

COMMISSION HANDBOOK

ADOPTED NOVEMBER 19, 2020



**Port of
Whitman
County**

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1. Purpose

The purpose of this document is to establish policy regarding the governance of the Port of Whitman County, including the roles and responsibilities of the Board of Commissioners. Port districts in Washington state are governed pursuant to RCW Title 53. In general, the Board of Commissioners sets the strategic direction and policies for the organization and the Executive Director carries out those policies administratively. This document defines the parameter's regarding the Board's duties and those of the Executive Director.

2. Washington Port Powers

As municipal corporations, Washington ports are limited to powers specifically granted by the Legislature or reasonably implied from those granted powers. Ports primarily provide four types of facilities: industrial areas; recreational marinas/docks; airports; and marine terminals. They also have the authority to:

- Buy, lease and sell personal property and real property.
- Build and operate sea walls, jetties, piers, wharves, docks, boat landings, warehouses, storehouses, elevators, grain bins, cold storage plants, ice plants, bunkers, oil tanks, ferries, canals, locks, tidal basins, bridges, subways, tramways, cableways, conveyors, fishing terminals, rail and motor vehicle transfer facilities, belt line railways, roads and highways.
- Develop lands for industrial and commercial needs by dredging, filling, bulkheading, providing and improving waterways.
- Enter into public works contracts.
- Operate trade centers and export trading companies.
- Provide environmental enhancement, protection, and public access.
- Provide air and water pollution control facilities.
- Provide tourism-related facilities.
- Provide telecommunications facilities.
- Establish and operate foreign trade zones.

This is a general overview. For specific reference, refer to the Laws of the State of Washington RCW Title 53 regarding Port Districts.

3. Board Meetings

The work of the Board of Commissioners is accomplished in bi-monthly regular meetings that are open to the public. The meeting agenda identifies in general terms the topics to be considered by the Board of Commissioners. Members of the Board of Commissioners, Executive Director or designee, may request matters be placed on the agenda.

Regular meetings of the Board of Commissioners are generally held at the Port Administration Office; however, regular meetings may be at such time and at such places as the Board from time to time may designate. If a meeting is a regular meeting, and that date has been set by resolution, there is no need for additional notices once the date has been adopted. Special meetings may be called in accordance with RCW 42.30.080.

4. Absences and Excusal from Commission Meetings

Each Commissioner is responsible for requesting to be excused from a duly noticed meeting of the Board so as to avoid causing a vacancy in the office under RCW 53.12.140, by nonattendance at meetings of Board for a period of sixty days unless excused by the Board. A Commissioner who is unable to attend a scheduled meeting will endeavor to notify the Executive Director no later than twenty-four (24) hours before the scheduled start of the meeting, if feasible to do so, and in any event as soon as practicable, to request excusal. The Executive Director will promptly inform the President (or other officer presiding over the meeting) of the Commissioner's excusal request prior to the meeting. The Commissioner's request for excusal will be recorded in the minutes and shall also state whether the Commissioner's absence is or is not excused. Alternatively, the Board may take action on the Commissioner's excusal request by motion. The Board shall automatically excuse the absence of a Commissioner resulting from attendance to other Port business.

5. Role of the Board of Commissioners

The Board of Commissioners govern the Port and are the policy-making body of the Port. As such, the Board of Commissioners is responsible for the following:

- a) Identify and define the strategic plan, values and vision of the Port of Whitman County, along with the results the Port is to achieve in accordance with RCW 53 and communicate them in the form of policy.
- b) Make certain operational decisions as are designated by law, specifically pertaining to the confirmation of the Port Finance Officer and the Port Attorney.
- c) Hire, evaluate, and terminate the Executive Director.
- d) Provide fiduciary oversight to the management of the Port. This includes approving annual budgets, vouchers, and long-term financial plans.

The Board of Commissioners direct, evaluate and inspire the organization through the careful establishment of written policies reflecting the Boards' values and vision. The Boards' major policy focus is on the Port's long-term impacts outside the organization, not on the administrative or programmatic means of achieving those effects.

The Board of Commissioners' governance focus will be primarily on:

- a) Strategic leadership more than administrative detail.
- b) Encouragement of diversity in viewpoints.
- c) Clear distinction of Board of Commissioners and Executive Director roles.
- d) Future rather than past or present.

- e) Being proactive rather than reactive.

The strategic leadership and operational responsibilities of the Board include the requirement to:

- a) Produce and maintain written policies that ensure a high quality of governance and clear roles in decision-making between the Board and staff.
- b) Regularly monitor, evaluate and provide compensation for the performance of the Executive Director.
- c) Perform strategic planning and goal setting.
- d) Adopt the Port's budget on an annual basis.
- e) Perform fiduciary responsibilities, including independent review and oversight of the Port's financial reporting processes, internal controls and auditors; receive periodic reports from the Port's Finance Officer relative to internal controls and legal compliance of Port activities; and ensure the establishment of procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, or auditing matters.
- f) Set rates, rules and regulations for services and commodities provided by the Port.
- g) Take such other actions as may be required by law.

The Board of Commissioners shall rotate the positions of President, Vice President, and Secretary on an annual basis. This means moving from President to Secretary to Vice President, to President.

6. Role of the President of the Board of Commissioners

The President shall preside at meetings of the Board of Commissioners and shall have and exercise general charge and supervision of the affairs of the Port and shall perform such other duties as may be assigned by the Board of Commissioners. The President of the Board of Commissioners shall:

- a) Ensure that the Board jointly and consistently adheres to its own rules and policies, and those imposed upon it by the laws of the State of Washington.
- b) Ensure that deliberation is fair, open and thorough, but also timely, orderly and kept to the point. The President shall preside over and facilitate Board meetings in accordance with these governance principles and Robert's Rules of Order as needed.
- c) Schedule and coordinate the annual process of evaluating the Executive Director.
- d) Have no authority to supervise or administratively direct the Executive Director, apart from authority expressly granted by the Board of Commissioners.
- e) Assume responsibility of the Board that is not specifically assigned to another Board member.
- f) Be allowed to delegate his or her authority, but remains accountable for its use.
- g) Call Special Meetings of the Board in the event of a business need.

7. Role of the Vice President of the Board of Commissioners

The Vice President shall perform all duties assigned by the President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the

President by the Board of Commissioners. The Vice President shall perform such other duties as may be assigned by the Board of Commissioners.

8. Role of the Secretary of the Board of Commissioners

The Secretary shall have charge of books, documents, and papers as the Board of Commissioners may determine. The Secretary may sign, with the President or Vice President, in the name and on behalf of the Port any contracts or agreements authorized by the Board. The Secretary shall, in general, perform all the duties incidental to the office subject to the control of the Board and shall do and perform such other duties as may be assigned by the Board of Commissioners. The Secretary shall have all of the powers and duties of the President in the absence or inability of both the President and Vice President to act.

9. Board of Commissioners Code of Ethics

Members of the Board of Commissioners shall conduct themselves in accordance with the following “Code of Ethics” statement:

The declared purpose of this Code of Ethics is to make uniform rules concerning the transaction of business by the Port of Whitman County Board of Commissioners that may conflict with the proper performance of their duties and to promote the efficiency of the Port by prohibiting certain instances and areas of conflict.

No Board member shall be beneficially interested, directly or indirectly, in any contract which may be made by, through or under the supervision of a Board member, in whole or in part. No Board member may, through the benefit of his or her position on the Board, accept, directly or indirectly, any compensation, gratuity or reward from any other person beneficially interested in a contract with the Port therein.

On a case by case basis, each Board member will disclose to the other Board members any conflicts of interest concerning items coming before the Board. Disclosure will be noted in the Port’s official minutes. A Board member with such a conflict will not participate in any discussion and/or debate concerning the item, will not vote on the matter, and will do nothing to influence any other Board member concerning their decision on the matter.

Board members shall conduct themselves with civility and respect at all times with one another, with staff, and with members of the public.

Board members will adhere to the Port’s policies on resources, use, travel, leasing, promotional hosting (Resolution 20-12), general procurement, property acquisitions, surplusing of assets, environmental matters and claims against the Port.

Board members will become familiar with their individual and joint obligations pertaining to the Port's directive on reporting alleged improper action, including actions required of the Board of Commissioners regarding employee complaints of alleged improper actions and/or employee claims of retaliation for reporting alleged improper actions.

Board members understand that all letters, memoranda and/or interactive computer or electronic information (including e-mail), the subject of which relates to the conduct of the Port or the performance of any Port function, are public records and may also be subject to public disclosure.

Board members shall demonstrate loyalty to the interests, mission, vision and values of the Port. This loyalty supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other Boards or staffs. It also supersedes the personal interest of any Board member acting as a consumer of the Port's activities.

Board members will refrain from accepting a gratuity, compensation or reward because he or she is a Board member of the Port.

Board members may not attempt to exercise individual authority over the Port except as explicitly set forth and authorized in the Board's policies:

- a) Board members recognize the lack of authority vested in them as individuals in their interactions with the Executive Director or with staff, except where explicitly authorized by the Board of Commissioners.*
- b) In interactions with the public, press or other entities, Board members must recognize the same limitation and the inability of any Board member to speak for the Board of Commissioners except to repeat explicitly stated and adopted Board of Commissioners' decisions.*
- c) Board members are at liberty to exercise their individual freedom of expression, as long as the exercise of this freedom does not put the Port at a legal disadvantage or conflict with the Port's interests, mission, vision, and values.*

Board members will respect the confidentiality appropriate to issues regarding personnel, real estate transactions, proprietary matters, and attorney-client privileged communications, including those requirements listed under Public Records, RCW 42, executive sessions and including any other confidential information gained by reason of the Board of Commissioners' position.

10. Public Disclosure Commission- Financial Affairs Disclosure

The Public Disclosure Commission was created and empowered by Initiative of the People to provide timely and meaningful public access to accurate information about the financing of political campaigns, lobbyist expenditures, and the financial affairs of public officials and candidates, and to ensure compliance with and equitable enforcement of Washington's disclosure and campaign finance laws. Office holders file annually, by April 15, for as long as the person holds office. A final report is filed once

the person leaves office. The instructions and filing are online at <https://www.pdc.wa.gov/learn/publications/personal-financial-affairs-disclosure-instructions>.

11. Board Training and Orientation

The Board of Commissioners shall ensure that its skills are sufficient to assure excellence in the governance of the Port. New members shall receive training and orientation in the Board of Commissioners governance, policies and procedures, effective communication skills, decision-making and facilitation of public meetings.

Board members must complete training per the Open Government Trainings Act. The Act requires elected officials to receive training regarding the provisions of 42.56, Public Records Act and RCW 42.30, Open Public Meetings Act. Training must be completed no later than ninety days after the date the board member takes the oath of office. Refresher training must be completed at intervals of no more than four years for as long as he or she holds the office. Evidence of the completion of these training must be kept on record at the Port office.

12. Board-Executive Director Relationship

The Board is responsible for the hiring, evaluating and terminating of the Executive Director.

Only decisions of the Board of Commissioners acting as a body are binding upon the Executive Director. Specifically, in or out of Board Commission Meetings, decisions or instructions of individual Board members are not binding on the Executive Director except in instances when the Board of Commissioners has specifically authorized such exercise of authority.

In the case of Board members requesting information or assistance without the Board of Commissioners' authorization, the Executive Director must refuse such requests that:

- a) Require, in his or her opinion, a material amount of staff time or funds that are disruptive to the Port or;
- b) Which may involve a conflict of interest between the Port and the Board member requesting the information or assistance.

Board members individually may not give directions/orders to Port employees or contractors. The Board of Commissioners as a body and the individual Board members will never give direction to persons who report directly or indirectly to the Executive Director. If individual Board members are dissatisfied with Port activities, they may seek resolution through the Board of Commissioners.

The Board of Commissioners as a body and the individual Board members will refrain from evaluating, either formally or informally, the job performance of any Port employee other than the Executive Director, Port Auditor or Port Attorney.

The Board of Commissioners will instruct the Executive Director through written policies, normally in the form of resolutions, motions, or minute entries, that define the results that the organization is to achieve and which describe the delegation of authority to the Executive Director. Through the annual adoption of the Port's budget and delegation of authority resolution, the Board shall set forth the authority of the Executive Director to manage and expend Port funds in accordance with budgetary limits.

The Executive Director is responsible for the following:

- a) All operations of the Port as well as the business affairs of the Port.
- b) Achieving the results established by the Board of Commissioners within the values set by the Board of Commissioners.
- c) Enforcing Board of Commissioners' resolutions, administering directives, staff policies and procedures, hiring and terminating all employees, attending meetings of the Board and reporting on the general affairs of the Port and keeping the Board advised as to the current and future business needs of the Port.
- d) Recommending the appointment of a person to serve as the Port's attorney. This person shall be a person with sufficient education and experience to fulfill the duties of the position. This appointment shall be reviewed and then voted upon by the Commission prior to hiring.
- e) Ensuring the smooth and continuous operation of the Port in the event of the planned or unplanned absence of the Executive Director.
- f) Interacting with the public and other government agencies, pursuant to policies and direction adopted by the Board of Commissioners.
- g) Perform other responsibilities as may be appropriately designated by the Board of Commissioners

The Executive Director's job performance shall be evaluated by comparing the organization's operating and results and the Executive Director's performance to the policies established by the Board of Commissioners. Specifically, the Board shall evaluate the Executive Director's performance on an annual basis, and shall from time to time fix the Executive Director's compensation. The evaluation will be based on a comparison of the organization's performance and the Executive Director's personal performance against the desired results established by the Board. The Executive Director, in conjunction with the Board of Commissioners, shall establish goals for the Executive Director for the following year that represents his or her reasonable interpretation of achieving the results defined by the Board.

13. Commissioner Compensation

Per Diem and Salary

Compensation limits for port district commissioners are set in statues. RCW 53.12.260(1) provides the rate for payment of per diem compensation for each commissioner, with a not to exceed annual amount based on the Port's gross operating income in the preceding calendar year. In addition to per diem compensation, RCW 53.12.260(2) provides for monthly commissioner compensation. RCW 53.12.260(3) authorizes the Port Commission to set compensation to be paid to Commissioners. In 2017, the

Commission resolved that in addition to the statutory per diem compensation, the Commissioners shall receive \$600 a month, in lieu of the additional compensation set forth in RCW 53.12.260(1) commencing on January 1, 2018, and increasing by 2% per year as an annual cost of living adjustment (Resolution 17-08).

Monthly Expense Reports

Pursuant to RCW 53.12.260, the Port Commissioners can execute a request or claim for compensation by submitting a monthly expense report specifying the compensation claimed and providing the required documentation (Resolution 10-12). If out-of-pocket expenses are to be reimbursed, the Board Member must include the expenses on the monthly expense report and provide itemized receipts. The monthly expense report must be submitted to the Port Finance Director by the last business day of the month.

Cell Phone

The Port issues mobile devices to Port Commissioners. Each Commissioner is responsible for the safekeeping, care, and custody of the assigned device. At the date of adoption of this policy, the Port's cell phone service contract provides for unlimited usage. This policy as to cell phones is based in part on the existing contract and may be changed by the Executive Director in the event of a change in the contract. Port cell phones may be used for personal business. Commissioners will be responsible for additional costs incurred as a result of personal use of the cell phone. Commissioners are specifically advised that the courts have determined that using an employer provided cell phone for personal business exposes their personal business to review if a public records request is received.

Commissioners may not use the texting feature for Port business. Text messages have been construed as public records, and the Port is unable to capture text messages such that a proper response to a public records request could be made. Consequently, texting for Port business is prohibited.

All information stored in the cell phone and other electronic record-keeping devices is the property of the Port. Specifically, but without limitation, all documents, data, software, hardware, tapes, taped messages, voice mail, electronic mail, etc., stored in the Port's communications systems are the property of the Port and may be used and accessed by the Port at any time and in any manner it deems appropriate.

The Port reserves the right to access, alter, save, copy, recreate, print, and/or use this electronic data in any method not prohibited by law. The Port may monitor Commissioner activity on its communications systems, its computers, its electronic record-keeping and/or storage systems as it deems necessary, without prior notification to the employees who customarily use these systems.

All portable equipment provided for an employee's use, such as laptops, fax machines, and cellular phones, must be promptly returned to the Port when such equipment is no longer required or immediately upon the Commissioners departure from the Port. All equipment must be returned in good condition. Any damage beyond reasonable wear and tear shall be the financial responsibility of the employee.

Commissioners may not use the Port's voice mail, electronic mail, desktop computers, fax machines or the Internet in any way that may be seen as insulting, disruptive, or offensive by other persons. Examples of forbidden transmissions include sexually explicit messages, cartoons, or jokes; unwelcome propositions

or love letters; ethnic or racial slurs; or any other message or file that can be construed to be unlawful discrimination or harassment of others based on their race, color, national origin, religion, age, sex, sexual orientation, marital status, veteran's status, physical or mental disability or any other characteristic protected by state, federal or local law.

Insurance

In 1985, the Washington State Legislature passed a law amending RCW 53.08.170 that gives a port district the authority to provide health and accident insurance for its Commissioners to the extent it provides health and accident insurance to its employees. Health and accident insurance are provided for the Commissioner on a reimbursable basis with coverage equivalent to that provided for its employees and at a cost not to exceed that provided for its employees (Resolution 222). This coverage may include both Commissioner and spouse, and medical, dental and vision coverage. All claims for reimbursement shall be made on the monthly expense report form and supporting documentation must be provided.

Travel and Business Expenses

Travel and business expenses will be reimbursed in accordance with the Port Travel and Business Expense policy detailed in Resolution 20-14.

Email

An official port email address will be established for each member of the board. For records retention purposes, the port email address should be used for all port-related correspondence. In cases where a non-port email address is used, the port address must be included as a recipient.

Records Retention

Internal and external communications to, from, and/or on behalf of the port's elected official(s)/executive management, and advisory bodies, that are made or received in connection with the transaction of public business are public records regardless of the email address or platform used. Communications, including emails, must be retained in their native format per the Washington Secretary of State Common Records Retention Schedule (CORE) GS50-01-12 Rev. 3.

The port email address cannot be used when using social media in personal capacities.

For purposes of the Open Public Meetings Act, do not send an email to other port commissioners or use "reply all" when the recipient is another member, except when the message is only to provide documents or factual information, such as emailing a document to all members for their review prior to the next meeting.

Alternatively, rather than emailing materials to other commissioners, provide the documents to the Executive Director for distribution to the rest of the board.

14. Equipment

It is the policy of the Port to provide the communication services, computers, and other equipment necessary for the Board to conduct its business. The Port's communication services, computers, and all

other electronic systems are for the sole purpose of conducting the Port's business. These systems are not intended to be used by Board members for conducting personal business, playing electronic or video games, storing personal documents, etc., or for any other personal reason.

All information stored in the computers and other electronic record-keeping devices is the property of the Port. Specifically, but without limitation, all documents, data, software, hardware, tapes, taped messages, voice mail, electronic mail, etc., stored in the Port's communications and computer systems are the property of the Port and may be used and accessed by the Port at any time and in any manner it deems appropriate.

The Port reserves the right to access, alter, save, copy, recreate, print, and/or use this electronic data in any method not prohibited by law. The Port may monitor activity on its communications systems, its computers, its electronic record-keeping and/or storage systems as it deems necessary, without prior notification.

All electronically based computer programs and software are owned and licensed to the Port and may not be used or copied for personal use or for any non-Port business purpose. Board members are prohibited from installing any unauthorized software onto computers owned by the Port.

No Board member may remove or download any records or software maintained in the Port's computer systems or other electronic record-keeping, and/or storage devices to a personal home computer, smartphone or electronic storage device.

All portable equipment provided for a Board member's use, such as laptops, fax machines, and cellular phones, must be promptly returned to the Port when such equipment is no longer required or immediately upon the departure from the Port. All equipment must be returned in good condition. Any damage beyond reasonable wear and tear shall be the financial responsibility of the Board member.

Board members may not use the Port's voice mail, electronic mail, desktop computers, fax machines or the Internet in any way that may be seen as insulting, disruptive, or offensive by other persons. Examples of forbidden transmissions include sexually explicit messages, cartoons, or jokes; unwelcome propositions or love letters; ethnic or racial slurs; or any other message or file that can be construed to be unlawful discrimination or harassment of others based on their race, color, national origin, religion, age, sex, sexual orientation, marital status, veteran's status, physical or mental disability or any other characteristic protected by state, federal or local law.

15. Use of Port Vehicles

The Port owns motor vehicles which the commissioners may use for Port business (Resolution 19-05). To ensure availability, vehicles should be reserved in advance. To reserve a vehicle, send pick-up and return dates and approximate times to port@portwhitman.com or call the office to provide details to any staff member.

16. Office Closure Dates/Holidays

The following ten and one-half holidays will generally be observed as holidays for the Port's regular full-time and part-time employees:

- New Year's Day
- Dr. Martin Luther King, Jr. Day
- Presidents Day (observed)
- Memorial Day
- 4th of July
- Labor Day
- Veteran's Day
- Thanksgiving
- The day after Thanksgiving
- Christmas Eve (half day)
- Christmas Day

If any of these above holidays fall on a Saturday, the holiday will be taken on the Friday before the holiday.

If any of these above holidays fall on a Sunday, the holiday will be taken on the Monday after the holiday.