

Capital Projects Advisory Review Board
Board Development Committee

Meeting Notes 8/1/2023

Page 1 of 5

Co-Chair Lekha Fernandes called the meeting to order at 3:05 p.m. A quorum was established.

1. Welcome and introductions.

Committee members in attendance unless otherwise noted:

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

Other attendees include:

- a) Talia Baker, Staff Support DES
- b) Keith Michel, FORMA Construction/CPARB Vice-Chair
- c) Colleen Newell, MFA

2. Review and approve agenda. Co-Chair Fernandes reviewed the agenda and asked the group for any edits before proceeding. *Olivia Yang 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 Fernandes asked the group to provide any edits to the minutes from the meeting on June 6, 2023. *Robynne Thaxton moved, seconded by Olivia Yang, to approve the meeting minutes. The motion was approved by a voice vote.*

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

5. Structure of the PRC.

Staggered appointments.

- a) Co-Chair Fernandez noted there were a lot of appointments in the last CPARB meeting, with several being in the same category. There is a need to stagger terms so that multiple positions are not up at the same time and to ensure there is a continuation of knowledge in each represented position.
- b) Co-Chair Robynne Thaxton provided an overview of proposed solutions to potentially solve this recurring issue. She suggested recommending staggering terms when CPARB creates a position on the PRC that already has multiple positions. For those new positions that are created, the initial terms will be staggered and then candidates are able to choose the position for which they would like to apply.
- c) However, for positions that currently exist, the issue is figuring out how to stagger the terms to avoid them expiring all at once. Because these positions are numbered, one proposed solution is to randomly assign term lengths to each position and then candidates can select the position for which they would like to apply. Then the terms would transition to their original length after the initial staggered term is complete. The goal is to ensure that the process is as fair as possible when staggering the terms out.
- d) Another option would be to come up with a list of generic factors that guides the process in determining who gets which staggered position. However, this may not be equitable and may favor one person over another. Having a solution that is entirely generic may be more fair.

Board Development Committee

Meeting Notes 8/1/2023

Page 2 of 5

- e) Olivia Yang sought clarity around the process for an initial staggering of terms, confirming that after a regular three-year term is up for three of the same positions, then the subsequent term would be staggered for each of those seats.
- f) Jeff Jurgensen agreed that this may be the most feasible solution to stagger terms. He noted he is not reapplying once his term is up, but he is currently working with two people who may apply for his PRC seat. The focus should be on finding replacements.
- g) Talia Baker shared that when members leave before their term is up on CPARB, the Governor's office will appoint people to finish out that term length. She suggested this could be an option once the system to stagger terms is stabilized.
- h) Talia also noted that some members have been on the PRC for a while, and inquired about whether there was a way to appoint those members to only one or two years. This solution would only work for a while before it would eventually lead to multiple positions expiring at the same time again.
- i) Jeff asked if there was a matrix that showed all the positions and their term lengths. Talia noted the current list of PRC members includes their start date, whether they are east or west of the mountains, and the expected term expiration date.
- j) Keith Michel brought up the idea of considering term limits for PRC members. He suggested this as a topic to deliberate in the future.
- k) This topic may relate to another discussion as it pertains to member recruitment and diversity. The current PRC list is lacking members in central Washington, for example. Sometimes members are on the PRC because they are the only person who applied for that certain position. If recruitment increases, having term limits may be a factor to consider going forward.
- l) There are current term limits for CPARB—no more than two terms, which are four years each, with an opportunity to extend up to 10 years. The Governor's office appoints 16 positions, five are appointed by other entities, and four are appointed by the legislature.
- m) Co-Chair Thaxton noted that they will need to look at the PRC positions that have multiple seats and randomly generate the number of years each position's initial term will have. Co-Chair Fernandes added that a benefit of assigning staggered terms to positions is that people will be applying for a specific position rather than a general seat.
- n) Some of the current seats that are facing the issue of several terms simultaneously expiring include Construction Managers, DBEs, and WMBEs. This issue originated due to the positions being created at the same time. Co-Chair Thaxton suggested adding a section to the Bylaws that indicate the initial terms must be staggered when new positions are created.
- o) Co-Chair Thaxton summarized the committee's recommendation, which is to look at positions with multiple seats for the same constituency, recommend those terms be spread out based upon a randomly generated number of years for each seat, and then the Bylaws will be adjusted to reflect this staggered format for any additional positions CPARB creates.
- p) Santosh Kuruvilla asked what the benefit is of staggering the positions, and Co-Chair Fernandes shared that it is to not lose knowledge and insight in particular groups and categories. She gave the example that two new members were recently appointed to the WMBE position and now there is a need to provide onboarding and training of how to be on the PRC. Having staggered terms will allow the PRC to keep knowledge in every specialized field that is required to provide input while simultaneously bringing in additional knowledge of insight. Talia added that having staggered terms will also avoid scenarios that would replace large numbers of the committee each year.
- q) Santosh asked whether this point is more valid when there are positions with three or more seats, and Co-Chair Thaxton noted that this occurs anytime when there is more than one position. When those roles come up at the same time, there is a chance of replacing the entire constituency. The upcoming years 2025 and 2026 will have many appointments and there may be additional recommendations to stagger terms.

Irene Reyes joined the meeting at 3:30pm

- r) Jeff shared that the onboarding of new PRC members and the mentorship program is going well. There are five people who are new PRC members and they had six weeks to get onboarded and prepped before their first meeting. They were invited to attend the June 6 meeting, and Kyle Twohig took time to

Board Development Committee

Meeting Notes 8/1/2023

Page 3 of 5

describe the meeting process and procedures. The mentorship program has been beneficial and helped the process go very smoothly.

- s) Keith shared his doubts about the number of people who will volunteer to be mentors. The process of facilitating mentorship and assigning people are two things to consider, and he suggested that perhaps outgoing members can help with mentoring new members. Co-Chair Thaxton noted that it is not stated in the Bylaws that mentors need to be a current CPARB member and shared that she would be willing to mentor. Keith said this could be one part of the mentorship process and suggested that in addition to having a mentor who is a current CPARB member, a meeting could be held between the mentee, an outgoing CPARB member, and a current CPARB mentor.
- t) Co-Chair Fernandes suggested speaking to Janice about member engagement, identifying who is not engaging very much, and providing mentorship as opportunity to get them engaged. Co-Chair Thaxton pointed out that there is an expectation, as indicated in the job description, that members need to be engaged beyond just attending CPARB meetings.
- u) Talia noted that she has been asked to put together a list of members and who has been actively participating in committees. There are several CPARB members who are currently not active and engaged.
- v) Olivia noted that the language needs to be more straightforward regarding the lack of commitment from certain members. Chair Janice Zahn is paying attention to those individuals who are not engaged and having conversations with them. If they are not responding to those conversations, then Co-Chair Fernandes suggested elevating this issue to the Governor's office would be the next step. Olivia suggested at the next CPARB meeting to have the two Board Development co-chairs clearly state that members are expected to show up and participate. Irene agreed, adding that the Chair and Vice chair should be explicit on how members should participate.
- w) Co-Chair Thaxton noted that the job description for CPARB states that members should participate in at least one active committee. If they are presented with the committees and do not want to participate, then there should be a conversation with them.
- x) Members leaving CPARB should be willing to be a mentor, however there should be someone on CPARB to continue that support. This would be beneficial for explaining nuances in meetings or being able to answer questions as they arise and would help build confidence for new members.

Additional positions.

- a) Co-Chair Thaxton opened the conversation up about whether there is an issue for PRC membership with respect to representation. She noted that while there are several people in the transportation sector, there is one Owner - Transportation position and Linneth Riley Hall, is in a General Owner position. This is one area that may need additional representation.
- b) Of the entire makeup of PRC, only one-third of the positions are owners, and the remainder are contractor positions. There is supposed to be a balance.
- c) Co-Chair Thaxton noted there is a required statute regarding WMBE and DBE representation on each panel and asked whether there is a need to include additional seats. Talia noted that an additional DBE position may be needed, which would relieve pressure on the two individuals currently in the position.
- d) Olivia agreed that the one-third/two-third split on the PRC is not ideal, and pointed out that if many of the applications are GC/CM that they should focus on getting members with that knowledge. She also asked that, while they have been on the topic of transit, whether WSDOT should have a seat on CPARB.
- e) Irene voiced opposition to the idea that WSDOT should have a seat, indicating they are too large and have amenities available to them. CPARB and PRC was originally created to help smaller agencies that did not know how to utilize the procurement methods of contracting. Olivia clarified that as the WMBE and DBE voices are brought on, many of those same contactors and consultants work with WSDOT. Many of the issues raised by those firms are around WSDOT contractors. Having discussions around those projects and concerns without having them at the table may be an issue.

Board Development Committee

Meeting Notes 8/1/2023

Page 4 of 5

- f) Keith challenged the idea of GC/CM versus Design-Build as an area of expertise specialty, and rather emphasized the importance of promoting knowledge of alternative delivery as it allows for more flexibility. Olivia agreed and shared that within PRC the focus should be on whether the owner is ready for alternative procurement.
- g) Irene sought clarity around needing an additional DBE, and Co-Chair Thaxton reiterated that the current requirement is for each panel on the PRC to have a DBE representative, and the goal is to not overload them.
- h) Olivia noted that there are two DBEs and two WMBEs, and asked if there was a way to use the WMBEs as back-ups. Talia clarified that in the past, there was one WMBE representative who was able to serve on the panel because they were also DBE certified. It was asked whether the new current WMBEs on the PRC are also DBE, and it was confirmed that both are. Irene raised the question regarding changing the statute to clarify that either DBEs or WMBEs must serve on the panel.
- i) Santosh added that the progressive Design-Build is in play, and if the local agencies will be in play, he wonders if the additional position that may be needed related to transportation/utility district. Co-Chair Thaxton shared that, to her knowledge, there are two utility districts that have asked for RCW 39:10 approval and noted the projects between transportation and utilities are not similar. Santosh said that the owner preparedness issue is a bigger issue to consider rather than just an understanding of how to procure.
- j) Co-Chair Thaxton shared her opinion was that the PRC needs school district, transportation, cities, and DBE position, and the General Owner and Owner - General Public positions should be combined to just two General Owner positions. This should continually be a topic for discussion and not necessarily something that needs to be answered prior to the next CPARB meeting.
- k) Co-Chair Thaxton asked the committee to look at the PRC list and see if there are positions that are overrepresented or underrepresented. She suggested also pursuing adding to the statute that either a DBE or WMBE can be represented on PRC panels.

6. Ad Hoc Committee Structure.

- a) There are committees that have been unable to meet because they can't meet quorum due to several open positions that have not been filled.
- b) One solution to this issue may be to change the Bylaws so it states that if there is a position that is not filled, only appointed members are able to hold quorum. Talia agreed and noted that according to CPARB Bylaws, the quorum is based on the number of positions, which has not been distinguished between the board and its committees.
- c) Olivia suggested that in addition to changing the Bylaws to indicate the quorum is based on the majority of the filled positions, to require that every CPARB committee needs stakeholder representation. Santosh suggested calling this other position something else to distinguish it from member positions and explain what it is.
- d) Co-Chair Thaxton noted that changing the Bylaws is fairly easy. Keith suggested reminding committees that they can appoint a proxy and to do that so that they can meet quorum. The question was raised about whether a proxy can vote, and Co-Chair Thaxton noted that in the Bylaws it is up to the committees to determine that.
- e) Co-Chair Thaxton suggested that when she and Co-Chair Fernandes do their committee report during the CPARB meeting to identify the two sections in the Bylaws, note which committees have openings, and let committee Chairs know that they can have their own requirements.

7. Next agenda

- 3 – 4:30pm
- Agenda
- Minutes 8/1/2023
- Ad Hoc Committee Structure
- Structure of PRC – Additional Positions
- Next agenda

Capital Projects Advisory Review Board
Board Development Committee

Meeting Notes 8/1/2023

Page 5 of 5

8. Action items

Committee members are to review the current PRC member list and determine which positions are over and underrepresented.

9. Meeting Adjourned at 4:30 p.m.