

KAUA'I ISLAND UTILITY COOPERATIVE
BOARD POLICY NO. 22
(Reviewed 04/23/2019)

INFORMATION FLOW TO DIRECTORS

PURPOSE OF POLICY:

To set forth the policy of Kauai Island Utility Cooperative ("KIUC") regarding the flow of KIUC information from KIUC's staff to its Directors.

POLICY CONTENT:

A. Information to Be Provided to Board Without Request

The "flow" of authority for the management of KIUC normally passes through the President and CEO, who is the link between the Board of Directors and the employees. As a corollary, the Board requires full, complete and voluntary disclosure of information from the President and CEO concerning all matters in connection with the management of KIUC as set forth in Board policies, including but not limited to:

1. All substantive reports;
2. Any information to be released to the press/media (for which a good faith attempt shall be made to provide all Directors with the information prior to its release to the press/media); and
3. Any information to be released to the members/public (for which a good faith attempt shall be made to provide all Directors with the information prior to its release to the members/public).

B. Director Access to KIUC Information Not Provided by Management

Any Director is entitled to have access to all cooperative data or information, at reasonable times during the business hours for a proper purpose germane to his or her standing as a member and Director.

C. Procedures

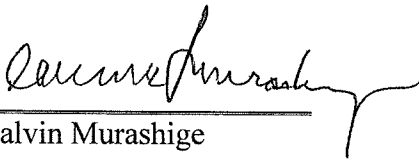
1. Except as set out below, all requests for information shall be made to and through the President and CEO; provided, however, the following information may be sought through other appropriate employees, agents, or independent contractors in the circumstances indicated:
 - a) After consultation with and being advised by KIUC's General Counsel, information which is necessary because of actual or potential criminal or tortious activity in which the President and CEO may be involved; or

- b) In the context of a Board-appointed committee meeting, assigned staff may respond to relevant inquiries about matters being considered by the committee and directed to them by a Director. If the information is deemed by the staff member to be confidential, the staff member shall ensure persons who are not authorized to receive the information are not present before the information is released; or
 - c) In the context of a regular or special meeting of the KIUC Board where the Directors may deem it necessary to confer with personnel other than the President and CEO.
2. In any instance in which a Director has sought access to information not generally made available or reported to the entire Board, the President and CEO shall report the information provided at the next meeting of the Board.

RESPONSIBILITIES:

The Board and President & CEO are jointly responsible for compliance with this policy.

Adopted on this 23rd day of April, 2019.



Calvin Murashige
Secretary

Reviewed: 04/23/2019
Reviewed: 02/21/2017
Reviewed: 05/26/2015
Revised: 12/18/2012
Reviewed: 01/25/2011
Original Adoption: 01/30/2007