

MINUTES

Edmonds Public Facilities District Board of Directors Meeting July 27, 2023

The Edmonds Public Facilities District Board hybrid meeting convened at 7:35 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
Bill Willcock Vice President
Suzy Maloney
David Brewster
Wayne Grotheer

ECA Staff Present

Joseph McIalwain, Executive Director
Lori Meagher, Associate Executive Director

Guests

Will Chen, City Council Liaison

ECA Board Members Present

David Schaefer, President

1. **Call to Order**

Board President Liaw called the meeting to order.

2. **Land Acknowledgement & Equity Statement**

_____ read the Land Acknowledgement Statement and Equity Statement.

3. **Board President's Comments**

- **Agenda Review**

The June 2023 EPFD Disbursement Report was removed from the agenda.

4. **Public Comment - None**

5. **Consent Agenda**

- **EPFD Board Meeting Minutes: June 13, 2023 (Special Meeting)**
- **EPFD Board Meeting Minutes: June 29, 2023**

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

6. **Old Business**

- **Prior Action Items Review**

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

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

7. Executive Session

- **To evaluate the qualifications of an applicant for public employment per RCW 42.30.110(1)(g)**

At 7:45 a.m., Board President Liaw recessed the EPFD Board to an approximately 30 minute executive session to evaluate the qualifications of an applicant for public employment per RCW 42.30.110(1)(g). At 8:15 a.m., the executive session was extended until 8:30 a.m.

The executive session concluded at 8:30 a.m.

The meeting was reconvened at 8:30 a.m.

No action was taken regarding the ED candidate following conclusion of the executive session.

A special EPFD Board meeting was scheduled on August 9 at 8 a.m., the agenda to include an executive session and selection of the ED and approval of contract with Mithun. Board Members Brewster and Maloney will participate in contract negotiations following selection of the ED on August 9.

8. PFD Board Business

- **Reappointment of Officers**
 - Ray Liaw, Board President
 - Bill Willcock, Vice President

Board President Liaw relayed the bylaws require annual appointment of officers.

BOARD MEMBER BREWSTER MOVED TO APPROVE THE APPOINTMENT OF RAY LIAW AS BOARD PRESIDENT AND BILL WILLCOCK AS BOARD VICE PRESIDENT THROUGH JUNE 2024. BOARD MEMBER GROTHEER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

Board President Liaw advised Board VP Willcock will serve on Admin & Finance and she will endeavor to attend the meetings; Board VP Willcock and Board Member Maloney will serve on the Philanthropy Committee.

9. Board Member Reports

In the interest of time, there were no board member reports.

- **Leadership Transition Update**
- **Association of WA State PFDs**
- **Snohomish County PFD**
- **Fourth Avenue Cultural Corridor**
- **Boys & Girls Club**

10. Finance & Operations Update

Ms. Meagher reported an Finance & Operations Update will be provided at the August 9 special EPFD meeting.

- **Finance Update**

- June Financials Update
- Mid-Year Budget vs Actuals Update
- Audit & FY2024 Budget Update
- **Human Resources**
 - Hiring Update

Ms. Meagher reported an accountant has been hired and will start work on August 1. She described the candidate's background.

Mr. McIalwain relayed the preferred Director of Major Gifts candidate has accepted the EPFD/ECA's offer as and will start work on August 23. He anticipated announcing the name next week.

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

Ms. Meagher reported the completed agreement has been returned by Mithun and will be reviewed by the EPFD/ECA's attorney. Mithun's costs are under budget, but owner's costs for subcontractors bring the project over budget by approximately \$43,000.

11. Executive Report / Steering Committee

- **Executive Transition Update**

Development

Mr. McIalwain advised key performance indicators (KPI) were prepared for Development. He will send the matrix to board members. With the hiring of the Director of Major Gifts, the department structure and reporting has been finalized and the matrix delineates each individual's work responsibilities and revenue generation. He also updated the Resource Development Report to reflect the matrix, budget and revenue YTD. Staff in other departments are working on development of KPIs. He recommended continuing that process for use in developing the 2024 budget. Department heads are finishing up catalytic coaching which will be used in development of KPIs.

Mr. McIalwain reported on coaching of the development department on meeting deadlines and finalizing key projects like the direct mail summer campaign. There will be investments made in purchasing lists as recommended by Tom Mesaros in his fundraising presentation to the ECA/EPFD Boards; the rate of return on "cold call" direct mail is limited. He reported on procurement for the GALA, legacy giving prospects, plans to recommend to the ECA Board naming the legacy giving fund in honor of the largest prospective donor, Director of Major Gifts having oversight over legacy giving donors, and preparing a list and history of major donors.

Discussion followed regarding adding a report on KPIs to the retreat agenda, Development Department oversight in the interim until the new ED begins work, and the Director of Major Gifts reporting structure.

Committees

Mr. McIalwain reported Ms. Meagher will be the staff lead for the Board Governance Committee. She and Lexie Marsters are attending the meetings and he recommended Liz Dawson and the new ED also attend the meetings. Ms. Meagher will also be working directly with the ECA Board

to develop agendas and attend meetings in the interim. He suggested it would appropriate for the new ED to take that over.

External Relations

Mr. Mclalwain reported he is finalizing oversight of the Association of Washington State PFDs. There is an association conference in Tri Cities in August. There is an open house on July 29 at the ECA regarding the 4th Avenue Corridor.

Discussion followed regarding reactivating the Marketing Committee, the Board Governance Committee developing best practices for committee work and structure, and Mr. Mclalwain's last day (August 31).

12. New Business

13. Adjourn

The meeting was adjourned at 9:07 a.m.

**Next EPFD Board Meeting: Wednesday, August 9, 2023 – 8:00 a.m. (special meeting)
Thursday, August 24, 2023 - 7:30 a.m.**

ACTION ITEMS:

1. August 9 Special Meeting Agenda
 - a. Approval of contract with Mithun for Building Envelop & Conditions Assessment
 - b. Mid-year budget update and potential mid-year budget adjustments
 - c. Executive session and decision regarding selection of the ED
2. IDEA Committee discuss modifying the land acknowledgement statement to address that land was unceded
3. Send Development KPIs to EPFD board members