

MINUTES

Edmonds Public Facilities District Board of Directors Meeting January 23, 2025

The Edmonds Public Facilities District Board hybrid meeting convened at 7:35 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
David Brewster
Bill Willcock

ECA Staff Present

Kathy Liu, Executive Director
Diana Ortega, Education & Comm. Engagement Dir.

Guests

Neil Tibbott, City Council Liaison

ECA Board Members Present

David Schaefer, Immed. Past President

1. Call to Order

Board President Liaw called the PFD 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 & Approval

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

4. Board President's Comments

Board President Liaw congratulated the team on a successful Kidstock! on Saturday, recognized Martin Luther King Jr. Day events in the community, and looked forward to upcoming Lunar New Year events.

5. Public Comment

There were no public comments.

6. Consent Agenda

- **Meeting Minutes**
 - November 20, 2024 Special Meeting
 - November 21, 2024
 - December 16, 2024 Special Meeting
- **November & December 2024 Disbursement Reports**

- **Resolution for Executive Director Compensation**

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

7. Old Business

- **Prior Action Items Review**

Ms. Liu reviewed progress on action items from the previous meeting and identified outstanding items (see Action Items below).

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

8. PFD Board Business

- **Surplus Policy**

Board President Liaw explained this is a standard policy for most public agencies that establishes procedures for surplusing items, how to dispose of items, and a threshold for staff determination. That threshold in the resolution is \$2500, surplusing items above that threshold would require board approval. The Admin & Finance Committee reviewed the resolution and recommended the following revisions: change all reference to “Chief Financial Position (CFP)” to “executive director,” and update the effective date to January 01, 2025.

BOARD VP GROTHEER MOVED TO APPROVE THE SURPLUS POLICY ON TO NEXT MONTH’S CONSENT AGENDA. BOARD MEMBER BREWSTER SECONDED THE MOTION.

Board President Liaw requested staff provide the revised the resolution to the board prior to the packet. Discussion followed regarding whether deferring approval will affect surplusing any items.

BOARD MEMBER BREWSTER MOVED TO AMEND TO UPDATE THE EFFECTIVE DATE OF THE RESOLUTION, CHANGE ALL THE REFERENCES TO “CFP” TO “EXECUTIVE DIRECTOR,” AND REVISE THE RESOLUTION NUMBER. BOARD VP GROTHEER SECONDED THE AMENDMENT. AMENDMENT CARRIED UNANIMOUSLY.

MAIN MOTION AS AMENDED CARRIED UNANIMOUSLY.

9. PFD Board Member Reports

- **LEAD Conference**

Board VP Grotheer reported on the Leadership Exchange in Arts and Disability (LEAD) 2024 conference that he and Director of Patron Experience Nicole Giordano attended and reviewed his Top 10 takeaways

- Accessibility is a journey. There is no end point. Organizations need continued effort & improvement by seeking opportunities to learn & do better.
- 25% of the US population has a disability
- The Americans with Disability Act (and related Washington state requirements) gives ECA ongoing responsibilities to remove barriers to access, not just requirements triggered by other capital projects.

- We are at a similar organizational stage of addressing accessibility as many arts & culture organizations. Focus areas and stage of development in each very widely
- There is a free online tool (www.ArtsAccessResources.org) developed specifically to assess arts organizations for accessibility and help them plan next steps by Open Door Arts (www.OpenDoorArtsMa.org), an organization in Massachusetts whose mission is to increase access, participation, and representation of people with disabilities in the arts.
- We can take advantage of low-cost educational and networking opportunities in accessibility in the arts, such as the Access/VSA network (\$30/year) and future annual
- LEAD conferences (\$180 for remote attendance). Engagement with the Seattle Cultural Accessibility Coalition may also be possible.
- There are more aspects of accessibility than we can work on at the same time at ECA. We need to focus on certain areas
- We can seek more engagement with the local disabled community over time.
- We can do more work on accessibility related communications (e.g. to patrons and prospective patrons) and evaluate website accessibility in our pending new site.
- We can work on developing an accessibility culture at ECA, starting with staff and volunteer

Board VP Grotheer relayed Ms. Giordano's takeaways: incorporate accessibility into everything the organization does and keep reminding people about accessibility. Discussion followed regarding the importance of extending the accessibility culture to both boards and a suggestion for Board VP Grotheer to provide his takeaways to the ECA Board.

- Board Reports

Board VP Grotheer reported Ann McMahon is returning to the ECA Board and will take the lead on the Universal Access Taskforce. He reported on the Facilities & Operations Committee: the portable CO2 monitoring effort is ready to restart and volunteers will be trained. The batteries that power the building's emergency lighting need to be repaired. A possible first project from the Mithun study would be repairing the fly loft roof. The November fire marshal inspection found only minor issues; a reinspection will be done this month.

Board Member Willcock reported the Rental Committee did not meet but as indicated in the staff report, a tremendous amount of work occurring with over 10,000 patrons in the facility during December. He extend his thanks to the team for their hard work.

Board Member Brewster reported on Kidstock! activities which were attended by over 3,000 people. He reported on efforts to update the Association of WA State PFDs' bylaws and charter. He referred to Board President Liaw's email relaying information from the lobbyist about an opportunity to testify at the House Finance Committee meeting and/or write to legislators related to a bill Representative Ryu sponsored related to extending the PFD sales tax. He suggested forwarding the email to ECA board members. Ms. Liu offered to share a brochure that the lobbyist prepared.

Board Member Maloney relayed the Philanthropy Committee had a lengthy discussion regarding the Gala format including a hybrid approach that would build on the success of last year's performance and also include the silent action and a version of Raise the Paddle. The committee will have further discussion regarding the format at next month's meeting. She recognized Director of Development Amy Stagno for the development team's efforts in 2024.

Ms. Liu provided information regarding the Year End Campaign, shortfalls in Gala revenue, loss of funding from the City of Edmonds, and Rick Steves' gift which is divided between CSO

operations and development. Board Member Maloney reported on a \$10,000 chamber music grant and Ms. Stagno's approach to development which includes an annual calendar. Ms. Liu reported on a \$90,000 unrestricted estate gift, a portion of which will be applied toward the Endowment Fund. As a result, the Endowment Policy will be activated and a subcommittee of the Admin & Finance Committee formed to monitor investments. The remainder of the estate gift will be split between 2024 and 2025 operations. The donor was very appreciative of the way the funds will be used. Ms. Liu relayed Ms. Stagno plans to hold an estate planning event this fall.

Board President Liaw relayed the Steering Committee is monitoring the update of the interlocal/partnership agreement between the EPFD and ECA; she anticipated the update will be complete by year end.

10. Executive Director Update

- **Programming/Outreach**
 - Ticket Sales Update

Ms. Liu reviewed the Ticket Sales report, highlighting sold out shows, marketing efforts for spring shows. She commented on marketing and cross-promotional opportunities the team is exploring, the addition of a performance at the end of May, and the continuing trend of late ticket purchases. Planning is underway for the 2025/26 season and the team is looking ahead to the 2026/27 season which will be the ECA's 20th anniversary.

- **Results of Past Patron Surveys**

Ms. Liu referred to information included in the packet, explaining the survey was sent to 33,000 people on the mailing list and there were 710 responses. The survey includes questions about patrons' experience and what they would like to see at ECA. As much of the ECA's audience is in the older demographic, one of the audience development goals will be to target a younger demographic. The ECA's audience is very heavily Caucasian which is not fully reflective of the community indicating there is work to be done. Audiences like music, rock, jazz, folk and blues and appreciate the overall programming. There is interest in more matinees and more musical and theater performances. Responses to a survey done after Kidstock! indicated many were new to ECA and parents between 40-50 with kids between 0 and 5 years old.

Board Member Brewster recommended the demographic question in future surveys include a mixed race option. Discussion followed regarding next steps.

- **Strategic Planning Update**

Ms. Liu relayed EPFD Board VP Grotheer, ECA President Lindsay Geyer, Ms. Meagher and she did second interviews with the finalists and narrowed their selection to one firm that has experience in the arts. She is doing final due diligence this week and hopes to sign a contract soon. Next steps include developing a work plan for the planning process which will be followed by discovery and interviews. The Steering Committee will determine the makeup of the Project Management Committee.

Ms. Liu reported on the Association of Performing Arts Professionals (APAP) that she and Talent Buyer Greg Garcia attended, agents they met with and learning sessions she attended.

11. Associate Executive Director Update

- **Administrative**
 - Process for PFD Board Applications

Board President Liaw relayed Board Member Willcock’s term will end in June and he does not plan to renew. Discussion followed regarding the process for advertising the position, participants on the interview panel, previous interview processes, and timing of the EPFD Board recommendation to City Council and Council appointment. Board Member Willcock offered to assist with onboarding a new board member.

- Board Member Terms

Board Member	Current Term Limit	Full Term Limit
Brewster		2028
Grotheer	2026	2030
Liaw	2025 (planning to renew)	2029
Maloney		2027
Willcock	2025 (not planning to renew)	

Board President Liaw relayed the plan will be for Board VP Grotheer to take over as president in June and the board will elect a new vice president. In the past, the vice president served in that role for two years and becomes the president, but there can be flexibility such as an existing board member serving as a caretaker VP for a year. Discussion continued regarding the process for filling Board Member Willcock’s position on the board.

- **Finance Update**
 - Cash Flow

Ms. Liu relayed at yesterday’s Admin & Finance Committee meeting, Ms. Meagher shared concerns about cash flow, a situation that typically occurs at this time of year. She is analyzing cash flow, looking at rental income in particular. The Admin & Finance Committee provided some recommendations regarding invoicing and collections and front loading rental payments.

- **Human Resources Update**
 - Hiring Update

Ms. Liu reported Box Office Manager Kennedy McDuffy has started work and the hiring process is still underway for the Gift Officer position.

- Employee Handbook Update

Ms. Liu reported Ms. Meagher is updating the employee Handbook in partnership with All Things HR to address compliance issues and incorporate elements of the union contract.

- IDEA Update

Ms. Liu reported at its next meeting, the IDEA Committee will be reviewing the Mclalwain Access Fund and discussing the February 27 community reception. Board Member Brewster relayed a revised draft of the equity statement is being circulated among committee members which he anticipated would be discussed at the IDEA Committee meeting. He relayed concern with the new administration’s approach to IDEA and his plans to suggest the committee consider how to model and express the organization’s attitude toward IDEA.

- **Facilities**

Facilities update provided by Board VP Grotheer during board member reports.

Board Member Brewster referred to a comment in the November 20, 2024 Special Meeting minutes about the Admin & Finance Committee working on a statement of financial principles. She, Corbin Loch and Matt Cox met to review a first draft of the principles developed by Mr. Cox. Following further revisions, the Admin & Finance Committee will consider the principles at their next meeting.

12. Department Head Presentation

Education and Community Engagement Director Diana Ortega provided an update regarding Education and Community Outreach. She reviewed:

- School engagements
 - ❖ Five 2024/2025 Education Matinees
- Creative Aging Division
 - ❖ Dementia Inclusive
 - ❖ Window to the Arts
- Six Pre-Show Talks
- Community Workshops
- Leadership Arts & Culture Networking Reception
- Summer Camps
 - ❖ WICKED Musical Theater Summer Camp (July 21-25)
 - ❖ Moana Jr. Musical Theater Summer Camp (July 28-Aug 1)
- Festivals/Events
 - ❖ Kidstock!

Questions and discussion followed regarding positive comments heard at Kidstock! about the variety and organization, diversity of the audience at Kidstock!, appreciation for the Kidstock! team, and appreciation expressed by parents.

13. New Business

14. Adjourn

The meeting was adjourned at 8:58 a.m.

Next EPFD Board Meeting: Thursday, February 27, 2025 - 7:30 AM

ACTION ITEMS:

1. February EPFD Board Meeting
 - a. Mclalwain Access Fund
 - b. Approval of amended Surplus Policy Resolution on Consent Agenda
2. Provide amended Surplus Policy Resolution to EPFD Board prior to meeting packet
3. Provide LEAD conference takeaways to ECA Board
4. Provide email regarding bill in the legislature to extend PFD sales tax to ECA Board Members
5. Send brochure created by lobbyist regarding extension of PFD sales tax to EPFD Board