

**PORT OF SEATTLE
RESOLUTION NO. 3833**

A RESOLUTION of the Port of Seattle Commission establishing a revised Code of Ethics for Port Commissioners and repealing Resolution No. 3681, as amended; and making a corresponding amendment to the Commission's Governance Committee charter scope of work to include jurisdictional review of written complaints alleging behavioral standards violations of Commissioners when such complaints are unaccompanied by a formal ethics complaint filing.

WHEREAS, the voters of King County authorized and approved the formation of a port district coterminous with King County to be known as the Port of Seattle in a special election on September 5, 1911; and

WHEREAS, the Port of Seattle Commission is the legally constituted governing body of the Port of Seattle; and

WHEREAS, high moral and ethical standards among public officials are essential to good government; and

WHEREAS, a strong and clear code of ethics for Port Commissioners promotes and strengthens the faith and confidence of the people of King County in their elected Port Commissioners, and assists the Commissioners in the performance of their public duties; and

WHEREAS, the Port Commission believes its Commissioners should be held to the highest moral and ethical standards and strongly supports organizational policies and procedures that maintain the public's trust and confidence and ensure fair dealings in all Port transactions; and

WHEREAS, in 2023, the Port Commission amended its Bylaws and Rules of Procedure to adopt its commitment to upholding and conducting respectful interactions and fostering a safe and healthy work environment for all through this commitment; mandated reoccurring ethics training for Commissioners; and gave the Board of Ethics the jurisdiction to review potential violations of the Commission's standards of conduct; and

WHEREAS, the Port Commission last updated its ethics code through adoption of Resolution No. 3681, as amended, in May 2013; and

WHEREAS, the Port of Seattle Commission Code of Ethics has not undergone another thorough analysis of defined process or procedure since the 2013 recodification; and

WHEREAS, Resolution No. 3833 is the cumulation of a two-year review of the code, applicable statutes, port policy, and municipal and other codes related to ethics; and

WHEREAS, Resolution No. 3833 has received detailed legal review and input; and has been reviewed and recommended for approval by the Board of Ethics and the Commission's Governance Committee.

NOW, THEREFORE, BE IT RESOLVED by the Port of Seattle Commission as follows:

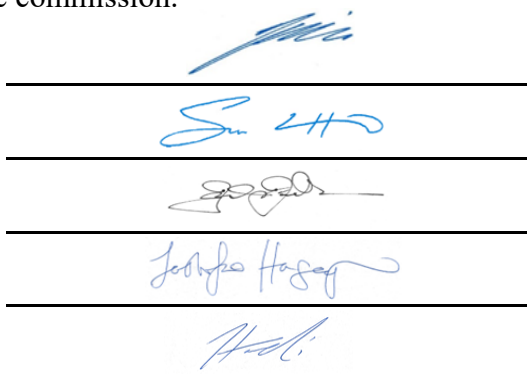
SECTION 1. Policy Directive Amendment. The technical and substantive amendments contained in Exhibit A of this resolution are hereby adopted, as if fully set forth herein.

SECTION 2. Corresponding Amendment to Governance Committee Charter. The Governance Committee Charter scope of work shall be amended to reflect the committee's oversight over written complaints of alleged Commission behavioral standards violations when these allegations are unaccompanied by a formal ethics complaint filing to the board of ethics or the office of workplace responsibility or have been forwarded by the Board of Ethics.

SECTION 3. Scrivener's Errors. The Commission Clerk is hereby authorized to execute scrivener's error revisions in finalizing amendments to the Port Commission Code of Ethics made through adoption of this resolution, as needed, to address technical corrections.

SECTION 4. Effective Date. This resolution is effective upon adoption.

ADOPTED by the Port of Seattle Commission at a duly noticed public meeting thereof, held this 28 day of January, 2025, and duly authenticated by the signatures of the commissioners voting in favor thereof and the seal of the commission.



Port of Seattle Commission

EXHIBIT A to Resolution No. 3833

PORT OF SEATTLE COMMISSION CODE OF ETHICS

SCOPE AND APPLICABILITY

Port of Seattle commissioners (“commissioners”) are elected officials charged with public trust. Commissioners are expected to uphold this trust by exhibiting appropriate and ethical behavior and avoiding conflicts of interest. This code of ethics (“Code”) establishes ethics standards and provides for enforcement of these standards. This Code is authorized and governed by Chapters 42.23 and 53.08 RCW and modelled after applicable sections of Chapters 42.52 RCW.

Commissioner behavior is additionally governed by the standards established in the Port of Seattle Commission Bylaws and Rules of Procedure; the Port of Seattle Statement of Values; the Commission Oath of Office; the Commission Transparency Pledge; applicable laws; and through a commitment to respectful interactions.

Section 1. General Requirements.

- A. Consistent with the commission bylaws, within ninety days of each term commissioners will attend ethics training regarding applicable state, port, and Code standards.
- B. A commissioner shall abide by the port’s policies of anti-harassment, equal opportunity, violence in the workplace, and anti-retaliation. These policies are referred to as “workplace misconduct” throughout this Code.
- C. A commissioner shall not use the position to secure special privileges or exemptions for themselves, members of their family, or others.
- D. A commissioner shall not employ or use any person, money, or property under the commissioner’s official control or direction, or in the commissioner’s official custody, for the private benefit or gain of the commissioner, their family, an employee, or another, except as to occasional use of port resources, of de minimis cost and value, that does not result in

interference with the proper performance of duties, and is consistent with the port's information systems and service acceptable use policy when applicable.

- E. A commissioner shall not disclose confidential information gained because of the commissioner's position, nor may the port commissioner otherwise use such information for personal or family gain or benefit.
- F. A commissioner shall not accept employment or engage in business or professional activities that the commissioner might reasonably expect would require or induce the commissioner by reason of their position to use or disclose confidential information acquired because of the commissioner's position.

Section 2. Conflicts of Interest.

A. Outside Employment.

Given that commissioners are elected to a part-time position, it is understood that they are likely to have outside employment. At times, such employment may give rise to potential conflicts of interest. In such situations, the commissioner must disclose the potential conflict prior to any involvement and seek advice from the commission's legal counsel on whether a conflict exists and on how best, if appropriate, to recuse him or herself from port activities involving the issue.

B. Activities Incompatible with Public Duties.

Except as described herein, no commissioner may have an interest, financial or otherwise, direct or indirect, or engage in a business or transaction or professional activity or incur an obligation of any nature that is in conflict with the proper discharge of the commissioner's official duties.

C. Improper Compensation.

No commissioner may, directly or indirectly, ask for, give, receive, or agree to receive

any compensation, gift, reward, or gratuity from a source for performing, omitting, or deferring the performance of any official duty unless otherwise authorized by law.

Section 3. Interest in Contracts.

A. **Interests Prohibited.**

No commissioner or their immediate family (spouse, dependents) shall be beneficially interested, directly or indirectly, in any contract which may be made by, through, or under the supervision of the commission, or which may be made for the benefit of the port; or accept, directly or indirectly, any compensation, gratuity, or reward in connection with the awarding of such contract from any person beneficially interested therein.

B. **Exceptions.**

The prohibition in Section 3A shall not apply to:

1. the furnishing of electrical, water or other utility services by the port, at the same rates and on the same terms as are available to the public generally;
2. the designation of public depositories for port funds;
3. the publication of legal notices required by law to be published upon competitive bidding or at rates not higher than prescribed by law for members of the general public;
4. the letting of any other contract in which the amount received under the contract by the commissioner, their immediate family or the commissioner or their immediate family's business does not exceed three thousand dollars (\$3,000.00) in any calendar month; or
5. the leasing of port property to a commissioner or to a contracting party in which a commissioner or their immediate family has a financial or beneficial interest, if in addition to all other legal requirements, a board of three disinterested appraisers and the superior court in the county where the property is situated finds that all the

terms and conditions of such lease are fair to the port and are in the public interest.

The appraisers must be appointed from members of the American Institute of Real Estate Appraisers by the presiding judge of the superior court.

C. Limitation on Voting.

A commissioner may not participate in consideration or vote on the authorization, approval, or ratification of a contract in which the commissioner or their immediate family is beneficially interested even though one of the exemptions under Section 3B above allows the awarding of such a contract. The interest of the commissioner must be disclosed to the commission and noted in the official minutes before the formation of the contract and the commissioner shall follow the procedures for limitations on voting in the Commission Bylaws and Rules of Procedure.

D. Remote Interest.

A commissioner is not interested in a contract, for purposes of Section 3A above, if the commissioner has only a remote interest in the contract and the extent of the interest is disclosed to the commission and noted in the official minutes of the commission prior to the formation of the contract, and the commission approves the contract in good faith by a vote of its membership sufficient for the purpose without counting the vote of the commissioner having the remote interest; provided, that Section 3D is not applicable to any commissioner interested in a contract, even if the commissioner's interest is only remote, if the commissioner influences or attempts to influence any other commissioner or port employee to enter into the contract. For purposes of Section 3D, a port commissioner has a remote interest when the port commissioner:

1. is a non-salaried officer or board member of a nonprofit corporation;
2. is an employee or agent of a contracting party where the compensation of such employee or agent consists entirely of fixed wages or salary;
3. is a landlord or tenant of an entity contracting with the port; and

4. is a holder of less than one percent of the shares, or interest, in a business entity contracting with the port.

E. Improper Contract Void.

Any contract made in violation of the provisions of Section 3 is void and the performance thereof, in full or in part, by a contracting party shall not be the basis of any claim against the port. Any port commissioner violating the provisions of Section 3 is liable to the port for a penalty in the amount of five hundred dollars (\$500.00), in addition to such other civil or criminal liability or penalty as may otherwise be imposed upon the port commissioner by law.

Section 4. Statement of Financial Affairs.

Each commissioner shall file with the Washington State Public Disclosure Commission a copy of a Statement of Financial Affairs prepared in satisfaction of the requirements of RCW42.17A.235 and RCW 42.17A.240, which shall be available for public inspection upon written request.

Section 5. Acceptance of Gifts.

A. Gifts Prohibited.

Except as permitted below, a port commissioner may not receive, accept, take, seek, or solicit, directly or indirectly, anything of economic value as a gift, gratuity, or favor from a person if it could be reasonably expected that the gift, gratuity, or favor would influence the vote, action or judgment of the commissioner, or be considered as part of a reward for action or inaction.

B. Acceptance of Gifts on Behalf of Port of Seattle.

A commissioner may accept a gift of personal property of any value for and on behalf of the port. Any gift so accepted shall become the property of the port and not of the commissioner. A commissioner shall report the acceptance of any gift under this section to the port's general counsel within thirty (30) days of receipt.

C. Prohibition on Gifts to Commissioners.

A commissioner may not accept gifts, other than those specified in Section 5E, with an aggregate value in excess of fifty dollars (\$50.00) from a single source in a calendar year or a single gift from multiple sources with a value in excess of fifty dollars (\$50.00). For purpose of this section, "single source" means any person, whether acting directly or through any agent or other intermediary, and "single gift" includes any event, item or group of items used in conjunction with each other or any trip including transportation, lodging, and attendant costs, not excluded from the definition of gift in Section 5D. The value of gifts given to a commissioner's family or guest shall be attributed to the commissioner for the purpose of determining whether the limit has been exceeded, unless an independent business, family, or social relationship exists between the donor and the family or guest.

D. Items Not Considered Gifts.

The following items are excluded from the definition of gift and may be accepted by a commissioner or member of his/her family without constituting a violation of the Code:

1. Items from family or friends where it is clear beyond a reasonable doubt that the item was not given as part of any design to gain or maintain influence in the port;
2. Items related to the outside business of the commissioner that are customary and not related to the commissioner's performance of official duties;
3. Items exchanged among commissioners, or among commissioners and port employees, or a social event hosted or sponsored by a commissioner or port employee for co-workers;
4. Payments by a governmental or nongovernmental entity of reasonable expenses incurred in connection with a speech, presentation, appearance, or trade mission made in the port commissioner's official capacity. As used in this Section "reasonable expenses" are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;

5. Items a commissioner is authorized by law to accept, including, but not limited to, items accepted in accordance with RCW 53.36.120-150 (promotional hosting) or RCW 53.08.110 (gifts to port);
6. Payment of enrollment and course fees and reasonable travel expenses attributable to attending seminars and educational programs sponsored by a bona fide governmental or nonprofit professional, educational, trade or charitable association or institution. As used in this Section "reasonable expenses" are limited to travel, lodging, and subsistence expenses incurred the day before through the day after the event;
7. Items returned by the commissioner to the donor within thirty (30) days of receipt or donated to a charitable organization within thirty (30) days of receipt;
8. Campaign contributions reported under chapter 42.17A RCW;
9. Discounts available to a commissioner as a member of an employee group, occupation, or similar broad-based group;
10. Awards, prizes, scholarships, or other items provided in recognition of academic or scientific achievement;
11. Items paid for directly by a commissioner.

E. Exceptions.

The following gifts are presumed not to influence a commissioner and may be accepted without regard to the fifty-dollar (\$50.00) limit established above, without constituting a violation of the Code:

1. Unsolicited flowers, plants, and floral arrangements;
2. Unsolicited advertising or promotional items of nominal value, such as pens and note pads;
3. Unsolicited tokens or awards of appreciation in the form of a plaque, trophy,

desk item, wall memento or similar item.

4. Unsolicited items received by a commissioner for the purpose of evaluation or review, if the port commissioner has no financial or beneficial interest in the eventual use or acquisition of the item by the port;
 5. Informational material, publications, or subscriptions related to the recipient's performance of official duties;
 6. Food and beverages consumed at hosted receptions where attendance is related to the commissioner's official duties;
 7. Admission to, and the costs of food and beverages consumed at, events sponsored by or in conjunction with a civic, charitable, governmental, or community organization;
 8. Unsolicited gifts from dignitaries from another state or a foreign country and intended to be personal in nature; and
 9. Food and beverages on infrequent occasions in the ordinary course of meals where attendance by the commissioner is related to the performance of official duties.
- Provided that where the gift in the form of food or beverage exceeds fifty dollars (\$50.00) on a single occasion, it shall be reported as required in chapter 42.17A RCW.

F. Rebuttable Presumption.

The presumption that acceptance of the gifts listed in section 5E do not influence a commissioner is rebuttable and after review by the board of ethics may be overcome based on the circumstances surrounding the giving and acceptance of the gift.

Section 6. Former Port Commissioners.

Former commissioners engaging in transactions with the port shall do so consistent with the standards of ethical conduct and in accordance with the relevant portions of this Code.

A. Special Consideration Prohibited.

A former commissioner shall not request or otherwise seek special consideration, treatment, or advantage from port staff or commissioners.

B. Appearances Before Commission.

For one (1) year after termination of port commission service, a former commissioner may not appear before the port commission on behalf of another individual or entity, whether or not for compensation of any kind, in relation to any case, proceeding, application, or matter in which such former commissioner participated during port commission service: *Provided*, that if after public discussion and a finding by the commission that the public or the port's interests would be better served, the commission may waive this provision if so requested by a former commissioner.

C. Participation in Contracts with Port of Seattle.

For one (1) year after termination of port commission service, a former commissioner may not have a direct or indirect beneficial interest in any contract or grant that was made by, authorized, or funded by port commission action in which the former commissioner participated during the period of port commission service.

D. Participation in Competitive Selection Process.

For one (1) year after termination of port commission service, a former commissioner may not participate as a competitor in any competitive selection process for a port contract in which the former commissioner participated in any way while serving on the port commission.

E. Disclosure Requirements.

For one (1) year after termination of port commission service, a former commissioner must disclose past port commission service before participating in any port action. The disclosure shall be made in writing to the commission clerk who will notify the commission.

F. Use of Confidential Information.

A former commissioner shall not, for personal or family benefit, use or disclose confidential information gained by reason of the former commissioner's position.

G. Employment.

No former commissioner may accept an offer of employment or receive compensation from an employer if the former commissioner knows or has reason to believe that the offer of employment or compensation was intended, in whole or in part, directly or indirectly, to influence the former commissioner or as compensation or reward for the performance or nonperformance of a duty by the former commissioner during the course of port commission service.

H. Employer Defined.

As used in this Section, "employer" means any individual, partnership, association, corporation, firm, institution, or other entity, whether or not operated for profit, or any other entity or business that an individual owns or in which the individual has a controlling interest.

Section 7. Participation on Non-Profit Boards.

A. Service Encouraged.

Commissioners are encouraged to serve on non-profit boards.

B. Limitations.

Commissioners shall adhere to the service limitations set forth in the commission bylaws.

C. Contracts.

A commissioner serving on a non-profit board has a remote interest in contracts between the Port and the non-profit upon which board the commissioner serves. When such contracts come before the commission, the commissioner serving on the non-profit board must follow the remote interest provisions referenced in section 3D of this Code.

D. Duty of Loyalty.

Commissioners do not violate this code when approving membership fees for non-profits upon which board the commissioner serves during the port budget approval process. In approving the budget, commissioners shall not advocate for adjustment to proposed fee amount or membership status for non-profits upon which board the commissioner serves. Commissioners may express support of policy positions of a non-profit organization upon which the commissioner serves except when the commission is considering or approving a contract with the non-profit in which the commissioner has a remote interest.

Section 8. Board of Ethics.

A. Formation and Purpose.

The commission shall appoint a Board of Ethics ("Board") to ensure proper and consistent implementation of this Code. The Board is an investigative agency charged with intake, screening, and investigation of complaints, and providing recommendations for corrective action to the commission for consideration. In performing its duties, the Board and its members shall uphold port values and follow the principles contained in this code. It is the intention of the port to encourage reporting of ethics violations to the Board by protecting complainant confidentiality to the extent permitted by this Code and the law. The commission's chief of staff, the commission's legal counsel, and the port's general counsel shall serve as resources, as needed, to carry out tasks on behalf of the Board to assist with the process provided for in this Code. The port shall provide sufficient investigative and

administrative support to enable the Board to reasonably carry out its duties hereunder.

B. Complaints, Intake and Notice.

1. Filing of Complaints. Any person, including without limitation commissioners, port employees, and members of the public, may submit a written complaint alleging a violation of the Code to the Board through a form established by the commission clerk's office, specifying one or more alleged violations by a commissioner of this Code. Every complaint must include the complainant's correct name, an email address, or address at which mail can be delivered to the complainant and a daytime telephone number. Anyone submitting a complaint may be asked for additional information about the complaint by the Board and shall cooperate with the Board in providing pertinent information. Complainants may request confidentiality at the time they submit a complaint. Except when a public hearing or meeting occurs, to the extent permitted by law, the Board shall maintain requested confidentiality relating to a complaint or the substance of any investigation until the Board completes its review of the complaint and provides its report to the commission.

In the alternative, employees may submit written, telephonic or in-person complaints directly to the human resources director or designee and/or the office of workplace responsibility. The human resources director or designee and/or the office of workplace responsibility will immediately inform port general counsel who shall inform the Board that a complaint was received.

2. Intake Process. For complaints submitted by port employees, whether to the Board or directly to the human resources director or designee and/or the office of workplace responsibility, the port's office of workplace responsibility shall complete an intake process consistent with employee complaint procedures and provide a memo with sufficient detail to allow the Board to make a screening

determination to port general counsel for transmission to the Board. For complaints submitted by non-employees, the Board will complete the intake. The Board may request that port general counsel engage an outside investigator to assist in intake and provide a memo to the Board with sufficient detail to allow the Board to make a screening determination.

3. Dismissal. Complaints, such as those comprised of bare allegations or speculation, that cannot be substantiated sufficiently to allow for a screening determination through the intake process conducted by the Board or by the human resources director or designee and/or the office of workplace responsibility, shall be dismissed by the Board.
4. Notice of Complaint Received. The Board, when it receives a complaint directly or after notice from human resources or workplace responsibility, shall inform the respondent commissioner, commission president or vice president where the president is the subject of the complaint, commission chief of staff, the commission's legal counsel, and the port's general counsel that a complaint has been filed.
5. Summary Created. The entity responsible for intake will create a written summary of the concerns raised, including the general nature of the conduct, approximate dates of the conduct, and which Code provisions are potentially violated. For complaints submitted to the Board, the Board chair will create the summary. For complaints submitted to human resources, the assigned workplace responsibility investigator will create the summary. The summary shall be provided by the Board or office of workplace responsibility to the commission chief of staff who will provide the summary to the respondent commissioner, with the identities of the complainant and witnesses redacted.

C. Screening.

1. Use of Investigator. The Board may request that port general counsel engage an outside investigator to assist in screening determinations.
2. Standard of Sufficiency. The Board or the outside investigator shall determine (1) if the allegations of violation, if true, would constitute a violation of the code; and (2) if the allegations were made within three years of the alleged violation unless the violation was concealed by the respondent commissioner in which case the complaint must be filed within three years of discovery of the violation. However, the complaint will not be considered timely if the commissioner is no longer in office and will be dismissed.
3. Review Timeline. The Board shall conduct its initial review and screening of complaints received within thirty (30)-calendar days of the completion of the intake process and shall determine if the standard of sufficiency has been satisfied. If it has been satisfied, the complaint will be investigated. All screening determinations are final, and no appeal is permitted.
4. Notification of Screening Outcome. Within five (5) business days of making its determination, the Board shall notify the respondent commissioner, commission president or vice president where the president is the subject of the complaint, commission chief of staff, commission legal counsel, port general counsel, and the complainant of its screening determination. Complaints not meeting the screening standard will be dismissed and not investigated under this Code.
5. Notice to Commission. Within one (1) business day of notification under Section 8C(4), notice of a complaint screened for further investigation shall be provided to the entire commission;

6. Legal Defense Costs. After a matter is screened for investigation, the port will pay a respondent commissioner's legal defense costs if action is arising out of the performance or failure of performance of the commissioner's duties.

D. Investigation and Recommendation Process.

1. Investigation and Recommendation. The Board will delegate the performance of the investigation for all screened complaints to an appropriate individual or firm. Port general counsel will engage the individual or firm that will serve as the investigator.

The delegated investigator shall conduct its investigation within sixty (60) days of delegation unless the investigator determines that additional time is needed based on complexity, the number of witnesses, witness availability, or other factors. The Board and respondent commissioner shall be updated by the investigator regarding any necessary time extensions.

The respondent commissioner will be provided an opportunity to respond to the allegations including submission of a statement of position, evidence, and witness statements. The delegated investigator may request that individuals or firms provide information, including any form of recorded information. The delegated investigator may require that commissioners answer questions and provide information, including any form of recorded information. The delegated investigator shall report to the Board its factual findings and conclusions about whether a violation of the Code occurred. If the investigator concludes that the Code has been violated, the investigator shall include reference to violations of other commission standards such as the statement of values and commitment to respectful interactions, if applicable. In addition, the delegated investigator shall make recommendations about necessary corrective action if requested by the Board.

2. Board Executive Session. All Board deliberations may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. If the respondent commissioner requests a public meeting or hearing, the Board will immediately notify the complainant.
3. Board Findings. Following an investigation, the Board shall make findings and conclusions about whether the commissioner's conduct violated the Code. The Board may adopt investigator's findings and conclusions or may make its own findings and conclusions. The Board may request that individuals, including the respondent commissioner, or firms, provide information, including any form of recorded information. If the Board concludes that the Code has been violated, the Board shall include reference to violations of other commission standards such as the statement of values and commitment to respectful interactions where applicable. If the Board concludes that the Code has not been violated, it shall dismiss the complaint. If the investigation indicates potential violations of the behavioral standards referenced in Section 9, upon dismissal, the Board shall refer the matter to the Governance Committee for further proceedings under that section. The Board shall notify the respondent commissioner, commission president or vice president where the president is the subject of the complaint, commission chief of staff, commission legal counsel, port general counsel, and the complainant of its no-violation finding, dismissal, and, when applicable, referral to the Governance Committee.
4. Corrective Actions. Where the Board concludes that the commissioner's conduct violated the Code, it shall recommend corrective action.

Corrective action recommendations may include without limitation, an admonishment, reprimand, or censure, a recusal of a commissioner from voting on certain topics, forfeiture of position as officer of the commission in a manner

consistent with the commission bylaws and rules of procedure, a referral of the matter to appropriate law enforcement authorities, workplace safety measures and training to address workplace misconduct allegations, and other action necessary to obtain compliance with the Code and restore public confidence in the proper functioning of the commission. The Board shall report in writing its findings, conclusions, and if necessary recommended corrective action, to the commission.

In making its recommendation regarding corrective action, the Board shall take into account whether the violation substantially and improperly influenced the port commission's or the Port of Seattle's actions, the cost of the violation to the Port of Seattle, the nature of the violation, and any other pertinent factors, including mitigating factors. The Board's findings, conclusions, and recommendations shall be provided to the commission within forty-five (45) days of receipt of the investigator's report unless additional time is necessary due to complexity or scheduling conflicts. The Board shall inform the commission of any extension of time.

5. Quorum. If a quorum or more of commissioners are the subjects of a complaint before the Board, the Board's findings, conclusions, and corrective action will be final. Upon request of any commissioner, the Board may hold a public meeting or public hearing before issuing its decision.

E. Action by the Commission.

1. Executive Session. Unless the respondent commissioner requests a public meeting or public hearing, the commission shall consider the findings, conclusions, and any recommendations of the Board in executive session of the commission. If the respondent commissioner requests a public meeting or public hearing, the commission will immediately notify the complainant.
2. Deliberations. The respondent commissioner will be provided an opportunity to

respond to the Board's findings and recommendations with a written or spoken statement and to, if requested, respond to questions from commissioners. These steps may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. Commissioners who are the subject of a complaint shall not otherwise participate in the complaint review or decision-making process.

3. Final Decision. The commission may choose to accept in full or in part, or reject in full or in part, the recommendations of the Board, or may make its own recommendations. Action to accept or reject the recommendations shall be made in an open public meeting. The commission's final decision will be issued through a commission order.

F. Advisory Opinions.

1. An advisory opinion is an interpretation of this Code as it applies to a set of facts provided in writing to the Board. The purpose of an advisory opinion is to provide guidance before officials engage in an action that may be prohibited.
2. Before a formal advisory opinion is issued by the Board, the proposed opinion shall be reviewed by the port general counsel and/or designee within ten (10) business days of receipt unless additional time is necessary.
3. A commissioner may request an advisory opinion regarding application of the Code to a particular set of facts or circumstances related to the commissioner submitting the request.
4. The requesting commissioner's conduct does not violate the code if: 1) a written request for an advisory opinion describes possible future conduct and accurately and fully discloses the material facts related to that conduct; 2) the Board issues a written advisory opinion that the described conduct would not violate the code;

and 3) the commissioner, in reasonable reliance on the advisory opinion, acts in a manner consistent with that advisory opinion.

5. A commissioner or the commission chief of staff may request an advisory opinion regarding general application of the Code that does not concern the actions of commissioners not making the request.

G. Composition. Terms. Vacancies.

The Board shall be composed of three (3) members ("Board Members"). Each Board Member shall be selected by majority vote of the commission in open session. None of the Board Members shall be a commissioner or port employee. The term of office for each Board Member shall be three (3) years. The Board shall elect a chairperson annually. Vacancies on the Board, whether occurring by death, resignation, removal, or expiration of term, shall be filled by the port commission by majority vote in open session. In filling any vacancy or making any appointment to the Board, the port commission shall strive to select members with diverse perspectives and areas of expertise and experience appropriate to the review of ethical matters, and who are of good general reputation and character.

H. Quorum. Meetings. Procedures.

Two Board Members shall constitute a quorum. The Board may adopt procedures consistent with the provisions of this Code governing the conduct of meetings investigations, hearings and the issuance of opinions, reports, and corrective action.

I. Removal of Board Member.

A Board Member may be removed for just cause by a majority vote of the port commission.

J. Reimbursement and Per Diem.

Board Members shall be reimbursed by the port for pre-approved and reasonable expenses incurred in the exercise of official Board business and shall be paid a per diem equal to the per diem paid to commissioners.

Section 9. Violations of Commission Bylaws and Rules of Procedure Behavioral Standards

A. Violations.

Violations of commissioners' behavioral standards referenced in the Commission Bylaws and Rules of Procedure ("Bylaws"), including the port's statement of values and respectful interactions, shall be reviewed by the commission's governance committee when unaccompanied by complaints related to violations of this Code.

B. Complaint Process.

Written complaints of violations of these standards shall be directed to the members of the commission's governance committee. Or, if the complaint involves one of the members of the committee, it shall be made to the non-subject member.

Complaints of violations of these standards, when unaccompanied by complaints related to violations of this Code, made to the Board or the human resources director or designee and/or the office of workplace responsibility, shall be reported to the general counsel for referral to the governance committee.

The committee will work with the commission chief of staff to inform the respondent commissioner about the nature of the complaint filed. The complainant's identity will not be shared with the respondent commissioner.

C. Governance Committee Review.

Within 10 business days following the receipt of the complaint, the governance committee shall convene to review the allegations. The governance committee may request that port general counsel engage an investigator to advise the committee.

D. Committee Deliberation and Recommendations.

After review of the complaint, the governance committee may:

- a) recommend no further action; or

- b) recommend that the commission require corrective training or action, counsel, discussion, or other similar means; or
- c) recommend that the commission investigate the complaint further.

The governance committee must report their recommendation to the commission that no further action be taken or that the commission take further action.

E. Commission Deliberations and Action.

The respondent commissioner will be provided an opportunity to respond to the complaint with a written or spoken statement and to, if requested, respond to questions from commissioners. These steps may occur in executive session unless the respondent commissioner requests a public meeting or public hearing. Commissioners who are the subject of a complaint shall not otherwise participate in the complaint review or decision-making process. The commission must take any action regarding the resolution of the complaint in open session.

For allegations requiring additional investigation, the commission may request that port general counsel engage an investigator. The investigator's findings will be reported to the Commission.

Based on the governance committee's recommendations, or, when additional investigation is necessary, following the investigation the Commission may take appropriate action including corrective training or action, counsel, discussion, warnings, letter of concern, or removal from appointed positions.

The commission president is responsible for informing the complainant of the outcome of the complaint.

Section 10. Definitions.

Throughout this Code, the following definitions shall apply.

A. Admonishment.

A caution to a commissioner not to engage in certain proscribed behavior. An admonishment may include a requirement that the commissioner follow a specified corrective course of action.

B. Censure.

A conclusion that the conduct of the commissioner violates the Code, detrimentally affects the integrity of the commission, and undermines public confidence in the commission. A censure shall include a requirement that the commissioner follow a specified corrective course of action.

C. Official Duty.

Those duties of a commissioner as defined by the port or by statute or the state constitution.

D. Participate.

To participate in an action or a proceeding personally and substantially as a commissioner, through approval, disapproval, decision, recommendation, the rendering of advice, investigation, or otherwise.

E. Person.

Any individual, partnership, association, cooperative, corporation or other business entity.

F. Reprimand.

A finding that the conduct of the commissioner is a minor violation of the Code and does not require censure. A reprimand shall include a requirement that the commissioner follow a specified corrective course of action.

EXHIBIT B to Resolution No. 3833

PORT OF SEATTLE **COMMISSION GOVERNANCE** **COMMITTEE CHARTER**

I. INTRODUCTION AND PURPOSE

A. The Governance Committee, herein referred to as “the Committee,” is a standing committee created by the Port of Seattle Commission (“the Commission”).

B. The Committee is established to assist the Commission in creating, updating, and monitoring the Commission’s governance policies, procedures, and directives; **reviewing complaints related to commissioner behavioral standards**; and items of interest that are specifically related to the business operations of the Commission. Consistent with this function, the Governance Committee encourages continuous process improvement of, and fosters adherence to, the Port Commission’s governance policies, directives, and procedures at all levels – the principle of continuous process improvement being to simplify processes and effectively and creatively solve problems.

C. This Charter defines the composition, scope, authority, mission, duration, responsibility, and meeting structure of the Committee.

II. COMPOSITION

The Committee will consist of two Port of Seattle commissioners. These commissioners shall be the currently seated Commission President and the Past President in any given respective year of the committee’s operation.

III. SCOPE OF WORK

The work of the Governance Committee shall be delineated in the following categories and shall have the following duties:

A. Commission Bylaws and Rules of Procedure:

1. In concert with the Commission Clerk, Commission Chief of Staff, and the Legal Department as needed, develop, review, and recommend amendments to the Commission’s Bylaws and Rules of Procedure setting forth the governance structure of the Commission and its rules and procedures for conducting its business.
2. Periodic review of the Bylaws and Rules of Procedure shall be conducted

every three (3) years, as is consistent with the Bylaws.

B. General Commission Policy and Procedure:

1. At the direction of the Commission President or a quorum of the Commission, develop and/or review policy directives created by the Commission directly related to governance matters, and Commission transparency.
2. Consult with and support Commission standing and special committees in reviewing policies and procedures related to governance and special rules of procedure.
3. Advise the Commission of current best practices in governance.

C. Succession Planning:

1. Review and advise the Commission regarding guidelines for, and monitor compliance with, long-term succession planning for the Executive Director, in consultation with the Executive Director and the Human Resources Director.

D. Oversight and Reporting:

1. Establish annual workplans of the committee when needed.
2. Report annually to the Commission regarding the execution of the Committee's duties and responsibilities, activities, any issues encountered, and related recommendations.
3. Conduct a periodic assessment of this Charter and the Governance Committee's purpose, duties, and responsibilities hereunder, and recommend to the Commission any changes or amendments thereto.
4. Perform any other activities consistent with this Charter and governing laws that the Commission determines are necessary or appropriate and are referred to this standing committee.

E. Review Complaints of Violations of Commissioner Behavioral Standards

1. Consistent with the Port of Seattle Commission Code of Ethics, when unaccompanied by complaints of Code of Ethics violations, review complaints of violations of the bylaws' behavioral standards.
2. Make recommendations to the Commission for action or non-action on the complaint.

IV. **AUTHORITY**

In pursuit of its mission and scope, the Committee is not legally authorized to act on behalf of the Commission, but is authorized to conduct the following activities:

- A. Gather and evaluate information, consider matters within the committee's scope of work, and provide information, advice, and recommendations to the Commission.
- B. Communicate the priorities of the Commission.

- C. Engage in outreach efforts and activities to gather and evaluate information to provide to the Commission.
- D. If the Committee determines that to meet its responsibilities it needs the independent services of an outside advisor or consultant, it may propose the retention of such advisor or consultant to the commission for approval **or as otherwise authorized under the Commission Code of Ethics.**

V. DURATION

The Governance Committee is a standing committee with broad purview over matters related to policy and procedure of the Port Commission and will continue indefinitely until the Commission repeals its Charter.

VI. RESPONSIBILITY

- A. The role of the committee chair(s) shall be to:
 - 1. Preside at meetings and serve as committee sponsor(s);
 - 2. Ensure that the committee addresses the purpose and areas of responsibility described in this Charter; and
 - 3. Set committee meeting agendas in concert with the Commission Clerk and Commission Chief of Staff.
- B. The Commission Chief of Staff is the Committee liaison, and the Commission Clerk will support the work of the committee as assigned. The role of the committee liaison shall be to:
 - 1. Regularly update the Commission on the work of the committee in memos, individual briefings, and public session;
 - 2. Support the work of the committee;
 - 3. Develop, manage, and distribute meeting materials;
 - 4. Provide logistical support including procuring meeting rooms, scheduling, creating meeting records, providing technical assistance, and public posting of Committee information; and
 - 5. Coordinate with the primary executive staff contact to keep the Executive Director informed about committee progress and Commission policy and procedure.
- C. The Port of Seattle Deputy Executive Director will support the Committee as the primary executive staff contact. The role of the executive staff contact shall be to:
 - 1. Inform the Executive Director about committee progress;
 - 2. Support the committee with timely and responsive information;
 - 3. Coordinate with other executive staff in support of the Committee's work; and
 - 4. Serve as a resource for committee deliberations.

VII. Meetings

- A. The Committee will meet on an as-needed basis to conduct the work of the Commission. Reporting of the Committee shall be provided to the Commission to provide transparency as to progress made in executing its Charter.
- B. Workgroups composed of non-commissioner advisors and subject matter experts may be formed by the Committee to provide in-depth analysis of issues for the Committee and are expected to meet as frequently as needed. Workgroups meetings are not considered official committee meetings for purposes of establishing a quorum or management of records by the Commission Clerk.
- C. A quorum of the Committee is required to conduct official committee business. A quorum is defined as the presence of both commissioners assigned to the Committee.
- D. Meetings of the Governance Committee shall be open to the public when required by applicable law or the bylaws of the Port of Seattle Commission.
- E. Agendas will be prepared and made available to committee members in advance of meetings.
- F. Agendas for updates to the Commission to be presented in public session will be published as part of regular or special commission meeting notices.
- G. Minutes will be prepared and retained for all meetings of the Committee.
- H. Records of committee meetings shall be provided to the Commission Clerk for appropriate retention in accordance with applicable law and