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#### COMMISSION

AGENDA MEMORANDUM Item No. 10a

ACTION ITEM Date of Meeting January 9, 2024

DATE: December 18, 2023

TO: Stephen P. Metruck, Executive Director

FROM: Aaron Pritchard, Commission Chief of Staff

Michelle M. Hart, MMC, Commission Clerk

SUBJECT: 2024 Commission Bylaws and Rules of Procedure Amendment Package

Amount of this request: Not Applicable

Total estimated project cost: Not Applicable

#### ACTION REQUESTED

Request introduction of Resolution No. 3817: a resolution of the Port of Seattle Commission amending Resolution No. 3778 and prior corresponding enacting and amending resolutions through incorporation, pertaining to the Commission's Bylaws and Rules of Procedure.

#### EXECUTIVE SUMMARY

The Port of Seattle Commission's Bylaws and Rules of Procedure require a review at least every three years. The last substantive review was undertaken in 2020.

Legal counsel has reviewed the proposed amendments and these amendments are consistent with Commission practice and the Commission's parliamentary authority, Robert's Rules of Order, Newly Revised.

The Commission's Governance Committee has reviewed the attached bylaws amendment package and recommended adoption of the proposed resolution making these amendments.

#### JUSTIFICATION

The Commission, through prior action, has mandated a review of the Commission's Bylaws and Rules of Procedure on a three-year cycle. The purpose of the review is to maintain the policy directive in the most up-to-date form of Commission's processes and procedures.

#### DETAILS AND SECTIONAL ANALYSIS

Substantive amendments proposed in Resolution No. 3817 are summarized below. The attached redlined document displays the exact wording of all proposed amendments. Deleted language in the redline document is shown in brackets with strike-through text and in caps. L language to be added is shown in red, bolded text and is underlined. Technical amendments made to restructure sentences, provide housekeeping updates, and clean up superfluous language are not discussed here due to their grammatical and clarifying nature; however, they are shown throughout the attachment.

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Further amendments may be brought forward in 2024 once the project to review the Commission's Code of Ethics has completed. That project will restart in 2024.

#### Sectional Analysis

List proposed amendments here.

- Article II – Commissioners, Section (5), Ethical behavior, conflict of interest, recusal procedure.
  - o General sentence construction clean-up.
  - o Adds reference to “respectful interactions.”
  - o Adds language that Commissioners shall avoid conflicts of interest and the appearance of conflicts of interest when performing their duties.
  - o Adds language for Commissioners’ commitment to fostering a safe, healthy, and respectful work environment.
  - o Adds language for a requirement that Commissioners receive training on the Code of Ethics for Port Commissioners, the Commission's Bylaws and Rules of Procedure and the Port's Statement of Values within 90 days of being sworn into office for each term they serve.
- Article III - Officers, Section (1). General sentence construction clean-up.
- Article III – Officers, Section (5), Duties of the President, (f) Commission spokesperson.
  - o Adds a provision reflecting our existing practice that Commissioner should coordinate Commission media inquiries with the External Relations Communications Director and the Commission Chief of Staff.
- Article III – Officers, Section (5), Duties of the President, (g) Signature of instruments.

- o Removes the provision that the Commission President signs on behalf of the Commission all proclamations and resolutions adopted in public session. All Commissioners have historically signed on both proclamations and resolutions. The amendment reflects that long-standing practice.
- Article III – Officers, Section (8), Duties of the commission clerk, (e) record holder. Clarifies that the commission clerk is the record holder and custodian of all Commission governance policies.
- Article III – Officers, Section (8), Duties of the commission clerk, (e) affixing digital signatures of commissioners.
- o Adds the process to reflect current practice for affixing digital signatures on adopted regular and special meeting actions in the form of resolutions and proclamations, provided required Commissioner signatures are not received in a timely manner.
- Article IV – Meetings, Section (3) Absences, (b) Remote participation.
- o Removes the requirement that at least one commissioner be physically present to preside over a public meeting when other commissioners are participating virtually. Statutory provisions enacted into the Revised Code of Washington post-pandemic provide for fully virtual participation of members, so long as the physical meeting space is open, available

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to the public, and the public can listen to the proceedings (AGO 2017 No. 4; RCW 42.30.030; HB1329).

- Article IV – Meetings, Section (4) Regular meetings, (a) Date, place, and time.
- o Clarifies the current process for cancellation of a regular meeting falling on a holiday.
- Article IV – Meetings, Section (8) Executive sessions, (b) Recording of executive sessions.
- o Addresses executive session recording requirements. This practice of recording executive sessions is not a requirement of law and is not common practice in jurisdictions.
- Article IV – Meetings, Section (11) Sponsorship of regular meeting orders, resolutions, policy directives, and proclamations.
- o Adds a process for commissioner sponsorship of orders, resolutions, policy directives, and proclamations. The process proposed is consistent with the requirements of the Open Public Meetings Act and common practice in jurisdictions who provide for sponsorship of their legislative actions.
- Article V – Committees, Section (1).
- o Provides for an alternate Commissioner to be appointed to temporarily act as a full committee member, provided a regular committee member is absent from a committee meeting.
- Article V – Committees, Section (4), Standing committees.
- o Updates the name of the Energy and Sustainability Committee to the 'Sustainability, Environment, and Climate Committee,' per previous action of the Commission.
- o Codifies the Governance Committee of the Commission as a standing committee.
- Article V – Committees, Section (8) Record of committee proceedings and recommendations.
- o Removes the provision that 'committee records of actions' during committee meetings be signed by committee chairs. Committee meetings do not result in a set of formal minutes for approval, rather, summaries of committee meeting discussions are produced which do not require signatures. The update reflects actual practice and procedure.
- Article VI – Rules of Order, Section (7) Proclamations.
- o Clarifies the ceremonial nature of proclamations.
- Article VI – Rules of Order, Section (8) Limitation on debate.
- o Recognizes the president/presiding officer's role in promoting efficient operation of commission meetings.
- o Amends the current rule of procedure to allow the president/presiding officer to implement limitations on debate to ensure efficient and effective debate.
- o Limitations on debate must be set at the beginning of debate.
- o Recognizes the Commission Members' right to appeal the ruling of the president/presiding officer.

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- Article VI – Rules of Order, Section (10) Rules governing public comment.
  - o Repeals currently written rules governing public comment and recodifies rules to be more orderly defined.
  - o Clarifies that records of public comment, oral or written are public records and subject to disclosure laws.
  - o Clarifies that written public comments are subject to the same rules as oral public comment, as applicable.
  - o Clarifies that public comment is heard only during the time specified on a Commission agenda.
  - o Clarifies and further defines 'disruptions' as applicable to the rules governing public comments for persons attending Commission meetings and those providing public comment.
  - o Prohibits the use of public comment for campaign purposes.
  - o Sets forth procedure and notice provisions for disruption of public meetings, including exclusions from meeting attendance if disruptions persist.

#### Schedule

The Commission Clerk, Port General Counsel, and Commission Chief of Staff held meetings with Commissioners individually to overview the amendment package prior to the January 9, 2024, Commission meeting. January 9 is introduction of the resolution. January 23 is currently scheduled for consideration of adoption.

#### ALTERNATIVES AND IMPLICATIONS CONSIDERED

##### Process to Amend Proposed Resolution at Time of Consideration

The Commission may choose to (1) strike language; (2) add language; (3) strike and amend language - once the main motion is on the floor.

#### FINANCIAL IMPLICATIONS

None.

#### ATTACHMENTS TO THIS REQUEST

- (1) Proposed Resolution No. 3817
- (2) Exhibit A Bylaws and Rules of Procedure redline
- (3) Presentation slides

#### PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

December 4, 2023 – Governance Committee Briefing

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