

BOARD OF TRUSTEES

Carmen. Hulu Lindsey, *Chairperson*Leina'ala Ahu Isa, *Vice Chairperson*

Dan Ahuna, Trustee Kaua'i & Ni'ihau

Kalei Akaka, Trustee O'ahu

Keli'i Akina, Trustee At-Large

Luana Alapa, Trustee Moloka'i & Lāna'i

Brendon Kalei'aina Lee, Trustee At-Large

Keola Lindsey, Trustee Hawai'i Island

John Waihe'e IV, Trustee At-Large



STATE OF HAWAII
OFFICE OF HAWAIIAN AFFAIRS

MEETING OF THE BOARD OF TRUSTEES**DATE:** Thursday, January 13, 2022**TIME:** 10:00 am**PLACE:** Virtual MeetingViewable at www.oha.org/livestream OR

Listen by phone: (213) 338-8477, Webinar ID: 895 4680 6806

Due to COVID-19, the OHA Board of Trustees and its standing committees will hold virtual meetings until further notice. Pursuant to Governor Ige's December 29, 2021 Emergency Proclamation Related to Sunshine Law In-Person Meetings, there will be no in-person location for this meeting that is open to the general public. The virtual meeting can be viewed and observed via livestream on OHA's website at www.oha.org/livestream or can be listened to by phone via the phone number and Webinar ID listed at the beginning of this agenda.

AGENDA

- I. Call to Order**
- II. Approval of Minutes**
 - A. November 4, 2021
 - B. November 18, 2021
 - C. December 9, 2021
- III. Public Testimony*** on Items Listed on the Agenda* (Please see page 2 on how to submit written testimony or provide oral testimony online. Oral testimony by phone will **not** be accepted)
- IV. Community Concerns and Celebrations****(Please see page 2 on how to submit written testimony or provide oral testimony online. Oral testimony by phone will **not** be accepted)
- V. New Business**
 - A. Presentation by the Native Hawaiian Legal Corporation, Makalika Naholowa'a, Executive Director
 - B. Action Item BOT#22-01: Approve the formation of a Permitted Interaction Group (PIG) to investigate the activation of OHA Kaka'ako Makai Site A, 1011 Ala Moana Blvd. Pursuant to HRS§92-2.5(b)(1)(A).
- VI. Executive Session‡**
 - A. Consultation with Board Counsel Robert G. Klein on questions and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities with respect to Appellant Kondo's appeal in OHA v. Kondo, CIVIL NO. 1CCV-20-0000259. Pursuant to HRS § 92-5(a)(4).
- VII. Announcements**
- VIII. Adjournment**

If you require an auxiliary aid or accommodation due to a disability, please contact Everett Ohta at telephone number 594-1988 or by email everetto@oha.org no later than three (3) business days prior to the date of the meeting. Meeting Materials will be available to the public 72 hours prior to the meeting and posted to OHA's website at: www.oha.org/bot

In the event that the livestream or the audiovisual connection is interrupted and cannot be restored, the meeting may continue as an audio-only meeting through the phone and Webinar ID listed at the beginning of this agenda. Meeting recordings are available upon request to BOTmeetings@oha.org until the written meeting minutes are posted to OHA's website.

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STATE OF HAWAII OFFICE OF HAWAIIAN AFFAIRS

† Notice: The 72 Hour rule, pursuant to OHA BOT Operations Manual, Section 49, shall be waived for distribution of new committee materials.

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

* **Public Testimony on Items Listed on the Agenda 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, Public Agency Meetings and Records, prohibits Board members from discussing or taking action on matters not listed on the meeting agenda.

Testimony can be provided to the OHA Board of Trustees either as: (1) **written testimony emailed** at least 24 hours prior to the scheduled meeting, (2) **written testimony mailed** and received at least two business days prior to the scheduled meeting, or (3) live, **oral testimony online** during the virtual meeting.

- (1) Persons wishing to provide **written testimony** on items listed on the agenda should submit testimony via **email** to BOTmeetings@oha.org at least **24 hours prior** to the scheduled meeting or via **postal mail** to Office of Hawaiian Affairs, Attn: Meeting Testimony, 560 N. Nimitz Hwy., Suite 200, Honolulu, HI 96817 **to be received at least two business days prior** to the scheduled meeting. Any testimony received after these deadlines will be late testimony and will be distributed to the Board members after the scheduled meeting. **Due to COVID-19 office closure and limited in-office staffing, please do not fax or hand-deliver written testimony.**

- (2) Persons wishing to provide **oral testimony online** during the virtual meeting must first register at: https://us06web.zoom.us/webinar/register/WN_KZ7ZdW-ZQV2_11ac_ALdsw

You need to register if you would like to orally testify. Once you have completed your registration, a confirmation email will be sent to you with a link to join the virtual meeting, along with further instructions on how to provide oral testimony during the virtual meeting. The registration page will closed once the Public Testimony or Community Concerns agenda items have concluded.

To provide oral testimony online, you will need:

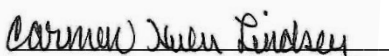
- (1) a computer or mobile device to connect to the virtual meeting;
- (2) internet access; and
- (3) a microphone to provide oral testimony.

Oral testimony online will be limited to five (5) minutes.

Oral testimony by telephone/landline **will not** be accepted at this time.

Once your oral testimony is completed, you will be asked to disconnect from the meeting. If you do not sign off 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.

Please visit OHA's website for more detailed information on how to submit Public Testimony OR Community Concerns at: <https://www.oha.org/how-to-submit-testimony-for-oha-bot-meetings/>


Trustee Carmen Hulu Lindsey
Chairperson, Board of Trustees

1/6/2022
Date

**Office of Hawaiian Affairs
Meeting of the Board of Trustees
January 13, 2022
10:00 A.M.**

II. Approval of Minutes

- A. November 4, 2021**
- B. November 18, 2021**
- C. December 9, 2021**

****all attachments will be added to final minutes once approved.**

Draft

STATE OF HAWAII
OFFICE OF HAWAIIAN AFFAIRS
560 N. NIMITZ HIGHWAY, SUITE 200
(VIRTUAL MEETING - VIA ZOOM WEBINAR)

Due to the threat of COVID-19, Governor Ige issued the most recent Emergency Proclamation Related to the COVID-19 Delta Response, dated October 1, 2021 that suspends parts of Hawai'i Revised Statutes Chapter 92, Public Agency Meetings and Records to, among other things, enable boards to conduct business without any board members or members of the public physically present at the same location.

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Minutes of the Office of Hawaiian Affairs
Board of Trustees
MINUTES
November 4, 2021

ATTENDANCE:

Chairperson Carmen Hulu Lindsey
Trustee Leina'ala Ahu Isa
Trustee Dan Ahuna
Trustee Kaleihikina Akaka
Trustee Keli'i Akina
Trustee Brendon Kalei'āina Lee
Trustee Keola Lindsey
Trustee John Waihe'e, IV

BOT STAFF:

Colin Kippen, COS
Amber Kalua, Trustee Aide
Kanani Iaea, Trustee Aide
Lehua Itokazu, Board Secretary
Sam Chung, Financial Advisor to BOT
Veto Baker, Kuilei Consultant Inc.
Peter Gilpatrick, Kuilei Consultant Inc.

ADMINISTRATION STAFF:

Sylvia Hussey, Ka Pouhana / CEO
Casey Brown, Ka Pou Nui / COO
Raina Gushiken, CC
Everett Ohta, CC
Ramona Hinck, CFO
Kalani Fronda, Land Director
Daniel Santos, IT
Erin Nakama, IT
Robert Klein, Board Counsel

Call to Order

Chair Hulu Lindsey Calls the Board of Trustees Meeting to order for Thursday, November 4, 2021, at 10:00 a.m. Board Secretary, please do a roll call.

MEMBERS			Present	TIME ARRIVED
TRUSTEE	LEINA'ALA	AHU ISA	X	
TRUSTEE	DAN	AHUNA		Joins at 10:05 am
TRUSTEE	KALEI	AKAKA	X	
TRUSTEE	KELI'I	AKINA	X	
TRUSTEE	LUANA	ALAPA		Excused
TRUSTEE	BRENDON KALEI'ĀINA	LEE	X	
TRUSTEE	KEOLA	LINDSEY	X	
TRUSTEE	JOHN	WAIHE'E		Joins at 10:03 am
CHAIRPERSON	CARMEN HULU	LINDSEY	X	
			6	

At the Call to Order, **six (6)** Trustees are PRESENT, thereby constituting a quorum.

Chair Hulu Lindsey Thank you. Due to the threat of COVID-19, Governor Ige issued the most recent Emergency Proclamation related to COVID-19 Response dated October 1, 2021, that suspends parts of Hawai'i Revised Statutes Chapter 92, Public Agency Meetings and Records to, among other things, enable boards to conduct business without any board members or members of the public physically present at the same location. The OHA Board of Trustees will hold virtual meetings until further notice. The virtual meetings can be viewed and observed via livestream on OHA's website at www.oha.org/livestream

Before we begin, I would like to inform you that I will be taking the agenda out of order. Item V.B. will be moved and placed after executive session.

Let me go over some quick announcements. Please mute your mics when you are not speaking. We are recording today's meeting for the sole purpose of producing written minutes, which will become the official record of this meeting.

Joining the Trustees today is my staff Colin Kippen-COS, my Aides-Kanani Iaea and Amber Kalua, and our Board Secretary-Lehua Itokazu. With us today is Robert Klein, our Board Counsel and our CEO, Sylvia Hussey. I will now call on our Pouhana to announce who is joining us from administration.

Sylvia Hussey, CEO Thank you Chair and good morning Trustees, Chair, we have COO-Casey Brown, CFO-Ramona Hinck, Land Director-Kalani Fronda, Senior Legal Counsel-Raina Gushiken, Assistant Senior Legal Counsel-Everett Ohta, as well as our IT staff, Dan and Erin who will be supporting us this morning. Thank you.

Chair Hulu Lindsey Yes, and also joining us today is Sam Chung, our Financial Analyst.

Approval of Minutes

September 8, 2021.

Chair Hulu Lindsey moving on to approval of minutes for September 8, 2021. Do I have a motion?

Trustee Akina Moves to approve the September 8, 2021 minutes.

Trustee Akaka Seconds the motion.

MINUTES: September 8, 2021						
	1	2	‘AE (YES)	‘A‘OL E (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI AHU ISA			X			
TRUSTEE DAN AHUNA						
TRUSTEE KALEI AKAKA		X	X			
TRUSTEE KELI‘I AKINA	X		X			
TRUSTEE LUANA ALAPA						Excused
TRUSTEE BRENDON LEE			X			
TRUSTEE KEOLA LINDSEY			X			
TRUSTEE JOHN WAIHE‘E			X			
CHAIRPERSON HULU LINDSEY			X			
TOTAL VOTE COUNT			7			1
MOTION: [] UNANIMOUS [X] PASSED [] DEFERRED [] FAILED						
Motion passes with seven (7) YES votes and one (1) EXCUSED vote.						

Chair Hulu Lindsey Do we have any public testimony or community concerns at this time?

Board Secretary None at this time.

New Business

- A. Committee on Resource Management**
 - 1. **Action Item RM#21-16: Iwilei Commercial Properties Non-Core Budget for the Fiscal Biennium Periods 2021-2022 (FY22) and 2022-2023 (FY23)**
 - 2. **Action Item RM#21-17: FB22-23 Non-Core Budget Realignment #1**

Chair Hulu Lindsey I will call on Trustee Waihe‘e.

Trustee Waihe‘e Your Committee on Resource Management, having met on October 26, 2021, and after full and free discussion, recommends approval of the following two actions to the Board of Trustees:

Action 1

Approve the Iwilei commercial properties non-core operating budget for the fiscal biennium periods 2021-2022 (FY 22) and 2022-2023 (FY 23) as outlined in Attachment #1.

Action 2

Approve the FB22-23 non-core budget realignment #1 as summarized in Attachment #1.

Trustee Akaka Seconds the motion.

Trustee Waihe'e motions to						
<u>Action 1</u> Approve the Iwilei commercial properties non-core operating budget for the fiscal biennium periods 2021-2022 (FY 22) and 2022-2023 (FY 23) as outlined in Attachment #1.						
<u>Action 2</u> Approve the FB22-23 non-core budget realignment #1 as summarized in Attachment #1.						
Trustee Akaka Seconds the motion.						
	1	2	'AE (YES)	'A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI AHU ISA			X			
TRUSTEE DAN AHUNA			X			
TRUSTEE KALEI AKAKA		X	X			
TRUSTEE KELI'I AKINA			X			
TRUSTEE LUANA ALAPA						X
TRUSTEE BRENDON LEE			X			
TRUSTEE KEOLA LINDSEY			X			
TRUSTEE JOHN WAIHE'E	X		X			
CHAIRPERSON HULU LINDSEY			X			
TOTAL VOTE COUNT			8			1
MOTION: [] UNANIMOUS [X] PASSED [] DEFERRED [] FAILED						
Motion passes with eight (8) YES votes and one (1) EXCUSED vote.						

C. Action Item BOT#21-16: Approve COVID-19 Vaccination and Testing Policy for the Office of Hawaiian Affairs and Its Implementation by Administration

Chair Hulu Lindsey Moving onto item C. Can I have someone make a motion.

Trustee Akaka Madame Chair I move to Approve the COVID-19 Vaccination and Testing Policy for the Office of Hawaiian Affairs as set forth in Attachment A and authorize Administration to carry out

its implementation, including allowing Administration to make regular updates to the policy as medical guidance and regulatory guidelines change without further board approval.

Trustee Waihe'e Seconds the motion.

Chair Hulu Lindsey Any discussion? I will call upon Raina.

Raina Gushiken, Senior Leagal Counsel Mahalo and good morning. Following the workshop we had at the October 21st BOT meeting, I incorporated the feedback from the board and made appropriate changes to the policy. Under the BOT excutive policy manual section 1.2E, this policy is being treated as a stand alone policy that is distinct from the general policies of the executive policy manual. This policy address a major area of operation and will have a distinct review and maintenance schedule. As the action sets forth, it would be subject for regualr review by administration and updates by administration and updates by adminstration as *inaudible* as guidelines change without further board approval. So, because this is a policy being brought to the board for approval, it would require two readings of the board for passage. If there are any questions, I would be happy to answer them.

Trustee Ahu Isa Are you say that this is a moving target? This morning another announcement on the news came on from President Biden. This could affect us. Did you see this mornings news?

Sylvia Hussey, CEO What I thought I saw was a limit of a 100 employees which is fairly small. So its going to impact many people.

Trustee Ahu Isa This was Bloomberg that came out with this. These are big companies. I'm just asking if this is not set in stone. Everyday it comes out with different kinds of guidelines. A lot of HR work.

Raina Gushiken, Senior Leagal Counsel Trustee Ahu Isa, I am aware at the Federal level there was rule making in the process to the rules issued recently. My understanding is the intent of the rule was to apply to private employers. I know we will seek clarification whether the rule would apply to State and County agencies but the intent of the rule was to apply to private employers. I believe it was for 100 employees or more but I will get clarification and provide an update to the board. Again, that is why the policy is set up so that administration would review it periodically and regularly to make changes necessary and make sure its compliance with federal, State, and County regulations as they change in this pandemic.

Trustee Ahu Isa OSHA has to go. January 4th is the deadline.

Sylvia Hussey, CEO So Trustee, it is 100 employees or more. The application of rule making and regulation. You are right they are putting with OSHA regulations.

Trustee Ahu Isa I just wanted to bring it up that its moved to January 4th. Mahalo.

Trustee Lee I am sure this is going to happen, but I just want to have it on the record. Given that this action item will require no further board action after the second reading for changes to this policy as changes are made to this policy, that administration is going to communicate those changes across to the BOT. Thank you Madam Chair.

Sylvia Hussey, CEO Yes, Trustee Lee. Confirming administration will communicate to the Board as well as the broader OHA as changes are made.

Trustee Lee Mahalo Ka Pou Hana.

Chair Hulu Lindsey Just know trustees that if you are not happy, we can change the policy back. Roll call vote.

Trustee Akaka motions to						
C. Action Item BOT#21-16: Approve COVID-19 Vaccination and Testing Policy for the Office of Hawaiian Affairs and Its Implementation by Administration						
Trustee Waihe'e Seconds the motion.						
	1	2	'AE (YES)	'A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI AHU ISA			X			
TRUSTEE DAN AHUNA			X			
TRUSTEE KALEI AKAKA	X		X			
TRUSTEE KELI'I AKINA			X			
TRUSTEE LUANA ALAPA						X
TRUSTEE BRENDON LEE			X			
TRUSTEE KEOLA LINDSEY			X			
TRUSTEE JOHN WAIHE'E		X	X			
CHAIRPERSON HULU LINDSEY			X			
TOTAL VOTE COUNT			8			1
MOTION: [] UNANIMOUS [X] PASSED [] DEFERRED [] FAILED						
Motion passes with eight (8) YES votes and one (1) EXCUSED vote.						

Chair Hulu Lindsey moving onto item D. I will turn this time over to our CEO, Sylvia Hussey.

A. Workshop: Board Governance Framework: Policy Framework

Sylvia Hussey, CEO I will be sharing my screen.



Okay, the documentation shares the progress of the work we've been talking about the policy framework, since February of this year. We had a workshop in May of this year and laid out the framework. This is just a refresher in anticipation of the action item that will come before the board to establish the framework and be able to populate the framework items with all of the policies.

We already have the Lahui policies.

Working Definition of Governance

FOR PURPOSES OF THIS DOCUMENT AND THE PROPOSED BOARD OF TRUSTEES' PROJECT, A WORKING DEFINITION OF "GOVERNANCE" IS PROVIDED AND WILL BE USED TO FRAME THE PROJECT, ACTIVITIES AND DELIVERABLES.

Establishment of policies, and continuous monitoring of their proper implementation, by the members of the governing body of an organization. It includes the mechanisms required to balance the powers of the members (with the associated accountability), and their primary duty of enhancing the prosperity and viability of the organization.

<http://www.businessdictionary.com/definition/governance.html>, retrieved 1/1/2019

This is all part of the Board governance framework that started back in 2019. We are progressing down on the triangle. The Board has been engaging in policy work on the flight of Trustee policies regarding spending and as a result of the Permitted Interaction Group (PIG) last year, that was organized by the Board and the counsel and the insights from that PIG are being brought forward for codification. There are other elements that we are incorporating in our policy work.

Element 3: Statutory Basis. OHA was established under the 1994 Constitution, article XII, section 5, with powers described in article XII, section 6. Hawaii Revised Statutes (HRS) Chapter 10 provides that OHA is meant to address the needs of the Native Hawaiian people.

DOCUMENT GOVERNANCE APPLICATION

HAWAII CONSTITUTION Article XII Hawaiian Affairs

- Section 5: Office of Hawaiian Affairs; Establishment of board of trustees
- Section 6: Powers of the Board of Trustees

OFFICE OF HAWAIIAN AFFAIRS TRUST (Beneficiaries)

STATE AGENCY

TRUST & BOARD CREATION

The State of Hawaii's Constitution, Article XII Hawaiian Affairs creates the Office of Hawaiian Affairs, establishes a board of trustees, articulates the powers of the board of trustees and empowers the legislature to implement amendments to sections 5 and 6.

DOCUMENT GOVERNANCE APPLICATION

HRS CHAPTER 10

- Enabling Legislation and Trustee Powers and Duties

BOARD OF TRUSTEES

DUTIES & POWERS OF TRUSTEES

Hawaii Revised Statutes (HRS) Chapter 10 enables legislation and trustee powers and duties.

Element 4: Policies The PIG recommends that OHA policies be organized into three tiers: Lāhui, Trustee and C-CEO level policies. Lāhui level policies would articulate the Hawaiian cultural foundation of the organization as a basis for the *āpaukū* (theory) weight, values or significant history (responsibility) to restoration Hawaiian language, protect and exercise native rights regarding ākua, water, native gas and soil, forests, fisheries, kulele and kulele, perpetuate Hawaiian culture, knowledge and practices and engage in global, international indigenous contexts. Trustee level policies would articulate broad, systemic, strategic, contracting policies that are attached to OHA's Trustee role as a trustee of the Constitution and Chapter 10 purposes and duties (e.g., fiduciary, care, obedience, code of conduct, C-CEO level policies guide and direct operations such as compensation, recruitment, procurement, contracting, data retention, asset protection, risk management, etc.).

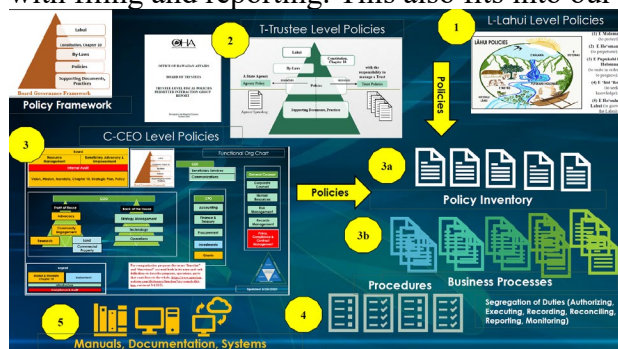
Element 5: Supporting Documents and Practices (Operational). Element 5 supports policy development, alignment, implementation, measurement and monitoring, as well as development and operational documents (e.g., BOT Strategic Policy Manual, BOT Operations Manual, standard operating procedures, guidelines, operating manual) and customer practices.

IV. Funding Sources:

Not applicable; no dedicated funding needed to approve the five elements of the Board Governance Framework.

This particular element of the statutory basis, you will see in the delegation of authority is policy of the explicit of either the retention of the power of the board or the delegation to the administrator. We have our Lāhui policies all set. When the action item comes before the board, it will ask for three things; one will be the approval of the policy framework and that needs this triangle - Lāhui level policies, Trustee level policies, CEO level policies which are functional and

operational, all of the policies we will have a policy inventory. Each of the policies will be associated with a number of processes. Each of the business processes will have a set a procedures that come with the process, either user procedures or operator procedures. For example, in travel there will be user procedures on how to access travel services and then there will be operator procedures on how to book and use the system. In the procedures, we want to ensure that we separate duties that authorizing responsibilities that don't coincide with filing and reporting. This also fits into our internal control environment.



It cascades down into manuals, documents, and systems.

Trustee Lee Ka Pouhana, did I understand you to say that when the action item comes back to the Board, you are going to ask the BOT for approval of this framework? Wasn't this framework already approved in 2019? That triangle that is on picture number 2, that was approved in the Initial PIG so what framework are we approving?

Sylvia Hussey, CEO So the framework is the policy framework, the fourth level in the triangle. The Board Governance framework has the policy. This is the policy framework for the fourth level that details our policy framework is comprised of three levels of policies. It has an inventory, the policy of policies, and then the retention and delegation of authority.

Trustee Lee So you are talking about the Administration level policies?

Sylvia Hussey, CEO We are talking about framework in which the lāhui tiles of policies, the trustee policies that are being worked on, and now the C-levels and how they all cascade down and operationalize in there.

Trustee Lee That's where I am still getting lost. I'm sorry Ka Pou hana, but the way they cascade down, to my understanding, they were approved. How those C-level policies are actualize and brought online, I don't see how that needs the BOT to be approved. That delegation of authority has already been delegated not only by Chapter 10 but by the BOT to the Administrator. That's where I'm getting loss. Are we being asked to approve how the C-level policies get activated and how they tie to the lāhui policies? Like I said, that has already been approved.

Sylvia Hussey, CEO What has been approved in the Board Governance framework is that cascading that you see the policies and supporting documentation. What this is trying to say is that we are trying to put the picture frame in which we put all the policy tiles in there. So, in one picture we can understand where all the policies ties. We can see how the T's tie to C's, how C's tie to procedures, how procedures tie to the manuals and how they tie to systems and how they cascade up and down.

Trustee Lee okay, and to me it sounds like you are saying the exact same thing that I'm saying just with more words. I still don't see how the BOT has to approve it. Like I said, you are explaining it differently then how I explained it, but my understanding is the same thing. How all of this ties together was approved by the BOT. Now, using your terminology, we approved the picture frame and now you want us to approve the pictures that are going into the frame. I think that is getting down into the weeds for the BOT to get involved with. We approved how the picture frame should look, what pictures you put in that picture frame below the T-level policies is your kuleana, not ours to approve. Of course, we want to know what you are putting in the frames, but I don't get why we are approving your level, the C-level pictures that are going into these frames.

Sylvia Hussey, CEO I guess approving the policy framework explicitly codified the policy framework picture frame is cascaded from the Board governance which aligns with the L's and T's and it's just the whole picture now. Okay, now saying this picture frame now has all of this below and that it cascades in alignment.

Chair Hulu Lindsey Sylvia, does the re-organization fall within this C-level policy?

Sylvia Hussey, CEO The re-organization does, not the budgeting aspect but the re-organization, the human resources policies, the compensation policies all fall with the C-level work.

Chair Hulu Lindsey Thank you. Trustee Akina.

Trustee Akina Sylvia, does this change what's in practice? Or is it merely a documentation or memorialization of what we have in practice?

Sylvia Hussey, CEO It changes what we would like to be practiced. It does change practice because right now all we have is the Executive Policy manual. We don't have a framework which the executive policy manual or the policies of the organization is cascaded and has these distinct retention and delegation of authorities. In addition, from an operating operational perspective, it doesn't identify all the inventory processes which are important. Again, we have pieces of this, but we do not have an entire piece. Yes, it does change practice toward an align organization in which policy, procedure, and practice can now be aligned.

Trustee Akina Would you just sum up what in the *inaudible* 2021-02 or the C2021-02 are actual changes from what's already in practice.

Sylvia Hussey, CEO The policy of policies is just to explain the responsibilities of refreshing who has delegated authority to refresh those policies and when they should be reviewed. The next one is the board, so the Board has implicitly in various places says what they do delegate to the administrator and what they don't delegate. Thereby, are in different policies all over the place, this one policy is intended in one place to directly connect chapter 10 authorities that is given to the Board, what the Board retains and what the Board delegates explicitly. Therefore, that particular policy is really important, it is one place to codify practice.

Trustee Akina Thank you.

Trustee Lee Thank you for that response to Trustee Akina. That made it crystal clear, now I understand. It is taking many itty-bitty picture frames and turning it into one big picture frame. Thank you, Ka Pouhana.

Chair Hulu Lindsey I want to share with the trustees that you look at our CEO's graph that she sent out to all of us showing what authorities we retain and what we are transferring. Make sure you agree with all of those items before we approve this.

Sylvia Hussey, CEO Thank you Chair for pointing that out. Among the reasons to draft that is to explicitly say, here is the Chapter 10 citation, this is what the Board retains. Currently what is drafted there is what is currently in practice. So, any changes any further delegation or any further retention that the board wants to effect, this is the policy to codify that retention or that delegation. What we did was we gave you an example of the CEO's further delegation as an example of, if procurement is delegated to the CEO, then you can see that all the contracting all the PR's and PO's, at the next level is the delegation by authority of the originator and up. That is also a codification of a document, a delegation of authority document that was issued back in 2018 by the previous administration. We have since had changing administration, we have had significant changes in systems. We've gone to Oracle fusion, we have an online business travel system, we have contracting systems that handle workflow, and of course because of COVID, a number of our systems have been automated. The delegations and the triggers are really important so that it goes to the right person and especially when we have interim positions being held, we have to ensure that the controls in place are adequately reflected in the electronic systems. I would say that like level five in the framework. That is why we need to ensure from top to bottom that everything aligns based on the delegated authorities.

We provided the CEO delegation as an example so that you can see what the CEO would do with that delegation further as context. As Chair pointed out, the decision and the policy is in that first one of whether the board will retain or delegate.

Trustee Akina For further clarification, I see we are looking to delegate for example; cash disbursements to the administration. What happens in a case where the Board Chair or the RM Chair is to contract the Administrator for a certain contract and we did this when we were contracting CLA services, you may recall. Back then the RM Chair was the contract administrator for that and had the authority to make or withhold full disbursements to CLA. Are Trustees giving this up or are we potentially entering into conflict with any State procurement code by agreeing to delegate?

Sylvia Hussey, CEO So, delegation of authority of disbursement and contracting in general because a trustee wears the hat of the contract administrator, they would be inserted into the authority electronic. Yes, the cash disbursements or the contracting is delegated to the administrator but because individual Trustees would hold

different roles then the Trustee would be inserted into the electronic authorities that would move through the system which is consistent with what we would do with contract administrator.

Trustee Akina Would it be cleaner if we as Trustees merely delegated that and ended it with we're delegating the administration, rather than going further and specifying we are ending administration delegating.

Sylvia Hussey, CEO You could, but the functional role of the contract administrator whether it's the CEO, Director, or manager, or a trustee is the functional role is what is being electronically into the authorization. Yes, you could delegate that electronic role and have someone signed off but then the holder of that functional role would not be their functional role as Contract Administrator. The systems allow for trustees with a different hat so even though, as a trustee the delegation there, but as the contract administrator hat, you are in the delegation line you know of authority of approval. The other compliment to the cash disbursement delegation is or what is very commonly also put in is the requirement of two signatures. Back in the day you would get two wet signatures but, in this day and age, any transactions greater than a million dollars the Board Chair will sign off on that transaction. The intent is to also put in cash disbursement controls if there is a million dollars that the board chair signs off on that transaction. That will pick up any transactions on balancing, moving of cash from our commercial accounts and anything over a million dollars then we would insert an additional approval of hierarchy of the Board Chair for that kind of transaction. That is a very common business practice in an organization.

Trustee Akina Thank you, I appreciate the explanation.

Trustee Hulu Lindsey Thank you Sylvia.

Sylvia Hussey, CEO Okay, please provide your feedback otherwise at the next board meeting, we will prepare an action item for those three actions that we put there.

Executive Session

Chair Hulu Lindsey Moving on to item VI executive session. Can I get a motion to recuse ourselves pursuant to HRS Section 92-5?

- A. **Consultation with Board Counsel Robert Klein Esq. regarding questions and issues pertaining to the Board's powers, duties, privileges, immunities, and liabilities with respect to Action Item BOT#21-15: Accept the Report of the Permitted Interaction Group re: to Investigate the Initial Steps in the First Phase of Work for the Development of Kaka'ako Makai Pursuant to HRS§92-2.5(b)(1)(C) and pursuant HRS§92-5(4).**
- B. **Consultation with Board Counsel Robert Klein Esq. regarding questions and issues pertaining to the Board's powers, duties, privileges, immunities, and liabilities with respect to The Office of Hawaiian Affairs v. Leslie H. Kondo, et al. lawsuit (Civ. No. 1CCV-20-0000259) and case status, pursuant to HRS § 92-5(a)(4).**

Trustee Ahu Isa Moves to recuse into Executive Session.

Trustee Waihe'e Seconds the motion.

The Board recuses into Executive Session at 10:35 a.m.

Motion to recuse into executive session pursuant to HRS Section §92-5						
	1	2	‘AE (YES)	‘A‘O LE (NO)	KANALU A (ABSTAIN)	EXCUSED
TRUSTEE LEI AHU ISA	X		X			
TRUSTEE DAN AHUNA			X			
TRUSTEE KALEI AKAKA			X			
TRUSTEE KELI‘I AKINA			X			
TRUSTEE LUANA ALAPA						X
TRUSTEE BRENDON LEE			X			
TRUSTEE KEOLA LINDSEY			X			
TRUSTEE JOHN WAIHE‘E		X	X			
CHAIRPERSON HULU LINDSEY			X			
TOTAL VOTE COUNT			8			1
MOTION: <input type="checkbox"/> UNANIMOUS <input checked="" type="checkbox"/> PASSED <input type="checkbox"/> DEFERRED <input type="checkbox"/> FAILED						
Motion passes with eight (8) YES votes and zero (1) EXCUSED vote.						

The Board returns to open session at 11:45 a.m.

Chair Hulu Lindsey I would like to announce that in Executive Session the Trustees took action to accept and implement the report of the Permitted Interaction Group to investigate the initial steps in the first phase of work for the development of Kaka‘ako Makai. That action was six (6) ‘ae/ yes, two (2) abstentions, and one (1) excused.

Announcements

Chair Hulu Lindsey The next BOT meeting will be on Thursday, November 18, 2021 at 10 am.

Adjournment

Chair Hulu Lindsey I will entertain a motion to adjourn.

Trustee Ahu Isa Moves to adjourn the meeting.

Trustee Akaka Seconds the motion.

Adjournment							
TRUSTEE		1	2	'AE (YES)	A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
LEINA'ALA	AHU ISA	X		X			
DAN	AHUNA			X			
KALEIHIKINA	AKAKA		X	X			
KELI'I	AKINA			X			
LUANA	ALAPA						Excused
BRENDON KALEI'ĀINA	LEE			X			
KEOLA	LINDSEY			X			
JOHN	WAIHE'E			X			
CHAIR CARMEN HULU	LINDSEY			X			
TOTAL VOTE COUNT				8			1

Chairperson Carmen Hulu Lindsey Adjourns the Board of Trustees meeting at 11:48 a.m.

Respectfully submitted,

Lehua Itokazu
Board Secretary

As approved by the Board of Trustees on XXXXX 2021.

Carmen Hulu Lindsey
Chairperson, Board of Trustees

Attachments:

1. Excused Memo – Trustee Alapa
2. Committee Report by the Resource Management Committee
3. Action Item BOT#21-16: Approve COVID-19 Vaccination and Testing Policy for the Office of Hawaiian Affairs and Its Implementation by Administration
4. PowerPoint: Board of Trustees Board Governance Framework policy Framework-Nov.4, 2021

Draft

STATE OF HAWAII
OFFICE OF HAWAIIAN AFFAIRS
560 N. NIMITZ HIGHWAY, SUITE 200
(VIRTUAL MEETING - VIA ZOOM WEBINAR)

Due to the threat of COVID-19, Governor Ige issued the most recent Emergency Proclamation Related to the COVID-19 Delta Response, dated October 1, 2021 that suspends parts of Hawai'i Revised Statutes Chapter 92, Public Agency Meetings and Records to, among other things, enable boards to conduct business without any board members or members of the public physically present at the same location.

The OHA Board of Trustees will hold virtual meetings until further notice. The virtual meetings can be viewed and observed via livestream on OHA's website at www.oha.org/livestream or listen by phone: (213) 338-8477

Minutes of the Office of Hawaiian Affairs
Board of Trustees
MINUTES
November 18, 2021

ATTENDANCE:

Chairperson Carmen Hulu Lindsey
Trustee Leina'ala Ahu Isa
Trustee Kaleihikina Akaka
Trustee Keli'i Akina
Trustee Brendon Kalei'āina Lee
Trustee John Waihe'e, IV

BOT STAFF:

Colin Kippen, COS
Amber Kalua, Trustee Aide
Kanani Iaea, Trustee Aide
Lehua Itokazu, Board Secretary

ADMINISTRATION STAFF:

Sylvia Hussey, Ka Pouhana / CEO
Casey Brown, Ka Pou Nui / COO
Raina Gushiken, CC
Everett Ohta, CC
Ramona Hinck, CFO
Daniel Santos, IT
Erin Nakama, IT
Robert Klein, Board Counsel

Call to Order

Chair Hulu Lindsey Calls the Board of Trustees Meeting to order for Thursday, November 18, 2021, at 10:01 a.m. Board Secretary, please do a roll call.

MEMBERS			Present	TIME ARRIVED
TRUSTEE	LEINA‘ALA	AHU ISA	X	
TRUSTEE	DAN	AHUNA		EXCUSED
TRUSTEE	KALEI	AKAKA	X	
TRUSTEE	KELI‘I	AKINA	X	
TRUSTEE	LUANA	ALAPA		EXCUSED
TRUSTEE	BRENDON KALEI‘ĀINA	LEE	X	
TRUSTEE	KEOLA	LINDSEY		EXCUSED
TRUSTEE	JOHN	WAIHE‘E		Joins meeting at 10:05 am
CHAIRPERSON	CARMEN HULU	LINDSEY	X	
			5	3

At the Call to Order, **five (5)** Trustees are PRESENT, thereby constituting a quorum.

Chair Hulu Lindsey Thank you. Due to the threat of COVID-19, Governor Ige issued the most recent Emergency Proclamation related to COVID-19 Response dated October 1, 2021, that suspends parts of Hawai‘i Revised Statutes Chapter 92, Public Agency Meetings and Records to, among other things, enable boards to conduct business without any board members or members of the public physically present at the same location. The OHA Board of Trustees will hold virtual meetings until further notice. The virtual meetings can be viewed and observed via livestream on OHA’s website at www.oha.org/livestream

Do we have anyone signed up to offer public testimony or community concerns?

Board Secretary There is no one signed up.

Chair Hulu Lindsey Okay, I will go over some quick announcements. Please mute your mics when you are not speaking. We are recording today’s meeting for the sole purpose of producing written minutes, which will become the official record of this meeting.

Joining the Trustees today is my staff Colin Kippen-COS, my Aides-Kanani Iaea and Amber Kalua, and our Board Secretary-Lehua Itokazu. With us today is Robert Klein, our Board Counsel. I will now call on our Pouhana to announce who is joining us from administration.

Sylvia Hussey, CEO Thank you Chair and good morning Trustees, Chair, we have COO-Casey Brown, CFO-Ramona Hinck, Senior Legal Counsel-Raina Gushiken, Assistant Senior Legal Counsel-Everett Ohta, as well as our IT staff, Dan and Erin who will be supporting us this morning. Thank you.

New Business

Action Item BOT#21-16: Approve COVID-19 Vaccination and Testing Policy for the Office of Hawaiian Affairs and Its Implementation by Administration (2nd reading)

Chair Hulu Lindsey We will move on to item IV. new business, I will hand it over to Sylvia.

Sylvia Hussey, CEO Mahalo, I will have Raina on as well. This is the second reading for the vaccination policy passed by the Board. Raina, is there any comments that you would like to share?

Raina Gushiken, Senior Legal Counsel Good morning Chair and Trustees, no additional comments following the first reading on November 4th of this action item, but I am available for questions if any of you have. Thank you.

Chair Hulu Lindsey Are there any questions from the Trustees? Hearing none, I will entertain a motion.

Trustee Akaka Madam Chair I move to

Approve the COVID-19 Vaccination and Testing Policy for the Office of Hawaiian Affairs as set forth in Attachment A and authorize Administration to carry out its implementation, including allowing Administration to make regular updates to the policy as medical guidance and regulatory guidelines change without further board approval.

Trustee Ahu Isa Seconds the motion.

Trustee Akaka moves						
Approve the COVID-19 Vaccination and Testing Policy for the Office of Hawaiian Affairs as set forth in Attachment A and authorize Administration to carry out its implementation, including allowing Administration to make regular updates to the policy as medical guidance and regulatory guidelines change without further board approval.						
Trustee Ahu Isa Seconds the motion.						
	1	2	'AE (YES)	'A'OL E (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI AHU ISA		X	X			
TRUSTEE DAN AHUNA						Excused
TRUSTEE KALEI AKAKA	X		X			
TRUSTEE KELI'I AKINA			X			
TRUSTEE LUANA ALAPA						Excused
TRUSTEE BRENDON LEE			X			
TRUSTEE KEOLA LINDSEY						Excused
TRUSTEE JOHN WAIHE'E			X			
CHAIRPERSON HULU LINDSEY			X			
TOTAL VOTE COUNT			6			3
MOTION: [] UNANIMOUS [X] PASSED [] DEFERRED [] FAILED						
Motion passes with six (6) YES votes and one (3) EXCUSED vote.						

Chair Hulu Lindsey Thank you Trustees. Pou Hana, I will turn the time over to you for the OHA policy framework workshop. The reason this is on the agenda is there were some questions asked by some trustees and wanting more description, so I asked Sylvia to present it again. This way we can get a clear picture of what she is proposing. If there are any questions, you're free to ask Sylvia.

Sylvia Hussey, CEO Thank you Chair of trustees, we've been talking about policies since February and each conversation I hope is helpful to you to understand the underlying pinnings of our framework. The Board packet had policies and they asked the previous workshop, we talked about the framework, we talked about policy and cascading and retention and delegation of authority, and so the packet provided a seasonal analogy to policy work. Just different ways of looking at the concepts to help make sense of them. What was sent to you earlier this week that I will share here is a very short and clear ask of what we are trying to articulate in the framework as the board and the organization continues to implement the Board Governance framework.

Trustee Ahu Isa Chair, we have three Trustees missing from this meeting. I think if we're going to explain, they might have been the ones that were asking the questions. Can we wait to the next meeting?

Chair Hulu Lindsey No, I am not going to wait. They're welcome to review this portion of our meeting today. I announced it in advance, and they should be present. We will move forward.

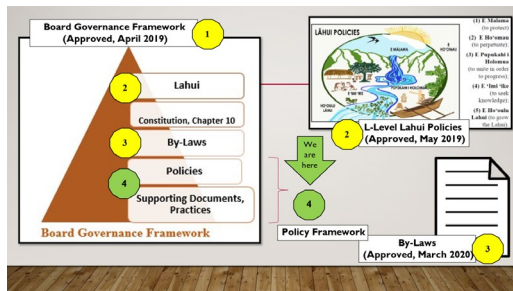
Trustee Ahu Isa Because they're the newer ones.

Chair Hulu Lindsey I know and that is part of the reason we rescheduled it. We'll make sure they see this portion of the program. Before the meeting today, I did ask our Board Secretary if I could pass this presentation on to them and she said it was available. So, I will pass it on to them. Thank you.

Trustee Ahu Isa Okay, mahalo, I was just concerned about that.

Chair Hulu Lindsey Thank you for your concern.

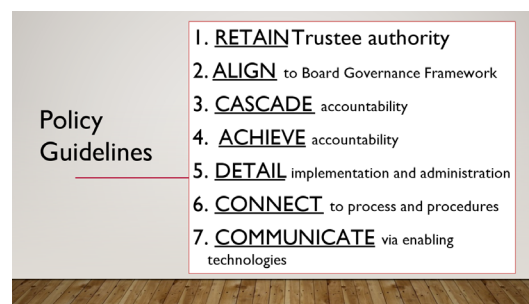
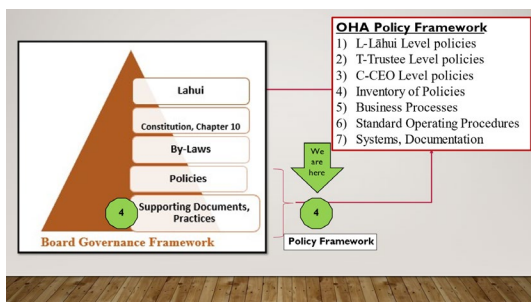
Sylvia Hussey, CEO Trustee Ahu Isa, in addition, administration is always available to walk through and answer questions. Over time, there has been a lot of information. We are more than willing to talk story.



This is important work for the Board and honestly, evidence for a very sophisticated organization that has a very intentful governance structure and a policy structure as one of the primary responsibilities of trustees so we appreciate the intentional time to have a conversation and make deliberate decisions around the framework.

So, looking at the big picture, we're rooting it in the board governance framework and making our way down the triangle, if you will, and then we'll make the connections. Again, for context and framing, this presentation was sent to trustees and with guidance on how to run the animation because it helps to frame.

First, again the board in April 2019 approved the entire board governance framework; that entire triangle and the different elements of each of the framework. The Board about a month later, approved the L-Lāhui level policies to complement the board governance framework. The Constitution and Chapter 10 are seminal you know governance documents that are there, they are acknowledged as well, and so, the governance is not the adjustment part so the Board automatically moved to the By-laws work. The By-laws work took about a year. From the initial framework to the policies and then to move through, but in March 2020 the By-Laws were completed and approved by the Trustees. That's what is the current governing document for the trustees. Keep in mind that all of this work was done through the construct of a Permitted Interaction Group. There are pros and cons to that, but what administration has observed is that the Permitted Interaction Group process is a very structured process, a very intentional one and we feel that the Board has gotten into the groove and rhythm of permitted interaction work. So, the work products are a result of that process and also that the Board is, I hope, comfortable with that construct in doing board work. We're making our way down the board governance framework and here we are at the policies and supporting documents. The policy framework is about helping us. If you imagine that this is on the screen and you want to double click on the policies, what we want the user to experience is a framework. So, here we are moving into that next step. How do we operationalize? How do we visualize implementing the board governance framework? This piece is about the framework. The framework is comprised of three levels of policies, it is also comprised of an inventory of policies and then the cascading work of each policy has business processes associated with it. Each process has standard operating procedures associated with it. Then policies get also operationalize, procedures get codified in technical systems and technical systems have documentation, manuals, user manuals, and online manuals. There is a lot of details but the basic policy structure is comprised of seven elements.



You can think of it as seven buckets or seven ways to organize our work and then what it also does is prioritizing our work. If we think about moving down the triangle and the policy framework, the Board has already established the L-level, Lāhui policies. What hasn't been established is how it cascades and informs top to bottom, the T-levels, C-levels, policy processes, etc. With a policy framework also comes policy guidelines, our policy needs guidelines to be developed consistently. These are the drafted and recommended guideleines for the Trustees to consider that accompanies the policy framework in order to help implement the framework. First and foremost, it is about retaining Trustee authority. Chapter 10 is very clear about what authorities are vested with Trustees. So, the assumption in policy work is that Trustees retain the authority unless they delegate it, so that is the assumption in all of the policy work. Therefore, the Trustees can choose whether they retain or delegate. I think that is an important piece of the framework that I would like the Trustees to know that administration's draft recommendation is to first and foremost make it very clear about Trustees authority. Second, is to align. Again, consistancy and alignment to the Board governance framework. We want to ensure it cascades, that there's the appropriate level of accountability and granularity associated with that. We want to ensure that if we say such and such as accountable, that we actually achieve that accountability and that's where processes and other implementation pieces help us to achieve that

accountability. We want to make sure its detailed enough and we want to make sure we connect to process and procedure, and then we want to be sure we communicate our policy well and what does that policy look like in implementation. We often think about when we implement, we start with a sentence, it is the policy of the Office of Hawaiian Affairs to... and then we fill in. Really, what the ask is to

1. approve the framework – which is seven elements
2. and approve the policy guidelines.

This is what administration is recommending for the trustees to approve to continue to implement the Board Governance framework. We'll stop there. Is there any questions?

Trustee Lee A quick question Sylvia, about retaining trustee authority and trustee approvals. In regards to something like the strategic plan. Once the trustees have approved the strategic plan, does that mean administration is going to come back to the trustees with every effort that they have to implement that strategic plan for trustee approval? Or is it we've approved a strategic plan so administration will take that and move forward with what administration feels needs to be done to meet those requirements of the strategic plan or a trustee is going to be asked to approve every step of moving forward with a strategic plan?

Sylvia Hussey, CEO I would say it's the former rather than the latter that we will come back for implementation at the guardrails and post. So, for example, implementing the strategic plan involves the budgeting of grants or it involves the budgets for advocacy or the actual advocacy platforms. There are those implementation pieces that do come back to the board because it is an integral part of the implementation. So even if the implementation is delegated to administration to implement, there are other guardrails and guidelines that bring back budgetary impacts, legislative impacts, and other kinds of accountabilities that do come back to the board. Yes, we implement but there are other constructs that come back to the board. We had a discussion about fiscal policy, endowment, and cash management; that's a great place for us to talk about what does implementation look like and what authorities do the board retain and what do they delegate including what are the other controls that are in place that are just good controls that will mitigate to ensure that the authorities or the implementation is being done appropriately.

Trustee Lee Thank you for that Ka Pouhana. I would agree with all of that, those are big things. As part of those strategic plan, even without this type of policies, would be the normal course of our approval right? We have to approve budgets, we have to approve budget changes and so on and so forth. More of what I'm talking about and I think you answered my question are the everyday, day to day things that departments are going to be doing that you're not going to be coming back to the trustees at all; we want to do this because it matches this part of the strategic plan, to do this community outreach program; you are talking about big pieces, budgetary movements and legislative packages. I was asking about the little bitty details, I just want to make sure that we're not going to be asked to basically micromanage you guys.

Sylvia Hussey, CEO Definitely not, my expectation is you hold me accountable for managing at that level and managing consistently which I further delegate to the leaders.

Trustee Lee Right, thank you Ka Pouhana.

Chair Hulu Lindsey Any other questions? If not, thank you Sylvia. For those not here, we will pass this presentation on to them.

Adjournment

Chair Hulu Lindsey There are no announcements so I will entertain a motion to adjourn.

Trustee Akaka Moves to adjourn the meeting.

Trustee Waihe'e Seconds the motion.

Adjournment							
TRUSTEE		1	2	'AE (YES)	A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
LEINA'ALA	AHU ISA			X			
DAN	AHUNA						Excused
KALEIHIKINA	AKAKA	X		X			
KELI'I	AKINA			X			
LUANA	ALAPA						Excused
BRENDON KALEI'ĀINA	LEE			X			
KEOLA	LINDSEY						Excused
JOHN	WAIHE'E		X	X			
CHAIR CARMEN HULU	LINDSEY			X			
TOTAL VOTE COUNT				6			3

Chairperson Carmen Hulu Lindsey Adjourns the Board of Trustees meeting at 10:22 a.m.

Respectfully submitted,

Lehua Itokazu
Board Secretary

As approved by the Board of Trustees on XXXXX 2021.

Carmen Hulu Lindsey
Chairperson, Board of Trustees

Attachments:

1. Excused Memo – Trustee Ahuna
2. Excused Memo – Trustee K. Lindsey
3. Excused Memo – Trustee Alapa
4. Action Item BOT# 21-16
5. PowerPoint – Policy Framework within the Board Governance Framework

Draft

STATE OF HAWAII
OFFICE OF HAWAIIAN AFFAIRS
560 N. NIMITZ HIGHWAY, SUITE 200
(VIRTUAL MEETING - VIA ZOOM WEBINAR)

Due to the threat of COVID-19, Governor Ige issued the most recent Emergency Proclamation Related to the COVID-19 Delta Response, dated October 1, 2021 that suspends parts of Hawai'i Revised Statutes Chapter 92, Public Agency Meetings and Records to, among other things, enable boards to conduct business without any board members or members of the public physically present at the same location.

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Minutes of the Office of Hawaiian Affairs
Board of Trustees
MINUTES
December 9, 2021

ATTENDANCE:

Chairperson Carmen Hulu Lindsey
Trustee Leina'ala Ahu Isa
Trustee Dan Ahuna
Trustee Kaleihikina Akaka
Trustee Keli'i Akina
Trustee Luana Alapa
Trustee Brendon Kalei'āina Lee
Trustee Keola Lindsey
Trustee John Waihe'e, IV

BOT STAFF:

Colin Kippen, COS
Amber Kalua, Trustee Aide
Kanani Iaea, Trustee Aide
Lehua Itokazu, Board Secretary

GUEST:

Hōkūlani Holt-Padilla

ADMINISTRATION STAFF:

Sylvia Hussey, Ka Pouhana / CEO
Casey Brown, Ka Pou Nui / COO
Raina Gushiken, CC
Everett Ohta, CC
Ramona Hinck, CFO
Kalani Fronda, Land Director
Na'u Kamali'i, Chief Advocate
Daniel Santos, IT
Erin Nakama, IT
Robert Klein, Board Counsel

Call to Order

Chair Hulu Lindsey Calls the Board of Trustees Meeting to order for Thursday, December 9, 2021, at 10:00 a.m. We are operating out of the University Of Hawai'i Maui Campus this morning. It is great to be home in Maui. Thank you to all the Trustees who are tuning in virtually. Board Secretary, please do a roll call.

MEMBERS			Present	TIME ARRIVED
TRUSTEE	LEINA'ALA	AHU ISA	X	
TRUSTEE	DAN	AHUNA	X	
TRUSTEE	KALEI	AKAKA	X	
TRUSTEE	KELI'I	AKINA	X	
TRUSTEE	LUANA	ALAPA		Joins at 10:04 am
TRUSTEE	BRENDON KALEI'ĀINA	LEE		Joins at 10:02 am
TRUSTEE	KEOLA	LINDSEY	X	
TRUSTEE	JOHN	WAIHE'E	X	
CHAIRPERSON	CARMEN HULU	LINDSEY	X	
			7	

At the Call to Order, **seven (7)** Trustees are PRESENT, thereby constituting a quorum.

Chair Hulu Lindsey Thank you. Due to the threat of COVID-19, Governor Ige issued the most recent Emergency Proclamation related to COVID-19 Response dated November 29, 2021, that suspends parts of Hawai'i Revised Statutes Chapter 92, Public Agency Meetings and Records to, among other things, enable boards to conduct business without any board members or members of the public physically present at the same location. The OHA Board of Trustees will hold virtual meetings until further notice. The virtual meetings can be viewed and observed via livestream on OHA's website at www.oha.org/livestream

I will go over some quick announcements. Please mute your mics when you are not speaking. We are recording today's meeting for the sole purpose of producing written minutes, which will become the official record of this meeting.

Joining the Trustees today is my staff Colin Kippen-COS, my Aides-Kanani Iaea and Amber Kalua, and our Board Secretary-Lehua Itokazu. With us today is Robert Klein, our Board Counsel and Sylvia Hussey, our CEO. I will now call on Sylvia, our Pouhana to announce who is joining us from administration.

Sylvia Hussey, CEO Thank you Chair and good morning Trustees, Chair, we have CFO-Ramona Hinck, Senior Legal Counsel-Raina Gushiken, Assistant Senior Legal Counsel-Everett Ohta, Na'unanikināu Kamali'i-Chief Advocate as well as Kalani Akana-Our Cultural Specialist and of course supported by our IT staff, Dan and Erin who will be supporting us this morning. Thank you.

Approval of Minutes

- A. September 15, 2021
- B. September 16, 2021
- C. September 23, 2021

Chair Hulu Lindsey Moving on to item II approval of minutes. We have September 15th, 16th, and 23rd to approve. I entertain a motion for the approval of these minutes.

Trustee Akaka Moves to approve all three minutes.

Trustee Waihe'e Seconds the motion.

MINUTES: September 15, 2021 September 16, 2021 September 23, 2021						
	1	2	'AE (YES)	'A'OL E (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI AHU ISA			X			
TRUSTEE DAN AHUNA			X			
TRUSTEE KALEI AKAKA	X		X			
TRUSTEE KELI'I AKINA			X			
TRUSTEE LUANA ALAPA			X			
TRUSTEE BRENDON LEE			X			
TRUSTEE KEOLA LINDSEY			X			
TRUSTEE JOHN WAIHE'E		X	X			
CHAIRPERSON HULU LINDSEY			X			
TOTAL VOTE COUNT			9			
MOTION: [] UNANIMOUS [X] PASSED [] DEFERRED [] FAILED						
Motion passes with nine (9) YES votes and one () EXCUSED vote.						

Chair Hulu Lindsey Thank you. As a reminder, we are moving onto public testimony and community concerns. I will have these go back to back. As a reminder, you will be given five minutes to share your mana'o. Your name will be called and your microphone will be unmuted when it is your turn to testify. If you are not audible, you will be muted and the next testifier will be called. Your name will be called again before the conclusion of the public testimony and the community concerns section. Board Secretary, do we have any testimony?

Board Secretary We do have three people signed up but they are not signed on at the moment. If they do log on, I will let you know.

Chair Hulu Lindsey Okay, we will can on those people later once they join us.

New Business

V.A. Action Item BOT#21-17: Resolution: Recognizing Hōkūlani Holt-Padilla as a Mamo Makamae O Ka Po'e Hawai'i: Precious Treasure of the Hawaiian People

Chair Hulu Lindsey The Action Item is BOT#21-017: Resolution: Recognizing Hōkūlani Holt-Padilla as a Mamo Makamae O Ka Po‘e Hawai‘i: Precious Treasure of the Hawaiian People, I will call on Trustee Waihe‘e to read the motion.

Trustee Waihe‘e I move to approve an honorary resolution recognizing Hōkūlani Holt-Padilla as a Mamo Makamae O Ka Po‘e Hawai‘i: Precious Treasure of the Hawaiian People at Attachment A.

Trustee Akaka Seconds the motion.

Chair Hulu Lindsey It has been moved and seconded. At this time, I would like to read the resolution.

Resolution

RECOGNIZING HŌKŪLANI HOLT-PADILLA AS A MAMO MAKAMAE O KA PO‘E
HAWAI‘I:
Precious Treasure of the Hawaiian People

WHEREAS, Hōkūlani Holt-Padilla is known as a kumu hula, cultural leader, educator, playwright, composer, director and advocate for the environment and lāhui for nearly five decades; and,

WHEREAS, Hōkū is member of the Long family of Paukūkalo, Maui, her kupuna being Ida Pakulani Ka‘aihue Kai‘anui Long, kumu hula matriarch of the family; and,

WHEREAS, Hōkū has extended her family’s hula tradition by graduating her son, Kauhilonohonua Padilla, and sister, Ulalia Woodside, as kumu hula through the traditional rites of the ‘ūniki; and,

WHEREAS, Hōkū has taught hula in Maui since 1976 when she formed her hālau, Pā‘ū o Hi‘iaka, which has participated in cultural events such as the King Kamehameha Day Competition, Merrie Monarch Festival, Queen Ka‘ahumanu Festival Competition, Maui Mall Hula Competition, Ka ‘Aha Hula O Hālauaola World Conference on Hula, and the World Conservation Congress.

WHEREAS, Hōkū is the creative director for Maui’s only invitational hula competition, Kū Mai Ka Hula; and,

WHEREAS, Hōkū co-founded the Lālākea Foundation in 1997 along with Kumu Hula Pualani Kanaka‘ole Kanahele and Kumu Hula Leina‘ala Kalama Heine. Lālākea Foundation perpetuates Hawaiian cultural practices through Ka ‘Aha Hula o Hālauaola and a myriad of stage productions which expand and elevate Hawaiian culture and practices through hula and chant; and,

WHEREAS, said Lālākea Foundation was the founding organization of the 2001 Ka ‘Aha Hula O Hālauaola, World Conference on Hula and which was subsequently convened in 2005, 2009, and 2014; and,

WHEREAS, as a cultural leader, in 1994 Hōkū also founded the nonprofit organization Kauahea Inc. to preserve and perpetuate the Hawaiian language, arts, traditions and spiritual practices. Many of Kauahea's educational activities and programs revolve around the hula; and,

WHEREAS, through Kauahea Inc. Hōkū formed, Nā Kinimakalehua, a consortium of Kumu Hula (Hula Masters) who gather together to create new performing art works which bring forward the traditional and contemporary stories of Hawai‘i through dance, chant, storytelling, and dramatic interpretation; and,

WHEREAS, under Hōkū’s inspiration and leadership Nā Kinimakalehua significantly increased interest and appreciation for the mo‘olelo (story, history) and mele (chant, song) of Maui through its productions: Kahekili-Maui’s Sacred Chief, Maui The Demi-God, Maui Moonlight Serenade, Nā Mele O Ke Aupuni – The Songs of the Nation, and Kūlanihāko‘i-Living Waters; and,

WHEREAS, Hōkū became the first cultural programs director at the Maui Arts & Cultural Center, which she held for 14 years, bringing Hawaiian culture-based presentations to Maui and expose the people of Maui to cultures of the world; and

WHEREAS, as an educator and dedicated parent, Hōkū was a founding member and director of the Pūnana Leo O Maui Hawaiian Language Preschool; and,

WHEREAS, because of her commitment to the perpetuation of the Hawaiian language served on the City and County of Maui’s Street Names Commission; and

WHEREAS, Hōkū was the first Maui site coordinator for Nā Pua No‘eau, The Center for Gifted and Talented Native Hawaiian Children; and,

WHEREAS, she continues to educate and nurture learners of the Hawaiian language and culture in her role as director of the Ka Hikina O Ka Lā and Hawai‘i Papa O Ke Ao programs at the University of Hawai‘i Maui College; and,

WHEREAS, as an advocate for the environment and native rights, Hōkū supported the struggles championed by the Protect Kaho‘olawe ‘Ohana and by ‘Īlio‘ulaokalani; and

WHEREAS, Hōkū was the culture and education manager for the Kaho‘olawe Island Reserve Commission; and,

NOW, THEREFORE, BE IT RESOLVED, by the Board of Trustees of the Office of Hawaiian Affairs on, this 9th day of December 2021, Recognizing Hōkūlani Holt-Padilla as a Mamo Makamae o ka Po‘e Hawai‘i: Precious Treasures of the Hawaiian People; and

BE IT FURTHER RESOLVED, that a certified copy of this resolution be transmitted to Hōkūlani Holt Padilla as well as the Governor of the State of Hawai‘i, President of the State Senate, Speaker of the State House of Representatives, Chair of the State Senate subject matter committee on Hawaiian Affairs, Chair of the State House subject matter Committee on Hawaiian Affairs, University of Hawai‘i President and Chancellors, and all County Mayors.

Hōkūlani Holt Padilla Mahalo a nui loa Hulu and the Office of Hawaiian Affairs for truly an auspicious event. The term makamae is perhaps one of the most cherished words that we have. So, I thank you so much for honoring me in this manner. I could not be here if not for the many teachers that came into my life. First of all starting with my family, without them the foundations of my learning would never have occurred. If

not being raised by my maternal grandparents here in Waiehu as well as by the parents that I had, I never would have been able to see our Hawaiian world through Hawaiian eyes. Because of this, they were also fundamental in sending me to the places and people that I would then learn more information and learn more ways to do things so I first and foremost, thank the teachers of my life, starting with my ‘ohana. When it comes to hula, I always recognize Hoakaleikamau‘u who gave me my undying love for hula kahiko. Then of course my grandmother, my mother Liana Woodside, my Auntie Kalahili Cummings who instilled in me the love of Hulu and all things Hawaiian. Those teachers set my feet on the path that I traveled for the rest of my life. My mother was one who always said, if you want to know something, go and learn it. She was a prime advocate for education, but also a prime advocate for experiential learning so, because of that I was raised with the idea of if you want to learn, go and do it and so thus the many ways that Hawaiian culture came into my life and the many teachers that were given to me in order for me to learn Hawaiian cultural activities. Again, the first and foremost thing I want to mahalo are my teachers. As I moved through my life and took to heart, my mother's saying of if you want to know something, do it. She was also a great advocate for supporting and doing what you know for your community. She belonged to the Hawaiian Civic of Waimānalo for many, many years and participated fully in hula, music, and the rest of our lāhui. If I seem to be in many different organizations and places, it is because I was taught civic duty by my mother that if you need, if you know something, you need to help others know it too. So, the teaching began at a very young age to share; never, never to think about you will be the teacher, but you will be able to help others learn something. It is through her that I was able to then see if I know something, I need to help someone else know it as well. So, if the rest of my life then became helping others come to a deeper appreciation of our Hawaiian culture, of our Hawaiian homeland and the places we call home, then that is what I feel I have led the rest of my life in. I would also like to thank all of those who come down this road with me. You know you're not a leader because maybe this is what this is if there's nobody behind you and so I mahalo those who have stepped up on this platform to the side of me and not to the back of me. All of those students, all of those friends, all of those colleagues and compatriots who walk the same line together; not in the front, not in the back but together. So, I mahalo them as well who thought it was a good idea to get on this road. In closing, I would like to thank again, the Office of Hawaiian Affairs, for recognizing me in this particularly auspicious and elevated position that I feel. Mahalo nui, but I was just doing what my mother showed me so if anyone deserves this, it is my teachers not least of which is my family. So, mahalo to all of you out there, mahalo to all of you in here, and mahalo to the Office of Hawaiian Affairs. Aloha.

Chair Hulu Lindsey Thank you Hōkū. With her today are members from her hālau and her children are virtually attending. We are so happy, we could not ask for a better treasure, Hōkū. You are known as my daughter's second mother as you are their Kumu, so we are ‘ohana. I am so happy that not only the Office of Hawaiian Affairs, but the community has nominated you for this recognition. Mahalo nui for accepting. To the Board of Trustees, it has been moved and seconded that we approve this resolution recognizing Hōkūlani Holt-Padilla as a Mamo Makamae O Ka Po‘e Hawai‘i: Precious Treasure of the Hawaiian People. Board Secretary, I would like you to do a roll call vote.

V.A. Action Item BOT#21-17: Resolution: Recognizing Hōkūlani Holt-Padilla as a Mamo Makamae O Ka Po‘e Hawai‘i: Precious Treasure of the Hawaiian People						
	1	2	‘AE (YES)	‘A‘OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI AHU ISA			X			
TRUSTEE DAN AHUNA			X			

TRUSTEE KALEI	AKAKA		X	X		
TRUSTEE KELI'I	AKINA			X		
TRUSTEE LUANA	ALAPA			X		
TRUSTEE BRENDON	LEE			X		
TRUSTEE KEOLA	LINDSEY			X		
TRUSTEE JOHN	WAIHE'E	X		X		
CHAIRPERSON HULU	LINDSEY			X		
TOTAL VOTE COUNT				9		
MOTION: [X] PASSED [] DEFERRED [] FAILED						
Motion passes with nine (9) YES votes and zero (0) EXCUSED vote.						

Chair Hulu Lindsey Mahalo nui for allowing the board to honor you. We invite the hālau family to wish her the best at this time.

Board Secretary Chair, I do have a caller on now. The first caller is Mehanaokala Hind.

Mehanaokala Hind Aloha kākou Chair Lindsey and Office of Hawaiian Affairs. Offers an Oli. Hōkūlani, you have been the teacher of teachers. I did that chant because it is a chant that Hōkūlani taught us as nā lehua. She not only taught us the chant, she took us to visually see, experience, taste, and touch the wai of Kāne. In this time, in this era, the mana of Hōkūlani is shining through. Our world, our Hawai'i is trying to do our best to protect our water. It is teachers, it is mamama, our Kumu who have instilled in us, not only the intellect but the courage to bring about what the lāhui needs. Hōkūlani is one of those very special and treasured people. She has not only raised within her own family two doctors, three kumu hula; she has raised thousands of us. Her legacy will last generations. I know for the people that I teach, they will all know her name, they will all know what it is that she has offered so generously to all of us. He aloha palena 'ole e Hōkū no kou wiwo 'ole, no kou ikaika, no kou akamai, no kou opuali'i, no kou mahalo and ho'omana. He nā akua, e nā kūpuna o kākou e ka lāhui Hawai'i. Iā 'oe ka Hōkū, laki na mākou, laki na mākou no kou he noho ana i ko alo. Along with the leaders she has raised in her own family, I consider myself in whatever it is that I do well, a tribute and a testimate to Hōkūlani Holt for her patience with haumana like me, her dedication, not only to the art of hula but the depths of what our culture and practices across the pae 'āina, I mean to the very existence of our people. I thank you again Hōkū. I thank the Office of Hawaiian Affairs for bestowing this recognition on a perfect model of what it is that we should achieve as a people that, hopefully, most of us before we leave this ao, we can achieve for and on behalf of our people. Mahalo, mahalo, mahalo.

Chair Hulu Lindsey Mahalo Mehana. We will be moving on to our next item on the agenda.

B. Committee on Resource Management

1. Action Item RM#21-18: Accept and Implement the Recommendations Implementation Report for CliftonLarsonAllen OHA & LLCs Contract and Disbursement Review, November 2021

Trustee Waihe'e Your Committee on Resource Management, having met on November 30, 2021, and after full and free discussion, recommends approval of the following action to the Board of Trustees:

Action

To accept and implement the Recommendations Implementation Report for CliftonLarsonAllen OHA & LLCs Contract and Disbursement Review, November 2021, as attached.

Trustee Akaka Seconds the motion.

Chair Hulu Lindsey Is there any discussion?

Trustee Akina I am sorry I was unable to attend the November 30th Resource Management meeting. I would like for the record, to enter some comments at this time. First, I commend Administration for having begun the process of implementing the recommendations of the CLA review. I appreciate the hard work that has gone on in that regard. I say thank you for that. Secondly, I want to make it clear that when we vote today to accept and implement the recommendation that we are not endorsing or stipulating a final position of OHA on the issues raised by CLA in its review. There were 38 red flags and we are in a process mandated by the legislature to follow through. It is quite appropriate for us today to accept and to call of the implementations of the recommendations, but that does not constitute a final position of OHA nor an endorsement of what is in this report from the administration. The final thing that I would like to express is this, I personally wish that one of the recommendations of CLA which the administration has chosen not to follow through, would have been followed through on it. I hope in the future we can actually pursue this specifically, the recommendation by CLA that there be a whistle blower or hotline available to employees and the lāhui if they have any concerns. CLA did make not of the fact that there are some evidence that demonstrates the effectiveness of this in terms of maturing the outcomes that we want and we have had many calls for a whistle blower hotline that were issued during the process of going into the CLA review in the first place. I would like to recommend the work of the administration and simply just wanted to go on record with my concerns.

Trustee Waihe'e moves to

Action

To accept and implement the Recommendations Implementation Report for CliftonlarsonAllen OHA & LLCs Contract and Disbursement Review, November 2021, as attached.

Trustee Akaka Seconds the motion

	1	2	'AE (YES)	'A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI AHU ISA			X			
TRUSTEE DAN AHUNA			X			
TRUSTEE KALEI AKAKA		X	X			
TRUSTEE KELI'I AKINA			X			
TRUSTEE LUANA ALAPA					X	
TRUSTEE BRENDON LEE			X			
TRUSTEE KEOLA LINDSEY			X			
TRUSTEE JOHN WAIHE'E	X		X			
CHAIRPERSON HULU LINDSEY			X			

TOTAL VOTE COUNT			8		1	
MOTION: [X] PASSED [] DEFERRED [] FAILED						
Motion passes with eight (8) YES votes and zero (0) EXCUSED vote.						

Chair Hulu Lindsey Moving on to items C. I will call upon Trustee Akaka.

C. Committee on Beneficiary Advocacy and Empowerment

1. Action Item BAE#21-06: 2022 OHA Legislative Bill Package†

Trustee Akaka Your Committee on Beneficiary Advocacy and Empowerment, having met on December 8, 2021 and after full and free discussion, recommends approval of the following motion to the Board of Trustees:

Motion 1:

Approve Actions 1, 2, 3 and 4 on Action Item BAE #21-06: 2022 OHA Legislative Bill Package

Trustee K. Lindsey Seconds the motion.

Chair Hulu Lindsey Any discussion?

Trustee Akina There are four action items that we are voting on in this one measure today. I want to state for the record, as I did at the RM meeting yesterday, that I have concerns over action number two. So, today I will be voting kanalua. My concerns specifically has to do with whether this measure might possibly interfere with the availability of housing, a great need for our people in the islands. That would be my rationale for my vote of kanalua today.

Chair Hulu Lindsey Thank you Trustee, and that was at the Beneficiary Advocacy and Empowerment meeting yesterday. Any other comments?

Trustee Lee I would also like to state for the record that our policy and advocacy division made it clear that they do not foresee this hampering in any way any housing development. I also want that on the record, so thank you Madame Chair.

Chair Hulu Lindsey Thank you. If there are no other comments, roll call.

Trustee Akaka moves to						
<u>Motion 1:</u>						
Approve Actions 1, 2, 3 and 4 on Action Item BAE #21-06: 2022 OHA Legislative Bill Package						
Trustee K. Lindsey Seconds the motion						
	1	2	‘AE (YES)	‘A’OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI AHU ISA			X			

TRUSTEE DAN	AHUNA			X			
TRUSTEE KALEI	AKAKA	X		X			
TRUSTEE KELI'I	AKINA					X	
TRUSTEE LUANA	ALAPA					X	
TRUSTEE BRENDON	LEE			X			
TRUSTEE KEOLA	LINDSEY		X	X			
TRUSTEE JOHN	WAIHE'E			X			
CHAIRPERSON HULU	LINDSEY			X			
TOTAL VOTE COUNT				7		2	
MOTION: [X] PASSED [] DEFERRED [] FAILED							
Motion passes with seven (7) YES votes and zero (0) EXCUSED vote.							

Chair Hulu Lindsey Mahalo, moving on to Item D.

**D. Action Item BOT#21-18: Approve and Implement the OHA Policy Framework
(1st reading)**

Trustee Waihe'e Madame Chair I would like to move to

Motion #1

Approve the OHA Policy Framework, based on the approved Board Governance Framework, with the following components: 1) L-L hui Level policies; 2) T-Trustee Level policies; 3) C-CEO Level policies; 4) Inventory of Policies; 5) Business Processes (listed within each policy); 6) Standard Operating Procedures for each business process; and 7) Systems, documentation, desktop procedures, manuals as depicted at Attachment

A.

Trustee Akaka Seconds the motion.

Trustee Lee I see this is a 1st reading and this is for clarification for the Board, these measures have already been approved in 2019 by the Board accepting and adopting the report of the Permitted Interaction Group for a new governance framework for the Office of Hawaiian Affairs. So, we can vote on it, I guess; it doesn't really matter but should this matter fail, we're going to do this anyway because the board already approved this in 2019. Thank you Madam chair.

Trustee Waihe'e moves to

Motion #1

Approve the OHA Policy Framework, based on the approved Board Governance Framework, with the following components: 1) L-L hui Level policies; 2) T-Trustee Level policies; 3) C-CEO Level policies; 4) Inventory of Policies; 5) Business Processes (listed within each policy); 6) Standard Operating Procedures for each business process; and 7) Systems, documentation, desktop procedures, manuals as depicted at Attachment

A.

Trustee Akaka Seconds the motion

	1	2	‘AE (YES)	‘A‘OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEI AHU ISA			X			
TRUSTEE DAN AHUNA			X			
TRUSTEE KALEI AKAKA		X	X			
TRUSTEE KELI‘I AKINA			X			
TRUSTEE LUANA ALAPA					X	
TRUSTEE BRENDON LEE					X	
TRUSTEE KEOLA LINDSEY			X			
TRUSTEE JOHN WAIHE‘E	X		X			
CHAIRPERSON HULU LINDSEY			X			
TOTAL VOTE COUNT			7		2	
MOTION: [X] PASSED [] DEFERRED [] FAILED						
Motion passes with seven (7) YES votes and zero (0) EXCUSED vote.						

Trustee Waihe‘e I would also like to move to

Motion #2

Approve the policy guidelines as contained in the newly drafted Policy of Policies at Attachment B.

Trustee Akaka Seconds the motion.

Chair Hulu Lindsey Any discussion?

Trustee Lee Thank you, Madam Chair. If I could get some clarification from the maker of the motion on attachment B page 2 letter F under II. Definitions, it defines C-level policy. Based on these definitions and the procedures to follow, is it the intention that the C-level policies are now going to rise to the trustees for approval?

Sylvia Hussey, CEO No, C-level policies are within the CEO.

Trustee Lee Okay, mahalo.

Trustee Waihe‘e moves to						
<u>Motion #2</u>						
Approve the policy guidelines as contained in the newly drafted Policy of Policies at Attachment B.						
Trustee Akaka Seconds the motion						
	1	2	‘AE (YES)	‘A‘OLE (NO)	KANALUA (ABSTAIN)	EXCUSED

TRUSTEE LEI	AHU ISA			X			
TRUSTEE DAN	AHUNA			X			
TRUSTEE KALEI	AKAKA		X	X			
TRUSTEE KELI'I	AKINA			X			
TRUSTEE LUANA	ALAPA					X	
TRUSTEE BRENDON	LEE			X			
TRUSTEE KEOLA	LINDSEY			X			
TRUSTEE JOHN	WAIHE'E	X		X			
CHAIRPERSON HULU	LINDSEY			X			
TOTAL VOTE COUNT				8		1	
MOTION: [X] PASSED [] DEFERRED [] FAILED							
Motion passes with seven (8) YES votes and zero (0) EXCUSED vote.							

Chair Hulu Lindsey I will now call on Sylvia for item E.

E. Presentation: OHA Logo & Branding, Alice Silbanuz, Communications Director

Sylvia Hussey, CEO Trustees, I am please to have our newly named Communications Director Alice Silbanuz, we welcome her. You all received a memo regarding the background for the local refresh. Alice is here to present that to you.

Alice Silbanuz, Communications Director Thank you so much, so today administration will be sharing the work that has been done on the OHA local refresh that we are proposing.



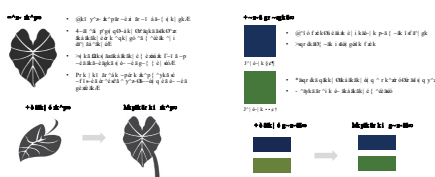
OHA LOGO THROUGH THE YEARS



With this presentation, we'd like to tell you about the deliberate design choices that we have gone through, as well as collect mana'o from the trustees on the OHA logo refresh. So, the OHA logo has served us well and there have been many changes to the OHA logo over time. As you can see in this slide when we started when we were established in 1980, we started with a hand drawn logo, very indicative of the times. This was our logo for about 19 years and then we shifted in 2000 to this logo; that is in the middle and then in 2006 we shifted to our current logo which has served us for the past 15 years. But we are not the same organization that we used to be 15 years ago, our organization has gone through much change. We have grown and grown stronger as an organization and also matured over the years and we feel that at this time; all of the changes that we are undergoing both with leadership, a new organizational structure, a new strategic plan, as well as working with 50 new grantees, this is the ideal time for us to go through a logo refresh.

[illegible]

So, what is needed for this refresh logo? As I mentioned, we wanted to make it responsive that means if you place it on a website, when you zoom into a website, you read the logo. Also, when you make it smaller you'll be able to read the logo. That's something that we currently do not have with the design that was created 15 years ago. We want to create a brand new guide that would provide guidelines on how to use

[illegible]

- New font should have more height (also a symbol of growth).
- A heavier weighted font will help represent OHA as being sturdy, an organization with a strong foundation, reliable
- O - H - A will have more space in-between for more legibility, especially when logo is represented in small instance















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COLOR and Black and White examples

Making the OHA Logo Responsive

Responsive logos are those in which logos that change into other colors or sizes to make it more accessible and "responsive" to whatever they are placed on. A responsive logo takes the elements of the main logo and adapts them for different sizes, to ensure the logo is always legible. With growing digital and print platforms that are available having a logo that is readable throughout all instances is practical and important.

Examples:

RESPONSIVE examples		LOGO Items	
  	  	  	  

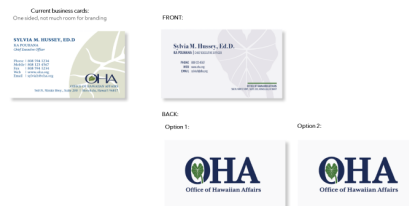
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these things can be deployed slowly as a budget becomes available. Those things include logo wear for our staff and leadership to wear when out in the Community including masks, tablecloths, promotional items such as bags, pins, hand sanitizers, and mask and then also our business cards. We wanted to give you folks some visual examples of our logo in action so here we have the custom letterhead, this is a casual letterhead.

LOGO IN ACTION: Stationary Letterhead (casual)

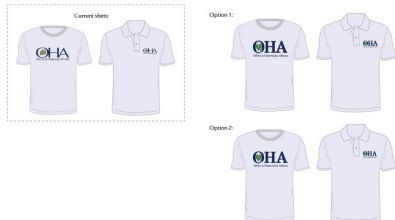


LOGO IN ACTION: Stationary – Business Cards



This is an example of a business card layout. This would be the front, as well as the back option. This is an example of what the shirts would look like; and you can see already, how much more prominent this logo font is. You can see it quite easily, it's very distinctive even when it goes down to the smaller embroidery.

LOGO IN ACTION: Shirts



Administration Recommendation

- Meets the goal of showing the growth and maturity of the organization while also being more prominent and digitally responsive.
- The equal spacing between the letters provides an increase in legibility when reading from near or far. This is an important consideration for any logo.



We are recommending the second option. For this logo, it meets all the goals of showing the growth and maturity of the organization while also being more prominent and digitally responsive. We have equal spacing between the letters that provide increased legibility when reading from near and far, and this is an important consideration for any logo. At this time, we recognize that with any change it can take some time to adapt. As we transition into the new logo, it's important to take note of the specific goals that we are achieving. That goal of showing our organization is one that has grown and matured as well as digitally responsive. The goal of making it more prominent; also the goal of showing the kalo leaf, one that is very much a kalo leaf and it cannot be mistaken for anything else. We seek your opinion and your manaʻo on the administration's recommendations, I can open it up for any comments at this time.

Trustee Ahu Isa I did respond to Alice, by the way nice work. I was at a dinner last night and I met this girl who specializes in this. She does only branding and there was restaurant people there, doctors, lawyers, and she does the packaging, the brochures. Anyway, my opinion is I don't like that Times font. To me, it's too stable. If you look at Chanel and Gucci, the C it's simple yet bold. I like the OHA, what we have now but maybe make it a little bolder. Also, the leaf looks more like a monstera plant, this is just my opinion. I did ask some staff members and they did agree with me. Thank you.

Trustee Ahuna Good job, its nice to have something new. My only recommendation that I would like to see is the circle, how it is standing out? What if we were to turn it sideways and make it bigger. We talk about health and I like momona. Thats my only recommnedation, thank you.

Chair Hulu Lindsey I think it's pretty, but it's kind of stiff. If it could be a little softer, it looks so rigid. That's my opinion.

Alice Silbanuz, Communications Director Okay well, lets take all the comments and then we can talk story.

Trustee Lee I have a few comments. I sent the proposed new logo to friends of mine on the mainland who are also in marketing and branding. They are not Hawaiian and do not know anything or heard of the Office of Hawaiian Affairs, I did that on purpose. Their first question to me was what does QHA stand for? I told them that I noticed that too. It is not a Q but an O. With the break in the O with the leaf, people who don't know who the Office of Hawaiian Affairs is, it looks like the letters QHA. The other thing they pointed out is the digitizing down of the brands. All the other brands that use words or letters are tied together with something, none are separated out so the recommendation that administration is making of the letters O H A, there is nothing that ties the O and the H together which I'm guessing the logo we have now is why the letters are tied together. I do like the idea of bolder, bigger letters so that its more visual and prominent to be seen but if that is going to be our logo, then it should be tied together. The last is the digitizing down to the final one, the letter O with the kalo leaf in it. Oregon state does that because the O stands for Oregon, but our logo should not stand for Office. If we are going to scale down to a single item for a logo then it should be just a kalo leaf. People may not get it right now but over time when people see a kalo leaf, they will. No one knew what the swoosh was for a very long time until it became associated with NIKE. If we are going to scale down then it should scale down to something that we believe that represents us. If we are saying that's the kalo leaf then that's what it should scale down to, not to office, that's not who we are. I think that was it, those are my comments. Thank you, Madame Chair.

Trustee Waihe'e Thank you Madame Chair, Alice, and Sylvia for giving us the opportunity to speak. You obviously didn't have to but since you did, I do think it looks kind of clunky and whatever faults there are with the old one, I understand, I see them too but to me, it was prettier. It flowed nicely. I know the one we have now was an exisiting font but they modified it enough to make it look almost like an original created font. To me, this font looks like a stock font with a clip art of a kalo leaf on it. This is just my opinion but it is not pretty, it doesn't appeal to me to much. Tank you.

Trustee Akina Thank you for the hard work on the logo. I know how difficult it is to come up with something that is so profound with purpose that represents us. A couple of comments, the first one is when I think of the sequence we've gone through since 1978 to the present day with each successive logo, each one is a step forward in time. Each one is more contemporary; each one is a movement into the future. This one, however, it looks like it's a step backward because it uses more traditional and quote/unquote modernist design elements, such as the Sarah font. So, it doesn't continue that progression of logos. It would be nice to see a logo that was moving us very much into the future, very much into forward movement. I know that a lot of emphasis has been placed on being prominent but maybe getting that prominence doesn't have to depend upon a heavier thicker font. I do like the direction of the current logo in terms of its lightness, the more contemporariness then the prior logos. Those are just my initial comments, but again, thank you for your hard work.

Trustee Akaka I wanted to mahalo Alice and the team for working so hard on this logo. My mana‘o is similar to my fellow trustees where I believe in the spirit and the ‘ano and ideas that you put forward and yet I too feel that the current logo is more aesthetically pleasing. It is easier on the eyes and it has a smoother look. I am for looking at more options to meet your goals on what you are looking for on this. As it is right now, I don’t feel this would be a better option with what we have currently and what is before us. One last thing, the idea of the kalo leaf standing erect, maybe there is another way so that it doesn’t look like the letter Q. Maybe, it can be coming from another direction. I am open to seeing other options.

Trustee K. Lindsey Thank you, I just want to echo what others have said. Mahalo for the hard work. I don’t have any specific comments on the logo or design. I can say as a past user of the logo, trying to do presentations especially outdoor ocean kind of things, our logo did get lost sometimes. I wish it was red so that we could see. I think at the end of the day, from my view, people’s opinion and view of OHA is going to be on the work we do. We could have no logo at all and if we serve our people well, then that’s going to matter a lot but I do recognize the importance of having one. Again, I appreciate all the hard work, I encourage all the comments to get considered as we move forward. I look forward how things turn out. Mahalo.

Trustee Alapa Thank you so much for everything Alice, it is tough. *Inaudible*. The way you broke it down helped me to understand the concept of logos, the purpose, and the design aspect. What stood out to me about the O is that the kalo plant is more distinct, it’s standing up; and if you look at it, it’s a heart shape. The heart shape to me is the heartbeat of our lāhui and our OHA family. That part I really liked and it stood out. It does look like a kalo leaf in our current design.

Trustee Akina Here is just a suggestion for what its worth, it may be good to compare what you presented now with another direction of the logo. Right now the direction is continuity with the past. We see a very clear continuity from the first logo of OHA in terms of having the same alphabets, the same design element and the same main feature, the kalo. I appreciate the continuity. This current logo that is before us looks like the fourth version of the same kind of design. What if, to compare it, we also went in another direction, just started from scratch and see where that went. Then compare it with the current proposal, just a thought.

Trustee Ahuna One more comment since everyone is getting technical. I really like the kalo leaf, but we cannot forget about the water. Okay, thank you.

Trustee Akaka Given further thought on the kalo leaf, perhaps we read left to right, that the kalo leaf being that we move forward to brighter days. The kalo leaf can *inaudible*. Can face in the opposite direction showing that we are moving forward. On one hand, I do appreciate a clean look and when I look at the logo next to other logos, it does stand out because it has a smoother look, but it is smaller. But some of the other things that we could consider is it may not look as clean but having an ahupua’a or the Hawaiian islands, but maybe just make it larger or have it as a solid background and the OHA letters be a clear color or a lighter color. I do agree that we need a more prominent look if we can but the main suggestion is that the leaf move forward.

Chair Hulu Lindsey So, Alice, you got an ear full.

Alice Silbanuz, Communications Director Thank you so much for everyone sharing their mana‘o. We have different trustees with different opinions and views but I have taken notes on what has been shared. I would just like to share a few responses based on the feedback that has been shared and it was quality mana‘o and I appreciate it greatly. First of all the font, we did look at the Sans Serif font without the feet which is the look

of our current logo here. One of the reasons why we decided to go with the Serif font was because of the strong foundation that we talked about but also it speaks to the age of the organization. It is a sophisticated look but kind of reminds you of the past. That was one of the elements of why that font was selected. We looked at several different fonts. We looked at Sans Serif and may fifteen different versions before narrowing it down to these last two that we are presenting to you today. That is one one of the reasons why we looked at this font being that its very sophisticated and elegant. While the contemporary font is more now and a more modern look, we wanted to show the age of the organization. Also, the kalo design, we did go through different versions where we layered in different ways. In this version, the kalo stalk is on top of the O to make it more prominent as a kalo leaf. There was also a version behind the kalo leaf without the breaks on the side but the stalk got a little lost or muddled when there wasn't that clear separation between of the kalo leaf and the hā. I do feel like the hā is an important element that helps us show that it is truly a kalo leaf that's grounded to our culture. It doesn't sound like anyone had a problem with the color so I'm thankful for that. I'm also thankful for the comments regarding the sizing. When we scale it down and up, having the kalo leaf perhaps be a stand alone, that is something that we can do fairly easily, that's a shift we can make. I appreciate Trustee Alapa's thought about being a heart shape, that is something that came to mind for me. One of the reasons why I like this version was because it's large, forward facing, and the heart shape to show our aloha to the community we serve. Those are some of the considerations we took to heart when we were creating this logo. Knowing that it is difficult to please nine different Trustees as well as Administration, but I think these comments will help us as we move forward and as we work to create a visual identity that is fitting of the organization and the place we are at in our history.

Sylvia Hussey, CEO As good practice, we will take all of the mana'o and look at it. Then bring back perhaps some other versions for consideration. We appreciate all nine Trustees and their mana'o. Trustee Lee, we particularly appreciate the work to vet it with others and those perspectives. Those were insightful comments as well, so thank you for doing that.

Chair Hulu Lindsey Okay, so are we done?

Alice Silbanuz, Communications Director I think so, thank you so much Trustees.

Announcements

Chair Hulu Lindsey Thank you so much Alice for all of your folks hard work. Okay, we are not going to have an executive session as outlined. It was on the agenda as possibly wanting one, but we have no purpose for that so I am moving onto announcements. This is supposed to be our very last meeting for 2021 but based on our discussion in BAE on our legislative package, we may require one more meeting. However, our first meeting for the new year 2022, is scheduled for January 13th. A calendar for next year will be sent out to everyone by Friday from our Board Secretary. Happy Holidays and Trustee Akaka and I will be getting back to the Trustees very shortly after we have the discussion on when we can possibly let the Trustees look at the legislative package. Thank you very much, I will entertain a motion for adjournment.

Adjournment

Trustee Akaka Moves to adjourn the meeting.

Trustee Waihe'e Seconds the motion.

Adjournment							
TRUSTEE		1	2	'AE (YES)	A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
LEINA'ALA	AHU ISA			X			
DAN	AHUNA			X			
KALEIHIKINA	AKAKA	X		X			
KELI'I	AKINA			X			
LUANA	ALAPA			X			
BRENDON KALEI'ĀINA	LEE			X			
KEOLA	LINDSEY			X			
JOHN	WAIHE'E		X	X			
CHAIR CARMEN HULU	LINDSEY			X			
TOTAL VOTE COUNT				9			

Chairperson Carmen Hulu Lindsey Adjourns the Board of Trustees meeting at 11:20 a.m.

Respectfully submitted,

Lehua Itokazu
Board Secretary

As approved by the Board of Trustees on January 13, 2021.

Carmen Hulu Lindsey
Chairperson, Board of Trustees

Attachments:

1. Action Item BOT# 21-17: Resolution: Recognizing Hōkūlani Holt-Padilla
2. Action Item BOT#21-18: Approve and Implement the OHA Policy Framework (1st reading)
3. PowerPoint: OHA Logo Refresh

Office of Hawaiian Affairs
Meeting of the Board of Trustees
January 13, 2022
10:00 A.M.

V. New Business

**A. Presentation by the Native Hawaiian Legal Corporation,
Makalika Naholowa‘a, Executive Director**

*No handouts at this time.

Justice for the Lāhui

2021 Legal Services Review

OHA Board of Trustees Meeting
January 13, 2022



Native
Hawaiian
LEGAL CORPORATION





Founded in 1974, the Native Hawaiian Legal Corporation’s mission is to protect and advance Native Hawaiian identity and culture. We are the only public interest law firm in the world dedicated exclusivley to Native Hawaiian rights. Since 1986, NHLC has represented clients in more than 50 cases before the 9th Circuit Federal Court of Appeals, Hawai’i Supreme Court, and Hawai’i Intermediary Court of Appeals. These cases have shaped contemporary Native Hawaiian law.

Our Principles

Kuleana	Maoli Ola	‘Ohana	Laulima	Nā Koa	Mālama	‘Onipa’a
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Our History

<p>1974: NHLC incorporated as a non-profit as an outgrowth of the Hawaiian Coalition of Native Claims and the Council of Hawaiian Organizations.</p> <p>1978: NHLC assists the Hawaiian Affairs Committee with work that led to constitutional amendments recognizing traditional and customary rights.</p> <p>1980s-NHLC focuses on defending quiet title lawsuits and preserving rights to trust lands.</p>	<p>1986: ICA issues its decision in Hustace v. Kapuni, which changed the legal landscape for quiet title lawsuits</p> <p>1991: First "Native Hawaiian Rights Handbook," edited and authored by Melody Kapilialoha MacKenzie and NHLC attorneys, is published.</p> <p>1992: Pele Defense Fund v. Paty decision, expanding Native Hawaiian traditional and customary rights.</p>	<p>1999: NHLC acts to preserve over 2,500 Hawaiian Homelabeneficiaries' ICRP claims.</p> <p>1990s-2000s: NHLC co-counsel for community groups in "Waihole" water case.</p> <p>2013:"Rail" case decided by Hawaii Supreme Court, advancing the protection of iwi kupuna</p> <p>2018: CWRM orders full restoration of 10 streams in a decades-long battle by east Maui Kalo Farmers.</p>
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Board of Directors



Mark Kawika Patterson
President



Malia Ka'aihue
Vice President



Kevin Cockett
Secretary



Kawena Suganuma Beaupre
Treasurer



Robert N.E. Piper
Director



Jon Matsuoka
Director



Keali'i Reichel
Director



Angela Correa-Pei
Director



Robert Merce
Director



Roy Catalani
Director



Keali'i Lopez
Director



Sunshine Topping
Director



Makalika Naholowa'a
Executive Director



Kauila Kopper
Litigation Director



Kirsha Durante
Senior Attorney



Li'ulā Kotaki
Attorney



Ashley Obrey
Attorney & Legal Administrative
Director



Daylin-Rose H. Heather
Attorney



Henderson Huihui
Attorney & Equal Justice Works Fellow



Sheldon Abril
Operations Director



Jeannie Siu, CPA
Finance Director



'Ihilani Chu
Executive Assistant



Denise Bagasol
Legal Secretary



Grace Lee
Intake Specialist

2021 Review



DHHL/Land Trust Entitlements



Land Title Assistance



Quiet Title Defense



Protecting Cultural Sites



Ahupua'a/Kuleana Rights



**Protecting Traditional and
Customary Practice**



Other Emerging Needs



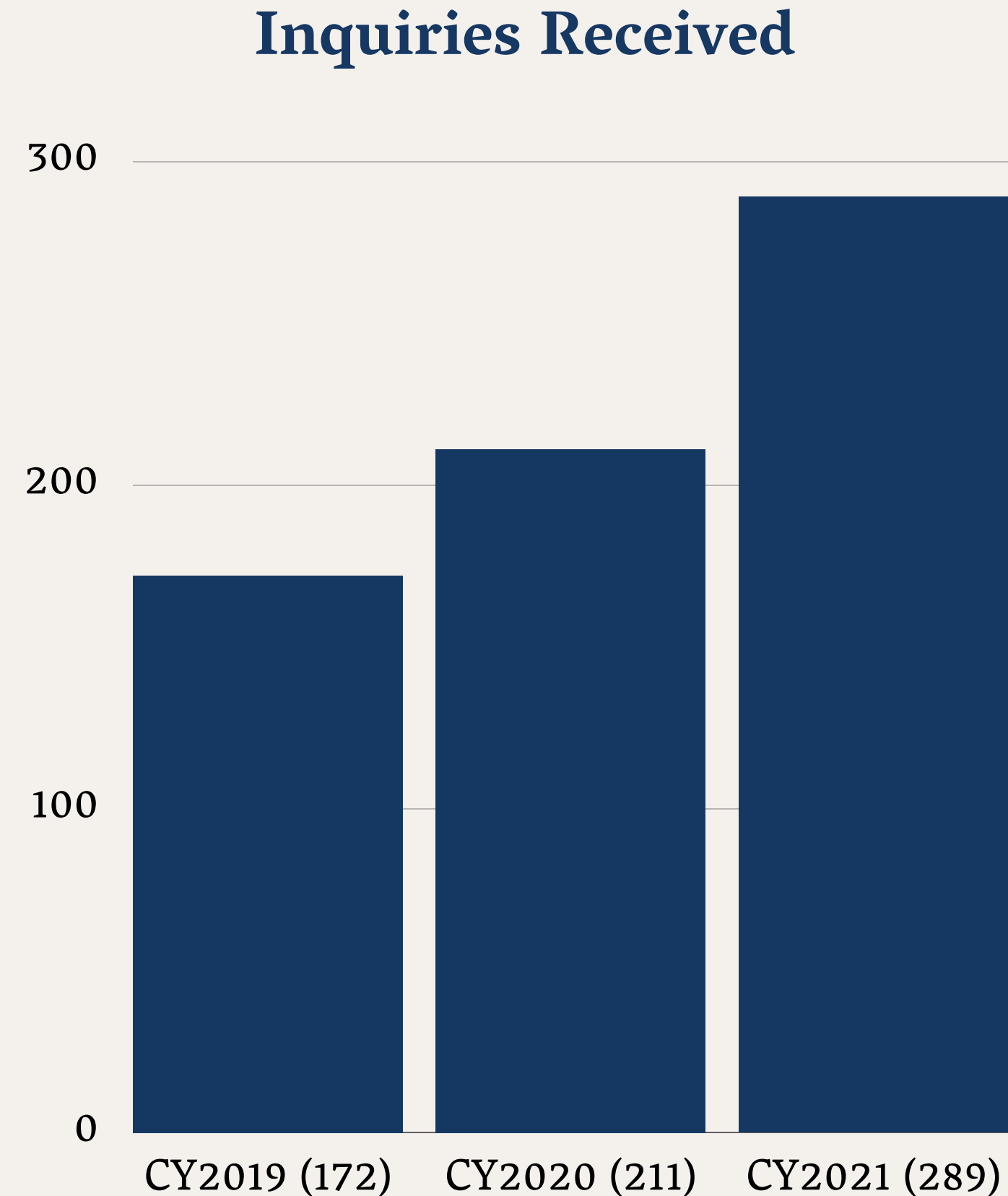
**Strengthening Native Hawaiian
Legal Leadership**

2021 Needs Were High

NHLC received **289** new inquiries in 2021.

This is a 68% increase from 2019 and a 37% increase from 2020.

We believe that COVID has been a factor and we expect it will impact demand in 2022 as well.

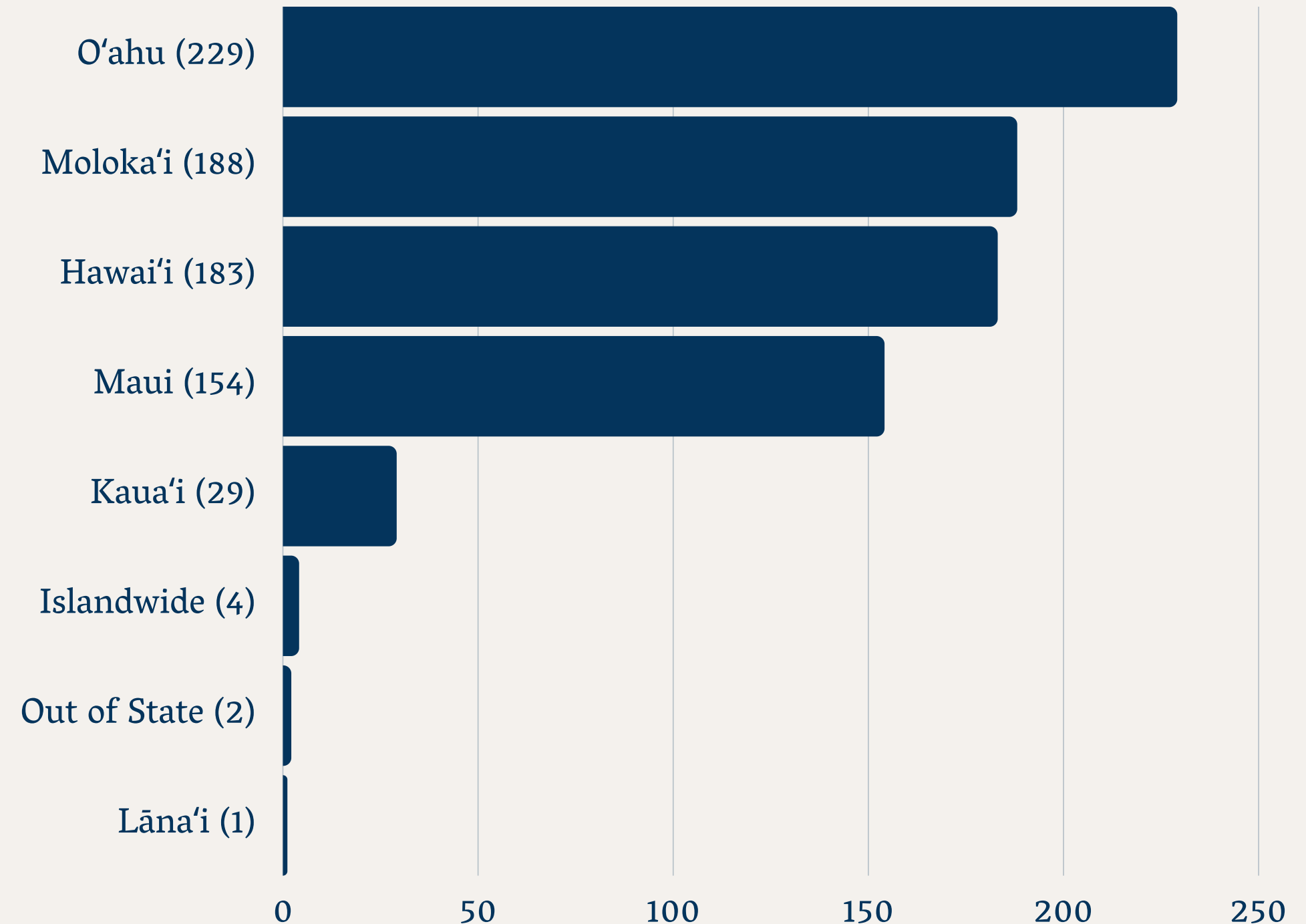


Across closed and continuing cases, NHLC served **790** people in 2021.

NHLC closed 237 inquiries and cases in 2021 and served 438 people across those matters.

NHLC is continuing work in 2022 on 100 active cases that did not resolve in 2021. Those cases serve 352 people.

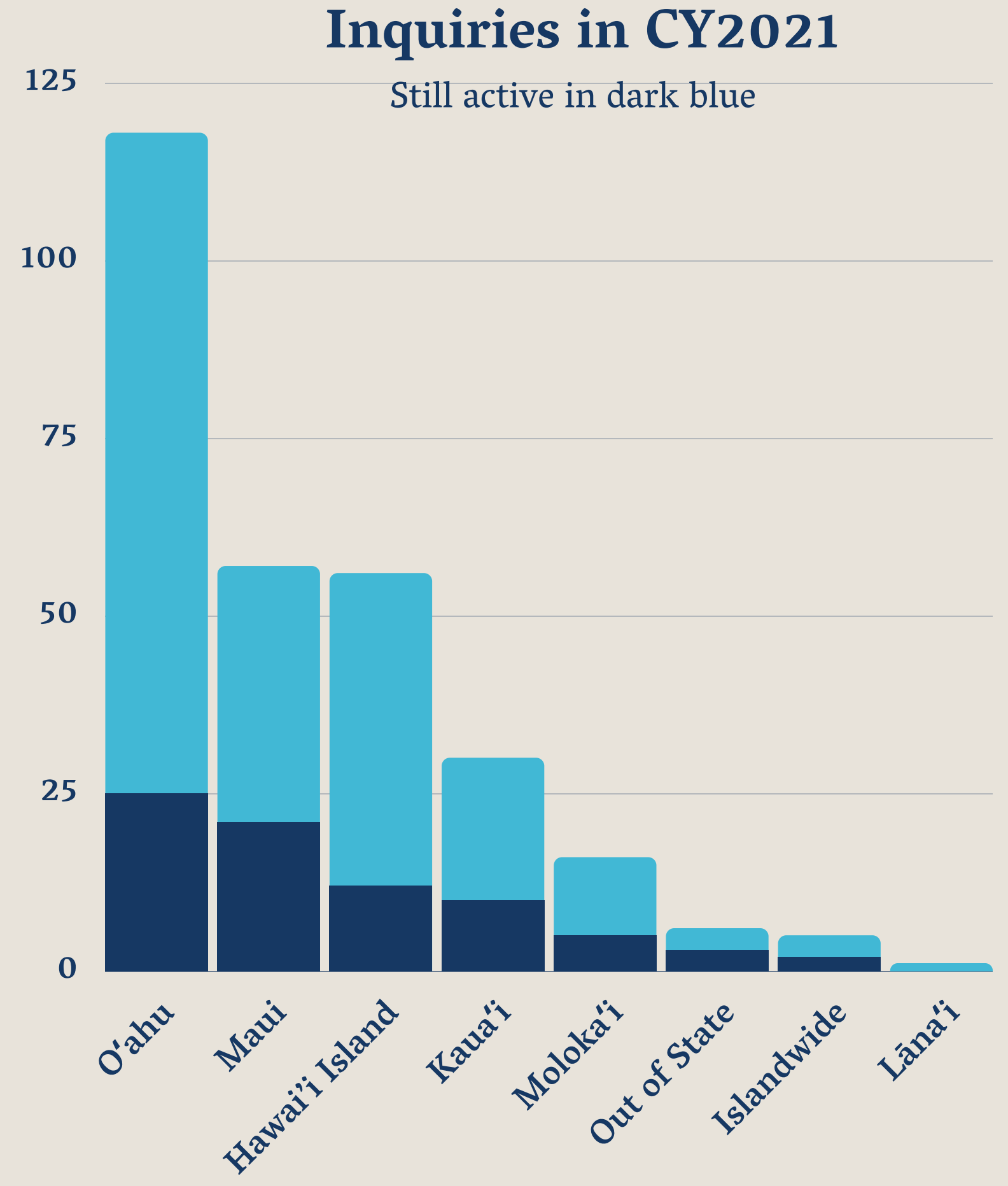
People Served in CY21



We received requests for assistance from all the islands in 2021.

We advised people on all of the islands in 2021.

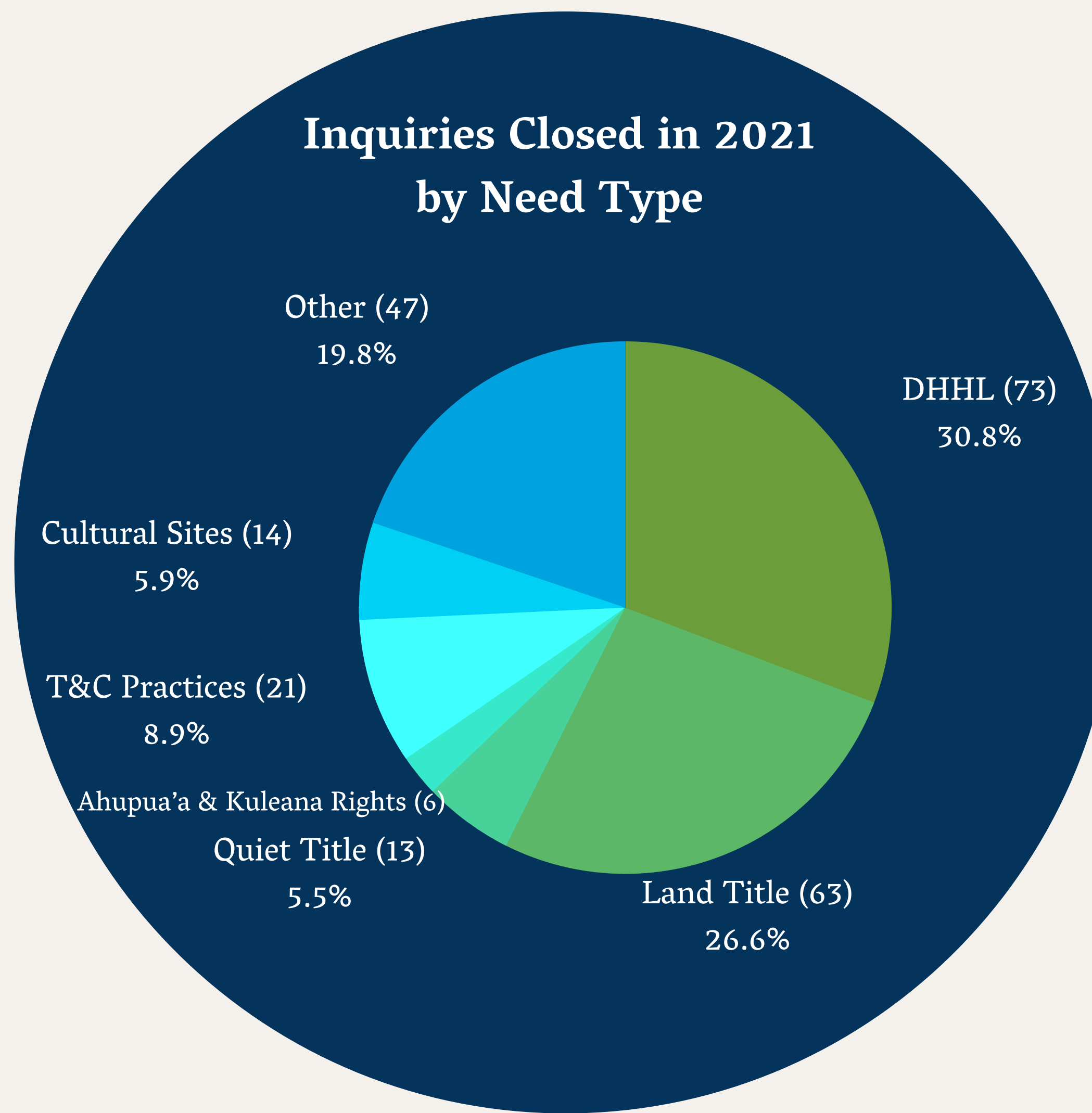
We have continuing and active cases on 5 of the islands as we start 2022.



Lease program issues, including the Hawaiian Homelands program, accounted for almost one third of all inquiry calls serviced by NHLC.

Quiet title, land title, and eviction defense also made up almost one third of callers served.

NHLC also provides legal services in areas other than those listed in NHLC's OHA grant that are nonetheless within our mission. These areas include probate and estate planning matters, clerical birth certificate amendments, and petitioning for protective arrangements such as guardianships. Often, this work can prevent future costly litigation for beneficiaries.



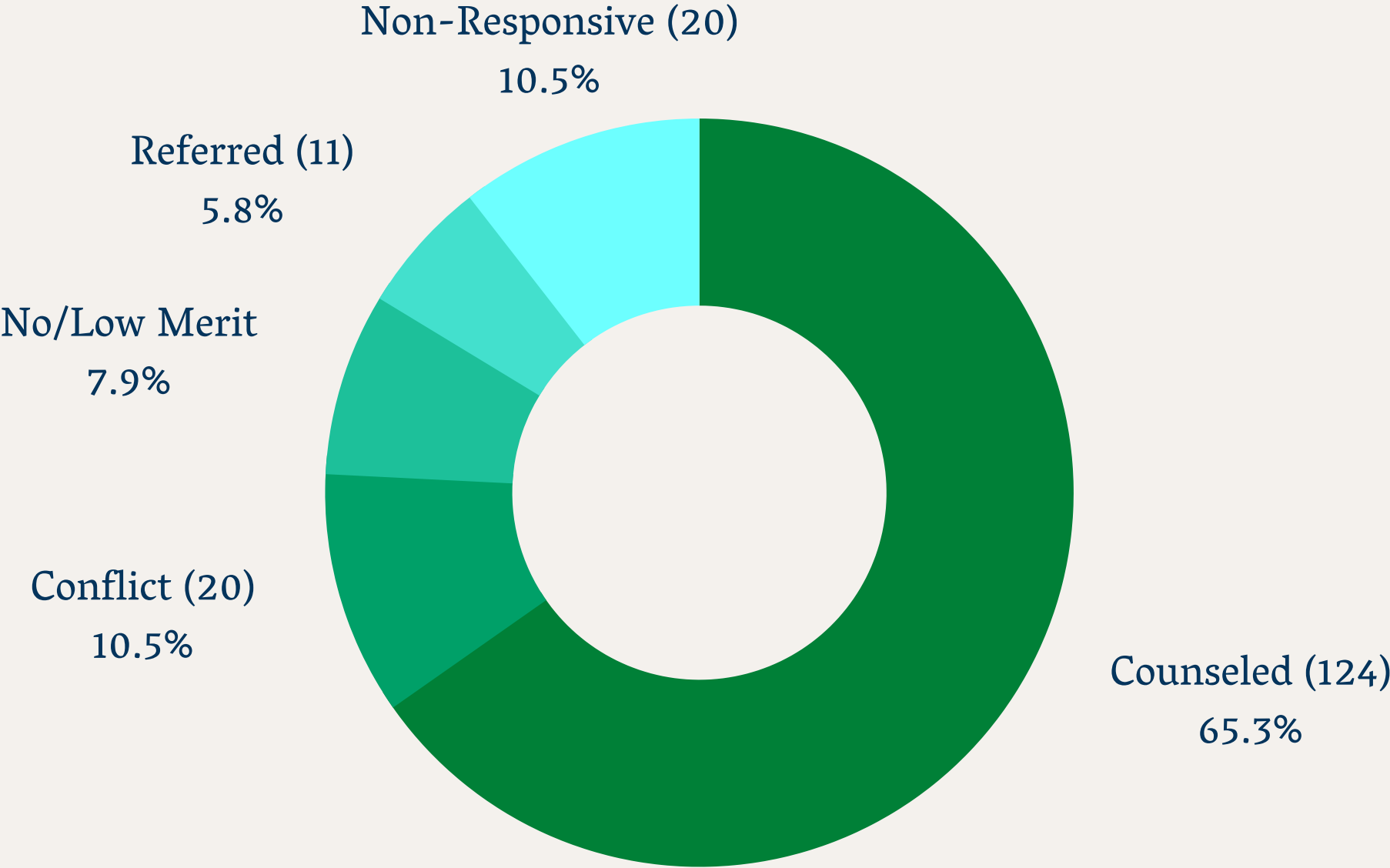
Every inquiry that passes through the initial conflict and scope screening stage receives a call back from NHLC's attorneys. Most of our inquiries are resolved with diligence, research, analysis, information, brief service and advice. They usually resolve within the month.

Inquiries that advance to external advocacy cases are often multi-year projects. We were retained to represent clients on 23 new cases in 2021, and currently manage 100 active cases.

When we are not able to advise for conflicts, policy, or scope reasons, we are often able to refer inquiries to alternative legal service options for help.

We do not believe that lack of financial means or indigency should bar access to justice. Our fee rates reflect our public interest mission and non-profit structure. We accept payment plans, and we can serve indigent clients on a pro bono basis.

In Contract Inquiries Closed in 2021 by Resolution



Help for Families & Communities

Representative Cases from 2021



Hawaiian Homelands

Among numerous other notable victories, NHLC successfully defended a DHHL lease cancellation in a Circuit Court lawsuit. This case protected the unique status of Hawaiian home lands trust lands and resulted in the recognition that beneficiaries' interests in their homesteads are constitutionally protected.



Natural Resource Protection

On behalf of Hui Kaloko-Honokōhau, NHLC overturned a decision to permit increased pumping of ground water for landscape irrigation that would have adversely affected a nearby historic fishpond complex and the surrounding near-shore environment.



Eviction Defense

Representation in complicated eviction matters has become critical during the COVID-19 pandemic. In one case, NHLC obtained a six-figure settlement for a family who was facing eviction from their family home based on a fraudulent land transfer. In another, NHLC successfully dismissed an eviction action for a Hau'ula family residing on a 999-year homestead lease.



Education

NHLC attorneys represented multiple 'ohana in advocating for increased access to kula kaiapuni education, including expanding distance learning options during the pandemic to ensure the continuity of education

Litigation Insights

01

**Education on Legal Rights
and Procedures-
Preserving Legal Claims**

02

**Criminal Justice Needs,
including Kia'i Legal Defense**

03

**Legislative Advocacy -
Making Gains & Getting
Ahead of Adverse “Fixes”**

04

**Preventative Services-
Minimizing the Need for
Future Costly Litigation**

05

**Impact Litigation-Avoiding
a Piecemeal Approach**

06

**Contracting, Governance,
and Intellectual Property
Needs for Practitioners,
Nonprofits, and
Entrepreneurs**

Strengthening Hawaiian Legal Leadership

Training Rising Talent



2021: 10 interns & volunteers

- Cultural access to Mauna Kea during the Governor's emergency proclamation
- DHHL's undivided interest lease program
- Legislative history of revocable permits
- Breach of trust lawsuits and contested case hearings
- UH Administrative Rules regarding Mauna Kea
- Prior versions of intestate succession laws

Providing Thought Leadership



- Access to Justice Conference
- Discussions with Hawaiian Homestead Associations
- UH Law Review Symposium on PASH
- Presentation to the U.S. Department of State's International Visitor Leadership Program
- UH Law School's Virtual Public Interest Fair.

Serving the Bar & Community



- Holding leadership positions within the Hawai'i State Bar Association, Native Hawaiian Bar Association, Council for Native Hawaiian Advancement, and other community and Hawaiian non-profits.
- Perpetuating Native Hawaiian practices, including, but not limited to hula, kapa making, lomilomi, mālama iwi kūpuna, and 'ōlelo Hawai'i.



Native Hawaiian

LEGAL CORPORATION

1164 Bishop Street, Suite 1205

Honolulu, Hawai'i 96813

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www.nativehawaiianlegalcorp.org

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Office of Hawaiian Affairs
Meeting of the Board of Trustees
January 13, 2022
10:00 A.M.

V. New Business

B. Action Item BOT#22-01: Approve the formation of a Permitted Interaction Group (PIG) to investigate the activation of OHA Kaka‘ako Makai Site A, 1011 Ala Moana Blvd. Pursuant to HRS§92-2.5(b)(1)(A).

OFFICE OF HAWAIIAN AFFAIRS
Action Item

BOARD OF TRUSTEES

January 13, 2022

BOT #22-01

Action Item Issue: Approve the Formation of a Permitted Interaction Group (PIG) to Investigate the Activation of Kaka'ako Makai Site A, 1101 Ala Moana Blvd

Co-Prepared by:



Jan 9, 2022

R. Kalani Fronda
Ka Pou Kihī Kanaloa 'Āina, Land Director

Date

Co-Prepared by:



Jan 9, 2022

Casey K. Brown
Ka Pou Nui, Chief Operating Officer

Date

Reviewed by:

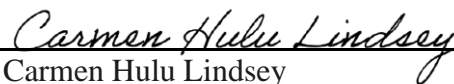


Jan 9, 2022

Sylvia M. Hussey, Ed.D.
Ka Pouhana, Chief Executive Officer

Date

Reviewed by:



Jan 10, 2022

Carmen Hulu Lindsey
Ke Kauhuhu o ke Kaupoku
Chair, Board of Trustees

Date

Action Item BOT #22-01: Approve the Formation of a Permitted Interaction Group (PIG) to Investigate the Activation of Kaka’ako Makai Site A, 1101 Ala Moana Blvd

I. Proposed Action

Approve the Formation of a Permitted Interaction Group (PIG) to investigate the activation of Kaka’ako Makai Site A, 1101 Ala Moana Blvd, including the following purview, members and term/duration:

Purview. The purview of the PIG is for the Board of Trustees (BOT or Board), BOT staff and OHA Administration staff to work together to investigate the business plan for activation of site A in Kaka’ako Makai.

Members. The membership of the Permitted Interaction Group is proposed as follows: (a) Trustee Carmen Hulu Lindsey; (b) Trustee Leina`ala Ahu Isa; (c) Trustee John Waihee, IV; and (d) Trustee Kalei Akaka. Trustee Carmen Hulu Lindsey will serve as the Chair of the Permitted Interaction Group and Trustee Leina`ala Ahu Isa will serve as its Vice Chair. Casey K. Brown, Ka Pou Nui, will function as the Project Manager.

Term/Duration. The term of the Permitted Interaction Group expires at the completion of the assigned tasks or at the discretion of the Chair of the Board of Trustees, subject to later adjustment, but in no event later than February 15, 2022.

II. Issue

Whether or not the Board of Trustees (BOT) will approve the formation of a Permitted Interaction Group, consistent with Hawai‘i Revised Statutes §92-2.5(b)(1), to investigate the activation of site A in Kaka’ako Makai, 1101 Ala Moana Blvd.

III. Background and Discussion

A. Applicable Law in Hawaii Revised Statutes, Permitted Interaction Groups

In accordance with HRS, CHAPTER 92, PUBLIC AGENCY MEETINGS AND RECORDS §92-2.5 Permitted interactions of members: (b) Two or more members of a board, but less than the number of members which would constitute a quorum for the board, may be assigned to: (1) Investigate a matter relating to the official business of their board; provided that: (A) The scope of the investigation and the scope of each member’s authority are defined at a meeting of the board; (B) All resulting findings and recommendations are presented to the board at a meeting of the board; and (C) Deliberation and decision making on the matter investigated, if any, occurs only at a duly noticed meeting of the board held subsequent to the meeting at which the findings and recommendations of the investigation were presented to the board.

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Action Item BOT #22-01: Approve the Formation of a Permitted Interaction Group (PIG) to Investigate the Activation of Kaka’ako Makai Site A, 1101 Ala Moana Blvd

B. Setting Context for the Formation of a Fourth Permitted Interaction Group

This action proposes the fourth Land and Commercial Property (LCP) PIG following the formation of the third PIG in October of 2021 to investigate the initial steps in the first phase of work for the development of Kaka’ako Makai. The first phase of work included activities to learn (e.g., due diligence, objectives, vision, understanding current zoning and market conditions), plan (e.g., mission, understanding constraints, entitlements, functionality, utility), and recommend (e.g., vision, outcome, values immediate, long-range impact, performance). The resulting report of the PIG made recommendations to activate the lands at Kaka’ako Makai, specifically sites A and E. The rationale for the proposed activities such as food vending, pop-up events and the launch of a proof of concept Hawaiian Cultural Center and Marketplace was shared. The proposed fourth PIG will pick up where the third PIG left off. A business plan and budget has been produced by OHA’s In-House Development Consultant for the activation of site A. The scope of work for this PIG will be to assess the business plan and associated budget.

IV. Funding Source

No dedicated funding is needed to authorize and form a PIG. Any resources needed to carry out PIG related activities will conform with existing budgetary (e.g., realignment), spending and procurement authorities, policies and procedures.

V. Recommended Action

Administration recommends approve the Formation of a Permitted Interaction Group (PIG) to investigate the activation of Kaka’ako Makai Site A, 1101 Ala Moana Blvd, including the following purview, members and term/duration:

Purview. The purview of the PIG is for the Board of Trustees (BOT or Board), BOT staff and OHA Administration staff to work together to investigate the business plan for activation of site A in Kaka’ako Makai.

Members. The membership of the Permitted Interaction Group is proposed as follows: (a) Trustee Carmen Hulu Lindsey; (b) Trustee Leina`ala Ahu Isa; (c) Trustee John Waihee, IV; and (d) Trustee Kalei Akaka. Trustee Carmen Hulu Lindsey will serve as the Chair of the Permitted Interaction Group and Trustee Leina`ala Ahu Isa will serve as its Vice Chair. Casey K. Brown, Ka Pou Nui, will function as the Project Manager.

Term/Duration. The term of the Permitted Interaction Group expires at the completion of the assigned tasks or at the discretion of the Chair of the Board of Trustees, subject to later adjustment, but in no event later than February 15, 2022.

Action Item BOT #22-01: Approve the Formation of a Permitted Interaction Group (PIG) to Investigate the Activation of Kaka’ako Makai Site A, 1101 Ala Moana Blvd

VI. References

The following action item references are provided for context:

- A. **LCP #3 – Report Action Item BOT #21-15:** Accept the Report of the Permitted Interaction Group re: to Investigate the Initial Steps in the First Phase of Work for the Development of Kaka’ako Makai, November 4, 2021
- B. **LCP #3 – Formation Action Item BOT #21-14:** Approve the Formation of a Permitted Interaction Group to Investigate the Initial Steps in the First Phase of Work for the Development of Kaka’ako Makai, October 26, 2021
- C. **LCP #2 – Report Action Item BOT #21-07:** Accept the Report of the Permitted Interaction Group re: to Investigate and Recommend a Short List of Eligible Entities for Selection of a Development Consultant; Land and Commercial Property Policies; and the Development and Implementation of a Request for Proposal for a Community Planner, June 24, 2021
- D. **LCP #2 – Formation - Action Item BOT #21-05:** Approve the Formation of a Permitted Interaction Group to Investigate: and Recommend a Short List of Eligible Entities for Selection of a Development Consultant; Land and Commercial Property Policies; and the Development and Implementation of a Request for Proposal for a Community Planner, April 15, 2021
- E. **LCP #1 – Report - Action Item BOT #21-03:** Accept the Report of the Land and Commercial Property Permitted Interaction Group, April 15, 2021
- F. **LCP #1 – Formation - Action Item BOT #21-01:** Approve the Formation of a Permitted Interaction Group to Investigate the Development of Land and Commercial Property Policies and Strategies relating to the Development of OHA’s Nā Lama Kukui and Kaka’ako Makai Properties, January 28, 2021

VII. Attachment - None

Office of Hawaiian Affairs
Meeting of the Board of Trustees
January 13, 2022
10:00 A.M.

VI. Executive Session

- A. Consultation with Board Counsel Robert G. Klein on questions and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities with respect to Appellant Kondo's appeal in OHA v. Kondo, CIVIL NO. 1CCV-20-0000259. Pursuant to HRS § 92-5(a)(4).**