

EXHIBIT A

PORT OF SEATTLE ~~COMMISSION~~ CODE OF ETHICS

SCOPE AND APPLICABILITY

Port of Seattle commissioners (“commissioners”) are elected officials charged with public trust. Commissioners are expected to uphold this trust by exhibiting appropriate and ethical behavior and avoiding conflicts of interest. This code of ethics (“Code”) establishes ethics standards and provides for enforcement of these standards. This Code is authorized and governed by Chapters 42.23 and 53.08 RCW and modelled after applicable sections of Chapters 42.52 RCW.

Commissioner behavior is additionally governed by the standards established in the Port of Seattle Commission Bylaws and Rules of Procedure; the Port of Seattle Statement of Values; the Commission Oath of Office; the Commission Transparency Pledge; applicable laws; and through a commitment to respectful interactions.

Section 1. ~~General Requirements.~~

Consistent with ~~FOR PORT COMMISSIONERS~~

~~PREAMBLE.~~

~~This code of ethics (“Code”) provides guidance in the event a conflict arises between a port commissioner's interests or behavior and the commissioner's responsibility to the commission and the public.~~

~~It is assumed and expected that a commissioner will act in accordance with applicable federal, state and local laws, and will strive to avoid even the appearance of impropriety in the conduct of his/her office.~~

~~Ultimately, ethics are a matter of honesty, common sense and judgment. Neither this, nor any other code, can be an adequate substitute for those attributes.~~

A. ~~Commissioners are elected officials entrusted with public confidence, and ultimately questions involving a commissioner's behavior are a matter to be judged by the electorate. For that to happen, there must be transparent standards to refer to and there must be mechanisms that provide the public with information. This Code attempts to provide those standards and that framework~~the commission bylaws, within ninety days of each term commissioners will attend ethics training regarding applicable state, port, and Code standards.

A.

~~Section 1.~~ **Standard of Conduct.**

~~A. — A port commissioner shall not transact any business of the port commission or act on behalf of the port commission with respect to any matter that requires port commission approval, without first obtaining the commission's approval~~

~~pursuant to a public vote of the port commission or other port commission direction as provided in a meeting open to the public.~~

B. ~~A port~~ commissioner shall abide by the ~~Port of Seattle's~~port's policies of anti-harassment, equal opportunity and non-discrimination and is prohibited from engaging in unlawful sexual or non-sexual harassment, workplace, violence or in the workplace, and anti-retaliation against whistleblowers. These policies are referred to as "workplace misconduct" throughout this Code.

C. ~~A port~~ commissioner shall not use ~~Port of Seattle~~resources for personal benefit. ~~Incidental, limited or occasional use of port resources, especially electronic media, is acceptable so long as the use is not for personal gain or benefit.~~

~~Section 2. — Use of Office.~~

A.C. ~~A port~~ commissioner shall not use his or her~~the~~ position to secure special privileges or exemptions for ~~himself, herself~~themselves, members of ~~his/her~~their family, or others.

B. ~~A port~~ commissioner shall not knowingly use his or her office for personal or family gain or profit.

D. A commissioner shall not employ or use any person, money, or property under the commissioner's official control or direction, or in the commissioner's official custody, for the private benefit or gain of the commissioner, their family, an employee, or another, except as to occasional use of port resources, of de minimis cost and value, that does not result in interference with the proper performance of duties, and is consistent with the port's information systems and service acceptable use policy when applicable.

C.E. ~~A port~~ commissioner shall not disclose confidential information gained because of the ~~port~~ commissioner's position, nor may the port commissioner otherwise use such information for personal or family gain or benefit.

~~D.F.~~ A ~~port~~ commissioner shall not accept employment or engage in business or professional activities that the ~~port~~ commissioner might reasonably expect would require or induce ~~him/her to~~ the commissioner by reason of their position to use or disclose confidential information acquired because of the ~~port~~ commissioner's position.

Section 32. Conflicts of Interest.

~~A. Special Consideration Prohibited.~~

A. Outside Employment.

Given ~~port~~that commissioners are elected to a part-time position, it is understood that they are likely to have outside employment. At times, such employment may give rise to potential conflicts of interest. In such situations, the commissioner must disclose the potential conflict prior to any involvement and seek advice from the commission's ~~outside~~legal counsel ~~or the commission's Ethics Board (Board)~~ on whether a conflict exists and on how best, if appropriate, to recuse him or herself from port activities involving the issue.

~~B. Appearance of Impropriety.~~

~~A port commissioner shall not request or otherwise seek special consideration, treatment or advantage from others, or knowingly engage in activities which are in conflict, or which have the potential to create a conflict, with the performance of official duties. Examples of conflicts, or potential conflicts, of interest include (but are not limited to) circumstances where the port commissioner:~~

~~1. Influences the selection or non-selection of, or the conduct of business of, any entity doing business with the port, when the port commissioner or his/her family has a financial interest in that entity or any of its competitors.~~

~~2. Solicits for himself/herself or for another, a gift or any other thing of value (consistent with Section 6) from the port or from any person having dealings with the port; provided that no conflict of interest shall be deemed to exist with respect to solicitations for campaign contributions required to be reported under Chapter 42.17 RCW or for charitable contributions.~~

~~3. Accepts any retainer, compensation, gift or other thing of value which is contingent upon a specific action or non action by the port commission.~~

~~4. Accepts a gift in any manner other than as provided in Section 6 below.~~

~~5. Intentionally uses or discloses information not available to the general public and acquired by reason of his/her official position which financially benefits the port commissioner, his/her family, friends or others.~~

~~C. Financial Interest Prohibited.~~

~~B. No commissioner may have an undisclosed~~Activities Incompatible with Public Duties.

Except as described herein, no commissioner may have an interest, financial or otherwise, direct or indirect, or engage in a business or transaction or professional activity, or incur an obligation of any nature that is in conflict with the proper discharge of the ~~commissioner's~~commissioner's official duties.

~~D. Improper Compensation.~~

C.

No commissioner may, directly or indirectly, ask for~~or~~, give~~or~~, receive, or agree to receive any compensation, gift, reward, or gratuity from a source for performing~~or~~, omitting, or deferring the performance of any official duty, unless otherwise authorized by law.

Section ~~4. Financial or Beneficial~~3. Interest,

in Contracts.

A. Interests Prohibited.

No ~~port~~-commissioner or ~~his/her~~their immediate family (spouse, dependents) shall
~~(i) have an undisclosed financial or beneficial interest, direct or indirect, be beneficially~~
~~interested, directly or indirectly,~~ in any contract which may be made by, through, or under
the supervision of the ~~port~~-commission, or

A. which may be made for the benefit of the port; or ~~(ii)~~ accept, directly or indirectly, any compensation, gratuity, or reward in connection with the awarding of such a contract from any person beneficially interested therein.

B. ~~Statutory Exceptions.~~

B. ~~As provided in RCW 42.23.030, the~~

The prohibition in Section ~~4A3A~~ shall not apply to:

1. the furnishing of electrical, water or other utility services by the port, ~~where authorized under statute~~, at the same rates and on the same terms as are available to the public generally;
2. the designation of public depositories for port funds;
3. the publication of legal notices required by law to be published ~~by any municipality~~, upon competitive bidding or at rates not higher than prescribed by law for members of the general public;
4. the letting of any other contract in which the amount received under the contract by the ~~port~~ commissioner, their immediate family or the ~~port commissioner's~~ commissioner or their immediate family's business does not exceed ~~onethree~~ thousand ~~five hundred~~ dollars (\$~~1,500~~3,000.00) in any calendar month; ~~and/or~~
5. the leasing of port property to a ~~port~~ commissioner or to a contracting party in which a ~~port~~ commissioner or his/her/their immediate family has a financial or beneficial interest, if in addition to all other legal requirements, a board of three disinterested appraisers and the superior court in the county where the property is situated finds that all the terms and conditions of such lease are fair to the port and are in the public interest. The appraisers must be appointed from members of

the American Institute of Real Estate Appraisers by the presiding judge of the superior court.

~~C.~~ Limitation on Voting.

C.

A ~~port~~ commissioner may not participate in consideration or vote on the authorization, approval, or ratification of a contract in which ~~he/she~~the commissioner or ~~his/her~~their immediate family ~~has a financial or beneficial interest is beneficially interested~~ even though one of the exemptions under Section ~~4B3B~~ above allows the awarding of such a contract. The interest of the commissioner must be disclosed to the commission and noted in the official minutes before the formation of the contract and the commissioner shall follow the procedures for limitations on voting in the Commission Bylaws and Rules of Procedure.

~~D.~~ Remote Interest.

D.

A ~~port~~ commissioner is not interested in a contract, for purposes of Section ~~4A3A~~ above ~~and RCW 42.23.030~~, if the ~~port~~ commissioner has only a remote interest in the contract and the extent of the interest is disclosed to the ~~port~~ commission and noted in the official minutes of the ~~port~~ commission prior to the formation of the contract, and ~~thereafter the port commission authorizes, approves, or ratifies~~ the contract in good faith by a vote of ~~port commissioners~~its membership sufficient for the purpose without counting the vote ~~or votes~~ of the ~~port~~ commissioner(s) having the remote interest; provided, that Section ~~4D3D~~ is not applicable to any ~~port~~ commissioner interested in a contract, even if the ~~port~~ commissioner's interest is only remote, if the ~~port~~ commissioner influences or attempts to influence any other ~~port~~ commissioner or port employee to enter into the contract ~~in violation of this Code and state law.~~ For purposes of Section ~~4D3D~~, a port commissioner has a remote interest when the port

commissioner:

1. is a non-salaried officer or board member of a nonprofit corporation;
2. is an employee or agent of a contracting party where the compensation of such employee or agent consists entirely of fixed wages or salary;
3. is a landlord or tenant of an entity contracting with the port; and

4. is a holder of less than one percent of the shares ~~of~~, or interest, in, a business entity contracting with the port.

~~E.~~ Improper Contract Void.

E.

Any contract made in violation of the provisions of Section ~~43~~ is void and the performance thereof, in full or in part, by a contracting party shall not be the basis of any claim against the port. Any port commissioner violating the provisions of Section ~~43~~ is liable to the port for a penalty in the amount of five hundred dollars (\$500.00), in addition to such other civil or criminal liability or penalty as may otherwise be imposed upon the port commissioner by law.

~~F.A.~~ Censure.

~~In addition to all other penalties, civil or criminal, the violation by any port commissioner of the provisions of Section 4 may be grounds for censure by the commission and other appropriate legal proceedings.~~

~~Section 5.~~ Statement of Financial Affairs.

~~On or before April 15 of each year, or within fourteen (14) days of taking the oath of office, each port~~Each commissioner shall file with the Washington State Public Disclosure Commission a copy of a Statement of Financial Affairs prepared in satisfaction of the requirements of RCW42.17A.235 and RCW 42.~~1717A.240-241~~, which shall be available for public inspection upon written request.

Section 65. Acceptance of Gifts.

A. Gifts Prohibited.

A. A

Except as permitted below, a port commissioner may not receive, accept, take, seek, or solicit, directly or indirectly, any anything of economic value as a gift, gratuity, or favor from a person if it could be reasonably expected that the gift, gratuity, or favor would influence the vote, action or judgment of the ~~port~~ commissioner, or be considered as part of a reward for action or inaction.

B. Acceptance of Gifts on Behalf of Port of Seattle.

A

B. ~~Consistent with RCW 53.08.110, a port~~ commissioner may accept a gift of ~~real and~~ personal property of any value for and on behalf of the port. Any gift so accepted shall become the property of the port and not of the ~~port~~ commissioner. A ~~port~~ commissioner shall report the acceptance of any gift under this section to the port's general counsel within thirty (30) days of receipt.

C. Limitation Prohibition on Gifts:

A ~~port~~ to Commissioners.

A commissioner may not accept gifts, other than those specified in Section ~~6E5E~~, with an aggregate value in excess of fifty dollars (\$50.00) from a single source in a calendar year or a single gift from multiple sources with a value in excess of fifty dollars (\$50.00). For purpose of this section, "single source" means any person, whether acting directly or through any agent or other intermediary, and "single gift" includes any event, item or group of items used in conjunction with each other or any trip including transportation, lodging, and attendant costs, not excluded from the definition of gift in Section ~~605D~~.

The value of gifts given to a ~~port~~ commissioner's family or guest shall be attributed to the ~~port~~ commissioner for the purpose of determining whether the limit has

C. been exceeded, unless an independent business, family, or social relationship exists between the donor and the family or guest.

D. Items Not Considered Gifts.

D.

The following items are excluded from the definition of gift and may be accepted by a ~~port~~ commissioner or member of his/her family without constituting a violation of the Code:

1. Items from family or friends where it is clear beyond a reasonable doubt that the item was not given as part of any design to gain or maintain influence in the port;
2. Items related to the outside business of the ~~port~~ commissioner that are customary and not related to the ~~port~~ commissioner's performance of official duties;
3. Items exchanged among ~~port~~ commissioners, or among ~~port~~ commissioners and port employees, or a social event hosted or sponsored by a ~~port~~ commissioner or port employee for co-workers;
4. Payments by a governmental or nongovernmental entity of reasonable expenses incurred in connection with a speech, presentation, appearance, or trade mission made in the port commissioner's official capacity. As used in this Section "reasonable expenses" are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;
5. Items a ~~port~~ commissioner is authorized by law to accept, including, but not limited to, items accepted in accordance with RCW 53.36.120-150 (promotional hosting) or RCW 53.08.110 (gifts to port);

6. Payment of enrollment and course fees and reasonable travel expenses attributable to attending seminars and educational programs sponsored by a bona fide governmental or nonprofit professional, educational, trade or charitable association or institution. As used in this Section "reasonable expenses" are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;
7. Items returned by the ~~port~~ commissioner to the donor within ~~tirty~~thirty (30) days of receipt or donated to a charitable organization within thirty (30) days of receipt;
8. Campaign contributions reported under chapter 42.~~47~~17A RCW;
9. Discounts available to a ~~port~~ commissioner as a member of an employee group, occupation, or similar broad-based group;
10. Awards, prizes, scholarships, or other items provided in recognition of academic or scientific achievement; ~~and~~
- ~~11.1. Unsolicited tokens or awards of appreciation in the form of a plaque, trophy, desk item, wall memento or similar item.~~
11. Items paid for directly by a commissioner.

~~E.~~ Exceptions.

E.

The following gifts are presumed not to influence a ~~port commissioner's action or non-~~
~~action on any matter~~commissioner and may be accepted without regard to the fifty-dollar
(\$50.00) limit established above, without constituting a violation of the Code:

1. Unsolicited flowers, plants, and floral arrangements;
2. Unsolicited advertising or promotional items of nominal value, such as pens and note pads;
3. Unsolicited tokens or awards of appreciation in the form of a plaque, trophy,

desk item, wall memento or similar item.

~~3.4.~~ Unsolicited items received by a ~~port~~ commissioner for the purpose of evaluation or review, if the port commissioner has no financial or beneficial interest in the eventual use or acquisition of the item by the port;

~~4.5.~~ Informational material, publications, or subscriptions related to the ~~recipient's~~ recipient's performance of official duties;

6. Food and beverages consumed at hosted receptions where attendance is related to the ~~port~~ commissioner's official duties, ~~including admission;~~

~~5.7.~~ Admission to, and the costs of food and beverages consumed at, events sponsored by or in conjunction with a civic, charitable, governmental, or community organization. ~~Provided, that where the gift exceeds fifty dollars (\$50.00) on a single occasion, it shall be reported as required in RCW 42.17.241(1)(1); and;~~

~~6.8.~~ Unsolicited gifts from dignitaries from another state or a foreign country and intended to be personal in nature; ~~and~~

9. Food and beverages on infrequent occasions in the ordinary course of meals where attendance by the commissioner is related to the performance of official duties. Provided that where the gift in the form of food or beverage exceeds fifty dollars (\$50.00) on a single occasion, it shall be reported as required in chapter 42.17A RCW.

~~F.~~ Rebuttable Presumption.

F.

The presumption that acceptance of the gifts listed in ~~this~~ section ~~influences a port commissioner's action or non-action on any matter is~~ 5E do not influence a commissioner is rebuttable and after review by the ~~Board~~ board of ethics may be overcome based on the circumstances surrounding the giving and acceptance of the ~~Gift~~ gift.

Section 76. Former Port Commissioners.

Former ~~port~~-commissioners (~~"former commissioners"~~)-engaging in transactions with the port shall do so consistent with the standards of ethical conduct and in accordance with the relevant portions of this Code.

~~A.~~ Special Consideration Prohibited.

A.

A former commissioner shall not request or otherwise seek special consideration, treatment, or advantage from port staff or ~~port~~ commissioners.

~~B.~~ Appearance of Special Consideration.

~~A former commissioner shall avoid circumstances in which, to a reasonable person, it might appear that the former commissioner is requesting or otherwise seeking or receiving special consideration, treatment or advantage from port staff or port commissioners.~~

~~C.~~ Appearances Before Commission.

B.

For one (~~1~~) year after termination of port commission service, a former commissioner may not appear before the port commission on behalf of another individual or entity, whether or not for compensation of any kind, in relation to any case, proceeding, application, or matter in which such former commissioner participated during ~~his/her period of~~ port commission service: *Provided*, that if after public discussion and a finding by the commission that the public or the port's interests would be better served, the commission may waive this provision if so requested by a former commissioner.

~~D.~~ Participation in Contracts with Port of Seattle.

C.

For one (1) year after termination of port commission service, a former commissioner may not have a direct or indirect ~~financial or~~ beneficial interest in any contract or grant that was made by, authorized, or funded by port commission action in which the former

commissioner participated during the period of port commission service.

~~E.~~ Participation in Competitive Selection Process.

D.

For one (1) year after termination of port commission service, a former commissioner may not participate as a competitor in any competitive selection process for a port contract in which the former commissioner participated in any way while serving on the port commission.

~~F.~~ Disclosure Requirements.

E.

For one (1) year after termination of port commission service, a former commissioner must disclose ~~his or her~~ past port commission service before participating in any port action. The disclosure shall be made in writing to the ~~commission's outside counsel~~ commission clerk who will notify the commission.

~~G.~~ Use of Confidential Information.

~~F.~~ For one (1) year after termination of port commission service, a

A former commissioner ~~must~~ shall not, for personal or family benefit, use or disclose ~~his or her past port commission service before participating in any port action. The disclosure shall be made in writing to confidential information gained by reason of the commission's outside counsel who will notify the commission~~ former commissioner's position.

~~H.~~ Employment.

G.

No former commissioner may accept an offer of employment or receive compensation from an employer if the former commissioner knows or has reason to believe that the offer

of employment or compensation was intended, in whole or in part, directly or indirectly, to influence the former commissioner or as compensation or reward for the performance or nonperformance of a duty by the former commissioner during the course of port commission service.

~~I. Appearance of Impropriety in Employment.~~

~~No former commissioner may accept an offer of employment or receive compensation from an employer if the circumstances would lead a reasonable person to believe the offer was made, or compensation given, for the purpose of influencing the performance or nonperformance of duties by the former commissioner during the course of the former commissioner's service on the port commission.~~

~~J. Employer Defined.~~

~~H.~~

As used in this Section, "employer" means any individual, partnership, association, corporation, firm, institution, or other entity, whether or not operated for profit, or any other entity or business that an individual owns or in which the individual has a controlling interest.

Section 7. Participation on Non-Profit Boards.

A. Service Encouraged.

Commissioners are encouraged to serve on non-profit boards.

B. Limitations.

Commissioners shall adhere to the service limitations set forth in the commission bylaws.

C. Contracts.

A commissioner serving on a non-profit board has a remote interest in contracts between the Port and the non-profit upon which board the commissioner serves. When such contracts come before the commission, the commissioner serving on the non-profit board must follow the remote interest provisions referenced in section 3D of this Code.

D. Duty of Loyalty.

Commissioners do not violate this code when approving membership fees for non-profits

upon which board the commissioner serves during the port budget approval process. In approving the budget, commissioners shall not advocate for adjustment to proposed fee amount or membership status for non-profits upon which board the commissioner serves. Commissioners may express support of policy positions of a non-profit organization upon which the commissioner serves except when the commission is considering or approving a contract with the non-profit in which the commissioner has a remote interest.

Section 8. Board of Ethics.

~~A. — Formation and Purpose.~~

~~The port commissioners shall appoint a Board of Ethics ("Board") to ensure proper and consistent implementation of this Code.~~

A. Formation and Purpose.

The commission shall appoint a Board of Ethics ("Board") to ensure proper and consistent implementation of this Code. The Board is an investigative agency charged with intake, screening, and investigation of complaints, and providing recommendations for corrective action to the commission for consideration. In performing its duties, the Board and its members shall uphold port values and follow the principles contained in this code. It is the intention of the port to encourage reporting of ethics violations to the Board by protecting complainant confidentiality to the extent permitted by this Code and the law. The commission's chief of staff, the commission's legal counsel, and the port's general counsel shall serve as resources, as needed, to carry out tasks on behalf of the Board to assist with the process provided for in this Code. The port shall provide sufficient investigative and administrative support to enable the Board to reasonably carry out its duties hereunder.

B. Complaints, Intake and Notice.

Filing of Complaints. Any person, including without limitation ~~port~~ commissioners, port employees, and members of the public, may submit a written complaint alleging a violation of the Code to the ~~commission president, or in the event of an allegation involving the president to the vice president~~ Board through a form established by the commission clerk's office, specifying one or more alleged violations by a commissioner of this Code. ~~Complaints may also be submitted through the Port of Seattle Ethics and Compliance~~

1. Hotline. Every complaint, ~~except a complaint submitted through the Ethics and Compliance Hotline,~~ must include the complainant's correct name, an email address, or address at which mail can be delivered to the complainant, and a daytime telephone number. Anyone submitting a complaint may be asked for additional information about the complaint by the Board and shall cooperate with the Board in providing pertinent information. ~~The Board shall maintain~~ Complainants may request confidentiality at the time they submit a complaint. Except when a public hearing or meeting occurs, to the extent permitted by law, the Board shall maintain requested confidentiality relating to a complaint or the substance of any investigation until the Board completes its review of the complaint and provides its report to the ~~Commission~~ commission.

In the alternative, employees may submit written, telephonic or in-person complaints directly to the human resources director or designee and/or the office of workplace responsibility. The human resources director or designee and/or the office of workplace responsibility will immediately inform port general counsel who shall inform the Board that a complaint was received.

~~C. —~~ Powers.

~~The Board shall provide guidance whether a factual situation involving a commissioner presents a violation of the Code when requested by that commissioner.~~

2. The Board shall initially consider all complaints to Intake Process. For complaints submitted by port employees, whether to the Board or directly to the human resources director or designee and/or the office of workplace responsibility, the port's office of workplace responsibility shall complete an intake process consistent with employee complaint procedures and provide a memo with sufficient detail to allow the Board to make a screening determination

to port general counsel for transmission to the Board. For complaints submitted by non-employees, the Board will complete the intake. The Board may request that port general counsel engage an outside investigator to assist in intake and provide a memo to the Board with sufficient detail to allow the Board to make a screening determination.

3. Dismissal. Complaints, such as those comprised of bare allegations or speculation, that cannot be substantiated sufficiently to allow for a screening determination through the intake process conducted by the Board or by the human resources director or designee and/or the office of workplace responsibility, shall be dismissed by the Board.
4. Notice of Complaint Received. The Board, when it receives a complaint directly or after notice from human resources or workplace responsibility, shall inform the respondent commissioner, commission president or vice president where the president is the subject of the complaint, commission chief of staff, the commission's legal counsel, and the port's general counsel that a complaint has been filed.
5. Summary Created. The entity responsible for intake will create a written summary of the concerns raised, including the general nature of the conduct, approximate dates of the conduct, and which Code provisions are potentially violated. For complaints submitted to the Board, the Board chair will create the summary. For complaints submitted to human resources, the assigned workplace responsibility investigator will create the summary. The summary shall be provided by the Board or office of workplace responsibility to the commission chief of staff who will provide the summary to the respondent commissioner, with the identities of the complainant and witnesses redacted.

C. Screening.

1. Use of Investigator. The Board may request that port general counsel engage an outside investigator to assist in screening determinations.
2. Standard of Sufficiency. The Board or the outside investigator shall determine whether the complaint (1) if the allegations of violation, if true, would constitute a violation of the code; and (2) if the allegations were made within three years of the alleged violation unless the violation was properly submitted and warrants concealed by the respondent commissioner in which case the complaint must be filed within three years of discovery of the violation. However, the complaint will not be considered timely if the commissioner is no longer in office and will be dismissed.
3. Review Timeline. The Board shall conduct its initial review and screening of complaints received within thirty (30)-calendar days of the completion of the intake process and shall determine if the standard of sufficiency has been satisfied. If it has been satisfied, the complaint will be investigated. All screening determinations are final, and no appeal is permitted.
4. Notification of Screening Outcome. Within five (5) business days of making its determination, the Board shall notify the respondent commissioner, commission president or vice president where the president is the subject of the complaint, commission chief of staff, commission legal counsel, port general counsel, and the complainant of its screening determination. Complaints not meeting the screening standard will be dismissed and not investigated under this Code.

5. Notice to Commission. Within one (1) business day of notification under Section 8C(4), notice of a complaint screened for further investigation. ~~Complaints that are not properly submitted or that present no reasonable basis for the conclusion that the Code has been violated shall be dismissed. If the Board determines that the complaint warrants shall be provided to the entire commission;~~
6. Legal Defense Costs. After a matter is screened for investigation, ~~it may conduct the investigation itself or the port will pay a respondent commissioner's legal defense costs if action is arising out of the performance or failure of performance of the commissioner's duties.~~

D. Investigation and Recommendation Process.

Investigation and Recommendation. The Board will delegate the performance of the investigation for all screened complaints to an appropriate individual or firm.

~~The Board or~~ Port general counsel will engage the individual or firm that will
serve _____ as _____ the _____ investigator.

~~The~~ delegated investigator shall ~~promptly conduct its investigation. The Board or~~ conduct its investigation within sixty (60) days of delegation unless the investigator determines that additional time is needed based on complexity, the number of witnesses, witness availability, or other factors. The Board and respondent commissioner shall be updated by the investigator regarding any necessary time extensions.

The respondent commissioner will be provided an opportunity to respond to the allegations including submission of a statement of position, evidence, and witness statements. The delegated investigator may request that individuals or firms ~~appear before the Board or delegated investigator to answer questions and provide~~ provide information, including any form of recorded information. The ~~Board or~~ delegated investigator may require that commissioners answer questions and provide information, including any form

of recorded information.

1. The delegated investigator shall report to the Board its factual findings and conclusions about whether a violation of the Code occurred. ~~If the investigator concludes that the Code has been violated, the investigator shall include reference to violations of other commission standards such as the statement of values and commitment to respectful interactions, if applicable.~~ In addition, the delegated investigator ~~may~~shall make recommendations about necessary corrective action, ~~if requested by the Board.~~
2. Board Executive Session. All Board deliberations may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. ~~If the respondent commissioner requests a public meeting or hearing, the Board will immediately notify the complainant.~~
3. Board Findings. Following an investigation, the Board shall make ~~its factual~~ findings and conclusions about whether ~~a~~the commissioner's conduct violated the Code. The Board may adopt investigator's findings and conclusions or may make its own findings and conclusions. The Board may request that individuals, including the respondent commissioner, or firms, provide information, including any form of recorded information. If the Board concludes that the Code has been violated, the Board shall include reference to violations of other commission standards such as the statement of values and commitment to respectful interactions where applicable. If the Board concludes that the Code has not been violated, it shall dismiss the complaint. If the investigation indicates potential violations of the behavioral standards referenced in Section 9, upon dismissal, the Board shall refer the matter to the Governance Committee for further proceedings under that section.
The Board shall notify the respondent commissioner, commission president or

vice president where the president is the subject of the complaint, commission chief of staff, commission legal counsel, port general counsel, and the complainant of its no-violation finding, dismissal, and, when applicable, referral to the Governance Committee.

Corrective Actions. Where the Board concludes that the commissioner's conduct violated the Code ~~occurred, and, it shall determine whether it will~~ recommend any corrective action.

Corrective action recommendations may include without limitation, an admonishment, reprimand, or censure, a recusal of a commissioner from voting on certain topics, ~~a reprimand or public censure of forfeiture of position as officer of the commission~~ in a commissioner manner consistent with the commission bylaws and rules of procedure, a referral of the matter to appropriate law enforcement authorities, workplace safety measures and training to address workplace misconduct allegations, and other action necessary to obtain compliance with the Code and restore public confidence in the proper functioning of the commission. ~~The Board may elect to adopt the delegated investigator's conclusions and recommendations, if any, or the Board may adopt its own findings, conclusions and recommended corrective action. The Board may determine following the investigation that no violation of the Code is presented and dismiss the complaint.~~ The Board shall report in writing its findings, conclusions, and if necessary recommended corrective action, to the commission.

4.

_____ In making its recommendation regarding corrective action, the Board shall take into account whether the violation substantially and improperly influenced the port commission's or the Port of Seattle's actions, the cost of the violation to the Port of Seattle, the nature of the violation, and any other pertinent

factors, including mitigating factors. The Board's findings, conclusions, and recommendations shall be provided to the commission within forty-five (45) days of receipt of the investigator's report unless additional time is necessary due to complexity or scheduling conflicts. The Board shall inform the commission of any extension of time.

5. Quorum. If a quorum or more of commissioners are the subjects of a complaint before the Board, the Board's findings, conclusions, and corrective action will be final. Upon request of any commissioner, the Board may hold a public meeting or public hearing before issuing its decision.

E. Action by the Commission.

1. Executive Session. Unless the respondent commissioner requests a public meeting or public hearing, the commission shall consider the findings, conclusions, and any recommendations of the Board in executive session of the commission. If the respondent commissioner requests a public meeting or public hearing, the commission will immediately notify the complainant.
2. Deliberations. The respondent commissioner will be provided an opportunity to respond to the Board's findings and recommendations with a written or spoken statement and to, if requested, respond to questions from commissioners. These steps may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. Commissioners who are the subject of a complaint shall not otherwise participate in the complaint review or decision-making process.
3. Final Decision. The commission may choose to accept in full or in part, or reject in full or in part, the recommendations of the Board, or may make its own recommendations. Action to accept or reject the recommendations shall be made

in an open public meeting. The commission's final decision will be issued through a commission order.

F. Advisory Opinions.

1. An advisory opinion is an interpretation of this Code as it applies to a set of facts provided in writing to the Board. The purpose of an advisory opinion is to provide guidance before officials engage in an action that may be prohibited.
2. Before a formal advisory opinion is issued by the Board, the proposed opinion shall be reviewed by the port general counsel and/or designee within ten (10) business days of receipt unless additional time is necessary.
3. A commissioner may request an advisory opinion regarding application of the Code to a particular set of facts or circumstances related to the commissioner submitting the request.
4. The requesting commissioner's conduct does not violate the code if: 1) a written request for an advisory opinion describes possible future conduct and accurately and fully discloses the material facts related to that conduct; 2) the Board issues a written advisory opinion that the described conduct would not violate the code; and 3) the commissioner, in reasonable reliance on the advisory opinion, acts in a manner consistent with that advisory opinion.
5. A commissioner or the commission chief of staff may request an advisory opinion regarding general application of the Code that does not concern the actions of commissioners not making the request.

~~E.~~ Composition, Terms, Vacancies.

The Board shall be composed of three (3) members ("Board Members"). Each Board

Member shall be selected by majority vote of the ~~port~~ commission in open session.

G.

None of the Board Members shall be a ~~port~~ commissioner or port employee. The term of office for each Board Member shall be three (3) years. The Board shall elect a chairperson annually. Vacancies on the Board, whether occurring by death, resignation, removal, or expiration of term, shall be filled by the port commission by majority vote in open session. In filling any vacancy or making any appointment to the Board, the port commission shall strive to select members with diverse perspectives and areas of expertise and experience appropriate to the review of ethical matters, and who are of good general reputation and character.

~~D.~~ Quorum. Meetings. Procedures.

H.

Two Board Members shall constitute a quorum. The Board ~~shall~~may adopt procedures consistent with the provisions of this Code governing the conduct of meetings investigations, hearings and the issuance of opinions, reports, and corrective action.

~~E.~~ Disclosure.

~~The Board may report to the port commission in executive session in accordance with Chapter 42.30 RCW. The port commission shall release any written recommendations prepared by the Board to the public with any redactions the port commission, in its discretion, deems necessary to protect privacy consistent with Chapter 42.56 RCW and other public disclosure laws.~~

~~F.~~ Removal of Board Member.

I.

A Board Member may be removed for just cause by a majority vote of the port commission, ~~after written charges have been served on the Board Member and a hearing.~~

~~has been held by the port commission. A public hearing shall be held at the request of the Board Member.~~

~~G.~~ J. Reimbursement and Per Diem.

Board Members shall be reimbursed by the port for pre-approved and reasonable expenses incurred in the exercise of official Board business and shall be paid a per diem equal to the per diem paid ~~commissioners. The port shall provide sufficient investigative and administrative support to enable the Board to reasonably carry out its duties hereunder to commissioners.~~

Section 9. Violations of Commission Bylaws and Rules of Procedure Behavioral Standards

A. Violations.

Violations of commissioners' behavioral standards referenced in the Commission Bylaws and Rules of Procedure ("Bylaws"), including the port's statement of values and respectful interactions, shall be reviewed by the commission's governance committee when unaccompanied by complaints related to violations of this Code.

B. Complaint Process.

Written complaints of violations of these standards shall be directed to the members of the commission's governance committee. Or, if the complaint involves one of the members of the committee, it shall be made to the non-subject member.

Complaints of violations of these standards, when unaccompanied by complaints related to violations of this Code, made to the Board or the human resources director or designee and/or the office of workplace responsibility, shall be reported to the general counsel for referral to the governance committee.

The committee will work with the commission chief of staff to inform the respondent commissioner about the nature of the complaint filed. The complainant's identity will not be shared with the respondent commissioner.

C. Governance Committee Review.

Within 10 business days following the receipt of the complaint, the governance committee shall convene to review the allegations. The governance committee may request that port general counsel engage an investigator to advise the committee.

D. Committee Deliberation and Recommendations.

After review of the complaint, the governance committee may:

- a) recommend no further action; or
- b) recommend that the commission require corrective training or action, counsel, discussion, or other similar means; or
- c) recommend that the commission investigate the complaint further.

The governance committee must report their recommendation to the commission that no further action be taken or that the commission take further action.

E. Commission Deliberations and Action.

The respondent commissioner will be provided an opportunity to respond to the complaint with a written or spoken statement and to, if requested, respond to questions from commissioners. These steps may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. Commissioners who are the subject of a complaint shall not otherwise participate in the complaint review or decision-making process. The commission must take any action regarding the resolution of the complaint in open session.

For allegations requiring additional investigation, the commission may request that port general counsel engage an investigator. The investigator's findings will be reported to

the Commission.

Based on the governance committee's recommendations, or, when additional investigation is necessary, following the investigation the Commission may take appropriate action including corrective training or action, counsel, discussion, warnings, letter of concern, or removal from appointed positions.

The commission president is responsible for informing the complainant of the outcome of the complaint.

Section 10. Definitions.

Throughout this Code, the following definitions shall apply.

A. Admonishment.

A caution to a commissioner not to engage in certain proscribed behavior. An admonishment may include a requirement that the commissioner follow a specified corrective course of action.

B. Censure.

A. Compensation.

~~Anything of economic value, however designated, that is paid, loaned, granted, or transferred, or to be paid, loaned, granted, or transferred for, or in consideration of personal services to any person.~~

B. Confidential Information.

~~Specific information that is not available to the general public on request or information made confidential by law.~~

C. ~~Financial or Beneficial Interest.~~

~~A creditor, debtor or ownership interest (including without limitation, ownership evidenced by stock purchase) in an amount or value in excess of \$1,500.00, or any employee, consultant or partnership arrangement, except a remote interest; provided that~~

~~an owner of an interest in a mutual or other pooled investment fund or in any employee or retirement benefit plan (including without limitation, pension plans, profit sharing plans and deferred compensation plans) shall not be deemed to have a Financial or Beneficial Interest in any component investment within the fund or plan where the owner of the interest: (1) has no right to control or influence the selection of component investments; and (2) has not influenced the selection of component investments; and (3) has not created or used the fund or plan to subvert the intent of this Code. The term Financial or Beneficial Interest also includes any option to purchase real or personal property and the value of an option shall be the market value of the property which is the subject of the option.~~

A conclusion that the conduct of the commissioner violates the Code, detrimentally affects the integrity of the commission, and undermines public confidence in the commission. A censure shall include a requirement that the commissioner follow a specified corrective course of action.

~~D. —~~ Official Duty.

C. —

Those duties of a ~~port~~-commissioner as defined by the ~~Portport~~ or by statute or the ~~State Constitution~~state constitution.

~~E. —~~ Participate.

D. —

To participate in an action or a proceeding personally and substantially as a ~~port~~ commissioner, through approval, disapproval, decision, recommendation, the rendering of advice, investigation, or otherwise.

~~F. —~~ Person.

E. —

Any individual, partnership, association, cooperative, corporation or other business entity.

|

F.

Reprimand.

A finding that the conduct of the commissioner is a minor violation of the Code and does not require censure. A reprimand shall include a requirement that the commissioner follow a specified corrective course of action.