



Meeting of the PHPDA Governing Council
 Tuesday, November 14, 2023 5:30 - 7:00 PM

Physical Location: Quarters 2 Building, Pacific Tower, 1200 12th Ave S., Seattle, WA 98144

Virtual Location: <https://zoom.us> | Meeting ID: 858 4004 8863
<https://us02web.zoom.us/j/85840048863?pwd=dGI3R2QyM0MyNUhKZGlrQXhmMy8vdz09>

Phone Option: +1 253 215 8782

Password: THANKFUL (Numeric Password for Phone: 52808268)

MEMBERS PRESENT		NOT PRESENT	ALSO PRESENT	
Doris Koo	Sue Taoka	Bob Cook	Virgil Wade	Christina Bernard (until 6:47pm)
Douglass Jackson	AyeNay Abye	Gloria Burton	Mallory Fitzgerald	Whitney Regan
Martine Pierre-Louis		Paul Feldman	Michael Finch	Denise Stiffarm
			Nicholas Ramirez (until 6:08pm)	

Doris Koo called the meeting to order at 5:33 PM. A quorum was present. Nicholas Ramirez, a Governing Council nominee, introduced himself to the Council. Governing Council members, Staff, and PHPDA Consultants welcomed Nicholas.

Consent Calendar Minutes

The Governing Council approved the minutes from the September 12, 2023 and October 10, 2023 meetings. (Moved/2nded by Douglass Jackson/Sue Taoka, 5 of 5 in favor)

The Governing Council accepted as information:

- The Program Committee minutes from October 4, 2023
- The Finance & Audit Committee minutes from October 4, 2023

Staff Report

The Executive Director updated the Governing Council on the Staff Report.

- The Office Coordinator reminded Council members to sign up for 2024 Grant Review Panels. The Governing Council will likely appoint the first two panels, Letters of Intent (LOI) and Nimble Grant Cycle 1, at their December meeting.
 - Starting next year, PHPDA will be splitting the panels so that not all reviewers are required to read every proposal.
- The Office Coordinator reminded Council members to register for the 2023 All Grantees Meeting on December 5 if they plan to attend.
- Staff in coordination with Greenwood Ohlund, PHPDA’s accountants, hosted the third 2023 technical assistance (TA) session on November 7. The session focused on financial stewardship for small nonprofits and about twenty people attended the session.
 - Staff sent a survey to attendees following the session and plan to review the results.
 - PHPDA often receives financial related questions from grantees and potential applicants so Staff thought this session would be beneficial to past, current, and potential grantees.
- PHPDA plans to host four TA sessions next year, likely one each quarter. Staff are discussing a possible communication focused session with Pyramid, our Communications Consultants.



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HR Consultant Report

The Executive Director provided an update on the HR Consultant's process and report.

- PHPDA hired an HR Consultant in September to conduct a compensation study and job analysis in order to help implement a long-term compensation structure.
- The Executive Director shared the HR Consultant's process with the Council. The consultants conducted their work in three phases and primarily focused on compensation and job analysis.
 - The consultants did look at ways for Staff to move to the next level within PHPDA.
- The Executive Director and Associate Director are currently working on annual Staff performance reviews and how best to incorporate the new pay grades.
- There were no big surprises reported in the consultant's study, but they were somewhat surprised by the amount of work each Staff member takes on.
- Council asked if the HR Consultants inquired about adding additional staff. In the consultant's final report, they included the possibility of adding additional staff in the future.
- The HR Consultant's offered to assist PHPDA again when needed. They may help with things like staff onboarding and retention.
- The consultant's recommended potentially changing some PHPDA job titles following their review of job descriptions.
- PHPDA plans to update their salary-related operating policies to align with the new compensation structure.
- Governing Council may request reviewing in detail the new salary chart created by the HR Consultants.

Financial Stewardship

Q3 2023 Financial Statements

The Associate Director reported on the Q3 2023 Financial Statements.

- Some of the larger capital expenses PHPDA has anticipated for the Tower in 2023 are starting to come through both on the balance sheet and income statement.
- There is a large receivable from Seattle Colleges for flood damage repairs.
- One 2022 Major Grantee revised their final financial report and following the Staff's review did not owe as much in unexpended funds. There is a small expense under Major Grants in September due to the decrease unexpended funds.

The Governing Council voted to approve the Q3 2023 Financial Statements. (Moved/2nded by Doris Koo/AyeNay Abye, 5 of 5 in favor)

2024 Draft Operating Budget & Reserve Plan

The Associate Director and Executive Director discussed the 2024 Draft Operating Budget and Reserve Plan.

- The Finance Committee has reviewed the proposed budget and the Program Committee supports the grant/programmatic portions.



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- Staff discussed decreasing the Communications Consultant budget in 2024. It is likely PHPDA will continue to scale back the communications budget going forward as the Communications Manager takes over more of the work.
- Increase HR Consultant budget to assist Staff more next year. The consultants can answer HR related questions and possibly assist with other HR related tasks.
- The Associate Director discussed the personnel expenses. Salaries will be finalized by the December Governing Council meeting.
- Likely will have updated amounts for medical and dental insurance in December.
- The Associate Director received updated 2024 Tower expenses from our Property Manager and will include those for review in December.
- The Associate Director reviewed possible changes to the Grants portion of the budget:
 - Increase New Major Grants to \$1.7 million and keep Renewal Grants at \$2.3 million.
 - Per Finance Committee's recommendation, add an "Additional Grantmaking" line.
- The Council reviewed the draft 2024 Reserve Fund Plan. The Associate Director updated the 2024 Major Grant cohort line to reflect possibly increasing New Major Grant funding.
- The Council shared their appreciation of the Staff's thoughtfulness drafting the 2024 PHPDA operating budget as well as both Committees teamwork on the draft budget.

Property & Real Estate

Update on Quarters Buildings

The Executive Director provided an update on the Quarters Buildings.

- A Washington State Representative and PHPDA Executive Director continue to talk to the Department of Commerce about the Quarters Access Agreement.
 - PHPDA would prefer the access agreement not fall under the Commerce Housing Trust Fund, as it is a real estate item.
 - PHPDA and Commerce have discussed the access fee and agreed upon an amount.
 - Commerce is considering imbedding the access agreement within a service contract rather than treating it as a separate real estate matter.
 - PHPDA Legal Counsel suggested PHPDA review the Washington State budget proviso and shared possible next steps if Commerce decides to imbed the access agreement within a service contract.
 - PHPDA Real Estate Consultant shared alternative ideas if PHPDA and Commerce do not come to an agreement on Commerce's service contract suggestion.
- \$5 million in Washington State capital funding was allocated to Commerce which PHPDA could receive. The Acting Council Chair reviewed the funding terms. Once the Quarters Access Agreement is finalized, PHPDA will likely begin discussing the capital funds with Commerce.
 - PHPDA would like to find a long-term Quarters lessee that is willing take over the capital funding obligations.
- Next steps: ask Commerce about possible non-negotiable items, review those items with a Washington State Representative, and decide if PHPDA should bring in additional partners.



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Governance

Appointment of Strategic Advisor to Program Committee

The Executive Director discussed a potential Strategic Advisor to Program Committee, Nancy Sugg.

- Nancy Sugg is a former Council member and expressed interest in joining the Program Committee as a Strategic Advisor.
- Program Committee supports Nancy joining the Committee.

The Governing Council approved Nancy Sugg as Strategic Advisor to the Program Committee starting January 1, 2024. (Moved/2nded by Martine Pierre-Louis/Douglass Jackson, 5 of 5 in favor)

Recommendation for Mayoral Governing Council Appointee

The Acting Council Chair and Executive Director discussed recommending Nicholas Ramirez as a Mayoral-appointed Governing Council member.

- Michael Leong, a Program Committee Strategic Advisor, introduced Nicholas to the PHPDA.
- The Acting Council Chair and Executive Director met with Nicholas Ramirez to discuss his interest in joining the Governing Council and learn about his background and experience.

The Governing Council voted to recommend Nicholas Ramirez to be appointed to PHPDA Governing Council by the Mayor of Seattle to fill the seat currently held by Gloria Burton when it becomes vacant at the expiration of her term at the end of the year. (Moved/2nded by Sue Taoka/Douglass Jackson, 5 of 5 in favor)

Discuss Governing Council & Committees Meeting Schedules

The Acting Council Chair and Executive Director led a discussion on the Governing Council, Program Committee, and Finance Committee meeting schedules.

- The Acting Council Chair shared suggested changes to the meeting schedules.
 - Governing Council meet in odd numbered months plus December, total of seven meetings annually.
 - Committees meet during even numbered months, total of six meetings annually.
 - The Council may discuss changing the Council and Committee meeting times.
- PHPDA does not plan to amend the Charter and Rules & Regulations at this time. May consider making amendments once the new schedules are finalized.
- The Acting Chair suggested Committee Chairs report out to Governing Council during the Council meetings.
- The Governing Council Executive Committee will likely meet four or five times a year with the Executive Director to discuss ongoing topics, review Council agendas, and discuss the annual Council retreat.



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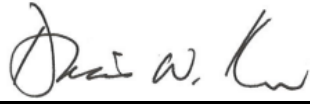
2024 Governing Council Retreat

The Executive Director led a discussion on the 2024 Governing Council retreat.

- The 2024 retreat will likely occur in March and primarily focus on reviewing the 2022- 2026 Strategic Framework and PHPDA's grantmaking.

Adjournment

The meeting was adjourned at 7:03 PM.

Minutes Approved: 

12/13/2023
(Date)

From: [Whitney Regan](#)
To: [Doris Koo](#)
Subject: RE: PHPDA Acting Governing Council Chair Signature Requested
Date: Wednesday, December 13, 2023 12:44:00 PM
Attachments: [image002.png](#)
[image003.png](#)
[image004.png](#)

Thank you, Doris! I will add your digital signature to the minutes and resolutions.



Whitney Regan (she/her) | **Office Coordinator**
206.432.3027 | w.regan@phpda.org | [2022 Annual Report](#)

Pacific Hospital Preservation & Development Authority
[1200 12th Ave S](#), Quarters 2, Seattle, WA 98144



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Join our [email list](#) for news and funding announcements.
View PHPDA's [Privacy Policy](#) and public records requirements.

From: Doris Koo <doris.w.koo@gmail.com>
Sent: Wednesday, December 13, 2023 12:43 PM
To: Whitney Regan <w.regan@phpda.org>
Subject: Re: PHPDA Acting Governing Council Chair Signature Requested

CAUTION: This email originated outside the organization. Please don't click links, open attachments, or reply with confidential details unless you are certain you know the sender and are expecting the content. **NEVER PROVIDE CREDENTIALS** via email!

Yes please add my electronic signatures to these documents. Thanks Whitney.

On Dec 13, 2023, at 12:27 PM, Whitney Regan <w.regan@phpda.org> wrote:

Hi Doris,

Please see attached for the Governing Council's 11/14 meeting minutes and Resolutions 08-2023, 09-2023, 10-2023, and amended Resolution 11-2023, which were all approved at the Council meeting yesterday 12/12.

With your permission, I can add your digital signature to the meeting minutes and resolutions.

Thank you!

<[image002.png](#)>
phpda.org

Whitney Regan (she/her) | **Office Coordinator**
206.432.3027 | w.regan@phpda.org | [2022 Annual Report](#)

Pacific Hospital Preservation & Development Authority
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<[image003.png](#)> <[image004.png](#)>

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<A1. Governing Council Minutes 11.14.2023.docx>

<D1. Resolution 08-2023 Approve 2024 Operating Budget.docx>

<F. Resolution 09-2023 Retaining Soaring Bird Solutions.docx>

<J. Resolution 10-2023 Election of 2024 PHPDA Officers.docx>

<K. AMENDED - Resolution 11-2023 Program Committee & Finance Committee 2024
Members.docx>