

# MINUTES

## Edmonds Public Facilities District Board of Directors Meeting May 26, 2022

The Edmonds Public Facilities District Board hybrid meeting convened at 7:33 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**

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

### **ECA Board Members Present**

David Schaefer, President  
Norm Brown, Board Member

### **ECA Staff Present**

Joseph McIalwain, Executive Director  
Gillian Jones, Associate Executive Director  
Elizabeth Gromko, Director of Development

### **City Staff Present**

Dave Turley, Admin. Serv. Director (Ex-Officio)

### **Other Guests Present**

Susan Paine, City Council Liaison

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

Board President Brewster called the meeting to order.

#### **2. Land Acknowledgement**

ECA Board Member Norm Brown read the Land Acknowledgement statement.

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

- Staff Transition

Board President Brewster advised May is Asian American and Pacific Islander Heritage month. He noted Gillian Jones' transition from the ECA to her new role as the Executive Director of Dance Victoria. She has been a tremendous asset to the ECA over the years and the organization has enjoyed the benefit of her professional growth, programming efforts the last 2-3 years as well as inaugurating and leading the education and outreach effort that made ECA what it is today. He acknowledged her terrific work and wish her the best in her future endeavors. Board members echoed Board President Brewster's comments.

#### **4. Consent Agenda**

- EPFD Board Meeting Minutes – April 28, 2022 & May 10, 2022
- EPFD Disbursement Report – April 2022

Board President Brewster advised the Admin & Finance Committee reviewed the disbursement report.

**BOARD VP LIAW MOVED TO APPROVE THE CONSENT AGENDA. BOARD MEMBER MALONEY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

#### **5. Old Business**

- Prior Action Items Review

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

- **May Staff Report – Questions/Comments**
- **Executive Director Contract – Update**

Schedule on July meeting agenda.

## **6. PFD Board Business**

- **Equity Statement - Approval**

Board President Brewster advised there were no changes made to the statement in last month's packet.

**BOARD VP LIAW MOVED TO APPROVE THE EQUITY STATEMENT. BOARD MEMBER WHITE SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

- **PFD Board Bylaws – Approval**

Board VP Liaw relayed in accordance with revisions made by the legislature to the Open Public Meetings Act (OPMA), public comments must be taken at any meeting where action is taken. Beginning in June, Public Comment was added to the agenda following Board President Comments. In the current bylaws, board officer terms are listed in the bylaws as one year terms; the practice has been two year terms. She suggested the board discuss whether to have one or two year officer terms.

Board VP Liaw relayed effective in June, the governor lifted the OPMA freeze so until the revisions to the bylaws are approved, board members need to attend in person next month in order to vote. The recent OPMA legislation also encouraged virtual public participation.

Discussion followed regarding the revision to the bylaws to allow virtual participation, whether to retain one-year terms and allow officers to serve more than one year, benefits of two-year terms, expectation/hope that officers will serve more than one year, and scheduling officer elections every June. Staff will confer with Attorney Matt Hendricks about incorporating the OPMA requirement in the bylaws and approval of the bylaws will be scheduled for the June meeting.

- **Solar Project, Commerce Grant - Update**

Mr. McIalwain relayed staff recognized the concerns of the PFD Board and accepts the board's recommendation to pause this project. Solar will not be pursued at this time, but it will be kept on the list for the long term, and hopefully there will be an opportunity to reengage the Department of Commerce in the future on a grant opportunity. Staff will continue to research the needs of the facility to meet the 2028 Washington State Clean Building Act requirements.

Discussion followed regarding the likelihood of a future Commerce grant, the solar project is not beneficial in meeting the 2028 building requirements, renewable energy provided by solar, square footage thresholds in the Washington State Clean Building Act, determining the facility's energy use index, having a separate agenda item regarding facilities, and providing the board a monthly update regarding facilities.

- **Building Envelope Project, HKP Report – Discussion**

Norm Brown, ECA Board Member and Chair of the Facilities Committee, relayed Wetherholt and Associates, who specialize in building envelopes, looked at the roof and the building envelope and offered to prepare a report on the roof, and recommended HKP to do a comprehensive review of the building envelope. HKP provided a proposal to conduct an analysis of the building envelope, cost approximately \$200,000. HKP's analysis will identify areas where there has been leakage, take x-rays to determine the extent of the damage, and provide a roadmap for corrective action, dividing the repairs into prioritized phases, cost estimates, etc. The analysis would include seismic review of the building and gymnasium. A seismic analysis was done 10 years ago, but those standards are now out of date.

Discussion followed regarding whether bricks are anchored to building, this project compared to the building assessment done by McKinstry, evaluating energy performance, requirement to issue an RFQ for the building envelope assessment, timeframe to have an assessment completed, who would draft the RFQ, determining whether Matt Hendricks has RFQ templates, past RFQs/RFPs, importance of qualification requirements, Facilities Committee assisting with providing qualification requirements, and the assessment informing the Strategic Plan. Mr. McIalwain and Ms. Meagher will develop a timeline and process for drafting, reviewing and releasing an RFQ for the building envelope assessment.

Mr. Brown advised Wetherholt and Associates did an assessment of the roof; their report addressed several maintenance items to prolong the life of the roof and categorized surfaces by condition. Wetherholt recommended a roofing contractor and a committee member recommended another roofing contractor. Both companies received Wetherholt's report, looked at the roof, and will provide estimates. Mr. McIalwain was cautious about investing in major repairs until the facility assessment is complete.

Discussion followed regarding overlap of this issue with the Boys & Girls Club discussion, timeline to complete the facility assessment, other maintenance issues, sources of capital funding, and whether professional help was needed to manage the assessments and projects.

- **Board Leadership Transition**

Board President Brewster anticipated there may be some transition when the board elects board officers in June.

## **7. Finance, Facilities & Operations**

- **State Audit - Update**
- **Finance Reports – Draft April 2022**

Board President Brewster advised the Admin & Finance Committee reviewed the reports yesterday. Mr. McIalwain explained following the committee's review of the Statement of Net Position, Mr. Canning and Ms. Meagher discovered there was some deferred revenue that had not been transferred to actual revenue. He offered to send board members an updated report after today's meeting. He explained after the adjustments, the actual operating loss was \$295,000, not \$358,000, and the total net surplus changed from -\$270,000 to -\$207,000 which tracks more closely with the budget through April. He anticipated an improvement in May due to Center Stage, noting a lot of entries still need to be made. He responded to a question regarding expenses compared to revenues for presented events.

- **Cellular Lease Draft Agreement / Process – Update**

Mr. McIalwain advised the lease agreement is being reviewed by Dish Network's legal counsel.

- **HR Update**

Board President Brewster relayed Ms. Meagher reported to the Admin & Finance Committee that she secured the services of a very qualified temp-to-hire from a well-established agency to take on Glenna's role.

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

- **Boys & Girls Club - Update**

Mr. Mclalwain reported the Boys & Girls Club's committee was subdivided into four groups with each group focused on a particular area. ECA staff toured two Boys & Girls Club facilities to get an understanding of their operation and to see how the ECA could fit. The committee of the whole is meeting next Thursday and he is meeting with the City's new Development Services Director to establish a relationship with the City and so she can tour the facility. Staff met as a team to discuss their hopes and dreams and what they want to see in an MOU. He agreed to provide the notes of the staff meeting to Board President Brewster.

- **Board Professional Development – Fundraising Workshop**
  - **Previous Session - Update**

Mr. Mclalwain advised the second session regarding fundraising was held earlier this month.

- **Upcoming sessions – Tuesday, July 12, 2022 (Maya Hemachandra)**

The next professional board development, a presentation by Maya Hemachandra on community centric fundraising, is July 12<sup>th</sup> at 5:30 as part of the ECA meeting. She is the development director for Tree House and an instructor in the certificate program for fundraising at the UW. Board Member Maloney suggested having more opportunity for dialogue between the presenter and the audience. Mr. Mclalwain anticipated having a second session with Tom Mesaros regarding fundraising.

Ms. Gromko advised everyone is welcome to attend the June 7<sup>th</sup> Philanthropy Committee where they will unpack what Mr. Mesaros' presented and answer questions. Board President Brewster advised Mr. Mesaros' presentation is in the board packet.

- **Strategic Planning Update**

Mr. Mclalwain advised the Steering Committee agreed a consultant was needed to guide the strategic planning process. An RFP will need to be prepared. The December 2022 retreat will be the kick off for that process so a consultant needs to be hired before then to maximize the experience. Discussion followed regarding the consultant used in past, the Steering Committee reviewing proposals and making a recommendation to the EPFD board, and expenses incurred in 2022 for the strategic plan although it will be a 2023 budget item.

- **Executive Director Leadership Training – Update**

Mr. Mclalwain reported tomorrow is the second to last day of an 8-part series of full day experiences. He learned a lot, it has been very emotional and challenging, and he expected to emerge with a stronger understanding of his own and the organization's racial equity issues, how to change the way the ECA does business; and with a tool kit for the organization to make changes. He thanked the board and Steering Committee who encouraged him to secure executive coaching with Ed Starenchak who conducted a 360 review, collected information from board members and staff and spent two sessions with him reviewing those evaluations. The next step is reviewing a personality test he took to help him understand how personality meets perception followed by opportunities for growth.

## 9. Inclusion & Accessibility, Education & Outreach

- **APAP'S 10/20/30 REDI Pledge – Update**

Mr. Mclalwain relayed Ms. Jones and Ms. Meagher have been working on statistics and qualitative measurements of the work done so far and how it relates to the REDI Pledge. The REDI Pledge wants organizations to get to a place where in 30 years 30% of the programming features and supports more diverse artists such as BIPOC and LGBTQ artists. In 2022-23, 70% of the artists the ECA is bringing to the stage met that qualification. The ECA is far ahead on some things and behind on others such as the makeup of boards, staff and audiences. He was hopeful the statistics and the REDI Pledge could be presented to the board for signature at the next EPFD Board meeting.

- **General Update**

Mr. Mclalwain reported consistent committee meeting agendas are being created to ensure I&A work is being addressed at each committee and will include a slightly shorter land acknowledgement as well as an equity statement. The agenda will also include questions such as did anything the committee discussed raise issues or create challenges related to equity work or did anything meet the obligation of the equity commitment.

## 10. Philanthropy

- **Center Stage – Results**

Ms. Gromko reported Center Stage generated \$164,000, a wonderful accomplishment. She recognized Development Coordinator Katherine Smith who was instrumental in the planning and is still working behind the scenes. Staff received good feedback and are thinking about what could be done better next year. Gala planning is in underway as it is less than four months away. Sponsorships are one of her main focuses including gala sponsorships as well as the major donor program. She shared a comparison of lapsed donors this year compared to last year, advising a lapsed donor appeal will be sent out in August. She responded to questions regarding lapsed new versus lapsed other, and Gala planning.

(Board Member White left the meeting at 9:04 a.m.)

- **General Update**

## 10. Marketing & Business Development

- **Ticket Sales Update**

Mr. Mclalwain reported the 2022-2023 spreadsheet reflects current subscriptions only. Single ticket sales begin June 1. Ticket revenue YTD is tracking similarly to previous seasons. Summer season tickets are on sale, priced \$25-\$35. There are four outdoor and one indoor performances.

- **General Update**

## 12. Programming / Outreach

- **Special Engagements**

Mr. Mclalwain relayed Ms. Jones is looking at a few special engagement possibilities.

- **Outreach Activities**

Mr. Mclalwain reported the educator preview is returning to an in-person format on the ECA stage on June 6<sup>th</sup>, 35 RSVPs have been received. The preview will include an announcement of next season's education matinees, opportunity to make reservations for field trips, and sharing information about Arts for Everyone and Aunt Bette's Bus Fund program.

- **Summer Camps – Update**

Mr. Mclalwain relayed registration for summer camps is underway. A new camp designed for young people with disabilities is being offered in partnership with Dandelion Drama. Registration has been slower and he invited board members to share information and suggest ways to increase registration.

Staff applied for a grant from Civil Money Penalties (CMP); fines collected by the state from senior care facilities is used to provide grants to improve the lives of people living in care facilities. The grant request is for \$80,000, \$40,000/year for 2 years, to support expansion of the Windows to the Arts program. The grant was approved at the state level and is awaiting federal approval. The grant would allow the ECA to take the Windows to the Arts program to underserved communities in rural locations that do not have facilities or programs like the ECA. A small tech team would go on tour with local artists to serve communities such as Island County, Yakima, etc. The program (6 trips) has been carefully budgeted and will have a positive net positive result.

### **13. New Business**

ECA Board President Schaefer reminded of the June 14 summer social at the ECA.

### **14. Adjourn**

The meeting was adjourned at 9:12 a.m.

**Next EPFD Board Meeting: Thursday, June 23, 2022 - 7:30 AM**

### **ACTION ITEMS:**

1. Send updated April 2022 Finance Reports to EPFD Board (reflecting changes made following Admin/Finance Committee meeting)
2. Mr. Mclalwain provide Board President Brewster notes of staff meeting regarding Boys & Girls Club
3. Complete Executive Director Contract revisions by July meeting
4. Add Public Comment to agenda following Board President's Comments
5. Schedule Officer Elections for June EPFD Board meeting
6. Confer with Matt Hendricks regarding:
  - a. Incorporating OPMA requirements in bylaws
  - b. Whether he has RFQ templates (for building envelope assessment)
7. Schedule approval of bylaws for June meeting
8. Schedule Facilities as separate agenda item, provide monthly update to EPFD Board
9. Mr. Mclalwain and Ms. Meagher work on developing a timeline and process for drafting, reviewing and releasing an RFQ for the building envelope assessment
10. At June meeting, Ms. Meagher provide statistics and EPFD Board formally sign REDI Pledge