

MINUTES

Edmonds Public Facilities District Board of Directors Meeting April 25, 2019

The Edmonds Public Facilities District Board meeting convened at 7:30 a.m. in the Edmonds Center for the Arts Green Room, 410 4th Avenue North, Edmonds.

EPFD Board Members Present

Mike Popke, President
Kevin McKay
David Brewster
Kimberlee Armstrong
Ray Liaw

ECA Staff Present

Joseph McIalwain, Executive Director
Matt Keller, Director of Operations

Other Guests Present

Tom Mesaros, City Council Liaison

ECA Board Members Present

David Schaefer, Treasurer

1. Call to Order

Board President Popke called the meeting to order.

2. Board President's Comments

Board President Popke welcomed Board Member Liaw.

3. Consent Agenda

- **Disbursements – March 2019**

Board Member Brewster pulled the EPFD March 28, 2019 Board minutes from the Consent Agenda to have a comment in the minutes clarified. Approval of the March 28, 2019 minutes will be added to next months' Consent Agenda.

BOARD MEMBER MCKAY MOVED TO APPROVE THE CONSENT AGENDA AS AMENDED. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

4. PFD Board Business

- **Action Items 3-28-2019 (last page of minutes)**

It was agreed to review action items from the previous meeting at the end of the agenda if the agenda already incorporated them.

- **PFD 2019 Amendment to SnoCo Inter-Local Agreement**

Mr. Keller reported the draft agreement incorporating the EPFD and Snohomish County PFD's comments is under legal review and he anticipated the agreement would be returned to the Board

for review and approval in 1-2 months. The amendment addresses the extension of the legislation that allows PFDs to collect sales tax through 2041.

- **Policy Approval: Resolution 2019-001 – Staff Travel Policy**

Mr. Keller reported the policy was approved in October 2017; the proposed revisions are a result of questions that arose during the audit. Board Member Liaw pointed out the correction to remove “ECA” in the first line of Section 3 “Travel expenses by EPFD/ECA employees shall be...” was not reflected in the clean version of the resolution.

BOARD PRESIDENT POPKE MOVED TO APPROVE RESOLUTION 2019-001 AS AMENDED. BOARD MEMBER ARMSTRONG SECONDED. MOTION CARRIED UNANIMOUSLY.

- **Policy Approval: Resolution 2019-002 – Promotional Hosting**

Mr. Keller explained the revisions were made as a result of questions that arose during the audit to remove day-to-day operations. Discussion followed regarding employee lunches, dinners and/or coffee as it relates to promotional hosting and whether that complies with state law and/or policies; source of funds for hosting; promotional hosting versus staff recognition; and budgeting and scheduling staff recognition events. Suggested changes included:

- In Procedures section, consider removing “Staff” paragraph
- In Current Definitions section, consider rewording 1b.

Approval of Resolution 2019-002 will be scheduled on the Board’s next meeting.

- **RFP Legal Services**

Board members and staff discussed whether the PFD was looking for general counsel or targeted services, general counsel providing referral for specific services, retainer or hourly, how the need for an attorney arose, and municipal attorneys in the area. It was agreed Mr. Keller would confer with Board Member Liaw, incorporate her input and schedule review of the RFP at the Board’s next meeting.

5. Inclusion & Accessibility

- **Update**

Board Member Brewster reported at the Inclusion & Accessibility Committee meeting, Annie Carl, owner of The Neverending Bookshop in Perrinville, and who has dealt with a number of serious medical issues, spoke about challenges that someone who is differently-abled faces navigating the world and specifically the ECA. For example, the ramp to accessible seating is down the hallway and not at the entrance to the auditorium, raising the issue of being welcoming to people who need assistance. The committee discussed the challenges she and others face and experienced a new level of empathy.

The I&A Committee also had a recap of the unintentional bias panel discussion and Ms. Osborne, who facilitated the panel, helped the committee members work through the notes and data and offered to help with the continued education of boards, volunteers and staff. He urged board members to be mindful and to be supportive of the committee and staff as they work through issues related to bias, empathy and differing abilities that the community faces.

Discussion followed regarding continuing the work on unintentional bias, the stairs at the front door that could be ramped, next steps in identifying opportunities to improve access, going beyond ADA accessibility to empathy and changes that can be made, ensuring ideas/conversations about I&A filter into other committees, thinking about I&A in all aspects of the business, including I&A as a value in decision-making, and striving for inclusive excellence. Board Member Armstrong offered to provide Edmonds School District's value statement regarding equity that is used in decision-making.

Mr. Mclalwain reported on equity training at the Western Arts Alliance board meeting that gave him a better understanding of the next steps for the organization at all levels. He reported several staff and board members are attending tomorrow's Step Up conference and that information will be vetted at the next I&A meeting.

6. Marketing & Business Development

- **Season Preview May 8th**

Mr. Mclalwain reported the season is revealed at this event, season subscribers can renew and purchase tickets for season and tickets are available to the general public the next day. Discussion followed regarding the project to move the soundboard in summer 2020 and the impact it will have on seats.

7. Philanthropy

- **Center Stage – May 1, 2019**

Mr. Mclalwain encouraged board members to attend and a brief discussion followed regarding anticipated attendance.

8. Executive Report / Steering Committee

- **Programming Update 19-20 Season**

Mr. Mclalwain highlighted 2019-2020 season artists.

- **Strategic Plan: Tracking Spreadsheet**

Mr. Mclalwain relayed the final draft of the Strategic Plan has been completed and is ready for publication. He is in the process of transferring topics and SMART goals from the plan to a spreadsheet to track progress. Each committee will be provided their section of the spreadsheet to update at their meetings and the spreadsheet will be presented to the Steering Committee quarterly so they oversee progress. The next step is developing a 1-2 page document with the major points for the website. Discussion followed regarding making the complete strategic plan accessible on the website and including the strategic plan in the ECA's annual report to the City Council in July/August.

9. Finance, Facilities & Operations

- **March 2019 Draft Finance Reports**

Mr. Keller reviewed the draft March 2019 financials, highlighting contributions which are higher than 2018, rentals, special project revenue, LEVL special projects, expenses, and revenues that exceed expenses. Discussion followed regarding the historic facility preservation fee.

- **Presentation to City Council Finance Committee: Update**

Mr. Keller advised the report to the Finance Committee has been rescheduled to June 11. Board suggestions included:

- Provide initial audit results
- Have board members present as much as possible
- Send out an invite to board members
- Consider rescheduling the EPFD/ECA board social scheduled for the same night
- Highlight the ECA as a revenue source for the City during the last 11 years due to patrons visiting restaurants, EPFD repaying the loan with interest, etc.

- **Audit Scheduling Update: FY2018 Financials**

Mr. Keller reviewed FY2018 financials highlighting operating income, the difference between 2017 and 2018, and total net income. He advised the auditor would be on site May 7/8. This year is a financial statement audit only.

10. New Business

Board members and staff discussed budgeting for legal services. Mr. Mclalwain relayed that some attorneys representing other PFDs are interpreting the RCW language to say the extension of the legislation requires extending a portion of debt from the original project to 2041.

Board Member Brewster advised he would be absent from the Board's next meeting.

Mr. Mclalwain reported the City Council's interview and appointment of Suzy Maloney to the PFD Board is tentatively scheduled for the Council's June 18 meeting.

4. PFD Board Business (con't)

- **Action Items 3-28-2019 (last page of minutes)**

All items have been addressed.

11. Adjourn

The meeting was adjourned at 9:06 a.m.

Next EPFD Board Meeting: Thursday, May 23, 2019 - 7:30 AM

ACTION ITEMS:

1. Clarify comment in March 28, 2019 minutes and schedule minutes for approval on next month's Consent Agenda.
2. Revise Resolution 2019-001, Staff Travel Policy, to delete reference to "ECA employees" in Section 3
3. Revise Resolution 2019-002, Promotional Hosting as follows and schedule for approval at Board's next meeting:
 - a. In Procedures section, consider removing "Staff" paragraph

- b. In Current Definitions section, consider rewording 1b
- 4. Mr. Keller review RFP for legal services with Board Member Liaw, incorporate her input and schedule on Board's next meeting agenda
- 5. Present annual report to City Council July/August
 - a. Include Strategic Plan
- 6. Presentation to Council Finance Committee on June 11th
 - a. Provide initial audit results
 - b. Have board members present as much as possible
 - c. Send out an invite to board members
 - d. Consider rescheduling the EPFD/ECA board social scheduled for the same night
 - e. Highlight the ECA as a revenue source for the City during the last 11 years due to patrons visiting restaurants, EPFD repaying the loan with interest, etc.
- 7. Council interview/approval of appointment of Suzy Maloney to EPFD Board tentatively scheduled for June 18 Council meeting.