

# COMMISSION AGENDA

Item No: 7B

Meeting: 5/19/22

**DATE:** May 4, 2022  
**TO:** Port of Tacoma Commission  
**FROM:** Eric D. Johnson, Executive Director  
Heather Burgess, Project Manager, Legal Counsel  
**SUBJECT:** Audit Committee Charter Amendment

## A. ACTION REQUESTED

Request approval of a recommended amendment to the 2015 Port of Tacoma Audit Committee Charter in order to allow the Committee to meet virtually without in-person attendance by the public.

## B. BACKGROUND

During the COVID-19 pandemic and associated public health emergency, the Open Public Meetings Act (“OPMA”) (RCW 42.30) was temporarily modified by proclamation to allow public meetings to take place virtually, with public attendance provided by telephone. The Port’s pandemic experience has shown that virtual meetings can be an efficient and fiscally responsible way to conduct Commission committee business, and the Audit Committee would prefer to continue to meet virtually.

The current Port of Tacoma Audit Committee Charter (2015) provides that all Audit Committee meetings are “open public meetings,” meaning they are subject to the OPMA (RCW 42.30). However, absent this reference in the Charter, the Audit Committee’s meetings would not otherwise be subject to the OPMA as a matter of law. Recently enacted amendments to the OMPA 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

Therefore, in order for the Audit Committee to meet entirely virtually without providing for in-person attendance of the public, the Charter must be amended to remove the requirement for them to be conducted as “open public meetings.” Although the Audit Committee meetings are and have been noticed as “open public meetings, it does not appear members of the public in fact attend Audit Committee meetings, even prior to the pandemic. The Audit Committee’s agendas do not include opportunity for public comment.

A proposed charter amendment reflecting this change is attached. The Audit Committee recommended adoption of the amendment at its April 22, 2022 regular meeting. However, the Port Commission must approve any amendment to the Committee charter.

If the proposed charter amendment is approved, the Audit Committee would no longer be voluntarily subject to the OPMA, and therefore could meet virtually without providing for in-person attendance by the public. The Audit Committee meeting notices and information would therefore be removed from the Port’s public meeting page of the website.

However, in order to provide for continued public transparency of Committee activities, Port Legal Counsel recommends that the Port's website be modified to have a "Committee Page" on which Committee meeting dates, agendas, materials, and minutes could be posted and made available to the public.

**C. NEXT STEPS**

Request approval of a recommended amendment to the 2015 Port of Tacoma Audit Committee Charter in order to allow for virtual meetings without in-person attendance by the public.

**Enc:** Proposed Amendment to 2015 Port of Tacoma Audit Committee Charter (Redline)