



A Resolution of the Port of Tacoma Commission Adopting an Amended Code of Governance and Conduct for Port Commissioners

WHEREAS, on March 17, 2022, the Port of Tacoma Commission adopted Resolution 2022-05-PT, Establishing a Code of Governance and Conduct for Port Commissioners; and

WHEREAS, the Port Commission engages in annual review of its operational and procedural resolutions, which includes the Code of Governance and Conduct for Port Commissioners; and

WHEREAS, following review, the Port Commission wishes to amend the previously adopted Code of Governance and Conduct to clarify certain provisions regarding Violations and Enforcement; and

WHEREAS, for ease of use and reference, the Port Commission wishes to implement the amendments by adopting an Amended Code of Governance and Conduct reflecting the same.

NOW, THEREFORE, be it resolved that:

1. The attached Amended Code of Governance and Conduct for Port Commissioners is hereby adopted; and
2. That upon adoption, this Resolution supersedes Resolution 2022-05-PT.

ADOPTED by a majority of the members of the Port of Tacoma Commission at a regular meeting held on this ____ of _____ 2023, a majority of the members being present and voting on this resolution and signed by its President and attested by its Secretary under the official seal of said Commission in authentication of its passage this ____ day of _____, 2023.

Deanna M. Keller, President

ATTEST:

John McCarthy, Secretary

**AMENDED PORT OF TACOMA CODE OF GOVERNANCE AND CONDUCT
FOR PORT COMMISSIONERS**

PREAMBLE

It is assumed and expected that a Commissioner will act in accordance with applicable federal, state, and local laws, and will strive to avoid even the appearance of impropriety in the conduct of his/her/their office. This Code of Governance and Conduct (“Code”) does not replace these established legal standards.

Ultimately, ethics are a matter of honesty, common sense, and judgment. Neither this nor any other code can be an adequate substitute for those attributes.

Commissioners are elected officials entrusted with public confidence, and ultimately questions involving a Commissioner’s behavior are a matter to be judged by the electorate. Our intent is to establish a sustainable model of appropriate behaviors to build public trust, confidence, and credibility and maintain and enhance the Port of Tacoma’s effectiveness.

Standards of Conduct and Governance

A. The Port of Tacoma Commission is committed to the core values identified in the adopted Port of Tacoma 2021-2026 Strategic Plan.

B. The Port Commission recognizes the right of every Commissioner to free speech contained within the United States and Washington State Constitutions. We encourage the dissemination of a variety of opinions and ideas for discussion in a lawful manner, and we acknowledge the individual right of free speech is balanced by slander and libel laws.

C. We will serve the interests of all the citizens of Pierce County and the interests of the entire Port organization. We recognize these responsibilities to the whole to be greater than any individual interest.

D. We will build and maintain the trust amongst ourselves and between the public and the Port Commission to ensure an environment conducive to effective governance by:

1. Conducting the Port’s business with social and fiduciary responsibility that fosters and maintains public trust.

2. Being honest and transparent with the public in all our actions recognizing that effective governance does require confidentiality in some matters.

3. Setting the highest standard of personal and organizational ethics.

4. Conducting our public meetings and hearings in a respectful and open manner and insisting that others at the meeting act in the same manner.

5. Focusing on governance, policy, and direction setting as opposed to management.

6. Focusing on issues rather than personalities and insisting that others at our meetings do the same.

7. Communicating honestly in all written and interpersonal interactions, never intentionally misleading or misinforming the public or each other.

8. Seeking to understand and appreciate each other's perspective and find commonality of purpose.

9. Accepting that the decisions made by a majority of the Port Commission represent the Port's policy or position.

10. Recognizing that Commissioners may express their view of the vote on an issue while underscoring that the decision of the Port Commission has been made and will move forward.

11. Coming prepared to meetings, reading materials in advance and, where possible, engaging staff with questions prior to the meetings.

12. Making every reasonable effort to protect the integrity and promote the positive image of the Port, the Commission, and the Commissioners.

13. Annually reviewing our performance as a Commission in achieving the goals described herein.

E. We will not attempt to exercise individual authority over the organization. We recognize that this undermines the effectiveness of the Commission and the Port of Tacoma. We note that the Commission has hired an Executive Director to manage the day-to-day business of the Port and that the Executive Director is accountable to the Port Commission. In support of this:

1. We will not attempt to assume personal responsibility for managing or resolving operational problems or complaints;

2. We will not personally direct any part of the operational organization;

3. We will not personally, without Commission direction, seek to represent the interest of the Port to our customers, tenants or other governments;

4. We recognize that it is important for individual Commissioners to be able to obtain information and review Port records; however, we will follow the established process to obtain that information or review the records;

5. We will not individually publicly express negative judgments about a particular staff member or their performance, recognizing that those opinions are best expressed individually with the Executive Director or, if appropriate, discussed amongst ourselves as the Commission determines;

6. We will preserve public records under our control and promptly refer any request for access to Port records to the Executive Director;

7. We will treat Port employees with dignity, respect, and professional courtesy; and
8. We will provide periodic and appropriate evaluations of the Executive Director.

Violations and Enforcement

The Commission and each of its Commissioners are committed to faithful compliance with the provisions of this Code. We recognize that the failure to deal with deliberate or continuing violations of this Code risks the loss of public confidence in the Port and in the Commission's ability to govern effectively. Therefore, the Commission establishes the following procedures to address and respond to alleged violation(s) of this Code:

1. Complaints of a Commissioner's willful and/or continuing violation of this Code shall be directed, in writing, to the President of the Commission, or, if the complaint is against the President, to the Vice-President.

2. Following receipt of a written complaint, the President and Vice-President of the Commission shall convene as a Commission Conduct Committee to review the allegations. If the complaint is against or brought by the President or the Vice-President, another Commissioner shall be appointed to the Commission Conduct Committee.

3. The Commission Conduct Committee shall review the complaint and any supporting information submitted and determine whether to (a) dismiss the complaint as unfounded, (b) address the complaint through corrective action or training, or (c) make a recommendation to the Commission at an open public meeting that: (a) further investigation is warranted; and (b) what type of investigation should be performed. The Commission will take action on the Commission Conduct Committee's recommendation for investigation at an open public meeting and may, in its sole discretion, direct Port Legal Counsel and/or the Executive Director to retain an outside investigator to investigate the complaint and provide a written report to the Commission for review.

4. If, following an investigation, the Commission determines the alleged violation(s) of this Code are well founded, and that the circumstances of the alleged violation(s) warrant enforcement action, the Commission may take appropriate action in public session. Appropriate action may include, but is not limited to, further Commission discussion, a verbal warning, a written warning, a letter of concern and/or removal by the Commission from one or more leadership or committee positions to which the offending Commissioner has been appointed (such as removal from President or Vice-President standing, and removal from representing the Port on local or community boards and committees).