



**COMMISSION
AGENDA MEMORANDUM**

Item No. 7c

ACTION ITEM

Date of Meeting March 10, 2020

DATE: March 2, 2020
TO: Stephen P. Metruck, Executive Director
FROM: Paul J. White, Commission Clerk
SUBJECT: Commission bylaws revisions proposed for 2020

ACTION REQUESTED

Request Adoption of Resolution 3772: a resolution of the Port of Seattle Commission amending Resolution Nos. 3761, 3742, 3744, and 3754, regarding bylaws governing the organization and transaction of business of the Port of Seattle Commission.

EXECUTIVE SUMMARY

The Port of Seattle Commission bylaws require review on a triennial basis. The Clerk conducted a review in 2019 and there are several substantive and technical revisions proposed to enhance transparency – especially of committee processes, to accommodate appropriately balanced flexibility without sacrificing transparency, and to improve the clarity of the text.

Review by legal counsel, comparison with the rules of order of other jurisdictions, and contributions by individual commissioners contributed to the proposals. The commission's parliamentary authority is *Robert's Rules of Order, Newly Revised*. The proposals are consistent with the principles found in Robert's.

DETAILS

Substantive changes proposed in Resolution 3772 are described in this agenda memorandum with references to their location within the text. The exact wording of each is available in the draft resolution or redline version of the bylaws, both attached. Technical wording changes are not addressed specifically in this memorandum but can be found in the attachments.

Standing Committee Notices

Revisions proposed in Article V, Sections 4 and 5, are intended to enhance transparency of committee activities while allowing a reasonable measure of scheduling flexibility. Special committees, such as the current Aviation or Energy and Sustainability Committees, have always enjoyed the flexibility to gather with subject matter experts in locations and at times convenient to the busy and dynamic schedules of the participants without activating the considerable administrative machinery that comes with advance meeting notice. Although they

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keep records of their activities, they have never been required to electronically record their meetings. The proposal is to allow standing committees the same privileges.

This is justified when considering existing and proposed limits on committee activity that serve to enhance their transparency rather than detract from it. These include the following:

- (1) No committee of port commissioners is empowered to act on behalf of the port commission at large. Neither can committees prevent the commission from considering any proposal. Important checks that prevent this kind of decision-making include the limitation of committees to less than a quorum of the port commission [*Article V, Section 1*], availability of a motion to discharge any matter from a committee [*Article V, Section 6, and Article IV, Section 5(k)*], and explicit statements in the committee charters that they do not possess governmental authority and which are adopted by the commission at large [*Article V, Section 2*].
- (2) Committees are required to keep records of their proceedings, which are public records and are to be made accessible [*Article V, Section 8*].
- (3) A new provision would require an annual work plan of each committee to be adopted. These would be presented to the commission at large before being adopted by the committee in the case of standing committees, and might also be adopted by the commission for special committees. The workplans would also become part of the publicly accessible records of the committee [*Article V, proposed Section 9*].
- (4) Additional opportunities for public reporting on committee activities are proposed in the form of a revised regular order of business to include committee reports [*Article IV, proposed Sections 5(a) and 5(e)*].

Study Sessions

New language in Article IV would describe study sessions and characterize them as being for informal discussion on a subject. The commission would have the option of not inviting public comment or electronically recording these meetings, which would be like a committee meeting or commission retreat as those operate today. The provision makes it clear that no final actions would be taken at a study session [*Article IV, proposed Section 9*].

Public Hearings

Similarly, new language would describe what the commission means by a “public hearing” and would set out the order for considering briefings, testimony, and debate during such a hearing. Common-sense requirements, such as inclusion of the public hearing on the meeting agenda, are included. The provision provides added predictability to the public hearing process [*Article IV, proposed Section 10*].

Civil Discourse

Amendments to the text describing comments and actions to be avoided during public meetings are meant to make it clearer that the commission expects orderly conduct and civil discourse. Corresponding additions to the lists of disruptions are also proposed. New provisions

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make it clearer that “avoiding personalities” has to do with avoiding reference to personal traits, list threats and abusive or harassing behavior as unacceptable, and proscribe obscene language and gestures *[Article VI, Sections 9 and 10]*.

A new common-sense limit on the topics on which the public is invited to comment during public meetings is added. It says simply, “Comments shall be limited to topics related to the conduct of port business.” This will continue to allow public comment on items not on the day’s agenda but does limit them to port-related content. This reasonable standard is less restrictive than that used by many jurisdictions *[Article VI, Section 10(a) and proposed Section 10(f)]*.

Response Protocol for Disruptions

When intentional disruptions occur during public meetings the most effective and transparent strategy is to designate in advance how they will be handled. A new provision sets up a warning and consequence scenario for the rare occasions when disruptions interrupt the public meeting. The first step is a warning that the comment or behavior is out of order with direction to correct it. If disruption continues, a second warning and cut-off of comment or request that person(s) return to their seats follows. Finally, a third disruption can result in someone’s being expelled from the meeting. There is flexibility built in to respond to a variety of degrees of disruption *[Article VI, proposed Section 10(g)]*. The word “censure” is used in its broadest dictionary sense of an “expression of disapproval.”

Attachments to the Public Meeting Record

All written materials provided to the clerk during and before a public meeting are always distributed to all commissioners. But not all written materials are appropriate to or necessary for the official record of the meeting. To make it more transparent that not every written comment will be appended to the commission’s minutes, new language is proposed that gives the commission the discretion to attach external materials to its record as it sees fit. A simple approval by unanimous consent would result in the attachment of relevant items *[Article VI, proposed new Section 10(b)]*.

Commissioner Travel Coordination

Port travel policy requires commissioners to obtain prior approval before engaging in reimbursable international or domestic travel. New bylaw provisions would make it transparent that the President is the approver for accounting purposes and is responsible for collaboratively coordinating travel by commissioners on port business. The tools and timeframes needed to make this practicable are detailed in the proposed language. These include periodic lists of travel events in memorandum form and a 14-day required lead time to revise the list *[Article III, proposed Section 5(h)]*.

Commission “Formal Motions”

All actions of the port commission must be by “motion.” And all non-procedural motions must be written down. Actions that are written include authorization requests on commission

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agenda memos, resolutions for introduction and adoption on separate days, proclamations, and a formal instrument less decorous than a resolution we currently call simply a “motion.” There is inherent ambiguity in using this label to mean so many potentially different things. So, the proposal is that the “formal, written motion” that we number, that is used to establish a special committee or appoint staff, that has a title and a “statement in support” be renamed a “commission order” [Article VI, Section 6; related revisions in Article III, Sections 8(d) and 8(e); Article V, Section 5; and Article VI, Section 2(b)].

Other Substantive Proposals

Other proposed bylaw revisions include administrative improvements for transparency and clarity, considerations for schedule changes, and a proposal to incent broader participation by commissioners on committees.

A limit of two consecutive years for committee membership is intended to encourage rotation of commissioners on committees [Article V, proposed Section 3].

A change of the meeting time for executive sessions is proposed so that closed sessions on regular meeting days begin at 10:30 a.m., rather than 11:00 a.m. The public session would continue to begin at noon [Article IV, Section 4(a)]. The intent is to ensure that the noon public session is not delayed due to executive sessions’ running long.

In order to provide more predictability to commissioners, staff, and the public, it is proposed the regular meeting schedule in August be adjusted. Regular meetings would be held on the second and third Tuesdays, rather than the second and fourth, the latter of which falls very close to Labor Day. Often, the second August meeting is cancelled, which puts a burden on the September agendas as the commission tries to “catch up” with authorizations and briefings held over from the month before [Article IV, Section 4(a)].

An increase to the maximum time allotted for public comment is provided to reduce the need for a procedural step when comment takes longer than 45 minutes while preserving a reasonable limit on the amount of time during the meeting devoted to comments. The change would be from 45 minutes to 60 minutes. For the most part, comment is concluded in much less time [Article VI, proposed Section 10(c)].

The bylaws contain a control to prevent non-transparent revisions to actions between their publication with a meeting agenda and their ultimate final adoption. Actions are considered filed and in the possession of the body once the day’s agenda is approved; in order to alter the proposed actions, a written amendment is required. This provision raised some concern during the State Auditor’s Office 2017 accountability audit of the port reported in March 2019. It was suggested that the wording of the rule could be read to prevent the commission from amending actions it had taken at past meetings. For example, later amendments to previously adopted resolutions. Therefore, a revision is proposed in three locations to make it clear that the control applies to actions that have *not yet been* adopted. It adds the words “prior to

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adoption.” In each location [*Article IV, Section 5(d); Article VI, Section 4; and Article VI, Section 5(d)*].

ATTACHMENTS TO THIS REQUEST

- (1) Draft Resolution No. 3772
- (2) Presentation slides
- (3) Bylaws redline
- (4) List of bylaws provisions relating to committee meetings

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

February 25, 2020 – Resolution 3772 was introduced in public session.

September 10, 2019 – Resolution 3761 revised the object statement in Article I and the membership description of Article II, Section 1.

January 8, 2019 – Resolution 3754 removed the automatic succession of the vice president to president.

January 30, 2018 – Resolution 3744 removed the requirement that the vice president be the chair of the audit committee (Article III, Section 6) and moved provisions relating to oversight and review of the internal audit director to Article II, Section 8.

December 19, 2017 – Resolution 3742 repealed all prior resolutions amending the Port of Seattle Commission bylaws. The previous version had been adopted August 15, 2017. The December 19, 2017, version reorganized the bylaws into seven articles, established Robert’s Rules of Order as a parliamentary authority, changed the order of business and regular meeting schedule somewhat, provided for formal committee structures, incorporated rules for order and decorum, and otherwise articulated several processes which previously had been left to informal understanding.