

‘Ōlelo Community Media
Minutes of the Board of Director’s Meeting
November 9, 2011
5:30 p.m. - 7:30 p.m.
Māpunapuna Facility – Screening Room

Present:

Jim Boersema (Chair), Roy K. Amemiya, Jr., Lynette Cruz, Pat Garvey, Ormond Hammond, Nelson Lau, Bennette Misalucha, Jon E. Murakami, Diane Peters-Nguyen, Mario R. Ramil, Mike Rosenberg and John Williamson.

Excused:

Jill Takasaki Canfield, Lubuw Falanruw, Rochelle Gregson and Steve Sombrero.

Board Chair Jim Boersema called the meeting to order at 5:33 p.m.

Public Comment:

None

Approval of August 31, 2011 Minutes:

Chair Jim Boersema asked for a motion to approve the August 31, 2011 minutes.

Action:

After thorough review, the Board moved, seconded and unanimously approved the minutes.

Nominations Committee Report:

Ms. Diane Peters-Nguyen presented the following report on behalf of the Nominations Committee:

The Nominations Committee recommends that three of the five Board seats that are set to expire on December 31, 2011 be appointed at this time. The three seats to be appointed at this time are currently held by Jim Boersema, Lubuw Falanruw and Rochelle Gregson. The seats currently held by Bennette Misalucha and Steve Sombrero will be addressed at the first Board meeting of 2012. Both incumbents will be held over as members of the Board until replacements are approved.

Of the five board members whose terms expire in December, Bennette Misalucha will be completing her second consecutive term which is the maximum allowed under our by-laws. Accordingly, she cannot be nominated for a third term at this time, however she can be re-nominated in the future following a break in service. Steve Sombrero is still eligible for a second term, but regrets that his job as President of Chaney Brooks is resulting in much of his time being spent out-of-state; and he has voluntarily chosen not to continue on the Board.

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, 2011 for additional three-year terms (Jan. 1, 2012 to Dec. 31, 2014):

- **Jim Boersema**
- **Lubuw Falanruw**
- **Rochelle Gregson**

Unapproved-Pending Board Approval

Ms. Diane Peters-Nguyen asked for a motion to approve the Nominations Committee's recommendation for the following slate of candidates to fill the appointed Board member seats scheduled to expire on December 31, 2011 for additional three-year terms (Jan. 1, 2012 to Dec. 31, 2014):

Action:

The Board moved, seconded and voted to accept the Nominations Committee's recommendation that Jim Boersema, Lubuw Falanruw and Rochelle Gregson each be appointed to fill a Three-Year Term on the Board from January 1, 2012 to December 31, 2014.

Program and Marketing Committee Report:

Ms. Meredith Nichols reported that the Committee met on October 19, 2011. At this meeting, the Committee reviewed the Third Quarter programming charts and reported that benchmarks for programming were slightly over target and on track to meeting and exceeding the 2011 goal which is at 5000 hours for first run local programming. Ms. Nichols noted that Management is tracking Mini Studio Programming Trends, Training Goals, Executive Production and Programming Trends by CMC.

Palolo CMC Transition

Ms. Nichols also reported that Kaimuki High School has invited 'Ōlelo to move into their newly renovated space as soon as additional improvements are completed.

Council for Native Hawaiian Advancement (CNHA)

The CNHA held its 10th annual convention from August 23rd through August 25th at the Hawaii Convention Center. 'Ōlelo was contracted to produce a video to be shown at the convention featuring interviews with several CNHA Board members for a fee

Merina Management Audit

Pursuant to Act 19, the DCCA commissioned Merina and Company to perform a management audit of 'Ōlelo (1 of 3). As part of the audit, Merina was here at 'Ōlelo for a site visit from September 6 through September 9.

Hawai'i People's Fund Dinner

Ms. Nichols reported that the 2011 Hawai'i People's Fund Dinner in honor of Hawai'i Community Access Television was held on Saturday, November 5.

Asia Pacific Clean Energy Summit and Expo

'Ōlelo provided live, exclusive coverage of DBEDT's 2011 Asia Pacific Clean Energy Summit. The conference took place at the Hawaii Convention Center on Sept. 13, 14 and 15.

Give Aloha

Ms. Nichols reported that 'Ōlelo participated in Foodland's Give Aloha Campaign and there are plans to participate in the Give Aloha program again next year and will enhance its outreach efforts with greater electronic distribution of the campaign information.

Unapproved-Pending Board Approval

Finance Committee Report:

First Quarter Financials

Mr. Nelson Lau reported that the Finance Committee met on October 26, 2011. At this meeting, the Committee reviewed the financials through September 30, 2011. Mr. Lau noted that the organization was performing within or better than budget. Mr. Lau also highlighted a few assumptions in the financials for the Board.

Approval of 2011 Operating Budget

Mr. Nelson Lau asked for a motion to approve the 2012 Operating Budget.

Action:

The Board moved, seconded and unanimously approved the 2012 Operating Budget.

2012 Capital Budget

Mr. Nelson Lau asked for a motion to defer action on the 2012 Capital Budget.

Action:

The Board moved, seconded and unanimously approved to defer action on the 2012 Capital Budget.

President/CEO Report:

Contract for PEG Access Services

Mr. Amemiya reported that 'Ōlelo's application to the DCCA to provide PEG Access services on Oahu was submitted on October 25. Mr. Amemiya highlighted sections of the application for the Board. Next steps for the application process is for the DCCA to schedule a public hearing followed by a Cable Advisory Committee (CAC) meeting to review the application. We are targeting the awarding of the contract before the next legislative session in 2012.

Capital Negotiations with Oceanic TWE

'Ōlelo is currently in arbitration with Oceanic TWE on 'Ōlelo's capital funding. The arbitration hearing is scheduled for November 30, December 1 and 2 and as part of the hearing, Dave Karlen, the DCCA's hearing officer, is planning a visit to 'Ōlelo.

APEC 2011

Mr. Amemiya reported that 'Ōlelo is covering The Asian Pacific Economic Cooperation (APEC) Conference with daily coverage of APEC events, the latest on APEC road closures and traffic information and APEC-related programs from local producers.

Hawaii People's Fund Dinner

The Hawaii People's Fund Dinner in honor of Hawai'i Community Access Television was held on Saturday, November 5 at the Japanese Cultural Center's Manoa Grand Ballroom with approximately 300 guests in attendance. One of the highlights of the evening was a compilation video prepared by Akaku featuring Hoike, Na Leo, 'Ōlelo and Akaku. The Board viewed the video. A portion of the proceeds from the dinner will be shared among the PEGs.

Unapproved-Pending Board Approval

HD Transition

Much has transpired since the HD update at the August Board meeting. We have chosen, purchased and received automation software from vendor, Crispin, and hardware from vendor, Evertz. We are currently in the midst of the playback transition installing and wiring the equipment into master control and simultaneously working on integrating our scheduling software to integrate with the new system. We have technicians from Crispin and Evertz coming to Honolulu for commissioning and training at the end of the month. We are currently on schedule to transition at the end of the year.

Executive Session

Board Chair Jim Boersema called for a motion to move into Executive Session to review proprietary information.

Action:

The Board moved, seconded and unanimously approved to move into Executive Session.

The Board adjourned at 6:52 p.m. to go into Executive Session.

Chair Boersema reconvened the Regular Board Meeting at 7:21 p.m.

Announcement of President/CEO Contract:

Mr. Boersema announced that Mr. Roy K. Amemiya, Jr.'s 5-year Employment Contract to serve as 'Ōlelo's President and Chief Executive Officer was approved by the Board.

The Board adjourned at 7:23 p.m.

Respectfully Submitted,

Diane Peters-Nguyen, Secretary