

Ho'ike Kauai Community Television, Inc.
Board of Directors Meetings

May 13, 2004

Ho'ike Studio

Minutes

I. Call to Order

The meeting was called to order at 1:10pm with a quorum in attendance

II. Roll Call

Present: Rowena Cobb, Jose Bulatao, Mark Hubbard, Roy Shimamoto, MaBel Fujiuchi, and Dr. Tavana

Excused: Faye Akasaki, Teresa Tico

A motion was received to approve the agenda of May 13, 2004

Vote Taken:

Yes: Unanimous

No: None

IV. Minutes of April 26, 2004

A motion was received to ratify the minutes of the meeting on April 26, 2004.

Vote Taken:

Yes: Unanimous

No: None

V. Community Correspondence

No correspondence has been received. Ed Coll asked the board to be notified of any meeting to be held. He stated that a complaint has been filed with the DCCA about the violation of the Sunshine Law. He also stated that it is a violation of the Sunshine Law for the Board to move into Executive Session.

VI. Treasurer's Report

A current financial statement was presented (attached). Two spending requests were received from the Managing Director (attached). Much time and energy was put into research to determine the appropriate equipment and best price.

A motion was received to approve the acquisition of a copier as stated in the purchase proposal.

Vote Taken:

Yes: Unanimous

No: None

A motion was received to approve the Production equipment purchase as stated in the purchase proposal.

Vote Taken:

Yes: Unanimous

No: None

VII. Managing Director's Report

The Managing Director reported that notification about the Board election process was sent via mail to the eligible individuals. The DCCA was informed according to the timeline as requested. The Managing Director related written notification from the DCCA stating "*the DCCA will not "approve" the details of the election plans being created by each PEG. The DCCA goal is to ensure that the overall objective of the election process as stated in the PEG Statewide Plan is met.*" The staff will produce a voter registration video with assistance from the County election officials. It has been suggested that the Managing Director attend the NATOA conference in San Francisco in September. The Boards stated that it is important to learn and expand our knowledge in matters of Access as well as "best practices" policy and procedure. And that it would be valuable to have the director attend. NATOA is an annual gathering that provides resources for PEG, cable and telecommunications. It gives a big picture view of cable and local franchising authority issues.

VIII. President's Report

See attached.

IX. Center for Art, Education & Technology

An ad hoc workgroup consisting of Mark Hubbard and Teri Tico met to review documents related to the Center for Art, Education & Technology. The Articles of Organization were forwarded by Tico to include with files. It was noted that the Operating Agreement served as the by-laws. A question remains as to the defined status of Mano Wai related to member/owner - manager/developer? It was stated that Mano Wai is not serving as the developer of the project. A lease agreement is currently being negotiated between Grove Farm and the LLC legal counsel and is considered in the final preparation stages. MaBel Fujiuchi distributed literature on Facility Projects and grant opportunities.

A Corporate Resolution was introduced for consideration and discussion. It includes 10 individual points or statements. The resolution is part of a forward moving approval process. It was stated that the Garden Island Arts Council has signed off on several of the documents (Fiscal Agreement, Operating Agreement, and Management Agreement). The Fiscal Agent Agreement provides for the receipt of foundation and grant monies for the LLC of which Ho'ike would be the requesting body on behalf of the LLC as the anchor tenant/owner. Ho'ike is the most solvent of the organizations. The foundation/grant money would be handled in a separate fund with an independent CPA. A question was raised asking if the "initial manager" means "developer"? It was added that the Operating Agreement clarifies the role of Mano Wai.

A motion was received to approve items #1-4 in the Corporate Resolution and authorizing President Elect Jose Bulatao to sign on behalf of the Corporation.

The Board of Directors of Ho'ike: Kauai Community Television, Inc. on May 13, 2004 did hereby approve the following corporate resolution:

Be it resolved by the Board of Directors that:

1. Ho'ike join forces with other non-profit organizations to form the Kauai Center for Arts, Education & Technology, LLC, whose purpose is to establish and operate a facility to promote the arts, education and technology;
2. J Robertson is authorized to sign a Memorandum of Intent to form the Kauai Center for Arts, Education & Technology, LLC dated May 8, 2003;
3. Ho'ike become a member of the Kauai Center for Arts, Education & Technology, LLC;
4. J Robertson is authorized to sign the Operating Agreement of the Kauai Center for Arts, Education & Technology, LLC dated September 1, 2003.
5. And, that Jose Bulatao is authorized to sign the resolution on behalf of the Corporation.

Ed Coll asked to make comment on this agenda item and stated that the Board was not allowed to spend public funds and this action is a fiscal breach and embezzlement. He said that this is against the mission and has nothing to do with access.

Vote Taken:

Yes: Unanimous

No: None

A motion was received to approve item #6 in the Corporate Resolution.

Be it resolved by the Board of Directors that:

6. The Board agrees to the selection of Mano Wai Corporation as the initial Manager as stated in the Operating Agreement for the Kauai Center for Arts, Education & Technology, LLC;

Vote Taken:

Yes: Unanimous

No: None

President elect Bulatao stated that he would like to see Rowena Cobb continue in her role on this project. He also stated that he would like to see more participation from the Board so that the burden is not place upon one individual. Full participation will insure the use of the expertise and experience that is available. Teri Tico and Rowena Cobb are conduits from Ho'ike to the Kauai Center for Arts, Education & Technology, LLC. It was determined that any representation should include President Bulatao. J should be there as an expert to give information on technical or scientific areas. Members stated they want to have the ability to approve decisions as they are made.

X. Nominations Committee

Jose Bulatao reviewed the report presented at the April 26, 2004 Board meeting. A letter has been prepared to sent to potential Directors and will be mailed out shortly to determine the level of interest by each individual. There are currently 14 names on the list for consideration. A review of the resumes of interested candidates will be conducted at the June Board of Directors meeting.

A motion was received nominating Mark Hubbard to serve as Secretary/Treasurer and Dr. Tavana to serve as vice-president.

Vote Taken:

Yes: Unanimous

No: None

XI. Executive Session

A motion was received to move into Executive Session to discuss personnel matters.

Vote Taken:

Yes: Unanimous

No: None

A motion was received to move into Regular Session.

Vote Taken:

Yes: Unanimous

No: None

A motion was received to approve the Managing Director's increase in salary effective February 1, 2003.

Vote Taken:

Yes: Unanimous

No: None

XI. Adjourn

A motion was received to adjourn the meeting.

Vote Taken:

Yes: Unanimous

No: None

The meeting was adjourned at 3:15pm

Respectfully submitted,

J S Robertson - (Managing Director for Secretary) 5/13/04