

BOARD OF TRUSTEES

Carmen. Hulu Lindsey, Chairperson
Dan Ahuna, Trustee Kaua'i & Ni'ihau
Kaleihikina Akaka, Trustee O'ahu
Keli'i Akina, Trustee At-Large
Luana Alapa, Trustee Moloka'i & Lāna'i
Kaiali'i Kahele, Trustee Hawai'i
Brickwood Galuteria, Trustee At-Large
Keoni Souza, Trustee At-Large
John Waihe'e IV, Trustee At-Large



**STATE OF HAWAII
OFFICE OF HAWAIIAN AFFAIRS**

MEETING OF THE BOARD OF TRUSTEES

DATE: Wednesday, December 4, 2024

TIME: 11:00 A.M.

PLACE: Remote Meeting via Interactive Conference Technology and in-person
at OHA Maui Ola Boardroom

560 N. Nimitz Hwy.

Honolulu, HI. 96817

Viewable at www.oha.org/livestream Or

Listen by phone: (213) 338-8477, Webinar ID: 875 9881 2390

This virtual meeting can be viewed and observed via livestream on OHA's website at www.oha.org/livestream or listened by phone using the call-in information above. A physical meeting location, open to members of the public who would like to provide oral testimony or view the virtual meeting, will be available at 560 N. Nimitz Hwy., Suite 200, Honolulu, HI 96817.

AGENDA

I. Call to Order

II. New Business

A. Organization of the Board of Trustees: Election of Board Chairperson and Vice-Chairperson, Appointment and Approval of Committee Chairpersons and Vice-Chairpersons*‡

III. Executive Session§

A. Organizing meeting procedures and requirements. Board anticipates going into executive session pursuant to HRS § 92-5(a)(4) to consult with Board Counsel Richard Naiwieha Wurdeman on questions and issues pertaining to the Board's powers, duties, privileges, immunities, and liabilities pertaining to organizing meeting procedures and requirements.

IV. Community Concerns and Celebrations

V. Announcements

VI. Adjournment

If you need an auxiliary aid/service or other accommodation due to a disability, please contact Everett Ohta at (808) 594-1988 or by email at everetto@oha.org as soon as possible. Requests made as early as possible have a greater likelihood of being fulfilled. Upon request, this notice is available in alternate/accessible formats.

In the event that the livestream public broadcast is interrupted and cannot be restored, the meeting may continue as audio-only through the phone number and Webinar ID provided at the beginning of this agenda. Meeting recordings will be made available on OHA's website <https://www.oha.org/about/leadership/board-of-trustees/> as soon as practicable after the meeting.

Public Testimony will be called for each agenda item and must be limited to matters listed on the meeting agenda. Community Concerns and Celebrations is not limited to matters listed on the meeting agenda. Hawai'i Revised Statutes, Chapter 92, prohibits Board members from discussing or taking action on matters not listed on the meeting agenda.

* Document(s) associated with this agenda item are anticipated to be included in the board packet for this meeting. The board packet will be available for the public to inspect at OHA's main office located at 560 N. Nimitz Hwy., Suite 200, Honolulu, HI 96817, OHA's neighbor



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island offices, and on OHA's website <https://www.oha.org/bot> no later than two business days before the meeting. The 72 Hour rule, pursuant to OHA BOT Operations Manual, Section 49, shall be waived for distribution of new committee materials.

* Pursuant to Article V, Section A of the Office of Hawaiian Affairs Board of Trustees Bylaws, the Board, at its first meeting after an election, shall elect from its own membership a Chairperson and a Vice-Chairperson who shall serve at the pleasure of the Board as required HRS§10-8, as amended. The concurrence of a simple majority (5) of all Trustees shall be necessary to make any action of the Board effective, provided that due notice shall be given to all members.

§ Notice: This portion of the meeting will be closed pursuant to HRS § 92-5.

Persons wishing to provide *written testimony* on items listed on the agenda should submit testimony via *email* to BOTmeetings@oha.org or via *postal mail* to Office of Hawaiian Affairs, Attn: Meeting Testimony, 560 N. Nimitz Hwy., Suite 200, Honolulu, HI 96817. Testimony is requested to be received at least twenty-four hours prior to the scheduled meeting to allow board members with sufficient time to review the testimony before the meeting.

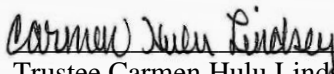
Persons wishing to provide *oral testimony online* during the remote meeting are requested to sign up at:
https://us06web.zoom.us/webinar/register/WN_GgkMiSoWRFS_bxsRGnSQjw

Once you have signed up, a confirmation email will be sent to you with a link to join the remote meeting, along with further instructions on how to provide oral testimony during the remote meeting. You do not need to provide your name or other personal information other than a valid email address at which to receive the meeting link.

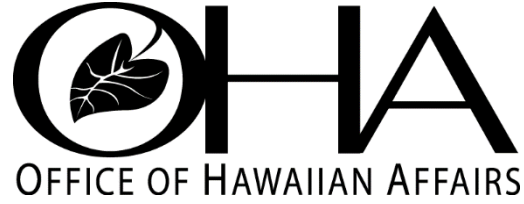
To provide oral testimony online, you will need:

- (1) a computer or mobile device to connect to the virtual meeting;
- (2) internet access; and
- (3) a microphone to provide oral testimony.

Oral testimony by telephone/landline **will not** be accepted at this time. Once your oral testimony is completed, you may be asked to disconnect from the meeting. If you willfully disrupt the meeting or do not disconnect on your own, support staff will remove you from the Zoom meeting. You can continue to view the remainder of the meeting on the livestream or by telephone, as provided at the beginning of this agenda.


Trustee Carmen Hulu Lindsey
Chairperson, Board of Trustees

11/27/2024
Date



OFFICE OF HAWAIIAN AFFAIRS

BOARD OF TRUSTEES

BYLAWS

Updated as of October 31, 2024

Table of Contents

ARTICLE I.	AUTHORIZATION.....	3
ARTICLE II.	DEFINITIONS.....	4
ARTICLE III.	DUTIES OF THE BOARD	8
ARTICLE IV.	MEMBERS.....	9
ARTICLE V.	OFFICERS.....	10
ARTICLE VI.	DUTIES OF OFFICERS AND MEMBERS	12
ARTICLE VII.	ADMINISTRATOR	14
ARTICLE VIII.	COMMITTEES OF THE BOARD.....	15
ARTICLE IX.	MEETINGS	26
ARTICLE X.	QUORUM AND VOTING.....	30
ARTICLE XI.	LEGAL COUNSEL.....	31
ARTICLE XII.	PARLIAMENTARY AUTHORITY	32
ARTICLE XIII.	AMENDMENTS TO BYLAWS	33
ARTICLE XIV.	BOARD OF TRUSTEE STAFF	34
ARTICLE XV.	CONFLICT OF INTEREST.....	35
ARTICLE XVI.	CONFIDENTIALITY	37
ARTICLE XVII.	ORDER AND DECORUM	38
ARTICLE XVIII.	TRUSTEE CODE OF CONDUCT AND SANCTIONS FOR VIOLATION OF THE CODE OF CONDUCT	40
ARTICLE XIX.	HAWAIIAN LANGUAGE USAGE.....	41
ARTICLE XX.	TABLE OF AUTHORITIES	42
APPENDIX A –	INDEX.....	43

ARTICLE I. AUTHORIZATION

These Bylaws are adopted pursuant to Hawai'i Revised Statutes ("HRS") § 10-4(1), as amended.

ARTICLE II. DEFINITIONS

As used herein:

"Ad Hoc Committee" means a Committee created by the Board for a one-time purpose or to focus on examining a specific subject and subject to a deadline by which the work must be completed or else the Ad Hoc Committee is dissolved.

"Administrator" means the Administrator of the Office of Hawaiian Affairs.

"Advisory Committee" means a Committee established to assist Standing Committees in an advisory capacity on matters within the purview of a Standing Committee.

"Agency" means the Office of Hawaiian Affairs.

"Board" means the Board of Trustees of the Office of Hawaiian Affairs. **"Chair" or**

"Chairperson" means the Chairperson of the Board of Trustees of the Office of Hawaiian Affairs as stated in HRS § 10-8.

"CEO" means the Chief Executive Officer of the Office of Hawaiian Affairs.

"Committee" means a body that includes one or more Trustees established under Article VIII of these Bylaws.

"Committee Chairperson" means the Chairperson of a Standing Committee, Advisory Committee, Ad hoc Committee, Permitted Interaction Group, Council, or Commission of the Office of Hawaiian Affairs.

"Government Record" means information maintained by OHA in written, auditory, visual, electronic, or other physical form with the exception of records excluded under HRS § 92F-3.

"Majority" means more than half of the members to which the Board is entitled, in good standing, who are both present and voting.

"Meeting" means the convening of a Board or Committee for which a quorum is required to consider, an agenda and to decide or to deliberate toward a decision on matters over which the Board or Committee has supervision, control, jurisdiction, or advisory power.

"Chance Meeting" means a social or informal assemblage of two or more Trustees at which matters relating to official business are not discussed.

"Executive Session" means a session closed to the public upon an affirmative vote taken at an open meeting, of two-thirds of the members present; provided the affirmative vote constitutes a simple majority of the members to which the board or committee is entitled, as provided by HRS § 92-4, as amended. A session closed to the public shall be limited to matters exempted by HRS § 92-5, as amended. The reason for holding such a session shall be publicly announced and the vote of each member on the question of holding a session closed to the public shall be recorded, and entered into the minutes of the meeting.

"Open Meeting" means a Meeting of the Office of Hawaiian Affairs that is open to the public and all persons are permitted to attend any meeting unless otherwise provided in the constitution or as closed, as provided by HRS § 92-3, as amended.

"Limited Session" means a Session of the Office of Hawaiian Affairs that is held at a location that is dangerous to health or safety, or if the Board determines that it is necessary to conduct an on-site inspection of a location that is related to the Board's business at which public attendance is not practicable, and the Director of the Office of Information Practices concurs, as provided by HRS § 92-3.1, as amended.

"Meeting by interactive conference technology" means a meeting that utilizes any form of interactive conference technology, as provided by HRS § 92-3.5(a). The interactive conference technology used by the Board should allow for interaction among

all members of the public attending the meeting, and the should meet the conditions for written public notice as required by HRS § 92-7, as amended. The notice should identify all locations where participating board members of the public may join board members at any of the identified locations.

"Special Board Meeting" means a special meeting of the Board called by the Chairperson or a simple majority (5) of all members to which the Board is entitled.

"Office" or "OHA" means the Office of Hawaiian Affairs.

"Officer" means the Chairperson and Vice Chairperson of the Office of Hawaiian Affairs.

"Official Business" means an activity or activities authorized by the Chairperson for members of the Board. These activities include, when authorized, the following:

1. attending a meeting relevant to the work of the Board, Committee, or Office;
2. participating in a seminar or conference sponsored in whole or in part by the Office;
3. attending either as a representative of the Board, Office or as a participant, a meeting, seminar, or conference of a community, county, island, state, national, or international organization on a subject matter of direct concern to the Board, Committee, or Office;
4. participating in any training program to maintain or improve the skills of Trustees or OHA employees in the performance of their duties and/or;
5. conducting studies and investigations on matters before the Board, Committee, or Office.

"Packet" means documents that are compiled by the Board or a Committee and distributed to Members before a meeting for use at that meeting, as provided by HRS § 92-7.5, as amended. A Packet may exclude certain non-public information per HRS § 92-7.5, as amended.

"Permitted Interaction Group" or "PIG" means a group where no more than a simple majority of a Board may discuss between themselves matter relating to official board business to enable them to perform their duties faithfully, as long as no commitment to vote is made or sought, and members do not constitute a quorum of their board, as provided by HRS § 92-2.5, as amended.

"Quorum" means the minimum number of Trustees or Members of a Committee who must be present for valid transaction of business.

"Reading" means a presentation of an action item or motion before the Board by the presentation of the action item, its title, or its number where the action is affirmatively voted on. A formal procedure as outline by the Board's Operations Manual indicates a reading as a stage in the enactment process.

"Simple Majority" means five (5) of the nine (9) votes entitled to be cast by the Board.

"Special Councils or Commission" means a Council or Commission established by the Board to address a specific subject matter.

"Super Majority" means six (6) of the nine (9) votes entitled to be cast by the Board.

"Standing Committee" means a constituted Committee of the Board as detailed in Article VIII of the Bylaws.

"Vice Chair" or "Vice-Chairperson" means the Vice-Chairperson of the Board of Trustees of the Office of Hawaiian Affairs.

ARTICLE III. DUTIES OF THE BOARD

The Board shall exercise power as provided by Article XII, §§ 5, 6 of the Constitution of the State of Hawai'i and HRS §§ 10-5, 10-6 as amended.

ARTICLE IV. MEMBERS

- A.** The membership of the Board shall be as provided by Article XII, § 5 of the Constitution of the State of Hawai‘i and HRS § 10-7, as amended.

- B.** Members of the Board shall be elected in accordance with HRS Chapter 13D, as amended, and vacancies shall be filled in accordance with HRS § 17-7, as amended.

ARTICLE V. OFFICERS

- A. Election and Certification.** The Office of Hawaiian Affairs shall be governed by the Board of Trustees, Office of Hawaiian Affairs. The Board, at its first meeting after an election, shall elect from its own membership a Chairperson and a Vice-Chairperson who shall serve at the pleasure of the Board as required HRS § 10-8, as amended. Their election shall be immediately certified by the Board to the Lieutenant Governor. The concurrence of a simple majority (5) of all Trustees shall be necessary to make any action of the Board effective, provided that due notice shall be given to all members.
- B. Vote.** Voting for Chairperson and Vice-Chairperson of the Board shall be determined by a method determined by a simple majority (5) of all Trustees to which a Board is entitled.
- C. Vacancy.** A vacancy in the Office of Chairperson or Vice-Chairperson shall exist under the following circumstances:
1. When the Chairperson or Vice-Chairperson is removed by the simple majority (5) of the members to which the Board is entitled; or
 2. When the Chairperson or Vice-Chairperson resigns from the position held; or
 3. In the case of illness or death of the Chairperson or Vice-Chairperson.
- D. Succession.** In the event of a vacancy in the Office of the Chairperson, the Vice-Chairperson shall succeed as Chairperson until the following Board meeting at which time a Chairperson is elected by a simple majority (5) of the members of the Board. If the Vice-Chairperson is elected to become the Chairperson, the

Board shall elect a Vice-Chairperson at the same meeting. The election(s) shall be immediately certified by the Board to the Lieutenant Governor as provided by HRS § 10-8, as amended.

ARTICLE VI. DUTIES OF OFFICERS AND MEMBERS

A. Chairperson. The Chairperson, in addition to presiding at all regular and special Board meetings, shall:

1. appoint the Chairperson, Vice-Chairperson and members of all Standing Committees, subject to the approval of the Board;
2. appoint members of Ad hoc Committees, Permitted Interaction Groups and designate the Chairperson and Vice-Chairperson of such Committees or Permitted Interaction Groups;
3. acknowledge communications, petitions, requests, and proposals on behalf of the Board and refer same to the Administrator, appropriate Committee of the Board and/or Permitted Interaction Group for action and/or recommendation;
4. serve as the primary liaison with the Governor, Congressional delegation, the Legislature, and other agencies and organizations to ensure that there are effective working relationships between all of the above and the Board;
5. approve all press releases and public announcements which state the official position of the Board;
6. approve agenda items for all meetings of the Board; and
7. perform such other duties as may be required by law or such as may properly pertain to such office.

B. Vice-Chairperson. The Vice-Chairperson shall assume the duties and responsibilities of the Chairperson in the absence of the Chairperson and shall undertake such other duties as may be assigned by the Chairperson.

ARTICLE VII. ADMINISTRATOR

The Board shall have the power to exercise control over the Office through its chief executive officer, the Administrator.

- A. Appointment.** The Board, by a simple majority (5) of all members to which the Board is entitled, shall appoint an Administrator who shall serve a term to be determined by the Board as required by HRS § 10-10, as amended,
- B. Staff.** The Administrator may employ and retain such employees as deemed necessary to carry out the function of the Office as required by HRS § 10-12, as amended.
- C. Removal.** The Board, by a two-thirds vote (6) of all Trustees to which it is entitled, may remove the Administrator for cause at any time with a due process hearing, as required by HRS § 10-10, as amended.
- D. Function.** The Administrator shall function as the chief executive officer.

ARTICLE VIII. COMMITTEES OF THE BOARD

- A. Establishment of Standing Committees.** To facilitate consideration of policy matters that must be approved by the Board, Standing Committees are established. Authority to act on all matters is reserved to the Board, and the functions of each Standing Committee shall be to consider and make recommendations to the Board.

There shall be a minimum of three (3) Standing Committees of the Board. Each Committee shall be led by a Chairperson and a Vice-Chairperson. The Board may increase the number of Standing Committees, but the membership of the Standing Committees shall be all nine (9) Trustees. The three (3) Standing Committees, subject to increase, shall consist of the Committee on Budget and Finance (BF), Committee on Investment and Land Management (ILM), and Committee on Beneficiary Advocacy and Empowerment (BAE).

1. **Committee on Budget and Finance.** The committee shall:
 - a. handle all fiscal and budgetary matters and ensure proper management, planning, evaluation, and use of OHA's trust funds;
 - b. develop policies that strengthen OHA's fiscal controls and financial management;
 - c. review, approve, or disapprove appropriate grants that support OHA's overall mission;
 - d. evaluate OHA programs to determine their effectiveness to decide whether to continue, modify, or terminate a program;

- e. in consultation with the Chairperson of the Committee on Beneficiary Advocacy and Empowerment carry out the recruitment and selection of the OHA Administrator;
 - f. provide oversight of Special Councils or Commissions as assigned by the Board.
2. **Committee on Investment and Land Management.** The committee shall:
- a. handle all Native Hawaiian Trust Fund investments (financial assets portfolio and Hawai'i commercial real estate) and legacy land matters and ensure proper management, planning, evaluation, investment, and use of OHA's trust assets;
 - b. review and approve all Hawai'i real estate acquisition expenditures that impact the OHA Debt Management, Economic Development, Investment, and Spending policies;
 - c. develop policies on land use, native rights, and natural and cultural resources, including: the inventory, identification, analysis and treatment of land, native rights, and natural and cultural resources;
 - d. develop policies and criteria for OHA's land acquisitions, dispositions, development, management, and the use of real property in which OHA has an interest;
 - e. develop investment policies relating to OHA's Native Hawaiian Trust Fund, desired returns and risk, spending, debt

management, and balancing the financial assets portfolio and Hawai'i commercial real estate portfolio;

- f. oversee the use and condition of OHA's real estate, and develop and execute policies for the proper use and stewardship of such real property;
- g. develop policies and programs for OHA's ownership, financing, and development of real property, including capital improvements, debt management, economic development, investment and spending policies, and forms of ownership for OHA's real property;
- h. develop policies relating to OHA's real estate asset allocation, desired returns, and balancing OHA's real estate portfolio including legacy lands, corporate real property, programmatic lands, and investment properties;
- i. in consultation with the Chairperson of the Committee on Budget and Finance or the Committee on Beneficiary Advocacy and Empowerment with responsibilities over the subject matter, and in coordination with other resources (e.g., Board Counsel, Administrator, Corporate Counsel, Ethics Commission), develop training and orientation programs for Trustees, including materials relating to Trustees roles, fiduciary responsibilities, and ethical obligations, as provided by HRS Chapter 84, as amended;

- j. oversee the performance of OHA's rights and obligations with respect to real estate not owned by OHA in its own name; and
- k. provide oversight of Special Councils or Commissions as assigned by the Board.

3. **Committee on Beneficiary Advocacy and Empowerment.** The committee shall:

- a. plan, coordinate, and implement programs and activities that encourage Hawaiians to participate in governance;
- b. facilitate OHA's legislative agenda and advocacy efforts with federal, state, and county officials, private and community organizations, and groups involved in Hawaiian issues;
- c. review and support the passage of legislation that benefits Hawaiians and supports Hawaiian issues, and work to defeat legislation which is contrary to the interest of OHA and its beneficiaries;
- d. review, approve, or disapprove program grants that support OHA's legislative and advocacy efforts
- e. develop programs that focus on beneficiary health, human services, economic stability, education, and native rights;
- f. develop policies and programs relating to housing, land use, the environment, and natural resources;
- g. evaluate all OHA programs to ensure that the programs have a positive impact on beneficiaries, and;

no later than twelve (12) calendar days before a Standing Committee Meeting. All communication and advice to an Advisory Committee shall be made by the Chairperson of the Standing Committee or designee.

2. The Advisory Committee Chairperson and membership shall be appointed by the Standing Committee Chairperson, upon advice and counsel of Standing Committee members. The term of the Advisory Committees shall expire with the completion of the assigned task or at the discretion of the Standing Committee Chairperson. There shall be no less than three (3) members to each Advisory Committee, at least one (1) of whom shall be a member of the Board of Trustees of the Office of Hawaiian Affairs, who shall be appointed by the Standing Committee Chairperson. All Advisory Committee members, with the exception of members of the Board of Trustees, shall serve on a voluntary basis without compensation, other than reasonable expenses, such as travel, parking, and meals.

E. Ad Hoc Committees.

1. From time to time, there shall be such Ad hoc Committees, as designated by the Chairperson, the members of which shall be appointed by the Chairperson, and subject to approval of the Board by a simple majority (5) vote. There shall be a minimum of three (3) members on each Ad hoc Committee, at least one of whom shall be a member of the Board and who shall be the Chairperson of the Ad hoc Committee.
2. The term of the Ad hoc Committees shall expire at the completion of the assigned task or at a specific time that is determined for each Ad hoc Committee at the time of the appointment of said Committee or at the discretion of the Chairperson.
 - a. All communications and advice from an Ad hoc Committee shall be made to the Chairperson of the Board no later than ten days before a Board meeting.
 - b. All communications and advice to an Ad hoc Committee shall be made by the Chairperson of the Board.
 - c. All Ad hoc Committee members, with the exception of members of the Board of Trustees, shall serve on a voluntary basis without compensation, other than reasonable expenses, such as travel, parking, and meals.
 - d. In the event that three (3) or more Board members are appointed to an Ad Hoc Committee, HRS Chapter 92, as amended, will apply.

F. Permitted Interaction Groups ("PIG").

1. The Chairperson may place on the agenda for Board consideration a request for the formation of a PIG in accordance with HRS § 92-2.5, as amended. The request shall set forth the title of the PIG, its scope, its suggested membership, and duration.
2. The purpose of the PIG shall be either to: (a) investigate a matter relating to the official business of the Board ("Investigative PIG") or (b) to present, discuss, or negotiate any position that the Board has adopted ("Negotiating PIG").
3. The membership, purpose, scope, and duration of the PIG shall be approved by the Board prior to the commencement of an investigation or presentation, discussion, or negotiation of any position adopted by the Board at a meeting of the Board.
4. Upon creation of an Investigative PIG, the members shall proceed to investigate the matter within their purview and prepare a report together with the PIG's findings and recommendations that shall be presented to the Board for consideration by the Trustees. No discussion, deliberation, or decision making shall occur at the time that the report is presented.
5. A Negotiating PIG shall present the results of its negotiations to the Board for deliberation and decision making by the Trustees at the same time or subsequent meeting.
6. Deliberation and decision making on the matter investigated, if any, must occur only at a duly noticed meeting of the Board held subsequent to the

meeting at which the finding and recommendations of the Investigative PIG were presented at the Board.

7. The report of any PIG may be accepted, rejected, recommitted subjected to the PIG for further consideration or dissolved at the deliberation and decision-making meeting, upon majority vote of the Trustees.

G. Permanent Special Councils or Commissions.

1. There shall be such Permanent Special Councils or Commissions as the Board deems appropriate to create. The Board shall designate a Standing Committee that shall exercise oversight of said Council or Commission. The Special Council shall determine the duration of said Council or Commission.
2. Council Members or Commissioners shall be appointed by the Standing Committee to which oversight authority is granted pending confirmation of the Board through a simple majority (5) vote of all members to which the Board is entitled.
3. Membership of each Council or Commission shall be composed of at least one (1) member of the Board of Trustees.
4. The subject matter and purview of said Councils or Commissions shall be clearly defined and limited to only those areas so recommended by the Standing Committee having oversight thereof and subject to the approval of the full Board by a simple majority (5) vote of all members to which the Board is entitled. Oversight by the appropriate Standing Committee shall include, but not be limited to, review of budgetary concerns for the

operation of said Council or Commission, and affirmation of requests for actions by such Council or Commission for the continued operations of such Council or Commission.

5. Such Council Members of Commissioners with the exception of any Members of the Board of Trustees, shall serve terms as established by the Board and shall serve terms as established by the Board and shall serve on a voluntary basis without compensation, other than reasonable expenses, such as travel, parking, and meals.

H. Quorum and Voting for Committees, Councils and Commissions.

1. For Advisory, Ad hoc, and Standing Committees, Councils and Commissions, a majority of the members of the Committee, Council or Commission shall constitute a quorum. Except for Ad Hoc Committees, three (3) members shall constitute a quorum to do business.
2. The concurrence of a quorum shall be required for any Committee (other than a Standing Committee), Council or Commission to make any recommendation to the Board or Standing Committee where appropriate, for Board or Standing Committee approval.
3. A simple majority (5) of the Members present at a Standing Committee meeting shall be required for it to make any recommendation to the Board, provided that a quorum is present at the time of the vote.
4. When Standing Committees meet jointly, each Committee shall vote separately as individual Committees.

- I. Authority to act on all matters is reserved to the Board and the functions of the Advisory and Ad hoc Committees, Councils, Commissions, and Permitted Interaction Groups shall be to investigate, consider, and make recommendations to the Standing Committee and the Board, respectively.
- J. **Staff Assignments.** The Administrator shall assign to each Standing, Advisory, and Ad hoc Committee, and to each Council, Commission and Permitted Interaction Group, appropriate Administration staff to conduct research, analyze data, draft findings, and report and provide project management and support for and to advise the respective Committee, Council, Commission or Permitted Interaction Group and to maintain records of the proceedings of same.
- K. **Committee Recommendations.** The Chairperson of the Board of Trustees shall place a Committee recommendation on a Board of Trustees agenda no later than thirty (30) calendar days after receipt of the recommendation. All Standing Committees shall do the same with respect to any matter referred to the committee by a Member.
- L. Waiver of any matter by committee to the Board of Trustees shall require two-thirds (2/3) vote of all Members to which the Board is entitled.

ARTICLE IX. MEETINGS

- A.** Board meetings shall be convened at the call of the Chairperson or by a quorum, as often as may be necessary for transaction of the Board's business as required in HRS § 10-8, as amended. The Board shall meet at least once annually on each of the islands of Hawai'i, Maui, Moloka'i, Lāna'i, Kaua'i, and O'ahu. At each meeting, the Board may fix the time and place for its next regular meeting.
- B.** Board meetings may be convened by the Chairperson. In addition, upon written request of a majority of the members of the Board, the Administrator shall schedule a meeting of the Board to take place within twelve (12) calendar days after receipt of such request, provided that the notice requirement is met pursuant to HRS §§ 92-7, 41, as amended.
- C.** Emergency meetings may be called by the Chairperson in accordance HRS § 92-8, as amended.
- D.** Committee meetings shall be called by the Committee Chairperson.
- E.** The Board shall give written public notice of any regular, special, emergency or rescheduled Board or Standing Committee, at least six (6) calendar days before the meeting and in the manner as required by HRS §§ 92-7, 41, as amended. All meetings of the Board or its Committees, excluding PIGS, shall be open to the public, except for executive session meetings as required by HRS § 92-3, as amended.
- F.** Appearances before the Board, and/or Standing Committees, Councils or Commissions shall be in accordance with HRS Chapter 92, as amended.

1. Any person who wants to appear before the Board or any Standing Committee, Council, or Commission, except for executive meetings, to present testimony on a matter before the Board or any Standing Committee, Council, or Commission, shall make a request and submit a written copy of such testimony to the Administrator at least seventy-two (72) hours prior to the Board, or Standing Committee, Council or Commission meeting unless such requirement is waived by a simple majority of the Board or Standing Committee, Council, or Commission. Any verbal presentation permitted by the Board or Standing Committee, Council or Commission shall be limited to five (5) minutes.
2. The Chairperson or Standing Committee Council or Commission Chairperson shall have the authority to extend, limit, or terminate any testimony, which the Chairperson determines to be repetitious, made solely for purposes of delay, or without any substantive purpose.
3. Any person who wants to submit written testimony, data, views, or arguments on any agenda item shall submit thirteen (13) copies of such testimony to the Administrator at least seventy-two (72) hours prior to the Board or Standing Committee, Council, or Commission meeting unless waived by a majority vote of all Board, Standing Committee, Council, or Commission members present.
4. The Board or Standing Committee, Council, or Commission by a simple majority (5) vote may restrict the total time allowed per agenda item.

5. Unless a testifier's testimony is related to a specific agenda item, the testifier may only give testimony under "Community Concerns" if the item is placed on the agenda.

G. Minutes of Meetings. The Board and each Standing Committee, Council or Commission shall keep written or recorded minutes of all meetings as required under HRS § 92-9, as amended. The Board shall adopt standardized forms for use in the recordation of minutes of meetings. Minutes of all preceding meetings shall be available as provided by HRS § 92-9(b), as amended. The minutes shall include, but need not be limited to:

1. the date, time, and place of the meeting;
2. the members of the Board, Standing Committee, Council, or Commission recorded as either present, absent, or excused;
3. a summary of all matters proposed, discussed, or decided; and a record, by individual member, of motions made, motions seconded, and votes taken to include dissenting votes and abstentions;
4. staff assignments for investigation and the date staff reports are due;
5. departure and arrival of members from meetings to show matters discussed before arrival, while there, or after departure; and
6. any other information that any member of the Board, Standing Committee, Council, or Commission requests be included or reflected in the minutes.

H. Packet. At the time the Packet is distributed to its members, the Board or Committee shall also make the Packet available for public inspection in the

Board's office, as required by HRS § 92-7.5. Additionally, the Board or Committee shall provide reasonably prompt access to the Packet to any person upon request. The Board shall provide notice to persons requesting notification of meetings, pursuant to HRS Section 92-7(e), as amended. The Board is not required to mail board packets. As soon as practicable, the Board shall accommodate requests for electronic access to the Board Packet.

- I. Referrals.** The Board shall adopt procedures for research, due diligence and analysis, and referrals to staff via the Administrator.
- J.** In the unlikely event, the Board may hold additional community meetings, informational meetings and public hearings, as needed.

ARTICLE X. QUORUM AND VOTING

A simple majority (5) of all the members to which the Board is entitled shall constitute a quorum to conduct business as required by HRS § 10-8, as amended. The concurrence of a simple majority (5) of all the members to which the Board is entitled shall be necessary to make any action of the Board valid provided that due notice shall be given to all members.

An abstention shall not be considered a positive or negative vote. A procedural motion may be passed by a majority (5) vote of the members present. Upon the request of any member of the Board, the Board Secretary shall call the roll.

- A.** Unless a member is excused from voting, such member's silence shall be recorded as an abstention.
- B.** A Member may use a "kanalua" response when called upon to vote and if repeated when polled again, that vote shall be recorded as an "abstention", or when polled to vote again, the second time may either vote "yes" or "no".

The Board Secretary shall record each vote in the minutes and report to the Chairperson, who shall announce the result to the Board.

ARTICLE XI. LEGAL COUNSEL

- A.** Legal Counsel shall be present at all regular meetings and certain committee meetings of the Board when requested by the Chairperson or Chairperson of the relevant Committee.
- B.** The Chairperson or designee, subject to prior approval of the Board, may request any written or verbal legal opinion from OHA's Corporate Counsel, Department of the Attorney General or from any other external legal counsel. Where a request is made in writing and a legal opinion is rendered by the Department of the Attorney General, or any other external legal counsel, such opinion along with a copy of the written request for such opinion shall be immediately distributed to all Board members in written form.
- C.** The Administrator of the Office Hawaiian Affairs or designee, subject to prior approval of the Board, may request any written or verbal legal opinion from the Department of the Attorney General, or any other external legal counsel. Where a request is made in writing and a legal opinion is rendered by the Department of the Attorney General or any other external legal counsel, such opinion along with a copy of the written request for such opinion shall be immediately distributed to all Board members in written form

ARTICLE XII. PARLIAMENTARY AUTHORITY

The most recent edition of Robert's Rules of Order shall apply in situations not covered by these Bylaws, applicable statutes, or opinions of Board Legal Counsel, Corporation Counsel, or external counsel.

ARTICLE XIII. AMENDMENTS TO BYLAWS

Proposed Bylaw amendments shall be submitted to the Board in writing. Before these Bylaws may be amended by a proposed Bylaw, it must be approved by a 2/3rd's vote of all the members to which the Board is entitled (6 affirmative votes) at least twice.

ARTICLE XIV. BOARD OF TRUSTEE STAFF

The Board Chair shall appoint a Chief of Staff who will be responsible for coordinating Board staff functions and activities and shall act as a liaison between the Board staff and the Administrator.

Each Board Member shall be entitled to a maximum of two full time positions. To carry out the duties of their office, each Trustee shall choose their staff positions from the following job classifications: Trustee Aide and Trustee Secretary. Each Board member shall have the sole discretion to select their staff positions from the job classifications listed above that best suit the needs of their office.

The Chairperson of the Board shall also be entitled to one additional staff position known as the BOT Private Secretary.

Changes to the type and number of staff positions shall require Board approval.

ARTICLE XV. CONFLICT OF INTEREST

Members of the Board shall comply with the provisions of this Bylaw and are subject to the standards of conduct and financial interest disclosure requirements of HRS Chapter 84, as amended, to include attending ethics training within a reasonable time upon taking office. For the purpose of this Bylaw Article:

- A.** An ‘affiliation’ exists if a Board Member or a Member of the Board member’s family is an owner (an ownership interest valued at more than \$5,000 or 10% or more ownership of the business), officer, director, trustee, partner, employee (which shall also include legal counsel, consultant, contractor, advisor, or representative), or agent of such organization.
- B.** All Members must disclose to the Chairperson and the Board their membership(s) or affiliation(s) with any organizations or person(s) who are eligible to receive grants from, may be in competition with for resources or eligible to procure from or contract with the Office of Hawaiian Affairs. Members shall disqualify themselves any time an action is being considered by the Board which would affect the funding, procurement or contracts of that organization or person. Disclosure by declaration shall be made before Board action on the matter.

Board members have a clear obligation to conduct all affairs of OHA in the best interest of beneficiaries. Members are expected to place the welfare of OHA above personal interests or the interests of family members or others who may be personally involved in affairs affecting OHA. All decisions of the Board are

to be made solely based on a desire to promote the best interest of OHA and its beneficiaries and in alignment with a Board Member's fiduciary duties.

- C. Members violating this Article shall be subject to disciplinary action, as set forth in Article XVIII herein.

ARTICLE XVI. CONFIDENTIALITY

- A.** All information, data, and documents that do not qualify as Government Records that are received or reviewed by a Board Member acting in his or her official capacity shall be deemed confidential and shall not be released or utilized by any Board Member for any purpose other than OHA Board or Committee business.
- B.** The unanimous vote of all Members of the Board after full consultation with Board Counsel shall be required before any confidential communication, proprietary, or otherwise privileged communications or material received may be publicly released, except that Board Executive Session Minutes may be released after redaction by Board Counsel under HRS § 92-9 and pursuant to Board of Trustees Operations Manual, Rule 21 (July 2007).

ARTICLE XVII. ORDER AND DECORUM

- A. While the Chairperson is putting any question to, or addressing the Board, or when a person is speaking, all persons present are expected to conduct themselves with decorum and provide respect to the speaker. While a person is speaking, no one shall pass between such speaker and the Chairperson.
- B. When a Member or other person properly before the Board wishes to speak, the speaker shall address the Chairperson, be recognized before proceeding, and shall confine remarks to the question under discussion.
- C. If a Member or other person, in speaking or otherwise, transgresses these rules, any Member may raise a question of order. The Chairperson shall then decide the question of order without debate, subject to an appeal to the Board. In addition, the Chairperson may call for the sense of the Board on any question of order.
- D. Whenever any person is called to order while speaking, such person shall be in possession of the floor after the question of order is decided and may proceed with the matter under discussion within the ruling made on the question of order.
- E. All persons attending Board meetings, including staff, witnesses, members of the media, and the general public, are expected to respect the dignity of the Board.
- F. Members who repeatedly violate any provision of any of the above sections of this Article shall be subject to disciplinary action, as set forth in Article XVIII herein.
- G. **Defamation.** OHA is concerned that no defamatory material or statements are presented at Board and Committee meetings. In the event that this situation

should develop, it will be necessary to call this to the attention of the persons making those statements, and request that they desist in their action. Such information may be stricken from the record.

**ARTICLE XVIII. TRUSTEE CODE OF CONDUCT AND SANCTIONS FOR
VIOLATION OF THE CODE OF CONDUCT**

The professional conduct of a member of the OHA Board of Trustees shall be guided by the Code of Conduct and Sanctions for Violations of the Code of Conduct, hereinafter referred to as the “Code of Conduct,” which shall be created as a stand-alone executive policy of the Board of Trustees and made part of the OHA Board of Trustees’ Executive Policy Manual as a stand-alone policy.

The Sanctions for Violations of the Code of Conduct shall contain procedures that are fitting to the position of an elected Trustee and while ensuring that due process is afforded to a Trustee whose matter is being considered by the Board of Trustees.

The purpose of this Article is to establish guidelines relating to the Trustee Code of Conduct, including standards for the ways in which Members interact with one another staff, and beneficiaries in the pursuit of setting OHA policy and managing its trust.

ARTICLE XIX. HAWAIIAN LANGUAGE USAGE

All Members and staff are expected to use Hawaiian language and the proper spelling and grammar of Hawaiian words when preparing official correspondence and documents for OHA, as required by Article XV, § 4 of the Constitution of the State of Hawai‘i, as amended.

ARTICLE XX. TABLE OF AUTHORITIES

Statutes

Chapter 10.....I-1, III-1, IV-1, V-1, VII-1
Chapter 13DIV-1
Chapter 84..... XV-1, XV-2
Chapter 92..... VIII-6, IX-1, IX-2
HRS § 5-6.5, State language XVIII-1
HRS §10-10 Administrator; appointment, tenure, removal..... VII-1
HRS §10-12 Assistant; staff..... VII-1
HRS §10-4(1) Office of Hawaiian Affairs; established; general powersI-1
HRS §10-4(5) Office of Hawaiian Affairs; established; general powersI-1
HRS §10-7 Board of trusteesIV-1
HRS §10-8 Organization; quorum; meetingIX-1, X-1
HRS §11-15 Application to registerIV-1
HRS §11-25 Challenge by voters; grounds; procedureIV-1
HRS §12-5 Nomination papers: number of signersIV-1
HRS §12-6 Nomination papers: time for filing; fees.....IV-1
HRS §17-7 Board of trustees, office of Hawaiian affairsIV-1
HRS §92-5 Exceptions..... VI-1
HRS §92-7.5 Board Packet; Filing; Public Inspection; Notice.....IX-3
HRS §92-9(b) Minutes.....IX-3

Constitutional Provisions

Article XII, Constitution of State of Hawai`i..... III-1
Article XII, Section 5, Constitution of State of Hawai`i.....IV-1

APPENDIX A – INDEX

<p style="text-align: center;">A</p> <p>Absence 13</p> <p>Absent.....28</p> <p>Ad hoc Committee..... 21, 25</p> <p>Ad Hoc Committee 4, 21</p> <p>Ad hoc Committees 12, 21, 25</p> <p>Administrator..... 4, 12, 14, 16, 25, 26, 27, 29, 31, 34</p> <p>Advisory 4, 19, 20, 24, 25</p> <p>Advisory Committee..... 4, 20</p> <p>Advocacy 15, 16, 18, 19</p> <p>Agency.....4</p> <p>Appointed 20, 21, 23</p> <p>Appointment 14</p> <p>Attorney General 31</p> <p style="text-align: center;">B</p> <p>BAE 15</p> <p>Beneficiaries 19, 35, 36</p> <p>Beneficiary..... 19</p> <p>Budget..... 15</p> <p>Budgetary..... 15, 23</p> <p style="text-align: center;">C</p> <p>Chairperson..... 4, 6, 7, 10, 12, 13, 20, 21, 27, 31, 38</p> <p>Commission..... 4, 7, 23, 24, 25, 27, 28</p> <p>Committee Chair..... 4, 20</p> <p>Confidential 37</p> <p>Congressional 12</p> <p>Constitution 8, 9</p> <p>Coordinate 18</p> <p style="text-align: center;">D</p> <p>Data 27, 37</p> <p>Defamatory 38</p> <p>dignity of the Board 38</p> <p>Disciplinary 36, 38</p> <p>Disclosure 35</p> <p>Duties..... 14</p> <p style="text-align: center;">E</p> <p>Effectiveness..... 15</p> <p>Elected 9, 10</p> <p>Election..... 10</p> <p>Empowerment..... 15, 16, 18</p> <p>Ethics 35</p> <p>Evaluate 15, 19</p> <p>Executive officer..... 14</p>	<p style="text-align: center;">F</p> <p>Finance 15</p> <p>Fiscal 15</p> <p>For cause 14</p> <p style="text-align: center;">G</p> <p>Governor 10, 11, 12</p> <p>Grants 15, 19, 35</p> <p style="text-align: center;">H</p> <p>Land Management..... 15, 16</p> <p>Land use 19</p> <p>Legal Counsel..... 31</p> <p>Legislature..... 12</p> <p>Liaison..... 12, 34</p> <p style="text-align: center;">M</p> <p>Majority..... 6, 10, 14, 21, 23, 24, 26, 27, 30</p> <p>Majority vote..... 21, 27, 30</p> <p>Minutes 28</p> <p>Mission..... 15</p> <p style="text-align: center;">N</p> <p>Native Hawaiian Trust Fund 16, 17</p> <p>Native rights 19</p> <p style="text-align: center;">O</p> <p>Officer 6</p> <p>Official Business 6</p> <p style="text-align: center;">P</p> <p>Permitted Interaction Group..... 4, 7, 12, 25</p> <p>Petitions..... 12</p> <p>PIG 7, 22, 23</p> <p>Purview 19, 23</p> <p style="text-align: center;">Q</p> <p>Quorum 5, 7, 24, 26, 30</p> <p style="text-align: center;">R</p> <p>Removal 14</p> <p>Requests 12, 24, 28</p> <p>Research 25, 29</p> <p>Robert's Rules of Order 32</p>
---	---

S

Simple Majority7
 Slander.....38
 Special Board Meeting.....6
 Standing Committee 19, 20, 23, 24, 25, 26
 Statutes 3, 8, 14, 26, 28, 30
 Succession10
 Summary.....28

T

Transgress.....38
 Trust funds.....15
 two-thirds.....14
 Two-thirds vote.....14

U

Unanimous 37

V

Vacancy..... 10
 Vice-Chairperson 7, 10

W

Waiver..... 25



BOARD OF TRUSTEES

Carmen. Hulu Lindsey, Chairperson
Dan Ahuna, Trustee Kaua'i & Ni'ihau
Kaleihikina Akaka, Trustee O'ahu
Keli'i Akina, Trustee At-Large
Luana Alapa, Trustee Moloka'i & Lāna'i
Kaiali'i Kahele, Trustee Hawai'i
Brickwood Galuteria, Trustee At-Large
Keoni Souza, Trustee At-Large
John Waihe'e IV, Trustee At-Large

**STATE OF HAWAII
OFFICE OF HAWAIIAN AFFAIRS**

MEETING OF THE BOARD OF TRUSTEES

DATE: Wednesday, December 4, 2024

TIME: 11:00 A.M.

PLACE: Remote Meeting via Interactive Conference Technology and in-person
at OHA Maui Ola Boardroom

560 N. Nimitz Hwy.

Honolulu, HI. 96817

Viewable at www.oha.org/livestream Or

Listen by phone: (213) 338-8477, Webinar ID: 875 9881 2390

This virtual meeting can be viewed and observed via livestream on OHA's website at www.oha.org/livestream or listened by phone using the call-in information above. A physical meeting location, open to members of the public who would like to provide oral testimony or view the virtual meeting, will be available at 560 N. Nimitz Hwy., Suite 200, Honolulu, HI 96817.

AGENDA

I. Call to Order

II. New Business

A. Organization of the Board of Trustees: Election of Board Chairperson and Vice-Chairperson, Appointment and Approval of Committee Chairpersons and Vice-Chairpersons*‡

III. Executive Session§

A. Organizing meeting procedures and requirements. Board anticipates going into executive session pursuant to HRS § 92-5(a)(4) to consult with Board Counsel Richard Naiwieha Wurdeman on questions and issues pertaining to the Board's powers, duties, privileges, immunities, and liabilities pertaining to organizing meeting procedures and requirements.

IV. Community Concerns and Celebrations

V. Announcements

VI. Adjournment

If you need an auxiliary aid/service or other accommodation due to a disability, please contact Everett Ohta at (808) 594-1988 or by email at everetto@oha.org as soon as possible. Requests made as early as possible have a greater likelihood of being fulfilled. Upon request, this notice is available in alternate/accessible formats.

In the event that the livestream public broadcast is interrupted and cannot be restored, the meeting may continue as audio-only through the phone number and Webinar ID provided at the beginning of this agenda. Meeting recordings will be made available on OHA's website <https://www.oha.org/about/leadership/board-of-trustees/> as soon as practicable after the meeting.

Public Testimony will be called for each agenda item and must be limited to matters listed on the meeting agenda. Community Concerns and Celebrations is not limited to matters listed on the meeting agenda. Hawai'i Revised Statutes, Chapter 92, prohibits Board members from discussing or taking action on matters not listed on the meeting agenda.

* Document(s) associated with this agenda item are anticipated to be included in the board packet for this meeting. The board packet will be available for the public to inspect at OHA's main office located at 560 N. Nimitz Hwy., Suite 200, Honolulu, HI 96817, OHA's neighbor



BOARD OF TRUSTEES

Carmen. Hulu Lindsey, Chairperson
Dan Ahuna, Trustee Kaua'i & Ni'ihau
Kaleihikina Akaka, Trustee O'ahu
Keli'i Akina, Trustee At-Large
Luana Alapa, Trustee Moloka'i & Lāna'i
Kaiali'i Kahele, Trustee Hawai'i
Brickwood Galuteria, Trustee At-Large
Keoni Souza, Trustee At-Large
John Waihe'e IV, Trustee At-Large

STATE OF HAWAII
OFFICE OF HAWAIIAN AFFAIRS

island offices, and on OHA's website <https://www.oha.org/bot> no later than two business days before the meeting. The 72 Hour rule, pursuant to OHA BOT Operations Manual, Section 49, shall be waived for distribution of new committee materials.

* Pursuant to Article V, Section A of the Office of Hawaiian Affairs Board of Trustees Bylaws, the Board, at its first meeting after an election, shall elect from its own membership a Chairperson and a Vice-Chairperson who shall serve at the pleasure of the Board as required HRS§10-8, as amended. The concurrence of a simple majority (5) of all Trustees shall be necessary to make any action of the Board effective, provided that due notice shall be given to all members.

§ Notice: This portion of the meeting will be closed pursuant to HRS § 92-5.

Persons wishing to provide *written testimony* on items listed on the agenda should submit testimony via *email* to BOTmeetings@oha.org or via *postal mail* to Office of Hawaiian Affairs, Attn: Meeting Testimony, 560 N. Nimitz Hwy., Suite 200, Honolulu, HI 96817. Testimony is requested to be received at least twenty-four hours prior to the scheduled meeting to allow board members with sufficient time to review the testimony before the meeting.

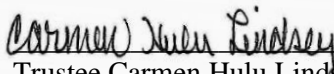
Persons wishing to provide *oral testimony online* during the remote meeting are requested to sign up at:
https://us06web.zoom.us/webinar/register/WN_GgkMiSoWRFS_bxsRGnSQjw

Once you have signed up, a confirmation email will be sent to you with a link to join the remote meeting, along with further instructions on how to provide oral testimony during the remote meeting. You do not need to provide your name or other personal information other than a valid email address at which to receive the meeting link.

To provide oral testimony online, you will need:

- (1) a computer or mobile device to connect to the virtual meeting;
- (2) internet access; and
- (3) a microphone to provide oral testimony.

Oral testimony by telephone/landline **will not** be accepted at this time. Once your oral testimony is completed, you may be asked to disconnect from the meeting. If you willfully disrupt the meeting or do not disconnect on your own, support staff will remove you from the Zoom meeting. You can continue to view the remainder of the meeting on the livestream or by telephone, as provided at the beginning of this agenda.


Trustee Carmen Hulu Lindsey
Chairperson, Board of Trustees

11/27/2024
Date