



SOUND CITIES ASSOCIATION

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SCA Board of Directors MINUTES

June 17, 2015 10:00 AM
Shoreline City Hall Council Chambers
17500 Midvale Ave N, Shoreline, WA 98133

1. Call to Order

Matt Larson, SCA President, called the meeting to order at 10: 15 AM.

Members present: Bill Allison, Nancy Backus, Chris Eggen, Don Gerend, Dennis Higgins, Dave Hill, Matt Larson, John Marchione, Bernie Talmas, and Amy Walen

Members absent: David Baker, Jim Haggerton, Bob Harrison

SCA Staff present: Deanna Dawson

City of Shoreline Staff present: Bonita A. Roznos, Deputy City Clerk

2. Public Comment

President Larson asked if there was anyone present to provide public comment. Seeing none, he closed this section of the meeting.

3. Consent Agenda

Nancy Backus, moved, seconded by John Marchione, to approve the Consent Agenda. There was no discussion. The motion passed unanimously.

4. President's Report

President Larson updated the Board on the Chamber Intercity Study Mission to Chicago. He noted that the trip was highly educational, and the interaction and discussion among the members and other regional leaders was beneficial. Nancy Backus, Amy Walen, and Deanna Dawson also discussed benefits of the trip to SCA. John Marchione noted value received from past trips, and noted feedback he had received on this trip from Councilmember John Stilin of Redmond.

5. Executive Director's Report

Deanna Dawson, Executive Director, deferred her comments due to the large number of action and discussion items on the agenda.

6. PSRC Regional Project Evaluation Committee (RPEC) Appointment

Deanna Dawson, Executive Director, reported on the vacancies of two (2) Member seats and three Alternates.

**John Marchione moved, seconded, by Amy Walen, to move Ingrid Gaub, Auburn and David Godfrey, Kirkland, from alternate to members, and to appoint Kris Overslee, Kenmore, Sheldon, Lynne, Issaquah, and Nytasha Sowers, Shoreline, to fill the vacant alternate seats.
The motion passed unanimously.**

7. PIC Chair's Report

Bernie Talmas, Public Issues Committee (PIC) Chair, reported on the June 10, 2015 PIC Meeting.

Chair Talmas gave an update on the Committee to End Homelessness Strategic Plan discussion. He noted that several cities were unable to attend the last PIC meeting, and several alternates were in attendance. Of the 20 members present, 13 voted in favor of the plan, and 2 opposed. 5 members abstained. The vote therefore did not pass. Chair Talmas reported that some members who had abstained have since informed SCA they their councils support the plan. Chair Talmas therefore urged the Board to move forward with a vote of support for the plan.

Members spoke to the importance of supporting the Strategic Plan and commented on it being a regional issue that impacts nearly all aspects of cities, including public safety, economic development, and human services. John Marchione stated that while transportation was the top regional concern for cities, homelessness ranked second as a regional issue. Nancy Backus echoed this sentiment.

John Marchione moved, seconded by Nancy Backus, to adopt the following position:

The Sound Cities Association (SCA) shares the vision of the Committee to End Homelessness (CEH), which is that homelessness is rare in King County, racial disparities are eliminated, and if one becomes homeless, it is brief and only a one-time occurrence. SCA endorses the 2015-2019 CEH Strategic Plan, and its goals of making homelessness rare, making homelessness brief and one-time, and creating a community to end homelessness.

Discussion ensued. It was noted that there was some confusion at the PIC meeting about voting procedures, and the effect of an abstention. Members also discussed the timing of taking action. Because the Plan would be voted on at CEH on June 30, there would not be time to bring this back to the July PIC meeting. President Larson asked ED Dawson to give the Board information about feedback that had been received from cities since the PIC meeting.

PIC Chair Talmas opined that it was important for the Board to support this issue of regional importance. Dennis Higgins concurred, noting that addressing homelessness needed to be done on a regional basis. Don Gerend agreed that homelessness is a regional issue, and noted that the City of Sammamish supports the plan.

David Hill expressed concern with language in the plan and board governance. He stated that the Plan does not address plan implementation and costs. He also noted that not supporting the Plan does not mean that you opposed the homeless. He expressed his concern that the Plan could be changed at a later date, and that SCA may not be in a good position to oppose changes with only 2 seats on the governing board.

President Larson noted that this was an issue that SCA had been working on for many months, and that issues with the plan needed to be raised earlier on in the process so that they could be addressed. He noted that staff from SCA and many cities had been working hard to ensure that cities' concerns were addressed. Failing to support the plan now after cities' concerns had been addressed would undermine the credibility and respect of the organization. He urged the Board to support the motion.

Nancy Backus concurred. Although she understood Hill's concerns re changes to the plan at a later date, that was not the issue before the Board at this time. If the Plan were amended later in a way that was detrimental to the interests of cities, that would be the time to oppose those changes. But the Plan before the Board today addresses the concerns previously raised by cities. Chris Eggen agreed. He noted that this is not a funding plan. If the Plan were to be changed in a fundamental fashion in the future, SCA could oppose the changes. The question before the Board is this Plan, not future changes to the Plan. This Plan does a good job of putting protections into place. Shoreline supports the Plan.

President Larson called for the vote. The motion passed with 9 yes votes, 0 no votes. Dave Hill abstained.

The Board continued to discuss the fact that SCA's bylaws on supermajority requirements at the PIC seem to be leading to some confusion. They discussed possible ways to address this issue, and tasked staff with bringing back potential new language.

Continuing with the PIC Chair report, Chair Talmas reported that there will be a vote next month at the PIC regarding the Best Start for Kids Levy being placed on the November ballot.

Chris Eggen stated that the City of Shoreline supports the basic concept of Best Start to Kids and stressed the need for cities need to be involved in governance since cities' funds are involved.

- 8. Appointment of SCA Member to Committee to End Homelessness Executive Committee** Deanna Dawson, SCA Executive Director, reported on the need to appointment a member to the Committee to end Homelessness Executive Committee.

Nancy Backus moved, seconded by Amy Walen, to appoint Councilmember Doreen Marchione, Kirkland to the Committee to End Homelessness Executive Committee. The motion unanimously passed.

- 9. Action Items regarding Bylaws and Board Policies**

Dawson, SCA Executive Director, gave background on the possible bylaw amendments.

The SCA Bylaws currently state the following regarding term limits:

"No member shall serve more than six (6) consecutive years on a regional board or committee appointed by SCA. This limitation shall not apply to alternates to regional boards and committees. Once a member has served six (6) consecutive years on a regional board or committee, s/he shall be ineligible

to serve on said committee for a minimum of one (1) year. This limitation shall be effective beginning with appointments to 2014 regional boards and committees.”

The Executive Committee had recommended that the following language be added to the bylaws: *“In extraordinary circumstances, the Board may make exceptions to the six-year term limit upon the recommendation of the PIC nominating committee and the PIC when a supermajority of two-thirds (2/3) of the Board finds that doing so would be in the best interests of the organization and its member cities.”*

The Board agreed this bylaw amendment should be brought forward. But based on the prior discussion on confusion regarding supermajority requirements, they agreed that staff should look at potential amendments to address the issue. Dave Hill recommended that the language should also make clear that the Nominating Committee should be involved in the process. Final language will be brought back to the Board at a future meeting.

David Hill suggested using language that allows the nomination committee to be involved in the recommendation. Chris Eggen added that the nominating committee needs to be involved in a formal way. Don Gerand recommending including a policy that addresses applications not received for a position.

Dawson stated that she would work on language to address the 2/3 voting issues and a nomination committee policy.

The Board discussed a potential bylaw amendment regarding budget adoption.

The current bylaws provide:

4.17.5. Executive Committee *There shall be an Executive Committee of the Board, composed of the President, Vice President, Immediate Past President, Treasurer, and Director-at-large. The Executive Committee shall be authorized to exercise such powers as may be delegated to it by the Board and shall annually submit a budget to the Board.*

4.17.6. Finance Committee *There shall be a Finance Committee of the Board which shall be chaired by the Treasurer of the Board, and shall consist of at least two additional board members. In addition, at the discretion of the Board, the Finance Committee may include an additional member who is a City Manager/Administrator or Finance Director of a member city in order to provide technical assistance and financial expertise to the Committee. The Finance Committee shall provide financial oversight of the corporation, and shall recommend an annual budget to the Executive Committee of the Board.*

Proposed amendment:

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The Board agreed, based on past discussions, that this amendment should be brought forward.

The Board next discussed a possible bylaw amendment regarding Regional Committee Appointments:

Current bylaw:

“Regional Committee Appointments shall be recommended to the Board by December 1st each year. Additional recommendations may be made as vacancies occur throughout the year.”

Proposed amendment:

“Regional Committee Appointments shall be recommended to the Board by December 31st each year. Additional recommendations may be made as vacancies occur throughout the year.”

The Board agreed, based on past discussions, that this amendment should be brought forward.

Dawson noted that staff is also working on a possible bylaw amendment, based on direction from the Board, to clarify the process for electing Board members.

The Board asked staff to also bring back possible language on clarifying the effect of abstentions at the PIC.

The Board agreed to review the bylaws, and bring back any additional possible amendments to the next meeting, so that all bylaw amendments could be addressed at the same time.

10. Board Policy Amendments

The Board reviewed Board policy 801.3:

Current policy:

- 1. Cash or check will be accepted at the door.*
- 2. Cities and organizations not paying at the door will be invoiced.*
- 3. SCA will bill the cities for all reserved meals not cancelled prior to the posted deadline.*
- 4. Guests will be asked to pay at the event.*
- 5. SCA staff and the main speaker will not be charged for meals.*

Nancy Backus moved, seconded by Bill Allison, to amend the policy as follows:

1. *Attendees are strongly encouraged to register online and pay in advance via credit card or check. Attendees paying at the door are encouraged to pay via check.*
2. *Attendees not paying in advance or at the door will be invoiced. A convenience charge may be added for invoiced guests.*
3. *Registered members and guests who do not attend and who do not cancel prior to the posted deadline will be charged the full registration amount.*
4. *SCA staff and invited speakers will not be charged for attendance. All other attendees will be charged, whether or not a meal is consumed.*

The motion passed unanimously.

The Board discussed Board Policy 701.1(f), which provides that the Board shall make staff appointments to committees. The Board members agreed that this process should be amended to be consistent with other appointments, and to go through the PIC Nominating Committee. They asked staff to bring back language to that effect for consideration.

11. Services Guidelines Task Force Update

John Marchione reported on discussing adding additional transit service types that define Seattle and non-Seattle routes. He explained that any express services to Seattle will be a Seattle Route and that the three proposed service types are:

- 1) All day Services
- 2) Express Services
- 3) Alternative Services

Marchione and other members of the Task Force complimented the work of SCA's new Senior Policy Analyst Katie Kuciemba in staffing this committee.

12. Discussion Items

a. Credit Card Limits

Dawson reminded the Board about prior discussions on credit card limits. The Board had previously approved applying to raise the SCA credit card limit to \$15,000. Each of the policy analysts were given limits of \$1,000. Previously, SCA's bank had required that the limit be split between all staff members. Board members had expressed frustration that the limit could not be shared between members. In recent conversations with the bank, Dawson learned that this policy had now been changed, and that members could share the full limit. She asked if the Board would support the Executive Director and the Administrative Services Manager having access to the full credit limit. She recommended that policy analysts limits remain the same.

Don Gerend moved, seconded by Bill Allison to increase the SCA Executive Director and the Administrative Services Manager's credit limits to the full credit limit of the account. The motion passed unanimously.

b. 2016 SCA dues

Dawson reminded Board members of past discussions of SCA implementing modest dues increases (possibly in line with CPI) on an annual basis, rather than large occasional increases. She noted that drivers of increased costs at SCA would be healthcare, lease, and staff and salary expenses. The Board agreed that this issue should come back for further discussion. The Finance Committee will lead discussions.

At 11:35 a.m. members departed for a tour of the City of Shoreline.

At 12:30 p.m. members returned and the meeting adjourned for lack of a quorum.