

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

BOARD OPERATIONS COMMITTEE MEETING

Minutes of the June 7, 2023, Meeting

Via Webex Video Conference

MEMBERS PRESENT

Lori Kinnear, City of Spokane, *Chair*
Al French, Spokane County, *Chair Pro Tem, Planning & Development Committee Chair*
Pamela Haley, City of Spokane Valley
Performance Monitoring & External Relations Committee Chair
Dan Dunne, City of Liberty Lake
E. Susan Meyer, Chief Executive Officer,
Ex Officio

MEMBERS ABSENT

None

STAFF PRESENT

Brandon Rapez-Betty, Chief Operations Officer
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

Megan Clark, Etter, McMahon, Lamberson,
Van Wert & Oreskovich, P.C.

STAFF ABSENT

None

1. CALL TO ORDER AND ROLL CALL

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

2. APPROVE COMMITTEE AGENDA

Mr. French moved to approve the agenda as presented, Mr. Dunne seconded, and the motion passed unanimously.

3. CHAIR'S COMMENTS

Chair Kinnear explained that the primary topic for discussion during the meeting will be the Rules of Procedure.

4. COMMITTEE ACTION

A. May 10, 2023, Committee Minutes

Mr. Dunne moved to approve the May 10, 2023, Committee meeting minutes as submitted, Mr. French seconded, and the motion passed unanimously.

Ms. Haley joined the meeting at 1:33 PM.

5. COMMITTEE CHAIR REPORTS

A. Al French, Chair, Planning & Development (P&D)

Mr. French and Mr. Otterstrom shared the items presented at the Planning and Development Committee meeting on May 31, 2023.

B. Pam Haley, Chair, Performance Monitoring & External Relations (PMER)

Ms. Haley and Mr. Rapez-Betty shared the items presented at the Performance Monitoring & External Relations Committee meeting on May 31, 2023.

6. INTERIM LEGAL COUNSEL SERVICES ONE YEAR EXTENSION: APPROVAL

Ms. Meyer shared the details regarding the contract extension proposal to extend legal counsel services with Etter McMahon for an additional year. Mr. French shared that he supports the extension and requested a breakdown of time spent by Board members utilizing Etter McMahon's legal services with a comparison to previous years. Ms. Meyer advised previous years' data is unavailable due to services being provided by a different firm. Ms. Clark with Etter McMahon provided an overview of her services to date with Board members. Mr. French and Ms. Clark clarified that the approximate 10 hours of time spent with Board members was not Board-directed. Mr. French explained the Board is the only entity allowed to provide direction to STA's legal counsel according to the contract terms and STA policies. Chair Kinnear inquired as to whether additional language regarding the Board approval for contractual services should be included within the revision of the Rules of Procedure. The Committee members discussed the management of legal counsel resources.

Ms. Haley moved to approve, by motion, a one-year term extension to the interim legal services contract and a \$200,000 increase to the maximum compensation limit of the contract with Etter, McMahon, Lamberson, VanWert & Oreskovich, P.C., Mr. Dunne seconded, and the motion passed unanimously.

7. RULES OF PROCEDURE

Ms. Clark shared the draft of the Rules of Procedure with the Committee. The Committee discussed the revisions being proposed.

8. STA BOARD RETREAT

Ms. Meyer requested guidance from and discussed with the Committee details regarding the progression of the Board Retreat next week. The Committee discussed the scheduling and agenda for the Board Retreat and agreed to invite a facilitator for the meeting.

9. BOARD OF DIRECTORS AGENDA JUNE 15, 2023

Ms. Meyer shared two additional items added to the agenda, 9Ai. TDP Discussion, and 8Ai. Retreat Summary.

Mr. Dunne moved to approve the Board of Directors agenda as amended, Ms. Haley seconded, and the motion passed unanimously.

10. BOARD OPERATIONS COMMITTEE DRAFT AGENDA JULY 12, 2023

There were no questions or comments.

11. CEO REPORT

Ms. Meyer deferred until the Board meeting.

12. NEW BUSINESS

There was no new business.

13. ADJOURN

With no further business to come before the Committee, Chair Kinnear adjourned the meeting at 3:14 p.m.

Respectfully submitted,

Amie Blain

Amie Blain
Executive Assistant to the Chief Financial Officer