

# MINUTES

## Edmonds Public Facilities District Board of Directors Meeting January 22, 2026

The Edmonds Public Facilities District Board hybrid meeting convened at 7:31 a.m. in the Edmonds Center for the Arts Green Room, 410 4<sup>th</sup> 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  
Jeff Lewis, Secretary/Treasurer

### **Guests**

Chris Eck, City Council Liaison

### **ECA Staff Present**

Caitlin Pontrella, Interim Executive Director  
Lori Meagher, Associate Executive Director

#### **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 Ely read the Land Acknowledgement & Equity Statement.

#### **3. Agenda Review & Approval**

**BOARD MEMBER LIAW MOVED TO ADD EPFD SPECIAL MEETING MINUTES 12/10/2025, 12/11/2025, 12/29/2025 TO THE CONSENT AGENDA, ADD JANUARY STAFF REPORT TO OLD BUSINESS, AND DELETE EPFD BOARD RESOLUTION 2026.01 AND EMPLOYEE HANDBOOK FROM PFD BOARD BUSINESS (WILL COME BACK AT A FUTURE MEETING). BOARD MEMBER ELY SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.**

#### **4. Board President's Comments**

Board President Grotheer welcomed Councilmember Eck back as the Council liaison. He recognized there are a number of major items on the agenda, relaying the quote, "never let a good crisis go to waste."

#### **5. Public Comment**

Councilmember Eck offered to help the organization in whatever way she can.

## 6. Consent Agenda

- **October-December 2025 Disbursement Reports**
- **FY 2026 Rental Rates**
- **EPFD Special Meeting Minutes 12/10/2025, 12/11/2025, 12/29/2025**

**BOARD MEMBER ELY 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 the previous meeting and identified outstanding items (see Action Items below).

- **January Staff Report**

There were no board comments.

## 8. Interim Executive Director Update

- **30 Day Report**

Ms. Pontrella reviewed the 30-Day Situation Report, highlighting four interconnected risks requiring immediate board attention:

- Unresolved financial direction & strategic ambiguity
- Unsustainable governance load and blurred roles
- Leadership concentration and continuity risk
- Unresolved issues from executive departure

She reviewed Recommended Actions for PFD Board:

- Review the 30-Day Situation Report and ask clarifying questions
- Align and issue a clear directive on the financial direction of ECA
- Review draft Emergency Succession Plan and discussion options for reducing risks in the short term
- Determine action plan for addressing condition that contributed to the previous executive's departure
- Review Position Scope Recommendation from interim leadership and clarify goals for the interim period.

Questions and discussion followed regarding challenges associated with resolving the operating deficit, under-investment in facilities, organizational capacity, impacts of Covid, the board having an honest conversation about the operating deficit, differences of opinion about how to address the operating deficit, the board being unwilling/unable to confront realities, the board being guided by EDs without examining their perspectives and assumptions, appreciation for Ms. Pontrella's examination of the situation, addressing the operating deficit as quickly as possible and setting goals, being honest and bold in decision-making, the organization having a going concern issue, how long the organization can continue at this pace, the board's agreement with operating rich such as growing staff and programs, stop kicking the can down the road, greater discipline of the ED by the board, building milestones to address the operating deficit and giving direction to the ED, determining what is core to the ECA's mission and what can be eliminated.

Questions and discussion continued regarding downsizing the organization to bring it closer to a balanced operating budget, intent of today's discussion to reach alignment on the direction and pace, developing a plan to address the operating deficit by end of Q1, the ECA board's position on the operating deficit, goal in the last strategic plan to implement strategies to reach a 5% operating margin, principles of financial success developed by Admin & Finance and consensus not to have an operating deficit, leadership changes providing an opportunity to reevaluate, educating the ECA board about issues facing the organization, determining and preserving the ECA's core identity, determining next steps with the strategic plan and committee/taskforce structure, reduce committees to core needs, establishing 2-3 taskforces to focus on issues and identify Q1/Q2 deliverables, determining a realistic operating margin/profit, governance, mechanism for putting committees on hold, scope and expectations of the campus partnership taskforce, and understanding what the community wants from the ECA.

Questions and discussion continued regarding whether the recent strategic planning process adequately surveyed the community, making a presentation/update to city council in Q2, determining what is untouchable/sacred to the community, educational versus revenue-generating opportunities, reducing committee meetings and holding joint ECA/EPFD board meetings, retaining the Admin & Finance, Philanthropy, and Steering committees and putting others on hiatus, having Admin & Finance be an open meeting, board members' engagement/passion, joint operating agreement, executive membership of both boards meet to discuss committee structure and next steps regarding the strategic plan, reviewing the joint operating agreement and engaging the EPFD attorney regarding revisions, eliminating detailed staff-level reporting to boards, providing a platform for directors to highlight accomplishments, information/reports provided to the Emeritus Board, and informing board members/stakeholders of changes in reporting.

## **9. Executive Session**

- **Pursuant to RCW 42.30.110((g) to Review the Performance of a Public Employee**

At 8:36 am, Board President Grotheer recessed the meeting to a 20 minute executive session regarding the item listed above.

At 8:56 am, the executive session was extended to 9:11 am. At 9:11 am, the executive session was extended to 9:28 am. The meeting reconvened at 9:28 am.

***Note: The content of the remainder of the minutes is limited because the meeting was not recorded due to technical difficulties.***

## **10. PFD Board Business**

- **Interim Executive Director Budget**

Board President Grotheer discussed the work hours needed for the contracted Interim Executive Director vs. the 24 hours per week included as a baseline (overall average) in the Valtas contract with EPFD. Board President Grotheer discussed the added work not sufficiently included in the 24 hours per week average, including the added work needed to do the organizational assessments (30-day report presented today as well as the 90-day assessment that is underway) and to work with two separate Boards (ECA and EPFD), one of which was subject to public legal requirements. Board President Grotheer stated that he had already approved 35 hours/week for January 2026 as allowed by the contract.

Board President Grotheer described the need for improvements needed in how ECA operates, ECA's finances, and how the ECA and PFD Boards work together and with staff in order to be able to be successful in the long term and be able to hire a new permanent Executive Director. There was discussion on the alternative of hiring a new Executive Director to manage these transformations rather than using the Interim Executive Director to do so, with consequent delays in the changes needed and the likelihood of another short term permanent Executive Director.

Ms. Pontrella stated that she had verbally indicated the need for more hours very early in her work and has been limiting her meetings. Board President Grotheer agreed and stated that all adjustments in work hours needed to be approved in writing per the Valtas contract with Washington. Per the contract, all needs to be in writing

Board President Grotheer asked Ms. Pontrella if there was anything Board leadership could do to help limit hours, e.g. are there people that want to meet with Ms. Pontrella where the meeting is not critical to her role? Ms. Pontrella stated that she was limiting this herself including putting more donor contact responsibilities on the Philanthropy committee. Ms. Pontrella also stated that the biggest thing the PFD Board can do to reduce her hours is make decisions quickly (e.g. what we've heard today from her 30-day assessment) and limit check-in meetings.

- **Potential Adjustment to Interim ED Budget**

Board President Grotheer presented a proposed budget & duration for the Interim Executive Director. The budget is based on work hours remaining at 35 hours per week until late May, then reduced to 30 hours per week for 8 weeks, then go to 24 hours per week through an expected end in late September. This assumes that search for a permanent Executive Director would start as early as March with a goal of having the new ED on board before the 2026/2027 season starts.

The PFD Board moved, seconded, and unanimously approved a motion to increase the budget for the Interim Executive Director contract to \$260,718. Note: who moved & seconded was not recorded due to the technical difficulties in recording the meeting noted above.

- **EPFD Draft Board Resolution 2026.01**

The proposed resolution of the board of directors of the Edmonds Public Facilities District Delegating contract signing authority to designated staff was discussed briefly. Board Member Liaw noted that this would require much more detail before the Board could approve it.

## **11. Associate Executive Director Update - deferred**

- **Finance Update**

November draft financials were included in the meeting packet. December draft financials will be completed by the end of the month.

- **Human Resources**

## **12. PFD Board Member Reports – deferred except for board member Brewster**

Board Member Brewster offered to forward to Ms. Meagher a report from the Association of Washington State PFD's lobbyist to be circulated to board members.

**13. New Business**

There was no new business.

**14. Adjourn**

The meeting was adjourned at 9:49 am.

**Next EPFD Board Meeting: Thursday, February 26, 2026**

**ACTION ITEMS:**

1. Schedule Audit Exit Conference
2. Review joint operating agreement and engage EPFD attorney regarding revisions
3. Eliminate detailed staff-level reporting to board
4. Executive membership of both boards meet to discuss committee structure and next steps regarding the strategic plan
5. Distribute report from Association of Washington State PFD's lobbyist to board members

**Future Items**

1. Develop a plan to address operating deficit by end of Q1
2. Presentation/update to city council in Q2
3. EPFD Board Resolution 2026:01 – A Resolution of the Board of Directors of the Edmonds Public Facilities District Delegating Contract Signing Authority to Designated Staff
4. Employee Handbook