

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

## BOARD OF DIRECTORS

Approved Minutes of the August 28, 2024

**STA Special Board Meeting**  
1230 W Boone Ave., Spokane  
*w/Virtual Joining Option*

### **MEMBERS PRESENT**

Al French, Spokane County, *Chair*  
Betsy Wilkerson, City of Spokane  
Dan Dunne, Small Cities (Liberty Lake)  
Josh Kerns, Spokane County  
Kitty Klitzke, City of Spokane  
Pamela Haley, City of Spokane Valley  
Dan Sander, Small Cities (Millwood) *Ex Officio*  
Chris Grover, Small Cities (Cheney) *Ex Officio*  
Paul Dillon, City of Spokane  
Tim Hattenburg, City of Spokane Valley  
Zack Zappone, City of Spokane  
Lance Speirs, Small Cities (Medical Lake) *Ex Officio*  
Hank Bynaker, Small Cities (Airway Heights) *Ex Officio*  
Rhonda Bowers, Labor Representative, Non-Voting

### **STAFF PRESENT**

E. Susan Meyer, Chief Executive Officer  
Brandon Rapez-Betty, Chief Operations Officer  
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

### **PROVIDING LEGAL COUNSEL**

Megan Clark, Etter, McMahan, Lamberson, Van Wert and Oreskovich, P.C.

### **MEMBERS ABSENT**

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#### 1. Call To Order and Roll Call

Chair French called the meeting to order at 1:31 pm and the CEO conducted roll call.

#### Approve Board Agenda

Chair French asked for a motion to approve the agenda. He advised that for the STA CEO Search Task Force update, we are updating Board members on the status. We're not seeking approval on any items because the meeting agenda was posted without Board Action noted. We're doing an update on the status from the Task Force, and that completes the items on our agenda for today. So can I have a motion to approve the agenda.

**Ms. Haley moved to approve the Agenda as presented. Mr. Hattenburg seconded.**

Mr. Zappone said he thought the plan was to get approval for next steps. The Chair advised that was the original goal, but because the notice did not include that and the Board cannot take any action today. He advised that the only thing the Board can do today based upon the way the notice was structured is to just give an update. He said decisions will be made at the next Board meeting. Discussion ensued about the process.

**Chair French called for the vote and the motion to approve the agenda passed unanimously.**

#### Public Expressions

Chair French asked if anyone from the public wanted to offer expressions. He called three times for public expressions. There were none.

2. Executive Session

Chair French read the notice stating the Board will adjourn to executive session for the purpose of discussing, planning, or adopting the strategy or position to be taken during the course of ongoing collective bargaining. The STA Board will reconvene in open session in approximately fifteen minutes. If it becomes necessary to extend the Executive Session, a member of staff will return to announce the time at which the STA Board will reconvene. If any action is to be taken as a result of discussions in the Executive Session, that action will occur at the open public meeting once the Board returns.

Following technical difficulties, the Board went into Executive Session at 11:13 am. After 15 minutes, they came out of executive session and the following motions were made.

**Ms. Haley moved to approve a one-year contract extension through June 30, 2025 with AFSCME 3939 representing Paratransit employees with an increase in wages effective September 1, 2024. Mr. Hattenburg seconded, and the motion passed unanimously.**

**Ms. Haley moved to approve a three-year contract from April 1, 2024, to March 31, 2027, with ATU 1015 representing coach operators, vehicle and facilities maintenance personnel, customer service and clerical employees with increases in wages and certain other considerations effective September 1, 2024, and for those employed on the date of Board approval of a signing bonus. Mr. Dunne seconded and the motion passed unanimously.**

3. CEO Task Force Update

Chair French advised this session would be a report back to the Board on the progress of the CEO Search Task Force. He advised this would be an update, with no action today, but action can be taken at the next Board meeting. He advised the Task Force members met yesterday and he would provide a summary from his point of view, and then invite other Task Force members to weigh in with their comments.

Chair French reported that the Task Force met with search consultants from Harris, Rand, Lusk to outline a participation process for the Board. The consultants recommended visiting Spokane to interview various community groups for input on the draft job description and to develop a job description for Board approval. The Task Force met and identified organizations for engagement. Once the job description is approved by the Board, the consultants will search for candidates, narrowing them down to most qualified individuals for the Board to interview and ultimately choose one as the new CEO.

There was a discussion about including community members and concerns were raised about confidentiality and the potential impact on applicants' current jobs, which might reduce the number of qualified candidates. The Task Force was divided on whether to include anyone other than Board Members on the Task Force.

The focus was on ensuring the best quality applicants without jeopardizing their current employment. A list of organizations was generated for an Advisory Committee, but it is not final. The categories were initially created by consultants, and the Task Force added to it based on their community knowledge. Any exclusions were not deliberate. If there are suggestions for additional organizations or individuals, they can be added to the list.

The expectation is that groups will be interviewed collectively rather than individually. This approach applies to various categories, including community organizations, non-profits, and representatives of healthcare. A new category, criminal justice, was added, suggesting organizations like the community court. The list remains open for further suggestions.

Chair French opened conversation for discussion.

Mayor Haley thanked Mr. French for his summary and clarified that the search consultants said, in their experience, it is rare for the public to be involved in deciding who to hire for a transit CEO position. Mayor Haley emphasized that she does not want applicants to risk their current positions to apply for the job, as it might deter high-quality candidates from applying.

Mr. Dunne agreed with Mayor Haley's concerns, sharing an example where a candidate, after being publicly interviewed and not selected, lost their previous job. He emphasized the importance of attracting and retaining an excellent candidate to lead the agency. While he supports broad public engagement in defining the job description, he believes the Task Force and Board should handle the detailed evaluation of candidates' capabilities. He stressed that their role is to ensure the best candidate is chosen for the position.

Mr. Zappone expressed a different perspective from the rest of the Task Force, raising concerns about the process and the information presented. He noted that while the consultant is qualified and has deep connections, their expertise does not lie in community engagement. He pointed out that other transit and public agencies commonly involve community engagement at the finalist stage, which was not considered in this process. Mr. Zappone also said he contacted Board members from various agencies who confirmed the practice of community engagement. He emphasized that while the Task Force agreed on the job description and initial community outreach, they did not explore community engagement at the end of the process. He believes that excluding community feedback on final candidates goes against the Board's adopted goals and vision, which emphasize collaboration with community partners to enhance the quality of life in the region.

Ms. Haley responded to Council Member Zappone's comments, noting that she had not yet had time to verify with all the transit agencies he mentioned since the Task Force just met yesterday. However, she stated that most of the agencies she had discussed it with did not involve the public in the final decision-making or interviewing stages. They did use public input for developing job descriptions and identifying desired characteristics, similar to the process being proposed by Council Member Zappone. She offered to contact all the agencies before the next Board meeting to gather more input, mentioning that the three agencies she spoke with did not use public involvement in the final stages, and two even found the idea amusing.

Ms. Klitzke clarified that the intention was not to make the community part of the hiring decision but to allow finalists to engage with the community in a public forum. The idea is for finalists to answer vetted questions from the public, which would help assess how they interact with and handle community questions. This process would provide community feedback without giving the public a deciding vote in the hiring decision.

Mr. Dillon echoed the importance of community feedback and noted the progress made towards a more public process. He acknowledged community expectations for transparency and public involvement. Mr. Dillon questioned whether it was really a common outcome for a candidate to lose their job. While he understands concerns about applicants jeopardizing their current positions, he believes there are ways to mitigate this risk. He mentioned receiving feedback from various sources emphasizing the community's desire for a transparent process. He stressed the importance of consultants engaging effectively with the community.

Chair French proposed that since no decision is being made today, the Board should arrange for the consultant to attend the next Board meeting. This would allow the consultant to share their concerns with the group, ensuring everyone is informed. He suggested this as a way to help the Board reach a well-informed decision.

Ms. Wilkerson thanked Commissioner French for suggesting that the consultants attend the next Board meeting to share their reasoning and experience. She emphasized the importance of community engagement, noting that STA's leader will play a critical role in the community. While the final decision rests with the Board, she proposed involving a small group of community leaders from key industries that use transit to weigh in with the Task Force on the finalists' qualifications. This approach could help maintain confidentiality while allowing the Board to see how candidates interact with community leaders.

Chair French discussed the challenge of maintaining confidentiality if community members are involved in the interview process. He mentioned consulting with legal counsel to explore ways to ensure confidentiality. Unlike Board members, who are bound by an oath, community members lack an enforcement mechanism if they violate a confidentiality agreement. He suggested looking into possible structures or mechanisms to address this issue.

Ms. Wilkerson suggested involving a small group of industry leaders who are already CEOs and understand the process, believing they would maintain confidentiality. She asked the Board to consider this approach.

Ms. Klitzke reiterated that she does not share the confidentiality concerns, viewing the firing of an employee for seeking another job as retaliatory and unprofessional. She believes this should not be considered the norm and that the appropriate response from a current employer would be to incentivize the employee to stay. She emphasized that this concern should not undermine the public process and that finalists should be able to interact with the community.

Mr. Hattenburg agreed with the idea of a public "meet and greet" rather than a formal interview process. He shared that a similar approach was used with the Spokane Valley Library Board, where informal gatherings with light refreshments allowed the public to interact with candidates and provide feedback. This setup also gave Board members a chance to observe how candidates interacted with the public they would serve. He emphasized that it doesn't need to be a formal interview process.

Mr. Zappone raised the issue of whether Task Force meetings, excluding executive sessions and candidate reviews, should be open to the public. He mentioned that the community expects these meetings to be open, similar to other committee meetings, without public comment. He emphasized the need for direction from the full Board on this matter.

Chair French asked legal counsel to address that issue. Ms. Clark advised we couldn't take any action on that today. Because it wasn't part of the original delegation of authority to the Task Force by way of the motion that was passed, it would be a subsequent action by the Board that would be needed to do at a separate meeting. Chair French agreed that was his intention as mentioned at the Task Force meeting, that we would carry this conversation to the full Board and have the Board weigh in on how they wanted the Task Force to perform, to try and finish up the work here.

Mr. Dillon suggested that the discussion about the rules around public meetings and how the Open Public Meetings Act (OPMA) applies to committee and task force meetings could be followed up at the next Board meeting. He expressed interest in chatting further with legal counsel to better understand these rules. Ms. Clark offered to have anyone contact her with individual questions about the OPMA.

Mr. Bynaker emphasized the critical importance of guaranteeing confidentiality to attract the best candidates. He reiterated that major organizations often dismiss employees who apply for other positions and are not successful. He stressed that involving the public in the process could deter

top candidates, as they would not risk their current positions. He strongly believes that without ensuring confidentiality, STA will not get the best candidate.

Mayor Grover agreed with the need for caution in the process, emphasizing the Board's responsibility to represent their constituents. He supported gathering information from constituents and stressed the importance of being very careful throughout the process, echoing the concerns raised by Council Member Dunne, Mayor Haley, and Council Member Bynaker.

Ms. Bowers highlighted the various challenges the organization is facing. She emphasized that the organization's greatest assets are its employees and expressed her interest in how a new leader will address these issues. She mentioned that collective bargaining leaders and team leaders dealing with scheduling and safety are eager to be involved in the process. She stressed the importance of addressing these thoughtfully and ensuring that no one faces undue hardships.

Chair French thanked everyone for their contributions and stated there is a lot to think about before the next Board meeting on September 19th. He asked Board members to take a look at the list and be prepared to provide any perspective not discussed today and approve at the Board meeting.

4. Adjourn

With no further business to come before the Board, Chair French adjourned the meeting at 12:01 pm.

Respectfully submitted,



Dana Infalt  
Clerk of the Authority