Ke'ena Kuleana Ho'okipa O Hawai'i
1801 Kalākaua Avenue
Honolulu, HI 96815
kelepona tel (808) 973-2255
kelepa'i fax (808) 973-2253
hawaiitourismauthority.org

ADMINISTRATIVE STANDING COMMITTEE MEETING
OF THE
HAWAI'I TOURISM AUTHORITY

VIRTUAL MEETING

Wednesday, February 25, 2026, at 10:00 a.m.

Meeting will be live streaming via Zoom.

https://us06web.zoom.us/j/87808223666

You may be asked to enter your name or email. The Board requests that you enter your full name, but you may use a pseudonym or other identifier if you wish to remain anonymous.

Call In: +16699006833 US
Webinar ID: 878 0822 3666

Members of the public may provide written or oral testimony on agenda items. Oral testimony (in-person or via Zoom) will be limited to five minutes for each testifier per agenda item. Signup for oral testimony via Zoom will be accepted through the Q&A feature on Zoom.

Written testimony received ahead of the preparation of the committee packet will be included in the packet. Email written testimony to Carole Hagihara-Loo at Carole.m.hagihara@hawaii.gov or hand-deliver or send via postal mail to the Hawai'i Tourism Authority office, 1801 Kalākaua Avenue, 1st Floor, Honolulu, HI 96815. Written testimony received after the issuance of the committee packet (three business days before the meeting) will be distributed to the committee and available for public inspection at the meeting.

AGENDA

1. **Call to Order**

2. **Roll Call to Announce Name of Participating Board Members and to Identify Who Else is Present with Board Member if Location is Nonpublic**

3. **Approval of Minutes of the January 20, 2026, Administrative Standing Committee Meeting**

4. **Discussion and/or Action Regarding the Bylaws of the Hawai'i Tourism Authority**

5. **Finalized Job Description for the HTA President and CEO**

6. **Discussion of Compensation for the HTA President and CEO**

7. **Timeline for Processing a State Employee for the CEO Position** ***

8. **Adjournment**

*** **Executive Session:** The Board may conduct an executive session closed to the public pursuant to Hawaiʻi Revised Statutes (HRS) § 92-4. The executive session will be conducted pursuant to HRS § 92-5 (a) (2), § 92-5 (a)(4), § 92-5 (a)(8) and §201B-4(a)(2) for the purpose of consulting with the board's attorney on questions and issues pertaining to the board's powers, duties, privileges, immunities, and liabilities; to consider hiring and evaluation of officers or employees, where consideration of matters affecting privacy will be involved; and to discuss information that must be kept confidential to protect Hawaiʻi's competitive advantage as a visitor destination.

If you need an auxiliary aid/service or other accommodation due to a disability, contact Carole Hagihara-Loo at (808) 973-2289 or Carole.m.hagihara@hawaii.gov as soon as possible, preferably no later than 5 days prior to the meeting. **Requests made as early as possible have a greater likelihood of being fulfilled.** Upon request, this notice is available in alternative**/accessible** formats.

In accordance with HRS section 92-3.7, the Hawaiʻi Tourism Authority will establish a remote viewing area for members of the public and board members to view and participate in meetings held using interactive conference technology (ICT). The ICT audiovisual connection will be located on the 1st Floor in the Lobby area fronting the Hawaiʻi Tourism Authority at the Hawaiʻi Convention Center at 1801 Kalākaua Avenue, Honolulu, Hawaiʻi, 96815.

3

Approval of the Minutes
of the January 20, 2026,
Administrative Standing Committee Meeting

Ke'ena Kuleana Ho'opipa O Hawai'i
1801 Kalākaua Avenue
Honolulu, Hawai'i 96815
kelepona tel 808 973 2255
kelepa'i fax 808 973 2253
hawaiitourismauthority.org

ADMINISTRATIVE STANDING COMMITTEE MEETING
HAWAI'I TOURISM AUTHORITY
Tuesday, January 20, 2026, at 1:00 p.m.

Virtual Meeting

MINUTES OF THE ADMINISTRATIVE STANDING COMMITTEE MEETING

MEMBERS PRESENT:	James McCully (Chair), Joel Guy (Vice Chair), Leah Belmonte, Mericia Palma Elmore
MEMBER NOT PRESENT:	Lisa Paulson
HTA STAFF PRESENT:	Caroline Anderson
LEGAL COUNSEL:	John Cole

1. **Call to Order**

   Chair McCully called the meeting to order at 1:10 p.m.

2. **Roll Call to Announce Name of Participating Board Members and to Identify Who Else is Present with Board Member if Location is Nonpublic**

   Ms. Anderson conducted the roll call, and members confirmed their attendance, except for Member Paulson, who was excused.

3. **Approval of Minutes of the November 7, 2025, Administrative Standing Committee Meeting**

   Vice Chair Guy proposed a motion to adopt the minutes, and Member Belmonte seconded it. The motion passed unanimously.

4. **Discussion and/or Action on Policy #100-03 HTA Code of Conduct Policy**

   Chair McCully reminded members that this matter had been discussed at the previous meeting, which had been chaired in his absence by Vice Chair Guy. The Chair noted that the policy was similar to the policy in operation at the time when the Board functioned as a governing board. The policy governed members' conduct and interests, provided clear reminders of Board members' responsibilities, and allowed some latitude in the Board's oversight role. The Chair referred specifically to item 5:

> "The Authority would promote full and strict compliance with all applicable laws and regulatory requirements and expected that all persons covered under this policy would adhere to this standard."

Ms. Anderson projected the policy onto the screen for members' reference, and members confirmed that the policy was visible. Chair McCully referred to policy 1(c) :

> "Board members, in their advisory capacity, [shall discharge their duties in a manner] reasonably believed to be in the best interests of the Authority."

The Chair noted that the basic policy now provided general guidance, with individual elements set out in detail. Under the Board's previous status as an auditing board, this responsibility was explicitly specified in both the Statute and the administrative rules.

After giving an opportunity for further comments or questions, Chair McCully called for a motion to adopt the policy. Vice Chair Guy proposed the motion, and Member Belmonte seconded it.

The Chair urged members to act with alacrity when motions were called, and, in the absence of additional questions or testimony from the public, he called for a roll call vote.

Ms. Anderson conducted the roll-call vote, and the motion was carried unanimously.

5. Discussion and/or Action on Resolution No. 2026-01 Delegation of Authority to Present Policy Positions

Chair McCully reminded members that this had also been discussed at length in the previous meeting. He asked for contributions, and when none were offered, he stated that previously representatives of the HTA had been identified quite narrowly, being limited under the Statute to the CEO and under the Board's rules to the Chair. In a prior resolution, authorization had also been conferred on the Chair of the permitted interaction group (PIG) responsible for legislative interactions.

Chair McCully noted that the current policy provided that the representative would be:

> "…[the HTA's] President and CEO, or its designee, the Advisory Board Chair, Co-Chairs, Vice-Chairs, or their designees, and/or the Chair, Co-Chairs,

> Vice-Chairs of the Advisory Board Standing Committees to represent HTA in communications with executive and legislative branches."

He observed that this effectively included the entire Board, given that there were four standing committees, each with a Chair and Vice-Chair, totaling eight members who could potentially represent the Board to the legislature. The Chair did not consider the presence of multiple voices to be a negative factor, given the Board's advisory function, commenting that a governing board would need to be more circumspect in its representation. He emphasized, however, that members were required to respect the code of conduct that had just been approved.

Chair McCully stated that these resolutions reflected the HTA's priorities and advised members to review the eight bullet points summarizing the HTA's principal interests. He added that members chairing standing committees with particular subject-matter relevance might focus on those areas in their legislative interactions, and that the policy enabled them to inform the legislature that they were representing the HTA Advisory Board.

In the absence of further discussion, Chair McCully called for a motion to adopt the resolution. The motion was proposed by Vice Chair Guy and seconded by Member Elmore.

The Chair invited any public testimony or questions.

Ms. Anderson conducted the roll-call vote, and the motion passed unanimously.

6. Discussion and/or Action Regarding the Advisory Board's Roles and Responsibilities

Ms. Anderson projected the statement of roles and responsibilities on the screen and, in response to a question from Chair McCully, stated that the document had been provided by the Director of the Department of Business, Economic Development, and Tourism (DBEDT) and reviewed by AG Cole.

As defined by SB1571, the roles of the HTA Advisory Board were as follows:

1. Hiring the President & CEO of the HTA;
2. Performance evaluation of the President & CEO;
3. Review and guidance of HTA plans, such as the strategic plan and the destination management action plans (DMAPs);
4. Review of marketing projects and initiatives;

5. Stakeholder engagement;
6. Transparency and accountability;
7. Oversight and advisory role for the tourism authority.

Chair McCully noted that the following page of the document outlined two methods by which the Advisory Board could introduce projects to the HTA, either at the standing committee level or at an Advisory Board meeting. The Chair added that HTA staff could also initiate projects through the appropriate standing committee.

Chair McCully noted that the document also listed the reports to be provided to the Advisory Board by HTA staff, reminding members that the Ways & Means Committee (W&M) had recently held an information hearing.

Agreeing that this was the case, Ms. Anderson stated that W&M had called on the HTA, but the Director and Deputy Director of DBEDT had made presentations.

Chair McCully commented that the HTA was required by law to submit an annual report at the end of each year, and he believed that all Board members should receive a copy. Ms. Anderson responded that Ms. Hagihara-Loo had disseminated the annual report.

Chair McCully asked whether any members had reviewed the 2025 report, noting that a business owner had asked him about the status of the Qrator program initiated in the previous budget year. The Chair asked Ms. Anderson to provide an outline of the Qrator program and its budget for members who might be unfamiliar with it.

Ms. Anderson stated that Qrator was a tourism quality-assurance program unveiled in summer 2024 and developed under contract with Kilohana, with whom she had worked closely. As of August 2025, 83 businesses had been certified. The program was intended to recognize tourism businesses undertaking positive actions for the community and the islands. Businesses could be certified in several areas, including providing excellent service, demonstrating cultural soundness, caring for the environment, and ensuring equity for their workers. The program enabled both visitors and residents to identify businesses that not only provided exceptional services but also contributed positively to the community.

Ms. Anderson stated that, at present, there was no budget to continue the program, although the website remained active, adding that it was hoped that the program would be resumed in Fiscal Year 2027 (FY27).

In response to a question from Chair McCully about Qrator's budget, Ms. Anderson said she would need to consult the records. The Chair commented that the individual who had contacted him had sent an article from *The Beat of Hawaiʻi*, which he understood to be a public-interest website. The article had stated that the Qrator budget was $700,000. Ms. Anderson reiterated that she would need to verify this information.

Chair McCully stated that Qrator had been designed to support small businesses by enabling tourists to identify them. Ms. Anderson added that the program had a website and was intended for all businesses in Hawaiʻi, including Alaska Airlines, restaurants, and smaller tour operators.

Chair McCully referred to an umbrella organization, the Rainforest Alliance, which allowed applicants who met its standards to display its logo on promotional materials, thereby assuring customers that the business behaved ethically and responsibly in relation to agriculture and the environment. The Chair added that the individual who had contacted him had noted that Qrator was no longer active, and that the article had reported the program as frozen and unfunded, despite still being cited as evidence that Hawaiʻi was advancing responsible tourism.

Chair McCully commented that, hearing such concerns, members of an advisory board would appropriately ask staff for clarification regarding the status of the Qrator program. The Chair pointed out that the key question was whether the Qrator program had been mentioned in the HTA annual report and whether the report provided the legislature with sufficient information to avoid misinterpretation based on media reports. Legislators might question the investment in the program and seek to understand the benefits it delivers to the community.

Chair McCully reiterated that this was an example of the type of inquiry Board members could make to obtain explanations from the CEO, commenting that the report submitted to the legislature had not mentioned that Qrator was unfunded or that there were concerns regarding the investment already made. The report had simply stated that the program had successfully certified 83 businesses across all sectors of the visitor industry, thereby suggesting that the program remained active.

Ms. Anderson clarified that the 2025 Annual Report covered the fiscal year from July 2024 to June 2025, noting that the events of concern had not been included in the FY25 report because they occurred in Fiscal Year 2026 (FY26) and would appear in the next annual report. Chair McCully conceded that Qrator had still been active at the time the report was prepared in July 2025, and therefore, the report was accurate. He added that the program was administered by the Kilohana Collective of the Hawaiian Council, which provided reports to the HTA; after which, HTA staff worked closely with them to obtain the necessary documentation. The Chair noted that this was an example of the type of work members of an advisory board might undertake, given that questions had been raised about the precise role of the HTA Advisory Board. He added that he had introduced this example to begin discussion on agenda item 6 and invited comments from members.

Member Elmore stated that, regardless of whether a project originated with staff, a standing committee, or the Advisory Board, the final point of review was always with HTA staff and DBEDT, and that all proposals would ultimately be reviewed by HTA staff. She understood that any proposals brought forward by community members or constituents were required to move through one of these established routes, adding that if a community member approached a Board member with a suggestion, the process would be: committee, standing committee, advisory Board. Citing her museum proposal as an example, Member Elmore explained that the proposal had first been discussed in a committee, then in a standing committee, and then before the Advisory Board, after which it had proceeded to HTA and DBEDT staff.

Member Elmore asked whether standing committee chairs could serve the community effectively, noting that two standing committee meetings intended to review residents' suggestions had recently been cancelled. She asked how residents' suggestions could be considered if committee meetings did not occur, and whether such suggestions could be referred directly to DBEDT, bypassing the committee level.

In reply to a question from Chair McCully as to whether, as Chair of a standing committee, she had been informed of the cancellations and the reasons for them, Member Elmore replied that when the agenda had been circulated, she had been informed that the meeting would not take place.

Ms. Anderson explained that, since the Film Tourism and Sports Tourism Committees were newly established, the Director of DBEDT had indicated that agendas should be shared with him to ensure his approval of the proposed items. Chair McCully reiterated that on submission of the agenda to Dir. Tokioka, the Director had advised that the committee should not discuss the proposed points. Ms. Anderson added that the decision had been preceded by a discussion on the matter.

In response to a question from Chair McCully, Member Elmore stated that she had been informed that the agenda items would not be heard and that the meeting had been cancelled. An entity affiliated with the Hawaiʻi International Film Association had been scheduled to meet with her, and she had postponed that meeting. Commenting that she understood the Board's advisory role and wished to comply with the rules, Member Elmore asked whether this meant that all agendas required Dir. Tokioka's approval, noting that, based on her reading of the governing documents, she did not see such a requirement. She asked whether committee chairs were responsible for setting their own agendas.

Ms. Anderson responded that committee chairs did indeed set their agendas, but because the Film Tourism and Sports committees were new, Dir. Tokioka wished to supervise them, and for this reason, the agendas for the Film Tourism and Sports Committees had been routed through him.

Chair McCully stated that, based on previous board experience, he had concerns about unilateral cancellation of committee meetings by staff, the board chair, or any other agent. He referred to Article V, Committees, Section 1 of the revised bylaws, describing the establishment of committees as follows:

> "All committees may convene, as necessary, to receive information, updates, and recommendations from the Authority's staff and others."

He noted that this was the only language governing whether a committee could or could not meet, adding that a committee chair had the authority to convene a meeting, just as the Board chair had the responsibility to convene Board meetings. Chair McCully believed that a committee chair had the standing to convene a meeting. As Chair of the ASC, he intended to convene meetings as needed to address administrative issues. If the issue concerned the two newly created committees, he suggested discussing it with Dir. Tokioka for clarification. He believed this should be included as an agenda item at an upcoming meeting and asked Member Elmore for her view.

Member Elmore agreed and thanked the Chair for raising the issue. Member Belmonte also agreed, and Chair McCully invited further input.

Member Belmonte stated that it would be helpful for the Chair and vice chair of each committee to schedule meetings in advance with the relevant HTA staff, allowing them to collaborate on the agenda and determine whether the meeting for that month should proceed or be cancelled. She referred to the deadlines for filing agendas. Member Belmonte noted that she and her vice chair, Member Ojiri, had been meeting with Ms. Goo to stay organized, despite the drawback that meetings had to be planned far in advance. They had already scheduled meetings through May. She recommended working closely with the assigned staff member.

Member Elmore thanked Member Belmonte and stated that she and her vice chair had already made a practice of discussing agendas with HTA staff, yet meetings had still been cancelled.

Chair McCully referred to Article IV, Meetings, in the bylaws, which stated that regular meetings could be held for any purpose, and that:

> "Special meetings may be held at any time upon the call of the chairperson or upon the call of any two directors."

He noted that this issue had arisen under the previous Board, when the Chair had either failed to convene committee meetings or prevented them from being held. However, it was clear that under the bylaws already adopted, authority was conferred upon committee chairs to call for a meeting, and any two members could also do so.

Regarding the review process, Vice Chair Guy expressed his appreciation for staff's efforts in outlining the workflow. He noted that he had previously suggested to staff that some ideas had emerged from DMAP meetings, adding that he now had a better understanding of the workflow. Regarding the Qrator program, he stated that he had also read the article to which Chair McCully had referred, but the matter had not been discussed at the previous ASC meeting.

Vice Chair Guy asked whether, following the established process, the sequence should be Standing Committee, then the Committee, and finally the Full Board.

Vice Chair Guy suggested that it might be useful to recommend a presentation or report on the Qrator program to the full Board, as it was difficult to defend the program in the community or in legislative settings. He asked whether this committee was the appropriate venue to make such a recommendation, rather than expecting Ms. Anderson to address the matter spontaneously. He asked about the information staff believed the Advisory Board should have about the program, noting that there were public relations concerns and that a prepared presentation would be valuable.

Ms. Anderson stated that a status report on Qrator could be placed on the agenda for the next advisory board meeting. She explained that a request from a standing committee would typically relate to a new project and commented that a board member could email or call her for an update on an existing project.

Chair McCully acknowledged that the ASC had oversight responsibilities but believed that Qrator fell within the purview of the Hoʻokahua Committee since it related to destination stewardship. Ms. Anderson agreed with this analysis.

Noting that neither the Chair, Ms. Paulson, nor the Vice Chair of the Hoʻokahua Standing Committee (HSC) was present, Chair McCully commented that there had been previous discussions about presentations to the legislature, and he believed that Qrator was a program for which HTA staff requests for resources would be supported. He added that this was a good example of advisory board engagement, whether through the appropriate standing committee, through the full Advisory Board, or individually as a chair or vice chair in legislative discussions.

Expressing concern about timing, Ms. Anderson noted that the issue could be discussed first in HSC and before being referred to the full Board, or it could go directly to the Board for a status update.

Chair McCully agreed that any acceleration of the process would be welcome, given that the legislative session was scheduled to begin the following day.

In response to an inquiry from the Chair, Vice Chair Guy stated that he had seen the article previously discussed, although it had not been raised at the previous meeting he had chaired.

Ms. Anderson stated that the total budget for the development and implementation of the Qrator program had been approximately $750,000 in FY25.

Chair McCully reminded members that the committee's purview was to amend the administrative rules of the HTA, and the core document would be the staff handout under discussion, stating that information obtained from the Director of DBEDT and the HTA staff would serve as the floor, but not the ceiling. The ASC might choose to address broader or narrower interests as needed.

Ms. Anderson reviewed the list of reports to be submitted to the Advisory Board by HTA staff regularly, noting that the quarterly procurement status report would fulfil Chair McCully's request to be kept informed of payment status.

The list of reports was as follows:

1. CEO Report of Staff's Activities
2. Quarterly Financial Reports
3. Quarterly Procurement Status Report

4. Quarterly Market Reports

Chair McCully recalled that Ms. Chun from the DBEDT research department had previously presented a report at board meetings and asked whether this practice would continue. He suggested that Ms. Chun could be allotted a specific amount of time to present a report at the Advisory Board meeting, and Ms. Anderson agreed.

Chair McCully added that Ms. Chun could determine which information to present from the voluminous data available to her, and Ms. Anderson commented that HTA staff would work with her. Chair McCully commented that such a report could constitute some of the most valuable minutes spent in Board meetings, as it would provide the granular data that Board members needed. He added that this would be the fifth reporting requirement for advisory board meetings.

Chair McCully asked whether there were any testimonies or questions from members of the public, and Ms. Anderson reported that someone had inquired about the status of the Chief Stewardship Officer position. She stated that paperwork was being processed through DBEDT to request that the position be filled, adding that approval rested with the Director, although the timeline remained uncertain.

Chair McCully asked Ms. Anderson to report this information at the Advisory Board meeting the following week.

Referring to the annual report, Ms. Anderson stated that Ms. Hagihara-Loo had sent it to Board members on January 9, 2026.

Chair McCully noted that no roll-call vote was required for this item, as it was for discussion only, and reminded members that, in the future, the reports specified in the document would be submitted to Advisory Board meetings on a recurring basis.

The Chair informed members that they were now moving to Agenda Item No. 7, and that the discussion would take place in Executive Session.

In response to an inquiry from the Chair about AG Cole, Ms. Anderson replied that he was not available and stated that the purpose of the Executive Session was to address personnel matters. She informed members that the Zoom link for the Executive Session would be sent to all members.

The committee members left the public meeting at 1:58 p.m. to join the executive session.

7. Discussion and/or Action on the HTA President and CEO Search***

[Executive Session]

8. Adjournment

The committee members returned to the public session at 2:49 p.m.

Chair McCully reported that during the executive session, the committee members discussed the HTA President and CEO search, which was to be an agenda item at the January 29, 2026, HTA Advisory Board meeting. The Advisory Board would discuss the CEO's roles and responsibilities in light of recent amendments to the legislation.

Chair McCully adjourned the meeting at 2:50 p.m.

Respectfully submitted,

Sheillane Reyes

____

Sheillane Reyes
Recorder

4

Discussion and/or Action Regarding the Bylaws of the Hawai‘i Tourism Authority

BYLAWS
OF THE
HAWAI‘I TOURISM AUTHORITY

[Historical Note: The Bylaws were adopted on November 4, 1998, and amended on November 28, 2001, February 10, 2005, January 27, 2011, June 30, 2011, August 22, 2012, August 8, 2014, July 9, 2015, February 28, 2019, and November 18, 2021.]

ARTICLE I – DEFINITIONS

Section 1. As used in these Bylaws:

“Authority” means the Hawai‘i Tourism Authority established by chapter 201B, Hawaii Revised Statutes.

“Board” means the advisory Board of Directors authorized to be the governing body or the head of the Authority under chapter 201B, Hawai‘i Revised Statutes.

“Temporary Absence” means a leave of absence of 180 days or less.

ARTICLE II – NAME

Section 1. Name. The official name of the Authority shall be “Hawai‘i Tourism Authority”.

Section 2. Office and Place of Meeting. The office of the Authority shall be at 1801 Kalākaua Avenue, Honolulu, Hawai‘i, but the Authority may hold its meetings at such places as may be designated by the Chairperson or President & CEO. This may include holding meetings virtually through the use of technology.

ARTICLE III – OFFICERS

Section 1. Election and Term of Officers. The officers shall be the Chairperson and one or more Vice-Chairperson(s). The officers shall be elected by the Advisory Board of Directors from among its members and shall serve until their successors are duly elected. Officers may be elected by a majority of the Advisory Board at any regular or special meeting. All officers shall be subject to removal at any time without cause by the Advisory Board of Directors. The Advisory Board of Directors may, at its discretion, elect acting or temporary officers and may elect officers to fill vacancies occurring for any reason whatsoever, and may limit or enlarge the duties and powers of any officer elected by it. If at any time the office of Chairperson becomes vacant for any reason and the Advisory Board is unable to elect a Chairperson by majority vote of the Advisory Board for more than 30 days, the President and CEO shall appoint a Board Member to that office until the Advisory Board elects a replacement. During such vacancy, any Vice Chairperson may assume the powers and duties of the Chairperson for the purposes of scheduling and running any regular or special meeting.

Section 2. Chairperson. The Chairperson shall preside over all meetings of the Advisory Board of Directors. The Chairperson shall have general charge and supervision of the Board of Directors and shall perform such duties as are incidental to the office or are required or delegated by the Advisory Board of Directors.

Section 3. Vice-Chairperson. In the absence of the Chairperson, a Vice-Chair person shall perform the Chairperson's duties. A Vice-Chairperson shall also perform all other duties assigned by the Chairperson or by the Advisory Board of Directors.

ARTICLE IV – MEETINGS

Section 1. Annual Meeting. An annual meeting may be held each year at such time and place as the Advisory Board of Directors determines for the purposes of electing officers and transacting such other business as may come before the meeting. The Advisory Board of Directors may dispense with the annual meeting by unanimous consent.

Section 2. Regular and Special Meetings. Regular Meetings for any purpose may be held once a month. Special Meetings may be held at any time upon the call of the Chairperson or upon the call of any two Directors.

Section 3. Parliamentary Procedure. Except as otherwise provided by statute or these Bylaws, the most recent edition of Robert's Rules of Order shall govern procedural questions that may arise at a meeting.

Section 4. Action of the Board. Any action of the Advisory Board shall require the affirmative vote of seven Board Members (and not of Board Members present at any meeting). Roll call votes are optional, unless requested by any two Directors, the Chairperson, or any Board Member running such meeting. The minutes shall reflect any abstention and negative vote by any Board Member for any voting matter, regardless of whether a roll call vote is taken.

ARTICLE V – COMMITTEES

Section 1. Establishment. The Board, with the approval of the President and CEO, may establish any committee to assist the Advisory Board of Directors on any matter related to its powers, duties, and responsibilities. A committee may be established and be terminated at the discretion of the Advisory Board, with the approval of the President and CEO. The Board shall appoint a committee chairperson and at least one vice-chairperson to head any committee and appoint any voting members to the committee. All Board members are members of all committees, but only those members appointed as voting members of a committee may vote at committee meetings. Board members who are not appointed as voting members of a committee may attend committee meetings as ex-officio non-voting committee members. All committees may convene, as necessary, to receive information, updates, and recommendations from the Authority's staff and others. The Advisory Board shall not delegate authority to any Committee that may bind or otherwise obligate the Authority. Any actions taken by a Committee shall be considered recommendations to the Advisory Board.

Section 2. Branding Standing Committee. There is established a Branding Standing Committee that shall be responsible for the strategic review, evaluation, and recommendations on the Authority's branding and marketing initiatives, programs, and/or activities that support the Authority's vision, mission, and strategic objectives, with a particular focus on destination branding, meetings, conventions, and incentive (MCI) business.

Section 3. Administrative Standing Committee. There is established an Administrative Standing Committee that shall be responsible for coordinating the search for and recruitment of a nominee to serve as the President and Chief Executive Officer of the Authority. The committee shall also provide recommendations to the Board for the terms to be included in the President and Chief Executive Officer's employment contract, and recommendations relating to the evaluation of their performance. The committee shall also periodically review the bylaws and, when necessary, make recommendations to the Board for their amendment. The committee shall also be responsible for providing guidance on matters relating to legislative and governmental affairs.

Section 4. Hoʻokahua Hawaiʻi Standing Committee. There is established a Hoʻokahua Hawaiʻi Standing Committee to provide strategic guidance on destination stewardship, the perpetuation of Hawaiian culture, the development and enhancement of visitor experiences, workforce development, and the creation and implementation of the HTA Strategic Plan, Destination Management Action Plans (DMAPs), and the state Tourism Functional Plan. The committee will consider community priorities and visitor industry needs, and assess the social and economic impacts of tourism

Section 5. Sports Tourism Committee. There is established a Sports Tourism Standing Committee for the purpose of advancing Hawaiʻi's position as a premier destination for sports-related travel and events. The committee provides strategic guidance on initiatives that leverage sports tourism to drive economic impact, enhance the destination's brand, support local, national, and international partnerships, and foster community benefits.

Section 6. Film Tourism Committee. There is established a Film Tourism Standing Committee that shall be responsible for guiding initiatives that promote Hawaiʻi as a film tourism destination through film, television, and integrated marketing, fostering economic development, and ensuring authentic representation of the state.

Section 7. Quorum; Voting. A majority of the voting members appointed to a committee shall constitute a quorum to conduct a meeting. An affirmative vote of a majority of the voting members appointed to the committee shall be necessary to adopt any action of the committee.

ARTICLE VI - PRESIDENT & CHIEF EXECUTIVE OFFICER AND STAFF

Section 1. President & Chief Executive Officer. The Advisory Board of Directors shall submit the name of a nominee to the Governor to serve as the President & Chief Executive Officer, who shall be appointed with the advice and consent of the Senate for a term set by the Advisory Board pursuant to a written contract. The President & Chief Executive Officer shall serve as the chief executive officer of the Authority and shall be directly responsible for the day-to-day operations of the Authority, including control of and responsibility for the execution of the Advisory Board's policies, the administration of the Authority's affairs, and the supervision of its staff. At each meeting of the Advisory Board, the President & Chief Executive Officer shall furnish the Advisory Board with such information as shall be necessary to effect the purpose of the Advisory Board and for the proper administration of its affairs.

Section 2. Authority; Staff. The President & Chief Executive Officer may appoint, in accordance with applicable personnel laws, subordinate staff members to assist in the administration of the Authority's affairs.

Section 3. Vacancy in Office. A temporary absence of the President & Chief Executive Officer shall be filled in the following manner:

(1). The Chief Administrative Officer shall serve as the Acting President & Chief Executive Officer until her or his return. In the event the Chief Administrative Officer is unable to serve, the Chief Brand Officer shall serve as the Acting President & Chief Executive Officer until the return of either the Chief Administrative Officer or the President & Chief Executive Officer. In the event the Chief Brand Officer is unable to serve, the Vice President of Finance shall serve as Acting President & Chief Executive Officer.

ARTICLE VII – MISCELLANEOUS

Section 1. Expiration of Board Member's Term. Unless otherwise provided by law, the term of a Board member shall expire upon the failure of the member, without valid excuse, to attend three consecutive Regular Meetings duly noticed to all members of the Advisory Board and where the Advisory Board failed to constitute quorum necessary to transact business. The Chair or Vice Chair of the Advisory Board shall determine if the absence of the member is excusable. The expiration of the member's term shall be effective immediately after the third consecutive unattended meeting and unexcused absence.

Section 2. Inspection of Bylaws. The Authority shall keep in its principal office the original or a copy of the Bylaws and its amendments, certified by the chairperson, which shall be open to inspection by the members and by the general public at all reasonable times during office hours.

Section 3. Amendments. The Bylaws may be amended or repealed by a vote of a quorum of members of the Advisory Board of Directors.

Section 4. Deposits, Checks, and Investment of Fiscal Accounts. (a) Unless otherwise provided by law or by a specific provision of these Bylaws, the duly appointed Chief Executive Officer, Chief Administrative Officer, Chief Brand Officer, Chief Stewardship Officer, Vice President of Finance, and the Fiscal/Budget Officer of the Authority, cumulatively designated and referred to herein as “fiscal accounts officers” shall have the charge and custody of and be responsible for the management of all the fiscal accounts opened or maintained on behalf of the Authority, as a public entity of the State of Hawaiʻi, including the following specifically delegated authority:

(1) Receive and give receipts for moneys appropriated or due and payable to the Authority from any source whatsoever, and deposit all such moneys in the name of the Authority in such banks, trust companies, depositories, or financial institutions as may be selected by the Authority;
(2) Execute and issue all checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Authority;
(3) Promptly deposit all funds of the Authority not otherwise employed or expended by the Authority to the credit of the Authority in such banks, trust companies, depositories, or financial institutions as may be selected by the Authority;
(4) Enter into any contract or execute any instrument on behalf of the Authority to manage and to provide for the safe and secure investment of deposited funds of the Authority through the purchase of investments and the sale or redemption of invested funds, including the execution of any instrument related to any investment sweep service provided by a financial institution; and,
(5) Any authority specifically delegated by the Advisory Board or authorized by law.

(6) Any depository or investment agreement or instrument, and any check, draft, instrument, or orders for the payment of money, notes, or other evidences of indebtedness in the name of the Authority shall be executed by any two of the fiscal accounts officers.

The undersigned do hereby certify that these Bylaws, as amended, of the Hawaiʻi Tourism Authority were duly approved and adopted by the Advisory Board of Directors on _____________.

Hawaiʻi Tourism Authority
State of Hawaiʻi

____
Vice Chairperson Advisory
Board of Directors
Hawaiʻi Tourism Authority

____
Vice Chairperson Advisory
Board of Directors
Hawaiʻi Tourism Authority

APPROVED AS TO FORM:

____
Interim President & Chief Executive Officer
Hawaiʻi Tourism Authority

____
Deputy Attorney General

5

Finalized Job Description for the HTA President and CEO

STATE OF HAWAIʻI
POSITION DESCRIPTION

I. IDENTIFYING INFORMATION

Class Title:	HTA President and Chief Executive Officer
Position Number:	124306
Department:	Business, Economic Development, and Tourism
Division:	Hawaiʻi Tourism Authority
Branch:	N/A
Section:	N/A
Unit:	N/A
Geographic Location:	Oʻahu

II. INTRODUCTION

The position of President and Chief Executive Officer (CEO) is offered by the Hawaiʻi Tourism Authority (HTA), which is administratively attached to the State Department of Business, Economic Development, and Tourism (DBEDT). The HTA was established by Act 156, Session Laws of Hawaiʻi, 1998 (Chapter 201B, HRS), and delegated the general statutory responsibility for managing, marketing, stewardship, and supporting the tourism industry for the State of Hawaiʻi, and to also manage the marketing, operations, usage, and maintenance of the Hawaiʻi Convention Center.

As the lead organization and advocate for the tourism industry in the State of Hawaiʻi', the HTA formulates and implements:

- Short and long-range tourism policies and plans;
- Interfaces and communicates with the Governor, DBEDT Director, Advisory Board of Directors, Legislators, as well as other applicable state and county agencies;
- Advises the private sector and coordinates tourism-related activities among all agencies;
- Conducts research related to market development;
- Creates and maintains a Destination Management Plan that incorporates community outreach and feedback;
- Establishes public informational programs; and
- Monitors and addresses complaints.

The HTA is responsible for the development, management, and coordination of plans that are approved by HTA's Advisory Board of Directors, the Governor, and the DBEDT Director, aimed at ensuring a sustainable tourism economy and achieving the state's vision for tourism to:

- Honor Hawaiʻi's people and heritage;
- Value and perpetuate Hawaiʻi's natural resources;
- Engender mutual respect among all stakeholders;

- Support a vital and sustainable economy; and provide a unique, memorable, and enriching visitor experience.

The President and CEO is responsible for executing the policies and directives of HTA's Advisory Board of Directors, the Governor, and the DBEDT Director. This role involves managing HTA's operations by planning, organizing, directing, coordinating, and reporting on its activities.

III. MAJOR DUTIES AND RESPONSIBILITIES

A. Administrative Management 55%

Relationships and Transparency

1. **State Government**: Represent the HTA in open and transparent communication with the Governor, the Director of the Business, Economic Development and Tourism (DBEDT), and the Legislature. Attend hearings and provide annual tourism briefings to keep the Legislature informed about the industry and its market conditions. Develop relationships with the appropriate Federal, State, and County agencies.[1]

2. **Advisory Board of Directors**: Schedule, develop the agenda for, and attend meetings of the HTA's Advisory Board of Directors. Provide the Board with information, comments, and recommendations on various subjects concerning HTA. [1]

3. **Community and Industry Relations:** Understand the culture and maintain relationships with our island communities. Foster close working partnerships with both public and private organizations that support the attraction, development, and sustainability of tourism in Hawaiʻi. [1]

4. **Public Relations**: Inform the public about HTA and address both private and public groups to share information and gather comments and suggestions. [1]

5. **Procurement**: Oversee and direct, as necessary, the preparation of requests for proposals, solicitations for bids, and other activities related to acquiring professional services. Evaluate the responses received and make recommendations to the HTA's Advisory Board of Directors regarding the acceptance or rejection of these proposals and bids. Direct the drafting of requests for services, memoranda of understanding, and contract documents. Develop Key Performance Indicators to measure and monitor the effectiveness of contractors and programs. This will guide the Advisory Board and staff in addressing the key parameters when considering contractors and projects. [1]

Industry Knowledge and Procedures **40%**

6. **Contract Negotiations:** Represent HTA in contracts and negotiations with entities, such as destination marketing businesses. [1]

7. **Accessibility**: Understands airlines' route development and maintenance, as well as cruise ship port scheduling and itineraries.[1]

8. **Direct Studies**: Guide staff and consultants in developing or analyzing proposals, including assessing economic feasibility, financing requirements, and the associated costs, benefits, and risks of specific projects or proposals. [1]

9. **Program and Resource Management**: Oversee the development of critical path analysis, establish work schedules, and allocate resources to implement programs and projects approved by HTA's Advisory Board of Directors. [1]

10. **Program Evaluation**: Participate in identifying problems, issues, objectives, and criteria for evaluating the effectiveness of contracts and programs as approved by HTA. Provide policy recommendations for appropriate actions to revise programs. [1]

11. **Administration:** Oversee HTA's business operations, including:

    a. Direct the drafting and updating of HTA's bylaws, administrative rules, and development rules; [1]

    b. Develop internal policies and procedures that govern staff work; [1]

    c. Develop and implement approved budgets for HTA's operations and projects; [1]

    d. Ensure the development of expenditure plans, accounting protocols, internal controls, and cash flow management; [1]

    e. Oversee the development of office systems to manage and maintain HTA's correspondence and records; [1]

    f. Lead the preparation of periodic and special reports, including HTA's annual report for the Governor and Legislature; [1]

    g. Direct the preparation of public notices and advertisements; [1]

    h. Maintain custody of HTA's personal property and oversee the preparation of periodic inventories; [1]

i. Coordinate fiscal business management matters with DBEDT's Fiscal Office and with relevant state agencies; [1]

j. Initiate and oversee any additional activities necessary for the proper operation of HTA. [1]

12. **Personnel Management**: Oversee the personnel of HTA, which includes:

    a. Making recommendations to the HTA's Advisory Board of Directors regarding the hiring of staff and consultants; [1]
    b. Providing orientation and training to staff; [1]
    c. Maintaining discipline; [1]
    d. Evaluating the performance of subordinates; [1]
    e. Resolving grievances; [1]
    f. Approving leave requests; [1]
    g. Coordinating appointments and other personnel actions. [1]

13. **Travel**: Travel is required for attending meetings, conferences, and other forums as designated by the HTA. [1]

B. <u>Other Responsibilities</u> 5%

1. Carry out additional tasks assigned by the HTA's Advisory Board of Directors [1]

Essential Functions

<u>Reasons:</u>

[1] The performance of this function is the reason that the job exists.
[2] The number of other employees available to perform this function is limited.
[3] The function is highly specialized, and an employee is hired for specialized expertise or the ability to perform it.

Evidence Used in Determining Essential Functions Considered:

The following evidence was considered in determining the essential functions of the position:

The time required to perform the function, the potential consequences of not requiring an employee to perform a particular task, the work experience of those currently in similar roles, and the nature of the work operations within the organization's structure.

Supervises:

Position No.	**Title:**
124317	HTA Chief Brand Officer
124309	HTA Chief Administrative Officer

124308	HTA Chief Stewardship Officer
124313	HTA Vice President of Finance
124310	HTA Executive Assistant & Board Liaison
124311	HTA Public Affairs Officer

IV. CONTROLS OVER THE POSITION

A. Supervisor:

The Governor and the Director of the Department of Business and Economic Development

B. Nature of Supervisory Control Exercised Over the Work.

1. Instructions Provided.

The incumbent of this position works under the general direction of the Governor and the Director of the Department of Business and Economic Development. They are expected to carry out work assignments with general supervision and will not require specific instructions for each task. The individual is expected to exercise independent judgment while carrying out their responsibilities.

2. Consults and Receives Guidance

The HTA's Advisory Board will provide input and guidance in areas such as:

- Selection of the HTA's President & CEO
- Subject Standing Committees:
  - Administrative
  - Branding
  - Sports
  - Ho'okahua Hawaii
  - Film Production Tourism

3. Assistance Provided.

Supervision is minimal and consultative. The individual in this position operates under broad and extensive guidelines, exercising discretion and judgment in fulfilling their duties and responsibilities of the HTA. The employee independently manages all aspects of the work but will inform the Hawaiʻi Tourism Authority's Advisory Board of Directors if unforeseen events or circumstances necessitate significant changes to goals, objectives, or priorities.

3. **Review of Work.**

In accordance with clear directives from the Governor and/or the Director of DBEDT, as well as consultations with the HTA's Advisory Board of Directors, the employee has the authority to make commitments, provided that the commitments align with existing policies and directives, and they are subject to the constitutional and statutory mandates outlined in all applicable State, Federal, and County laws, rules, and directives.

C. <u>Nature of Available Guidelines Controlling the Work.</u>

1. **Policy and Procedural Guides Available.**

The guidelines encompass a wide range of legal standards and requirements, along with statewide government executive and administrative policies, procedures, and objectives. This includes the HTA's enabling statutes found in the Hawai'i Revised Statutes, Chapter 201B, and its implementing rules, policies, and procedures. Additionally, these guidelines adhere to other applicable State, Federal, and County laws, rules, and directives.

2. **Use of Guidelines.**

Procedural guidelines may address specific technical aspects of the work. Employees must understand and apply such guidelines.

V. MINIMUM QUALIFICATIONS

A. Knowledge:

Knowledge of the hospitality and travel industry, including unique distribution channels for Hawai'i, such as travel retailers, wholesale tour operators, and airlines; experience in the Asia/Pacific market, particularly in Japan, along with a solid understanding of Hawaiʻi's economic structure.

B. Skills and Abilities:

Strong written and oral communication skills; ability to communicate effectively with the general public, legislators, government employees and agencies, community members and organizations, as well as stakeholders and partners in the tourism industry, and partners in the tourism industry related to destination marketing. Capable of establishing and maintaining positive working relationships with the staff, the Advisory Board of Directors, and the general public.

C. Education:

Undergraduate degree from an accredited four-year college or university, or equivalent executive-level experience.

D. Experience:

Over 15 years of experience as an administrator, focusing on fiscal and personnel management and developing organizational culture development in a leadership role.

E. Required Licenses, Certificates, etc.:

Valid Hawai‘i Driver’s License

VI. DESIRABLE QUALIFICATIONS

Refer to Minimum Qualifications

VII. TOOLS, EQUIPMENT, AND MACHINES

Office tools and equipment include personal computers, peripheral devices, software, calculators, telephones, scanners, copiers, fax machines, and other related office machines and tools.