

Board Development Committee

Meeting Notes 9/5/2023

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Shanika Allen, proxy for Co-Chair Lekha Fernandes, called the meeting to order at 3:10 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 | (<i>absent</i>) | CPARB |
| • Sanika Allen (Proxy for Lekha Fernandes, <i>Co-Chair</i> , OMWBE | | CPARB |
| • Bill Dobyons, CBRE | (<i>absent</i>) | CPARB |
| • Santosh Kuruvilla, Exeltech | | CPARB |
| • Jeff Jurgensen, OAC Services/PRC Chair | | PRC |
| • Irene Reyes, The Glove Lady | (<i>absent</i>) | CPARB |
| • Linneth Riley Hall, Sound Transit | | CPARB |
| • Olivia Yang, Washington State University | | CPARB |
| • Janice Zahn, Port of Seattle | | CPARB |

Guests

- Monique Martinez, Staff Support DES
- Colleen Newell, MFA

- 1. Review and approve agenda.** Shanika Allen reviewed the agenda and asked the group for any edits before proceeding. *Janice Zahn moved, seconded by Santosh Kuruvilla, to approve the agenda. The motion was approved by a voice vote.*
- 2. Review and approve last meeting's minutes.** Shanika asked the group to review and provide any edits to the minutes from the meeting on August 1, 2023. There was not a majority of members present who attended the previous meeting to approve minutes. Approval of the minutes was moved to the next meeting's agenda.
- 3. Invitation to the public to participate.** Shanika noted this committee meeting is open to participation from non-committee members.
- 4. Structure of the PRC.**
Staggered appointments.
 - Olivia Yang provided an overview of the current issues regarding the structure of the PRC, which included several positions being up at once. She reminded the group that the discussion held last meeting was regarding potential solutions to avoid this from happening in the future.
 - Jeff Jurgensen shared that one potential solution to this issue would be to assign members to specific positions that have varying term lengths. This would be a one-time implementation to establish a staggering of terms.
 - Santosh Kuruvilla asked if the PRC Bylaws would need to be changed to implement this solution, as the Bylaws currently indicate members are appointed for a three-year term. Jeff agreed they will likely need to be changed but will confirm this with Talia Baker. Olivia questioned if this change would comply with the Bylaws as it relates to the appointment of someone to serve the remainder of a term.
 - Santosh noted that the [RCW 39.10.280](#) states, "Each member of the committee shall be appointed for a term of three years. However, for initial appointments, the board shall stagger the appointment of committee members so that the first members are appointed to serve terms of one, two, or three years from the date of appointment." Olivia noted this was to establish the PRC, however the issue arose when someone was appointed to fill a vacant position.
 - Janice Zahn suggested setting it up so that specific seats expire in a certain year, and when there is a reappointment or vacancy of that seat, the person would only serve to the end of that term. She noted this is what CPARB does. There are several seats on the PRC where vacancies come up at the same

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time. If this committee is going to address that issue, it needs to be ensured that the seats are all truly staggered and not just certain seats are selected to address it.

- f) Janice suggested that this committee make a recommendation to CPARB based upon the objective of getting back to staggering the different roles that are serving on the PRC. The goal is to avoid a situation that requires filling vacancies for several positions all at once. Olivia asked Shanika to discuss with Co-Chair Lekha Fernandes about including this recommendation in the report at the next CPARB meeting on September 14. The other item to include in the report is the recommendation of adding positions to represent underrepresented areas.
- g) Olivia noted that being on the PRC is about voting on the credentials of the owner, and not necessarily the advocacy of one owner to another. Jeff suggested first determining which additional positions are needed on the PRC and then review the staggered appointments to avoid positions expiring at the same time.
- h) Santosh brought up that during the last meeting, this committee had discussed reaching out to members to inquire whether they would be willing to adjust their term lengths to create a stagger. Jeff noted this would be an unfair option to assign different term lengths.
- i) Olivia shared that a solution to this issue would be to look at all of the positions on the PRC and, where there is more than one position, make sure they are staggered. For those that are not staggered, ensure that the next appointment for that position is either one-, two-, or three-years for one term as a fix to stagger the positions. Olivia noted this is one of the recommendations that the Co-Chair of this committee could include in their report out during the next CPARB meeting. Santosh clarified this fix would likely take place in 2025, as there are 13 positions that will be up that year.

Additional positions.

- a) Olivia brought up other considerations regarding additional appointments. The makeup of the PRC is supposed to roughly represent CPARB membership. However, given the number of diverse businesses that were recently added, there is no corresponding addition of public owners, resulting in an imbalance between public and private owners. She emphasized that being a member of the PRC is not about advocating for your fellow representative, but rather looking at the credentials. The focus should be on having enough experience and knowledge of GC/CM, Design-Build, and Progressive Design-Build so that there is an informed review at the PRC, rather than voting on a project based upon the applicant.
- b) Jeff expressed concern that this would happen, and Olivia noted this was supposedly the reason that a higher education seat was taken away and an additional seat added to the school districts. Janice suggested to Jeff that he discuss this issue with Talia. She noted that Talia is now establishing the PRC panels, which used to be the role of the Chair and Vice-Chair of the PRC. Talia tries to align representatives on the panel with the project that is being presented. Janice shared that what she understands is that Talia wasn't necessarily seeing owners as a collective but rather by their designation and who they represent. Jeff shared that Talia indicated she wanted to ensure there was equal representation of public and private owners on the panels.
- c) Olivia noted that the public and private balance was another issue that Co-Chair Thaxton brought up in the last meeting. When diverse businesses were added to represent that group of stakeholders, they were added as private representatives, throwing off the balance between public and private. Olivia suggested this may be a topic for discussion for the full board meeting.
- d) Jancie agreed and noted that there needs to be an assurance of how the panels are created and that there is a balance of public and private on the PRC and the panels. Janice recommended that this committee identify the challenges they are trying to address and provide a couple of recommendations for how this could be resolved. Having a few proposed solutions would avoid a much lengthier conversation with the board.

Linneth Riley Hall joined the meeting at 3:32 p.m.

- e) Olivia shared that she is on the Project Feedback Process Workgroup, and they have recently been discussing the notion of owner readiness. This has been a focus of the PRC as opposed to an emphasis on whether the project follows the RCW 39.10. While she likes to think that almost every project is eligible to be an alternative procurement project, there is a case to be made that alternative

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procurement is efficient. She suggested that the PRC put a greater emphasis on engagement with the owner—whether that be certification, recertification, or project approval—to get a sense of whether they are ready. Olivia expressed concern that there is not enough emphasis on the notion of owner readiness.

- f) Jeff shared that over the last year there has been a bigger push for ensuring owner readiness. There have been a few projects that were rejected due to owners not being ready. Jeff noted that Kyle Twohig is pushing for owner preparedness, and he will discuss with Kyle how this could be a point of emphasis going forward.
- g) Jeff shared that there is a misconception that the PRC decides what delivery method the owner gets to do. However, it's up to the owner to select their delivery method and then demonstrate to the PRC that it fits the criteria. Olivia noted that the best person to discuss with an owner about how to deliver a project is often another owner. This is why if the balance of owners on the PRC is off and should be addressed.
- h) Linneth Riley Hall agreed that there is not a lot of emphasis placed on owner readiness, however she has seen that some owners will ask more questions. She noted that a bad owner affects all other owners, which is why they often try to ask some of the hard questions.
- i) Jeff shared an email that was sent from Kyle to Talia regarding owner representatives being on the panel. Kyle expressed that it was important for a public owner to be on the panel, however he does not believe it's important for someone representing school districts to be on the school panel, or a city representative to be on a city panel. Kyle noted that experience with the delivery method should be a consideration and wanted to ensure integrity without appearing to be prioritizing representatives on panels in a manner that could be perceived as advocacy.
- j) Olivia proposed having a few suggested solutions to address these issues and bring that to CPARB for a more structured and refined conversation. Olivia suggested creating a few models for how to add more owners to ensure a better balance between public and private members on the PRC. She also suggested placing more emphasis on owners' expertise, ensuring they have experience in alternative delivery methods. Additionally, she suggested that these owners be added to the general owners category.
- k) Linneth wanted to clarify and ensure that whoever is added to the PRC has experience with alternative delivery. In the past there was more emphasis placed on representation from different categories, but this proved challenging as they did not have experience or knowledge of alternative delivery and had to be trained on this and what questions to ask. The RCW specifically says that members must have alternative delivery experience, but this has not always been the case. She wanted to ensure that they are not setting themselves up to encounter this issue again.
- l) Santosh clarified that the focus should be on striking a balance and roughly keeping the number of public and private owners equal. He asked how much of an imbalance there currently is. Olivia was unsure but noted that Co-Chair Thaxton counted the number of private and public owners in the previous meeting. She believed they added three or four private positions without corresponding public positions. This issue needs to be tempered with the idea of alternative procurement knowledge and ensure there is a balance of GC/CM, Design-Build, and Progressive Design-Build.
- m) Janice shared an agenda from PRC's last meeting and pointed out that out of the eight people on the panel, only two were owners. Linneth brought this up at the last PRC meeting and counted out which representatives were owners and which were private. In all instances except one, the makeup of the panel was primarily private. Jeff noted that looking at the panel for Lake Washington School District, there were two representatives that worked at the same firm.
- n) Santosh pointed out that this seemed like the more pertinent issue rather than the membership composition. The focus should be on the makeup of the panel being balanced and has a knowledge of the RCW 39.10. Linneth agreed and suggested that the Chair and Vice Chair of the PRC should be responsible for determining who is on each panel. That would mean ensuring that more owners are on panels while the long-term fix would entail adding more owners to the PRC.
- o) Janice noted that when she was Chair of the PRC she spent a lot of time getting the panels set up to ensure there was a balance. At some point there was a change, and that responsibility was transitioned from the Chair to Talia. Olivia expressed concern about passing off this work. Jeff said he was not sure

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when this change in responsibility was made, but that Talia has been doing this since he's been on the PRC. Linneth said that when she was Chair of the PRC she had this responsibility and also helped when she was Co-Chair.

- p) Olivia pointed out that there is a different approach to being on the PRC between public and private owners, with private owners having more interest in being on the PRC. It is not easy to get public owners to join the PRC.
- q) Santosh shared that there may be an additional item to include in today's discussion. Along with structure of the PRC and additional positions, there should also be a point about the composition of the panel. Linneth noted that the Chair and Co-Chair need to make sure that there is a better composition of the panel.
- r) Olivia reiterated the need to ensure a more balanced makeup of the panel as it relates to public and private, as well as ensure there is experience and knowledge of alternative procurement.
- s) Linneth pointed out that the RCW allows the PRC panels to have people with expertise who are not members of the PRC. Another short-term fix could be to pull someone who is not on the PRC to sit in on a PRC panel to get a good balance.
- t) Janice expressed that she is unsure if they are fully utilizing all members on the PRC. Her suggestion is to make a recommendation to CPARB for the Chair and Vice Chair to set up the panel and have guidance for that process. She noted that when she was on the PRC there were some issues regarding scheduling members.
- u) Jeff noted there is an effort to ensure that not all of the same members are getting called to be on panels. There were OMBWE representatives that were needing to be on every panel. Talia, Kyle, and Jeff tracked who was serving on each panel to ensure there was equal share. Linneth noted that OMWBE are taxed heavily because they are required by the RCW to be on every panel. This means they are often on multiple panels in a single day.
- v) Olivia provided a recap of the recommendations that this committee will make to CPARB:
 - Chair/Vice-Chair of the PRC creates the PRC panels
 - Ensure a balance of public and private on the panels
 - Ensure knowledge and expertise of alternative procurement is represented on the panel
- w) Linneth questioned why this recommendation needs to be brought to CPARB. Janice brought up that the purpose of this committee is to discuss issues and topics relating to CPARB and the PRC and then bring those items back for discussion. Having Jeff on this committee helps with discussion around PRC related items, which may resolve the issue with no need for it to go further to the board for their direction, but rather just to the PRC for their information. This is a broad scope of discussion, and then how it gets carried out may happen in various pathways.
- x) Olivia noted that CPARB does not need to tell the PRC Chair and Vice Chair how to do their jobs. Jeff agreed but noted that these issues are helpful to be raised to ensure that the PRC is carrying out their duties in the best interest of the public and private. Olivia brought up that the only real discussion to bring back to CPARB is the staggering of the appointments.
- y) Linneth added that not only is this committee recommending that the Chair and Vice Chairs select the PRC members for each panel, but that they also have expectations for how to select the members. The expectation should be related to a balance of public and private, and experience with the delivery method of the application.

5. Ad Hoc Committee Structure.

Moved to the next meeting agenda.

6. Next agenda – October 3 from 3-4:30 pm

- Agenda
- Minutes
 - 8/1/2023
 - 9/5/2023
- Structure of PRC
- Ad Hoc Committee Structure
- Next agenda

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7. Action items

- a) Shanika will discuss with Co-Chair Lekha Fernandes about including the following recommendation in the report at the next CPARB meeting: For those positions on the PRC that have multiple and are not staggered, ensure that the next appointment for that position is either one-, two-, or three-years for one term as a fix to stagger the positions.
- b) Jeff Jurgensen will discuss with Kyle Twohig about ensuring emphasis of owner-readiness on the PRC.
- c) Jeff Jurgensen will discuss with Talia Baker about the process of creating PRC panels and consider transitioning responsibility to the Chair and Co-Chair going forward.

Meeting Adjourned at 4:09 p.m.