

SOUND TRANSIT SPECIAL BOARD MEETING  
**Summary Minutes**  
**March 1, 2018**

CALL TO ORDER

The meeting was called to order at 9:37 a.m. by Vice Chair Marchione, in the Ruth Fisher Boardroom, 401 South Jackson Street, Seattle, Washington.

ROLL CALL

Chair

(P) *Dave Somers, Snohomish County Executive*

Vice Chairs

(P) *John Marchione, City of Redmond Mayor*

(P) *Ron Lucas, City of Steilacoom Mayor*

Board Members

(P) *Nancy Backus, City of Auburn Mayor*

(P) *David Baker, City of Kenmore Mayor*

(P) *Claudia Balducci, King County Councilmember*

(P) *Dow Constantine, King County Executive*

(A) *Bruce Dammeier, Pierce County Executive*

(P) *Jenny Durkan, Seattle Mayor*

(P) *Dave Earling, City of Edmonds Mayor*

(P) *Rob Johnson, Seattle Councilmember*

(A) *Kent Keel, City of University Place Mayor*

(P) *Joe McDermott, King County Council Chair*

(P) *Roger Millar, WSDOT Secretary*

(P) *Paul Roberts, Everett Councilmember*

(A) *Dave Upthegrove, King County Councilmember*

(A) *Peter von Reichbauer, King County*

*Councilmember*

(A) *Victoria Woodards, City of Tacoma Mayor*

Katie Flores, Board Administrator, announced that a quorum of the Board was present at roll call.

REPORT OF THE CHAIR

Board Members Request to Participate via Teleconference

Vice Chair Marchione announced that Board Members Roger Millar and Jenny Durkan have asked to participate in the meeting by phone. The Board's Rules and Operating Procedures allow members to attend meetings by teleconference with a two-thirds affirmative vote of those members in attendance.

**It was moved by Board Member McDermott, seconded by Board Member Backus, and carried by unanimous vote that Board Members Millar and Durkan be allowed to participate in the Board meeting by telephone.**

CHIEF EXECUTIVE OFFICER'S REPORT

None

PUBLIC COMMENT

Alex Tsimerman

(Chair Somers arrived at this time.)

REPORTS TO THE BOARD

None

(Board Member Balducci arrived at this time.)

## EXECUTIVE SESSION

At 9:44 a.m., Chair Somers announced that the Board would convene an executive session to review the performance of a public employee that would last 30 minutes. The Board may consider action following the executive session. Robin Murphy, Senior Legal Counsel, announced that the executive session is authorized under RCW 42.30.110(1)(g) to review the performance of a public employee.

At 10:14 a.m., the executive session was extended 10 minutes.

At 10:24 a.m., the executive session was extended 20 minutes.

At 10:44 a.m., the executive session was extended 20 minutes.

At 11:04 a.m., the executive session was extended 30 minutes.

At 11:34 a.m., the executive session was extended 10 minutes.

Chair Somers reconvened the meeting at 11:44 a.m.

Motion No. M2018-25: In consideration of the chief executive officer's 2017 performance award and directing the chief executive officer to take the specific actions identified during the remainder of the 2018 performance period.

Vice Chair Marchione stated that since December 2017, the Board has engaged in the annual process of reviewing the CEO's performance. The review acknowledged numerous accomplishments during 2017 on the part of the CEO and agency staff. Accomplishments include moving forward with critical regional transit expansions and efforts to meet aggressive project timelines, increasing early project involvement by local jurisdictions and the public, the expansion and improvement of internal collaboration across departments.

The Board also spent considerable time reviewing the CEO's workplace behavior, which includes reports and allegations of inappropriate language, actions, and demeanor that made employees uncomfortable. The Board has taken these issues seriously and hired an outside counsel to assist in determining whether these reports have been appropriately dealt with and if any further action is required.

The outside counsel's findings were that the incidents that occurred were dealt with and resolved. The Board also asked outside counsel to review agency policies and procedures on workplace behavior to ensure they are up-to-date and effective.

The Board takes all matters related to workplace behavior seriously and has determined that the CEO must continue to improve his management demeanor and relationships with staff. All employees should feel safe, respected, and equally valued.

Motion No. M2018-25 requires the CEO to take several actions. The CEO will complete a leadership development plan to become more effective in his leadership behaviors to include improving skills in listening, self-awareness, and relationship building inside and outside the organization. Communication should be clear, transparent, and build trust in the agency. The Board Chair will select three Board members who, over the next six months, will meet at least monthly with the CEO to develop and oversee progress on a leadership development plan. The Board members may interview agency

managers, conduct 360-degree interviews, hold exit interviews, or employ other feedback loops to evaluate the progress. The Board expects the three Board members to report on a regular basis.

The Board will not grant a bonus for 2017 after weighing the management and accomplishments together. Vice Chair Marchione stated that the actions are appropriate given the data provided. If the requested actions are followed, the CEO will have improved management and will reinforce the Board's commitment to ensuring a workplace behavior that maintains a just and respectful environment for all agency staff.

Board Member Durkan commented that Sound Transit in the midst of one of the largest transit buildouts in this country, if not the world. To be successful in completing the system, it will require unprecedented cohesiveness within Sound Transit and will require deep collaboration and seamless work with outside providers, and it will require an enormous amount of public trust as Sound Transit navigates the various headwinds. She stated that the issues raised and the briefing given to the Board have led her to the conclusion that these actions cannot be met. She said that the Board has been briefed on and heard the conclusions reached by outside counsel, which demonstrates that Sound Transit is not felt to be a safe workplace for all employees, that they do not feel that they can act without repercussions, and there are many who feel their work is not valued. She stated concern that the statements that were alleged to be made by the CEO and his actions raise the issue of racial bias and insensitivity, as well as other workplace harassment issues. She does not believe that these issues have been resolved as completely as indicated by counsel and that having three Board members oversee the daily work of the CEO is not the resolution. She stated that she would be voting no.

Board Member Johnson stated that one of the actions described in the motion is developing a leadership development plan. He does not have a clear understanding of how the Board will continue to evaluate the CEO without first seeing the leadership development plan. He recognized that these issues have come to the Board in a rapid succession, but without seeing the plan, he would be voting no on the motion.

Board Member Constantine commented that he first met Peter Rogoff in Washington D.C. when he was the FTA Administrator. During their meeting, Mr. Rogoff was very direct, which offended his Northwest sensibilities. However, he was also very factual and correct in his assessment of the request. When Mr. Rogoff applied for the CEO position, Board Member Constantine advised him he would need to modify his manner to the local culture to be successful. Board Member Constantine stated that Mr. Rogoff has become a better manager of people whose primary reference is the Northwest way of doing things, but there is a lot more progress to be made. Mr. Rogoff's contract is up the end of 2018 and the Board will have the opportunity to look at his body of work as a whole and decide if he is the correct person to lead the agency forward.

Board Member Earling stated that the Board has had contact with Mr. Rogoff on these issues, and he has taken corrective action. He believes Mr. Rogoff is the right person to lead an agency of this size and complexity.

Chair Somers stated that at the conclusion of the meeting, it will be made clear to the employees of Sound Transit that there are personnel policies and procedures in place. The success of the agency, the Board, and the CEO are dependent on the employees, and the Board takes responsibility for a safe workplace environment for employees.

Chair Somers mentioned that as Board Chair, he has had many opportunities to work closely with Mr. Rogoff, including identifying and working to remove barriers for minority and disadvantaged businesses. If he had sensed a tinge of racial bias or anything of that nature, he would be in a different place, but he has not. He has witnessed the improvement in the healthy, strong, working relationships the CEO and staff have developed in Snohomish County in delivering light rail to Lynnwood and then north to Everett.

Although Mr. Rogoff can be brusque and forceful, he has been effective. Outside of the management issues that mostly arose in 2016, the 2017 management objectives that were set at the beginning of 2017 have been met.

Sound Transit has been through some significant changes with losing past CEO Joni Earl and with the adoption of ST3 to expand the program. How the agency meets the challenge of delivering ST2 and ST3 requires change in how the agency is organized and how it does business. Mr. Rogoff has provided a vision and has started putting in motion necessary changes. Change is never easy for an organization, but Mr. Rogoff has done a good job and the moves he has made for the agency are the right ones.

**It was moved by Vice Chair Marchione, seconded by Board Member McDermott, and carried by majority vote that Motion No. M2018-25 be approved, with Board Member Durkan and Board Member Johnson voting in the minority.**

### **BUSINESS ITEM**

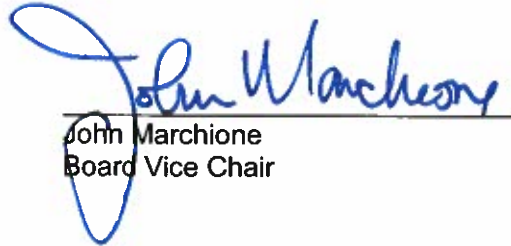
None

### **NEXT MEETING**

Thursday, March 22, 2018  
1:30 to 4:00 p.m.  
Ruth Fisher Boardroom

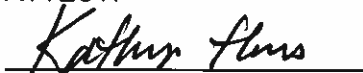
### **ADJOURN**

The meeting adjourned at 12:02 p.m.



John Marchione  
Board Vice Chair

ATTEST:



Kathryn Flores  
Board Administrator

APPROVED on April 26, 2018, JE