

BRIEFING MEMO

Port of Tacoma Commission



Item No: 10A
Meeting Date: 6/16/26

DATE: June 8, 2026

TO: Port of Tacoma Commission

FROM: Eric Johnson, Executive Director
Sponsor: Commissioner Dick Marzano
Project Manager: Heather Burgess, Port Legal Counsel

SUBJECT: 2026 Review – Port of Tacoma Commission Code of Governance and Conduct

A. BACKGROUND

On March 17, 2022, the Port of Tacoma Commission adopted Resolution 2022-05-PT, Establishing a Code of Governance and Conduct for Port Commissioners (Attachment A).

On August 15, 2023, following review, the Port of Tacoma Commission adopted Resolution 2023-08-PT, Amended Code of Governance and Conduct for Port Commissioners, amending and superseding Res. 2022-05-PT. The amendments clarified certain provisions regarding violations and enforcement (Attachment B).

Para. D.13 of Res. 2023-08-PT calls for the Commission to review its performance as a Commission in achieving the goals of the Resolution annually.

At the November 18, 2025, Commission Meeting during the “New Business” section of the meeting, Commissioner Deanna Keller proposed that the Commission secure an independent, third-party consultant to review the Port of Tacoma Commission Code of Governance and Conduct for Port Commissioners. A copy of Commissioner Keller’s proposal is attached (Attachment C).

In December 2025, in response to Comm. Keller’s proposal, Commissioner John McCarthy provided a set of potential additional amendments to the Code of Governance and Conduct for Commission consideration. A copy of Comm. McCarthy’s proposed amendments is attached (Attachment D).

Commission consideration was deferred due to other business. At the May 7, 2026 Commission meeting, during “New Business,” Comm. Marzano proposed that the Commission discuss whether to consider amendments to the Code of Governance and Conduct, the scope of those amendments, and the process for preparing proposed amendments at the June 16, 2026 meeting.

The purpose of this Issue Briefing is for the Commission to engage in this discussion and provide direction to Port Legal Counsel and staff regarding preparation and consideration of amendments to the Code of Governance and Conduct.

By way of background, and for further reference, a copy of the Port of Seattle's Commission Code of Ethics (Res. No. 3833) is also enclosed (Attachment E).

B. POTENTIAL OPTIONS FOR COMMISSION DISCUSSION

Below is a non-exhaustive list of potential options for the Commission to discuss:

1. No Action. Take no action to consider amendments, and leave Res. 2023-08-PT in effect.
2. Commission/Internal Review. Direct Port staff/Port Legal Counsel to prepare specific amendments to Res. 2023-08-PT for consideration/action at a future Commission meeting.
3. Commission/Internal Review – Work Group or Committee. Form a Commission Work Group or temporary Committee to prepare and recommend proposed amendments to Res. 2023-08-PT to the Commission for consideration/action at a future Commission meeting.
4. External Review. Direct Port staff and Port Legal Counsel to prepare a scope of work for a qualified consultant to complete an external review of Res. 2023-08-PT and make recommendations for potential revision to the Commission. If the Commission elects this option, the scope of work would be presented for Commission action/approval at a future Commission meeting before any procurement process takes place.

C. ATTACHMENTS

- A. Resolution 2022-05-PT, Establishing a Code of Governance and Conduct for Port Commissioners
- B. Resolution 2023-08-POT, Amended Code of Governance and Conduct for Port Commissioners
- C. Comm. Keller Proposal
- D. Comm. McCarthy Proposal
- E. Port of Seattle Commission Code of Ethics (Res. No. 3833)