

NA LEO O HAWAII BOARD MEETING
Monday, April 5, 2021

Chair Onizuka called the meeting of the Board on Monday, April 5, 2021 at 4:01 pm at the Na Leo Conference Room. All members were present, with Board Member Takaba via telephone. Also in attendance was Lincoln Ashida, attorney.

Statement from the public: There was no statement from the public.

Minutes: BM Zelko-Schleuter moved and BM Mukai seconded to approve the minutes of March 29, 2021. The Board then unanimously approved the minutes. The Chair asked whether there were any additions or changes to the minutes and hearing none, the Board unanimously approved.

Appointment of Interim CEO/President: While there was discussion and an understanding among Board members that Vice Chair Takase would be the interim CEO/President at the last meeting, there was no official action taken then. As such, the Chair called for an official action by the Board. BM Mukai moved and seconded by BM Kelly to appoint Vice Chair Takase as interim CEO/Pres. The Board unanimously approved the motion.

Interim CEO/President Report: ICEO Takase reported the following:

- On the matter of personnel/staff, he
 - met with the staff on March 30 to reassure them that there are/will be no changes to their employment status, and NL will continue to perform its core functions. In so many words, operationally, it was business as usual. The graduation program/broadcast will continue as originally planned.
 - will speak to the staff individually to gain a better understanding of their role, while reassuring them of their continued employment.
- On fiscal related matters, he
 - signed (as well as BM Kelly) the appropriate documents to enable them to serve as trustees of Na Leo's retirement fund.
 - noted that the payroll checks are all electronically signed by Stacy and staff Kyle Kawano, with the first check going out this Friday. That will continue, inasmuch as there will be no change to the payroll structure, the difficulty in having

interim changes made, and assurances from the yet to be appointed counsel, Lincoln Ashida, that it should not negatively affect any additional investigation.

- added that he will sign other checks which also include countersignatures by the executive board, and as a result no changes were required.
- On the matter of County ethics and/or conflict of interest clearance, he reported that he has yet to receive an informal opinion from the Ethics Board's attorney. However, he did not believe that his being assigned the interim CEO without compensation would be an issue.
- Finally, he talked to attorney Brian DeLima who was initially contacted by Stacy in October to inform him that the Board will probably retain attorney Lincoln Ashida. Mr. DeLima said that was fine and will standby just in case Na Leo needs his services.

Appointment of Legal Counsel: BM Zelko-Schlueter moved and BM Kiriu seconded the retention of Mr. Lincoln Ashida and his law firm of Torklidson, Katz, et al to represent the Board.

Mr. Ashida suggested that action on the motion be deferred until after he give his presentation in an executive session.

Executive Session: At 4:15pm, BM Mukai moved and VC Takase seconded to go into executive session. The Board unanimously approved the motion.

At 5:30 pm, BM Zelko-Schleuter moved and BM Kelly seconded to get out of Executive Session. Motion was unanimously approved.

Back at the regular meeting, on the matter of the retention of legal counsel,

- BM Mukai moved and BM Zelko-Schlueter seconded to retain the firm of Torklidson, Katz, et al. The motion was unanimously approved.
- BM Mukai moved and BM Zelko-Schlueter moved to provide a retainer of \$10,000. The motion was unanimously approved.

VC Takase will execute the agreement provided by Mr. Ashida and so inform him of the Board's decision.

On the matter of the LOA compensation:

- VC Takase moved and BM Kiriu seconded to approve the compensation package of approximately as outlined in the attached handout. During the discussion, the matter of the bonus of the percentage of the grant was determined to not be relevant at this time, particularly as that is a yearend decision. The motion was unanimously approved.

On the matter of media responses, to minimize misstatements, members felt that a structured or email response would be better than a live response. Further, responding to the Star-Advertiser's email questions now may be a bit stale and hence no longer deserving of a response. However, in the event a similar or renewed request is made, the Board should respond via email; and requested BM Fuke to prepare a draft.

BM Takaba asked whether the amended bylaws and financial procedures which were discussed during the latter part of 2019 and approved in early 2020 were ever finalized. VC Takase said he was unaware as he was not on the Board then but would look into it.

BM Kiriu suggested that there be a meeting of either the Finance Committee or full Board to discuss the audit with the accountant. The Chair will arrange to have that discussed at a future meeting, whether in conjunction with another meeting with Mr. Ashida or one devoted purely to the audit. Those meeting(s) would be subject to the call of the Chair.

It was then moved by BM Zelko-Schlueter and seconded by BM Mukai to adjourn. The motion was unanimously approved at 5:43pm.

Respectfully submitted,

Howard Kelly, Secretary
Sidney Fuke, Under-secretary


