



February 10, 2023

*Håfa Adai* GVB Members:

**Re: Membership Election postponed**

In my career, I have always fought for transparency and integrity in government so that our island can benefit from stable and predictable agencies and agency operations. My tenure at GVB has been no different. When the board suspended its meetings, I took immediate action and began reviewing the issues Gerry and I found to be troublesome. We took a deep dive into how the Bureau has evolved versus the GVB enabling law and emerging industry trends. We found several issues and continue to discover new ones.

Some of the issues are easy to understand, while other issues are technical but no less important, like having the necessary quorum at membership and board meetings, publication of compliant public meeting notices, actions to select vacated director positions, what constitutes legislative consent, qualifications for director nominees, and disclosures of conflicts of interest. Some issues are a bit more complex but impact important membership rights, such as the process of accepting and finalizing nominations for director elections, nonmembers wanting to serve on the board but only becoming a member after the formal nomination process has stopped, public notices that do not contain names of late nominees. These late nominations should be made on the floor and voted as write-ins (neither of which are provided in the bylaws), and even corporate members sitting on the board, as opposed to individuals.

These issues may have been overlooked in the past, but they are now beginning to surface and cast shadows on past practices. For example, just today, we received 3 new nominees. These nominees are not individuals holding GVB memberships. They are designated representatives of corporate members. However, it is not clear that corporations can sit on government boards. Another issue relates to the nomination process. It has long been closed. Now the Bureau is put in the position of entertaining floor nominations when there is no process in the bylaws for it or for write-ins. Most of all, this is not equitable for the four nominees whose nominations were timely. These complexities may have been ignored in the past, but it is clear that they pose unacceptable risks to the nominees, the membership, and the Bureau, which makes it necessary to consider postponing until more clarity and predictability are achieved in a fair and transparent process.

And also, just today, GVB's oversight committee under the acting Chairman, Sen. Jesse A. Lujan, was to hold a legislative hearing with our Chairman and myself, hopefully, to solve issues some of the issues just mentioned. However, our Chairman was absent from the meeting after first confirming. Just 6 minutes before the hearing, the oversight Chairwoman Sen. Amanda Shelton, returned early from her trip and canceled the oversight hearing via memo instead of coming to the floor. She had the microphones in the public hearing room turned off, prohibited the broadcast from the legislative channel, and kicked 5 senators and the public out of the public hearing room—for a hearing that was duly noticed and would have gone a long way to bringing transparency and resolution to GVB's issues.

And so, to properly manage the Bureau in the face of these issues, I have decided to postpone Monday's membership meeting. We shall work closely with the new board and holdover directors and will publicly discuss and deliberate these important issues. Once the board resolves and votes on them, GVB will hold a fully transparent, free, and fair election that complies with all relevant and applicable laws and bylaws. I believe that we can do this in the next 90 days.

Thank you for your understanding.

Sincerely,

  
Carl T.C. Gutierrez  
President & CEO