

MINUTES

Edmonds Public Facilities District Board of Directors Meeting March 28, 2024

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

Kathy Liu, Executive Director
Lori Meagher, Associate Executive Director
Kingston Prescott, Production Manager

Guests

Chris Eck, City Council Liaison

ECA Board Members Present

David Schaefer, Immed. Past President

1. Call to Order

Board President Liaw called the meeting to order.

2. Land Acknowledgement & Equity Statement

Board Member Grotheer read the Land Acknowledgement and Equity Statement.

3. Agenda Review and Approval

BOARD VP WILLCOCK MOVED TO APPROVE THE AGENDA. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

4. Board President's Comments

Board President Liaw relayed March is Women's History Month. She acknowledged the great things happening on the ECA stage and in the world that are often made possible in part by the good of work of women including the ECA staff.

5. Public Comment

There were no public comments.

6. Consent Agenda

- **EPFD Disbursement Report: February 2024**

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

BOARD MEMBER BREWSTER MOVED AMEND TO PULL EPFD BOARD MINUTES – FEBRUARY 29, 2024 FROM THE CONSENT AGENDA. BOARD MEMBER GROTHEER SECONDED THE MOTION. AMENDMENT CARRIED UNANIMOUSLY.

MAIN MOTION AS AMENDED CARRIED UNANIMOUSLY.

The February 29, 2024 minutes were added to the agenda under New Business.

7. 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).

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

A brief discussion followed regarding a season sponsor.

8. PFD Board Business

- **Board Designated Funds (BDF) Policy**

Ms. Meagher reported the policy was shared with the Admin & Finance Committee yesterday. The EPFD Board passed a resolution in 2022 to establish the BDF policy and procedures for moving sales tax revenue traditionally held for debt service from LGIP to a BDF account for future capital needs and how funds would be transferred when necessary. She described revisions made to the policy such as replacing Director of Finance and Operations which no longer exists in the org chart with chief financial position, streamlining accounting language, and defining what an emergency situation when funds could be transferred funds out of the BDF prior to EPFD Board approval. She displayed the revised policy that she emailed the EPFD Board this morning that incorporated input from Admin & Finance.

Questions and discussion followed regarding definition of the chief financial position, whether an external group has reviewed the policy, vetting of the policy by the auditor in 2022, the auditor auditing for compliance with the policy, whether the policy needed to be reviewed by legal counsel, and why emergency use language was originally included in the policy. Board President Liaw suggested if there were no substantive changes, she and Ms. Meagher would make minor procedural changes to the policy and place it on the Consent Agenda for approval next month.

- **FY2023 Board Designated Funds Vote**

Ms. Meagher advised the packet includes a recent version of the Cash Flow report. As discussed at last month's meeting, she recommended moving \$500,000 from the LGIP account which contains debt service funds received from sales tax to the Board Designated Reserve line in compliance with the policy. Board President Liaw relayed the recommendation was supported by the Admin & Finance Committee.

BOARD MEMBER BREWSTER MOVED TO ACCEPT ADMIN & FINANCE COMMITTEE'S RECOMMENDATION TO MOVE \$500,000 TO BOARD DESIGNATED RESERVE LINE. BOARD MEMBER MALONEY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **Approval of Update to Land Acknowledgement**

Ms. Meagher displayed the proposed updated language. The IDEA Committee has discussed several versions to acknowledge the relationship with the Tribes and acknowledge there is work to be done establishing and building those relationships. The ECA Board approved this version this month and the next step was to bring it to the EPFD Board for approval to begin using it.

BOARD MEMBER GROTHEER MOVED TO APPROVE THE UPDATED LAND ACKNOWLEDGEMENT. BOARD VP WILLCOCK SECONDED THE MOTION.

Discussion followed regarding support for the revised acknowledgement, appreciation to the IDEA Committee for ensuring the Land Acknowledgement reflects input from indigenous communities, and audience applause when it is stated at performances.

MOTION CARRIED UNANIMOUSLY.

9. PFD Board Committee Reports

Board Member Brewster reported the Association of WA State PFDs received an update from Betty Erickson, the current association lead, which included the legislative lobbyist's final report. Some members have concerns about how the association is managed and governed and he anticipated collaboration and discussion among the PFDs to make improvements. The date for the annual conference is September 23-25.

Board Member Brewster reported he was unable to attend the last Education & Outreach Committee meeting. He encouraged board members to attend a launch of the ninth anthology of student writings from Scriber Lake High School students at the Edmonds Waterfront Center on April 30. Board members' attendance illustrates the ECA's support and provides a boost of confidence to these young writers.

Board Member Brewster provided updates from the monthly Creative District Advisory Committee. The district received two grants from Arts Washington, \$7500 for marketing which will be used to stage a media tour of Edmonds to show examples of the creative district which will include the ECA. There will be a Sketcher Fest in July; Seattle Times Sketcher Gabriel Campanario invites travel sketchers to sketch things in Edmonds. The Edmonds Creative District plans to have a table at the event and be included the introductory materials. The other grant the district received for \$60,000 will be matched by the Edmonds Arts Foundation and is intended to update and add public art to Anway Park by the ferry holding lanes to identify Edmonds as a Creative District to ferry users.

The Department of Commerce Creative Economy Director plans to ask for \$5 million in the governor's budget next year dedicated to creative districts. There are 15 creative districts; if approved, Edmonds' share would be \$300,000. Creative Districts are encouraged to identify ways to use the funds such internships to create paths for high school and college students.

Board VP Willcock reported the Philanthropy Committee meeting included a review of the status of grants and other revenue generation, review of overall goals and the operations of the team, update on the spring appeal, finalizing the charter, an update on Center Stage planning, and an overview regarding revising the Gala format. Board Member Maloney added the meeting also included discussion on minor changes to the Center Stage format. Ms. Liu added the video will be truncated to keep interest and energy high and so the videos can be reused for other purposes.

Ms. Liu described the proposed change to the Gala format to be more performance centric with a star performer where the ticket price includes a donation (to replace Raise the Paddle) and may include a few auction elements. The Philanthropy Committee is very interested in exploring that format, but because the date for the Gala has already been set for 2024 (October 18), it requires securing an appropriate artist who is available. She provided a list of artists to the committee; staff is in the process of reaching out to the artists to confirm fees and availability. The Philanthropy Committee will make a decision at their next meeting whether to move forward with the new format or wait to make a change in 2025.

Questions and discussion followed regarding whether the performance would be open to the public, whether a ticket price could replace Raise the Paddle, Ms. Liu's experience with this model, and larger Seattle arts organizations that utilize this model.

Board VP Willcock reported items reviewed by the Admin & Finance Committee are on the agenda for the EPFD Board meeting.

Board Member Grotheer reported neither the IDEA Committee nor the Universal Access Task Force have meet since the board's last meeting. The Music Building Taskforce continues looking at various combinations of repair or demolition/replacement. The Facilities & Operations Committee discussed the three highest priority universal access projects; replacing a C02 sensor for the HVAC system which the committee approved, assisted listening devices for which grants are being pursued, and ADA doors (push button for inner and outer theater entrance doors). There are grants available and facilities staff has gotten updated bids. There will be a national conference on disability in the arts sponsored by the Kennedy Center in Seattle on July 29-August 2. The Music Building Taskforce plans to provide a recommendation in mid-April. Board President Liaw requested that be added to the April EPFD board agenda.

Board President Liaw relayed the Hosting Committee did not meet. Admin & Finance discussed a resolution related to GASB 96 and vacation time around 4th of July. The Mithun group is discussing scheduling a presentation in April.

10. Associate Executive Director Update

- **Finance Update**
 - February Draft Financials

Ms. Meagher advised the packet included draft February financial reports. All the reports are draft until they are finalized for the audit. She displayed and reviewed the financial dashboard, highlighting operating revenue for presented events, rentals, contributed revenue, and ticket donations. She highlighted operating expenses related to presented events, marketing, payroll, facilities maintenance and utilities and continued due diligence to control expenses. She reviewed non-operating revenues and expenses, highlighting sales tax, accounts payable, and unearned ticket revenue.

Questions and discussion followed regarding finalizing the 2023 financials for the audit scheduled in August, a suggestion to gray out future months on KPI Dashboard report (similar to Cashflow Projections by Month), and a suggestion to include a one page grant funding spreadsheet in future finance updates.

- **Human Resources Update**
 - Policy Updates

Ms. Meagher reported she and Ms. Liu are discussing risk tolerance for the previously drafted policies and will present the policies to the EPFD Board next month. The current HR handbook is being updated to incorporate new laws related to accommodations during pregnancy. The GASB 96 policy related to information technology agreements will come to the EPFD board next month to establish a \$2,000 threshold.

Ms. Meagher relayed the packet included an updated org chart. A part time rental assistant has been hired; a part-time grant writer position, to replace the consultant, will be posted on Friday; the tech lead and a stage hand gave notice and those positions will be posted this week. Both are

willing to be in an over-hire role and contract with the ECA for Center Stage. It was recommended the org chart with employee names be distributed to the EPFD Board.

- **Facilities Update**

See Board Member Grotheer's update under PFD Board Member Reports.

11. **Executive Director Update**

- **Development Update**

Ms. Liu reported she and Amy Stagno are scheduling board philanthropy reviews. Ticket add-ons are outperforming budget expectations. Invites have been sent for May 15 Center Stage. Planning for Center Stage and the Spring Appeal are underway and although they are happening somewhat concurrently, they target different groups. The departments building their annual work plan at the beginning of the year has helped with pacing and project management. A few more Gala buy-in events are coming up including an Edmonds Kind of Fashion Show on April 11 and there will be a Center Circle reception on April 18, a preshow to Red Hot Chili Peppers. There was a great Emeritus Board event last night to relaunch and reengage that group and plans to make that a quarterly gathering. A light edit/evaluation is being done of the Emeritus Board charter and requirements for appointment.

- **Education & Community Engagement Update**

Diana Ortega-Chance and Nick Williamson are confirming their season and completing preparations for the Educator Preview and summer camps.

- **Programming/Revenue Update**

Ms. Liu commented the doubleheader last weekend of Radical System Art and Neko Case was inspiring and spoke to the range and quality of ECA programming. She displayed and reviewed the Ticket Sales report. Ms. Meagher encouraged board members to attend Pamyua. Ms. Liu advised of a preshow event for Pamyua, an onstage workshop. She hoped to do 6-8 preshow events during the 2024-2025 season. Twenty-four shows have been confirmed for 2024-2025 season and more offers are pending. Staff is looking at audience development and would like to do at least two family friendly matinees. Summer shows are being finalized and staff is exploring the ECA participating in Porchfest in September.

- **Strategic Planning Timeline & Elements**

Ms. Liu advised the Strategic Plan outline included in the packet is a rough draft that will be further refined. The Steering Committee reviewed the outline last month and will continue providing feedback to ensure there is agreement on the scope of organization objectives before formulating a draft RFP for distribution in May, hiring a strategic planning consultant by September, and beginning work no later than the start of 2025. She invited board members to provide input on goals and objectives.

12. **Senior Staff Update – Production Manager**

Ms. Liu introduced Production Manager Kingston Prescott who described his background; originally from the east coast, most recently from Spokane, worked at smaller venues in Spokane, family members are musicians, went from playing shows to booking shows, running shows, promoting, talent buying, etc. After nine years in Spokane, he began looking elsewhere and is happy to be at the ECA. Board members welcomed him. Mr. Prescott relayed the production team is wonderful and some additional staff will be hired such as a dedicated A2 (assistant sound

engineer) who knows the system well instead of using over-hire. He relayed goals related to saving money, strengthening relationships, changing the way deposits are handled to be in line with industry standards, holding strong on offer and contract language and charging for additional requests, and strengthening tenant relationships and communications with CCF and CSO.

13. New Business

• **EPFD Board Minutes – February 29, 2024**

Ms. Liu requested the following amendment: page 5 under Education - Kidstock!, change Educator Preview to June (instead of March).

BOARD VP WILLCOCK MOVED TO APPROVE THE FEBRUARY 29, 2024 MINUTES AS AMENDED. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

14. Adjourn

The meeting was adjourned at 8:59 a.m.

Next EPFD Board Meeting: Thursday, April 25, 2024 - 7:30 AM

ACTION ITEMS:

1. Amend February 29, 2024 EPFD Board Meeting Minutes: page 5 under Education - Kidstock!, change Educator Preview to June (instead of March)
2. Schedule presentation regarding findings of Mithun's Building Envelope & Seismic Assessment
3. Following Mithun presentation, create list of short and long term capital projects organized by dollar amount that identifies priorities for 2024 and 2025
4. Add board member assignments to external committees to committee list and distribute list
5. Pets at the Workplace and Children at the Workplace policies
6. Gray out future months on KPI Dashboard report (similar to Cashflow Projections by Month)
7. Include grant funding spreadsheet with Financial Reports
8. Distribute org chart with staff names to EPFD Board
9. April EPFD Board meeting
 - a. Approval of Board Designated Funds Policy on Consent Agenda
 - b. Recommendation regarding music building
 - c. GASB 96 policy