M I N U T E S

Edmonds Public Facilities District
Board of Directors Special Meeting
November 20, 2025

The Edmonds Public Facilities District Board hybrid meeting convened at 7:32 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 Staff Present
Lori Meagher, Associate Executive Director

Guests
Stanford Thompson

1. Call to Order

Board President Grotheer called the special EPFD Board meeting to order.

- Attendance of those attending in-person for minutes.

2. Land Acknowledgement & Equity Statement

Board Member Liaw read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

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

4. Board President's Comments

Board President Grotheer acknowledged ED Kathy Liu's last day was Friday. He thanked Ms. Meagher and department heads for taking on the additional workload that Ms. Liu's absence creates until an interim ED is hired. He assured the taskforce is working diligently to identify an interim ED. He thanked staff and board members involved in the successful ECA fundraising Gala.

Board President Grotheer recognized one of the draft goals in the strategic business plan is ensuring financial resilience and facilities resolution which includes facility partnerships. A taskforce will be formed in early 2026 to focus on identifying, evaluating and recommending potential partners to share the facility. There are already two interested parties. Board Member Liaw will lead the taskforce, along with him and Facilities and Operations Committee Member Norm Brown. The taskforce will meet with key staff in December as a first step.

5. Public Comment - None

6. Consent Agenda

- **Meeting Minutes – October 30, 2025**

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

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).

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

Board President Grotheer congratulated the programming, marketing and communications team who reported 46% of the ticket purchasers this year are new to ECA and recognized their efforts related to expanding audiences and targeting their marketing.

8. Executive Session

- **Pursuant to RCW 42.30.110(g) to evaluate the qualifications of an applicant for public employment and to review the performance of a public employee**

At 7:38 a.m., Board President Grotheer recessed the EPFD Board to a 20 minute executive session regarding the item listed.

At 7:58 a.m. the executive session was extended for 10 minutes.

9. Return to Open Session

The meeting was reconvened at 8:13 a.m.

10. PFD Board Business

- **Update to EPFD Bank Account Signatories**

Ms. Meagher explained the signatories on the EPFD's bank accounts need to be updated to remove former Executive Director Kathy Liu and add Operations Manager Sandra Nestorovic to existing signatories. It was also recommended Board Member Ray Liaw be removed and Board President Wayne Grotheer be added.

BOARD MEMBER LIAW MOVED TO REMOVE KATHY LIU AND RAY LIAW AS SIGNATORIES AND ADD SANDRA NESTOROVIC AND WAYNE GROTHEER AS SIGNATORIES. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

- **Possible Action to Retan an Interim Executive Director**

Board President Grotheer advised he was not proposing action to retain an interim ED at this time. The current interim ED job description is included in the packet for the board's review and approval.

Questions and discussion followed regarding the statement under Essential Functions: "The Interim Executive Director does not have hiring or firing authority" and who would have hiring and firing authority, preference the interim ED would have hiring authority, not allowing the interim ED to create positions, assumption hiring authority would be delegated, preference interim ED candidates have experience with unions, and allowing termination authority for department heads.

BOARD MEMBER LIAW MOVED TO APPROVE THE INTERIM EXECUTIVE DIRECTOR POSITION SUBJECT TO THE CHANGES THAT WERE JUST DISCUSSED. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

Board President Grotheer relayed the next issue for board consideration is the associate executive director's salary; she is effectively serving as the temporary interim ED until an interim ED is hired. Discussion followed regarding the past practice of elevating the associate ED to interim ED in the absence of an ED.

BOARD MEMBER LIAW MOVED TO APPOINT LORI MEAGHER AS THE TEMPORARY INTERIM EXECUTIVE DIRECTOR UNTIL SUCH TIME AS A PERMANENT INTERIM EXECUTIVE DIRECTOR IS HIRED. BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

11. PFD Board Member Reports

Board Member Brewster reported the Creative District Advisory Committee did not meet but members were asked to attend the Edmonds Civic Roundtable's "A Look at the Future of Edmonds Business, Arts and Quality of Life in 2026" forum. The forum was very well attended; members of the business and arts communities presented their perspective regarding what Edmonds will be facing due to its financial issues and what assistance the community can provide. Attendees broke into small groups for discussion followed by sharing of ideas with the larger group. Topics included paid parking, B&O tax, cultural arts tax, and creating a central arts/events calendar. Discussion followed regarding ECR's mission, the future of the CDAC given the City's finances, how to maintain a thriving arts community in Edmonds, and who would be willing to create/maintain a central arts/events calendar.

Board Member Brewster reported the Education and Community Engagement Committee did not meet; he directed attention to Diana Ortega's section of the November Staff Report. Board members are encouraged to attend the Pow Wow Workshop on Saturday. The date for Kidstock! has been finalized - January 17 - and programming for the event has been completed.

Board Member Brewster reported the Association of WA State PFDs bylaws have been completed; the interim board will meet to finalize bank account transfers and develop a dues schedule.

Board Member Liaw reported the Facility Partnership Taskforce has met once; she and Board President Grotheer will report on their progress as future meetings.

Board President Grotheer reported the Universal Access Taskforce is preparing for an accessibility self-assessment related to organizational approach, space, access services, communication, and programming. The goal is to complete an assessment of one topic per month.

Board VP Maloney reported the focus of the Philanthropy Committee meeting was debriefing the Gala. Takeaways included too many people in the space which affected the flow, not enough food and wine, varying opinions regarding the music and auctioneer, and most items sold at or above value.

Board President Grotheer referenced the staff report for highlights from the Facilities & Operations Committee. He reported the Steering Committee meeting included discussion regarding strategic plan communications and implementation, particularly governance and committees, and facility partnerships. An ad hoc 2026 Budget Taskforce was established (himself, Board Member Ely, ECA President Matt Cox and ECA Secretary/Treasurer Jeff Lewis) that has been working with staff to develop a budget that will be approvable by the Admin & Finance Committee and consistent with the draft strategic plan goal of financial resilience and facility evolution.

12. Associate Executive Director Update

- **FY 2024 Audit**

Ms. Meagher relayed the financial statements need to be revised to reflect the insurance adjustment for damage to the music building.

- **FY 2026 Budget**

Ms. Meagher recognized the taskforce assisting with the budget which is in its third draft. Directives include closing the operating loss and the impact that change has on cash flow. She relayed plans to have department heads review their budgets one more time, intent to focus on the ECA's 25th silver anniversary in 2031 instead of the 20th anniversary in 2026, possibly reducing the number of shows, and potential staff reductions.

- **Human Resources**

Ms. Meagher reported on department heads' assistance without the ED, transition in the box office, and hiring of a permanent accountant and tech lead.

Ms. Meagher relayed she is working on getting the redlined version of the updated employee handbook to the Admin & Finance Committee for review. Discussion followed regarding how often the employee handbook is updated.

Board Member Brewster recognized tech staff and volunteers for their efforts at the Gala.

13. Strategic Plan Update

Stanford Thompson relayed taking into account everything that has transpired over the past month, there is a need to make adjustments to the strategic plan that stay true to the content, but adjust to focus on the first year which takes into account leadership transition between an interim ED and the first six months of a permanent ED, and years two, three and four, rather than a five-year plan that anticipates Ms. Liu's leadership. This will likely move the completion date out.

Questions and discussion followed regarding the structure of the strategic plan expectation the board will be provided the complete plan before approving it, revised mission and vision, addition of an executive summary, acknowledging ongoing tactics and objectives, providing the board the strategic plan prior to the meeting where a vote is anticipated, items that will remain in year one such as facility partnerships and governance and committee structure, clarifying the relationship between the EPFD and ECA boards, defining the role of committees, standing committees versus taskforces, and next steps for the strategic plan such as what does the first year look like and items that could be expedited in light of the leadership transition.

14. New Business - None

15. Adjourn

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

Next EPFD Board Meetings:
Special Meeting: Combined ECA, A&F Committee & EPFD Board: December 10, 2025
Special Meeting: December 11, 2025

ACTION ITEMS

1. Send redlined Employee Handbook to A&F Committee
2. Next EPFD Board Meeting
    a. Rate increase (provide information prior to meeting)
    b. 2026 budget
    c. Strategic Plan goals and objectives
    d. Rental Revenue Update
    e. Update From Facility Partnership Taskforce