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**SPECIAL BOARD MEETING
HAWAII TOURISM AUTHORITY
Friday, January 17, 2024, 9:30 a.m.**

Hybrid In-Person & Virtual Meeting

Hawai'i Convention Center
Parking Level | Executive Boardroom A
1801 Kalākāua Avenue
Honolulu, Hawai'i 96815

MINUTES OF THE SPECIAL BOARD MEETING

MEMBERS PRESENT:

Mufi Hannemann (Chair), Mahina Paishon (Vice Chair), Kimberly Agas (Zoom), David Arakawa (Zoom), Stephanie Iona (Zoom), James McCully, Roy Pfund, James Tokioka (Ex Officio, DBEDT Director), Mike White (Zoom), Lisa Paulson (Zoom)

MEMBERS NON-PRESENT:

Todd Apo, Chris West

HTA STAFF PRESENT:

Daniel Nāho'opi'i, Kalani Ka'anā'anā, Isaac Choy, Ilihia Gionson, Iwalani Kūali'i Kaho'ohanohano, Jadie Goo, Carole Hagihara, Amalia Kartika, Kindsday Sanborn

LEGAL COUNSEL:

John Cole

1. Call to Order

Chair Hannemann called the meeting to order at 9:33 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. Kaho'ohanohano did the roll call, and all Board members were in attendance, except for Mr. Apo and Mr. West who were excused. Members who attended via Zoom were by themselves.

3. Opening Protocol

Mr. Ka'anā'anā did the opening cultural protocol.

4. Board Chair Report

Chair Hannemann said the HTA participated in the legislative session through DBEDT in two informational briefings for the House Finance Committee and Ways and Means Committee. It was good to see a lot of the members in attendance. He reported a new member of the HTA. Gov. Green appointed Ms. Lisa Paulson from Maui. She has a long history of working with the Maui Hotel and Lodging Association. She also worked with the hospital and is currently with the Maui Food Bank. He gave the floor to Ms. Paulson. Ms. Paulson said she is honored to be working with everyone. She cares deeply about her community. Food distribution on Maui has increased 65% since the fires.

5. Discussion and Action on the Assignment of Board Members to Committees

6. Action to Elect Chair and/or Vice-Chair to the Branding Standing Committee

Chair Hannemann mentioned bidding farewell to Mr. Miyasato who moved to Las Vegas. He brought up a few assignments for the Board's approval:

- The Branding Standing Committee - there is a vacancy. They proposed adding Ms. Paulson to fill the vacancy. Mr. McCully made a motion, and Mr. White seconded. There was no discussion. Ms. Kaho'ohanohano did the roll call. The motion passed unanimously.
- Selection of the chair for the Branding Standing Committee - Chair Hannemann nominated Mr. Pfund. Ms. Paishon made a motion and Mr. McCully seconded. There was no discussion. Ms. Kaho'ohanohano did the roll call and the motion passed unanimously.
- Nominating a vice-chair of the Branding Standing Committee. Chair Hannemann recommended Ms. Agas as the vice-chair. Mr. McCully made a motion, and Mr. White seconded. Ms. Kaho'ohanohano did the roll call, and the motion passed unanimously.
- Ho'okahua Hawai'i Standing Committee. Chair Hannemann wanted to step down as chair of the committee. He nominated Ms. Paulson to replace him. Ms. Paishon made a motion, and Ms. Iona seconded. Ms. Kaho'ohanohano did the roll call, and the motion passed unanimously.
- Vacancy on the Budget, Finance, Convention Center Standing Committee - Chair

Hannemann recommended appointing Ms. Iona. Mr. Pfund made a motion, and Mr. Paishon seconded. There was no discussion. Ms. Kaho'ohanohano did the roll call, and the motion passed unanimously.

- Chair Hannemann called on Mr. McCully for the Administrative and Audit Standing Committee (AASC). There was a recommendation regarding the vice-chair of the committee. Mr. McCully said the committee met the previous day and recommended Mr. Arakawa as the vice-chair. Mr. White made a motion, and Ms. Paishon seconded. Ms. Kaho'ohanohano did the roll call, and the motion passed unanimously.

7. Report by the 2025 Legislative Permitted Interaction Group (PIG) of their Meeting Held on January 16, 2025

a. Motion, Discussion, and Action to Adopt Board Resolution 2025-01 for the Delegation of Authority to Present Policy Positions

Mr. Apo was excused. Mr. Nāho'opí'i said they had a resolution. The legislative PIG met the previous day and worked on the Board resolution for delegating authority to present policy positions. The recommendation or proposed resolution was circulated and presented on the screen. He asked for a motion to adopt the resolution. Mr. McCully made a motion, and Ms. Paishon seconded.

Mr. Nāho'opí'i said they would go through parts of the resolution. The PIG also instructed the staff to come up with two other position statements that they would introduce, and the motion could be amended at that time. For information purposes, the resolution is required to identify the positions, but it falls under a different requirement than they have for their other research one. He gave the floor to AG Cole.

AG Cole said there are two different kinds of PIGs in the sub-section of the Statute. One is the Investigative PIG, where there is a three-meeting role where the work is done, and then the other reports back to the Board. They then have the third meeting and might take action on the report. This is a separate legislative PIG under that sub-section. That allows a PIG to present, discuss, and negotiate positions that the Board has approved. It is broad, and if more specific things come up, the Board can adjust the policies positions as appropriate.

Mr. Nāho'opí'i went to the fourth paragraph. He explained the resolution. "The first, be it resolved that the Board of Directors hereby authorizes its President/CEO and its designee, its Board chair and its designee, and/or the chair of the legislative PIG to represent the HTA in communications with the executive branches of the state and county government."

This was proposed at the previous day's meeting. Following that would be the various positions that the PIG currently had stated.

Mr. McCully said his first concern was in the sixth sentence about the policy positions decided by the Board. "Decided" is not official and should be replaced by "adopted". He said these positions should be official and identified as such. He said the PIG does not have a place in establishing the policy positions. The question would be - who does? He said there is a gap in the process, and they could either modify the charter of the PIG or use the Administrative and Audit Standing Committee. The charter in the bylaws states that the committee shall also be responsible for matters relating to governmental affairs. That is also why he recommended the previous day that the chair of the AASC would have the same designation of representing the Board to the legislature. The Board needs clarity on how this will be presented so they can take an official position such that the PIG can move forward to the legislature and represent those positions. Mr. Nāho'opi'i said that was discussed in the PIG meeting the previous day. The PIG had recommended that the process would be that the AASC would make recommendations to the full Board for positions as they come up throughout the year, which would be put into the resolution going forward.

Mr. McCully said that when they see the Bills the following week, they need to be able to take positions by February 2025 to act on the critical Bills.

Dir. Tokioka asked Mr. Nāho'opi'i to help him understand the new resolution. He asked what the purpose of the new resolution was. Mr. Nāho'opi'i said they introduce the resolution every year as it forms the purpose and reasoning for establishing a legislative PIG. It has to have positions taken by the Board. Every year they need to authorize the positions. They have been modified over the years. This allows the PIG to work with the staff to craft either legislation or testimony based on the positions. They do this annually; the other expired at the end of 2024.

Chair Hannemann said this resolution was authored by Mr. Apo. Dir. Tokioka said that they could deal with almost every bullet point in the session. Mr. Pfund said they all seem pretty general, but it seems there is something within the goals and policy positions that would be objectionable. He asked if everyone feels that it is something that the Board should be supporting in a legislative type of discussion. From his standpoint, he said that as long as the general goals align with everyone's thoughts, he would favor pushing them forward. Mr. Choy said it was his understanding that AG Cole said when they make a resolution, they must have some policy positions, which is why Mr. Apo made it generic. He could not understand why they needed policy positions at this time. AG Cole said it was because of the statutory language for Legislative PIGs, which are supposed to represent only the positions the Board has adopted. Mr. McCully asked for it to be amended to thematic rather than generic.

Mr. Nāho'opi'i said the staff would like to present two other position statements to be added to the document. Ms. Paishon clarified that they, as the AASC, asked to develop this further. Mr. Nāho'opi'i said the first one concerned Destination Stewardship. Mr. Ka'anā'anā was asked after the legislative PIG to draft a more concise statement that was focused on Destination Stewardship. His recommendation aligned with the first three pillars: Natural Resources, Hawaiian Culture, and Community.

Mr. Nāho'opi'i said the second bullet addresses the fact that the Governance Study was completed the previous year and that there is a Governance Study PIG. They will be working through the issues and recommendations outlined in the reports and the final recommendations. As the Governance PIG comes up with priorities and recommendations, they will present them to the Board to be added to the position. Mr. McCully said this is what they were interested in having included. He asked how the Governance Study will be delivered to the legislature. Mr. Nāho'opi'i said they will have to discuss that at the following week's PIG. Copies of the study are also posted publicly.

Mr. Nāho'opi'i asked for a motion to amend the resolution as presented to include the two additional positions. Mr. McCully said he would like it to include his proposed amendment, with the correct language and wording as mentioned earlier.

Mr. Choy asked what number was at the top. Mr. Nāho'opi'i said it was the resolution number. Mr. McCully made a motion, and Ms. Agas seconded. Ms. Kaho'ohanohano did the roll call, and the motion passed unanimously.

Chair Hannemann said he failed to note another recommendation he wanted to make when they were doing the committee assignments. He wanted to nominate Mr. Chris West as the vice-chair of the committee. Ms. Paishon made a motion, and Mr. McCully seconded. Ms. Kaho'ohanohano did the roll call, and the motion passed unanimously.

Mr. Choy said that the previous day at the meeting, the chair of the AASC committee invited Board members and staff to make suggestions for changes in the HTA bylaws, and if there were any suggestions, they were to forward them to him.

8. Adjournment

The meeting adjourned at 10:07 a.m.

Respectfully submitted,

Sheillane Reyes

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Recorder