

PORT OF SEATTLE
CODE OF ETHICS
FOR PORT COMMISSIONERS

PREAMBLE.

This code of ethics (“Code”) provides guidance in the event a conflict arises between a port commissioner’s interests or behavior and the commissioner’s responsibility to the commission and the public.

It is assumed and expected that a commissioner will act in accordance with applicable federal, state and local laws, and will strive to avoid even the appearance of impropriety in the conduct of his/her office.

Ultimately, ethics are a matter of honesty, common sense and judgment. Neither this, nor any other code, can be an adequate substitute for those attributes.

Commissioners are elected officials entrusted with public confidence, and ultimately questions involving a commissioner’s behavior are a matter to be judged by the electorate. For that to happen, there must be transparent standards to refer to and there must be mechanisms that provide the public with information. This Code attempts to provide those standards and that framework.

Section 1. Standard of Conduct.

A. A port commissioner shall not transact any business of the port commission or act on behalf of the port commission with respect to any matter that requires port commission approval, without first obtaining the commission’s approval

pursuant to a public vote of the port commission or other port commission direction as provided in a meeting open to the public.

B. A port commissioner shall abide by the Port of Seattle's policies of equal opportunity and non-discrimination and is prohibited from engaging in unlawful sexual or non-sexual harassment, workplace violence or retaliation against whistleblowers.

C. A port commissioner shall not use Port of Seattle resources for personal benefit. Incidental, limited or occasional use of port resources, especially electronic media, is acceptable so long as the use is not for personal gain or benefit.

Section 2. Use of Office.

A. A port commissioner shall not use his or her position to secure special privileges or exemptions for himself, herself, members of his/her family or others.

B. A port commissioner shall not knowingly use his or her office for personal or family gain or profit.

C. A port commissioner shall not disclose confidential information gained because of the port commissioner's position, nor may the port commissioner otherwise use such information for personal or family gain or benefit.

E. A port commissioner shall not accept employment or engage in business or professional activities that the port commissioner might reasonably expect would require or induce him/her to disclose confidential information acquired because of the port commissioner's position.

Section 3. Conflicts of Interest.

A. **Special Consideration Prohibited.**

Given port commissioners are elected to a part-time position, it is understood that they are likely to have outside employment. At times, such employment may give rise to conflicts of interest. In such situations, the commissioner must disclose the conflict prior to any involvement and seek advice from the commission's outside counsel or the commission's ethics board (Board) on whether a conflict exists and on how best, if appropriate, to recuse him or herself from port activities involving the issue.

B. **Appearance of Impropriety.**

A port commissioner shall not request or otherwise seek special consideration, treatment or advantage from others, or knowingly engage in activities which are in conflict, or which have the potential to create a conflict, with the performance of official duties. Examples of conflicts, or potential conflicts, of interest include (but are not limited to) circumstances where the port commissioner:

1. Influences the selection or non-selection of, or the conduct of business of, any entity doing business with the port, when the port commissioner or his/her family has a financial interest in that entity or any of its competitors.

2. Solicits for himself/herself or for another, a gift or any other thing of value (consistent with Section 6) from the port or from any person having dealings with the port; provided that no conflict of interest shall be deemed to exist with respect to solicitations for campaign contributions required to be reported under Chapter 42.17 RCW or for charitable contributions.

3. Accepts any retainer, compensation, gift or other thing of value which is contingent upon a specific action or non-action by the port commission.

4. Accepts a gift in any manner other than as provided in Section 6 below.

5. Intentionally uses or discloses information not available to the general public and acquired by reason of his/her official position which financially benefits the port commissioner, his/her family, friends or others.

C. Financial Interest Prohibited.

No commissioner may have an undisclosed interest, financial or otherwise, direct or indirect, or engage in a business or transaction or professional activity, or incur an obligation of any nature that is in conflict with the proper discharge of the commissioner's official duties.

D. Improper Compensation.

No commissioner may, directly or indirectly, ask for or give or receive or agree to receive any compensation, gift, reward, or gratuity from a source for performing or omitting or deferring the performance of any official duty, unless otherwise authorized by law.

Section 4. Financial or Beneficial Interest.

A. Contracts Prohibited.

No port commissioner or his/her immediate family (spouse, dependents) shall (i) have an undisclosed financial or beneficial interest, direct or indirect, in any contract which may be made by, through or under the supervision of the port commission, or

which may be made for the benefit of the port, or (ii) accept, directly or indirectly, any compensation, gratuity or reward in connection with the awarding of such a contract.

B. Statutory Exceptions.

As provided in RCW 42.23.030, the prohibition in Section 4A shall not apply to:

1. the furnishing of electrical, water or other utility services by the port, where authorized under statute, at the same rates and on the same terms as are available to the public generally;

2. the designation of public depositories for port funds;

3. the publication of legal notices required by law to be published by any municipality, upon competitive bidding or at rates not higher than prescribed by law for members of the general public;

4. the letting of any other contract in which the amount received under the contract by the port commissioner or the port commissioner's business does not exceed one thousand five hundred dollars (\$1,500.00) in any calendar month; and

5. the leasing of port property to a port commissioner or to a contracting party in which a port commissioner or his/her immediate family has a financial or beneficial interest, if in addition to all other legal requirements, a board of three disinterested appraisers and the superior court in the county where the property is situated finds that all the terms and conditions of such lease are fair to the port and are in the public interest. The appraisers must be appointed from members of the American Institute of Real Estate Appraisers by the presiding judge of the superior court.

C. Limitation on Voting.

A port commissioner may not vote on the authorization, approval or ratification of a contract in which he/she or his/her immediate family has a financial or beneficial interest even though one of the exemptions under Section 4B above allows the awarding of such a contract.

D. Remote Interest.

A port commissioner is not interested in a contract, for purposes of Section 4A above and RCW 42.23.030, if the port commissioner has only a remote interest in the contract and the extent of the interest is disclosed to the port commission and noted in the official minutes of the port commission prior to the formation of the contract, and thereafter the port commission authorizes, approves, or ratifies the contract in good faith by a vote of port commissioners sufficient for the purpose without counting the vote or votes of the port commissioner(s) having the remote interest; provided, that Section 4D is not applicable to any port commissioner interested in a contract, even if the port commissioner's interest is only remote, if the port commissioner influences or attempts to influence any other port commissioner or port employee to enter into the contract in violation of this Code and state law. For purposes of Section 4D, a port commissioner has a remote interest when the port commissioner:

1. is a non-salaried officer of a nonprofit corporation;
2. is an employee or agent of a contracting party where the compensation of such employee or agent consists entirely of fixed wages or salary;
3. is a landlord or tenant of an entity contracting with the port; and

4. is a holder of less than one percent of the shares of, or interest in, a business entity contracting with the port.

E. Improper Contract Void.

Any contract made in violation of the provisions of Section 4 is void and the performance thereof, in full or in part, by a contracting party shall not be the basis of any claim against the port. Any port commissioner violating the provisions of Section 4 is liable to the port for a penalty in the amount of five hundred dollars (\$500.00), in addition to such other civil or criminal liability or penalty as may otherwise be imposed upon the port commissioner by law.

F. Censure.

In addition to all other penalties, civil or criminal, the violation by any port commissioner of the provisions of Section 4 may be grounds for censure by the commission and other appropriate legal proceedings.

Section 5. Statement of Financial Affairs.

On or before April 15 of each year, or within fourteen (14) days of taking the oath of office, each port commissioner shall file with the Washington State Public Disclosure Commission a copy of a Statement of Financial Affairs prepared in satisfaction of the requirements of RCW 42.17.240-241, which shall be available for public inspection upon written request.

Section 6. Acceptance of Gifts.

A. Gifts Prohibited.

A port commissioner may not receive, accept, take, seek, or solicit, directly or indirectly, any gift if it could be reasonably expected that the gift would influence the vote, action or judgment of the port commissioner, or be considered as part of a reward for action or inaction.

B. Acceptance on Behalf of Port of Seattle.

Consistent with RCW 53.08.110, a port commissioner may accept a gift of real and personal property of any value for and on behalf of the port. Any gift so accepted shall become the property of the port and not of the port commissioner. A port commissioner shall report the acceptance of any gift under this section to the port's general counsel within thirty (30) days of receipt.

C. Limitation on Gifts.

A port commissioner may not accept gifts, other than those specified in Section 6E, with an aggregate value in excess of fifty dollars (\$50.00) from a single source in a calendar year or a single gift from multiple sources with a value in excess of fifty dollars (\$50.00). For purpose of this section, "single source" means any person, whether acting directly or through any agent or other intermediary, and "single gift" includes any event, item or group of items used in conjunction with each other or any trip including transportation, lodging, and attendant costs, not excluded from the definition of gift in Section 6D. The value of gifts given to a port commissioner's family or guest shall be attributed to the port commissioner for the purpose of determining whether the limit has

been exceeded, unless an independent business, family, or social relationship exists between the donor and the family or guest.

D. Items Not Considered Gifts.

The following items are excluded from the definition of gift and may be accepted by a port commissioner or member of his/her family without constituting a violation of the Code:

1. Items from family or friends where it is clear beyond a reasonable doubt that the item was not given as part of any design to gain or maintain influence in the port;

2. Items related to the outside business of the port commissioner that are customary and not related to the port commissioner's performance of official duties;

3. Items exchanged among port commissioners, or among port commissioners and port employees, or a social event hosted or sponsored by a port commissioner or port employee for co-workers;

4. Payments by a governmental or nongovernmental entity of reasonable expenses incurred in connection with a speech, presentation, appearance, or trade mission made in the port commissioner's official capacity. As used in this Section "reasonable expenses" are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;

5. Items a port commissioner is authorized by law to accept, including, but not limited to, items accepted in accordance with RCW 53.36.120-150 (promotional hosting) or RCW 53.08.110 (gifts to port);

6. Payment of enrollment and course fees and reasonable travel expenses attributable to attending seminars and educational programs sponsored by a bona fide governmental or nonprofit professional, educational, trade or charitable association or institution. As used in this Section “reasonable expenses” are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;

7. Items returned by the port commissioner to the donor within thirty (30) days of receipt or donated to a charitable organization within thirty (30) days of receipt;

8. Campaign contributions reported under chapter 42.17 RCW;

9. Discounts available to a port commissioner as a member of an employee group, occupation, or similar broad-based group;

10. Awards, prizes, scholarships, or other items provided in recognition of academic or scientific achievement; and

11. Unsolicited tokens or awards of appreciation in the form of a plaque, trophy, desk item, wall memento or similar item.

E. Exceptions.

The following gifts are presumed not to influence a port commissioner’s action or non-action on any matter and may be accepted without regard to the fifty dollar (\$50.00) limit established above, without constituting a violation of the Code:

1. Unsolicited flowers, plants, and floral arrangements;

2. Unsolicited advertising or promotional items of nominal value, such as pens and note pads;

3. Unsolicited items received by a port commissioner for the purpose of evaluation or review, if the port commissioner has no financial or beneficial interest in the eventual use or acquisition of the item by the port;

4. Informational material, publications, or subscriptions related to the recipient's performance of official duties;

5. Food and beverages consumed at hosted receptions where attendance is related to the port commissioner's official duties, including admission to, and the costs of food and beverages consumed at, events sponsored by or in conjunction with a civic, charitable, governmental, or community organization. Provided, that where the gift exceeds fifty dollars (\$50.00) on a single occasion, it shall be reported as required in RCW 42.17.241(1)(l); and

6. Unsolicited gifts from dignitaries from another state or a foreign country and intended to be personal in nature.

F. Rebuttable Presumption.

The presumption that acceptance of the gifts listed in this section influences a port commissioner's action or non-action on any matter is rebuttable and after review by the Board may be overcome based on the circumstances surrounding the giving and acceptance of the Gift.

Section 7. Former Port Commissioners.

Former port commissioners ("former commissioners") engaging in transactions with the port shall do so with the standards of ethical conduct and in accordance with this Code.

A. Special Consideration Prohibited.

A former commissioner shall not request or otherwise seek special consideration, treatment or advantage from port staff or port commissioners.

B. Appearance of Special Consideration.

A former commissioner shall avoid circumstances in which, to a reasonable person, it might appear that the former commissioner is requesting or otherwise seeking or receiving special consideration, treatment or advantage from port staff or port commissioners.

C. Appearances Before Commission.

For one (1) year after termination of port commission service, a former commissioner may not appear before the port commission on behalf of another individual or entity, whether or not for compensation of any kind, in relation to any case, proceeding, application or matter in which such former commissioner participated during his/her period of port commission service: *Provided*, that if after public discussion and a finding by the commission that the public or the port's interests would be better served, the commission may waive this provision if so requested by a former commissioner.

D. Participation in Contracts with Port of Seattle.

For one (1) year after termination of port commission service, a former commissioner may not have a direct or indirect financial or beneficial interest in any contract that was made by, authorized or funded by port commission action in which the former commissioner participated during the period of port commission service.

E. Participation in Competitive Selection Process.

For one (1) year after termination of port commission service, a former commissioner may not participate as a competitor in any competitive selection process for a port contract in which the former commissioner participated in any way while serving on the port commission.

F. Disclosure Requirements.

For one (1) year after termination of port commission service, a former commissioner must disclose his or her past port commission service before participating in any port action. The disclosure shall be made in writing to the commission's outside counsel who will notify the commission.

G. Use of Confidential Information.

For one (1) year after termination of port commission service, a former commissioner must disclose his or her past port commission service before participating in any port action. The disclosure shall be made in writing to the commission's outside counsel who will notify the commission.

H. Employment.

No former commissioner may accept an offer of employment or receive compensation from an employer if the former commissioner knows or has reason to believe that the offer of employment or compensation was intended, in whole or in part, directly or indirectly, to influence the former commissioner or as compensation or reward for the performance or nonperformance of a duty by the former commissioner during the course of port commission service.

I. Appearance of Impropriety in Employment.

No former commissioner may accept an offer of employment or receive compensation from an employer if the circumstances would lead a reasonable person to believe the offer was made, or compensation given, for the purpose of influencing the performance or nonperformance of duties by the former commissioner during the course of the former commissioner's service on the port commission.

J. Employer Defined.

As used in this Section, "employer" means any individual, partnership, association, corporation, firm, institution, or other entity, whether or not operated for profit, or any other entity or business that an individual owns or in which the individual has a controlling interest.

Section 8. Board of Ethics.

A. Formation and Purpose.

The port commissioners shall appoint a Board of Ethics ("Board") to ensure proper and consistent implementation of this Code.

B. Complaints.

Any person, including without limitation port commissioners, port employees and members of the public, may submit a written complaint alleging a violation of the Code to the commission president, or in the event of an allegation involving the president to the vice president, specifying one or more alleged violations by a commissioner of this Code. Complaints may also be submitted through the Port of Seattle Ethics and Compliance

Hotline. Every complaint must include the complainant's correct name, an address at which mail can be delivered to the complainant, and a daytime telephone number. A person submitting a Hotline complaint may request his or her name and address be considered confidential and redacted from public documents. Anyone submitting a complaint may be asked for additional information about the complaint by the Board and shall cooperate with the Board in providing pertinent information.

C. Powers.

The Board shall provide guidance whether a factual situation involving a commissioner presents a violation of the Code when requested by that commissioner.

The Board shall initially consider all complaints to determine whether the complaint was properly submitted and warrants investigation. Complaints that are not properly submitted or that present no reasonable basis for the conclusion that the Code has been violated shall be dismissed. If the Board determines that the complaint warrants investigation, it may conduct the investigation itself or delegate the performance of the investigation to an appropriate individual or firm.

The Board or delegated investigator shall promptly conduct its investigation. The Board or delegated investigator may request that individuals or firms appear before the Board or delegated investigator to answer questions and provide information, including any form of recorded information. The Board or delegated investigator may require that commissioners answer questions and provide information, including any form of recorded information.

The delegated investigator shall report to the Board its factual findings and conclusions about whether a violation of the Code occurred. In addition, the delegated

investigator may make recommendations about necessary corrective action. Following an investigation, the Board shall make its factual findings and conclusions about whether a violation of the Code occurred, and shall determine whether it will recommend any corrective action. Corrective action recommendations may include without limitation a recusal of a commissioner from voting on certain topics, a reprimand or public censure of a commissioner, a referral of the matter to appropriate law enforcement authorities, and other action necessary to obtain compliance with the Code and restore public confidence in the proper functioning of the commission. The Board may elect to adopt the delegated investigator's conclusions and recommendations, if any, or the Board may adopt its own findings, conclusions and recommended corrective action. The Board may determine following the investigation that no violation of the Code is presented and dismiss the complaint. The Board shall report in writing its findings, conclusions and if necessary recommended corrective action, to the commission.

In making its recommendation regarding corrective action, the Board shall take into account whether the violation substantially and improperly influenced the port commission's or the Port of Seattle's actions, the cost of the violation to the Port of Seattle, the nature of the violation, and any other pertinent factors, including mitigating factors.

C. Composition, Terms, Vacancies.

The Board shall be composed of three (3) members ("Board Members"). Each Board Member shall be selected by majority vote of the port commission in open session. None of the Board Members shall be a port commissioner or port employee. The term of office for each Board Member shall be three (3) years. The Board shall elect a

chairperson annually. Vacancies on the Board, whether occurring by death, resignation, removal or expiration of term, shall be filled by the port commission by majority vote in open session. In filling any vacancy or making any appointment to the Board, the port commission shall strive to select members with diverse perspectives and areas of expertise and experience appropriate to the review of ethical matters, and who are of good general reputation and character.

D. Quorum, Meetings, Procedures.

Two Board Members shall constitute a quorum. The Board shall adopt procedures consistent with the provisions of this Code governing the conduct of meetings investigations, hearings and the issuance of opinions, reports and corrective action.

E. Disclosure.

The Board may report to the port commission in executive session in accordance with Chapter 42.30 RCW. The port commission shall release any written recommendations prepared by the Board to the public with any redactions the port commission, in its discretion, deems necessary to protect privacy consistent with Chapter 42.56 RCW and other public disclosure laws.

F. Removal of Board Member.

A Board Member may be removed for just cause by a majority vote of the port commission, after written charges have been served on the Board Member and a hearing has been held by the port commission. A public hearing shall be held at the request of the Board Member.

G. Reimbursement and Per Diem.

Board Members shall be reimbursed by the port for pre-approved and reasonable expenses incurred in the exercise of official Board business and shall be paid a per diem equal to the per diem paid commissioners. The port shall provide sufficient investigative and administrative support to enable the Board to reasonably carry out its duties hereunder.

Section 9. Definitions.

Throughout this Code, the following definitions shall apply.

A. Compensation.

Anything of economic value, however designated, that is paid, loaned, granted, or transferred, or to be paid, loaned, granted, or transferred for, or in consideration of personal services to any person.

B. Confidential Information.

Specific information that is not available to the general public on request or information made confidential by law.

C. Financial or Beneficial Interest.

A creditor, debtor or ownership interest (including without limitation, ownership evidenced by stock purchase) in an amount or value in excess of \$1,500.00, or any employee, consultant or partnership arrangement, except a remote interest; provided that an owner of an interest in a mutual or other pooled investment fund or in any employee or retirement benefit plan (including without limitation, pension plans, profit sharing plans and deferred compensation plans) shall not be deemed to have a Financial or

Beneficial Interest in any component investment within the fund or plan where the owner of the interest: (1) has no right to control or influence the selection of component investments; and (2) has not influenced the selection of component investments; and (3) has not created or used the fund or plan to subvert the intent of this Code. The term Financial or Beneficial Interest also includes any option to purchase real or personal property and the value of an option shall be the market value of the property which is the subject of the option.

D. Official Duty.

Those duties of a port commissioner as defined by the Port or by statute or the State Constitution.

E. Participate.

To participate in an action or a proceeding personally and substantially as a port commissioner, through approval, disapproval, decision, recommendation, the rendering of advice, investigation, or otherwise.

F. Person.

Any individual, partnership, association, cooperative, corporation or other business entity.