

Capital Projects Advisory Review Board
Board Development Committee

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Co-Chair Robynne Thaxton called the meeting to order at 3:25 p.m. A quorum was established.

1. Welcome and introductions

Committee members in attendance unless otherwise noted:

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

Other attendees include:

- a) Talia Baker, DES
- b) Colleen Newell, MFA

2. Review and approve agenda

Co-Chair Thaxton reviewed the agenda and asked the group for any edits before proceeding.

Irene Reyes moved, seconded by Linneth Riley Hall, to approve the agenda. The motion was approved by a voice vote.

3. Review and approve last meeting's minutes

Approval of minutes from the November 7, 2023 meeting was postponed to next meeting's agenda

4. Invitation to the public to participate

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

5. Structure of the PRC

Staggered appointments

- a) Co-Chair Thaxton pulled up the Project Review Committee (PRC) member list and went over the proposed plan to stagger appointments. This proposed plan took into consideration each position's current term expiration, identified which positions had terms expiring at the same time, and assigned staggered terms—one-, two-, or three-year terms—for each of those positions.
- b) One consideration that was brought up was how to ensure that this plan allows for flexibility in the schedule. This may entail modifying term dates if a member leaves a position before their term is up. It was clarified that this proposed schedule is tied to the position and not the person. Terms and positions can be modified whenever, but that should be avoided at this time. Adding people on to fill in positions is one of the reasons that contributed to this issue in the first place.
- c) With this new proposed solution, each of the stakeholder positions would be staggered, with 11 out of the 33 total positions expiring each year.
- d) While this plan would solve the immediate issue of staggering terms, the issue of ensuring a balance between public and private terms expiring at the same time still needs to be considered. There would need to be additional work to try and attain a better balance. This balance issue stems from there being an imbalance on the PRC, with one-third being public positions and two-thirds being private.
- e) The makeup of the PRC is supposed to roughly mimic the makeup of CPARB, however there are a few differences. One example is that there are Construction Manager positions on the PRC but not on CPARB. There is also a dissimilar representation of Owners, both public and private. It was pointed out that the PRC especially needs to have additional certain positions due to the way the meetings are structured. In the month of January, there were two full days of PRC meetings, and each meeting must

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have a DBE position on every panel. If there is only one DBE person and they are required to be on every single panel, that would cause burnout.

- f) Clarification was sought on whether the PRC's ratio of public versus private is out of compliance with statute. There are more of certain positions in one category than other categories, which is cause for concern if it is indeed out of compliance with the statute.
- g) Co-Chair Thaxton noted she would send this outline and proposed schedule to PRC Chair Kyle Twohig and Vice Chair Jessica Murphy for review. The goal is to finalize this proposed plan at the next Board Development Committee meeting so that it can be presented to CPARB for review.
- h) A question was asked about when a member of CPARB or the PRC has a medical condition that prevents them from attending meetings. This is considered an excused absence, and if it is a long-term illness that prevents them from attending several meetings, then it would require a conversation with the chair and a solution would need to be determined to find a replacement.
- i) Typically, these are taken on a case-by-case basis and what is considered excused or not excused is up to the discretion of the Chair. The Bylaws indicate that absences are more about whether notice is given and if the Chair excuses someone. Concern was noted about whether certain members of the PRC or CPARB have excused absences, and it was suggested to approach this conversation with the Chair outside of a public meeting.

Additional Owner positions\Renaming Positions

- j) Adding owners to the PRC or renaming them is the next issue to consider related to the structure of the PRC. This committee discussed additional positions that would be important to add to the PRC, such as DBE positions due to their requirements to have a DBE representative on panels. There is a need to consider adding another DBE position as well as another school district as an owner.
- k) The question was posed about whether General Owners or someone with an understanding of DBE, diverse, and small business requirements could serve as the DBE representative on panels. This is something that has happened in the past. Currently on the PRC, both MWBE positions are also DBE certified, and there are currently two DBE positions on the PRC. One issue with having members sit on panels that are not actually DBE certified is that it may potentially lead to losing trust with the public.
- l) It was reiterated that it would be beneficial to add additional Cities and School District positions, as many applications come from cities and school districts. School districts largely use GC/CM while cities use Design-Build, and counties are increasingly using Design-Build. Looking at the CPARB representation, there are not many Hospital positions and there are very few Ports that use alternative procurement methods.
- m) The question was asked about whether some positions could be swapped. From a numbers standpoint, there are far more private positions than public on the PRC, and it may be a good starting point to add in those positions that are needed. Another option would be to add a General Owner position in addition to the Cities and School District, which would allow for more flexibility.
- n) The committee reviewed the PRC-approved project list and noted that there were several projects from school districts and cities. Committee members were asked to review this list to get a good understanding of who has come to the PRC over the last couple of years and see if there are positions that are underrepresented.
- o) Committee members were asked to review the proposed plan to stagger positions as well as the makeup of the PRC prior to the next meeting.

6. Ad Hoc Committee Structure

The ad hoc committee structure is an issue that needs to be resolved so that vacant positions are not counted in the quorum. This topic needs to be added to the agenda of the next CPARB meeting so that it can be voted on by the Board.

7. Mentorship and training

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- a) There is a need for more people to be mentors to newer CPARB members, and it was noted it would be good to add this as an agenda item for the next CPARB meeting.
- b) It may be more challenging for someone to be a mentor when they have completed their term and are no longer on CPARB. However, if that person is willing to be a mentor, it would be valuable to have them mentor someone for six months or so, until a CPARB member takes on that mentorship.
- c) It was clarified that on the PRC, it is the role of the Chair and Vice Chair to talk to people about being mentors, and on CPARB it is the Vice Chair's role. Vice Chair Keith Michel should be reaching out to people.
- d) It was suggested that creating a process that provides guidelines for mentorship would be helpful. One guideline may be that you cannot be a mentor if you have been on CPARB for less than a year. There currently are mentorship guidelines, which indicates that being a CPARB member for at least two years is preferred.

8. 2024 Committee meeting schedule

Committee members agreed to move the Board Development Committee meetings to the 1st Wednesday of the month from 3-4:30 pm starting in March for 2024:

9. Next agenda

- 3 - 4:30 p.m.
- Agenda
- Minutes
 - 11/7/2023
 - 1/16/2024
- Finalize staggered PRC appointments
- Additional positions
- Next agenda

10. Action items

- a) All committee members review the PRC-approved project list to better understand who has come to the PRC over the last couple of years and see if there are positions that are underrepresented.
- b) All committee members review the proposed plan to stagger PRC positions as well as the makeup of the PRC prior to the next meeting.
- c) Co-Chair Thaxton to send out the proposed plan to stagger PRC appointments to PRC Chair Kyle Twohig and Vice Chair Jessica Murphy for review.

Meeting Adjourned at 4:19 p.m.