

**NA LEO `O HAWAII SPECIAL BOARD MEETING**  
**Tuesday, December 20, 2022, 5:00 p.m.**  
**ZOOM**

**Call to Order:** Chair Gerald Takase called the special meeting of the Board, via zoom, on Tuesday, December 20, at 5:00 pm. Present were BMs Mel Ventura, Treasurer Bill Takaba, Wally Lau, Anne Chung, Jennifer Zelko-Schlueter, Nancy Kelly, and Secretary Sid Fuke. Absent and excused was BM Masaoka.

**Welcome:** The Chair noted that there were no other participants. As such, there was no statement from the public.

**New Business:** Chair Takase noted that the Board had received a letter of resignation from Pres/CEO Horner, dated December 12, 2022. While the letter did not indicate a specific date, it did note his willingness to stay on as interim until a replacement was found.

The Chair stated that, in light of the resignation letter, the purpose of today's emergency meeting was to discuss and decide on the Board wishes to proceed with the appointment of a new Pres/CEO in an Executive Session.

At the same time, the Chair acknowledged the Board's receipt of Pres/CEO Horner's letter of December 20, 2022, which brought up complaints/questions/allegations regarding the Chair. Secretary Fuke suggested that, in spite of the seriousness of the allegations/complaints/questions, today's meeting should be limited to the appointment process and timetable for the new Pres/CEO. He added that the meeting regarding the allegations should be discussed "live" and not virtually.

At 5:05 pm, BMs Lau and Kelly moved and seconded, respectively, to go into Executive Session. The Board got out of Executive Session at 6:20 pm.

Secretary Fuke summarized the discussions and/or actions taken by the Board during the Executive Session. These were:

- a. BMs Lau and Kelly moved and seconded, respectively, to accept the resignation of Pres/CEO Horner, effective December 31, 2022.
- b. Chair Takase appointed Vice-Chair Zelko-Schlueter to head up the Search Committee, using the same process as was done during the last search. BM Kelly volunteered to assist with the preparation and placement of the ad. Vice-Chair Zelko-Schlueter will appoint members to the committee.
- c. The Board agreed to open up the recruitment process with an announcement in the two local newspapers, possibly on January 8 and 10. The tentative schedule is to have the filing deadline by 4:30 pm, January 20 with interviews commencing shortly thereafter

and the goal of having a new Pres/CEO on board sometime in February. Applications would be directed to Vice-Chair Zelko-Schlueter.

- d. To avoid the appearance of impropriety, the Chair was also requested by the Board to inform the newly appointed BMs that if they were interested in applying for the Pres/CEO position, they should defer serving on the Board pending the outcome of the selection process.
- e. Sec. Fuke and BM Kelly moved and seconded, respectively, to have the Chair find, if needed, an interim Pres/CEO for a period no longer than 60 days with the possibility of a 30-day extension.
- f. The Chair also addressed the contents of Pres/CEO Horner's December 20 letter. No action was taken on that letter.

**Announcement:** The next meeting would be subject to the call of the Chair.

**Adjournment:** BMs Zelko-Schlueter and Lau moved and seconded, respectively, to adjourn the meeting. The motion was unanimously approved at 6:20 pm.

Respectfully Submitted,

Sidney Fuke, Secretary, December 21, 2022