

- 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:

- Chair Thaxton 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 (absent) CPARB
- Santosh Kuruvilla, Exeltech CPARB
- Linneth Riley Hall, Sound Transit CPARB

Other attendees include:

- Talia Baker, DES
- Rachel Murata, OMWBE (alternate)

- 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 (Olivia Yang), Second (Santosh Kuruvilla), passed to approve the meeting agenda.
- 4. Review and approve last meeting's minutes.**
 - a. Approval of meeting minutes for August 8, 2022: Motion (Olivia Yang), Second (Linneth Riley Hall), 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. Training and Onboarding of New CPARB Members**
 - i. Chair Thaxton pulled up the PRC onboarding checklist. She shared that she thinks all new CPARB members should attend a PRC meeting (at least one business meeting *and* a panel, either an owner certification or a project review), and all new PRC members should attend a CPARB meeting.
 - ii. Linneth Riley Hall agreed. The PRC brings a lot of items to CPARB, so they should understand the CPARB process.
 - iii. Janice Zahn asked if the new member is the person who fills out the checklist?
 - iv. Talia Baker shared that she fills in the member's and mentor's names and contact information, then the checklist is sent to both the mentor and the new member. They fill it out together and the new member would send it in once completed.
 - v. Janice Zahn asked how long the checklist takes to complete?
 - vi. Talia Baker responded the original idea was to give everyone six months, but it's still under discussion how much time the new member actually needs.
 - vii. Linneth Riley Hall stated that it's also good accountability to make sure the new PRC member and the mentor are on the same page as to what is completed. Without a checklist, nobody could tell who had read what and who was up to speed on what they've signed up for.
 - viii. Chair Thaxton shared her filling that it would be helpful for the vice-chair of CPARB to track the CPARB onboarding checklists, so that there is another layer of accountability to ensure those are getting done.
 - ix. Linneth Riley Hall agreed.

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- x. Chair Thaxton shared her assumption that the Committee is ok with the mentor process. The resources that Walter Schacht collected over the years are mostly old presentations on how CPARB works, and she feels a version of that would be helpful to include in the onboarding process. She could probably put something together that's an overview of what CPARB is, what alternative public works is, what resources are available to members in a short PowerPoint on what CPARB does. This would be an alternative to directing the new members to "read the statutes."
 - xi. Rachel Murata agreed to the helpful nature to give a targeted overview of the basics, followed up by the opportunity to ask follow-up questions and explore further resources.
 - xii. Chair Thaxton agreed and suggested putting various studies and different tools CPARB has created into the PowerPoint. She will work on that before the next meeting. When looking at emulating what is in the PRC checklist into the CPARB onboarding, we can just remove the Evaluation Score Sheets section and add attending a PRC meeting.
 - xiii. Talia Baker suggested directing interested parties to the final PowerPoint as an informational tool.
 - xiv. Santosh Kuruvilla suggested reviewing the content developed by ex-CPARB Chair Maruska when he came in to do some facilitation and team building for the Board.
 - xv. Chair Thaxton agreed and suggested including the Board's Shared Commitments, and other suggestions that were produced out of that process for other things to add. She will put together a new checklist for CPARB Onboarding and a draft slide deck that can be discussed at the next Board Development meeting before proposing it to CPARB. **[AI]**
 - xvi. Talia Baker asked that in the interim, if soliciting for mentors, let the Board members know that they can email the CPARB inbox, and she will send the accumulated list of interested folks to the CPARB chair and vice-chair.
 - xvii. Board Chair Zahn suggested that part of the checklist include the CPARB chair touching base with the new members to reinforce the Board's intended culture, and there is that direct accountability and commitment from the chair. Most of the Board's new members have been involved or actively listening during those developments, but over time there will be new members who were not aware of those conversations, so having that 1:1 connection will be even more important.
 - xviii. Linneth Riley Hall agreed. She really likes the idea, additionally she thinks it's important that the chair and/or vice-chair reach out to all the members at a minimum of once per year. There are a number of members who are silent participants and only listen, so 1:1 contact could be a way to engage them.
 - xix. Board Chair Zahn agreed. She likes the idea of having either the chair or vice-chair reach out once per year, and wants to make that part of the commitment for anyone considering volunteering to serve as chair or vice-chair, so they know it's an expectation going forward.
- b. CPARB Board Development Committee Bylaws**
- i. Chair Thaxton shared that Nancy Deakins found a couple of things she missed in the bylaws, so she will check in with Nancy on the notes she flagged. **[AI]** She will see if Nancy was able to talk to the AG's office about her questions for legal. Other than that, there are some good revisions.
 - ii. Linneth Riley Hall inquired if under Article 2, Membership, is it legal to ask or require gender?
 - iii. Chair Thaxton replied that she believes that for the purposes of determining diversity, inquiries can be asked. As to requiring gender, it is in the statute, so until that's challenged, it is legal. There's no strict quota on gender—whether that's constitutional under the Washington constitution is a great question—one we probably won't know the answer to until it's challenged. There's not much on that in the federal constitution unless someone was to make an argument that it's discrimination. To answer Linneth's question, it is a requirement, but she's not sure of this Committee's capacity to analyze and determine whether the Board reflects that requirement unless a disparity study is conducted. For now, the Board is just taking it as it is until somebody challenges it.

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- iv. Chair Thaxton shared the Committee's goal of presenting the bylaws at the October CPARB meeting, for approval in December, and I do think we need to wait till the October meeting while we resolve those legal questions Nancy flagged.
- c. **New Issues**
 - i. Talia Baker shared the Board has a new member who used to be a PRC member and she's not sure he'll be available to attend CPARB on Thursday. His name is Josh Swenson, representing Construction Trades & Labor. Secondly, Kyle mentioned at the last board development committee meeting that he's switched from working for the City of Spokane to Spokane County. He's submitted a new letter of interest to be voted in for the County seat on PRC. The current incumbent, Jessica Murphy works for the City of Seattle. She's reached out to Mark Nakagawara and with his support has submitted a letter of interest to be considered for the City seat that Kyle would vacate. Talia wanted to give this committee the heads up if you're all in support of the swap, that might help the greater Board buy in.
 - ii. Linneth Riley Hall completely supports the appointment and swap. Jessica has been great on the PRC.
 - iii. Chair Thaxton agreed as it sounds like a total win-win for the Board.
 - iv. Talia Baker shared a third item about meeting scheduling and switching over to Teams.
 - v. Olivia Yang stated that she's good with the schedule but does not like Teams.
 - vi. Linneth Riley Hall shared her standing conflict at 4pm on Tuesdays.
 - vii. Chair Thaxton is ok with switching the scheduling to hour-long meetings or moving this meeting to half an hour earlier.
 - viii. Olivia Yang voted for the hour-long option.
 - ix. Janice Zahn inquired if the PRC themselves or the Board Development Committee was going to work on the criteria for considering candidates for those roles? Those job descriptions were developed by the people in those seats, so they weren't necessarily coordinated. That's probably one of the new issues to address.
 - x. Chair Thaxton feels it would be appropriate for the Board to work on the PRC position descriptions, since they are the ones who appoint new members to the PRC.
 - xi. Janice Zahn also thinks being clear on the expectations for the PRC and the Board would be important. When she was chair on the PRC, she remembers some members not being very available. We need to make sure that when people apply to be on the PRC, they are available to serve. She also feels that way about CPARB. She has noticed that some board members have not shown up to board meetings and thinks it's probably something that needs some expectations set about. How many meetings can someone miss before there is a conversation about whether membership works for that person? That would be for the Board or the PRC, or really any of the committee work.
 - xii. Talia Baker shared that regular absences were one of the reasons why she was asked to start keeping an attendance report. She has those records and can be sure to send those reports after each meeting to the Chair.
 - xiii. Chair Thaxton noted that meeting attendance is part of the CPARB bylaws expectations.
 - xiv. Talia Baker noted that the PRC also has it in their bylaws with the same expectation.
 - xv. Chair Thaxton considered that maybe it's important that attendance is emphasize to new members.
 - xvi. Board Chair Zahn stated the Bylaws allows for missing two meetings in a calendar year.
 - xvii. Chair Thaxton clarified that it's two unexcused absences.
 - xviii. Janice Zahn stated she knows of one board member who has missed four out of the seven past board meetings.
 - xix. Chair Thaxton confirmed that it sounds like something this committee needs to have a conversation about.
 - xx. Linneth Riley Hall asked the attendance is tracked for the PRC? For panels, where not everyone needs to attend, how is that tracked?

- xxi. Talia Baker shared that she tracks who comes into the business meeting and any of the assigned panels. If they did at least attend the panel, then she expect them to be at the business meeting unless specifically excused. If people are not assigned to any panels, they are still expected to attend the business meeting unless excused. That's one of the reasons she does a quorum solicitation, so the chair may know what people are available on which days.
 - xxii. Janice Zahn would also like to talk about how many are perpetually not available to serve on a panel.
 - xxiii. Talia Baker shared if somebody lets her know they can't attend a panel, she tracks that differently than unexcused absences. She can tell, meeting to meeting, whether they were available or not.
 - xxiv. Janice Zahn feels that's a very helpful tracking method.
 - xxv. Olivia Yang stated the other issue is attendance at the owner certifications, which everyone is supposed to show up for. If CPARB members can't show up, excused or not, they can send a proxy, that's helpful. It's the absence that makes the quorum difficult for everybody else who shows up.
 - xxvi. Talia showed members her Excel document that tracks all the details of availability, attendance, panel assignments, etc. Talia shared that she also tracks if people are ok with being chairs and removes folks who stop attending altogether. She also tracks voting, motions, etc. during each panel.
- d. Setting the Next Agenda**
- i. Chair Thaxton changed the timing for the next Board Development meeting on November 4 to end at 4pm and take place via Teams. All present members approved the agenda for next meeting.
- e. Next Steps**
- i. Chair Thaxton will touch base with Nancy Deakins on the legal questions she flagged in the draft changes to the CPARB bylaws, so the group can finalize the draft at their next meeting prior to presenting the changes to CPARB. **[AI]**
 - ii. Chair Thaxton will pull together a draft CPARB onboarding checklist and a draft PowerPoint presentation for CPARB onboarding, for the members to discuss at their next board development meeting. **[AI]**
- f. Adjourn**
- i. Adjourned at 3:52 pm.