

**NĀ LEO O HAWAII BOARD MEETING**  
**Monday, October 25, 2021**  
**Nā Leo o Hawai'i Studio A**

Chair Onizuka called the meeting of the Board to order on Monday, October 25, 2021, at 4:00 pm at the Nā Leo o Hawai'i Studio A. In addition to Interim Pres/CEO Connie Kiriū, present were Board Members (BM) Bill Takaba, Anne Chung, Dwayne Mukai, Sid Fuke, and Jennifer Zelko-Schleuter (4:05 pm). Vice-Chair Takase and BM Howard Kelly were absent and excused.

Also present were staff members Micah Alameda, Matt Cordero and Kyle Kawano. Staff Scott Ordway, Jr. and Richard Gonzales participated virtually from the Kona office.

**Statement from the public:** There were no statements from the public.

**Minutes:** BMs Chung and Mukai moved and seconded, respectively, to approve the September 13, 2021 minutes of the Regular and Executive Session. Motion was unanimously approved.

**Review of Email Vote:** BMs Mukai and Takaba moved and seconded, respectively, to ratify three (3) email votes: 1) Keoni Alvarez' settlement in concept; b) settlement agreement drafted by Attorney Ashida; and c) 2019 amended taxes and 2020 taxes. It should be noted that the first two (2) email votes were unanimous (8-0), while the last one was 7-0, with VC Takase being unavailable and excused. Motion was unanimously approved.

**President's Report:**

At the request of the Interim President Kiriū, this item was taken out of order to accommodate staff time.

Ms. Kiriū noted that three (3) staff have or will be leaving NLOH very shortly. These were 1) Keoni Alvarez, who was on worker's comp and subsequently agreed to a settlement agreement resulting in his resignation and termination); Micah Alameda who will be running the Hilo campaign office (Hilo Lagoon Centre) of Congressman Kai Kahele, effective November 10; and Adam Lightplay, effective December 25. Adam, however, has agreed to help out on an as needed, hourly basis.

Various board members expressed their appreciation for their services, particularly to Micah who attended the meeting.

Micah subsequently briefly covered the upcoming production/programming items outlined in the President's report.

On the matter of facility update, Richard Gonzalez discussed the septic tank issue noted in the

President's report and concluded that in spite of the system's intermittent issue, it is still working properly and will continue to proactively monitor the situation.

In response to Board members' question, ICP Kiriu noted that there still is no preliminary report on Merina's audit and did not know whether she/Board will have an opportunity to comment prior to its submittal. (Please note in a subsequent email, ICP Kiriu informed the Board that after emailing the DCCA, we will have an opportunity to comment on the report subsequent to its submittal.)

The Carbonaro amended tax forms for 2019 and the current 2020 will probably exclude Nā Leo Energy Partners, LLC.

**Financial Report:** Treasurer Takaba reported the Finance Committee met on October 7 to discuss loan and investment strategy. The objective was to not have any of the investments be used to carry the operating cost of NLOH, and instead be reserved for capital improvements or emergency purposes. Essentially, the funds should be considered for "Rainy Day" use only. He added that all things considered, the investments are doing well, but things could change very quickly.

It was moved and seconded by Treasurer Takaba and BM Mukai, respectively, to approve the August Financial Statement. The motion was unanimously carried.

Treasurer Takaba discussed a draft, dated October 1, 2021, of the Internal Control Procedures (ICP) via a power point. Various members of the Board commended Treasurer Takaba and his Committee for coming forth with such a comprehensive draft.

Based on the proposed motions provided by Treasurer Takaba, the following actions were taken:

1. Motion 1 (item 4 on the handout): BMs Fuke and Zelko-Schleuter moved and seconded, respectively, to adopt the proposed Internal Control Procedures, in concept, as presented by Treasurer Takaba. Motion unanimously approved.
2. Motion 2 (item 2 on the handout): BMs Fuke and Zelko-Schleuter moved and seconded, respectively, to amend the language in Section 1 of the existing Financial Policy Manual. Motion unanimously approved.
3. Motion 3 (item 3 on the handout): BMs Fuke and Mukai moved and seconded, respectively, to amend the language in Section J of the existing Financial Policy Manual with the following underscored change: "Internal control procedures may be revised without Board approval as long as the revisions meet the purposes and criteria outlined above and the Board immediately notified of the revision." Motion unanimously approved.
4. Motion 4 (item 1 on the handout): BMs Fuke and Mukai moved and seconded, respectively, to amend the Financial Policy Manual by renaming it "Financial Policies and Procedures Manual." Motion unanimously approved.

BM Fuke asked if the balance of the proposed Table of Organization outlined in the Procedures Manual could be flushed out as well as have one that includes cross-training and the ability of staff to perform other duties in the absence of the assigned personnel. ICP Kiriū noted that a new TO will be drafted; however, it may be changed by the new CEO. For the time being, she will assign other staff the tasks left by departing personnel, if possible, while believing that key positions should be filled by the new CEO.

Treasurer Takaba and BM Mukai moved and seconded, respectively, to approve the proposed operating and capital budgets for 2022. Motion was unanimously approved.

**Unfinished Business:** ICP Kiriū noted that Merina intends to submit its audit to the DCCA very shortly. (Please see earlier discussion on ICP Kiriū's Report.)

**New Business:** There was none.

**Executive Session:**

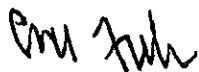
BMs Mukai and Chung moved and seconded, respectively, to go into Executive Session to discuss personnel matters. Motion unanimously carried at 5:20 pm

BMs Mukai and Chung moved and seconded, respectively, to out of Executive Session. Motion unanimously carried at 6:15 pm

**Announcements:** Chair Onizuka announced that the next meeting would be subject to the call of the Chair.

Adjournment: BMs Fuke and Zelko-Schleuter moved and seconded to adjourn the meeting. The motion was unanimously approved at 6:18 pm.

Respectfully Submitted,



Sidney Fuke  
Under Secretary