



MEMORANDUM

DATE: October 25, 2019
TO: Port of Seattle Commissioners
FROM: Paul J. White, Commission Clerk
SUBJECT: Commission Committee Structure and Process

This memo outlines the intended operation of committees of the port commission consistent with current bylaws. Bylaw requirements and best management practices assume the structure outlined here. Committees are sometimes formed to quickly review and recommend a short-term decision, such as scoping and contracting for external legal review. It is believed such exceptions to the rule can be accommodated in an abbreviated or expedited manner.

Policy Focus.

The Port of Seattle Commission is a small board exercising executive authority to govern the port. Most matters coming before the commission for action do not require special vetting in committee, as they might in larger, legislative bodies. Most commission decisions amount to exercising controls on staff operational activities like contract execution and project implementation. These decisions do not usually require special review by a subset of commissioners. However, development of policy for commission consideration and final action does benefit from the attention by subject matter experts that committees provide. In this model, committees function as policy development engines or intensive review boards.

Typical Sequence.

The following outlines the typical order of events that constitute the formation and implementation of a commission committee.

1. Identification of a topic needing policy direction or commission scrutiny
2. Determination of either short-term (special) or ongoing (standing) need
3. Determination of either public or nonpublic setting for committee meetings
4. Commissioner membership is determined
5. Charter is drafted and adopted, either by resolution (standing committees) or formal motion (special committees)
6. Standing committees adopt a detailed annual workplan
7. Appropriate subject-matter experts (port staff or external participants) assigned
8. Committee holds meetings, which are accompanied by agendas and minutes
9. Committee minutes and related records published online
10. Policy recommendations or other deliverables provided to the commission
11. Final decisions regarding policy or other recommendations are made by the commission

Special versus Standing Committees.

The following is a list of differences between special and standing committees:

<u>Special</u>	<u>Standing</u>
Temporary duration	Ongoing duration
Narrow scope	Broad scope
Chartered by formal motion	Chartered by resolution
Can meet privately	Must meet in public ¹
No workplan	Detailed workplan adopted by the committee annually

Both special and standing committees have charters, produce records, have membership ultimately determined by the commission president, and can include non-commissioner members. Committee compliance with Open Public Meetings Act requirements depends on legal status, charter provisions, and circumstances. For example, when a third commissioner attends a committee meeting, this turns it into a meeting of a quorum of the port commission and subjects it to applicable notice and agenda restrictions of Chapter 42.30 RCW. Commission bylaws include rules related to this eventuality in Article V, Section 7.

Committee Charter.

The charter is the foundational statement of the committee's purpose. It establishes the name and purview (scope) of the committee and identifies when the committee's work will be considered complete. Special considerations for holding meetings in public, composition of the committee, and expected outcomes are addressed in the charter. Commission bylaws describe what information is to be contained in the charter in Article V, Section 2. A foundational authority like this should rarely if ever be amended.

Committee Workplans.

Workplans, which are more specific than scope or purview statements, usually apply only to standing committees and should be reviewed and approved by the committee annually. A workplan ought not be needed for a special committee with a narrow focus and limited duration.

The control that ensures that a committee neither oversteps nor shirks its purview resides with the commission as a body. It is the motion to *refer to* or *discharge from* a committee any matter under its consideration as described by the commission bylaws in Article IV, Section 5(k).

Records and Reporting.

Records produced by committees, whether agendas, minutes, presentations, or illustrative materials, are all public records of the Port of Seattle. Since they are already subject to disclosure under Chapter 42.56 RCW and because committee policy work will likely attract public attention, it is the best practice to publish these materials online proactively. Within a week or so from a meeting, minutes should be produced and placed online for general consumption along with other committee records.

¹ See recommendation number 2 below.

Recommendations.

Upon consideration of the structure described above, it is fair to acknowledge that some committee practices are not yet well aligned with the structure and have room for improvement. The recommendations below relate to designation of committees as standing or special, the amendment of charters rather than adoption of workplans, bylaws requirements for public notice of all standing committees, and improved reporting and records transparency.

1. **Make the commission's current special committees standing committees and direct them to adopt annual workplans.** The Energy and Sustainability, Aviation, and Workforce Development Committees are all chartered as special (temporary) committees. However, there is an implied breadth of scope and expectation of longevity to these committees that suggest they should be constituted instead as long-term standing committees. Rather than re-chartering these committees periodically, which is the current tendency, they should have broad purview aligned to annual workplans adopted by the respective committees themselves.
2. **Amend commission bylaws to allow standing committees to meet privately subject to the limitations of the Open Public Meetings Act (Chapter 42.30 RCW).** The requirement that standing committees meet in public regardless of legal exemption was an extension of the context of the Audit Committee. Since commission bylaws and existing committee charters make it clear that our committees are strictly advisory nature and the rules for opening meetings to public attendance are well established in law, maintaining this rule only serves to limit the committee process unnecessarily.
3. **Provide for online publication of basic committee records, namely agendas, minutes, and illustrative materials as appropriate.** To the extent they are producible in a records disclosure request under Chapter 42.56 RCW (Public Records Act) these materials should be provided to the public proactively. Work is already underway to create public-facing pages to make these records more publicly accessible.
4. **Schedule opportunities for updates by each committee to the commission in public session at least annually.** Currently, committees rarely make public reports to the commission at large. However, their charters call for regular public reporting to the port commission. The framework for improved transparency already exists; it merely requires the prompting of a reporting schedule to become effective. Public reporting and accessible records elevate the profile of commissioners' work in committee and make committee contributions more tangible to the public.