



## Port Conduct of Business Policy Updated October 2023

### Definition of Roles

#### **Board President:**

The Board Chair shall be rotated among the Commissioners, in order, at the first regular meeting of the year. The Board Chair is the presiding officer and acting Board President for port meetings, and has duties normally assumed by parliamentary procedure. Should a Commissioner decline to be Board Chair, the Board Chair shall be decided by Board vote.

#### **Board Vice Chair:**

The Board Vice Chair shall be rotated among the Commissioners, in order, at the first Regular Meeting of the year. The Board Vice Chair serves as presiding officer in the absence of the Board Chair and assumes all duties normally assumed by parliamentary procedure.

#### **Board Secretary:**

The Board Secretary shall be rotated among the Commissioners, in order, at the first Regular Meeting of the year. The administrative duties of the Board Secretary assumed by parliamentary procedure are delegated to the Administrative Services Manager or appointed substitute.

#### **Executive Director:**

The Executive Director is responsible for promulgating Port policies, rules and regulations, for carrying out projects approved by the Board, and for operating the Port within their delegated and assigned authority.

#### **Auditor:**

The Port Auditor is appointed by the Board and is responsible for reporting to the Board on matters related to Port internal controls.

#### **Administrative Services Manager:**

The Administrative Services Manager is responsible for the scheduling and announcing of meetings, preparation of the Draft Agenda, recording meeting minutes and keeping a list of outstanding actions directed by the Board. In the absence of the Administrative Services Manager, the Executive Director shall appoint a substitute.

#### **Spokesperson:**

Unless decided otherwise by the Board, the Port's Spokesperson is the Executive Director. Any Commissioner may formally convey information on matters that the Board has agreed upon; otherwise a Commissioner's public comments are their own.

## **Authority**

### **Emergencies:**

In the case of an emergency, the Executive Director or first Port Staff member to arrive on scene directs actions taken by the Port. Should a Board member arrive on scene and the Executive Director or alternate not be present, that Board member may direct Port Staff emergency response actions and request/authorize emergency support.

### **Board & Staff Communications:**

Commissioners do not have authority to direct the Executive Director or Port Staff in any Port action unless that direction has been formally approved by the Board. Commissioners nonetheless, bring skills that are valuable to the Port. They are also expected by the public to be aware of Port operations and address related public interests.

Individual Board members may, and should, keep the Executive Director informed on Port-related matters of which they are aware. They shall keep the Executive Director informed of Port Staff communications unless confidentiality is allowed by an established rule or policy.

When consulting a Commissioner on a significant Port issue, the Executive Director shall give all Commissioners an opportunity to consult on the matter.

In carrying out assigned duties, if an action intended by the Executive Director could result in substantial risk or injury to the Port, the Executive Director shall inform Board members. Should any Commissioner request the matter be brought before the Board, a meeting shall be called to address the issue.

The Executive Director shall keep all Commissioners informed of Port matters in a timely manner. Commissioners shall advise the Executive Director of matters they want be kept informed of.

Individual Commissioners may directly request information from, or the assistance of, Port Staff on Port-related matters. If this becomes an excessive burden the Executive Director shall bring this to the Board for resolution.

The Executive Director shall be the point of contact for Port legal counsel. The Executive Director shall keep the Commissioners informed of legal advice given to the Port. This does not preclude individual Commissioners from contacting Port legal counsel under exceptional circumstances.

## **Meetings**

All meetings are open public meetings and subject to the requirements of the Open Public Meetings Act.

### **Regular Meetings:**

Regular meetings are held on the fourth Wednesday of every month at the Village Green Community Center. If the designated day falls on a holiday, the Regular Meeting shall be held on the next business day. Any changes to the scheduling or location of a Regular Meeting shall be

announced in the same manner as a Special Meeting.

**Special Meetings:**

Special Meetings may be called by any Commissioner or the Executive Director upon 24-hours' notice to the public per the announcement requirements of the Open Public Meetings Act.

Where two or more Commissioners attend a non-Port meeting where Port-related matters may be discussed, the meeting shall be announced as a Special Meeting. Commissioners shall advise Staff of meetings where this may occur.

**Work Sessions:**

Work Sessions are weekly Port meetings held at 9:00 a.m. each Tuesday in the Port Office Conference Room. Work Sessions are open to the public, and are held for the purpose of allowing the Executive Director to informally discuss current Port issues and exchange ideas with the Commissioners. These sessions are for Board discussion only; no decisions shall be made, nor any action taken unless the action is previously noticed according to law. Work Sessions do not require the structure or parliamentary procedures of Regular or Special Meetings, and notice to the public of any changes to the schedule or location of the weekly Work Sessions shall be posted on the Port's website.

**Emergency Meetings**

Emergency Meetings are held when there is a need for expedited action by the Board to meet a severe situation that involves or threatens physical or institutional damage. The meeting may be held in a location designated by the presiding officer and notice requirements are suspended. The reason for the Emergency Meeting shall be documented.

**Public Hearings:**

Public Hearings are Special Meetings held when required by law, or when directed by the Board for the sole purpose of receiving public input on a specific matter. Individual speaking time allowed will be set by the Board. Time shall be allowed so all attendees may speak. Proponents and opponents will be given equal opportunity to speak.

**Social Events:**

Social gatherings and events are exceptions from announcement requirements under the Open Public Meetings Act. The Commissioners are free to interact and speak with those at the gathering provided they refrain from discuss Port business among themselves.

**Cancelations:**

Any two Commissioners may cancel a meeting. Notice to the public of any cancellation shall be posted to the Port's website.

**Meeting Materials**

**Draft Agenda:**

The Draft Agenda for Regular Meetings shall normally be published on the Port's website on Friday, the week preceding Regular Port Meetings. Draft Agendas for all meetings must be posted no later

than 24-hours before the meeting. Draft Agendas for all meetings must be posted no less than 24-hours before the meeting's noticed start time.

Agenda items for Regular Meetings shall be provided to the Administrative Services Manager by close of business on Wednesday the week preceding the meeting. The Executive Director and any Commissioner may place items on the Draft Agenda. A member of the public may request that the Executive Director or a Commissioner place an item on the Draft Agenda.

Agenda items shall state what Board action is intended, if any. Staff shall, to reasonable extent, ensure that all Board members receive available information relevant to the matters to be addressed at the meeting by Friday, the week preceding the meeting. Presentations to the Port outside of meetings shall be announced to the Commissioners.

Draft Agendas and materials prepared by Port Staff for a Port meeting may be available to the public for download prior to the meeting on the Port's website, and printed copies shall be made available at the meeting.

**Consent Agenda:**

These are Agenda items that may be voted on by a single motion. The Executive Director shall place matters on the Consent Calendar which are routine in nature and for which the information may be reviewed prior to the meeting. Any Board Member may remove an item from the Consent Agenda for it to have a separate vote.

**Meeting Documents:**

Board Members shall be provided meeting documents in a manner that allows sufficient time to review prior to Board action. Unless not feasible, this shall be a minimum of 48 hours prior to the meeting. Copies of meeting documents will be available to the public prior to the meeting.

**Meeting Minutes:**

Meeting minutes shall include a concise description of all Board actions taken and an overall summary of public comments made. This includes motions, resolutions and direction to Port Staff. Minutes of Public Hearings shall include a summary of each comment made.

**Recording of Meetings:**

The Administrative Services Manager shall electronically record all Regular and Special Meetings, and each Public Hearing, excluding non-public Executive Sessions held by the Commission pursuant to RCW 42.30.110 or other applicable exceptions to Washington's Open Public Meetings Act, chapter 42.30 RCW. Work Sessions may be recorded. Electronic recordings of all applicable meetings shall be posted to the Port's website by the Administrative Services Manager, and all recordings shall be maintained for a period of six years in accordance with state law.

**Meeting Procedure**

**Meeting Chair:**

The Board Chair shall act as Meeting Chair. Should the Board Chair be unable to attend the Port

meeting in person, the Vice Board Chair shall chair the meeting. Port meetings are conducted following Washington Law (RCW) requirements and guidance in this Policy. While the Board intends to follow generally accepted practices of parliamentary procedure, this is not a requirement.

**Time for Consideration:**

Sufficient time shall be allowed for consideration of proposals by Commissioners, members of the public, and Port Staff. When an item is presented to the Board for action which impacts the public, and which has not been previously announced in the Draft Agenda, the vote shall be delayed until the next meeting if requested by any Commissioner.

**Motions & Resolutions:**

Motions and resolutions carry equal legal weight. Resolutions shall be made when required by Washington State Law (RCW). Prior to voting on a resolution the Board Secretary shall dictate the resolution/motion to all meeting attendees.

**Commissioner’s Attendance by Teleconference:**

In the event an individual Commissioner is unable to physically attend a Port meeting in which action will be taken, the absent Commissioner may attend the meeting remotely by means of teleconference, and may vote on motions and resolutions presented to the Board for final action.

**Executive Sessions Called in Open Session:**

The Board may convene to an Executive Session at any time during a Regular or Special Meeting, providing the announced purpose of the Executive Session is one of the statutorily identified purposes for which an Executive Session may be held, and the announcement contains enough information to clearly identify the purpose as one of those falling within those identified in RCW 42.30.110(1).

**Public Comment**

**Public Comment Period:**

There shall normally be two, thirty minute public comment periods at Regular Meetings for the purpose of members of the public addressing the Board; one at the beginning and one at the end of the meeting. Comments must be related to Port business. Speakers wishing to address the Board during the first public comment period are encouraged to sign up prior to the meeting being called, in order to provide correct information for the purposes of recording all public comments in the meeting minutes. Speakers will have three minutes each and will be recognized in order of their sign up. If time remains after those signed up speak, those not signed up may speak. No one will speak twice before all have had a chance to speak once. All questions should be directed to the Commissioners. Speakers wishing to speak during the second public comment period should address their comments to the Board Chair, only after the Board Chair has opened the second public comment period. Any member of the public addressing the Board that did not sign up for public comment should clearly state their name to be recorded for the public record.

**Response to Public Comment:**

In order to hear as many people as possible, the Commission will refrain from responding to individual statements or questions until all public comment has been taken. The Commissioners may refer the question to the Executive Director or other Port Staff in attendance.

**Comment Submission:**

The Board does not take public comments on issues related to individually named Port Staff. These comments should instead be provided to the Board by email or in writing. Email and written public comments received by Port Staff shall be provided to the Board. Comments submitted in writing only, will not be read aloud although they may be included as part of the public record on the topic if formally accepted by the Board.

**Comment Guidelines:**

Where the Port is considering a motion or resolution regarding a ballot measure or legislation, persons for and opposed shall have equal opportunity to speak. No person may use public comment periods for the purpose of campaigning or promoting a campaign.

There will not normally be public comment during the business portion of the meeting. The Board may decide to take comments in conjunction with an Agenda Item if the presentation of that item is needed for the public to understand what is being proposed. Only Commissioners may participate in the debate of a motion.

**Commissioner Policy & Conduct****Commissioner Travel:**

Reasonable transportation expenses for travel will be reimbursed. Any Commissioner travel involving an overnight stay for which they expect to be reimbursed, other than for WPPA Conferences and Meetings, should have the prior approval of the Board.

**Commissioner Email Communication:**

Discussion of Port-related issues via email between Commissioners constitutes a meeting, and is not allowed. Commissioners shall email or provide hard copies of documents to the Executive Director or Executive Assistant, and that person shall disseminate the information to each Board member.