

MINUTES

Edmonds Public Facilities District Board of Directors Meeting July 25, 2024

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

Ray Liaw, President
Wayne Grotheer, Vice President
Suzy Maloney (arrived 7:33 a.m.)
David Brewster

ECA Staff Present

Kathy Liu, Executive Director
Lori Meagher, Associate Executive Director
Diana Ortega, Dir. of Education & Comm.
Engagement

EPFD Board Members Absent

Bill Willcock

Guests

Chris Eck, City Council Liaison

ECA Board Members Present

David Schaefer, Immed. Past President

1. **Call to Order**

Board President Liaw called the 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 and Approval**

BOARD MEMBER GROTHEER MOVED TO REMOVE AGENDA ITEM, "AMENDMENT TO EMPLOYEE HANDBOOK – PAID LEAVE." BOARD MEMBER BREWSTER SECONDED THE MOTION. MOTION CARRIED UNANIMOUSLY.

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

4. **Board President's Comments**

Board President Liaw wished all a Happy July, acknowledged staff's week off at the beginning of the month and hoped all were refreshed and rejuvenated.

5. **Public Comment**

There was no public comment.

6. **Consent Agenda**

- **EPFD Disbursement Report: June 2024**
- **Meeting Minutes – June 27, 2024**

BOARD MEMBER MALONEY MOVED TO APPROVE THE CONSENT AGENDA. BOARD MEMBER BREWSTER 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).

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

Board Member Brewster commented on strong advanced ticket sales for the upcoming season, the volunteer dinner and demographics of the volunteers. Board VP Grotheer expressed appreciation for the board’s support of the volunteer recognition.

8. PFD Board Business

- **Surplus Policy**

Ms. Meagher relayed the Facilities & Operations Committee reviewed and edited the policy and Board President Liaw provided edits to simplify and align thresholds with the purchasing policy. She will distribute a finalized draft for approval at August meeting.

- **Historic Building Preservation Fund Policy**

Ms. Meagher relayed the policy has been edited with input from several sources. Discussion followed regarding including the policy or the purpose section on the ECA website. Board approval of the policy will be on the August agenda.

- **Committee Recognition**

Board President Liaw said the intent of this agenda item was to discuss board participation on committees, recognize committees that provide recommendations to the EPFD board in the bylaws, and assign EPFD board members to those committees.

Discussion followed regarding current committee assignments, formally recognizing committees that make recommendations to EPFD in the bylaws and assigning EPFD board members to serve on those committees, staff efforts on committees, use of committees to advance aspects of the organization, volunteers on committees, ECA board members’ input into decisions via committees, and posting committee responsibilities and membership on the website.

Board members expressed interest in committee assignments as follows:

Committee	Existing EPFD Board Member	Revised EPFD Board Member
Admin & Fin	Liaw & Willcock	Liaw & Grotheer

Education & Community Outreach	Brewster	Brewster & Willcock*
Board Governance		
Facilities and Operations	Grotheer	Grotheer
Hosting	Liaw	Willcock* & Maloney
IDEA	Grotheer	Brewster
Marketing & Communications TF		
Philanthropy	Maloney, Willcock	Maloney & Willcock*

*Board Member Willcock assignments subject to his confirmation

9. PFD Board Member Reports

Ms. Liu reported the focus of the Philanthropy Committee meeting was finalizing online auction items and assigning members to make those requests.

Board Member Brewster reported Ms. Liu and he attended the Creative District Advisory Committee meeting where the City’s Community/Culture/Economic Development Director Todd Tatum provided updates on Sketcher Fest, a gathering of creative districts, and potentially working with ArtsFund on their legislative priorities and he and Ms. Liu and other committee members shared information. There will be a public call for artists for art on City-owned property adjacent to the ferry holding lanes.

Board Member Brewster also reported on logistics related to the Association of WA State PFDs conference including the evening social at ECA, business meeting in Lynnwood the next day, and unknowns such as dinner/tour of Angel of the Winds.

Board VP Grotheer reported Director of Patron Experience Nicole Giordano and he will be attending the Accessibility and the Arts national conference in Seattle next week. A community member on the task force, Dean Olson, also plans to attend (at his own expense). With regard to Facilities & Operations, he reported one of the heat exchangers needs to be repaired; the original estimate of \$50,000 has increased to \$60,000-\$75,000. Another critical safety item, engineering study of electrical system safety (arc flash prevention), is also proceeding,.

Board President Liaw reported the Hosting Committee plans to finalize and present their recommendation on rental pricing to the EPFD Board next month. Ms. Meagher Budget reported the Admin & Finance Committee meeting focused on the draft budget reforecast, an update regarding the audit, and the leadership retreat.

10. Associate Executive Director Update

- **Finance Update**
 - 2024 Budget Reforecasting

Ms. Meagher reviewed the draft reforecast including projected operating loss, revenue, budget ticket sales compared to current trends, average ticket price, four additional shows reflected in the reforecast that were not in the original budget, operating revenue for presented events, rental and operating leases, education and outreach, contribution and operating grants, operating expenses, non-operating revenue and expenses, and total net surplus (loss). The goal is to finalize the reforecast in the next few weeks and distribute it in advance of the Admin & Finance and EPFD Board meetings; approval is anticipated at the August EPFD Board meeting.

Questions and discussion followed regarding pressure on fall fundraising events, special project expense (contribution to the City for the 4th Avenue Cultural Corridor that did not proceed), status of accounts payable, Snohomish County's sales tax projections, capital projects that are proceeding this year and projects that will be deferred, the Facilities & Operations Committee prioritizing projects, and \$200,000 budget to begin work identified in the building assessment.

- June Financials

June financials were reviewed during the above agenda item.

- Audit Update

Ms. Meagher reported the audit is underway which includes 2023 financials and accountability audit for fiscal years 2021, 2022 and 2023. The intent is to have the audit complete by the end of August.

- **Season 24/25 Rental Rates**

Ms. Meagher reported the Hosting Committee is assisting with gathering other organizations' rental rates to compare with ECA's rates. Rental price packaging is also being considered to establish more consistent pricing based on space.

- **Human Resources Update**
 - Senior Leadership Retreat/Team Building

Ms. Meagher reported senior leadership, department heads, she and Ms. Liu met offsite for a two half-day retreat/team building with a facilitator. Attendees took a DiSC Assessment in advance and the retreat included discussion about communication and work styles. The retreat also included discussion about ECA's culture, challenges and areas of opportunity, work/life balance, boundary setting and sharing solutions. Ms. Liu agreed it was a fantastic retreat and gave everyone a chance to talk about goals and communication. She expected the work to be ongoing especially related to culture.

Questions and discussion followed regarding espoused culture versus experienced culture, and a suggestion to have board members do a similar assessment.

- **Facilities Update**

An updated was provided by Board VP Grotheer during PFD Board Member reports.

11. **Executive Director Update**

- **Development Update – Gala**

Ms. Liu reported Development is working hard on the Gala & Benefit Concert. Invites were mailed last week/early this week and responses are being received. Staff is doing logistics follow up and supporting board and community members promoting the Gala by word of mouth.

(Board VP Grotheer left the meeting at 8:37 a.m.)

- **Programming/Revenue Update**

Ms. Liu reported shows have been very well received and summer shows are performing as expected. The 2024/25 season launch has been phenomenal; as of July 15th, revenues are ahead of last year include new subscriptions and three new full season subscriptions.

- **Strategic Planning Update**

Ms. Liu reported an email and survey were sent to boards and staff regarding the mission statement discussion. The ECA and staff plan to have discussions at their August meetings. She encouraged board members to submit their thoughts regarding the survey questions: who are we, what do we do, why do we do it, and for whom do we do it?

- **Partnership**

Ms. Liu invited input on prioritizing an institutional partner. Discussion followed regarding different types of partnership opportunities; identifying a partner whose programming is complimentary to ECA's programming; ensuring a partner is a good cultural fit with the ECA; guideposts around the cultural question; a partner aligning with the ECA with regard to culture, mission, values, and administration; considerations such as a partner that would eventually be physically on site, their financial stability, what they offer, what they want in a partnership, opportunity for growth via a partnership, what's in it for ECA, compatibility, and evolution of the ECA campus.

(Board VP Grotheer returned to the meeting at 8:46 a.m.).

Ms. Liu advised the RFP for a strategic planning consultant will be posted in August, a decision made in early fall, and strategic planning will begin in early 2025.

12. Education & Community Engagement

Director of Education and Community Engagement Diana Ortega reported the season wrapped up in June with the Educator Preview of the upcoming year. Over 85% of the reservations for the 2024/2025 were secured. Summer camps began on Monday and continue next week. Staff will be at the Edmonds School District's Backpack Fair next month to provide information on educational resources ECA offers. Also in August, Windows to the Arts concerts will be presented at two nursing homes in Kitsap County and one in Snohomish County. The Education Department has finalized the upcoming season and posted information on the website regarding student matinees, in-school workshops, WE SPEAK, a free community concert on September 25, workshop/talk prior to TAIKOPROJECT on September 27, Dementia Inclusive Classes on the first Wednesday of October, November and December, and Kidstock! on January 18.

Ms. Meagher recalled the EPFD Board's preapproval of OSPI hours requires a report on the educator hours. Ms. Ortega reported on the OPSI clock hour workshop at the Educator Preview and professional development workshops in October by Quinteto Latino to prepare educators for the WE SPEAK Festival, and a workshop in November by 23 Skidoo to show teachers how to create rap and spoken word with kids before the matinee.

Questions and discussion followed regarding differences in professional development programming this year versus last, and community partnerships/events through Education/Outreach Department and IDEA.

13. New Business

14. Adjourn

The meeting was adjourned at 9 a.m.

Next EPFD Board Meeting: Thursday, August 22, 2024 - 7:30 AM

ACTION ITEMS:

1. August EPFD Board Meeting
 - a. Approve budget reforecast, including how changes impact next year's budget (distribute to Admin & Fin and EPFD Board in advance of August meeting)
 - b. Approve Surplus Policy
 - c. Staff clarify scope of coverage under Enduris insurance policy
 - a. Approve Amended Employee Handbook
 - b. Approve recommended rental pricing for 2025
 - c. Approve Historic Building Preservation Fund Policy
 - d. Agenda item to check on progress of new approaches related to big picture strategies
2. September meeting
 - a. EPFD Board input on proposed mission
3. Consider posting Historic Building Preservation Fund Policy or purpose and use of funds on ECA website.
4. Consider posting committees, their responsibilities and membership on the ECA website
5. Future Tasks
 - a. Recognize committees in bylaws