

## **BOARD OPERATIONS COMMITTEE MEETING**

Minutes of the January 9, 2019 Meeting  
Spokane Transit Northside Conference Room

### **MEMBERS PRESENT**

Candace Mumm, City of Spokane, *Board Operations Committee Chair*  
Al French, Spokane County, *Planning & Development Committee Chair (by phone)*  
Pamela Haley, City of Spokane Valley, *Performance Monitoring & External Relations Committee Chair*  
E. Susan Meyer, Chief Executive Officer, *Ex-officio*

### **STAFF PRESENT**

Emily Arneson, *Ombudsman & Accessibility Officer*  
Dana Infalt, *Clerk of the Authority*  
Karl Otterstrom, *Director of Planning & Development*  
Brandon Rapez-Betty, *Director of Communications & Customer Service*  
Lynda Warren, *Director of Finance & Information Services*  
Roger Watkins, *Chief Operations Officer*  
Nancy Williams, *Director of Human Resources*

### **MEMBERS ABSENT**

### **PROVIDING LEGAL COUNSEL**

Laura McAloon, McAloon Law PLLC

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#### **1. CALL TO ORDER AND ROLL CALL**

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

#### **2. APPROVE COMMITTEE AGENDA**

*Ms. Haley moved to approve the agenda, Mr. French seconded and the motion passed unanimously.*

#### **3. CHAIR'S COMMENTS**

Chair Mumm welcomed the committee. The Spokane City Council had a morning retreat and she asked the City of Spokane (COS) appointees to the STA Board of Directors to contact STA for onboarding. Ms. Meyer said STA would like to invite Councilwoman Burke and Mayor Condon to attend, as well as the other COS alternates. City Council members not appointed to the STA Board will be designated as alternates at a future Council meeting. Chair Mumm met with Ms. Meyer and staff to review the upcoming year. They discussed the possibility of holding one or two Board meetings in the community if an agenda item pertained to a specific community.

#### **4. COMMITTEE ACTION/DISCUSSION**

##### **a. December 5, 2018 Committee Minutes**

*Ms. Haley moved to approve the December 5, 2018, committee meeting minutes, Mr. French seconded and the motion passed unanimously.*

#### **5. COMMITTEE CHAIR REPORTS**

##### **a. Planning & Development (P&D)**

##### **b. Performance Monitoring & External Relations (PMER)**

No reports – the committees did not meet in January.

#### **6. DESIGNATION OF PUBLIC RECORDS OFFICER FOR STA**

The Executive Assistant to the CEO and Clerk of the Authority serves as the Public Records Officer for STA. With the retirement of Jan Watson, it is necessary to appoint her successor, Dana Infalt, as the new Public Records Officer.

***Ms. Haley moved to forward to the Board consent agenda a recommendation to approve, by resolution, the appointment of Dana Infalt, Executive Assistant to CEO and Clerk of the Authority, as Public Records Officer for Spokane Transit Authority, Mr. French seconded and the motion passed unanimously.***

Mr. French asked Ms. McAloon if, pursuant to the Public Records Act, the Board needed to adopt a resolution establishing fees for public records other than the standard amount allowed by statute. Ms. McAloon said STA's public records requests to-date have not warranted the need for an agency fee schedule. After discussion, Chair Mumm asked staff to research if other transit agencies have fee schedules and if STA would benefit from establishing a fee schedule for public records.

**7. APPROVAL FOR BOARD MEMBER TRAVEL TO 2019 APTA MEETINGS**

As part of Board development, STA has budgeted eight Board member trips to attend 2019 American Public Transportation Association (APTA) Conferences. The first is the 2019 Legislative Conference in Washington, D.C. and second is the Fall Annual Meeting in New York, New York. There will be opportunities to meet with legislators and Federal Transit Administration staff.

***Ms. Haley moved to approve and forward to the Board consent agenda travel for up to eight board members to attend APTA conferences in 2019. Mr. French seconded the motion and the motion passed unanimously.***

**8. APPOINTMENT OF CHAIRS & BOARD MEMBERS TO P&D AND PMER COMMITTEES FOR 2019**

Over the years, the STA Board of Directors has amended its resolutions regarding the three Board Governing Committees while keeping its initial 2011 Governance Mission intact. There have been changes to the agency Bylaws that affect committee composition and revisions to the Board Governing Committee Guidelines (applicable to all three committees) as well as changes to the Board Governing Committees' functions. The Committee reviewed and discussed amendments to the Board Operations Committee's Functional Description and the Board Governing Committee Operating Guidelines. The amendments clarify the intent of the guidelines, reflect current practice, and conform to the Bylaws.

Ms. Haley expressed concern that a jurisdiction with two members on the same committee could constitute a quorum of the committee. Mr. French suggested a way to address the concern is to stipulate that no committee chair can be from the same jurisdiction as the Board Chair or Chair Pro Tempore. Ms. McAloon said another solution is to stipulate that no jurisdiction can have two voting positions on the Board Operations Committee. Chair Mumm said the Board could discuss amendments to address those concerns at a future meeting. For this year, she recommended that the City of Spokane Valley be the voting member and the City of Spokane PMER Chair be ex-officio on the Board Operations Committee.

***Chair Mumm moved forward a recommendation to the Board to adopt the language proposed by legal counsel for Exhibit A, Board Operations Committee's Functions, as presented, and Exhibit A, Board Governing Committee Operating Guidelines, with the change under item 1 to strike "chairs and."***

Ms. Meyer noted in the past the Board Chair nominated the chairs and voting members. Ms. McAloon said that the Bylaws are silent on the nomination of committee chairs. After discussion, Chair Mumm amended her motion.

***Chair Mumm moved to amend her motion and forward a recommendation to the Board to adopt the language proposed by legal counsel for Exhibit A, Board Operations Committee's Functions, and Exhibit A, Board Governing Committee Operating Guidelines, as presented. Ms. Haley moved to approve, Mr. French seconded and the motion pass unanimously.***

Chair Mumm made the following nominations for chairs and voting members to serve on the Planning & Development Committee and the Performance Monitoring & External Relations Committee, subject to confirmation by the STA Board:

**Planning & Development (P&D) Committee**

1. Chair – Chris Grover, Small Cities (Cheney)
2. Al French, Spokane County
3. David Condon, City of Spokane
4. Pamela Haley, City of Spokane Valley
5. Kevin Freeman, Small Cities (Millwood) (Ex-Officio)
6. E. Susan Meyer, CEO (Ex-Officio)

**Performance Monitoring & External Relations (PMER) Committee**

1. Chair – Lori Kinnear, City of Spokane
2. Josh Kerns, Spokane County
3. Kate Burke, City of Spokane
4. Sam Wood, City of Spokane Valley
5. Veronica Messing, Small Cities (Airway Heights) (Ex-Officio)
6. Mike Kennedy, Small Cities (Liberty Lake) (Ex-Officio)
7. Rhonda Bowers (non-voting labor representative)
8. E. Susan Meyer, CEO (Ex-Officio)

*Chair Mumm moved forward to the Board for confirmation the above-referenced Chair and Board member nominations to the Planning & Development and Performance Monitoring & External Relations committees for 2019. Mr. French moved to approve, Ms. Haley seconded and the motion passed unanimously.*

**9. BOARD OF DIRECTORS AGENDA JANUARY 17, 2019**

Committee members reviewed and amended the agenda to add recommendations to approve amendments to the Board Governing Committee Guidelines and the Board Operations Committee’s Functions.

*Ms. Haley moved to approve the amended Board agenda, Mr. French seconded and the motion passed unanimously.*

**9. CEO REPORT**

Ms. Meyer reported the launch of the STA Van Grant Program for 2019. She will send a link to the application to Board members. The announcement and link will be sent to more than 100 non-profit human services organizations and is on STA’s website. The application deadline is February 22.

STA employees are not directly impacted by the partial shutdown of the federal government; STA employees are being paid. However, there is a potential delay to the progress of the Central City Line because Federal Transit Administration (FTA) employees are furloughed.

STA hired Sean Nemecek as Chief of Security. He retired from the Spokane Police Department after 28 years.

Initiative 976 will go to the Washington State Legislature for consideration. The initiative would reduce car tabs to \$30. The Legislature will decide whether to approve the lower vehicle registration and renewal fee as written in the initiative, but if it declines, the initiative will go to voters in November 2019. Transit is funded by motor vehicle taxes and STA will be negatively impacted if the initiative passes.

**8. NEW BUSINESS**

None

**9. ADJOURN**

With no further business to come before the Committee, Chair Mumm adjourned the meeting at 2:48 p.m.

Respectfully submitted,

Kathleen Roberson  
Executive Assistant to the Director of Finance & Information Services