

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

BOARD OPERATIONS COMMITTEE MEETING

Minutes of the December 13, 2023, Meeting

Via Webex Video Conference

MEMBERS PRESENT

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, Small Cities Representative
(Liberty Lake)
E. Susan Meyer, Chief Executive Officer,
Ex Officio

MEMBERS ABSENT

None

GUESTS

Zack Zappone, City of Spokane

STAFF PRESENT

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
Amie Blain, Executive Assistant to the Chief
Financial Officer

PROVIDING LEGAL COUNSEL

Mike Connelly, Etter, McMahon, Lamberson,
Van Wert & Oreskovich, P.C.

STAFF ABSENT

Brandon Rapez-Betty, Chief Operations Officer

Prior to Chair Pro Tempore French calling the meeting to order, Mr. Zappone explained his attendance at the Committee meeting. He stated that with STA Board Chair Lori Kinnear's departure, the City of Spokane felt they should have a seat at the Board Operations meeting. Mr. French advised the appointment of the seat comes from the Board and not a committee.

Mr. Connelly said he had recently spoken with Council Member Wilkerson, Council Member Zappone, Mr. French, and Ms. Meyer and advised the language of the Bylaws say committees are created by resolution and appointments, are the result of nomination by Chairperson and approval of the Board.. The Bylaws are silent on the Chair allowing any appointments without approval of the Board. He indicated they need to be read together and if read together, the Chair, pursuant to Rules and Bylaws, appoints and approval is by the Board. Discussion ensued concerning bylaws, past practice, and the committee guidelines for appointment of members to Committees.

To ensure compliance with the rules, and to avoid the potential for any action taken by the committee today being overturned, Mr. Connelly recommended canceling today's Board Operations Committee meeting. He said the Board Operations Committee does not have the authority to appoint in his interpretation. Discussion ensued.

Mr. Zappone said the City of Spokane's understanding of the Chair for the December meeting should remain with the City of Spokane in Ms. Kinnear's absence. Mr. Connelly advised he would review the

Bylaws, Rules of Procedures, and the Committee Guidelines / Functions in more depth prior to offering an opinion.

Mr. French noted that Ms. Kinnear, as STA Board Chair, in the November Board Operations meeting, voted in the affirmative to have Mr. French Chair the December meeting since he was the Chair Pro Tempore and the Board Operations Committee unanimously agreed. Discussion ensued.

1. CALL TO ORDER AND ROLL CALL

Chair Pro Tempore French called the meeting to order at 1:45 p.m. and the Clerk conducted roll call.

2. ADJOURN

On the advice of legal counsel, Chair Pro Tempore French adjourned the meeting at 1:46 p.m.

Respectfully submitted,

Amie Blain

Amie Blain
Executive Assistant to the Chief Financial Officer