

Na Leo `O Hawaii, Inc.
BOARD MEETING
Tuesday, June 6, 2023
Na Leo `O Hawai'i Studio B & Virtual

MINUTES

Call to Order: Chair Mel Ventura called the meeting of the board to order on Tuesday, June 6 at 4:35pm. Present were Treasurer Bill Takaba, Secretary Nancy Kelly, BMs Jennifer Zelko, Wally Lau, Aaron Chung, and Ross Birch (via Zoom). Also in attendance were staff Esther Domian and Matt Cordero and incoming Pres/CEO Ashley Kierkiewicz. Absent were BMs Kai Masaoka and Barrett Otani.

Welcome & Introductions: It was noted that there were no other participants.

Statements from the Public on Agenda Items: There were no statements from the public.

Action on Minutes: BMs Zelko and Takaba moved and seconded respectively to approve the minutes of the regular meeting on March 8, 2023 and the special meeting on May 9, 2023. Motion was unanimously approved.

Finance Committee Report: Treasurer Takaba summarized the January to April 2023 financial reports. Through April net income was \$19,056. Cumulative through April was positive. Investments are doing ok and will be monitored. Bookkeeping and human resources services transferred successfully to new provider. Details provided in treasurer's report. BMs Zelko and Lau moved and seconded to approve the treasurer's report. Motion passed unanimously.

Management Reports in lieu of President's Report:

Cordero reported that a former intern was hired part-time for the summer for the production staff. Advanced training for certified external producers will be held in Hilo and Kona in June. They will be reaching out to other external producers who still need to complete certification. In May production staff covered May Day programs in Waikoloa and Kona elementary schools and also covered the Waiakea High graduation. They are also covering the Mayor's Town Hall meetings with Waikoloa, Kohala and Waimea coming up (fee for service).

Domian reported the 2022 Audit Report draft is expected very soon. She also reported the QuickBooks transition is going very well. An honorarium of \$500 was provided to a student volunteer for his outstanding work from 21-22 and 22-23. This was paid from a fund designated for honorariums. Domian is working on Driver and Vehicle guidelines and will also work on guidelines for application and approval of honorariums and donations to non-profits. All should support NLOH's mission.

Maffit update by Domian – The AC unit in the playback equipment room was repaired, Xerox printer firmware and WiFi security were updated. The AC unit locations were documented and rain gutter replacement quotes are in progress.

Kawano report by Domian. The Underground Injection Control permit for Kanalani Plaza is coming up for renewal. Of concern is water usage which is being monitored. Worst case scenario is that tank #1 may need to be replaced. Completed 2022 403B year-end reports and submitted 5500 through Hicks Pension. Forfeited funds will be used to offset 2023 administrative costs. Kierkiewicz and BM Lau will be attending the ACM National conference in Brooklyn, NY at the end of June. Regarding the solar batteries purchased for Kanalani, the board is in favor of proceeding with getting them installed. Original vendor is not in business, need to start over with new contractor and permitting process. Domian will provide a copy of the vendor contract.

BMs Takaba and Lau moved and seconded to approve the management reports. Motion passed unanimously.

New Business

- **Review of Amended Internal Control Procedures**

Domian explained that the proposed revisions to the Internal Control Procedures accommodates the addition of the Business Manager position, newly adopted accounting and payroll procedures, and adds petty cash policies and procedures. Domian will also create a gas card policy and procedure. BM Takaba and Zelko moved and seconded to accept the changes to the Internal Control Procedures which will replace attachment 1. Motion passed unanimously.

- **Review and Approval of Investment Policy**

BM Takaba provided copies of the draft Investment Policy which is required by the Policies and Procedures Manual. It was explained that the Policy includes the investment objective of 7% return, investment guidelines, management responsibilities and reporting requirements. This will be added as Attachment 2. BMs Lau and Chung moved and seconded to approve the Investment Policy. Motion passed unanimously.

- **Discussion on Balance Due from NL Energy Partners**

NLOH received \$12,080 from NLEP. Outstanding receivable is \$9,737 which was mainly setup costs that had been approved by the board. It was discussed that given the unlikelihood of collection, an option is to write off the receivable to move forward. It is still expected that NLEP be dissolved.

BMs Takaba and Zelko moved and seconded to write off the receivable with the expectation that NLEP be dissolved. Motion passed unanimously.

- **Engagement letter to Edgamin Hu for \$2,500/month or \$30,000 for 2023.**

 - **Ratification of action taken (email sent to members on 4/9/23)**

BMs Zelko and Takaba moved to ratify email approval of signing the engagement letter to Edgamin Hu. Motion passed unanimously.

- **Discussion on CEO's Goals, Expectations, Evaluation**

Incoming President/CEO Kierkiewicz will be officially starting at NLOH on June 13, 2023. She outlined her plans which include one-on-one meetings with staff and doing strength assessments. Her goal is for NLOH to be the most streamered PEG in the next 10 years. She would like to engage staff and board members in strategic planning to review and update NLOH's strategic plan for one, three and five years. She also plans to conduct programming review and develop revenue strategies.

BMs Takaba and Zelko moved to approve up to \$10,000 for the strategic planning effort. Motion passed unanimously.

At 6:16pm BMs Zelko and Lau moved and seconded to go into Executive Session to discuss CEO expectations and evaluation. Motion passed unanimously.

The board got out of Executive Session at 6:32pm.

BMs Zelko and Takaba moved to approve actions taken in Executive Session.

Announcements

Town Hall meetings:

6/13 – Old Airport

6/27 – Waikoloa

7/11 – Kohala

7/25 – Waimea

Adjournment: BMs Lau and Chung moved and seconded to adjourn the meeting. Motion was approved to adjourn at 6:33pm.

The next meeting will be held in September in Kona.

Respectfully submitted,

/s/

Nancy Kelly

Secretary