



Meeting of the PHPDA Governing Council
February 10, 2015 5:30-7:00 p.m.
 Quarters 2 Building, Beacon Hill
 1200 12th Ave South Seattle, WA 98144

MEMBERS PRESENT		NOT PRESENT	ALSO PRESENT
Tony McLean	Judy Tobin	Rich Nafziger	Jeff Natter
Nancy Sugg	Ellie Menzies		Christina Bernard
Mike Heinisch	Doris Koo		Denise Stiffarm
Nate Dreon	Rhonda Berry		

Mike Heinisch called the meeting to order at 5:35 p.m. A quorum was present. There was no public comment.

The Governing Council reviewed the January 13, 2015 and January 16, 2015 Governing Council minutes (Approval moved/2nded by Tobin/McLean). Chair Mike Heinisch suggested an edit to both minutes for consistency purposes – the addition of the name of the Tower sub-tenant whose board he sits (Amendment to motion to include these changes moved/2nded by Tobin/Koo). The minutes for both meetings were approved as amended (8 of 8 in favor).

The Governing Council accepted as information the Finance & Audit Committee minutes from January 13, 2015 and the Planning Committee minutes from January 7, 2015.

Executive Director/Staff Report

The Executive Director updated the Governing Council on the work of the PHPDA staff over the previous month, including negotiations regarding the NDA and extensive grantmaking and grant management work. The Executive Director then asked whether Council members find the report useful. They stated that they did, but agreed that the column relating each task to a strategic goal was unnecessary.

Financial Management

Draft 2014 Year-End Financial Statements

The Committee reviewed the draft year-end statements. The narrative included with the statements focuses on full-year income and expenses. The Finance & Grants Manager noted that a few more outstanding 2014 items would be added before sending a final draft to the PHPDA’s auditors. She also explained some of the new tenant reimbursement categories that have been added to the PHPDA’s statements.

The Council approved the draft year-end financial statements (Moved/2nded by Tobin/Berry. 8 of 8 in favor).

Property Management/Tower Update

Procedural Change for Historic Preservation Certification Application (Part 2)

The Executive Director reported on a change to the procedure for Commerce’s Historic Preservation Certification Application (Part 2). In December, the Governing Council authorized him to sign the application as property owner. However, it was later determined that he could instead send a letter stating that the PHPDA acknowledges the application, which would be submitted under Commerce’s signature.



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Grantmaking

Appoint Grant Review Panels

The Council reviewed the review periods and panel meeting dates for the Nimble Fund Cycle 2, Major Grant Renewal, and New Major Grant panels. The Council appointed the following panels (Moved/2nded by Tobin/Sugg. 8 of 8 in favor):

- Nimble Fund: Nancy Sugg, Doris Koo, Jeff Natter, Ellie Chopp
- Renewal Major Grants: Judy Tobin, Sharyne Shiu Thornton, Ellie Menzies, Bob Cook, Rich Nafziger, Jeff Natter, Christina Bernard
- New Major Grants: Mike Heinisch, Doug Jackson, Mike Leong, Rhonda Berry, Nate Dreon, Tony McLean, Jeff Natter, Christina Bernard

Each panel will review applications and make recommendations to the Governing Council for final approval.

Report on LOI review and Proposal invitations

Planning Committee Chair Nancy Sugg and Executive Director Jeff Natter provided an overview of the process for reviewing Letters of Intent (LOIs) and selecting which to move forward to invite for full new major grant applications. Members of the Planning Committee and staff completed the review and invited eleven proposals. Council Chair Mike Heinisch thanked reviewers, as well as Nancy Sugg for chairing the discussion at the Planning Committee meeting. Those who reviewed LOIs also reported that they had positive experiences using the PHPDA's new grant management software interface.

PHPDA Governance

2015 Nominating Committee

The Executive Director began discussion of the 2015 Nominating Committee, noting that while there are no Council members who reach term limits at the end of the year, there is a need for at least one additional strategic advisor to the Finance Committee. Additionally, it is beneficial to have the Nominating Committee prepared to respond in the unlikely event that any members decide to resign or not renew their terms. Council member Judy Tobin also reminded the Council that, after several discussions over the previous year, there are plans to expand membership. The Executive Director stated that it would likely occur later in the year in order to provide some continuity with three new members joining in January. Further discussion will take place at the March Governing Council meeting.

Governance membership in relation to PHPDA-funded programs

The Council reviewed draft guidelines in regard to PHPDA governance membership in relation to PHPDA-funded programs. The draft guidelines were created after discussion with PHPDA's legal counsel in the interest of making the PHPDA's processes transparent and avoiding perceived conflicts of interest. Several Council members expressed concerns about limiting the PHPDA's pool of potential Council members and advisors through very strict regulations. They noted that it was more important to have strong policies for recusals during the process, rather than eliminating certain people from membership on the PHPDA governance structure entirely. In order to make sure there are enough members that do not have conflicts for every decision, it may be important to expand the board.



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Several possibilities to move forward were suggested:

- Rather than adopt strict guidelines, state that the PHPDA makes every effort to avoid such conflicts, but acknowledges that the best candidates may at times have conflicts. They will recuse themselves from all discussion and decision-making in these cases.
- Have all Council members and advisors regularly provide full lists of all affiliations to ensure that the PHPDA is aware of every potential conflict of interest.
- Use these as guidelines adopted on an ad hoc basis by the Nominating Committee rather than a formal policy.

The Executive Director will incorporate the points in this discussion into an updated recommendation to be discussed at a future meeting.

Update on hiring of new position

Executive Director Jeff Natter reported that he and the Finance & Grants Manager had discussed the expansion of the PHPDA staff, as allowed in the adopted 2015 Operating Budget. With the staff expanding to four, some new job descriptions were created, with the Executive Director completing salary surveys for the new roles. He reported that he plans to promote Ellie Chopp to the new role of Grants Coordinator as of April 1, 2015. The Office Coordinator position will be responsible for all general office and administrative tasks. This job will be posted in the next week, with the goal of hiring by early April.

Adjournment

The meeting was adjourned at 6:44 p.m.

Minutes approved _____ (Date)