

9/24/20 ExCom 6:07pm

Attendance – Present: Nick Setten, Jerry Baroh, David Ghodoussi, Zack Gebrekidan, Mark Brady, Joan Paulson, Lisa Connolley, Gordie McIntyre, Laurie Johnson,

Audience – Colleen Bowman

Absent – Ali Mowry, Shari Curiel

- Minutes Review – we opt to table this so that all members can see the minutes
- PDA meetings – today’s meeting was cancelled.
- Committee Reports – since our new committees were just created, they have not had an opportunity to meet.
- Public Comment – None
 - Discussion of letter of concern from Colleen regarding Council Representative Mowry. According to our attendance records that we have access to (missing March minutes), Ali has not exceeded allowable absences.
 - Letter of Concern reads:

“Dear Mr. Chair and members of the Constituency Board,

As a member of Constituency, I bring to you the following concern and a question. With an enormous amount of due respect to Constituency Board and PDA Council Member Ali Mowry, I’d like to express a concern for her ongoing absenteeism.

I admire and commend Ali for contributing her energy and leadership to urgent societal issues that are immense and broader than what we generally discuss at Constituency. If her absenteeism is temporary, I personally feel that it could and should be excused. I deeply value her presence and voice, as do many others. Unfortunately, her repeated absence leaves a void in both representation on the Constituency Board and on PDA Council. I think it may be in the best interest of our members to ask Ali about her ability to continue her service. If she foresees this being a long-term conflict, I would ask the Board to consider how to best guarantee full representation of Constituency on PDA Council. Which brings me to my question...

Constituency just completed an election during a pandemic. Voting in person was particularly challenging, especially for high-risk populations. The election resulted in 66 votes cast, including five provisional votes, and an eight-vote margin between our two PDA Council candidates. It was a very tight race between two highly qualified community members. If indeed Councilmember Mowry is unable to participate or complete her term, I ask the Board if it would consider substituting Nick Setten to take up her seat on PDA Council, in order to maintain full Constituency representation.

There are several reasons why this could be an effective and viable option. Nick absorbed nearly half of

our voting membership' support, which indicates a high level of confidence in his ability to serve the body. Nick is a natural leader who has served our Constituency in addition to several Market organizations. He has exhibited great passion for the Market's past, present and future. I ask the Board to consider if such an option is feasible and desirable in comparison to an empty Constituency seat for months or years to come.

Lastly, I understand there are bylaws to be considered, but certainly, this Board has come up with creative ways to fill empty seats in recent history, (i.e. Gordon McIntyre's one-year term as a Member-at-Large, or the unanimous reinstatement of Nick Setten to the Constituency Board). It is clear that out-of-box solutions such as this have been deemed within the Constituency Board's power to enact, and that these adaptations have proven beneficial to our membership.

If not this solution, how would you recommend that Constituency maintain full representation? There must be a way to sustain the momentum you've all been building to grow our Constituency and impact the Market community in meaningful ways.

Thank you all for your consideration of this matter, and for your service and leadership.

Respectfully,

Colleen Bowman, Constituency Member"

- David recalls the seat that he holds, and how his predecessor served 2/4 years of their term. He says that that time they opted not to install David waiting instead for the annual election. He asserts that since this position is ratified by the mayor's office, it needs to be filled by election.
 - Jerry asks if there is an attendance limit to attend PDA meetings.
 - David says that he has heard nothing in PDA council about any concerns regarding Ali's absences and brings up absences by Patrick Kerr and Matt Hanna.
 - Colleen confirms that by PDA charter, if a member misses three consecutive PDA full council meetings they can be excused. This has not happened yet.
 - David says that discretion regarding our board members comes down to the Chair. He believes that Ali's seat shouldn't be at risk and believes she continues to be a valuable member of the board.
 - Colleen clarifies that she supports the work Ali is doing, but wants to proactively make sure there are four reps on the PDA. If Ali can't do it, what is the process? Wants all hands on deck as much as possible.
 - Jerry explains that he has spoken with Ali and she would like to keep her position and is working on finding ways to more reliably attend meetings.
- Budget Discussion 2020/2021
 - Gordie says that the budget that we passed was documented in ExCom meeting from 9/25/19, nick found that record on the Constituency website and shared it in email with the board. See here for minutes from 9/25/19:

<https://www.pikeplacemarketconstituency.org/minutes/2019/excomPPMCSept2019.pdf>

- Lisa asks if we have a copy of the ‘actuals’ to compare with the budget.
 - Since we don’t have actuals on hand, she asks if we can provide an estimate of what the actuals and spending are.
 - Gordie suggests going line by line to make sure it’s ok
 - Discussion of review of expenses – electricity, Newsletter/postage/time/copies,
 - Website upgrade is still in progress
 - Insurance/Legal Line Item – we did not use it this year
 - Lisa asks if PDA board coverage covers us as well. Laurie and David say no. Reminder that according to the attorney (not in writing) we don’t need it because we don’t make any decisions that would warrant liability coverage.
 - Lisa asks if we have a 501c3, Jerry/Laurie confirm that this was dropped in the 1990s.
 - Laurie says we are not covered at all under PDA insurance. In order to qualify for insurance we would need to be a 501c3. Laurie says that it is a conflict of interest for the PDA attorney to provide advice. Discussion of and clarification that the Constituency is a separate entity from the PDA, but does not fall under its 501c3.
 - David comments that since the Constituency was written into the PDA charter, his concern is that since Constituency board make statements and decisions, we should also have indemnification insurance. Expresses concern that the legal council for the PDA has not provided an opinion in writing regarding liability.
 - Jerry points out that our decisions go through the PDA (via our representatives), but Laurie/Joan express concern that this doesn’t cover the rest of the board.
 - Lisa asserts that if we had our own 501c3 we would need this coverage, but isn’t sure we would need it since we don’t. Joan asserts that when this organization was initially conceived, it originally had its own 501c3 which has since been dropped both locally and at a state level. And we need to start over again (costs \$1500).
 - Jerry asks why the 501c3 was dropped – Joan says that it was a change of people on the board due to lack of institutional continuity.
 - To get the forms to renew – need to go through Dept of Corporations through the state. Laurie offers to send a link, and Jerry says he will follow up.
 - David asks for point of clarification about what it would imply if we were successful in getting this designation. Laurie suggests this is worth another evening of discussion.
 - Joan says that in her conversations with lawyers, under WA state law we would need to have a 501c3 or some other tax ID #. She later clarified (in an email dated 10/19 to the board): “In order to get

insurance for the Constituency board, the insurance company and lawyers stated that we need to be some form of a non-profit status and have a tax ID #. Therefore, if we want insurance coverage, we need to have the above legal standing.”

- Mark says that he will speak with Mary tomorrow, saying that we need written authorization from Jerry Johnson that we don't need to have insurance for our board. He doesn't think we have the time, energy or effort to keep a 501c3 going. He says that the Foundation was established to have a 501c3 and that the PDA does not have that.
 - Discussion and general confusion about what legal entity the PDA is.
 - Laurie asks why the entire Constituency board is not covered when the PDA reps are.
 - Colleen B points out that the PDA vets, appoints, interviews, the PDA reps but not others on the board and conjectures that this could be part of the puzzle.
 - David responds that the Mayor has appointed folks that have not been vetted by the PDA.
 - Jerry requests that his issue be brought up at a PDA meeting as well. David suggests following up with Rico as chair of PDA. Mark and Jerry commit to reaching out to him.
- Archival work – keep
 - Office cleanup – keep
 - Podcast – Gordie mentions that we don't have money in the budget this year.
 - Phone – we decide to strike this from the upcoming budget. Use these funds instead on the Pike Place Podcast
 - Office improvements – haven't happened yet, so keep in the budget.
 - Zack asks what the 2018 budget and how much we increased it in 2019, and what percentage we plan to increase it for 2020. Asks if there are plans for extra expenses.
 - Jerry answers that the 2018 budget was about \$6000, 2019 was 11,057
 - Laurie explains she took on a lot of extra responsibilities without compensation. Would like to use “website upgrade” money instead for the clerical work she does. She says she is completing the updated website this year.
 - Nick asks if the website will have a way for people to sign up for memberships online. The hangup is that we don't have a bank account and how to take the dues.
 - Laurie asks Joan and David what the rationale for the \$1 dues – Joan states that this shows a level of participation that anyone at any economic level could participate.
 - Laurie states that it might be possible to get people to sign up online but not pay online.

- David asks that post-pandemic membership goes back to normal so that people from Hong Kong won't sign up.
 - Jerry will adjust the numbers on the budget to present to the board at the next meeting.
 - Gordie says that the secretary is meant to get paid \$45 to produce each meeting's minutes. Suggests pumping it to \$50. For "website maintenance" keep at \$2000, for insurance and legal keep at \$550, lights remain at \$300, archival work remains at \$500, phone become 'podcast' and stay at \$500, social stay at \$500, for newsletter earmark \$5000, keep contingency fund at \$1200 (10% of the total budget) – this would keep us at around the same that Mary has already said we would have. Total budget would be \$12,000
 - **Gordie moves to adopt this budget. Joan seconds it. No discussion. In favor: David – aye, Mark – aye, Joan – aye, Zack – abstaining, Lisa – aye, Laurie – aye, Nick – aye, Jerry - aye**
 - **7 aye, 1 abstain, 0 nay**
- Agenda for GA
 - Report from Mark regarding conversation with Mary relating to Jerry Johnson and insurance for the Constituency.
 - Review of PDA updated budget (they will be holding a public meeting on Oct 15 encouraging community comments for 2021)
 - Committee reports
 - PDA
 - New Constituency Committees – Bylaws Committee, Elections Committee, Office/Archival Committee
- Office staffing plans
 - Gordie says that since he lives down in the Market, he would volunteer to staff the office a couple of days/wk. Joan says that if there's weekend time, she would be open. Gordie suggests Friday & Saturday from 12 – 3pm.
 - While it is being staffed, he would welcome volunteers to come down and help archive documents.
 - David suggests reaching out to the senior center, Friends of the Market, etc to see if their residents would be interested.
 - Zack asks what we need volunteers for. He would be open for Saturdays and some Sundays.
 - Gordie suggests staffing office on Fri/Sun 12 – 3.
 - Nick suggests planning to experiment with different staffing days.
- New Business
 - Zack introduces himself. Been in the Market for 22 years, loves working with the public, great passion for the Market. Been working for the PDA for 22 years.

Adjourn – 7:31pm