

Board Development Committee

Meeting Notes 7/16/2024

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Co-Chair Robynne Thaxton called the meeting to order at 3:34 p.m. A quorum was established.

Welcome and Introductions

Committee members in attendance unless otherwise noted:

Robynne Thaxton <i>Co-Chair</i> , Thaxton Parkinson PLLC		CPARB
Bill Frare, <i>Co-Chair</i> , DES	<i>(Absent)</i>	CPARB
Lekha Fernandes, OMWBE	<i>(Absent)</i>	CPARB
Santosh Kuruvilla, Exeltech		CPARB
Jessica Murphy, PRC Chair		PRC
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	<i>(Absent)</i>	CPARB

Other attendees include:

Talia Baker, DES
Colleen Newell, MFA

Review and approve agenda – Action

Co-Chair Thaxton reviewed the agenda and asked for any comments or amendments.

Jessica Murphy moved, seconded by Olivia Yang, to approve the agenda. The motion was approved by a voice vote

Review and approve minutes from 4/3/2024 and 6/10/2024 – Action

There were two sets of meeting minutes that needed to be approved by the committee. Co-Chair Thaxton asked the group to review and provide any edits to the minutes from the meeting on April 3, 2024, and June 10, 2024.

Olivia Yang moved, seconded by Irene Reyes, to approve the minutes from April 3, 2024. The motion was approved by a voice vote.

Olivia Yang moved, seconded by Santosh Kuruvilla, to approve the minutes from June 10, 2024. The motion was approved by a voice vote.

Invitation to the public to participate – Information

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

Recruit Mentors for CPARB

Co-Chair Thaxton noted that the mentor program for CPARB has not gotten underway in the same way that it has for the PRC. She indicated that she would connect with CPARB Vice Chair Keith Michel to understand what is happening with the mentorship program. Keith is currently in charge of the mentorship program, and it may be worth considering whether it makes sense for someone else to take this up and drive it forward.

There will be new members coming to CPARB that need mentors, and Steven Russo also needs a mentor. Olivia Yang noted she is already mentoring other CPARB members, but volunteered to mentor Steven. Co-Chair Thaxton thanked Olivia for her generosity but indicated that she would like to see other members of CPARB step up and participate in the mentorship program. When mentorships are set up between the mentor and mentee, a welcome mentorship packet is emailed to them that includes a check list with all the contact information for the mentor/mentee.

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Open discussion regarding Board Development Committee priorities

Co-Chair Thaxton reported that she and Co-Chair Bill Frare met with CPARB Chair Linneth Riley-Hall and Vice Chair Keith Michel to discuss the need for strategic planning for CPARB, as well as to make sure they are aligned and that there is no overlap with committee work. Co-Chair Frare's focus was looking to ensure there is no longer a reauthorization period for CPARB and to sunset that requirement. They discussed the opportunity to restructure the Board Development Committee and its purpose, which is what this group discussed at the last committee meeting in June. This conversation is still ongoing and there is a need for additional direction from CPARB at this point.

The conversation held between the Co-Chairs of this committee and CPARB Chair and Vice Chair was more focused on the role of this committee, and not about its priorities. The only priorities discussed were related to the proposed new mission for this committee, which is to focus on strategic direction. If CPARB and this committee move in that direction, it was suggested that having a paid facilitator would be beneficial in supporting this effort. Co-Chair Frare had indicated there might be some budget to help with strategic planning.

There are still administrative functions this committee needs to do, and there is also a need to talk with CPARB about the proposed new purpose and get further direction. What this committee can do now is lay the groundwork ahead of the September CPARB meeting as well as clear some of the outstanding administrative items off their plate.

While CPARB will ultimately set the purpose of this committee, this group will need to provide a detailed proposal to bring to the Board, after which they will then decide and set the direction. Right now, the purpose of this committee is administrative. It was noted that this committee should not be working in a new direction when that is not the committee's current purpose. There is uncertainty about whether the strategic planning will be handled by this committee or a specific task force.

A question was raised about what the purpose of this committee is. The mission and purpose of the committee is available on the committee's webpage and is as follows: *"To aid in candidate outreach, recruitment, improve transitioning, and educating new Board members on the roles, operating procedures, and the scope of the Board."*

If the purpose of this committee is going to change, then a proposal would need to be brought back to CPARB. Committee members agreed that they are currently missing direction from CAPRB. The hope is that Linneth and Keith will attend the next Board Development Committee meeting to provide that insight from CPARB.

Structure of the PRC

At the last committee meeting, PRC Chair Kyle Twohig had noted a concern with the adding more people to the PRC because of its current size. Right now, there is an imbalance of owner representation, and it does not comply with the statutory requirement that the makeup reflect that of CPARB. If the makeup will not reflect CPARB, then there needs to be a justification for why.

Talia Baker shared that Janice Zahn had looked into the number of owners and found that the percentage of owner representation to private representation is almost equal for both the PRC and CPARB. There was some disagreement regarding those numbers. There is a need to figure out if the percentage is imbalanced and if so, in what way.

Jessica Murphy noted she was not interested in expanding members of the PRC, as it is already very large. On the other hand, there are sometimes issues with meeting quorum with only eight members serving on a panel.

However, Talia noted that the PRC has a lot of applications and it's sometimes hard to get everyone on a panel. When there are large meetings it's helpful to have more members available to serve on panels. There are pros and cons to having that many members on the PRC.

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Olivia pointed out that when private industry members were added to the PRC there was a need to add public members to balance it out. Private industry members were added twice, and owners were only added once.

Co-Chair Thaxton shared on screen a list of PRC members that showed which were public owners and which private industry. There was disagreement about whether those members that are neither public nor owner should be counted as public. While some are not strictly private, they do work with private industries. When someone goes before the PRC, it's helpful to have other owners be able to explain issues that are unique to owners.

Jessica noted she feels satisfied with the quantity of the members on the PRC. One option would be to take away seats from industry groups, and Jessica pointed out that while it would be a hard choice, it may not necessarily be a poor choice, especially to focus on quality over quantity. If the percentage of owners would increase, it may make it easier to make panels to avoid recusals. Most of the recusals come from the private side.

Committee members felt there is an imbalance on the PRC and that there needs to be more owners. It was suggested to not add more owners but rather replace positions when terms expire. There may be an opportunity to correct the balance through attrition. It was observed that there is often less engagement with owners on the panel because they have less representation.

Regarding the issue of recusals, Talia explained that is part of the process of quorum solicitation. What happens first is a draft agenda will be sent out for PRC chair approval. After that, committee members will send recusals and availability and then she creates panel assignments. One recent example is when Sound Transit was looking at reauthorization. It was difficult to make quorum because so many members of the PRC had to recuse themselves due to current contracting with Sound Transit. This is not the normal level of recusals, but does happen on rare occasions.

Irene Reyes asked whether the PRC is a marketing avenue for people who are trying to get contracts with owners. If someone is using their position on the PRC because of potential opportunities for them, then it defeats the purpose of the PRC.

Co-Chair Thaxton disagreed with that sentiment. As someone who goes before the PRC a lot, she noted that there have been several instances in which members of the PRC are challenging what some of the owners are putting forth and are really trying to comply with statute and make informed decisions.

However, some committee members pointed out that there is a perception out there that if you don't have someone on the PRC then your project will not get approved. Others pointed out that it seems as though it has turned into a popularity contest to get on the PRC.

Jessica shared she appreciated both sides; understanding how perception, whether true or not, can impact others, as well as how there are hardworking people on the PRC that are trying to do good.

Irene pointed out that it's not a conflict of interest but a vested interest, or a subtle way of getting into the system. She's been hearing a lot of clamor around the PRC from both sides and would like to come up with a solution for how to resolve this.

Part of the problem is related to complaints about members of the PRC not having experience or knowledge about alternative delivery.

This issue is specifically seen with construction managers (CM). The exclusive designation of CMs may contribute to the issue. Perhaps a compromise would be that they are part of the private industry, especially because there are no CMs on CPARB. It's a hard issue to fix but avoiding an exclusive designation might help.

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Co-Chair Thaxton reiterated that this group does not have consensus on whether to add owner members to the PRC and she proposed that this be a part of the strategic planning conversation. This group has discussed this matter for several meetings and has not had any movement forward on this. Having CPARB weigh in on this would be a good next step, especially in the context of strategic planning.

Jessica indicated what she heard from this group is that there should be a balancing out of owners, but there is no consensus on how it should happen—whether through attrition, removing members, moving people around, etc.

It was pointed out that there is still no consensus on whether there is an imbalance to begin with. Janice's count is different than what others have counted regarding the percentage of owners.

Co-Chair Thaxton noted that she would like to take this off of the committee's agenda and have this be one of the items that is discussed with CPARB with respect to strategic direction moving forward. She will connect with Linneth about putting this on the agenda for CPARB to indicate where this committee is at.

Next meeting agenda

- August 1, 2024, 3:30 – 5:00 p.m.
- Agenda
- Minutes – July 16, 2024
- Board Development Committee priorities
- Next agenda

Action items

1. Co-Chair Robynne Thaxton will follow up with Keith Michel about the CPARB mentorship program.
2. Co-Chair Thaxton will connect with CPARB Chair Linneth Riley-Hall to add the structure of the PRC and balancing owners to the agenda for the next CPARB meeting.
3. Co-Chairs Thaxton and Bill Frare will continue coordinating with Keith and Linneth about the proposed new direction for the Board Development Committee.

Meeting Adjourned at 4:34 p.m.