



**COMMISSION
AGENDA MEMORANDUM**

Item No. 8b

ACTION ITEM

Date of Meeting October 27, 2020

DATE: October 9, 2020
TO: Stephen P. Metruck, Executive Director
FROM: Michelle M. Hart, MMC, Commission Clerk
SUBJECT: **2020 Commission Bylaws Amendment Package**

Amount of this request: Not Applicable
Total estimated project cost: Not Applicable

ACTION REQUESTED

Request adoption of Resolution No. 3778: 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’s Bylaws and Rules of Procedure require a review at least every three years. The last substantive review was undertaken in 2017. The previous Commission Clerk conducted a review at the end of 2019 and held discussions with staff, the legal team, and Members of the Commission regarding substantive and technical revisions. This body of work was set aside by the Commission during the onset of the COVID-19 crisis. It is necessary to complete the review and updates to the document at this time. Changes proposed enhance transparency, neutralizes gender language in the document, improves clarity in writing and processes, and addresses process changes and clarifications.

As the previous amendment package brought forward in February 2020 was tabled and never removed from the table, the amendment package brought forward at this time is considered ‘new’ for the purposes of review. All previous amendments from the February package are carried forward to this October presentation, with the exception of a proposed amendment to lengthen public testimony time, which, the Commission has the ability to do at its choosing, at any time, without the need for an amendment.

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*.

JUSTIFICATION

Article VII, Section 3 of the Port of Seattle Commission Bylaws and Rules of Procedure requires a review of the document every three years. The last review was conducted in 2017.

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DETAILS AND SECTIONAL ANALYSIS

Substantive amendments proposed in Resolution No. 3778 are summarized in this agenda memo. The attached redlined/blue line document displays the exact wording of all proposed amendments. Deleted language in the red/blueline document is shown with strike-through. Language to be added is shown in red or blue italics, and underlined. Technical amendments (in blue text) made to restructure sentences and clean up superfluous language are not discussed here due to their grammatical and clarifying nature; however, they are shown throughout the attachment. Those technical amendments would be included by virtue of adoption of the proposed resolution. There are twenty-seven (27) substantive amendments (in red text and green shading) proposed; of these, we believe there are eight (8) of particular interest to the Commission. These eight encompass what we believe to be the largest process changes/clarifications within the proposed amendment package. The presentation will focus discussion on these 8 amendments; however, all 27 substantive amendments are inclusive in adoption of the proposed resolution and are subject to debate.

- Removes the ability to abstain from voting.
 - The bylaws contain the parliamentary procedure of abstaining from voting on a question put before the deliberative body. Roberts Rules of Order Newly Revised (RONR) was not made for legislative bodies, but rather, for deliberative assemblies in general. It does not consider the public official component of governmental bodies. A conflict exists in the bylaws with respect to abstaining. This conflict is the provision stating that it is the responsibility of commissioners to vote on all questions put before them. This requirement is in direct opposition to the ability to abstain from voting. Under RONR, an abstention does not count as either a ‘yes’ vote or a ‘no’ vote.

Washington State law is silent on abstentions and how it is applied for governmental bodies. Many jurisdictions have adopted rules prohibiting abstentions based on the perspective that it is an elected official’s responsibility to cast a vote on all questions put before them. Others have qualified abstentions, stating that they count as ‘yes’ vote, or as a ‘no’ vote. Still, others allow for abstentions. Abstentions can cause issues with addressing questions that come before the body. Generally speaking, if three members were to abstain from voting on a question put before them, the item simply would not have enough ‘yes’ votes to pass (a majority of the quorum). Other parliamentary options exist to dispose of a motion without taking a direct vote on it and are based on majority vote to pass. Currently, the commission’s bylaws provide for abstentions which do not count as a ‘yes’ or ‘no’ vote.

The amendment proposed for consideration in this resolution removes abstentions from the bylaws in its entirety. Removing the ability to abstain from voting does not negate a member’s responsibility to recuse themselves from voting in cases of conflict, or potential conflicts of interest. Should the commission wish to retain abstentions in its bylaws, the Clerk recommends a corresponding amendment to remove the provision requiring members to vote on all questions put before them.

- Adds language requesting a courtesy copy of individual Commissioners’ media publications to be sent to the Commission President, in the role of Commission spokesperson, 24 hours in advance of issuance. (*Commissioner Steinbrueck requested.*)

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- Outlines the Port’s travel authorization policy, as it applies to the Commission.
 - Port Travel Authorization Policy AC-2 is provided as an attachment for your information.
- Moves August and November 2nd meetings to the 3rd Tuesday of the month.
 - Making this change does not preclude the Commission from canceling any meeting and rescheduling meetings. The reason for the change in the bylaws is to allow for regular meeting notice, as opposed to special meeting notice.
- Changes Executive Session start time from 11 a.m. to 10:30 a.m. (*Commissioner Steinbrueck requested.*)
 - Allows for a break between Executive Session and Commission regular meetings; and
 - Allows for extra time in Executive Session, if needed, prior to the start of a regular meeting.
- Changes the Order of Business for a Commission regular business meeting agenda. (*Commissioner Steinbrueck requested.*)
 - Restructures the agenda format for regular commission business meetings to flatten out the structure, providing for more effective prioritization: a ‘ceremonial’ section on the agenda “Special Orders of the Day;” a section for “Committee Reports;” “Unfinished Business” where postponed items will be taken up; “New Business” for any items that are not on the consent agenda and are otherwise not staff reports or informational presentations; and adds a closing comment section for Commissioners.
- Provides a limitation on the number of years a commissioner may serve consecutively on a standing or special committee. Also provides for a provision to waive this limitation. (*Commissioner Steinbrueck requested.*)
 - Recognizes the need to rotate participation on committees among members. This aides in maintaining diversity in committees and in providing succession and learning opportunities. If adopted, Commissioners would not be able to serve more than two consecutive years on the same standing or special committee without at least one year between the next term of service. This lapse in term of service may be waived by majority vote of the commission.
- Removes the penalty requiring a 2/3rds vote for untimely filed amendments and returns the vote threshold to a majority vote.
 - Maintains the 24-hour in advance filing of amendments with the clerk for an amendment to be considered timely filed.
 - Acknowledges amendments from the floor in written format.

A sectional analysis of the remaining substantive amendments is provided as an attachment to this memo. As noted above, all amendments are subject to questions and debate.

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Schedule

The Commission Clerk will work with Commissioners to answer any questions they may have regarding the proposed amendments prior to the October 27, 2020, meeting.

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) Bylaws and Rules of Procedure redline/blueline
- (2) Port Travel Authorization Policy AC-2
- (3) Sectional Analysis by Article
- (4) Presentation slides
- (5) Proposed Resolution No. 3778

PREVIOUS COMMISSION ACTIONS OR BRIEFINGS

January 30, 2018 – Resolution No. 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.

January 8, 2019 – Resolution No. 3754 removed the automatic succession of the vice president to president.

September 10, 2019 – Resolution No. 3761 revised the object statement in Article I and the membership description of Article II, Section 1.

February 25, 2020 – Resolution No. 3772 was introduced in public session.

March 10, 2020 – Consideration of Resolution No. 3772 was laid on the table.

October 13, 2020 – Resolution No. 3778 was introduced in public session.