

**THE NORTHWEST SEAPORT ALLIANCE**  
**MEMORANDUM**

**MANAGING MEMBERS**  
**ACTION ITEM**

<b>Item No.</b>	<u>9H</u>
<b>Date of Meeting</b>	<u>August 2, 2022</u>

**DATE:** July 26, 2022

**TO:** Managing Members

**FROM:** John Wolfe, CEO

**Sponsor:** NWSA Internal Governance Work Group

**Project Manager:** Dana Henderson, General Counsel

**SUBJECT:** Code of Governance and Conduct for Commissioners

**A. ACTION REQUESTED**

Request approval of Resolution No. 2022-02 establishing a Code of Governance and Conduct for Commissioners.

**B. SYNOPSIS**

At the request of the Co-Chairs, the Internal Governance Work Group (IGWG) has evaluated options for a Code of Governance and Conduct for Commissioners and recommends the attached Resolution No. 2022-02 Adopting a Code of Governance and Conduct for Commissioners.

**C. BACKGROUND**

Each Homeport has a written document containing some form of workplace conduct expectations that extends to commissioners, and also has a process to address complaints, should one arise about a commissioner. The Northwest Seaport Alliance (NWSA) does not have any such policy or procedure. The Co-Chairs assigned to the IGWG the task of developing a Code of Governance and Conduct to help define expectations for commissioner conduct and to address a process for handling any such issues. The IGWG has reviewed the attached proposed Code of Governance and Conduct and recommends same for adoption by the NWSA Managing Members.

The proposed Code of Governance and Conduct restates the NWSA's core values, recognizes the right of every Commissioner to free speech, and acknowledges that responsibilities to the whole may be greater than any individual interest. In setting

forth principles of good governance, among other things, the proposed Code of Governance and Conduct sets standards for social and fiduciary responsibility, transparency, conducting public meetings in a respectful and open manner, and focusing on governance, policy, and direction setting as opposed to day-to-day management. The Code of Governance and Conduct seeks to set a standard for understanding and appreciation of all commissioners' perspectives while finding commonality of purpose.

In terms of addressing and responding to alleged violation(s), the Code of Governance and Conduct contains provisions that allow a Conduct Committee to intake, review, assess, investigate (as appropriate), and respond to a complaint about one or more commissioners. The Conduct Committee will ordinarily be comprised of the Co-Chairs, unless there is a conflict of interest, in which case, the corresponding Vice Chair serves. The Code of Governance and Conduct provides that following an investigation, if the Managing Members determine the alleged violation(s) are well-founded and warrant enforcement action, the Managing Members may take appropriate action in public session such as a verbal warning, a written warning, a letter of concern and/or removal by the Managing Members from one or more leadership, work group, or committee positions.

Since first reading of this matter on July 6, 2022, no further substantive changes, additional comments or revisions have been proposed by commissioners.

There is no time pressure for adoption of this Code of Governance and Conduct, but it is a best practice to have such a procedure in place before any such future complaint arises.

#### **D. ALTERNATIVES CONSIDERED AND THEIR IMPLICATIONS**

- **No Action Alternative:** Do not adopt a commission Code of Governance and Conduct. If none is adopted, there would continue to be no written standards for conduct and no process for handling a complaint regarding commissioner(s).
- **Recommended Action:** - Request approval of Resolution No. 2022-02 Establishing a Code of Governance and Conduct for Commissioners.

#### **F. PREVIOUS ACTIONS OR BRIEFINGS**

First Reading of Resolution No. 2022-02 Establishing a Code of Governance and Conduct for Commissioners – July 6, 2022.

Internal Governance Work Group, meeting on June 7, 2022.

**G. ATTACHMENTS TO THIS REQUEST**

Draft Resolution No. 2022-02 Establishing a Code of Governance and Conduct for Commissioners.