Mike Heinisch called the meeting to order at 5:30 p.m. A quorum was present. There was no public comment.

The Governing Council approved the October 6, 2014 Governing Council minutes (Moved/2nded by Dreon/Tobin. 7 of 7 in favor).

The Governing Council accepted as information the Finance & Audit Committee minutes from October 6, 2014 and the Planning Committee minutes from October 1, 2014.

**Executive Director and Staff Report, including Tower Update**
The Executive Director updated the Governing Council on the work of the staff over the past month, highlighting work on the grantee quarterly reports as well as his trip to Washington, DC, for a Living Cities meeting.

The Executive Director then provided information related to the Department of Commerce and Seattle Colleges about their desire for the PHPDA to consider participating in financing tenant improvements at the Tower. After consultation with the Chair and Vice Chair of the PHPDA, the Executive Director provided a letter to Commerce indicating the PHPDA’s desire not to depart from the existing lease terms where Commerce is responsible for all tenant improvements.

**Financial Management**
*Quarter 3 2014 Financials*
The Governing Council reviewed and accepted the Quarter 3 2014 Financial Statements (Moved/2nded by Dreon/Tobin. 8 of 8 in favor).

**Professional Services – Auditor (Res 13-2014)**
The Council reviewed the professional services relationship with Clark Nuber for PHPDA’s annual external audits. This service does not require a public bidding process. Staff recommends continuing to work with Clark Nuber because the PHPDA has been satisfied with the work, the firm has a strong knowledge of public and nonprofit accounting, and they do not propose significant fee increases for the next few years. The Council adopted Resolution 13-2014, authorizing the Executive Director to contract with Clark Nuber to complete the next three PHPDA audits, as amended to correct a typo (Moved/2nded by Tobin/Berry. 7 of 7 in favor).

**PHPDA Governance**
*Finance Committee Strategic Advisor Jackie Wolfe*
Staff reported that Finance Committee Strategic Advisor Jackie Wolfe has taken a leave of absence
from the Committee through the end of 2014. While she is on leave, she will not count as a Committee member for purposes of quorum. She expects to rejoin the Committee in 2015.


Mike Heinisch discussed the work and recommendations of the Nominating Committee and reported that they had recommendations for two new Governing Council members.

Secretary Judy Tobin took over as chair of the meeting. The Governing Council adopted Resolution 14-2014, reappointing Mike Heinisch to a second term as Governing Council member (Moved/2\(^{nd}\)ed by Narasaki/Sugg. 7 of 8 in favor, Mike Heinisch abstained).

Vice Chair Mike Heinisch resumed chairing the meeting. Bob Cook left while his candidacy was discussed. The Council discussed a resolution recommending that the Mayor appoint Bob Cook to a first term and re-appoint Marc Provence to a third term on the Governing Council. Nominating Committee members noted that Bob Cook had served on the Finance Committee for the past year, so he has experience with the PHPDA, particularly its finances. They also stated that he was committed to the work of the PHPDA and showed strong interest in expanding his learning and participation. The Council adopted Resolution 15-2014 (Moved/2\(^{nd}\)ed by Tobin/McLean. 7 of 8 in favor, Marc Provence abstained).

The Nominating Committee then discussed Byron Larson’s candidacy to replace Diane Narasaki, who is resigning from the Governing Council as of the end of 2014. They noted that he brings big-picture epidemiological experience, as well as more on-the-ground work, and that he also has some background in health care financing. The Council adopted Resolution 16-2014, recommending to the Mayor that he appoint Byron Larson to complete the remaining year on the term vacated by Diane Narasaki (Moved/2\(^{nd}\)ed by Tobin/McLean. 8 of 8 in favor).

**Doug Jackson, Candidate as Strategic Advisor to Planning Committee**

The Nominating Committee discussed Doug Jackson, who was recommended by the Planning Committee to be appointed a voting strategic advisor on the Planning Committee. Jackson has a commitment to diversity, as well as a dental background, which will be beneficial with the other advisor specializing in dental care (Acasia Olson) leaving at the end of the year. The Council appointed Doug Jackson a voting strategic advisor on the Planning Committee, effective January 1, 2015 (Moved/2\(^{nd}\)ed by Tobin/Provence. 8 of 8 in favor).

**Follow-up on PHPDA Board Retreat**

The Governing Council discussed the board retreat held October 29. They noted that there was good discussion and that the meeting provided a good starting point, particularly in looking at PHPDA’s future role in advocacy. However, they also noted that no conclusions had been reached and that there was more work to do to converge on a plan, which will continue to be challenging with competing interests for staff and Governing Council time. The Executive Director asked that Governing Council members complete the post-retreat survey.

**Grantmaking**

**2015 Grant process**

The Executive Director first noted that since Jackie Wolfe was on a leave of absence, he would likely
add another member to the Nimble Fund review committee for the first quarter (applications to be reviewed in later November). He would speak to Finance Committee members to find out if one of them would be available to participate.

The Executive Director then reported on progress in finalizing the application processes for new and renewal Major Grants for 2015. The Planning Committee reviewed and forwarded draft documents, including the timelines, guidance documents, and application questions, at their November meeting. He noted some changes that were made by staff and the Committee to types of projects that would receive favorable consideration, as well as amended scoring, and a limit of three consecutive years for funding of a single project, except in the case of invitation from the PHPDA.

The Council approved the timelines, RFP guidance documents, and application questions for the new and renewal Major Grants, and authorized staff to make final changes to add instructions for the PHPDA’s new grant software and to make other minor changes to clarify the processes if necessary (Moved/2nded by Tobin/Sugg. 8 of 8 in favor).

**Renewal of Project Access NW Medical Case Management grant (Res 17-2014)**
The Council reviewed a six month grant application from Project Access Northwest for their medical case management program. That grant is still on a January through December calendar. This grant would put them on the same schedule as PHPDA’s other major grants. If approved for this grant, Project Access would then need to go into the full application process for this program as a new grant, since it has never been awarded through that full competitive process. Planning Chair Marc Provence noted that Project Access is still adjusting to changes brought on with the ACA and that they will likely need a strong plan for handling Medicaid patients going forward. The Governing Council adopted Resolution 17-2014, awarding a $75,000 grant to Project Access NW for January through June 2015 for their King County Medical Case Management program (Moved/2nded by Tobin/Sugg. 8 of 8 in favor).

**Executive Session: Personnel matters RCW 42.30.1110(g)**
The Council went into Executive Session at 6:44 to discuss personnel matters pursuant to RCW 42.30.1110(g). Staff left the meeting. Executive Session ended at 7:04.

**Adjournment**
The meeting was adjourned at 7:04 p.m.

Minutes approved ___________________________ (Date)