COVER MEMO	
Briefing Date/Time:	November 23, 2026
Staff Contact/Title:	Alex Smith, Executive Director (360) 528-8001, alexs@portolympia.com
Subject:	Commission Governance Resolutions – Revised Drafts
Purpose:	☒ Information Only ☐ Decision Needed

Type of Agenda Item:
Advisory Only

Background:
On November 16, 2026, the Commission held a work session to discuss three related governance documents: (1) a draft Delegation of Authority to the Executive Director; (2) potential revisions to Resolution 2026-02, the Rules Governing the Transaction of Port Commission Business; and (3) potential revisions to Resolution 2021-03, the Code of Governance and Conduct for Port Commissioners. The work session was a briefing only, and no action was taken.

November 16 Work Session and Commission Direction:
At the work session, staff presented the draft documents along with a series of discussion questions and options, many of which were shown in brackets in the work session drafts. The Commission discussed, among other things:

- Delegation of Authority: roles, lobbyist approval, a Delegated Actions Report, and annual review;
- Commission Rules: meeting schedule, agenda order and public comment, Town Halls, and approval pathways; and
- Code of Conduct: Commissioner communications and social media guidance.

The Commission provided direction on a number of these items. Staff has incorporated that direction into the revised drafts attached to this memo.

How the Revised Drafts Were Prepared:
The work session drafts of the Rules Resolution and the Code of Conduct Resolution included a number of staff-suggested edits and bracketed options. Because the Commission did not discuss or adopt all of the changes shown in those drafts, staff

reverted both resolutions to their original, currently adopted text and then revised them using tracked changes to reflect only:

1. Ideas the Commission discussed and agreed upon at the November 16 work session; and
2. Minor edits for legal purposes, such as conforming the Rules to the Open Public Meetings Act (chapter 42.30 RCW).

Advisory Only – No Action at This Meeting:
This item is presented on November 23, 2026 for advisory purposes only. No action or vote will be taken at this meeting. The Commission and the public will have the opportunity to review the revised drafts, ask questions, and provide comment. Staff anticipates bringing the resolutions back for formal adoption at the December 12, 2026 Commission meeting.

What This Changes and Why:
The proposed Rules changes are intended to give the public more time to review items, better information, and more meaningful input before the Commission makes decisions. For the Commission and the public, the key changes are:

- Schedule: two meetings a month, a regular meeting on the first Wednesday and a work session on the third Wednesday, at 5:30 p.m. rather than 4:00 p.m., so more community members can attend after the workday.
- Longer review period: agendas and initial materials posted seven (7) business days (typically 10 calendar days) before each meeting instead of two, with final materials, identifying any changes, posted two days before. State law requires only 24 hours.
- Public comment after advisories: the public hears the details of proposals before commenting, and comment always occurs before any Commission vote.
- Clear approval pathways: published criteria for when items go on the consent agenda, receive advisory and action at the same meeting, or receive advisory and action at separate meetings. The Commission may always defer a decision for more deliberation, research, or public comment.

Summary of Documents Presented:

1. **Draft Delegation of Authority to the Executive Director:** Restates in one document, at a high level, the roles and responsibilities of the Commission and the Executive Director. It delegates no new authority and reaffirms existing policies and resolutions. The one clarified limit is that Commission approval is required for any lobbyist or government-relations consultant regardless of

contract amount (Section II.A.12). Tracked revisions since the work session provide that the Commission will have input into the selection of the Chief Financial Officer and General Counsel; that, at the Commission's request, the Executive Director will provide a quarterly Delegated Actions Report on the consent agenda listing material delegated actions; and that the Commission may review the Delegation and Exhibit A annually.

2. **Exhibit A to the Delegation (Delegated Thresholds):** A summary reference chart of the dollar and other limits on the Executive Director's authority under existing adopted policies and resolutions. It does not change any delegation, and the underlying policies control in a conflict. It has not changed from the November work session.
3. **Draft Resolution 2026-XX Adopting Delegation of Authority:** The mechanism for formally adopting the Delegation and Exhibit A.
4. **Revised Commission Rules (Resolution 2026-02):** A tracked-changes revision of the Rules Governing the Transaction of Port Commission Business that would supersede Resolution 2026-02. It implements the meeting changes described above. Legal edits conform the Rules to the Open Public Meetings Act, including notice of rescheduled meetings, executive session announcements, and minutes.
5. **Revised Code of Governance and Conduct (Resolution 2021-03):** A tracked-changes revision of the Code of Governance and Conduct for Port Commissioners that would repeal and replace Resolution 2021-03. The revisions add two items: if a Commissioner requests work requiring significant staff time, the Executive Director may ask whether to place the item on a Commission agenda; and Commissioners may send emails on weekends and outside business hours but will not expect a response until the next business day.

Financial Impact:
None.

Alignment with Vision 2050:
These governance documents support the Vision 2050 Administration Goal to improve the Port's ability to make decisions, resolve issues, and achieve its objectives and mission. They advance Action 46 (Evaluate and implement governance structure improvements) and Action 43 (Strengthen communication and trust between Commission and staff).

Environmental Considerations and Review:
N/A

Alternatives Considered:
The Commission considered options for each document at the November 16 work session. Options the Commission did not agree upon have not been carried forward.

Staff Recommendation:
Advisory only; no action requested. Staff requests Commission feedback on the revised drafts. Staff anticipates that the Commission will consider adoption of the Delegation of Authority resolution, the revised Rules resolution, and the revised Code of Conduct resolution at the December 14, 2026 Commission meeting.

Documents Attached:
1. Draft Delegation of Authority to the Executive Director
2. Exhibit A to Delegation of Authority (Delegated Thresholds)
3. Draft Resolution 2026-XX Adopting Delegation of Authority
4. Revised Commission Rules (Resolution 2026-02), with tracked changes
5. Revised Code of Governance and Conduct (Resolution 2021-03), with tracked changes