

Pike Place Public Market Constituency

Executive Committee Regular Meeting Minutes – DRAFT

November 18, 2021, 6:00 to 8:00 pm

Held via phone and Zoom (See Appendix Item #1)

Call to Order

The Regular Meeting of the Pike Place Public Market Constituency Executive Committee meeting for November 18, 2021, was called to order by Chair Adora Lopez at 6:40 pm, with apologies for the delay due to technical difficulties with the Zoom login. Adora thanked everyone for their patience, teamwork, and persistence in joining today's meeting.

Roll Call

Those attending included:

Constituency Board Members Officers: Adora Lopez (Chair), Jerry Baroh (Vice Chair), Bruce Rutledge (Secretary/Treasurer); PDA Reps Gordie McIntyre, Nick Setten, and Russell Monroe; Officers At Large: Joan Paulson

Constituency Non-board Members Ali Mowry, Liz Hughes, Colleen Bowman, Ruth Danner, Haley Land, Bob Messina, Christine Vaughan, Mark Brady, Skip Knox

Executive Committee Members present: 7. A quorum of 6 has been established. This a simple majority per Roberts' Rules of Order Newly Revised of 6. Bylaws

Approval of Agenda

With addition of discussion of the Statement of Corrections under New Business, the agenda was approved by acclamation.

Approval of Minutes

Bruce reported that control of the PikePlaceMarketConstituency.org URL has been transferred over to him, entirely. The website is being linked to that domain. This process happens behind the scenes and can take some time. Once it is completed, Bruce will begin to post draft minutes online.

Public Comments

Haley asked what might be done to encourage timely review and approval of minutes by committee members to be timelier in reviewing and approving minutes. After some discussion, it was agreed that members know when the meetings are online, they can just go find them. Russell suggested that anyone who is not prepared to approve last month's minutes should abstain from voting.

Skip suggested that the Audit Report should be amended to provide, in the appendix, a copy of the motion that established the committee and the minutes of the meeting in which it was discussed. Also, he has submitted, by email, a copy of the Code of Conduct for Townhall meetings that I hope can be included in these minutes and provide inspiration for the good of the body.

Adora said she and Bruce both received the email. She said she would pick a meeting where this Code of Conduct discussion will fit well in the agenda.

Colleen said she believes the Audit Committee included Motion 071921 on page 12 in the Appendix. Skip argued more information was needed to preserve the record for the benefit of future understanding. Colleen asked if she could call Skip directly after the meeting so they could discuss what is missing offline.

Adora solicited feedback on what we might like to do regarding meetings in December.

Nick looked online and said the PDA had its Programs meeting on December 7, Finance and Asset Management on the 14th, on the 15th an Executive Committee meeting, and PDA Council on the 21st.

Gordie said the Bylaws give the Executive Committee latitude for setting the schedule for Regular Constituency meeting and that typically, December meetings are cancelled to allow the membership time off for the holidays.

Christine said if there was nothing pressing, her sense was that meetings usually stop after Thanksgiving until the new year.

Nick said, in 2020 there was no Constituency General Membership meeting but there was an Executive Committee meeting. In 2019 we had a General Membership meeting but not an Executive Committee meeting.

Christine said she didn't anticipate that the Bylaws Committee would have anything substantive to report to the General Assembly until January.

Nick expressed more interest in using December as more of an administrative, getting-affairs-in-order-for-the-new-year kind of meeting, rather than a General Membership session.

After further discussion, Nick moved that we cancel the December General Membership meeting regularly scheduled for December 21st on account of the holidays. To be clear, the December 30th Executive Committee meeting will occur as normal on December 30th.

Adora asked if there was objection and hearing none, the motion was passed by acclamation.

In discussing future agenda items:

- Christine said she could give an update from the Bylaws Committee.
- Nick suggested we take a calendar and look at what 2022 is going to look and like pull out some important dates. For example, the election and start doing some pre-planning work and sort of figure out timetables and schedules. So we don't get caught in the same situation that we were caught in this this year and this election.
- This could also go I think a pretty long way towards beginning to sort of gel some ideas for some projects and plans so that when we decide that we want to go and get some money from the PDA, we've got a clear line item, budget plan and proposal for that. So hopefully this can that meeting can also be a brainstorming session for things that the constituency wants to get done in 2022. Goals.

- Adora said we could have a review of what's going on with the new website.
- Russell pointed out that on the topic of the 2022 elections, in the bylaws, the elections supervisor for even numbered years is the Secretary-Treasurer. So just putting that out that Mr. Rutledge by technical definition of the Bylaws will be in charge of running next year's election. In addition, you are required to pick a member of the Constituency -- obviously a person who is not running or strongly supporting a candidate -- to be your CO election runner. So just wanted to get an early head start on making sure that we all knew where that role was going to land per the Bylaws.
- Nick said, "Thank goodness, we've got that nice little audit compilation of those great recommendations for putting together maybe the single best election that the constituency will be seeing."
- Bob said, "I was very interested to hear Gordie talk about a possible new location for our Constituency office. Seeing that it is right under some restrooms, so they got flooded. And the Constituency records suffered some damage. I don't know if that's rises to the level of an agenda item -- if other people would want to comment on it at some point, or maybe Gordie would want to fill that out a little bit more -- give Gordie some space to talk about it more? And kind of have people react to it. Maybe at that December meeting?
 - Adora said she will be meeting with Mary before the December meeting so maybe she will have more information to report about that.
 - Gordie said, "Our last office that we had, that was over by the pepper jelly stand and upstairs, was extremely exposed to mold. So, we lost a bunch of records due to mold. And so they moved us down to right underneath the bathrooms. And we suffered a major flood where we lost five or six years' worth of constituency records. Luckily, we saved most almost everything, and Nick had taken one year's binder home. So we didn't lose that year and were able to put it back into the record.
 - But I think it would be nice -- since we are sort of record keeping people in the market -- that we have an office that's not susceptible to that kind of thing. And my favorite office, I'm not sure if anybody's familiar with this, I'm sure Coleen is because she lived in that building. But there was a naturopath in the Triangle Building, who's whose spaces just become available. Again, it happens to be accessible from both Pike Place and Post Alley. And it's right across the hallway from the elevators, where a lot of people store their materials, and there's a bulletin board right outside. And it would seem like the perfect place.
 - It might be hard to convince the PDA to give it to us because they basically pay for our office, they give it to us for free. And they pay for the utilities. And so it might be a contentious place to move to because they may be able to get more money out of it than we're giving them in value as the Constituency. But I think that it would be a beautiful spot to have a Constituency office, and would be much more accessible to the public. We're currently down on the third floor where nobody even knows where we are.
 - Russell asked about how the size of this space compares to the office we currently have.

- Gordie said he didn't think the new space was very much larger than what we have now.
- Nick said since the Constituency isn't a money maker it might be a hard sell when we talk to Mary, so he just thinks it's important to be aware of that broader context.
- Gordie pointed out that the office has never been rented out after moved to where we are now, because that space was too compromised. But the current space was rented before and could probably be rented again, so it's just a question of how much more they could rent the naturopath's space for relative to our current space.
- Jerry said the space we have now is designated retail and John Turnbull did not want to let it go. It took almost three years for us to get the current space approved. You also have to get the approval of the Historical Commission, so it takes time. But the idea is great.
- Colleen said the real problem is, if you get that space you will be craving cinnamon rolls all day long.
- Christine said she was looking at a Historical Commission map and as near as she can tell that is a street level zone, too. That means it's zoned for food and retail, so that could be a complicating factor.
- Joan said "While a number of us were in the current constituency office one day, the person who had that space as a business stopped in and said, 'Oh, gosh, they finally rented it.' He had left four years earlier. And he left because of the number of times that his space got watered on from the bathrooms, etc. He'd had the space for like, five or six years. Knowing that, as far as I was concerned, that became a problem for our paper records, and became a continuation of the space problem we have before, except with a mold infestation.
 - So where we are, is not safe for our records.
 - It creates a health concern, at least for people like me. That is why I stopped spending time in the original office, because of my health. When we had the leak, that also complicated my health in the current office.
 - We need to have a dry space and having it in the Triangle Building would be handicap accessible.
 - And we'd also be able to operate at nighttime after six o'clock. It would be more conducive in terms of interactions with our members."

Bylaws Review and Revision Committee Update

Christine reported that the committee met on Wednesday.

- We considered the suggestion made at the previous General Membership meeting, that the Bylaws might be presented in in two pieces, one that was unanimous and the other that was not unanimous. At present, the Bylaws Committee goal is to present a consensus document. That is the Yeah, five people.
- As we have discussed and have explored the Bylaws, we've kind of gone with the easy ones, first.
- It is clear to me that there is going to be further discussion around "oversight,"

- There's going to be a further discussion about the role of the board.
- There's going to be further discussion on what a special interest group is, and whether it is called out and, if so, by whom, and for what purpose.
- So the more difficult discussions are still ahead of us. But the goal is to come up with a consensus document. And that means everybody will be a little unhappy, which means it's probably a pretty good decision.
- The Constituency itself is not going to be in total agreement, but the goal is to get something that everyone can live with: definitions that everyone at least it can accept, even if it's not the way they'd write it themselves. That's what we hope to present.
- Gordie attended the meeting and was helpful in terms of the historical background of the bylaws and when the different changes happened. He also presented us with a parliamentarian's opinion given in 2004 that suggested a couple of ways to present a bylaw revision.
- At least at present, it is the committee's intention and our tentative goal, depending on what happens in the next couple of meetings, to present a document at the General Membership meeting in February. It's a little bit ambitious, but that's what we're going to attempt with the idea of taking comments either then or at a special meeting.
- Then the committee will take those comments back, rework the draft as a committee, coming to a consensus as a committee, and then giving our reasons why we have decided what we've decided, and then presenting that second draft back to the General Membership at the March meeting, at which time it will be out of our hands and into the hands of the Executive Committee and the General Membership, how they want to proceed.
- If it's a consensus that most of the General Membership can accept, then that vote can be taken with proper notice.
- It can be presented in a section by section.
- But at that point, we feel like our work will be done.
- And all of this is subject to change from direction by the General Membership or by decision of the committee itself if, as we go forward, we find that it's not practical to do it the way that we currently anticipate it being done.
- Given the fact that the in-person meetings at the Bar and Grill work very well, it's much easier to work in person than it is over Zoom. Since the Bar & Grill opens at 10 am, Bruce and I will come in at 10 to get the Zoom set up. That will allow 10 or 15 minutes to get settled. The active meeting time will be from 10:15 until 11:45. Ideally be done at 11:45, but certainly will sign off by noon.
- We plan to meet the first three Wednesdays in December. And then we are going to hiatus until the first one Wednesday in January. That is the current plan and we can adjust as needed from there.

Christine asked Bob, as the other committee member in attendance if he had anything to add. Bob added more specific detail around Elections.

- We all know that the election takes place over multiple days around the General Assembly meeting and this is not specified in the Bylaws.
- I think Christine was right to request from Haley the complete Elections Audit Report which is so detailed in terms of what they recommend. We will not necessarily insert that level of detail into the Bylaws, but may have a separate Election Procedures document that assists whoever is conducting the elections and is informative to the membership about all these new election procedures.
- Before the next elections next year, it would be also good to have that parallel document set up.

Christine elaborated on Bob's point.

- We did discuss the possible advisability of creating a Rules type document that detailed the particular details of elections, and then do the broad outline in the Bylaws, but have a separate document that that goes through the steps.
- It could be attached to the Bylaws as an appendix, so that it was always in the same place, but it would be easier to change as needed than the bylaws themselves.
- That's not an idea that's been flushed out. But it is something that the committee seems to believe, would be a very good idea.
- We'll be reporting to the General Membership as we go along.
- We'll also be asking Bruce, if there's a place on the website, where the changes can be outlined, so that people have a chance to read them in advance and give some feedback so that we can be adjusting as we go along.

Colleen asked how many former elections officers are in attendance. She expressed that she didn't want Bruce to feel like he was alone or without support in the 2022 election.

- Russell said, "I have no problem helping out Bruce, with this upcoming election. I ran it last year. And I feel like that election, despite being right at the height of COVID, went pretty well. And I don't mind pitching in and helping him out, when that time comes."
- Haley said he was more than happy to help, too.
- Adora added that Nick has experience too, and repeated that we just want to be sure Bruce doesn't feel overwhelmed by everything that is on his plate.

PDA Committee Reports

Nick suggested that since he gave the PDA Committee updates two days ago at the General Membership meeting, in the interest of time, we could bypass this item on the agenda for this evening.

New Business

Statement of Correction

Haley said there have been some other people who have stressed that it's important that we at least go through this and give it some thought.

- So just a little bit of background: At the end of the constituency election, that very evening, an email was sent out, purportedly from the Constituency. It was unsigned. The contents of it to me wasn't of particular concern to me. It was critical of something that I had said or didn't say, and that's a side discussion. But the part that was troubling was that this was something that was sent out by a couple of Constituency members. Asking some of the officers, I don't think there was much support for this, but it was sent out anyway, because there was a way to go around. Bruce, who was new to his position.
- It was troubling to see that someone would go to that length. I don't think that the issue was that important, honestly
- In terms of where we go and what we do, we really need to acknowledge that, in my view, this is not appropriate.
- We need to have a an approach to getting information out to membership, that there'll be accountability, that there won't be things that are sent out that are unsigned. Those are the type of issues that I think need to be part of this discussion.
- I've intentionally not named names, but it may be that, that it's important that people who are involved in this, actually acknowledge that we need to do things in ways where we go through the system and follow a certain procedure.

Russell said: I've been thinking a lot about this issue. I've spoken on it in prior meetings, I believe we've discussed it twice. In fact, in our last Executive Committee meeting it pretty much became general knowledge that Joan Paulson was responsible for sending out this email, not by herself, but certainly as a sitting member of the Executive Committee, she bears, I would say, the most responsibility. And I think that you know, that is a course of action that requires an official censure of her which is never a thing that I think any committee or body ...

Skip Knox called Point of Order and said: This sort of conversation is one that is not properly taken in an open meeting, accessible to the public. Robert's Rules has very clear instructions on how to handle this sort of issue. It is not proper to carry on this kind of conversation, except in very specific circumstances. So I would urge the speaker to hold off on making further comment until the requirements of the parliamentary procedure are examined and understood perfectly before going further. It's not that I agree or disagree. It's just simply that this sort of conversation is not proper in an open meeting.

Adora asked Skip to explain what type of meeting needs to take place to continue this conversation properly?

Skip explained: There needs to be a closed meeting where people are sworn to secrecy and not to be repeated outside of the meeting context. And again, I would urge people to get a hold of the 12th Edition of Robert's Rules of Order and look for something that would be entitled "offensive outside of a meeting." [Disciplinary proceedings]

Russell said: I think that of course, there is a proper way to go about censuring a sitting officer and I 100% agree with Skip that that's the route that needs to be taken. But I think there also needs to be a general acknowledgement of the fact that this is an action that requires consequences. And as an

organization, if we want to be a healthy organization, we need to take the next steps instead of just tiptoeing around it, as we have been doing for the last several meetings.

Adora said: A healthy organization is what we're going for. I want to do this correctly. I hear what's going on. And I need to a little bit more research on what we need to do to move forward with this and do it properly.

Nick added to the explanation of how closed Executive Session in conducted:

- From my involvement with the PDA, we'll have a regular meeting, and there will be a portion that's identified as "closed session," and then we go into a private call on a different line, and have that conversation.
- Then we come back.
- It's still part of the same meeting.
- We have to notice it and we and, as Skip pointed out, Robert's Rules also call for listing the general topic that's being discussed at that closed session, in accordance with the Open Public Meetings Act. But that's just a part of the business that we can conduct, especially in Executive Committee.

Haley asked if the people in that closed session would be officers only and Russell said that would be correct.

Nick asked if there was a way to open up attendance to other associated parties.

Skip recommended that all parties needed to review their own copy of Robert's Rules so we don't step on our own toes. He urged that whenever we're naming people, we have to be very careful to follow the rules. He urged that this conversation be taken offline.

Jerry wanted to clarify that we were going to be discussing protocol or procedures to assure that this doesn't happen again – that official communications go out through you and Bruce.

Russell said he misspoke when he said closed session could only be attended by committee members. Other people who have pertinent information are able to sit in and join closed session.

Colleen said: Just so you know, no decisions, no actions can take place in closed session. Just hypothetically speaking, you get into closed session you discuss, but you can't take action in closed session. You have to come out and take any action in public session.

Public Comments

Skip provided a page reference of page 711 under the heading of "Trials" for anyone with an interest in the conversation we just had.

Bob referred to the last two or maybe three PDA Council meetings where Mary, our Executive Director, has referred to high level creation of a Master Plan for the Market for the next 50 years. He said, "And if you'd like me, reacting to people saying master plan, and we're at a very high level, we can't tell you

what yet what we're doing. And then, you know, we're looking at hiring some company, or companies to assist us. At some point, I think the average person in the market, all of us here, would want to know at what point are you going to, you know, start revealing just what you're talking about. And so I don't want to cast it in, in one way or another. But I would ask that people keep your antennas up for this Masterplan discussion. And a timeline for it and what it means. It's something, but I don't know what it is. And there's been a couple reports now, where we've heard, you know, the general high-level discussions, there are some committee people that have been named, I kind of forgot the names. I didn't pay attention to who was on the committee. But I don't know, I am asking people to follow them, you know, the PDA Council meetings, where they do have these discussions, and, you know, we'll all hear about it."

Christine said: On that same subject. At the meeting tonight, Mary talked about partners in who would be helping with a plan as to how to keep the Market true to its purpose and relevant in the coming 50 years. It occurs to me that it would be good for the Constituency to take a look at to where we could be helpful with this. Is there some particular part of this that would be helpful to the PDA for the Constituency to take on and be helpful for the Constituency to be in partnership with the management team as they're planning where the Market is going to go for the next 50 years, rather than sitting back and commenting on what's happening, to see what part we might play in determining policy, as the ordinance says is the job and the purpose of a constituency?

Joan said: I wanted to also second what Bob has said, and also Christine, primarily because Mary acknowledged, tonight at the meeting, that she has been working for the last six to eight months with her executive committee group that has not allowed for any public input or review in terms of the process, or outcome.

- The outcome will be a 50-year plan, implemented in 10 years segments, and then they're going to break the 10 years into every three years to be implemented.
- So it's going to have a direct effect on the Market. And I'm not sure if it's going to be positive or negative.
- But we should have some further participation in the process in order to discern its outcome, and evaluate it.
- The second point that I wanted to make is that today notice was sent out for the emergency sewer work by the city, that's going to be started next Monday, on the 22nd, through the 24th, from 8 am until 5 pm.
- This will be the prelude to what they're going to be doing in starting in January, for 10 weeks, in the block of Pike Place between Virginia and Stewart Street. There will be one lane for moving traffic in this November project. We don't know specifics about the plan for January for that 10 weeks, yet. That's a major impact on the market during the hardest time of the year. And that's what's happening, which we did not get a whole lot of information about in tonight's meeting of the PDA. So I just wanted to bring that to everybody's attention.

Adora thanked Joan for the update on the road work schedule. She thanked Nick for providing the names on Mary's Master Plan committee. She encouraged the group to try to take a positive outlook

going into this – to be cautious, but also positive about it. She hopes we can move together as a whole as the Constituency to be responsive and work together on what these next 50 years have in store for us.

Haley said, “My feeling is the tone of this meeting and the previous meeting that Jerry led, that we are turning a corner. I am just so hopeful that that's what's actually happening, that there's so much that people have spoken of where I mean even the agenda items today that have to do with being productive and constructive. What I kept harping on in my tenure was good governance. I hope that we continue to get even better governance, that that becomes part of how we're branded. I feel good about how this meeting was laid out and how it was conducted. And I just hope we can continue in this way.”

Adora thanked Haley and said, “I'm hopeful, too. I think that we are strong as a group. We may not always agree on the same things or how to go about things, but some of my weaknesses are other people's strengths and I need that, and vice versa. Working together, if we are strong and have the same goal of preserving the Market and the community that is our home and family, I think that we will be successful. I've never known it to not be. So thank you Haley for that. Any other public comment?”

Adjournment

Hearing none, Adora wished everyone a Happy thanksgiving and the meeting was adjourned at 8:00 pm precisely.

*Presented by Secretary-Treasurer Bruce Rutledge on 3/31/22_.
Posted in draft to website 3/31/22_. Adopted with/without edits _____.*

Appendix

Appendix Item #1 – Zoom / Telephone Login

PPPM Constituency General Membership meetings are routinely scheduled with the same Zoom meeting link and meeting ID, plus direct dial-in option. Please feel free to add this information to your Contacts.

Join Zoom Meeting

<https://us02web.zoom.us/j/82963087048>

Meeting ID: 829 6308 7048

One tap mobile

+12532158782,,82963087048# US (Tacoma)

Dial by your location

+1 253 215 8782 US (Tacoma)

Find your local number: <https://us02web.zoom.us/j/82963087048>

Appendix Item #2 – Attendance / Compliance Rules

