PORT OF OLYMPIA COMMISSION
RESOLUTION ~~2021-03~~2026-[ ]

A RESOLUTION OF THE PORT OF OLYMPIA COMMISSION ESTABLISHING A CODE OF GOVERNANCE AND CONDUCT FOR PORT COMMISSIONERS AND REPEALING RESOLUTION ~~S 2008-16, 2015-19, AND 2016-02~~2021-03

WHEREAS, adoption of a Code of Governance and Conduct for Port Commissioners promotes and strengthens the faith and confidence of the people of Thurston County in their elected Port Commissioners, and assists the Commissioners in the performance of their public duties; and

WHEREAS, the Port Commission believes that the Port of Olympia should hold its Commissioners to the highest moral and ethical standards; and

WHEREAS, the members of the Port Commission wish to commit themselves to a written Code of Governance and Conduct; and

WHEREAS, the Port Commission previously adopted a Code of Ethics for Commissioners through the adoption of Resolution No. ~~2008-16 and a Commission Code of Conduct through the adoption of Resolution No. 2015-19, as amended by Resolution 2016-02~~2021-03 (which repealed and superseded 2008-16, 2015-19, and 2016-2); and

WHEREAS, the Port Commission now wishes to ~~repeal these prior resolutions and adopt a consolidated~~update its Code of Governance and Conduct for Commissioners.

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

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

2. Resolution No. ~~2008-16 and Resolution No. 2015-19, as amended by Resolution 2016-02,~~2021-03 is ~~are~~ hereby repealed.

ADOPTED by the Port Commission of the Port of Olympia at a duly noticed meeting thereof, held this ____ day of ~~June, 2021~~ ____, and duly authenticated in open session by the signatures of the Commissioners voting in favor thereof and the seal of the Port Commission.

PORT OF OLYMPIA COMMISSION

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PORT OF OLYMPIA 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. Upon election or appointment, Port Commissioners will review, at a minimum, Chapter 42.20 RCW, Misconduct of Public Officers; Chapter 42.23 RCW, Code of Ethics for Municipal Officers – Contract Interests; Chapter 42.30 RCW, Open Public Meetings Act; Chapter 42.36 RCW, Appearance of Fairness Doctrine, and Chapter 42.52 RCW, Ethics in Public Service. This Code of Governance and Conduct ("Code") is intended to implement and supplement, where necessary, 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 Olympia's effectiveness.

Section 1
General Standards of Conduct

A. A Port Commissioner shall not transact any business of the Port Commission or act on behalf of the Port Commission with respect to any matter that requires Port Commission approval, without first obtaining the Port Commission's approval pursuant to a public vote of the Port Commission or other Port Commission direction as provided in a meeting open to the public.

B. A Port Commissioner shall abide by the Port of Olympia's policies of equal opportunity and non-discrimination and is prohibited from engaging in unlawful sexual or non-sexual harassment, workplace violence or retaliation against whistleblowers.

C. A Port Commissioner shall not use Port of Olympia resources for personal benefit. Incidental, limited or occasional use of Port resources, especially electronic media, are acceptable so long as the use is not for personal gain or benefit.

D. A Port Commissioner shall not use his/her/their position to secure special privileges or exemptions.

E. A Port Commissioner shall not knowingly use his/her/their office for personal or family gain or profit.

F. A Port Commissioner shall not disclose confidential information gained because of the Port Commissioner's position, nor may the Port Commissioner otherwise use such information for personal or family gain or benefit.

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G. A Port Commissioner shall not accept employment or engage in business or professional activities that the Port Commissioner might reasonably expect would require or induce him/her/them to disclose confidential information acquired because of the Port Commissioner's position.

H. Except for incidental electronic and telephone communication, Port Commissioners shall not use public resources that are not available to the public in general, such as Port staff time, equipment, supplies or facilities, for other than a Port purpose.

I. If a Port Commissioner participates in litigation contrary to an official Port position or action as adopted or ratified by a majority of the Port Commission, the Commissioner shall recuse himself/herself/themself and not participate in any vote, deliberation, or executive session, or receive confidential information regarding further consideration or action in that matter once litigation regarding the matter has been served or filed. The fact that a Commissioner voted in opposition or expressed his/her/their opinion in opposition to the official action or position of the Port prior to the filing or service of litigation shall not, by itself, be sufficient to trigger the need for future recusal or nonparticipation.

J. Once litigation has been served or filed to which the Port is a party, communication by Commissioners regarding the case with anyone other than Port staff or the Port's Legal Counsel is discouraged. Commissioners shall not in their official capacity make any comment, provide any information, or otherwise involve themselves in the matter without the assistance and advice of the Port's Legal Counsel.

K. Topics discussed by the Port Commission during executive sessions must not be discussed outside of the executive session except with duly authorized participants (i.e. the Executive Director, Port Staff assigned to the matter, and Port Legal Counsel). Port Commissioners shall keep all executive session information and discussions confidential to ensure that the Port's interests are not compromised.

L. The standards of conduct for Ethics in Public Service established in RCW 42.52 are hereby adopted and incorporated by reference into this Code and shall be applicable to Port Commissioners to the fullest extent allowed by law.

Section 2
General Standards of Governance

A. We will serve the interests of all the citizens of Thurston County and the interests of the entire Port organization. We recognize these responsibilities to the whole to be greater than;

1. Any loyalty to a particular constituency a Commissioner may have as an elected official.

2. Any loyalty based on public perception or affiliations.

B. 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:

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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 as opposed to 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. Respecting the decisions of the Port Commission and not undermining those decisions.

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.

C. 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 Olympia. 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;

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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 respect, using appropriate tone and language, when personal interaction is involved; and

8. We will provide periodic and appropriate evaluations of the Executive Director.

D. [**OPTIONAL**: The Commission acts only as a body and the following process governs communications between individual Commissioners and Port staff:

1. Information Requests. Individual Commissioners may request general, readily-available information from staff through the Executive Director or Department Directors.

2. Significant or New Requests. A significant or new request that, in the Executive Director's judgment, would require significant staff time, the preparation of a report or analysis, or a change in staff work priorities shall not proceed without direction of the Commission by majority vote. The Executive Director shall so inform the requesting Commissioner, and the request may be scheduled for a future agenda in accordance with the Commission Rules.

3. Conduct and Timing. Commissioner contact with staff other than the Executive Director should occur during regular business hours, except in an emergency, and shall be consistent with this Code.

4. Legal Advice. Requests for legal advice shall be directed to General Counsel with a copy to the Executive Director. General Counsel represents the Port and the Commission as a body, not individual Commissioners.]

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Section 3
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

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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 in the event of an allegation of a Commissioner's willful and/or continuing violation of this Code:

1. The Commission may conduct its own investigation of the allegation or, in its sole discretion, direct Port Legal Counsel or the Executive Director to retain an outside investigator to investigate the allegation and provide a written report to the Commission for review.

2. The Commission may discuss the allegation and/or the results of any investigation performed into the allegation in executive session between the alleged offending Commissioner and the Commission as provided for in RCW ~~42.30.110(1)(f~~42.30.110(1)(f), if appropriate; provided that, upon the request of the Commissioner who is the subject of the allegation, the matter shall be heard in a meeting open to the public.

3. If 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 censure, 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).

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