

EXHIBIT A – Resolution No. 3818

GOVERNANCE COMMITTEE

I. INTRODUCTION AND PURPOSE

A. The Governance Committee, herein referred to as “the Committee,” is a standing committee created by the Port of Seattle Commission (“the Commission”).

B. The Committee is established to assist the Commission in creating, updating, and monitoring the Commission’s governance policies, procedures, and directives; and items of interest that are specifically related to the business operations of the Commission. Consistent with this function, the Governance Committee encourages continuous process improvement of, and fosters adherence to, the Port Commission’s governance policies, directives, and procedures at all levels – the principle of continuous process improvement being to simplify processes and effectively and creatively solve problems.

C. This Charter defines the composition, scope, authority, mission, duration, responsibility, and meeting structure of the Committee.

II. COMPOSITION

The Committee will consist of two Port of Seattle commissioners. These commissioners shall be the currently seated Commission President and the Past President in any given respective year of the committee’s operation.

III. SCOPE OF WORK

The work of the Governance Committee shall be delineated in the following categories and shall have the following duties:

A. Commission Bylaws and Rules of Procedure:

1. In concert with the Commission Clerk, Commission Chief of Staff, and the Legal Department as needed, develop, review, and recommend amendments to the Commission’s Bylaws and Rules of Procedure setting forth the governance structure of the Commission and its rules and procedures for conducting its business.
2. Periodic review of the Bylaws and Rules of Procedure shall be conducted every three (3) years, as is consistent with the Bylaws.

- B. General Commission Policy and Procedure:
 - 1. At the direction of the Commission President or a quorum of the Commission, develop and/or review policy directives created by the Commission directly related to governance matters, and Commission transparency.
 - 2. Consult with and support Commission standing and special committees in reviewing policies and procedures related to governance and special rules of procedure.
 - 3. Advise the Commission of current best practices in governance.

- C. Succession Planning:
 - 1. Review and advise the Commission regarding guidelines for, and monitor compliance with, long-term succession planning for the Executive Director, in consultation with the Executive Director and the Human Resources Director.

- D. Oversight and Reporting:
 - 1. Establish annual workplans of the committee when needed.
 - 2. Report annually to the Commission regarding the execution of the Committee's duties and responsibilities, activities, any issues encountered, and related recommendations.
 - 3. Conduct a periodic assessment of this Charter and the Governance Committee's purpose, duties, and responsibilities hereunder, and recommend to the Commission any changes or amendments thereto.
 - 4. Perform any other activities consistent with this Charter and governing laws that the Commission determines are necessary or appropriate and are referred to this standing committee.

IV. AUTHORITY

In pursuit of its mission and scope, the Committee is not legally authorized to act on behalf of the Commission, but is authorized to conduct the following activities:

- A. Gather and evaluate information, consider matters within the committee's scope of work, and provide information, advice, and recommendations to the Commission.
- B. Communicate the priorities of the Commission.
- C. Engage in outreach efforts and activities to gather and evaluate information to provide to the Commission.
- D. If the Committee determines that to meet its responsibilities it needs the independent services of an outside advisor or consultant, it may propose the retention of such advisor or consultant to the commission for approval.

V. DURATION

The Governance Committee is a standing committee with broad purview over matters related to policy and procedure of the Port Commission and will continue indefinitely until the Commission repeals its Charter.

VI. RESPONSIBILITY

- A. The role of the committee chair(s) shall be to:
 - 1. Preside at meetings and serve as committee sponsor(s);
 - 2. Ensure that the committee addresses the purpose and areas of responsibility described in this Charter; and
 - 3. Set committee meeting agendas in concert with the Commission Clerk and Commission Chief of Staff.
- B. The Commission Chief of Staff is the Committee liaison, and the Commission Clerk will support the work of the committee as assigned. The role of the committee liaison shall be to:
 - 1. Regularly update the Commission on the work of the committee in memos, individual briefings, and public session;
 - 2. Support the work of the committee;
 - 3. Develop, manage, and distribute meeting materials;
 - 4. Provide logistical support including procuring meeting rooms, scheduling, creating meeting records, providing technical assistance, and public posting of Committee information; and
 - 5. Coordinate with the primary executive staff contact to keep the Executive Director informed about committee progress and Commission policy and procedure.
- C. The Port of Seattle Deputy Executive Director will support the Committee as the primary executive staff contact. The role of the executive staff contact shall be to:
 - 1. Inform the Executive Director about committee progress;
 - 2. Support the committee with timely and responsive information;
 - 3. Coordinate with other executive staff in support of the Committee's work; and
 - 4. Serve as a resource for committee deliberations.

VII. Meetings

- A. The Committee will meet on an as-needed basis to conduct the work of the Commission. Reporting of the Committee shall be provided to the Commission to provide transparency as to progress made in executing its Charter.
- B. Workgroups composed of non-commissioner advisors and subject matter experts may be formed by the Committee to provide in-depth analysis of issues for the Committee and are expected to meet as frequently as needed. Workgroups meetings are not considered official committee meetings for purposes of establishing a quorum or management of records by the Commission Clerk.
- C. A quorum of the Committee is required to conduct official committee business. A quorum is defined as the presence of both commissioners assigned to the Committee.
- D. Meetings of the Governance Committee shall be open to the public when required by applicable law or the bylaws of the Port of Seattle Commission.
- E. Agendas will be prepared and made available to committee members in advance of meetings.
- F. Agendas for updates to the Commission to be presented in public session will be published as part of regular or special commission meeting notices.
- G. Minutes will be prepared and retained for all meetings of the Committee.

- H. Records of committee meetings shall be provided to the Commission Clerk for appropriate retention in accordance with applicable law and best practices.