

**`Ōlelo Community Media
Minutes of the Regular Board of Director's Meeting
October 24, 2018
5:30 p.m. – 7:30 p.m.
1122 Mapunapuna Street**

PRESENT:

Allan Akamine, Keith Fujio, Leslie Ann Hayashi, Alexandra Mergenschroer-Livingston, Donna Mun, and Karl Okemura

PRESENT (CONFERENCE CALL):

Nelson Lau (Chair)

EXCUSED:

Ann Chung, Jason Fujita, Kalei Kailihiwa, Jack Legal, Larson Medina, Linda Nakaima, Steve Sombrero, Tyler Tokioka and Derek Wong

STAFF IN ATTENDANCE:

Angela Angel, Chris Lam, Hanalei Aipoalani, Wes Akamine, Jack Bates, Dawne DePonte, Sanford Inouye, Garrett Mueller, and Rona Shibuya

CALL TO ORDER:

Board Chair Nelson Lau called the meeting to order at 5:31 p.m.

PUBLIC COMMENT:

No public comment

APPROVAL OF AUGUST 29, 2018 MINUTES:

Chair Nelson Lau asked for a motion to approve the August 29, 2018 minutes.

Action:

After review, Ms. Leslie Hayashi moved to approve the minutes, Mr. Karl Okemura seconded, and the Board unanimously approved the August 29, 2018 minutes as presented.

CHAIR'S REPORT:

Chair Nelson Lau provided a report on the results of the 2018 Board of Directors Election and welcomed Dr. Alexandra Mergenschroer-Livingston as `Ōlelo's newly elected board member. Dr. Mergenschroer-Livingston will serve on the Board for a three-year term, January 1, 2019, to December 31, 2021.

PRESIDENT/CEO REPORT:

FCC NPRM – CABLE FRANCHISING

Mr. Sanford Inouye reported to the Board a summary of the Federal Communications Commission (FCC) Notice of Proposed Rulemaking (NPRM) on cable franchise fees. Mr. Inouye explained to the Board that the proposed new rules will have a significant impact on cable franchising fees, PEG channels and other cable-related obligations in cable franchise agreements. Mr. Inouye reported to the Board that the NPRM would allow all cable-related, in-kind contributions, other than PEG capital costs and build out requirements, be treated as "franchise fees" subject to the

5% franchise fee cap. Some of the items that the FCC are considering as in-kind contributions are PEG channel capacity, institutional networks (government and private networks), cable drops to schools and libraries, and the TV guide assistance provided to PEG operators. Mr. Inouye mentioned to the Board that the NPRM proposes that the value to be deducted for in-kind contributions would be based on either actual cost or fair market value, but either way, PEG operators would sustain a substantial loss. Mr. Inouye reported to the Board that `Ōlelo will be submitting comments to the FCC.

Mr. Inouye introduced `Ōlelo's Management Team to present the 2018 Priorities Focus and Projects third quarter milestones.

2018 PRIORITIES FOCUS AND PROJECTS THIRD QUARTER MILESTONES

CLIENT MARKETING CAMPAIGN

Ms. Angela Angel reported to the Board that the Communications and Marketing Department has finished producing `Ōlelo's ten client impact videos and 18 client impact stories. Ms. Angel mentioned to the Board that her department is on target to finish the 20 client impact stories by the end of 2018.

GOVERNMENT PARTNERSHIPS:

Mr. Christopher Lam provided the third-quarter update for the Government Partnerships initiative to the Board. Mr. Lam reported to the committee that `Ōlelo has completed the first two measurables of outreaching to 100 government agencies and having 20 government agencies utilize `Ōlelo's services. Mr. Lam also reported `Ōlelo is on track to completing the third measurable of having 90% positive feedback on the surveys taken by trainees upon completion of the training course that Mr. Wesley Akamine and Ms. Jennifer Nakamura provides.

A one-minute video collage of the government agencies project outcomes was shown to the board.

FACIL REPLACEMENT AND PERFORMANCE IMPROVEMENTS

Mr. Christopher Lam provided a brief overview of the Facil Replacement and Performance Improvements project to the Board. Mr. Lam reported that the Facil replacement is on track and the transition date to the new database system is scheduled for December 2018.

FINANCIAL SUSTAINABILITY PLAN

Ms. Dawne DePonte reported to the Board that the Financial Sustainability Plan (FSP) Committee met on June 25th and July 23rd to discuss and brainstorm potential sources of funding and to identify the top three priorities to explore further for `Ōlelo's Non-Profit and For-Profit arms. Ms. DePonte mentioned to the Board that recommendations for potential services would be provided in the first quarter of 2019. Ms. DePonte mentioned to the Board that the target due date to have a draft business plan completed is June 2019.

Ms. DePonte reported to the Board that `Ōlelo continues to work to secure underwriting and sponsorship opportunities in our business community.

EMPLOYEE DEVELOPMENT

Mr. Hanalei Aipoalani provided the third-quarter update for the Employee Development project to the Board. Mr. Aipoalani reported to the Board that the task of finalizing a plan to measure training effectiveness for each staff member had been postponed to coincide with the 2018 Annual

Performance Review and the training effectiveness assessment report would be deferred to the end of the first-quarter in 2019.

Mr. Aipoalani mentioned to the Board that the results of the organizational survey have also been postponed until the fourth-quarter in 2018 because `Ōlelo is in the process of trying to incorporate rebranding in the organization's culture.

YOUTH INITIATIVES

Mr. Hanalei Aipoalani provided the third-quarter update for the YXC Video Competition and Awards Banquet, and YXCE³ After-School Program to the Board. Mr. Aipoalani reported to the Board that `Ōlelo and the YXC Steering Committee met and the recommendations will be shared out with the Management Team at the end of October.

Mr. Aipoalani presented an update to the Board about the YXCE³ After-School Program. The first, second, and third quarter reports are being reviewed and analyzed, and the results of the report will be forthcoming.

IME EDUCATORS WORKSHOP

Mr. Garrett Mueller reported to the Board that `Ōlelo's Management Team decided that the IME Educators Workshop will be an operational project going forward. Mr. Mueller explained that `Ōlelo has found from working with the teachers that the training we currently provide is appreciated but does not fit their schedules. Mr. Mueller mentioned that `Ōlelo's training department will revise its curriculum to address teachers schedules and interests. In the meantime, `Ōlelo will continue to offer facilitated training to teachers on an as-needed basis.

GOVERNANCE SUBCOMMITTEE REPORT:

Chair Nelson Lau reported to the Board that the Governance Subcommittee would present the revised and restated bylaws for adoption at the next Board of Directors meeting in February.

PROGRAM AND MARKETING COMMITTEE REPORT:

MARKETING REPORT

Mr. Jack Bates highlighted the Marketing Department third-quarter efforts to promote the *Vote! Informed* initiative, the Youth Xchange testimonials, and a training spot for use on Spectrum and Hawaiian Telcom in January 2019. Mr. Bates reported to the Board the marketing efforts to promote Free Speech Week and showed a short video of individuals sharing what free speech means to them. Mr. Bates mentioned to the Board that the Marketing Department is making efforts to "visually" promote `Ōlelo's services.

FREE SPEECH WEEK UPDATE

Ms. Angela Angel reported to the Board that this year's Free Speech Week begins October 22nd until October 28th. Ms. Angel provided an overview of the promotions and the events that `Ōlelo will be executing and participating in during Free Speech Week.

30TH ANNIVERSARY UPDATE

Ms. Angela Angel provided the 30th Anniversary update on behalf of Mr. Hanalei Aipoalani. Ms. Angel reported to the Board that Mr. Aipoalani is meeting with the 30th Anniversary committee and are in the preliminary stages of discussing events, promotions, and ideas for `Ōlelo's 30th-anniversary celebration.

FINANCE COMMITTEE REPORT:

Chair Nelson Lau provided the Finance Committee report on behalf of Finance Chair Mr. Tyler Tokioka. The Finance Committee met on October 17, 2018. At this meeting, the Committee reviewed and accepted the financial statements through August 31, 2018. It was reported that there wasn't much of a difference between August 31st of 2018 and the same period for 2017.

APPROVAL OF 2019 OPERATING BUDGET

Chair Lau presented the 2019 Operating Budget as recommended by the Finance Committee to the Board.

Action:

After review, Mr. Keith Fujio moved to accept the 2019 Operating Budget, and Ms. Leslie Hayashi seconded, and the Board unanimously approved the 2019 Operating Budget.

APPROVAL OF 2019 CAPITAL BUDGET

Chair Lau presented the 2019 Capital Budget as recommended by the Finance Committee to the Board.

Action:

After review, Mr. Keith Fujio moved to accept the 2019 Capital Budget, and Dr. Alexandra Mergenschroer-Livingston seconded, and the Board unanimously approved the 2019 Capital Budget.

NOMINATING COMMITTEE REPORT:

Mr. Allan Akamine reported that the Board seat currently held by Mr. Tyler Tokioka would expire on December 31, 2018. The Nominations Committee recommends that Mr. Tokioka's seat be filled by Ms. Melanie Horikami for a three-year term beginning February 22, 2019, through December 31, 2021.

Action:

After discussion, Ms. Leslie Hayashi moved to approve the Nominations Committee's recommendation that Ms. Melanie Horikami be appointed to `Ōlelo's Board of Directors for a three-year term beginning February 22, 2019, through December 31, 2021, and Mr. Karl Okemura seconded, and the Board unanimously approved Ms. Melanie Horikami appointment to `Ōlelo's Board of Directors.

Mr. Akamine also reported that four of the four Board seats that are set to expire on December 31, 2018, be appointed at this time. The seats to be appointed at this time are currently held by Mr. Jack Legal, Mr. Jason Fujita, Ms. Donna Mun, and Mr. Nelson Lau. Of the four board members whose terms expire in December, Mr. Legal and Mr. Fujita will be starting their second consecutive term, and Mr. Lau will continue in office as a holdover member. Mr. Akamine noted that since Ms. Mun is filling a remaining term of less than one year, she will be eligible to serve two consecutive three-year terms. Ms. Donna Mun will be starting her first term.

The Nominations Committee recommends the following slate of candidates to the Board to fill the appointed Board member seats scheduled to expire on December 31, 2018, for additional three-year terms (February 22, 2019, through December 31, 2021):

- **Mr. Jack Legal**
- **Mr. Jason Fujita**
- **Mr. Nelson Lau**
- **Ms. Donna Mun**

Action:

After discussion, Ms. Leslie Hayashi moved to approve the Nominations Committee's recommendation that the four candidates be appointed to fill Three-Year Terms on the Board as recommended, Mr. Keith Fujio seconded, and the Board unanimously approved the Nominations Committee's recommendation.

EXECUTIVE SESSION:

Chair Nelson Lau called for a motion to move into Executive Session to review proprietary information.

Action:

Ms. Leslie Hayashi moved, and Mr. Keith Fujio seconded, and the Board unanimously approved to move into Executive Session.

The Board recessed at 6:33 p.m. to go into Executive Session.

RECONVENE:

Chair Nelson Lau reconvened the meeting at 7:05 p.m.

ADJOURNMENT:

There being no further business before the Board, the meeting adjourned at 7:05 p.m.

RESPECTFULLY SUBMITTED,

Leslie Ann Hayashi, Secretary