

MINUTES
SPECIAL COMMISSION MEETING
July 16, 2020

The Port of Tacoma Commission met Thursday, July 16, 2020. Commissioners Ang, Keller, McCarthy, Marzano and Meyer were all present via video conference.

1. CALL TO ORDER AND FLAG SALUTE: Commissioner McCarthy called the meeting to order at 9:17 a.m. and lead the Pledge of Allegiance.

2. STUDY SESSION:

A. Review Proposed Restated Port of Tacoma Bylaws

Commissioners Keller and Ang, who serve on the Port's Bylaws Committee gave opening remarks. Port Council, Carolyn Lake, shared a presentation outlining the proposed Restated Bylaws.

Discussion:

- The review of the restated bylaws began with a review of the current Port bylaws, the bylaws of The Northwest Seaport Alliance (NWSA) and approximately 11 sets of bylaws from both inside and outside of Washington state.
- The bylaws set forth the rules and principles that define the Commission's governing structure and its own internal statement of structure and protocols.
- It was noted that the last revision to the Port's Bylaws was 26 years ago.
- Commissioners reviewed the proposed bylaws from the beginning and provided feedback including.
- Support was expressed for adding the preamble.
- Commissioner Meyer comments regarding Article II 1 B which reads in part that Port Commissioners shall have the discretion in determining the pay of the Executive Director. He recommended that instead of referencing pay, it should reference total compensation, which is more than salary. It should include that the Executive Director's annual performance evaluation made public, and that international travel of commissioners should be addressed, if not in this article, at an appropriate section of the document.
- Commissioner McCarthy's comments regarding Article II 1 B included adding a statement that the list of duties in this section is not exclusive. This article also states the Commission and Executive Director shall agree on the Executive Director's Goals and Objectives on an annual basis. He said that this will require a vote by the Commission on those. The current process is that the Goals and Objectives are disseminate and go back and forth for feedback and it takes several months. He raised the question of whether the Commission wants to vote or whether to set a month or a time to vote.
- Commissioner McCarthy then commented on the section of Article II 1 L, where it states any communication to a governmental entity or leader or which takes a policy position on behalf of the Port not previously publicly endorsed by the Commission shall be circulated in advance to each Commissioner with sufficient time for review. He noted there are a lot of communications that support projects that are not controversial and historically the Commission President has signed a letter endorsing these projects. The Commission needs to be nimble. He is a little bit concerned that there will be a need for public endorsement before undertaking such support because that takes time getting items on the public meeting agenda, etc. He suggested that the section be modified to allow that when something is not controversial, that the staff circulate the request to the Commissioners and if anyone has an

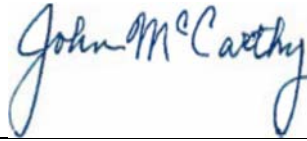
objection within a certain two or three days, that the Commission President can proceed without going through a formal process.

- Commissioner McCarthy would like to give more thought to Article IV regarding a public vote to approve the public meeting agenda.
- Commissioner Marzano agrees with Commissioner McCarthy's comment related to Article II 1 L regarding communications and sending out support letters. The language should be adjusted considering there are many times there is a time limit based on legislature, state or federal government. It is important, though to make sure that all Commissioners understand what is being signed by the President on the Commission's behalf in ample time so individual Commissioners can have a say if there is a problem.
- Commissioner Marzano's comments regarding whether to vote on the agenda included that, the Commission does not want to surprise the public or other Commissioners by changes to the agenda as a matter of practice.
- Commissioner Keller commented that the purpose of the language in Article II 1 L regarding communications is as Commissioner Marzano talked about. It is important that all five Commissioners know what everybody else knows. All Commissioners are elected leaders and shouldn't be left out any time of information. The language she agreed can be tweaked to accomplish the feedback given in this section.
- Article III Commission Organization was then addressed.
- Commissioner McCarthy noted that traditionally, the Port Commission rotates who is officer. That is not something included in the existing Port Bylaws or in the proposed Restated Bylaws.
- Regarding Article III 3's reference to a retreat to review assignment of Commissioners to outside boards and committees, Commissioner McCarthy commented that collaboration is great, but ultimately if there is disagreement it probably has to be an action item to approve the assignments. He then moved to Article III 6 regarding establishing Standing Committees. He suggested including a definition of what standing committees might be. He also suggested considering whether there are assignments to outside boards or committees that the Commission President should be able to assign Commissioners to.
- Commissioner McCarthy would also like the sentence in Article III 6 that reads, "Standing Committees may act on behalf of the Commission as a representative if they have been approved to do so by the Commission by a vote of the majority in open session and if such authority is expressed in the Committee' Charter" clarified. Commissioners are all involved in outside boards and committees where someone makes a motion to do something. He wants it to be clear that the Port Commission representative has the opportunity to participate and vote without having hands tied by having to bring those such items back to the Commission for a vote in open session.
- In regard to Article III 7, Commissioner McCarthy noted that some board memberships are not assigned by the Port Commission, for example the Governor appoints members to the Freight Mobility Strategic Investment Board. He also requested clarification on the language related to conflicts of interest.
- Commissioner Meyer agreed that Article III 7 needs to be tuned up and gave the example that he serves on a board where he is appointed for a prescribed number of years.
- Commissioner Marzano spoke on the importance of continuity on boards. He said it doesn't serve us well if a Commissioner is appointed to a committee because of his position of President, for example, and then the next year he or she is no longer president, that should not preclude that Commissioner from continuing to serve on that board. The Commission needs flexibility related to board vacancies to evaluate what best serves the Commission.

- Commissioner Keller, with regard to Article II 2, informed that the purpose for leaving reference to the rotation of the Commission officers out of the Bylaws, is so that the Bylaws do not need to be changed if the Commission decided to handle elections differently. Commissioners Meyer and McCarthy would like reference to the rotation in the Bylaws. Commissioner Marzano was on the Commission when it changed to a rotation. He stated the main reason it was changed to an automatic rotation was to allow each Commissioner to serve as President and also to avoid political infighting seen in other commissions when they did elections.
- Article V 7. Agenda to be provided. Commissioner McCarthy asked if the language stating that each item on the agenda shall have a written explanation and full briefing was too stringent. Executive Director Johnson suggested it may be appropriate to make some reference to the significance of the items. Action items need the full briefing, perhaps announcements on the agenda don't.
- Article VI Order of Business was discussed. Commissioner McCarthy noted that as proposed, public commenters have the opportunity to speak during public testimony, new business and after each action item at three minutes a piece, which could be problematic. Suggested there are some situations where public comment is better served at the end of the meeting. He would like flexibility there. Commissioner Marzano agreed to some extent. If we are going err, we need to err on the side of public's ability to comment. He said it is imperative that public be able to speak after each agenda item. Right now public comment is at the beginning and comments made early in the agenda may not be remembered later on. We should always have the latitude to move an agenda item if needed to accommodate if there are lots of people that wish to comment. Commissioner Meyer commented that approval should be as you open up the meeting and call it to order after the flag salute. He also agreed with Commissioner Marzano's point that public should be able to comment after the staff presentation and before the vote. Not certain on the purpose of the New Business section. He would like an Executive Director's Report section added to the order of business.
- Commissioner Keller explained the New Business section is intended to allow new business items to be brought forward by Commissioners, staff and the public for Commission consideration at a future meeting.
- Commissioner Ang explained the purpose of having public comment in the beginning was to give convenience to those that didn't want to or cannot stay for the whole meeting. The purpose of having public comment with the agenda item as well, is because sometimes after the presentation and Commission discussion, the nuances change, and the public may want to comment. There is the option of reducing time as well if needed. Commissioner Ang also stated her view that the New Business section is mostly for Commissioners and staff. Often substantive information is brought up at the very end of the meeting in Commission Comments. The Commissioner Comments section in her view is better used for things such as events and announcements.
- Commissioner McCarthy noted concern regarding public comment at the beginning of the order of business citing City Council meetings he has viewed where the public comment takes hours before any business of the Council is addressed and they are exhausted. He stressed the need for a balance between the necessity of public comment and the Commission taking the opportunity to discuss and debate, in public, out loud, with all five Commissioners present addressing action items. Commissioner Keller acknowledged the need for balance as the Commission is not only doing the business of the Commission, but also representing the people.

3. ADJOURNMENT:

There being no further business before the Commission, the meeting adjourned at 10:14 a.m.



John McCarthy, President
Port of Tacoma Commission

Attest:



Don Meyer, Secretary
Port of Tacoma Commission



Juliet Campbell, Clerk of the Port
Port of Tacoma