

PORT OF TACOMA COMMISSION
STAFF BRIEFING MEMO



Item No: 10B
Meeting Date: 5/4/2023

DATE: 5/4/2023
TO: Port of Tacoma Commission
FROM: Eric Johnson, Executive Director
Sponsor: Heather Burgess, Port Legal Counsel
SUBJECT: Res. 2023-07-PT Commission Bylaws
Res. 2023-08-PT Amended Commission Code of Governance & Conduct for Port Commissioners
Res. 2023-03-PT Master Policy Resolution Annual Review and Update

A. BRIEFING REQUESTED

Complete annual Commission review of and consider proposed changes to the following resolutions:

- Res. 2023-07-PT Commission Amended and Restated Bylaws
- Res. 2023-08-PT Amended Commission Code of Governance & Conduct for Port Commissioners
- Res. 2023-03-PT Master Policy Resolution

B. BACKGROUND

1. RES. 2023-07-PT COMMISSION AMENDED AND RESTATED BYLAWS

Article III(5) of the 2022 Port of Tacoma Commission Bylaws calls for the Commission to conduct an annual review of its Bylaws, which govern the conduct of Commission business. RCW 53.12.245 requires the Commission to adopt rules governing the transaction of its business by resolution.

Port Legal Counsel has reviewed the current Commission bylaws and recommends the changes shown in the redline version of the attached DRAFT Resolution 2023-07-PT. The only proposed substantive change is to Art. IX (Minutes), clarifying that the Commission Clerk will prepare the minutes of Commission meetings using an “action” or “decision only” format.

2. RES. 2023-08-PT AMENDED COMMISSION CODE OF GOVERNANCE AND CONDUCT FOR PORT COMMISSIONERS

On March 17, 2022, the Commission adopted Res. 2022-05-PT establishing a Code of Governance and Conduct for Port Commissioners. The Resolution establishes a Commission Conduct Committee to address and respond to alleged violations of the Code.

Port Legal Counsel, in consultation with the Commission Conduct Committee (comprised of the President and Vice-President of the Commission), has reviewed the current Code of Governance and Conduct and recommends the changes shown in the redline version of the attached DRAFT Resolution 2023-08-PT to the Violations and Enforcement provisions. The proposed change

expands the range of the Commission Conduct Committee’s options in response to receipt of complaint to specifically allow corrective action or training without engaging in an investigation.

3. RES. 2023-03-PT MASTER POLICY RESOLUTION

RCW 53.12.270 authorizes the Port Commission to delegate to the Executive Director such administrative powers and duties as it may deem proper for the efficient and proper management of port district operations. This delegation of authority must be adopted by resolution which establish guidelines and procedures for the Executive Director to follow.

Consistent with best practices for Port Districts, the Port Commission generally reviews the delegation of authority to the Executive Director and re-adopts the Master Policy Directive once per year.

Port Legal Counsel, in consultation with the Executive Director and members of the Port Management Team, has reviewed the Master Policy Directive and recommends the changes shown in the redline version of the attached DRAFT Resolution 2023-03-PT, summarized as follows:

- The Executive Director’s delegated authority (throughout) is proposed to increase from \$300,000 to \$350,000, a level consistent with changes to the Small Public Works roster limits recently adopted by the Washington Legislature in 2SSB 5268. The current \$300,000 level of delegated authority dates to at least 2009 and was previously the same as the state \$300,000 Small Public Works roster limit.
- Other delegated authorities (throughout) are proposed to increase by \$50,000 consistent with the above proposed increase.
- Sec. I, C, Overview - clarifying Commission annual review of Strategic Plan implementation.
- Sec. II, Definitions – clarifying the definition of when a document is considered “filed” with the Commission.
- Sec. III, B Real Property – adding delegation of authority to allow the Executive Director to approve assignments of certain Port leases originally subject to Commission approval.
- Sec. III, H Real Property – clarifying commissions payable to brokers for lease agreements.
- Sec. IV, D & E Contracting – clarifying provision allowing use of on-call contracts for professional services, adding a parallel provision for on-call personal service, and clarifying notice provisions for personal services contract amendments.

Note: The NWSA will complete the annual update of its counterpart Master Policy Directive through the IGWG.

C. SCOPE OF WORK

N/A

D. TIMEFRAME/PROJECT SCHEDULE

Issue Briefing	May 4, 2023
Final Adoption	May 24, 2023

E. FINANCIAL SUMMARY

N/A

F. ECONOMIC INVESTMENT / JOB CREATION

N/A

G. ENVIRONMENTAL IMPACTS / REVIEW

N/A

E. NEXT STEPS

Port Legal Counsel will review the proposed changes and take Commission input on the resolutions during the Issue Briefing, and then present final versions for Commission adoption at the next Commission meeting on May 23, 2023.