STATE OF HAWAI'I OFFICE OF HAWAIIAN AFFAIRS 560 N. Nimitz Highway, Suite 200 Honolulu, HI 96817

Minutes of the Office of Hawaiian Affairs Board of Trustees Thursday, April 4, 2019 10:00 am

ATTENDANCE:

TRUSTEE COLETTE MACHADO
TRUSTEE BRENDON KALEI'ĀINA LEE
TRUSTEE KALEI AKAKA
TRUSTEE W. KELI'I AKINA
TRUSTEE CARMEN HULU LINDSEY
TRUSTEE ROBERT LINDSEY
TRUSTEE JOHN WAIHE'E IV

ROBERT G. KLEIN, ESQ., BOARD COUNSEL

EXCUSED:

TRUSTEE LEINA'ALA AHU ISA TRUSTEE DAN AHUNA

ADMINISTRATION STAFF:

KAMANAOPONO CRABBE, CEO SYLVIA HUSSEY, COO MILES NISHIJIMA, LPD LISA VICTOR, CTO RAINA GUSHIKEN, CC EVERETT OHTA, CC JOCELYN DOANE, PP KEALOHA FOX, CEO Office LORI WALKER, HLID MEHANA HIND, CE MOMILANI LAZO, EA to CEO TIGER LI, IT

BOT STAFF:

CAROL HO'OMANAWANUI
DAYNA PA
LAURENE KALUAU-KEALOHA
LŌPAKA BAPTISTE
KAMA HOPKINS
PRICILLA NAKAMA
LEHUA ITOKAZU
MARIA CALDERON
ALYSSA-MARIE KAU
LEIANN DURANT
ZURI AKI
MELISSA WENNIHAN
PAUL HARLEMAN

GUESTS:

DIANE PALOMA JACK WONG MICAH KANE

I. CALL TO ORDER

Trustee Colette Machado Calls the Board of Trustees meeting to order at 10:02 am. Roll call is taken; Trustees Akina, Lee, Carmen Hulu Lindsey, Robert Lindsey, Waihe'e and Machado are present, constituting a quorum. Trustee Kalei Akaka is expected to arrive shortly. Excused absences were received from Trustee Leina'ala Ahu Isa and Trustee Dan Ahuna.

Before we move on to public testimony, I would like to add these comments to the record.

The 72 Hour rule, pursuant to OHA BOT Operations Manual, Section 49, shall be waived for the following items:

- V. New Business
 - A. Committee on Beneficiary Advocacy and Empowerment
 - 1. 2019 OHA Legislative Positioning Matrix 2**†, April 3, 2019
 - C. Action Item BOT #19-04: Approve the Five (5) Board Governance Framework Elements
 - D. Action Item BOT #19-05: Approve the formation of a Permitted Interaction Group to investigate the

development of L-Lahui policies for OHA's Board Governance Framework.

With that said, we are now on II. which is the approval of minutes.

II. APPROVAL OF MINUTES

A. February 28, 2019 (Workshop)

Trustee Carmen Hulu Lindsey moves to approve the minutes of February 28, 2019.

Trustee John Waihe'e IV seconds the motion.

Chair Colette Machado – It has been moved and seconded. Roll call vote please.

Trustee Carmen Hulu Lindsey moves to approve the minutes of February 28, 2019. Trustee John Waihe'e IV seconds the motion.						
TRUSTEE	1	2	'AE (YES)	A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEINA'ALA AHU ISA						Excused
TRUSTEE DAN AHUNA				THE WAY		Excused
TRUSTEE KALEI AKAKA					-	Not present at vote
TRUSTEE KELI'I AKINA			X			
TRUSTEE BRENDON KALEI'ĀINA LEE			X			
TRUSTEE CARMEN HULU LINDSEY	Х		X			
TRUSTEE ROBERT LINDSEY			X			
TRUSTEE JOHN WAIHE'E		Х	X	[
TRUSTEE COLETTE MACHADO			X		1	
TOTAL VOTE COUNT			6			3
MOTION: [] UNANIMOUS [x] PASSED [] DEFERRED [] FAILED Motion passed with six (6) yes votes and three (3) excused votes.						

III. PUBLIC TESTIMONY

Chair Colette Machado – Members we have three individuals signed up. I'd like to call to the table Mr. Jack Wong and Trustee Micah Kane of Kamehameha Schools to please come forward. Followed by Diane Paloma with Lunalilo Home. We want to welcome you to Office of Hawaiian Affairs; it is really a privilege to have you folks here today. We thank you for your time in advance.

10:04 am Trustee Kalei Akaka arrives.

Trustee Micah Kane – Mahalo Chair and members of the Board. Thank you for the opportunity to be here and to just share some mana'o on Item V.C. regarding governance. We've been at this quite a bit from the 2000 Trustee change and thought maybe some of our experiences and where we are at today might shed some light on and guidance on what you folks are deliberating. I'd like to hand it over to our CEO Jack Wong and then I will chime in behind him.

Mr. Jack Wong – Aloha mai kakou. For governance at Kamehameha Schools, as many of your know it's really a long history of connecting form with function. To make sure we have good form, good governance for the function we need. From our origins established as a testamentary trust, we have 5 Trustees and the Trustees from the origins really took control of the organization and made sure they ran it. But as organizational complexity

grew, the structure change became a requirement. In 1999 as part of the IRS closing agreement, we did two things. We adopted and were required to adopt a strategic plan, the entire organization and that was new for us. The second thing we did was we created a CEO based governance system to implement that strategic plan. So as we look at the governance from the point forward it was really about how to get day-to-day operations delegated to a CEO based management structure consistent with our strategic plan. So 2015, as we re-envisioned the organization and I will let Micah talk about that. Really, a change of governance, and a maturity of governance of the CEO based system became necessary. So maybe I will let you talk a little about our vision and how we changed.

Trustee Micah Kane – I think in 2015 when the Board adopted a new strategic vision to move from being a campus based organization to one that is more community based and recognizing that we no longer felt we could achieve our fiduciary mission by having just campus driven programs. That we needed to, we wanted to fulfill our mission, we needed to pursue every native Hawaiian, getting post-secondary attainment which meant we needed to leverage our resources versus just spend our resources. So it created a completely different organizational structure, it forced us to rethink our governance delegations and it made us think deeply about how we manage risk.

So we moved from a governance structure that provided, that held all of our authority and provided some authority to our leadership. To one that gave our leadership all of the authority and then retained some authority. That is a scary move to make. It requires you to have trust in your leadership, in their capacity and to have much clearer reporting in order for the organization to function. We are getting in to that space. The final thing I would bring it back to Jack is that it is an imperfect environment and you have to accept imperfection. That there is going to be creep age between Jack's role as CEO in bleeding into our governance arena and we need to welcome that because that mana'o is important as he is in the trenches and we are not seeing the day to day work. But also, Jack as our CEO needs to be comfortable with a bit of creep age from the board. We can't expect him to have global talent. He has strengths we don't have and we have strengths that he doesn't. We have to find a way to make it work. It's like a marriage and so that takes time and work and takes investments on our side.

Mr. Wong – One of the things that we've learned over the years is that you can create governance structure but it really depends on trust. Without trust, it's awkward and it becomes a policy. I think the way we try to operate is to have the flexibility and fluidity to handle situations. The way we've always faced is we know what are policies are, we know our structure. But if the situation requires team works, require broader community engagement, it requires the ability to see beyond, I thinks incumbent upon myself as the CEO but also our board Chair recognize those moment and say how do we with fluidity within our policies understand how to have that dialogue safely. So we don't feel like it's always got to be stepping on each other's toes. I think that relationship has matured over time as we worked through it and the ability to execute against the policy but with enough fluidity so you know can address the situation. That's really been, I think that's the imperfect part, where you have to have people who trust each other and know how to make it work.

Trustee Kane – Maybe just one more final comment on my side. Is that I think we can all learn from each other. Your board as our board, well your board is an arranged manage by the constituents that elect you, we are in an arrange marriage by the court that selects us. We don't have any authority over that selection process, like you we have find a way to make it work. Through the challenges and differences that we might have with our own egos and thoughts of what is and what is not important. But again I think we are not here just to say we know it all, we are here to be a partner with you as a ali'i trust and a publicly trust to better serve our lāhui. We hope this is the first of many opportunities that we come before and perhaps you come before us and how we interface in formal and informal environment. We come here with that ha'aha'a and look forward to more opportunities to support each other.

Mr. Wong – I think maybe in the interest of time if you have any questions or comments, I don't know how that works but I want to make sure we have that opportunity as well.

Chair Colette Machado - Our next public testifier is Diane Paloma with Lunalilo Trust.

Dr. Diane Paloma – Aloha Kakahiaka kakou. I'm Dr. Diane Paloma; I'm the CEO of Lunalilo Trust and Lunalilo Home. I also send their regards from my Trustees, our Board Chair Harvey McInerny and our other Trustee Kamani Kualaau, both of them who were not able to make it today; they do send their regards and full support of my presence here at today's Board of Trustees meeting. I did want to just open with Lunalilo Home being one of the first ali'i Trust and while we were one of the first, I will say we were also the more perfect and we've had our struggles along way as well. I share the sentiments of my peers from Kamehameha Schools is that our governance structure is always evolving and changing. We currently have two Trustees sitting on a board of three potential Trustees and as we grow and inform our kauhele strategic plan we do realize that the governance structure of what was created back in 1883 may not necessarily meet the demands of today's environment and our organization today.

I do want to speak a little bit to the new business and agenda item number V. B.C. D. on the board governance framework report that was presented in the board packet. Our Trustees did get a chance to briefly overview as well as myself. We are lending our support to this report and we are very anxious and encouraged to look at the findings and how this framework is going to shape the board governance of this organization, as it will also inform us in our own work and our own board governance at Lunalilo Home. We also would like to lend our support to all of you as Trustees and as an organization with specific beneficiaries and specific missions to each of our lāhui. I would like to think this is an ongoing collaboration and that myself as well as my Board of Trustees are always open to phone calls, email and open collaboration between our organizations. Overall I just want to end with closing with my presence here is in full favor of this type of action for governance, framework, investigation, exploration, determination and that any ongoing collaboration we can provide we are happy to do so. We see the beneficiaries of the Office of Hawaiian Affairs, as our own people when we support our kupuna we are also supporting 'ohana and those 'ohana are the same beneficiaries that you guys also lend our support to. Mahalo. Again, if there are any questions I am happy to take them at any time, please feel free to give me a call or email.

Chair Colette Machado - Thank you Dr. Paloma. With that said we will move on to unfinished business.

Trustee Brendon Kalei'āina Lee – Madame Chair, if it pleases the Chair, Vice-Chair would like to ask for a 5-minute recess. I am sure our Ali'i Trust who came to give us their mana'o and support today have busy schedules. If we could ask for a 5 minute recess so that we can mahalo them so that they can continue with their day.

Chair Colette Machado calls recess at 10:15 am.

Chair Colette Machado reconvenes the meeting at 10:18 am.

IV. UNFINISHED BUSINESS

A. CEO's 15-Minute Update on Ho'oulu Lāhui Aloha and OHA Activities

Chair Colette Machado –I would like to reconvene the meeting of the Board of Trustees. We are now on IV.A. I'd like to call on our Ka Pouhana, CEO for any unfinished business and updates.

Kamana'opono Crabbe – Good morning Trustees and madam Chair. I just have actually two updates and then admin would like to present a short presentation by Dr. Kealoha Fox. First is that we started last years in the summer, the early beginnings of preparing for the biennium budget. We go through a work plan process by the directors and the managers. We've completed the work plans and we are in our fifth round of budget vetting process. We are projecting to complete hopefully by mid-May so that we can get it to you for review for the next fiscal year 2020-2021. We will be working with Trustees Ahuna and Robert Lindsey regarding the agendizing of the biennium budget.

Our second update, we've provided hard copies to each of the Trustees regarding our recent internal audit by NLK Consultants regarding the report of an independent CPA in accordance with the Government Auditing Standards

and Uniform Guidance. Just to clarify, we have two, one is the actual report and then the other is the report with financial statements for review. Just generally, real high level, we will be coordinating with the RM Committee to agendize it sometime this month in April, we are looking at a very short presentation about 30 minutes and a Q & A by the Trustees. This is the 8th internal audit that we do annually that has produced no material witnesses or significant deficiencies in our accounting practices. It also has affirmed that the LLCs are independently audited and they include in this report the LLCs component units. We wanted to clarify for this audit and the acknowledgment by the auditors in terms of our accounting staff, not only cooperating with the audit but working collaboratively in producing all the documents. You have the audits; we look forward to the meeting with the RM Committee to discuss it further.

The last is the presentation, the reason why we are presenting it here is recently, not just the native Hawaiian Community, it's a behavioral health issue in the Hawaiian community of the increasing rates of teen suicide and depression across the State, as well as across the united States. Why it is a particular interest for OHA and why we are presenting it is because of the high rates among native Hawaiians who live in rural communities. Particularly on the island of Kauai, Molokai and Maui. We are moving towards collaborative partnerships with Kamehameha Schools, Queen Liliuokalani Trust and other state agencies as well as this legislative session there is allocations of funding because of the increase of these rates. I will call on Dr. Kealoha Fox to do the presentation.

Kealoha Fox - Good morning Chair and Trustees.

(Kealoha begins PowerPoint presentation, please see attached PowerPoint presentation for the information that was presented)

Trustee Keli'i Akina – Dr. Fox I'd like to thank you for your work. It resonates with me because my first career of 31 years was in youth services on the Waianae coast. I am familiar with this problem and I appreciate what you bring to it. I had a methodological question, but I will try to keep it in layman's term. If you take a look at the chart overview on Native Hawaiian suicide rates in which you showed the percentages higher for those with native Hawaiian blood who attempt suicide compared to those who are not native Hawaiian. My question is of the Native Hawaiians who attempt suicide what percentage of them are also of other ethnicities.

Kealoha Fox – So we had looked at the data multiple different ways. We found it most meaningful to report Hawaiian versus non-Hawaiian, but we do also look at the data for Native Hawaiians in comparison of the other major ethnicities in the State. We can compared to Caucasian, Chinese, Japanese, Filipino and other when the data is large enough to report. If you are looking at per grade this is when the data starts to become very small so what we do, I am a biostatistician, what we do statically we actually have to suppress the numbers because they become too small to accurately report. If we were to say at one more level to this to then see the number of males in 9th grade of Hawaiian, Chinese, Japanese, Filipino other, if we were to list all of those ethnicities you will start to see smaller rates that we would recommend to be suppressed. But we do have it.

Trustee Keli'i Akina – For the purposes of this chart that you put before us if someone is Native Hawaiian in blood but also a portion or predominately Caucasian, their presence will be represented on the left showing that is a native Hawaiian that attempted suicide but I wouldn't be shown on the right showing a non-native Hawaiian.

Kealoha Fox – Actually we are able to look at multi ethnic racial groups as well.

Trustee Keli'i Akina- The only reason I raise this is because it might, the chart here might exaggerate the difference between native Hawaiians and non-native Hawaiians. We are very mixed people so ethnic as well as social causes of our behaviors are also mixed.

Kealoha Fox – Yes, absolutely. I just want to call your attention especially to the Haumea report because what we do is we also published the overall rate which combines native Hawaiians into the State average and you'll see a better picture of where we are in terms, what I think you are looking for, really what is that composite of mixed ethnicities. I would absolutely recommend you and your team reading through Haumea and especially the first chapter on mental and emotional wellness. We do also have the information for mixed ethnicity and I will say that

among mixed ethnicities, you are looking at two and three ethnic variables together, we are still higher.

Trustee Keli'i Akina – Thank you, I think we are on the same page in terms of our heartbeat here. I just want to be precise when we go to the legislature with figures for dollars.

Chair Colette Machado – Are there other questions? If not we will move on. Any else Ka Pouhana.

Kamana'opono Crabbe – No that concludes administrations updates.

Chair Colette Machado - Could we get you to transfer the electronic copies to each of our office.

Kealoha Fox – Yes, absolutely.

Chair Colette Machado – With that said we are moving on to V.

V. **NEW BUSINESS**

A. Committee on Beneficiary Advocacy and Empowerment 1. 2019 OHA Legislative Positioning – Matrix 2**†, April 3, 2019

Chair Colette Machado - I will call on Trustee John Waihe'e IV.

Trustee John Waihe'e IV moves to approve Administration's recommendations on NEW BILLS (Items 1 -43) and BILL POSITIONS FOR RECONSIDERATION (Item 44); as well as ADD:

• SB78 as SUPPORT

on the OHA Legislative Positioning Matrix dated April 3, 2019, as amended.

Trustee Kalei Akaka seconds the motion.

Chair Colette Machado – It has been moved and seconded. Any discussion.

Trustee John Waihe'e IV – I'd turn it over to Pouhana, we do have an amendment because of recent situations that have occurred.

Jocelyn Doane – Aloha Trustee, I am asking for your reconsideration for HB 1326 purposed SD1. The motion specifically describes the SD1 because there is more than one SD1. On April 2nd the water land and WAM committees of the Senate heard 6 hours of testimony on HB 1326. Which is basically the bill that would allow for continued hold over of revocable permits and there were lots of emotional and real testimony and lots of discussion. I think that what folks had to say was really compelling. We saw a lot of leadership from our Hawaiian Senators that they were supper proud of them. I went home early last night thinking I was going to take a nap but then I got a draft soon after I got home of what the Water Land Chair is going to be proposing at the DM today at 4pm. Worked all night with the NHLC Attorney to make sure we understand what the draft does. So I am actually recommending that we change our position on this particular bill from oppose to support which is a bit shocking.

The bill that is going to be heard at WAM today, the bill I passed out a copy because this draft is not actually online, this is the draft that the Chair put together last night. There will be two slight amendments to its which I can explain at the end. What the bill would do is it would allow the Board of Land and Natural Resources to do what OHA and NHLC and Na Moku and Sierra Club and many of the many small farmers think can already do, issue revocable permits they are calling them hold over revocable permits in the measure to all other revocable permit holders other than A&B. As currently drafted, the bill would allow the BLNR to issue holder over revocable permits to anyone that is not barred from legally or through court opinion from a disposition of water use. No harm no foul, we already think they can do this, this was the part of the hearing the first hour and half of the hearing. That the Carmichael decision doesn't apply to anyone else but A&B. The Carmichael decision

invalidated four holdover revocable permits and four revocable permits only. What's happened is that DLNR has used that, DLNR and their AGs have conservatively applied that decision which up on appeal to all other revocable permits.

Basically on the record the AG and DLNR said that they have treat everyone the same. A lot of our Senators were not happy with that. It allows BLNR what we think they can already do, it provides comfort to all the small farmers and ranchers who have been used as pawns by A&B who is attempting to get legal coverage for their circuit court define unlawful conduct and to their \$62 million sales agreement which aligns perfectly with the 7 years of the bill. It doesn't harm our beneficiaries to address harms in the KIUC diversion. The only other RP holder that has a large diversion other than A&B is KIUC. We spoke to the attorneys representing our beneficiaries in the KIUC diversion issue we agree the bill doesn't help them but the initial assessment is that it doesn't necessarily harm them. It doesn't affect Mahipono's ability to apply for a RP or permit or a hold over if they get a RP. It removes the legal cover that the legislature gave A&B in 2016. Basically what happened in 2016 after the hold over revocable permits were invalidated is A&B rushed to the legislature and got a bill passed which provided them the legal authority to continue to get the hold overs. Importantly and this is the reason why I am recommending support and not just comment, it clears a way for a resolution on Na Moku's lawsuit which is up on appeal.

If this bill passes A&B will have couple options if it wants to continue to get a revocable permit, it can request a stay which it chose not to do in the Carmichael decision like the County did instead they ran to the legislature. Or they can settle the lawsuit that Na Moku has with them which is at the ICA at the moment. A couple other things that it does that we are excited about, it forces BLNR to explicitly consider and minimize impacts to public trust purposes before issuing hold overs for over 2 MGD. To be clear this is already constitutionally required but they don't do it. We are at the DLNR every December telling them you cannot issue these holdovers unless you do a public trust analysis, they don't do it. So the bill specifically spells out what some of that analysis is. It would force BLNR to make some meaningful and timely progress on water leases. It requires them to make a decision on the water lease applications that they have already received. I know this is a huge leap; Na Moku is going to be supporting this bill today as well as NHLC. I am recommending to our Trustees that we stand with our beneficiaries who have been suffering for the last 100+ years by removing sort of the legal protection that the legislature has provided A&B so that the two parties that are involved in the law suit can progress in however that is going to turn out. Mahalo.

Trustee Brendon Kalei'āina Lee – Thank you Jocelyn. I know this was a late night for you. The amendments to the bill you are talking about, if I am correct, those are on page 6 and 11 primarily where it talks about the hold over leases and application does not concern.

Jocelyn Doane – The main language is on page 6.

Trustee Brendon Kalei'āina Lee – Right because it's all underlined.

Jocelyn Doane – Line 3 to 6.

Trustee Brendon Kalei 'āina Lee – On 11 this section should not apply to any authorized or instream in watershed use of wetland kalo cultivation...

Jocelyn Doane – I didn't go over one because it was in the previous SD1. Just so, Trustees know we are urging that once lay an amendment to page 6, lines 3-6 we are urging to include between is and legally the word otherwise which is in the preamble. This is what we think; we are going from a dramatically different bill. DLNR is sending letters to all the RP guys saying we can't issue a RP so even though we disagree with their legal analysis there is impacts to these other guys if DLNR saying they won't do it.

Trustee Brendon Kalei 'āina Lee – Which is primarily our beneficiaries.

Jocelyn Doane – A lot of them are our beneficiaries. There are a lot of angry people in the room that were objecting, there were some supports because they want relief and a lot of those folks were our beneficiaries too. This give the BLNR the authority to continue to issue the revocable permits.

Trustee Brendon Kalei'āina Lee – It reaffirms their authority.

Trustee Keli'i Akina – What you are saying is that this bill essentially requires the BLNR to obey the law that exists already.

Jocelyn Doane – Kind of, they changed the law three years ago. All of the leverage that Na Moku had built up over the years and they finally got a successful decision all of that leverage was undone by the legislature three years ago. I want to be clear, the language is meant to, as currently drafted, the only folks that BLNR wouldn't have the authority a holdover to is A&B. But down the line if there are challenges to the other revocable permits and there is a court order finding what they are doing, that they don't have, that their use or disposition is invalidated by the Court, they too will also be precluded from getting a hold over. In the current circumstance, it's our understanding that only A&B falls within this. We don't know how the votes will do today, whether it will move out.

Trustee John Waihe'e IV moves to amend the motion to add support of the proposed ADD the proposed SD1 HB1326 that

- Extends the authorization for BLNR to issue holdover permits except for holdover permits that have been invalidated by a court of law,
- Forces BLNR to explicitly consider and minimize impacts before issuing holdovers involving 2 MGD
- Forces BLNR to make meaningful and timely progress on issuance of water leases

Trustee Kalei Akaka seconds the motion.

Chair Colette Machado - Any further discussions? Roll call vote.

Trustee John Waihe'e IV moves to amend the motion to add support of the proposed ADD the proposed SD1 HB1326 that

- Extends the authorization for BLNR to issue holdover permits except for holdover permits that have been invalidated by a court of law,
- Forces BLNR to explicitly consider and minimize impacts before issuing holdovers involving 2 MGD
- Forces BLNR to make meaningful and timely progress on issuance of water leases

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Trustee	Kalei	Akaka	seconds	the	motion

TRUSTEE	1	2	'AE	A'OLE	KANALUA	EXCUSED
			(YES)	(NO)	(ABSTAIN)	
TRUSTEE LEINA'ALA AHU ISA	7.		LEY S. R		APPLY TO SEE	Excused
TRUSTEE DAN AHUNA						Excused
TRUSTEE KALEI AKAKA		Х	X			
TRUSTEE KELI'I AKINA			X			
TRUSTEE BRENDON KALEI'ĀINA LEE			X			
TRUSTEE CARMEN HULU LINDSEY			X			
TRUSTEE ROBERT LINDSEY			X			
TRUSTEE JOHN WAIHE'E	х		X			
TRUSTEE COLETTE MACHADO			X			
TOTAL VOTE COUNT			7			2
MOTION: [] UNANIMOUS [x] PASSED [] DEFERRED [] FAILED						
Motion passes with seven (7) yes votes and two (2) excused.						

Chair Colette Machado – Main motion. Roll call please.

Trustee John Waihe'e IV moves to approve Administration's recommendations on NEW BILLS (Items 1 - 43) and BILL POSITIONS FOR RECONSIDERATION (Item 44); as well as ADD:

SB78 as SUPPORT

on the OHA Legislative Positioning Matrix dated April 3, 2019, as amended.

Trustee Kalei Akaka seconds the motion.

TRUSTEE		1	2	'AE	A'OLE	KANALUA	EXCUSED
				(YES)	(NO)	(ABSTAIN)	
TRUSTEE LEINA'ALA	AHU ISA						Excused
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TRUSTEE KALEI	AKAKA		х	X			
TRUSTEE KELI'I	AKINA			X			
TRUSTEE BRENDON K	ALEI'ĀINA LEE			X			
TRUSTEE CARMEN HU	JLU LINDSEY			X			
TRUSTEE ROBERT	LINDSEY			X			
TRUSTEE JOHN	WAIHE'E	Х		X			
TRUSTEE COLETTE	MACHADO			X			
TOTAL VOTE	COUNT			7			2
MOTION (LIDIANDAOUS (LIDIASSED (LIDESEDDED (LICATED							

MOTION: [] UNANIMOUS [x] PASSED [] DEFERRED [] FAILED

Motion passes with seven (7) yes votes and two (2) excused.

B. Deliberation and decision making on the Report by the Permitted Interaction Group on Organizational Guidance of its findings and recommendations. *Pursuant to HRS §92-2.5(b)(1)(C)*.

Chair Colette Machado – Members we are now on V.B. I am going to turn this portion over to the Vice Chair and he will be leading the meeting as the Chair. Just a temporary movement to do the items relating to the Permitted Interaction group.

Trustee Brendon Kalei'āina Lee – Mahalo Chair. I am going to take a straw poll of the board. As I did not actually present last week, but you all have had a week to review the report. Does the Board wish me to go through my three-minute presentation or does the board wish to do into discussion.

Trustee Keli'i Akina - Please proceed.

Trustee Brendon Kalei'āina Lee – With that being said please turn to page three of your report. You see the diagram of the basic structure of governance models for any organization but this one is chartered specifically to the Office of Hawaiian Affairs in the fact that its lead by legislation. If you turn to page 4, you see the first statements of the elements that are being proposed to the board today. What is a big change from what has driven this organization from the past is, it's always been driven by the lens of Chapter 10 and the constitution. What we are proposing is not that we are going to deviate from that, we legally cannot do that but the lens that we are proposing that we now look at everything through is a set of possible lāhui based policies. What that means will be determined by a future permitted interaction group, which we will get to latter in the report. Basically what that would mean is how would OHA into perpetuity view its governing documents, governance of itself, bylaws, policies, procedures going forward and just as an example because it's right here in front of us we've been talking about it so much. Āina and is Āina the same as wai, is wai separate from Āina. In today's world, we look at water and land very differently, but our kupuna did not. Āina meant everything. Those are things that we would take under consideration when we develop those L level policies and that would be the lens into perpetuity that OHA would use to look at how it governs itself and how it makes its decisions. Another good example would be iwi kupuna. A possible policy would be into perpetuity OHA will always advocate for iwi kupuna.

Well what does that mean, well that's when policy and procedure comes into lower in the triangle, but as an overall arching lens, OHA will always advocate for iwi kupuna. That is just an example. As you go through page 5, it has the next element, values and mana. As we know for native Hawaiians values and mana are not separate, they are one and the same. Element 3 statutory bases that is where we get into Chapter 10. Then element 4 our policies. Element 5 supporting documents and practices. So what was one of the biggest things found by the investigative group was that there are many practices that we actually have in a manual for this is the practice that we participate in but it's not directly tied to any policy and or by law.

That's not a very good way to operate. In the future, down the line as we progress with moving we will have to take a closer look at those things and making sure that they are all realigned. So when we go into the future if we are going to have a practice, that practice will have a line all the way up to the L level policies. We have a practice of doing "x" we can clearly see that, that practice is tied to policy x which is tied to bylaw x which is tied to Chapter 10 which is tied to Lāhui. Versus we have this practice that we do but we have no reason or understanding as to why we do it. On page 9, it shows where we started off the work for the permitted interaction group we took a close and hard look at where we are now. Which is how we came up with that analysis of things that we do now that we have no reason for why we do it now. So we took a look at where we are now and how we started. A big part of that look was the administration took all of our current policies that we have in our manuals and developed a mo'okū'auhau for those policies and that is something that OHA has never done before. We were able to draw it back to the board meeting that policy was passed and all the actions moving up to where we are today so that we have a history of the stance we have now and how we got to where we are at now.

If you skip to page 35 proposed governance framework element. This again clearly shows where we hope to go. We will have the lens of the lāhui based policies which will flow down to our constitutional mandate of Chapter 10 which will then flow down into our bylaws which will flow down into all of our policies which will then flow down to our supporting documents so our policies and procedures. Then if you turn to page 51, governance framework project the implementation and of this framework. We have 5 recommendations here, which are basically the 5 elements. The specific word product of this permitted interaction group was just to analyze and make suggestions for our governance framework. It wasn't actually to do the work. We need to develop; we need a process to develop those things. The recommendation from the permitted interaction group moving forward will be to develop and approve subsequent permitted interaction groups to actually do the work. Which will then naturally build in a transition timeline. We cannot have we govern one-way today and tomorrow we all of sudden governing another way.

So the timeline and time frame which is something that we talked a lot about of how do we transition, actually develop naturally when we started talking about, well how are we going to actually do this work. As you see on the agenda, there is an action item to create the next permitted interaction group to study and develop the Lāhui level policies. Then down the line there will be one for bylaws, one for Trustee level policies, there will be one for CEO level policies and one for governing documents, like executive policy manual, operating manual so on and so forth. What is not on here, which will come back to the board latter, I want to make you aware of it. Will be a possible 6th permitted interaction group which will be an integration permitted interaction group. So that integration interaction group would be running alongside but not in conjunction with all of these very specific elements interaction groups. So as a lāhui level permitted interaction group completes its work and comes before the board to present, is the board approves it, that work would be handed off to the integration permitted interaction group which will now be holding it. Then when the bylaws permitted interaction group completes it work and comes before the board and should the board approve it, now it's publicly that is now handed off to the integration permitted interaction group who now has work to do. Because those interaction groups are not allowed to interact with each other. So now we have two pieces of a puzzle, that integration group can now line up and make sure these are all do in fact line up and are working in conjunction with what the Board had originally approved that all of these things will flow together going down.

It keeps that level of transparency that we keep struggling with. But it also addresses accountability because the work is being given to another interaction group to make sure we are staying aligned to and staying accountable to what the board, the will of the board from the first interaction group. I believe that was all I was going to talk to you folks about last week. Given that we are now on the phase of permitted interaction groups that allows for discussion and deliberation and that I am the Chair I will waive parliamentary procedure for the remainder of my Chair so that we can have a free and open discussion. Any questions? Let's discuss.

Trustee Keli'i Akina – First of all, let me say this. To Trustee Lee and the members of the permitted interaction group. Maika'i, well done very good work. It has been necessary work, its valuable work and it provides a platform for us to build upon. I sincerely thank you for your time and your work. What I'd like to do is contribute some thought that would make our project successful. Because we have attempted in the past to take a look at our policies and to design them but we haven't made much headway in the last few years. I'd like to take the work that you've given and few thoughts to them. I've prepared my comments to pass out each of you today.

(Trustee Keli'i Akina memo to Board of Trustees dated April 4th, 2019 is attached. Trustee Keli'i Akina reads through his memo)

Trustee Brendon Kalei'āina Lee – If I could speak to your analysis. The good thing about permitted interaction group is that it limits the interaction among this board table. It does not limit our interaction outside of this board table. In other words to say that only four of us and our staff can interact, but people that are not part of this table and our staff are not subject to

that. To your very good point that we need people with expertise, we did pull SPIRE in on this interaction group and SPIRE has agreed to work very closely with us moving forward when we start developing these policies. Because one, we already contracting them for this and two, this is their expertise, on developing policies and everything. We did think about that, that we need somebody who is an expert at this to guide us and help us along the way as we work on these very important issues.

Trustee Keli'i Akina - I see we are on the same page. (Continues to go over his memo, which is attached)

Trustee Brendon Kalei aina Lee – I don't disagree with you Trustee that we do need that technical and expertise, I do not believe that we can approve that today because that would be this board having input into a permitted interaction group, one that hasn't been developed yet and two and I believe that would be a violation of sunshine law. Because the board as a whole would be acting as the PIG of the whole which isn't permitted. Because we have that recommendation and it is in an official memo that was given to the board the four Trustees whomever it may be that serve on those particular interaction PIGs are aware of that and so they will, I would hope take that into consideration that we need to have experts and how to look into that. That would have to be the decision of that interaction group. This board as a whole can't give them I see judge nodding so I am figure I am not totally off base, since I am not an attorney. But this board cannot dictate what a permitted interaction group.

Trustee Keli'i Akina – I appreciate that and support what you say. I recognize my comments are merely recommendations that I would hope that the PIG members can take into consideration. (Continues with his additional recommendations listed on his memo which is attached)

Trustee Brendon Kalei'āina Lee — Because permitted interaction groups are governed by State Law we have to at the onset state who is on it, what the responsibilities are, what the deadline is so that's the reason why we are using permitted interaction groups versus an Ad Hoc committee so it give very specific deadlines. The law does permit that we can be flexible so if we need more time we can extend that but that also has to be reported out that we tend to extend out the deadline, they can't just hold on to it forever and not come back to the Board, legally that is not allowed. In order to build a base using your words we had to take a very deep dive look at everything, you don't know where to start if you don't know where you are at. All of those things you are talking about, this interaction group already has taken a look at those things and considered those things, which help, drive the decision to get to where we are at today. The good thing is because this has already been reported out, that is the beautiful thing about permitted interaction group right, as I pointed out you have a very well written report that doesn't come near consisting the actual work that we have, That is the report of the work. So when the next permitted interaction group starts up moving forward, all of the work can be handed off to them so they know where everything else is coming from and what has been done, what has been looked at. So we are not redoing the same work. They are not going to have to dig for the same data and re-aggregate it. They can pull the data from the completed and reported out permitted interaction group.

Trustee Keli'i Akina – My final recommendation is that we include the results of the independent audit that we commissioned that CLA will produce in our process of policy recommendations.

Trustee Brendon Kalei'āina Lee – I don't have a say, because I am one Trustees. But I would whole heartedly, why would we not. As this permitted interaction group took a look at the State Audit. We would be remised and we really wouldn't be doing the work we are saying we want to do if we don't take a look at all of the analysis of the Office of Hawaiian Affairs. No matter who did it.

Trustee Keli'i Akina – I believe we are taking an important step in the history of our organization as we evolve. I am pleased that we've seen other Hawaiian trust come today as peer trusts and OHA I think is in the right direction in terms of establishing our policies and our accountabilities. Thank you Trustee and the PIG member. You have my full support.

Trustee John Waihe'e IV - I've been excited about this endeavor. On page 4, I've been thinking about how this can help us in many ways. Maybe we could even look at our own committee structures and this could influence us. The only thing with that in mind and I am thinking maybe I am jumping the gun and thinking ahead to practical implementations and stuff. To me and maybe you can explain this better. To me when I see the identity part of it, it almost seems that those are C level roles. I can see advocate, researcher, community engagement and asset manager, I see that reflected on the administrative level but at the board level, I don't see us having those roles. What we are obligated to, according to Chapter 10 we advocate. Like creates programs and manage assets and I am wondering if we could have it broad like that then within that we could say the way to accomplish those things are through these four areas. Otherwise, if we're, like now our committees don't have any, there is no committee on research and it's not even mention in any of the committee descriptions. So I don't know to me it would feel like we are not really aligned with our own roles if we approve these as the roles that we have.

Trustee Brendon Kalei'āina Lee – So you are talking about the chart in specifically. What this is talking about isn't saying that Trustees are going to be advocates and Trustees will be researchers and Trustees will be community engager, and Trustees are just going to be asset managers. This is just giving an example of four roles that OHA as an organization can become. So OHA as an organization could become an advocate for native Hawaiians. That is an overall statement saying that OHA is an advocate for Native Hawaiians. Then somewhere down below to your point of C level policies, we wouldn't have a T level policy saying how we are going to advocate, we would have C level policies saying that the advocacy will have a chief advocate and how is that tied back up the chain. Well it's tied back up the chain because we have an identity as an advocate; how we exercise our identity as an advocate, we do that at the C level through a department of advocacy that has a Chief Advocate and advocacy team. Same with researchers, at the C level they would create a research department, what is the justification to have a research department, well we have identified that part of the identity of the Office of Hawaiian Affairs is that we will conduct research on native Hawaiians. It not saying T level policies we are going to have a policy to do research. Same with asset management we as Trustees we aren't experts at asset management. We hire someone to do that for us. So what is your justification to going and hiring a Chief Investment Officer? Oh because one our identities as an organization is that we do resource management. Why you developing land policies, because we have an overarching identity for resource management. One of the resources at our avail is land so we have to develop land policies because our identity says that we will do resource management. Does that help clarify that?

Trustee John Waihe'e IV – Yes. But along those lines then does that limit what administration can do to carry out their duties, because now they are bound.

Trustee Brendon Kalei'āina Lee - I don't know yet because we haven't developed those policies. That's the important thing, as we have learned from our kupuna Trust that came to speak. That's the important thing as we develop these high level policies and by laws that we make sure, that they address the needs our us and our beneficiaries and to Jack's point that they are flexible enough and broad enough that it give our organization room and freedom to pivot where we need to pivot to address the items that we need to address. The hope is by doing this work and completing this work by having much more clearer lines and lanes where everyone needs to be driving and what gives us the right to drive in that lane because we have created now policies that clearly state what that lane is, when something happens in the future, not if but when something comes before this board in the future and we have no lane to direct that we now have a way to identify that. So in the future the hope will be that we no longer will have a practice that comes up because a lane develops that we didn't think of now and we just develop a practice but there is no driving force for that new practice. We will have a clearer lane; this new issue came up in 2100, 81 years from now that we in our collective wisdom in 2019 could not think of. So by having that clear now lanes of saying that everything has to rise up through this chain of policies, bylaws, chapter 10, lāhui based policies of how our lens as an organization is, those Trustees 81 years from now will know the wisdom of 2019 said we have the ability to pivot where we need to pivot. Does this new issue that has come up line up as a lahui, chapter 10 Office of Hawaiian Affairs. Yes it does so what policy, we don't have one, ok so let's start from the top does this line up with any of the by-laws, does it line up with our identity, yes it does. Do we have a bylaw, yes we do. Ok is this now a new T level policy that we need to address or a C level policy. Right now, we have no policy on how to create policies. Which is why we have practices but no policy. Does that make sense? We are trying to anticipate what we don't know is coming in the future.

Trustee Carmen Hulu Lindsey – Drop down into the different PIGs. This will be more of a reality because there will be more in depth discussions on that level and that subject. This is a good general outlook and then we will get into the weeds.

Trustee Brendon Kalei'āina Lee - We actually had to keep stopping ourselves.

Trustee Carmen Hulu Lindsey – Because it can go on and on.

Trustee Brendon Kalei'āina Lee – Right, we kept going no that's for someone else to do that. We need to stop here.

Trustee Carmen Hulu Lindsey – I can see that. I think we went through that when we were working with the sustainability plan. You want to get more and more involved so that it's more definitive actually. Because like you said, you have an idea but where does it go. There has to be a connection.

Trustee Brendon Kalei aina Lee – Which is how we were able to develop the plan for all the subsequent permitted interaction groups coming forward. Which made it easier for us in our discussions of where to stop. Because we already identified that, we will need these other permitted interaction groups coming into the future so we stop here. This is no longer the purview of this permitted interaction group.

Trustee Robert Lindsey – Trustee Lee I'd like to thank you for the leadership that you gave to this governance framework.

Trustee Brendon Kalei'āina Lee - Thank you Trustee it was a group effort.

Trustee Robert Lindsey – It was a great group of folks within our Trustees offices as well as the administration. I think in moving forward we need to continue that collaboration. It is important that what we build to help us move into the future is based on a collaboration between the administration and the Trustees. I think that was the point that was made by Jack Wong this morning. I am ready to move on to Action Item C and D.

Trustee Brendon Kalei āina Lee – Before we do that, because of what Trustee Lindsey said. I know I said it in my statement last week, it cannot be said enough. This work could not have been done without the project manager, Ka Pou Nui Sylvia Hussey. I know she doesn't want me pointing it out. It is absolutely true the collaboration, between, that is another big thing about this project, this is a big step for this organization to work so collaboratively between the Trustees and Administration. But without her guidance as project manager and keeping us on time and organizing all the different work groups work when it was to come together for our Friday meetings. We wouldn't be here today and that is a fact. Given what Trustee Robert Lindsey said, were you just going to echo that comment.

Trustee John Waihe'e IV – Are we going to approve this?

Trustee Brendon Kalei'āina Lee – We have the motions. But before we have the motion I need to bring this back in to order because I suspended rules. I will bring this back in to order and as we are now back in order I will hand the chair back to Chair Colette Machado.

Chair Colette Machado - Thank you Vice Chair Lee. Members we are now on V.C. action item 19-04.

C. Action Item BOT #19-04: Approve the Five (5) Board Governance Framework Elements

Chair Colette Machado - This is to approve the five board governance framework elements.

Trustee Brendon Kalei'āina Lee moves to approve the five elements of OHA's Board Governance Framework:
1) Identity; 2) Values and Mana; 3) Statutory Basis; 4) Policies; and 5) Supporting Documents and Practices (Operations) as reported out by your permitted interaction group.

Trustee John Waihe'e IV seconds the motion.

Chair Colette Machado – It has been moved and seconded. Any further discussion. If not roll call vote please.

Trustee Brendon Kalei'āina Lee moves to approve 1) Identity; 2) Values and Mana; 3) Statutory Bas as reported out by your permitted interaction grou Trustee John Waihe'e IV seconds the motion.	is; 4					
TRUSTEE	1	2	'AE (YES)	A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEINA'ALA AHU ISA						Excused
TRUSTEE DAN AHUNA						Excused
TRUSTEE KALEI AKAKA			X			
TRUSTEE KELI'I AKINA			X	a ¹		
TRUSTEE BRENDON KALEI'ĀINA LEE	х		X			
TRUSTEE CARMEN HULU LINDSEY			X			
TRUSTEE ROBERT LINDSEY			X			
TRUSTEE JOHN WAIHE'E		Х	X			
TRUSTEE COLETTE MACHADO			X			
TOTAL VOTE COUNT			7			2
MOTION: [] UNANIMOUS [x] PASSED [] DEFERRED [] FAILED						
Motion passes with seven (7) yes votes and two (2) excused.						

D. Action Item BOT #19-05: Approve the formation of a Permitted Interaction Group to investigate the development of L-Lāhui policies for OHA's Board Governance Framework.

Chair Colette Machado – We are now on V.D. Action item BOT #19-05 is to approve the formation of a Permitted interaction group to investigate the development of L-Lāhui policies for OHA's Board Governance Framework.

Trustee Brendon Kalei'āina Lee moves to approve the formation of a Permitted Interaction Group to investigate the development of L-Lāhui policies for OHA's Board Governance Framework.

Permitted Interaction Group - Purview. The purview of the PIG is for the Board of Trustees (BOT), BOT staff and OHA Administration staff to work together to: (1) Investigate the development of L-Lāhui policies for OHA's Board Governance Framework, which would articulate the Hawaiian cultural foundation of the organization as a basis for the kaumaha (heavy weight, sadness) or significant kuleana (responsibility) to normalize Hawaiian language, protect and exercise native rights regarding 'āina, water, wahi pana and iwi kupuna, strengthen 'ohana and kaiāulu, perpetuate Hawaiian culture, knowledge and practices and engage in global, international indigenous contexts; (2) Establish consistent policy formulation, format, review and update parameters, mechanisms and processes; and (3) Integrate the developed policies into the Board Governance Framework.

Permitted Interaction Group - Members. The membership of the Permitted Interaction Group is as follows:

- 1. Trustee Colette Machado, BOT Chairperson
- 2. Trustee Brendon Kalei'āina Lee, BOT Vice Chairperson
- 3. Trustee Robert Lindsey, RM Vice Chairperson
- 4. Trustee Carmen Hulu Lindsey
- 5. Kamana'opono Crabbe, Ka Pouhana
- 6. Sylvia Hussey, Ka Pou Nui

Trustee Lee will serve as the Chair of the Permitted Interaction Group. Trustee Machado will serve as its Vice Chair. Permitted Interaction Group - Term/Duration. The term of the Permitted Interaction Group expires at the completion of the assigned task, or at the discretion of the Chair of the Board of Trustees, subject to later adjustment.

Trustee Robert Lindsey seconds the motion.

Chair Colette Machado - It has been moved and seconded. Any discussion?

Trustee Carmen Hulu Lindsey – We don't have a date for the end of the PIG.

Chair Colette Machado – The framework one is done. We are doing this one.

Trustee Brendon Kalei'āina Lee – Because it says at the completion of its work.

Chair Colette Machado - Didn't we have an anticipated schedule? Maybe we can ask Sylvia.

Trustee Brendon Kalei'āina Lee – May 31st, 2019 so amended.

Chair Colette Machado – Is that satisfactory?

Trustee Carmen Hulu Lindsey - Yes.

Trustee Brendon Kalei'āina Lee - Actually I am going to make two amendments.

Trustee Carmen Hulu Lindsey - He said you can extend if you want.

Trustee Brendon Kalei'āina Lee moves to amend my original motion to add in the date of May 31, 2019 for completion.

Trustee Carmen Hulu Lindsey seconds the motion.

Chair Colette Machado – We will take the amendment on the motion first. Roll call vote.

Trustee Brendon Kalei'āina Lee moves to amend Trustee Carmen Hulu Lindsey seconds the motion		rigir	nal motion t	o add in the	date of May 31,	2019 for completion.
TRUSTEE	1	2	'AE (YES)	A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEINA'ALA AHU ISA						Excused
TRUSTEE DAN AHUNA						Excused
TRUSTEE KALEI AKAKA			X			
TRUSTEE KELI'I AKINA			X			
TRUSTEE BRENDON KALEI'ĀINA LEE	х		X			
TRUSTEE CARMEN HULU LINDSEY		Х	X		p-	
TRUSTEE ROBERT LINDSEY			X			
TRUSTEE JOHN WAIHE'E			X			
TRUSTEE COLETTE MACHADO			X			
TOTAL VOTE COUNT			7			2
MOTION: [] UNANIMOUS [x] PASS Motion passes with seven (7) yes votes and to		_	-	RED []	FAILED	

Chair Colette Machado - Main motion now.

Trustee Brendon Kalei'āina Lee moves to approve the formation of a Permitted Interaction Group to investigate the development of L-Lāhui policies for OHA's Board Governance Framework.

Permitted Interaction Group - Purview. The purview of the PIG is for the Board of Trustees (BOT), BOT staff and OHA Administration staff to work together to: (1) Investigate the development of L-Lāhui policies for OHA's Board Governance Framework, which would articulate the Hawaiian cultural foundation of the organization as a basis for the kaumaha (heavy weight, sadness) or significant kuleana (responsibility) to normalize Hawaiian language, protect and exercise native rights regarding 'āina, water, wahi pana and iwi kupuna, strengthen 'ohana and kaiāulu, perpetuate Hawaiian culture, knowledge and practices and engage in global, international indigenous contexts; (2) Establish consistent policy formulation, format, review and update parameters, mechanisms and processes; and (3) Integrate the developed policies into the Board Governance Framework.

Permitted Interaction Group - Members. The membership of the Permitted Interaction Group is as follows:

- 1. Trustee Colette Machado, BOT Chairperson
- 2. Trustee Brendon Kalei'āina Lee, BOT Vice Chairperson
- 3. Trustee Robert Lindsey, RM Vice Chairperson
- 4. Trustee Carmen Hulu Lindsey
- 5. Kamana'opono Crabbe, Ka Pouhana
- 6. Sylvia Hussey, Ka Pou Nui

Trustee Lee will serve as the Chair of the Permitted Interaction Group. Trustee Machado will serve as its Vice Chair. Permitted Interaction Group - Term/Duration. The term of the Permitted Interaction Group expires at the completion of the assigned task, or May 31, 2019 or at the discretion of the Chair of the Board of Trustees, subject to later adjustment. Trustee Robert Lindsey seconds the motion.

Trustee Report Emasey seconds the motion.						
TRUSTEE	1	2	'AE	A'OLE	KANALUA	EXCUSED
			(YES)	(NO)	(ABSTAIN)	
TRUSTEE LEINA'ALA AHU ISA				Den serie		Excused
TRUSTEE DAN AHUNA			PART TW			Excused
TRUSTEE KALEI AKAKA			X			
TRUSTEE KELI'I AKINA			X			
TRUSTEE BRENDON KALEI ĀINA LEE	Х		X			
TRUSTEE CARMEN HULU LINDSEY			X			
TRUSTEE ROBERT LINDSEY		X	X			·
TRUSTEE JOHN WAIHE'E			X			
TRUSTEE COLETTE MACHADO			X			
TOTAL VOTE COUNT			7			2
MOTION: [] UNANIMOUS [x] PASSED [] DEFERRED [] FAILED						
Motion passes with seven (7) yes votes and two (2) excused.						

Chair Colette Machado - Congratulations members of the Board of Trustees. We will now move on to item V.E.

E. Consultation with Kumabe HR LLC to assist the Board in conducting its performance appraisal of OHA's CEO pursuant to Section III of Contract 3147 (if necessary, the Board will recuse into Executive Session to consult with Board Counsel Robert G. Klein, Esq., Pursuant to HRS §92-5(a)(4)).

Chair Colette Machado – Members this is our consultant Marie Kumabe and she will be reviewing the CEO's contract. She has a short presentation.

Ms. Marie Kumabe – Aloha to those that I know and to those that I haven't met yet thank you for your time and I look forward to working to you folks.

(Ms. Kumabe begins her PowerPoint presentation. The PowerPoint is attached to these minutes.)

Chair Colette Machado – Are there any questions for Marie? No. Thank you. You have already made appointments with everyone I assume?

Ms. Kumabe – Almost everybody and I've heard from most people. I had one reject email so I will work on that. I should be done shortly. Again part of our contract every two weeks you folks will get an update on the process on what is happening. So if you have any questions we can also address those there.

Chair Colette Machado – Thank you.

Ms. Kumabe – I look forward to working with you folks again.

VI. EXECUTIVE SESSION

Chair Colette Machado – We will be suspending VI. A. there will be no Executive session today.

A. Consultation with Board Counsel Robert G. Klein, Esq. and Kumabe HR LLC re: questions and issues pertaining to the Board's powers, duties, privileges, immunities, and liabilities regarding the Board's obligations and responsibilities to conduct its performance appraisal of OHA's CEO in accordance with Section III of Contract 3147. Pursuant to HRS §92-5(a)(4).

VII. COMMUNITY CONCERNS

Chair Colette Machado – We have anyone signed up for community concerns? Hearing none any announcements.

VIII. ANNOUNCEMENTS

Trustee Brendon Kalei'āina Lee – Yes, Board members pursuant to HRS 92-2.5 e. I need to report to the board that on March 29th, Trustee Akaka and I both attended committee meeting for SB 192 and on April 1st, Trustee Waihe'e IV and myself attended Senate Hearing on HB 172.

Chair Colette Machado – Is that it?

Trustee Brendon Kalei'āina Lee - That is it.

IX. ADJOURNMENT

Chair Colette Machado - If there is no further business, I would like to adjourn the meeting.

Trustee John Waihe'e IV moves to adjourn the meeting.

Trustee Carmen Hulu Lindsey seconds the motion.

Chair Colette Machado - It has been moved and seconded. Roll call vote please.

Trustee John Waihe'e IV moves to adjourn the Trustee Carmen Hulu Lindsey seconds the mo			ıg.			
TRUSTEE	1	2	'AE (YES)	A'OLE (NO)	KANALUA (ABSTAIN)	EXCUSED
TRUSTEE LEINA'ALA AHU ISA						Excused
TRUSTEE DAN AHUNA						Excused
TRUSTEE KALEI AKAKA			X			
TRUSTEE KELI'I AKINA			X			
TRUSTEE BRENDON KALEI'ĀINA LEE			X			9
TRUSTEE CARMEN HULU LINDSEY		Х	X			
TRUSTEE ROBERT LINDSEY			X			
TRUSTEE JOHN WAIHE'E	х		X			
TRUSTEE COLETTE MACHADO			X			
TOTAL VOTE COUNT			7			2
MOTION: [] UNANIMOUS [x] PASSED [] DEFERRED [] FAILED						
Motion passed with seven (7) yes votes and t	wo (2) e	cused.	1		II.

The meeting was adjourned at 11:43 am.

Respectfully submitted,

Dayna Pa Board Secretary

As approved by the Board of Trustees on May 16, 2019.

Colette Y. Machado, Chairperson

Councy mayordo

Board of Trustees

Attachment:

- 1. Excuse Memo Trustee Leina'ala Ahu Isa
- 2. Excuse Memo Trustee Dan Ahuna
- 3. Ka Pouhana Presentation & Discussions Overview on Native Hawaiian suicide rates PowerPoint
- 4. Trustee Keli'i Akina memo to the Board of Trustees dated April 4, 2019. Regarding the Board of Trustees meeting PIG Report Analysis and Recommendation.
- 5. PowerPoint Presentation by Marie Kumabe OHA Office of Hawaiian Affairs Performance Appraisal Kumabe HR.



OFFICE OF HAWAIIAN AFFAIRS

Interoffice Memorandum

DATE:

April 3, 2019

TO:

Trustee Colette Machado, Chairperson

Trustee Brendon Kalei'aina Lee, Vice Chairperson

FROM:

Trustee Leina'ala Ahu Isa

RE:

Excused Absence for Board of Trustees Meeting on April 4, 2019

2019 APR -3

OFFICE UP HAWAIIAN AFFAIRS STATE OF HAWAI'I RECEIVED-BOT

Aloha,

Please excuse my absence for the upcoming Board of Trustees meeting scheduled for Thursday, April 4, 2019. Should you have any questions or concerns, please feel free to contact my office staff.

Mahalo.



OFFICE OF HAWAIIAN AFFAIRS STATE OF HAWAI'I RECEIVED-BOT

7019 MAR 22 A 11: 15

Office of Trustee Dan Ahuna OFFICE OF HAWAIIAN AFFAIRS Interoffice Memorandum

Date:

March 22, 2019

To:

Trustee Colette Y. Machado, Chair

Board of Trustees

Trustee Brendon Kalei'aina Lee, Vice-Chair

Board of Trustees

From:

Trustee Dan Ahuna

Subject:

BOT Meeting Absence – April 4, 2019

I am unable to attend the BOT meeting scheduled for April 4, 2019. Please extend my excused absence and my sincere apologies to the members of the board.

Mahalo.

THE OFFICE OF HAWAIIAN AFFAIRS Impowering Hawaiians, Strengthening Hawai'i



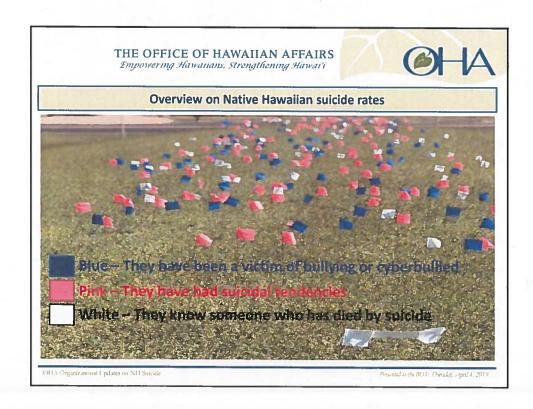


Aloha kekahi I kekahi
Olu'olu a maka'i kâkou i nā kānaka a pau.
We are kind and compassionate to all those whose lives we touch.

KA POUHANA PRESENTATIONS & DISCUSSIONS

- Overview on Native Hawaiian suicide rates
- 2. Current policy measures in 2019 session
- 3. Connection to OHA Strategic Plan
- 4. Recommendations
- 5. Discussion / Q&A

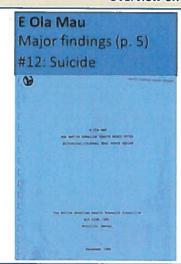
Presented to the BOT: Thursday, April 4, 2019



THE OFFICE OF HAWAIIAN AFFAIRS Empowering Hawaiians, Strengthening Hawai'i



Overview on Native Hawaiian suicide rates



- a. Beginning in the period 1958-1962, Native Hawaiian males had the highest suicide rate of 16.1/100,000. During the years 1968-1972, overall, Native Hawaiians had the highest suicide rates.
- The most striking figures were for young Native Hawaiian males, 15-24 years, which ranged from 26.81 to 52.98/100,000.
- b. These findings support the hypothesis that the despair of cultural conflict with loss of Hawaiian cultural identity continues. No special attention has been given to this important Native Hawaiian health problem.

(p. 44)

OHA Organizational Updates on NH Suicide

Presented to the BOT: Thursday, April 4, 2019

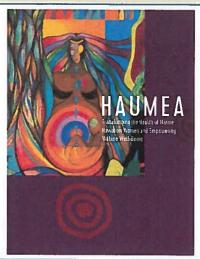
THE OFFICE OF HAWAIIAN AFFAIRS Empowering Hawaiians, Strengthening Hawai'i Overview on Native Hawaiian suicide rates Youth Adult Special Incarcerated Adult Middle School Persons (Makua) Grades 6, 7, 8 Gender and sexual 18+ minority youth Trafficking Victims/ Seniors **Exploited Children** High School (Kupuna) Grades 9, 10, 11, 12 Veterans/Military 65+ Personnel OHA Organizational Lpdates on NH Suicide Presented in the BOIL Thursday, April 4, 2019

THE OFFICE OF HAWAIIAN AFFAIRS Empowering Hawaiians, Strengthening Hawaii



Overview on Native Hawaiian suicide rates





OHA Organizational Updates on NH Suicide

Denougled to the BOY Thursday Joseph 2013

THE OFFICE OF HAWAIIAN AFFAIRS

Empowering Hawaiians, Strengthening Hawai'i



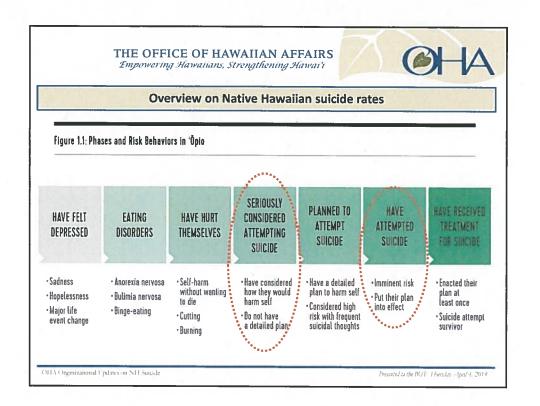
Rare traditional accounts of Hawaiian suicide

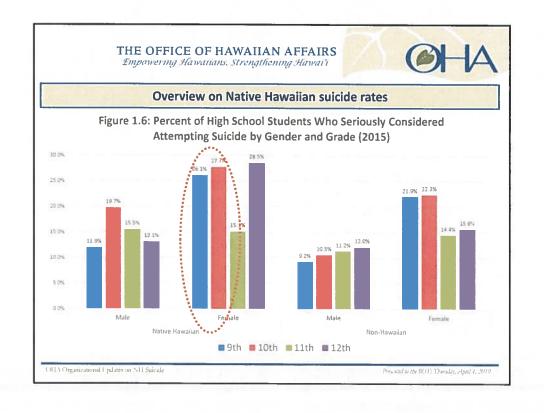
- He pepehi make ana ia ia iho.
- · Rarely, ka po'e kahiko committed suicide, or attempted it.
 - Written accounts of suicide among kānaka have mostly been noted due to a tragic event or the emotion of jealousy.
 - Otherwise, this reporting analyses did not reveal open practices of suicide as regular use among maka'āinana.
- Moe pūlua: two persons of mutual help.
 - Ku'u hoa pūlua 'alo 'īnea, my companion who endures hardships with me.
 - · Pule to "take my life instead"
- Moepu'u: Grief over an ali'i's death, voluntary death companions of the ali'i.
 - It is said that a greatly loved chief had many moepu'u
 - Upon the death of Keōpūolani, many people had pleaded to be moepu'u, but due to her having converted to Christianity, she requested that there be none.

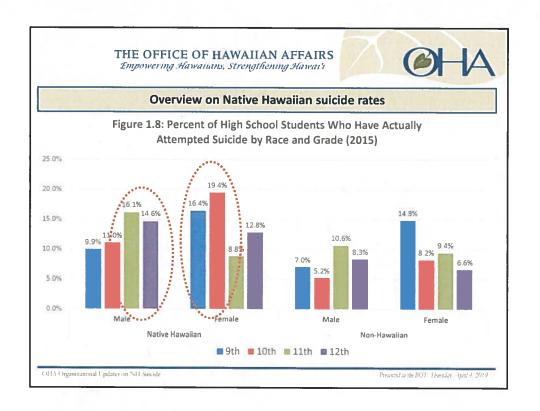
Office of Hawaiian Affairs (2018). Haumea—Transforming the Health of Native Hawaiian Women and Empowering Wähine Well-Being. Honolulu, HI: Office of Hawaiian Affairs.

OHA Organizational Updates in NH Suicide

Presented to the BOT: Threship, April 4, 2019











What do we know?

- For the first time ever, we have multiple levels of comparison data:
 - Race, gender, grade, and type of indicator
- County specific data is very difficult to determine for Native Hawaiians, at present
 - Island-based data is even harder
 - Community-level is the most difficult
- Special populations remain unclear
 - Sexual and gender minorities may see a 3 fold increase compared

HIA Organizational Updates on NII Suicid

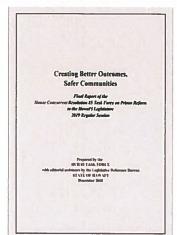
Presented to the BOT: Three day, Aprel 4, 2019

THE OFFICE OF HAWAIIAN AFFAIRS





Updates



"G. Suicides Are an All Too Common Occurrence in Hawai'i Prisons

Although the suicide rate for Hawai'i prisons varies from year to year, in the eight-month period between June 15, 2017, and January 20, 2018, there were five suicides at correctional facilities in Hawai'i. 35 Two of the deaths were at the Women's Community Correctional Center, 36 which houses about 270 prisoners.37 The deaths have been or are being investigated by the Department of Public Safety, but to our knowledge no outside experts have been consulted about the situation and the Department of Public Safety has consistently asserted that there is nothing wrong with its suicide prevention policies or staff training.38"

p. 7

OHA Organizational Lpdates on NH Suicide

Presented to the BOT Thursday, April 4, 2019

THE OFFICE OF HAWAIIAN AFFAIRS

Empowering Hawaiians, Strengthening Hawaii



Hawai'i Public Policy

OHA's 2019 LEGISLATIVE PACKAGE AT A GLANCE



142 bills mention "suicide" this Session

OHA introduced HB174/SB193 to include addressing mental health issues like suicide through culturallyinformed services and programs.

OHA Positions:

- HB330: Appropriates moneys for youth suicide early intervention, prevention, and education initiatives in Kauai, Hawaii, and Maui counties. [COMMENT]
- HB655: Designates the month of September of each year as Suicide Prevention and Awareness Month. [SUPPORT]
- HB1416: Establishes a Suicide Prevention Commission to develop a strategic plan to reduce suicides within Hawaii's correctional system. [MONITOR]
- SB383: Requires DOE to establish a mandatory youth suicide awareness and prevention training program for all public schools, including charter schools. [HIGH MONITOR]

OHA Organizational Updates on NH Suicide

Presented to the BOT: Thirtsday, April 4, 2019

THE OFFICE OF HAWAIIAN AFFAIRS

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Federal / International / Tribal Public Policy

National Aboriginal Community Controlled Health Organisation

Figure 1: Strategies likely to reduce deaths by suicide.



 Native American Suicide Prevention Act of 2019 (S.467/H.R.1191)

- Senate Committee on Health, Education, **Labor and Pensions**
- House Committee on **Energy and Commerce**

OHA Organizational Updates on NH Suicide

Presented to the BOT Thursday, April 4, 2019

THE OFFICE OF HAWAIIAN AFFAIRS

Empowering Hawanans, Strengthening Hawai'i



The Prevent Suicide Hawaii Taskforce (PSHTF)



- The Prevent Suicide Hawaii Taskforce (PSHTF) is a state, public and private partnership of agencies and community groups working in collaboration to provide leadership, develop strategies, coordinate activities, and monitor progress of suicide prevention efforts.
- Island Task Forces that coordinate culturally appropriate activities for each of the neighbor islands: West Hawaii, East Hawaii, Maui, and Kauai. Meeting time and location of PSHTF:
- Queen's Conference Center

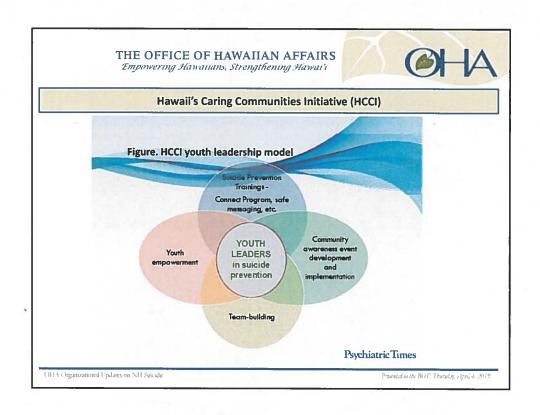
3rd Thursday, every other month

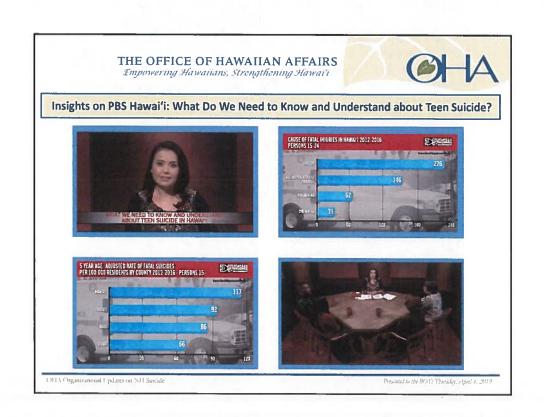
2:00pm - 4:00pm

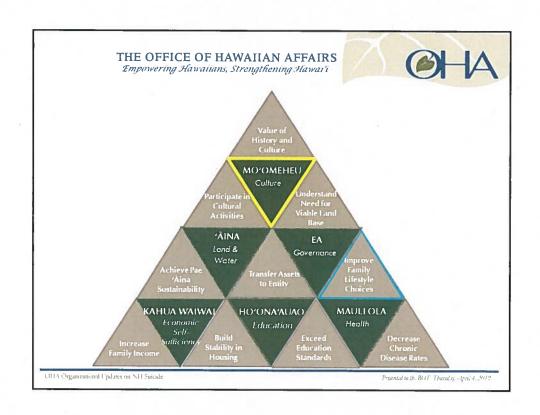
Suicide Prevention Coordinator, *Nancy Deeley*

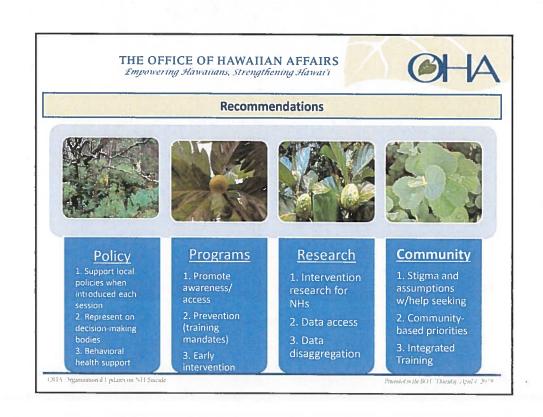
OHA Organizational Lpdates in NH Sulcide

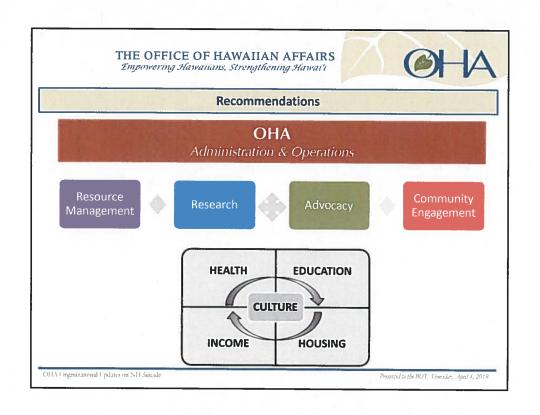
Presented to the BOT: Thursday, April 4, 2019

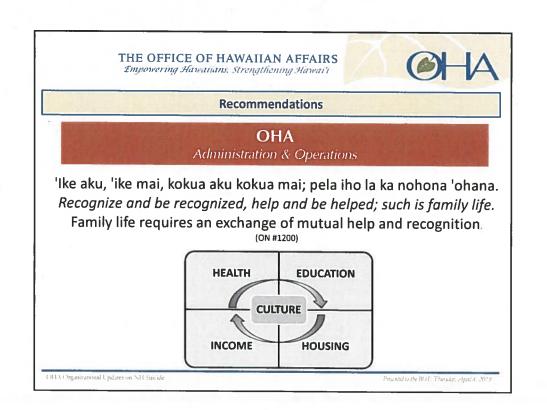








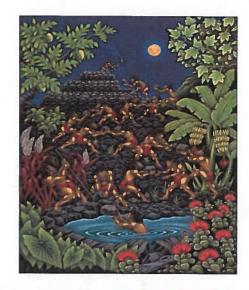




THE OFFICE OF HAWAIIAN AFFAIRS

Empowering Hawaiians, Strengthening Hawai'i





KA POUHANA
PRESENTATIONS &
DISCUSSIONS

NĪNAU?

OHA Organizational Updates on NH Suicide

Presented to the BOT: Thursday, April 4, 2019



OFFICE OF HAWAIIAN AFFAIRS Interoffice Memorandum

Date:

April 4th, 2019

To:

Board of Trustees

From:

Trustee Akina

Subject:

Board of Trustees Meeting - PIG Report Analysis & Recommendations

FACTS

• The overall recommendation of the PIG Committee is to develop and implement a governance framework that consist of the following three levels:

Policy Level	Description
L-Lahui	Articulate the Hawaiian cultural foundation of OHA
T-Trustee Level	Articulate broad, systematic, strategic, overarching policies that are attributed to OHA's Trustee role subsequent to the Constitution and HRS Chapter 10
C-CEO Level	Operational policies in the areas of recruitment, procurement, contracting, fiscal management, risk management

- The above-mentioned policy levels will be developed through the formation of different PIG Committees that will be established concurrently.
 - Action Item #19-04 formally approves the PIG Committee's recommendation
 - o Action Item #19-05 approves the PIG that will be developing the *L-Lahui level* policies.

ANALYSIS

- The current strategy that is articulated by the PIG Committee could only be successful if technical subject matter expertise is procured to assist the *T-Trustee Level* and *C-CEO Level* PIG Committees that will be established after the *L-Lahui* PIG Committee has completed its work.
 - O Trustees have the background as elected officials and beneficiaries to develop the cultural foundation of OHA (*L-Lahui Policies*). This process doesn't involve technical subject matter expertise in the areas of law and asset management.

- The *T-Trustee Level* and *C-CEO Level* policy and procedural development does involve specific subject matter expertise in the areas of organizational governance, finance, and asset-management. Technical expertise needs to be procured because of the following:
 - OHA Administration lacks the specific technical subject matter expertise in the areas of real-estate development, financial portfolio management, fiscal policy development and implementation.
 - The Corporate Counsel and CFO positions are currently vacant, and Administration's workload is substantial given the pending Attorney General Investigation and ongoing CLA Audit.
 - Spire's role is limited to consultation only, which unlike advisory services, doesn't include the required liability and due-diligence that is needed to ensure that appropriate policies are recommended and implemented.

RECOMMENDATION

To address the above-mentioned concerns, my recommendation would be to approve both action items (#19 & 19-05), but to request the following:

- The Board should develop an RFP to procure a leading consulting firm that has the subject matter expertise and qualifications in the broad range of areas that are subject to the policy development and implementation of the *T-Trustee* and *C-CEO Level*. (Examples of leading consulting firms are: Bain & Capital, Boston Consulting Group, Ernst & Young, Deloitte, McKinsey & Company)
 - This firm should be tasked with working with the *T-Trustee* and *C-CEO* Committees to conduct the due-diligence along with the specific drafting of policy proposals.
 - This firm should also be tasked with assisting Administration with any services that may be needed to implement the approved *T-Trustee* and *C-CEO Level* policies.
- Additionally, the Board should also consider the following:
 - o The Board in conjunction with the consultant need to take full ownership and responsibility for the successful completion of the project.
 - o The current Fiscal Sustainability Plan efforts need to be integrated and transferred over to the T-Trustee Level PIG Committees.
 - The audit findings and recommendations for governance restructuring from CLA should be taken into consideration by the T-Trustee and C-CEO Policy PIG Committees.



Aloha!

- KumabeHR provides executive level HR expertise to Hawaii organizations spanning the non-profit, government, and private sectors.
- KumabeHR seeks to partner with our client organizations to provide state of the art Human Resource solutions from a menu of human resource applications that suit the directives of the leadership.
- Marie Kumabe currently serves as the Faculty Director for the Executive Masters of Human Resource Management program at the UH-Manoa Shidler College of Business. (She has been affiliated with the University of Hawaii for over 20 years in the areas of business, nursing, and travel industry management.)
- Over 30 years of experience in Human Resources at the executive level in the state of Hawaii.



Clients Served

Aupro indoor Air Solistions LLC
Alaura Yamamicon Pauling
Alaura Yamamicon Pauling
Alaura Ander and Baldwarn
Alaura Carango
Aloha Act Carango
Aloha Kila
Barango Canter
Can

Istaval Pacific Isaath
Havaril Pacific University
HPBIG
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Havaril
Havarilan International
Hade & Cook,
HAton Grand Vacations Club
HATON Composition
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Think, LLC
The More than Hospital
Target Wishin
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CE RA
UH Shilder College of Dassinees
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Walkit Pack Hotel
Walkit Pack Hotel
Walkit Pack Hotel
Worldmarks Flacts
Worldmarks Flight Services
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Kumabe

Trends

- A fair, comprehensive and transparent CEO evaluation process
- Clear guidelines describing the CEO's evaluation process are becoming the accepted measure of good governance.
- Quantitative & Qualitative Portions
- CEO Self Evaluation
- State of Hawaii Board of Education Superintendent



Objectives for Performance Review Process

"It is an indisputable law in organizations that words are words, explanations are explanations, promises are promises.... but only performance is reality."

- Harold S. Geneen

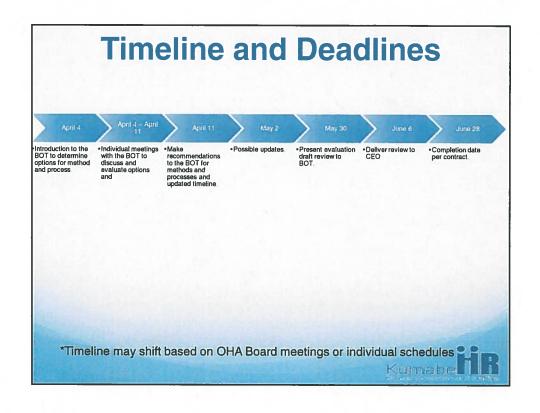
- Executive performance review process can be framed to be an extremely positive event for the organization
- Values, such as transparency, vision and executive leadership collaboration can be reaffirmed
- Participation in the process can further cement various constituency support for the direction of the institution
- The process can quantify goals for the year going forward and celebrate the successes of the past

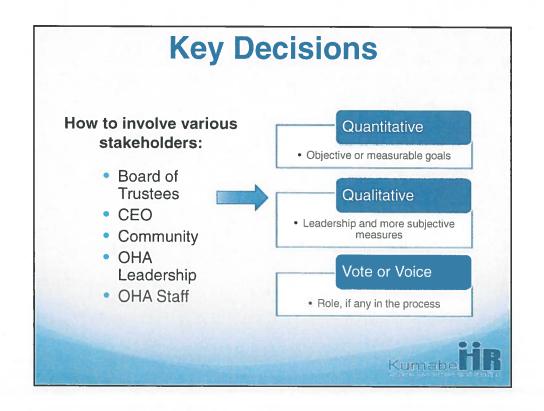


Method and Process

- 1. How will the data be collected?
 - Will it be quantitative or qualitative data or both? Will surveys and/or interviews be used?
- 2. What topics will be explored?
 - Will topics such as leadership, communication and operating performance be assessed as well as performance on goals?
- 3. The importance of the Board and their "buy in"?
 - It is important to get agreement on the goals and criteria for assessment and the Board's role in the process
- 4. Who conducts the assessment?
 - . Many organizations engage a third party to assist with the CEO performance assessment
 - An outside assessor can bring external expertise and can be perceived as objective
- 5. How will feedback be handled?
 - This is the single most important component of the entire assessment process
 - Who will share the feedback with whom? Under what conditions? In what settings? How will feedback be turned into action?
 - Consensus versus integrated Feedback
 - Training for the evaluation process







Next Steps

- Approval to schedule meetings with each member of the Board of Trustees
- Approval to appear before the Board of Trustees on 4/11 to make final recommendations on the method and process for the CEO evaluation, including a proposed final timeline



Mahalo!
Any Questions?

