

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

Meeting Notes 6/10/2024

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**Co-Chair Robynne Thaxton called the meeting to order at 3:02 p.m.** A quorum was established.

**Welcome and introductions:**

Committee members in attendance unless otherwise noted:

Robynne Thaxton <i>Co-Chair</i> , Thaxton Parkinson PLLC	CPARB
Lekha Fernandes, <i>Outgoing Co-Chair</i> , OMWBE	CPARB
Bill Frare, <i>Incoming Co-Chair</i> , DES	DES
Santosh Kuruvilla, Exeltech	CPARB
Jessica Murphy, PRC Chair ( <i>incoming</i> )	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, DES  
Bruce Hayashi, CPARB  
Colleen Newell, MFA  
Kyle Twohig, PRC Chair (outgoing)

**Review and approve agenda – Action**

Co-Chair Robynne Thaxton reviewed the agenda and asked the group for any edits before proceeding. Olivia Yang suggested a few edits: to first discuss the election of the new Board Development Committee Co-Chair, to add Board Development priorities to the agenda, and potentially postpone the discussion about board member recruitment.

Co-Chair Thaxton pointed out the committee was currently missing two active members—Janice Zahn and Linneth Riley Hall—and wanted to ensure they were present to discuss Board Development priorities. Santosh Kuruvilla suggested they should move forward with appointing the Co-Chair and then both Chairs could finalize the agenda.

Co-Chair Lekha Fernandes suggested having the Co-Chair discussion at 3:10 p.m. and then the discussion of priorities at 3:30 p.m.

*Lekha Fernandes moved, seconded by Bill Frare, to approve the agenda with the amendment to move the CPARB Board Development priorities discussion to 3:30 p.m. The motion was approved by a voice vote. Santosh Kuruvilla and Irene Reyes abstained.*

**Review and approve minutes from 4/3/2024 – Action**

Co-Chair Thaxton asked the group to review and provide any edits to the minutes from the meeting on April 3, 2024.

*Lekha Fernandes moved to approve the minutes from April 3, 2024.*

Hearing no seconds, the approval of the meeting minutes was deferred to the next meeting.

**Invitation to the public to participate – Information**

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

**Co-Chair Selection – Discussion/Action**

Co-Chair Fernandes shared that she is stepping down as Co-Chair of the Board Development Committee and as a result this committee will need to elect another Co-Chair. Co-Chair Fernandes will remain a member of the committee.

Olivia thanked Co-Chair Fernandes for serving as Co-Chair on this committee.

*Olivia Yang moved to nominate Bill Frare as Co-Chair. Santosh Kuruvilla seconded the motion.*

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Bill Frare thanked Olivia and accepted the nomination for the role as Co-Chair. Co-Chair Fernandes asked the committee for any other nominations

*A voice vote approved the motion to appoint Bill Frare as Co-Chair of the Board Development Committee.*

Lekha welcomed Bill as the new Co-Chair of this committee.

### **Board Development Priorities – Discussion/Action**

Co-Chair Frare shared his thoughts on the priorities and direction for this committee. He would like to see the Board Development Committee acting as an executive committee, supporting the direction of CPARB and the Chair. He would like this committee to look at a five-year plan for the next reauthorization, as well as help CPARB be in a position so that reauthorization goes away and judicial review through JLARC becomes a thing of the past.

CPARB has developed a reputation for tackling big issues and providing recommendations to the legislature. The Board is very representative of the construction industry and has been able to safeguard single interest things from going to the legislature. He would like to increase accountability and nurture trust and respect from the legislature.

*Jessica Murphy (incoming PRC Chair) joined at 3:19 p.m.*

One aspect that CPARB hasn't done well in the past and will need to be considered is data collection and showing the value of public works. The PRC has been set up as the front gate for people to use alternative public works, and there is no process to evaluate the success of the project and how the public benefitted from it. There may be an opportunity to reimagine what the PRC does, including implementing a new system where data can be shown to the legislature to demonstrate there is benefit to alternative public works.

Santosh added that, while everyone on CPARB has differing opinions and experiences, it appears over the past year there has been more disagreement than agreement. There needs to be a focus on considering what is in the best interest of RCW 39.10.

Olivia shared that the notion of owner-readiness is important, especially in the context of considering how the PRC can make sure projects are successful rather than just being a gatekeeper. This notion of owner-readiness is currently being discussed in the Project Feedback Process Workgroup.

*Janice Zahn joined at 3:25 p.m.*

Co-Chair Thaxton shared on screen the mission of the Board Development Committee and emphasized that their role is truly administrative. If this committee would like to change its mission, then they would need to go to CPARB to get buy-in and approval, especially if their role will change to one of a more executive function.

Co-Chair Thaxton expressed support for long-term planning, transitioning towards reauthorization, and gathering research and reporting. Currently CPARB is in the middle of a project review for WSDOT and through this process a lot of research has been done in industry institutions. One consideration strongly suggested to the legislature is that they invest in the research. There are benefits to looking at delivery methods on a macro basis.

Co-Chair Thaxton clarified that what is currently being suggested is beyond the scope of this committee, and they would need to go to CPARB to modify the scope. Olivia suggested this committee go back to CPARB with a plan for how to move forward. While CPARB must appoint new committee members, additional CPARB members are able to attend meetings at any point. It's important to have their involvement and perspective to address issues that keep arising.

Co-Chair Thaxton pointed out she would like to avoid overlap with the work already being done on the Project Feedback Process Workgroup. Co-Chair Frare agreed, noting they shouldn't duplicate work and they also don't want to be the public works police. He would like to see the mission of this committee focus on visioning, purpose, and long-term strategic planning. This would be helpful to the CPARB Chair as they lead the Board.

Co-Chair Thaxton said she wanted to make sure this committee is prepared for the next meeting, as well as that current CPARB Chair Linneth Riley Hall and Vice Chair Keith Michel can be at the next committee

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meeting. She inquired about whether they should invite additional people to attend. Olivia suggested inviting the various chairs and co-chairs of each committee. This also might be a good opportunity to coordinate efforts across all committees.

Irene Reyes asked whether these attendees would be voting or non-voting members, as adding voting members to the committee may present issues with meeting quorum. Co-Chair Thaxton clarified they would be asking people to attend as non-voting members. Talia Baker also acknowledged the issue of meeting quorum and added that on average there have been two to three committee meetings per year that have been cancelled due to lack of quorum.

Co-Chair Thaxton said she will reach out to Linneth and Keith as Chair and Vice Chair of CPARB to determine if they would like to utilize this committee as an executive committee. Janice Zahn shared that doing long-term strategic planning has been in the parking lot, but it has been derailed by other items that get added to the agenda. Co-Chair Thaxton reiterated that this conversation stemmed from a modification to the agenda to discuss the Board Development priorities and adding strategic direction to CPARB as one of the priorities. This is different than the current direction and duties of this committee and may be a heavy lift for a committee that still needs to carry out its current mission.

Co-Chair Thaxton and Co-Chair Frare will reach out to Linneth and Keith to have them attend the next Board Development Committee meeting in July. They will need to confirm whether they are ok with shifting the mission to focus more on strategic planning. They also need to reach out to people who would consider attending the committee meetings.

Santosh asked the group whether this committee should pause discussion and meetings until they could get set up with additional attendees and confirm their direction. Co-Chair Thaxton noted there were still things on the agenda that they needed to address.

Over the next several months, the Board Development Committee meetings conflict with the WSDOT Project Review Task Force, which will start meeting again in July. This committee will need to reschedule their monthly meetings. Talia will setup a doodle poll for temporary rescheduling of the Board Development Committee and send it out to the committee members.

### **Structure of the PRC.**

Over the last few meetings this committee has been discussing the imbalance that exists on the PRC with respect to public and private owners. There are a couple of opportunities to rebalance.

Co-Chair Thaxton noted that the PRC member list and their respective terms need to be updated to reflect the recent term changes. The PRC member list was pulled up on screen and reviewed as a group. It was confirmed that the current list, along with their term lengths, was accurate.

Regarding addressing the balance of the PRC, one option would be to add a specific owner and the other would be to add a general owner representative. It was clarified that, under RCW, the makeup of CPARB membership drives PRC membership. It was also pointed out that there are current positions on the PRC that are not represented on CPARB. Having a general owner added to the PRC would allow for more flexibility, and it would also provide the opportunity to focus on knowledge of alternative delivery methods rather than a specific representation.

Kyle noted there are too many people on the PRC, and with the larger the group, accountability is often diminished, and it diffuses responsibility. The PRC is seeing more utility districts come to the PRC, and currently there is a hole in that knowledge base on the PRC.

Olivia acknowledged that the PRC is getting big, however if it were to increase at all, then adding a general owner would allow for the most flexibility. She added that construction manager would be another position to potentially add, as it aligns with the makeup of CPARB and would be beneficial with the experience and skills they bring.

There is only one private sector position on the PRC—Timothy Buckley is currently in the private sector seat. There are four General Contractors and three Specialty Contractor positions. There are several positions that

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are in similar industries and there is concern with the fact that there is disparity with private owners. Janice shared that the percentage on the PRC was in alignment with the percentage of owners on CPARB.

Co-Chair Frare and Olivia disagreed with counting owners, as there are four positions on CPARB that are neither public owners nor represent private interests. There are two labor and two of MWB positions as well as the Insurance/Surety position. There is still a significant disparity as well as discussion on whether and how it should be addressed. There may be an opportunity to include this in the strategic direction and get input from CPARB.

One suggestion was to look at the experience and skillset level and where there are opportunities for improvement. The focus should be on making projects successful and not so much on the public/private makeup. They will need some time to look at the experience and skillset, and with 33 members that will be a lot of effort.

Irene noted that a lot of people on the PRC are not asking very pertinent questions of owners. There is a responsibility to train these members, but if there are unqualified people then that impacts the work of the PRC and approval of projects. PRC business meetings are often an opportunity to address issues and discuss good questions to ask. The focus should be on putting as many resources in front of PRC members as possible.

### **Next meeting agenda**

- July 16, 3:30 – 5:00 p.m.
- Agenda
- Minutes – April 3, 2024 and June 10, 2024
- Structure of PRC
- Board Development Committee priorities
- Board Recruitment
- Mentor Recruitment
- Next agenda

### **Action items**

1. Co-Chair Robynne Thaxton and Co-Chair Bill Frare will connect with Linneth Riley Hall and Keith Michel to discuss the proposed change of focus for the Board Development Committee and invite them to attend future meetings.

**Meeting Adjourned at 4:29 p.m.**