I. CALL TO ORDER

Chair Robert K. Lindsey, Jr. called the Office of Hawaiian Affairs Board of Trustees Meeting to order at 9:43 am. Those present were as follows:

**Attendance**
- Trustee Robert K. Lindsey, Jr., Chair
- Trustee Dan Ahuna, Vice Chair (arrived 9:46 am)
- Trustee Lei Ahu Isa
- Trustee Rowena Akana (arrived 10:12 am)

**Excused**
- Trustee S. Haunani Apoliona

**Staff Present**
- Dr. Kamana'opono Crabbe, CEO
- Robert G. Klein, Board Counsel
- Harold Nedd, Chief of Staff
- Capsun M. Poe, Board Secretary
- Kauikeaolani Wailehua
- U'ilani Tanigawa
- Lehua Itokazu
- Dayna Pa
- Claudine Calpito
- Davis Price

**Others Present**
- Kealii Makekau

**II. APPROVAL OF MINUTES**

Chair Lindsey announced there were no minutes for approval.

**Motion**

At 9:44 am, Trustee Waihe'e moved, seconded by Trustee Hulu Lindsey, to waive the 72-hour materials distribution policy for Item V. B. OHA Legislative Positioning – Matrix 1 dated February 10, 2016. The motion passed via voice vote.

**III. COMMUNITY CONCERNS**

There were no Community Concerns.
IV. UNFINISHED BUSINESS

Chair’s Update

There were no Chair’s Updates.

CEO’s Update

Dr. Crabbe reported the following:

- OHA’s new Community Engagement Director is Ms. Nicole Mehanaokala Hind. He introduced Ms. Hind, who stated she is excited for the opportunity to serve in this new capacity, which she sees as a challenge and opportunity for the people who have been doing great work. She stated she looks forward to sharing stories about the work done by OHA.

- The Native Hawaiian Revolving Loan Fund has a new three-year business plan that was shared with the Administration for Native Americans Commissioner. Goals include reducing the charge off rate and possible release of oversight by ANA for NHRLF to be autonomous. Other possibilities include providing loans to married couples as long as one spouse is Native Hawaiian. OHA will cease its relationship with First Hawaiian Bank and will now be an in-house financial program including loans, financial literacy, education, and business planning.

Trustee Hulu Lindsey asked if OHA already has taken over the accounts and if the delinquency rate has improved. Dr. Crabbe responded that OHA has taken over and that the rate is improving. He added that now that OHA has the accounts, one plan is to write off everything to start with new books.

Trustee Apo asked if a Hawaiian with a non-Hawaiian spouse can benefit from the program. Ms. Iona responded that 100% of business owners must be Native Hawaiian. Currently, a non-Hawaiian spouse could not serve as a guarantor.

Trustee Ahu Isa asked if this was similar to the Small Business Administration program. Ms. Iona responded that up until 2005, NHRLF was a lender of last resort. When it relaunched in 2007, that changed, with the intent of being competitive. Currently, the interest rate is 4%.

V. NEW BUSINESS

OHA Legislative Positioning – Matrix 1 dated February 3, 2016

Trustee Waihe’e reported the following on behalf of the Committee on Beneficiary Advocacy and Empowerment:

February 5, 2016

The Honorable Robert K. Lindsey, Jr., Chair
Board of Trustees
Office of Hawaiian Affairs

Office of Hawaiian Affairs Board of Trustees Meeting – Thursday, February 11, 2016 – Page 2 of 14
Chair Robert Lindsey,

Your Committee on Beneficiary Advocacy and Empowerment, having met on February 3, 2016 and after full and free discussion, recommends approval of the following action to the Board of Trustees:

To approve Administration's recommendations on NEW BILLS (Items 1 - 722)

as well as:

- ADD HB1535 as OPPOSE;
- ADD HB2617 as OPPOSE;
- CHANGE HB1931 from Monitor to COMMENT;
- CHANGE HB2067 from Support to SUPPORT WITH AMENDMENTS;
- CHANGE HB2074 from Monitor to COMMENT; and
- CHANGE HB2200 from Comment to OPPOSE

on the OHA Legislative Positioning Matrix dated February 3, 2016, as amended.

Motion
At 10:02 am, Trustee Waihe‘e moved, seconded by Trustee Ahuna, to approve Administration’s recommendations on NEW BILLS (Items 1 – 722) as well as:

- ADD HB1535 as OPPOSE;
- ADD HB2617 as OPPOSE;
- CHANGE HB1931 from Monitor to COMMENT;
- CHANGE HB2067 from Support to SUPPORT WITH AMENDMENTS;
- CHANGE HB2074 from Monitor to COMMENT; and
- CHANGE HB2200 from Comment to OPPOSE

on the OHA Legislative Positioning Matrix dated February 3, 2016, as amended.

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

Motion passed with six (6) YES votes, no (0) NO votes, no (0) abstentions, and three (3) excused.

OHA Legislative Positioning – Matrix 1 dated February 10, 2016

Trustee Waihe‘e reported the following on behalf of the Committee on Beneficiary Advocacy and Empowerment:

February 10, 2016

The Honorable Robert K. Lindsey, Jr., Chair
Board of Trustees
Office of Hawaiian Affairs

Chair Robert Lindsey,

Your Committee on Beneficiary Advocacy and Empowerment, having met on February 10, 2016 and after full and free discussion, recommends approval of the following action to the Board of Trustees:

To approve Administration’s recommendations on

*NEW BILLS (1 – 226) and BILL POSITIONS FOR RECONSIDERATION (227- 235), along with the following revisions:

Office of Hawaiian Affairs Board of Trustees Meeting – Thursday, February 11, 2016 – Page 4 of 14
CHANGE:
- Item 228, HB2046 from Comment to remains OPPOSE; and
- Item 235, SB2743 from Comment to remains SUPPORT

on the OHA Legislative Positioning Matrix dated February 10, 2016, as amended.

Motion

At 10:04 am, Trustee Waihe‘e moved, seconded by Trustee Ahuna, to approve Administration’s recommendations on NEW BILLS (1 – 226) and BILL POSITIONS FOR RECONSIDERATION (227-235), along with the following revisions:

CHANGE:
- Item 228, HB2046 from Comment to remains OPPOSE; and
- Item 235, SB2743 from Comment to remains SUPPORT

on the OHA Legislative Positioning Matrix dated February 10, 2016, as amended.

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

Motion passed with six (6) YES votes, no (0) NO votes, no (0) abstentions, and three (3) excused.

Trustee Apo asked for confirmation that OHA is not pursuing entitlements for Kaka‘ako Makai. Dr. Crabbe responded that is correct and that it was a strategic move with the PLT bill.

BAE #16-01 – First Reading

Trustee Waihe‘e reported the following on behalf of the Committee on Beneficiary Advocacy and Empowerment:

February 1, 2016
The Honorable Robert K. Lindsey, Jr., Chair
Board of Trustees
Office of Hawaiian Affairs

Chair Robert Lindsey,

Your Committee on Beneficiary Advocacy and Empowerment, having met on January 27, 2016, and after full-and-free discussion, recommends approval of the following action to the Board of Trustees:

ACTION

To approve an OHA Board of Trustees Executive Policy on International Engagement that will align with OHA’s mission:

“to mālama Hawai‘i’s people and environmental resources, and OHA’s assets, toward ensuring the perpetuation of the culture, the enhancement of lifestyle and the protection of entitlements of Native Hawaiians, while enabling the building of a strong and healthy Hawaiian people and nation, recognized nationally and internationally.”

Motion

At 10:05 am, Trustee Waihe’e moved, seconded by Trustee Ahuna, to approve an OHA Board of Trustees Executive Policy on International Engagement that will align with OHA’s mission: “to mālama Hawai‘i’s people and environmental resources, and OHA’s assets, toward ensuring the perpetuation of the culture, the enhancement of lifestyle and the protection of entitlements of Native Hawaiians, while enabling the building of a strong and healthy Hawaiian people and nation, recognized nationally and internationally.”

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

Motion passed with six (6) YES votes, no (0) NO votes, no (0) abstentions, and three (3) excused.
Ad Hoc Committee on Travel

Trustee Ahuna reported the following on behalf of the Ad Hoc Committee on Travel:

TO: Robert Lindsey, Chair
    Board of Trustees of the Office of Hawaiian Affairs

FROM: Dan Ahuna, Trustee
      Chair, OHA Board of Trustees Ad Hoc Committee on Travel

DATE: December 4, 2015

RE: OHA Board of Trustees Ad Hoc Committee on Travel Recommendations

OHA Board of Trustees Ad Hoc Committee on Travel
Report and Recommendation

Background
In accordance with Article VI, Section A.2, and Article VIII, Section H, of the Office of Hawaiian Affairs (OHA) Board of Trustees Bylaws, Chair Robert Lindsey appointed an Ad Hoc Committee on Travel and submitted the following appointments for approval, to take effect immediately upon approval by the Board of Trustees:

- Trustee Dan Ahuna, Chair, Ad Hoc Committee on Travel
- Trustee Rowena Akana, Vice Chair, Ad Hoc Committee on Travel
- Ka Pouhana Kamana’opono Crabbe, Member, Ad Hoc Committee on Travel
- Hawley Iona, Member, Ad Hoc Committee on Travel
- Rodney Lee, Member, Ad Hoc Committee on Travel

On July 9, 2015, the motion to approve Chair Robert Lindsey’s appointment of the Ad Hoc Committee on Travel, with Trustee Ahuna as Chair and Trustee Rowena Akana, Kamana’opono Crabbe, Hawley Iona, and Rodney Lee as members passed with eight “YES” votes, no “NO” votes, no abstentions and one excused.

Purview
The Ad Hoc Committee has purview to review all policies associated with the administration of travel for OHA Trustees and staff. It will consider amendments of such policies if necessary and will report its recommendation(s) when it issues its final report to the Board.

OHA Ad Hoc Committee on Travel
Dates:
Thursday, July 16, 2015
Thursday, July 23, 2015
Thursday, August 13, 2015
Thursday, October 8, 2015
Discussion and Findings
Your Ad Hoc Committee on Travel met on four occasions to review internal and external policies and legal opinions with regard to travel cost, out-of-state travel, reservation practices, as well as federal and state procurement requirements. The committee finds that internal policies are in compliance with all state and federal requirements and that practices to monitor travel cost are in line with fiduciary obligations of trustees and administration.

While the current policies are adequate and compliant, they are numerous and located in various manuals, resulting in redundancy and in some cases, conflicting details between various policy documents. This may lead to inconsistent interpretation and/or application of the current policies. Furthermore, there appears to be lackluster compliance within organization with the policies and procedures currently in place. Therefore, the committee makes the following recommendation.

Recommendation
As part of the effort to achieve greater compliance with guidelines set in policies, the committee recommends amending existing internal guidelines and procedures under OHA’s Fiscal Procedures Manual to provide greater details and clarifications. The Committee believes that the additional details to OHA’s Fiscal Procedures Manual will establish clearer expectations regarding travel procedures for both the travelers and OHA’s procurement unit. Revised travel section of OHA’s Fiscal Procedures Manual is included as ATTACHMENT 1 for your review.

Furthermore, both the Chairperson of the Board of Trustees and its Chief Executive Officer should take appropriate action to ensure compliance with the existing travel procedures under OHA’s Fiscal Procedures Manual. Although exceptions to the Travel Policy can be noted as reasonable or necessary under certain circumstances, your Ad Hoc Committee on Travel found that OHA’s current organizational culture allows for continued abuse by allowing exceptions for personal preferences and by not enforcing stated deadlines. Therefore, your Ad Hoc Committee on Travel is including in our recommended Travel Policy a section entitled Failure to Comply. This section allows for disciplinary action, denial of future travel requests, and/or travel suspensions when a traveler does not comply with the Travel Policy.

Below are some of the notable amendments to the travel section of OHA’s Fiscal Procedures Manual:

- Failure to Comply: As noted above, this section allows for travel related disciplinary action in case of failure to comply with the Travel Policy.
- Policy: Added reference to requirements set forth in the most current version of the Hawai‘i Revised Statutes (HRS) and Hawaii Administrative Rules (HAR). The use of funds pertaining to travel must be in line with all OHA fiduciary responsibilities as each traveler has the legal responsibility for proper use of OHA funds.
- Procedures:
  - Added travel request timeline for international travel (minimum 60 calendar days) and group travels (three to seven additional calendar days).
  - Updated travel approval hierarchy based on “Revised Operational Authority Delegation hierarchy”, dated October 21, 2015.
  - Travel accommodation policy for determination of airfare, hotel, and car rental.
- Use of P-Card for travel accommodation
- Use of Frequent Flyer Credits by State Officials and Employees
- Changes / Cancelation / No-Shows: additional details on travel change procedures, booking priority, same day changes, etc.
- Per diem:
  - Amended to new rate of $90 per day for overnight In-State travels and $145 per day for Out-of-State travels.
  - Federal per diem schedule applied for international travels.
- Reimbursable Expenses: additional details on baggage fees and ground transportations.
- Non-Reimbursable Expenses: inclusion of ‘unapproved costs due to changes made by traveler’ and ‘tips of any kind’.
- Expense Report: Significant delay / repeated late submittals of SOCTs may result in disapproval of reimbursement requested and/or travel suspension.

Other comments made by SPIRE Hawaii LLP, formally known as PKF Hawaii LLP, was to (1) decide on the organizational documentation hierarchy and (2) restructure all organizational documentation to fall under decided hierarchy. While the Committee is in agreement with SPIRE Hawaii LLP’s comment, we believe the implementation of this comment goes beyond the specific purpose of this Committee and therefore, will defer to your office for further consideration and directive.

This recommendation shall be effective upon a majority vote of the Office of Hawaiian Affairs Board of Trustees.

Ms. Iona stated the Ad Hoc Committee on Travel had and intent to start without preconceived notions to remain open-minded. Comments were received from all members and all of them were taken into consideration. Many of the concerns were addressed in internal procedures, but organizationally, those procedures were not followed. She believes OHA has sufficient policies and procedures in place. She stated that it does take the commitment of the organization to allow sufficient time to get the lowest cost for travel that is being sought.

Trustee Hulu Lindsey stated she has done research into airline mileage. She requested further research by OHA staff to see if airline mileage is exempt because she is concerned that it is held in an individual’s name. She referenced a DAGS policy and questioned if the policy would be applicable to the Trustees. She asked that the airline mileage be removed.

Trustee Ahuna stated he understood the issue, but believes OHA has the autonomy to make decisions.

Ms. Iona stated that the 1988 memo in question is a State Ethics Commission advisory opinion, which cautions against the personal benefit of accruing frequent flier mileage rewards. She also added that not even the Federal government tries to force people to use business airline miles for business use. She concluded that the policy is trying to incorporate Trustee Hulu Lindsey’s point.
Trustee Apo stated he has miles from attending lei draping in Washington, DC and asked if the first option would be to use those miles to fly in the future. He also asked if he would be allowed to use accrued miles for a personal trip. Both Dr. Crabbe and Ms. Iona confirmed that understanding.

Trustee Akana stated she thinks this is an exercise in futility; if it does not apply, it should not even be discussed.

Trustee Hulu Lindsey stated she is concerned that the rule is not being applied equally to all people and she referenced a trip she used her personal miles to take. Ms. Iona responded this was a special circumstance because the trip was booked on miles instead of cash, which OHA would have been able to reimburse. She added that during processing, personal mileage accounts are not taking into account.

Trustee Apo stated he understands the dilemma, but that OHA should take the Ethics Commission guidance seriously. He would not want to risk getting into trouble over something as small as frequent flier miles. Ms. Iona added that Administration has no intention of forcing personal miles.

**Motion**

At 10:07 am, Trustee Ahuna moved, seconded by Trustee Waihe‘e, to accept and approve the recommendation of the Ad Hoc Committee on Travel.

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Motion passed with five (5) YES votes, two (2) NO votes, no (0) abstentions, and two (2) excused.

**BOT Bylaws Amendment and Corresponding and Conforming Changes to BOT Executive Policies – First Reading**

Chair Lindsey read the following statement:

- A theme I have attempted to organize our efforts around has been this:
  - Moving us from a responsible board to an exceptional board.
- A critical element to that is our ability to police ourselves.
• That ability remains a missing piece to our board’s effectiveness.

  • Put another way, we cannot inspire support and confidence without the ability to impose appropriate disciplinary sanctions against any member of our board who does not follow our rules, or is disruptive to our efforts.
    • Today’s action item is about demonstrating to every employee at OHA that this organization represents a good career move and a place where he or she can be successful.

  • At the same time, today’s action item is about making a statement to our people and key audiences that we are committed to meeting the higher standards of ethics, transparency and accountability that are expected from our oversight responsibilities.
    • I must ask every member of this board to support this effort to help ensure that we are all appropriately held accountable for our actions.

  • I must ask every member of this board to support the first reading of this action item meant to uphold our responsibility to always act for the good of the organization, rather the benefit of ourselves.

Trustee Waihe’e stated this policy contains existing policies that already apply to the Trustees. This also builds on the work of the Ad Hoc Committee on Trustees’ Responsibilities II.

Trustee Akana stated that for first reading, Trustees would have to look up every law because they are only referenced in the document. She added she is not comfortable with that.

Trustee Hulu Lindsey asked if this came from BAE. Trustee Waihe’e responded this was from Ad Hoc Committee on Bylaws Review.

Dr. Crabbe added that the code of conduct is taken from the HRS and BOT Bylaws.

Mr. Kimoto stated this action item was prepared at the request of the Ad Hoc Committee Bylaws Review. In general, it describes the code of conduct and requires all Trustees to conform to it if adopted. The code includes provisions for fiduciary responsibilities, Executive Policies, and laws that affect Trustee conduct.

Trustee Akana thinks it is crazy to tell a Trustee they cannot speak to OHA staff or have access to documents. She stated their fiduciary duties require them to look at such documents.

Trustee Waihe’e responded that the censure sanction should apply to what the offense was.

Chair Lindsey stated if Trustees breach their duties, this is the price and consequence they should pay. If confidential information is taken outside, they should be sanctioned. He added that the remedy or punishment should fit the crime.

Trustee Ahuna stated this policy gives Trustees due diligence.

Trustee Akana agreed with the point, but that as an elected official, she thinks it does not make sense to keep information from Trustees.

Trustee Waihe’e recommended that the language in 9 be changed from “shall” to “may.”
Trustee Ahu Isa stated that when the Ad Hoc Committee Bylaws Review factored in what the Ad Hoc Committee on Trustees’ Responsibilities II discussed.

Trustee Hulu Lindsey asked who decides if a violation has been committed. Chair Lindsey responded that individual Trustees can bring complaints, which would go to the Chair of the Board of Trustees.

Trustee Hulu Lindsey asked that the item be deferred.

Trustee Akana also supported deferring the item to give Trustees more time to process the information.

Mr. Kimoto explained the complaint process, which is cited on page nine of Attachment B.

Trustee Waihe‘e added that although the Chair makes a recommendation, the entire Board has to approve it.

**Motion**

At 10:27 am, Trustee Ahuna moved, seconded by Trustee Waihe‘e, to amend, approve, adopt, and ratify OHA Board of Trustees’ By-Law Article XVII, “Trustee Code of Conduct and Sanctions for Violations of the Code of Conduct” and to approve, adopt and ratify a stand-alone policy which shall be titled “Code of Conduct and Sanctions for Violation of the Code of Conduct”.

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**MOTION: [ ] UNANIMOUS [ ] PASSED [ ] DEFERRED [ X ] FAILED**

Motion failed with five (5) YES votes, two (2) NO votes, no (0) abstentions, and two (2) excused.
At 10:56 am, Trustee Akana moved, seconded by Trustee Hulu Lindsey, to defer Item V.E. Approval of BOT Bylaws Amendment and Corresponding and Conforming Changes to BOT Executive Policies – First Reading until the next BOT meeting.

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

Motion failed with two (2) YES votes, five (5) NO votes, no (0) abstentions, and two (2) excused.

Trustee Apo stated he is concerned that this will lead down a path of several amendments which will confuse people.

Mr. Klein reported that Item V.D. did pass because it only requires five votes, but was mistakenly reported that it failed.

VI. BENEFICIARY COMMENTS

Kealii Makekau recommended that the Ad Hoc Committee meetings be open to beneficiaries or the public to attend. He does not believe the people are satisfied with the Trustees. He added that perhaps adding an element from the community could be helpful, when a person could remind the Trustees of their responsibilities.

Trustee Apo stated he gets frustrated when people make personal attacks at the table. He requested that Trustees carry on business without making personal remarks.

Trustee Akana added that Trustee Apo should follow his own advice.

VII. ANNOUNCEMENTS

Chair Lindsey announced the next Board meeting will be held on Thursday, February 25, 2016 at 9:30 am.

VIII. ADJOURNMENT

Having no further business, Chair Lindsey adjourned the meeting at 11:05 am.
Respectfully Submitted,

[Signature]

Capsun M. Poc
Board Secretary

Approved by the Board of Trustees on March 15, 2016:

[Signature]

Trustee Robert K. Lindsey, Jr.
Chair, Board of Trustees