Port of Olympia Commission

Delegation of Authority to the Executive Director (Draft)

Preamble

The Port of Olympia (the "**Port**") is a municipal corporation of the State of Washington created to foster trade, economic development, environmental stewardship, and community benefit within Thurston County and the South Sound region. The Port operates with both governmental and commercial powers and is committed to transparency, accountability, equity, and responsible stewardship of public resources.

All authority of the Port is vested in the Port Commission acting as a public body where majority rules. By this Delegation of Authority ("**Delegation**"), the Commission delegates specific responsibilities and authorities to the Executive Director, establishes clear governance and management roles, and provides a framework for effective, timely, and accountable operations.

Section I. Objectives of the Delegation

A. **Clarity and Alignment**

1. The Commission is the legislative body of the Port of Olympia. The Commission governs the Port, directs all intergovernmental policy functions and oversees the Executive Director.
2. The Commission's purpose, with the advice and assistance of the Executive Director, is to develop the Port's overall vision, strategies, objectives, policy directives, long range plans, major programs, and budgets.
3. The Executive Director manages day-to-day operations, executes Commission-adopted policies and plans, and advises and makes recommendations to the Commission.

B. **Transparency and Accountability**

This Delegation specifically allows for the development and adoption of Commission policies to guide the Port's efforts in pursuit of its strategic objectives. The Commission policies:

1. Provide high-level guidance about how the Port does its work based on public values and applicable laws, rules and regulations;
2. Inform operational policies regarding specific functions at the Port and set appropriate limits; and

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3. Establish clear decision thresholds and reporting expectations to ensure public accountability, legal compliance, and effective internal controls.

C. **Strategic Execution**

The Delegation supports implementation of the Port of Olympia's strategic plans and Commission priorities through measurable objectives, performance reporting, and regular communication.

D. **Empowered Management**

Clear responsibilities and authorities will enable the Commission and the Executive Director to work in concert and be effective.

Section II. Roles and Responsibilities

A. Commission Responsibilities

Individual Commissioners have no authority to direct Port staff or to commit the Port. Governing as an elected body, the Commission shall:

1. Develop, adopt, and refine the long-term goals of the Port and review mid-term strategic objectives and performance metrics.
2. Develop, adopt, and amend Commission policies.
3. Represent the Port to the public and other governmental entities, acting as a body or through Commissioners designated by Commission action, consistent with the Code of Governance and Conduct (Resolution 2021-03).
4. Establish the Port's positions regarding public policy, legislation, regulation, and strategic direction, including adoption of the Port's legislative agenda, which may include annual review of the Port's adopted strategic plan.
5. Appoint and regularly evaluate the performance of the Executive Director.
6. Adopt and amend the annual operating and capital budgets, annual salary and benefit proposals, annual property tax levy, the Comprehensive Scheme of Harbor Improvements, and the Capital Investment Plan.
7. Approve major programs and projects above the limits in Exhibit A (Delegated Thresholds); authorize all acquisitions of real property; ratify long-term leases, assignments of long-term leases, and long-term agreements that impose a financial obligation on the Port for improvements, as provided in Policy 1101; and approve other real property transactions above the limits in Exhibit A (Delegated Thresholds).

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8. Make decisions to declare Port property surplus, as follows: (a) all real property surplus decisions; and (b) personal property above the per-item value limit and conditions set by the Commission in its annual surplus property resolution.
9. Consider and approve collective bargaining agreements.
10. Consider and authorize Interlocal Agreements.
11. Oversee audit functions, legal matters reserved to the Commission, and Port indebtedness.
12. Approve the engagement of any lobbyist, government-relations firm, or other consultant retained to advocate the Port's positions before legislative or other governmental bodies, regardless of contract amount.
13. Consider and approve the settlement of any legal claims or litigation, in consultation with General Counsel, above the thresholds in Exhibit A (Delegated Thresholds).
14. Review and approve the Port's environmental policies.
15. Consider and establish industrial development districts and utilities.
16. Recognize and exercise individual and collective fiduciary duty to protect and enhance the Port through the exercise of the duty of care, loyalty, and sound business judgment, and enforce upon itself and its members such measures as deemed reasonably necessary to govern with excellence.
17. Reserve to itself all authority not expressly delegated herein or in other Port policies and/or resolutions.

B. Executive Director Responsibilities

Serving the Commission and managing the Port, the Executive Director shall:

1. Implement Commission policies, strategic plans, and adopted budgets.
2. Direct and supervise all Port operations, enterprises, and staff.
3. Prepare and recommend budgets, programs, projects, and policy proposals.
4. Execute contracts, agreements, leases, and other documents within delegated authority, as set forth in Exhibit A (Delegated Thresholds).
5. Negotiate collective bargaining agreements and administer Commission-approved final agreements.
6. Represent the Port to tenants, customers, business partners, and stakeholders in operational matters, and in legislative and intergovernmental policy matters, consistent with positions and direction adopted by the Commission.

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7. Establish internal administrative, financial, and operational policies, consistent with Commission directives and applicable law.
8. Report regularly to the Commission on strategic objectives, performance indicators, risks, and emerging issues.
9. Determine the organizational structure of the organization, except that the Commission will provide input into the selection of the Chief Financial Officer and General Counsel positions.
10. Establish operational, administrative, monetary and contractual policies, delegations, rules, tariffs, regulations and procedures in accordance with this Delegation, Commission policies, and applicable laws and regulations.
11. Apply for and accept grants and other funds from federal, state or local governments within delegated limits.
12. Prepare and submit applications for permits, regulatory approvals, entitlements and other authorizations associated with facilities and projects, and ensure compliance with subsequent permit obligations.
13. Negotiate and obtain appropriate policies of insurance to cover Port property, liability, employee coverage, and other areas appropriately included within a comprehensive insurance program.
14. Waive the Port's attorney-client privilege only after consultation with the Commission and upon the recommendation of General Counsel. This authority may not be delegated, and no other staff member or individual Commissioner may waive the privilege.
15. Carry out additional responsibilities as may be further delegated or directed by the Commission acting by motion or resolution in a public meeting.

At the request of the Commission, the Executive Director shall provide a quarterly Delegated Actions Report, as a consent agenda item, listing material delegated actions taken since the prior report. Materiality will be determined by the Executive Director, subject to Commissioner input. The Commission may review this Delegation and the Exhibit A (Delegated Thresholds) annually.

Section III. Commission Policies Governing Delegated Authority

In addition to this Delegation, the specific authorities delegated to the Executive Director, and the matters reserved to the Commission, are addressed in greater detail in other Commission and Executive Director policies that have already been adopted and are in effect. These include the Contracts and Acquisitions Policies adopted by Resolution 2019-06 (Policies 1001, 1002, 1004, 1005, 1006, 1007, 1008, 1009, and 1010, with Policy 1004 as amended by Resolution 2022-16); the Real Property Policies adopted by Resolution 2019-07 (Policies 1101, 1102, 1103, 1104, 1105, 1107, and 1108); the Financial Policies adopted

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by Resolution 2015-16 (Policies 1201 through 1206); the Environmental Policy adopted by Resolution 2013-17 (Policy 1301); the Executive Policies adopted by Resolution 2021-04, including Policies 101, 102, 124, 501, 502, 601, 604, and 801; the delegation of banking signature authority in Resolution 2019-02; and the Commission's annual surplus personal property resolution. Each of these policies and resolutions is incorporated into this Delegation by reference and reaffirmed, and, except as expressly provided in Section II.A.12 (Commission approval of lobbyists and government-relations consultants regardless of contract amount), this Delegation does not amend, expand, or repeal any of them. The principal limits on the Executive Director's authority under those policies are summarized in Exhibit A (Delegated Thresholds).

Section IV. General Interpretation

1. **Statutory References**: References to law mean the cited statute as amended or succeeded.
2. **Dollar Limits**: All monetary thresholds are inclusive of taxes and may be amended by Commission action. Work may not be divided into units, phases, or separate contracts for the purpose of avoiding a threshold.
3. **Interpretation**: Questions regarding the interpretation of administrative policies and procedures shall be directed to the Executive Director, consistent with existing Commission resolutions. Any question whether a matter is reserved to the Commission or delegated to the Executive Director under this Delegation shall be resolved by the Commission; pending that resolution, the matter shall be treated as reserved to the Commission.
4. **Conflicts**: In the event of a conflict between this Delegation and an existing Commission resolution or adopted Commission policy, the provision that reserves authority to the Commission or imposes the lower dollar threshold shall control.

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