

Ho'ike: Kauai Community Television, Inc.

Board of Directors
Special Meeting
March 16, 2005
11:AM Ho'ike Studio

MINUTES

I Call to Order

President Jose Bulatao called the meeting to order at 11:10 A.M.

II Roll Call

Present: J Robertson, Soleille La Fete, John Isobe, Greg Meyers, Lyndon Yamane, Teresa Tico, MaBel Fujiuchi, Jose Bulatao, Gabrielle Dorman

Excused: Dr. Tavana

III Correspondence

President Bulatao acknowledged Carol Bain and Ed Coll.

J asked to begin with Carol's previous correspondence, which was provided to each member. Carol spoke and said that it was Sunshine Week, which encouraged access to information in order to keep an open government. She said that back in 2001-2 she had written to the board regarding five major areas. She felt that certain sections of Sunshine 7.5 -7.6 -7.8 -12.8 and 9.6 should be put back into the by-laws. In brief, She felt that Ho'ike should comply with the open records and meetings act, and asked the new board to support the general concept of what Sunshine is all about and reinstate those areas of concern back into by-laws during the next year.

Ed Coll congratulated and thanked the new secretary, Gabrielle Dorman, for an accurate recording of the minutes from the previous meeting Jan. 27, 2005. He claimed that past minutes of other secretaries were so vague that it was impossible for the public to determine the business at hand. He mentioned that he had recorded the previous meeting, and the minutes clearly summarized exactly what was said. He felt that the lack of information of the past had led to the current problem with Mano Wai and trouble with the building project, which he was against. He believed that with the new board, things would dramatically change.

President Bulatao thanked both Carol and Ed, and assured Ed that he was keeping everything above board, on the table, and had allocated Ed's concerns to the appropriate communities from the previous meeting.

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IV.

Approval of Minutes (January 27,2005)

The board reviewed the minutes.

MaBel had a correction regarding the term “Commitment” as opposed to “Conditional Agreement” on pg. 5 par. 6. She stated that she had never used the term “Agreement”.

MOTION: It was moved and unanimously approved to accept the minutes as corrected.

V. Center for Art, Education and Technology

The architect’s fee was discussed at length. Each member agreed paperwork presented thus far was vague. Financial management fees, bill for grant preparation, and architect’s fee of \$16,000 dated Nov. 30, 2004 was totally confusing.

Teri Tico felt that the architect’s overall fee was huge, and that Ho’ike had not even been presented with any blueprints. She stated that members of the board had only received a few renderings.

J Robertson: Confirmed that he had given the few renderings to Gabrielle Dorman for review.

Gabrielle Dorman stated that she felt that since they had only gone as far as preliminary space planning – there may not be any blueprints. She went on to explain that even though the current plan didn’t really fit Ho’ike’s design requirements, the board should inquire as to the agreement of client satisfaction.

All agreed that this was difficult since the architect’s agreement remained an unknown.

J disclosed that he had just received a copy of the agreement from director Greg Meyers. The document had been mailed directly to Greg as a member of the GIAC board of directors on January 14, 2005.

Jose Bulatao mentioned he would like the facts to be brought to the table- that under his leadership he did not want to blind side new members. As the longest member of the board he had trusted people in authority. He talked about the content of paperwork the board was not allowed to see in 2002 till 2004. He expressed his intention to bring full knowledge to the board.

Lyndon Yamada expressed his concern for the GIAC as partners, and the fact that if the board decided to sever the partnership, it had to be with integrity.

Greg Meyers assured the board that the GIAC had heard trickled down information regarding the fact of going separate ways.

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Teri asked Greg if he felt the GIAC would be upset with Ho'ike for withdrawing from the arrangement.

He assured the board they were more concerned about obtaining grants.

Gabrielle stated that she had been to the meeting with GIAC, and appreciated their enthusiasm and dedication to the center. She also became aware that they had different ideas about the direction of the center, especially pertaining to the large performance area of which Ho'ike had no need.

Soleille La Fete mentioned that she also was at the meeting and was convinced they were strong in their determination, and would carry on with or without the partnership of Ho'ike.

MaBel stated that in the Operating Agreement Ho'ike could respectively withdraw.

The board continued to discuss that it was perhaps best to withdraw from the association and to responsibly notify and explain Ho'ike's position to all involved parties. The meeting continued with discussion pertaining to the required payments, questionable billing, and overall confusion as to what was actually owed due to ambiguous paperwork, or its lack thereof.

J mentioned that he had a copy of a letter from Mano Wai, which stated "We understand your position and will cease and desist." Still, Sharon Yamada went on with the luncheon with American Savings, the Mayor and others as planned. He suggested Ho'ike pay what is owed, and that he was requesting a detailed list.

Teri had reservation about paying any bills till the exact amount owed was figured out. Discussion continued in attempt to pin point what was actually owed.

MaBel suggested a letter to the architects, Mano Wai, and Rowena Cobb stating that Ho'ike would pay any legitimate bills.

Teri inquired as to the amount paid by the GIAC.

Greg thought they had paid \$39,000 or \$40,000. Concern was expressed about possibly collecting twice.

Teri agreed to meet with J and go over any existing paperwork..

John Isobe suggested J be authorized to pay up to \$110,00 immediately.

Jose asked if Ho'ike was not entitled to the documentation. The board continued to discuss the fees in attempt to determine what was legitimately owed until the following resolution.

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“Be it resolved by the Board of Directors that:”

Ho’ike: Kauai Community Television, Inc. agrees to and authorizes the Managing Director to expend funds up to \$110,023.32 for invoices determined to be legitimate to the Kauai Center for Art, Education & Technology L.L.C.

MOTION: It was further moved and unanimously approved that Teri Tico serve as Ho’ike’s representative on Oahu to investigate all existing records from Mano Wai before actual payment.

The members finally concurred that Ho’ike needed to withdraw from the arrangement and all the associates, and that director, Greg Meyers draft a letter to inform all parties of Ho’ike’s intention to withdraw, and to write thank you letters to all parties that supported the project; to pay the money owed, and to directly inform the architects. The following statement was composed.

“Be it resolved by the Board of Directors that:”

Ho’ike: Kauai Community Television, Inc. hereby formally and officially withdraws as a member in the Kauai Center for Art, Education & Technology and the associated Limited Liability Corporation.

MOTION: It was moved by Teri Tico, seconded by MaBel Fujiuchi and unanimously approved.

The discussion ended with the regret that from the beginning of the project, viable information and paperwork had not been provided by the L.L.C. and Mano Wai, that decisions had been made on behalf of Ho’ike without the knowledge, and/or authorization of the board, and members had been repeatedly kept in the dark due to the secrecy of the L.L.C. and Mano Wai “It’s not that we didn’t ask” Ma Bel Fujiuchi stated.

VI Hawaii Community Foundation

a) Pono Leadership Resolution

J announced that Nani Larson recommended that he participate in the Pono Leadership Development Program is created to bring executive directors of non profit organizations together to improve their skills both in social development as well as collaborative development for each of their organizations. The program targets:

- Ability to adapt and respond effectively to any changes that transpire in the market place over the course of the changing times.
- Leadership development
- Increase capacity for stability growth and impact through focused development of the leaders skills and talents
- An opportunity to address critical organizational capacity building issues with grant support from HCF on approved projects.

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J explained that this would put Ho'ike in a position for HCF requests and that the Case Foundation financially supports the program. The requirements to attend the program are as follows:

- A fee of \$750.00, which includes training and airfare to 8 trips to Honolulu, lunch and breakfast.

The following agreement was read to the board:

“Whereas the Ho'ike Board of Directors board agrees and recognizes the importance of empowered, innovative and resilient executives capable of navigating change and moving the organization towards social innovation with greater impact, hereby commits to actively support J Robertson's full participation in the Hawaii Community Foundation Pono Leadership Program, and hereby commits that the President of the Board of Directors will attend the kick off, and the capstone events as scheduled.”

Both J and President Bulatao expressed their desire and commitment to the program. The board discussed the time frame and value of staff development and thereby agreed to support the executives in the program.

MOTION: It was moved by MaBel, seconded by Gabrielle, and unanimously approved.

VII. Capital Spending Request

J explained that the following proposed items would come from Capital Funds of over 90,000.00 in reserve.

It will:

- Replenish mini DV supply, and give new Sony 85 mini DV cameras and attachments.
- 2 New switchers (old ones breaking down)
- Record decks for playback flexibility
- Mini decks
- Since Ho'ike is placing I Macs with the Boys & Girls Club. Would like to replace with e Macs with Final Cut Express as well as I Movie for the main facility. Current e Macs would be placed in Waimea and one in Kapaa.
- Video projector w/screen Pair of Speaker stands
- Tele Prompter software

J believed these additions and replacements should suffice for the year

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Teri expressed that since the cameras had yet to be ordered, she felt Ho'ike should upgrade to a three chip as opposed to a one-chip. She said it had been an issue for a long time, that every other community access around the country used the three chip, and that it would allow better all around quality for Ho'ike's productions. She was completely opposed to one-chip cameras. The difference in cost was discussed, and J suggested that Jim Lucas check into the best possible price.

MaBel felt that Ho'ike could certainly afford the upgrade. And suggested the board authorize the upgrade to assure higher end of production.

Teri suggested that Ho'ike make users accountable for the breakage of the equipment.

Jose asked for a motion for the approval of the Capital Spending request with the adjustment of the upgrade from a one chip to the purchase of eight, three-chip Sony DV cameras.

MOTION: It was moved and unanimously approved to accept the request for Capital Spending.

VIII Adjourn

MOTION to adjourn was made and unanimously approved at 12.15 P.M.