

Spokane Transit Authority
1230 West Boone Avenue
Spokane, Washington 99201-2686
(509) 325-6000

BOARD OPERATIONS COMMITTEE MEETING

Draft Minutes of the April 12, 2023, Meeting

Via Webex Video Conference

MEMBERS PRESENT

Lori Kinnear, City of Spokane, *Chair*
Al French, Spokane County, *Chair Pro-Tempore,*
Planning & Development Committee Chair
Pamela Haley, City of Spokane Valley
Performance Monitoring & External
Relations Committee Chair
Dan Dunne, City of Liberty Lake, *(Small Cities)*
E. Susan Meyer, Chief Executive Officer,
Ex Officio

STAFF PRESENT

Brandon Rapez-Betty, Chief Operations Officer
Carly Cortright, Chief Communications and
Customer Service Officer
Karl Otterstrom, Chief Planning and
Development Officer
Monique Liard, Chief Financial Officer
Nancy Williams, Chief Human Resources Officer
Dana Infalt, Clerk of the Authority

MEMBERS ABSENT

None

PROVIDING LEGAL COUNSEL

Megan Clark, Etter, McMahon, Lamberson,
Van Wert & Oreskovich, P.C.

STAFF ABSENT

Amie Blain, Executive Assistant to the Chief
Financial Officer

1. CALL TO ORDER AND ROLL CALL

Chair Kinnear called the meeting to order at 1:30 p.m. and conducted roll call.

2. APPROVE COMMITTEE AGENDA

Ms. Haley moved to approve the updated agenda as presented, Mr. Dunne seconded, and the motion passed unanimously.

3. CHAIR'S COMMENTS

Chair Kinnear mentioned her anticipation of the City Line launch.

4. COMMITTEE ACTION

A. March 8, 2023, Committee Minutes

Mr. Dunne moved to approve the March 8, 2023, Committee meeting minutes as submitted. Ms. Haley seconded, and the motion passed unanimously.

5. COMMITTEE ACTION/DISCUSSION

A. Board Consent Agenda

i) 2022 Service Change Bus Stops Phase 2: Site License Agreements and Temporary Construction Easements

Mr. Otterstrom noted acquisition of site license agreements and temporary construction easements must be approved by the Board. He shared the locations for the three site licenses being requested along with the four temporary construction easements. He advised the value of the temporary construction easements will be determined by appraisal.

He advised staff's recommendation: Recommend the Board approve, by motion, the acquisition of site license agreements and temporary construction easements on parcel nos. 25310.9021, 15365.1101, 15254.0038, and 35175.0041 for an amount not-to-exceed \$5,000 and authorize the CEO to negotiate each site license agreement and temporary construction easement and to execute all necessary documents on behalf of Spokane Transit Authority.

Brief discussion ensued.

Mr. Dunne moved to approve as presented. Ms. Haley seconded, and the motion passed unanimously.

ii) Amendment to Resolution 801-22 (Tariff Policy) (Resolution

Ms. Clark reminded that the Board adopted Resolution 799-22 in July, 2022, to revise the STA Tariff Policy and procedures to incorporate Zero Fare policy and then approved a revision to the policy language regarding children under the age of six in September, 2022, with Resolution 801-22. She advised that two fare tables were erroneously omitted for Vanpool and Special Events, as well as STA's Policy 01-006 for Fares. She noted this amendment to Resolution 801-22 corrects that omission.

Mr. Dunne moved to recommend the Board adopt Amended Resolution 801-22, the attached Tariff Policy and Procedures' minor amendment, including all necessary and previously approved Exhibits. Ms. Haley seconded, and the motion passed unanimously.

6. COMMITTEE CHAIR REPORTS

A. Al French, Chair, Planning & Development (P&D)

Mr. French joined via cell phone. He experienced difficulty with the virtual platform muting him and Ms. Haley proceeded with the PMER Chair Report until such time as Mr. French could be heard.

B. Pam Haley, Chair, Performance Monitoring & External Relations (PMER)

Ms. Haley advised that the PMER committee had a lengthy discussion about the staff proposal regarding administrative fees charged on the purchase of new Connect cards and for the replacement of lost or stolen cards. No fees would be charged for youth riding zero-fare. Connect Card Fare administration which ended in a tie vote and no fee recommendation. She advised it will go to the full Board for consideration. She also reviewed the other items presented at PMER.

Chair Kinnear asked if the Committee held a thorough discussion and exchange of information and people just couldn't agree? Ms. Haley confirmed it was discussed for over an hour and was forwarded to the Board with no recommendation.

Mr. French shared that he did not participate in PMER but observed it. He said it has been the practice that whenever there is not a recommendation from a committee, Board Operations would determine if it goes to the Board or not. He said the role of Board Ops is to manage the agenda and Board activities and this is one of those activities. It would be his recommendation that this committee refers to the Board for final action and said that it is clearly within the Board Operations Committee authority and consistent with past practice to do that. He offered that for consideration.

Regarding the Planning & Development Committee Chair update, he asked Karl to provide an update on the P&D Committee meeting. Mr. Otterstrom noted the items recommended to the Board by the P&D Committee.

Chair Kinnear thanked Mr. French and Mr. Otterstrom and asked if anyone had questions.

Ms. Meyer clarified that the first vote at PMER was on the staff recommendation. Staff had completed the presentation and the fare equity analysis. The second two motions to the recommendation changed the administrative fee and they both failed to pass as well. She said she didn't think anything prohibited us from putting those motions on the cover sheet to come before the Board in the packet. Ms. Kinnear thanked her and asked if there were any questions.

Mr. Dunne asked for clarification that the Board Operations Committee is currently deciding if an item that was not recommended by another committee should move to the full Board or not. Chair Kinnear confirmed that was her understanding and that the other two motions be included in the cover sheet going to the Board. Mr. Dunne said he agreed the actions of the committee should be visible. Ms. Meyer said we agreed to include all three motions on the cover sheet. Mr. Dunne stated he didn't think the Board Operations Committee should offer any recommendation. Chair Kinnear confirmed that was her understanding and asked legal counsel if a motion was needed to move the item forward. Ms. Clark said it wasn't required but wouldn't be a bad idea to take up a motion to decide as a committee to go before the Board. A motion would close the loop. Chair Kinnear asked Ms. Clark to recommend the motion. Ms. Clark stated the motion should be that the Board consider the administrative fee without a recommendation from the PMER committee.

Mr. Dunne made a motion that the Board consider the fee as stated by legal counsel. Ms. Haley seconded.

Ms. Haley expressed that she thought the PMER committee already made that recommendation. She wasn't clear about the fact that if Board Operations couldn't deal with the issue, why can they decide that it can be moved forward to the Board?

Chair Kinnear asked for discussion on the matter and requested legal counsel to provide clarity. Ms. Clark stated the STA Rules of Procedure and the Committee Guidelines are silent on how the Board as a whole considers matters that come as a tie from a committee and whether those can be moved on to the full Board or not. Having the Board Operations Committee agree to move it to the full Board assists in that process to make sure it is properly considered by the Board even in the absence of a committee recommendation. Ms. Haley said she thought PMER recommended it go to the Board with no recommendation. Ms. Clark said that may have been the outcome but there was no motion and approval by the Committee. Chair Kinnear asked for discussion on this portion prior to voting. Ms. Haley said it was a little incongruous to her, but that she had seconded it and was comfortable with voting. Mr. Dunne said he was satisfied enough to proceed with a vote. Mr. French did not respond due to the difficulties in his access to the meeting by cell phone.

Ms. Meyer advised the Chair that Mr. French had called in on her cell phone, and she held it up to her computer microphone so he could be heard. Mr. French said it has been the practice that Board Operations can and has in the past made a decision for a recommendation to the full Board when a committee is gridlocked. Otherwise, you leave the Board gridlocked due to two people and that is not an equitable situation and it's not good management of the Board. He said that is why the Board historically has said if a committee cannot reach a consensus, the Board Operations Committee has the opportunity to give a recommendation to the rest of the Board. There is nothing inconsistent with the Bylaws or past practice with being able to make that determination and recommendation to the Board. Regarding the PMER meeting, there was a motion to recommend sending this to the Board with no recommendation. The original motion, as he recalled, was to send a recommendation to the Board to support the recommendation from staff. It was only with Mr. Zappone's series of amendments that PMER ended with the gridlock. There is nothing inconsistent with Board Ops making that recommendation to the Board. Otherwise, you've got two people controlling a board of nine and that's just not equitable or fair to the rest of the Board.

Chair Kinnear thanked Mr. French. Mr. Dunne asked to hear from Legal. Ms. Clark offered a couple points of clarification. She didn't believe there was a formal motion to move this to the Board without a committee recommendation voted on at PMER. Going through Board Ops, if that is traditionally how this has occurred, the full Board hears the underlying condition. It's not making a recommendation to the underlying recommendation from staff, or any amendment made by Board members. The full Board will hear as a whole without a recommendation from the appropriate committee. That is consistent with the Rules of Procedure and Committee Guidelines as they sit now. She said it was mentioned that we're in a little bit of uncharted territory and that is correct, so it is her recommendation that we move it directly to the Board for consideration as a whole.

Chair Kinnear asked if anyone had questions. There were none. **Chair Kinnear called for the vote. Mr. Dunn, Ms. Haley, and Ms. Kinnear voted yes. Mr. French voted no, and the motion passed 3 to 1.**

7. BOARD RETREAT DISCUSSION

Ms. Meyer reminded that a workshop in the Fall had been discussed to include the foundational documents of the organization so Board members had a greater understanding of the roles of Board members, the CEO, and the organization. Principles of effective transit and how the role of the board member can be enhanced. She expressed her opinion that we do not wait until the Fall and suggested utilizing the Rules of Procedure in perhaps June or July as a starting point. She suggested it occurring between P&D and PMER committee meetings. She said we can continue to plan for a Fall workshop with a consultant. She asked for feedback. Discussion ensued about the Board Retreat topics and when would be the best time to schedule it. Further discussion will be held next month. Ms. Haley said she agreed to have it sooner but asked not to have it in July. Ms. Meyer suggested a survey of board members for interest by topic and add an "other" option for people to add in topics of interest. Ms. Haley, Mr. Dunne and Chair Kinnear agreed.

8. DRAFT RULES OF PROCEDURE

Ms. Clark reviewed a red-lined version of the updated Rules of Procedure, taking time to point out changes and additions. There was discussion of the updates and members were asked to review in more detail and provide Ms. Clark with their feedback. An additional review will take place at the May meeting.

9. BOARD OF DIRECTORS AGENDA APRIL 20, 2023

Ms. Haley moved to approve the Board of Directors agenda as presented, Mr. Dunne seconded, and the motion passed unanimously.

10. BOARD OPERATIONS COMMITTEE DRAFT AGENDA MAY 10, 2023

The Board Operations Committee Draft Agenda was reviewed. Although not required, *Ms. Haley moved to approve the Board Operations Committee draft agenda as presented, Mr. Dunne seconded, and the motion passed unanimously.*

11. CEO REPORT

Ms. Meyer shared details regarding the March 2023 voter-approved Sales Tax revenues.

12. NEW BUSINESS

None

13. ADJOURN

With no further business to come before the Committee, Chair Kinnear adjourned the meeting at 2:28 p.m.

Respectfully submitted,

Dana Infalt

Dana Infalt
Executive Assistant to the Chief Executive Officer
Clerk of the Authority