

# Capital Projects Advisory Review Board Board Development Committee

Meeting Summary August 2, 2022

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**Chair Thaxton called the meeting to order at 3:05 p.m. A quorum was established.**

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

Committee members in attendance unless otherwise noted:

- |   |       |
|---|-------|
| • Chair Robynne Thaxton, Thaxton Parkinson PLLC | CPARB |
| • Bill Dobyns, CBRE                             | CPARB |
| • Santosh Kuruvilla, Exeltech (absent)          | CPARB |
| • Irene Reyes, The Glove Lady                   | CPARB |
| • Linneth Riley Hall, Sound Transit             | CPARB |
| • Olivia Yang, Washington State University      | CPARB |
| • Janice Zahn, Port of Seattle                  | CPARB |

Other attendees include:

- Talia Baker, DES
- Nancy Deakins, DES
- Kyle Twohig, Vice Chair of the Project Review Committee

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

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

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

Approval of meeting minutes for June 7, 2022: Motion (Irene Reyes), Second (Bill Dobyns), passed to approve meeting minutes.

**Invitation to the public to participate.**

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

**Training and Onboarding of New PRC Members**

1. Kyle Twohig, Project Review Committee Vice Chair attended to share the PRC's Onboarding process. The PRC started the onboarding process this summer, after hearing from newer members that they were not getting a strong onboarding process. The PRC Mentorship\Onboarding Subcommittee was established for developing the new onboarding procedures, and began by pulling together a guidance document, a checklist of things to be reviewed, a purpose statement, and an outline to be followed. The gathering of these documents turned out a robust onboarding and mentorship program. This subcommittee paired up all our new members as of June 2022 and included any other members who requested a mentor. There are now 9 mentorship pairings set up. The pairs are asked to meet monthly and report back quarterly to the Mentorship\Onboarding Subcommittee on their onboarding progress. Each of the pairings has met at least once, and the PRC Leadership has received wonderful feedback from everyone. The original intent was for it to be a year-long pairing, which may not turn out to be necessary.
2. Chair Thaxton inquired if there was a checklist to make sure all the bases were covered.
3. Mr. Twohig pulled up the checklist on the screen and ran through all the trainings and components on it. They strongly stress reviewing the PRC Bylaws, which were recently updated and are a great informational resource.
4. Talia Baker noted that she sent out the this checklist and mentorship overview to the Board Development Committee prior to this meeting and these documents are posted on the bottom of the [PRC Homepage](#).
5. Mr. Twohig shared his spreadsheet and walked through each of the mentorship pairings.
6. Chair Thaxton inquired on who collects the checklists to ensure everything is completed.

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7. Talia collects the checklists and shares them with the PRC Vice Chair. The Mentorship\Onboarding subcommittee will walk through the results at the September 22<sup>nd</sup> PRC meeting.
8. Irene inquired if a specific PRC member is being mentored, since they had been identified as one of the few who were self-promoting their company to an applicant.
9. Mr. Twohig noted that member has been on the PRC for over 2 years. The Committee has been discussing extensively the topic of negating self-promotion at the last two business meetings and PRC leadership has chosen to stress this in lieu of singling out a particular member. The member in question has struggled a bit to make the change but by the last meeting they were on point. No members on the review panels are sharing their company names anymore. Now the focus has switched to stakeholder representation, and the whole Committee is talking a lot about ways to make PRC better. They had a very good 1.5-hour business meeting on protocols and procedures at the July meeting and have revised the script for the panel chairs to include not saying their company names and talking about representation. They have also worked on being concise and using the question-and-answer period appropriately, both for panelists and applicants.
10. Linneth shared that she feels the mentorship program is working and folks are getting their questions answered, whether during or outside of meetings. If she sees an issue, she's a proponent of calling someone on it at the time, so she might have missed an opportunity for training in the past since it was not handled at the time the problem occurred. She encourages folks to approach things directly if they see something that doesn't appear ethical.
11. CPARB Chair Zahn shared her perspective that part of this is establishing the protocol. Since they are currently virtual meetings, that leaves room for having a background with a member's company name, etc., so she appreciates that the PRC now has these protocols in place and people understand the expectations. She feels this issue was not so prominent when the Committee was meeting in person.
12. Mr. Twohig shared the current PRC Leadership has been very clear that a perceived conflict of interest is taken as seriously as an actual conflict of interest. So, they remind people that they're acting in a public role and this needs to be taken seriously. There a hope to have a conflict-of-interest training during the September PRC meeting, walking through what it means to be a private sector person working in a public capacity.
13. Irene asked if she could be on the invite for the PRC meetings?
14. Talia shared that she does not send out an invite for the PRC meetings since they encompass the whole day, but if that is okay, she can make a point of adding interested members. [AI]
15. Linneth confirmed each person is responsible for putting the meetings on their calendars and blocking their day out for those Thursdays. When the agenda is sent out, that's when each member fine-tunes their own calendars and schedules. She hopes to avoid creating more work for Talia and suggests everyone interested just block out their Thursdays when there is a PRC or CPARB meeting.
16. Chair Thaxton pointed out that the PRC Business Meetings usually are held at the very beginning of the agendas. All of that information is posted on the PRC website, the meeting dates and materials can always be found there. The agenda is usually available 20 days out from the meetings, but the business meeting is pretty much always at 8:00 am on that day.
17. Ms. Baker added that even the business meetings are open to the public, so anyone is welcome to sit in.
18. Mr. Twohig shared they had a great discussion at the last business meeting on timing of procurement. This has been a hot topic for the PRC, and it has generated a lot of discussion in a small handful of instances. This is about when owners go to advertise for an alternative delivery project and how that timing relates to having approval from the PRC to do such work. They have had good discussions about the RCW language and intent, as well as how this topic is viewed within the PRC and in the consulting and contracting communities. The PRC has decided to amend the bylaws with clear direction that owners are not to advertise their RFQs for alternative delivery until they receive approval from PRC. The PRC is going to try that out first and include a line in the applications, along with the instructions for how to call a special meeting if the timing of PRC approval

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does not fit the needs of the project. In general, these projects are years in the making, and the approval stage is not rushed, so this should not be a frequent issue. We do have emergency conditions, but those do not require PRC approval, as they are governed by a separate RCW. The exception is for what the PRC hopes is a small middle window where external factors might keep owners from planning in line with the PRC approval timeline. For the sake of clarity for everyone, the PRC wants to develop some guidelines on what the intent of PRC approval is with the hope of avoiding the perception that PRC approval as a rubber stamp process. When the Committee discussed this, the lion's share of the committee was in favor. The intent is to start with a change to the committee bylaws rather than updating the RCW, because they can be amended fairly easily if needed. The plan is to vote on the language change at the September meeting.

19. Bill shared he listened in on that conversation. One of the goals he had when he became vice-chair of CPARB was to keep our RCWs as clear and simple as can be. His suggestion is that the PRC make this a best practice rather than a requirement. He does not think this is a rampant problem and there is a possibility for an owner to create a timeline in which PRC approval and awarding a contract can happen simultaneously, to their advantage. And that is one of the goals of alternative delivery—to improve the timeline for delivering a project. So, I would recommend this is framed as a best practice and not a requirement.
20. Olivia appreciates what the PRC has done on mentoring/onboarding and on this timing issue. She supports Bill's comment as there is always this special meeting mechanism, so having it as a bylaw is a good alternative to having it in the RCWs. She agrees that the RCWs should be simple. Legislation is not a way to fix bad behavior.
21. Chair Thaxton agrees with the PRC and thinks this is a good result as well.
22. CPARB Chair Zahn asked to go back to the last topic for a moment. While she appreciates the sentiment Bill shared about not creating prohibitions, she heard from supporting legal counsel for owners that the lawyers do pay attention and will advise their clients based on what they hear. So, if CPARB and the PRC are pushing against owners' perception of PRC approval as a rubber stamp, the legal consultants will follow suit. We really want to distribute this message far and wide to discourage owners from advertising and showing up for the rubber stamp.
23. Linneth thanked Kyle for attending the Board Development Committee. She feels it is a helpful practice and good transparency to have this kind of cross-group sharing.
24. Bill also shared that he thinks Kyle and Jeff are doing a great job with the PRC.
25. Kyle agreed, and shared his eagerness to keep moving things forward and continue taking the feedback and improving things quickly and responsively. He also wants to let this Committee know that starting on September 1<sup>st</sup> he will be employed with Spokane County, not the City of Spokane. He has not heard back yet on his Letter of Interest to the CPARB County Representative, but he wanted to ask if this Committee would be willing to consider him for the PRC Counties position moving forward. That is hopefully something that will be in front of CPARB at the September 8<sup>th</sup> meeting.

## Training and Onboarding of New CPARB Members

1. Chair Thaxton asked if everybody had a chance to look at the onboarding documents sent out for the PRC. She shared the PRC Onboarding checklist on her screen. She suggested all committee members do some homework for the next meeting. Talia will resend the documentation, and Chair Thaxton asked that all members review both the CPARB and PRC bylaws. She also feels it would be great to start a CPARB mentorship program. She asked if it made sense to add to the new checklist that new members have to attend a few PRC meetings, since that committee is so central to what CPARB does? There may be other things, for new members to review such as the GC/CM best practices guidelines when that gets finished, the JOC best practices, and possibly other items appropriate for CPARB member onboarding. She suggested the committee makes it their homework to start adding those things to the checklist. [AI]
2. Olivia stated the GC/CM committee is having a hard time pulling their book together. She wonders an alternative could be to recommend signing up for GC/CM trainings, since that can be an easier way for folks to learn from the discussions and opportunities to ask questions. She also brought up the history of the development of CPARB. Walter Schacht started it and there's a collection of PPTs

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going back to John Lynch, the very first chair of CPARB. Mr. Schacht sent her the Dropbox link with that information included. She will ask her assistant to check them out, as it is a collection of presentations on “what is CPARB.”

3. Ms. Baker feels that information would be helpful for the CPARB Archives.
4. Olivia also stated that she has three boxes of older resources from when Bob Maruska retired. She will ask her assistant to send Talia what resources she has.
5. Chair Thaxton summarized the Committee’s homework is to look over this program and think about how CPARB might mimic the PRC mentorship program and consider what may be add to the checklist. Maybe Bill could take that on. She thinks it may be an easy task to add what needs to be included and get that going as part of our onboarding for CPARB folks.
6. Linneth added that for the onboarding process, the PRC opened the mentorship program up to not only new folks but anyone who wanted to have a mentor. She thinks CPARB should leave that open as well. There may be folks who’ve been on the Board for longer than a year who may want a mentor. It also has helped to build relationships outside of the PRC and has been a very positive experience.
7. Chair Thaxton agreed, as she would have benefited from having someone to call when she was unclear on things when she started out on CPARB. Sometimes people are put into these roles without much prior knowledge of the committee or board.

## CPARB Board Development Committee Bylaws

1. Chair Thaxton made some proposed changes to the CPARB bylaws and explained they are only to incorporate the most recent changes to the RCWs. These changes are reflected in the notes she added to the document she distributed via email. She shared the document on her screen to show an example. A lot of the bylaws come straight out of the statutes, so the changes are pulled from the RCWs as well, with few exceptions. If all members can review them before the next Committee meeting, we should be able to have a discussion for a recommendation to CPARB to update the bylaws to reflect the statutory changes. [AI]
2. Bill asked if it is possible to change the quorum language to say that we need a certain number of filled board member positions? There have been empty spots for as long as he’s been on CPARB and getting them filled takes a very long time. He is concerned about getting to a quorum with a bigger group.
3. Nancy Deakins shared CPARB had the AG to weigh in on that very question early on, and the quorum language is based on the number of voting positions, whether people attend or not.
4. Chair Thaxton pointed out that adds a lot of pressure to make sure those spots get filled.
5. Olivia asked if members can send an alternate for quorum purposes. The only setback is the alternate is not allowed to vote. It might be worth adding that language to the bylaws.
6. Ms. Zahn confirmed the process is that members are allowed to have a proxy, but the proxy cannot vote. Bylaws Section 6 does talk about having an informed substitute sit in, but it does not talk about them not having voting capability, so that needs to be updated here.
7. Olivia wanted to know if this is a legal opinion.
8. Chair Thaxton did not know the answer, so that is a good question to nail down the answer to. In Section 3, it says informed representatives cannot vote and do not count for the purposes of the quorum.
9. Irene asked why anyone would bother to send someone to the meeting if the alternate does not count in some way. It seems useless.
10. Chair Thaxton clarified that they can participate in more than just the public comment, but it would be good to know if they do or do not impact the quorum.
11. Ms. Baker shared that she has been including them in the quorum count but not for votes.
12. Nancy confirmed the alternates should not be included in the quorum count.

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13. Chair Thaxton confirmed she found that the bylaws do say the alternates cannot vote, and do not count towards a quorum.
14. Irene shared her concern about OMWBE not having a voice until that position is filled.
15. Nancy shared that when this came up in the past someone from that office is allowed to participate and influence the discussion, but they cannot vote.
16. Irene suggested the interim Director Sarah Erdmann be sent an invite to the meeting.
17. Talia noted that the Executive Assistant, Brenda Pardo and OMWBE representative Rachel Murata are both included in all invites that were going to Lisa. So unless Brenda has moved on as well, she will be ensuring it is on Sarah's calendar. She will check in with Brenda to make sure they're at least getting an invite and passing it along. [AI]
18. Olivia suggested this committee drill down what the legal parameters are in this situation.
19. Chair Thaxton agreed and feels it would be ideal to have the alternates count for quorum. She asked Nancy if she can bring this up with the AG.
20. Nancy did meet with an AG a couple weeks ago and will ask the question and hopefully get an answer before she is out of the office for a week. She will include Talia in case the AG does not get back to her quickly. [AI]
21. Olivia shared that her assistant did find Mr. Schacht's Dropbox with the history of CPARB and will share it with Talia.
22. Irene asked for clarity. Nancy is going to ask the AG if CPARB can change the bylaws to allow alternates to count for quorum and vote?
23. Chair Thaxton clarified that we would need to have both, since there cannot be a CPARB meeting without a quorum. Article 3, section 3 is the relevant section, Nancy.
24. Janice pointed out that if CPARB were to have a meeting with 7 proxies and there is an important vote, having a quorum of non-voting proxies would definitely impact quorum because the quorum is really for voting purposes. Additionally, there could be public concerns about proxies voting who were not appointed by the governor.
25. Chair Thaxton agreed with that concern but needs to think on it further. She welcomes more options.
26. Irene suggested a cap on the maximum number of proxies allowed.
27. Chair Thaxton agree that is an interesting concept that might bring up some issues of who's included and not included, but that's worth considering once we know our options.
28. Janice noted that CPARB cannot be the only board or commission at the state level that has had to go through this, so we're may just be verifying the protocol.
29. Chair Thaxton agreed. There is likely an answer to this and would like to identify the official position. Additional homework for the Committee is to review what her suggested bylaw revisions and bring back other suggestions before submitting them to CPARB. This committee may not address all of the changes at once, but we do need to make this update in a timely manner because the statutes have changed, and we need to get those changes reflected in the bylaws. She wants to discuss this at the next meeting.
30. Irene asked for a deadline for comments prior to the next meeting.
31. Chair Thaxton stated the next Committee meeting is September 6<sup>th</sup>. She would like to get any proposed changes by September 1<sup>st</sup>, so she can incorporate them into a document for review on the 6<sup>th</sup>. She will send out a reminder. [AI] If this committee does not get all the changes in by that deadline, then we can set up a tracker for the rest of the changes if it's not possible to get consensus during our next meeting. There is another meeting in October, so she's aiming to have consensus in October and be ready to send it for CPARB to approve in their December meeting.

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32. Talia made note there is an October CPARB meeting on the 13<sup>th</sup>. This committee has a meeting on October 4<sup>th</sup>. The requirement is for bylaw changes to be proposed in one meeting and adopted in the next. So, if this Committee can share the changes to the bylaws at the October 13<sup>th</sup> meeting, that will set us up for approval at the December 8<sup>th</sup> meeting.
33. Chair Thaxton confirmed that is why she was aiming for October. So that is our timeline, to have the bylaw proposal finalized by our October 4<sup>th</sup> meeting.

## Setting the Next Agenda

1. Chair Thaxton affirmed there are two big issues for the next Committee meeting. To review the bylaw changes and discuss CPARB onboarding.
2. Janice suggested having a Committee Parking Lot of the next round of likely things to work on. At some point this Committee needs to address and update on the job descriptions or criteria for the different PRC positions. They were originally created at the request of CPARB by the incumbents and lack consistency and need some work.
3. Chair Thaxton agreed there needs to be an agenda item to discuss parking lot issues to track. Committee members are encouraged to bring their potential parking lot items to the next meeting. [AI]

## Next Steps

1. Committee members' homework is to look over this program and think about how CPARB might mimic the PRC mentorship program and consider what may be add to the checklist and bring them to the next meeting.
2. Talia will send Irene the invite for the PRC conflict-of-interest training.
3. Talia will check in with OMWBE to see if they can send a representative to these meetings.
4. Nancy will check in with the AG's office on whether alternates can be included in the quorum and/or vote during committee meetings.
5. Olivia/Lorrie will send Chair Thaxton and Talia the materials on the history of CPARB that Walter started working on.
6. All Board Development Committee members will review the proposed changes to the CPARB Bylaws by **September 1<sup>st</sup>**. Chair Thaxton will send a reminder.
7. All Board Development Committee members will come with proposed "parking lot" items for future committee discussion.

**Adjourn** at 4:17 pm.