COVER MEMO	
Briefing Date:	November 16, 2026
Staff Contact/Title:	Alex Smith, Executive Director, 360.528.8001, alexs@portolympia.com
Subject:	Commission Governance
Purpose:	☒ Information Only ☐ Decision Needed

Type of Agenda Item:

- Briefing

Background:

This is an opportunity for the Commission to discuss three related governance documents:

1) Draft Delegation of Authority to the Executive Director;
2) Potential revisions to Resolution 2026-02—Rules Governing the Transaction of Port Commission Business; and
3) Potential Revisions to Resolution 2021-03—Code of Governance and Conduct for Port Commissioners.

No action will be taken at this work session.

Summary and Financial Impact:

1. Delegation of Authority (proposed draft).

The Delegation of Authority is a new, proposed draft, but it does not delegate new authority to the Executive Director. It reflects, in one document and at a high level, the roles of the Commission and the Executive Director: the Commission sets vision, policy, budgets, and major decisions and acts only as a body, while the Executive Director manages day-to-day operations within delegated limits. One specific clarification is proposed: Commission approval of any lobbyist or government-relations consultant is required, regardless of contract amount.

The Commission has previously delegated authority to the Executive Director and reserved authority to itself through various policies and resolutions. Exhibit A (Delegated Thresholds) to the Delegation of Authority contains a chart that summarizes the dollar and other limits on the Executive Director's authority under existing policies and resolutions on contracts, real property, finance, environmental, and executive matters. It also does not change, add, or remove existing delegations.

If the Commission finds the Delegation acceptable, it will need to be adopted by resolution at a future regular meeting; a draft adopting resolution is attached.

2. Rules Governing the Transaction of Port Commission Business (Resolution 2026-02).

The Rules Governing the Transaction of Port Commission Business are an existing resolution that governs how the Commission conducts its business and meetings, including officers, meeting schedules, work sessions, executive sessions, order of business, public comment, motions, resolutions, and minutes. The Rules should be revisited annually.

Staff are providing some recommended edits to better align with Open Public Meeting Act Requirements. Staff has also highlighted portions that Commission has indicated they may want to revisit—e.g. regular meeting times, work sessions, agenda setting, and the placement and procedures for public comment. Staff are not making any specific recommendations regarding these provisions at this time; staff will instead provide options for consideration.

After receiving Commission feedback, staff will provide a redlined draft resolution for Commission review at a later meeting. If the Commission finds the draft acceptable, it will need to be adopted by resolution at a future regular meeting; the newly adopted resolution would supersede Resolution 2026-02.

3. Code of Governance and Conduct (Resolution 2021-03).

The Code of Governance and Conduct is a separate resolution that sets ethical and governance standards for Commissioners and is relevant to this discussion of governance. The Code calls for annual review of the Commission's performance. There is no need to revise or re-adopt the Code at this time. Staff is, however, offering an optional clarification on how requests and tasks move from the Commission to staff: individual Commissioners may request readily available information through the Executive Director, while significant or new requests that would require substantial staff time or change work priorities would proceed only at the direction of the Commission by majority vote.

If the Commission finds the draft acceptable, it will need to be adopted by resolution at a future regular meeting; the newly adopted resolution would supersede Resolution 2021-03.

Financial impact: None.

Next steps: Staff will incorporate Commission feedback and return any proposed resolutions for consideration at a future regular meeting.

Alignment with Vision 2050:
These governance documents support the Vision 2050 Focus Area on Sustainability, Administration, Communications and Engagement, and specifically the Administration Goal to improve the Port's ability to make decisions, resolve issues, achieve its objectives and mission, and implement Vision 2050 recommendations. They directly advance Action 46 (Evaluate and implement governance structure improvements), which calls for evaluating the Commission's governance structure, agenda and meeting formats and recommending measures to improve the Port's governing processes, and Action 43 (Strengthen communication and trust between Commission and staff), which calls for assessing the roles and relationships between the Commission, the Executive Director and staff.

Environmental Considerations and Review:
Not applicable.

Alternatives Considered:
Options for the Commission Rules and optional provisions in the Delegation of Authority and Code are presented in brackets in the attached drafts.

Staff Recommendation:
Information only; no action requested. Staff requests Commission feedback on the three documents.

Document(s) Attached:
(1) Draft Delegation of Authority to the Executive Director, with Exhibit A (Delegated Thresholds);
(2) Draft Resolution 2026-__ Adopting Delegation of Authority;
(3) Commission Rules (Resolution 2026-02);
(4) Code of Governance and Conduct (Resolution 2021-03) with proposed clarification.