

1 **Capital Projects Advisory Review Board**
2 **Board Development Committee**

3 Meeting Summary December 10, 2021

4 1. **Committee co-chair Bill Frare called the meeting to order at 9:16 am. A quorum was established.**

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6 2. **Welcome and introductions.** Co-chair Frare welcomed the attendees and led roll call.

7 Committee members in attendance unless otherwise noted:

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|----|--|----------------|
| 8 | • Walter Schacht, Mithun | CPARB Co-chair |
| 9 | • Bill Frare, DES | CPARB Co-chair |
| 10 | • Lisa van der Lugt, OMWBE (absent) | CPARB |
| 11 | • Irene Reyes, The Glove Lady | CPARB |
| 12 | • Olivia Yang, Washington State University | CPARB |
| 13 | • Robynne Thaxton, Thaxton Parkinson PLLC (absent) | CPARB |
| 14 | • Janice Zahn, Port of Seattle | CPARB |
| 15 | • Bill Dobyms, CBRE (absent) | CPARB |
| 16 | • Santosh Kuruvilla, Exeltech (absent) | CPARB |
| 17 | • Linneth Riley Hall, Sound Transit | CPARB |

18 Other attendees include:

- 19 • Nancy Deakins, DES
- 20 • Talia Baker, DES
- 21 • Melissa Van Gorkom, SCS

22
23 3. **Review and approve agenda.** Co-chair Frare reviewed the agenda.

- 24 a. Changes: Co-chair Schacht asked to move the discussion of CPARB onboarding to when he gets
25 back at 10:00 am. Janice Zahn and Linneth Riley Hall asked to add segments on PRC on-
26 boarding and protocols (including panel selection, open positions, rules of engagement, conflict of
27 interest (COI), and timing of applications/approvals), also to confirm the scope of this committee
28 re: PRC activities.
- 29 b. Approval of today's agenda: Motion (Janice Zahn), Second (Olivia Yang), passed to approve the
30 meeting agenda.

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

- 33 a. Approval of last meeting's minutes: Motion (Olivia Yang), Seconded (Bill Frare), passed to
34 approve last meeting's minutes.

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

- 37 a. Co-chair Frare explained this committee meeting is open to participation from non-committee
38 members.

39
40 6. **Committee Responsibilities.**

- 41 a. Open positions and recruitment for CPARB
 - 42 i. Nancy Deakins: I believe we only have the Architect position and the General Contractor
43 position open.
 - 44 ii. Co-chair Frare: We all know Walter is stepping down and working with AIA and the
45 mayor's office to find some good candidates. What about the General Contractor
46 position? Do we have a person who is reaching out to AGC and others relative to making
47 sure we have candidates? Nancy, do we have any candidates now?
 - 48 iii. Janice Zahn: Last I heard, four candidates have applied for the position of General
49 Contractor. I have not heard anything different on the Architect side. The last I spoke with
50 the governor's office, they only had the one application. Maybe Walter will have more
51 intel when he returns to the meeting.
 - 52 iv. Co-chair Frare: I know in the past we've been asked for input on this. Are we still asked
53 for input?

- 54 v. Janice Zahn: Several months ago, we were notified about those four applications. So we
55 do get that opportunity, but I'm not sure how much we can do to influence the actual
56 selection. The governor's office made it clear that they won't make a selection when
57 there's only one applicant, like in the case of the Architect position. Hopefully AIA has
58 been able to identify other applications.
- 59 vi. Olivia Yang: The intent of this committee was to recruit members, and the way I
60 understand it, the CPARB chair has frequently been asked to opine. Is it the job of this
61 committee to make sure an appointment happens?
- 62 vii. Co-chair Frare: I would only be stating my opinion, but when we go to what our charge is,
63 our charge is to recruit and onboard new members, make sure new and current members
64 understand their roles/responsibilities and how CPARB works, and to recommend
65 updates to our bylaws—that was my understanding of our scope. With respect to
66 recruitment, my understanding was our scope is to reach out to people and encourage
67 them to apply.
- 68 viii. Olivia Yang: That's what I thought, and presumably moving forward, when our committee
69 is up and running, we will have closer communication between the co-chairs and the
70 governor's office, so that the governor's office feels they have a valid pool of applicants to
71 consider. Given where we are, the only thing possible at this point is to recruit more
72 applications. I don't know if that's something we need to be actively engaged in right now.
- 73 ix. Co-chair Frare: Lisa van der Lugt was working on some of this in the recent past. We
74 were relatively effective over the summer in recommending that the governor's office
75 make selections.
- 76 x. Janice Zahn: I'm happy to reach out again on the General Contractors since there are
77 multiple applications. I'm more at a loss when it comes to Architects. It's more a waiting
78 game.
- 79 xi. Linneth Riley Hall: Would it be beneficial to add those open positions in addition to who
80 has applied/how the selection process works to the CPARB website, to add visibility to
81 the process?
- 82 xii. Nancy Deakins: The open positions are on the webpage, a bit further down. We're not
83 party to the list of applicants unless the CPARB chair reaches out to the governor's office
84 to get the names. The openings and recruitment process are what I can post online.
- 85 xiii. Linneth Riley Hall: The value of adding the names is highlighting that right now, there's
86 only one application for the Architect position.
- 87 xiv. Nancy Deakins: Maybe this committee needs a written outreach plan for any open
88 positions.
- 89 xv. Co-chair Frare: I agree, and not limited to outreach—to include recruitment, appointment,
90 etc. I'm not sure if the governor's office has a policy or desire to keep names confidential
91 until after they've made an appointment, but we'd want to incorporate their desires for the
92 process into a policy document for board recruitment (i.e., who's responsible for each
93 action). Even putting names on the website is fairly passive. If we really need to have an
94 active role in this, is there an advertisement or a posting we can develop with the
95 governor's office, to intentionally share with list-serves that Architects actually see?
- 96 xvi. Nancy Deakins: We could even post it on LinkedIn? I did that for our Contracts Manager.
97 In past, we have done some advertisements for CPARB positions. When it was Walter
98 and Andy, we even met with the governor's office to talk about their desires.
- 99 xvii. Co-chair Frare: Do you and Talia have capacity to put together something like that,
100 maybe in Peabody format, of what that might look like?
- 101 xviii. Nancy Deakins: Talia and I will work on that and get it out to the committee before the
102 next meeting. If anyone has specific things they want to include, send them our way so
103 we can integrate. [AI]
- 104 xix. Co-chair Frare: Maybe after Christmas, the second week of January, if you could send
105 out an outline for the committee's review, then we'd have some informed comments
106 ahead of the February meeting.
- 107 xx. Janice Zahn: I like where this conversation is moving—pushing the governor's office isn't
108 going to do anything if there's only one application. We need to find ways to advertise

- 109 and find interested parties. Part of this is having applicants know that there are members
110 they can talk to, to find out more about the responsibilities of the positions.
- 111 xxi. Co-chair Frare: That goes to Linneth's point that we can't just sit here and wait to be
112 noticed.
- 113 b. Confirm our committee's scope
- 114 i. Co-chair Frare: The written charge is pretty CPARB-specific, but I don't want to hold us
115 back from diving deeper into the PRC recruitment/onboarding process.
- 116 ii. Linneth Riley Hall: Is it within our scope to take similar action for the PRC to what we just
117 discussed for CPARB? I tend to differentiate between scope and mission/goals, based on
118 priorities that may shift based on our ability to address certain issues.
- 119 iii. Co-chair Frare: How much guidance do we want to provide, as CPARB? Reading from
120 our webpage, I believe the board development committee has the discretion to dive into
121 the operations, training, and development of the CPARB Board. I do think that providing
122 similar guidance to the PRC falls under our larger mission, and we do have that ability.
- 123 iv. Irene Reyes: I echo Linneth's opinion. I'm looking at focus now—how do we educate new
124 board members on their roles, responsibilities, and potential conflicts of interest? Moving
125 forward, it would be really valuable to provide guiding principles on how a PRC member
126 can be very careful of COI and know their role. This is a serious matter, and I think we
127 should focus on creating policies/procedures and potentially getting opinions from the
128 attorney general's (AG) office on what constitutes a COI.
- 129 v. Co-chair Frare: Thanks, Irene. Are we ready to move on to the next topic?
- 130 c. PRC open positions/recruitment/conflicts of interest:
- 131 i. Talia Baker: Currently there is one opening for Construction/Trades Labor; the Private
132 Sector position will technically be coming in February, but Timothy Buckley plans on re-
133 upping for his second term; and two Disadvantaged Business Enterprise (DBE) positions
134 are currently open, for a total of four positions open. I will be getting more information on
135 a potential applicant for the Construction/Trades Labor position, prior to the February
136 meeting.
- 137 ii. Janice Zahn: In regards to re-upping the incumbent, I recently voted in support of this for
138 CPARB, but I am concerned about whether there is active recruitment for PRC positions,
139 or whether it could be seen as simply rubber-stamping incumbent applicants, since we
140 don't really have any other choices. Are potential applicants even aware of open
141 positions?
- 142 iii. Talia Baker: In November, we ran an ad in the Spokesman Review and the Daily Journal
143 of Commerce for a week. We also put it on the website. We reminded all PRC members
144 to reach out to their stakeholder groups to share the opening and to forward interested
145 candidates to me. On both the PRC and CPARB website, there's a recruitment notice. I
146 do that twice a year, depending on how often we have openings available. Running it for
147 a whole week can get expensive—we used to do it four times a year but scaled back to
148 twice a year.
- 149 iv. Santosh Kuruvilla: My sense is that as CPARB members we have a responsibility to
150 recruit for PRC. I agree with Janice's sentiment in that some of this has fallen to the
151 wayside. Part of the recruitment plan should include getting the board members engaged
152 in the recruitment process. I don't even know if the board members know that's
153 something they should be engaged in. It's something we should take seriously, because
154 otherwise we're putting all the responsibility on Talia and Nancy.
- 155 v. Co-chair Frare: It would be good to put together a written resource that outlines the
156 recruitment procedure. That way, more people can understand, be aware of, and
157 potentially make suggestions to edit the recruitment procedures.
- 158 vi. Irene Reyes: Can we create a subcommittee that is specifically working on code of
159 conduct and COI? Creating a subcommittee might speed this up a bit. We meet so rarely
160 and don't have a lot of time.
- 161 vii. Olivia Yang: I support the need for some urgent but thoughtful work around that subject
162 for the PRC. It seems to be building on a downward spiral, and this rubber-stamping
163 seems to be getting worse. The PRC doesn't help if it's not credible. We need to step
164 back and think—maybe a session with the AG's office on ethics and conflicts—kind of a

- 165 shared commitment conversation on the purpose of PRC. I don't think PRC should be
166 viewed as something you put on your resume to get more work, but my fear is perhaps
167 it's viewed that way. I support Irene's recommendation. My only question is, is that part of
168 this committee, a subcommittee, or is it really a potential separate committee?
- 169 viii. Co-chair Frare: I'll leave that an open question for us to think about.
- 170 ix. Linneth Riley Hall: I think one of our goals for next year should be to get back to what we
171 used to do, which is training on COI, where the AGC's office came in and we did training
172 with the PRC. I believe trainings were also done for CPARB. There were several trainings
173 we used to do that maybe should be an annual requirement, both for PRC and CPARB.
174 We have not had any trainings for a long time, and we can put that as a requirement for
175 2022 and beyond and tie in the new RCW requirements. We used to do trainings when
176 the legislation changed, so everybody would be very familiar with those changes. We
177 need to get back to training people for consistency on the requirements. I hesitate on
178 forming a new committee, since we are all so swamped, but I think we need to get back
179 to that.
- 180 x. Janice Zahn: I want to go back and talk a little about the recruitment for the PRC. Issues
181 arise when the same firm gets a disproportionate portion of the open seats. It's not an
182 issue currently, but it has happened in the past and should be discussed. If there are two
183 people vying for a seat from the same firm, we might need to require that they figure it out
184 amongst themselves who will take the seat. Also, if we can recruit an Owner that's in the
185 Private Sector, that would allow us to add a new voice to the conversation.
- 186 xi. Linneth Riley Hall: There could be an opportunity, if there is someone out there who we
187 want to recruit, I can talk with Sound Transit to see if we're willing to step back from our
188 seat on PRC as Owner General, so we can get a Private Sector Owner in the PRC. I'm
189 now on CPARB, so I'm more than willing to explore stepping back from PRC.
- 190 xii. Co-chair Frare: Quick time check—let's run through the rest of the raised hands and then
191 give Walter some time.
- 192 xiii. Santosh Kuruvilla: In the spirit of looking for ideas that have an immediate effect, on this
193 PRC topic of COI and such, the whole PRC body used to have a couple of annual
194 meetings to discuss overarching rules of engagement. It seems as if that may not be
195 happening; doing that could allow us to start the process of training. I think the whole
196 PRC body could manage two yearly meetings, and this would have an immediate effect.
- 197 xiv. Talia Baker: Since Janice, the last 2-3 chairs had asked the committee and did not
198 necessarily want to spend time on orientation meetings. We started sending out some
199 orientation materials to new members, giving time to review at shorter follow-up
200 meetings. It's been a general movement away from formal orientation, to more just Q+A
201 with members.
- 202 xv. Janice Zahn: The process I used was actually from Rustin. He was very organized in
203 making sure that the panels were organized with equity in mind; ensuring everybody has
204 the opportunity to participate. Those meetings were no more than an hour, and they
205 really cemented for the group the expectations for code of conduct. But these gathered
206 expectations were all built on whatever the last chair had put out. Maybe this legacy
207 process has gone too far from the real requirements. I really feel that the PRC can run
208 independently from CPARB, but maybe the chair expectations are something that should
209 be established by CPARB.
- 210 xvi. Co-chair Schacht: Jumping in here as we're short on time—one and a half hours don't
211 seem to be enough time. I move that we start meeting for two hours. I'm not sure if we
212 can sustain monthly meetings. Second, looking back at our meeting notes, I believe we
213 did vote to incorporate guidance for the PRC into our responsibilities, rather than to start
214 a new subcommittee. If we want to get rid of it, we need to go back to the board. Third,
215 how many new board members do we have?
- 216 xvii. Janice Zahn: I believe we have nine returning and seven new members.
- 217 xviii. Co-chair Schacht: Highlighting a project review template pulled from the website [shared
218 onscreen]: this exists and can be used! It hasn't been used since 2018, when Janice
219 developed it. Let's assign a couple of us to work on adapting this outline. Given our
220 timeframe, I don't want to be overly ambitious, but what I'd like to suggest is the following:

- 221 have the members meet each other, go over the board's history and statutory
222 requirements, outline any required training (there are certain trainings for members who
223 are appointed by governor's office), and differentiate our statutes from WSDOT's. Then,
224 we should go through project delivery types. Members will have experience with one,
225 none, or all three—so this is critical to address. We want to address members'
226 responsibility to engage stakeholders. I'm not sure that everybody understands that
227 they're representing an interest group. Some of us come through interest groups, but we
228 all represent interest groups. Then, we should briefly encourage people to attend our
229 existing training programs. Let's list those out. Then, we should give 20 minutes for open
230 discussion. I suggest that we pull all this together as a PPT, and maybe the co-chairs
231 should run this session. It can be hard to organize getting the whole committee involved,
232 so full committee attendance is not required, but I do think we should launch this for our
233 new members soon. Then we find out from them what they learned or didn't learn and
234 inform the further development of this process. Let's keep it at a high level but get it
235 started as something to build on.
- 236 xix. Linneth Riley Hall: I agree with this approach, and I agree this is necessary for the PRC
237 to improve onboard training. It's not happening at the PRC level, and I've volunteered to
238 start doing it on the side. There's consistency in what you've just laid out, and I think we
239 should move forward with CPARB onboarding, then follow up with something more
240 structured as a requirement for PRC.
- 241 xx. Irene Reyes: I agree with Linneth and Walter, but I am still going to push: how do you
242 onboard new members if you don't have a code of conduct? I sit on 8 boards right now
243 and we all have a code of conduct that we sign. How do you put people on a board if you
244 don't have one?
- 245 xxi. Co-chair Schacht: The code of conduct is going to have to be determined by the board.
246 These become statutory issues. I'm not going to agree or disagree with you, but we
247 shouldn't delay this "CPARB 101" while we figure that out. We just want to give a primer
248 on what we do and give people reference points for where they can go for more
249 information. The code of conduct could be implemented through this committee but has
250 to come from the board.
- 251 xxii. Co-chair Frare: Irene, do you have an example you can share with us?
- 252 xxiii. Irene Reyes: Yes. Isn't there a code of conduct in the bylaws for CPARB? And since
253 PRC is under us, don't they have to abide by the same rules?
- 254 xxiv. Nancy Deakins: We've been advised by the AG's office that the PRC is its separate
255 statute, and the board doesn't have authority over it, other than having the ability to
256 appoint new members. We can make recommendations but not dictate.
- 257 xxv. Irene Reyes: How can we change that? They come to us with their certification problems
258 and lawsuits, we have input on recruitment, so why can't we require a code of conduct?
- 259 xxvi. Nancy Deakins: These are all good points; what I'm remembering from the meeting with
260 the AG's office is that this is a discussion that probably needs to include the PRC chairs
261 and vice-chairs.
- 262 xxvii. Co-chair Frare: Let's table that since we're not going to get a final resolution today.
- 263 xxviii. Olivia Yang: Could we have a meeting in January, maybe a shorter meeting, to finish this
264 discussion of onboarding/parallel onboarding for PRC before February? Can we include
265 the co-chairs and vice-chairs from PRC, as Nancy has suggested?
- 266 xxix. Co-chair Frare: Walter and I will discuss what we can do, and Talia will help us. Maybe
267 we can meet around the 3rd week of January after Talia puts together a document on
268 recruitment procedure for CPARB. We can maybe do the same for PRC
269 recruitment/onboarding. These are two action items coming out of this meeting. [AI]
- 270 xxx. Nancy Deakins: Irene had recommended a subcommittee to develop codes of conduct;
271 do we have any volunteers? That's an important part of what we might discuss prior to
272 that meeting. [Irene Reyes, Olivia Yang, and Nancy Deakins all volunteered.]
- 273 xxxi. Olivia Yang: I think the past chairs of PRC should be there too. [Janice Zahn and Linneth
274 Riley Hall volunteered.]

- 275 xxxii. Janice Zahn: CPARB does have one direct tie to the PRC in our expectations for chair
276 and vice-chair (although they can appoint as they see fit), and that's our space to insert
277 ourselves.
- 278 xxxiii. Irene Reyes: What happens when one of our board members is no longer employed by
279 their employer at the time of their appointment? Example: let's say Janice left Port of
280 Seattle. Then what?
- 281 xxxiv. Co-chair Frare: Then they can't represent that entity anymore.
- 282 xxxv. Irene Reyes: What about Private Industry, when someone leaves or sells the company
283 that they were a part of when they came on?
- 284 xxxvi. Co-chair Frare: That's greyer, the Private Sector members don't lose their standing as
285 Architect or Engineer, just by moving companies/employers.
- 286 xxxvii. Irene Reyes: What about General Contractors?
- 287 xxxviii. Co-chair Frare: My personal opinion is no, they shouldn't.
- 288 xxxix. Co-chair Schacht: It's a professional designation—Architect, Engineer, etc. I don't think
289 it's affected unless you go to work for a public entity. Then you would have to give up
290 your Private Sector standing.
- 291 xl. Irene Reyes: This isn't personal; we just need a process for this. We are funded by the
292 government, so we need transparency.
- 293 xli. Co-chair Frare: I agree, we need something written down in the bylaws or something. It
294 can't just be based on opinion.

295
296 **7. Next steps.**

- 297 a. Co-chair Schacht and co-chair Frare will discuss building out the CPARB onboarding outline will
298 get it to the committee prior to scheduling a potential meeting in January. [AI]
- 299 b. Talia Baker will schedule a meeting with everyone who volunteered (Janice Zahn, Irene Reyes,
300 Olivia Yang, Nancy Deakins, and Linneth Riley Hall) for the subcommittee to develop a code of
301 conduct. [AI]
- 302 c. Remaining action items are found in context of the meeting notes above by searching [AI].

303 **8. Adjourn.** The meeting adjourned at 10:41am.

304