

Capital Projects Advisory Review Board
Board Development Committee

Meeting Notes 6/7/2023

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Co-Chair Robynne Thaxton called the meeting to order at 3:05 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 | | CPARB |
| • Lekha Fernandes, <i>Co-Chair</i> , OMWBE | (absent) | CPARB |
| • Bill Dobyns, CBRE | (absent) | CPARB |
| • Santosh Kuruvilla, Exeltech | | CPARB |
| • Jeff Jurgensen, OAC Services/PRC Chair | (absent) | 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:

- Talia Baker, Staff Support DES
- Nancy Deakins, Staff Support DES
- Keith Michel, FORMA Construction
- Brenda Portaro, OMWBE
- Colleen Newell, MFA

2. Review and approve agenda. Co-Chair Thaxton reviewed the agenda and asked the group for any edits before proceeding. *Olivia Yang 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. Co-Chair Thaxton asked the group to provide any edits to the minutes from the meeting on May 2, 2023. *Olivia Yang moved, seconded by Santosh Kuruvilla, to approve the meeting minutes. The motion was approved by a voice vote.*

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.

- Talia Baker provided an overview the PRC's current member list and noted positions whose terms are expiring in the next three years. There are seven members whose terms are expiring in 2024, 13 expiring in 2025, and 13 expiring in 2026. Co-Chair Thaxton suggested implementing staggered terms beginning in 2025 to address the issue of multiple terms expiring simultaneously. Olivia suggested working with members to see if they would be willing to alter their terms from three years to one or two years instead. However, these proposed ideas would only solve the issue for one year. Co-Chair Thaxton pointed out that many of the positions' terms are up at the same time due to being appointed at the same time. Having staggered terms is beneficial as it guarantees experience in that represented group at any given time.
- Janice Zahn noted this issue has been persistent for a while, and at a certain point some action must take place to introduce an overlap in terms. There needs to be parameters around the structure of these positions and terms, as well as consideration for the value of staggering positions.

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- c) Linneth suggested staggering all positions now for 2024, 2025, and 2026. This may entail extending time for members who have been on PRC for the least amount of time and allowing the expiration of other like-position's terms. The extension or cut of terms should be a voluntary decision, however, and there needs to be a set of values and criteria uniformly apply throughout the positions. One possible approach would be to have members with expiring positions write a short explanation about why they would like to extend their term, which then would be evaluated by CPARB.
- d) Of the 33 members on PRC, nine are public owners. PRC is supposed to reflect CPARB, which is supposed to have equal representation. Co-Chair Thaxton inquired about the need to adjust the ratio for owners. Olivia noted she was asked to give up a higher education seat, which was not well received by higher education. She noted PRC acts as a licensing board, where expertise of subject matter should be valued more than representation. Chair Thaxton noted concern with upholding the statue and noted the balance is off. This will be a good thing to examine as it will factor into the consideration of their staggered terms analysis.
- e) Nancy Deakins shared that initially in PRC, the two WMBE positions originally began as OWMBE and were considered public. However, due to short staffing, OWMBE indicated this position should be represented by companies, and so these positions turned private. After that, additional positions were added, including DBEs as well as CMs, who are representing owners.
- f) Linneth indicated there are two problems that need to be solved. The first is related to the term expiration dates and ensuring that not all members in one category expire at the same time. The second is to address equalization of public versus private positions. There may be creative solutions to both equalize the private and public positions as well as add positions to make it equal.
- g) Keith Michel shared that CM representatives are actively involved in representing owners. They are third parties and work with a greater cross section of owners, which he noted makes them good seats on the PR. In order to address the staggering of terms, he supported reaching out to individual members to discuss opportunities to adjust term lengths.
- h) There are 13 members with terms expiring in 2025, and staggering some positions may create a larger issue. Santosh Kuruvilla also noted the need to consider having the right balance of horizontal versus vertical members, as it relates to the various skills and responsibilities required for each role.
- i) Co-Chair Thaxton led the group in a discussion about establishing a neutral set of values that can be applied equitably across the board to ensure that people understand they are being treated fairly as decisions are made regarding term adjustments. Co-Chair Thaxton listed several values that were brought up in today's conversation, which includes:
 - 1. Staggering positions within the same groups in order to avoid all terms ending at one time.
 - 2. Looking at potential ways to balance public and private positions, vertical and horizontal, as well as looking at the balances we need to be suggesting.
 - 3. Considering whether and how terms are fairly reduced or extended and what the neutral process would be to accomplish this.
- j) Additional values noted by the group include:
 - 1. Diversity, equity, and inclusion
 - 2. GCCM versus Design-Build
 - 3. Geographic diversity
- k) Co-Chair Thaxton suggested putting together this neutral set of values that will be applied equally and then figure out scenarios and how they would impact the PRC. However, unless members voluntarily indicate they are willing to take on a lesser term, there is uncertainty about whether they are able to arbitrarily adjust terms of positions.
- l) Olivia shared that this list of values is a good starting point and referred back to the conversation related to horizontal versus vertical positions, noting that these may have implications beyond PRC and into CPARB. One consideration is that WSDOT does not have a seat at CPARB, and as many of the

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issues discussed are related to WSDOT, not having them at the table may be an issue.

Irene Reyes joined the meeting at 3:39 p.m.

6. Scheduling next meeting.

- a) Co-Chair Thaxton noted that the next meeting is scheduled for July 4 and it may be difficult to reschedule due to conflicts in the summer. The group concurred that there is not a need to have a meeting in July and instead the next meeting will be in August.
- b) Co-Chair Thaxton noted in the meantime she will discuss these values with Co-Chair Lekha Fernandes, and encouraged the rest of the group to continue thinking about additional values or rules that will be applied to stagger and balance roles. Before any approach is made to members of the PRC, Co-Chair Thaxton will work on getting an agreed upon set of rules and then she will put together scenarios to run through prior to the next meeting.

7. Stipends.

- a) Discussion needs to happen with the budget office at DES about how to apply the use of the stipends to CPARB and PRC. Talia explained that if CPARB would like to hear from someone and share their experiences with the board, but it would cause them a financial hardship to do so, they would be able to use the stipend allotment as outlined by OFM. However, there are a few unknowns, including how it will be implemented, input into the bylaws, and communicated to the community. Nancy shared the DES is the process of developing a policy, which will allow this committee to incorporate it into their own policy and bylaws.

8. Next agenda

- 3 – 4:30pm
- Agenda
- Minutes 6/7/2023
- Staggering PRC positions
 - Establishment of rules and values
 - Discussion of scenarios
- Next agenda

9. Action items

- a. Co-Chair Thaxton will draft an agreed upon set of rules and values to guide the staggering of positions within PRC and put together scenarios for the next meeting.

10. Meeting Adjourned at 3:58 p.m.