

Capital Projects Advisory Review Board
Board Development Committee

Meeting Notes 8/28/2024

Page 1 of 4

Co-Chair Robynne Thaxton called the meeting to order at 3:32 p.m. A quorum was established.

Welcome and introductions

Committee members in attendance unless otherwise noted:

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| Robynne Thaxton <i>Co-Chair</i> , Thaxton Parkinson PLLC | CPARB |
| Bill Frare, <i>Co-Chair</i> , DES | DES |
| Lekha Fernandes, OMWBE | (Absent) CPARB |
| Santosh Kuruvilla, Exeltech | CPARB |
| Jessica Murphy, PRC Vice Chair | PRC |
| Irene Reyes, The Glove Lady | (Absent) CPARB |
| Eza Agoes (Proxy for Linneth Riley-Hall), Sound Transit | CPARB |
| Olivia Yang, Washington State University | CPARB |
| Janice Zahn, Port of Seattle | 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.

Bill Frare moved, seconded by Santosh Kuruvilla to approve the agenda. The motion was approved by a voice vote.

Review and approve minutes from 7/16/2024 – Action

Co-Chair Thaxton asked the group to review and provide any edits to the minutes from the meeting on July 17, 2024.

Co-Chair Thaxton had one correction on the bottom of page 3 in order to distinguish two conflating issues. She proposed adding a paragraph after the sentence: “Part of the problem is related to complaints about members of the PRC not having experience or knowledge about alternative delivery.” This is to distinguish it from the issue of the alleged conflict of interest with Construction Managers (CMs).

The committee agreed with these amendments, and there were no further edits.

Jessica Murphy moved to approve the minutes from July 17, 2024, as amended, seconded by Janice Zahn. 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.

Board Development Committee priorities

Co-Chair Bill Frare noted he had spoken with many committee members about changing the direction of the Board Development Committee. His recommendation is to embark on a strategic planning effort with the underlying goal of making reauthorization a thing of the past. He noted the importance of setting a foundation for transparency and trust with the legislature regarding the responsibility of CPARB.

Board Development Committee

Meeting Notes 8/28/2024

Page 2 of 4

Co-Chair Frare pointed out that this new direction strays away from the original purpose of the Board Development Committee. If they decide to go in this direction, then either a new committee can be created, or they can go back to CPARB with a different mission statement for the Board Development Committee. Both he and Co-Chair Thaxton have had conversations with CPARB Chair Linneth Riley-Hall, who expressed interest in moving forward with this strategic planning effort.

The hope is to go before CPARB at the September 12 meeting to make a proposal towards this new direction. This committee will need to identify goals, direction, and initiatives they will need to take on in order to limit the reauthorization clause and address anything that needs to be cleaned up with the RCW.

With the current mission of the Board Development Committee primarily addressing administrative items, the new purpose of the committee would depart from its original intent. Co-Chair Frare reiterated he would like to adjust the purpose statement of the committee to include strategic planning.

It was pointed out that current committee members have signed up to do outreach and recruitment and improve transitioning. They did not sign up to do strategic planning efforts. Therefore, it seems appropriate to give an opportunity for other members of CPARB to participate in this effort. There is an opportunity to potentially do restructuring of the committee as well as to ensure that members of this committee are ambitious, engaged, and would like to take part in this effort.

Co-Chair Thaxton noted that when this was originally discussed, it looked like creating an executive committee, which seemed to be allowable with the current scope. However, there is still a need for recruitment and transition planning, which is something that the committee should still be tasked with handling.

The other issue is that there may be people on CPARB who do not want to do outreach and recruitment but would like to do strategic planning. The makeup of people participating in this strategic planning effort should be comprised of PRC members, committee chairs, and other committee members. They will need to consider the right number of members, who should be reached out to, and so on.

Santosh Kuruvilla noted that the purpose of this committee has changed over time. With its current purpose, the question may need to be asked, why is his committee needed? There is a need to nail down what is needed. He suggested they first focus their efforts on figuring out the purpose, mission, tasks, etc. and then give it a name.

Olivia Yang clarified that the proposal being discussed was that the committee would assist CPARB in developing a strategic plan, with one of the goals within that plan being an end of reauthorization. Along with this goal, she suggested including in the strategic plan addressing underlying causes for hanging on to reauthorization. This goes back to accountability issues.

Janice Zahn noted that there have been some immediate needs that have been around for a while and still need to be addressed by the Board Development Committee. Additionally, as a volunteer consensus-based group, the first step would be to ensure that CPARB is willing to lean into the goal of removing sunset language. It's important that the full Board be aligned with that goal within the strategic plan before the committee moves forward in that direction. Part of the strategic plan may be addressing the underlying issues so the end goal would be removing the reauthorization sunset provision.

Co-Chair Frare shared that there are foundational issues that stem from the language in the RCW. There is some disagreement regarding CPARB's scope of purpose, as well as frustration when the legislature asks CPARB to look at issues that are not related to alternative public works. Co-Chair Frare said he takes a broader view, noting that the model of CPARB works well. Members of CPARB are subject matter experts with public works as a whole and represent various viewpoints and interests of the construction industry.

Board Development Committee

Meeting Notes 8/28/2024

Page 3 of 4

With this strategic plan, the hope would be to 1) define the mission of CPARB, 2) define the scope of influence, 3) and build trust with the legislature.

Co-Chair Thaxton pointed out that there are issues relating to the PRC and she would like to see someone from the PRC involved in this strategic planning effort. There are also issues related to outreach to communities, and CPARB members should be actively involved with the communities they represent. She noted this committee had done some work on member expectations but would like CPARB as a whole to sign off on targeted mission planning. She suggested that this committee work on providing a proposal for a strategic planning exercise, and then ask CPARB to take the next steps in executing it.

Co-Chair Thaxton asked about the possibility of getting support from someone who does strategic planning to help flesh out the structure of this effort.

As this focus on strategic planning takes shape, Santosh noted one issue that keeps coming up is conflict of interest. Board members need to present themselves without conflict, and he suggested this be considered in the long-term planning. This needs to be a concrete question that identifies the issue and how it can be addressed.

Olivia brought up the Construction Manager (CM) discussion, noting that at one point the PRC had created a category for CMs even though they were not included in the makeup of CPARB. On one hand, CMs hold knowledge of RCW 39.10, and their expertise on the PRC is valued. However, the statute indicates that being on the PRC does not prohibit someone from going for a project that has been approved. One concern is that the perception has become that if you don't have a CM on the PRC on your team, then the project will not get approved. There is undue influence and perception there. One of the issues is determining who to go to when these issues arise, and whether it would be beneficial to look at how to address it structurally.

Co-Chair Thaxton noted the group was getting into specific issues, and she refocused the conversation on putting together a structure for a strategic planning exercise. The goal will be to present it to CPARB at the September 12 meeting with the aim of doing this exercise after the first of the year. She proposed this committee have update for CPARB at the October 10 meeting, and then have something for the Board prior to December 12.

Santosh added that another consideration for strategic planning is to explore whether Design-Build, Design-Bid-Build, and GC/CM are enough, and whether CPARB should explore and expand their scope.

Co-Chair Frare agreed with Co-Chair Thaxton's proposal for next steps and timeline. Some items that need to be considered include whether this should be the focus of this committee or another committee, as well as who should be involved. Those considerations will be brought to the Board for consideration on September 12.

Janice noted that there have been a lot of items that have been added to the parking lot and have not come off the parking lot. The focus has been on working on tasks or requests that come from the legislature. It feels as though the board needs time together to figure out structure, boundaries, and direction before a subgroup can work on this.

Co-Chair Thaxton said she would like to see a structure be provided so that input can be coordinated and compiled. Then, they can ask people who would like to participate and determine if there is representation from those that are needed.

Janice asked for clarification regarding the process of strategic planning, and Co-Chair Frare noted that he has the resources for the process – experts at strategic planning that will help facilitate. Before giving direction, however, the Board itself will need to provide input.

Board Development Committee

Meeting Notes 8/28/2024

Page 4 of 4

It was reiterated that the goal is to go before CPARB on September 12 to determine if the Board supports this effort and direction. With the timing of the next Board Development Committee meeting, there may not be an update to share with CPARB prior to their October meeting. The goal could be to provide additional structure and timeline recommendations at the November meeting with the goal of approving it at the December meeting.

New Issues

New issues will be discussed at the next Board Development Committee meeting.

Next meeting agenda

- October 7, 2024, 3:30 – 5:00 p.m.
- Agenda
- Minutes – August 28, 2024
- Timeline and structure for strategic planning efforts
- Next agenda

Action items

1. Co-Chair Frare will develop the pre-read and send to Talia for the September 12 CPARB meeting.
2. Co-Chair Thaxton will reach out to Linneth Riley-Hall and Keith Michel to provide a recap of this meeting and the proposed direction.

Meeting Adjourned at 4:37 p.m.