

Capital Projects Advisory Review Board
Board Development Committee

Meeting Notes 2/6/2024

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Co-Chair Robynne Thaxton called the meeting to order at 3:02 p.m. A quorum was established.

1. Welcome and introductions:

Committee members in attendance unless otherwise noted:

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

Other attendees include:

- a) Talia Baker, DES
- b) Jessica Murphy, PRC
- c) Colleen Newell, MFA

2. Review and approve agenda

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

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

3. Review and approve last meeting's minutes

Co-Chair Thaxton asked the group to review and provide any edits to the minutes from the meeting on November 7, 2023 and January 16, 2024.

Santosh Kuruvilla moved, seconded by Lekha Fernandes, to approve the minutes from November 7, 2023. A voice vote approved the motion. Janice Zahn abstained.

Santosh Kuruvilla moved, seconded by Lekha Fernandes, to approve the minutes from January 16, 2024. A voice vote approved the motion. Janice Zahn abstained.

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 noted that this committee must finalize the proposed plan to stagger positions on the Project Review Committee (PRC) before sending it to the Capital Projects Advisory Review Board (CPARB) and the PRC. It will be important to provide context and the reasoning behind this plan when sharing it with the PRC and CPARB. This plan will need to be finalized shortly, as there are PRC appointments coming up in June 2024 that will soon need to be advertised for.
- b) Clarification was sought regarding the term "proposed" for this plan. For example, a current member would finish out their term, and the person taking over that position would theoretically take over the following term, as indicated in the proposed plan. This was confirmed to be correct.

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- c) The principle of this proposed plan is to create interim staggering to ensure the appointments made are appropriate. There was agreement that this plan is in a good state to be presented and passed off to the PRC.
- d) The question was asked about how this proposed plan should be presented to the PRC. One suggestion was to first send it to PRC Chair Kyle Twohig and Vice Chair Jessica Murphy to review and then they could share it with the rest of the PRC. While it's doubtful that members of the PRC would complain, there are a lot of new members and there may be concerns around the purpose behind this plan.
- e) It is important for the PRC Chair and Vice Chair to understand and have context around this plan. Typically, the PRC Vice Chair would attend the Board Development Committee meetings to better understand the work that is taking place. One suggestion for this particular plan is to have Kyle and Jessica present it at the business meeting so that members understand the intention and philosophy behind it.
- f) Co-Chair Thaxton will clean up and finalize the document before sending it to Kyle and Jessica. It was suggested to remove the names and references in the plan and just leave the positions, current term limits, and proposed terms. This will help reiterate that the plan is about the position rather than the person.
- g) Clarification was sought regarding extending the invitation for the PRC Chair and Vice Chair to attend Board Development Committee meetings. Currently, Jeff Jurgensen is attending as a representative of the PRC, however he is no longer the PRC's Vice Chair. Changing this committee's official member list would need to be done through CPARB.
- h) Any appointment to the Board Development Committee can be done during the committee report-out at the upcoming CPARB meeting on Thursday, February 8th. This committee should consider appointing either the Chair or Vice Chair of the PRC to serve on this committee, while Jeff can remain on the committee.
- i) The question was asked about when this committee began including the PRC Chair and Vice Chair as members of this committee, and whether the PRC representative had to be the Chair or Vice Chair. While anyone can be a member of this committee, there was a preference for Kyle or Jessica to be included in the meetings. However, they would like to stray away from them being official members due to issues with meeting quorum. Board Development Committee member Jeff Jurgensen, who was the former Chair of the PRC, brings valuable perspective as the committee deals with many issues related to the PRC.
- j) The question was asked about how many voting members are required to be on committees. There are no requirements for the number of members, but there are requirements for the quorum. Right now, this committee is made up of eight members and there are three vacant positions: General Contractors, Architects, and Public Owners. This committee needs five members present at each meeting to meet the quorum.
- k) Members expressed a desire to avoid adding more official members to this committee if they are not able to attend regularly. One suggestion was to just include one additional member, either the PRC Chair or Vice Chair, to be officially a part of this committee. However, CPARB needs to appoint them to the committee in addition to confirming that this is ok.
- l) The PRC Chair changes every year, and so there is a continuity issue with the Chair being on this committee. There may be an opportunity to set up a system that indicates the incumbent Chair stays on and then the previous Chair would also attend meetings and provide perspective when needed. Because committee membership is fluid, there is an opportunity to add or remove members as requested.

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- m) It was urged again that the current PRC Chair and Vice Chair need to attend these meetings. The PRC is currently getting a lot of noise and it is vital that they are able to be here to discuss and work through these issues.

Additional Owner positions\Renaming Positions

- a) The imbalance of owners on the PRC is an issue that this committee needs to address. There are nearly twice as many private positions as there are owners on the PRC, with two-thirds being private and one-thirds being public. The PRC is supposed to reflect the makeup of CPARB, and it currently does not.
- b) It is important to consider the types of owners as it relates to the various requests that are coming to the PRC. There are currently a lot of applications from cities and school districts, while there is only one position on the PRC representing school districts. There have been conversations about adding additional positions, but another consideration is to rename certain positions and expand those names to allow for more flexibility. The goal is to have a significant and roughly equal representation of owners.
- c) Conversely, one suggestion was to focus less on the stakeholder affiliation and rather on the member's knowledge of GC/CM and Design-Build. There are people on the PRC that do not fully understand what the law indicates or what a proper GC/CM or Design-Build is. The preference would be to have people with knowledge or understanding of those procurement methods. The makeup of the PRC should be owner agnostic and procurement specific.
- d) Currently, the PRC members' specialties in either GC/CM or Design-Build are not tracked. When appointed to the PRC, members are supposed to be familiar with both. It may be worthwhile to identify whether they specialize in either of those, however it was noted that it is not currently a requirement for appointment or to be on a panel. When creating a panel, there needs to be at least one Owner on the panel and DBE representative, as well as ensure that there are not two of the same stakeholder group on the same panel.
- e) If this committee is going to change the names of those positions that are expiring, this will need to be worked on sooner than later in order to start the recruitment process for these positions. In particular, the names and due dates of the positions are important to know.
- f) Co-Chair Lekha Fernandes shared on the screen an overview of the makeup of CPARB and the PRC as well as the ratio of seats as it relates to positions. The concern is not just about the ratio of owner vs. private positions, but also how representation lies. There are areas that may need to be expanded, not only due to applications that are coming in, but also where there may be an imbalance in ratios. There is a need to be cautious of general seats overall.
- g) Owner affiliation on the PRC is important because the RCW states that it should mirror what CPARB looks like. If the RCW is going to be changed, then there needs to be justification to change it. There is a need to ensure that this is a fair and equitable process and in compliance with what the RCW requires.
- h) The PRC is supposed to be composed of people that have expertise. There are three Higher Education positions, two of which are certified. There have been a lot of issues with school districts and confusion about whether something meets the criteria. The root cause of these issues has been around the misunderstanding and lack of knowledge and expertise at the PRC and whether something is approved or rejected.
- i) The RCW states that the PRC should reflect the makeup of CPARB. To some degree, the PRC should be adhering to that or else they are not doing what is in the RCW in statute. If they would like to change the RCW in statute, then they should consider changing it. It was pointed out that it should be changed because the PRC has been extremely political, and it is no longer procurement centered. There needs to be a balance between what the PRC has become and having it reflect the makeup of CPARB. It needs to either follow the RCW or needs to be changed.

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- j) It was pointed out that there are no Construction Manager positions on CPARB, and there are three on the PRC. However, CPARB indicates private industry, so there is private industry.
- k) There are two points being brought up. The first is that the RCW does indicate that the PRC should be a representation of CPARB, and currently it is not in alignment. The other point being brought up is the need to ensure that the people who are appointed to the PRC have technical experience and knowledge to carry out their duties. What is needed from this committee is a recommendation about where we are today and what we need to do to align with the RCW and map out an implementation process.
- l) RCW 39.10.240 was brought up on the screen for the committee to review. It indicates that appointments to the PRC must represent a balance of public and private sector representatives of the board listed in RCW 30.10.220.
- m) One note pointed out was that this is volunteer work. There are not a lot of applicants for this work, but that does not mean they cannot be selective and make good decisions. There was a question about why the PRC works in autonomy and then complaints go to CPARB, rather than going to the PRC. One suggestion was that the legislation that should change is that the PRC should be under CPARB. However, the issue is not legislative but rather it is in the Bylaws. CPARB's Bylaws that indicate the PRC may create its own bylaws not RCW.
- n) This group refocused its conversation to discuss the issues that need to be addressed prior to the next board meeting. This committee is not yet ready to bring a recommendation to CPARB, but first they need to have more discussion surrounding owner representation on the PRC. The next meeting should be focused on looking at owner representation on the PRC.
- o) Co-Chair Thaxton modified the PRC Committee positions outline so that it includes the position, representation, expiration of the current term, proposed next term length, and the following term expiration. This is the proposed plan that will be shown to both CPARB and the PRC, so that both can make comments and then suggest approving it at the April meeting.
- p) There are several positions that would only be for a two-year term in the next cycle. One suggestion would be to include in the advertisement for that position is that CPARB is considering reducing this term to two years for these positions.
- q) Co-Chair Thaxton and Co-Chair Fernandes will be working with Talia Baker to create language around the proposed positions and advertisements, and then they will send it over to the PRC with the hope that they can approve something in March before appointments start in May.
- r) It is important to have people on the PRC that understand both delivery methods. It is not the job of the PRC to tell the owner that they should use a certain delivery method. Rather, it is the job to evaluate their project based on the criteria of the RCW and how the owner is presenting it. Some members still get caught up in the issue that they believe a certain project would be better as GC/CM and as a result they do not agree with the project.
- s) The issue sounds as though it is not focusing on whether it does or does not meet the requirements. There is a need to understand what is being evaluated, and clarification that they should not be giving their thoughts or opinions.
- t) This committee should begin thinking about what the current onboarding procedures and expectations of the PRC are and whether there should be additional trainings for those who are planning to be a chair of a panel. The chair sets the boundaries and expectations for the panel. If the conversation veers from beyond the RCW requirement for acceptance, approval, or denial, it should be within the chair's authority to steer the conversation.

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6. Next meeting agenda

- a) During the next meeting, the focus should be on discussing the balance of owners on the PRC and getting a resolution moving forward.
- b) It was suggested that a couple of public owners should get together and think about the current list and consider what a better balance would look like. Janice Zahn will talk with other public owners to understand how it can be adapted, noting that public owners should be discussing who those seats may be as opposed to having this committee decide.
 - March 6, 3–4:30 p.m.
 - Agenda
 - Minutes – 2/6/2024
 - Additional Owner positions\Renaming Positions
 - Next agenda

7. Action items

1. Co-Chair Robynne Thaxton will clean up the potential PRC position term list and send it to PRC Chair Kyle Twohig, Vice Chair Jessica Murphy, and members of this committee.
2. Co-Chair Lekha Fernandes will send out the CPARB/PRC position list and ratio spreadsheet to this committee.
3. Janice Zahn to reach out to other public owners to discuss the current PRC member list and consider what a better balance of owners would look like and how it could be adapted.

Meeting Adjourned at 3:57 p.m.