



# Nā Leo 'O Hawai'i Community Television

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## **Board of Directors Meeting: 6-4-14**

### **Present:**

- Ms. Pōhai Montague-Mullins: President
- Ms. Jennifer Zelko: Vice President - via telephone
- Ms. Connie Kiriu: Treasurer
- Mr. Daniel Weiss: Secretary
- Mr. Gerald Takase: Member - excused
- Mr. Juergen Denecke: Member
- Mr. Kauhi Keli'i'a'a: Member
- Mr. Richard Gonzalez: Member
- Ms. Donna Dunham: Acting General Manager

### **Public:**

- Mr. Jeff Grey: Prospective BOD Member
- Mr. Doug Vincent: Carbonaro representative
- Ms. Pat O'Toole: Friday Film Series

### **I. Call to Order**

- Meeting was called to order by President, Ms. Pōhai Montague-Mullins at 11:26 A.M. on June 4, 2014

### **II. Welcome and Introductions**

- Offered by President, Ms. Pōhai Montague-Mullins
- Mr. Jeff Grey - Prospective BOD Member
- Carbonaro representative: Mr. Doug Vincent
- Ms. Pat O'Toole: Friday Film Series

### **III. Public Comment**

- Ms. Pat O'Toole: Friday Film Series
  - Looking to establish a relationship with NL'OH
  - Mr. Juergen Denecke raised concerns about the legality of this endeavor.
- Mr. Doug Vincent from Carbonaro offered the following points:
  - Ms. Jennifer Gossert does an excellent job
  - Recommendation - 2<sup>nd</sup> Check Signer to avoid any question of fraud

- Cash flow is strong
- Establish someone on the BOD to review financial documents
- Ms. Pōhai Montague-Mullins asked the following:
  - Is Ms. Donna Dunham's position as General Manager in the reports?
  - Is there an operation manager's position in the financial reports?

### **Motion to Accept the Carbonaro Report and Management Letter**

- *Date of Motion:* June 4, 2014
- *Who made Motion:* Ms. Connie Kiriu
- *Who seconded the motion:* Mr. Kauhi Keli'i'a'a
- *BOD Member responses:*
  - Ms. Pōhai Montague-Mullins - Aye
  - Mr. Juergen Denecke - Aye
  - Ms. Richard Gonzalez - Aye
  - Mr. Daniel Weiss - Aye
- *Date the motion was carried:* June 4, 2014

### **Motion to Accept the Minutes from 4-13-14**

- *Date of Motion:* June 4, 2014
- *Who made Motion:* Mr. Kauhi Keli'i'a'a
- *Who seconded the motion:* Ms. Connie Kiriu
- *BOD Member responses:*
  - Ms. Pōhai Montague-Mullins - Aye
  - Mr. Juergen Denecke - Aye
  - Mr. Richard Gonzalez - Aye
  - Mr. Daniel Weiss - Aye
- *Date the motion was carried:* June 4, 2014

### **Motion to Accept December 31 2013, Financial Reports and Audits**

- Date of Motion:* June 4, 2014
- *Who made Motion:* Mr. Juergen Denecke
- *Who seconded the motion:* Mr. Kauhi Keli'i'a'a
- *BOD Member responses:*
  - Ms. Pōhai Montague-Mullins - Aye
  - Ms. Connie Kiriu - Aye
  - Ms. Richard Gonzalez - Aye
  - Mr. Daniel Weiss - Aye
- *Date the motion was carried:* June 4, 2014

### **Motion to Accept January 31, 2014, Financial Reports and Audits**

- Date of Motion:* June 4, 2014
- *Who made Motion:* Ms. Connie Kiriu

- *Who seconded the motion:* Mr. Richard Gonzalez
- *BOD Member responses:*
  - Ms. Pōhai Montague-Mullins - Aye
  - Mr. Juergen Denecke - Aye
  - Mr. Kauhi Keli'i'a'a - Aye
  - Mr. Daniel Weiss - Aye
- *Date the motion was carried:* June 4, 2014

#### Discussion

- Ms. Connie Kiriū made a recommendation to accept a new format for a collapsed budget.
  - Ms. Pōhai Montague-Mullins commented that the information in the current format has at times been unclear, but because it was not collapsed, all line item queries could be directed to Ms. Jennifer Gossert for clarification and/or rectification, i.e. the entries of Mr. Juergen Denecke's former position and how it was erroneously reflected in the financial reports.
  - Ms. Donna Dunham stated that with a collapsed budget, the BOD would not have access to the collapsed items as it would breach employee confidentiality.
  - There was a discussion concerning Mr. Juergen Denecke's position as a part time consultant, senior staff advisor, or employee of NL'OH and whether the BOD was informed of the position and how it was reflected in the financial reports. Ms. Donna Dunham was advised by NL'OH attorneys to call the position "senior staff advisor."
  - In an effort to ensure the clarity and conciseness of the financial reports, the BOD decided not to adopt the new collapsed budget format.

## **IV. Old Business**

### **Kona Facility Update**

- Ms. Donna Dunham - No movement because there was not a decision concerning architects.
- Ms. Pōhai Montague-Mullins forwarded information of the BOD but the information concerning the architects is not comparable. There has not been a decision by the BOD because of contrasting information.
- Ms. Donna Dunham
  - Mr. Zon Sullenberger
    - \$300 a site fee, projected about \$14,000
  - Mr. Jon Birsh, P&D Incorporated
    - Provided more information and a flat fee based on the total cost, approximately \$22,500
    - He is a project manager

- Ms. Pōhai Montague-Mullins - Can the BOD be advised by an attorney?
- Discussion
  - Austin, Floyd and Hunt made recommendation?
  - Mr. Juergen Denecke - the Hilo Facility did not have an architect or project manager, but we used a General Contractor.
  - Mr. Jeff Gray - the project does not warrant either an architect or project manager based on the scope of the project.
- Do we need to rescind the motion and previous work initiated by the contractor?
- Ms. Jennifer Zelko entered the meeting via telephone.

## **Motion to Return to Original Contract for the Walua Property**

*Date of Motion:* June 4, 2014

- *Who made Motion:* Ms. Pōhai Montague-Mullins
- *Who seconded the motion:* Mr. Richard Gonzalez
- *BOD Member responses:*
  - Ms. Connie Kiriū - Aye
  - Mr. Juergen Denecke - Aye
  - Mr. Kauhi Keli'i'a'a - Aye
  - Mr. Daniel Weiss - Aye
  - Ms. Jennifer Zelko - Aye (via telephone)
- *Date the motion was carried:* June 4, 2014

The plans have been approved by the County of Hawai'i

## **V. New Business**

Any questions for the General Manager's report submitted by Ms. Donna Dunham?

- A projector for Friday Film Series and a room for producers, meetings, trainings.
- Per Ms. Donna Dunham, we need a motion picture license.
- What about liability and copyrighted material?
- We need to make an informed decision and due diligence to see what can be done.
- Mr. Juergen Denecke - Look at Morales court case.
- Look at an equipment acquisition (projector).

## **Motion to Get a Quote for a Projector for Each Studio**

*Date of Motion:* June 4, 2014

▫ *WhomadeMotion:* Ms. Connie Kiriū

▫ *Whosecondedthe motion:* Mr. Juergen Denecke

▫ *BOD Member responses:*

◦ Ms. Connie Kiriū - Aye

◻ Mr. Kauhi Keli'i'a'a - Aye

◻ Mr. Daniel Weiss - Aye

◻ Ms. Pōhai Montague-Mullins - Aye

◻ Ms. Jennifer Zelko - Aye (via telephone)

▫ *Date the motion was carried:* June 4, 2014

- Ms. Pōhai Montague-Mullins
  - See Ms. Donna Dunham if you are interested to either Carbonaro Seminar or ACM Conference.
- Mr. Jeff Grey is still interested in becoming a BOD Member
- Next Meeting is September 18, 2014 at 3:30

**Meeting Adjourned: 5:12 p.m. on June 4, 2014**