerce for recommendations.

He referred to article three, under officers, where it provides for succession and extension until the vacancy is filled so that there is no vacuum. He stated that they added information about expanding committees, such as, adding Branding to the Marketing Standing Committee, adding the Budget and Finance Standing Committee for consideration, as well as adding in the Planning Standing Committee for possible consideration. He reported that, since HTA no longer have a Vice President of Marketing and Product Development, it was switched with the Chief Brand Officer, and the VP of Marketing was changed to Chief Brand Officer.

Chair Kam stated that, as per section one, the Board may establish any committee to assist the Board of Directors on any matter related to its powers, duties and responsibilities, a committee may be established and terminated at the discretion of the Board, the Board may appoint a committee chairperson to head any committee and may appoint any member to the committee. He recommended that section two, excluding quorum, be eliminated so that the board votes in terms of the committees that they want to have at different times and add the quorum on the voting part, that way they are not limited by the bylaws.

Mr. Kinkley stated that it is legal to do it that way.

Mr. Arakawa stated that they would still need to create the committees and vote at a committee meeting therefore it is not saving any time; it is more transparent to list the committees.

Chair Kam stated that some of the PIGS could be put under the jurisdiction of some of the other committees, such as the Convention Center.

He said that, in the draft that was submitted, some of the work of the Convention Center Planning Investigative Committee, would come under a new planning committee, some of the work of the Legislative and Government Affairs PIG would come under or the Administration Committee.

Mr. Arakawa stated that if, during the session, there is a particular bill or special legislation they could create a PIG and have three meetings and the general subject matter of all the PIGS is that they can be folded up under one of the big committees.

Mr. Atkins stated that, if they fold the PIG to bring it under another committee, they cannot bring anyone from the outside into that committee.

Chair Kam stated that they need approval from the Board to form another PIG.

Mr. Atkins stated that, if they have a 2021 PIG for legislation, at the end it's gone and if when they dissolve that they create a 2022 PIG it looks as if they are trying to avoid a sunshine committee or meeting by creating for a year and dissolving.

Chair Kam stated that it is basically trying to address PIGS by saying that right now, they can fold it into a committee that will minimize and strengthen what they are doing, and then if they do need a PIG for a special reason, the committee or the Board can determine if it's a PIG.

Mr. Arakawa stated that one issue is whether to fold in the subject matter of the PIGS under an existing Standing Committee. He said the second issue is whether they should recommend terminating the PIGS in the Admin Committee Agenda without talking to them about what they're working on, or whether it should be an agenda item so that the status of PIGS must be presented at the next meeting where the reason for it being a PIG and not a committee can be stated and termination or recreation of the PIG can be voted on.

Chair Kam said there is too much marketing, and they need to have the other portion of natural resources, Hawaiian culture, and community.

He spoke about possibly dissolving some of the PIGS and then figuring out who would be recommend for those committees.

Mr. Arakawa spoke about the importance of a Convention Center Planning Committee.

He stated that, if an issue goes to the Planning Committee, more board members can touch on and understand the subject matter.

Chair Kam stated that, from the marketing side, to have a committee that includes DLNR, natural resources, Hawaiian culture, community, and DMAP as all those components are part of planning DMAP.

Mr. Ka'anā'anā stated that more committee meetings, means more prep work and planning work which takes away from the actual work. He stated that if they were to set up the Marketing Standing Committee Meeting, but to repurpose it as the Branding Committee, which is in alignment with how the section of HTA is organized, collectively the implementation of natural resources, Hawaiian culture, community, and branding, having it in one committee could make sense. He expressed that he does not want to end up with four committees that match four pillars, plus a budget one on plus the full board meeting.

Mr. Arakawa stated that he was proposing they make less committees than PIGS, that the Administrative Committee also picks up the Audit Committee and the legislative part, the

Budget Review PIG also takes on the Convention Center then Marketing Branding, and then Malama Ku'u Home conclusively of natural resources, Hawaiian culture and community. He also recommended bringing in a lot of the other board members who are not on committees and who have strength in those areas.

Mr. Ka'anā'anā if Mr. Arakawa is proposing he would divide the first three pillars, rebrand the Marketing and Standing Committee to the Branding Committee.

Mr. Arakawa stated he is proposing they add credence to Hawaiian culture, natural resources, and community, but all of them is branding marketing, destination stewardship and management as it is for all the committees, but it would give a fresh lens from two points, yet the same vision.

Ms. Kimura recommended having another Standing Committee for the Convention Center.

She stated the Convention Center going under the Admin Committee may be too much because it is taking the Audit and Legislative, but Chair Kam had it under Budget.

Mr. Atkins stated that he would rather phrase it as the Convention and Budget Committee.

Chair Kam stated that the Audit Committee was supposed to audit the two largest contractors, which are HVCB and the Convention Center, but wondered if that be under Budget or if it should stay on the Admin?

Mr. Arakawa stated that what the audit committee does is internal, the purpose of an audit is to find out whether HTA is following their own financial procedures, if any of the employees are not following procedures or if there is fraud, waste or stealing of money.

He stated that when the Audit Report Committee meets, there is nobody in the room from HTA because they are giving an opinion about employees and whether they are complying with the law or not. He stated that the best place for the Convention Center to be under is Administration.

He confirmed that Malama Ku'u Home will handle the three pillars, natural resources, Hawaiian culture and community.

Mr. De Freis stated that every actionable item in DMAP is an act of Malama Ku'u Home, and it's being measured, monitored and funded and is an important part of that message.

Chair Kam proposed adding Audit and Legislative under Administration, eliminating the Audit Committee.

Mr. De Freis stated that in about 10 days they have a circle back meeting with Senator Wakai on legislation, potential bills and, and things he is wanting to discuss, and it is the same timing with Representative Onishi.

Chair Kam stated that the PIG for Legislative is expired because it was for last session. He stated that the soonest they can make a decision is the next board meeting and then have another meeting right after that.

Mr. Arakawa stated that in 10 days they must submit bills or concepts for the Legislature, and Audit and Legislature are under different people on the Admin Committee.

Chair Kam confirmed that they are proposing four Committees and one PIG.

Mr. Arakawa stated that they are amending the law to allow zoom meetings for boards and commissions.

He confirmed that a PIG would still need the three meetings.

Mr. Kinkley noted that they must be very careful at the Board meeting that creates the PIG to stipulate exactly what their scope is and that the PIG gives a final report.

He stated that the Sunshine Law blanketly allows you to talk to any other board member about any item as long as you do not secure an agreement for voting,

Mr. Regan noted the benefits of the PIG in terms of communication and timeliness.

Chair Kam confirmed that the Administrative Committee will have audit and legislative but will also form a Legislative PIG for the 2022 session.

He stated that, at the next board meeting for this board meeting, they want to set up committees, propose the committees out of the four things plus the PIG and then if they all approve, they are acting on that. He said they can discuss what they are going to propose for the bill, and he was hoping the admin committee could at least vet what Rick said and then take it to the board.

Mr. Arakawa reported that the Board appoints the committee.

Mr. Regan stated that he needs language for the Malama Ku'u Home Standing Committee, recommended taking the Convention Center out of the Planning Committee and placing it under Budget and adding the three pillars.

He stated that the language for the Administrative and Audit Standing Committee is: “Established an Administrative and Audit Standing Committee for the purpose of reviewing existing policies, making findings and recommendations to modify, amend, and or replace existing policies relating to the administration of the authority, establishing criteria, and making recommendations related to the evaluation of the President and Chief Executive Officer. The committee shall also be responsible for the establishment and the proper execution of internal audit controls by consulting with the authorities, external auditors to determine whether the internal controls have been properly executed to ensuring that financial statements are timely, prepared, and accurate, and that the statements will properly report financial information necessary for the fiscal operations of the authority. Establish and enforce a code of conduct to ensure the financial integrity of the authority’s management of public funds. The committee shall also be responsible for relating to legislative and governmental affairs.”

Chair Kam determined that article five of that section one must be eliminated.

Mr. Regan read the language of article five under Committee, section one. “The board may establish any committee to assist the board of directors on any matter are related to its powers, duties and responsibilities. A committee may be established and be terminated at the discretion of the board. The board may appoint a committee chairperson to head any committee and appoint any voting member to the committee. All board members are members of all committees, but only those members appointed as members of a committee may vote at committee meetings, board members who are not appointed as voting members of a committee, may attend committee meetings as ex officio non-voting committee members, all committees may from time to time make recommendations to the board.”

Mr. Ka’anā’anā stated that in section two it will be the Branding Standing Committee.

Mr. Arakawa stated that at the end of that paragraph it should say “the committee shall convene as necessary to receive information updates and proposals from the authorities, staff and other” and that they should delete that last sentence.

[\(01:47:18\)](#):

Mr. Regan confirmed that Budget is renamed Budget, Finance, and Convention Center Standing Committee.

He stated that section four reads “Budget, Finance and Convention Center Standing Committee. There is established a Budget, Finance and Convention Center Standing Committee for the purpose of reviewing the authorities, financial reports, investments, annual budget and other budget and finance related matters, including the Convention Center. The committee shall, in conjunction with the authority step, be responsible for the development and monitoring of the authorities, annual budget. The committee shall review the authorities, financial reports inclusive of the Convention Center and other budget and finance related matters and make recommendations to the Board. The committee shall convene as necessary to receive information, updates and recommendation from the authority staff and others.”

Mr. Arakawa stated that section five is the Malama Ku’u Home Standing Committee which reads “for the purpose of developing, reviewing, evaluating, monitoring, reporting, providing recommendation on issues relating to, natural resources, Hawaiian culture, natural community resources and community.

Mr. Ka’anā’anā stated that MCI is with Branding which is consistent with the law.

Mr. Regan confirmed that he is going to place the language about the Convention Center under Budget and Finance.

He stated that the last two sentences of section one of article five states “All committees shall convene as necessary to receive information, updates and recommendations from the authorities, staff and others. All committees may from time to time, make recommendations to the board.”

He reported that the following was added to the Budget, Finance and Convention Center Standing Committee “The committee shall also be responsible for the long-term strategic planning for the Hawai’i Convention Center, including capital improvement plans, facility, modernization efforts, and facility management.”

Mr. Ka’anā’anā stated that they want to change the name of the Malama Ku’u Home Standing Committee to Ho’o Kahua Hawai’i and if they want to call it something in English, they could call it Destination Integrity.

Mr. Regan stated that section six in article five is regarding quorum and there have been no changes there and at the end of article six the only changes was to replace the VP of Marketing and Product Development with Chief Brand Officer as it relates to vacancy and

office. He stated that the only change to article seven was updating the Vice President of Marketing and Product Development to Brand Officer

Chair Kam requested a motion, the motion was seconded. Motion passed.

3. Discussion of Draft Policy #100-03 Code of Conduct Policy

Mr. Arakawa stated that this applies to management board accountability and disclosing to the board, at the earliest opportunity, information that would be significant in board decision.

Mr. Regan stated that many aspects of appropriate manner are subjective therefore the Code of Conduct is necessary because certain standards apply.

Chair Kam stated that he hopes they can work on it, with chapter 84 as the base, in Administration or at least before the next board meeting so that there is time to delay if necessary. He asked if everyone is happy with the current Code of Conduct in place as it applies to chapter 84. He stated that with regards to the version Keith presented as a draft, after reviewing with the administrative committee, they are going to keep the current Code of Conduct in place, and if there need to be changes later the administrative committee will review it at a later date and it will be presented back to the Board.

Ms. Kimura confirmed that, at this time, their recommendation to the Board is not to change the current Code of Conduct so that there is proposal on the table. Mr. Arakawa seconded the motion proposed by Ms. Kimura.

Mr. Regan stated that this was purely a draft proposal to stimulate discussion.

Chair Kam asked for a motion to confirm the current Code of Conduct and compliance with chapter 84 is sufficient. The motion was seconded by Mr. Arakawa. The motion passed.

4. Discussion on Proposed Committees and Permitted Interaction Group Assignments

Chair Chun stated that they have their plan for number four so he will work with Carol to send that out and have everybody rank from one through five.

He stated he will review that and then have the proposals.

5. *Discussion on Pending Executive Reviews**

Chair Chun stated that they must meet as the Administrative Committee, do the review before the end of the year, and provide the report at the next board meeting.

Mr. Arakawa confirmed with Mr. Kinkley that the discussion will take place in executive session.

6. Adjournment

Kalani Ka'anā'an closed the meeting with a pule.

The meeting adjourned at 5:11 p.m.

Respectfully submitted,



Sheillane Reyes
Recorder