M I N U T E S

Edmonds Public Facilities District
Board of Directors Special Meeting
October 30, 2025

The Edmonds Public Facilities District Board hybrid meeting convened at 7:31 a.m. in the Edmonds Center for the Arts Green Room, 410 4th Avenue North, Edmonds, and via Zoom.

EPFD Board Members Present
Wayne Grotheer, President
Suzy Maloney, Vice President
David Brewster
Scott Ely
Ray Liaw

ECA Board Members Present
Matt Cox, President
Heidi Napolitino, Vice President

ECA Staff Present
Kathy Liu, Executive Director
Lori Meagher, Associate Executive Director

City Staff Present
Richard Gould, Edmonds Finance Director (Ex-Officio)

1. Call to Order

Board President Grotheer called the EPFD Board meeting to order.

- Attendance of those attending in-person for minutes.

2. Land Acknowledgement & Equity Statement

Board Member Brewster read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

The agenda was amended as follows: Meeting Minutes on Consent Agenda were changed from September to October 2 & 7, 2025 and September Staff Report under Old Business was changed to October Staff Report.

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

4. Board President's Comments

Board President Grotheer thanked ECA Board President Matt Cox and Vice President Heidi Napolitino for attending today's meeting. He also thanked the ECA leadership and staff and board members who have been involved in the preparations for the annual Gala. He thanked everyone who experienced challenges due to his remote participation.

5. Public Comment - None

6. Consent Agenda

- **Meeting Minutes – October 2 & October 7, 2025**

- **September Disbursement Report**

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

7. Old Business

- **Prior Action Items Review**

Ms. Meagher reviewed progress on action items from previous meetings and identified outstanding items.

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

8. Executive Session – per RCW 42.30.110(g)

At 7:37 a.m., Board President Grotheer recessed the board to an approximately 20 minute executive session to evaluate the qualifications of an applicant for public employment per RCW 42.30.110(g).

At 7:57 a.m., the executive session was extended for 15 minutes.

9. Return to Open Session

The meeting reconvened at 8:11 a.m.

10. PFD Board Business

- **Interim Executive Director Position**

Board President Grotheer provided a report from the taskforce appointed by the EPFD Board at the October 7 meeting to identify an interim executive director. The taskforce recommends the interim director be selected from outside the ECA staff and boards and that it be a part-time position. The taskforce is hopeful the associate executive director will consider assuming additional developmental responsibility during the interim period which will be discussed further with her.

Board VP Maloney highlighted the following:

- Roles and responsibilities of the interim ED:
  Ensure goals, objectives and daily commitments are accomplished, performance management, some involvement with strategic plan to ensure it is moving forward, reassess current and past donor relationships and make recommendation to the board, oversee CRM migration, serve as conduit between staff and boards, and conduct objective analysis of organizational culture, effectiveness and structure.
  (Above to be finetuned with the candidate depending on their background, experience and skills)
- Experience, skills and attributes of the interim ED:
  Adaptability and experience with changes in management; collaborative mindset; ability to lead during times of uncertainty; high level understanding of systems and systems migration; experience with strategic business plans, organizational culture, effectiveness and structures and how they support goals and objectives; and a visionary leader who can be a sounding board for staff.

Board President Grotheer explained the taskforce's next step will be to interview external candidates. If that is successful, the taskforce will make a hiring and compensation recommendation to the EPFD Board and the Board will conduct an interview. If unsuccessful, the taskforce will report to the EPFD Board and ask the Board to approve use of an executive search firm.

Discussion followed regarding next steps including finalizing/finetuning the roles and responsibilities and experience, skills and attributes; the Board approving a position description; refining the roles and responsibilities following the interim ED's discovery period; anticipation the taskforce's recommendation will include a candidate, outline of the job description and compensation; term of the interim ED's employment; whether the interim ED would have a role in the search for a permanent ED; and potentially utilizing HR counsel.

> **BOARD MEMBER LIAW MOVED THAT THE EPFD BOARD DELEGATE TO THE PRESIDENT AND VICE PRESIDENT OF THE EPFD BOARD AND ECA BOARD, THE EXECUTIVE SEARCH COMMITTEE, THE SEARCH FOR AN INTERIM DIRECTOR WHO WOULD SERVE PART-TIME WITH SALARY AND JOB DESCRIPTION TO BE DETERMINED BASED ON RECOMMENDATIONS TO THE EPFD BOARD IN TERMS OF WHAT THOSE TWO COMPONENTS WOULD LOOK LIKE AND IN THE SEARCH, GIVING THE EXECUTIVE TASKFORCE THE DISCRETION TO EITHER BRING THE EPFD BOARD A RECOMMENDED CANDIDATE OR TO USE A SEARCH FIRM TO IDENTIFY CANDIDATES DEPENDING ON HOW QUICKLY THEY ARE SUCCESSFUL IN THAT PROCESS. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

11. PFD Board Member Reports

Board Member Ely reported the Philanthropy Committee meeting focused on the Gala. He reported on Gala ticket sales, corporate sponsorships, and the Yearend Campaign.

Board Member Liaw reported the Hosting Committee meeting focused on next year's rate increase which will be presented to the EPFD Board next month. The Admin & Finance Committee meeting included several of the items on today's agenda.

Board Member Brewster reported the AWSPFD bylaws have been finalized; he will provide them to Ms. Meagher for distribution to EPFD Board members. Next steps include providing the bylaws to the IRS to qualify for 501(c)(4) designation and distributing the bylaws to all the PFDs. The bylaws describe who can be a AWSPFD board member. The interim AWSPFD Board, of which he is a member, will meet again soon to finalize a dues schedule and send out invoices for 2026 dues by the end of November as well as a call for nominations for the actual AWSPFD Board. The new AWSPFD Board (president, vice president, secretary and treasurer) will assume their roles in January 2026, including the treasurer overseeing transfer of existing funds into an official AWSPFD account, and providing a recommendation regarding the role of the lobbyist. The AWSPFD's lobbyist has been paid in full.

Ms. Liu reported the Education and Community Engagement Committee's meeting focused on Kidstock and fall activities.

Board President Grotheer reported the Universal Access Taskforce plans to meet in November to apply an accessibility tool for arts organizations to the ECA. The taskforce is seeking additional participation from both the EPFD and ECA Board. A new member of the Facilities & Operations Committee has offered to contact legislators regarding funding. Staff, with the assistance of Norm

Brown, is considering near term fixes for deterioration in the building envelope. The 2026 budget will include a placeholder for that expenditure.

12. Executive Director Update

- **Programming/Outreach**
  - Ticket Sales Update

Ms. Liu reviewed the Ticket Sales Report, highlighting ticket sales for fall shows, the Marketing Department's efforts, and recently announced special engagements.

- **Contributed Revenue Update**

Ms. Liu reviewed the Development Revenue Report, highlighting corporate sponsorships and the Yearend Campaign which will begin after the Gala.

- **Gala Update**

Ms. Liu reported on ticket sales and logistics of the event. Discussion followed regarding raffle ticket sales.

- **Strategic Planning Update**

Ms. Liu reported the Strategic Planning Committee and department heads reviewed the proposed Strategic Planning goals; next steps are to add timing and framing. A draft of the goals, objectives and tactics will be sent out to the ECA and EPFD Boards by end of day October 31. Staff will host a Q&A for the ECA Board on November 10 followed by ECA Board review and recommendation on November 18. The plan will not be distributed to committees for review. The plan will be reviewed by the EPFD Board at its November 20 meeting.

Board Member Brewster reported on the Strategic Planning Committee's review. He recommended staff do an initial prioritization.

Ms. Liu reviewed the five goals in the plan:
Goal 1: Cultivate a Thriving Organizational Culture
Goal 2: Ensure Financial Resilience and Facilities Evolution
Goal 3: Strengthen and Streamline Governance for Impact
Goal 4: Broaden Access and Deepen Community Participation
Goal 5: Define and Elevate Our Regional Identity

Discussion followed regarding approval of goals and objectives, staff's prioritization, purpose of tactics in the plan, and including review of the Strategic Plan on the agenda if a special EPFD Board meeting is scheduled.

13. Associate Executive Director Update

- **Finance Update**
  - Financials

Ms. Meagher reviewed the September 2025 Income Statement-Key Amounts, highlighting operating revenue, operating expenses, non-operating revenue and expenses, and total surplus (loss). Discussion followed regarding key Income Statement ratios.

- Rental Revenue

Ms. Meagher reported rental revenue is exceeding projections. She will provide a report on rental revenue at the November meeting.

- FY 2024 Audit

Ms. Meagher reported the auditors anticipate completing the audit in November.

- FY 2026 Budget

Ms. Meagher reported first drafts provided by department heads were incorporated into the annual budget which was shared with the budget subcommittee. Input provided by the subcommittee will be shared with department heads and the first draft of the budget will be shared with committees next week in preparation for the special meeting with the ECA, A&F Committee & EPFD Board on November 19.

- **Human Resources**

Ms. Meagher reported on interviews for the accountant position and plans to post a production tech lead position. Ms. Liu reported on plans to promote from within for the box office manager position and a slight restructuring of box office staff. Discussion followed regarding the difference between a house electrician and a tech lead.

Ms. Meagher relayed the Employee Handbook was shared with the Admin & Finance Committee. She highlighted updates to the handbook. Once the Admin & Finance Committee completes its review, further modifications will be incorporated into the draft followed by public agency legal review prior to review by the EPFD Board.

14. <u>New Business</u>

15. <u>Adjourn</u>

The meeting was adjourned at 9:09 a.m.

Next EPFD Board Meeting:
- Special Meeting: Combined ECA, A&F Committee & EPFD Board: November 19, 2025
- November 20, 2025
- December 11, 2025

ACTION ITEMS:
1. Distribute AWSPFD bylaws to EPFD Board members
2. Present preliminary interim ED job description to EPFD Board
3. Distribute list of five Strategic Plan goals to EPFD Board members
4. Send A&F Committee the redlined Employee Handbook
5. Include review of the Strategic Plan on the agenda if a special meeting is scheduled
6. November Meeting
   a. Rate increase
   b. 2026 budget
   c. Strategic Plan goals and objectives
   d. Rental Revenue Update