MINUTES

Edmonds Public Facilities District
Board of Directors Special Meeting
August 25, 2026

The Edmonds Public Facilities District Board hybrid meeting convened at 4:01 pm in the Edmonds Center for the Arts Green Room, 410 4th Avenue North, Edmonds, and via Teams.

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

EPFD Board Members Absent
David Brewster

ECA Staff Present
Caitlin Pontrella, Interim Executive Director

ECAN Board Members Present
Matt Cox, President
Jeff Lewis, Secretary/Treasurer
Kim Bayer
Matthew Baldock
Treasure Mackley
Adel Sefrioui

1. Call to Order

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

- Attendance of Those Attending In-Person for Minutes.

2. Land Acknowledgement & Equity Statement

ECAN Board President Cox read the Land Acknowledgement & Equity Statement.

3. Agenda Review & Approval

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

4. Board President's Comments

EPFD Board President Grotheer commented much of board members' work happens in committees and task forces. The purposes of today's meeting are to, 1) review the committee and task force reporting process to make it more effective, and 2) get current on committee and task forces' activities. He expressed appreciation for everyone's attendance.

ECAN Board President Cox commented this has been a topic of discussion at the Executive Committee level and, at the last meeting, members agreed the committee and task force chairs needed to be part of the conversation which is the reason for this meeting.

5. Public Comment - None

6. Committee & Task Force Reporting

- **Purpose of Current Reporting Expectations**

EPFD Board President Grotheer commented when the Executive Committee set its work plan for 2026, much of it was focused on the committees/task forces' work plans and ensuring they are aligned with priorities and have sufficient resources. Tracking their progress and providing assistance and/or resources is part of what the Executive Committee wanted to do. The intent of the template that Lexie and Caitlin designed for committees/task forces to provide updates on the work plan and a monthly report is not working as few have been submitted.

Discussion followed regarding barriers facing committees/task forces with regard to submitting reports.

- **Challenges**

Board President Grotheer reviewed perceived challenges with meeting reporting expectations (provided with agenda).

Questions, discussion and additional challenges identified by board members in attendance included don't have time, need to spend time on activities of committee/task force rather than reporting, find SharePoint clunky, Capital Campaign Committee has largely completed its work so nothing to report - need to present at a ECAN & EPFD meeting, not seeing report from Executive Committee, it's enough to just read the board packet, more effective to have need-to-know high level information from committee/task force, not every committee/task force needs to report out, intent is to have committee/task force reports in board packets, no legal requirement for committees/task forces to prepare minutes unless subject to OPMA, documenting committee/task force's decisions/recommendations, whether the Executive Committee is finding a gap in information to do their work, whether any committees/task forces need resources/support, reporting by two key committees (Finance and Executive) at EPFD meetings, intent of the report was to be just 2-3 headlines/bullet points, and issues with getting board members to read packet.

- **Options**

Suggestions:

- ➢ Provide report on status quarterly or on demand
- ➢ Verbal report out in meetings rather than documentation, could have one committee/task force report during each meeting
- ➢ Make report as simple and user-friendly as possible, prepare bullet points regarding action items/recommendations/help needed immediately upon conclusion of meeting

It was agreed:

- ✓ Committee/task force chair will prepare bullet points regarding action items, recommendations, help needed, etc. and submit to Lexie before each joint Boards meeting of ECA & EPFD.
- ✓ Staff will create an automated reminder to submit bullet points. There will be no further reminders; Committees or Task Forces not submitting updates will be identified as not having submitted a report.
- ✓ EPFD Board President Grotheer and ECAN Board President Cox will send a follow-up message to Chairs & co-chairs regarding this change.
- ✓ EPFD Board President Grotheer and ECAN Board President Cox will inform Executive Committee of this change.

7. <u>Current Committee/Task Force Update</u>

- **Joint Executive**

ECAN Board President Cox reported:

- ➢ Joint operating model

    - Next steps: Review information gathered at and since joint meeting and develop a proposal to bring to boards regarding what we need to do (formalizing and cleaning up current business practices) and longer-term strategic questions. Develop "what we learned" from joint meeting and distribute to boards
- Committee and task force information sharing
    - Determined if want to build an effective system, need to bring committees/task forces into discussion, hence this meeting
- Goal and ultimate deliverable for 2026: resolution or sufficient progress on the five strategic questions for 2026: partnership clarity, financial clarity, facilities vision, deficit plan, and fundraising capacity.

- **Joint Finance**

ECAN Secretary/Treasurer Lewis reported:

- Much of Q1 and Q2 tasks have been accomplished, now focused on Q3 and Q4
    - Financial assessment of organization was completed in Q2
    - Financial staffing has been improved and strengthened with hiring of Director of Finance and Operations Deborah Bellangé
    - Anticipate revised budgeting process in the future that is clearer, staff driven and recommended by Finance Committee
    - Budgets will be prepared and recommended by yearend
    - With Ms. Bellangé's expertise, the committee is taking a less active, operational role and instead is providing feedback on financial statements and budgets

Board VP Ely echoed the hiring of Ms. Bellangé has made life easier for the Finance Committee.

- **Joint Facilities Partnership**

EPFD Board Member Liaw reported:

- Getting close to issuing an RFQ
- EPFD Board will give final approval at August 27 meeting
- Hope to hire a consultant to strategically advise on the RFQ to the RFP process

ECAN Board Member Bayer reported:

- Work plan moved back a couple of weeks, now targeting September 15
- Ms. Pontrella will provide a revised scope of work to two consultant candidates
- Consultant will assist primarily with RFP and getting the word out about the RFQ
- Hope to have consultant selected to present to the EPFD Board
- Most of the details regarding the outreach plan are posted under the link
- Talking point and press release will be provided to all board members, staff, and volunteers prior to release of the RFQ

- **Executive Search**

Board Member Maloney reported:

- Effort is on track, work plan not changed
- Selected consultant (Valtas) who is in process of conducting virtual interviews with staff and board members and surveying both boards
- From interviews and survey will develop themes and job profile
- Goal is end of year hire.

ECAN Board President Cox reported:

- Characterize this as a discovery phase, gathering information from surveys and interviews
- A revised job description and other reference materials have also been provided to the consultant. The timeline is driven by Valtas.

- **ECAN Governance**

No one present to report.

- **ECAN Philanthropy**

ECAN Board Member Treasure Mackley reported:
- Last week's meeting focused on the Gala and item procurement (September 15 deadline to submit)
- Happy to have new Director of Development John Farrimond on board
- Need help from board members with sponsoring tables and recruiting people to attend

- **Joint Capital Campaign Readiness**

ECAN Board Member Adel Sefrioui reported:
- Committee's charge was to develop actionable roadmap to guide ECA and EPFD in preparing and executing a successful capital campaign to support the redevelopment of the facility over the next 5-7 years
  - Developed a cost analysis and scope for redevelopment, assessed organizational readiness, crafted a funding strategy, familiarized with available funding sources, and created a timeline and key milestones for moving forward
  - Met with several individuals and groups including the capital projects developer at the Edmonds School District, Edmonds Waterfront Center executive director, state and federal legislators, fundraising consultant regarding the cost to do an organizational readiness assessment, and general contractor about cost to redevelop the facility

ECAN Board President Cox invited committees to let the Executive Committee know, as they approach Q3, if they felt they were not on pace, needed additional resources, or there was anything the Executive Committee could help with.

Discussion followed regarding impact a potential capital campaign has on the executive director search decision, providing information to Valtas such as the facility partnership RFQ, and what is happening with a capital campaign and governance to help identify the skill set for the next ED.

8. <u>New Business</u>

9. <u>Adjourn</u>

The meeting was adjourned at 4:52 pm.

Next EPFD Board Meeting: Thursday, August 27, 2026 - 7:30 AM

ACTION ITEMS:
1. Committee/task force chair will prepare report with short bullet points regarding action items, recommendations, help needed, etc. and submit to Lexie following meeting
2. Staff create automated reminder to committee/task force chair to submit report
3. EPFD Board President Grotheer and ECAN Board President Cox will inform Executive Committee of this change.
4. Include committee/task force reports in board meeting packets