

# MINUTES

## Edmonds Public Facilities District Board of Directors Meeting March 23, 2023

The Edmonds Public Facilities District Board hybrid meeting convened at 7:32 a.m. in the Edmonds Center for the Arts Green Room, 410 4<sup>th</sup> Avenue North, Edmonds, and via Zoom.

### **EPFD Board Members Present**

Ray Liaw, President  
Bill Willcock Vice President  
Suzy Maloney  
David Brewster

### **ECA Staff Present**

Joseph Mclalwain, Executive Director

### **Guests**

Will Chen, City Council Liaison  
Wayne Grotheer, EPFD Board candidate

### **ECA Board Members Present**

David Schaefer, President  
Rick Canning, Secretary/Treasurer

#### **1. Call to Order**

Board President Liaw called the meeting to order.

#### **2. Land Acknowledgement & Equity Statement**

Board VP Willcock read the Land Acknowledgement Statement and the Equity Statement.

#### **3. Board President's Comments**

- **Agenda Review**

**BOARD MEMBER MALONEY MOVED TO APPROVE THE AGENDA. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

#### **4. Public Comment - None**

#### **5. Consent Agenda**

- **EPFD Board Meeting Minutes: February 23, 2023**
- **EPFD Disbursement Reports: December 2022, January & February 2023**

**BOARD VP WILLCOCK MOVED TO APPROVE THE CONSENT AGENDA. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

#### **6. Old Business**

- **Prior Action Items Review**

Mr. Mclalwain reviewed progress on action items from the previous meeting and identified outstanding items (see Action Items below).

- **March Staff Report – Questions/Comments?**

Discussion followed regarding team members involved in the safety committee, possibly shortening the staff report, and support for retaining the current format of the staff report as it provides staff a voice and is important as a legacy document. The board requested changing the format of the rental report so it is easier to read.

## 7. **PFD Board Business**

- **Leadership Transition Update**

Board President Liaw referred to the draft Executive Director position description prepared by m/Oppenheim that was forwarded to board members. The description will continue to be edited; board members are invited to provide feedback at today's meeting. Suggestions included referencing in the description working with other PFDs and Snohomish County PFD, looking for synergies, and key hires and personnel. Board President Liaw requested members send her any additional feedback. Board members were amenable to the LTT finalizing the ED position description with m/Oppenheim.

Board President Liaw reported on m/Oppenheim's search process which included interviews with 61 people such as board members and staff, community members, ECA rental clients, booking agents, etc. The LTT plans to meet with m/Oppenheim today to discuss actions items once the description is finalized. She reviewed the schedule which includes the selection of 4-6 candidates for interviews in May by a team the LTT and three additional members and the selection of a couple finalists that everyone will have an opportunity to meet this summer.

- **External Committee Appointments**

Board President Liaw explained there are a number of external organizations such as the Association of Washington State PFDs, the 4<sup>th</sup> Avenue Cultural Corridor Committee, Boys & Girls Club, etc. that are relevant to the ECA and the EPFD that historically the ED and EPFD president have monitored. With the transition to a new ED, it may be a good time for board member to voluntarily serve as liaisons to external organizations/task forces.

Current assignments include:

- ❖ Leadership Snohomish County – staff member
- ❖ Chamber board – Liz Dawson has been nominated as a board member
- ❖ Creative District – Liz Dawson will succeed him, may be opportunity for an ECA board member
- ❖ Snohomish County PFD – ED and EPFD Board President
- ❖ Association of Washington State PFDs – EPFD Board Member Brewster

Discussion followed regarding support for assigning liaisons; liaisons providing reports to the EPFD Board; why the ED or EPFD president have been liaisons in the past; opportunity to assign someone else as a liaison such as an ECA board member; having representation on the Snohomish County PFD, State PFD Association, 4<sup>th</sup> Avenue Cultural Corridor Committee, and Economic Alliance of Snohomish County Board; strategically assigning liaisons; having representation on other organizations such as the Asian Service Center on Highway 99 and the Multicultural Association of Edmonds; the Association of Washington PFD's lobbyist; prioritizing liaisons to committees/task forces that reflect the ECA/EPFD's interests and strategic focuses; ensuring continuity before Mr. McIalwain's transition; and highest priority organizations to assign

liaisons (Snohomish County PFD, Boys & Girls Club, 4<sup>th</sup> Avenue Cultural Corridor Committee and Economic Alliance of Snohomish County).

It was agreed the Steering Committee would discuss this further and provide a recommendation to the EPFD Board.

- **Association of WA State PFDs**

Board Member Brewster advised the Association has been meeting sporadically via Zoom and needs to be energized in concert with other Snohomish County PFDs. Mr. McIalwain recommended PFD board level engagement from the four Snohomish County PFDs in the Association as well as involving the Snohomish County PFD. Discussion followed regarding limited attendance at recent Association meetings and ramping up when legislation comes up or the lobbyist notifies of the need for engagement. Board Member Brewster suggested EPFD members receive the Association lobbyist's emails.

- **Open Board Position**

Board President Liaw advised Robert White has resigned from the EPFD Board. The vacant position has been advertised and two candidates have applied. Interviews will be held in early April. The interview panel will make a recommendation to the EPFD Board who makes a recommendation to the City Council. The City Council interviews candidates, typically prior to a council meeting, and approves their appointment on their Consent Agenda, possibly in May and the person appointed will begin attending EPFD Board meetings in May. This position requires a letter of recommendation from the Chamber or the Economic Development Commission.

Discussion followed regarding Board Member Maloney's term up for renewal in June, the Board's practice of automatically renewing a board member's term instead of asking if they want to continue, the candidate selected to fill the Board Member White's position completing the rest of his term before they are appointed to a full term, board member term limits (two 4-year terms, does not include the remainder of an unfinished term), and being thoughtful in the recruitment of EPFD board members to ensure a broad spectrum of the community.

## **8. Finance & Operations Update**

- **Finance Update**

- FY2022 Financials

ECA Board Treasurer Rick Canning reported these are the final financials subject to audit. He reviewed the FY2022 Financial Dashboard, a combination of the Income Statement and Balance Sheet.

Questions and discussion followed regarding what is included in total assets; history of the building purchase; value of the land, renovations and equipment; City's oversight due to the creation of EPFD and bonds backed by the City; difference between the EPFD and other organizations like the Waterfront Center and Boys & Girls Club; and EPFD bonds that were refinanced in 2021.

- January & February 2023 Financials

ECA Board Treasurer Canning reviewed the February 2023 Financial Dashboard, highlighting the variance between presented revenue and expense, increased rentals in February, contributions

that include board commitments, payroll and employee benefits, non-operating, and total surplus. He reviewed balance sheet key balances.

- Audit Update

ECA Board Treasurer Canning advised all the schedules will be completed by next Monday/Tuesday. This year's audit, a financial audit only, will begin on May 1.

- Update on Financial Reporting Process

ECA Board Treasurer Canning reported Ms. Meagher is finalizing the accounting manager position. The goal is to have the books closed by the 15<sup>th</sup> of each month. Due to Ms. Meagher's absence, this agenda item was moved to next month.

- **Human Resources**

- Hiring Update

Mr. McIalwain reported the operations manager position has been posted, six people applied, four were interviewed by phone, final interviews will be conducted in the next two weeks. Gracelynn Shibayama was promoted rental & events coordinator to event planner. The next step is to hire a grant manager, major gift officer and a rental & events coordinator. He thanked ECA Board Treasurer Canning and the account temp for their assistance.

- Job Description for Associate Executive Director

See discussion above.

- Inclusion & Accessibility Update

- **Facilities**

- L&I Accident Prevention Program

This agenda item was moved to next month's meeting.

- RFQ 2023-01 Building Envelope & Conditions Assessment Update

Board President Liaw thanked Board VP Willcock, ECA Board Member Norm Brown and Facilities Coordinator Chris Bryant for screening/scoring the 12 submittals. Board VP Willcock advised the three finalists will be interviewed next week; several amazing firms responded to the RFP. The best qualified candidate will be selected and a price negotiated.

## **9. Executive Report / Steering Committee**

- **Marketing & Business Development**

- Ticket Sales Update

Mr. McIalwain reported ticket sales have been healthy with a lot of last minute sales. He anticipated 71-72% of tickets sold by the end of the season which meets the average tickets sold over the ECA's lifespan and third or fourth highest grossing season, likely due to a slight increase in ticket prices and patrons purchasing last minute tickets which means they are paying full price and not purchasing discounted subscription packages. He anticipated revenues would be higher

next season due to adjusting the ticket pricing scale; the average ticket price increase is \$10-\$15/show.

- **Programming / Outreach**
  - General Update

Mr. McIalwain reported there are eight secured shows for next season, one for the summer and staff is closing in on another ten shows.

- **Development**
  - Monthly Snapshot Update on Development Strategy

Mr. McIalwain reported development is on pace with the plan that was established. Emeritus Board Chair Jack Loos hosted a gathering of the Emeritus Board yesterday with 10-11 of the 15 members. He provide an update and Board Chair Loos reiterated how important the Emeritus Board is to the ECA and encouraged them to stay engaged and attend events such as Center Stage, the Gala, etc. Similar events with that board need to be held on a regular basis.

Mr. McIalwain responded to questions regarding hiring a grant writer and a major gift officer, determining what salary is necessary, whether a combined grant writer/major gift officer could be hired, and possibly hiring someone who also works for another organization. Board members requested an update at next month's meeting.

- **Departmental Budget Goals & KPI's Update**

Mr. McIalwain reported he did not attend the last department head meeting, but heard that it included discussion about setting more specific goals, not just financial but related to making a difference and opening new financial streams. Board members requested an update at next month's meeting. Discussion followed regarding whether there were consequences if departments did not meet their goals.

## **10. New Business**

Board Member Brewster encouraged board members to attend An Evening with Nancy Pearl on Tuesday, April 4, sponsored by Edmonds Bookshop, Mary Kay Sneeringer, David Brewster, Carol Christiansen, Nancy Fleck, and Jeanne Thorsen. Her books will be available for purchase and signing.

## **11. Adjourn**

The meeting was adjourned at 9:05 a.m.

**Next EPFD Board Meeting: Thursday, April 27, 2023 - 7:30 AM**

### **ACTION ITEMS:**

1. April EPFD Board meeting agenda items
  - a. Recommended amount to move into Board Designated Fund and rationale
  - b. L&I Accident Prevention Program
  - c. Consider Steering Committee recommendation regarding external committee appointments
  - d. EPFD Board recommendation of new EPFD board member
  - e. Update on Financial Reporting Process

- f. Report on hiring/contracting grant writer and major gift officer
- g. Departmental Budget Goals & KPI's Update
- 2. Change formatting of rental report in staff report so easier to read.
- 3. Steering Committee discuss and make recommendation to EPFD Board regarding external committee appointments
- 4. Ensure EPFD receiving emails from the Association of WA State PFDs' lobbyist
- 5. Chamber of Commerce endorsement of EPFD board member candidate
- 6. Request City council interview/appoint recommended EPFD board candidate