

**HAWAIIAN SHORES COMMUNITY ASSOCIATION
MINUTES OF THE BOARD OF DIRECTORS REGULAR MEETING
MARCH 12, 2011**

A regular meeting of the Board of Directors of Hawaiian Shores Community Association (HSCA) was held on March 12, 2011 at its recreational facilities. The President was Chair and the Secretary was in attendance.

Directors present were: Eileen O'Hara, President; David Johnson, Vice-President; Solveig Lamberg, Assistant Treasurer; Caroline Weber, Secretary; Royden Pilapil; Toni Robert; Leon "Pat" Kellogg; Suzan Thompson Forrest.

Absent: Kevin Wibberley, Treasurer

Also in attendance: Candace Martin, Director of Operations and Management (DoOM); Denise Warner, Recording Secretary; and eighteen (18) guests.

A quorum was established and the meeting was called to order at 9:00 a.m.

Adoption of temporary agreement with Aloha Administrative Assistance – The agreement was reviewed.

Pat Kellogg made the motion to adopt the agreement with Aloha Administrative Assistance. Caroline Weber seconded. Discussion ensued. Vote: In favor: David Johnson, Solveig Lamberg, Caroline Weber, Pat Kellogg. Opposed: Toni Robert, Suzan Thompson Forrest, Royden Pilapil. Motion carried.

MINUTES

- a) Jan. 16, 2010 Annual Membership Minutes (address the corrections requested) – question was raised as to the accuracy of the Minutes on Maryanne DeMey's comment on page 5, discussion under Members Forum. Discussion ensued on the lack of clarity of the recording. Toni Robert raised a Point of Order stating that while the tape may be inaudible, it was not inaudible to her as recording secretary.

Caroline Weber moved to keep the Minutes of the Jan. 16, 2010 Annual Membership the same, as written. Pat Kellogg seconded. Vote: In favor: David Johnson, Solveig Lamberg, Caroline Weber, Pat Kellogg, Suzan Thompson Forrest, Royden Pilapil. Opposed: Toni Robert. Motion carried.

- b) Jan. 15, 2011 Annual Membership Meeting Minutes – the draft Minutes were reviewed by the Board for distribution in the mid-year packet.

David Johnson made the motion to approve the Annual Membership Meeting Minutes of Jan. 15, 2011 for distribution to the membership. Solveig Lamberg seconded the motion. Unanimous approval. Motion carried.

- c) Feb. 8, 2011 (draft Minutes for approval) - Candace Martin was asked to circulate the draft Minutes for next meeting.

- d) Feb. 19, 2011 Annual Membership Minutes (draft Minutes for review by BOD) –

Solveig Lamberg moved to accept the Annual Membership Minutes of Feb. 19, 2011 for distribution to the membership. Caroline Weber seconded the motion.

David Johnson asked to amend the Minutes of Feb. 19, 2011 to correct the wording of the third speaker David Johnson, wherein he said ‘ “We shall” be looking at criminal background checks.’ Solveig Lamberg seconded the motion. Unanimous approval. Motion carried.

Eileen O'Hara moved that the election results contain the total ballot count, the number of invalid ballots and response to the members' question. David Johnson seconded. Unanimous approval. Motion carried.

The Minutes of Feb. 19, 2011 as corrected were voted on. Unanimous approval and motion carried.

- e) Feb. 28, 2011 (draft Minutes for approval) –

Dāvid Johnson made the motion to table approval of these Minutes until the next regularly scheduled meeting. Motion approved by general consent.

Toni Robert raised a Point of Order regarding the February 19, 2011 motion made by Pat Kellogg to table his motion to terminate Mr. Thomas until ‘the next meeting’. The President ruled that this issue was dealt with at the February 28th meeting and the purpose of the Minutes was to provide the intent of the motion which was to table the motion to the next meeting.

Suzan Thompson Forrest made the motion that the tape be reviewed and results be reflected in the Minutes. Toni Robert seconded the motion. Vote: In favor: Toni Robert, Suzan Thompson Forrest, David Johnson, Royden Pilapil. Opposed: Pat Kellogg, Caroline Weber, Solveig Lamberg. Motion carried.

- f) Clarification on Submission of Items for a Meeting Agenda – The Board discussed assigning a closing day for submission of agenda items and appropriate documentation. It was decided by general consent that Agenda items and supporting documents must be submitted by the last business day of the prior month.

REPORTS

Director of Operations and Management

Candace Martin filed the Operations and Management Report. Toni Robert asked that Big Island Drafting address and phone number be removed from the Board of Directors green sheet. The Board reviewed and discussed the report.

Caroline Weber moved to accept the Director's Report and financials. Royden Pilapil seconded the motion. Unanimous approval. Motion carried.

The President asked the Addendum to the report be tabled until the next meeting. The President asked Candace to send the monthly report to her electronically for distribution. It was suggested that the Director's Report be posted with the Minutes. Discussion ensued on the possibility of issues in the report which may be deemed of a sensitive nature.

Solveig Lamberg made the motion to make the Director of Operations and Management Report part of the Minutes. David Johnson seconded the motion. Unanimous approval. Motion carried.

COMMUNICATIONS

- a) Request from Mr. Sandy Richter dated March 1, 2011 addressed to Caroline Weber, Secretary of the HSCA Board of Directors – Mr. Richter requested the opportunity to view in the Office the documents which were introduced at the Feb. 19, 2011 Meeting, namely, the petitions to recall Toni Robert and Suzan Thompson Forrest. Discussion ensued.

Toni Robert made the motion that the Board of Directors provide an affidavit to the Office to be used and signed by anyone requesting to see the two petitions received on Feb 19, 2011 for the removal of Toni Robert and Suzan Thompson Forrest. Suzan Thompson Forrest seconded the motion.

Caroline Weber asked the motion be amended to include that members be asked to make an appointment with her as Secretary to review the petitions. Solveig Lamberg seconded the motion. Unanimous approval. Motion carried.

Amended motion: It was moved that the Board of Directors provide an affidavit to the Office to be used and signed by anyone requesting to see the two petitions received on Feb 19, 2011 for the removal of Toni Robert and Susan Thompson Forest; and that members be asked to make an appointment with Caroline Weber as Secretary to review the petitions. Unanimous approval. Motion carried.

Toni Robert made the motion that the affidavit provided by the Board of Directors pursuant to the petitions will read that "the foregoing information is requested in good faith for the protection of the interests of the association, its members, or both and no copies be made and or released of the foregoing document." Suzan Thompson Forrest seconded the motion. Unanimous approval. Motion carried.

OLD BUSINESS

- a) Responses from Attorneys Harry Nakamoto and Aaron Chung – Eileen O'Hara – Communication was filed and reviewed from Mr. Chung, wherein he offered some pro bono services for reviewing policies and points of law. A Letter of Engagement from Mr. Nakamoto was filed and reviewed.

David Johnson moved that the President Eileen O'Hara sign and accept the Letter of Engagement from Mr. Nakamoto and accept the services offered by Mr. Chung's communication. Pat Kellogg seconded the motion. Discussion ensued. Vote: In favor: Pat

Kellogg, Solveig Lamberg, Caroline Weber, Suzan Thompson Forrest, David Johnson.

Opposed: Toni Robert, Royden Pilapil. Motion carried.

- b) Action on tabled motion from 2/19/11 to release Michael Thomas – Pat Kellogg –
Solveig Lamberg moved to postpone action until signed contracts are received from Mr. Nakamoto. Caroline Weber seconded the motion. David Johnson, Solveig Lamberg, Caroline Weber, Suzan Thompson Forrest, Royden Pilapil. Opposed: Toni Robert, Pat Kellogg. Motion carried.
- c) Status of signature cards at Hawaii National Bank and Meryl Lynch and comparison of banks – Candace Martin and Kevin Wibberley – cards were received for signature by officers. The discussion on comparison of costs with other banks was tabled due to the fact that Kevin Wibberley was absent.
- d) Official HSCA Website and Blog - website transition and policies – Eileen O’Hara and per request in letter dated 4/18/11 from M. Mallory – due to be launched March 31, 2011.
Royden Pilapil made the motion to only use the official website and no blogs sponsored by the Association. Suzan Thompson Forrest seconded the motion. Discussion ensued on the creation of a blog site or possibly a comment box and the option to refer this discussion to the Community Relations Committee.
Caroline Weber made the motion to refer the aforementioned motion to the Community Relations Committee which shall be created herein and made up of Eileen O’Hara, Caroline Weber and Mark Mallory, and will organize events, provide for activities at this park and other facilities and field emails. Pat Kellogg seconded the motion. The Community Relations Committee will send a flyer with the water bill alerting the community that membership is being invited to participate in various committees. Vote: In favor: Pat Kellogg, David Johnson, Caroline Weber, Toni Robert, Royden Pilapil, Solveig Lamberg. Abstained: Suzan Thompson Forrest. Motion carried.
- e) Cost incurred by HSCA for 2011 Elections (letter dated 4/18/11 from M. Mallory) - Candace noted that the cost incurred was given in the Elections Committee Report of the last Meeting, and it is available for review.
- f) The DoOM seated at the Board table during meetings (letter dated 4/18/11 from M. Mallory) – withdrawn by Mr. Mallory.
- g) Stable demolition summary and recommendation – Kevin Wibberley and Dave Johnson tabled due to the absence of Mr. Wibberley.
- h) Petty cash funds and establish policy on reimbursement of purchases made with staff credit cards – The President asked to refer this matter to the Finance Committee once it is formed.
- i) Develop search committee to investigate new accounting services – The President asked it to be tabled until a committee is created.

NEW BUSINESS

- a) Establish schedule for Water Board Meetings - It was decided by general consent to continue the same quarterly schedule. Scheduling of the exact day and time was tabled until the next meeting.
- b) Notification to Members of Board and Committee Vacancies in Water Billing – Discussion was tabled on whether appointment of these two members will be determined by the nominees with the second highest number of votes in the last election.

David Johnson moved to advertise for the positions/vacancies on the Board of Directors through the mailings of the water bill and via the Internet and the marquee. Solveig Lamberg seconded the motion. Unanimous approval. Motion carried.

- c) Appointment of Committees:
 - a. **Architectural Committee** – Members: Kevin Wibberley, Dave Johnson, Erica Johnson and Dick Munday appointed Feb. 19, 2011.
 - b. **Roads, Parks & Easements** – Renamed the **Infrastructure Committee**. Members: Pat Kellogg, David Johnson, Eileen O'Hara, Mike Turco. Discussion ensued on the mission of the Committee which would include maintenance and recommendations on roads, easements and parks and possibly the water system and purchase of large equipment.
 - c. **Finance** – Members: Solveig Lamberg, Royden Pilapil, Tony Thomas. It was noted that this Committee is limited in its purview to review information that is available to the general membership and make recommendations on annual assessment fees and other recommendations to the Board.
 - d. **Public Relations** – see Community Relations Committee.
 - e. **By-Laws** – Members: Pat Kellogg, Solveig Lamberg, Royden Pilapil, William Shouldice, Mark Mallory, Eileen O'Hara, Toni Robert.
 - f. **Human Resources** – Members: David Johnson, Solveig Lamberg, Caroline Weber, Eileen O'Hara.
- d) Request to Review Annual Assessment and Monthly Water Fees - tabled
- e) Submission of Tax Appeal for HSCA Ocean Park Properties - tabled
- f) Decision on Proposal to Sell Coconut Palms – It was reported that a contractor has offered \$300 each for twenty to thirty coconut palms that exist on the ocean property. It was noted that this land is not on the conservation district.

David Johnson moved that Eileen O'Hara sign and accept this contract on behalf of HSCA. Pat Kellogg seconded the motion.

Suzan Thompson Forrest moved that the motion be amended to replace the trees with native plants as per the SMA permit along with a timeline and who is the responsible party. Toni Robert seconded.

Eileen O'Hara made the motion to refer this motion to an ad hoc Committee chaired by Pat Kellogg, along with Eileen O'Hara and other community members who have expertise in this field - and then report back to the Board next month. Solveig Lamberg seconded the motion.

Vote: In favor: David Johnson, Solveig Lamberg, Caroline Weber, Pat Kellogg, Suzan Thompson Forrest, Toni Robert. Opposed: Royden Pilapil. Motion carried.

The motion to have Eileen O'Hara sign and accept this contract on behalf of HSCA contingent on receipt of liability insurance and worker's comp policy (if other employees will be involved) was then discussed and voted on. Vote: In favor: David Johnson, Solveig Lamberg, Caroline Weber, Pat Kellogg, Suzan Thompson Forrest. Opposed: Royden Pilapil, Toni Robert. Motion carried.

ADJOURNMENT

Pat Kellogg made the motion to adjourn and convene the Executive Session. Caroline Weber seconded. Toni Robert opposed. Motion carried.

Meeting adjourned at 11:30 a.m. and the Board convened for Executive Session.

Respectfully Submitted and Approved,



Caroline Weber, Secretary

Date: 4-14-2011