

**1. Chair Thaxton called the meeting to order at 3:03 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:

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

Other attendees include:

- Talia Baker, DES

**3. Review and approve agenda.** Chair Thaxton reviewed the agenda and asked the group for any edits before proceeding. None were made.

- a. Approval of today's agenda: Motion (Olivia Yang), Second (Bill Dobyms), passed to approve the meeting agenda.

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

- a. Approval of meeting minutes for September 6, 2022: Motion (Bill Dobyms), Second (Olivia Yang), passed to approve meeting minutes.

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

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

**6. Committee Responsibilities.**

**a. Discussion Regarding CPARB Onboarding**

- i. Chair Thaxton shared the draft onboarding checklist and walked through the document. The checklist includes the mentor and mentee names and requires a meeting with the mentor right up front (to be completed in the first few days). She also highlighted that members must review and confirm CPARB expectations for members and review the CPARB new member slide deck, both of which are still under development. New members should also look over the listed CPARB deliverables to understand what types of things they will be working on at CPARB.
- ii. Linneth Riley Hall asked to add a conflict training and public disclosure training from the AG's office. The PRC recently had a conflict training for the members that included some public disclosure elements as well.
- iii. Talia Baker pointed out on the [Governor's Board's and Commissions Webpage](#), there is an [Online Appointee Training](#) which covers ethics in governance, records management, the public records act, and the open public meetings act. She suggested considering recommend all members take that training every year, so they are up to date on any updates on those topics. Those presentations are posted online and include resources

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- such as links to the relevant RCWs. The trainee can click a button that says you've read them and it will be marked complete.
- iv. Linneth pointed out that one of the benefits of having a presenter at the meeting was the ability to ask questions.
  - v. Janice agreed with the idea of shared learning, especially the ability to have Q&A and how it becomes our shared understanding and commitment.
  - vi. Jeff Jurgensen also agreed that he liked the in-person training. He suggested if PRC is planning a good training, the CPARB members should have an opportunity to attend that, and visa versa, so both the Board and Committee are covering the same information and enriching the discussion with things the other committees might not be thinking about. The PRC is also considering options for a better way to document how new PRC members are doing with the onboarding. Right now, it's just PRC Leadership and Admin checking in with folks to see how the program is going. They would like to have a more detailed method of tracking and reporting out.
  - vii. Chair Thaxton agreed and pointed out that CPARB Chair Zahn has been in charge of that for CPARB.
  - viii. Bill Dobyms inquired if there is there a way to memorialize the PRC training so interested parties can go back and listen to it? That way it can be added as a link to the checklist as a refresher. It was easier to listen to the AG talk about it than to read it from the Governor's website.
  - ix. Chair Thaxton feels it would be good to have an in-person training that is also available to people as a resource.
  - x. Santosh Kuruvilla pointed out that on the sidelines WSDOT is tackling conflict of interest in a big way, but and everyone is involved in it. The trainings need to cover the three elements of conflict of interest: ability to influence, impaired objectivity, and unfair competitive advantage.
  - xi. Chair Thaxton shared that she has gone through the current resources on conflict of interest, and there's already a substantial amount of information on it. She asked to table going beyond the existing resources for now. She agrees that's something this committee needs to talk about, but until they have gone through the existing resources, she doesn't think it's a good use of this time to discuss going beyond them. There's a conflict-of-interest statute that the Board is obligated to follow, and there's a good amount of information on that in the CPARB bylaws. She agrees it will need to be addressed further, but she doesn't have the capacity to get to it just yet. This committee can't go beyond what has been compiled without going through the administrative procedures act.
  - xii. Chair Thaxton acknowledged and wants to address Santosh's concern. Right now, her priority is to make it clear to all present where the committee is and what currently exists. After the baseline has been established, the committee can incorporate some of the conversations they've been having on conflict of interest and start adding to the resources available.
  - xiii. Linneth Riley Hall strongly encouraged the suggestion that any training CPARB holds, the PRC members also get invited to, and visa versa. The one thing that really jumped out at her after that training was the number of people who recused themselves from various panels because of the conflict-of-interest training and the conversations that followed, and the people who jumped in to fill those gaps.
  - xiv. Chair Thaxton asked Talia if it possible for to have a central calendar for training?

- xv. Talia Baker responded that there currently is a side column on the right side of the CPARB and PRC homepages where she shares links to trainings. She could add CPARB/PRC specific trainings to that column and point to that as a resource. She can also send an email with the information in it. But an actual calendar on the website is not possible at this time.
- xvi. Jeff Jurgensen stated that it would be good to get those training announcements out, because people won't check that calendar unless it pops up automatically. Maybe that's something that can be reviewed at the PRC business meetings, reminding folks of upcoming trainings and reinforce expectations to members that they attend 2-3 per year.
- xvii. Chair Thaxton asked if this committee wants the onboarding checklist to be part of the pre-read for the upcoming meeting during her report to CPARB?
- xviii. CPARB Chair Zahn agreed it would be a helpful resource.
- xix. Chair Thaxton shared she will clean it up and get it submitted as a pre-read.
- xx. Talia Baker offered to edit or reformat as needed.

**b. Review of Bylaws Changes**

- i. Chair Thaxton shared there were no changes since the last discussion of the Bylaws. The proposed changes with explanations will be introduced at this month's CPARB meeting and hopefully approved at the following meeting. Are there any questions or issues about that? [None voiced.]

**c. Job Descriptions**

- i. Chair Thaxton recalled the committee wanted a job description for the chair, vice-chair, then expectations for CPARB members.
- ii. Janice Zahn included that the committee also wants to address job descriptions for the PRC as they were created by the sitting members and are not consistently reviewed.
- iii. Chair Thaxton shared that she is noting the need for job descriptions for pretty much everyone's seat, so they can be incorporated into the onboarding expectations.
- iv. Janice Zahn pointed out that there is a challenge with the CPARB seats that are appointed by the Governor vs. another entity. Does this committee have authority to edit those job descriptions?
- v. Chair Thaxton pointed out bylaws have a little bit of information that's statutory, including reasons for removal, then there is a little description of the chair and vice-chair, plus meeting attendance. Not much more. Some of the things she recalls the committee wanting to do is to establish the expectation that members need to be prepared for meetings, read the pre-reads, attend meetings (no more than two can be missed without cause), and coordinate with their stakeholder group. There is a different expectation for PRC members, with a lot of the same elements. She hasn't read through the PRC bylaws and inquired if there are descriptions of expectations in them.
- vi. Talia Baker shared there is a smaller, separate document requested by CPARB for the job descriptions, listed on the website near the PRC recruitment header. This document was initially created with the idea that it would be reviewed and updated down the road. It hasn't yet been updated.
- vii. Chair Thaxton share the [PRC Position Descriptions](#) from the website and asked Ms. Zahn, if she had additions to the current document, or does she want the committee to review and make edits?

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- viii. Olivia Yang pointed out that this document has been up for a while, and if the intent in legislation is for the PRC members to reflect the CPARB members, then she suggests making sure this PRC document isn't overly restrictive.
- ix. Janice Zahn included that there also need to be parity. Some of these descriptions are silent about the number of years of project experience, etc. They were developed by the people in those seats and hasn't been updated since 2018, when the PRC was asked to write these job description and criteria for recruitment.
- x. Talia Baker shared the only addition since 2018 has been the DBE and Transportation positions.
- xi. Chair Thaxton stated that this document should be updated based on the current membership makeup. CPARB has added Transit and she inquired if it was also added to the PRC?
- xii. Talia Baker confirmed it was.
- xiii. Chair Thaxton agreed the document should be updated. She asked for volunteers to work on this document.
- xiv. Jeff Jurgensen offered to review the document and asked if he could run his ideas by her. [AI]
- xv. Chair Thaxton agreed and recommended that any comments be directed to both Jeff and Talia.
- xvi. Talia Baker shared her draft copy that hasn't been posted because it wasn't approved. She will send it to the group for additional review and comment. [AI]
- xvii. Chair Thaxton asked if a similar document existed for CPARB and whether the committee feels it is needed.
- xviii. Olivia Yang noted that since the majority of CPARB appointments are largely made by the Governor, perhaps this is not necessary.
- xix. Chair Thaxton suggested instead of position definitions, it makes sense to put together a member expectations document. Some of those are already addressed in the shared commitment, but not all.
- xx. Janice Zahn shared that the Governor's office does want to know — what is the expectation for CPARB members?
- xxi. Chair Thaxton stated she has made note of needing attendance, committee participation, estimated hours/month, pre-reads/preparation, and communication with stakeholders.
- xxii. Olivia Yang like what Chair Thaxton said about communicating back to member stakeholder groups. that statement doesn't appear anywhere in writing yet.
- xxiii. All agreed it should be explicitly stated.
- xxiv. Olivia Yang switched focus back to the PRC. When reviewing the list of job descriptions, she asked if it is it valid for stakeholders to believe those positions are "theirs?" Higher Ed likes to think they can nominate people. If there is an overlap, we should be careful about that.
- xxv. Jeff Jurgensen agreed it would make sense to run these the PRC Job Descriptions by the CPARB member representing that stakeholder group to make sure the job description applies to the entire stakeholder group.
- xxvi. Janice Zahn suggested adding two participation headers: one for board meetings and one for committees. She would like to make sure both are happening.

- xxvii. Talia Baker shared that she would like to make it clear that members need to respond to requests for information from administrative staff and provide current contact information that includes at least their phone number and email address. She is still missing contact information for multiple members.
- xxviii. Chair Thaxton agreed that responsiveness to communications and requests from staff needs to be included somehow.
- xxix. Jeff Jurgensen shared the PRC asks for the panel chairs to be responsible for connecting with their panel members because participation has been a bit lax. There are also questions asked during project and certification reviews that should have been submitted in writing ahead of time, which is disrespectful to the applicants and the rest of the panelists.
- xxx. Olivia Yang asked what happens if people don't meet expectations?
- xxxi. Chair Thaxton stated the best we can do is give them a talking to. The Chair could probably call the Governor's office to report when members are perpetually absent without cause, but she can also bug people for things they need to do/not do to keep fellow members happy with them. This may be more of a recruiting issue to make sure people know what's expected before they come onboard.
- xxxii. Talia Baker reminded the group the only people who can appeal to the Governor's office are the chair and vice-chair.
- xxxiii. Janice Zahn inquired if the group feels we need a clearer process for conversation, consequences, and next steps in the case of misconduct?
- xxxiv. Bill Dobyns suggested it seems like it would be a pretty simple bylaws change. We could say the chair may ask the Governor to remove anyone who doesn't live up to the published expectations.
- xxxv. Talia Baker also suggested they first get a phone call from the chair or vice chair. If they're giving them a call a few times a year anyway, maybe that will help alleviate some of these issues.
- xxxvi. Chair Thaxton made a note to add a process in the expectations for what happens when expectations are not met. [All agreed.]
- xxxvii. Janice Zahn asked what is an acceptable cause for missing a meeting, other than medical?
- xxxviii. Chair Thaxton responded that should be up to the discretion of the chair.

## **7. Setting the Next Agenda**

- a. Remove the bylaws changes section.
- b. Replace that with revisiting our discussion on onboarding.
- c. Include a discussion of job descriptions.
- d. Continue discussion of new issues:
  - i. Conflict of interest
  - ii. Adding structure to the mentorship program which supports the new member onboarding process
  - iii. Potential for creating more WMBE seats so they are not disproportionately burdened and to ensure equitable parity of participation

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**8. Next Steps**

- a. Chair Thaxton will send out the draft onboarding checklist; members should provide comments to her. [AI]
- b. Talia Baker will send out the existing PRC job description list; members should provide comments to Talia, Jeff Jurgensen, and Chair Thaxton. [AI]
- c. Jeff Jurgensen will lead updating the PRC job description list. [AI]

**9. Adjourn**

All Adjourned at 4:02 pm.