

## RESOLUTION 2023-08-PT

### RESOLUTION ADOPTING AN AMENDED CODE OF GOVERNANCE AND CONDUCT FOR PORT COMMISSIONERS

**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. 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 **the 15th day of August 2023**, a majority of the members being present and voting on this resolution and signed by the Commission Officers in authentication of its passage this **15th day of August, 2023**.

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Deanna M. Keller, President  
Port of Tacoma Commission

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Dick Marzano, First Assistant Secretary  
Port of Tacoma Commission

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**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.

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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.

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### **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. If a complaint is submitted to any Port staff member (including Human Resources or Legal Counsel), the complaint will be referred to the President of the Commission (or Vice-President, if the complaint is against the President) for handling in accordance with this Code. Complaint(s) should only be made by a party directly impacted by the alleged violation of this code.

2. Within ten (10) business days after receipt of a written complaint, the President and Vice-President of the Commission shall convene as a Conduct Committee for an initial meeting 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 Conduct Committee.

3. A complaint may be unilaterally withdrawn by the complainant without further action up until the initial meeting of the Commission Conduct Committee. Following the initial meeting of the Commission Conduct Committee, a complaint may be withdrawn without further action provided that the complaint does not include allegations of discrimination, harassment, or other conduct prohibited by local, state, or federal law in the workplace.

4. Within ten (10) business days of the initial meeting, the Commission Conduct Committee shall (a) meet with the complainant and (b) inform the Commissioner against whom the complaint is directed that a complaint has been filed.

5. The Conduct Committee shall review the complaint and any supporting information submitted and take one of the following actions within sixty (60) days of receipt:

(a) dismiss the complaint as without merit or potential merit and inform the complainant of that conclusion; or

(b) report to the Commission as to (i) a merited or potentially merited complaint that has been resolved or otherwise does not rise to the level of needing further investigation or action; or (ii) a merited or potentially merited complaint where the Conduct Committee's recommendation is that further outside review or investigation of the complaint occur. In accordance with the Open Public Meetings Act, the Commission may receive and evaluate complaints or charges brought against a public officer in executive session but must take any action at an open public meeting. The Commission 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 report to the Commission for review.

6. The Conduct Committee may seek the contracted assistance of a third-party with specialized expertise (such as expertise in workplace conduct, ethics, investigations, or employment law) to act as an advisor to the Conduct Committee and/or the Commission.

7. The Conduct Committee may choose to resolve a merited or potentially merited complaint through the use of corrective training or action.

8. The Conduct Committee is responsible for communicating the outcome of any assessment, review, or investigation of a complaint to the complainant.

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). Notwithstanding this provision, in enforcing the terms of this Code, the Commission may not take any action based solely on a Commissioner's constitutionally protected free speech.