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ADMINISTRATIVE STANDING COMMITTEE MEETING OF THE HAWAIʻI TOURISM AUTHORITY

VIRTUAL MEETING

Friday, November 7, 2025, at 2:00 p.m.

Meeting will be live streaming via Zoom.

https://us06web.zoom.us/j/87024258677

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.

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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 Hawaiʻi 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 October 20, 2025, Administrative Standing Committee**

4. **Discussion and Action Regarding the Advisory Board's Roles & Responsibilities**

5. **Discussion and Action Regarding the Charter of the Administrative Standing Committee**

6. **Discussion and Action Regarding the Draft Bylaws of the Hawaiʻi Tourism Authority**

7. **Discussion and Action on the CEO Search**

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 3 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.

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Approval of the Minutes
of the October 20, 2025,
Administrative Standing Committee Meeting

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ADMINISTRATIVE STANDING COMMITTEE MEETING
HAWAIʻI TOURISM AUTHORITY
Monday, October 20, 2025, at 10:00 a.m.

Virtual Meeting

MINUTES OF THE ADMINISTRATIVE STANDING COMMITTEE MEETING

MEMBERS PRESENT:	James McCully (Chair), Joel Guy (Vice Chair), Leah Belmonte, Mericia Palma Elmore, Lisa Paulson
NON-VOTING MEMBERS PRESENT:	Troy Lazaro, Danny Ojiri
HTA STAFF PRESENT:	David Uchiyama, Talon Kishi, Amalia Kartika
GUEST:	Dir. James Tokioka
LEGAL COUNSEL:	John Cole

1. **Call to Order**

Chair McCully called the meeting to order at 10:03 a.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**

Mr. Uchiyama conducted the roll call, and members were confirmed in attendance by themselves.

3. **Approval of Minutes of the April 7, 2025, Administrative & Audit Standing Committee Meeting**

Member Paulson proposed a motion to approve the minutes, and Member Belmonte seconded it. Vice Chair Guy clarified that this committee was approving the minutes even though the current members had not attended the meeting held on April 7, 2025. AG Cole confirmed that the members of this committee were permitted to approve the process for the minutes from the April 7, 2025, meeting, and that it was not necessary for the current members to have attended the meeting. The motion passed unanimously.

4. Discussion and Action Regarding the Charter of the Administrative Standing Committee

Chair McCully characterized the description of the Administration and Audit Standing Committee (AASC) as very limited. He noted that committee members had been provided with copies of the draft bylaws developed by HTA staff, which limited the AASC to oversight of the recruitment, hiring, and contract terms of the HTA President/CEO.

The Chair added that he had asked staff to include the previous bylaws in the information packet. Members would note that role of the AASC within the HTA Board had previously been more highly developed. The AASC had formerly been responsible for the bylaws, which was described as policies, with the additional tasks of reviewing existing policies and making recommendations to amend, modify, create, or replace existing policies relating to the administration of the HTA. The AASC also established criteria for selecting the President/CEO, and this remained its responsibility.

Chair McCully noted that the AASC had formerly been responsible for the proper execution of internal audit controls by consulting with the external auditors to determine whether internal controls had been properly executed, as well as to ensure that financial statements were accurate, had been prepared in a timely fashion, and properly reported necessary financial information. The AASC had also formerly been responsible for establishing and enforcing a code of conduct to guarantee the financial integrity of HTA's management of public funds. In addition, the AASC had also been responsible for matters relating to legislative and governmental affairs.

Chair McCully commented that the former bylaws had been quite extensive, and he wanted the committee to discuss which aspects of these policies should be carried forward under the descriptor of an advisory Board. He gave an example of the powers of audit in relation to the status of the HTA Board as an advisory Board rather than a policy or a governing Board. He invited committee members to address questions to himself, to AG Cole, or to Member Paulson, who had been a member of the previous HTA Board.

Member Paulson asked AG Cole to clarify whether, now that the HTA Board's role was advisory, oversight of audits was no longer necessary.

AG Cole responded that any possible oversight would be the responsibility of the President/CEO of the HTA, the Director of the Department of Business, Economic Development, and Tourism (DBEDT), or possibly the Governor. AG Cole added that, since the Board was advisory, the CEO could seek the Board's input on this type of issue, but the Board's advice would be optional, not binding. The CEO, the Director, or the Governor would have the choice of approving the Board's advice or of asking the committee to do so.

Member Paulson replied that she had observed a parallel situation with the advisory boards of non-profit organizations, where all administrative decisions fell to the CEO, and the Board had oversight only of the CEO's status and reviews. She concluded that audit responsibility should be removed from the purview of the Board and the AASC.

Chair McCully thanked Member Paulson for her contribution and suggested that, to simplify the discussion, the topic be broken into segments. Since there were no other comments or questions on this topic, the Chair commented that, after further discussion with AG Cole, he would report to the full Board that the AASC would not assume any audit responsibilities.

Chair McCully pointed out that this now raised the question of who would have oversight of the Board on an advisory basis and how oversight capacity would be established. Noting that the role of boards in the past had been to provide input and oversight, the Chair was concerned to define how this role could be established in the future and had discussed this issue at length with AG Cole before the present meeting.

Chair McCully stated that one of the AASC's main roles was legislative and governmental affairs, which had always been a key element in HTA Board matters. He asked for comments on the question of whether there was a role for the Board in interactions with the Legislature, or whether this was the sole responsibility of the CEO. He noted that if the latter were the case, the only basis for the Board's interaction would be through personal connections with members of the Legislature.

Member Paulson responded that she believed that the advisory Board should have the responsibility to review and comment on the government relations packet that was to be presented to the Legislature. She agreed that it was also necessary to define the role of the HTA Board, since the Board had previously been criticized for ignoring permissible and impermissible activities in its engagements with the Legislature. Member Paulson commented that a clear definition of the Board's new role was essential.

Chair McCully asked Mr. Uchiyama to keep track of members who wished to speak.

Referring to Member Paulson’s comments about clarification and seconding them, Member Elmore believed that it was important for new members to be aware of previous actions of the HTA Board, and to understand the limits of the Board’s interactions. Member Elmore referred to the recent meeting of the Film and TV Standing Committee and commented that Board members, if allowed, could provide information from their respective fields. She suggested that there might be issues where Board members could supply information if permissible, and this would be an area where communication would be in order.

Chair McCully thanked Member Elmore and asked for Dir. Tokioka’s comments.

Dir. Tokioka reported that he and the Chair had engaged in a lengthy discussion the previous week about the AASC's responsibilities. The Director recalled that he had requested that the Governor retain former Board members, such as Chair McCully and Member Paulson, because their institutional knowledge and understanding of the historical context of the legislative intent behind SB1571 made them indispensable.

Dir. Tokioka observed that over the past eight to ten years, the Legislature had gradually withdrawn responsibilities from both the HTA itself and the HTA Board, particularly in areas such as procurement and oversight. He clarified that this comprehensive restructuring had not been internally initiated, but was legislative in origin, mainly stemming from a perceived erosion of trust.

Dir. Tokioka expressed confidence in the current twelve-member Board, stating that he had worked with almost all the members and recalling a recent official trip to Osaka during which he and Member Ojiri had held several discussions, during which Member Ojiri had taken detailed notes.

Dir. Tokioka stated that he was committed to ensuring that Board members had meaningful responsibilities and opportunities to contribute. However, he stressed the importance of safeguards, reiterating his statement at a meeting held before the swearing-in of new members that although legislative testimony and discussions were integral to the Board’s role, they must be coordinated. He cautioned that in the past, certain members had created internal conflicts by pursuing independent agendas that were contrary to the organization’s official policies. These issues had been witnessed firsthand by Chair McCully and Member Paulson. While Dir. Tokioka did not believe such behavior would recur with the current Board, he emphasized the need to prevent similar occurrences.

Referring to Chair McCully’s comment, Dir. Tokioka acknowledged that many Board members had established relationships with legislators, and this was part of the rationale for their appointments. He stressed that while these relationships should be leveraged, all communications with legislators must be routed through the HTA administration to ensure consistency and alignment with organizational policy.

The Director added that the practice of Board members directly contacting their respective representatives or senators without coordination had been one of the factors contributing to previous organizational challenges. He warned committee members that such actions could jeopardize the Board's integrity and potentially lead to the Legislature's dissolution of both the Board and the HTA. However, Dir. Tokioka stated that both AG Cole and Mr. Uchiyama could attest to the organization's transformation.

The Director recalled that during the first meeting of the current Board, he had encouraged members to submit ideas, and within a week Member Elmore submitted a proposal, which the Director reviewed and forwarded to the leadership of the State Foundation on Culture and the Arts. This proposal explored the possibility of initiating a project at Capitol Moden, a facility that housed both a museum and the DBEDT offices. The Director added that development of this proposal would involve a review by the HTA Board, followed by submission to DBEDT. Given DBEDT's oversight of multiple agencies, the Director could route the proposal to the Hawaiʻi Film Office for potential implementation. This was an example of the type of initiative that could be realized under the current Board structure.

Dir. Tokioka also referred to his trip to Osaka with Member Ojiri, during which they met with representatives from the Hankyu Department Store and developed a concept aimed at a target market segment. Member Ojiri was to continue developing this proposal, which would be circulated to the HTA administration and, if appropriate, to the Hawaiʻi Visitors and Convention Bureau (HVCB). The Director noted that neither of the proposals he mentioned would require significant funding, but each could yield valuable initiatives.

Dir. Tokioka acknowledged the diverse expertise of Board members, noting that Member Paulson was affiliated with the Maui Hotel and Lodging Association, Member Lazaro worked in the hotel industry, and Member Guy was active in photography. The Director emphasized that focusing on rating proposals was an effective way to leverage the Board's collective talent and invited members to consider whether they wished to engage in proposal development or to focus solely on oversight through committee participation, affirming that both approaches were valid. He added that he would address any questions during the course of the present meeting and would repeat his comments to Board members not in attendance.

Chair McCully informed the committee that before each legislative session, the Board had traditionally adopted a resolution delegating authority to present policy decisions, explaining that this practice was supported by Statute 201, which designated the President/CEO as the primary representative of the HTA in communications with the Governor and the Legislature. As a policy and administrative body, the Board would formally grant this authority for the duration of the legislative session through a resolution specifying which individuals are authorized to represent the HTA, typically including the Board Chair. When the Legislature requested testimony or responses from the HTA, the Chair would generally attend, sometimes accompanied by other Board members such as the Chair of the Legislative Permitted Interaction Group (PIG). Chair McCully asked Dir. Tokioka, whether he anticipated that this practice would continue under the current Board.

Dir. Tokioka replied that this was likely to be the case and expressed his intention, with the Board's support, to rebuild the trust that had previously been compromised, acknowledging that this effort would require time, dedication, and active participation. He praised the new Board for its promising start and noted that Member Lazaro's opening protocol had signaled a positive shift. The Director clarified that his remarks were not intended as flattery, but rather as a contrast to his first two and a half years of interaction with HTA Boards, which had been markedly different, and added that, as a long-term Board member, Chair McCully was familiar with its history.

Dir. Tokioka repeated that restoring trust would require patience, particularly from Board members, and cautioned that if the Board reverted to previous patterns of behavior, legislators might interpret such actions as contrary to the intent of SB1571. The Director emphasized the need for vigilance and a clear understanding of each member's responsibilities.

Member Belmonte thanked Dir. Tokioka for his remarks, expressing her agreement and affirming the importance of coordinated legislative engagement. She congratulated members who had already submitted proposals and expressed optimism about the HTA Advisory Board's future.

Vice Chair Guy expressed appreciation for Dir. Tokioka's suggestions regarding Board members' participation. He asked whether the AASC would be involved in reviewing the list of legislative priorities for the upcoming session and whether the committee could support the CEO's representation of the HTA during the session.

Chair McCully directed the question to Mr. Uchiyama, the HTA Chief Administrative Officer (CAO), who was scheduled to attend the first legislative session later that day. Mr. Uchiyama stated that he would need to gather information regarding the proposals to be presented, noting that the Legislature was actively engaged in the process and inviting Dir. Tokioka to provide additional context.

Dir. Tokioka explained that the Legislature would circulate an information packet prior to the start of the session to facilitate coordination of testimony and discussion. He advised Board members to keep abreast of legislative proposals, encouraging them to offer input and engage with their legislative contacts.

Chair McCully noted that during the process of setting the meeting agenda, he had found the materials provided by the Legislature lacking in clarity. His observation was that the relevant law had not undergone significant change, as SB1571 had not substantially altered the provisions of Statute 201B. However, he considered that ambiguity regarding the oversight role of the HTA Board had been introduced by the conversion of the Board from a policy body to an advisory body. The Chair emphasized that the Board's Bylaws would define the scope of its work, adding that while laws, rules, and policies provided structure, individual actions were equally influential.

Chair McCully referred to an example involving staff performance, in which community feedback indicated that certain organizations were not receiving their promised funding. This had led to questions about whether staff were fulfilling their responsibilities, including ensuring that outputs were approved, that procurement procedures were followed, and that bills were paid. The Chair reminded committee members that unpaid bills had posed a significant issue during the previous year.

Chair McCully reminded members that the Board was not a volunteer body in the sense that any interested person was free to serve, but that eligibility to serve required meeting specific criteria. The requirements of a formal selection process followed by an approval process existed to ensure that members provided expertise, and the Chair noted that such expertise, while advisory in nature, often extended into oversight responsibilities.

Chair McCully recalled that the committee had previously agreed that oversight of audit functions would not be included in its charter. However, he emphasized that this decision could be revisited and amended in the future, as the authority to do so remained under Section 201B(3), which had not been altered.

The Chair reiterated that the current discussion pertained to the AASC charter, which would serve as a template for the charters of all other committees within the HTA Board. While each committee would define its own powers, these would be subject to review by the Board's legal advisor to ensure compliance with the law. However, where the law remained silent, committees would have the discretion to define their roles as appropriate.

Chair McCully observed that committee members appeared to support the idea of legislative involvement and requested that AG Cole draft language to amend the relevant bylaw and present it to the Board. Stating that a voice vote was not necessary, Chair McCully asked members to raise their hands if they supported legislative engagement.

Dir. Tokioka pointed out that although Member Ojiri was not a committee member, he was still free to share his thoughts during discussions.

Chair McCully thanked the committee members and confirmed that the legislative component would be incorporated into Section III of the AASC's charter.

Chair McCully raised a procedural question regarding how the committee, as an advisory body, could effectively establish a legislative position, explaining that in the past this had been accomplished through the formation of a legislative PIG whose members, not necessarily drawn from the AASC, had been required to respond swiftly to shifts in legislative sentiment. The Chair urged members to consider how they might respond in the future to potential restructuring of the Board or the dissolution of the HTA.

Inviting further comments on developing a more definitive charter that will eventually serve as the AASC bylaws, Chair McCully thanked members for their contributions to the discussion. Chair McCully asked Mr. Uchiyama whether there were any comments or questions from members of the public taking part in the meeting. Hearing that there were none, he concluded by stating that he would collaborate with AG Cole to prepare a report for presentation to the Board at its next meeting.

5. Discussion and Action Regarding the Draft Bylaws of the Hawaiʻi Tourism Authority

Chair McCully stated that the committee had already addressed this topic and that the next item for discussion would be the bylaws of the other standing committees. The Chair noted that the section of the bylaws dealing with definitions was often overlooked. For instance, a clear definition of the term "advisor" could benefit future Board members who had not participated in the transition from a policy Board to an advisory Board.

The Chair noted several issues that might have been resolved with clearer definitions. For example, the previous language had stated that "the chairperson shall have general charge and supervision," followed by the phrase "as delegated by the Board of Directors." This wording had proven problematic, as the absence of specific delegation had allowed some chairs to assume broad powers at their own discretion.

Chair McCully suggested that committee members might be aware of additional issues that could be addressed through precise definitions as a result of their experience with other boards. The Chair hoped that the AASC would continue reviewing the bylaws to align them with the functions of an advisory Board, and he intended to discuss these matters further with AG Cole before the next meeting.

Chair McCully encouraged members serving on other standing committees, such as the Branding Standing Committee or the Film Production Tourism Standing Committee, to consider whether clearer descriptions of their respective roles and powers would be beneficial. These ideas could be brought to the AASC for review and for potential recommendations to modify, create, or amend the existing policies codified in the HTA bylaws.

Requesting clarification, Member Paulson suggested that, to maintain an action-oriented approach, the Chair consider setting a deadline for submission of comments.

Chair McCully thanked Member Paulson for the suggestion and stated that a report would be presented at the next Board meeting, which was scheduled for the end of October. The Chair proposed that comments be submitted in time for discussion at this meeting, with additional input from all Board members to be collected the following week. These comments would then be incorporated into the AASC meeting scheduled for the second week of November.

Chair McCully concluded that no formal action was required on the matter at that time. In the absence of further comments, the committee proceeded to the next agenda item.

6. Discussion and Action on the CEO Search

Chair McCully explained that in the summer of 2024, the HTA had initiated a contract with Bishop & Co. to search, and by the end of that year, the contractor had submitted a list of applicants they recommended for further consideration after reviewing their applications.

Chair McCully noted that, early in 2025, political factors and a hiring freeze led to the search being postponed, and although the process had since resumed, the matter remained sensitive due to the prolonged delay. The Chair added that it was unclear how many of the original applicants remained available or interested in the position. Dir. Tokioka had occasionally received inquiries from individuals seeking updates on the search, which he had forwarded to Chair McCully.

The Chair had drafted a response letter from the HTA to be sent to the group of applicants recommended by Bishop & Co. and asked whether committee members had reviewed the draft letter. He invited their comments and confirmed that the letter had been made available for public review. In response to a question from Chair McCully, Mr. Uchiyama stated that so far, no comments had been received from the public.

Acknowledging Dir. Tokioka's active role in the process prompted Chair McCully to invite him to provide input.

Dir. Tokioka stated that he had reviewed Chair McCully's draft letter and believed it addressed all necessary points, including the reasons for the delay in hiring. The Director added that this was due to the bill under consideration proposing changes to the pay scale and to the eligibility of the President/CEO to participate in the Employees' Retirement System (ERS) and to receive health benefits, which had not previously been available. Dir. Tokioka confirmed that this bill had now become law, but added that before these changes took effect, it would not have been prudent for the HTA to hire a candidate at a salary exceeding the figures being circulated by the Governor and the Legislature. He asked AG Cole to confirm whether the President/CEO was permitted to receive a salary no more than one thousand dollars less than the Lieutenant Governor, or whether the salary must not exceed that of the Lieutenant Governor.

AG Cole confirmed that this was an accurate statement.

Dir. Tokioka pointed out that it would have been inappropriate to proceed with a hire under terms that contradicted the Legislature's intent, and this was the reason for the postponement of the search. The Director stated that all materials received by his office had been forwarded to Chair McCully and that Chair McCully would circulate the list of applicants to the PIG.

Dir. Tokioka commented that he had received feedback indicating that the position of HTA President/CEO would be challenging, given the events of the past two years, and acknowledged that it would be difficult for the PIG to identify the most qualified candidate, especially as some senior figures in the visitor industry remained uncertain about whether they wished to pursue the role. The Director emphasized that one of the most critical qualifications for the position was the ability to communicate effectively and maintain strong relationships with both the Legislature and the Governor. While the HTA administrative team possessed individual expertise in their respective fields, the President/CEO would need to rebuild trust and guide the organization forward. Dir. Tokioka added that he and Chair McCully were in agreement on this matter.

Chair McCully reminded committee members that the Legislature had specified that the appointment of the President/CEO was the sole responsibility of the HTA Advisory Board. Once the Board selected a nominee and forwarded the name to the Governor, the

Governor was required to transmit it to the Senate, noting that the Board itself had been appointed by the Governor and the HTA operated as an attached agency under the Director of DBEDT, who spoke on behalf of the Governor.

Chair McCully noted that while feedback would be received throughout the process, the authority to select the President/CEO rested with the Board and must be exercised with seriousness since the powers granted to the President/CEO were substantial, as that individual reported solely to the Governor. However, the Board retained the authority to determine the length and terms of service of the President/CEO, making this a critical responsibility. The Chair also reminded committee members that the Legislature had not yet expressed complete confidence in the HTA, and that legislation could be introduced during the current session to eliminate either the Board or the Authority entirely.

Chair McCully posed a final question regarding the integrity of the appointment process. He asked how the Board could proceed in good faith when applicants, by submitting their names for consideration, placed themselves in a vulnerable position within their current employment. He questioned how the Board could conduct interviews in December 2025 and January 2026, only to have the *Star Advertiser* report on January 20, 2026, that bills had been introduced to eliminate the HTA. The Chair asked committee members to consider the implications for the successful applicant if the Board completed the selection process by March 2026, only to be dissolved in May 2026.

Member Paulson asked for clarification on whether new applicants would be accepted.

Chair McCully responded that this decision remained pending, along with the question of whether to initiate a new search, as certain elements of the previous search had expired. He noted that if a new search were to be launched, the Board would need to determine whether a budget would be allocated or whether the search would be conducted through platforms such as LinkedIn. He emphasized the gravity of the situation, stating that the search was for the leader of an agency representing a significant industry in the State and was taking place under the shadow of an existential threat.

Dir. Tokioka commented that the cost of the previous search firm had exceeded $200,000. He expressed reservations about spending an additional $300,000 to identify a candidate, given that the Board already had a pool of applicants. He suggested that the Board could post the opportunity on various platforms and leverage existing networks to identify interested individuals. He acknowledged that Chair McCully would be reviewing aspects of the President/CEO position's job description, but reiterated his belief that it would be inappropriate to allocate another $300,000.

Chair McCully stated that the CEO Search PIG would need to deliberate on that decision, and that the full Board would be responsible for making the final determination and providing direction to the PIG. He noted that such decisions must be made in accordance with the Sunshine Law, which applied to the Board but not to the PIG. The PIG operated without public oversight, as its role was to perform specific tasks, answer questions, or make determinations, and then report its findings to the Board or AASC for public discussion under Sunshine Law. The Chair continued to emphasize that none of the search process would occur outside of public awareness, while acknowledging that this transparency made the process more complex, particularly given the possibility of further legislative reform, amendment, or termination of the Authority.

Member Belmonte inquired about the contract with Bishop & Co., stating her understanding that recruitment firms typically receive a percentage-based fee upon successful placement of a candidate. She asked for clarification on the $300,000 figure and the services rendered by the contractor.

Dir. Tokioka replied that he was uncertain, as he had not been directly involved, since the contract had been overseen by the former Vice President of Finance, Mr. Isaac Choy. The Director explained that he knew only what Mr. Choy had conveyed to him. Dir. Tokioka had contacted Bishop & Co. after the bill establishing the President/CEO's salary and conditions was passed.

Chair McCully apologized for a technical interruption on his computer that had disrupted Dir. Tokioka’s remarks.

AG Cole stated that he had the contract in front of him and reported that the cost incurred to date was slightly under $52,000. Bishop & Co. had been contracted to advertise the position, receive applications, conduct initial vetting and verification of education and employment, perform reference checks, and collaborate with the PIG. The PIG was responsible for narrowing down the applicant pool before forwarding a shortlist of candidates to the full Board for consideration. Bishop & Co. had also been assigned to conduct deeper background checks on the shortlist of applicants selected by the PIG.

Dir. Tokioka apologized for his inaccuracy about the amount of the search contract and asked AG Cole to confirm whether Bishop & Co. had fulfilled all their contractual obligations. AG Cole confirmed that this was the case. Dir. Tokioka explained that, at his request, the contractor had supplied a list of the top 20 applicants instead of the top 10 as originally stated. The contractor had also sent letters to those 20 applicants, inviting them to submit interview requests to Dir. Tokioka’s office, and as of that morning, eight applicants had responded. The Director confirmed that he had forwarded all the applications he had received to Chair McCully.

Referring to Member Paulson's question, Dir. Tokioka stated that the decision ultimately rested with the AASC. Given the time that had elapsed, he believed that it would be appropriate to accept new applicants, but he deferred the decision to the committee.

Chair McCully asked committee members to draw upon their experiences with non-profit or for-profit organizations, particularly in hiring senior executives such as Chief Executive Officers or Vice Presidents. He asked how such a process should be conducted if the Board of Directors were simultaneously considering terminating the division.

Vice Chair Guy commented that upon learning about the committee's role, he had been enthusiastic about the opportunity to help select leadership that would shape the visitor industry and its impact on the community and the State, viewing his involvement in the AASC as a significant opportunity to identify a new President/CEO. He had, however, realized, as discussions progressed, the importance of the legislative relationship and its implications. His perspective had shifted, and he recognized that the selected candidate must possess strong relationships with the Legislature and must be skilled at navigating the legislative environment, particularly given the threat of HTA's potential elimination.

Vice Chair Guy stated that he had not reviewed all the job descriptions used by the search contractor, but suggested that the job descriptions could serve as a tool to build trust with the Legislature, based on the responsibilities assigned to the position. He emphasized that as the search and interview process moved forward, the committee must remain mindful of the Advisory Board's expectations and of the public's and legislators' relationships with the selected candidate. The Vice Chair suggested aligning the hiring process with legislative interests to reduce the risk of HTA's elimination, and reiterated his belief that the job description would shape the narrative surrounding the position.

Vice Chair Guy concluded by affirming Dir. Tokioka's earlier point was that the relationship with the Legislature and the Governor was critical. The Vice Chair had studied the President/CEO's responsibilities, although he had not yet reviewed the job description circulated by the search contractor. He was unsure how closely the job description aligned with the expectations of the Legislature.

Chair McCully stated that it would be beneficial for the next meeting of the AASC to have staff compile the original Request for Proposal (RFP) that had been issued to Bishop & Co., requesting that the compilation include the applicant processing methodology, the scope of work as it related to priorities for the next President/CEO, the evaluation criteria used by the contractor, and whether legislative experience or similar qualifications had been considered among the top two or three criteria.

Upon being asked by Dir. Tokioka, whether he had access to this information, AG Cole replied that the contractor had been required to evaluate applicants against the qualifications outlined in the job description and to produce a shortlist. AG Cole stated that he believed he might have the job description available, and Dir. Tokioka confirmed that he and AG Cole would retrieve the job description.

Chair McCully added that he had spoken with the manager overseeing the CEO search, although the HTA contract was no longer active. The manager had agreed to assist the HTA in better understanding the search process and was willing to provide additional details to the committee, including recommendations on procedural matters, although not on individual candidates.

Dir. Tokioka apologized for having to leave the meeting and expressed his appreciation for the time and input provided by all participants.

Referring to the draft letter previously circulated, Member Belmonte asked whether it had already been sent. Chair McCully responded that the letter remained in draft form to obtain input from the AASC.

Member Belmonte inquired whether a deadline could be established for responses to the letter. Chair McCully explained that the letter had been intentionally drafted to allow for revisions, so that any content deemed unnecessary could be removed, and additional emphasis or clarification could be incorporated.

Chair McCully stated that he intended to forward the letter to the Board as a recommendation from the AASC. After asking AG Cole for his opinion, the Chair expressed his belief that the letter need not originate with the full Board. While the letter was advisory in nature, the Chair asked for guidance on whether it should be sent to all 300 or 400 applicants or only to the final 20 or 30 on the shortlist.

AG Cole responded that the decision rested with the committee, but suggested that while it would be logical to send the letter to those on the shortlist, it might not be necessary to send it to applicants who had not advanced. AG Cole added that he had not yet reviewed the letter due to difficulties in accessing the SharePoint packet.

Chair McCully stated that the letter had been written in a sufficiently neutral manner to allow discussion under the Sunshine Law and confirmed that it contained no information that could compromise or endanger any individual.

In response to a question from Member Elmore, Chair McCully estimated that the shortlist included approximately 20 or more individuals.

Member Elmore recommended sending the letter to all 20 candidates rather than limiting distribution to the top 10. Referring to earlier comments from Vice Chair Guy and Dir. Tokioka, regarding the importance of legislative relationships, suggested that such qualifications might not have been prioritized in the initial shortlist and that the broader list should be reconsidered in light of HTA's current circumstances and the possibility of its dissolution. Member Elmore advocated sending the letter to the broadest version of the shortlist.

Chair McCully thanked Member Elmore and confirmed that he had counted 23 individuals on the confidential shortlist, stating that this list would not be discussed outside a PIG or executive session. However, the general letter remained open for review. He invited members to submit comments via email either to himself or to Mr. Uchiyama, preferably both. He assured them that efforts would be made to refine the letter for distribution to those applicants who had demonstrated patience throughout the process.

Chair McCully asked whether there were any further comments regarding the CEO search. No additional comments were offered.

Chair McCully thanked members for their time and contributions and invited them to share any further concerns or issues via email or cellphone.

7. Adjournment

The meeting adjourned at 11:13 a.m.

Respectfully submitted,

Sheillane Reyes

____

Sheillane Reyes
Recorder

4

Discussion and Action Regarding the Advisory Board's Roles & Responsibilities

STAFF REPORT TO THE BOARD

November 12, 2025

REQUEST: To discuss the Advisory Board's Roles & Responsibilities.

FACTS:

As written in SB 1571, the Advisory Board is charged with several key responsibilities, including but not limited to:

1. **Hiring the President & CEO of HTA**
   The board's primary duty is to recruit, select, and appoint the President & CEO.
2. **Performance Evaluation**
   The board evaluates the performance of HTA's President & CEO based on metrics, KPIs, and state tourism goals, including recommending remediation or changes if necessary.
3. **Review and Approval of HTA Plans**
   The board reviews HTA's strategic plan and Destination Management Action Plans.
4. **Review Marketing Projects & Initiatives**
   The board may review marketing or tourism product development projects under HTA's domain.
5. **Stakeholder Engagement**
   The board may interface with government, community, and industry stakeholders to gain insights to be shared with HTA.
6. **Transparency & Accountability**
   The board ensures HTA operates with transparency, including reporting requirements and performance audits.
7. **Oversight & Advisory Role**
   The board serves in an oversight/advisory capacity to HTA.

DISCUSSION:

The Advisory Board may identify, vet, and guide tourism-promotion or marketing projects. Below is the process:

- Board members would propose or request project ideas they feel have strong promotional or marketing potential (e.g. destination marketing campaigns, pilot programs, new visitor experiences, digital tools, etc.).
- Those ideas would then be presented to the Advisory Board’s respective Standing Committee for discussion, critique, and prioritization.
- If the Advisory Board’s Standing Committee supports the idea/project(s), they would be moved to the full Advisory Board for approval.
- Once approved, the project is further reviewed by HTA and DBEDT leadership, for program alignment, budgetary consideration, and (if appropriate) implementation.

This process provides the Advisory Board a more active, forward-looking role in shaping Hawaiʻi’s tourism future, beyond only hiring the CEO and providing oversight. It encourages collaboration, shared vision, and stronger alignment between DBEDT and HTA’s strategic marketing efforts.

6

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

STAFF REPORT TO THE BOARD
Agenda Item 06

November 12, 2025

REQUEST:

To Discuss the Bylaws of the Hawaiʻi Tourism Authority.

FACTS:

1. On November 18, 2021, the Board of Directors approved the Bylaws of the Hawaiʻi Tourism Authority.

2. On August 28, 2025, draft Bylaws were presented to the Advisory Board of Directors:

    a. The draft Bylaws reflect SB1571, signed into law as Act 132, which designates the HTA Board of Directors as an Advisory Board.

    b. The draft includes suggestions adapted from the previous Bylaws adopted on November 18, 2021, along with suggested amendments from former Board Members. These revisions are open to further modifications.

3. The Administrative Standing Committee was assigned to review the amended Bylaws.

DISCUSSION:

- Members were asked to review the draft Bylaws and suggest any edits appropriate for the Advisory Board.

BUDGET IMPLICATIONS: None.

RECOMMENDATION:

- To recommend for approval the revised Bylaws at the next HTA Advisory Board Meeting.

BYLAWS
OF THE
<u>HAWAI'I TOURISM AUTHORITY</u>

[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. <u>Name.</u> The official name of the Authority shall be "Hawai'i Tourism Authority".

Section 2. <u>Office and Place of Meeting.</u> 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. <u>Election and Term of Officers</u>. The officers shall be the Chairperson and one or more Vice-Chairperson(s). The officers shall be elected by the 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 Board at any regular or special meeting. All officers shall be subject to removal at any time without cause by the Board of Directors. The 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 Board is unable to elect a Chairperson by majority vote of the Board for more than 30 days, the President and CEO shall appoint a Board Member to that office until the 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 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 Board of Directors.

Section 3. Vice-Chairperson. In the absence of the Chairperson, a Vice-Chairperson shall perform the Chairperson's duties. A Vice-Chairperson shall also perform all other duties assigned by the Chairperson or by the 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 Board of Directors determines for the purposes of electing officers and transacting such other business as may come before the meeting. The 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 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 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 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 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 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 for the recruitment, hiring, and contract terms of the President & Chief Executive Officer and is also responsible for making recommendations related to the evaluation of the President & Chief Executive Officer..

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 Production Tourism Committee. There is established a Film and Marketing Standing Committee that shall be responsible for guiding initiatives that promote Hawaiʻi through film and television and integrated marketing to drive economic development and foster a positive, 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 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 Board pursuant to 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 Board's policies, the administration of the Authority's affairs, and the supervision of its staff. At each meeting of the Board, the President & Chief Executive Officer shall furnish the Board with such information as shall be necessary to effect the purpose of the 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 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 Board and where the Board failed to constitute quorum necessary to transact business. The Chair or Vice Chair of the 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 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 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 Board of Directors on _____________.

Hawaiʻi Tourism Authority
State of Hawaiʻi

____

_______, Chairperson Board of Directors
Hawaiʻi Tourism Authority

APPROVED AS TO FORM:

President & Chief Executive Officer
Hawai‘i Tourism Authority

Deputy Attorney General

BYLAWS
OF THE
<u>HAWAI‘I TOURISM AUTHORITY</u>

[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.]

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Section 1. As used in these Bylaws:

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“Board” means the policymaking 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

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Section 2. <u>Office and Place of Meeting.</u> 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. This may include holding meetings virtually through the use of technology.

ARTICLE III – OFFICERS

Section 1. <u>Election and Term of Officers</u>. The officers shall be the Chairperson and one or more Vice-Chairperson(s). The officers shall be elected by the Board of Directors from among its members and shall serve for one (1) year or until their successors are duly elected or in the case of an officer elected to fill a vacancy, for the unexpired term of the officer thus succeeded. All officers shall be subject to removal at any time without cause by the Board of Directors. The 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.

Section 2. <u>Chairperson.</u> The Chairperson shall preside over all meetings of the Board of Directors. The Chairperson shall have general charge and supervision of the

Authority as delegated by the Board of Directors and shall perform such duties as are incidental to the office or are required by the Board of Directors.

Section 3. Vice-Chairperson. In the absence of the Chairperson, a Vice-Chairperson shall perform the Chairperson's duties. A Vice-Chairperson shall also perform all other duties assigned by the Chairperson or by the 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 Board of Directors determines for the purposes of electing officers and transacting such other business as may come before the meeting. The 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. Presumption of Assent. Any member of the Board who is present at a meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless the dissent or refusal to vote is entered in the minutes of the meeting or unless the director either files a written dissent to such action with the chairperson of the meeting before the adjournment thereof or forwards such dissent by certified mail to the Chairperson immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE V – COMMITTEES

Section 1. Establishment. The Board may establish any committee to assist the 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 Board. The Board may appoint a committee chairperson to head any committee and appoint any voting member 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. All committees may from time to time make recommendations to the Board.

Section 2. Branding Standing Committee. There is established a Branding Standing Committee that shall be responsible for the review, evaluation, and recommendation of the Authority's branding and marketing initiatives, programs, and/or activities which support the Authority's vision, mission, goals and objectives including meetings, conventions, and incentive business

Section 3. Administrative & Audit Standing Committee. There is established an Administrative & Audit Standing Committee for the purpose of reviewing existing policies, making findings and recommendations to modify, create, amend and/or replace existing policies relating to the administration of the Authority; and establishing criteria and making recommendations related to the evaluation of the President & Chief Executive Officer. The committee shall also be responsible for the establishment and the proper execution of internal audit controls by (i) consulting with the Authority's external auditors to determine whether the internal controls have been properly executed; (ii) ensuring that financial statements are timely prepared and accurate, and that the statements will properly report financial information necessary for the fiscal operation of the Authority; and, (iii) establish and enforce a code of conduct to ensure the financial integrity of the Authority's management of public funds. The committee shall also be responsible for matters relating to legislative and governmental affairs.

Section 4. Budget, Finance, and Convention Center Standing Committee. There is established a Budget, Finance, and Convention Center Standing Committee for the purpose of reviewing the Authority's financial reports, investments, annual budget, and other budget and finance related matters, including the Convention Center. The committee shall, in conjunction with the Authority's staff, be responsible for the development and monitoring of the Authority's annual budget. The committee shall review the Authority's financial reports, inclusive of the Convention Center, and other budget and finance-related matters, and make recommendations to the Board. The committee shall also be responsible for the long-term strategic planning for the Hawaii Convention Center, including capital improvement plans, facility modernization efforts, and facility management.

Section 5. Hoʻokahua Hawaiʻi Standing Committee. There is established a Hoʻokahua Hawaiʻi Standing Committee for the purpose of developing, reviewing, evaluating, monitoring, reporting, and providing recommendations on issues relating to natural resources, Hawaiian culture, and community.

Section 6. 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 Board of Directors shall appoint the President & Chief Executive Officer, who shall serve at the pleasure of the Board of Directors, and whose compensation shall be set by the Board. 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 Board's policies, the administration of the Authority's affairs, and the supervision of its staff. At each meeting of the Board, the President & Chief Executive Officer shall furnish the Board with such information and make such recommendations as shall be necessary to effect the purpose of the Authority 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.

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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 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, 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 Board or authorized by law.

(b) 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 Board of Directors on November 18, 2021.

Hawaiʻi Tourism Authority
State of Hawaiʻi

____
George Kam, Chairperson
Board of Directors
Hawaiʻi Tourism Authority

____
John De Fries
President & Chief Executive Officer
Hawaiʻi Tourism Authority

APPROVED AS TO FORM:

____
Deputy Attorney General