

MINUTES

Edmonds Public Facilities District Board of Directors Special Meeting January 11, 2023

The Edmonds Public Facilities District Board hybrid special meeting convened at 8:03 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

EPFD Board Members Absent

Robert White

ECA Staff Present

Joseph Mclalwain, Executive Director
Lori Meagher, Director of Finance and Operations

Other Guests Present

Dave Teitzel, City Council Liaison
Mike Rosen

ECA Board Members Present

David Schaefer, President

1. **Call to Order**

Board President Liaw called the meeting to order.

2. **Land Acknowledgement & Equity Statement**

Board President Liaw read the Land Acknowledgement Statement and the Equity Statement.

3. **Board President's Comments**

- **Leadership Transition Update**

Board President Liaw relayed references for the top executive search firm are being checked and contract negotiations will hopefully begin within the next 1-2 weeks. She will share the name of the firm and next steps at the board January meeting.

Board Member Brewster commented the leadership transition effort is being very expertly led by Board President Liaw and the process has yielded a very strong firm to lead the organization to this big decision. Board President Liaw commended the group for dedicating a great deal of time.

4. **PFD Board Business**

- **Consideration of Co-Executive Director or Alternative Leadership Model**

Board President Liaw relayed her understanding that the opportunity/idea for a potential co-ED model arose while Gillian Jones was the associate executive director (AED) when/if Mr. Mclalwain left the organization. When Ms. Jones left and Mr. Mclalwain announced he would be leaving, he and Ms. Meagher suggested the organization consider a co-ED model. They prepared a business case, reference materials regarding what a co-ED model looks like in the industry and could look like for the ECA, salary comps, an organizational chart, and budget planning. The proposal has been vetted by the Leadership Transition Team and the Steering Committee. The materials Mr.

Mclalwain and Ms. Meagher prepared and the Steering Committees' recommendation has been forwarded to the EPFD Board.

Mr. Mclalwain reiterated the origins of this model predated his decision to leave the organization with the realization that Ms. Meagher, who had only been with the ECA a few months at that time, had already proven to be a strong leader and skilled professional in finance and HR and Ms. Jones was elevated to AED. The three thought there was an opportunity to develop leadership organically from within the organization and perhaps create a co-EDs in the future. That refocused when Ms. Jones and he made their decisions, but the concept of a dual leadership model was still of interest. He credited Ms. Meagher who has spent a tremendous amount of time researching this opportunity and incarnations of the organization chart if the leadership structure was changed. There has been robust discussion by the LTT and the Steering Committee, everyone was open to all concepts and the Steering Committee provided a recommendation. He summarized careful thought had been given to this before it was brought to the EPFD.

Discussion followed regarding co-executives being a common model in healthcare with admin/medical where scopes of responsibility are clear, it can be an effective model but also a difficult model, co-executives can provide a wealth of experience, concern it does not create simplicity or streamline processes as both executives often need to be present, the individuals in the roles have to be in synch, can be complex if one person is very experienced and the other is not, proposal reflecting Ms. Meagher's business mind and the acumen she brings to the organization, concern now may not be the right time now but it may be the right model in the future, exciting to explore this model, like to give new ideas a try as that is how we innovate, a lot of pros and cons with co-leaders, biggest challenge is the mom and dad scenario but that can be mitigated with transparent and open discussions, nonprofits moving to this model to provide racial equity, whether the organization can afford co-EDs, co-EDs lowering the salary that can be offered to potential candidates, and the additional complexity of having two boards.

Discussion continued regarding the Steering Committee's recommendation not to adopt a co-ED model; adding an additional risk factor of a new organizational model in an already complex year; initial excitement about a co-executive model being innovative, creative and ambitious; realization that a change of this magnitude may not be prudent with so many things on the ECA's plate this year; experience as a consultant to a nonprofit board with tri-leadership model and one left; strengths and focus Ms. Meagher brought to the organization; easier to envision a co-executive model with Ms. Jones and Ms. Meagher; search teams' indication they have not had much success hiring co-EDs or consulting with co-ED led organizations; the organization is not at a point in its lifespan to made this change in the leadership model; experience working under a shared leadership model in a law firm; members of law firm who decided to job share; and job sharing/co-ED model working well when the people know each other.

Discussion continued regarding the Steering Committee's indication that this may have been a different discussion had Ms. Jones not left, this proposal giving the organization an opportunity to think about the role and job description of the ED as well as the role of the director of finance and operations, not departing from the current ED model but elevating Ms. Meagher to AED before an ED is hired, seeking an ED with strong outward facing expertise with respect to donors and growth of the organization, Ms. Meagher providing continuity as the organization transitions to new leadership, whether having an AED changed the ED's job description, not creating jobs around people, whether it was envisioned that the AED would always have financial strengths, developing the ED's job description to consider a new structure with an AED, tenure of the next ED, plans to hire an operations manager with a finance and facilities oriented job description, whether the organization needs to hire a DFO or is there a need for a COO to free up the ED from managing the day-to-day and do more strategic thinking, developing a job description and

stakeholder interface once a search firm is under contract, and whether the organization is stability or growth minded.

During the above discussion, Board Members Brewster and Maloney, Board VP Willcock and Board President Liaw stated they did not support changing to a co-ED model at this time.

Ms. Meagher thanked the board for the opportunity to present this model and expressed her appreciation for their comments. She respected the EPFD Board and the Steering Committee's opinion and decision and looked forward to being part of the ECA's future.

Board President Liaw summarized there was consensus not to change to a co-ED model. There is interest and excitement about elevating Ms. Meagher's position to associate ED. Discussion followed regarding the role of the EPFD Board in creating that position, revising the AED job description, support for moving forward quickly, and thinking about the organization and not the person currently in the position. The board requested staff present a salary recommendation, job description, revised budget and org chart at the January meeting.

Mr. Mclalwain relayed the EPFD/ECA has been invited to submit a local community project capital request to Representative Peterson; the request would be for \$300,000 to support continued exploration of a joint facility with the Boys & Girls Club.

5. Adjourn

The meeting was adjourned at 9:02 a.m.

Next EPFD Board Meeting: Thursday, January 26, 2023 - 7:30 AM

ACTION ITEMS:

1. Job description for AED and budget amendment at January 26 meeting
2. Org chart (at January meeting if possible)
3. Share name of the executive search firm and next steps at January 26 meeting