

Spokane Transit Authority  
1230 West Boone Avenue  
Spokane, Washington 99201-2686  
(509) 325-6000

## **BOARD OPERATIONS COMMITTEE MEETING**

Minutes of the September 11, 2024, Meeting

**Spokane Transit Authority, 1230 W. Boone Avenue, Spokane, WA**  
*w/ Virtual Public Viewing Option*

### **MEMBERS PRESENT**

Al French, Spokane County, *Chair*  
Pamela Haley, City of Spokane Valley,  
*Chair Pro Tem, Planning & Development*  
*Committee Chair*  
Josh Kerns, Spokane County,  
*Performance Monitoring & External*  
*Relations Committee Chair, Non-Voting*  
Dan Dunne, Small Cities Representative  
(Liberty Lake)  
Zack Zappone, City of Spokane  
E. Susan Meyer, Chief Executive Officer,  
*Ex Officio*

### **STAFF PRESENT**

Carly Cortright, Chief Communications &  
Customer Service Officer  
Karl Otterstrom, Chief Planning &  
Development Officer  
Nancy Williams, Chief Human Resources Officer  
Dana Infalt, Clerk of the Authority & Executive  
Assistant to the Chief Executive Officer  
Amie Blain, Executive Assistant to the Chief  
Financial Officer

### **PROVIDING LEGAL COUNSEL**

Megan Clark, Etter, McMahon, Lamberson,  
Van Wert & Oreskovich, P.C.

### **STAFF ABSENT**

Brandon Rapez-Betty, Chief Operations Officer

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### **1. CALL TO ORDER AND ROLL CALL**

Chair French called the meeting to order at 1:30 p.m. Ms. Infalt conducted roll call.

### **2. APPROVE COMMITTEE AGENDA**

*Ms. Haley moved to approve the agenda as presented, Mr. Dunne seconded, and the motion passed unanimously.*

### **3. CHAIR'S COMMENTS**

None

#### 4. COMMITTEE ACTION

##### A. July 17, 2024, Committee Minutes

Ms. Haley moved to approve the July 17, 2024, committee meeting minutes as submitted, Mr. Dunne seconded, and the motion passed unanimously.

#### 5. COMMITTEE ACTION/DISCUSSION

##### A. Consent Agenda

###### i. **Sprague Line Right of Way Acquisition**

Mr. Otterstrom presented this item to the Committee.

**Ms. Haley moved to recommend the Board approve the real property acquisition and associated temporary construction easement between Dave Black Properties, LLP and Spokane Transit for a portion of Spokane County Parcel #35221.0505 for a total \$20,000.00 and authorize the CEO to execute closing documents on behalf of Spokane Transit. Mr. Dunne seconded, and the motion passed unanimously.**

###### ii. **Spokane Public Facilities District Easements for Transit Operations**

Mr. Otterstrom presented this item to the Committee.

**Ms. Haley moved to recommend the Board approve the CEO to execute and record all documentation necessary to obtain easements from Spokane Public Facilities District associated with the Spokane Transit operations infrastructure and improvements located on parcel #35185.5001. Mr. Dunne seconded, and the motion passed unanimously.**

###### iii. **Whitworth University Easement for Transit Operations**

Mr. Otterstrom presented this item to the Committee.

**Ms. Haley moved to recommend the Board approve the CEO to execute and record all documentation necessary to obtain an easement from Whitworth University associated with the Spokane Transit operations infrastructure and improvements located on parcel #36184.2430. Mr. Zappone seconded, and the motion passed unanimously.**

###### iv. **General Counsel Legal Services Award of Contract**

Ms. Meyer presented this item to the Committee.

**Ms. Haley moved to recommend the Board approve the Evaluation Committee's recommendation to award a five-year contract from October 1, 2024, to September 30, 2029, for General Counsel Legal Services to Etter, McMahon, Lamberson, Van Wert & Oreskovich. Mr. Dunne seconded, and the motion passed unanimously.**

## **6. BOARD OPERATIONS COMMITTEE WORK PROGRAM – DISCUSSION**

### **A. Develop Future Framework: Board Policy Review Cycle**

The Committee discussed and determined the STA Mission, Rules of Procedure, Committee Functions/Guidelines, Procurement Policy, and Rules of Conduct should be reviewed by the Committee on a five-year rotation during the Board Operations Committee meeting each December, to decide the necessity of reviewing any of those policies in the upcoming year. The Bylaws will be reviewed by the Committee on a four-year rotation during the Board Operations Committee meeting to determine the need in the upcoming year. The Procurement Policy may be presented for review throughout the five-year cycle as this policy may require more periodic changes. Changes can be made to the policy(ies) at the time of review, but changes are not required. The list of reviewed policies will be updated annually to indicate the last date of review. Recommendations from the Committee during the time of the review will be sent to the new Committee for review during their meeting in February of the following year.

### **B. Develop Future Framework: Annual Board Performance Measures**

The Committee discussed the history of Committee member attendance and determined no changes were needed to the bi-annual reviews. No other changes were made to the Board Member Performance Measures or Capacity Building at this time.

### **C. Chief Executive Officer Performance Measures / Objectives**

The Committee will review the list of current STA CEO Performance Measures and those gathered from other agencies and discuss at the Board Operations Committee in October.

## **7. COMMITTEE CHAIR REPORTS**

### **A. Pam Haley, Chair, Planning & Development (P&D)**

Mr. Dunne Chaired the meeting in Ms. Haley's absence. He shared the items presented at the Planning & Development Committee meeting on September 4, 2024.

### **B. Josh Kerns, Chair, Performance Monitoring & External Relations (PMER)**

Mr. Kerns shared the items presented at the Performance Monitoring & External Relations Committee meeting on September 4, 2024.

## **8. BOARD OF DIRECTORS AGENDA SEPTEMBER 19, 2024**

There were no changes to the agenda.

***Ms. Haley moved to approve the Board of Directors agenda as presented. Mr. Zappone seconded, and the motion passed unanimously.***

## **9. BOARD OPERATIONS COMMITTEE DRAFT AGENDA OCTOBER 9, 2024**

The Committee decided to consolidate the following items on the agenda:

- 9. Review CEO 2025 Performance Objectives
- 10. Review CEO 2025 Evaluation Schedule

**10. CEO REPORT**

Ms. Meyer shared the August 2024 voter-approved sales tax revenues representing June 2024 sales. Ms. Meyer provided an update regarding the completion of the Plaza first floor restrooms' construction and the success of the STA Shuttle for the Spokane County Fair with increased ridership in comparison to previous years.

**11. NEW BUSINESS**

None

**12. ADJOURN**

Chair French adjourned the meeting at 2:43 p.m.

Respectfully submitted,

*Amie Blain*

Amie Blain  
Executive Assistant to the Chief Financial Officer