

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

Meeting Summary June 7, 2022

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1. Chair Thaxton called the meeting to order at 3:08 p.m. A quorum was established.

2. Welcome and introductions. Chair Thaxton welcomed the attendees and led roll call.

Committee members in attendance unless otherwise noted:

- Robynne Thaxton, Thaxton Parkinson PLLC CPARB
- Irene Reyes, The Glove Lady CPARB
- Olivia Yang, Washington State University CPARB
- Janice Zahn, Port of Seattle CPARB
- Bill Dobyys, CBRE CPARB
- Santosh Kuruvilla, Exeltech CPARB
- Linneth Riley Hall, Sound Transit CPARB
- Lisa van der Lugt, OMWBE CPARB

Other attendees include:

- Talia Baker, DES
- Nancy Deakins, DES
- Melissa Van Gorkom, SCS
- Claire Moerder, MFA

3. Review and approve agenda. Chair Thaxton reviewed the agenda and asked the group for any edits before proceeding. None were made.

- a. Approval of today's agenda: Motion (Bill Dobyys), Second (Olivia Yang), passed to approve the meeting agenda.

4. Review and approve last meeting's minutes.

- a. Approval of meeting minutes for February 25, 2022: Motion (Santosh Kuruvilla), Second (Bill Dobyys), passed to approve meeting minutes.
- b. Approval of meeting minutes for March 14, 2022: Motion (Santosh Kuruvilla), Second (Janice Zahn), passed to approve meeting minutes.

5. Invitation to the public to participate.

- a. Chair Thaxton explained this committee meeting is open to participation from non-committee members.

6. Committee Responsibilities.

a. New CPARB Board Development Committee Members and Chair/Co-chair

- 1. Chair Thaxton has been volunteering as interim chair and suggested to see if there's any interest from members of PRC to join the board development committee. The Committee has discussed including the PRC Chair or Vice Chair to this committee since there is potential impact on the Committee.
- 2. Several members expressed support to invite them.
- 3. Chair Thaxton asked how many people we should be invited? CPARB is still the appointee for all Committees, but the BDC can make recommendations.
- 4. Ms. Yang shared her perception regarding the recent PRC leadership elections and feels that Committee will be more responses the CPARB concerns moving forward. She was not supportive of PRC appointments to the BDC at this time.
- 5. Chair Thaxton suggested inviting the PRC leadership to the BDC to start developing a relationship with them.
- 6. Ms. Yang agreed and proposed moving onto BDC Chair elections, for which she nominated Robynne.
- 7. Ms. van der Lugt asked what was preventing them from participating in this meeting and what outcome does this committee hope to achieve?

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8. Chair Thaxton pointed out that these meetings are open public meetings so anyone can attend, but if the committee decided to include PRC members on the BDC CPARB would need to appoint them. She liked the idea of inviting them to hear their opinions.
9. Linneth joined the meeting and shared that the PRC has just completed developing onboarding procedures and shared it with the entire PRC membership. They've had numerous subcommittee meetings to go through what the onboarding of new PRC members should be. She requested the PRC Onboarding document be shared with the BDC. She's excited about the PRC onboarding process that just ramped up and they have included assigning mentors to new PRC members as they onboard. The subcommittee has been having meetings for the past three months because this is something they wanted to implement right away, and it has now been implemented. In the onboarding document, training is also discussed, including bringing in the AG's office to do conflict of interest trainings—trainings for all new members and annual trainings for all PRC members. It's a very thorough and robust program that's been worked on and reviewed by all of PRC members now.
10. Chair Thaxton suggested adding PRC leadership to the next meeting agenda and hear what they have to say.
11. There was general agreement.
12. Chair Thaxton offered to continue as Chair until someone else is willing to take it on, however she is very busy.
13. Ms Yang nominated Robynne and Linneth to be co-chairs?
14. Irene Reyes seconded the nomination.
15. While very appreciative of the nomination, Ms. Riley Hall doesn't have capacity to function as co-chair at this time.
16. Chair Thaxton empathized with having limited capacity and suggested if the BDC were to consider having PRC members included, perhaps one of them would have more capacity to co-chair.
17. It was suggested that Ms. Thaxton continue as chair through September and then revisit current members capacity to serve as co-chair.
18. Chair Thaxton hopes to have PRC Leadership share their new onboarding and mentorship process and then ask them their opinion regarding PRC members on the BDC.
19. Ms. Reyes reminded this Committee that the original intent of the BDC was to be made up of current and past CPARB chairs and vice chairs to bring all of that knowledge and experience. Since there aren't interested past individuals she inquired if CPARB Chair Janice Zahn would have time, to ensure both public and private are represented?
20. Ms. Zahn didn't feels she had enough capacity to reliably operate as co-chair at this time.
21. Chair Thaxton was hoping to broaden the pool of possible BDC members. Another option is to recruit a public member of CPARB, but the committee will have to wait until September if that is a viable option.
22. Mr. Dobyms suggested identifying an individual who has recent or history on CPARB would have more time available if they're no longer involved. They wouldn't even have to have been a chair or vice chair.
23. Nancy Deakins shared that in the past, the committee co-chairs haven't had to be appointed by CPARB. Oftentimes the committee has chosen their co-chairs out of current membership.
24. Chair Thaxton stated that she's happy to keep on serving for now. She will invite Jeff and Kyle to report on the onboarding process for PRC and to potentially discuss this. She also plans to call Rebecca Keith to see if she has any interest or ideas for finding a public co-chair for this committee. [AI]

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b. CPARB Board Development Committee Bylaws

1. The Board bylaws are currently out of date with the 2021 statutory provisions. Chair Thaxton has been working on some proposed updates. She asked for feedback on where to put the changes. She reviewed the statute with the bylaws and will confirm she's captured everything, and then will forward a copy to the committee members as quickly as possible. [AI] She hopes to review any comments or proposals at the next BDC meeting so she can have these proposed changes ready to discuss at the next CPARB meeting.
2. CPARB Chair Zahn confirmed that a Bylaws review is scheduled to be on the September 8th CPARB Agenda.
3. Chair Thaxton anticipates submitting them as a pre-read for the September CPARB meeting to get this process moving.
4. Talia Baker confirmed the process to getting the Bylaws updated involves changes being submitted to CPARB to be discussed at one meeting, and then any additional proposed changes must be published for all members to read and digest in preparation for the following meeting where they can be voted on and approved. So, if they are discussed at the September meeting, they can be approved at the October meeting.
5. Linneth asked if it was possible to include the PRC chair and vice-chair in that review?
6. Chair Thaxton agreed to include them on the draft and loop them in on the issue.

c. Training and Onboarding of New PRC Members

1. This topic was covered earlier and this committee plans to hear from Jeff and Kyle and discuss it at the next BDC meeting.

d. Training and Onboarding of New CPARB Members

1. Chair Thaxton asked if the committee was okay tabling this topic until we get the bylaws updated? That appears to be a bigger priority right now.
2. Ms. Riley Hall agreed and noted that the BDC may benefit from hearing hearing from the PRC chair/vice chair on their onboarding process which might make the CPARB onboarding easier by possibly duplicating/modifying their process for CPARB onboarding.
3. Ms. Reyes asked Nancy if there is any onboarding on record for CPARB board members?
4. Ms. Deakins noted that there isn't anything official, but she thinks Talia does a good job sending an orientation/welcome email and directing folks to the website. There might be some key documents that help members get up to speed; even the prep summary for the JLARC overview could give folks a good idea of what the group has been working on. Past meeting minutes would also be good resources and having them peruse the committee webpage would be a good idea.
5. Ms. Reyes recalled when staff support was less responsive, and she would be calling Bill Frare and Walter Schacht requesting information reference before voting.
6. Chair Thaxton shared her appreciation for the initial list: The JLARC summary, past meeting minutes, committee descriptions, and the statute (RCW 39.10) to get the process started. She offered to circulate a list of potential resources, and people can add stuff as they think of it. In September the BDC can really concentrate on putting more together in a more cohesive yet informal fashion to keep it moving.
7. Ms. Riley Hall suggested for the BDC to review what the PRC has developed. They have a list of documents and training materials that each new person is required to go through and check off when they've done them.
8. Talia will forward those documents to the committee.

e. Conflict of Interest

1. While Chair Thaxton has switched her attention to the bylaws, she has been keeping the conflict of interest (COI) issue in mind while going through and finding it in the

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- state provision and finding what provisions the Board is already subject to. She wants to put together a list of statutory and regulatory provisions that govern state boards, which should give the BDC a good place to start.
2. Ms. Reyes noted that the concerns around conflict of interest were more centered on PRC than on CPARB. Given that PRC has developed something to mediate this, she wonders if this is still a top priority.
 3. Chair Thaxton agrees that seeing what PRC is doing will help. There was a question as to what CPARB is subject to, and some valid concerns about conflict of interest, so she started looking into that issue just to see what applies to the Board as a whole.
 4. Ms. Reyes inquired if the PRC is supposed to mirror CPARB conflict of interest and other onboarding components?
 5. Chair Thaxton noted that, No, the PRC is an independent body and actually make their own rules. Although CPARB does have some limited oversight into what PRC does, the statute notes that PRC makes its own rules.
 6. Ms. Yang asked to clarify if it is correct to say CPARB and all CPARB bodies need to be in line with state ethics rules, and then each body can make their own additional rules on ethics? She supports waiting to see what PRC is doing.
 7. Chair Thaxton agrees and feels it's also possible there are rules that might apply to official state boards that don't apply to PRC.
 8. Mr. Dobyns asked if the state ethics procedure is the same for non-state-appointed members?
 9. Chair Thaxton state that yes, all members of any CPARB body are subject to state ethics rules.
 10. Ms. Riley Hall made a note that one of the ways the PRC changed initially to reduce the inclination of potential conflict of interest is to refrain from identifying their private firm or entity when they do introductions of their roles. Each member now introduces themselves as a representative of their stakeholder group. They used to say what firm we're a part of, so this is a positive move to help members self-monitor and remain focused on their intent.
 11. Another item Ms. Riley Hall shared concern for is Jessica Murphy, a PRC member--- her term expires in June and there is no one to take her place. Jessica was in an Owner-County position and has been and is a great PRC representative, she doesn't think there are any other names up for the PRC position.
 12. Chair Thaxton explained that when her reappointment came up at the last CPARB meeting, more time was requested by the CPARB Counties representative, to see if anyone who actually worked for a county could be found to take that seat. CPARB gave him that time.
 13. Ms. Zahn chimed in that there was a long discussion about it and did get that request for more time. The decision was not about Jessica's qualifications or performance serving on PRC, it was more about the County representative needing more time to investigate other options.

7. Setting the Next Agenda

1. Chair Thaxton shared her list in preparation for the next meeting: Request PRC Leadership attend the next BDC meeting, and she'll report back on her efforts to find out more about the option of bringing in a public PRC member. The Committee will also talk about the bylaws, and table the discussion on conflict of interest until after the committee review the new PRC onboarding materials.
2. Ms. Riley Hall asked if there is a timeline for addressing items for this committee to work on and who's working on what?
3. Chair Thaxton agreed that would be idea and that might tie into the question of who is going to lead the charge. The biggest additional item this committee is going to do

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is develop the onboarding for CPARB members, and we're going to hear from the PRC on what they've done first. Additionally, she expressed her concern that the bylaws should take precedence and then all the attention can be focused on the CPARB onboarding process. She's hoping that the BDC will get a lot of great ideas from the PRC to jumpstart the CPARB onboarding process.

4. Ms. Baker noted that the next meeting is scheduled for the 5th of July and inquired as to whether that meeting should be canceled or rescheduled.
5. Ms. Reyes offered to make a motion to cancel the July meeting and share ideas via email in preparation for the next meeting. [all agreed]

8. Next Steps

1. Chair Thaxton will distribute the work she's done on the bylaws to the committee.
 - a) Set a deadline for folks to respond/make comments by July 5, 2022.
2. Chair Thaxton will report back at the next meeting on her efforts to reach out to current/past CPARB members to recruit a new public co-chair to the Board Development Committee.
3. Talia will distribute the PRC onboarding materials to everyone.
 - a) Conflict of Interest updates will be tabled until this committee has reviewed these materials.
4. Chair Thaxton/Talia will request PRC Leadership to attend the next Board Development Committee meeting.
5. The next meeting is on August 2, 2022.

Meeting Adjourned at 4:05pm.