

## **Port of Edmonds**

### **Rules Governing the Transaction of Port Commission Business**

#### **A. Background**

The Port Commission is the legally constituted governing body of the Port of Edmonds. As the governing body of a special purpose municipal corporation, it is charged with the responsibility of fulfilling legislatively mandated purposes and objectives by exercising those powers which are expressly granted to it by statute as well as the powers necessarily implied in the powers expressly granted. These rules have been adopted by the Port Commission pursuant to RCW 53.12.245 and shall constitute the rules governing the transaction of business by the duly elected Port Commission.

These rules are not intended to limit the substantive authority of the Port Commission. To the extent that these rules do not address a circumstance that may arise, the Port Commission shall have authority to act within its powers, express and implied.

#### **B. Governing Commitments**

The Port Commission will govern lawfully; encourage full exploration of diverse viewpoints; act with integrity as ethical leaders; focus on governance matters rather than administrative issues; observe clear separation of Commission and Executive Director roles; make all official decisions by formal vote of the Commission; and govern with long-term vision.

1. The Commission will function as a single unit. The opinions and personal strengths of individual Commissioners will be used to the Commission's best advantage, but the Commission faithfully will make decisions as a group, by formal vote.
2. The Commission is responsible for its own performance and commits itself to continuous improvement. The Commission will ensure that its Commissioners are provided with training and professional support necessary to govern effectively, including ethics training.
3. The Commission will carry out a self-assessment with full, honest, and timely participation by all Commissioners. The assessment will include evaluation of the Commission as a whole.
4. To ensure that the Commission's meetings are conducted with maximum effectiveness and efficiency, Commissioners will:
  - a. Come to meetings adequately prepared;
  - b. Communicate openly and respectfully with each other and with staff;
  - c. Support the President's efforts to facilitate an orderly meeting.

#### **C. Port Commission Duties and Responsibilities**

The Commission shall carry out its duties and responsibilities as required under law including, without limitation:

1. Selection of an Executive Director to implement Port policies and objectives and to administer and operate the Port based on the delegation of administrative authority as adopted in the delegation of authority resolution, as amended from time to time. RCW 53.12.270. The Commission shall set the salary of the Executive Director and conduct an annual performance evaluation of the Executive Director. The Port Commission shall have the discretion in determining the pay of the Executive Director. RCW 53.08.170. The Commission and the Executive Director shall agree on the Executive Director's goals and objectives on an annual basis. *Id.*
2. Appoint the Port Auditor / Treasurer. RCW 42.24.080; RCW 53.36.010.
3. Appoint Port Legal Counsel. RCW 53.08.170; AGO 59-60 No. 51.
4. Approve and, if necessary, amend the annual budget of the Port of Edmonds and set the amount of the annual tax levy, if applicable, for each calendar year. Chapters 53.35 and 53.36 RCW.
5. Establish the degree to which the Port will use the governmental powers of taxation and/or eminent domain. Chapter 53.36 RCW; RCW 53.08.020.
6. Establish financial policies, including capital formation and debt issuance.
7. Approve labor agreements, if applicable. RCW 53.18.020.
8. Establish Port positions on significant governmental legislation. RCW 53.08.047.
9. Delegate authority to the Executive Director. RCW 53.12.270; RCW 53.08.170.
10. Establish overall direction and long-term objectives for the Port. RCW 53.08.047.
11. Perform other necessary functions, as required. RCW 53.08.047.

#### **D. Port Commission Officers**

1. **Appointment of Officers.** The Commission shall elect a President, Vice President, and Secretary from its members. The Commission shall elect new officers at the first meeting of each calendar year. An officer's term shall run for one (1) year beginning when elected, after which the Commission may renew the term or elect a successor. However, whenever vacancies arise, the vacancy may be filled at any regular or special meeting of the Commission. Officers, as members of the Commission, shall be governed in all matters and issues by the same rules and restrictions as other Commissioners. Any officer may sign documents on behalf of the Commission when such document is approved by the Commission.
2. **President's Duties.** The President shall preside at all public meetings of the Commission. In presiding over meetings, the President shall preserve order, efficiency, and decorum; shall observe and enforce all rules adopted by the Commission for its governance; and shall recognize members of the Commission in the order in which they request the floor. The

President shall authorize the issuance of notices of regular and special meetings of the Commission.

3. **Vice President's Duties.** The Vice President shall, during the absence or disability of the President, exercise all the functions of the President. The Vice President shall also preside if the President is attending the meeting remotely and a majority of the Commission prefers that the Vice President preside. In addition, the Vice President shall have such powers and discharge such duties as may be assigned from time to time by the Commission.
4. **Secretary's Duties.** The Secretary shall ensure that the recording of the minutes by the Port of Edmonds Staff is carried out. The Secretary shall also ensure that the Port of Edmonds Staff retain a record of all motions and resolutions adopted by the Commission and shall supervise the safe keeping of the seal and minute books and shall otherwise perform such further duties as are incident to the office and as properly required by the Commission.

#### E. Commission Meetings

1. **OPMA Compliance.** Regular meetings, special meetings, and executive sessions will be conducted in compliance with the Open Public Meetings Act, Chapter 42.30 RCW. Commissioners may attend meetings remotely, provided that conferencing equipment will allow members of the public present at the meeting, the official minute taker, the recording system, and the Commissioners to adequately hear the discussion, comments, and any voting by the Commissioner participating virtually.
2. **Regular Meetings.** Regular meetings of the Commission shall be at 7:00 p.m. on the second and last Monday of each month, unless noticed otherwise. The place of meetings shall be the Port of Edmonds Commission Meeting Room, 471 Admiral Way, Edmonds, Washington.
3. **Special Meetings.** Special meetings may be called in accordance with RCW 42.30.080.
4. **Executive Sessions.** The Commission may meet in Executive Session, which shall be closed to the public, during a regular or special meeting for any purpose permitted by Chapter 42.30 RCW. Commissioners shall respect the sensitive nature of topics of Executive Session and refrain from discussing topics discussed in Executive Session unless prior approval from the Port Attorney has been obtained.
5. **Meeting Preparation.** Port staff shall provide to the Port Commissioners all subjects to be considered at the meeting on the Friday preceding the Monday meeting. Each item shall have a written explanation of the information necessary for a review and discussion.
6. **Agendas.**
  - a. **Generally.** The Executive Director, in conjunction with the Commission President, shall develop the proposed Commission meeting agendas consistent with the Commission's annual calendar and the operating needs of the Port. Any Commissioner desiring to have any issue, project, commitment of resources, or other matter considered by the Commission at a Port Commission meeting, shall submit

such matter to the Commission President for consideration of inclusion on a future agenda.

**b. Consent Agenda.** A consent agenda may be used as a means to expedite the disposition of routine matters and to dispose of other items of business the Commission chooses not to discuss. An item may be removed from the consent agenda upon approval of a majority of the Commission.

**c. Business Meetings.** Business Meetings are held for the purpose of transacting Port business. The order of business shall generally be as follows:

- i. Call to Order
- ii. Flag Salute
- iii. Approval of Agenda
- iv. Public Comments (each comment shall generally be limited to 3 minutes or less and shall be limited to Port business)
- v. Consent Agenda
- vi. Regular Agenda
- vii. Cities of Edmonds and Woodway Reports
- viii. Executive Director's Report
- ix. Commissioners' Reports (each report shall generally be limited to 3 minutes or less)
- x. Adjournment

**d. Workshop Meetings.** Workshop Meetings are held for the purpose of allowing Commissioners and staff to discuss pertinent subjects or to allow presentation of information to the Commission as appropriate and where no immediate action is contemplated. A Workshop Meeting may be held in conjunction with a Commission Business Meeting or may be scheduled separately.

**7. Quorum.** Three (3) Commissioners shall constitute a quorum. No action shall occur in the absence of a quorum.

**8. Discussion.** In general, the procedure for addressing agenda items will be as follows:

- a. Port staff introduce the item, provide supporting information, and make recommendations.
- b. The Commission President solicits any questions or comments from the Commission. All Commissioners will be given the opportunity to raise their questions or comments. No one may speak a second time until everyone who wishes to do speak has spoken once.
- c. Once all Commissioners have had a reasonable opportunity to raise their questions or comments, a Commissioner may then request to be recognized by the Commission President and may then make the desired motion.

**9. Voting.** All actions taken by the Commission at a Commission meeting shall be by motion or resolution. Action is deemed approved by the Commission when a majority of Commissioners present and voting vote in the affirmative. The Commission may excuse a Commissioner from voting in accordance with the “conflict of interest” or “appearance of fairness” doctrines as defined by State law.

**10. Rules of Procedure.** Except as the Commission shall by majority vote otherwise direct, the Port of Edmonds shall generally adhere to Robert’s Rules of Order. In the case of a point of order being raised, the Port Attorney shall serve as Parliamentarian.

#### **11. Minutes**

- a. All proceedings of the Commission shall be recorded and preserved. When the Commission has approved the minutes of a meeting, the minutes as approved shall represent the sole, final, and considered determinations of the Commission as to the motions and resolutions set forth therein.
- b. Minutes shall be taken in “action” or “summary” style. Recordings of the meetings may be made available to supplement the minutes for the benefit of those who desire more detail.

#### **F. Committees of the Commission**

- 1. Ad Hoc Committees.** The Commission may, from time to time, establish such ad hoc committees as are necessary to conduct specialized work. The purpose, make-up, and duration of the ad hoc committee shall be defined by the Commission by motion or resolution.
- 2. Finance Committee.** The Commission shall annually appoint two (2) Commissioners to serve on the Finance Committee. Finance Committee shall begin meeting in May of every year to receive updates from staff on the development of the following year’s budget. The Finance Committee shall provide advisory input to the staff on the draft budget, but the Finance Committee’s input does not represent the will of the Commission.

#### **G. Commission-Staff Interaction**

##### **1. Executive Director.**

- a. **Direction.** The Commission will direct the Executive Director only through official decisions of the full Commission. The Executive Director is neither obligated nor expected to follow the directions or instructions of individual Commissioners unless the Commission has specifically delegated such exercise of authority.
- b. **Information Requests of Commission.** A Commissioner shall direct any request for information of staff or a Port contractor to the Executive Director. The Executive Director’s response to the request for information shall be sent to all Commissioners. If the Executive Director estimates that an information request from a Commissioner will take greater than 30 minutes to respond to, the Executive Director shall notify

the requesting Commissioner, who shall then request Commission approval before the Executive Director processes the request.

- c. **Updates to the Commission.** As soon as practicable, the Executive Director shall notify the Commission of any Port activity that is likely to be newsworthy. At least one business day prior to a Commission meeting, the Executive Director shall provide bullet points of the Executive Director's Report. On a quarterly basis, the Executive Director shall provide a report updating the Commission on the Executive Director's status of annual goals progress.
- d. **Delegation of Authority.** The Commission shall adopt by resolution a delegation of authority that establishes the authority the Commission has delegated to the Executive Director. The Executive Director is not expected to seek Commission approval or authority for any decision falling within the Executive Director's area of delegated authority.

## **2. Staff/Contractors.**

- a. All staff members are considered to report directly or indirectly to the Executive Director. The Commission will not give direction to any employee or contractor other than the Executive Director.
- b. If a Commissioner has any concerns regarding a Port staff member, the Commissioner shall bring such concerns to the Executive Director.
- c. Each employee who is a director shall report to the Commission as requested by the Commission, but at least annually, to report on their department's duties, goals, and challenges.

## **H. Commission-Public Interaction**

Each individual Commissioners shall respect the decisions of the Port Commission; however, an individual Commissioner shall have the right to voice personal opinions differing from decisions taken or under review by the Port Commission as a whole as long as the views are clearly stated to be personal opinions.

Generally, the Commission President or Executive Director represents the Port at public meetings and events, with support from other Commissioners and/or director-level staff, as applicable. If the Commission President or other Commissioner is representing the Port at a public meeting or event, at least one director-level staff shall also be present. When representing the Port, Port standardized presentation materials shall be utilized for accuracy and consistency in messaging; for that reason, any presentations utilized by a Commissioner shall be submitted to Port staff for review at least two business days prior to utilizing such presentation, to ensure accuracy and consistency.

## **I. Commission Meeting and Conference Attendance, Per Diem, and Expense Reimbursement**

- 1. **Meeting and Conference Attendance.** Port Commissioners are only eligible for per diem and expense reimbursement for meeting or conference attendance that is directly beneficial to

the Port and is done in the performance of other official services or duties on behalf of the Port. Below is an illustrative list of meeting and conference attendance that meets those requisites:

- Regular or Special Port Commission Meetings
- Port Workshops
- WPPA Conferences and Seminars (limited to no more than 3 per year)
- Meetings for which the Commissioner is the Port's designated representative or substitute representative
- Meetings with or including Port staff in excess of 15 minutes
- Meetings with Port consultants in excess of 15 minutes

**2. Per Diem Payments.** Per diem payments are authorized to be provided to Port Commissioners as provided for in these Rules and RCW 53.12.260.

**3. Expenses.** Expense reimbursement is limited to expenses for traveling and should follow the guidelines in Resolution No. 09-03, as it presently exists and as may be modified in the future.

**4. Pre-Approval and Reimbursement Procedure.** The following procedure shall be utilized for processing meeting and conference attendance requests, per diem payment requests, and expense reimbursement payment requests:

**a. For all per diem and expense reimbursement requests:** A Commissioner desiring to receive a per diem payment or expense reimbursement shall complete an Official Meeting Reimbursement form or an Expense Reimbursement form as applicable. The Commissioner shall include receipts, as applicable, sign the form, and submit the form to the Commission President (or Commission Vice President in the case of a claim submitted by the Commission President). The Commission President (or Commission Vice President in the case of a claim submitted by the Commission President) shall review the request to determine whether the request complies with these Rules.

**b. For requests that fall within the items listed in Section H. 1. above:** Upon the Commissioner President's (or Commission Vice President's, in the case of a claim submitted by the Commission President) review and approval of a request related to a meeting or conference contained in Section H.1. above, the Commission President (or Commission Vice President if applicable) shall sign and submit the request to the Director of Finance and Administration. The Director of Finance and Administration shall review to confirm compliance with these Rules and shall then sign and submit the request for payment to the Office Manager or Accounts Payable Specialist for payment on the next payroll or accounts payable check run.

**c. For requests that fall outside of the items listed in Section H. 1. above:** If the request is related to a meeting or conference that is not listed in Section H.1. above, or if it is otherwise unclear whether a per diem or expense request should be authorized or complies with these Rules, the requesting Commissioner should submit the request for pre-approval (in other words, prior to incurring any expense) using the process described in Section H.4.a. above. The Commission President (or Commission Vice President if

applicable), with input from the Port Attorney and Executive Director, shall make the final determination on whether the request should be authorized.

#### **J. Commission Code of Conduct**

The Commission and its Commissioners will conduct themselves lawfully, with integrity and high ethical standards, in order to model the behaviors expected of staff and to build constituent confidence and credibility. The Commission will conduct its official business with social and fiduciary responsibility that encourages public trust.

- 1.** To build trust among Commissioners and to ensure an environment conducive to effective governance, Commissioners will:
  - a.** Focus on issues, rather than personalities;
  - b.** Exercise honesty in all written and interpersonal interaction, never intentionally misleading or misinforming each other;
  - c.** Make every reasonable effort to protect the integrity and promote the positive image of the Port and one another; and
  - d.** Maintain confidentiality appropriate to sensitive issues and information that otherwise may tend to compromise the integrity or legal standing of the Commission, especially those matters discussed in executive session.
- 2.** Commissioners will speak respectfully of Port partners. Even in the event of disagreements with a Port partner, the Commission shall speak respectfully of such disagreement and focus on issues rather than personalities.
- 3.** Commissioners will not attempt to exercise individual authority over the Port.
  - a.** Commissioners will not attempt to assume personal responsibility for resolving operational problems or complaints.
  - b.** Commissioners will not personally direct any part of the operational organization.
  - c.** Commissioners will respect decisions of the Commission and will not undermine those decisions.
  - d.** Commissioners will not publicly express individual negative judgments about Executive Director or staff performance. Any such judgements of Executive Director or staff performance will be expressed in executive session.
  - e.** Commissioners will refer any requests for access to the Port's records to the Executive Director.
- 4.** Commissioners will serve the interests of the entire Port.



5. Commissioners will avoid conflicts of interests involving all matters considered by the Commission. A conflict of interest exists when a Commissioner is confronted with an issue that the Commissioner has, or appears to have, a personal or financial interest or an issue or circumstance that could render the Commissioner unable to devote complete loyalty and singleness of purpose to the Port's interest.
  - a. The Commissioner will recuse themselves by notifying the President of the potential conflict of interest and leave the room when the issue in conflict is discussed and voted upon.
  - b. If the Commissioner does not recuse themselves when it may be improper for them to participate in discussion or decisions, other Commission members have the right and obligation to request that the Commissioner recuse themselves.

#### **K. Process for Addressing Commissioner Violations**

The Commission and each of its Commissioners are committed to faithful compliance with the provisions of the Commission's policies. The Commission recognizes that its failure to deal with deliberate or continuing violations of its policies risks the loss of confidence in the Commission's ability to govern effectively. Therefore, in the event of a Commissioner's extraordinary, willful, or continuing violation of policy, the Commission shall address the issue and may use the following process:

1. Conversation in a private setting between the offending Commissioner and the Commission President (or Vice President if it is the Commission President whose compliance is in question) or other individual Commissioner.
2. Discussion in an executive session (if in compliance with the Open Public Meetings Act) between the offending Commissioner and the full Commission.
3. Removal by the Commission from any leadership or committee positions to which the offending Commissioner has been appointed or elected.
4. Censure of the offending Commissioner, as a means of separating the Commission's focus and intent from those of the offending Commissioner.