

Board Development Committee

Meeting Notes 5/2/2023

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Co-Chair Robynne Thaxton called the meeting to order at 3:02 p.m. A quorum was established.

1. Welcome and introductions.

Committee members in attendance unless otherwise noted:

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

Other attendees include:

1. Talia Baker, Staff Support DES
2. Nancy Deakins, Staff Support DES
3. Colleen Newell, MFA

2. Review and approve agenda. Co-Chair Thaxton reviewed the agenda and asked the group for any edits before proceeding. Bill Dobyns moved, seconded by Santosh Kuruvilla, to approve the agenda. The motion was approved by a voice vote.

3. Review and approve last meeting's minutes. Co-Chair Thaxton asked the group to provide any edits to the minutes from the meeting on March 7, 2023. Bill Dobyns moved, seconded by Jeff Jurgensen, to approve the meeting minutes as posted. The motion was approved by a voice vote.

4. Invitation to the public to participate. Co-Chair Thaxton noted this committee meeting is open to participation from non-committee members.

5. Committee Responsibilities.

Approve CPARB Onboarding/Mentoring and job descriptions

Janice Zahn joined the meeting at 3:04pm.

- a) Members walked through the CPARB job descriptions and the estimated time commitments for each position.
 - a. It was determined that the time commitment for the Chair is accurate for the busy months, but is typically lower in the summer months, depending on whether committees meet throughout the summer. The estimated time commitment was changed to 15-30 hours per month for the Chair position.
 - b. The monthly time commitment for Vice-Chair varies throughout the year, and it was noted that the mentorship responsibilities fall under the Vice Chair role, however it has not been rolled out yet. The time commitment for Vice Chair was adjusted to 15-25 hours per month.
 - c. Committee Chairs/Co-Chairs estimated hours remain accurate at 10-30 hours per month, considering the time for meetings, minutes, and coordination.
 - d. The time commitment for members varies depending on which committees they serve and their mentorship responsibilities. The time commitment was adjusted to 10-12 hours per month.

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- e. The time commitment for mentors was set at 2-3 hours per month.
 - f. The question was raised as to why mentee hours were lower than mentors, and it was adjusted to 2-3 hours to reflect their commitments.
 - g. The DES staff/support time commitment was corrected from 40+ hours per month to 40+ hours per week.
 - h. Members reviewed the job descriptions and had no changes.
 - i. Co-Chair Thaxton will send a finalized copy of the job descriptions to Talia once completed.
- b) Co-Chair Thaxton noted that the onboarding and mentoring checklist was finalized.

Co-Chair Lekha Fernandes joined the meeting at 3:17pm.

Linneth Riley Hall joined the meeting at 3:18pm.

6. Conflict of interest discussion

- a) Co-Chair Thaxton shared that she began compiling information on the conflict of interest provisions that are applicable to CPARB. There are some opinions that CPARB is not subject to those statutes despite the law indicating it is. A meeting with the AG is needed in order to understand which aspects of the statute are applicable to CPARB.
- b) There is a need for a baseline from which to start and a rationale for how CPARB operates. Guidance was given to PRC and the AG noted CPARB was not subject to the conflict of interest statutes.
- c) Training has been provided to CPARB in the past and there is a conflict of interest training on the governors website that is required to be taken by CPARB members. There is conflicting information regarding if members are subject to these statutes.
- d) One member noted there are two different questions; one that regards whether CPARB is required and one that is not required but asks whether they would like to hold themselves to that standard. As a public entity, anytime there is an exclusion made or if someone is disqualified, it must be tied back to something in the law. This issue has arisen multiple times, including in PRC, which has implemented trainings to address these issues.
- e) The CPARB by-laws only speaks to PRC and that it is because it is in the statute, RCW 39.10.245.
- f) The question was raised as to why it is only distinguished in PRC, which may indicate that conversations were not held with CPARB regarding conflict of interest. The conflict of interest related to the state is using your position for the betterment of self, while CAPRB is tasked with crafting legislation that betters everyone. There is a need to identify what an ethics violation looks like for CPARB.
- g) This issue originally arose because of a PRC member using their position to promote their own services. There were also concerns raised regarding CPARB members going in front PRC and whether they have influence due to being a CPARB member rather than their industry experience.
- h) It was noted that as a member of PRC your role is to support and advise. If your company comes before PRC and you have knowledge of the application, you are recusing yourself from serving on the panel, because you can only serve in one way. It is important to determine the process to ensure a conflict of interest situation does not arise.
- i) One member agreed that it should not matter whether you are a member of PRC or CPARB and are presenting a project, as the project should stand on its own merit and it either meets the RCW or does not.

Irene Reyes joined the meeting at 3:46pm

- j) There are two components of the approval process: one aspect is whether the project stands on its own merit and the other is whether the owner has the right support and knowledge to be successful. This was an issue that has come up with PRC, and there is a need to identify the conflict of interest issue to address it as it relates to CPARB.

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- k) One member shared they have not heard of conflict of interest issues coming up with CPARB and noted the nature of CPARB is for members to represent different perspectives and sectors, and by its very nature all members have specific interests. However, there have been concerns about a CPARB member appearing before PRC as an owner-team and it being identified as a conflict of interest. There is a need to understand CPARB's legislative requirements and the problem of conflict of interest.
- l) One member asked why this issue is being discussed if the problem does not exist. This was an item one member wanted clarity on regarding whether this was a PRC issue and if there was a perception of the appearance of impropriety. There were concerns raised regarding an individual having a sphere of influence within a group and how that may influence a particular outcome.
- m) A question was raised as to whether being a CPARB member creates sway when appearing before the PRC. Advocating for the delivery method for the right reasons is part of their role as members, and there needs to be clarity around the limitations of this role.
- n) It was noted that all members were on the same page and had not identified any part of the process that appears to be broken. One approach would be to seek clarification from the person who originally identified the concern, as well as provide training to educate members on what conflicts of interest are.
- o) One member noted that people can be swayed and that is why a verbal indication of how one will vote has been eliminated on the PRC. It is possible that standing up in a certain role at PRC, such as standing up as a member of the public when not on a project, may generate the appearance of conflicts of interest. One idea to address this would be to have a disclosure indicating when members of CPARB are representing themselves in their own capacity.
- p) PRC applications require you to indicate the number of projects you have worked on, which shows expertise. It was asked how one can address concerns from the public who are not looking at credentials but rather see the connection with CPARB. There is a need to ensure the process is transparent as possible so that when concerns do arise there are clear steps to point to this transparency. PRC is very transparent, and a lot of information is given as to why applications are approved or denied.
- q) Co-Chair Thaxton suggested getting guidance from the AG or scheduling a conflict of interest training and put it on a future CPARB agenda. She also suggested the group think about what the problem is and return to the next meeting with a clear understanding of what should be fixed. It was identified that perhaps members need clarity first to understand if there is a problem to begin with and having a training would be helpful in providing that clarity.
- r) It has been a year since a conflict of interest issue occurred on the PRC. A number of steps have been taken in order to address the issue; it would be a good idea to ask the AG to provide basic guidance.

7. PRC Job Descriptions

- a) When some members leave the PRC it can take a while to identify a potential replacement, which results in a non-staggered term schedule with all terms expiring at the same time. There was a question about whether CPARB should address this issue, ensuring that the term start and end time would not change.
- b) One member asked whether the scheduling can be changed in order to recreate the staggering of various terms. Several issues have come about due to positions not being filled for awhile or members leaving before their term ends.
- c) One member proposed that if there is more than one position opening, then one of the positions gets extended while the other gets filled immediately, which would help ensure the positions are staggered. This is an issue that will not be addressed before the May CPARB meeting prior to the appointment of members, but rather there needs to be an establishment of processes and structures to ensure it is consistent.

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- d) Members raised the need to balance public and private sector positions on the PRC. There are currently a number of higher education seats while the school districts do not have much representation. Members agreed that there needs to be restructuring to reflect industry or market needs, as well as to increase inclusion.
- e) Recruitment strategies for CPARB members need to be considered as well as how they are able to improve. The goal is to get CPARB and PRC members going out to their networks and sending targeted recruitments.
- f) It was brought up that there have been past proposals to adjust position terms and there may be an opportunity to stagger terms. While terms typically run for three years, it may be good to adjust those with multiple positions. One member asked whether applicants should be asked for preference regarding which term they would like to take.
- g) One member noted appreciation for potentially having a lawyer on a PRC panel, as PRC is supposed to reflect the composition of CPARB. While it's important to have the right numeric composition, it is just as important to look for qualified members who are able to ask the right questions. One member suggested attempting to emphasize engagement with applicants.
- h) There is a need to look at the PRC as well as how appointments are staggered. It was asked whether there would be a discussion about how the Vice Chair would be appointed and whether there is a fair and equitable process. A member expressed concern if there were no applicants what the process would be moving forward, and noted there are no parameters or deadlines. If there is nobody interested in the Vice Chair position, then that needs to be addressed in the Board Development Committee.
- i) There is a potential opportunity to appoint a Vice Chair in each of the meetings to incrementally fill the gap when needed. Janice will need help from the Board Development committee to provide assistance in the absence of the Vice Chair.
- j) There may be a need to add a committee meeting in November in order to clarify work surrounding the SHB 1621 and what the recommendation will be. The report is due to the committees on December 31, 2023.

8. Next agenda

Members discussed agenda for the next meeting:

- 3 – 4:30pm
- Agenda
- Minutes 5/2/2023
- Structure of PRC discussion
 - Increase WMBE/DBE positions on PRC?
- Stipends discussion
- Next agenda

9. Action items

1. Co-Chair Thaxton will send a finalized copy of the CPARB job descriptions to Talia once completed.
2. Co-Chair Thaxton requested getting guidance from the AG or scheduling a conflict of interest training and the group think about what the problem is and return to the next meeting with a clear understanding of what should be fixed.
3. Janice and Bill to discuss a way to stagger position appointments.
4. Talia will determine how many positions are expiring over the next few years and map out upcoming openings.