

**NA LEO `O HAWAII BOARD MEETING**  
**Friday, July 23, 2021**  
**Na Leo `O Hawai`i - Studio B**

Chair Claude Onizuka called the meeting of the Board to order on Friday, July 23, 2021, at 3:37 pm at the Na Leo `O Hawai`i Studio B. Present were Vice-Chair Gerald Takase and Board Members (BM) Bill Takaba, Anne Chung, and Sid Fuke. (Please note that BM Dwayne Mukai arrived at 3:57 pm while BM Jennifer Zelko-Schleuter at 4:00 pm.) BM Howard Kelly was absent and excused. Also present were Interim Pres/CEO Connie Kiriu and staff Micah Alameda, Matt Cordero, J.E. Orozco, and Adam Lightplay.

**Welcome and Introduction**

ICP Kiriu acknowledged the presence of her staff (noted above) and then asked Staff Alameda to introduce a guest. Alameda proceeded to introduce and acknowledge a student intern, a senior to be at Kamehameha Schools – Hawai`i Campus, Ms. Leahia Coloma. She extended her appreciation to NLOH for this opportunity, which fortified her interest in the media industry.

**Statement from the public**

There were no statements from the public.

**Minutes**

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BMs Mukai and Chung moved and seconded, respectively, **to approve** the regular and executive session **minutes** of June 18, 2021. Chair Onizuka asked whether there were any additions or changes to the minutes and hearing none, the Board unanimously approved both minutes.

BMs Mukai and Takaba moved and seconded, respectively, **to confirm** the Board’s email approval of (1) the retention of Torkildson Katz for general legal services on June 25, 2021, and (2) a July 9, 2021 letter from NLOH’s attorney, Lincoln Ashida, responding to the 2021 letter from AmeriCorps suspending NLOH’s “eligibility to participate in procurement and non-procurement transactions”. The response noted that NLOH would waive its right to appeal the suspension.

Motion was unanimously approved.

**Financial Report**

- Treasurer Takaba moved, and BM Chung seconded to approve the May and June Financial Reports. Motion was unanimously approved.

- At the request of BM Fuke, the matter of NLOH EP was deferred to the Executive Session as it involved past and current personnel.
- ICP Kiriu discussed the draft of a **Renewal Program** (formerly referenced as “Restorative”). (**Attached**) She noted that based on her and Finance Chair Takaba’s meeting with Mr. Gregg Taketa of Taketa Iwata and Hara and Associates, LLC, (TIH), TIH would be willing to provide consulting and monitoring services to NLOH (including ways to achieve better internal controls, preparation of job descriptions, and even recruitment assistance) provided that NLOH addresses the concerns of and is in good standing with the DCCA.

As part of that effort, ICP Kiriu drafted the Renewal Program. She then went into detail discussing different aspects of the draft.

Board members wanted to indicate how NLOH continued with its mission during this trying pandemic period and complimented the staff. As there may be some conflicts with the “Mission Statement”, BM Takaba wanted to assure that the webpage and by-laws are all consistent. And if amendment is so needed, that could be vetted and approved. Staff Alameda stated that he would look into this matter and get back to the Board.

CMs Takaba and Chung then moved and seconded, respectively, to **approve** the Renewal Program. Motion was unanimously carried.

Based on the approval, ICP Kiriu noted that she will now formally communicate with the DCCA.

- **Capitalization Policy**

The proposed Capitalization Policy (**Attached**) was discussed, with lots of the discussion focused on the bidding section. The emphasis was enabling the staff to have some flexibility as opposed to going with the lowest bidder, as well as coming across situations where bids are not appropriate. That was understood and agreed to by the Board.

BM Dwayne Mukai arrives at 4:03pm.

BMs Takaba and Chung **moved and seconded**, respectively, that the **Capitalization Policy** be approved. The motion was unanimously carried.

**Interim President/CEO Report:** Interim Pres/CEO Kiriu noted that her report was in the Board’s folder. In sum, Staff Cordero gave a visual presentation of the various projects underway, which ranged from COVID to Relay to Life to Sister City relationship and other activities that have broad community interest.

Staff Alameda added that they will be filming a 2-hour celebration of King Kamehameha III's birth date on Saturday, August 14. This project, among others, is a "fee for service" which will generate \$7,000. ICP invited the Board to attend the event, which will include an overnight stay at the Sheraton Keauhou Hotel.

There was also discussion regarding how all of NLOH's accomplishments and especially informing the public of upcoming events could garner more publicity. Staff Alameda noted that they will look into ways to address this through not only social but print media.

On the discussion of **underwriting**, members felt that this was a good source of revenue and should be continued.

BM Takase and Mukai **moved and seconded**, respectively, to continue with this effort. The motion was unanimously carried.

Staff will contact past underwriters to solicit their support while also finding out any issues they may have had in the past.

Staff and ICP Kiri noted that NLOH will be coming out with a new website.

ICP Kiri noted that the terms of three Board members (Chair Onizuka, Mukai, and Kelly) will end at the end of the year and that it would be good to start looking for candidates. Chair Onizuka appointed Vice-chair Takase to serve as chair of this Nominating Committee.

Finance Chair Takaba expressed the need to act on the **draft conflict of interest policy (Attached)** immediately, as it is related to the Board's previously approved Renewal Program. While vetted by the Finance Committee and not the entire Board, it was decided that a "Clean" version of this would be circulated to the Board via email on Monday with a Friday deadline to submit its vote.

### **Executive Session**

At 5:05pm, BMs Zelko-Schleuter and Takaba moved and seconded to go into executive session to discuss the situation of EP and other personnel matters. The motion was unanimously carried.

Based on a motion by BM Fuke and seconded by BM Mukai, a motion that was unanimously approved, the Board returned to its regular meeting at 5:45 pm.

### **NLOH Energy Partners**

BMs Zelko-Schleuter and Takaba **moved and seconded**, respectively, to approve **Resolution 2021-1 (Attached)**. The Board unanimously approved the motion.

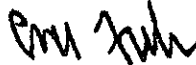
**Announcements**

The next meeting would be on call, except that the Board will be reviewing and voting on the proposed Conflict of Interest Policy via email by Friday, July 30.

**Adjournment:**

BMs Mukai and Zelko-Schleuter moved and seconded, respectively, to adjourn the meeting. Motion was unanimously carried, and the meeting ended at 5:46 pm.

Respectfully Submitted,

 7/13/2021

Sidney Fuke, Under Secretary