

MINUTES

Edmonds Public Facilities District Board of Directors Meeting May 25, 2023

The Edmonds Public Facilities District Board hybrid meeting convened at 7:31 a.m. in the Edmonds Center for the Arts Green Room, 410 4th Avenue North, Edmonds, and via Zoom.

EPFD Board Members Present

Ray Liaw, President
Suzy Maloney
David Brewster
Wayne Grotheer

EPFD Board Members Absent

Bill Willcock, Vice President

ECA Staff Present

Joseph McIalwain, Executive Director
Lori Meagher, Associate Executive Director

ECA Board Members Present

David Schaefer, President

Guests

Will Chen, City Council Liaison

1. **Call to Order**

Board President Liaw called the meeting to order.

2. **Land Acknowledgement & Equity Statement**

Board Member Grotheer read the Land Acknowledgement Statement and the Equity Statement.

3. **Board President's Comments**

- **Agenda Review**

Board President Liaw requested reappointment of Board Member Maloney be added under PFD Board Business.

BOARD MEMBER BREWSTER MOVED TO AMEND THE AGENDA TO ADD REAPPOINTMENT OF BOARD MEMBER MALONEY TO PFD BOARD BUSINESS. BOARD MEMBER GROTHEER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

Board President Liaw relayed staff's request to reschedule the June EPFD Board meeting to June 29th due to a conflict with the Admin & Finance Committee.

4. **Public Comment - None**

6. **Consent Agenda**

- **EPFD Board Meeting Minutes: April 27, 2023**
- **EPFD Disbursement Report: April 2023**

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

7. Old Business

- **May Staff Report – Questions/Comments?**
- **Prior Action Items Review**

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

8. PFD Board Business

- **Reappointment of Maloney**

BOARD MEMBER GROTHEER MOVED TO REAPPOINTMENT SUZY MALONEY TO THE PFD BOARD. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

Mr. Mclalwain advised City Council approval of Board Member Maloney’s reappointment will be on the Council’s Consent Agenda.

- **Internal Committee Appointments**

Board President Liaw advised the packet includes a list of current committee appointments. Following up on last month’s discussion, this agenda item is to identify which committees board members are currently serving on and/or would like to serve on, and to strategically determine which committees need EPFD Board representation. Discussion followed regarding committees board members are serving on currently, what each committees does, which committees need EPFD Board support, how committee members have been selected in the past, and reviewing committee appointments every year in May/June.

Committee	Board Member
Marketing & Business Development	Brewster (short term)
Philanthropy	Willcock (need to confirm) Possibly Maloney
Administration & Finance	Willcock (need to confirm)
Board Governance	Does not need EPFD Board representation
Education & Community Outreach	Brewster
Facilities & Operations	Grotheer
Hosting	Liaw
IDEA	Gr
Steering	Liaw

Action regarding committee assignments includes informing the Steering Committee, Board Governance Committee and ECA Board of committee appointments; updating the committee list; informing committee chairs of the change in EPFD Board representation, informing board members of the committee schedules, and updating the EPFD and ECA meeting schedule to include meetings start/end times.

8. Board Member Reports

- **Leadership Transition Update**

Board President Liaw provided an update on the executive director (ED) search process; m/Oppenheim e-blasted an announcement to 438 researched individuals in the US and Canada, engaged with 116 people, and recommended 8 applicants for consideration. The LTT is determining which applicants to interview. Interviews will be held soon as next Friday with the goal of identifying finalists by the end of June. Applicants have a spectrum of experience and strengths, all have some anchor in the arts and/or education.

Board Member Brewster relayed in addition to a spectrum of age/experience, the candidates have strengths and gaps. M/Oppenheim reported a lot of people were interested in the job and there was a good initial response; some candidates self-selected out and the candidates they recommended for consideration were all very interested. Ms. Meagher agreed there was a broad spectrum of candidates and skill sets. There has been an emphasis on ensuring IDEA is a focus, but that has not been highlighted in any of the candidates' application materials so the LTT has been asking candidates about their IDEA work. There is diversity among the candidates.

Board President Liaw advised m/Oppenheim is still vetting applicants and may present more candidates. She will endeavor to send out more frequent updates to the boards during June. The EPFD Board will make final decision on selection of an ED. Staff, both boards and key committee members will have an opportunity to meet candidates at a meet & greet or presentation. The ECA will be closed the first week of July.

Discussion followed regarding the process for selecting finalists, who will participate in interviews, gaps in experience providing opportunity for growth, key areas of experience (development and DEIA), and a suggestion to include volunteers in the meet & greet.

- **Association of WA State PFDs**

Board Member Brewster reported the Association is meeting in Tri-Cities in September. Mr. McIalwain's discussion with other Snohomish County PFDs will determine who is involved in annual or quarterly meetings. He recommended informing Betty Erickson (Cowlitz PFD) the results of Mr. McIalwain's conversation with the Snohomish County PFDs.

- **Snohomish County PFD**

No update.

- **Fourth Avenue Cultural Corridor**

Ms. Meagher reported the committee had a kickoff meeting with the consultant doing the conceptual design to 10%, and the consultant outlined next steps. The committee is meeting again in a couple weeks to discuss stakeholder engagement and the public outreach process. She will confer with Frances Chapin regarding expanding the invite list.

- **Boys & Girls Club**

Committee is meeting quarterly, the next meeting is in 1-2 weeks.

9. Finance & Operations Update

- **Finance Update**
 - April Financials

Ms. Meagher reviewed the financial dashboard, income statement, balance sheet, and operating cash projections. Discussion followed regarding the robust summer schedule and revenue potential, impact of the delayed hiring of development staff on yearend goals, reviewing yearend development projections at the July meeting, looking at the mid-year budget in more detail at the July meeting, and projected revenues and expenses from summer shows.

- Recommended Board Designated Fund Amount

Ms. Meagher recommended not transferring funds into the Board Designated Fund at this time based on the previous fiscal year and current cashflow. If 2023 projected \$150,000 surplus at yearend occurs, she will recommend moving that into the Board Designated Fund. No formal board action was required; it was the consensus of the board not to transfer funds at this time. Staff will inform the Admin & Finance Committee that the EPFD Board agreed not to transfer funds into the Board Designated Fund at this time.

- Quarterly Debt Service Update

Ms. Meagher reviewed Estimated Sales Tax collections vs. Debt Service Payments updated as of May 23, 2023. She pointed out due to the increase in the LGIP interest rate, it may require an additional year to repay the City loan. Mr. McIalwain suggested possibly paying off the City loan sooner due to the variable LGIP interest rate. Discussion followed regarding how interest on the City loan is projected, and how the LGIP interest rate is calculated.

- State Funding for Conceptual Design Work (Boys & Girls Club)

Ms. Meagher relayed the application submitted to the state is included in packet. The original request was for \$309,000; the state approved \$200,000. Next steps include the board and staff discussing future actions related to conceptual design work. Mr. McIalwain explained the initial discussions were about campus options via a partnership with the Boys & Girls Club. The question now is who will oversee that effort and the schedule. Discussion followed regarding aspects that will be addressed in the building assessment, determining how the state funds can be used, joint planning with the Boys & Girls Club, mechanism for pursuing the conceptual design work, and having the conceptual design work/state funding as a topic at the next Boys & Girls Club meeting.

- **Human Resources**

- Hiring Update

Ms. Meagher reported on the potential hiring of a grant writer as a subcontractor, phone interviews for the major gift specialist position, and updating and posting the accounting position. Once the accounting position is filled, the ECA will be fully staffed.

- IDEA Update

Ms. Meagher reported the recent meeting included discussion about department initiatives and gender neutral restrooms. Board Member Brewster requested the committee discuss modifying the Land Acknowledgement to recognize the land is unceded (taken from the tribes, not given freely). He suggested Seattle Arts and Lecture as a good example.

- Employee Handbook Rollout Update

Ms. Meagher advised the PowerPoint is included in the packet; it was well received by staff. A couple tweaks need to be made to the handbook before it is shared with staff.

- **Facilities**
 - RFQ 2023-01 Building Envelope & Conditions Assessment Update

The RFQ will be on the July EPFD Board agenda for approval.

10. Executive Report / Steering Committee

- **Marketing & Business Development**
 - Ticket Sales Update

Mr. McIalwain reported tickets are at 71% sold for the current season which is close to the average tickets sold for the lifespan of the organization.

- **Programming/Outreach**
 - General Update

Mr. McIalwain reported 3-4 shows will be added between now and the end of the current fiscal year to meet ticket sales obligations. Consideration is being given to adjusting ticket pricing for the 2024/2025 season based on seat location and having more seats at the top price.

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

11. Executive Session

At 8:47 a.m., the EPFD Board convened in executive session for approximately 20 minutes to discuss with legal counsel representing the agency matters relating to agency enforcement actions, or to discuss with legal counsel representing the agency litigation or potential litigation per RCW 42.30.110 (1) (i). No action was anticipated as a result of meeting in executive session.

At 9:05 a.m., the executive session was extended for 5 minutes.

12. New Business - None

13. Adjourn

The meeting adjourned immediately following the conclusion of the executive session at 9:10 a.m.

Next EPFD Board Meeting: Thursday, June 29, 2023 - 7:30 AM

ACTION ITEMS:

1. Create external organization chart
2. Send out meeting invite to revised June meeting date (June 29)
3. June EPFD Board meeting agenda items
 - a. Approval of Building Envelope & Condition Assessment contract
 - b. Report on how Employee Handbook is received by staff
 - c. Report on meeting with Snohomish County PFDs executives regarding Association of Washington PFDs (inform Betty Erickson (Cowlitz PFD) about discussion)
 - d. Review yearend development projections
 - e. Review mid-year budget in more detail

4. Inform Steering Committee of appointment of EPFD Board members to outside committees/organizations
5. Contact City about scheduling approval of Board Member Maloney's reappointment on City Council Consent Agenda
6. Committee Assignments
 - a. Update Board Committee list and inform Steering Committee, ECA Board, and Board Governance Committee
 - b. Inform EPFD Board members regarding committee schedule
 - c. Inform committee chairs about changes in EPFD board representative
 - d. Update EPFD, ECA and Committee Meeting Schedule to include meeting start/end time
7. Provide EPFD Board frequent updates in June regarding ED search/interview process
8. Check with Frances Chapin about expanding the invite list for 4th Avenue Cultural Corridor project
9. Inform Admin & Finance of EPFD Board's decision not to put funds into the Board Designated Fund
10. IDEA Committee discuss modifying the land acknowledgement statement to address that land was unceded