



**COMMISSION
AGENDA MEMORANDUM**

Item No. 6a

ACTION ITEM

Date of Meeting August 15, 2017

DATE: May 24, 2017
TO: Dave Soike, Interim Chief Executive Officer
FROM: Mike Merritt, Commission Chief of Staff
Paul J. White, Commission Clerk
SUBJECT: Amendment of Commission Bylaws

ACTION REQUESTED

Request Second Reading and Final Passage of Resolution No. 3733, a Resolution of the Port Commission of the Port of Seattle amending Resolution No. 3611, as amended by Resolution Nos. 3672, 3673, 3689, and 3690, the Seattle Port Commission Bylaws, regarding titles and duties of officers and schedule of regular meetings.

EXECUTIVE SUMMARY

Resolution No. 3733 redefines the office of Commission Vice President as Chair of the Commission's Audit Committee during the term of office and stipulates that the Vice President automatically succeeds the President in the following calendar year. The resolution also revises the Commission's monthly meeting schedule to reflect its current practice of meeting on the second and fourth Tuesdays of the month.

JUSTIFICATION and DETAILS

Vice President

There are two changes proposed in the attached amendment. The first defines the Vice President as Chair of the Audit Committee and provides a succession plan in which the Vice President succeeds the Commission President in the following calendar year. Essentially, the Commission would be electing its President a year ahead of his or her taking office and would be ensuring the President's familiarity with the Internal Audit process of the Port and the Commission's role in oversight of that function.

Under the current system of electing a new President every January, uncertainty regarding the new office holder contributes to a lag of about two months before effective implementation of the Commission's work plan for the coming year. It is hoped that determining the office holder earlier will allow for advance planning and facilitate more effective pursuit of the Commission's yearly policy priorities starting in January.

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The amendment provides for situations under which a Vice President may be unable to fulfill the second-year role of Commission President by allowing the position to be filled at an alternate time than the established election of officers at the first meeting of the year. Situations that might require this provision include resignation of a Port Commissioner from the office of Vice President or resignation from the office of Port Commissioner or failure of the Vice President to be re-elected as a Port Commissioner in an election year.

Because of the structural change in its officers, the resolution provides that this portion of the Bylaws amendment will take effect only upon adoption of the resolution and further ratification of a slate of officers to which the new obligations and terms will apply. That slate of officers will be presented for a vote following Second Reading and Final Passage of the resolution.

Monthly Meeting Schedule

Although the Port Commission has not held three regular meetings a month since February 2015, the three-Tuesday schedule has remained on the books. The second substantive Bylaws amendment removes the first Tuesday regular meeting. This date is currently favored for meetings of the Northwest Seaport Alliance, a body that did not exist when the Bylaws were last amended in April 2014.

Officially changing the meeting schedule means that Commission staff will no longer have to “cancel” the first Tuesday meeting of each month. Removing this legacy meeting date is transparent and puts to rest any presumptions about the Commission’s commitment to its public meeting process. The second and fourth Tuesdays will continue to be regular meeting dates for the Port of Seattle Commission at Pier 69 and the Airport, respectively.

Because meetings of the Northwest Seaport Alliance, typically held on the first Tuesday of the month, are not published on the Port’s website alongside cancellations of the first Tuesday meetings of the Port of Seattle Commission, it may not be clear to the public that these cancellations represent a shifting of public discussion to the jurisdiction of the Alliance, rather than a net reduction in overall public process attached to the governance of the Port of Seattle.

Further Review

Later in 2017, the Commission Clerk’s work plan includes a comprehensive review of the Commission’s Bylaws. If further revisions are proposed, they may take the form of a further amendment of the existing Bylaws, or a comprehensive replacement of the current text, depending on the results of the review and the outcome of engagement with Port Commissioners.

FINANCIAL IMPLICATIONS

There are no anticipated financial implications of the procedural changes included in this Bylaws amendment.

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ATTACHMENTS TO THIS REQUEST

- (1) Draft Resolution No. 3733
- (2) Redline version of the proposed changes to the Commission Bylaws

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

June 27, 2017 – The Commission discussed alternatives for Commission President succession in a retreat setting.

May 23, 2017 – The Commission approved First Reading of Resolution No. 3733.

April 8, 2014 – The Commission adopted Resolution No. 3690, which revised Article V, Section 6, to exempt from recording matters in executive session pertaining to performance reviews and review of candidates for public employment. The order of business in Article VI was amended to reflect current practice. Article V, Section 1, was amended to clarify that executive sessions may be held at any time after convening of a regular meeting. The place of meetings in Article V, Section 4, was also updated to reflect current practice of holding special meetings at venues other than Pier 69. Clarifying language amendments were made in Article II, Section 1; Article III, Section 6; Article IV, Section 3; Article V, Section 6; Article VII, Sections 1, 2, and 3; Article VIII, Section 3; Article VIII, Section 4; and Article IX, Section 1.

January 7, 2014 – The Commission adopted Resolution No. 3689, which revised Article II, Section 1(m); Article III, Section 2; Article IV, Section 2; and various additional sections to replace references to “President” with “Co-President” and to replace “Commission Services Director” with “Chief of Staff.” The order for temporarily filling the Chair in the absence of the presiding officer was clarified.

January 22, 2013 – The Commission adopted Resolution No. 3673, as amended, which revised Article III, Section 4, to update the process for filling a vacancy in the office of Port Commissioner; added clarification to Article II, Section 1, paragraph (i) relating to establishing positions on significant legislation; and revised Article II, Section 5, relating to hiring and firing of Commission Office staff.

December 4, 2012 – The Commission adopted Resolution No. 3672, which inserted a new paragraph (k) into Article II, Section 1, to include approval of charters of the Audit Committee and Internal Audit Department as a Commission responsibility.

March 24, 2009 – The Commission adopted Resolution No. 3611, adopting bylaws governing the organization and transaction of business of the Port of Seattle Commission and repealing all previous resolutions dealing with the same subject matter.