

**Resolution 2022-02**

**A Resolution of the Northwest Seaport Alliance Managing Members Establishing  
a Code of Governance and Conduct for Port Commissioners**

WHEREAS, adoption of a Code of Governance and Conduct for Commissioners promotes and strengthens the faith and confidence of the people of Pierce and King County in their Commissioners serving as the Managing Members of the Northwest Seaport Alliance, and assists the Commissioners in the performance of their public duties; and

WHEREAS, the Managing Members believe that the Northwest Seaport Alliance should hold its Commissioners to the highest moral and ethical standards; and

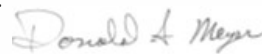
WHEREAS, the Managing Members wish to commit themselves to a written Code of Governance and Conduct; and

WHEREAS, the Managing Members wishes to adopt a Code of Governance and Conduct for Commissioners.

NOW, THEREFORE, be it resolved that:

The attached Code of Governance and Conduct for Commissioners is hereby adopted.

- o Adopted by the Managing Members of the Northwest Seaport Alliance at a regular meeting held on the 2nd day of August, 2022, a majority of the members being present and voting on this resolution and signed by the Co-Chairs in authentication of its passage this 2nd day of August, 2022.



\_\_\_\_\_  
Don Meyer, Co-Chair  
The Northwest Seaport Alliance

ATTEST:



\_\_\_\_\_  
Kristin Ang, Co-Secretary



\_\_\_\_\_  
Ryan Calkins, Co-Chair  
The Northwest Seaport Alliance



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Toshiko Grace Hasegawa, Co-Secretary

**NORTHWEST SEAPORT ALLIANCE CODE OF GOVERNANCE AND CONDUCT  
FOR 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, conduct is 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 Northwest Seaport Alliance's (NWSA) effectiveness.

**Standards of Conduct and Governance**

A. The NWSA Managing Members are committed to the NWSA core values of: integrity and transparency; excellence; adaptability; stewardship; teamwork and partnership; health and safety; and diversity, equity and inclusion.

B. The Managing Members recognize 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 and King Counties and the interests of the entire NWSA 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 Managing Members to ensure an environment conducive to effective governance by:

1. Conducting the NWSA'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 day-to-day 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. Acknowledging that the decisions made by a majority of the Managing Members represent the NWSA's policy or position.

10. Recognizing that Commissioners may express their view of the vote on an issue while underscoring that the decision of Managing Members 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 NWSA, the homeports of Tacoma and Seattle, the Managing Members, and the Commissioners.

13. Annually reviewing our performance as Managing Members 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 Managing Members and the NWSA. We note that the Managing Members have hired a Chief Executive Officer to manage the day-to-day business of the NWSA and that the CEO is accountable to the Managing Members. 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 Managing Members' direction, seek to represent the interest of the NWSA 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 NWSA 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, recognizing that those opinions are best expressed individually with the CEO or, if appropriate, discussed amongst ourselves as the Managing Members determine;

6. We will preserve public records under our control and promptly refer any request for access to NWSA records to the NWSA General Counsel;

7. We will treat NWSA employees with dignity, respect, and professional courtesy; and

8. We will provide periodic and appropriate evaluations of the CEO, per the terms of their employment contract.

### **Violations and Enforcement**

The Managing Members 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 NWSA and in the Managing Members' ability to govern effectively. Therefore, the Managing Members establish 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 by the complainant in writing, to the Co-Chairs of the Managing Members, or, if the complaint is against one Co-Chair, to the non-subject Co-Chair, or if the complaint is against both Co-Chairs, to the Vice Chairs. If a complaint is submitted to any NWSA or homeport staff member (including Human Resources or Legal staff), the complaint will be referred to the Co-Chairs for handling in accord with this Code. Complaint(s) should only be made by a party directly impacted by the alleged violation of this Code.

2. Following receipt of a written complaint, the Co-Chairs shall convene as a Conduct Committee to review the allegations. If the complaint is against or brought by a Co-Chair, that corresponding homeport's Vice-Chair(s) shall be appointed to the Conduct Committee. If the complaint is against or brought by both Co-Chairs, the Vice Chairs shall comprise and convene as a Conduct Committee. 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 Managing Members. The Conduct Committee is responsible for communicating the outcome of any assessment, review, or investigation of a complaint to the complainant.

3. After review of the complaint, the Conduct Committee has the option to: (a) dismiss the complaint as without merit or without potential merit and shall inform the complainant of such conclusion; or (b) report to the Managing Members as to: (1) 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 (2) a merited or potentially merited complaint where the Conduct Committee's recommendation is that further outside independent review or investigation of the complaint occur. In accordance with the Open Public Meetings Act, the Managing Members may receive and evaluate complaints or charges brought against a public officer in executive session but must take any final action at an open public meeting. The Managing Members may, in their sole discretion, direct NWSA General Counsel and/or the CEO to retain an outside investigator to investigate the complaint and report to the Managing Members for review.

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