

Spokane Transit Authority  
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## **BOARD OPERATIONS COMMITTEE MEETING**

Meeting Minutes for October 12, 2016  
Northside Conference Room

### **MEMBERS PRESENT**

Al French, Spokane County, *Board Operations Committee Chair*  
Amber Waldref, City of Spokane, *Planning & Development Committee Chair*  
Tom Trulove, Small Cities Representative (Cheney), *Performance Monitoring & External Relations Committee Chair*  
E. Susan Meyer, Chief Executive Officer, *Ex-officio*

### **MEMBERS ABSENT**

Ed Pace, City of Spokane Valley, *Board Operations Committee Member*

### **STAFF PRESENT**

Beth Bousley, Director of Communications & Customer Service  
Steve Blaska, Director of Operations  
Steve Doolittle, Director of Human Resources  
Susan Millbank, Ombudsman & Accessibility Officer

### **PROVIDING LEGAL COUNSEL**

Laura McAloon, Workland Witherspoon  
Thad O'Sullivan, Workland Witherspoon

### **GUESTS**

Eva Marquette, FreshVue  
Tom Hix, NAI Black  
Shelly O'Quinn, Spokane County Commissioner  
Mayor Steve Peterson, City of Liberty Lake

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

Chair French called the meeting to order at 1:36 p.m. and conducted roll call.

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

Committee members reviewed the agenda. Ms. Meyer requested that Item #8 Board Development be moved to the end of the agenda.

*Mr. Trulove moved approval of the October 12, 2016 amended agenda and Ms. Waldref seconded, and the motion passed.*

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

Several Board members and Ms. Meyer went to the American Public Transportation Conference (APTA) in Los Angeles, CA in September.

Ms. Waldref mentioned that STA had a good meeting with Federal Transit Administration (FTA) staff. She added that Proterra has a new electric bus that will go 350 miles on a single charge.

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

#### **a. September 6, 2016 Special Committee Minutes**

*Mr. Trulove moved approval of the September 6, 2016 special committee meeting minutes and Ms. Waldref seconded. There was no further discussion and the motion passed.*

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

#### **a. Amber Waldref, Planning & Development (P&D)**

Ms. Waldref said the STA Moving Forward Implementation Calendar was reviewed at the Committee meeting. No action was taken.

#### **b. Tom Trulove, Chair, Performance Monitoring & External Relations (PM&ER)**

Mr. Trulove said that both Dennis Anderson, professor at EWU, and Dick Denenny, past STA Board member, were appointed as new members to the Citizen Advisory Committee (CAC). Currently, there are four openings on the Committee for new members. Mr. Frazier, CAC member, gave a report to the Committee.

Mr. Trulove said that Ms. Bousley gave a presentation on the Plaza elevator modernization project. The Committee approved the acceptance of the project, release of retainage and forwarded to the Board consent agenda.

Mr. Trulove said the Award of Contract for Design & Engineering Services for Cheney High Performance Transit (HPT) Corridor Improvements item was discussed at the Committee level, approved by a majority and forwarded to the Board consent agenda.

**6. PLAZA LEASES - ACTION**

Ms. Meyer introduced Tom Hix from NAI Black. NAI Black has the contract for Plaza Management and Leasing. There are two parts; the lease form and a reimbursement of up to \$35 per square foot for the tenant improvements identified. This cost was not included in the original Plaza renovation budget of \$4.95M. The maximum amount the tenants would be reimbursed for is not to exceed \$141,750. The total amount of the Plaza renovation budget would be increased to \$5.1M. The lease form includes a minimum of \$18/sq. ft. for percentage rent rate and a minimum 5 year term. This includes the provision to allow the CEO to approve the final leases.

Ms. Waldref asked for clarification on the tenant improvement costs.

Mr. Hix said the \$35 per square foot covers items referred to as “vanilla shell” items which were excluded from the contractor’s original costs. These items include walls to separate the spaces and air conditioning. The tenant would pay for such items as floor coverings, painting, any special lighting or counter tops.

Ms. Waldref asked about the total cost.

Ms. Meyer said \$141,750.

Mr. Hix said that typically, the landlord takes the space to a point and the tenant pays for the extra costs.

Ms. Waldref asked if there were any other differences in the 5 year lease agreement from what they currently have.

Mr. Hix said this proposed lease is the lease format that was used with STA and Subway. Section 30 & 31 were changed slightly regarding hours of operation and tenant improvements.

Ms. Meyer said the leases need to be finalized with the tenants so that they can then work with their contractors to finish their spaces.

Ms. McAloon said that rather than bring individual leases to the Committee and Board, the request is to approve one lease format with tenant improvements and a provision that allows the CEO to execute the lease.

Ms. Waldref asked about the minimum percentage rent rate.

Mr. Hix said there will be a minimum rent for each tenant (which includes leasehold levy tax) plus a percentage of gross sales over their break point.

*The Committee approved by consensus the item as presented and forwarded to the Board agenda.*

**7. BOARD OF DIRECTORS AGENDA OCTOBER 20, 2016**

Committee members reviewed the agenda.

Ms. McAloon asked about the Executive Session.

After discussion, it was determined that no Executive Session would be needed in October.

*Mr. Trulove moved approval of the Board of Directors amended agenda for October 20, 2016 and Ms. Waldref seconded, and the motion passed unanimously.*

**9. CEO REPORT**

Ms. Meyer said that Advanced Training has begun and lasts 5 months. Every Operator, Paratransit Reservationist, Supervisor and Customer Service Representative will be involved. Items that are included this time are professional skills, organizational updates, reviewing accident claims and the ballot measure. Ms. Millbank is covering the American with Disabilities Act (ADA) which includes discussions on service animals and requirements with customers that need assistance.

Ms. Waldref asked about class size.

Ms. Meyer said there are approximately six employees per class. Some sessions in the past have included “What’s the rumor?”

Preparations have begun for ATU 1015 bargaining. That contract ends March 31, 2017.

An All Employee Meeting was held last week. These are held 4 times in one day in order to reach all different employee shifts. Topics included budget preparation, the ballot measure and a health benefit overview. These meetings are held 3-4 times per year and they are always well received.

There have been approximately forty public education presentations and open houses about the ballot measure.

**10. NEW BUSINESS**

Mayor Peterson said that he has requested both at the September Board meeting and the October Performance Monitoring & External Relations Committee meeting a 360 review of the upcoming contract with the CEO. He also suggested that General John Michel speak to STA about the future of transit on a national basis.

Mr. French said the decision to do a 360 performance review of the CEO is a recommendation of the Board Operations Committee to the full Board of Directors. He appreciates the request, but mentioned that the Board Operations Committee will discuss the topic next month.

In clarification, Ms. McAloon said that she suggested that Mayor Peterson bring his ideas to the appropriate committees, which has been done.

Ms. Waldref asked if General Michel would speak about transportation in general or public transportation. If appropriate, Spokane Regional Transportation Council (SRTC) Board members should be invited to attend.

Mayor Peterson said General Michel was involved with MV transportation which is an STA contract provider of paratransit service. One of his comments was that Paratransit will be changing in the future. Mayor Peterson added that STA's model is antiquated. General Michel spoke on the future of transportation regarding moving groups of people plus individuals and included, for example, driverless cars. Transportation will look different in ten years. How do we get more people on the buses? STA has fallen short of its ridership goals the last couple of years.

Ms. O'Quinn commented that General Michel said that all transportation infrastructure that is in place needs to be used whether taxi or Uber, etc. Public transit could have a role in that model. Millennials use alternate forms of transportation besides cars, for example Uber that can be accessed from a smart phone. A transportation model should not be based on income. General Michel is an advocate for low income groups so they have access to transportation options.

Mr. Trulove said if Proposition 1 passes, both service and frequency will be increased, along with access to real time information from smart phones. It is good to look at all alternatives. The planning taking place now is designed to address some of those issues.

Discussion ensued regarding ridership.

Mr. French said that Ms. Meyer has been in touch with General Michel. Perhaps this could be a community discussion?

Mayor Peterson suggested it be aired on Chanel 5 and Committee members agreed.

Ms. O'Quinn asked about the process regarding the request for the 360 review. The CEO's contract will expire in December and she asked why it was not on October's agenda. This Committee has said that the decision to have a 360 review will be from the Board Operations Committee. She asked if the conversation needed to go back to the Board to provide direction. She feels like the request has been completely ignored.

Mr. French said that the request was heard at the September 22 Board meeting. This item is on the November Board agenda. The Board Operations Committee will discuss whether a 360 review will be done and make a recommendation to the Board the same month. The relationship between the Board and the CEO is the responsibility of the Board Operations Committee and it will be on the November agenda for discussion.

Ms. O'Quinn asked if the contract or discussion was on the November Board agenda.

Mr. French said the discussion regarding whether a 360 review will be done and how the contract renewal will be completed will be a discussion at the November Board Operations Committee.

Ms. O'Quinn asked why wait until November when the contract expires in December. The intent of a 360 review is to provide a great tool for communication. Many companies such as Avista use it.

Mr. French said at the end of each year a CEO performance evaluation is completed along with metrics for the following year. These are negotiated and adopted by the Board Operations Committee.

Ms. O'Quinn said the CEO reports to the Board, not the Board Operations Committee. The Board Operations Committee is a subcommittee of the Board.

Mr. French repeated that the Committee that manages the relationship between the CEO and Board is the Board Operations Committee.

Ms. Marquette asked for clarification regarding if the 360 review will be part of the annual performance review for 2016 or part of the contract renewal piece.

Ms. O'Quinn said there will be a new contract where salary and benefits will be negotiated, and part of that process would be a 360 review and those comments can then be incorporated into the discussion.

Ms. McAloon asked if the 360 review would be a part of an additional element in the contract renewal piece only.

Ms. O'Quinn said yes.

Ms. McAloon says the annual review is part of the contract and metrics are established annually in advance.

Mr. French said that if a 360 review was part of the contract renewal process in 2016, then that piece should have been discussed in 2015. A 360 review could be discussed this year for next year. This was not part of the discussion for a review in 2016.

Ms. O'Quinn said the request is for a 360 review to establish a new contract and does not feel this is an unreasonable request. It appears to be a conversation that no one is willing to have.

Ms. Waldref said that no one said they were unwilling to have a conversation. It should definitely be considered, but she is not prepared to have this conversation today. If it is on the November agenda, she will look forward to discussing it.

Ms. O'Quinn said maybe it is a conversation that the Board needs to have.

Mr. French said that contract negotiations with the CEO will begin in November at the Board Operations Committee.

Ms. O'Quinn said that a 360 review usually takes a month or two to complete to do an adequate job. Every entity she is aware of in this community uses a 360 review for a major contract renewal or for establishing a new CEO position. Avista does a 360 review annually.

Ms. Marquette suggested these types of agenda items be brought forward several months ahead.

Ms. O'Quinn said it was mentioned to Ms. Marquette at their one-on-one meeting several months ago.

Ms. Marquette said those were confidential meetings so that information was not shared.

Ms. O'Quinn said that everyone was told that the Board Development process would move more quickly than it has. There was no need to bring the 360 up at that time because the process established by the Board was being followed. Mayor Peterson asked for a 360 review at the September Board meeting when it was realized that Ms. Marquette's process was not going to meet the timeline of the CEO contract renewal.

Ms. Waldref asked Legal Counsel if the CEO contract could be extended if necessary.

Ms. McAloon said yes.

Mr. French concluded that it will be discussed in November.

**8. BOARD DEVELOPMENT**

Discussion ensued with Committee members and Ms. Marquette regarding the Board Development process.

**11. ADJOURN**

Chair French moved to adjourn the meeting and all agreed by consensus. With there being no further business to come before the Committee, Chair French adjourned the meeting at 3:20 p.m.

Respectfully submitted,

Merilee Robar  
Executive Assistant to the Director of Finance & Information Services