



## RESOLUTION NO. U-11133

1 A RESOLUTION adopting Public Utility Board Governance Process ("GP")  
2 Policies.

3 WHEREAS in response to changes in the utility industry, and to ensure  
4 that Tacoma Public Utilities (TPU) continues to meet the Tacoma Public Utility  
5 Board's goals of delivering affordable, reliable, and environmentally sensitive  
6 services, the Board is developing policies concerning Government Processes,  
7 Board-Director Linkage, and Strategic Directives, and  
8

9 WHEREAS the eleven (11) Government Process ("GP") policies are  
10 principles for how the Board will govern itself:

11 GP1) TPU Board Purpose, Authority, Duties, and Expectations;

12 GP2) Meetings;

13 GP3) Election of Officers;

14 GP4) Duties of Officers;

15 GP5) Designation and Duties of the Clerk of the Board;

16 GP6) Conduct of Members During Meetings;

17 GP7) Conduct of Public;

18 GP8) Order of Business;

19 GP9) Motions and Precedence;

20 GP10) Resolutions and Motions; and

21 GP11) Miscellaneous.  
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23  
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1 WHEREAS these policies were developed at regularly-scheduled Board  
2 study sessions and/or properly-noticed public meetings and all future Board  
3 reviews and amendments will be handled similarly, and  
4

5 WHEREAS the Board has committed to monitor and ensure compliance  
6 with Board policies. This oversight provides an opportunity for the Board and  
7 staff to clarify, revise and develop new policies when necessary as TPU  
8 navigates changes in the utility industry, and  
9

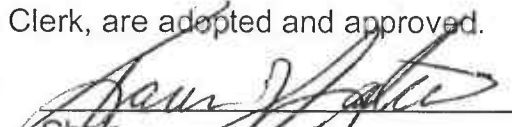

10 WHEREAS the Board and Director have determined that adopting the  
11 Governance Process Policies are in the best interests of Tacoma Public Utilities  
12 and the ratepayers; Now, Therefore,  
13

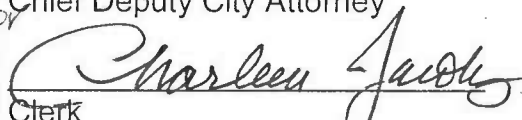
14 BE IT RESOLVED BY THE PUBLIC UTILITY BOARD OF THE CITY OF TACOMA:

15 That the eleven (11) Public Utility Board Governance Process (GP)  
16 Policies, in the form as on file with the Clerk, are adopted and approved.

17 Approved as to form:

18   
19 Chief Deputy City Attorney

  
Chair  
  
Secretary

20   
21 Clerk

Adopted 22 January 2020



## Board Action Memorandum

**TO:** Jackie Flowers, Director of Utilities  
**FROM:** Tom Morrill, Chief Deputy City Attorney  
Charleen Jacobs, Executive Assistant and Clerk of the Board  
**MEETING DATE:** January 8, 2020 (first consideration) and January 22, 2020 (second consideration)  
**DATE:** December 17, 2019

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**SUMMARY:** A resolution adopting Public Utility Board Governance Process (GP) Policies

**BACKGROUND:** The Tacoma Public Utility Board recently launched a process to develop policies concerning Government Processes, Board-Director Linkage, and Strategic Directives.

This resolution adopts Government Process policies. The GPs are principles for how the Board will govern itself. There are eleven (11) policies that cover: GP1) TPU Board Purpose, Authority, Duties, and Expectations; GP2) Meetings; GP3) Election of Officers; GP4) Duties of Officers; GP5) Designation and Duties of the Clerk of the Board; GP6) Conduct of Members During Meetings; GP7) Conduct of Public; GP8) Order of Business; GP9) Motions and Precedence; GP10) Resolutions and Motions; and GP11) Miscellaneous.

These policies were developed at regularly scheduled Board study sessions and all future reviews and amendments to the Public Utility Board policies will be in handled similarly.

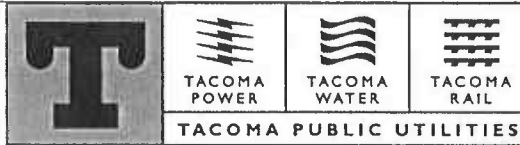
The Public Utility Board has committed to monitor and ensure compliance with Board policies. This oversight provides an opportunity for the Board and staff to clarify, revise and develop new policy when necessary as TPU navigates changes in the utility industry.

**ARE THE EXPENDITURES AND REVENUES PLANNED AND BUDGETED?** N/A

**IF THE ACTION REQUESTED IS APPROVAL OF A CONTRACT, INCLUDE LANGUAGE IN RESOLUTION AUTHORIZING \$200,000 INCREASE IN ADMINISTRATIVE AUTHORITY TO DIRECTOR?** N/A

**ATTACHMENTS:** GPs 1 - 11

**CONTACT:** Jackie Flowers, Director of Utilities



## PUBLIC UTILITY BOARD POLICY

<p>Category: <b>Governance Process</b></p> <p>Date of Adoption: <b>January 22, 2020</b></p> <p>Resolution No.: <b>U-11133</b></p> <p>Revision Date:</p>	<p>Title: <b>TPU BOARD PURPOSE, AUTHORITY, DUTIES, AND EXPECTATIONS</b></p> <p>Policy Number: <b>GP-1</b></p>
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Appointed by the Mayor and the City Council of Tacoma, the Board has the following purpose, authorities, and duties, as set forth in Section 4.9 through 4.18 in the Tacoma City Charter.

**As provided in Section 4.9,** it is recognized that Board Members serve as volunteers without any compensation except for reimbursement of expenses as provided in the Tacoma City Charter.

**Section 4.10** – The Public Utility Board, subject only to the limitations imposed by this charter and the laws of this state, shall have full power to construct, condemn and purchase, acquire, add to, maintain, and operate the electric, water, and belt line railway utility systems.

**Section 4.11** – All matters relating to system expansion and the making of additions and betterments thereto or extensions thereof, the incurring of indebtedness, the issuance of bonds, and the fixing of rates and charges for utility services under the jurisdiction of the Board shall be initiated by the Board, subject to approval by the Council, and executed by the Board; provided, that all rates and charges for utility services shall be reviewed and revised or reenacted by the Board and Council at intervals not exceeding five years and beginning with the year 1954.

**Section 4.12** – The Board shall submit an annual budget to the Council for approval, in the manner prescribed by state law.

**Section 4.13** – The Board shall select from its own membership a chair, vice-chair, and secretary and shall determine its own rules and order of business. The time and place of all meetings shall be publicly announced, and all meetings shall be open to the public and a permanent record of proceedings maintained.

**Section 4.14** – The Board shall maintain such billing, cost and general accounting records as maybe necessary for effective utility management or required by state law. Expenditure documents shall be subject to pre-audit by the central fiscal agency of City government. The City Treasurer shall be responsible for receipt, custody, and

disbursement of all utility funds. The Board shall submit such financial and other reports as may be required by the Council.

**Section 4.15** – The Board shall have authority to secure the services of consulting engineers, accountants, special counsel, and other experts. At intervals not exceeding ten years the Council shall, at the expense of the utilities involved, cause a general management survey to be made of all utilities under the jurisdiction of the board by a competent management consulting or industrial engineering firm, the report and recommendations of which shall be made public; provided, that the first such survey shall be made within three years of the effective date of this charter.

**Section 4.16** – Insofar as is permitted by state law, the Board shall have the same authority, and be governed by the same limitations, in respect to the purchase of materials, supplies, and equipment and awarding of contracts for all improvements for Department of Public Utilities' purposes as does the Council and City Manager for general government purposes.

**Section 4.17** – The Department of Public Utilities shall use the services of the City's General Government finance department, purchasing agent, law department, human resources/personnel department, and other City departments, offices, and agencies, except as otherwise directed by the City Council.

**Section 4.18** of the Tacoma City Charter provides that the Board shall appoint, subject to confirmation by the City Council, a Director of Utilities and shall review the Director's performance annually, and every two years shall, by an affirmative vote of at least three members of the Board in a public meeting, vote on whether to reconfirm the appointment, subject to reconfirmation by the City Council.

**Duties and Expectations of Board Members include:**

1. Regular attendance at scheduled study sessions and Board meetings.
2. Oversee development of and vote on policies, rates, budgets, and debt issues presented to the Board for consideration.
3. Vote on contracts and purchases as required by TMC 1.06.
4. Seeking to understand the viewpoints and values of citizens and customers, and other interested stakeholders. Serving as ambassadors for TPU and building relationships throughout TPU's service territory.
5. Consulting regularly with the City Council members to seek their input and keep them informed about TPU.
6. Developing and adopting high-level Strategic Directive policies that define the results the Board wants TPU to achieve and related performance measures. Monitoring the Strategic Directives regularly, on the timetable specified in each policy, and communicating to the Director of Utilities whether the Board finds TPU to be in

compliance. For the purpose of this policy, compliance is defined as substantially meeting the requirements of the Strategic Directive

7. Producing, maintaining, and monitoring other written policies that ensure high quality of governance and clear roles in decision-making between Board and staff.



## PUBLIC UTILITY BOARD POLICY

Category: **Governance Process**

Date of Adoption: **January 22, 2020**

Resolution No.: **U-11133**

Revision Date:

Title: **Meetings**

Policy Number: **GP-2**

1. The regular meetings of the Board shall be held at 6:30 p.m. on the 2<sup>nd</sup> and 4<sup>th</sup> Wednesdays of each month, except when such a meeting date falls on a legal holiday or on the day preceding a legal holiday, in which case the meeting shall be held at a date and time as publicly announced by the Board Chair at the meeting prior to such conflict. There will only be one Board meeting in November and December which will be scheduled and noticed by the Clerk of the Board. All Board regular meetings shall be preceded by a Study Session commencing at 3:00 p.m. on the same day as the regular Board Meeting commences.
2. The time of any regular meeting may be changed by the Board by appropriate motion adopted at the meeting preceding such meeting so changed. In the event unforeseen conditions make a future regular meeting date not feasible because of an anticipated lack of quorum, or in order to better accommodate the public interest, such regular meeting may be rescheduled by the Chair of the Board or the Director of Utilities for either the next regular meeting time and date or for such special meeting time and date as is otherwise authorized by these rules.
3. The Board by majority vote may recess a meeting to a time specified in the motion therefore.
4. All meetings shall be held in the Department of Public Utilities' Administration Building, City of Tacoma, unless another place is specified by public announcement appropriately given.
5. Three members of the Board shall constitute a quorum for the transaction of business. In the absence of a quorum, the members present may adjourn the meeting to a later date.
6. An affirmative vote of not less than three members shall be necessary for the adoption of any main motion or resolution by the Board.

7. Special meetings of the Board shall be called by the Clerk of the Board, at the request of the Chair or any three Board Members, or by the Director of Utilities, by notice in writing of not less than 24 hours to each Board Member and to the local news media as required by RCW 42.30.080 (or as may be amended). Such notice shall state the subject of subjects to be considered, and no other subject shall be considered at such meeting. Notices for special meetings will be posted at least 24 hours in advance.
8. Remote Participation:
  - a. Board Members may attend regular meetings, special meetings, and study sessions remotely. This type of participation is enabled by use of one or more technology tools depending on the location of the meeting.
  - b. Two Board Members per meeting may attend remotely.
  - c. Board Members may attend remotely each type of meeting once per calendar quarter; provided, that this limitation shall not apply when a Board Member is absent for medical reasons.
  - d. Notice of remote attendance should be provided to the Board Clerk no less than twenty-four hours before the scheduled start time for the meeting. The Board Clerk or designee shall immediately advise the presiding officer of the proposed remote participation. If more than two Board Members wish to attend a meeting remotely, the first two Board Members to notify the Board Clerk shall be the ones permitted to attend remotely.
  - e. At any meeting where a Board Member is attending remotely, the Board Clerk or designee will coordinate with the appropriate technical staff to perform setup and testing of the technological tools to be used as necessary. The tool(s) used for this purpose must allow the voice of the Board Member participating remotely to be heard by everyone present in the meeting room, and must allow the Board Member to hear anyone speaking in the meeting room.
9. The Board will endeavor to hold a retreat annually.
10. Staff will strive to have Board agendas and meeting materials posted online for the public the Friday before the regular Board meetings held on the second and fourth Wednesdays of the month.





## PUBLIC UTILITY BOARD POLICY

Category: **Governance Process**

Date of Adoption: **January 22, 2020**

Resolution No.: **U-11133**

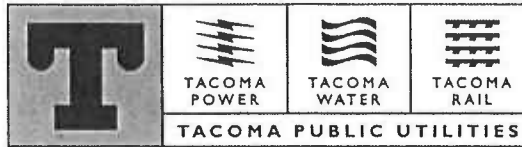
Revision Date:

Title: **Election of Officers**

Policy Number: **GP-3**

### ELECTION OF OFFICERS

1. The Chair, Vice-Chair, and Secretary of the Board shall be elected at the first regular meeting of July of each year to serve until the next annual election.
2. Whenever practicable the officers of the Board shall be selected according to the seniority of the members in their current appointments. The Chair should normally be the member who is in the fifth year of his/her current term, the Vice-Chair should be the member who is in the fourth year of his/her term or who has the second longest period of service on the Board, and the Secretary should be the member who is in the third year of his/her term or who has the third longest period of service on the Board. In the event of death or resignation of an officer, the other members should fill the vacancy according their length of service, and hold those offices so that the schedule set out above can be achieved.



## PUBLIC UTILITY BOARD POLICY

Category: **Governance Process**

Date of Adoption: **January 22, 2020**

Resolution No.: **U-11133**

Revision Date:

Title: **Duties of Officers**

Policy Number: **GP-4**

1. The presiding officer shall be the Chair, or in his/her absence the Vice-Chair, who shall conduct the business and deliberations of the Board under these rules. If both the Chair and Vice-Chair are absent and a quorum is present, the Secretary shall serve as presiding officer of the Board until the return of the Chair or Vice-Chair.
2. The presiding officer shall:
  - a. Preserve order and decorum in the meeting.
  - b. Decide all questions of order, subject to an appeal to the Board by another Board Member.
  - c. Recognize the members of the Board in the order in which they request recognition, and no member shall be recognized and permitted to speak on the same matter more than once until all other members of the Board have had an opportunity to be recognized and heard.
  - d. Observe and enforce all rules adopted by the Board.
  - e. Sign all resolutions adopted by the Board.
3. The presiding officer, as a member of the Board, shall have the same rights and be governed by the same rules as other Board Members.
3. The Secretary of the Board shall:
  - a. Work with the Clerk of the Board
  - b. Cause the proceedings of the Board's meetings to be entered in a permanent journal of its proceedings.
  - c. Certify the minutes of the Board's meetings and submit the same for approval to the Board prior to its next regular meeting.
  - d. Sign all resolutions adopted by the Board.

- e. Upon proper request certify copies of resolutions and other records of the Board and the Department, or delegate certification of such copies to the Clerk of the Board.
4. In the absence of the regular Secretary, the presiding officer may designate one of the other Board Members present as Acting Secretary for the purpose of any meeting.



## PUBLIC UTILITY BOARD POLICY

Category: **Governance Process**

Date of Adoption: **January 22, 2020**

Resolution No.: **U-11133**

Revision Date:

Title: Designation and **Duties of the Clerk of the Board**

Policy Number: **GP-5**

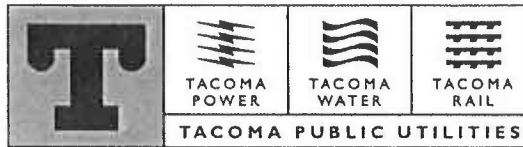
### DESIGNATION AND DUTIES OF THE CLERK OF THE BOARD<sup>1</sup>

The Clerk of the Board shall be appointed by the Director of Utilities and work with the Board Chair and Secretary. Subject to the provisions of the Charter, State law, ordinances, and resolutions of the Board, the Clerk shall:

1. Be responsible for the publication, filing, indexing, and safekeeping of the records of all proceedings of the Board;
2. Record all resolutions and certified resolutions of the Board;
3. Prepare all legal notices involving the Department as provided by law or ordinance;
4. At the request of any Board Member, forthwith transmit any communication, material, or information to the other Board Members;
5. File and preserve all oaths of office and other documents not required to be filed elsewhere;
6. Perform other such duties as may be prescribed by the Charter, State law, ordinances, and the Board and keep a permanent journal of its proceedings provided.

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<sup>1</sup> TMC 1.06.660



## PUBLIC UTILITY BOARD POLICY

Category: **Governance Process**

Date of Adoption: **January 22, 2020**

Resolution No.: **U-11133**

Revision Date:

Title: **Conduct of Members During Meetings**

Policy Number: **GP-6**

Report

1. Board Members desiring to speak shall first address and obtain recognition from the presiding officer.
2. No member shall carry on a private conversation during the deliberations of the Board, or leave his/her place while a question is being put.
3. No member, including the presiding officer, shall interrupt or argue with any other member while such member has the floor, except to call him/her to order.
4. No member in the discussion or debate of a matter or issue shall engage in or discuss or comment on the personalities of any other member or person, but shall confine his/her remarks to those facts which are germane and relevant to the question or matter under discussion.
5. If a member shall transgress these rules, the presiding officer shall, and any other member may, call him/her to order, in which case he/she shall be silent except to explain or continue in order.
6. The Board empowers the Director of Utilities, Chief Deputy City Attorney, and Clerk of the Board to enter Points of Order to support the presiding officer in ensuring compliance with the Board Rules of Order and parliamentary procedures.



## PUBLIC UTILITY BOARD POLICY

Category: **Governance Process**

Date of Adoption: **January 22, 2020**

Resolution No.: **U-11133**

Revision Date:

Title: **Conduct of Public**

Policy Number: **GP-7**

1. Tacoma Public Utilities (TPU) is committed to proactive engagement and open dialogue with customers and other stakeholders to understand their needs and improve service that informs decision-making while enhancing community understanding of TPU's operations, programs, and services.
2. Members of the public will have the opportunity to speak at each regular evening meeting of the Public Utility Board on items that are not on the agenda provided the comments are limited to subjects under the jurisdiction of the Board.
3. Members of the public will also have the opportunity at each regular evening meeting to make comments on agenda items being considered by the Board.
4. No member of the public shall engage in or discuss or comment on personalities or indulge in derogatory remarks, gestures, or insinuations with respect to any member of the Public Utility Board or any member of the staff, but at all times confine the remarks to the matters which are germane and relevant to the questions or matters under discussion.
5. Any members of the public who disrupts, or interferes with the orderly conduct of business by the Board or engages in threatening conduct by words, gestures, or actions may be excluded from the meeting room of the Board.



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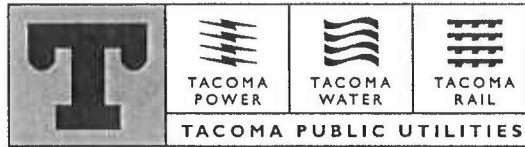
Title: **Order of Business**

Policy Number: **GP-8**

1. The regular order of business shall be as follows:
  - a. Call to order.
  - b. Roll call
  - c. Approval of minutes of previous meeting.
  - d. Recognition and Awards.
  - e. Comments by the Public.
  - f. Consideration of resolutions and motions on Consent Agenda and adoption thereof.
  - g. Consideration of resolutions and motions and votes thereon.  
 At the discretion of the Chair, general guidelines for the process shall be:
    - Motion
    - Staff Presentation
    - Board Questions
    - Public Comment
    - Board comments and follow-up questions
    - Votes
  - h. Unfinished business.
  - i. New business.
  - j. Communications.
  - k. Reports of the Director
    1. Summary of day's study session presentations
    2. Staff reports and updates at the request of the Board or discretion of the Director
  - l. Comments by Members of the Board.
  - m. Adjournment.

2. The Clerk shall prepare the business of each session in regular order, which order shall not be departed from except upon approval of a majority of the Board.
3. The Clerk shall include any proposed resolution or item on the agenda at the request of any member of the Board or the Director of Utilities.
4. In the event that there is no known business to consider or discuss for any business agenda item, the Clerk of the Board is authorized to delete said agenda item so that said agenda item will not appear on the published agenda for that session.





## PUBLIC UTILITY BOARD POLICY

Category: **Governance Process**

Date of Adoption: **January 22, 2020**

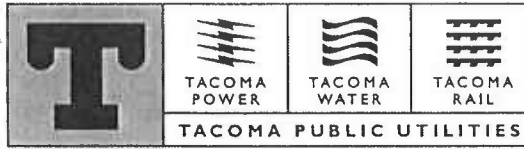
Resolution No.: **U-11133**

Revision Date:

Title: **Motions and Precedence**

Policy Number: **GP-9**

1. When a question is under consideration, no motion shall be entertained except as follows, such motions have precedence in the following order:
  - a. To adjourn.
  - b. Recess.
  - c. The Previous Question (The "previous question" shall be as follows: "Shall the main question be put?" The "main question" shall be on the passage of a resolution or motion, but when amendments are pending, the question shall be taken first, upon such amendments in their order.
  - d. To Lay on the Table.  
Each of the forgoing motions shall be decided without debate.
  - e. To Postpone to a Certain Time.
  - f. To Postpone Indefinitely.
  - g. Refer to Committee.
  - h. To Amend.
  - i. To Substitute.
2. The several motions to postpone shall preclude debate of the main question until decided.
3. No motion to reconsider a vote shall be in order unless it be made at the same or the following meeting and by a member who voted with the prevailing side. Provided, however, when a matter fails to pass due to a tie vote, (not counting an abstaining vote), any member may move to reconsider, at the same of the following meeting. A motion to reconsider having been put and lost shall not be renewed either by the mover or by any other member of the Board.
4. No rule shall be suspended except by three affirmative votes of Board Members. A motion to suspend a rule shall not be debatable.



## PUBLIC UTILITY BOARD POLICY

Category: **Governance Process**

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Resolution No.: **U-11133**

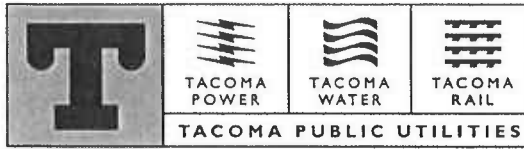
Revision Date:

Title: **Resolutions and Motions**

Policy Number: **GP-10**

1. Proposed resolutions and motions shall be included on the agenda and presented to the Board at the request of any member or the Director of Utilities.
2. No resolution and/or motion shall be considered for adoption by the Board unless its adoption or passage shall have been first moved by a Board Member and seconded by another.
3. Motions and/or resolutions that are routine and will probably not involve Board Member questions may be placed on the Consent Agenda by the Clerk of the Board. Any Member of the Board or the Chairman may remove any motion or resolution from the Consent Agenda, and said matter may be considered separately after action is concluded on the Consent Agenda.
4. No resolution shall be considered for final passage until approved as to form and reviewed for legal correctness by the City Attorney or his/her representative.
5. Reading of resolutions and motions shall be deemed sufficient if a brief synopsis of purport is made by the Clerk, and the reading if full of the same shall not be required unless the reading of any particular resolution or motion or part thereof be requested by any Member of the Board.
6. A Board Member may move to amend any pending main motion or resolution. The motion to amend is made after the main motion is pending and the motion to amend should precisely state the amendment and where the amendment is to be inserted and/or take the place of wording in the pending motion or resolution. When practicable, a copy of the proposed amendment should be provided to all Board Members and staff in advance of the scheduled meeting.

7. A motion or resolution or substitute motion or substitute resolution that is not on the published meeting agenda, may be considered by the Board after first suspending the Rules of Order of Business so to allow consideration of said matter. After suspension of the Rules, the Chair requests the Clerk to read a brief synopsis of said motion/resolution and thereafter announces that "Resolution No. U\_\_\_\_, Motion \_\_\_\_-\_\_\_\_, or Substitute Resolution No. U\_\_\_\_, Substitute Motion \_\_\_\_-\_\_\_\_ is now on the agenda, is there a motion to adopt said matter." After an appropriate motion and second are made, discussion may take place, and the Board may fully consider the adoption of said new motion or resolution under the process normally used for motions and resolutions.



## PUBLIC UTILITY BOARD POLICY

Category: **Governance Process**

Date of Adoption: **January 22, 2020**

Resolution No.: **U-11133**

Revision Date:

Title: **Miscellaneous**

Policy Number: **GP-11**

1. Amendments to these rules shall be by resolution, introduced to the Board at a regular meeting and laid over until the next regular meeting, then enacted only by an affirmative vote of at least three members.
2. On all questions of practice or procedure not provided for by these rules, the practice or procedure set forth in the most current edition of Robert's Rules of Order Newly Revised shall be used for guidance.