



Meeting of the PHPDA Governing Council

Tuesday, August 13, 2024 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: 869 1122 9175

<https://us02web.zoom.us/j/86911229175?pwd=NTUSFPMw8OvaJRcYgkTapmZKqfOTu.1>

Phone Option: +1 253 215 8782

Password: 136885

MEMBERS PRESENT		NOT PRESENT	ALSO PRESENT	
Doris Koo	Bob Cook	Martine Pierre-Louis	Virgil Wade	Christina Bernard
Douglass Jackson		Paul Feldman	Brenda Hernandez	Whitney Regan
Sue Taoka		Nicholas Ramirez	Michael Finch (until 6:27)	Denise Stiffarm
AyeNay Abye				

Doris Koo called the meeting to order at 5:32 PM. A quorum was present. There were no public comments.

Consent Calendar Minutes

The Governing Council voted to approve the following minutes:

- Governing Council Meeting Minutes May 14, 2024
- Governing Council Special Meeting Minutes June 7, 2024
- The Amended Program Committee minutes from February 7, 2024 and April 3, 2024
- The Program Committee Meeting Minutes June 5, 2024
- The Finance Committee Minutes from April 3, 2024 and June 5, 2024

(Moved/2nded by Bob Cook/Douglass Jackson, 6 of 6 in favor)

Program & Grantmaking

Appointment of Updated Nimble Grant Cycle 2 Review Panel

The Executive Director presented the updated appointments to the 2024 Nimble Grant Cycle 2 Review Panel.

- A council member is no longer able to join the panel and a previous staff member appointed to the panel is no longer with the PHPDA. A past strategic advisor and past GC member agreed to sit on this panel. PHPDA will formally add them to the panel.
- The Executive Director proposed to reallocate grant funds towards the nimble grant cycle due to an unresponsive major grantee who've not signed their agreement. If the grant awardee does not respond, the committee will consider this as the next step.

The Governing Council voted to approve and appoint the noted evaluators to the 2024 Nimble Grant Cycle 2 Review Panel. (Moved/2nded by Douglass Jackson, Sue Taoka, 6 of 6 in favor)

Finance & Operations

Updates to Employee Handbook & Payment for Employee Outside Benefits



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The Governing Council Chair deferred discussion on the updates to the employee handbook and payment for employee outside benefits.

2023 Independent Audit

The Governing Council Treasurer reviewed the 2023 Independent Audit provided by Clark Nuber at the June Finance Committee meeting.

- There were no findings, resulting in a clean and unmodified audit.
- Clark Nuber presented the results at the June Finance committee meeting. The Treasurer highlighted slide 5, which shows the results of their unmodified audit result. There were no weaknesses noted.
- A council member encouraged everyone to read page 15 of the financial statements. It includes summaries of revenue and expenses from 2022 and 2023.
- The auditors stated they were very satisfied with how cooperative and efficient the staff were.

The Governing Council voted to approve the 2023 Independent Audit. (Moved/2nded by Bob Cook/Sue Taoka, 6 of 6 in favor)

Q1 & Q2 2024 Financial Statements

The Council Treasurer reported on the Q1 and Q2 2024 Financial Statements. The Finance Committee accepted the Q1 and Q2 financial statements and forwarded them to the Governing Council for approval.

- The Treasurer focused on the financial document from June 30th. He reported there were no unexpected changes or concerns. The Finance Committee authorized the opening of a local money market account at the PHPDA's current bank earlier this year. This makes it easier for PHPDA to transfer funds rather than wiring, which is required for the LGIP.

The Governing Council voted to accept the Q1 and Q2 2024 Financial Statements. (Moved/2nded by Bob Cook/Doris all in favor)

Operating Policies (01-2024 Confidential Information & 02-2024 Environmental Review Policy)

The Executive Director discussed PHPDA Operating Policies 01-2024 Confidential Information

- This clause meets a requirement set by the commerce agreement. PHPDA's legal counsel prepared this policy.

The Governing Council voted to approve PHPDA Operating Policies 01-2024 Confidential Information (Moved/2nded by Doris Koo/Douglass Jackson, 6 of 6 in favor)



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The Executive Director discussed the PHPDA 02-2024 Environmental Review Policy.

- Legal counsel discussed how this policy is legally required because of the upcoming quarters lease and potential change in use.

The Governing Council voted to approve PHPDA 02-2024 Environmental Review Policy. (Moved/2nded by Doris Koo/AyeNay, 6 of 6 in favor).

Commerce Services Agreement

The Executive Director discussed a services agreement with the Washington State Department of Commerce (DOC).

- PHPDA has been working on a Commerce Services Agreement for the \$75,000 reimbursement from the Department of Commerce. There was criteria in the general terms and conditions that PHPDA had to meet. PHPDA has met several of those requirements with the assistance of their legal counsel. PHPDA is now prepared to move forward with this agreement. PHPDA requested the Governing Council's authorization to execute that Commerce Contract.
- The agreement required PHPDA to have cyber liability insurance. PHPDA has been working with their broker. PHPDA met with their IT consultant to discuss this.
- The Department of Commerce also requested professional liability insurance. PHPDA has directors' and officers' insurance. PHPDA is hoping that the current insurance is sufficient. PHPDA is awaiting input from their broker. If it is not, PHPDA would need to obtain professional liabilities insurance.

The Governing Council voted to accept the services agreement with Washington State Department of Commerce and authorize the Executive Director to sign it pending the insurance items. (Moved/2nded by Sue Taoka/Douglass Jackson, 6 of 6 in favor)

Update on Quarters RFQ Process

The Governing Council Chair and Executive Director provided an update on the Quarters RFQ process.

- We had 2 site visits; the organizations that attended at least one tour were: SeaMar, Urban League, YMCA, LIHI, Agape House, SCIDPDA (as potential project manager), and several architecture firms. The RFQ Committee met yesterday to develop formal responses to questions submitted by interested organizations. The first tour was held on July 17th. Several organizations requested a second tour to revisit the site. PHPDA added a second tour on August 2nd. Two RFQ deadlines were adjusted.
- SeaMar has indicated that they will decline to submit for this project. They would like to be kept in the loop on the progress. The qualifications deadline is September 6th.

Governance

Meeting Schedule for Remainder of 2024



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The Council Chair led a discussion about the meeting schedule for the remainder of 2024.

- The Council Chair believes we will need to meet every month for the rest of the year.

Retreat Update

The Council Chair provided an update on the Governing Council retreat.

- The Council Chair requested everyone to share availability for a follow-up retreat meeting. The council agreed to September 16th. Everyone needs to be in attendance.

Professional Services Contract Extension - Albina Strategic Consulting

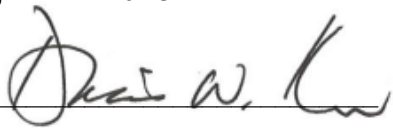
The Executive Director discussed extending Albina Strategic Consulting’s Professional Services contract.

- This is the facilitator of the Governing Council retreat. Albina Strategic Consulting will lead another governing council meeting. Her previous contract ran through June 30th. PHPDA would like to extend her contract. PHPDA needs approval from the Governing Council to move forward with the contract.

The Governing Council voted to approve the extension of Albina Strategic Consulting’s Professional Services contract through the end of the year and up to an additional \$12,000. (Moved/2nded by Douglass Jackson/Ayenay, 6 of 6 in favor)

Adjournment

The meeting was adjourned at 6:43 PM.

Minutes Approved:  9/18/2024
(Date)