

**CONSTITUENCY EXECUTIVE COMMITTEE MEETING
DRAFT MINUTES**

Thursday, June 24, 2021

Held via phone and Zoom

Call to Order

The Pike Place Market Executive Committee meeting for June 24, 2021, was called to order by Secretary-Treasurer Bruce Rutledge at 6:15 pm.

Bruce asks for someone to chair the meeting.

Mark and Nick offer to chair. Bruce says Mark spoke to him earlier, so he'll ask Mark to run the meeting today.

Discussion of what constitutes a quorum. Mark says we need seven officers (out of 11 total).

Nick says we have seven officers present.

Gordie says a quorum of the 11-member executive committee is six, and any voting needs at least four votes to pass. Gordie says according to Robert's Rules of Order, only the executives can vote, and the rest of the attendees can express their opinion.

Mark asks if there are any objections to him chairing the meeting.

Nick says he has objections but doesn't need to go further than that.

Attendance

Those attending included:

Constituency Board Members Bruce Rutledge (Secretary-Treasurer), PDA Reps: David Ghoddousi, Gordie McIntyre and Nick Setten; Officers at large: Joan Paulson and Zack Gebrekidan

Constituency Members Colleen Bowman (PPM PDA Chair), Devin McComb (PPM PDA CM) Christine Vaughan (PPM HC), Bob Messina, Joe Read, Skip Knox, Karl Andersson, Ruth Danner

Constituency non-PDA Officer absences are noted for compliance with Bylaws Article 4, Section 6 attendance requirements. Absent from this meeting: Haley Land. Note: there are currently four vacancies.

Constituency PDA Rep absences are noted for compliance with Bylaws Article 4, Section 7 attendance requirements. Absent from this meeting: Russell Monroe.

Six (6) ExCom Board Members were in attendance. This satisfies the RONR "majority" quorum requirement of 6 members for an 11-member board. Constituency Bylaws Article 5, Section 5 requires that resolutions considered by the Executive Committee receive a majority affirmative vote of at least four votes.

PDA Council met the requirement to provide a minimum of four (4) Council members in attendance are required by SMC 3.110.270 (D) which states that the Council may attend and report at Constituency meetings:

Approval of the Agenda

The agenda was not discussed.

Approval of the Minutes

Nick explains that the March minutes were approved by acclamation at the May 27th meeting. He added that no one was able to take minutes in April. The vote to change the incendiary language on the website occurred in the May 27th meeting.

Bruce says he hasn't finished the meeting but will send the resolution language to Laurie Johnson so that she can update the website.

Gordie says that the 5/27 (March 27 or May 27? meeting was three hours long and Bruce needs a little leeway. He also says Laurie has no idea about the resolution. He says a couple of people have attacked her for not making the changes. He says even Karin, the "superstar of the PDA," only gets the minutes out 48 hours before the next meeting. He asks people to relax and "get off Laurie's back."

Gordie says that when Nick was promoted to his PDA position, he could no longer be Secretary, so no one took minutes for those April meetings.

Nick clarifies that he was not "promoted" but "appointed."

Public Comment

Colleen passes on a concern from Mary Bacarella that she has sent out two emails to Laurie asking to see her contract. Colleen offers that there might not be a contract. But Mary has not received a reply. Colleen also says she does not agree with the interpretation that only executive officers can speak or vote during the meeting. She says she thinks it is a misinterpretation of the Bylaws. She says her third point is that a resolution was passed that the details of the physical election wouldn't be solidified until the remote election has been solidified, and that motion has been ignored.

Christine says the introduction to this meeting and the preclusion of members being able to speak is not the way to build a welcoming and inclusive community.

Skip says he thought members had to register by June 20 to be eligible for the July election. He learned in the Election Committee meeting the other day that the cutoff was 6/24. He says there probably needs to be a review of how the election process is carried out.

Committee Reports

Programs Report

Nick says that the full PDA meeting included a rundown of the satellite farmer's markets. CSA signups are going great. There were 70+ egg shares with the program. There was a review of programs for Flower Day and Mom's Day in the Market. One anecdote that was widely shared is that one farmer said it was their best day in 30 years.

Gordie says he thinks as restrictions related to the pandemic relax, the programs committee will explode with advertisements to the local community.

Nick says there was conversation about the website update and increased engagement via social media. The guinea pigs and the pp bags were the most shared and interacted with posts of the Zoo campaign. In July there will be a Q2 marketing update. David Dickinson offered a daystall update. Maggie Mountain is moving to Australia. Isaiah Kahn will be bringing in great energy.

David says that it is exciting that we have four councilmembers contributing to the PDA. Parking is doing great. If we work together, we can accomplish great things.

Mark says Nick was approved as a member of the PDA council on June 1.

Finance and Asset Management Committee (FAM) Report

David says we (PDA) went through its annual financial audit and it went well. One auditor is retiring.

Mark says the incentive program with the 10% reduction of rent is working. One big tenant just recently paid up. When this program is done, we will have given the merchants almost \$3.7 million in credits and incentives. No other place in the city has done this. Mark also said the buskers are coming back. They need at least one shot of the vaccine and will be allowed back on July 1.

Nick says the question about the audit comes down to a debt covenant violation related to a specific kind of bond, and this violation came about because of Covid. It wasn't a major violation, but language will be added so that it is clarified for anyone looking into the records 10-15 years down the road.

Devin offers to add a little bit of color to the debt-service covenant issue. The debt service covenant says we have to maintain certain ratios based on income. There was no violation of the covenant. There is only a violation if 90 days have passed once notification has been made that the covenant has been violated. We added a note on page 37 that explains; here's the covenant in question. It is not violated; we've made all the payments. This covenant would have been violated if we had gotten notice from the bondholders, but that didn't happen. The audit was wrapped up nice and neat, and all payments are current.

Nick says FAM reviewed financial statements from May 2021, which was the second month with some growth. Parking has been doing extremely well. June 21 was the busiest, most successful day in the parking lot's history.

There was a collection of 2020 outstanding budgets. One big thing was a grease trap over by Stewart House got impacted and there was a huge sewage buildup in the basement, affecting a bunch of daystaller storage units. It was a big old mess.

Action items at the FAM meeting included a resolution to install a new hot water tank in Stewart House. Also new property manager staff were introduced. There is a backlog of about 70 leases that are being held back right now. The PDA is working with residents who are behind on rent. Summer picnics are coming up.

David said that Ray Humdahl, an auditor, is retiring.

Election Committee Report

Gordie says that he and Bruce have been maintaining the membership list since Laurie turned it over to him. With the election approaching, we are having a “blossoming of new people who want to be members of the constituency,” Gordie says. He predicts the usual number of members (about 250) will “blossom” to about 500. He predicts that about 1/5 of the members will prefer notices via mail rather than email. Laurie handles all the printing and mailing of the newsletters to these people. The Constituency will have more members this year than in any year back to 2003. It’s a beautiful thing, Gordie says, that all these people are interested in the Market, but it has put a burden on the volunteers maintaining the list because every member has to be checked to make sure of their current status. He says he hopes the voting can be done in the same spot as last year in front of the bakery so that people can vote from their car if they want.

Gordie says that depending on how the governor decides to open up, the general assembly meeting on July 20 could be in person and we could vote as we usually voted, with everyone discussing the election, then receiving ballots that they markup and put in the ballot box. He recommends making arrangements tonight in case we don’t have to meet by Zoom anymore.

Mark says he thinks we’ll have to schedule a Special Meeting tonight to deal with the governor’s pending announcements.

Nick says he and Adora put together a slide deck that will explain to ElectionRunner users how to log in. They also created a couple of mock elections to figure out and troubleshoot some of the questions that were raised earlier such as handling multiple people with the same email address. Because so few people are likely to be in that situation, Nick says they will probably reach out to them individually and make special arrangements for them unless they vote in person. For people who don’t use email, the goal is to make the newsletter that goes out around July 11 or 12 the “Election Special.” It will contain instructions on how to access ElectionRunner as well as a photographic breakdown and text instructions for how to use it. They will also ask people who don’t have an email address but don’t want to vote in person to call to figure out a solution, which is less than ideal but the only way to offer those people an option.

Nick says the Election Committee agreed that the election table will be staffed by two to three people at any time. One of those people will be checking names off of the paper membership list in the old school way. The other person will be confirming votes against ElectionRunner’s online voting base. We can adjust as voting is happening so that we can ensure there aren’t any double votes. Another safety measure is to use dual envelopes much like the state elections do.

July 20 and 23 are the election days. The time is still up in the air and will have to wait until the governor’s orders and proclamations on the 30th of June.

The newsletter to be sent out around July 11 will include candidate statements, election information, including our policy on provisional ballots, which Gordie is managing. On July 3-9, there will be a mock

election for the general membership. That will be the second or third mock election for the membership. We appreciate those who have tried it so far, which amounts to about five people. They want to give the membership one more chance. The committee may ask Bruce to announce to the membership via email. We will have 11 days to rectify any issues raised in the mock election before the actual election begins.

July 5 to 7 is the deadline to include candidate information for the Market newspaper. Nick plans to upload election information into ElectionRunner. He asks Bruce and Gordie to email him the final excel spreadsheet for the membership list. June 27 to July 1 is the target for finalizing the membership list.

Adora reminds everyone that the next Elections Committee meeting is at 7pm on July 1. Nick says that is when the committee will decide the times of the election.

Mark says he thinks the times of the election should be confirmed and finalized by the Executive Committee via a Special Meeting sometime in July. He says he thinks the times for the online voting should match the times for the in-person voting.

Nick says the plan is for ElectionRunner to run for the course of the election period. It will start when the election starts and go until it ends on Friday. There is no way to do two discrete days of elections. We will have to compare the online registry with the paper registry before Friday's in-person voting so that everything is in line.

Mark says that would penalize those who vote in person. Nick disagrees. He says it is still 1 vote per person. It's an option that increases participation.

David says it is only fair for the voting times to match each other. He asks how much an ElectionRunner election costs.

Nick asks if the issue is perception.

David says the people who vote in person don't have the opportunity to vote on Wednesday or Thursday.

Adora says she hopes this passion for allowing people the same opportunity extends to online voting because everyone should have an opportunity. She says the times that will be announced for voting online will match the in-person hours.

Nick says running two elections online will mean going through the list of people who voted on Wednesday or Thursday and comparing it with the list of those who voted in person on Tuesday, then updating the voter list entirely. While it is doable, it is not something Nick is interested in spending his time on at this point. He says David could help him out if he wants.

Zack asks how many people on the list don't have email.

Mark says the list is still being compiled and there are a lot of new members, so we don't have that information yet. He asks if we can have a Special Executive Committee Meeting on July 7 to discuss the

membership, whether the governor has lifted restrictions on in-person meetings, and the times and dates of the election.

Nick says that this meeting wasn't properly notified, so he doesn't think a motion can be taken. We are out of compliance with the Open Public Meetings Act.

Gordie says it doesn't matter, if we have a quorum, which we do.

David says we have to stay in compliance with the Open Meetings Act. He also says he thinks the Constituency Bylaws say the election takes place at the general meeting on Tuesday and on Friday, not on Wednesday or Thursday.

Nick reads from the Constituency Bylaws, Article 7, Elections, Section 1: "The election of Constituency officers shall be held annually at the July regular meeting of the Constituency." If you really want to stick with the letter of the Bylaws, we have a 2-hour window on the evening of the 20th, Nick says. He adds that for as long as he has been in the Market community, the Friday elections have been held to offer a "humanitarian" option for people who can't make it from 6 to 8pm on Tuesday.

Mark asks if we can be in compliance by calling a Special Meeting on July 7th.

Nick reads from the Bylaws, Article 9, Section 2, and says that a meeting can be called at the discretion of the ChairpersonChairperson of the PDA council, at the discretion of the Constituency ChairpersonChairperson – Nick adds that since there is not a Chairperson right now it is not unreasonable to assume that a meeting could be called by Vice-Chairperson, Haley Land – and on a petition of 10 members of the Constituency. Nick says that rather than trying to vote in this meeting, after this meeting, you should ask the members to sign a petition to call for the Special Meeting. The petition should be broadly disseminated, Nick says, because it doesn't need to be signed by the Executive Committee members, but by general members.

Christine asks to make a comment.

Mark refuses, saying she will receive notification about the Special Meeting petition.

David says that any 10 members of the Constituency can sign a petition to form a Special Meeting.

Adora reads the names of those in attendance.

Mark asks Bruce to send a petition to the members for a Special Meeting on July 7. He says we can wait to hear from the governor on July 1 to see what should be on the agenda.

Mark asks if there are any suggestions for the agenda for the July 7 meeting.

Bruce suggests that Gordie speak about the membership drive.

Gordie says we have a greater than normal increase in membership registration. He and Bruce will update the list over the weekend, then send it to Laurie to send out the newsletter. It's a public document, so anyone who asks can get a copy.

Mark says that Gordie and Bruce are going above and beyond, and he is grateful for their efforts. He says we are under a microscope right now and need to do things right.

Zack offers to help Gordie and Bruce on Sunday.

Gordie says the membership list updates is a two-man operation, but Zack could learn about how we do it if he is willing to sit in.

Nick says he wants to recognize the passing of Jerry Antush. He says that with all the folderal at these meetings, we haven't been able to memorialize a really important member of the Market community who interviewed many of us. Nick says he thinks on July 17 there will be a celebration in the Market for Jerry. The podcast may be moving forward, he says, but we're looking into that right now. Nick wants to recognize the great work Jerry was doing and the great role he played in the Market and the person that he was.

Gordie expresses his agreement with Nick. He says Nick would be ideal to do the interviews on the podcast and offers to help if Nick needs a partner. He says he and Nick have been on the podcast more than anyone except perhaps Jack and Joan. He says he thinks the podcast should be kept alive and would love to work with Nick on something like that.

Nick says he has been discussing that with Bob.

Joan says it is important for members at large to become more aware of the election process. She thanks Zack for his efforts.

Nick mentions that earlier someone said something about "inseminating" the newsletter to the membership, and he wants to clarify for the minutes that the word should probably be disseminating."

Public Comment

Skip asks for a list of who voted in the last election, who monitored the election, and the unredacted members list when it is ready. He says he is still not getting notices of the meetings. He also says that while the things being done are with the best interest of the members in mind, it is being done so that they don't have anything to say about it. The members should have a say in how their organization is run. He says we should run the election ideas past the General Counsel so that we don't get unpleasantly surprised later. He also thanks everyone for the thoughtful commentary.

Colleen says that good representation is people who represent people when they can't be there, and when they can be there, they shouldn't be speaking for them but with them. What we have right now are leaders who are speaking for us and not with us. She also points out that the Special Meeting that could be called by Colleen or any 10 members of the Constituency, not the ExCom, so she is not inclined to support a meeting in which she can't participate.

Mark says that at the ExCom- meeting on the 7th, there will be plenty of opportunity for everyone to have their concerns heard. Mark says he has high confidence in Haley, who is very experienced in PDA and Constituency meetings.

Colleen points out that the speaker is out of order for commenting during public comment.

Christine says that Section 2 on Special Meetings refers to Special Meetings of the Constituency, and once again the Executive Committee has conflated itself with the Constituency as a whole. Also, last year, despite the Bylaws, if the minutes are correct, the election occurred in August, not July. She says the Special Meeting date of July 7 seems to have been arbitrarily selected without consulting with the Election Committee about all that it is doing to prepare. Finally, this does not feel like a welcoming Executive Committee, she says, and she would not sign a petition for a Special Meeting of this Executive Committee.

Skip says a petition for a Special Meeting has to specifically detail what the meeting will be about.

Mark says that we should wait to see what the Governor says about open meetings on July 1, then we should sync the time of the online and in-person voting, and then, thirdly, we should examine the membership list to see who needs physical mailings and who can use email. That should be the agenda.

Bruce clarifies the agenda items with Mark.

Adora mentions that we have to figure out a voting location as well.

Mark says the bakery is open on Friday so it may be difficult to set up there.

Adora said that people want to observe the counting, and the Election Committee will discuss that.

Skip says Robert's Rule is clear that a Special Meeting needs a specific agenda.

Nick asks if this meeting is contingent on getting the 10 signatures?

Mark agrees.

Meeting is adjourned at 8:12.