

## Board Development Committee

Meeting Summary 2/7/2023

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**1. Chair Thaxton called the meeting to order at 3:02 p.m. A quorum was established.**

**2. Welcome and introductions.** Chair Thaxton welcomed the attendees and led roll call.

Committee members in attendance unless otherwise noted:

- |  |       |
|--|-------|
| • Robynne Thaxton Chair, Thaxton Parkinson PLLC            | CPARB |
| • Bill Dobyns, CBRE  | CPARB |
| • Lekha Fernandes, OMWBE                                   | CPARB |
| • Jeff Jurgensen, OAC Services/PRC Chair ( <i>absent</i> ) | PRC   |
| • Santosh Kuruvilla, Exeltech                              | CPARB |
| • Irene Reyes, The Glove Lady                              | CPARB |
| • Linneth Riley Hall, Sound Transit ( <i>absent</i> )      | CPARB |
| • Olivia Yang, Washington State University                 | CPARB |
| • Janice Zahn, Port of Seattle                             | CPARB |

Other attendees include:

- Talia Baker, DES
- Claire Moerder, MFA
- Brenda Portaro, OMWBE

**3. Review and approve agenda.**

Chair Thaxton reviewed the agenda and asked the group for any edits before proceeding. The agenda was approved by the committee.

**4. Review and approve last meeting's minutes.**

The committee voted to approve the meeting minutes for October 4, 2022, December 6, 2022, and January 3, 2023.

**5. Invitation to the public to participate.**

Chair Thaxton explained this committee meeting is open to participation from non-committee members.

**6. Committee Responsibilities.**

**a. Finalize CPARB Onboarding Checklist and Job Descriptions**

- 1) Chair Thaxton asked Talia Baker to post the draft onboarding checklist to the CPARB website as a pre-read for their next meeting, so members can review it and provide comments. This committee will review any edits and suggestions from CPARB at their next meeting.
  - i. Talia will also go through the document and ensure all the links for materials are updated to the new website.
- 2) Members agreed to put off developing a new members slide deck and focus first on completing the checklist, as it provides sufficient resources for onboarding.
- 3) Chair Thaxton shared the edits made to the draft list of job descriptions based on discussion at the last meeting. Members discussed the following additional edits:
  - i. Because the bylaws define what a representative can or cannot do in meetings, members agreed to simplify the job descriptions entry describing expectations for members who cannot attend a scheduled meeting. This entry will instead point to the bylaws for further details on sending an informed representative.
  - ii. Members agreed that developing a new members' committee would not be necessary, given that the onboarding checklist already requires regular mentor check-ins and attendance at CPARB and PRC meetings.
    - a) Members discussed an alternative suggestion to informally open CPARB meetings half an hour earlier, so that new members could join from 7:30 – 8 a.m. to ask questions of more seasoned members. Members agreed this would need to be kept to 10 members or fewer to avoid reaching a quorum early and officially starting the meeting.

- iii. Filling in the time commitment column of the onboarding checklist was flagged as a next step after walking through the edits from CPARB.

**b. Conflict of Interest (COI)**

- 1) Members framed the issue as a multifaceted problem involving impaired objectivity, ability to influence, and unfair competitive advantage. Simultaneously representing their designated stakeholder groups and their individual experience and expertise, CPARB members often walk a fine line and would benefit from more explicit guidance on COI, especially while starting out as new members. Two resources further outlining the issue were shared:
  - i. Perkins Coie article on impaired objectivity and ability to influence:  
<https://www.perkinscoie.com/en/news-insights/impaired-objectivity-and-the-ability-to-influence-avoiding-pitfalls-in-mitigating-oci.html>
  - ii. WSDOT manual on organizational conflict of interest (OCOI):  
<https://www.wsdot.wa.gov/publications/manuals/fulltext/M3043/OCOI.pdf>
- 2) One member suggested building on these resources to create an advisory document for CPARB members. Chair Thaxton asked members to review the materials and begin to think about where there may be gaps or blind spots in CPARB's transparency requirements. This will be a topic of conversation at the next meeting of this committee.
  - i. One member suggested that this group develop a problem statement for the issue of COI.
  - ii. Chair Thaxton asked whether an audit of CPARB's transparency requirements is needed.
- 3) Chair Thaxton asked whether the Attorney General's office could provide a training on COI for CPARB members, as they did for PRC members (this training was well received). This could be an annual training for everyone on CPARB.
  - i. Talia Baker flagged that the AG's office would likely ask for clarification on what the training should cover, and members discussed needing clarification on what state rules CPARB is subject to.
  - ii. Talia also flagged the Executive Ethics Board may be a good resource, and members asked her to reach out and get the ball rolling on a training.
- 4) Multiple members agreed that CPARB and PRC members should make their commitment clear to only make decisions during public meetings and on the record. Any comments made via email between meetings must copy the DES email address to be included in the public record. This issue of determining when decisions can be made and how the process must be recorded was flagged as an important area to focus on in a training for CPARB members.
- 5) Members also agreed on needing to set clear expectations for applicants and on what they will no longer be able to do as CPARB members.

**Further Discussion on COI**

- 1) Members agreed the nuances of simultaneously representing stakeholder interests and individual experience and expertise should be better articulated, as should CPARB's measures for transparency and avoiding any real or perceived COI.
  - i. Members also discussed the natural tension of avoiding undue influence while providing stakeholder input to the legislature, which is the job of CPARB members.
- 2) It was shared that complaints have been made about members having the unfair advantage of hearing information before it becomes public. However, because all committee meetings are open to the public and meeting minutes are posted to the website, members discussed whether this was more a matter of perceived unfair advantage. Nonetheless, there are people who feel that small businesses are being locked out of project teams because they are not adequately represented on these committees.
  - i. It was suggested that although it has come a long way, representing the interests of small businesses may need further development on CPARB.
  - ii. Members discussed how it is a common business development practice to research future projects and conduct outreach to contacts who are plugged in to the details. In this way, while it's more work to find this information if you are not on the committees, it doesn't preclude you from finding it out. Information is posted months in advance for anyone willing to spend the time looking. This type of advance

research is particularly important because once an RFP is released, information about the project is more tightly controlled.

**c. Future Issues**

- 1) Increase WMBE seats for PRC
- 2) Members discussed whether there was enough of an issue with scheduling well-balanced PRC panels that more representatives for WMBE or DBE are needed.
  - i. Both existing WMBE positions will become available this year, and the two DBE representatives are new from last year. One person covers both roles.
  - ii. Statutory requirements for balanced representation are currently met, but there may be a need to rebalance between public and private representation. Members agreed that adding another DBE/WMBE seat for added scheduling security while also offering a new general public owner seat could be a positive step.
  - iii. Members discussed whether a staff person from OMWBE could also step in to represent DBE/WMBE interests if no DBE/WMBE members are available. Because the representative would need to be appointed and trained on PRC process, this suggestion remained tentative.
  - iv. One member suggested adding a column for small business influence to the table of representation on the PRC, to better track whether small businesses' interests are being represented in those meetings.
  - v. Members discussed developing a standard training based on the DBI report, so all members understand how to support DBE/WMBE, and the onus is not wholly on the DBE/WMBE representative. This could be an excellent opportunity for a joint training for both CPARB and PRC.

**7. Setting the Next Agenda**

- a. Review CPARB members' feedback on the draft CPARB onboarding checklist and begin to discuss time commitments for each task.
- b. Continue discussion on conflict of interest.

**8. Next Steps**

- a. Chair Thaxton will send the draft onboarding checklist to Talia Baker, who will post it to the CPARB website as a pre-read for the next meeting after verifying all the links contained in the document.
- b. Talia Baker will reach out to the Attorney General's office/Executive Ethics Board about providing a training on COI to CPARB members.
- c. Chair Thaxton will speak with Janice Zahn about holding joint meetings/trainings with PRC on COI and representing the interests of DBE/WNBE.
- d. Santosh Kuruvilla asked Talia Baker to add a resources section to the new CPARB website, so past trainings are easily accessible. Talia will check with the web team to see if this is possible.

**9. Adjourned at 4:27 p.m.**