

**Date of Meeting:** May 2, 2022  
**Item No.:** 9A



**THE NORTHWEST**  
**SEAPORT ALLIANCE**  
*Gateway to Solutions*

# NWSA Audit Committee Charter Amendment

Presenter: Leilani Berinobis,  
Acting Clerk

# Action Requested

At the recommendation of the Audit Committee, Request Managing Members of the Northwest Seaport Alliance (NWSA) approve a proposed amendment to the 2016 NWSA Audit Committee Charter to allow the Committee to meet virtually without in-person attendance by the public.



# Background

- During the COVID-19 pandemic, the Open public Meetings Act was temporarily modified to allow public meetings to take place virtually, with public attendance provided by telephone.
- The NWSA's pandemic experience has shown that virtual meetings can be an efficient and fiscally responsible way to conduct Managing Member work group and committee business
- The current NWSA Audit Committee Charter provides that all Audit Committee meetings are “open public meetings,” presumably meaning they should be conducted in accord with the OPMA.
- Absent this reference in the Charter, the Audit Committee's meetings would not otherwise be subject to the OPMA as a matter of law
- The choice to make them subject to the OPMA is entirely *voluntary*.



# Background

- Recently enacted amendments to the OPMA allow for fully virtual meetings without providing for in-person attendance by the public only when (1) there is a state of emergency in effect and (2) meetings cannot be held in person with a reasonable level of safety.
- Because NWSA MM meetings are being held in-person, the conclusion has been made that meetings can be held in person with a reasonable level of safety.
- Therefore, for the Audit Committee to meet entirely virtually without providing for in-person attendance of the public, both prongs of the test must be met.
- Alternatively, the Audit Committee Charter could be amended to remove the requirement for them to be conducted as “open public meetings.”



# Background

- Current Audit Committee meetings last 60 minutes.
- Public have historically not attended Audit Committee meetings.



# Financial Implications

- Cost for in-person meeting: \$10,177.00 per meeting x 3 meetings per year = \$30,531.00.
- Cost for virtual meeting: \$4,611.00 per meeting x 3 meetings per year = \$13,833.00.
- Savings for NWSA Audit Committee meetings to be held virtually: \$4,611.00 per meeting x 3 meetings per year: \$16,698.00.



# Charter Amendment

- *Section E. Meetings* in the Audit Committee Charter currently states “All committee meetings are open public meetings.”
- Staff recommends amending that statement to “All committee meetings will be held virtually and live-streamed to allow transparency to the public.”
- Staff will still post meeting notices, agenda and materials to the NWSA website meetings site to allow public access to the NWSA Audit Committee Meetings.



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