

**KAUA'I ISLAND UTILITY COOPERATIVE ("KIUC")
BOARD POLICY NO. 4
(Reviewed 10/30/2018)**

COMMITTEES

PURPOSE OF POLICY:

Sections 15 and 16 respectively of Article III of the Seventh revised and Restated Bylaws of KIUC (the "Bylaws") provide for the appointment by the Board of Directors of KIUC (the "Board") of an Executive Committee and such other committees as the Board in its discretion may decide to establish. Pursuant to Section 15, an Executive Committee consisting of the Chairman, the Vice Chairman, the Secretary and the Treasurer, which was initially established on April 5, 2000 by Resolution 08-00, and is reaffirmed in this and prior versions of Board Policy No. 4. In addition, pursuant to Section 16 of the Bylaws, several Standing committees of the Board have been established pursuant to this and prior versions of Board Policy No. 4. The purpose of this revised policy is to again reaffirm the establishment of the Executive Committee and the six (6) Standing Committees hereinafter listed; continue to provide for the establishment of such Ad Hoc Committees as the Board may determine is necessary; and to set out and/or modify certain procedures for the management of those committees.

POLICY CONTENT:

- A. Executive Committee. There is hereby constituted an Executive Committee of KIUC consisting of four (4) members, namely, KIUC's Chairperson, its Vice Chairperson, its Secretary, and its Treasurer. The Executive Committee shall have the power set forth in Section 15 of Article III of the Bylaws of KIUC, and such other powers and duties, as may be set by the Board of Directors, not in conflict with said Section 15.

B. Other Committees.

1) Standing Committees. There are hereby constituted the following Standing Committees of the Board:

- a) Finance and Audit
- b) Government Relations/Legislative Affairs
- c) International
- d) Member Relations
- e) Policy
- f) Strategic Planning

2) Ad Hoc Committees.

- a) The Bylaws in Article III Subsection 3(A) provide for the establishment by the Board annually of an Ad Hoc Committee, the Nominating Committee, as provided in the Bylaws and with the procedures and duties as provided therein.
- b) The Board may from time-to-time constitute such additional Ad Hoc Committees, as it deems appropriate. Ad Hoc Committees are to be established to investigate, report, and propose recommendations, if any, to the Board on such items of limited purposes as the Board may decide is necessary or appropriate. Upon fulfillment of its purpose the Ad Hoc Committee shall be dissolved.

C. Composition of Committees. Other than the Nominating Committee which shall be composed as provided in the Bylaws, Standing and Ad Hoc Committees shall be constituted as follows:

- 1) The Chairperson of the Board shall appoint as many Director Members as appropriate to each committee subject to the approval of the Board, and, except for the Nominating Committee, may, but need not, appoint non-Director members also subject to approval of the Board. One Director Member shall be named as chairperson of each committee.
- 2) By the CEO – one or more KIUC employees shall be assigned to each committee as a staff advisor.
- 3) The Board Chairperson will serve as ex officio member of all standing committees.

D. Voting. All Director Members and any other non-staff Committee Members appointed or approved by the Board shall have a vote in the conduct of committee business.

E. Minutes. Minutes of each meeting shall be taken, a draft of which shall be submitted to each Director within seven (7) days following each meeting. Such minutes shall contain, if any, proposals and/or recommendations for Board action. The minutes shall be taken and distributed by a KIUC employee assigned to that task; provided, however, if there is no employee available to take and distribute the minutes, the committee chairperson shall appoint an individual to keep and distribute the minutes.

F. Charter. Each Standing Committee shall propose a Committee Charter for adoption by the Board. Until adoption by the Board of a Standing Committee's Charter, the charge of each such Committee shall be as set out in Attachment 1 hereto.

G. Participation and Attendance

- 1) The participation of any non-committee member Director in discussion or deliberations at a committee meeting shall be allowed only if the Chair of the committee specifically allows such participation; and

- 2) The attendance of any non-committee member Director at such a committee meeting shall not entitle the non-committee member Director to be paid a stipend for such attendance except as otherwise provided in KIUC Board Policy No. 8; and
- 3) When possible, to ensure there are adequate materials and space available at all meetings of committees where non-member Directors will be in attendance, at least 24-hour's notice of such attendance will be given to the committee chair by the non-committee member Director desiring to attend. Otherwise such materials or seats may not be available to non-committee members.

RESPONSIBILITIES:

The Board shall be responsible for structuring, maintaining, and using committees as needed.

Adopted on this 30th day of October, 2018.

/s/ Calvin Murashige
Calvin Murashige
Secretary

Reviewed: 10/30/2018
Reviewed: 12/13/2016
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ATTACHMENT 1 TO
KIUC BOARD POLICY NO. 4
(Updated 10/30/2018)

The charges of the following standing committees of KIUC shall be as follows:

1) **Finance and Audit Committee**

Charter adopted by Board in Resolution 01-05.

2) **Government Relations/Legislative Affairs Committee**

The Government Relations/Legislative Affairs Committee's responsibility is to provide assistance to the CEO and KIUC Senior Staff regarding legislative/lobbying efforts with various governmental elected bodies and representatives (federal/state/local). When needed it shall support Senior Staff efforts at various governmental agencies, and shall provide testimony in support of KIUC's long-range goals.

3) **International Committee**

Charter adopted by Board in Resolution 10-09.

4) **Member Relations Committee**

Charter adopted by Board in Resolution 12-06.

5) **Policy Committee**

Charter adopted by Board in Resolution 06-04 and amended on 02/18/2014.

6) **Strategic Planning Committee**

Charter adopted by Board in Resolution 02-05.