

**Item No:** 9H

**Date of Meeting:** August 2, 2022

# Second Reading: Resolution No. 2022-02 Establishing a Code of Governance and Conduct for Commissioners



**THE NORTHWEST**  
SEAPORT ALLIANCE

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Recommendation of Internal Governance Work Group  
Presentation by: Dana Henderson, General Counsel, and  
Co-Chairs

# Action Requested

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

# Background

- 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 Resolution No. 2022-02 Adopting a Code of Governance and Conduct for Commissioners.
- Port of Seattle and Port of Tacoma each have a document containing some form of workplace conduct expectations extending to commissioners along with a process to address complaints, should one arise.
- The Northwest Seaport Alliance (NWSA) does not have any such policy or procedure.
- After first reading at July 2022 MMM, no additional substantive comments or revisions were received from Commissioners.

# Features of Proposed Code

- Restates the NWSA's core values
- Recognizes the right of every Commissioner to free speech
- Acknowledges that responsibilities to the whole may be greater than any individual interest
- 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.
- Seeks to set a standard for understanding and appreciation of all commissioners' perspectives while finding commonality of purpose.

# Enforcement Provisions of Proposed Code

- Conduct Committee to intake, review, assess, investigate (as appropriate), and respond to a complaint about one or more commissioners.
- Conduct Committee ordinarily comprised of Co-Chairs, unless there is a conflict of interest, then corresponding Vice Chair serves.
- Following an investigation, if the Managing Members determine the alleged violation(s) are well-founded and warrant enforcement action, MMs may take appropriate action in public session (e.g., a verbal warning, a written warning, a letter of concern and/or removal from leadership, work group, or committee positions.)



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# Alternatives Considered

- **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:** Adopt the proposed Code of Governance and Conduct for Commissioners in substantially the same form as presented.
- **Note on Timing:** There is not a time pressure to adopt this now, but it is a best practice to have provisions in place before a complaint is filed or a need arises.

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